MERCURY TOWERS
BY ZAHA HADID ARCHITECTS

MERCURY PROJECTS FINANCE p.l.c.

1400, Block 14, Portomaso, St. Julians, Malta
Co. Reg. No. C89117

COMPANY ANNOUNCEMENT

Approval of Company's Interim Financial Statements

The Board of Directors of Mercury Projects Finance p.l.c. (the "Company") met on Tuesday 27th August 2019, and approved the unaudited interim financial statements of the Company for the period ended 30 June 2019.

A copy of the financial statements is attached herewith and these are also available for viewing on the Company's website: www.mercuryfinance.com.mt

Joseph Saliba

Company Secretary

28th August 2019

Mercury Projects Finance p.l.c.

Condensed Interim Financial Statements

For the period 16 January 2019 to 30 June 2019

C89117

MERCURY PROJECTS FINANCE P.L.C.
Condensed Interim Financial Statements
For the period 16 January 2019 to 30 June 2019

Contents

General Information

Registration

Mercury Projects Finance p.l.c. is registered in Malta as a limited liability company under the Companies Act, (Cap. 386) with registration number C 89117. The company was registered on 16 January 2019.

Directors

Mr. Joseph Portelli
Mr. Stephen Muscat
Mr. Mario Vella
Mr. Peter Portelli

Company Secretary

Dr. Joseph Saliba

Registered Office

Mercury Projects Finance p.l.c.
1400 Block 14
Portomaso
St. Julians STJ 4014
Malta

Bankers

Bank of Valletta plc
102, Republic Street
Victoria VCT 1017
Gozo

Lombard Bank plc
67, Merchants Street
Valletta
Malta

Legal Advisor

Saliba Stafrace Legal
9/4, Brittania House
Old Bakery Street
Valletta VLT 1450
Malta

Auditors

Baker Tilly Malta
Level 5
Rosa Marina Building
216, Marina Seafront
Pieta PTA 9041
Malta

MERCURY PROJECTS FINANCE p.l.c.

1400, Block 14, Portomaso, St. Julian's, Malta
Co. Reg. No. C89117

Interim directors' report

This Half-Yearly Report is being published in terms of Chapter 5 of the Listing Rules of the Listing Authority - Malta Financial Services Authority and the Prevention of Financial Markets Abuse Act, 2005. The condensed financial statements included in this report have been extracted from Mercury Projects Finance p.l.c.'s unaudited financial information as at 30 June 2019 and the period then ended, prepared in accordance with International Financial Reporting Standards as adopted for use in the EU for interim financial statements (International Accounting Standard 34, 'Interim Financial Reporting'). This half-yearly report has been reviewed by the company's independent auditors.

Trading Performance

The company was incorporated on 16 January 2019 in terms of the Maltese Companies Act (Cap. 386). The Company was established as a special purpose vehicle to act as the finance arm of the group.

On 4 March 2019, the company issued €11,500,000 3.75% secure bonds maturing in 2027 (Series I Bonds) and €11,000,000 4.25% secure bonds maturing in 2031 (Series II Bonds). Both bonds were issued at a nominal value of €100 per bond. These bonds were admitted to the official list of the Malta Stock Exchange p.l.c. with effect from 29 March 2019 and trading in the bonds commenced on 5 April 2019.

In accordance with the provisions of the prospectus dated 4 March 2019, the proceeds from the bond issue have been advanced by way of a loan facility to the guarantor (Mercury Towers Ltd) for the purpose of refinancing existing bank loans and construction and finishing of project elements at the Mercury site in St Julian's owned by the guarantor.

Interest and related income, during this period amounted to €259,557. Profit before taxation for the same period was €3,356. The directors do not anticipate any significant changes during the forthcoming six months.

MERCURY PROJECTS FINANCE p.l.c.

1400, Block 14, Portomaso, St. Julian's, Malta
Co. Reg. No. C89117

Interim directors' report – continued

Key Risks

The key risks associated with the Company and the Guarantor as parent and operating company are those associated with the exposure to real estate development market as well as to an array of competitive pressures in the operation and management of hospitality, accommodation and commercial rental markets in Malta. The full list of all the key risks listed in the Prospectus are still applicable to the company and the parent.

Dividends

The directors do not recommend the payment of an interim dividend.

On Behalf of the Board

Mr. Joseph Portelli
Director

Mr. Stephen Muscat
Director

27 August 2019

Company law 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 and of the profit or loss of the Company for that period. In preparing these financial statements, the directors are required to:

- adopt the going concern basis unless it is inappropriate to presume that the Company will continue in the business;
- select suitable accounting policies and apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- account for income and charges relating to the accounting period on the accruals basis;
- value separately the components of asset and liability items; and
- report comparative figures corresponding to those of the preceding accounting period.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act (Cap. 386) enacted in Malta. This responsibility includes designing, implementing and maintaining such internal controls 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. 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.

MERCURY TOWERS
BY ZAHA HADID ARCHITECTS

MERCURY PROJECTS FINANCE p.l.c.

1400, Block 14, Portomaso, St. Julian's, Malta
Co. Reg. No. C89117

Directors' statement pursuant to Listing Rule 5.75.3

We hereby confirm that to the best of our knowledge:

1. the condensed half-yearly report gives a true and fair view of the financial position of the company as at 30 June 2019, and of its assets, labilities, profit or loss, financial performance and its cash flows for the period then ended in accordance with International Financial Reporting Standards as adopted by the EU applicable to Interim Financial Reporting (IAS 34).

2. the interim directors' report includes a fair review of the information required in terms of Listing Rule 5.81.

On Behalf of the Board

Mr. Joseph Portelli
Director

Mr. Stephen Muscat
Director

27 August 2019

bakertilly

Level 5, Rosa Marina Building,
216, Marina Seafront,
Pieta' PTA 9041
Malta

T: +356 20109500
F: +356 20109501

info@bakertilly.mt
www.bakertilly.mt

Independent Auditor's Review Report

To the Board of Directors of
Mercury Projects Finance Plc

Review of the Condensed Interim Financial Statements

Introduction
We have reviewed the accompanying condensed financial interim statement of financial position of Mercury Projects Finance Plc as at 30 June 2019, the related condensed statement of comprehensive income, changes in equity and cash flows for the period 16 January 2019 to 30 June 2019 and the explanatory notes ('Interim Financial Information'). The directors are responsible for the preparation and fair presentation of this interim financial information in accordance with International Financial Reporting Standards (IFRSs) as adopted by the EU applicable to interim financial reporting (International Accounting Standard 34, 'Interim Financial Reporting'). Our responsibility is to express a conclusion on this condensed interim financial information based on our review.

Scope of Review
We conducted our review in accordance with International Standard on Review Engagements 2410, 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity'. A review of interim financial information consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion
Based on our review, nothing has come to our attention that causes us to believe that the accompanying condensed interim financial information is not prepared, in all material respects, in accordance with International Financial Reporting Standards (IFRSs) as adopted by the EU applicable to interim financial reporting (International Accounting Standard 34, 'Interim Financial Reporting').

This report has been signed by
Donald Sant for and on behalf of
Baker Tilly Malta
Registered Auditors

27 August 2019

MERCURY PROJECTS FINANCE P.L.C.
Condensed Interim Statement of Comprehensive Income
For the period 16 January 2019 to 30 June 2019

	Note	2019 €
Finance Income		259,557
Finance Cost		(236,384)
Gross Contribution		23,173
Administrative expenses		(19,817)
Profit before tax		3,356
Income tax expense	4	(1,175)
Profit for the period		2,181
Comprehensive Income for the Period		2,181
Basic earnings per share	5	0.01

The notes on pages 12 to 18 form an integral part of these interim financial statements.

MERCURY PROJECTS FINANCE P.L.C.
Condensed Interim Statement of Financial Position
As at 30 June 2019

	Note	2019 €
ASSETS		
Non-Current Assets		
Loan Receivable	6	**22,444,357**
		22,444,357
Current Assets		
Other receivables	7	**268,903**
Cash and bank balances		**305,642**
		574,545
Total Assets		**23,018,902**
EQUITY AND LIABILITIES		
Equity		
Share capital	10	**250,000**
Retained earnings		**2,181**
		252,181
Liabilities		
Non-Current Liabilities		
Borrowings	8	**22,500,000**
		22,500,000
Current Liabilities		
Trade and other payables	9	**29,162**
Taxation due		**1,175**
Accruals		**236,384**
		266,721
Total Equity and Liabilities		**23,018,902**

The notes on pages 12 to 18 form an integral part of these unaudited interim financial statements.

The condensed interim financial statements have been approved by the Board of Directors on 27 August 2019 and signed on its behalf by:

Mr. Joseph Portelli
Director

Mr. Stephen Muscat
Director

	Share capital €	Retained Earnings €	Total €
Issue of shares on 16 January 2019	250,000	-	250,000
Profit for the financial period	-	2,181	2,181
Balance as at 30 June 2019	250,000	2,181	252,181

The notes on pages 12 to 18 form an integral part of these interim financial statements.

MERCURY PROJECTS FINANCNE P.L.C.
Condensed Interim Statement of Cash Flows
For the period 16 January 2019 to 30 June 2019

	2019 €
Operating Activities	
Operating profit for the Period	**3,356**
Working Capital Changes:	
Changes in trade receivables	**(268,903)**
Changes in trade payables	**265,546**
Net cash used in operating activities	**(1)**
Investing Activities	
Loan advanced to Parent Company	**(22,444,357)**
Net cash used in investing activities	**(22,444,357)**
Financing Activities	
Proceeds from Issue of Shares	**250,000**
Proceeds from Issue of Bonds	**22,500,000**
Net cash from financing activities	**22,750,000**
Net Movement in cash and cash equivalents	**305,642**
Opening cash and cash equivalents	**-**
Closing cash and cash equivalents	**305,642**

The notes on page 12 to 18 form an integral part of these interim financial statements.

1. Corporate Information

The interim condensed financial statements of the company for the period from date of incorporation on 16 January 2019 to 30 June 2019, were authorised for issue in accordance with a resolution dated 27 August 2019.

Mercury Projects Finance p.l.c. is a public company incorporated and domiciled in Malta, which was listed on the Malta Stock Exchange following the issue of a Bond for €11,500,000 3.75% Secured 2027 of a nominal value of €100 per Bond at par, and a further Bond for €11,000,000, 4.25% Secured Bond 2031 of a nominal value of €100 per Bond. The Bonds were issued 29 March 2019 and trading of such bonds commenced on 5 April 2019.

The principal activity of the company is to act as a finance vehicle to the parent company, Mercury Towers Ltd., which company owns all the shares but one of the issued and paid up capital of the company.

2. Basis of preparation

2.1 Basis of measurement and statement of compliance

The condensed interim financial statements of Mercury Projects Finance p.l.c. ("the Company") have been prepared in accordance with International Financial Reporting Standards as adopted by the EU ("the applicable framework"). All references in these financial statements to IAS, IFRS or SIC/IFRIC interpretations refer to those adopted by the EU. They have also been drawn up in accordance with the provisions of the Companies Act, 1995 (Chapter 386, Laws of Malta), to the extent that such provisions do not conflict with the applicable framework.

2.2 Use of Estimates and Judgements

The preparation of financial statements in conformity with IFRSs requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

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.

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

2.3 Functional and presentation currency

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

3. Significant accounting policies

3.1 Finance Income and Finance Costs

Finance Income comprise interest on the loan receivable from the company's parent company. Finance costs comprise interest payable on the Bonds. Interest income and expense is recognised when the inflow or outflow of economic benefits associated with the transaction is probable and the amount of income or cost can be measured reliably. Interest income and interest payable is recognised on an accrual of time proportion basis.

3.2 Financial assets, financial liabilities and equity

A financial asset or a financial liability is recognised on the Company's balance sheet when the Company becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially recognised at their fair value plus in the case of financial assets and financial liabilities not classified as held for trading and subsequently measured at fair value, transaction costs attributable to the acquisition or issue of the financial assets and financial liabilities. Financial assets and financial liabilities are derecognised if and to the extent that, it is no longer probable that any future economic benefits associated with the item will flow to or from the entity.

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

A financial instrument, or its component parts, is classified as a financial liability, financial asset or an equity instrument in accordance with the substance of the contractual arrangement rather than its legal form.

i. Other receivables

Other receivables are stated at their normal value unless the effect of discounting is material in which case trade and other receivables are measured at amortised cost using the effective interest method. Appropriate allowances for estimated irrecoverable amounts are recognised in profit or loss when there is objective evidence of impairment;

ii. Trade and Other payables

Trade and other payables are stated at their nominal value unless the effect of discounting is material, in which case trade and other payables are measured at amortised cost using the effective interest method.

3. Significant accounting policies – continued

3.2 Financial assets, financial liabilities and equity – continued

iii. Borrowings

Subsequent to initial recognition, interest bearing loans are measured at the amortised cost using the effective interest method. Borrowings are carried at their face value due to their market rate of interest.

iv. Share capital issued by the Company

Ordinary shares issued by the Company are classified as equity. Dividends to ordinary shareholders are debited directly to equity and are recognised as liabilities in the period in which they are declared.

3.3 Impairment

Financial assets

A financial asset or a group of financial assets is impaired and impairment losses are incurred if, and only if, there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

If there is objective evidence that an impairment loss on financial assets carried at amortised cost or cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The amount of the loss is recognised in profit or loss. If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed. The reversal does not result in a carrying amount of the financial asset that exceeds what the amortised cost would have been had the impairment not been recognised at the date the impairment is reversed. The amount of the reversal is recognised in profit or loss.

3.4 Cash and cash equivalents

Cash comprises cash on hand and demand deposits. Cash equivalents are short-term investments that are held to meet short-term cash commitments rather than for investment or other purposes. Bank overdrafts, which are repayable on demand and form an integral part of the Company's cash management, are presented in current liabilities in the balance sheet.

3. Significant accounting policies – continued

3.5 Income taxes

Income tax expense comprises current and deferred tax. Income tax expense is recognised in profit or loss except to the extent that the tax arises from a transaction or event which is recognised directly in equity, in which case it is recognised in equity or in comprehensive income. Current tax is based on the taxable profit the period, as determined in accordance with tax laws, and measured using tax rates, which have been enacted or substantively enacted by the balance sheet date.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is recognised on temporary differences arising from differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. The Company recognises a deferred tax liability in respect of all taxable temporary differences and a deferred tax asset in respect of all deductible temporary differences except to the extent that such deferred tax liability arises from the initial recognition of goodwill or the deferred tax asset / liability arises from the initial recognition of an asset or liability which is not a business combination and at the time of the transaction, affects neither accounting profit nor taxable profit (loss). Recognition of a deferred tax asset is however limited to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised. The Company re-assesses any unrecognised deferred tax asset at each balance sheet date to determine whether future taxable profit has become probable that allows the deferred tax asset to be recovered.

4. Profit before tax

Total remuneration paid to the Company's directors during the period amounts:

	2019
	€
Directors' fees	11,250
	11,250

5. Taxation

	2019
	€
Tax Charge for the Period	1,175
	1,175

6. Earnings per Share

Basic earnings per share is calculated by dividing the net profit attributable to shareholders by the weighted average number of ordinary shares in issue during the period.

	2019 €
Net profit attributable to shareholders	2,181
Weighted average number of ordinary shares in issue	250,000
Basic earnings per share	0.01

7. Loans Receivable

	2019 €
Loan Receivable from Parent Company	11,500,000
Loan Receivable from Parent Company	10,944,357
	22,444,357

The loan receivable of €11,500,000 is subject to an annual interest rate of 4.75% and is repayable by 2027. The loan receivable of €10,944,357 is repayable by 2031 and is subject to interest at the annual rate of 5.25%. The loans are secured by immoveable property of the parent company. The loan balance includes costs amounting to €394,352 incurred by the company in connection with the Bond Issues in view that the said costs were exclusively incurred to finance the operations of the Parent Company.

8. Other Receivables

	2019 €
Accrued finance income	259,557
Other receivables	9,345
	268,902

9. Borrowings

Non-current liabilities

Borrowings included under non-current liabilities comprise the following amounts:

	2019
	€
Series I Bonds 2027 @ 3.75% p.a.	11,500,000
Series II Bonds 2031 @ 4.25% p.a.	11,000,000
	22,500,000

The Bonds are secured by a first special hypothec on a number of specific areas within the property project of the parent company, Mercury Towers Ltd., for an amount of €25,864,000.

10. Trade and Other Payables

	2019
	€
Trade payables	16,600
Other payables	11,283
Amounts due to parent company	1,279
	29,172

The amount due to the parent company is unsecured, interest free and repayable on demand.

11. Share Capital

	2019
	€
Authorised	
500,000 ordinary shares of €1 each	500,000
Issued and Fully Paid Up	
250,000 ordinary shares of €1 each	250,000

12. Related Party Disclosures

12.1 Parent Company

The company is wholly owned, except for one share, by Mercury Towers Ltd., a company registered in Malta, with a registered address at Exchange Building, 1400, Portomaso Street, St. Julian's STJ 4014.

12.2 Transactions with Parent Company

	2019
	€
Finance Income	
Parent – interest receivable	**259,557**
Expenses	
Expenses paid by	**1,279**
Financing transactions	
Loans advanced to	**(22,444,357)**

The balances due from and to the parent company are disclosed in notes 7, 8 and 10.