

EXALCO PROPERTIES LIMITED

Annual Report and Financial Statements
31 December 2022

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Independent auditor's report

To the Shareholders of Exalco Properties Limited

Report on the audit of the financial statements

Our opinion

In our opinion:

- The financial statements give a true and fair view of the financial position of Exalco Properties Limited as at 31 December 2022, and of the company's financial performance for the year then ended in accordance with the Accountancy Profession (General Accounting Principles for Small and Medium-sized Entities) Regulations, 2015 and the Schedule accompanying and forming an integral part of those Regulations (GAPSME); and
- the financial statements have been prepared in accordance with the requirements of the Maltese Companies Act (Cap. 386).

What we have audited

Exalco Properties Limited's financial statements, set out on pages 4 to 23 comprise:

- the statement of financial position as at 31 December 2022;
- the income statement for the year then ended;
- the statement of changes in equity for the year ended; and
- the notes to the financial statements, which include a summary of significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the company in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards) issued by the International Ethics Standards Board for Accountants (IESBA Code) together with the ethical requirements of the Accountancy Profession (Code of Ethics for Warrant Holders) Directive issued in terms of the Accountancy Profession Act (Cap. 281) that are relevant to our audit of the financial statements in Malta. We have fulfilled our other ethical responsibilities in accordance with these Codes.



Independent auditor's report - continued

To the Shareholders of Exalco Properties Limited

Responsibilities of the directors for the financial statements

The directors are responsible for the preparation of financial statements that give a true and fair view in accordance with GAPSME and the requirements of the Maltese Companies Act (Cap. 386), 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 have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.



Independent auditor's report - continued

To the Shareholders of Exalco Properties Limited

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

Other matters on which we are required to report by exception

We also have responsibilities under the Maltese Companies Act (Cap. 386) to report to you if, in our opinion:

- 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 which, to the best of our knowledge and belief, we require for our audit.

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

Other matter – use of this report

Our report, including the opinion, has been prepared for and only for the Company's shareholders as a body in accordance with Article 179 of the Maltese Companies Act (Cap. 386) and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior written consent.

PricewaterhouseCoopers

78, Mill Street
Zone 5, Central Business District
Qormi
Malta

A handwritten signature in blue ink, appearing to read 'Stefan Bonelo', is written over the printed name and title.

Stefan Bonelo
Partner

11 April 2023

Statement of financial position

	Notes	As at 31 December	
		2022 €	2021 €
ASSETS			
Non-current assets			
Property, plant and equipment	2	442,098	443,427
Investment property	3	69,759,689	60,778,207
Trade and other receivables	4	-	2,486,481
Investments		17,975	-
Total non-current assets		70,219,762	63,708,115
Current assets			
Trade and other receivables	4	6,639,549	788,262
Cash and cash equivalents		1,288,440	3,360,189
Total current assets		7,927,989	4,148,451
Total assets		78,147,751	67,856,566

Statement of financial position - continued

	Notes	As at 31 December	
		2022 €	2021 €
EQUITY AND LIABILITIES			
Equity			
Share capital		2,840,000	2,840,000
Revaluation and other reserves	5	37,959,905	30,322,095
Retained earnings		10,313,111	8,719,690
Total equity		51,113,016	41,881,785
LIABILITIES			
Non-current liabilities			
Borrowings	6	16,735,080	17,079,092
Deferred tax liabilities	7	5,970,000	4,684,590
Trade and other payables	8	517,290	456,386
Total non-current liabilities		23,222,370	22,220,068
Current liabilities			
Borrowings	6	503,447	495,250
Trade and other payables	8	2,649,231	2,623,942
Current tax payable		659,687	635,521
Total current liabilities		3,812,365	3,754,713
Total liabilities		27,034,735	25,974,781
Total equity and liabilities		78,147,751	67,856,566

The notes on pages 8 to 23 are an integral part of these financial statements.

The financial statements on pages 4 to 23 were authorised for issue by the board on 11 April 2023 and were signed on its behalf by:



Mr. Alexander Montanaro
Director



Mr. Jean Marc Montanaro
Director

Income statement

	Notes	Year ended 31 December	
		2022 €	2021 €
Revenue	9	5,106,820	4,954,690
Direct operating expenses		(962,790)	(968,574)
Administrative expenses		(473,404)	(380,864)
Operating profit	10	3,670,626	3,605,252
Finance costs		(829,885)	(915,890)
Profit before tax		2,840,741	2,689,362
Tax expense	13	(638,169)	(616,190)
Profit for the year		2,202,572	2,073,172

The notes on pages 8 to 23 are an integral part of these financial statements.

Statement of changes in equity

	Notes	Share capital €	Revaluation reserve €	Retained earnings €	Total equity €
Balance at 1 January 2021		2,840,000	30,322,095	6,796,518	39,958,613
Total income recognised directly in equity					
Profit for the year		-	-	2,073,172	2,073,172
Dividends	14	-	-	(150,000)	(150,000)
Balance at 31 December 2021		2,840,000	30,322,095	8,719,690	41,881,785
Balance at 1 January 2022		2,840,000	30,322,095	8,719,690	41,881,785
Total income recognised directly in equity					
Profit for the year		-	-	2,202,572	2,202,572
Revaluation gains on investment property, net of deferred tax	3,8	-	7,637,810	-	7,637,810
Dividends	14	-	-	(609,151)	(609,151)
Balance at 31 December 2022		2,840,000	37,959,905	10,313,111	51,113,016

The notes on pages 8 to 23 are an integral part of these financial statements.

Notes to the financial statements

1. Summary of significant accounting policies

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

1.1 Basis of preparation

The financial statements have been prepared in accordance with the Accountancy Profession (General Accounting Principles for Small and Medium-Sized Entities) Regulations, Legal Notice 289 of 2015 (GAPSME), and the requirements of the Maltese Companies Act (Cap. 386). These financial statements have been prepared under the historical cost convention as modified by the revaluation of land and buildings.

1.2 Foreign currency translation

(a) Functional and presentation currency

The company's financial results and financial position are measured in the functional currency, i.e. euro ("€"), which is the currency of the primary economic environment in which the company operates. These financial statements are presented in euro ("€"), i.e. the presentation currency, which is the currency in which the company's share capital is denominated.

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the income statement within 'finance income or cost'. All other foreign exchange gains and losses are presented in the income statement within administrative expenses.

1.3 Property, plant and equipment

All property, plant and equipment is initially recorded at cost. Land and buildings, comprising mainly offices, are shown at fair value, less subsequent depreciation for buildings. Valuations are carried out on a regular basis such that the carrying amount of property does not differ materially from that which would be determined using fair values at the end of the reporting period. Any accumulated depreciation at the date of revaluation is eliminated against the gross carrying amount of the asset, and the net amount is restated to the revalued amount of the asset.

All other property, plant and equipment is subsequently stated at historical cost less depreciation and impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Borrowing costs are recognised in profit or loss as incurred, in accordance with accounting policy 1.16.

1. **Summary of significant accounting policies - continued**

1.3 Property, plant and equipment - continued

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 the replaced part is derecognised. All other repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.

Increases in the carrying amount arising on revaluation of land and buildings are credited directly to a revaluation reserve in shareholders' equity. Decreases that offset previous increases of the same asset are charged against the revaluation reserve directly in equity; all other decreases are charged to profit or loss.

Land is not depreciated as it is deemed to have an indefinite life. Depreciation on other assets is calculated using the straight-line method to allocate their cost or revalued amounts to their residual values over their estimated useful lives, as follows:

	%
Buildings	1
Lifts and escalators	15
Furniture, fixtures, fittings and equipment	10
Motor vehicles	20
Computer and other equipment	25

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 (note 1.5).

Gains and losses on disposals are determined by comparing the proceeds with carrying amount and are recognised in profit or loss. When revalued assets are sold, the amounts included in the revaluation reserve relating to the assets are transferred to retained earnings.

1.4 Investment property

Investment property, principally comprising freehold commercial property, is held for long-term rental yields or for capital appreciation or both, and is not occupied by the company. Property that is being constructed or developed for future use as investment property is classified as property, plant and equipment and stated at cost until construction or development is complete, at which time it is reclassified and subsequently accounted for as investment property.

Investment property is measured initially at its historical cost, including related transaction costs. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Borrowing costs are recognised in profit or loss in accordance with accounting policy 1.16.

Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the company and the cost of the item can be measured reliably. All other repairs and maintenance costs are charged to profit or loss during the financial period in which they are incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognised.

1. Summary of significant accounting policies - continued

1.4 Investment property - continued

After initial recognition, investment property is carried at fair value, representing open market value determined annually, less subsequent depreciation for buildings, and impairment. Fair value is based on active market prices, adjusted, if necessary, for any difference in the nature, location or condition of the specific asset. If the information is not available, the company uses alternative valuation methods such as recent prices on less active markets or discounted cash flow projections.

These valuations are reviewed annually by the directors with the assistance of professional valuers. Investment property that is being redeveloped for continuing use as investment property or for which the market has become less active continues to be measured at fair value. The fair value of investment property reflects, among other things, rental income from current leases and assumptions about rental income from future leases in the light of current market conditions. The fair value also reflects, on a similar basis, any cash outflows that could be expected in respect of the property.

The fair value of investment property does not reflect future capital expenditure that will improve or enhance the property and does not reflect the related future benefits from this future expenditure other than those a rational market participant would take into account when determining the value of the property.

Increases in the carrying amount of the property is recognised in profit or loss to the extent that it reverses a previous impairment loss; with any remaining increase recognised directly in equity in a revaluation reserve. Any resulting decrease in the carrying amount of the property is initially charged directly to equity against any previously recognised revaluation surplus, with any remaining decrease charged to profit or loss.

Land is not depreciated as it is deemed to have an indefinite life. The capitalised cost of buildings is amortised using the straight-line method over the respective useful lives. Useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

A property's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (note 1.5).

Investment properties are derecognised either when they have been disposed of or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. Gains and losses on disposals are determined by comparing the proceeds with carrying amount and are recognised in profit or loss. When revalued assets are sold, the amounts included in the revaluation reserve relating to the assets are transferred to retained earnings.

If an investment property becomes owner-occupied, it is reclassified as property, plant and equipment. Its fair value at the date of the reclassification becomes its cost and accumulated depreciation for subsequent accounting purposes. When the company decides to dispose of an investment property without development, the company continues to treat the property as an investment property. Similarly, if the company begins to redevelop an existing investment property for continued future use as investment property, it remains an investment property during the redevelopment.

If an item of property, plant and equipment becomes an investment property because its use has changed, its cost and accumulated depreciation at the date of the reclassification becomes its cost and accumulated depreciation for subsequent accounting purposes.

1. Summary of significant accounting policies - continued

1.4 Investment property - continued

If an item of property, plant and equipment becomes an investment property because its use has changed, any difference resulting between the carrying amount and the fair value of this item at the date of transfer is treated in the same way as a revaluation as described above.

Where an investment property undergoes a change in use, evidenced by commencement of development with a view to sale, the property is transferred to inventories. A property's deemed cost for subsequent accounting as inventories is its fair value at the date of change in use.

1.5 Impairment of non-financial assets

Non-financial assets that are subject to amortisation are reviewed 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 to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets that suffered impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

1.6 Financial assets

1.6.1 Classification

The Company classifies its financial assets in the following categories; loan and receivables and available-for-sale investments.

The classification depends on the purpose for which the investments were acquired. Management determines the classification of its investments on initial recognition and re-evaluates this designation at every reporting date.

- (a) Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise when the company provides money, goods or services directly to a debtor with no intention of trading the asset. They are included in current assets, except for maturities greater than twelve months after the end of the reporting period. These are classified as non-current assets. The company's loans and receivables comprise trade and other receivables and cash and cash equivalents in the statement of financial position (notes 1.7 and 1.8).
- (b) Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories. Investments intended to be held for an indefinite period of time, which may be sold in response to needs for liquidity or changes in interest rates, exchange rates or equity prices are classified as available-for-sale assets. They are included in non-current assets unless the asset matures or management intends to dispose of it within twelve months from the end of the reporting period.

1. Summary of significant accounting policies – continued

1.6 Financial assets - continued

1.6.2 Recognition and measurement

The company recognises a financial asset in its statement of financial position when it becomes a party to the contractual provisions of the instrument. All financial assets are initially recognised at fair value plus transaction costs.

After initial recognition, available-for-sale financial assets whose fair value can be measured reliably are carried at fair value. Securities without a quoted market price in an active market and whose fair value cannot be measured reliably are subsequently carried at the lower of cost and fair value less costs to sell.

After initial recognition, available-for-sale financial assets are subsequently carried at the lower of cost and fair value less costs to sell.

Loans and receivables are subsequently carried at amortised cost using the effective interest method.

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 risks and rewards of ownership or has not retained control of the asset.

1.6.3 Impairment

The company assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated. The company first assesses whether objective evidence of impairment exists. The criteria that the company uses to determine that there is objective evidence of an impairment loss include:

- significant financial difficulty of the issuer or obligor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becomes probable that the borrower will enter bankruptcy or other financial reorganisation; and
- observable data indicating that there is a measurable decrease in the estimated future cash flow from a group of financial assets since the initial recognition of those assets, although the decrease cannot yet be identified with the individual financial assets in the group.

The company first assesses whether objective evidence of impairment exists individually for financial assets that are individually significant. If the company determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment loss. Assets that are individually assessed for impairment and for which an impairment loss is or continues to be recognised are not included in a collective assessment of impairment.

1. Summary of significant accounting policies - continued

1.6 Financial assets - continued

1.6.3 Impairment - continued

(a) Assets carried at amortised cost

For financial assets carried at amortised cost, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The asset's carrying amount is reduced and the amount of the loss is recognised in profit or loss. If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtor's credit rating), the reversal of the previously recognised impairment loss is recognised in profit or loss. Impairment testing of trade receivables is described in note 1.7.

(b) Assets classified as available-for-sale

For debt securities classified as available-for-sale, the group/company uses the criteria referred to in (a) above. In the case of equity securities classified as available-for-sale, a significant or prolonged decline in the fair value of the security below its cost is considered an indicator that the securities are impaired. If objective evidence of impairment exists for available-for-sale financial assets, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in profit or loss – is reclassified from equity to profit or loss as a reclassification adjustment. Impairment losses recognised in profit or loss on equity instruments are not reversed through profit or loss.

1.6.4 Derivative financial assets and liabilities

The company recognises a financial investment in its statements of financial position when it becomes a party to the contractual provisions of the derivative. They are initially recognised at fair value and subsequently carried at fair value. Any transaction costs that are directly attributable to the acquisition or issue of the derivative are recognised as an expense in profit or loss.

Gains or losses arising from change in the fair value of derivatives are recognised in profit or loss in the period in which they arise.

The fair values of derivatives are based on market values, for those derivatives for which a reliable market can be readily identified. Where a market value is not readily identifiable for a derivative but can be identified for its components or for a similar instrument. For those derivatives for which a reliable market cannot be readily identified, the fair value is based on generally accepted valuation models and techniques

1.7 Trade and other receivables

Trade receivables comprise amounts due from customers for services performed in the ordinary course of business. If collection is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

1. Summary of significant accounting policies - continued

1.7 Trade and other receivables - continued

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment (note 1.6.3). The carrying amount of the asset is reduced through the use of an allowance account, and the amount of the loss is recognised in profit or loss. When a receivable is uncollectible, it is written off against the allowance account for trade and other receivables. Subsequent recoveries of amounts previously written off are credited against profit or loss.

1.8 Cash and cash equivalents

Cash and cash equivalents are carried in the statement of financial position at face value. Cash and cash equivalents include cash in hand, deposits held at call with banks and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the statement of financial position.

1.9 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares are shown in equity as a deduction, net of tax, from the proceeds.

1.10 Financial liabilities

The company recognises a financial liability in its statement of financial position when it becomes a party to the contractual provisions of the instrument. Financial liabilities are recognised initially at fair value, including transaction costs. These liabilities are subsequently measured at amortised cost. The company derecognises a financial liability from its statement of financial position when the obligation specified in the contract or arrangement is discharged, is cancelled or expires.

1.11 Trade and other payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

1.12 Borrowings

Borrowings are recognised initially at the fair value of proceeds received, net of transaction costs incurred, and subsequently measured in accordance with the policy described in note 1.10. On derecognition, any difference between the carrying amount and the redemption or settlement amount is recognised in profit or loss.

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

1.13 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis, or realise the asset and settle the liability simultaneously.

1. Summary of significant accounting policies – continued

1.14 Current and deferred tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except to the extent that it relates to items recognised directly in equity. In this case, the tax is also recognised directly in equity.

Deferred tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill; deferred income tax is 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 to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

1.15 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable for the sale of services in the ordinary course of the company's activities. Revenue is recognised upon performance of services, and is stated net of sales tax, returns, rebates and discounts.

The company recognises revenue when the amount of revenue can be reliably measured, when it is probable that future economic benefits will flow to the entity and when specific criteria have been met for each of the company's activities as described below.

Rentals receivable, short-term lets receivable and premia charged to tenants of immovable property are recognised in the period when the property is occupied. Premia are taken to profit or loss over the period of the leases to which they relate.

Revenue from services related to complex management is generally recognised in the accounting period in which the services are provided, by reference to completion of the specific transaction assessed on the basis of the actual service provided as a proportion of the total services to be provided. Interest income is recognised for all interest-bearing instruments using the effective interest method.

1.16 Borrowing costs

Borrowing costs are recognised in profit and loss as incurred.

1. Summary of significant accounting policies - continued

1.17 Dividend distribution

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

2. Property, plant and equipment

	Office buildings €	Furniture, fixtures, fittings and equipment €	Motor vehicles €	Total €
At 1 January 2021				
Cost (or valuation)	448,743	482,759	22,742	954,244
Accumulated depreciation	(5,316)	(482,759)	(22,742)	(510,817)
Net book amount	443,427	-	-	443,427
Year ended 31 December 2022				
Opening net book amount	443,427	-	-	443,427
Depreciation charge	(1,329)	-	-	(1,329)
Closing net book amount	442,098	-	-	442,098
At 31 December 2022				
Cost (or valuation)	448,743	482,759	22,742	954,244
Accumulated depreciation	(6,645)	(482,759)	(22,742)	(512,146)
Net book amount	442,098	-	-	442,098

If the land and buildings were stated on the historical cost basis, the amounts would be as follows:

	2022 €	2021 €
At 31 December		
Cost	132,912	132,912
Accumulated depreciation	(7,310)	(5,981)
Net book amount	125,602	126,931

3. Investment property

	€
At 1 January 2021	
Cost	62,700,326
Accumulated depreciation	(1,922,119)
Net book amount	<u>60,778,207</u>
Year ended 31 December 2022	
Opening net book amount	60,778,207
Additions	406,597
Fair value gains	8,923,220
Depreciation charge	(348,335)
Closing net book amount	<u>69,759,689</u>
At 31 December 2022	
Valuation	72,030,143
Accumulated depreciation	(2,270,454)
Net book amount	<u>69,759,689</u>

On 31 December 2022, the directors approved the revaluation of the company's investment property with an increase in value amounting to €8,923,220. The investment properties comprise of various properties in different locations. The valuation was made on the basis of discounted projected cash flows based on past performance and projected forward. The revaluation reserve net of applicable deferred income taxes has been debited to 'revaluation reserve' in shareholders' equity.

Given the specific nature and location of these assets, the market value was determined by reference to a valuation model based on the investment property's discounted projected cash flows. The future cash flows have been derived from financial forecasts assessed in relation to potential rental streams derived from such assets. These projected free cash flows were discounted to present value. The determination of the discount rate applied was based on the current risk-free rate and inflation, on a general risk associated with property developments in general and finally on a specific risk premium related directly to the property being valued.

If the investment property were stated on the historical cost basis, the amounts would be as follows:

	2022 €	2021 €
At 31 December		
Cost	26,502,713	26,096,116
Accumulated depreciation	(2,270,454)	(1,922,119)
Net book amount	<u>24,232,259</u>	<u>24,173,997</u>

Investment property with a carrying amount of €25,484,630 is held as security by the trustee of the bondholders, as per trust agreement dated 13 August 2018 (Note 6).

4. Trade and other receivables

	2022 €	2021 €
Trade receivables	870,999	366,122
Amounts owed by parent	23,431	18,366
Amounts owed by fellow subsidiary	22,205	19,334
Amounts owed by related parties	5,698,928	2,860,871
Other receivables	-	69
Prepayments and accrued income	23,986	9,981
	6,639,549	3,274,743
Current	6,639,549	788,262
Non-current	-	2,486,481
	6,639,549	3,274,743

Amounts owed by parent, fellow subsidiary and related parties are unsecured, interest free and repayable on demand. As of 31 December 2022 and 2021 amounts owed by related parties, were fully performing and hence do not contain impaired assets.

After year-end, the Company purchased the Savoy Sliema property from a related party for a consideration equal to the amount outstanding between the parties as at 31 December 2022.

5. Revaluation and other reserves

	2022 €	2021 €
Opening book amount	30,322,095	30,322,095
Revaluation gains net of referred tax (Notes 3,7)	7,637,810	-
	37,959,905	30,322,095

Increases in the carrying amount arising on revaluation are credited to the revaluation reserve in the shareholder's equity. On disposal of a revalued asset, amounts in the revaluation reserve relating to that asset are transferred to retained earnings. Gains arising from revaluation of land and buildings are recognised directly in equity in accordance with the company's accounting policy. The revaluation reserve is a non-distributable reserve.

6. Borrowings

	2022 €	2021 €
Non-current		
Bank loans	1,535,080	2,029,092
Loan from fellow subsidiary	15,200,000	15,050,000
	16,735,080	17,079,092
 Current		
Bank loans	503,447	495,250
	503,447	495,250

The company's banking facilities as at 31 December 2022 amounted to €3,038,526 (2021: €3,524,340).

By virtue of offering memorandum date 31 July 2018, Exalco Finance p.l.c issued €150,000 bonds with a face value of €100 each. The bond is guaranteed by the company, which has bound itself jointly and severally liable for the payment of the bond and interest thereon, pursuant to and subject to the terms and conditions in the offering memorandum. The bonds are secured by property owned by the company in favour of the security trustee (Note 3).

Proceeds from this bond have been advanced to the company through a loan from Exalco Finance p.l.c.

An amount of €267,806 (2021: €300,713) on bank loans representing long-term borrowings, are payable after more than 5 years. The loan from fellow subsidiary is repayable in 2028.

The interest rate exposure of borrowings was as follows:

	2022 €	2021 €
Total borrowings:		
At fixed rates	15,200,000	15,050,000
At floating rates	2,038,527	2,524,342
	17,238,527	17,574,342

Weighted average effective interest rates at the end of the reporting period date:

	2022	2021
Loan from fellow subsidiary	4.10%	4.10%
Bank loans	3.00%	3.00%

7. Deferred tax liabilities

Deferred income taxes are calculated on temporary differences under the liability method and are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled based on tax rates (and tax laws) that have been enacted by the end of the reporting period. The principal tax rate used is 35% (2021: 35%), with the exception of deferred taxation on the fair valuation of non-depreciable property which is computed on the basis applicable to disposals of immovable property i.e. tax effect of 8% or 10% of the transfer value.

The movement on the deferred tax account is as follows:

	2022 €	2021 €
At beginning of year		
<i>Recognised directly in equity</i>	4,684,590	4,684,590
Deferred income taxes on revaluation gain on investment property arising during the year (Note 3)	1,285,410	-
	5,970,000	4,684,590

The balance at 31 December represents:

	2022 €	2021 €
Temporary differences arising on fair valuation of land and buildings	5,970,000	4,684,590

The recognised deferred tax liabilities are expected to be recovered or settled principally after more than twelve months.

At 31 December 2022, the company had the following temporary differences which were not recognised in these financial statements:

Temporary differences arising on:		
Trading losses	112,322	141,797

This gave rise to a deferred tax asset of €39,313 (2021: €49,629) which has not been recognised in these financial statements.

8. Trade and other payables

	2022 €	2021 €
Trade payables	48,629	50,715
Deposits received from clients	1,000,086	983,585
Indirect taxes and social security costs	634,649	631,655
Accruals and deferred income	1,483,157	1,414,373
	3,166,521	3,080,328
Non-current	517,290	456,386
Current	2,649,231	2,623,942
	3,166,521	3,080,328

9. Revenue

	2022 €	2021 €
Rental operations	4,418,560	4,256,667
Management operations	688,260	698,023
	5,106,820	4,954,690

10. Operating profit

Operating profit is stated after charging the following:

	2022 €	2021 €
Payroll costs (Note 11)	131,357	122,338
Depreciation	349,664	339,472
Annual statutory audit fees	21,000	20,000
Repairs, maintenance and other related costs	482,765	526,513
	984,786	1,018,323

11. Employee benefit expense

	2022 €	2021 €
Wages and salaries	131,357	122,338

The Company employed an average of 9 (2021: 8) employees during the financial reporting period.

12. Directors emoluments

	2022 €	2021 €
Salaries and other emoluments	286,378	174,428

13. Tax expense

	2022 €	2021 €
Current tax expense:		
On taxable income subject to tax at 15%	659,689	635,524
Group loss relief	(21,520)	(19,334)
	638,169	616,190

The tax on the company's profit before tax differs from the theoretical amount that would arise using the basic tax rate as follows:

	2022 €	2021 €
Profit before tax	2,840,741	2,689,362
Tax on profit at 35%	994,259	941,277
Property tax rules on rental income	(447,045)	(456,674)
Disallowed expenses	122,791	120,115
Under provision of unrecognised deferred tax in prior year	-	(8,834)
Movement in unrecognised deferred tax in current year	(31,836)	20,306
	638,169	616,190

14. Dividends

	2022 €	2021 €
Dividends paid on ordinary shares from final tax account:		
Net dividends	609,151	150,000

15. Related party transactions

Exalco Properties Limited forms part of Exalco Group, which comprises Exalco Holdings Limited and its subsidiaries. Exalco Holdings Limited is the company's immediate and ultimate parent.

All companies forming part of the Exalco Group are related parties since these companies all have common ultimate controllers. Trading transactions between these companies typically include interest charges and other such items which are normally encountered in a group context. The group is ultimately fully owned by Montanaro family who are therefore considered to be related parties. Any companies owned by the Montanaro family are considered to be related parties.

Year-end balances with related parties are separately disclosed in Notes 4 and 8 to these financial statements.

The following transactions were entered into with related parties during the financial reporting period:

	2022 €	2021 €
Interest payable to fellow subsidiary	750,611	744,587

16. Events after the reporting period

On 20th January 2023, the Company acquired from ALMO Properties Limited, a related company, the building known as the "Savoy Hotel" or "Savoy Guest House", situated in Sliema.

The company has since applied to the Planning Authority for a permit to convert, restore and redevelop the building into a prestigious business centre and re-establish it as a landmark building as it was in the past.

17. Statutory information

Exalco Properties Limited is a limited liability company and is incorporated in Malta. The registered office is Cornerstone Business Centre, Level 4, 16 September Square, Mosta, MST 1180, Malta.

The parent company of Exalco Properties Limited is Exalco Holdings Limited, a company registered in Malta, with its registered address at Cornerstone Business Centre, Level 4, 16 September Square, Mosta, MST 1180, Malta.

