

PENDERGARDENS DEVELOPMENTS P.L.C.

Annual Report and Financial Statements  
31 December 2018

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## Directors' report

The directors present their report and the audited financial statements for the year ended 31 December 2018.

### Principal activities

The Company's principal activities are to acquire, develop and dispose of the immovable property or rights over such immovable property consisting of land and buildings known as 'Block 16', 'Block 17', and 'Towers I & II' at Pendergardens in St. Julians, Malta.

### Review of the business

Works on block 16 were completed in 2015. As of 31 December 2018, the remaining penthouse unit is subject to a preliminary agreement, representing sales revenue of €1.1 million.

Works on Block 17 were completed at the end of October 2018 and by the end of 2018, 28 contracts of sale had been signed, contributing to total sales revenue of €10.8 million. As of 31 December 2018, of the 47 units, 17 units remain subject to preliminary agreements, representing total sales revenue of €7.1 million.

The completion date of Towers I & II is expected to be in June 2019. In Towers I & II, 16 of 30 units are subject to preliminary agreements, and these represent total sales revenue of €16.3 million.

In February 2018, the Company inaugurated the public car park. Subsequently, in May 2018, the Company acquired an additional 3,548m<sup>2</sup> in the public car park from its parent company, increasing the available car spaces to 323.

Other than the supermarket and the adjacent retail units sold in 2017, both the office and retail areas of Block 16, Towers I & II and Block 17 are available on the market for sale or lease. As of 31 December 2018, seven lease agreements have been signed. Four agreements are for retail units, three within Block 16 and one within Towers I & II. Another two agreements are in respect of 4 floors and half of a floor of the 7 office floors within Towers I & II. Also, the company has entered into a lease agreement for the wellness centre. The company is also currently in negotiation with other interested parties with respect to the other office and retail areas.

During the year ended 31 December 2018, the Company generated a profit before tax of €12,563,759 (2017: €3,459,381). After accounting for taxation the Company generated a profit for the year of €11,308,358 (2017: €2,987,731).

Revenue of €10,815,750 (2017: €4,910,000) was generated from the sale of 28 Block 17 apartments and 15 car spaces. All such revenue was recognised upon the signing of the related public deeds. Cost of sales of €8,434,319 (2017: €3,179,181) comprise the cost allocated to the apartments and car spaces.

Selling expenses of €382,579 (2017:€Nil) relate to estate agents' commissions paid upon the sale of the apartments and car spaces. Administrative expenses include salary costs recharged by the parent company of €380,256 (2017: €318,950). Further details relating to administrative expenses is included in Note 15 to the financial statements.

Investment income of €33,334 for the year ended 31 December 2017 related to gains realised upon the disposal of available-for-sale investments. No such gains were realised during the year ended 31 December 2018.

Finance costs mainly include that portion of the interest payable of €1,080,074 (2017: €660,705) on the outstanding bonds relating to Block 16 which was completed in 2015 and Block 17 and the car park which were completed in 2018.

## Directors' report - continued

### Financial Performance

In 2017 the cost of commercial property included within Block 16 was transferred from inventory - development project to investment property. Furthermore in 2018 all of the remaining commercial property including that of Block 17 and Towers I & II, was transferred from inventory - development project to investment property (Notes 4 and 6). The entire commercial property classified as investment property was valued by an independent architect at €32,800,000 (2017: €4,545,000). At 31 December 2018 cumulative changes in the fair value of investment property of €17,800,981 (2017: €3,101,183) represented the increase to fair value of all commercial areas in Block 16, Block 17 and Towers I & II.

The performance of the Company is consistent with expectations and the Directors, based on budgets and projections, expect the Company to continue to be profitable in the foreseeable future.

### Financial Position

Total assets as at 31 December 2018 stood at €80,052,402 (2017: €68,589,114), an increase of €11,463,288 over the previous year. Such increase is the net effect of:

- Block 17 and Towers I & II commercial area which was transferred from inventory - development project to investment property resulting in an increase of fair value uplifts amounting to €14,699,798 in 2018 (2017: €3,101,183).
- An increase in the reserve account linked to the bond repayment amounting to €1,252,820 in 2018 (2017: €403).
- The decrease in the value of inventory to €16,321,524 (2017: €39,391,165), mainly as a result of the transfer of block 17 and Towers I & II commercial area to investment property and cost of sales of apartments sold.
- A decrease in the value of car spaces transferred to the public car park to align to market value of car spaces recently sold, being an impact of €2,000,000 recognised in 2018.
- The decrease in trade and other receivables of €4,225,363 following the acquisition of an additional 3,548m<sup>2</sup> in the public car park, the prices of which was off-set against the amount receivable from the parent company, as well as a reduction in both advance payments to the fellow subsidiary and other receivables.
- Payments made to the Company's fellow subsidiary in relation to construction works on Block 17, Towers I and II.
- Payment of a bond interest.

Revaluation reserve of €16,160,981 (2017: €2,873,933) represents the difference between the historical cost and the fair value of the investment property, net of deferred tax. Deferred tax liabilities of €940,000 (2017: €227,250) represent temporary differences on fair valuation of investment property and impairment of property, plant and equipment.

The Company's borrowings of €41,252,564 (2017: €41,249,595) are the Series I: €15m 5.5% Secured Bonds 2020 and the Series II: €27m 6% Secured Bonds 2022. During 2018, the Company repurchased, and subsequently cancelled €78,800 of the outstanding 6% Secured Bonds 2022 (Note 12). In 2017, the Company repurchased, and subsequently cancelled €288,700 of the outstanding 5.5% Secured Bonds 2020.

Current liabilities of €12,147,595 (2017: €12,693,884) mainly comprise deposits on promise of sale agreements, amounts due to fellow subsidiary in relation to construction works on Block 17, Towers I and II and the amount due to trustee (Equinox International Ltd) as detailed in Note 13 to the financial statements.

## **Directors' report** - continued

### **Principal risks and uncertainties**

The Company is subject to the general market and economic risks that may have a significant impact on the development project, its timely completion and budgetary constraints. These include factors such as the state of the local property market, inflation and fluctuations in interest rates, property prices and other economic and social factors affecting demand for real estate in general.

A detailed review of the risk management policies employed by the Company is included in Note 2 to the financial statements.

### **Results and dividends**

The income statement is set out on page 21. The directors do not recommend the payment of a dividend.

### **Directors**

The directors of the Company who held office during the year were:

Mr. Edmund Gatt Baldacchino - Chairman  
Mr. Edward Licari - Deputy Chairman  
Mr. John Attard  
Mr. Phillip Farrugia  
Mr. Joseph F. X. Zahra

The Company's Articles of Association do not require any directors to retire.

### **Statement of directors' responsibilities for the Financial Statements**

The directors are required by the Maltese Companies Act (Cap. 386) to prepare financial statements, which give a true and fair view of the state of affairs of the Company as at the end of each reporting period and of the profit or loss for that period.

In preparing the financial statements, the directors are responsible for:

- ensuring that the financial statements have been drawn up in accordance with International Financial Reporting Standards as adopted by the EU;
- selecting and applying appropriate accounting policies;
- making accounting estimates that are reasonable in the circumstances;
- ensuring that the financial statements are prepared on the going concern basis unless it is inappropriate to presume that the Company will continue in business as a going concern.

The directors are also responsible for designing, implementing and maintaining 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, and that comply with the Maltese Companies Act (Cap. 386). They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

## **Directors' report** - continued

### **Statement of directors' responsibilities for the Financial Statements**

The financial statements of Pendergardens Developments p.l.c. for the year ended 31 December 2018 are included in the Annual Report 2018, which is published in hard-copy printed form and is available on the Company's website. The directors are responsible for the maintenance and integrity of the Annual Report on the website in view of their responsibility for the controls over, and the security of, the website. Access to information published on the Company's website is available in other countries and jurisdictions, where legislation governing the preparation and dissemination of financial statements may differ from requirements or practice in Malta.

### **Going concern statement pursuant to Listing Rule 5.62**

The Directors have a reasonable expectation, at the time of approving the financial statements, that the Company has adequate resources to continue in operational existence for the foreseeable future. For this reason, the Directors continue to adopt the going concern basis in the preparation of the financial statements.

### **Auditors**

PricewaterhouseCoopers have indicated their willingness to continue in office and a resolution for their re-appointment will be proposed at the Annual General meeting.

### **Disclosures in terms of the Listing Rules**

#### **Pursuant to Listing Rule 5.64**

##### *Share capital structure*

The Company's authorised share capital amounts to €9,100,000 Ordinary shares of €1 each and its issued share capital amounts to €9,079,000 Ordinary shares of €1 each. The share capital consists of one class of ordinary shares with equal voting rights attached. No restrictions apply to the transfer of shares.

##### *Holding in Excess of 5% of the Share Capital*

On the basis of the information available to the Company as at 31 December 2018, Pender Ville Limited and Pender Contracting Limited held 9,074,959 and 4,041 shares, respectively, equivalent to 99.96% and 0.04% of the Company's issued share capital.

##### *Share capital structure - continued*

Shareholders holding at least 20% of the issued share capital having voting rights or a number of shareholders who between them hold not less than 20% of the issued share capital of the Company having voting rights, shall be entitled to appoint one director for every 20% holding. Other limitations of the voting rights of holders are contained in the Company's Articles of Association, Clause 55.

##### *Appointment and Replacement of Directors*

Board members are appointed for one year and are eligible for re-appointment at the Annual General Meeting.

**Directors' report** - continued

**Disclosures in terms of the Listing Rules** - continued

**Pursuant to Listing Rule 5.64** - continued

*Board Member Powers*

The powers of the Board members are contained in Article 66 of the Company's Articles of Association.

The Articles of Association grant the Company the power to buy back its own shares in terms of the Maltese Companies Act (Cap. 386).

*Contracts with Board Members and Employees*

The Company has no contract with any of its Board members that includes a severance payment clause. The Company had no employees during the year ended 31 December 2018.

No disclosures are being made pursuant to listing Rules 5.64.4, 5.64.5, 5.64.6, 5.64.7 and 5.64.10 as these are not applicable to the Company.

**Pursuant to Listing Rule 5.68**

**Statement by the Directors on the Financial Statements and Other Information included in the Annual Report**

The directors declare that to the best of their knowledge, the financial statements included in the Annual Report are prepared in accordance with the requirements of International Financial Reporting Standards as adopted by the EU and give a true and fair view of the assets, liabilities, financial position and profit of the Company and that this report includes a fair review of the development and performance of the business and position of the Company, together with a description of the principal risks and uncertainties that it faces.

On behalf of the board



Mr. Edmund Gatt Baldacchino  
Chairman



Mr. Edward Licari  
Deputy Chairman

Registered office:  
GB Buildings  
Triq il-Watar  
Ta' Xbiex XBX 1301  
Malta

23 April 2019

## **Corporate Governance – Statement of Compliance**

The Listing Rules issued by the Listing Authority of the Malta Financial Services Authority, require listed companies to observe The Code of Principles of Good Corporate Governance (the "Code"). Although the adoption of the Code is not obligatory, Listed Companies 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.

### **Compliance**

The Board of Directors (the "Board") of Pendergardens Developments p.l.c. (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 as at 31 December 2018, the Company had listed bonds in issue. Furthermore, the Company has no employees. Accordingly some of the provisions of the Code are not applicable whilst others are applicable to a limited extent.

### **The Board**

The Board of Directors is entrusted with the Company's day-to-day management, and is responsible for the execution of the Company's investments and the funding thereof, and the awarding of project contracts for the development of the Company's properties. 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.

Throughout the year under review, the Board regularly monitored performance on the project. The Company has in place systems whereby the directors obtain timely information from the Chief Executive Officer of the Pender Group, not only at meetings of the Board but at regular intervals or when the need arises.

### **Chairman and Chief Executive Officer**

The functions of the Chairman and Chief Executive Officer are vested in separate individuals as recommended by the Code. 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.

### **Complement of the Board**

The Board is composed of three non-executive directors and two independent non-executive directors, as listed below.

#### **Non-executive Directors**

Mr. Edmund Gatt Baldacchino - Chairman  
Mr. Edward Licari - Deputy chairman  
Mr. John Attard

#### **Independent, non-executive Directors**

Mr. Philip Farrugia  
Mr. Joseph F. X. Zahra



## **Corporate Governance – Statement of Compliance - continued**

### **Complement of the Board - continued**

Edmund Gatt Baldacchino, Edward Licari and John Attard hold similar non-executive positions with other companies of the Pender Group of which the Company forms part. For the purpose of the provisions of the Code, the Board considers Philip Farrugia and Joseph F.X. Zahra as independent.

Directors are appointed during the Company's Annual General Meeting for periods 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.

### **Internal Control**

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 Company is delegated to the 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.

During the year ended 31 December 2017, the Board appointed an independent internal auditor who attends Audit Committee meetings.

The Internal Auditor's role is to assess the effectiveness of implemented internal controls and to provide to the Company's Board of Directors through the Audit Committee with an opinion on the effectiveness of the internal control and risk management framework within the Company.

### **Directors' Attendance at Board Meetings**

The Board believes that it has systems in place to fully comply with the principles of the Code. Directors meet regularly, mainly to review the financial performance of the Company and to review internal control processes. Board members are notified of forthcoming meetings by the Company Secretary with the issue of an agenda and supporting Board papers, which are circulated well in advance of the meeting. All the directors have access to independent professional advice at the Company's expense should they so require.

By virtue of the Memorandum and Articles of Association, the Directors are obliged to keep the Board advised, on an ongoing basis, of any interest that could potentially conflict with that of the Company. The Board member concerned shall not take part in the assessment by the Board as to whether a conflict of interest exists. A Director shall not vote in respect of any contract, arrangement, transaction or proposal in which he has a material interest.

## Corporate Governance – Statement of Compliance - continued

The Board met formally 7 times during the period under review. The number of board meetings attended by directors for the period ended 31 December 2018 is as follows:

Members	Attended
Edmund Gatt Baldacchino	7
Edward Licari	7
John Attard	7
Philip Farrugia	7
Joseph F. X. Zahra	7

### Committees

The directors believe that, due to the Company's size and operation, the remuneration, evaluation and nominations committees that are suggested in the Code are not required, and that the function of these can efficiently be undertaken by the board itself. However, the Board on an annual basis undertakes a review of the remuneration paid to the directors, and carries out an evaluation of their performance and of the audit committee. The shareholders approve the remuneration paid to the directors at the annual general meeting.

### Audit Committee

The Board established an Audit Committee (the "Committee") and has formally set out Terms of Reference as outlined in the Principles laid out in the Listing Rules. The purpose of the Committee is to protect the interest of the Company's share and bond holders and assist the directors in conducting their role effectively. The Audit Committee also monitors the financial reporting process, the effectiveness of internal control, the audit of the annual financial statements and preserving the Company's assets by understanding the Company's risk environment and determining how to deal with those risks. Additionally it is responsible for monitoring that budgets are achieved and if not corrective action is taken as necessary. It also has the role and function of scrutinising and evaluating any proposed transaction to be entered into by the Company and a related party, to ensure that the execution of any such transaction is at arm's length and on a commercial basis and ultimately in the best interests of the Company.

### The Members of the Audit Committee

All Directors of the Issuer sitting on the Audit Committee are of a non-executive capacity. Philip Farrugia acts as chairman, whilst Joseph F.X. Zahra and Edmund Gatt Baldacchino act as members. In compliance with the Listing Rules, Philip Farrugia is the independent Non-Executive Director who is competent in accounting and/or auditing matters.

Philip Farrugia held senior management positions at HSBC Bank Malta p.l.c. including that of director of HSBC Home Loans (Malta) Ltd between 2000 and 2003 and executive director and chief technology and services officer of HSBC Bank Malta p.l.c. until his retirement in May 2012. During his employment with HSBC Bank Malta p.l.c. he sat on various senior bank committees. He is a non-executive director of HSBC Life Insurance (Malta) Limited and of Global Payments Limited.

The Committee met 7 times during the year to 31 December 2018.

### Remuneration Statement

In terms of the Company's Memorandum and Articles of Association, it is the shareholders of the Company in General Meeting who determine the maximum annual aggregate remuneration of the directors. The aggregate amount approved for this purpose during the Annual General Meeting was €52,000 per annum.

**Corporate Governance – Statement of Compliance - continued**

None of the directors is employed or has a service contract with the Company.

No part of the remuneration paid to the directors is performance based, and the Chief Executive Officer of the Pender Group receives no additional remuneration. None of the directors, in their capacity as a Director of the Company, is entitled to profit sharing, share options or pension benefits.

The directors received €52,000 (2017: €52,000) in aggregate for services rendered during the year ended 31 December 2018.

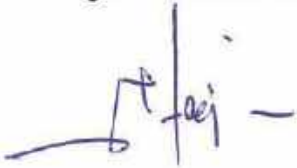
**Relations with bondholders and the market**

The Company prepares annual financial statements. Following listing of the Company's financial instruments during 2014, the Company publishes its financial statements and when required will also publish Company announcements. The Board feels these will provide the market with adequate information about its activities.

**Conflicts of Interest**

On joining the Board and regularly thereafter, directors and officers of the Company are informed and reminded of their obligations on dealing in securities of the Company within the parameters of law and Listing Rules. The Company has also set reporting procedures in line with the Listing Rules, Code of Principles, and internal code of dealing.

Signed on behalf of the Board of Directors on 23 April 2019 by:



Mr. Philip Farrugia  
Director and Chairman of the Audit Committee



Mr. Edmund Gatt Baldacchino  
Chairman of the Board



## *Independent auditor's report*

To the Shareholders of Pendergardens Developments p.l.c.

### *Report on the audit of the financial statements*

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#### *Our opinion*

In our opinion:

- Pendergardens Developments p.l.c.'s financial statements give a true and fair view of the Company's financial position as at 31 December 2018, and of the Company's financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards ('IFRSs') as adopted by the EU; and
- The financial statements have been prepared in accordance with the requirements of the Maltese Companies Act (Cap. 386).

Our opinion is consistent with our additional report to the Audit Committee.

#### **What we have audited**

Pendergardens Developments p.l.c.'s financial statements, set out on pages 19 to 53, comprise:

- the statement of financial position as at 31 December 2018;
- the statement of comprehensive income for the year then ended;
- the statement of changes in equity for the year then ended;
- the statement of cash flows for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies.

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#### *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 Ethics Standards Board for Accountants' Code of Ethics for Professional 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.

To the best of our knowledge and belief, we declare that non-audit services that we have provided to the Company are in accordance with the applicable law and regulations in Malta and that we have not provided non-audit services that are prohibited under Article 18A of the Accountancy Profession Act (Cap. 281).

The non-audit services that we have provided to the Company, in the period from 1 January 2018 to 31 December 2018, are disclosed in Note 15 to the financial statements.

## *Independent auditor's report - continued*

To the Shareholders of Pendergardens Developments p.l.c.

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### *Our audit approach*

#### **Overview**



*Overall materiality: €408,000, which represents 0.5% of total assets.*

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Inventory valuation  
Fair valuation of investment property  
Valuation of the public car park

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As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements. In particular, we considered where the directors made subjective judgements; for example, in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits, we also addressed the risk of management override of internal controls, including among other matters consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

We tailored the scope of our audit in order to perform sufficient work to enable us to provide an opinion on the financial statements as a whole, taking into account the structure of the Company, the accounting processes and controls, and the industry in which the Company operates.

#### **Materiality**

The scope of our audit was influenced by our application of materiality. An audit is designed to obtain reasonable assurance whether the financial statements are free from material misstatement. Misstatements may arise due to fraud or error. They are considered material if individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

Based on our professional judgement, we determined certain quantitative thresholds for materiality, including the overall materiality for the financial statements as a whole as set out in the table below. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures and to evaluate the effect of misstatements, both individually and in aggregate on the financial statements as a whole.



## Independent auditor's report - continued

To the Shareholders of Pendergardens Developments p.l.c.

<b>Overall materiality</b>	€408,000 (2017: €325,000)
<b>How we determined it</b>	0.5% of total assets
<b>Rationale for the materiality benchmark applied</b>	<p>We chose total assets as the benchmark because, in our view, it is the benchmark against which the underlying value of the Company is most commonly measured by users, and is a generally accepted benchmark. This benchmark also provides us with a consistent year-on-year basis for determining materiality given that turnover is dependent on when final deeds are signed, resulting in widely fluctuating revenues and related results year on year.</p> <p>We chose 0.5%, which is within the range of quantitative materiality thresholds that we consider acceptable.</p>

We agreed with the Audit Committee that we would report to them misstatements identified during our audit above €40,800 as well as misstatements below that amount that, in our view, warranted reporting for qualitative reasons.

### 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. 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.

Key audit matter	How our audit addressed the Key audit matter
<b>Inventory valuation</b>	
<p>The carrying amount of inventory in the statement of financial position represents the value of the of land, development and borrowing costs attributable to the various phases of the Pendergardens Development project which are either held for sale or under development as at 31 December 2018, analysed by project phase.</p> <p>During 2017, the Block 16 commercial area was held for lease to third parties and the carrying amount was transferred to investment property.</p> <p>During 2018, a part of Block 17 residential area was sold and the carrying amount was transferred to direct operating costs. At the same time, the Block 17 commercial area and Tower offices were held for lease to third parties and the carrying amount was transferred to investment property.</p>	<p>We understood and evaluated the assessment performed by management to ascertain whether inventory is carried at the lower of cost and net realisable value.</p> <p>Our audit procedures included a review of the projected financial information prepared by management with the objective of estimating recoverable amounts. The Board has considered a number of scenarios as reflected in the bond prospectus through which these assets can be realised.</p> <p>We have reviewed various promise of sale agreements and also final deeds for phases that are completed, which indicate a realisable value attributable to inventory in excess of the carrying amount.</p>



## Independent auditor's report - continued

To the Shareholders of Pendergardens Developments p.l.c.

### Key audit matter

### How our audit addressed the Key audit matter

#### *Inventory valuation - continued*

Further disclosure is included in Note 6 (Inventory - Development project).

For each project phase, management assesses whether inventory is carried at the lower of cost and net realisable value.

We focused on this area because of the significance of the carrying value of inventories, and the judgemental nature of the assumptions used by management in the assessment described above.

We have noted that the demand for properties under development has been such that preliminary agreements are being entered into at rates that are above projections set by management when the prospectus was prepared for the purposes of obtaining financing through the €42million bonds 2020 - 2022.

We have also discussed with management and the audit committee the key assumptions underlying the assessment performed.

We concluded, based on our audit work, that the outcome of the assessment is not unreasonable.

#### *Fair valuation of investment property*

The Company's assets comprise properties held for long-term rental yields or for capital appreciation, which are classified as investment property and accounted for at fair value.

During the previous financial year, the Company transferred the five outlets in Block 16 commercial area of Pendergardens from Inventory – development project to Investment property following the decision to hold such properties for lease to third parties.

Valuation of investment property is performed annually by the directors on the basis of valuation report prepared every three years by independent and qualified valuers. The Company's investment property was revalued by an external and independent valuer at an amount of €4.55m reflecting the value as at 31 December 2017.

During the current financial year, the Company transferred the two outlets and wellness centre in Block 17 commercial area and Tower offices of Pendergardens from Inventory – development project to Investment property following the decision to hold such properties for lease to third parties.

We agreed the property information in the valuation to the underlying property records held by the Company. We understood the methodology, tested the accuracy of the workings within the valuation model, and challenged the assumptions to ensure that they apply for the year under review.

We considered whether assumptions applied, such as the sales price per square meter, were appropriately supported by management.

We read the valuation reports for all properties, and confirmed that the valuation approach for each property was in accordance with professional valuation standards in determining the carrying value of property at 31 December 2018.

We also evaluated the competence, qualifications, experience and objectivity of management's property valuation expert.

We engaged our in-house valuation experts to assess and challenge the key assumptions used in the architect's valuation, with particular focus placed on the assumptions and methodology used. Third party evidence and other data was obtained to corroborate the assumptions.



## *Independent auditor's report - continued*

To the Shareholders of Pendergardens Developments p.l.c.

Key audit matter	How our audit addressed the Key audit matter
<p><i>Fair valuation of investment property - continued</i></p> <p>Such investment property was revalued by an external and independent valuer at an amount of €28.25m reflecting the value as at 31 December 2018.</p> <p>As explained in Note 4 to the financial statements, the most significant judgements and estimates affecting the valuations include open market values for similar properties.</p> <p>The existence of significant estimates referred to previously could result in material misstatement, which is why we have given specific focus and attention to this area.</p>	<p>We also reviewed management's assessment that the key assumptions used in the valuation as at 31 December 2017 are still applicable as at 31 December 2018.</p> <p>We held meetings with the directors and the Audit Committee to discuss the year-end valuations.</p> <p>In addition, we evaluated the adequacy of the disclosures made in Note 4 to the financial statements, including those regarding the key assumptions.</p> <p>We concluded, based on our audit work that the valuations were within a reasonable range.</p>
<p><i>Valuation of the public car park</i></p> <p>The Company's assets comprise property held for short-term and long-term lease, which are classified as property, plant and equipment and accounted for using the cost model.</p> <p>During the current financial year, the Company transferred the car spaces from Inventory – development project to property, plant and equipment following the decision to hold and manage such property for lease as a public car park to third parties.</p> <p>Such property is subject to an annual impairment assessment. Management assesses whether the public car park classified as property, plant and equipment has a carrying amount that exceeds its recoverable amount.</p> <p>The key inputs in the underlying impairment model include free pre-tax cash flows that are based on contracted and projected income streams covering the expected useful life of the asset, the growth rate and discount rate, coupled with a sales comparative approach.</p>	<p>We understood and evaluated the impairment model supporting the carrying value of the property. Our audit procedures included a review of the projected financial information prepared by management. We agreed the projected information to the relevant inputs in the model, and to the extent possible, agreed these inputs to the terms of the existing lease agreements. We also agreed inputs to recent transactions for sale of car spaces within the Pender Complex.</p> <p>We tested the mathematical accuracy of the calculations.</p> <p>We also engaged our own in-house valuation experts to assess and challenge the key assumptions used in the calculations including the growth rate, discount rate, and the sales price per square meter given that a marginal change in one of the inputs of the valuation has a significant impact on the valuation.</p> <p>We have also discussed with management and the audit committee the key assumptions underlying the assessment performed.</p>





## *Independent auditor's report - continued*

To the Shareholders of Pendergardens Developments p.l.c.

Key audit matter	How our audit addressed the Key audit matter
<p><i>Valuation of the public car park - continued</i></p> <p>Management has determined that the most appropriate method for valuing the car spaces in the public car park should be based on a sales comparative approach which has resulted in an adjustment of €2million to the cost of property, plant and equipment to align to the net realisable value based on recent transactions within the Pender Complex.</p> <p>Further disclosure is included in Note 3 (Critical accounting estimates) and Note 5 (Property, plant and equipment).</p> <p>We focused on this area because of the significance of the carrying amount of the public car park in the Statement of the Financial Position, the adjustment of cost to align to net realisable values amounting to €2million recognised in 2018 and the judgemental nature of the assumptions used by management in the assessment described above.</p>	<p>In addition, we evaluated the adequacy of the disclosures made in Notes 3 and 5 to the financial statements, including those regarding the key assumptions.</p> <p>We concluded, based on our audit work that the valuation based on the sales comparative approach was within a reasonable range compared with the carrying value of the property as at year end.</p>

### *Other information*

The directors are responsible for the other information. The other information comprises the Directors' report (but does not include the financial statements and our auditor's report thereon).

Our opinion on the financial statements does not cover the other information, including the directors' report.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above 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 directors' report, we also considered whether the directors' report 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 directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with the Maltese Companies Act (Cap. 386).



## *Independent auditor's report - continued*

To the Shareholders of Pendergardens Developments p.l.c.

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 directors' report and other information that we obtained prior to the date of this auditor's report. We have nothing to report in this regard.

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### *Responsibilities of the directors and those charged with governance for the financial statements*

The directors are responsible for the preparation of financial statements that give a true and fair view in accordance with IFRSs as adopted by the EU 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.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

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### *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.

## *Independent auditor's report - continued*

To the Shareholders of Pendergardens Developments p.l.c.

- 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.

We communicate with those charged with governance 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.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## *Report on other legal and regulatory requirements*

### *Report on the statement of compliance with the Principles of Good 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 auditor 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 Report.

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 6 to 9 has been properly prepared in accordance with the requirements of the Listing Rules issued by the Malta Listing Authority.

*Independent auditor's report - continued*

To the Shareholders of Pendergardens Developments p.l.c.

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*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 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.
  
- under the Listing Rules to review the statement made by the directors that the business is a going concern together with supporting assumptions or qualifications as necessary.

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

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*Appointment*

We were first appointed as auditors of the Company for the financial period ended 31 December 2013. Our appointment has been renewed annually by shareholder resolution representing a total period of uninterrupted engagement appointment of 6 years.

**PricewaterhouseCoopers**

78, Mill Street  
Qormi  
Malta



Stephen Mamó  
Partner

23 April 2019

## Statement of financial position

	Notes	As at 31 December	
		2018 €	2017 €
<b>ASSETS</b>			
<b>Non-current assets</b>			
Investment property	4	32,800,000	4,545,000
Property, plant & equipment	5	8,132,602	-
Trade and other receivables	8	1,502,820	1,300,403
Total non-current assets		42,435,422	5,845,403
<b>Current assets</b>			
Inventory - development project	6	16,321,524	39,391,165
Trade and other receivables	8	5,442,816	9,668,179
Current tax asset		506,573	469,064
Cash and cash equivalents	9	15,346,067	13,215,303
Total current assets		37,616,980	62,743,711
<b>Total assets</b>		<b>80,052,402</b>	<b>68,589,114</b>

**Statement of financial position - continued**

	Notes	As at 31 December	
		2018 €	2017 €
<b>EQUITY AND LIABILITIES</b>			
<b>Capital and reserves</b>			
Share capital	10	9,079,000	9,079,000
Revaluation reserve	10	16,160,981	2,873,933
Retained earnings		472,262	2,465,452
Total equity		25,712,243	14,418,385
<b>Non-current liabilities</b>			
Deferred tax liabilities	11	940,000	227,250
Borrowings	12	41,252,564	41,249,595
Total non-current liabilities		42,192,564	41,476,845
<b>Current liabilities</b>			
Trade and other payables	13	12,147,595	12,693,884
Total current liabilities		12,147,595	12,693,884
Total liabilities		54,340,159	54,170,729
<b>Total equity and liabilities</b>		<b>80,052,402</b>	<b>68,589,114</b>

The notes on pages 24 to 53 are an integral part of these financial statements.

The financial statements on pages 19 to 53 were authorised for issue by the board of directors on 23 April 2019 and were signed on its behalf by:



Mr Edmund Gatt Baldacchino  
Chairman



Mr Edward Licari  
Deputy Chairman

## Statement of comprehensive income

	Notes	Year ended 31 December	
		2018 €	2017 €
Revenue	14	11,024,970	4,910,000
Direct operating costs	15	(8,434,319)	(3,179,181)
<b>Gross profit</b>		<b>2,590,651</b>	<b>1,730,819</b>
Selling expenses	15	(382,579)	-
Administrative expenses	15	(1,372,817)	(782,937)
Investment income		-	33,334
Fair value movement on investment property	4	14,699,798	3,101,183
Adjustment of property, plant & equipment to net realisable value	5	(2,000,000)	-
Other income		64,690	31,447
<b>Operating profit</b>		<b>13,599,743</b>	<b>4,113,846</b>
Finance income	17	44,090	6,240
Finance costs	17	(1,080,074)	(660,705)
<b>Profit before tax</b>		<b>12,563,759</b>	<b>3,459,381</b>
Tax expense	18	(1,255,401)	(471,650)
<b>Profit for the year</b>		<b>11,308,358</b>	<b>2,987,731</b>
<b>Other comprehensive income</b>			
<i>Items that may be reclassified to profit or loss:</i>			
Net change in fair value of available-for-sale investments	7	-	(23,872)
Net change in fair value of available-for-sale investments transferred to profit or loss	7	-	(33,334)
<b>Other comprehensive loss for the year</b>			<b>(57,206)</b>
<b>Total comprehensive income/(loss)</b>		<b>11,308,358</b>	<b>2,930,525</b>
Earnings per share	19	1.24	0.32

The notes on pages 24 to 53 are an integral part of these financial statements.

## Statement of changes in equity

	Notes	Share capital €	Fair value reserve €	Revaluation reserve €	Retained earnings €	Total €
Balance at 1 January 2017		9,079,000	57,206	-	2,351,654	11,487,860
<b>Comprehensive income</b>						
Profit for the year		-	-	-	2,987,731	2,987,731
<b>Other comprehensive income</b>						
Fair value gains on available-for sale Investments	7	-	(23,872)	-	-	(23,872)
Fair value gains on available-for sale investments transferred to profit or loss	7	-	(33,334)	-	-	(33,334)
<b>Total comprehensive income</b>		-	(57,206)	-	2,987,731	2,930,525
<b>Transactions with owners</b>						
Transfer of revaluation surplus on investment property, net of deferred tax	10	-	-	2,873,933	(2,873,933)	-
<b>Balance at 31 December 2017</b>		<b>9,079,000</b>	<b>-</b>	<b>2,873,933</b>	<b>2,465,452</b>	<b>14,418,385</b>
Balance at 1 January 2018 - as originally reported		9,079,000	-	2,873,933	2,465,452	14,418,385
Impact of changes in accounting policies – adjustments on adoption of IFRS 9		-	-	-	(14,500)	(14,500)
Balance at 1 January 2018 - as restated		9,079,000	-	2,873,933	2,450,952	14,403,885
<b>Comprehensive income</b>						
Profit for the year		-	-	-	11,308,358	11,308,358
<b>Total comprehensive income</b>		<b>9,079,000</b>	<b>-</b>	<b>2,873,933</b>	<b>13,759,310</b>	<b>25,712,243</b>
<b>Transactions with owners</b>						
Transfer of revaluation surplus on investment property, net of deferred tax	10	-	-	13,287,048	(13,287,048)	-
<b>Balance at 31 December 2018</b>		<b>9,079,000</b>	<b>-</b>	<b>16,160,981</b>	<b>472,262</b>	<b>25,712,243</b>

The notes on pages 24 to 53 are an integral part of these financial statements.



## Statement of cash flows

	Notes	Year ended 31 December	
		2018 €	2017 €
<b>Cash flows from operating activities</b>			
Cash generated from/(used in) operations	20	3,825,708	(8,688,801)
Income tax paid		(580,160)	22,812
Interest received		44,090	6,240
Interest paid		(1,080,074)	(660,705)
Net cash generated from/(used in) operating activities		2,209,564	(9,320,454)
<b>Cash flows from financing activities</b>			
Redemption of bonds		(78,800)	(288,700)
Proceeds from disposal of available-for-sale investments	7	-	1,117,599
Net cash generated from financing activities		(78,800)	828,899
<b>Net movement in cash and cash equivalents</b>		2,130,764	(8,491,555)
<b>Cash and cash equivalents at beginning of year</b>		13,215,303	21,706,858
<b>Cash and cash equivalents at end of year</b>	9	15,346,067	13,215,303

The notes on pages 24 to 53 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 the period presented, unless otherwise stated.

#### 1.1 Basis of preparation

These financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the EU and comply with the Maltese Companies Act (Cap. 386). The financial statements have been prepared under the historical cost convention, as modified by the fair valuation of investment property and available-for-sale financial assets.

The preparation of financial statements in conformity with IFRSs as adopted by the EU requires the use of certain accounting estimates. It also requires directors to exercise their judgment in the process of applying the company's accounting policies (see Note 3 – Critical accounting estimates and judgments).

#### *Standards, interpretations and amendments to published standards effective in 2018*

In 2018, the company adopted new standards, amendments and interpretations to existing standards that are mandatory for the company's accounting period beginning on 1 January 2018. The adoption of these revisions to the requirements of IFRSs as adopted by the EU did not result in substantial changes to the company's accounting policies impacting the company's financial performance and position.

#### **IFRS 9 – Financial Instruments**

IFRS 9 replaced the existing guidance in IAS 39 Financial Instruments: Recognition and Measurement; the company adopted IFRS 9 on 1 January 2018, which is the date of initial application of the standard. IFRS 9 has resulted in changes in accounting policies related to the classification and measurement and impairment of financial assets. The company has taken advantage of the exemption in IFRS 9 allowing it not to restate comparative information for prior periods with respect to classification and measurement and impairment charges.

##### **(a) Classification of Financial assets under IFRS 9**

IFRS 9 contains a new classification and measurement approach for financial assets that reflects the business model in which assets are managed and their cash flow characteristics. It contains three principal classification categories for financial assets: measured at amortised cost, Fair Value through Other Comprehensive Income (FVOCI) and Fair Value Through Profit or Loss (FVTPL). The standard eliminates the existing IAS 39 categories of held to maturity, loans and receivables and available-for-sale.

The transition from IAS 39 to IFRS 9 did not have a material impact on the company's measurement models applied to its financial assets; the differences between IAS 39 and IFRS 9 consists solely of reclassifications. Reclassification adjustments reflect the movement of balances between categories of financial assets with no impact to shareholders' equity. There is no change to the carrying value of financial instruments as a result of reclassifications.

## 1. Summary of significant accounting policies - continued

### 1.1 Basis of preparation - continued

#### (a) Classification of Financial assets under IFRS 9 - continued

The application of IFRS 9 resulted in the reclassification of all the company's financial assets from the 'Loans and receivables' category in IAS 39 to 'Financial assets at amortised cost' under IFRS 9. These assets comprise loans, trade and other receivables and cash and cash equivalents. The new classification requirements have not had a material impact on the company's accounting for loans and receivables, which continued to be measured at amortised cost upon the adoption of IFRS 9, and they did not have an impact on the classification of the company's financial liabilities.

The changes in classification accordingly had no impact on the company's equity and tax balances.

#### (b) Impairment

From 1 January 2018, the company has to assess on a forward-looking basis the expected credit losses associated with its debt instruments carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. IFRS 9 replaced the 'incurred loss' model in IAS 39 with an 'expected credit loss' (ECL) model. The new impairment model applies to the company's financial assets measured at amortised cost. Under IFRS 9, credit losses are recognised earlier than under IAS 39.

While cash and cash equivalents are also subject to the impairment requirements of IFRS 9, the expected credit losses are immaterial.

For trade and other receivables, the company applies the IFRS 9 simplified approach to measuring expected credit losses, which uses a lifetime expected impairment provision for all trade receivables. The impact on the company of this change in the impairment model is not significant in view of the high quality of the counterparties to which the company is exposed to credit risk, and the loss allowance is not material.

The company applies IFRS 9's three-stage impairment model ("the general model"). The first step of the general model is to determine which impairment 'stage' the balance sits within. At initial recognition, the balances are generally within 'stage 1', which requires a 12-month expected credit loss to be calculated for each balance. The model then requires monitoring of the credit risk associated with those balances to consider if there has been a significant increase since initial recognition. If there has been a significant increase in credit risk, or the asset has become credit impaired, a lifetime expected credit loss must be recognised.

In determining whether a significant increase in credit risk has occurred, the company takes into account the counterparty's performance and financial position, as well as expected future cash flows. The impact on the company of this change in the impairment model is not significant in view of the high quality of the counterparty to which the company is exposed to credit risk. A loss allowance of €14,500 has been reflected in the statement of changes in equity upon adoption of this new standard.

The new policy is disclosed in more detail in note 1.6.

## 1. Summary of significant accounting policies - continued

### 1.1 Basis of preparation - continued

#### *Standards, interpretations and amendments to published standards that are not yet effective*

Certain new standards, amendments and interpretations to existing standards have been published by the date of authorisation for issue of these financial statements that are mandatory for the company's accounting periods beginning after 1 January 2018. The company has not early adopted these revisions to the requirements of IFRSs as adopted by the EU and the company's directors are of the opinion that, with the exception of the below pronouncements, there are no requirements that will have a possible significant impact on the company's financial statements in the period of initial application.

### 1.2 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments has been identified as the board of directors, responsible for making strategic decisions. The board of directors considers the Company to be made up of one segment, that is raising financial resources from capital markets to finance the capital projects of the Company. All the Company's revenue and expenses are generated in Malta and revenue is mainly earned from the development of immovable property.

### 1.3 Foreign currency translation

#### *Functional and presentation currency*

Items included in these financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). These financial statements are presented in euro, which is the Company's functional currency and presentation currency.

### 1.4 Investment property

Investment property, comprising commercial property including offices and shops, that is held for long term rental yields or for capital appreciation or both, and which is not occupied by the Company is classified as investment property. Investment property is measured initially at its cost, which principally comprises land and buildings including the purchase cost of acquiring the land together with other costs incurred during its subsequent development, including:

- (i) The costs incurred on development works, including site clearance, excavation, construction, etc., together with the costs of ancillary activities such as site security and permit compliance costs.
- (ii) The cost of various design and other studies conducted in connection with the project, together with all other expenses incurred in connection therewith.
- (iii) Any borrowing costs, net of investment income from available-for-sale investments, attributable to the development phases of the project.

## 1. Summary of significant accounting policies - continued

### 1.6 Financial assets - continued

Interest income on debt instruments measured at amortised cost from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition of these instruments is recognised directly in profit or loss and presented in other gains/(losses) together with foreign exchange gains and losses. Impairment losses are presented as a separate line item in the statement of profit or loss.

#### Impairment

The company assesses on a forward-looking basis the expected credit losses (ECL) associated with its debt instruments carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. The company's financial assets are subject to the expected credit loss model.

#### *Expected credit loss model*

The company measures loss allowances at an amount equal to lifetime ECLs, except for the following, which are measured at 12-month ECLs:

- debt securities that are determined to have low credit risk at the reporting date; and
- other debt securities and bank balances for which credit risk has not increased significantly since initial recognition.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the company considers reasonable and supportable information that is relevant and available without undue cost or effort. The company assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due, and it considers a financial asset to be in default when the borrower is unlikely to pay its credit obligations to the company in full, without recourse by the company to actions such as realising security (if any is held); or the financial asset is more than 90 days past due.

Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument. 12-month ECLs are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months). The maximum period considered when estimating ECLs is the maximum contractual period over which the company is exposed to credit risk.

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls. ECLs are discounted at the effective interest rate of the financial asset. At each reporting date, the company assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data such as significant financial difficulty of the borrower or issuer, or a breach of contract such as a default or being more than 90 days past due.

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

## 1. Summary of significant accounting policies - continued

### 1.6 Financial assets - continued

#### *Simplified approach model*

For trade receivables, the company applies the simplified approach required by IFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

The expected loss rates are based on the payment profiles of sales over a period of 12 months before 31 December 2018 or 1 January 2018, respectively, and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the liability of the customers to settle the receivable. Trade receivables are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, among others, the probability of insolvency or significant financial difficulties of the debtor. Impaired debts are derecognised when they are assessed as uncollectible.

#### Accounting policy applied until 31 December 2017

#### **Classification**

The company classified its financial assets as loans and receivables. The classification depended on the purpose for which the financial assets were acquired. Management determined the classification of its financial assets at initial recognition.

Loans and receivables were non-derivative financial assets with fixed or determinable payments that were not quoted in an active market. They arose when the company provided money, goods or services directly to a debtor with no intention of trading the asset. They were included in current assets, except for maturities greater than twelve months after the end of the reporting period. These were classified as non-current assets. The company's loans and receivables comprised trade and other receivables (note 1.8) in the statement of financial position.

#### **Recognition and measurement**

The company recognised a financial asset in its statement of financial position when it became a party to the contractual provisions of the instrument. Regular way purchases and sales of financial assets were recognised on settlement date, which is the date on which the company commits to purchase or sell the asset.

Financial assets were initially recognised at fair value plus transaction costs. Available-for-sale financial assets were subsequently carried at fair value. Loans and receivables were subsequently carried at amortised cost using the effective interest method. Amortised cost was the initial measurement amount adjusted for the amortisation of any difference between the initial and maturity amounts using the effective interest method.

Financial assets were derecognised when the rights to receive cash flows from the financial assets had expired or had been transferred and the company had transferred substantially all risks and rewards of ownership or had not retained control of the asset.

## 1. Summary of significant accounting policies - continued

### 1.6 Financial assets - continued

#### Impairment

The company assessed at the end of each reporting period whether there was objective evidence that a financial asset or a group of financial assets was impaired. A financial asset or a group of financial assets was impaired and impairment losses were incurred only if there was 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) had 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 assessed whether objective evidence of impairment exists. The criteria that the company used to determine that there was objective evidence of an impairment loss included:

- 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.

#### *(a) Assets carried at amortised cost*

For financial assets carried at amortised cost, the amount of the loss was measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that had not been incurred) discounted at the financial asset's original effective interest rate. The asset's carrying amount was reduced and the amount of the loss was recognised in profit or loss. If, in a subsequent period, the amount of the impairment loss decreased and the decrease could 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 was recognised in profit or loss.

#### *(b) Assets classified as available-for-sale*

In the case of investments classified as available-for-sale, a significant or prolonged decline in the fair value of the investments 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.

### 1.7 Inventory - development project

The main objective of the Company is the development of two plots of land known as 'block 16' and 'block 17, Towers I and II'. This development is intended in the main for resale purposes, and is accordingly classified in the financial statements as inventory. Any elements of the project which are identified for business operation or long-term investment properties are transferred at their carrying amount to property, plant and equipment or investment property when such identification is made and the cost thereof can reliably be segregated.

The development is carried at the lower of cost and net realisable value. Cost comprises the purchase cost of acquiring the land together with other costs incurred during its subsequent development, including:

- (i) The costs incurred on development works, including site clearance, excavation, construction, etc., together with the costs of ancillary activities such as site security and permit compliance costs.

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

**1.7 Inventory - development project - continued**

- (ii) The cost of various design and other studies conducted in connection with the project, together with all other expenses incurred in connection therewith.
- (iii) Any borrowing costs, net of investment income from available-for-sale investments, attributable to the development phases of the project.

The purchase cost of acquiring the land represents the cash and debt equivalent value of the public deed.

Net realisable value is the estimated selling price in the ordinary course of business, less the costs of completion and selling expenses.

**1.8 Trade and other receivables**

Trade receivables are amounts due from customers for units sold or 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.

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less expected credit loss allowances.

Details about the company's impairment policies and the calculation of loss allowance are provided in Note 1.6.

**1.9 Cash and cash equivalents**

Cash and cash equivalents are carried in the statement of financial position at face value. In the statement of cash flows, cash and cash equivalents includes cash in hand and deposits held at call with banks.

**1.10 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.

**1.11 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. The company's financial liabilities are classified as financial liabilities which are not at fair value through profit or loss (classified as 'Other liabilities'). These financial liabilities are recognised initially at fair value, being the fair value of consideration received, net of transaction costs that are directly attributable to the acquisition or the issue of the financial liability. 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. Summary of significant accounting policies - continued**

**1.12 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.

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

**1.13 Borrowings**

Borrowings are recognised initially at the fair value of proceeds received, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method. 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.

**1.14 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.

**1.15 Provisions**

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made.

**1.16 Revenue recognition**

Revenue comprises the fair value of the consideration received or receivable for the sale of units and services in the ordinary course of the Company's activities. 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 when specific criteria have been met for each of the Company's activities as described below.

*(a) Sales of services*

Revenue from services is generally recognised in the period the services are provided, based on the services performed to date as a percentage of the total services to be performed. Accordingly, revenue is recognised by reference to the stage of completion of the transaction under the percentage of completion method.

## 1. Summary of significant accounting policies - continued

### 1.16 Revenue recognition - continued

#### *(b) Property related income*

Property sales are recognised when the significant risks and rewards of ownership of the property being sold are effectively transferred to the buyer. This is generally considered to occur at the later of the contract of sale and the date when all the group's obligations relating to the property are completed and the possession of the property can be transferred in the manner stipulated by the contract of sale.

Amounts received in respect of sales that have not yet been recognised in the financial statements, due to the fact the significant risks and rewards of ownership still rest with the Company, are treated as payments received in advance and are reported within current liabilities.

Rentals receivable charged to tenants of immovable property are recognised in the period when the property is occupied.

#### *(c) Interest income*

Interest income is recognised for all interest-bearing instruments using the effective interest method.

### 1.17 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 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.

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

### 1.18 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.

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

**1.19 Borrowing costs**

Borrowing costs which are incurred for the purpose of acquiring or constructing inventory are capitalised as part of its cost. Borrowing costs are capitalised while acquisition or construction is actively underway, during the period of time that is required to complete and prepare the asset for its intended use or sale. Capitalisation of borrowing costs is ceased once the asset is substantially complete and is suspended if the development of the asset is suspended. All other borrowing costs are expensed. Borrowing costs are recognised for all interest-bearing instruments on an accrual basis using the effective interest method. Interest costs include the effect of amortising any difference between initial net proceeds and redemption value in respect of the Company's interest-bearing borrowings.

**1.20 Earnings per share**

The company presents basic earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the company by the weighted average number of ordinary shares outstanding during the period.

**2. Financial risk management**

**2.1 Financial risk factors**

The Company's activities potentially expose it to a variety of financial risks: market risk (including cash flow interest rate risk), credit risk and liquidity 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 Company did not make use of derivative financial instruments to hedge risk exposures during the current and preceding financial years. 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.

(a) 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 Company has no currency risk since all assets and liabilities are denominated in Euro.

(ii) 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 interest bearing financial instruments.

As at 31 December 2016, the Company held investments in fixed interest available-for-sale investments. During the year ended 31 December 2017, the Company disposed of all of these investments and realised gain of €33,334.

Borrowings are subject to fixed interest rates and principally consist of Bonds (Note 12).

Based on the above, the board considers the potential impact on profit or loss of a defined interest rate shift at the reporting date to be quite contained.

**2. Financial risk management - continued**

**2.1 Financial risk factors - continued**

(b) Credit risk

Credit risk arises from cash and cash equivalents, deposits with banks, investments, as well as credit exposures to customers, including outstanding receivables and committed transactions. The Company's exposures to credit risk are analysed as follows:

	2018 €	2017 €
Trade and other receivables (Note 8)	5,442,816	9,668,179
Cash and cash equivalents (Note 9)	15,346,067	13,215,303
	20,788,883	22,883,482

The Company principally banks with local financial institutions of high quality standing. At 31 December 2018, the Company held substantially its cash and cash equivalents of €15.3 million with three local banks.

The Company manages its credit risk exposure in relation to receivables actively and in a practicable manner. The Company's receivables principally comprise an advance payment to the main contractor, a fellow subsidiary within the Pender Group for construction works being performed, and an amount receivable from its parent company. The Board considers these receivables to be fully performing.

The maximum exposure to credit risk at the reporting date in respect of the financial assets mentioned above is disclosed in the respective notes to the financial statements. The Company does not hold any collateral as security in this respect.

(c) Liquidity risk

The Company is exposed to liquidity risk in relation to meeting future obligations associated with its financial liabilities, which comprise principally trade and other payables and borrowings (Notes 12 and 13). Prudent liquidity risk management includes maintaining sufficient cash and committed credit lines to ensure the availability of an adequate amount of funding to meet the Company's financial obligations.

The Company's main objective is to effectively and efficiently manage the construction and financing of Towers I & II and Block 17 within Pendergardens. In this regard, the Company is subject to the general market and economic risks which are beyond its control and that may have a significant impact on the Project and its timely completion. These risks include, but are not limited to factors such as the health of the local property market, inflation and property prices and other economic and social factors affecting demand for real estate in general. In the event that these risks were to materialise they could have a significant impact on the liquidity and financial position of the Company. Within this context, the directors have evaluated the risks and continue to monitor closely the impact of events as they take place in the local and global economy and how these impact the business of the Company.

## 2. Financial risk management - continued

### 2.1 Financial risk factors - continued

#### (c) Liquidity risk - continued

Management monitors liquidity risk by means of cash flow forecasts on the basis of expected cash flows from the development and operation of the project. This includes reviewing the matching or otherwise of expected cash inflows and outflows arising from expected maturities of financial instruments in relation to the project. On the basis of these forecasts, management ensures that no financing facilities, additional to the existing Bonds and financing from the shareholders, are expected to be required in respect of the project. Liquidity risk is not deemed significant due to the Group's committed borrowing facilities that it can access to meet liquidity needs.

The Company's trade and other payables are principally repayable within one year from the end of the reporting period. Payments received on account under promise of sale agreements will be utilised upon delivery of the finished apartments.

The carrying amounts of the Company's assets and liabilities are analysed into relevant maturity grouping based on the remaining period at the balance sheet date to the contractual maturity date in the respective notes to the financial statements.

		Expected cash flows (undiscounted)						
		Carrying amount	Contractual cash flows	On demand	Due within one year	Between 1 and 2 years	Between 2 and 5 years	After more than 5 years
		€	€	€	€	€	€	€
<b>31-Dec-18</b>								
Borrowings (Note 12)	41,252,564	49,711,831	-	2,424,394	17,135,894	30,151,743	-	-

		Expected cash flows (undiscounted)						
		Carrying amount	Contractual cash flows	On demand	Due within one year	Between 1 and 2 years	Between 2 and 5 years	After more than 5 years
		€	€	€	€	€	€	€
<b>31-Dec-17</b>								
Borrowings (Note 12)	41,249,595	53,047,786	-	2,429,122	2,429,122	48,189,542	-	-

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

### 2.2 Fair value estimation

At 31 December 2018 and 2017, the carrying amounts of cash at bank, receivables, payables, and accrued expenses approximated their fair values in view of the nature of the instruments or their short-term maturity.

The fair value of non-current borrowings is based on amortised cost representing proceeds received net of transaction costs incurred. The amortisation of transaction costs is calculated using the effective interest method.

## 2. Financial risk management - continued

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

In preparing these financial statements, the directors of the Company have made reference to the cash flow forecast of the Company covering the years 2019 to 2022. After making enquiries, the Directors have ascertained that no further financing facilities are required in addition to the existing Bonds for the completion of Towers I & II and Block 17 since funding for the construction and finishing of the property has been secured by means of the Bonds currently in issue.

The Company's equity, as disclosed in the statement of financial position, constitutes its capital. The Company maintains its level of capital by reference to its financial obligations and commitments arising from operational requirements, taking cognisance of the level of gearing.

The Company monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings (as shown in the statement of financial position) less available-for-sale investments and cash and cash equivalents. Total capital is calculated as equity, as shown in the statement of financial position, plus net debt.

	2018 €	2017 €
Total borrowings (Bonds outstanding Note 12)	41,632,500	41,711,300
Less: Cash and cash equivalents (Note 9)	(15,346,067)	(13,215,303)
Net debt	<b>26,286,433</b>	28,495,997
Total equity	<b>25,712,243</b>	14,418,385
Total capital	<b>51,998,676</b>	42,914,382
Gearing ratio	<b>50.55%</b>	66.40%

The Company manages the relationship between equity injections from shareholders and borrowings, being the constituent elements of capital, as reflected above with a view to managing the cost of capital. The Company maintains its level of capital by reference to its financial obligations and commitments arising from operational requirements in relation to the different phases of the development project. In view of the nature of the Company's activities, the development stage of the distinct phase and the extent of borrowings or financing, the capital level as at the end of the reporting period is also deemed adequate by the directors.

### 3. Critical accounting estimates and judgments

Estimates and judgments are continually evaluated and based on historical experience and other factors including expectations of future events that are believed to be reasonable under the circumstances.

#### *Inventory valuation*

The inventory - development project is carried at the lower of cost and net realisable value. The carrying amount of inventory in the statement of financial position represents the value of the of land, development and borrowing costs attributable to the various phases of the Pendergardens Development project which are either held for sale or under development as at 31 December 2018, analysed by project phase. Further disclosure is included in Note 6 to the financial statements.

#### *Fair valuation of investment property*

The Company reviews the valuation of the investment property on an annual basis. In 2017 and 2018, management determined the fair value of the investment property by referring to the valuation report prepared by third party qualified valuers. The Company adjusted the book value to its revalued amount and recognised the resultant surplus in the income statement. Further disclosures on key assumptions in this regard are included in Note 4 to the financial statements.

#### *Valuation of property, plant and equipment*

The Company performs impairment assessment on an annual basis. In 2018, management determined the recoverable amount of the public car park based on the projected cash-flow model and sales comparative approach. The Company adjusted the carrying amount and recognised the resultant adjustment to carrying amount of property, plant and equipment in the income statement. Further disclosures on key assumptions in this regard are included in Note 5 to the financial statements.

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

The Directors also draw attention to the fact that there are no assumptions and other major sources of estimation uncertainty at the end of the reporting period, that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

**4. Investment property**

	2018 €
<b>At January 2017</b>	
Transfer from inventory development project	1,443,817
Fair value movement	3,101,183
	4,545,000
<b>At 31 December</b>	4,545,000
<b>Year ended 31 December</b>	
Opening net book value	4,545,000
Transfer from inventory - development project	13,555,202
Fair value movement	14,699,798
	32,800,000
<b>At 31 December</b>	32,800,000
<b>At 31 December 2018</b>	
Transfer from inventory – development project	14,999,019
Fair value movements	17,800,981
	32,800,000
<b>At 31 December</b>	32,800,000

In 2017, the Board of directors resolved to transfer the carrying amount of the five outlets in Block 16 commercial area from inventory - development project to investment property following the decision to hold such properties for lease to third parties.

As at 31 December 2018, the Board of directors resolved to transfer the carrying amount of all of the commercial property relating to block 17 and the Towers from inventory - development project to investment property following the decision to hold such properties for lease to third parties.

*Fair valuation of investment property*

The Company's investment property was revalued by an external and independent valuer. The book value has been adjusted to the revalued amount and the resultant surplus, net of applicable deferred income taxes, has been credited to the income statement. The surplus, net of deferred tax has been transferred to the revaluation reserve through the statement of changes in equity (Note 10).

Valuations were made on the basis of open market value taking cognisance of the specific location of the property, the size of the site together with its development potential, the availability of similar properties in the area, and whenever possible, having regard to recent market transactions for similar properties in the same location.

The Company is required to analyse non-financial assets carried at fair value by level of the fair value hierarchy within which the recurring fair value measurements are categorised in their entirety (Level 1, 2 or 3). The different levels of the fair value hierarchy have been defined as fair value measurements using:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included in level 1 that are observable for the asset or liability, either directly (that is as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).



#### 4. Investment property - continued

As of 31 December 2017, the Company's investment property, comprises the following properties mentioned: Outlet 1 and 2 are currently in its shell form, whilst Outlet 3 and 4 are completed and being rented. Outlet 5 is temporarily being used as the Sales and Marketing office of the Company. In addition to the investment property recognized in 2017, as of 31 December 2018 the Company's investment property, comprised the following properties: Towers levels 1 to 7, Outlet 6 and 7 and the wellness center which are currently in its shell form. Of these properties, part of level 3 and levels 4 to 7 in the Towers, Outlet 7 and the Wellness Center are subject to leased agreements the rentals of which commence between 2019 and 2020.

Property fair value measurements at 31 December 2017 and at 31 December 2018 use significant unobservable inputs and are accordingly categorised within Level 3 of the fair valuation hierarchy.

The Company's policy is to recognise transfers into and out of fair value hierarchy levels as of the beginning of the reporting period. There were no transfers between different levels of the fair value hierarchy during the years ended 31 December 2017 and 31 December 2018.

A reconciliation from the opening balance to the closing balance for recurring fair value measurements categorised within Level 3 of the value hierarchy, is reflected in the table above.

##### *Valuation processes*

The valuations of the properties are performed annually by the directors on the basis of valuation reports prepared every three years by independent and qualified valuers. These reports are based on both:

- information provided by the Company such as area per outlet in square meters, current rents and terms and conditions of lease agreements. This information is derived from the Company's financial and property management systems and is subject to the Company's overall control environment; and
- assumptions and valuation models used by the valuers; with assumptions being typically market related, such as open market rates. These are based on their professional judgement and market observation.

The information provided to the valuers, together with the underlying assumptions and valuation models used by the valuers, are reviewed by executive management, which are then presented to the Audit Committee. This includes review of the fair value movements over the period.

When the Audit Committee considers that the valuation report is appropriate, the valuation report is recommended to the Board of Directors. The Board then considers the valuation report as part of its overall responsibilities.

4. **Investment property - continued**

*Valuation techniques*

The valuation was performed using the guidelines of the UK Royal Institution of Chartered Surveyors (RICS) Appraisal and Valuation Manual.

Given the specific nature of these assets, the valuations of property have been performed by reference to valuation models. The valuation was determined using open market values based on significant unobservable inputs. These inputs include:

Open market values based on open market rates for similar commercial properties, catering for differences in the size, age, location and conditions of the properties.

Information about fair value measurements using significant unobservable inputs (level 3):

Description	Fair value €	Valuation technique	Value €
<b>At 31 December 2018</b>			
Commercial buildings	€32,800,000	Open market values	€1,900 to €7,500 per square meter per annum
<b>At 31 December 2017</b>			
Commercial buildings	€4,545,000	Open market values	€4,400 to €7,500 per square meter per annum

For each valuation for which value per square meter has been determined to be the significant unobservable input, the higher the value per square meter, the higher the fair value. Conversely, the lower the value per square meter, the higher the fair value.

5. **Property, plant and equipment**

	Public car park €
<b>At 1 January &amp; 31 December 2017</b>	
Cost or valuation	-
Accumulated depreciation	-
Net book amount	-

**5. Property, plant and equipment - continued**

	Public car park €
<b>Year ended 31 December 2018</b>	
Opening net book amount	-
Additions	10,505,160
Depreciation charge	(372,558)
Adjustment to net realisable value	(2,000,000)
Closing net book amount	8,132,602
<b>At 31 December 2018</b>	
Cost or valuation	10,505,160
Accumulated depreciation and impairment charges	(2,372,558)
Net book amount	8,132,602

Upon transfer of property, plant and equipment from inventory – development project during 2018 management carried out an impairment assessment subjecting car spaces within the public car park in a separate manner compared to the car spaces and residential units which under inventory are addressed in a combined manner for impairment assessment purposes.

Management has prepared an impairment model using projected cash flows based on contracted and projected net income streams covering the expected useful life of the asset, the growth rate and discount rate, coupled with a sales comparative approach.

Management has determined that the most appropriate method for valuing the car spaces in the public car park should be based on a sales comparative approach which has resulted in an adjustment of €2 million to the cost of property, plant and equipment to align to the net realisable value based on recent transactions within the Pender Complex.

**6. Inventory - development project**

	2018 €	2017 €
Purchase cost of land and related development costs	13,968,429	13,968,429
Cost of design works and other studies, excavation, construction works, including borrowing costs	46,871,209	39,322,822
Non-recoverable value added tax	4,521,331	4,114,677
Cost of sale of apartments and car spaces	(25,005,266)	(16,570,946)
Transfer to property, plant and equipment (Note 5)	(9,035,160)	-
Transfer to investment property (Note 4)	(14,999,019)	(1,443,817)
	16,321,524	39,391,165

**7. Available-for-sale investments**

	2018 €	2017 €
<b>Year ended 31 December</b>		
Opening carrying amount	-	1,141,471
Acquisitions during the year	-	-
Disposals during the year	-	(1,084,265)
Net fair value changes during the year	-	(23,872)
Fair value released on disposal	-	(33,334)
	-	-
Closing carrying amount:	-	-

The Company's available-for-sale investments are investments, which are traded on the local stock market. The fair value of these available-for-sale investments is based upon quoted market prices at the end of the reporting period. The quoted market price used for each financial asset held by the Company is the closing price of the last trading day as published by the Malta Stock Exchange.

During 2017, the Company disposed of all of its available-for-sale investments and registered a realised gain of €33,334.

The Company's exposure to credit, foreign exchange and interest rate risks and fair value information related to other investments are disclosed in Note 2 to the financial statements.

**8. Trade and other receivables**

	2018 €	2017 €
<b>Current</b>		
Amounts owed by immediate parent company	805,829	2,291,883
Amounts owed by ultimate parent company	28,242	-
Advance payments to fellow subsidiary	2,942,906	4,847,998
Commissioner of value added tax	280,448	910,124
Other receivables	1,385,391	1,618,174
	5,442,816	9,668,179
<b>Non-current</b>		
Reserve account	1,252,820	403
Other receivables	250,000	1,300,000
	1,502,820	1,300,403
	6,945,636	10,968,582

Amounts owed by ultimate and immediate parent companies and the fellow subsidiary, the latter being the main contractor of the development project, are unsecured, interest free and repayable on demand.

**9. Cash and cash equivalents**

For the purposes of the statement of cash flows, cash and cash equivalents comprise the following:

	2018 €	2017 €
Cash at bank and in hand	<b>15,346,067</b>	13,215,303

Cash and cash equivalents earn interest as follows:

	2018 €	2017 €
At fixed rates	<b>2,026,364</b>	5,008,889

**10. Equity**

**10.1 Share capital**

	2018 €	2017 €
Authorised: 9,100,000 ordinary shares of €1.00 each	<b>9,100,000</b>	9,100,000
Issued and fully paid up: 9,079,000 ordinary shares of €1.00 each	<b>9,079,000</b>	9,079,000

**10.2 Revaluation reserve**

	2018 €	2017 €
<b>Year ended 31 December</b>		
Transfer of revaluation surplus arising during the year (Note 4)	<b>17,800,981</b>	3,101,183
Deferred taxes arising during the year (Note 11)	<b>(1,640,000)</b>	(227,250)
<b>At 31 December</b>	<b>16,160,981</b>	2,873,933

The balances as at 31 December 2017 and 31 December 2018 represent the difference between the fair value of the investment property, net of deferred tax and the historical cost. Such amount has been transferred from retained earnings to other reserve and in the opinion of the directors is non-distributable.

## 11. Deferred tax liabilities

Deferred 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%, 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 5% of the transfer value.

The taxation rules on capital gains arising on transfer of immovable as per article 27G of the Income Tax Act stipulate that provisional tax of 8% is applicable on the transfer value of immovable property acquired after 1 January 2014 which rate applies to the Company. Article 27G further presents calculations of an amount that is available for set-off against the said provisional tax, which would result in an effective tax rate of 5% on the transfer value of immovable property to the Company.

The movement on deferred tax account is as follows:

	2018 €	2017 €
Deferred taxes on fair valuation of investment property	1,412,750	227,250
Deferred taxes on property, plant and equipment	(700,000)	-
	712,750	227,250

The amount disclosed in the table above is recognised in the statement of comprehensive income.

The balance at 31 December represents:

	2018 €	2017 €
Temporary differences arising on fair valuation of investment property	32,800,000	4,545,000
Temporary differences arising on valuation of property, plant and equipment	(2,000,000)	-
	30,800,000	4,545,000

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

At 31 December 2018 and 2017, the Company had unutilised tax credits and temporary differences which were not recognized in these financial statements as follows:

	2018 €	2017 €
Unutilised tax credits arising from:		
- Tax losses and unrealized group relief	500,734	520,119
	500,734	520,119

## 12. Borrowings

	2018 €	2017 €
<b>Non-current</b>		
Bonds 2020 - 2022	41,252,564	41,249,595

The interest rate exposure of the Company's borrowings is as follows:

	2018	2017
<b>At a fixed rate</b>		
Bonds 2020	5.5%	5.5%
Bonds 2022	6.0%	6.0%

Maturity of long term borrowings:

	2018 €	2017 €
Within 3 years	14,711,300	14,711,300
Within 5 years	26,541,264	26,538,295
	41,252,564	41,249,595

	2018 €	2017 €
<b>Bonds outstanding</b>		
Proceeds	42,000,000	42,000,000
Redemptions	(367,500)	(288,700)
	41,632,500	41,711,300
Gross amount of bond issue costs	744,509	744,509
Bond issue costs amortised	(364,573)	(282,804)
	379,936	461,705
Amortised cost and carrying amount	41,252,564	41,249,595

In February 2013, the Company issued €12,000,000 7% Secured Bonds having a nominal value of €1,000 each, redeemable at par between 2015 and 2019 in the form of a private placement. Interest on the Notes was due and payable annually in arrears on 14 January of each year. The net proceeds were being used for the development of Block 16. The 2014 Bond Prospectus specified that payment of the principal and interests thereon shall be secured by a general hypothec over all present and future assets of the Company and a special hypothec over the Company's Property.

In May 2014, the Company issued a dual series bond of €42 million (Series I: €15m 5.5% Secured Bonds 2020; Series II: €27m 6% Secured Bonds 2022). Holders of the €12 million 2013 Bonds converted €9,985,000 from the said Bond into the Series II Bond. The remaining €2,015,000 worth of 2013 bonds were redeemed in January 2015 being the earliest redemption date of the said bonds. The 2014 Bonds are listed on the Malta Stock Exchange. Interest on the notes is due and payable annually in arrears on 31 May (Series I) and on 31 July (Series II) of each year. The net proceeds are being used for the development of Block 16, Towers I & II and Block 17.

## 12. Borrowings - continued

In 2017, the Company repurchased, and subsequently cancelled €288,700 of the 5.5% Secured Bonds 2020, which is partly financed through the Company's reserve account amounting to €250,000. During 2018, the Company repurchased, and subsequently cancelled €78,800 of the 6% Secured Bonds 2022 which was fully financed from the Company's own funds.

The Company is required to build a reserve fund the value of which will by the redemption dates of each Bond be equivalent to 100% of the outstanding value of the 2014 Bonds. The transfers to the reserve fund will be based on a fixed percentage of net sales proceeds received upon the signing of sales contracts.

Transfers to the reserve account will be made as follows:

- (i) The first €25 million of net sales proceeds will be retained by the Company for the specific purpose of meeting construction costs with respect to Block 17 and Towers I & II;
- (ii) The following €25 million of net sales proceeds will be allocated as to 90% to the Security Trustee and 10% to the Company;
- (iii) Any further sales over and above the initial €50million will be allocated as to 95% to the Security Trustee and 5% to the Company.

Transfers to the reserve account have commenced from the year ended 31 December 2017 and the Company is committed to transfer a minimum of €100,000 each of the years 2016 and 2017 irrespective of whether the initial €25 million of net sales proceeds have been accumulated.

The 2014 bonds are secured by:

- (i) First-ranking general hypothec over all the Company's assets present and future for the amount of €42 million, interest thereon and any other amounts due under the Bonds.
- (ii) First-ranking special hypothec over the Hypothecated Property for the amount of €42 million, interest thereon and any other amounts due under the Bonds.

	2018 €	2017 €
<b>Net debt reconciliation</b>		
Borrowings repayable after more than one year	(41,252,564)	(41,249,595)
Cash and cash equivalents (Note 9)	15,346,067	13,215,303
<b>Net debt</b>	<b>(25,906,497)</b>	<b>(28,034,292)</b>
	2018 €	2017 €
Borrowings as at 1 January	41,249,595	41,461,214
Cash flows – redemption of bonds	(78,800)	(288,700)
Amortisation of bond issue costs	81,769	77,081
<b>Borrowings as at 31 December</b>	<b>41,252,564</b>	<b>41,249,595</b>



**13. Trade and other payables**

	2018	2017
	€	€
<b>Current</b>		
Trade payables	20,999	115
Amounts owed to fellow subsidiary	1,019,402	310,363
Deposits on promise of sale agreements	4,689,481	5,867,657
Deposits on promise of sale agreements from directors	94,310	-
Other payables	1,252,418	-
Accruals and deferred income	5,070,985	6,515,749
	<b>12,147,595</b>	<b>12,693,884</b>

Amounts owed to fellow subsidiary and directors are unsecured, interest free and are repayable on demand.

**14. Revenue**

Revenue represents the total consideration received for the sale of apartments and car spaces of €10,815,750 (2017: € 4,910,000) which is based on final deeds signed during the year. Revenue also includes rental income of €209,220 (2017: €Nil).

**15. Expenses by nature**

	2018	2017
	€	€
Cost of sales apartments	8,434,319	3,179,181
Estate agent commissions	382,579	-
Depreciation of property, plant and equipment	372,557	-
Wages and salaries recharged from parent company	380,256	318,950
Directors remuneration	52,000	52,000
Professional fees	45,167	47,911
Legal fees	76,606	73,823
Annual listing fees	35,741	27,177
Advertising expenses	55,201	42,336
Insurance expenses	37,323	38,589
Other general expenses	317,966	182,151
	<b>10,189,715</b>	<b>3,962,118</b>

**15. Expenses by nature - continued**

Auditor's fees

Fees charged by the auditor for services rendered during the financial years ended 31 December 2018 and 2017 relate to the following:

	2018 €	2017 €
Annual statutory audit	11,307	8,327
Other assurance services	3,544	3,100
Other non-audit services	-	650
Tax compliance and related services	2,219	2,045
	17,070	14,122

**16. Directors' remuneration**

	2018 €	2017 €
Fees and other emoluments	52,000	52,000

Directors' remuneration is paid to the Company's non-executive directors.

**17. Net finance costs**

	2018 €	2017 €
Interest received	64,782	104,777
Interest income offset with interest payable capitalised in inventory	(20,692)	(98,537)
Finance income	44,090	6,240
Interest payable	(1,080,074)	(660,705)
Finance costs	(1,080,074)	(660,705)
Net finance costs	(1,035,984)	(654,465)

**18. Tax expense**

	2018 €	2017 €
Current taxation:		
Current tax expense	540,788	245,500
Under/(over)- provision in prior year	1,863	(1,100)
Deferred tax expense	712,750	227,250
	<b>1,255,401</b>	<b>471,650</b>

The tax on the Company's results differs from the theoretical amount that would arise using the basic tax rate as follows:

	2018 €	2017 €
Profit before tax	12,563,759	3,459,381
Tax on profit at 35%	4,397,316	1,210,783
Expenses not deductible for tax purposes	730,908	-
Interest and property tax at source with a final rate	569,306	135,081
Exempt income	(14,668)	(12,323)
Unrecognised deferred tax movement	(19,385)	(2,627)
Under/(over)- provision of tax in prior year	1,863	(1,100)
Income tax at different rates - unrealised fair value gains on investment property	(4,409,939)	(858,164)
Tax expense	<b>1,255,401</b>	<b>471,650</b>

**19. Earnings per share**

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

	2018 €	2017 €
Profit for the year	11,308,358	2,987,731
Weighted average shares in issue	9,079,000	9,079,000
Earnings per share	<b>1.24</b>	<b>0.32</b>

The Company has not issued any dilutive instruments in the past, and therefore the basic and diluted earnings per share are equal.

## 20. Cash generated from/(used in) operations

Reconciliation of profit for the year to cash generated from/(used in) operations:

	2018 €	2017 €
Operating profit	13,599,743	4,113,846
Adjustments for:		
Depreciation of property, plant and equipment	372,558	-
Adjustment of property, plant & equipment to net realisable value	2,000,000	-
Gain on disposal of available-for-sale investments	-	(33,334)
Fair value movement on investment property	(14,699,798)	(3,101,183)
Provision for impairment of trade and other receivables	(14,500)	-
Changes in working capital:		
Trade and other receivables	660,042	(3,215,954)
Trade and other payables	(1,349,638)	2,847,941
Inventory - development project	(908,952)	(6,795,279)
Related party balances	4,166,253	(2,504,838)
Cash generated from/(used in) operations	3,825,708	(8,688,801)

There were no non-cash transactions during the reporting period.

## 21. Commitments

### 21.1 Capital commitments

The Company has entered into capital commitments with various contractors for the development of Block 16, Tower I & II and Block 17. Outstanding contractual commitments as at year end amounted to €11,370,653 (2017: €20,625,023). Further amounts relating to the contracted project have been capitalised during 2018 within Inventory - development project (Note 6).

### 21.2 Operating lease commitments where the Company is the lessor

The future minimum lease payments receivable under non-cancellable operating leases are as follows:

	2018 €	2017 €
Not later than 1 year	1,046,541	808,542
Later than 1 year and not later than 5 years	8,611,875	5,967,691
Over 5 years	6,035,486	3,353,667
	15,693,902	10,129,900

## 22. Related party transactions

The Company is owned by Pender Ville Limited and Pender Contracting Limited who are in turn ultimately owned and jointly controlled by United Group Limited, Silverline Investments Limited, B.S.&C. Investments Limited, Hal Mann Vellsix Group Limited, Kreativ Developments Limited and MICJON Company Limited. These entities and all the subsidiaries of the Pender Group are considered by the directors to be related parties.

In the ordinary course of its operations, the Company purchases goods and services from companies forming part of the Pender Group. Furthermore, the Company leases one of its retail units to a related party. Remuneration paid to the non-executive Directors of the Company during the current period are disclosed in Note 15 to the financial statements. There were no loans advanced to the Directors during the current period.

Except for transactions disclosed or referred to previously, the following significant operating transactions, which were carried out principally with related parties, have a material effect on the operating results and financial position of the Company:

	2018 €	2017 €
<b>Purchases of goods and services</b>		
- Purchase of construction services from fellow subsidiary	6,103,747	11,085,532
- Purchase of construction services from ultimate parent	2,094,126	558,089
<b>Sale of goods and services</b>		
- Rental income from related party	71,255	-

Year-end balances with related parties, arising principally from the transactions referred to previously, are disclosed in Notes 8 and 13 to these financial statements. Bonds of the Company held by directors at 31 December 2018 amounted to €424,500 (2017: €424,500).

## 23. Statutory information

Pendergardens Developments p.l.c. is a limited liability company and is incorporated in Malta.

The Company's ultimate parent is Pender Ville Limited, a company registered in Malta, with its registered address at GB Buildings, 2nd Floor, 28, Watar Street, Ta' Xbiex XBX 1310, Malta.

The financial statements of the Company are included in the consolidated financial statements prepared by Pender Ville Limited.

## 24. Comparative information

Comparative figures disclosed in the main components of these financial statements have been reclassified to conform with the current year's disclosure format for the purpose of compliance with requirements of the Maltese Companies Act (Cap. 386).

