

O2 Estates Limited

Report & Financial Statements

For the period 18 August 2017 to
30 June 2018

Contents

Directors' report	2
Income statement	4
Statement of financial position	5
Statement of changes in equity	6
Statement of cash flows	7
Notes to the financial statements	8
Independent auditor's report	15

Directors' report

The directors present their report and the audited financial statements for the period 18 August 2017 to 30 June 2018.

Principal activities

The company was incorporated on 18 August 2017 to hold, develop, administer and manage any immovable property, wherever situated with any rights thereon.

Review of business development

During the period under review, the company posted a net loss of € 2,230.

Directors

The following have served as directors of the company during the period under review:

Johann Schembri (appointed upon registration of the company on 18 August 2017)
Joseph Mallia (appointed upon registration of the company on 18 August 2017)

In accordance with the company's Articles of Association, the present directors remain in office.

Disclosure of information to auditor

At the date of making this report, the directors confirm the following:

- As far as each director is aware, there is no relevant information needed by the independent auditor in connection with preparing the audit report of which the independent auditor is unaware, and
- Each director has taken all steps that he ought to have taken as a director in order to make himself aware of any relevant information needed by the independent auditor in connection with preparing their report and to establish that the independent auditor is aware of that information.

Statement of directors' responsibilities

The Companies Act, Cap 386 requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company as at the end of the financial year and of the profit or loss of the company for that year. In preparing these financial statements, the directors are required to:

- adopt the going concern basis unless it is inappropriate to presume that the company will continue in business;
- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- account for income and charges relating to the accounting period on the accruals basis;
- value separately the components of asset and liability items; and
- report comparative figures corresponding to those of the preceding accounting period.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements have been properly prepared in accordance with the Companies Act, Cap 386. This responsibility includes designing, implementing and maintaining internal controls relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. They are also responsible for safeguarding the assets of the company and for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Auditor

The auditor Grant Thornton has intimated its willingness to continue in office and a resolution proposing its reappointment will be put to the Annual General Meeting.



Johann Schembri
Director



Joseph Mallia
Director

Registered address:
Level 11, Portomaso Business Tower
Portomaso
St. Julian's
Malta

18 February 2019


Income statement

	Note	2018 €
Administrative expenses		(2,230)
Loss for the period	5	<u>(2,230)</u>

Statement of financial position

	Notes	2018 €
Assets		
Non-current		
Investment property	7	216,129
		<u>216,129</u>
Current		
Cash	8	1,200
		<u>1,200</u>
Total assets		<u>217,329</u>
Equity		
Share capital	9	1,200
Deficit		(2,230)
Total equity		<u>(1,030)</u>
Liabilities		
Non-current		
Payables	10	216,405
Current		
Payables	10	1,954
Total liabilities		<u>218,359</u>
Total equity and liabilities		<u>217,329</u>

The financial statements on pages 4 to 14 were approved by the board of directors, authorised for issue on 18 February 2019 and signed on its behalf by:


Johann Schembri
 Director


Joseph Mallia
 Director

Statement of changes in equity

	Share capital	Deficit	Total equity
	€	€	€
Issue of share capital	1,200	-	1,200
Loss for the period	-	(2,230)	(2,230)
At 30 June 2018	1,200	(2,230)	(1,030)

Deficit include all current results as disclosed in the income statement.

Statement of cash flows

	Note	2018 €
Operating activities		
Loss for the period		(2,230)
Change in payable		1,954
Net cash used in operating activities		<u>(276)</u>
Investing activity		
Payments used to acquire investment property		(216,129)
Cash used in investing activity		<u>(216,129)</u>
Financing activities		
Advances from related party		216,405
Proceeds from issue of share capital		1,200
Net cash generated from financing activities		<u>217,605</u>
Cash at the end of period	8	<u>1,200</u>

Notes to the financial statements

1 Nature of operations

The company was incorporated on 18 August 2017 to hold, administer and manage any immovable property, wherever situated with any rights thereon.

2 General information and statement of compliance with International Financial Reporting Standards (IFRS)

O2 Estates Limited, a private limited liability company, is incorporated and domiciled in Malta. The address of the company's registered office, which is also its principal place of business, is Level 11, Portomaso Business Tower, Portomaso, St. Julians, Malta.

The parent company is Pinnacle Gaming Group Limited of the same address. Pinnacle Gaming Group Limited prepares the consolidated financial statements, of which the company forms part.

The financial statements of the company have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB) and as adopted by the European Union (EU), and in accordance with the Companies Act, Cap 386.

The financial statements are presented in euro (€), which is also the company's functional currency.

3 Standards, amendments and interpretations to existing standards that are not yet effective and have not been adopted early by the company

At the date of authorisation of these financial statements, certain new standards, amendments and interpretations to existing standards have been published by the IASB but are not yet effective and have not been adopted early by the company.

Management anticipates that all relevant pronouncements will be adopted for the first period beginning on or after the effective date of the pronouncement. New Standards, amendments and Interpretations to existing standards that are not yet effective and have not been adopted early by the company have not been disclosed as they are not expected to have a material impact on the company's financial statements.

4 Summary of accounting policies

4.1 Overall considerations

The financial statements have been prepared using the measurement bases specified by IFRS for each type of asset, liability, income and expense. The measurement bases are more fully described in the accounting policies below.

The financial statements are presented in accordance with IAS 1, *Presentation of Financial Statements* (Revised 2007). The company did not have any items classified as 'other comprehensive income' and consequently, management has elected to present only an income statement.

4.2 Expense recognition

Expenses are recognised in the income statement upon utilisation of the service or at the date of their origin.

4.3 Investment property

Investment property comprises an arable land currently held for undetermined future use and is accounted for using the cost model. The land is measured at cost comprising its purchase price and directly attributable expenditure such as professional fees for legal services, property transfer taxes and other transaction costs.

As no finite useful life for land can be determined, related carrying amounts are not depreciated.

4.4 Financial instruments

Recognition, initial measurement and derecognition

Financial assets and financial liabilities are recognised when the company becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value adjusted by transaction costs, except for those carried at fair value through profit or loss, which are measured initially at fair value. Subsequent measurement of financial assets and financial liabilities are described below.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and substantially all risks and rewards are transferred. A financial liability is derecognised when it is extinguished, discharged, cancelled or expired.

Classification and subsequent measurement of financial assets

For the purpose of subsequent measurement, financial assets of the company are classified into loans and receivables upon initial recognition.

Loans and receivables are subject to review for impairment at least at each reporting date to identify whether there is any objective evidence that loans and receivables are impaired.

All income and expenses relating to loans and receivables are presented within 'finance income' and 'finance cost', except for impairment of trade receivables which is presented within administrative expenses.

Receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial recognition these are measured at amortised cost using the effective interest method, less provision for impairment. Discounting is omitted where the effect of discounting is immaterial. The company's cash at bank fall into this category of financial instruments.

Receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default. Receivables that are not considered to be individually impaired are reviewed for impairment in groups, which are determined by reference to the industry and region of a counterparty and other shared credit risk characteristics. The impairment loss estimate is then based on recent historical counterparty default rates for each identified group.

Classification and subsequent measurement of financial liabilities

The company's financial liabilities include payables. These are measured subsequently at amortised cost using the effective interest method.

All interest-related charges are included within 'finance costs'.

4.5 Income taxes

Tax expense recognised in income statement comprises the sum of deferred tax and current tax not recognised in other comprehensive income or directly in equity.

Current income tax assets and/or liabilities comprise those obligations to, or claims from, fiscal authorities relating to the current or prior reporting periods, that are unpaid at the reporting date. Current tax is payable on taxable profit, which differs from profit or loss in the financial statements. Calculation of current tax is based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred income taxes are calculated using the liability method on temporary differences between the carrying amounts of assets and liabilities and their tax bases. However, deferred tax is not provided on the initial recognition of an asset or liability unless the related transaction affects tax or accounting profit. Deferred tax on temporary differences associated with shares in subsidiaries and joint ventures is not provided if reversal of these temporary differences can be controlled by the company and it is probable that reversal will not occur in the foreseeable future.

Deferred tax assets and liabilities are calculated, without discounting, at tax rates that are expected to apply to their respective period of realisation, provided they are enacted or substantively enacted by the end of the reporting period. Deferred tax liabilities are always provided for in full.

Deferred tax assets are recognised to the extent that it is probable that they will be able to be utilised against future taxable income.

Deferred tax assets and liabilities are offset only when the company has a right and intention to set off current tax assets and liabilities from the same taxation authority.

Changes in deferred tax assets or liabilities are recognised as a component of tax income or expense in the income statement, except where they relate to items that are recognised in other comprehensive income or directly in equity, in which case the related deferred tax is also recognised in other comprehensive income or directly in equity, respectively.

4.6 Cash

Cash comprises demand deposits.

4.7 Equity

Share capital represents the nominal value of shares that have been issued.

Deficit includes current period results.

4.8 Provisions

Provisions are recognised when present obligations as a result of past event will probably lead to an outflow of economic resources from the company and amounts can be estimated reliably. Timing or amount of the outflow may still be uncertain. A present obligation arises from the presence of a legal or constructive commitment that has resulted from past events, for example, product warranties granted, legal disputes or onerous contracts. Restructuring provisions are recognised only if a detailed formal plan for restructuring

has been developed and implemented, or management has at least announced the plan's main features to those affected by it. Provisions are not recognised for future operating losses.

Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the reporting date, including the risks and uncertainties associated with the present obligation. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. Provisions are discounted to their present values, where the time value of money is material.

All provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

In those cases where the probable outflow of economic resources as a result of present obligations is considered improbable or remote, no liability is recognised.

4.9 Significant management judgement in applying accounting policies and estimation uncertainty

The preparation of financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable and reliable in the circumstances, the results of which form the basis of making the judgements about carrying amounts of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of revision and future periods if the revision affects both current and future periods.

In the opinion of the directors, the accounting, estimates and judgements made in the course of preparing these financial statements are not difficult, subjective or complex to a degree which would warrant their description as critical in terms of the requirements of IAS 1 (revised 2007).

5 Loss for the period

The loss for the period is stated after charging:

	2018
	€
Auditor's remuneration	<u>1,500</u>

6 Tax expense

The relationship between the expected tax income based on the effective tax rate of O2 Estates Limited at 35% and the tax expense actually recognised in the income statement can be reconciled as follows:

	2018
	€
Loss before tax	(2,230)
Tax rate	35%
Expected tax income	<u>781</u>
Adjustment for non-deductible expense	<u>(781)</u>
Actual tax expense, net	<u>-</u>

7 Investment property

	2018 €
Carrying amount	<u>216,129</u>

The property acquired is an arable land known as Ta' Minka situated at Wardija, Malta with an area of 4,140 square metres. This land is held for future agricultural purposes.

The directors believe that the fair value of the investment property did not significantly change from the time it was acquired in September 2017 until period end.

8 Cash

Cash in the statement of financial position and statement of cash flows includes cash at bank. The company did not have any restrictions on its cash at bank as at period end.

9 Share capital

The share capital of O2 Estates Limited consists of ordinary shares with a par value of € 1 each. Ordinary shares are equally eligible to receive dividends and represent one vote at the shareholders' meeting of O2 Estates Limited.

	2018 €
Shares issued and fully paid at 30 June 2018	
1,200 ordinary shares of € 1 each	<u>1,200</u>
Shares authorised at 30 June 2018	
1,200 ordinary shares of € 1 each	<u>1,200</u>

10 Payables

	2018 €
Amounts owed to parent company	216,405
Accruals	1,954
Financial liabilities	<u>218,359</u>
Comprising:	
Non-current	216,405
Current	1,954
	<u>218,359</u>

Amounts owed to parent company are unsecured, interest free and repayable after more than a year.

The carrying value of the financial liabilities is considered a reasonable approximation of fair value.

11 Related party transactions

The company's related parties include its parent company.

Unless otherwise stated, none of the transactions incorporates special terms and conditions and no guarantees were given or received. Outstanding balances are usually settled in cash. Amounts owed to the parent company are shown separately in note 10.

12 Financial instrument risks

Risk management objectives and policies

The company is exposed to various risks in relation to financial instruments. The company's financial assets and liabilities by category are summarised in note 4.4. The main types of risks are market risk, credit risk and liquidity risk.

The company's risk management is coordinated by the directors and focus on actively securing the company's short to medium term cash flows by minimising the exposure to financial risks.

The company does not actively engage in the trading of financial assets for speculative purposes nor does it write options. The most significant financial risks to which the company is exposed are described below.

12.1 Market risk

Foreign currency risk

The company's transactions are mainly carried out in euro, thus foreign currency risk is negligible.

Interest rate risk

The company is not exposed to interest rate risk as it does not have borrowings with variable interest rates.

12.2 Credit risk

The company's exposure to credit risk is limited to the carrying amount of cash at bank recognised at the reporting date.

The credit risk for cash at bank is negligible since the counterparty is a reputable bank with high quality external credit ratings.

12.3 Liquidity risk

The company's exposure to liquidity risk arises from its obligations to meet its financial liabilities, which comprise payables (see note 10). Prudent liquidity risk management includes maintaining sufficient cash to ensure the availability of an adequate amount of funding to meet the company's obligations when they become due.

The company manages its liquidity needs through the financial support from its shareholders and other fellow group companies.

At 30 June 2018, the company's financial liabilities have contractual maturities which are summarised below:

	Current within 1 year €	Non-current 1 to 5 years €
At 30 June 2018		
Amounts owed to parent company	-	216,405
Accruals	1,954	-
	<u>1,954</u>	<u>216,405</u>

12.4 Summary of financial assets and liabilities by category

The carrying amounts of the company's financial assets and liabilities as recognised at the end of the reporting period under review may also be categorised as follows. See note 4.4 for explanations about how the category of financial instruments affects their subsequent measurement.

	Notes	2018 €
Current assets		
Loans and receivables:		
- Cash at bank	8	<u>1,200</u>
Non-current liabilities		
Amounts owed to parent company	10	<u>216,405</u>
Current liabilities		
Financial liabilities measured at amortised cost:		
- Payables	10	<u>1,954</u>

13 Capital management policies and procedures

The company's capital management objectives are to ensure its ability to continue as a going concern and to provide an adequate return to shareholders and maintaining an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the company may adjust the amount of dividends paid, issue new shares or sell assets to reduce debt.

The company monitors the level of debt, which includes trade and other payables less the bank balance against total capital on an ongoing basis. The directors consider the company's gearing level at year-end to be appropriate for its business.

14 Ultimate controlling party

The company's parent company, Pinnacle Gaming Group Limited, is ultimately controlled by Johann Schembri, who owns 100% of the parent company's issued share capital.

15 Post-reporting date events

No adjusting or other significant non-adjusting events have occurred between the reporting date and the date of authorisation.

Independent auditor's report

To the shareholders of O2 Estates Limited

Report on the audit of the financial statements

Opinion

We have audited the financial statements of O2 Estates Limited set out on pages 4 to 14 which comprise the statement of financial position as at 30 June 2018, and the income statement, statement of changes in equity and statement of cash flows for the period 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 30 June 2018, and of its financial performance and its cash flows for the period then ended in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union (EU), and have been properly prepared in accordance with the requirements of the Companies Act, Cap. 386 (the "Act").

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 of the Accountancy Profession (Code of Ethics for Warrant Holders) Directive issued in terms of the Accountancy Profession Act, Cap. 281 that are relevant to our audit of the financial statements in Malta. We have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other information

The directors are responsible for the other information. The other information comprises the directors' report shown on pages 2 and 3 which we obtained prior to the date of this auditor's report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information.

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.

With respect to the directors' report, we also considered whether the directors' report includes the disclosures required by Article 177 of the Act.

Based on the work we have performed, in our opinion:

- The information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements, and
- the directors' report has been prepared in accordance with the Act.

In addition, in light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we are required to report if we have identified material misstatements in the directors' report and other information that we obtained prior to the date of this auditor's report. We have nothing to report in this regard.

Responsibilities of those charged with governance for the financial statements

The directors are responsible for the preparation of financial statements that give a true and fair view in accordance with IFRS as adopted by the EU and are properly prepared in accordance with the provisions of the Act, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

The directors are 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 the ISAs, we exercise professional judgement 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 management.
- Conclude on the appropriateness of management's 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 fair presentation.

We communicate with those charged with governance 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.

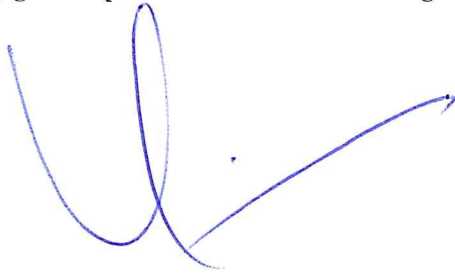
Report on other legal and regulatory requirements

We also have responsibilities under the Companies Act, Cap 386 to report to you if, in our opinion:

- adequate accounting records have not been kept;
- the financial statements are not in agreement with the accounting records; or
- we have not received all the information and explanations we require for our audit.

We have nothing to report to you in respect of these responsibilities.

The engagement partner on the audit resulting in this independent auditor's report is Mark Bugeja.



Mark Bugeja (Partner) for and on behalf of

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18 February 2019