

METTMANN PUBLIC COMPANY LIMITED
UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
Period from 1 January 2024 to 30 June 2024

METTMANN PUBLIC COMPANY LIMITED

CONTENTS	PAGE
Board of Directors and other officers	3
Consolidated Statement of profit or loss and other comprehensive income	4
Consolidated Statement of Financial Position	5
Consolidated Statement of Changes in equity	6
Consolidated Statement of Cash Flows	7
Notes to the Unaudited Consolidated Financial statements	8

METTMANN PUBLIC COMPANY LIMITED

BOARD OF DIRECTORS AND OTHER OFFICERS

Board of Directors:

Aleksandr Mizgunov
Oxana Hadjipavlou

Company Secretary:

Fidusol Ltd

Registered office:

67, Spyrou Araouzou,
Ulysses House
Floor 2, office 202
3036, Limassol, Cyprus

METTMANN PUBLIC COMPANY LIMITED

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

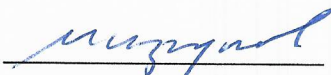
Period from 1 January 2024 to 30 June 2024

		The period ended 30/06/2024	The period ended 30/06/2023
	Note	€	€
Loan interest income	13	1,469,624	798,288
Loan interest expense	17	(1,090,063)	(553,572)
Net interest income		379,561	244,716
Other operating income	1	-	17,954
Impairment gains on financial assets	2	83,963	-
Administration expenses	3	(440,769)	(318,019)
Other expenses	5	(26,508)	(192,161)
Share of post-tax profits/(losses) of associates accounted for using the equity method	12	496,770	(111,163)
Operating profit/(loss)		493,017	(358,673)
Finance costs - net	6	(10,708)	(7,168)
Profit/(loss) before income tax		482,309	(365,841)
Income tax expense – current period	7	(22,675)	-
Income tax credit – prior year	7	2,749	-
Net profit/(loss) for the period		462,383	(365,841)
Other comprehensive income/(loss)		-	-
Total comprehensive income/(loss) for the period		462,383	(365,841)
Basic and diluted earnings per share attributable to equity holders of the parent company	8	4.62	(3.66)

METTMANN PUBLIC COMPANY LIMITED

CONSOLIDATED STATEMENT OF FINANCIAL POSITION as at 30 June 2024

	Note	30/06/2024 €	31/12/2023 €
Non-current assets			
Property, plant and equipment	9	350,400	351,462
Right-of-use assets	10	52,600	81,291
Investment property	11	2,366,147	2,366,147
Investments in associates	12	3,477,059	2,727,789
Loans receivable	13	50,721,822	23,687,478
		56,968,028	29,214,167
Current assets			
Other receivables	14	542,552	726,641
Loans receivable	13	11,772,228	1,914,296
Refundable taxes	7(a)	42,887	37,697
Cash and cash equivalents	15	8,793,474	25,617,465
		21,151,141	28,296,099
Total assets		78,119,169	57,510,266
EQUITY AND LIABILITIES			
Equity			
Share capital	16	100,000	100,000
Retained earnings		5,348,839	4,886,456
Total equity		5,448,839	4,986,456
Non-current liabilities			
Borrowings	17	69,413,189	50,919,797
Lease liabilities	18	-	14,703
		69,413,189	50,934,500
Current liabilities			
Other payables	19	2,605,501	692,617
Borrowings	17	544,931	798,739
Corporate tax liability	7(b)	54,258	31,583
Lease liabilities	18	52,451	66,371
		3,257,141	1,589,310
Total liabilities		72,670,330	52,523,810
Total equity and liabilities		78,119,169	57,510,266



Aleksandr Mizgunov, FCCA

Director

Limassol, 20 September 2024



Oxana Hadjipavlou, FCCA

Director

Limassol, 20 September 2024

METTMANN PUBLIC COMPANY LIMITED

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

The Period ended 30 June 2024

	Note	Share capital €	(Accumulated losses)/Retained earnings €	Total €
Balance at 1 January 2023		100,000	1,942,850	2,042,850
Total comprehensive loss for the period		-	(365,841)	(365,841)
Balance at 30 June 2023		100,000	1,577,009	1,677,009
Balance at 31 December 2023/1 January 2024		100,000	4,886,456	4,986,456
Total comprehensive income for the period		-	462,383	462,383
Balance at 30 June 2024		100,000	5,348,839	5,448,839

METTMANN PUBLIC COMPANY LIMITED

CONSOLIDATED STATEMENT OF CASH FLOWS

The Period ended 30 June 2024

	Note	The period ended 30/06/2024	The period ended 30/06/2023
		€	€
CASH FLOW FROM OPERATING ACTIVITIES			
Profit/(loss) before tax		482,309	(365,841)
Adjustments for:			
Unrealised foreign exchange loss - net	6	-	928
Depreciation of right-of-use assets	10	28,691	31,089
Depreciation of property, plant and equipment	9	2,132	-
Share of (profits)/losses of associates after tax	12	(496,770)	111,163
Loan interest income	13	(1,469,624)	(798,288)
Loan interest expense	17	1,090,063	553,572
Impairment gains on financial assets	2	(83,963)	-
Lease interest expense	6	1,077	433
		(446,085)	(466,944)
Changes in working capital:			
Increase in other receivables		(18,351)	(107,302)
Decrease in other payables		(26,229)	(859,195)
Cash used in operations		(490,665)	(1,433,441)
CASH FLOWS FROM INVESTING ACTIVITIES			
Payment for purchase of investments in associates	12	(253,550)	-
Proceeds from disposal of investment in associate	12	1,050	-
Payments for purchase of property, plant and equipment	9	(1,070)	(309,596)
Loans granted	13	(36,585,000)	(11,380,000)
Loans repayments received	13	3,195,512	1,194,252
Interest received	13	111,983	285,038
Dividend received from associates		77,916	346,615
Net cash used in investing activities		(33,435,160)	(9,863,691)
CASH FLOWS FROM FINANCING ACTIVITIES			
Payment of lease liability	18	(29,700)	(28,350)
Proceeds from borrowings	17	18,150,000	5,500,000
Coupon on bonds paid	17	(1,000,466)	-
Net cash generated from financing activities		17,119,834	5,471,650
Net decrease in cash and cash equivalents		(16,823,991)	(5,825,482)
Cash and cash equivalents at beginning of the period		25,617,465	6,496,547
Cash and cash equivalents at end of the period	15	8,793,474	671,065

METTMANN PUBLIC COMPANY LIMITED

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

The Period ended 30 June 2024

Incorporation and principal activities

Country of incorporation

The parent company Mettmann Public Company Limited (the "Company") was incorporated in Cyprus on 20 December 2019 as a private limited liability company under the provisions of the Cyprus Companies Law, Cap. 113.

Its registered office is at 67, Spyrou Araouzou, Ulysses House, Floor 2, Office 202, 3036 Limassol, Cyprus.

The Company was converted from a Private Limited Company to a Public Limited Company and was admitted to the Emerging Companies Market of the Cyprus Stock Exchange on 30 December 2022.

Principal activities

The principal activities of the Company, its subsidiaries and associates (the "Group"), which are unchanged from last year, are that of interest earning activities, holding of land, equity investments, purchase, sale, lease, development and construction of real estates.

Composition of the Group

The details of the Company's subsidiaries, all of which are unlisted and fully consolidated in these unaudited consolidated financial statements, are listed below. All of them have share capital consisting of ordinary shares that are held directly by the Group and the proportion of ownership interests held equals the voting rights held by the Group. The country of incorporation is also their principal place of business.

<u>Name</u>	<u>Country of incorporation</u>	<u>Principal activities</u>	<u>Holding 2024 %</u>	<u>Holding 2023 %</u>
Ortiga, D.O.O.	Montenegro	Holding of land	100	100
Sword Dragon, S.L.	Spain	Holding of investments	100	100

The details of the Group's associates, which are accounted for in these unaudited consolidated financial statements using the equity method of accounting, are disclosed in Note 12 of the unaudited consolidated financial statements.

Basis of preparation

The Company has prepared these Group's unaudited consolidated financial statements for compliance with the requirements of the Cyprus Income Tax Law and the Cyprus Stock Exchange.

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

Basis of preparation (continued)

These Group's unaudited consolidated financial statements have been prepared by the management on a going concern basis taking into account the current net assets position of the Group as at 30 June 2024 where the Group's current assets have exceeded the current liabilities by €17,894,000 (31 December 2023: €26,706,789). Therefore, the Group has the sufficient liquidity to continue to meet its current obligations in the foreseeable future if they fall due.

Significant accounting policies

The principal accounting policies adopted in the preparation of these unaudited consolidated financial statements have been consistently applied to all years presented in these unaudited consolidated financial statements.

1. Other operating income

	30/06/2024	30/06/2023
	€	€
Other income	-	17,954
	<u>-</u>	<u>17,954</u>

The Other income for the period ended 30 June 2023 related to other extraordinary income.

2. Impairment gains on financial assets

	30/06/2024	30/06/2023
	€	€
Impairment gains on loans receivable from related parties (Note 20.4)	83,963	-
	<u>83,963</u>	<u>-</u>

Upon repayment of the credit-impaired loans at initial recognition, the difference between discounted value of the loans (principal plus interest), and repaid amount is recognised as gain on assignment of loans receivable.

3. Administration expenses

	30/06/2024	30/06/2023
	€	€
Staff costs (Note 4)	261,174	223,235
Common expenses	431	416
Annual levy	-	350
Electricity	1,825	2,866
Water supply and cleaning	4,358	162
Insurance	369	317
Repairs and maintenance	499	1,417
Sundry expenses	17,831	9,912
Courier expenses	981	1,264
Stationery and printing	441	295
Staff training	1,036	3,751
Computer supplies and maintenance	6,568	2,616
Computer software	3,086	4,408
Independent auditors' remuneration - prior year	11,319	2,105
Legal and professional	18,974	3,701
Other professional fees	2,247	2,612
Translation fees	1,608	937
Travelling	10,615	6,661
Entertaining	473	992
Certification expenses	3,755	631
Consulting expenses	56,356	18,282
Charity donation	6,000	-
Depreciation of property, plant and equipment (Note 9)	2,132	-
Depreciation of right-of-use assets (Note 10)	28,691	31,089
	440,769	318,019

4. Staff costs

	30/06/2024	30/06/2023
	€	€
Salaries	202,705	174,667
Social security costs	46,051	37,945
GHS contribution	12,418	10,623
	261,174	223,235
Average number of employees (including Directors in their executive capacity)	10	11

5. Other expenses

	30/06/2024	30/06/2023
	€	€
Expenses under profit-sharing agreement (Note 20.6)	2,847	156,453
Other operating expenses	23,661	35,708
	26,508	192,161

6. Finance costs – net

	30/06/2024	30/06/2023
	€	€
Bank charges	9,631	5,807
Interest expense on lease liability	1,077	433
Unrealised foreign exchange loss - net	-	928
	10,508	7,168

7. Tax

The Cyprus corporation tax rate for Parent company is 12.5%. The Spain corporation tax rate for Spanish subsidiary and associates is 25% (other tax rates may apply, subject to conditions). The Montenegro corporation tax rate for Montenegro subsidiary is progressive and is calculated as follows:

- up to €100,000 - 9%
- €100,000.01 to €1,500,000 - 12%
- €1,500,000.01 and over - 15%

	30/06/2024	31/12/2023
	€	€
a) Refundable taxes (Spain)	42,887	37,697
b) Corporate tax liability (Cyprus)	(54,258)	(31,583)

In Cyprus, under certain conditions interest income may be subject to defence contribution at the rate of 30%. 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%.

Gains on disposal of qualifying titles (including shares, bonds, debentures, rights thereon, etc) are exempt from Cyprus income tax.

Deferred tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the unaudited consolidated financial statements.

No deferred tax has been recognised in these unaudited consolidated financial statements since no temporary differences between the tax bases of assets and liabilities and their carrying amounts have given rise to deferred tax for the period ended 30 June 2024 and the year ended 31 December 2023.

Cyprus tax legislation is subject to varying interpretations. Management's interpretation of such legislation as applied to the transactions and activity of the Company may be challenged by the income tax authorities and it is possible that transactions and activities that have not been challenged in the past may be challenged. As a result, significant additional taxes, penalties and interest may be assessed. 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.

The final tax for the year 2023 of €31,583 and Provisional tax for 6 months 2024 of €22,675 were paid in July 2024. As of the sign-off date of these unaudited consolidated financial statements, the Company settled all its taxes due.

8. Basic and diluted earnings per share attributable to equity holders of the parent company

Basic and diluted earnings per share are calculated by dividing the profit attributable to equity holders of the Company with the weighted average number of ordinary shares in issue during the period.

	30/06/2024	30/06/2023
Profit/(loss) attributable to equity shareholders of the parent company (€)	462,383	(365,841)
Weighted average number of ordinary shares in issue during the period	100 000	100 000
Basic and diluted earnings per share attributable to equity holders of the parent company (€)	4.62	(3.66)

9. Property, plant and equipment

	Furniture and fixtures	Office equipment	Motor vehicles	Total
Cost	€	€	€	€
Balance at 1 January 2023	-	-	31,207	31,207
Additions	6,932	4,764	309,596	321,292
Balance at 31 December 2023	6,932	4,764	340,803	352,499
Additions	-	1,070	-	1,070
Balance at 30 June 2024	6,932	5,834	340,803	353,569
Depreciation				
Balance at 1 January 2023	-	-	-	-
Charge for the year	(861)	(176)	-	(1,037)
Balance at 31 December 2023	(861)	(176)	-	(1,037)
Charge for the period (Note 3)	(1,518)	(614)	-	(2,132)
Balance at 30 June 2024	(2,379)	(790)	-	(3,169)
Net book amount at 30 June 2024	4,553	5,044	340,803	350,400

10. Right-of-use assets

	Land and buildings
Cost	€
Balance at 1 January 2023	105,228
End of lease	(105,228)
Present value of future lease payments	114,764
Balance at 31 December 2023/30 June 2024	114,764
Depreciation	€
Balance at 1 January 2023	78,921
Charge for the year	59,780
End of lease	(105,228)
Balance at 31 December 2023/1 January 2024	33,473
Charge for the period (Note 3)	28,691
Balance at 30 June 2024	62,164
Net book amount at 30 June 2024	52,600

11. Investment property

	30/06/2024	31/12/2023
	€	€
Balance at 1 January 2023/31 December 2023/30 June 2024	2,366,147	2,366,147
	2,366,147	2,366,147

At 30 June 2024 and 31 December 2023, there was no indication for impairment of the investment property.

The carrying amount of the investment property as at 30 June 2024 and 31 December 2023 was assessed as a reasonable approximation of its fair value.

12. Investments in associates

	30/06/2024	31/12/2023
	€	€
Balance at 1 January 2023/31 December 2023	2,727,789	124,436
Acquisitions	1,253,550	-
Disposal	(1,050)	-
Share of profits/(losses) of associates after tax	496,770	2,812,836
Dividends declared (Note 20.2)	(1,000,000)	(209,483)
Balance at 30 June 2024/31 December 2023	3,477,059	2,727,789

The details of the investments are as follows:

<u>Name:</u>	<u>Country of incorporation:</u>	<u>Principal activities:</u>	<u>Holding 2024 %</u>	<u>Holding 2023 %</u>
Nash Beach Club, S.L. (direct)	Spain	Purchase, sale, lease and construction of real estate	50	50
Start Hub Beach, S.L. (direct)	Spain	Purchase, sale, lease and construction of real estate	50	50
4D Properties, S.L. (direct)	Spain	Holding of investments	41.67	41.67
Alsan Homes, S.L. (indirect)	Spain	Purchase, sale, lease and construction of real estate	29.17	29.18
Alysan Homes, S.L. (indirect)	Spain	Purchase, sale, lease and construction of real estate	29.17	29.18
Corvipon, S.L. (indirect)	Spain	Purchase, sale, lease and construction of real estate	29.17	29.18
Gran Parcela, S.L. (indirect)	Spain	Purchase, sale, lease and construction of real estate	29.17	29.17
Promotora Inmobiliaria Donana, S.A. (indirect)	Spain	Purchase, sale, lease and construction of real estate	29.17	27.48
Prestige Expo, S.L. (direct)	Spain	Construction, installations and maintenance. Management and administration of real estates	50	50

12. Investments in associates (continued)

La Meridiana de Rio Verde, S.L. (indirect)	Spain	Purchase, sale, lease and construction of real estate	50	50
Dei Homes, S.L. (indirect)	Spain	Purchase, sale, lease and construction of real estate	35	35
Promociones Siat Sur, S.L. (direct)	Spain	Dormant	25	25
Joya Verde, S.L. (direct)	Spain	Purchase, sale, lease and construction of real estate	33.33	33.33
Joya Costa del Sol, S.L. (indirect)	Spain	Purchase, sale, lease and construction of real estate	33.33	33.33
Inversion Correcta, S.L. (direct)	Spain	Purchase, sale, lease and construction of real estate	50	-
Muscle Beach, S.L. (direct)	Spain	Operation of a restaurant	50	-
Concesiones Bellamar, S.L. (direct)	Spain	Operation of a restaurant	50	-

On 23 February 2024, the Group acquired the 50% of the share capital of Inversion Correcta, S.L. from a third party for the consideration of €1,500.

On 29 February 2024, the Group acquired the 50% of the share capital of Muscle Beach, S.L. from third parties for the consideration of €1,000,000 which was non-cash settled against dividend income from the Group's associate Prestige Expo, S.L. (Note 20.2).

On 19 April 2024, the Group acquired the 35% of the share capital of Costa Natura UEN 05, S.L. from a third party for the consideration of €1,050. On 28 June 2024, the Company fully disposed of its shareholding in the associate to a third party for the consideration of €1,050.

On 9 May 2024, the Group acquired the 50% of the share capital of Concesiones Bellamar, S.L. from a third party for the consideration of €251,000.

There are no contingent liabilities relating to the Group's interest in the associates.

13. Loans receivable

	30/06/2024	31/12/2023
	€	€
Loans to associates (Note 20.7)	62,494,050	25,601,774
	62,494,050	25,601,774
Less current portion	(11,772,228)	(1,914,296)
Non-current portion	50,721,822	23,687,478

13. Loans receivable (continued)

The loans are repayable as follows:

	30/06/2024	31/12/2023
	€	€
Within one year	11,772,228	1,914,296
Between one and five years	40,055,277	23,687,478
After five years	10,666,545	-
	<u>62,494,050</u>	<u>25,601,774</u>

The movement of loans during the period ended 30 June 2024 was as follows:

	€
At beginning of period	25,601,774
Loans granted	36,585,000
Loans assigned (Note 19)	2,061,184
Loan interest income	1,469,624
Loans repaid	(3,195,512)
Interest repaid	(111,983)
Impairment gains on repayment of loans (Note 2)	83,963
	<u>62,494,050</u>

The effective interest rate on loans receivable (current and non-current) is as follows:

	30/06/2024	31/12/2023
	%	%
Loans to associates	6.00	5.95
Loans receivable from third parties	-	6.00

The fair values of non-current receivables approximate to their carrying amounts as presented above.

14. Other receivables

	30/06/2024	31/12/2023
	€	€
Deposits and prepayments	24,439	13,818
VAT receivable	43,109	43,109
Receivables from related parties (Note 20.8)	4,792	200,000
Receivable from a third party (1)	400,000	400,000
Other receivables	70,212	69,714
	<u>542,552</u>	<u>726,641</u>

(1) The amount comprises of the unpaid part of consideration for assignment of a loan receivable of €553,949 to a third party.

The fair values of other receivables due within one year approximate to their carrying amounts as presented above.

15. Cash and cash equivalents

Cash balances are analysed as follows:	30/06/2024	31/12/2023
	€	€
Cash in hand	1,049	1,934
Cash in bank	8,792,425	25,615,531
	8,793,474	25,617,465

16. Share capital

	30/06/2024 Number of shares	30/06/2024 €	31/12/2023 Number of shares	31/12/2023 €
Authorised				
Ordinary shares of €1 each	45 000 000	45,000,000	45 000 000	45,000,000
Issued and fully paid				
Balance at 1 January	100,000	100,000	100,000	100,000
Balance at 30 June 2024/31 December 2023	100,000	100,000	100,000	100,000

17. Borrowings

	30/06/2024	31/12/2023
	€	€
Current borrowings		
Bonds to third parties	93,960	97,256
Bonds to related parties (Note 20.12)	75,439	78,086
Other loans	375,479	623,344
Loans from shareholder (Note 20.11)	53	53
	544,931	798,739
	30/06/2024	31/12/2023
	€	€
Non-current		
Other loans	18,573,173	79,781
Bonds to third parties	27,733,400	27,733,400
Bonds to related parties (Note 20.12)	22,266,600	22,266,600
Loans from shareholder (Note 20.11)	840,016	840,016
	69,413,189	50,919,797
Total	69,958,120	51,718,536

Maturity of non-current borrowings:

	30/06/2024	31/12/2023
	€	€
Between two and five years	19,413,189	919,797
After five years	50,000,000	50,000,000
	69,413,189	50,919,797

17. Borrowings (continued)

The Other loans as at 31 December 2023 €18,948,652 consist of:

- Loan payable of Mettmann Public Company Limited to a third party amounting €18,573,173, which is denominated in Euro, bears interest at the rate of 3% per annum, and is repayable on or before 31 December 2026.
- Loan payable of Ortiga, D.O.O. to third party amounting €336,144, which is denominated in Euro, bears interest at the rate of 2% per annum and is repayable on demand.
- Loan payable of Ortiga, D.O.O. to third party amounting €39,335, which is denominated in Euro, bears interest at the rate of 7.5% per annum and is repayable on demand.

The movement of borrowings during the period ended 30 June 2024 was as follows:

	€
At beginning of period	51,718,536
Borrowings advanced	18,150,000
Loan interest expense	95,528
Bond coupon expense	994,535
Coupon on bonds paid	(1,000,466)
WHT on bond coupon paid	(13)
	<u>69,958,120</u>

The weighted average effective interest rates on borrowings (current and non-current) were as follows:

	30/06/2024	31/12/2023
	%	%
Other loans	3.00	3.20
Loans from shareholder	-	3.93
Bonds to third parties	4.00	4.00
Bonds to related parties	4.00	4.00

On 30 November 2023, the parent company Mettmann Public Company Limited issued 500 000 Callable Corporate 4%-coupon bonds of nominal value €100 each, due by 30 November 2030. The subscription amount of €50,000,000 was settled by:

- Non-cash conversion of loans payable to third parties of €15,850,000 which were issued to the parent company during the years 2022-2023;
- Non-cash conversion of payables to shareholder of €22,263,600 which comprised of debt balance of €20,841,653 for assignment of loans receivable (Note 26) and loans payable of €1,421,947 issued to the parent company during the years 2020-2021;
- Issuance of bonds of €11,886,400 in exchange for cash.

On 31 May 2024, the parent company repaid coupon interest of €1,000,466 to the bondholders for the period 30 November 2023 to 30 May 2024.

The accrued coupon interest amounted to €169,399 as at 30 June 2024 (31 December 2023: €175,342).

The carrying amounts of the non-current borrowings approximate their fair values.

18. Lease liabilities

	30/06/2024	31/12/2023
	€	€
Balance at 1 January	81,074	22,400
Present value of future lease payments	-	114,674
Interest expense (Note 6)	1,077	1,960
Lease payments	(29,700)	(58,050)
Balance at 30 June 2024/31 December 2023	52,451	81,074

	Minimum lease payments		The present value of minimum lease payments	
	30/06/2024	31/12/2023	30/06/2024	31/12/2023
	€	€	€	€
Not later than 1 year	52,451	66,371	52,451	66,371
Later than 1 year and not later than 5 years	-	14,703	-	14,703
Present value of lease liabilities	52,451	81,074	52,451	81,074

In May 2023 the parent company prolonged its lease contract as a lessee (tenant) with an unrelated company for the lease of an office space.

Lease terms:

- a) Tenancy period: 24 months
- b) Monthly rental fee: €4,950
- c) Incremental borrowing rate: 4%

All lease obligations are denominated in Euro.

Interest expense on the lease liability of €1,077 (6 months 2023: €433) is presented as part of the Finance costs (Note 6).

19. Other payables

	30/06/2024	31/12/2023
	€	€
Social insurance and other taxes	16,525	21,844
Shareholder's current account - credit balance (Note 20.13)	206,705	203,858
Payables to third parties (1)	2,308,777	247,593
Payable to employees	1,100	1,100
Accruals	-	56,365
Other creditors	67,964	39,869
Payables to associates (Note 20.10)	4,430	121,988
	2,605,501	692,617

(1) The balance of €2,061,184 comprises the consideration for assignment of a loans receivable from the Company's associates from a third party.

Outstanding as at 30 June 2024 Social Insurance and other taxes were settled in July 2024.

20. Related party balances and transactions

For the purpose of these consolidated management accounts, 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.

Transactions are entered into the normal course of the business with other related parties. These transactions are not necessarily carried out on an arm's length basis.

The Company's ultimate controlling party is Mr. Zvonko Mickovic, who owns 82.5% of the Company.

The related party balances and transactions are as follows:

20.1 Directors' remuneration

The remuneration of Directors and other members of key management were as follows:

	30/06/2024	30/06/2023
	€	€
Directors' remuneration	59,000	59,000
	59,000	59,000

20.2 Dividend income

<u>Name</u>	<u>Relationship</u>	30/06/2024	30/06/2023
		€	€
Prestige Expo, S.L.	Associate	1,000,000	200,000
Promociones Siat Sur, S.L.	Associate	-	9,483
		1,000,000	209,483

20.3 Loan interest income

<u>Name</u>	<u>Relationship</u>	30/06/2024	30/06/2023
		€	€
Joya Verde, S.L.	Indirect associate	79,611	81,781
Prestige Expo, S.L.	Indirect associate	357,857	497,365
La Meridiana de Rio Verde, S.L.	Indirect associate	125,908	130,750
Start Hub Beach, S.L.	Associate	99,798	47,754
Alsan Homes, S.L.	Indirect associate	171,370	12,927
Nash Beach Club, S.L.	Associate	222,562	-
Promotora Donana, S.L.	Indirect associate	7,923	-
Dei Homes, S.L.	Indirect associate	306,951	-
Inversion Correcta, S.L.	Associate	45,865	-
4D Properties, S.L.	Associate	44,172	-
		1,462,017	770,577

20. Related party balances and transactions (continued)

20.4 Impairment gains on loans receivable (Note 2)

<u>Name</u>	<u>Relationship</u>	30/06/2024 €	30/06/2023 €
Joya Verde, S.L.	Indirect associate	83,963	-
		83,963	-

20.5 Loan interest expense

<u>Name</u>	<u>Relationship</u>	30/06/2024 €	30/06/2023 €
Major shareholder		347,945	431,551
Zvonko Invest Limited Directors	Entity under common control	94,864 60	- -
		442,899	431,551

20.6 Expenses under profit-sharing agreement (Notes 5,21)

<u>Name</u>	30/06/2024 €	30/06/2023 €
Major shareholder	2,847	156,453
	2,847	156,453

20.7 Loans to associates (Note 13)

<u>Name</u>	<u>Relationship</u>	<u>Interest rate</u>	<u>Maturity date</u>	30/06/2024 €	31/12/2023 €
La Meridiana de Rio Verde, S.L.	Indirect associate	6%	31/03/2025	4,345,908	4,220,000
Prestige Expo, S.L.	Associate	6%	13/04/2026	12,623,464	7,825,606
Joya Verde, S.L.	Associate	6%	on demand	-	1,578,085
Joya Verde, S.L.	Associate	6%	30/11/2026	1,490,790	1,449,019
Alsan Homes, S.L.	Indirect associate	6%	28/02/2025	718,273	450,640
Alsan Homes, S.L.	Indirect associate	6%	31/05/2025	6,072,266	3,918,529
Promotora Donana, S.L.	Indirect associate	6%	31/12/2024	277,923	-
Dei Homes, S.L.	Indirect associate	6%	30/04/2026	12,706,951	-
Start Hub Beach, S.L.	Associate	6%	31/12/2027	1,753,672	1,705,785
Start Hub Beach, S.L.	Associate	6%	22/11/2028	724,030	-
Start Hub Beach, S.L.	Associate	6%	31/05/2026	5,130,934	-
Nash Beach Club, S.L.	Associate	6%	31/07/2028	4,584,642	4,454,110
Nash Beach Club, S.L.	Associate	6%	25/10/2028	1,398,652	-
Nash Beach Club, S.L.	Associate	6%	31/12/2040	3,351,508	-
Inversion Correcta, S.L.	Associate	6%	31/12/2035	2,990,865	-
4D Properties, S.L.	Associate	6%	31/12/2040	4,324,172	-
				62,494,050	25,601,774

20. Related party balances and transactions (continued)

20.8 Receivables from related parties (Note 14)

			30/06/2024	31/12/2023
<u>Name</u>	<u>Relationship</u>	<u>Nature of transactions</u>	€	€
Director		Settlement of expenses	1,688	-
Prestige Expo, S.L.	Associate	Dividends receivable	3,104	200,000
			4,792	200,000

20.10 Payables to associates (Note 19)

			30/06/2024	31/12/2023
<u>Name</u>	<u>Relationship</u>	<u>Nature of transactions</u>	€	€
Nash Beach Club, S.L.	Associate	Contribution for the allotted shares	1,500	1,500
Prestige Expo, S.L.	Associate	Settlement of expenses	2,930	120,488
			4,430	121,988

20.11 Loans from shareholder (Note 17)

			30/06/2024	31/12/2023
<u>Name</u>	<u>Interest rate</u>	<u>Maturity date</u>	€	€
Major shareholder	0.00%	on demand	53	53
Major shareholder	4.00%	30/11/2026	80,658	80,658
Major shareholder	4.00%	31/12/2027	759,358	759,358
			840,069	840,069

20.12 Bonds to related parties (Note 17)

			30/06/2024	31/12/2023
<u>Name</u>	<u>Interest rate</u>	<u>Maturity date</u>	€	€
Major shareholder	4.00%	30/11/2030	-	22,341,675
Directors	4.00%	30/11/2030	3,010	3,011
Zvonko Invest Limited (entity under common control)	4.00%	30/11/2030	22,339,029	759,358
			22,342,039	22,344,686

20. Related party balances and transactions (continued)

20.13 Shareholder's current account - credit balance (Note 19)

		30/06/2024	31/12/2023
	<u>Nature of transactions</u>	€	€
Major shareholder	Settlement of expenses	3,830	3,830
Major shareholder	Payable under Profit-sharing agreement (Note 21)	162,101	159,254
Major shareholder	Other payables	40,774	40,774
		<u>206,705</u>	<u>203,858</u>

The amount of €44,604 is interest free, and has no specified repayment date.

21. Contingent liabilities

On 2 August 2022, the parent company Mettmann Public Company Limited entered into the Project Collaboration and profit-share agreement, by means of which the major shareholder of the Company agreed to negotiate potential equity investment, i.e., the purchase of 100% of shares of a Spanish Company Sword Dragon, S.L. (the "subsidiary"), under maximum profitable terms and conditions.

The agreed remuneration for the provided assistance is 75% of the future dividends to be declared and paid by the newly acquired subsidiary within 3 years, i.e., until 2 August 2025 (inclusive).

On 8 June 2023, dividend income amounting to €208,604 was received in cash from the subsidiary. As of the reporting date, the Group recognised the respective expense of €156,453 being 75% of the dividend received from the subsidiary and €5,648 of penalty accrued being 0.01% of the remuneration not repaid within 20 business days but not exceeding 30% of the remuneration amount.

The Group had no other contingent liabilities as at 30 June 2024 and 31 December 2023.

22. Commitments

The Group had no capital or other commitments as at 31 December 2022 and 30 June 2023.

23. Events after the reporting period

On 2 July 2024, the parent company Mettmann Public Company Limited granted to a third party loan amount €3,250,000 with interest rate 12% per annum. The loan amount has been fully withdrawn under the respective loan agreement.

On 5 July 2024, the parent company Mettmann Public Company Limited concluded loan agreement with its indirect associate Dei Homes, S.L., for the provision of principal loan amount €5,000,000 with interest rate 6% per annum. The amount withdrawn by Dei Homes, S.L., under the mentioned loan agreement up to these unaudited consolidated financial statements sign off date was €550,000. The parent company has obtained a financing guarantee from a third party for this loan facility.

On 16 July 2024, the parent company Mettmann Public Company Limited concluded loan agreement with its indirect associate Prestige Expo, S.L., for the provision of principal loan amount €11,100,000 with interest rate 6% per annum. The amount withdrawn by Prestige Expo, S.L., under the mentioned loan agreement up to these unaudited consolidated financial statements sign off date was €3,500,000.

23. Events after the reporting period (continued)

On 26 July 2024, the parent company Mettmann Public Company Limited concluded loan agreement with its indirect associate Gran Parcela, S.L., for the provision of principal loan amount €21,350,000 with interest rate 6% per annum. The amount withdrawn by Gran Parcela, S.L., under the mentioned loan agreement up to these unaudited consolidated financial statements sign off date was €8,800,000.

On 1 August 2024, the parent company Mettmann Public Company Limited concluded loan agreement with its associate Muscle Beach, S.L., for the provision of principal loan amount €200,000 with interest rate 6% per annum. As of these unaudited consolidated financial statements sign off date, the amount under the mentioned loan agreement has been fully withdrawn by Muscle Beach, S.L.

The above mentioned loans are repayable during the period from two to five years.

During the period after the reporting date, the parent company Mettmann Public Company Limited concluded loan agreements with third parties for obtaining of financing totaling €50,000,000 with interest rates varying from 3% to 4% per annum, repayable during the period from two to five years. The total amount withdrawn by the parent company from the mentioned loan facilities up to these unaudited consolidated financial statements sign off date was €15,000,000.

On 9 August 2024, the parent company Mettmann Public Company Limited repaid €107,541 of debt under the Profit-sharing agreement (Note 21).

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