

**NEREGELIA TRADING LIMITED**

REPORT AND FINANCIAL  
STATEMENTS

31 December 2016

# **NEREGELIA TRADING LIMITED**

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## **REPORT AND FINANCIAL STATEMENTS** 31 December 2016

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# **NEREGELIA TRADING LIMITED**

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## **BOARD OF DIRECTORS AND OTHER OFFICERS**

<b>Board of Directors:</b>	Pavlina Tsiridou Alfo Services Limited
<b>Company Secretary:</b>	Alfo Secretarial Limited
<b>Independent Auditors:</b>	G. ECONOMIDES & CO. LTD Chartered Accountants 4 Evagora Papachristoforou str., Themis Court 3rd floor, office 301 3030 Limassol, Cyprus
<b>Registered office:</b>	Griva Digheni Panayides Building 2nd floor, office 3 3030 Limassol, Cyprus
<b>Bankers:</b>	Eurobank Cyprus Ltd Societe Generale Srbija Julius Bank Banca Intensa
<b>Registration number:</b>	HE95511

# **NEREGELIA TRADING LIMITED**

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## **REPORT OF THE BOARD OF DIRECTORS**

The Board of Directors presents its report and audited financial statements of the Company for the year ended 31 December 2016.

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

The principal activity of the Company, which is unchanged from last year, is the general trading and the operation of an investment company.

### **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 3 and 17 of the financial statements.

### **Use of financial instruments by the Company**

The Company is exposed to interest rate risk, credit risk and dividends from the financial instruments it holds.

#### **Interest rate risk**

Interest rate risk is the risk that the value of financial instruments will fluctuate due to changes in market interest rates. The Company's income and operating cash flows are substantially independent of changes in market interest rates as the Company has no significant interest-bearing assets. The Company is exposed to interest rate risk in relation to its non-current borrowings. Borrowings issued at variable rates expose the Company to cash flow interest rate risk. Borrowings 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.

#### **Credit risk**

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities - primarily trade receivables and from its financing activities, including deposits with banks, foreign exchange transactions and other financial instruments.

Credit risk related to trade receivables: This is managed based on established policies, procedures and controls relating to customer credit risk management. Credit limits are established for all customers based on internal ratings. Credit quality of the customer is assessed and outstanding customer receivables are regularly monitored. The Company does not hold collateral as security.

#### **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.

#### **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 a dividend and the net profit for the year is retained.

#### **Share capital**

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

# **NEREGELIA TRADING LIMITED**

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## **REPORT OF THE BOARD OF DIRECTORS**

### **Board of Directors**

The members of the Company's Board of Directors as at 31 December 2016 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 2016.

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.

### **Independent Auditors**

The Independent Auditors, G. ECONOMIDES & CO. 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,



Pavlina Tsiridou  
Director

Limassol, 31 October 2017

## **Independent Auditor's Report**

### **To the Members of NEREGELIA TRADING LIMITED**

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

#### **Opinion**

We have audited the financial statements of parent company NEREGELIA TRADING LIMITED (the "Company"), which are presented in pages 7 to 22 and comprise the statement of financial position as at 31 December 2016, 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 the Company as at 31 December 2016, 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' Code of Ethics for Professional Accountants (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 report of the Board of Directors, 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.

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.

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

### **To the Members of NEREGELIA TRADING LIMITED**

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 skepticism 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:

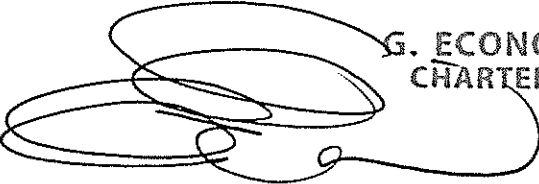
- In our opinion, the report of the Board of Directors, has been prepared in accordance with the requirements of the Cyprus Companies Law, Cap 113, and the information given is consistent with the financial statements.
- In our opinion, and in the light of the knowledge and understanding of the Company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

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

### **To the Members of NEREGELIA TRADING 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.



**G. ECONOMIDES & CO. LTD**  
**CHARTERED ACCOUNTANTS**

Elena Demetriou  
Certified Public Accountant and Registered Auditor  
for and on behalf of  
**G. ECONOMIDES & CO. LTD**  
**Chartered Accountants**

Limassol, 31 October 2017



## NEREGELIA TRADING LIMITED

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### STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME 31 December 2016

	Note	2016 €	2015 €
<b>Revenue</b>	4	<b>4.127.618</b>	2.680.855
Cost of sales		<u>(2.997.601)</u>	<u>(2.498.482)</u>
<b>Gross profit</b>		<b>1.130.017</b>	182.373
Other operating income	5	<b>5.860.337</b>	4.000.000
Administration expenses		<b>(2.898.192)</b>	(428.089)
Other expenses	6	<u>(2.218.578)</u>	-
<b>Operating profit</b>		<b>1.873.584</b>	3.754.284
Finance costs	8	<u>(5.990)</u>	<u>(5.329)</u>
<b>Profit before tax</b>		<b>1.867.594</b>	3.748.955
Tax	9	<u>221.727</u>	28.796
<b>Net profit for the year</b>		<b>2.089.321</b>	3.777.751
<b>Other comprehensive income</b>		<u>-</u>	<u>-</u>
<b>Total comprehensive income for the year</b>		<u><b>2.089.321</b></u>	<u>3.777.751</u>

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The notes on pages 11 to 22 form an integral part of these financial statements.

# NEREGELIA TRADING LIMITED

## STATEMENT OF FINANCIAL POSITION 31 December 2016

	Note	2016 €	2015 €
<b>ASSETS</b>			
<b>Non-current assets</b>			
Intangible assets	10	5.200.000	3.948.900
Investments in subsidiaries	11	13.214.150	14.875.150
Deferred tax assets	15	<u>693.970</u>	<u>472.243</u>
		<u>19.108.120</u>	<u>19.296.293</u>
<b>Current assets</b>			
Trade and other receivables	12	11.280.107	3.655.155
Cash at bank and in hand	13	<u>94.711</u>	<u>44.591</u>
		<u>11.374.818</u>	<u>3.699.746</u>
<b>Total assets</b>		<u><b>30.482.938</b></u>	<u><b>22.996.039</b></u>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Share capital	14	17.100	17.100
Retained earnings		<u>22.643.609</u>	<u>20.554.288</u>
<b>Total equity</b>		<u><b>22.660.709</b></u>	<u><b>20.571.388</b></u>
<b>Current liabilities</b>			
Trade and other payables	16	<u>7.822.229</u>	<u>2.424.651</u>
		<u>7.822.229</u>	<u>2.424.651</u>
<b>Total equity and liabilities</b>		<u><b>30.482.938</b></u>	<u><b>22.996.039</b></u>

On 31 October 2017 the Board of Directors of NEREGELIA TRADING LIMITED authorised these financial statements for issue.

  
.....  
Pavlina Tsiridou  
Director

  
ALFO SERVICES LTD  
Alfo Services Limited  
Director

The notes on pages 11 to 22 form an integral part of these financial statements.

# NEREGELIA TRADING LIMITED

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## STATEMENT OF CHANGES IN EQUITY 31 December 2016

	Note	Share capital €	Retained earnings €	Total €
<b>Balance at 1 January 2015</b>		<b>17.100</b>	<b>16.776.537</b>	<b>16.793.637</b>
<b>Comprehensive income</b>				
Net profit for the year		-	3.777.751	3.777.751
<b>Balance at 31 December 2015/ 1 January 2016</b>		<b>17.100</b>	<b>20.554.288</b>	<b>20.571.388</b>
<b>Comprehensive income</b>				
Net profit for the year		-	2.089.321	2.089.321
<b>Balance at 31 December 2016</b>		<b>17.100</b>	<b>22.643.609</b>	<b>22.660.709</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.

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The notes on pages 11 to 22 form an integral part of these financial statements.

# NEREGELIA TRADING LIMITED

## CASH FLOW STATEMENT

31 December 2016

	Note	2016 €	2015 €
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
<b>Profit before tax</b>		<b>1.867.594</b>	3.748.955
Adjustments for:			
Loss from the sale of investments in subsidiaries		<b>2.107.478</b>	-
Impairment charge - investments in subsidiaries	11	<b>111.100</b>	-
Dividend income	5	<b>(5.860.337)</b>	(4.000.000)
		<b>(1.774.165)</b>	(251.045)
<b>Changes in working capital:</b>			
Increase in trade and other receivables		<b>(7.624.952)</b>	(2.266.155)
Increase in trade and other payables		<b>5.397.578</b>	2.407.866
<b>Cash used in operations</b>		<b>(4.001.539)</b>	(109.334)
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Payment for purchase of intangible assets	10	<b>(1.251.100)</b>	(3.948.900)
Payment for purchase of investments in subsidiaries	11	<b>(111.100)</b>	(500)
Proceeds from sale of investments in subsidiary undertakings		<b>(446.478)</b>	-
Dividends received		<b>5.860.337</b>	4.000.000
<b>Net cash generated from investing activities</b>		<b>4.051.659</b>	50.600
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
<b>Net increase/(decrease) in cash and cash equivalents</b>		<b>50.120</b>	(58.734)
Cash and cash equivalents at beginning of the year		<b>44.591</b>	103.325
<b>Cash and cash equivalents at end of the year</b>	13	<b>94.711</b>	44.591

The notes on pages 11 to 22 form an integral part of these financial statements.

# NEREGELIA TRADING LIMITED

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## NOTES TO THE FINANCIAL STATEMENTS

31 December 2016

### 1. Incorporation and principal activities

#### Country of incorporation

The Company NEREGELIA TRADING LIMITED (the "Company") was incorporated in Cyprus on 20 June, 1998 as a private limited liability company under the provisions of the Cyprus Companies Law, Cap. 113. Its registered office is at Griva Digheni, Panayides Building, 2nd floor, office 3, 3030 Limassol, Cyprus.

#### Principal activity

The principal activity of the Company, which is unchanged from last year, is the general trading and the operation of an investment company.

### 2. 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.

#### Basis of preparation

The Company is not required by the Cyprus Companies Law, Cap.113, to prepare consolidated financial statements because the Company and its subsidiaries constitute a medium sized group as defined by the Law and the Company does not intend to issue consolidated financial statements for the year ended 31 December 2016.

The European Union has concluded that since its 4th Directive requires parent companies 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 European Union, the provisions of International Financial Reporting Standard 10 'Consolidated Financial Statements' that require the preparation of consolidated financial statements in accordance with IFRS do not apply.

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

#### Adoption of new and revised IFRSs

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 2016. This adoption did not have a material effect on the accounting policies of the Company.

#### Standards issued but not yet effective

Up to the date of approval of the financial statements, certain new standards, interpretations and amendments to existing standards have been published that are not yet effective for the current reporting period and which the Company has not early adopted, as follows:

##### (i) Issued by the IASB and adopted by the European Union

###### New standards

- IFRS 9 "Financial Instruments" (effective for annual periods beginning on or after 1 January 2018).
- IFRS 15 "Revenue from Contracts with Customers" (effective for annual periods beginning on or after 1 January 2018).

##### (ii) Issued by the IASB but not yet adopted by the European Union

###### New standards

- IFRS 16 "Leases" (effective for annual periods beginning on or after 1 January 2019).
- IFRS 17 "Insurance Contracts" (effective for annual periods beginning on or after 1 January 2021).

###### Amendments

# NEREGELIA TRADING LIMITED

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## NOTES TO THE FINANCIAL STATEMENTS

31 December 2016

### 2. Significant accounting policies (continued)

#### Adoption of new and revised IFRSs (continued)

##### (ii) Issued by the IASB but not yet adopted by the European Union (continued)

- Amendments to IFRS 2: Classification and Measurement of Share-based Payment Transactions (effective for annual periods beginning on or after 1 January 2018).
- Amendments to IFRS 4: Applying IFRS 9 "Financial Instruments" with IFRS 4 "Insurance Contracts" (effective for annual periods beginning on or after 1 January 2018).
- Clarifications to IFRS 15 "Revenue from Contracts with Customers" (effective for annual periods beginning on or after 1 January 2018).
- IAS 7 (Amendments) "Disclosure Initiative" (effective for annual periods beginning on or after 1 January 2017).
- IAS 12 (Amendments) "Recognition of Deferred Tax Assets for Unrealised Losses" (effective for annual periods beginning on or after 1 January 2017).
- Annual Improvements to IFRSs 2014–2016 Cycle (issued on 8 December 2016) (effective for annual periods beginning on or after 1 January 2017)
- Annual Improvements to IFRSs 2014–2016 Cycle (issued on 8 December 2016) (effective for annual periods beginning on or after 1 January 2018)
- Amendments to IAS 40: "Transfers of Investment Property" (effective for annual periods beginning on or after 1 January 2018).

##### New IFRICs

- IFRIC Interpretation 22 "Foreign Currency Transactions and Advance Consideration" (effective for annual periods beginning on or after 1 January 2018).
- IFRIC Interpretation 23 "Uncertainty over Income Tax Treatments" (effective for annual periods beginning on or after 1 January 2019).

The above are expected to have no significant impact on the Company's financial statements when they become effective.

#### 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.

#### Revenue recognition

Revenue comprises the invoiced amount for the sale of products net of Value Added Tax, rebates and discounts. Revenues earned by the Company are recognised on the following bases:

- **Sale of products**

Sales of products are recognised when significant risks and rewards of ownership of the products have been transferred to the customer, which is usually when the Company has sold or delivered the products to the customer, the customer has accepted the products and collectability of the related receivable is reasonably assured.

- **Rendering of services**

Sales of services are recognised in the accounting period in which the services are rendered by reference to completion of the specific transaction assessed on the basis of the actual service provided as a proportion of the total services to be provided.

# **NEREGELIA TRADING LIMITED**

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## **NOTES TO THE FINANCIAL STATEMENTS**

31 December 2016

### **2. Significant accounting policies (continued)**

#### **Revenue recognition (continued)**

- **Interest income**

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

- **Dividend income**

Dividend income is recognised when the right to receive payment is established.

#### **Finance costs**

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

#### **Tax**

Income tax expense represents the sum of the tax currently payable and deferred 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.

Deferred tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Currently enacted tax rates are used in the determination of deferred tax.

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred taxes relate to the same fiscal authority.

#### **Dividends**

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.

# NEREGELIA TRADING LIMITED

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## NOTES TO THE FINANCIAL STATEMENTS

31 December 2016

### 2. Significant accounting policies (continued)

#### Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is fair value as at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses. Internally generated intangible assets, excluding capitalised development costs, are not capitalised and expenditure is reflected in profit or loss in the year in which the expenditure is incurred. The useful lives of intangible assets are assessed to be either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life is reviewed at least at each financial year end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in profit or loss in the expense category consistent with the function of the intangible asset.

Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the cash generating unit level. Such intangibles are not amortised. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is made on a prospective basis.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in profit or loss when the asset is derecognised.

#### Platform implementation

Costs that are directly associated with identifiable and unique computer software products controlled by the Company and that will probably generate economic benefits exceeding costs beyond one year are recognised as intangible assets. Subsequently computer software is carried at cost less any accumulated amortisation and any accumulated impairment losses. Expenditure which enhances or extends the performance of computer software programs beyond their original specifications is recognised as a capital improvement and added to the original cost of the computer software. Costs associated with maintenance of computer software programs are recognised as an expense when incurred. Computer software costs are amortised using the straight-line method over their useful lives, not exceeding a period of three years. Amortisation commences when the computer software is available for use.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

#### 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).

#### Financial instruments

Financial assets and financial liabilities are recognised in the Company's statement of financial position when the Company becomes a party to the contractual provisions of the instrument.



# NEREGELIA TRADING LIMITED

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## NOTES TO THE FINANCIAL STATEMENTS

31 December 2016

### 2. Significant accounting policies (continued)

#### Financial instruments (continued)

##### Trade receivables

Trade receivables are measured at initial recognition at fair value and are subsequently measured at amortised cost using the effective interest rate method. Appropriate allowances for estimated irrecoverable amounts are recognised in profit or loss when there is objective evidence that the asset is impaired. The allowance recognised is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the effective interest rate computed at initial recognition.

##### Cash and cash equivalents

For the purpose of the cash flow statement, cash and cash equivalents comprise cash at bank.

##### Trade payables

Trade payables are initially measured at fair value and are subsequently measured at amortised cost, using the effective interest rate method.

#### Derecognition of financial assets and liabilities

##### Financial assets

A financial asset (or, where applicable a part of a financial asset or part of a group of similar financial assets) is derecognised when:

- the rights to receive cash flows from the asset have expired;
- the Company retains the right to receive cash flows from the asset, but has assumed an obligation to pay them in full without material delay to a third party under a 'pass through' arrangement; or
- the Company has transferred its rights to receive cash flows from the asset and either (a) has transferred substantially all the risks and rewards of the asset, or (b) has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

##### Financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in profit or loss.

#### 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.

# NEREGELIA TRADING LIMITED

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## NOTES TO THE FINANCIAL STATEMENTS

31 December 2016

### 3. 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.

#### *Judgments*

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:

- **Provision for bad and doubtful debts**

The Company reviews its trade and other receivables for evidence of their recoverability. Such evidence includes the customer's payment record and the customer's overall financial position. If indications of irrecoverability exist, the recoverable amount is estimated and a respective provision for bad and doubtful debts is made. The amount of the provision is charged through profit or loss. The review of credit risk is continuous and the methodology and assumptions used for estimating the provision are reviewed regularly and adjusted accordingly.

- **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 discounted cash flows associated with these subsidiaries/associates would be compared to their carrying amounts to determine if a write-down to fair value is necessary.

- **Impairment of loans receivable**

The Company periodically evaluates the recoverability of loans receivable 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 in which the borrower operates, which may indicate that the carrying amount of the loan is not recoverable. If facts and circumstances indicate that loans receivable may be impaired, the estimated future discounted cash flows associated with these loans would be compared to their carrying amounts to determine if a write-down to fair value is necessary.

# NEREGELIA TRADING LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

31 December 2016

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

- **Impairment of intangible asset**

Intangible assets are initially recorded at acquisition cost and are amortized on a straight line basis over their useful economic life. Intangible assets that are acquired through a business combination are initially recorded at fair value at the date of acquisition. Intangible assets with indefinite useful life are reviewed for impairment at least once per year. The impairment test is performed using the discounted cash flows expected to be generated through the use of the intangible 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.

### 4. Revenue

	2016	2015
	€	€
Sales of products	4.020.612	2.571.555
Rendering of services	<u>107.006</u>	<u>109.300</u>
	<u><u>4.127.618</u></u>	<u><u>2.680.855</u></u>

### 5. Other operating income

	2016	2015
	€	€
Dividend income	<u>5.860.337</u>	<u>4.000.000</u>
	<u><u>5.860.337</u></u>	<u><u>4.000.000</u></u>

### 6. Other expenses

	2016	2015
	€	€
Loss from sale of investments in subsidiaries	2.107.478	-
Impairment charge - investments in subsidiaries	<u>111.100</u>	<u>-</u>
	<u><u>2.218.578</u></u>	<u><u>-</u></u>

### 7. Expenses by nature

	2016	2015
	€	€
Raw materials and consumables used	2.716.120	2.418.248
Auditors' remuneration	2.500	2.500
Compensation costs	360.000	360.000
Consulting fees	2.400.000	-
Market research expenses	281.481	80.234
Loss from sale of investments in subsidiaries	2.107.478	-
Other expenses	<u>246.792</u>	<u>65.589</u>
<b>Total expenses</b>	<u><u>8.114.371</u></u>	<u><u>2.926.571</u></u>

# NEREGELIA TRADING LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

31 December 2016

### 8. Finance costs

	2016 €	2015 €
Sundry finance expenses	<u>5.990</u>	<u>5.329</u>
	<u>5.990</u>	<u>5.329</u>

### 9. Tax

	2016 €	2015 €
Deferred tax - credit (Note 15)	<u>(221.727)</u>	<u>(28.796)</u>
<b>Credit for the year</b>	<u>(221.727)</u>	<u>(28.796)</u>

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

	2016 €	2015 €
Profit before tax	<u>1.867.594</u>	<u>3.748.955</u>
Tax calculated at the applicable tax rates	233.449	468.619
Tax effect of expenses not deductible for tax purposes	277.366	44
Tax effect of allowances and income not subject to tax	(732.542)	(500.000)
Tax effect of tax loss for the year	221.727	31.337
Deferred tax	<u>(221.727)</u>	<u>(28.796)</u>
<b>Tax charge</b>	<u>(221.727)</u>	<u>(28.796)</u>

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%.

### 10. Intangible assets

	Platform implementatio n €
<b>Cost</b>	
Additions	<u>3.948.900</u>
<b>Balance at 31 December 2015/ 1 January 2016</b>	<b>3.948.900</b>
Additions	<u>1.251.100</u>
<b>Balance at 31 December 2016</b>	<b><u>5.200.000</u></b>
<b>Net book amount</b>	
<b>Balance at 31 December 2016</b>	<b><u>5.200.000</u></b>
<b>Balance at 31 December 2015</b>	<b><u>3.948.900</u></b>

# NEREGELIA TRADING LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

31 December 2016

### 11. Investments in subsidiaries

	2016 €	2015 €
Balance at 1 January	14.875.150	14.874.650
Additions	111.100	500
Disposals	(1.661.000)	-
Impairment charge	(111.100)	-
<b>Balance at 31 December</b>	<b>13.214.150</b>	<b>14.875.150</b>

The details of the subsidiaries are as follows:

<u>Name</u>	<u>Country of incorporation</u>	<u>Principal activities</u>	2016 Holding %	2015 Holding %	2016 €	2015 €
Nelt Doo	Bosnia Herzegovina	Wholesale and retail	78.68	78.68	2.900.000	2.900.000
Neregelia Podgorica d.o.o	Montenegro	Wholesale and retail	100	100	52.663	52.663
Nelt Co	Serbia	Wholesale and retail	100	100	85.987	85.987
Corner Shop D.O.O.	Serbia	Wholesale and retail	-	100	-	1.661.000
NELT S.T	F.Y.R.O.M	Wholesale and retail	100	100	10.175.000	10.175.000
NELO ENERGY D.O.O	Serbia	Wholesale and retail	100	100	500	500
<b>Corner shop D.O.O</b>					<b>13.214.150</b>	<b>14.875.150</b>

### 12. Trade and other receivables

	2016 €	2015 €
Trade receivables	6.496.254	2.571.555
Loans receivable	4.783.000	723.600
Deferred expenses	-	360.000
Refundable VAT	853	-
	<b>11.280.107</b>	<b>3.655.155</b>

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

### 13. Cash at bank and in hand

	2016 €	2015 €
Cash at bank	94.711	44.591
	<b>94.711</b>	<b>44.591</b>

# NEREGELIA TRADING LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

31 December 2016

### 13. Cash at bank and in hand (continued)

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

	2016	2015
	€	€
Cash at bank and in hand	<u>94.711</u>	44.591
	<u>94.711</u>	<u>44.591</u>

### 14. Share capital

	2016	2016	2015	2015
	Number of shares	€	Number of shares	€
<b>Authorised</b>				
Ordinary shares of €1,71 each	<u>10.000</u>	<u>17.100</u>	10.000	17.100
<b>Issued and fully paid</b>				
Balance at 1 January	<u>10.000</u>	<u>17.100</u>	10.000	17.100
<b>Balance at 31 December</b>	<u>10.000</u>	<u>17.100</u>	10.000	17.100

### 15. Deferred tax

Deferred tax is calculated in full on all temporary differences under the liability method using the applicable tax rates (Note 9). The applicable corporation tax rate in the case of tax losses is 12,5%.

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred taxes relate to the same fiscal authority.

The movement on the deferred taxation account is as follows:

#### Deferred tax assets

	Tax losses
	€
Balance at 1 January 2015	443.447
Charged/(credited) to:	
Statement of profit or loss and other comprehensive income (Note 9)	<u>28.796</u>
<b>Balance at 31 December 2015/ 1 January 2016</b>	<b>472.243</b>
Charged/(credited) to:	
Statement of profit or loss and other comprehensive income (Note 9)	<u>221.727</u>
<b>Balance at 31 December 2016</b>	<b><u>693.970</u></b>

# NEREGELIA TRADING LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

31 December 2016

### 16. Trade and other payables

	2016	2015
	€	€
Trade payables	7.819.728	2.422.151
Accruals	<u>2.501</u>	<u>2.500</u>
	<u>7.822.229</u>	<u>2.424.651</u>

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

### 17. Operating Environment of the Company

Following a long and relatively deep economic recession, the Cyprus economy began to record positive growth in 2015 which accelerated during 2016. The restrictive measures and capital controls which were in place since March 2013 were lifted in April 2015 and on the back of the strength of the economy's performance and the strong implementation of required measures and reforms, Cyprus exited its economic adjustment programme in March 2016. In recognition of the progress achieved on the fiscal front and the economic recovery, as well as the enactment of the foreclosure and insolvency framework, the international credit rating agencies have proceeded with a number of upgrades of the credit ratings for the Cypriot sovereign, and although the rating continues to be 'non-investment grade', the Cyprus government has regained access to the capital markets. The outlook for the Cyprus economy over the medium term remains positive, however, there are downside risks to the growth projections emanating from the high levels of non performing exposures, uncertainties in the property markets, as well as potential deterioration in the external environment for Cyprus, including continuation of the recession in Russia in conditions of protracted declines in oil prices; weaker than expected growth in the euro area as a result of worsening global economic conditions; slower growth in the UK with a weakening of the pound as a result of uncertainty regarding the result of the Brexit referendum; and political uncertainty in Europe in view of Brexit and the refugee crisis.

This operating environment may have a significant impact on the Company's operations and financial position. Management is taking necessary measures to ensure sustainability of the Company's operations. However, the future effects of the current economic situation are difficult to predict and management's current expectations and estimates could differ from actual results.

The Company's management is unable to predict all developments which could have an impact on the Cyprus economy and consequently, what effect, if any, they could have on the future financial performance, cash flows and financial position of the Company.

On the basis of the evaluation performed, the Company's management has concluded that no provisions or impairment charges are necessary. The Company's management believes that it is taking all the necessary measures to maintain the viability of the Company and the smooth conduct of its operations in the current business and economic environment.

### 18. Related party transactions

The following transactions were carried out with related parties:

#### 18.1 Directors' remuneration

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

	2016	2015
	€	€
Directors' fees	<u>1.071</u>	<u>1.071</u>
	<u>1.071</u>	<u>1.071</u>

# NEREGELIA TRADING LIMITED

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## NOTES TO THE FINANCIAL STATEMENTS

31 December 2016

### 18. Related party transactions (continued)

#### 18.2 Loans to subsidiary companies

	2016	2015
	€	€
Corner shop d.o.o	-	479.000
Nelt Co	<u>4.720.000</u>	-
	<u>4.720.000</u>	<u>479.000</u>

### 19. Contingent liabilities

The Company had no contingent liabilities as at 31 December 2016.

### 20. Commitments

The Company had no capital or other commitments as at 31 December 2016.

### 21. Events after the reporting period

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

**Independent auditor's report on pages 4 to 6**



# NEREGELIA TRADING LIMITED

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## DETAILED INCOME STATEMENT

31 December 2016

	Page	2016 €	2015 €
<b>Revenue</b>			
Sales of products		4.020.612	2.571.555
Rendering of services		107.006	109.300
Cost of sales	24	<u>(2.997.601)</u>	<u>(2.498.482)</u>
<b>Gross profit</b>		1.130.017	182.373
Dividend income		<u>5.860.337</u>	<u>4.000.000</u>
		6.990.354	4.182.373
<b>Operating expenses</b>			
Administration expenses	25	<u>(2.898.192)</u>	<u>(428.089)</u>
		4.092.162	3.754.284
<b>Other operating expenses</b>			
Loss from sale of investments in subsidiaries		(2.107.478)	-
Impairment charge - investments in subsidiaries		<u>(111.100)</u>	-
<b>Operating profit</b>		1.873.584	3.754.284
Finance costs	26	<u>(5.990)</u>	<u>(5.329)</u>
<b>Net profit for the year before tax</b>		<u>1.867.594</u>	<u>3.748.955</u>

# NEREGELIA TRADING LIMITED

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## COST OF SALES

31 December 2016

	2016 €	2015 €
<b>Cost of sales</b>		
Purchases	<u>2.716.120</u>	2.418.248
	<u>2.716.120</u>	<u>2.418.248</u>
<b>Direct costs</b>		
Market research expenses	<u>281.481</u>	80.234
	<u>281.481</u>	<u>80.234</u>
	<u><b>2.997.601</b></u>	<u><b>2.498.482</b></u>

# NEREGELIA TRADING LIMITED

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## FINANCE COSTS

31 December 2016

	2016 €	2015 €
<b>Finance costs</b>		
<b>Sundry finance expenses</b>		
Bank charges	<u>5.990</u>	<u>5.329</u>
	<u>5.990</u>	<u>5.329</u>

# NEREGELIA TRADING LIMITED

## COMPUTATION OF CORPORATION TAX

31 December 2016

Net profit per income statement	Page 23	€	€	1.867.594
<u>Add:</u>				
Loss from sale of investments in subsidiaries			2.107.478	
Impairment charge - investments in subsidiaries			111.100	
Annual levy			<u>350</u>	
				<u>2.218.928</u>
				4.086.522
<u>Less:</u>				
Dividends received			<u>5.860.337</u>	
<b>Net loss for the year</b>				<u>(5.860.337)</u> <u>(1.773.815)</u>
Loss brought forward				<u>(3.777.942)</u>
<b>Loss carried forward</b>				<u><u>(5.551.757)</u></u>

### CALCULATION OF TAX LOSSES FOR THE FIVE YEAR PERIOD

Tax year	Profits/(losses) for the tax year	Gains Offset		Gains Offset		Gains Offset	
		Amount €	Year	Amount €	Year	Amount €	Year
2011	-	-		-		-	
2012	(708.668)	-		-		-	
2013	(245.488)	-		-		-	
2014	(2.573.091)	-		-		-	
2015	(250.695)	-		-		-	
2016	(1.773.815)	-		-		-	

Net loss carried forward (5.551.757)

