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St. George Developments Limited

Report & Financial Statements

30 June 2018

Company registration number: C 75549

Contents

Directors' report

The directors present their report and the audited financial statements for the year ended 30 June 2018.

Principal activities

The company was incorporated on 6 May 2016 to hold, develop, administer and manage any immovable property, wherever situated with any rights thereon.

Review of business development

During the year under review, the company posted a net loss of € 80,527 (2017: loss of € 4,971).

Directors

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

Johann Schembri
Joseph Mallia

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

29 March 2019

Income statement

	Note	2018	2017 (14 months)
		€	€
Administrative expenses		(80,527)	(4,971)
Loss for the year/period	5	**(80,527)**	**(4,971)**

Statement of financial position

	Notes	2018	2017
		€	€
Assets			
Non-current			
Investment in associate	7	400	400
Investment property	8	64,798	-
Receivables	9	356,868	335,947
Other non-current assets	10	932	-
		422,998	**336,347**
Current			
Receivables	9	133,475	66,619
Cash and cash equivalents	11	-	454
		133,475	**67,073**
Total assets		**556,473**	**403,420**

Statement of financial position – continued

	Notes	2018	2017
		€	€
Equity			
Share capital	12	5,000	5,000
Accumulated losses		(85,498)	(4,971)
Total (deficit) equity		**(80,498)**	**29**
Liabilities			
Non-current			
Trade and other payables	13	**543,375**	**399,801**
Current			
Trade and other payables	13	**93,596**	**3,590**
Total liabilities		**636,971**	**403,391**
Total equity and liabilities		**556,473**	**403,420**

The financial statements on pages 4 to 18 were approved by the board of directors, authorised for issue on 29 March 2019 and signed by:

Johann Schembri
Director

Joseph Mallia
Director

Statement of changes in equity

	Share capital	Accumulated losses	Total (deficit) equity
	€	€	€
Transactions with owners			
Issue of share capital	5,000	-	5,000
Loss recognised for the period/year			
Loss for the period	-	(4,971)	(4,971)
At 30 June 2017	**5,000**	**(4,971)**	**29**
At 1 July 2017	5,000	(4,971)	29
Loss for the year	-	(80,527)	(80,527)
At 30 June 2018	**5,000**	**(85,498)**	**(80,498)**

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

Statement of cash flows

	Notes	2018	2017
			(14 months)
		€	€
Operating activities			
Loss for the year/period		(80,527)	(4,971)
Write-off of receivables		9,062	-
Net changes in working capital	14	(32,354)	(355,369)
Net cash used in operating activities		**(103,819)**	**(360,340)**
Investing activities			
Payments to acquire shares in associate		-	(400)
Payments to acquire investment property		(21,191)	(43,607)
Net cash used in investing activities		**(21,191)**	**(44,007)**
Financing activities			
Advances from related party		124,556	399,801
Proceeds from issue of share capital		-	5,000
Net cash generated from financing activities		**124,556**	**404,801**
Net change in cash and cash equivalents		(454)	454
Cash and cash equivalents, beginning of year/period		454	-
Cash and cash equivalents, at the end of year/period	11	**-**	**454**

Notes to the financial statements

1 Nature of operations

The company was incorporated on 6 May 2016 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)

St. George Developments Limited ('The company'), 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.

St. George Developments Limited met all the conditions specified under paragraph 17 of IAS 28, *Investments in Associates and Joint Ventures*, to be exempted from applying the equity method to its investment in associate.

The financial statements of the company have been prepared in accordance with IFRS as adopted by the European Union, 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 and revised standards that are effective for annual periods beginning on or after 1 January 2017

Amendments to IFRSs that became mandatorily effective in 2017 have no material impact on the company's financial results or position. Accordingly, the company has made no changes to its accounting policies in the current year.

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 9 'Financial Instruments'

The IASB released IFRS 9 'Financial Instruments', representing the completion of its project to replace IAS 39 'Financial Instruments: Recognition and Measurement'. The new standard introduces extensive changes to IAS 39's guidance on the classification and measurement of financial assets and introduces a new 'expected credit loss' model for the impairment of financial assets. IFRS 9 also provides new guidance on the application of hedge accounting.

Management has yet to assess the impact of IFRS 9 and is not yet in a position to provide quantified information.

IFRS 9 is effective for annual reporting periods beginning on or after 1 January 2018.

IFRS 16 'Leases'

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

IFRS 16 is effective for annual reporting 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 now become a lease under IFRS 16's new definition;
- assessing their current disclosures for operating leases as these are likely to form the basis of the amounts to be capitalised and become right-of-use assets;
- determining which optional accounting simplifications apply to their lease portfolio and if they are going to use these exemptions; and
- 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 Expense recognition

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

4.3 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.

4.4 Investment in associate

Investment in associate 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 associate 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.

4.5 Investment property

Investment property is property held to earn rentals or for capital appreciation or for both.

It is initially measured at cost. After initial recognition it is carried at cost less accumulated depreciation and any accumulated impairment losses.

No depreciation is provided on investment property which has not yet brought into use.

4.6 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 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 and cash equivalents and receivables 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 trade and other payables. These are measured subsequently at amortised cost using the effective interest method.

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

4.7 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.

4.8 Cash and cash equivalents

Cash and cash equivalents comprise demand deposits.

Bank balance overdrawn is presented in current liabilities in the balance sheet.

4.9 Equity

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

Accumulated losses include all current and prior period results.

4.10 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 year/period

The loss for the year/period is stated after charging:

	2018 €	2017 (14 months) €
Auditor's remuneration	3,127	2,950

6 Tax expense

The relationship between the expected tax income based on the effective tax rate of St. George Developments Limited at 35% (2017: 35%) and the tax expense actually recognised in the income statement can be reconciled as follows:

	2018 €	2017 (14 months) €
Loss before tax	(80,527)	(4,971)
Tax rate	35%	35%
Expected tax income	**28,185**	**1,740**
Adjustment for non-deductible expense	(28,185)	(1,740)
Actual tax expense, net	-	-

7 Investment in associate

The company holds 22.2% voting and equity interest in Confident Limited engaged in purchasing, selling development and improving land and building for investment purposes. These shares are not publicly listed on a stock exchange and hence published price quotes are not available.

8 Investment property

On 20 July 2017 the company entered into 30 (thirty) years temporary emphyteusis of a property situated in Malta. The company binds itself to demolish the existing property and to construct block of buildings to earn rentals.

9 Receivables

	2018 €	2017 €
Non-current		
Amounts owed by associate	356,868	335,947
Non-current financial assets	**356,868**	**335,947**
Current		
Other receivable	-	200
Current financial asset	**-**	**200**
Advance payments	112,433	66,419
Prepayment	21,042	-
Total current receivables	**133,475**	**66,619**
Total receivables	**490,343**	**402,566**

The carrying value of the financial assets are considered a reasonable approximation of fair value.

The amounts owed by associate are unsecured, interest free and have no fixed date of repayment.

10 Other non-current assets

The company's other non-current assets include the following:

	2018 €	2017 €
Guarantees	932	-
Non-current financial assets	**932**	**-**

11 Cash and cash equivalents

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

	2018 €	2017 €
Cash at bank	-	454

The company did not have any restrictions on its cash at bank as at year end.

12 Share capital

The share capital of St. George Developments 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 St. George Developments Limited.

	2018	2017
	€	€
Shares issued and fully paid up		
5,000 ordinary shares of € 1 each	**5,000**	**5,000**
Shares authorised		
100,000 ordinary shares of € 1 each	**100,000**	**100,000**

13 Trade and other payables

	2018	2017
	€	€
Non-current		
Amounts owed to parent company	524,357	399,801
Accrued rent	19,018	-
Non-current financial liabilities	**543,375**	**399,801**
Current		
Trade payables	403	-
Bank balance overdrawn	89,005	-
Accrued expenses	4,188	3,590
Current financial liabilities	**93,596**	**3,590**
Total trade and other payables	**636,971**	**403,391**

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

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

14 Net changes in working capital

The following net changes in working capital have been made to the loss before for the year/period to arrive at operating cash flow:

	2018	2017 (14 months)
	€	€
Net changes in working capital:		
Change in receivables	(141,378)	(358,959)
Change in trade and other payables	109,024	3,590
	(32,354)	(355,369)

15 Operating lease as lessee

The company leases a property under an operating lease. The future minimum lease payments are as follows:

	2018	2017 (14 months)
	€	€
Minimum lease payments due:		
Within 1 year	45,625	-
1 to 5 years	191,625	-
After 5 years	1,770,250	-
	2,007,500	-

Lease expense during the period amounts to € 65,327 (2017: Nil), representing the minimum lease payments.

The lease contract has a non-cancellable term of 30 years commencing from 20 July 2017. Costs incurred by the company attributable to negotiating and arranging the lease amounting to € 21,726 is reported in the balance sheet as prepayment and is being amortised over the lease term.

16 Related party transactions

The company's related parties include its parent company, fellow subsidiaries, associate and key management personnel.

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 by/to the related companies are shown separately in notes 9 and 13.

17 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 17.4. 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.

17.1 Market risk analysis

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.

17.2 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	2018	2017
		€	€
Classes of financial assets - carrying amount			
- Amounts owed by associate	9	356,868	335,947
- Other receivable	9	-	200
- Guarantees	10	932	-
- Cash and cash equivalents	11	-	454
		357,800	336,601

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

No credit risk is associated with amounts owed by associate since it is a credit worthy counterparty. The credit risk for liquid funds is considered negligible, since the counterparty is a reputable bank with high quality external credit ratings.

17.3 Liquidity risk

The company's exposure to liquidity risk arises from its obligations to meet its financial liabilities, which comprise payables (see note 13). 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	Non-current		
	within 1 year	2 to 5 years	Later than 5 years	Total
	€	€	€	€
30 June 2018				
Amounts owed to parent company	-	524,357	-	524,357
Bank balance overdrawn	89,005	-	-	89,005
Accrued rent	-	-	19,018	19,018
Trade and other payables	4,591	-	-	4,591

At 30 June 2017, the company's financial liabilities have contractual maturities which are summarised below:

	Current	Non-current		
	within 1 year	2 to 5 years	Later than 5 years	Total
	€	€	€	€
30 June 2017				
Amounts owed to parent company	-	399,801	-	339,801
Trade and other payables	3,590	-	-	3,590

17.4 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 periods under review may also be categorised as follows. See note 4.6 for explanations about how the category of financial instruments affects their subsequent measurement.

	Notes	2018 €	2017 €
Non-current assets			
Loans and receivables:			
- Amounts owed by associate	9	356,868	335,947
- Guarantees	10	932	-
		357,800	**335,947**
Current assets			
Loans and receivables:			
- Other receivable	9	-	200
- Cash and cash equivalents	11	-	454
		-	**654**
Non-current liabilities			
- Amounts owed to parent company	13	524,357	399,801
- Accrued rent	13	19,018	-
		543,375	**399,801**
Current liabilities			
Financial liabilities measured at amortised cost:			
- Trade and other payables	13	4,591	3,590
- Bank balance overdrawn	13	89,005	-
		93,596	**3,590**

18 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.

19 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 St. George Developments Limited

Report on the audit of the financial statements

Opinion

We have audited the financial statements of St. George Developments Limited set out on pages 4 to 18 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 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 2018, 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 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.
- 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
Mriehel Bypass
Birkirkara BKR 3000
Malta

29 March 2019

Authorised User Digital Signature:

Signer: Diane DALLI (Signature)
Date: Thu, Sep 5, 2019 11:01:50 CEST

ROC Representative Digital Signature:

Signer: Mirco ABELA (Signature)
Date: Mon, Sep 16, 2019 16:30:02 CEST