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## **LUELLA ENTERPRISES COMPANY LIMITED**

**REPORT AND FINANCIAL STATEMENTS**  
31 December 2019

# LUELLA ENTERPRISES COMPANY LIMITED

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## BOARD OF DIRECTORS AND OTHER OFFICERS

**Board of Directors:**

Vera Kaminara (appointed on 29/05/2020)  
Alexandra Michaelides  
Vasileios Trikoupis (resigned on 29/05/2020)

**Company Secretary:**

Adam Montanios  
16 Panteli Katelari street  
Diagoras House, 7th floor  
1097 Nicosia, Cyprus

**Independent Auditors:**

Crowe Cyprus Limited  
Certified Public Accountants and Registered Auditors  
Photiades Business Centre  
1st floor, 8 Stassinou Avenue  
P.O. Box 22545  
1522 Nicosia

**Registered office:**

16 Panteli Katelari street  
Diagoras House, 7th floor  
1097 Nicosia, Cyprus

# LUELLA ENTERPRISES COMPANY LIMITED

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## REPORT AND FINANCIAL STATEMENTS

31 December 2019

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# LUELLA ENTERPRISES COMPANY LIMITED

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## MANAGEMENT REPORT

The Board of Directors presents its report and audited financial statements of the Company for the year ended 31 December 2019.

### **Principal activities and nature of operations of the Company**

The principal activities of the Company, which are unchanged from last year, are the holding of investments, the provision of finance and the provision of consultancy services.

### **Review of current position, future developments and performance of the Company's business**

The results of this year are not considered satisfactory and the Board of Directors is making an effort to reduce the Company's losses. Despite the loss this year the Company's development to date and the financial position as reflected in the financial statements are satisfactory.

### **Results**

The Company's results for the year are set out on page 6.

### **Share capital**

There were no changes in the share capital of the Company during the year under review.

### **Board of Directors**

The members of the Company's Board of Directors as at the date of this report are presented on page 1. Mr. Vasileios Trikoupis who was appointed director at the date of incorporation resigned on 29 May 2020 and on the same date Mrs. Vera Kaminara was appointed in his place.

In accordance with the Company's Articles of Association all Directors presently members of the Board continue in office.

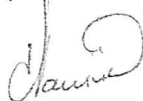
### **Events after the reporting period**

Any significant events that occurred after the end of the reporting period are described in note 18 to the financial statements.

### **Independent Auditors**

The Independent Auditors, Crowe Cyprus Limited, have expressed their willingness to continue in office and a resolution giving authority to the Board of Directors to fix their remuneration will be proposed at the Annual General Meeting.

By order of the Board of Directors,



Vera Kaminara  
Director

Nicosia, 1 July 2020

## Independent Auditor's Report

### To the Members of Luella Enterprises Company Limited

#### Report on the Audit of the Financial Statements

##### Opinion

We have audited the accompanying financial statements of parent company Luella Enterprises Company Limited (the "Company"), which comprise the statement of financial position as at 31 December 2019, and the statements of profit or loss and other comprehensive income, changes in equity and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of parent company Luella Enterprises Company Limited as at 31 December 2019, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union and the requirements of the Cyprus Companies Law, Cap. 113.

##### Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the "Auditor's Responsibilities for the Audit of the Financial Statements" section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code) together with the ethical requirements that are relevant to our audit of the financial statements in Cyprus, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

##### Other information

The Board of Directors is responsible for the other information. The other information comprises the information included in the Management Report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

##### Responsibilities of the Board of Directors for the Financial Statements

The Board of Directors is responsible for the preparation of financial statements that give a true and fair view in accordance with International Financial Reporting Standards as adopted by the European Union and the requirements of the Cyprus Companies Law, Cap. 113, and for such internal control as the Board of Directors determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

# **Independent Auditor's Report (continued)**

## **To the Members of Luella Enterprises Company Limited**

### **Responsibilities of the Board of Directors for the Financial Statements (continued)**

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

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

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves a true and fair view.

We communicate with the Board of Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

### **Report on Other Legal Requirements**

Pursuant to the additional requirements of the Auditors Law of 2017, we report the following:

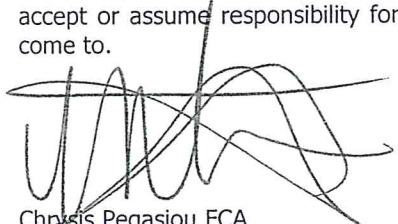
- In our opinion, the Management Report has been prepared in accordance with the requirements of the Cyprus Companies Law, Cap 113, and the information given is consistent with the financial statements.
- In our opinion, and in the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Management Report.

## Independent Auditor's Report (continued)

### To the Members of Luella Enterprises Company Limited

#### Other Matter

This report, including the opinion, has been prepared for and only for the Company's members as a body in accordance with Section 69 of the Auditors Law of 2017 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whose knowledge this report may come to.



Chrysis Pegasiou FCA  
Certified Public Accountant and Registered Auditor  
for and on behalf of  
**Crowe Cyprus Limited**  
**Certified Public Accountants and Registered Auditors**

Nicosia, 1 July 2020

# LUELLA ENTERPRISES COMPANY LIMITED

## STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME 31 December 2019

	Note	2019 €	2018 €
Administration expenses	8	<u>(3.782)</u>	3.218
<b>Operating (loss)/profit</b>		<b>(3.782)</b>	3.218
Net finance costs	9	<u>(940)</u>	(666)
<b>(Loss)/profit before tax</b>		<b>(4.722)</b>	2.552
Tax	10	<u>(468)</u>	(1.436)
<b>Net (loss)/profit for the year</b>		<b>(5.190)</b>	1.116
<b>Other comprehensive income</b>		<u>-</u>	-
<b>Total comprehensive (expenses)/ income for the year</b>		<b><u>(5.190)</u></b>	<b>1.116</b>

The notes on pages 10 to 19 form an integral part of these financial statements.



# LUELLA ENTERPRISES COMPANY LIMITED

## STATEMENT OF FINANCIAL POSITION

31 December 2019

	Note	2019 €	2018 €
<b>ASSETS</b>			
<b>Non-current assets</b>			
Investments in subsidiaries	11	<u>22,977,648</u>	22,977,648
<b>Current assets</b>			
Receivables	12	222,550	222,550
Cash at bank	13	<u>1,186,676</u>	1,542,851
		<u>1,409,226</u>	1,765,401
<b>Total assets</b>		<u><u>24,386,874</u></u>	<u><u>24,743,049</u></u>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Share capital	14	183,825	183,825
Share premium	14	18,198,465	18,548,465
Other reserves		8,434,419	8,434,419
Accumulated losses		<u>(2,432,684)</u>	<u>(2,427,494)</u>
<b>Total equity</b>		<u><u>24,384,025</u></u>	<u><u>24,739,215</u></u>
<b>Current liabilities</b>			
Payables	15	2,381	2,380
Current tax liabilities	16	<u>468</u>	1,454
		<u>2,849</u>	3,834
<b>Total equity and liabilities</b>		<u><u>24,386,874</u></u>	<u><u>24,743,049</u></u>

On 1 July 2020 the Board of Directors of Luella Enterprises Company Limited authorised these financial statements for issue.

  
.....  
Vera Kaminara  
Director

  
.....  
Alexandra Michaelides  
Director

The notes on pages 10 to 19 form an integral part of these financial statements.



# LUELLA ENTERPRISES COMPANY LIMITED

## STATEMENT OF CHANGES IN EQUITY

31 December 2019

	Share capital €	Share premium €	Capital reserve €	Accumulated losses €	Total €
<b>Balance at 1 January 2018</b>	183.825	18.548.465	8.434.419	(2.428.610)	24.738.099
<b>Comprehensive income</b>	-	-	-	1.116	1.116
Net profit for the year	-	-	-	1.116	1.116
<b>Balance at 31 December 2018/ 1 January 2019</b>	<b>183.825</b>	<b>18.548.465</b>	<b>8.434.419</b>	<b>(2.427.494)</b>	<b>24.739.215</b>
<b>Comprehensive expenses</b>	-	-	-	(5.190)	(5.190)
Net loss for the year	-	-	-	(5.190)	(5.190)
<b>Transactions with owners</b>	-	(350.000)	-	-	(350.000)
Share premium reduction	-	(350.000)	-	-	(350.000)
<b>Balance at 31 December 2019</b>	<b>183.825</b>	<b>18.198.465</b>	<b>8.434.419</b>	<b>(2.432.684)</b>	<b>24.384.025</b>

Companies which do not distribute 70% of their profits after tax, as defined by the relevant tax law, within two years after the end of the relevant tax year, will be deemed to have distributed as dividends 70% of these profits. Special contribution for defence at 17% will be payable on such deemed dividends to the extent that the ultimate shareholders are both Cyprus tax resident and Cyprus domiciled. The amount of deemed distribution is reduced by any actual dividends paid out of the profits of the relevant year at any time. This special contribution for defence is payable by the Company for the account of the shareholders.

The notes on pages 10 to 19 form an integral part of these financial statements.



# LUELLA ENTERPRISES COMPANY LIMITED

## CASH FLOW STATEMENT

31 December 2019

	Note	2019 €	2018 €
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
<b>(Loss)/profit before tax</b>		<b>(4.722)</b>	2.552
Adjustments for:			
Interest expense	9	<u>5</u>	-
		<b>(4.717)</b>	2.552
<b>Changes in working capital:</b>			
Increase/(Decrease) in payables		<u>1</u>	(7.000)
<b>Cash used in operations</b>		<b>(4.716)</b>	(4.448)
Dividends paid		<b>(350.000)</b>	-
Tax paid		<u>(1.454)</u>	(4.703)
<b>Net cash used in operating activities</b>		<b>(356.170)</b>	(9.151)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Interest paid		<u>(5)</u>	-
<b>Net cash used in financing activities</b>		<b>(5)</b>	-
<b>Net decrease in cash and cash equivalents</b>		<b>(356.175)</b>	(9.151)
Cash and cash equivalents at beginning of the year		<u>1.542.851</u>	<u>1.552.002</u>
<b>Cash and cash equivalents at end of the year</b>	13	<b><u>1.186.676</u></b>	<b><u>1.542.851</u></b>

The notes on pages 10 to 19 form an integral part of these financial statements.

# LUELLA ENTERPRISES COMPANY LIMITED

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## NOTES TO THE FINANCIAL STATEMENTS

31 December 2019

### 1. Incorporation and principal activities

#### Country of incorporation

The Company Luella Enterprises Company Limited (the "Company") was incorporated in Cyprus on 6 May 2006 as a private limited liability Company under the Cyprus Companies Law, Cap. 113. Its registered office is at 16 Panteli Katelari street, Diagoras House, 7th floor, 1097 Nicosia, Cyprus.

#### Principal activities

The principal activities of the Company, which are unchanged from last year, are the holding of investments, the provision of finance and the provision of consultancy services.

#### Operating Environment of the Company

On 11 March 2020, the World Health Organisation declared the Coronavirus COVID- 19 outbreak to be a pandemic in recognition of its rapid spread across the globe. Many governments are taking increasingly stringent steps to help contain, and in many jurisdictions, now delay, the spread of the virus, including: requiring self-isolation/ quarantine by those potentially affected, implementing social distancing measures, and controlling or closing borders and "locking-down" cities/regions or even entire countries. These measures have slowed down the economies both in Cyprus but globally as well with the potential of having wider impacts on the respective economies as the measures persist for a greater period of time.

### 2. Basis of preparation

The financial statements of the Company have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union (EU) and the requirements of the Cyprus Companies Law, Cap. 113.

The Company is not required by the Cyprus Companies Law, Cap.113, to prepare consolidated financial statements because the holding company publishes consolidated financial statements in accordance with International Financial Reporting Standards in Greece and the Company does not intend to issue consolidated financial statements for the year ended 31 December 2019.

The European Commission has concluded that since parent companies are required by the EU Accounting (2013/34/EU) Directive to prepare separate financial statements and since the Cyprus Companies Law, Cap.113, requires the preparation of such financial statements in accordance with IFRS as adopted by the EU, the provisions in IFRS 10 "Consolidated Financial statements" requiring the preparation of consolidated financial statements in accordance with IFRS do not apply.

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

The preparation of financial statements in conformity with IFRSs requires the use of certain critical accounting estimates and requires Management to exercise its judgment in the process of applying the Company's accounting policies. It also requires the use of assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on Management's best knowledge of current events and actions, actual results may ultimately differ from those estimates.

# LUELLA ENTERPRISES COMPANY LIMITED

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## NOTES TO THE FINANCIAL STATEMENTS

31 December 2019

### 3. Adoption of new or revised standards and interpretations

During the current year the Company adopted all the new and revised International Financial Reporting Standards (IFRS) that are relevant to its operations and are effective for accounting periods beginning on 1 January 2019. This adoption did not have a material effect on the accounting policies of the Company.

### 4. Significant accounting policies

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

#### Subsidiary companies

Subsidiaries are entities controlled by the Company. Control exists where the Company is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Investments in subsidiary companies are stated at cost less provision for impairment in value, which is recognised as an expense in the period in which the impairment is identified.

#### Finance income

Interest income is recognised on a time-proportion basis using the effective method.

#### Finance costs

Interest expense and other borrowing costs are charged to profit or loss as incurred.

#### Foreign currency translation

##### (1) Functional and presentation currency

Items included in the Company's financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Euro (€), which is the Company's functional and presentation currency.

##### (2) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

#### Tax

Current tax liabilities and assets are measured at the amount expected to be paid to or recovered from the taxation authorities, using the tax rates and laws that have been enacted, or substantively enacted, by the reporting date.

#### Financial assets - Classification

From 1 January 2018, the Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through OCI or through profit or loss), and
- those to be measured at amortised cost.

## NOTES TO THE FINANCIAL STATEMENTS

31 December 2019

### 4. Significant accounting policies (continued)

#### Financial assets - Classification (continued)

The classification and subsequent measurement of debt financial assets depends on: (i) the Company's business model for managing the related assets portfolio and (ii) the cash flow characteristics of the asset. On initial recognition, the Company may irrevocably designate a debt financial asset that otherwise meets the requirements to be measured at amortized cost or at FVOCI at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

For investments in equity instruments that are not held for trading, classification will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (FVOCI). This election is made on an investment-by-investment basis.

All other financial assets are classified as measured at FVTPL.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or OCI. For investments in equity instruments that are not held for trading, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (FVOCI).

#### Financial assets - Recognition and derecognition

All purchases and sales of financial assets that require delivery within the time frame established by regulation or market convention ("regular way" purchases and sales) are recorded at trade date, which is the date when the Company commits to deliver a financial instrument. All other purchases and sales are recognised when the entity becomes a party to the contractual provisions of the instrument.

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Company has transferred substantially all the risks and rewards of ownership.

#### Financial assets - Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (FVTPL), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in profit or loss. Fair value at initial recognition is best evidenced by the transaction price. A gain or loss on initial recognition is only recorded if there is a difference between fair value and transaction price which can be evidenced by other observable current market transactions in the same instrument or by a valuation technique whose inputs include only data from observable markets.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

#### Financial assets - impairment - credit loss allowance for ECL

From 1 January 2018, the Company assesses on a forward-looking basis the ECL for debt instruments (including loans) measured at AC and FVOCI and with the exposure arising from loan commitments and financial guarantee contracts. The Company measures ECL and recognises credit loss allowance at each reporting date. The measurement of ECL reflects: (i) an unbiased and probability weighted amount that is determined by evaluating a range of possible outcomes, (ii) time value of money and (iii) all reasonable and supportable information that is available without undue cost and effort at the end of each reporting period about past events, current conditions and forecasts of future conditions.



## NOTES TO THE FINANCIAL STATEMENTS

31 December 2019

### 4. Significant accounting policies (continued)

#### Financial assets - impairment - credit loss allowance for ECL (continued)

The carrying amount of the financial assets is reduced through the use of an allowance account, and the amount of the loss is recognised in the statement of profit or loss and other comprehensive income within "net impairment losses on financial and contract assets".

Debt instruments measured at AC are presented in the statement of financial position net of the allowance for ECL. For loan commitments and financial guarantee contracts, a separate provision for ECL is recognised as a liability in the statement of financial position.

For debt instruments at FVOCI, an allowance for ECL is recognised in profit or loss and it affects fair value gains or losses recognised in OCI rather than the carrying amount of those instruments.

Expected losses are recognised and measured according to one of two approaches: general approach or simplified approach.

For trade receivables including trade receivables with a significant financing component and contract assets and lease receivables the Company applies the simplified approach permitted by IFRS 9, which uses lifetime expected losses to be recognised from initial recognition of the financial assets.

For all other financial asset that are subject to impairment under IFRS 9, the Company applies general approach - three stage model for impairment. The Company applies a three stage model for impairment, based on changes in credit quality since initial recognition. A financial instrument that is not credit-impaired on initial recognition is classified in Stage 1.

Financial assets in Stage 1 have their ECL measured at an amount equal to the portion of lifetime ECL that results from default events possible within the next 12 months or until contractual maturity, if shorter ("12 Months ECL"). If the Company identifies a significant increase in credit risk ("SICR") since initial recognition, the asset is transferred to Stage 2 and its ECL is measured based on ECL on a lifetime basis, that is, up until contractual maturity but considering expected prepayments, if any ("Lifetime ECL"). Refer to note 6, Credit risk section, for a description of how the Company determines when a SICR has occurred. If the Company determines that a financial asset is credit-impaired, the asset is transferred to Stage 3 and its ECL is measured as a Lifetime ECL. The Company's definition of credit impaired assets and definition of default is explained in note 6, Credit risk section.

Additionally the Company has decided to use the low credit risk assessment exemption for investment grade financial assets. Refer to note 6, Credit risk section for a description of how the Company determines low credit risk financial assets.

#### Financial assets -Reclassification

Financial instruments are reclassified only when the business model for managing those assets changes. The reclassification has a prospective effect and takes place from the start of the first reporting period following the change.

#### Financial assets - write-off

Financial assets are written-off, in whole or in part, when the Company exhausted all practical recovery efforts and has concluded that there is no reasonable expectation of recovery. The write-off represents a derecognition event. The Company may write-off financial assets that are still subject to enforcement activity when the Company seeks to recover amounts that are contractually due, however, there is no reasonable expectation of recovery.

## NOTES TO THE FINANCIAL STATEMENTS

31 December 2019

### 4. Significant accounting policies (continued)

#### Financial assets - modification

The Company sometimes renegotiates or otherwise modifies the contractual terms of the financial assets. The Company assesses whether the modification of contractual cash flows is substantial considering, among other, the following factors: any new contractual terms that substantially affect the risk profile of the asset (e.g. profit share or equity-based return), significant change in interest rate, change in the currency denomination, new collateral or credit enhancement that significantly affects the credit risk associated with the asset or a significant extension of a loan when the borrower is not in financial difficulties.

If the modified terms are substantially different, the rights to cash flows from the original asset expire and the Company derecognises the original financial asset and recognises a new asset at its fair value. The date of renegotiation is considered to be the date of initial recognition for subsequent impairment calculation purposes, including determining whether a SICR has occurred. The Company also assesses whether the new loan or debt instrument meets the SPPI criterion. Any difference between the carrying amount of the original asset derecognised and fair value of the new substantially modified asset is recognised in profit or loss, unless the substance of the difference is attributed to a capital transaction with owners.

In a situation where the renegotiation was driven by financial difficulties of the counterparty and inability to make the originally agreed payments, the Company compares the original and revised expected cash flows to assets whether the risks and rewards of the asset are substantially different as a result of the contractual modification. If the risks and rewards do not change, the modified asset is not substantially different from the original asset and the modification does not result in derecognition. The Company recalculates the gross carrying amount by discounting the modified contractual cash flows by the original effective interest rate, and recognises a modification gain or loss in profit or loss.

#### Cash and cash equivalents

For the purpose of the cash flow statement, cash and cash equivalents comprise cash at bank. Cash and cash equivalents are carried at AC because: (i) they are held for collection of contractual cash flows and those cash flows represent SPPI, and (ii) they are not designated at FVTPL.

#### Receivable from related company

Receivable from related company is stated at its transacted value as it is on demand. Management believes that its fair value is not materially different from its transacted value.

#### Share capital

Ordinary shares are classified as equity. The difference between the fair value of the consideration received by the Company and the nominal value of the share capital being issued is taken to the share premium account.

### 5. New accounting pronouncements

At the date of approval of these financial statements, standards and interpretations were issued by the International Accounting Standards Board which were not yet effective. Some of them were adopted by the European Union and others not yet. The Board of Directors expects that the adoption of these accounting standards in future periods will not have a material effect on the financial statements of the Company.

## NOTES TO THE FINANCIAL STATEMENTS

31 December 2019

### 6. Financial risk management

#### Financial risk factors

The Company is exposed to credit risk, liquidity risk and capital risk management arising from the financial instruments it holds. The risk management policies employed by the Company to manage these risks are discussed below:

#### 6.1 Credit risk

Credit risk arises from cash and cash equivalents, contractual cash flows of debt investments carried at amortised cost, at fair value through other comprehensive income (FVOCI) and at fair value through profit or loss (FVTPL), favourable derivative financial instruments and deposits with banks and financial institutions, as well as credit exposures to wholesale and retail customers, including outstanding receivables and contract assets.

#### 6.2 Liquidity risk

Liquidity risk is the risk that arises when the maturity of assets and liabilities does not match. An unmatched position potentially enhances profitability, but can also increase the risk of losses. The Company has procedures with the object of minimising such losses such as maintaining sufficient cash and other highly liquid current assets and by having available an adequate amount of committed credit facilities.

#### 6.3 Capital risk management

The Company manages its capital to ensure that it will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Company's overall strategy remains unchanged from last year.

### 7. Critical accounting estimates and judgments

The preparation of financial statements in conformity with IFRSs requires the use of certain critical accounting estimates and requires Management to exercise its judgment in the process of applying the Company's accounting policies. It also requires the use of assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on Management's best knowledge of current events and actions, actual results may ultimately differ from those estimates.

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

- **Income taxes**

Significant judgment is required in determining the provision for income taxes. There are transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

- **Impairment of investments in subsidiaries**

The Company periodically evaluates the recoverability of investments in subsidiaries whenever indicators of impairment are present. Indicators of impairment include such items as declines in revenues, earnings or cash flows or material adverse changes in the economic or political stability of a particular country, which may indicate that the carrying amount of an asset is not recoverable. If facts and circumstances indicate that investment in subsidiaries may be impaired, the estimated future undiscounted cash flows associated with these subsidiaries would be compared to their carrying amounts to determine if a write-down to fair value is necessary.

# LUELLA ENTERPRISES COMPANY LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

31 December 2019

### 7. Critical accounting estimates and judgments (continued)

#### • Impairment of financial assets

The loss allowances for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period. Details of the key assumptions and inputs used are disclosed in note 6, Credit risk section.

### 8. Expenses by nature

	2019	2018
	€	€
Administration expenses	10.432	14.721
Recharges to holding company	(7.000)	(18.289)
Annual levy	350	350
<b>Total expenses</b>	<b>3.782</b>	<b>(3.218)</b>

### 9. Net finance costs

	2019	2018
	€	€
Interest expense	5	-
Sundry finance expenses	935	666
<b>Finance costs</b>	<b>940</b>	<b>666</b>

### 10. Tax

	2019	2018
	€	€
Corporation tax	468	1.436
<b>Charge for the year</b>	<b>468</b>	<b>1.436</b>

The tax on the Company's results before tax differs from theoretical amount that would arise using the applicable tax rates as follows:

	2019	2018
	€	€
(Loss)/profit before tax	(4.722)	2.552
Tax calculated at the applicable tax rates	(590)	319
Tax effect of expenses not deductible for tax purposes	1.016	986
Tax effect of allowances and income not subject to tax	(1)	-
10% additional charge	43	131
<b>Tax charge</b>	<b>468</b>	<b>1.436</b>

The corporation tax rate is 12,5%.

Under certain conditions interest income may be subject to defence contribution at the rate of 30%. In such cases this interest will be exempt from corporation tax. In certain cases, dividends received from abroad may be subject to defence contribution at the rate of 17%.

# LUELLA ENTERPRISES COMPANY LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

31 December 2019

### 11. Investments in subsidiaries

	2019	2018
	€	€
Balance at 1 January	<u>22.977.648</u>	22.977.648
<b>Balance at 31 December</b>	<b><u>22.977.648</u></b>	<b><u>22.977.648</u></b>

The details of the subsidiaries are as follows:

<u>Name</u>	<u>Country of incorporation</u>	<u>Principal activities</u>	<u>Holding %</u>
Markelia Enterprises Company Limited	Cyprus	Provision of finance	100
Beogradsko Mesovito Preduzece A.D	Serbia	Management and operation of hotels	94,60

### 12. Receivables

	2019	2018
	€	€
Receivables from own subsidiary (Note 17.1)	<u>222.550</u>	222.550
	<b><u>222.550</u></b>	<b><u>222.550</u></b>

The fair values of receivables due within one year approximate to their carrying amounts as presented above.

### 13. Cash at bank

For the purposes of the cash flow statement, the cash and cash equivalents include the following:

	2019	2018
	€	€
Cash at bank	<u>1.186.676</u>	1.542.851
	<b><u>1.186.676</u></b>	<b><u>1.542.851</u></b>

The exposure of the Company to credit risk and impairment losses in relation to cash and cash equivalents is reported in note 6 of the financial statements.

### 14. Share capital and share premium

<b>Issued and fully paid</b>	<b>Number of shares</b>	<b>Share capital</b>	<b>Share premium</b>	<b>Total</b>
		€	€	€
Balance at 1 January 2018	<u>200.000</u>	<u>183.825</u>	<u>18.548.465</u>	<u>18.732.290</u>
<b>Balance at 31 December 2018/ 1 January 2019</b>	<b>200.000</b>	<b>183.825</b>	<b>18.548.465</b>	<b>18.732.290</b>
Share premium reduction	<u>-</u>	<u>-</u>	<u>(350.000)</u>	<u>(350.000)</u>
<b>Balance at 31 December 2019</b>	<b><u>200.000</u></b>	<b><u>183.825</u></b>	<b><u>18.198.465</u></b>	<b><u>18.382.290</u></b>

# LUELLA ENTERPRISES COMPANY LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

31 December 2019

### 15. Payables

	2019	2018
	€	€
Accruals	<u>2.381</u>	<u>2.380</u>
	<u><u>2.381</u></u>	<u><u>2.380</u></u>

The fair values of payables due within one year approximate to their carrying amounts as presented above.

### 16. Current tax liabilities

	2019	2018
	€	€
Corporation tax	<u>468</u>	<u>1.454</u>
	<u><u>468</u></u>	<u><u>1.454</u></u>

### 17. Related party transactions

The following transactions were carried out with related parties:

#### 17.1 Receivables from own subsidiary (Note 12)

	2019	2018
	€	€
As at 31 December	<u>222.550</u>	<u>222.550</u>
	<u><u>222.550</u></u>	<u><u>222.550</u></u>

Receivable from own subsidiary amounting to €222.550 (2018: €222.550) is of a finance nature, interest free and has no specified repayment date.

### 18. Events after the reporting period

With the recent and rapid development of the Coronavirus disease (COVID-19) outbreak the world economy entered a period of unprecedented health care crisis that has already caused considerable global disruption in business activities and everyday life. Many countries have adopted extraordinary and economically costly containment measures. Certain countries have required companies to limit or even suspend normal business operations. Governments, including the Republic of Cyprus, have implemented restrictions on travelling as well as strict quarantine measures.

The financial effect of the current crisis on the global economy and overall business activities cannot be estimated with reasonable certainty at this stage, due to the pace at which the outbreak expands and the high level of uncertainties arising from the inability to reliably predict the outcome.

The event is considered as a non-adjusting event and is therefore not reflected in the recognition and measurement of the assets and liabilities in the financial statements as at 31 December 2019.

Management has considered the unique circumstances and the risk exposures of the Company and has concluded that there is no significant impact in the Company's financial position. The event is not expected to have an immediate material impact on the business operations. Management will continue to monitor the situation closely and will assess the need for potential financial needs in case the period of disruption becomes prolonged.

# LUELLA ENTERPRISES COMPANY LIMITED

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## NOTES TO THE FINANCIAL STATEMENTS

31 December 2019

### **18. Events after the reporting period (continued)**

There were no other material events after the reporting period, which have a bearing on the understanding of the financial statements.

**Independent auditor's report on pages 3 to 5**