

DELILAYI HOLDINGS LIMITED

FINANCIAL STATEMENTS

For the year ended 31 December 2020

DELILAYI HOLDINGS LIMITED

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For the year ended 31 December 2020

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DELILAYI HOLDINGS LIMITED**OFFICERS AND PROFESSIONAL ADVISORS**

Board of Directors	Clintone Secretarial Services Limited Constantinos Tsangarides Nimrod Ben Ami Pantelakis Mesarites
Secretary	Clintone Secretarial Services Limited
Independent Auditors	KPMG Limited
Registered Office	1 Theseos Avenue 2411 Egkomi Nicosia Cyprus



KPMG Limited
Chartered Accountants
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INDEPENDENT AUDITORS' REPORT
TO THE MEMBERS OF
DELLAYI HOLDINGS LIMITED

Report on the audit of the financial statements

Opinion

We have audited the accompanying financial statements of the parent company Delilayi Holdings Limited (the "Company"), which are presented on pages 6 to 28 and comprise the statement of financial position as at 31 December 2020, and the statements of profit or loss and other comprehensive income, changes in equity and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the parent company Delilayi Holdings Limited as at 31 December 2020, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union ("IFRS-EU") and the requirements of the Cyprus Companies Law, Cap. 113, as amended from time to time (the "Companies Law, Cap. 113").

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Basis for opinion

We conducted our audit in accordance with International Standards on Auditing ("ISAs"). Our responsibilities under those standards are further described in the "Auditors' responsibilities for the audit of the financial statements" section of our report. We are independent of the Company in accordance with the International Code of Ethics (including International Independence Standards) for Professional Accountants of the International Ethics Standards Board for Accountants ("IESBA Code") together with the ethical requirements that are relevant to our audit of the financial statements in Cyprus, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to note 2.3 to the financial statements which indicates that the Company incurred a net loss of €1.160.452 during the year ended 31 December 2020 as of that date the Company's current liabilities exceeded its current assets by €23.896.993 and its total liabilities exceeded its total assets by €11.089.894. As stated in note 2.3, these events or conditions, along with other matters as set forth in note 2.3, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Responsibilities of the Board of Directors for the financial statements

The Board of Directors is responsible for the preparation of financial statements that give a true and fair view in accordance with IFRS-EU and the requirements of the Companies Law, Cap. 113, and for such internal control as the Board of Directors determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting, unless there is an intention to either liquidate the Company or to cease operations, or there is no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Company's financial reporting process.

Auditors' responsibilities for the audit of the financial statements

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

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

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

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

Other Matter

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



Michalis Antoniadou, FCA
Certified Public Accountant and Registered Auditor
for and on behalf of

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

13 December 2021

DELILAYI HOLDINGS LIMITED

STATEMENT OF FINANCIAL POSITION

As at 31 December 2020

	Note	2020 €	2019 €
Assets			
Non-current assets			
Investments in subsidiaries	14	6.409.665	7.146.870
Loans receivable	15	<u>9.460.216</u>	<u>6.820.681</u>
Total non-current assets		<u>15.869.881</u>	<u>13.967.551</u>
Current assets			
Trade and other receivables	16	782	782
Loans receivable	15	629.593	2.215.877
Cash at bank	17	<u>3.171</u>	<u>8.878</u>
Total current assets		<u>633.546</u>	<u>2.225.537</u>
Total assets		<u>16.503.427</u>	<u>16.193.088</u>
Equity			
Share capital	18	1.710	1.710
Reserves		<u>(11.091.604)</u>	<u>(9.931.152)</u>
Total equity		<u>(11.089.894)</u>	<u>(9.929.442)</u>
Liabilities			
Current liabilities			
Short term loans	19	27.496.172	26.045.544
Trade and other payables	20	97.108	76.986
Tax liability	21	<u>41</u>	<u>-</u>
Total current liabilities		<u>27.593.321</u>	<u>26.122.530</u>
Total equity and liabilities		<u>16.503.427</u>	<u>16.193.088</u>

On 13 December 2021 the Board of Directors of Delilayi Holdings Limited approved and authorised these financial statements for issue.

CLINTONE SECRETARIAL SERVICES LTD

.....
Clintone Secretarial Services Limited
Director

.....
Constantinos Tsangarides
Director

The notes on pages 10 to 28 are an integral part of these financial statements.

DELILAYI HOLDINGS LIMITED**STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME****For the year ended 31 December 2020**

	Note	2020 €	2019 €
Other operating income	7	146.014	2.573.702
Administrative expenses	8	(18.862)	(11.564)
Other operating expenses	9	<u>(737.205)</u>	<u>-</u>
Operating (loss)/profit		<u>(610.053)</u>	<u>2.562.138</u>
Finance income		641.763	352.385
Finance costs		<u>(1.192.121)</u>	<u>(1.140.920)</u>
Net finance expenses	12	<u>(550.358)</u>	<u>(788.535)</u>
(Loss)/profit before tax		(1.160.411)	1.773.603
Tax	13	<u>(41)</u>	<u>-</u>
(Loss)/profit for the year		<u>(1.160.452)</u>	<u>1.773.603</u>
Other comprehensive income		<u>-</u>	<u>-</u>
Total comprehensive (expense)/income for the year		<u>(1.160.452)</u>	<u>1.773.603</u>

The notes on pages 10 to 28 are an integral part of these financial statements.

DELILAYI HOLDINGS LIMITED

STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2020

	Share capital €	Retained earnings €	Total €
Balance at 1 January 2019	1.710	(11.704.755)	(11.703.045)
Comprehensive income			
Profit for the year	-	<u>1.773.603</u>	<u>1.773.603</u>
Balance at 31 December 2019	<u>1.710</u>	<u>(9.931.152)</u>	<u>(9.929.442)</u>
Balance at 1 January 2020	1.710	(9.931.152)	(9.929.442)
Comprehensive income			
Loss for the year	-	<u>(1.160.452)</u>	<u>(1.160.452)</u>
Balance at 31 December 2020	<u>1.710</u>	<u>(11.091.604)</u>	<u>(11.089.894)</u>

Companies, which do not distribute 70% of their profits after tax, as defined by the Special Contribution for the Defence of the Republic Law, within two years after the end of the relevant tax year, will be deemed to have distributed this amount as dividend on the 31st of December of the second year. The amount of the deemed dividend distribution is reduced by any actual dividend already distributed by 31 December of the second year for the year the profits refer. The Company pays special defence contribution on behalf of the shareholders over the amount of the deemed dividend distribution at a rate of 17% (applicable since 2014) when the entitled shareholders are natural persons tax residents of Cyprus and have their domicile in Cyprus. In addition, from 2019 (deemed dividend distribution of year 2017 profits), the Company pays on behalf of the shareholders General Healthcare System (GHS) contribution at a rate of 2,65% (31/12/2019 1,70%), when the entitled shareholders are natural persons tax residents of Cyprus, regardless of their domicile.

The notes on pages 10 to 28 are an integral part of these financial statements.

DELILAYI HOLDINGS LIMITED**STATEMENT OF CASH FLOWS****For the year ended 31 December 2020**

	Note	2020 €	2019 €
Cash flows from operating activities			
(Loss)/profit for the year		(1.160.452)	1.773.603
Adjustments for:			
Profit from the sale of investments in subsidiaries		-	(2.573.702)
Waiver of loan liability		(145.723)	-
Impairment charge - investments in subsidiaries	14	737.205	-
Interest income	12	(641.763)	(352.385)
Interest expense	12	1.190.209	1.139.745
Income tax expense		41	-
Cash used in operations before working capital changes		<u>(20.483)</u>	<u>(12.739)</u>
Increase in trade and other payables		14.776	14.595
Cash (used in)/generated from operations		<u>(5.707)</u>	<u>1.856</u>
Cash flows from investing activities			
Payment for acquisition of investments in subsidiaries	14	-	(1.155)
Loans granted		(741.488)	(2.869.610)
Loans repayments received		330.000	-
Proceeds from sale of investments in subsidiary undertakings		-	2.927.249
Net cash (used in)/generated from investing activities		<u>(411.488)</u>	<u>56.484</u>
Cash flows from financing activities			
Repayment of borrowings		(330.000)	(59.547)
Proceeds from borrowings		741.488	-
Net cash generated from/(used in) financing activities		<u>411.488</u>	<u>(59.547)</u>
Net decrease in cash and cash equivalents		<u>(5.707)</u>	<u>(1.207)</u>
Cash and cash equivalents at beginning of the year		8.878	10.085
Cash and cash equivalents at end of the year	17	<u>3.171</u>	<u>8.878</u>

The notes on pages 10 to 28 are an integral part of these financial statements.

DELILAYI HOLDINGS LIMITED**NOTES TO THE FINANCIAL STATEMENTS**

For the year ended 31 December 2020

1. Reporting entity

Delilayi Holdings Limited (the "Company") is domiciled in Cyprus. The Company was incorporated in Cyprus on 12 February 2007 as a private limited liability company under the Cyprus Companies Law, Cap. 113. Its registered office is at 1 Thiseos Avenue, 2411 Egkomi, Nicosia, Cyprus.

The principal activities of the Company are to carry out all or any business for the purpose of any type of finance, lending, holding of shares and to carry on the activities of an investment company.

2. Basis of accounting**2.1 Statement of compliance**

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

These financial statements are the separate financial statements. The Company has not prepared consolidated financial statements as the exemption from consolidation in paragraph 4(a) of IFRS10 'Consolidated Financial Statements', has been used. The Company's ultimate current parent Company Neocity Group for Investments and Holdings Limited, a company incorporated in Israel produced consolidated financial statements available for public use that comply with International Financial Reporting Standards as issued by the IASB. These consolidated financial statements can be obtained 1 Korazin St. Moldavsky House, Givataim 53583 Israel.

2.2 Basis of measurement

The financial statements have been prepared under the historical cost convention.

2.3 Going concern basis

The Company incurred a loss of €1.160.452 during the year ended 31 December 2020 as of that date the Company's current liabilities exceeded its current assets by €23.896.993 and its total liabilities exceeded its total assets by €11.089.894. These events or conditions, indicate the existence of a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern.

Notwithstanding the level of net liabilities as at the reporting date, the Company's financial statements have been prepared on a going concern basis given the financial support commitment issued by the ultimate parent company confirming that its able and it undertakes to provide to the Company such financial and other support as may be required to enable it to continue in operational existence and, therefore to enable it to realize its assets and discharge its liabilities in the normal course of business for a period of at least 12 months from the date of the financial statements.

In addition, the parent company confirmed that in case the Company's investment as presented in note 13 and the Company's loan receivables as presented in note 14, are impaired by what ever amount, its willing and able to refund the Company with any corresponding shortfall in this respect.

Should the ultimate parent company fails to provide continued financial support to the Company, the going concern basis of preparation will no longer be appropriate.

DELILAYI HOLDINGS LIMITED**NOTES TO THE FINANCIAL STATEMENTS**

For the year ended 31 December 2020

3. Functional and presentation currency

The financial statements are presented in Euro (€) which is the functional currency of the Company.

4. Adoption of new and revised IFRSs and interpretations by the European Union (EU)

During the current year the Company adopted all the changes to International Financial Reporting Standards (IFRS) that are relevant to its operations and are effective for accounting periods beginning on 1 January 2020. This adoption did not have a material effect on the accounting policies of the Company.

At the date of approval of these financial statements, Standards, Revised Standards and Interpretations were issued by the International Accounting Standards Board which were not yet effective. Some of them were adopted by the European Union and others not yet. The Board of Directors expects that the adoption of these financial reporting standards in future periods will not have a significant effect on the financial statements of the Company.

5. Use of estimates and judgements

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of the Company's accounting policies and the reported amounts of assets, liabilities, income and expenses. The estimates and underlying assumptions are based on historical experience and various other factors that are deemed to be reasonable based on knowledge available at that time. Actual results may deviate from such estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively - that is, in the period during which the estimate is revised, if the estimate affects only that period, or in the period of the revision and future periods, if the revision affects the present as well as future periods.

6. Significant accounting policies

The following accounting policies have been applied consistently for all the years presented in these financial statements.

6.1 Subsidiaries

Subsidiaries are entities controlled by the Group. Control exists where the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Investments in subsidiaries are stated at cost, which includes transaction costs, less provision for permanent diminution in value, which is recognised as an expense in the period in which the diminution is identified.

6.2 Finance income and finance costs

The Company's finance income and finance costs include:

DELILAYI HOLDINGS LIMITED**NOTES TO THE FINANCIAL STATEMENTS**

For the year ended 31 December 2020

6. Significant accounting policies (continued)**6.2 Finance income and finance costs (continued)**

- interest income;
- interest expense;

6.3 Finance income

Interest income is recognised on a time-proportion basis using the effective method.

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

The effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired). However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

6.4 Finance costs

Interest expense and other borrowing costs are recognised in profit or loss using the effective interest method. The effective interest rate is applied to the amortised cost of the liability.

6.5 Foreign currency translation**(i) Functional currency**

Items included in the Company's financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency').

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value is determined. Non-monetary items that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at the reporting date exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss and presented within finance costs.

DELILAYI HOLDINGS LIMITED**NOTES TO THE FINANCIAL STATEMENTS**

For the year ended 31 December 2020

6. Significant accounting policies (continued)**6.5 Foreign currency translation (continued)**

However, foreign currency differences arising from the translation of the following items are recognised in OCI:

- an investment in equity securities designated as at FVOCI (except on impairment, in which case foreign currency differences that have been recognised in OCI are reclassified to profit or loss);
- a financial liability designated as a hedge of the net investment in a foreign operation to the extent that the hedge is effective and
- qualifying cash flow hedges to the extent that the hedges are effective.

6.6 Tax

Tax liabilities and assets for the current and prior periods are measured at the amount expected to be paid to or recovered from the taxation authorities, using the tax rates and laws that have been enacted, or substantively enacted, by the reporting date. Current tax includes any adjustments to tax payable in respect of previous periods.

6.7 Dividends

Dividends distributions to the Company's shareholders are recognised in the Company's financial statements in the year in which they are approved.

6.8 Financial instruments***6.8.1 Recognition and initial measurement***

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus, for an item not at fair value through profit or loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

6.8.2 Classification and subsequent measurement***6.8.2.1 Financial assets***

On initial recognition, a financial asset is classified as measured at: amortised cost; Fair Value through Other Comprehensive income (FVOCI) debt investment; Fair Value through Other Comprehensive income (FVOCI) equity investment; or FVTPL.

DELILAYI HOLDINGS LIMITED**NOTES TO THE FINANCIAL STATEMENTS**

For the year ended 31 December 2020

6. Significant accounting policies (continued)**6.8 Financial instruments (continued)**

Financial assets are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances at bank.

Financial assets - Business model assessment

The Company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Company's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- how managers of the business are compensated - e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Company's continuing recognition of the assets.

DELILAYI HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2020

6. Significant accounting policies (continued)

6.8 Financial instruments (continued)

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets - Subsequent measurement and gains and losses:

Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.
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6.8.2.2 Financial liabilities - Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

The financial liabilities of the Company are measured as follows:

(i) Borrowings

Borrowings are recorded initially at the proceeds received, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest rate method.

(ii) Trade and other payables

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

6.9 Derecognition of financial assets and liabilities

DELILAYI HOLDINGS LIMITED**NOTES TO THE FINANCIAL STATEMENTS**

For the year ended 31 December 2020

6. Significant accounting policies (continued)**6.9 Derecognition of financial assets and liabilities (continued)****Financial assets**

The Company derecognises a financial asset (or, where applicable a part of a financial asset or part of a Company of similar financial assets) when:

- the contractual rights to receive cash flows from the asset have expired;
- the Company retains the right to receive cash flows from the asset, but has assumed an obligation to pay them in full without material delay to a third party under a 'pass through' arrangement; or
- the Company transfers the rights to receive the contractual cash flows from the asset and either (a) has transferred substantially all the risks and rewards of the asset, or (b) has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Any interest in such derecognised financial assets that is created or retained by the Company is recognised as a separate asset or liability

Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Company also derecognises a financial liability when it is replaced by another from the same lender on substantially different terms, or when the terms of the liability are substantially modified, and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

6.10 Offsetting financial instruments

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

6.11 Share capital

Ordinary shares are classified as equity.

DELILAYI HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2020

6. Significant accounting policies (continued)

6.12 Related party transactions

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related party transactions are transfers of resources or obligations between related parties, regardless of whether a price is charged.

6.13 Events after the reporting period

Assets and liabilities are adjusted for events that occurred during the period from the reporting date to the date of approval of the financial statements by the Board of Directors, when these events provide additional information for the valuation of amounts relating to events existing at the reporting date or imply that the going concern concept in relation to part or the whole of the Company is not appropriate.

6.14 Comparatives

Where necessary, comparative figures have been adjusted to conform to changes in presentation in the current year.

7. Other operating income

	2020	2019
	€	€
Waiver of loan due to related party (note 22(vi))	145.723	-
Profit from sale of investments in subsidiaries	-	2.573.702
Sundry operating income	<u>291</u>	<u>-</u>
	<u>146.014</u>	<u>2.573.702</u>

8. Administrative expenses

	2020	2019
	€	€
Staff costs	7.677	2.525
Rent	1.800	1.800
Registrar annual fee	350	350
Sundry expenses	130	489
Telephone and postage	433	-
Independent auditors' remuneration - current year	3.322	2.450
Independent auditors' remuneration - prior years	-	(466)
Other professional fees	5.150	2.404
Travelling	<u>-</u>	<u>2.012</u>
	<u>18.862</u>	<u>11.564</u>

DELILAYI HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2020

9. Other operating expenses

	2020 €	2019 €
Impairment charge - investments in subsidiaries	<u>737.205</u>	<u>-</u>

10. Expenses by nature

	Note	2020 €	2019 €
Staff costs	11	7.677	2.525
Independent auditors' remuneration - current year		3.322	2.450
Independent auditors' remuneration - prior years		-	(466)
Other expenses		<u>745.068</u>	<u>7.055</u>
Total expenses and cost of sales		<u>756.067</u>	<u>11.564</u>

11. Staff costs

	Note	2020 €	2019 €
Wages		6.702	2.222
Social insurance contributions		<u>975</u>	<u>303</u>
Total staff costs	10	<u>7.677</u>	<u>2.525</u>

The average number of employees employed by the Company during the year 2020 and 2019 were 1 and 1 respectively.

12. Net finance income and costs

	2020 €	2019 €
Interest income	<u>641.763</u>	<u>352.385</u>
Finance income	<u>641.763</u>	<u>352.385</u>
Interest expense	(1.190.209)	(1.139.745)
Sundry finance expenses	<u>(1.912)</u>	<u>(1.175)</u>
Finance costs	<u>(1.192.121)</u>	<u>(1.140.920)</u>
Net finance expenses	<u>(550.358)</u>	<u>(788.535)</u>

DELILAYI HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTSFor the year ended 31 December 2020**13. Taxation**

	2020 €	2019 €
Special contribution to the defence fund year	<u>41</u>	<u>-</u>
Charge for the year	<u>41</u>	<u>-</u>
<i><u>Reconciliation of tax based on the taxable income and tax based on accounting losses:</u></i>		
	2020 €	2019 €
Accounting (loss)/profit before tax	<u>(1.160.411)</u>	<u>1.773.603</u>
Tax calculated at the applicable tax rates	(145.051)	221.700
Tax effect of expenses not deductible for tax purposes	130.623	38.474
Tax effect of allowances and income not subject to tax	-	(321.713)
Tax effect of loss for the year	14.428	61.539
Special contribution to the defence fund	<u>41</u>	<u>-</u>
Tax as per statement of profit or loss and other comprehensive income - charge	<u>41</u>	<u>-</u>

The corporation tax rate is 12,5%.

Under certain conditions interest income may be subject to defence contribution at the rate of 30%. In such cases this interest will be exempt from corporation tax. In certain cases, dividends received from abroad may be subject to defence contribution at the rate of 17%.

Due to tax losses sustained in the year, no tax liability arises on the Company. Tax losses may be carried forward for five years. Group companies may deduct losses against profits arising during the same tax year.

DELILAYI HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2020

14. Investments in subsidiaries

	2020 €	2019 €
Balance at 1 January	7.146.870	7.146.877
Additions	-	1.155
Disposals	-	(1.162)
Impairment charge	<u>(737.205)</u>	<u>-</u>
Balance at 31 December	<u>6.409.665</u>	<u>7.146.870</u>

The details of the subsidiaries are as follows:

<u>Name</u>	<u>Country of incorporation</u>	<u>Principal activities</u>	2020 Holding %	2019 Holding %	2020 €	2019 €
Neostar Sp.z o.o.	Poland	Real estate	100	100	6.327.667	6.327.667
Neocity Project 2 Sp.z o.o.	Poland	Real estate	100	100	-	1
Neovillage Sp.z o.o.	Poland	Real estate	100	100	-	737.204
Neovita Sp.z o.o.	Poland	Real estate	100	100	78.427	78.427
Neoclassic Sp.z o.o.	Poland	Real estate	99	99	1.254	1.254
Neotown Sp. z.o.o.	Poland	Real estate	99	99	<u>2.317</u>	<u>2.317</u>
					<u>6.409.665</u>	<u>7.146.870</u>

The Company periodically evaluates the recoverability of investments in subsidiaries whenever indicators of impairment are present. Indicators of impairment include such items as declines in revenues, earnings or cash flows or material adverse changes in the economic or political stability of a particular country, which may indicate that the carrying amount of an asset is not recoverable. If facts and circumstances indicate that investment in subsidiaries may be impaired, the estimated future discounted cash flows associated with these subsidiaries would be compared to their carrying amounts to determine if a write-down to fair value is necessary.

During 2018 the Company incorporated Neotown Sp. z.o.o and Neovita Nova Sp. z.o.o. at a cost of EUR 1.162 (PLN 5.000 each).

During 2019 the Company increase its investment in Neotown Sp. z.o.o to EUR 2.317.

During 2019 the Company sold its investment in Neovita Nova Sp z.o.o, for a total consideration of 11.000.000 PLN (Note 7).

DELILAYI HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2020

14. Investments in subsidiaries (continued)

The Company recognised an impairment loss of EUR 737.204 for its investment in Neovillage Sp.z o.o and EUR 1 for its investment in Neocity Project 2 Sp.z o.o. for the year ended 31 December 2020.

15. Loans receivable

	2020 €	2019 €
Balance at 1 January	9.036.558	6.166.948
New loans granted	741.488	5.659.964
Repayments	(330.000)	(3.142.739)
Interest charged	<u>641.763</u>	<u>352.385</u>
Balance at 31 December	<u>10.089.809</u>	<u>9.036.558</u>
	2020 €	2019 €
Loans to own subsidiaries (Note 23 (iv))	<u>10.089.809</u>	<u>9.036.558</u>
	<u>10.089.809</u>	<u>9.036.558</u>
Non-current portion	9.460.216	6.820.681
Current portion	<u>629.593</u>	<u>2.215.877</u>
	<u>10.089.809</u>	<u>9.036.558</u>

The loans are repayable as follows:

	2020 €	2019 €
Within one year	629.593	2.215.877
Between one and five years	<u>9.460.216</u>	<u>6.820.681</u>
	<u>10.089.809</u>	<u>9.036.558</u>

The exposure of the Company to credit risk is reported in note 24 to the financial statements.

DELILAYI HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2020

16. Trade and other receivables

	2020 €	2019 €
Receivables from related companies (Note 23 (iii))	<u>782</u>	<u>782</u>
	<u><u>782</u></u>	<u><u>782</u></u>

The exposure of the Company to credit risk and impairment losses in relation to trade and other receivables is reported in note 24 to the financial statements.

17. Cash at bank

Cash balances are analysed as follows:

	2020 €	2019 €
Cash at bank	<u><u>3.171</u></u>	<u><u>8.878</u></u>

The exposure of the Company to credit risk and impairment losses in relation to cash and cash equivalents is reported in note 24 to the financial statements.

18. Share capital

	2020 Number of shares	2020 €	2019 Number of shares	2019 €
Authorised, issued and fully paid				
Ordinary shares of €1,71 each	<u>1.000</u>	<u>1.710</u>	<u>1.000</u>	<u>1.710</u>
Issued and fully paid				
Balance at 1 January	<u>1.000</u>	<u>1.710</u>	<u>1.000</u>	<u>1.710</u>
Balance at 31 December	<u><u>1.000</u></u>	<u><u>1.710</u></u>	<u><u>1.000</u></u>	<u><u>1.710</u></u>

19. Loans and borrowings

	2020 €	2019 €
Current liabilities		
Loans from related companies (note 23(vi))	9.024.867	7.887.726
Loan from parent company (note 23(vii))	<u>18.471.305</u>	<u>18.157.818</u>
	<u><u>27.496.172</u></u>	<u><u>26.045.544</u></u>

DELILAYI HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2020

19. Loans and borrowings (continued)

The exposure of the Company to interest rate risk in relation to financial instruments is reported in note 24 to the financial statements.

20. Trade and other payables

	2020	2019
	€	€
VAT	-	292
Payables to parent (Note 23 (v))	89.641	71.278
Accruals	<u>7.467</u>	<u>5.416</u>
	<u><u>97.108</u></u>	<u><u>76.986</u></u>

The exposure of the Company to liquidity risk in relation to financial instruments is reported in note 24 to the financial statements.

21. Tax liability

	2020	2019
	€	€
Special contribution to the defence fund	<u>41</u>	<u>-</u>

22. Operating environment of the Company

With the recent and rapid development of the Coronavirus disease (COVID-19) pandemic the world economy entered a period of unprecedented health care crisis that has caused considerable global disruption in business activities and everyday life.

Many countries have adopted extraordinary and economically costly containment measures. Certain countries have required companies to limit or even suspend normal business operations. Governments have implemented restrictions on travelling as well as strict quarantine measures throughout the year.

Management has considered the unique circumstances and the risk exposures of the Company and has concluded that there is no significant impact in the Company's profitability position. The event did not have an immediate material impact on the business operations.

The Company's management believes that it is taking all the necessary measures to maintain the viability of the Company and the development of its business in the current business and economic environment.

Management will continue to monitor the situation closely and will assess the need for in case the period of disruption becomes prolonged.

DELILAYI HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2020

23. Related party transactions

The Company is controlled by Neocity Projects Ltd, incorporated in Israel, which owns 99,9% of the Company's shares. The ultimate beneficial owner is Ehud Benschach through his holding in Neocity Group for Investments and Holdings Ltd.

The transactions and balances with related parties are as follows:

(i) Interest income

	2020 €	2019 €
Neotowns Sp.z o.o.	619.282	203.058
Neovillage Sp.z o.o.	-	26.204
Neogarden Sp.z o.o.	15.847	116.508
Neoclassic Sp.z o.o.	<u>6.634</u>	<u>6.615</u>
	<u>641.763</u>	<u>352.385</u>

(ii) Interest expense

	2020 €	2019 €
Neocity Projects Limited - loan	643.487	659.666
Neostar Sp.z o.o.	529.663	475.886
Neovillage Sp.z o.o.	11.712	-
Neocity Projects Limited - current account	<u>5.347</u>	<u>4.193</u>
	<u>1.190.209</u>	<u>1.139.745</u>

(iii) Receivables from related company (Note 16)

	2020 €	2019 €
Mooncatcher Trading Limited	<u>782</u>	<u>782</u>

The amount relates to expenses paid on behalf of Mooncatcher Trading Limited. The receivable is interest free and has no specific repayment date.

DELILAYI HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2020

23. Related party transactions (continued)

(iv) Loans to own subsidiaries (Note 15)

	2020	2019
	€	€
Neocity Project 2 Sp.z o.o.	234.147	280.876
Neovillage Sp.z o.o.	-	594.638
Neogarden Sp.z o.o.	278.554	1.230.105
Neoclassic Sp.z o.o.	116.892	110.258
Neotowns Sp.z o.o.	<u>9.460.216</u>	<u>6.820.681</u>
	<u>10.089.809</u>	<u>9.036.558</u>

The loans to own subsidiaries bear interest of 7,35% p.a and have no specific repayment date except for the loan granted to Neotowns Sp.z o.o. which is repayable by 31 December 2025.

(v) Payables to parent company (Note 20)

	2020	2019
	€	€
Neocity Projects Limited	<u>89.641</u>	<u>71.278</u>

The amount relates to expenses paid by the parent company on behalf of the Company and it bears interest 7% p.a. An amount of EUR 5.347 was recognised as interest charge for the year.

(vi) Loan from related company (Note 20)

	2020	2019
	€	€
Neostar Sp.z o.o.	<u>9.024.867</u>	<u>7.887.726</u>

The loan bears interest of 7,35% p.a. and is repayable on demand.

During the year, the Company received a loan of EUR 134.011 from Neovillage Sp. z o.o. The loan bears interest of 7,35% and is repayable on demand. On 31 December 2020, Neovillage Sp. z o.o issued a waiver confirming that they will not claim any repayment of the loan owed to them from the Company. Therefore, the amount was written off in the statement of profit or loss.

(vii) Loan from parent company (Note 19)

	2020	2019
	€	€
Neocity Projects Limited	<u>18.471.305</u>	<u>18.157.818</u>

The loan from parent company bears interest of 7% p.a. and is repayable on demand.

DELILAYI HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2020

24. Financial instruments - fair values and risk management

Financial risk factors

The Company is exposed to the following risks from its use of financial instruments:

- Credit risk
- Liquidity risk
- Market risk

A. Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- credit risk (see note A(i));
- liquidity risk (see note A(ii)); and

(i) Credit risk

Credit risk arises when a failure by counter parties to discharge their obligations could reduce the amount of future cash inflows from financial assets on hand at the reporting date. The Company has significant concentration of credit risk in relation to loans receivable.

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was:

	2020	2019
	€	€
Loans receivables from related parties	10.089.809	9.036.558
Cash at bank	3.171	8.878
Receivables from related companies	<u>782</u>	<u>782</u>
	<u>10.093.762</u>	<u>9.046.218</u>

Impairment losses on financial assets and contract assets recognised in profit or loss were as follows:

Impairment charge - investments in subsidiaries	<u>(737.205)</u>	<u>-</u>
	<u>(737.205)</u>	<u>-</u>

DELILAYI HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2020

24. Financial instruments - fair values and risk management (continued)

(i) Credit risk (continued)

Cash and cash equivalents

The table below shows an analysis of the Company's bank deposit by the credit rating of the bank in which they are held:

<u>Bank group based on credit ratings by Moody's</u>	<u>No of banks</u>	2020	2019
		€	€
B1	<u>1</u>	<u>3.171</u>	<u>8.878</u>
	<u>1</u>	<u>3.171</u>	<u>8.878</u>

Impairment on cash and cash equivalents has been measured on a 12-month expected loss basis and reflects the short maturities of the exposures. The Company considers that its cash and cash equivalents have low credit risk based on the external credit ratings of the counterparties. The amount of impairment allowance at 31 December 2020 is € Nil.

(ii) Liquidity risk

Liquidity risk is the risk that arises when the maturity of assets and liabilities does not match. An unmatched position potentially enhances profitability, but can also increase the risk of losses. The Company has procedures with the object of minimising such losses such as maintaining sufficient cash and other highly liquid current assets and by having available an adequate amount of committed credit facilities.

The following are the contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include contractual interest payments and exclude the impact of netting agreements.

31 December 2020	Carrying amounts €	Contractual cash flows €	3 months or less €	Between 3-12 months €
Non-derivative financial liabilities				
Payables to related parties	89.641	-	-	-
Loans from related companies	9.024.867	-	-	-
Loan from parent company	<u>18.471.305</u>	<u>-</u>	<u>-</u>	<u>-</u>
	<u>27.585.813</u>	<u>-</u>	<u>-</u>	<u>-</u>

DELILAYI HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2020

24. Financial instruments - fair values and risk management (continued)

(ii) Liquidity risk (continued)

31 December 2019	Carrying amounts €	Contractual cash flows €	3 months or less €	Between 3-12 months €
Non-derivative financial liabilities				
Payables to related parties	71.278	71.278	-	71.278
Loans from related companies	7.887.726	7.887.726	-	7.887.726
Loan from parent company	18.157.818	18.157.818	-	18.157.818
	<u>26.116.822</u>	<u>26.116.822</u>	<u>-</u>	<u>26.116.822</u>

(iii) Market risk

Interest rate risk

Interest rate risk is the risk that the value of financial instruments will fluctuate due to changes in market interest rates. Borrowings issued at variable rates expose the Company to cash flow interest rate risk. Borrowings issued at fixed rates expose the Company to fair value interest rate risk. Company's management monitors the interest rate fluctuations on a continuous basis and acts accordingly.

At the reporting date the interest rate profile of interest-bearing financial instruments was:

	2020 €	2019 €
<i>Fixed rate instruments</i>		
Financial assets	10.089.809	9.036.558
Financial liabilities	<u>27.496.172</u>	<u>26.045.544</u>
	<u>37.585.981</u>	<u>35.082.102</u>

Sensitivity analysis

Any increase/(decrease) in interest rates will have no effect on results and equity of the Company, because, all financial instruments are fixed rate

25. Events after the reporting period

On 13 December 2021 the Board of Directors of Delilayi Holdings Limited approved and authorised these financial statements for issue.