



**METRINWOOD LTD**  
**REPORT AND SEPARATE FINANCIAL**  
**STATEMENTS**  
Period from 10 October 2022 to 31 December 2023

# METRINWOOD LTD

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## REPORT AND SEPARATE FINANCIAL STATEMENTS

Period from 10 October 2022 to 31 December 2023

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# METRINWOOD LTD

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## BOARD OF DIRECTORS AND OTHER OFFICERS

<b>Board of Directors:</b>	BSM Nominees Ltd
<b>Company Secretary:</b>	BSM Secretarial Ltd
<b>Independent Auditors:</b>	BDO Ltd Certified Public Accountants (CY) and Registered Auditors 261, 28th October Street (Seafront Road) View Point Tower Floors 6, 7 and 8 P. O. Box 51681 3507 Limassol, Cyprus
<b>Registered office:</b>	57 Spirou Kyprianou BYBLOSERVE BUSINESS CENTER, Floor 2 6051, Larnaca Cyprus
<b>Banker:</b>	Alpha Bank S.A.

# METRINWOOD LTD

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## MANAGEMENT REPORT

The Board of Directors presents its first report and audited separate financial statements of the Company for the period from 10 October 2022 to 31 December 2023.

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

The principal activity of the Company is that of investment holding.

### **Review of current position, and performance of the Company's business**

The results of this year are not considered satisfactory and the Board of Directors is making an effort to reduce the Company's losses. Despite the loss this year the Company's development to date and the financial position as reflected in the separate financial statements are satisfactory.

### **Principal risks and uncertainties**

The principal risks and uncertainties faced by the Company are disclosed in notes 6, 7, 17 and 19 of the separate financial statements.

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

The Company is exposed to market risk, credit risk, liquidity risk and capital risk management arising from the financial instruments it holds. Refer to note 6 of the Financial statements.

### **Results**

The Company's results for the period are set out on page 7.

### **Dividends**

The Board of Directors does not recommend the payment of a dividend.

### **Share capital**

#### **Authorised capital**

On incorporation date, the Company fixed its share capital at 1,000 ordinary shares with a nominal value of €1 each.

On 20 January 2023, the Company authorised additional 1,000 ordinary shares with a nominal value of €1.

On 27 June 2023, the Company authorised additional 1,000 ordinary shares with a nominal value of €1.

#### **Issued capital**

Upon incorporation (10 October 2022), the Company issued to the subscribers 1,000 ordinary shares of €1 each.

On 20 January 2023, the Company issued additional 1,000 ordinary shares with a nominal value of €1 and at a premium of €399.00 each.

On 27 June 2023, the Company issued additional 1,000 ordinary shares with a nominal value of €1 and at a premium of €999.00 each.

#### **Board of Directors**

The members of the Company's Board of Directors as at 31 December 2023 and at the date of this report are presented on page 1. All of them were members of the Board of Directors throughout the period from 10 October 2022 to 31 December 2023.

In accordance with the Company's Articles of Association all Directors presently members of the Board continue in office.

# METRINWOOD LTD

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## MANAGEMENT REPORT

### **Operating Environment of the Company**

Any significant events that relate to the operating environment of the Company are described in note 17 of the separate financial statements.

### **Events after the reporting period**

Any significant events that occurred after the end of the reporting period are described in note 21 of the separate financial statements.

### **Independent Auditors**

The Independent Auditors, BDO Ltd, were appointed by the Company as first auditors and have expressed their willingness to continue in office.

By order of the Board of Directors,

BSM Nominees Ltd  
Director

Larnaca,  
30 September 2024



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View Point Tower  
Floors 6, 7 and 8  
PO Box 51681  
3507 Limassol  
Cyprus

## Independent Auditor's Report

### To the Members of Metrinwood Ltd

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

#### Opinion

We have audited the separate financial statements of parent company Metrinwood Ltd (the "Company"), which are presented in pages 7 to 21 and comprise the statement of financial position as at 31 December 2023, and the statements of profit or loss and other comprehensive income, changes in equity and cash flows for the period from 10 October 2022 to 31 December 2023, and notes of the separate financial statements, including material accounting policy information.

In our opinion, the accompanying separate financial statements give a true and fair view of the financial position of the Company as at 31 December 2023, and of its financial performance and its cash flows for the period from 10 October 2022 to 31 December 2023 in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union and the requirements of the Cyprus Companies Law, Cap. 113 relating to separate financial statements.

#### 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 Separate Financial Statements" section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code) together with the ethical requirements that are relevant to our audit of the separate financial statements in Cyprus, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Other information

The Board of Directors is responsible for the other information. The other information comprises the information included in the Management 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 and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.



## Independent Auditor's Report (continued)

### To the Members of Metrinwood Ltd

#### Responsibilities of the Board of Directors for the Separate Financial Statements

The Board of Directors is responsible for the preparation of separate financial statements that give a true and fair view in accordance with IFRSs as adopted by the European Union and the requirements of the Cyprus Companies Law, Cap. 113, and for such internal control as the Board of Directors determines is necessary to enable the preparation of separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the separate financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Company's financial reporting process.

#### Auditor's Responsibilities for the Audit of the Separate Financial Statements

Our objectives are to obtain reasonable assurance about whether the separate 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 separate financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the separate financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the separate financial statements, including the disclosures, and whether the separate financial statements represent the underlying transactions and events in a manner that achieves a true and fair view.

We communicate with the Board of Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.



## Independent Auditor's Report (continued)

### To the Members of Metrinwood Ltd

#### Report on Other Legal Requirements

Pursuant to the additional requirements of the Auditors Law of 2017, we report the following:

- In our opinion, based on the work undertaken in the course of our audit, the Management Report has been prepared in accordance with the requirements of the Cyprus Companies Law, Cap 113, and the information given is consistent with the separate financial statements.
- In light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we are required to report if we have identified material misstatements in the Management Report. We have nothing to report in this respect.

#### Other Matters

This report, including the opinion, has been prepared for and only for the Company's members as a body in accordance with Section 69 of the Auditors Law of 2017 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whose knowledge this report may come to.

**Yiannis Kapetanios**  
Certified Public Accountant and Registered Auditor  
for and on behalf of

**BDO Ltd**  
Certified Public Accountants (CY) and Registered Auditors

Limassol, 30 September 2024



# METRINWOOD LTD

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## STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

Period from 10 October 2022 to 31 December 2023

	Note	2023 €
<b>Revenue</b>		-
Administration expenses	8	(15,680)
Fair value gains/(losses) on financial assets measured at fair value through profit or loss (investment in joint venture)	9	<u>(1,237,500)</u>
<b>Operating loss</b>		(1,253,180)
Finance costs	10	<u>(51)</u>
<b>Loss before tax</b>		(1,253,231)
Tax	11	<u>-</u>
<b>Net loss for the period</b>		(1,253,231)
<b>Other comprehensive income</b>		<u>-</u>
<b>Total comprehensive income for the period</b>		<u><u>(1,253,231)</u></u>

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The notes on pages 11 to 21 form an integral part of these separate financial statements.

# METRINWOOD LTD

## STATEMENT OF FINANCIAL POSITION

31 December 2023

	Note	2023 €
<b>ASSETS</b>		
<b>Current assets</b>		
Accounts receivable	13	137,500
Cash and cash equivalents	14	<u>13,697</u>
		<u>151,197</u>
<b>Total assets</b>		<u><u>151,197</u></u>
<b>EQUITY AND LIABILITIES</b>		
<b>Equity</b>		
Share capital	15	3,000
Share premium		1,398,000
Accumulated losses		<u>(1,253,231)</u>
<b>Total equity</b>		<u>147,769</u>
<b>Current liabilities</b>		
Accounts payable	16	<u>3,428</u>
<b>Total liabilities</b>		<u>3,428</u>
<b>Total equity and liabilities</b>		<u><u>151,197</u></u>

On 30 September 2024 the Board of Directors of Metrinwood Ltd authorised these separate financial statements for issue.

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BSM Nominees Ltd  
Director

The notes on pages 11 to 21 form an integral part of these separate financial statements.

## METRINWOOD LTD

### STATEMENT OF CHANGES IN EQUITY

Period from 10 October 2022 to 31 December 2023

	Note	Share capital €	Share premium €	Accumulated losses €	Total €
Total comprehensive income for the period		-	-	(1,253,231)	(1,253,231)
Issue of share capital	15	3,000	1,398,000	-	1,401,000
<b>Balance at 31 December 2023</b>		<b>3,000</b>	<b>1,398,000</b>	<b>(1,253,231)</b>	<b>147,769</b>

Companies, which do not distribute 70% of their profits after tax, as defined by the Special Contribution for the Defence of the Republic Law, within two years after the end of the relevant tax year, will be deemed to have distributed this amount as dividend on the 31 of December of the second year. The amount of the deemed dividend distribution is reduced by any actual dividend already distributed by 31 December of the second year for the year the profits relate. The Company pays special defence contribution on behalf of the shareholders over the amount of the deemed dividend distribution at a rate of 17% (applicable since 2014) when the entitled shareholders are natural persons tax residents of Cyprus and have their domicile in Cyprus. In addition, the Company pays on behalf of the shareholders General Healthcare System (GHS) contribution at a rate of 2.65%, when the entitled shareholders are natural persons tax residents of Cyprus, regardless of their domicile.

The notes on pages 11 to 21 form an integral part of these separate financial statements.

# METRINWOOD LTD

## STATEMENT OF CASH FLOWS

Period from 10 October 2022 to 31 December 2023

	Note	2023 €
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Loss before tax		(1,253,231)
Adjustments for:		
Fair value gains/ (losses) on investment in joint venture		<u>1,237,500</u>
		(15,731)
<b>Changes in working capital:</b>		
Increase in accounts payable		<u>3,428</u>
<b>Cash used in operations</b>		<u>(12,303)</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Payment for the incorporation/ contributions to the investment in joint venture	12	<u>(1,237,500)</u>
<b>Net cash used in investing activities</b>		<u>(1,237,500)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from issue of share capital		<u>1,263,500</u>
<b>Net cash generated from financing activities</b>		<u>1,263,500</u>
<b>Net increase in cash and cash equivalents</b>		13,697
Cash and cash equivalents at beginning of the period		<u>-</u>
<b>Cash and cash equivalents at end of the period</b>	14	<u><u>13,697</u></u>

The notes on pages 11 to 21 form an integral part of these separate financial statements.

# METRINWOOD LTD

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## NOTES TO THE SEPARATE FINANCIAL STATEMENTS

Period from 10 October 2022 to 31 December 2023

### 1. Incorporation and principal activities

#### Country of incorporation

The Company Metrinwood Ltd (the "Company") was incorporated in Cyprus on 10 October 2020 as a private limited liability company under the provisions of the Cyprus Companies Law, Cap. 113. Its registered office is at 57 Spirou Kyprianou, BYBLOSERVE BUSINESS CENTER, Floor 2, 6051, Larnaca, Cyprus.

#### Principal activity

The principal activity of the Company is that of investment holding.

### 2.1 Basis of preparation

The separate financial statements of the Company have been prepared in accordance with International Financial Reporting Standards (IFRSs), as adopted by the European Union (EU), and the requirements of the Cyprus Companies Law, Cap. 113.

These financial statements are the separate financial statements. The Company has not prepared consolidated financial statements as the exemption from consolidation in paragraph 4(a) of IFRS10 'Consolidated Financial Statements', has been used. The Company's ultimate parent Dimand S.A., a Company incorporated in Greece produced consolidated financial statements available for public use that comply with International Financial Reporting Standards as issued by the IASB. These consolidated financial statements can be obtained from [www.dimand.gr](http://www.dimand.gr).

### 2.2 Going Concern Considerations

The Management of the Company and the Group of Dimand S.A, to which it belongs, have carefully examined the current financial data of the Company and the Group as well as the future obligations, agreements and prospects, taking into account the direct financial effects of Russia's invasion in Ukraine and Israel - Gaza conflict as well as the impact of the macroeconomic environment, estimates that its prospects of the Company and the Group are positive and that the Company and the Group have the ability to continue their activity without interruption according to their business plan. As a result, the Annual Financial Statements have been prepared on a going concern basis.

The resumption of the economic activity and the gradual emergence from the economic crisis caused by pandemic COVID-19, as well as developments due to the war in Ukraine and the Israel - Gaza conflict, have contributed globally both to delays in the supply chain and to rising construction costs. The increase in construction costs was further compounded by the increase in raw material and energy costs. Any increase in the construction costs of projects developed by the Group may adversely affect the Group's results and financial condition in the future to the extent that the increased costs have not been fully absorbed through a corresponding increase in the rents of the investment companies.

### 3. Adoption of new or revised standards and interpretations

During the current period the Company adopted all the new and revised International Financial Reporting Standards (IFRSs) that are relevant to its operations and are effective for accounting periods beginning on 10 October 2022.

### 4. Material accounting policies

The material accounting policies adopted in the preparation of these separate financial statements are set out below.

Management seeks not to reduce the understandability of these separate financial statements by obscuring material information with immaterial information. Hence, only material accounting policy information is disclosed, where relevant, in the related disclosure notes.

## NOTES TO THE SEPARATE FINANCIAL STATEMENTS

Period from 10 October 2022 to 31 December 2023

### 4. Material accounting policies (continued)

#### Joint arrangements

Joint arrangements are arrangements of which the Company has joint control. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

The classification of a joint arrangement as a joint operation or a joint venture depends upon the rights and obligations of the parties to the arrangement. A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the arrangement. A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement.

The Company recognizes in its financial assets as at 31/12/2023 an investment in Joint Ventures, P&E Investments S.A., in which it owns 75% of shares. The Company has Joint control in this arrangement as it is contractually agreed that major decisions (reserved matters) require the unanimous consent of the two parties sharing control.

Investments in joint arrangements are accounted for in accordance with IFRS 9 Financial Instruments and measured at fair value using the Net Asset Value (NAV) of the assets, excluding Deferred tax liabilities. Fair value gains or losses on investments in joint arrangements are recognised in profit or loss.

#### Finance costs

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

#### Current and deferred income tax

Current tax liabilities and assets are measured at the amount expected to be paid to or recovered from the taxation authorities, using the tax rates and laws that have been enacted, or substantively enacted, by the reporting date. The income tax expense for the period comprises current and deferred tax. Tax is recognized in the profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly to equity. In this case, the tax is also recognised in other comprehensive income or directly to equity, respectively.

#### Dividends

Interim dividends are recognised as a liability in the period in which these are authorised by the Board of Directors and in the case of final dividends, these are recognised in the period in which these are approved by the Company's shareholders.

#### Financial Instruments

##### Initial recognition

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

##### a) Financial assets

##### Classification and measurement

The Company classifies its financial assets based on the business model for managing those assets and their contractual cash flow characteristics. Accordingly, financial assets are classified into one of the following measurement categories:

Amortised cost: Financial assets held within a business model whose objective is to hold financial assets to collect contractual cash flows, where those cash flows are solely payments of principal and interest, are measured at amortised cost.

## NOTES TO THE SEPARATE FINANCIAL STATEMENTS

Period from 10 October 2022 to 31 December 2023

### 4. Material accounting policies (continued)

#### Financial Instruments (continued)

Fair Value through Other Comprehensive Income (FVTOCI): Financial assets held within a business model whose objective is to hold for collection of contractual cash flows and for selling the financial assets, where the asset's cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income.

Fair Value through Profit or Loss (FVTPL): All other financial assets are measured at fair value through profit or loss.

Investments in equity instruments are subsequently measured at fair value through profit or loss, unless on initial recognition, the Company has made an irrevocable election (on an instrument-by-instrument basis) to designate investments in equity instruments as at FVTOCI. Designation at FVTOCI is not permitted if the equity investment is held for trading or if it is contingent consideration recognised by an acquirer in a business combination.

Financial assets are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets (other than financial assets at fair value through profit or loss) are added to the fair value of the financial assets, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets at fair value through profit or loss are recognised immediately in profit or loss.

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

The Company's financial assets as at 31.12.2023 consist of investment in joint ventures, measured at fair value through profit or loss, accounts receivable and cash and cash equivalents.

#### Impairment

Financial assets measured at amortized cost or at fair value through other comprehensive income are subject to impairment. According to IFRS 9, impairment is calculated based on expected credit losses.

#### **b) Financial liabilities**

Financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial liabilities (other than financial liabilities at fair value through profit or loss) are deducted from the fair value of the financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition or issue of financial liabilities at fair value through profit or loss are recognised immediately in profit or loss. Subsequently, financial liabilities are measured at amortized cost unless they are held for trading or are designated as at FVTPL. Interest expenses on financial liabilities measured at amortised cost are calculated using the effective interest rate method and are recognized in profit or loss unless they constitute borrowing costs.

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or expired. Financial liabilities are classified as current liabilities, if the payment is due within one year or less; otherwise they are classified as non current liabilities.

#### **Cash and cash equivalents**

For the purpose of the statement of cash flows, cash and cash equivalents comprise cash at bank and in hand. Cash and cash equivalents are carried at amortised cost because: (i) they are held for collection of contractual cash flows and those cash flows represent SPPI, and (ii) they are not designated at FVTPL.

#### **Share capital**

Ordinary (common) shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares are shown in equity as a deduction from the proceeds, net of tax.

## NOTES TO THE SEPARATE FINANCIAL STATEMENTS

Period from 10 October 2022 to 31 December 2023

### 5. New accounting pronouncements

At the date of approval of these separate financial statements, standards and interpretations were issued by the International Accounting Standards Board which were not yet effective. Some of them were adopted by the European Union and others not yet. The Board of Directors expects that the adoption of these accounting standards in future periods will not have a material effect on the separate financial statements of the Company.

At the date of approval of these separate financial statements the following accounting standards were issued by the International Accounting Standards Board but were not yet effective:

#### (i) Adopted by the European Union

##### Amendments

###### *IFRS Interpretations Committee*

- *Amendments to IAS 1 Presentation of Financial Statements:*
  - *Classification of Liabilities as Current or Non-current Date (issued on 23 January 2020);*
  - *Classification of Liabilities as Current or Non-current - Deferral of Effective Date (issued on 15 July 2020); and*
  - *Non-current Liabilities with Covenants (issued on 31 October 2022) (effective for annual periods beginning on or after 1 January 2024).*
- *Amendments to IFRS 16 Leases: Lease Liability in a Sale and Leaseback (issued on 22 September 2022) (effective for annual periods beginning on or after 1 January 2024).*

#### (ii) Not adopted by the European Union

##### Amendments

- *Amendments to IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosures: Supplier Finance Arrangements (Issued on 25 May 2023) (effective for annual periods beginning on or after 1 January 2024).*
- *Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates: Lack of Exchangeability (issued on 15 August 2023) (effective for annual periods beginning on or after 1 January 2025).*

### 6. Financial risk management

#### Financial risk factors

Financial risks are risks arising from financial instruments to which the Company is exposed during or at the end of the reporting period. Financial risk comprises market risk (including foreign exchange risk, interest rate risk and price risk), credit risk and liquidity risk. The primary objectives of the financial risk management are to establish risk limits, and then ensure that exposure to risks stays within these limits.

Risk management is carried out by the Board of Directors.

#### a) Market price risk

##### i) Foreign exchange risk

Foreign exchange risk is the risk that the value of financial instruments will fluctuate due to changes in foreign exchange rates. Currency risk arises when future commercial transactions and recognised assets and liabilities are denominated in a currency that is not the Company's measurement currency.

The Company is not exposed to foreign exchange risk since the Company's operations is conducted in Euro which is the Company's functional currency.

##### ii) Interest rate risk

Interest rate risk is the risk that the value of financial instruments will fluctuate due to changes in market interest rates. The Company's has no interest rate risk as has no lendings or borrowings granted or issued at variable rates.



## NOTES TO THE SEPARATE FINANCIAL STATEMENTS

Period from 10 October 2022 to 31 December 2023

### 6. Financial risk management (continued)

#### Market price risk (continued)

##### iii) Price risk

Price risk is the risk that the value of financial instruments will fluctuate as a result of changes in market prices. The Company holds equity securities relative to its investments in joint ventures which are accounted for in accordance with IFRS 9 “Financial Instruments” and are measured at fair value through profit or loss.

The Company may be exposed to price risk to the extent the value of its joint venture fluctuates due to changes in the value of their underlying assets (properties). The investment in joint venture does not hold any properties as at 31 December 2023.

##### b) Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to meet an obligation.

Credit risk arises from cash and cash equivalents held at banks and trade and other receivables measured at amortised cost.

For banks and financial institutions, only independently rated parties with a minimum rating of ‘C’ are accepted.

The loss allowances for financial assets other than equity investments are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period. The receivables' balances of the Company relate to an account receivable from own joint venture (Note 13) and hence the Company is not exposed to significant credit risk.

##### c) Liquidity risk

Liquidity risk is the risk that arises when the maturity of assets and liabilities does not match. An unmatched position potentially enhances profitability, but can also increase the risk of losses. The Company has procedures with the object of minimising such losses such as maintaining sufficient cash and other highly liquid current assets and by having available an adequate amount of committed credit facilities.

The following tables detail the Company's remaining contractual maturity for its financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The table includes both interest and principal cash flows.

31 December 2023	Carrying amounts	Contractual cash flows	3 months or less	3-12 months	1-5 years	More than 5 years
	€	€	€	€	€	€
Accounts payable	214	214	-	214	-	-
	<u>214</u>	<u>214</u>	<u>-</u>	<u>214</u>	<u>-</u>	<u>-</u>

##### d) Capital risk management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders or sell assets or reduce debt.

## NOTES TO THE SEPARATE FINANCIAL STATEMENTS

Period from 10 October 2022 to 31 December 2023

### 6. Financial risk management (continued)

#### Fair value estimation

The fair values of the Company's financial assets and liabilities approximate their carrying amounts at the reporting date.

Under IFRS 13, the fair value of financial assets that are not traded in active market is determined by using other valuation techniques such as the adjusted Net Asset Value (NAV) of the assets excluding Deferred tax liabilities.

The Company's joint ventures are accounted for in accordance with IFRS 9 Financial Instruments and are measured at fair value using the NAV method of the assets (excluding Deferred tax liabilities) after taking into account the revaluation of the assets (property freehold and leasehold rights) of the joint venture at year end by independent accredited appraisers.

#### Fair value measurements recognised in statement of financial position

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

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

The fair value of the investment in joint venture is zero.

### 7. Critical accounting estimates and judgments

The preparation of financial statements in conformity with IFRSs requires the use of certain critical accounting estimates and requires Management to exercise its judgment in the process of applying the Company's accounting policies. It also requires the use of assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on Management's best knowledge of current events and actions, actual results may ultimately differ from those estimates.

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

#### *Critical judgements in applying the Company's accounting policies*

- **Impairment of financial assets**

The loss allowances for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period. Details of the key assumptions and inputs used are disclosed in note 6, Credit risk section.

- **Valuation of non-listed investments**

The Company uses valuation methods to value non listed investments. These methods are based on assumptions made by the Board of Directors at the reporting date. Refer to the section "Fair Value estimation" above.

# METRINWOOD LTD

## NOTES TO THE SEPARATE FINANCIAL STATEMENTS

Period from 10 October 2022 to 31 December 2023

### 8. Administration expenses

	2023
	€
Annual levy	350
Auditors' remuneration - current year	2,261
Accounting fees	1,547
Administrative expenses	10,162
Formation fees	1,360
	<u>15,680</u>

### 9. Fair value (gains)/losses on financial assets measured at fair value through profit or loss (investments in joint venture)

	2023
	€
Fair value losses on financial assets at fair value through profit or loss (Note 12)	<u>1,237,500</u>
	<u>1,237,500</u>

### 10. Finance costs

	2023
	€
Sundry finance expenses	<u>51</u>
<b>Finance costs</b>	<u>51</u>

### 11. Tax

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

	2023
	€
Loss before tax	<u>(1,253,231)</u>
Tax calculated at the applicable tax rates	(156,654)
Tax effect of expenses not deductible for tax purposes	156,008
Tax effect of tax loss for the period	<u>646</u>
<b>Tax charge</b>	<u>-</u>

The corporation tax rate is 12.5%.

Under certain conditions interest income may be subject to defence contribution at the rate of 30% (reduced to 17% as of 1 January 2024). In such cases this interest will be exempt from corporation tax. In certain cases, dividends received from abroad may be subject to defence contribution at the rate of 17%.

Due to tax losses sustained in the period, no tax liability arises on the Company. Under current legislation, tax losses may be carried forward and be set off against taxable income of the five succeeding years.

# METRINWOOD LTD

## NOTES TO THE SEPARATE FINANCIAL STATEMENTS

Period from 10 October 2022 to 31 December 2023

### 12. Investment in joint venture

	2023	2022
	€	
Balance at 10 October	-	-
Additions	1,237,500	-
Fair value change (Note 9)	<u>(1,237,500)</u>	-
<b>Balance at 31 December</b>	<b><u>-</u></b>	<b><u>-</u></b>

The details of the joint ventures are as follows:

<u>Name</u>	<u>Country of incorporation</u>	<u>Principal activities</u>	<u>Holding %</u>
P&E Investments S.A	Greece	Real Estate Development	75

On 23 December 2022, the Company incorporated P&E Investments S.A, a company registered in Greece, with an issued share capital for the amount of €500,000 divided into 50,000 ordinary shares with a nominal value of €10 each. The amount attributable to the Company was €375.000.

On 14 December 2023, P&E Investments S.A increased its share capital by the amount of €1,150,000 having issued 11,500 additional ordinary shares of nominal value of €10 and a premium of €90 each. The amount attributable to the Company was €862,500.

As at 31 December 2023, the fair value of the investment in joint venture was NIL due to the fact that the vast majority of the contributions made to the joint venture were used to cover the initial costs for the forthcoming project in Skyline Real Estate.

### 13. Accounts receivable

	2023
	€
Shareholder's contributions towards share capital increase (Note 18.1)	<u>137,500</u>
	<b><u>137,500</u></b>

On 21 February 2024, the amount of Shareholder's contributions towards share capital increase was fully settled.

The exposure of the Company to credit risk and impairment losses in relation to accounts receivable is reported in note 6 of the separate financial statements.

### 14. Cash and cash equivalents

	2023
	€
Cash at bank	<u>13,697</u>
	<b><u>13,697</u></b>

The exposure of the Company to credit risk and impairment losses in relation to cash and cash equivalents is reported in note 6 of the separate financial statements.

# METRINWOOD LTD

## NOTES TO THE SEPARATE FINANCIAL STATEMENTS

Period from 10 October 2022 to 31 December 2023

### 15. Share capital

	2023 Number of shares	2023 €
<b>Authorised</b>		
Ordinary shares of €1 each	<u>3,000</u>	<u>3,000</u>
<b>Issued and fully paid</b>		
Issue of shares	<u>3,000</u>	<u>3,000</u>
<b>Balance at 31 December</b>	<u><u>3,000</u></u>	<u><u>3,000</u></u>

#### Authorised capital

On incorporation date, the Company fixed its share capital at 1,000 ordinary shares with a nominal value of €1 each.

On 20 January 2023, the Company authorised additional 1,000 ordinary shares with a nominal value of €1.

On 27 June 2023, the Company authorised additional 1,000 ordinary shares with a nominal value of €1.

#### Issued capital

Upon incorporation (10 October 2022), the Company issued to the subscribers 1,000 ordinary shares of €1 each.

On 20 January 2023, the Company issued additional 1,000 ordinary shares with a nominal value of €1 and at a premium of €399.00 each.

On 27 June 2023, the Company issued additional 1,000 ordinary shares with a nominal value of €1 and at a premium of €999.00 each. On 21 February 2024, the amount was fully settled.

### 16. Accounts payable

	2023 €
Accruals	3,214
Other creditors	<u>214</u>
	<u><u>3,428</u></u>

### 17. Operating Environment of the Company

The geopolitical situation in Eastern Europe intensified on 24 February 2022 with the commencement of the conflict between Russia and Ukraine. As at the date of authorising these separate financial statements for issue, the conflict continues to evolve as military activity proceeds. In addition to the impact of the events on entities that have operations in Russia, Ukraine, or Belarus or that conduct business with their counterparties, the conflict is increasingly affecting economies and financial markets globally and exacerbating ongoing economic challenges.

The European Union as well as United States of America, Switzerland, United Kingdom and other countries imposed a series of restrictive measures (sanctions) against the Russian and Belarussian government, various companies, and certain individuals. The sanctions imposed include an asset freeze and a prohibition from making funds available to the sanctioned individuals and entities. In addition, travel bans applicable to the sanctioned individuals prevents them from entering or transiting through the relevant territories. The Republic of Cyprus has adopted the United Nations and European Union measures. The rapid deterioration of the conflict in Ukraine may as well lead to the possibility of further sanctions in the future.

## NOTES TO THE SEPARATE FINANCIAL STATEMENTS

Period from 10 October 2022 to 31 December 2023

### 17. Operating Environment of the Company (continued)

Emerging uncertainty regarding global supply of commodities due to the conflict between Russia and Ukraine conflict may also disrupt certain global trade flows and place significant upwards pressure on commodity prices and input costs as seen through early March 2022. Challenges for companies may include availability of funding to ensure access to raw materials, ability to finance margin payments and heightened risk of contractual non-performance.

The Israel-Gaza conflict has escalated significantly after Hamas launched a major attack on 7 October 2023. Companies with material subsidiaries, joint ventures, operations, investments, contractual arrangements or joint ventures in the War area might be significantly exposed. Entities that do not have direct exposure to Israel and Gaza Strip are likely to be affected by the overall economic uncertainty and negative impacts on the global economy and major financial markets arising from the war. This is a volatile period and situation, however, the Company is not directly exposed. Management will continue to monitor the situation closely and take appropriate actions when and if needed.

The impact on the Company largely depends on the nature and duration of uncertain and unpredictable events, such as further military action, additional sanctions, and reactions to ongoing developments by global financial markets.

The financial effect of the current crisis on the global economy and overall business activities cannot be estimated with reasonable certainty at this stage, due to the pace at which the conflict prevails and the high level of uncertainties arising from the inability to reliably predict the outcome.

The Company has no direct exposure to Russia, Ukraine, and Belarus and as such does not expect significant impact from direct exposures to these countries.

Despite the limited direct exposure, the conflict is expected to negatively impact the tourism and services industries in Cyprus. Furthermore, the increasing energy prices, fluctuations in foreign exchange rates, unease in stock market trading, rises in interest rates, supply chain disruptions and intensified inflationary pressures may indirectly impact the operations of the Company. The indirect implications will depend on the extent and duration of the crisis and remain uncertain.

Management has considered the unique circumstances and the risk exposures of the Company and has concluded that there is no significant impact in the Company's profitability position. The event is not expected to have an immediate material impact on the business operations. Management will continue to monitor the situation closely and will assess the need for immediate action in case the crisis becomes prolonged.

### 18. Related party transactions

The shareholder of the Company is Dimand S.A which owns 100% of the Company's shares.

For the purpose of these financial statements, parties are considered to be related if one party has the ability to control the other or exercise significant influence over the other party in making financial or operational decisions as defined by IAS 24 "Related Party Disclosures". In considering each possible related party relationship, attention is directed to the substance of the relationship, not merely the legal form.

The following transactions were carried out with related parties:

#### 18.1 Shareholder's contributions towards share capital increase (Note 13)

<u>Name</u>	2023 €
Dimand S.A	<u>137,500</u>
	<u>137,500</u>

On 21 February 2024, the amount of Shareholder's contributions towards share capital increase was fully settled.

## NOTES TO THE SEPARATE FINANCIAL STATEMENTS

Period from 10 October 2022 to 31 December 2023

### 19. Contingent liabilities

The company's activities are concerned with the holding of investments outside Cyprus. There are limited operating activities in Cyprus referring to administration and management services received and occasionally intragroup financing arrangements. Management's assertion regarding the tax status of the company in Cyprus is that based on prevailing tax legislation, companies holding investments outside Cyprus are exempt from taxes and accordingly no material tax liability is expected to arise in the future. However, as advised by local experts in this field, Cyprus tax legislation may be subject to varying interpretations and the activities of the Company which have not been challenged in the past may be challenged by the tax authorities as a result of which taxes, penalties and interest may be assessed. Neither the basis of the authorities' challenge nor the nature of the charges, if any can be predicted. Fiscal periods remain open for review by the taxation authorities in respect of taxes for the six calendar years preceding the year of review. Under certain circumstances, reviews may cover longer periods.

### 20. Commitments

The Company had no capital or other commitments as at 31 December 2023.

### 21. Events after the reporting period

As explained in note 17 the geopolitical situation in Eastern Europe and the Middle East remains intense with the continuation of the conflict between Russia and Ukraine and the Israel-Gaza conflict. As at the date of authorising these separate financial statements for issue, the conflicts continue to evolve as military activity proceeds and additional sanctions are imposed.

Depending on the duration of the conflict between Russia and Ukraine, the Israel-Gaza conflict and continued negative impact on economic activity, the Company might experience further negative results, and liquidity restraints and incur additional impairments on its assets in 2024 which relate to new developments that occurred after the reporting period.

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

Independent auditor's report on pages 4 to 6