

1400, Block 14, Portomaso, St. Julian's, 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 Monday 24<sup>th</sup> August 2020, and approved the unaudited interim financial statements of the Company for the period ended 30 June 2020.

A copy of the financial statements is attached herewith and these are also available for viewing on the Company's website: <a href="https://www.mercuryfinance.com.mt">www.mercuryfinance.com.mt</a>

Joseph Saliba

**Company Secretary** 

24th August 2020

Directors

# Mercury Projects Finance p.l.c.

**Condensed Interim Financial Statements** 

For the six month period 1 January 2020 to 30 June 2020

# MERCURY PROJECTS FINANCE P.L.C. Condensed Interim Financial Statements For the six month period 1 January 2020 to 30 June 2020

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#### **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 p.l.c. 102, Republic Street Victoria VCT 1017 Gozo

Lombard Bank p.l.c. 67, Merchants Street Valletta Malta

# **General Information**

# 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



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#### 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 2020 and the six month 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, the parent company being Mercury Towers Ltd.

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 income during this six month period amounted to €558,879. Profit before taxation for the same period was €66,704. The directors do not anticipate any significant changes during the forthcoming six months. The accounting policies applied in these interim financial statements are consistent with those applied in the audited financial statements for the period ended 31 December 2019.



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#### 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 the 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.

#### COVID-19

The coronavirus 2019 (COVID-19) pandemic is affecting economic and financial markets, and virtually all industries are facing challenges associated with the economic conditions resulting from efforts to address it.

The directors have assessed the effect of the COVID-19 on the company's operations and those of the parent company which continued to proceed without disruption.

Currently, certain works are being negatively impacted by restrictions on the availability of imported skilled workforce for specialised work due to the Covid 19 pandemic, which may delay the completion of the Project according to the original plans.

The directors are aware that the parent company is assessing the present situation to limit any negative impact on the Project.

#### **Dividends**

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

On Behalf of the Board

Mr. Joseph Portelli

Director

Mr. Mario Vella

Director



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# MERCURY PROJECTS FINANCE P.L.C. Directors' Responsibilities For the period 1 January 2020 to 30 June 2020

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.



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# Directors' statement pursuant to Listing Rule 5.75.3

We hereby confirm that to the best of our knowledge:

- the condensed half-yearly financial statements give a true and fair view of the financial position of
  the company as at 30 June 2020, and of its 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 to 5.84.

On Behalf of the Board

Mr. Joseph Portelli

Director

Mr. Mario Vella

Director

24 August 2020



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**Independent Auditor's Review Report** 

To the Board of Directors of Mercury Projects Finance p.l.c.

Report on Review of the Condensed Interim Financial Statements

#### Introduction

We have reviewed the accompanying condensed financial interim statement of financial position of Mercury Projects Finance p.l.c. as at 30 June 2020, the related condensed statement of comprehensive income, changes in equity and cash flows for the six period 1 January 2020 to 30 June 2020 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

24 August 2020

# MERCURY PROJECTS FINANCE P.L.C. Condensed Interim Statement of Comprehensive Income For the six month period 1 January 2020 to 30 June 2020

		2020 Period to 30 June Unaudited	2019 Period to 30 June Unaudited
	Note	€	€
Finance income		558,879	259,557
Finance cost		(448,144)	(236,384)
Net income		110,735	23,173
Administrative expenses		(44,031)	(19,817)
Profit before tax	4	66,704	3,356
Income tax expense	5	(37,651)	(1,175)
Profit for the period		29,053	2,181
Comprehensive income for the period		29,053	2,181
Basic earnings per share	6	0.12	0.01

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

The comparative amounts cover the period 16 January 2019 to 30 June 2019.

# MERCURY PROJECTS FINANCE P.L.C. Condensed Interim Statement of Financial Position As at 30 June 2020

		30 June 2020 Unaudited	31 December 2019 Audited
	Note	€	€
ASSETS Non-Current Assets	_		00 444 055
Loans receivable	7	22,444,357	22,444,357
		22,444,357	22,444,357
Current Assets Other receivables Cash and bank balances	8	491,423 253,228	827,648 257,082
		744,651	1,084,730
Total Assets		23,189,008	23,529,087
EQUITY AND LIABILITIES Equity			
Share capital	9	250,000 62,962	250,000 33,909
Retained earnings		************	***************************************
		312,962	283,909
Liabilities Non-Current Liabilities Borrowings	10	22,500,000	22,500,000
_		22,500,000	22,500,000
			22,500,000
Current Liabilities Trade and other payables Taxation payable	11	294,006 82,040	700,789 44,389
		376,046	745,178
Total Liabilities		22,876,046	23,245,178
Total Equity and Liabilities		23,189,008	23,529,087

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 24 August 2020 and signed on its behalf by:

Mr. Joseph Portelli

Director

Mr. Mario Vella
Director

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# MERCURY PROJECTS FINANCE P.L.C. Condensed Interim Statement of Changes in Equity As at 30 June 2020

	Share capital	Retained earnings	Total
	€	€	€
Balance as at 1 January 2020	250,000	33,909	283,909
Profit for the financial period	:*	29,053	29,053
Balance as at 30 June 2020	250,000	62,962	312,962
Issue of shares on 16 January 2019	250,000	<b>24</b> 0	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 FINANCE P.L.C. Condensed Interim Statement of Cash Flow For the six month period 1 January 2020 to 30 June 2020

	2020 Period to 30 June Unaudited	
	€	€
Operating Activities Operating profit for the period	66,704	3,356
Working Capital Changes: Changes in trade receivables Changes in trade payables	(565,054) 493,289	(268,903) 265,546
Net cash used in operating activities	(5,061)	(1)
Investing Activities Loan advanced to Parent company Loan interest received  Net cash from/(used in) investing activities	1,123,749	(22,444,357)
Financing Activities Proceeds from issue of shares Proceeds from Issue of Bonds Bond interest paid Movement in Parent company balance	(898,750) (223,792)	
Net cash from/(used in) financing activities	***********	22,750,000
Net movement in cash and cash equivalents	(3,854)	305,642
Opening cash and cash equivalents	257,082	
Closing cash and cash equivalents	253,228	

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

The comparative amounts cover the period 16 January 2019 to 30 June 2019.

### 1. Corporate information

The interim condensed financial statements of the Company for the six month period from 1 January 2020 to 30 June 2020 were authorised for issue in accordance with a resolution dated 24 August 2020. The comparative figures cover the period from date of incorporation, being 16 January 2019 to 30 June 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 Bond 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 on 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 applicable to interim financial reporting (IAS 34, 'Interim Financial Reporting') ("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.

The accounting policies applied are consistent with those of the annual financial statements for the year ended 31 December 2019, as described in those financial statements.

## 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).

# MERCURY PROJECTS FINANCE P.L.C. Notes to the Condensed Interim Financial Statements For the six month period 1 January 2020 to 30 June 2020

#### 2. Basis of preparation (Contd.)

#### 2.3 Functional and presentation currency

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

# 2.4 New and amended standards and impact of standards issued but not yet applied by the Company

A number of amended standards became applicable for the current period. The impact of the adoption of these revisions on the Company's accounting policies and on the financial results are insignificant.

Certain new standards, amendments and interpretations to existing standards have been published by the date of the authorisation for issue of these unaudited financial statements, but are mandatory for the Company's accounting period after 1 January 2020. The Company may early adopt these revisions to the requirements of IFRSs as adopted by the EU. The Company's directors are of the opinion that there are no requirements that will have a significant impact on the financial statements in the period of initial application.

## 3. Significant accounting policies

## 3.1 Finance income and finance costs

Finance income comprises 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.

#### 3. Significant accounting policies (Contd.)

#### 3.2 Financial assets, financial liabilities and equity (Contd.)

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.

#### 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.

#### 3. Significant accounting policies (Contd.)

#### 3.3 Impairment (Contd.)

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.

#### 3.5 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 for 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 to:

		2020 €	2019 €
	Directors' fees	22,500	11,250
5.	Taxation		
		2020 €	2019 €
	Tax charge for the period	37,651 ========	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.

2020 €	2019 €
29,053	2,181
50,000	250,000
0.12	0.01
2020 €	2019 €
14,357	11,500,000 10,944,357
	22,444,357
1	€ 29,053 50,000 0.12 2020

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

	2020	2019
	€	€
Accrued finance income	259,707	824,578
Prepayments	9,245	3,070
Amounts due from parent company	222,471	: <del>*</del> .
	491,423	827,648
		=======

The balance due from the parent company is unsecured, interest free and repayable on demand.

# 9. Share capital

	<b>2020</b> €	2019 €
<b>Authorised</b> 500,000 ordinary shares of €1 each	500,000 —————	500,000
Issued and Fully Paid Up 250,000 ordinary shares of €1 each	250,000	250,000

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company.

# 10. Borrowings

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

C	€
11,500,000 11,000,000	11,500,000 11,000,000
22,500,000	22,500,000
	11,000,000

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.

# 11. Trade and other payables

	2020	2019
	€	€
Trade payables	13,845	
Other payables and accruals	41,315	10,016
Amounts due to parent company	₩.	1,321
Accrued interest on bonds	238,846	689,452
	294,006	700,789
		=========

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

# 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

	2020	2019
Parent company	€	€
Finance income		
Accrued interest receivable	259,707	824,579
Interest received	1,123,749	-
Expenses		
Expenses paid on behalf of parent company (by parent	223,792	(1,321)
company)	,	( ) /
Fine sing to a section.		
Financing transactions Loans advanced to		(22.050.006)
	-	(22,050,006)
Costs relating to the Bond Issue recharged to Parent Company	-	(394,352)
	========	

The balances due from and to the parent company are disclosed in notes 7, 8 and 11.

#### 13. Subsequent events

The outbreak of Covid-19 pandemic continued to have an adverse impact on economic and market conditions which has triggered a period of global and local economic slowdown. The parent company continued normally with its construction of the Mercury Project up to period end. Subsequently, certain works are being negatively impacted by restrictions on the availability of imported foreign skilled workers, due to the Covid 19 pandemic, which may delay the completion of the Project. The directors are aware that the parent company is assessing the present situation to limit any negative impact on the said Mercury Project.

