MAGROMELL LTD
REPORT AND FINANCIAL STATEMENTS
Year ended 31 December 2024

MAGROMELL LTD

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Year ended 31 December 2024

CONTENTS

BOARD OF DIRECTORS AND OTHER OFFICERS

Board of Directors:	BSM Nominees Ltd
Company Secretary:	BSM Secretarial Ltd
Independent Auditors:	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
Registered office:	Spirou Kyprianou, 57 Bybloserve Business Center, 2nd floor 6051, Larnaca Cyprus
Bankers:	Alpha Bank S.A.

MANAGEMENT REPORT

The Board of Directors presents its report and audited financial statements of the Company for the year ended 31 December 2024.

Principal activity and nature of operations of the Company

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

Review of current position, future developments and performance of the Company's business

The Company's development to date, financial results and position as presented in the financial statements are considered satisfactory.

Principal risks and uncertainties

The principal risks and uncertainties faced by the Company are disclosed in notes 6 and 7 of the 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 year are set out on page 7.

Share capital

There were no changes in the share capital of the Company during the year under review.

On 14 June 2023, the Company issued 1,000 ordinary shares with nominal value of €1 each and at a premium of €2,999 each.

Board of Directors

The sole member of the Company's Board of Directors as at 31 December 2024 and at the date of this report is presented on page 1. The Sole Director was a member of the Board of Directors throughout the year ended 31 December 2024.

In accordance with the Company's Articles of Association the Sole Director presently member of the Board continues in office.

Operating Environment of the Company

Israel Gaza conflict

The Israel-Gaza conflict has escalated significantly after Hamas launched a major attack on 7 October 2023. Companies with material subsidiaries, 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 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 financial statements for issue, the conflicts continue to evolve as military activity proceeds and additional sanctions are imposed.

The combined financial effect of both of these current crises on the global economy and overall business activities cannot be estimated with reasonable certainty at this stage, due to the high level of uncertainties arising from the inability to reliably predict the outcome.

Events after the reporting period

Any significant events that occurred after the end of the reporting period are described in note 20 of the financial statements.

Independent Auditors

The Independent Auditors, BDO Ltd, have expressed their willingness to continue in office.

By order of the Board of Directors,

BSM Nominees Ltd
Director

Larnaca,
24 October 2025

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3507 Limassol
Cyprus

Independent Auditor's Report

To the Members of Magromell Ltd

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of parent company Magromell Ltd (the "Company"), which are presented in pages 7 to 21 and comprise the statement of financial position as at 31 December 2024, and the statements of profit or loss and other comprehensive income, changes in equity and cash flows for the year then ended, and notes of the financial statements, including material accounting policy information.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Company as at 31 December 2024, and of its financial performance and its cash flows for the year then ended in accordance with IFRS Accounting 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 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 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 Magromell Ltd

Responsibilities of the Board of Directors for the Financial Statements

The Board of Directors is responsible for the preparation of 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 financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the 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 Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by 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 financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves 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 Magromell 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 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 Matter

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.

Andys Papadopoulos
Certified Public Accountant and Registered Auditor
for and on behalf of

BDO Ltd
Certified Public Accountants (CY) and Registered Auditors

Limassol, 24 October 2025

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
Year ended 31 December 2024

	Note	2024 €	2023 €
Revenue		-	-
Fair value gains on financial assets measured at fair value through profit or loss (investments in subsidiaries)	8	**1,509,085**	7,864,898
Administration expenses	9	**(13,210)**	(12,033)
Operating profit		**1,495,875**	7,852,865
Finance costs	10	**(62)**	(72)
Profit before tax		**1,495,813**	7,852,793
Tax	11	-	-
Net profit for the year		**1,495,813**	7,852,793
Other comprehensive income		-	-
Total comprehensive income for the year		**1,495,813**	7,852,793

STATEMENT OF FINANCIAL POSITION
31 December 2024

	Note	2024 €	2023 €
ASSETS			
Non-current assets			
Investment in subsidiary	12	**23,033,495**	21,024,410
		23,033,495	21,024,410
Current assets			
Account receivable	13	**102,662**	612,662
Cash and cash equivalents	14	**1,670**	3,275
		104,332	615,937
Total assets		**23,137,827**	21,640,347
EQUITY AND LIABILITIES			
Equity			
Share capital	15	**4,100**	4,100
Share premium		**14,396,900**	14,396,900
Retained earnings		**8,728,199**	7,232,386
Total equity		**23,129,199**	21,633,386
Current liabilities			
Account payables	16	**8,628**	6,961
Total liabilities		**8,628**	6,961
Total equity and liabilities		**23,137,827**	21,640,347

On 24 October 2025 the Board of Directors of Magromell Ltd authorised these financial statements for issue.

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BSM Nominees Ltd
Director

STATEMENT OF CHANGES IN EQUITY
Year ended 31 December 2024

	Note	Share capital €	Share premium €	Retained earnings €	Total €
Balance at 1 January 2023		**3,100**	**11,397,900**	**(620,407)**	**10,780,593**
Total comprehensive income for the year		-	-	7,852,793	7,852,793
Issue of share capital and share premium	15	1,000	2,999,000	-	3,000,000
Balance at 31 December 2023/ 1 January 2024		**4,100**	**14,396,900**	**7,232,386**	**21,633,386**
Total comprehensive income for the year		-	-	1,495,813	1,495,813
Balance at 31 December 2024		**4,100**	**14,396,900**	**8,728,199**	**23,129,199**

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.

STATEMENT OF CASH FLOWS
Year ended 31 December 2024

	Note	2024 €	2023 €
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		**1,495,813**	7,852,793
Adjustments for:			
Fair value gains on financial assets at fair value through profit or loss		**(1,509,085)**	(7,864,898)
		(13,272)	(12,105)
Changes in working capital:			
Decrease in accounts receivable		**510,000**	2,338
Increase in accounts payable		**1,667**	1,588
Cash generated from/(used in) operations		**498,395**	(8,179)
CASH FLOWS FROM INVESTING ACTIVITIES			
Contributions to investment in subsidiary for share capital increase	12	**(500,000)**	(2,340,000)
Net cash used in investing activities		**(500,000)**	(2,340,000)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from issue of share capital and share premium		**-**	2,350,000
Net cash generated from financing activities		**-**	2,350,000
Net (decrease)/increase in cash and cash equivalents		**(1,605)**	1,821
Cash and cash equivalents at beginning of the year		**3,275**	1,454
Cash and cash equivalents at end of the year	**14**	**1,670**	3,275

1. Incorporation and principal activities

Country of incorporation

The Company Magromell Ltd (the "Company") was incorporated in Cyprus on 26 March 2020 as a private limited liability company under the provisions of the Cyprus Companies Law, Cap. 113. Its registered office is at Spirou Kyprianou, 57, Bybloserve Business Center, 2nd floor, 6051, Larnaca, Cyprus.

Principal activity

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

2. Basis of preparation

The financial statements of the Company have been prepared in accordance with International IFRS Accounting Standards (IFRS) and IFRS Interpretations Committee (IFRS IC) applicable to companies reporting under IFRS as adopted by European Union (EU) and the requirements of the Cyprus Companies Law, Cap. 113.

These financial statements are the separate (stand-alone) 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.

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 appropriateness of adoption of the Going Concern assumption for the preparation of the Company’s and the Group’s financial statements by critically reviewing the current business uncertainties. The Directors have assessed any negative impact and concluded that the Company and the Group at large have taken the necessary measures to secure the company’s business continuity.

The resumption of the economic activity and the gradual emergence from the economic crisis caused by the developments due to the war in Ukraine and 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 year the Company adopted all the new and revised IFRS Accounting Standards (IFRSs) that are relevant to its operations and are effective for accounting periods beginning on 1 January 2024.

4. Material accounting policies

The material accounting policies adopted in the preparation of these financial statements are set out below. These policies have been consistently applied to all years presented in these financial statements unless otherwise stated.

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

4. Material accounting policies (continued)

Subsidiary companies

Subsidiaries are entities controlled by the Company. Control exists where the Company is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Investments in subsidiary companies 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 subsidiary companies are recognised in profit or loss.

Finance costs

Interest expense and other borrowing costs are charged to profit or loss on an accrual basis using the effective interest method which incorporates other closely related financial costs.

Financial instruments

(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.

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 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 31.12.2024 consist of an investment in subsidiary, measured at fair value through profit or loss, accounts receivable and cash and cash equivalents.

4. Material accounting policies (continued)

(a) Financial assets (continued)

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.

Comparatives

Where necessary, comparative figures have been adjusted to conform to changes in presentation in the current year.

5. New accounting pronouncements

At the date of approval of these 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 financial statements of the Company.

5. New accounting pronouncements (continued)

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

(i) Not adopted by the European Union

Amendments

- *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).*

The Board of Directors expects that the adoption of these standards in future periods will not have a material effect on the financial statements of the Company.

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.

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 are at variable rates.

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 subsidiaries 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 subsidiary fluctuates due to changes in the value of their underlying assets (properties).

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 accounts receivable.

For banks and financial institutions, only independently rated parties with a minimum rating of ‘C’ are accepted. No credit risk exist on accounts receivable as it relates to a receivable from related company.

6. Financial risk management (continued)

Credit risk (continued)

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.

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 2024	Carrying amounts	Contractual cash flows	3 months or less	3-12 months	1-5 years	More than 5 years
	€	€	€	€	€	€
Accounts payable	1,071	1,071	-	1,071	-	-
	1,071	**1,071**	**-**	**1,071**	**-**	**-**

d) Capital risk management

The Company manages its capital to ensure that it will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Company's overall strategy remains unchanged from last year.

The Company's overall stragety remains unchanged from last year.

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 Net Asset Value (NAV) of the assets, excluding Deferred tax assets.

The Company’s Investments in subsidiaries 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 subsidiary 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).

6. Financial risk management (continued)

Fair value estimation (continued)

Fair value measurements recognised in statement of financial position (continued)

31 December 2024	Level 1	Level 2	Level 3	Total
	€	€	€	€
Financial assets				
Investment in subsidiary	-	-	23,033,495	23,033,495
Total	**-**	**-**	**23,033,495**	**23,033,495**

31 December 2023	Level 1	Level 2	Level 3	Total
	€	€	€	€
Financial assets				
Investment in subsidiary	-	-	21,024,410	21,024,410
Total	-	-	21,024,410	21,024,410

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:

- **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.

- **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.

8. Fair value gains on financial assets measured at fair value through profit or loss (investments in subsidiaries)

	2024	2023
	€	€
Fair value gains on financial assets at fair value through profit or loss (Note 12)	1,509,085	7,864,898
	1,509,085	7,864,898

9. Administration expenses

	2024	2023
	€	€
Annual levy	-	350
Sundry expenses	400	662
Auditors' remuneration	3,451	5,206
Auditors' remuneration - prior years	(2,291)	119
Accounting fees	1,190	1,755
Administration expenses	11,144	3,941
Accounting charges - prior years	(684)	-
	13,210	12,033

10. Finance costs

	2024	2023
	€	€
Interest expense	15	-
Sundry finance expenses	47	72
Finance costs	62	72

11. Tax

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

	2024	2023
	€	€
Profit before tax	1,495,813	7,852,793
Tax calculated at the applicable tax rates	186,977	981,599
Tax effect of expenses not deductible for tax purposes	1,451	628
Tax effect of allowances and income not subject to tax	(188,636)	(983,112)
Tax effect of tax loss for the year	208	885
Tax charge	-	-

The corporation tax rate is 12.5%.

Under certain conditions interest income may be subject to defence contribution at the rate of 17%. 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 year, 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.

12. Investment in subsidiary

	2024	2023
	€	€
Balance at 1 January	**21,024,410**	10,819,512
Additions	**500,000**	2,340,000
Fair value change (Note 8)	**1,509,085**	7,864,898
Balance at 31 December	**23,033,495**	21,024,410

The details of the subsidiary are as follows:

Name	Country of incorporation	Principal activities	Holding %	2024 €	2023 €
IQ Athens S.M.S.A.	Greece	Development and exploitation of real estates, hotel facilities and enterprises	100	**23,033,495**	21,024,410
				23,033,495	21,024,410

On 28 February 2023, IQ Athens S.M.S.A. purchased land with buildings (ex manufacturing, production, packaging and storage buildings) at Votanikos area, Athens.

On 21 November 2023, the company increased its share capital by the amount of €2,340,000 having issued 23,400 additional ordinary shares of nominal value of €10 and at a premium of €90 each.

On 24 November 2023, the Company entered into a Share Pledge Agreement with Alpha Bank S.A over its held shares in the capital of IQ Athens S.M.S.A for a bond facility, which includes Bond A amounting to €2,330,000, Bond B amounting to €43,400,000, Bond C amounting to €3,110,000 and Bond D amounting to €57,600,000. Also, the loan facility includes covenants which will be applied to the financial position as at 30 June 2024.

The subsidiary IQ Athens S.M.S.A, signed a joint bond loan agreement with Alpha Bank S.A. and the participation of the Recovery and Resilience Fund (RRF), for an amount up to €106,440,000. The participation of Alpha Bank S.A. in the financing scheme accounts for 30%, while the RRF covers 40%, collectively covering 70% of the cost of the investment program, which is budgeted at €152,224,454 and is entirely eligible expenditure according to the RRF. The purpose of the bond loan is to finance the subsidiary's investment plan for the acquisition of a property in Elaiona and the development of a modern office complex, including the refinancing of the open credit agreement. The collateral for this loan includes, among other things, the registration of a mortgage pre-notation on the property of the subsidiary IQ Athens S.M.S.A. amounting to €163,592,000 and a pledge on the entire share capital of the company, which were granted in the first quarter of 2024.

On 24 November 2023, IQ Athens S.M.S.A mortgaged it's plot of land as a security of the intermidiate loan of €7,440,000.

On 22 January 2024, the Company entered into a Share Pledge Agreement with Alpha Bank S.A over its held shares in the capital of IQ Athens S.M.S.A as a security of the loan facility of €106,440,000. Also, the Company and Dimand S.A undertake the obligation to cover 30.08% of the eligible investment cost for the amount of €45,784,454 as it relates to own support for the completion of the project with an estimate cost of €152,244,454.

On 4 March 2024, subsidiary IQ Athens S.M.S.A., entered into a joint bond loan agreement with Alpha Bank S.A. for an amount of up to €10,000,000 for the financing the VAT on construction. The securities for this loan are the same as those granted for the common bond loan of up to €106,440,000.

As at 31 December 2024, there are no breach of covenants.

On 19 December 2024, IQ Athens S.M.S.A increased its share capital by the amount of €500,000 having issued 50,000 additional ordinary shares of nominal value of €10.

The new share capital is pledged to Alpha Bank S.A.

13. Accounts receivable

	2024	2023
	€	€
Shareholders' current account - debit balance (Note 17.1)	**102,662**	612,662
	102,662	612,662

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

14. Cash and cash equivalents

	2024	2023
	€	€
Cash at bank	**1,670**	3,275
	1,670	3,275

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 financial statements.

15. Share capital

	2024 Number of shares	2024 €	2023 Number of shares	2023 €
Authorised				
Ordinary shares of €1 each	5,000,000	5,000,000	5,000,000	5,000,000
Issued and fully paid				
Balance at 1 January	4,100	4,100	3,100	3,100
Issue of shares	-	-	1,000	1,000
Balance at 31 December	**4,100**	**4,100**	4,100	4,100

Authorised capital

Under its Memorandum the Company fixed its share capital at 5,000,000 ordinary shares with nominal value of €1 each.

Issued capital

On 14 June 2023, the Company issued 1,000 ordinary shares with nominal value of €1 each and at a premium of €2,999 each.

16. Accounts payable

	2024	2023
	€	€
Accruals	**7,557**	6,961
Other creditors	**1,071**	-
	8,628	6,961

17. Related party transactions

The shareholder of the Company is Arcela Investments Ltd, which is 100% owned by Dimand S.A., a company registered in Greece and listed on the Athens Stock Exchange (ATHEX) main market.

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:

17.1 Shareholder's current account - debit balance (Note 13)

	2024	2023
	€	€
Name		
Arcela Investments Ltd	**102,662**	612,662
	102,662	612,662

The shareholder's current account is interest free, and has no specified repayment date.

18. 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.

19. Commitments

The Company had no capital or other commitments as at 31 December 2024.

20. Events after the reporting period

On 13 February 2025, the Company issued 1,000 ordinary shares with nominal value of €1 each and at a premium of €499 each.

On 9 April 2025, the Company issued 1,000 ordinary shares with nominal value of €1 each and at a premium of €999 each.

As explained in the management report 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.

20. Events after the reporting period (continued)

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