



# Annual Financial Report

for the fiscal year

from January 1<sup>st</sup> to December 31<sup>st</sup> 2018

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*(according to article 4 of law 3556/2007)*

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*The annual financial report for fiscal year 2018 was drafted pursuant to art. 4 of Law 3556/2007 and was approved by the Board of Directors of ANEK S.A. in its meeting of 22 April 2019.*

*It is noted that the present annual report is translated from the Greek original version.*

## **STATEMENT BY THE MEMBERS OF THE BOARD OF DIRECTORS**

**(pursuant to art. 4, par. 2 of Law no. 3556/2007)**

The members of the Board of Directors of the ANEK S.A.:

- Georgios Katsanevakis, Chairman
- Ioannis Vardinoyannis, Managing Director
- Spyridon Protopapadakis, Vice-Chairman as assigned

hereby represent that, to the best of our knowledge:

(a) the separate and consolidated annual financial statements for fiscal year from 1<sup>st</sup> January 2018 to 31<sup>st</sup> December 2018, which are prepared in accordance with the applicable International Financial Reporting Standards, accurately present the assets, liabilities, equity and results of ANEK S.A., as well as those of the companies included in the consolidation, aggregately considered as the group, and

(b) the annual report by the Board of Directors, accurately presents the progress, performance and position of the Parent Company and of the companies included in the consolidation, aggregately considered as the group, including the description of the most important risks and insecurities faced by them.

**Chania, 22 April 2019**

**Chairman**

**Managing Director**

**Vice-Chairman**

**GEORGIOS G. KATSANEVAKIS**  
ID Card No AI 473513

**IOANNIS I. VARDINOYANNIS**  
ID Card No. Π 966572

**SPYRIDON I. PROTOPAPADAKIS**  
ID Card No. AA 490648

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## ANNUAL REPORT OF THE BOARD OF DIRECTORS FOR THE FISCAL YEAR 2018

*This annual report by the Board of Directors of ANEK S.A. for the fiscal year from 1<sup>st</sup> January to 31<sup>st</sup> December 2018 was drafted in accordance with the provisions of Codified Law 2190/1920 (articles 43<sup>a</sup>, 43<sup>bb</sup>, 107<sup>a</sup> and 136) and is in line with the provisions of Law 3556/2007 and decision no 7/448/11.10.2007 of the Capital Market Commission. This report includes information relating to the progress of the Group and the Company's activities, as well as their financial position, results, significant changes and events that took place in fiscal year 2018. It also describes the most significant risks that the Company may face in the future, its anticipated progress in the current fiscal year and the most important transactions between the Company and its related parties.*

### I. BRIEF DESCRIPTION OF BUSINESS MODEL

"ANONIMI NAFTILIAKI ETERIA KRITIS (ANEK) S.A." was established in 1967 and started operating in the passenger shipping sector in 1970. The Group of ANEK consists of:

- Parent Company ANEK S.A. (passenger shipping sector),
- AIGAION PELAGOS THALASSIES GRAMMES SHIPPING COMPANY (passenger shipping sector),
- LANE S.A. (passenger shipping sector),
- ETANAP S.A. (Production and sale of bottled water - bottled water sector),
- LEFKA ORI S.A. (Production and trade of plastic bottles and packaging products - industry sector),
- ANEK HOLDINGS S.A. (Tourism, consulting etc. - tourism sector),
- ANEK LINES ITALIA S.r.l. (Agency and representation of shipping companies - tourism sector).

Passenger shipping is the main activity of ANEK Group. The Parent Company provides maritime transport services by Ro/Pax vessels. Having completed a long journey of uninterrupted and dynamic presence in passenger shipping, ANEK has contributed decisively to the development of the sector, maintaining its Greek identity. The fleet of ANEK Group includes 8 privately-owned vessels and 2 long-term chartered vessels with purchase option, operating in routes of the Aegean, Adriatic sea and in chartering.

The Company's management focuses on the provision of high quality services to its customers, with particular attention to the safety of crew and passengers on vessels as well as to the protection of the environment. The main objective of the Company is sustainable development with responsibility, respect for the environment, employees, social partners as well as the continuous improvement of the level of satisfaction of its customers.

## II. OVERVIEW OF ACTIVITIES & FINANCIAL POSITION

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2018 was a year that slightly positive growth rates in the country continued, after a long period of deep recession. The need to stimulate the development effort and the further improvement of the economic climate and economic activity are linked to the need for investment expenditure, structural changes and, at the same time, for quality improvement in goods and services provided. However, the imprints left by the crisis in the economic environment are still evident, particularly in areas of economy with high-investments and corresponding borrowing costs. Thus, while economic activity needs reinforcement of investment to boost GDP and liquidity, in parallel, there is a need for a deleveraging strategy with a detrimental effect on growth.

The tourism sector in Greece in 2018 grew at a much higher rate than the entire national economy and its contribution to the country's GDP for the first time exceeded 20%. The passenger shipping sector in 2018 was characterized by the operating cost burdening due to an average fuel price increase of about 25% compared to 2017. It is noted that fuel prices had also been increased by about 30% in 2017 compared to 2016. In addition, the coastal market was also characterized by the intensification of the competitive conditions both among the companies in the sector and airlines companies.

For ANEK Group, 2018 was a year in which it managed to increase its revenues and improve the quality of its services offered, offsetting losses from rising fuel prices and intensifying competition, respectively. At the same time, by highlighting and maintaining its values, continued to implement responsible social and environmental policies, actively support society, culture, education and sport.

In terms of financial results, in 2018 ANEK Group recorded an increase in turnover and earnings before interest, tax, depreciation and amortization (EBITDA) both at Group and Parent level. However, after three consecutive years of profitability, the Group and the Parent Company incurred losses after tax. Extraordinary provisions along with financial and investment results have burdened net results and equity, which have become negative.

At operational level, in 2018 ANEK Group operated through privately owned and chartered vessels in Adriatic Sea (Ancona, Venice), Crete (Chania, Heraklion), Dodecanese and Cyclades. In Cyclades and Dodecanese, continued to operate in public service routes. In Crete and Adriatic routes the Group's vessels continued to execute combined itineraries along with vessels of "ATTICA S.A. HOLDINGS". In parallel, under the scope of a more efficient management of the fleet, chartering of Company's vessels were continued.

Executing a total of 9% less itineraries compared to previous year, ANEK Group in 2018, in all routes operated, transferred in aggregate 965 thousand passengers compared to 1.040 thousand in 2017 (decrease of 7%), 189 thousand private vehicles compared to 204 thousand (decrease of 7%), and 132 thou-

sand trucks compared to 139 thousand in the previous year (decrease of 5%). The reduction in units transferred derived mainly from Chania route due to the entry of a competitor as a consequence of the extraordinary approval of a routing license during the summer period and thereafter. However, the Company has increased its revenues from the Adriatic routes and from the chartering of its vessels to companies abroad.

The Group's consolidated turnover in 2018 amounted to € 168,2 million compared to € 164,7 million in 2017, gross profit amounted to € 31,6 million compared to € 31,4 million and earnings before interest, tax, depreciation and amortization (EBITDA) amounted to € 14,6 million in 2018 compared to € 12,8 million in 2017. Finally, consolidated results after taxes amounted to losses € 13,3 million versus profits € 8,1 million in 2017, while results after taxes and minority interests amounted to losses € 13,8 million, compared to profits € 9,8 million in 2017.

In more details, the key figures included in the Group's financial statements and their variations are as follows:

► **Turnover**

Group's turnover in 2018 was increased and reached at € 168,2 million, compared to € 164,7 million in 2017. Revenue from domestic shipping segment amounted to € 48,6 million versus € 53,4 million in the previous fiscal year and revenue from shipping activities abroad amounted to € 109,0 million, compared to € 101,7 million, while revenue from the Group's other activities amounted to € 10,6 million in 2018 versus € 9,6 million in 2017.

► **Gross profit**

Consolidated gross profit for 2018 amounted to € 31,6 million compared to € 31,4 million in 2017. The increase in turnover was offset by the increase in cost of sales, which stood at € 136,7 million compared to € 133,3 million in the previous year, as a result of increased fuel cost.

► **EBITDA**

Group's earnings before interest, taxes and depreciation (EBITDA) formed at € 14,6 million versus € 12,8 million in 2017. The increase in 2018's EBITDA compared to previous fiscal year, is attributed to the increase in gross profit before depreciation by € 0,7 million and to other operating results by € 1,1 million.

► **Financial and investment results & other provisions**

The Group's net financial cost in 2018 amounted to € 9,5 million versus € 9,1 million in 2017. It is noted that in the previous year the Parent had income from write-off of capitalized interest of € 15,5 million. The results from investing activities amounted to losses of € 0,1 million versus losses of € 0,2 million in 2017, while in 2018 resulted extraordinary losses of € 6,8 million from non - operating provisions.

## ► Net results - Total comprehensive income

Net results after taxes and minority interests in 2018 amounted to losses of € 13,8 million, compared to profits of € 9,8 million in 2017. Similarly, the total comprehensive income after taxes and minority interests amounted to losses of € 13,8 million in 2017 compared to profits of € 9,8 million in the previous year.

## ► Key information of financial position statement

- The net book value of the Group's fixed tangible assets as of 31.12.2018 amounted to € 278,5 million compared to € 266,9 million as of 31.12.2017. Depreciation for year 2018 amounted to € 11,2 million and additions amounted to € 22,7 million. It is noted that additions include the value of a vessel for which the Company has a long-term charter contract with purchase option. This contract meets the criteria of IAS 17 for its recognition as a finance lease.
- The Group's trade receivables as at 31.12.2018 formed at € 27,2 million compared to € 35,8 million at the end of previous year, while other short-term receivables amounted to € 5,5 million compared to € 3,5 million. The provision formed in 2018 for doubtful debts amounted to € 7,8 million (of which the amount of € 6,8 million is presented in "other provisions") compared to € 4,3 million in 2017.
- The Group's cash and cash equivalents as of 31.12.2018 amounted to € 7,3 million compared to € 6,8 million as at 31.12.2017.
- The Group's long term bank borrowings amounted to € 2,6 million compared to € 242,7 million at the end of the previous fiscal year. It is noted that on 31.12.2018 the long-term loans of the Parent Company were reclassified to short-term ones, given the fact that terms of the relevant loan contracts were not met, as regard the servicing of the loans. As a result, the Group's short-term bank liabilities as of 31.12.2018 formed at € 256,1 million compared to € 17,5 million as at 31.12.2017.
- Trade payables amounted to € 41,0 million compared to € 26,7 million, while other short term liabilities amounted to € 16,6 million compared to € 13,3 million at the end of previous year. Moreover, liabilities of € 2,9 million at 31.12.2018 (compared to € 4,1 million at year end 2017) concerning regulated tax obligations, the repayment of which extends beyond one year, are shown in "other long term liabilities" in the financial position statement.

## ► Cash flows

The Group operating activities inflows for 2018 amounted to € 14,1 million, compared to € 13,4 million in the previous year. The investing activities showed outflows of € 10,5 million (mainly due to fixed assets additions) compared to € 8,8 million in 2017. Finally, the financing activities outflows amounted to € 3,0 million compared to € 9,6 million in 2017.

## ► Financial ratios

- The gross profit margin (%) of the Group (Gross Profit / Turnover) for 2018 formed at 18,8% compared to 19,1% in 2017. Respectively, EBITDA margin (Earnings before interest, taxes and depreciation / Turnover) for 2018 formed at 8,7% compared to 7,8% in the previous year.
- The ratios of general liquidity (:1) "Current assets / Current liabilities" and quick liquidity (:1) "(Current assets - Inventories) / Current liabilities" as at 31.12.2018 formed at 0,15 and 0,14 respectively, compared to 0,90 and 0,85 at the end of previous year. The significant reduction in the above ratios compared to the previous year, resulted from the reclassification of the Parent's long-term loans.
- The fixed assets ratio (:1) "Turnover / Fixed assets" formed at 0,60 as at 31.12.2018 compared to 0,61 at the end of previous year, while the assets ratio (:1) "Turnover / Total assets" remained stable at 0,51.
- The debt ratios (:1) "Liabilities / Equity" and "Long and short term borrowings / Equity" as at 31.12.2018 where negative due to negative equity of the Group. The "Liabilities / (Equity + Liabilities)" ratio formed at 1,03 as at 31.12.2018 compared to 0,99 as at 31.12.2017, while, respectively, "Long and short term borrowings / (Equity + Liabilities)" ratio formed at 0,78 compared to 0,81.
- The Group controls and monitors its capital adequacy based on the leverage ratio, which is calculated as net debt divided by total capital. "Net debt" means all debt liabilities (long and short term) after deduction of cash, whereas "total capital" refers to the sum of equity plus net debt. The management aims to preserve the leverage ratio to as low as possible levels. However, the losses in the year 2018 affected the equity that became negative, and, as a consequence, leverage ratio formed at 103,7% as at 31.12.2018 versus 98,9% at 31.12.2017.

## III. SIGNIFICANT EVENTS IN 2018 AND LATER

- In March 2018 Parent Company signed a long-term charter contract for a vessel, which was upgraded and launched on the Adriatic routes, replacing a chartered vessel.
- In May 2018, ANEK signed a contract for ERP deployment, which came into operation on January 1, 2019.
- On August 28, 2018 and while the vessel "EL. VENIZELOS" was sailing in the coastal area east of Hydra through "Piraeus - Chania" route, a fire broke out in the main garage. There was a direct reaction from the officers and the crew members, who took all the appropriate actions to activate the available extinguishing means, resulting in a fire restraint. Eventually, the vessel sailed to the port of Piraeus, where the fire extinguishing continued, and the disembarkation operation of the passengers was completed successfully and coordinated without any injury. The process of the



out-of-court settlement of the claims risen from the event is ongoing, in particular as regards to the claims for loss of or damage to vehicles, cargo and passengers' luggage, and so far, no legal actions have been brought against the Company due to the above cause. The vessel is insured by an international organization for mutual protection of claims against third parties (Protection & Indemnity) and, therefore, all above claims are covered by this organization, therefore, no financial burdening is expected for the Company. At the same time, the repair of the damages suffered by the vessel is in progress, the cost of which is covered by the Hull and Machinery insurers, and the Company is burdened only with the insurance deductible amount, which is not significant.

- ▶ On 28 March 2019 the Company's Board of Directors initially decided to propose to the General Meeting the increase of the share capital by the amount of € 20 million on terms and conditions to be decided at a later date.

#### IV. MAJOR RISKS & UNCERTAINTIES

Following is an analysis of the major business risks faced by the Group. A more detailed description of the business risks and their management is provided under note 32 of the financial statements "Causes and risk management policies".

##### ■ Fuel price fluctuation risk

Fuel cost is the key operating cost incurred by the Group which has a direct effect on the results of each period and thus, a rise in fuel prices is the most important risk faced by the Group. Fuel prices are settled in Euro, but they are indirectly affected by the EUR/USD exchange rate used as a basis for the determination of the international prices. The sensitivity of the results and equity to fuel cost changes per metric ton – ceteris paribus- in 2018 was as follows:

| Fuel price change  | Effect on results and equity |
|--------------------|------------------------------|
| ±5% / metric ton   | (-/+ ) € 2,64 million        |
| ± 10% / metric ton | (-/+ ) € 5,28 million        |
| ± 20% / metric ton | (-/+ ) € 10,56 million       |

The Group's fuel and lubricants cost for 2018 represented a 39% of the total cost of sales, compared to 33% in 2017. International oil prices in 2018 rose by about 25% over the previous year. Fuel cost is the most significant operating cost factor, consequently, fuel price fluctuation is the most significant risk associated with the Group's financial results. Therefore, a possible rise in fuel cost is expected to have a significantly adverse effect on the Group's operating results, cash flows and financial position.

#### ■ Rate fluctuation risk

ANEK has entered into agreements for long-term syndicated loans and credit accounts with various banks. Interests for all the above loans are calculated on the basis of the Euribor rate plus a margin. Consequently, the Company is exposed to a rate fluctuation risk, as it will be burdened with extra financial cost in the event of an increase in interest rates. The sensitivity of the results and equity to long term debt rate changes in 2018 was as follows:

| Rate change | Effect on results and equity |
|-------------|------------------------------|
| ± 0,5%      | (-/+ ) € 1,27 million        |
| ± 1%        | (-/+ ) € 2,54 million        |

Consequently, a possible rise in interest rates is expected to have a significantly adverse effect on the Company's operating results, cash flows and financial position.

#### ■ Liquidity risk

The liquidity risk consists of the risk that the Group or the Company may not be able to meet their financial obligations and disrupt smooth operation. Due to the reclassification of long-term borrowings to short-term ones, in accordance with paragraph 74 of IAS 1, the equilibrium in the working capital of the Company and the Group was disturbed. However, it is estimated that there will soon be an agreement with the creditor banks in order to remedy the issue of loan contracts. The Group's cash and cash equivalents at 31.12.2018 amounted to € 7,4 million, while in order to avoid a possible shortage of liquidity, the management of the Group ensures that there are always available bank credits to cover emergency needs in periods of low liquidity. Finally, it is noted that the Board of Directors of the Company in March 2019 initially decided to propose to the General Meeting the increase of the share capital by the amount of € 20 million on terms and conditions to be decided at a later date.

#### ■ Competition

The vessels of ANEK Group are performing itineraries in routes where there is intensive competition, particularly in the Piraeus-Crete and Greece-Italy routes. The effort made by each company to retain and increase its market share in the above markets may intensify competition even more, thus having an impact on their financial results. Moreover, as part of its shipping activities, the Group is trying to optimize the allocation of vessels per route, evaluates the profits from existing (and possible new) routes and sets its prices at competitive levels. A potential intensification of competition in the markets where the Group operates may have a significantly adverse effect on the Group's operating results, cash flows and financial position.

#### ■ Credit risk

Under the existing financial conditions, all companies are facing increased credit risks. The Group is following its customers' balances closely by applying credit control procedures and defining credit limits and specific credit policies for all the customer categories. Where it is necessary, it has obtained additional guarantees to secure the credit granted even more. The accumulative provisions formed have reached the

amount of € 44,2 million, and it is considered adequate to deal with credit risk, while, there is significant dispersion of the Group's receivables. Although, that there is a concentration of receivables by the Joint venture, these receivables refer to a large number of debtors (agents, truck companies etc.) that are settled through the Joint venture (as a special scheme) and therefore the risk of concentration is limited. As regards cash and cash equivalents, the Group is not exposed to any credit risk as there is natural hedging, given that there are also loan agreements entered into with the cooperating financial institutions.

■ **Foreign exchange risk**

Both the Company and the Group are not exposed to increased foreign exchange risk as almost all their transactions with customers and suppliers outside Greece are made in Euro. There is a very limited potential of foreign exchange risk caused by the market value of fuels, spare parts and other materials, or services procured by countries outside the euro-zone, which is limited in relation to the total of purchases and expenses.

■ **Environmental risk**

According to a decision of the Environmental Protection Committee of International Maritime Organization (IMO), from January 1, 2020, all vessels are required to use fuel with a minimum sulfur content of 0,5%. This obligation may lead to the Group's exposure to unexpected variations in the prices of marine fuels. Management carefully examines alternatives in order vessels to comply with new environmental legislation in 2020 and to minimize the impact on financial statements.

## V. PROSPECTS & EVOLUTION

The prospects of the Group in 2019 at operational level will be significantly depended on the general course of the economy and the demand in coastal services, as well as the development of tourist traffic, of the transportation work in the Adriatic, the competition conditions and the international fuel price fluctuations. Fuel prices were significantly increased in 2018 compared to the previous year, affecting substantially the results, as fuel cost is the most significant operating cost factor of the Group. Given the fact that the fluctuation of international fuel prices is an unpredictable factor, any further assessment of their impact on the results of the year would be arbitrary.

The strategic objectives of the Group's management for 2018 are the return to profitability, the strengthening of liquidity, the improvement of the capital structure, and the reversal of equity to a positive sign.

## VI. MAJOR TRANSACTIONS WITH RELATED PARTIES

The most important transactions and balances between the Parent Company and its subsidiaries (LANE, ETANAP, LEFKA ORI, AIGAION PELAGOS, ANEK HOLDINGS S.A.), its associate (ANEK LINES ITALIA) and its related parties (JV ANEK S.A. & SUPERFAST ENDEKA (HELLAS) INC., hereafter “JOINT VENTURE”), mainly, pertain to vessels’ chartering, tickets issuance commissions, vessel agency, other services and the purchase of bottled water. Executives’ fees refer to dependent employment services and BoD members’ fees pertain to fees paid and remunerations for meetings. The invoicing of transactions between the above companies was done in accordance with the arm’s length principle. Following are the most important transactions and balances between the Parent Company and its related parties, in accordance with IAS 24:

### ■ Income / Expenses

- In 2018 ANEK invoiced the subsidiary LANE with the amount of € 14 thousand (€ 137 thousand in 2017) and the subsidiary AIGAION PELAGOS with the amount of € 8.890 thousand (€ 8.668 thousand in 2017) for chartering of vessels, commissions and administrative support services.
- The subsidiary ETANAP invoiced the Parent Company for sale of products with the amount of € 123 thousand (€ 130 thousand in 2017), while the company LEFKA ORI had income from the rental of machinery and sale of products to ETANAP the amount of € 191 χιλ. (€ 145 thousand in 2017).
- The associate ANEK LINES ITALIA invoiced the Parent Company with the amount of € 265 thousand (€ 278 thousand in 2017) and the JOINT VENTURE with the amount of € 1.416 thousand (€ 1.386 thousand in 2017) for ticket issuance commissions.

### ■ Dividends

In 2018 ANEK had income through its subsidiary ETANAP from dividends amounted to € 174 thousand, same as in 2017.

### ■ Receivables / Liabilities

- As of 31.12.2018 the Parent Company had a liability to subsidiary ETANAP amounting to € 930 thousand (€ 62 thousand as at 31.12.2017), a receivable from subsidiary LANE amounting to € 5.197 thousand (€ 4.685 thousand at the end of previous year), a receivable amounting to € 3.575 thousand from AIGAION PELAGOS (€ 2.566 thousand as at 31.12.2017) and a receivable from its subsidiary ANEK HOLDINGS S.A. amounting to € 75 thousand (€ 72 thousand as at 31.12.2017). Moreover, as of 31.12.2018 ANEK had a liability to the associate ANEK LINES ITALIA amounting to € 1.541 thousand (€ 227 thousand at the end of previous year) and a receivable from JOINT VENTURE amounting to € 10.936 thousand (€ 15.895 thousand as at 31.12.2017).
- At the end of year 2018, LANE had a liability to AIGAION PELAGOS amounting to € 367 thousand (€ 359 thousand as at 31.12.2017) and LEFKA ORI had a receivable from ETANAP amounting to € 4

thousand (compared to a liability of € 35 thousand as at 31.12.2017). Finally, ANEK LINES ITALIA as at 31.12.2018 had a liability to JOINT VENTURE amounting to € 534 thousand (€ 671 thousand at the end of previous year) and a receivable from LANE amounting to € 123 thousand, same as at 31.12.2017.

#### ■ Key management compensation

The gross fees to Directors and BoD members for fiscal years 2018 and 2017 refer to short term benefits and are analyzed as follows:

|                                  | Group                 |                       | Company               |                       |
|----------------------------------|-----------------------|-----------------------|-----------------------|-----------------------|
|                                  | 01.01.18-<br>31.12.18 | 01.01.17-<br>31.12.17 | 01.01.18-<br>31.12.18 | 01.01.17-<br>31.12.17 |
| Executive members of the BoD     | 753                   | 726                   | 406                   | 420                   |
| Non-Executive Members of the BoD | 16                    | 47                    | 10                    | 40                    |
| Management executives            | 928                   | 856                   | 928                   | 856                   |
|                                  | <b>1.697</b>          | <b>1.629</b>          | <b>1.344</b>          | <b>1.316</b>          |

At the end of fiscal year 2018, the Company and the Group had a liability to the above persons amounted to € 7 thousand and € 47 thousand respectively (€ 6 thousand for the Company and € 45 thousand for the Group as at 31.12.2017). As of the balance sheet date there were no stock option plans for BoD members and executives or other benefits depending on the value of shares.

## VII. NON-FINANCIAL REPORTING

*based on Article 43a(6) of Codified Law 2190/1920, as amended by Article 1 of Law 4403 /2016*

### 1. DEVELOPMENT STRATEGY AND OPERATION

Sustainable Development is an integral part of the operating method and development of the activities of ANEK Group. This is reflected in its vision, policy and organizational structure and aims to ensure that it operates responsibly. ANEK Group aims to create value for all its stakeholders and in terms of the three Sustainable Development pillars: society, environment and economy. We are developing our activity based on this approach. By monitoring the risks and challenges resulting from our activity, we are developing procedures aiming to ensure – through the establishment of a Safe Management System (SMS), the development of control processes, the preparation for emergency response and prevention of specific risks, the monitoring and assessment of results and performance – that the Group operates responsibly.

#### The impact of our business activity

The major impact of our business activity is systematically identified by the management of the Group through internal procedures and risk analysis surveys, as well as by having stakeholders record issues that arise, as shown in the materiality analysis. The most important risks and challenges relate to:

- health and safety on board the vessels;
- protection of the environment and biodiversity;
- quality of services;
- supporting the local community.

### Priorities

Our strategic priorities are:

- to ensure the quality of the services we provide;
- to provide service to our customers in a safe, comfortable and reliable manner;
- to ensure occupational conditions of health and safety for our onshore and offshore staff;
- to protect the environment by preventing maritime pollution, reducing greenhouse gas emissions, cutting down on the amount of freshwater consumed, providing crews with information and training, reducing solid waste and sewage water, and recycling;
- to support the needs of our fellow humans for better quality of life.

The above priorities are achieved by taking measures, providing staff with ongoing training on how to handle possible risks related to the vessels and passengers, the environment and themselves, making sure that the vessels comply with all national and international regulations, ensuring proper surveillance, preparing for emergency response and implementing preventive measures, as well as helping those who need our help.

## 2. LABOR RIGHTS AND RESPECT FOR HUMAN RIGHTS

### Major risks / effects

ANEK Group invests in its people, as it acknowledges their contribution and believes that it is crucial to its responsible development. Based on the materiality analysis carried out, the most important matters are:

- health and safety;
- information and training;
- working conditions;
- human and labor rights.

The Group systematically monitors the above matters, carrying out reviews and taking corrective action as appropriate, to mitigate any negative impact on the onshore and offshore staff.

### Corporate policies

ANEK ensures healthy and safe working conditions for its employees, while it also offers equal development opportunities, thus creating a positive working environment. Respecting human and labor rights, it complies

with all international and national rules, provisions and codes on health and safety at work, dignified living conditions on board the vessel, medical care, welfare and other forms of social protection.

## **The priorities**

### ***Health and safety***

The health and safety of staff are a priority for the Group. Recognizing the risks involved, the Group takes all necessary measures to prevent any injuries and casualties among its staff. The Group complies with the applicable national, EU and international legislation, while it also implements the International Safe Management Code (ISM Code) and the resulting obligations concerning the safe management of vessels. It has developed and applied a certified Safe Management System, ensuring protection of the health and safety of its onshore and offshore staff. In this context:

- it assesses all recognized risks to the vessel and staff;
- it uses certified procedures to monitor all activities with a view to identifying possible risks;
- it establishes protective measures and develops preventive procedures;
- it systematically provides its onshore and offshore staff with information and training on how to address any possible risk;
- an occupational doctor visits work areas daily;
- it provides insurance coverage for the repatriation, living and support costs and for the contractual salaries payable to seamen, as well as coverage for contractual obligations relating to death or long-term incapacity for work in accordance with the respective Regulations of the 2006 Maritime Labor Convention (MLC 2006).

### ***Information and training***

To keep improving the knowledge and effectiveness of our human resources in the long run, we see to it that they are provided with ongoing training and information, also offering them opportunities for promotion. Employees attend organized seminars depending on needs of the Group. Training is often provided by in-house trainers who disseminate their knowledge and experience and can support theoretical training with examples from day-to-day work experiences. Support is also provided for post-graduate programs. Also, in the context of the training provided to seamen and with a view to making sure that they are up-to-date with the national and international legislation, seminars are conducted and drills are organized on board the vessels relating to the life-saving and firefighting equipment, special radar types, safety and environmental protection, as well as information on the labor and social rights of seamen in the context of the MLC 2006.

### ***Working conditions***

Being aware of the importance of the working environment in promoting employment, ANEK has modern facilities, offering a spacious and pleasant working environment. It houses its operations in new buildings, where it was ensured from the very start that they comply with ergonomics and health and safety require-

ments. Safety engineers supervise the implementation of the relevant measures and make sure that working conditions are being constantly improved. They carry out regular inspections in the working areas to verify that the employees abide by health and safety rules.

### **Human and labor rights**

The Group's philosophy is based on the non-discrimination principle, the equal-opportunities policy and the right of access of all people to employment with respect for human rights, while ANEK's Internal Rules of Procedure clarify its duties and obligations. Finally, the management of ANEK works closely together with the workers' Union, and standard quarterly meetings are held to discuss current staff-related issues, also taking joint action towards social care, responsibility and sensitivity.

Its human resources operate on the basis of the regulations and requirements of the International Maritime Labor Convention (MLC 2006), which establishes 68 existing ILO Conventions (International Labor Organization) and complements the International Maritime Organization (IMO) regulatory regime and focuses on labor and social rights of seamen. *Inter alia*, on such topics as:

- safety at work in accordance with international standards;
- dignified living conditions on board the vessel;
- protection of health and medical care, welfare and other forms of social protection;

ANEK vessels have been certified in accordance with the regulations and requirements of the International Maritime Labor Convention MLC 2006 and are constantly inspected by the Authorities in the process of inspections to verify their implementation.

### **Performance based on non-financial indicators**

- A total of 3.264 hours of information / training were provided to onshore staff and 324 hours of information / training were provided to vessel crews.
- Women represent 57% of the onshore staff, and 38% of the employees are over 50 years of age.
- Long term employment relationships are established with the staff. A total of 75% of the staff have been working for ANEK for 10 years or more.
- We strive to employ local people. Most of our employees are chosen from the local communities where we carry out our activities.

## **3. ENVIRONMENT**

### **Major risks / effects**

Biodiversity is threatened by the constant growth of human activity, which also causes environmental pollution. Therefore, several organisms are unable to adapt to fast change, thus being in danger of extinction. Maritime activity may also increase the coastal and sea-floor erosion, thus causing a change to marine ecosystems by altering the living conditions of marine organisms. In this context, we strive to protect



the environment by developing and applying relevant operating procedures. To prevent any environmental damage, we assess all recognized risks and take preventive measures as appropriate.

In shipping, fleet management in terms of environmental issues is based on the following key pillars, as determined by the materiality analysis:

- maritime pollution;
- controlling and reducing CO<sub>2</sub> emissions;
- environmental compliance;
- sewage water and waste handling.

We systematically monitor the above matters, carrying out reviews and taking corrective action as appropriate, to mitigate any negative impact on our stakeholders.

### **Corporate policies**

Sustainability is a significant part of the operating method and future planning of ANEK. The possible long-term environmental impact in respect of, *inter alia*, marine ecosystems, has made it necessary, firstly, to comply with environmental management procedures and, secondly, to ensure a balanced approach based on sustainable interaction. We abide by the ISM Code in respect of preventing environmental pollution, while we have also developed a Safe Management System (SMS), which allows the Company to implement its policy effectively. Both the SMS and the Company vessels have been certified by the competent authorities.

### **The priorities**

#### **Maritime pollution**

It is our ongoing aim to prevent and reduce the possibility of causing an environmental accident, in particular during the procedures related to the entry and exit of liquid and solid materials to/from the vessel. We strictly abide by the established procedures and standards for controlling bunkering operations, to prevent leakage and environmental impact, as well as for controlling fuel quality in accordance with the specifications and legislation in force. We also maintain the vessel's engines and machinery in accordance with the relevant standards, to make sure that they function more efficiently and to prevent any negative impact. We also have in place and apply Risk Assessment procedures in respect of bunkering operations and environmental pollution, in addition to observing the ISM Code. All our vessels have obtained a Shipboard Oil Pollution Emergency Plan (SOPEP), to ensure proper response to emergencies. Drills are also conducted to ensure better crew response to emergencies. After dry docking, the vessels obtain an Antifouling Certificate, to confirm that the paints used for the vessel are ecological and environmentally friendly. The use of environmentally friendly underwater hull paints reduces maritime pollution. We proceed with changing of freon 22 with eco-friendly refrigerants in all the systems on board our vessels to prevent air pollution. We also clean the anchor chain locker every time that the vessel is taken to dry docking. Apart from its operating benefits, cleaning also helps reduce maritime pollution. Finally, our vessels are provided

with special warning signs and instructions on protecting the marine environment.

### ***Controlling and reducing CO<sub>2</sub> emissions***

The energy and climate change policy is a significant challenge to the Company, being directly linked to the efficient operation of vessels and their gaseous emissions. Given the increasing demand for energy, reducing greenhouse emissions is a challenge. Most of the emissions from the Company's ships come from the functioning of their engines. The Company aims to ensure rational fuel consumption for each one of its vessels, which helps cut down on greenhouse emissions. The methods used to achieve that are the following:

- The vessel's engines and machinery are maintained in accordance with the manufacturers' procedures and standards, thus ensuring more efficient functioning and, therefore, lower consumption and emission levels.
- Cleaning the hull on an annual or biannual basis depending on the condition of the hull and aiming, in particular, to ensure the best possible performance of the vessel. Proper maintenance drastically reduces the vessel's consumption and emission levels.
- Using an Exhaust Gas Boiler, to reduce the vessel's demand for energy, thus reducing greenhouse emissions which cause air pollution.

The vessels sailing abroad have obtained an Energy Efficiency Certificate and all vessels have obtained an energy efficiency plan and International Air Pollution Prevention Certificates (IAPPCs). These are revised and renewed in accordance with the legislation in force. Furthermore, all the regulations governed by the international, EU and national legislation are applied on the use of low-sulfur fuel with a view to reducing emissions. Our Company has complied with the EU regulations (MRV) and is capable of taking emissions measurements of CO<sub>2</sub> in its vessels through their consumption.

### ***Environmental compliance***

Compliance of procedures with the applicable EU and Greek legislation, to ensure environmental protection against possible risk of pollution caused by vessels, is an integral part of our environmental policy. ANEK complies with the ISM Code in respect of all international and national regulations, rules and guidelines and in respect of preventing maritime pollution. It has also developed an internal certified SMS, to enable its staff to implement the Group's policy effectively. The procedures and standards which are complied with in terms of waste and sewage water handling are those recognized internationally, also in compliance with the requirements laid down in MARPOL.

### ***Sewage water and waste handling***

Sewage water and waste handling is an important operating procedure for vessels, for which we abide by the provisions set out in MARPOL. The Company complies with all national and EU regulations and operates

in accordance with the standards established by the competent ministries, port organizations and supervisory bodies. Sewage water and waste handling are broken down into:

✓ Garbage handling

The vessels comply with all the necessary procedures and standards on garbage handling. These procedures include separating recyclable and non-recyclable objects on board the vessel, in specifically designed areas, as well as keeping a Garbage Record Book. In addition to separating recyclable and non-recyclable objects, oily residue is also separated from garbage, as it needs special handling. All types of garbage are delivered to operators that are capable of handling each type of garbage and comply with the relevant procedures and standards specified by the regulations and legislation in force.

✓ Oil residues (Sludge)

Vessels comply with all the necessary sludge handling procedures and standards to make sure that sludge is disposed of safely without causing any environmental impact. Subsequent sludge handling is carried out in accordance with the regulations of the host port by a duly certified operator, to mitigate environmental impact. The International Oil Pollution Prevention Certificate (IOPPC), which is obtained by all vessels and is renewed in accordance with the legislation in force, serves as an extension and ratification of the procedures and standards complied with.

✓ Bilge water

We comply with all necessary procedures and standards on bilge water handling. Just like sludge, bilge water is disposed of on trucks from the vessel to onshore facilities, in accordance with the regulations of the host port, making sure that they are properly handled to mitigate environmental impact.

✓ Sewage water

We comply with all necessary procedures and standards on sewage water handling. The regulations and procedures observed ensure environmental compliance and are verified by the International Sewage Pollution Prevention Certificate (ISPPC). To ensure proper sewage water handling, all vessels are provided with a sewage treatment plant, the output point of which is fitted with a control sensor to ensure that the water discharged is pure.

### **Water management**

Being aware of our responsibility and trying to help save water, we follow procedures for cutting down on the use of freshwater, such as using and properly maintaining boilers or reverse osmosis systems for producing freshwater from seawater, controlling the amounts of water used for water supply and addressing any leak problems immediately.

### **New environmental actions**

- We received ISO14001 -2015 certification regarding the environmental management system at Ro/Pax ELYROS. The above certification has the prospect of expansion to all vessels of the fleet.

- At our vessels' points of sale we use exclusively biodegradable straws.
- The new international route brochure of our company was printed on paper certified by FSC (Sustainable Forest Management System certifying the monitoring of raw materials their processing).

We also handle our consumables by implementing recycling and reuse processes, also making the best effort possible to use consumables derived from recyclable materials and reduce the use of plastic. Finally, the Company has installed a Managed Print Services (MPS) system at its head offices, at the Piraeus offices, agencies, ticket issuing centers and vessels, to save energy, ink and paper and reduce unnecessary printouts.

#### 4. SOCIETY

##### Major risks / effects

Based on the materiality analysis and the critical issues identified, ANEK Group has prioritized, and monitored its performance in, the following areas:

- safety on board the vessels;
- quality of services and provision of service to passengers;
- social contribution;
- transparency/ corruption;
- promotion of tourism.

The Group systematically monitors the above matters, carrying out reviews and taking corrective action as appropriate, to mitigate any negative impact on our stakeholders.

##### Corporate policies

ANEK's vision is to contribute towards the development of local communities where it carries out its activities, based on ethical principles and good business practices, thus creating value for its stakeholders, while at the same time supporting fellow humans in need.

##### The priorities

##### *Safety on board the vessels*

It is our priority to ensure the seaworthiness of our vessels. A key concern is, in accordance with the certified SMS, to ensure safety at sea by preventing any failure and the safe functioning of the vessels by developing safeguards for any possible risk. The procedures implemented relate to maintaining the engines, equipment and vessel, to have both passengers and cargo carried safely and in due time. Maintenance of engines and equipment is carried out in accordance with the manufacturers' instructions and is inspected and certified by an international classification society for each vessel. Moreover, to ensure passenger safety, the necessary procedures and standards on the proper functioning of life-saving equipment are complied

with. This, in conjunction with the ongoing emergency response training provided to crews, is the best guarantee for ensuring optimal preparedness for emergencies. Finally, the Safety Certificate issued by the classification society after an inspection is an additional attestation of the ability to carry passengers safely. All vessels are provided with asbestos-free certificates, to confirm the absence of asbestos, thus protecting the health of passengers and crews. Proper signs are put up wherever passengers are present, to inform and protect both passengers and crews. We also apply the International Ship and Port Facility Security Code (ISPS Code) to prevent and address terrorist attacks. All ANEK's vessels are certified with the above Security System.

### ***Quality of services and provision of service to passengers***

We always strive to ensure the quality of our services and to provide safe, comfortable and reliable service to our customers. Successful achievement of these objectives is mostly dependent on a sense of responsibility, professionalism and effectiveness of the staff, the latter being the most valuable asset of the Group. ANEK has obtained the following certifications:

- ISO 9001 – 2015 (DQS for Quality Management System by IQNet) on quality management issues;
- HACCP, in the context of Regulation (EC) No 853/2004 of the European Parliament and of the Council on the hygiene of foodstuffs; it has also been certified with
- ISO 22000 – 2005 concerning the food safety management system; and
- it also complies with Regulation (EU) No 1169/2011 (Article 44, Annex II) on the labeling requirements for products causing allergies in prepacked and non-prepacked foods.

The above certifications apply to all vessels, and compliance with the required procedures is confirmed following relevant annual inspections. Moreover, additional certifications have been obtained for some of the Group's vessels as follows:

- Special Greek cuisine quality sign for the 'A La Carte' restaurants of the vessels ELYROS, OL. CHAMPION and HELLENIC SPIRIT (from the Ministry of Tourism).
- Local food production systems certificate based on COSMOCERT's 'We Do Local' specifications. The aim is the certification of "WE DO LOCAL" to be extended in 2019 to all the vessels of our Company.
- New ISO 14001-2015 Certification concerning the Environmental Management System for Ro/Pax ELYROS.

The applicable provisions and regulations are observed in respect of the food, kitchen procedures and accommodation of passengers on board, aiming to provide top quality food, drink and hotel services. A Customer Service Issues (CSI) system is also applied, to make sure that customer needs are catered for effectively and that the services offered are adapted to meet the needs of all passengers on board. Therefore, is provided the ability to use a PET CABIN, room service in cabins for disabled people, etc., to safeguard valua-

bles, to provide services to people with special allergies, etc. We also use extra virgin olive oil in preparing food in the kitchen, on board all our vessels. Our quest for new services is constant, in the context of developing technical infrastructures aiming to ensure the provision of better and faster service to customers. In this context, the Company's new web site was developed, installed and operated in order to provide improved online access and information to the general public and the customers. Relevant information is provided to passengers on board the vessels, and there are questionnaires available at various locations of the vessel as well as complaint forms in accordance with the legislation in force. We strive to maintain open communication channels with passengers, taking advantage of electronic media, with a view to providing timely and valid information. In the framework of our pricing policy, vulnerable social groups are subsidized through lower fares and cheaper packages.

### ***Society contribution***

ANEK Group has always stood by the society, supporting initiatives and actions. Therefore, it has developed a multi-level activity plan taking due account of the current social and financial conditions, with response to the population's requests and needs, cooperation with bodies and organizations which have been recognized for their work and contribution to the society, participation of its employees, and strengthening of volunteerism.

#### Strengthening volunteerism

We systematically organize volunteer blood donations, in proof of our concern for our fellow humans. In 2018, the 12<sup>th</sup> voluntary blood donation was organized at the Company's head office in Chania, in cooperation with the Volunteer Blood Donors' Association 'Saint John' and the General Hospital of Chania. Moreover, a bone marrow sampling session was carried out for the third time. The following in-house volunteer actions were also organized:

- Money were donated to institutions in memory of deceased people.
- clothes, packed food, medicinal products, basic necessity items and toys were donated to vulnerable family in Chania;
- recyclable plastic (caps) were collected and delivered, to purchase wheelchairs for poor people with disabilities.

#### Environmental protection

In recognition of the value of environmental protection actions, ANEK offered support to the following organizations in 2018:

- To the Natural History Museum of Crete, for the transportation of wild animals. We have been supporting the museum and its pioneering actions for years.
- We supported the MEDASSET campaign "Promise Clean Seas".
- We hosted the lecture of Dr. Nikos Lygeros on "Strategic Tourism and Green Ports".

- We operated, in cooperation with the National Observatory of Athens / meteo.gr, on our vessels operating on the routes of Crete, information stands on climate change in Crete, thus providing direct information to the passenger over weather.
- At the same time, ANEK is an active member of HELMEPA of the Hellenic Marine Environment Protection Association. HELMEPA is a private nonprofit organization that aims to create an environmental conscience to protect the seas from vessels' pollution and to enhance the level of security in the maritime community through a concerted effort to inform, train and mobilize from the ship owner to the last sailor, fully supporting the International Maritime Organization 'Safe Vessels in Clean Seas'.
- Lastly, ANEK with a look at a better tomorrow for the environment, recognizing the importance of keeping the Greek seas and coasts clean, has joined forces with the Cretan Aquarium - CREETAQUARIUM and has offered to its passengers over 200,000 easy to use ashtrays from recyclable material.

#### Supporting vulnerable social groups

With a sense of responsibility, ANEK has stood by individuals in need as well as charitable organizations and bodies, such as the "DOCTORS OF THE WORLD", the "ELPIDA - ASSOCIATION OF FRIENDS OF CHILDREN WITH CANCER", the "ARK OF THE WORLD", the "HORIZONTAS" Association, the Charity Association "Care for the nearby SAINT JOHN the GRACIOUS", "ELE-PAP", the "Daycare Center - employment of people with disabilities KIFAAMEA" etc. ANEK has always provided assistance in the form of products to public-benefit foundations and bodies.

#### Strengthening education

ANEK has faith in children and young people and, therefore, tries to build bridges for communication and support, to contribute towards their information and development. Thus, a total of 40 educational visits from public and private educational institutions of all levels (Kindergartens, Primary Schools, High Schools, Lyceums, Higher Schools and Special Schools) took place on the Company's vessels, in Greece and in the Adriatic Sea. As part of the training of the pupils, and depending on their level of education, the educational visit includes guided tours of trained and experienced officers in the various spaces of the vessel, familiarity with the navigational instruments, the Bridge, the Engine Room, the survival and firefighting means of the ship. During the educational visits on our Company's vessels, 1.525 pupils, escorts and children of special needs participated.

We also support students of all levels through sponsorships, such as the 'BEST' movement for new European engineers of the Technical University of Crete, the 'TUC ECO RACING' group of the Technical University of Crete, which has received international awards from the Shell Eco Marathon fuel savings competitions, and the national 'UNILEAGUE' championship of students, which we have been sponsoring since 2010. Finally, we support the conduct of scientific seminars, one-day workshops, mathematics contests, etc. Indicatively, we were assistants in the one day meetings "Parents-Child-Sports", "School open to all - School of inclu-

sion", "I select Shipping in Crete" which we hosted in the state-of-the-art congress center of the Company in Chania.

Finally, ANEK supports practically new entrants in Tertiary Education by offering special discounts for their first journeys to and from their place of study.

#### Promoting sports and culture

We have established sponsorships to support actions and initiatives aiming to promote sports and culture. ANEK is the sponsor of the World Karate Champion Dionysis Xenos, of the football teams 'PLATANIAS', "OFI" and "AOX-CISSAMIKOS". It is also the golden sponsor of the cycling club 'TALOS - ANEK LINES', an official sponsor of the 'CANOE-KAYAK' section of the Maritime Club of Chania 'NOX - ANEK LINES' and a great sponsor of the athletic club 'ELEFThERIOS VENIZELOS'. The Group also supports events such as culture, art, cinematography and music and remains the golden sponsor of the Municipal Regional Theater of Crete.

#### Hosting important associations

ANEK is closely linked to Crete and, therefore, it has always supported associations and local clubs that promote Cretan tradition, such as the 'Pancretan Association', the 'Panhellenic Confederation of Cretan Associations', the Association of Cretans from Selino in Athens 'The Elyros' and other cultural associations in Greece and Europe.

#### **Transparency / corruption**

Transparency and integrity in the operation of the Group is a requirement under the established Internal Operating Regulation, as in force each time. The Regulation promotes ethical values and good business practices.

#### **Promoting tourism**

In line with its strategy for strong participation in top international tourist exhibitions, also aiming to promote tourism in Greece, ANEK has had a dynamic presence in fairs in Italy, Germany, Austria, Belgium and the Netherlands. Thanks to its impressive booths and excellent services, ANEK has made quite an impression, bringing Greece's fragrance in Europe.

At the same time, ANEK as an ambassador of Greek culture, tourism and gastronomy hosted an information event to strengthen the collaboration and networking of the city of Fermo and the Marche Region of Italy with the Municipality of Platania. Also, in the context of substantial support and promotion of local products, it has created a series of products with the company label "AEIFORIA", exclusively by Cretan suppliers.

#### **Non - financial performance indicators**

- In 2018, ANEK participated in the eleven largest tourist fairs in Europe to promote tourism.



- As regards transport sponsorships, a total of 23.381 passenger and 2.834 vehicle tickets were approved in all scheduled services operated by ANEK, and a total of 1.098 sponsorships were approved.
- In the context of our social actions, we have facilitated - through special packages - the transfer of vulnerable social groups: large families, people in need of special care and their assistants, the needy, the pensioners of the NAT, the soldiers, the students - of newcomers to move with their family for enrolling in universities / TEIs. The service concerns 22% of the tickets.
- In 2018, food worth euros 5.000 was donated to various organizations and foundations, and more than 5.000 liters of diesel for heating purposes were donated to old people's homes, foundations and child care centers.
- 10 ambulances were dispatched free of charge, mainly to islands on the barren line, while 7 fire trucks were shipped free of charge to the affected areas and not only.
- Also, 228 packages of medicines and medical supplies were shipped free of charge for the needs of distant island residents.
- The customer satisfaction indicator in respect of luggage losses is 100%, and the indicator in respect of vehicle damages has been steadily improving annually.
- The customer satisfaction indicator in respect of using the Company's telephone center is 82%.
- The application of the e-ticket service continued in all the routes of the Group.
- In 2018, the members who chose ANEK SMART BONUS reward program increased by 12% over the previous year.
- A total of 50 units of blood were collected, and a bone marrow sampling session was carried out in the context of the 12<sup>th</sup> voluntary blood donation.

## 5. RESULTS OF THE ABOVE POLICIES AND NON-FINANCIAL PERFORMANCE INDICATORS

- We have over half a century of leading presence in the passenger shipping industry.
- We operate through 9 Ro / Pax vessels.
- The book value of our fleet stands at euros 263 million.
- We provide scheduled services to 18 destinations in Crete, the Aegean Sea, the Ionian Sea and the Adriatic Sea.
- In 2018, we transported 965 thousand passengers, 189 thousand private cars and 132 thousand trucks.
- We employ more than 900 onshore and offshore workers during the year.
- Women represent 57% of the onshore staff, and 38% of the employees are over 50 years of age.
- Long term employment relationships are established with the staff. A total of 75% of the staff have been working for ANEK for 10 years or more.
- A total of 324 hours of information / training were provided to crew staff and 3.264 hours of information / training were provided to onshore staff.

- The customer satisfaction indicator in respect of luggage losses is 100%, and the indicator in respect of vehicle damages has been steadily improving annually.
- We support both our employees and passengers, having established a safe working environment for the former.
- We strive to employ local people. Most of our employees are chosen from local communities.
- By operating responsibly, we help protect the environment and biodiversity.
- With the aim of informing and raising awareness among our fellow humans and for the benefit of the environment, we have shared with our passengers thousands of easy-to-use beach ashtrays from recyclable material to combat coastal pollution from cigarette butts.
- We have operated information booths on our vessels, which are related to climate change in Crete, thus providing direct information to the passenger for the weather.
- We support Greek producers in terms of buying supplies for our ships, as 99% of the products we buy are from Greece, 50% of them being from Crete.
- We have created a product line with the label "AEIFORIA", exclusively from Cretan suppliers.
- For the needs of society, at the sporting, social, cultural and environmental level, we have transferred thousands of passengers and vehicles to all the routes that ANEK operates.
- We supported vulnerable social groups (large families, students, people with special needs, etc.) by offering special promotional packages at 22% of the company's tickets.
- In 2018 we offered food and essentials in organizations and institutions, as well as heating oil to nursing homes, institutions and daycare centers.
- We have transported firefighting vehicles, ambulances, medicines and medical supplies to residents of distant islands.
- We "travelled" hope through the 12th voluntary blood donation, gathering 67% more blood units from last year and valuable samples for bone marrow donation, with the participation of employees and crew of the company as well as ordinary citizens.

## VIII. CORPORATE GOVERNANCE STATEMENT

*pursuant to art. 152 of Law 4548/2018, which entered into force on 1.1.2019*

### 1. CORPORATE GOVERNANCE CODE

The Company complies with the Corporate Governance status applicable in Greece, pursuant to Law 3016/2002, as currently in force. ANEK has adopted the Corporate Governance principles dictated by Greek legislation and international practices. Corporate Governance, as a set of rules, principles and control mechanisms used as a basis for organizing and managing the Company, is aimed at ensuring transparency for investors and securing the interests of Company shareholders and all parties involved in its operation.

The Company has willingly adopted the Corporate Governance Code of the Hellenic Federation of Enterprises (SEV) for Listed Companies until its revision by the Hellenic Corporate Governance Council in October 2013, and since then the Company complies with the revised version of it (hereinafter the “Code”). The Code is posted on Hellenic Corporate Governance Council’s website, at the following address: <http://www.helex.gr/en/esed>. The present statement determines the way that the Company applies the code and explains the cases of not compliance to the Code’s provisions.

As of 1.1.2019, the new Law on Societe Anonymes 4548/2018 is in force and ANEK is within the timeframe defined by Article 183 par. 1 of the aforementioned Law, to harmonize the Company’s Memorandum of Association in accordance with its provisions.

## 2. CONFIGURATION – ELECTION – OPERATION AND DUTIES OF THE BOARD OF DIRECTORS

### 2.1 COMPOSITION OF THE BoD.

According to article 15 of the Company’s Memorandum of Association, as amended by the resolutions of the Annual General Meeting of 26 May 2017, the Company is managed by a Board of Directors consisting of nine (9) to eleven (11) members, that are elected by the General Meeting of shareholders by secret ballot and absolute majority of the votes present at the assembly. A legal person may also be a member of the Board of Directors. In that case, the legal person shall be required to appoint a natural person to exercise the powers of the legal person as a member of the Board of Directors.

### 2.2 ELECTION – OPERATION OF THE BoD

The Board of Directors elects among its members and by absolute majority the Chairman and up to two Vice-Chairmen among its members and may reallocate all or some of the above positions at any time. When absent or impeded, the Chairman is replaced by the Senior Vice-Chairman; when the latter is absent or impeded, he is replaced by the 2<sup>nd</sup> Vice-Chairman if elected. The above persons are elected during the first meeting of the Board of Directors, following election of its members by the General Meeting of shareholders. The BoD Chairman, or his substitute, shall chair BoD meetings, direct its operations and monitor the entire operation of the Company, keeping the BoD up to date. The Board of Directors may appoint a Managing Director from among its members, while defining its responsibilities as well as its alternate in case of impediment. Similarly, he may appoint a General Manager with an employment relationship in accordance with the organizational structure of the Company, as well as his deputy in case of impediment. The members of the Board of Directors are elected by the General Meeting for a four-year term. By exception, the term of the Board of Directors is extended until the deadline for the next Ordinary General Meeting to take place. Along with the regular members, five (5) alternate members are being elected, given that the number of candidates is greater than the number of the members to be elected, with respect to the procedure mentioned herein: Along with the public notice addressed by the BoD convening to the General Shareholder’s Meeting, any party interested should submit in writing and within the regular deadline a letter posting

his demand for candidacy. Based on the candidates, the BoD shall make an announcement determining the eligible candidates and draft the ballot, where the candidates appear in alphabetical order and distributes it to the shareholders in the room where the General Meeting is held order to proceed with the voting. Every shareholder is entitled to a number of preference crosses equal to the number of regular and substitute members to be elected and is obligated to put preference crosses that are equal to the number of the regular members of the Board of Directors. Tickets with more or less preferred crosses defined above are considered invalid. The order of success among the candidates who have obtained the absolute majority of the votes cast in the Assembly is determined on the basis of the majority of them and a scoreboard for success and a succession list of substitute members for that purpose are drawn up. In the event of a tie between the candidates, the order of success is determined by draw.

### **2.3. CONVENING A BoD MEETING**

The BoD convenes at the Company's seat every time the Law, the Memorandum of Association or the company's needs require so, as well as every time that the Chairman or his substitute or the Managing Director finds it necessary. The BoD may also hold a teleconference, in compliance with the stipulations laid down in relevant decisions adopted by the Minister for Development. In that event, however, the invitation extended to BoD members shall include any information required for their participation in the meeting. By way of derogation, the BoD convenes validly away from its seat, if the meeting takes place in the Municipality of Piraeus, Attica, the Municipality of Rethymnon, Crete and the Municipality of Iraklion, Crete. Convention of the BoD may be requested by two (2) of its members by submitting an application to the BoD Chairman or his substitute, who is under obligation to convene the BoD within a deadline of seven (7) days from the date of submittal of the application. The above application shall clearly state, upon penalty of inadmissibility, the items of the agenda. Should the Chairman or his substitute fail to convene the BoD within the above deadline, the members who have requested the convention are allowed to convene the BoD themselves within a deadline of five (5) days from the expiry of the above seven (7) days deadline, notifying a relevant invitation to other BoD members.

### **2.4 PASSING RESOLUTIONS**

The Board of Directors is in quorum and is holding a valid meeting if half of its members plus one are attending the meeting in person, without taking into account the authorizations provided in accordance with the above. The Board of Directors always passes resolutions on the basis of the absolute majority of votes of its members who are present or represented. The deliberations and resolutions of the Board of Directors are documented in relevant minutes, which are recorded in a special book of minutes and are signed by the Chairman or chairing person, as well as the members present. No member has the right to refuse to sign the minutes of the meetings he has attended; however, he may request that his opinion, if contrary to the resolution passed, is recorded in the minutes. If minutes are drawn up and signed by all the members of the Board of Directors or their proxies, such minutes shall constitute a resolution of the Board of Directors even if there was no prior meeting. Any copies of and extracts from the minutes, if submitted to a Court or other

authority, are ratified by the Chairman or, if he is impeded or absent, by his legal substitute.

## 2.5 BINDING THE COMPANY

The Company is bound validly and is generally represented legally on the basis of two (2) signatures affixed, the first one must be that of the Chairman of the Board of Directors and the second one must be that of the Managing Director, both of them acting personally; if they are absent or impeded, they shall be replaced by their legal substitutes. It is mandatory that these two signatures are affixed under the Company's seal. By virtue of a resolution passed by the Board of Directors, BoD members and company employees may be authorized to sign for, bind and represent the Company, without prejudice to the restrictions laid down in art. 23 of the Memorandum of Association.

## 2.6 CONFIGURATION OF THE BOARD OF DIRECTORS – CURRICULA VITAE

By virtue of the Resolution of the General Shareholders' Meeting held on 26.05.2017 and the Board of Directors' decisions of 10.07.2017, 20.12.2017 and 25.05.2018, the Company's Board of Directors is as follows:

|                          |  |
|--------------------------|--|
| Georgios Katsanevakis    | President - Executive Member of the BoD                |
| Spyridon Protopapadakis  | Vice Chairman - Executive Member of the BoD            |
| Ioannis Vardinoyannis    | Managing Director - Executive Member of the BoD        |
| Georgios Archontakis     | Deputy Managing Director - Executive Member of the BoD |
| Emmanouel Apostolakis*   | Non-Executive Member of the BoD                        |
| Konstantinos Achlioptas  | Non-Executive Member of the BoD                        |
| Michael Georvasakis      | Non-Executive Member of the BoD                        |
| Ioannis Stavropoulos*    | Non-Executive Member of the BoD                        |
| Michael Marakakis        | Independent Non-Executive Member of the BoD            |
| Alexandros Markantonakis | Independent Non-Executive Member of the BoD            |
| Georgios Fragkiadakis**  | Independent Non-Executive Member of the BoD            |

\* Pursuant to the minutes of 20.12.2017 of the Board of Directors, filed on 26.01.2018 at GEMI, following the resignations of Messrs. Jason Dallas and Ilias Defteraios, the remaining members of the Board of Directors elected, in accordance with the Company's Articles of Association and Law, Messrs. Emmanouel Apostolakis and Ioannis Stavropoulos, in replacement of the resigned members. Mr Ioannis Stavropoulos resigned on 28.03.2019.

\*\* Pursuant to the minutes of 25.05.2018 of the Board of Directors filed on 07.06.2018 at GEMI, following the resignation of mr Ioannis Ioannidis, the remaining members of the Board of Directors, in accordance with the Company's Articles of Association and Law, elected mr Fragkiadakis, in replacement of the resigned member.

The members of the Board of Directors are elected by the General Meeting for a four-year term. By way of exception, the term of office of the Board of Directors is extended until the expiry of the deadline within which the next Ordinary General Meeting must meet.

Following are summary CVs of the current BoD members:

- **Georgios Katsanevakis, President - Executive Member of the BoD**

He was born in Chania, Crete. He graduated in Civil Engineering from the National Technical University of Athens. He was Chairman of the Technical Chamber of Western Crete, Chania Mayor and Prefect of Chania.

- **Spyridon Protopapadakis, Vice Chairman - Executive Member of the BoD**

He was born in Chania in 1956. He graduated from the Economic School of Rutgers University, USA and holds a Master's Degree in Transport Management and Business Administration from the State University of New York. From 1980 to 1982 he held various positions at Johnson & Johnson in the U.S. From 1984 until 1990 he was a scientific member of the K.E.P.E. drawing the five-year program in Rethymnon and Chania. From 1994 to 1997 he was Director of EL.KE.PA. Annex W. Crete. He served as Special Advisor to the Secretary General Region of Crete from 1997 to 2000, while from 1987 and up to date, he has a consultancy office under the name of "Creta Consulting". He is Vice- Chairman of the Association of Passengers Shipping companies (SEEN) and of the Council of Shipping Coastal Transportation (SAS).

- **Ioannis Vardinoyannis, Managing Director - Executive Member of the BoD**

He was born in Episkopi, Rethymnon, Crete, in 1957. He is a graduate of a University of Finance and Marketing of a University of the USA.

- **Georgios Archontakis, Deputy Managing Director - Executive Member of the BoD**

He is a graduate of Athens Medical School. He was Director of Surgery Section, Tutor, Board Member and Deputy Director of the Hospital "Agios Savvas". In addition he was President in Athens Eye Clinic for 10 years and member of the Scientific Committee of the Hospital "Agia Sofia". From 2001 he was Director of Neurosurgery Clinic, from 2007 Director of Medical Service with 3-year term and from 2015 President with 2-year term at Chania General Hospital "St. George". He is the first neurosurgeon who applied the technique  $\gamma$ -knife (regular brain radiation) with innovative interventions to children and the first Greek physician who entered the Guinness book. He has been honored by the Technical University of Crete, the Hospital "Agios Savvas", the Children's Hospital and the Eye Clinic of Athens. He is also a member of the Municipal Council of the Municipality since 2011.

- **Emmanouel Apostolakis, Non-Executive Member of the BoD**

He was born in Nippos Apokoronou, Chania, Crete, in 1952. He is a graduate of Mechanical Engineer of the Higher School of Sub-mechanical Engineering of Athens and graduated from the Pedagogical Department of PATES SELETE. Since 1999 he is President of ETANAP.

- **Konstantinos Achlioptas, Non-Executive Member of the BoD**

He is a Naval Engineer Merchant. He has worked for many years in vessels of all types. He has supervised and received various vessels from foreign shipyards. He worked as an engineer to large companies in America, Canada and Switzerland (Babcox-Wilcox, Bailey Meter Co and Reliance Electric). For many years now he is dealing with stock market investments, particularly in the area of shipping.

- **Michael Georvasakis, Non-Executive Member of the BoD**

He was born in Rethymno Crete in 1945. He graduated from high-school grade. Mr. Georvasakis is an entre-

preneur and has a factory of graphic art.

- **Ioannis Stavropoulos, Non-Executive Member of the BoD**

He was born in Elefsina, Attica, in 1940. He is a Mechanical and Electrical Engineer of the NTUA, and holds a Master's degree from the Imperial College of Science and Technology University of London. He served as Technical Director and then Deputy Director of a large Hellenic Shipping Company for many years (1970-2000).

- **Michael Marakakis, Independent Non-Executive Member of the BoD**

He was born in Kastelli Kissamou in 1949. He graduated from High School of Kasteli in 1974 and hired, after a public competition, by the National Bank of Greece, where held various areas of responsibility for 25 years. In 1991 he founded the limited company investment portfolio "DIAS" and until 1996 was the Vice President of the company. Moreover, from 1997 to 2004 he was Vice President and General Manager of COOPERATIVE BANK OF CHANIA, and since 2004 he holds the position of Chairman of the Board to the Bank. From 2009 since 2015 he was Vice President of the B.O.D. "PANHELLENIC BANK". He is also Chairman of the Bank's subsidiaries "CRETE REAL ESTATE SA", "CRETAN HOLDINGS SA", "CHANIA HOLDINGS SA" and of companies "BUSINESS PARK OF CHANIA SA", "VIOCHYM SA", "AVEA SA" and "MILK PROCESSING INDUSTRY OF CRETE SA". Up to 2016 he was President of B.o.D. in "NEA CHORA SA", up to 2017 he was President of BoD in "CRETAN PROPERTIES DEVELOPMENT SA" and up to the end of 2018 he was President of BoD in "PRIME ENERGY SA" and "CHIOTAKI BROS ABEE". At the same time, he is Vice President of the "COOPERATE BANKS UNION OF GREECE".

- **Alexandros Markantonakis, Independent Non-Executive Member of the BoD**

He was born in 1959 in Chania and studied Chemical Engineering in England. He holds a Master's degree in Food Science & Management. He worked in food companies in England and France, and since 1985 he is an executive in the "MILLS OF CRETE". He is currently Managing Director of the company "MILLS OF CRETE", President and Managing Director in "KRIARAS SA", General Manager of "AVEA SA", General Manager of "MILK PROCESSING INDUSTRY OF CRETE SA" and President of the Association of Millers of Greece.

- **Georgios Fragkiadakis, Independent Non-Executive Member of the BoD (as note above)**

He was born in Athens in 1977. He studied Accounting and Financial Management at the University of Essex and has acquired two master's degrees in Finance and Investments and Management of Health Units. He holds a Ph.D. from the Technical University of Crete with a research focused on the Economics of Health and Health Services Review. He is lecturer in the Department of Medicine at the University of Crete and a professor – advisor of the Cyprus Open University. Since July 2016 he is a Director at the General Hospital of Rethymnon.

- **Ioannis Ioannidis, Independent Non-Executive Member of the BoD (as note above)**

He was born in Athens in 1954. He is a graduate of the Economics School of the University of Macedonia. He was trained as a commercial aircraft pilot at Oxford Air Training School and worked at Olympic Airways for more than 14 years. From 1988 to 2016 he participated in several administrative positions, including Vice-

President, at the Alexander Onassis Public Benefit Foundation. He also served as director of the “United Kingdom Protection & Indemnity Club” for 15 years, and since 1996 is a member of the American Bureau of Shipping (ABS) and since 2000 of the Board of Directors of the Union of Greek Ship-owners.

## **2.7 FEES PAID TO MEMBERS OF THE BoD**

Every fee or remuneration to be paid to members of the Board of Directors is borne by the Company only if approved by a special resolution of the Ordinary General Meeting. The fees and other remunerations paid to non-executive members of the Board of Directors are determined in accordance with Codified Law 2190/1920 for the fiscal year 2018 and thereafter pursuant to Law 4488/2018 and the Articles of Association as in force following its harmonization under article 183 par. 1 of that law and are proportionate to the time spent for attending Board meetings and performing the duties assigned to them in accordance with this Law. All the fees and possible remunerations paid to BoD members are referred to in Part VI of this Board of Directors’ Report.

The Board of Directors is responsible for deciding on:

- a) all kinds of fees, irrespective of reason, paid to executives and internal auditors; and
- b) the overall fees policy of the Company.

## **3. GENERAL MEETING SHAREHOLDERS**

### **3.1 CONVENING THE GENERAL MEETING**

The General Meeting of shareholders is the Company’s highest-ranking administrative body. It has the right to pass resolutions on any company affair and, when comprised in accordance with the Memorandum of Association, it represents all shareholders. Its resolutions passed in accordance with the law are binding to all shareholders, even if they are absent or disagree. The General Meeting of shareholders is always convened by the Board of Directors and meets regularly at the Company’s seat at least once a year, no later than the tenth (10th) calendar day of the ninth month following the end of the financial year, and if the company’s shares are listed on a stock exchange having its seat in Greece, the General Meeting may be held in the area of the Municipality where there Stock Exchange’s seat is.

The Board of Directors may, if deemed necessary, convene an extraordinary General Meeting. Moreover, upon request by a number of shareholders representing one twentieth (1/20) of the paid up share capital, the Board of Directors is under obligation to convene an Extraordinary General Meeting of shareholders and shall set a date for that meeting which must not be later than forty five (45) days after the date when the relevant request was submitted to the Chairman of the Board. The above request shall be submitted in writing and shall also include the items of the agenda of the General Meeting and shall provide evidence of the shareholding status of the requesting shareholders, as well as the number of the shares they hold when exercising the relevant right. Such evidence may also include depositing their shares to the Company’s Treasury or to the Deposits and Loans Fund or to any Banking Société Anonyme in Greece.



The invitations to the ordinary and extraordinary General Meetings are published at least twenty (20) days prior to the date set for the General Meeting and in the case of a Resumed Meeting following a mandatory postponement, they are published at least ten (10) days prior to the date set for the Resumed Meeting, also including non-business days. The date of publication of the invitation to the General Meeting and the date of the Meeting are not included.

The invitations for the ordinary and extraordinary General Meetings are published pursuant to article 122 par. 2 by their registration in GEMI, subject to the harmonization of the Company's Articles of Association pursuant to article 183 par. 1 of Law 4548/2018 and as its shares are listed on a regulated market pursuant to paragraph 2 of Article 122 of Law 4548/2018 and on the Company's website and are made public within the same time frame in a way that ensures fast and non-discriminatory access to it, by means deemed by the BoD that are considered reasonably reliable for the effective dissemination of information to investors, such as particular print and electronic media with national and European range.

The invitation to a General Meeting includes the building and the exact address, the date and time of the Meeting, a clear list of the items of the agenda, the shareholders entitled to attend, as well as exact instructions on how the shareholders shall be able to attend the Meeting and exercise their rights either in person or through proxies or even remotely, and it is posted a conspicuous location in the Company's office, as well as, in the reception area of the Company's vessels twenty (20) full days in advance and the items of paragraph 4 of article 121 of Law 4548/2018 as the Company's shares are listed on a regulated market.

Forty-eight (48) hours prior to each General Meeting, a list of shareholders holding voting rights at the General Meeting must be posted in a prominent position of the Company's Branch, including the number of shares and votes held by each one of them and the addresses of the shareholders or their proxies. The above period shall be reduced to half as long as the Company maintains its shares listed on a regulated market, pursuant to article 29 par. 5 of its Articles of Association, subject to the harmonization of the Articles of Association pursuant to article 183 par. 1 of Law 4548/2018.

The rights of minority shareholders are in accordance with articles 141 and 142 of Law 4548/2018.

### **3.2. MEETINGS – QUORUM**

The General Meeting is in quorum and is held validly in order to discuss the items of the agenda as long as the shareholders attending the meeting either in person or through proxies represent at least one fifth (1/5) of the paid up Share Capital. If such quorum is not achieved in the first meeting, the General Meeting shall convene again within twenty (20) days of the date of the postponed meeting, by invitation sent at least ten (10) full days in advance. The resumed General Meeting shall be in quorum and decide validly on the items of the original agenda regardless of the percentage of the paid up Share Capital represented thereat. A new invitation shall not be necessary if the original invitation mentions the time and place of the resumed meetings provided for by Law, in case a quorum is not achieved and provided that there are at least five (5) days between the canceled meeting and the resumed one pursuant to article 130 par. 2 of Law 4548/2018.

In extraordinary cases, when it comes to resolutions relating to changing the nationality of the Company, increasing the shareholders' obligations, changing the purpose of the company, increasing its share capital, where this is not provided for in the Memorandum of Association (unless required by Law or through capitalization or reserves), reducing the share capital (unless pursuant to par. 6 of article 49 of Law 4548/2018), changing the method used for the appropriation of profit, a merger, breakup, conversion, revival, extension of the duration or winding up of the Company, granting the power to the Board of Directors to increase the share capital pursuant par.1 of article 24 of Law 4548/2018 as well as in any such other case as provided for in the Law, the Meeting is in quorum and is held validly in order to discuss the items of the agenda as long as the shareholders attending the meeting either in person or through proxies represent at least two thirds (2/3) of the paid up share capital pursuant to article 31 par. 2 of its Articles of Association and pursuant to article 131 par 5. of Law 4548/2018, subject to its harmonization under article 183 par. 1 of that Law.

If this quorum is not achieved, the General Meeting shall be convened and held again and is in quorum and validly meets on the issues of the original agenda when at least one-fifth (1/5) of the paid-up share capital is represented since the Company has listed its shares on the Athens Stock Exchange, pursuant to article 131 par. 4 of Law 4548/2018, subject to the harmonization of its Articles of Incorporation under Article 183 par. of that Law.

### **3.3 DUTIES OF THE GENERAL MEETING**

The General Meeting of shareholders decides on all issues brought to its attention and is the sole body responsible for making decisions concerning the following:

- a) Amending the Memorandum of Association, including reducing or increasing the share capital without prejudice to articles 6 and 7, par. 1 of the Memorandum of Association.
- b) Electing the members of the Board of Directors and ratifying the election of members by the Board of Directors in replacement of departing members.
- c) Approving the Company's Annual Financial Report and of the profit distribution.
- d) Merging, breaking up, converting, reviving, extending the term of, or winding up the Company.
- e) Extending the term of the Company, merging or winding up the Company.
- f) Appointing liquidators.
- g) Taking civil action against members of the Board of Directors for misconduct.
- h) Electing auditors.

The resolutions of the General Meeting are passed on the basis of the absolute majority of the votes represented thereat. In extraordinary cases, the resolutions referred to in art. 31, par. 2 of the Company's Memorandum of Association are passed on the basis of a majority of two thirds (2/3) of the votes represented at the Meeting. The resolutions of the General Meeting are passed through open or secret (where necessary) ballot, using ballot papers and nominal participation forms, except for resolutions relating to the election of the persons chairing the General Meeting and resolutions relating to judicial matters, which may be passed

by a show of hands or by acclamation. Pursuant to article 131 par. 2 of Law 4548/2018 no secret ballot is allowed in the case of remuneration to the members of the Board of Directors and where the law requires an explicit vote or when the vote is given at a distance, without prejudice to the harmonization of the Articles of Association of the Company under of article 183 par. 1 of the said law.

Pursuant to article 108 par. 1 of Law 4548/2018, subject to the harmonization of the Company's Articles of Association by virtue of section 183 par. 1 of the aforementioned law, by decision of the General Meeting, taken by open vote after the approval of the annual financial statements the overall management that took place during the respective year may be approved. However, the resignation of the Company from its claims against the members of the Board of Directors or other persons or the conciliation of the Company with them may only take place under the conditions of paragraph 7 of article 102 of Law 4548/2018. During a lawsuit for compensation of the Company due to the responsibility of the members of the Board of Directors in accordance with articles 102 et seq. of Law 4548/2018, the above report is taken into consideration.

Pursuant to article 108 par. 2 of Law 4548/2018, subject to the harmonization of the Company's Articles of Association pursuant to article 183 par. 1 of the aforementioned law, the members of the Board of Directors are entitled to participate in the vote on the approval of the overall management only with shares of which they are owners, or as representatives of other shareholders, provided that they have been authorized by explicit and specific voting instructions. The same applies to the employees of the Company.

#### 4. INTERNAL AUDIT SERVICE

The Internal Audit Service audits the method used to organize and operate certain Company activities in order to verify and confirm existing procedures as to how they are implemented and whether they are correct, representative and appropriate for the benefit of the Company. The Head of the Service (Internal Auditor) is appointed by the Company's Board of Directors. Members of the Board of Directors, current executives performing other duties, or any relatives of these persons up to second degree by blood or by marriage, may not be appointed as internal auditors. The internal auditor is accountable on a hierarchical basis to the Company's Management; however, he is independent in performing his duties and has the right to become aware of Company information and obtain access to any Company Service. The Company's Divisions and employees are required to cooperate with and provide information to the internal auditor and generally to facilitate his work in all possible ways. The Company's Management is required to provide the internal auditor with all means necessary for facilitating the performance of appropriate and effective audit.

In particular, the Internal Audit Service performs the following duties:

- It monitors the implementation and continuous observance of the Company's Internal Operating Regulation and Memorandum of Association, as well as of the overall legislation relating to the Company, and in particular of the legislation on sociétés anonymes and stock exchange.

- It reports to the Company's Board of Directors any cases of conflict between the private interests of BoD members or Company executives and the Company's interests, as identified during the performance of its duties.
- Internal auditors are required to inform the Board of Directors in writing at least once a quarter about the audit performed, as well as to attend the General Meetings of shareholders.
- Internal auditors provide, following approval by the Company's Board of Directors, any information requested in writing by Supervising Authorities, cooperate with these Authorities and facilitate their monitoring, auditing and supervising work in all possible ways.

The Internal Audit Service submits to the Board of Directors a quarterly report on the audit performed, and communicates it to the Internal Audit Committee. It also submits extraordinary reports, as the case may be, where it feels that the time left until the drafting of the ordinary report is long and the matter to be taken care of or the information to be provided to the Board of Directors is urgent. Mr. Nikolaos Xynos is serving as the Company's Internal Auditor. Following is a short CV:

**Nikolaos Xynos, Head of Internal Audit**

He was born in 1961 in Kozani. He holds a degree in Economics and Management Administration from the Eastern Michigan University, USA. He has worked for ANEK since 1992 and was appointed as Head of the Internal Audit Service in January 2010.

According to the aforementioned during the fiscal year 2018 the Internal Audit Service has conducted frequent inspections of the various Services and Managements of the Company in order to verify the dully operation and the implementation of any and all procedures which are provided in the Procedure Manual. The findings of the Internal Audit Service for the fiscal year 2018 were analysed during five (5) meetings in which the Internal Audit Service and the its supervising body, the Audit Committee participated.

## 5. COMMITTEES COMPRISING BoD MEMBERS

To ensure that the Company functions safely, as well as that financial and legal risks are minimized, the Board of Directors has decided, in accordance with the existing institutional framework and the provisions on corporate governance to set up the following two (2) Committees:

A) The Audit Committee

B) The Fees and Benefits Committee

The Board of Directors may decide to set up other committees too, at discretion, if it feels that they will facilitate its work. The composition and operation of these committees is provided by Articles 3, 4 of Law 3016/2002, Articles 44, 52, 53 of Law 4449/2017 and the Company's Rules of Procedure and their purpose is to assist the Board of Directors in exercise of his work.

## **A) AUDIT COMMITTEE**

### **1. Purpose**

Following are some of the Audit Committee's obligations:

- informs the Board of Directors for the outcome of the statutory audit and explains how the statutory audit contributed to the integrity of the financial information and what was the role of the Audit Committee in this process,
- monitors the financial reporting process and make recommendations or proposals to ensure its integrity,
- monitors the effectiveness of the company's internal control, quality assurance and risk management systems and, where applicable, the internal control department with regard to the financial information of the audited company, without infringing its independence,
- monitors the statutory audit of the annual and consolidated financial statements and, in particular, their performance, taking into account any findings and conclusions of the competent authority pursuant to Article 26 (6) of Regulation (EU) 537/2014,
- reviews and monitors the independence of statutory auditors or audit firms in accordance with Articles 21, 22, 23, 26 and 27 and Article 6 of Regulation (EU) 537/2014 and in particular the suitability of providing non-audit services to the Company in accordance with Article 5 of Regulation (EU) 537/2014,
- is responsible for the selection procedure for statutory auditors or audit firms and proposes statutory auditors or audit firms to be appointed in accordance with Article 16 of Regulation (EU) 537/2014, unless paragraph 8 of Article 16 of Regulation (EU) No. 537/2014.

### **2. Configuration - Convocation - Meetings**

The Audit Committee consists of three members, non-executive members of the Board of Directors and members elected by the General Meeting of Shareholders. It meets at least four (4) times a year. Especially, for the fiscal year 2018 the members of the Audit Committee jointly with the members of the Internal Audit Service participated in five (5) meetings in order to evaluate the findings of the Audit and such evaluation has been communicated as per foreseen procedure to the competent authorities of the Company (President of the BoD, Managing Director, the BoD). In addition, one (1) meeting was held with the Company's statutory auditors to evaluate the course of external audit and to inform the Commission of the important issues and findings of the audit.

### **3. Composition**

The Audit Committee consists of non-executive members of the Board of Directors and members elected by the General Meeting of the Company's shareholders. The members of the Audit Committee as a whole have sufficient knowledge of the sector in which the Company operates and most of them are independent of it, within the meaning of the provisions of Law 3016/2002 (A'110). The Chairman of the Audit Committee is appointed by its members or elected by the General Assembly of the Company's shareholders and is independent of the Company. At least one member of the Audit Committee is a statutory auditor, suspended or

retired, or has sufficient knowledge of audit and accounting. On 26.05.2017 the Ordinary General Meeting of Company shareholders appointed the following members of the Audit Committee:

Chairman: Georgios Fragiadakis

Member: Michael Georvasakis

Member: Alexandros Markantonakis

## **B) FEES & BENEFITS COMMITTEE**

### **1. Purpose**

Any decisions relating to all kinds of fees paid to Company executives and internal auditors, as well as to the Company's overall fees policy, are made by the Board of Directors, always in compliance with legal procedures, in particular with art. 23a of Law 2190/1920, as applicable for the financial year 2018 and thereafter under articles 99 and 100 of Law 4548/2018 and the Articles of Association as in force following its harmonization under article 183 par. 1 of that law. The responsibility of the fees and benefits committee is to make proposals to the Board of Directors concerning the following:

- its recommendation to the General Meeting on the determination of all kinds of fees and benefits to be paid to the executive members of the Board of Directors, and
- the determination of the overall policy concerning the fees and benefits to be paid to Company executives, always within the framework that may have been set forth by the General Meeting.

### **2. Configuration – Convocation – Meetings**

- Immediately after appointment of its members, the Fees & Benefits Committee is established by electing its Chairman. It is not necessary to reestablish the Committee if a vacant position therein is filled by the Board of Directors, unless the Chairman's vacant position is filled.
- The Fees & Benefits Committee holds its meetings upon informal (verbal) invitation extended by its Chairman, at least once a year. The Chairman may convene the Committee at any time, at discretion. The invitation is not subject to deadline.
- The Committee is in quorum and holds its meeting validly as long as three of its members are present. A member may be represented by another member. In any event, at least two Committee members must attend the meeting in person.
- All efforts are made for the Committee to make unanimous decisions. Where it is impossible to make a unanimous decision, the relevant decision may be made by ordinary majority of the attending members. The decisions of the Fees & Benefits Committee are not binding.

### **3. Composition**

The members of the Fees & Benefits Committee are appointed and removed by the Board of Directors. The Fees & Benefits Committee comprises two (2) non-executive members of the Board of Directors and the Managing Director. According to the 1642/13/10.07.2017 BoD decision and according to the minutes 18/14.07.2017 of the Remuneration & Benefits Committee, the Committee comprises the following mem-

bers:

Chairman: Alexandros Markantonakis

Member: Ioannis Vardinoyannis

Member: Michael Georvasakis

The Fees & Benefits Committee meets with a view to recommending to the Board of Directors the remuneration of the members of the Board of Directors regarding their pre-approval by the Ordinary General Meeting for the current fiscal year and subsequently, following the relevant decision of the Board of Directors Council for the appointment of its members, meets in order to form a body. In the year 2018, for this purpose, were held two (2) sessions.

## 6. ORGANIZATIONAL AND OPERATING COMPANY STRUCTURES

### 6.1 GENERAL SECRETARIAT

- The General Secretariat of ANEK is responsible for ensuring the sorting incoming mail properly and forwarding it to the competent Divisions and Departments of ANEK. It is also responsible for processing outgoing mail.
- The General Secretariat is responsible for coordinating the Secretariat Departments of the different Divisions.
- Each ANEK Division operates its own Secretariat Division, which reports to the respective Manager. It is organized and operates in a way similar to that of the General Secretariat. Its main responsibility is similar to that of the General Secretariat and, in particular, it ensures the keeping and processing of the Division's registry.

### 6.2 PUBLIC RELATIONS AND SHAREHOLDER SERVICE DEPARTMENT

- The department sees to it that the public is informed, through the Stock Exchange, about every event which, if disclosed, is expected to affect the purchase of Company shares in accordance with the Stock Exchange Regulation and applicable law, as currently in force.
- The department is responsible to the Managing Director for the providing shareholders with immediate and indiscriminate information and service with regard to the exercise of their duties in accordance with the law and the Company's Memorandum of Association.
- The department sees to it that, when the Annual Ordinary General Meeting of Company shareholders is held, shareholders have the Company's Annual Report in their hands, as well as that all disclosed company publications (Annual Prospectus, interim and annual financial statements, management reports by the Board of Directors and the certified auditors-accountants) are sent to every party involved in hard copy or electronic format).

- The department is responsible for keeping and updating the Company's list of shareholders in accordance with the law. To perform this duty, the department must contact the Central Securities Depository.

### **6.3 LEGAL DEPARTMENT**

- The department is responsible to the Managing Director for providing the Company with legal coverage so as to ensure and protect its interests.
- It is kept up to date with general and special legal issues relating to the Company and ensures the coordination and management of such issues at an operational level, and proposes ways to ensure Company interests.
- It is responsible for receiving, registering and managing all legal documents, subpoenas, etc. relating to the Company.

## **7. INTERNAL AUDIT AND RISK MANAGEMENT SYSTEM**

### **7.1 KEY FEATURES OF THE INTERNAL AUDIT SYSTEM**

The Management evaluates the adequacy of the Internal Audit System on the basis of best company practices. In particular, evaluation includes an examination of the audit environment, of the risk assessment procedure, of the auditing mechanisms and safeguards, of the communication and information system, as well as of the role and responsibility of the Management, internal auditors and other staff members. In particular, an examination is made of whether important executive, recording and approval functions are administratively and operationally distinct (four eyes principle).

### **7.2 RISK MANAGEMENT IN CONNECTION WITH THE DRAFTING OF FINANCIAL STATEMENTS**

The Company has invested in the development and maintenance of state-of-the-art computer infrastructures ensuring, through a number of safeguards, that financial figures are correctly presented and all kinds of operating risks are minimized. Moreover, a results analysis is performed on a monthly basis, which covers all important aspects of business activity. Comparisons are carried out between the actual, historic and budgeted accounts, including sufficient detailed explanation of all significant differences. Most of the reports are automated and are generated by a special M.I.S. application and, as referred to above, important executive, recording and approval functions are administratively and operationally distinct (four eyes principle). At an administrative information level, the Company is supported by an internally developed regional M.I.S. system drawing data from the accounting data base in the form of excel, ascii and batch files. The gathering and processing of information by the system is automated. Users are provided with information early enough, and the data provided are subjected to an independent check by the Computer Department to ensure accuracy, reliability and completeness. Access to the system is classified.

The Financial Division personnel is not often changed. The Division's employees hold higher or highest level degrees, and those appointed at "key" positions are fully trained to perform their duties, thus ensuring that



the completeness of the financial statements prepared. The Manager of the Financial Division is responsible for the accuracy of the financial information published.

The external auditors inform the Audit Committee on an annual basis about any possible weaknesses in the internal audit system and submit a statement of independence; they do not provide non-auditing services. The Board of Directors is informed, at least on a six-month basis, about the key business risks faced by the Group and verifies that these risks are fully defined, adequately estimated and effectively managed.

As regards the management of financial and operating risks, the Management is currently establishing limits for the discontinuation of loss-causing activities and the determination of criteria for an early warning system).

#### **8. INFORMATION REQUIRED BY ARTICLE 10 PAR. 1 OF DIRECTIVE 2004/25/EC ON TAKEOVER BIDS**

The required information is included in part IX “Explanatory Report by the Board of Directors”.

#### **9. COMPLIANCE WITH CODE PROVISIONS**

The Company in addition to the provisions of the law, adopts and complies with the Hellenic Corporate Governance Code, which is available on the web site of the Hellenic Corporate Governance Council on [www.helex.gr/en/esed](http://www.helex.gr/en/esed). Furthermore, it is specified that:

- The Company has adopted Special Practice A.II 2.2 – despite the fact that since it is considered a small listed company the exceptions of Annex I apply, the BoD constitutes in majority by non-executives members –the independent included- thus seven (7) members of the BoD from the total of eleven (11) members, which were elected by the Ordinary General Meeting of 26 May 2017 and were subsequently replaced pursuant the minutes of 20.12.2017 and 25.05.2018. as in item 2.6 of this statement.
- The Company has adopted Special Practice A.III 3.1 – despite the fact that since it is considered a small listed company the exceptions of Annex I apply and by virtue of Article 25 par. 2 of the Articles of Association in combination with the Internal Regulation the competences of the Managing Director are specified.
- The BoD of the Company has conducted annual evaluation of the internal control system, examining the diversity of the activities and the efficiency of the internal control unit, the adequacy of the risk management and internal control reports addressed to the Audit committee of the BoD. Furthermore, in all cases of problems the Management has reacted immediate and efficient in order to be resolved.
- The BoD has examined the internal control system as well as the principle risks that potentially the enterprise might face, and are stated in the Explanatory Report.
- There is full transparency as to the remuneration of the President, the Vice President, the Managing Director the Deputy Managing Director and as to the remuneration of each member of the BoD for its

presence in the meetings of the BoD and of the committees, since all remunerations are approved for the past year by the Annual General Meeting of the Shareholders and preapproved for the future year. Each and every decision adopted is been published as per law to the website of the Company as well as to the ASE website. The members of the Board of Directors of the Company do not receive any other benefits or bonuses in addition to the above fees and / or indemnities.

#### **DEVIATIONS FROM SPECIAL PRACTICES OF THE HELLENIC CORPORATE GOVERNANCE CODE**

Hereunder the BoD refers to the occasions and the reasons due to which deviated from the Special Practices for listed companies of the aforementioned Code during the fiscal year 2018:

##### **Deviation from the Special Practice A.II.2.8**

The Company does not publish in the present Declaration its policy in relation to the diversity of the constitution of the BoD and of the executives managers, as well of the quorum of representation of each gender. Already from the planning and publication of the Company's original Articles of Association, it was evident and fully reflected in the Company's Articles of Association its intention to be in close proximity to the local, political and scientific community, in particular Article 15, which, until its recent amendment in accordance with the decisions of the Ordinary General Assembly of May 26, 2017, it was provided the appointment of members to the Board of Directors of Metropolitan Bishop of Kissamos and Selinos Eirinaios Galanakis for life (already deceased on 30.04.2013), of Mayor of Chania, of the Mayor of Rethymnon as well as of a member of the Association of Chania Economic Sciences. Following the amendment of article 15 of the Articles of Association of the Company, pursuant to the resolutions of the Annual General Meeting of 26 May 2017, the Board of Directors consists of nine (9) to eleven (11) members, elected by the General Assembly. Consequently, the manifested diversity is related to the candidature to be elected as members of the Board of Directors of the Company, which is free and unobtainable, between candidates with recognized professional experience and experience as well as scientific training. The Company does not have a specific policy in relation to the quantum of males and females in the BoD since it considers that qualifications and dexterities which each and every member of the BoD has, are not necessarily identified in relation to its gender.

##### **Deviation from the Special Practice A.IV.4.5**

As per the provisions of Article 18.1 of the Articles of Association the Company has adapted the meeting of the BoD by teleconference and as per the provisions of Article 21 par. 3c of its Articles of Association the drawing up and signing of minutes by all the members of the BoD or their representatives is equal to a decision of the BoD, even if no meeting has proceeded. Furthermore, pursuant to Article 16 par. 4 of the Articles of Association, *"The unjustified abstention of a Director from the Board meetings over a period exceeding three months amounts to a waiver which is deemed to have been effected once the Board of Directors has decided and it shall be made accordingly to the record of it"*. Due to the aforementioned provisions the Company achieved not to exist often and constant absences during the meetings of the BoD and all the members to participate and to be informed of the subjects of the agenda.

**Deviation from the Special Practice A.V.5.4-5.8**

The Company has not yet established a Nomination Committee for the constitution of the BoD nevertheless the Company is in the stage of elaboration of the specific competences and qualities which the members of the BoD shall have as well as in the stage of the determination of the criteria of the members of the BoD on the basis that until now any and all expression of interest amongst nominees as well as their election by the General Meeting of the Shareholders took place amongst candidates with recognized professional background, experience and scientific qualifications.

**Deviation from the Special Practice A.VI.6.1**

There is not a specific operational framework of the BoD since the provisions of the Articles of Association and of the internal regulation are considered to be efficient for the organization and the operation of the BoD. At the begging of each calendar year the BoD does not apply a calendar of meetings or a 12-month agenda which may be reviewed depending on the company's needs, since the convention and the meetings of the BoD meetings are very flexible when is necessary by the Company's needs or the Law due to the provisions of the Articles of Association in relation to the BoD meetings by teleconference or outside the Company's seat.

**Deviation from the Special Practice A.VI.6.2 & 6.3**

No company Secretary has been appointed to support the Company's BoD, as the Secretary's responsibilities providing practical support to the Chairman and members of the Board of Directors with a view to ensuring compliance with the Company's internal rules and relevant laws and regulations, ensuring proper information flow between the Board of Directors and its committees, providing its members with information concerning Company's affairs upon assumption of their duties as well as throughout their terms, and organizing the meetings of shareholders appropriately - are performed by the Shareholder Service Department, the Corporate Announcement Department and the Legal Department, depending on the type of the relevant issues.

**Deviation from the Special Practice A.VI.6.5**

The company does not apply an induction programme for new board members and continuing professional development programmes, since all new members of the BoD are adequately informed for all company's matters by the old members and for regulatory and legal framework of their authority by the Shareholder Service Department, the Corporate Announcement Department and the Legal Department.

**Deviation from the Special Practice A.VI.6.9**

The Company does not finance the Bod Committees for the fulfillment of their duties and the hiring of external advisors, since the implementation of such practices would lead to a burden for the Company which would be disproportionate to the time and cost required.

**Deviation from the Special Practice A.VII.7.2 -7.3**

The Company has not adopted a procedure of evaluation of the performance of the BoD, nevertheless is on

the stage of setting the criteria and the method for adequate evaluation of such. Furthermore, in relation to the practice of the evaluation of the BoD every 2 years the Articles of Association of the Company provides a four year term of the BoD and the evaluation of the BoD as a collective body is subject to the authority of the highest body of the Company thus the General Meeting.

## **IX. EXPLANATORY REPORT BY THE BOARD OF DIRECTORS**

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*This explanatory report by the Board of Directors of ANEK S.A. to the Ordinary General Meeting of its Shareholders includes detailed information with regard to the issues referred to in art. 4, par. 7 of Law 3556/2007:*

### **1. Structure of the Company's share capital**

The Parent Company's share capital as of 31.12.2018 amounted to € 56.596.467,60 divided into 185.373.016 common and 3.281.876 preferred voting shares of the nominal value of € 0,30 each. The Company's shares are all listed on the Athens Exchange.

Shareholders responsibility is limited to the face value of the shares they own. Each share provides all the rights provided for by Law and the Company's Articles of Incorporation. All (common and preferred) shares are voting rights. Preferred shares issued in 1990 and 1996 enjoy only those benefits stipulated by law, namely the preferential collection of first dividend and preferential participation in the proceeds of liquidation.

The Company does not hold own shares.

### **2. Restrictions to the transfer of the Company's shares**

All company shares are transferred in accordance with the law, and the Company's Articles of Association do not include any restrictions on such transfer.

### **3. Significant direct or indirect holdings as laid down in articles 9 to 11 of Law 3556/2007**

The shareholders holding more than 5% of all Company voting rights were the companies "VARMIN AEBE" holding 26,52% and "PIRAEUS BANK SA" holding 24,18%. It is noted that "PIRAEUS BANK SA" owns: a) 43.685.197 common shares, corresponding to 23,5661% of the ordinary share capital of the Company and the respective voting rights and b) indirectly 1.929.210 voting rights which corresponds to 1,0407% of the total voting rights, thus a total of 24,1788% of the voting rights.

### **4. Shares owners with special controlling rights**

There are no such shares providing their holders with special rights to control.

**5. Restrictions to the right to vote**

No provision is made in the Company's Articles of Incorporation for restrictions to the right to vote arising from its shares.

**6. Agreements of the Company's shareholders**

The Company is not aware if there are any agreements among its shareholders imposing restrictions to the transfer of its shares or to exercising the rights to vote arising from such shares.

**7. Rules for appointing and replacing BoD members and amending the Articles of Incorporation**

The rules provided for in the Company's Memorandum of Association on the appointment and replacement of BoD members and the amendment to the Memorandum's provisions are not different from those provided for in Codified Law 2190/1920 as applicable for the financial year 2018, subject to the Company's harmonization of its Articles of Incorporation under article 183 par. 1 of Law 4548/2018.

**8. BoD authorization to issue new or buy treasury shares**

The Board of Directors has no right to increase the Company's share capital by the issue of new shares, or to buy treasury shares, without the prior approval of the General Meeting.

**9. Significant agreements that enter into force, that are modified or expire as a result of audit change following a public proposal**

There are no significant agreements that enter into force, are modified or expire as a result a change in auditing the Company following a public proposal.

**10. Agreements with members of the Board of Directors or the Company's personnel**

There are no agreements between the Company and members of its Board of Directors or its personnel providing for the payment of compensation in case of resignation or dismissal on no serious grounds or termination of term or employment as a result of a public proposal.

**Chania, 22 April 2019**

**the Board of Directors of ANEK**

## **INDEPENDENT AUDITORS' REPORT**

***To the shareholders of ANEK LINES S.A.***

### **Report on the audit of the separate and consolidated financial statements**

#### **Opinion**

We have audited the accompanying separate and consolidated financial statements of "ANEK LINES A.E." (the Company) and its subsidiaries (the Group), which comprise the separate and consolidated statement of financial position as of 31 December 2018, the separate and consolidated income statements, statements of comprehensive income, statements of changes in equity and statements of cash flows for the year then ended, and notes to the separate and consolidated financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion, the separate and consolidated financial statements present fairly, in all material respects the separate and consolidated financial position of the Company and the Group as at 31 December 2018, their separate and consolidated financial performance and their separate and consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards, as adopted by the European Union.

#### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (ISAs), as incorporated in Greek Law. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Separate and Consolidated Financial Statements section of our report. We remained independent of the Group throughout the period of our appointment in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code), as incorporated in Greek Law, together with the ethical requirements that are relevant to the audit of the separate and consolidated financial statements in Greece, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Material uncertainty related to going concern**

We draw attention to Note 2 to the annual financial statements and in particular to the fact that the working capital of the Company and the Group is negative by € 264,9 million and € 267,6 million respectively as that the equity of the Company and the Group is also negative € 7,8 million and € 8,9 million respectively and the Company has

overdue loan installments. These conditions indicate the existence of a material uncertainty that may cast significant doubt on the Company's and the Group's ability to continue as a going concern. In note (2) to the annual financial statements reference is made to the measures taken or planned by the management in order to ensure the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

### Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the separate and consolidated financial statements of the current period. These matters and the related risks of material misstatement were addressed in the context of our audit of the separate and consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Except the matter described above in the paragraph "Material uncertainty related to going concern", the Key Audit Matters described as follow:

| Revenue recognition   |  |
|---|--|
| Key audit matter  | How our audit addressed the key audit matter   |
| <p>The turnover of the Company and the Group for the year 2018 was 153,4 and 168,2 million euros respectively.</p> <p>The revenue recognition of the Company and the Group is considered complex due to the high volume of transactions executed daily, the complexity of the information systems used, the time allocation of revenue (year-end cut-off) and the use of a service organization (ANEK AS – SUPERFAST ENDEKA Joint venture) as the main mechanism for the recognition, cut-off and allocation of revenue from fares between the members of the venture.</p> <p>Thus, this matter is considered key to our audit.</p> <p>Reference is made to Notes 3.v and 4 of the annual financial statements.</p> | <p>Our audit procedures in relation to revenue recognition include:</p> <ul style="list-style-type: none"> <li>• We examined the appropriateness of the Group's revenue recognition policies and assessed their compliance with applicable accounting standards (IFRS).</li> <li>• We tested the relevant internal controls of the applicable information systems used to ensure the completeness, accuracy and timing of revenue recognized.</li> <li>• We tested the efficiency of controls of the service organization (ANEK AE – SUPERFAST ENDEKA JV) in relation to the correct recognition of the revenue from fares in the statements issued, the correct allocation of the revenue from fares between the members of the venture and the accuracy of the account of the deferred revenue from fares of passengers and vehicles.</li> <li>• We examined the correct transfer of data from the individuals IT systems to the general accounting balance.</li> <li>• In addition to the tests of controls, we executed substantive procedures on revenues, such as vouching, examination of contracts and journal entries, as well as analytical procedures.</li> </ul> |

| Recoverability of the carrying amount of non-current assets (vessels)  |   |
|--|---|
| Key audit matter   | How our audit addressed the key audit matter  |
| <p>As at 31.12.2018, the Group presents in its Financial Statements Fixed assets amounting to € 278,5 million, of which € 263,6 million are vessels and constitute 79.8% of the Total assets of the Group.</p> | <p>Our audit procedures in relation to the recoverability of the carrying amount of non-current assets include:</p> <ul style="list-style-type: none"> <li>• We evaluated the impairment test procedure performed by management and its consistency with</li> </ul> |

**Recoverability of the carrying amount of non-current assets (vessels)**
**Key audit matter**

The Group carries out an annual impairment test for its entire fleet in accordance with IAS 36, on a vessel by vessel basis, performed by two independent valuation experts.

Based on the estimates of the above independent experts, the current value of each vessel is determined at the date of the financial statements (end-of-year) and compared to the corresponding accounting balance. Where the latter is found to exceed the current value of the vessel, the value in use of a cash-generating unit (CGU) is calculated, in order to determine whether there is any matter for impairment.

Value-in-use is derived from the DCF model, which uses significant assumptions, such as estimates of future cash flows, operating expenses and capex, as well as the level of discount interest.

We also note that in addition to the objective and particular characteristics of the vessels, their value may also be determined by the route on which the vessel is operating.

Thus, this matter is considered key to our audit because of the significant amounts, as well as due to the assumptions, judgments and estimates that management applies to estimate the discount rate, residual values, and useful life of the assets.

Reference is made in Notes 3.vii & 12 of the consolidated financial statements.

**How our audit addressed the key audit matter**

- applicable accounting standards (IFRS).
- We assessed the independence and integrity of the valuation experts.
- We assessed the suitability of the calculation models applied by the management.
- We assessed the ability of the management to prepare feasible and reliable budgets, examining the actual accounting data for previous years.
- We assessed the reasonableness of significant assumptions of budgets prepared by the management, examining market data and assumptions used in previous years.
- We examined the mathematical precision of the model used and the correspondence with the business plan of the management.
- We evaluated the reasonableness of the discount rate and verified its calculation methodology.
- We performed a sensitivity analysis test on changes in the discount rate and EBITDA.
- We assessed the adequacy of disclosures in the financial statements prepared by the Management for the year 2018, in order to ensure the correct disclosure of the aforementioned assumptions, estimates and sensitivity analysis.

**Maritime incident Norman Atlantic**
**Key audit matter**

As mentioned in note 31 to the annual financial statements, at December 28<sup>th</sup>, 2014, the chartered ship 'MS Norman Atlantic' caught fire while sailing in the Adriatic Sea.

The incident, which is insured by an International Mutual Maritime Insurance Club, is on the legal process on the Courts of Italy & Greece, while a significant number of claims has already been settled extra judicially.

Due to the fact that the legal procedure is still in progress, uncertainty exists as to the final outcome of the case and its contingent effects on the financial statements of the Group.

Due to the complex nature of this matter, we consider it key.

Reference is made in Note 31 of the consolidated financial statements.

**How our audit addressed the key audit matter**

Our audit procedures include:

- We assessed the reasonableness of the management's estimates of the future outcome of the event in conjunction with its history, in particular the number of completed settlements and their insurance coverage, pending lawsuits and reports and decisions of experts, authorities and courts.
- We assessed the reasonableness of the assessments of the company's legal advisers and their consistency with the current national & international legal framework, which is mainly covered by Regulation (EC) No 392/2009 of 23 April 2009 on the liability of carriers of passengers by sea in the event of accidents and subject to the liability limits set out in the "Athens Convention".
- We examined the insurance indemnity special account.
- We examined the deductibles listed on the insurance contract and the calculation of the relevant



| Maritime incident Norman Atlantic |   |
|-----------------------------------|---|
| Key audit matter                  | How our audit addressed the key audit matter  |
|                                   | <p>provision.</p> <ul style="list-style-type: none"> <li>· We performed interviews directly with the Group Legal Department on the progress of the event.</li> <li>· We assessed the adequacy of disclosures in the consolidated financial statements in relation to the maritime event.</li> </ul> |

### Other information

Management is responsible for the other information. The other information, included in the Annual Report, comprises of the Board of Directors Report (for which reference is also made in section Report on Other Legal and Regulatory Requirements), the Statements of the Members of the Board of Directors but does not include the financial statements and our auditor's report thereon.

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

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

### Responsibilities of the Management and Those Charged with Governance for the Separate and Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the separate and consolidated financial statements in accordance with International Financial Reporting Standards as endorsed by the European Union, and for such internal control as management determines is necessary to enable the preparation of separate and consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the separate and consolidated financial statements, management is responsible for assessing the Company's and 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, management either intends to liquidate the company and/or the Group or to cease operations, or has no realistic alternative but to do so.

The Audit Committee (art.44 Law 4449/2017) is responsible for overseeing the Group's financial reporting process.

## **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the separate and consolidated 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, as incorporated in Greek Law, 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 separate and consolidated financial statements.

As part of an audit in accordance with ISAs, as incorporated in Greek Law, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the separate and consolidated 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 and the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's 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 and the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company and/or the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the separate and consolidated financial statements, including the disclosures, and whether the separate and consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group, to express an opinion on the separate and consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the separate and consolidated financial statements of the current period and are therefore the key audit matters.

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

### **1. Board of Directors' Report**

Taking into consideration that management is responsible for the preparation of the Board of Directors' Report and Corporate Governance Statement that is included therein, according to the provisions of paragraph 5 article 2 of Law 4336/2015 (part B), we report that:

- a) The Board of Directors' Report includes a Corporate Governance Statement that contains the information required by article 43bb of Codified Law 2190/1920.
- b) In our opinion, the Board of Directors' Report has been prepared in accordance with the legal requirements of articles 43a and 107A, and paragraph 1 (c and d) of article 43bb of the Codified Law 2190/1920 and the content of the Board of Directors' report is consistent with the accompanying financial statements for the year ended 31 December 2018.
- c) Based on the knowledge and understanding concerning the Company and its environment, gained during our audit, we have not identified information included in the Board of Directors' report that contains a material misstatement

### **2. Additional Report to the Audit Committee**

Our opinion on the separate and consolidated financial statements is consistent with our Additional Report to the Audit Committee of the Company, in accordance with Article 11 of the EU Regulation 537/2014.

### **3. Provision of Non-audit Services**

We have not provided any prohibited non-audit services per Article 5 of the EU Regulation 537/2014.

### **4. Appointment of the Auditor**

Grant Thornton Hellas SA was first appointed as auditors by the General Shareholders' Assembly held on 04/06/2006. Since then, our appointment has been continuously renewed for a total period of thirteen years based on the annual decisions of the General Shareholders' Assembly.

SOL SA was first appointed as auditors by the General Shareholders' Assembly held on 20/06/1993. Since then, our appointment has been continuously renewed for a total period of twenty-six years based on the annual decisions of the General Shareholders' Assembly.

**Athens, 22 April 2019**

**The Certified Public Accountants - Auditors**

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**KONSTANTINOS EMM. ANTONAKAKIS**

**Institute of CPA (SOEL) Reg. No. 22 781**



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**KONSTANTINOS ATH. ARAMPATZIS**

**Institute of CPA (SOEL) Reg. No. 34 351**



**ANNUAL SEPARATE AND CONSOLIDATED FINANCIAL  
STATEMENTS AS OF 31<sup>ST</sup> DECEMBER 2018**

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*The amounts included in the financial statements are in EUR thousand  
Any differences in totals are due to the rounding of figures.*

## STATEMENTS OF COMPREHENSIVE INCOME

|   | Note | Group                 |                       | Company               |                       |
|---|------|-----------------------|-----------------------|-----------------------|-----------------------|
|   |      | 01.01.18-<br>31.12.18 | 01.01.17-<br>31.12.17 | 01.01.18-<br>31.12.18 | 01.01.17-<br>31.12.17 |
| Turnover (sales)  | 4    | 168.235               | 164.749               | 153.453               | 149.304               |
| Cost of sales   | 5    | (136.664)             | (133.308)             | (126.041)             | (121.302)             |
| <b>Gross profit</b>   |      | <b>31.571</b>         | <b>31.441</b>         | <b>27.412</b>         | <b>28.002</b>         |
| Other income  | 7    | 753                   | 1.247                 | 1.187                 | 1.800                 |
| Administrative expenses   | 6    | (11.880)              | (9.993)               | (10.982)              | (9.055)               |
| Selling expenses  | 6    | (15.555)              | (14.392)              | (13.110)              | (12.229)              |
| Other expenses  | 7    | (1.303)               | (5.963)               | (490)                 | (5.488)               |
| <b>Earnings before taxes, financing and investing results (EBIT)</b>        |      | <b>3.586</b>          | <b>2.340</b>          | <b>4.017</b>          | <b>3.030</b>          |
| Financial expenses  | 8    | (9.505)               | (9.455)               | (9.399)               | (9.356)               |
| Financial income  | 8    | 42                    | 15.904                | 32                    | 15.870                |
| Results from investing activities   | 9    | (56)                  | (202)                 | (1.573)               | 2.377                 |
| Results from measurement of investments in associates                       | 10   | 57                    | 129                   | 631                   | 809                   |
| Other provisions  | 11   | (6.780)               | -                     | (6.780)               | -                     |
| <b>Earnings / (losses) before taxes</b>                                     |      | <b>(12.656)</b>       | <b>8.716</b>          | <b>(13.072)</b>       | <b>12.729</b>         |
| Income tax  | 22   | (619)                 | (572)                 | (147)                 | (117)                 |
| <b>Earnings / (losses) after taxes</b>                                      |      | <b>(13.275)</b>       | <b>8.144</b>          | <b>(13.219)</b>       | <b>12.612</b>         |
| <b>Other comprehensive income / (expenses)</b>                              |      |                       |                       |                       |                       |
| <b>Transferred to the income statement:</b>                                 |      |                       |                       |                       |                       |
| Change of taxation rate on land deferred taxes                              |      | 105                   | -                     | 31                    | -                     |
|   |      | <b>105</b>            | <b>-</b>              | <b>31</b>             | <b>-</b>              |
| <b>Non-transferred to the income statement:</b>                             |      |                       |                       |                       |                       |
| Profit / (loss) for employee retirement benefits                            | 23   | 27                    | 17                    | 21                    | 23                    |
| Deferred taxes  |      | 1                     | 2                     | -                     | -                     |
|   |      | <b>28</b>             | <b>19</b>             | <b>21</b>             | <b>23</b>             |
| <b>Other comprehensive income / (expenses) after taxes</b>                  |      | <b>133</b>            | <b>19</b>             | <b>52</b>             | <b>23</b>             |
| <b>Total comprehensive income / (expenses) after taxes</b>                  |      | <b>(13.142)</b>       | <b>8.163</b>          | <b>(13.167)</b>       | <b>12.635</b>         |
| <b>Profit / (loss) attributable to:</b>                                     |      |                       |                       |                       |                       |
| Parent's Shareholders   |      | (13.842)              | 9.810                 | -                     | -                     |
| Non-controlling interest  |      | 567                   | (1.666)               | -                     | -                     |
| <b>Total comprehensive income / (expenses) attributable to:</b>             |      |                       |                       |                       |                       |
| Parent's Shareholders   |      | (13.764)              | 9.831                 | -                     | -                     |
| Non-controlling interest  |      | 622                   | (1.668)               | -                     | -                     |
| Earnings after taxes per share - basic (expressed in €)                     | 27   | (0,0734)              | 0,0520                | (0,0701)              | 0,0669                |
| Earnings after taxes per share - diluted (expressed in €)                   | 27   | (0,0487)              | 0,0391                | (0,0485)              | 0,0498                |
| Earnings before taxes, financial, investing results & depreciation (EBITDA) |      | 14.618                | 12.777                | 14.790                | 13.216                |

The additional notes are an integral part of the above annual financial statements.

## STATEMENTS OF FINANCIAL POSITION

|  |      | Group           |                | Company        |                |
|--|------|-----------------|----------------|----------------|----------------|
|  | Note | 31.12.18        | 31.12.17       | 31.12.18       | 31.12.17       |
| <b>ASSETS</b>  |      |                 |                |                |                |
| Tangible fixed assets                                  | 12   | 278.489         | 266.924        | 270.437        | 259.494        |
| Investment property                                    | 12   | 1.758           | 1.764          | 683            | 689            |
| Intangible assets                                      | 12   | 316             | 62             | 316            | 62             |
| Investments in subsidiaries                            | 13   | -               | -              | 5.918          | 7.057          |
| Investments in associates                              | 13   | 2.094           | 2.037          | 2.094          | 2.037          |
| Other long term receivables                            |      | 1.428           | 53             | 1.407          | 31             |
| Deferred tax assets                                    | 22   | 243             | 238            | -              | -              |
| <b>Total non-current assets</b>                        |      | <b>284.328</b>  | <b>271.078</b> | <b>280.855</b> | <b>269.370</b> |
| Inventories  | 14   | 3.088           | 2.948          | 1.912          | 1.755          |
| Trade receivables                                      | 15   | 27.204          | 35.782         | 31.708         | 38.137         |
| Other short-term receivables                           | 15   | 5.534           | 3.492          | 4.784          | 2.707          |
| Financial assets at fair value through profit and loss | 16   | 2.915           | 2.622          | 1.177          | 1.225          |
| Cash and cash equivalents                              | 17   | 7.350           | 6.826          | 2.298          | 3.217          |
| <b>Total current assets</b>                            |      | <b>46.091</b>   | <b>51.670</b>  | <b>41.879</b>  | <b>47.041</b>  |
| <b>TOTAL ASSETS</b>                                    |      | <b>330.419</b>  | <b>322.748</b> | <b>322.734</b> | <b>316.411</b> |
| <b>EQUITY AND LIABILITIES</b>                          |      |                 |                |                |                |
| Share capital  | 18   | 56.597          | 56.597         | 56.597         | 56.597         |
| Share premium account                                  | 18   | 745             | 745            | 745            | 745            |
| Reserves   | 19   | 9.607           | 9.520          | 8.062          | 8.031          |
| Results carried forward                                | 20   | (82.987)        | (67.007)       | (73.248)       | (59.368)       |
| <b>Total company shareholders' equity</b>              |      | <b>(16.038)</b> | <b>(145)</b>   | <b>(7.844)</b> | <b>6.005</b>   |
| Non-controlling interest                               |      | 7.169           | 2.895          | -              | -              |
| <b>Total equity</b>                                    |      | <b>(8.869)</b>  | <b>2.750</b>   | <b>(7.844)</b> | <b>6.005</b>   |
| Long-term bank borrowings                              | 21   | 2.623           | 242.729        | 2.623          | 242.729        |
| Deferred tax liabilities                               | 22   | 1.116           | 1.321          | 308            | 359            |
| Employee retirement benefit liabilities                | 23   | 2.445           | 2.429          | 2.301          | 2.289          |
| Other provisions                                       | 23   | 1.500           | 1.514          | 1.179          | 1.193          |
| Subsidies  | 12   | 457             | 521            | -              | -              |
| Capital lease liabilities                              | 24   | 14.531          | 9.844          | 14.531         | 9.844          |
| Other long term liabilities                            | 25   | 2.891           | 4.147          | 2.891          | 4.147          |
| <b>Total non-current liabilities</b>                   |      | <b>25.563</b>   | <b>262.505</b> | <b>23.833</b>  | <b>260.561</b> |
| Short-term bank borrowings                             | 21   | 256.134         | 17.489         | 255.421        | 16.848         |
| Trade payables   | 26   | 41.005          | 26.728         | 37.575         | 22.871         |
| Other short term liabilities                           | 26   | 16.586          | 13.276         | 13.749         | 10.126         |
| <b>Total current liabilities</b>                       |      | <b>313.725</b>  | <b>57.493</b>  | <b>306.745</b> | <b>49.845</b>  |
| <b>Total liabilities</b>                               |      | <b>339.288</b>  | <b>319.998</b> | <b>330.578</b> | <b>310.406</b> |
| <b>TOTAL EQUITY AND LIABILITIES</b>                    |      | <b>330.419</b>  | <b>322.748</b> | <b>322.734</b> | <b>316.411</b> |

The additional notes are an integral part of the above annual financial statements.

## STATEMENTS OF CHANGE IN SHAREHOLDER'S EQUITY

| Group   | Note | Share capital | Share premium | Asset revaluation reserves | Other reserves | Results carried forward | Total           | Non-controlling interest | Total           |
|---|------|---------------|---------------|----------------------------|----------------|-------------------------|-----------------|--------------------------|-----------------|
| <b>Balance as at 01.01.2017</b>   |      | <b>56.597</b> | <b>745</b>    | <b>2.066</b>               | <b>5.343</b>   | <b>(76.844)</b>         | <b>(12.093)</b> | <b>4.752</b>             | <b>(7.341)</b>  |
| Total comprehensive income of year 2017                                   |      |               |               |                            |                | 9.831                   | <b>9.831</b>    | (1.668)                  | <b>8.163</b>    |
| Dividends to non-controlling interest                                     |      |               |               |                            |                |                         | -               | (189)                    | <b>(189)</b>    |
| Deletion of a subsidiary from consolidation                               |      |               |               |                            |                | 38                      | <b>38</b>       |                          | <b>38</b>       |
| Reserve formed from convertible bond                                      |      |               |               |                            | 2.079          |                         | <b>2.079</b>    |                          | <b>2.079</b>    |
| Reserves formed of subsidiaries   |      |               |               |                            | 32             | (32)                    | -               |                          | -               |
| <b>Shareholders' equity as at 31.12.2017</b>                              |      | <b>56.597</b> | <b>745</b>    | <b>2.066</b>               | <b>7.454</b>   | <b>(67.007)</b>         | <b>(145)</b>    | <b>2.895</b>             | <b>2.750</b>    |
| <b>Balance as at 01.01.2018</b>   |      | <b>56.597</b> | <b>745</b>    | <b>2.066</b>               | <b>7.454</b>   | <b>(67.007)</b>         | <b>(145)</b>    | <b>2.895</b>             | <b>2.750</b>    |
| Effect from retroactive implementation IFRS 9                             | 15   |               |               |                            |                | (681)                   | <b>(681)</b>    | (26)                     | <b>(707)</b>    |
| <b>Restated balance at 01.01.2018</b>                                     |      | <b>56.597</b> | <b>745</b>    | <b>2.066</b>               | <b>7.454</b>   | <b>(67.688)</b>         | <b>(826)</b>    | <b>2.869</b>             | <b>2.043</b>    |
| Total comprehensive income of year 2018                                   | 20   |               |               | 55                         |                | (13.818)                | <b>(13.763)</b> | 622                      | <b>(13.141)</b> |
| Dividends to non-controlling interest                                     |      |               |               |                            |                |                         | -               | (190)                    | <b>(190)</b>    |
| Effect from change in proportion and share capital increase of subsidiary | 1    |               |               |                            |                | (1.432)                 | <b>(1.432)</b>  | 3.836                    | <b>2.404</b>    |
| Effect from sale of subsidiary's owned shares                             |      |               |               |                            |                | (16)                    | <b>(16)</b>     | 31                       | <b>15</b>       |
| Reserves formed of subsidiaries   | 20   |               |               |                            | 32             | (32)                    | -               |                          | -               |
| <b>Shareholders' equity as at 31.12.2018</b>                              |      | <b>56.597</b> | <b>745</b>    | <b>2.121</b>               | <b>7.486</b>   | <b>(82.987)</b>         | <b>(16.038)</b> | <b>7.169</b>             | <b>(8.869)</b>  |

| Company                                       | Note | Share capital | Share premium | Asset revaluation reserves | Other reserves | Results carried forward | Total           |
|---|------|---------------|---------------|----------------------------|----------------|-------------------------|-----------------|
| <b>Balance as at 01.01.2017</b>               |      | <b>56.597</b> | <b>745</b>    | <b>933</b>                 | <b>5.019</b>   | <b>(72.003)</b>         | <b>(8.709)</b>  |
| Total comprehensive income of year 2017       |      |               |               |                            |                | 12.635                  | <b>12.635</b>   |
| Reserve formed from convertible bond          |      |               |               |                            | 2.079          |                         | <b>2.079</b>    |
| <b>Shareholders' equity as at 31.12.2017</b>  |      | <b>56.597</b> | <b>745</b>    | <b>933</b>                 | <b>7.098</b>   | <b>(59.368)</b>         | <b>6.005</b>    |
| <b>Balance as at 01.01.2018</b>               |      | <b>56.597</b> | <b>745</b>    | <b>933</b>                 | <b>7.098</b>   | <b>(59.368)</b>         | <b>6.005</b>    |
| Effect from retroactive implementation IFRS 9 |      |               |               |                            |                | (668)                   | <b>(668)</b>    |
| <b>Restated balance at 01.01.2018</b>         |      | <b>56.597</b> | <b>745</b>    | <b>933</b>                 | <b>7.098</b>   | <b>(60.036)</b>         | <b>5.337</b>    |
| Total comprehensive income of year 2018       |      |               |               | 31                         |                | (13.198)                | <b>(13.167)</b> |
| Effect from sale of subsidiary's owned shares |      |               |               |                            |                | (14)                    | <b>(14)</b>     |
| <b>Shareholders' equity as at 31.12.2018</b>  |      | <b>56.597</b> | <b>745</b>    | <b>964</b>                 | <b>7.098</b>   | <b>(73.248)</b>         | <b>(7.844)</b>  |

The additional notes are an integral part of the above annual financial statements.



## CASH FLOW STATEMENTS

|  | Group                 |                       | Company               |                       |
|--|-----------------------|-----------------------|-----------------------|-----------------------|
|  | 01.01.18-<br>31.12.18 | 01.01.17-<br>31.12.17 | 01.01.18-<br>31.12.18 | 01.01.17-<br>31.12.17 |
| <b>Operating activities</b>  |                       |                       |                       |                       |
| Profits / (loss) before tax  | (12.656)              | 8.716                 | (13.072)              | 12.729                |
| <i>Plus / (less) adjustments for:</i>  |                       |                       |                       |                       |
| Depreciation   | 11.211                | 10.619                | 10.773                | 10.186                |
| Grants amortization  | (179)                 | (182)                 | -                     | -                     |
| Impairment of value of fixed assets  | -                     | 2.539                 | -                     | -                     |
| Profit / (loss) from sale of non-current assets  | (7)                   | -                     | -                     | -                     |
| Provisions   | 7.155                 | 4.288                 | 6.896                 | 4.279                 |
| Foreign exchange differences   | 479                   | (326)                 | 464                   | (309)                 |
| Results of investing activities  | (85)                  | (2.490)               | 858                   | (3.186)               |
| Financial expenses (less financial income)   | 8.983                 | (6.123)               | 8.902                 | (6.205)               |
|  | <b>14.901</b>         | <b>17.041</b>         | <b>14.821</b>         | <b>17.494</b>         |
| <i>Plus / (less) adjustments for changes of working capital accounts or related to operating activities:</i> |                       |                       |                       |                       |
| Reduction / (increase) of inventories  | (151)                 | (406)                 | (157)                 | (164)                 |
| Reduction / (increase) of receivables  | (2.589)               | (1.074)               | (4.568)               | (3.764)               |
| Increase/(reduction) of payable accounts (except loan liabilities)   | 10.003                | 7.566                 | 10.995                | 8.331                 |
| <i>Less:</i>   |                       |                       |                       |                       |
| Interest and related expenses paid   | (7.729)               | (8.935)               | (7.711)               | (8.837)               |
| Income tax paid  | (365)                 | (826)                 | (49)                  | (88)                  |
| <b>Total cash flows generated from operating activities (a)</b>  | <b>14.070</b>         | <b>13.366</b>         | <b>13.331</b>         | <b>12.972</b>         |
| <b>Investing activities</b>  |                       |                       |                       |                       |
| Acquisition of affiliates, securities and other investments  | (405)                 | (53)                  | (56)                  | (2)                   |
| Proceeds from the sale of securities and other investments   | 56                    | 5.396                 | 56                    | 4.800                 |
| Acquisition of fixed assets  | (10.216)              | (14.176)              | (9.139)               | (13.772)              |
| Proceeds from the sale of fixed assets   | 26                    | -                     | -                     | -                     |
| Interest received  | 14                    | 22                    | 2                     | 5                     |
| Dividend received  | -                     | -                     | 174                   | 175                   |
| <b>Total cash flows generated from investing activities (b)</b>  | <b>(10.525)</b>       | <b>(8.811)</b>        | <b>(8.963)</b>        | <b>(8.794)</b>        |
| <b>Financing activities</b>  |                       |                       |                       |                       |
| Proceeds from share capital increase   | 2.420                 | -                     | -                     | -                     |
| Payments for capital leases  | (3.472)               | (1.369)               | (3.472)               | (1.369)               |
| Proceeds from borrowings   | 1.938                 | 5.346                 | 1.938                 | 4.924                 |
| Payments of borrowings   | (3.753)               | (13.420)              | (3.753)               | (13.420)              |
| Dividends paid   | (154)                 | (189)                 | -                     | -                     |
| <b>Total cash flows generated from financing activities (c)</b>  | <b>(3.021)</b>        | <b>(9.632)</b>        | <b>(5.287)</b>        | <b>(9.865)</b>        |
| <b>Net increase/(decrease) in cash and cash equivalents (a) + (b) + (c)</b>                                  | <b>524</b>            | <b>(5.077)</b>        | <b>(919)</b>          | <b>(5.687)</b>        |
| Cash & cash equivalents at beginning of the year   | 6.826                 | 11.903                | 3.217                 | 8.904                 |
| <b>Cash &amp; cash equivalents at end of the year</b>  | <b>7.350</b>          | <b>6.826</b>          | <b>2.298</b>          | <b>3.217</b>          |

The additional notes are an integral part of the above annual financial statements.

## ***NOTES ON THE FINANCIAL STATEMENTS OF FISCAL YEAR 2018***

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## 1. General information for the Company and the Group

The Company was established in 1967 (Government Gazette 201/10.04.67) under the corporate name “Anonimi Naftiliaki Eteria Kritis S.A.” trading as “ANEK LINES” (hereinafter “ANEK”, “Company” or the “Parent”) and operates in the passenger shipping sector. The Company’s seat is located in the municipality of Chania and its registered offices are located on 148 Karamanli Ave, Chania. ANEK is recorded in General Company Register with number 121557860000 and its website address is [www.anek.gr](http://www.anek.gr). The Company’s shares have been listed in the Athens Stock Exchange since 1999.

In addition to the Parent company, the Group includes the following subsidiaries and associates with the following participation percentages:

| Επωνυμία   | Ποσοστό<br>Ομίλου | Έδρα           | Δραστηριότητα  |
|--|-------------------|----------------|--|
| LANE S.A.  | 50,11%            | Chania         | Passenger shipping   |
| ETANAP S.A.  | 31,90%            | Stilos, Chania | Production and sale of bottled water                           |
| LEFKA ORI S.A.   | 48,24%*           | Stilos, Chania | Production and trade of plastic bottles and packaging products |
| ANEK HOLDINGS S.A.                                     | 99,32%**          | Chania         | Tourism - participation in other companies - consulting, etc.  |
| AIGAION PELAGOS THALASSIES<br>GRAMMES SHIPPING COMPANY | 100%              | Chania         | Sailing company under Law 959/79                               |
| ANEK LINES ITALIA S.r.l.                               | 49%               | Ancona, Italy  | Agency and representation of shipping companies                |

\* direct participation: 24% and indirect via ETANAP: 24,24%

\*\* direct participation: 99% and indirect via ETANAP: 0,32%

The aforementioned companies, in which ANEK participates by more than 50%, as well as “ETANAP” and “LEFKA ORI” in which the Parent company has the control, have been included in the consolidated financial statements as at 31<sup>st</sup> December 2018 using the full consolidation method. “ANEK LINES ITALIA S.r.l.” in which the Parent Company participates by 49% was consolidated using the equity method. It is noted that in July 2018 the share capital increase of the subsidiary “ETANAP” was completed. From 18.07.2018 the share of ANEK in “ETANAP” stood at 31,90% from 48,01% and in “LEFKA ORI” in which Parent has direct and indirect participation through “ETANAP” stood at 48,24 % from 60,49%, which reduces the valuation of the above subsidiaries in Parent's financial statements. As regards the subsidiary LANE, which the procedure for its reorganization has been ruled out, the auction for its vessel has been expedited by a creditor. Regarding the developments in this subsidiary, it is not expected that the Parent's results and equity will be incurred, as relevant provisions have been formed.

The financial statements of the subsidiaries for the year 2018 are posted on the Company's website [www.anek.gr](http://www.anek.gr) under the section “Company - Investors Centre - Financial Results”.

The number of personnel employed as at 31st December 2018 was 689 for the Company (out of which 499 were employed as crew aboard vessels) and 745 for the Group (out of which 499 were employed as crew aboard vessels). Respectively, at the end of 2018 the Company had a number of 694 persons and the Group 750.

***The annual financial statements of year 2018 have been approved by BoD of ANEK at the meeting of April 22<sup>nd</sup> 2019.***

## **2. Preparation basis of the financial statement**

The attached annual separate and consolidated financial statements (hereinafter "financial statements") have been drafted according to the International Financial Reporting Standards (hereinafter "IFRS"), which have been issued by the International Accounting Standards Board (IASB) (and their interpretations). All the IFRS issued and in force at the date of drafting of the annual financial statements have been adopted by the European Union. The financial statements have been drafted according to the going concern principle and the historical cost principle, as modified with the adjustment of specific assets and liabilities at fair values. By way of exception, the subsidiary LANE, in order to reach the value of its assets as soon as possible in case of immediate liquidation, changed the basis of preparation of its corporate financial statements from the beginning of the activity "at the beginning of the realizable value. This change does not have any material effect on the consolidated financial statements.

### **► Going concern**

The significant increase of fuel prices by approximately 25% in the year 2018, in conjunction with the formation of extraordinary provisions for the impairment of receivables by € 6,8 million, burdened the Group's net results and led to the occurrence of losses after three consecutive profitable fiscal years. Consequently, the total equity of the Company and the Group as at 31.12.2018 has been negative by € 7,8 million and € 8,9 million respectively. Also, due to the high operating costs and the limited cash flow in the second half of 2018, it was not possible to serve the long-term bank debt of the Parent. Therefore, in the statement of financial position, the Parent's long-term loans have been reclassified to short-term bank liabilities in accordance with paragraph 74 of IAS 1. As a consequence of this reclassification, the Group's total short-term liabilities at 31.12.2018 amounted to € 313,7 million, while total assets amounted to € 46,1 million.

According to the approved by the BoD budget for the year 2019, it is expected that there will be a significant improvement in the results and return of the Group to profitability, while no significant outflows in capital expenditures and investments are foreseen. It is also noted that the loan agreements provide for the conversion of part of the bond loan into shares in case of negative equity in order to return at a positive level. Finally, on March 28 2019, the Board of Directors of the Company initially decided to propose to the

General Meeting the increase of the share capital by the amount of € 20 million on terms and conditions to be decided at a later date.

Considering the above, the Group's financial statements have been prepared under the going concern principle.

► **Important accounting estimates, judgments and assumptions**

The drafting of financial statements according to the IFRS requires that the management proceeds to estimates, admissions, assumptions and evaluation judgments that affect the assets and liabilities, the notification of any receivables and payables on the date of the financial statements as well as the published amounts of income and expenses. The actual results may be different from such estimates. These estimates, admissions and evaluation judgments are made in order to select the most appropriate accounting principles and are based on the prior experience of the Group's management in relation to the level or the volume of relevant transactions or events and on other factors relevant to the expectations on the future developments and transactions. Moreover, they are reexamined periodically in order to correspond to the current conditions and reflect the current risks.

Significant accounting estimates for the Group's assets - since they have a large impact on the financial position and the results - are those that are related to:

- a) Group vessels, their useful life, residual value and current value (see note 3 vi).
- b) Possible events and liabilities related to legal claims, indemnities and maritime events. The management of the Group, considering the actual facts and that certain cases have not been finalized, considers that their outcome will not have a significant impact on the financial position and operation of the Company and the Group. Nonetheless, defining potential liabilities related to litigation claims and claims is a complex process that includes judgments about possible consequences and interpretations of laws and regulations. Changes in judgments or interpretations are likely to lead to an increase or decrease in the Group's contingent liabilities in the future.
- c) The recoverability of the receivables, the assessment of certain balances as unsafe and the need for formation of impairment provisions for doubtful receivables and for expected credit losses under IFRS 9.

► **Accounting policy for joint - venture ANEK - SUPERFAST ENDEKA (HELLAS) INC. & SIA**

Regarding the accounting policy of the "ANEK SA" & SUPERFAST ENDEKA (HELLAS) INC. (Hereinafter referred to as "Consortium") in the financial statements, it is noted that the Group applies IFRS 11 that aligns the accounting of investments in joint ventures with the rights and obligations of the venturers on those joint ventures. The objective of the Joint Venture is to create revenue and the distribution among the venturers as determined by the contractual arrangement. The Group's participation in the Joint Venture is identified in accordance with the requirements of IFRS 11 as «joint operation». According to this classification, the Group recognizes in its financial statements:

- a) its assets, including its share of any assets held jointly,
- b) its liabilities, including its share of any liabilities incurred jointly,
- c) its share of the revenue from the sale of the output by the joint operation and
- d) its expenses, including its share of any expenses incurred jointly.

► **New standards, interpretations, revisions and amendments**

The International Accounting Standards Board (IASB) and the IFRIC have issued a number of new IFRS and interpretations, which are either mandatory for accounting periods beginning on January 1<sup>st</sup> 2018 or after, or are not mandatory, as since the publishing date of the financial statements have not adopted by the European Union. The Group has fully adopted all IFRSs and interpretations that are effective after January 1, 2018, and examines the impact of the adoption of other IFRS and interpretations in the financial statements. The most significant new standards, interpretations and revisions are presented below:

***(a) New standards and interpretations, revisions and amendments to existing Standards that are effective from 1<sup>st</sup> January 2018 and on and have been adopted by the European Union:***

- **IFRS 9 – Financial instruments**

In July 2014, the IASB issued the final version of IFRS 9. The improvements introduced by the final version of the Standard, includes a logical model for classification and measurement, a single, forward-looking "expected loss" impairment model and a substantially-reformed approach to hedge accounting. The adoption of IFRS 9 resulted in a change in the accounting treatment of impairment losses on financial assets (with effect on the "Customer Receivables" account) as it changed the treatment of IAS 39 for recognition of realized losses with the recognition of expected credit losses. The Group applies a simplified approach of IFRS 9 for the calculation of expected credit losses according to which the provision for impairment is always measured at the amount of the expected lifetime loss for the receivables from customers and the contractual assets data. To determine the expected credit losses in relation to customer receivables, the Group and the Joint venture use a credit loss table for each category of receivables (travel agencies, motorists, others), based on the historical data for credit losses, adjusted for future factors in relation to debtors and the economic environment. The provision for impairment for the Group and the Company as at 01.01.2018 increased by € 707 thousand and € 668 thousand respectively and the provision affected the "Results carried forward" account and the "Trade receivables". The Group applied IFRS 9 on January 1, 2018, without any revision of the comparative figures, therefore the comparative amounts of the Group for the year 2017 are presented in accordance with IAS 39. The Group's policy for financial liabilities remains in substantially the same as that followed under IAS 39, therefore there was no impact from the application of IFRS 9.

**Business Model Assessment:** The business model of an entity is determined at a level that reflects the way in which financial asset groups are managed together to achieve a particular business objective. Basically, it refers to how the entity manages its financial assets to generate cash flows. That is, the business model determines whether cash flows arise from the collection of contractual cash flows, the sale of financial as-

sets, or both. Based on IFRS 9, it is stated that financial assets held for trading or at fair value will be measured at fair value through profit or loss. Based on the business model assessment and the Solely payments of principal and interest, there were no differences in the classification of the financial instruments of the Company and the Group.

- **IFRS 15 - Revenue from contracts with customers**

In May 2014, the IASB issued a new Standard, IFRS 15. The Standard fully converges with the requirements for the recognition of revenue in both IFRS and US GAAP. The key principles on which the Standard is based are consistent with much of current practice. The new Standard is expected to improve financial reporting by providing a more robust framework for addressing issues as they arise, increasing comparability across industries and capital markets, providing enhanced disclosures and clarifying accounting for contract costs. The new Standard will supersede IAS 11 "Construction Contracts", IAS 18 "Revenue" and several revenue related Interpretations. From the adoption of IFRS 15 did not emerge differences in the recognition of revenues of the Group and the Company.

- **Clarifications to IFRS 15 - Revenue from contracts with customer**

In April 2016, the IASB published clarifications to IFRS 15. The amendments to IFRS 15 do not change the underlying principles of the Standard, but clarify how those principles should be applied. The amendments clarify how to identify a performance obligation in a contract, how to determine whether a company is a principal or an agent and how to determine whether the revenue from granting a license should be recognized at a point in time or over time. From the adoption of IFRS 15 did not emerge differences in the recognition of revenues of the Group and the Company.

- **Amendment to IFRS 2 - Classification and Measurement of Share-based Payment Transactions**

In June 2016, the IASB published narrow scope amendment to IFRS 2. The objective of this amendment is to clarify how to account for certain types of share-based payment transactions. More specifically, the amendments provide requirements on the accounting for the effects of vesting and non-vesting conditions on the measurement of cash-settled share-based payments, for share-based payment transactions with a net settlement feature for withholding tax obligation, as well as, a modification to the terms and conditions of a share-based payment that changes the classification of the transaction from cash-settled to equity-settled. The above are effective from 01.01.2018 and do not affect the financial statements of the Group.

- **Amendments to IFRS 4 - Applying IFRS 9 Financial Instruments with IFRS 4 Insurance Contract**

In September 2016, the IASB published amendments to IFRS 4. The objective of the amendments is to address the temporary accounting consequences of the different effective dates of IFRS 9 Financial Instruments and the forthcoming insurance contracts Standard. The amendments to existing requirements of IFRS 4 permit entities whose predominant activities are connected with insurance to defer the application of IFRS 9 until 2021 (the "temporary exemption") and also permit all issuers of insurance contracts to recognize in other comprehensive income, rather than profit or loss, the volatility that could arise when IFRS 9 is applied before the new insurance contracts Standard is issued (the "overlay approach"). The above are

effective from 01.01.2018 and do not affect the financial statements of the Group.

- **Annual improvements to IFRS - Cycle 2014 - 2016**

In December 2016, the IASB issued Annual Improvements to IFRSs – 2014-2016 Cycle, a collection of amendments to IFRSs, in response to several issues addressed during the 2014-2016 cycle. The issues included in this cycle are the following: IFRS 12: Clarification of the scope of the Standard, IFRS 1: Deletion of short-term exemptions for first-time adopters, IAS 28: Measuring an associate or joint venture at fair value. The amendments are effective for annual periods beginning on or after 1 January 2017 for IFRS 12, and 1 January 2018 for IFRS 1 and IAS 28. The above do not affect the financial statements of the Group.

- **Amendments to IAS 40 - Transfers of Investment Property**

In December 2016, the IASB published narrow-scope amendments to IAS 40. The objective of the amendments is to reinforce the principle for transfers into, or out of, investment property in IAS 40, to specify that (a) a transfer into, or out of investment property should be made only when there has been a change in use of the property, and (b) such a change in use would involve the assessment of whether the property qualifies as an investment property. That change in use should be supported by evidence. The above do not affect the financial statements of the Group.

- **IFRIC 22 - Foreign Currency Transactions and Advance Consideration**

In December 2016, the IASB issued a new Interpretation, IFRIC 22. IFRIC 22 provides requirements about which exchange rate to use in reporting foreign currency transactions (such as revenue transactions) when payment is made or received in advance. The above do not affect the financial statements of the Group.

***(b) New Standards, Interpretations and Amendments to existing Standards that have not been applied yet or have not been adopted by the European Union:***

- **IFRS 16 - Leases**

In January 2016, the IASB issued a new Standard, IFRS 16. The objective of the project was to develop a new Leases Standard that sets out the principles that both parties to a contract, i.e. the customer ('lessee') and the supplier ('lessor'), apply to provide relevant information about leases in a manner that faithfully represents those transactions. To meet this objective, a lessee is required to recognize assets and liabilities arising from a lease. The Group plans to adopt IFRS 16 retrospectively in each previous reporting period presented. The Group will choose to apply the standard to contracts recognized prior to the date of entry into force of IFRS 16 as leases, applying IAS 17 and IFRIC 4. Therefore, the Group will not apply the standard to contracts that were not previously defined as lease agreements in accordance with IAS 17 and IFRIC 4. The Group will choose to use the exemptions provided for in the standard for lease agreements that expire within 12 months of the date of the initial application price and lease contracts for which the underlying is a low value. The Group leases office equipment (printers and photocopiers) that are considered low value. The Standard is effective from 1 January 2019 and its impact on the Group's financial



statements at 31.12.2018 amounts to € 764 thousand which will increase the value of tangible assets as usage rights and respectively lease obligations.

- **Amendments to IFRS 9 - Prepayment Features with Negative Compensation**

In October 2017, the IASB published narrow-scope amendments to IFRS 9. Under the existing requirements of IFRS 9, an entity would have measured a financial asset with negative compensation at fair value through profit or loss as the “negative compensation” feature would have been viewed as introducing potential cash flows that were not solely payments of principal and interest. Under the amendments, companies are allowed to measure particular prepayable financial assets with so-called negative compensation at amortized cost or at fair value through other comprehensive income if a specified condition is met. The Group will examine the impact of the above on its financial statements although it is not expected to be significant. The above are effective for annual periods starting from 01.01.2019.

- **Amendments to IAS 28 - Long-term Interests in Associates and Joint Ventures**

In October 2017, the IASB published narrow-scope amendments to IAS 28. The objective of the amendments is to clarify that companies account for long-term interests in an associate or joint venture – to which the equity method is not applied – using IFRS 9. The Group will examine the impact of the above on its financial statements, though it is not expected to have any. The above are effective for annual periods starting from 01.01.2019 and have not been adopted by the European Union.

- **Annual improvements to IFRSs - Cycle 2015 - 2017**

In December 2017, the IASB issued Annual Improvements to IFRSs – 2015-2017 Cycle, a collection of amendments to IFRSs, in response to several issues addressed during the 2015-2017 cycle. The issues included in this cycle are the following: **IFRS 3 - IFRS 11:** Previously held interest in a joint operation, **IAS 12:** Income tax consequences of payments on financial instruments classified as equity, **IAS 23:** Borrowing costs eligible for capitalization. The amendments are effective for annual periods beginning on or after 1 January 2019. The Group will examine the impact of the above on its Financial Statements, though it is not expected to have any. The above are effective for annual periods starting from 01.01.2019 and have not been adopted by the European Union.

- **IFRIC 23 - Uncertainty over income tax treatments**

In June 2017, the IASB issued the new Interpretation IFRIC 23. IAS 12 “Income Taxes” specifies how to account for current and deferred tax, but not how to reflect the effects of uncertainty. IFRIC 23 provides requirements that add to the requirements in IAS 12 by specifying how to reflect the effects of uncertainty in accounting for income taxes. The Group will examine the impact of the above on its financial statements, though it is not expected to have any. The above are effective for annual periods starting from 01.01.2019 and have been adopted by the European Union.

- **Amendments to IAS 19 - Plan Amendment, Curtailment or Settlement**

In February 2018, the IASB published narrow-scope amendments to IAS 19, under which an entity is required to use updated assumptions to determine current service cost and net interest for the remainder

of the reporting period after an amendment, curtailment or settlement to a plan. The objective of the amendments is to enhance the understanding of the financial statements and provide useful information to the users. The Group will examine the impact of the above on its Financial Statements. The above are effective from annual periods starting on or after 01.01.2019 and have not been adopted by the E.U.

- **Revision of the Conceptual Framework for Financial Reporting**

In March 2018, the IASB issued the revised Conceptual Framework for Financial Reporting (Conceptual Framework), the objective of which was to incorporate some important issues that were not covered, as well as update and clarify some guidance that was unclear or out of date. The revised Conceptual Framework includes a new chapter on measurement, which analyzes the concept on measurement, including factors to be considered when selecting a measurement basis, concepts on presentation and disclosure, and guidance on derecognition of assets and liabilities from financial statements. In addition, the revised Conceptual Framework includes improved definitions of an asset and a liability, guidance supporting these definitions, update of recognition criteria for assets and liabilities, as well as clarifications in important areas, such as the roles of stewardship, prudence and measurement uncertainty in financial reporting. The Group will examine the impact of the above on its Financial Statements, though it is not expected to have any. The above have not been adopted by the European

- **Amendments to References to the Conceptual Framework in IFRS Standards**

In March 2018, the IASB issued Amendments to References to the Conceptual Framework, following its revision. Some Standards include explicit references to previous versions of the Conceptual Framework. The objective of these amendments is to update those references so that they refer to the revised Conceptual Framework and to support transition to the revised Conceptual Framework. The Group will examine the impact of the above on its Financial Statements, though it is not expected to have any. The above are effective from annual periods starting on or after 01.01.2020 have not been adopted by the E.U.

- **Amendments to IFRS 3 - Definition of a business**

In October 2018, the IASB issued narrow-scope amendments to IFRS 3 to improve the definition of a business. The amendments will help companies determine whether an acquisition made is of a business or a group of assets. The amended definition emphasizes that the output of a business is to provide goods and services to customers, whereas the previous definition focused on returns in the form of dividends, lower costs or other economic benefits to investors and others. In addition to amending the wording of the definition, the Board has provided supplementary guidance. The Group will examine the impact of the above on its Financial Statements, though it is not expected to have any. The above are effective from annual periods starting on or after 01.01.2020 have not been adopted by the European Union.

- **Amendments to IAS 1 and IAS 8 - Definition of material**

In October 2018, the IASB issued amendments to its definition of material to make it easier for companies to make materiality judgments. The definition of material helps companies decide whether information should be included in their financial statements. The updated definition amends IAS 1 and IAS 8. The amendments clarify the definition of material and how it should be applied by including in the definition

guidance that until now has featured elsewhere in IFRS Standards. The Group will examine the impact of the above on its Financial Statements, though it is not expected to have any. The above are effective from annual periods starting on or after 01.01.2020 have not been adopted by the European Union.

- **IFRS 17 - Insurance contracts**

In May 2017, the IASB issued a new Standard, IFRS 17, which replaces an interim Standard, IFRS 4. The aim of the project was to provide a single principle-based standard to account for all types of insurance contracts, including reinsurance contracts that an insurer holds. A single principle-based standard would enhance comparability of financial reporting among entities, jurisdictions and capital markets. IFRS 17 sets out the requirements that an entity should apply in reporting information about insurance contracts it issues and reinsurance contracts it holds. The Group will examine the impact of the above on its Financial Statements, though it is not expected to have any. The above are effective from annual periods starting on or after 01.01.2021 have not been adopted by the European Union.

### 3. Principal accounting policies

The principal accounting policies used in preparing the attached annual financial statements for fiscal year 2018 are as follows:

#### (i) Consolidation basis

The attached consolidated financial statements include the financial statements of the Parent Company as well as of all subsidiary companies in which ANEK can exercise control. The control is exercised when ANEK, through a direct or indirect ownership of percentages in capitals maintains the majority of votes or has the power to exercise control in the boards of directors of subsidiaries. The subsidiaries are consolidated from the day the essential control is transferred to the Parent company, and they cease to be consolidated when the control is no longer exercised. The buyout accounting method is used for the consolidation of the subsidiaries that are bought out. The cost of a buyout is calculated as the sum of the fair values as at the date of transfer of the subsidiary's assets, of the shares issued and of the existing liabilities plus any cost incurred in connection with the buyout. The assets acquired and liabilities undertaken are recorded initially at fair value, regardless of the minority interest. The difference between the acquisition cost and the fair value of the assets acquired and liabilities undertaken is recorded as goodwill. If the acquisition cost is lower than the fair value, the resulting negative goodwill is recognized immediately in profit and loss account. The goodwill resulting from the acquisition of subsidiaries, associates and joint ventures is shown under intangible assets and is not subject to amortization, but is subject to impairment control on an annual basis. If interests are sold, any possible goodwill is taken into account in calculating profits / (losses). All the related party transactions and balances have been written-off in the attached consolidated financial statements. Where it was required, the accounting policies of subsidiaries have been amended so that consistency with the accounting policies that were adopted by the Group can be ensured. Moreover, all subsidiaries prepare their financial statements for the same period and at the same date as those of the Parent Company.

**(ii) Investments in subsidiaries**

The Company applies the amendment to IAS 27 "Consolidated and separate financial statements" and values its investments in subsidiaries by the equity method in the separate financial statements. Minority interest represents the percentage of profits / (losses) and equity which do not correspond to the Group and are presented in the consolidated financial statements separately. If minority interests are purchased by the Company, the difference between the buyout price and the net book value of the equity of the Company that is bought out is recognized as goodwill.

**(iii) Investments in associates**

ANEK's investments in other companies in which it exercises essential influence, which are not subsidiaries or joint ventures, are presented by using the equity method and are recorded initially at acquisition cost, including any possible goodwill recognized at the time of buyout. According to the equity method, the profits / (losses) resulting after the buyout are recognized in profit and loss account, and the amounts recorded directly in the associate's equity are recognized directly in the Group's equity. The Company applies the amendment to IAS 27 "Consolidated and separate financial statements" valuating its investments in subsidiaries by the equity method in the separate financial statements.

**(iv) Currency of operation and presentation, and conversion of foreign currencies**

The currency of operation and presentation used in the financial statements of ANEK and its subsidiaries is the Euro. Transactions in other currencies are converted into euros according to the currency exchange rates that were valid on the dates of these transactions. Upon the date of drafting of the financial statements, the monetary elements of assets and liabilities expressed in other currencies are adapted so that they depict the current currency exchange rates. The earnings and losses that result from transactions in foreign currencies during the period, as well as at the end-of-year appraisal of monetary elements in foreign currencies, are registered in the attached profit and loss account, with the exception of transactions that fulfill the conditions for the counterbalancing of cash flows presented in equity under "total comprehensive income".

**(v) Recognition of revenues**

The Company and the Group recognize income in order to reflect the transfer of the promised goods or services to customers in an amount reflecting the consideration they consider to be entitled to these goods or services. Revenue from contracts with customers is recognized when all of the following criteria are met:

a) The parties to the contract have approved the contract and are committed to performing their respective obligations.

b) The Company or the Group may determine the rights of each party in respect of the goods or services to be transferred.

c) The Company or the Group may determine the payment terms for the goods or services to be transferred.

d) The contract has a commercial character.

e) It is probable that the Company or the Group will receive the consideration it is entitled to in respect of

the goods or services to be transferred to the customer. Revenue is measured at the fair value of the consideration received, net of value added tax, refunds, rebates and charges of taxes or fees. All taxes and charges charged by the Group to passengers on behalf of third parties are recorded on a net basis. The amount of revenue is considered to be measurable reliably when all possible commitments relating to the sale of goods or the provision of services have been resolved. The following specific recognition criteria should also be met when recognizing revenue:

**Revenues from fares (tickets or vessels' charters):** The revenues from tickets are recognized at the moment when the passengers/ vehicles execute the trip (traveling tickets). The revenues from the chartering of vessels are recognized based on the accrual principle, as per the stipulations laid down in relevant contracts. Government subsidies for subsidized routes are recognized in the relevant period and are included in "turnover". With the adoption of IFRS 15, there has been no change in the recognition of revenue from tickets and chartering. The Group separates possible other obligations that may be included in the contract and is a separate obligation to execute and identifies the proportion of revenue attributable to it (customer loyalty program).

**Revenues from goods sold and provision of services onboard:** The earnings from goods sold and the provision of services onboard are recognized at the moment of the sale or the provision of the service, when the relevant receipts are issued.

**Revenues from goods sold and provision of services of non-shipping companies:** The revenues from goods sold are recognized at the moment of sale and they are accounted by the issuance of the respective invoices. The earnings from the provision of services are accounted at the period when the services are provided.

**Interest:** The interest revenues are recognized according to the accrued accounting policy.

**Dividends:** The dividends are recognized as revenues when the right to collect them is established.

#### (vi) Fixed assets and depreciations / Investments in property

- The vessels, the buildings and the furniture, as well as the other equipment are appraised at the historical (or deemed) cost plus subsequent additions and minus accumulated depreciation / amortization and any provisions for their impairment. The historical cost of buildings since the IFRS transition date (01.01.2004) has been the deemed cost according to IFRS 1.
- Lands are measured at fair value, as determined on the basis of a study prepared by an independent assessor, and adjustment differences, and if positive, are recorded in equity as a real estate adjustment reserve (net of the relevant deferred tax). If the measurement results in net book value impairment, this is recognized as expense in profit and loss account, unless the reduction reverses a prior increase in the "adjustment reserve".
- In what concerns the vessels, the Group's management proceeded to an estimate of the relevant useful life, which was set at 40 years from the launching year of each vessel. It is deemed that there are no components of a different useful life other than subsequent expenses relating to additions to and improvements of vessels, which are separated and depreciated partially and based on equal

amounts within a five-year period. The residual values of vessels are set initially to 20% of the acquisition cost, but are reviewed annually (taking into account their current prices, as they arise from estimates made by independent firms) in an effort to come up with a more accurate estimate of their values at the end of their useful lives, and they are adjusted when necessary.

- Repair and maintenance costs are recorded in the expenses of the fiscal year when they were incurred. Significant improvements are capitalized at the cost of the corresponding fixed assets if they add to their useful lives, increase their production capacity or reduce their operating cost.
- The cost and the accumulated depreciation of an asset are written-off upon its sale or withdrawal, or when no further financial benefits are expected from its continued use. The earnings or the losses resulted from the distribution of an asset are included in the income statement of the year in which the respective asset is withdrawn.
- The Group's intangible assets include all accounting software programs, which are measured at acquisition cost less accumulated amortization and any possible impairment losses.
- The depreciation – amortization is calculated according to the fixed method with coefficients that reflect the useful life duration of the respective assets as follows:

| Type of fixed asset    | Useful Life   |
|------------------------|---------------|
| Vessels                | 40 years      |
| Buildings              | 20 - 50 years |
| Plants                 | 66 years      |
| Mechanical equipment   | 8 years       |
| Other transport means  | 5 - 9 years   |
| Furniture and fixtures | 5 - 10 years  |
| Software               | 3 - 10 years  |

The useful live and residual value of buildings is adjusted when necessary after taking into account the relevant estimates made by an independent assessor.

- Investment real estate is intended for making revenues from rental fees or profits from reselling and are measured as acquisition cost less accumulated depreciation and any possible impairment losses.

#### (vii) Impairment of assets (exclusive of goodwill)

The accounting values of the non-current assets are audited annually for purposes of impairment when events or changes in conditions suggest that their accounting value may not be retrievable. When the accounting value of some asset exceeds the retrievable amount, the respective impairment loss is registered in the income statement, unless if there is a credit balance in the readjustment reserve for the same asset. The retrievable value is defined as the highest value between the net sale price and the use value. The net sale price is the amount that can be received from the sale of a property asset in the context of a reciprocal transaction in which the parties are fully aware and voluntarily adhere to, after the deduction of any additional immediate cost for the distribution of the property asset, while the use value is the net current value of the estimated future cash flows that are expected to be executed by the continuous use of a property asset and from the return that is expected to result from its distribution at the end of its estimated useful life. For the purposes of defining the impairment, the elements in assets are grouped at the lowest level for

which the cash flows may be separately recognized. More specifically, the impairment test of the accounting values of the most important assets of the Parent Company and the Group includes the following:

**a) Vessels:** On the basis of estimates made by independent firms of assessors, the current value of each vessel is determined as at the balance sheet date (at the end of each fiscal year) and is compared against the corresponding net book value. If it is identified that the latter is higher than the current value of a vessel, the value in use of a cash flow unit is determined to find out whether there are reasons for impairment.

**b) Investments in subsidiaries:** As regards the Parent Company's investments, their equity is taken into account, plus any possible goodwill which is not shown in the subsidiaries' financial statements.

#### **(viii) Inventories**

Inventories are measured at the lower of their acquisition cost and net realizable value. The acquisition cost, including the acquisition value plus other purchasing expenses, is determined by using the weighted average cost method. The net realizable value of merchandise and products is the estimated sale price in the normal operation, minus the estimated necessary cost for their sale. The net liquid value of fuel, lubricants and materials on vessels, as well as of raw and auxiliary materials of trade and industrial subsidiary companies is the cost for their replacement. Provisions for slowly distributed or devaluated reserves are formed if deemed necessary.

#### **(ix) Accounts receivable**

The accounts receivable appear at their nominal value, after provisions for any uncollected balances. All receivables the Group are short-term (to be collected in one year maximum) and, therefore, there is no need to proceed with discounting at balance sheet date. On every balance sheet date all the delayed or doubtful receivables are estimated in order to find out whether it is, or is not, necessary to form an impairment provision for these receivables. Any balance definitely not collected is written-off by a respective reduction of the provision for bad debts. The provision amount is recorded as an expense in profit and loss under "other expenses".

#### **(x) Cash and cash equivalents**

The Group considers time deposits and other high liquidity investments of a maturity date of less than three months as cash and cash equivalents. Cash and cash equivalents comprise cash and sight deposits, as well as overdrafts in banks, which are shown as current bank liabilities.

#### **(xi) Share capital**

Common and preferred shares are shown in the share capital of shareholders' equity, which represents the value of the Company's shares issued and in circulation. The amount paid above the par value per share is recognized in the shareholders' equity under "share premium account". Additional expenses relating to the issue of new shares are recorded in the shareholders' equity, by deducting them from the "share premium account". Own shares represent Parent Company shares acquired and held by the Parent Company or its subsidiaries and are shown at acquisition cost, by deducting them from the shareholders' equity. Upon purchase, sale, or cancellation of own shares, the relevant accounts and the results of the relevant act or liqui-

dation are recognized directly in equity.

**(xii) Bank loans**

All loan liabilities are initially recorded at the cost that reflects their fair value reduced by the respective expenses for the loan. Following initial recording, they are measured at amortized cost using the effective interest method. Those loan liabilities that are payable within the following twelve months from the balance sheet date are shown as current bank liabilities.

**(xiii) Borrowing cost**

Borrowing costs are recognized as expense in the period in which they are incurred and include the interest of current and non-current bank liabilities, as well as the amortization of the cost incurred for obtaining the loans in accordance with their durations.

**(xiv) Provision for retirement benefits**

**(a) Short-term benefits:** Short-term benefits to employees (except for termination or retirement) in money or in kind are recognised as an expense when they are accrued.

**(b) Post-employment benefits:** Post-employment benefit schemes (except for the vessels' crew), comprise both defined contribution plans and defined benefit plans. The accrued cost of the defined contribution plans is recognised as an expense in the period it concerns. The liability recognised in the balance sheet in respect of defined benefit pension plans is calculated at the discounted value of future benefits to employees that have been accrued at the balance sheet date. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to the other comprehensive income in the period in which they occur. Past-service cost is recognised immediately in income. It is noted that in respect of the vessels' crew, based on applicable laws is stated that does not accumulate rights on indemnity compensation in case of dismissal or retirement and consequently the financial statements do not include relevant provision.

**(c) Termination benefits:** Termination benefits are employee benefits payable as a result of a Group's decision to terminate an employee's employment before the normal retirement date, or an employee's decision to accept voluntary redundancy in exchange for those benefits. The Group recognises the termination benefits as an obligation and termination at the earlier among the following dates: a) when the entity is without realistic possibility of withdrawal and b) when the entity recognises reconstruction cost that comes under IAS 37 and entails payment of termination benefits. Where termination benefits fall due more than 12 months, after the balance sheet date, are discounted to their present value.

**(xv) Public insurance programs**

The vessel crews are insured in NAT, whereas the Group's administrative personnel is mostly covered by the principal public insurance body for the private sector (EFKA) that provides pension and medical-pharmaceutical benefits. Every employee is under the obligation to contribute part of his monthly salary to the fund, while part of the total contribution is covered by the Group. Upon retirement, the retirement



fund is responsible for the payment of retirement benefits to the employees. Thus the Group does not have any legal or implicit obligation to pay future benefits based on that plan.

**(xvi) Income tax (current and deferred)**

According to the legislation in force on the taxing of vessels (Law 27/1975, article 2), the earnings from the exploitation of the vessels are exempted from income taxes. According to the same law, the vessels under a Greek flag are subject to a special tax on the basis of registered tons of total capacity. This tax is considered to be an income tax. The earnings from the non-shipping activities are taxed according to the general provisions on income tax. The income tax rate according to the amended article 58 of Law 4172/2013 was set at 29% for the current fiscal year, while on the basis of article 23 of Law 4579/2018 (which is a modification of article 58 of the Income Tax Code) the tax rate of earnings from business activity acquired by legal entities and legal entities for income earned from the tax year 2022 onwards from current 29% to 25%. The profit tax rate is reduced by one percentage point per year, starting with the income for the tax year 2019 for which the tax rate is set at 28%. Deferred income taxes have been calculated either on differences in accounting and tax bases of subsidiaries operating under the ordinary income tax regime, or on differences in accounting and tax bases of the Group's shipping companies which are expected to affect their realization or settlement in the determination of income tax. Current and deferred tax is calculated on the basis of the financial statements of each of the companies included in the consolidated financial statements in accordance with the tax laws in force in Greece or other tax frameworks in which the foreign subsidiaries operate. Income tax expense includes current vessel tax under Law 27/1975, income tax on non-shipping activities resulting from the profits of each company, tax audit differences and differences in deferred income taxes based on statutory tax rates. Income tax relating to items that are recognized directly in equity is recognized in the statement of comprehensive income.

**(xvii) Operating / financial leases**

**Operating leases:** Leases, for which the lessor is burdened with all the risks and benefits of the asset's ownership, are registered as operating leases. The payments of operating leases are recognized as an expense in the income statement on a regular basis during the lease.

**Financing leases:** Leases relating to tangible assets for which the Group is burdened with all the risks and benefits of the leased fixed assets. These leases are capitalized at the inception of the lease at the lower of the fair value and the present value of the minimum lease payments and are amortized on the basis of the useful lives of the fixed assets. Each lease payment is allocated between the liability and the financial expenses so as to achieve a constant rate on the finance balance outstanding. The corresponding obligation, net of financial expenses, are shown in the statement of financial position as a financial lease obligation. The corresponding financial expenses are recorded in the income statement.

**(xviii) State grants**

State grants that concern the subsidization of fixed assets are recognized at their fair value when there is certainty that the grant will be collected and all the relevant terms of receipt will be upheld. These grants are registered under long-term obligations as income of subsequent years and are transferred to profit and

loss in installments according to the estimated useful life of subsidized assets, less the cost of goods sold. Grants related to expenses are systematically registered under the revenues for the period in which these must be reconciled with the respective expenses.

**(xix) Provisions and contingent liabilities**

Provisions are recognized when the Group has current legal or deemed liabilities as a result of previous events, their liquidation is possible through the outflow of resources and the respective amounts of payables may be reliably appraised. The provisions are reexamined on every balance sheet date and are adjusted so as to depict the current value of the expense that is expected to be disbursed in order to settle the liability. In what concerns the provisions expected to be liquidated in the long-term, when the time value of money will be significant, the relevant amounts are calculated by prepaying the estimated future cash flows with a coefficient before taxes that reflects the current estimates of the market on the time value of money and where deemed necessary, the risks specifically related to the liability. Contingent liabilities are not recognized in the financial statements but they are made known, unless the possibility of an outflow of resources that incorporate financial benefits is minimum. Contingent receivables are not recognized in the financial statements but they are made known provided that the inflow of financial benefits is possible.

**(xx) Earnings per share**

The principal earnings per share are calculated by dividing the net profits or losses (after the deduction of preferred dividends of there are any) by the average balanced number of shares in circulation for the duration of every year (exempting the average of shares that were acquired as own shares). The earnings per share in the consolidated financial statements are calculated by dividing the net profits or losses after the deduction of minority interests with the average balanced number of shares. Impairment of diluted earnings per share is calculated by dividing net profit or loss after deducting minority interests by the weighted average number of shares adjusted for potential convertible stock options.

**(xxi) Dividends**

Dividends are recorded as liability in the financial statements of the year in which the General Meeting of shareholders approves the relevant distribution proposal made by the Board of Directors.

**(xxii) Segmental information**

The Group presents the information required by IFRS 8, which has provided for an administrative approach for the information provided per operating segment. The relevant information provided must be the one the used by the management internally to evaluate the performance of the Group's operating segments. Adoption of the new standard did not have a significant effect on how operating segments are recognized for information purposes. The change relates to separating the non-shipping activities of the Group, which are shown in a separate column (segment). Shipping activities are still presented in segments arising from the lines in which the vessels are operated: domestic routes (coastal shipping) and foreign routes (mostly in the Adriatic Sea).

**(xxiii) Financial assets**

### **Initial recognition of financial assets**

The Group measures financial assets at their initial recognition at fair value at the time they are acquired. The Group initially recognizes trade receivables without a significant financial component at their transaction price.

### **Classification and measurement of financial assets**

All financial assets that are within the scope of IFRS 9 are subsequently measured at their initial recognition at amortized cost or at fair value. In accordance with IFRS 9, financial assets are classified into one of the following three categories:

- at amortized cost "AC", provided that both of the following conditions are met:
  - the financial asset is held within a business model, the objective of which is to hold financial assets for the purpose of collecting contractual cash flows, and
  - based on the contractual terms of the financial asset, cash flows that consist exclusively of capital repayment and interest on the outstanding outstanding capital are created at specific dates (solely payments of principle and interest – SPPI)
- at fair value through other income directly in equity "FVTOCI", provided that both of the following conditions are met:
  - the financial asset is maintained in the context of a business model the objective of which is achieved both by the collection of contractual cash flows and the sale of financial assets, and
  - under the contractual terms of the financial asset, cash flows that consist solely of capital repayments and interest on the outstanding outstanding capital are created at specific dates
- fair value through "FVTPL" results: in all other cases, financial assets will be measured at fair value through profit or loss.

IFRS 9 removes the existing categories of IAS 39, ie held-to-maturity investments, loans and receivables, and available-for-sale financial assets. The basis of the classification and subsequent measurement depends on the following two factors:

- The entity's business model for the management of financial assets.
- The characteristics of the contractual cash flows of the entity.

The Group's business model refers to the way in which the Group manages its financial assets to generate cash flows and determines whether cash flows arise from the collection of contractual cash flows, the sale of financial assets, or both. Business model evaluation is performed on the basis of scenarios reasonably expected by the Company and the Group and is not based on "worst case" or "crisis simulation" scenarios.

The SPPI test is the second condition for the classification of a financial asset in one of the AC or FVTOCI or FVTPL classes by the Group. In particular, for a financial item to be measured in AC or FVTOCI, its contractual terms must lead to specific cash flow dates that consist of capital and interest payments on the outstanding principal. The Group classifies financial assets that are not held as part of "holding for the purpose of collecting contractual cash flows" or "holding for the purpose of collecting contractual cash flows or sale of financial assets" in FVTPL.

### **Impairment**

The adoption of IFRS 9 led to a change in the accounting treatment of impairment losses for financial assets, as it replaced the treatment of IAS 39 for recognition of realized losses by recognizing the expected credit losses.

### **Participations**

The Company classifies equity participations in the scope of IFRS 9 in FVTPL except for investments in subsidiaries, associates and joint ventures that are accounted for in accordance with IFRS 10 "Consolidated Financial Statements", IAS 27 "Separate Financial Statements" or IAS 28 "Investments in Associates and Joint Ventures".

### **Financial liabilities**

The Group's policy on financial liabilities remains largely the same as that followed under IAS 39, therefore there has been no impact from the application of IFRS 9.

#### **(xxiv) Measurement of financial assets' fair value**

Fair value is the price that would be received to sell an asset (financial or non-financial) or paid to transfer a liability (financial or non-financial) in an orderly transaction between market participants at the measurement date. In measuring the fair value it is assumed that the transaction of selling the asset or transfer the liability takes place either: (i) the principal market for the asset or liability or (ii) in absence of the main market, in the most advantageous market for the asset or liability. A financial instrument is considered to be negotiable in a main market if the trading price is directly and regularly available from an exchange, broker, industry group, a pricing service or regulatory body and those prices represent actual and regularly in ongoing market transactions at arm's length base. An entity does not need to undertake an exhaustive search of all possible markets to trace the main market or, in absence of the main market, the most advantageous market, but takes into account all reasonably available information. In lack of appropriate evidence to the contrary, the market in which an entity would normally undertake a transaction to sell the asset or transfer the liability is considered to be the main market or in absence of the main market, the most advantageous market. If there is a principal market for the asset or liability, the fair value measurement represents the price on that market (whether that price is directly observable or estimated using another valuation technique), even if the price in a different market is potentially more advantageous at the measurement date. IFRS 13 establishes a hierarchy of valuation models on the objectivity of the data used in these models (observable or non-observable data). Observable data are based on market data and derived from independent sources, while non-observable inputs refer to management assumptions. The Group and the Company estimate the fair value of financial instruments relying on relevant framework that classifies financial assets to a three-level hierarchy, based on the data used for their valuation, as described below:

*Level 1:* Investments at fair value based on quoted (unadjusted) prices in active markets for identical assets or liabilities.

*Level 2:* Investments held at fair value based on valuation models in which all the elements that significantly affect the fair value are based (either directly or indirectly) on observable market data.

Level 3: Investments at fair value based on valuation models in which the elements that significantly affect the fair value are not based on observable market data.

#### 4. Segmental information

As mentioned above in note 3xxii, the main business activity of the Group is concentrated upon passenger ferry shipping activities, both in domestic and abroad routes. The main sources of revenue are generated from passenger, P.U. vehicles and truck fares, as well as other on-board activities (bar, restaurants, stores and casinos). Revenue of non-shipping Group companies which participate in the consolidated turnover are included in "other activities". The following chart presents a geographical segmentation of the activities of both the Group and the Company for the fiscal years 2018 and 2017:

| 01.01.18 - 31.12.18                             | Shipping activities |                | Other         |                |
|---|---------------------|----------------|---------------|----------------|
|   | Domestic            | Abroad         | Activities    | Domestic       |
| <b>Group</b>                                    |                     |                |               |                |
| Revenues from fares                             | 45.618              | 101.132        | -             | 146.750        |
| On board revenues                               | 2.814               | 7.759          | -             | 10.573         |
| Other   | 179                 | 157            | 10.576        | 10.912         |
| <b>Total income</b>                             | <b>48.611</b>       | <b>109.048</b> | <b>10.576</b> | <b>168.235</b> |
| Cost of sales                                   | 44.672              | 86.227         | 5.765         | 136.664        |
| <b>Gross operating results</b>                  | <b>3.939</b>        | <b>22.821</b>  | <b>4.811</b>  | <b>31.571</b>  |
|   |                     |                |               |                |
| Vessels’ additions and transfers to their value | 905                 | 21.465         | -             | 22.370         |
| Vessels’ depreciation                           | 2.537               | 7.570          | -             | 10.107         |
|   |                     |                |               |                |
| Net book value of vessels                       | 63.443              | 200.187        | -             | 263.630        |
| Non distributed assets                          | -                   | -              | -             | 66.789         |
| <b>Total Assets 31.12.18</b>                    | <b>-</b>            | <b>-</b>       | <b>-</b>      | <b>330.419</b> |
|   |                     |                |               |                |
| <b>Company</b>                                  |                     |                |               |                |
| Revenues from fares                             | 41.416              | 101.132        | -             | 142.548        |
| On board revenues                               | 2.813               | 7.760          | -             | 10.573         |
| Other   | 175                 | 157            | -             | 332            |
| <b>Total income</b>                             | <b>44.404</b>       | <b>109.049</b> | <b>-</b>      | <b>153.453</b> |
| Cost of sales                                   | 39.814              | 86.227         | -             | 126.041        |
| <b>Gross operating results</b>                  | <b>4.590</b>        | <b>22.822</b>  | <b>-</b>      | <b>27.412</b>  |
|   |                     |                |               |                |
| Vessels’ additions and transfers to their value | 905                 | 21.465         | -             | 22.370         |
| Vessels’ depreciation                           | 2.537               | 7.570          | -             | 10.107         |
|   |                     |                |               |                |
| Net book value of vessels                       | 62.484              | 200.188        | -             | 262.672        |
| Non distributed assets                          | -                   | -              | -             | 60.062         |
| <b>Total assets 31.12.18</b>                    | <b>-</b>            | <b>-</b>       | <b>-</b>      | <b>322.734</b> |

| 01.01.17 - 31.12.17            | Shipping activities |                | Other        | Domestic       |
|--------------------------------|---------------------|----------------|--------------|----------------|
|                                | Domestic            | Abroad         | Activities   |                |
| <b>Group</b>                   |                     |                |              |                |
| Revenues from fares            | 49.536              | 93.627         | -            | 143.163        |
| On board revenues              | 3.246               | 7.935          | -            | 11.181         |
| Other                          | 679                 | 164            | 9.562        | 10.405         |
| <b>Total income</b>            | <b>53.461</b>       | <b>101.726</b> | <b>9.562</b> | <b>164.749</b> |
| Cost of sales                  | 47.370              | 80.864         | 5.074        | 133.308        |
| <b>Gross operating results</b> | <b>6.091</b>        | <b>20.862</b>  | <b>4.488</b> | <b>31.441</b>  |
| Vessels' additions             | 985                 | 11.938         | -            | 12.923         |
| Vessels' depreciation          | 1.423               | 8.116          | -            | 9.539          |
| Vessels' impairment            | 2.539               | -              | -            | 2.539          |
| Net book value of vessels      | 72.552              | 178.816        | -            | 251.368        |
| Non distributed assets         | -                   | -              | -            | 71.380         |
| <b>Total assets 31.12.17</b>   | <b>-</b>            | <b>-</b>       | <b>-</b>     | <b>322.748</b> |

#### **Company**

|                                |               |                |          |                |
|--------------------------------|---------------|----------------|----------|----------------|
| Revenues from fares            | 43.689        | 93.627         | -        | 137.316        |
| On board revenues              | 3.212         | 7.935          | -        | 11.147         |
| Other                          | 677           | 164            | -        | 841            |
| <b>Total income</b>            | <b>47.578</b> | <b>101.726</b> | <b>-</b> | <b>149.304</b> |
| Cost of sales                  | 40.438        | 80.864         | -        | 121.302        |
| <b>Gross operating results</b> | <b>7.140</b>  | <b>20.862</b>  | <b>-</b> | <b>28.002</b>  |
| Vessels' additions             | 984           | 11.938         | -        | 12.922         |
| Vessels' depreciation          | 1.423         | 8.116          | -        | 9.539          |
| Net book value of vessels      | 71.593        | 178.816        | -        | 250.409        |
| Non distributed assets         | -             | -              | -        | 66.002         |
| <b>Total assets 31.12.17</b>   | <b>-</b>      | <b>-</b>       | <b>-</b> | <b>316.411</b> |

Revenue from domestic fares in 2018 includes income from state subsidies for public services routes amounting to € 6.066 thousand for the Group compared to € 7.510 thousand in the previous year. Additions, impairment, depreciation and net book value of vessels were allocated to geographic activities depending on the time of operation of each vessel on domestic and abroad routes. Any further allocation would be arbitrary given that other assets and liabilities from which the Group's income and expenses result are common and cannot be separated into segments.

#### **5. Cost of sales**

The cost of sales appearing on the financial statements of 2018 and 2017 can be analyzed as follows:

|  | Group                 |                       | Company               |                       |
|--|-----------------------|-----------------------|-----------------------|-----------------------|
|  | 01.01.18-<br>31.12.18 | 01.01.17-<br>31.12.17 | 01.01.18-<br>31.12.18 | 01.01.17-<br>31.12.17 |
| Crew cost, crew benefits, etc.                                 | 32.332                | 32.189                | 31.504                | 30.062                |
| Fuels, lubricants and consumables                              | 60.584                | 50.851                | 52.574                | 43.578                |
| Insurance, port expenses and water supply                      | 9.523                 | 10.054                | 9.201                 | 9.242                 |
| Repairs & maintenance, chartering and other operating expenses | 23.726                | 30.297                | 22.654                | 28.880                |
| Depreciation   | 10.499                | 9.917                 | 10.107                | 9.540                 |
|  | <b>136.664</b>        | <b>133.308</b>        | <b>126.041</b>        | <b>121.302</b>        |

## 6. Administrative & Selling expenses

Administrative expenses for 2018 and 2017 are analyzed below:

|   | Group                 |                       | Company               |                       |
|---|-----------------------|-----------------------|-----------------------|-----------------------|
|   | 01.01.18-<br>31.12.18 | 01.01.17-<br>31.12.17 | 01.01.18-<br>31.12.18 | 01.01.17-<br>31.12.17 |
| Payroll cost and other personnel expenses | 6.106                 | 6.200                 | 5.897                 | 5.997                 |
| Other administrative expenses             | 5.622                 | 3.655                 | 4.941                 | 2.932                 |
| Depreciation                              | 152                   | 138                   | 144                   | 126                   |
|   | <b>11.880</b>         | <b>9.993</b>          | <b>10.982</b>         | <b>9.055</b>          |

Respectively, the selling expenses are analyzed as follows:

|   | Group                 |                       | Company               |                       |
|---|-----------------------|-----------------------|-----------------------|-----------------------|
|   | 01.01.18-<br>31.12.18 | 01.01.17-<br>31.12.17 | 01.01.18-<br>31.12.18 | 01.01.17-<br>31.12.17 |
| Payroll cost & other personnel expenses | 3.967                 | 3.745                 | 3.540                 | 3.398                 |
| Sales commissions                       | 7.512                 | 6.770                 | 7.052                 | 6.318                 |
| Other selling expenses                  | 3.516                 | 3.314                 | 1.996                 | 1.993                 |
| Depreciation                            | 560                   | 563                   | 522                   | 520                   |
|   | <b>15.555</b>         | <b>14.392</b>         | <b>13.110</b>         | <b>12.229</b>         |

“Payroll cost” under administrative and selling expenses includes a provision for staff retirement indemnity (see relevant note 23 “Employee benefits”).

## 7. Other income / expenses

Other income appearing in the financial statement is analyzed as follows:

|  | Group                 |                       | Company               |                       |
|--|-----------------------|-----------------------|-----------------------|-----------------------|
|  | 01.01.18-<br>31.12.18 | 01.01.17-<br>31.12.17 | 01.01.18-<br>31.12.18 | 01.01.17-<br>31.12.17 |
| Provision of services to third parties, rental fees, commissions and other | 555                   | 560                   | 1.043                 | 1.159                 |
| Income from claims and forfeiture clause                                   | 25                    | 43                    | 24                    | 43                    |
| Income from subsidies and other  | 173                   | 644                   | 120                   | 598                   |
|  | <b>753</b>            | <b>1.247</b>          | <b>1.187</b>          | <b>1.800</b>          |

Respectively, other expenses are analyzed as follows:

|   | Group                 |                       | Company               |                       |
|---|-----------------------|-----------------------|-----------------------|-----------------------|
|   | 01.01.18-<br>31.12.18 | 01.01.17-<br>31.12.17 | 01.01.18-<br>31.12.18 | 01.01.17-<br>31.12.17 |
| Provisions (doubtful receivables and other) | 448                   | 4.435                 | 235                   | 4.352                 |
| Other expenses                              | 855                   | 1.528                 | 255                   | 1.136                 |
|   | <b>1.303</b>          | <b>5.963</b>          | <b>490</b>            | <b>5.488</b>          |

## 8. Financial results

Financial expenses and income are analyzed as follows:

|                                      | Group                 |                       | Company               |                       |
|--------------------------------------|-----------------------|-----------------------|-----------------------|-----------------------|
|                                      | 01.01.18-<br>31.12.18 | 01.01.17-<br>31.12.17 | 01.01.18-<br>31.12.18 | 01.01.17-<br>31.12.17 |
| Interest expenses                    | 7.204                 | 7.370                 | 7.131                 | 7.349                 |
| Other financial expenses             | 1.792                 | 2.029                 | 1.774                 | 1.951                 |
| Foreign exchange difference expenses | 509                   | 56                    | 494                   | 56                    |
|                                      | <b>9.505</b>          | <b>9.455</b>          | <b>9.399</b>          | <b>9.356</b>          |
| Interest income                      | 12                    | 22                    | 2                     | 5                     |
| Interest write-off                   | -                     | 15.500                | -                     | 15.500                |
| Foreign exchange difference income   | 30                    | 382                   | 30                    | 365                   |
|                                      | <b>42</b>             | <b>15.904</b>         | <b>32</b>             | <b>15.870</b>         |

Other financial expenses, apart from commissions and other bank expenses, include the financial costs arising from the leasing contract of a Company's vessel, as well as interest on tax regulations pertain to the current year. The restructuring of the Parent's long-term loans that was completed in 2017 resulted in a write-off of capitalized interest of € 15.5 million. There were no borrowing costs that were capitalized during the year.

## 9. Results from investing activities

The results from investing activities of the Group and the Parent Company for fiscal years 2018 and 2017 include:

|  | Group                 |                       | Company               |                       |
|--|-----------------------|-----------------------|-----------------------|-----------------------|
|  | 01.01.18-<br>31.12.18 | 01.01.17-<br>31.12.17 | 01.01.18-<br>31.12.18 | 01.01.17-<br>31.12.17 |
| Profits / (losses) from the sale and measurement of financial assets at fair value | (56)                  | 2.360                 | (48)                  | 2.377                 |
| Impairment of property assets value  | -                     | (2.539)               | -                     | -                     |
| Other losses   | -                     | (23)                  | (1.525)               | -                     |
|  | <b>(56)</b>           | <b>(202)</b>          | <b>(1.573)</b>        | <b>2.377</b>          |



Upon evaluation of the securities (listed on the Athens Stock Exchange or not) included in the Company's portfolio, in accordance with their current value as at 31.12.2018, incurred losses amounting to € 56 thousand, compared to € 11 thousand at 31.12.2017, while from the sale of non-listed shares in year 2017 resulted profits amounting to € 2.371 thousand. Upon the impairment test of the value of Group's vessels, which is carried out at the end of each fiscal year, on 31.12.2018 no need for impairment occurred, while at the end of the previous year, a subsidiary's vessel had been devaluated by € 2.539 thousand. Parent's other losses for the year 2018 concern the results from the change of participation in subsidiaries.

#### **10. Results from measurement of investments in associates**

The Company measures its investments in subsidiaries and associates using the equity method. Upon the valuation of investments in associates as at 31.12.2018 there was a profit of € 631 thousand as compared to € 809 thousand at 31.12.2017. Regarding the Group's "results from measurement of investments in associates" see note 13 "Investments in subsidiaries and associates".

#### **11. Other provisions**

In 2018 the Company proceeded to a total impairment of its receivable from a central port agent for many years, amounting to € 6,8 million corresponding to previous years' debt. Although at first instance the Company's lawsuit against the agent was upheld, pending today's appeal, it is estimated that the probability of collecting the above amount is limited due to the absence of assets of the defendant company. Therefore "Other provisions" in the statement of comprehensive income was charged by the above amount. This provision is included in the statement of financial position less than trade receivables (note 15).

#### **12. Fixed assets / Investments in property**

##### **Privately-used tangible assets**

The tables of tangible fixed assets for the Group and the Company are shown below:

| Group                                    | Vessels        | Land and buildings | Other equipment | Property in progress | Total          |
|--|----------------|--------------------|-----------------|----------------------|----------------|
| <b>Acquisition value 01.01.17</b>        | <b>427.605</b> | <b>18.011</b>      | <b>13.606</b>   | <b>328</b>           | <b>459.550</b> |
| Additions                                | 12.923         | 38                 | 99              | 1.056                | 14.116         |
| Reductions                               | -              | -                  | -               | -                    | -              |
| Transfers                                | -              | 394                | 108             | (502)                | -              |
| Impairments                              | (2.539)        | -                  | -               | -                    | (2.539)        |
| <b>Acquisition value 31.12.17</b>        | <b>437.989</b> | <b>18.443</b>      | <b>13.813</b>   | <b>882</b>           | <b>471.127</b> |
| Additions                                | 21.547         | 76                 | 1.055           | -                    | 22.678         |
| Reductions                               | -              | (66)               | (927)           | -                    | (993)          |
| Transfers                                | 739            | -                  | 143             | (882)                | -              |
| Adjustments                              | 84             | -                  | -               | -                    | 84             |
| <b>Acquisition value 31.12.18</b>        | <b>460.359</b> | <b>18.453</b>      | <b>14.084</b>   | <b>-</b>             | <b>492.896</b> |
| <b>Accumulated depreciation 01.01.17</b> | <b>177.082</b> | <b>4.271</b>       | <b>12.245</b>   | <b>-</b>             | <b>193.598</b> |
| Depreciation                             | 9.539          | 689                | 377             | -                    | 10.605         |
| Reductions                               | -              | -                  | -               | -                    | -              |
| <b>Accumulated depreciation 31.12.17</b> | <b>186.621</b> | <b>4.960</b>       | <b>12.622</b>   | <b>-</b>             | <b>204.203</b> |
| Depreciation                             | 10.107         | 698                | 373             | -                    | 11.178         |
| Reductions                               | -              | (66)               | (908)           | -                    | (974)          |
| <b>Accumulated depreciation 31.12.18</b> | <b>196.728</b> | <b>5.592</b>       | <b>12.087</b>   | <b>-</b>             | <b>214.407</b> |
| <b>Net book value 31.12.17</b>           | <b>251.368</b> | <b>13.483</b>      | <b>1.191</b>    | <b>882</b>           | <b>266.924</b> |
| <b>Net book value 31.12.18</b>           | <b>263.631</b> | <b>12.861</b>      | <b>1.997</b>    | <b>-</b>             | <b>278.489</b> |

  

| Company                                  | Vessels        | Land and buildings | Other equipment | Property in progress | Total          |
|--|----------------|--------------------|-----------------|----------------------|----------------|
| <b>Acquisition value 01.01.17</b>        | <b>418.916</b> | <b>12.363</b>      | <b>2.936</b>    | <b>-</b>             | <b>434.215</b> |
| Additions                                | 12.922         | 39                 | 11              | 739                  | 13.711         |
| Reductions                               | -              | -                  | -               | -                    | -              |
| <b>Acquisition value 31.12.17</b>        | <b>431.838</b> | <b>12.402</b>      | <b>2.947</b>    | <b>739</b>           | <b>447.926</b> |
| Additions                                | 21.547         | 38                 | 17              | -                    | 21.602         |
| Reductions                               | -              | (66)               | (809)           | -                    | (875)          |
| Transfers                                | 739            | -                  | -               | (739)                | -              |
| Adjustments                              | 84             | -                  | -               | -                    | 84             |
| <b>Acquisition value 31.12.18</b>        | <b>454.208</b> | <b>12.374</b>      | <b>2.155</b>    | <b>-</b>             | <b>468.737</b> |
| <b>Accumulated depreciation 01.01.17</b> | <b>171.890</b> | <b>3.530</b>       | <b>2.841</b>    | <b>-</b>             | <b>178.261</b> |
| Depreciation                             | 9.539          | 606                | 26              | -                    | 10.171         |
| Reductions                               | -              | -                  | -               | -                    | -              |
| <b>Accumulated depreciation 31.12.17</b> | <b>181.429</b> | <b>4.136</b>       | <b>2.867</b>    | <b>-</b>             | <b>188.432</b> |
| Depreciation                             | 10.107         | 613                | 22              | -                    | 10.742         |
| Reductions                               | -              | (66)               | (809)           | -                    | (875)          |
| <b>Accumulated depreciation 31.12.18</b> | <b>191.536</b> | <b>4.683</b>       | <b>2.080</b>    | <b>-</b>             | <b>198.299</b> |
| <b>Net book value 31.12.17</b>           | <b>250.409</b> | <b>8.266</b>       | <b>80</b>       | <b>739</b>           | <b>259.494</b> |
| <b>Net book value 31.12.18</b>           | <b>262.672</b> | <b>7.691</b>       | <b>75</b>       | <b>-</b>             | <b>270.438</b> |

#### Additions

Additions of fixed assets in 2018 include an amount of € 10,3 million relating to the value of a long-

term charter vessel with a purchase option, which meets the criteria of IAS 17 and was recognized as a finance lease. Therefore, this vessel in the financial statements included in tangible fixed assets, while the relevant obligation included in the long-term and short-term liabilities of the financial position.

#### Investment property

“Investment property” includes the Parent Company’s privately-owned offices, which are leased, as well as the value of lands of subsidiaries which are outside the production network and are occupied to provide the company with additional funds. The income from leasing out the Parent Company’s offices in fiscal year 2018 amounted to € 27 thousand and no relevant expenses were incurred, apart from depreciation. Following are the amounts recorded under “Investment property” for the Group and the Company:

|  | Group        | Company    |
|--|--------------|------------|
| <b>Acquisition value 01.01.17</b>        | <b>2.036</b> | <b>961</b> |
| Additions / (reductions)                 | -            | -          |
| <b>Acquisition value 31.12.17</b>        | <b>2.036</b> | <b>961</b> |
| Additions / (reductions)                 | -            | -          |
| <b>Acquisition value 31.12.18</b>        | <b>2.036</b> | <b>961</b> |
| <b>Accumulated depreciation 01.01.17</b> | <b>267</b>   | <b>267</b> |
| Depreciation                             | 5            | 5          |
| <b>Accumulated depreciation 31.12.17</b> | <b>272</b>   | <b>272</b> |
| Depreciation                             | 6            | 6          |
| <b>Accumulated depreciation 31.12.18</b> | <b>278</b>   | <b>278</b> |
| <b>Net Book Value 31.12.17</b>           | <b>1.764</b> | <b>689</b> |
| <b>Net Book Value 31.12.18</b>           | <b>1.758</b> | <b>683</b> |

#### Intangible assets

All intangible assets include the Group’s computer software, whose values for 2018 and 2017 are as follows:

|                                       | 2018         | 2017         |
|---------------------------------------|--------------|--------------|
| Acquisition value 01.01               | 2.127        | 2.066        |
| Additions for the year                | 280          | 61           |
| <b>Acquisition value 31.12</b>        | <b>2.407</b> | <b>2.127</b> |
| Accumulated depreciation 01.01        | 2.065        | 2.056        |
| Depreciation for the year             | 26           | 9            |
| <b>Accumulated depreciation 31.12</b> | <b>2.091</b> | <b>2.065</b> |
| <b>Net Book Value 31.12</b>           | <b>316</b>   | <b>62</b>    |

There was no need for impairment of the value of intangible assets.

#### Vessels’ fair value – Impairment test

As referred to note 3 vii, the Group measures the values of vessels at the balance sheet date by ob-

taining estimates from independent firms of assessors in order to determine their current values. If it is identified that the net book value is higher than the current value of a vessel, the value in use of a cash flow unit is determined to find out whether there are reasons for impairment. In accordance with relevant estimations performed on 31.12.2018 the total current value of the Company's owned vessels (including a vessel under a long-term lease contract) was € 232,4 million compared to € 222,8 million which is the corresponding book value. Nevertheless, for a vessel that the net book value was less than its current value at the end of 2018, as retrievable value was used its value in use and there was no need for impairment. Cash flow provisions are based on management's approved budgets that cover the useful life of vessels. In addition a sensitivity analysis was performed for the model's underlying assumptions (discount rates, EBITDA and residual values) to examine the adequacy of the value margin. According the sensitivity analysis the retrievable value exceeds the net book value. The discount rate used for the determination of value in use was the weighted average cost of capital after tax that stood at 7,5% that was assessed as reasonable.

#### ■ Grants for assets

The non-amortized balance of the Group's grants for assets as at 31<sup>st</sup> December 2018 amounted to € 521 thousand of which € 457 thousand are shown under "non-current liabilities" and € 64 thousand included in "other current liabilities". The movement of fixed assets grants for 2018 and 2017 are analyzed as follows:

|  | 2018       | 2017       |
|--|------------|------------|
| Opening net book value (non-current & current liabilities) | 700        | 882        |
| Transfer to fixed assets                                   | -          | -          |
| Amortization of grants                                     | (179)      | (182)      |
| <b>Non amortized balance of grants</b>                     | <b>521</b> | <b>700</b> |
| Transfer to current liabilities                            | (64)       | (179)      |
| <b>Grants for assets as non-current liabilities</b>        | <b>457</b> | <b>521</b> |

#### ■ Existing encumbrances on fixed assets

On the assets of the Group there are the following liens:

- a) 1<sup>st</sup> mortgages on the vessels of € 345,8 million,
- b) 2<sup>nd</sup> mortgages on the vessels of € 285,9 million and
- c) Pre-notations on property of € 18,7 million pledges on machinery (of the subsidiary companies ETANAP and LEFKA ORI) of € 2,5 million.

The above liens exist to secure borrowing liabilities of a total amount of € 250,5 million as at 31.12.2018.

#### ■ Depreciation of fixed assets

Depreciation in the annual financial statements has been allocated as follows:

|                         | Group                 |                       | Company               |                       |
|-------------------------|-----------------------|-----------------------|-----------------------|-----------------------|
|                         | 01.01.18-<br>31.12.18 | 01.01.17-<br>31.12.17 | 01.01.18-<br>31.12.18 | 01.01.17-<br>31.12.17 |
| Cost of sales           | 10.498                | 9.917                 | 10.107                | 9.540                 |
| Administrative expenses | 152                   | 138                   | 144                   | 126                   |
| Selling expenses        | 560                   | 564                   | 522                   | 520                   |
|                         | <b>11.210</b>         | <b>10.619</b>         | <b>10.773</b>         | <b>10.186</b>         |

### 13. Investments in subsidiaries & affiliates

The Company, applying the amendment to IAS 27 "Consolidated and separate financial statements", valued its investments in subsidiaries and associates using the equity method in the separate financial statements.

#### Subsidiaries

Parent Company shares in subsidiaries and the relevant participation quotas are listed in note 1. The book values of investments in subsidiaries as presented in the attached financial statements are as follows:

| Company        | 31.12.18     | 31.12.17     |
|----------------|--------------|--------------|
| ETANAP S.A.    | 5.368        | 6.383        |
| LEFKA ORI S.A. | 550          | 674          |
|                | <b>5.918</b> | <b>7.057</b> |

In 2018 was completed a share capital increase of the subsidiary "ETANAP", which resulted in the reduction of the participation percentage of ANEK in subsidiaries "ETANAP" and "LEFKA ORI". The loss from the change in the percentage is included in the income from investing activities (note 9). Moreover, the values of Parent's participations in the above subsidiaries are increased compared to the previous year with the proportion of the corresponding total comprehensive income for the year and reduced by dividends received. For the values of the subsidiaries "LANE", "ANEK HOLDINGS S.A." and "AIGAION PELAGOS S.C." there has been a total impairment in previous years.

#### Affiliates

The participation value in the associate "ANEK LINES ITALIA S.r.l." in the consolidated financial statements stands at € 2.094 thousand on 31.12.2018 and in comparison to the previous year, is increased by the part of earnings for year 2018 that corresponds to the Group. The key figures of the financial statements of associate "ANEK LINES ITALIA S.r.l." for year 2018 are as follows:

|                         |                |                       |       |
|-------------------------|----------------|-----------------------|-------|
| Total assets            | 8.188          | Total turnover        | 4.336 |
| Less: Total liabilities | <u>(3.914)</u> | Earnings before taxes | 204   |
| Total equity            | 4.274          | Earnings after taxes  | 118   |

During the year 2018, “ANEK LINES ITALIA S.r.l.” did not distribute any dividends. The “earnings from associates” amount included in the consolidated results € 57 thousand represent the Group’s share on the total comprehensive income for fiscal year 2018. The corresponding amount for year 2017 was € 129 thousand.

#### 14. Inventories

Inventories as at 31.12.2018 and 31.12.2017 are analyzed as follows:

|  | Group        |              | Company      |              |
|--|--------------|--------------|--------------|--------------|
|  | 31.12.18     | 31.12.17     | 31.12.18     | 31.12.17     |
| Fuel and lubricants  | 1.901        | 1.660        | 1.680        | 1.489        |
| Merchandise, products, raw and auxiliary materials and packaging materials | 1.187        | 1.288        | 232          | 266          |
|  | <b>3.088</b> | <b>2.948</b> | <b>1.912</b> | <b>1.755</b> |

There are no encumbrances on the Group and the Company's inventories and there was no need for impairment of value.

#### 15. Trade receivables and other short term receivables

Trade receivables include the following:

|   | Group         |               | Company       |               |
|---|---------------|---------------|---------------|---------------|
|   | 31.12.18      | 31.12.17      | 31.12.18      | 31.12.17      |
| Trade (outstanding balances)              | 36.746        | 40.653        | 42.198        | 44.058        |
| Cheques and notes                         | 34.632        | 31.521        | 31.985        | 29.010        |
|   | <b>71.378</b> | <b>72.174</b> | <b>74.183</b> | <b>73.068</b> |
| Less: provisions for doubtful receivables | (44.174)      | (36.392)      | (42.476)      | (34.931)      |
|   | <b>27.204</b> | <b>35.782</b> | <b>31.707</b> | <b>38.137</b> |

Upon the impairment test on trade receivables as at 31.12.2018 emerged the necessity to form an additional provision for doubtful receivables amounting to € 7.545 thousand for the Company and € 7.782 for the Group. The corresponding provisions for year 2017 was € 4.223 thousand for the Company and € 4.306 thousand for the Group. Part of the provisions for year 2018 amounting to € 668 thousand for the Company and € 707 thousand for the Group relate to provisions for expected credit losses due to the implementation of IFRS 9. The accumulative provisions as at 31.12.2018 are considered as adequate for covering any losses could emerge. It is noted that a significant part of Group’s trade receivables is covered with guarantees received (see note 31 “Contingent liabilities/ receivables”). The movement of provisions for doubtful receivables for 2018 is as follows:

|   | Group         | Company       |
|---|---------------|---------------|
| Opening balance                         | 36.392        | 34.931        |
| Additional provision in P&L             | 7.102         | 6.877         |
| Additional provision in Equity (IFRS 9) | 707           | 668           |
| Use of provision                        | (27)          | -             |
|   | <b>44.174</b> | <b>42.476</b> |

The Group's credit policy relating to trade receivables ranges, as the case may be, from 2 to 4 months. The ageing of trade receivables maturing is as follows:

|  | Group         | Company       |
|--|---------------|---------------|
| Fully paid receivables                     | 23.727        | 28.584        |
| <u>Non-impaired receivables in arrears</u> |               |               |
| < 90 days                                  | 502           | 223           |
| 90 - 180 days                              | 108           | 69            |
| > 180 days                                 | 3.574         | 3.499         |
|  | <b>27.911</b> | <b>32.375</b> |
| Impaired receivables                       | 43.467        | 41.808        |
|  | <b>71.378</b> | <b>74.183</b> |

Other short-term receivables as of 31.12.2018 and 31.12.2017 are analyzed as follows:

|                                     | Group        |              | Company      |              |
|-------------------------------------|--------------|--------------|--------------|--------------|
|                                     | 31.12.18     | 31.12.17     | 31.12.18     | 31.12.17     |
| Other state receivables             | 651          | 604          | 34           | 1            |
| Prepayments to suppliers            | 705          | 528          | 655          | 475          |
| Accrued expenses & prepaid expenses | 1.174        | 1.217        | 1.174        | 1.174        |
| Sundry debtors                      | 3.004        | 1.143        | 2.920        | 1.057        |
|                                     | <b>5.534</b> | <b>3.492</b> | <b>4.783</b> | <b>2.707</b> |

All the above receivables are short-term and as a result of that fact, there is no need to proceed with discounting at balance sheet date. "Sundry debtors" include claims from insurance companies amounting to € 2.224 thousand.

#### 16. Financial assets at fair value through profit and loss

Financial assets at fair value through profit and loss presented in the attached annual financial statements are as follows:

|  | Group        |              | Company      |              |
|--|--------------|--------------|--------------|--------------|
|  | 31.12.18     | 31.12.17     | 31.12.18     | 31.12.17     |
| Shares of companies listed on the A.S.E. | 59           | 112          | 55           | 102          |
| Other investments                        | 2.856        | 2.510        | 1.122        | 1.123        |
|  | <b>2.915</b> | <b>2.622</b> | <b>1.177</b> | <b>1.225</b> |

“Other investments” include, mainly, shares in non-listed cooperative banks and other companies.

### 17. Cash and cash equivalents

The cash and cash equivalents analysis is as follows:

|               | Group        |              | Company      |              |
|---------------|--------------|--------------|--------------|--------------|
|               | 31.12.18     | 31.12.17     | 31.12.18     | 31.12.17     |
| Cash on hand  | 799          | 1.797        | 454          | 892          |
| Bank accounts | 6.551        | 5.029        | 1.844        | 2.325        |
|               | <b>7.350</b> | <b>6.826</b> | <b>2.298</b> | <b>3.217</b> |

The main part of the Group’s cash and cash equivalents is in euro.

### 18. Share capital / Share premium account

#### Share capital

The Company’s share capital amounted to € 56.596.467,60 divided into 188.654.892 common and preferred voting shares with a nominal value of € 0,30 each. The last share capital increase of the Parent Company amounted to € 16.271.669,70 was completed in May of 2011.

#### Share premium account

There was not any difference resulted in share premium account from the aforementioned share capital increase, while the related expenses have been deducted from the specific account the balance of which amounts to € 745 thousand.

### 19. Reserves

The reserves as at 31<sup>st</sup> December 2018 and 2017 are analyzed as follows:

|                               | Group        |              | Company      |              |
|-------------------------------|--------------|--------------|--------------|--------------|
|                               | 31.12.18     | 31.12.17     | 31.12.18     | 31.12.17     |
| Legal reserve                 | 265          | 233          | -            | -            |
| Statutory reserves            | 225          | 225          | -            | -            |
| Property revaluation reserves | 2.121        | 2.066        | 964          | 933          |
| Reserve from convertible bond | 2.079        | 2.079        | 2.079        | 2.079        |
| Other reserves                | 4.917        | 4.917        | 5.019        | 5.019        |
|                               | <b>9.607</b> | <b>9.520</b> | <b>8.062</b> | <b>8.031</b> |



#### Legal reserve

In compliance to Greek trade legislation, the companies are obligated to deduct 5% from the profit of each year and form a legal reserve until it reaches a third of their initial capital. According to the Company's articles of association, the aforementioned percentage amounts to 10%. Distribution of legal reserve is prohibited.

#### Statutory reserves

These involve the optional provision for additional reserve, from net profits of each year in compliance to the Company's articles of association

#### Property revaluation reserves (net after deferred tax)

These are reserves for the revaluation of lands at their fair value as determined by an independent assessor. In 2018, the value of the reserve was adjusted by € 55 thousand for the Group and € 31 thousand for the Company due to the change in the tax rate of deferred taxation (see note 22 "Deferred taxes and income tax").

#### Reserve from convertible bond

During the year 2017 the restructuring of the Parent's long-term borrowing had completed, where, inter alia, a new bond loan had joined, part of which is convertible to shares under conditions. According to IAS 32, and given that the this loan is considered as a composite financial instrument, an amount of € 2.079 thousand was recognized in the equity as a "reserve from convertible bond".

#### Other reserves

Other reserves include, mainly, reserves from special taxation regime which are subject to tax in case they are distributed, but due to accumulated losses are not going to be distributed, and therefore the relative deferred taxes were not computed.

### 20. Results carries forward

The movement of the "results carried forward" account for the Group and the Company during 2018 was as follows:

|  | Group           | Company         |
|--|-----------------|-----------------|
| Opening balance  | (67.007)        | (59.368)        |
| Effect of retrospective implementation of IFRS 9               | (681)           | (668)           |
| Net results for fiscal year 2018                               | (13.841)        | (13.219)        |
| Actuarial gains / (losses)                                     | 23              | 21              |
| Formation of legal reserve                                     | (32)            | -               |
| Effect from change of participation percentage in subsidiaries | (1.448)         | (14)            |
| <b>Result carried forward at the end of year</b>               | <b>(82.987)</b> | <b>(73.248)</b> |

## 21. Long term and short term bank borrowings

### Long term loans

The total long term loans of the Group and the Company on 31.12.2018 amounted to € 2,6 million compared to € 242,7 million at 31.12.2017. The balance at 31.12.2018 concerning a Parent's bilateral loan concluded in 2014. It is noted that in the Parent's statement of financial position, an amount of € 236,6 million was reclassified from long-term loans to short-term loans according to paragraph 74 of IAS 1, given the fact that terms of the agreements were not met, in respect of debt servicing. According to the contracts, the lack of debt servicing is considered as fail of the Company to meet the terms and conditions undertaken, therefor the Company is obliged to repay the loans to the banks.

Parent's long-term loans, with a total initial amount of € 264,5 million, were concluded in March 2017 on a basis of a floating interest rate (Euribor plus spread) for a period of 7 years and a final repayment date on December 31 2023, and analyzed as follows:

- Bond syndicated loan of € 219,9 million (part of which amounting to € 22,0 million is convertible under conditions).
- Bilateral loan of € 44,6 million.

Collaterals have been provided to secure the aforementioned syndicated loans (shipping mortgages on vessels, concession of the product of an insurance compensation) to the lending banks. According to the terms and conditions of the relevant agreements, the Company may repay these debts earlier free of charge. The loan agreements also lay down the conditions for termination thereof, including not in-time payment, non-compliance with the general and financial guarantees provides, as well as the provision of information. Also, the agreements involve economic sanctions concerning requirements for the conditioning of the minimum borrowing level, as for the securities offered. The Company has also provided specific guarantees in connection with its compliance with laws and regulations, maintaining its type of business activity, environmental issues, as well as insurance coverage.

The balances of the above loans appearing in the attached balance sheets were measured at amortized cost using the effective interest method and were not essentially different from their fair values. The average actual cost of the Company's long-term borrowing in 2018 was 2,64%.

The total interest expenses for the Company's long-term loans, for years 2018 and 2017 amounted to € 6.722 thousand and € 6.986 thousand, respectively.

### Short term loans

Group's "short term loans" at 31.12.2018 include the Company's reclassified loans amounting to € 236,6 million, plus the amount of long-term loans payable in the next fiscal year amounting to € 10,4 million. Moreover, the Company has contracted agreements of current accounts in euro of variable interest (Euribor plus margin rate) which were mostly granted by the banks assigning cheques receivable, using the above grants as securities. The Group's total short-term bank liabilities as at 31.12.2018 amounted to €

9.080 thousand compared to € 7.069 thousand on 31.12.2017, while the Company's amounted to € 8.367 thousand compared to € 6.428 thousand in the previous year.

The total interest expenses for the Company's long-term loans, for years 2018 and 2017 amounted to € 410 thousand and € 363 thousand, respectively.

#### ■ Cash flow agreement from financing activities

According the amended IAS 7 is required a disclosure of changes in financial liabilities of the statement of financial position, including changes arising from the cash generating activities, as well as non-cash changes. The relevant agreement for the Group is as follows:

|                  | Balance at<br>31.12.17 | Cash<br>flows  | Reclassifi-<br>cations | Effect<br>bond loan | Other<br>movements | Balance at<br>31.12.18 |
|------------------|------------------------|----------------|------------------------|---------------------|--------------------|------------------------|
| Long term loans  | 242.729                | (3.753)        | (236.634)              | 281                 | -                  | 2.623                  |
| Short term loans | 17.489                 | 1.938          | 236.634                | -                   | 73                 | 256.134                |
| <b>Total</b>     | <b>260.218</b>         | <b>(1.815)</b> | <b>-</b>               | <b>281</b>          | <b>73</b>          | <b>258.757</b>         |

## 22. Deferred tax and income tax

The Parent company and its subsidiaries operating passenger shipping sector are not subject to income tax for the profits arising from this business activity. As income tax is considered the tax in regard to Law 27/1975 (tax applied to the shipping tons of the total tonnage of the vessel).

The unaudited fiscal years of the Parent Company and of the consolidated subsidiaries are presented in the following table:

| Company            | Unaudited years |
|--------------------|-----------------|
| ANEK               | -               |
| LANE               | 2018            |
| ETANAP S.A.        | -               |
| LEFKA ORI S.A.     | -               |
| ANEK HOLDINGS S.A. | 2014 - 2018     |
| AIGAION PELAGOS SC | 2013 - 2018     |

In fiscal year 2017, the tax audit of the Parent Company's fiscal years 2008 to 2011 was completed. Under this audit no fines or surcharges arose. It is noted that from the fiscal year 2011 onwards, the Group companies are subject to the tax audit of the certified auditors - accountants according to the provisions of article 82 of Law 2238/94 and Article 65a of Law 4174/13. The auditors' reports for the years 2011 - 2017 were issued without qualification. The finalization of the above tax audits is carried out according to POL 1034/2016. The audit for the year 2018 is in progress and the related reports are expected to be issued after the financial statements have been published. However, no significant tax liabilities are expected to arise.

Group companies have formed provisions for additional taxes that may arise in the future tax closure of the unaudited years. Accumulated provisions amounted to € 416 thousand for the Company and € 476 thousand for the Group. The income tax appearing in profit and loss account for the years 2018 and 2017 for the Company and the Group is analyzed as follows:

|  | Group      |            | Company    |            |
|--|------------|------------|------------|------------|
|  | 31.12.18   | 31.12.17   | 31.12.18   | 31.12.17   |
| Income tax on taxable income                   | 543        | 446        | -          | -          |
| Tax under Law 27/1975                          | 166        | 122        | 166        | 119        |
| Deferred taxes of temporary differences        | (48)       | 71         | (2)        | (2)        |
| Difference due to change of tax rate           | (42)       | -          | (18)       | -          |
| Provisions / (reversal of provisions) of taxes | -          | (67)       | -          | -          |
|  | <b>619</b> | <b>572</b> | <b>146</b> | <b>117</b> |

Deferred income taxes are accounted based on different accounting and tax bases of assets and receivables of subsidiaries falling under normal tax assessment, as well as various accounting and tax bases of assets and liabilities of the Parent Company, which (differences) are expected to pertain an effect on tax during the asset matching or their settlement.

Deferred income taxes are calculated by using the tax rates expected to be used as a basis for settling receivables and liabilities in the future. Because this settlement cannot be determined on 31.12.2018, the Group calculated the deferred tax on the basis of 25% tax rate that is expected to apply from 2022 and on. The re-estimation of deferred taxes on the basis of the reduced tax rate resulted to profits of € 42 thousand for the Group and € 18 thousand for the Company as shown in the table above. Respectively, due to the change of tax rate, other comprehensive income include a profit of € 105 thousand for the Group and € 31 thousand for the Company mainly due to the deferred taxation of the lands.

The balance of the deferred tax liabilities of the Group as at 31.12.2018 amounts to € 1.116 thousand (€ 308 thousand for the Parent Company) results mainly from the measurement of land and buildings at fair value, given that, the profits from a potential sale thereof will be subject to tax in compliance with the general income tax provisions.

Moreover, the balance of the Group's deferred tax liabilities as at 31.12.2018 amounting to € 243 thousand resulted, mainly, from provisions for doubtful debts.

### 23. Employees benefits / Other provisions

#### Payroll cost

As at 31.12.2018 the Group employed a total of 745 persons in vessels and offices. Payroll cost included in the financial statements is analyzed as follows:

|  | Group         |               | Company       |               |
|--|---------------|---------------|---------------|---------------|
|  | 31.12.18      | 31.12.17      | 31.12.18      | 31.12.17      |
| Wages and salaries                         | 36.307        | 35.871        | 35.063        | 33.746        |
| Other employee benefits                    | 1.243         | 1.410         | 1.243         | 1.369         |
| Employer contributions for social security | 4.812         | 4.714         | 4.505         | 4.212         |
| Compensations                              | 60            | 26            | 60            | 26            |
|  | <b>42.422</b> | <b>42.021</b> | <b>40.871</b> | <b>39.353</b> |
| Plus: Retirement cost of plans in results  | 169           | 144           | 156           | 135           |
|  | <b>42.591</b> | <b>42.165</b> | <b>41.027</b> | <b>39.488</b> |

The increase in the Company's payroll cost in 2018 compared to the previous year is mainly due to the increased crew payroll cost. Short-term benefits to executives are referred below (note 29 "Balances and Related Party Transactions").

#### Staff retirement indemnity

The liabilities of the Group resulting from its obligation to pay retirement indemnities are determined through an actuarial study prepared by independent actuarial. The tables below present the composition of the net cost included in income statement for years 2018 and 2017, as well as, the movement of the liabilities for employee compensations.

Liabilities' movement recognized in the statement of financial position is as follows:

|  | Group        |              | Company      |              |
|--|--------------|--------------|--------------|--------------|
|  | 31.12.18     | 31.12.17     | 31.12.18     | 31.12.17     |
| Opening balance                          | 2.429        | 2.390        | 2.289        | 2.265        |
| Benefits paid                            | (126)        | (88)         | (123)        | (88)         |
| Provision recognized in income statement | 169          | 144          | 156          | 135          |
| Provision recognized in equity           | (27)         | (17)         | (21)         | (23)         |
| <b>Net balance at the end of year</b>    | <b>2.445</b> | <b>2.429</b> | <b>2.301</b> | <b>2.289</b> |

The additional staff retirement indemnity provisions formed during the fiscal year are included in the administration and selling expenses. The above accumulated provision pertains to Group employees other than vessel crews as the latter, according to applicable law, do not accumulate indemnity rights in the event of dismissal or retirement.

Amounts recognized in the income statement are as follows:

|                                | Group      |            | Company    |            |
|--------------------------------|------------|------------|------------|------------|
|                                | 31.12.18   | 31.12.17   | 31.12.18   | 31.12.17   |
| Current service cost           | 95         | 92         | 84         | 84         |
| Interest cost                  | 34         | 33         | 32         | 32         |
| Termination benefits           | 40         | 19         | 40         | 19         |
| <b>Total cost for the year</b> | <b>169</b> | <b>144</b> | <b>156</b> | <b>135</b> |

According to the revised IAS 19, actuarial gains and losses arising from experience adjustments and

changes in actuarial assumptions are charged or credited to the other comprehensive income in the period in which they occur. The movement of actuarial results in equity statement is as follows:

|  | Group          |                | Company        |                |
|--|----------------|----------------|----------------|----------------|
|  | 31.12.18       | 31.12.17       | 31.12.18       | 31.12.17       |
| Actuarial gains / losses - opening balance             | (1.204)        | (1.187)        | (1.084)        | (1.061)        |
| Actuarial gains / losses for the year                  | (27)           | (17)           | (21)           | (23)           |
| <b>Actuarial gains / losses at the end of the year</b> | <b>(1.231)</b> | <b>(1.204)</b> | <b>(1.105)</b> | <b>(1.084)</b> |

The main actuarial assumptions are the following:

|  |       |
|--|-------|
| Average annual long-term growth of inflation ..... | 1,75% |
| Discount rate .....                                | 1,6%  |
| Average annual long-term payroll increase .....    | 1,75% |
| Average years of working life .....                | 12,47 |

The actuarial results are dependent on the actuarial assumptions. The effect of changes in significant actuarial assumption (sensitivity analysis) are as follows:

- The use of a higher discount rate by 0,5% would result the liability for retirement benefits to be lower 5,3%, while the opposite movement, ie the use of lower discount rate by 0,5%, would result to a higher liability by 5,3%.

- Correspondingly, the use of an average annual long-term payroll increase higher by 0,5% would result the liability for retirement benefits to be higher by 5,8% while the opposite movement would result to a lower liability by 5,8%.

- Moreover, the use of a higher discount rate by 0,5% would result in the current cost of employment (including interest cost) being lower by 7,6%, while the exact opposite movement, ie the use of a discount rate of 0,5% would result in the current employment cost being 7,6% higher.

- Correspondingly, the use of a higher average annual long-term wage increase of 0,5% would result in a current employment cost (including interest cost) being higher by 9,0%, while the exact opposite movement would result in the cost of current employment was less than 9,0%.

#### Other provisions

The Group's other provisions as at 31.12.2018 amounting to € 1.500 thousand (€ 1.179 thousand for the Company) pertain to tax audit differences of previous years of amount € 476 thousand, additional social security contributions of amount € 127 thousand, and litigious disputes or disputes in arbitration of amount € 897 thousand.

#### 24. Capital leases liabilities

The Company has entered into a vessel's two long term leasing contract, with purchase option,

which meets the criteria of IAS 17 and recognized as finance leases. Therefore, these vessels are including as assets in the financial statements. The total liabilities under the relevant contracts as at 31.12.2018 amounted to € 18,3 million of which an amount of € 14,5 million are including in non-current liabilities. The aging of the capital leases liabilities as at 31.12.2018 is as follows:

|                     |               |
|---------------------|---------------|
| Within next year    | 3.760         |
| Between 2 – 5 years | 8.188         |
| After 5 years       | 6.343         |
| <b>Total</b>        | <b>18.291</b> |

Moreover, in note 30 is presenting the distribution of the future payments due to these finance leases.

## 25. Other long term liabilities

On 31.12.2018 an amount of € 2,9 million which referred on regulated tax obligations of the Parent Company (according to law 4321/2015), the repayment of which extends beyond one year, is shown in “other long term liabilities” item in the financial position statement. The respective amount at the end of previous year was € 4,1 million.

## 26. Trade and other current liabilities

Trade liabilities include the following:

|                   | Group         |               | Company       |               |
|-------------------|---------------|---------------|---------------|---------------|
|                   | 31.12.18      | 31.12.17      | 31.12.18      | 31.12.17      |
| Trade liabilities | 38.109        | 25.156        | 34.678        | 21.455        |
| Cheques payable   | 2.896         | 1.572         | 2.897         | 1.416         |
|                   | <b>41.005</b> | <b>26.728</b> | <b>37.575</b> | <b>22.871</b> |

Respectively, the other current liabilities are as follows:

|                                     | Group         |               | Company       |               |
|-------------------------------------|---------------|---------------|---------------|---------------|
|                                     | 31.12.18      | 31.12.17      | 31.12.18      | 31.12.17      |
| Taxes and social security           | 7.182         | 5.950         | 4.943         | 4.136         |
| Customer prepayments                | 353           | 462           | 1             | 108           |
| Salaries payable and sundry debtors | 4.773         | 3.849         | 4.670         | 3.151         |
| Accrued expenses                    | 388           | 221           | 347           | 159           |
| Deferred income                     | 3.890         | 2.794         | 3.788         | 2.572         |
|                                     | <b>16.586</b> | <b>13.276</b> | <b>13.749</b> | <b>10.126</b> |

All the above liabilities are current and, as a result, there is no need to proceed with discounting at the balance sheet date. As mentioned above in note 25 the non-current part of the regulated tax and trade obligations transferred to “other long term liabilities”. Deferred income of the Company and the Group in-

cludes the amount € 627 thousand relating to deferred income from customer loyalty program implementation.

## 27. Earnings / (losses) per share

Basic earnings/ (losses) per share are calculated by dividing the earnings corresponding to the Parent shareholders by the weighted number of shares in circulation during the period. For the calculation of the diluted earnings per share were taken into account the potential securities from the convertible bond according the relevant terms of its issue, as well as the provisions of IAS 33.

|  | Group                 |                       | Company               |                       |
|--|-----------------------|-----------------------|-----------------------|-----------------------|
|  | 01.01.18-<br>31.12.18 | 01.01.17-<br>31.12.17 | 01.01.18-<br>31.12.18 | 01.01.17-<br>31.12.17 |
| Earnings / (losses) after taxes corresponding to Parent shareholders | (13.842)              | 9.810                 | (13.219)              | 12.612                |
| Weighted number of shares  | 188.654.892           | 188.654.892           | 188.654.892           | 188.654.892           |
| Earnings per share - basic (€)                                       | (0,0734)              | 0,0520                | (0,0701)              | 0,0669                |
| Earnings per share - diluted (€)                                     | (0,0487)              | 0,0391                | (0,0485)              | 0,0498                |

## 28. Dividends

Pursuant to the provisions of the Greek commercial law, companies are obliged each year to distribute a first dividend equal at least to 35% of profits after taxes and after having formed the legal reserve. Non-distribution of the minimum dividend is permitted only by decision of the General Meeting received with increased quorum and a majority of 80% of the capital represented in the General Assembly. For fiscal year 2018 the Company is not able to distribute dividends.

## 29. Balances and transactions with related parties

Balances (receivables / liabilities) with associated parties, as defined by IAS 24, as at 31<sup>st</sup> December 2018 and 2017 are as follows:

|                            | Group         |               | Company       |               |
|----------------------------|---------------|---------------|---------------|---------------|
|                            | 31.12.18      | 31.12.17      | 31.12.18      | 31.12.17      |
| <b>Receivables from:</b>   |               |               |               |               |
| - subsidiaries             | -             | -             | 8.847         | 7.323         |
| - affiliates               | -             | -             | -             | -             |
| - other related parties    | 10.936        | 15.895        | 10.936        | 15.895        |
| - executives & BoD members | -             | -             | -             | -             |
|                            | <b>10.936</b> | <b>15.895</b> | <b>19.783</b> | <b>23.218</b> |



|                            | Group        |            | Company      |            |
|----------------------------|--------------|------------|--------------|------------|
|                            | 31.12.18     | 31.12.17   | 31.12.18     | 31.12.17   |
| <b>Liabilities to:</b>     |              |            |              |            |
| - subsidiaries             | -            | -          | 930          | 62         |
| - affiliates               | 1.664        | 350        | 1.541        | 227        |
| - other related parties    | -            | 2          | -            | -          |
| - executives & BoD members | 47           | 45         | 7            | 6          |
|                            | <b>1.711</b> | <b>397</b> | <b>2.478</b> | <b>295</b> |

The purchases and the sales with associated parties are as follows:

|  | Ο Όμιλος              |                       | Η Εταιρεία            |                       |
|--|-----------------------|-----------------------|-----------------------|-----------------------|
|  | 01.01.18-<br>31.12.18 | 01.01.17-<br>31.12.17 | 01.01.18-<br>31.12.18 | 01.01.17-<br>31.12.17 |
| <b>Purchases of goods &amp; services from:</b> |                       |                       |                       |                       |
| - subsidiaries                                 | -                     | -                     | 123                   | 137                   |
| - affiliates                                   | 268                   | 280                   | 265                   | 278                   |
| - other related parties                        | -                     | -                     | -                     | -                     |
|  | <b>268</b>            | <b>280</b>            | <b>388</b>            | <b>415</b>            |
| <b>Sales of services to:</b>                   |                       |                       |                       |                       |
| - subsidiaries                                 | -                     | -                     | 8.918                 | 8.823                 |
| - other related parties                        | -                     | -                     | -                     | -                     |
|  | <b>-</b>              | <b>-</b>              | <b>8.918</b>          | <b>8.823</b>          |

The invoicing of transactions between Group companies was done in accordance with the arm's length principle. These transactions, as well as, the intercompany dividends and the fees of BoD members and executives as referred to below are those that defined by IAS 24.

#### Intercompany dividends

During year 2018 the Parent Company received dividend from the subsidiary "ETANAP" amounting to € 174 thousand, same as in year 2017.

#### Key management compensation

The gross fees to Directors and BoD members for fiscal years 2018 and 2017 refer to short term benefits and are analyzed as follows:

|                                  | Group                 |                       | Company               |                       |
|----------------------------------|-----------------------|-----------------------|-----------------------|-----------------------|
|                                  | 01.01.18-<br>31.12.18 | 01.01.17-<br>31.12.17 | 01.01.18-<br>31.12.18 | 01.01.17-<br>31.12.17 |
| Executive members of the BoD     | 753                   | 726                   | 406                   | 420                   |
| Non-Executive Members of the BoD | 16                    | 47                    | 10                    | 40                    |
| Management executives            | 928                   | 856                   | 928                   | 856                   |
|                                  | <b>1.697</b>          | <b>1.629</b>          | <b>1.344</b>          | <b>1.316</b>          |

The fees of BoD members are approved by the annual ordinary General Meeting. As of the balance sheet date there were no stock option plans for BoD members and executives or other benefits depending

on the value of shares.

#### **Auditors' fees**

The fees charged by the auditors in 2018 for the mandatory audit of the Group's annual accounts, as well as, the tax audit, amounted to € 218 thousand and no other services were provided.

### **30. Commitments and contractual liabilities**

#### **Operating leases**

As at 31.12.2018 Group companies had entered into operating lease agreements mainly for leasing buildings and chartering vessels; the agreements will expire at different dates in the following five years (up to 2023). The lease and charter expenses included in the attached profit and loss account for 2018 amounted to € 2.591 thousand, while in 2017 were € 9.930 thousand. The minimum future payable lease and charter fees for buildings and vessels on non-reversible operating leases at 31<sup>st</sup> December 2018 are as follows:

|  |            |
|--|------------|
| In the following year                                | 202        |
| From the 2 <sup>nd</sup> to the 5 <sup>th</sup> year | 437        |
| <b>Total</b>   | <b>639</b> |

There are no other operating lease agreements expiring after the five year period.

#### **Capital leases**

The Parent Company has signed lease agreements for two vessels as mentioned above in note 24. The future lease payments according the relevant contracts are as follows:

|                     |               |
|---------------------|---------------|
| Within next year    | 4.161         |
| Between 2 – 5 years | 8.967         |
| After 5 years       | 1.020         |
| <b>Total</b>        | <b>14.148</b> |

#### **Capital commitments**

There were no capital commitments for the Company or the Group as at 31<sup>st</sup> December 2018.

#### **Other commitments**

There are certain commitments for the Group which are subject to state subsidized investment plans, as well as liabilities arising from agreements entered into for the servicing of public services routes (letters of guarantee, etc.)

### 31. Contingent liabilities / receivables – litigious disputes or disputes in arbitration

#### ▮ Litigations

There are no disputes in litigation or arbitration, or other liabilities burdening the Group, which could significantly affect its financial condition. Until 31.12.2018 the relevant provisions that have been formed amounting to € 897 thousand.

#### ▮ Contingent liabilities /receivables

The Group's contingent liabilities as at 31.12.2018 arising from its normal activity pertain to guarantees granted to secure liabilities and performance bonds amounting to € 1.092 thousand. Respectively, the Group has received guarantees for receivables amounting to € 4.918 thousand. Moreover, as mentioned above (note 22 "Deferred tax and income tax"), the tax liabilities of Group companies for certain fiscal years have not been finalized, but appropriate provisions have been formed for possible additional taxes. Finally, with regard to the Group's mortgages, see related analysis in Note 12 "Fixed Assets / Investment Property".

#### ▮ "NORMAN ATLANTIC" case

In relation to the progress of the case of the fire incident on board the chartered vessel "NORMAN ATLANTIC" in December 2014 (see note 29 of the annual financial report 2014), it is noted that the investigation as to the causes of the incident is still under progress by the Italian and Greek authorities. The above mentioned incident has brought claims while a significant number of these has been settled extra judicially. At the same time is pending the litigations raised by a significant number of parties' sustained damages before the Greek and Italian courts against the Company, the ship-owner company and the managers of the vessel. The above mentioned compensations and expenses are covered by the Mutual Insurance Association, with which the Company has entered to Protection & Indemnity insurance cover and legal protection (FD&D). Therefore, the compensation process of above mentioned incident is not expected to burden the Company's financial results.

#### ▮ Maritime incident in "EL. VENIZELOS"

On August 28, 2018 and while the vessel "EL. VENIZELOS" was sailing in the coastal area east of Hydra through "Piraeus - Chania" route, a fire broke out in the main garage. There was a direct reaction from the officers and the crew members, who took all the appropriate actions to activate the available extinguishing means, resulting in a fire restraint. Eventually, the vessel sailed to the port of Piraeus, where the fire extinguishing continued, and the disembarkation operation of the passengers was completed successfully and coordinated without any injury. The process of the out-of-court settlement of the claims risen from the event is ongoing, in particular as regards to the claims for loss of or damage to vehicles, cargo and passengers' luggage, and so far, no legal actions have been brought against the Company due to the above cause. The vessel is insured by an international organization for mutual protection of claims against third parties (Protection & Indemnity) and, therefore, all above claims are covered by this organization, therefore, no financial burdening is expected for the Company. At the same time, the repair of the damages suf-

ferred by the vessel is in progress, the cost of which is covered by the Hull and Machinery insurers, and the Company is burdened only with the insurance deductible amount, which is not significant.

#### **Legal procedure against MINOAN LINES S.A**

Concerning the arbitration proceedings initiated by the Company at a court in London against "MINOAN LINES SA" (see note 29 of the Annual Financial Report 2014), it is noted that all the procedural steps concerning Claim and Counterclaim are concluded. The hearing was held before the London Court of Arbitration and completed in December 2018. Following the filing of the final Closing Submissions, an Arbitration Decision is expected, the outcome of which, as a whole, is estimated by the Company's legal advisers that it will not be negative.

### **32. Risk managements and policies**

#### **Credit risk**

Under the existing financial conditions, all companies are facing increased credit risks. The Group is following its customers' balances closely by applying credit control procedures and defining credit limits and specific credit policies for all the customer categories. Where it is necessary, it has obtained additional guarantees to secure the credit granted even more. The accumulative provisions formed have reached the amount of € 44,2 million, and it is considered adequate to deal with credit risk, while, there is significant dispersion of the Group's receivables. Although, that there is a concentration of receivables by the Joint venture, these receivables refer to a large number of debtors (agents, truck companies etc.) that are settled through the Joint venture (as a special scheme) and therefore the risk of concentration is limited. As regards cash and cash equivalents, the Group is not exposed to any credit risk as there is natural hedging, given that there are also loan agreements entered into with the cooperating financial institutions. The maximum exposure to credit risk at the balance sheet date is analyzed as follows:

|                           | <b>Group</b>                  |                               | <b>Company</b>                |                               |
|---------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|
|                           | <b>01.01.18-<br/>31.12.18</b> | <b>01.01.17-<br/>31.12.17</b> | <b>01.01.18-<br/>31.12.18</b> | <b>01.01.17-<br/>31.12.17</b> |
| Trade receivables         | 27.204                        | 35.782                        | 31.708                        | 38.137                        |
| Other receivables         | 5.534                         | 3.492                         | 4.784                         | 2.707                         |
| Cash and cash equivalents | 7.350                         | 6.826                         | 2.298                         | 3.217                         |
|                           | <b>40.088</b>                 | <b>46.100</b>                 | <b>38.790</b>                 | <b>44.061</b>                 |

The maturing of the balances of trade receivables and the changes to impairment provisions are listed in note 15 "Trade receivables and other current receivables".

#### **Liquidity risk**

The liquidity risk consists of the risk that the Group or the Company may not be able to meet their financial obligations and disrupt smooth operation. Due to the reclassification of long-term borrowings to short-term ones, in accordance with paragraph 74 of IAS 1, the equilibrium in the working capital of the

Company and the Group was disturbed. However, it is estimated that there will soon be an agreement with the creditor banks in order to remedy the issue of loan contracts. The Group's cash and cash equivalents at 31.12.2018 amounted to € 7,4 million, while in order to avoid a possible shortage of liquidity, the management of the Group ensures that there are always available bank credits to cover emergency needs in periods of low liquidity. Finally, it is noted that the Board of Directors of the Company in March 2019 initially decided to propose to the General Meeting the increase of the share capital by the amount of € 20 million on terms and conditions to be decided at a later date.

The Company prepares short-term and long-term cash flows from which its cash requirements arise in a timely manner. The maturity of the Group's trade and other payables at 31.12.2018 is as follows:

|                           | up to 6 months | 6 to 12 months | above 1 year |
|---------------------------|----------------|----------------|--------------|
| Trade liabilities         | 35.459         | 1.787          | -            |
| Leasing liabilities       | 1.847          | 1.913          | 14.531       |
| Other current liabilities | 11.575         | 732            | 2.891        |

#### ■ Foreign exchange risk

Both the Company and the Group are not exposed to increased foreign exchange risk as almost all their transactions with customers and suppliers outside Greece are made in Euro. There is a very limited potential of foreign exchange risk caused by the market value of spare parts and other materials, or services procured by countries outside the euro-zone, which is extremely limited in relation to the total of purchases and expenses.

#### ■ Competition

The vessels of ANEK Group are performing itineraries in routes where there is intensive competition, particularly in the Piraeus-Crete and Greece-Italy routes. The effort made by each company to retain and increase its market share in the above markets may intensify competition even more, thus having an impact on their financial results. Moreover, as part of its shipping activities, the Group is trying to optimize the allocation of vessels per route, evaluates the profits from existing (and possible new) routes and sets its prices at competitive levels. A potential intensification of competition in the markets where the Group operates may have a significantly adverse effect on the Group's operating results, cash flows and financial position.

#### ■ Rate fluctuation risk

ANEK has entered into agreements for long-term syndicated loans and credit accounts with different banks. Interests for all the above loans are calculated on the basis of the Euribor rate plus a margin. Consequently, the Company is exposed to a rate fluctuation risk, as it will be burdened with extra financial cost in the event of an increase in interest rates. The sensitivity of the results and equity to long term debt rate changes in 2018 was as follows:

| Rate change | Effect on results and equity |
|-------------|------------------------------|
| ± 0,5%      | (-/+ ) € 1,27 million        |
| ± 1%        | (-/+ ) € 2,54 million        |

Consequently, a possible rise in interest rates is expected to have a significantly adverse effect on the Group's operating results, cash flows and financial position.

#### ■ Fuel price fluctuation risk

Fuel cost is the key operating cost incurred by the Group which has a direct effect on the results of each period and thus, a rise in fuel prices is the most important risk faced by the Group. Fuel prices are settled in Euro, but they are indirectly affected by the EUR/USD exchange rate used as a basis for the determination of the international prices. The sensitivity of the results and equity to fuel cost changes per metric ton -ceteris paribus- in 2018 was as follows:

| Fuel price change  | Effect on results and equity |
|--------------------|------------------------------|
| ±5% / metric ton   | (-/+ ) € 2,64 million        |
| ± 10% / metric ton | (-/+ ) € 5,28 million        |
| ± 20% / metric ton | (-/+ ) € 10,56 million       |

The Group's fuel and lubricants cost for 2018 represented a 39% of the total cost of sales, as compared to 33% in 2017. International oil prices in 2018 rose by about 25% over the previous year. Fuel cost is the most significant operating cost factor, consequently, fuel price fluctuation is the most significant risk associated with the Group's financial results. Therefore, a possible rise in fuel cost is expected to have a significantly adverse effect on the Group's operating results, cash flows and financial position.

#### ■ Environmental risk

According to a decision of the Environmental Protection Committee of International Maritime Organization (IMO), from January 1, 2020, all vessels are required to use fuel with a minimum sulfur content of 0,5%. This obligation may lead to the Group's exposure to unexpected variations in the prices of marine fuels. Management carefully examines alternatives in order vessels to comply with new environmental legislation in 2020 and to minimize the impact on financial statements.

#### ■ Macroeconomic conditions in Greece and restrictions on movements of capital (capital controls)

The improvement in the macroeconomic figures that began in the previous year combined with the completion of the Greek economy's support program leads to a stabilization environment while the country's exit to the international capital markets has been successful. Additionally, the Group's management estimates that its operation has been adjusted without any material effect on the remaining capital restrictions, albeit to a limited extent, while no significant effect on the Group's operating activity and financial position is expected from current developments in the macroeconomic environment. At the same time, the increase in tourist arrivals already has a positive impact on the demand for maritime transport services. Nevertheless, the management constantly assesses the situation and its possible impact in order to ensure that all necessary and effective measures and actions are taken in time to minimize any impact on the Group's activities.

#### ■ Capital risk management policies and procedures

The Group's main objective is the efficient management of its funds in order to maintain its high credit standing on the market for favorable financing with the ultimate aim of ensuring its smooth operation in the future. The Group's policy remains to maintain high creditworthiness and, in the context of adjusting its capital structure, the Group may return capital to shareholders, issue new shares or sell assets to reduce borrowing. The Group monitors its capital adequacy based on the leverage ratio, which is calculated by dividing net borrowing by total capital employed. "Net borrowing" means total debt (long-term and short-term) liabilities after deduction of cash and "total capital employed" is the sum of own funds plus net borrowing. Management aims to keep the leverage ratio as low as possible. However, negative results for the year 2018 affected substantially the equity that had become negative, with the consequent deterioration in the rate:

|                                   | 31.12.2018     | 31.12.2017     |
|-----------------------------------|----------------|----------------|
| Total debt                        | 258.757        | 260.218        |
| Less: cash equivalents            | (7.350)        | (6.826)        |
| <b>Net borrowing (a)</b>          | <b>251.407</b> | <b>253.392</b> |
| Total equity                      | (8.869)        | 2.750          |
| <b>Total capital employed (b)</b> | <b>242.538</b> | <b>256.142</b> |
| <b>Leverage ratio (a) / (b)</b>   | <b>103,7%</b>  | <b>98,9%</b>   |

#### ■ Presentation of financial assets and liabilities per category

Financial assets and liabilities at the financial statement date may be broken down per category as follows:

|  | Group          |                | Company        |                |
|--|----------------|----------------|----------------|----------------|
|  | 31.12.2018     | 31.12.2017     | 31.12.2018     | 31.12.2017     |
| <b>Current assets</b>                            |                |                |                |                |
| Trade receivables                                | 27.204         | 35.782         | 31.708         | 38.137         |
| Other receivables                                | 5.534          | 3.492          | 4.784          | 2.707          |
| Cash and cash equivalents                        | 7.350          | 6.826          | 2.298          | 3.217          |
| Financial assets at fair value                   | 2.915          | 2.622          | 1.117          | 1.225          |
|  | <b>43.003</b>  | <b>48.722</b>  | <b>39.907</b>  | <b>45.286</b>  |
| <b>Non-current liabilities</b>                   |                |                |                |                |
| Financial liabilities measured at amortized cost | 2.623          | 242.729        | 2.623          | 242.729        |
| Capital leases liabilities                       | 14.531         | 9.844          | 14.531         | 9.844          |
| Other long term liabilities                      | 2.891          | 4.147          | 2.891          | 4.147          |
| <b>Current liabilities</b>                       |                |                |                |                |
| Financial liabilities measured at amortized cost | 256.134        | 17.489         | 255.421        | 16.848         |
| Capital leases liabilities                       | 3.760          | 1.074          | 3.760          | 1.074          |
| Trade & other liabilities                        | 49.556         | 35.916         | 43.429         | 29.192         |
| <b>Total liabilities</b>                         | <b>329.495</b> | <b>311.199</b> | <b>322.655</b> | <b>303.834</b> |

### 33. Financial assets at fair value

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments per valuation technique according to the requirements of IFRS 7 "Financial Instruments: Disclosures":

*Level 1:* Investments that are valued at fair value based on quoted (unadjusted) prices in active markets for identical assets or liabilities.

*Level 2:* Investments that are valued at fair value, using valuation techniques for which all inputs, which have a significant fair value, are based (either directly or indirectly) on observable market data.

*Level 3:* Investments that are valued at fair value, using valuation techniques, in which the data, significantly affecting the fair value, are not based on observable market data.

The Group, in accordance with the requirements of IFRS 9 and IFRS 13, at the end of each reporting period of the financial statements performs the required calculations regarding the determination of the fair value of the financial instruments. The financial assets held by the Group, the fair value of which at 31.12.2018 amounts to € 2.915 thousand, are relating to shares of listed companies and shares in cooperative banks and are classified in Level 1.

The carrying value of the following financial assets and liabilities is considered to be a reasonable approximation of fair value:

- Trade and other receivables
- Cash and cash equivalents
- Trade and other payables.

### 34. Subsequent events

On 28 March 2019, the Company's Board of Directors initially decided to propose to the General Meeting the increase of the share capital by the amount of € 20 million on terms and conditions to be decided at a later date.

There are no events subsequent to 31 December 2018 that would have a material impact on the financial position and results of the Group and the Company or should be reported in the notes to the financial statements.



**Chania 22 April 2019**

**Senior Vice-Chairman**

**Managing Director**

**Spyridon I. Protopapadakis**  
**ID Card No. AA490648**

**Ioannis I. Vardinoyannis**  
**ID Card No. Π 966572**

**Chief Financial Officer**

**Chief Accountant**

**Stylianos I. Stamos**  
**ID Card No. M 068570**

**Ioannis E. Spanoudakis**  
**Economic Chamber License No. 20599, Class A**



## **INFORMATION PROVIDED UNDER ART. 10 OF LAW 3401/2005**

The above disclosures and announcements made by ANEK in 2018 have been published in the daily official list of the Athens Stock Exchange and are posted on ASE's website at [www.helex.gr](http://www.helex.gr) and at the Company's website at [www.anek.gr](http://www.anek.gr).

| DATE     | SUBJECT   |
|----------|---|
|          |   |
| 08.03.18 | Financial Announcement 2018                                       |
| 13.03.18 | Annual Financial Results for the year 2017                        |
| 04.04.18 | Announcement of resignation of a member of the Board of Directors |
| 23.05.18 | Change of Economic Calendar 2018                                  |
| 25.05.18 | Announcement of replacement of a member of the Board of Directors |
| 06.06.18 | Invitation to the Annual General Meeting 2018                     |
| 06.06.18 | Change of Economic Calendar 2018                                  |
| 27.06.18 | Resolutions of the Annual General Meeting 2018                    |
| 26.09.18 | Financial results for the first semester 2018                     |