UNIVERSAL
GOLF ENTERPRISES PLC

29 Απριλίου 2025

Κύριο Νίκο Τρυπάτσα
Αναπληρωτή Γενικό Διευθυντή
Χρηματιστήριο Αξιών Κύπρου
ΛΕΥΚΩΣΙΑ

Αγαπητέ κ. Τρυπάτσα

ΕΓΚΡΙΣΗ ΟΙΚΟΝΟΜΙΚΩΝ ΚΑΤΑΣΤΑΣΕΩΝ

Θέλουμε να σας ενημερώσουμε ότι κατά την σημερινή συνεδρία του το Διοικητικό Συμβούλιο της Εταιρείας ενέκρινε τις επισυναπτόμενες ελεγμένες Οικονομικές Καταστάσεις της Εταιρείας για το έτος που έληξε στις 31 Δεκεμβρίου 2024.

Με εκτίμηση

ΕΛΕΑΝΑ ΣΠΥΡΗ
Γραμματέας

Universal Golf Enterprises PLC

Financial Statements for the year ended
31 December 2024

FINANCIAL STATEMENTS
for the year ended 31 December 2024

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GENERAL INFORMATION

Board of Directors
George Georgiou, Chairman
Andreas Georghiou
Adamos Constantinides
Alexis Photiades
Evan Gavas
Pavlos Photiades

Company Secretary
Eleana Spyris

Registered Office
Universal Tower
85 Digenis Akritas Avenue
1070 Nicosia

Legal Advisors
Lellos P. Demetriades Law Office LLC

Independent Auditors
KPMG LTD

Declaration of the members of the Board of Directors and the Company Officials for the drafting of the financial statements

According to Article 9, subsections (3) (c) and (7) of the Transparency Requirements (Traded Securities on a Regulated Market) Act of 2007 ('Act'), we the members of the Board of Directors and other officers responsible for the financial statements of Universal Golf Enterprises PLC for the year ended 31 December 2024, we confirm that, to the best of our knowledge:

(a) the annual financial statements presented on pages 14 to 39:

(i) were prepared in accordance with International Financial Reporting Standards as adopted by the European Union and in accordance with the provision of subsection (4) of the Act, and

(ii) give a true and fair view of assets and liabilities, financial position and the profit of Universal Golf Enterprises PLC, and

(b) The Management report provides a fair overview of the developments and performance of the business and financial position of Universal Golf Enterprises PLC, together with a description of the principal risks and uncertainties faced by the Company.

Members of the Board of Directors

Chairman

George Georgiou ....

Directors

Adamos Constantinides ....

Alexis Photiades ....

Evan Gavas ....

Andreas Georghiou ....

Pavlos Photiades ....

Responsible for Preparation of Financial Statements

Pantelis Iacovides – Chief Financial Officer ....

Nicosia, 29 April 2025

MANAGEMENT REPORT

The Board of Directors presents its report and audited financial statements of Universal Golf Enterprises PLC (the "Company") for the year ended 31 December 2024.

Incorporation

The Company was incorporated in Cyprus on 22 March 2011 as a private company under the name of Univasa Golf Enterprises Limited with limited liability under the Companies Law, Cap 113. On 20 July 2012 the Company's name changed to Universal Golf Enterprises Limited and on 2 October 2014 the Company was converted into a public company under the name Universal Golf Enterprises PLC. Its registered office is situated at 85 Digenis Akritas Avenue, 1070 Nicosia, Cyprus.

The Company is a subsidiary of Universal Life Insurance Public Company Limited, a company incorporated in Cyprus. Copies of the Consolidated Financial Statements of Universal Life Insurance Public Company Ltd can be obtained from 85 Digenis Akritas Avenue, 1070 Nicosia, Cyprus.

On 29 December 2014 the Company's shares were listed on the Emerging Companies' Market of the Cyprus Stock Exchange.

The number of employees of the Company as at 31 December 2024 was 2 persons (2023: 2 persons).

Principal activities

The Company's principal activity is the ownership of plots of land in Vasa Kellakiou in Limassol. The Company holds a planning permission to develop a golf resort. The golf resort, named Limassol Hills Golf Resort, is envisioned to include a golf club, boutique hotel, a tourist village as well as an extensive residential development of luxurious residences.

Review of current position, future developments and significant risks

The Company's developments to date, financial results and position as presented in pages 15 to 16 of the financial statements are considered to be consistent with the nature and volume of its activities.

The principal risks and uncertainties faced by the Company are disclosed in Notes 3 and 14 of the financial statements.

During 2024, the Company operated in a dynamically changing economic and regulatory environment in Cyprus. The Cypriot economy continued to recover, with moderate inflation, but also impacts from the monetary policy of the European Central Bank, particularly with regard to interest rates and investment returns.

Results

During the year, the Company made a loss of €2.467.785 (2023: €1.598.879). The accumulated losses to date amount to €14.497.005 (2023: €12.029.221).

Dividend

The Board of Directors is not in a position to declare a dividend for 2024 since the Company has no distributable profits as at 31 December 2024.

Share capital

There were no changes in the share capital of the Company during the year.

Board of Directors

The members of the Company's Board of Directors as at 31 December 2024 and as at the date of this report are presented on page 3. All of them were members of the Board of Directors throughout the year 2024.

In accordance with the Company's Articles of Association, Messrs Alexis Photiades and Adamos Constantinides retire by rotation and being eligible, offer themselves for re-election. The vacancies so created will be filled by election.

There were no significant changes in the distribution of responsibilities of the Board of Directors. The Directors' remuneration for the year were €5.000 for the Chairman and €130 per meeting for each Director.

Changes in group structure

There were no changes in the structure of the Company during the year.

Board of directors' interests in the Company's share capital

The direct and indirect interests of the Board of Directors in the Company's share capital, their spouses and children and of the companies they hold, as at 31 December 2024 and as at the date of this report, were as follows:

	31 December 2024 %	29 April 2025 %
Pavlos Ph. Photiades	23,01	23,01
Alexis Ph. Photiades	19,50	19,50
George A. Georghiou	3,51	3,51
Andreas Georghiou	0,78	0,78
Adamos Constantinides	0,0029	0,0029

The member of the Board of Directors Mr. Evan Gavas and his related persons and companies do not hold any direct or indirect interests in the Company's share capital.

Major shareholders

As at 31 December 2024 and as at the date of this report, the direct and indirect shareholders of the Company holding direct or indirect interest over 5% of the Company's issued share capital, including their spouses and children and of the companies they hold, were as follows:

	31 December 2024 %	29 April 2025 %
Universal Life Insurance Public Company Ltd	94,17	94,17
Photos Photiades Group Ltd	59,08	59,08
Magnum Investments Ltd	7,79	7,79
Hellenic Bank Public Company Limited	17,51	17,51
Pavlos Ph. Photiades	23,01	23,01
Alexis Ph. Photiades	19,50	19,50

Branches

The Company did not operate through any branches during the year.

Use of financial instruments by the Company

The Company is exposed to a variety of risks from the financial instruments it holds.

Liquidity risk

Liquidity risk is the risk that the Company is unable to meet its current and future obligations in full or on time. The Company is exposed to liquidity risk, since it has to meet its current and future obligations and at the moment has no income from its operations.

The parent company has expressed its willingness to continue to provide adequate funds to the Company to meet its obligations and not to demand repayment of the loan from the parent company until the Company is in a position to do so.

Other payables and accrued expenses are payable within the next three months.

Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company has limited exposure to credit risk other than some arising from limited amount held with a local financial institution.

Concentration risk

The Company is exposed to concentration risk since it was all its cash balances with one financial institution, yet due to the relatively low balances held any exposure is contended.

Independent auditors

The independent auditors of the Company, KPMG Limited have expressed their willingness to continue in office. A resolution giving authority to the Board of Directors to fix their remuneration will be proposed to the Annual General Meeting.

Events after the reporting date

Material events after the reporting date that affect the understanding of the financial statements are described in Note 17 to these financial statements.

By Order of the Board of Directors

Evan Gavas
Director

29 April 2025

KPMG Limited
Chartered Accountants
14 Esperidon Street, 1087 Nicosia, Cyprus
P.O. Box 21121, 1502 Nicosia, Cyprus
T: +357 22 209000, F: +357 22 678200

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF

UNIVERSAL GOLF ENTERPRISES PLC

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Universal Golf Enterprises PLC (the "Company"), which are presented on page 14 to 39 and comprise the statement of financial position as at 31 December 2024, and the statements of profit or loss and other comprehensive income, changes in equity and cash flows for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements give a true and fair view of the financial position of the Company as at 31 December 2024, and of its financial performance and its cash flows for the year then ended in accordance with IFRS Accounting Standards as adopted by the European Union and the requirements of the Cyprus Companies Law, Cap. 113 (the "Companies Law, Cap. 113").

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 Code of Ethics (including International Independence Standards) for Professional Accountants of the International Ethics Standards Board for Accountants ("IESBA Code") together with the ethical requirements that are relevant to our audit of the financial statements in Cyprus, 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.

Key audit matters

Key audit matters are those matters that, in our professional judgment, 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.

Valuation of Investment Properties at fair value

Refer to note 2 (section 12), and 7 of the financial statements of an amount of €37.179.000.

As at 31 December 2024, the Investment Properties amount to €37.179.000 and constitute the most significant asset on the statement of financial position of the Company. During the year, the Company recognised a decrease in the fair value of Investment Properties of €1.802.565. Investment Properties are measured at fair value based on valuations performed in accordance with the provisions of IAS 40 and IFRS 13. Valuations performed by the management expert form the basis for the determination of the fair values by Management. These valuations involve assumptions of increased subjectivity due to the lack of available observable data which are directly comparable with the properties being valued. Assumptions and resulting estimates are subject to market conditions and may change materially over time. To assess the potential impact on the financial position and performance of the Company, Management prepares sensitivity analysis for significant assumptions.	Including others, we have performed the following audit procedures: We assessed the design and implementation of the internal controls relevant to the fair value estimation process for the Investment Property. We evaluated the independence and competency of the external valuer used by the Company. We compared the information included in the valuation reports prepared by the external valuer with the Company's accounting records. We assessed, with the involvement of auditor's experts, the appropriateness of the valuation methodologies adopted and whether the assumptions used by the external valuer were within a reasonable range.

The external valuer engaged included in his report that the new conditions created by the high inflationary pressures and the war in Ukraine as well as the significant changes in prices of construction materials combined with the significant increase in transportation costs, are increasingly turning investors to markets as a hedge against a possible further burst of inflation. At the same time, the increase in the cost of borrowing may also have a negative effect on the real estate market, due to an additional potential rise in interest rates. As a result, property valuations are subject to "material valuation uncertainty". This report indicates less certainty and therefore a higher degree of caution in property valuations. This fact represents a significant estimation uncertainty in relation to the valuation of real estate investments.

We consider this to be a key audit matter because of the significant impact on the Company's financial position and performance and the complex and judgmental nature of the valuation methodologies and estimates a lied.

We evaluated the adequacy of disclosures in the relevant notes to the financial statements, including the significant estimates and assumptions used, as well as the accuracy of the sensitivity analysis on key assumptions.

Other information

The Board of Directors is responsible for the other information. The other information comprises the information included in the Management Report, the Declaration of the members of the Board of Directors and the Company Officials for the drafting of the financial statements and the General Information.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon, except as required by the Companies Law, Cap. 113.

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.

With regards to the management report, our report in this regard is presented in the "Report on other legal requirements" section.

KPMG

Responsibilities of the Board of Directors and Those Charged with Governance for the Financial Statements

The Board of Directors is responsible for the preparation of financial statements that give a true and fair view in accordance with IFRS Accounting Standards as adopted by the European Union and the requirements of the Cyprus Companies Law, Cap. 113, and for such internal control as the Board of Directors determines 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 Board of Directors is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless there is an intention to liquidate the Company or there is no realistic alternative but to do so.

The Board of Directors and those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an 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 judgment and maintain professional skepticism 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 Board of Directors.

Auditors' responsibilities for the audit of the financial statements (cont.)

- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves a true and fair view.

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, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless 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 auditors' report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefit of such disclosure.

Report on other legal requirements

Pursuant to the additional requirements of the Auditors Law 2017, L.53(I)/2017, as amended from time to time ("Law L.53(I)/2017"), and based on the work undertaken in the course of our audit, we report the following:

- In our opinion, the management report, the preparation of which is the responsibility of the Board of Directors, has been prepared in accordance with the requirements of the Companies Law, Cap. 113, and the information given is consistent with the financial statements.

- In the light of the knowledge and understanding of the business and the Company's environment obtained in the course of the audit, we have not identified material misstatements in the management report.

Other Matter

Reporting responsibilities

This report, including the opinion, has been prepared for and only for the Company's members as a body in accordance with Section 69 of Law L.53(I)/2017 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whose knowledge this report may come to.

The engagement partner on the audit resulting in this independent auditors' report is Iacovos P. Ghalanos.

IPGhalanos

Iacovos P. Ghalanos FCA
Certified Public Accountant and Registered
Auditor for and on behalf of

KPMG Limited
Certified Public Accountants and Registered
Auditors 14 Esperidon Street
1087 Nicosia Cyprus

29 April 2024

STATEMENT OF COMPREHENSIVE INCOME
for the year ended 31 December 2024

	Note	2024 €	2023 €
Fair value loss on investment property	7	(1.802.565)	(537.885)
Interest expense on loan from the parent company	13.1	(467.032)	(439.155)
Operating expenses	4	(198.188)	(182.839)
Loss for the year before tax		(2.467.785)	(1.159.879)
Income tax	5	-	-
Loss for the year		(2.467.785)	(1.159.879)
Other comprehensive income for the year		-	-
Total comprehensive loss		(2.467.785)	(1.159.879)
Basic and diluted loss per share	6	(0,072)	(0,034)

Universal Golf Enterprises PLC

STATEMENT OF FINANCIAL POSITION
as at 31 December 2024

	Note	2024 €	2023 €
ASSETS			
Non – current assets			
Investment property	7	37.179.000	38.479.000
Equipment and intangible assets	9	49.482	1.242
		37.228.482	38.480.242
Current assets			
VAT refundable		111.760	107.595
Cash at bank and at hand	10	1.146	6.821
		112.906	114.416
Total assets		37.341.388	38.594.658
EQUITY AND LIABILITIES			
Capital and reserves			
Share capital	11	343.280	343.280
Share premium		37.197.991	37.197.991
Accumulated losses		(14.497.005)	(12.029.221)
Total equity		23.044.266	25.512.050
Current liabilities			
Loan from the parent company	13.1	12.267.873	11.545.989
Amount due to subsidiary	13.3	-	1.000
Other payables	12	2.000.515	1.501.758
Accrued expenses		28.734	33.861
Total current liabilities		12.497.122	13.082.608
Total liabilities		12.497.122	13.082.608
Total equity and liabilities		37.341.388	38.594.658

On 29 April 2025 the Board of Directors of Universal Golf Enterprises PLC authorised the financial statements for issue.

George Georgiou - Chairman

Evan Gavas - Director

STATEMENT OF CHANGES IN EQUITY
for the year ended 31 December 2024

	Share Capital €	Share Premium (1) €	Accumulated losses €	Total €
At 1 January 2023	343.280	37.197.991	(10.869.342)	26.671.929
Total comprehensive loss for the year	-	-	(1.159.879)	(1.159.879)
Other comprehensive income for the year	-	-	-	-
At 31 December 2023/1 January 2024	343.280	37.197.991	(12.029.221)	25.512.050
Total comprehensive loss for the year	-	-	(2.467.785)	(2.467.785)
Other comprehensive income for the year	-	-	-	-
At 31 December 2024	343.280	37.197.991	(14.497.006)	23.044.266

(1) Share premium is not available for distribution.

Companies which do not distribute 70% of their profits after tax, as defined by the Special Contribution for the Defence of the Republic Law, by the end of the two years after the end of the year of assessment to which the profits refer, will be deemed to have distributed this amount as dividend. Special contribution for defence at the rate of 17% will be payable on such deemed dividend to the extent that the shareholders for deemed dividend distribution purposes at the end of the period of two years from the end of the year of assessment to which the profits refer, are Cyprus tax residents and domiciled. From 1 March 2019, the deemed dividend distribution is subject to a 1,70% contribution to the National Health System, increased to 2,65% from 1 March 2020, with the exception of April 2020 until June 2020 when the 1,70% rate was applicable. The amount of this deemed dividend distribution is reduced by any actual dividend paid out of the profits of the relevant year by the end of the period of two years from the end of the year of assessment to which the profits refer. This special contribution for defence is paid by the Company for the account of the Shareholders.

STATEMENT OF CASH FLOWS
for the year ended 31 December 2024

	Note	2024 €	2023 €
Cash flows from operating activities			
Loss before tax		(2.467.786)	(1.159.879)
Adjustments for:			
Fair value loss on investment property	7	1.802.565	537.885
Interest expense on loan from the parent company	13.1	467.032	439.155
Depreciation		9.008	421
		(189.181)	(182.418)
Movement in working capital			
Increase in VAT refundable		(4.165)	(5.187)
(Decrease)/increase in accrued expenses		(5.127)	1.364
(Decrease)/increase in other payables		(2.241)	1.149
Net cash used in operating activities		(200.714)	(185.092)
Cash flows from investing activities			
Payment for additions to investment property	7	(2.565)	(37.885)
Payment for purchase of equipment and intangible assets	9	(57.248)	-
Net cash flows used in investing activities		(59.813)	(37.885)
Cash flows from financing activities			
Receipts from loan from the parent company	13.1	254.852	227.940
Net cash flows from financing activities		254.852	227.940
(Decrease)/Net increase in cash and cash equivalents		(5.675)	4.963
Cash and cash equivalents at 1 January		6.821	1.858
Cash and cash equivalents at 31 December	10	1.146	6.821

NOTES TO THE FINANCIAL STATEMENTS
for the year ended 31 December 2024

1. Corporate information

The financial statements of Universal Golf Enterprises PLC, the "Company" for the year ended 31 December 2024 were authorised for issue in accordance with the resolution of the Board of Directors on 29 April 2025.

The Company was incorporated in Cyprus on 22 March 2011 as a private company under the name of Univasal Golf Enterprises Limited with limited liability under the Companies Law, Cap 113. On 20 July 2012 the Company's name changed to Universal Golf Enterprises Limited and on 2 October 2014 the Company was converted into a public company under the name Universal Golf Enterprises PLC. The Company is a subsidiary of Universal Life Insurance Public Company Limited. Its registered office is situated at 85 Digenis Akritas Avenue, 1070 Nicosia, Cyprus.

On 29 December 2014 the Company's shares were listed on the Emerging Companies Market of the Cyprus Stock Exchange.

The number of employees of the Company as at 31 December 2024 and 2023 was 2 persons.

The Company is subsidiary of Universal Life Insurance Public Company Limited, a company incorporated in Cyprus. Copies of the Consolidated Financial Statements of Universal Life Insurance Public Company Ltd can be obtained from 85 Digenis Akritas Avenue, 1070 Nicosia, Cyprus.

Operating environment

During 2024, the Company operated in a dynamically changing economic and regulatory environment in Cyprus. The Cypriot economy continued to recover, with moderate inflation, but also impacts from the monetary policy of the European Central Bank, particularly with regard to interest rates and investment returns.

Principal activities

The Company's principal activity is the ownership of plots of land in Vasa Kellakiou in Limassol. The Company plans to develop a golf course resort on these plots. The name of the project is Limassol Hills Golf Resort. The Company obtained the required planning permission for the project in May 2018. The project is envisioned to include a golf club, a boutique hotel, a tourist village as well as an extensive residential development of luxurious residences. Management's intention is to develop the project in association with a reputable international investor.

2. Summary of significant accounting policies

A summary of the principal accounting policies in the preparation of these financial statements are set out below.

2.1 Basis of preparation

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union (EU) and as per requirements of the Cyprus Companies Law, Cap.113.

The financial statements have been prepared on a historical cost basis, as modified by the initial recognition of financial instruments based on fair value, and by the revaluation of investment property, and are presented in Euro (€), which is the functional and presentation currency of the Company.

2. Summary of significant accounting policies *(continued)*

2.2 Going Concern

In its assessment of the Going Concern basis, Management is taking into account, among other matters, the events in Ukraine and the relevant sanctions regarding Russia, the events in Israel and believes that the Company can successfully manage the above risks, despite the uncertain financial prospects.

Management has prepared the financial statements on a going concern basis, based on the fact that the Company's parent has expressed its willingness to continue to provide adequate funds to the Company to meet its liabilities and not to demand repayment of the loan from the parent company until the Company is in a position to do so. The Company has no external leverage and thus no onerous compliance covenants to which it needs to adhere and is in a sound positive net asset position. In addition, it has no significant liquidity needs in the next twelve months from the date of the issuance of the financial statements.

2.3 Adoption of new and revised IFRSs

As from 1 January 2024, the Company adopted all changes to IFRS Accounting Standards as adopted by the European Union which are relevant to its operations. This adoption did not have a material effect on the financial statements of the Company.
The following new or amended accounting standards and interpretations have been issued by International Accounting Standards Board ("IASB") ("IFRS Accounting Standards") but are not yet effective for annual periods beginning on 1 January 2024. Those which may be relevant to the Company are set out below.

(i) New or amended IFRS Accounting Standards and interpretations adopted by the EU

- IAS 21 The Effects of Changes in Foreign Exchange Rates (Amendments): Lack of Exchangeability (effective for annual periods beginning on or after 1 January 2025)

The amendments, as issued in August 2023, aim to clarify when a currency is exchangeable into another currency and how a company estimates a spot rate when a currency lacks exchangeability. According to the amendments, a currency is exchangeable into another currency when a company is able to exchange that currency for the other currency at the measurement date and for a specified purpose. When a currency is not exchangeable at the measurement date, the company will be required to estimate a spot rate as the rate that would have been applied to an orderly exchange transaction between market participants under prevailing economic conditions. The amendments contain no specific requirements for estimating a spot rate, but they set out a framework under which an entity can determine the spot rate at the measurement date using an observable exchange rate without adjustment or another estimation technique.

Companies will be required to provide also new disclosures to help users assess the impact of a currency not being exchangeable to the entity's financial performance, financial position, and cash flows. To achieve this objective, entities will disclose information about the nature and financial impacts of a lack of exchangeability, the spot exchange rate(s) used, the estimation process and risks to the company because the currency is not exchangeable.

2. Summary of significant accounting policies *(continued)*

2.3 Adoption of new and revised IFRSs *(continued)*

(ii) New or amended IFRS Accounting Standards and interpretations not adopted by the EU

- **IFRS 18 Presentation and Disclosure in Financial Statements (effective for annual periods beginning on or after 1 January 2027)**
  On 9 April 2024, the IASB issued a new accounting standard that will replace IAS 1 Presentation of Financial Statements, with retrospective application. A significant change introduced by this new standard is the requirement for companies to present a more structured statement of profit or loss. This involves classifying income and expenses into five distinct categories: operating, investing, financing, income taxes, and discontinued operations.

  With the adoption of IFRS 18, companies will also have to present two defined subtotals: the operating profit or loss and the profit or loss before finance expenses and income taxes.

  Additionally, companies will need to disclose management-defined performance measures (MPMs) in a single and separate note in the financial statements if they meet the following criteria: the MPMs consist of subtotals of income and expenses included in the financial statements, are used by management in their public communications outside the financial statements and reflect management's view in relation to the company's overall financial performance. For each MPM disclosed, management will have to inform users of the financial statements how it was calculated, why it is important for their understandability and provide a reconciliation to the most comparable subtotal either listed in IFRS 18 or required by other IFRS Accounting Standards.

  Moreover, the new standard is expected to provide enhanced guidance on grouping of financial information in the primary financial statements or notes based on shared characteristics.

- **IFRS 19 Subsidiaries without Public Accountability: Disclosures (effective for annual periods beginning on or after 1 January 2027)**
  On 9 May 2024, the IASB issued IFRS 19, allowing eligible subsidiaries to present reduced disclosures under IFRS 19 instead of the more extensive disclosure requirements in other IFRS Accounting Standards. In line with IFRS 18, a specific disclosure required by IFRS 19 can be omitted, if information resulting from that disclosure, is not material.

  This election is available for subsidiaries preparing consolidated, separate, or individual financial statements, if and only if, at the end of the reporting period they do not have public accountability and have a parent company (ultimate or intermediary) that produces consolidated financial statements available for public use that comply with IFRS Accounting Standards.

  If election is made, the subsidiary must state that it has applied IFRS 19 in its statement of compliance. A subsidiary applying IFRS 19 can later choose to revoke this election.

- **IFRS 9 Financial Instruments and IFRS 7 Financial Instruments: Disclosures (Amendments): Classification and Measurement of Financial Instruments (effective for annual periods beginning on or after 1 January 2026)**
  The IASB, following the post-implementation review of IFRS 9, issued on 30 May 2024 amendments to IFRS 9 and IFRS 7 to address identified issues.

  These amendments address the recognition and derecognition of financial assets and financial liabilities and include an accounting policy option for the derecognition of financial liabilities settled through an electronic payment system, if certain conditions are met.

2. Summary of significant accounting policies *(continued)*

2.3 Adoption of new and revised IFRSs *(continued)*

In addition, the amendments introduce an additional SPPI test for financial assets with environmental, social and governance ("ESG")-linked features and other similar contingent features, which must be met to qualify for measurement at amortised cost. Additional disclosures will be required under IFRS 7 for those financial assets and liabilities with contingent features.

The amendments clarify the key characteristics of contractually linked instruments ("CLIs") and how they differ from financial assets with non-recourse features. The amendments also include factors that a company needs to consider when assessing the cash flows underlying a financial asset with non-recourse features (the "look through" test).

Finally, there are new disclosure requirements for investments in equity instruments that are measured at fair value with gains or losses presented in other comprehensive income.

Companies can choose to early-adopt amendments that relate to the classification of financial assets (including the associated disclosure requirements), separately from the amendments for the recognition and derecognition of financial assets and financial liabilities.

- **Annual Improvements to IFRS Accounting Standards - Volume 11 (effective for annual periods beginning on or after 1 January 2026)**
  On 18 July 2024, the IASB issued the Annual improvements to IFRS Accounting Standards - Volume 11. These improvements aim to improve clarity and enhance the internal consistency of IFRS Accounting Standards.

  The amendments apply to IFRS 1, IFRS 7, IFRS 9, IFRS 10 and IAS 7. One of the key amendments resolves the existing conflict between IFRS 9 and IFRS 15 regarding the transaction price, by requiring companies to initially measure a trade receivable without significant financing component at the amount determined by applying IFRS 15. Additionally, amendments to IFRS 9 address the lack of clarity related to how a lessee accounts for the derecognition of a lease liability.

- **IFRS 9 Financial Instruments and IFRS 7 Financial Instruments: Disclosures (Amendments): Contracts Referencing Nature-dependent Electricity (effective for annual periods beginning on or after 1 January 2026)**
  On 18 December 2024, the IASB issued targeted amendments to IFRS 9 and IFRS 7, to help companies better report the financial effects of nature-dependent electricity contracts, sometimes referred to as power purchase agreements (PPAs).

  The amendments apply only to contracts referencing nature-dependent electricity in which a company is exposed to variability in the underlying amount of electricity because the source of electricity generation depends on uncontrollable natural conditions (e.g. the weather).

  The amendments allow a company to apply the own-use exemption to PPAs if the company has been, and expects to be, a 'net purchaser' of electricity over the contract period. The amendments apply retrospectively using facts and circumstances at the beginning of the reporting period of initial application without requiring prior periods to be restated.

  In addition, subject to certain conditions, the amendments permit companies to designate a variable nominal volume of forecasted sales or purchases of renewable electricity as the hedged transaction. The variable hedged volume is based on the variable volume expected to be delivered by the generation facility referenced in the hedging instrument. This would facilitate an economic offset between the hedging instrument and the hedged transaction, enabling companies to apply hedge accounting. The amendments apply prospectively to new hedging relationships designated on or after the date of initial application.

  The last amendment relates to additions of new disclosure requirements to enable investors to understand the effect of such contracts on a company's financial performance and cash flows.

2. Summary of significant accounting policies *(continued)*

2.3 Adoption of new and revised IFRSs *(continued)*

- **IFRS 10 Consolidated Financial Statements (Amendments) and IAS 28 Investments in Associates and Joint Ventures (Amendments): Sale or Contribution of Assets between an Investor and its Associate or Joint Venture**
  The amendments address an acknowledged inconsistency between the requirements in IFRS 10 and those in IAS 28, in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The main consequence of the amendments is that a full gain or loss is recognised when a transaction involves a business (as defined in IFRS 3). A partial gain or loss is recognised when a transaction involves assets that do not constitute a business. In December 2015, the IASB postponed the effective date of this amendment indefinitely pending the outcome of its research project on the equity method of accounting

2.4 Financial instruments

2.4.1 Date of recognition

All the financial assets are initially recognised on the trade date. Purchases or sales of financial assets, where delivery is required within a time frame established by regulations or by market convention, are also recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

2.4.2 Initial recognition and measurement of financial instruments

The classification of financial assets on initial recognition depends on their contractual terms and the business model for managing the instruments, as described in Note 2.5.4.

All financial instruments are measured initially at their fair value plus, in the case of financial assets and liabilities not measured at fair value through profit or loss, any directly attributable incremental costs of acquisition or issue.

2.4.3 Measurement categories of financial assets

The financial assets are classified and measured at either amortised cost, or fair value through other comprehensive income (FVOCI) or fair value through profit and loss (FVPL). The classification and measurement of financial assets depends on how these are managed as part of the Business Models the Company operates under and their contractual cash flow characteristics (whether the cash flows represent solely payments of principal and interest (SPPI)).

According to IFRS 9, the Company may elect, upon initial recognition, to designate a financial asset to be valued at FVPL, if doing so eliminates or significantly reduces a measurement inconsistency (i.e. "accounting mismatch") which would have occurred from the impairment of the financial assets or liabilities or the recognition of gain and losses from these measurement bases. By nature, these financial instruments significantly reduce a measurement or recognition inconsistency and for this reason they are remeasured at FVPL.

2.4.4 Classification and measurement of financial assets

The classification and measurement of financial assets depends on how these are managed as part of the Business Models the Company operates under and their contractual cash flow characteristics (whether the cash flows represent solely payments of principal and interest (SPPI).

2. Summary of significant accounting policies *(continued)*

2.4 Financial instruments *(continued)*

Business model assessment

The Company assesses the business model at a portfolio level. The portfolio level is determined at the aggregation level that reflects how the Company manages its financial assets and the business model is based on observable factors which include:

- How the performance of the business model and the financial assets held within that business model are evaluated and reported to the Company's key management personnel;
- The risks that affect the performance of the business model (and the financial assets held within that business model) and, in particular, the way in which those risks are managed;
- How managers of the business are compensated (for example, whether the compensation is based on the fair value of the assets managed or on the contractual cash flows collected);
- The expected frequency, value and timing of sales are also important aspects of the Company's assessment.

If cash flows after initial recognition are realised in a way that is different from the Company's original expectations, the Company does not change the classification of the remaining financial assets held in that business model but incorporates such information when assessing newly originated or newly purchased financial assets going forward.

On transition to IFRS 9, business models were determined on the date of initial application based on facts and circumstances that existed on 1 January 2018 and are re-assessed at each reporting date.

Contractual cash flows characteristics test (SPPI assessment)

The Company assesses whether the individual financial assets' cash flows represent solely payments of principal and interest on the principal amount outstanding at origination (SPPI test).

For the purposes of this assessment, principal is defined as the fair value of the financial asset on initial recognition and may change over the life of the financial asset (for example, if there are repayments of principal or amortisation of the premium/discount). Interest is defined as consideration for the time value of money, for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether contractual cash flows are SPPI, the Company applies judgment and considers the terms that could change the contractual cash flows so that they would not meet the condition for SPPI, and be inconsistent to a basic lending arrangement, including: (i) contingent and leverage features, (ii) interest rates which are beyond the control of the Company or variable interest rate consideration, (iii) features that could modify the time value of money, (iv) prepayment and extension options, (v) non-recourse arrangements and (vi) convertible features.

2. Summary of significant accounting policies *(continued)*

2.4 Financial instruments *(continued)*

2.4.5 Financial assets measured at amortised cost

Financial assets are measured at amortised cost if they meet both of the following conditions:

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

This classification relates to cash at bank and at hand that pass the SPPI test. These financial assets are measured at amortised cost less allowances for expected credit losses (ECL). Any interest income is recognised under Interest Income in the income statement. ECL are recognised in the income statement.

2.4.6 Derecognition of financial assets

A financial asset is derecognised when: (a) the contractual rights to receive cash flows from the asset have expired, or (b) the Company has transferred its contractual rights to receive cash flows from the asset or (c) has assumed an obligation to pay the received cash flows in full to a third party and has: either (i) transferred substantially all the risks and rewards of the asset, or (ii) has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

2.4.7 Impairment of financial assets

2.4.7.1 Overview of ECL principle

The Company uses a forward looking ECL model, requiring judgement, estimates and assumptions in determining the level of ECLs. The impairment requirements are applied to the financial assets that are not measured at FVPL. Specifically, ECLs are recorded for all financial assets measured at amortised cost.

At initial recognition, impairment allowance is required for ECL resulting from default events that are possible within the next 12 months (12-month ECL). In the event of a significant increase in credit risk since initial recognition, impairment allowance is required resulting from all possible default events over the expected life of the financial instrument (lifetime ECL), otherwise the impairment is based on the 12-month ECL.

The Company groups its financial assets for ECL measurement as described below:

Stage 1: Financial assets which have not had a significant increase in credit risk since initial recognition are considered to be Stage 1 and 12-month ECL is recognised.

Stage 2: Financial assets that are considered to have experienced a significant increase in credit risk since initial recognition are considered to be Stage 2 and lifetime losses are recognised.

2. Summary of significant accounting policies *(continued)*

2.4.7 Impairment of financial assets (continued)

2.4.7.1 Overview of ECL principle (continued)

Stage 3: Financial assets which are considered to be credit-impaired and lifetime losses are recognised.

Expected credit losses are recognized in the income statement with a corresponding impairment provision for expected credit losses presented as a decrease in the carrying amount of financial assets measured at amortized cost in the statement of financial position. For the years ended 31 December 2024 and 2023, there was no material impact, on the financial instruments measured at amortized cost, from expected credit losses.

2.4.7.2 Significant increase in credit risk

IFRS 9 requires that in the event of a significant increase in credit risk since initial recognition, the calculation basis of the loss allowance would change from 12-month ECLs to lifetime ECLs.

The assessment of whether credit risk has increased significantly since initial recognition, is performed at each reporting period, by considering the change in the risk of default occurring over the remaining life of the financial instrument since initial recognition.

2.4.7.3 Parameters for measurement of ECLs

IFRS 9 ECL reflects an unbiased, probability-weighted estimate based on either loss expectations resulting from default events over a maximum 12-month period from the reporting date or over the remaining life of a financial instrument.

The Company calculates ECLs for bonds and cash in banks, using the following three components:

- exposure at default (EAD),
- loss given default (LGD), and
- probability of default (PD)

EAD represents the expected exposure in the event of a default during the life of a financial instrument.

PD represents the probability an exposure defaults and is calculated based on the external credit ratings.

LGD represents an estimate of the loss if default occurs at a given time. It is usually expressed as a percentage of the EAD.

The Company calculates expected credit losses for cash bank and at hand. The calculation takes into account the creditworthiness of the respective banking institution with which the Company holds cash and deposits. During the years ended 31 December 2024 and 2023, there was no material effect on the Company's financial statements from expected credit losses.

2. Summary of significant accounting policies *(continued)*

2.5 Cash and cash equivalents

Cash and short-term deposits, for the purpose of the statement of cash flows, comprise cash at bank and short-term deposits with an original maturity of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. Cash and cash equivalents are carried at AC because: (i) they are held for collection of contractual cash flows and those cash flows represent SPPI, and (ii) they are not designated at fair value through profit or loss.

2.6 Other payables

Other payables are initially measured at fair value and are subsequently measured at amortised cost, using the effective interest rate method.

2.7 Loan from the parent company

The loan from the parent company is initially measured at fair value of the consideration received net of issue costs. Subsequently it is measured at amortised cost using the effective interest rate method.

2.8 Financial liabilities

All financial liabilities are recognised initially at fair value and in the case of loans and borrowings, less directly attributable transaction costs. The Company's financial liabilities comprise other payables and loan from the parent company.

2.8.1 Derecognition of financial liabilities

Financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in profit or loss in the statement of comprehensive income.

2.9 Offsetting financial instruments

Financial assets and financial liabilities are offset and the net amount reported in the statement of financial position if, and only if, there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the asset and settle the liability simultaneously. This is not generally the case with master netting agreements, and the related assets and liabilities are presented gross in the statement of financial position.

2. Summary of significant accounting policies *(continued)*

2.10 Share capital

Ordinary shares are classified as equity. The difference between the fair value of the consideration received by the Company and the nominal value of the share capital being issued is taken to the share premium account.

The share premium can only be resorted to for limited purposes, which do not include the distribution of dividends, and is otherwise subject to the provisions of the Cyprus Companies Law on reduction of share capital.

2.11 Equipment and intangible assets

Equipment is measured at cost, less accumulated depreciation and any impairment in value. Depreciation of equipment and amortisation of intangible assets is calculated on cost, on a straight-line basis over its estimated useful life, using the following annual rates:

Office equipment	10%
Motor vehicles	15%
Computer equipment	20%
Computer software	33,33%

At the reporting date, the carrying value of equipment is assessed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. Where the carrying value exceeds the estimated recoverable amount equipment is written down to its recoverable amount.

2.12 Investment property

Property that is held for rental and / or for capital appreciation is classified as investment property.

Investment property is initially measured at cost including transaction costs. Subsequent to initial recognition, investment property is measured at fair value as at the reporting date.

Valuations are carried out by an independent valuer. The Property Management Department of Universal Life Group prepares a list of qualified valuers and one of these is appointed by the Company for a maximum period of five years and is not eligible for re-appointment unless three years elapsed since the end of the previous tenure. The Company reserves the right to keep an existing valuer for periods longer than five years if considered necessary, provided that such decision is appropriately justified and approved by the Board. Depending on the nature of the property and the existing market information the determination of fair value may require the use of estimates such as future cash flows from property and the appropriate discount rate for the flows.

Gains or losses arising from changes in the fair value of investment property are included in the income statement of the period in which they arise.

Investment property also includes property that is being constructed or developed for future use as investment property.

Investment properties are derecognized when they have been disposed of or permanently withdrawn from use and no future economic benefit is expected from its disposal. The difference between the net disposal proceeds and the carrying amount of the asset would result in either gains or losses at the retirement or disposal of investment properties. Any gains or losses are recognized in the statement of profit and loss and other comprehensive income in the year of retirement or disposal.

2. Summary of significant accounting policies *(continued)*

2.13 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 will be required to settle the obligation, and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

2.14 Transactions with equity owners/common control entities

The Company enters into transactions with shareholders and common control entities. When consistent with the nature of the transaction, the Company's accounting policy is to recognise any gains or losses with equity holders and other entities which are under the control of the ultimate shareholder, directly through equity and consider these transactions as the receipt of additional capital contributions or the payment of dividends. Similar transactions with non-equity holders or common control entities, are recognised through the profit or loss in accordance with IFRS 9, 'Financial Instruments'.

2.15 Income Tax

Current income tax assets and liabilities for the current period are measured at the period expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the country where the Company operates and generates taxable income.

Deferred income 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, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates and laws that have been enacted or substantially enacted by the reporting date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income 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 income tax assets and liabilities relate to income taxes levied by the same taxation authority on the Company where there is an intention to settle the balances on a net basis.

2.16 Foreign currency translation

Functional and presentation currency

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

2. Summary of significant accounting policies *(continued)*

2.16 Foreign currency translation *(continued)*

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions, foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the profit or loss in the statement of comprehensive income. Non-monetary assets that are measured at historic cost in a foreign currency are retranslated using the exchange rates as at the date of the initial transactions.

2.17 Investment in subsidiary

Subsidiary is an entity over which the Company exercises control. The Company controls an entity when it is exposed to or has rights to its variable returns and has the ability to influence those returns through its power to direct the entity's operations. The investment in subsidiary is accounted for as investment at fair value through profit or loss and is measured at fair value .Gains or losses from the revaluation of investment in subsidiary are recognized in the interim statement of comprehensive income.

2.18 Investment in associate

Associates are those entities in which the Company has significant influence but no control or joint control. Significant influence is the power to participate in the financial and operating policy decisions of the investee. Investments in associates are initially recognised at cost, which includes transactions costs, and are accounted for using the equity method.

3. Significant accounting judgments and estimates

The preparation of financial statements in conformity with IFRS requires the Company's management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported income and expenses during the reporting period. Therefore, actual results may differ from these estimates. These estimates are reviewed periodically and as adjustments become necessary, they are reported in the period in which they arise.

These assumptions and estimates with respect to the impact that may have on the results and financial position of the Company are set out below.

Fair value of investment property

The Company's accounting policy requires the investment property to be measured at fair value. The fair value is determined at each reporting date. The valuations are performed by qualified valuers using valuation models approved by the Royal Institution of Chartered Surveyors and the International Valuation Standards Committee. For their estimates, the valuers utilise their market knowledge and professional judgment and have not relied solely on historical transaction data, given that the degree of uncertainty is increased in relation to the existence of a more active market for the fair value estimate. Depending on the nature of the property and market available information, the fair value estimate may require the use of assumptions such as future cash flows and appropriate discount rate. All these assumptions are based on local market conditions at the reporting date. The Company's policy is to recognise transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period. The significant unobservable inputs as well as sensitivity analysis on significant assumptions are presented in Note 7.

4. Operating expenses

	2024 €	2023 €
Salaries	116.900	116.100
Employer's contributions	24.995	25.407
Legal and other professional fees	20.267	12.269
Auditor's remuneration	10.000	10.000
Repairs and maintenance expenses	6.368	4.605
Directors' fees (Note 13.2)	6.040	7.419
Depreciation	9.008	421
Other expenses	4.610	6.618
	198.188	182.839

The average number of employees of the Company during the year was 2 (2023: 2 employees).

5. Income Tax

The income tax rate is 12,5% (2023: 12,5%).

The Company is a member of a group of companies for the purposes of Article 13 of the Income Tax Law. No tax losses were surrendered during the year 2024.

Under current legislation, tax losses may be carried forward for five years from the end of the relevant tax year and set off against future taxable income. The Company has accumulated losses carried forward for tax purposes as at 31 December 2024 amounting to €739.314 (2023: €555.927). The carried forward losses are analysed as follows:

	2024 €	2023 €	Carried forward until
2021	184.054	184.054	2026
2022	193.608	193.608	2027
2023	178.265	178.265	2028
2024	183.387	-	2029
Total	739.314	555.927	

5. Income Tax *(continued)*

Deferred tax liability arises on the difference between the tax base of the properties held by the Company and their carrying value. These properties have been transferred to the Company from its parent company, Universal Life Insurance Public Company Ltd, as part of a tax approved group reorganisation. The parent company compensated the Company for any tax exposure arising up to the value at which these properties have been transferred to the Company. No deferred tax liability was recognised on initial recognition of these properties since the properties were not acquired in a business combination and the transaction did not affect the accounting profit or taxable profit at the time of transaction and therefore the initial recognition exemption requirements of IAS 12 were met at the time of transaction. Total unrecognised deferred tax liability relating to the aforesaid temporary difference amounts to €435.081 (2023: €435.081).

The tax on Company's results before tax differs from the theoretical amount that would arise using the applicable tax rates as follows:

	2024 €	2023 €
Loss before tax	(2.467.785)	(1.159.879)
Tax calculated at the applicable tax rates (12.5%)	(308.473)	(144.985)
Tax effect of:		
Expenses not deductible	285.622	122.802
Income not taxable	(72)	(100)
Tax effect of tax losses carried forward	22.923	22.283
Tax charge for the year	-	-

6. Earnings per share

	2024 €	2023 €
Basic and diluted loss per share		
Loss for the year	(2.467.785)	(1.159.879)
Weighted average number of shares in circulation over the year	34.328.000	34.328.000
Basic and diluted loss per share	(0,072)	(0,034)

At 31 December 2024 there are no potential dilutive ordinary shares outstanding (31 December 2023: Nil).

7. Investment property

	2024 €	2023 €
At 1 January	38.479.000	38.679.000
Additions	502.565	537.885
Change in fair value	(1.802.565)	(537.885)
At 31 December	37.179.000	38.479.000

Changes in fair values of the investment property are presented in the statement of profit or loss.

The Company's investment property consists of plots of land in Vasa Kellakiou in Limassol. The Company holds a planning permission to develop a golf resort. The golf resort, named Limassol Hills Golf Resort (the project), is envisioned to include a golf club, boutique hotel, a tourist village as well as an extensive residential development of luxurious residences. On 31 December 2024 and 2023, the Company's investment property was valued by an independent professionally qualified valuer who holds a recognised relevant professional qualification and has recent experience in the locations and segments of the investment property valued. The valuations of these properties are classified as level 3 of the fair value hierarchy.

A discounted cash flow (DCF) valuation model was applied by the Company for the plots of land located within the masterplan of the project, whereas the market comparison approach adjusted to specific market and ownership conditions was applied for the fair value measurement of the plots of land located outside the masterplan.

For the investment properties that are outside the masterplan, their current use equates to the highest and best use. For the investment properties that are within the masterplan, the highest and best use is the development of the golf project.

7. Investment property *(continued)*

Information about fair value measurement using significant unobservable inputs (Level 3) – 31 December 2024

Type and area	**Valuation 2024 €**	**Valuation method**	**Key unobservable Inputs**	**Range / Value of unobservable inputs 2024**	Inter-relationships between key unobservable inputs and fair value measurements
Vasa Kellakiou Plots (outside masterplan)	879.000	Market comparison approach which takes into consideration similar properties within the market and their transactions	Area in sq.m. Annual estimated fair value per sq.m.	110.013 €8	The estimated fair value would increase (decrease) if: -Area in sq. m was higher (lower)
Vasa Kellakiou Plots (within masterplan)	36.300.000	Discounted cash flow method (DCF): The valuation model considers the present value of net cash flows to be generated from the property, taking into account the expected fair value per sq m, sales velocity, occupancy rate, and other costs not paid by inhabitants. The expected net cash flows are discounted using risk-adjusted discount rate. Among other factors, the discount rate estimate considers the quality of the building and its location (prime vs secondary).	Area in sq.m. Annual estimated fair value per sq.m. Discount rate Sales velocity Selling prices for residences Direct construction costs Professional fees	1.969.594 €18 15,40% 25 years €3.553 / m2 €1.350 - €1.700 / m2 5%	-Annual estimated fair value per sq. m was higher (lower) -The discount rate was lower (higher) -Sales velocities were lower(higher) -Selling prices for residences were higher (lower) -Direct construction costs were lower (higher) -Professional fees were lower (higher)
Total	37.179.000				

In view of the uncertainty observed in the market, any changes in unobservable inputs may lead to a measurement of a significantly higher or lower fair value.

Sensitivity of fair value measurement to changes in significant unobservable inputs:

Vasa Kellakiou Plots (within masterplan):

	Impact on fair value of investment property 2024 €
Discount rate: +-1%	6.800.000/ (6.800.000)
Sales velocity: +-5 years	11.000.000/ (11.000.000)
Selling prices for residences: +-10%	13.200.000/ (13.200.000)
Direct construction costs: +- €100 / m^2	5.400.000/ (5.400.000)
Professional fees: +-2%	1.800.000/ (1.800.000)

7. Investment property *(continued)*

Sensitivity of fair value measurement to changes in significant unobservable inputs:

Vasa Kellakiou Plots (outside masterplan):

	Impact on fair value of investment property
	2024
	€
Annual estimated fair value per sq.m.: +10%	87.900
Annual estimated fair value per sq.m.: -10%	(87.900)

Information about fair value measurement using significant unobservable inputs (Level 3) – 31 December 2023

Type and area	Valuation 2023 €	Valuation method	Key unobservable Inputs	Range / Value of unobservable inputs 2023	Inter-relationships between key unobservable inputs and fair value measurements
Vasa Kellakiou Plots (outside masterplan)	879.000	Market comparison approach which takes into consideration similar properties within the market and their transactions	Area in sq.m.	110.013	The estimated fair value would increase (decrease) if:
			Annual estimated fair value per sq.m.	€8	-Area in sq. m was higher (lower)
Vasa Kellakiou Plots (within masterplan)	37.600.000	Discounted cash flow method (DCF): The valuation model considers the present value of net cash flows to be generated from the property, taking into account the expected fair value per sq m, sales velocity, occupancy rate, and other costs not paid by inhabitants. The expected net cash flows are discounted using risk-adjusted discount rate. Among other factors, the discount rate estimate considers the quality of the building and its location (prime vs secondary).	Area in sq.m.	1.969.594	-Annual estimated fair value per sq. m was higher (lower)
			Annual estimated fair value per sq.m.	€19	-The discount rate was lower (higher)
			Discount rate	15,13%	-Sales velocities were lower(higher)
			Sales velocity	25 years	-Selling prices for residences were higher (lower)
			Selling prices for residences	€3.553 / m2	
			Direct construction costs	€1.350 - €1.700 / m2	-Direct construction costs were lower (higher)
			Professional fees	5%	-Professional fees were lower (higher)
Total	**38.479.000**				

7. Investment property *(continued)*

In view of the uncertainty observed in the market, any changes in unobservable inputs may lead to a measurement of a significantly higher or lower fair value.

Sensitivity of fair value measurement to changes in significant unobservable inputs:

Vasa Kellakiou Plots (within masterplan):

	Impact on fair value of investment property
	2023
	€
Discount rate: +-1%	5.500.000/ (5.500.000)
Sales velocity: +-5 years	11.000.000/ (11.000.000)
Selling prices for residences: +-10%	13.200.000/ (13.200.000)
Direct construction costs: +- €100 / m^2	4.100.000/ (4.100.000)
Professional fees: +-2%	1.800.000/ (1.800.000)

Vasa Kellakiou Plots (outside masterplan):

	Impact on fair value of investment property
	2023
	€
Annual estimated fair value per sq.m.: +10%	87.900
Annual estimated fair value per sq.m.: -10%	(87.900)

8. Investment in subsidiary / associate

During 2022, the Company incorporated its wholly owned subsidiary, Universal Green Energies Limited. As at 31 December 2023, the Company owned the 100% share capital of the subsidiary. The subsidiary remained dormant during the period. The fair value of the investment in subsidiary is mainly based on the net assets of the subsidiary attributable to the Company based on the ownership percentage. The subsidiary as at 31 December 2023 was in a net liability position. The fair value measurement of the subsidiary is classified at level 3 of the fair value hierarchy. Gains or losses from the revaluation of investment in subsidiary are recognized in the statement of comprehensive income.

On 18 January 2024 the authorised share capital of the subsidiary increased from €2.000 divided into 2.000 ordinary shares of €1 each, to €4.000 divided into 4.000 shares of €1 each. On the same date the issued share capital increased by 2.334 ordinary shares of €1 each. These shares were allotted to third a party strategic investor. As a result, from 18 January 2024, Universal Green Energies Limited ceased to be a subsidiary and it was recognised as an investment in associate. The investment in associate as at 31 December 2024 was in a net liability position.

9. Equipment and intangible assets

	Motor Vehicle €	Computer Hardware €	Office Equipment €	Computer Software €	Total €
2024					
Cost					
1 January	28.750	5.904	205	3.840	38.699
Additions	57.248	-	-	-	57,248
31 December	85.998	5.904	205	3.840	95.947
Depreciation					
1 January	28.750	4.702	165	3.840	37.457
Charge for the year (Note 4)	8.588	400	20	-	9.008
31 December	37.338	5.102	185	3.840	46.465
Net book value					
31 December	48.660	802	20	-	49.482
2023					
Cost					
1 January	28.750	5.904	205	3.840	38.699
Additions	-	-	-	-	-
31 December	28.750	5.904	205	3.840	38.699
Depreciation					
1 January	28.750	4.302	144	3.840	37.036
Charge for the year (Note 4)	-	400	21	-	421
31 December	28.750	4.702	165	3.840	37.457
Net book value					
31 December	-	1.202	40	-	1.242

10. Cash at bank

	2024	2023
	€	€
Cash at bank and at hand	1.146	6.821

Cash at bank represents amounts in a current account that earned no interest during the year (2023: Nil).

The reconciliation of liabilities arising from financing activities is presented in Note 13.1.

Non-cash transaction:

An amount of €500.000 (2023: €500.000) relating to additions to investment property incurred during the year (Note 7), does not represent a cash transaction. This represents the annual levy relating to the license for golf projects that has not been settled by the year end.

11. Share capital

	2024	2023
	€	€
Authorised		
50.000.000 shares of €0,01 each	500.000	500.000
Issued and fully paid		
34.328.000 shares of €0,01 each	343.280	343.280

12. Other payables

Other payables include an amount of €2.000.000 (2023: €1.500.000) relating to the annual levy for the license for golf projects that has not been settled by the year end. Other payables are measured at amortised cost, denominated in Euro, payable on demand and bear no interest. Their fair values approximate their carrying amounts at the statement of financial position date.

13. Related party transactions

The Company is a subsidiary of Universal Life Insurance Public Company Limited. The parent company is controlled by Photos Photiades Group Ltd, which is registered in Cyprus and holds 58,38% of the parent company's shares. The remaining percentage of the parent company's shares is widely dispersed and there is no ultimate person exercising control.

The ultimate parent company which prepares the consolidated financial statements of the largest body of undertakings of which the Company forms part as a subsidiary undertaking, is Photos Photiades Group Limited, incorporated in Cyprus with registered office at 8 Stasinou, Photou Photiade Building, 6th Floor, 1060 Nicosia, Cyprus and its consolidated financial statements are available at its registered address. Universal Life Insurance Public Company Limited, incorporated in Cyprus with registered office at 85, Digeni Akrita, Universal Tower, 1070 Nicosia, Cyprus is the parent company which prepares the consolidated financial statements of the smallest body of undertakings of which the Company forms part as a subsidiary undertaking..

The following transactions were carried out with related parties:

13. Related party transactions *(continued)*

13.1 Loan from the parent company

The loan from the parent company is measured at amortised cost, is denominated in Euro, payable on demand and carries interest at 4% (2023: 4%).

	2024	2023
	€	€
At beginning of year	11.545.989	10.878.894
Borrowings advanced during year	254.852	227.940
Interest charged using effective interest rate method	467.032	439.155
At end of year	12.267.873	11.545.989

13.2 Emoluments of directors

	2024	2023
	€	€
Non-executive directors	6.040	7.419

13.3 Amounts due to subsidiary

	2024	2023
	€	€
Amount due to Universal Green Energies Ltd	-	1.000

The amount is interest free and payable on demand.

13.4 Surrender of tax losses

No tax losses were surrendered to the parent company during the year (2023: NIL – see Note 5).

14. Financial risk management

The Company is exposed to a variety of risks from the financial instruments it holds, the most significant of which are the following.

Liquidity Risk

Liquidity risk is the risk that the Company is unable to meet its current and future obligations in full or on time. The Company is exposed to liquidity risk, since it has to meet its current and future obligations and at the moment has no income from its operations. Other payables and accrued expenses are payable within the next three months.

The parent company has expressed its willingness to continue to provide adequate funds to the Company to meet its liabilities and not to demand repayment of the loan from the parent company until the Company is in a position to do so.

Credit Risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company has limited exposure to credit risk arising from some limited cash balances held with a local financial institution.

14. Financial risk management *(continued)*

Concentration Risk

The Company is exposed to concentration risk since it has all its cash balances with one financial institution, yet due to the relatively low balances held any exposure is contend.

15. Capital management

The Company sets objectives to maintain healthy capital ratios in order to support its business objectives and maximize value for shareholders.

Adjustments to capital levels may occur in the light of changes in the economic situation and the risks specific to the activities of the Company. In order to maintain the required capital, the Company may adjust the amount of dividends paid to the parent company, return capital to shareholders and issue new shares.

Capital as defined by management comprises equity and loan from the parent company as presented on the Company's statement of financial position.

16. Fair value of financial instruments

The fair value represents the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The Company's management believes that the fair value of the financial assets and liabilities of the Company is approximately equal to their carrying value at the reporting date.

17. Events after the reporting date

There were no material events after the reporting date that re relevant to an understanding of the financial statements.

Independent auditor's report on pages 8 to 13.