



HOTEL  
GRANDE BRETAGNE

*Athens*

**LAMPSA HELLENIC HOTELS S.A.**

**ANNUAL REPORT 2005**

ATHENS, JUNE 2006

## MESSAGE FROM THE PRESIDENT

Dear Shareholders,

The year 2005 has proved to be exceptionally positive for LAMPSA HELLENIC HOTELS S.A., which, as a result of the Management's appropriate strategic decisions, excellent business outlook and opportune utilization of our Company's assets, surpassed the favorable results for 2004.

More specifically, the Company's annual turnover for 2005 amounted to € 31 million, as opposed to € 30 million for 2004. Profit before taxes was € 4,397,657.84 compared to € 4,299,473.28 for 2004, while profit after taxes amounted to € 3,439,875.89 compared to € 3,034,271.41 for 2004. The yearly hotel occupancy rose to 67.4%, substantially exceeding the already high percentage 53.6% of the Olympic year 2004. Overall, this year's considerable improvement of the financial results is due to the increase in hotel occupancy, the rise in revenues from the Food and Beverage departments, as well as the reduction in operating costs.

As a result of the Company's particularly positive development, the Board of Directors decided to propose to the General Meeting the distribution of a dividend of € 0.05 per share, for the second year in succession.

In 2005, the Company's international reputation and status in the realm of luxury hotels was further consolidated, thanks to new and important distinctions received. In spring, the "Grande Bretagne" Hotel was declared one of the finest Business Hotels in the world by readers of *Travel & Leisure* magazine, while in autumn it was voted by the reliable *European Business* magazine as one of the twenty best Business Hotels in Europe. Much more substantial, however, was the "Five Star Diamond Award" – one of the most prestigious distinctions of international repute for outstanding quality of services, awarded to the Hotel by the American Academy of Hospitality. These distinctions reward the current strategic planning and do justice to the Company's systematic approach to business, emphasizing, at the same time, the Hotel's leading role in the Greek and international markets.

A development of major importance to the Company was the Hotel's certification with the H.A.C.C.P (Standard HELOT 1416) system from the reliable organization TÜV HELLAS. The certification guarantees the safe processing and distribution of food throughout the Hotel.

The signing of an agreement with EFG EUROBANK ERGASIAS S.A. for a bond loan over a 15-year period, amounting to € 30,000,000, will favorably affect the Hotel's future development. The loan agreement, which was signed in March 2006 under particularly favorable terms, will give the Company the opportunity to improve its financial results in the future by re-funding its already reduced loan obligations.

In June 2006, the Company, through its Cypriot subsidiary LUELLA ENTERPRISES COMPANY L.T.D. acquired 51% of the shares of the "Hyatt Regency" Hotel in Belgrade, for the amount of € 11,080,535.48. This is the first investment ever made by the Company, as it is well-known that the "Grande Bretagne" Hotel was the Company's sole chattel real and business activity for a hundred years.

Fully aware of its responsibility towards Shareholders, drawing on its extensive knowledge of the tourist and hotel market, making consistently sensible management decisions and implementing a flexible business strategy, the Company is optimistic about the future and intends to further improve its unflinching growth.

**Maurice Modiano**  
**President**

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# CHAPTER

# 1

## 1. BRIEF FINANCIAL DATA OF LAMPSA HELLENIC HOTELS S.A.

### INCOME STATEMENT

| (in thousand €)  | Notes | 31.12.2005<br>IFRS | 31.12.2004<br>IFRS | 31.12.2003<br>GR GAAP |
|--|-------|--------------------|--------------------|-----------------------|
| Revenue  | 4     | 31,001             | 30,498             | 15,583                |
| Less: cost of goods sold                                       | 5     | - 19,992           | - 18,823           | 10,965                |
| <b>Net revenue</b>   |       | <b>11,009</b>      | <b>11,674</b>      | <b>1,750</b>          |
| Other operating income   | 6     | 765                | 1,097              | 248                   |
| Selling expenses   | 7     | - 1,979            | - 2,350            | 4,230                 |
| Administrative expenses  | 8     | - 3,745            | - 4,241            | 2,032                 |
| Other operating expenses                                       |       | - 547              | - 361              | 49                    |
| <b>Profit before finance charges &amp; taxes</b>               |       | <b>5,503</b>       | <b>5,819</b>       | <b>- 3,925</b>        |
| Depreciation   | 11    | 2,838              | 2,780              | 2,868                 |
| <b>Profit before finance charges, depreciation &amp; taxes</b> |       | <b>8,341</b>       | <b>8,599</b>       | <b>- 427</b>          |
| Financial income   | 12    | 169                | 92                 | 55                    |
| Financial expenses   | 13    | - 1,275            | - 1,612            | - 1,690               |
| Other financial results  |       | -                  |                    |                       |
| <b>Financial result</b>  |       | <b>- 1,105</b>     | <b>- 1,519</b>     | <b>- 1,635</b>        |
| Depreciation   |       | - 2,838            | - 2,780            | - 2,868               |
| <b>Profit before taxes</b>                                     |       | <b>4,398</b>       | <b>4,299</b>       | <b>- 4,930</b>        |
| Tax  | 14    | - 958              | - 1,265            | 0                     |
| <b>Profit for the year</b>                                     |       | <b>3,440</b>       | <b>3,034</b>       | <b>- 4,930</b>        |
| <b>Attributable to:</b>  |       |                    |                    |                       |
| Company's shareholders   | 15    | 3,440              | 3,034              | 0                     |
| Minority shareholders  |       | -                  |                    | 0                     |
| Profit for the period per share (in Euro)                      | 15    | 0.1610             | 0.1420             | - 0,32                |
| Recommended dividend per share                                 | 43    | 0.0500             | 0.0470             | 0                     |

*Any small discrepancies in the partial summations are due to rounding.*

## BALANCE SHEET

| (in thousand €)                     | Notes | 31.12.2005<br>IFRS | 31.12.2004<br>IFRS | 31.12.2003<br>GR GAAP |
|-------------------------------------|-------|--------------------|--------------------|-----------------------|
| <b>ASSETS</b>                       |       |                    |                    |                       |
| <b>Non-current assets</b>           |       |                    |                    |                       |
| Tangible assets                     | 17    | 86,670             | 88,670             | 77,806                |
| Intangible fixed assets             | 18    | 31                 | 35                 | 4,652                 |
| Subsidiaries                        | 19    | 18                 | 18                 | 18                    |
| Other long-term claims              | 20    | 55                 | 56                 | 39                    |
| Deferred tax assets                 | 21    | 1,164              | 713                | 0                     |
|                                     |       | 87,938             | 89,492             |                       |
| <b>Current assets</b>               |       |                    |                    |                       |
| Inventory                           | 22    | 429                | 387                | 2,601                 |
| Trade and receivables               | 23    | 2,383              | 2,190              | 1,876                 |
| Other receivables                   | 23    | 580                | 1,521              | 3,366                 |
| Other current assets                | 26    | 210                | 88                 | 69                    |
| Advances                            | 24    | -                  | 6                  | 0                     |
| Cash and cash equivalent            | 25    | 11,844             | 8,026              | 4,320                 |
|                                     |       | 15,447             | 12,218             | 94,747                |
| <b>TOTAL ASSETS</b>                 |       | <b>103,385</b>     | <b>101,710</b>     |                       |
| <b>EQUITY AND LIABILITIES</b>       |       |                    |                    |                       |
| <b>Capital and reserves</b>         |       |                    |                    |                       |
| Share capital                       | 27    | 23,500             | 24,996             | 17,854                |
| Share premium                       | 28    | 38,641             | 38,641             | 3                     |
| Statutory Reserve                   | 29    | 174                | 174                | 88                    |
| Other reserves                      | 30    | 1,305              | 1,305              | 146                   |
| Dividends payable                   | 31    | 1,068              | 1,004              | 0                     |
| Results carried forward             | 32    | 1,729              | - 642              | - 8,046               |
| <b>Total equity</b>                 |       | <b>66,417</b>      | <b>65,477</b>      | <b>10,045</b>         |
| <b>LIABILITIES</b>                  |       |                    |                    |                       |
| <b>Long-term liabilities</b>        |       |                    |                    |                       |
| Bank loans                          | 33    | 30,000             | 28,500             | 71,582                |
| Retirement benefit obligation       | 34    | 648                | 565                | 746                   |
| Deferred tax obligation             | 21    | 1,255              | 350                | 0                     |
| Other provisions                    | 35    | 130                | 300                | 575                   |
| <b>Total long-term liabilities</b>  |       | <b>32,034</b>      | <b>29,714</b>      | <b>72,903</b>         |
| <b>Short-term liabilities</b>       |       |                    |                    |                       |
| Short-term debenture and bank loan  | 33    | -                  | 1,500              | 4,102                 |
| Trade and other payables            | 36    | 984                | 1,077              | 4,107                 |
| Taxes and social securities         | 37    | 1,552              | 1,329              | 799                   |
| Other current liabilities           | 38    | 1,516              | 1,320              | 2,791                 |
| Advances                            | 38    | 882                | 1,292              |                       |
| <b>Total short-term liabilities</b> |       | <b>4,933</b>       | <b>6,519</b>       | <b>11,799</b>         |
| <b>Total current liabilities</b>    |       | <b>36,967</b>      | <b>36,233</b>      | <b>84,702</b>         |
| <b>TOTAL EQUITY AND LIABILITIES</b> |       | <b>103,385</b>     | <b>101,710</b>     | <b>94,747</b>         |

Any small discrepancies in the partial summations are due to rounding.



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# CHAPTER

# 2



## 2. INFORMATION ON THE DRAFTING OF THE ANNUAL REPORT AND THE COMPANY'S CERTIFIED AUDITORS – ACCOUNTANTS

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### 2.1 GENERAL INFORMATION

The present Annual Report refers to the year 2005 and includes all the information and financial data required for the accurate evaluation of the property, activity, financial situation, results and prospects of the company LAMPSA HELLENIC HOTELS S.A. by its investors and investment advisors.

The drafting and distribution of the Annual Report has been carried out in accordance with the provisions of Article 8 of the Decision No. 5/204/14.11.2000 of the Hellenic Capital Markets Commission, as it was subsequently amended in accordance with the Decision No. 7/372/15.02.2006 of the Capital Markets Commission.

It is certified that the attached annual financial statements were approved by the members of the Board of Directors of LAMPSA HELLENIC HOTELS S.A. on March 28, 2006 and are also published on the Internet ([www.grandebretagne.gr](http://www.grandebretagne.gr).)

The parties responsible for drafting the present Annual Report, who guarantee the accuracy of the data contained therein, are:

- **Nikolaos Dandolos**, Chief Executive Officer and member of the Board of Directors of LAMPSA HELLENIC HOTELS S.A. (1, Vassileos Georgiou A' St., Athens, tel. 210 33 30 000, Fax: 210 33 30 838, e-mail: [lampsa@ath.forthnet.gr](mailto:lampsa@ath.forthnet.gr)).
- **Konstantinos Kyriakos**, Director of Finance of LAMPSA HELLENIC HOTELS S.A. (1, Vassileos Georgiou A' St., Athens, tel. 210 33 30 000, Fax: 210 33 30 838, e-mail: [kostas.kyriakos@luxurycollection.com](mailto:kostas.kyriakos@luxurycollection.com)).

The Company's Board of Directors hereby declares that:

1. All its members have knowledge of the contents of the present Report and, along with its editors, certify that, with all acknowledged parties, all information and data contained in the Annual Report are complete and accurate.
2. No further data exist and no events have taken place, the withholding or omission of which could render all or part of the data and information contained in the Annual Report misleading.
3. There are no important pending litigations or arbitrations that can have significant implications on the Company's financial position.

Investors who wish to make further inquiries are kindly requested to address, during working days and hours, the Company's offices: 1, Vassileos Georgiou A' St., Athens, tel. 210 33 30 000 (Director of Finance and Head of Shareholder Relations Department: Mr. Konstantinos Kyriakos).

## 2.2 Information on the Company Auditors

The Company is audited by Certified Accountants – Auditors. The audit for the financial year 2003 was conducted by Mr. Nikolaos Argyriou (Charter Auditor – Accountant under Reg. No. 15511) of ERNST & YOUNG HELLAS, while audits for the financial years 2004 and 2005 were conducted by GRANT THORNTON, specifically by Mr. Georgios Deligiannis (Charter Auditor – Accountant under Reg. No. 15791). The audits' certificates are provided in the attached Appendix, together with the corresponding published Balance Sheets.

### Notes of the Company

1. In reassurance for loan obligations to the amount of € 30,000,000 there exist encumbrments on the buildings for € 41,311,958.91.
2. On 31.12.2005, the Company had 471 people on the payroll, while on 31.12.2004 there were 461 people.
3. The Company has not undergone an ordinary taxation audit for the years 2003, 2004 and 2005, hence its financial obligations have not been finalized for these years. The Company has taken into account the relevant provisions for any contingent liabilities that may result from the taxation audit.
4. There are no important pending litigations or arbitrations that can have significant implications on the Company's financial position.
5. "Total Fixed Assets" includes an amount of € 18 thousand for the participation cost in the company GRANDE BRETAGNE L.T.D., which is not consolidated due to its insignificant size. In 2005, the sales of the Company to GRANDE BRETAGNE L.T.D. stood at € 60 thousand, while its receivables amounted to € 9 thousand on December 31, 2005.
6. As of January 1, 2005, the Company publishes financial reports drafted in accordance with the International Standards for Financial Information.

## 2.3 TAX AUDITS

The Company has undergone ordinary taxation audit up to 2002. The taxation audit was carried out to determine taxation liabilities of any kind (Revenue Tax, V.A.T., Payroll Tax, Tax Duties, etc). Its financial data were found accurate, sincere and definitive. Following the taxation audit for 2000-2002 by the National Audit Center, additional revenue taxes were imposed amounting to € 231,226.36, including fines and superadditions. This amount was consolidated for 2004 and increased the financial results by € 172,859.40.

During the taxation audit for 2000 – 2002, the variation per year, together with the corresponding taxes and superadditions, are as follows:

| (in thousand €)              | 2000   | 2001   | 2002  | TOTAL         |
|------------------------------|--------|--------|-------|---------------|
| Accounting Differences       | 235.95 | 210.70 | 12.61 | 459.26        |
| Taxes from tax audit         | 90.79  | 82.07  | 0     | 172.86        |
| Penalties and surcharges     | 39.90  | 18.46  | 0     | 58.36         |
| Total                        | 130.69 | 100.5  | 0     | 231.22        |
| <b>Total tax liabilities</b> |        |        |       | <b>231.22</b> |

Note: Any small discrepancies in the partial summations are due to rounding.

### Drafting of Corporate Bylaws

In accordance with Article I, section I of Law 3789/1957, the Company implements Corporate Bylaws and Staff Policies, as it employs over fifty people. The Company's Auditing Division, staffed with specialized personnel, is responsible for the implementation of Corporate Bylaws.

### Pending Judicial Cases

There are no pending judicial cases that can have significant implications on the Company's financial position. Moreover, since the establishment of the Company, no legal action has been taken to terminate its business activity.

## 2.4 PUBLIC OFFERINGS

During the financial periods 2003 - 2005 there was no public offering from the Company for the purchase or exchange of shares of other companies, neither were there such offers from third parties for the Company's shares.



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# CHAPTER

# 3

## 3. SHAREHOLDERS' RIGHTS

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### 3.1 GENERAL INFORMATION

The Company's Share Capital amounts to € 23,500,400 and is divided into 21,364,000 common registered shares, each of a nominal value of € 1.10.

By virtue of a resolution of the Extraordinary General Meeting of the Shareholders dated October 1, 2003, the Share Capital was increased by 6,104,000 common registered shares, so that their number increased from 15,260,000 to 21,364,000 common registered shares, each of a nominal value of € 1.17. The aforesaid increase was approved by resolution No. K2 13234/13.01.2003 of the Ministry of Development.

Following a resolution of the Extraordinary General Meeting of Shareholders dated June 22, 2005, the Share Capital of the Company was reduced by € 1,495,480 with a corresponding reduction in the nominal value of the share by € 0.07 and Shareholders were refunded the difference. Thus, the Share Capital of the Company currently stands at € 23,500,400, divided into 21,364,000 shares, each of a nominal value of € 1.10.

Each share of the Company incorporates all rights and obligations stipulated by Codified Law 2190/920 (hereinafter referred to as the "Law") and the Company's Articles of Association, which, however, do not contain provisions that may be more restrictive than those provided by the Law. Possession of a share results in the owner's acceptance of the Company's Articles of Association and the legal decisions of the General Meetings of the Shareholders.

The Company's Articles of Association do not favor any specific Shareholders. The Company's shares are publicly traded at a unit of 10 shares.

The Shareholders' responsibility is limited to the nominal value of the shares held. Each share grants possession rights to the Company's assets, with corresponding participation in its profits, in accordance with the Law and provisions of the Company's Articles of Association. The rights and obligations emanating from each share are devolved on any universal or special successor of the Shareholder.

Shareholders exercise their rights in relation to the Company's Management only through the General Meetings.

Shareholders enjoy a right of preference in any future Share Capital increase, depending on their participation in the Company's existing Share Capital, as stipulated in Article 13 Section 5 of Law 2190/1920.

In no case may the lenders and the universal or special successors of a Shareholder provoke the seizure on any of the Company's assets; the seizure or termination of its books; request its distribution or liquidation; or in any way participate in the Company's management and administration.

As regards the relationship between the Shareholder and the Company, each Shareholder, no matter where he/she resides, is considered to have as a legal residence the Company's headquarters, and is governed by Greek Law.

Any dispute between the Company and Shareholders and/or third parties is under the sole jurisdiction of the ordinary courts of Law. The Company is obliged to present its arguments only before the courts located in its domicile.

Each share is indivisible and incorporates one voting right. In order to exercise their voting rights, joint shareholders should declare to the Company in writing a certain representative who will represent them in the General Meeting of the Shareholders. The exercise of their voting rights in the General Meeting will be postponed until the specification of their representation.

Every Shareholder is entitled to participate in the General Meeting, either in person or through a representative. According to Article 51 of Law 2396/96, before a Shareholder can participate in the General Meeting, he/she must deposit with the Company the respective Share Block Certificate issued by the SECURITIES DEPOSITORY S.A., whereby his capacity as Shareholder, the block of shares he/she holds, and any encumbrances attached to them are verified, at least five (5) days prior to the date of the General Meeting. The Share Block Certificates as well as the certificates of representation of shareholders must be deposited with the Company within the aforesaid period of notice, while the Shareholder is provided with proof of entrance to the General Meeting.

According to the Law and the Company's Charter, Shareholders who wish to participate in the General Meeting must deposit with the Company the relevant certification obtainable from the CENTRAL SECURITIES DEPOSITORY S.A., according to Article 51 of Law 2396/96, or a certification that corresponds to the certification from the CENTRAL SECURITIES DEPOSITORY S.A., or take the deposited securities, in case they have not been materialized yet, to the Company, Deposit and Loan Funds, or any recognized Bank whose seat is in Greece, at least five (5) days prior to the date of the General Meeting.

- a) Shareholders (of materialized shares) who have an operator (Bank or Stock Brokerage) should block their shares through their operator and deposit with the Company the Share Block Certificate issued by the Central Securities Depository for participation in the General Meeting, together with any certificates of representation.
- b) Shareholders (of materialized shares) who do not have an operator, but are registered in the relevant account operated by the Central Securities Depository, should apply directly to the Central Securities Depository to block their shares, and subsequently deposit with the Company the Share Block Certificate, together with any certificates of representation.

The Company provides the Shareholder with the relevant proof of entrance to the General Meeting. Shareholders who do not comply with the above may participate in the General Meeting only with the permission of the latter.

Shareholders representing 5% of the paid-in Share Capital have the right to:

1. Request the appointment of one or more auditors to audit the Company, according to articles 40, 40e of Law 2190/1920.
2. Request an Extraordinary General Meeting of the Shareholders. The Board of Directors is then obliged to convene such a Meeting within a time period no longer than 30 days following the application date to the Chairman of the Board of Directors. Shareholder applicants must include all the subjects of the Meeting's agenda in the application form.

Each Shareholder is entitled to request the annual financial statements along with the relevant reports of the Board of Directors and the Auditors of the Company, ten (10) days prior to the Ordinary General Meeting of the Shareholders.

Dividends are entitled to each Shareholder on the date of approval of the financial statements by the Ordinary General Meeting of Shareholders, or whenever else specified.

The dividend for each share is paid to its holder within two (2) months from the date on which the Ordinary General Meeting approved the annual financial statements. The place and payment process for dividends is announced through a Press Release.

Dividends that have not been claimed for a 5-year period are received by the Greek State.

With regard to the share deposit process, in order for each Shareholder to participate in the Company's General Meetings of Shareholders and dividend payment process, the procedures stipulated in the Procedure of Clearing and Settlement of the Central Securities Depository's Dematerialized Securities System are applied, as the latter is effective.

## 3.2 DIVIDEND TAXATION

According to the Law currently applicable (Law 2238/94, Article 109), all domestic Sociétés Anonymes (except for Banks) whose shares are listed on the Athens Exchange are subject to a 35% tax on their taxable earnings, prior to any distribution.

Thus, dividends are distributed out of the already taxed earnings of the legal entity, and, therefore, shareholders incur no tax liability on the amount of dividends collected.

The date that the Balance Sheet of the Company is approved by the General Meeting of the Shareholders is considered the date the income from dividends is gained.

It is noted that according to the provisions of the Law, from the earnings gained during each fiscal year by subsidiaries, which are distributed as dividends, the portion of the dividends distributed to the parent company is paid in the next fiscal year (unless an interim dividend is paid within the same fiscal year), therefore, it is included in the earnings of the parent company for the next fiscal year. Also, dividends from the earnings of the parent company, which are partly formed by the distribution of the earnings of the companies in which it participates, are paid, if distributed, in the year following their appropriation.



HOTEL  
GRANDE BRETAGNE

*Athens*

# CHAPTER

# 4



## 4. ABOUT THE COMPANY

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### 4.1 GENERAL INFORMATION

LAMPSA HELLENIC HOTELS S.A., under the trade name HOTEL GRANDE BRETAGNE or GRANDE BRETAGNE, was established on November 10, 1919 - the date when its business activity began.

The Company is registered with the Register of Sociétés Anonymes of the Ministry of Development, under SAs No. 6015/06/B/86/135 and its duration has been set for a hundred (100) years, commencing with the promulgation in the Government Gazette of the Royal Decree ratifying its Charter.

The Company's headquarters are located in the Municipality of Athens (1, Vassileos Georgiou A' St.), and the Company is granted the right, following a decision by its Board of Directors, to establish agencies or offices anywhere in Greece or abroad, provided this is to the Company's benefit.

Since its establishment, the headquarters, trade name, legal form, and scope of the Company have remained the same. Additionally, the Company has not proceeded with the acquisition of other companies.

Since its foundation, the Company has been in continuous operation for 86 consecutive years.

#### **Scope of the Company**

In accordance with the third Article of its Charter, the Company's objective is the acquisition, development and exploitation of hotels in Athens and elsewhere, in Greece and abroad, including other similar companies, such as the acquisition and/or exploitation of medicinal waters, spas, show businesses, clubs, etc.

More specifically, it can undertake the following activities:

- Acquire sites under construction in order to convert them into hotels, lease, exchange or sell them.
- Purchase furniture, movable property, merchandise, machinery or other items that can be utilized in the context of hotel or related businesses, and lease or sell them.
- Embellish scenic sites or archaeological areas, undertaking the installation of means of transport, such as cars, trams, rack railways, ships or any other means of transport that may be invented in the future.
- Collaborate with other companies pursuing similar goals, and incorporate other companies or be incorporated into them.

## 4.2 HISTORY

### Establishment of the "Grande Bretagne" Hotel

Upon completion of the King's first Palace – now the Parliament House – in 1842, construction of one of the most beautiful buildings in Athens began: the house of Antonios Dimitriou, a merchant from Tergesti, who enlisted the services of Theophilos Hansen, a Danish architect of international repute.

The building was home to influential families of the time, such as the Dimitriou and Kladou families, and later housed the French Archaeological School. In 1874, it was purchased by Savvas Kentros.

Four years later, in 1878, Kentros entered into partnership with Stathis Lampsas, a man originating from Kalavryta who was born in Odessa. Together they converted the building into a Hotel under the name "Grande Bretagne", extending it over the gardens of the house along Amalias St. As a result of this extension, the Hotel had a 40-room capacity, two bathrooms and water supply; when that was not enough, the staff obtained water from the local "water dealer" and transported it to the Hotel in buckets.

After Kentros' death in 1888, Lampsas, who had studied French cooking in Paris and worked as a chef at "Maison Dorè", the most prestigious restaurant at the time, assumed full ownership of the Hotel.

The year 1896 was a landmark for the Hotel, which won international fame when it accommodated all foreign athletes and the International Committee of the first Olympic Games in modern times, under Baron Pierre De Coubertin. In 1917, the hotel was purchased by Theodoros Petrakopoulos, Lampsas's son-in-law.

At the turn of the 20th century, the "Grande Bretagne" Hotel had already become the center of political, financial and social life in Athens. After the First World War and in the early '20s, the Hotel was ready for its first major transformation and extension.

### Hotel Development and Extension

The planning for extension work began in 1924. The section along Voukourestiou St. was completed early in 1927, while work on the rest of the building, which by then had emerged as a four-storeyed Hotel, was concluded in 1930. The Hotel was now the proud owner of the historical hall Salle des Fêtes - today's Grand Ballroom - designed by the Swiss Architect Emil Vogt, and had a floor added to Dimitriou's former residence, which had always been an indispensable part of the Hotel.

Hansen's original architectural elements, such as the balconies supported by pairs of lions, the exterior frames and the balustrades with the griffins in cast iron were replicated. The façade of the Hotel preserved every aspect of Dimitriou's original residence.

The end of the Mid-War Era and the growing speculation about a great new war left their imprint on the building. During Metaxas' term of office, the up-to-the-minute Greek Army Headquarters were stationed in the Hotel basement. The War and German Occupation introduced yet another chapter to the building's war memories: it served as the Greek Army Headquarters during the epic war in Albania, as Headquarters of the British and New Zealander allies until the collapse of the front, and as Headquarters of the German Occupation Army.

After the war, in 1956, with Athens rapidly developing, the building was thoroughly repaired, and Dimitriou's residence had another four floors added to it by architect Konstantinos Voutsinas. Its final form, as we know it today, was concluded in 1963.

The list of celebrities who have visited the Hotel and expressed a lasting preference for it right from the start is very long indeed: Kings, Heads of State, Prime Ministers, Millionaires, Musicians, Actors, Writers and many distinguished Politicians on state visits to Greece. The "Grande Bretagne" Hotel is, in a way, the official guest-house of the Greek State, and, with a period of operation spanning three centuries, it remains one of the most majestic buildings in Athens and one of the best hotels in Europe.

### **Changes in Ownership**

In the year 1991, the proprietors of the Hotel (Petrakopoulos - Doxiadis Families) sold the majority equity holding of the Company to the international hotel group CIGA. In 1995, CIGA was bought out worldwide by the American multinational SHERATON, which, in turn, was bought out by the multinational STARWOOD in 1998.

STARWOOD HOTELS & RESORTS WORLDWIDE INC. is one of the leading multinational companies whose business activities include hotels, tourism, and management of hotels and tourist resorts worldwide, with approximately 850 hotels in over 95 countries and 145,000 employees in hotels managed by STARWOOD.

In 1999, STARWOOD sold, through the Athens Stock Exchange, the majority equity holding of the Company, but maintained the right to exercise the Management of the Hotel.

In 2000, HYATT REGENCY HOTELS & TOURISM (HELLAS) S.A. assumed control of LAMPASA HELLENIC HOTELS S.A. and, consequently, of the historical "Grande Bretagne" Hotel.

In November 2001, the Hotel suspended its operation and its principal Shareholder, HYATT REGENCY HOTELS & TOURISM (HELLAS) S.A., carried out a full renovation. It must be noted that no significant refurbishment, repair or modernization of the Hotel facilities had taken place since 1956, except for the addition of 36 rooms to two floors during 1972-1974 and the creation and operation of GB Corner. The aim of this undertaking that cost € 85,000,000 was to relaunch the "Grande Bretagne" as one of the most luxurious hotels in Europe. The renewed "Grande Bretagne" Hotel opened its gates to the public in March 2003.

In January 2005, HYATT REGENCY HOTELS & TOURISM (HELLAS) S.A. sold, through the Athens Exchange, 20.1% of the Company's Share Capital to VENTURE ABILITY S.A.

In June 2006, the Company, through its Cypriot subsidiary LUELLA ENTERPRISES COMPANY L.T.D., acquired 51% of the shares of the "Hyatt Regency" Hotel in Belgrade at the amount of € 11,080,535.48. It is noted that this is the first investment the Company has ever made, as it is well known that the "Grande Bretagne" Hotel remained the Company's only chattel real and business activity for a hundred years.

### **Distinctions and Awards**

In June 2005, the Certification Organization TÜV HELLAS successfully completed the inspection of the "Grande Bretagne" Hotel and issued a certificate of compliance in accordance with Standard 416 of the Greek Accreditation Scheme HE.LO.T. (H.A.C.C.P). The certification relates to the processing and distribution of food in all Hotel facilities.

A month later, in July 2005, the "Grande Bretagne" Hotel was the recipient of the "Five Star Diamond Award" by the American Academy of Hospitality for outstanding quality of services in the fields of travel and luxury. This international distinction represents a symbol of great success and genuine quality in the tourist sector.

In October 2005, the "Grande Bretagne" Hotel was voted one of the top twenty Business Hotels in Europe by *European Business* magazine.

## 4.3 HOTEL FACILITIES

After its renovation, the Hotel interior, designed by architects of the well-known American company HBA-HIRSCH, BENDER & ASSOCIATES, combines state-of-the-art technology and luxurious comfort.

Today, the "Grande Bretagne" Hotel features 285 luxury rooms and 36 suites, of which one is Presidential and the other Royal. The increase in the number of suites, the merging of smaller rooms and the creation of a Royal and a Presidential suite of the highest standards, have reduced the number of rooms in the Hotel from 365 to 321 and have led to a substantial increase in quality standards.

The **GB Corner**, the renowned "hangout" for politicians and intellectuals, operates as a brasserie. The area has not compromised its classical identity, Walls and ceiling in pastel colors, 1900 art-deco furniture and comfortable leather seats lend it a unique, relaxing atmosphere in a stylish environment.

The **Alexander's Bar** and **Winter Garden** café-restaurant are open daily 6 a.m. to 2 p.m. Each has its own distinctive style, but they share the same high standards of service. The wide range of Greek and foreign wines and the impressive cigar collection kept in a specially designed humidor are sure to meet requirements of the highest level.

The **GB Roof Garden Bar-Restaurant** is open during the summer months on the building's main rooftop, commanding a magnificent view of the Acropolis with the Saronic Gulf and the Old Palace in the distance, and an equally wonderful view of the National Gardens set against Mt. Hymmetus in the background.

The Hotel's luxury **Spa** is definitely a most welcome addition, featuring six specially designed rooms for personal care and treatment. The indoor heated swimming pool and the state-of-the-art gym occupying an area totaling 1,050 m<sup>2</sup>, provide Hotel guests and members with rare moments of relaxation and care.

The **Grand Ballroom**, the well-known multi-functional hall, can be conveniently divided into three smaller areas, depending on the requirements of the particular event. The **Golden Room** is a new hall covering an area of 310 m<sup>2</sup>, which can, likewise, be divided into four smaller halls. There are another three custom-made halls, fully equipped with state-of-the-art technology, measuring 47, 27, and 27 m<sup>2</sup> respectively, which are best suited for business meetings and conferences.

In the **Royal Room**, Hotel guests have the opportunity to savor a sumptuous breakfast in a spacious and congenial hall of exquisite decoration, which emanates luxury and style.

Finally, a unique feature of the "Grande Bretagne" Hotel is the **Cellar** - a dedicated area for private meals, where provisions have been made for storing wine under ideal conditions of temperature and humidity.

## 4.4 AGREEMENTS

### Management and Operation Agreement for the Hotel

The Company and CIGA HELLAS HOTELS S.A., subsidiary of STARWOOD HOTELS & RESORTS WORLDWIDE INC., signed an agreement for the Management and Operation of the Hotel in December 2001. According to the agreement, CIGA HELLAS HOTELS S.A. has agreed to provide services with respect to the Management and Operation of the "Grande Bretagne" Hotel.

The Company undertakes to provide the necessary funds for renovating and equipping the Hotel, in accordance with particular specifications. Hotel operation will be under the control of CIGA HELLAS HOTELS S.A., which will be responsible for its operation on the basis of the specifications that apply to every hotel owned by the company worldwide, according to the relevant legislation of each country.

The jurisdiction of CIGA HELLAS HOTELS S.A. over the control and operation of the Hotel includes its use for all intended purposes; the setting of rates regarding accommodation, recreation and entertainment, food and beverage; the management of human resources; the monitoring of bank accounts; and the assets holding in the Company's name. CIGA HELLAS HOTELS S.A. also undertakes to promote the advertising campaign and communication policy of the Hotel and provide booking services abroad, through its subsidiaries. CIGA HELLAS HOTELS S.A. is also responsible for keeping the Company's accounting books and records on the basis of preset accounting standards, and rendering them available for auditing by the internal auditors of CIGA HELLAS HOTELS S.A. or its subsidiaries. Moreover, authorized employees of CIGA HELLAS HOTELS S.A. are entitled, following due notification to the administration of the Hotel, to conduct audits related to the condition of the hotel facilities and the quality of services provided.

CIGA HELLAS HOTELS S.A. retains the right to purchase goods or services from its subsidiaries, provided that the cost and terms of the procurement are competitive to those offered by third parties. Additionally, CIGA HELLAS HOTELS S.A. has the right to use the hotel facilities to train persons employed in other hotels owned by itself or its subsidiaries.

The initial term of the Management Agreement was set for twenty-five (25) years and can be extended for another 25 years. The Agreement makes provision for the payment of fees to CIGA HELLAS HOTELS S.A. and SHERATON INTERNATIONAL INC. amounting to 3% of the turnover and 10% of the gross profit of the business. The two companies have limited rights as to the termination of the agreement without cause. The Board of Directors is in constant collaboration with the Company exercising the Management, as much to ensure that it is properly and smoothly exercised as to discharge all the duties within the competence of the Board of Directors.

### Bond Loan Agreement

On December 14, 2005, the Company signed a loan agreement for € 30 million with the bank EFG EUROBANK ERGASIAS S.A. in order to pay off the long-term loan of the same amount received from ALPHA BANK for the Hotel's renovation. The Company's Extraordinary General Meeting of January 13, 2006 decided to sign a Bond Loan with EFG EUROBANK ERGASIAS S.A. amounting to € 30 million in order to refinance the loan obligation of December 14, 2005, due to more favorable lending terms.

The agreement for the Bond Loan was signed on March 10, 2006 with the following main terms:

- Number of Bonds: 300
- Expiry dates: From 12.03.2007 until 12.03.2018

- Par Value: € 100,000
- Interest rate: Euribor + margin (spread) 1%
- Reassurance: Mortgage € 39 million to the tangible fixed assets

For the loan obligations of the Company, as of December 31, 2005 there existed mortgage on the buildings for the amount of € 41 million.

## 4.5 DESCRIPTION OF BUSINESS

LAMPSA HELLENIC HOTELS S.A. focuses its business activity on the hospitality sector, particularly on luxury hotels. The Company's main area of activity is the ownership and exploitation of the "Grande Bretagne" hotel. Over the period of three years from 2003 to 2005, the contribution of the various goods – services to the Turnover of the Company is as follows:

| (in thousand €)         | 2005              |             | 2004             |             | 2003             |             |
|-------------------------|-------------------|-------------|------------------|-------------|------------------|-------------|
| Room revenues           | 17.621,27         | 56,84%      | 17.827,83        | 39%         | 7.934,48         | 51%         |
| Food and beverage sales | 11.873,25         | 38,30%      | 11.367,31        | 37%         | 7.112,12         | 46%         |
| Other revenues          | 1.506,30          | 4,86%       | 1.302,46         | 4%          | 536,40           | 3%          |
| <b>TOTAL</b>            | <b>31.000.818</b> | <b>100%</b> | <b>30.497,60</b> | <b>100%</b> | <b>15.583,00</b> | <b>100%</b> |

The turnover for the year 2003 refers to the period from March 17, 2003 to December 31, 2003.

## 4.6 FIXED ASSETS – GUARANTEES & REAL SAFETIES

### Intangible Assets

Expenses for installation, fixed assets, reorganization and other costs are part of the Company's intangible assets.

The depreciation for the installation costs from January 1, 2004 to December 31, 2004 was carried out in accordance with the provisions of Article 43, sections 3a and 4b of the Decision No. 2190/1920; and of Article 31, sections I and Ib of the Decision No. 2238/1994, as it was amended by Decision No. 2753/99. Software programs were depreciated at 30%, according to the provisions of Article II, section 5 of the Presidential Decree No. 100/98, as for previous years.

### Fixed Assets

| (in thousand €)                | Software programs | Total     |
|--------------------------------|-------------------|-----------|
| Acquisition cost 01.01.2004    | 272               | 272       |
| Less: Accumulated depreciation | (234)             | (234)     |
| <b>Book value 01.01.2004</b>   | <b>38</b>         | <b>38</b> |
| Additions                      | 12                | 12        |
| Depreciation                   | (16)              | (16)      |
| Acquisition cost 31.11.2004    | 285               | 285       |
| Less: Accumulated depreciation | (250)             | (250)     |
| <b>Book value 31.12.2004</b>   | <b>35</b>         | <b>35</b> |
| Additions                      | 11                | 11        |
| Depreciation                   | (14)              | (14)      |
| Acquisition cost 31.11.2005    | 295               | 295       |
| Less: Accumulated depreciation | (264)             | (264)     |
| <b>Book value 31.12.2005</b>   | <b>31</b>         | <b>31</b> |

### Privately-owned Land - Building Facilities

The fixed assets of the Company have been evaluated at their acquisition price (historical cost), except for plots of land and buildings, whose value has been adjusted in accordance with Decisions Nos. 148/67, 542/77, 1249/82, 2665/88 and 2065/92 of the Law, increased by the value of the improvements and additions, and decreased by the depreciation provided for in the Law.

The Company is in possession of the "Grande Bretagne" Hotel - a seven-storeyed structure that extends along V. Georgiou A', Panepistimiou and Voukourestiou Streets. The plot of land covers an area of 3,755 m<sup>2</sup>, and the building located on the aforesaid plot occupies a total area of 26,035 m<sup>2</sup>.

The Company also owns 7 stores on Voukourestiou Street - one of the main shopping streets in Athens – which it rents by lease.

The privately-owned property of the Company is listed below:

#### PLOTS OF LAND

| Municipality | Street         | Number | Area (m <sup>2</sup> ) | Date of Acquisition | % of Ownership |
|--------------|----------------|--------|------------------------|---------------------|----------------|
| Athens       | V. Georgiou A' | 1      | 3,470                  | 1919                | 100            |
| Athens       | Voukourestiou  | 6      | 285                    | 1950                | 35             |

#### BUILDINGS

| Municipality | Street         | Number | Area (m <sup>2</sup> ) | Date of Acquisition | % of Ownership |
|--------------|----------------|--------|------------------------|---------------------|----------------|
| Athens       | V. Georgiou A' | 1      | 19,135                 | 1919                | 100            |
| Athens       | Voukourestiou  | 6      | 6,900                  | 1950                | 100            |

#### Machinery

The machinery and means of transportation owned by the Company are shown on the following table:

| TYPE OF EQUIPMENT       | DESCRIPTION  |
|-------------------------|--|
|                         | MACHINERY, REFRIGERATORS, TELEPHONE INSTALLATIONS, TELEPHONE SETS, TELEVISION SETS, RADIOS, SPEAKERS, FIRE FIGHTING EQUIPMENT, AIR CONDITION INSTALLATIONS, OTHER TECHNICAL INSTALLATIONS, TOOLS, DRILLS, OTHER MACHINERY, COMPRESSORS, POWER GENERATORS |
| MEANS OF TRANSPORTATION | PASSENGER CAR MITSUBISHI YEZ 4393 (MINI BUS), PASSENGER CAR BMW 520i A/K, ZME 6000, PASSENGER CAR ROVER YZI 1470, MOTORBIKE HONDA SH150 No IPY 0713/CHASSIS NO. 4993   |

## OTHER EQUIPMENT

ASSORTED FURNITURE, SOTHEBY'S & CHRISTIE'S ANTIQUES, LINEN, REFRIGERATORS, MINI BAR, CARPETS, FABRICS, PAINTINGS, SILVER OR SILVER-PLATED CUTLERY, KITCHEN UTENSILS, ASSORTED UTENSILS, ASSORTED OFFICE MACHINES, PCs & ELECTRONIC EQUIPMENT, PRINTERS, SOFTWARE PROGRAMS, KITCHEN EQUIPMENT, LAUNDRY EQUIPMENT, CLOTHING, TELEX, RADIO AND ELECTRONIC DEVICES, TELEPHONE EXCHANGE CENTERS, TELEPHONE SETS, OTHER TELECOMMUNICATIONS EQUIPMENT, PHOTO FRAMES, PHOTOS, ENGRAVINGS, FLOWER POTS, SAFES, CIGAR EQUIPMENT, MIRRORS, FLAGS, LIGHTING, VACUUM CLEANERS, JUICERS, PIANOS, EXERCISE EQUIPMENT, SECURITY SYSTEM, CLOAK ROOM, SPA EQUIPMENT, HAIRDRESSING EQUIPMENT



#### 4.6.1 CHANGES IN THE BOOK VALUE OF FIXED ASSETS

The table below shows the changes in the fixed assets for the period 2004 - 2005:

| (in thousand €)                  | Land          | Buildings     | Machinery    | Vehicles  | Furniture and Fittings | Under Construction | Total          |
|----------------------------------|---------------|---------------|--------------|-----------|------------------------|--------------------|----------------|
| Cost on 01.01.2004               | 27,414        | 64,224        | 4,177        | 88        | 7,207                  | 0                  | 103,110        |
| Minus: accumulated depreciations | 0             | (7,7990)      | (434)        | (37)      | (4,719)                | 0                  | (12,989)       |
| Book Value on 01.01.2004         | <b>27,414</b> | <b>56,425</b> | <b>3,743</b> | <b>51</b> | <b>2,488</b>           | 0                  | <b>90,121</b>  |
| Additions                        | 0             | 963           | 53           | 0         | 298                    | 0                  | 1,314          |
| Transfers                        | 0             | 0             | 0            | 0         | 0                      | 0                  | 0              |
| Sales                            | 0             | 0             | 0            | 0         | 0                      | 0                  | 0              |
| Depreciations                    | 0             | 1,738         | 625          | 10        | 392                    | 0                  | 2,764          |
| Depreciations of sold items      | 0             |               |              |           |                        |                    | 0              |
| On 31.12.2004                    | 27,414        | 65,188        | 4,230        | 88        | 7,504                  | 0                  | 104,424        |
| Accumulated depreciations        | 0             | (9,537)       | (1,060)      | (47)      | (5,111)                | 0                  | (15,754)       |
| <b>Value on 31.12.2004</b>       | <b>27,414</b> | <b>55,651</b> | <b>3,170</b> | <b>41</b> | <b>2,394</b>           | 0                  | <b>88,670</b>  |
| Additions                        | 0             | 457           | 77           | 3         | 230                    | 56                 | 824            |
| Plus/(minus): settlement         | 0             | 0             |              |           |                        |                    |                |
| Sales                            | 0             | 0             |              |           |                        |                    |                |
| Depreciations                    | 0             | (1,758)       | (636)        | (10)      | (420)                  | 0                  | (2,824)        |
| Depreciations of sold items      | 0             | 0             | 0            |           |                        |                    |                |
| <b>Value on 31.12.2004</b>       | <b>27,414</b> | <b>65,645</b> | <b>4,307</b> | <b>91</b> | <b>7,734</b>           | <b>56</b>          | <b>105,248</b> |
| Minus accumulated depreciations  | 0             | (11,295)      | 1,695        | 56        | 5,531                  | 0                  | 18,578         |
| Plus/(minus): settlement         |               |               |              |           |                        |                    | 0              |
| <b>Book Value on 31.12.2004</b>  | <b>27,414</b> | <b>54,351</b> | <b>2,612</b> | <b>35</b> | <b>2,203</b>           | <b>56</b>          | <b>86,670</b>  |

### Prenotices – Mortgages

On December 31, 2004, prenotices existed on the Hotel amounting to € 86,811,958.92, compared to € 41,311,958.91 on December 31, 2005. The prenotices on the Hotel were registered under ALPHA BANK S.A. by way of reassurance for the loan obligation amounting to € 30 million.

The prenotices have already been cleared and a mortgage amounting to € 39 million has been registered under EUROBANK by way of reassurance for the Bonded Loan that had been agreed upon between the Company and the aforesaid bank.

### Funded Rental Agreements

The Company has never entered into any funded rental agreement.

### Insurance Contracts

The Company has signed insurance contracts for its fixed assets with two insurance agencies:

- For property damage
- For third-party insurance

The following table shows the insurance contracts signed by the Company:

| Contract Number | Period of Coverage  | Insurance Company                | Insured amount (€) | Type of Coverage |
|-----------------|---------------------|----------------------------------|--------------------|------------------|
| 6017473         | 15.05.05 - 15.05.06 | Phoenix<br>Metrolife<br>Emporiki | 17,948,261.00      | Property Damage  |
| 10409326        | 01.01.06 - 31.12.06 | Phoenix<br>Metrolife<br>Emporiki | 8,520,060.00       | Third-Party      |

## 4.7 EVOLUTION OF SHARE CAPITAL

Today, the Company's Share Capital amounts to € 23,500,400, divided into 21,364,000 ordinary registered shares, each of a nominal value of € 1.10.

The above capital evolved as follows:

The initial Share Capital was set at GRD 3,000,000, divided into 30,000 shares, each of a nominal value of GRD 100, in accordance with Issue No. 294/13.12.1918 of the Government Gazette, and was increased as detailed below:

- By virtue of a resolution of the Board of Directors dated January 11, 1926, by GRD 3,500,000, by way of issuance of 35,000 shares, each of a nominal value of GRD 100, which were paid-in in cash.
- By virtue of a resolution of the General Meeting dated April 26, 1929, which appeared in Issue No. 244/31.07.1929 of the S.A.s Bulletin, by GRD 3,500,000, by way of issuance of 35,000 shares, each of a nominal value of GRD 100, which were paid-in in cash.

- c) By virtue of a resolution of the General Meeting dated August 17, 1942, which appeared in Issue No. 377/18.12.1942 of the SAs Bulletin, by GRD 2,000,000, by way of issuance of 20,000 new shares, each of a nominal value of GRD 100, which were paid-in in cash.
- d) By virtue of a resolution of the General Meeting dated May 21, 1951, which appeared in Issue No. 14.5/23.05.1951 of the SAs Bulletin, by GRD 1,200,000, by way of issuance of 12,000 new shares, each of a nominal value of GRD 100, which were paid-in in cash. This way, the capital rose to GRD 13,200,000, divided into 132,000 shares.

By virtue of a resolution of the Board of Directors dated December 22, 1955, and in accordance with Law 2824/1954, this capital was increased by GRD 800, by way of issuance of 8,000 new shares, each of a nominal value of GRD 0.10, which were paid-in in cash, and so it rose to GRD 14,000, divided into 140,000 shares - which were paid-in in cash and in kind. This capital was subsequently readjusted in accordance with the Royal Decree of 14.11.1959 concerning "The Readjustment of Sociétés Anonymes Balance Sheets" and came to GRD 38,803,953, while after deducting GRD 23,953 that counted towards statutory reserve, the Share Capital stood at GRD 38,780,000, divided into 140,000 shares, each of a nominal value of GRD 277.

The aforesaid capital was increased: a) by virtue of a resolution of the General Meeting dated February 20, 1958, which appeared in Issue No. 135/19.04.1958 of the SAs Bulletin, by GRD 2,770,000, by way of issuance of 10,000 new shares, each of a nominal value of GRD 277, which were paid-in in cash; b) by virtue of a resolution of the General Meeting dated May 15, 1961, which appeared in Issue No. 528/18.11.1961 of the SAs Bulletin, by GRD 47,090,000, divided into 170,000 shares, each of a nominal value of GRD 277.

By virtue of a resolution of the General Meeting dated May 22, 1963, the capital was increased by GRD 4,709,000, which was paid in to half the nominal value of each share up to 12.07.1963 and the rest was paid in by 30.07.1964, by way of issuance of 17,000 new shares, each of a nominal value of GRD 277. The capital was then set to GRD 51,799,000, divided into 187,000 shares, each of a nominal value of GRD 277, which was paid-in in cash and in kind. The aforesaid 17,000 shares remain registered until they are paid off.

By virtue of a resolution of the General Meeting dated May 31, 1971, the capital was increased, in accordance with Law No. 148/1967, by the amount of GRD 10,526,000 through a capitalization of an equal part of the special issuing of shares above par reserve that amounted to GRD 11,538,740, based on the Committee's evaluation report dated October 13, 1969 and issued in accordance with Article 9 of Law Code No. 2190, which duly appeared in Issue No. 528/30.04.1971 of the SAs Bulletin in the Government Gazette, by way of issuance of 38,000 new shares, each of a nominal value of GRD 277, which were distributed free-of-charge to the Shareholders at the time of issue, in proportion to their participation in the capital. This way, the capital stood at GRD 62,325,000, divided into 225,000 shares, each of a nominal value of GRD 277. By virtue of a decision of the General Meeting, dated May 31, 1967, the nominal value of each one of the shares was reduced to GRD 150, and hence the capital amounting to GRD 62,325,000 was divided into 415,500 shares, each of a nominal value of GRD 150, which were paid-in in cash. The capital now stood at GRD 66,000,000, divided into 440,000 shares, each of a nominal value of GRD 150.

By virtue of a resolution of the General Meeting of the Shareholders which convened on September 23, 1972, the capital increased by GRD 371,377,050 through the capitalization, in accordance with Law 148/67, of that amount from the surplus value of GRD 371,377,161 of the Company's fixed assets – specifically of the plots of land on which the "Grande Bretagne" Hotel and the Company laundry stand, in accordance with the evaluation concluded with the Committee's evaluation report dated August 18, 1972, according to Article 9 of Law Code No. 2190/20. The increase of GRD 371,377,050 was implemented by way of issuance of 2,475,847 new shares, each of a nominal value of GRD 150, which were distributed free-of-charge to the Shareholders at the time of issue, in proportion to their participation in the capital. This way, the capital stood at GRD 437,377,050, divided into 2,915,847 shares, each of a nominal value of GRD 150.

Following a resolution of an Ordinary General Meeting of the Shareholders, this capital increased by GRD 28,283,850 through the capitalization, on one hand, of GRD 28,283,708 from surplus value – which came about in accordance with Law 1249/82 from the valuation adjustments of the landed property acquired by the Company since 1973 – and on the other, of GRD 142 from the extraordinary reserve. The increase of GRD 28,283,850 was implemented by way of issuance of 188,559 new shares, each of a nominal value of GRD 150, which were distributed free-of-charge to the Shareholders at the time of issue, in proportion to their participation in the capital. This way, the capital stood at GRD 465,660,900, divided into 3,104,406 shares, each of a nominal value of GRD 150.

Following a resolution of the Ordinary General Meeting of the Shareholders dated June 30, 1989, the aforesaid capital increased by GRD 814,906,500, through the capitalization of that amount from the surplus value of GRD 815,203,594 – which came about from the valuation adjustments of the Company's landed property, in accordance with Ministerial Decision E 2665/88. The above increase was implemented by way of issuance of 5,432,710 new shares, each of a nominal value of GRD 150, which were distributed free-of-charge to the Shareholders at the time of issue, in proportion to their participation in the capital. This way, the capital stood at GRD 1,280,567,400, divided into 8,537,116 shares, each of a nominal value of GRD 150.

By virtue of a resolution of the Extraordinary General Meeting of the Shareholders convened on February 24, 1993, the aforesaid capital was increased by GRD 1,008,432,600, through a capitalization to that amount that resulted from the valuation adjustment of the Company's landed property, in accordance with Law 2065/1992, to the amount of GRD 1,008,856,627, of which GRD 427,027 were deducted and transferred to the liabilities section "Variation of the valuation adjustments of landed property". The above increase was implemented by way of issuance of 6,722,884 new shares, each of a nominal value of GRD 150, which were distributed free-of-charge to the Shareholders at the time of issue, in proportion to their participation in the capital.

By virtue of a resolution of the Ordinary General Meeting of the Shareholders convened on June 30, 1997, the capital was further increased by GRD 1,983,800,000, by means of a capitalization to that amount that resulted from the valuation adjustment of the Company's landed property, in accordance with Law 2065/1992, to the amount of GRD 1,985,662,077, of which GRD 1,862,077 were deducted and transferred to the liabilities section "Variation of the valuation adjustments of landed property". The aforesaid increase was implemented by the increase of the nominal value of each share by GRD 130, so that the nominal value of each share stood at GRD 280. Consequently, the capital reached GRD 4,272,800,000, divided into 15,260,000 shares, each of a nominal value of GRD 280.

By virtue of a new resolution of the Ordinary General Meeting of the Shareholders dated June 27, 2002, the aforesaid capital was re-denominated into Euro and stood at € 12,539,398.39, divided into 15,260,000 shares, each of a nominal value of € 0.82. It was also increased by € 5,314,801.61 through a capitalization to that amount of the variation of the valuation adjustments of the Company's landed property, in accordance with Law 2065/1992. The aforesaid increase was brought about by an increase in the nominal value of each share by € 0.35, so that the nominal value of each share came to € 1.17.

On October 1, 2003, the Extraordinary General Meeting of the Shareholders (Repeat session) resolved, by majority vote, upon an increase in the Company's Share Capital by € 7,141,680.00, through the issuance of a total of 6,104,000 new ordinary registered shares, each of a nominal value of € 1.17. The increase was paid-in in cash. By virtue of a resolution of the Extraordinary General Meeting, existing Shareholders were awarded pre-emption rights at a ratio of four (4) new shares for every ten (10) existing ones, and at a disposition price of € 7.50 per share.

By virtue of a resolution at the Extraordinary General Meeting dated June 22, 2005, the Company's Share Capital was reduced by € 1,495,480, the nominal value of each share was reduced by € 0.07, and the Shareholders were refunded the difference. This way, the Company's capital stands today at € 23,500,400, divided into 21,264,000 shares, each of a nominal value of € 1.10.

The margin from the issuing of shares above par € 6.33 per share (to a total of € 38,638,320) will be credited to the account "Variation from the issuing of shares above par".

The evolution of the Share Capital of the Company since its establishment is presented on the following table:

| YEAR                            | GGV Number      | Decision | Date          | Increase Amount | Nominal Share Value | Share Capital after Increase | Cash           | Capitalization Reproduction | Total share |
|---------------------------------|-----------------|----------|---------------|-----------------|---------------------|------------------------------|----------------|-----------------------------|-------------|
| 1919                            | 294/13.12.1919  |          | ESTABLISHMENT | 3,000,000       | 100                 | 3,000,000                    | 3,000,000      |                             | 30,000      |
| 1926                            | 251/11.1.1926   | B.o.D.   | 11.01.1926    | 3,500,000       | 100                 | 6,500,000                    | 3,500,000      |                             | 65,000      |
| 1929                            | 244/31.7.1929   | G.M.     | 26.04.1929    | 3,500,000       | 100                 | 10,000,000                   | 3,500,000      |                             | 100,000     |
| 1942                            | 377/18.12.1942  | G.M.     | 17.08.1942    | 2,000,000       | 100                 | 12,000,000                   | 2,000,000      |                             | 120,000     |
| 1951                            | 145/23.3.1951   | G.M.     | 21.03.1951    | 1,200,000       | 100                 | 13,200,000                   | 1,200,000      |                             | 132,000     |
| 1955                            | N. 2824/1954    | B.o.D.   | 22.12.1955    | 800             | 100                 | 14,000                       | 800            |                             | 140,000     |
| 1959                            | B.Δ. 14.11.1959 |          | 14.11.1959    | 38,780,000      | 277                 | 38,780,000                   |                | 38,780,000                  | 140,000     |
| 1958                            | 135/19.4.1958   | G.M.     | 19.04.1958    | 2,770,000       | 277                 | 41,550,000                   | 2,770,000      |                             | 150,000     |
| 1961                            | 528/18.11.1961  | G.M.     | 15.05.1961    | 5,540,000       | 277                 | 47,090,000                   | 5,540,000      |                             | 170,000     |
| 1963                            | 241/13.11.1963  | G.M.     | 22.05.1963    | 4,709,000       | 277                 | 51,799,000                   | 4,709,000      |                             | 187,000     |
| 1971                            | A.N. 148/1967   | G.M.     | 31.05.1971    | 10,526,000      | 277                 | 62,325,000                   |                | 10,526,000                  | 225,000     |
| 1971                            | 528/30.4.1971   | G.M.     | 31.05.1971    | 3,675,000       | 150                 | 66,000,000                   | 3,675,000      |                             | 440,000     |
| Decrease of NV                  |                 |          |               |                 |                     |                              |                |                             |             |
| 1972                            | 1709/1972       | G.M.     | 22.09.1972    | 371,377,040     | 150                 | 437,377,050                  |                | 371,377,040                 | 2,915,847   |
| 1983                            | N.1249/1982     | G.M.     | 31.05.1983    | 28,283,850      | 150                 | 456,660,900                  |                | 28,283,850                  | 3,104,406   |
| 1989                            | 3419/1989       | G.M.     | 30.06.1989    | 814,906,500     | 150                 | 1,280,567,400                |                | 814,906,500                 | 8,537,116   |
| 1993                            | 948/1993        | G.M.     | 24.02.1993    | 1,008,432,600   | 150                 | 2,289,000,000                |                | 1,008,432,600               | 15,260,000  |
| 1997                            | 6155/1997       | G.M.     | 30.06.1997    | 1,983,800,000   | 280                 | 4,272,800,000                | 1,983,800,000  |                             | 15,260,000  |
| Increase of NV                  |                 |          |               |                 |                     |                              |                |                             |             |
| 2002                            | 8468/2002       | G.M.     | 27.06.2002    | € 5,314,801.61  | € 1,17              | € 17,854,200.00              |                | € 5,314,801.61              | 15,260,000  |
| Increase of NV/Redenomination € |                 |          |               |                 |                     |                              |                |                             |             |
| 2003                            | 11038/2003      | G.M.     | 01.10.2003    | € 7.141.680,00  | € 1,17              | € 24,995,880.00              | € 7.141.680,00 |                             | 21,364,000  |
| 2005                            | 104852          | G.M.     | 22.06.2005    | (-) € 1.495.480 | € 1,10              | € 23,500,400.00              |                |                             | 21,364,000  |

## 4.8 EQUITY - BOOK VALUE OF SHARE

On the basis of data from the balance sheet dated December 31, 2005, the Share Capital and Reserves of the Company, together with the number of shares and the book value of the share, stand as follows:

| EQUITY (in €)                       | 31.12.2004    | 31.12.2005    |
|-------------------------------------|---------------|---------------|
| Number of shares                    | 21,364,000    | 21,364,000    |
| Nominal value (€)                   | 1.17          | 1.10          |
| Share capital                       | 24,995,880.00 | 23,500,400.00 |
| Issuing of shares above par reserve | 38,641,292.09 | 38,641,292.09 |
| Capital reserve                     | 173,847.82    | 173,847.82    |
| Other reserves                      | 1,304,612.50  | 1,304,612.50  |
| Dividends payable                   | 1,004,108.00  | 1,068,200.00  |
| Results carried forward             | -642,429.30   | 1,729,246.59  |
| Total equity                        | 65,477,311.11 | 66,417,599.00 |
| Share book value                    | 3.06          | 3.11          |

\* According to the number of shares at the end of the fiscal year.

## 4.9 SHAREHOLDERS – SHARE CAPITAL COMPOSITION

### A. Shareholder Composition

The exact participation percentage and the right to vote of the major ( $\geq 3\%$ ) Shareholders of the Company are shown on the following table.

The shareholder composition and the contribution of each category to the share capital of the Company on May 19, 2006 were as follows:

|                                    | Number of Shares | Percentage |
|------------------------------------|------------------|------------|
| VENTURE ABILITY S.A. (Panama)      | 10,641,580       | 49.81%     |
| U.B.S. A.G.                        | 1,223,699        | 5.73%      |
| MEGABRIT LTD                       | 1,065,540        | 4.99%      |
| TALANTON INVESTMENT TRUST INC      | 969,592          | 4.54%      |
| BNP PARIBAS S.A. (Switzerland)     | 554,050          | 2.59%      |
| MASTER GLORY S.A.                  | 439,060          | 2.06%      |
| KONSTANTAKATOS DEMETRIOS           | 411,625          | 1.93%      |
| VARIAS ADAMANTIOS                  | 254,721          | 1.19%      |
| ALEVROMAGEIRAS THEODOROS           | 125,700          | 0.59%      |
| KALAMAKI - KONSTANTAKATOU AGGELIKI | 124,000          | 0.58%      |
| OTHER SHAREHOLDERS                 | 5,554,433        | 26.00%     |
|                                    |                  | 100.00%    |

It is evident from the above table that there is considerable dispersion of the Company's shares.

It is noted that on May 19, 2006, there were no shares in pawn whose right to vote had been transferred.

It must be noted that the shares of the Company were not registered until October 8, 2002 - the date of entry in the Register of Sociétés Anonymes of the Ministry of Development, in accordance with resolution No. K2-10820/8.10.2002 of the Minister of Development, which ratified the resolution by the General Meeting of the Shareholders dated July 30, 2002 for amendment of Article 6 and the re-denomination of the shares into registered shares - Issue of the Government Gazette 10378/10.10.2002. Consequently, the Company was in no position to know about, or keep a record of, changes in its shareholder composition. The Shareholders present at General Meetings are the only available source of information.

## B. Major Shareholders

Over the last three-year period, there have been changes in the company's shareholder composition. More specifically, the percentage contributions of major Shareholders were as follows:

| SHAREHOLDERS  | 19.05.2006 |        | 31.12.2005 |        | 31.12.2004 |        |
|---|------------|--------|------------|--------|------------|--------|
| VENTURE ABILITY S.A.  | 10,641,580 | 49.81% | 10,618,320 | 49.70% | 4,155,281  | 19.45% |
| UBS AG  | 1,223,699  | 5.73%  | 1,208,699  | 5.66%  | 673,370    | 3.15%  |
| MEGABRIT LTD  | 1,065,540  | 4.99%  | 1,065,540  | 4.99%  | 0          | 0.00%  |
| TALANTON INVESTMENT TRUST INC.                                  | 969,592    | 4.54%  | 869,592    | 4.07%  | 666,667    | 3.12%  |
| BNP PARIBAS PRIVATE BANK<br>(SWITZERLAND) S.A.                  | 554,050    | 2.59%  | 504,620    | 2.36%  | 389,620    | 1.82%  |
| MASTER GLORY S.A.   | 439,060    | 2.06%  | 10,000     | 0.05%  | 0          | 0.00%  |
| KONSTANTAKATOS DEMETRIOS  | 411,625    | 1.93%  | 411,625    | 1.93%  | 403,625    | 1.89%  |
| VARIAS ADAMANTIOS   | 254,721    | 1.19%  | 286,571    | 1.34%  | 306,900    | 1.44%  |
| ING PIRAEUS M/F DOMESTIC EQUITY                                 |            | 0.00%  | 136,350    | 0.64%  | 138,350    | 0.65%  |
| ALEVROMAGEIRAS THEODOROS  | 125,700    | 0.59%  | 125,700    | 0.59%  | 126,000    | 0.59%  |
| KALAMAKI - KONSTANTAKATOU ANGELIKI                              | 124,000    | 0.58%  | 124,000    | 0.58%  | 124,000    | 0.58%  |
| EUROBANK MIDCAP PRIVATE SECTOR<br>50 INDEX FUND DOMESTIC EQUITY | 119,875    | 0.56%  | 110,425    | 0.52%  | 74,175     | 0.35%  |
| THEOCHARAKIS VASSILEIOS   | 84,655     | 0.40%  | 84,655     | 0.40%  | 84,655     | 0.40%  |
| VANESSA INVESTMENTS CORPORATION                                 | 0          | 0.00%  | 0          | 0.00%  | 1,462,965  | 6.85%  |
| HYATT REGENCY HOTELS & TOURISM (HELLAS) S.A.                    | 0          | 0.00%  | 0          | 0.00%  | 1,394,309  | 6.53%  |
| GRAND METROPOLITAN CORP.  | 0          | 0.00%  | 0          | 0.00%  | 873,915    | 4.09%  |
| MILLENIUM PIONEER S.A.  | 0          | 0.00%  | 0          | 0.00%  | 768,985    | 3.60%  |
| STELLAR INVESTMENTS CORPORATION                                 | 0          | 0.00%  | 0          | 0.00%  | 667,905    | 3.13%  |
| BELLOS SPYRIDON   | 50,000     | 0.23%  | 76,000     | 0.36%  | 486,225    | 2.28%  |
| HELLENIC INVESTMENT COMPANY S.A.                                | 0          | 0.00%  | 0          | 0.00%  | 470,650    | 2.20%  |
| PHOENIX METROLIFE EMPORIKI S.A.                                 | 31,707     | 0.15%  | 35,707     | 0.17%  | 164,105    | 0.77%  |
| GONTIKAS IOANNIS  | 40,000     | 0.19%  | 56,500     | 0.26%  | 150,000    | 0.70%  |

VENTURE ABILITY S.A., trusts of the Families of the LASKARIDIS Group, remains the Company's Major Shareholder.

## LASKARIDIS Group

For many years, the ship-owning LASKARIDIS Group has been one of the largest Groups with refrigerated cargo ships (reefers) worldwide. Currently it operates a fleet of about 70 reefers, ranging in size between 130,000 and 560,000 cubic feet.

Moreover, the LASKARIDIS Group owns the repair shipyards of Astican at Las Palmas, the Canary Islands, and Astander at Santander in the North of Spain. They are modern shipyards whose business activity focuses on repairing and docking ships.

The Group is the main shareholder (95%) of RIGA TRANSPORT FLEET (RTF) in Riga, Latvia - a company with a long experience and expertise in reefers. The Group assumed control of RIGA following an international public tender carried out by the National Bureau of Privatization. Today, RTF owns thirteen ships.

The Group is a founding member and largest shareholder of the Consortium ALPHA REEFER TRANSPORT in Hamburg, Germany. Also participating in this Consortium are the fleets of RIGA TRANSPORT FLEET, KLAIPEDA TRANSPORT FLEET, and YUGEFTRANSFLOT in Sevastopol, Ukraine. The Pool fleet consists of 55 ships of a size up to 550,000 cubic feet.

The Group is the majority shareholder of SUNMAR INC., based in Seattle, Washington, USA, which operates reefers and tankers. Since 1990, the Group is also the exclusive bunker fuel supplier within the territorial waters of the Falkland Islands, acting as a subcontractor of the British Government for the Falkland Islands.

The LASKARIDIS Group maintains offices in Athens (Law 378/68), London, Hamburg, Madrid, Las Palmas on the Canary Islands, Vigo in Spain, Seattle, Shanghai, Riga, Pusan in Korea, and the Falkland Islands.

A Group subsidiary owns 27% of the Share Capital of AEGEAN AIRLINES. The Group's interests also include the luxurious LUCKNAM PARK Hotel, which stands in a property by the same name in the English countryside, close to Bath.

Finally, the Group is the controlling shareholder of LAMPASA HELLENIC HOTELS S.A., owner of the historical "Grande Bretagne" Hotel and HYATT REGENCY Hotel in Belgrade (June 2006).

## 4.10 ADMINISTRATION – GOVERNANCE

### 4.10.1 BOARD OF DIRECTORS

The Board of Directors constitutes the supreme administrative body of the Company. It lays out the strategy of the Company, supervises and monitors the management of its assets, and generally wields every authority in pursuit of its goals - apart from issues which, according to either the Greek Law or the Company's Charter, are under the jurisdiction of the General Meeting of Shareholders.

According to the Company's Charter, the Board of Directors consists of seven (7) to ten (10) members, elected by the General Meeting. The Board of Directors serves for a three-year term, which may be extended until the first Ordinary General Meeting taking place after the three-year period – before, however, the end of the fourth year.

The Company's present Board of Directors consists of nine (9) members (including the Chairman / Chief Executive Officer) and has been elected for a term of three years; its tenure ends on June 22, 2008.



The composition of the Company's Board of Directors is as follows:

| NAME                     | POSITION IN THE B.o.D.                              |
|--------------------------|---|
| Maurice Modiano          | Chairman of the B.o.D. - Executive Member           |
| Apostolos Doxiadis       | Vice- Chairman of the B.o.D. - Non Executive Member |
| Nikolaos Dandolos        | Chief Executive Officer - Executive Member          |
| Georgios Galanakis       | Executive Member                                    |
| Thomas Miller            | Non Executive - Independent Member                  |
| Athanassios Papadopoulos | Non Executive - Independent Member                  |
| Nikolaos Papandreou      | Non Executive - Independent Member                  |
| Philippus Spyropoulos    | Non Executive Member                                |
| Markos Tsaktanis         | Non Executive - Independent Member                  |

#### 4.10.2 REPRESENTATION OF THE COMPANY

During the 863 meeting of the Board of Directors on May 22, 2005, in accordance with Article 24 of the Company's Charter, it was resolved, among others, that the Company is bound by the signature of the following authorized individuals acting jointly in connection with business transactions:

- Maurice Modiano, President of the Board of Directors, first signature
- Nikolaos Dandolos, Chief Executive Officer and Member of the B.o.D, first signature
- Georgios Galanakis, Member of the B.o.D, first signature
- Timotheos Ananiadis, General Manager of the Hotel, second signature
- Konstantinos Kyriakos, Director of Finance, second signature
- Konstantinos Vassiliadis, Accounting Officer, second signature.

Curriculum Vitae of the members of the Company's Board of Directors are briefly presented below:

##### **Maurice Modiano, President of the Board of Directors**

He studied Civil Engineering at Columbia University, New York, and Financial Engineering at Stanford University. He has worked as Civil Engineer and Operations Manager for FRANK BASIL INC. He is currently Vice-President of HYATT REGENCY HOTELS & TOURISM (HELLAS) S.A.

##### **Apostolos Doxiadis, Vice-President of the B.o.D.**

He studied Economics at Heidelberg University and Hotel Studies at Cornell University, USA. He has been elected Chairman of the Greek Chamber of Hotel Industry for 15 years in succession. He has served as President of the Association of Hoteliers in Attika and President of the Greek Tourist Organization.

##### **Nikolaos Dandolos, Chief Executive Officer**

He studied Economics and Hotel Business Administration at the Universities of Nevada and Pacific, USA. He has twenty-five years of experience in Hotel Business Administration, Casino and the Entertainment Business. He was a Senior Officer of the Greek Tourist Organization and the Ministry of Tourism. He is currently Appointed Advisor to HYATT REGENCY HOTELS & TOURISM (HELLAS) S.A.

##### **Georgios Galanakis, Member of the B.o.D.**

He studied Law and Political Science at the University of Athens. He has been working as a Lawyer and Legal Advisor since 1976, with a specialization in Maritime and Commercial Law. He is currently President of the Board of Directors and Chief Executive Officer of HYATT REGENCY HOTELS & TOURISM (HELLAS) S.A.

**Thomas Miller, Member of the B.o.D.**

He studied Political Science at Michigan University and holds a Ph.D. in International Relations from the same University. He was a career diplomat for the State Department and served terms of office as Ambassador to Greece and Croatia. He is currently International Executive Director and CEO of the international organization PLAN.

**Athanassios Papadopoulos, Member of the B.o.D.**

He studied Mechanical Engineering at the University of Massachusetts and Tufts University, USA. He is at currently Vice-President of CHEV HELLAS S.A., a car import and sales company, and member of the B.o.D of many other import and shipping companies.

**Nikolaos A. Papandreou, Member of the B.o.D.**

He is a graduate of Yale University and holds an M.A and Ph.D. in Economics from Princeton University. He is at present an Economist - Author, contributing to a large number of publications in Greece and abroad.

**Philippos Spyropoulos, Member of the B.o.D.**

He studied Law at the University of Athens and the London School of Economics. He holds a Ph.D. in Law from Freiburg University. He is a Lawyer at the Supreme Court of Appeal and Professor of Constitutional Law in the Law Department of Athens University.

**Markos Tsaktanis, Member of the B.o.D.**

He studied Economics at the University of Athens and holds a post-graduate degree in Business Administration (MBA) from London Business School. He has worked for ZOLOTAS GROUP OF COMPANIES, BANK OF AMERICA and GROUP 4 SECURITAS. He is currently President and Chief Executive Officer of GLOBAL AVIATION, a company active in Civil and Business Aviation.

### 4.10.3 Compensation of Members of the Board of Directors

In 2005, members of the B.o.D. received a compensation amounting to € 20,434.85 gross. This compensation was granted to Mr. Thomas Miller in his capacity as member of the B.o.D. The aforesaid compensation was included in the Company's financial expenses for the year 2005.

It is noted that there was a 35% tax and 1.2% stamp duty deduction from the above-mentioned gross compensation.

The aforesaid compensation was approved by the Ordinary General Meeting.

Apart from the above-mentioned compensation, there has been no other compensation, business relation or transaction over the last and current financial years between members of the Company's administration, management and auditing divisions and the Company itself.

### 4.10.4 CORPORATE GOVERNANCE

#### Brief Curriculum Vitae of Company Executives

Mr. **Timotheos Ananiadis** is General Manager of the Company. He has 25 years of experience in managerial positions at the international chain of HYATT Hotels, and three years of experience at the international chains MARIOTT and HILTON Hotels. His studies focus on issues of management planning in the hospitality sector. He has been with the Company since July 1, 2003.

Mr. **Christoforos Manolis** is Deputy Manager of the Company. He has 34 years of experience in the hospitality sector, in countries like South Africa, Bahrain, the Philippines, Australia and Japan. He also has a solid experience in the Food & Beverage sector. He has been with the Company since October 15, 2002.

Mr. **Konstantinos Kyriakos** is Director of Finance of the Hotel. He has a long and solid experience in commercial, hotel and multinational companies. He studied at the Athens University of Economics and the School for Tourist Business. He has been with the Company since March 22, 1999.

Mrs. **Miranda Pachnou** is Personnel Manager of the Hotel. She has 26 years of experience in Human Resources, in major Greek and multinational hotel companies. She also has a solid experience in education, as well as in industrial labor and insurance legislation. She has been with the Company since May 9, 1994.

Mr. **Gerald Krischek** is Marketing Director of the Hotel. He has a broad international experience in luxury hotels, in Austria and Switzerland. He has held the position of Sales Manager for the historic hotels "Imperial" and "Bristol" in Vienna. He has been with the Company since December 21, 2002.

Mr. **Konstantinos Mitropoulos** is Director of Engineering. He has a broad experience in the construction, industrial and engineering sectors, where he has held executive positions. He studied in New York and holds an M.Sc. in Mechanical Engineering from the University of New York. He has been with the Company since July 1, 2002.

Mrs. **Christina Papathanassiou** is Public Relations Manager of the Hotel. She has solid experience in the Public Relations sector and has worked in the banking and finance sectors. She has been with the Company since November 4, 2002.

Mr. **Konstantinos Vassiliadis** is the Company's Internal Auditor. He studied at the Industrial School of Higher Education and has considerable experience in commercial, shipping and air companies. He has been with the Company since November 1, 2001.

Mr. **Georgios Liapis** is Procurement Officer of the Hotel. He has been engaged in business and commercial activities for the procurement of luxury brands. He was in charge of the renovation of the facilities of the "Grande Bretagne" Hotel. He studied Chemistry and Economics in Greece and France, and holds a Post-graduate degree in Chemistry from Strasburg University. He has been with the Company since January 8, 2002.

The compensation granted to the above-mentioned executives of the Company (not including the compensation of the President, Vice-President of the B.o.D. and Chief Executive Officer) for the financial year 2005 ranged from a maximum of € 261,062.74 down to a minimum of € 49,549.16, amounting to a total of € 778,769.18.

In 2006, the compensation of the executives of the Company is expected to reach € 800,000 approximately, ranging from € 50,000 to € 270,000 per person.

All members of the B.o.D. and executives of the Company are of Greek citizenship, except Messrs. Maurice Modiano and Thomas Miller, who are of American citizenship, and Mr. Gerald Krischek, who is of Austrian citizenship.

None of the B.o.D. members or any executive of the Company has been convicted of dishonest acts or financial crimes, or is involved in any judicial proceedings that relate to bankruptcy or felonious acts that might prohibit them from practicing:

- Any business activity
- Any stock exchange transactions
- Any profession, such as investment consultant, bank or insurance company manager, underwriter, stock broker etc.

There are no family relations by affinity or otherwise up to and including the second degree (spouse, offspring, parent, sibling) between Board of Directors members and the executive directors of the Company.

#### 4.10.5 PARTICIPATION OF THE COMPANY DIRECTORS

On May 24, 2006, out of the above-mentioned Board of Directors members and executive directors of the Company, Mrs. Christina Papathanassiou held 4,790 shares of the Company, corresponding to 0.022% of the Company's share capital, and Mr. Georgios Galanakis held 3,000 share of the Company, corresponding to 0,014% of the Company's share capital.

The Board of Directors has appointed Mrs. Koralia Moraiti as the Company's Internal Auditor, responsible for the organization and Internal Auditing of the Company.

The Company declares that it has fully complied, within the prescribed time, with the obligations laid out in Law 3016/17.05.2002 for Corporate Management with respect to sociétés anonymes listing shares on an ordered stock exchange market and, in particular, the obligations that relate to the appointment of independent non-executive Board of Directors members, the drafting of the Company's Rules of Operation, as well as the organization and implementation of internal auditing.

### 4.11 CORPORATE MANAGEMENT – INTERNAL CONTROL

The fresh impetus given to the management of LAMPSA HELLENIC HOTELS S.A. underpins the idea that customers are a pivotal point of reference in the Company's outlook. The Company attaches considerable weight to the proper application of standards of operation and the adoption of principles of corporate management, in accordance with the directives of E.U 5204/2000 and Law 3016/2002. Unbiased communication of information, independent management and the dynamic support of developmental initiatives and novelties, in the context of self-adjusted control and risk-taking, are instrumental in the creation of a modern and effective model of management, where contributions from all actively interested parties increase greatly the overall value of the Company.

The Company's operational status is dependent upon:

- Flexible and Specialized Executive Management
- Solidly built channels for Administrative Information and Communication
- A Code of Sound Business Practice
- Company Regulations
- Division of Labor

#### **Internal Control System**

The activities of the Company are supported by an efficient system of internal control, in accordance with the policy of corporate management dictated by the Capital Market Commission, Greek Legislation and international directives and practices, which define the framework of the corporate attitude for companies that have entered the Athens Exchange.

Management and employees alike should constantly demonstrate that every task within their respective area of competence is carried out with due sense of responsibility and transparency, so that the objectives of the system of internal control are accomplished.

More specifically, the main objectives of internal control are:

- The effective and productive accomplishment of the business goals
- The reliability of the system of administrative information and the conservative transmission of information to the general public

- The safeguarding of all business resources
- Full compliance with legislation, policies and Company procedures.

The necessary prerequisites for achieving the aforementioned objectives are:

- The development of a common control attitude
- The application of a uniform methodology for analyzing and assessing business risks
- The timely and honest information exchange and communication, both among employees and among departments and companies
- The adoption of fundamental principles of operation for every transactional procedure in the Company
- The systematic monitoring of all activities of the Company and assessment of their degree of success

### **Internal Control Division**

An Internal Control Division of the Company has been in operation since the end of 2003, and was developed with the aid of executives from GRANT THORTON S.A., in collaboration with external associates of the Company and in accordance with the provisions of Law 3016/2002 and Resolution 5204/2000.

### **Corporate Announcements Service**

The Corporate Announcements Service is entrusted with the implementation of the legislation and the communication of the Company with the governing bodies of the Commission of the Capital Market and Stock Exchange, as well as with other official quarters.

### **Investor Relations Department**

The Investor Relations Department is responsible for communicating of information to all Shareholders and providing them with assistance in exercising their rights – in accordance with the Law and the Company's Charter.

## 4.12 PARTICIPATION OF B.o.D. MEMBERS AND MAJOR SHAREHOLDERS IN THE B.o.D OF OTHER COMPANIES

The table that follows presents the participation of the Board of Directors of LAMPSA HELLENIC HOTELS S.A. in other companies.

### PARTICIPATION OF THE B.o.D. MEMBERS OF LAMPSA HELLENIC HOTELS S.A. IN OTHER COMPANIES

| B.o.D. MEMBERS          | COMPANY THEY PARTICIPATE IN                  | POSITION IN THE B.o.D                          |
|-------------------------|--|--|
| Georgios Galanakis      | HYATT REGENCY HOTELS & TOURISM (HELLAS) S.A  | Chairman of the B.o.D                          |
| Georgios Galanakis      | ATHENS RESORT CASINO HOLDING S.A.            | Chairman of the B.o.D & C.E.O                  |
| Georgios Galanakis      | ACR HOLDING S.A.                             | Chairman of the B.o.D & C.E.O                  |
| Georgios Galanakis      | HELLENIC CASINO OF PARNITHA S.A.             | Vice-Chairman of the B.o.D & C.E.O             |
| Apostolos Doxiadis      | HELLENIC CATERING AMPHITRYON S.A.            | Member of the B.o.D                            |
| Maurice Modiano         | HYATT REGENCY HOTELS & TOURISM (HELLAS) S.A  | Vice-Chairman of the B.o.D                     |
| Maurice Modiano         | ACR HOLDING S.A.                             | Member of the B.o.D                            |
| Maurice Modiano         | ROKAS S.A.                                   | Member of the B.o.D                            |
| Athanasios Papadopoulos | CHEVELLAS S.A.                               | Vice-Chairman of the B.o.D & αναπληρωτής C.E.O |
| Athanasios Papadopoulos | PRIMA S.A.                                   | C.E.O  |
| Athanasios Papadopoulos | THEODOMI AKTE                                | Chairman of the B.o.D                          |
| Athanasios Papadopoulos | TEOTEK S.A.                                  | Member of the B.o.D                            |
| Nikolaos Papandreou     | OMEGA BANK S.A.                              | Member of the B.o.D                            |
| Markos Tsaktanis        | GLOBAL AVIATION S.A.                         | Member of the B.o.D                            |
| Markos Tsaktanis        | GLOBAL AIR SERVICES S.A.                     | C.E.O  |
| Markos Tsaktanis        | TZANES S.A.                                  | C.E.O  |
| Markos Tsaktanis        | ONAR S.A.                                    | Member of the B.o.D                            |
| Markos Tsaktanis        | HYATT REGENCY HOTELS & TOURISM (HELLAS) S.A. | Member of the B.o.D                            |
| Philippos Spyropoulos   | ATHENS RESORT CASINO HOLDING S.A.            | Secretary                                      |

Mr. Nikolaos Dandolos, the Company's Chief Executive Officer and B.o.D member, and Mr. Thomas Miller, B.o.D member, do not participate in the B.o.D of any other company in Greece.

### List of the individuals who are subject to the provisions of Resolution 5/204/14-11-2000 Article 8 of the Capital Markets Commission.

According to Resolution 5/204/14-11-2000 Article 8 of the Capital Markets Commission, "in the 30-day term following the period corresponding to the quarterly financial statements of the Company, in accordance with Presidential Decree 360/1985, or in the possibly shorter period of time until the publication of these statements, or if they come in possession of any confidential information at any time during their term of office, as it is laid out in Article 2 of Presidential Decree 53/1992, the following individuals are granted permission to enter into transactions concerning shares of the Company, which are negotiable on the Athens Exchange, or an affiliated Company, provided they have duly notified the Board of Directors of the Company and the notification has been posted in the Daily Report of the Athens Exchange at least a day prior to the intended transaction date".

| NAME          | SURNAME      | CORE NUMBER OF INVESTOR SHARE | STATUS                                   | NAME      | SURNAME     | CORE NUMBER OF INVESTOR SHARE | RELATION | SUBSUMPTION | DATE |
|---------------|--------------|-------------------------------|--|-----------|-------------|-------------------------------|----------|-------------|------|
| Maurice       | Modiano      | 00035220947                   | President of B.o.D                       | Iosif     | Montiano    | 00003436455                   | Liabe    | 5/10/2005   |      |
| Maurice       | Modiano      | 00035220947                   | President of B.o.D                       |           |             |                               | Child    | 5/10/2005   |      |
| Nikolaos      | Dandolos     | 00026328778                   | C.E.O                                    |           |             |                               | Liabe    | 5/10/2005   |      |
| Nikolaos      | Dandolos     | 00026328778                   | C.E.O                                    | Paschalia | Dandalou    | 00026328769                   | Wife     | 5/10/2005   |      |
| Georgios      | Galanakis    | 00042613476                   | Executive Member of B.o.D.               |           |             |                               | Liabe    | 5/10/2005   |      |
| Georgios      | Galanakis    | 00042613476                   | Executive Member of B.o.D.               | Lydia     | Galanaki    | 00043397706                   | Wife     | 5/10/2005   |      |
| Konstantinos  | Kyriakos     | 0                             | Director of Finan. Services              |           |             |                               | Liabe    | 5/10/2005   |      |
| Thomas        | Miller       | 0                             | Non Executive Member of B.o.D.           |           |             |                               | Liabe    | 5/10/2005   |      |
| Apostolos     | Doxiadis     | 00002575519                   | Vice-President of the B.o.D              |           |             |                               | Liabe    | 5/10/2005   |      |
| Athanassios   | Papadopoulos | 00004071658                   | Non Executive Member of B.o.D.           |           |             |                               | Liabe    | 5/10/2005   |      |
| Philippos     | Spyropoulos  | 00042763027                   | Non Executive Member of B.o.D.           |           |             |                               | Liabe    | 5/10/2005   |      |
| Nikolaos      | Papandreou   | 00045745997                   | Non Executive Member of B.o.D.           |           |             |                               | Liabe    | 5/10/2005   |      |
| Timotheos     | Ananiadis    | 00051623855                   | General Manager                          |           |             |                               | Liabe    | 5/10/2005   |      |
| Konstantinos  | Kyriakos     | 0                             | Director of Finance                      | Margarita | Koronaoui   | 0005458688                    | Wife     | 5/10/2005   |      |
| Konstantinos  | Kyriakos     | 0                             | Head of Shareholder Relations Department |           |             |                               | Liabe    | 5/10/2005   |      |
| Konstantinos  | Kyriakos     | 0                             | Chief of Corporate Releases Department   |           |             |                               | Liabe    | 5/10/2005   |      |
| Konstantinos  | Vasileiadis  | 00013451757                   | Chief of Accounting                      |           |             |                               | Liabe    | 5/10/2005   |      |
| Koralia       | Moraiti      | 0                             | Internal Auditor                         |           |             |                               | Liabe    | 5/10/2005   |      |
| Christophoros | Manolis      | 0                             | Assistant Director                       |           |             |                               | Liabe    | 5/10/2005   |      |
| Georgios      | Deligiannis  | 00039445733                   | Certified Auditor                        |           |             |                               | Liabe    | 5/10/2005   |      |
| Markos        | Tsaktanis    | 0                             | Non Executive Member of B.o.D.           |           |             |                               | Liabe    | 5/10/2005   |      |
| Athanassios   | Papadopoulos | 00004071658                   | Non Executive Member of B.o.D.           | Despina   | Theocharaki | 00011550494                   | Wife     | 5/10/2005   |      |
| Apostolos     | Doxiadis     | 00002575519                   | Vice-President of the B.o.D              |           |             |                               | Child    | 5/10/2005   |      |
| Apostolos     | Doxiadis     | 00002575519                   | Vice-President of the B.o.D              | Thomas    | Doxiadis    | 00002580870                   | Child    | 5/10/2005   |      |
| Apostolos     | Doxiadis     | 00002575519                   | Vice-President of the B.o.D              | Sophia    | Doxiadi     | 00002580843                   | Child    | 5/10/2005   |      |
|               |              |                               |  | Maria     | Doxiadi     | 00002560204                   | Wife     | 5/10/2005   |      |

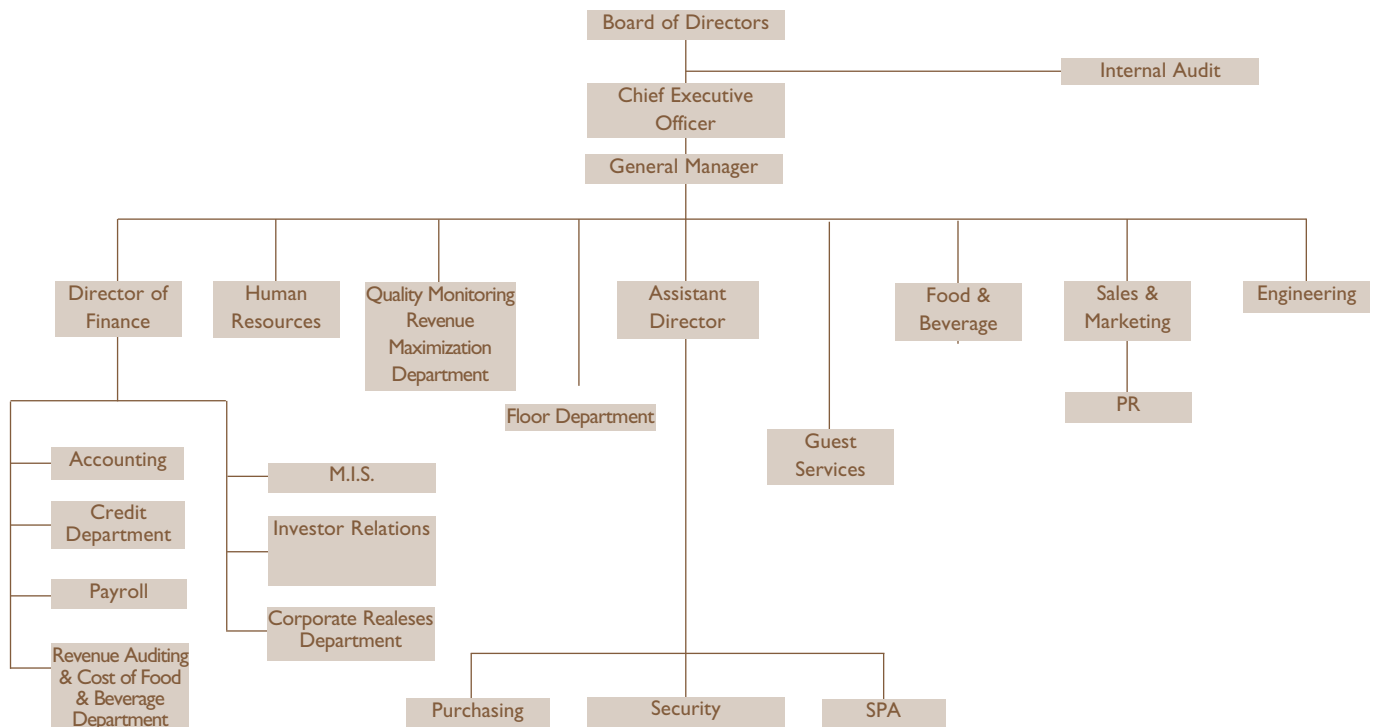
As regards other individuals mentioned in Article 8 of the aforementioned resolution, it is noted that:

- a) No B.o.D member of the Company is connected with the Company by way of paid rendering of services.
- b) The Director of Finance, Accounting Officer, Certified Accountant and Head of Investor Relations Department do not possess codes in the System of Intangible Deeds.
- c) The Legal Advisors of the Company are not connected with it by way of a works contract.

#### 4.13 ORGANIZATIONAL STRUCTURE OF LAMPSA HELLENIC HOTELS S.A.

The organizational structure of the Company is so adapted as to meet to a high degree its operational and inter-business requirements: effective and flexible communication in all directions, prompt decision-making, planning and testing of the system's operational parameters, and avoiding the overlapping of responsibilities.

The Company's strategic plan is laid out by the Board of Directors and its activities are implemented through the departments appearing on the following:





## 4.14 HUMAN RESOURCES

### The Evolution of Human Resources

The following table shows the evolution of the number of Company employees from 2003 to 2005, counting in the contributions from each department

| Average Number of Staff         | 2003       | 2004       | 2005       |
|---------------------------------|------------|------------|------------|
| Floor and reception department  | 95         | 100        | 115        |
| Food & Beverage                 | 172        | 193        | 209        |
| Marketing/sales department      | 11         | 12         | 15         |
| Maintenance                     | 14         | 15         | 16         |
| Telephone/ laundry/ dry cleaner | 28         | 30         | 32         |
| Spa health club                 | 8          | 21         | 23         |
| Administration                  | 44         | 42         | 51         |
| <b>TOTAL</b>                    | <b>372</b> | <b>413</b> | <b>461</b> |

In the course of 2005, there were on average 461 people on the Company's payroll, most of them administrative (clerical) staff: 36 are university graduates, 83 are graduates of Technological Education Institutes, and 277 have attended various schools for the tourist industry.

The Company Regulations for Labor Relations were approved by the State Employment Service for Human Resources on July 15, 1999.

The Company has taken out a Group Insurance Policy for its staff.

### Employee Development Policy

Well aware that human resources are instrumental in its development, the Company has been constantly investing in its employees, creating a thoroughly organized, fully equipped and, at the same time, congenial working environment, appreciating and duly rewarding the efforts put in by the staff, and providing incentives for increasing staff productivity and performance.

The Company applies systems of international repute for the management of human resources including:

- Provision of a multitude of opportunities for staff training and education, through the application of specialized staff training programs, on an inter-departmental basis and in collaboration with external agents, such as the program "Starwood Cares for You".
- Regular assessment of staff performance at all levels, contributing to the best possible realization of their potential.
- The introduction of informative programs for enhancing communication between Management and staff, like the Communication Lunch between the staff and General Manager, as well as among employees themselves, like the quarterly issue of GB News featuring the latest news about the Hotel.
- The implementation of a wide range of special and extraordinary benefits. These programs include, among others: a Special Medicare Program, Special Pension Scheme, Bonus Payments etc.

- Provision of accommodation to Hotel staff at any of the hotels operated by the STARWOOD Group, at special discount rates through the Starhot program.
- The option of an additional three days of leave annually to all employees of the Hotel.
- The establishment of an ordinary Associates Committee with the participation of the Company's employees for the adoption of pioneering programs, the introduction of supplementary benefits and incentives, the coordination of all business activities, as well as the provision of moral satisfaction and material rewards. Moreover, the Associates Committee votes for "The Employee of the Month", who is rewarded morally and materially.
- Selecting from the executive directors "The Manager of the Year" (Manager Award), who is handsomely rewarded.
- The establishment of a "Blood Bank" at St. Sophia's Hospital for Children. The "Blood Bank" is at the disposal of the Hotel's employees and their families, a gesture of genuine love and compassion for colleagues and fellow-beings.
- Holding a range of events for the employees, such as the Annual Christmas Children's Party for the employees' children, with the participation of children in need from the S.O.S Village, the Annual Associates Party, Beach Parties, Painting Competitions for the employees' children etc.

### Staff Compensation and Costs

During 2005, the compensation granted to the staff amounted to € 11,940,918.02.

The following table shows the total compensation of the staff that was on the Company's payroll over the last three-year term, as per category. It is noted that "administrative (clerical) staff" includes employees remunerated monthly, while "labor and technical staff" includes employees who are paid wages.

### EMPLOYEE REMUNERATION AND EXPENSES

| (in thousand €)                 | 2003*           | 2004             | 2005             |
|---------------------------------|-----------------|------------------|------------------|
| <b>Administrative Staff</b>     |                 |                  |                  |
| Salaries                        | 6,394.37        | 7,860.33         | 8,330.74         |
| Social security contributions   | 1,700.13        | 2,193.86         | 2,287.31         |
| <b>Laborers</b>                 |                 |                  |                  |
| Staff paid wages                | 327.06          | 469.42           | 251.20           |
| Social security contributions 9 | 8.12            | 141.28           | 75.40            |
| Incidental activity revenues    | 574.90          | 800.75           | 862.28           |
| Staff-leaving indemnities       | 105.33          | 69.19            | 133.99           |
| <b>TOTAL</b>                    | <b>9,199.91</b> | <b>11,534.83</b> | <b>11,940.92</b> |

\* Operating 17.03 - 31.12.2003

## 4.15 MAJOR CLIENTS

The Company's clientele includes some of the largest travel agencies in Greece and abroad -highly acclaimed agencies with a long-standing experience in the field, possessing a substantial share of the Greek market.

The following table shows the major customers - travel agencies of the Company in Greece:

| BRAND NAME                    | YEAR OF ESTABLISHMENT | % TURNOVER   |
|-------------------------------|-----------------------|--------------|
| TRIAENA TOURS & CONGRESS S.A. | 1983                  | 2.66%        |
| CONCEPTOURS                   |                       | 1.64%        |
| HORIZON TRAVEL S.A.           | 1964                  | 1.53%        |
| ALVIA DMC                     |                       | 1.19%        |
| C&C INTERNATIONAL S.A.        |                       | 0.79%        |
| HELLENIC VISION TRAVEL        |                       | 0.56%        |
| <b>TOTAL</b>                  |                       | <b>8.37%</b> |

The following table shows the major clients – travel agencies of the Company abroad:

| BRAND NAME                             | COUNTRY     | % TURNOVER   |
|--|-------------|--------------|
| AMERICAN EXPRESS EUROPE                | G. BRETAGNE | 1.51%        |
| AMERICAN EXPRESS FINE HOTELS & RESORTS | USA         | 1.44%        |
| VIRTUOSO                               | USA         | 1.39%        |
| STARWOOD HOTELS & RESORTS              | USA         | 1.27%        |
| U.S. EMBASSY                           | USA         | 0.96%        |
| CITIGROUP                              | G. BRETAGNE | 0.82%        |
| <b>TOTAL</b>                           |             | <b>7.38%</b> |

The majority of the above-mentioned travel agencies have had a working relationship with the Hotel for a number of years, which has proved entirely satisfactory and mutually beneficial.

To this day, no permanent business agreement has been signed between the Company and its clients. Agreements have been reached upon with clients - travel agencies separately for each group staying at the Hotel. Moreover, there are no business agreements with other companies of the CIGA Group, except those referred to in the Management Agreement.

Private individuals are a substantial part of the Hotel's clientele, so that the percentage contribution per person to the turnover is relatively low.

The following table shows the broader areas of departure worldwide for the majority of the Hotel's clients. The data refer to the period from January 1, 2005 to December 31, 2005.

According to the above table, 58.18% of the customers come from European countries, while clients from America have a substantial share in room reservations (33.38%).

The table that follows shows the countries of departure worldwide for the majority of the Hotel's clients. The data refer to the period from January 1, 2005 to December 31, 2005.

| Origin               | Customers Per night | % of Total Customers Per night |
|----------------------|---------------------|--------------------------------|
| Europe               | 46,666              | 58.18%                         |
| America              | 26,770              | 33.38%                         |
| Asia - Oceania       | 4,625               | 5.76%                          |
| Africa - Middle East | 2,147               | 2.68%                          |
| Total                | 80,208              | 100.00%                        |

As it results from the above chart, 58,18% of customers emanate from European countries, while important share of the total hotel room reservations is customers from America.

The following chart cites the countries that have the most significant amount of hotel guests from 01.01.2005 until 31.12.2005

| Country of Origin | Customers Per night | % of Total Customers Per night |
|-------------------|---------------------|--------------------------------|
| United States     | 24,739              | 30.84%                         |
| Greece            | 12,588              | 15.69%                         |
| Great Britain     | 11,384              | 14.19%                         |
| Germany           | 3,899               | 4.86%                          |
| France            | 3,168               | 3.95%                          |
| Spain             | 2,547               | 3.18%                          |
| Switzerland       | 2,446               | 3.05%                          |
| Italy             | 2,306               | 2.88%                          |
| Cyprus            | 2,017               | 2.51%                          |
| Other Countries   | 15,114              | 18.85%                         |
| Total             | 80,208              | 100.00%                        |

## 4.16 INVESTMENTS FOR THE PERIOD 2003 - 2005

### Investments for the last Three-year Term

The Company's business activity focuses on the exploitation of the historic "Grande Bretagne" Hotel with the purpose of raising it to the status of the top hospitality unit in Athens.

The Company has invested € 85,000,000 for the full renovation and upgrading of the "Grande Bretagne" Hotel. This investment, which was made in the context of the preparations for the 2004 Athens Olympic Games, has considerably improved the Company's position in the hospitality sector, favorably affected its turnover and is expected to produce consistently similar results in the future.

### Investment Policy

The following table shows the Company's investments for the three-year period 2003-2005.

| <b>(in thousand €)</b>                       | <b>2003</b>      | <b>2004</b>     | <b>2005</b>   | <b>Total</b>     |
|--|------------------|-----------------|---------------|------------------|
| Plots of land                                | 0.00             | 0.00            | 0.00          | 0.00             |
| Buildings and construction                   | 53,454.88        | 953.48          | 457.42        | 54,865.78        |
| Machinery-technical installations            | 4,177.20         | 52.52           | 77.49         | 4,307.21         |
| Means of transportation                      | 0.00             | 0.00            | 3.37          | 3.37             |
| Furniture and fittings                       | 2,758.10         | 297.58          | 230.00        | 3,285.68         |
| Fixed assets under construction and advances | -29,883.18       | 0.00            | 55.86         | -29,827.32       |
| <b>TOTAL</b>                                 | <b>30,507.00</b> | <b>1,303.59</b> | <b>824.14</b> | <b>32,634.73</b> |

The following table shows the distribution of the investment for the renovation of the Hotel:

#### **Renovation costs of the “Grande Bretagne” Hotel**

| <b>(in thousand €)</b>        | <b>Amount</b>    | <b>% of Investment</b> |
|-------------------------------|------------------|------------------------|
| Total construction cost       | 58,195.33        | 69.06%                 |
| Total equipment               | 15,279.07        | 18.13%                 |
| Total administrative expenses | 8,950.00         | 10.62%                 |
| Total financial expenses      | 1,841.41         | 2.19%                  |
| <b>TOTAL</b>                  | <b>84,265.81</b> | <b>100.00%</b>         |

Approximately 69% of the overall investment went into the construction cost for renovating the Hotel. The respective distribution of funds is presented in the following table:

#### **A. Construction Cost**

| <b>(in thousand €)</b>                             | <b>Amount</b> |
|--|---------------|
| Main construction cost                             |               |
| Building activities                                | 36,941.57     |
| Mechanical & electrical cost                       | 14,288.44     |
| Subtotal (1)                                       | 51,230.01     |
| Standard rooms                                     | 214.00        |
| Project administration and administrative expenses | 3,434.49      |
| Architectural - design - licenses                  | 3,316.83      |
| Extraordinary cost                                 | 0.00          |
| Subtotal (2)                                       | 6,965.32      |
| Total construction cost [(3)=(1)+(2)]              | 58,195.33     |

Approximately 18% was spent on the purchase of equipment for the Hotel.

The relevant funds are detailed on the following table:

## B. Equipment Cost

| (in thousand €)                      | Amount    |
|--------------------------------------|-----------|
| Furniture, ornaments                 |           |
| Mobile Project House, Italy          | 4,785.34  |
| Works of art                         | 132.78    |
| Local suppliers                      | 2,411.16  |
| Maintenance of works of art          | 47.39     |
| Fabrics and curtains                 | 780.24    |
| Auctions                             | 750.00A   |
| Kitchen and laundry                  | 2,013.68  |
| Roof restaurant and pool             | 22.01     |
| SPA                                  | 124.44    |
| Subtotal (4)                         | 11,067.05 |
| Expendable equipment                 | 1,277.13  |
| China, silver and linen              | 1,805.48  |
| Subtotal (5)                         | 3,082.61  |
| Telephone systems and PC systems (6) | 1,129.41  |
| Total equipment [(7)=(4)+(5)+(6)]    | 15,279.07 |

Finally, 13% of the total investment met the financial expenses of that period, amounting to € 1,814.41 thousand, as well as the aggregate of the administrative expenses of the Company, to the amount of € 8,950 thousand.

## 4.17 CORPORATE SOCIAL RESPONSIBILITY

Throughout its long period of operation, and alongside the achievement of its business objectives, the Company has been active in the field of Corporate Social Responsibility. In its capacity as a healthy, active and socially responsible business, LAMP-SA HELLENIC HOTELS S.A. has attached a lot of weight to the support of worthwhile actions and has repeatedly taken initiative in contributing to the community. In this context, during 2005 the Company has made donations to the tsunami victims in Asia (€ 6,000), the victims of Katrina Hurricane in the USA (€ 1,000) and Aghia Fotini's Church in Athens (€ 1,000).

Moreover, the "Grande Bretagne" hotel held a gala dinner to mark the tenth year of operation of the program "Check Out For Children" - a charitable initiative by STARWOODS HOTELS AND RESORTS INC, the Hotel's managing company. Aiming at smoothing out social inequalities, the program urges guests of the hotel chain worldwide to donate to Unicef one (1) dollar for each stay, contributing to funds for the inoculation of children. The gala dinner was attended by distinguished members of Greek political and business circles, with Sir Roger Moore being the guest of honor.

Apart from corporate initiatives, the employees of the Hotel have themselves been active in social work. In May 2005, the staff of the "Grande Bretagne" Hotel held a session of voluntary blood donation for the eleventh year in succession, in order to sustain the operation of the "Blood Bank", which the Company has set up in St. Sophia's Hospital for Children, and placed at the disposal of the employees of the Hotel and their dependants. Alongside the blood donation, an exhibition was held in the Hotel premises, with paintings on this subject drawn by the employees' children.

Finally, the Employees' Association of the Company has made substantial donations in the form of much-needed equipment to "Mother", a charitable establishment for Infant Care, which is home to 85 children, and to a similar establishment in the West of Greece (PE.SY.P - KE.PE.P, Lehainon) accommodating 104 children.



HOTEL  
GRANDE BRETAGNE

*Athens*

# CHAPTER

# 5

## 5. OVERVIEW OF SECTOR

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### 5.1 GENERAL CHARACTERISTICS OF SECTOR

The tourism sector, one of the most important parameters in Greece's Economy, decisively participates in the configuration of the Domestic Product and is closely linked with the country's economic growth.

Tourist movement in Greece has presented controlled fluctuations during the last few years. In 2001, the total number of foreign tourists in Greece surpassed 13 million, while during 2002 the arrivals of foreign travelers increased by 0,87% in comparison to 2001. In 2003, tourist movement was reduced due to international circumstances, while in 2004 the number of travelers was significantly increased as a result of the Olympic Games. Due to the success of the ATHENS 2004 Olympic Games and the continuous promotion of the country at that period of time, tourist movement increased and passenger arrivals reached 12,7 million during 2005. According to up-to-date data, an even greater increase of arrivals is predicted for 2006.

The tourism sector in Greece is broken down into different subcategories, based on the destination selected and the visitor's motives for travelling. With the exception of visitors travelling due to business reasons, the main forms of tourism include:

- Traditional, recreation tourism
- Cultural tourism
- Marine tourism - with the numerous Greek islands being the main destination
- Alternative tourism
- Cruises
- Congress Tourism

In its efforts to attract high tourism in the country, the Greek Touristic Organisation has undertaken important initiatives, like the voting of L. 2160/93 for the issuing of operation authorisations for casino's to civilians, aiming at the reinforcement of the sector's investments. Particular emphasis is given to the essential infrastructure and the overall promotion of congress tourism, which is considered to be the peak of the tourist sector.

Important actions are also made by the Ministry of Tourist Development. Additional measures, which aim to the total upgrading of tourism in our country, include legislation and other measures for the simplification of bureaucratic procedures and the accommodation of tourism investments, empowerment of the constitution of the tourism sector and modernization of tourism facilities and other enterprises. Finally, the extensive advertising projection of the country abroad, which was initiated by the Ministry of Tourist Development, played a vital role in the configuration of the tourist market during 2005.



## 5.2 The company's position in the sector - Prospects

The hotel industry is characterized by intense competition, particularly in the category of luxury hotels. During the past three years, and due to the organization of the Olympic Games, several new hotels - in their majority boutique hotels - were established in Athens, while many of the most popular ones were radically refurbished. Today, the majority of Athenian hotels offer luxurious facilities and provide several services, thus signalling a new season for Greek hospitality.

The "Grande Bretagne" Hotel was founded in 1919 and fully operates for 86 continuous years. It is one of the largest and most luxurious hotels in Greece as well as one of the most popular in Europe. A 5 star hotel a unique and exceptional central location, it has become a landmark of Syntagma square. It's refurbishing was completed in 2003 and resulted in the full modernization of its facilities and the addition of new services, like that of the spa.

During 2004, the Greek 5 star hotel industry presented at a percentage of 59,7%. In 2005, hotel reservations reached 66,3%, mainly due to the success of the Olympic Games.

In 2006, hotel arrivals are expected to further increase, thanks to the continuing popularity of the Greek capital after the Olympic Games, but also due to highly esteemed distinctions that the hotel received from recognized institutions.



HOTEL  
GRANDE BRETAGNE

*Athens*

# CHAPTER

# 6

## 6. ANALYSIS OF FINANCIAL DATA

### BALANCE SHEET

| (in thousand €)                     | Notes | 31.12.2005     | 31.12.2004     |
|-------------------------------------|-------|----------------|----------------|
| <b>ASSETS</b>                       |       |                |                |
| <b>Non-current assets</b>           |       |                |                |
| Tangible assets                     | 17    | 86,670         | 88,670         |
| Intangible fixed assets             | 18    | 31             | 35             |
| Subsidiaries                        | 19    | 18             | 18             |
| Other long-term claims              | 20    | 55             | 56             |
| Deferred tax assets                 | 21    | 1,164          | 713            |
|                                     |       | 87,938         | 89,492         |
| <b>Current assets</b>               |       |                |                |
| Inventory                           | 22    | 429            | 387            |
| Trade and receivables               | 23    | 2,383          | 2,190          |
| Other receivables                   | 23    | 580            | 1,521          |
| Other current assets                | 26    | 210            | 88             |
| Advances                            | 24    | -              | 6              |
| Cash and cash equivalent            | 25    | 11,844         | 8,026          |
|                                     |       | 15,447         | 12,218         |
| <b>TOTAL ASSETS</b>                 |       | <b>103,385</b> | <b>101,710</b> |
| <b>EQUITY AND LIABILITIES</b>       |       |                |                |
| <b>Capital and reserves</b>         |       |                |                |
| Share capital                       | 27    | 23,500         | 24,996         |
| Share premium                       | 28    | 38,641         | 38,641         |
| Statutory Reserve                   | 29    | 174            | 174            |
| Other reserves                      | 30    | 1,305          | 1,305          |
| Dividends payable                   | 31    | 1,068          | 1,004          |
| Results carried forward             | 32    | 1,729          | -642           |
| <b>Total equity</b>                 |       | <b>66,417</b>  | <b>65,477</b>  |
| <b>LIABILITIES</b>                  |       |                |                |
| <b>Long-term liabilities</b>        |       |                |                |
| Bank loans                          | 33    | 30,000         | 28,500         |
| Retirement benefit obligation       | 34    | 648            | 565            |
| Deferred tax obligation             | 21    | 1,255          | 350            |
| Other provisions                    | 35    | 130            | 300            |
| <b>Total long-term liabilities</b>  |       | <b>32,034</b>  | <b>29,714</b>  |
| <b>Short-term liabilities</b>       |       |                |                |
| Short-term debenture and bank loan  | 33    | -              | 1,500          |
| Trade and other payables            | 36    | 984            | 1,077          |
| Taxes and social securities         | 37    | 1,552          | 1,329          |
| Other current liabilities           | 38    | 1,516          | 1,320          |
| Advances                            | 38    | 882            | 1,292          |
| <b>Total short-term liabilities</b> |       | <b>4,933</b>   | <b>6,519</b>   |
| <b>Total current liabilities</b>    |       | <b>36,967</b>  | <b>36,233</b>  |
| <b>TOTAL EQUITY AND LIABILITIES</b> |       | <b>103,385</b> | <b>101,710</b> |

Any differences in the additions are due to rounding.

## INCOME STATEMENT

| (in thousand €)  | Notes | 31.12.2005     | 31.12.2004     |
|--|-------|----------------|----------------|
| Revenue  | 4     | 31,001         | 30,498         |
| Less: cost of goods sold                                       | 5     | -19,992        | -18,823        |
| <b>Net revenue</b>   |       | <b>11,009</b>  | <b>11,674</b>  |
| Other operating income   | 6     | 765            | 1,097          |
| Selling expenses   | 7     | - 1,979        | - 2,350        |
| Administrative expenses  | 8     | - 3,745        | - 4,241        |
| Other operating expenses                                       |       | - 547          | - 361          |
| <b>Profit before finance charges &amp; taxes</b>               |       | <b>5,503</b>   | <b>5,819</b>   |
| Depreciation   | 11    | 2,838          | 2,780          |
| <b>Profit before finance charges, depreciation &amp; taxes</b> |       | <b>8,341</b>   | <b>8,599</b>   |
| Financial income   | 12    | 169            | 92             |
| Financial expenses   | 13    | - 1,275        | - 1,612        |
| Other financial results  |       | -              |                |
| <b>Financial result</b>  |       | <b>- 1,105</b> | <b>- 1,519</b> |
| Depreciation   |       | - 2,838        | - 2,780        |
| <b>Profit before taxes</b>                                     |       | <b>4,398</b>   | <b>4,299</b>   |
| Tax  | 14    | - 958          | - 1,265        |
| <b>Profit for the year</b>                                     |       | <b>3,440</b>   | <b>3,034</b>   |
| <b>Attributable to:</b>  |       |                |                |
| Company's shareholders   | 15    | 3,440          | 3,034          |
| Minority shareholders  |       | -              |                |
| Profit for the period per share - (in Euro)                    | 15    | 0.1610         | 0.1420         |
| Recommended dividend per share                                 | 43    | 0.0500         | 0.0470         |

*Any differences in the additions are due to rounding.*

## STATEMENT OF CHANGES IN EQUITY

| (in thousand €)   | Notes | Share<br>Capital | Premium<br>Capital | Reserves       | Retained<br>Earnings | Total         |
|---|-------|------------------|--------------------|----------------|----------------------|---------------|
| <b>Balance on 01.01.2004 according to previous accounting standards</b> |       | 17,854           | 3                  | 234            | - 8,046              | 10,045        |
| Adjustment due to IFRS  | 39    | -                | -                  | 8,508          | - 1,562              | 6,946         |
| <b>Balance on 01.01.2004 according to IFRS</b>                          |       | 17,854           | 3                  | 8,741          | - 9,608              | 16,991        |
| Capital raise   |       | 7,142            | 38,638             | -              | -                    | 45,780        |
| Adjustment of reserve directly to equity                                |       | -                | -                  | - 328          | -                    | - 328         |
| Adjustment due to distribution  |       | -                | -                  | 1,111          | - 1,111              | -             |
| Set-off of adjustment differences with profit carried forward           |       | -                | -                  | - 8,046        | 8,046                | -             |
| Net result for the period 01.01-31.12.2004                              |       | -                | -                  | 1,004          | 2,030                | 3,034         |
| <b>Total period difference</b>  |       | <b>7,142</b>     | <b>38,638</b>      | <b>- 6,259</b> | <b>8,965</b>         | <b>48,486</b> |
| Equity balance on 31.12.2004  |       | <b>24,996</b>    | <b>38,641</b>      | <b>2,483</b>   | <b>- 642</b>         | <b>65,477</b> |
| <b>Balance on 01.01.2005 according to Greek accounting standards</b>    |       | 24,996           | 38,641             | 1,806          | -                    | 65,443        |
| Adjustment due to IFRS  | 39    | -                | -                  | 676            | - 642                | 34            |
| <b>Equity adjustment on 01.01.2005 according to IFRS</b>                |       | <b>24,996</b>    | <b>38,641</b>      | <b>2,482</b>   | <b>- 642</b>         | <b>65,477</b> |
| Equity changes for the period 01.01-31.12.2005                          |       |                  |                    |                |                      |               |
| Increase/decrease of capital  |       | - 1,495          | -                  | -              | -                    | - 1,495       |
| Dividends   |       | -                | -                  | - 1,004        | -                    | - 1,004       |
| Net results 01.01-31.12.2005  |       | -                | -                  | 1,068          | 2,372                | 3,440         |
| <b>Total period adjustment</b>  |       | <b>- 1,495</b>   | <b>-</b>           | <b>64</b>      | <b>2,372</b>         | <b>940</b>    |
| <b>Equity balance 31.12.2005</b>  |       | <b>23,500</b>    | <b>38,641</b>      | <b>2,547</b>   | <b>1,729</b>         | <b>66,418</b> |

Any differences in the additions are due to roundings.

## Cash flows (indirect method)

| (in thousand €)  | 2005           | 2004           |
|--|----------------|----------------|
| <b>Profit from operations</b>  |                |                |
| Gain before taxes  | 4,398          | 4,299          |
| <b>Plus/minor adjustments for:</b>   |                |                |
| Depreciation & amortization  | 2,838          | 2,780          |
| Provisions (Income from unused prior period provisions)  | - 186          | - 123          |
| Interest and related income  | - 169          | - 92           |
| Interest charges and related expenses  | 1,275          | 1,612          |
| Plus/minor adjustments for changes of accounts in working capital or related to operating activities |                |                |
| Increase/(decrease) in inventories   | - 42           | - 17           |
| Increase/(decrease) in receivables   | 452            | 1,999          |
| Increase/(decrease) in accounts payable (min. banks)   | 4,808          | - 1,910        |
| minus:   |                |                |
| Interest and related expenses paid   | - 1,248        | - 1,587        |
| Tax paid   | - 4,982        | - 2,036        |
| <b>Net cash from operating activities (a)</b>  | <b>7,143</b>   | <b>4,925</b>   |
| <b>Investing activities:</b>   |                |                |
| Acquisition of tangible and intangible assets  | - 835          | - 1,314        |
| <b>Net cash used in investing activities (b)</b>   | <b>- 835</b>   | <b>- 1,314</b> |
| <b>Cash flows from financing activities:</b>   |                |                |
| Receipts from capital increase   | - 1,495        | 45,780         |
| New loans obtained   | 30,000         | -              |
| Loans settlement   | - 30,000       | - 45,684       |
| Dividends paid   | - 994          | -              |
| <b>Net cash from financing activities (c)</b>  | <b>- 2,490</b> | <b>96</b>      |
| <b>Net increase/(decrease) in cash and cash equivalents (a+b+c)</b>                                  | <b>3,818</b>   | <b>3,707</b>   |
| <b>Cash and cash equivalents at the beginning of the period</b>                                      | <b>8,026</b>   | <b>4,320</b>   |
| <b>Cash and cash equivalents at the end of the period</b>  | <b>11,844</b>  | <b>8,026</b>   |

## 6.1 GENERAL INFORMATION

LAMPSA HELLENIC HOTELS S.A. (the “Company”) is located in Athens, on Vas. Georgiou A' I str., and is registered in the register of the Ministry of Development with reg. M.A.E 6015/06/B/86/135. The Company's duration is set for hundred (100) years, beginning from the publication of the Royal Decree that approved the Company's memorandum of association in the Government Gazette. The Company is operating from its foundation for eighty-six (86) consecutive years.

The principal activity of the Company is the acquisition, construction and exploitation of hotels in Athens and elsewhere, in Greece or abroad, as well as of relevant companies; as well as the acquisition and/or development of spas, public spectacles, clubs, etc.

The Board of the Directors elected by the General Assembly of the Shareholders on 22.06.2005 has a three-year tenure and has the following synthesis:

CHAIRMAN OF THE BOARD: (Executive Member): Maurice Modiano

VICE PRESIDENT: (Non Executive Member): Apostolos Doxiadis

MANAGING DIRECTOR: (Executive Member): Nikolaos Dandolos

EXECUTIVE MEMBER: George Galanakis

NON EXECUTIVE MEMBER: Philippos Spyropoulos

NON EXECUTIVE INDEPENDENT MEMBERS:

Athanasios Papadopoulos

Thomas Miller

Markos Tsaktanis

Nikolaos Papandreou

The financial statements of the Company were approved in the meeting of the Board of Directors on 28.03.2006 and are recorded in the minutes No.875 of the same date.

The Company's shares trade on the Athens Stock Market since 1946. The total of shares in circulation on 31.12.2005 were 21.394.000. All shares are common and registered.

On December 2001, the Company and CIGA HELLAS HOTELS S.A., a subsidiary of STARWOOD HOTELS AND RESORTS WORLDWIDE INC., signed a management and operation agreement for the Hotel. According to this contract, CIGA HELLAS HOTELS S.A. agreed to provide management and operational services to the “Grand Bretagne” Hotel.

Following the agreement in December 2001, CIGA HELLAS HOTELS S.A., undertook to restore and equip (on its own expenses) the hotel based on certain commonly agreed specifications. CIGA HELLAS HOTELS S.A. will have absolute control of the Hotel and will be responsible for its operation based on the standards used for all the hotels of the management company around the world, always according to each country's legislation.

The power of CIGA HELLAS HOTELS S.A. for the control and operation of the hotel includes its use for all presumable aims, room charges, entertainment and amusement, food and beverage, management of the human resources, surveillance of the bank accounts and maintenance of the Company's cash. CIGA HELLAS HOTELS S.A. is in charge of the promotional and advertisement campaign and communication policy of the Hotel and will also provide reservation services abroad through their subsidiaries.

CIGA HELLAS HOTELS S.A. is also responsible for the existence and the book keeping and archives of the Company, according to the accounting standards that will be provided for audit to the internal auditors of CIGA HELLAS HOTELS S.A. or their subsidiaries. Authorized employees of CIGA HELLAS HOTELS S.A. have the jurisdiction to perform controls of the Hotel's facilities and of the quality of services provided, after notification of the management of the Hotel.

CIGA HELLAS HOTELS S.A. retains the right to purchase goods or services from its subsidiaries, provided that the cost and terms of the procurement are competitive to those offered by third parties. Additionally, CIGA HELLAS HOTELS S.A. retains the right to use the Hotel's facilities for purposes of training of persons employed in other hotels or its subsidiary companies.

The duration of the management contract is initially set at twenty five (25) years, with the right to be extended for another 25 years. This contract allows for a 3% fee on the turnover and 10% fee on the gross trading profit as repayment for CIGA HELLAS HOTELS S.A. and SHERATON INTERNATIONAL. Both companies have limited rights for the termination of the management contract without reason.

The Board of Directors is in constant collaboration with the managing Company that has the management to ensure the accurate and smooth operation and proper operation of the Board of Directors.

## 6.2 BASIS OF COMPILATION OF FINANCIAL STATEMENTS

The financial statements were prepared according to the International Financial Reporting Standards (IFRS), in line with the requirement 16.06.2003 of the European Union and Law of 19.07.2002.

The financial statements have been prepared until 31.12.2004 according to Law 2190/1920 and the Greek Accounting Standards, which in many cases differ from the requirements of the IFRS. According to the regulations of the European Community 1606/2002 and Law 3229/04 (as modified by Law 3301/04), Greek companies trading in any Stock Market (Greek or Foreign) are obliged to prepare their financial statements for the financial years starting from 01.01.2005 according to the IFRS. According to the IFRS I "First time adoption of International Financing Reporting Standards" and the above-mentioned requirements, such companies are obliged to present comparative financial statements according to the IFRS, at least for one financial year (31.12.2004), with effective conversion to the IFRS on 01.01.2004. The Company will prepare and publish the first IFRS Financial statements within the required time frame and the closing date of the above financial statements will be 31.12.2005.

All financial statements have been prepared according to the requirements of the IFRS. Reconciliation is provided in the note 39 to the notes of these financial statements showing the effect on the financial statements of the Greek GAAP (Law 2190/1920) and IFRS.

The above financial statements have been prepared on the historical cost basis, except for the revaluation of certain assets and liabilities (cash, stock etc.).



## 6.3 SIGNIFICANT ACCOUNTING POLICIES

### 6.3.1 MANAGEMENT PRINCIPLES

The principles and estimates used by the Company for decision-making that influences the preparation of financial statements are based on historical data and assumptions that are considered logical. The principles and parameters of decisions made are reevaluated for taking into consideration current developments and changes presented in the financial statements in the time they are realized.

### 6.3.2 INFORMATION BY SECTOR

Based on the management structure of the Company's affairs, the Company decided to chose as a primal basis of the information provided the sector of Hotel service provisions, sector from which derive the major revenues of the company.

### 6.3.3 FOREIGN CURRENCIES

The financial statements are presented in the primary currency of the economic environment in which the operates (euro). Transactions realized in foreign currencies are transferred into euro, at the closing rate of the day of the Company transaction.

In the preparation of the Company's financial statements, transactions in currencies other than the Company's functional currency (foreign currencies) are recorded at the rates of exchange prevailing on the dates of the transactions. Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are included in the income statement for the period. Exchange differences arising on the retranslation of non-monetary items carried at fair value are considered part of the fair value and are posted with the differences arising on the retranslation of non-monetary items.

### 6.3.4 DECREASEMENT OF THE ASSETS VALUE APART FROM GOODWILL

Tangible assets and non current assets are tested for any possible decrease losses, when facts or changes show that the accounting value is highly possibly not regainable. In that case, the relevant losses are posted in the yearly results.

Receivables are presented diminished by the amount of the losses deriving from the presumptive doubtful. Reverse of decrease losses calculated in the previous years is done only when there is proof that this decrease does not exist anymore, or that it is decreased and posted in the financial results.

### 6.3.5 FINANCIAL INSTRUMENTS

Financial assets and liabilities are recognized in the Group's financial statements when the terms and conditions agreed between the Company and the owner's instrument are fulfilled in order to ensure that the financial statements reflect the contracts entered into by the Group as a whole.

The main financial instruments of the Company are cash, bank deposits, short-term receivables and obligations, financial elements for sale and other forms of finance, long-term loans included. Financial assets and liabilities that have interest are evaluated at the nondepreciated cost using the method of effective interest rate.

Any differences in the evaluation of the value of current assets for sale are carried forward to equity. The Company does not use derivatives, neither for commercial nor for other reasons.

### 6.3.6 TANGIBLE FIXED ASSETS

Fixed assets are reflected in the financial statements at acquisition value. Property and equipment values are presented diminished by the subsequent accumulated depreciation and subsequent accumulated impairment losses. Cost includes all expenses for the acquisition of the above elements.

The last escalation was for the value of land. The IFRS I “First Adoption” in paragraph 17b states that any Company adopting IFRS for the first time, can decide in the transition period that previous fixed assets escalations calculated with other accounting standards (GAAP) are part of the acquisition cost, on the condition that the value at the time of the escalation reflected the change of a specific rate.

Expenses generated by the replacement of significant elements of the assets are capitalized. Other future expenses realized for the fixed assets are capitalized only in the case that they raise the future financial benefits that are expected to derive from the utilization of these assets. Other expenses, realized for the fixed assets, are capitalized only if they add value to future benefits coming for the use of the above assets. All other maintenance, amendment etc. expenses are registered as expenses on the date of their realization.

Depreciation is provided at the cost in equal annual installments over the estimated remaining useful life of the assets, except for land and assets under construction. Under the straight-line method, the depreciation charge to the income statement is the same for the useful life of the asset, except if this changes.

The following depreciation rates are used:

|   |     |
|---|-----|
| Buildings-fixtures                              | 3%  |
| Machinery and mechanical equipment              | 15% |
| Transportation equipment                        | 15% |
| Furniture and fittings                          | 15% |
| Office machines and telecommunication equipment | 20% |
| Printers/hardware                               | 24% |

Land is not depreciated. The leased assets are depreciated according to the Company's depreciation policy or the duration of the leasing contract, if it is shorter than the life of the asset.

The gain or loss on the disposal or retirement of an item of property is determined as the difference between sales proceeds and the carrying amount of the assets - and is recognized in the income statement.

### 6.3.7 GOODWILL AND OTHER INTAGIBLE ASSETS

This category includes software programs at the acquisition cost minus depreciation and, if there are special reasons, minus the amount of decrement. Depreciation is calculated based on the duration of the useful value of the asset, following the method of fixed percentage of depreciation that the Company has defined, namely depreciating the software programs by 20%. The depreciation on intangible assets and expenses for the maintenance of the software programs are calculated in the year of the financial results created.

### 6.3.8 TAXATION AND DEFERRED TAX

Income tax expenses represent the sum of tax currently payable and deferred tax. The income tax appears in the final results. The tax that has to do with transactions related to the capital is posted directly to the capital.

Current payable taxes appear in the short-term obligations that have to do with tax payable for the fiscal income of the year, plus any other related taxes on previous years.

Current income taxes are calculated according to current factors at the submission of the balance sheet. All changes in short-term assets or obligations are recognized as part of the financial expenses to the income statement of the year.

Deferred tax is recognized in differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognized for all taxable temporary differences and deferred tax assets are recognized to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilized. Such assets and liabilities are not recognized if the temporary differences arise from goodwill or the initial recognition of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. Deferred tax liabilities are recognized for taxable temporary differences on investments in subsidiaries and associates, and interests in joint ventures, except where the Company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset realized.

Deferred tax is charged or credited to the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

### 6.3.9 INVENTORIES

Inventories are stated at the lower of cost and net realizable value. The cost of the inventory is always calculated using the FIFO method and comprises the acquisition cost of the inventory and the transportation expenses. Net realizable value represents the estimated selling price less all estimated costs of completion and costs to be incurred in selling (marketing, selling and distribution costs). The Company records in yearly results all expenses realized during the year for the purchase of operating supplies.

### 6.3.10 TRADE RECEIVABLES

Trade receivables are measured on initial recognition at fair value, and are subsequently decreased with the amounts likely not to be received. In the preparation of the financial statements, provisions are calculated for the amount that is possible not to be collected. Provision is adjusted, influencing the results of each year.

### 6.3.11 CASH AND CASH EQUIVALENTS

Cash and cash equivalents comprise cash in hand, cheques and sight and time deposits.

### 6.3.12 EMPLOYEE BENEFITS

**Short-term benefits:** Short-term employee benefits (apart from benefits due to work termination) in cash or in items are considered as assets. Any non-paid amount is presented as an obligation. In case the paid amount is above the amount of the benefit, the Company considers the exceeding amount as an asset (pre-paid expense) only to extend that pre-payment will lead to decrease of future payments or to return.

**Benefits after retirement:** The benefits after retirement comprise pensions or other benefits (life insurance and medical insurance) that the Company provides after retirement as return for work of the employees. Thus, they comprise programs of defined contributions and programs of defined benefits. The accrued cost of the program's defined contributions is posted as an expense for the related period.

- **Program for defined contributions**

Based on the program for defined contributions, the Company's obligation is defined on the amount agreed to contribute to the organization that manages the contributions and gives the benefits. So, the amount that the employee receives is defined from the amount that the Company (or and the employee) gives and from the investment of these contributions.

The Company's paid contribution to a program for defined contributions is recognized as an obligation after the deduction of the paid contribution or as an expense.

- **Program for defined contributions**

The obligation posted on the balance sheet for the programs for defined benefits presents the present value of the obligation for the defined obligation minus the rational value of the asset of the program (if existing) and the variances from any actuarial profit or loss and the cost of longevity. This calculation is made every year by an independent actuarial with the use of the projected unit credit method. The interest of the long-term bond of the Greek State is used for prepayment.

Actuarial gains or losses are elements of the obligation of the service of the Company and of the expense calculated in the results. The results arise from adjustments based on historic facts and are above or under the 10% margin of the accumulated obligation posted in the results, in the expected time of participants in the program. Retirement benefit cost is recognizable in the results with the exception that changes in the program depend on the available time of work of the employees. In that case, the retirement benefit cost is posted in the results with the fixed method in the maturity period.

**Benefits for work termination:** The benefits due to work termination are given when employees leave prior to the anticipated retirement date. The Company commits to these benefits either when employment of certain employees is terminated according to a detailed plan for which there is no option of retirement, or when these benefits are given as motivation for optional retirement. When these benefits are payable in a period of time after the twelve months of the Balance Sheet date, they must be granted according to the attribution of the high quality of the Company's bond or the government's bond.

In case of an offer encouraging optional retirement, the estimate of the benefits during retirement must be based on the number of employees excepted to accept this offer. In case it is difficult to define the number of employees who are likely to make use of these benefits, only announcement of this possible obligation is made.

### 6.3.13 PROVISIONS

Provisions are acknowledged when the Group has a current obligation as a result of a past event, and it is probable that the Group will be required to settle that obligation. Provisions are measured at the Management's best estimation of the expenditure required to settle the obligation at the Balance Sheet date, and are discounted to present value where the effect is material.

Contingent assets and liabilities are not recorded in the Financial Statements, but are disclosed in the notes accompanying the Financial Statements. Every year-end the amount of the provisions is revaluated. Provisions for future losses are not deducted. Future events that are going to influence the amount required for the settlement of an obligation are taken into consideration when there is evidence that they are pending.

### 6.3.14 REVENUES

Revenues are the sales of goods and services net from taxes, discounts and returns.

Revenues derive from:

a) **Sales of goods**

The Company sells goods to its clients and the collection of the claim is assured.

b) **Sales of services**

The revenues from services are calculated based on the services provided until the day of the Balance Sheet.

### 6.3.15 EXPENSES

**Leasing:** Leases are classified as operating leases.

**Financial cost:** The cost of finance derives from interests over the loans that are calculated with the method of real interest and are recognized in the yearly results except for the interest of loans for the constructive period, which are posted to the accounts of the related fixed assets.

### 6.3.16 EARNINGS PER SHARE

Earnings per share are calculated by dividing the net profit/losses, after taxes, to the average number of shares per year.

### 6.3.17 LONG-TERM CLAIMS/OBLIGATIONS

Long-term claims/obligations are presented in the net present value. Any differences in prepayment are presented as financial revenues/expenses in the results of the year in which they emerged.

### 6.3.18 BORROWING COSTS

Borrowing costs directly attributable to long-term loans reform the amount of these loans and are posted to the results based on the method of real interest at the loan contract. Borrowing costs during the construction period for tangible assets are posted to the year's results as all other loan cost.

### 6.3.19 BANK LOANS

Interest-bearing bank loans and overdrafts are recorded in the period received and are initially measured at fair value. They are subsequently measured at amortized cost, using the effective interest rate method.

### 6.3.20 SET OFF CLAIMS – OBLIGATIONS

The set-off of assets with obligations and the presentation of the net amount to the financial statements are realized only if there is legal right for set-off and settlement of the net value deriving from the settlement is intended.

### 6.3.21 RISK MANAGEMENT

**Exchange risks:** The Company acts in the local market and almost all invoicing is done in euro. Imports from third countries are limited in comparison to total imports and the purchase and selling of foreign currency is done only to accommodate customers' needs not for small and medium amounts.

**Credit risks:** The Company has a specific credit policy. The credit policy is followed up constantly so that the credit given does not exceed the credit and time limit for each customer. The company has a big number of customers so the credit risk is spread.

**Risks from variation in interest** The interest claim and obligations are in the Euribor interest. The Company does not use financial derivatives.

### 6.3.22 SHARE CAPITAL

Expenses made for new shares are presented after the deduction of the relevant income, to a decrease of the product. Expenses related to the publication of shares for the acquisition of companies are included as the acquisition cost of the company. The cost for the acquisition of shares and any related expenses are presented deducted by the capital resources.

### 6.3.23 DIVIDEND DISTRIBUTION

The distribution of Dividend to shareholders is recognized as Company's obligation in the financial statement. The distribution is approved by the General Meeting of shareholders.

## 6.4 SALES

The Company's sales for the period of December 2005 to 2004 are as follows:

| (in thousand €)           | 2005          | 2004          | Differences  |
|---------------------------|---------------|---------------|--------------|
| Revenues from rooms       | 17,621        | 17,828        | -1%          |
| Food and beverage sales   | 11,873        | 11,367        | 4%           |
| SPA and health club sales | 775           | 706           | 10%          |
| Telephone revenues        | 257           | 228           | 13%          |
| Other revenues            | 474           | 368           | 29%          |
| <b>TOTAL</b>              | <b>31,001</b> | <b>30,498</b> | <b>1.65%</b> |

## 6.5 COST OF SALES

The cost of sales is analyzed as follows:

|                                   | 2005          | 2004          |
|-----------------------------------|---------------|---------------|
| Cost of stocks expensed           | 3,662         | 3,870         |
| Staff salaries and other benefits | 9,363         | 9,076         |
| Fees and other expenses           | 977           | 609           |
| Third party fees                  | 1,946         | 1,970         |
| Taxes and duties                  | 139           | 173           |
| Expenses for the room amenities   | 1,083         | 245           |
| Other expenses                    | 353           | 431           |
| Depreciation of assets            | 2,838         | 2,780         |
| Other provisions                  | 57            | 204           |
| Income from self-use              | - 427         | - 534         |
| <b>TOTAL</b>                      | <b>19,992</b> | <b>18,823</b> |

## 6.6 OTHER OPERATING REVENUES

Other operating revenues are analyzed as follows:

| Other operating revenues            | 2005       | 2004         |
|-------------------------------------|------------|--------------|
| Revenues from financing-sponsorship | 42         | 47           |
| Incidental activity revenues        | 148        | 99           |
| Rents                               | 328        | 274          |
| Commissions-brokerage fees          | 47         | 118          |
| Revenues from provisions            | 121        | 175          |
| Other revenues                      | 78         | 385          |
| <b>TOTAL</b>                        | <b>765</b> | <b>1,097</b> |

## 6.7 SELLING EXPENSES

Selling expenses are analyzed as follows:

|                              | 2005         | 2004         |
|------------------------------|--------------|--------------|
| Staff payroll                | 631          | 585          |
| Fees and other expenses      | 729          | 606          |
| Charges for outside services | 52           | 48           |
| Taxes and duties             | 5            | 19           |
| Advertisement cost           | 388          | 532          |
| Other expenses               | 173          | 561          |
| <b>TOTAL</b>                 | <b>1,979</b> | <b>2,350</b> |

## 6.8 ADMINISTRATIVE EXPENSES

Administrative expenses are analyzed as follows:

|                         | 2005         | 2004         |
|-------------------------|--------------|--------------|
| Staff payroll           | 1,946        | 1,875        |
| Fees and other expenses | 1,472        | 1,421        |
| Third party fees        | 32           | 95           |
| Taxes and duties        | 57           | 20           |
| Other expenses          | 238          | 830          |
| <b>TOTAL</b>            | <b>3,745</b> | <b>4,241</b> |

## 6.9 OTHER OPERATING EXPENSES

Other operating expenses are analyzed as follows:

|   | 2005       | 2004       |
|---|------------|------------|
| Losses of foreign exchange                    | 68         | 67         |
| Losses from uncollectable accounts receivable | 83         | -          |
| Provisions for extraordinary contingencies    | -          | 52         |
| Taxes of previous years                       | 101        | -          |
| Other taxes                                   | 169        | 85         |
| Prior period expenses                         | 125        | 158        |
| <b>TOTAL</b>                                  | <b>547</b> | <b>361</b> |

## 6.10 PERSONNEL

The personnel analysis follows:

|                | 31.12.2005 | 31.12.2004 |
|----------------|------------|------------|
| <b>Persons</b> |            |            |
| Employees      | 456        | 433        |
| Wage-earners   | 15         | 28         |
|                | 471        | 461        |

## 6.11 SALARIES COST

The salaries cost is analyzed as follows:

| (in thousand €) | 31.12.2005 | 31.12.2004 |
|-----------------|------------|------------|
| Cost            | 11,941     | 11,534     |



## 6.12 DEPRECIATIONS

Depreciation analyzed and charge of the cost of sales

|  | 31.12.2005 | 31.12.2004 |
|--|------------|------------|
|  | 2,838      | 2,780      |

## 6.13 FINANCIAL REVENUES - EXPENSES

The financial results are as follows:

|   | 2005           | 2004           |
|---|----------------|----------------|
| Financial revenues from:                    |                |                |
| Bank interest                               | 169            | 92             |
| <b>TOTAL</b>                                | <b>169</b>     | <b>92</b>      |
| <b>Financial expenses from:</b>             |                |                |
| Bank loans                                  | - 1,213        | - 1,514        |
| Other bank expenses                         | - 35           | - 73           |
| Proportion of expenses from actuarial study | - 27           | - 25           |
| <b>TOTAL</b>                                | <b>- 1,275</b> | <b>- 1,612</b> |
| <b>Financial result</b>                     | <b>- 1,105</b> | <b>- 1,519</b> |

## 6.14 INCOME TAXATION

Income taxation for the year 2005 is analyzed as follows:

|   | 2005       |
|---|------------|
| Deferred tax on differences   | 434        |
| Deferred yearly tax on yearly results                                       | 431        |
| Income tax to distribution  | 503        |
| Claim on set off fiscal losses from non-distributed profit of the year 2004 | - 410      |
| <b>Income tax on results</b>  | <b>958</b> |

The fiscal years 2003 up to 2005 have not yet been audited, thus the fiscal obligations of the Company are not final.  
The Company has calculated provisions for the non-recognition of expenses deriving from the tax audit.

## 6.15 GAINS/(LOSSES) AFTER TAXES - GAINS/(LOSSES) PER SHARE

The gains/(losses) per share are calculated as follows:

|  | 31.12.2005 | 31.12.2004 |
|--|------------|------------|
| Gains accordingly to the shareholders            | 3,440      | 3,034      |
| Total number of shares                           | 21,364,000 | 21,364,000 |
| Basic profit (losses) per share (euro per share) | 0.161      | 0.142      |

The Company has only common shares

## 6.16 INFORMATION ON THE COMPANY'S ACTIVITIES

The Company's revenues come from the hotel activities.

## 6.17 TANGIBLE ASSETS

| (in thousand €)                     | Land          | Buildings     | Machinery    | Vehicles  | Furniture<br>and Fittings | Under<br>Construction | Total          |
|-------------------------------------|---------------|---------------|--------------|-----------|---------------------------|-----------------------|----------------|
| Cost on 01.01.2004                  | 27,414        | 64,224        | 4,177        | 88        | 7,207                     | 0                     | 103,110        |
| Minus: accumulated<br>depreciations | 0             | (7,7990)      | (434)        | (37)      | (4,719)                   | 0                     | (12,989)       |
| Book Value on 01.01.2004            | <b>27,414</b> | <b>56,425</b> | <b>3,743</b> | <b>51</b> | <b>2,488</b>              | 0                     | <b>90,121</b>  |
| Additions                           | 0             | 963           | 53           | 0         | 298                       | 0                     | 1,314          |
| Transfers                           | 0             | 0             | 0            | 0         | 0                         | 0                     | 0              |
| Sales                               | 0             | 0             | 0            | 0         | 0                         | 0                     | 0              |
| Depreciations                       | 0             | 1,738         | 625          | 10        | 392                       | 0                     | 2,764          |
| Depreciations of sold items         | 0             |               |              |           |                           |                       | 0              |
| On 31.12.2004                       | 27,414        | 65,188        | 4,230        | 88        | 7,504                     | 0                     | 104,424        |
| Accumulated depreciations           | 0             | (9,537)       | (1,060)      | (47)      | (5,111)                   | 0                     | (15,754)       |
| <b>Value on 31.12.2004</b>          | <b>27,414</b> | <b>55,651</b> | <b>3,170</b> | <b>41</b> | <b>2,394</b>              | 0                     | <b>88,670</b>  |
| Additions                           | 0             | 457           | 77           | 3         | 230                       | 56                    | 824            |
| Plus/(minus): settlement            | 0             | 0             |              |           |                           |                       |                |
| Sales                               | 0             | 0             |              |           |                           |                       |                |
| Depreciations                       | 0             | (1,758)       | (636)        | (10)      | (420)                     | 0                     | (2,824)        |
| Depreciations of sold items         | 0             | 0             | 0            |           |                           |                       |                |
| <b>Value on 31.12.2004</b>          | <b>27,414</b> | <b>65,645</b> | <b>4,307</b> | <b>91</b> | <b>7,734</b>              | <b>56</b>             | <b>105,248</b> |
| Minus accumulated<br>depreciations  | 0             | (11,295)      | 1,695        | 56        | 5,531                     | 0                     | 18,578         |
| Plus/(minus): settlement            |               |               |              |           |                           |                       | 0              |
| <b>Book Value on 31.12.2004</b>     | <b>27,414</b> | <b>54,351</b> | <b>2,612</b> | <b>35</b> | <b>2,203</b>              | <b>56</b>             | <b>86,670</b>  |

The mortgage on tangible assets on 31.12.2005 amounted at € 41.312.

With the decision 9593/9.2.2006 of the court of first instance the mortgage amounted thousands 40.000 is deleted

At the 10.03.2006 the company entered bond loan with the mortgage amounted thousands 39.000.

The interest and the expenses of loan of the construction period are posted in the account "Land and building" and are depreciated according the life of the building.

The unliquidated amount of the capitalized expense is:

#### Unliquidated amounts of loan interests and other financial expenses

|                          | 31.12.2005   | 31.12.2004   |
|--------------------------|--------------|--------------|
| Interest loans           | 3,092        | 3,193        |
| Other financial expenses | 491          | 507          |
| <b>TOTAL</b>             | <b>3,583</b> | <b>3,700</b> |

## 6.18 OTHER INTANGIBLE IMMOBILITIES

The other intangible immobility of the Company concerns software programs:

| Intangible assets               | Software  | Total     |
|---------------------------------|-----------|-----------|
| Amounts in euro                 |           |           |
| Acquisition cost on 01.01.2004  | 272       | 272       |
| Minus: Accumulated depreciation | 234       | 234       |
| Value on 01.01.2004             | 38        | 38        |
| Additions                       | 12        | 12        |
| Depreciation                    | 16        | 16        |
| Value on 01.01.2004             | 284       | 284       |
| Minus: Accumulated depreciation | - 250     | - 250     |
|                                 | 35        | 35        |
| Additions                       | 11        | 11        |
| Depreciation                    | - 14      | - 14      |
| Acquisition cost on 01.01.2004  | 295       | 295       |
| Minus: Accumulated depreciation | - 264     | - 264     |
| <b>Value on 01.01.2005</b>      | <b>31</b> | <b>31</b> |

## 6.19 SUBSIDIARIES

The only subsidiary has to do with the 99,83% of the participation to the company GRANDE BRETAGNE LTD.

GRANDE BRETAGNE LTD is not consolidated in the financial statements due in the minus influence that the consolidation would have to the financial statements

Information about the subsidiary follows below. The first financial year of the subsidiary exceeded twelve months.

|                     | 31.12.2005 | 31.12.2004 |
|---------------------|------------|------------|
| Assets              | 178        | 207        |
| Obligations         | 154        | 186        |
| Equity              | 19         | 18         |
| Turnover            | 443        | 478        |
| Gross profit        | 43         | 28         |
| Profit before taxes | 24         | 1          |
| Profit after taxes  | 15         | -          |

## 6.20 OTHER LONG-TERM CLAIMS

This account concerns guarantees and other long-term claims:

|                                  | 31.12.2005 | 31.12.2004 |
|----------------------------------|------------|------------|
| Long-term claims                 | 55         | 56         |
| <b>TOTAL OF LONG-TERM CLAIMS</b> | <b>55</b>  | <b>56</b>  |

## 6.21 DEFERRED CLAIMS AND OBLIGATIONS

The deferred claims and obligations of the Company are:

| (in thousand €)   | 31.12.2005   |                | 31.12.2004   |              |
|---|--------------|----------------|--------------|--------------|
|   | D.C          | D.O            | D.C          | D.O          |
| <b>Non current assets</b>                               |              |                |              |              |
| Tangible assets   | -            | - 582          | -            | - 389        |
| Intangible assets                                       | 223          | -              | 365          | -            |
| <b>Current assets</b>                                   |              |                |              |              |
| Inventory   | 429          | -              | 625          | -            |
| <b>Long-term obligations</b>                            |              |                |              |              |
| Reserves  | -            | - 328          | -            | - 358        |
| <b>Long-term obligations</b>                            |              |                |              |              |
| Provision for employee benefits                         | 162          | -              | 141          | -            |
| <b>TOTAL</b>  | <b>815</b>   | <b>- 910</b>   | <b>1,132</b> | <b>- 747</b> |
| Compensation  | -            | -              | - 334        | 334          |
| <b>Effect from the change of tax factor</b>             |              |                |              |              |
| Tangible assets   | -            | 55             | -            | 33           |
| Intangible assets                                       | - 21         | -              | - 31         | -            |
| Inventory   | - 40         | -              | - 54         | -            |
| Reserves  | -            | 31             | -            | 31           |
| Provision for employee benefits                         | -            | -              | -            | -            |
| Claim from compensation of tax losses of previous years | 410          |                |              |              |
| Deferred claim from gains                               | -            | - 431          |              |              |
| <b>TOTAL</b>  | <b>1,164</b> | <b>- 1,255</b> | <b>713</b>   | <b>- 350</b> |

## 6.22 INVENTORY

The analysis of the inventory is as follows:

|  | 31.12.2005 | 31.12.2004 |
|--|------------|------------|
| Merchandise  | 235        | 254        |
| Raw direct and indirect material-consumable supplies | 194        | 133        |
| Spare parts and containers                           |            |            |
| <b>TOTAL</b>   | <b>429</b> | <b>387</b> |
| Minus: provisions for devaluation                    |            |            |
| Merchandise  | -          | -          |
| Raw direct and indirect material-consumable supplies | -          | -          |
| Spare parts and containers                           | -          | -          |
| <b>TOTAL NET VALUE</b>                               | <b>429</b> | <b>387</b> |

## 6.23 CUSTOMERS AND OTHER CLAIMS

The analysis of customers and other claims is as follows:

|                                      | 31.12.2005   | 31.12.2004   |
|--------------------------------------|--------------|--------------|
| Clients                              | 2,145        | 2,025        |
| Minus: Provisions for decrement      | -            | - 100        |
| Cheques                              | 238          | 265          |
| Debtors                              | 523          | 1,467        |
| Advances and credit control accounts | 57           | 54           |
| <b>TOTAL CLAIMS</b>                  | <b>2,963</b> | <b>3,711</b> |

## 6.24 ADVANCES

The amount of advances for the year 2004 is associated with the advances for inventory purchases

## 6.25 CASH AND CASH EQUIVALENTS

Cash represents the Company's cash and deposits:

|              | 31.12.2005    | 31.12.2004   |
|--------------|---------------|--------------|
| Cash         | 80            | 41           |
| Deposits     | 11,764        | 7,985        |
| <b>TOTAL</b> | <b>11,844</b> | <b>8,026</b> |

Interest of time deposits and repos on 31.12.2005 is 2%.

During the year 2005, there were no overdrafts from the bank accounts.

## 6.26 OTHER CURRENT ASSETS

The analysis of other current assets is as follows:

|                  | 31.12.2005 | 31.12.2004 |
|------------------|------------|------------|
| Prepaid expenses | 210        | 88         |
| <b>TOTAL</b>     | <b>210</b> | <b>88</b>  |

## 6.27 CAPITAL

The Company's capital on 31.12.2005 amounted at € 23.500.400, and is divided in 21.364.000 common shares of € 1,10 nominal value each. The Company in the year 2005, decreased the capital € 1.495.480 at the decision of the Board of the Directors on 22.06.2005. Thus, the share transformed from € 1,17 to € 1,10. On 18.07.2005, the Ministry of Development, with decision number K2-8873 approved the above decision. On the day of approval of the financial statements, shareholders with a percentage over 5% of participation were VENTURE ABILITY SA with 49,81% (in the last General Meeting this percentage was 49,70%) and UBS AG with 5,73% (the last General Meeting this percentage was 5,47%)

The Company's shares are negotiated freely at the Athens Exchange and participate in the following indexes:

EUROBANK Mix Cup 50 Index  
FTSE/XA Leisure trips

## 6.28. DIFFERENCE ABOVE PART

According to the decision of the General Assembly of Shareholders on 01.10.2003 and the approval of the B. of D. of the Athen Exchange on 15.01.2004, the Company raised its capital to € 45.780 thousand with cash payment, of that amount € 38.641 thousand concerned the difference above par.

|                      | 31.12.2005    | 31.12.2004    |
|----------------------|---------------|---------------|
| Difference above par | 38,641        | 38,641        |
| Minus: shares        | -             | -             |
| <b>TOTAL</b>         | <b>38,641</b> | <b>38,641</b> |

## 6.29 STATUTORY RESERVES

According to Greek Law, the creation of statutory reserves at 5% of the profit after taxes is obligatory until this amount reaches 1/3 of the capital share. The statutory reserve is distributed after dissolving the Company and it can be set off with losses.

## 6.30 OTHER RESERVES

The other reserves are analyzed as follows:

|                              | Legal Reserve | Differences of Adjustments | Untaxed Reserves | Other Reserves | Dividends for Disposal | Total   |
|------------------------------|---------------|----------------------------|------------------|----------------|------------------------|---------|
| <b>Balance on 01.01.2004</b> | 88            | 8,600                      | 30               | 24             | -                      | 8,741   |
| Foreign exchange             | -             | -                          | -                | -              | -                      | -       |
| Changes during the year      | 86            | - 8,046                    | 696              | -              | 1,004                  | - 6,259 |
| Other                        | -             | -                          | -                | -              | -                      | -       |
| <b>Balance on 31.12.2004</b> | 174           | 554                        | 726              | 24             | 1,004                  | 2,483   |
| Foreign exchange             | -             | -                          | -                | -              | -                      | -       |
| Changes during the year      | -             | -                          | -                | -              | 64                     | 64      |
| Other                        | -             | -                          | -                | -              | -                      | -       |
| <b>Balance on 31.12.2005</b> | 174           | 554                        | 726              | 24             | 1,068                  | 2,547   |

## 6.31 DIVIDEND PER DISTRIBUTION

The General Assembly of Shareholders approves the “proposed dividend per distribution”. For the year 2005, the amount of the dividend is € 1.068 thousand. For the year 2004, the General Assembly of Shareholders approved the distribution of dividend at € 0,047 per share.

## 6.32 RESULTS CARRIED FORWARD

The amount of € 1.729 thousand/€ (642) thousands relates to accumulated profit/(losses) on 31.12.2005 and 31.12.2004.

## 6.33 BANK LOANS

The Company's loan obligation is analyzed as follows:

|  | 31.12.2005    | 31.12.2004    |
|--|---------------|---------------|
| <b>Long-term obligations</b>           |               |               |
| Bank loan                              | 30,000        | 28,500        |
| Leasing obligations                    | -             | -             |
| Bonds                                  | -             | -             |
| <b>Total of Long-term obligations</b>  | <b>30,000</b> | <b>28,500</b> |
| <b>Short term loans</b>                |               |               |
| Bank loan                              | -             | 1,500         |
| <b>Total of Short-term obligations</b> | <b>-</b>      | <b>1,500</b>  |
| <b>TOTAL</b>                           | <b>30,000</b> | <b>30,000</b> |

Following decision of its Board of Directors on 13.01.2006, the Company decided to sign a bond loan with EFG EUROBANK ERGASIAS SA for € 30 million, in order to repay its long- term obligation.

The agreement for the bond loan was signed on 10.03.2006.

- Number of bonds: 300
- Expiry dates: from 12.03.2004 to 12.03.2018
- Par value: € 100.000
- Interest rate: Euribor + margin (spread) 1%
- Reassurance: mortgage € 39 millions to the intangible assets

Regarding the existing loan obligations of the Company, on 31.12.2005 existed mortgage on the buildings amounted at € 41 million.

## 6.34 RETIREMENT BENEFIT OBLIGATION

The change in the retirement benefit obligation is:

|                                      |       |
|--------------------------------------|-------|
| Accumulated provision on 31.12.2003  | 513   |
| Benefits paid by the employer        | - 69  |
| Total expenses posted in the results | 121   |
| Accumulated provision on 31.12.2004  | 565   |
| Benefits paid by the employer        | - 134 |
| Total expenses posted in the results | 217   |
| Accumulated provision on 31.12.2005  | 648   |

The principal assumptions used for the purpose of the actuarial valuation were as follows:

|                                     | 31.12.2005 | 31.12.2004 |
|-------------------------------------|------------|------------|
| Discount rate                       | 4.00%      | 4.50%      |
| Expected rate of salary increases   | 3.50%      | 3.50%      |
| Expected remaining employment years | 18.34      | 18.29      |

## 6.35 OTHER PROVISIONS

The amount of € 130 thousand consists of € 80 thousand provision for employee lawsuits and € 50 thousand for lawsuits of non-acceptance of shareholders elevator.

The provisions are analyzed as follows:

|                              | Other Provision |
|------------------------------|-----------------|
| <b>01.01.2004</b>            | <b>575</b>      |
| Used provisions              | - 275           |
| <b>31.12.2004</b>            | <b>300</b>      |
| Extra yearly provisions      | 27              |
| Reversed non-used provisions | - 20            |
| Used provisions              | - 177           |
| <b>31.12.2005</b>            | <b>130</b>      |



## 6.36 VENDORS AND OTHER COMMERCIAL INFORMATION

|                 | 31.12.2005 | 31.12.2004   |
|-----------------|------------|--------------|
| Vendors         | 984        | 1,038        |
| Cheques payable | -          | 39           |
|                 | <b>984</b> | <b>1,077</b> |

## 6.37 TAXES AND SOCIAL SECURITY

|   | 31.12.2005 | 31.12.2004   |
|---|------------|--------------|
| Diferred tax for the period                 | 503        | 541          |
| Differences of tax audit for previous years | -          | 173          |
| Tax for the period                          | 455        | 552          |
| <b>Tax expense for the period</b>           | <b>958</b> | <b>1,265</b> |

|                                   | 31.12.2005   | 31.12.2004   |
|-----------------------------------|--------------|--------------|
| Obligations from taxes and duties | 950          | 730          |
| Social security                   | 602          | 599          |
| <b>TOTAL</b>                      | <b>1,552</b> | <b>1,329</b> |

## 6.38 OTHER OBLIGATIONS – ADVANCES

|                         | 31.12.2005   | 31.12.2004   |
|-------------------------|--------------|--------------|
| Dividends payable       | 10           | -            |
| Prior period revenues   | 14           | 6            |
| Prepaid expenses        | 425          | 358          |
| Transit credit balances | -            | 81           |
| Other creditors         | 1,067        | 875          |
| <b>TOTAL</b>            | <b>1,516</b> | <b>1,320</b> |

| Obligations to clients | 31.12.2005 | 31.12.2004   |
|------------------------|------------|--------------|
| Advances to clients    | 882        | 1,292        |
| <b>TOTAL</b>           | <b>882</b> | <b>1,292</b> |

## 6.39 ADJUSTMENT TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (IFRS)

According to the need to provide comparative information in accordance with IFRS, the revaluation and adjustments to the value of the various assets and liabilities of the Group and the Company were performed on 31.12.2003. This resulted in a change in the financial statements, which were previously prepared and published in accordance with Law 2190/1920.

The change in accounting standards resulted in a change in the Total Equity as of 01.01.2004 and 31.12.2004, as follows:

### RECONCILIATION OF EQUITY FOR THE GROUP

|  | 31.12.2005    | 31.12.2004    |
|--|---------------|---------------|
| (according to Greek accounting standards)  | 65,443        | 10,045        |
| Adjustment of transfer of interest of loan of the constructive period to tangible assets | 713           | 356           |
| Adjustment of the non recognition of the foundation expenses as asset                    | 27            | 27            |
| Adjustment of the depreciations  | - 449         | - 1,110       |
| Adjustment of the transfer of consumable fixing to the expenses                          | - 1,787       | - 2,231       |
| Adjustment to the provision for staff termination indemnity                              | 385           | 233           |
| Recognition of deferred tax liability according to IFRS                                  | 363           | 1,243         |
| Fixed asset revaluation according to IFRS I  | -             | 8,508         |
| Reversal of dividends payable prior to the Board of Directors' approval                  | 1,004         | -             |
| Expenses of raise/decrease of the capital and other                                      | - 223         | - 80          |
| <b>TOTAL</b>   | <b>34</b>     | <b>6,946</b>  |
| <b>Invested capital according the IFRS</b>   | <b>65,477</b> | <b>16,991</b> |

|   | 12 months until 31.12.2004 |
|---|----------------------------|
| Total of results in the beginning of the period (according to Greek accounting standards) | 2,115                      |
| Adjustment of transfer of loan interest of the constructive period to tangible assets     | 357                        |
| Adjustment of the non-recognition of the foundation expenses as asset                     | 354                        |
| Adjustment of depreciation  | 307                        |
| Adjustment of the transfer of consumable fixing to the expenses                           | 444                        |
| Adjustment to the provision for staff termination indemnity                               | 152                        |
| Recognition of deferred tax liability according to the IFRS                               | - 552                      |
| Expenses of raise/decrease of the capital and other                                       | - 143                      |
| <b>TOTAL</b>  | <b>920</b>                 |
| <b>Results according to the IFRS</b>  | <b>3,035</b>               |

During the preparation of the intermediate financial statements of 30.06.2005, the first after the implementation of the IFRS audited by the Certified Auditors, there was a need of a different presentation of the assets accounts:

- a) Intangible assets, more specifically renovation expenses, capital raise expenses and the interest and loan expenses.
- b) The inventory of the operating supplies, namely linen, silver crystal etc

The postings realized for the proper presentation of the above accounts concerning the first semester of the financial years 2005 and 2004 that had influence on the result before taxes were:

| (in thousand €)  | 31.03.2005 | 31.03.2004 |
|--|------------|------------|
| Reverse of depreciation of the renovation period                     | - 8        | 84         |
| Reverse of depreciation of the expenses for capital raise            | -          | 11         |
| Reverse of depreciation (25%) of the expenses for operating supplies | 111        | 111        |
| Reverse of depreciation of interests and loan expenses               | 196        | 195        |
| Calculation of new depreciation (3%) for interests and loan expenses | - 29       | - 29       |
| <b>Total of difference in losses before taxes</b>                    | <b>270</b> | <b>373</b> |

The adjustment of the above amounts and of the total depreciation of operating supplies on 31.12.2003 created changes to the income and deferred tax, thus the results after taxes to changes to € 630.345 for the 1st semester of 2004 and € 97.204 for the 1st semester of 2005.

The Company has informed the relevant authorities of the changes and has published the corrected financial statement on the Internet.

The financial statements for the 2nd and 3rd semesters of 2005 are published and the present financial statements do not present changes.

## 6.40 COMMITMENTS AND POSSIBLE OBLIGATIONS

The Company considers that there are no major obligations deriving from the past that impose an outflow. Toward the Company are pending employees lawsuits amounting at € 78 thousand. The fund of hotel employees (TAXI) has verified social contributions on behalf of the Company at the amount of € 29 thousand towards the Company has appealed. Also, there are pending claims from shareholders amounting at approximately € 38 thousand covered by the provision.

The tax authorities have not audited the Company for the fiscal years 2003, 2004 and 2005. The Company has calculated provisions for any possible tax differences.

## 6.41 REMUNERATIONS AND OTHER BENEFITS TO THE MEMBERS OF THE BOARD

The remunerations for the Board of the Directors for the fiscal year 2005 amount at € 20 thousand. The remunerations and benefits for managers amount at € 844 thousands.

## 6.42 RELATED PARTY TRANSACTIONS

For the fiscal year 2005 the sales to the subsidiary GRAND BRETAGNE LTD amounted to € 60 thousand, while the claims from the Ltd on 31.12.2005 amounted at € 9 thousand.

## 6.43 DIVIDEND PER SHARE

The Board of Directors will propose to the General Assembly of the Shareholders on 30.06.2006 the distribution of dividend at € 0,05 per share.

## 6.44 SUBSEQUENT EVENTS

No subsequent events exist after the balance sheet of 31.12.2005. Any details for the bond loan are mentioned in n.33.



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GRANDE BRETAGNE

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# CHAPTER

# 7

## 7. AFFILIATED COMPANIES

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### 7.1. SUBSIDIARIES

#### **GRAND BRETAGNE LTD.**

The Company was established on 14.03.2003 under the corporate name GRAND BRETAGNE L.T.D. and trades as GRAND BRETAGNE TRADING L.T.D.

It's headquarters is in the Municipality of Athens and its offices are located on I, Vas. Georgiou I Ave.

By means of decision of the meeting of partners, the Company may establish branches, agencies or offices in other cities, in Greece or abroad.

The scope of the company is, inter alia:

- To import, represent and trade various food items and consumables (tobacco and alcoholic beverages)
- To trade cigarettes, cigars, tobacco, newspapers and books on a retail basis
- To import and trade stationery, textiles and tourist items in general
- To operate and manage hairdressing salons, restaurants, refreshment booths, café - bars, etc.

The Company's share capital stands at € 18,000. The company LAMPSA HELLENIC HOTELS CO. S.A. holds 98.4% of the shares, while 0.16% are in the possession of Mr. Emmanuel Mavrikakis.

By decision of the meeting of partners taken in accordance with the provisions of Law 3190/55 as amended and in force, Mr. Konstantinos Vasiliadis, resident of Nikaia (ID Card No. Γ 126839/70) has been appointed company administrator.

GRAND BRETAGNE L.T.D. has leased a retail unit within the Hotel from LAMPSA HELLENIC HOTEL CO S.A.

There are no other types of agreements or collaboration between LAMPSA HELLENIC HOTEL CO S.A. and GRAND BRETAGNE L.T.D.

### 7.2 ASSOCIATED ENTERPRISES

There are no associated enterprises.



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# 8

## 8. PROVISIONS

The breakdown of provisions for the growth in sales and Company results for the year 2006 is presented at current prices on the table below:

| (in €)                               | 2006      |
|--------------------------------------|-----------|
| Turnover (sales of services)         | 32,300.00 |
| Less: Cost (sales of services)       | 17,765.00 |
| Partial operating (profit) results   | 14,535.00 |
| Plus: Other operating results        | 800.00    |
| Total gross profit                   | 15,335.00 |
| Less:                                |           |
| Administrative expenses              | 3,900.00  |
| Selling and distribution expenses    | 2,100.00  |
| Operating results                    | 9,335.00  |
| Less: Extraordinary results          | 500.00    |
| Profit before taxes and depreciation | 8,835.00  |
| Debit/credit interest                | 1,100.00  |
| Profit before depreciation           | 7,735.00  |
| Less: Depreciation                   | 2,900.00  |
| Profit before taxes                  | 4,835.00  |

### Assumptions used in provisions

#### Turnover

The Company expects that turnover for 2006 will be around € 32,300,000.

In making the forecast that sales are expected to rise by around 5%, consideration has been taken to the Company's increased productivity and competitiveness following implementation of its business plan. In particular, full use of the Hotel has laid the foundation for an increase in turnover. Moreover, the Company benefited significantly from the 2004 Olympic Games and is expected to significantly bolster its presence in the hotel sector and in terms of its turnover. Individual figures worth mentioning include the expected increase in occupancy rates, average rooms rates, and revenues generated by the catering departments.

#### Gross profit margin

The gross profit margin will significantly improve in light of the above points, primarily due to the squeeze on operating costs and will stand at a figure of over 45% of sales.



## Profits before interest, taxes and depreciation

Profits before interest, taxes and depreciation for the 2006 accounting period are expected to rise and are estimated at € 8,835,000, representing an increase by 6% compared to 2005, as a result of more rational Hotel operations, squeezing down costs, changes in internal structures having carried out studies on productivity indicators and a general improvement in the effectiveness of internal operations.

## Profits before tax

Bearing in mind the points made above, earnings before taxes for the 2006 accounting period are expected to stand at € 4,835,000, exceeding the results of the last two profitable years, and will primarily derive from operating activities.

Each month the Company Management estimates the turnover and Company performance for the next three months.

To estimate the Company turnover and results, particular emphasis is placed on data such as month historicity, seasonality, inflation, changes in exchange rates, the level of available income, moves by competitors, general political-economic conditions, etc.

These factors can develop in such a way that deviations from the forecasts made above emerge.

It should be stressed that the aforementioned growth in Company results for 2006 is indicative and the Company does not warrant achievement of these figures. Moreover, it is clear that these figures relate exclusively to the “Grand Bretagne” Hotel and do not take into account the contribution of the recently acquired “Hyatt Belgrade” Hotel.



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*Athens*

# CHAPTER

# 9

## 9. LONG-TERM OBJECTIVES AND PROSPECTS

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### 9.1 OBJECTIVES AND STRATEGY

The Company's main objectives are to retain the "Grand Bretagne" Hotel's leading position in the luxury hotel sector in Greece and to promote it as one of the leading luxury hotels worldwide.

Building on the long tradition, strong brand name and prestige of this historic Hotel, the Company Management has prepared a dynamic strategy to meet the increasing requirements of the ever-changing tourism sector.

The main objectives of the Company's business strategy are:

- To further bolster the Hotel's reputation and keep it among the top luxury hotels in the country
- To provide quality services which fully match -and even exceed- hotel guest expectations
- To offer competitive services for the luxury hotel category
- To promote the "Grand Bretagne" Hotel as a destination ideal for incentives on the European and American market.
- To correctly select, constantly train and prudently utilize the Company's human resources
- To create a model working environment which attracts quality employees while offering opportunities for both personal advancement and career development
- To improve relations with an extensive network of strategic associates (companies, airlines, travel agencies, etc.)
- To expand and differentiate the, Hotel's service portfolio with quality - and innovative accommodation packages
- To constantly ensure added value for shareholders, employees and Hotel guests.

At the same time, thanks to the Hotel's outstanding reputation and leading position in the sector, the corporate strategy also focuses on priorities which are in line with the national tourism strategy. Against this background, the Company seeks to improve occupancy rates at the hotel during low season (December to March); help promote Athens as an ideal congress destination; collaborate with GNTD and the Ministry of Tourism Development to promote Greece abroad; and support the tourism and hotel sectors in national and international advertising campaigns.

### 9.2 INVESTMENT POLICY

As part of its strategic development, the Company has invested € 85,000,000 in renovations and upgrading the "Grand Bretagne" Hotel. These investments primarily relate to improvements and upgrading of the quality of equipment and fittings, building and other facilities, and were paired with moderation and reorganisation of the services offered, seeking to further bolster the Hotel's positions in the sector and increase its market share.

The Hotel's unique architecture, its brand new fittings which are complemented by authentic antiques, the sense of luxury it exudes and the outstanding level of services offered are expected to attract countless guests and to drastically increase the Company results and profits for shareholders. Moreover, successful hosting of the 2004 Olympic Games indicates that the Company will perform profitably over the years to come.

Improvements in the macroeconomic indicators for the national economy and the expected increase in building and economic activity in general in the capital region also lay the foundations for a satisfactory increase in the Company's business in the near future.

### 9.3 DIVIDEND POLICY

The Board of Directors decided to recommend a dividend of € 0.05 per share to the General Meeting. In setting the dividend at this level, the Board of Directors took into account (a) the favorable tax regime applicable to the Company (due to previous tax losses) and (b) the expansion in investment activities to further 'grow' the Company.

Pursuant to Article 38 of the Company's Charter on profit distribution, distribution of the amount required to pay the first dividend follows distribution of the amount required to form the statutory reserve.

The amount required to pay the first dividend corresponds to 6% minimum of the share capital which has been paid up and may not be less than 35% of the net profits having deducted the statutory reserve in line with Article 45 of Codified Law 2190/1920 read in conjunction with the provisions of Development Law 148/1967 and Law 876/1979, unless the General Meeting decides otherwise by the majority cited in articles 2 and 3 of Development Law 148/1968 as replaced by Article 1 of Law 876/1979.

According to current legislation (Article 109 of Law 2238/1994), companies are taxed at a rate of 35% on taxable income before any distribution of profits.

This means that dividends are distributed from income that has already been taxed and therefore there is no tax obligation to the Shareholder on the dividends he receives.

The date of acquisition of a dividend is taken to be the date of approval of the Balance Sheet by the General Meeting of Shareholders of the Company.



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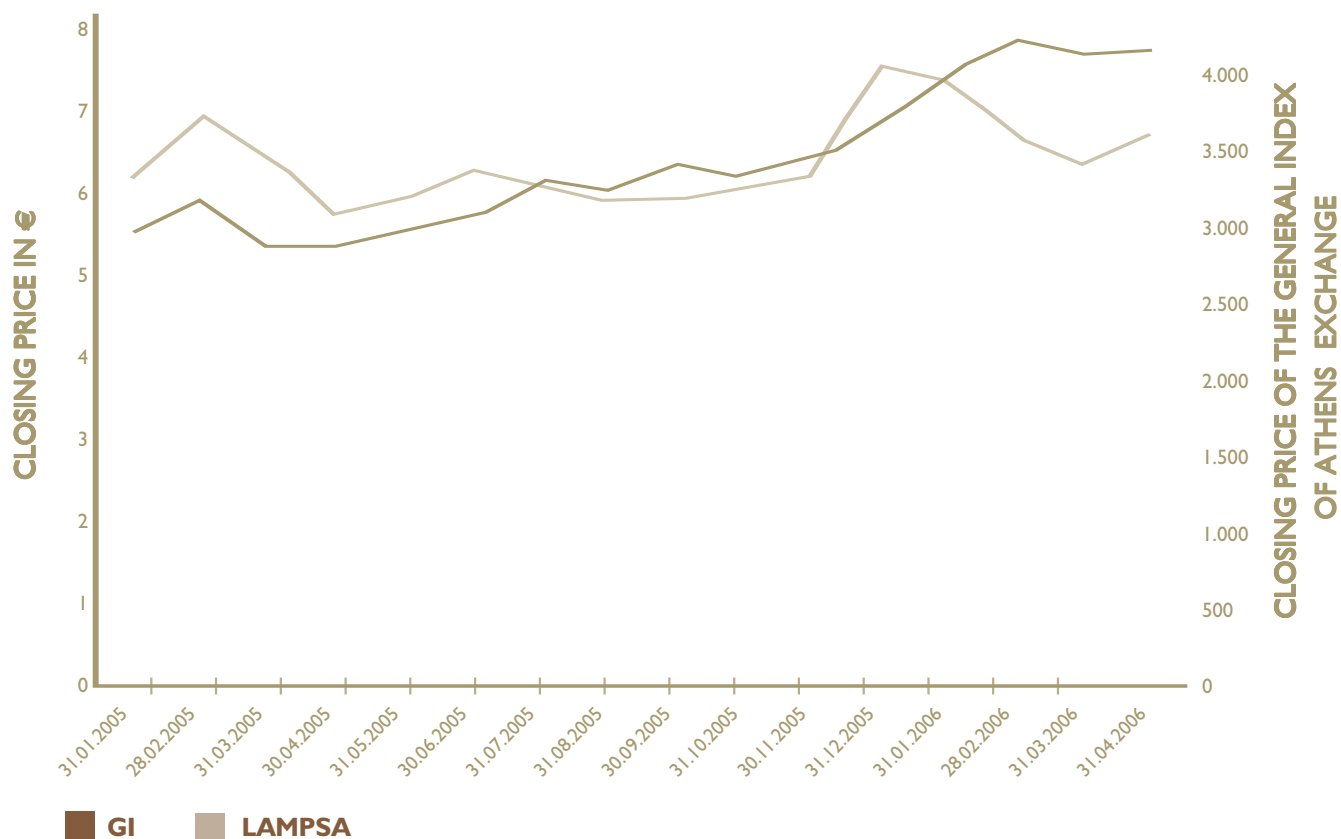
# 10

## 10. FINANCIAL DATA OF SHARE

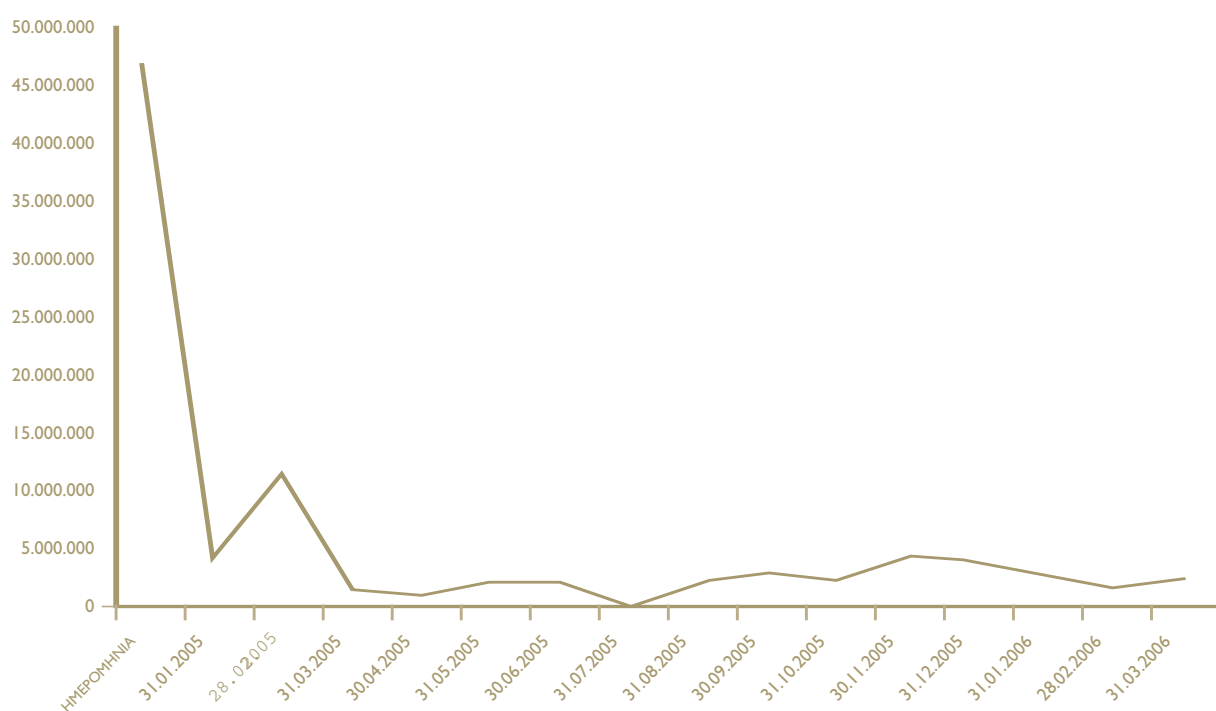
The evolution of the share price on the last day of each month, of total monthly volume and of market capitalization of the Company's shares during 2005 and the first four months of 2006 is as follows:

| Date       | Closing price<br>of General Index | Closing Price<br>of Share | Monthly<br>Trading<br>Volume | Value of<br>Total Monthly<br>Trading Volume |
|------------|-----------------------------------|---------------------------|------------------------------|---|
| 31.01.2005 | 2,919.93                          | 6.12693                   | 5,405,200                    | 46,953,000                                  |
| 28.02.2005 | 3,145.16                          | 6.87798                   | 691,746                      | 4,465,540                                   |
| 31.03.2005 | 2,854.91                          | 6.38387                   | 1,681,976                    | 11,523,600                                  |
| 30.04.2005 | 2,868.45                          | 5.71188                   | 256,328                      | 1,534,570                                   |
| 31.05.2005 | 2,959.53                          | 5.92929                   | 201,098                      | 1,122,090                                   |
| 30.06.2005 | 3,060.73                          | 6.24552                   | 348,122                      | 2,193,530                                   |
| 31.07.2005 | 3,271.78                          | 6.10717                   | 367,451                      | 2,156,150                                   |
| 31.08.2005 | 3,231.48                          | 5.900                     | 253,744                      | 1,511,320                                   |
| 30.09.2005 | 3,381.96                          | 5.900                     | 321,864                      | 1,973,670                                   |
| 31.10.2005 | 3,307.32                          | 6.0200                    | 511,647                      | 2,991,460                                   |
| 30.11.2005 | 3,441.64                          | 6.200                     | 339,959                      | 2,047,130                                   |
| 31.12.2005 | 3,663.90                          | 7.500                     | 589,431                      | 4,085,210                                   |
| 31.01.2006 | 3,977.84                          | 7.3200                    | 483,434                      | 3,617,190                                   |
| 28.02.2006 | 4,202.85                          | 6.700                     | 329,110                      | 2,364,400                                   |
| 31.03.2006 | 4,122.34                          | 6.3400                    | 209,971                      | 1,348,820                                   |
| 30.04.2006 | 4,139.96                          | 6.700                     | 308,230                      | 2,021,360                                   |

## COMPARISON BETWEEN THE SHARE PRICE OF LAMPSA S.A. AND GENERAL INDEX OF THE ATHENS EXCHANGE



## VALUE OF TOTAL MONTHLY TRADING VOLUME (in €)





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# APPENDIX



## AUDITORS' REPORT

To the Shareholders of LAMPSA HELLENIC HOTELS S.A.

We have audited the accompanying financial statements of LAMPSA HELLENIC HOTELS S.A. for the year ending on 31 December 2005. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the Greek Auditing Standards, which are based on the International Standards on Auditing. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, evaluating the overall financial statement presentation as well as assessing the consistency of the Board of Directors' report with the aforementioned financial statements. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the aforementioned financial statements give a true and fair view of the financial position of the Company as of 31 December 2005, and of the results of its operations and its cash flows and changes in shareholders' equity, for the year that ended in accordance with the International Financial Reporting Standards that have been adopted by the European Union and the Board of Directors' Report is consistent with the aforementioned financial statements.

Athens, 30 March 2006

Auditor

**George Deligiannis**

A.M. S.O.E.L. 15791

GRANT THORNTON

44 Vassileos Konstantinou St.

116 35 Athens

A.M. S.O.E.L. 127

## INVITATION TO THE GENERAL MEETING OF SHAREHOLDERS OF LAMPSA HELLENIC HOTELS S.A.

AR.M.A.E 6015/06/B86/135

According to the Law and the memorandum of association, the Board of Directors of the company "LAMPSA HELLENIC HOTELS S.A." after the decision taken on June 6, 2006, invites Shareholders of the incorporated company "LAMPSA HELLENIC HOTELS S.A." to the General Meeting on Friday June 30, 2006 at 12.00 at the premises of the Company on Vas.Georgiou A'I st., in order to conclude to the following issues of the agenda:

### AGENDA

- 1) Submission and approval of the yearly financial statements and distribution of the profit of the fiscal year 1/1/2005-31/12/2005 with the notes of the Board of Directors and the Auditors.
- 2) Exemption of the members of the Board of Directors and the Auditors from every responsibility of compensation for the annual financial statements and the management of the above fiscal year.
- 3) Approval of the remuneration for members of the Board for the year 2005 and pre-approval of the remuneration for the year 2006.
- 4) Election of the Auditor and Deputy Auditor for the year 2006 and determination of audit fees.
- 5) Capital raise with capitalization of the building escalation.
- 6) Other announcements.

Due to the fact that the company shares are fully electronically presented, Shareholders willing to participate in the General Meeting must block the total or part of their stocks through the operator of the System of Bodiless Freeholds (S.A.T.) and receive affirmation for the shares block they must submit to the Company or the Deposit and Loan Funds or to any Bank in Greece and present proof of the deposit and any representation papers at least (5) five days prior to the day of the General Meeting at the offices of the company (Vas.Georgiou A'I-Athens, tel.210-33.30.840, fax.210-33.30.838), in order to be able to participate in the General Meeting.

Athens, June 6th, 2006

The Board of Directors

## REPORT OF THE BOARD OF DIRECTORS OF THE LAMPSA HELLENIC HOTELS S.A. TO THE GENERAL MEETING OF THE SHAREHOLDERS OF THE YEAR 2006

Dear Shareholders,

We hereby submit the financial statements of the 86th fiscal year from 1st January 2005 to 31st December 2005, for approval.

Profit before taxes for the year end amounts at € 4.397.657,84, whereas profit of the previous year was € 4.299.473,28. Profit after taxes amounted at € 3.439.875,89 against € 3.034.271,41 of the previous year. The Company improved its financial results greatly. The “Grand Bretagne” Hotel restarted its operations after a complete renovation, partly on March 17 2003 and in full on September 15 2003, thus this is the second year of full hotel operation, without the effect of the Olympic Games 2004. The yearly gains are due to:

- a) A raise of turnover mainly from the Food and Beverage departments (5%), other revenues (11%) and, mainly, occupancy (25%).
- b) The decrease of the operating cost that improved the gross results (19,51% on the revenues) against the previous year (20,26% on the revenues).

The Company had gains despite the fact that the results were charged by:

- a) The high amount of depreciation due to the building renovation and the purchase of new equipment.
- b) The high amount of interest for the loan taken. During the first semester of 2006, the Company received a bond loan by EFG EUROBANK ERGASIAS with better terms than the previous long-term loan that was paid off, the interests of which are going to decrease in future years.

For the fiscal year, the profit after taxes rose to € 3.439.875,89.

The Board of the Directors announced that the proposed dividend per share is € 0,05 for the reasons described below:

- a) The Company transfers tax losses of € 7,7 million due to the losses of the years 2002 and 2003 - losses that, were they not set off in the next five years they would be erased. Thus, the remaining non-distributed amount will set off a part of the losses and it can be distributed in future years with a lower tax factor.
- b) As is already announced, the Company anticipates further development and shall seek liquidity.

The turnover of the Company for the year 2005 was € 31.000.817,67 compared to € 30.497.596,33 for the previous year, covering the contribution of the Olympic Games of 2004.

Revenues are analyzed as follows:

| (in €)                    | 2005              | 2004              | Difference % |
|---------------------------|-------------------|-------------------|--------------|
| Room sales                | 17,621,269        | 17,827,833        | -1.16%       |
| Food and beverage sales   | 11,873,251        | 11,367,311        | 4.45%        |
| SPA and health club sales | 774,785           | 706,144           | 9.72%        |
| Telephone revenues        | 257,109           | 228,366           | 12.59%       |
| Other revenues            | 474,404           | 367,942           | 28.93%       |
| <b>TOTAL</b>              | <b>31,000,818</b> | <b>30,497,596</b> | <b>1.65%</b> |

All hotel departments had, almost, a raise against the previous year. Rooms were the only department that managed to reimburse the € 3,5 million revenues from the Olympic Games of 2004 with a striking rise of the average hotel occupancy. The Food and Beverage departments present rises thanks to the successful operation of the GB Corner, the Winter Garden and the GB Roof Garden.

The rooms occupancy rose to 67,40% against 53,55% in the previous year (25% raise).  
Also, the average hotel occupancy was € 223,14 against € 283,14 in the previous year.

The operating cost (cost of sales before depreciation plus administration and marketing expenses) rose to € 243.840,45, increased by (1,08%) compared to 2004. This marginal rise was due to the revenues rise that also raised the expenses, yet the ratio was discounted (73,8% against 74,2% of 2004).

The Company's financial expenses were diminished to € 336.934,45, due to a drop of the interest expenses thanks to the pay-off of a major part of the Company's loan obligations.

The Company's bank loan for 31.12.2005 was € 30.000.000,00 after the successful capital raise in the first semester of 2004, used for the payment of the loan obligations.

| ROOMS - NIGHTS    | 2003*  | 2004** | 2005    |
|-------------------|--------|--------|---------|
| Rooms - nights    | 35,792 | 64,350 | 80,208  |
| Guest room nights | 53,391 | 91,451 | 122,425 |

## RESULTS

(in thousand €)

| REVENUES   | 2003*             | 2004**           | 2005             |
|--|-------------------|------------------|------------------|
| Turnover   | 15,583.00         | 30,497.60        | 31,000.82        |
| Rentals  | 83.85             | 273.67           | 328.41           |
| Other income                                       | 164.27            | 823.56           | 436.79           |
| <b>TOTAL</b>                                       | <b>15,831.12</b>  | <b>31,594.83</b> | <b>31,766.02</b> |
| <b>PROFIT/LOSSES BEFORE DEPRECIATION AND TAXES</b> | <b>- 2,061.51</b> | <b>7,079.63</b>  | <b>7,236.49</b>  |
| <b>MINUS: DEPRECIATION</b>                         | <b>2,868.18</b>   | <b>2,780.16</b>  | <b>2,838.83</b>  |
| <b>PROFIT/LOSSES BEFORE TAXES</b>                  | <b>- 4,929.69</b> | <b>4,299.47</b>  | <b>4,397.66</b>  |

\* 9,5 month operation

\*\*Olympic Games 2004

The Company possesses only the building of the “Grand Bretagne” Hotel at the value and with chattel real recorded in the Balance Sheet.

During the submission of the present report there are no considerable losses that shall influence the financial statement of the Company.

The Board of Directors wishes to inform shareholders that the “Grand Bretagne” Hotels began its operations in March 2003, starting a new era in its history, with lots of positive comments regarding its new premises.

The hotel’s unique architecture, new equipment and antiques; the luxury atmosphere; and high-quality service standards are expected to attract many guest and provoke a long-term raise in the Company’s results and Shareholders’ profit.

The Board of Directors announces its optimism for the continuation of the successfully operation of the “Grand Bretagne” Hotel, as well as after the complete renovation and incorporation to the chain LUXURY COLLECTION OF STARWOOD HOTELS AND RESORTS, for the strong financial position of the Company after the successful capital rise -€ 45 million- combined with a) turnover increase and b) accomplishment of high EBITDA (earnings before interest, taxes and depreciation). Finally, highly positive are the results of the first months of 2006, with a 9% increase of the REVPAR (Revenue per available room) and a 31% increase of the GOP (Gross Operating Profit).

Following the above, please approve the financial statements for the fiscal year 2005.

Athens, March 28, 2006.

**Maurice Modiano,  
President, Board of the Directors**

**LAMPSEA HELLENIC HOTELS S.A.**  
**HEADQUARTERS: 1 VASILEOS GEORGIU A' STR., 105 64 ATHENS**  
**VAT No 094008519, PREF. REG. No 6016/06/B/86/135**  
**SUMMARISED RESULTS AND INFORMATION FOR THE PERIOD FROM 1 JANUARY 2005 TO 31 MARCH 2005**  
*According to International Financial Reporting Standards.*  
 The following financial results and information aim to offer a general summary about the financial position  
 and the financial results of the company LAMPSEA HELLIC HOTELS S.A.

| BALANCE SHEET   |                       |                       | INCOME STATEMENT           |                      |
|---|-----------------------|-----------------------|----------------------------|----------------------|
|   | 31.03.2005            | 31.12.2004            | 01/01/05-31/03/05          | 01/01/04-31/03/04    |
| <b>ASSETS</b>   |                       |                       |                            |                      |
| Tangible assets   | 88,837,307.52         | 87,415,908.99         | 8,085,111.84               | 5,073,384.12         |
| Subsidiaries  | 17,970.00             | 17,970.00             | 1,173,937.00               | -489,488.51          |
| Inventory   | 2,028,191.09          | 2,179,943.22          |                            |                      |
| Trade and receivables   | 2,510,710.53          | 3,007,858.08          | -51,483.74                 | 1,055,023.62         |
| Other assets  | 10,242,182.59         | 8,814,122.10          |                            |                      |
| <b>TOTAL ASSETS</b>   | <b>101,446,316.73</b> | <b>102,035,802.40</b> |                            |                      |
| <b>EQUITY AND LIABILITIES</b>   |                       |                       |                            |                      |
| Long term liabilities   | 26,380,330.50         | 28,764,890.00         |                            |                      |
| Short-term bank/ liabilities  | 4,500,000.00          | 1,000,000.00          |                            |                      |
| Other short-term liabilities  | 4,867,813.18          | 5,027,180.80          |                            |                      |
| <b>Total liabilities (a)</b>  | <b>35,748,143.68</b>  | <b>34,792,070.80</b>  |                            |                      |
| Net worth of Company (b)  | <b>65,698,173.05</b>  | <b>67,243,731.60</b>  |                            |                      |
| <b>TOTAL EQUITY AND LIABILITIES</b>   | <b>101,446,316.73</b> | <b>102,035,802.40</b> |                            |                      |
| <b>STATEMENT OF CHANGES IN EQUITY</b>   |                       |                       | <b>CASH FLOW STATEMENT</b> |                      |
|   | 31.03.2005            | 31.03.2004            | 01/01/05-31/03/05          | 01/01/04-31/03/04    |
| Equity opening balance  | 66,143,743.80         | 18,035,312.63         |                            |                      |
| Increase/(decrease) of share capital  | 0.00                  | 45,780,000.00         |                            |                      |
| Net income directly in net worth  | 0.00                  | 0.00                  |                            |                      |
| Profit/(losses) after taxes for the period  | -257,678.73           | -1,027,838.16         |                            |                      |
| Purchase/(sales) of shares  | 0.00                  | 0.00                  |                            |                      |
| <b>Equity opening balance</b>   | <b>65,886,065.07</b>  | <b>67,062,474.47</b>  |                            |                      |
| <b>STATEMENT FOR RECONCILIATION OF EQUITY BETWEEN GREEK &amp; INTERNATIONAL FINANCIAL REPORTING STANDARDS</b> |                       |                       |                            |                      |
|   | 01.01.2005            | 01.01.2004            |                            |                      |
| Opening balance according to Greek Accounting Standards   | 85,443,387.59         | 18,582,853.98         |                            |                      |
| Intangible assets   | -1,220,004.54         | -1,431,204.00         |                            |                      |
| Write off of provision for staff retirement   | 250,000.00            | 748,217.28            |                            |                      |
| Reconciliation of provision for staff retirement  | -864,888.00           | -512,349.00           |                            |                      |
| Reconciliation of dividend for the fiscal year 2004   | 1,004,108.00          | 0.00                  |                            |                      |
| Adjusted tax  | 531,870.35            | 680,485.40            |                            |                      |
| <b>Opening balance according to IFRS</b>  | <b>85,163,743.80</b>  | <b>18,035,312.63</b>  |                            |                      |
|   |                       |                       |                            |                      |
| Turnover  |                       |                       | 8,085,111.84               | 5,073,384.12         |
| Gross profit/(losses)   |                       |                       | 1,173,937.00               | -489,488.51          |
| Profit/(losses) before finance charges & losses   |                       |                       | -51,483.74                 | 1,055,023.62         |
| Profit/(losses) before finance charges, depreciation & losses   |                       |                       | 808,590.85                 | 225,880.67           |
| Profit/(losses) before taxes  |                       |                       | -329,671.48                | -1,677,968.22        |
| Taxation  |                       |                       | 81,352.73                  | 850,120.07           |
| <b>Profit/(losses) after taxes</b>  |                       |                       | <b>-257,678.73</b>         | <b>-1,027,838.16</b> |
| <b>Operating activities</b>   |                       |                       |                            |                      |
| Profit/(losses) before taxes  |                       |                       | -257,678.73                | -1,027,838.16        |
| Plus/less adjustments for:  |                       |                       |                            |                      |
| Depreciation  |                       |                       | 860,074.20                 | 828,124.85           |
| Interest charges and related expenses   |                       |                       | 313,382.00                 | 602,803.19           |
| Provisions  |                       |                       | 25,640.00                  | 12,937.25            |
| Exchange charge difference  |                       |                       | 0.00                       | 0.00                 |
| Extraordinary losses  |                       |                       | 0.00                       | 0.00                 |
| <b>Net cash from operating activities before changes in working capital</b>                                   |                       |                       | <b>941,418.00</b>          | <b>466,027.23</b>    |
| Plus/less adjustments for working capital   |                       |                       |                            |                      |
| Increase/(decrease) in inventories  |                       |                       | 151,792.13                 | 183,334.98           |
| Increase/(decrease) in receivables  |                       |                       | 1,290,679.06               | 765,010.80           |
| Increase/(decrease) in liabilities  |                       |                       | -440,640.18                | -1,217,678.51        |
| Interest and related expenses paid  |                       |                       | -313,382.00                | -602,803.19          |
| <b>Net cash from operating activities (a)</b>   |                       |                       | <b>1,629,767.50</b>        | <b>-466,027.23</b>   |
| Investing activities  |                       |                       |                            |                      |
| Income from sale of tangible and intangible assets  |                       |                       | 0.00                       | 0.00                 |
| Purchase of tangible assets   |                       |                       | -81,472.73                 | -389,443.02          |
| Purchase of intangible assets   |                       |                       | 0.00                       | 0.00                 |
| Purchase/(sales) of participations to associated companies  |                       |                       | 0.00                       | 0.00                 |
| <b>Total inflows/outflows from investing activities (b)</b>   |                       |                       | <b>-81,472.73</b>          | <b>-389,443.02</b>   |
| Financing activities  |                       |                       |                            |                      |
| Increase/(decrease) of share capital  |                       |                       | 0.00                       | 45,780,000.00        |
| Loans repayments  |                       |                       | 0.00                       | -45,620,438.35       |
| Dividends payable   |                       |                       | 0.00                       | 0.00                 |
| <b>Total inflows/outflows from financing activities (c)</b>   |                       |                       | <b>0.00</b>                | <b>159,561.65</b>    |
| <b>Net increase/(decrease) in cash and cash equivalents for the period (a)+(b)+(c)</b>                        |                       |                       | <b>1,548,294.77</b>        | <b>-785,908.60</b>   |
| <b>Cash and cash equivalents at the beginning of the period</b>   |                       |                       | <b>8,026,181.88</b>        | <b>4,319,728.50</b>  |
| <b>Cash and cash equivalents at the end of the period</b>   |                       |                       | <b>9,574,476.65</b>        | <b>3,533,819.90</b>  |

**ADDITIONAL FIGURES AND INFORMATION**

1. Existing encumbrances of the fixed assets of the company amounted to € 41,311,850.80 in secure Bank loans amounted to € 30,000,000.
2. Number of employees at 31.12.2005 were: 471 employees and at 31.12.2004 were: 481 employees.
3. The company has not been audited by the tax authorities for the fiscal years 2003, 2004 and 2005 and therefore its tax obligations have not been finalized for above fiscal years.
4. There are no pending judicial cases or court decisions that may have a significant effect on the financial position of the company.
5. There has been no change in the accounting policies as applied in the Financial Statements as of 31.12.2004.
6. The "Participations" account includes the amount of € 17,970, concerning the cost of acquisition for the company "Great Britain Ltd."

The President of Board

Maurice Modiano  
ID no GR 0208764

Athens, June 27 2005

The Managing Director

Nikolaos Dandolos  
ID no X 170751

The Director Of Finance

Konstantinos Kyrklakos  
ID no F 118801

[illegible]

| LAMPSPA HELLENIC HOTELS S.A.   |                |                |  |
|--|----------------|----------------|--|
| HEADQUARTERS: 1 VASILEOS GEORGIOU A' STR., 105 64 ATHENS   |                |                |  |
| VAT NO 094008615, PREF. REG. NO 601606188/135  |                |                |  |
| SUMMARISED RESULTS AND INFORMATION FOR THE PERIOD FROM 1 JANUARY 2005 TO 30 SEPTEMBER 2005   |                |                |  |
| <p>According to International Financial Reporting Standards.</p> <p>The following financial results and information aim to offer a general summary about the financial position and the financial results of the company (LAMPSPA HELLENIC HOTELS S.A.).</p> <p>Therefore, we would advise investors, prior to any investment decision or transaction on the Company's stock, to consult at the Company's website to financial statements as required by the International Financial Reporting Standards as well as the auditors report.</p> <p>www.grandebretagne.gr, where they can find the financial statements of the 2005 according to the IFRS.</p> |                |                |  |
| INCOME STATEMENT   |                |                |  |
|  | 30.09.2005     | 31.12.2004     |  |
| ASSETS   |                |                |  |
| Intangible assets  | 87,295,078.09  | 88,910,084.90  |  |
| Subsidiaries   | 17,870.00      | 17,870.00      |  |
| Inventory  | 430,503.30     | 352,931.68     |  |
| Trade and receivables  | 2,595,345.39   | 3,801,858.09   |  |
| Other assets   | 10,580,145.11  | 8,480,532.47   |  |
| TOTAL ASSETS   | 103,588,942.99 | 103,588,377.14 |  |
| EQUITY AND LIABILITIES   |                |                |  |
| Long-term liabilities  | 28,041,810.50  | 27,354,026.00  |  |
| Short-term liabilities   | 3,000,000.00   | 1,500,000.00   |  |
| Other shareholders' liabilities  | 4,812,735.00   | 5,027,132.40   |  |
| Total Liabilities (B)  | 35,854,545.50  | 35,881,158.40  |  |
| Net worth of Company (B)   | 67,734,397.49  | 67,707,218.74  |  |
| TOTAL EQUITY AND LIABILITIES   | 103,588,942.99 | 103,588,377.14 |  |
| STATEMENT OF CHANGES IN EQUITY   |                |                |  |
|  | 30.09.2005     | 30.09.2004     |  |
| Equity opening balance   | 67,734,397.49  | 67,707,218.74  |  |
| Increases/(decreases) of share capital   | -1,682,400.00  | -45,700,000.00 |  |
| Increases/(decreases) of reserves  | 2,235,345.15   | 2,358,550.02   |  |
| Transfers  | -1,004,108.00  | 0.00           |  |
| Revaluation of Building  | 0.00           | 0.00           |  |
| Equity opening balance   | 65,235,342.64  | 65,120,378.76  |  |
| STATEMENT OF CHANGES IN LIABILITIES  |                |                |  |
|  | 30.09.2005     | 30.09.2004     |  |
| Equity opening balance   | 67,734,397.49  | 67,707,218.74  |  |
| Increases/(decreases) of share capital   | -1,682,400.00  | -45,700,000.00 |  |
| Increases/(decreases) of reserves  | 2,235,345.15   | 2,358,550.02   |  |
| Transfers  | -1,004,108.00  | 0.00           |  |
| Revaluation of Building  | 0.00           | 0.00           |  |
| Equity opening balance   | 65,235,342.64  | 65,120,378.76  |  |
| STATEMENT OF CHANGES IN LIABILITIES  |                |                |  |
|  | 30.09.2005     | 30.09.2004     |  |
| Equity opening balance   | 67,734,397.49  | 67,707,218.74  |  |
| Increases/(decreases) of share capital   | -1,682,400.00  | -45,700,000.00 |  |
| Increases/(decreases) of reserves  | 2,235,345.15   | 2,358,550.02   |  |
| Transfers  | -1,004,108.00  | 0.00           |  |
| Revaluation of Building  | 0.00           | 0.00           |  |
| Equity opening balance   | 65,235,342.64  | 65,120,378.76  |  |

## ADDITIONAL FIGURES AND INFORMATION

1. Issuing circumstances of the fixed assets of the company amounted to € 47,311,368.33 to secure Bank loan amounted to € 30,000,000.
2. Number of employees at 31.12.2005 were 417 employees and at 31.12.2004 was 481 employees.
3. The company has not been audited by the tax authorities for the fiscal years 2003, 2004 and 2005 and therefore its tax obligations have not been finalized for above fiscal years.
4. There are no pending judicial cases or court decisions that may have a significant effect on the financial position of the company.
5. There has been no change in the accounting policies as applied in the Financial Statements as of 31.12.2004.
6. The "Participations" account includes the amount of € 17,870, concerning the cost of acquisition for the company "Grand Bretagne Ltd."

The President of BOD  
 Maurice Mollatos  
 ID no GR 0203754

The Managing Director  
 Nikolaos Dardalos  
 ID no X 110721

The Director Of Finance  
 Konstantinos Kyriakos  
 ID no P 110521



