Resolute Cepal Greece S.A.

ANNUAL FINANCIAL STATEMENTS

FOR THE PERIOD FROM 01.01.2023 TO 31.12.2023

In accordance with the

International Financial Reporting Standards (IFRS)

as they have been endorsed by the European Union

Table of Contents

ANNUAL REPORT OF THE BOARD OF DIRECTORS

(In accordance with Law 3556/2007, Article 4)

Dear Shareholders,

We hereby present to you the financial statements of the company under the trade name “Resolute Cepal Greece Société Anonyme” (hereinafter the “**Company**”) for the period starting at 01 January 2023 and ending at 31 December 2023.

SIGNIFICANT EVENTS

I. Activities during Year 2023

Following the expansion of the Company’s operations in real estate management, during the year 2023, the Company continued a successful activity for the provision of real estate management services to asset owners after the recovery of the respective collateral, as well as to the receivables management company of the Cepal Group under the name “Cepal Hellas Financial Services Single Member S.A – Servicing of Receivables from loan and credits ("Cepal Hellas"), as regards the collateral for receivables it manages.

In September 2023, the Company acquired all the shares of Resolute Asset Management SMPC.

On December 2023, the Company acquired through a legal merger in accordance with the provisions of Laws 4601/2019 and 4172/2013, its 100% subsidiary Company Resolute Asset Management SMPC and as a result of the merger the Company was automatically substituted according to law, as universal successor in all the property of Resolute Asset Management SMPC.

By decision of its Extraordinary General Assembly in September 2023, the Company increased its share capital, the amount of which was partially covered by the company named "Resolute Asset Management Holdings (Malta) Limited" (hereinafter "Resolute"), which entered the Company as a new shareholder (with 42% of the share capital and 50% of the voting rights) with the existing shareholder Cepal Services and Holdings S.A. retaining 58% of its share capital and 50% of the voting rights, and was renamed "Resolute Cepal Greece S.A".

II. Main Risks and Uncertainties for 2024

The main risks and uncertainties that the Company is exposed to for the following period are the below:

- **Credit Risk:**
  Credit Risk pertaining to receivables is very low due to the credit quality of the counterparties.

- **Liquidity Risk:**
  The cash flows generated from the Company’s operations together with the cash balance as of 31 December 2023 of €4.97 million are expected to be sufficient to meet the Company’s liabilities in a timely manner. Additionally, through the planning of liquidity needs and the collection of its debts by customers and the monitoring of its cash, the Company manages its cash and liquidity risk.

• **Market Risk:**

a) Foreign Exchange Risk

There is no foreign exchange risk as Company's transactions in foreign currency are not considered material.

b) Price Risk

There is no price risk since the Company has no investments or other market traded investments.

c) Interest Rate Risk

There is no interest rate risk since the Company has no debt liabilities.

III. Estimates and Perspectives for 2024

The Company intends to further develop its activity in the field of real estate management, expanding its partnerships with investors in the real estate market as well as with providers of relevant services. At the same time, the Company expects further development of its activities, aiming at new business opportunities.

IV. Board of Directors

The current Board of Directors of the Company, pursuant to the decision of the Extraordinary General Assembly of the Company dated 16 February 2024 and the Board of Directors for the formation of a body with the same dated, whose term expires on 16 February 2029, consists of the following:

1. Hancock William, Chairman & CEO
2. Athanasopoulos Theodoros, Vice Chairman
3. Chatzopoulos Alexios-Theofilos, Member
4. Exarchos Nikolaos, Member
5. Tsernou Glykeria, Member

V. Events after the Balance Sheet Date

On 29.04.2024, the Company established its 100% subsidiary in Greece, a single member société anonyme under the name "Regenerate Single Member Societe Anonyme" and distinctive title "Regenerate". For the establishment of this company, the Company paid an amount of €25,000 within 2024. The share capital of "Regenerate Single Member Societe Anonyme" amounts to €25,000 divided into 25,000 registered shares of nominal value €1 each. The main purpose of "Regenerate Single Member Societe Anonyme" is to provide renovation, development, and property management services.

Other than those stated above, no further events have occurred.

PRESENTATION OF FINANCIAL RESULTS

Total Net Operating Income in 2023 was €4.54 million (2022: €3.69 million), while the result before tax was a profit of €674 thousands (2022: profit of €1.10 million). The increase in net operating income is due to the increase of the Company's activities.

The After-Tax Gain for 2023 was €420 thousands (2022: €857 thousands).

Net Equity at 31 December 2023 amounted to €1.41 million (31.12.2022: €833 thousands) and cash balance to €4.97 million (31.12.2022: €1.59 million).

I. Key Financial Ratios

The key financial indicators are as follows:

	2023	**2022**
1. Current assets / Total assets	88%	94%
2. Equity / Total liabilities	12%	46%
3. Equity / Total Capital & liabilities	11%	32%
4. Current assets / Current liabilities	101%	149%
5. Operating Results / Net Operating Income	15%	30%
6. Results for the period / Equity	48%	133%

II. Preparation of Financial Statements

The Financial Statements of 31 December 2023 were prepared in accordance with the International Financial Reporting Standards as adopted by the European Union and include the statement of financial position, the Statement of Comprehensive Income, the Cash Flow Statement, and the Statement of Changes in Equity for the period between 1 January 2023 and 31 December 2023, with detailed notes on accounting policies, as well as the individual items.

ENVIRONMENTAL, SOCIAL AND GOVERNACE INITIATIVES

In alignment with its core values, RCG is dedicated to advancing its ESG initiatives and creating a positive impact on its employees, society and environment. It is RCG's strategic decision to create a sustainable development. In this context and under the umbrella of our ESG framework, we introduced and/or enhanced initiatives and programs that promote environmental sustainability, social responsibility, and governance compliance. More specifically in 2023:

Environment:

- Introduced a Flexy Work model to reduce the commuting of employees and cut-down on CO2 emissions
- Organized Tree Planting activities, with a goal to plant 1,000 trees in Greece and abroad.

Social:

Employees:

- Invested in people's upskilling and reskilling – Launched an internal LMS platform, offering access to more than 1,000 self-learning online courses from highly recognized Universities
- Provided employees with development opportunities on the principles of meritocracy and non-discrimination - implementation of a fair promotion system
- Implemented a Flexy Work model to enhance work-life balance (1 day per week remote working, or more based on employee's specific needs)
- Provided enhanced medical and life insurance for employees, free of charge
- Introduced Kindergarten allowance for all our people – supporting young families
- Promoted Diversity and Equality
- Empowered employee's rights, including the freedom of trade union activity
- Took measures to further enhance the health and safety of employees at work
- An additional day off per month ("Long Weekend") was allowed

Society:

- Launched a Voluntary Blood Donation
- Donated office furniture and financial assistance to Red Cross and other institutions
- Participated voluntarily in local soup kitchens

Governance:

- Reviewed and enhanced all Companies policies and processes, ensuring adherence to European and Greek legislation
- Provided annual awareness trainings to all people regarding governance matters.
- Established Committees (Portfolio Committees, etc.) to further promote corporate governance and enhance transparency

OTHER INFORMATION

I. Acquisition of own shares

According to the provisions of article 49 par. 2 of Law 4548/2018, companies may, by decision of the General Meeting of their shareholders, acquire owned shares that do not exceed 1/10 of the paid-up capital. The Company has not applied the above option provided by law.

II. Branches

The Company does not maintain any branches.

III. Research and development

The Company does not incur research and development costs.

Dear Shareholders,

Following the above we hereby request your approval of the Company's Balance Sheet and financial results of the fiscal year 01 January 2023 – 31 December 2023.

Athens, 11 October 2024

Chairman of the Board of Directors and CEO	Vice Chairman of the Board of Directors
William Hancock	Theodoros Athanasopoulos

TRUE TRANSLATION

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of RESOLUTE CEPAL GREECE SA

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of RESOLUTE CEPAL GREECE SA (the "Entity"), which comprise the statement of financial position as at 31 December 2023 and the statements of total comprehensive income, changes in equity and cash flows for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the financial statements present fairly, in all material respects, the financial position of RESOLUTE CEPAL GREECE SA as at 31 December 2023 and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards as endorsed by the European Union.

Basis for Opinion

We concluded our audit in accordance with International Standards on Auditing (ISAs) as these have been incorporated into the Greek legislation. Our responsibilities under those standards are further described in the "Auditor's Responsibilities for the Audit of the Financial Statements" section of our report. We have been independent of the Entity during the whole period of our appointment in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) as incorporated into the Greek legislation and the ethical requirements in Greece relevant to the audit of the financial statements. We have fulfilled our ethical requirements in accordance with the applicable legislation and the above mentioned Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our Opinion.

Other Information

Management is responsible for the other information. The other information, included in the Board of Director's Report, referred to in the section "Report on Other Legal and Regulatory Requirements", 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 will not express any form of assurance conclusion thereon.

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

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRSs as adopted by the European Union, and for such internal control as Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, Management is responsible for assessing the Entity'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 Entity or to cease operations, or has no realistic alternative but to do so. Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs, as these have been transposed into the Greek legislation, will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, as these have been transposed into the Greek legislation, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

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

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

Report on Other Legal and Regulatory Requirements

Taking into consideration that Management is responsible for the preparation of the Board of Directors report, according to the provisions of paragraph 5 of article 2 (part B) of Law 4336/2015 we note the following:

a) In our opinion, the Board of Directors report has been prepared in accordance with the applicable legal requirements of article 150 of Greek Law 4548/2018 and its content is consistent with the accompanying financial statements for the year ended 31 December 2023.

b) Based on the knowledge we obtained during our audit of RESOLUTE CEPAL GREECE SA and its environment, we have not identified any material inconsistencies in the Board of Director's Report

Athens, 14 October 2024

The Certified Public Accountant

Eleni Christina Kranioti
Reg. No. SOEL: 54871
Deloitte Certified Public Accountants S.A.
3a Fragkoklissias & Granikou Str.
GR-151 25 Maroussi, Athens, Greece
Reg. No. SOEL: E. 120

Statement of Financial Position as of 31 December 2023

(Amounts in Euros)	Note	31.12.2023	31.12.2022
ASSETS			
Non-current assets			
Property, plant and equipment & Right of use assets	6	561,909	146,104
Intangible assets	7	6,478	-
Goodwill	4	102,081	-
Investments	5	579,792	-
Deferred tax assets	8	280,540	2,227
Other non-current assets		53,730	-
Total non-current assets		**1,584,531**	**148,332**
Current assets			
Contract assets & trade receivables	9	4,564,419	807,190
Other assets	10	2,050,075	84,237
Cash and Cash Equivalents	11	4,968,453	1,595,053
Total current assets		**11,582,947**	**2,486,479**
TOTAL ASSETS		**13,167,478**	**2,634,811**
EQUITY AND LIABILITIES			
Equity			
Share capital	12	59,317	25,000
Share premium	12	250,000	-
Statutory Reserve	12	8,333	4,453
Special purpose reserve	4	1,200,999	-
Retained Earnings of acquired subsidiary	4	(1,328,758)	-
Retained Earnings		1,218,432	803,348
Total Equity		**1,408,323**	**832,800**
Non-current liabilities			
Post-employment benefits	13	19,265	4,517
Long term lease liabilities	14	237,558	129,942
Total Non current liabilities		**256,823**	**134,459**
Current liabilities			
Trade and other payables	15	2,789,158	659,699
Short term lease liabilities	14	245,431	21,437
Contract liabilities	16	6,540,057	-
Other taxes and duties	17	365,501	309,841
Other liabilities		340,000	-
Accrued expenses	18	1,222,186	676,574
Total current liabilities		**11,502,332**	**1,667,551**
Total liabilities		**11,759,155**	**1,802,010**
TOTAL EQUITY AND LIABILITIES		**13,167,478**	**2,634,811**

The notes on pages 16 to 48 are an integral part of these financial statements.

Statement of Total Comprehensive Income for the year ended 31 December 2023

(Amounts in Euro)	Note	01.01.2023 - 31.12.2023	01.01.2022 - 31.12.2022
Turnover (sales)	19	3,888,058	3,689,760
Income from passthrough expenses	20	6,989,023	2,508,309
Passthrough expenses	20	(6,338,206)	(2,508,309)
Net operating income		**4,538,874**	**3,689,760**
Personnel fees and expenses	19	(1,863,055)	(1,329,005)
Other operating expenses	19	(2,017,881)	(1,234,673)
Depreciation and Amortisation expenses	19	(25,205)	(18,197)
Other operating income		60,606	123
Net finance income/(expenses)	19	(6,406)	(3,517)
Loss from investments	5	(12,824)	-
Profit before tax		**674,110**	**1,104,493**
Income tax expense	8	(254,541)	(247,595)
Profit after tax (A)		**419,569**	**856,898**
Other Comprehensive income / (loss)			
Other Comprehensive income not to be reclassified to profit or loss			
Actuarial gains / (losses) on defined benefit pension plans	13	(775)	1,254
Deferred tax on actuarial gains / (losses) on defined benefit pension plans	8	171	(276)
Other comprehensive income / (loss) for the year, net of tax (B)		**(605)**	**978**
Total Comprehensive Income for the year (A) + (B)		**418,965**	**857,876**

The notes on pages 16 to 48 are an integral part of these financial statements.

Statement of Changes in Equity as of 31 December 2023

(Amounts in Euro)	Share capital (Note 12)	Share Premium (Note 12)	Retained Earnings	Retained Earnings of acquired subsidiary	Statutory Reserve (Note 12)	Special Purpose Reserve	Total equity
Balance as at 01.01.2022	**25,000**	**-**	**(54,528)**	**-**	**4,453**	**-**	**(25,076)**
Profit for the year 01.01 - 31.12.2022	-	-	856,898	-	-	-	856,898
Actuarial gains / (losses) on defined benefit pension plans	-	-	978	-	-	-	978
Total comprehensive income / (loss) for the year, net of tax	**-**	**-**	**857,876**	**-**	**-**	**-**	**857,876**
Balance as at 31.12.2022	**25,000**	**-**	**803,348**	**-**	**4,453**	**-**	**832,800**
Balance as at 01.01.2023	**25,000**	**-**	**803,348**	**-**	**4,453**	**-**	**832,800**
Profit for the year 01.01 - 31.12.2023	-	-	419,569	-	-	-	**419,569**
Actuarial gains / (losses) on defined benefit pension plans	-	-	(605)	-	-	-	(605)
Total comprehensive income / (loss) for the year, net of tax	-	**-**	**418,965**	**-**	**-**	**-**	**418,965**
Share Capital Increase	34,524	250,000	-	-	-	-	284.524
Increase in Statutory reserve	-		(3,881)	-	3,881	-	-
Transaction costs related to the issue of share capital	(207)	-	-	-	-	-	(207)
Losses from merger of subsidiary	-	-	-	(1,328,758)	-	-	(1,328,758)
Creation of special purpose reserve due to merger	-	-	-	-	-	1,200,999	1,200,999
Balance as at 31.12.2023	**59,317**	**250,000**	**1,218,432**	**(1,328,758)**	**8,333**	**1,200,999**	**1,408,323**

The notes on pages 16 to 48 are an integral part of these financial statements.

Statement of Cash Flows for the year ended 31st December 2023

(Amounts in Euro)	Note	1.1.2023 - 31.12.2023	1.1.2022 - 31.12.2022
Cash flows from operating activities			
Gain / (loss) before tax		**674,110**	**1,104,493**
Plus/ (less) adjustments for:			
Provisions for post-employee benefit liabilities	13	13,973	2,521
Depreciation and amortisation expenses	19	25,206	18,197
Finance costs and related expenses	19	6,406	3,517
(Gain)/Loss from investments	5	12,824	-
		732,519	**1,128,727**
Changes in working capital			
(Increase) / decrease: contract assets & trade receivables	9	(3,172,536)	(386,668)
(Increase) / decrease: other assets	10	(1,769,263)	(62,837)
(Increase) / decrease: other financial assets		(1,000)	-
(Increase) / decrease: contract liabilities	16	5,322,120	-
Increase / (decrease): trade payables and other liabilities	15,17	1,824,006	488,802
Increase / (decrease): accrued expenses	18	545,612	379,608
		3,481,457	**1,547,632**
Debit interest and related expenses paid		(3,472)	(964)
Income tax		(307,271)	-
Net cash flows generated from / (used in) operating activities (a)		**3,170,715**	**1,546,668**
Cash flows from investing activities			
Purchases of tangible and intangible assets	6,7	(43,099)	**-**
Net cash flows generated from / (used in) investing activities (b)		**(43,099)**	**-**
Cash flows from financing activities			
Share Capital Increase	12	284,524	-
Transaction costs on the issue of shares	12	(207)	-
Payment of lease liabilities	14	(38,532)	(16,772)
Net cash flows generated from / (used in) financing activities (c)		**245,785**	**(16,772)**
Net increase/(decrease) in cash and cash equivalents for the year (a)+(b)+(c)		**3,373,401**	**1,529,896**
Cash and cash equivalents at 1 January	11	1,595,053	65,156
Cash and cash equivalents at 31 December		**4,968,453**	**1,595,053**

The notes on pages 16 to 48 are an integral part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

1. General Information

The company “Resolute Cepal Greece Societe Anonyme” (former “Kaican Hellas Single Member Societe Anonyme Provision of Advisory Services for the Management of Claims and Real Estate”), (hereinafter the “**Company**”) was established on 13 December 2013. The Company’s duration is set at 50 years and expires on 13 December 2063. Its main activity is to provide advisory and coordinating services for the acquisition and management of claims and real estate, as well as real estate management.

The Company's headquarters are located in Athens, Xenofontos 8. The Company is registered in the General Commercial Registry with number 128314001000.

The financial statements of the Company for the period from 01.01.2023- 30.09.2023 are included in the consolidated financial statements of the shareholder company with the name "Cepal Services and Holdings S.A.", with the method of full consolidation.

In September 2023, the Company acquired all of the shares of Resolute Asset Management SMPC.

In December 2023, the Company acquired through a legal merger in accordance with the provisions of Law 4601/2019 and 4172/2013, its 100% subsidiary Company Resolute Asset Management SMPC and as a result of the merger the Company was automatically substituted, according to law, as universal successor in all the property of Resolute Asset Management SMPC.

By decision of its Extraordinary General Assembly, the Company increased its share capital, the amount of which was partially covered by the company with the name "Resolute Asset Management Holdings (Malta) Limited" (hereinafter "Resolute"), which entered the Company as a new shareholder (with a percentage of 42% of the share capital and 50% of the voting rights) with the existing shareholder Cepal Services and Holdings S.A. retaining 58% of its share capital and 50% of the voting rights, and was renamed "Resolute Cepal Greece SA".

The current Board of Directors of the Company, pursuant to the decision of the General Assembly of the Company dated 16 February 2024 and of the Board of Directors for the formation of a body with the same date, the term of which expires on 16 February 2029, consists of the following:

1. Hancock William, Chairman & CEO
2. Athanasopoulos Theodoros, Vice Chairman
3. Chatzopoulos Alexios-Theofilos, Member
4. Exarchos Nikolaos, Member
5. Tsernou Glykeria, Member

On 31 December 2023, the Company employed 44 persons (31 December 2022: 19).

The Company’s financial statements were approved by the Board of Directors on 11 October 2024 and are subject to approval by the Annual General Meeting of Shareholders.

Upon approval by the General Meeting of the Company’s Shareholders, the financial statements will be published to the General Commercial Registry for Societes Anonymes and will be available at the Company’s website (https://resolute-cepal.com/).

2. Basis of Preparation and Basis of Presentation

2.1 Going concern

The Financial Statements for the year ended 31 December 2023, hereinafter the "Financial Statements" have been prepared in accordance with the International Financial Reporting Standards (IFRS), as well as the related interpretations as endorsed by the European Union.

The financial statements have been prepared under the historical cost basis and under the going concern principle.

For the application of this principle, the Board of Directors took into account current economic developments and made estimates for the formation, in the near future, of the economic environment in which it operates. In this context, the Board of Directors assessed the following areas which are considered important during its assessment:

Developments in the macroeconomic environment

The growth momentum during the first nine months of 2023 reflects the resilience of the Greek economy in terms of the challenges it faced, such as the unstable international environment, inflationary pressures, the increased interest rates of the European Central Bank, the slowdown of the European economy as well as natural disasters in Greek territory during the third quarter, and especially the disastrous floods in Thessaly. According to the latest available data from ELSTAT (December 2023) the real GDP in the first nine months of 2023 increased by 2.2% on an annual basis, at a rate more than three times compared to the Eurozone (0.6%) and one of the highest among the countries of the European Union (EU-27).

The Harmonized Index of Consumer Prices (HICP) increased by an average of 9.3% in 2022, primarily due to rising global energy prices - as Greece is an energy importer of supply chain disruptions and shortages of raw materials. However, according to the latest available ELSTAT data, HICP inflation slowed significantly in 2023 to 4.2%. It is noted that the main categories of goods, the prices of which continue to rise and keep inflation in positive territory, are those of food and services, while energy prices decreased in 2023 on average, by 13%.

GDP growth is expected to strengthen in 2024, boosted by the gradual normalization of inflationary pressures. In addition, the implementation of investments within the framework of the Recovery and Resilience Fund (Euro 3.6 billion) and the Public Investment Program (Euro 8.6 billion) and the expected increase in Foreign Direct Investments (FDI) are estimated to contribute and boost economic activity in 2024.

The main factors of uncertainty regarding Greece's macroeconomic prospects are as follows:

- Geopolitical developments and inflationary pressures: The continuation and outcome of the war in Ukraine as well as in the Middle East region can undoubtedly affect European economies, while the path of inflation may create additional uncertainties. It is noted that there was a downward trend in the price increases in 2023 and the said risks are decreasing.

- The slowdown or even recession of the European economy could adversely affect domestic economic activity, as 54% of Greek exports are directed to the European Union, while 60%-70% of tourist arrivals come from it.
- In addition, risks for the Greek economy arise due to the extreme weather conditions that hit various regions of the country in the summer of 2023, and especially the catastrophic floods in the region of Thessaly.
- The sharp increase in interest rates of the last year and consequently the cost of borrowing for households and businesses, which may have delayed the implementation of investment plans. In addition, the increased cost of borrowing, combined with the effects of the energy crisis, following the gradual abolition of fiscal support measures to businesses and households, could make it difficult to further reduce the NPL ratio.
- Finally, there are risks arising from the speed of absorption of the funds of the Recovery and Resilience fund and the implementation of the program, as well as possible delays in the implementation of structural reforms.

In conclusion, despite the volatile economic environment, as defined among others by geopolitical uncertainty, the maintenance of inflationary pressures and the sharp increase in interest rates by the main central banks, the Greek economy is expected to remain resilient, achieving higher rates in 2023-24 of GDP growth above European averages, supported by private consumption and rising investments.

Liquidity

The Company's liquidity remains sufficient and is expected to remain sufficient supported by the Company's future profitability. The cash flows generated from the Company's operations together with the cash balance as of 31 December 2023 of €4.97 million are expected to be sufficient to meet the Company's liabilities for the next 12 months.

Capital

The Company's capital satisfies and is expected to continue to satisfy the statutory thresholds regarding share capital and own funds. During 2023 the Company's own funds increased by €576 thousands mainly as a result of the creation of the special purpose reserve and the share capital increase.

Based on the above and taking into account:

- the Company's healthy liquidity and capital position,
- the positive outlook regarding the Company's performance based on its existing business
- the expected positive growth rate of the Greek Economy despite the adverse effects caused by inflationary pressures mainly in terms of energy prices and additionally the implementation of the National Recovery and Resilience Plan,

the Board of Directors estimates that, at least for the next 12 months from the date of approval of the financial statements, the conditions for the application of the going concern principle for the preparation of financial statements are met.

2.2 Basis of Presentation

The Financial Statements are presented in Euros (EUR or €), which is the currency of the primary economic environment in which the Company operates. Any differences are due to rounding of the relevant amounts.

The Financial Statements for the year ended on 31 December 2023, have been prepared:

a) in accordance with the International Financial Reporting Standards (IFRS), as they have been endorsed by the European Union, pursuant to Regulation (EC) No 1606/2002 of the European Parliament and of the Council of the European Union of 19 July 2002; and

b) on an historical cost basis.

2.3 Significant accounting judgments, estimates and assumptions

The preparation of the Company's financial statements according to International Financial Reporting Standards requires Management to make significant judgments, accounting estimates and assumptions that affect the amount of assets, liabilities, revenue and expenses, and the accompanying disclosures, and the disclosure of contingent assets and liabilities. The actual amounts may differ from estimated amounts.

The estimates and judgements are reviewed on a regular basis based on the experience of the past, as well as other factors, including expectations for future events that are considered reasonable under the specific circumstances, and are also constantly reviewed using all available information. Changes in judgements are likely to affect asset and liability balances and disclosures, the disclosure of contingent assets and liabilities as well as income and expenses presented.

The most important of these are listed below:

i) Critical accounting estimates and assumptions

Income taxes
The Company recognizes assets and liabilities for current and deferred tax, as well as the related expenses, based on estimates related to amounts expected to be paid to or recovered from tax authorities in current and future periods. Estimates are affected by factors such as the practical implementation of relevant legislation, expectations of future taxable profit and the settlement of disputes that may arise with tax authorities etc. Future tax audits, changes in tax legislation and the amount of taxable profit actually realised may result in adjustment to the amount deferred tax and tax payments recognized in the financial statements of the Company.

The Company recognizes deferred tax assets to the extent that it is probable that it will have sufficient future taxable profit available, against which, tax losses carried forward can be utilized. Estimating the expected future taxable income requires the application of judgement and making assumptions about future profitability. The estimation of the future taxable profits is based on forecasts of accounting results.

Retirement benefit obligations

The present value of the pension obligations for the Company's defined benefit plans depends on a number of factors that are determined on an actuarial basis using a number of assumptions. The assumptions used in determining the net cost/ (income) for pensions include the discount rate, salary rate increases, rate of departure of employees etc. At each reporting date, when the aforementioned obligation is reviewed, Management estimates these factors.

Impairment of non-financial assets and investments in subsidiaries

The Company assesses at each reporting date, whether there is an indication that a non-current asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal and its value in use. The recoverable amount of a cash- generating unit (CGU) is determined for impairment tests purposes based on value-in-use calculations which require the use of assumptions. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. The calculations use cash flow projections based on financial budgets approved by management. Cash flows beyond the period over which projections are available are extrapolated using estimated growth rates (see also note 3.10).

Determination of lease term

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated). The Company applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Company reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate.

Leases - Estimating the incremental borrowing rate

The Company cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Company 'would have to pay', which requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The Company estimates the IBR using observable inputs when available and is required to make certain entity-specific estimates (see also Note 3.5).

Merger of Resolute Asset Management SMPC with Resolute Cepal Greece S.A.

The Company elected to apply for merger of Resolute Asset Management SMPC with Resolute Cepal Greece S.A. in its financial statements the exchange of investment for net assets approach. When applying the exchange of investment for net assets approach, the difference between A) the amounts assigned to the assets and liabilities in the financial statements after the legal merger; and B) the carrying amount of the investment in the merged subsidiary before the legal merger, is recognized directly in the equity, within the account "Special Purpose Reserve (see also Note 4).

2.4.1 New and amended IFRS Standards that are effective for the current year

IFRS 17: Insurance Contracts
The standard is effective for annual periods beginning on or after 1 January 2023. This is a comprehensive new accounting standard for insurance contracts, covering recognition and measurement, presentation and disclosure. IFRS 17 applies to all types of insurance contracts issued, as well as to certain guarantees and financial instruments with discretional participation contracts. The company/group do not issue contracts in scope of IFRS 17; therefore, its application does not impact the company's/group's financial performance, financial position and cash flows. As a consequence, the amendments had no impact on the financial statements of the Company.

IAS 1 Presentation of Financial Statements and IFRS Practice Statement 2: Disclosure of Accounting policies (Amendments)
The Amendments are effective for annual periods beginning on or after January 1, 2023 with earlier application permitted. The amendments provide guidance on the application of materiality judgements to accounting policy disclosures. In particular, the amendments to IAS 1 replace the requirement to disclose 'significant' accounting policies with a requirement to disclose 'material' accounting policies. Also, guidance and illustrative examples are added in the Practice Statement to assist in the application of the materiality concept when making judgements about accounting policy disclosures.

The Company has assessed and amended their accounting policies disclosure in accordance with the IAS 1 guidance.

IAS 8 Accounting policies, Changes in Accounting Estimates and Errors: Definition of Accounting Estimates (Amendments)
The amendments become effective for annual reporting periods beginning on or after January 1, 2023 with earlier application permitted and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period. The amendments introduce a new definition of accounting estimates, defined as monetary amounts in financial statements that are subject to measurement uncertainty, if they do not result from a correction of prior period error. Also, the amendments clarify what changes in accounting estimates are and how these differ from changes in accounting policies and corrections of errors. The amendments had no impact on the financial statements of the Company.

IAS 12 Income taxes: Deferred Tax related to Assets and Liabilities arising from a Single Transaction (Amendments)
The amendments are effective for annual periods beginning on or after January 1, 2023 with earlier application permitted. The amendments narrow the scope of and provide further clarity on the initial recognition exception under IAS 12 and specify how companies should account for deferred tax related to assets and liabilities arising from a single transaction, such as leases and decommissioning obligations. The amendments clarify that where payments that settle a liability are deductible for tax purposes, it is a matter of judgement, having considered the applicable tax law, whether such deductions are attributable for tax purposes to the

liability or to the related asset component. Under the amendments, the initial recognition exception does not apply to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. It only applies if the recognition of a lease asset and lease liability (or decommissioning liability and decommissioning asset component) give rise to taxable and deductible temporary differences that are not equal. The amendments had no impact on the financial statements of the Company.

IAS 12 Income taxes: International Tax Reform - Pillar Two Model Rules (Amendments)
The amendments are effective immediately upon issuance, but certain disclosure requirements are effective later. The Organisation for Economic Co-operation and Development's (OECD) published the Pillar Two model rules in December 2021 to ensure that large multinational companies would be subject to a minimum 15% tax rate. On 23 May 2023, the IASB issued International Tax Reform—Pillar Two Model Rules – Amendments to IAS 12. The amendments introduce a mandatory temporary exception to the accounting for deferred taxes arising from the jurisdictional implementation of the Pillar Two model rules and disclosure requirements for affected entities on the potential exposure to Pillar Two income taxes. The Amendments require, for periods in which Pillar Two legislation is (substantively) enacted but not yet effective, disclosure of known or reasonably estimable information that helps users of financial statements understand the entity's exposure arising from Pillar Two income taxes. To comply with these requirements, an entity is required to disclose qualitative and quantitative information about its exposure to Pillar Two income taxes at the end of the reporting period. The disclosure of the current tax expense related to Pillar Two income taxes and the disclosures in relation to periods before the legislation is effective are required for annual reporting periods beginning on or after 1 January 2023, but are not required for any interim period ending on or before 31 December 2023. The amendments had no impact on the financial statements of the Company.

2.4.2 New and revised IFRS Standards in issue but not yet effective

The Company has not early adopted any other of the following standard, interpretation or amendment that has been issued but is not yet effective. In addition, the Company is in the process of assessing the impact of all standards, interpretations and amendments issued but not yet effective, on the financial statements.

IAS 1 Presentation of Financial Statements: Classification of Liabilities as Current or Non-current (Amendments)
The amendments are effective for annual reporting periods beginning on or after January 1, 2024, with earlier application permitted, and will need to be applied retrospectively in accordance with IAS 8. The objective of the amendments is to clarify the principles in IAS 1 for the classification of liabilities as either current or non-current. The amendments clarify the meaning of a right to defer settlement, the requirement for this right to exist at the end of the reporting period, that management intent does not affect current or non-current classification, that options by the counterparty that could result in settlement by the transfer of the entity's own equity instruments do not affect current or non-current classification. Also, the amendments specify that only covenants with which an entity must comply on or before the reporting date will affect a liability's classification. Additional disclosures are also required for non-current liabilities arising from loan arrangements that are subject to covenants to be complied with within twelve months after the reporting period.

The Company is examining the impact form the adoption of the above amendments on its financial statements.

IFRS 16 Leases: Lease Liability in a Sale and Leaseback (amendments)
The amendments are effective for annual reporting periods beginning on or after January 1, 2024, with earlier application permitted. The amendments are intended to improve the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction in IFRS 16, while it does not change the accounting for leases unrelated to sale and leaseback transactions. In particular, the seller-lessee determines 'lease payments' or 'revised lease payments' in such a way that the seller-lessee would not recognise any amount of the gain or loss that relates to the right of use it retains. Applying these requirements does not prevent the seller-lessee from recognising, in profit or loss, any gain or loss relating to the partial or full termination of a lease. A seller-lessee applies the amendment retrospectively in accordance with IAS 8 to sale and leaseback transactions entered into after the date of initial application, being the beginning of the annual reporting period in which an entity first applied IFRS 16.

The Company is examining the impact form the adoption of the above amendments on its financial statements.

IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments Disclosure - Supplier Finance Arrangements (Amendments)
The amendments are effective for annual reporting periods beginning on or after January 1, 2024, with earlier application permitted. The amendments supplement requirements already in IFRS and require an entity to disclose the terms and conditions of supplier finance arrangements. Additionally, entities are required to disclose at the beginning and end of reporting period the carrying amounts of supplier finance arrangement financial liabilities and the line items in which those liabilities are presented as well as the carrying amounts of financial liabilities and line items, for which the finance providers have already settled the corresponding trade payables. Entities should also disclose the type and effect of non-cash changes in the carrying amounts of supplier finance arrangement financial liabilities, which prevent the carrying amounts of the financial liabilities from being comparable. Furthermore, the amendments require an entity to disclose at the beginning and end of the reporting period the range of payment due dates for financial liabilities owed to the finance providers and for comparable trade payables that are not part of those arrangements. The amendments have not yet been endorsed by the EU.

The Company is examining the impact form the adoption of the above amendments on its financial statements.

IAS 21 The Effects of Changes in Foreign Exchange Rates: Lack of Exchangeability (Amendments)
The amendments are effective for annual reporting periods beginning on or after January 1, 2025, with earlier application permitted. The amendments specify how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking. A currency is considered to be exchangeable into another currency when an entity is able to obtain the other currency within a time frame that allows for a normal administrative delay and through a market or exchange mechanism in which an exchange transaction would create enforceable rights and obligations. If a currency is not exchangeable into another currency, an entity is required to estimate the spot exchange rate at the measurement date. An entity's objective in estimating the spot exchange rate is to reflect the rate at which an orderly exchange transaction would take place at the measurement date between market participants under prevailing economic conditions. The amendments note that an entity can use an observable exchange rate without adjustment or another estimation technique. The amendments have not yet been endorsed by the EU.

The Company is examining the impact form the adoption of the above amendments on its financial statements.

Amendment in IFRS 10 Consolidated Financial Statements and IAS 28 Investments in Associates and Joint Ventures: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

The amendments address an acknowledged inconsistency between the requirements in IFRS 10 and those in IAS 28, in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The main consequence of the amendments is that a full gain or loss is recognized when a transaction involves a business (whether it is housed in a subsidiary or not). A partial gain or loss is recognized when a transaction involves assets that do not constitute a business, even if these assets are housed in a subsidiary. In December 2015 the IASB postponed the effective date of this amendment indefinitely pending the outcome of its research project on the equity method of accounting. The amendments have not yet been endorsed by the EU.

The Company is examining the impact form the adoption of the above amendments on its financial statements.

3. Summary of Material Accounting Policies

3.1 Joint arrangements

Investments in joint arrangements are classified as either joint operations or joint ventures depending on the contractual rights and obligations of each investor. Joint ventures are accounted for using the equity method. Under the equity method of accounting, interests in joint ventures are initially recognised at cost and adjusted thereafter to recognise the Company's share of the post-acquisition profits or losses and movements in other comprehensive income. When the Company's share of losses in a joint venture equals or exceeds its interest in the joint ventures, the Company does not recognise further losses, unless it has incurred obligations or made payments on behalf of the joint venture. Unrealized gains on transactions between the Company and its joint ventures are eliminated to the extent of the Company's interest in the joint venture. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of joint ventures are changed where necessary to ensure consistency with the policies adopted by the Company.

A joint operation arises where the Company has rights to the assets and obligations of the operation. The Company recognizes its share of the assets, obligations, revenue, and expenses of the jointly controlled operation, including its share of those held or incurred jointly, in each respective line of its' financial statements.

3.2 Transactions in Foreign currency and Translation of foreign operations

The items included in the Financial Statements are expressed in the currency of the primary financial environment in which the Company operates (functional currency), namely Euro. Foreign currency transactions are translated into Euro, using the exchange rates prevailing on the dates of these transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year-end exchange rates are recognised in the statement of Total Comprehensive Income.

3.3 Property, Plant and Equipment

Property, plant, and equipment are recognized at cost, less accumulated depreciation, and any impairment losses.

Subsequent expenses related to the asset are recognized as an increase in the carrying value of fixed assets or as a separate fixed asset only to the extent that the expenses increase the future financial rewards anticipated from the use of the fixed asset and their cost can be measured reliably. Repair and maintenance costs are recognized as expenses when incurred.

Property, plant and Equipment of the Company include computers and other equipment. The depreciation of assets is calculated using the straight-line method during their estimated useful life:

Furniture and other equipment: 10 years
Computers: 5 years

Gains and losses from the sale of property and equipment are recognized at the time of sale in Statement of Total Comprehensive Income.

3.4 Intangible Assets

Software: Software licenses are measured at cost less accumulated amortisation and accumulated write offs. Amortisation is calculated based on the straight-line method over the useful life of such assets, which ranges from 1 to 10 years. In case of sale of a software or when no economic benefits are expected for the Company, the software is derecognized.

3.5 Leases

Rights of Use Assets

The Company recognizes right of use assets, at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at their cost, less any accumulated depreciation and impairment losses. Right-of-use assets include the amount of lease liabilities recognized, initial direct costs incurred, and the lease payments made on or before the commencement date, reduced by any lease incentives received. Unless the Company is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognized right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term. Right-of-use assets are subject to impairment on their own, or together with the cash generating unit to which they belong.

Lease Liabilities

At the commencement of the lease, the Company recognizes lease liabilities equal to the present value of the lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase right, which is reasonably certain to be exercised by the Company, and payments of penalties, if the lease term reflects the Company exercising option to terminate. The variable lease payments that do not depend on an index or a rate are recognized as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. In accordance with relevant methodology, the incremental borrowing rate (IBR) consists of two components a) applicable reference rate and b) credit spread figure. The applicable reference rate is estimated at the lease contract level and then aggregated as a weighted average of the sum of payments per contract, in order to calculate the relevant risk-free rate, while credit spread figure is estimated in accordance with the Group's credit profile based on the credit rating of listed companies that are considered comparable to the Group in terms of industry, activity and size. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is re-measured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment to purchase the underlying asset. The result of this remeasurement is disclosed in a line of the right-of-use assets note as modifications.

Short-term leases and leases of low value fixed assets

The Group applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the low-value assets recognition exemption to leases that are considered of low value (i.e., below five thousand Euros). Lease payments on short-term leases and leases of low-value assets are recognized as expense on a straight-line basis over the lease term.

3.6 Financial instruments

Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. The Company only has non-derivative financial instruments, comprising Contract assets & trade receivables and cash (financial assets), and trade and other payables and contract liabilities (financial liabilities). Non-derivative financial instruments are initially measured at the fair value, which is adjusted on initial recognition with transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities.

i) Financial Assets

Classification and subsequent measurement

Following initial recognition, financial assets are measured based on one of the following methods depending on their classification:

- Financial assets at fair value through profit or loss
- Financial assets at amortised cost (debt instruments)

The Company does not have any financial assets that are measured at fair value through Profit and Loss. Financial assets at amortised cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognized in the Statement of Total Comprehensive Income when the financial asset is derecognized, modified, or impaired. Trade receivables (which do not contain a significant financial component) are measured at the transaction price.

A financial asset ceases to be recognized in the Financial Statements, when the contractual rights of the Company to receive cash flows from the asset expire, or the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Purchases and disposals of financial assets executed in the ordinary course of business of the Company are recorded in the Financial Statements on the transaction date, i.e., on the date when the Company undertakes to purchase or sell that asset.

Impairment assessment

The company has performed the required assessment, and the expected credit loss is considered to be immaterial.

ii) Financial Liabilities

Debt liabilities are initially recognized at fair value less transaction costs. Then they are subsequently measured at amortised cost. Any difference between the initially received amounts and the value at the end of the loan is recorded in the income statement during the repayment period of the loan using the effective interest method. The company has no debt liabilities as at 31.12.2023.

A financial liability ceases to be recognized in the Financial Statements, when the contractual liabilities of the Company arising from it expire or are cancelled.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

3.7 Cash and Cash Equivalents

For the purpose of cash flow statement, cash and cash equivalents include cash in hand and demand deposits at banks.

3.8 Trade and other payables

Trade and other payables include trade and other liabilities. They are recognized at their nominal amounts, which are considered to be equal to fair value, unless the effect of the time value is significant.

3.9 Income tax (Current and Deferred)

The tax expense or credit for the period comprises current and deferred tax. Tax is recognised in the statement of total comprehensive income, except to the extent that it relates to items recognised directly in equity. In this case, the tax is also recognised in equity.

The Income tax expense or credit for the period is the expected tax payable on the taxable income for the year, using tax rates applicable at the balance sheet date, as well as the deferred tax.

Deferred tax is calculated on the temporary differences between carrying values and the tax base of assets and liabilities according to tax rates currently applicable or expected to be applicable at the time of settlement of the liability or asset.

A deferred tax asset is only recognized to the extent that it is possible that there will be future taxable profits against which the asset can be set off. Deferred tax assets are reduced accordingly, if it is probable that the relevant tax benefit will not be realized.

3.10 Impairment of non-financial assets

Tangible assets, intangible assets, right of use assets, investments in subsidiaries, associates and joint ventures and other non-current assets are reviewed at each balance sheet date to determine whether there is an indication of impairment and, if impaired, the carrying amount is adjusted to its recoverable amount. Assets that have an indefinite useful life and goodwill are not subject to amortisation and, are tested annually for impairment or more frequently if events or changes in circumstances indicate that they might be impaired. The recoverable amount is the higher of the fair value less cost to sell and value in use, i.e., discounted cash flows an asset is expected to generate based upon management's expectations of future economic and operating conditions. The impairment loss is recognized when the carrying amount exceeds the recoverable amount.

The Company at each balance sheet date reviews its assets for any impairment indicators. In cases that the carrying amount is higher than the recoverable amount, impairment loss is recognized through Statement of Total Comprehensive Income.

An impairment loss recognized in prior periods shall be reversed only if there is sufficient evidence that the impairment no longer exists or has been decreased. The reversal of impairment is recognized through Statement of Total Comprehensive Income.

For the year ended 31 December 2023, the Company conducted an impairment test for its investments and no impairment loss was recognized.

3.11 Employee benefits

Under Greek labour laws, employees and workers are entitled to post employment payments in the event of retirement with the amount of payment varying in relation to the employee's or worker's compensation and length of service. This program is considered as a defined benefit plan. This is calculated based on the years of service and estimated income of the employee on the date of retirement. 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 equity in other comprehensive income in the period in which they arise. Past-service costs are recognised immediately in profit or loss in the statement of total comprehensive income.

3.12 Provisions

Provisions are recognized when the Company has a current obligation (legal or constructive) as the result of a past event which involves future outflows for the settlement of the obligation and a reliable estimate of the amount of the obligation can be made. Provisions are reviewed on each balance sheet date and if the obligation no longer exists, the provision is reversed. Provisions are used only for the purpose for which they were initially made. Provisions for future operating losses are not recognized.

3.13 Share Capital

Principles of debt and equity
The financial instruments issued by the Company for the collection of funds are classified as financial liability or equity, based on the substance of the contract and the definitions of the financial liability and Equity.

Share Capital
The shares are registered in Equity when there is no obligation to pay in cash or other financial asset or to exchange financial assets in terms that may be unfavorable for the Company.

Transaction costs for Share capital increase
The transaction costs of an equity transaction are accounted for as a deduction from equity to the extent they are incremental costs directly attributable to the equity transaction that otherwise would have been avoided.

3.14 Revenue recognition

The Company recognizes revenue from the provision of advisory and coordinating services for the acquisition and management of claims and real estate. Revenue is measured based on the consideration to which the Company expects to be entitled in a contract with a customer and excludes amounts collected on behalf of third parties. The Company recognizes revenue when it transfers control of a service to a customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those services.

Recognition & Measurement

The Company provide to its customers, advisory and coordinating services for the acquisition and management of claims and real estate. For the provision of the above-mentioned services, the Company collects a fee from its customers.

The individual services are not distinct since the Company's customers cannot benefit from each individual service on its own and additionally no other relevant resources are available to its customers in order to be able by using them to provide advisory and coordinating services for the acquisition and management of claims and real estate. The aforementioned services promised to the Company's customers are not separately identifiable since they are interdependent and highly interrelated in the sense that the Company cannot fulfill its promise by transferring each of those services independently. In this context, all the services promised in the contracts with the Company's customers are accounted for as a single performance obligation.

Revenue from the above-mentioned services is recognized over time since the Company's customers simultaneously receive and consume the benefits provided by the Company's performance as the Company performs.

The normal credit term provided by the Company to its customers is 30 days.

Presentation

<u>Trade receivables</u>
A trade receivable depicts the Company's right to consideration that is unconditional. A right to consideration is unconditional if only the passage of time is required before payment of the consideration is due. The Company accounts for its receivables in accordance with IFRS 9.

Contract assets
A contract asset depicts the Company's right to consideration in exchange for services that the Company has transferred to its customers. Whenever, the Company performs by transferring services to a customer before the customer pays consideration or before payment is due, the Company presents the contract as a contract asset. The Company assesses its contract assets for impairment in accordance with IFRS 9.

Contract liability
A contract liability depicts the Company's obligation to transfer services to its customers for which the Company has received consideration (or an amount of consideration is due) from the customer. Whenever, a customer pays consideration, or the Company has a right to an amount of consideration that is unconditional (i.e., a receivable), before the Company transfers a product or service to the customer, the Company presents the contract as a contract liability when the payment is made or the payment is due (whichever is earlier).

3.15 Reserves

Statutory reserves: Under Greek law, corporations are required to transfer a minimum of 5% of their annual net profit as reflected in their statutory books to a statutory reserve until this reserve is equal to one third of the outstanding share capital. This reserve cannot be distributed during the existence of the corporation but can be used to offset accumulated losses (please refer to Note 12). This reserve is recognised in the financial year that the Annual General Meeting of Company's shareholders approve its formation.

3.16 Definition of related parties

Pursuant to International Accounting Standard 24 "Related Party Disclosures", related parties in relation to the Company are:

i. The shareholders of the Company: a) Cepal Services and Holdings S.A. and b) Resolute Asset Management Holdings (Malta) Limited, the shareholders of shareholders and those legal entities classified for the Company of the abovementioned companies as:
   - Subsidiaries;
   - Joint Ventures; or
   - Affiliates.

ii. Individuals that act as Key Management Personnel and members of their immediate family.

The immediate family members are those family members who may influence, or be influenced by, that person in their dealings with the entity and include:

a. that person's children and spouse or domestic partner;
b. children of that person's spouse or domestic partner; and
c. dependants of that person or that person's spouse or domestic partner.

4. Acquisition of Resolute Asset Management SMPC & Legal merger with Resolute Cepal Greece

I. Acquisition of Resolute Asset Management SMPC

During September 2023, as part of the Project Jane, the Company acquired the total shares of Resolute Asset Management SMPC, for a total consideration of €250.000 which was paid through a bank transfer on 20.09.2023.

The fair values of the identifiable assets and assumed liabilities are depicted in the table below:

(Amounts in Euro)	**Fair Values 30.09.2023**
Tangible assets	1,563,344
Investments	592,616
Deferred tax assets	353,649
Defined benefit obligation	(51,304)
Liabilities	(2,560,384)
Total identifiable assets acquired and liabilities assumed	**(102,080)**
Bargain on Purchase	**102,081**
Total consideration	**1**
Satisfied by:	
Cash	250,000
Receivable from adjustment of consideration paid	(249,999)
Total consideration	**1**

For the acquisition of Resolute Asset Management SMPC, the consideration agreed was €250,000 which was paid in cash by RCG, as per above table. The parties have agreed a price adjustment mechanism based on the equity of Resolute Asset Management SMPC on a specific date. Given that the equity position was negative the consideration will be adjusted downwards as per the provisions of the agreement between the parties.

At the acquisition date, the total identifiable assets acquired, and the liabilities assumed were recognised at fair value, except for the defined benefit obligation and the respective deferred tax asset which were recognised and measured according to IAS 19 and IFRS 12 respectively.

II. Merger of Resolute Asset Management SMPC with Resolute Cepal Greece S.A.

On December 2023, the Company acquired through a legal merger in accordance with the provisions of Laws 4601/2019 and 4172/2013, its 100% subsidiary Company Resolute Asset Management SMPC and as a result of the legal merger the Company was automatically substituted according to law, as universal successor in all the property of Resolute Asset Management SMPC.

The fair values which have been recognised at the acquisition of Resolute Asset Management SMPC become the cost of these assets for Resolute Cepal Greece. The acquired assets (including investments in subsidiaries, associates, or joint ventures held by the merged subsidiary) and assumed liabilities are recognised at the carrying amounts as at the date of the legal merger. This includes any intangible assets, or other adjustments arising from measurement at fair value upon acquisition that were recognised when the subsidiary was originally acquired, less the subsequent related amortization, depreciation and impairment losses, as applicable.

Management selected as an accounting policy, to recognise directly in the equity, within the account "Special Purpose Reserve", any difference between:

A. The amounts assigned to the assets and liabilities in the parent's separate financial statements after the legal merger; and

B. The carrying amount of the investment in the merged subsidiary before the legal merger.

These values are shown in the table below:

Balances of Resolute Asset Management SMPC as of the merger date:	
(Amounts in Euro)	**28.12.2023**
Assets	
Non-current assets	
Property, plant and equipment & right of use assets	440,761
Investments	592,616
Goodwill	102,081
Deferred tax assets	438,955
Other non-current assets	52,730
Total non-current assets	**1,627,143**
Current assets	
Contract assets & trade receivables	584,693
Other Assets	196,575
Cash & cash equivalents	428,874
Total current assets	**1,210,142**
Total Assets	**2,837,285**
Non-current liabilities	
Long term lease liabilities	408,748
Total long-term liabilities	**408,748**
Short-term liabilities	

Trade and other payables	251,800
Contract liabilities	1,217,936
Other taxes and duties	46,559
Other liabilities	340,000
Total current liabilities	**1,856,295**
Total liabilities	**2,265,043**
Net Assets	**572.242**
Investment of RCG in Resolute Asset Management SMPC	700,001
Net assets recognised at Total Equity	**(127,759)**

Total Equity is analyzed below:

Special Purpose Reserve as at 31.12.2023	1,200,999
Retained Earnings of acquired subsidiary as at 31.12.2023	(1,328,758)
Net assets recognised at Total Equity	**(127,759)**

Following the completion of the merger of Resolute Asset Management SMPC with Resolute Cepal Greece S.A., the 2023 financial statements include the activities of both companies. As a result, the financial figures for the current period are not directly comparable with the previous period.

5. Investments

Following the completion of the transaction (see Note 4), the Company owns a 55% interest in ReInvest Greece S.A. ("ReInvest").

On the date of acquisition of Resolute Asset Management SMPC, the Company measured its investment in ReInvest at its fair value of €593 thousands.

The Company's percentage (i.e. 55%) is accounted for using the equity method in the financial statements. The reconciliation with the carrying amount of the investment in the financial statements is presented below:

(Amounts in Euro)

Cost as at 01 January 2023	**-**
Fair value measurement at 30.09.2023	592,616
Loss for the period 01.10-31.12.2023	(12,824)
Impairement provision	-
Cost as at 31 December 2023	**579,792**

6. Property, Plant and Equipment & Right-of-use-assets

Property, Plant and Equipment and Right of Use assets are analyzed as follows:

(Amounts in Euro)	**Furniture and other equipment**	**Right-of-use-assets (buildings)**	**Right-of-use-assets (vehicles)**	**Total**
Cost				
Balance at 1 January 2022	**12,385**	**19,485**	**-**	**31,870**
Additions for the year	-	140,606	7,546	148,152
Balance at 31 December 2022	**12,385**	**160,091**	**7,546**	**180,022**
Balance at 1 January 2023	**12,385**	**160,091**	**7,546**	**180,022**
Additions	36,621	83,525	-	120,146
Additions due to legal merger with subsidiary	228,225	677,409	-	905,634
Disposals	-	(141,348)	(7,546)	(148,893)
Disposals due to legal merger with subsidiary	-	(60,969)	-`	(60,969)
Balance at 31 December 2023	**277,231**	**718,708**	**-**	**995,940**
Accumulated Depreciation				
Balance at 1 January 2022	**11,824**	**3,897**	**-**	**15,721**
Depreciation for the year	229	14,031	3,937	18,197
Balance at 1 January 2022	**12,053**	**17,928**	**3,937**	**33,918**
Balance at 1 January 2023	**12,053**	**17,928**	**3,937**	**33,918**
Additions due to legal merger with subsidiary	163,348	244,620	-	407,968
Additions for the year	1,501	20,052	3,653	25,206
Disposals for the year	-	(25,471)	(7,590)	(33,061)
Balance at 31 December 2023	**176,902**	**257,128**	**-**	**434,031**
Net BookValue				
Balance at 31 December 2022	**332**	**142,163**	**3,609**	**146,104**
Balance at 31 December 2023	**100,328**	**461,580**	**-**	**561,909**

On the Company's property, plant and equipment, there are no pledges or other commitments. The Company's Management believes that during the 31 December 2023 there is no indication of impairment of the value of its property, plant and equipment.

7. Intangible assets

Intangible assets are analyzed as follows:

(Amounts in Euro)

Cost	Software
Balance at 31 December 2022	**392**
Balance at 01 January 2023	**392**
Additions	6,478
Balance at 31 December 2023	**6,870**
Accumulated Amortisation	
Balance at 01 Januaru 2022	**372**
Amortisation for the year	20
Balance at 31 December 2022	**392**
Balance at 01 January 2023	**392**
Amortisation for the year	-
Balance at 31 December 2023	**392**
Net book value	
Balance at 31 December 2022	**-**
Balance at 31 December 2023	**6,478**

8. Deferred Tax

Deferred income tax is recognized on temporary differences that arise between the tax base of assets and liabilities and the corresponding amounts in the Financial Statements. According to paragraph 1 of article 22 of law 4799/2021 the income tax rate for legal entities is 22% for the income of the fiscal year 2021 and onwards.

The movement of the deferred income tax account is broken down as follows:

(Amounts in Euro)	Right of Use assets	Provision for staff indemnities	Tax losses recognized	Provision for expected credit losses	Revaluation of investment in Fair Value	Other Provisions	Total
Balance as 01.01.2022	**409**	**715**	**36,679**	**-**	**-**	**-**	**37,803**
(Debit)/credit of profit and loss account	825	555	(36,679)	-	-	-	(35,299)
(Debit)/credit of other comprehensive income	-	(276)	-	-	-	-	(276)

Balance as at 31.12.2022	**1,234**	**994**	**-**	**-**	**-**	**-**	**2,227**
Balance as at 01.01.2023	**1,234**	**994**	**-**	**-**	**-**	**-**	**2,227**
(Debit)/credit of profit and loss account	3,476	3,074	79,972	719	(6,350)	(138,703)	(57,813)
(Debit)/credit of other comprehensive income	-	171	-	-	-	-	171
Balance transferred from legal merger	-	-	335,955	-	-	-	335,955
Balance as at 31.12.2023	**4,710**	**4,238**	**415,927**	**719**	**(6,350)**	**(138,703)**	**280,540**

Deferred tax recognized in the income statement is attributable to temporary differences, the effect of which is analyzed in the table below together with the reconciliation between the effective and nominal tax rate for the Company:

Income tax reconciliation		**31.12.2023**		**31.12.2022**
(Amounts in Euro)	**%**	**Amount**	**%**	**Amount**
Profit/ (Loss) before income tax		**674,110**		**1,104,493**
Income tax based on the Greek (nominal) tax rate 22% (31.12.2022: 22%)	(22.0%)	(148,304)	(22.0%)	(242,988)
Increase/decrease resulting from:				
Recognition of expenses not recognized in the previous year	(2.0%)	(13,756)	-	-
Non-deductible expenses		(92,480)		(4,606)
Income Tax expense in Comprehensive Income	(37.8%)	**(254,541)**	(22.4%)	**(247,595)**
Deferred tax calculated on actuarial profit/(losses)		171		(276)
Deferred tax on Other Comprehensive Income		**171**		**(276)**
Income tax expense in Other Comprehensive Income		**171**		**(276)**
Total income tax expense		**(254,370)**		**(247,870)**
Current Income Tax		(79,972)		(212,295)
Previous year Income tax		(13,756)		-
Deferred Tax		(160,642)		(35,575)
Total		**(254,370)**		**(247,870)**

9. Contract Assets & Trade receivables

Amounts relating to contract assets are balances due from customers that represent the portion of services that has been already delivered to customers and not yet invoiced. These contract assets are expected to be invoiced within the following year. Any amount previously recognized as a contract asset is reclassified to trade receivables at the point at which it is invoiced to the Company's customers.

The Company's contract assets and trade receivables are broken down as follows:

(Amounts in Euro)	**31.12.2023**	**31.12.2022**
Contract assets (related parties)	3,797,852	89,206
Contract assets (non-related parties)	-	469,068
Customers (related parties)	713,678	35,886
Customers (non-related parties)	56,146	213,029
Total	**4,567,676**	**807,190**
Provision for impairment of receivables	(3,257)	-
Total	**4,564,419**	**807,190**

The increase in contract assets and trade receivables is mainly due to the increase of the Company's activities during the year, as well as of the acquisition of the subsidiary company Resolute Asset Management SMPC.

10. Other current and non-current assets

Other current assets are analysed as follows:

(Amounts in Euro)	**31.12.2023**	**31.12.2022**
Receivable from income tax	181,643	**-**
Receivable arising from legal merger	249,999	-
Income tax advance	195,043	9,164
Prepaid expenses	1,224,997	72,542
Transaction accounts	193,250	-
Other	5,143	2,530
Total	**2,050,075**	**84,237**

The increase of Other current assets is mainly due to the increase of the Company's activities during the year, as well as of the acquisition of the subsidiary company Resolute Asset Management SMPC.

Other non-current assets are analysed as follows:

(Amounts in Euro)	**31.12.2023**	**31.12.2022**
Building rental guarantees	53,730	**-**
Total	**53,730**	**-**

11. Cash and cash equivalents

The cash and cash equivalents of the Company are broken down as follows:

(Amounts in Euro)	**31.12.2023**	**31.12.2022**
Cash	245	196
Cash in Banks	4,968,209	1,594,856
Total	**4,968,453**	**1,595,053**

The increase in cash in Banks balance relates to the increase of the Company's activities during the year, as well as of the acquisition of the subsidiary company Resolute Asset Management SMPC.

12. Share Capital and reserves

The share capital is analyzed as follows:

(Amounts in Euro)	**Ordinary Shares**	**Preference Shares**	**Ownership (%)**
Cepal Services and Holdings S.A.	25,000	9,524	58%
Resolute Asset Management Holdings (Malta) Limited	25,000	-	42%

Pursuant to the decision of the General Meeting dated 14 September 2023, the Company's share capital was increased by €34,524, following the issue of:

(a) 25,000 ordinary registered shares with a nominal value of €1 each and an issue price of €11 each,

(b) 9,524 preference registered shares without voting rights, non-convertible into ordinary shares, with a nominal value of €1 each and an issue price at par.

Therefore, the share capital of the Company as at 31.12.2023 equals to €59,317, divided by 50,000 ordinary registered shares of nominal value €1 each and 9,524 preference registered shares without voting rights, not convertible into common shares, of nominal value €1 each. The Company's share capital includes an amount of €207 in relation to the capital increase expenses.

The reserves are analysed as follows:

(Amounts in Euro)	**31.12.2023**	**31.12.2022**
Statutory reserve	8,333	4,453
Share premium reserve	250,000	-
Special pupropse reserve	(127,759)	-
Total	**130,574**	**4,453**

The "Share premium reserve" cas created due to the issuance of 25,000 ordinary shares with a nominal value of €1 each and an issue price of €11 each. The "Special purpose reserve" was created following the legal merger of Resolute Asset Management ("SMPC") with Resolute Cepal Greece S.A. ("RCG") on December 28, 2023, based on the Merger agreement dated November 16, 2023 (please see note 4).

13. Post-employment benefits

The amounts recorded on the Statement of Financial Position based on the actuarial study, are as follows:

(Amounts in Euro)	**1.1-31.12.23**	**1.1-31.12.22**
Amounts recognized in Statement of Financial Position		
Present value of obligations	19,265	4,517
Net Liability/(Asset) in Statement of Financial Position	**19,265**	**4,517**
Amounts recognized in Statement of Total Comprehensive Income		
Current service cost	2,665	2,496
Net interest on the net defined benefit liability/(asset)	174	25
Regular Total Comprehensive Income Charge	**2,839**	**2,521**
Recognition of past service cost	11,134	**-**
Total Comprehensive Income Charge	**13,973**	**2,521**
Reconciliation of benefit obligation		
Defined Benefit Obligation (DBO) at start of period	4,517	3,250
Current service cost	2,665	2,496
Interest cost	174	25
Past service cost arising over last period	11,134	-
Actuarial (gain)/loss - financial assumptions	159	(1,285)
Actuarial gain/(loss) - demographic assumptions	50	-
Actuarial (gain)/loss – experience	566	31
Defined Benefit Obligation (DBO) at end of period	**19,265**	**4,517**
Remeasurements		
Liability gain/(loss) due to changes in assumptions	(209)	1,285
Liability experience gain/(loss) arising during the year	(566)	(31)
Total actuarial gain/(loss) recognized in Statement of Total Comprehensive Income	**(775)**	**1,254**
Movements in Net Liability/(Asset) in Statement of Financial Position		
Net Liability/(Asset) at the beginning of the period	4,517	3,250
Total expense recognized in the income statement	13,973	2,521
Amount recognized in OCI	775	(1,254)
Net Liability/(Asset) in Statement of Financial Position	**19,265**	**4,517**

The main actuarial assumptions used for accounting purposes are:

	2023	**2022**
Discount interest rate	3.21%	3.85%
Inflation	2.10%	2.60%
Future salary raises	2.20%	2.70%

Sensitivity analysis					
	Discount rate	**Discount rate**	**Salary Increase**	**Salary Increase**	**Half withdrawal**
	+0.5%	**-0.5%**	**+0.5%**	**-0.5%**	
Impact on defined benefit obligation	-4.5%	+4.7%	+4.2%	-4.0%	+0.4%

14. Lease liabilities

The lease liabilities on 31.12.2023 relate to the recognition of liability from the application of IFRS 16 on Buildings and car leases used by the Company itself. The lease liability is analyzed below as follows:

(Amounts in Euro)	Lease liabilities (Buildings)	Lease liabilities (Cars)	Total
Balance as at 01.01.2022	**17,447**	**-**	**17,447**
Additions	140,606	7,546	**148,152**
Accretion of Interest	2,428	124	**2,552**
Repayment	(12,752)	(4,020)	**(16,772)**
Balance as at 31.12.2022	**147,730**	**3,650**	**151,380**
Balance as at 01.01.2023	**147,730**	**3,650**	**151,380**
Additions	83,922	94	**84,016**
Additions from the acquisition of subsidiary	453,011	-	**453,011**
Intercompany lease elimination	(44,263)	-	**(44,263)**
Derecognition	(125,558)	-	**(125,558)**
Accretion of Interest	2,899	36	**2,935**
Repayment	(34,752)	(3,780)	**(38,532)**
Balance as at 31.12.2023	**482,988**	**-**	**482,988**

The maturity of the specific financial liabilities is analyzed as follows:

(Amounts in Euro)	**Nominal amount**			
	Total	**Up to 1 year**	**From 1 to 5 years**	**Above 5 years**
31.12.2022	**165,440**	24,643	96,034	44,764
31.12.2023	**505,484**	262,967	242,517	-

(Amounts in Euro)	**Discounted amount**			
	Total	**Up to 1 year**	**From 1 to 5 years**	**Above 5 years**
31.12.2022	**151,380**	21,437	86,434	43,508
31.12.2023	**482,988**	245,431	237,557	-

15. Trade and other payables

Trade and other payables on 31.12.2023 are broken down below as follows:

(Amounts in Euro)	**31.12.2023**	**31.12.2022**
Domestic suppliers	1,930,516	616,956
Foreign suppliers	785,068	42,743
Other payabales	73,574	-
Total	**2,789,158**	**659,699**

The increase in trade and other payables is due to the increase of the Company's activities during the year, as well as of the acquisition of the subsidiary company Resolute Asset Management SMPC.

16. Contract liabilities

Contract liabilities on 31.12.2023 are broken down below as follows:

(Amounts in Euro)	**31.12.2023**	**31.12.2022**
Contract liabilities from non-related parties	300	-
Contract liabilities from related parties	6,539,757	-
Total	**6,540,057**	**-**

The increase in contract liabilities is due to the increase of the Company's activities during the year, as well as of the acquisition of the subsidiary company Resolute Asset Management SMPC.

17. Other taxes and duties

Liabilities from other taxes and duties on 31.12.2023 are broken down below as follows:

(Amounts in Euro)	**31.12.2023**	**31.12.2022**
Liabilities to social security organizations	84,481	45,568
Payroll Withholding tax	84,572	46,437
Income and other taxes	196,449	217,835
Total	**365,501**	**309,841**

18. Accrued Expenses

Accrued Expenses on 31.12.2023 are broken down below as follows:

(Amounts in Euro)	**31.12.2023**	**31.12.2022**
Accrued fees for audit, accounting, and consulting services	69,775	30,000
Accrued fees and expenses for legal services	675,880	223,350
Payroll expenses	427,902	200,000
Accrued expenses from related entities	48,629	223,224
Total	**1,222,186**	**676,574**

The increase in accrued expenses is due to the increase of the Company's activities during the year, as well as of the acquisition of the subsidiary company Resolute Asset Management SMPC.

19. Revenue / Expenses

19.1 Revenue

(Amounts in Euro)	**01.01 - 31.12.2023**	**01.01 - 31.12.2022**
Revenue from the provision of receivables servicing	3,888,058	3,689,760
Total	**3,888,058**	**3,689,760**

19.2 Personnel Fees and Expenses

On 31 December 2023, the Company employed 44 people (2022:19) and the average of the employees for the period 1 January – 31 December 2023 was 25 (2022: 18).

(Amounts in Euro)	**01.01 - 31.12.2023**	**01.01 - 31.12.2022**
Gross Remuneration	1,556,086	1,091,342
Other benefits and expenses	45,017	37,820
Employer contributions	247,979	197,322
Provision for post-employment benefits	13,973	2,521
Total	**1,863,055**	**1,329,005**

The increase in Personnel Fees and Expenses is due to the increase of the Company's personnel during the year.

19.3 Other Operating Expenses

(Amounts in €)	**01.01 - 31.12.2023**	**01.01 - 31.12.2022**
Third party fees and expenses	1,851,012	1,173,897
Subsciptions and licence rights	78,955	48,405
Tax duties	11,496	4,154
IT expenses	41,338	270
Provision for impairment of receivables	3,267	-
Short term leases	1,594	-
Other expenses	30,221	7,946
Total	**2,017,882**	**1,234,673**

The increase in Other operating expenses is due to the increase of the Company's activities during the year, as well as of the acquisition of the subsidiary company Resolute Asset Management SMPC.

19.4 Depreciation and Amortisation expenses

(Amounts in Euro)	**01.01 - 31.12.2023**	**01.01 - 31.12.2022**
Depreciation of property, plant, and equipment	1,501	229
Depreciation of right of use assets	23,704	17,968
Total	**25,205**	**18,197**

19.5 Net finance income/(expenses)

(Amounts in Euro)	**01.01 - 31.12.2023**	**01.01 - 31.12.2022**
Interest charges and related expenses	3,472	964
Lease interest	2,935	2,553
Total	**6,406**	**3,517**

20. Passthrough expenses and income from passthrough expenses

The passthrough expenses equals to €6,338,206 and income from passthrough expenses for the 31.12.2023 equals to €6,989,023 (31.12.2022: both expenses and income €2,508,309).

The passthrough expenses relate to third party fees and expenses relating to the provision of advisory and coordinating services for the acquisition and management of claims and real estate. The company reinvoices these costs with a mark-up.

21. Contingent liabilities and commitments

Legal Affairs
There are no pending cases or lawsuits filed by third parties against the Company for which a material cash outflow is expected.

Tax Issues
The Company has not been audited by the tax authorities for the financial years 2014 to 2022.

According to article 65A of Law 4174/2013, as of financial year 2011, statutory auditors and audit firms carrying out statutory audits in Companies are obliged to issue an annual Tax Compliance Report on the application of tax provisions to tax objects. Article 56 of Law 4410/3.8.2016 for the financial years from 01.01.2016 onwards, makes the issuance of the Tax Compliance Report optional.

The financial years 2012 - 2017 are considered time-barred in accordance with the provisions of circular POL.1208/20.12.2019 of the Independent Authority of Public Revenue. For the financial years 2021 - 2022, the Company has been subject to the tax audit of the Certified Public Accountants provided for in article 82, paragraph 5 of Law 2238/1994 and article 65A of Law 4174/2013 and has received respectively the Tax Compliance Reports without reservations. With article 56 of Law 4410/3.8.2016, for the financial years from 01.01.2016 the issuance of a tax certificate became optional. However, the Company has decided to continue receiving the tax certificate.

For the financial year ended 31.12.2023, the tax audit of the Company is already being carried out by Deloitte Certified Public Accountants S.A., while the tax compliance report is expected to be completed and issued after the approval of the annual financial statements. Upon completion of the tax audit, the Company's Management does not expect significant tax liabilities to arise.

According to POL 1006/5.1.2016, businesses for which a tax certificate is issued without reservations for violations of tax legislation are not exempted from regular tax inspection by the competent tax authorities. It is therefore possible for tax authorities to come back and carry out their own tax audit. However, it is estimated by the Company's management that the results of such future audits by the tax authorities, if ultimately carried out, will not have a significant impact on the Company's financial position.

With regard to the acquired Company Resolute Asset Management SMPC, the acquired Company has not been tax-audited since the date of its establishment, i.e. 04.07.2014. As a result of tax audits by tax authorities, additional fines and taxes may be imposed for financial years that have not been audited by tax authorities, the amounts of which cannot be accurately determined. In case of an audit for the non-time-barred financial years, the audited Company is the universal successor of the acquired Company and is fully liable to the tax authorities. However, the Company's Management does not expect significant tax liabilities to arise, due to the size and activity of the acquired company.

22. Related-party transactions

Transactions and balances between the Company and related parties (as defined in IAS 24) are listed below:

All transactions with related parties are performed under market conditions.

a) Revenues from the provision of services

	01.01 - 31.12.2023			01.01 - 31.12.2022
(Amounts in Euro)	**Provision of services**	**Accrued income**	**Rent Income**	**Provision of services**
Alpha Bank S.A.	121,101	34,033	-	187,673
Cepal Hellas S.A.	6,486,164	3,563,491	-	5,013,937
Resolute Asset Management S.A.	-	-	15	-
REM Real Estate Management S.A.	-	-	189	-
RE Invest Greece S.A.	-	-	629	-
Resolute Hellas S.A.	-	-	3	-
RE Invest Valuations	-	-	3	-
REOCO Galaxy II S.A.	212,904	98,902	-	-
REOCO Galaxy IV S.A.	108,235	41,939	-	-
REOCO Orion X S.A.	51,368	25,797	-	-
REOCO Cosmos S.A.	71,066	33,691	-	-
Total	**7,050,838**	**3,797,853**	**839**	**5,201,610**

b) Expenses

	01.01 - 31.12.2023					01.01 - 31.12.2022	
(Amounts in Euro)	**Interest and similar expenses**	**Service provision**	**Rent Income**	**Accrued expenses**	**Acquisition of assets**	**Interest and similar expenses**	**Service provision**
Alpha Bank S.A.	3,442	-	-	-	-	964	-
Cepal Services and Holdings S.A.	-	53,883	-	-	-	-	71,844
Cepal Hellas S.A.	-	459,433	15,613	15,272	6,724	-	881,188
Alpha Astika Akinita S.A.	-	1,187,016	-	524,864	-	-	685,755
Alpha Real Estate Management and	-	-	-	-	-	-	218,182

Investments S.A.							
Recognyte UK	-	78,389	-	-	-	-	-
Resolute LLP	-	220,000	-	7,832	-	-	-
RE Invest Greece S.A.	-	326,953	-	-	-	-	-
Total	**3,442**	**2,325,675**	**15,613**	**547,968**	**6,724**	**964**	**1,856,968**

c) Receivables

	31.12.2023				**31.12.2022**		
(Amounts in Euro)	**Sight deposits**	**Other receivables**	**Loan receivables / Cash facilities**	**Contract assets**	**Sight deposits**	**Other receivables**	**Contract assets**
Alpha Bank S.A.	4,541,096	123,933	-	34,033	1,594,856	-	47,193
Cepal Hellas S.A.	-	-	-	3,563,491	-	35,886	42,013
Recognyte LTD	-	431,455	-	-	-	-	-
Resolute LLP	-	1,860	-	-	-	-	-
Resolute Asset Management Holdings Malta LTD	-	-	36,250	-	-	-	-
RAM SRL Italy	-	1,766	-	-	-	-	-
RAM Bulgaria	-	2,470	-	-	-	-	-
RAM Cyprus LTD	-	485	150,000	-	-	-	-
Resolute Asset Managemet S.A.	-	155	7,000	-	-	-	-
RE Invest Valuations SMPC	-	124	10	-	-	-	-
RE Invest Greece S.A.	-	5,074	-	-	-	-	-
REOCO Galaxy II S.A.	-	76,251	-	98,902	-	-	-
REOCO Galaxy IV S.A.	-	26,310	-	41,939	-	-	-
REOCO Orion X S.A.	-	15,150	-	25,797	-	-	-
REOCO Cosmos S.A.	-	32,699	-	33,691	-	-	-
Total	**4,541,096**	**717,733**	**193,260**	**3,797,852**	**1,594,856**	**35,886**	**89,206**

d) Payables

	31.12.2023				31.12.2022	
(Amounts in Euro)	**Accrued expenses**	**Loan payables / Cash facilities**	**Customer liabilities and advance payments**	**Trade payables**	**Accrued expenses**	**Trade payables**
Alpha Astika Akinita S.A.	524,864	-	-	679,498	270,122	259,639
Cepal Hellas S.A.	15,272	-	5,110,472	-	82,844	-
RE Invest Greece S.A.	-	-	12,417	-	-	-
Recognyte UK	-	-	-	374,418	-	-
Resolute LLP	7,832	-	-	415,064	-	-
RAM Dubai	-	-	-	58,258	-	-
RAM Portugal	-	100,000	-	-	-	-
RAM ROMANIA	-	170,000	-	-	-	-
RAM Bulgaria	-	-	-	333	-	-
RAM Cyprus LTD	-	-	-	64,521	-	-
RESOLUTE ADVISORS MENA LTD	-	70,000	-	-	-	-
Resolute Hellas S.A.	-	504,274	-	-	-	-
Total	**547,968**	**844,274**	**5,122,889**	**1,592,091**	**352,966**	**259,639**

23. Auditors' fees

The fees of "Deloitte Certified Public Accountants S.A.", statutory auditor of the Company is analysed below:

(Amounts in Euro)	**31.12.2023**	**31.12.2022**
Fees for statutory audit	18,000	13,000
Fees for the issuance of tax certificate	12,000	9,000
Total	**30,000**	**22,000**

24. Financial Risk Management

The Management of the Company has assessed the consequences that can arise in the financial risk management due to the general situation of the business environment in Greece. More generally, as mentioned in Going Concern section (Note 2.1.), Management does not consider that any negative event in the Greek economy will have material impact on the smooth operation of the Company.

a. Capital Risk Management

The Company manages its capital to ensure that the company will continue to be viable while maximizing the return to the stakeholders. The capital structure of the Company consists of cash and cash equivalents and equity attributable to equity holders, comprising of issued capital, reserves and retained earnings. The Company's capital satisfies and is expected to continue to satisfy the statutory thresholds regarding share capital and own funds. During 2023 the Company's own funds increased by €576 thousands mainly as a result of the creation of the special purpose reserve and the share capital increase.

b. Credit Risk

The Company's credit risk is primarily attributable to its trade and other receivables. The Company's credit risk is very low due to the credit quality of the counterparties.

c. Foreign Exchange Risk

There is no foreign exchange risk as Company's transactions in foreign currency are not considered material.

d. Interest Rate Risk

There is no interest rate risk since the Company has no debt liabilities.

e. Price Risk

There is no price risk since the Company has no investments or other market traded investments.

f. Liquidity Risk

The cash flows generated from the Company's operations together with the cash balance as of 31 December 2023 of €4.97 million are expected to be sufficient to meet the Company's liabilities in a timely manner. Additionally, through the planning of liquidity needs and the collection of its debts by customers and the monitoring of its cash, the Company manages its cash and liquidity risk.

The following tables present the Company's contractual maturity for its financial liabilities:

		31.12.2023		
(Amounts in Euro)	**Up to 1 year**	**From 1 to 5 years**	**Above 5 years**	**Total**
Trade and other payables	2,789,158	-	-	**2,789,158**
Lease liabilities	262,967	242,517	-	**505,484**
Total	**3,052,124**	**242,517**	**-**	**3,294,642**

		31.12.2022		
(Amounts in Euro)	**Up to 1 year**	**From 1 to 5 years**	**Above 5 years**	**Total**
Trade and other payables	659,699	-	-	**659,699**
Lease liabilities	24,643	96,034	44,764	**165,440**
Total	**684,342**	**96,034**	**44,764**	**825,139**

25. Events after the reporting period

On 29.04.2024, the Company established its 100% subsidiary in Greece, a single member société anonyme under the name "Regenerate Single Member Societe Anonyme" and distinctive title "Regenerate". For the establishment of this company, the Company paid an amount of €25,000 within 2024. The share capital of "Regenerate Single Member Societe Anonyme" amounts to €25,000 divided into 25,000 registered shares of nominal value €1 each. The main purpose of "Regenerate Single Member Societe Anonyme" is to provide renovation, development, and property management services.

There are no other events after 31 December 2023 and up to the date of issue of these financial statements that could justify their modification or adjustment.

Athens, 11 October 2024

Chairman of the Board of Directors and CEO	Vice Chairman of the Board of Directors	The Chief Financial Officer	The Accountant
William Hancock	Theodoros Athanasopoulos	Panoraia Kalliani	Ernst & Young Business Advisory Solutions SA (A.A. 0134989) Georgios Bempis Registration No. 0111630 1st class