

Dragonara Gaming Limited
Report & Financial Statements
30 June 2019

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Directors' report

The directors herewith present their report and the audited financial statements for the year ended 30 June 2019.

Principal activities

The company's core activity is the management and operation of the Dragonara Casino and remains unaltered since the previous financial year.

Review of business development

Revenue and other income for the year under review totalled €16,935,313 which was almost equal to the total revenue and other income generated during the previous year of €16,894,644. Excluding internal re-charging between group companies and other extraordinary charges, the EBITDA for the financial year under review came in at €2.32 million which was almost identical to the EBITDA generated during 2018 of €2.33m. Despite the significantly heightened levels of competition, the Company has not only managed to maintain its market share but has also protected its EBITDA margins. In fact, although the Company experienced an escalation in its operating costs, it still achieved an EBITDA margin of 13.7% (2018: 13.8%), clearly reflecting the financially solid fundamentals of the business.

The net profit of the Company was adversely impacted by the high levels of depreciation and amortisation charge of €1,500,504 (2018: €1,626,285) which reflects the intensive capital expenditure undertaken by the Company during the recent years in the overall infrastructure and latest gaming products and technologies which have stimulated demand and maximised customers' experience and satisfaction in a mature market where competitive rivalry is very intense. This capital investment has now positioned the Company to accelerate its growth programme, hence realising the long-term returns on the business.

From a financial stability standpoint, the Company's short-term liquidity improved from a current ratio of 0.82 times in 2018 to 1.02 times in 2019. As at the end of the reporting period, the Company's borrowings stood at €196,401 a reduction of €785,607 from 2018 and such reduction has lowered the Company's gearing ratio to 9.3% (2018: 30.2%).

The Directors will continue assessing the market landscape in order to ensure that the strategic positioning of the Company will be aligned to the prevailing competitive landscape, within the wider context of the post-Covid-19 market realities, particularly the evolving patterns of tourism in Malta. In this regard, the Company will sustain its efforts in retaining the leading position in the industry, whilst setting higher standards for regulation and compliance in the land-based gaming sector in Malta. The Company will be also maintaining its investment focus on technology to ensure it can derive better cost optimisations and entrench stronger control systems across all levels of the operations.

Directors

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

Johann Schembri
Mark Bianchi
Franco Degabriele
Svetlana Buckova
Philip Bianchi (appointed on 31 July 2019)

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/she ought to have taken as a director in order to make himself/herself aware of any relevant information needed by the independent auditor in connection with preparing the audit report and to establish that the independent auditor is aware of that information.

Statement of directors' responsibilities

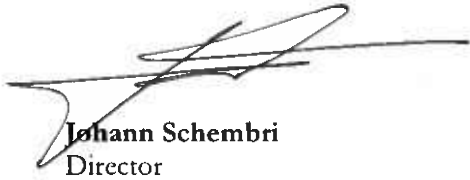
The Companies Act, Cap 386 requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company as at the end of the financial year and of the income statement of the company for that year. In preparing these financial statements,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



Mark Bianchi
Director

Registered address:
Dragonara Casino Complex
Dragonara Road
St. Julian's
Malta

20 August 2020

Income statement

| | Notes | 2019 € | 2018 € |
|----------------------------------|-------|------------------|------------------|
| Revenue | | 16,627,441 | 16,489,881 |
| Other income | | 307,872 | 404,763 |
| Staff costs | 5 | (4,051,027) | (3,831,171) |
| Gaming tax | | (4,987,908) | (5,275,481) |
| MGA licence fees | | (101,006) | - |
| Other operating expenses | | (6,446,133) | (6,129,719) |
| Depreciation and amortisation | | (1,500,504) | (1,626,285) |
| Operating (loss) / profit | | (151,265) | 31,988 |
| Finance income | 6 | 5 | - |
| Finance costs | 6 | (114,922) | (128,469) |
| Loss before tax | 7 | (266,182) | (96,481) |
| Tax expense | 8 | (92,829) | (154,915) |
| Loss for the year | | (359,011) | (251,396) |

Statement of financial position

| | Notes | 2019 € | 2018 € |
|-------------------------------|-------|-------------------|-------------------|
| Assets | | | |
| Non-current | | | |
| Intangible assets | 9 | 366,462 | 725,875 |
| Property, plant and equipment | 10 | 2,202,705 | 3,232,256 |
| Investment in subsidiary | 12 | 9,999 | 9,999 |
| Cash and cash equivalents | 13 | 365,000 | 365,000 |
| | | 2,944,166 | 4,333,130 |
| Current | | | |
| Inventories | 14 | 94,872 | 97,049 |
| Trade and other receivables | 15 | 5,858,560 | 5,133,704 |
| Cash and cash equivalents | 13 | 1,529,707 | 1,031,203 |
| | | 7,483,139 | 6,261,956 |
| Total assets | | 10,427,305 | 10,595,086 |

Statement of financial position – continued

| | Notes | 2019 € | 2018 € |
|-------------------------------------|-------|-------------------|-------------------|
| Equity | | | |
| Share capital | 16.1 | 2,840,650 | 2,840,650 |
| Additional paid-in capital | 16.2 | 212,295 | 212,295 |
| Accumulated losses | | (1,140,638) | (781,627) |
| Total equity | | 1,912,307 | 2,271,318 |
| Liabilities | | | |
| Non-current | | | |
| Borrowings | 17 | - | 196,401 |
| Trade and other payables | 18 | 1,044,586 | 193,723 |
| Deferred tax liability | 19 | 144,156 | 293,294 |
| | | 1,188,742 | 683,418 |
| Current | | | |
| Borrowings | 17 | 196,401 | 785,607 |
| Current tax liability | | 1,067,742 | 860,972 |
| Trade and other payables | 18 | 6,062,113 | 5,993,771 |
| | | 7,326,256 | 7,640,350 |
| Total liabilities | | 8,514,998 | 8,323,768 |
| Total equity and liabilities | | 10,427,305 | 10,595,086 |

The financial statements on pages 5 to 28 were approved by the board of directors, authorised for issue on 20 August 2020 and signed on its behalf by:


Johann Schembri
Director


Mark Bianchi
Director

Statement of changes in equity

| | Share capital € | Additional paid-in capital € | Accumulated Losses € | Total equity € |
|------------------------|-----------------------|------------------------------------|----------------------------|----------------------|
| At 1 July 2017 | 2,840,650 | 212,295 | (530,231) | 2,522,714 |
| Loss for the year | - | - | (251,396) | (251,396) |
| At 30 June 2018 | 2,840,650 | 212,295 | (781,627) | 2,271,318 |
| At 1 July 2018 | 2,840,650 | 212,295 | (781,627) | 2,271,318 |
| Loss for the year | - | - | (359,011) | (359,011) |
| At 30 June 2019 | 2,840,650 | 212,295 | (1,140,638) | (1,912,307) |

Accumulated losses include all current and prior period results as disclosed in the income statement.

Statement of cash flows

| | Notes | 2019 € | 2018 € |
|---|-------|------------------|------------------|
| Operating activities | | | |
| Loss before tax | | (266,182) | (96,481) |
| Adjustments | 20 | 1,597,093 | 1,821,421 |
| Net changes in working capital | 20 | 202,127 | (831,410) |
| Interest received | | 5 | - |
| Net cash generated from operating activities | | 1,533,043 | 893,530 |
| Investing activities | | | |
| Payments to acquire intangible assets | | - | (21,240) |
| Payments to acquire property, plant and equipment | | (134,010) | (215,217) |
| Proceeds on disposal of property, plant and equipment | | - | 64,300 |
| Net cash used in investing activities | | (134,010) | (172,157) |
| Financing activities | | | |
| Bank loan repayments | | (785,607) | (785,607) |
| Interest paid | | (114,922) | (128,468) |
| Net cash used in financing activities | | (900,529) | (914,075) |
| Net change in cash and cash equivalents | | 498,504 | (192,702) |
| Cash and cash equivalents, beginning of year | | 1,396,203 | 1,588,905 |
| Cash and cash equivalents, end of year | 13 | 1,894,707 | 1,396,203 |

Notes to the financial statements

1 Nature of operations

The company was registered on 4 June 2010. The principal activity of the company is to manage and operate the Dragonara Casino.

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

Dragonara Gaming 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 Dragonara Casino Complex, Dragonara Road, St. Julians, Malta. The parent company is Peninsula Gaming Group Limited with registered office and principal place of business at Level 11, Portomaso Business Tower, St. Julians, Malta. The ultimate parent company is Pinnacle Gaming Group Limited with registered office and principal place of business at Pinnacle Gaming Group, Level 11, Portomaso Business Tower, St. Julians, Malta.

The company's ultimate parent company, Pinnacle Gaming Group Limited, a company incorporated and domiciled in Malta, prepares consolidated financial statements which are available for public inspection at the Registry of Companies in Malta.

Dragonara Gaming Limited met all the other conditions specified under paragraph 4(a) of IFRS 10, *Consolidated Financial Statements* to be exempted from preparing consolidated financial statements. These financial statements therefore represent the separate financial statements of the company.

On 30 June 2010, the company was granted, by the Malta Gaming Authority, a licence to operate the Dragonara Casino.

The financial statements of the company have been prepared in accordance with IFRS 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 Changes in accounting policies

3.1 New standards adopted as at 1 January 2018

IFRS 15 'Revenue from Contracts with Customers'

IFRS 15 'Revenue from Contracts with Customers' and the related 'Clarifications to IFRS 15 Revenue from Contracts with Customers' (hereinafter referred to as 'IFRS 15') replace IAS 18 'Revenue', IAS 11 'Construction Contracts', and several revenue-related Interpretations. In accordance with the transition guidance, IFRS 15 has only been applied to contracts that are incomplete as at 1 January 2018.

The adoption of IFRS 15 did not have any material impact on the timing and amount of revenue recognised by the company.

IFRS 9 'Financial Instruments'

IFRS 9 replaces IAS 39 'Financial Instruments: Recognition and Measurement'. It makes major changes to the previous guidance on the classification and measurement of financial assets and introduces an 'expected credit loss' model for the impairment of financial assets.

There were no other changes to the classification or measurement of financial assets as a result of the application of IFRS 9.

3.2 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, and amendments to existing standards have been published by the IASB that are not yet effective, and have not been adopted early by the company. Information on those expected to be relevant to the company's financial statements is provided below.

Management anticipates that all relevant pronouncements will be adopted in the company's accounting policies for the first period beginning after the effective date of the pronouncement. New standards, interpretations and amendments not either adopted or listed below are not expected to have a material impact on the company's financial statements.

IFRS 16 'Leases'

IFRS 16 will replace IAS 17 'Leases' and three related Interpretations. It completes the IASB's long-running project to overhaul lease accounting. Leases will be recorded in the statement of financial position in the form of a right-of-use asset and a lease liability.

IFRS 16 is effective from periods beginning on or after 1 January 2019. Management is yet to fully assess the impact of the Standard and therefore is unable to provide quantified information. However, in order to determine the impact, the company is in the process of:

- performing a full review of all agreements to assess whether any additional contracts will become lease contracts under IFRS 16's new definition of a lease
- deciding which transitional provision to adopt; either full retrospective application or partial retrospective application (which means comparatives do not need to be restated). The partial application method also provides optional relief from reassessing whether contracts in place are, or contain, a lease, as well as other reliefs. Deciding which of these practical expedients to adopt is important as they are one-off choices
- assessing their current disclosures for operating leases (Note 11) as these are likely to form the basis of the amounts to be capitalised as right-of-use assets
- determining which optional accounting simplifications are available and whether to apply them
- assessing the additional disclosures that will be required.

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.

4.2 Presentation of financial statements

The financial statements are presented in accordance with IAS 1 *Presentation of Financial Statements* (Revised 2007).

4.3 Revenue

Revenue comprises income from gaming activities.

Revenue is measured by reference to the fair value of consideration received or receivable by the company for services provided, excluding VAT, rebates, and trade discounts.

Revenue is recognised when the amount of revenue can be measured reliably, collection is probable, the costs incurred or to be incurred can be measured reliably, and when the criteria for the company's activities have been met.

Gaming revenue

The company recognises revenues as the net win from gaming activities, which is the difference between gaming wins and losses.

The following specific recognition criteria must also be met before revenue is recognised:

Gaming tables

Revenue from gaming tables is recognised on the closure of the individual tables and represents the increase or decrease in each table's position after the settlement of client winnings.

Slot machines

Revenue from slot machines is recognised when machine counts are carried out and represents the increase or decrease in each machine's position net of client winnings.

Sports betting

Gains and losses in respect of bets placed on sporting events in the year are stated net of promotional bonuses. Open positions are carried at fair value and gains and losses arising on this valuation are recognised in revenue, as well as gains and losses realised on open positions that have closed.

Interest

Interest income is accrued on a time basis, by reference to the principal outstanding and interest rate applicable.

4.4 Other income

Other income relates to gratuities received from customers in the normal course of business.

4.5 Operating expenses

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

4.6 Operating lease payments

Payments made under operating leases are recognised in the income statement on a straight-line basis over the term of the lease, where the lessee does not bear substantially all of the risks and rewards of ownership associated with the asset. Associated costs, such as maintenance and insurance, are expensed as incurred.

4.7 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is necessary to complete and prepare the asset for its intended use or sale. Other borrowing costs are expensed in the period in which they are incurred and reported within 'finance costs'.

4.8 Foreign currency translation

Foreign currency transactions are translated into the functional currency of the company using the exchange rates prevailing at the dates of the transactions (spot exchange rate). Foreign exchange gains and losses resulting from the settlement of such transactions and from the remeasurement of monetary items at year-end exchange rates are recognised in income statement.

Non-monetary items are not retranslated at year-end and are measured at historical cost (translated using the exchange rates at the transaction date).

4.9 Intangible assets

Intangible assets include acquired software licences and concession fee. They are accounted for using the cost model whereby capitalised costs are amortised on a straight-line basis over their estimated useful lives, as these assets are considered finite. Residual values and useful lives are reviewed at each reporting date. In addition, they are subject to impairment testing as described in note 4.11. The following useful lives are applied:

| | |
|----------------|----|
| | % |
| Concession fee | 10 |
| Software | 25 |

Amortisation has been included within 'depreciation and amortisation' in the income statement.

Concession fee is written off to the income statement by equal annual instalments over the term of the concession.

Acquired software is capitalised on the basis of the costs incurred to acquire and install the specific software.

Costs associated with maintaining computer software are expensed as incurred.

4.10 Property, plant and equipment

Items of property, plant and equipment are carried at acquisition cost less subsequent depreciation and impairment losses.

Depreciation is recognised on a straight-line basis to write down the cost less estimated residual value of property, plant and equipment as follows:

| | |
|---|-----------|
| | % |
| Leasehold improvements | 10 |
| Plant and equipment | 12.5 - 33 |
| Office and computer equipment | 25 - 33 |
| Furniture, electrical and sanitary fittings | 12.5 - 33 |

Material residual value estimates and estimates of useful life are updated as required, but at least annually, whether or not the asset is revalued.

4.11 Impairment testing of intangible assets and property, plant and equipment

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are largely independent cash inflows (cash-generating units). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level.

All individual assets or cash-generating units are tested 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 or cash-generating unit's carrying amount exceeds its recoverable amount. The recoverable amount is the greater of its fair value less costs to sell and its value in use. To determine the value in use, the company's management estimates expected future cash flows from each cash-generating unit and determines a suitable interest rate in order to calculate the

present value of those cash flows. Discount factors are determined individually for each cash-generating unit and reflect their respective risk profiles as assessed by the company's management.

Impairment losses are recognised immediately in income statement. Impairment losses for cash-generating units are charged pro rata to the assets in the cash-generating unit. All assets are subsequently reassessed for indications that an impairment loss previously recognised may no longer exist. An impairment charge that has been recognised is reversed if the cash-generating unit's recoverable amount exceeds its carrying amount.

An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

4.12 Investment in subsidiary

Investment in subsidiary is included in the company's statement of financial position at cost less any impairment loss that may have arisen. Income from investment is recognised only to the extent of distributions received by the company from post-acquisition profits. Distributions received in excess of such profits are regarded as a recovery of the investment and are recognised as a reduction of the cost of the investment.

At each reporting date the company reviews the carrying amount of its investment in subsidiary to determine whether there is any indication of impairment and, if any such indication exists, the recoverable amount of the investment is estimated. An impairment loss is the amount by which the carrying amount of an investment exceeds its recoverable amount. The recoverable amount is the higher of fair value less costs to sell and value in use. An impairment loss that has been previously recognised is reversed if the carrying amount of the investment exceeds its recoverable amount. An impairment loss is reversed only to the extent that the carrying amount of the investment does not exceed the carrying amount that would have been determined if no impairment loss had been previously recognised. Impairment losses and reversals are recognised immediately in income statement.

4.13 Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of ordinarily interchangeable items are assigned using weighted average cost formula. Net realisable value is the estimated selling price in the ordinary course of business less any applicable selling expenses.

4.14 Financial instruments

Recognition and derecognition

Financial assets and financial liabilities are recognised when the company becomes a party to the contractual provisions of the financial instrument.

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

Classification and initial measurement of financial assets

Except for those trade receivables that do not contain a significant financing component and are measured at the transaction price in accordance with IFRS 15, all financial assets are initially measured at fair value adjusted for transaction costs (where applicable).

Financial assets are classified into the following categories:

- amortised cost
- fair value through profit or loss (FVTPL)
- fair value through other comprehensive income (FVOCI).

The company does not have any financial assets categorised as FVTPL and FVOCI in the periods

presented.

The classification is determined by both:

- the entity's business model for managing the financial asset; and
- the contractual cash flow characteristics of the financial asset.

All income and expenses relating to financial assets that are recognised in the income statement are presented within 'finance costs' or 'finance income'.

Subsequent measurement of financial assets

Financial assets at amortised cost

Financial assets are measured at amortised cost if the assets meet the following conditions (and are not designated as FVTPL):

- they are held within a business model whose objective is to hold the financial assets and collect its contractual cash flows; and
- the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial recognition, these are measured at amortised cost using the effective interest method. Discounting is omitted where the effect of discounting is immaterial. The company's cash and cash equivalents, loans and receivables fall into this category of financial instruments.

Trade and other receivables

The company makes use of a simplified approach in accounting for trade and other receivables and records the loss allowance as lifetime expected credit losses. These are expected shortfalls in contractual cash flows, considering the potential for default at any point during the life of the financial instrument. In calculating, the company uses its historical experience, external indicators and forward-looking information to calculate the expected credit losses using a provision matrix.

The company assess impairment of trade receivables on a collective basis as they possess share credit risk characteristics.

Classification and measurement of financial liabilities

As the accounting for financial liabilities remains largely the same under IFRS 9 compared to IAS 39, the company's financial liabilities were not impacted by the adoption of IFRS 9. However, for completeness, the accounting policy is disclosed below.

The company's financial liabilities include trade and other payables.

Financial liabilities are initially measured at fair value, and, where applicable, adjusted for transaction costs unless the company designates a financial liability at fair value through profit or loss.

All interest-related charges and, if applicable, changes in an instrument's fair value that are reported in the income statement are included within 'finance costs' or 'finance income'.

Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis, or realise the asset and settle the liability simultaneously.

4.15 Income taxes

Tax expense recognised in the 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 the income statement 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 is a business combination or affects tax or accounting profit.

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 equity, respectively.

4.16 Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits.

4.17 Equity and reserves

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

Additional paid-in capital represents any premium received on the issue of or discount from the payment to retire capital stock. Any transaction costs associated with the issue of shares are deducted from additional paid-in capital, net of any related income tax benefits. Further information on additional paid-in capital is provided in Note 16.2.

Accumulated losses include current and prior period results.

4.18 Provisions and contingent liabilities

Provisions are recognised when present obligations as a result of a 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 the 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.

Any reimbursement that the company can be virtually certain to collect from a third party with respect to the obligation is recognised as a separate asset. However, this asset may not exceed the amount of the related provision.

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

4.19 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 Staff costs

| | 2019 | 2018 |
|---|------------------|------------------|
| | € | € |
| Wages and salaries | 3,816,071 | 3,574,437 |
| Social security costs | 262,070 | 250,124 |
| Other staff costs | 61,375 | 81,901 |
| | 4,139,516 | 3,906,462 |
| Wages and salaries recharged by subsidiary | 34,772 | 47,941 |
| Wages and salaries recharged to subsidiary | (84,845) | (42,092) |
| Wages and salaries recharged to fellow subsidiary | (38,416) | (81,140) |
| | 4,051,027 | 3,831,171 |

The average number of persons employed by the company for the reporting periods presented were:

| | 2019 | 2018 |
|---------------------------|-------------|-------------|
| | No. | No. |
| Administration | 17 | 16 |
| Hospitality and gaming | 128 | 127 |
| Security and surveillance | 24 | 23 |
| | 169 | 166 |

6 Finance income and finance costs

The following amounts may be analysed as follows for the reporting periods presented:

| | 2019 € | 2018 € |
|--|-----------|-----------|
| Finance income | | |
| Interest income from cash and cash equivalents | 5 | - |
| Finance costs | | |
| Interest expense on borrowings at amortised cost | 114,922 | 128,469 |

7 Loss before tax

The loss before tax is stated after charging:

| | 2019 € | 2018 € |
|-------------------------|-----------|-----------|
| Directors' remuneration | 287,731 | 282,458 |
| Auditor's remuneration | 23,500 | 22,820 |

8 Tax expense

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

| | 2019 € | 2018 € |
|---------------------------------|-----------------|------------------|
| Loss before tax | (266,182) | (96,481) |
| Tax rate | 35% | 35% |
| Expected tax income | 93,164 | 33,768 |
| Adjustment for: | | |
| Non-deductible expenses | (185,993) | (188,959) |
| Over provision in previous year | - | 276 |
| Actual tax expense, net | (92,829) | (154,915) |
| Comprising: | | |
| Corporate tax at 35% | (241,966) | (99,978) |
| Deferred tax expense | 149,137 | (54,937) |
| | (92,829) | (154,915) |

Refer to note 19 for information on the company's deferred tax assets and liabilities.

9 Intangible assets

Details of the company's intangible assets and their carrying amounts are as follows:

| | Concession fee € | Software € | Total € |
|--|---------------------------------|-----------------------|--------------------|
| Gross carrying amount | | | |
| Balance at 1 July 2018 / 30 June 2019 | 3,505,500 | 928,433 | 4,433,933 |
| Amortisation | | | |
| Balance at 1 July 2018 | 2,804,400 | 903,658 | 3,708,058 |
| Amortisation for the year | 350,550 | 8,863 | 359,413 |
| Balance at 30 June 2019 | 3,154,950 | 912,521 | 4,067,471 |
| Carrying amount at 30 June 2019 | 350,550 | 15,912 | 366,462 |
| Gross carrying amount | | | |
| Balance at 1 July 2017 | 3,505,500 | 907,193 | 4,412,693 |
| Additions | - | 21,240 | 21,240 |
| Balance at 30 June 2018 | 3,505,500 | 928,433 | 4,433,933 |
| Amortisation | | | |
| Balance at 1 July 2017 | 2,453,850 | 889,861 | 3,343,711 |
| Amortisation for the year | 350,550 | 13,797 | 364,347 |
| Balance at 30 June 2018 | 2,804,400 | 903,658 | 3,708,058 |
| Carrying amount at 30 June 2018 | 701,100 | 24,775 | 725,875 |

Concession fee represents the amount paid to operate the Dragonara Casino. The validity of the concession is limited to the duration of the validity of the casino licence issued to the company by the Malta Gaming Authority, i.e. ten (10) years from the issue date of the licence on 30 June 2010.

All amortisation charges are included within 'depreciation and amortisation' in the income statement.

10 Property, plant and equipment

Details of the company's property, plant and equipment and their carrying amounts are as follows:

| | Leasehold improvements € | Plant and equipment € | Office and computer equipment € | Furniture, electrical and sanitary fittings € | Work in progress € | Total € |
|--|--------------------------------|-----------------------------|--|---|--------------------------|------------------|
| Gross carrying amount | | | | | | |
| Balance at 1 July 2018 | 697,153 | 12,027,486 | 658,099 | 1,575,877 | 138,221 | 15,096,836 |
| Additions | - | 31,679 | 36,415 | - | 65,916 | 134,010 |
| Disposals | - | - | (1,848) | - | (21,240) | (23,088) |
| Reclassification | - | 64,813 | - | - | (64,813) | - |
| Balance at 30 June 2019 | 697,153 | 12,123,978 | 692,666 | 1,575,877 | 118,084 | 15,207,758 |
| Depreciation | | | | | | |
| Balance at 1 July 2018 | 487,378 | 9,881,696 | 570,136 | 925,370 | - | 11,864,580 |
| Charge for the year | 93,374 | 855,766 | 55,358 | 136,591 | - | 1,141,089 |
| Disposals | - | - | (616) | - | - | (616) |
| Balance at 30 June 2019 | 580,752 | 10,737,462 | 624,878 | 1,061,961 | - | 13,005,053 |
| Carrying amount at 30 June 2018 | 116,401 | 1,386,516 | 67,788 | 513,916 | 118,084 | 2,202,705 |
| Gross carrying amount | | | | | | |
| Balance at 1 July 2017 | 697,153 | 12,360,991 | 633,229 | 1,562,103 | 187,122 | 15,440,598 |
| Additions | - | 43,881 | 24,870 | 13,774 | 132,692 | 215,217 |
| Disposals | - | (558,979) | - | - | - | (558,979) |
| Reclassification | - | 181,593 | - | - | (181,593) | - |
| Balance at 30 June 2018 | 697,153 | 12,027,486 | 658,099 | 1,575,877 | 138,221 | 15,096,836 |
| Depreciation | | | | | | |
| Balance at 1 July 2017 | 391,825 | 9,518,687 | 516,129 | 734,980 | - | 11,161,621 |
| Charge for the year | 95,553 | 921,988 | 54,007 | 190,390 | - | 1,261,938 |
| Disposals | - | (558,979) | - | - | - | (558,979) |
| Balance at 30 June 2018 | 487,378 | 9,881,696 | 570,136 | 925,370 | - | 11,864,580 |
| Carrying amount at 30 June 2018 | 209,775 | 2,145,790 | 87,963 | 650,507 | 138,221 | 3,232,256 |

All depreciation charges are included within 'depreciation and amortisation' in the income statement.

11 Operating lease as lessee

The company's future minimum operating lease payments are as follows:

| | 2019 € | 2018 € |
|----------------------|------------------|------------------|
| Within 1 year | 1,209,225 | 1,209,225 |
| Between 1 to 5 years | - | 1,209,225 |
| Total | 1,209,225 | 2,418,450 |

Lease payments recognised as an expense during the year amounted to € 1,130,362 (2017: € 1,130,362). This amount consists of minimum lease payments. No sublease payments or contingent rent payments were made or received.

The lease agreement for the casino premises at Dragonara Casino, Dragonara Road, St Julians has a non-cancellable term of 10 years from 30 June 2010. The rent for the casino premises shall be € 1,051,500 per annum and shall, on the fifth anniversary from the commencement date, be increased by 15% on the rent then current. The rent shall in all cases be payable monthly in advance.

During the year under review the company signed a new lease agreement for the Casino premises at Dragonara Casino, Dragonara Road, St. Julians for a period of 64 years ending 8 March 2083. The rent for the casino premises shall be € 500,000 per annum for the first 15 years, €1,000,000 per annum for the next 5 years and an increase of 5% will apply every 5 years from year 21 onwards.

12 Investment in subsidiary

The company holds 99.9% voting and equity interest in Dragonara Catering Limited with registered address at Dragonara Casino Complex, Dragonara Road, St Julians, Malta. The subsidiary provides catering services to the casino. The shares are not publicly listed on a stock exchange and hence published price quotes are not available.

13 Cash and cash equivalents

Cash and cash equivalents in the statement of financial position and statement of cash flows include the following components:

| | 2019 € | 2018 € |
|--------------------|------------------|------------------|
| Non-current | | |
| Cash at bank | 365,000 | 365,000 |
| | 365,000 | 365,000 |
| Current | | |
| Cash at bank | 782,819 | 233,726 |
| Cash on hand | 746,888 | 797,477 |
| | 1,529,707 | 1,031,203 |
| | 1,894,707 | 1,396,203 |

The non-current cash at bank refers to the security for a bank guarantee equivalent to the gaming reserve of € 365,000 issued in favour of the Malta Gaming Authority on behalf of the Government of Malta.

14 Inventories

Inventories recognised in the statement of financial position mainly comprise gaming table and slot machine consumables.

The amounts recognised as an expense in the year related to inventories is €255,744 (2018: €273,970)

15 Trade and other receivables

| | 2019 | 2018 |
|--|------------------|------------------|
| | € | € |
| Trade receivables | 62,574 | 12,767 |
| Amounts owed by a subsidiary | 31,309 | 270,255 |
| Amounts owed by fellow subsidiaries | 4,513,962 | 3,873,427 |
| Amounts owed by parent company | 522,157 | 522,158 |
| Amounts owned by ultimate parent company | 293,782 | 179,613 |
| Other receivables | 348,098 | 157,204 |
| Financial assets | 5,771,882 | 5,015,424 |
| Prepayments | 86,678 | 118,280 |
| Trade and other receivables | 5,858,560 | 5,133,704 |

Short term financial assets are carried at their nominal value which is considered a reasonable approximation of fair value.

The amounts owed by a subsidiary, fellow subsidiaries, parent company, ultimate parent company and related parties are unsecured, interest free and repayable on demand.

16 Equity

16.1 Share capital

The share capital of Dragonara Gaming Limited consists of ordinary A and B shares with a par value of € 0.10. Ordinary A and B shares shall rank equally, provided that ordinary A and B shareholders shall have the right to appoint, substitute and be represented on the board of directors of the company by up to four (4) and two (2) directors, respectively. However, the ordinary B shareholder shall not be entitled to receive dividends or distribution of assets on winding up. In all cases, the number of directors appointed by ordinary A shareholders shall always be twice the number of directors appointed by the ordinary B shareholder.

| | 2019 | 2018 |
|--|------------------|------------------|
| | € | € |
| Shares issued | | |
| 36,244,428 ordinary A shares of € 0.10 each and 76.72% paid up | 2,780,649 | 2,780,649 |
| 600,000 ordinary A shares of € 0.10 each and 100% paid-up | 60,000 | 60,000 |
| 1 ordinary B share of € 0.10 and 100% paid-up | 1 | 1 |
| | 2,840,650 | 2,840,650 |
| Shares authorised | | |
| 36,844,428 ordinary A shares of € 0.10 each | 3,684,443 | 3,684,443 |
| 1 ordinary B share of € 0.10 and 100% paid-up | - | 1 |
| | 3,684,444 | 3,684,444 |

16.2 Additional paid-in capital

Following the acquisition of its own shares, Dragonara Gaming Limited through an extraordinary resolution by the shareholders dated 31 July 2012 effected a reduction in its share capital by an equivalent amount of € 2,456,295 which represents the nominal value of the 'B' shares. On 21 November 2012, the said reduction in Dragonara Gaming Limited's share capital was finalised which resulted in the recognition of additional paid-in capital of € 212,295.

17 Borrowings

| | 2019 € | 2018 € |
|--------------------|----------------|----------------|
| Non-current | | |
| Bank loan | - | 196,401 |
| | <u>-</u> | <u>196,401</u> |
| Current | | |
| Bank loan | 196,401 | 785,607 |
| | <u>196,401</u> | <u>785,607</u> |

The bank loan is secured by a general hypothec over the company's and related party's assets and a pledge over the shares of the company and its parent company.

The bank loan is repaid in quarterly instalments of € 196,401 excluding interest. The loan is subject to a margin that vary each applicable year from 1.75% to 3.50%, based upon the ratio of net financial debt to EBITDA.

18 Trade and other payables

| | 2019 € | 2018 € |
|---------------------------------------|------------------|------------------|
| Non-current | | |
| Accrued rent | - | 157,723 |
| Financial liabilities | <u>-</u> | <u>157,723</u> |
| Statutory liabilities | 1,044,586 | 36,000 |
| | <u>1,044,586</u> | <u>193,723</u> |
| Current | | |
| Trade payables | 536,320 | 873,587 |
| Capital creditors | (5,864) | 40,426 |
| Amounts due to fellow subsidiary | 163,086 | 88,824 |
| Accrued expenses | 1,002,619 | 807,359 |
| Other payables | 134,500 | 100,800 |
| Financial liabilities | <u>1,830,661</u> | <u>1,910,996</u> |
| Statutory liabilities | 4,231,452 | 4,082,775 |
| | <u>6,062,113</u> | <u>5,993,771</u> |
| Total trade and other payables | <u>7,106,699</u> | <u>6,187,494</u> |

The carrying values of financial liabilities are considered to be a reasonable approximation of fair value.

The amounts due to fellow subsidiary are unsecured, interest free and repayable on demand.

Included within accrued expenses is a provision of €310,100 (2018: €54,832) due to previous employees in relation to settlements following court cases for unfair dismissal.

19 Deferred tax liability

Deferred taxes arising from temporary differences and unabsorbed capital allowances can be summarised as follows:

| | 1 July 2018 € | Recognised in income statement € | 30 June 2019 € |
|--------------------------------|---------------------|---|----------------------|
| Non-current assets | | | |
| Intangible assets | (2,610) | 758 | (1,852) |
| Property, plant and equipment | (345,887) | 67,482 | (278,405) |
| Non-current liabilities | | | |
| Other liabilities | 55,203 | (27,602) | 27,601 |
| Current liabilities | | | |
| Provisions | - | 108,500 | 108,500 |
| Total | (293,294) | 125,353 | (144,156) |

| | 1 July 2017 € | Recognised in income statement € | 30 June 2018 € |
|--------------------------------|---------------------|---|----------------------|
| Non-current assets | | | |
| Intangible assets | (4,268) | 1,658 | (2,610) |
| Property, plant and equipment | (359,596) | 13,709 | (345,887) |
| Non-current liabilities | | | |
| Other liabilities | 82,805 | (27,602) | 55,203 |
| Current liabilities | | | |
| Provisions | 39,845 | (39,845) | - |
| Unabsorbed capital allowances | 2,857 | (2,857) | - |
| Total | (238,357) | (54,937) | (293,294) |

All deferred tax liabilities have been recognised in the statement of financial position.

Refer to note 8 for information on the company's tax expense.

20 Cash flow adjustments and changes in working capital

The following non-cash flow adjustments and adjustments for changes in working capital have been made to loss before tax to arrive at operating cash flow:

| | 2019 € | 2018 € |
|--|------------------|------------------|
| Adjustments: | | |
| Depreciation and amortisation | 1,500,502 | 1,626,285 |
| Provision for jackpots and cash and bonus points | (40,798) | 130,967 |
| Interest income | (5) | - |
| Interest expense | 114,922 | 128,469 |
| Loss (gain) on disposal of plant and equipment | 22,472 | (64,300) |
| Total adjustments | 1,597,093 | 1,821,421 |
| Net changes in working capital: | | |
| Change in inventories | 2,177 | (6,343) |
| Change in trade and other receivables | (724,856) | (390,963) |
| Change in trade and other payables | 924,806 | (434,104) |
| Total net changes in working capital | 202,127 | (831,410) |

21 Related party transactions

The company's related parties include its ultimate parent company, parent company, subsidiary company, fellow subsidiary companies, key management and others as described below.

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.

21.1 Transactions with subsidiary

Dragonara Catering Limited, a subsidiary of the company, provides catering services for the Casino's clients. The subsidiary charges the company for complimentary food and beverages provided to the Casino's clients. The total complimentary food and beverage charged by the subsidiary in 2019 amounted to € 228,658 (2018: € 188,081).

Also, certain employees of the company provide services to Dragonara Catering Limited and vice versa. The salaries, wages and benefits for these employees are recharged to/from the subsidiary. During the reporting period under review, salaries, wages and benefits recharged to the subsidiary amounted to € 84,845 (2017: € 42,092), whilst recharges from the subsidiary amounted to € 30,235 (2017: € 47,941). See note 15 for the outstanding balance as at 30 June 2019 and 2018.

21.2 Transactions with directors

During the year ended 30 June 2019, the company advanced €13,000 (2018: € 67,612) to Directors. As at year end, total amounts outstanding from was €121,597 (2018 : €108,597).

During the year ended 30 June 2019, the Directors received remuneration of €287,731 (2018: €282,458).

22 Contingent liabilities

| | 2019 € | 2018 € |
|---|------------------|------------------|
| Guarantees given in the ordinary course of business | 1,865,000 | 1,865,000 |

23 Financial instrument risk

Risk management objectives and policies

The company is exposed to credit risk, liquidity risk and market risk through its use of financial instruments which result from both its operating and investing activities. The company's risk management is coordinated by the directors and focuses on actively securing the company's short to medium term cash flows by minimising the exposure to financial risk.

The most significant financial risk to which the company is exposed are described below. See also note 23.4 for a summary of the company's financial assets and financial liabilities by category.

23.1 Credit risk

The company's exposure to credit risk is limited to the carrying amount of financial assets recognised at the reporting date, as summarised below:

| | Notes | 2019 € | 2018 € |
|--|-------|------------------|------------------|
| Classes of financial assets – carrying amounts: | | | |
| Cash and cash equivalents | 13 | 1,894,707 | 1,396,203 |
| Trade and other receivables | 15 | 5,771,882 | 5,015,424 |
| | | <u>7,666,589</u> | <u>6,411,627</u> |

None of the company's receivables is secured by collaterals or other credit enhancements.

The credit risk for liquid funds is considered negligible, since the counterparties are reputable banks with high quality external credit ratings.

Guarantees given are included in note 22 above.

23.2 Liquidity risk

The company's exposure to liquidity risk arises from its obligations to meet its financial liabilities, which comprise interest bearing borrowings and trade and other payables (see notes 17 and 18). Prudent liquidity risk management includes maintaining sufficient cash and committed credit facilities 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 yearly cash flow forecasts by carefully monitoring expected cash inflows and outflows on a monthly basis. The company's liquidity risk is not deemed to be significant in view of the matching of cash inflows and outflows arising from expected maturities of financial instruments, as well as the company's committed borrowing facilities that it can access to meet liquidity needs.

As at 30 June 2019, the company's financial liabilities have contractual maturities as summarised below:

| | Current | | Non-current |
|--------------------------|------------------|----------------|--------------|
| | Within 6 months | 6 to 12 months | 1 to 5 years |
| | € | € | € |
| Bank loans | 196,401 | | |
| Trade and other payables | 1,830,661 | - | - |
| Total | 2,027,062 | | |

As at 30 June 2018, the company's financial liabilities have contractual maturities as summarised below:

| | Current | | Non-current |
|--------------------------|------------------|----------------|----------------|
| | Within 6 months | 6 to 12 months | 1 to 5 years |
| | € | € | € |
| Bank loans | 392,804 | 392,803 | 196,401 |
| Trade and other payables | 1,910,996 | - | 157,723 |
| Total | 2,303,800 | 392,803 | 354,124 |

23.3 Market risk

Foreign currency risk

The company transacts business mainly in euro. Exposure to currency exchange rates arise from the company's sale and purchase of foreign currency to/from clients. However, foreign currency denominated financial assets and liabilities at the end of the financial reporting date under review are deemed negligible. Accordingly, the company's exposure to foreign exchange risk is not significant and a sensitivity analysis for foreign exchange risk disclosing how profit or loss and equity would have been affected by changes in foreign exchange rates that were reasonably possible at the reporting date is deemed not necessary.

Interest rate risk

The company is exposed to changes in market interest rates through its borrowings at variable interest rates.

The following table illustrates the sensitivity of the net result for the year and equity to a reasonably possible change in interest rates of +/- 100 basis points, with effect from the beginning of the year. These changes are considered to be reasonably possible based on observation of current market conditions.

The calculations are based on the company's borrowings held at the reporting date of the reporting period under review that are sensitive to changes in interest rates. All other variables are held constant.

| | Profit for the year | |
|---------------------|---------------------|--------------|
| | € | € |
| | +100 bp | -100 bp |
| 30 June 2019 | (1,964) | 1,964 |
| 30 June 2018 | (9,820) | 9,820 |

23.4 Summary of financial assets and financial liabilities by category

The carrying amounts of the company's financial assets and financial liabilities as recognised at the reporting date of the reporting period under review may also be categorised as follows. See note 4.14 for explanations about how the category of financial instruments affects their subsequent measurement.

| | Notes | 2019 € | 2018 € |
|---|-------|------------------|------------------|
| Financial assets | | | |
| Non-current | | | |
| Loans and receivables: | | | |
| - Cash and cash equivalents | 13 | 365,000 | 365,000 |
| Current | | | |
| Loans and receivables: | | | |
| - Cash and cash equivalents | 13 | 1,529,707 | 1,031,203 |
| - Trade and other receivables | 15 | 5,771,882 | 5,015,424 |
| | | <u>7,301,589</u> | <u>6,411,627</u> |
| Financial liabilities | | | |
| Financial liabilities measured at amortised cost: | | | |
| Non-current | | | |
| - Borrowings | 17 | - | 196,401 |
| - Trade and other payables | 18 | - | 157,723 |
| Current | | | |
| - Borrowings | 17 | 196,401 | 785,607 |
| - Trade and other payables | 18 | 1,830,661 | 1,910,996 |
| | | <u>2,027,062</u> | <u>3,050,727</u> |

24 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 through innovation, continuous improvement in quality service, resource utilisation, increasing the market share and flexibility.

25 Post reporting date events

On 3 July 2019, the company was granted the title of temporary sub-emphyteusis over the Dragonara's immovable property until 8 March 2083.

Following the outbreak of the COVID-19 pandemic, the directors are monitoring the situation and taking immediate action to safeguard the interests of the company. To date the company's operations have been curtailed due to the mandatory closure of its premises in line with local government legislation.

The directors are of the opinion that it is premature to comment on the consequences of the events that are still unfolding and that they cannot make an estimate of the financial effect that these events may have on the company. These events may adversely affect the company's current and future performance and future financial position. The financial statements do not include any adjustments that may be required should the company not realise the full value of its assets and discharge its liabilities in the normal course of business as a result of the prevailing situation.

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 Dragonara Gaming Limited

Report on the audit of the financial statements

Opinion

We have audited the financial statements of Dragonara Gaming Limited set out on pages 5 to 28 which comprise the statement of financial position as at 30 June 2019, and the income statement, statement of changes in equity and statement of 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 30 June 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 (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 to 4 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.

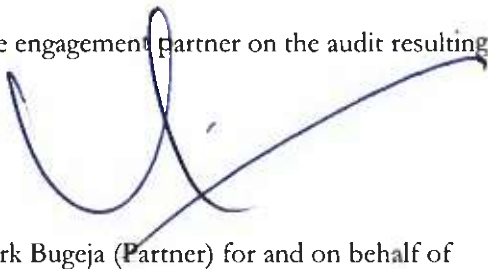
Report on other legal and regulatory requirements

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.
- 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

GRANT THORNTON
Certified Public Accountants

Fort Business Centre
Triq l-Intornjatur, Zone 1
Central Business District
Birkirkara CBD 1050
Malta

20 August 2020

