

VONPENDE HOLDINGS P.L.C.
REPORT AND FINANCIAL STATEMENTS
31 December 2019

C.EFSTATHIOU
AUDIT LTD

Εγκεκριμένοι Λογιστές

Certified Public Accountants

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VONPENDE HOLDINGS P.L.C.

REPORT AND FINANCIAL STATEMENTS

Year ended 31 December 2019

CONTENTS

PAGE

Board of Directors and other officers	1
Management Report	2 - 3
Independent auditor's report	4 - 6
Statement of profit or loss	7
Statement of comprehensive income	8
Statement of financial position	9
Statement of changes in equity	10
Statement of cash flows	11
Notes to the financial statements	12 - 35
Additional information to the statement of profit or loss	36 - 42

VONPENDE HOLDINGS P.L.C.

BOARD OF DIRECTORS AND OTHER OFFICERS

Board of Directors:

Marina Tsoy
Stella Koukounis
Georgios Koufaris

Company Secretary:

Stella Koukounis

Independent Auditors:

C. Efstathiou Audit Ltd
Certified Public Accountants and Registered Auditors
8 Kennedy Avenue
Athienitis Building
2nd floor, Office 201
1087 Nicosia

Business address:

Akamantis Business Center
Egypt street, 10
3rd floor, P.C. 1097, Nicosia, Cyprus

Registered office:

Chrysanthou Mylona, 2
Dali, P.C. 2540, Nicosia, Cyprus

Bankers:

Credit Suisse AG, Zurich
EcommBX Limited, Cyprus

Registration number:

HE216944

VONPENDE HOLDINGS P.L.C.

MANAGEMENT REPORT

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

Incorporation

The Company Vonpende Holdings P.L.C. was incorporated in Cyprus on 20 December, 2007 as a private limited liability company under the Cyprus Companies Law, Cap. 113, with registration number HE216944. On 8 February, 2016 the Company's share capital was listed to the Cyprus Stock Exchange Emerging Companies Market.

Principal activity and nature of operations of the Company

The principal activities of the Company comprise the holding of investments, the ownership and leasing of residential property, the trading in financial instruments and the receiving and granting of loans.

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

The Company's development to date, financial results and position as presented in the financial statements are considered satisfactory.

Principal risks and uncertainties

The principal risks and uncertainties faced by the Company are disclosed in notes 7 and 8 of the financial statements.

Results

The Company's results for the year are set out on page 7.

Dividends

The Board of Directors does not recommend the payment of an interim dividend and the net loss for the year is carried forward (2018: EUR1.809.980).

The Board of Directors does not recommend the payment of a final dividend and the net loss for the year is carried forward (2018: EUR1.850.000).

Share capital

Authorised capital

On 7 August 2019, the authorised share capital of the Company was increased by 70.000 ordinary shares of nominal value of EUR 12,50 each.

Implementation and compliance to the Code of Corporate Governance

The Company recognises the importance of implementing sound corporate governance policies, practices and procedures. As a company listed on the Cyprus Stock Exchange (CSE), Vonpende Holdings P.L.C. has adopted CSE's Corporate Governance Code and applies its principles.

In March 2006 the CSE issued a revised Code of Corporate Governance. The Company complies with all the provisions of the revised Code.

Board of Directors

The members of the Company's Board of Directors as at 31 December 2019 and at the date of this report are presented on page 1. All of them were members of the Board of Directors throughout the year ended 31 December 2019.

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

There were no significant changes in the assignment of responsibilities and remuneration of the Board of Directors.

Events after the reporting period

Any significant events that occurred after the end of the reporting period are described in note 34 to the financial statements.

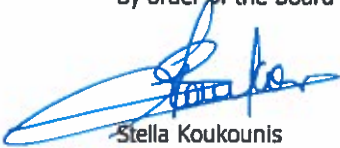
VONPENDE HOLDINGS P.L.C.

MANAGEMENT REPORT

Independent Auditors

The Independent Auditors, C. Efstathiou Audit Ltd, 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,



Stella Koukounis
Director

Nicosia, 29 June 2020

Independent Auditor's Report

To the Members of Vonpende Holdings P.L.C.

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of parent company Vonpende Holdings P.L.C. (the "Company"), which are presented in pages 7 to 35 and comprise the statement of financial position as at 31 December 2019, and the statements of profit or loss, 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 Vonpende Holdings P.L.C. 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 and the additional information to the statement of profit or loss in pages 36 to 42, 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.

Independent Auditor's Report (continued)

To the Members of Vonpende Holdings P.L.C.

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.

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.

Independent Auditor's Report (continued)

To the Members of Vonpende Holdings P.L.C.

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.

Other Matters

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.

We have reported separately on the consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2019.



Demos Nicolaides
Certified Public Accountant and Registered Auditor
for and on behalf of
C. Efstathiou Audit Ltd
Certified Public Accountants and Registered Auditors

Nicosia, 29 June 2020

VONPENDE HOLDINGS P.L.C.

STATEMENT OF PROFIT OR LOSS

Year ended 31 December 2019

	Note	2019 EUR	2018 EUR
Revenue	11	2.700.567	5.007.560
Cost of sales		<u>(91.600)</u>	<u>(53.024)</u>
Gross profit		2.608.967	4.954.536
Other operating income	12	13.505	16
Administration expenses		(247.574)	(275.942)
Other expenses	13	<u>(5.634.265)</u>	-
Operating (loss)/profit	14	<u>(3.259.367)</u>	4.678.610
Net finance costs	16	<u>(8.209)</u>	<u>(11.236)</u>
(Loss)/profit before tax		(3.267.576)	4.667.374
Tax	17	<u>(29.173)</u>	<u>(23.102)</u>
Net (loss)/profit for the year		<u>(3.296.749)</u>	<u>4.644.272</u>
(Loss)/profit per share attributable to equity holders of the parent (EUR)	18	<u>(18,93)</u>	<u>26,66</u>

The notes on pages 12 to 35 form an integral part of these financial statements.

VONPENDE HOLDINGS P.L.C.

STATEMENT OF COMPREHENSIVE INCOME

Year ended 31 December 2019

	Note	2019 EUR	2018 EUR
Net (loss)/profit for the year		<u>(3.296.749)</u>	<u>4.644.272</u>
Other comprehensive income			
Financial assets at fair value through other comprehensive income - Fair value gains/(losses)	22	23.886.283	(7.015.446)
Financial assets at fair value through other comprehensive income - Profit transferred to net profit due to liquidation	22	5.710.031	-
Other comprehensive income/(loss) for the year after tax		<u>29.596.314</u>	<u>(7.015.446)</u>
Other comprehensive income/(loss) for the year		<u>26.299.565</u>	<u>(2.371.174)</u>

The notes on pages 12 to 35 form an integral part of these financial statements.

VONPENDE HOLDINGS P.L.C.

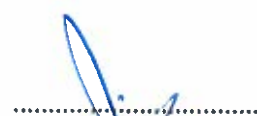
STATEMENT OF FINANCIAL POSITION

31 December 2019

	Note	2019 EUR	2018 EUR
ASSETS			
Non-current assets			
Property, plant and equipment	20	1.808	2.734
Investment properties	21	97.441	101.193
Investments in subsidiaries	22	70.753.260	45.884.478
Debt investments at amortised cost	23	12.919.617	14.397.141
Loans receivable	24	3.857.952	-
		<u>87.630.078</u>	<u>60.385.546</u>
Current assets			
Trade and other receivables	25	4.967	1.116.721
Cash and cash equivalents	26	150.127	54.571
		<u>155.094</u>	<u>1.171.292</u>
Total assets		<u>87.785.172</u>	<u>61.556.838</u>
EQUITY AND LIABILITIES			
Equity			
Share capital	27	2.177.150	2.177.150
Share premium	28	1.546.784	1.546.784
Fair value reserve - Financial assets at fair value through other comprehensive income	28	50.500.297	20.903.983
Retained earnings		33.540.491	36.837.240
Total equity		<u>87.764.722</u>	<u>61.465.157</u>
Current liabilities			
Trade and other payables	29	11.164	72.280
Current tax liabilities	30	9.286	19.401
		<u>20.450</u>	<u>91.681</u>
Total equity and liabilities		<u>87.785.172</u>	<u>61.556.838</u>

On 29 June 2020 the Board of Directors of Vonpende Holdings P.L.C. authorised these financial statements for issue.


.....
Stella Koukounis
Director


.....
Georgios Koufaris
Director

The notes on pages 12 to 35 form an integral part of these financial statements.

VONPENDE HOLDINGS P.L.C.

STATEMENT OF CHANGES IN EQUITY

Year ended 31 December 2019

	Note	Share capital EUR	Share premium EUR	Fair value reserve - Financial assets at fair value through other comprehensive income EUR	Retained earnings EUR	Total EUR
Balance at 1 January 2018		100.000	-	27.919.429	35.852.948	63.872.377
Comprehensive income						
Net profit for the year		-	-	-	4.644.272	4.644.272
Other comprehensive income for the year		-	-	(7.015.446)	-	(7.015.446)
Total comprehensive income for the year		-	-	(7.015.446)	4.644.272	(2.371.174)
Transactions with owners						
Issue of share capital	27	2.077.150	1.546.784	-	-	3.623.934
Dividends	19	-	-	-	(3.659.980)	(3.659.980)
Total transactions with owners		2.077.150	1.546.784	-	(3.659.980)	(36.046)
Balance at 31 December 2018/ 1 January 2019		2.177.150	1.546.784	20.903.983	36.837.240	61.465.157
Comprehensive income						
Net loss for the year		-	-	-	(3.296.749)	(3.296.749)
Other comprehensive income for the year		-	-	29.596.314	-	29.596.314
Total comprehensive income for the year		-	-	29.596.314	(3.296.749)	26.299.565
Balance at 31 December 2019		2.177.150	1.546.784	50.500.297	33.540.491	87.764.722

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 12 to 35 form an integral part of these financial statements.

VONPENDE HOLDINGS P.L.C.

STATEMENT OF CASH FLOWS

Year ended 31 December 2019

	Note	2019 EUR	2018 EUR
CASH FLOWS FROM OPERATING ACTIVITIES			
(Loss)/profit before tax		(3.267.576)	4.667.374
Adjustments for:			
Depreciation of property, plant and equipment and investment properties		4.678	4.502
Loss from liquidation of subsidiary	22	5.626.426	-
Dividend income	11	(2.212.303)	(4.665.000)
	11 &		
Interest income	16	(481.244)	(337.589)
Interest expense	16	91.759	9
		(238.260)	(330.704)
Changes in working capital:			
Decrease/(increase) in trade and other receivables		1.111.754	(548.654)
Decrease in bank deposits		-	3.150
Decrease in trade and other payables		(61.116)	(4.582.637)
Cash generated from/(used in) operations		812.378	(5.458.845)
Interest received		291.229	314.813
Dividends received		2.212.303	4.665.000
Tax paid		(39.288)	(12.446)
Net cash generated from/(used in) operating activities		3.276.622	(491.478)
CASH FLOWS FROM INVESTING ACTIVITIES			
Payment for purchase of property, plant and equipment	20	-	(1.760)
Payment for purchase of investments in subsidiaries	22	(983.499)	(131.000)
Payment for purchase of financial assets at amortised cost	23	-	(4.325.200)
Loans granted		(13.338.764)	-
Loans repayments received		9.638.453	-
Proceeds from liquidation of investments in subsidiary undertakings		84.605	-
Proceeds from sale of financial assets at amortised cost		1.509.898	4.785.000
Interest received		-	16
Net cash (used in)/generated from investing activities		(3.089.307)	327.056
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from issue of share capital		-	3.623.934
Interest paid		(91.759)	(9)
Dividends paid		-	(3.659.980)
Net cash used in financing activities		(91.759)	(36.055)
Net increase/(decrease) in cash and cash equivalents		95.556	(200.477)
Cash and cash equivalents at beginning of the year		54.571	255.048
Cash and cash equivalents at end of the year	26	150.127	54.571

The notes on pages 12 to 35 form an integral part of these financial statements.

VONPENDE HOLDINGS P.L.C.

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2019

1. Incorporation and principal activities

Country of incorporation

The Company Vonpende Holdings P.L.C. (the "Company") was incorporated in Cyprus on 20 December, 2007 as a private limited liability company under the provisions of the Cyprus Companies Law, Cap. 113. Its registered office is at Chrysanthou Mylona, 2, Dali, P.C. 2540, Nicosia, Cyprus. The Company's business address is at Akamantis Business Center, Egypt street 10, 3rd floor, P.C. 1097, Nicosia, Cyprus.

Principal activity

The principal activities of the Company comprise the holding of investments, the ownership and leasing of residential property, the trading in financial instruments and the receiving and granting of loans.

2. Basis of preparation

The Company has prepared these parent's separate financial statements for compliance with the requirements of the Cyprus Income Tax Law.

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union (EU) and the requirements of the Cyprus Companies Law, Cap.113. The financial statements have been prepared under the historical cost convention as modified by the revaluation of investments in subsidiary companies which are classified as financial assets at fair value through other comprehensive income and measured at fair value.

The Company has also prepared consolidated financial statements in accordance with IFRSs for the Company and its subsidiaries (the "Group"). The consolidated financial statements can be obtained from Akamantis business center, Egypt 10, 3rd floor, P.C. 1097, Nicosia, Cyprus.

Users of these parent's separate financial statements should read them together with the Group's consolidated financial statements as at and for the year ended 31 December 2019 in order to obtain a proper understanding of the financial position, the financial performance and the cash flows of the Company and the Group.

3. Functional and presentation currency

The financial statements are presented in Euro (EUR) which is the functional currency of the Company.

4. 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.

5. 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.

VONPENDE HOLDINGS P.L.C.

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2019

5. Significant accounting policies (continued)

Subsidiary companies (continued)

Investments in subsidiary companies are classified as financial assets at fair value through other comprehensive income and are measured at fair value. Gains or losses on investments in subsidiary companies are recognised directly in equity, through the statement of other comprehensive income.

Revenue

Recognition and measurement

- **Rental income**

Rental income is recognised on an accruals basis in accordance with the substance of the relevant agreements.

- **Interest income**

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

- **Dividend income**

Dividends are received from financial assets measured at fair value through profit or loss (FVTPL) and at fair value through other comprehensive income (FVOCI). Dividends are recognised as other income in profit or loss when the right to receive payment is established. This applies even if they are paid out of pre-acquisition profits, unless the dividend clearly represents a recovery of part of the cost of an investment. In this case, the dividend is recognised in OCI if it relates to an investment measured at FVOCI.

Employee benefits

The Company and its employees contribute to the Government Social Insurance Fund based on employees' salaries. The Company's contributions are expensed as incurred and are included in staff costs. The Company has no legal or constructive obligations to pay further contributions if the scheme does not hold sufficient assets to pay all employees benefits relating to employee service in the current and prior periods.

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 (EUR), 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.

VONPENDE HOLDINGS P.L.C.

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2019

5. Significant accounting policies (continued)

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.

Dividends

Interim dividends are recognised in equity in the year in which they are approved by the Company's Directors. Dividend distribution to the Company's shareholders is recognised in the Company's financial statements in the year in which they are approved by the Company's shareholders.

Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation and any accumulated impairment losses.

Depreciation is calculated on the straight-line method so as to write off the cost of each asset to its residual value over its estimated useful life. The annual depreciation rates used are as follows:

	%
Computer hardware and operating systems	20

The assets residual values and useful lives are reviewed, and adjusted if appropriate, at each reporting date.

Where the carrying amount of an asset is greater than its estimated recoverable amount, the asset is written down immediately to its recoverable amount.

Expenditure for repairs and maintenance of property, plant and equipment is charged to profit or loss of the year in which it is incurred. The cost of major renovations and other subsequent expenditure are included in the carrying amount of the asset when it is probable that future economic benefits in excess of the originally assessed standard of performance of the existing asset will flow to the Company. Major renovations are depreciated over the remaining useful life of the related asset.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Investment properties

Investment property is held for long-term rental yields and/or for capital appreciation and is not occupied by the Company. Investment property is treated as a non-current asset and is stated at historical cost less depreciation. Depreciation is calculated on the straight-line method so as to write off the cost of each asset to its residual value over its estimated useful life. The annual depreciation rates used are 3% for flat and 10% for furnitures they are included within.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the continued use of the asset. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognised.

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2019

5. Significant accounting policies (continued)

Impairment of non-financial assets

Assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment. Assets that are subject to depreciation or amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non financial assets, other than goodwill, that have suffered an impairment are reviewed for possible reversal of the impairment at each 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.

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.

VONPENDE HOLDINGS P.L.C.

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2019

5. Significant accounting policies (continued)

Financial assets - Measurement (continued)

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

Debt instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. The Company classifies its debt instruments into the following measurement category:

Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in 'other income'. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses) together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the statement of profit or loss. Financial assets measured at amortised cost (AC) comprise: cash and cash equivalents, loans to related parties, other receivables and financial assets at amortised cost.

Equity instruments

The Company subsequently measures all equity investments at fair value. Where the Company's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment, any related balance within the FVOCI reserve is reclassified to retained earnings. The Company's policy is to designate equity investments as FVOCI when those investments are held for strategic purposes other than solely to generate investment returns. Dividends from such investments continue to be recognised in profit or loss as other income when the Company's right to receive payments is established.

Changes in the fair value of financial assets at FVTPL are recognised in "other gains/(losses)" in the statement of profit or loss as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

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. 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.

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 within other expenses.

Debt instruments measured at AC are presented in the statement of financial position net of the allowance for ECL.

Expected losses are recognised and measured according to the general approach.

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.

VONPENDE HOLDINGS P.L.C.

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2019

5. Significant accounting policies (continued)

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

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 7, 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 7, Credit risk section.

Additionally the Company has decided to use the low credit risk assessment exemption for investment grade financial assets. Refer to note 7, 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.

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.

VONPENDE HOLDINGS P.L.C.

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2019

5. Significant accounting policies (continued)

Cash and cash equivalents

For the purpose of the statement of cash flows, cash and cash equivalents comprise cash at bank, cash with brokers and cash in hand. 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.

Financial assets at amortised cost

These amounts generally arise from transactions outside the usual operating activities of the Company. These are held with the objective to collect their contractual cash flows and their cash flows represent solely payments of principal and interest. Accordingly, these are measured at amortised cost using the effective interest method, less provision for impairment. Financial assets at amortised cost are classified as current assets if they are due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current assets.

Financial liabilities - measurement categories

Financial liabilities are initially recognised at fair value and classified as subsequently measured at amortised cost, except for (i) financial liabilities at FVTPL: this classification is applied to derivatives, financial liabilities held for trading (e.g. short positions in securities), contingent consideration recognised by an acquirer in a business combination and other financial liabilities designated as such at initial recognition and (ii) financial guarantee contracts and loan commitments.

Borrowings

Borrowings are recorded initially at the proceeds received, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method.

Offsetting financial instruments

Financial assets and financial liabilities are offset and the net amount reported in the statement of financial position if, and only if, there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the asset and settle the liability simultaneously. This is not generally the case with master netting agreements, and the related assets and liabilities are presented gross in the statement of financial position.

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.

Comparatives

Where necessary, comparative figures have been adjusted to conform to changes in presentation in the current year.

6. 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

Year ended 31 December 2019

7. Financial risk management

Financial risk factors

The Company is exposed to interest rate risk, credit risk, currency 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:

7.1 Cash flow and fair value interest rate risk

The Company's interest rate risk arises from interest-bearing assets. Interest-bearing assets at variable rates expose the Company to cash flow interest rate risk. Interest bearing assets issued at fixed rates expose the Company to fair value interest rate risk.

The Company's Management monitors the interest rate fluctuations on a continuous basis and acts accordingly.

7.2 Credit risk

Credit risk arises from cash and cash equivalents, contractual cash flows of debt investments carried at amortised cost and outstanding receivables.

(i) Risk management

Credit risk is managed on a group basis.

For banks and financial institutions, only parties whom management has internally assessed as financially healthy and stable are accepted.

Otherwise, if there is no independent rating, management assesses the credit quality of the customer, taking into account its financial position, past experience and other factors. Individual credit limits and credit terms are set based on the credit quality of the customer in accordance with limits set by the Board of Directors. The utilisation of credit limits is regularly monitored.

(ii) Impairment of financial assets

The Company has the following types of financial assets that are subject to the expected credit loss model:

- other receivables

While other receivables are subject to impairment requirements of IFRS 9, the identified impairment loss was immaterial.

- financial assets at amortised cost (bonds and loans to related parties)

While other receivables are subject to impairment requirements of IFRS 9, the identified impairment loss was immaterial.

- cash and cash equivalents

The Company's cash and cash equivalents held with Credit Suisse AG are eligible for participation and are fully covered by the Deposit Guarantee Scheme of Switzerland which covers accounts up to 100.000 CHF per bank per depositor. In this respect, the Company's exposure at default is extinct hence, no ECL arises.

The Company's cash and cash equivalents held at EcommBX, an Electronic Money Institution regulated by the Central Bank of Cyprus operating under license No.115.1.318/2018, are not eligible for participation in the Deposit Guarantee Scheme of the European Union, however the identified impairment loss (ECL) is immaterial.

Debt investments

Other financial assets at amortised cost

Other financial assets at amortised cost include subordinated non-secured, non-guaranteed callable coupon-bonds, loans to related parties and other receivables.

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2019

7. Financial risk management (continued)

7.2 Credit risk (continued)

(ii) Impairment of financial assets (continued)

Debt investments at amortised cost (subordinated non-secured, non-guaranteed callable coupon-bonds), loans to related parties and other receivables

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forward-looking information. Especially the following indicators are incorporated:

- internal credit rating
- external credit rating (as far as available)
- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the borrower's ability to meet its obligations
- actual or expected significant changes in the operating results of the borrower/counterparty
- significant increases in credit risk on other financial instruments of the same borrower/counterparty
- significant changes in the value of the collateral supporting the obligation or in the quality of third-party guarantees or credit enhancements
- significant changes in the expected performance and behaviour of the borrower/counterparty, including changes in the payment status of counterparty in the Company and changes in the operating results of the borrower.

Macroeconomic information (such as market interest rates or growth rates) is incorporated as part of the internal rating model. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables.

Regardless of the analysis above, a significant increase in credit risk is presumed if a debtor is more than 30 days past due in making a contractual payment.

A default on a financial asset is when the counterparty fails to make contractual payments within 90 days of when they fall due.

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Company. The Company categorises a loan or receivable for write off when a debtor fails to make contractual payments for a prolonged period of time. Where loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit or loss.

VONPENDE HOLDINGS P.L.C.

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2019

7. Financial risk management (continued)

7.2 Credit risk (continued)

(ii) Impairment of financial assets (continued)

A summary of the assumptions underpinning the Company's expected credit loss model is as follows:

Category	Company definition of category	Basis for recognition of expected credit loss provision	Basis for calculation of interest revenue
Performing	Counterparties have a low risk of default and a strong capacity to meet contractual cash flows	Stage 1: 12 month expected losses. Where the expected lifetime of an asset is less than 12 months, expected losses are measured at its expected lifetime.	Gross carrying amount
Underperforming	Counterparties for which there is a significant increase in credit risk; as significant increase in credit risk is presumed if interest and/or principal repayments are 30 days past due (see above in more detail)	Stage 2: Lifetime expected losses	Gross carrying amount
Non-performing	Interest and/or principal repayments are 90 days past due	Stage 3: Lifetime expected losses	Amortised cost carrying amount (net of credit allowance)
Write-off	Interest and/or principal repayments are 180 days past due and there is no reasonable expectation of recovery.	Asset is written off	None

Interest bearing loans are provided to related parties. The Company does not require the related parties to pledge collateral as security against the loans.

The Company has no financial assets which are subject to the impairment requirements of IFRS 9 and which have had modifications to their contractual cash flows.

Over the term of the loans to related parties, other receivables and debt securities the Company accounts for its credit risk by appropriately providing for expected credit losses on a timely basis. In calculating the expected credit loss rates, the Company considers historical loss rates for each category of customers, and adjusts for forward looking macroeconomic data.

VONPENDE HOLDINGS P.L.C.

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2019

7. Financial risk management (continued)

7.2 Credit risk (continued)

(ii) Impairment of financial assets (continued)

The Company provides for credit losses against loans to related parties, other receivables, debt securities at AC and cash and cash equivalents. The following tables contains an analysis of the credit risk exposure of each class of financial instruments for which an ECL allowance is recognised. The gross carrying amounts below also represents the Company's maximum exposure to credit risk on these assets as at 31 December 2019.

Loans to related parties

Company internal credit rating

	Gross carrying amount EUR	(Loss allowance) EUR	Carrying amount (net of impairment provision) EUR
Performing	3.857.952	-	3.857.952
Total loans to related parties	3.857.952	-	3.857.952

Other receivables

Company internal credit rating

	Gross carrying amount EUR	(Loss allowance) EUR	Carrying amount (net of impairment provision) EUR
Performing	2.354	-	2.354
Total other receivables	2.354	-	2.354

Cash and cash equivalents

Company internal credit rating

	Gross carrying amount EUR	(Loss allowance) EUR	Carrying amount (net of impairment provision) EUR
Performing	148.522	-	148.522
Total cash and cash equivalents	148.522	-	148.522

Debt investments at AC

Company internal credit rating

	Gross carrying amount EUR	(Loss allowance) EUR	Carrying amount (net of impairment provision) EUR
Performing	12.919.617	-	12.919.617
Total debt investments at AC	12.919.617	-	12.919.617

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2019

7. Financial risk management (continued)

7.3 Currency risk

Currency risk is the risk that the value of financial instruments will fluctuate due to changes in foreign exchange rates. Currency risk arises when future commercial transactions and recognised assets and liabilities are denominated in a currency that is not the Company's measurement currency. The Company is exposed to foreign exchange risk arising from various currency exposures primarily with respect to the US Dollar and the Russian Ruble. The Company's Management monitors the exchange rate fluctuations on a continuous basis and acts accordingly.

7.4 Capital risk management

Capital includes equity shares and share premium.

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.

Fair value estimation

The fair values of the Company's financial assets and liabilities approximate their carrying amounts at the reporting date.

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. The Company uses a variety of methods, such as estimated discounted cash flows, and makes assumptions that are based on market conditions existing at the reporting date.

8. Critical accounting estimates, judgments and assumptions

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.

Critical accounting estimates and assumptions

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. 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.

Critical judgements in applying the Company's accounting policies

- **Fair value of financial assets**

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. The Company uses its judgment to select a variety of methods and make assumptions that are mainly based on market conditions existing at each reporting date. The fair value of the financial assets at fair value through other comprehensive income has been estimated based on the fair value of these individual assets.

VONPENDE HOLDINGS P.L.C.

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2019

8. Critical accounting estimates, judgments and assumptions (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 7, Credit risk section.

• Impairment of non-financial assets

The impairment test is performed using the discounted cash flows expected to be generated through the use of non-financial assets, using a discount rate that reflects the current market estimations and the risks associated with the asset. When it is impractical to estimate the recoverable amount of an asset, the Company estimates the recoverable amount of the cash generating unit in which the asset belongs to.

• Valuation of non-listed investments

The Company uses various valuation methods to value non-listed investments. These methods are based on assumptions made by the Board of Directors which are based on market information at the reporting date.

9. Fair value measurement

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 - inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

31 December 2019	Level 1 EUR	Level 2 EUR	Level 3 EUR	Total EUR
Assets measured at fair value				
Financial assets at fair value through other comprehensive income (Note 22)				
Investments in subsidiaries	-	-	70.753.260	70.753.260
Total	-	-	70.753.260	70.753.260
31 December 2018	Level 1 EUR	Level 2 EUR	Level 3 EUR	Total EUR
Assets measured at fair value				
Financial assets at fair value through other comprehensive income (Note 22)				
Investments in subsidiaries	-	-	45.884.478	45.884.478
Total	-	-	45.884.478	45.884.478

Transfers between levels

There have been no transfers between different levels during the year.

VONPENDE HOLDINGS P.L.C.

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2019

9. Fair value measurement (continued)

Valuation techniques

Non-listed investments

The fair values of non-listed securities are determined in accordance with the Net Asset Value (NAV) method using unobservable inputs. The Company classifies the fair value of these investments as Level 3.

Reconciliation of Level 3 fair value measurements

	Investments in subsidiaries	Total
	EUR	EUR
Balance at 1 January	45.884.478	45.884.478
Total gains or losses: in profit or loss	(5.626.426)	(5.626.426)
Total gains or losses: in profit or loss in other comprehensive income	29.596.314	29.596.314
Additions	983.499	983.499
Liquidation proceeds	(84.605)	(84.605)
Balance at 31 December	70.753.260	70.753.260

Information about fair value measurements using significant unobservable inputs (Level 3)

<u>Description</u>	<u>Fair value at 31 Valuation</u> <u>December technique</u> <u>2019</u> <u>EUR</u>
Investments in subsidiaries	70.753.260 Net Asset Value

<u>Description</u>	<u>Fair value at 31 Valuation</u> <u>December technique</u> <u>2018</u> <u>EUR</u>
Investments in subsidiaries	45.884.478 Net Asset Value

10. Segmental analysis

2019	Investment	Total
	activities	EUR
	EUR	EUR
Revenue	2.700.567	2.700.567
Profit before tax	(3.267.576)	(3.267.576)
Assets	87.785.172	87.785.172
Liabilities	20.450	20.450
Depreciation	926	926
2018	Investment	Total
	activities	EUR
	EUR	EUR
Revenue	5.007.560	5.007.560
Profit before tax	4.667.374	4.667.374
Assets	61.556.838	61.556.838
Liabilities	91.681	91.681
Capital expenditure	1.760	1.760
Depreciation	750	750

VONPENDE HOLDINGS P.L.C.

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2019

11. Revenue

	2019 EUR	2018 EUR
Dividend income	2.212.303	4.665.000
Interest income	481.244	337.573
Net loss on trading in financial instruments	-	(53)
Rental income	7.020	5.040
	<u>2.700.567</u>	<u>5.007.560</u>

12. Other operating income

	2019 EUR	2018 EUR
Net foreign exchange profit	-	16
Other income	13.505	-
	<u>13.505</u>	<u>16</u>

13. Other expenses

	2019 EUR	2018 EUR
Amount receivable written off	534	-
Net foreign exchange loss	7.305	-
Loss from liquidation of subsidiary	5.626.426	-
	<u>5.634.265</u>	<u>-</u>

14. Operating (loss)/profit

	2019 EUR	2018 EUR
Operating (loss)/profit is stated after charging the following items:		
Depreciation of property, plant and equipment (Note 20)	926	750
Depreciation of investment property (Note 21)	3.752	3.752
Directors' fees	29.000	27.000
Staff costs including Directors in their executive capacity (Note 15)	63.126	42.256
Auditors' remuneration - current year	24.060	21.260
Auditors' remuneration - prior years	10.500	9.500
Direct operating expenses arising from investment properties	19	1.983
	<u>19</u>	<u>1.983</u>

15. Staff costs

	2019 EUR	2018 EUR
Salaries	56.795	39.831
Social security costs	6.331	2.425
	<u>63.126</u>	<u>42.256</u>
Average number of employees (including Directors in their executive capacity)	<u>6</u>	<u>4</u>

VONPENDE HOLDINGS P.L.C.

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2019

16. Finance income/(costs)

	2019 EUR	2018 EUR
Interest income	-	16
Finance income	<u>-</u>	<u>16</u>
Interest expense	(178)	(9)
Sundry finance expenses	(8.031)	(11.243)
Finance costs	<u>(8.209)</u>	<u>(11.252)</u>
Net finance costs	<u>(8.209)</u>	<u>(11.236)</u>

17. Tax

	2019 EUR	2018 EUR
Corporation tax	29.018	19.288
Defence contribution	155	118
Defence on dividends payable	-	3.696
Charge for the year	<u>29.173</u>	<u>23.102</u>

The corporation tax rate is 12,5%. In addition, 75% of the gross rents receivable are subject to defence contribution at the rate of 3%.

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%.

Gains on disposal of qualifying titles (including shares, bonds, debentures, rights thereon etc) are exempt from Cyprus income tax.

18. (Loss)/profit per share attributable to equity holders of the parent

	2019	2018
(Loss)/profit attributable to shareholders (EUR)	<u>(3.296.749)</u>	4.644.272
Weighted average number of ordinary shares in issue during the year	<u>174.172</u>	174.172
(Loss)/profit per share attributable to equity holders of the parent (EUR)	<u>(18.93)</u>	26,66

The Company's share price as at 31 December 2019 in Cyprus Stock Exchange Emerging Companies Market was EUR 16,40 (31 December 2018: EUR 16,40).

VONPENDE HOLDINGS P.L.C.

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2019

19. Dividends

	2019	2018
	EUR	EUR
Interim dividend paid	-	1.809.980
Final dividend paid	-	<u>1.850.000</u>
	<u>-</u>	<u>3.659.980</u>

The Board of Directors does not recommend the payment of an interim dividend and the net loss for the year is carried forward (2018: EUR1.809.980).

The Board of Directors does not recommend the payment of a final dividend and the net loss for the year is carried forward (2018: EUR1.850.000).

Dividends are subject to a deduction of special contribution for defence at 17% for individual shareholders that are both Cyprus tax resident and Cyprus domiciled.

20. Property, plant and equipment

	Computer hardware and operating systems	Total
	EUR	EUR
Cost		
Balance at 1 January 2018	2.874	2.874
Additions	<u>1.760</u>	<u>1.760</u>
Balance at 31 December 2018/ 1 January 2019	<u>4.634</u>	<u>4.634</u>
Balance at 31 December 2019	<u>4.634</u>	<u>4.634</u>
Depreciation		
Balance at 1 January 2018	1.150	1.150
Charge for the year	<u>750</u>	<u>750</u>
Balance at 31 December 2018/ 1 January 2019	<u>1.900</u>	<u>1.900</u>
Charge for the year	<u>926</u>	<u>926</u>
Balance at 31 December 2019	<u>2.826</u>	<u>2.826</u>
Net book amount		
Balance at 31 December 2019	<u><u>1.808</u></u>	<u><u>1.808</u></u>
Balance at 31 December 2018	<u><u>2.734</u></u>	<u><u>2.734</u></u>

VONPENDE HOLDINGS P.L.C.

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2019

21. Investment properties

	2019	2018
	EUR	EUR
Cost		
Balance at 1 January	<u>112.333</u>	<u>112.333</u>
Balance at 31 December	<u>112.333</u>	<u>112.333</u>
Depreciation		
Balance at 1 January	11.140	7.388
Charge for the year	<u>3.752</u>	<u>3.752</u>
Balance at 31 December	<u>14.892</u>	<u>11.140</u>
Net book amount		
Balance at 31 December	<u>97.441</u>	<u>101.193</u>

Investment properties include an apartment situated at 55 Milou street, Archangelos, Nicosia, Cyprus.

VONPENDE HOLDINGS P.L.C.

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2019

22. Investments in subsidiaries

	2019 EUR	2018 EUR
Balance at 1 January	45.884.478	52.768.924
Additions	983.499	131.000
Liquidation proceeds	(84.605)	-
Liquidation loss (Note 13)	(5.626.426)	-
Revaluation difference transferred from equity due to liquidation (Note 28)	5.710.031	-
Fair value adjustment (Note 28)	23.886.283	(7.015.446)
Balance at 31 December	70.753.260	45.884.478

The details of the subsidiaries are as follows:

<u>Name</u>	<u>Country of incorporation</u>	<u>Principal activities</u>	2019 Holding %	2018 Holding %
Wing Hang Enterprises (Cyprus) Limited	Cyprus	Trading in financial instruments and receiving and granting of loans	100	100
Eyestorn Enterprises Limited	Cyprus	Holding of investments and receiving and granting of loans	100	95,10
Kirnione Holdings Limited	Cyprus	Trading in investments and investment of its funds	100	95,10
Lebset Developments Limited	Cyprus	Holding of investments	100	95,10
Mezorex Enterprises Limited	Cyprus	Holding of investments and investment of its funds	-	95,08
Linxton Investments Limited	Cyprus	Holding of investments	100	-
Winncom Technologies Holding Limited	Ireland	Investment holding company	67	-

During the year, the Company acquired the 100% and 67% of the share capital in Linxton Investments Limited and Winncom Technologies Holding Limited, respectively. Linxton Investments Limited has commenced liquidation procedures.

Additionally, the Company increased its shareholding participation in Eyestorn Enterprises Limited, Kirnione Holdings Limited and Lebset Developments Limited from 95,08% to 100%.

On 18 February, 2020 the Company's investment in Eyestorn Enterprises Limited was liquidated.

The Company's investment in Mezorex Enterprises Limited was liquidated in 2019.

23. Debt investments at amortised cost

	2019 EUR	2018 EUR
Balance at 1 January	14.397.141	14.834.181
Additions	-	4.325.200
Redemption	(1.509.898)	(4.785.000)
Interest charged (Note 11)	323.603	337.573
Interest repayments	(291.229)	(314.813)
Balance at 31 December	12.919.617	14.397.141

Debt investments at amortised cost represent 12.820 subordinated non-secured, non-guaranteed callable coupon-bonds of nominal value of EUR 1.000 each, which are subject to a floating interest rate equal to the 12-month EUR Libor, in force on the first calendar day of the year plus 2,80% per annum and are repayable by 2029.

VONPENDE HOLDINGS P.L.C.

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2019

24. Loans receivable

	2019 EUR	2018 EUR
Balance at 1 January	-	-
New loans granted	13.338.764	-
Repayments	(9.638.453)	-
Interest charged	157.641	-
Balance at 31 December	3.857.952	-

	2019 EUR	2018 EUR
Loans to own subsidiaries (Note 31.3)	3.857.952	-
	3.857.952	-

The Company's loans receivable are denominated in the following currencies:

	2019 EUR	2018 EUR
Euro	3.857.952	-
	3.857.952	-

The exposure of the Company to credit risk in relation to loans receivable is reported in note 7 of the financial statements.

The fair values of non-current receivables approximate to their carrying amounts as presented above.

25. Trade and other receivables

	2019 EUR	2018 EUR
Receivables from own subsidiaries (Note 31.2)	-	1.115.000
Deposits and prepayments	2.613	495
Other receivables	2.354	1.226
	4.967	1.116.721

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

For a summary of key terms and conditions relating to the balances with related parties, refer to note 31 of the financial statements.

The exposure of the Company to credit risk and impairment losses in relation to trade and other receivables is reported in note 7 of the financial statements.

VONPENDE HOLDINGS P.L.C.

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2019

26. Cash and cash equivalents

	2019 EUR	2018 EUR
Credit Suisse AG		
- Current accounts	71.054	-
- Visa credit cards	20.047	-
EcommBX Limited		
- Cash at Electronic Money Institution	57.421	53.496
	<u>148.522</u>	<u>53.496</u>

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

	2019 EUR	2018 EUR
Cash in hand	1.605	1.075
Cash at Electronic Money Institution	57.421	53.496
Current accounts	71.054	-
Visa credit cards	20.047	-
	<u>150.127</u>	<u>54.571</u>

A cash amount of EUR 22.800 is pledged towards Credit Suisse AG.

Cash and cash equivalents by currency:

	2019 EUR	2018 EUR
United States Dollars	5.687	-
Euro	144.440	-
	<u>150.127</u>	<u>-</u>

The exposure of the Company to credit risk and impairment losses in relation to cash and cash equivalents is reported in note 7 of the financial statements.

27. Share capital

	2019 Number of shares	2019 EUR	2018 Number of shares	2018 EUR
Authorised				
Ordinary shares of EUR 12,50 each	<u>253.600</u>	<u>3.170.000</u>	<u>183.600</u>	<u>2.295.000</u>
	<u>253.600</u>	<u>3.170.000</u>	<u>183.600</u>	<u>2.295.000</u>
Issued and fully paid				
Balance at 1 January	174.172	2.177.150	8.000	100.000
Issue of shares	-	-	166.172	2.077.150
Balance at 31 December	<u>174.172</u>	<u>2.177.150</u>	<u>174.172</u>	<u>2.177.150</u>

Authorised capital

On 7 August 2019, the authorised share capital of the Company was increased by 70.000 ordinary shares of nominal value of EUR 12,50 each.

VONPENDE HOLDINGS P.L.C.

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2019

28. Other reserves

	Share premium EUR	Fair value reserve - Financial assets at fair value through other comprehensive income EUR	Total EUR
Balance at 1 January 2018	-	27.919.429	27.919.429
Fair value adjustment (Note 22)	-	(7.015.446)	(7.015.446)
Issue of share capital	<u>1.546.784</u>	-	<u>1.546.784</u>
Balance at 31 December 2018/ 1 January 2019	1.546.784	20.903.983	22.450.767
Fair value adjustment (Note 22)	-	23.886.283	23.886.283
Profit transferred to net profit due to liquidation (Note 22)	-	<u>5.710.031</u>	<u>5.710.031</u>
Balance at 31 December 2019	<u>1.546.784</u>	<u>50.500.297</u>	<u>52.047.081</u>

The fair value reserve for investments represents accumulated gains and losses arising on the revaluation of investments in subsidiaries that have been recognised in other comprehensive income, net of amounts reclassified to profit or loss when those assets have been disposed of.

29. Trade and other payables

	2019 EUR	2018 EUR
Social insurance and other taxes	1.332	1.197
Tenants deposits	1.170	1.170
Accruals	8.011	49.217
Other creditors	644	1.970
Defence tax on payable dividends	-	18.726
Defence tax on rent payable	<u>7</u>	-
	<u>11.164</u>	<u>72.280</u>

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

30. Current tax liabilities

	2019 EUR	2018 EUR
Corporation tax	9.018	19.288
Special contribution for defence	<u>268</u>	<u>113</u>
	<u>9.286</u>	<u>19.401</u>

31. Related party transactions

The Company is listed to the Cyprus Stock Exchange Emerging Companies Market and its shares are spread towards various foreign and Cyprus based legal entities and various Cyprus resident and non-resident individuals.

VONPENDE HOLDINGS P.L.C.

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2019

31. Related party transactions (continued)

The following transactions were carried out with related parties:

31.1 Directors' remuneration

The remuneration of Directors and other members of key management was as follows:

	2019	2018
	EUR	EUR
Directors' fees	29.000	27.000
Directors' remuneration	15.000	18.750
	<u>44.000</u>	<u>45.750</u>

31.2 Receivables from own subsidiaries (Note 25)

Name	Nature of transactions	2019	2018
		EUR	EUR
Wing Hang Enterprises (Cyprus) Limited	Dividends receivable	-	1.100.000
Mezorex Enterprises Limited	Dividends receivable	-	15.000
		<u>-</u>	<u>1.115.000</u>

31.3 Loans to own subsidiaries (Note 24)

Name	Interest rate	Repayment date	Interest charged	2019	2018
				EUR	EUR
Kirnione Holdings Limited	2,10% plus annual Euro Libor	19/05/2021	EUR 152.514	2.937.158	-
Lebset Developments Limited	2,10% plus annual Euro Libor	01/10/2022	EUR 5.127	920.794	-
				<u>3.857.952</u>	<u>-</u>

32. Contingent liabilities

The Company had no contingent liabilities as at 31 December 2019.

33. Commitments

The Company had no capital or other commitments as at 31 December 2019.

34. Events after the reporting period

In early 2020, the Company's subsidiary Linxton Investments Limited commenced liquidation procedures.

On 3 January 2020, the share in the charter capital of the LLC "Business Active", a company duly registered under the laws of the Russian Federation in the amount of 90% with a nominal value of RUB 374.133.771, owned by Linxton Investments Limited was transferred as liquidation proceeds to the Company.

On 18 February, 2020 the Company's investment in Eyestorn Enterprises Limited was liquidated.

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.

VONPENDE HOLDINGS P.L.C.

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2019

34. Events after the reporting period (continued)

Industries such as tourism, hospitality and entertainment are expected to be directly disrupted significantly by these measures. Other industries such as manufacturing and financial services are expected to be indirectly affected and their results to also be negatively affected.

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 profitability.

Independent auditor's report on pages 4 to 6

VONPENDE HOLDINGS P.L.C.

DETAILED INCOME STATEMENT

Year ended 31 December 2019

	Page	2019 EUR	2018 EUR
Revenue			
Dividend income		2.212.303	4.665.000
Interest income		481.244	337.573
Net loss on trading in financial instruments		-	(53)
Total revenue		2.693.547	5.002.520
Cost of sales	37	(91.581)	(51.041)
Gross profit		2.601.966	4.951.479
Net rent receivable	38	7.001	3.057
Gross profit		2.608.967	4.954.536
Other operating income			
Other income		13.505	-
Net foreign exchange profit		-	16
		2.622.472	4.954.552
Operating expenses			
Administration expenses	39	(247.574)	(275.942)
		2.374.898	4.678.610
Other operating expenses			
Amount receivable written off		(534)	-
Net foreign exchange loss		(7.305)	-
Loss from liquidation of subsidiary		(5.626.426)	-
Operating (loss)/profit		(3.259.367)	4.678.610
Finance income	40	-	16
Finance costs	40	(8.209)	(11.252)
Net (loss)/profit for the year before tax		(3.267.576)	4.667.374

VONPENDE HOLDINGS P.L.C.

COST OF SALES

Year ended 31 December 2019

	2019	2018
	EUR	EUR
Cost of sales		
Direct costs		
Interest expense	<u>91.581</u>	51.041
	<u>91.581</u>	<u>51.041</u>

VONPENDE HOLDINGS P.L.C.

RENTAL INCOME

Year ended 31 December 2019

	2019	2018
	EUR	EUR
Rental income		
Rent receivable	6.880	5.040
Other income from property	140	-
	7.020	5.040
Rental expenses		
Sewage	-	40
Property rates and taxes	19	16
Water supply and cleaning	-	18
Sundry expenses	-	1.909
	19	1.983
Net rent receivable	7.001	3.057

VONPENDE HOLDINGS P.L.C.

ADMINISTRATIVE EXPENSES

Year ended 31 December 2019

	2019 EUR	2018 EUR
Administration expenses		
Directors' remuneration	15.000	18.750
Staff salaries	41.795	21.081
Social security costs	6.331	2.425
Rent	3.600	3.600
Common expenses	2.909	2.255
Municipality taxes	444	444
Annual levy	350	350
Repairs and maintenance	-	940
Sundry expenses	5.633	2.804
Telephone and postage	7.097	6.227
Courier expenses	-	140
Stationery and printing	118	113
Subscriptions and contributions	2.627	5.000
Non charitable donations	-	16.810
Recruitment expenses	-	3.984
Computer supplies and maintenance	927	1.823
Auditors' remuneration - current year	24.060	21.260
Auditors' remuneration - prior years	10.500	9.500
Legal fees	2.498	21.441
Other professional fees	5.950	11.073
Secretarial fees	8.225	17.628
Secretarial fees - prior years	(21.441)	-
Custody fees	101	289
Directors' fees	29.000	27.000
Stamp duty	5.342	-
Overseas travelling	31.637	11.291
Entertaining	-	590
Valuation fees	10.740	-
Services paid	10.956	34.253
Consulting fees	26.926	29.988
Donations	11.571	381
Depreciation	4.678	4.502
	<u>247.574</u>	<u>275.942</u>

VONPENDE HOLDINGS P.L.C.

FINANCE INCOME/COST Year ended 31 December 2019

	2019 EUR	2018 EUR
Finance income		
Bank interest	<u>-</u>	<u>16</u>
	<u>-</u>	<u>16</u>
 Finance costs		
Interest expense		
Bank overdraft interest	166	-
Interest on taxes	12	9
 Sundry finance expenses		
Bank charges	<u>8.031</u>	<u>11.243</u>
	<u>8.209</u>	<u>11.252</u>

VONPENDE HOLDINGS P.L.C.

COMPUTATION OF DEFENCE CONTRIBUTION

Year ended 31 December 2019

	Income EUR	Rate	Defence € c
RENTS			
Rent income	6.880		
25% deduction on total rents	<u>(1.720)</u>		
	<u>5.160</u>	3%	<u>154,80</u>
DEFENCE CONTRIBUTION DUE TO IRD			<u><u>154,80</u></u>

VONPENDE HOLDINGS P.L.C.

COMPUTATION OF CORPORATION TAX

Year ended 31 December 2019

	Page	EUR	EUR
Net loss per income statement	36		(3.267.576)
Add:			
Depreciation		4.678	
Net foreign exchange loss		7.305	
Loss from liquidation of subsidiary		5.626.426	
Annual levy		350	
Property rates and taxes		19	
Interest on taxes		12	
Administration expenses restricted - trading in investments		197.865	
Amount receivable written off		<u>534</u>	
			<u>5.837.189</u>
			2.569.613
Less:			
Annual wear and tear allowances		4.678	
Dividends received		<u>2.212.303</u>	
			<u>(2.216.981)</u>
Chargeable income for the year			352.632
Losses surrendered to Company from Group companies			
Loss surrendered to Company from Lebset Developments Limited			(104.533)
Loss surrendered to Company from Eyestorn Enterprises Limited			<u>(22.515)</u>
Chargeable income			<u>225.584</u>
Calculation of corporation tax			
	Income	Rate	Total
	€	%	€ c
Tax at normal rates:			
Chargeable income as above	<u>225.584</u>	12,50	28.198,00
Tax paid provisionally	<u>160.000</u>		<u>(20.000,00)</u>
			8.198,00
10% additional charge			<u>819,80</u>
TAX PAYABLE			<u>9.017,80</u>