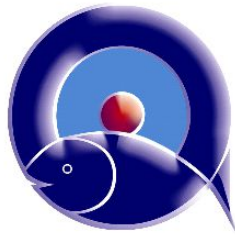




NIREUS AQUACULTURE S.A



# **NIREUS AQUACULTURE S.A.**

**Company's Number in the General Electronic Commercial Registry:  
7852901000**

**(Former: Company's Register No. 16399/06/B/88/18)**

## **CONDENSED INTERIM FINANCIAL REPORT**

**For the period**

**From 1<sup>st</sup> January to 30<sup>th</sup> September 2015**

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**THIS REPORT HAS BEEN TRANSLATED FROM THE ORIGINAL VERSION IN GREEK**

***REPORT ON REVIEW OF INTERIM CONDENSED FINANCIAL INFORMATION***

**THIS REPORT HAS BEEN TRANSLATED FROM THE ORIGINAL VERSION IN GREEK  
REPORT ON REVIEW OF INTERIM CONDENSED FINANCIAL INFORMATION**

**To the Shareholders of “NIREUS AQUACULTURE S.A”.**

*Introduction*

We have reviewed the accompanying condensed separate and consolidated statement of financial position of the Company “NIREUS AQUACULTURE S.A” as at 30 September 2015, and the related condensed separate and consolidated statements of income, comprehensive income, changes in equity and cash flows for the nine-month period then ended, as well as the selected explanatory notes that comprise the interim condensed financial information, which is an integral part of the nine-month financial report of Law 3556/2007. Management is responsible for the preparation and presentation of this interim condensed financial information in accordance with International Financial Reporting Standards as adopted by the European Union and apply to interim financial reporting (International Accounting Standard “IAS 34”). Our responsibility is to express a conclusion on this interim condensed financial information based on our review.

*Scope of review*

We conducted our review in accordance with the International Standard on Review Engagements 2410, “Review of Interim Financial Information Performed by the Independent Auditor of the Entity”. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

*Conclusion*

Based on our review, nothing has come to our attention that causes us to believe that the accompanying interim condensed financial information is not prepared, in all material respects, in accordance with IAS 34.

*Emphasis of matter*

Without qualifying our opinion, we draw attention to Note 2.2 of the separate and consolidated interim financial statements which indicates that, as of September 30, 2015, (a) the Group and the Company were in the process of completing the loans refinancing, in the context of the 24 March 2015 MoU with lending banks, which provides for a standstill period until October 31, 2015. (b) The Group and the Company were not in a position to repay part of their contractual obligations, amounting to € 116,3 million and € 108,2 million respectively. Furthermore as explained in note 2.2, the refinancing of the Group’s and the Company’s loans was completed on October 16, 2015, as a result an amount of € 58,6 million of the existing short term loans has been capitalized, an amount of € 74,8 million of the existing short term loans has been paid and an amount of € 82,1 million has been concluded as long term loans. In light of the above, the successful restructuring of the Company’s and the Group’s loans has reduced significantly the uncertainty about the going concern of the Company and the Group.



*Report on other legal and regulatory matters*

Our review has not identified any inconsistency between the other information contained in the nine-month financial report prepared in accordance with article 5 of Law 3556/2007 with the accompanying interim condensed financial information.

**Athens, 30 November 2015**  
**THE CERTIFIED AUDITOR ACCOUNTANT**

**PANAGIOTIS PAPAZOGLOU**  
**S.O.E.L. R.N. 16631**  
**ERNST & YOUNG (HELLAS)**  
**CERTIFIED AUDITORS ACCOUNTANTS S.A.**

**Chimarras 8B Maroussi,**  
**151 25, Greece**  
**COMPANY S.O.E.L. R.N. 107**



## Income statement

(Amounts in Euro)

	Note	GROUP			
		1/1-30/9/2015	1/1-30/9/2014 (restated *)	1/7-30/9/2015	1/7-30/9/2014 (restated*)
<b>Fair value of biological assets at the beginning of the period</b>		<b>163.662.396</b>	<b>170.151.405</b>	<b>142.928.656</b>	<b>138.586.658</b>
Purchases during the period		(931.599)	(1.155.121)	(334.042)	(668.318)
Sales during the period		119.346.546	113.993.722	45.721.558	41.143.953
Less: sale of subsidiaries		295.437	-	-	-
<b>Fair value of biological assets at 30/9/2015</b>		<b>157.151.628</b>	<b>147.336.826</b>	<b>157.151.628</b>	<b>147.336.826</b>
<b>Gains resulting from changes in fair value of biological assets at the end of the period</b>	<b>19</b>	<b>112.199.616</b>	<b>90.024.022</b>	<b>59.610.488</b>	<b>49.225.803</b>
Sales of non-biological goods-merchandise and other inventories	<b>8</b>	20.791.878	34.902.136	7.360.410	14.264.038
Raw Material Consumption		(68.853.087)	(74.679.731)	(31.815.536)	(34.438.023)
Salaries & personnel expenses		(20.674.953)	(21.139.982)	(6.752.246)	(6.813.590)
Third party fees and benefits		(15.292.842)	(15.205.352)	(5.756.804)	(5.738.930)
Finance expenses	<b>9</b>	(9.779.317)	(10.146.657)	(3.225.494)	(3.598.795)
Finance income	<b>9</b>	469.335	344.885	145.780	150.648
Impairment of goodwill and investments in subsidiaries		-	(423.554)	-	-
Losses from sale of subsidiary companies	<b>17</b>	(2.988.850)	-	-	-
Depreciation		(5.019.532)	(5.913.962)	(1.801.152)	(1.986.355)
Other expenses	<b>10</b>	(17.812.530)	(19.860.591)	(7.038.837)	(7.510.637)
Other income	<b>11</b>	2.108.396	1.890.747	472.343	685.885
<b>Results for the period before taxes</b>		<b>(4.851.886)</b>	<b>(20.208.039)</b>	<b>11.198.953</b>	<b>4.240.044</b>
Income tax	<b>12</b>	(75.243)	(635.696)	117.167	(395.826)
Deferred income tax	<b>12,18</b>	1.356.089	4.217.047	416.003	(1.154.159)
<b>Net (losses)/profit for the period</b>		<b>(3.571.040)</b>	<b>(16.626.688)</b>	<b>11.732.123</b>	<b>2.690.059</b>
<b>Attributable to:</b>					
<b>Equity holders of the Parent company</b>		(4.303.421)	(17.212.418)	10.969.205	2.243.579
<b>Non-controlling interests</b>		732.381	585.730	762.918	446.480
<b>Total</b>		<b>(3.571.040)</b>	<b>(16.626.688)</b>	<b>11.732.123</b>	<b>2.690.059</b>
<b>(Losses)/profit per share – (basic and diluted) in €</b>	<b>13</b>	<b>(0,0676)</b>	<b>(0,2703)</b>	<b>0,1723</b>	<b>0,0352</b>

\* Due to the reclassification and net-off of a figure from "Other expenses" to "Sales of biological assets" Note 10 .

**The attached notes form an integral part of these financial statements**



## ***Income statement***

(Amounts in Euro)

	Note	COMPANY			
		1/1-30/9/2015	1/1-30/9/2014 (restated *)	1/7-30/9/2015	1/7-30/9/2014 (restated*)
<b>Fair value of biological assets at the beginning of the period</b>		<b>156.861.359</b>	<b>155.012.142</b>	<b>134.782.931</b>	<b>127.698.108</b>
Purchases during the period		(931.287)	(321.760)	(334.042)	(241.260)
Sales during the period		111.849.321	103.527.514	42.250.768	36.561.269
<b>Fair value of biological assets at 30/9/2015</b>		<b>149.296.248</b>	<b>135.278.065</b>	<b>149.296.248</b>	<b>135.278.065</b>
<b>Gains resulting from changes in fair value of biological assets at the end of the period</b>	<b>19</b>	<b>103.352.923</b>	<b>83.471.677</b>	<b>56.430.043</b>	<b>43.899.966</b>
Sales of non-biological goods-merchandise and other inventories	<b>8</b>	11.970.694	16.559.222	4.376.382	7.871.825
Raw material consumption		(57.975.531)	(57.411.307)	(28.093.984)	(27.884.366)
Salaries & personnel expenses		(16.983.453)	(16.862.832)	(5.519.754)	(5.361.336)
Third party fees and benefits		(15.836.964)	(15.649.349)	(5.931.095)	(5.708.138)
Finance expenses	<b>9</b>	(9.245.751)	(9.522.497)	(3.141.709)	(3.389.569)
Finance income	<b>9</b>	592.465	444.252	145.495	132.819
Depreciation		(4.467.543)	(4.925.187)	(1.646.187)	(1.639.293)
Other expenses	<b>10</b>	(16.076.714)	(16.406.917)	(6.227.871)	(6.454.683)
Other income	<b>11</b>	1.653.708	938.231	623.807	412.174
<b>Results for the period before taxes</b>		<b>(3.016.166)</b>	<b>(19.364.707)</b>	<b>11.015.127</b>	<b>1.879.399</b>
Deferred income tax	<b>12,18</b>	1.199.467	3.262.131	2.830	(1.176.288)
<b>Net (losses)/profit for the period</b>		<b>(1.816.699)</b>	<b>(16.102.576)</b>	<b>11.017.957</b>	<b>703.111</b>

\* Due to the reclassification and net-off of a figure from "Other expenses" to "Sales of biological assets" Note 10 .

**The attached notes form an integral part of these financial statements**



## Statement of Comprehensive Income

(Amounts in Euro)

	<b>GROUP</b>			
	<b>1/1-30/09/2015</b>	<b>1/1-30/09/2014</b>	<b>1/7-30/09/2015</b>	<b>1/7-30/09/2014</b>
<b>Net (losses)/profit for the period</b>	<b>(3.571.040)</b>	<b>(16.626.688)</b>	<b>11.732.123</b>	<b>2.690.059</b>
<b>Other comprehensive income</b>				
<b>Items which can be recycled through the income statement (I)</b>				
Currency translation differences from the consolidation of foreign subsidiaries	480.877	293.738	-	89.553
Transfer of foreign exchange reserve from the sale of subsidiaries (Note 17)	2.329.860	-	-	-
Effect from the change in the income tax rate to 29% (Note 18)	(1.155.101)	-	(1.155.101)	-
	<b>1.655.636</b>	<b>293.738</b>	<b>(1.155.101)</b>	<b>89.553</b>
<b>Items which cannot be recycled through the income statement (II)</b>				
Movement in the revaluation reserve of property plant & equipment	-	-	-	(9.571)
Less: Deferred Tax	-	-	-	2.488
	-	-	-	<b>(7.083)</b>
<b>Other comprehensive income (I+II)</b>	<b>1.655.636</b>	<b>293.738</b>	<b>(1.155.101)</b>	<b>82.470</b>
<b>Total Comprehensive (Losses)/profit</b>	<b>(1.915.404)</b>	<b>(16.332.950)</b>	<b>10.577.022</b>	<b>2.772.529</b>
<i>-Equity holders of the parent company</i>	(2.661.324)	(16.964.800)	9.871.924	2.317.203
<i>-Non-controlling interests</i>	745.920	631.850	705.098	455.326
	<b>(1.915.404)</b>	<b>(16.332.950)</b>	<b>10.577.022</b>	<b>2.772.529</b>

	<b>COMPANY</b>			
	<b>1/1-30/09/2015</b>	<b>1/1-30/09/2014</b>	<b>1/7-30/09/2015</b>	<b>1/7-30/09/2014</b>
<b>Net (losses)/profit for the period</b>	<b>(1.816.699)</b>	<b>(16.102.576)</b>	<b>11.017.957</b>	<b>703.111</b>
<b>Items which can be recycled through the income statement (I)</b>				
Effect from the change in the income tax rate to 29% (Note 18)	(1.070.098)	-	(1.070.098)	-
	<b>(1.070.098)</b>	<b>-</b>	<b>(1.070.098)</b>	<b>-</b>
<b>Items which cannot be recycled through the income statement (II)</b>				
<b>Other comprehensive income (I+II)</b>	<b>(1.070.098)</b>	<b>-</b>	<b>(1.070.098)</b>	<b>-</b>
<b>Total Comprehensive (Losses)/profit</b>	<b>(2.886.797)</b>	<b>(16.102.576)</b>	<b>9.947.859</b>	<b>703.111</b>

**The attached notes form an integral part of these financial statements**



## Statement of Financial Position

(Amounts in Euro)

	Note	GROUP		COMPANY	
		30/9/2015	31/12/2014	30/9/2015	31/12/2014
<b>ASSETS</b>					
<b>Non-current assets</b>					
Property, plant and equipment	14	75.912.548	76.134.881	70.111.708	70.015.589
Investment property		4.162.995	4.162.995	3.283.012	3.283.012
Goodwill	15	30.356.630	30.356.630	19.049.833	19.049.833
Intangible assets	16	15.120.054	15.082.914	4.205.885	4.168.686
Investments in subsidiaries	17	-	-	30.258.301	31.808.213
Deferred income tax assets	18	1.989.262	1.489.074	-	-
Available-for-sale financial assets		111.945	20.905	77.483	6.800
Other long-term receivables		283.430	521.273	226.292	456.293
Biological assets	19	80.957.128	70.915.786	79.384.834	69.463.499
		<b>208.893.992</b>	<b>198.684.458</b>	<b>206.597.348</b>	<b>198.251.925</b>
<b>Current assets</b>					
Biological assets	19	76.194.500	92.746.610	69.911.414	87.397.860
Inventories	20	11.369.761	10.674.633	8.719.310	8.096.937
Trade and other receivables	21	39.779.139	37.019.482	33.075.517	32.632.913
Other receivables		6.655.025	6.095.901	5.469.876	4.996.357
Other current assets		1.671.962	1.629.324	1.553.148	1.387.035
Derivative financial instruments	26	12.725	10.897	12.725	10.897
Restricted cash	22	4.125.140	4.245.364	4.125.140	4.245.364
Cash and cash equivalents		8.351.792	5.441.530	7.372.709	3.685.215
		<b>148.160.044</b>	<b>157.863.741</b>	<b>130.239.839</b>	<b>142.452.578</b>
Held for sale assets	17	-	8.514.960	-	-
<b>Total Assets</b>		<b>357.054.036</b>	<b>365.063.159</b>	<b>336.837.187</b>	<b>340.704.503</b>
<b>EQUITY &amp; LIABILITIES</b>					
<b>Equity</b>					
Share capital	23	85.354.185	85.354.185	85.354.185	85.354.185
Less Treasury shares	23	(47.271)	(47.271)	(47.271)	(47.271)
Share premium account	23	36.248.476	36.248.476	36.248.476	36.248.476
Fair value reserves	23	29.033.793	30.809.596	28.026.890	29.096.988
Foreign currency translation reserve		-	(2.739.378)	-	-
Other capital reserves	23	8.421.523	10.245.123	8.424.186	9.057.838
Retained earnings		(111.515.260)	(108.684.369)	(100.721.406)	(99.538.359)
<b>Equity attributable to equity holders of the Parent Company</b>		<b>47.495.446</b>	<b>51.186.362</b>	<b>57.285.060</b>	<b>60.171.857</b>
<b>Non-controlling interests</b>		<b>(7.029.012)</b>	<b>(7.785.751)</b>	<b>-</b>	<b>-</b>
<b>Total Equity</b>		<b>40.466.434</b>	<b>43.400.611</b>	<b>57.285.060</b>	<b>60.171.857</b>
<b>Non-current liabilities</b>					
Long-term linterest bearing loans borrowings	24	38.046.774	35.402.375	37.769.462	35.402.375
Deferred income tax liabilities	18	4.803.123	4.502.383	3.738.242	3.867.612
Net Employee defined Benefit obligations		2.433.928	2.365.903	2.155.896	2.106.215
Government grants		6.166.309	6.660.659	5.593.755	6.028.155
Other non-current liabilities		1.671.617	1.881.294	-	-
Provisions		2.869.480	3.392.058	940.391	717.968
<b>Total non-current liabilities</b>		<b>55.991.231</b>	<b>54.204.672</b>	<b>50.197.746</b>	<b>48.122.325</b>
<b>Current liabilities</b>					
Trade & other payables	25	45.510.714	48.031.309	40.821.292	44.023.371
Short-term interest bearing loan borrowings	24	61.712.083	62.762.422	57.672.448	59.911.273
Derivative financial instruments	26	1.911.955	2.316.142	1.911.955	2.316.142
Current portion of long-term financial liabilities	24	137.184.088	137.686.092	116.895.475	116.393.319
Other current liabilities	25	14.277.531	11.858.255	12.053.211	9.766.216
<b>Total current liabilities</b>		<b>260.596.371</b>	<b>262.654.220</b>	<b>229.354.381</b>	<b>232.410.321</b>
Held for sale liabilities	17	-	4.803.656	-	-
<b>Total Liabilities</b>		<b>316.587.602</b>	<b>321.662.548</b>	<b>279.552.127</b>	<b>280.532.646</b>
<b>Total Equity and Liabilities</b>		<b>357.054.036</b>	<b>365.063.159</b>	<b>336.837.187</b>	<b>340.704.503</b>

**The attached notes form an integral part of these financial statement**





## ***Statement of Changes in Equity***

### **Consolidated Statement of Changes in Equity**

(Amounts in Euro)

	Share Capital	Treasury Shares	Share Premium	Asset Revaluation Reserve	Foreign Currency Translation Reserve	Other Reserves	Retained Earnings	Controlling interests	Non-controlling interests	Total
<b>Balance of equity as at 1 January 2014</b>	<b>85.354.185</b>	<b>(47.271)</b>	<b>36.248.476</b>	<b>30.112.982</b>	<b>(3.139.556)</b>	<b>8.589.748</b>	<b>(92.536.295)</b>	<b>64.582.269</b>	<b>(6.897.096)</b>	<b>57.685.173</b>
<i>Movement in equity for the period 1/1-30/9/2014</i>										
Losses after taxes	-	-	-	-	-	-	(17.212.418)	(17.212.418)	585.730	(16.626.688)
Other comprehensive income	-	-	-	(5.828)	247.618	-	5.828	247.618	46.120	293.738
<b>Total comprehensive losses after taxes</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(5.828)</b>	<b>247.618</b>	<b>-</b>	<b>(17.206.590)</b>	<b>(16.964.800)</b>	<b>631.850</b>	<b>(16.332.950)</b>
Approved dividends from subsidiaries to minority interests	-	-	-	-	-	-	-	-	(166.569)	(166.569)
<b>Balance of equity as at 30 September 2014</b>	<b>85.354.185</b>	<b>(47.271)</b>	<b>36.248.476</b>	<b>30.107.154</b>	<b>(2.891.938)</b>	<b>8.589.748</b>	<b>(109.742.885)</b>	<b>47.617.469</b>	<b>(6.431.815)</b>	<b>41.185.654</b>
<b>Balance of equity as at 1 January 2015</b>	<b>85.354.185</b>	<b>(47.271)</b>	<b>36.248.476</b>	<b>30.809.596</b>	<b>(2.739.378)</b>	<b>10.245.123</b>	<b>(108.684.369)</b>	<b>51.186.362</b>	<b>(7.785.751)</b>	<b>43.400.611</b>
<i>Movement in equity for the period 1/1-30/9/2015</i>										
Losses after taxes	-	-	-	-	-	-	(4.303.421)	(4.303.421)	732.381	(3.571.040)
Other comprehensive income	-	-	-	(1.099.209)	2.739.378	-	1.928	1.642.097	13.539	1.655.636
<b>Total comprehensive losses after taxes</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(1.099.209)</b>	<b>2.739.378</b>	<b>-</b>	<b>(4.301.493)</b>	<b>(2.661.324)</b>	<b>745.920</b>	<b>(1.915.404)</b>
Acquisition of non-controlling interests (Note 17)	-	-	-	-	-	-	(1.029.592)	(1.029.592)	(320.408)	(1.350.000)
Net-off of retained earnings with reserves	-	-	-	-	-	(633.652)	633.652	-	-	-
Transfer of sale of subsidiaries (Note 17)	-	-	-	(676.594)	-	(1.189.948)	1.866.542	-	455.333	455.333
Approved dividends from subsidiaries to minority interests	-	-	-	-	-	-	-	-	(124.106)	(124.106)
<b>Total recognised losses for the period</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(1.775.803)</b>	<b>2.739.378</b>	<b>(1.823.600)</b>	<b>(2.830.891)</b>	<b>(3.690.916)</b>	<b>756.739</b>	<b>(2.934.177)</b>
<b>Balance of equity as at 30 September 2015</b>	<b>85.354.185</b>	<b>(47.271)</b>	<b>36.248.476</b>	<b>29.033.793</b>	<b>-</b>	<b>8.421.523</b>	<b>(111.515.260)</b>	<b>47.495.446</b>	<b>(7.029.012)</b>	<b>40.466.434</b>

**The attached notes form an integral part of these financial statements**



## Statement of Changes in Equity of the Parent Company

(Amounts in Euro)

	Share Capital	Treasury Shares	Share Premium	Asset Revaluation Reserve	Other Reserves	Retained Earnings	Total
<b>Balance of equity as at 1 January 2014</b>	<b>85.354.185</b>	<b>(47.271)</b>	<b>36.248.476</b>	<b>28.633.727</b>	<b>8.648.031</b>	<b>(90.264.366)</b>	<b>68.572.782</b>
<i>Movement in Net equity for the period 01/01-30/9/2014</i>							
Losses after taxes	-	-	-	-	-	(16.102.576)	<b>(16.102.576)</b>
<b>Total comprehensive losses after taxes</b>	-	-	-	-	-	<b>(16.102.576)</b>	<b>(16.102.576)</b>
<b>Balance of equity as at 30 September 2014</b>	<b>85.354.185</b>	<b>(47.271)</b>	<b>36.248.476</b>	<b>28.633.727</b>	<b>8.648.031</b>	<b>(106.366.942)</b>	<b>52.470.206</b>
<b>Balance of equity as at 1 January 2015</b>	<b>85.354.185</b>	<b>(47.271)</b>	<b>36.248.476</b>	<b>29.096.988</b>	<b>9.057.838</b>	<b>(99.538.359)</b>	<b>60.171.857</b>
<i>Movement in Net equity for the period 01/01-30/9/2015</i>							
Losses after taxes	-	-	-	-	-	(1.816.699)	<b>(1.816.699)</b>
Other comprehensive income	-	-	-	(1.070.098)	-	-	<b>(1.070.098)</b>
<b>Total comprehensive losses after taxes</b>	-	-	-	<b>(1.070.098)</b>	-	<b>(1.816.699)</b>	<b>(2.886.797)</b>
Net-off of retained earnings with reserves	-	-	-	-	(633.652)	633.652	-
<b>Balance of equity as at 30 September 2015</b>	<b>85.354.185</b>	<b>(47.271)</b>	<b>36.248.476</b>	<b>28.026.890</b>	<b>8.424.186</b>	<b>(100.721.406)</b>	<b>57.285.060</b>

**The attached notes form an integral part of these financial statements**



## Statement of Cash Flows

(Amounts in Euro)

	Note	GROUP		COMPANY	
		30/9/2015	30/9/2014	30/9/2015	30/9/2014
<b>Cash flows from operating activities</b>					
Losses before taxes		(4.851.886)	(20.208.039)	(3.016.166)	(19.364.707)
Plus/less adjustments for:					
Depreciation charge	14,16	5.019.532	5.913.962	4.467.543	4.925.187
Provisions		470.231	964.676	222.422	177.884
Government Grants	11	(494.350)	(416.047)	(434.400)	(321.947)
Provisions for retirement benefit obligations		79.605	169.010	49.681	112.187
Portfolio measurement		(406.015)	(180.820)	(406.015)	(180.820)
Dividends				(124.106)	(166.569)
Finance income	9	(63.320)	(164.065)	(62.344)	(96.863)
Movement in the fair value of biological assets	19	1.442.869	15.000.183	2.148.270	11.757.081
(Profit)/Losses from the sale of subsidiaries	17	2.988.850	-	-	-
Other non-cash items		115.764	438.561	14.626	15.009
Gains/(loss) from sale of property, plant and equipment-investments		26.975	(8.383)	30.215	(12.031)
Finance expense and similar charges	9	9.779.317	10.146.657	9.245.751	9.522.497
<b>Plus/less adjustments of working capital to net cash or related to operating activities:</b>					
Decrease of inventories		4.085.564	7.443.129	4.794.468	7.717.188
Decrease/(increase) of receivables		(7.282.508)	2.867.060	(1.041.426)	4.039.936
(Decrease)/increase of payable accounts (except Banks)		2.132.126	(8.382.880)	(85.312)	(9.712.780)
(Decrease)/increase of employee benefits					
Less:					
Interest expense and similar charges paid		(2.293.236)	(2.734.475)	(2.067.705)	(2.629.426)
Income tax paid		(61.197)	(136.517)	(22)	-
<b>Cash generated from operating activities (a)</b>		<b>10.688.321</b>	<b>10.712.012</b>	<b>13.735.480</b>	<b>5.781.826</b>
<b>Cash used from operating activities from sold subsidiaries(a)</b>		<b>(50.598)</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Net cash generated from operating activities Total S(a)</b>		<b>10.637.723</b>	<b>10.712.012</b>	<b>13.735.480</b>	<b>5.781.826</b>
<b>Cash flows from investing activities</b>					
Acquisition of subsidiaries and other investments		(1.357.211)	-	(1.357.211)	-
Proceeds from sale of subsidiaries	17	4.149.802	-	1.919.437	-
Proceeds from sale of other investments		1.210	-	1.210	-
Purchases of property, plant and equipment (PPE) and of intangible assets	14,16	(4.826.898)	(3.318.377)	(4.615.488)	(2.565.898)
Proceeds from sale of PPE and intangible assets		19.793	48.774	3.000	12.031
Proceeds from Government grants		-	2.274.509	-	2.274.509
Interest received		63.320	164.065	62.344	96.863
Dividends received		124.106		124.106	616.569
<b>Cash generated investing activities (b)</b>		<b>(1.825.878)</b>	<b>(831.029)</b>	<b>(3.862.602)</b>	<b>434.074</b>
<b>Cash generated from investing activities (b)</b>		<b>2.940</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Net cash generated from investing activities Total S(b)</b>		<b>(1.822.938)</b>	<b>(831.029)</b>	<b>(3.862.602)</b>	<b>434.074</b>
<b>Cash flows from financing activities</b>					
Proceeds from issued/raised bank loans		21.398.120	800.288	19.819.258	-
Repayments of loans		(27.694.693)	(11.500.752)	(26.216.160)	(7.866.552)
Restricted cash		120.224	1.364.563	120.224	1.364.563
Repayments of finance lease obligations (instalments)					
Purchase / sale of treasury shares		(144.507)	(166.569)	91.294	-
<b>Cash used in from financing activities (c)</b>		<b>(6.320.856)</b>	<b>(9.502.470)</b>	<b>(6.185.384)</b>	<b>(6.501.989)</b>
<b>Cash used in from financing activities (c)</b>		<b>67.152</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Net cash used in from financing activities Total S(c)</b>		<b>(6.253.704)</b>	<b>(9.502.470)</b>	<b>(6.185.384)</b>	<b>(6.501.989)</b>
<b>Net increase in cash and cash equivalents for the period Total of S(a) + S(b) + S(c)</b>		<b>2.561.081</b>	<b>378.513</b>	<b>3.687.494</b>	<b>(286.089)</b>
Effects of exchange rate changes on the balance of cash held in foreign currencies		349.181	233.444		
<b>Cash and cash equivalents at beginning of the period</b>		<b>5.441.530</b>	<b>3.616.545</b>	<b>3.685.215</b>	<b>2.426.166</b>
<b>Cash and cash equivalents at end of the period</b>		<b>8.351.792</b>	<b>4.228.502</b>	<b>7.372.709</b>	<b>2.140.077</b>

**The attached notes form an integral part of these financial statements**



## ***1. Information on the Company and the Group***

### ***1.1 General Information***

The company “NIREUS AQUACULTURE SA” (hereinafter the “Company”) is a company (societes anonyme) and a parent company of the group “NIREUS AQUACULTURE” (hereinafter the “Group”). The structure of the Group and the subsidiary companies are presented in Note 6 of the financial statements. The registered office of the company is domiciled at Koropi-Attica, Dimokritou Street, Portsi Place. The company’s web site is [www.nireus.com](http://www.nireus.com). The company was established in 1988 in Chios and in 1995 was listed on the Athens Stock Exchange.

The Board of Directors of Athens Exchange decided to transfer the shares of the Company to the Under Supervision Category as per the trading session of December the 19th 2014, since it was not feasible for the Company to complete a share capital increase through capitalization of bank debt, as referred to in Note 2.2 in 2014.

The interim condensed financial statements of the Group and of the Company were approved by the Board of Directors on 27 November, 2015.

### ***1.2 Nature of operations***

The Company and the subsidiary companies of the Group are involved in a range of activities in the aquaculture sector. In particular, the main activities of the Group include the production of juveniles, and fish as well as the trading and distribution of various products in domestic and international markets, the production of equipment such as nets, cages etc. for fish farming units, the production and trade of fish feed, the production and trade of processed fish, and production and sale of stock & avibreeding products.

### ***1.3 Main Developments***

#### **I. Sales agreement in connection with the sale of all Turkish Subsidiaries**

As at January 21 2015 the Management of the Group entered into a sales agreement for the sale of its entire shareholdings in the Turkish companies ILKNAK SU URUNLERI and MIRAMAR SU URUNLERI at a total sales price of an amount of €4.150.000. Further information is presented in Note 17 «Investments in Subsidiaries».



## **II. Pledge on Fish Population**

The company NIREUS SA, in accordance with the agreement dated 20.3.2015, has provided to the company NORSILDMEL INNOVATION A / S a floating lien on the fish population, amounting to € 10.3 million to secure the outstanding balance. The pledge is valid until 31/12/2015 (Note 19).

## **III. Signing of Agreement on restructuring of loans**

On March 2015 the Company entered into an agreement of mutual understanding (MoU) with its creditors to restructure its loans with a suspension of their rights to any amounts that will come due, principal and interest during out the suspension period (standstill ) until 31 October 2015, though being payable by that date and until the end of the suspension period.

The basic elements of the restructuring of loans are:

A. Capitalisation of loans amounting to Euro 58.600.000 by issuing Nireus new shares at an issue price of € 0.30 per share, in favor of the creditor banks, which is expected to yield a total ownership stake of NIREUS to its creditors on the 75% .

B. Issue of common secured bond loans amounting to € 94.552.126 and interest rate EURIBOR + 4.25%

C. Issue of convertible bond into shares totalling € 29.466.293 for ten years, with interest rate of 1% and EUR 0.31 per share conversion price .

Further information is presented in Note 2.2.

Subsequent to this, on 18 September 2015 the loan agreements with the Lending Banks for the refinancing of the bank debt, were signed implementing the relative decisions of the 1st Repetitive General Meeting of Shareholders that convened on 04.05.2015. More specifically, the Company signed the terms for the Common Bond Loans amounting up to € 58.2 mi, € 4.8 mi. and € 31.4 mi., as well as the terms for the Convertible Bond Loan amounting up to € 24.9 mi., where as at 16/10/2015 a total amount of € 82,1 million of funds were disbursed to the Company. Further information has been presented in Note 33 “Events after the reporting period”.

## **IV. Notice of Resolutions of the General Meeting of the Bondholders of the convertible bond loan of March 26, 2015 and June 10 2015**

According to the General Meeting of the Bondholders held on June 10, 2015 the following decisions were taken:

1. The General Meeting resolved to defer the payment of the two instalments due on January 13, 2014 and July 14 2014 in addition to their corresponding interest which were due for 31 December 2014, in addition to the first instalment of January 2015 for October 31, 2015.



2. It was resolved not to exercise the right to terminate the Loan until 31.10.2015.

**V. On May 4th 2015 the 1st Repeated General Meeting of Shareholders approved the following matters**

-the restructuring agreement, as stated in the Summary of Memorandum of Understanding and the included loan terms (Term sheet), which will refinance the majority of the outstanding debt of the Company and its subsidiaries. Granted permission to the Company's Board of Directors to carry out all acts necessary for the implementation of the restructuring.

-the reduction of the Company's share capital by reducing the nominal value of each common voting share of the Company in order to offset accumulated losses and/ or to form special reserves of equal value, according to article 4a of C.L. 2190/1920, as applicable, and granted permission to the Company's Board of Directors to implement this reduction. Approved the amendment of Article 5 of the Company's Articles of Association.

-the increase of the Company's share capital by converting bank debt to new common registered shares issued with rescission of the pre-emptive rights of existing shareholders. Granted permission to the Company's Board of Directors to further specify the terms of the increase, its completion and the listing of the new shares in Athens Stock Exchange. Approved the amendment of Article 5 of the Company's Articles of Association.

-the issuance of bond loan, up to the amount of € 29.466.293, convertible to new shares of the Company, according to the provisions of L. 3156/2003 and C.L. 2190/1920, in order to refinance existing bank lending of the Company. Granted permission to the Company's Board of Directors to negotiate the specific terms of the bond loan and to proceed with its completion.

- the issuance of common bond loan, up to the amount of € 4.883.000, from which an amount of € 4.653.00 will be utilized for the refinancing of the existing loan and up to the amount of € 230.000 will be used for the repayment of interest of the first interest period of the loan.

- the issuance of common secured bond loan, up to the amount of € 58.219.126, according to the provisions of L. 3156/2003 and C.L. 2190/1920, in order to refinance existing liabilities of the Company and to meet its operating needs. Granted permission to the Company's Board of Directors to negotiate the specific terms of the bond loan and to proceed with its completion.

-the issuance of common bond loan, up to the amount of € 31.450.000, according to the provisions of L. 3156/2003 and C.L. 2190/1920, in order to refinance existing liabilities of the Company and to meet its business plan. Granted permission to the Company's Board of Directors to negotiate the specific terms of the bond loan and to proceed with its completion.

-the amendment of the terms of the existing convertible bond with initial capital amount €19.995.575,10, issued on 12.07.2007.



## **VI. On May 4th 2015 the General Meeting of the Bondholders**

### **A. Authenticated the following decisions**

-the reduction of the Company's share capital by € 66.245.039,12 by reducing the par value of each existing common nominal shares from € 1,34 to € 0,30 per share for the purpose of offsetting accumulated losses and / or the formation of an equivalent special reserve. As a result of the above reduction, the share capital will stand at € 19.109.145,90, divided into 63.697.153 common registered shares, nominal value € 0,30 each by reducing the nominal value of each common registered voting share of the Company in order to offset accumulated losses and/ or to form special reserves of equal value, according to article 4a of C.L. 2190/1920, as applicable.

-the increase of the Company's share capital Increase of the share capital of the Company amounting to € 58.599.999,90 through the issue of 195.333.333 new shares with nominal value € 0,30 and issue price € 0,30 per share.

by converting bank debt to new common registered shares issued with rescission of the pre-emptive rights of existing shareholders.

-the issuance of a bond loan amounting to € 29.466.293 , convertible into new shares of the Company, pursuant to the provisions of L.3156 / 2003 and Law 2190/1920, to refinance existing bank loans as well as non-termination exercise in virtue of the respective speech complaint.

-the issuance of a common secured bond loan, up to the amount of € 58.219.126, according to the provisions of L. 3156/2003 and C.L. 2190/1920, in order to refinance existing liabilities of the Company and to meets its operating needs.

### **B. Approved the following decisions**

-the amendment of the terms of the existing Convertible Bond Loan with initial capital amount €19.995.575,10, issued on 12.07.2007 according to the decisions of the 1st Repetitive Extraordinary General Meeting of the Shareholders that convened on 11.04.2007, as the terms are valid today with all in between amendments (the Loan). Specifically, the amendment relates, inter alia, to the extension of the Loan term by 10 years with a fixed coupon rate of 1% per annum and the right of the Company to ask for capitalization of the interest at maturity, while the conversion price will be set at € 0,31 per share and the conversion ratio will adjusted accordingly.

-the non-exercise of the right to terminate the loan due to default clauses arising from the terms 4.1b, 4.1ia, and 4.1ic of the bond loan and all possible existing grounds based on the above decisions, including collaterals that will be provided for the aforementioned loans and the overall debt restructuring of the company.



## **VII. Procedures on Merger of SEFARM IONIAN SA**

Merger procedures of the company SEAFARM IONIAN by NIREUS are still in progress. Following the Balance sheet date and as at October 30, 2015 and November 3, 2015 the Merger Agreement Plan between SEAFARM IONIAN and NIREUS dated October 29, 2015 was registered in the General Electronic Commercial Registry of NIREUS and SEAFARM IONIAN. Further information is presented in Note 33.

## **VIII. Acquisition of 50% of the shares of subsidiary**

On 28 July 2015 the Company purchased one thousand and twenty-two (1.022) shares, equivalent to 50% of total shares of its subsidiary company PROTEUS EQUIPMENT SA, at a purchase price of € 1.350.000. Following the acquisition, NIREUS AQUACULTURE SA owns 100% of the shares of its subsidiary PROTEUS EQUIPMENT SA. Further information is presented in Note 17.

## ***2. Basis of preparation of the financial statements***

### **2.1 Basis of preparation**

The interim financial statements of the Company and of the Group for the nine-month period of 2015, which covers the period from January 1 to September 30, 2015 have been prepared under the historical cost method, as modified by the remeasurement of financial assets, property plant and equipment, investment property, biological assets and financial instruments as well as financial liabilities at fair value through profit or loss. The financial statements have been prepared on a going concern basis, and in accordance with International Financial Reporting Standards as these have been adopted by the European Union and specifically according to I.A.S. 34 in relation to the interim financial statements.

The condensed interim financial statements do not include all information and disclosure notes that are required for the Group's annual financial statements and therefore, these should be read in conjunction with the Company's and Group's financial statements as at 31 December, 2014 which are posted on the company's website [www.nireus.com](http://www.nireus.com).

The preparation of the interim financial statements, in accordance with International Financial Reporting Standards requires the use of critical accounting estimates. It also requires management to exercise its judgment in the process of applying the accounting principles which have been adopted. Significant assumptions made by management and areas involving high degrees of judgment or complexity are disclosed. Estimates and judgments made by the company's management are continuously evaluated and are based on facts and other factors including expectations of future events, as anticipated under reasonable circumstances.





The accounting principles and calculations used in the preparation of the financial statements have been consistently applied in all periods presented in this report and are consistent with those used in the preparation of the annual financial statements of the fiscal year 2014, with the exception of the following new accounting standards and interpretations which are referred to in Note 3 and which are effective for the accounting periods which begin January 1 2015.

## **2.2 Going Concern**

### **Current Economic Developments in Greece**

The bank holiday that took place during the first 20 days of July 2015 and the continued imposition of various restrictions on capital movements have increased economic uncertainty and pressure on the financial system and public finances.

In this context, the Greek Government on July 8, 2015 submitted three year funding requests to the European Stability Mechanism (ESM). On July 12, 2015 the Euro Summit issued a statement to the effect that the Greek Government should institutionalize a series of measures as prerequisites for launching negotiations aimed at preparing a new plan of financial assistance under the EMS. The Greek Parliament on the 15<sup>th</sup> and 23<sup>rd</sup> of July approved part of the prerequisites that were set by the above Summit, and on August 14 approved the plan of Financial Assistance Contract by the ESM as well as the arrangements for the implementation of the Financing Agreement. The Action Plan was adopted by the Management Board of the ESM on the 20<sup>th</sup> of August.

In the context of the economic environment developed by the above events, risks arise, the most important of which relate to the liquidity of both the financial system and companies in terms of collectability of their receivables, asset impairment, revenue recognition, servicing existing loan liabilities and / or meeting financial terms and financial indicators, the recoverability of deferred tax benefits, the valuation of financial instruments, the adequacy of provisions and the going concern of operations.

The management of the Group and the Company examined the conditions raised by these developments in the Greek economy, and considering factors such as the Group's foreign export sales which approximate 80%, the current and expected customer base, the profitability and cash flows of the Group and the Company, it assessed that no significant impact is expected to result on the business activity, financial position and results of the Group and the Company.

Despite the above, conditions and any possible further adverse developments in Greece may negatively affect the results and financial position of the Company and the Group, in a manner which can not currently be precisely projected.



### **Restructuring of the Bond loans**

As of 30 September 2015 the Group and Company continue to be in breach of certain financial covenants for certain loans (Note 24). As a result of the above, as at 30 September 2015 bond loans, including the convertible bond loan, of € 10,8 million and € 2,0 million for the Group and the Company have been reclassified to short-term liabilities. The presentation of the bond loans as short term, as at 30 September 2015, resulted in the total short-term liabilities of the Group and of the Company to exceed total current assets by approximately € 112,4 million and € 99,1 million respectively.

Given the financial circumstances, the Group and the Company were not in a position to fulfill part of their contractual arrangements arising from the bond loans, which include principal repayments amounting to € 104,1 million and € 96,7 million and overdue interest repayments amounting to € 12,2 million and € 11,5 million, for the Group and Company as presented in Note 24.

The management of the Company as at March 24, 2015 had signed an Agreement of Understanding (MOU) with the lending banks (Alpha Bank, Eurobank, National Bank, Piraeus Bank and Attica Bank) which provided for a tolerance period (standstill) until October 31, 2015, with respect to the due principal and interest payments of existing loans. The agreement of Mutual understanding also included an agreement to restructure the existing debt of the Company Agreement, the key points of the restructuring agreement provides for the following:

- Capitalisation existing loans totalling € 58,6 million.
- Issuance of common Secured Bond € 58,2 million.
- Issuance of common bond loan (RCF Facility) € 31,4 million.
- Issuance of convertible bonds € 29,5 million.
- Issuance of common bond loan (VAT Facility) € 4,8 million.

The above agreement was submitted by the management of the Company for approval to the General Meeting. The 1st Repeated General Meeting of Shareholders of 4 May 2015 approved the above agreement.

Following the above, the refinancing of loans were signed on 16 October 2015 in compliance with the resolutions of the A' Reiteration Annual General Meeting of shareholders of the company. More specifically funds of a total amount of € 82,1 million were received in proportion to the bond loans of an amount of € 58,2 million, € 31,4 million, € 29,4 million and € 4,8 million.

According to the BOD resolutions, the share capital of the Company was increased by € 58.599.999,90, through the capitalization of bank borrowings on 02.10.2015 in accordance with the resolutions of the 1st Repeat Ordinary General Meeting of Shareholders that convened on 04.05.2015, following the decrease in the par value of each share from € 1,34 to € 0,30 per share that is by an amount of € 66.245.039,12 with an equivalent increase in reserves. The Prospectus for the



above increase in share capital was approved by the Board of Directors of the Hellenic Capital Market Commission (HCMC) on 24.11.2015 and the final electronic document was registered by the HCMC on 26.11.2015.

Furthermore, based on the total borrowings of the Group totaling € 236,9 million as at 30/9/2015 an amount of € 140,7 million was refinanced as follows: (a) € 58,6 million through capitalization of existing loans and (b) € 82,1 million for refinancing split between € 74,8 million of existing loans and € 7,3 million regarding a new loan which were used as follows: (i) € 4,4 million for the repayment of short-term liabilities (derivative of € 2,9 million and € 1,5 million of factoring liabilities) and (ii) € 2,8 million increase in cash.

Further information on the two above issues, the loan refinancing as well as the share capital increase is presented in Note 33 “Events after the Balance Sheet Date”.

The Company's management assesses that :

- Activities are proceeding as normal, a further increase in sales and an improvement in market prices is expected.
- The Group and the Company have a strong customer base as well as sales.
- The Group and the Company have current biological assets, the realization of which is feasible.
- The unstable economic environment is not expected to affect the activity and results of the Group and the Company taking into account the openness and extroversion export business of the Group.
- The Group and the Company have cash flows from operating activities.

In light of the above, the successful completion of the Company’s loan restructuring substantially reduces the uncertainty regarding the company’s ability to continue as a going concern.

### **2.3 Basis of consolidation**

The attached financial statements comprise the financial statements of the Parent Company in addition to the consolidated financial statements of the Group and its subsidiaries on which the Parent Company has the ability to exercise control on 30 September 2015.

Control is achieved when the Group is exposed, or has rights, to variate returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variate returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns



When the Group has less than the majority of the voting rights or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the statement of comprehensive income from the date the Group gains control until the date the Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between the members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss in control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognizes the related assets (including goodwill), liabilities, non-controlling interest and other components of equity while any resultant gain or loss is recognized in profit or loss. Any investment is recognized at fair value.

### ***3. Changes in accounting policies***

#### **3.1 New and revised standards and interpretations**

The accounting policies adopted are consistent with those of the previous financial year, except for the changes resulting from the adoption of new standards and interpretations effective as of from January 1 2015.



**Standards and interpretations mandatory for the current financial year which do not have a significant effect on the financial statements of the Group**

The IASB has issued the **Annual Improvements to IFRSs 2011 – 2013 Cycle**, which is a collection of amendments to IFRSs. The amendments are effective for annual periods beginning on or after 1 January 2015. These annual improvements have not yet been endorsed by the EU. The above amendments do have an effect on the financial position or performance of the Group and Company.

- **IFRS 3 Business Combinations:** This improvement clarifies that IFRS 3 excludes from its scope the accounting for the formation of a joint arrangement in the financial statements of the joint arrangement itself.
- **IFRS 13 Fair Value Measurement:** This improvement clarifies that the scope of the portfolio exception defined in paragraph 52 of IFRS 13 includes all contracts accounted for within the scope of IAS 39 Financial Instruments: Recognition and Measurement or IFRS 9 Financial Instruments, regardless of whether they meet the definition of financial assets or financial liabilities as defined in IAS 32 Financial Instruments: Presentation.
- **IAS 40 Investment Properties:** This improvement clarifies that determining whether a specific transaction meets the definition of both a business combination as defined in IFRS 3 Business Combinations and investment property as defined in IAS 40 Investment Property requires the separate application of both standards independently of each other.

**3.2 The following New Standards, Amendments and Interpretations have been issued but have not yet been applied to the Group and to the Company nor has there been any earlier application.**

- **IAS 19 Defined Benefit Plans (Amended): Employee Contributions**

The amendment is effective from 1 February 2015. The amendment applies to contributions from employees or third parties to defined benefit plans. The objective of the amendment is to simplify the accounting for contributions that are independent of the number of years of employee service, for example, employee contributions that are calculated according to a fixed percentage of salary. This amendment has not yet been endorsed by the EU. The Group and Company are in the process of assessing the impact of this amendment on the financial position or performance of the Group.

- **IFRS 9 Financial Instruments**

The standard is effective for annual periods beginning on or after 1 January 2018, with early application permitted. The final version of IFRS 9 Financial Instruments reflects all phases of the financial instruments project and replaces IAS 39 Financial Instruments: Recognition and Measurement and all previous versions of IFRS 9. The standard introduces new requirements for classification and measurement, impairment, and hedge accounting. The Group and Company are in the process of assessing the impact of this amendment on the financial position or performance of the Group.



- **IFRS 11 Joint arrangements (Amendment): Accounting for Acquisitions of Interests in Joint Operations**

The amendment is effective for annual periods beginning on or after 1 January 2016. IFRS 11 addresses the accounting for interests in joint ventures and joint operations. The amendment adds new guidance on how to account for the acquisition of an interest in a joint operation that constitutes a business in accordance with IFRS and specifies the appropriate accounting treatment for such acquisitions. The Group and Company are in the process of assessing the impact of this amendment on the financial position or performance of the Group.

- **IFRS 15 Revenue from Contracts with Customers**

The standard is effective for annual periods beginning on or after 1 January 2018. IFRS 15 establishes a five-step model that will apply to revenue earned from a contract with a customer (with limited exceptions), regardless of the type of revenue transaction or the industry. The standard's requirements will also apply to the recognition and measurement of gains and losses on the sale of some non-financial assets that are not an output of the entity's ordinary activities (e.g., sales of property, plant and equipment or intangibles). Extensive disclosures will be required, including disaggregation of total revenue; information about performance obligations; changes in contract asset and liability account balances between periods and key judgments and estimates. The standard has not been yet endorsed by the EU. The Group and Company are in the process of assessing the impact of this amendment on the financial position or performance of the Group.

- **IAS 16 Property, Plant & Equipment and IAS 38 Intangible assets (Amendment): Clarification of Acceptable Methods of Depreciation and Amortization**

The amendment is effective for annual periods beginning on or after 1 January 2016. The amendment provides additional guidance on how the depreciation or amortization of property, plant and equipment and intangible assets should be calculated. This amendment clarifies the principle in IAS 16 Property, Plant and Equipment and IAS 38 Intangible Assets that revenue reflects a pattern of economic benefits that are generated from operating a business (of which the asset is part) rather than the economic benefits that are consumed through use of the asset. As a result, the ratio of revenue generated to total revenue expected to be generated cannot be used to depreciate property, plant and equipment and may only be used in very limited circumstances to amortise intangible assets. The Group and Company are in the process of assessing the impact of this amendment on the financial position or performance of the Group.

- **IAS 16 Property, Plant & Equipment and IAS 41 Agriculture (Amendment): Bearer Plants**

The amendment is effective for annual periods beginning on or after 1 January 2016. Bearer plants will now be within the scope of IAS 16 Property, Plant and Equipment and will be subject to all of the requirements therein. This includes the ability to choose between the cost model and revaluation model for subsequent measurement. Agricultural produce growing on bearer plants (e.g., fruit growing on a tree) will remain within the scope of IAS 41 Agriculture. Government grants relating to bearer plants will now be accounted for in accordance with IAS 20 Accounting for Government Grants and Disclosure of Government Assistance, instead of in accordance with IAS 41. The above amendment is not expected to have any impact on the financial statements of the Group and Company.



- **IAS 27 Separate Financial Statements (amended)**

The amendment is effective from 1 January 2016. This amendment will allow entities to use the equity method to account for investments in subsidiaries, joint ventures and associates in their separate financial statements and will help some jurisdictions move to IFRS for separate financial statements, reducing compliance costs without reducing the information available to investors. This amendment has not yet been endorsed by the EU. The Group and Company are in the process of assessing the impact of this amendment on the financial position or performance of the Group.

- **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. The amendments will be effective from annual periods commencing on or after 1 January 2016. The amendments have not yet been endorsed by the EU. The Group and Company are in the process of assessing the impact of this amendment on the financial position or performance of the Group.

- **IFRS 10, IFRS 12 and IAS 28: Investment Entities: Applying the Consolidation Exception (Amendments)**

The amendments address three issues arising in practice in the application of the investment entities consolidation exception. The amendments are effective for annual periods beginning on or after 1 January 2016. The amendments clarify that the exemption from presenting consolidated financial statements applies to a parent entity that is a subsidiary of an investment entity, when the investment entity measures all of its subsidiaries at fair value. Also, the amendments clarify that only a subsidiary that is not an investment entity itself and provides support services to the investment entity is consolidated. All other subsidiaries of an investment entity are measured at fair value. Finally, the amendments to IAS 28 Investments in Associates and Joint Ventures allow the investor, when applying the equity method, to retain the fair value measurement applied by the investment entity associate or joint venture to its interests in subsidiaries. The Group and Company are in the process of assessing the impact of this amendment on the financial position or performance of the Group.

- **IAS 1: Disclosure Initiative (Amendment)**

The amendments to IAS 1 Presentation of Financial Statements further encourage companies to apply professional judgment in determining what information to disclose and how to structure it in their financial statements. The amendments are effective for annual periods beginning on or after 1 January 2016. The narrow-focus amendments to IAS clarify, rather than significantly change, existing IAS 1 requirements. The amendments relate to materiality, order of the notes, subtotals and disaggregation, accounting policies and presentation of items of other comprehensive income



(OCI) arising from equity accounted Investments. The Group and Company are in the process of assessing the impact of this amendment on the financial position or performance of the Group.

**The IASB has issued the Annual Improvements to IFRSs 2010 – 2012 Cycle**, which is a collection of amendments to IFRSs. The amendments are effective for annual periods beginning on or after 1 February 2015. These annual improvements have not yet been endorsed by the EU. The Group and Company are in the process of assessing the impact of this amendment on the financial position or performance of the Group.

- **IFRS 2 Share-based Payment:** This improvement amends the definitions of 'vesting condition' and 'market condition' and adds definitions for 'performance condition' and 'service condition' (which were previously part of the definition of 'vesting condition').
- **IFRS 3 Business combinations:** This improvement clarifies that contingent consideration in a business acquisition that is not classified as equity is subsequently measured at fair value through profit or loss whether or not it falls within the scope of IFRS 9 Financial Instruments.
- **IFRS 8 Operating Segments:** This improvement requires an entity to disclose the judgments made by management in applying the aggregation criteria to operating segments and clarifies that an entity shall only provide reconciliations of the total of the reportable segments' assets to the entity's assets if the segment assets are reported regularly.
- **IFRS 13 Fair Value Measurement:** This improvement in the Basis of Conclusion of IFRS 13 clarifies that issuing IFRS 13 and amending IFRS 9 and IAS 39 did not remove the ability to measure short-term receivables and payables with no stated interest rate at their invoice amounts without discounting if the effect of not discounting is immaterial.
- **IAS 16 Property Plant & Equipment:** The amendment clarifies that when an item of property, plant and equipment is revalued, the gross carrying amount is adjusted in a manner that is consistent with the revaluation of the carrying amount.
- **IAS 24 Related Party Disclosures:** The amendment clarifies that an entity providing key management personnel services to the reporting entity or to the parent of the reporting entity is a related party of the reporting entity.
- **IAS 38 Intangible Assets:** The amendment clarifies that when an intangible asset is revalued the gross carrying amount is adjusted in a manner that is consistent with the revaluation of the carrying amount.

**The IASB has issued the Annual Improvements to IFRSs 2012 – 2014 Cycle**, which is a collection of amendments to IFRSs. The amendments are effective for annual periods beginning on or after 1 January 2016. These annual improvements have not yet been endorsed by the EU. The Group and Company are in the process of assessing the impact of this amendment on the financial position or performance of the Group.

- **IFRS 5 Non-current Assets Held for Sale and Discontinued Operations:** The amendment clarifies that changing from one of the disposal methods to the other (through sale or through distribution to the owners) should not be considered to be a new plan of disposal, rather it is a continuation of the original plan. There is therefore no





interruption of the application of the requirements in IFRS 5. The amendment also clarifies that changing the disposal method does not change the date of classification.

- **IFRS 7 Financial Instruments: Disclosures:** The amendment clarifies that a servicing contract that includes a fee can constitute continuing involvement in a financial asset. Also, the amendment clarifies that the IFRS 7 disclosures relating to the offsetting of financial assets and financial liabilities are not required in the condensed interim financial report.
- **IAS 19 Employee Benefits:** The amendment clarifies that market depth of high quality corporate bonds is assessed based on the currency in which the obligation is denominated, rather than the country where the obligation is located. When there is no deep market for high quality corporate bonds in that currency, government bond rates must be used.
- **IAS 34 Interim Financial Reporting:** The amendment clarifies that the required interim disclosures must either be in the interim financial statements or incorporated by cross-reference between the interim financial statements and wherever they are included within the greater interim financial report (e.g., in the management commentary or risk report). The Board specified that the other information within the interim financial report must be available to users on the same terms as the interim financial statements and at the same time. If users do not have access to the other information in this manner, then the interim financial report is incomplete.

#### **4. Seasonality**

The business segment of aquaculture is not affected by seasonality. The business activity of fish feed is intensified during aestival months between May and October in order to cover the seasonal change that is observed in the dietary needs of aquaculture fish which is related to the increase of their environment's temperature, this also signals an optimum convertibility of fish feed into fish biomass.

#### **5. Critical accounting estimates and assumptions**

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates and assumptions that affect the value of assets and liabilities, revenue and expenses during the year, in addition to the disclosures of contingent assets and liabilities which are included in the financial statements. Actual results may differ from those, which have been estimated, under different conditions and circumstances. Estimates and judgments are continuously evaluated and are based on historical experience and other factors, including expectations of future events as assessed to be reasonable under the present circumstances.

All noted estimates, assumptions and judgments applied for the preparation of the interim financial statements are consistent with those applied in the preparation of the Group's annual financial statements for the year ended December 31, 2014. Critical assumptions estimates and assumptions have been based on the going concern basis of the Company and the Group.



**6. Structure of "NIREUS AQUACULTURE S.A" group of companies**

The company has the following participations as at September 30 as presented in the following table :

<b>COMPANY</b>	<b>PARTICIPATION PERCENTAGE</b>
AQUACOM LTD	100,00%
PROTEUS EQUIPMENT S.A	100,00%
BLUEFIN TUNA A.E (GROUP)	25,00%
NIREUS INTERNATIONAL LTD	100,00%
MIRAMAR PROJECTS CO LTD - UK	100,00%
PREENGORDE DE DORADAS PARA MARICULTURA S.L.	100,00%
KEGO AGRI S.A	100,00%
SEAFARM IONIAN S.A	26,454%
SEAFARM IONIAN (CENTRAL EUROPE) GMBH	26,454%
FISH OF AFRICA LTD (dormant)	100,000%
AQUA TERRAIR A.E.	12,963%

The companies consolidated in the financial statements are set out in the following table:

<b>COMPANY</b>	<b>COUNTRY OF INCORPORATION</b>	<b>PARTICIPATION PERCENTAGE</b>	<b>METHOD OF CONSOLIDATION</b>
AQUACOM LTD	BRITISH VIRGIN ISLANDS	100,00%	Full consolidation
PROTEUS EQUIPMENT S.A	GREECE	100%	Full consolidation
NIREUS INTERNATIONAL LTD	CYPRUS	100,00%	Full consolidation
MIRAMAR PROJECTS CO LTD - UK	ENGLAND	100,00% indirect	Full consolidation
PREENGORDE DE DORADAS PARA MARICULTURA S.L.	SPAIN	100,00% indirect	Full consolidation
KEGO AGRI S.A	GREECE	100,00%	Full consolidation
BLUEFIN TUNA S.A	GREECE	25,00%	Net equity
SEAFARM IONIAN S.A	GREECE	26,454% direct	Full consolidation
SEAFARM IONIAN (CENTRAL EUROPE) GMBH	GERMANY	26,454% indirect	Full consolidation

It should be noted that the consolidation method adopted for the subsidiary companies PROTEUS EQUIPMENT SA and SEAFARM IONIAN SA is that of the full consolidation method, given that the Parent Company "NIREUS AQUACULTURE SA" has the control over the above companies through its power to appoint the majority of the members of the Board of Directors which control these companies.

Furthermore, the Company AQUA TERRAIR SA is consolidated through the net equity method given that the subsidiary company SEA FARM IONIAN SA holds a 49% shareholding in AQUA TERRAIR and therefore has a significant influence on the company.

It should be noted that the Companies AQUA TERRAIR and BLUE FIN TUNA are fully impaired while KEGO AGRI and Aquacom have been partially impaired. The Turkish subsidiaries ILKNAK SU URUNLERI SANAYI VE TICARET A.S,

MIRAMAR SU URUNLERI VE BALIK YEMI SANAYI VE TICARET as well as their subsidiaries ILKNAK DENIZCILIK and CARBON DIS TICARET have been fully consolidated up until 21 January 2015, the date of sale of the companies.

## 7. Segment Information

### Information per segment

The operating segments of the Group have been designated based on monthly internal information which is provided to a Decision Making Committee (“CODM”) which has been assigned by Management and which monitors the allocation of resources and the performance of the segments’ operations as well as determining their business activities. The operating segments have similar products and production, similar policies (sales – distribution) and similar financial characteristics have been accumulated in one segment.

The operating segments which have been designated based on the decision making process are the following:

- Aquaculture
- Fish feed
- Aviculture-Stockbreeding

The Aquaculture segment includes sales of whole and processed fish, in addition to sales of juveniles. The remaining segments mainly include sales of equipment for Aquaculture companies. The profit before tax per segment does not include the segment’s financial results and the general administrative expenses of the Parent Company and are presented under the column eliminations/adjustments.

The amounts are stated in thousands of Euro.

**30/9/2015**

<i>Amounts in Thds of €</i>	<b>Aquaculture</b>	<b>Fishfeed</b>	<b>Aviculture-Stockbreeding</b>	<b>All other remaining segments</b>	<b>Eliminations/Adjustments</b>	<b>Consolidation</b>
Sales revenue per segment	127.586	3.575	7.807	3.479	(2.309)	140.138
Net operating costs	(117.881)	(3.055)	(7.859)	(1.512)	(14.683)	(144.990)
Profit before taxes	9.705	520	(52)	1.967	(16.992)	(4.852)



**30/9/2014**

<i>Amounts in Thds of €</i>	<b>Aquaculture</b>	<b>Fishfeed</b>	<b>Aviculture-Stockbreeding</b>	<b>All other remaining segments</b>	<b>Eliminations/Adjustments</b>	<b>Consolidation</b>
Sales revenue per segment	130.610	8.966	8.565	2.242	(1.487)	148.896
Net operating costs	(138.905)	(7.303)	(8.976)	(1.224)	(12.696)	(169.104)
Profit before taxes	(8.295)	1.663	(411)	1.018	(14.183)	(20.208)

Assets per segment include those which the operating decision making committee monitors and which can be distinguished into separate operating segments. Liabilities are monitored in their entirety.

**30/9/2015**

<i>Amounts in Thds of €</i>	<b>Aquaculture</b>	<b>Fishfeed</b>	<b>Aviculture-Stockbreeding</b>	<b>All other remaining segments</b>	<b>Eliminations/Adjustments</b>	<b>Consolidation</b>
Assets per segment	256.311	20.345	2.951	6.855	70.592	357.054

**31/12/2014**

<i>Amounts in Thds of €</i>	<b>Aquaculture</b>	<b>Fishfeed</b>	<b>Aviculture-Stockbreeding</b>	<b>All other remaining segments</b>	<b>Eliminations/Adjustments</b>	<b>Consolidation</b>
Assets per segment	261.189	20.909	3.200	7.330	72.435	365.063

**GEOGRAPHICAL INFORMATION**

Information in relation to the destination location of revenue is presented below.

*Amounts in Euro*

	<b>GROUP</b>	
	<b>30/9/2015</b>	<b>30/9/2014</b>
Greece	26.332.622	29.883.627
Euro-zone	99.444.278	94.994.975
Other countries	14.361.524	24.017.256
	<b>140.138.423</b>	<b>148.895.858</b>

The geographical information which is based on the geographical headquarters of each company for the Group's revenue from external customers and the non-current assets are analysed as follows:



**Revenue from customers whose head office is presented below:**

<i>Amounts in Euro</i>	<b>GROUP</b>	
	<b>30/9/2015</b>	<b>30/9/2014</b>
Greece	129.219.534	125.263.080
Spain	10.015.839	8.718.913
Turkey	903.051	14.913.865
	<b>140.138.424</b>	<b>148.895.858</b>

**Non-current assets:**

<i>Amounts in Euro</i>	<b>GROUP</b>	
	<b>30/9/2015</b>	<b>30/9/2014</b>
Greece	92.019.433	92.305.442
Spain	3.176.164	3.075.348
Turkey	-	-
	<b>95.195.597</b>	<b>95.380.790</b>

Non-current fixed assets include property plant and equipment, intangible assets including investment property.

There is no customer which exceeds 10% of the Group's and Company's revenue.

**8. Sale of non-biological assets-goods and other material**

The analysis of sales of non-biological assets-goods and other material is as follows:

<i>Amounts in Euro</i>	<b>GROUP</b>		<b>COMPANY</b>	
	<b>30/9/2015</b>	<b>30/9/2014</b>	<b>30/9/2015</b>	<b>30/9/2014</b>
Sale of merchandise	15.658.878	23.324.335	7.006.272	5.668.829
Sale of finished and semi-finished goods	4.247.045	10.831.844	4.492.145	10.492.349
Sales of other inventories and scrap material	372.390	419.146	76.065	144.722
Sale of services	513.565	326.811	396.212	253.322
<b>Total sales of merchandise and other materials</b>	<b>20.791.878</b>	<b>34.902.136</b>	<b>11.970.694</b>	<b>16.559.222</b>

**9. Financial results**

Analysis of finance income and expenses is as follows:



**Finance Income**

*Amounts in Euro*

	GROUP		COMPANY	
	30/9/2015	30/9/2014	30/9/2015	30/9/2014
Dividend income	-	-	124.106	166.569
Interest income	63.320	164.065	62.344	96.863
Gain on measurement of derivative financial instruments (Note 26)	406.015	180.820	406.015	180.820
<b>Total finance income</b>	<b>469.335</b>	<b>344.885</b>	<b>592.465</b>	<b>444.252</b>

**Finance Expenses**

*Amounts in Euro*

	GROUP		COMPANY	
	30/9/2015	30/9/2014	30/9/2015	30/9/2014
Interest expense from bank borrowings at amortised cost	(9.779.317)	(10.146.657)	(9.245.751)	(9.522.497)
<b>Total finance expenses</b>	<b>(9.779.317)</b>	<b>(10.146.657)</b>	<b>(9.245.751)</b>	<b>(9.522.497)</b>

**10. Other expenses**

The analysis of other expenses is the following:

	GROUP		COMPANY	
	30/9/2015	30/9/2014	30/9/2015	30/9/2014
<i>Amounts in Euro</i>				
Donations and subsidies	(20.003)	(34.015)	(19.353)	(32.381)
Special export expenses	(95.848)	(97.531)	(92.989)	(96.361)
Printed material and stationery	(48.402)	(60.556)	(43.177)	(48.644)
Publication expenses	(12.404)	(22.850)	(5.056)	(12.331)
Exhibition and demonstration expenses	(24.254)	(21.193)	(24.254)	(21.193)
Transportation expenses	(12.122.220)	(12.442.886)	(11.072.969)	(10.704.467)
Sales promotion and advertising expenses	(163.991)	(445.543)	(127.044)	(421.054)
Expenses for participating interests and securities	(9)	-	(9)	-
Travelling expenses	(283.606)	(294.464)	(210.674)	(214.340)
Losses from disposal of assets	-	(1.523)	-	-
Losses from destruction of scrap inventories	(203.083)	(56.196)	(5.803)	(26.349)
Other extraordinary & non-operating expenses	(654.609)	(543.345)	(317.678)	(391.002)
Provision for bad debts of trade receivables and other receivables	(29.828)	(963.967)	(24.702)	(177.884)
Actuarial losses	(3.755)	(3.571)	(3.755)	(3.571)
Exchange differences	(377.836)	(815.347)	(184.294)	(63.821)
Subscriptions – Contributions	(63.060)	(82.811)	(58.452)	(74.597)
Consumable materials	(2.654.915)	(3.026.122)	(3.003.147)	(3.305.561)
Taxes-duties (other than the non-incorporated in the operating cost taxes)	(463.375)	(448.508)	(396.621)	(391.007)
Tax fines and surcharges	(68.214)	(115.820)	(103.889)	(74.880)
Cleaning expenses	(121.490)	(110.641)	(114.752)	(105.041)
Security expenses	(131.673)	(141.262)	(131.078)	(139.936)
Various expenses	(269.954)	(132.440)	(137.018)	(102.497)
<b>Total expenses</b>	<b>(17.812.530)</b>	<b>(19.860.591)</b>	<b>(16.076.714)</b>	<b>(16.406.917)</b>

During the current period sales promotion and advertising expenses that have been based on a percentage on sales calculation were reclassified as a deduction in sales. Furthermore an amount of € 1.320.481 in relation to the corresponding prior period was reclassified from other expenses to the respective sales figure as a deduction, net of expenses.



## 11. Other income

Analysis of other operating income is as follows:

<i>Amounts in Euro</i>	<b>GROUP</b>		<b>COMPANY</b>	
	<b>30/9/2015</b>	<b>30/9/2014</b>	<b>30/9/2015</b>	<b>30/9/2014</b>
Sales subsidies and other sales revenue	248.348	314.136	126.766	217.758
Income from other operations	95.258	121.687	49.162	43.650
Income from operating leases	4.475	-	46.650	94.899
Gain on disposal of assets	6.239	9.906	3.000	12.031
Other unutilised prior year income	106.395	69.023	49.535	97.043
Credit notes for prior year purchases	176.170	206.383	145.000	54.496
Income from insurance credit notes	189.000	-	189.000	-
Reversal of unutilised prior year provisions for taxes and fines (Note 12)	370.027	-	-	-
Gain on valuation of assets	254.760	753.565	196.501	96.407
Amortization of grants on fixed assets	494.350	416.047	434.400	321.947
Other income	163.374	-	413.694	-
<b>Total Income</b>	<b>2.108.396</b>	<b>1.890.747</b>	<b>1.653.708</b>	<b>938.231</b>

Other income mainly relates to third party revenue.

## 12. Income tax expense

<i>Amounts in Euro</i>	<b>GROUP</b>		<b>COMPANY</b>	
	<b>30/9/2015</b>	<b>30/9/2014</b>	<b>30/9/2015</b>	<b>30/9/2014</b>
Current tax	75.243	635.696	-	-
Deferred tax (Note 18)	(1.356.089)	(4.217.046)	(1.199.467)	(3.262.131)
<b>Total</b>	<b>(1.280.846)</b>	<b>(3.581.350)</b>	<b>(1.199.467)</b>	<b>(3.262.131)</b>
<b>Losses before tax</b>	<b>(4.851.886)</b>	<b>(20.208.039)</b>	<b>(3.016.166)</b>	<b>(19.364.707)</b>
Tax rate	29%	26%	29%	26%
<b>Estimated tax charge</b>	<b>(1.407.047)</b>	<b>(5.254.090)</b>	<b>(874.688)</b>	<b>(5.034.824)</b>
Adjustments for change in tax rate from 26% to 29%	(876.753)	-	(623.946)	-
Effect of non-recognition of deferred tax assets on tax losses and the effect on deductible expenses.	1.002.954	1.672.740	299.167	1.772.693
<b>Actual Tax Charge</b>	<b>(1.280.846)</b>	<b>(3.581.350)</b>	<b>(1.199.467)</b>	<b>(3.262.131)</b>

<i>Amounts in Euro</i>	<b>GROUP</b>		<b>COMPANY</b>	
	<b>30/9/2015</b>	<b>30/9/2014</b>	<b>30/9/2015</b>	<b>30/9/2014</b>
Current tax	75.243	635.696	-	-
Deferred tax	(1.356.089)	(4.217.047)	(1.199.467)	(3.262.131)
<b>Income tax expense</b>	<b>(1.280.846)</b>	<b>(3.581.351)</b>	<b>(1.199.467)</b>	<b>(3.262.131)</b>
Deferred tax - recognised in other comprehensive income (Equity holders of the parent company)	1.097.282	-	1.070.098	-
Deferred tax - recognised in other comprehensive income (non-controlling interests)	57.819	-	-	-
<b>Income tax-other comprehensive income</b>	<b>1.155.101</b>	<b>-</b>	<b>1.070.098</b>	<b>-</b>



The parent company and all domestic subsidiaries have been audited for tax purposes for the prior years, according to the provisions of par. 5 of article 82 of L. 2238/94 for which the “Tax compliance Reports” have been issued. Furthermore, for the year 2014, the tax audits for the parent company and its domestic subsidiaries for which they had been subject to, by the Chartered and Certified Accountants, based on the provisions of article 65A, of L. 4174/2013, have been completed.

During 2015 the tax audit of the Company concerning the recovery of its tax-free reserves of L 3220/2004, for which the company had been legally exempted in 2003, was completed resulting in an income tax charge of € 221.778 and additional charges of € 145.413. In connection with the above penalties, the Group had established a provision of € 315.000 in the financial statements of the year ended 31.12.2014, while the excess amount (overprovision) of total value € 52.191 has been registered in other expenses in the current period (Note 10).

During 2015, the subsidiary company Seafarm Ionian was audited for the years 2007-2011. The audit resulted in additional income taxes of an amount of € 48.869, other surcharges (VAT, stamp duty, dividends) amounting to € 326.103, and fines and surcharges amounting to € 370.027. With respect to the above fines, the Group had established a provision for an equivalent amount as at 31 December 2014. During 2015, Law 4321 was issued based on which the companies were enabled to adjust their obligations to the tax authorities with a simultaneous write-off of the fines. The Group made use of the relevant adjustment in the nine-month period of 2015 and regulated the above obligations to the tax authorities by reversing in other income (Note 11) the amount initially recorded as a provision in the previous year in relation to fines and surcharges amounting to € 370.027.

The tax audit for the subsidiary company Seafarm Ionian (Central Europe) GMBH for the years 2013-2014 was completed in October 2015. In accordance with the Audit report which was issued in October 2015 the audit reports were issued without qualification .

According to the new tax law 4334 / Government Gazette 80 / 07.16.2015 the tax rate of legal entities established in Greece increased from 26% to 29% for fiscal years beginning on January 1st 2015.

The effect of the change in the income tax rate to 29% due to the increase in deferred tax assets in the financial statements of the period has resulted in an additional asset of an amount of € 876.753 and € 623.946 for the Group and the Company respectively in the Income Statement in addition to a decrease in Equity of an amount of € 1.155.101 and € 1.070.098 for the Group and the Company respectively as presented in Other Comprehensive Income.

According to the same provisions and based on the tax audit of prior years, the companies which may incur taxable profits after the net off of accumulated tax losses, have established a provision for contingent tax liabilities which may arise from the tax audit of the open tax years. The established provision therefore for unaudited tax years is considered adequate.





**Information with respect to the unaudited tax years:**

The unaudited, by the tax authorities, financial years for the group companies are as follows:

<b><u>GROUP COMPANIES</u></b>	<b>UNAUDITED TAX YEARS</b>
NIREUS AQUACULTURE S.A	From 2009 to 2010
AQUACOM LTD	Since 1998
PROTEUS EQUIPMENT S.A	2010
PREDOMAR S.L.	2010,2013-2014
KEGO AGRI S.A	2010
NIREUS INTERNATIONAL LTD	Since 2006
MIRAMAR PROJECTS CO LTD - UK	Since 2005
BLUEFIN TUNA S.A	Since 2010
SEAFARM IONIAN S.A	-
SEAFARM IONIAN (CENTRAL EUROPE) GMBH	From 1999-2012
AQUA TERRAIR S.A	Since 1999

**13. Losses per share**

Analysis of losses per share of the Group and the Company is as follows:

**Losses per share (basic and diluted)**

<i>Amounts in Euro</i>	<b>GROUP</b>	
	<b>30/9/2015</b>	<b>30/9/2014</b>
Losses attributable to equity holders of the Company	(4.303.421)	(17.212.418)
Weighted average number of ordinary shares	63.674.763	63.674.763
<b>Losses per share (€ per share)</b>	<b>(0,0676)</b>	<b>(0,2703)</b>

Losses per share is calculated as profit attributable to equity holders of the parent Company divided by the weighted average number of ordinary shares in issue during the year.

**14. Property Plant and Equipment**

Land utilized for the purpose of either production or administration is stated at fair value. Similarly, buildings, machinery, technical installations and floating means are presented at fair value less accumulated depreciation reduced by any other impairment losses. During the end of the prior year 31/12/2014, the Group and the Company revalued all land and buildings in accordance with the valuation reports of independent and recognized valuers “Geoaxis Property and Valuation



Services". Fair values were based on current market values according to the position, location and condition of the individual assets, in addition to the revaluation of machinery and technical installations according to the replacement cost method.

The remaining fixed assets are presented at cost less accumulated depreciation and accumulated impairment losses.

It should be noted that during the prior year tangible assets had been reduced by the impairment associated with the sold subsidiaries of € 3.199.454.

Depreciation expense of tangible assets (except for land which is a non-depreciable asset) is calculated on a straight-line basis over the useful life of the asset.

Property, plant and equipment is analysed as follows:

<b>GROUP</b>	<b>Land</b>	<b>Buildings</b>	<b>Other Installations and equipment</b>	<b>Mechanical equipment and technical installations</b>	<b>Other Transportation means</b>	<b>Floating means</b>	<b>Furniture and other equipment</b>	<b>Assets under construction</b>	<b>Total</b>
<i>Amounts in Euro</i>									
<b>Cost</b>									
<b>Balance at 1 January 2014</b>	<b>10.385.921</b>	<b>43.206.680</b>	<b>61.321.456</b>	<b>20.578.123</b>	<b>4.681.582</b>	<b>5.245.231</b>	<b>9.329.853</b>	<b>1.177.959</b>	<b>155.926.805</b>
Additions	-	479.280	2.793.266	36.388	202.212	153.638	160.573	1.581.069	<b>5.406.426</b>
Disposals/write-offs	-	(6.420)	(188.172)	(49.127)	(25.696)	(2.831)	-	-	<b>(272.246)</b>
Reclassifications to/from fixed/intangible assets	(409.552)	656.186	(1.292.889)	1.458.247	-	-	580	(2.116.753)	<b>(1.704.181)</b>
Held for sale assets	(78.037)	(1.054.940)	(2.201.293)	(1.506.358)	(44.130)	(112.641)	(166.875)	-	<b>(5.164.274)</b>
Revaluation of assets	(2.178.370)	(6.889.832)	-	(5.078.037)	-	(783.806)	-	-	<b>(14.930.045)</b>
Exchange differences	3.388	40.324	142.956	21.531	1.648	(5.008)	6.773	3.321	<b>214.933</b>
<b>Balance at 31 December 2014</b>	<b>7.723.350</b>	<b>36.431.278</b>	<b>60.575.324</b>	<b>15.460.767</b>	<b>4.815.616</b>	<b>4.494.583</b>	<b>9.330.904</b>	<b>645.596</b>	<b>139.477.418</b>
<b>Accumulated depreciation</b>									
<b>Balance at 1 January 2014</b>	-	<b>(5.696.957)</b>	<b>(46.169.884)</b>	<b>(6.689.491)</b>	<b>(4.237.993)</b>	<b>(1.381.217)</b>	<b>(8.661.742)</b>	-	<b>(72.837.284)</b>
Depreciation charge	-	(965.295)	(3.331.267)	(2.231.378)	(103.010)	(494.484)	(183.494)	-	<b>(7.308.927)</b>
Disposals/write-offs	-	856	185.811	12.897	25.762	944	201	-	<b>226.471</b>
Revaluation of assets	-	3.446.777	-	9.367.228	-	1.900.061	-	-	<b>14.714.066</b>
<b>Balance at 31 December 2014</b>	-	<b>(3.112.386)</b>	<b>(47.203.604)</b>	<b>1.405</b>	<b>(4.292.552)</b>	<b>26.828</b>	<b>(8.762.227)</b>	-	<b>(63.342.536)</b>
<b>Net Book Value at 31 December 2014</b>	<b>7.723.350</b>	<b>33.318.892</b>	<b>13.371.720</b>	<b>15.462.171</b>	<b>523.064</b>	<b>4.521.410</b>	<b>568.677</b>	<b>645.596</b>	<b>76.134.881</b>
<b>Cost</b>									
<b>Balance at 1 January 2014</b>	<b>7.723.350</b>	<b>36.431.278</b>	<b>60.575.324</b>	<b>15.460.767</b>	<b>4.815.616</b>	<b>4.494.583</b>	<b>9.330.904</b>	<b>645.596</b>	<b>139.477.418</b>
Additions	-	88.951	2.476.326	41.083	1.033.951	-	176.756	902.398	<b>4.719.465</b>
Disposals/write-offs	-	-	(249.437)	(8.805)	(47.365)	-	(12.482)	-	<b>(318.089)</b>
Reclassifications to/from fixed/intangible assets	-	-	(1.406)	268	(196.063)	160.762	-	(587.876)	<b>(624.315)</b>
<b>Balance at 30 September 2015</b>	<b>7.723.350</b>	<b>36.520.229</b>	<b>62.799.047</b>	<b>15.493.313</b>	<b>5.606.139</b>	<b>4.655.345</b>	<b>9.494.164</b>	<b>960.118</b>	<b>143.251.705</b>
<b>Accumulated depreciation</b>									
<b>Balance at 1 January 2015</b>	-	<b>(3.112.386)</b>	<b>(47.203.604)</b>	<b>1.405</b>	<b>(4.292.552)</b>	<b>26.828</b>	<b>(8.762.227)</b>	-	<b>(63.342.536)</b>
Depreciation charge	-	(599.380)	(2.119.264)	(1.187.283)	(79.516)	(274.886)	(115.359)	-	<b>(4.375.688)</b>
Disposals/write-offs	-	-	249.209	249	46.816	-	8.799	-	<b>305.073</b>
Reclassifications to/from fixed/intangible assets	-	-	2.544	(1.406)	62.128	(26.828)	-	-	<b>36.438</b>
<b>Balance at 30 September 2015</b>	-	<b>(3.705.051)</b>	<b>(49.055.323)</b>	<b>(1.176.613)</b>	<b>(4.261.582)</b>	<b>(274.886)</b>	<b>(8.865.701)</b>	-	<b>(67.339.156)</b>
<b>Net Book Value at 30 September 2015</b>	<b>7.723.350</b>	<b>32.815.178</b>	<b>13.743.724</b>	<b>14.316.699</b>	<b>1.344.557</b>	<b>4.380.458</b>	<b>628.463</b>	<b>960.118</b>	<b>75.912.548</b>



**COMPANY**

	Land	Buildings	Other Installations and equipment	Mechanical equipment and technical installations	Other Transportation means	Floating means	Furniture and other equipment	Assets under construction	Total
<i>Amounts in Euro</i>									
<b>Cost</b>									
<b>Balance at 1 January 2014</b>	<b>9.870.038</b>	<b>35.939.309</b>	<b>44.739.155</b>	<b>18.492.545</b>	<b>3.529.154</b>	<b>3.467.216</b>	<b>8.065.670</b>	<b>682.310</b>	<b>124.785.397</b>
Additions	-	231.079	2.390.934	-	163.977	70.395	133.959	1.581.068	<b>4.571.412</b>
Disposals/write-offs	-	-	(145.974)	-	(17.194)	-	-	-	<b>(163.168)</b>
Reclassifications to/from fixed/intangible assets	(306.228)	1.332.734	88.834	-	-	-	580	(2.040.229)	<b>(924.309)</b>
Revaluation of assets	(2.118.493)	(6.327.333)	-	(4.159.325)	-	(420.712)	-	-	<b>(13.025.863)</b>
<b>Balance at 31 December 2014</b>	<b>7.445.317</b>	<b>31.175.789</b>	<b>47.072.949</b>	<b>14.333.220</b>	<b>3.675.937</b>	<b>3.116.899</b>	<b>8.200.209</b>	<b>223.149</b>	<b>115.243.469</b>
<b>Accumulated depreciation</b>									
<b>Balance at 1 January 2014</b>	-	<b>(2.943.391)</b>	<b>(31.318.006)</b>	<b>(6.013.146)</b>	<b>(3.234.897)</b>	<b>(884.813)</b>	<b>(7.516.934)</b>	-	<b>(51.911.187)</b>
Depreciation charge	-	(735.745)	(2.619.477)	(2.009.015)	(74.780)	(317.747)	(150.509)	-	<b>(5.907.273)</b>
Disposals/write-offs	-	-	145.975	-	17.257	-	201	-	<b>163.433</b>
Revaluation of assets	-	3.202.426	-	8.022.161	-	1.202.560	-	-	<b>12.427.147</b>
<b>Balance at 31 December 2014</b>	-	<b>(476.710)</b>	<b>(33.791.508)</b>	<b>(0)</b>	<b>(3.292.420)</b>	<b>0</b>	<b>(7.667.242)</b>	-	<b>(45.227.880)</b>
<b>Net Book Value at 31 December 2014</b>	<b>7.445.317</b>	<b>30.699.079</b>	<b>13.281.441</b>	<b>14.333.220</b>	<b>383.517</b>	<b>3.116.899</b>	<b>532.967</b>	<b>223.149</b>	<b>70.015.589</b>
<b>Cost</b>									
<b>Balance at 1 January 2015</b>	<b>7.445.317</b>	<b>31.175.789</b>	<b>47.072.949</b>	<b>14.333.220</b>	<b>3.675.937</b>	<b>3.116.899</b>	<b>8.200.209</b>	<b>223.149</b>	<b>115.243.469</b>
Additions	-	75.951	2.590.836	-	957.341	-	172.268	712.304	<b>4.508.700</b>
Disposals/write-offs	-	-	(190.958)	-	(46.716)	-	-	-	<b>(237.674)</b>
Reclassifications to/from fixed/intangible assets	-	-	-	(1.138)	(35.301)	-	-	(587.876)	<b>(624.315)</b>
<b>Balance at 30 September 2015</b>	<b>7.445.317</b>	<b>31.251.740</b>	<b>49.472.827</b>	<b>14.332.082</b>	<b>4.551.261</b>	<b>3.116.899</b>	<b>8.372.477</b>	<b>347.577</b>	<b>118.890.180</b>
<b>Accumulated depreciation</b>									
<b>Balance at 1 January 2015</b>	-	<b>(476.710)</b>	<b>(33.791.508)</b>	-	<b>(3.292.420)</b>	-	<b>(7.667.242)</b>	-	<b>(45.227.880)</b>
Depreciation charge	-	(482.584)	(1.931.000)	(1.069.186)	(70.465)	(165.275)	(106.194)	-	<b>(3.824.704)</b>
Disposals/write-offs	-	-	190.958	-	46.715	-	-	-	<b>237.673</b>
Reclassifications	-	-	1.138	-	35.301	-	-	-	<b>36.439</b>
<b>Balance at 30 September 2015</b>	-	<b>(959.294)</b>	<b>(35.530.412)</b>	<b>(1.069.186)</b>	<b>(3.280.869)</b>	<b>(165.275)</b>	<b>(7.773.436)</b>	-	<b>(48.778.472)</b>
<b>Net Book Value at 30 September 2015</b>	<b>7.445.317</b>	<b>30.292.446</b>	<b>13.942.415</b>	<b>13.262.896</b>	<b>1.270.392</b>	<b>2.951.624</b>	<b>599.041</b>	<b>347.577</b>	<b>70.111.708</b>

Other Installation and equipment mainly include fixed assets which relate to the fattening units and the hatchery unit and more specifically the cages, nets, anchorage, air compressor, generators, filters etc.

The fair value of the properties was determined by using the market comparable method and the residual replacement cost method. This means that valuations performed by the valuer were based on active market prices, significantly adjusted for differences in the nature, location or condition of the specific property. As the date of revaluation 31 December 2014, the fair values were based on valuations performed by the external valuer. There are no other significant changes in the fair values since the measurement date of 31.12.2014.

The management of the Group and the Company took into consideration the current conditions resulting from the developments in the Greek economy, as well as the economic environment but assesses that given the nature, location and valuation method (the comparable method and the method of residual replacement cost) of the property, there were no significant changes in fair values from the revaluation date of 31.12.2014.

Mortgages and pledges against the Group's assets are analysed in paragraph 28, below.

**15. Goodwill**

Goodwill is analysed as follows:



<b>GROUP</b>		<b>COMPANY</b>	
<i>Amounts in Euro</i>		<i>Amounts in Euro</i>	
Carrying value at 1 January 2014	30.766.972	Carrying value at 1 January 2014	19.049.833
Impairment losses	(46.554)	Impairment losses	-
Transfer to held for sale subsidiaries	(363.788)	Transfer to held for sale subsidiaries	-
Carrying value at 31 December 2014	30.356.630	Carrying value at 31 December 2014	19.049.833
<b>Carrying value at 30 September 2015</b>	<b>30.356.630</b>	<b>Carrying value at 30 September 2015</b>	<b>19.049.833</b>

The impairment test of Goodwill and Aquaculture licenses are performed on an annual basis (at December 31) in addition as to when indications exist, as has been referred to in the financial statements which ended on December 31.

During the prior year part of the Aquaculture CGU which related to the aquaculture licenses of «CARBON DIS TICARET YATIRIM INSAAT VE SANAYI AS (CARBON) », located in Turkey, had been impaired. The licenses which comprise the Company's only asset which are recognized in the Group's consolidated financial statements amount to €377.000 in addition to the corresponding goodwill of € 46.554. The reason for the impairment loss recognition was due to the financial difficulties encountered by the Company which did not have the funds to undertake investment activities within the time limits granted and all efforts to sell the company did not succeed, thereby rendering the aquaculture licenses inactive. The reason for the impairment is attributed to the financial difficulties encountered by the Company which did not have the funds to undertake investment activities within the time limits granted and all efforts to sell the company did not succeed, thereby rendering the aquaculture licenses inactive. Therefore, Carbon's recoverable amount, as a part of the total Aquaculture CGU, has been assessed to zero given its non contribution to the CGU to which it belongs.

Furthermore the goodwill of the Group during the prior year had been impaired by the amount € 363.788 which was associated with the goodwill of the held-for-sale subsidiary ILKNAK SU URUNLERI and which amount is included in the total loss of € 7.064.409 in the figure "Gain/(loss) on subsidiary companies held for sale.

As referred to in the financial statement of December 31, 2014, for the purpose of impairment testing, goodwill is allocated to three cash-generating units (CGUs), which are also operating and reportable segments, Aquaculture unit, Fish feed unit, Aviculture-Stockbreeding unit (Note 7). The three operating segments present the lowest level of the Group at which goodwill is monitored for internal management purposes.

The carrying amount of goodwill and fish-farm licenses allocated to each of the cash-generating units are as follows:

	<b>AQUACULTURE</b>		<b>FISHFEED</b>		<b>AVICULTURE - STOCKBREEDING</b>		<b>TOTAL</b>	
	<b>30/9/2015</b>	<b>31/12/2014</b>	<b>30/9/2015</b>	<b>31/12/2014</b>	<b>30/9/2015</b>	<b>31/12/2014</b>	<b>30/9/2015</b>	<b>31/12/2014</b>
<b>Goodwill</b>	26.590.022	26.590.022	3.708.975	3.708.975	57.633	57.633	30.356.630	30.356.630
<b>Aquaculture Licenses (Note 16)</b>	13.680.000	13.680.000	-	-	-	-	13.680.000	13.680.000



The basic assumptions which have been used during the recognition of the three CGU's in addition to the determination of the recoverable amount of the cash generating units are presented in the annual financial statements for the year which ended 31 December 2014.

The management of the Group and the Company examined the conditions created by the current economic developments in the economy, and given the exporting nature of the Group and the company (80% of foreign sales), their customer base, profitability and cash flows of the Group and the Company as at September 30, 2015, and given that the results of the Group as at September 30, 2015 were in line with forecasts which were included in the calculation of the recoverable amount of the CGU held on December 31, 2014, in addition to the increased prices of fish which were presented at the end of the semester, it assesses that there will be no material impact on the assumptions which may affect the assessment of any impairment of goodwill.

### ***16. Intangible assets***

The intangible assets of the Group concern mainly acquired aquaculture licences and computer software licences. Analysis of the carrying values of the above is presented in summary in the tables here below:



<b>GROUP</b>			
<i>Amounts in Euro</i>	<b>Computer and other software</b>	<b>Aquaculture Licences</b>	<b>Total</b>
<b>Cost</b>			
<b>Balance 1 January 2014</b>	<b>7.832.257</b>	<b>14.057.000</b>	<b>21.889.257</b>
Additions	96.317	-	96.317
Disposals/Write-offs/Transfers to investments	(36.800)	(377.000)	(413.800)
Spin-off assets		-	-
Transfers from work under construction	618.081	-	618.081
Held for sale assets	(47.219)	-	(47.219)
Exchange differences	1.906	-	1.906
<b>Balance 31 December 2014</b>	<b>8.464.542</b>	<b>13.680.000</b>	<b>22.144.542</b>
<b>Accumulated amortisation</b>			
<b>Balance 1 January 2014</b>	<b>(6.361.776)</b>	-	<b>(6.361.776)</b>
Amortisation charge	(738.124)	-	(738.124)
Held for sale assets	39.953	-	39.953
Exchange differences	(1.681)	-	(1.681)
<b>Balance at 31 December 2014</b>	<b>(7.061.628)</b>	-	<b>(7.061.628)</b>
<b>Net book value at 31 December 2014</b>	<b>1.402.914</b>	<b>13.680.000</b>	<b>15.082.914</b>
<b>Balance 1 January 2015</b>	<b>8.464.542</b>	<b>13.680.000</b>	<b>22.144.542</b>
Additions	107.433	-	107.433
Disposals/Write-offs/Transfers to investments	(14.870)	-	(14.870)
Transfers from work under construction	587.876	-	587.876
Reversals of sold subsidiaries (Note 17)	(2.631)	-	(2.631)
Exchange differences	1.986	-	1.986
<b>Balance 30 September 2015</b>	<b>9.144.336</b>	<b>13.680.000</b>	<b>22.824.336</b>
<b>Accumulated amortisation</b>			
<b>Balance 1 January 2015</b>	<b>(7.061.628)</b>	-	<b>(7.061.628)</b>
<b>Balance of new companies merged in the year</b>			
Amortisation charge	(643.844)	-	(643.844)
Disposals/Write-offs/Transfers to investments	244	-	244
Reversals of sold subsidiaries (Note 17)	2.617	-	2.617
Exchange differences	(1.671)	-	(1.671)
<b>Balance at 30 September 2015</b>	<b>(7.704.282)</b>	-	<b>(7.704.282)</b>
<b>Net book value at 30 September 2015</b>	<b>1.440.054</b>	<b>13.680.000</b>	<b>15.120.054</b>



**COMPANY**

<i>Amounts in Euro</i>	<b>Computer and other software</b>	<b>Aquaculture Licences</b>	<b>Total</b>
<b>Cost</b>			
<b>Balance 1 January 2014</b>	<b>7.574.025</b>	<b>2.766.000</b>	<b>10.340.025</b>
Additions	89.958	-	89.958
Disposals/Write-offs/Transfers to investments	(36.800)	-	(36.800)
Transfers from work under construction	618.081	-	618.081
<b>Balance 31 December 2014</b>	<b>8.245.264</b>	<b>2.766.000</b>	<b>11.011.264</b>
<b>Accumulated amortisation</b>			
<b>Balance 1 January 2014</b>	<b>(6.106.849)</b>	-	<b>(6.106.849)</b>
Amortisation charge	(735.729)	-	(735.729)
<b>Balance at 31 December 2014</b>	<b>(6.842.578)</b>	-	<b>(6.842.578)</b>
<b>Net book value at 31 December 2014</b>	<b>1.402.686</b>	<b>2.766.000</b>	<b>4.168.686</b>
<b>Balance 1 January 2015</b>			
<b>Balance 1 January 2015</b>	<b>8.245.264</b>	<b>2.766.000</b>	<b>11.011.264</b>
Additions	106.788	-	106.788
Disposals/Write-offs/Transfers to investments	(14.870)	-	(14.870)
Transfers from work under construction	587.876	-	587.876
<b>Balance 30 September 2015</b>	<b>8.925.058</b>	<b>2.766.000</b>	<b>11.691.058</b>
<b>Accumulated amortisation</b>			
<b>Balance 1 January 2015</b>	<b>(6.842.578)</b>	-	<b>(6.842.578)</b>
Amortisation charge	(642.839)	-	(642.839)
Disposals/Write-offs/Transfers to investments	244	-	244
<b>Balance at 30 September 2015</b>	<b>(7.485.173)</b>	-	<b>(7.485.173)</b>
<b>Net book value at 30 September 2015</b>	<b>1.439.885</b>	<b>2.766.000</b>	<b>4.205.885</b>

The “Aquaculture licences” on a Group level relate to the value of the aquaculture licenses of the Company, the Group “SEAFARM IONIAN SA”, the Group “KEGO”, and “PREDOMAR S.L”, that which resulted following the acquisition of the corresponding subsidiaries. The Company’s aquaculture license value relates to the value of aquaculture licenses of the absorbed subsidiary companies KEGO S.A and RED ANCHOR SA. The aforementioned goodwill is not depreciated, but is tested for impairment loss, in accordance with IAS 36 (Note 15).

During the prior year part of the Aquaculture CGU which related to the aquaculture licenses of «CARBON DIS TICARET YATIRIM INSAAT VE SANAYI AS (CARBON)», a company which is located in Turkey, had been impaired. The licenses which comprise the Company’s only asset which were recognized in the Group’s consolidated financial statements amounted to €377.000 prior to the company being classified as held for sale during the prior year.

During the prior year intangible assets included an impairment loss of € 7.266 associated with the held for sale assets (Note 17). In addition during the current year intangible assets marked a decrease of the amount of €14 which relates to the sold subsidiaries (Note 17).



The management of the Group and the Company examined the conditions created by the current economic developments in the economy, and given the exporting nature of the Group and the company (80% of foreign sales), their customer base, profitability and cash flows of the Group and the Company as at September 30, 2015, and given that the results of the Group as at September 30, 2015 were in line with forecasts which were included in the calculation of the recoverable amount of the CGU held on December 31, 2014, in addition to the increased prices of fish which were presented at the end of the semester, it assesses that there will be no material impact on the assumptions which may affect the assessment of any impairment of aquaculture licenses.

### **17. Investments in subsidiaries**

In the separate financial statements, investments in subsidiary companies have been measured at acquisition cost less any impairment losses.

<i>Amounts in Euro</i>	<b>COMPANY</b>
	<b>30/9/2015</b>
Opening Balance	<b>31.808.213</b>
Less: Sale of subsidiary companies	(1.919.437)
Less: Impairment of investment in subsidiary from reduction in share capital	(980.475)
Additions	1.350.000
<b>Closing Balance</b>	<b>30.258.301</b>

The company's percentage participation in investments, not listed on the Athens Stock Exchange Market, is analysed as follows:

Company	31/12/2014				30/9/2015				Country of incorporation	Percentage Shareholding	
	Cost	Impairment of Investment	Amount as per Financial Position	Percentage Shareholding Sold	Reduction / Return of Share Capital	Increase in share capital	Cost	Impairment of Investment			Amount as per Financial Position
PROTEUS EQUIPMENT S.A	29.347	-	29.347	-	-	1.350.000	1.379.347	-	1.379.347	GREECE	50,00%
AQUACOM LTD	1.141.394	(860.486)	280.908	-	-	-	1.141.394	(860.486)	280.908	IRGIN ISLANDS	100,00%
ILKNAK SU URUNLERI SAN VE TIC A.S.	3.979.492	(2.060.155)	1.919.337	(1.919.337)	-	-	2.060.155	(2.060.155)	-	TURKEY	52,53%
NIREUS INTERNATIONAL LTD	7.380.508	-	7.380.508	-	(980.476)	-	6.400.033	-	6.400.033	CYPRUS	100,00%
MIRAMAR SU URUNLERI VE BALIK YEMI URETIMI SANAYI VE TICARET A.S.	272	(172)	100	(100)	-	-	172	(172)	-	TURKEY	0,02%
SEA FARM IONIAN S.A	13.745.179	-	13.745.179	-	-	-	13.745.179	-	13.745.179	GREECE	26,45%
KEGO AGRIS.A	8.952.834	(500.000)	8.452.834	-	-	-	8.952.834	(500.000)	8.452.834	GREECE	100,00%
	<b>35.229.026</b>	<b>(3.420.813)</b>	<b>31.808.213</b>	<b>(1.919.437)</b>	<b>(980.476)</b>		<b>33.679.114</b>	<b>(3.420.813)</b>	<b>30.258.301</b>		

As referred to in the Financial Statements of 31.12.2014 due to the Management's decision to sell the entire business activity and its subsidiaries in Turkey, the Group and Company recognised in the prior year an impairment loss of € 2.920.813, which corresponded to the loss on the basis of the fair value and the valuation of the Turkish subsidiaries as compared to with their acquisition cost.

During the nine-month period the Company Nireus Aquaculture recognized an impairment loss of € 980.475,93 in its subsidiary Nireus International due to the reduction of its share capital of its subsidiary. Nireus International proceeded with the recognition of an impairment loss of its investment in Miramar Projects UK by the amount of € 980.476 due to the reduction of the share capital of the latter company by the corresponding amount.





Furthermore, on 28 July 2015 the Company purchased one thousand and twenty-two (1,022) shares, equivalent to 50% of total shares of its subsidiary company PROTEUS EQUIPMENT SA, at a purchase price of € 1.350.000. Following the acquisition, NIREUS AQUACULTURE SA owns 100% of the shares of its subsidiary PROTEUS EQUIPMENT SA. It should be noted that during the nine-month period procedures regarding the liquidation of the subsidiary Miramar Projects UK has commenced.

#### **SALE OF SUBSIDIARY COMPANIES**

As referred to in the financial statements of the prior year 31.12.2014, as at 21.01.2015, the management of the Group entered into an agreement for the sale of all shares held in the Turkish companies, for ILKNAK SU URUNLERI SANAYI VE TICARET A.S NIN (hereinafter referred to as “ILKNAK”) 617.493 shares were sold and for MIRAMAR SU URUNLERI VE BALIK YEMI SANAYI VE TICARET AS. NIN (hereinafter referred to as “MIRAMAR”) 2.629.058 shares were sold at a sales price of € 4.150.000 payable in cash. The direct and indirect percentage holding of Nireus Aquaculture SA prior to the sale of the Turkish subsidiaries amounted in ILKNAK to 83,563% (direct 52,53% and indirect 31,03%) , while for MIRAMAR the percentage amounted to 99,95% (direct 0,02% and indirect 99,93%).

As at 31 December 2014, the net assets of the subsidiary companies ILKNAK SU URUNLERI and MIRAMAR SU URUNLERI and their subsidiary companies ILKNAK DENIZCILIK and CARBON, were reclassified as assets held for sale in the statement of financial position of the Group. Furthermore the losses incurred from the valuation of the above companies at fair value were presented according to IFRS 5 “Non current assets held for sale» are separately in the income statement of the Group”.

The major classes of assets held for sale and its related liabilities are separately presented in the Statement of Financial Position of the Group as at 31st December 2014. The basic categories of assets and liabilities are presented in the following table:



	<b>31/12/2014</b>
<b>Current assets</b>	
Biological assets	3.547.127
Inventories	222.808
Trade and other receivables	2.123.049
Other receivables	1.612.508
Other current assets	21.435
Cash and cash equivalents	988.033
<b>Total Assets</b>	<b>8.514.960</b>
<b>Non-current liabilities</b>	
Deferred income tax liabilities	186.016
Net Employee defined Benefit obligations	201.248
Provisions	30.801
<b>Total non-current liabilities</b>	<b>418.065</b>
<b>Current liabilities</b>	
Trade & other payables	3.850.832
Short-term interest bearing loan borrowings	201.902
Other current liabilities	332.858
<b>Total current liabilities</b>	<b>4.385.591</b>
<b>Total Liabilities</b>	<b>4.803.656</b>
<b>Net assets directly associated with held for sale assets (excluding intercompany)</b>	<b>3.711.304</b>
<b>Add: Intercompany receivables/(liabilities)</b>	<b>438.696</b>
<b>Net assets directly associated with held for sale assets (including intercompany)</b>	<b>4.150.000</b>

Immediately prior to the classification of ILKNAK SU URUNLERI, MIRAMAR SU URUNLERI and their investments in ILKNAK DENIZCILIK and CARBON as held for sale, the recoverable amount was estimated for non-current and current assets and no impairment loss was identified apart from any reference made in the financial statements. Following the classification as held for sale, a total impairment loss of € 7.064.409 (non-current liabilities of € 5.514.525 and of current assets of € 1.549.884 correspondingly) was recognised the statement of profit and loss under “Impairment of investments in subsidiaries” as at 31.12.2014.

During the current period and with the completion of the sale of the companies, an addition loss of € 2.988.850 was recognized resulting from the direct movement in equity incorporated, from the subsidiaries’ results of the period up until their date of the sale, in the Group results of a total amount of € 203.657, in addition to the transfer of reserves (foreign exchange reserve, other reserves and non-controlling interests) of € 2.785.193 as presented below.



	Note	21/1/2015
<b>Non-Current assets</b>		
Property, plant and equipment	14	104.201
Intangible assets	16	14
Deferred income tax assets	18	33
Other long-term receivables		284
		<b>104.532</b>
<b>Current assets</b>		
Biological assets	19	3.842.563
Inventories		214.579
Trade and other receivables		2.994.145
Other receivables		2.519.271
Other current assets		59.990
Cash and cash equivalents	22	968.540
		<b>10.599.088</b>
<b>Total Assets</b>		<b>10.703.619</b>
<b>Non-current liabilities</b>		
Deferred income tax liabilities	18	192.113
Net Employee defined Benefit obligations		212.828
Provisions		32.139
<b>Total non-current liabilities</b>		<b>437.080</b>
<b>Current liabilities</b>		
Trade & other payables		4.803.430
Short-term interest bearing loan borrowings		134.749
Other current liabilities		974.901
<b>Total current liabilities</b>		<b>5.913.080</b>
<b>Total Liabilities</b>		<b>6.350.160</b>
<b>Net assets of the sold companies</b>		<b>4.353.459</b>
<b>Result of the period 1/1/2015 to 21/1/2015</b>		<b>(203.657)</b>
<b>Less: Sale proceeds</b>		<b>4.149.802</b>
<b>Loss on sale of subsidiaries</b>		
<b>Transfer of the foreign exchange reserve</b>		(2.329.860)
<b>Transfer of non-controlling interests</b>		(455.333)
<b>Loss from sale of subsidiary company</b>		<b>(2.988.850)</b>

## IMPAIRMENT TEST

As mentioned in the annual financial statements of year ended 31 December 2014, for the purpose of impairment testing, the Company recognised similar in nature Cash Generating Units as these have been recognised on a Group level which cover the individual investments of the subsidiary companies. The cash generating units recognised by the Company are the Aquaculture and Aviculture-stock breeding units. The investments have been allocated for the purpose of impairment testing as follows:

	AQUACULTURE		AVICULTURE AND STOCKBREEDING		TOTAL	
	30/9/2015	31/12/2014	30/9/2015	31/12/2014	30/9/2015	31/12/2014
Investments in subsidiaries	21.805.465	23.355.378	8.452.835	8.452.835	30.258.300	31.808.213



Impairment testing on investments of subsidiary companies is performed when indications of impairment exist. The basic assumptions which were used during the recognition of the two cash generating units in addition to the determination of the recoverable amount of the cash generating units are analysed in the annual financial statements for the year ended December 31, 2014 (Note 15).

It should also be noted that as at 31 December 2014, a sensitivity analysis was performed regarding the positive or negative change in the discount rate by 0.25%, the positive or negative change in the growth rate in perpetuity by 0.50%. An increase in the discount rate by 0.25% (maintaining constant the growth rate in perpetuity) would lead to a further impairment charge of € 0,5 mil., while a decrease in the growth rate in perpetuity by 0.50% (maintaining constant the discount rate) would lead to further impairment amounting to € 0,7 million.

Furthermore the pre-tax rate used to discount projected cash flows is 8.6%, while growth in perpetuity used is 3%, taking into account the long-term prospects of the Group.

The management of the Group and the Company examined the conditions created by the current economic developments in the economy, and given the exporting nature of the Group and the company (81% of foreign sales), their customer base, profitability and cash flows of the Group and the Company as at September 30, 2015, and given that the results of the Group as at September 30, 2015 were in line with forecasts which were included in the calculation of the recoverable amount of the CGU held on December 31, 2014, in addition to the increased prices of fish which were presented at the end of the semester, it assesses that there will be no material impact on the assumptions which may affect the assessment of any impairment of investments.

**FINANCIAL STATEMENTS OF SUBSIDIARY COMPANIES**

The group has three subsidiaries with material non-controlling interests (exceeding 50%). Information regarding these subsidiaries is as follows:

**Period 1/1/-30/9/2015**

<i>Amounts in Euro</i>			
<b>NAME OF SUBSIDIARY</b>	<b>Principal place of business</b>	<b>Percentage of Non-Controlling Interests 30.9.2015</b>	<b>Profit/(loss) allocated to NCI 30.9.2015</b>
PROTEUS EQUIPMENT S.A	Greece	100,0%	84.578 (*)
SEAFARM IONIAN S.A	Greece	73,5%	220.310
SEAFARM IONIAN (CENTRAL EUROPE) GMBH	Germany	73,5%	607.708



\* The consolidation of the subsidiary company Proteus Equipment SA was performed at a 50% percentage shareholding until the date of acquisition (balance sheet date of 31.07.2015) while for the period from 1.08.2015 up until 30.09.2015 the company has been consolidated at 100%.

<i>Amounts in Euro</i>				
NAME OF SUBSIDIARY	Period of Consolidation	Percentage	Profit/(loss) allocated to NCI	Profit/(loss) allocated to Equity Holders of the Parent
PROTEUS EQUIPMENT S.A	1/1-31/7/2015	50,0%	84.578	84.578
	1/8-30/9/2015	100,0%	-	(54.065)
			<b>84.578</b>	<b>30.513</b>

**Period 1/1/-30/9/2014**

<i>Amounts in Euro</i>			
NAME OF SUBSIDIARY	Principal place of business	Percentage of Non-Controlling Interests 30.9.2014	Profit/(loss) allocated to NCI 30.9.2014
PROTEUS EQUIPMENT S.A	Greece	50,0%	76.600
SEAFARM IONIAN S.A	Greece	73,5%	771.713
SEAFARM IONIAN (CENTRAL EUROPE) GMBH	Germany	73,5%	(1.052)

It should be noted that there are no restrictions between the Group and the above mentioned subsidiaries as regards to their access to the assets and the liabilities of the Group, in addition to the transfer of funds and dividends between the Group and the companies.

Summarised financial information including goodwill and aquaculture licenses recognized upon initial acquisition of the subsidiary companies, but prior to intercompany eliminations, is as follows:



<b>30/9/2015</b>	
<b>Consolidation Adjustments</b>	
<b>SEAFARM IONIAN S.A</b>	
<i>Amounts in Euro</i>	
<b>Goodwill &amp; Aquaculture Licenses recognised upon Acquisition</b>	
Aquaculture Licenses	<b>8.709.000</b>
Goodwill	<b>10.918.992</b>

<i>Amounts in Euro</i>	<b>30/9/2015</b>			<b>31/7/2015</b>
	<b>Condensed Statement of Financial Position</b>			
<b>SUBSIDIARY COMPANY</b>	<b>SEAFARM IONIAN S.A</b>	<b>SEAFARM IONIAN (CENTRAL EUROPE) GMBH</b>	<b>PROTEUS EQUIPMENT S.A</b>	<b>PROTEUS EQUIPMENT S.A</b>
<b>ASSETS</b>				
Property, plant and equipment	3.860.736	-	224.024	186.340
Investment property	879.983	-	-	-
Other non-current assets	1.595.590	-	1.169	1.169
Inventories	-	-	1.274.665	1.557.929
Trade and other receivables	1.509.090	-	1.438.579	1.354.428
Cash & cash equivalents	156.519	-	74.556	20.361
Other current assets	863.933	-	255.432	225.499
<b>Total Assets</b>	<b>8.865.851</b>	<b>-</b>	<b>3.268.426</b>	<b>3.345.727</b>
<b>EQUITY &amp; LIABILITIES</b>				
Share capital	12.952.331	25.000	60.000	60.000
Other reserves of equity	(32.010.307)	(570.328)	526.751	580.817
<b>Total Net Equity</b>	<b>(19.057.976)</b>	<b>(545.328)</b>	<b>586.752</b>	<b>640.817</b>
Provisions & Pension Obligations	1.982.524	-	84.222	83.866
Other long-term liabilities	1.859.395	545.328	28.787	28.951
Short-term borrowings	1.377.630	-	-	-
Trade & other payables	1.141.951	-	2.291.991	2.239.402
Other short-term liabilities	1.348.627	-	276.674	352.693
Long-term liabilities payable within the following year	20.213.700	-	-	-
<b>Total Liabilities</b>	<b>27.923.828</b>	<b>545.328</b>	<b>2.681.674</b>	<b>2.704.910</b>
<b>TOTAL EQUITY &amp; LIABILITIES</b>	<b>8.865.851</b>	<b>-</b>	<b>3.268.426</b>	<b>3.345.727</b>

<i>Amounts in Euro</i>	<b>30/9/2015</b>			<b>1/1-31/7/2015</b>
	<b>Condensed Income Statement</b>			
<b>SUBSIDIARY COMPANY</b>	<b>SEAFARM IONIAN S.A</b>	<b>SEAFARM IONIAN (CENTRAL EUROPE) GMBH</b>	<b>PROTEUS EQUIPMENT S.A</b>	<b>PROTEUS EQUIPMENT S.A</b>
Sales of non-biological goods-merchandise and other inventories	4.890.334	-	3.479.405	2.627.071
Other income and costs	(5.157.708)	975.000	(3.316.230)	(2.387.748)
<b>Results for the period before taxes</b>	<b>(267.374)</b>	<b>975.000</b>	<b>163.175</b>	<b>239.323</b>
Income & deferred taxes	566.929	(148.702)	(48.084)	(70.167)
<b>Net profit for the period</b>	<b>299.555</b>	<b>826.298</b>	<b>115.091</b>	<b>169.156</b>
Other comprehensive income	982.287	(25.000)	-	-
<b>Total Comprehensive Income/ (loss)</b>	<b>1.281.842</b>	<b>801.298</b>	<b>115.091</b>	<b>169.156</b>



<i>Amounts in Euro</i>	30/9/2015		
	Condensed Cash Flow Statement		
SUBSIDIARY COMPANY	SEAFARM IONIAN S.A	SEAFARM IONIAN (CENTRAL EUROPE) GMBH	PROTEUS EQUIPMENT S.A
Net cash generated from operating activities	19.053	-	286.475
Net cash generated from investing activities	(192.630)	-	(41.056)
Net cash (generated) from financing activities	147.398	-	(235.801)
<b>Net increase/(decrease) in cash and cash equivalents for period</b>	<b>(26.179)</b>	<b>-</b>	<b>9.619</b>
<b>Cash and cash equivalents at beginning of the period</b>	<b>182.697</b>	<b>-</b>	<b>64.938</b>
<b>Cash and cash equivalents at end of the period</b>	<b>156.519</b>	<b>-</b>	<b>74.556</b>

<i>Amounts in Euro</i>	31/12/2014		
	Condensed Statement of Financial Position		
SUBSIDIARY COMPANY	SEAFARM IONIAN S.A	SEAFARM IONIAN (CENTRAL EUROPE) GMBH	PROTEUS EQUIPMENT S.A
<b>ASSETS</b>			
Property, plant and equipment	4.129.391	-	197.456
Investment property	879.983	-	-
Other non-current assets	1.151.245	810.717	1.543
Inventories	-	-	1.488.264
Trade and other receivables	466.330	-	836.673
Cash & cash equivalents	182.697	-	64.938
Other current assets	1.620.859	-	109.279
<b>Total Assets</b>	<b>8.430.505</b>	<b>810.717</b>	<b>2.698.154</b>
<b>EQUITY &amp; LIABILITIES</b>			
Share capital	12.952.331	975.000	60.000
Other reserves of equity	(33.210.165)	(1.371.626)	665.635
<b>Total Net Equity</b>	<b>(20.257.833)</b>	<b>(396.626)</b>	<b>725.635</b>
Provisions & Pension Obligations	2.715.492	-	82.619
Other long-term liabilities	2.122.645	396.626	39.288
Trade & other payables	1.223.621	-	1.698.189
Other short-term liabilities	1.333.807	810.717	152.422
Long-term liabilities payable within the following year	21.292.773	-	-
<b>Total Liabilities</b>	<b>28.688.339</b>	<b>1.207.343</b>	<b>1.972.518</b>
<b>TOTAL EQUITY &amp; LIABILITIES</b>	<b>8.430.505</b>	<b>810.717</b>	<b>2.698.154</b>



Amounts in Euro	30/9/2014		
	Condensed Income Statement		
SUBSIDIARY COMPANY	SEAFARM IONIAN S.A	SEAFARM IONIAN (CENTRAL EUROPE) GMBH	PROTEUS EQUIPMENT S.A
Sales of non-biological goods-merchandise and other inventories	5.649.287		2.241.751
Other income and costs	(4.619.117)	(1.430)	(2.034.725)
<b>Results for the period before taxes</b>	<b>1.030.169</b>	<b>(1.430)</b>	<b>207.026</b>
Income & deferred taxes	19.127		(53.827)
<b>Net profit for the period</b>	<b>1.049.296</b>	<b>(1.430)</b>	<b>153.199</b>
Other comprehensive income	19.647	-	(333.138)
<b>Total Comprehensive Income/ (loss)</b>	<b>1.068.943</b>	<b>(1.430)</b>	<b>(179.939)</b>

Amounts in Euro	30/9/2014		
	Condensed Cash Flow Statement		
SUBSIDIARY COMPANY	SEAFARM IONIAN S.A	SEAFARM IONIAN (CENTRAL EUROPE) GMBH	PROTEUS EQUIPMENT S.A
Net cash generated from operating activities	(79.431)	-	840.956
Net cash generated from investing activities	1.508	-	(29.671)
Net cash (generated) from financing activities	-	-	(783.138)
<b>Net increase/(decrease) in cash and cash equivalents for period</b>	<b>(77.923)</b>	<b>-</b>	<b>28.147</b>
<b>Cash and cash equivalents at beginning of the period</b>	<b>165.996</b>	<b>3.052</b>	<b>14.843</b>
<b>Cash and cash equivalents at end of the period</b>	<b>88.074</b>	<b>3.052</b>	<b>42.991</b>

### 18. Deferred Income Tax Receivables / (Liabilities)

Deferred income tax assets and liabilities which result from relative temporary tax differences, are as follows:

	STATEMENT OF FINANCIAL POSITION				INCOME STATEMENT			
	GROUP		COMPANY		GROUP		COMPANY	
	30/9/2015	31/12/2014	30/9/2015	31/12/2014	30/9/2015	30/9/2014	30/9/2015	30/9/2014
<b>DEFERRED TAX LIABILITIES</b>								
Intangible assets	(181.130)	(194.201)	(191.861)	(206.593)	8.922	51.071	8.407	51.562
Property, Plant & Equipment	(9.757.094)	(8.997.008)	(8.449.867)	(7.644.225)	256.152	245.563	270.781	198.150
Biological Assets	(5.242.112)	(5.176.157)	(4.829.875)	(4.888.782)	(202.602)	3.767.940	58.908	3.056.841
Receivables	8.297.395	7.435.762	5.429.341	4.977.081	922.417	246.607	463.972	46.250
Net Employee defined Benefit obligations	702.971	652.545	622.342	544.776	148.603	40.429	126.237	29.235
Other non-current liabilities	641.786	642.246	998.635	946.616	36.536	(91.676)	52.019	(68.916)
Προβλέψεις	299.968	219.705	267.374	185.455	85.834	4.126	81.919	(3.978)
Other current liabilities	2.424.355	2.218.060	2.415.669	2.218.060	100.227	(47.013)	137.224	(47.013)
Less: transfer of deferred tax on held for sale subsidiaries	-	185.739	-	-	-	-	-	-
	<b>(2.813.861)</b>	<b>(3.013.309)</b>	<b>(3.738.242)</b>	<b>(3.867.612)</b>	<b>1.356.089</b>	<b>4.217.047</b>	<b>1.199.467</b>	<b>3.262.131</b>
<b>TOTAL DEFERRED TAX ASSETS</b>	1.989.262	1.489.074	-	-				
<b>TOTAL DEFERRED TAX LIABILITIES</b>	(4.803.123)	(4.502.383)	(3.738.242)	(3.867.612)				
<b>TOTAL DEFERRED TAX</b>	<b>(2.813.861)</b>	<b>(3.013.309)</b>	<b>(3.738.242)</b>	<b>(3.867.612)</b>				



**Reconciliation of deferred tax liabilities, net**

	<b>GROUP</b>	<b>COMPANY</b>
<b>Beginning Balance as at 1 January 2015</b>	<b>(3.013.309)</b>	<b>(3.867.612)</b>
Deferred tax-income/(expense) recognised during the period in profit and loss	1.356.089	1.199.467
Deferred tax-income/(expense) recognised during the period in OCI	(1.155.101)	(1.070.098)
Less: Tax of sold subsidiaries	(1.540)	-
<b>Ending Balance as at 30 September 2015</b>	<b>(2.813.861)</b>	<b>(3.738.242)</b>

During the nine-month period the deferred tax liabilities were reduced by an amount of € 192.080 (liabilities € 192.113 less receivables of € 33) due to the sale of the Turkish subsidiary companies (Note 17).

The offsetting of deferred income tax assets and liabilities occurs when there is, on behalf of the company, a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes relate to the same fiscal authority. The deferred tax liabilities of the Group as at 30/9/2015 relate to the subsidiaries located in Spain by an amount of € 490.765 (tax rate 25%-30%) and by an amount of € 4.312.358 for companies that are located in Greece (tax rate 29%). The respective amounts as at 31/12/2014 for companies which are located in Spain amounted to € 198.855 and to € 4.303.528 for companies that are located in Greece.

The deferred tax receivables for the Group as at 30/9/2015 of € 1.989.262 relate to companies located in Greece. The corresponding amounts as at 31/12/2014 of € 1.489.074 result from the companies located in Greece.

**19. Biological assets**

Biological assets comprise of juveniles-generating adult fish, fish juveniles and stock breeding products as at the Balance Sheet date and are measured at fair value. Following the adoption of IFRS 13 beginning from 1.1.2013 and as at each balance sheet date the measurement of fair value is based on IFRS 13 in conjunction with the specific requirements of IAS 41. According to IFRS 13, fair value is the current exit price which is determined with reference to the principal market (market of Italy) which is the market at which the greatest volume of activity is observed.

During periods of substantial increases/(decreases) in inventory and increases/(decreases) in sales prices, this methodology applied results in significant gains/(losses) arising from the difference between the production cost and the sales value.

The reconciliation of the biological assets stated at fair value is presented in the following table:



<i>Amounts in Euro</i>	<b>GROUP</b>		<b>COMPANY</b>	
	<b>30/9/2015</b>	<b>31/12/2014</b>	<b>30/9/2015</b>	<b>31/12/2014</b>
<b>Balance of biological assets at 1 January</b>	<b>163.662.396</b>	<b>170.151.405</b>	<b>156.861.359</b>	<b>155.012.142</b>
Increases due to purchases of biological assets	931.599	2.329.616	931.287	1.476.951
Gain/Loss arising from changes in fair value attributable to price or quantity changes of biological assets	112.199.616	146.921.995	103.352.923	137.653.256
Decreases due to sales of biological assets	(119.346.546)	(149.648.946)	(111.849.321)	(137.280.990)
Less: biological assets of sold companies	(295.437)	-	-	-
<b>End balance of biological assets at 30 September</b>	<b>157.151.628</b>	<b>163.662.396</b>	<b>149.296.248</b>	<b>156.861.359</b>
<b>ANALYSIS OF BIOLOGICAL ASSETS IN BALANCE SHEET</b>				
A) Biological assets of fish (Assets – Non-current assets)	80.937.128	72.654.984	79.384.834	69.463.499
B) Biological Poultry-Livestock (Assets - Non-current assets)	20.000	198.000	-	-
Less: biological assets on held for sale assets	-	(1.937.198)	-	-
<b>TOTAL BIOLOGICAL ASSETS - Assets - Non-current</b>	<b>80.957.128</b>	<b>70.915.786</b>	<b>79.384.834</b>	<b>69.463.499</b>
C) Biological assets fish (Inventories - Current assets)	76.055.594	96.735.001	69.911.414	87.397.860
D) Biological Poultry-Livestock (Inventories - Current assets)	138.906	166.085	-	-
Less: Transfer to held for sale subsidiaries	-	(4.154.476)	-	-
<b>TOTAL BIOLOGICAL ASSETS - Assets - Current</b>	<b>76.194.500</b>	<b>92.746.610</b>	<b>69.911.414</b>	<b>87.397.860</b>
<b>TOTAL BIOLOGICAL ASSETS</b>	<b>157.151.628</b>	<b>163.662.396</b>	<b>149.296.248</b>	<b>156.861.359</b>

The effect from the movement in the fair value of biological assets between beginning and ending values as at 30.09.2015, as presented in the Statement of cash flows amounts to € 1.442.869 for the Group and of an amount of € 2.148.270 for the Company as is presented in the following table.

	<b>GROUP</b>			<b>COMPANY</b>		
	<b>LOCAL GAAP</b>	<b>ADJUSTMENT</b>	<b>IFRS</b>	<b>LOCAL GAAP</b>	<b>ADJUSTMENT</b>	<b>IFRS</b>
Fair value of Biological assets at beginning 1.1.2015	144.343.589	19.318.807	163.662.396	138.058.569	18.802.790	156.861.359
Less: Sale of Subsidiaries	446.849	151.413	295.436	-	-	-
Fair value of Biological assets at ending 30.09.2015	<b>139.124.277</b>	<b>18.027.351</b>	<b>157.151.628</b>	<b>132.641.727</b>	<b>16.654.521</b>	<b>149.296.248</b>
<b>Changes/(movement) in the fair value of biological assets</b>	<b>4.772.463</b>	<b>1.442.869</b>	<b>6.215.332</b>	<b>5.416.841</b>	<b>2.148.270</b>	<b>7.565.111</b>

### Assumptions used in determining the fair value of live fish

The estimated fair value of biomass will always be based on uncertain assumptions even though the company has obtained substantial expertise in assessing these factors. Estimates are applied for the following factors: biomass volume, the quality of the biomass, the size distribution and market prices.

### Biomass volume

The biomass volume is in itself an estimate based on the number of juveniles placed in the sea, the estimated growth from the time of stocking, estimated mortality based on observed and expected mortality etc. The uncertainty with regards to biomass volume is normally low. The uncertainty will, however, be higher if an incident has resulted in mass mortality, especially early in the cycle, or if the health condition of the fish which restricts treatment of fish.



### **The size distribution**

Fish in sea grows in various rates and even under conditions of good estimates, the average weight of the fish can result in considerable variation in the quality and weight of the fish. The size distribution affects the price achieved for the fish as each size category of fish is priced separately in the market. When estimating the biomass value a normal, expected size distribution is applied.

### **Market price**

The market price assumption is significant for the valuation and even minor changes in the market price will significantly result in changes in the valuation.

The decrease in the Group's biological assets as at 30.09.2015 as compared to the prior year 31.12.2014 by approximately € 6,5 million, is mainly due to the reduced biomass of fresh fish, which is attributed to their biological cycle. During the winter months the mature fish incur weight reduction due to production and loss of genetic material. The continuous harvest in conjunction with weight loss results in the reduction of the available biomass which is gradually recovered during second semester of the year.

Furthermore, the reduced number of juveniles placed in the hatcheries for future growth, due to the annual maintenance which occurred during the third quarter, that which aimed at achieving the ideal conditions for juvenile growth in the following year, cumulatively resulted in the negative impact of biological assets as at 30.09.2015.

During the nine-month period the biological assets were reduced by an amount of € 3.842.563 from the sale of subsidiary companies (Note 17).

The Group has insured its biological assets, against any form of risk, at foreign reputable insurance companies. The corresponding receivables regarding insurance indemnities are factored due to the existing pledge with the lending banks.

The Company NIREUS SA, in accordance with the agreement dated 20.3.2015, has provided to the company NORSILDMEL INNOVATION A / S a floating lien on the fish population, amounting to € 10.3 million to secure the outstanding balance. The pledge is valid until 31/12/2015.

Pledged assets regarding the biological assets of fish population against loans obtained amount to € 100.599.345 and pledged fish population to suppliers amounts to € 10.300.000, as described in Note 28 below.

## **20. Inventories**

The inventories of the Group and the Company are as follows:



<i>Amounts in Euro</i>	<b>GROUP</b>		<b>COMPANY</b>	
	<b>30/9/2015</b>	<b>31/12/2014</b>	<b>30/9/2015</b>	<b>31/12/2014</b>
Merchandise	1.500.959	1.305.900	106.130	2.714
Finished and semi-finished goods	4.033.077	3.888.008	3.991.249	3.812.170
Work in progress	112.999	178.013	112.999	178.013
Raw and auxiliary materials-Package materials	5.687.766	5.481.642	4.473.972	4.039.129
Consumables	34.960	75.253	34.960	64.911
Packing items	-	6.775	-	-
Less: transfer to held for sale subsidiaries (Note 17)	-	(260.958)	-	-
<b>Total</b>	<b>11.369.761</b>	<b>10.674.633</b>	<b>8.719.310</b>	<b>8.096.937</b>

The amount of inventories which was consumed during the year and included in the figure “raw materials consumption” in the Profit and Loss Statement, amounts to € 68.853.087 for the Group and € 57.975.531 for the Company.

The management of the Company takes into consideration the most reliable information available as at the date of valuation for the assessment of the net realisable value of inventory.

## **21. Trade and other receivables**

The trade and other receivables of the Group and the Company are as follows:

<i>Amounts in Euro</i>	<b>GROUP</b>		<b>COMPANY</b>	
	<b>30/9/2015</b>	<b>31/12/2014</b>	<b>30/9/2015</b>	<b>31/12/2014</b>
Trade receivables from third parties (Trade debtors)	41.345.644	33.470.255	35.245.244	28.845.492
Trade receivables from third parties (Notes)	3.428.321	3.232.339	1.529.788	1.539.788
Trade receivables from third parties (Cheques receivable)	11.283.376	18.416.186	6.463.919	12.460.602
Less: Provision for uncollectible receivables	(16.278.202)	(15.585.877)	(10.163.434)	(10.212.969)
Less: transfer to held for sale subsidiaries	-	(2.513.421)	-	-
<b>Total trade &amp; other receivables-net</b>	<b>39.779.139</b>	<b>37.019.482</b>	<b>33.075.517</b>	<b>32.632.913</b>

It should be noted that under IAS 32 financial assets and financial liabilities have been netted-off.

Under the scope of the Group’s working capital requirements, the Group uses factoring services for its receivables in view of the immediate collection of domestic debtors. The factoring contracts signed regard collection of receivables with recourse.

## **22. Restricted Cash**

As at 30/09/2015 the Group and Company have restricted cash balances of an amount of € 4.125.139,92 (31/12/2014: € 4.245.364) from which an amount of € 4.000.000 relates to the pledge for the collateral requirements of the fire victim loan of the National Bank, an amount of € 96.174,52 relates to other loans of the National Bank, and an amount of € 28.965,40 relates to short-term borrowings from Piraeus Bank (Note 28).

During the nine-month period restricted cash was reduced by an amount of € 968.540 which relates to the sold subsidiary companies (Note 17).



## 23. Share Capital and Reserves

### i) Issued Capital

The share capital of the Company consists of common registered shares of € 1,34 par value. All shares grant equal rights concerning the receipt of dividends and the repayment of capital, and represent one voting right at the Shareholders' General Assembly of the Company. The shares of the Company are freely traded in the Athens Stock Exchange.

Amounts in Euro	GROUP					COMPANY				
	Number of shares	Share capital (ordinary shares)	Treasury shares	Share premium	Total	Number of shares	Share capital (ordinary shares)	Treasury shares	Share premium	Total
Balance at 1 January 2014	63.697.153	85.354.185	(47.271)	36.248.476	121.555.390	63.697.153	85.354.185	(47.271)	36.248.476	121.555.390
Balance at 31 December 2014	63.697.153	85.354.185	(47.271)	36.248.476	121.555.390	63.697.153	85.354.185	(47.271)	36.248.476	121.555.390
Balance at 30 September 2015	63.697.153	85.354.185	(47.271)	36.248.476	121.555.390	63.697.153	85.354.185	(47.271)	36.254.801	121.561.715

The share capital of the Company was increased by € €58.599.999,90, through the capitalization of bank borrowings (Piraeus Bank, Alpha Bank, Eurobank,, National Bank of Greece) with a simultaneous decrease in the par value of each share from €1,34 to € 1,30, namely by an amount of € 66.245.039,12 with an equivalent increase in reserves. Further information is presented in Note 33 of the interim financial statements.

### ii) Fair value Revaluation Reserve

The analysis of fair value reserves is as follows:

Amounts in Euro	GROUP	COMPANY
<b>Balance at 1 January 2014</b>	<b>30.112.982</b>	<b>28.633.727</b>
Revaluation of fixed assets	340.876	102.326
Write-off of reserves	361.776	361.776
Sale of fixed assets measured at fair value	(6.038)	(841)
<b>Balance at 31 December 2014</b>	<b>30.809.596</b>	<b>29.096.988</b>
Sale of subsidiary companies	(676.594)	-
Sale of fixed assets measured at fair value	(1.928)	-
Effect from the change in the tax rate from 26% to 29%	(1.097.281)	(1.070.098)
<b>Balance at 30 September 2015</b>	<b>29.033.793</b>	<b>28.026.890</b>

### iii) Other reserves

Other reserves of the Group are as follows:



GROUP						
<i>Amounts in Euro</i>						
	LEGAL RESERVE	UNDER SPECIAL LAW PROVISIONS	SHARE BASED PAYMENTS RESERVE	ACTUARIAL DIFFERENCES RESERVE	OTHER RESERVES	TOTAL OTHER CAPITAL RESERVES
<b>Balance at 1 January 2014</b>	<b>2.419.990</b>	<b>1.570.554</b>	<b>385.300</b>	<b>391.732</b>	<b>3.822.172</b>	<b>8.589.748</b>
Share options under IFRS 2	-	-	-	-	-	-
Net -off of reserves with retained earnings	654.280	-	-	-	973.569	1.627.849
Actuarial gains/(losses) on pension obligations	-	-	-	14.540	-	14.540
Movements during the period from distribution of profits	12.986	-	-	-	-	12.986
<b>Balance at 31 December 2014</b>	<b>3.087.256</b>	<b>1.570.554</b>	<b>385.300</b>	<b>406.272</b>	<b>4.795.741</b>	<b>10.245.123</b>
Net -off of reserves with retained earnings	-	(873.614)	-	-	239.962	(633.652)
Transfers to retained earnings due to sale of subsidiaries (Note 17)	-	-	-	41.249	(1.231.197)	(1.189.948)
<b>Balance at 30 September 2015</b>	<b>3.087.256</b>	<b>696.940</b>	<b>385.300</b>	<b>447.521</b>	<b>3.804.506</b>	<b>8.421.523</b>

COMPANY						
<i>Amounts in Euro</i>						
	LEGAL RESERVE	UNDER SPECIAL LAW PROVISIONS	SHARE BASED PAYMENTS RESERVE	ACTUARIAL DIFFERENCES RESERVE	VARIOUS RESERVES	TOTAL OTHER CAPITAL RESERVES
<b>Balance at 1 January 2014</b>	<b>2.142.259</b>	<b>1.274.002</b>	<b>385.300</b>	<b>427.553</b>	<b>4.418.917</b>	<b>8.648.031</b>
Share options under IFRS 2	-	-	-	-	-	-
Net -off of reserves with retained earnings	654.280	-	-	-	(239.962)	414.318
Actuarial gains/(losses) on pension obligations	-	-	-	(4.511)	-	(4.511)
Movements during the period from distribution of profits	-	-	-	-	-	-
<b>Balance at 31 December 2014</b>	<b>2.796.539</b>	<b>1.274.002</b>	<b>385.300</b>	<b>423.042</b>	<b>4.178.955</b>	<b>9.057.838</b>
Net -off of reserves with retained earnings	-	(873.614)	-	-	239.962	(633.652)
<b>Balance at 30 September 2015</b>	<b>2.796.539</b>	<b>400.388</b>	<b>385.300</b>	<b>423.042</b>	<b>4.418.917</b>	<b>8.424.186</b>

During the nine month period other reserves of the Group were reduced by an amount of € 1.189.948 from the sale of subsidiary companies.

## 24. Interest bearing Loans and Borrowings

The non-current and current borrowings are as follows:

<i>Amounts in Euro</i>	GROUP		COMPANY	
	30/9/2015	31/12/2014	30/9/2015	31/12/2014
<b>Non-current borrowings</b>				
Bank borrowings	175.230.862	173.088.467	154.664.937	151.795.694
Less: Borrowings payable in following year (Loans)	(137.184.088)	(137.686.092)	(116.895.475)	(116.393.319)
<b>Total non-current borrowings</b>	<b>38.046.774</b>	<b>35.402.375</b>	<b>37.769.462</b>	<b>35.402.375</b>
<b>Liabilities payable in following year</b>				
Liabilities payable in following year (Loans)	137.184.088	137.686.092	116.895.475	116.393.319
<b>Total liabilities payable in following year</b>	<b>137.184.088</b>	<b>137.686.092</b>	<b>116.895.475</b>	<b>116.393.319</b>
<b>Short-term loans</b>				
Bank borrowings	61.712.083	62.964.324	57.672.448	59.911.273
Less: transfer to held for sale subsidiaries	-	(201.902)	-	-
<b>Total short-term loans</b>	<b>61.712.083</b>	<b>62.762.422</b>	<b>57.672.448</b>	<b>59.911.273</b>
<b>Total loans</b>	<b>236.942.945</b>	<b>235.850.889</b>	<b>212.337.385</b>	<b>211.706.967</b>



Maturity dates of non-current borrowings are analyzed below:

<i>Amounts in Euro</i>	<b>GROUP</b>		<b>COMPANY</b>	
	<b>30/9/2015</b>	<b>31/12/2014</b>	<b>30/9/2015</b>	<b>31/12/2014</b>
Between 1 and 2 years	6.577.543	9.245.704	6.500.765	9.245.704
Between 2 and 5 years	31.469.232	26.156.671	31.268.697	26.156.671
Over 5 years	-	-	-	-
	<b>38.046.774</b>	<b>35.402.375</b>	<b>37.769.462</b>	<b>35.402.375</b>

The major loans of the Group and that of the Company as at 30 September 2015 are summarized as follows:

**A. BOND LOANS**

**Bond Loan of € 90 million:** As at 28 January 2008, the Company signed a bond loan contract of a total amount of € 90 million with a joint venture with banks and a Euribor interest rate plus a margin which fluctuates according to the financial indicators which are specified in the contract. The purpose of the loan was the refinancing of the previous loan borrowings. The full repayment of the loan is stated to be a portion at the beginning of 2015 in 10 six-month instalments from which the first 9 will be of an equivalent amount for the repayment of 50% of the loan and the last instalment will be paid at the expiration date of the loan for the remaining 50% of the total amount of the loan. The basic interest rate will be based on the corresponding Euribor plus a profit margin of 4%.

**Convertible Bond loan € 20,0 million:** On July 11 2007 the Company signed the contract of a convertible bond loan with a duration of 5 years to be fully repaid on July 2012. As at September 29, 2012 an agreement was signed between the bondholders with respect to the extension of the loan agreement the amount of which totals € 24 million. Based on the new contract the following were agreed upon:

- a. Extension of the loan balance for an additional 3 years and until July 2015
- b. Euribor interest rate of +5%
- c. Repayment in 4 six month installments of € 1.500.000 and a final payment of € 17.916.743,74
- d. Adjustment of the conversion ratio to 9,25
- e. Change in the loan term ratios

In accordance with the General Assembly of the Bondholders of the Convertible bond loan as at October 26th, the loan terms have been amended. Further information is presented in Note 33.

**Bond loan € 5 million:** On May 30, 2005 the company signed a joint venture agreement of 13 year duration to be fully repaid at the end of 2021, via 27 six-month instalments with the first instalment paid on 23 November 2008. The basic interest rate will be based on the corresponding Euribor plus a profit margin of 1%.

**Bond loan of € 0,8 million:** On March 8, 2007 the Company signed a syndicated loan contract term of 7 years with total repayment date in March 2014 and with 12 semi-annual installments (11 equal instalments of € 0,51 million.) With a



payment date of first dose on September 22, 2008. the basic interest rate of the loan will occur at six-month Euribor plus margin 2.10%.

**Loans of SEA FARM SA:**

On April 22 and April 27, 2005 the Group's subsidiary SEAFARM IONIAN AE. signed a settlement agreement regarding long-term loans with the lending banks totaling € 21,2 million. which will be repaid in fifteen (15) years, with interest of 1% plus charges in equal semi-annual installments.

On the 25th of October 2005 the company SEAFARM IONIAN SA signed a joint venture contract of an amount of € 4 million as working capital, with Nireus being a guarantor. The repayment of the loan, according to the amendment of April 27 2013, will be made in 20 six-month installments, the first payable in 24 months and the last payment being in 180 months beginning from the disbursement of the loan.

The balance of the long-term loans as well as unpaid capital and interest is analysed as follows:

**Bond Loan of an initial amount of € 90 million of “Nireus SA”**

From the bond loan of € 90 million with an outstanding balance of as at 30.9.2015 of an amount of € 77,4 million, overdue capital instalments of € 70 million and interest of € 7,4 million, have not yet been paid.

**Convertible Bond loan of an initial of “Nireus SA”:**

The outstanding balance of the convertible bond loan as at 30.9.2015 amounts to € 25,0 million. There are overdue unpaid capital instalments of an amount of € 22,5 million composed of three installments of € 1,5 million in addition to a one-off final installment which is to be paid at the termination of the loan contract, namely a “loan termination” of € 18 million, in addition to interest instalments of an amount of € 2,6 million for the above loan as at 30.9.2015. The General Meeting resolved to defer the payment of the three instalments due on January 13, 2014, July 14 2014 in addition to the instalment of January 12 2015 for October 31, 2015.

**Bond loan of an initial amount of € 5 million of “Nireus SA”:**

From the bond loan of € 5 million with an outstanding balance of as at 30.9.2015 of an amount of € 3,5 million which is classified as short-term, there are overdue capital instalments of € 0,9 million and interest of € 0,11 million have not yet been paid.

**Loans of € 0,8 million of “Nireus SA” (prior Kegoagri SA):**

For the bond loan of € 0,8 million and as at 30.9.2015 of an amount of € 0,26 million there are overdue capital payments of € 0,24 million. and interest of € 0,016 million have not yet been paid.





### **Loans of SEA FARM IONIAN**

With respect to the loans of SEA FARM IONIAN as regulated by Article 44 an amount of € 20,2 million, there are overdue capital instalments of an amount of € 7,4 million and interest of € 0,70 million have not yet been paid. During the nine-month period Alpha Bank granted a loan through short-term borrowings of an amount of € 1,3 million with which the company repaid a part of its overdue capital installments and overdue interest.

From the loan agreements of the above mentioned loans, an obligation results for the Group and Company as regards the compliance with specific financial ratios other terms, «Net Consolidated Loan Borrowings / Consolidated EBITDA», «Consolidated EBITDA/ Total Consolidated Net Financial Interests». It should be noted that at the end of the nine month period, the Group and Company did not comply with certain loan covenants and terms which are specified in the existing loan contracts. It should be noted that a decision was taken in the General Meeting of Bondholders held on 10/6/2015 as regards the convertible bond loan, that a waiver be granted up to 31/10/2015.

### **B. FIRE- VICTIM LOANS**

#### **“Fire victim” loan of an initial amount of € 25 million of “Nireus SA”:**

With regards to the fire victim loan of € 25 million and with a balance as at 30.9.2015 of an amount of € 24,7 million an amount of € 10,6 mil. represents the current portion of the loan and from which an amount of € 3,1 million. is overdue and € 1,2 million. represents overdue interest while the remaining amount of € 14 million. Represents the long-term portion the loan. The above categorization results from the fact during the year 2014 Piraeus Bank granted the company with a loan of an amount of € 4.245.949,24 with which it repaid the installment of the first semester of 2013 by an amount of € 1.562.500 in addition to interest up to 28.11.2014 of an amount of € 2.683.449,24. As a result, the company was enabled to be included in the provisions of the Ministerial Decision 2/38310/0025 / 14-5-2014 regarding the postponement of instalments guaranteed by the Greek State and the postponement of the payment of the instalments of 31/12/2013, 31/12/2014 and 30/6/2014 respectively to 30/6/2015, 31/12/2015 and 30/06/2016 According to the existing loan agreement between the Company and Piraeus Bank. Further to the above agreement two installments of a total amount of € 3,1 million initially due on 31/12/2013 and 30/6/2015 that were payable as at 30/6/2015 were not paid. Despite the above the loan is not considered to the short-term, given that in accordance to the initial agreement this will occur in the event whereby three (3) consecutive installment are not repaid. In accordance with the above amendments, as referred to above, the installment of 30/6/2015 is the first unpaid installment.

#### **“Fire victim” loan of an initial amount of € 24,9 million of “Nireus SA”:**

The balance of the fire victim loan of € 24,9 million as at 30.9.2015 amounts to € 23,9 million. It should be noted that during the year 2014 the National Bank granted the company with a loan of an amount of € 1.213.000 with which it repaid the installment of the installment of the first semester of 2013 by an amount of € 1.203.037,63 in addition to interest up to



31.12.2014 of an amount of € 9.962,37. As a result, the company was enabled to be included in the provisions of the Ministerial Decision 2/38310/0025 / 14-5-2014 regarding the postponement of instalments guaranteed by the Greek State and the postponement of the payment of the instalments of 31/12/2013, 31/12/2014 and 30/6/2014 respectively to 30/6/2015, 31/12/2015 and 30/06/2016 according to the existing loan agreement between the Company and the National Bank. Further to the above agreement two installments initially due on 31/12/2013 and 30/6/2015 of a total amount of € 2, 7 million that were payable as at 30/6/2015 were not paid.

Subsequent to the above and given the letter sent by the National Bank dated 01.09.2015 the Company was enabled to benefit from the provisions of the Ministerial Decision 2/43758 / 0025-29-7 6-2015 regarding the suspension of installments guaranteed by the Greek State. Under the new arrangement, installments of 30/06/2015, 31/12/2015, 30/06/2016 and 31/12/2016 have been postponed to the remaining years 2017-2019, without though there being any extension of the loan duration.

In accordance with the latest arrangement signed on 30.09.2015, from the loan balance as at 30/09/2015 amounting to € 23,9 million, an amount of € 0,15 million relates to overdue interest on the current portion of the loan, while the balance of € 23,7 mil., relates to the long-term portion.

The management of the Company as at March 24, 2015 signed an Agreement of Understanding (MOU) with the lending banks (Alpha Bank, Eurobank, National Bank, Piraeus Bank and Attica Bank) which provides tolerance period (standstill) until October 31, 2015, the due and due principal and interest payments of existing loans. Mutual understanding also includes an agreement to restructure the existing debt of the Company Agreement, the key points of the restructuring agreement provide for the following:

- Capitalisation of existing loans totaling € 58,6 million
- Issuance of common Secured Bond Loan € 58,2 million.
- Issuance of common bond loan (RCF Facility) € 31,4 million.
- Issuance of convertible bonds € 29,5 million.
- Issuance of common bond loan (VAT Facility) € 4,8 million.

Further to the above and on 18/9/2015 the refinancing of loans, in compliance with the contents of the Memorandum of Understanding dated 24/3/2015 which had been prepared in conjunction with the banks, was completed. More specifically bond loans of an amount of € 58,2 million, € 4,8 million , € 31,4 million , and the convertible bond loan of € 29,4 million were signed. As regards the refinancing of the loans of SEAFARM IONIAN which is included in the total restructuring agreement of the loans, the procedure will be completed following the completion of the subsidiary's merger by NIREUS which is currently in process. The effective date of the loan agreements is considered to be the issuance date of each series of Bonds, namely that of the 16<sup>th</sup> of October 2015 as specified on the Titles which include these Bonds.



On 16.10.2015 funds of an amount of € 82,1 million regarding the bond loans of the € 58,2 million, € 31,4 million, €29,4 million and € 4,8 million, that is the corresponding amounts of €36,7 million, € 23,1 million, € 17,6 million, and € 4,7 million respectively were disbursed. As regards the refinancing of the loans of the subsidiary company SEAFARM IONIAN SA which is included in the Restructuring Agreement (MoU), this procedure will be completed following the merger of the company by NIREUS, that which remains in progress.

Further information on the completion of the refinancing of loans in accordance with the contents of the Agreement of Mutual Understanding (MoU) dated 24/3/2015 is referred to in Note 33 “Events after the reporting period”.

The existing pledged assets as these arise from the loan borrowing contracts of the Group and the Company are analysed in Note 28.

## **25. Trade payables and Other current liabilities**

The analyses of trade payables and other current liabilities is presented below:

<i>Amounts in Euro</i>	<b>GROUP</b>		<b>COMPANY</b>	
	<b>30/9/2015</b>	<b>31/12/2014</b>	<b>30/9/2015</b>	<b>31/12/2014</b>
Trade payables	31.824.691	34.408.889	29.145.522	31.960.087
Cheques payable	13.684.843	14.785.777	11.675.770	12.063.284
Promissory notes	1.180	252.296	-	-
Notes payable	-	2.435.179	-	-
Less: transfer to held for sale subsidiaries (Note 17)	-	(3.850.832)	-	-
<b>Total</b>	<b>45.510.714</b>	<b>48.031.309</b>	<b>40.821.292</b>	<b>44.023.371</b>

<i>Amounts in Euro</i>	<b>GROUP</b>		<b>COMPANY</b>	
	<b>30/9/2015</b>	<b>31/12/2014</b>	<b>30/9/2015</b>	<b>31/12/2014</b>
Wages and salaries payable	1.217.886	2.266.229	997.785	1.759.090
Dividends	33.859	164.177	-	91.294
Social security	1.330.560	2.661.780	1.085.014	2.317.731
Taxes - duties	971.269	1.286.308	570.419	903.956
Accrued expenses	2.845.921	715.609	2.596.292	682.374
Sundry creditors - Prepayments	7.878.036	5.097.010	6.803.701	4.011.771
17)	-	(332.858)	-	-
<b>Total</b>	<b>14.277.531</b>	<b>11.858.255</b>	<b>12.053.211</b>	<b>9.766.216</b>



## **26. Derivative Financial Instruments**

<i>Amounts in Euro</i>	<b>GROUP</b>		<b>COMPANY</b>	
	<b>30/9/2015</b>	<b>31/12/2014</b>	<b>30/9/2015</b>	<b>31/12/2014</b>
CAP contracts with or without knock out barrier-Cash flow hedging	12.725	10.897	12.725	10.897
Interest Derivative	(1.911.955)	(2.316.142)	(1.911.955)	(2.316.142)
<b>Derivative financial instruments (assets)</b>	<b>(1.899.230)</b>	<b>(2.305.245)</b>	<b>(1.899.230)</b>	<b>(2.305.245)</b>

<i>Amounts in Euro</i>	<b>GROUP</b>		<b>COMPANY</b>	
	<b>30/9/2015</b>	<b>31/12/2014</b>	<b>30/9/2015</b>	<b>31/12/2014</b>
<b>Opening balance</b>	<b>(2.305.245)</b>	<b>(2.594.432)</b>	<b>(2.305.245)</b>	<b>(2.594.432)</b>
Changes in fair value	406.015	289.187	406.015	289.187
<b>Total</b>	<b>(1.899.230)</b>	<b>(2.305.245)</b>	<b>(1.899.230)</b>	<b>(2.305.245)</b>

The Company holds a derivative financial instrument which had been signed with Piraeus Bank (prior Millenium) in June 2011 with effective date January 2013 and a relevant premium that was agreed to be paid to Piraeus Bank in quarterly instalments from 2013 until 2019.

During the period, the derivative financial instrument was measured at fair value and a loss on measurement was recognized of an amount of € 406.015 (30/9/2014: € 180.820) (Note 9).

Following the loan refinancing which was realised following the preparation of the interim financial statements, a part of the cash disbursement was set for the repayment of the financial instrument (Note 33)

## **27. Contingent Assets - Liabilities**

The Company and the Group have contingent liabilities and assets with respect to Banks, other guarantees and other securities-pledged assets, as presented in Note 28: “Assets pledged as Security” arising in the ordinary course of business, as following:

### **Guarantees**

The Group’s contingent liabilities for the year amounted to € 27.555.874 from which an amount of € 25.275.471 relates to the Company’s guarantees towards its associates and subsidiaries. Contingent assets for the year amount to € 484.655 for the Group and to € 446.640 for the Company.

No significant charges are expected to result from the contingent liabilities. No additional payments are expected to arise following the preparation of these financial statements.



## ***28. Assets pledged as Security***

During 30/9/2015 the encumbrances and liens on pledged property plant and equipment of the Company amounted to € 153.528.608 and on the Group's assets the liens amounted to € 159.869.888, the analysis of which is presented below:

1. The following mortgages have been registered for the fixed assets of the parent company "NIREUS AQUACULTURE SA":

(a) First class mortgages, have been registered of an amount of € 10.000.000 in favour of the Greek State, to secure the issuance of a loan an amount of € 25.000.000 from the Bank of Piraeus, under the framework of favourable regulations for the fire victims, the balance of which amounted as at 30/9/2015 to € 24.679.363.

(b) First class mortgages, of an amount of € 15.000.000, have been registered in favour of the Alpha Bank as a representative of the bond lenders, to secure the bond loan of an amount of € 90.000.000, the balance of which amounted as at 30/9/2015 € 77.374.252.

(c) A first class mortgage has been registered of an amount of € 6.240.000 in favour of the Alpha Bank as a representative of the bond lenders, to secure the bond loan of an amount of € 90.000.000, the balance of which as at 30/9/2015 amounted to € 77.374.252.

(d) Mortgages of an amount of € 7.000.000 in favour of the Greek State for the securing of the bond loan of an amount of Euro 24.910.000 from the National Bank of Greece, under the framework of favourable regulations for the fire victims, the balance of which as at 30/9/2015 amounted to € 23.855.701.

(e) An underwriting of a mortgage of an amount of € 264.123 in favour of EUROBANK has been registered.

2. An underwriting of a mortgage from the National Bank of Greece of an amount of € 2.000.000 has been registered on the land of the consolidated subsidiary company "KEGO AGRI S.A" to secure the long-term loan of the parent company "NIREUS AQUACULTURE S.A".

3. On the land of the consolidated subsidiary "SEAFARM IONIAN S.A", the following mortgages have been registered:

(a) An underwriting of a mortgage of an amount of € 200.000, to secure the loan from Attikis Bank S.A, the balance of which as at 30/9/2015 amounted to € 139.407.

(b) An underwriting of a mortgage has been registered of € 180.000 in favour of "AGROINVEST S.A"

(c) An underwriting of a mortgage of an amount of € 381.511,37 to secure a loan from the Bank of Piraeus, the balance of which amounted as at 30/9/2015 to € 604.069.

(d) An underwriting of a mortgage of an amount of € 296.404 has been registered to secure the loan from the National Bank of Greece, the balance of which as at 30/9/2015 amounted to € 1.361.336.

(e) Mortgages have been registered of an amount of € 3.283.364 to secure the loan from the Bank of Piraeus, the balance of which as at 30/9/2015 amounted to € 343.947. It should be mentioned that the referred to balance will be paid in 20 equivalent semi-annual interest and capital instalments of an amount of € 16.449 each, in accordance with the regulation of article 44 by which the company has guaranteed the payment of the abovementioned amount.

4. In addition the following pledges have been underwritten for certain loans:



- On the loan referred to in (1a) Contracts related to fish population of an amount of € 11.556.000 have been pledged in favor of the Piraeus Bank
- On the loan referred to in (1b) Contracts related to fish population and floating installations owed by “NIREUS AQUACULTURE S.A” of an amount of € 68.500.000 have been secured.
- On the loan referred to in (1d) Insurance contracts which cover pledges of fish population of a total amount of € 10.000.000. In respect of the same loan, bank deposits of an amount of € 4.000.000 respectively have been restricted as at 30/9/2015 (Note 22).
- On short term loan borrowings of the Company an amount of € 28.965,40 in favour of Piraeus Bank and an amount of € 96.174,52 with respect to the National Bank of Greece have been restricted (Note 22).
- There is a pledge of fish population of an amount of € 5.500.000 in favour of Eurobank for a loan of € 3.376.654
- There is a pledge of fish population of an amount of € 2.000.000 in favour of the Bank of Piraeus for a loan of € 2.117.377
- On the balance of the syndicated loan of the Subsidiary company Sea Farm Ionian SA (balance as at 30/9/2015 an amount of € 2.989.282) a pledge of fish population of NIREUS AQUACULTURE SA exists (as at 30/9/2015 of an amount of € 3.043.345)
- The company NIREUS SA with the agreement of 20.3.2015 has provided to the company NORSILDMEL INNOVATION A / S a floating lien on the fish population, amounting to € 10,3 million to secure the outstanding balance. The pledge is valid until 31/12/2015.

There are no other assets pledged as security on the fixed assets for the Company and of the Group.

## **29. Related parties**

### **Related party transactions**

The company’s purchases and sales, cumulatively from the beginning of the current year as well as the balance of receivables and payables of the company that have resulted from the transactions with related parties as at 30/9/2015 are as follows:

	<b>GROUP</b>		<b>COMPANY</b>	
	<b>30/9/2015</b>	<b>30/9/2014</b>	<b>30/9/2015</b>	<b>30/9/2014</b>
<b><u>Sales of goods and services</u></b>				
Subsidiaries	-	-	3.846.672	4.290.497
Associates	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>3.846.672</b>	<b>4.290.497</b>
<b><u>Other income</u></b>				
Subsidiaries	-	-	75.791	46.600
Associates	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>75.791</b>	<b>46.600</b>



	<b>GROUP</b>		<b>COMPANY</b>	
	<b>30/9/2015</b>	<b>30/9/2014</b>	<b>30/9/2015</b>	<b>30/9/2014</b>
<b><u>Purchases of goods and services</u></b>				
Subsidiaries	-	-	8.122.683	10.069.041
Associates	-	-	-	-
Directors and key management	118.124	138.835	67.500	98.335
<b>Total</b>	<b>118.124</b>	<b>138.835</b>	<b>8.190.183</b>	<b>10.167.376</b>
<b><u>Sales of property, plant and equipment</u></b>				
Subsidiaries	-	-	-	-
Associates	-	-	-	11.200
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>11.200</b>
<b><u>Purchases of property, plant and equipment</u></b>				
Subsidiaries	-	-	1.649.873	749.303
<b>Total</b>	<b>-</b>	<b>-</b>	<b>1.649.873</b>	<b>749.303</b>
<b><u>Fees to Directors and compensation</u></b>				
Directors and key management	1.422.959	1.306.721	1.017.174	751.199
<b>Total</b>	<b>1.422.959</b>	<b>1.306.721</b>	<b>1.017.174</b>	<b>751.199</b>
<b><u>Period-end balances arising from Fees to Directors and compensation</u></b>				
Directors and key management	357.644	409.789	309.101	342.092
<b>Total</b>	<b>357.644</b>	<b>409.789</b>	<b>309.101</b>	<b>342.092</b>
<b><u>Period-end balances arising from purchases of goods and services</u></b>				
Directors and key management	13.519	36.871	7.725	25.007
<b>Total</b>	<b>13.519</b>	<b>36.871</b>	<b>7.725</b>	<b>25.007</b>
<b><u>Receivables</u></b>				
Subsidiaries	-	-	5.487.900	4.242.009
Associates	4.851.519	4.851.855	4.755.890	4.756.226
<b>Total</b>	<b>4.851.519</b>	<b>4.851.855</b>	<b>10.243.790</b>	<b>8.998.235</b>
<b><u>Payables</u></b>				
Subsidiaries	-	-	3.584.217	4.528.347
Associates	4.851.519	4.851.855	-	-
<b>Total</b>	<b>4.851.519</b>	<b>4.851.855</b>	<b>3.584.217</b>	<b>4.528.347</b>



### Transactions with major Directors

The fees of the members of the Board of Directors for the nine-month period of 2015 and 2014 are as follows:

#### Transactions and compensation to Directors and key management

Amounts in Euro

Salaries, employment benefits and compensation to Directors  
Salaries and other employment benefits to key management

GROUP		COMPANY	
30/9/2015	30/9/2014	30/9/2015	30/9/2014
930.543	928.867	743.887	604.624
610.540	516.689	340.787	244.910
<b>1.541.083</b>	<b>1.445.556</b>	<b>1.084.674</b>	<b>849.534</b>

#### Payables to Directors and key management

Amounts in Euro

Payables for salaries, employment benefits and other compensation  
Payables for Directors compensation approved by A.G.M.  
Pension and other post-employment benefit obligations

GROUP		COMPANY	
30/9/2015	31/12/2014	30/9/2015	31/12/2014
59.238	90.751	39.638	60.615
33.619	77.603	15.683	44.979
278.306	278.306	261.505	261.505
<b>371.163</b>	<b>446.660</b>	<b>316.826</b>	<b>367.099</b>

Further to the above and as referred to in Note 17, on July 28, 2015 the Company acquired 1.022 shares of its subsidiary company PROTEUS EQUIPMENT SA for € 1.350.000. From the total shares of 1.022 the shareholder and member of the Board of Directors Aristides Belles held 409 shares, namely € 540.264, the shareholder and member of the Board of Directors Nicholaos Chaviaras held 409 shares namely € 540.264 with the remaining shares of 204 being held by non related third parties. As at 30 September 2015, the corresponding liabilities of the above related parties with respect to the acquisition of the shares of the above subsidiary company PROTEUS EQUIPMENT SA amounted to € 1.000.791.

### Transactions among Group Companies

COMPANY BEARING THE RECEIVABLE	COMPANY BEARING THE LIABILITY													TOTAL
	NIREUS AQUACULTURE SA	PREDOMAR S.L.	PROTEUS EQUIPMENT S.A	MIRAMAR PROJECTS CO LTD - UK	NIREUS INTERNATIONAL LTD	MIRAMAR SU URUNLERI VE BALIK YEMI URETIMI SANAYI	BLUEFIN TUNA AE (GROUP)	ILKNAK DENIZCILIK A.S.	AQUACOM LTD	SEAFARM IONIAN SA	KEGO AGRI S.A	SEAFARM IONIAN GMBH	CARBON DIS TICARET YATIRIM INSAAT VE	
NIREUS AQUACULTURE SA	-	5.486.243	-	-	-	-	4.755.890	-	-	1.657	-	-	-	10.243.790
PREDOMAR S.L.	-	-	-	-	-	-	-	-	-	-	-	-	-	-
PROTEUS EQUIPMENT S.A	265.096	11.320	-	-	-	-	-	-	-	448.086	-	-	-	724.501
MIRAMAR PROJECTS CO LTD - UK	14	-	14	-	-	-	-	-	-	-	-	-	-	28
NIREUS INTERNATIONAL LTD	-	-	-	4.500	-	-	-	-	-	-	-	-	-	4.500
AQUACOM LTD	-	-	-	-	-	-	-	-	-	-	-	-	-	-
SEAFARM IONIAN SA	1.164.910	-	-	-	-	-	95.629	-	-	-	-	-	-	1.260.539
KEGO AGRI S.A	2.154.198	-	-	-	-	-	-	-	-	-	-	-	-	2.154.198
<b>TOTAL</b>	<b>3.584.217</b>	<b>5.497.563</b>	<b>14</b>	<b>4.500</b>	<b>-</b>	<b>-</b>	<b>4.851.519</b>	<b>-</b>	<b>-</b>	<b>449.742</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>14.387.555</b>





SELLING COMPANY															
PURCHASING COMPANY	NIREUS AQUACULTURE			PROTEUS SA		ILKNAK SU URUNLERI SAN Ve TIC A.S.		SEAFARM IONIAN S.A		KEGO AGRI S.A		TOTAL			
	Finished Goods/ Products	Services	Other	Finished Goods/ Products	Services	Finished Goods/ Products	Other	Services	Fixed assets	Finished Goods/ Products	Fixed Assets	Finished Goods/ Products	Services	Fixed Assets	Other
<b>NIREUS AQUACULTURE SA</b>															
Administrative expenses	-	-	-	463.634	139.938	-	-	4.621.727	-	14.581	-	478.215	4.761.664	-	-
Fixed Assets	-	-	-	1.622.278	-	-	-	-	15.930	11.665	-	1.633.943	-	15.930	-
Finished Goods/ Products	-	-	-	-	-	-	-	-	-	2.882.803	-	2.882.803	-	-	-
<b>PREDOMAR S.L.</b>															
Administrative expenses	-	96.093	32.576	-	-	-	-	-	-	-	-	-	96.093	-	32.576
Finished Goods/ Products	2.618.831	-	-	-	-	-	-	-	-	-	-	2.618.831	-	-	-
<b>PROTEUS EQUIPMENT S.A</b>															
Administrative expenses	-	22.897	11.700	-	-	-	-	-	-	-	-	-	22.897	-	11.700
<b>MIRAMAR SU URUNLERI VE BALIK YEMI URETIMI SANAYI VE TICARET A.S.</b>															
Administrative expenses	-	-	-	-	-	490.121	146	-	-	-	-	490.121	-	-	146
Finished Goods/ Products	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>SEAFARM IONIAN S.A.</b>															
Administrative expenses	-	21.532	13.500	-	-	-	-	-	-	-	-	-	21.532	-	13.500
Finished Goods/ Products	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Services	-	-	-	83.539	-	-	-	-	-	-	-	83.539	-	-	-
<b>KEGO AGRI S.A</b>															
Administrative expenses	-	163.457	18.015	-	-	-	-	-	-	-	-	-	163.457	-	18.015
Fixed Assets	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Finished Goods/ Products	923.863	-	-	-	-	-	-	-	-	-	-	923.863	-	-	-
<b>TOTAL</b>															
Administrative expenses	-	303.979	75.791	463.634	139.938	-	146	4.621.727	-	14.581	-	478.215	5.065.643	-	75.936
Fixed Assets	-	-	-	1.705.817	-	-	-	-	15.930	-	11.665	1.717.482	-	15.930	-
Finished Goods/ Products	3.542.694	-	-	-	-	490.121	-	-	-	2.882.803	-	6.915.618	-	-	-

### 30. Number of employed personnel

The number of employed personnel as at September 30, 2015 amounted to 937 for the Company, and 1.150 for the Group (for the Company: 937, for the Subsidiaries: 213) while as at September 30, 2014 this amounted to 906 for the Company and 1.202 for the Group (for the Company: 906, for the Subsidiaries: 296).

### 31. Financial and Non-financial Assets and Liabilities

**Financial Instruments:** The following tables present a comparison between the cost and fair value amounts per category of financial instruments which are presented in the consolidated and stand alone financial statements.

	GROUP				COMPANY			
	COST		FAIR VALUE		COST		FAIR VALUE	
	30/9/2015	31/12/2014	30/9/2015	31/12/2014	30/9/2015	31/12/2014	30/9/2015	31/12/2014
<b>Non-financial Financial Assets</b>								
Buildings, Land, Mechanical Equipment & technical installations, Floating means	46.665.370	46.887.703	75.912.548	76.134.881	43.780.719	43.684.600	70.111.708	70.015.589
Investment Property	3.333.240	3.333.240	4.162.995	4.162.995	3.221.791	3.221.791	3.283.012	3.283.012
Biological assets-non-current	139.124.277	144.344.000	157.151.628	163.662.396	132.641.727	138.058.000	149.296.248	156.861.359
<b>Financial Assets</b>								
Derivative financial instruments	12.725	10.897	12.725	10.897	12.725	10.897	12.725	10.897
Restricted cash	4.125.140	4.245.364	4.125.140	4.245.364	4.125.140	4.245.364	4.125.140	4.245.364
Cash and cash equivalents	8.351.792	5.441.530	8.351.792	5.441.530	7.372.709	3.685.215	7.372.709	3.685.215
<b>Financial Liabilities</b>								
Long-term borrowing liabilities	38.046.774	35.402.375	38.046.774	35.402.375	37.769.462	35.402.375	37.769.462	35.402.375
Short-term borrowings	1.911.955	2.316.142	1.911.955	2.316.142	1.911.955	2.316.142	1.911.955	2.316.142
Derivative financial instruments	61.712.083	62.762.422	61.712.083	62.762.422	57.672.448	59.911.273	57.672.448	59.911.273
Current portion of long-term financial liabilities	137.184.088	137.686.092	137.184.088	137.686.092	116.895.475	116.393.319	116.895.475	116.393.319

The Group uses the following hierarchy for the determination of the fair value of its financial assets and liabilities per valuation method.

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities

Level 2: other techniques for which all inputs that have a significant effect on the recorded fair value are observable, either directly or indirectly

Level 3: techniques that use inputs that have a significant effect on the recorded fair value that are not based on observable market data

During the period there were no reclassifications between the levels of hierarchies.

	<b>GROUP</b>		<b>Hierarchy of Fair Value</b>
	<b>FAIR VALUE</b>		
	<b>30/9/2015</b>	<b>31/12/2014</b>	
<b>Non-financial Financial Assets</b>			
Buildings, Land, Mechanical Equipment & technical installations, Floating means	75.912.548	76.134.881	Level 3
Investment Property	4.162.995	4.162.995	Level 3
Biological assets-non-current	157.151.628	163.662.396	Level 2,3
<b>Financial Assets</b>			
Derivative financial instruments	12.725	10.897	Level 2
Restricted cash	4.125.140	4.245.364	Level 1
Cash and cash equivalents	8.351.792	5.441.530	Level 1
<b>Long-term borrowing liabilities</b>			
Long-term borrowing liabilities	38.046.774	35.402.375	Level 2
Derivative financial instruments	1.911.955	2.316.142	Level 2
Short-term borrowings	61.712.083	62.762.422	Level 2
Liabilities payable within the following year	137.184.088	137.686.092	Level 2



	COMPANY		Hierarchy of Fair Value
	FAIR VALUE		
	30/9/2015	31/12/2014	
<b>Non-financial Financial Assets</b>			
Buildings, Land, Mechanical Equipment & technical installations, Floating means	70.111.708	70.015.589	Level 3
Investment Property	3.283.012	3.283.012	Level 3
Biological assets-non-current	149.296.248	156.861.359	Level 2,3
<b>Financial Assets</b>			
Derivative financial instruments	12.725	10.897	Level 2
Restricted cash	4.125.140	4.245.364	Level 1
Cash and cash equivalents	7.372.709	3.685.215	Level 1
<b>Long-term borrowing liabilities</b>			
Long-term borrowing liabilities	37.769.462	35.402.375	Level 2
Derivative financial instruments	1.911.955	2.316.142	Level 2
Short-term borrowings	57.672.448	59.911.273	Level 2
Liabilities payable within the following year	116.895.475	116.393.319	Level 2

### 32. Fair Value Measurement

The following table provides the fair value measurement hierarchy of the Group's assets and liabilities

ASSETS MEASURED AT FAIR VALUE ARE DISCLOSED	NOTE	DATE OF VALUATION	GROUP AMOUNT	COMPANY AMOUNT	LEVEL 1	LEVEL 2	LEVEL 3
Buildings, Land, Mechanical Equipment & technical installations, Floating means	14	December 31 2014	75.912.548	70.111.708	-	-	√
Investment Property		December 31 2014	4.162.995	3.283.012	-	-	√
Biological assets-non-current	19	September 30 2015	80.957.128	79.384.834	-	-	√
Biological assets-current	19	September 30 2015	76.194.500	69.911.414	-	√	-
Derivative financial instruments	26	September 30 2015	12.725	12.725	-	√	-
Restricted cash	22	September 30 2015	4.125.140	4.125.140	√	-	-
Cash and cash equivalents		September 30 2015	8.351.792	7.372.709	√	-	-
<b>LIABILITIES MEASURED AT FAIR VALUE ARE DISCLOSED</b>							
Long-term loan borrowings	24	September 30 2015	38.046.774	37.769.462	-	√	-
Short-term loan borrowings	24	September 30 2015	61.712.083	57.672.448	-	√	-
Derivative financial instruments	26	September 30 2015	1.911.955	1.911.955	-	√	-
Current portion of long-term financial liabilities	24	September 30 2015	137.184.088	116.895.475	-	√	-

The fair value of buildings, land and machinery, technical installations and floating means for the Group and the Company are measured at fair value Level 3 by independent valuers. Estimates of fair value are made at regular intervals in order to ensure that the fair value does not significantly differ from the book value (Note 14).

The fair value of investment property is measured at level 3 for the Group and the Company by independent valuers.



The fair value of financial assets and liabilities consist of the amount at which the instrument could be negotiated in a current transaction between willing parties, other than in forced or liquidation sale.

Derivative financial instruments Level 2 consist of interest rate financial instruments. The Group and the Company use a variety of methods and make assumptions that are based on market conditions existing at each balance sheet date. The interest rate instruments are measured at fair value using forward rates derived from observable yield curves (Note 26).

The long-term and short-term debt level 2 assessed by the Group and the Company on the basis of parameters such as interest rates, specific country risk factors, the current prices as at the date of the financial statements. For long-term debt values determined by the market are used (Note 24).

Biological assets are measured as follows: (i) Live fish (mature fish) are measured to net market value. Effective markets for sale of fish of the Mediterranean sea do not exist so the valuation of live fish under IAS 41 and IFRS 13 implies establishment of an estimated fair value of the mature fish in a hypothetical market and based on the hierarchy of fair value level 2. (ii) as regards the immature fish defined as level 2, biomass is measured at fair value less cost to sell, including a proportionate expected gross profit at harvest.

The valuation reflects the current location and condition of the fish, expected quality grading and size distribution. Broodstock is valued at cost less any potential impairment losses. The valuation is completed for each business unit and is based on biomass in sea for each sea water site and the estimated market price in each market derived from the development in contract, if such cases exist, as well as spot prices (Note 19).

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

#### **i. Increase of Share Capital by € 58.599.999,90 million with a simultaneous decrease in the par value of each share from € 1,34 to € 0,30 per share, that is by an amount of € 66.245.039,12**

In accordance with the Decision of the BOD the share capital of the Company was increased by € 58.599.999,90, through the capitalization of bank borrowings on 02.10.2015 in accordance the resolutions of the 1st Repeat Ordinary General Meeting of Shareholders that convened on 04.05.2015, following the decrease in the par value of each share from € 1,34 to € 0,30 per share that is by an amount of € 66.245.039,12 with an equivalent increase in reserves.

As a result of the above, the share capital of the Company amounts to € 77.709.145,80 and consists of 259.030.486 ordinary shares at a par value of € 0,30 per share.

The Prospectus for the above increase in share capital was approved by the Board of Directors of the Capital Market Commission on 24.11.2015.



**ii. Refinancing of Loans**

On 16.10.2015 the refinancing of the Company's loans in accordance with the contents of the Restructuring Agreement dated 24/3/2015 which had been prepared in conjunction with the lending banks (Alpha Bank, Eurobank, National Bank, Piraeus Bank and Attica Bank) and which was approved on 4 May 2015 First Repeated Ordinary General Meeting, was finally completed. Briefly noted, according to the provisions of the Restructuring Agreement, existing loans totaling € 58,6 million have been capitalised, as additionally certified by the Board of the Company as at 02.10.2015 in addition to that new bond loans amounting to € 124 m., of which and until 16.10.2015, funds totaling € 82,1 million had been disbursed while the remaining portion of an amount of € 41,8 million remain pending to be disbursed. From the aforementioned amount, loans totaling € 20 million in relation to the refinancing of the loans of SEAFARM IONIAN included in total restructuring agreement of loans will be disbursed following the completion of the merger process by NIREUS which is still in process. For the remaining outstanding amount of up to € 21,8 m., the disbursement of this will depend on the Company's needs in conjunction with the fulfillment of certain contractual conditions.

Furthermore, based on the total borrowings of the Group totaling € 236,9 million as at 30/9/2015 an amount of € 140,7 million was refinanced as follows: (a) € 58,6 million through capitalization of existing loans and (b) € 82,1 million for refinancing, split between € 74,8 million of existing loans and € 7,2 million regarding a new loan which was used as follows: (i) € 4,4 million for the repayment of short-term liabilities (derivative of € 2,9 million and € 1,5 million of factoring liabilities) and (ii) € 2,8 million increase in cash.

<i>in thousand €</i>	According to the published Financial Statements 30/9/2015	Reclassification due to capitalisation	Reclassification due to refinancing	New loans due to refinancing	Balance after the refinancing
Total Short-term Loan borrowings (α)	198.896	(58.599)	(74.816)	-	65.481
Total Long-term loan borrowings (b)	38.047	-	-	82.084	120.131
Total Loan Borrowings (α+b)	236.943	-58.599	(74.816)	82.084	185.612
Equity attributable to equity holders of the Parent Company (c)	47.495	58.599	0	0	97.252
Non-controlling interests (d)	(7.029)	0	0	0	(7.029)
Grand Total (α+b+c+d)	277.409	0	(74.816)	82.084	275.835

It should be noted that in the above table, other short and long term bank liabilities concern the Group, while reclassifications due to capitalization, reclassifications due to refinancing and new loans relate to the Company. As a result, the remaining balance in the above table, after refinancing, relate to the Group.

**iii. Merger of SEAFARM IONIAN**

As regards the refinancing of the loans of SEAFARM IONIAN which is included in the total restructuring agreement of loans, this will be completed following the completion of the subsidiary's merger by NIREUS which is currently in process. On October 30, 2015 and November 3, 2015 the merger agreement dated October 29, 2015 between NIREUS and SEAFARM IONIAN AE was registered in the General Electronic Commercial Registry of NIREUS and SEAFARM



IONIAN AE. According to the merger agreement and following the completion of the merger, the share capital of the acquiring company (NIREUS) will increase by the amount of the contributed share capital of the Absorbed company (SEAFARM IONIAN) amounting to € 9.474.743,20 thereby amounting to € 87.183.889,20 divided into € 290.612.964 ordinary registered shares of nominal value € 0,30 each.

**iv. General Assembly of the Bondholders dated 26 October 2015**

The Assembly of Bondholders of the outstanding capital of the convertible bond decided to amend the terms, the most important of which are the following:

- The Loan at 26.10.2015 will amount to € 24.689.347,84
- The loan will expire on 21/10/2025. On that date the Company is required to repay the Loan of 1.794.284 bonds at their nominal value € 13,76 each, increased by a percentage of 10.62%.
- The conversion right will provide 44,3871 common shares

**v. Current Economic Conditions**

As referred to in Note2.2 of the nine-month Financial Statements the Management of the Group and the Company examined the conditions raised by the current developments in the Greek economy, and given the extroversion of the group's customer base, profitability and cash flows of the Group and the Company, it assesses that the events are not expected to have a significant impact on the business activity, financial position and results of the Group and the Company.

However, the above conditions and any further adverse developments in Greece may adversely affect the results and financial position of the Company and the Group, in a manner which can not currently be precisely predicted.

There were no other events following the period ended 30 September 2015 which relate to the Group or to the company and which will require reference to in accordance with the International Financial Reporting Standards.

Koropi, 27 November 2015

<b>CHAIRMAN</b>	<b>MANAGING DIRECTOR</b>	<b>GROUP CHIEF FINANCIAL OFFICER</b>	<b>ACCOUNTING MANAGER</b>
BELLES ST. ARISTEIDIS I.D.No: AB 347823	ANTONIOS G. CHACHLAKIS I.D. No: AE 083337	EFSTRATIOS G. ELISSAIOS I.D. No: AB 593929	KONSTANTOPOULOS G. IOANNIS I.D. No: AB 264939



DATA AND INFORMATION FOR THE PERIOD FROM 1 JANUARY TO 30 SEPTEMBER 2015



NIREUS AQUACULTURE S.A.

NIREUS AQUACULTURE S.A. Company's Number in the General Electronic Commercial Registry: 7852901000 (Former: Company's Register No. 16399/06/18/88/18)



Address of Registered Office: Municipality of Kropia, Athi, Dimokritou, 1st Km Koropou-Varis Ave, 19400 Koropi In accordance with the decision 4/507/28.04.2009 from the Board of Directors of the Capital Market Committee

The following data and information, which result from the Financial Statements, aim at providing a general overview of the financial position and the results of operations of NIREUS AQUACULTURE S.A. and its Group. We therefore, recommend that the reader visit the issuer's web site, where the Financial Statements as well as the Auditor's Review Report are presented, whenever required prior to proceeding with any trading decision, or with any other transaction with the issuer.

Table with 2 columns: Auditor/Accountant and Board of Directors. Includes names like PANGOTIS S.A. and various board members.

STATEMENT OF FINANCIAL POSITION (consolidated and non-consolidated) Amounts reported in Euro. Table with columns for 30/9/2015, 30/12/2014, 30/9/2015, 31/12/2014 and rows for ASSETS, LIABILITIES & EQUITY.

STATEMENT OF COMPREHENSIVE INCOME (consolidated and non-consolidated) Amounts reported in Euro. Table with columns for 01/01-30/09/2015, 01/01-30/09/2014 and rows for Sales revenue, Profit (Loss) before taxes, Total comprehensive income.

STATEMENT OF CHANGES IN EQUITY (consolidated and non-consolidated) Amounts reported in Euro. Table with columns for 30/9/2015, 30/9/2014, 30/9/2015, 30/9/2014 and rows for Opening balance, Total comprehensive income, Dividends.

STATEMENT OF CASH FLOW (consolidated and non-consolidated) Amounts reported in Euro. Table with columns for 30/9/2015, 30/9/2014, 30/9/2015, 30/9/2014 and rows for Cash flow from operating activities, Cash flow from investing activities, Cash flow from financing activities.

ADDITIONAL DATA AND INFORMATION: 1. The Group consists of the entities included in the consolidated financial statements... 2. The Company holds 22,300 treasury shares... 3. Other income of an amount of Euro (354,077) relates to the sale of shares... 4. Other comprehensive income after taxes presented in the Statement of Comprehensive Income of the Group is analysed as follows:

Table with 2 columns: GROUP and COMPANY. Rows include Revenue, Expenses, Income, and Profit before tax.

Further to the above, on July 26, 2015 the Company acquired 1,022 shares of 5% of the share capital of a subsidiary company PROTEUS EQUIPMENT SA for a total amount of 1,500,000 Euro... 10. The subsidiary company 'SEAFARM' (ONAN SA) was established by 'NICTAFUS' SA according to the ref. No. 49710/18.02.2005 and No. 5279/18.10.2005 decisions of the Athens Court of Appeal...

Notes to the consolidated interim financial statements for the nine-month period ending September 30th 2015