



**BH HIGH CROSS PUBLIC LTD (EX. BH  
HIGH CROSS LTD)**

**FINANCIAL STATEMENTS**  
31 December 2023



# **BH HIGH CROSS PUBLIC LTD (EX. BH HIGH CROSS LTD)**

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## **FINANCIAL STATEMENTS**

31 December 2023

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# **BH HIGH CROSS PUBLIC LTD (EX. BH HIGH CROSS LTD)**

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## **BOARD OF DIRECTORS AND OTHER OFFICERS**

**Board of Directors:**

Markos Kashiouris  
Stefanos Kashiouris  
Dimitrios Hatzis  
Neoclis Nicolaou (appointed on 23 February 2023)

**Company Secretary:**

Stelmaco Ltd  
365 Agiou Andreou Street  
EFTSTAHIOU COURT, 2nd floor, Flat/Office 201  
3035,  
Limassol, Cyprus

**Independent Auditors:**

Kreston Ioannou & Theodoulou Ltd  
Certified Public Accountants and Registered Auditors  
4 Pindou Street  
Engomi  
2409  
Nicosia, Cyprus

**Registered office:**

365 Agiou Andreou Street  
EFTSTAHIOU COURT, 2nd floor, Flat/Office 201  
3035  
Limassol, Cyprus

**Bankers:**

Astrobank Limited  
Bank of Cyprus Public Company Ltd

**Registration number:**

HE425906

# Independent Auditor's Report

## To the Members of BH High Cross Public Ltd (ex. BH High Cross Ltd)

### Report on the Audit of the Financial Statements

#### Opinion

We have audited the financial statements of BH High Cross Public Ltd (ex. BH High Cross Ltd) (the "Company"), which are presented in pages 4 to 16 and comprise the statement of financial position as at 31 December 2023, 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 Company as at 31 December 2023, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union and the requirements of the Cyprus Companies Law, Cap. 113.

#### Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the "Auditor's Responsibilities for the Audit of the Financial Statements" section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (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.

#### 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 International Financial Reporting Standards as adopted by the European Union and the requirements of the Cyprus Companies Law, Cap. 113, and for such internal control as the Board of Directors determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

#### 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 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.

## **Independent Auditor's Report (continued)**

### **To the Members of BH High Cross Public Ltd (ex. BH High Cross Ltd)**

#### **Auditor's Responsibilities for the Audit of the Financial Statements (continued)**

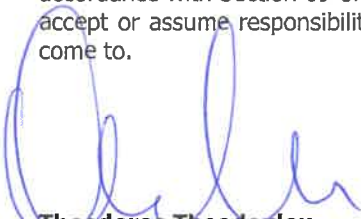
As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- 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 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 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 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 of 2017 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whose knowledge this report may come to.



**Theodoros Theodoulou**

Certified Public Accountant and Registered Auditor  
for and on behalf of

**Kreston Ioannou & Theodoulou Ltd**

**Certified Public Accountants and Registered Auditors**

4 Pindou Street

Engomi

2409

Nicosia, Cyprus

Nicosia, 4 June 2024

## BH HIGH CROSS PUBLIC LTD (EX. BH HIGH CROSS LTD)

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### STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME 31 December 2023

	Note	2023 €	2022 €
Administration and other expenses	8	<u>(49,027)</u>	<u>(35,014)</u>
<b>Operating loss</b>		<b>(49,027)</b>	<b>(35,014)</b>
Finance costs	9	<u>(1,669)</u>	<u>(666)</u>
<b>Loss before tax</b>		<b>(50,696)</b>	<b>(35,680)</b>
Tax	10	<u>-</u>	<u>-</u>
<b>Net loss for the year</b>		<b><u>(50,696)</u></b>	<b><u>(35,680)</u></b>

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The notes on pages 8 to 16 form an integral part of these financial statements.

## BH HIGH CROSS PUBLIC LTD (EX. BH HIGH CROSS LTD)


### STATEMENT OF FINANCIAL POSITION

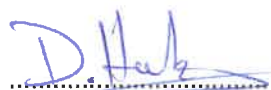
31 December 2023

	Note	2023 €	2022 €
<b>ASSETS</b>			
<b>Non-current assets</b>			
Investment properties	11	<u>4,051,998</u>	3,833,035
		<u>4,051,998</u>	3,833,035
<b>Current assets</b>			
Trade and other receivables	12	<u>721,830</u>	711,608
Cash at bank and in hand	13	<u>54,549</u>	6,707
		<u>776,379</u>	718,315
<b>Total assets</b>		<u>4,828,377</u>	4,551,350
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Share capital	14	<u>4,577,508</u>	1,000
Other reserves		-	4,576,508
Accumulated losses		<u>(115,762)</u>	(65,066)
<b>Total equity</b>		<u>4,461,746</u>	4,512,442
<b>Current liabilities</b>			
Trade and other payables	16	<u>366,631</u>	38,908
		<u>366,631</u>	38,908
<b>Total equity and liabilities</b>		<u>4,828,377</u>	4,551,350

On 4 June 2024 the Board of Directors of BH High Cross Public Ltd (ex. BH High Cross Ltd) authorised these financial statements for issue.

  
.....  
Markos Kashiouris  
Director

  
.....  
Stefanos Kashiouris  
Director

  
.....  
Dimitrios Hatzis  
Director

The notes on pages 8 to 16 form an integral part of these financial statements.



## BH HIGH CROSS PUBLIC LTD (EX. BH HIGH CROSS LTD)

### STATEMENT OF CHANGES IN EQUITY

31 December 2023

	Note	Share capital €	Other reserves €	Accumulated losses €	Total €
<b>Balance at 1 January 2022</b>		<b>1,000</b>	-	<b>(29,386)</b>	<b>(28,386)</b>
Net loss for the year		-	-	(35,680)	(35,680)
Contribution by shareholder		-	4,576,508	-	4,576,508
<b>Balance at 31 December 2022/ 1 January 2023</b>		<b>1,000</b>	<b>4,576,508</b>	<b>(65,066)</b>	<b>4,512,442</b>
Net loss for the year		-	-	(50,696)	(50,696)
Issue of share capital	14	4,576,508	-	-	4,576,508
Repayments for the year		-	(4,576,508)	-	(4,576,508)
<b>Balance at 31 December 2023</b>		<b>4,577,508</b>	<b>-</b>	<b>(115,762)</b>	<b>4,461,746</b>

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 31 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 relate. 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, the Company pays on behalf of the shareholders General Healthcare System (GHS) contribution at a rate of 2,65%, when the entitled shareholders are natural persons tax residents of Cyprus, regardless of their domicile.

## BH HIGH CROSS PUBLIC LTD (EX. BH HIGH CROSS LTD)

### CASH FLOW STATEMENT

31 December 2023

	Note	2023 €	2022 €
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Loss before tax		<u>(50,696)</u>	<u>(35,680)</u>
		<b>(50,696)</b>	<b>(35,680)</b>
<b>Changes in working capital:</b>			
Increase in trade and other receivables		<b>(10,222)</b>	<b>(2,475)</b>
Increase in trade and other payables		<u><b>327,723</b></u>	<u><b>43,766</b></u>
<b>Cash generated from operations</b>		<u><b>266,805</b></u>	<u><b>5,611</b></u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Payment for purchase of investment property	11	<u><b>(218,963)</b></u>	<u>-</u>
<b>Net cash used in investing activities</b>		<u><b>(218,963)</b></u>	<u>-</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Proceeds from issue of share capital		<b>4,576,508</b>	-
Advances from shareholders		<u><b>(4,576,508)</b></u>	<u>-</u>
<b>Net increase in cash and cash equivalents</b>		<b>47,842</b>	<b>5,611</b>
Cash and cash equivalents at beginning of the year		<u><b>6,707</b></u>	<u><b>1,096</b></u>
<b>Cash and cash equivalents at end of the year</b>	<b>13</b>	<u><u><b>54,549</b></u></u>	<u><u><b>6,707</b></u></u>

The notes on pages 8 to 16 form an integral part of these financial statements.

# **BH HIGH CROSS PUBLIC LTD (EX. BH HIGH CROSS LTD)**

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## **NOTES TO THE FINANCIAL STATEMENTS**

31 December 2023

### **1. Incorporation and principal activities**

#### **Country of incorporation**

The Company BH High Cross Public Ltd (ex. BH High Cross Ltd) (the "Company") was incorporated in Cyprus on 22nd of September 2021 as a private limited liability company under the provisions of the Cyprus Companies Law, Cap. 113. Its registered office is at 365 Agiou Andreou Street, EFTSTAHIOU COURT, 2nd floor, Flat/Office 201, 3035, Limassol, Cyprus.

#### **Change of Company name**

During November 2023, the Company changed its name from BH High Cross Ltd to BH High Cross Public Ltd.

#### **Principal activities**

The principal activities of the Company, which are unchanged from last year, are the holding of investment property, letting and selling of properties.

### **2. Basis of preparation**

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

The preparation of financial statements in conformity with IFRSs requires the use of certain critical accounting estimates and requires Management to exercise its judgment in the process of applying the Company's accounting policies. It also requires the use of assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on Management's best knowledge of current events and actions, actual results may ultimately differ from those estimates.

### **3. Adoption of new or revised standards and interpretations**

During the current year the Company adopted all the new and revised International Financial Reporting Standards (IFRS) that are relevant to its operations and are effective for accounting periods beginning on 1 January 2023. This adoption did not have a material effect on the accounting policies of the Company.

### **4. Significant accounting policies**

The principal accounting policies adopted in the preparation of these financial statements are set out below. These policies have been consistently applied to all years presented in these financial statements unless otherwise stated.

#### **Finance costs**

Interest expense and other borrowing costs are charged to profit or loss as incurred.

#### **Tax**

Current tax liabilities and assets 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.

# **BH HIGH CROSS PUBLIC LTD (EX. BH HIGH CROSS LTD)**

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## **NOTES TO THE FINANCIAL STATEMENTS**

31 December 2023

### **4. Significant accounting policies (continued)**

#### **Investment properties**

Investment property, principally comprising land for commercial development and is held for long-term rental yields and/or for capital appreciation and is not occupied by the Company. Investment property is treated as a non-current asset and is stated at historical cost less depreciation.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the continued use of the asset. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognised.

#### **Impairment of non-financial assets**

Assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment. Assets that are subject to depreciation or amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non financial assets, other than goodwill, that have suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

#### **Financial assets**

##### **Cash and cash equivalents**

For the purpose of the cash flow statement, cash and cash equivalents comprise cash at bank. Cash and cash equivalents are carried at amortised cost because: (i) they are held for collection of contractual cash flows and those cash flows represent SPPI, and (ii) they are not designated at FVTPL.

##### **Offsetting financial instruments**

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

##### **Share capital**

Ordinary shares are classified as equity.

### **5. New accounting pronouncements**

At the date of approval of these financial statements, 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 accounting standards in future periods will not have a material effect on the financial statements of the Company.

# BH HIGH CROSS PUBLIC LTD (EX. BH HIGH CROSS LTD)

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## NOTES TO THE FINANCIAL STATEMENTS

31 December 2023

### 6. Financial risk management

#### Financial risk factors

The Company is exposed to credit risk, liquidity risk and capital risk management arising from the financial instruments it holds. The risk management policies employed by the Company to manage these risks are discussed below:

#### 6.1 Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to meet an obligation. Credit risk arises from cash and cash equivalents, as credit exposures to outstanding receivables.

##### *(i) Impairment of financial assets*

The Company has the following types of financial assets that are subject to the expected credit loss model:

- cash and cash equivalents
- receivable balances

#### Receivables from related parties

For receivables from related parties lifetime ECL was provided for them upon initial application of IFRS 9 until these financial assets are derecognised as it was determined on initial application of IFRS 9 that it would require undue cost and effort to determine whether their credit risk has increased significantly since initial recognition to the date of initial application of IFRS 9.

For any new loans to related parties, which are not purchased or originated credit-impaired financial assets, the impairment loss is recognised as 12-month ECL on initial recognition of such instruments and subsequently the Company assesses whether there was a significant increase in credit risk.

The Company does not hold any collateral as security for any receivables from related parties.

There were no significant receivables from related parties written off during the year that are subject to enforcement activity.

#### Cash and cash equivalents

The Company assesses, on a group basis, its exposure to credit risk arising from cash at bank. This assessment takes into account, ratings from external credit rating institutions and internal ratings, if external are not available.

The ECL on current accounts is considered to be approximate to 0, unless the bank is subject to capital controls. The ECL on deposits accounts is calculated by considering published PDs for the rating as per Moody's and an LGD of 40-60% as published by ECB.

The Company does not hold any collateral as security for any cash at bank balances.

There were no significant cash at bank balances written off during the year that are subject to enforcement activity.

#### 6.2 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 tables detail the Company's remaining contractual maturity for its financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The table includes both interest and principal cash flows.

## BH HIGH CROSS PUBLIC LTD (EX. BH HIGH CROSS LTD)

### NOTES TO THE FINANCIAL STATEMENTS

31 December 2023

#### 6. Financial risk management (continued)

##### 6.2 Liquidity risk (continued)

###### 31 December 2023

	Carrying amounts €	Contractual cash flows €	3 months or less €	3-12 months €
Payables to related parties	365,332	365,332	-	365,332
	<b>365,332</b>	<b>365,332</b>	<b>-</b>	<b>365,332</b>

###### 31 December 2022

	Carrying amounts €	Contractual cash flows €	3 months or less €	3-12 months €
Trade and other payables	25,000	25,000	25,000	-
Payables to related parties	12,509	12,509	-	12,509
	<b>37,509</b>	<b>37,509</b>	<b>25,000</b>	<b>12,509</b>

##### 6.3 Capital risk management

The Company manages its capital to ensure that it will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Company's overall strategy remains unchanged from last year.

#### 7. Critical accounting estimates, judgments and assumptions

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

##### *Critical accounting estimates and assumptions*

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

- **Calculation of loss allowance**

When measuring expected credit losses the Company uses reasonable and supportable forward looking information, which is based on assumptions for the future movement of different economic drivers and how these drivers will affect each other.

Loss given default is an estimate of the loss arising on default. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, taking into account cash flows from collateral and integral credit enhancements.

Probability of default constitutes a key input in measuring ECL. Probability of default is an estimate of the likelihood of default over a given time horizon, the calculation of which includes historical data, assumptions and expectations of future conditions.

# BH HIGH CROSS PUBLIC LTD (EX. BH HIGH CROSS LTD)

## NOTES TO THE FINANCIAL STATEMENTS

31 December 2023

### 7. Critical accounting estimates, judgments and assumptions (continued)

*Critical judgements in applying the Company's accounting policies*

- **Impairment of financial assets**

The loss allowances for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period. Details of the key assumptions and inputs used are disclosed in note 6, Credit risk section.

- **Impairment of non-financial assets**

The impairment test is performed using the discounted cash flows expected to be generated through the use of non-financial assets, using a discount rate that reflects the current market estimations and the risks associated with the asset. When it is impractical to estimate the recoverable amount of an asset, the Company estimates the recoverable amount of the cash generating unit in which the asset belongs to.

### 8. Administration and other expenses

	2023	2022
	€	€
Municipality taxes	222	195
Annual levy	350	-
Immovable property tax	226	226
Water supply and cleaning	411	443
Auditors' remuneration	1,100	2,400
Other professional fees	46,718	31,196
Revenue stamps	-	554
	<b>49,027</b>	<b>35,014</b>

### 9. Finance costs

	2023	2022
	€	€
Sundry finance expenses	1,669	666
<b>Finance costs</b>	<b>1,669</b>	<b>666</b>

### 10. Tax

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

	2023	2022
	€	€
Loss before tax	(50,696)	(35,680)
Tax calculated at the applicable tax rates	(6,337)	(4,460)
Tax effect of expenses not deductible for tax purposes	3,638	1,491
Tax effect of tax loss for the year	2,699	2,969
<b>Tax charge</b>	<b>-</b>	<b>-</b>

## BH HIGH CROSS PUBLIC LTD (EX. BH HIGH CROSS LTD)

### NOTES TO THE FINANCIAL STATEMENTS

31 December 2023

#### 10. Tax (continued)

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. Under current legislation, tax losses may be carried forward and be set off against taxable income of the five succeeding years.

#### 11. Investment properties

	2023 €	2022 €
<b>Cost</b>		
Balance at 1 January	3,833,035	3,787,500
Additions	218,963	45,535
<b>Balance at 31 December</b>	<b>4,051,998</b>	<b>3,833,035</b>
<b>Depreciation</b>		
<b>Balance at 31 December</b>	<b>-</b>	<b>-</b>
<b>Net book amount</b>		
<b>Balance at 31 December</b>	<b>4,051,998</b>	<b>3,833,035</b>

Details of investment properties are as follows:

	2023 €	2022 €
<b>Type</b>		
Land situated in Agios Athanasios, Limassol	3,700,000	3,700,000
Building - architect expenses	180,000	112,500
Building - project management fees	36,000	16,000
Building - engineering services	67,300	2,750
Sundry capitalised expenses	47,638	1,785
Building - lighting design	21,060	-
	<b>4,051,998</b>	<b>3,833,035</b>

#### 12. Trade and other receivables

	2023 €	2022 €
Receivables from other related parties (Note 18.1)	1,000	1,000
Refundable VAT	720,830	710,608
	<b>721,830</b>	<b>711,608</b>

The fair values of trade and other receivables due within one year approximate to their carrying amounts as presented above.

The exposure of the Company to credit risk and impairment losses in relation to trade and other receivables is reported in note 6 of the financial statements.



## BH HIGH CROSS PUBLIC LTD (EX. BH HIGH CROSS LTD)

### NOTES TO THE FINANCIAL STATEMENTS

31 December 2023

#### 13. Cash at bank and in hand

Cash balances are analysed as follows:

	2023 €	2022 €
Cash at bank and in hand	<u>54,549</u>	<u>6,707</u>
	<u>54,549</u>	<u>6,707</u>

The exposure of the Company to credit risk and impairment losses in relation to cash and cash equivalents is reported in note 6 of the financial statements.

#### 14. Share capital

	2023 Number of shares	2023 €	2022 Number of shares	2022 €
<b>Authorised</b>				
Ordinary shares of €1 each	<u>4,577,508</u>	-	<u>4,577,508</u>	<u>1,000</u>
<b>Issued</b>				
Balance at 1 January	<u>1,000</u>	<u>1,000</u>	<u>1,000</u>	<u>1,000</u>
Issue of shares	-	<u>4,576,508</u>	-	-
<b>Balance at 31 December</b>	<u>1,000</u>	<u>4,577,508</u>	<u>1,000</u>	<u>1,000</u>

On 31 January 2023, the Company increased its authorized share capital by 1,000 ordinary shares of nominal value of €1 per share. The total authorized share capital of the Company as at 31 January 2023 was 2,000 ordinary shares of nominal value of €1 per share.

On 10 February 2023, the Company issued one ordinary share at premium (Note 15). As at 10 February 2023, the Company's share capital comprised out of 1,000 ordinary shares of nominal value €1 per share, and 1 ordinary share of nominal value of € issued at a premium of €4,576,507.

On 26 April 2023, the Company increased its authorized share capital by 4,575,508 ordinary shares of nominal value of € 1 per share. The total authorized share capital of the Company as at 26 April 2023 was 4,577,508 ordinary shares of nominal value of €1 per share.

On 11 May 2023, the Company utilized its other reserves by issuing 4,576,507 ordinary shares of nominal value €1 per share (Note 15).

As at 23 May 2023, the Company's authorized and fully issued share capital comprised out of 4,577,508 ordinary shares of nominal value €1 per share.

#### 15. Other reserves

	2023 €	2022 €
Balance at 1 January	<u>4,576,508</u>	-
Proceeds during the year	-	4,576,508
Repayments during the year	<u>(4,576,508)</u>	-
<b>Balance at 31 December</b>	<u>-</u>	<u>4,576,508</u>

The other reserves made available to the Board of Directors for future increases of the share capital of the Company.

# BH HIGH CROSS PUBLIC LTD (EX. BH HIGH CROSS LTD)

## NOTES TO THE FINANCIAL STATEMENTS

31 December 2023

### 15. Other reserves (continued)

On 10 February 2023, the Company utilized its other reserves by issuing one additional share of nominal value of € 1, at a premium of € 4,576,507.

On 11 May, the Company utilized its share premium account to issue and allot 4,576,507 ordinary shares of nominal value of €1 per share.

### 16. Trade and other payables

	2023 €	2022 €
Accruals	1,299	1,399
Other creditors	-	25,000
Payables to other related parties (Note 18.2)	<u>365,332</u>	<u>12,509</u>
	<u>366,631</u>	<u>38,908</u>

The fair values of trade and other payables due within one year approximate to their carrying amounts as presented above.

### 17. Operating Environment of the Company

On 24 February 2022, Russia launched a military operation in Ukraine. Many governments are taking increasingly stringent measures against Russia and Belarus. These measures have already slowed down the economies both in Cyprus but globally as well with the potential of having wider impacts on the respective economies as the measures persist for a greater period of time. The conflict may have serious consequences on the Cyprus economy and also worldwide, which are difficult to precisely estimate. The main concern at the moment is the rise of inflation, the uncertainty mainly about tourism and financial services and the increase in the price of fuel, which will affect household incomes and business operating costs.

### 18. Related party transactions

During the year ended 31 December 2023, the Company was controlled by Blue Horn Trading V Limited, incorporated in Cyprus, which owns 99.02% and by nine individuals, who own 0.98% of the Company's issued share capital.

The following transactions were carried out with related parties:

#### 18.1 Receivables from related parties (Note 12)

Name	Nature of transactions	2023 €	2022 €
Receivable from shareholders	Finance	<u>1,000</u>	<u>1,000</u>
		<u>1,000</u>	<u>1,000</u>

The receivables from shareholders were interest free, and have no specified repayment date.

#### 18.2 Payables to related parties (Note 16)

Name	Nature of transactions	2023 €	2022 €
Payable to related parties	Finance	<u>365,332</u>	<u>12,509</u>
		<u>365,332</u>	<u>12,509</u>

The payables to related parties were interest free, and have no specified repayment date.

## **BH HIGH CROSS PUBLIC LTD (EX. BH HIGH CROSS LTD)**

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### **NOTES TO THE FINANCIAL STATEMENTS**

31 December 2023

#### **19. Contingent liabilities**

The Company had no contingent liabilities as at 31 December 2023.

#### **20. Commitments**

The Company had no capital or other commitments as at 31 December 2023.

#### **21. Events after the reporting period**

There were no material events after the reporting period, which have a bearing on the understanding of the financial statements.

As explained in note 17 the geopolitical situation in Eastern Europe intensified on 24 February 2022, with the commencement of the conflict between Russia and Ukraine. As at the date of authorising these financial statements for issue, the conflict continues to evolve as military activity proceeds and additional sanctions are imposed.

The Cyprus Investment Firm Mega Equity Securities & Financial Services Public Ltd Licensed by the Cyprus Securities & exchange Commission (license No.011/03) was appointed by the management as the Nominated Advisor to proceed with the admission process of the Company in the Emerging Companies Market of the Cyprus Stock Exchange, which is expected to be completed in 2024.

**Independent auditor's report on pages 2 to 3**

**BH HIGH CROSS PUBLIC LTD (EX. BH HIGH CROSS LTD)**

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**ADDITIONAL INFORMATION TO THE STATEMENT OF PROFIT OR LOSS  
AND OTHER COMPREHENSIVE INCOME**

<b>CONTENTS</b>	<b>PAGE</b>
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Other operating expenses	2
Finance costs	3
Computation of wear and tear allowances	4
Computation of corporation tax	5
Calculation of tax losses for the five-year period	5

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## BH HIGH CROSS PUBLIC LTD (EX. BH HIGH CROSS LTD)

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### DETAILED INCOME STATEMENT

31 December 2023

	Page	2023 €	2022 €
Other operating expenses	2	<u>(49,027)</u>	(35,014)
<b>Operating loss</b>		<b>(49,027)</b>	(35,014)
Finance costs	3	<u>(1,669)</u>	(666)
<b>Net loss for the year before tax</b>		<b><u>(50,696)</u></b>	<b>(35,680)</b>

## BH HIGH CROSS PUBLIC LTD (EX. BH HIGH CROSS LTD)

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### OTHER OPERATING EXPENSES

31 December 2023

	2023 €	2022 €
<b>Other operating expenses</b>		
Municipality taxes	222	195
Annual levy	350	-
Immovable property tax	226	226
Water supply and cleaning	411	443
Auditors' remuneration	1,100	2,400
Other professional fees	46,718	31,196
Revenue stamps	-	554
	<u>49,027</u>	<u>35,014</u>

## BH HIGH CROSS PUBLIC LTD (EX. BH HIGH CROSS LTD)

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### FINANCE COSTS

31 December 2023

	2023 €	2022 €
<b>Finance costs</b>		
<b>Sundry finance expenses</b>		
Bank charges	<u>1,669</u>	<u>666</u>
	<u>1,669</u>	<u>666</u>

# BH HIGH CROSS PUBLIC LTD (EX. BH HIGH CROSS LTD)

## COMPUTATION OF WEAR AND TEAR ALLOWANCES 31 December 2023

	Year	%	COST			ANNUAL ALLOWANCES					Net value 31/12/2023 €
			Balance 01/01/2023 €	Additions for the year €	Disposals for the year €	Balance 31/12/2023 €	Balance 01/01/2023 €	Charge for the year €	On disposals €	Balance 31/12/2023 €	
<b>Investment properties</b>											
Land in Limassol	2021	-	3,700,000	-	-	3,700,000	-	-	-	-	3,700,000
Building - additions	2021	-	87,500	-	-	87,500	-	-	-	-	87,500
Building - additions	2022	-	45,535	-	-	45,535	-	-	-	-	45,535
Building - additions	2023	-	-	218,963	-	218,963	-	-	-	-	218,963
			3,833,035	218,963	-	4,051,998	-	-	-	-	4,051,998



## BH HIGH CROSS PUBLIC LTD (EX. BH HIGH CROSS LTD)

### COMPUTATION OF CORPORATION TAX

31 December 2023

	Page	€	€
Net loss per income statement	1		(50,696)
Add:			
Benefit from transactions falling under Article 33		79	
Annual levy		350	
Immovable property tax		226	
Other non-allowable expenses		28,448	
			29,103
<b>Net loss for the year</b>			<b>(21,593)</b>
Loss brought forward			(25,387)
<b>Loss carried forward</b>			<b>(46,980)</b>

### CALCULATION OF TAX LOSSES FOR THE FIVE-YEAR PERIOD

Tax year	Profits/(losses) for the tax year	Gains Offset		Gains Offset	
		Amount €	Year	Amount €	Year
2018	-	-		-	
2019	-	-		-	
2020	-	-		-	
2021	(1,636)	-		-	
2022	(23,751)	-		-	
2023	(21,593)	-		-	

Tax year	Profits/(losses) for the tax year	Gains Offset	
		Amount €	Year
2018	-	-	
2019	-	-	
2020	-	-	
2021	(1,636)	-	
2022	(23,751)	-	
2023	(21,593)	-	

Net loss carried forward (46,980)



**BH HIGH CROSS PUBLIC LTD (EX. BH  
HIGH CROSS LTD)**

**FINANCIAL STATEMENTS**  
31 December 2023

True copy of the  
Original Financial Statements  
Announced at the annual  
General Meeting

Director

Secretary



4 June 2024

**BH HIGH CROSS PUBLIC LTD**

365 Agiou Andreou Street  
EFTSTAHIOU COURT, 2nd floor, Flat/Office 201  
3035  
Limassol, Cyprus

Dear Sir/Madame,

During the audit finalisation of the Financial Statements for the year 2023 we would like you to inform you that based on our assessment, pending the tax authority's review; we estimate the company has no tax liabilities for the year ended 31 December 2023.

**Notes:**

**Administration expenses**

No taxable income incurred during the year, so upon a tax inspection, the Tax authorities may restrict the Company's expenses related to the maintenance of the company exempt the audit and accounting fees.

**Comment for Transfer pricing**

The company is required to comply with the new legislation of Income Tax law for Transfer pricing, with retroactive effect from 01/01/2022, since the Company has transactions with related parties.

According to the new provisions of the Income Tax Law, related persons who are tax residents of Cyprus, or permanent establishments in Cyprus of persons who are not tax residents have the obligation to prepare a TP documentation file and a Summary Table of Information (SIT) for transactions with related parties ( i.e. intra-company transactions).

Furthermore, a tax circular issued by the Cyprus Tax department on 1 February 2024, with effect from 1 January 2022, stating simplification measures for inter-company transactions that do not exceed the threshold of €5,000,000 for financing transactions per tax year and the amount of €1,000,000 for all the other type of categories per tax year.

The TP documentation file as of 1 January 2022 is to consist of:

- **SIT** (Summary Information Table) detailing the intercompany transactions (applicable for all liable Taxpayers on an annual basis irrespective of whether a TP is prepared or not).
- **Cypriot local file** (local file if the transactions with connected persons either exceed (or should have exceeded based on the arm's-length principle) the amount of €5,000,000 for financing transactions per tax year and the amount of €1,000,000 for all the other type of categories per tax year

In our case,

1. The Company, has receivable balances with related parties (less than 5,000,000 EUR). Therefore, the Company must follow the simplification measures applicable to financial transactions.

For this reason, the tax computation has been adjusted with the imposition of Article 33 – Benefit from transactions with related parties.

The Company must prepare simplified TP documentation. The simplified TP documentation includes minimum contents, which should be kept on file to support its compliance with the arm's length principle for related party transactions.

Also, a SIT has to be prepared and submitted, accompanied by the Company's Income Tax return for the year 2023.

Thank you for your cooperation.



.....

Markos Kashiouris

On behalf of

BH High Cross Public Ltd



.....

Theodoros Theodoulou

On behalf of

Kreston Ioannou & Theodoulou Ltd