**[Small Company Limited]**

**Annual Report**

**For the [year] ended [31 December 2016]**

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###### Registration

Small Company Limited is registered in Malta as a limited liability company under the Companies Act, (Cap. 386) with registration number C012345.

**Directors** *{optional inclusion but if the list of directors is included this should be the list of directors*

*at the date of the directors’ report}*

Mr. Anthony Cutajar Ms. Rachel Camilleri

**Company secretary** *{optional inclusion}*

Mr. Daniel Tabone

**Registered office {***If the place of business is different than the registered office, then it is recommended that both addresses are included}*

Small Company Limited, Tower Business Centre, Tower Street,

Swatar, Malta.

**Banker** *{optional inclusion}*

Small Bank plc,

100, Republic Street,

Valletta. VLT 3560, Malta.

**Legal advisor** *{optional inclusion}*

Dr. Christopher Galea, Galea and Associates, 10, Luzzu Street,

Marsaskala, MSK 6000, Malta.

**Auditors** *{recommended inclusion}*

ABC

Professional Building, Dingli Street,

Sliema SLM 1234

Company law requires the directors to prepare financial statements for each financial period which give a true and fair view of the state of the affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the directors are required to:

∙ adopt the going concern basis unless it is inappropriate to presume that the Company will continue in the business;

* + - select suitable accounting policies and apply them consistently;
    - make judgements and estimates that are reasonable and prudent;
    - account for income and charges relating to the accounting period on the accruals basis;
    - value separately the components of asset and liability items; and
    - report comparative figures corresponding to those of the preceding accounting period.

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

**[2016]** [2015]

**Note €**€

Revenue **683,686** 643,407

Cost of sales **(231,835)** (182,296)

**--------------- ---------------**

**Gross profit 451,851** 461,111

Sales and marketing expenses **(11,411)** (2,432)

Administrative expenses **(310,134)** (335,403)

Other operating income **13,000** 2,607

**--------------- ---------------**

Operating profit **143,306** 125,883

Investment income **24,500** 150

Bank interest expense **(65,000)** (71,951)

**--------------- ---------------**

**Profit before tax** *3* **102,806** 54,082

Income tax expense **(91,982)** (17,928)

**-------------- ---------------**

**Profit for the [year] 10,824** 36,154

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**[2016]** [2015]

**Note €**€

**ASSETS**

**Non-current assets**

Property, plant and equipment *4* **2,455,706** 1,962,157

Investment in associate *5* **350,000** 350,000

Available for sale investment *6* **100,000** -

--------------- ---------------

**2,905,706** 2,312,157

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**Current assets**

Inventories *7* **2,390** 2,012

Trade and other receivables *8* **135,956** 174,090

Cash and bank balances **89,186** 49,147

**--------------- ---------------**

**227,532** 225,249

--------------- ---------------

**Total assets 3,133,238** 2,537,406

========= =========

**EQUITY AND LIABILITIES**

**Equity**

Share Capital **180,000** 180,000

Revaluation reserve **212,308** 212,308

Other equity **329,780** -

Retained earnings **32,914** 84,590

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**755,002** 476,898

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**Liabilities**

**Non-current liabilities**

Borrowings *9.1* **1,645,094** 1,560,811

Deferred tax liability **83,650** 20,254

--------------- ---------------

**1,728,744** 1,581,065

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**Current liabilities**

Borrowings *9.2* **374,739** 336,550

Trade and other payables *10* **253,867** 126,757

Current tax liabilities **20,886** 16,136

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**649,492** 479,443

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**Total equity and liabilities 3,133,238** 2,537,406

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The financial statements set out on pages 4 to 19 were approved and authorised for issue by the

Board on …….. [2017] and signed on its behalf by – *{Article 176 (1) of Companies Act (Cap. 386)}*

Anthony Cutajar Rachel Camilleri

Managing Director Director

*{Article 176 (1) of Companies Act (Cap. 386)}*

1. **Basis of preparation**

1.1 Basis of measurement and statement of compliance

The financial statements of [Small Company Limited] (“the Company”) have been prepared in accordance with the Accountancy Profession (General Accounting Principles for Small and Medium-Sized Entities) Regulations, 2015 and the Schedule accompanying and forming an integral part of those Regulations (“GAPSME”). The financial statements have been prepared on the historical cost basis except for land and buildings which are stated at their revalued amount. These financial statements present information about the Company as an individual undertaking

These are the Company’s first financial statements prepared under GAPSME. The Company’s previous financial statements, for the [year] ended [31 December 2015], were prepared in accordance with International Financial Reporting Standards (the “IFRSs**”)** as adopted by the EU *or the Accountancy Profession (General Accounting Principles for Smaller Entities) Regulations, 2009 and the Schedule accompanying and forming part of these Regulations (the “GAPSE”) 4.* The date of transition to GAPSME is the beginning of the earliest period for which the Company presents full comparative information in accordance with GAPSME in these financial statements, hence [1 January 2015].

An explanation of how the transition to GAPSME has affected the Company’s reported

financial position and financial performance is provided in note 12.

###### 1.2 Functional and presentation currency

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

1. **Significant accounting policies**

**2.1 Property, plant and equipment**

*Recognition and measurement*

The cost of an item of property, plant and equipment is recognised as an asset when it is probable that the future economic benefits that are associated with the asset will flow to the entity and the cost can be measured reliably. Property, plant and equipment are initially measured at cost comprising the purchase price, any costs directly attributable to bringing the assets to a working condition for their intended use, and the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located. Subsequent expenditure is capitalised as part of the cost of property, plant and equipment only if it enhances the economic benefits of an asset in excess of the previously assessed standard of performance, or it replaces or restores a component that has been separately depreciated over its useful life.

After initial recognition, property, plant and equipment may be carried under the cost model, that is at cost less any accumulated depreciation and any accumulated impairment losses, or under the revaluation model, that is at their fair value at the date of the revaluation less any accumulated depreciation and any accumulated impairment losses.

5After initial recognition, land and buildings are carried under the revaluation model while other items of property, plant and equipment are carried under the cost model. Revaluations are made for the entire class of land and buildings at least every five years or with sufficient regularity such that the carrying amount does not differ materially from that which would be determined using fair value at the reporting date. Any accumulated depreciation at the date of revaluation is eliminated against the gross carrying amount of the asset and the net amount is restated to the revalued amount of the asset.

1. **Significant accounting policies (continued)**
   1. **Property, plant and equipment (continued)**

*Depreciation*

Depreciation is calculated to write down the carrying amount of the asset on a systematic basis over its expected useful life. Depreciation of an asset begins when it is available for use and ceases at the earlier of the date that the asset is classified as held for sale (or included in a disposal group that is classified as held for sale) or the date that the asset is derecognised. The depreciation charge for each period is recognised in profit or loss.

Land is not depreciated. The rates of depreciation used for other items of property, plant and equipment are the following:

* + - Freehold building - 2% per annum straight line
    - Gymnasium equipment- 8.33% per annum straight line
    - Other equipment - 6.67% per annum straight line
    - Furniture and fittings - 5% per annum straight line

*Depreciation method, useful life and residual value*

The depreciation method applied, the residual value and the useful life are reviewed on a regular basis and when necessary, revised with the effect of any changes in estimate being accounted for prospectively.

*Derecognition of property, plant and equipment*

Property, plant and equipment are derecognised on disposal or when no future economic benefits are expected from their use or disposal. Gains and losses arising from derecognition represent the difference between the net proceeds (if any) and the carrying amount and are included in profit or loss in the period of derecognition.

###### Investment in associate

An associate is an entity over which the Company has significant influence and that is neither a subsidiary nor an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the associate but is not control or joint control over those policies.

An investment in an associate is initially measured at cost. After initial recognition, the investment in associate is measured using the cost method6**.**

Under the cost method, the investment is measured at cost less accumulated impairment losses. Distributions received from the associate are recognised as investment income in profit or loss when the Company’s right to receive the dividend is established

**2 Significant accounting policies (continued)**

* 1. **Financial assets, financial liabilities and equity**

A financial asset or a financial liability is recognised on the Company’s balance sheet when

the Company becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially recognised at their fair value plus in the case of financial assets and financial liabilities not classified as held for trading and subsequently measured at fair value, transaction costs attributable to the acquisition or issue of the financial assets and financial liabilities.

Financial assets and financial liabilities are derecognised if and to the extent that, it is no longer probable that any future economic benefits associated with the item will flow to or from the entity.

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

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

1. *Trade and other receivables (excluding non-financial assets included in this line item)*

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

1. *Investments*

Available for sale (the ‘AFSs’) financial assets are those non-derivative financial assets that are designated as available-for-sale or are not classified as loans & receivables, held to maturity or held for trading investments. After initial recognition, the Company carries its AFS investments under the cost model7. Impairment losses (where applicable) and foreign exchange gains and losses on available for sale investments are recognised in profit or loss. Interest, if any, on AFS financial assets, calculated using the effective interest method is recognised in profit or loss and included within the line item investment income. Dividends on available for sale equity instruments are recognised in profit or loss when the entity’s right to receive payment is established.

**2 Significant accounting policies (continued)**

* 1. **Financial assets, financial liabilities and equity (continued)**

1. *Trade and other payables (excluding non-financial liabilities included in this line item)*

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

1. *Bank borrowings*

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

Subsequent to initial recognition, interest bearing bank overdrafts are carried at their face value due to their short term maturities

1. *Loan from parent company*

The Company’s loan from parent company is initially measured at fair value plus transaction costs that are directly attributable to the issue of the loan. After initial recognition, the Company’s loan from parent company is measured at amortised cost.

1. *Share capital issued by the Company*

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

###### Inventories

Inventories are measured at the lower of cost and net realisable value. 8Cost is calculated using the first-in, first-out method and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. The cost of finished goods and work in progress comprises direct materials and, where applicable, direct labour and a proportion of fixed and variable production overheads that are incurred in converting materials into finished goods, based on the normal level of activity. Net realisable value represents the estimated selling price in the ordinary course of business less the estimated costs of completion and the costs to be incurred in marketing, selling and distribution

**2 Significant accounting policies (continued)**

* 1. **Impairment**

The Company’s property, plant and equipment, intangible assets, investment in associate and financial assets are tested for impairment.

* + 1. *Property, plant and equipment and investment in associate*

The carrying amounts of the Company’s property, plant and equipment and investment in associate are reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the asset’s recoverable amount is estimated. The recoverable amount of an asset is the higher of its fair value less costs to sell and its value in use.

Whenever the carrying amount of an asset exceeds its recoverable amount, an impairment loss is recognised and the carrying amount of the asset is reduced to its recoverable amount. Impairment losses are recognised immediately in profit or loss, unless they relate to an asset which is carried at revalued amount, in which case they are treated as a revaluation decrease to the extent that the impairment loss does not exceed the amount in the revaluation surplus for that asset.

The carrying amounts of Company’s assets are also reviewed at each balance sheet date to determine whether there is any indication that an impairment loss recognised in prior periods may no longer exist or may have decreased. If any such indication exists, the asset’s recoverable amount is estimated. An impairment loss previously recognised is reversed only if there has been a change in the estimates used to determine the asset’s recoverable amount since the last impairment loss was recognised. When an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, to the extent that it does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. Impairment reversals are recognised immediately in profit or loss, unless they relate to an asset which is carried at revalued amount, in which case they are treated as a revaluation increase unless an impairment loss on the same asset was previously recognised in profit or loss.

**2 Significant accounting policies (continued)**

* 1. **Impairment (continued)**
     1. *Financial assets*

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

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

###### Cash and cash equivalents

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

###### Income taxes

Income tax expense comprises current and deferred tax. Income tax expense is recognised in profit or loss except to the extent that the tax arises from a transaction or event which is recognised directly in equity, in which case it is recognised in equity.

Current tax is based on the taxable profit for the [year], as determined in accordance with tax laws, and measured using tax rates, which have been enacted or substantively enacted by the balance sheet date.

**2 Significant accounting policies (continued)**

* 1. **Income taxes (continued)**

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

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

###### Income

*Sale of goods*

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership have been transferred to the buyer, the inflow of economic benefits associated with the transaction is probable. Revenue is measured at the fair value of the consideration received or receivable, net of any trade discounts and volume rebates allowed by the entity.

*Rendering of services*

Revenue from membership fees is recognised when the outcome of the transaction can be estimated reliably. Revenue from the provision of personal training services and fitness classes is recognised when the services are rendered.9

*Interest income*

Interest income is recognised when the inflow of economic benefits associated with the transaction is probable and the amount of income can be measured reliably. Interest income is recognised on an accrual or time proportion basis.

**2 Significant accounting policies (continued)**

* 1. **Government grants**

Government grants are assistance by government, inter-governmental agencies and similar bodies whether local, national or international, in the form of cash or transfers of assets to the Company in return for past or future compliance with certain conditions relating to operating activities of the Company. Government grants are recognised when there is reasonable assurance that the Company will comply with the conditions attaching to them and the grants will be received.

Government grants received during the year relate to the acquistion of gymnasium equipment classified as property, plant and equipment and are presented in the statement of financial position as deferred income, which is recognised as income on a systematic basis over the useful life of the asset.

###### Borrowing costs

Borrowing costs, including those costs that are directly attributable to the acquisition, construction or production of qualifying assets, are recognised as an expense in profit or loss in the period in which they are incurred.

###### Employee benefits

The Company contributes towards the state pension in accordance with local legislation. The only obligation of the Company is to make the required contributions. Costs are expensed in the period in which they are incurred

###### Foreign currencies

Transactions denominated in foreign currencies are converted to the functional currency at the rates of exchange ruling on the dates on which the transactions first qualify for recognition. Monetary assets and monetary liabilities denominated in foreign currencies at balance sheet date are translated at [year] end closing rates of exchange. Any exchange differences arising on the settlement of monetary assets and monetary liabilities, or on translating foreign denominated monetary assets and liabilities at the balance sheet date at rates different from those at which they were previously translated, are recognised in profit or loss.

###### Profit before tax

* 1. *Total remuneration paid to the Company’s auditors during the [year] amounts: {Art. 156 of Companies Act (Cap.386)}***:**

###### 2016 2015

€ €

Audit fees **2,062** 2,062

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* 1. The average number of persons employed by the Company during the [year] was as 5 (2015: 5)

###### Property, plant and equipment

###### *4.1*

**Total Land and Gymnasium Other Furniture s**

**Buildings equipment equipment & fitting**

**€ € € € €**

**At [1 January 2016]**

Revalued/cost amount 2,039,356 1,380,770 331,745 272,927 53,914

Accumulated depreciation

and impairment (77,199) (18,000) (30,591) (23,216) (5,392)

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**Net book amount 1,962,157** **1,362,770** **301,154**  **249,711**  **48,522**

**======== ======== ======== ======= =======**

**Year ended [31 December 2016]**

Opening net book amount 1,962,157 1,362,770 301,154 249,711 48,522

Additions 595,860 - 308,260 282,390 5,210

Depreciation charge11 (102,311) (9,000) (53,334) (37,021) (2,956)

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**Closing net book amount 2,455,706 1,353,770 556,080**  **495,080**  **50,776**

**======= ======= ====== ====== ======**

**At [31 December 2016]**

Revalued/cost amount 2,635,216 1,380,770 640,005 555,317 59,124

Accumulated depreciation

& impairment (179,510) (27,000) (83,925) (60,237) (8,348)

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**Net book amount 2,455,706 1,353,770 556,080 495,080 50,776**

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* 1. *Land and buildings*

The carrying amount of land and buildings that would have been included in the financial statements had these assets been carried at cost less accumulated depreciation and accumulated impairment losses is €1,123,000 ([2015]: €1,132,000).

As further disclosed in note 8.3, the Company provided a first special hypothec on its land and buildings and a general hypothec on its assets as security for the loan from parent company ([2015]: the same security was provided for its bank loan).

Land12 was revalued by an independent valuer on 31 December 2014, on an open market existing use basis that reflects recent transactions for similar properties.

* 1. *Revaluation reserve*

**[2016] [2015]**

**€ €**

As at [1 January]  **212,308** 150,000

Reduction in opening deferred tax resulting

from a reduction in tax rate **-** 62,308

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**212,308** 212,308

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**5 Investment in associate**

**[2016] [2015]**

**€ €**

Cost **350,000** 350,000

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**6 Available for sale investment**

During the current reporting period, the Company invested €100,000 in locally quoted equity.

**[2016]**

**€**

At [1 January 2016] -

Additions 100,000

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**At [31 December 2016]** 13 **100,000**

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**7 Inventories**

**Inventories**

**[2016] [2015]**

**€ €**

Finished goods **2,390** 2,012

======== ========

**8 Trade and other receivables**

**Trade and other receivables**

**[2016] [2015]**

**€ €**

Trade receivables **78,255** 55,544

Payment on account **16,000** -

Indirect taxes **41,701** 118,546

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**135,956** 174,090

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###### Borrowings (continued)

*9.1 Non Current liabilities*

Borrowings included under non current liabilities on the balance sheet comprise the following amounts:

*9.1*

**[2016] [2015]**

€ €

Bank loan - 1,560,811

Loan from parent company (note 9.3) **1,645,094 -**

**------------- -------------**

**1,645,094** 1,560,811

======== ========

* 1. *Current liabilities*

Borrowings included under current liabilities on the balance sheet comprise the following amounts

**[2016] [2015]**

€ €

Bank loan **-** 312,163

Bank overdraft **-** 24,387

Loan from parent **374,739 -**

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**374,739** 336,550

======== ========

* 1. *Loan from parent company (note 11.2)*

###### [2016]

**€**

Amount advanced by parent company 2,349,613

Capital contribution – discounting effect (329,780)

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**Loan from parent company at [31 December] 2,019833**

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On 31 December 2016, the Company obtained a loan from its parent company amounting to

€2,349,613. The difference between the principal amount of the loan and the present value amounting to €545,355 has been classified as other equity as it represents a further capital contribution by the parent company.

The loan is interest free and repayable in 6 equal instalments of cash and cash equivalents over the next 6 years. The final amount of €300,710 becomes due and payable after more than 5 years, as at 31 December 2022.

The loan from parent company has been secured by a first special hypothec on the

Company’s land and buildings and a general hypothec on the Company’s assets.

###### Trade and other payables

**[2016] [2015]**

Trade payables **76,769** 65,949

Amount due to parent company **56,975** 52,498

Accrued expenses **10,123** 8,310

Deferred government grant **110,000** -

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**253,867** 126,757

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Amount due to parent company is unsecured, interest free and repayable on demand. The consideration will be paid in cash.

1. **Related party disclosures**

*11.1 Relationships between parents and subsidiaries*

[Parent Company Limited], the registered address of which is Level 1, ABCD House, Triq it-Tuffieh, Naxxar, Malta is the entity which draws up consolidated financial statements of the smallest body of entities which it forms part as a subsidiary.

*11.2 Transactions with related parties*

###### Transaction value for the [year] ended 31 December

###### Balance outstanding as at [31 December

**[2016] [2015] [2016] [2015]**

Notes

**Expenses**

Parent company –

recharge of expenses 10 **235,325** 246,999 **56,975** 52,498

**Financing transactions**

Loan from parent 9.3 **2,349,613** - **2,019,833** -

The loan from the parent company has been secured by a first special hypothec on the

Company’s land and buildings and a general hypothec on the Company’s assets. **14**

###### First-time adoption of GAPSME

As explained in note 1, the Company first-time adopted GAPSME in these financial statements. The date of transition to GAPSME is 1 January 2015.

The accounting policies applied by the Company upon transition to GAPSME were consistent with those applied under IFRS as adopted by the EU. As a result, the transition to GAPSME had no effect on the Company’s reported position and financial performance

###### INDEPENDENT AUDITOR’S REPORT

To the Shareholders of Small Company Limited Report on the Audit of the Financial Statements.

###### Report on the Audit of the Financial Statements Opinion

We have audited the financial statements of Small Company Limited (the Company), set out on pages 4 to 17, which comprise the balance sheet as at [31 December 2016], the income statement, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements give a true and fair view of the balance sheet of the Company as at [31 December 2016], and of its financial performance for the year then ended in accordance with the Accountancy Profession (General Accounting Principles for Small and Medium-sized Entities) Regulations, 2015 and the Schedule accompanying and forming an integral part of those Regulations(GAPSME) and have been properly prepared in accordance with the requirements of the Companies Act (Cap. 386).

###### Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor’s Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants’ *Code of Ethics for Professional Accountants (IESBA Code)* together with the ethical requirements that are relevant to our audit of the financial statements in accordance with the *Accountancy Profession (Code of Ethics for Warrant Holders) Directive issued in terms of the Accountancy Profession Act (Cap. 281) in Malta,* and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Material Uncertainty Related to Going Concern** (*only required when a material uncertainty exists)*

We draw attention to Note X in the financial statements, which indicates that the Company incurred a net loss of ZZZ during the year ended [31 December 2016] and, as of that date, the Company’s current liabilities exceeded its total assets by YYY. As stated in Note X, these events or conditions, along with other matters as set forth in Note X, indicate that a material uncertainty exists that may cast significant doubt on the Company’s ability to continue as a going concern. Our opinion is not modified in respect of this matter.

**Other Information *[or another title if appropriate, such as “Information Other than the Financial Statements and Auditor’s Report Thereon”]15***

The directors are responsible for the other information. The other information comprises the [describe other

information other than the financial statements and our auditor’s report thereon].

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

###### Responsibilities of the Directors

The directors are responsible for the preparation of the financial statements that give a true and fair view in accordance with GAPSME, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Company’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

###### 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.

*(This part can be located either in the body of the auditor’s report or as an Appendix to the auditor’s report)*

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

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

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

###### Report on Other Legal and Regulatory Requirements

[*The form and content of this section of the auditor’s report would vary depending on the nature of the auditor’s other reporting responsibilities prescribed by local law, regulation, or national auditing standards (including requirements included in the Companies Act, EU Directive or Regulation). The matters addressed by other law, regulation or national auditing standards (referred to as “other reporting responsibilities”) shall be addressed within this section unless the other reporting responsibilities address the same topics as those presented under the reporting responsibilities required by the ISAs as part of the Report on the Audit of the Financial Statements section. The reporting of other reporting responsibilities that address the same topics as those required by the ISAs may be combined (i.e., included in the Report on the Audit of the Financial Statements section under the appropriate subheadings) provided that the wording in the auditor’s report clearly differentiates the other reporting responsibilities from the reporting that is required by the ISAs where such a difference exists].*

[Signature in the name of the audit firm, the personal name of the auditor, or both, as appropriate for the particular jurisdiction]

[Auditor Address] [Date]

*Cost of Sales*

**[2016] [2015]**

**€ €**

Opening stock **2,012** 2,334

Purchases **11,296** 11,956

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**13,308** 14,290

Closing stock **(2,390)** (2,012)

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**10,918** 12,278

*Other direct costs*

Wages **115,304** 108,386

Depreciation **99,355** 54,840

General expenses **6,258** 6,792

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**231,835** 182,296

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*Sales and Marketing expenses*

**[2016] [2015]**

**€ €**

Fairs and exhibitions **2,000** -

Advertising **5,000** 2,000

Commissions payable **4,411** 432

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**11,411** 2,432

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*Administrative expenses*

**[2016] [2015]**

**€ €**

Directors’ remuneration **35,872** 33,719

Salaries recharged by parent **105,110** 52,325

Management fees recharged by parent **130,215** 194,674

Water and electricity **4,013** 4,570

Repairs and maintenance **580** 1,971

Office stationery and supplies **4,507** 8,418

Telecommunications **4,000** 7,638

Overseas travel **4,231** 8,636

Legal and professional fees **1,881** 500

Audit fee **2,062** 2,062

Bank charges **1,762** 480

Insurance **3,881** 3,674

Registry fee **489** 489

Transport expenses **4,163** 3,761

Staff training **4,412** 7,172

Staff welfare **-** 2,618

Depreciation **2,956** 2,696

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**310,134** 335,403

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