Mediterranean Investments Holding p.l.c.

Report & Consolidated Financial Statements

31 December 2019

Company registration number: C 37513

Contents

Directors' report

The directors present their report together with the audited financial statements of Mediterranean Investments Holding p.l.c. (the company) and the consolidated financial statements of the group for the year ended 31 December 2019. The group comprises the company, its two subsidiaries, Palm City Ltd and Palm Waterfront Ltd, and its associate, Medina Tower Joint Stock Company for Real Estate Investment and Development.

Principal activities

Mediterranean Investments Holding p.l.c. was incorporated as a private limited liability company on 12 December 2005 as Mediterranean Investments Holding Limited and was, on 6 November 2007, converted into a public limited liability company. The principal activities of the group are to directly or indirectly acquire, develop and operate real estate projects in Libya and invest in any related trade or business venture.

Review of the business

Throughout the year under review, Palm City Residences, the only operational asset of the Group, continued to perform resolutely despite shifting changes in the political dynamics in Tripoli for most of 2019. A surge in occupancy from 45.1% in December 2018 to 51.9% in January 2019 then continued unabated with month on month increases in occupancy, reaching a milestone figure of 60.2% in May 2019, an 8.3% increase from the start of the year and two months into the conflict which commenced in Tripoli on April 4. Despite no significant cessation in hostilities for the rest of the year, Palm City's business model once again proved to be resilient with an average occupancy of 54.4% between June and December, closing the year at 55.3% after nine months of conflict. During this year, Palm City generated €27.26m in revenue with an average rent rate of €8,857 per residential unit per month.

During the year under review, management continued to strengthen its maintenance and support capabilities. This enabled the company to capture revenue from many short-term lease opportunities that continue to present themselves, while preparing for and servicing longer term requirements, both in the residential areas and also in back-end systemic operations. During 2019, management carefully implemented further measures to improve the product and spent money in areas that needed to be refurbished so as to ensure that all new business could be serviced to client expectations. Providing secure accommodation with a 24 x 7 service continues to be a key criterion to this day.

The improved performance at Palm City level substantially improved the group's profitability and cashflow. At group level, the cash generated from operations more than covered the payment of finance costs. These finance costs included accelerated repayment of bank loans linked to occupancy percentage, purchase of bonds from the market for cancellation and the gradual repayment of shareholders loans. Notwithstanding these outflows, there was a net year-on-year increase in cash and cash equivalents of €2.6 million at the end of 2019.

Results

IAS 40 requires that the value of the group's properties as at the reporting date be tested for impairment. In view of the unstable situation in Libya, such a test would necessarily need to take into account a number of alternative scenarios. Notwithstanding the improved performance of the company, and in consideration of the various scenarios possible in the current political climate, the directors have prudently opted to keep the value of the investment property unchanged in this reporting period.

During the year under review, effective occupancy at Palm City, the only operational asset of the group, increased from 45.1% as at the end of 2018 to 55.1% as at the end of 2019. During this time, the residential village was kept busy with new client uptake particularly in the first half of the year, as well as short term surges through the year. Management continues to seek opportunities, prepare proposals and negotiate the way forward with existing clients, even under the present circumstances.

Although revenues at Group level increased by €8.4 million over last year, operating costs and administrative expenses were retained at relatively low operating levels such that the increased revenue directly contributed to an operating profit of €19.8 million compared to €11.6 million the year before.

The group registered a consolidated profit after tax of €14.5 million compared to €21.7 million in 2018, although last year's result included a net fair value gain on the investment property of €14.04 million (€21.6 million less resultant deferred tax of €7.56 million). On a like for like basis there was an 89.3% improvement in the consolidated profit after tax in 2019 compared to the 2018 results.

The group's assets stand at €315 million as at 31 December 2019, up from €308 million as at the end of 2018. This increase mainly reflects the profits registered on trading which is reflected through an increase in current assets particularly cash and cash equivalents.

Directors

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

Mr Alfred Pisani (Chairman)
Mr Joseph Fenech
Mr Faisal J S Alessa
Mr. Mario P. Galea
Mr Joseph M. Pisani
Mr Ahmed Wahedi
Mr Ahmed Yousri Helmy

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

Disclosure of information to the 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 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 group and the company as at the end of the financial year and of the profit or loss of the group and 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 group and 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 group and 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 group and 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.

Alfred Pisani
Chairman

Ahmed Wahedi
Director

Registered office:

22, Europa Centre,
Floriana FRN 1400,
Malta

29 April 2020

Statement by the directors on the financial statements and other information included in the annual report

Pursuant to Listing Rule 5.68, we, the undersigned, declare that to the best of our knowledge, the financial statements included in the Annual Report, and prepared in accordance with the requirements of International Financial Reporting Standards as adopted by the European Union, give a true and fair view of the assets, liabilities, financial position and profit of the company and the group, and that this report includes a fair review of the development and performance of the business and position of the group and the company, together with a description of the principal risks and uncertainties that it faces.

Signed on behalf of the board of directors on 29 April 2020 by:

Alfred Pisani
Chairman

Ahmed Wahedi
Director

Directors' statement of compliance with the Code of Principles Of Good Corporate Governance

Listed companies are subject to The Code of Principles of Good Corporate Governance (the "Code"). The adoption of the Code is not mandatory, but listed companies are required under the Listing Rules issued by the Listing Authority to include a Statement of Compliance with the Code in their Annual Report, accompanied by a report of the independent auditor.

The board of directors (the "directors" or the "board") of Mediterranean Investments Holding p.l.c. ("MIH" or the "company") restate their support for the Code and note that the adoption of the Code has resulted in positive effects to the company.

The board considers that during the reporting period, the company has been in compliance with the Code to the extent that was considered adequate with the size and operations of the company. Instances of divergence from the Code are disclosed and explained below.

A. COMPLIANCE WITH THE CODE

Principles 1 and 4: The board

The board of directors is entrusted with the overall direction and management of the company, including the establishment of strategies for future development, and the approval of any proposed acquisitions by the company in pursuing its investment strategies.

Its responsibilities also involve the oversight of the company's internal control procedures and financial performance, and the review of business risks facing the company, ensuring that these are adequately identified, evaluated, managed and minimised. All the directors have access to independent professional advice at the expense of the company, should they so require.

Further to the relevant section in Appendix 5.1 to the Listing Rules, the board of directors acknowledge that they are stewards of the company's assets and their behaviour is focused on working with management to enhance value to the shareholders.

The board is composed of persons who are fit and proper to direct the business of the company with the shareholders as the owners of the company.

All directors are required to:

- Exercise prudent and effective controls which enable risk to be assessed and managed to achieve continued prosperity to the company;
- Be accountable for all actions or non-actions arising from discussion and actions taken by them or their delegates;
- Determine the company's strategic aims and the organisational structure;
- Regularly review management performance and ensure that the company has the appropriate mix of financial and human resources to meet its objectives and improve the economic and commercial prosperity of the company;
- Acquire a broad knowledge of the business of the company;
- Be aware of and be conversant with the statutory and regulatory requirements connected to the business of the company;
- Allocate sufficient time to perform their responsibilities; and
- Regularly attend meetings of the board.

In terms of Listing Rules 5.117 – 5.134, the board has established an audit committee to monitor the company's present and future operations, threats and risks in the external environment and current and future strengths and weaknesses. The audit committee ensures that the company has the appropriate policies and procedures in place to ensure that the company and its employees maintain the highest standards of corporate conduct, including compliance with applicable laws, regulations, business and ethical standards. The audit committee has a direct link to the board and is represented by the chairman of the audit committee in all board meetings.

Principle 2: Chairman and Chief Executive

The roles of Chairman and Chief Executive Officer are carried out respectively by Mr Alfred Pisani and Mr Reuben Xuereb.

In terms of Principle 3.1, which calls for the appointment of a senior independent director, the board has appointed Mr Mario Galea as the indicated senior independent director.

The chairman is responsible to:

- Lead the board and set its agenda;
- Ensure that the directors of the board receive precise, timely and objective information so that they can take sound decisions and effectively monitor the performance of the company;
- Ensure effective communication with shareholders; and
- Encourage active engagement by all members of the board for discussion of complex or contentious issues.

Principle 3: Composition of the board

The board of directors consists of two executive directors and five non-executive directors. Three directors are appointed by each of the two major shareholders, that is Corinthia Palace Hotel Company Limited of Malta ("CPHCL") and National Real Estate Company of Kuwait ("NREC") and are officers of these two companies. The other is an independent director jointly appointed by the two major shareholders. The present mix of executive directors, non-executive directors and independent director is considered to create a healthy balance and serves to unite all shareholders' interests, whilst providing direction to the company's management to help maintain a sustainable organisation.

The non-executive directors constitute a majority on the board and their main functions are to monitor the operations of the executive directors and their performance as well as to analyse any investment opportunities that are proposed by the executive directors. In addition, the non-executive directors have the role of acting as an important check on the possible conflicts of interest of the executive directors, which may exist as a result of their dual role as executive directors of the company and their role as officers of MIH's 50% shareholder, CPHCL.

For the purpose of Listing Rules 5.118 and 5.119, the non-executive directors are deemed independent. The board believes that the independence of its directors is not compromised because of long service or the provision of any other service to the group. Each director is mindful of maintaining independence, professionalism and integrity in carrying out his duties, responsibilities and providing judgement as a director of the company.

The board considers that none of the independent directors of the company:

- Are or have been employed in any capacity by the company;
- Have or have had, over the past three years, a significant business relationship with the company;
- Have received or receives significant additional remuneration from the company in addition to its director's fee;
- Have close family ties with any of the company's executive directors or senior employees; and
- Have been within the last three years an engagement partner or a member of the audit team or past external auditor of the company.

Each of the directors hereby declares that he undertakes to:

- Maintain in all circumstances his independence of analysis, decision and action;
- Not to seek or accept any unreasonable advantages that could be considered as compromising his independence; and
- Clearly express his opposition in the event that he finds that a decision of the board may harm the company.

The board also believes that the independence of its directors is not compromised because of long service or the provision of any other service to the Corinthia Group. Each director is mindful of maintaining independence, professionalism and integrity in carrying out his duties, responsibilities and providing judgement as a director of the company.

The board is made up as follows:

Executive directors	*Date of first appointment*
Mr Alfred Pisani – Chairman	12 December 2005
Mr Joseph Fenech – Executive Director	25 August 2006

Non-executive directors	*Date of first appointment*
Mr Faisal J S Alessa	24 June 2009
Mr Mario P. Galea	15 January 2014
Mr Joseph M. Pisani	12 June 2015
Mr Ahmed Wahedi	14 March 2018
Mr Ahmed Yousri Helmy	14 March 2018

Company secretary	*Date of first appointment*
Mr Stephen Bajada	18 April 2012

In accordance with the Articles of Association, the directors are appointed for an indefinite period.

Principle 5: Board meetings

During the year under review the board of directors met four times to discuss the operations and strategy of the company.

The number of board meetings attended by the directors for the year under review is as follows:

Mr Alfred Pisani	- 4 times
Mr Joseph Fenech	- 4 times
Mr Joseph M Pisani	- 4 times
Mr Ahmed Wahedi	- 4 times
Mr Ahmed Yousri	- 4 times
Mr Faisal Sultan Alessa	- 0 times
Mr Mario P Galea	- 4 times

Principle 6: Information and professional development

The company ensures that it provides directors with relevant information to enable them to effectively contribute to board decisions. The company is committed to provide adequate and detailed induction training to directors who are newly appointed to the board. The company pledged to make available to the directors all training and advice as required.

Principle 8: Committees

Audit committee

The audit committee's primary objective is to assist the board in fulfilling its supervisory responsibilities over the financial reporting processes, financial policies and internal control structure as well as the risk management of the company. The committee is made up of non-executive directors and reports directly to the board of directors. The committee oversees the conduct of the internal and external audit and acts to facilitate communication between the board, management and, upon the direct request of the audit committee, the internal audit team and the external auditors.

During the year under review, the committee met four times. The internal and external auditors were invited to attend these meetings.

During the year under review, Mr Mario P. Galea served as Chairman. Mr Joseph M Pisani and Mr Ahmed Yousri served as members whilst Mr Stephen Bajada acted as secretary to the committee.

The board of directors, in terms of Listing Rule 5.118, has indicated Mr Mario P. Galea as the independent non-executive member of the audit committee who is considered to be competent in accounting and/or auditing in view of his considerable experience at a senior level in the audit and advisory field.

The audit committee is also responsible for the overview of the internal audit function. The role of the internal auditor is to carry out systematic risk-based reviews and appraisals of the operations of the company (as well as of its subsidiary) for the purpose of advising management and the board, through the audit committee, on the efficiency and effectiveness of management policies, practices and internal controls. The function is expected to promote the application of best practices within the organisation. During 2019, the audit committee obtained the necessary advice on aspects of the regulatory framework which affect the day-to-day operations of Palm City Residences.

The directors are fully aware that the close association of the company with CPHCL and its other subsidiaries is central to the attainment by the company of its investment objectives and implementation of its strategies. The audit committee ensures that transactions entered into between related parties are carried out on an arm's length basis and are for the benefit of the company, and that the company, and its subsidiary, accurately report all related party transactions in the notes to the financial statements.

In the year under review the Audit Committee oversaw the implementation of the necessary measures to ensure compliance in terms of the Market Abuse Directive and Regulations which came into effect in 2016. The board of directors approved the new terms of reference of the Audit Committee, bringing them in line with both the changes in the Listing Rules, as well as best international practice.

Pursuant to Articles 16 and 17 of Title III of the provisions of the Statutory Audit Regulations the Audit Committee has been entrusted with overseeing the process of appointment of the statutory auditors or audit firms.

Principle 9: Relations with shareholders and with the market

The company is highly committed to having an open and communicative relationship with its bondholders and investors. In this respect, over and above the statutory and regulatory requirements relating to the Annual General Meeting, the publication of interim and annual financial statements, the company seeks to address the diverse information needs of its bondholders and investors by providing the market with regular, timely, accurate, comparable and comprehensive information.

Principle 10: Institutional shareholders

The company ensures that it is constantly in close touch with its principal institutional investors. The company is aware that institutional investors who are mainly bondholders have the knowledge and expertise to analyse market information and make their independent and objective conclusions of the information available.

Institutional investors are expected to give due weight to relevant factors drawn to their attention when evaluating the company's governance arrangements in particular those relating to board structure and composition and departure from the Code of Corporate Governance.

Principle 11: Conflicts of interest

The directors are fully aware of their obligations regarding dealings in securities of the company as required by the Listing Rules in force during the year. Moreover, they are notified of blackout periods, prior to the issue of the company's interim and annual financial information, during which they may not trade in the company's bonds.

None of the other directors of the company have any interest in the shares of the company or the company's subsidiaries or investees or any disclosable interest in any contracts or arrangements either subsisting at the end of the last financial year or entered into during this financial year.

Principle 12: Corporate social responsibility

The company understands that it has an obligation towards society at large to put into practice sound principles of Corporate Social Responsibility. This responsibility is carried out by its Maltese shareholder, CPHCL and by its subsidiary Palm City Limited.

B. NON-COMPLIANCE WITH THE CODE

Principle 7: Evaluation of the board's performance

Under the present circumstances, the board does not consider it necessary to appoint a committee to carry out a performance evaluation of its role, as the board's performance is always under the scrutiny of the shareholders.

Approved by the board of directors on 29 April 2020 and signed on its behalf by:

Mario P. Galea
Director and Chairman of audit committee

Joseph Fenech
Executive director

Other disclosures in terms of listing rules

Statement by the directors pursuant to Listing Rule 5.70.1

Contracts of significance

Loan agreement with Palm Waterfront Ltd

The company has advanced amounts to its subsidiary, Palm Waterfront Ltd. The terms of the relevant agreement are set out in the company's financial statements.

Loan agreements with shareholders and an ultimate shareholder

The shareholders of the company have advanced funds to the company by way of shareholders' loans. The terms of the relevant agreement are set out in the company's financial statements.

Build – Operate – Transfer agreements

Palm City Ltd is party to a Build-Operate-Transfer agreement wherein it was engaged by Corinthia Palace Hotel Company Limited (CPHCL – holder of legal title to the Janzour land) to finalise the construction of the project in accordance with the specifications agreed upon by both parties. All costs and expenses related to the completion of the project, construction and development shall be borne by Palm City Ltd. In return Palm City Ltd will operate the project for its own benefit for a specific period of 65 years. Upon expiry of this 65 year term, Palm City is bound to transfer the operation back to CPHCL. The company and Corinthia Palace Hotel Company Limited have applied to the competent authorities in Libya, for approval of the assignment of the 99-year lease (which expires on 4 July 2105), from Corinthia Palace Hotel Company Limited to Palm City Ltd. Both parties have agreed that upon such approval being granted, the Build-Operate-Transfer agreement will be terminated.

On 5 December 2013, Palm Waterfront Ltd entered into a Build-Operate-Transfer agreement with Corinthia Palace Hotel Company Limited. The arrangement gives Palm Waterfront Ltd the right to develop a site located in Shuhada Sidi Abuljalil, Janzour in Libya. It also gives it the right to construct, implement, manage and operate the project to be developed on said site at its discretion. The term of the Build-Operate-Transfer agreement is for a period of 80 years from date of signing of said agreement.

Pursuant to Listing Rule 5.70.2

Company secretary and registered office

Stephen Bajada
22 Europa Centre, Floriana FRN 1400, Malta
Telephone (+356) 21 233 141

Signed on behalf of the board of directors on 29 April 2020 by:

Alfred Pisani
Chairman

Ahmed Wahedi
Director

Remuneration statement

With the exception of the independent director who is jointly appointed by the shareholders, the other directors are officers of the shareholders and none is paid any remuneration. In the circumstances, the need for the appointment of a Remuneration Committee does not arise.

Remuneration of senior executives

The total remuneration of the senior executives of the company and its subsidiaries for the year ended 31 December 2019 amounted to €212,505.

The above amount represents fixed remuneration. There are no variable remuneration considerations nor share options.

Signed on behalf of the board of directors on 29 April 2020 by:

Alfred Pisani
Chairman

Ahmed Wahedi
Director

Statements of total comprehensive income

	Notes	Group 2019 €	Group 2018 €	Company 2019 €	Company 2018 €
Revenue	6, 7	27,260,839	18,860,237	211,065	201,014
Dividend income		-	-	5,000,000	-
Operating expenses		(5,434,017)	(4,872,935)	-	-
Gross profit		**21,826,822**	**13,987,302**	**5,211,065**	**201,014**
Other income	9	471,940	-	309,362	-
Administrative expenses		(2,243,188)	(2,192,440)	(620,991)	(623,152)
Marketing expenses		(258,635)	(202,545)	(257,500)	(200,844)
Operating profit (loss)		**19,796,939**	**11,592,317**	**4,641,936**	**(622,982)**
Finance income	10	679,315	2,165,936	310,862	2,047,741
Finance costs	10	(5,512,352)	(5,895,121)	(5,000,200)	(5,123,763)
Share of loss of equity accounted investment		(149,169)	(180,246)	-	-
Fair value gain on investment property	16	-	21,594,200	-	-
Fair value gain on interest rate swap		-	30,495	-	-
Profit (loss) before tax	11	**14,814,733**	**29,307,581**	**(47,402)**	**(3,699,004)**
Tax (expense) income					
- Current tax	12	(401,476)	(232,272)	(1,682,616)	-
- Deferred tax on fair value of investment property	12	-	(7,557,970)	-	-
- Deferred tax – other	12	118,339	209,133	119,765	209,133
Profit (loss) for the year		**14,531,596**	**21,726,472**	**(1,610,253)**	**(3,489,871)**
Other comprehensive income:					
Items that will be reclassified subsequently to profit or loss					
Fair value through other comprehensive income:					
- current year gains		-	-	19,463,086	25,220,021
Difference on exchange		177,750	338,010	177,750	338,010
Income tax relating to components of other comprehensive income (loss)	12, 27	62,212	118,303	(6,816,744)	(8,945,312)
Other comprehensive income for the year, net of tax		239,962	456,313	12,824,092	16,612,719
Total comprehensive income for the year		**14,771,558**	**22,182,785**	**11,213,839**	**13,122,848**
Earnings (loss) per share (basic and diluted)	13	**0.30**	**0.45**	**(0.03)**	**(0.07)**

Statements of financial position

	Notes	Group		Company	
		2019	2018	2019	2018
		€	€	€	€
Assets					
Non-current					
Intangible assets	14	2,258	2,258	-	-
Property, plant and equipment	15	9,511,292	8,863,730	129	259
Investment property	16	272,541,797	271,976,830	-	-
Investment accounted for using the equity method	17	12,789,791	12,761,209	-	-
Investments in subsidiaries	18	-	-	251,567,310	231,955,055
Investment in associate	17	-	-	12,789,791	12,761,209
Lease prepayment	19	-	392,147	-	-
		294,845,138	**293,996,174**	**264,357,230**	**244,716,523**
Current					
Inventories	20	1,004,710	947,764	-	-
Trade and other receivables	21	5,874,377	4,106,995	2,303,403	2,103,245
Cash and cash equivalents	22	13,158,175	9,878,908	4,608,650	836,324
Tax recoverable		309,362	-	309,362	-
		20,346,624	**14,933,667**	**7,221,415**	**2,939,569**
Total assets		**315,191,762**	**308,929,841**	**271,578,645**	**247,656,092**
Equity					
Share capital	23	48,002,000	48,002,000	48,002,000	48,002,000
Other components of equity		(225,563)	(465,525)	105,508,314	92,684,222
Retained earnings (accumulated losses)		119,704,976	105,173,380	(39,684,778)	(38,074,525)
Total equity		**167,481,413**	**152,709,855**	**113,825,536**	**102,611,697**
Liabilities					
Non-current					
Bank and other borrowings	24	5,000,000	9,241,527	-	-
Bonds	25	51,663,464	82,540,354	51,663,464	82,540,354
Shareholders' loan	26	5,203,300	9,203,300	5,203,300	9,203,300
Deferred tax liability	27	36,177,383	36,357,934	55,469,171	48,772,192
Other non-current liabilities	28	2,714,827	2,693,473	-	-
		100,758,974	**140,036,588**	**112,335,935**	**140,515,846**
Current					
Bank borrowings	24	3,511,077	3,623,770	-	-
Bonds	25	29,407,800	-	29,407,800	-
Trade and other payables	28	13,398,929	11,556,183	16,009,374	4,528,549
Lease liability	19	116,994	-	-	-
Current taxation		516,575	1,003,445	-	-
		46,951,375	**16,183,398**	**45,417,174**	**4,528,549**
Total liabilities		**147,710,349**	**156,219,986**	**157,753,109**	**145,044,395**
Total equity and liabilities		**315,191,762**	**308,929,841**	**271,578,645**	**247,656,092**

The financial statements on pages 13 to 54 were approved by the board of directors, authorised for issue on 29 April 2020 and signed on its behalf by:

Alfred Pisani
Chairman

Ahmed Wahedi
Director

Statements of changes in equity

Group

	Share capital €	Other components of equity €	Retained earnings €	Total equity €
Balance at 1 January 2018	48,002,000	(921,838)	83,446,908	130,527,070
Profit for the year	-	-	21,726,472	21,726,472
Other comprehensive income	-	456,313	-	456,313
Total comprehensive income for the year	-	456,313	21,726,472	22,182,785
Balance at 31 December 2018	**48,002,000**	**(465,525)**	**105,173,380**	**152,709,855**
Balance at 1 January 2019	48,002,000	(465,525)	105,173,380	152,709,855
Profit for the year	-	-	14,531,596	14,531,596
Other comprehensive income	-	239,962	-	239,962
Total comprehensive income for the year	-	239,962	14,531,596	14,771,558
Balance at 31 December 2019	**48,002,000**	**(225,563)**	**119,704,976**	**167,481,413**

Company

	Share capital €	Other components of equity €	Accumulated losses €	Total equity €
Balance at 1 January 2018	48,002,000	76,071,503	(34,584,654)	89,488,849
Loss for the year	-	-	(3,489,871)	(3,489,871)
Other comprehensive income	-	16,612,719	-	16,612,719
Total comprehensive income (loss) for the year	-	16,612,719	(3,489,871)	13,122,848
Balance at 31 December 2018	**48,002,000**	**92,684,222**	**(38,074,525)**	**102,611,697**
Balance at 1 January 2019	48,002,000	92,684,222	(38,074,525)	102,611,697
Loss for the year	-	-	(1,610,253)	(1,610,253)
Other comprehensive income	-	12,824,092	-	12,824,092
Total comprehensive income (loss) for the year	-	12,824,092	(1,610,253)	11,213,839
Balance at 31 December 2019	**48,002,000**	**105,508,314**	**(39,684,778)**	**113,825,536**

Statements of cash flows

		Group		Company	
	Notes	2019	2018	2019	2018
		€	€	€	€
Operating activities					
Profit (loss) before tax		14,814,733	29,307,581	(47,402)	(3,699,004)
Adjustments	29	5,159,265	(15,582,706)	(372,160)	5,061,587
Net changes in working capital	29	(711,120)	590,773	3,084,330	1,996,686
Tax paid		(486,870)	(296,870)	-	-
Net cash generated from operating activities		**18,776,008**	**14,018,778**	**2,664,768**	**3,359,269**
Investing activities					
Payments to acquire property, plant and equipment	15	(190,236)	(139,565)	-	-
Payments to acquire investment property	16	(564,967)	(114,801)	-	-
Loan from subsidiary company		-	-	11,513,721	2,453,069
Interest received		2,512	1,815	654	205
Net cash (used in) generated from investing activities		**(752,691)**	**(252,551)**	**11,514,375**	**2,453,274**
Financing activities					
Repayment of bank loan		(4,446,391)	(2,690,782)	-	-
Repayment of shareholders' loan		(4,000,000)	(1,000,000)	(4,000,000)	(1,000,000)
Repayment of bonds		(1,592,200)	-	(1,592,200)	-
Payments to lease		(122,142)	-	-	-
Interest paid		(5,289,045)	(5,526,362)	(4,814,855)	(4,911,519)
Net cash used in financing activities		**(15,449,778)**	**(9,217,144)**	**(10,407,055)**	**(5,911,519)**
Net change in cash and cash equivalents		2,573,539	4,549,083	3,772,088	(98,976)
Cash and cash equivalents, beginning of year		9,853,949	4,901,935	836,324	935,013
Cash and cash equivalents before effect of foreign exchange rate changes		**12,427,488**	**9,451,018**	**4,608,412**	**836,037**
Effect of foreign exchange rate changes		649,830	402,931	238	287
Cash and cash equivalents, end of year	22	**13,077,318**	**9,853,949**	**4,608,650**	**836,324**

Notes to the financial statements

1 Nature of operations

The group's principal activity is to directly or indirectly acquire and develop real estate opportunities in Libya and invest in any related trade or business venture.

The company's principal activity is to act as a holding company and its revenue is derived from management fees and dividends.

2 General information and statement of compliance with IFRSs

Mediterranean Investments Holding p.l.c. is a public limited liability company and is incorporated and domiciled in Malta. The address of the company's registered office is 22, Europa Centre, Floriana FRN 1400, Malta. The company is 50% owned by Corinthia Palace Hotel Company Limited of 22, Europa Centre, Floriana, FRN 1400, 40% owned by National Real Estate Company of PO Box 64585, Shuwaikh B 70456, Kuwait, and 10% owned by Libya Projects General Trading and Contracting Co. of Office 16/Mezzanine Block 12, Al Asfour International Company, Al Manqaf, Kuwait.

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

The financial statements are presented in euro (€), which is also the functional currency of the group and its subsidiaries.

3 Going concern

The going concern basis underlying the preparation of these financial statements assumes that the group's and the company's lenders and creditors will continue to provide the financial support necessary to enable the company and the group to meet their debts as and when they fall due.

At the reporting date the group and company had a working capital deficiency of €26.6 million and €38.1 million respectively (2018 deficiency of : €1.2 million and €1.6 million respectively). The significant increase in the working capital deficiency is primarily due to two bonds maturing in 2020 totalling €29.4 million which are now classified as current liabilities. Various discussions and initiatives are ongoing with the Regulator, Government authorities and the holders of the unlisted bond. These discussions are focused on two alternative scenarios, the first is to postpone the redemption of such maturing bonds and the second on issuing a new bond to replace the maturing bonds. In this latter consideration the directors are discussing appropriate measures that could be undertaken to ensure that the new bond is listed in July. Discussions have also been initiated for the roll-over of the unlisted bond which matures in October, particularly with a financial institution which holds 72.8% of the value of the maturing €11 million unlisted bond. The directors have also obtained assurances that the shareholders of the company will continue to financially support the company on an ongoing basis, to enable it to meet its liabilities as and when they fall due.

The directors have taken and are still taking various measures to ensure that the group will continue to have adequate levels of cash to sustain its operations.

On their assessment of the financial position of the group and the company, the directors anticipate that these will continue to operate within the banking limits currently agreed.

4 New or revised standards or interpretations

4.1 New standards adopted as at 1 January 2019

IFRS 16 'Leases'

IFRS 16 'Leases' replaces IAS 17 'Leases' along with three interpretations (IFRIC 4 'Determining whether an Arrangement contains a Lease', SIC 15 'Operating Leases-Incentives' and SIC 27 'Evaluating the Substance of Transactions Involving the Legal Form of a Lease').

The adoption of this new standard has resulted in the group recognising a right-of-use asset and related lease liability in connection with all former operating leases except for those identified as low-value or having a remaining lease term of less than 12 months from the date of initial application. An amount of € 638,897 was recognised as right of use asset and lease liability of € 239,136 as at 1 January 2019.

The new standard has been applied using the modified retrospective approach. Application of the new standard using the said approach did not result to any adjustment in the company's opening balance of retained earnings. Prior periods have not been restated.

For contracts in place at the date of initial application, the group has elected to apply the definition of a lease from IAS 17 and IFRIC 4 and has not applied IFRS 16 to arrangements that were previously not identified as lease under IAS 17 and IFRIC 4.

The group has elected not to include initial direct costs in the measurement of the right-of-use asset for operating leases in existence at the date of initial application of IFRS 16, being 1 January 2019. At this date, the group has also elected to measure the right-of-use assets at an amount equal to the lease liability adjusted for any prepaid or accrued lease payments that existed at the date of transition.

Instead of performing an impairment review on the right-of-use assets at the date of initial application, the group has relied on its historic assessment as to whether leases were onerous immediately before the date of initial application of IFRS 16.

On transition to IFRS 16 the weighted average incremental borrowing rate applied to lease liabilities recognised under IFRS 16 was 6%.

The following is a reconciliation of the financial statement line items from IAS 17 to IFRS 16 as 1 January 2019:

	IAS 17 carrying amount at 31 December 2018	Reclassification	Remeasurement	IFRS 16 carrying amount at 1 January 2019
	€	€	€	€
Property, plant and equipment	-	399,761	-	399,761
Lease prepayments	399,761	(399,761)	-	-
Lease liabilities	-		239,136	239,136
Total	**-**	**-**	**239,136**	**638,897**

The following is a reconciliation of total operating lease commitments at 31 December 2018 to the lease liabilities recognised at 1 January 2019:

	€
Operating lease commitments disclosed at 31 December 2018 (note 15)	253,603
Discounting using incremental rates	(14,467)
Operating lease liabilities recognised under IFRS 16 at 1 January 2019	**239,136**

4.2 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, several new, but not yet effective standards, amendments to existing standards and interpretations have been published by the IASB. None of these standards, amendments or interpretations have been adopted early by the group and company.

Management anticipates that all of the relevant pronouncements will be adopted for the first period beginning on or after the effective date of the pronouncement. New standards, amendments and interpretations neither adopted nor listed below have not been disclosed as they are not expected to have a material impact on the group and company's financial statements.

5 Summary of accounting policies

5.1 Overall considerations

The consolidated and separate financial statements have been prepared using the significant accounting policies and measurement bases summarised below. The accounting policies have been consistently applied by the group and the company and are consistent with those in previous years.

5.2 Presentation of financial statements

The consolidated and separate financial statements are presented in accordance with IAS 1 *Presentation of Financial Statements* (Revised 2007). The group and the company have elected to present the 'statement of total comprehensive income' in one statement.

5.3 Basis of consolidation

The group financial statements consolidate those of the parent company and all of its subsidiary undertakings drawn up to 31 December 2019. Subsidiaries are all entities over which the group has power to control the financial and operating policies. MIH p.l.c. obtains and exercises control through voting rights. All subsidiaries have a reporting date of 31 December.

Intra-group balances, transactions and unrealised gains and losses on transactions between the group companies are eliminated. Where unrealised losses on intra-group asset sales are reversed on consolidation, the underlying asset is also tested for impairment from the group perspective. Amounts reported in the financial statements of subsidiaries have been adjusted where necessary to ensure consistency with the accounting policies adopted by the group.

Profit or loss and other comprehensive income of subsidiaries acquired or disposed of during the year are recognised from the effective date of acquisition, or up to the effective date of disposal, as applicable.

Non-controlling interests represent the portion of a subsidiary's profit or loss and net assets that is not held by the group. The group attributes total comprehensive income or loss of subsidiaries between the owner of the parent and the non-controlling interests based on their respective ownership interests.

The consolidated financial statements have been prepared from the financial statements of the following companies comprising the group.

Company	Nature of business	% ownership
Mediterranean Investments Holding p.l.c.	Holding company	
Palm City Ltd	Owns, operates and rents a residential compound	100%
Palm City Waterfront Ltd	Invest, develop and operate real estate projects	99.9%

5.4 Revenue

Revenue is mainly derived from leasing out the investment property owned by the subsidiary, and the sales generated from the food and beverage outlets within the Palm City residential complex.

To determine whether to recognise revenue, the group follows a 5-step process:

1. Identifying the contract with a customer
2. Identifying the performance obligations
3. Determining the transaction price
4. Allocating the transaction price to the performance obligations
5. Recognising revenue when/as performance obligation(s) are satisfied.

The group often enters into transactions involving a range of products and services. In all cases, the total transaction price for a contract is allocated amongst the various performance obligations based on their relative stand-alone selling prices. The transaction price for a contract excludes any amounts collected on behalf of third parties.

Revenue is recognised either at a point in time or over time, when (or as) the group satisfies performance obligations by transferring the promised goods or services to its customers.

The group recognises deferred income for consideration received in respect of unsatisfied performance obligations and reports these amounts as other liabilities in the statement of financial position. Similarly, if the group satisfies a performance obligation before it receives the consideration, the group recognises either a contract asset or a receivable in its statement of financial position, depending on whether something other than the passage of time is required before the consideration is due.

Interest income is reported on an accrual basis using effective interest rate method. Dividend income, other than those from investments in associates, is recognised at the time to receive payment is established.

5.5 Investments in associates

Associates are those entities over which the group is able to exert significant influence but which are neither subsidiaries nor joint ventures. Investments in associates are initially recognised at cost and subsequently accounted for using the equity method. Any goodwill or fair value adjustment attributable to the group's share in the associate is not recognised separately and is included in the amount recognised as investment in associates.

The carrying amount of the investments in associates is increased or decreased to recognise the group's share of the profit or loss and other comprehensive income of the associate. These changes include subsequent depreciation, amortisation or impairment of the fair value adjustment of assets and liabilities.

Unrealised gains and losses on transactions between the group and its associates are eliminated to the extent of the group's interest in those entities. Where unrealised losses are eliminated, the underlying asset is also tested for impairment.

Amounts reported in the financial statements of associates have been adjusted where necessary to ensure consistency with the accounting policies of the group.

5.6 Foreign currency translation

Functional and presentation currency

The separate and consolidated financial statements are presented in euro, which is also the functional currency of the parent company

Foreign currency transactions and balances

Foreign currency transactions are translated into the functional currency of the respective group entity, 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 denominated in foreign currency at year-end exchange rates are recognised in profit or loss.

Non-monetary items are not retranslated at year-end and are measured at historical cost (translated using the exchange rates at the transaction date), except for non-monetary items measured at fair value which are translated using the exchange rates at the date when fair value was determined.

5.7 Operating expenses

Operating expenses are recognised in profit or loss upon utilisation of the service or as incurred.

5.8 Borrowing costs

Borrowing costs primarily comprise interest on the group's borrowings. Borrowing costs incurred on specific fixed asset projects prior to their commissioning are capitalised as part of the cost of the asset. The capitalisation rate used to determine the amount of borrowing costs eligible for capitalisation is based on the average rate of interest on bank borrowings. All other borrowing costs are amortised on an effective interest basis over the life of the loan facility agreement.

5.9 Employee benefits

Contributions towards the state pension in accordance with local legislation are recognised in profit or loss when they are due.

5.10 Intangible assets

Trademarks are measured initially at purchase cost. Subsequent to initial recognition, intangible assets are stated at cost less any accumulated amortisation and impairment losses.

When an intangible asset is disposed of, the gain or loss on disposal is determined as the difference between the proceeds and the carrying amount of the asset and is recognised in profit or loss within 'other income' or 'administrative expenses'.

5.11 Property, plant and equipment

All items of property, plant and equipment are initially recognised at acquisition cost including any costs directly attributable to bringing the assets to the location and condition necessary for them to be capable of operating in the manner intended by management. They are subsequently measured at acquisition cost or manufacturing cost less subsequent depreciation and impairment losses.

Depreciation is calculated, using the straight-line method, to write off the cost or valuation of assets over their estimated useful lives on the following bases:

	%
- Computer equipment	25
- Computer software	20
- Office furniture and equipment	25
- Motor vehicles	25
- Tools	33
- Machinery and equipment	25

Assets in the course of construction are not depreciated.

In the case of right of use assets, expected useful lives are determined by reference to comparable owned assets or the lease term, if shorter.

Material residual value estimates and estimates of useful life are updated as required, but at least annually, whether or not the asset is revalued. Gains or losses arising on the disposal of property, plant and equipment are determined as the difference between the disposal proceeds and the carrying amount of the assets and are recognised in profit or loss within 'other income' or 'administrative expenses'.

5.12 Investment property

Investment property is property held to earn rentals and/or for capital appreciation and is accounted for using the fair value model.

Investment property is revalued annually and is included in the statement of financial position at its fair value. This is determined by the directors based either on management's estimates of expected future cash flows or market values. When based on management's estimates of future cash flows, the value of the property is determined by applying a suitable discount rate.

Any gain or loss resulting from either a change in the fair value or the sale of an investment property is immediately recognised in profit or loss within 'fair value gain on investment property'.

Rental income and operating expenses from investment property are reported within 'revenue' and 'operating expenses' and are recognised as described in notes 5.4 and 5.7 respectively.

5.13 Leased assets

As described in note 4.1, the group has applied IFRS 16 using the modified retrospective approach and therefore comparative information has not been restated. This means that comparative information is still reported under IAS 17 and IFRIC 4.

The Group as a lessee

For any new contracts entered into on or after 1 January 2019, the group considers whether a contract is, or contains a lease. A lease is defined as 'a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration'. To apply this definition, the group assesses whether the contract meets three key evaluations which are whether:

- the contract contains an identified asset, which is either explicitly identified in the contract or implicitly specified by being identified at the time the asset is made available to the group;

- the group has the right to obtain substantially all of the economic benefits from use of the identified asset throughout the period of use, considering its rights within the defined scope of the contract;

- the group has the right to direct the use of the identified asset throughout the period of use. The group assesses whether it has the right to direct 'how and for what purpose' the asset is used throughout the period of use.

Measurement and recognition of leases as a lessee

At lease commencement date, the group recognises a right-of-use asset and a lease liability on the statement of financial position. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the group, an estimate of any costs to dismantle and remove the asset at the end of the lease, and any lease payments made in advance of the commencement date (net of any incentives received).

The group depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The group also assesses the right-of-use asset for impairment when such indicators exist.

At lease commencement date, the group measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available or the company's incremental borrowing rate.

Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance fixed), variable payments based on an index or rate, amounts expected to be payable under a residual value guarantee and payments arising from options reasonably certain to be exercised.

Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is remeasured to reflect any reassessment or modification, or if there are changes in in-substance fixed payments.

When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of-use asset, or profit and loss if the right-of-use asset is already reduced to zero.

On the statement of financial position, right-of-use asset has been included in property, plant and equipment and lease liabilities disclosed separately.

Accounting policy applicable before 1 January 2019

Rentals payable under operating leases, less the aggregate benefit of incentives received from the lessor, are recognised as an expense in the income statement on a straight-line basis over the lease term unless another systematic basis is more representative of the time pattern of the user's benefit. Associated costs, such as maintenance and insurance, are expensed as incurred.

5.14 Impairment testing of tangible and intangible assets

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 higher of its fair value less costs to sell and its value in use. To determine the value in use, the group'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 group's management.

Impairment losses are recognised in the profit or loss. 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.

5.15 Investment in subsidiaries

Investment in subsidiaries is included in the company's financial statements at fair value (refer to note 5.16).

5.16 Financial instruments

Recognition and derecognition

Financial assets and financial liabilities are recognised when the group and the company become 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).

In the periods presented the group and the company do not have any financial assets categorised at FVTPL.

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 profit or loss are presented within 'finance costs' or 'finance income', except for impairment of trade receivables which is presented in 'administrative expenses'.

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 group's and the company's cash and cash equivalents, trade and most other receivables fall into this category of financial instruments.

Financial assets at fair value through other comprehensive income (FVOCI)

The group and the company accounts for financial assets at FVOCI if the assets meet the following conditions:
• they are held within a business model whose objective is to hold to collect the associated cash flows and sell; 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.

The company made the irrevocable election to account for the investment in subsidiaries and associate at FVOCI.

Any gains or losses recognised in other comprehensive income will be recycled upon derecognition of the asset.

Impairment of financial assets

IFRS 9's impairment requirements use more forward-looking information to recognise expected credit losses – the 'expected credit loss (ECL) model'. This replaces IAS 39's 'incurred loss model'. Instruments within the scope of the new requirements included FVOCI, trade receivables and contract assets recognised and measured under IFRS 15.

Recognition of credit losses is no longer dependent on the group and company first identifying a credit loss event. Instead the group and company consider a broader range of information when assessing credit risk and measuring expected credit losses, including past events, current conditions, reasonable and supportable forecasts that affect the expected collectability of the future cash flows of the instrument.

In applying this forward-looking approach, a distinction is made between:

• financial instruments that have not deteriorated significantly in credit quality since initial recognition or that have low credit risk ('Stage 1') and
• financial instruments that have deteriorated significantly in credit quality since initial recognition and whose credit risk is not low ('Stage 2').

'Stage 3' would cover financial assets that have objective evidence of impairment at the reporting date.

'12-month expected credit losses' are recognised for the first category while 'lifetime expected credit losses' are recognised for the second category.

Measurement of the expected credit losses is determined by a probability-weighted estimate of credit losses over the expected life of the financial instrument.

Trade and other receivables

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

The group and company assess impairment of trade receivables on a collective basis as they possess shared credit risk characteristics. Refer to note 31.1 for a detailed analysis of how the impairment requirements of IFRS 9 are applied.

Classification and measurement of financial liabilities

The group's and the company's financial liabilities include borrowings, bonds, trade and other payables and derivative financial instrument.

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.

Subsequently, financial liabilities are measured at amortised cost using the effective interest method except for derivatives and financial liabilities designated at FVTPL, which are carried subsequently at fair value with gains or losses recognised in profit or loss (other than derivative financial instruments that are designated and effective as hedging instruments).

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

5.17 Inventories

Inventories are stated at the lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business less any applicable selling expenses.

The cost of inventories is based on the weighted average principle and includes expenditure incurred in acquiring the inventories and bringing them to their existing location and condition.

5.18 Income taxes

Tax expense recognised in profit or loss comprises the sum of deferred tax and current tax not recognised directly in the statement of comprehensive income or 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 and any adjustment to tax payable in respect of previous years.

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 goodwill, or 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 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 group 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 are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

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

5.19 Cash and cash equivalents

For the purposes of the statements of cash flows, cash and cash equivalents comprise cash in hand and demand deposits, net of bank balance overdrawn. In the statement of financial position the bank balance overdrawn is included within bank borrowings in current liabilities.

5.20 Equity, reserves and dividend payments

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

Other components of equity include movements in fair value of financial assets at FVOCI.

Retained earnings/accumulated losses include all current and prior period results, less dividend distributions.

Dividend distributions payable to equity shareholders are included in 'other liabilities' when the dividends have been approved in a general meeting prior to the reporting date.

5.21 Provisions, contingent liabilities and contingent assets

Provisions are recognised when present obligations as a result of a past event will probably lead to an outflow of economic resources from the group and 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. 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. Where the time value of money is material, provisions are discounted to their present values.

Any reimbursement that the group and 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.

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

5.22 Significant management judgement in applying accounting policies and estimation uncertainty

When preparing the financial statements, management undertakes a number of judgements, estimates and assumptions about the recognition and measurement of assets, liabilities, income and expenses.

The resulting accounting estimates will, by definition, seldom equal actual results. The estimates, assumptions and management judgements that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are described below.

The fair value of investment property is determined by using valuation techniques. Further details of the judgements and assumptions made are disclosed in note 16.

This note highlights information about the fair value estimation of the investment property.

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

(a) **Income taxes**

In order to establish the taxation provisions, management exercises significant judgement in view of the fact that the group and the company operate in various jurisdictions and as a result there are diverse transactions for which the ultimate tax determination is somewhat uncertain. In the event that the amount of actual tax due differs from the original amounts provided for, such variances will have an impact on the taxation charges for future periods.

(b) **Impairment of trade and other receivables**

The group applies the simplified model of recognising lifetime expected credit losses for all trade receivables. In measuring the expected credit losses, the trade receivables are assessed on a collective basis as they possess shared credit characteristics. They have been grouped according to the past due dates and geographical location. The group has concluded that the expected credit losses for trade receivables is not material.

(c) **Useful lives of depreciable assets**

Management reviews the useful lives of depreciable assets at each reporting date, based on the expected utility of the assets to the group and company. The carrying amounts are analysed in note 15. Actual results, however, may vary due to technical obsolescence, particularly relating to software and IT equipment.

(d) **Inventories**

Management estimates the net realisable values of inventories, taking into account the most reliable evidence available at each reporting date. The future realisation of these inventories may be affected by expiry, obsolescence, future technology or other market-driven changes that may reduce future selling prices.

(e) **Fair value of investment property**

At each reporting date the investment property is revalued by the directors based either on management's estimates of expected future cash flows or market values. The company has not recognised a fair value uplift to the investment property during the year under review. When based on management's estimates of expected future cash flows the value of each property is determined by applying a suitable discount rate.

The group's investment property is situated in Libya which is still experiencing prolonged political instability. The estimated fair values were arrived at using projected cash flows from the operation of the investment property. On the basis of the valuation carried out by the directors, no uplift was recognised in these financial statements. The significant uncertainty which is still prevailing in Libya and the significant judgements surrounding the valuation of the investment property situated in that country render the valuation of any uplift of the property extremely difficult and judgemental.

5.23 Segment reporting

The standard requires a 'management approach' under which segment information is presented on the same basis as that used for internal reporting purposes. The chief operating maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the group board of directors.

An operating segment is a group of assets and operations engaged in providing services that are subject to risks and returns that are different from that of other segments. The operating segments can be classified as investment property rental, income from food and beverages and others.

The group is engaged in the ownership and leasing of its investment property. The group's country of domicile is Malta and the operation is in Libya.

The board of directors assesses performance based on the measure of earnings before interest, tax, depreciation and amortisation (EBITDA).

The group is not required to report a measure of total assets and liabilities for each reportable segment since such amounts are not regularly provided to the chief operating decision maker. However, in accordance with IFRS 8, non-current assets (other than financial instruments and deferred tax assets) are divided into geographical areas in note 6.

6 Segment reporting

	2019 € Libya	2018 € Libya
Revenue (note 1)		
Investment property rental	25,382,932	17,022,892
Income from food and beverages operations	813,732	1,024,217
Other	1,064,175	813,128
	27,260,839	**18,860,237**
EBITDA	20,336,008	12,291,013
Depreciation	(177,150)	(64,423)
Amortisation of lease prepayments	-	(7,613)
Segment operating profit	**20,158,858**	**12,218,977**
Non current assets (note 2)	**273,269,399**	**272,550,662**

During the year, €3,265,307 or 12% (2018: €4,056,756 or 22%) of the group's revenues depended on one (2018: two) single customer/s in the investment property rental segment.

Note 1: Revenue comprises amounts attributable to the group's country of domicile, Malta, amounting to €4,355 (2018: €889), Libya, amounting to €7,303,953 (2018: €2,483,444), United States of America, amounting to €3,311,712 (2018: €2,971,645) and other foreign countries amounting to €16,640,819 (2018: €13,404,259).

Note 2: All non-current assets are located in Libya.

7 Revenue

	Group		Company	
	2019 €	2018 €	2019 €	2018 €
Income from management fees	-	-	211,065	201,014
Income from residential leases	24,173,170	15,904,854	-	-
Income from commercial leases	1,209,762	1,118,038	-	-
Income from food and beverage operations	813,732	1,024,217	-	-
Administration fees	19,348	-	-	-
Water, electricity, internet and telephone recharges	686,257	502,412	-	-
Miscellaneous income	358,570	310,716	-	-
	27,260,839	**18,860,237**	**211,065**	**201,014**

8 Staff costs

	Group		Company	
	2019	2018	2019	2018
	€	€	€	€
Wages and salaries	2,480,867	1,927,819	-	-
Social security costs	171,100	155,991	-	-
	2,651,967	**2,083,810**	**-**	**-**

The average number of persons employed by the group during the year was:

	2019	2018
	No.	No.
Operating	61	60
Administrative	24	20
	85	**80**

During the years 2019 and 2018, the company did not have any employees.

9 Other income

	Group		Company	
	2019	2018	2019	2018
	€	€	€	€
Tax recovery	309,362	-	309,362	-
Reversal of provision for bad debts	37,578	-	-	-
Creditors write-off	125,000	-	-	-
	471,940	**-**	**309,362**	**-**

10 Finance income and finance costs

Finance income and finance costs may be analysed as follows:

	Group		Company	
	2019	**2018**	**2019**	**2018**
	€	**€**	**€**	**€**
Interest receivable on short term deposits	2,512	1,815	654	205
Interest charged on loan to subsidiary company	-	-	-	62,253
Difference on exchange	676,803	2,164,121	310,208	1,985,283
Finance income	**679,315**	**2,165,936**	**310,862**	**2,047,741**
Interest on bonds	4,409,475	4,480,000	4,409,475	4,480,000
Interest charged on loan from shareholders	405,380	526,926	405,380	526,926
Bank interest	262,480	430,294	-	-
Interest on other loans	200,000	199,997	-	-
Difference on exchange	12,962	17,829	-	-
Interest expense – lease liability	11,710	-	-	-
Other finance costs	62,235	-	62,235	-
Amortisation of borrowing costs	25,000	123,238	-	-
Amortisation of bond issue costs	123,110	116,837	123,110	116,837
Finance costs	**5,512,352**	**5,895,121**	**5,000,200**	**5,123,763**

11 Profit (loss) before tax

The profit (loss) before tax is stated after charging:

	Group		Company	
	2019	**2018**	**2019**	**2018**
	€	**€**	**€**	**€**
Depreciation of property, plant and equipment	177,280	64,992	130	569
Lease charges	-	7,613	-	-
Auditor's remuneration			-	-
- Annual statutory audit	25,550	24,790	9,250	8,800

12 Tax (expense) income

The relationship between the expected tax (expense) income based on the effective tax rate of the group and the company and the tax (expense) income actually recognised in the statements of total comprehensive income can be reconciled as follows:

	Group		Company	
	2019	2018	2019	2018
	€	€	€	€
Profit (loss) before tax	14,814,733	29,307,581	(47,402)	(3,699,004)
Tax rate	18.75%	18.75%	35%	35%
Expected tax (expense) income	**(2,777,762)**	**(5,495,171)**	**16,591**	**1,294,651**
Adjustment for non-deductible expenses	(1,768,543)	(1,898,639)	(1,755,103)	(1,802,127)
Adjustment for income not subject to tax	2,785,773	750,141	175,661	716,609
Adjustment for tax rate differences	1,758,511	(937,440)	-	-
Unabsorbed losses	(281,116)	-	-	-
Actual tax (expense) income, net	**(283,137)**	**(7,581,109)**	**(1,562,851)**	**209,133**
Comprising:				
Current tax	(401,476)	(232,272)	(1,682,616)	-
Deferred tax on gain on fair value of investment property	-	(7,557,970)	-	-
Deferred tax on unabsorbed capital allowances and unused tax losses	118,339	209,133	119,765	209,133
Tax (expense) income	**(283,137)**	**(7,581,109)**	**(1,562,851)**	**209,133**
Deferred tax income (expense), recognised directly in other comprehensive income	62,212	118,303	(6,816,744)	(8,945,312)

See note 27 for information on the group's and company's deferred tax liability.

13 Earnings (loss) per share

The calculation of earnings per share is based on the net profit for the year attributable to ordinary shareholders and the weighted average number of ordinary shares (2019 and 2018: 48,002,000) outstanding during the year. There was no dilution of share capital during the reporting periods presented.

14 Intangible asset

Trademarks

Group	2019	2018
	€	€
Carrying amount		
At 1 January and 31 December	**2,258**	**2,258**

15 Property, plant and equipment

The group and company's property, plant and equipment comprise of asset in the course of construction, computer equipment, computer software, motor vehicles, office furniture and equipment, tools and machinery and equipment. The carrying amount can be analysed as follows:

Group

	Asset in the course of construction	Computer equipment	Computer software	Motor vehicles	Office furniture and equipment	Tools	Machinery and equipment	Right of use asset	Total
	€	€	€	€	€	€	€	€	€
Gross carrying amount									
At 1 January 2018	8,583,200	231,274	217,350	141,489	525,639	119,614	601,133	-	10,419,699
Additions	98,586	2,791	-	37,140	910	138	-	-	139,565
Disposals	-	-	-	(9,625)	-	-	-	-	(9,625)
At 31 December 2018	8,681,786	234,065	217,350	169,004	526,549	119,752	601,133	-	10,549,639
Depreciation									
At 1 January 2018	-	224,296	176,968	113,918	504,465	119,601	491,294	-	1,630,542
Depreciation for the year	-	3,752	29,580	8,235	19,157	60	4,208	-	64,992
Release on disposal	-	-	-	(9,625)	-	-	-	-	(9,625)
At 31 December 2018	-	228,048	206,548	112,528	523,622	119,661	495,502	-	1,685,909
Carrying amount at 31 December 2018	**8,681,786**	**6,017**	**10,802**	**56,476**	**2,927**	**91**	**105,631**	**-**	**8,863,730**
Gross carrying amount									
At 1 January 2019	8,681,786	234,065	217,350	169,004	526,549	119,752	601,133	-	10,549,639
Additions	101,775	17,492	-	50,349	16,327	-	4,293	-	190,236
Adjustment on transition to IFRS 16	-	-	-	-	-	-	-	638,897	638,897
Re-classifications	-	(4,291)	-	-	9,500	298	(9,798)	-	(4,291)
At 31 December 2019	8,783,561	247,266	217,350	219,353	552,376	120,050	595,628	638,897	11,374,481
Depreciation									
At 1 January 2019	-	228,048	206,548	112,528	523,622	119,661	495,502		1,685,909
Depreciation for the year	-	4,882	6,364	26,836	7,421	199	4,397	127,181	177,280
At 31 December 2019	-	232,930	212,912	139,364	531,043	119,860	499,899	127,181	1,863,189
Carrying amount at 31 December 2019	**8,783,561**	**14,336**	**4,438**	**79,989**	**21,333**	**190**	**95,729**	**511,716**	**9,511,292**

Company	Computer equipment €
Gross carrying amount	
At 1 January 2018	6,033
Additions	-
At 31 December 2018	6,033
Depreciation	
At 1 January 2018	5,205
Depreciation for the year	569
At 31 December 2018	5,774
Carrying amount at 31 December 2018	**259**
Gross carrying amount	
At 1 January 2019	6,033
Additions	-
At 31 December 2019	6,033
Depreciation	
At 1 January 2019	5,774
Depreciation for the year	130
At 31 December 2019	5,904
Carrying amount at 31 December 2019	**129**

The group's property, plant and equipment comprises of an asset that is being constructed on land located in Shuhada Sidi Abuljalil, Janzour in Libya. This land is earmarked for development for residential units, tourism, leisure and restaurant facilities by one of the subsidiaries, Palm Waterfront Ltd. Costs directly associated with the development of the land have also been included.

The right to construct the asset was acquired by means of a Build, Operate and Transfer (BOT) agreement with Corinthia Palace Hotel Company Limited which was signed on 5 December 2013. The arrangement gives Palm Waterfront Ltd the right to develop the site, construct, implement, manage and operate the project at its discretion. The term of the BOT agreement is for a period of 80 years from date of signing of said agreement.

16 Investment property

Group

Investment property includes the Palm City Residences in Janzour, Libya, which is held to earn rentals and for capital appreciation. Due to the lack of comparable properties in the market, the determination of fair value cannot be objectively established on the basis of current active market prices. Therefore, the fair value is determined on the basis of the discounted value of future earnings expected from the operation of the property.

Changes to the carrying amounts presented in the statement of financial position can be summarised as follows:

	2019 €	2018 €
Carrying amount as at 1 January	271,976,830	250,267,829
Capitalisation of project related expenses	564,967	114,801
Fair value gain	-	21,594,200
Carrying amount as at 31 December	**272,541,797**	**271,976,830**

Investment property valued at €272,541,797 (2018: €271,976,830) is pledged as security for related borrowings.

Rental income for 2019 amounting to €25,382,932 (2018: €17,022,892) is included within 'revenue'. No contingent rents were recognised. Direct operating expenses of €5,434,017 (2018: €4,872,935) were reported within 'operating expenses'.

The fair value of the investment property was determined by discounting the forecast future cash flows generated by Palm City Residences for the remaining period of 52 years of the Build-Operate-Transfer agreement signed between Corinthia Palace Hotel Company Limited and Palm City Ltd in 2007. In the previous reporting period, a valuation exercise was carried out by the directors to determine the fair value of the investment property, and a composite pre-tax discount rate of 12.58% in real terms was applied to the projected cash flows.

During the current reporting period, another exercise was carried out by the directors to determine the fair value of the investment property. The valuation arrived at was a result of various premia being applied including country risk, property risk and projection risk premium.

During recent years, Libya's oil production and Gross Domestic Product improved. Nevertheless, the political situation in Libya, compared with last year's situation has not shown any signs of progression but, neither any exacerbating situations. Provided that uncertainties are still persistent, the situation in Libya is considered to be relatively unstable at the moment. As such, given the aforementioned situation, management have decided to retain last year's country risk premium. In the current exercise the country risk premium used was 10.1 % (equivalent to 7.7% post-tax). The valuation also assumes a gradual linear reduction in country risk as from 2023 onwards, to settle at pre-tax rate of 4.7% by 2029.

Previous valuations of the property had factored in a property risk premium of 1.25% and a BOT premium of 1% in the computation of the discount rate. This has been kept at the same level for the current valuation.

Given that there were some overall improvements in performance, management have decided to decrease the projection risk premium by 25 basis points compared to the previous year, resulting in a projection risk premium of 2.60% (2018: 2.85%).

The composite pre-tax discount rate for the year under review, for all the above inputs, including a risk-free rate of 0.26% is 12.65%.

The valuation arrived at when using all the above inputs, combined with the projected income streams amounts to €280,677,000.

If the discount rate is increased or decreased by 100 basis points, the fair value of the investment property would decrease and increase by €22 million and €26 million (2018: €21 million and €25 million), respectively.

There are no material contractual obligations pertaining to investment property at the end of the reporting periods presented, except for repairs and maintenance expenses incurred in the normal running of the operation.

Leasing arrangements for residential units at the end of the reporting periods presented are as follows:

	2019	**2018**
	%	**%**
Within 1 year	20	16
1-5 years	80	84
	100	**100**

17 Other investments

17.1 Investment accounted for using the equity method

Group

In the group financial statements, the investment in MTJSC is accounted for using the equity method.

	2019 €	2018 €
Shares in associate company (unquoted)	**12,789,791**	**12,761,209**

17.2 Investment in associate

Company

In the company financial statements, the investment in MTJSC is shown as FVOCI. The fair value has been derived based on the latest financial information available.

	2019 €	2018 €
Shares in associate company (unquoted)	**12,789,791**	**12,761,209**

The below table sets out the financial information of the associate.

Associate company	Percentage holding in ordinary shares %	Nature of business	Capital and reserves 31.12.2019 €
Medina Tower Joint Stock Company for Real Estate Investment and Development (MTJSC) Suite 107, Tower 2, Level 10 Tripoli Towers, Tripoli, Libya	25	Property development	51,159,164 (LYD 80,992,844)

Summarised financial information for MTJSC is as follows:

	2019 €	2018 €
Total assets	51,381,968	51,164,407
Total liabilities	(222,804)	(119,569)
Loss for the year	(596,676)	(720,984)

A reconciliation of the above summarised financial information to the carrying amount of the investment is set out below:

	2019 €	2018 €
Total net assets	51,159,164	51,044,838
Proportion of ownership held by group	25%	25%
Carrying amount of investment	**12,789,791**	**12,761,209**

18 Investments in subsidiaries

Company

	Notes	2019 €	2018 €
Shares in subsidiary companies (unquoted)	18.1	244,567,310	224,955,055
Loans to subsidiary companies	18.2	7,000,000	7,000,000
		251,567,310	**231,955,055**

18.1 Shares in subsidiary companies (unquoted)

Subsidiary company	Percentage holding in ordinary shares	Nature of business
Palm City Ltd 22, Europa Centre, Floriana, Malta	100%	Property development
Palm Waterfront Ltd 22, Europa Centre, Floriana, Malta	99.9%	Property development

The shares in Palm Waterfront Ltd were acquired in 2013. Shares in subsidiary company are being shown at fair value based on the latest available financial statements.

The company pledged 116,490,000 of its ordinary shares in Palm City Ltd as security for the bank borrowings of said company (note 24).

18.2 Loan to subsidiary company

The loan to Palm Waterfront Ltd is unsecured, is interest free and is repayable after more than 5 years. The carrying amount of the loans is considered a reasonable approximation of fair value.

19 Leases

Group

Lease liability is presented in the statement of financial position as follows:

	2019	2018
	€	€
Lease liability	**116,994**	**-**

The group has leases for the right to operate the Palm City Residences and power generators.

On 2 October 2007, Corinthia Palace Hotel Company Limited entered into a Build-Operate-Transfer agreement with Palm City Ltd effective from 6 July 2006. The arrangement, which gives Palm City Ltd the right to operate the Palm City Residences in Janzour, Libya for a period of 65 years, contains a lease element which is classified as an operating lease. The payment for the operating lease element has been estimated at €494,827 on the basis of the original lease granted by the Government of Libya to Corinthia Palace Hotel Company Limited, and is classified as a lease prepayment. At 1 January 2019, the remaining lease prepayment amounting to €399,760 was classified as right-of-use asset under property, plant and equipment (Note 15).

The lease contracts for power generators have a term for one year commencing in 2015 and 2018, both of which have an automatic renewal period for an indefinite term unless otherwise terminated. The lease contracts can be terminated anytime by the lessee by giving the lessor one month notice prior to termination date. At 1 January 2019, management had the intention to lease the power generators up until 31 December 2020. The group classifies its lease as right-of-use asset under property, plant and equipment.

The future minimum lease payments are as follows:

	2019	2018
	€	€
Within 1 year		
Lease payments	113,083	132, 874
Finance charges	3,911	-
	116,994	**132,874**

	2019	2018
	€	€
Within 1-2 years		
Lease payments	-	120,729
Finance charges	-	-
	-	**120,729**

20 Inventories

Inventories comprise mainly of food and beverage stocks used by the food and beverage department, together with stock of electrical materials and spare parts used by the maintenance and technical department of Palm City Ltd.

Group	2019	2018
	€	€
Food and beverage stocks	44,011	48,302
Electrical materials and spare parts	960,699	899,462
Total inventories	**1,004,710**	**947,764**

In 2019, a total of €281,659 (2018: €366,553) of inventories was included in profit and loss as an expense.

21 Trade and other receivables

	Group		Company	
	2019	2018	2019	2018
	€	€	€	€
Trade receivables, gross	5,064,706	2,992,703	-	-
Allowance for credit losses	(195,024)	(232,602)	-	-
Trade receivables	**4,869,682**	**2,760,101**	**-**	**-**
Amount due by subsidiary	-	-	1,802,708	1,697,137
Amounts due by other related companies	260,827	262,213	260,827	261,727
Accrued income	156,083	89,630	-	-
Financial assets	**5,286,592**	**3,111,944**	**2,063,535**	**1,958,864**
Advance payments to creditors	51,962	430,071	-	-
VAT refundable	288,284	327,574	239,868	144,381
Lease prepayment	-	7,613	-	-
Deposits	96,978	98,528	-	-
Other prepayments	119,203	131,265	-	-
Other receivables	31,358	-	-	-
Non-financial assets	**587,785**	**995,051**	**239,868**	**144,381**
Total trade and other receivables	**5,874,377**	**4,106,995**	**2,303,403**	**2,103,245**

All amounts are short-term. The net carrying value of trade and other receivables is considered a reasonable approximation of fair value.

The amounts due by group and related parties are unsecured, interest free and repayable on demand.

All of the group's trade and other receivables have been reviewed for indicators of impairment. Certain trade receivables were found to be impaired and a provision was recorded accordingly. The impaired trade receivables were with respect to rent receivable.

	2019	2018
	€	€
Balance 1 January	232,602	139,816
Reversal of provision for bad debts	(37,578)	-
Impairment loss	-	92,786
Balance 31 December	**195,024**	**232,602**

An analysis of unimpaired trade receivables that are past due is given in note 31.1.

22 Cash and cash equivalents

Cash and cash equivalents include the following components:

	Group		Company	
	2019	**2018**	**2019**	**2018**
	€	**€**	**€**	**€**
Cash at bank and in hand:				
- euro	10,564,209	8,278,864	4,572,178	799,444
- Libyan dinar	2,557,011	1,548,945	-	-
- US dollar	26,281	40,947	25,798	26,728
- Pound sterling	10,674	10,152	10,674	10,152
Cash and cash equivalents in the statement of financial position	**13,158,175**	**9,878,908**	**4,608,650**	**836,324**
Bank balance overdrawn (note 24)	(80,857)	(24,959)	-	-
Cash and cash equivalents in the statement of cash flows	**13,077,318**	**9,853,949**	**4,608,650**	**836,324**

The group has a bank deposit amounting to €1,679,900 (2018: €1,318,160) which is specifically designated for security deposits from lessees. This is not available for general use by the group. The company has an amount of €250,000 (2018: €250,000) which is being held as security deposit related to a pending court case. As at the date of this report, the court case had been resolved and the €250,000 was subsequently released into free cashflow.

23 Share capital

The share capital of Mediterranean Investments Holding p.l.c. consists of fully paid ordinary 'A' shares and 'B' shares with a par value of €1 each. All shares are equally eligible to receive dividends and the repayment of capital and represent one vote at the shareholders' meeting of Mediterranean Investments Holding p.l.c.

	Group and Company	
	2019	**2018**
	€	**€**
Shares issued and fully paid		
24,001,000 ordinary 'A' shares of €1 each	24,001,000	24,001,000
24,001,000 ordinary 'B' shares of €1 each	24,001,000	24,001,000
	48,002,000	**48,002,000**
Shares authorised		
50,000,000 ordinary 'A' shares of €1 each	50,000,000	50,000,000
50,000,000 ordinary 'B' shares of €1 each	50,000,000	50,000,000
	100,000,000	**100,000,000**

24 Bank and other borrowings

Borrowings include the following financial liabilities:

	Group		Company	
	2019	2018	2019	2018
	€	€	€	€
Bank balance overdrawn	80,857	24,959	-	-
Bank loans	3,430,220	7,840,338	-	-
Other borrowings	5,000,000	5,000,000	-	-
	8,511,077	**12,865,297**	**-**	**-**
Comprising:				
Long-term borrowings			**-**	**-**
- due within 2-5 years	**5,000,000**	**9,241,527**	**-**	**-**
Borrowing due within 12 months				
- Bank balance overdrawn	80,857	24,959	-	-
- Bank loans	3,430,220	3,598,811	-	-
	3,511,077	**3,623,770**	**-**	**-**

The group's banking facilities as at 31 December 2019 amounted to €3,430,220 (2018: €7,840,338).

The bank borrowings are secured by a general hypothec over Palm City Ltd's assets, by a guarantee by Mediterranean Investments Holding p.l.c. and by a pledge over part of its shareholding in Palm City Ltd (note 18.1) and by pledges over part of Palm City Ltd's bank deposits. These borrowings are subject to floating interest rates. As at 31 December 2019, the Libyan dinar bank borrowings amounting to €1,685,805 (2018: €2,493,330) were subject to an effective interest rate of 1.5% (2018: 1.5%) over the Central Bank of Libya discount rate, whilst the euro bank borrowings amounting to €1,744,415 (2018: €5,347,009) were subject to an effective interest rate of 4% (2018: 4%). Syndicate loan repayments are made on a semi-annual basis for both the euro bank borrowings and the Libyan dinar bank borrowings, amounting to €910,129 (2018: €910,129), being capital repayment on euro loan and €421,344 (LYD 659,362) (2018: €415,791 - LYD 659,362) (using end of year exchange rate) being capital repayment on Libyan dinar loan.

In 2018, a cashsweep mechanism was triggered. The capital repayments are currently accelerated on a monthly basis in line with occupancy.

Other borrowings comprise of a loan from LFICO amounting to €5,000,000 to the group. The loan was advanced to support the group in its corporate needs and working capital requirements. The loan is supported by a corporate guarantee being provided in favour of LFICO by Corinthia Palace Hotel Company Limited (CPHCL).

The carrying amount of bank borrowings is considered a reasonable approximation of fair value.

25 Bonds

			Group		Company	
		Interest	2019	2018	2019	2018
	Notes	rate	€	€	€	€
Bond IV	25.1	6%	12,000,000	12,000,000	12,000,000	12,000,000
Bond V	25.2	5.5%	18,407,800	20,000,000	18,407,800	20,000,000
Bond VI	25.3	6%	11,000,000	11,000,000	11,000,000	11,000,000
Bond VII	25.4	5%	39,663,464	39,540,354	39,663,464	39,540,354
			81,071,264	**82,540,354**	**81,071,264**	**82,540,354**

Comprising:

	Group		Company	
	2019	2018	2019	2018
	€	€	€	€
Current	29,407,800	-	29,407,800	-
Non-current	51,663,464	82,540,354	51,663,464	82,540,354
	81,071,264	**82,540,354**	**81,071,264**	**82,540,354**

During 2014 the company issued a €12 million 6% seven-year bond maturing in 2021 (Bond IV).

In 2015, the company issued a €20 million 5.5% bond maturing in 2020 (Bond V) and an €11 million unlisted 6% bond maturing in 2020 (Bond VI).

In 2017, the company issued a €40 million 5% bond maturing in 2022 (Bond VII).

All of the bonds constitute general, direct, unconditional, unsecured and unsubordinated obligations of the issuer and will rank *pari passu*, without any priority or preference, with all other present and future unsecured and unsubordinated obligations. Redemption of the bonds shall be made at the face value of the bonds. The company also reserves the right to purchase from the market at any time after issue, bonds for cancellation. During the year under review, the company exercised its right and purchased €1,592,200 in nominal value of the 5.5% Bonds maturing in 2020 for cancellation in line with the prospectus.

The carrying amount of bonds issued by the company is considered a reasonable approximation of fair value.

25.1 Bond IV

	Group €	Company €
Proceeds from issue	12,000,000	12,000,000
Balance at 31 December 2019 and 2018	**12,000,000**	**12,000,000**

25.2 Bond V

	Group €	Company €
Proceeds from issue/Balance at 31 December 2018	20,000,000	20,000,000
Buy-back and cancellation of bonds	(1,592,200)	(1,592,200)
Balance at 31 December 2019	**18,407,800**	**18,407,800**

25.3 Bond VI

	Group €	Company €
Proceeds from issue	11,000,000	11,000,000
Balance at 31 December 2019 and 2018	**11,000,000**	**11,000,000**

25.4 Bond VII

	Group €	Company €
At 31 December 2018	39,540,354	39,540,354
Amortisation of transaction costs	123,110	123,110
Balance at 31 December 2019	**39,663,464**	**39,663,464**

Transaction costs in connection with the Bond VII issue were expensed in the period under review.

26 Shareholders’ loan

The loan from shareholders is unsecured, bears interest at 5% per annum and is repayable between two and five years. The carrying amount of the shareholders’ loan is considered a reasonable approximation of fair value.

27 Deferred tax liability

Group

Deferred tax arising from temporary differences can be summarised as follows:

	2019 €	2018 €
Non-current assets		
Investment property	37,706,065	37,706,065
Unused tax losses and capital allowances	(1,474,548)	(1,345,545)
Other temporary differences	(54,134)	(2,586)
	36,177,383	**36,357,934**

The movement can be analysed as follows:		
Movement for the year	180,551	(7,230,534)
Recognised directly in equity:		
Deferred tax relating to difference on exchange	62,212	118,303
Recognised in profit or loss:		
Deferred tax on investment property	-	(7,557,970)
Deferred tax on unabsorbed capital allowances and unused tax losses	120,002	209,232
Deferred tax on other temporary differences	(1,663)	(99)
	180,551	**(7,230,534)**

Company

	2019 €	2018 €
Non-current assets		
Investment in subsidiaries and associate	56,999,287	50,120,331
Unused tax losses and capital allowances	(1,474,548)	(1,354,545)
Other temporary differences	(55,568)	6,406
	55,469,171	**48,772,192**

	2019 €	2018 €
The movement can be analysed as follows:		
Movement for the year	6,696,979	(8,736,179)
Recognised directly in equity		
Deferred tax on gain on fair value of investment in subsidiaries and associate	(6,816,744)	(8,945,312)
Recognised in profit or loss		
Deferred tax on other temporary difference	119,765	209,133
	6,696,979	**(8,736,179)**

See note 12 for information on the group's and the company's tax income (expense).

28 Trade and other payables

Trade and other payables recognised in the statements of financial position can be analysed as follows:

	Group		Company	
	2019	2018	2019	2018
	€	€	€	€
Non-current				
Security deposit	2,075,347	2,461,548	-	-
Taxation	639,480	231,925	-	-
Total non-current	**2,714,827**	**2,693,473**	**-**	**-**
Current				
Trade payables	741,421	628,281	3,296	39,345
Capital creditors (note 33)	75,000	200,000	-	-
Amounts owed to shareholder	680,084	658,713	680,084	658,713
Amounts owed to subsidiary company	-	-	13,176,386	1,662,665
Amounts owed to other related companies	497,577	415,663	1,307	102
Accrued expenses	4,412,423	3,927,572	1,982,655	1,985,626
Financial liabilities	**6,406,505**	**5,830,229**	**15,843,728**	**4,346,451**
Deferred income	5,340,944	4,594,747	-	-
Security deposits	1,218,207	513,788	-	-
Other payables	433,273	617,419	165,646	182,098
Non-financial liabilities	**6,992,424**	**5,725,954**	**165,646**	**182,098**
Total current	**13,398,929**	**11,556,183**	**16,009,374**	**4,528,549**
Total trade and other payables	**16,113,756**	**14,249,656**	**16,009,374**	**4,528,549**

Amounts owed to shareholder, subsidiary and other related companies are unsecured, interest free and repayable on demand.

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

29 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 profit or (loss) before tax to arrive at operating cash flow:

	Group		Company	
	2019	**2018**	**2019**	**2018**
	€	**€**	**€**	**€**
Adjustments:				
Fair value gain on derivative financial instrument	-	(30,495)	-	-
Fair value gain on investment property	-	(21,594,200)	-	-
Depreciation	177,280	64,992	130	569
Operating lease	-	7,613	-	-
Interest receivable	(2,512)	(1,815)	(654)	(62,458)
Interest payable	5,289,045	5,637,217	4,814,855	5,006,926
Amortisation of borrowing costs	25,000	123,238	-	-
Amortisation of bond issue costs	123,110	116,837	123,110	116,837
Difference on exchange	(129,887)	(179,125)	(239)	(287)
Increase (decrease) in allowance for credit losses	(37,578)	92,786	-	-
Dividend income	-	-	(5,000,000)	-
Other income – tax recovery	(309,362)	-	(309,362)	-
Other income – creditor write off	(125,000)	-	-	-
Share in net loss in investment	149,169	180,246	-	-
Total adjustments	**5,159,265**	**(15,582,706)**	**(372,160)**	**5,061,587**
Net changes in working capital:				
Change in trade and other receivables	(1,904,803)	(1,479,571)	(200,158)	954,938
Change in trade and other payables	1,250,629	2,364,977	3,284,488	1,041,748
Change in inventories	(56,946)	(294,633)	-	-
Total changes in working capital	**(711,120)**	**590,773**	**3,084,330**	**1,996,686**

30 Related party transactions

The group's related parties include its associates, key management and others as described below.

The company's related parties include its subsidiaries, 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.

30.1 Transactions with related parties

	Group		Company	
	2019	**2018**	**2019**	**2018**
	€	**€**	**€**	**€**
Consultancy and other services charged to subsidiary	-	-	(211,065)	(201,014)
Interest charged by shareholder	405,380	526,926	405,380	526,926
Consultancy and other fees paid to related parties	411,211	417,920	-	-
Interest charged to subsidiary	-	-	-	(62,253)

Balances with related parties are disclosed in notes 17, 18, 21, 26 and 28.

31 Financial instrument risk

Risk management objectives and policies

Credit risk is the risk that a counterparty fails to discharge an obligation to the group and the company. The group and company are exposed to various risks in relation to financial instruments. The group and company's financial assets and liabilities by category are summarised in note 32.4. The main types of risks are credit risk, liquidity risk and market risk.

The group's and the company's risk management is coordinated at its head office, in close co-operation with the board of directors, and focuses on actively securing the group's and the company's short to medium-term cash flows by minimising the exposure to financial markets. Long-term financial investments are managed to generate lasting returns.

The group and the company do not actively engage in the trading of financial assets for speculative purposes. The most significant financial risks to which the group and the company are exposed are described below.

The group and the company are exposed to market risk through their use of financial instruments and specifically to currency risk and interest rate risk, which result from their operating, investing and financing activities.

31.1 Credit risk analysis

Credit risk is the risk that a counterparty fails to discharge an obligation to the group and the company. The group and the company's exposure to credit risk is limited to the carrying amount of financial assets recognised at the end of the reporting period, as summarised below:

		Group		Company	
		2019	2018	2019	2018
	Notes	€	€	€	€
Classes of financial assets - carrying amounts					
Shares in subsidiary companies	18	-	-	244,567,310	224,955,055
Shares in associate company	17	-	-	12,789,791	12,761,209
Loans to subsidiary company	18	-	-	7,000,000	7,000,000
Trade and other receivables	21	5,286,592	3,111,944	2,063,535	1,958,864
Cash and cash equivalents	22	13,158,175	9,878,908	4,608,650	836,324
		18,444,767	**12,990,852**	**271,029,286**	**247,511,452**

The credit risk is managed based on the group's and company's credit risk management policies and procedures.

Bank balances at year end are mainly held with a local financial institution which has a credit rating by an international credit rating agency, Standard & Poor's of BBB. Such rating translates into an immaterial expected credit loss. With respect to other bank balances, the group is of the view that since bank loans are also due to the same provider, this results in a net liability and therefore IFRS 9 does not apply.

The company continuously monitors defaults and the credit quality of customers and other counterparties, identified either individually or by group, and incorporates this information into its credit risk controls. The company's policy is to deal only with creditworthy counterparties. The standard credit terms given to customers is 60 days. The credit terms as negotiated with customers are subject to an internal review process. The ongoing credit risk is managed through regular review of ageing analysis, together with credit limits per customer.

Trade receivables consist of a large number of customers in various industries.

Trade receivables

The group applies IFRS 9 simplified model of recognising lifetime expected credit losses for all trade receivables as these items do not have a significant financing component.

In measuring the expected credit losses, the trade receivables have been assessed on a collective basis as they possess shared credit risk characteristics. They have been grouped based on the days past due and also according to the geographical location of customers.

Based on the length of time a trade receivable is outstanding, customer's payment history as well as current and forward-looking information on macroeconomic factors affecting the customer's ability to pay, management concluded that the credit quality of trade receivables including those that are past due but not impaired to be good. Furthermore, the company has taken a full provision against old balances due from local government entities, such that the trade debtors primarily consist of government and non-government agencies situated outside of Libya. Over and above this, there is an amount of € 5.3 million in deferred income and € 3.2 million held in security deposits. Credit risk for trade receivables is considered low and expected credit losses for trade receivables are not material.

At 31 December the group had certain trade receivables that have not been settled by the contractual due date but are not considered to be impaired. The amounts at 31 December, analysed by the length of time past due, are:

	2019	2018
	€	€
Not more than 30 days	336,106	595,022
More than 30 days but not more than 120 days	2,488,306	1,141,792
More than 120 days	2,085,270	1,023,287
Total	**4,869,682**	**2,760,101**

31.2 Liquidity risk

Liquidity risk is that the group and the company may be unable to meet their obligations.

Management manages the group's and the company's liquidity needs by carefully monitoring cash flows in day to day business. Liquidity needs are monitored in various time bands, on a daily and weekly basis, as well as on the basis of rolling 30-day projections. Long-term liquidity needs for a 6-monthly and yearly period are identified monthly.

The group and the company maintain cash to meet their liquidity requirements for the short-term. Funding for long-term liquidity needs is secured by an adequate amount of committed credit facilities.

As at 31 December 2019, the group's and the company's liabilities have contractual maturities (including interest payments where applicable) as summarised below:

Group

	Current		Non-current	
31 December 2019	**within 6 months €**	**6 to 12 months €**	**2 to 5 years €**	**later than 5 years €**
Bank loan	2,165,758	1,264,461	-	-
Other borrowings	-	-	5,000,000	-
Interest on bank loan	28,686	1,424,174	-	-
Interest on other borrowings	200,000	-	400,000	-
Bonds in issue	-	29,407,800	51,663,464	-
Interest on bonds in issue	741,422	3,672,429	4,720,000	-
Bank balance overdrawn	80,857	-	-	-
Trade and other payables	720,000	2,096,534	-	
Shareholders' loan	-	-	5,203,300	-
	3,936,723	**37,865,398**	**66,986,764**	**-**

Company

	Current		Non-current	
31 December 2019	**within 6 months €**	**6 to 12 months €**	**2 to 5 years €**	**later than 5 years €**
Bonds in issue	-	29,407,800	51,663,464	-
Interest on bonds in issue	720,000	3,672,429	4,720,000	-
Trade and other payables	3,296	13,906,051	-	-
Shareholders' loan	-	-	5,203,300	-
	723,296	**46,986,280**	**61,586,764**	**-**

This compares to the maturity of the group's and the company's contractual maturities in the previous reporting period as follows:

Group

	Current		Non-current	
31 December 2018	**within 6 months €**	**6 to 12 months €**	**2 to 5 years €**	**later than 5 years €**
Bank loan	2,272,891	1,325,920	4,241,527	-
Other borrowings	-	-	5,000,000	-
Interest on bank loan	109,317	76,876	1,408,872	-
Interest on other borrowings	200,000	-	600,000	-
Bonds in issue	-	-	82,540,354	-
Interest on bonds in issue	720,000	3,760,000	9,200,000	-
Bank balance overdrawn	24,959	-	-	-
Trade and other payables	628,281	1,676,042	-	-
Shareholders' loan	-	-	9,203,300	-
31 December 2018	**3,955,448**	**6,838,838**	**112,194,053**	**-**

Company

	Current		Non-current	
	within 6 months	6 to 12 Months	2 to 5 years	later than 5 years
31 December 2018	**€**	**€**	**€**	**€**
Bonds in issue	-	-	82,540,354	-
Interest on bonds in issue	720,000	3,760,000	9,200,000	-
Trade and other payables	39,345	2,335,995	-	-
Shareholders' loan	-	-	9,203,300	-
	759,345	**6,095,995**	**100,943,654**	**-**

31.3 Market risk analysis

Foreign currency risk

Group

Exposure to currency exchange rates mainly arises from the group's borrowings denominated in Libyan dinars. Cash inflows and cash outflows in foreign currency are matched at subsidiary level, hence, the group is only exposed to foreign currency risk as shown below.

Foreign currency denominated financial liabilities, translated into euro at the closing rate, are as follows:

	Short term LYD €	Long term LYD €
31 December 2019		
Financial assets	1,235,504	-
Financial liabilities	(2,363,342)	-
Total exposure	**(1,127,838)**	**-**
31 December 2018		
Financial assets	359,846	-
Financial liabilities	(1,889,938)	(1,329,114)
Total exposure	**(1,530,092)**	**(1,329,114)**

The following table illustrates the sensitivity of the net result for the year in regards to the group's financial liabilities and the LYD/euro exchange rate.

The following table assumes a +/- 1% change of the LYD/euro exchange rate at year end (2018: 2%). This percentage has been determined based on the average market volatility in exchange rates in the previous 12 months. The sensitivity analysis is based on the group's foreign currency financial instruments held at the end of the reporting period.

If the euro had strengthened or weakened against the LYD by 1% (2018: 2%), then this would have had the following impact on the net result for the year.

	Net result for the year LYD €
31 December 2019	+ / 11,278
31 December 2018	+/-57,184

The analysis above is considered to be representative of the group's exposure to currency risk.

Interest rate risk

The group's exposure to interest rate risk is limited to the variable interest rate of borrowings. The following table illustrates the sensitivity of the net result for the year to a reasonably possible change in interest rates of + / – 100 basis points (2018: +/-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 group's financial instruments held at each reporting date. All other variables are held constant.

	2019 €		2018 €	
	+ 100 basis points	-100 basis points	+ 100 basis points	-100 basis points
Net result for the year	34,302	(34,302)	78,403	(78,403)

31.4 Categories of financial assets and liabilities

The carrying amounts presented in the statements of financial position relate to the following categories of assets and liabilities:

		Group		Company	
Financial assets	**Notes**	**2019 €**	**2018 €**	**2019 €**	**2018 €**
Investments					
- Shares in subsidiary company	18	-	-	244,567,310	224,955,055
- Shares in associate company	17	-	-	12,789,791	12,761,209
- Loans to subsidiary companies	18	-	-	7,000,000	7,000,000
		-	**-**	**264,357,101**	**244,716,264**
Loans and receivables					
- Trade and other receivables	21	5,286,592	3,111,944	2,063,535	1,958,864
- Cash and cash equivalents	22	13,158,175	9,878,908	4,608,650	836,324
		18,444,767	**12,990,852**	**6,672,185**	**2,795,188**

Financial liabilities

Financial liabilities measured at amortised cost					
Non-current					
- Borrowings	24	5,000,000	9,241,527	-	-
- Bonds	25	51,663,464	82,540,354	51,663,464	82,540,354
- Shareholders' loan	26	5,203,300	9,203,300	5,203,300	9,203,300
		61,866,764	**100,985,181**	**56,866,764**	**91,743,654**
Current					
- Borrowings	24	3,511,077	3,623,770	-	-
- Bonds	25	29,407,800	-	29,407,800	-
- Trade and other payables	28	6,406,505	5,830,229	15,843,728	4,346,451
		39,325,382	**9,453,999**	**45,251,528**	**4,346,451**

See note 5.16 for a description of the accounting policies for each category of financial instruments. The fair values are presented in the related notes. A description of the group's risk management objectives and policies for financial instruments is given in note 34.

32 Fair value measurement

32.1 Fair value measurement of financial instruments

The following table presents financial assets and liabilities measured at fair value in the group's and the company's statements of financial position in accordance with the fair value hierarchy. This hierarchy groups financial assets and liabilities into three levels based on the significance of inputs used in measuring the fair value of the financial assets and liabilities. The fair value hierarchy has the following levels:

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

The level within which the financial asset or liability is classified is determined based on the lowest level of significant input to the fair value measurement.

The financial assets and liabilities measured at fair value in the statements of financial position are grouped into the fair value hierarchy as follows:

Company

31 December 2018	**Level 1**	**Level 2**	**Level 3**
	€	**€**	**€**
Financial assets			
Fair value through other comprehensive income (a)	**-**	**-**	**237,716,264**

31 December 2019	**Level 1**	**Level 2**	**Level 3**
	€	**€**	**€**
Financial assets			
Fair value through other comprehensive income (a)	**-**	**-**	**257,357,101**

Measurement of fair value

The methods and valuation techniques used for the purpose of measuring fair value are as follows:

Financial assets at fair value through other comprehensive income

a) Fair value information for these financial assets has been obtained from the latest available financial information. In prior year, these were classified as AFS.

Level 3 fair value measurements

The reconciliation of the carrying amounts of financial assets at fair value through other comprehensive income classified within Level 3 is as follows:

Company	**2019**	**2018**
	€	**€**
Balance at 1 January	237,716,264	212,158,233
Gain recognised in other comprehensive income	19,790,006	25,738,277
Other movement	(149,169)	(180,246)
Balance at 31 December	**257,357,101**	**237,716,264**

Changing inputs to the Level 3 valuations to reasonably possible alternative assumptions would not change significantly amounts recognised in profit or loss, total assets or total liabilities or total equity.

32.2 Fair value measurement of non-financial assets

The following table shows the levels within the hierarchy of non-financial assets measured at fair value on a recurring basis at 31 December 2019 and 31 December 2018.

Group

31 December 2019	**Level 1**	**Level 2**	**Level 3**
	€	**€**	**€**
Investment property	**-**	**-**	**272,541,797**

31 December 2018	**Level 1**	**Level 2**	**Level 3**
	€	**€**	**€**
Investment property	**-**	**-**	**271,976,830**

The fair value of the subsidiary's investment property is estimated based on a valuation exercise carried out by the directors. The significant inputs and assumptions are developed in close consultation with management. The valuation processes and fair value changes are reviewed by the board of directors at each reporting date. During the year under review, the valuation arrived at when using these inputs amounted to €272,541,797 (see note 16).

33 Contingent liabilities

One of the subsidiaries is involved in two court cases, instituted by a supplier, as defendant in court proceedings against it amounting in total to €250,000. At the reporting date, a compromise agreement for €75,000 had been signed by the parties involved and all pending court cases dropped. In consequence of this, the money held as a guarantee was released (note 22).

34 Capital management policies and procedures

The board's policy is to maintain a strong capital base so as to maintain investors' and creditors' and market confidence and to sustain future development of the business. The board of directors monitors the return on capital, which the group defines as the profit for the year divided by total equity.

The directors seek to maintain a balance between the higher returns that might be possible with higher levels of borrowings and advantages and security afforded by a sound capital position. The group and the company seek to maximise the return on shareholders' equity and to reduce the incidence of interest expenses.

There were no changes in the group's and the company's approach to capital management during the year. Neither the company nor any of its subsidiaries is subject to externally imposed capital requirements.

35 Post-reporting date events

Following the outbreak of the COVID-19 pandemic, the directors are monitoring the evolving situation, with most emphasis being placed on the health and safety of guests and colleagues at Palm City Residences which is still fully operational. The directors have plans to escalate cost saving measures as and when necessary.

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 group. These events may adversely affect the group's current and future operational performance and future financial position. The financial statements do not include any adjustments that may be required should the group 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. Given the nature of the leases, which are in their majority medium and long term, and the fact that the group's clientele have significant vested interests in Libya, management remains relatively optimistic that the business will continue to be resilient and overall resist the negative effects of the pandemic. Consequently, the directors consider that the group is still able to operate as a going concern.

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

Independent auditor's report

To the shareholders of Mediterranean Investments Holding p.l.c.

Report on the audit of the financial statements

Opinion

We have audited the financial statements of Mediterranean Investments Holding plc (the "Company") and of the Group of which it is the parent, set out on pages 13 to 54, which comprise the statements of financial position as at 31 December 2019, and the statements of other comprehensive income, statements of changes in equity and statements of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Company and the Group as at 31 December 2019, and of their financial performance and 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").

Our opinion is consistent with our additional report to the audit committee.

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 and the Group 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. In conducting our audit we have remained independent of the Company and the Group and have not provided any of the non-audit services prohibited by article 18A of the Accountancy Profession Act, Cap. 281. Total remuneration payable to the parent company's auditors in respect of the audit of the group's and company's financial statements amounted to €25,550 (2018: €24,790) and €9,250 (2018: €8,800) respectively. Other fees payable to the parent company's auditors in respect of tax compliance services rendered to the group and the company amounted to €3,250 (2018: €3,250) and €1,000 (2018: €1,000) respectively.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Group and Company's going concern and significant uncertainty

Key audit matter

The political situation in Libya, which has remained unstable during the year under review, and the recent outbreak of the COVID-19 pandemic are a cause of significant uncertainty. Given that the Group's business is entirely conducted in Libya, we placed special focus on the Group's assets in that country. These comprise the Palm City Residences with a carrying amount of € 272 million, land under construction owned by Palm Waterfront Ltd with a carrying amount of € 8.7 million and a 25% holding in an associate carried at € 12.8 million which in turn owns land in Tripoli, Libya earmarked for development.

At balance sheet date the Group and the Company had net current liabilities amounting to € 26.6 million (compared to € 1.2 million in 2018) and € 38.1 million (compared to € 1.6 million in 2018) respectively. The significant increase in the working capital deficiency is primarily due to two bonds maturing in 2020 totalling €29.4 million which are now classified as current liabilities. This deficiency also warrants specific audit focus. The future performance and the fair value of group's property assets are heavily dependent on how the political situation in Libya and the COVID-19 pandemic will develop and on the time required for the situation to return to normality.

The directors are continuing to monitor the situation in Libya closely and are taking immediate and appropriate action in the best interests of all stakeholders. Palm City Residences is still fully operational. Moreover, the directors confirm that all the existing signed contracts are still in full force and effect. Furthermore, as explained in note 3 to these financial statements the directors have taken and are still taking various measures to ensure that the Group will continue to have adequate levels of cash to sustain its operations and to meet its obligations as they fall due. The directors have also obtained assurances that the shareholders of the company will continue to financially support the company on an ongoing basis, to enable it to meet its liabilities as and when they fall due.

However, different scenarios in terms of the future political landscape in Libya are plausible, which scenarios, negative and positive, could significantly influence the timing and amount of projected cash flows.

How the key audit matter was addressed in our audit

We reviewed the plans prepared by management showing how the working capital deficiency of the Group is to be addressed. As part of this process we reviewed cash flow projections prepared by management.

We attended meetings with management and those charged with governance and noted that they were able to provide satisfactory responses to our questions relating to the Group's plans. We also assessed the adequacy of the disclosures made in Note 3, Going concern, and Note 35, Post-reporting date events, of the financial statements. We consider the matters described therein to be of fundamental importance to the users' understanding of the going concern assumption underlying the preparation of these financial statements.

Based on the audit work done, we concluded that management's use of the going concern assumption in the preparation of the financial statements is appropriate.

In addition to the above procedures we have also conducted the procedures explained in the following Key Audit Matter for the valuation of investment property.

__Valuation of investment property of the Group__

Key audit matter

One of the subsidiaries of the Group has a property situated in Zanzour, Libya, held under a 65-year Build, Operate and Transfer agreement. The property consists of a number of individual units within a gated complex. The units were constructed to be leased out under short-term and long-term leases to third parties for use as accommodation. At 31 December 2019 the property is carried at €272 million.

Management has conducted an internal valuation of the property as at 31 December 2019. This valuation is based on the projected rental income streams discounted to present value. The underlying assumptions consist of the projected rental rates and occupancy levels of the units and take into consideration contracted rates for units that are leased out.

The valuation of the subsidiary's investment property is inherently subjective mainly due to the judgemental nature of the factors used in arriving at the value. Moreover, the property is situated in Libya which is still passing through a period of great uncertainty. The significance of the estimates made, the judgement involved and the uncertainty in Libya could result in a material misstatement. Consequently, this warrants specific audit focus.

How the key audit matter was addressed in our audit

We obtained an understanding of the methodology used by management to arrive at the valuation of the property at 31 December 2019 and tested the arithmetical accuracy of the workings. We also agreed the information in the valuation report to the accounting records.

We engaged our internal specialist resources to review and challenge the valuation methodology and the underlying assumptions.

We attended meetings with management and those charged with governance and noted that they were able to provide satisfactory responses to our questions.

We assessed the adequacy of the disclosures made in Notes 5.22 (f) and 16 of the financial statements including those regarding the key assumptions.

Based on the audit work done we concluded that the carrying amount of the investment property falls within a reasonable range of values.

The significant uncertainty in Libya and the significant judgements surrounding the valuation of the Group's Investment Property situated in that country render the fair valuation of the property extremely difficult and judgemental. We consider this matter to be of fundamental importance to the users' understanding of these financial statements because should the assumptions underlying the valuation not materialise the fair value of the investment property which, at 31 December 2019 is carried at €272 million would vary significantly.

Other information

The directors are responsible for the other information. The other information comprises the (i) Chairman's Statement, (ii) the Directors' report, (iii) the Statement by the Directors on the Financial Statement and Other Information included in the Annual Report, (iv) the Directors' Statement of Compliance with the Code of Principles of Good Corporate Governance and (v) Other Disclosures in terms of the Listing Rules (amend as required) 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, including the Directors' report.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above 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 the Group and their 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 and the Group'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 and the Group'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.

In terms of article 179A(4) of the Act, the scope of our audit does not include assurance on the future viability if the audited entity or on the efficiency or effectiveness with which the directors have conducted or will conduct the affairs of the entity.

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 and Group'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 and Group'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 or the Group 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.
- Obtain sufficient appropriate evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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.

We also provide those charged with governance with a statement that we have complied with the relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefit of such communication.

Report on other legal and regulatory requirements

Report on the statement of compliance with the Principles of Good Corporate Governance

The Listing Rules issued by the Malta Listing Authority (the "Listing Rules") require the directors to prepare and include in their Annual Report a Corporate governance statement providing an explanation of the extent to which they have adopted the Code of Principles of Good Corporate Governance and the effective measures that they have taken to ensure compliance throughout the accounting period with those Principles.

The Listing Rules also require us, as the auditor of the Company, to include a report on the Statement of Compliance prepared by the directors.

We read the Statement of Compliance with the Code of Principles of Good Corporate Governance and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements included in the Annual Report. Our responsibilities do not extend to considering whether this statement is consistent with any other information included in the Annual Report.

We are not required to, and we do not, consider whether the Board's statements on internal control included in the Statement of Compliance with the Code of Principles of Good Corporate Governance cover all risks and controls, or form an opinion on the effectiveness of the Company's corporate governance procedures or its risk and control procedures.

In our opinion, the Corporate governance statement set out on pages 6 to 10 has been properly prepared in accordance with the requirements of the Listing Rules.

Other matters on which we are required to report by exception

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, or that returns adequate for our audit have not been received from branches not visited by us
- the financial statements are not in agreement with the accounting records and returns
- we have not received all the information and explanations we require for our audit
- certain disclosures of directors' remuneration specified by law are not made in the financial statements, giving the required particulars in our report.

• in terms of Listing Rules to review the statement made by the Directors that the business is a going concern together with supporting assumptions or qualifications as necessary.

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

Auditor tenure

We were first appointed as auditors of the Company and the Group when the Company was registered on 12 December 2005 and our first audit was for the period ended 31 December 2006. Our appointment has been renewed annually by shareholders' resolutions representing a total period of uninterrupted engagement appointment of 14 years. The Company first issued listed securities on the Malta Stock Exchange on 7 November 2007.

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

Mark Bugeja (Partner) for and on behalf of

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29 April 2020