

#### **COMPANY ANNOUNCEMENT**

# MEDSERV PLC (THE "COMPANY")

## **Approval of Half Yearly Report**

Date of Announcement	27 August 2015
Reference	118/2015
Listing Rule	5.16.20

The Board of Directors has today approved the half yearly report of the Company for the financial period 1 January 2015 to 30 June 2015, a copy of which is attached hereto and is available for public inspection in electronic form on the Company's website (<a href="https://www.medservenergy.com">www.medservenergy.com</a>).

Signed:

Company Secretary



Directors' Report pursuant to Listing Rule 5.75.2

For the Period 1 January 2015 to 30 June 2015

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This report is published in terms of Chapter 5 of the Listing Rules of The Listing Authority, Malta Financial Services Authority and the Prevention of Financial Markets Abuse Act 2005.

The condensed consolidated interim financial statement figures have been extracted from the Group's unaudited accounts for the six months ended 30 June 2015 and its comparative period in 2014. The comparative consolidated statement of financial position has been extracted from the audited financial statements as at 31 December 2014. These condensed consolidated interim financial statements have been prepared in accordance with accounting standards adopted for use in the EU for interim financial statements (EU adopted IAS 34 - Interim Financial Reporting). These condensed consolidated interim financial statements were approved by the Board of Directors on 27 August 2015. In terms of Listing Rule 5.75.5, the directors state that this half-yearly financial report has not been audited or reviewed by the Group's independent auditors.

#### **Principal activities**

The principal activities of the Group consist of providing services and support to the offshore oil and gas industry operating mainly in the Central and Eastern areas of the Mediterranean basin.

### Review of performance and outlook

The Group's turnover for the six-month period ended  $30^{th}$  June 2015 amounted to £26,927,943 compared to £9,514,191 registered in the comparative period to  $30^{th}$  June 2014. This represents a substantial increase over the comparative period for last year. Low margin business which formed a substantial portion of turnover last year has diminished, thus increasing overall profit margins.

The Group registered a profit before tax of €4,501,869 compared to a profit of €564,007 registered in the six-month period to  $30^{th}$  June 2014. After accounting for taxation and the loss on disposal of a discontinued operation amounting to €218,525, the net profit for the period to 30 June 2015 amounted to €3,008,921 compared to a profit of €446,815 for the six-month period ended  $30^{th}$  June 2014.

The Group's results for the year are expected to be better than forecast. The results for the first half of the year substantially exceeded budget but whereas the second half of the year will also be profitable, the results for that period are expected to be in accordance with budget.

The Malta base remains extremely busy and this has necessitated further expansion of the office block, in addition to that already announced in the interim statement for the period ended 30<sup>th</sup> June 2014. A further 13,000 sqm of land at Hal Far in addition to the 30,000 sqm announced in the same report has been obtained. The Group is continuing to increase its concentration on quality, health, safety and environment, as the sharp increase in turnover and in the complexity of a number of the Group's activities necessitate this as a priority.

Eni Cyprus has completed the drilling of the first two wells of a four well programme. Eni is currently studying the results and in the meantime Medserv (Cyprus) Ltd has reduced its operating costs commensurate with the present reduced activity of Eni Cyprus.



#### Directors' Report pursuant to Listing Rule 5.75.2 (continued)

For the Period 1 January 2015 to 30 June 2015

As reported in the company announcement dated 15<sup>th</sup> May 2015 the Misurata base remained dormant. This position has remained unaltered and the Group took a decision to close the base permanently. An agreement was concluded with our equity partners in Libya under which the shares in Medserv Misurata Free Zone Company (of which the Group owned 60%) have been transferred to them in exchange for a financial consideration and for certain assets on the Misurata base that have been shipped over to Malta. The Group believes that Libya will remain an important market and it is positioning itself to be able to reopen a land base at the first opportunity. The decision on location will reflect market considerations and the political and economic changes one may expect in the new Libya post agreement.

The Tripoli office remains active and has obtained an additional significant contract valued at one million euro with the possibility to extend by a further two million in 2016. This represents another maintenance project, further confirming the solid development of the maintenance unit set up last year.

Due to the growing shortage of quay space in Malta suitable for quayside operations, the Group has sought alternative facilities. It has been successful in locating a suitable port in Greece. The first vessel has already arrived and Medserv staff have been relocated to manage this new business in a new location for the Group.

The Group is continuing to actively search for additional opportunities particularly in Portugal, Egypt and the Middle East.

#### **Related party transactions**

Transactions with each category of related parties and the balances outstanding at the end of the reporting periods are set out in note 12 to the condensed consolidated interim financial statements.

#### **Dividends**

No interim dividend is being recommended.

Approved by the Board on 27 August 2015 and signed on its behalf by:

Anthony J Duncan Director

Anthony S Diacono Director



## Condensed Consolidated Statement of Financial Position

As at 30 June 2015

		At	At
		30.06.15	31.12.14
	Note	€	€
ASSETS			
Property, plant and equipment	8	24,052,081	23,341,986
Prepaid operating lease		34,511,240	34,899,006
Deferred tax assets		3,312,325	4,062,971
Non-current assets		61,875,646	62,303,963
Prepaid operating lease		775,533	775,533
Trade and other receivables		15,725,015	16,641,205
Cash at bank and in hand		2,448,537	1,115,693
Current assets		18,949,085	18,532,431
Total assets		80,824,731	80,836,394



## Condensed Consolidated Statement of Financial Position (continued)

#### As at 30 June 2015

	A.4	At
	At 30.06.15	31.12.14
	30.00.13	31.12.14
Note	e	€
EQUITY		
Share capital	2,500,000	2,500,000
Reserves	3,595,746	4,352,864
Retained earnings	4,346,511	2,362,960
		0.017.004
Equity attributable to equity holders of the Company	10,442,257	9,215,824
Non-controlling interest	380,751	257,096
Total equity	10,823,008	9,472,920
LIABILITIES		
Deferred income	34,511,240	34,899,006
Loans and borrowings 10	22,482,911	21,137,818
Provisions	41,300	29,581
Deferred tax liabilities	122,943	47,004
Non-current liabilities	57,158,394	56,113,409
Current tax payable	466,929	141,952
Deferred income	775,533	775,533
Loans and borrowings 10	3,043,429	4,880,499
Trade and other payables	8,557,438	9,452,081
Current liabilities	12,843,329	15,250,065
Total liabilities	70,001,723	71,363,474
Total equity and liabilities	80,824,731	80,836,394

The notes on pages 9 to 16 are an integral part of these condensed consolidated interim financial statements.

The condensed consolidated interim financial statements set out on pages 3 to 16 were approved by the Board of Directors on 27 August 2015 and were signed by:

Anthony J Duncan Director

Anthony S Diacono Director



## Condensed Consolidated Statement of Comprehensive Income

For the Period 1 January 2015 to 30 June 2015

		6 months	6 months
		ended	ended
		30.06.15	30.06.14
			Restated
	Note	€	€
<b>Continuing operations</b>			
Revenue		26,927,943	9,514,191
Cost of sales		(19,108,445)	(7,719,136)
Gross profit		7,819,498	1,795,055
Other income		289,601	19,255
Administrative expenses		(2,769,020)	(902,031)
Other expenses		(63,018)	(1,580)
Results from operating activities		5,277,061	910,699
Finance costs		(775,192)	(346,692)
Profit before income tax		4,501,869	564,007
Tax expense	7	(1,274,423)	(95,633)
_			
Profit from continued operations		3,227,446	468,374
Discontinued operation			
Loss from discontinued operation, net of tax	6	(218,525)	(21,559)
Profit for the period		3,008,921	446,815
Profit attributable to			
Owners of the Company		2,626,433	397,264
Non-controlling interest		382,488	49,551
-			
Profit for the period		3,008,921	446,815
Other comprehensive income		-	_
Total comprehensive income for the period		2 000 001	116.017
T		3,008,921	446,815
Earnings per share		10.7	1.6
Basic earnings per share		10c5	1c6
Earnings per share - continuing operations			
Basic earnings per share		11c4	1c6

The notes on pages 9 to 16 are an integral part of these condensed consolidated interim financial statements.

## Condensed Consolidated Statement of Changes in Equity

For the Period 1 January 2015 to 30 June 2015



						Non-	
	Share	Legal	Statutory	Retained		controlling	Total
	capital	reserve	reserve	earnings	Total	interest	equity
	€	€	€	€	€	€	€
Balance at 1 January 2014	2,500,000	60,000	4,546,761	772,443	7,879,204	277,819	8,157,023
Total comprehensive income							
for the period							
Profit for the period	-	-	-	397,264	397,264	49,551	446,815
Transfer from retained earnings Transactions with owners of the Company, recognised directly in equity	-	-	218,699	(218,699)	-	-	-
Dividends to owners of the Company	-	_	-	(600,000)	(600,000)	-	(600,000)
Balance at 30 June 2014	2,500,000	60,000	4,765,460	351,008	7,676,468	327,370	8,003,838
Balance at 1 January 2015	2,500,000	60,000	4,292,864	2,362,960	9,215,824	257,096	9,472,920
Total comprehensive income							
for the period							
Profit for the period	-	-	-	2,626,433	2,626,433	382,488	3,008,921
Transfer to retained earnings  Transactions with owners of the  Company, recognised directly in equity	-	(60,000)	(697,118)	757,118	-	-	-
Dividends to owners of the Company	_	_	_	(1,400,000)	(1,400,000)	_	(1,400,000)
Disposal of subsidiary with non-controlling interest	_	_	_	-	-	(258,833)	(258,833)
Balance at 30 June 2015	2,500,000		3,595,746	4,346,511	10,442,257	380,751	10,823,008

The notes on pages 9 to 16 are an integral part of these condensed consolidated interim financial statements.



## Condensed Consolidated Statement of Cash Flows

For the Period 1 January 2015 to 30 June 2015

	6 months	6 months
	ended	ended
	30.06.15	30.06.14
	€	€
Cash flows from operating activities		
Profit for the period	3,008,921	446,815
Adjustments for:		
Depreciation	1,284,572	453,895
Tax expense	1,274,423	95,633
Reversal of impairment loss on trade receivables	-	(8,230)
Provision for exchange fluctuations	(1,852)	(6,356)
Provision for gratuity payments	11,720	327
Gain on sale of property, plant and equipment	(3,258)	-
Loss on sale of discontinued operation, net of tax	218,525	-
Interest payable	775,192	346,692
	6,568,243	1,328,776
Change in inventories	-	(158,401)
Change in trade and other receivables	1,034,570	(6,422,911)
Change in trade and other payables	(1,311,488)	4,742,014
Change in related party balances	-	(1,808)
Change in shareholders' balances	-	(4,247)
Cash generated from/(absorbed by) operating activities	6,291,325	(516,577)
Interest paid	(60,355)	(332,701)
Taxes paid	(35,833)	<u> </u>
Net cash from/(used in) operating activities	6,195,137	(849,278)
Balance carried forward before		(0.40 <b></b>
investing and financing	6,195,137	(849,278)



## Condensed Consolidated Statement of Cash Flows (continued)

For the Period 1 January 2015 to 30 June 2015

	6 months	6 months
	Ended	Ended
	30.06.15	30.06.14
	€	€
Balance brought forward before		
investing and financing	6,195,137	(849,278)
		, , ,
Cash flows from investing activities		
Acquisition of property, plant and equipment	(2,290,269)	(10,799,898)
Proceeds from sale of property, plant and equipment	30,000	-
Net cash used in investing activities	(2,260,269)	(10,799,898)
Cash flows from financing activities		
Issue of notes	-	7,105,000
Issue costs	-	(167,092)
Advances by non-controlling interest	-	1,131,285
Loan advanced by bank	1,058,427	-
Repayments of bank loans	(290,668)	-
Interest paid on bank loans	(40,278)	-
Interest paid on notes	(599,558)	-
Dividends paid to non-controlling interest	-	(90,000)
Dividends paid to owners of the Company	(1,387,690)	(595,261)
Net cash (used in)/ from financing activities	(1,259,767)	7,383,932
Net increase/(decrease) in cash and cash equivalents	2,675,101	(4,265,244)
Cash and cash equivalents at beginning of period	(2,687,608)	5,682,988
		7.760
Effect of exchange rate fluctuations on cash held	-	7,760

The notes on pages 9 to 16 are an integral part of these condensed consolidated interim financial statements.



#### Notes to the Condensed Consolidated Financial Statements

For the Period 1 January 2015 to 30 June 2015

#### 1 Reporting company

Medserv p.l.c. (the "Company") is a public liability company domiciled and incorporated in Malta. The condensed consolidated interim financial statements for the six-months ended 30 June 2015 comprise the Company and its subsidiaries (together referred to as the 'Group'). Subsidiaries consist of Medserv International Limited, Medserv Operations Limited, Medserv Italy Limited, Medserv Eastern Mediterranean Limited, Medserv (Cyprus) Limited, Medserv East Africa and Medserv Libya Limited.

### 2 Basis of preparation

#### Statement of compliance

These interim financial statements have been prepared in accordance with IAS 34 Interim Financial Reporting as adopted by the EU. They do not include all the information required for a complete set of IFRS financial statements. However, selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in the Group's financial position and performance since the last annual consolidated financial statements as at and for the year ended 31 December 2014.

#### 3 Significant accounting policies

The accounting policies applied by the Group in these condensed consolidated interim financial statements are the same as those applied by the Group in its consolidated financial statements as at and for the year ended 31 December 2014.

#### 4 Significant accounting estimates

The preparation of interim consolidated financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates. In preparing these condensed interim consolidated financial statements, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the audited financial statements for the year ended 31 December 2014.



## Notes to the Condensed Consolidated Financial Statements

For the Period 1 January 2015 to 30 June 2015

## **5** Operating segments

### Information about reportable segments

	Malta C	peration	Libya O	peration	<b>Cyprus Operation</b>		T	otal
	6mths to 30.06.15	6mths to 30.06.14	6mths to 30.06.15	6mths to 30.06.14 Restated	6mths to 30.06.15	6mths to 30.06.14	6mths to 30.06.15	6mths to 30.06.14 Restated
	€	€	$\epsilon$	€	$\epsilon$	€	€	€
External revenues	14,846,915	8,569,114	924,209	-	11,156,819	945,077	26,927,943	9,514,191
Inter-segment revenue	-	- - 		-	1,381,244	36,610	1,381,244	36,610
Reportable segment Profit/ (Loss) before tax	2,136,985 ======	433,586 =====	(156,931) ======	(25,867) =====	2,629,641 ======	332,381 =====	4,609,695 =====	740,100 =====
	Malta C	peration	Libya O	peration	Cyprus	Operation	T	otal
	30.06.15	31.12.14	30.06.15	31.12.14	30.06.15	31.12.14	30.06.15	31.12.14
	$\epsilon$	€	$\epsilon$	€	$\epsilon$	€	€	€
Reportable segment assets	67,111,322 ======	66,621,641	461,627 =====	1,278,588	13,210,307	14,051,859	80,783,256	81,952,088 ======
Reportable segment liabilities	59,209,023	58,552,880	58,019	391,866	10,500,453	13,052,696	69,767,495	71,997,442
	======	======	=====	======	=======	======	======	=======



#### Notes to the Condensed Consolidated Financial Statements

For the Period 1 January 2015 to 30 June 2015

### **5** Operating segments (continued)

	6 months ended	6 months ended
	30.06.15	30.06.14
		Restated
	€	€
Total profit before tax for reportable segments Unallocated amounts:	4,609,695	740,100
Other corporate expense	(107,826)	(56,025)
Other interest payable	-	(120,068)
Profit before tax	4,501,869	564,007
	======	======

## 6 Discontinued operation

In June 2015, the Group sold its sixty percent shareholding in Medserv Misurata FZC to the Misurata Free Zone Authority. Management has taken a decision to close the Misurata, Libya base permanently as activity remains minimal.

The Misurata base was not previously classified as held-for-sale or as a discontinued operation. The comparative condensed consolidated statement of comprehensive income has been restated to show the discontinued operation separately from continuing operations.

6 months

6 months

#### 6.1 Results from discontinued operation

	o monus	o monus
	ended	ended
	30.06.15	30.06.14
	€	€
Revenue	-	124,920
Expenses	-	(146,479)
December from a constitute of the constitution		(21.550)
Results from operative activities, net of income tax	-	(21,559)
Loss on sale of discontinued operation	(218,525)	-
Loss for the period	(218,525)	(21,559)
1	=====	=====

The loss for the period from discontinued operation of &218,525 was attributable entirely to the owners of the Company. The loss for the comparative period amounted to &21,559, an amount of &12,935 was attributable to the owners of the Company.



## Notes to the Condensed Consolidated Financial Statements

For the Period 1 January 2015 to 30 June 2015

## **6** Discontinued operation (continued)

6.2	Cash flows from discontinued operation			
		6 months		
		ended	ended	
		30.06.15	30.06.14	
		€	€	
	Net cash from operating activities	-	26,626	
	Net cash used in financing activities	-	(225,000)	
	Net cash flow for the period	-	(198,374)	

### 6.3 Effect of disposal on the financial position of the Group

	30.06.2015
	€
Property plant and equipment Trade and other receivables Cash and cash equivalents	184,095 77,484 166,981
Assets of discontinued operation	428,560
Less: Assets transferred to non-controlling interest	(258,833)
Consideration receivable by equity holders of the Company	169,727 ======



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## Medserv p.l.c.

#### Notes to the Condensed Consolidated Financial Statements

For the Period 1 January 2015 to 30 June 2015

### 7 Tax expense

The tax expense recognised in profit or loss and the result of the accounting profit multiplied by the tax rate applicable to Malta, the Company's country on incorporation, are reconciled as follows:

	6 months ended 30.06.15	6 months ended 30.06.14 Restated
	$\epsilon$	€
Profit before income tax	4,501,869	564,007
Income tax using the domestic income tax rate	(1,575,654)	(197,402)
Tax effect of: Depreciation charges not deductible by way of capital allowances in determining taxable income Business Promotion Act investment tax credit Disallowed expenses Discontinued operation Difference in tax rates applicable to Group entities Adjustment to prior years' deferred tax asset	(39,048) (39,542) - - 462,664 (82,843)	(59,596) 7,545 71,915
	(1,274,423)	(95,633)
	======	=====

### 8 Property, plant and equipment

During the six months ended 30 June 2015, the Group acquired assets with a cost of  $\{0.395,003\}$  (six months ended 30 June 2014:  $\{0.1250,737\}$ ).

Asset purchases represent base improvements and acquisitions of plant and equipment for the Malta base amounting to €2,235,407, which includes plant and equipment relocated from the Misurata, Libya base, following the discontinuation of operation of Medserv Misurata FZC. The remaining purchases were in relation to improvements to buildings, plant and equipment at the Larnaca, Cyprus base.



#### Notes to the Condensed Consolidated Financial Statements

For the Period 1 January 2015 to 30 June 2015

#### 9. Capital and reserves

#### **Dividends**

The following dividends were declared and paid by the Company during the period.

	6 months	6 months
	ended	ended
	30.06.15	30.06.14
	€	€
5.6 euro cents per qualifying ordinary share		
(2014: 2.4 euro cents)	1,400,000	600,000
	======	======

Dividend per qualifying ordinary share is worked out on the number of shares existing as at 30 June 2015.

#### 10 Loans and borrowings

At the end of the period the Group had bank loans amounting to €2,014,757. The interest rate and terms of repayment were as follows:

Bank loan	Interest rate	Repayable by
€162,647	5.35%	Monthly instalments of €6,033 inclusive of interest, repayable by latest 16 July 2018.
€1,852,110	5.35%	Monthly instalments of €50,303 inclusive of interest, repayable by latest 20 November 2018.

These loans were secured by joint and several guarantees given by the Company and a second general hypothec given by a subsidiary.

The carrying amount of the notes is €19,716,976 and bear interest at 6% per annum and are redeemable on 30 September 2023 with an early redemption option exercisable by giving a 30 day notice from 30 September 2020. These notes are secured by Medserv Operations Limited through a general hypothec and a special hypothec over its emphyteutical rights on the Medserv site at the Malta Freeport at the Port of Marsaxlokk.

Furthermore the Group has a loan amounting to €1,333,563 advanced by a non-controlling interest. The loan is unsecured, bears interest at 6.25% per annum and is repayable by 15 September 2017.



#### Notes to the Condensed Consolidated Financial Statements

For the Period 1 January 2015 to 30 June 2015

### 10 Loans and borrowings (continued)

The Group enjoys general overdraft facilities of €4,100,000 at the following terms and conditions

Bank overdraft	Interest rate	Security
		·
€500,000	5.15%	Joint and several guarantees by the Company
€2,500,000	5.35%	Secured by a general hypothec over the Company's assets present and future; a special hypothec over the emphyteutical property situated at the Company's sites and buildings.
€1,100,000	4.65%	Joint and several guarantees by the Company

At 30 June 2015, the group had unutilised bank overdraft facilities of €1,638,956.

## 11 Contingencies

There were no major changes in the contingencies of the Group from those disclosed in the consolidated financial statements of the Group for the year ended 31 December 2014.

### 12 Related parties

The Company has a related party relationship with its subsidiaries and with its directors. All transactions entered into with group companies have been eliminated in the preparation of these financial statements.

In addition to transactions disclosed in the statement of cash flows, the following transactions were conducted during the period:

		Transactions' value 6 months ended	
	30.06.15	30.06.14	
	$\epsilon$	€	
Other related party			
Services rendered by	6,700	4,069	
	=====	=====	
Other related company			
Capital goods provided by	-	1,472,908	
	======	======	



## Notes to the Condensed Consolidated Financial Statements

For the Period 1 January 2015 to 30 June 2015

## 12 Related parties (continued)

		Balance outstanding	
	30.06.15	31.12.14	
Amounts due to	$\epsilon$	€	
Shareholders	44,947 =====	32,637 =====	
Non-controlling interest	1,333,563 ======	405,485	



### Statement pursuant to Listing Rule 5.75.3 issued by the Listing Authority

## We confirm that to the best of our knowledge:

- the condensed consolidated interim financial statements give a true and fair view of the financial position of the Group as at 30 June 2015, as well as of the financial performance and cash flows for the six-month period then ended, fully in compliance with the accounting standards adopted for use in the EU for interim financial statements (EU adopted IAS 34, Interim Financial Reporting); and
- the Interim Directors' report includes a fair review of the information required in terms of Listing Rules 5.81 to 5.84.

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Anthony J Duncan Director

27 August 2015

Anthony S Diacono Director