

ORION RETAIL INVESTMENTS LIMITED

*Annual Report
and
Financial Statements
31 December 2018*

Company Registration Number C 80707

CONTENTS

<i>Page</i>	
1 - 2.	Directors' Report
3 - 5.	Independent Auditor's Report
6.	Statement of Comprehensive Income
7.	Statement of Financial Position
8.	Statement of Changes in Equity
9.	Statement of Cash Flows
10 - 29.	Notes to the Financial Statements

The directors present the annual report together with the audited financial statements of the Company for the year ended 31 December 2018.

Principal Activities

The Company's main trading activity is to purchase, take by title of emphyteusis, usufruct, lease or exchange or otherwise acquire any immovable or movable property and also to own, manage, develop, administer, sell, exchange, lease, grant licenses and other rights over or otherwise deal with or dispose of property of any kind.

Performance Review

The Company was incorporated on 2 May 2018. Consequently, the comparative figures for these financial statements are for an 8 month period.

During the year under review, the Company generated revenue amounting to €1,195,375 from rental of properties. The Company's profit before taxation amounted to €276,660 (2017: €130,598). After accounting for taxation, the profit for the year amounted to €49,994 (2017: €11,373).

The directors expect the present level of activity to be sustained in the foreseeable future.

Dividends and Reserves

The retained earnings of the Company at the end of the year amounted to €61,367 (2017: €11,373). The directors do not recommend the distribution of a dividend and propose to transfer the profit for the year to reserves.

Financial Risk Management

The Company's activities expose it to a variety of financial risks, including credit risk and liquidity risk. These are further analysed in Note 23 in these financial statements.

Events Subsequent to the Statement of Financial Position Date

There were no particular important events affecting the Company which occurred since the end of the accounting period.

Future Developments

The directors intend to continue to operate in line with the current business plan.

Going Concern

After making enquiries, the directors have a reasonable expectation that the Company has adequate resources to continue in operating existence for the foreseeable future. For this reason, the directors continue to adopt the going concern basis in preparing financial statements.

Directors

Mr. Anthony Camilleri
Mr. John Soler
Dr. Michael Borg Costanzi

Statement of Directors' Responsibilities

The Maltese Companies Act, (Cap 386) requires the directors to prepare financial statements for each financial period which give a true and fair view of the state of affairs of the Company at the end of the financial period and of the profit or loss of the Company for that period.

In preparing the financial statements, the directors are required to: -

- ensure that the financial statements have been drawn up in accordance with International Financial Reporting Standards as adopted by the EU;
- select suitable accounting policies and apply them consistently;
- make judgements and estimates that are reasonable in the circumstances;
- adopt the going concern basis, unless it is inappropriate to presume that the company will continue in business as a going concern.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy, at any time, the financial position of the Company and to enable the directors to ensure that the financial statements have been properly prepared in accordance with the Maltese Companies Act, (Cap 386). The directors are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

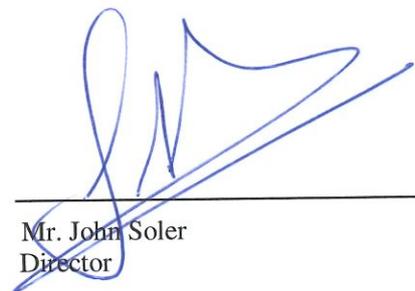
Auditors

The auditors, Horwath Malta, have expressed their willingness to remain in office and a resolution proposing their reappointment will be put before the members at the annual general meeting.

Approved by the Board of Directors and signed on its behalf by:



Mr. Anthony Camilleri
Director



Mr. John Soler
Director

Registered Address:

14,
Manuel Borg Gauci Street,
Qormi QRM4000

21 March 2019

INDEPENDENT AUDITOR'S REPORT

To the Shareholder of Orion Retail Investments Limited

Report on the Audit of the Financial Statements

We have audited the financial statements of Orion Retail Investments Limited (the Company), set out on pages 6 to 29, which comprise the statement of financial position as at 31 December 2018, and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

Opinion

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Company, as at 31 December 2018 and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the EU (EU IFRSs), as modified by Article 174 of the Maltese Companies Act (Cap 386), and have been properly prepared in accordance with the requirements of the said Act.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) together with the ethical requirements that are relevant to our audit of the financial statements in accordance with the Accountancy Profession (Code of Ethics for Warrant Holders) Directive issued in terms of the Accountancy Profession Act (Cap. 281) in Malta, 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 directors are responsible for the other information. The other information comprises the Directors' Report. Our opinion on the financial statements does not cover this 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.

With respect to the Directors' Report, we also considered whether the Directors' Report includes the disclosures required by Article 177 of the Maltese Companies Act (Cap. 386). Based on the work we have performed, in our opinion:

- the information given in the directors' report for the financial period for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with the Maltese Companies Act (Cap.386).

Other Information (continued)

In addition, in light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we are required to report if we have identified material misstatements in the directors' report. We have nothing to report in this regard.

Responsibilities of the Directors

The directors are responsible for the preparation of the financial statements that give a true and fair view in accordance with International Financial Reporting Standards as adopted by the EU, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

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 judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

Auditor's Responsibilities for the Audit of the Financial Statements (continued)

- Conclude on the appropriateness of the 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 fair presentation.

We communicate with the 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.

Report on Other Legal and Regulatory Requirements

Under Maltese Companies Act (Cap. 386) we are required to report to you if, in our opinion:

- We have not received all the information and explanations we require for our audit.
- Adequate accounting records have not been kept, or that returns adequate for our audit have not been received from branches not visited by us.
- The financial statements are not in agreement with the accounting records and returns.

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

John Abela (Partner) for and on behalf of

Horwath Malta
Member Crowe Global

La Provvida
Karm Zerafa Street
Birkirkara BKR1713
Malta

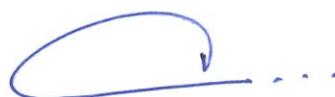
21 March 2019

	Notes	12 months to 31 Dec 2018 €	8 months to 31 Dec 2017 €
Revenue	6	1,195,375	626,956
Administrative expenses		(640,990)	(341,295)
Other income	7	254,000	125,000
Finance income	8	24,500	-
Finance costs	9	<u>(556,225)</u>	<u>(280,063)</u>
Profit before Income Tax	10	276,660	130,598
Income taxation	11	<u>(226,666)</u>	<u>(119,225)</u>
PROFIT FOR THE YEAR		<u>49,994</u>	<u>11,373</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		<u>49,994</u>	<u>11,373</u>

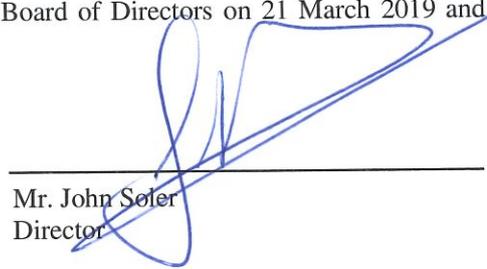
Statement of Financial Position
As at 31 December 2018

	Notes	2018 €	2017 €
ASSETS			
Non-Current Assets			
Intangible assets	12	14,241,000	14,847,000
Investment in subsidiary	13	50,000	50,000
		<u>14,291,000</u>	<u>14,897,000</u>
Current Assets			
Trade and other receivables	14	72,933	32,504
Cash and cash equivalents		526,241	260,512
		<u>599,174</u>	<u>293,016</u>
Total Assets		<u><u>14,890,174</u></u>	<u><u>15,190,016</u></u>
EQUITY AND LIABILITIES			
Capital and Reserves			
Called up issued share capital	15	6,029,528	6,029,528
Retained earnings	16	61,367	11,373
		<u>6,090,895</u>	<u>6,040,901</u>
Non-Current Liabilities			
Borrowings	17	4,800,000	4,900,000
Trade and other payables	18	3,094,875	3,579,846
		<u>7,894,875</u>	<u>8,479,846</u>
Current Liabilities			
Borrowings	17	100,000	-
Trade and other payables	18	577,738	597,129
Current tax liability		226,666	72,140
		<u>904,404</u>	<u>669,269</u>
Total Equity and Liabilities		<u><u>14,890,174</u></u>	<u><u>15,190,016</u></u>

The financial statements on pages 6 to 29 were approved by the Board of Directors on 21 March 2019 and were signed on its behalf by:



Mr. Anthony Camilleri
Director



Mr. John Sofer
Director

	Share Capital	Retained Earnings	Total
	€	€	€
Issue of share capital	<u>6,029,528</u>	<u>-</u>	<u>6,029,528</u>
Profit for the period	<u>-</u>	<u>11,373</u>	<u>11,373</u>
Total comprehensive income for the period	<u>-</u>	<u>11,373</u>	<u>11,373</u>
Balance at 31 December 2017	<u>6,029,528</u>	<u>11,373</u>	<u>6,040,901</u>
At 1 January 2018	<u>6,029,528</u>	<u>11,373</u>	<u>6,040,901</u>
Profit for the year	<u>-</u>	<u>49,994</u>	<u>49,994</u>
Total comprehensive income for the year	<u>-</u>	<u>49,994</u>	<u>49,994</u>
Balance at 31 December 2018	<u>6,029,528</u>	<u>61,367</u>	<u>6,090,895</u>

	Note	2018 €	2017 €
Operating Activities			
Profit for the year before taxation		276,660	130,598
<i>Adjustment for:</i>			
Interest payable		556,225	280,063
Interest receivable		(24,500)	-
Amortisation of intangible asset		606,000	303,000
		<u>1,414,385</u>	<u>713,661</u>
<i>Working capital changes:</i>			
Movement in trade and other payables		(3,845)	95,891
Cash generated from operations		<u>1,410,540</u>	<u>809,552</u>
Taxation paid		(72,139)	-
Interest paid		(556,225)	-
Interest received		24,500	(280,063)
Net Cash generated from Operating Activities		<u>806,676</u>	<u>529,489</u>
Investing Activities			
Issue of share capital		-	6,029,528
Acquisition of intangible asset		-	(15,150,000)
Acquisition of investment in subsidiary		-	(50,000)
Net Cash used in Investing Activities		<u>-</u>	<u>(9,170,472)</u>
Financing Activities			
Net advances by parent company		(34,634)	(351)
Net advances to subsidiary company		(40,780)	(32,153)
Net advances to fellow subsidiaries		(11,380)	-
Deferred consideration due to parent company		-	4,221,672
Advances from subsidiary company		-	4,900,000
Payments to parent company in relation to deferred consideration		(454,153)	(187,673)
Net Cash (used in)/generated from Financing Activities		<u>(540,947)</u>	<u>8,901,495</u>
Movement in Cash and Cash Equivalents		<u>265,729</u>	<u>260,512</u>
Cash and cash equivalents at beginning of year		<u>260,512</u>	<u>-</u>
Cash and Cash Equivalents at End of Year	19	<u><u>526,241</u></u>	<u><u>260,512</u></u>

1. General Information

Orion Retail Investments Limited (the “Company”) is a limited liability company domiciled and incorporated in Malta.

2. Basis of Preparation*Statement of compliance*

The financial statements have been prepared in accordance with the provisions of the Companies Act, (Cap 386) enacted in Malta, which require adherence to International Financial Reporting Standards (IFRSs) as adopted by the EU.

International Financial Reporting Standard 10, Consolidated Financial Statements, requires a parent company to prepare consolidated financial statements in which it consolidates its investment in subsidiary. However, the Company has availed itself of the exemptions set out in Section 174 of the Maltese Companies Act and accordingly consolidated financial statements covering the Company and its subsidiary have not been drawn up.

These financial statements therefore represent the separate financial statements of the Company, in accordance with International Accounting Standard 27, Separate Financial Statements, in which the investment is accounted for on the basis of the direct equity interest, rather than on the basis of the reported results and net assets of the investees.

Basis of measurement

The financial statements are prepared on the historical cost basis.

Functional and presentation currency

The financial statements are presented in Euro, which is the Company’s functional currency.

Use of estimates and judgements

The preparation of financial statements in conformity with IFRS, as adopted by the EU, requires the use of certain accounting estimates. It also requires management to exercise its judgement in the process of applying the Company’s accounting policies (refer to Note 5 – Critical accounting estimates and judgements).

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

3. Changes in Accounting Policies and Disclosures

New standards which have been newly adopted during the year:

IFRS 9: Financial Instruments

The Company has initially applied IFRS9 'Financial Instruments' as from 1 January 2018. The new requirement of IFRS 9 include the following:

- Financial assets are required to be classified into three measurement categories: those to be measured subsequently at amortised cost, those to be measured subsequently at fair value through other comprehensive income (FVOCI) and those to be measured subsequently at fair value through profit or loss (FVPL).
- Classification for debt instruments is driven by the entity's business model for managing the financial assets and whether the contractual cash flows represent solely payments of principal and interest (SPPI). If a debt instrument is held to collect, it may be carried at amortised cost if it also meets the SPPI requirement. Debt instruments that meet the SPPI requirement that are held in a portfolio where an entity both holds to collect assets' cash flows and sells assets may be classified as FVOCI. Financial assets that do not contain cash flows that are SPPI must be measured at FVPL (for example, derivatives). Embedded derivatives are no longer separated from financial assets but will be included in assessing the SPPI condition.
- Investments in equity instruments are always measured at fair value. However, management can make an irrevocable election to present changes in fair value in other comprehensive income, provided the instrument is not held for trading. If the equity instrument is held for trading, changes in fair value are presented in profit or loss.
- Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9. The key change is that an entity will be required to present the effects of changes in own credit risk of financial liabilities designated at fair value through profit or loss in other comprehensive income.
- IFRS 9 introduces a new model for the recognition of impairment losses – the expected credit losses (ECL) model. There is a 'three stage' approach which is based on the change in credit quality of financial assets since initial recognition. In practice, the new rules mean that entities will have to record an immediate loss equal to the 12-month ECL on initial recognition of financial assets that are not credit impaired (or lifetime ECL for trade receivables). Where there has been a significant increase in credit risk, impairment is measured using lifetime ECL rather than 12-month ECL. The model includes operational simplifications for lease and trade receivables.
- Hedge accounting requirements were amended to align accounting more closely with risk management. The standard provides entities with an accounting policy choice between applying the hedge accounting requirements of IFRS 9 and continuing to apply IAS 39 to all hedges because the standard currently does not address accounting for macro hedging.

The adoption of the IFRS 9 has not had a significant effect on the Group's accounting policies related to financial assets and financial liabilities.

Upon transition, the Company's opening retained earnings remained unchanged as there was no material impact relating to the implementation of the new standard.

3. Changes in Accounting Policies and Disclosures (continued)*i. Classification and measurement of financial assets and financial liabilities*

The following table sets out the original measurement categories under IAS39 and the new measurement categories under IFRS9 for each class of the Company's financial assets and financial liabilities as at 1 January 2018. Upon transition to IFRS9, there was no effect on the carrying amounts of financial assets at 1 January 2018:

	Original classification under IAS 39	New classificaiton under IFRS 9	Original carrying amount under IAS 39	New carrying amount under IFRS 9
Financial assets				
Trade and other receivables	Loans and receivables	Amortised cost	32,504	32,504
Cash and cash equivalents	Loans and receivables	Amortised cost	260,512	260,512
			<u>293,016</u>	<u>293,016</u>
Financial liabilities				
Trade and other payables	Other financial liabilities	Other financial liabilities	(4,176,975)	(4,176,975)
Borrowings	Other financial liabilities	Other financial liabilities	(4,900,000)	(4,900,000)
			<u>(9,076,975)</u>	<u>(9,076,975)</u>

ii. Impairment of financial assets

IFRS 9 replaces the 'incurred loss' model in IAS 39 with an 'expected credit loss' (ECL) model. The new impairment model applies to financial assets measured at amortised cost, contract assets and debt investments at FVOCI. Under IFRS 9 credit losses are recognised earlier than under IAS 39.

The Company has reviewed its financial assets and determined that these are mainly made up of cash balances and intercompany balances. The Company places its cash with high quality financial institutions. In addition, its intercompany loans are made up from loans due from subsidiary company and accordingly credit risk is limited. Following the assessment performed, the directors concluded that there is no significant increase in credit risk since initial recognition and as such, they do not consider there is the need for any material increase in provision for impairment on financial assets.

3. Changes in Accounting Policies and Disclosures (continued)

New standards, amendments to the standards and interpretations which have not been early adopted:

IFRS 16 “Leases” (issued in January 2017 and effective date is 1 January 2019). The new standard sets out the principles for the recognition, measurement, presentation and disclosure of leases. All leases result in the lessee obtaining the right to use an asset at the start of the lease and, if lease payments are made over time, also obtaining financing. Accordingly, IFRS 16 eliminates the classification of leases as either operating leases or finance leases as is required by IAS 17 and, instead, introduces a single lessee accounting model. Lessees will be required to recognise: (a) assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value; and (b) depreciation of lease assets separately from interest on lease liabilities in the income statement. IFRS 16 substantially carries forward the lessor accounting requirements in IAS 17. Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for those two types of leases differently.

The Company does not expect any change on its financial statements following the adoption of such IFRS.

4. Significant Accounting Policies

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

Revenue recognition

Revenue comprises the fair value of the consideration received or receivable in the ordinary course of the Company’s activities. Revenue is shown net of value-added tax or other sales taxes, returns, rebates and discounts.

Revenue is recognised as follows:

(i) Property related income

Rentals receivable charged to tenants of immovable property are recognised in the period when the property is occupied. The Company’s policy for recognition of revenue from operating leases is described in accounting policy on ‘Leases’ below.

Borrowing costs

Borrowing costs, are recognised as an expense in profit or loss in the period in which they are incurred.

Leases

Leases are classified as finance leases whenever the term of the lease transfers substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

4. Significant Accounting Policies (continued)

Leases (continued)

The Company as lessor

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

Income taxation

Income tax expense comprises current and deferred tax. Current tax and deferred tax are recognised in the statement of comprehensive income except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the period, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

A deferred tax asset is recognised for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Intangible assets

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a proportionate basis.

4. Significant Accounting Policies (continued)

Impairment of intangible assets

At the end of each reporting period, the Company reviews the carrying amounts of its intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flow have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, then the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

Investment in subsidiaries

Subsidiary undertakings are all entities over which the Company has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the company controls another entity.

In the Company's financial statements, investments in subsidiaries are accounted for by the cost method of accounting. The dividend income from such investments is included in the statement of comprehensive income in the accounting year in which the company's rights to receive payment of any dividend is established. If the company gathers objective evidence that an investment is impaired using the same process disclosed in accounting policy – *impairment of financial assets*, the impairment loss is recognised in the statement of comprehensive income. On disposal of an investment, the difference between the net disposal proceeds and the carrying amount is charged or credited to the statement of comprehensive income.

4. Significant Accounting Policies (continued)

Financial instruments

Recognition and measurement

Financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provision of the instrument.

A financial asset (unless it is a trade receivable without a significant component) or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant component is measured at transaction price.

Classification and subsequent measurement

i. Financial assets

On initial recognition, a financial asset is classified as measured at: amortised cost, fair value through other comprehensive income (FVOCI) (debt investment), FVOCI (equity instrument) or FVTPL.

Financial assets are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

A financial asset is measured at amortised cost if it meets both the following conditions and is not designated as FVTPL:

- it is held within a business model whose objective is achieved both by collecting contractual cash flows and;
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

A financial asset is measured at FVOCI if it meets both the following conditions and is not designated at FVTPL:

- it is held within a business model whose objective is achieved by collecting contractual cash flows and selling financial assets and;
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI. This election is made on an investment by investment basis.

All financial assets not classified as measured at amortised cost or FVOCI are measured at FVTPL. On initial recognition the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL, if doing so eliminates or significantly reduce an accounting mismatch that would otherwise arise.

4. Significant Accounting Policies (continued)

Financial instruments (continued)

Classification and subsequent measurement (continued)

i. Financial assets (continued)

Business model assessment

The Company makes an assessment of the objective of the business model in which a financial asset is held because this best reflects the way the business is managed, and information is provided to management. The information considered included;

- history of the Company's bad debts
- liquidity position of inter-companies

Assessment whether contractual cashflows are SPPI

For the purpose of this assessment, 'principal' is defined as the fair value of the financial assets on initial recognition. 'Interest' is defined as consideration for the time value of money and for credit risk associated with the principal amount outstanding during a particular period of time.

In assessing whether the contractual cash flows are SPPI, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition.

Subsequent measurement and gains and losses

Financial assets at amortised cost are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised through profit and loss. Any gain or loss on derecognition is recognised in profit or loss.

ii. Financial liabilities

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expenses, are recognised in profit or loss.

Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

4. Significant Accounting Policies (continued)

Financial instruments (continued)

Derecognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfer the right to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company currently has legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

Impairment

i. Non-derivative financial assets

The Company recognises loss allowances for ECLs on financial assets measured at amortised cost. The Company measures loss allowances at an amount equal to 12-month ECLs.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLS, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment including forward looking information.

12-month ECLS are the portion of ECLs that result from default events that are possible within 12 months after the reporting date (or shorter period if the expected life of the instrument is less than 12 months).

4. Significant Accounting Policies (continued)

Impairment (continued)

i. Non-derivative financial assets (continued)

Credit impaired financial assets

At each reporting date, the Company assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Write off

The gross carrying amount of a financial asset is written off when the Company has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof.

Non-derivative financial assets

Financial assets not classified as at FVTPL are assessed at each reporting date to determine whether there is objective evidence of impairment.

Cash and cash equivalents

Cash comprises demand deposits. Cash equivalents are short-term investments that are held to meet short-term cash commitments rather than for investment or other purposes.

Share capital

Ordinary shares

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares and share options are recognised as a deduction from equity, net of any tax effects.

Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Company's financial statements in the period in which the dividends are approved by the Company's shareholders.

5. Critical Accounting Estimates and Judgements

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

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

6. Revenue

	12 months to 31 Dec 2018 €	8 months to 31 Dec 2017 €
Rental income	<u>1,195,375</u>	<u>626,956</u>

7. Other Income

	12 months to 31 Dec 2018 €	8 months to 31 Dec 2017 €
Management fee	<u>254,000</u>	<u>125,000</u>

8. Finance Income

	12 months to 31 Dec 2018 €	8 months to 31 Dec 2017 €
Interest on loans to fellow subsidiaries	<u>24,500</u>	<u>-</u>

9. Finance Costs

	12 months to 31 Dec 2018 €	8 months to 31 Dec 2017 €
Interest on deferred consideration	178,678	96,313
Interest on loan from parent company	10,047	-
Interest on loan from subsidiary	<u>367,500</u>	<u>183,750</u>
	<u>556,225</u>	<u>280,063</u>

10. Profit before Income Tax

This is stated after charging the following:

	12 months to 31 Dec 2018 €	8 months to 31 Dec 2017 €
Amortisation of intangible asset	<u>606,000</u>	<u>303,000</u>
<i>Directors' emoluments</i>		
Salaries	<u>-</u>	<u>33,750</u>

The remuneration paid to the Company's auditors during the year amounts:

	12 months to 31 Dec 2018 €	8 months to 31 Dec 2017 €
Annual statutory audit fee	1,500	1,500
Other non-audit services	<u>258</u>	<u>258</u>

11. Income Taxation

	12 months to 31 Dec 2018 €	8 months to 31 Dec 2017 €
Current tax expense	226,666	72,140
Tax charge on group losses surrendered from group companies	<u>-</u>	<u>47,085</u>
	<u>226,666</u>	<u>119,225</u>

11. Income Taxation (continued)

The tax charge and the result of accounting profit multiplied by the statutory income tax rate are reconciled as follows:

	12 months to 31 Dec 2018 €	8 months to 31 Dec 2017 €
Profit before taxation	<u>276,660</u>	<u>130,598</u>
Tax at the applicable statutory rate of 35%	96,831	45,709
<i>Tax effect of:</i>		
Maintenance allowance	(83,676)	(43,887)
Disallowable expenses	<u>213,511</u>	<u>117,403</u>
Tax charge	<u>226,666</u>	<u>119,225</u>

12. Intangible Assets

	Property Management Rights
At 1 January 2018	
Cost	15,150,000
Accumulated amortisation	<u>(303,000)</u>
Net book amount	<u>14,847,000</u>
Year ended 31 December 2017	
Additions	14,847,000
Amortisation charge	<u>(606,000)</u>
Closing net book amount	<u>14,241,000</u>
At 31 December 2017	
Cost	15,150,000
Accumulated amortisation	<u>(909,000)</u>
Net book amount	<u>14,241,000</u>

The Company holds property management rights.

The carrying amount of the property management rights of €14,241,000 will be fully amortised in 24 years.

13. Investment in Subsidiary

The carrying amount of the investment in subsidiary at reporting date was as follows:

	2018 €	2017 €
At 1 January		
Cost and carrying net book amount	<u>50,000</u>	<u>50,000</u>
At 31 December		
Cost and carrying net book amount	<u>50,000</u>	<u>50,000</u>

The subsidiary as at 31 December 2018 is shown below:

	Registered Office	Percentage of shares held	2018 €
Orion Finance plc	14, Manuel Borg Gauci Street Qormi, QRM 4000 Malta	100	<u>50,000</u>
			<u>50,000</u>

The share capital and reserves of the subsidiary at reporting date stood as follows:

	2018 €	2017 €
Ordinary shares	50,000	50,000
Retained earnings	<u>54,611</u>	<u>21,882</u>
	<u>104,611</u>	<u>71,882</u>

14. Trade and Other Receivables

	2018 €	2017 €
Amounts due from parent	-	351
Amounts due from subsidiary	<u>72,933</u>	<u>32,153</u>
	<u><u>72,933</u></u>	<u><u>32,504</u></u>

Amounts due from subsidiary are unsecured, interest free and have no fixed date for repayment but are expected to be repaid within the next twelve months.

15. Share Capital

	2018 €	2017 €
Authorised		
4,500,000 ordinary shares of €2 each	<u>9,000,000</u>	<u>9,000,000</u>
Issued and Fully Paid Up		
3,014,764 ordinary shares of €2 each	<u>6,029,528</u>	<u>6,029,528</u>

16. Retained Earnings

This represents accumulated profits. During the period under review, no dividends were paid out of retained earnings.

17. Borrowings

	2018 €	2017 €
Non-current		
Loan due to subsidiary	<u>4,800,000</u>	<u>4,900,000</u>
Current		
Loan due to subsidiary	<u>100,000</u>	<u>-</u>
Total	<u><u>4,900,000</u></u>	<u><u>4,900,000</u></u>

17. Borrowings (continued)

Non-current portion of loan due to subsidiary is unsecured, carries interest at 7.5% per annum and is repayable in full by not later than 18 June 2027.

Current portion of loan due to subsidiary is unsecured, carries interest at 7.5% per annum and is repayable in full by not later than 19 December 2019.

18. Trade and Other Payables

	2018	2017
	€	€
Non-current		
Deferred consideration due to parent company	<u>3,094,875</u>	<u>3,579,846</u>
Current		
Deferred consideration due to parent company	484,971	454,153
Amounts due to parent company	-	34,985
Amounts due to fellow subsidiaries	696	12,100
Trade payables	283	-
Indirect taxation payable	90,017	84,267
Accrued expenses	<u>1,771</u>	<u>11,624</u>
	<u>577,738</u>	<u>597,129</u>
Total	<u><u>3,672,613</u></u>	<u><u>4,176,975</u></u>

Non-current portion of deferred consideration due to parent company is unsecured, carries interest at 4.58% per annum and is repayable in full by not later than May 2024.

Current portion of deferred consideration due to parent company is unsecured, carries interest at 4.58% per annum and is repayable in full by not later than 31 December 2019.

19. Cash and Cash Equivalents

Cash and cash equivalents included in the cash flow statement comprise the following balance sheet amounts:

	2018	2017
	€	€
Cash at bank and in hand	<u><u>526,241</u></u>	<u><u>260,512</u></u>

20. Related Party Transactions

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial or operational decisions.

The Company forms part of the Camilleri Group of Companies. All companies forming part of the Camilleri Group are related parties since these companies are ultimately owned by Camilleri Holdings Limited which is considered by the directors to be the ultimate controlling party.

Trading transactions between these companies include items which are normally encountered in a group context. The Group is ultimately owned by members of the Camilleri family.

Camilleri Holdings Limited is the immediate and ultimate parent of the Company.

Camilleri Holdings Limited produces consolidated financial statements that are available for public use, and which incorporate the individual financial statements of the Company. The registered address of Camilleri Holdings Limited is 63, St. Dominic Street, Valletta, VLT 1602, Malta.

Orion Retail Investments Limited is the parent company of the entity listed in Note 13.

Transactions with related parties

	2018	2017
	€	€
Revenue		
Rental income	1,195,375	626,956
Management fee charged to parent	254,000	125,000
Interest receivable on loans due from fellow subsidiaries	<u>24,500</u>	<u>-</u>
Expenditure		
Management fee charged by parent	(30,959)	-
Interest payable on loan due to subsidiary	(367,500)	(183,750)
Interest payable on deferred consideration due to parent	(178,678)	(96,313)
Interest payable on loans due to parent	(10,047)	-
Recharges to subsidiary	-	43,028
Recharges by parent	<u>-</u>	<u>(54,337)</u>
Loans and Advances		
Repayments to /(advances from) parent company	34,634	(34,634)
Advances to fellow subsidiaries	11,380	-
Advances to subsidiary	(40,780)	(32,153)
Movement in loan due to subsidiary	-	(4,900,000)
Movement in deferred consideration due to parent	<u>454,153</u>	<u>(4,221,672)</u>

20. Related Party Transactions (continued)**Transactions with related parties (continued)**

Loan due to subsidiary is unsecured, carries interest at 7.5% per annum and is repayable in full by not later than 18 June 2027.

Deferred consideration due to parent company is unsecured, carries interest at 4.58% per annum and is repayable in full by not later than May 2024.

Year end balances arising from related party transactions are disclosed in Notes 14, 17 and 18 to the financial statements.

Key management personnel compensation consisting of directors' remuneration has been disclosed in Note 10.

21. Prior Year Adjustment

During the year ended 31 December 2017, the Company has received group tax losses surrendered from its fellow subsidiaries. This has resulted in a lower corporate tax due as at 31 December 2017 to Inland Revenue Department. Consequently, a prior year adjustment is being affected in this respect as noted below.

a) The carrying amounts of trade and other payables as at 31 December 2017 were restated as follows:

	2017
	€
Carrying amount of trade and other payables as at 31 December 2017 as previously reported	4,129,891
<i>Prior year adjustment:</i>	
Surrender of group tax losses by fellow subsidiaries	47,085
Carrying amount of trade and other payables as at 31 December 2017 as restated	<u><u>4,176,976</u></u>

21. Prior Year Adjustment (continued)

b) The carrying amount of current tax liability as at 31 December 2017 was restated as follows:

	2017 €
Carrying amount of current tax payables as at 31 December 2017 as previously reported	119,225
<i>Prior year adjustment:</i>	
Surrender of group tax losses by fellow subsidiaries	(47,085)
Carrying amount of current tax liability as at 31 December 2017 as restated	<u>72,140</u>

The adjustment had no effect on the statement of comprehensive income for the year ending 31 December 2017.

22. Contingent Liabilities

As 31 December 2018, the Company held the following guarantees in favour of related companies:

- Guarantee amounting to €4,200,000 to secure all liabilities of Camilleri Holdings Limited;
- Guarantee in favour of Orion Finance plc in relation to issue of €5,000,000 4.75% Unsecured Bonds 2027.

23. Financial Risk Management

At the period end, the Company's main financial assets comprised amounts receivable from group companies and cash held at bank. At the period end the Company's main financial liabilities consisted of borrowings from group companies and trade and other payables.

The Company's principal risk exposures related to credit risk and liquidity risk. The Company is not exposed to currency risk and the directors consider interest rate risk exposure to be minimal due to fixed interest rates stipulated on interest bearing liabilities. Notes 17 and 18 incorporate interest rates and maturity information with respect to the Company's main interest-bearing liabilities.

Timing of Cash Flows

The presentation of the above mentioned financial assets and liabilities listed above under the current and non-current headings within the statement of financial position is intended to indicate the timing in which cash flows will arise.

23. Financial Risk Management (continued)

Credit Risk

Financial assets which potentially subject the Company to concentrations of credit risk consist principally of amounts due from group companies and cash at bank (Notes 14 and 19).

The Company's cash at bank is placed with high quality financial institutions.

The Company's receivables consist mainly of loans and receivables from subsidiary and accordingly credit risk in this respect is limited.

Liquidity Risk

The Company is exposed to liquidity risk in relation to meeting future obligations associated with its financial liabilities, which comprise principally trade and other payables and borrowings (refer to Notes 17 and 18). Prudent liquidity risk management includes maintaining sufficient cash and committed credit lines to ensure the availability of an adequate amount of funding to meet the Company's obligations.

Management monitors liquidity risk by means of cash flows forecasts on the basis of expected cash flows over a twelve-month period to ensure that no additional financing facilities are expected to be required over the coming year.

Capital Management

The primary objective of the Company's capital management is to ensure that it maintains a healthy capital ratio to support its business and maximise shareholder value.

The Company manages its capital structure and makes adjustments to it, in light of economic conditions. To maintain or adjust the capital structure, the Company may adjust the dividend payments to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the period ended 31 December 2018.

Fair Value of Financial Instruments

At 31 December 2018 and 31 December 2017, the carrying amounts of receivables and payables are assumed to approximate their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Company for similar financial instruments. As at end of the reporting period, the fair values of financial assets and liabilities, approximate the carrying amounts shown in the statement of financial position.

ORION RETAIL INVESTMENTS LIMITED
Schedule to the Financial Statements
For the year ended 31 December 2018

SCHEDULE

1. Administrative Expenses

ORION RETAIL INVESTMENTS LIMITED
Administration Expenses
For the year ended 31 December 2018

Schedule 1

	12 months to 31 Dec 2018 €	8 months to 31 Dec 2017 €
Audit fee	1,500	1,500
Directors' remuneration	-	33,750
Amortisation of intangible asset	606,000	303,000
Management fee charged by parent company	30,959	-
Registration fee	1,400	-
Professional fees	891	-
Stationery	240	-
Incorporation fees	-	3,045
	<u>640,990</u>	<u>341,295</u>