Testa
FINANCE PLC

COMPANY ANNOUNCEMENT

This is an announcement of the company Testa Finance P.L.C, a company incorporated under the laws of Malta, having company registration number C 85495 and registered address at Ru 19, The Pjazza, The Point, Tigne Point, Sliema, Malta.

Date: 18th June 2020

Ref No: TST019

Errata Corrige to the Supplementary Company Announcement in relation to holding of the Board of Directors Meeting

The following is a company announcement issued by Testa Finance P.L.C (The Company) pursuant to the Prospect MTF Rules.

Quote

Following the approval Company's Audited Financial Statements for the financial year ended 31st December 2019 by the Board of Directors on the 12th June, 2020, the Company is hereby publishing such Audited Financial Statements. The Audited Financial Statements are attached with this announcement.

The financial statements are available for viewing on the Company's website at: http://www.testacatering.com.mt/investor-relations/

Unquote

By order of the Board of Directors of the Company,

Reuben Debono
ID 422778M
Company Secretary

TESTA FINANCE PLC

REPORT AND FINANCIAL STATEMENTS
For the year ended 31 December 2019

TESTA FINANCE PLC

Company Information

Directors:	Mr Jean Paul Testa Ms Hanna Testa Mr Nigel Scerri Mr Raymond Pace Mr Reuben Debono
Secretary:	Mr Reuben Debono
Company number:	C 85495
Registered office:	RU 19, The Pjazza, The Point Tigne Point Sliema
Auditors:	KSi Malta 6, Villa Gauci Mdina Road Balzan BZN 9031

TESTA FINANCE PLC

Contents

Report of the Directors
For the year ended 31 December 2019

The directors present their report and the audited financial statements for the year ended 31 December 2019.

Incorporation

The Company was incorporated on 22 March 2018.

Principal Activity

The principal activity of the Company is to act as a finance and investment company.

Review of Business

During the year under review the Company registered a loss before tax of €31,776. The Company issued €3,900,000 5.5% unsecured Bonds having a nominal value of €100 each. These funds were used to finance the purchase of property in Bugibba together with its improvements, additions, and alterations.

During 2019, the Company finished the projects of Beefbar in Bugibba and was opened for the public in October 2019. The Board of Directors have analysed the actual capital expenditure incurred versus the ones envisaged prior to the start of the project. The Board of Directors noted that due to increase costs mainly associated with construction and finishing, the total expenditure has exceeded expectations. The Board, however, notes that due to the increased value of the business generated by the use of an internationally recognised brand that is Beefbar and the introduction of Rosso Pomodoro in the same complex, the capital overruns are justifiable when compared to the value of the asset.

Dividends and Reserves

The directors do not recommend the payment of a dividend.

Financial Risk Management

The Company's activities potentially expose it to a variety of financial risks: liquidity risk and credit risk. The Company's overall risk management focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Company's financial performance. The Board provides principles for overall risk management, as well as policies covering risks referred to above and specific areas such as investment of excess liquidity. The Company did not make use of derivative financial instruments to hedge certain risk exposures during the current and preceding financial years.

(a) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions.

(b) Credit risk

The Company has no significant concentrations of credit risk. It has policies in place to ensure that services are made to customers with an appropriate credit history.

Report of the Directors (continued)
For the year ended 31 December 2019

Post Balance Sheet Events

The Directors evaluated subsequent events from 1 January 2020 through 12 June 2020, the date the financial statements are approved. Due to the fact the Company forms part of a Group that operates in the catering industry, the Covid19 outbreak has negatively affected the operations of the companies forming part of the Group. After significant capital expenditure and expansion during the year ended 31 December 2019, the Group planned to operate for the first time all of its outlets for twelve whole months during the year ending 31 December 2020 but this will not be possible due to the Covid19 outbreak and the economic crisis it has generated. In order to offset the effects of these issues on the Group's cash flow, Testa Catering Concepts Limited, a company forming part of the Group, has approached a local credit institution to finance the Group's operations in the short term. The board is confident this will bridge the Group's operation up until working conditions are back to normal.

Directors

The following have served as directors of the Company during the year under review:

Mr Jean Paul Testa
Ms Hanna Testa
Mr Nigel Scerri
Mr Raymond Pace
Mr Reuben Debono

In accordance with the Company's Articles of Association the present directors remain in office.

Directors' Interest

The directors' beneficial interest in the shares of the Company on 31 December 2019 is limited to 2 ordinary shares having a nominal value of €1 and 25% paid up held equally by Ms Hanna Testa and Mr Jean Paul Testa.

Financial Reporting Framework

The directors have resolved to prepare the Company's financial statements for the year ended 31 December 2019 in accordance with International Financial Reporting Standards as adopted by the EU.

Auditors

KSi Malta have indicated their willingness to continue in office and a resolution concerning their re-appointment will be proposed at the forthcoming annual general meeting.

BY ORDER OF THE BOARD

Mr Raymond Pace
Director

Mr Jean Paul Testa
Director

12 June 2020

Directors' Responsibilities
For the year ended 31 December 2019

Statement of Directors' Responsibilities

The Companies Act, 1995 requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the profit or loss of the Company for that year in accordance with the requirements of International Financial Reporting Standards as adopted by the EU. 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 business;
- select suitable accounting policies and apply them consistently from one accounting period to another;
- make judgements and estimates that are reasonable and prudent;
- account for income and charges relating to the accounting period on accruals basis; and
- value separately the components of asset and liability items on a prudent basis.

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, 1995. They are also responsible for safeguarding the assets of the Company and for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors, through oversight of management are responsible to ensure that the Company establishes and maintains internal control to provide reasonable assurance with regard to reliability of financial reporting, effectiveness and efficiency of operations and compliance with applicable laws and regulations.

In view of the above information, we declare that to the best of our knowledge, the financial statements were prepared in accordance with the applicable accounting standards, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company and that this report includes a fair review of the performance of the business and the position of the Company, together with a description of the principal risks and uncertainties that it faces.

Going Concern Statement

After making enquiries and having taken into consideration the future plans of the Company, the directors have reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. For this reason, they adopted the going concern basis in the preparation of the financial statements.

Corporate Governance - Statement of Compliance
For the year ended 31 December 2019

The Prospects MTF Rules ("the Rules") oblige issuing companies to observe The Code of Principles of Good Corporate Governance (the "**Code**"), in relation to which a report is to be prepared on the adherence thereto by the independent auditor. Companies listed on Prospects MTF are required to include, in their Annual Report, a Directors' Statement of Compliance which deals with the extent to which the company has adopted the Code of Principles of Good Corporate Governance and the effective measures that the company has taken to ensure compliance with the Code, accompanied by a report of the auditors thereon.

In view of the fact that Testa Finance PLC's (the **"Company"**) debt (and not equity) securities are listed and traded on Prospects MTF which is a multilateral trading facility. To company is hence hereunder reporting its compliance with the Code and where the Company has decided otherwise to not adhere to specific provisions as allowed by the Rules, the Company is specifying where and how it is not in compliance with the Code.

Part 1: Compliance with the Code

The Board of Directors (the "**Board**") of the Company believe in the adoption of the Code and has endorsed them except where the size and/or particular circumstances of the Company are deemed by the Board not to warrant the implementation of specific recommendations. In this context it is relevant to note that the Company has issued bonds on Prospects MTF and has no employees. Accordingly, some of the provisions of the Code are not applicable whilst others are applicable to a limited extent.

Principle 1: The Board

The Board of Directors is responsible for devising a strategy and setting policies of the Company. It is also responsible for reviewing internal control procedures, financial performance and business risks facing the Company. The Board is also responsible for decisions relating to the redemption of the Bond, and for monitoring that its operations are in conformity with the prospectus and all relevant rules and regulations.

The Board is composed of Mr Jean Paul Testa (Executive Director and Chief Executive Officer), Ms Hanna Testa (Executive Director and Chief Operations Officer), Mr Nigel Scerri (Executive Director and Chief Financial Officer), Mr Raymond Pace (Non-Executive Director) and Mr Reuben Debono (Non-Executive Director). All of the directors were nominated and appointed by the shareholders in general meeting.

The Board delegates specific responsibilities to an Audit Committee, details of which are found in Principle 5 hereunder.

Corporate Governance - Statement of Compliance (continued)
For the year ended 31 December 2019

Part 1: Compliance with the Code (continued)

Principle 1: The Board (continued)

The Directors and other Prospects MTF Restricted Persons as defined by the Rules are informed of their obligations on dealings in securities of the Company within the established parameters of the law and the Rules. Each such Director and Prospects MTF Restricted Person has been provided with the Code of Dealing required in terms of the Rules and training in respect of their obligations arising thereunder.

Principle 2: Chairman and Chief Executive Officer

The roles of the Chairman and the Chief Executive, set out in writing and agreed by the Board, were held separately for the period to ensure that there was a clear distinction between the running of the Board and the executive responsibility for the running of the business of the Company.

The Chairman's main function is to lead the Board, set the agenda and ensure that all board members partake in discussions of complex and contentious issues.

The Chief Executive Officer has specific authorities from the Board to manage the Company's operational activities within the strategy and parameters set by it.

Principle 3: Composition of the Board

The Board considers that the size of the Board, whilst not being large as to be unwieldy, is appropriate, taking into account the size of the Company and its operations. The combined and varied knowledge, experience and skills of the Board members provides the balance of competences that are required and adds value to the functioning of the Board and gives direction to the Company.

The Board is composed of 3 executive and 2 non-executive directors. The non-executive directors, that is, Mr Raymond Pace and Mr Reuben Debono are considered to be independent within the meaning provided by the Code. Each non-executive director has submitted a declaration to the Board declaring their independence.

Directors are appointed during the Company's Annual General Meeting for period of one year, at the end of which term they may stand again for re-election. The Articles of Association of the Company clearly set out the procedures to be followed in the appointment of directors.

Principle 4: The Responsibilities of the Board

The Board has the first level responsibility for executing the four basic roles of Corporate Governance, namely accountability, monitoring, strategy formulation and policy development. The Board seeks to effectively monitor the implementation of strategy and policy by management.

Clear internal and external reporting lines are established with a view to ensuring that the Board can properly discharge its obligation to take decisions in the best interests of the Company. An audit committee has been set up with clear terms of reference in line with the Rules. The procedure of the Audit Committee is regulated under its terms of reference.

Corporate Governance - Statement of Compliance (continued)
For the year ended 31 December 2019

Part 1: Compliance with the Code (continued)

Principle 5: Board Meetings

Board meetings concentrate mainly on strategy, operational performance and financial performance of the Company. After each Board meeting and before the next, Board minutes that faithfully record attendance, key issues and decisions are sent to the directors. Meetings were attended as follows:

Members	*Meetings Attended out of total held during tenure*
Mr Jean Paul Testa	7 out of 7
Ms Hanna Testa	7 out of 7
Mr Nigel Scerri	7 out of 7
Mr Raymond Pace	7 out of 7
Mr Reuben Debono	7 out of 7

The Board also delegates specific responsibilities to the management team of the Company.

Board Committees

Audit Committee

The Board delegates certain responsibilities to the Audit Committee, the terms of reference of which reflect the requirements stipulated in the Rules and under applicable law. In addition, unless otherwise dealt with in any other manner prescribed by the Rules, the Audit Committee has the responsibility to, *inter alia*, monitor and scrutinise, and, if required, approve Related Party Transactions, if any, falling within the ambits of the Rules and to make its recommendations to the Board of any such proposed Related Party Transactions.

The Audit Committee establishes internal procedures and monitors these on a regular basis. The terms of reference for the Audit Committee are designed both to strengthen this function within the Company and to widen the scope of the duties and responsibilities of this Committee. The Committee also has the authority to summon any person to assist it in the performance of its duties, including the Company's external auditors.

During the year under review, the Audit Committee was composed of Mr Nigel Scerri (independent executive director), Mr Raymond Pace (independent non-executive director and Chairman of the Audit Committee) and Mr Reuben Debono (independent non-executive director).

The Board considers the Chairman of the Audit Committee to be independent and competent in accounting and/or auditing. Such determination was based on Mr Raymond Pace substantial experience in various roles throughout his career.

Corporate Governance - Statement of Compliance (continued)
For the year ended 31 December 2019

Part 1: Compliance with the Code (continued)

Principle 5: Board Meetings (continued)

Board Committees (continued)

Senior Management

In view of the Company being primarily a finance and investment company, the Company does not have any employees. However, the overall management of the Group comprises: Mr Jean Paul Testa, as Group Chief Executive Officer together with his wife Ms Hanna Testa being the Group Chief Operations Officer, responsible for operations management.

Principle 6: Information and Professional Development

Each director is made aware of the Company's on-going obligations in terms of the Companies Act, the Rules and other relevant legislation. Directors have access to the advice and services of the Company Secretary and to legal counsel. The Company is also prepared to bear the expense incurred by the directors requiring independent professional advice should they judge it necessary to discharge their responsibilities as directors.

Principle 9: Relations with Shareholders and with the Market and Principle 10: Institutional Shareholders

The Company has communicated effectively with the market through company announcements and financial information published by the Company.

Principle 10: International Shareholders

The Company is of the view that due to the fact that it does not have Institutional Shareholders, this provision is not applicable.

Principle 11: Conflicts of Interest

The directors are aware that their primary responsibility is always to act in the interest of the Company and its shareholders as a whole irrespective of who appointed them to the Board. Acting in the interest of the Company includes an obligation to avoid conflicts of interest. In such instances, the Company has strict policies in place which allow it to manage such conflicts, actual or potential, in the best interest of the Company.

Principle 12: Corporate Social Responsibility

The Testa group of companies understands the importance of contributing to society at large, both in terms of the wellbeing of its staff as well as the contribution towards society at large.

Corporate Governance - Statement of Compliance (continued)
For the year ended 31 December 2019

Part 2: Non-Compliance with the Code

Principle 7: Evaluation of the Board's Performance

At present, the Board does not consider it necessary to appoint a committee to carry out a performance evaluation of its role, as the Board's performance is evaluated on an ongoing basis by, and is subject to the constant scrutiny of, the Board itself, the Issuer's shareholders, the market and the rules by which the Issuer is regulated.

Principle 8: Committees

The Issuer does not have a Remuneration Committee as recommended by this principle because it is not deemed as necessary in view of the very limited number of directors engaged by the Issuer. Furthermore, the Issuer does not have a Nomination Committee as recommended in Principle 8. Appointments to the Board of Directors are determined by the shareholders of the Company in accordance with the Memorandum and Articles of Association. The Issuer considers that the members of the Board provide the level of skill, knowledge and experience expected in terms of the Code.

Corporate Governance - Statement of Compliance (continued)
For the year ended 31 December 2019

Internal Controls

The Board is responsible for the Company's system of internal controls and for reviewing its effectiveness. Such a system is designed to achieve business objectives and to manage rather than to eliminate the risk of failure to achieve business objectives and can only provide reasonable assurance against material error, losses or fraud.

Authority to manage the business of the Group, including the Company is delegated to the Group Chief Executive Officer within the limits set by the Board of Directors. Systems and procedures are in place for the Company to control, report, monitor and assess risks and their financial implications, and to take timely corrective actions where necessary. Regular financial budgets and strategic plans are prepared, and performance against these plans is actively monitored and reported to the directors on a regular basis.

Remuneration Statement

In terms of the Company's Memorandum and Articles of Association, it is the shareholders of the Company in the General Meeting who determine the maximum annual aggregate remuneration of the directors. During the last Annual General Meeting no annual remuneration to the directors were proposed since the operations of the Franchise during the year was minimal.

No part of the remuneration paid to the directors is performance based, and the Chief Executive Officer receives no additional remuneration in relation to this role. None of the directors, in their capacity as a Director of the Company, is entitled to profit sharing, share options or pension benefits with respect to Testa Finance PLC.

Signed on behalf of the Board of Directors on 12 June 2020 by:

Mr Raymond Pace
Director and Chairman of Audit Committee

KSi Malta

TESTA FINANCE PLC

Independent Auditors' Report

To the shareholders of Testa Finance PLC

Report on the Audit of the Financial Statements

We have audited the financial statements of Testa Finance PLC (the Company), set out on pages 14 to 34, which comprise the balance sheet as at 31 December 2019, and the statement of profit or loss and other 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 2019, 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 and have been prepared in accordance with the requirements of the Companies Act (Cap. 386).

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 Auditors' 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.

Emphasis of Matter

We draw attention to the fact that the Company forms part of Group which operates in the catering industry. Due to the Covid19 outbreak, this industry was negatively affected and had to deal with government-imposed restrictions on all of its operations. After significant capital expenditure and expansion during the year ended 31 December 2019, the Group planned to operate for the first time all of its outlets for twelve whole months during the year ending 31 December 2020 but this will not be possible due to the Covid19 outbreak and the economic crisis it has generated. Given that the Company's operations and cash flow rely on the success of the Group as a whole, these events or conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. In order to offset the effects of these issues on the Group's cash flow, Testa Catering Concepts Limited has approached a local credit institution to finance the Company's operations in the short term. In turn, this injection of funds is also planned to cover the Company's individual operations and cash flow. The Board is confident this will bridge the Company's operation up until working conditions are back to normal. Our opinion is not modified in respect of this matter.

6, Villa Gauci, Mdina Road. Balzan, BZN9031, Malta (EU)
Tel: +356 21 226 176 | Fax: +356 2122 6019 | info@ksimalta.com | **www.ksimalta.com**

TESTA FINANCE PLC

Independent Auditors' Report (continued)

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period.

Other Information

The directors are responsible for the other information. The other information comprises the Report of the Directors, Directors' Responsibilities, and the Corporate Governance Statement of Compliance. Our opinion on the financial statements does not cover this information. 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.

Report on Corporate Governance

The Listing Rules issued by the Malta Listing Authority require the directors to prepare and include in their Annual Report a Statement of Compliance providing an explanation of the extent to which they have adopted the Code of Principles of Good Corporate Governance and the effective measures that they have taken to ensure compliance throughout the accounting period with those Principles.

The Listing Rules also require the auditors to include a report on the Statement of Compliance prepared by the Directors.

We read the Statement of Compliance and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements included in the Annual Report. Our responsibilities do not extend to considering whether this statement is consistent with any other information included in the annual return.

We are not required to, and we do not, consider whether the Board's statements on internal control included in the Statement of Compliance cover all risks and controls, or form an opinion on the effectiveness of the Company's corporate governance procedures or its risk and control procedures.

In our opinion, the Statement of Compliance set out on pages 4 to 9 has been properly prepared in accordance with the requirements of the Listing Rules issued by the Malta Listing Authority.

We also read other information contained in the Annual Report and consider whether it is consistent with the audited financial statements. Our responsibilities do not extend to any other information.

With respect to the Report of the Directors, we also considered whether the Report of the Directors 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 Report of the Directors for the financial period for which the financial statements are prepared is consistent with the financial statements; and
- the Report of the Directors has been prepared in accordance with the Maltese Companies Act (Cap.386).

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Tel: +356 21 226 176 | Fax: +356 2122 6019 | info@ksimalta.com | **www.ksimalta.com**

Independent Auditors' Report (continued)

Report on Corporate Governance (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 Report of the Directors. 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.

Auditors' 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 auditors' 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.

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Auditors' 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 auditors' 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 auditors' 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

We have responsibilities under the Companies Act, 1995 enacted in Malta to report to you if, in our opinion:

- The information given in the Report of the Directors is not consistent with the financial statements.

- Adequate accounting records have not been kept.

- The financial statements are not in agreement with the accounting records and returns.

- We have not received all the information and explanations we require for our audit.

- Certain disclosures of directors' remuneration specified by law are not made in the financial statements, giving the required particulars in our report.

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

Joseph Gauci (Partner) for and on behalf of
KSi Malta
Certified Public Accountants
Balzan

12 June 2020

6, Villa Gauci, Mdina Road. Balzan, BZN9031, Malta (EU)
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Statement of Profit or Loss and Other Comprehensive Income
For the year ended 31 December 2019

	Notes	2019 €	2018 (9 months) €
Administrative expenses	6	(2,756)	(7,515)
Operating loss		(2,756)	(7,515)
Finance income	6	186,173	-
Finance costs	6	(215,193)	-
Net finance cost		(29,020)	-
Loss before tax		(31,776)	(7,515)
Income tax expense	7	(171)	-
Loss for the year/period		(31,947)	(7,515)
Other comprehensive income for the year/period			
Other comprehensive income for the year/period		-	-
Total comprehensive loss for the year/period		(31,947)	(7,515)

TESTA FINANCE PLC

Balance Sheet
As at 31 December 2019

	Notes	2019 €	2018 €
Assets			
Trade and other receivables	8	2,838,301	7,270
Cash and cash equivalents	8	1,200,490	-
Total current assets		4,038,791	7,270
Total assets		4,038,791	7,270
Liabilities			
Borrowings	8	3,853,348	-
Total non-current liabilities		3,853,348	-
Trade and other payables	8	212,234	2,285
Current tax liabilities		171	-
Total current liabilities		212,405	2,285
Total liabilities		4,065,753	2,285
Net (liabilities)/assets		(26,962)	4,985
Equity			
Share capital	9	12,500	12,500
Retained earnings	9	(39,462)	(7,515)
Total equity		(26,962)	4,985

The financial statements on pages 14 to 34 were approved and authorised for issue by the Board on 12 June 2020 and were signed on its behalf by:

Mr Raymond Pace
Director

Mr Jean Paul Testa
Director

Statement of Changes in Equity
For the year ended 31 December 2019

	Share capital €	Retained earnings €	Total €
Changes in equity for 2018			
Issue of share capital	12,500	-	12,500
Loss for the period	-	(7,515)	(7,515)
Balance at 31 December 2018	12,500	(7,515)	4,985
Changes in equity for 2019			
Balance at 1 January 2019	12,500	(7,515)	4,985
Loss for the year	-	(31,947)	(31,947)
Balance at 31 December 2019	12,500	(39,462)	(26,962)

Statement of Cash Flows
For the year ended 31 December 2019

	Note	2019	2018 (9 months)
		€	€
Cash flows from operating activities			
Loss before tax		(31,776)	(7,515)
Adjustments for:			
Amortisation of bond issue cost		5,184	-
Operating loss before working capital changes		(26,592)	(7,515)
Movement in payables		209,949	2,285
Movement in receivables		(185,683)	-
Net cash outflow from operating activities		(2,326)	(5,230)
Cash flows from financing activities			
Issue of share capital		-	12,500
Proceeds from bond loan		3,848,164	-
Payments to related company		(2,645,348)	(7,270)
Net cash inflow from financing activities		1,202,816	5,230
Net movement in cash and cash equivalents		1,200,490	-
Cash and cash equivalents at beginning of year/period		-	-
Cash and cash equivalents at end of year/period	8.3	1,200,490	-

1 REPORTING ENTITY AND OTHER INFORMATION

Testa Finance PLC is a limited liability company domiciled and incorporated in Malta. The company's registered office is RU 19, The Pjazza, Tigne Point, The Point, Sliema. The Company is to act as a finance and investment company to related companies within the Group.

2 BASIS OF ACCOUNTING

These financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the EU and comply with the Companies Act, 1995. They were authorised for issue by the Company's board of directors on 12 June 2020.

Details of the Company's accounting policies are included in Note 14.

3 FUNCTIONAL AND PRESENTATION CURRENCY

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

4 USE OF JUDGEMENTS AND ESTIMATES

In preparing these financial statements, management has made judgements and estimates that affect the application of the Company's 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 estimates are recognised prospectively.

4.1 Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the financial statements are included in the following notes:

- Estimation of current tax payable and current tax expense;
- Recognition of deferred tax liabilities.

5 APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (IFRSs)

Standards and interpretations applied during the current year

Amendments and interpretations applicable for the first time in 2019 shown here under have been implemented. The application of the below standards and interpretations do not have an impact on the financial statements of the Company.

Standard	**Subject of amendment**	**Effective date**
IFRS 3 Business Combinations	Amendments resulting from *Annual Improvements 2015–2017 Cycle* (remeasurement of previously held interest)	1 January 2019
IFRS 9 Financial Instruments	Amendments regarding prepayment features with negative compensation and modifications of financial liabilities	1 January 2019
IFRS 11 Joint Arrangements	Amendments resulting from *Annual Improvements 2015–2017 Cycle* (remeasurement of previously held interest)	1 January 2019
IFRS 16 Leases	Original issue	1 January 2019
IAS 12 Income Taxes	Amendments resulting from *Annual Improvements 2015–2017 Cycle* (income tax consequences of dividends)	1 January 2019
IAS 19 Employee Benefits	Amendments regarding plan amendments, curtailments or settlements	1 January 2019
IAS 23 Borrowing Costs	Amendments resulting from *Annual Improvements 2015–2017 Cycle* (borrowing costs eligible for capitalisation)	1 January 2019
IAS 28 Investments in Associates and Joint Ventures	Amendments regarding long-term interests in associates and joint ventures	1 January 2019

5 APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (IFRSs) (continued)

Standards issued but not yet effective

The new and amended standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Company's financial statements are disclosed below. The Company intends to adopt these new and amended standards and interpretations, if applicable, when they become effective.

Standard	Subject of amendment	Effective date
IFRS 3 Business Combinations	Amendments to clarify the definition of a business	1 January 2020
IFRS 7 Financial Instruments: Disclosures	Amendments regarding pre-replacement issues in the context of the IBOR reform	1 January 2020
IFRS 9 Financial Instruments	Amendments regarding pre-replacement issues in the context of the IBOR reform	1 January 2020
IFRS 17 Insurance Contracts	Original issue	1 January 2021
IAS 1 Presentation of Financial Statements	Amendments regarding the definition of material	1 January 2020
IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors	Amendments regarding the definition of material	1 January 2020
IAS 39 Financial Instruments: Recognition and Measurement	Amendments regarding pre-replacement issues in the context of the IBOR reform	1 January 2020

Notes to the Financial Statements (continued)
For the year ended 31 December 2019

6 OTHER INCOME AND EXPENSE ITEMS

6.1 Breakdown of expenses by nature

	2019 €	2018 (9 months) €
Auditors' remuneration	2,000	2,000
Other expenses	756	5,515
Total administrative expenses	2,756	7,515

6.2 Finance costs

	2019 €	2018 (9 months) €
Bank charges	210	-
Amortisation- bond issue costs	5,184	-
Bond interest	209,799	-
	215,193	-

6.3 Finance income

	2019 €	2018 (9 months) €
Bank interest received	490	-
Interest on related company loans	185,683	-
	186,173	-

Notes to the Financial Statements (continued)
For the year ended 31 December 2019

7 INCOME TAX EXPENSE

7.1 Income tax expense

	2019	2018 (9 months)
	€	€
Current tax		
Current tax on taxable income for the year/period	171	-
Total current tax expense	171	-
Deferred income tax		
Deferred tax expense for the year/period	-	-
Total deferred tax expense	-	-
Total income tax expense	-	-

7.2 Reconciliation of income tax expense

	2019	2018 (9 months)
	€	€
Loss before tax	(31,776)	(7,515)
Theoretical tax expense @ 35%	(11,122)	(2,630)
Tax effect of amounts which are not deductible in calculating taxable income:		
Disallowable expenses	1,038	2,630
Amortisation of bond issue costs	1,814	-
Tax Affect on interest payable on bond loan apportioned	8,441	-
	171	-

Notes to the Financial Statements (continued)
For the year ended 31 December 2019

8 FINANCIAL ASSETS AND FINANCIAL LIABILITIES

The company holds the following financial instruments:

	Notes	2019 €	2018 €
Financial assets			
Other financial assets at amrosited costs	8.2	2,652,618	7,270
Trade and other receivables	8.1	185,683	-
Cash and cash equivalents	8.3	1,200,490	-
		4,038,791	7,270
Financial liabilities			
Trade and other payables	8.4	212,234	2,285
Borrowings	8.5	3,853,348	-
		4,065,582	2,285

8.1 Trade and other receivables

	2019 €	2018 €
Current assets		
Prepayment	185,683	-
	185,683	-

8.2 Other financial assets at amortised cost

The Company classifies its financial assets as at amortised cost only if both of the following criteria are met:

- The asset is held within a business model whose objective is to collect the contractual cash flows;

- The contractual terms give rise to cash flows that are solely payments of principal and interest.

Financial assets at amortised cost include the following debt investments:

	2019 €	2018 €
Current assets		
Loan from related companies (note)	2,652,618	7,270
	2,652,618	7,270

8 FINANCIAL ASSETS AND FINANCIAL LIABILITIES (continued)

8.2 Other financial assets at amortised cost (continued)

Note:

Further information relating to loan from related companies and key management personnel is set out in note 13.

8.3 Cash and cash equivalents

	2019	2018
Current assets		
Cash at bank and in hand	€ 1,200,490	€ -

8.3.1 Reconciliation to cashflow statement

The above figures reconcile to the amount of cash shown in the statement of cashflows at the end of the financial year as follows

	2019	2018
Balance as above	€ 1,200,490	€ -

8.4 Trade and other payables

	2019	2018
Current liabilities		
Accruals (note)	€ 212,234	€ 2,285

8.5 Borrowings

	2019	2018
Secured		
Amounts falling due after on year		
Bond loan (note)	€ 3,853,348	€ -
Total Borrowings	€ 3,853,348	€ -

8 FINANCIAL ASSETS AND FINANCIAL LIABILITIES (continued)

8.5 Borrowings (continued)

Note:

Bond loan

On 20 December 2018, the Company issued € 3,900,000 5.5% Unsecured Bonds having a nominal value of € 100 each. The bond issue was admitted to Prospects MTF operated by the Malta Stock Exchange with effect from 9 January 2019. Trading on the bond issue commenced on 10 January 2019. The Bonds are redeemable at par on 9 January 2029. The bond issue costs are being amortised over 10 years.

These funds were used to finance the purchase of property in Bugibba at the Islets Promenade together with its improvements, additions and alternations, repayments of existing borrowings and facilities from credit institutions, repayment of a third-party loan and working capital obligations and repayments.

9 EQUITY

9.1 Share Capital

	2019	2018
Authorised		
500,000 ordinary shares of €1 each	€ 500,000	€ 500,000
Called-up, issued and 25% paid up		
50,000 ordinary shares of €1 each	€ 12,500	€ 12,500

Ordinary shares have a par value of € 1. They entitle the holder to participate in dividends and to share in the proceeds of winding up the company in proportion to the number of and amounts paid on the shares held.

9.2 Retained earnings

The profit and loss account represents accumulated losses as follows:

	€
At 22 March 2018	-
Net loss for the period	(7,515)
At 31 December 2018	(7,515)
At 1 January 2019	(7,515)
Net loss for the year	(31,947)
At 31 December 2019	(39,462)

10 EARNINGS PER SHARE

Earnings per share is calculated by dividing the results attributable to owners of the Company by the weighted average number of ordinary shares in issue during the period.

	2019	2018
Loss for the year/period	€ (31,947)	€ (7,515)
Weighted number of ordinary shares	50,000	50,000
Earnings per shares	€ (0.64)	€ (0.15)

11 FINANCIAL RISK MANAGEMENT

The company's risk management is carried out by the board of directors. There are written principles for overall risk management, as well as policies covering specific areas, such as interest rate risk, credit risk use of derivative financial instruments and non-derivative financial instruments, and investment of excess liquidities.

11.1 Market risk

(i) Cash flow and fair value interest rate risk

The Company is exposed to risks associated with the effects of fluctuations in the prevailing levels of the market interest rates on its financial position and cash flows. As at the reporting date, the Company has fixed and variable interest-bearing liabilities. Fixed interest-bearing liabilities consists of finance lease liability whilst exposure to variable interest-bearing liabilities consists of bank overdrafts. As at the consolidated statement of financial position date, the Company's exposure to changes in interest rates on bank overdrafts held with financial institutions was limited as the level of borrowings with variable interest-bearing liabilities is immaterial with the level of borrowing with a fixed rate interest rate.

11.2 Credit risk

Credit risk arises from credit exposure to customers and amounts held with financial institutions (note 8). The maximum credit exposure to credit risk at the reporting date in respect of the financial assets was as follows:

	2019	2018
Cash at bank	€ 1,200,490	€ -

With respect to amounts receivable, the Company assesses on an ongoing basis the credit quality of the third party tenants, taking into account financial position, past experience and other factors. The Company manages credit limits and exposures actively in a practical manner such that there are no material past due amounts receivable from third party tenants as at the reporting date. The Company has no significant concentration of credit risk arising from third parties. As at 31 December 2019 and 2018, the company had no trade receivables.

Notes to the Financial Statements (continued)
For the year ended 31 December 2019

11 FINANCIAL RISK MANAGEMENT (continued)

11.3 Liquidity risk

The Company is exposed to liquidity risk in relation to meeting future obligations associated with its financial liabilities, which comprise principally interest-bearing borrowings and trade and other payables. Prudent liquidity risk management includes maintaining sufficient cash to ensure the availability of an adequate amount of funding to meet the Company's obligations.

The following table analyses the Company's financial liabilities into relevant maturity groupings based on the remaining period at the reporting date to the contractual maturity date. The amounts disclosed in the tables below are the contractual undiscounted cash flows. Balance due within 12 months equal their carrying balances, as the impact of discounting is not significant.

	Carrying amounts	Contractual cash flows	On demand	Within one year	Between two and five years	After more than five years
	€	€	€	€	€	€
At 31 December 2019						
Other payables	212,234	212,234	212,234	212,234	-	-
Bond loan	3,853,348	6,045,000	214,500	214,500	858,000	4,972,500
	4,065,582	6,257,234	426,734	426,734	858,000	4,972,500
At 31 December 2018						
Other payables	2,285	2,285	2,285	2,285	-	-

12 CAPITAL MANAGEMENT

12.1 Risk management

The Company's objectives when managing capital are:

- to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders;
- to maintain an optimal capital structure to reduce the cost of capital; and
- to comply with requirements of the Prospectus issued in relation to the 5.5% bonds.

The Board's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence to sustain future development of business. The board of directors monitor the return on capital, which the Company defines as the profit for the year divided by total equity. The board of directors also monitors the level of dividends that may be available to ordinary shareholders.

13 RELATED PARTY TRANSACTIONS

13.1 Parent Entity

The Company is partially-owned subsidiary of Testa Properties Limited, the Group's parent Company. The registered office of the parent Company is situated at RU 19, The Pjazza, The Point, Tigne Point, Sliema. The ultimate beneficial owners are Mr Jean Paul Testa and Ms Hanna Testa.

It is the responsibility of the parent entity to prepare consolidated financial statements of the Group.

13.2 Loans from related companies

		Transaction value period ending 31 December		Balance outstanding as at 31 December	
	Note	2019	2018	2019	2018
Amounts due to group companies (note)	13.2.1	€ 2,645,348	€ 7,270	€2,652,618	€ 7,270

13.2.1 The amounts due from related companies are unsecured, bear interest at 7% per annum and repayable on demand.

14 ACCOUNTING POLICIES

14.1 BORROWING COSTS

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. To the extent that variable rate borrowings are used to finance a qualifying asset and are hedged in an effective cash flow hedge of interest rate risk, the effective portion of the derivative is recognised in other comprehensive income and reclassified to profit or loss when the qualifying asset impacts profit or loss. To the extent that fixed rate borrowings are used to finance a qualifying asset and are hedged in an effective fair value hedge of interest rate risk, the capitalised borrowing costs reflect the hedged interest rate.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

14.2 TAXATION

The income tax expense represents the sum of the tax currently payable and deferred tax.

14.2.1 Current Tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in profit or loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

A provision is recognised for those matters for which the tax determination is uncertain but it is considered probable that there will be a future outflow of funds to a tax authority. The provisions are measured at the best estimate of the amount expected to become payable. The assessment is based on the judgement of tax professionals within the Company supported by previous experience in respect of such activities and in certain cases based on specialist independent tax advice.

14.2.2 Deferred Tax

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, a deferred tax liability is not recognised if the temporary difference arises from the initial recognition of goodwill.

14 ACCOUNTING POLICIES (continued)

14.2 TAXATION (continued)

14.2.2 Deferred Tax (continued)

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, and interests in joint ventures, except where the Company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised based on tax laws and rates that have been enacted or substantively enacted at the reporting date. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

14.2.3 Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

14.3 FINANCIAL INSTRUMENTS

Financial assets and financial liabilities are recognised in 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 measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

14 ACCOUNTING POLICIES (continued)

14.4 FINANCIAL ASSETS

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace. All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

14.4.1 Classification of financial assets

Debt instruments that meet the following conditions are measured subsequently at amortised cost:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments that meet the following conditions are measured subsequently at fair value through other comprehensive income (FVTOCI):

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

By default, all other financial assets are measured subsequently at fair value through profit or loss (FVTPL). Despite the foregoing, the Company may make the following irrevocable election/designation at initial recognition of a financial asset:

- the Company may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if certain criteria are met; and

- the Company may irrevocably designate a debt investment that meets the amortised cost or FVTOCI criteria as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

14.4.2 Write off policy

The Company writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Company’s recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

14 ACCOUNTING POLICIES (continued)

14.4 FINANCIAL ASSETS (continued)

14.4.3 Impairment of financial assets

The Company recognises a loss allowance for expected credit losses on investments in debt instruments that are measured at amortised cost or at FVTOCI, lease receivables, trade receivables and contract assets, as well as on financial guarantee contracts. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument. The Company always recognises lifetime Expected Credit Losses (ECL) for trade receivables, contract assets and lease receivables.

The expected credit losses on these financial assets are estimated using a provision matrix based on the Company's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

For all other financial instruments, the Company recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12 month ECL.

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12 month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

14.4.4 Derecognition of financial assets

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss. In addition, on derecognition of an investment in a debt instrument classified as at FVTOCI, the cumulative gain or loss previously accumulated in the investments revaluation reserve is reclassified to profit or loss. In contrast, on derecognition of an investment in equity instrument which the Company has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the investments revaluation reserve is not reclassified to profit or loss, but is transferred to retained earnings.

14 ACCOUNTING POLICIES (continued)

14.5 FINANCIAL LIABILITIES

14.5.1 Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, and derivative financial instruments.

14.5.2 Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by IFRS 9. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the statement of profit or loss. Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in IFRS 9 are satisfied. The Company has not designated any financial liability as at fair value through profit or loss.

14.5.3 Loans and borrowings

This is the category most relevant to the Company. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit or loss. This category generally applies to interest-bearing loans and borrowings.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

14.5.4 Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

14 ACCOUNTING POLICIES (continued)

14.6 PROVISIONS

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

14.7 SHARE CAPITAL

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds. Dividends are recognised as liability in the period in which they are declared.

15 OTHER MATTERS

Due to the fact that the Company forms part of a Group that operates in the catering industry, the Covid19 outbreak has negatively affected the operations of the companies forming part of the Group. After significant capital expenditure and expansion during the year ended 31 December 2019, the Group planned to operate for the first time all of its outlets for twelve whole months during the year ending 31 December 2020 but this will not be possible due to the Covid19 outbreak and the economic crisis it has generated. In order to offset the effects of these issues on the Group's cash flow, Testa Catering Concepts Limited, a company forming part of the Group, has approached a local credit institution to finance the Group's operations in the short term. The Board is confident this will bridge the Group's operation up until working conditions are back to normal.

The Schedules and Appendices on the pages that follow do not form part of the financial statements

Statement of Profit or Loss and Other Comprehensive Income - Schedule
For the year ended 31 December 2019

	2019	2018 (9 months)
	€	€
Finance income		
Bank interest received	490	-
Interest on related company loans	185,683	-
	186,173	-
Administrative expenses		
Audit fee	(2,000)	(2,000)
Professional fee	(656)	(5,515)
Licences and fees	(100)	-
	(2,756)	(7,515)
Finance costs		
Bank charges	(210)	-
Bond interest	(209,799)	-
Amortisation of bond issue costs	(5,184)	-
	(215,193)	-
Loss for year/period	(31,776)	(7,515)

TESTA PROPERTIES LIMITED
(GROUP ACCOUNTS)

REPORT AND CONSOLIDATED
FINANCIAL STATEMENTS

For the year ended 31 December 2019

Holding Company Information

Directors:	Mr Jean Paul Testa Ms Hanna Yevheniivna Testa
Secretary:	Mr Jean Paul Testa
Company number:	C 80524
Registered office:	RU 19, The Pjazza, The Point, Tigne Point Sliema
Auditors :	KSi Malta 6, Villa Gauci Mdina Road Balzan Malta
Banker:	Bank of Valletta plc Triq il-Halel Bugibba

Contents

Report of the Directors
For the year ended 31 December 2019

The directors present their report and the audited financial statements for the year ended 31 December 2019.

Principal Activity

Testa Properties Limited (the 'Company') together with its subsidiaries, are involved in the sale of food and beverages operating under the franchise names of Cibo Pizzeria, French Affaire, BeefBar and Rosso Pomodoro. The Group includes a subsidiary that owns property to be leased to third parties and another subsidiary whose primary objective is to act as a financial intermediary to related companies forming part of the Group.

Review of Business

During the year under review the Group registered a loss before tax of €724,101. The Company issued €3,900,000 5.5% unsecured Bonds having a nominal value of €100 each. These funds were used to finance the purchase of property in Bugibba together with its improvements, additions and alterations.

During 2019, the Company finished the projects of the Beefbar in Bugibba and was opened for the public in October 2019. The Board of Directors have analysed the actual capital expenditure incurred versus the ones envisaged prior to the start of the project. The Board of Directors noted that due to increase costs mainly associated with construction and finishing, the total expenditure has exceeded expectations. The Board, however, notes that due to the increased value of the business generated by the use of an internationally recognised brand that is Beefbar and the introduction of Rosso Pomodoro in the same complex, the capital overruns are justifiable when compared to the value of the asset.

Dividends and Reserves

The directors do not recommend the payment of a dividend.

Financial Risk Management

The Group's activities potentially expose it to a variety of financial risks: liquidity risk and credit risk. The Group's overall risk management focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The Board provides principles for overall risk management, as well as policies covering risks referred to above and specific areas such as investment of excess liquidity. The Group did not make use of derivative financial instruments to hedge certain risk exposures during the current and preceding financial years.

(a) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions.

(b) Credit risk

The Group has no significant concentrations of credit risk. It has policies in place to ensure that services are made to customers with an appropriate credit history.

(c) Liquidity risk

The Group is exposed to liquidity risk in relation to meeting future obligations associated with its financial liabilities, which comprise principally interest-bearing borrowings and trade and other payables. Prudent liquidity risk management includes maintaining sufficient cash to ensure the availability of an adequate amount of funding to meet the Group's obligations and ensuring that alternative funding is available when the bonds are due for repayment.

Report of the Directors
For the year ended 31 December 2019

Post Balance Sheet Events

The Directors evaluated subsequent events from 1 January 2020 through 12 June 2020, the date the financial statements are approved. Due to the fact that the Group operates in the catering industry, the Covid19 outbreak has negatively affected the operations and cash flow. After significant capital expenditure and expansion during the year ending 31 December 2019, the Group planned to operate for the first time all of its outlets for twelve whole months during the year ending 31 December 2020 but this will not be possible due to the Covid19 outbreak and the economic crisis it has generated. In order to offset the effect of these issues on the Group's cash flow, Testa Catering Concepts Limited, a company forming part of the Group, has approached a local credit institution to finance the Group's operations in the short term. The Board is confident this will bridge the Group's operation up until working conditions are back to normal.

Directors

The following have served as directors of the holding company during the year under review:

Mr Jean Paul Testa
Ms Hanna Yevheniivna Testa

In accordance with the Company's Articles of Association the present directors remain in office.

Directors' Interest

The directors' beneficial interest in the shares of the Company at 31 December 2019 were as follows:

	Ordinary shares of € 1
Ms Hanna Yevheniivna Testa	320,678
Mr Jean Paul Testa	320,678

Financial Reporting Framework

The directors have resolved to prepare the Group's financial statements for the year 1 January 2019 to 31 December 2019 in accordance with International Financial Reporting Standards as adopted by the EU.

Auditors

KSi Malta have indicated their willingness to continue in office and a resolution concerning their re-appointment will be proposed at the forthcoming annual general meeting.

BY ORDER OF THE BOARD

Mr Jean Paul Testa
Director

Ms Hanna Yevheniivna Testa
Director

12 June 2020

Directors' Responsibilities
For the year ended 31 December 2019

The Companies Act, 1995 requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Group and the holding company as at the end of the financial year and of the profit or loss of the Group and the holding company for that year in accordance with the requirements of International Financial Reporting Standards as adopted by the EU. In preparing these financial statements, the directors are required to:

- adopt the going concern basis unless it is inappropriate to presume that the Group and the holding company will continue in business;

- select suitable accounting policies and apply them consistently from one accounting period to another;

- make judgements and estimates that are reasonable and prudent;

- account for income and charges relating to the accounting period on accruals basis; and

- value separately the components of asset and liability items on a prudent basis.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Group and holding company and to enable them to ensure that the financial statements comply with the Companies Act, 1995. They are also responsible for safeguarding the assets of the Group and holding company and for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors, through oversight of management, are responsible to ensure that the Group and the holding company establishes and maintains internal control to provide reasonable assurance with regard to reliability of financial reporting, effectiveness and efficiency of operations and compliance with applicable laws and regulations.

Independent Auditors' Report

To the shareholders of Testa Properties Limited

Report on the Audit of the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Testa Properties Limited (the Group and the Holding Company), set out on pages 8 to 48, which comprise the consolidated balance sheet as at 31 December 2019, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated 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 consolidated financial statements give a true and fair view of the financial position of the Group and the Holding company as at 31 December 2019, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the EU and have been prepared in accordance with the requirements of the Companies Act (Cap. 386).

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 Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Group 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.

Emphasis of Matter

We draw attention to the fact that the Group operates in the catering activity. Due to the Covid19 outbreak, this industry was negatively affected and had to deal with government-imposed restrictions on all its operations. After significant capital expenditure and expansion during the year ended 31 December 2019, the Group planned to operate for the first time all of its outlets for twelve whole months during the year ending 31 December 2020, but this will not be possible due to the COVID19 outbreak and the economic crisis it has generated. These events or conditions indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. In order to offset the effects of these issues on the Group's cash flow, Testa Catering Concepts Limited, a company forming part of the group, has approached a local credit institution to finance the Group's operations in the short term. In turn, this injection of funds is also planned to cover the Group's operations and cash flow. The Board is confident this will bridge the Group's operation up until working conditions are back to normal. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current year. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

6, Villa Gauci, Mdina Road. Balzan, BZN9031, Malta (EU)
Tel: +356 21 226 176 | Fax: +356 2122 6019 | info@ksimalta.com | **www.ksimalta.com**

Independent Auditors' Report (continued)

Key Audit Matters (continued)

Revenue

The Group generates its revenue from the sale of food and beverages operating under the franchise names of Cibo Pizzeria, French Affaire, BeefBar and Rosso Pomodoro. We have identified revenue as a key audit matter since most of the sales to the end customers are made in cash.

We obtained an understanding of the methodology used by management to arrive at revenue recognition as well as the handling of cash proceeds generated from the end of day report to the time it is deposited in the bank account of the Company. There is also no segregation of duties with regards to this methodology as well as the preparation and recording of journal entries in the accounting system. We also communicated this with management and noted that they were able to provide satisfactory responses to our questions. Based on the audit work done we obtained sufficient audit evidence that the Group's revenue for the year ended 31 December 2019 is not materially mis-stated.

Other Information

The directors are responsible for the other information. The other information comprises the Report of the Directors and the Directors' Responsibilities. Our opinion on the consolidated financial statements does not cover this information. In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

With respect to the Report of the Directors, we also considered whether the Report of the Directors 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 Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Report of the Directors has been prepared in accordance with the Maltese Companies Act (Cap.386).

In addition, in light of the knowledge and understanding of the Group and the Holding company and their environment obtained in the course of the audit, we are required to report if we have identified material misstatements in the Report of the Directors. We have nothing to report in this regard.

Responsibilities of the Directors

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

In preparing the consolidated financial statements, the directors are responsible for assessing the Group'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.

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Tel: +356 21 226 176 | Fax: +356 2122 6019 | info@ksimalta.com | **www.ksimalta.com**

Independent Auditors' Report (continued)

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' 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 consolidated 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 consolidated 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 Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- 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 Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated 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 auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.

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

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

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.

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Independent Auditors' Report (continued)

Report on Other Legal and Regulatory Requirements

We have responsibilities under the Companies Act, 1995 enacted in Malta to report to you if, in our opinion:

- The information given in the Report of the Directors is not consistent with the financial statements.
- 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 not received all the information and explanations we require for our audit.
- Certain disclosures of directors' remuneration specified by law are not made in the financial statements, giving the required particulars in our report.

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

Joseph Gauci (Partner) for and on behalf of
KSi Malta
Certified Public Accountants

Balzan
Malta

12 June 2020

6, Villa Gauci, Mdina Road. Balzan, BZN9031, Malta (EU)
Tel: +356 21 226 176 | Fax: +356 2122 6019 | info@ksimalta.com | **www.ksimalta.com**

Consolidated Statement of Profit or Loss and Other Comprehensive Income
For the year ended 31 December 2019

		Group		Company	
		2019	2018	2019	2018
	Notes	€	€	€	€
Revenue	6	3,133,599	1,539,051	100,000	100,000
Cost of sales	7	(823,358)	(458,499)	-	-
Gross profit		2,310,241	1,080,552	100,000	100,000
Administration expenses	7	(2,686,251)	(1,126,027)	(168,121)	(102,698)
Operating loss		(376,010)	(45,475)	(68,121)	(2,698)
Finance income	7	490	-	-	-
Finance costs	7	(348,581)	(126,704)	(65,394)	(11,151)
Net finance cost		(348,091)	(126,704)	(65,394)	(11,151)
Share of net losses of subsidiaries accounted for using the equity method		-	-	(42,500)	-
Loss before tax		(724,101)	(172,179)	(176,015)	(13,849)
Income tax	8	103,719	(7,131)	-	(32,008)
Loss for the year		(620,382)	(179,310)	(176,015)	(45,857)
Other comprehensive income for the year					
Other comprehensive income for the year		-	-	-	-
Total comprehensive loss for the year		(620,382)	(179,310)	(176,015)	(45,857)

Consolidated Statement of Profit or Loss and Other Comprehensive Income (continued)
For the year ended 31 December 2019

		Group		Company	
		2019	2018	2019	2018
	Notes	€	€	€	€
Loss for the year attributable to:					
Owners of Company		(620,383)	(179,310)	-	-
Non-controlling interest		1	-	-	-
		(620,382)	(179,310)	(176,015)	(45,857)
Total comprehensive loss for the year attributable to:					
Owners of Company		(620,383)	(179,310)	-	-
Non-controlling interest		1	-	-	-
		(620,382)	(179,310)	(176,015)	(45,857)
Earnings per share	9	-	-	-	-

Consolidated Balance Sheet
As at 31 December 2019

		Group		Company	
		2019	2018	2019	2018
	Notes	€	€	€	€
Assets					
Property, plant and equipment	10	8,467,246	4,162,959	1,025,715	407,781
Investment property	10	640,152	640,152	640,152	640,152
Intangible assets	10	645,835	200,002	-	-
Investment in subsidiaries	16	-	-	-	42,500
Deferred tax assets	10	128,767	24,877	-	-
Total non-current assets		9,882,000	5,027,990	1,665,867	1,090,433
Inventories	10	258,577	63,948	-	-
Trade and other receivables	11	282,183	316,988	152,500	75,590
Cash and cash equivalents	11	1,319,502	55,929	-	-
Total current assets		1,860,262	436,865	152,500	75,590
Total assets		11,742,262	5,464,855	1,818,367	1,166,023
Liabilities					
Borrowings	11	6,942,819	3,397,536	197,087	285,774
Deferred tax liabilities	10	32,008	32,008	32,008	32,008
Total non-current liabilities		6,974,827	3,429,544	229,095	317,782
Borrowings	11	867,042	866,322	1,030,603	242,489
Trade and other payables	11	3,400,537	724,925	140,085	11,153
Current tax liabilities		171	-	-	-
Total current liabilities		4,267,750	1,591,247	1,170,688	253,642
Total liabilities		11,242,577	5,020,791	1,399,783	571,424
Net assets		499,685	444,064	418,584	594,599

Consolidated Balance Sheet (continued)
As at 31 December 2019

		Group		Company	
		2019	2018	2019	2018
	Notes	€	€	€	€
Equity					
Share capital	12	641,356	641,356	641,356	641,356
Other reserve	12	676,002	-	-	-
Retained earnings	12	(817,675)	(197,293)	(222,772)	(46,757)
Equity attributable to owners of the Group		499,683	444,063	418,584	594,599
Non-controlling interest	13	2	1	-	-
Total equity		499,685	444,064	418,584	594,599

The consolidated financial statements set out on pages 8 to 48 were approved and authorised for issue by the Board on 12 June 2020 and were signed on its behalf by:

Mr Jean Paul Testa
Director

Ms Hanna Yevheniivna Testa
Director

Consolidated Statement of Changes in Equity
For the year ended 31 December 2019

Group

	Share capital €	Retained earnings €	Other reserve €	Non-controlling interest €	Total €
Changes in equity for 2018					
Balance at 1 January 2018	1,200	(900)	-	-	300
Increase in share capital	640,156	-	-	-	640,156
Loss for the year	-	(179,310)	-	-	(179,310)
Non- controlling interest on acquisition of subsidiary	-	-	-	1	1
Share of loss on acquisition of subsidiary	-	(17,083)	-	-	(17,083)
Balance at 31 December 2018	641,356	(197,293)	-	1	444,064
Changes in equity for 2019					
Balance at 1 January 2019	641,356	(197,293)	-	1	444,064
Movement in other reserve	-	-	676,002	-	676,002
Loss for the year	-	(620,382)		1	(620,381)
Balance at 31 December 2019	641,356	(817,675)	676,002	2	499,685

Consolidated Statement of Changes in Equity (continued)
For the year ended 31 December 2019

Company

	Share capital €	Retained earnings €	Total €
Changes in equity for 2018			
Balance at 1 January 2018	1,200	(900)	300
Increase in share capital	640,156	-	640,156
Loss for the year	-	(45,857)	(45,857)
Balance at 31 December 2018	641,356	(46,757)	594,599
Changes in equity for 2019			
Balance at 1 January 2019	641,356	(46,757)	594,599
Loss for the year	-	(176,015)	(176,015)
Balance at 31 December 2019	641,356	(222,772)	418,584

Consolidated Statement of Cash Flows
For the year ended 31 December 2019

	Group		Company	
	2019	2018	2019	2018
	€	€	€	€
Cash flows from operating activities				
Loss before tax	(724,101)	(172,179)	(176,015)	(13,849)
Adjustments for:				
Minority interest	1	1	-	-
Depreciation	965,409	425,821	153,808	94,342
Amortisation	66,667	12,500	-	-
Share of net losses of subsidiaries accounted for using the equity method	-	-	42,500	-
Finance charge	100,605	108,453	8,486	11,151
Operating profit before working capital changes:	408,581	374,596	28,779	91,644
Increase in trade and other receivables	33,917	75,234	(76,910)	(590)
Increase in inventories	(194,630)	(7,566)	-	-
Increase in trade and other payables	1,621,634	173,334	128,932	10,253
Net cash inflow from operating activities	1,869,502	615,598	80,801	101,307
Cash flows from investing activities				
Acquisition of subsidiaries	-	(42,500)	-	(12,500)
Payments for property, plant and equipment	(4,215,715)	(290,685)	(771,742)	(30,413)
Acquisition of intangible assets	(512,500)	-	-	-
Advances from/ (Payment of) subsidiary company loans	-	8,401	690,941	(58,394)
Net cash outflow from investing activities	(4,728,215)	(324,784)	(80,801)	(101,307)
Cash flows from financing activities				
Repayment of bank loans	(80,189)	(75,889)	-	-
Advances from related party	705,680	62,284	-	-
Advances from third party	45,867	29,738	-	-
Advances from bond loan	3,853,347	-	-	-
Repayment of finance lease liabilities	(370,078)	(287,492)	-	-
Net cash inflow/outflow from financing activities	4,154,627	(271,359)	-	-
Net movement in cash and cash equivalents	1,295,914	19,455	-	-
Cash and cash equivalents at beginning of year	(53,093)	(72,548)	-	-
Cash and cash equivalents at end of year	1,242,821	(53,093)	-	-

1 REPORTING ENTITY AND OTHER INFORMATION

Testa Properties Limited (the Company) is a limited liability company incorporated in Malta. Its ultimate controlling parties are Mr Jean Paul Testa and Ms Hanna Yevheniivna Testa. The registered office of the Company is disclosed in the introduction to the annual report. The principal activities of the Company and its subsidiaries (the Group) are described in note 16.

The following is a list of retail outlets that operates within the Group:

Brand	**Subsidiary**	**Address**
Cibo Pizzeria	Testa Catering Concepts Limited	The Point, Tigne Point, Sliema
Cibo Pizzeria	Testa Catering Concepts Limited	Merchant Street, Valletta
French Affaire	Testa Catering Concepts Limited	The Point, Tigne Point, Sliema
Beefbar	Testa Catering Concepts Limited	Dawret Il-Gzejjer, San Pawl il-Baħar
Rossopomodoro Pizzeria	Testa Catering Concepts Limited	Dawret Il-Gzejjer, San Pawl il-Baħar

2 BASIS OF ACCOUNTING

The Group's consolidated financial statements are prepared in accordance with IFRSs. They were authorised for issue by the Company's board of directors on 12 June 2020.

Details of the Group's accounting policies are included in Note 21.

3 FUNCTIONAL AND PRESENTATION CURRENCY

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

4 APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (IFRSs)

Standards and interpretations applied during the current year

Amendments and interpretations applicable for the first time in 2019 shown here under have been implemented. The application of the below standards and interpretations do not have an impact on the financial statements of the Company.

Standard	Subject of amendment	Effective date
IFRS 3 Business Combinations	Amendments resulting from *Annual Improvements 2015–2017 Cycle* (remeasurement of previously held interest)	1 January 2019
IFRS 9 Financial Instruments	Amendments regarding prepayment features with negative compensation and modifications of financial liabilities	1 January 2019
IFRS 11 Joint Arrangements	Amendments resulting from *Annual Improvements 2015–2017 Cycle* (remeasurement of previously held interest)	1 January 2019
IFRS 16 Leases	Original issue	1 January 2019
IAS 12 Income Taxes	Amendments resulting from *Annual Improvements 2015–2017 Cycle* (income tax consequences of dividends)	1 January 2019
IAS 19 Employee Benefits	Amendments regarding plan amendments, curtailments or settlements	1 January 2019
IAS 23 Borrowing Costs	Amendments resulting from *Annual Improvements 2015–2017 Cycle* (borrowing costs eligible for capitalization)	1 January 2019
IAS 28 Investments in Associates and Joint Ventures	Amendments regarding long-term interests in associates and joint ventures	1 January 2019

Notes to the Consolidated Financial Statements (continued)
For the year ended 31 December 2019

4 APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (IFRSs) (continued)

Standards issued but not yet effective

The new and amended standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Group's financial statements are disclosed below. The Group intends to adopt these new and amended standards and interpretations, if applicable, when they become effective.

Standard	**Subject of amendment**	**Effective date**
IFRS 3 Business Combinations	Amendments to clarify the definition of a business	1 January 2020
IFRS 7 Financial Instruments: Disclosures	Amendments regarding pre-replacement issues in the context of the IBOR reform	1 January 2020
IFRS 9 Financial Instruments	Amendments regarding pre-replacement issues in the context of the IBOR reform	1 January 2020
IFRS 17 Insurance Contracts	Original issue	1 January 2021
IAS 1 Presentation of Financial Statements	Amendments regarding the definition of material	1 January 2020
IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors	Amendments regarding the definition of material	1 January 2020
IAS 39 Financial Instruments: Recognition and Measurement	Amendments regarding pre-replacement issues in the context of the IBOR reform	1 January 2020

Notes to the Consolidated Financial Statements (continued)
For the year ended 31 December 2019

5 USE OF JUDGEMENTS AND ESTIMATES

In preparing these financial statements, management has made judgements and estimates that affect the application of the Group's 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 estimates are recognised prospectively.

5.1 Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the financial statements is included in the following notes:

- Estimation of current tax payable and current tax expense – note 8;
- Estimated useful life of property, plant and equipment – note 10;
- Recognition of deferred tax assets/(liabilities) – note 10;
- Leases: whether an arrangement contains a lease – note 11;
- Leases classification – note 11.

6 REVENUE

The Group derives its revenue as disclosed in note 21.3 and as per below:

	Group		Company	
	2019	2018	2019	2018
	€	€	€	€
Sale of food and beverages	3,133,599	1,539,051	-	-
Rental income	-	-	100,000	100,000
	3,133,599	1,539,051	100,000	100,000

7 OTHER INCOME AND EXPENSE ITEMS

7.1 Breakdown of expenses by nature

	Group		Company	
	2019	2018	2019	2018
	€	€	€	€
Purchases	823,358	458,499	-	-
Staff salaries	710,181	356,744	-	-
Directors' remuneration	121,025	90,783	-	-
Depreciation	632,828	93,241	153,808	94,342
Depreciation – right of use	332,580	332,580	-	-
Amortisation	66,667	12,500	-	-
Audit fees	9,775	5,250	2,175	1,500
Other expenses	813,195	234,929	12,138	6,856
	3,509,609	1,584,526	168,121	102,698

Notes to the Consolidated Financial Statements (continued)
For the year ended 31 December 2019

7 OTHER INCOME AND EXPENSE ITEMS (continued)

7.2 Staff Salaries

	Group		Company	
	2019	2018	2019	2018
	€	€	€	€
Wages and salaries	670,378	432,251	-	-
Employers NI	39,803	25,184	-	-
	710,181	457,435	-	-

Note:

The average number of persons employed by the Group during the current year was 45 (2018:32) (Company: Nil).

7.3 Finance costs

	Group		Company	
	2019	2018	2019	2018
	€	€	€	€
Interest on bank overdraft and loans	2,276	5,319	-	-
Bank charges	30,717	12,932	-	-
Other interest	-	-	8,486	-
Amortisation of bond issue cost	5,184	-	-	-
Bond interest	209,799	-	-	-
Finance charge in respect of finance lease	100,605	108,453	56,908	11,151
	348,581	126,704	65,394	11,151

7.4 Finance income

	Group		Company	
	2019	2018	2019	2018
Bank interest received	€ 490	€ -	€ -	€ -

Notes to the Consolidated Financial Statements (continued)
For the year ended 31 December 2019

8 INCOME TAXES

8.1 Income tax

	Group		Company	
	2019	2018	2019	2018
	€	€	€	€
Current tax:				
Current tax on taxable income for the year	171	-	-	-
Total current tax liabilities	171	-	-	-
Deferred tax:				
Temporary differences arising on investment property	-	32,008	-	32,008
Temporary differences arising on unabsorbed capital allowances	(103,890)	(24,877)	-	-
Total income tax recognised in the current year	(103,719)	7,131	-	32,008

8.2 Reconciliation of income tax

	Group		Company	
	2019	2018	2019	2018
	€	€	€	€
Loss before tax	(724,101)	(172,179)	(176,015)	(13,849)
Theoretical taxation expense at 35%	(253,435)	(60,263)	(61,605)	(4,847)
Disallowable expenses	102,008	40,011	61,605	36,855
Depreciation on improvement to premises	28,949	6,621	-	-
Amortisation of goodwill	23,333	5,833	-	-
Amortisation on bond issue cost	1,814	-	-	-
Fines and penalties	46	-	-	-
Tax effect on share of loss on equity accounted investments	(14,875)	-	-	-
Tax effect on interest payable on bonds loans	8,441	-	-	-
Pre-acquisition share of profit of subsidiary company	-	14,929	-	-
	(103,719)	7,131	-	32,008

9 EARNINGS PER SHARE

Earnings per share is calculated by dividing the results attributable to owners of the Company by the weighted average number of ordinary shares in issue during the period.

	Group		Company	
	2019	2018	2019	2018
	€	€	€	€
Loss for the year	(630,382)	(172,179)	(176,015)	(13,849)
Weighted number of ordinary shares	641,356	641,356	641,356	641,356
Basic earnings per share	(0.98)	(0.26)	(0.27)	(0.02)

Notes to the Consolidated Financial Statements (continued)
For the year ended 31 December 2019

10 NON-FINANCIAL ASSETS AND LIABILITIES

10.1 Property, plant and equipment

Group	Improvements to premises €	Air-conditioning €	Furniture & fittings €	Motor vehicles €	Computer equipment €	Computer software €	Electrical plumbing €	Catering equipment €	Right of use assets €	Lifts €	Total €
Cost/Revalued amount											
At 1 January 2018	-	-	-	-	-	-	-	-	-		-
Pre-acquisition additions	158,505	66,473	357,276	13,026	55,565	3,700	89,274	92,947	2,048,175	-	2,884,941
Additions	57,811	-	81,746	12,642	7,049	-	87,238	44,199	2,291,520	-	2,582,205
At 31 December 2018	216,316	66,473	439,022	25,668	62,614	3,700	176,512	137,146	4,339,695	-	5,467,146
At 1 January 2019	216,316	66,473	439,022	25,668	62,614	3,700	176,512	137,146	4,339,695	-	5,467,146
Additions	610,810	35,084	2,282,597	62,203	120,459	2,109	1,687,394	384,293	-	84,746	5,269,695
At 31 December 2019	827,126	101,557	2,721,619	87,871	183,073	5,809	1,863,906	521,439	4,339,695	84,746	10,736,841
Depreciation											
At 1 January 2018	-	-	-	-	-	-	-	-	-	-	-
Pre-acquisition charge for the year	16,920	6,357	74,229	13,026	33,602	3,531	3,662	72,955	654,084	-	878,366
Charge for the year	15,534	3,545	35,796	2,528	6,655	169	10,862	18,152	332,580	-	425,821
At 31 December 2018	32,454	9,902	110,025	15,554	40,257	3,700	14,524	91,107	986,664	-	1,304,187
At 1 January 2019	32,454	9,902	110,025	15,554	40,257	3,700	14,524	91,107	986,664	-	1,304,187
Charge for the year	82,713	7,109	272,162	14,969	39,165	527	130,474	77,234	332,580	8,475	965,408
At 31 December 2019	115,167	17,011	382,187	30,523	79,422	4,227	144,998	168,341	1,319,244	8,475	2,269,595
Carrying amounts											
At 31 December 2019	711,959	84,546	2,339,432	57,348	103,651	1,582	1,718,908	353,098	3,020,451	76,271	8,467,246
At 31 December 2018	183,862	56,571	328,997	10,114	22,357	-	161,988	46,039	3,353,031	-	4,162,959

Notes to the Consolidated Financial Statements (continued)
For the year ended 31 December 2019

10 NON-FINANCIAL ASSETS AND LIABILITIES (continued)

10.1 Property, plant and equipment (continued)

Company	Right on use asset €	Electric & Building €	Furniture & Fittings €	Assets under construction €	Total €
Cost					
At 1 January 2018	-	-	-	-	-
Additions	471,710	-	-	30,413	502,123
At 31 December 2018	471,710	-	-	30,413	502,123
At 1 January 2019	471,710	-	-	30,413	502,123
Additions	-	883,692	110,500	-	994,192
Reclassification	-	30,413	-	(30,413)	-
Disposals	-	(222,450)	-	-	(222,450)
At 31 December 2019	471,710	691,655	110,500	-	1,273,865
Depreciation					
At 1 January 2018	-	-	-	-	-
Charge for the year	94,342	-	-	-	94,342
At 31 December 2018	94,342	-	-	-	94,342
At 1 January 2019	94,342	-	-	-	94,342
Charge for the year	94,342	48,416	11,050	-	153,808
At 31 December 2019	188,684	48,416	11,050	-	248,150
Carrying amounts					
At 31 December 2019	283,026	643,239	99,450	-	1,025,715
At 31 December 2018	377,368	-	-	30,413	407,781

Note:

As at 31 December 2018 under improvements to premises there are assets under construction amounting of € 30,413 which relates to the development of the leased property at Islet Promenade in Bugibba. No depreciation is charged on these assets under construction. As at 31 December 2019, the assets under construction were reclassified as electric & building.

Notes to the Consolidated Financial Statements (continued)
For the year ended 31 December 2019

10 NON-FINANCIAL ASSETS AND LIABILITIES (continued)

10.1 Property, plant and equipment (continued)

10.1.1 Right of use assets

Right of use assets includes immovable property held by the Group/Company under finance lease.

	Group		Company	
	2019	2018	2019	2018
	€	€	€	€
Leased property				
Cost	4,339,695	4,339,695	471,710	471,710
Accumulated depreciation	(1,319,244)	(986,664)	(188,684)	(94,342)
Net book amount	3,020,451	3,353,031	282,026	377,368

10.1.2 Depreciation

Items of property, plant and equipment are recognised at historical costs less depreciation. Depreciation is calculated using the straight-line method to allocate their cost or revalued amounts, net of the residual values, over the estimated useful lives or, in the case of leasehold property the shorter lease term as follows:

	%
Improvements to premises	10
Air-conditioning	16.66
Furniture and fixtures	10
Motor vehicles	20
Office equipment	25
Computer software	25
Catering equipment	16.66
Installation and electrical plumbing	6.99
Lifts	10

10.2 Investment property

	Group		Company	
	2019	2018	2019	2018
	€	€	€	€
Leased property				
Opening balance at 1 January	640,152	-	640,152	-
Additions	-	640,152	-	640,152
Balance at close of year	640,152	640,152	640,152	640,152

10 NON-FINANCIAL ASSETS AND LIABILITIES (continued)

10.2 Investment property (continued)

10.2.1 Fair value measurement of the Group's investment property

Investment properties are held for capital appreciation. The Group's land and buildings are stated at their revalued amounts, being the fair value at the date of revaluation, less any subsequent accumulated impairment losses. The fair value measurement of the Group's land and buildings as at 31 December 2018 were performed by Architect and Civil Engineer Kurt Vella, an independent valuer not related to the Group. The valuation conforms to International Valuation Standards. The fair value of the land and building was determined based on the market comparable approach that reflects recent transaction prices for similar properties.

Group

	Fair value €
2018	
Investment property:	
Apartment 2, Les Lapins, Triq il-Markizi Zimmermann Barbaro, Sliema	320,740
Apartment 1, Block 1, Salina Park, Triq Andrew Cunningham, Qawra	319,412
	640,152
2019	
Investment property:	
Apartment 2, Les Lapins, Triq il-Markizi Zimmermann Barbaro, Sliema	320,740
Apartment 1, Block 1, Salina Park, Triq Andrew Cunningham, Qawra	319,412
	640,152

Notes to the Consolidated Financial Statements (continued)
For the year ended 31 December 2019

10 NON-FINANCIAL ASSETS AND LIABILITIES (continued)

10.3 Intangible assets

Group	Intangible asset €
Cost	
Acquired by the group	250,000
At 31 December 2018	250,000
At 1 January 2019	250,000
Additions	512,500
At 31 December 2019	762,500
Amortisation	
Acquired by the group	37,498
For the year	12,500
At 31 December 2018	49,998
At 1 January 2019	49,998
Amortisation for the year	66,667
At 31 December 2019	116,665
Carrying amounts	
At 31 December 2019	645,835
At 31 December 2018	200,002

10.4 Deferred tax balances

	Group 2019 €	2018 €	**Company** 2019 €	2018 €
The balances comprises temporary differences attributable to:				
Deferred tax asset	128,767	24,877	-	-
Investment property	(32,008)	(32,008)	(32,008)	(32,008)
	96,759	(7,131)	(32,008)	(32,008)

10 NON-FINANCIAL ASSETS AND LIABILITIES (continued)

10.4 Deferred tax balances (continued)

10.4.1 Deferred tax assets

	Total Group €	Total Company €
At 1 January 2018	-	-
Credited:		
- to profit or loss	(24,877)	-
At 31 December 2018	(24,877)	-
At 1 January 2019	(24,877)	-
Credited:		
- to profit or loss	(103,890)	-
At 31 December 2019	(128,767)	-

10.4.2 Deferred tax liabilities

	Total Group €	Total Company €
At 1 January 2018	-	-
Dedited:		
- to profit or loss	32,008	32,008
At 31 December 2018	32,008	32,008
At 1 January 2019	32,008	32,008
Dedited:		
to profit or loss	-	-
At 31 December 2019	32,008	-

Notes to the Consolidated Financial Statements (continued)
For the year ended 31 December 2019

10 NON-FINANCIAL ASSETS AND LIABILITIES (continued)

10.5 Inventories

	Group		Company	
	2019	2018	2019	2018
	€	€	€	€
Food and beverages	203,513	58,816	-	-
Cutlery and related items	55,064	5,132	-	-
	258,577	63,948	-	-

11 FINANCIAL ASSETS AND FINANCIAL LIABILITIES

The Group/Company hold the following financial instruments:

		Group		Company	
		2019	2018	2019	2018
	Notes	€	€	€	€
Financial assets					
Financial assets at amortised cost					
Trade and other receivables	11.1	282,183	316,104	152,500	75,590
Other financial assets at amortised cost	11.2	-	884	-	-
Cash and cash equivalents	11.3	1,319,502	55,929	-	-
		1,601,685	372,917	152,500	75,590
Financial liabilities					
Liabilities at amortised cost					
Trade and other payables	11.4	3,400,537	724,925	140,085	11,153
Borrowings	11.5	7,809,861	4,263,858	1,227,690	528,263
		11,210,398	4,988,783	1,367,775	539,416

11.1 Trade and other receivables

	Group		Company	
	2019	2018	2019	2018
	€	€	€	€
Current assets				
Trade and other receivables	275,416	303,985	152,500	75,590
Prepayments and accrued income	6,767	12,119	-	-
	282,183	316,104	152,500	75,590

11 FINANCIAL ASSETS AND FINANCIAL LIABILITIES (continued)

11.1 Trade and other receivables (continued)

Trade receivables are amounts due from customers for goods or services performed in the ordinary course of business. They are generally due for settlement within 30 days and therefore are all classified as current. Trade receivables are recognised initially at the amount of consideration that is unconditional. Other receivables amounts generally arise from transactions outside the usual operating activities of the Group.

11.2 Other financial assets at amortised cost

The Group/Company classifies its financial assets as at amortised cost only if both of the following criteria are met:

- The asset is held within a business model whose objective is to collect the contractual cash flows.
- The contractual terms give rise to cash flows that are solely payments of principal and interest.

Financial assets at amortised cost include the following debt investments:

	Group		Company	
	2019	2018	2019	2018
	€	€	€	€
Current assets				
Amounts due from related party (note)	-	884	-	-
	-	884	-	-

Further information relating to amounts due from related party and key management personnel is set out in note 17.

11.3 Cash and cash equivalents

	Group		Company	
	2019	2018	2019	2018
	€	€	€	€
Cash at bank	1,248,223	20,174	-	-
Cash in hand	71,279	35,755	-	-
	1,319,502	55,929	-	-

11 FINANCIAL ASSETS AND FINANCIAL LIABILITIES (continued)

11.3.1 Reconciliation to cash flow statement

	Group		Company	
	2019	2018	2019	2018
	€	€	€	€
Balance as above	1,319,502	55,929	-	-
Bank overdraft	(76,681)	(109,022)	-	-
	1,242,821	(53,093)	-	-

Classification as cash equivalents

Term deposits are presented as cash equivalents if they have a maturity of three months or less from the date of acquisition and are repayable with 24 hours notice with no loss of interest.

Restricted cash

The cash and cash equivalent disclosed above and in the statement of cash flows include €1,200,000, which are going to be used when group buys the property in Bugibba.

11.4 Trade and other payables

	Group		Company	
	2019	2018	2019	2018
	€	€	€	€
Current liabilities				
Trade payables (note)	1,167,965	506,026	-	3,868
Capital payables (note)	505,959	-	43,172	-
Accrued capital payables	1,011,154	-	-	-
FSS/NI payable (note)	275,466	171,864	-	-
VAT payable	81,573	26,006	29,420	-
Accruals	358,420	21,029	67,493	7,285
	3,400,537	724,925	140,085	11,153

Note:

Trade payables are unsecured and are usually paid within 30 days of recognition.

The carrying amounts of trade and other payables are considered to be the same as their fair values, due to their short-term nature.

The company has agreement with Commissioner of Revenue with regards to FSS/NI due. The company is making a monthly repayment of €3,383 up to 2024.

11 FINANCIAL ASSETS AND FINANCIAL LIABILITIES (continued)

11.5 Borrowings

	Group		Company	
	2019	2018	2019	2018
	€	€	€	€
Secured				
Current liabilities				
Leased liabilities	364,745	326,154	94,260	97,087
Bank loan (note a)	-	80,189	-	-
Bank overdraft (note b)	76,681	109,022	-	-
	441,426	515,365	94,260	97,087
Unsecured				
Current liabilities				
Amounts due to third parties (note c)	396,820	350,957	-	-
Amounts due to related party (note d)	28,796	-	28,796	28,796
Amounts due to group companies (note d)	-	-	907,547	116,606
	425,616	350,957	936,343	145,402
Total secured/unsecured current liabilities	867,042	866,322	1,030,603	242,489

	Group		Company	
	2019	2018	2019	2018
	€	€	€	€
Secured				
Non-Current liabilities				
Bond loan	3,853,347	-	-	-
Leased liabilities	3,089,472	3,397,536	197,087	285,774
Total secured non-current liabilities	6,942,819	3,397,536	197,087	285,774
Total borrowings	7,809,861	4,263,858	1,227,690	528,263

Note:

a) Bank loan

The Group enjoys bank loan facilities with its bankers. These facilities are secured by general hypothecs over the Group's assets, by special hypothecs over properties of the Group, by pledges taken over various insurance policies and by personal guarantees of the directors and shareholders. The annual interest rate on bank loan is 5.65%.

11 FINANCIAL ASSETS AND FINANCIAL LIABILITIES (continued)

11.5 Borrowings (continued)

b) Bank overdraft

The Group enjoys bank overdraft facilities with its bankers. These facilities are secured by general hypothecs over the Group's assets, by special hypothecs over properties of the Group, by pledges taken over various insurance policies and by personal guarantees of the directors and shareholders. The annual interest rate on bank overdrafts is 5.65%.

c) Amounts due to third parties

Amounts due to third parties are interest free and has no fixed date of repayment.

d) Borrowings from related companies/party

As from 1 January 2019, the borrowings obtained from Testa Finance plc are unsecured, bear interest at 7% per annum and repayable on demand.

Amounts due to related party are unsecured, interest free and repayable on demand.

12 EQUITY

12.1 Share capital

	Company	
	2019	2018
Authorised		
641,356 ordinary shares of €1 each	€ 641,356	€ 641,356
Called-up, issued and fully paid		
641,356 ordinary shares of €1 each	€ 641,356	€ 641,356

12.2 Retained earnings

Group	€
At 1 January 2018	(900)
Loss for the year attributable to owners	(179,310)
Share of loss on acquisition of subsidiary	(17,083)
At 31 December 2018	(197,293)
At 1 January 2019	(197,293)
Loss for the year attributable to owners	(620,382)
At 31 December 2019	(817,675)

Notes to the Consolidated Financial Statements (continued)
For the year ended 31 December 2019

12 EQUITY (continued)

12.2 Retained earnings (continued)

Company	€
At 1 January 2018	(900)
Loss for the year	(45,857)
At 31 December 2018	(46,757)
At 1 January 2019	(46,757)
Loss for the year	(176,015)
At 31 December 2019	(222,772)

12.3 Other reserve

The other reserve consists of funds given by the ultimate owners of Testa Properties Limited. The reserve is not available for distribution.

13 NON-CONTROLLING INTEREST

Acquisition of non-controlling interest by the Company	1
At 31 December 2018	1
At 1 January 2019	1
For the year	1
At 31 December 2019	€ 2

14 FINANCIAL RISK MANAGEMENT

14.1 Financial risk management objectives

The Group's activities potentially expose it to a variety of financial risks: market risk (including currency risk, fair value interest rate risk, cash flow interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The Board provides principles for overall risk management, as well as policies covering risks referred to above and specific areas such as investment of excess liquidity. The Group did not make use of derivative financial instruments to hedge certain risk exposures during the current and preceding financial year.

14.2 Market risk

(i) Foreign exchange risk

Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities which are denominated in a currency that is not the entity's functional currency. The Group has no significant currency risk since substantially all assets and liabilities are denominated in Euro.

(ii) Cash flow and fair value interest rate risk

The Group is exposed to risks associated with the effects of fluctuations in the prevailing levels of the market interest rates on its financial position and cash flows. As at the reporting date, the Group has variable interest-bearing liabilities.

As at the consolidated balance sheet date, the Group's exposure to changes in interest rates on bank overdrafts held with financial institutions was limited as the level of borrowings with variable interest-bearing liabilities is immaterial with the level of borrowings.

14.3 Credit risk

Credit risk arises from credit exposure to customers and amounts held with financial institutions (notes 11.1 and 11.3). The maximum credit exposure to credit risk at the reporting date in respect of the financial assets was as follows:

	Group	
	2019	2018
	€	€
Trade and other receivables	275,416	303,985
Cash at bank	1,319,502	20,174
	1,594,918	324,159

14.4 Liquidity risk

The Group is exposed to liquidity risk in relation to meeting future obligations associated with its financial liabilities, which comprise principally interest-bearing borrowings and trade and other payables (note 11.4 and 11.5). Prudent liquidity risk management includes maintaining sufficient cash to ensure the availability of an adequate amount of funding to meet the Group's obligations and ensuring that alternative funding is available when the bonds are due for repayment.

14 FINANCIAL RISK MANAGEMENT (continued)

14.4 Liquidity risk (continued)

The following table analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the reporting date to the contractual maturity date. The amounts disclosed in the tables below are the contractual undiscounted cash flows. Balance due within 12 months equal their carrying balances, as the impact of discounting is not significant.

Group	Carrying amounts	Contractual cash flows	On demand	Within one year	Between two and five years	After five years
	€	€	€	€	€	€
At 31 December 2019						
Bank overdrafts	76,681	76,681	76,681	76,681	-	-
Trade and other payables	3,400,537	3,400,537	3,400,537	3,400,537	-	-
Finance lease liabilities	3,454,217	3,454,217	367,572	367,572	1,355,179	1,731,466
Bond loan	3,853,348	6,045,000	214,500	214,500	858,000	4,972,500
Amounts due to third parties	396,821	396,821	396,821	396,821	-	-
	11,181,604	13,373,256	4,456,111	4,456,111	2,213,179	6,703,966
At 31 December 2018						
Bank overdrafts	109,022	109,022	109,022	109,022	-	-
Trade and other payables	724,921	724,921	724,921	724,921	-	-
Finance lease liabilities	3,723,690	3,723,690	326,154	326,154	1,355,517	2,042,019
Bank loans	80,189	80,189	80,189	80,189	-	-
Amounts due to third parties	350,957	350,957	350,957	350,957	-	-
	4,988,779	4,988,779	1,591,243	1,591,243	1,355,517	2,042,019

Company	Carrying amounts	Contractual cash flows	On demand	Within one year	Between two and five years	After five years
	€	€	€	€	€	€
At 31 December 2019						
Trade and other payables	140,085	140,085	140,085	140,0875	-	-
Amounts due to group companies	907,547	907,547	907,547	907,547	-	-
Amounts due to related party	28,796	28,796	28,796	28,796	-	-
Finance lease	291,347	291,347	94,260	94,260	197,087	-
	1,367,775	1,367,775	1,170,688	1,170,688	197,087	-

14 FINANCIAL RISK MANAGEMENT (continued)

14.4 Liquidity risk (continued)

Company	Carrying amounts	Contractual cash flows	On demand	Within one year	Between two and five years	After five years
	€	€	€	€	€	€
At 31 December 2018						
Trade and other payables	11,153	11,153	11,153	11,153	-	-
Amounts due to group companies	116,606	116,606	116,606	116,606	-	-
Amounts due to related party	28,796	28,796	28,796	28,796	-	-
Finance lease	382,861	382,861	97,087	97,087	258,774	-
	539,416	539,416	253,642	253,642	258,774	-

The Group continues to assess its funding requirements to ensure that adequate funds are in place to meet its financial liabilities when they fall due.

15 CAPITAL MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as going concern, while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The capital structure of the Group consists of net debts (borrowings as detailed in note 15 offset by cash and bank balances) and equity of the Group (comprising issued capital, reserves, retained earnings and non-controlling interests as detailed in notes 12 and 13).

15.1 Gearing ratio

The Group's gearing ratio at the end of the reporting period was as follows:

	Group 2019	Group 2018
	€	€
Debt (i)	7,809,861	4,263,858
Cash and bank balances	(1,319,502)	(55,929)
Net debt	6,490,359	4,207,929
Equity (ii)	499,683	444,063
Net debt to equity ratio	12.99%	9.48%

15 CAPITAL MANAGEMENT (continued)

Notes:

(i) Debt is defined as long-and short-term borrowings.

(ii) Equity includes all capital and reserves of the Group that are managed as capital.

16 INVESTMENT IN SUBSIDIARIES

The investment in group undertakings is as follows:

	Company
	€
Cost	
At 1 January 2018	-
Additions	42,500
At 31 December 2018	42,500
At 1 January 2019	42,500
Additions	-
At 31 December 2018	42,500

16.1 Details of the Company's subsidiaries at the end of the reporting period are as follows:

Name of subsidiary	Principal activity	Registered office	Proportion of ownership interest and voting power held	
			2019	2018
Testa Catering Concepts Limited	To operate Cibo Pizzeria restaurants and French Affaire cafeteria	RU 19, The Pjazza, The Point, Tigne Point, Sliema	100%	100%
Testa Finance PLC	To act as a finance and investment company	RU 19, The Pjazza, The Point, Tigne Point, Sliema	99.9%	99.9%

Financial Support:

On 20 December 2018, the Company issued € 3,900,000 5.5% Unsecured Bonds having a nominal value of € 100 each. The bond issue was admitted to Prospects MTF operated by the Malta Stock Exchange with effect from 9 January 2019. Trading on the bond issue commenced on 10 January 2019. The Bonds are redeemable at par on 9 January 2029. Interest on the bond issued is payable annually in arrears on 9 January.

16 INVESTMENT IN SUBSIDIARIES (continued)

Financial Support: (continued)

These funds were used to finance the purchase of property in Bugibba at the Islets Promenade together with its improvements, additions and alternations, repayments of existing borrowings and facilities from credit institutions, repayment of a third-party loan and working capital obligations and repayments due by Group companies.

17 RELATED PARTY TRANSACTIONS

Balances and transactions between the Company and its subsidiaries, which are related parties of the Group, have been eliminated on consolidation and are not disclosed in this note.

17.1 Compensation of key management personnel

The remuneration of directors and other members of key management personnel during the year was as follows:

	Group	
	2019	2018
Directors' remuneration	€ 121,025	€ 90,783

17.2 Loans from/(loans to) related parties

	Group		Company	
Current assets	2019	2018	2019	2018
Related parties	€ (28,796)	€ 884	€ (28,796)	€ (28,796)

18 COMMITMENTS FOR EXPENDITURE

	Group	
	2019	2018
Commitments for the acquisition of property, plant and equipment	€ 152,500	€ 75,000

During the year under review the Group had contracted capital commitments with regards to purchase of immovable property for the aggregate amount of € 3,000,000. During the year under review the Group had € 152,500 as deposits paid on account on such immovable property.

19 CONTINGENT LIABILITIES

At year end, the Group had bank guarantees for € 69,000 in favour of third parties. These guarantees have arisen in the ordinary course of the Group's business and no material losses are anticipated.

20 OTHER MATTERS

Due to the fact that the Group operates in the catering industry, the Covid19 outbreak has negatively affected the operations and cash flow. After significant capital expenditure and expansion during the year ended 31 December 2019, the Group planned to operate for the first time all of its outlets for twelve whole months during the year ending 31 December 2020 but this will not be possible due to the Covid19 outbreak and the economic crisis it has generated. In order to offset the effects of these issues on the Group's cash flow, Testa Catering Concepts Limited, a company forming part of the Group, has approached a local credit institution to finance the Group's operations in the short term. The Board is confident this will bridge the Group's operation up until working conditions are back to normal.

21 ACCOUNTING POLICIES

21.1 PRINCIPLES OF CONSOLIDATION AND EQUITY ACCOUNTING

21.1.1 Subsidiaries

Subsidiaries are all entities over which the parent company has control. The parent company controls an entity when it is exposed to, or has right to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which controlled is transferred to the Group. They are deconsolidated from the date that control ceases.

Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the parent company.

21.1.2 Equity method

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the parent's share of the post-acquisition profits or losses of the investee in profit or loss, and the parent's share of movement in other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and joint ventures are recognised as a reduction in the carrying amount of the investment.

When the Group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the parent does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealised gains on transactions between the Group and its associates and joint ventures are eliminated to the extent of the Group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group.

21.2 GOODWILL

Goodwill arising in a business combination is recognised as an asset at the date that control is acquired (the acquisition date). Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the Group's interest in the fair value of the acquiree's identifiable net assets exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held equity interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

21 ACCOUNTING POLICIES (continued)

21.2 GOODWILL (continued)

Goodwill is amortised and is reviewed for impairment at least annually. For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units expected to benefit from the synergies of the combination. Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. An impairment loss recognised for goodwill is not reversed in a subsequent period.

21.3 REVENUE RECOGNITION

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of returns, trade allowances, rebates and amounts collected on behalf of third parties.

The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Group's activities as described below. The Group bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

The Group recognises revenue from the following major sources as detailed here under:

21.3.1 Operation of Cafeterias and restaurants

Revenue is measured at the fair value of the consideration received. Revenue from sale of food and beverages is recognised at the point of sale in the restaurants and cafeterias of the Company at a point in time.

21.3.2 Rental Income

Rental income from investment property is recognised in profit or loss on a straight-line basis over the term of the lease on the annual income received.

21.4 LEASING

The Group has applied IFRS 16 retrospectively from financial statements for the year ending 31 December 2018.

21.4.1 The Group as a Lessee

For any new contracts entered into on or after 1 January 2018, the Group considers whether a contract is or contains a lease. A lease is defined as a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration. To apply this definition the Group assesses whether the contract meets three key evaluations which are whether:

- the contract contains an identified asset, which is either identified in the contract or implicitly specified by being identified at the time asset is made available to the Group;

21 ACCOUNTING POLICIES (continued)

21.4 LEASING (continued)

21.4.1 The Group as a Lessee (continued)

- the Group has the right to obtain substantially all of the economic benefits from use of the identified asset throughout the period of use, considering its rights within the defined scope of the contract;

- the Group has the right to direct the use of the identified asset throughout the period of use. The Group assess whether it has the right to direct how and for what purpose the asset is used throughout the period of use.

Measurement and recognition of leases as a lessee

At least commencement date, the Group recognises a right-of-use asset and a lease liability on the balance sheet. The right-of-use is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Group, an estimate of any costs to dismantle and remove the asset at the end of the lease, and any lease payments made in advance of the lease commencement date.

The Group depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Group also assesses the right-of-use asset for impairment when such indicators exist.

At the commencement date, the Group measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease, if that rate is readily available, or the Group's incremental borrowing rate.

Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance fixed), variable payments based on an index or rate, amounts expected to be payable under a residual value guarantee and payments arising from options reasonably certain to be exercised.

Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is remeasured to reflect any reassessment or modification, or if there are changes in in-substance fixed payments.

When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of-use asset, or profit and loss if the right-of-use asset is already reduced to zero.

The Group has elected to account for short-term leases and leases of low-value assets using the practical expedients. Instead of recognising a right-of-use asset and lease liability, the payments in relation to these are recognised as an expense in profit or loss on a straight-line basis over the lease term.

On the balance sheet, right-of-use assets have been included in property, plant and equipment (except those meeting the definition of investment property) and lease liabilities have been included in trade and other payables.

- The Group's accounting policy under IFRS 16 was implemented in the current year retrospectivly.

- As a lessor the Group classifies its leases as either operating or finance leases.

21 ACCOUNTING POLICIES (continued)

21.4 LEASING (continued)

21.4.1 The Group as a Lessee (continued)

- A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership of the underlying asset and classified as an operating lease if it does not.

Finance Leases

Management applies judgment in considering the substance of a lease agreement and whether it transfers substantially all the risks and rewards incidental to ownership of the leased asset.

Key factors considered include the length of the lease term in relation to the economic life of the asset, the present value of the minimum lease payments in relation to the asset's fair value, and whether the Group obtains ownership of the asset at the end of the lease term.

For leases of land and buildings, the minimum lease payments are first allocated to each component based on the relative fair values of the respective lease interests. Each component is then evaluated separately for possible treatment as a finance lease, taking into consideration the fact that land normally has an indefinite economic useful life. The interest element is charged to profit or loss, as finance costs over the period of the lease.

21.4.2 The Group as a lessor

Operating Leases

Rental income is recognised on a straight-line basis over the term of the lease.

21.5 FOREIGN CURRENCY AMOUNTS

In preparing the consolidated financial statements, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences are recognised in profit or loss in the period in which they arise.

21.6 BORROWING COSTS

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. To the extent that variable rate borrowings are used to finance a qualifying asset and are hedged in an effective cash flow hedge of interest rate risk, the effective portion of the derivative is recognised in other comprehensive income and reclassified to profit or loss when the qualifying asset impacts profit or loss. To the extent that fixed rate borrowings are used to finance a qualifying asset and are hedged in an effective fair value hedge of interest rate risk, the capitalised borrowing costs reflect the hedged interest rate.

21 ACCOUNTING POLICIES (continued)

21.6 BORROWING COSTS (continued)

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

21.7 GOVERNMENT GRANTS

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred revenue in the balance sheet and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

The benefit of a government loan at a below-market rate of interest is treated as a government grant, measured as the difference between proceeds and the fair value of the loan based on prevailing market interest rates.

Government grants towards staff re-training costs are recognised as income over the periods necessary to match them with the related costs and are deducted in reporting the related expense. Government grants relating to the acquisition of property, plant and equipment are treated as deferred income and released to profit or loss over the expected useful lives of the assets concerned.

21.8 SHORT TERM AND OTHER LONG TERM EMPLOYEE BENEFITS

A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date.

21.9 INCOME TAX

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

21 ACCOUNTING POLICIES (continued)

21.9 INCOME TAX (continued)

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the company's operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in foreign operations where the company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

21.10 PROPERTY, PLANT AND EQUIPMENT

The Group accounting policy for land and buildings is explained in note 10.1. All other property, plant and equipment is stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost may also include transfers from equity of any gains or losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

21 ACCOUNTING POLICIES (continued)

21.10 PROPERTY, PLANT AND EQUIPMENT (continued)

Increases in the carrying amounts arising on revaluation of land and buildings are recognised, net of tax, in other comprehensive income and accumulated in reserves in shareholders' equity. To the extent that the increase reverses a decrease previously recognised in profit or loss, the increase is first recognised in profit or loss. Decreases that reverse previous increases of the same asset are first recognised in other comprehensive income to the extent of the remaining surplus attributable to the asset; all other decreases are charged to profit or loss.

Each year, the difference between depreciation based on the revalued carrying amount of the asset charged to profit or loss and depreciation based on the asset's original cost, net of tax, is reclassified from the property, plant and equipment revaluation surplus to retained earnings.

The depreciation methods and periods used by the Group are disclosed in note 10.1.2.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss. When revalued assets are sold, it is the Group's policy to transfer any amounts included in other reserves in respect of those assets to retained earnings.

21.11 INVESTMENT PROPERTY

Investment properties are held to earn rentals and for capital accretion. Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are measured at fair value. All of the Group's property interests held to earn rentals are accounted for as investment properties and are measured using the fair value model. Gains and losses arising from changes in the fair value of investment properties are included in profit or loss in the period in which they arise.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognised.

The amount of consideration to be included in the gain or loss arising from the derecognition of investment property is determined in accordance with the requirements for determining the transaction price in IFRS 15.

Transfers are made to (or from) investment property only when there is a change in use. For a transfer from investment property to owner-occupied property, the deemed cost for subsequent accounting is the fair value at the date of change in use. If owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under property, plant and equipment up to the date of change in use.

21 ACCOUNTING POLICIES (continued)

21.12 INTANGIBLE ASSETS

21.12.1 Intangible assets acquired separately

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 prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

21.12.2 Derecognition of intangible assets

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

21.13 IMPAIRMENT OF TANGIBLE AND INTANGIBLE ASSETS EXCLUDING GOODWILL

At each reporting date, the Group reviews the carrying amounts of its tangible and 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 to determine the extent of the impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, the Group 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, corporate 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.

Intangible assets with an indefinite useful life are tested for impairment at least annually and whenever there is an indication that the asset may be impaired. 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 current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. If the recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, 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.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash generating unit) is increased to the revised estimate of its 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.

21 ACCOUNTING POLICIES (continued)

21.14 INVENTORIES

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on average cost basis. Net realisable value represent the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

21.15 INVESTMENT AND OTHER FINANCIAL ASSETS

The company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through OCI or through profit or loss) and
- those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or OCI. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (FVOCI).

Recognition and Derecognition

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (FVPL), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

21.16 PROVISIONS

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

21 ACCOUNTING POLICIES (continued)

21.17 SHARE CAPITAL

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds. Dividends are recognised as liability in the period in which they are declared.

The Schedules and Appendices on the pages that follow do not form part of the financial statements

Consolidated Statement of Profit or Loss and Other Comprehensive Income – Schedule
For the year ended 31 December 2019

		Group		Company	
		2019	2018	2019	2018
	Pages	€	€	€	€
Revenue		3,133,599	1,539,051	100,000	100,000
Cost of sales:					
Opening stock		63,948	-	-	-
Purchases		1,017,987	522,447	-	-
		1,081,935	522,447	-	-
Closing stock		(258,577)	(63,948)	-	-
		823,358	458,499	-	-
Gross profit		2,310,241	1,080,552	100,000	100,000
Administration expenses	50	(2,686,251)	(1,126,027)	(168,121)	(102,698)
Finance costs	51	(348,581)	(126,704)	(65,394)	(11,151)
Finance income	51	490	-	-	-
Share of net losses of subsidiaries accounted for using the equity method		-	-	(42,500)	-
Loss before tax		(724,101)	(172,179)	(176,015)	(13,849)

Consolidated Statement of Profit or Loss and Other Comprehensive Income – Expenses and Income Schedule
For the year ended 31 December 2019

	Group		Company	
	2019	2018	2019	2018
	€	€	€	€
Administrative expenses				
Advertising and promotions	73,973	17,897	-	-
Entertainment	28,177	2,642	-	-
Donations	-	1,500	-	-
Wages and salaries	670,378	337,425	-	-
National insurance	39,803	19,319	-	-
Directors' remuneration	121,025	90,783	-	-
Staff recruitment	126,731	34,206	-	-
Staff uniforms	11,168	697	-	-
License fees	2,735	1,912	762	15
Insurances	10,399	10,858	-	-
Printing, postage and stationary	7,199	8,007	-	-
Professional fees	128,740	17,746	1,836	520
Accountancy fees	50,000	26,250	7,975	5,500
Audit fees	9,775	5,250	2,175	1,500
Parking tickets	5,619	4,694	-	-
Registration fees	1,065	400	765	100
Motor vehicle expenses	4,732	4,405	-	-
Motor vehicle fuel	2,899	1,991	-	-
Rent	120,582	3,742	-	-
Repairs and maintenance	22,196	21,306	800	721
Transportation fees	1,721	-	-	-
Gas	20,441	4,211	-	-
Computer expenses	7,986	5,300	-	-
Water and electricity	45,449	39,492	-	-
Cleaning expenses	16,047	-	-	-
Telecommunications	5,954	6,240	-	-
Fines and penalties	134	-	-	-
Garbage disposal	2,565	-	-	-
Amortisation	66,667	12,500	-	-
Depreciation	965,408	425,821	153,808	94,342
DJ services	7,331	-	-	-
Fuel for generator	41,178	-	-	-
Equipment leasing	1,633	-	-	-
Subscriptions	180	-	-	-
Sundry expenses	2,115	-	-	-
Royalty expenses	26,254	-	-	-
Consumables and cutlery	5,194	5,150	-	-
Pest control	1,600	580	-	-
Service charges	31,198	15,703	-	-
- to page 49	€ 2,686,251	€ 1,126,027	€ 168,121	€ 102,698

Consolidated Statement of Profit or Loss and Other Comprehensive Income – Expenses and Income Schedule (continued)
For the year ended 31 December 2019

	Group		Company	
	2019	2018	2019	2018
	€	€	€	€
Financial expenses				
Bank overdraft interest	1,976	1,115	-	-
Bank loan interest	300	4,204	-	-
Amortisation of bond issue cost	5,184	-	-	-
Bank charges	30,717	12,932	-	-
Other interest		-	8,486	-
Bond interest	209,799	-	-	-
Finance charges in respect of finance lease	100,605	108,453	56,908	11,151
- to page 49	348,581	126,704	65,394	11,151
Finance income				
Bank interest received -to page 49	490	-	-	-

TESTA PROPERTIES LIMITED

REPORT AND FINANCIAL STATEMENTS
For the year ended 31 December 2019

TESTA PROPERTIES LIMITED

Company Information

Directors :	Ms Hanna Yevheniivna Testa Mr Jean Paul Testa
Secretary :	Mr Jean Paul Testa
Company number :	C 80524
Registered office :	RU 19, The Pjazza The Point Tigne Point Sliema Malta
Auditors :	KSi Malta 6, Villa Gauci Mdina Road Balzan BZN 9031 Malta

TESTA PROPERTIES LIMITED

Contents

Report of the Directors
For the year ended 31 December 2019

The directors present their report and the audited financial statements for the year ended 31 December 2019.

Principal Activity

The company principal activity is to act as a holding company and to own property to be used by other group companies.

Review of Business

The loss for the year after tax amounted to € 176,015. The company entered into a lease agreement to lease property in St Paul's Bay. The lease is for a period of 5 years. The property is then leased back to a subsidiary company.

Dividends and Reserves

The directors do not recommend the payment of a dividend.

Financial Risk Management

The Company's activities potentially expose it to a variety of financial risks: liquidity risk and credit risk. The Company's overall risk management focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Company's financial performance. The Board provides principles for overall risk management, as well as policies covering risks referred to above and specific areas such as investment of excess liquidity. The Company did not make use of derivative financial instruments to hedge certain risk exposures during the current and preceding financial years.

(a) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions.

(b) Credit risk

The Company has no significant concentrations of credit risk. It has policies in place to ensure that services are made to customers with an appropriate credit history.

Post Balance Sheet Events

The Directors evaluated subsequent events from 1 January 2020 through 12 June 2020, the date the company's financial statements are approved. Due to the fact that the Group operates in the catering industry, the Covid19 outbreak has negatively affected the operations and cash flow. After significant capital expenditure and expansion during the year ended 31 December 2019, the Group planned to operate for the first time all of its outlets for twelve whole months during the year ending 31 December 2020 but this will not be possible due to the Covid19 outbreak and the economic crisis it has generated. In order to offset the effects of these issues on the Group's cash flow, Testa Catering Concepts Limited, a company forming part of the group, has approached a local credit institution to finance the Group's operations in the short term. The Board is confident this will bridge the Group's operation up until working conditions are back to normal.

Report of the Directors (continued)
For the year ended 31 December 2019

Future Developments

The company will continue developing the former 'Serena Beach Club' at Islet Promenade in Bugibba. The company will develop this property into a Lido, a Cibo restaurant and an international renowned beef restaurant under the name of 'Beefbar'. This property will then be managed by the subsidiary Testa Catering Concepts Limited.

Directors

The following have served as directors of the company during the year under review:

Ms Hanna Yevheniivna Testa
Mr Jean Paul Testa

In accordance with the company's Articles of Association the present directors remain in office.

Directors' Interest

The directors' beneficial interest in the shares of the company at 31 December 2019 were as follows:

	Ordinary shares of € 1
Ms Hanna Yevheniivna Testa	320,678
Mr Jean Paul Testa	320,678

Financial Reporting Framework

The directors have resolved to prepare the Company's financial statements for the for the year ended 31 December 2019 in accordance with International Financial Reporting Standards as adopted by the EU.

Auditors

KSi Malta have indicated their willingness to continue in office and a resolution concerning their re-appointment will be proposed at the forthcoming annual general meeting.

Ms Hanna Yevheniivna Testa
Director

Mr Jean Paul Testa
Director

12 June 2020

Directors' Responsibilities
For the year ended 31 December 2019

The Companies Act, 1995 requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company as at the end of the financial year and of the profit or loss of the company for that year in accordance with the requirements of International Financial Reporting Standards as adopted by the EU. 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 business;

- select suitable accounting policies and apply them consistently from one accounting period to another;

- make judgements and estimates that are reasonable and prudent;

- account for income and charges relating to the accounting period on accruals basis; and

- value separately the components of asset and liability items on a prudent basis.

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, 1995. They are also responsible for safeguarding the assets of the company and for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors, through oversight of management are responsible to ensure that the company establishes and maintains internal control to provide reasonable assurance with regard to reliability of financial reporting, effectiveness and efficiency of operations and compliance with applicable laws and regulations.

Independent Auditors' Report

To the shareholders of Testa Properties Limited

Report on the Audit of the Financial Statements

We have audited the financial statements of Testa Properties Limited, set out on pages 8 to 36, which comprise the balance sheet as at 31 December 2019, and the statement of profit or loss and other 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 2019, 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 and have been prepared in accordance with the requirements of the Companies Act (Cap. 386).

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 Auditors' 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.

Emphasis of matter

We draw attention to the fact that the Company forms part of Group which operates in the catering industry. Due to the Covid19 outbreak, this industry was negatively affected and had to deal with government-imposed restrictions on all of its operations. After significant capital expenditure and expansion during the year ended 31 December 2019, the Group planned to operate for the first time all of its outlets for twelve whole months during the year ending 31 December 2020 but this will not be possible due to the Covid19 outbreak and the economic crisis it has generated. Given that the Company's operations and cash flow rely on the success of the Group as a whole, these events or conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. In order to offset the effects of these issues on the Group's cash flow, Testa Catering Concepts Limited, a company forming part of the group, has approached a local credit institution to finance the Company's operations in the short term. In turn, this injection of funds is also planned to cover the Company's individual operations and cash flow. The Board is confident this will bridge the Group's operation up until working conditions are back to normal. Our opinion is not modified in respect of this matter.

6, Villa Gauci, Mdina Road. Balzan, BZN9031, Malta (EU)
Tel: +356 21 226 176 | Fax: +356 2122 6019 | info@ksimalta.com | **www.ksimalta.com**

Independent Auditors' Report (continued)

Other Information

The directors are responsible for the other information. The other information comprises the Report of the Directors and the Directors' Responsibilities. Our opinion on the financial statements does not cover this information. 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 Report of the Directors, we also considered whether the Report of the Directors 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 Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements; and

- the Report of the Directors has been prepared in accordance with the Maltese Companies Act (Cap.386).

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 Report of the Directors. 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.

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Independent Auditors' Report (continued)

Auditors' 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 auditors' 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.

- 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 auditors' 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 auditors' report. However, future events or conditions may cause the company to cease to continue as a going concern.

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Independent Auditors' Report (continued)

Auditors' Responsibilities for the Audit of the Financial Statements (continued)

- 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

We have responsibilities under the Companies Act, 1995 enacted in Malta to report to you if, in our opinion:

- The information given in the Report of the Directors is not consistent with the financial statements.
- 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 not received all the information and explanations we require for our audit.
- Certain disclosures of directors' remuneration specified by law are not made in the financial statements, giving the required particulars in our report.

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

Joseph Gauci (Partner) for and on behalf of

KSi Malta
Certified Public Accountants

Balzan
Malta

12 June 2020

6, Villa Gauci, Mdina Road. Balzan, BZN9031, Malta (EU)
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Statement of Profit or Loss and Other Comprehensive Income
For the year ended 31 December 2019

	Notes	2019 €	2018 €
Other income	7	100,000	100,000
Administrative expenses	7	(168,121)	(102,698)
Operating loss		(68,121)	(2,698)
Finance costs	7	(65,394)	(11,151)
Net finance costs		(65,394)	(11,151)
Share of net losses of subsidiaries accounted for using the equity method		(42,500)	-
Loss before tax		(176,015)	(13,849)
Income tax expense	8	-	(32,008)
Loss for the year		(176,015)	(45,857)
Other comprehensive income for the year			
Other comprehensive income for the year		-	-
Total comprehensive expense for the year		(176,015)	(45,857)

TESTA PROPERTIES LIMITED

Balance Sheet
As at 31 December 2019

	Notes	2019 €	2018 €
Assets			
Non-current assets			
Property, plant and equipment	9	1,025,715	407,781
Investment property	9	640,152	640,152
Investment in subsidiary	15	-	42,500
Total non-current assets		1,665,867	1,090,433
Current assets			
Other receivables	10	152,500	75,590
Total current assets		152,500	75,590
Total assets		1,818,367	1,166,023
Liabilities			
Non-current liabilities			
Borrowings	10	197,087	285,774
Deferred tax liabilities	9	32,008	32,008
Total non-current liabilities		229,095	317,782
Current liabilities			
Trade and other payables	10	140,085	11,153
Borrowings	10	1,030,603	242,489
Total current liabilities		1,170,688	253,642
Total liabilities		1,399,783	571,424
Net assets		418,584	594,599
Equity			
Share capital	11	641,356	641,356
Retained earnings	11	(222,772)	(46,757)
Total equity		418,584	594,599

The financial statements on pages 8 to 36 were approved and authorised for issue by the Board on 12 June 2020 and were signed on its behalf:

Ms Hanna Yevheniivna Testa
Director

Mr Jean Paul Testa
Director

Statement of Changes in Equity
For the year ended 31 December 2019

	Share capital €	Retained earnings €	Total €
Changes in equity for 2018			
Balance at 1 January 2018	1,200	(900)	300
Increase of share capital	640,156	-	640,156
Loss for the year	-	(45,857)	(45,857)
Balance at 31 December 2018	641,356	(46,757)	594,599
Changes in equity for 2019			
Balance at 1 January 2019	641,356	(46,757)	594,599
Loss for the year	-	(176,015)	(176,015)
Balance at 31 December 2019	641,356	(222,772)	418,584

Statement of Cash Flows
For the year ended 31 December 2019

	Note	2019 €	2018 €
Cash flows from operations activities			
Cash generated from operations	12	80,801	101,307
Net cash inflow from operating activities		80,801	101,307
Cash flows from investing activities			
Payments for acquisition of subsidiary		-	(12,500)
Payments for property, plant and equipment		(771,742)	(30,413)
Loan from/(to) subsidiary		690,941	(58,394)
Net cash outflow from investing activities		(80,801)	(101,307)
Net increase in cash and cash equivalents		-	-
Cash and cash equivalents at beginning of the financial year		-	-
Cash and cash equivalents at end of year		-	-

1 REPORTING ENTITY

Testa Properties Limited is a limited liability company domiciled and incorporated in Malta. The company's registered office is RU19, The Pjazza, The Point, Tigne Point, Sliema. The company was formed with the intention to act as a holding company and to rent out the investment property.

2 BASIS OF ACCOUNTING

These financial statements have been prepared in accordance with IFRSs. They were authorised for issue by the Company's board of directors on 12 June 2020.

Details of the Company's accounting policies are included in Note 17.

3 FUNCTIONAL AND PRESENTATION CURRENCY

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

4 APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (IFRSs)

Standards and interpretations applied during the current year

Amendments and interpretations applicable for the first time in 2019 shown here under have been implemented. The application of the below standards and interpretations do not have an impact on the financial statements of the Company.

Standard	Subject of amendment	Effective date
IFRS 3 Business Combinations	Amendments resulting from *Annual Improvements 2015–2017 Cycle* (remeasurement of previously held interest)	1 January 2019
IFRS 9 Financial Instruments	Amendments regarding prepayment features with negative compensation and modifications of financial liabilities	1 January 2019
IFRS 11 Joint Arrangements	Amendments resulting from *Annual Improvements 2015–2017 Cycle* (remeasurement of previously held interest)	1 January 2019
IFRS 16 Leases	Original issue	1 January 2019
IAS 12 Income Taxes	Amendments resulting from *Annual Improvements 2015–2017 Cycle* (income tax consequences of dividends)	1 January 2019
IAS 19 Employee Benefits	Amendments regarding plan amendments, curtailments or settlements	1 January 2019
IAS 23 Borrowing Costs	Amendments resulting from *Annual Improvements 2015–2017 Cycle* (borrowing costs eligible for capitalisation)	1 January 2019
IAS 28 Investments in Associates and Joint Ventures	Amendments regarding long-term interests in associates and joint ventures	1 January 2019

4 APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (IFRSs)

Standards issued but not yet effective

The new and amended standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Company's financial statements are disclosed below. The Company intends to adopt these new and amended standards and interpretations, if applicable, when they become effective.

Standard	**Subject of amendment**	**Effective date**
IFRS 3 Business Combinations	Amendments to clarify the definition of a business	1 January 2020
IFRS 7 Financial Instruments: Disclosures	Amendments regarding pre-replacement issues in the context of the IBOR reform	1 January 2020
IFRS 9 Financial Instruments	Amendments regarding pre-replacement issues in the context of the IBOR reform	1 January 2020
IFRS 17 Insurance Contracts	Original issue	1 January 2021
IAS 1 Presentation of Financial Statements	Amendments regarding the definition of material	1 January 2020
IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors	Amendments regarding the definition of material	1 January 2020
IAS 39 Financial Instruments: Recognition and Measurement	Amendments regarding pre-replacement issues in the context of the IBOR reform	1 January 2020

5 USE OF JUDGEMENTS AND ESTIMATES

In preparing these financial statements, management has made judgements and estimates that affect the application of the Company's 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 estimates are recognised prospectively.

5.1 Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the financial statements is included in the following notes:

- Estimation of current tax payable and current tax expense – note 8;
- Estimated useful life of property, plant and equipment – note 9.1;
- Recognition of deferred tax liabilities – note 9.3;
- Leases: whether an arrangement contains a lease – note 10.3;
- Leases classification – note 10.3.

6 CHANGES IN SIGNIFICANT ACCOUNTING POLICIES

6.1 Significant Accounting Policies

The company has initially applied IFRS 16 Leases from 1 January 2018. A number of other new standards are also effective from 1 January 2018, but they do not have a material effect on the Company's financial statements.

The effect of initially applying these standards is attributed to the following:

- A recognition of a right-of-use asset for leased property;
- A recognition of deprecation on right-of use asset;
- A recognition of finance charges in respect of finance lease.

Notes to the Financial Statements (continued)
For the year ended 31 December 2019

7 OTHER INCOME AND EXPENSE ITEMS

7.1 Other Income

	2019	2018
Rental income and sub-lease rental income	€ 100,000	€ 100,000

7.2 Breakdown of expenses by nature

	2019 €	2018 €
Depreciation	153,808	94,342
Audit fees	2,175	1,500
Other expenses	12,138	6,856
Total administrative expenses	168,121	102,698

7.3 Finance costs

	2019 €	2018 €
Finance charges in respect of finance lease	8,486	11,151
Other interest	56,908	-
	65,394	11,151

8 INCOME TAX EXPENSE

8.1 Income Tax Expense

	2019 €	2018 €
Current tax		
Current tax on taxable income for the year	-	-
Total current tax expense	-	-

8 INCOME TAX EXPENSE (continued)

8.1 Income Tax Expense (continued)

	2019	2018
	€	€
Deferred income tax		
Increase in deferred tax liabilities	-	32,008
Total deferred tax expense	-	32,008
Income tax expense	-	32,008

8.2 Reconciliation of income tax expense

	2019	2018
	€	€
Loss before tax	(176,015)	(13,849)
Theoretical tax expense @ 35%	(61,605)	(4,847)
Tax effect of amounts which are not deductible in calculating taxable income:		
Sundry items	61,505	36,855
	-	32,008

Notes to the Financial Statements (continued)
For the year ended 31 December 2019

9 NON-FINANCIAL ASSETS AND LIABILITIES

9.1 Property, Plant and Equipment

	Electric & Building €	Furniture & Fittings €	Right on use asset €	Assets under construction €	Total €
Cost					
At 1 January 2018	-	-	-	-	-
Additions	-	-	471,710	30,413	502,123
At 31 December 2018	-	-	471,710	30,413	502,123
At 1 January 2019	-	-	471,710	30,413	502,123
Reclassification	30,413	-	-	(30,413)	-
Additions	883,692	110,500	-	-	994,192
Disposals	(222,450)	-	-	-	(222,450)
At 31 December 2019	691,655	110,500	471,710	-	1,273,865
Depreciation					
At 1 January 2018	-	-	-	-	-
Charge for the year	-	-	94,342	-	94,342
At 31 December 2018	-	-	94,342	-	94,342
At 1 January 2019	-	-	94,342	-	94,342
Charge for the year	48,416	11,050	94,342	-	153,808
At 31 December 2019	48,416	11,050	188,684	-	248,150
Carrying amounts					
At 31 December 2019	643,239	99,450	283,026	-	1,025,715
At 31 December 2018	-	-	377,368	30,413	407,781

9 NON-FINANCIAL ASSETS AND LIABILITIES (continued)

9.1.1 Leased assets

Property includes the following amounts where the Company is a lessee under a finance lease (refer to note 10.4 for further details):

	2019	2018
	€	€
Leased property		
Cost	471,710	471,710
Accumulated depreciation	(188,684)	(94,342)
Net book amount	282,026	377,368

9.1.2 Depreciation method and useful lives

Items of property, plant and equipment are recognised at historical costs less depreciation. Depreciation is calculated using the straight-line method to allocate their cost or revalued amounts, net of the residual values, over the estimated useful lives or, in the case of leasehold property the shorter lease term as follows:

- Leased property 5 years
- Electric & Building 14 years
- Furniture & Fittings 10 years

No depreciation is charged on assets under construction.

9.2 Investment Property

	2019	2018
	€	€
Leased property		
Opening balance at 1 January	640,152	-
Additions	-	640,152
Closing balance at 31 December	640,152	640,152

9 NON-FINANCIAL ASSETS AND LIABILITIES (continued)

9.2.1 Measuring investment property at fair value

Investment properties are held for capital appreciation. They are carried at fair value. Changes in fair values are presented in profit or loss as part of other income.

9.3 Deferred Tax Balances

9.3.1 Deferred tax liabilities

	2019	2018
The balance comprises temporary differences attributable to:		
Investment property	€ 32,008	€ 32,008

	Investment property €	Total €
At 1 January 2018	-	-
Charged - to profit or loss	32,008	32,008
At 31 December 2018	32,008	32,008
At 1 January 2019	32,008	32,008
Charged – to profit or loss	-	-
At 31 December 2019	32,008	32,008

10 FINANCIAL ASSETS AND FINANCIAL LIABILITIES

The company holds the following financial instruments:

	Notes	2019 €	2018 €
Financial assets			
Other receivables	10.1	152,500	75,590
		152,500	75,590
Financial liabilities			
Trade and other payables	10.2	140,085	11,153
Borrowings	10.3	1,227,690	528,263
		1,367,775	539,416

10 FINANCIAL ASSETS AND FINANCIAL LIABILITIES (continued)

10.1 Other receivables

	2019	2018
Current assets		
Other receivables (note)	€ 152,500	€ 75,590

Note:

Other receivables amounts generally arise from transactions outside the usual operating activities of the Company.

10.2 Trade and other payables

	2019	2018
	€	€
Current liabilities		
Capital creditors (note)	43,172	3,868
Vat payable	29,420	-
Accruals	67,493	7,285
	140,085	11,153

Note:

Trade payables are unsecured and are usually paid within 30 days of recognition.

The carrying amounts of trade and other payables are considered to be the same as their fair values, due to their short-term nature.

10.3 Borrowings

	2019	2018
Secured		
Current liabilities		
Leased liabilities (note)	€ 94,260	€ 97,087
Non-current liabilities		
Leased liabilities (note)	€ 197,087	€ 285,774

10 FINANCIAL ASSETS AND FINANCIAL LIABILITIES (continued)

10.3 Borrowings (continued)

	2019	2018
	€	€
Unsecured		
Current liabilities		
Amounts due to related parties	28,796	28,796
Amounts due to group companies	907,547	116,606
	936,343	145,402
Total Borrowings	1,227,690	528,263

Note:

Finance lease:

The Company leases property with a carrying amount of €291,347 under finance leases expiring within three years.

11 EQUITY

11.1 Share Capital

	2019	2018
Authorised		
641,356 ordinary shares of €1	€ 641,356	€ 641,356
Called up, issued and fully paid up		
641,356 ordinary shares of €1	€ 641,356	€ 641,356

Note:

Ordinary shares have a par value of €1. They entitle the holder to participate in dividends and to share in the proceeds of winding up the company in proportion to the number of and amounts paid on the shares held.

11 EQUITY (continued)

11.2 Retained Earnings

Movement in retained earnings were as follows:

	€
At 1 January 2018	(900)
Net loss for the year	(45,857)
At 31 December 2018	(46,757)
At 1 January 2019	(46,757)
Net loss for the year	(176,015)
At 31 December 2019	(222,772)

12 CASH FLOW INFORMATION

12.1 Cash generated from operations

	2019 €	2018 €
Loss before tax	(176,015)	(13,849)
Adjustments for:		
Depreciation	153,808	94,342
Interest expense	8,486	11,151
Share of net losses of subsidiaries accounted for using the equity method	42,500	-
Operating profit before working capital changes	28,779	91,644
Change in work in capital:		
Increase in trade receivables	(76,910)	(590)
Increase in trade payables	128,932	10,253
Cash generated from operations	80,801	101,307

13 FINANCIAL RISK MANAGEMENT

The company's risk management is carried out by the board of directors. There are written principles for overall risk management, as well as policies covering specific areas, such as interest rate risk, credit risk use of derivative financial instruments and non-derivative financial instruments, and investment of excess liquidities.

13.1 Credit risk

Credit risk arises from credit exposure to customers and amounts held with financial institutions. The maximum credit exposure to credit risk at the reporting date in respect of the financial assets was as follows:

	2019	2018
Other receivables	€ 152,500	€ 75,590

With respect to amounts receivable from customers, the Company assesses on an ongoing basis the credit quality of the customers, taking into account financial position, past experience and other factors. The Company manages credit limits and exposures actively in a practical manner such that there are no material past due amounts receivable from customers as at the reporting date. The Company has no significant concentration of credit risk arising from third parties.

13.2 Liquidity risk

The Company is exposed to liquidity risk in relation to meeting future obligations associated with its financial liabilities, which comprise principally interest-bearing borrowings and trade and other payables. Prudent liquidity risk management includes maintaining sufficient cash to ensure the availability of an adequate amount of funding to meet the Company's obligations.

The following table analyses the Company's financial liabilities into relevant maturity groupings based on the remaining period at the reporting date to the contractual maturity date. The amounts disclosed in the tables below are the contractual undiscounted cash flows. Balance due within 12 months equal their carrying balances, as the impact of discounting is not significant.

13 FINANCIAL RISK MANAGEMENT (continued)

13.2 Liquidity risk (continued)

	Carrying amounts €	Contractual cash flows €	On demand €	Within one year €	Between two and five years €	After five years €
At 31 December 2018						
Trade and other payables	11,153	11,153	11,153	11,153	-	-
Amounts due to group companies	116,606	116,606	116,606	116,606	-	-
Amounts due to related party	28,796	28,796	28,796	28,796	-	-
Finance lease	382,861	382,861	97,087	97,087	285,774	-
	539,416	539,416	253,642	253,642	285,774	-
At 31 December 2019						
Trade and other payables	140,085	140,085	140,085	140,085	-	-
Amounts due to group companies	907,547	907,547	907,547	907,547	-	-
Amounts due to related party	28,796	28,796	28,796	28,796	-	-
Finance lease	291,347	291,347	94,260	94,260	197,087	-
	1,367,775	1,367,775	1,170,688	1,170,688	197,087	-

14 CAPITAL MANAGEMENT

14.1 Risk Management

The company's objectives when managing capital are to:

- Safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders; and

- Maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the Company monitors capital on the basis of the following gearing ratio:

	2019 €	2018 €
Net debt	1,227,690	528,263
Total equity	418,584	594,599
Net debt to equity ratio	3%	88%

15 INVESTMENT IN SUBSIDIARIES

	2019 €	2018 €
At 1 January	42,500	-
Additions	-	42,500
Share of net losses of subsidiaries accounted for using the equity method	(42,500)	-
At 31 December	-	42,500

Notes to the Financial Statements (continued)
For the year ended 31 December 2019

15 INVESTMENT IN SUBSIDIARIES (continued)

Name of subsidiary	Principal activity	Registered office	Proportion of ownership interest and voting power held	
			2019	2018
Testa Catering Concepts Limited	Hospitality industry	RU 19, The Pjazza, The Point, Tigne Point, Sliema	99.9%	99.99%
Testa Finance plc	Finance company	RU 19, The Pjazza, The Point, Tigne Point, Sliema	99.9%	99.99%

16 RELATED PARTY TRANSACTIONS

16.1 Parent Entity

The company is controlled by Mr Jean Paul Testa and Ms Hanna Yevheniivna Testa who each hold 50% of the entity issued capital and who are also the ultimate beneficial owners of the group.

16.2 Transactions with other related parties

	2019	2018
Other income		
Rental income from Testa Catering Concepts Limited	€ 100,000	€ 100,000

16.3 Loans from related companies/parties

	2019	2018
	€	€
Loans from Testa Catering Concepts Limited (note 1)	94,573	116,606
Loans from Testa Finance plc (note 2)	812,974	-
	907,547	116,606
Loans from ultimate beneficial owner (note 1)	28,796	28,796

16 RELATED PARTY TRANSACTIONS (continued)

Note:

1. Loans from related party and company are unsecured, interest free, with no fixed date of repayment.

2. Loans from related company are unsecured, bearing an interest rate of 7%, with no fixed date of repayment.

17 SUMMARY OF SIGNIFICANT ACCOUNT POLICIES

17.1 Principles of Consolidation and Equity Accounting

17.1.1 Subsidiaries

Subsidiaries are all entities over which the parent company has control. The parent company controls an entity when it is exposed to, or has right to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.

Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the parent company.

17.1.2 Equity method

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the parent's share of the post-acquisition profits or losses of the investee in profit or loss, and the parent's share of movement in other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and joint ventures are recognised as a reduction in the carrying amount of the investment.

When the group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the parent does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

17 SUMMARY OF SIGNIFICANT ACCOUNT POLICIES (continued)

17.1.2 Equity method (continued)

Unrealised gains on transactions between the group and its associates and joint ventures are eliminated to the extent of the group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the group.

17.2 Revenue

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of returns, trade allowances, rebates and amounts collected on behalf of third parties.

The Company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Company's activities as described below. The Company bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

17.3 Income Tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the company's operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss.

17 SUMMARY OF SIGNIFICANT ACCOUNT POLICIES (continued)

17.3 Income Tax (continued)

Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in foreign operations where the company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

17.4 Impairment of assets

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset’s carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset’s fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units).

Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

17 SUMMARY OF SIGNIFICANT ACCOUNT POLICIES (continued)

17.5 Leases

As described in Note 2, the Company has applied IFRS 16 retrospectively from financial statements for the year ending 31 December 2018.

17.5.1 The Company as a Lessee

For any new contracts entered into on or after 1 January 2018, the Company considers whether a contract is, or contains a lease. A lease is defined as a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration. To apply this definition the Company assesses whether the contract meets three key evaluations which are whether:

- the contract contains an identified asset, which is either identified in the contract or implicitly specified by being identified at the time asset is made available to the Company;

- the Company has the right to obtain substantially all of the economic benefits from use of the identified asset throughout the period of use, considering its rights within the defined scope of the contract;

- the Company has the right to direct the use of the identified asset throughout the period of use. The company assess whether it has the right to direct how and for what purpose the asset is used throughout the period of use.

Measurement and recognition of leases as a lessee

At least commencement date, the Company recognises a right-of-use asset and a lease liability on the balance sheet. The right-of-use is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Company, an estimate of any costs to dismantle and remove the asset at the end of the lease, and any lease payments made in advance of the lease commencement date.

The Company depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Company also assesses the right-of-use asset for impairment when such indicators exist.

At the commencement date, the Company measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available or the Company's incremental borrowing rate.

17 SUMMARY OF SIGNIFICANT ACCOUNT POLICIES (continued)

17.5.1 The Company as a Lessee (continued)

Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance fixed), variable payments based on an index or rate, amounts expected to be payable under a residual value guarantee and payments arising from options reasonably certain to be exercised.

Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is remeasured to reflect any reassessment or modification, or if there are changes in in-substance fixed payments.

When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of-use asset, or profit and loss if the right-of-use asset is already reduced to zero.

The Company has elected to account for short-term leases and leases of low-value assets using the practical expedients. Instead of recognising a right-of-use asset and lease liability, the payments in relation to these are recognised as an expense in profit or loss on a straight-line basis over the lease term.

On the statement of financial position, right-of-use assets have been included in property, plant and equipment (except those meeting the definition of investment property) and lease liabilities have been included in trade and other payables.

17.5.2 The Company as a lessor

The Company's accounting policy under IFRS 16 has not changed from the comparative period.

As a lessor the Company classifies its leases as either operating or finance leases.

A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership of the underlying asset and classified as an operating lease if it does not.

The Company as a lessee

Finance Leases

Management applies judgment in considering the substance of a lease agreement and whether it transfers substantially all the risks and rewards incidental to ownership of the leased asset.

17 SUMMARY OF SIGNIFICANT ACCOUNT POLICIES (continued)

17.5.2 The Company as a lessor (continued)

Key factors considered include the length of the lease term in relation to the economic life of the asset, the present value of the minimum lease payments in relation to the asset's fair value, and whether the Company obtains ownership of the asset at the end of the lease term.

For leases of land and buildings, the minimum lease payments are first allocated to each component based on the relative fair values of the respective lease interests. Each component is then evaluated separately for possible treatment as a finance lease, taking into consideration the fact that land normally has an indefinite economic life.

See the accounting policy note 9 in the year-end financial statements for the depreciation methods and useful lives for assets held under finance leases. The interest element is charged to profit or loss, as finance costs over the period of the lease.

The Company as a lessor

Operating Leases

Rental income is recognised on a straight-line basis over the term of the lease.

17.6 Investment and Other Financial Assets

The company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through OCI or through profit or loss) and

- those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or OCI. For investments in equity instruments that are not held for trading, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (FVOCI).

Recognition and Derecognition

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Company commits to purchase or sell the asset.

17 SUMMARY OF SIGNIFICANT ACCOUNT POLICIES (continued)

17.6 Investment and Other Financial Assets (continued)

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Company has transferred substantially all the risks and rewards of ownership.

Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (FVPL), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

17.7 Property, Plant and Equipment

The Company's accounting policy for land and buildings is explained in note 9.1. All other property, plant and equipment is stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost may also include transfers from equity of any gains or losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Increases in the carrying amounts arising on revaluation of land and buildings are recognised, net of tax, in other comprehensive income and accumulated in reserves in shareholders' equity. To the extent that the increase reverses a decrease previously recognised in profit or loss, the increase is first recognised in profit or loss. Decreases that reverse previous increases of the same asset are first recognised in other comprehensive income to the extent of the remaining surplus attributable to the asset; all other decreases are charged to profit or loss. Each year, the difference between depreciation based on the revalued carrying amount of the asset charged to profit or loss and depreciation based on the asset's original cost, net of tax, is reclassified from the property, plant and equipment revaluation surplus to retained earnings.

17 SUMMARY OF SIGNIFICANT ACCOUNT POLICIES (continued)

17.7 Property, Plant and Equipment (continued)

The depreciation methods and periods used by the Company are disclosed in note 9.1.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss. When revalued assets are sold, it is the Company's policy to transfer any amounts included in other reserves in respect of those assets to retained earnings.

17.8 Investment Properties

The Company's accounting policy for investment property is disclosed in note 9.2.

17.9 Trade and other payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

17.10 Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

17 SUMMARY OF SIGNIFICANT ACCOUNT POLICIES (continued)

17.10 Borrowings (continued)

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other income or finance costs.

Borrowings are classified as current liabilities unless the group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

18 OTHER MATTERS

Due to the fact that the Group operates in the catering industry, the Covid19 outbreak has negatively affected the operations and cash flow. After significant capital expenditure and expansion during the year ended 31 December 2019, the Group planned to operate for the first time all of its outlets for twelve whole months during the year ending 31 December 2020 but this will not be possible due to the Covid19 outbreak and the economic crisis it has generated. In order to offset the effects of these issues on the Group's cash flow, Testa Catering Concepts Limited, a company forming part of the group, has approached a local credit institution to finance the Group's operations in the short term. The Board is confident this will bridge the Group's operation up until working conditions are back to normal.

The Schedules and Appendices on the pages that follow do not form part of the financial statements

Statement of Profit or Loss and Other Comprehensive Income- Schedule
For the year ended 31 December 2019

	2019	2018
	€	€
Other income		
Rent receivable	100,000	100,000
Administrative Expenses		
Audit fees	(2,175)	(1,500)
License fees	(762)	(15)
Registration fees	(765)	(100)
Professional fees	(1,836)	(520)
Repairs and maintenance	(800)	(721)
Accountancy fees	(7,975)	(5,500)
Depreciation	(153,808)	(94,342)
	(168,121)	(102,698)
Finance expenses		
Finance charge on finance lease	(8,486)	(11,151)
Other interest	(56,908)	-
	(65,394)	(11,151)
Share of net losses of subsidiaries accounted for using the Equity Method	(42,500)	-
	(42,500)	-
Loss for the year	(176,015)	(13,849)