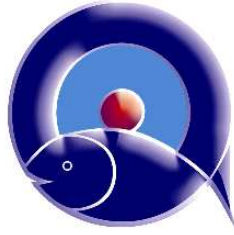




NIREUS AQUACULTURE S.A



# **NIREUS AQUACULTURE S.A.**

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

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

## **SIX-MONTH FINANCIAL REPORT**

**For the period**

**From 1 January to 30 June 2019**

***In accordance with article 5 of L. 3556/2007***



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

**(In accordance with article 5 par. 2 of L. 3556/2007)**

It is hereby confirmed that, to the best of our knowledge, the individual and consolidated balance sheets of the Company “NIREUS AQUACULTURE S.A” for the six-month period, 1 January 2019 to 30 June 2019, which have been compiled in accordance with IAS 34 “Interim Financial Reporting”, given a true and fair view of the individual and consolidated assets and liabilities, the financial position and the period’s results of operations for the Company and the entities which are included in the consolidation, taken into consideration as a whole, in accordance with paragraphs 3 to 5 of article 5 of L.3556/2007.

We, in addition, confirm, to the best of our knowledge that the six-month period Board of Directors Report represents the true and fair view of information, as required based on paragraph 6 of article 5 of L. 3556/2007.

Koropi, 27 September 2019

The declarers

**CHAIRMAN OF THE BoD  
& CHIEF EXECUTIVE OFFICER**

**VICE PRESIDENT OF THE BoD &  
NON-EXECUTIVE MEMBER**

**GROUP FINANCIAL DIRECTOR  
& EXECUTIVE MEMBER OF THE BoD**

**CHACHLAKIS G. ANTONIOS  
ID. No. AE 083337**

**NIKOLAOS EMM.CHAVIARAS  
ID. No. AH 935562**

**ELISSAIOS G. EFSTRATIOS  
ID. No. AB 593929**



## SIX MONTHS BOARD OF DIRECTORS REPORT

of the company "NIREUS AQUACULTURE S.A."

On the individual and consolidated Financial Statements

For the period from 1 January to 30 June 2019

This present report, concisely presents the condensed financial information of the Group and of the Company "NIREUS AQUACULTURE S.A" for the first six-month period of the current year, significant matters which occurred in the period and their effect on the six-month financial statements, the major risks and uncertainties which the companies of the Group may likely anticipate in the second half of the year, and, finally, the main transactions performed between the issuer and its related parties.

### I.PERFORMANCE AND FINANCIAL POSITION

#### 1. GROUP SALES

Sales amounted to € 96,8 million as compared to € 98,3 million during the six-month period of 2018, marking a decrease of € 1,5 million or 1,6 % compared to the corresponding prior year period.

The following table presents a breakdown of sales by segment:

Amounts in mil. €	30/6/2019	30/6/2018	Variation	%
Aquaculture (fish and juveniles)	90,0	90,8	(0,8)	-0,9%
Fish feed	1,4	2,1	(0,7)	-33,7%
Aviculture Stockbreeding	3,9	4,4	(0,5)	-11,1%
Equipment	1,1	0,9	0,1	13,7%
Other	0,4	0,0	0,3	702,0%
<b>Total</b>	<b>96,8</b>	<b>98,3</b>	<b>(1,5)</b>	<b>-1,6%</b>

The decrease in aquaculture sales during the first half of 2019 by € 0,8 million or -0,9% from € 90,8million as at 30.06.2018 to € 90,0 million as at 30.06.2019 is due to the decrease in the average sales price of fish by -7,7% compared to the corresponding prior year period, while quantities increased by 9,3%. The reduction in the average sales price of fish over the corresponding prior period is mainly due to a) the significant decrease in the price of fish (sea bass and sea bream) which is mainly attributed to the intense competition of the Turkish fish farming producers and the devaluation of the Turkish Lira versus the Euro, and b) reduced juvenile sales by €1,5 million versus the corresponding prior year period due to reduced sales quantities while average prices remained at approximately the same levels as those of 30.06.2018.

The reduction in fish feed sales by € (0,7) million or -33,7% from € 2,1 million as at 30.06.2018 to €1,4 million as at 30.06.2019 is attributed to a lower customer market demand due to reduced fish production because of lower temperatures,



while the average price of fish feed during the six-month period did not mark a significant change as compared to the corresponding prior year period.

As regards other sales, the increase of € 0,4 million, is mainly due to increased insurance indemnities received from civil liability and inventory losses during the six-month period.

## **2. FINANCIAL RESULTS OF THE GROUP**

The main Group financial indicators as at 30.6.2019 are as follows:

Amounts in million €	GROUP			
	30/6/2019	30/6/2018	Variation	%
Revenue from contracts with customers for sale of biological and non-biological assets	96,8	98,3	(1,5)	-1,5%
Operational EBITDA	(4,3)	3,2	(7,5)	-234,4%
EBITDA	(8,6)	(8,9)	0,3	-3,4%
Results before taxes	(16,8)	(17,2)	0,4	-2,3%
Results after taxes	(15,0)	(13,6)	(1,4)	10,3%

The Group's **operational EBITDA** presented a decrease of (€7,5) million during the first six-month period of 2019 amounting to losses of € (4,3) million as compared to profits of € 3,2 million during the corresponding prior year period of 2018, which is attributed to the negative impact from the decrease in the average sales prices as referred to in Paragraph I1 above.

The EBITDA of the Group for the first semester of 2019 presented a small decrease as compared to the corresponding prior year and amounted to losses of (€8,6) million compared to losses of (€8,9) million as at 30.06.2018.

The Group's results before taxes marked losses for the first semester of 2019 and amounted to losses of (€16,8) million as compared to losses of (€17,2) million during the corresponding prior year period of 2018, while after tax results amounted to losses of (€15,0) million versus losses of (€13,6) million as of 30.06.2018. The reduction of losses in the after-tax results is attributed mainly to the deferred tax asset which amounted to € 1,8 million, mainly resulting from the valuation of biological assets as at 30.06.2019.

## **II. SIGNIFICANT EVENTS OF THE CURRENT PERIOD**

**European Commission Competition approves the acquisition of the joint control of Andromeda, Nireus and Selonda by Amerra and Mubadala, subject to conditions and remedies.**

The final phase of approval of the sale of the 74,34% shareholding in the Company and 79,62% shareholding in Selonda Aquaculture SA held by the Banks as well as the joint control of the companies Andromeda, Nireus and Selonda by Amerra Capital Management LLC και MDC Industry Holding Company LLC, is subject to the final approval of the European Commission Competition. Further progress as regards the fulfillment of the conditions (remedies) of the final sale of the hatcheries and packing units of a specific capacity in addition to the approval of the appropriate buyers and the terms of the



sales and purchase agreement as referred to in the below paragraph V. EVENTS AFTER THE REPORTING PERIOD in addition to Note 2.2 of the condensed interim financial statements.

### **III. DEVELOPMENT OF FINANCIAL RATIOS & ALTERNATIVE PERFORMANCE INDICATORS**

Based on the Guidelines of the European Securities Authority which are included with the ESMA / 2015 / 1415el document and in accordance with the announcement of the Capital Market Committee, the Group defines as alternative performance measures, the following key indicators:

#### **1. Operational EBITDA**

**EBITDA** is defined as earnings before taxes plus or minus financial and investment results, plus total depreciation and amortization expense. Investment results include gains or (losses) on revaluation of fixed assets, grants, impairment of goodwill and intangible assets and gains or (losses) of subsidiaries held for sale. Furthermore, EBITDA excludes one-off and non-recurring charges which are not included in the normal operations of the company such as provisions for indemnity due to legal court cases, in addition to other one-off non-recurring items. These adjustments are required in order that the said financial indicator be comparative and historically consistent, in compliance and in accordance with the ESMA guidelines and the alternative performance measures (APM's).

**Operational EBITDA** is defined as EBITDA (calculated in accordance with the above) with biological assets being valued at cost and prior to the effect of biological assets at fair value. For the calculation of the valuation of biological assets at cost, the company applies the annual rolling weighted average method of cost per unit of measurement.

As referred to in paragraph I.2 "FINANCIAL RESULTS OF THE GROUP" the Group's Operational EBITDA decreased by (€7,5) million from profits of € 3,2 million as of 30.06.2018 to losses of (€4,3) million 30.06.2019. The operational EBITDA margin decreased from 3,24 % 30.06.2018 to -4,49% as at 30.06.2019.

#### **2. Net Debt to operational EBITDA**

The financial indicator "**Net Debt** (after the valuation of loans at fair value) (12month rolling period 1.7.2018-30.06.2019) to **operational EBITDA** increased from 4,52 in 2018 to 10,62 in 2019.

It is noted that the calculation of EBITDA and loan borrowings are presented in Notes 7, and 26 of the condensed interim financial statements.



## **IV. MAJOR RISKS AND UNCERTAINTIES FOR THE B' SIX MONTH PERIOD**

### **1. CURRENT ECONOMIC DEVELOPMENTS IN GREECE**

Despite the economic recovery marked in the past years, there are still concerns over the course of the Greek economy in the years to come following the completion of the rescue plan.

The Management of the Group examined the conditions developed in the Greek economy and considering the fact that sales of approximately 81% (30.06.2018: 81%) occur outside Greece, no significant impact on the Group's activity and results is expected to occur.

### **2. INVENTORIES-BIOLOGICAL-VALUATION**

*The business activity of the Group may be affected by risks associated with the sensitivity of inventories*

The Group maintains significant reserves of livestock given its target to continuously supply the market with fish and juveniles. Due to their increased sensitivity, and although it has been ensured that the stocks are held in the most hygienic and safe conditions, in addition to the quality control performed on an ongoing basis, there is always the potential risk of impairment of inventories by the presence of a disease due pathogenic bacteria.

Although inventories of the Group are secured against a variety of risks, potential damage to the quality of the stocks would adversely affect the business and financial position of the Group.

*Any price reduction of the Group's aquaculture products may adversely affect its business operations, financial position and operating results*

Prices of fish products are affected by a set of factors that contribute to their formation. Indicatively, in previous years there was a small increase in the production of seabass and seabream in Greece, products that may occasionally be oversupplied resulting in reduced sales prices. Furthermore, the increase in production by Turkish producers, which products are sold in the same market, may lead to the sale of products at low prices.

Given that the production of fish is planned several months in advance and prior to the sale the finished products as the process of fish growth, in order that they reach an average commercial size takes approximately 18 months and given that the long-term efforts made in forecasting prices of fish are extremely difficult, the Group faces the possibility of a reduction in sales prices for its products. Therefore, a negative change in prices for fish products, may materially and adversely affect the financial position and results of the Group.

*The Group is subject to the risk of reduction of the total value of fish inventory given that the valuation depends upon their fair values (market prices).*

The formation of fish market prices also affects the valuation of biological assets at fair value. Therefore, in the event of a reduction in market prices, a reduction in the total value of biological assets may occur, impacting the results of the financial year.

The valuation of biological assets is subject to management's assumptions, judgments and estimates on fair values.





### **3. CUSTOMERS-CUSTOMER CREDITS**

The risk of bad debts is significantly reduced as a result of a large customer diversification.

The remaining amount of receivables is in their majority insured through customer credit insurance contracts through which 80% of the owed amount is insured in the event of default in payment.

Furthermore, the strict credit control procedures which the Group applies mitigates the risk of bad debts.

### **4. PERSONNEL**

The Management of the Group is supported by an experienced team of qualified personnel which has complete knowledge in their area of expertise and with respect to market conditions, thus contributing to the smooth functioning and development of the Company.

Relations between Management and personnel are at their best and no working problems are encountered. As a result of these relations, the working litigation concerning working issues is minimal amongst the number of employed persons.

### **5. FOREIGN EXCHANGE RISK**

Foreign exchange risk exposure is minimal given that transactions are realized in the Euro currency.

## **V. EVENTS AFTER THE REPORTING PERIOD**

The Company received informative letters dated 09.08.2019 from its shareholder banks, Piraeus Bank, Alpha Bank, Eurobank and the National Bank of Greece referring to that Andromeda Seafood S.L. signed agreements on 02.08.2019 according to which the sale of the units in Northern Evia and the hatchery unit in Kanatadika in addition to specific units of Selonda is foreseen.

Subsequent to the above, and on the basis of an informative letter dated 19.08.2019, the banks disclosed the total sales price of the production units of NIREUS AQUACULTURE SA and SELONDA AQUACULTURE SA sold to the company BITSAKOS SA, which price consideration was agreed to the amount of € 51.000.000. The exact allocation and apportionment of the total proceeds which will be paid by BITSAKOS SA will be finalized at a later stage, though prior to the completion of the transaction.

It should be noted that the sales and purchase agreement with the company KEFALONIA FISHERIES SA, which concerns only the production units of SELONDA with an announced sales price consideration of € 4.226.000, is subject to the finalization of the agreement with BITSAKOS SA.



## VI. PROSPECTS FOR 2019

The Greek companies of aquaculture therefore are faced, due to the continuous devaluation of the Turkish lira, with severe competitive pressures from the Turkish companies which in recent years have increased their production at a rapid rate. With the devaluation of the Turkish lira, it is obvious that the pressure on Greek companies as well as on European companies as a whole will intensify.

The continuously increasing world population and the decreasing fish population of wild catches is expected to significantly increase the demand for aquaculture products. As a result, demand for the Group's products is expected to increase significantly. Moreover, demand for other product categories (juveniles, feed, aviculture and stockbreeding equipment) continues to be intense.

## VII. BRANCHES

The company maintains 60 active branches in Greece and one in Italy.

## VIII. SIGNIFICANT TRANSACTIONS BETWEEN THE COMPANY AND ITS RELATED PARTIES

### I. Related Parties and Transactions

	LOCATION OF HEADQUARTERS	PERCENTAGE PARTICIPATION GROUP %	
		30.06.2019	31.12.2018
<b>PREDOMAR S.L.</b>	SPAIN	100%	100%
<b>PROTEUS SA</b>	GREECE	100%	100%
<b>KEGO AGRI SA</b>	GREECE	100%	100%
<b>NIREUS INTERNATIONAL LTD</b>	CYPRUS	100%	100%
<b>NIREUS GMBH</b>	GERMANY	100%	100%

Apart from the above subsidiaries, the Banks Piraeus Bank, Alpha Bank, Eurobank and the National Bank their percentage of which are depicted in the following table, are considered related parties.

	LOCATION OF HEADQUARTERS	SHAREHOLDING PERCENTAGE COMPANY	
		30.06.2019	31.12.2018
<b>PIRAEUS BANK</b>	GREECE	32,23%	32,23%
<b>ALPHA BANK</b>	GREECE	20,48%	20,48%
<b>EUROBANK</b>	GREECE	15,50%	15,50%
<b>NATIONAL BANK</b>	GREECE	6,13%	6,13%

The following table presents the realized transactions among related parties:



<b>Transactions during the period</b>	<b>GROUP</b>		<b>COMPANY</b>	
	<b>30/6/2019</b>	<b>30/6/2018</b>	<b>30/6/2019</b>	<b>30/6/2018</b>
Sales of goods and services	-	-	1.667.420	2.323.352
Other income	-	-	27.000	27.000
Purchases of goods and services	110.875	198.825	2.007.170	1.926.707
Purchases of property, plant and equipment	-	-	842.718	1.360.826
Fees to Directors and compensation	815.695	1.138.484	611.316	916.628
Interest received	22.168	19.842	22.050	19.820
Interest paid and related expenses	3.205.777	4.145.262	3.197.493	4.137.826

The Company's trade transactions with its related parties during the first six-months period of 2019 have occurred under normal market terms and conditions.

## **II. Transactions with Board of Directors and Key Management**

<b>Transactions and compensation to BoD members and senior management</b> <i>Amounts in Euro</i>	<b>GROUP</b>		<b>COMPANY</b>	
	<b>30/6/2019</b>	<b>30/6/2018</b>	<b>30/6/2019</b>	<b>30/6/2018</b>
Salaries, employment benefits and compensation to Board of Director members	532.984	799.677	446.567	697.879
Salaries and other employment benefits of senior management	393.586	537.632	220.549	373.749
<b>Total</b>	<b>926.570</b>	<b>1.337.309</b>	<b>667.116</b>	<b>1.071.628</b>

Koropi, 27 September 2019

The Chairman of the BoD and CEO

The members

*An exact copy of the Minutes of the Meetings of the Board of Directors*

**THE CHAIRMAN OF THE BoD AND CEO**

CHACHLAKIS G. ANTONIOS

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

**REPORT ON REVIEW OF INTERIM CONDENSED SEPARATE AND  
CONSOLIDATED FINANCIAL INFORMATION**

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

**Introduction**

We have reviewed the accompanying interim condensed separate and consolidated statement of financial position of “NIREUS AQUACULTURE S.A.” and its subsidiaries (“the Group”) as of 30 June 2019, and the related interim condensed separate and consolidated statements of comprehensive income, changes in equity and cash flows for the six-month period then ended and the selected explanatory notes, that comprise the interim condensed separate and consolidated financial information and which form an integral part of the six-month financial report required by Law 3556/2007.

Management is responsible for the preparation and presentation of this interim financial information in accordance with International Financial Reporting Standards, as they have been endorsed by the European Union and applied to interim financial reporting (International Accounting Standard “IAS 34”). Our responsibility is to express a conclusion on this interim condensed separate and consolidated 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 separate and consolidated financial information is not prepared, in all material respects, in accordance with IAS 34.



### **Emphasis of matter**

We draw attention to Note 2.2 to the interim condensed separate and consolidated financial information which describes the recent business development for the sale of 74,34% of the Company's shares. Our conclusion is not qualified in respect of this matter.

### **Report on other legal and regulatory matters**

Our review has not identified any material inconsistency or error in the declarations of the members of Board of Directors and the information contained in the six-month financial report prepared in accordance with article 5 and 5a of Law 3556/2007 and the accompanying interim condensed separate and consolidated financial information.

Athens, 30 September 2019

The Certified Auditors Accountants

ANDREAS HADJIDAMIANOU  
S.O.E.L. R.N. 61391

VASSILIS TZIFAS  
S.O.E.L. R.N 30011

ERNST & YOUNG (HELLAS)  
Certified Auditors Accountants S.A  
Chimarras 8B  
151 25 Maroussi, Greece  
COMPANY S.O.E.L. R.N. 107

**Statements of Profit or Loss**

(Amounts in Euro)

		<b>GROUP</b>	
		<b>30/6/2019</b>	<b>30/06/2018</b>
	<b>Note</b>		
<b>Fair value of biological assets at the beginning of the period</b>		<b>185.897.457</b>	<b>197.082.545</b>
Purchases during the period		(219.371)	(449.641)
Revenue from contracts with customers for sale of biological assets		89.618.221	89.826.800
<b>Fair value of biological assets at 30/06/2019</b>		<b>155.716.673</b>	<b>165.895.638</b>
<b>Gains resulting from changes in fair value of biological assets at the end of the period</b>	<b>21</b>	<b>59.218.066</b>	<b>58.190.252</b>
Revenue from contracts with customers for sales of non-biological goods-merchandise and other inventories	<b>9</b>	7.156.492	8.488.303
Raw Material Consumption		(36.893.898)	(37.159.909)
Salaries & personnel expenses		(15.892.986)	(15.793.238)
Third party fees and benefits		(10.304.257)	(10.129.770)
Finance expenses	<b>10</b>	(4.257.313)	(5.231.851)
Finance income	<b>10</b>	24.046	21.789
Depreciation	<b>15, 16, 18</b>	(3.411.670)	(3.123.417)
Other expenses	<b>11</b>	(13.036.989)	(12.964.850)
Other income	<b>12</b>	588.057	489.617
<b>Profit /(loss) before taxes</b>		<b>(16.810.452)</b>	<b>(17.213.074)</b>
Income tax	<b>13</b>	-	(74.121)
Deferred income tax	<b>13, 20</b>	1.786.631	3.654.803
<b>Profit /(loss) after taxes</b>		<b>(15.023.821)</b>	<b>(13.632.392)</b>
<b>Attributable to:</b>			
<b>Equity holders of the Parent company</b>		(15.023.821)	(13.632.392)
<b>Total</b>		<b>(15.023.821)</b>	<b>(13.632.392)</b>
<b>Earnings/(losses) after taxes per share – basic in €</b>	<b>14</b>	<b><u>(0.0511)</u></b>	<b><u>(0.0464)</u></b>

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

**Statements of Profit or Loss**

(Amounts in Euro)

		<b>COMPANY</b>	
		<b>30/6/2019</b>	<b>30/06/2018</b>
	<b>Note</b>		
<b>Fair value of biological assets at the beginning of the period</b>		<b>176.279.661</b>	<b>187.704.805</b>
Purchases during the period		(219.371)	(183.310)
Revenue from contracts with customers for sale of biological assets		84.052.097	84.941.941
<b>Fair value of biological assets at 30/06/2019</b>		<b>147.448.639</b>	<b>156.362.013</b>
<b>Gains resulting from changes in fair value of biological assets at the end of the period</b>	<b>21</b>	<b>55.001.704</b>	<b>53.415.839</b>
Revenue from contracts with customers for sales of non-biological goods-merchandise and other inventories	<b>9</b>	2.756.485	4.175.541
Raw material consumption		(31.556.904)	(31.471.957)
Salaries & personnel expenses		(14.702.668)	(14.628.211)
Third party fees and benefits		(8.380.232)	(8.162.707)
Finance expenses	<b>10</b>	(4.226.811)	(5.199.852)
Finance income	<b>10</b>	22.095	19.820
Depreciation	<b>15,16,18</b>	(3.348.247)	(3.088.616)
Other expenses	<b>11</b>	(12.327.759)	(12.555.932)
Other income	<b>12</b>	565.274	446.328
<b>Profit /(loss) before taxes</b>		<b>(16.197.063)</b>	<b>(17.049.747)</b>
Income tax	<b>13</b>	-	-
Deferred income tax	<b>13, 20</b>	1.772.504	3.631.530
<b>Profit /(loss) after taxes</b>		<b>(14.424.559)</b>	<b>(13.418.217)</b>

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



## Statements of Other Comprehensive Income

(Amounts in Euro)

	<b>GROUP</b>	
	<b>30/6/2019</b>	<b>30/6/2018</b>
Net profit/(loss) after taxes for the year	(15.023.821)	(13.632.392)
<b>Other comprehensive income</b>		
Items which can be recycled through the income statement (I)	-	-
Items which cannot be recycled through the income statement (II)	-	-
Other comprehensive Income/ losses (I+II)	-	-
<b>Total Comprehensive Income/(losses) after tax</b>	<b>(15.023.821)</b>	<b>(13.632.392)</b>

	<b>COMPANY</b>	
	<b>30/6/2019</b>	<b>30/6/2018</b>
Net profit/(loss) after taxes for the year	(14.424.559)	(13.418.217)
Items which can be recycled through the income statement (I)	-	-
Items which cannot be recycled through the income statement (II)	-	-
Other comprehensive Income/ losses (I+II)	-	-
<b>Total Comprehensive Income/(losses) after tax</b>	<b>(14.424.559)</b>	<b>(13.418.217)</b>

The attached notes form an integral part of these condensed interim financial statements



**Statements of Financial Position**

(Amounts in Euro)

	Note	GROUP		COMPANY	
		30/6/2019	31/12/2018	30/6/2019	31/12/2018
<b>ASSETS</b>					
<b>Non-current assets</b>					
Property, plant and equipment	15	80.984.829	82.383.133	79.557.652	80.853.814
Right-to-use Assets	16	2.443.106	-	2.398.033	-
Investment property		3.309.802	3.309.802	3.309.802	3.309.802
Goodwill	17	30.298.997	30.298.997	29.968.825	29.968.825
Intangible assets	18	15.848.429	15.613.081	13.643.429	13.408.081
Investments in subsidiaries	19			13.837.595	13.837.595
Deferred income tax assets	20	558.044	440.184	-	-
Financial assets at fair value through OCI		125.455	125.455	112.340	112.340
Other long-term receivables		256.071	347.325	239.002	326.023
Biological assets	21	89.121.208	71.199.057	84.787.583	67.022.531
		<b>222.945.941</b>	<b>203.717.034</b>	<b>227.854.261</b>	<b>208.839.011</b>
<b>Current assets</b>					
Biological assets	21	66.595.465	114.698.400	62.661.056	109.257.130
Inventories	22	17.157.628	10.893.258	14.686.618	8.471.774
Trade and other receivables	23	35.515.564	35.471.081	32.578.805	30.793.497
Other receivables	23	3.557.634	4.919.947	3.807.562	5.242.871
Other current assets		450.483	1.324.849	441.052	1.315.118
Restricted cash	24	10.966.383	10.878.778	10.966.383	10.878.778
Cash and cash equivalents		11.937.993	9.666.513	10.606.150	9.000.630
		<b>146.181.150</b>	<b>187.852.826</b>	<b>135.747.626</b>	<b>174.959.798</b>
<b>Total Assets</b>		<b>369.127.091</b>	<b>391.569.860</b>	<b>363.601.887</b>	<b>383.798.809</b>
<b>EQUITY &amp; LIABILITIES</b>					
<b>Equity</b>					
Issued Share capital	25	88.205.044	88.205.044	88.205.044	88.205.044
Less: Treasury shares	25	(47.271)	(47.271)	(47.271)	(47.271)
Share premium	25	36.787.122	36.787.122	36.787.122	36.787.122
Fair value reserves	25	42.418.363	42.418.363	41.742.522	41.742.522
Other capital reserves	25	74.157.540	74.157.540	73.871.413	73.871.413
Retained earnings		(107.897.862)	(92.778.698)	(105.113.343)	(90.593.332)
<b>Total Equity</b>		<b>133.622.936</b>	<b>148.742.100</b>	<b>135.445.487</b>	<b>149.965.498</b>
<b>Non-current liabilities</b>					
Long-term interest bearing loans borrowings	26	116.792.118	107.228.006	116.792.118	107.207.374
Deferred income tax liabilities	20	4.782.044	6.487.899	3.202.035	5.011.660
Net Employee defined Benefit obligations		3.287.884	3.189.373	3.113.831	3.020.858
Government grants		4.876.595	5.195.349	4.734.709	5.021.193
Long-term lease liabilities	29	2.449.893	-	2.420.527	-
Other non-current liabilities		579.468	756.085	579.468	756.085
Provisions	28	4.781.552	4.221.833	4.553.407	4.022.656
<b>Total non-current liabilities</b>		<b>137.549.554</b>	<b>127.078.545</b>	<b>135.396.095</b>	<b>125.039.826</b>
<b>Current liabilities</b>					
Trade & other payables	27	41.555.207	55.024.178	37.296.401	49.333.385
Short-term interest bearing loan borrowings	26	4.185.875	12.973.402	4.142.114	12.478.085
Current portion of long-term financial liabilities	26	41.365.813	38.936.946	41.304.318	38.855.716
Short-term lease liabilities	29	140.854	-	125.593	-
Other current liabilities	27	10.706.853	8.814.689	9.891.879	8.126.299
<b>Total current liabilities</b>		<b>97.954.602</b>	<b>115.749.215</b>	<b>92.760.305</b>	<b>108.793.485</b>
<b>Total Liabilities</b>		<b>235.504.155</b>	<b>242.827.760</b>	<b>228.156.400</b>	<b>233.833.311</b>
<b>Total Equity and Liabilities</b>		<b>369.127.091</b>	<b>391.569.860</b>	<b>363.601.887</b>	<b>383.798.809</b>

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



## ***Statements of Changes in Equity***

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

(Amounts in Euro)

<b>GROUP</b>	<b>Issued Share Capital</b>	<b>Treasury Shares</b>	<b>Share Premium</b>	<b>Asset Revaluation Reserve</b>	<b>Other Reserves</b>	<b>Retained Earnings</b>	<b>Total</b>
<b>Balance of equity as at 31 December 2017, (published)</b>	<b>88.205.044</b>	<b>(47.271)</b>	<b>36.787.122</b>	<b>37.095.892</b>	<b>74.191.460</b>	<b>(80.105.316)</b>	<b>156.126.931</b>
Effect from the change in accounting policy	-	-	-	-	-	(86.802)	(86.802)
<b>Balance of equity as at 31 December 2018, (restated)</b>	<b>88.205.044</b>	<b>(47.271)</b>	<b>36.787.122</b>	<b>37.095.892</b>	<b>74.191.460</b>	<b>(80.192.118)</b>	<b>156.040.129</b>
<i>Movement in equity for the year 01/01-30/06/2018</i>							
Losses after taxes	-	-	-	-	-	(13.632.392)	(13.632.392)
Other comprehensive income	-	-	-	(4.160)	-	4.160	-
<b>Total comprehensive income after taxes</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(4.160)</b>	<b>-</b>	<b>(13.628.232)</b>	<b>(13.632.392)</b>
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(4.160)</b>	<b>-</b>	<b>(13.628.232)</b>	<b>(13.632.392)</b>
<b>Balance of equity as at 30 June 2018</b>	<b>88.205.044</b>	<b>(47.271)</b>	<b>36.787.122</b>	<b>37.091.732</b>	<b>74.191.460</b>	<b>(93.820.350)</b>	<b>142.407.737</b>
<b>Balance of equity as at 31 December 2018 (published)</b>	<b>88.205.044</b>	<b>(47.271)</b>	<b>36.787.122</b>	<b>42.418.363</b>	<b>74.157.540</b>	<b>(92.778.698)</b>	<b>148.742.100</b>
Effect from the change in accounting policy (Note 3)	-	-	-	-	-	(95.343)	(95.343)
<b>Balance of equity as at 1 January 2019, (restated)</b>	<b>88.205.044</b>	<b>(47.271)</b>	<b>36.787.122</b>	<b>42.418.363</b>	<b>74.157.540</b>	<b>(92.874.041)</b>	<b>148.646.757</b>
<i>Movement in equity for the year 01/01-30/06/2019</i>							
Losses after taxes	-	-	-	-	-	(15.023.821)	(15.023.821)
Other comprehensive income/(loss)	-	-	-	-	-	-	-
<b>Total comprehensive income/(loss) after taxes</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(15.023.821)</b>	<b>(15.023.821)</b>
<b>Balance of equity as at 30 June 2019</b>	<b>88.205.044</b>	<b>(47.271)</b>	<b>36.787.122</b>	<b>42.418.363</b>	<b>74.157.540</b>	<b>(107.897.862)</b>	<b>133.622.936</b>

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



## Statements of Changes in Equity of the Parent Company

(Amounts in Euro)

### COMPANY

	Share Capital	Treasury Shares	Share Premium	Asset Revaluation Reserve	Other Reserves	Retained Earnings	Total
<b>Balance of equity as at 31 December 2017, (published)</b>	<b>88.205.044</b>	<b>(47.271)</b>	<b>36.787.122</b>	<b>36.753.548</b>	<b>73.892.197</b>	<b>(78.246.832)</b>	<b>157.343.808</b>
Effect from the change in accounting policy	-	-	-	-	-	(58.983)	(58.983)
<b>Balance of equity as at 1 January 2018, (restated)</b>	<b>88.205.044</b>	<b>(47.271)</b>	<b>36.787.122</b>	<b>36.753.548</b>	<b>73.892.197</b>	<b>(78.305.815)</b>	<b>157.284.825</b>
<i>Movement in Net equity for the year 01/01-30/06/2018</i>							
Losses after taxes	-	-	-	-	-	(13.418.217)	(13.418.217)
Other comprehensive income	-	-	-	(4.160)	-	4.160	-
<b>Total comprehensive income after taxes</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(4.160)</b>	<b>-</b>	<b>(13.414.057)</b>	<b>(13.418.217)</b>
<b>Total recognised Income/(Expense) for the period</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(4.160)</b>	<b>-</b>	<b>(13.414.057)</b>	<b>(13.418.217)</b>
<b>Balance of equity as at 30 June 2018</b>	<b>88.205.044</b>	<b>(47.271)</b>	<b>36.787.122</b>	<b>36.749.388</b>	<b>73.892.197</b>	<b>(91.719.872)</b>	<b>143.866.608</b>
<b>Balance of equity as at 31 December 2018, (published)</b>	<b>88.205.044</b>	<b>(47.271)</b>	<b>36.787.122</b>	<b>41.742.522</b>	<b>73.871.413</b>	<b>(90.593.331)</b>	<b>149.965.499</b>
Effect from the change in accounting policy (Note 3)	-	-	-	-	-	(95.453)	(95.453)
<b>Balance of equity as at 1 January 2019, (restated)</b>	<b>88.205.044</b>	<b>(47.271)</b>	<b>36.787.122</b>	<b>41.742.522</b>	<b>73.871.413</b>	<b>(90.688.784)</b>	<b>149.870.046</b>
<i>Movement in Net equity for the year 01/01-30/06/2019</i>							
Losses after taxes	-	-	-	-	-	(14.424.559)	(14.424.559)
Other comprehensive income /(loss)	-	-	-	-	-	-	-
<b>Total comprehensive income/(loss) after taxes</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(14.424.559)</b>	<b>(14.424.559)</b>
<b>Balance of equity as at 30 June 2019</b>	<b>88.205.044</b>	<b>(47.271)</b>	<b>36.787.122</b>	<b>41.742.522</b>	<b>73.871.413</b>	<b>(105.113.343)</b>	<b>135.445.487</b>

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



## Statements of Cash Flows

(Amounts in Euro)

	Note	GROUP		COMPANY	
		30/6/2019	30/6/2018	30/6/2019	30/6/2018
<b>Cash flows from operating activities</b>					
Losses before tax from continuing operations		(16.810.452)	(17.213.074)	(16.197.063)	(17.049.747)
Plus/less adjustments for:					
Depreciation charge of property plant and equipment	15, 16, 18	3.730.424	3.460.180	3.634.731	3.390.364
Provisions		948.016	274.188	722.702	241.161
Amortisation of Government Grants	15	(318.754)	(336.763)	(286.484)	(301.748)
Provisions for retirement benefit obligations		73.076	70.196	68.886	66.158
Finance income	10	(24.046)	(21.789)	(22.095)	(19.820)
Gain on measurement from refinancing of financial liabilities					
(Gain)/loss from the movement in the fair value of biological assets	21	4.258.611	12.061.521	4.494.477	11.836.716
Other non-cash items		-	40	-	(105.340)
Gains/(loss) from sale of property, plant and equipment-investments		(1.207)	4.986	(707)	4.986
Finance costs	10	4.257.313	5.231.851	4.226.811	5.199.852
<b>Total (a1)</b>		<b>(3.887.019)</b>	<b>3.531.336</b>	<b>(3.358.742)</b>	<b>3.262.582</b>
<b>Plus/less adjustments of working capital to net cash or related to operating activities:</b>					
Decrease/(Increase) in inventories		19.657.804	13.361.036	18.121.700	14.138.065
Decrease/(Increase) of receivables		1.895.146	6.149.881	419.137	6.273.070
Increase/(Decrease) of payable accounts (except Banks)		(11.753.419)	(4.853.564)	(10.448.019)	(4.599.337)
<b>Total working capital (a2)</b>		<b>9.799.531</b>	<b>14.657.353</b>	<b>8.092.818</b>	<b>15.811.798</b>
Interest expense and similar charges paid		(939.554)	(1.619.050)	(917.963)	(1.589.620)
Income tax paid		-	(18.211)	-	(14.564)
<b>Total (a3)</b>		<b>(939.554)</b>	<b>(1.637.261)</b>	<b>(917.963)</b>	<b>(1.604.183)</b>
<b>Cash flows from operating activities (A) = (a1+a2+a3)</b>		<b>4.972.958</b>	<b>16.551.428</b>	<b>3.816.113</b>	<b>17.470.197</b>
<b>Cash flows from investing activities</b>					
Purchases of property, plant and equipment (PPE) and of intangible assets	15, 18	(2.322.245)	(4.563.215)	(2.345.202)	(4.700.962)
Proceeds from disposition of PPE and intangible assets		8.277	-	7.777	-
Interest received		24.046	21.789	22.095	19.820
<b>Cash flows/(used in) investing activities (B)</b>		<b>(2.289.922)</b>	<b>(4.541.425)</b>	<b>(2.315.330)</b>	<b>(4.681.142)</b>
<b>Cash flows from financing activities</b>					
Proceeds from share capital increase / Conversion of bonds		522.920	1.891.058	522.920	1.543.697
Proceeds from other issued/raised short-term loans		(528.896)	(3.798.140)	(29.904)	(3.705.450)
Payments of finance leases		(317.975)	-	(300.674)	-
<b>Cash flows from/(used in) financing activities (C)</b>		<b>(323.951)</b>	<b>(1.907.082)</b>	<b>192.342</b>	<b>(2.161.753)</b>
<b>Net increase in cash and cash equivalents for the period (D)= (A) + (B) + (C)</b>		<b>2.359.085</b>	<b>10.102.922</b>	<b>1.693.125</b>	<b>10.627.302</b>
<b>Cash and cash equivalents at beginning of the period</b>		<b>9.666.513</b>	<b>11.032.517</b>	<b>9.000.630</b>	<b>10.087.488</b>
<b>Restricted cash at beginning of the period</b>		<b>10.878.778</b>	<b>8.979.661</b>	<b>10.878.778</b>	<b>8.979.661</b>
<b>Cash and cash equivalents and restricted at beginning of the period ( E)</b>		<b>20.545.291</b>	<b>20.012.178</b>	<b>19.879.408</b>	<b>19.067.149</b>
<b>Cash and cash equivalents at end of the period</b>		<b>11.937.993</b>	<b>18.870.844</b>	<b>10.606.150</b>	<b>18.450.196</b>
<b>Restricted cash at the end of the period</b>		<b>10.966.383</b>	<b>11.244.255</b>	<b>10.966.383</b>	<b>11.244.255</b>
<b>Cash and cash equivalents and restricted cash at the end of the period (Z) =(D)+(E)</b>		<b>22.904.376</b>	<b>30.115.099</b>	<b>21.572.533</b>	<b>29.694.451</b>

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



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

### ***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 located 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 listed on the Athens Stock Exchange in 1995.

The interim condensed financial statements of the Group and of the Company were approved by the Board of Directors on 27 September 2019.

### ***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***

**European Commission Competition approves the acquisition of the joint control of Andromeda, Nireus and Selonda by Amerra and Mubadala, subject to conditions and remedies.**

The final phase of approval of the sale of the 74,34% shareholding in the Company and 79,62% shareholding in Selonda Aquaculture SA held by the Banks as well as the joint control of the companies Andromeda, Nireus and Selonda by Amerra Capital Management LLC και MDC Industry Holding Company LLC, is subject to the final approval of the European Commission Competition. Further progress as regards the fulfillment of the conditions (remedies) of the final sale of the hatcheries and packing units of a specific capacity in addition to the approval of the appropriate buyers and terms of the sales and purchase agreement as referred to in Note 36 “Events after the reporting period”.

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

### ***2.1 Basis of preparation of the Interim Financial Statements***

The interim condensed financial statements have been prepared in accordance with the historical method except for specific financial assets and liabilities that are readjusted to their fair values as stated in Note 35 of the interim condensed financial statements. Management assesses that the going concern principle is the appropriate basis for the preparation of the condensed separate and consolidated financial statements.

The condensed interim financial statements of the Company and of the Group for the six-month period of 2019, which covers the period from 1 January to 30 June 2019 have been prepared according to I.A.S. 34 “Interim Financial Reporting”.



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 2018 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 financial year 2018, 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 commencing as of 1 January 2019.

## **2.2 Going Concern**

### **Business developments**

On 20.06.2018, the banks "Piraeus Bank", "Alpha Bank", "Eurobank" and "National Bank of Greece" signed a sales and purchase agreement for the sale of their entire shareholding, namely of 74,34%, with the buyer Andromeda Seafood Limited, a member of the Andromeda group. Mubadala Investment Company will also participate in the purchase scheme as a joint shareholder with AMERRA Capital Management LLC of the Andromeda Group.

Subsequently, the European Commission (DG Comp) issued the Decision No. M.9110 / 15.2.2019, approving the acquisition of the joint control of Andromeda / Nireus / Selonda, subject to specific commitments to be taken by the notified parties. Approval is subject to a package of remedial measures which provide for the divestment of business operation as analysed below:

(1) the signing of a final divestiture agreement with one or two potential buyers for the sale of (a) fish farms with a production of approximately 10.000 tonnes of Mediterranean fish along with their own packing units of the same capacity and (b) hatcheries generating approximately 50 million pieces of juveniles in conjunction with the transfer, to the prospective buyers, of the respective technical know - how in research and reproduction programs; and

2) the approval of the purchaser's or buyers' suitability in addition to the approval, of the terms of the above-mentioned sale and purchase, by the European Commission for Competition.

On March 18, 2019, the Company was informed by its shareholder banks, "Piraeus Bank", "Alpha Bank", "Eurobank" and "National Bank of Greece" that the prospective purchasers are given the option to select the production units which they will purchase (from those units available for sale by the Company and Selonda), provided that the relevant conditions of production capacity are met.

Subsequent to the above and according to relevant informative letters received by the Company from Piraeus Banks, Alpha Bank, Eurobank and National Bank on 7/8/2019, 8/8/2019 and 19/8/2019 following the relevant inquiries raised by the Hellenic Capital Market Commission, the below noted resulted:



1) After carrying out sales procedures in order to find the most suitable buyers, under the supervision of Mazars, Andromeda Seafood S.L. signed an agreement with BITSAKOS SA and KEFALONIA FISHERIES SA, on 2/8/2019, which is subject to the approval of the European Commission Competition and the realization of the sales and purchase agreement of the Company for the sale of specific production units of Nireus and Selonda respectively, in order that the commitments set by the European Commission on Competition be met.

The precise sales price allocation will be finalized at a later stage, prior to the completion of the above transaction / sale of the production units as part of fulfilling the said commitments and remedies.

2) The total sale price of the abovementioned production units of both companies to BITSAKOS SA. was agreed to the amount of € 51.000.000.

It should be noted that the agreement with KEFALONIA FISHERIES concerns only the production units of SELONDA with an announced price of € 4.226.000 and is subject to the completion of the agreement with BITSAKOS SA.

Taking into account that on 30 June 2019, the agreement for the sale of the above production units had not been finalized and the prospective buyers had the option to select any combination of production units (from those available from the Company and SELONDA), Management considers that the requirements of IFRS 5 on the recognition of the specific assets of the production units as held for sale, which after 30 June 2019 have been conditionally agreed to be sold, do not apply, given that the relevant criteria will be met after the reporting date of these financial statements, and therefore, the Company is only required to disclose the relevant information in accordance with paragraph 12 of IFRS 5 and not to classify the relevant assets as held for sale.

Based on the financial data as of 30.06.2019, sales revenue of the units under sale is estimated to amount to approximately € 15,5 million and operational EBITDA (prior to the impact of biological assets at fair value) is estimated at approximately € -0,8 million.

The biological assets of the fish farms and the "Kanatadika" hatchery unit that have been assessed at fair value, as at 30.06.2019 amount to approximately € 23,5 million.

The net book value of tangible assets, including aquaculture licenses, have been measured at fair value and as at 30 June 2019 amounts to approximately € 11,1 million.

As regards the effect on the Company's financial data from the sales price consideration of the fish farms and the "Kanatadika" hatchery unit under sale, this cannot be presently estimated as the Company has no relevant information on the sales value of the assets concerned.

It is noted that up until the date of the publication of the Company's six-month individual and consolidated financial statements, the above-mentioned requirements (approval of the European Commission on Competition as well as realization of the Company's sale) set in order that the sale of the Company's production units be considered final, were not yet fulfilled.



### **Repayment of Long-Term Loans**

During the financial year 2019 the Company received, upon request, approval (consensus letter) from Piraeus Bank, following the increased majority of the Bondholders, for the deferral of the 2018 instalment of a total amount of € 7.260.000 postponed from 28.06.2019 to 16.10.2019. The Company submitted a new request via a letter dated 19 September 2019, for the deferral of the abovementioned instalment to be paid along with the 2nd instalment of the same loan of an amount of € 11.618.000 from 16.10.2019 to 16.10.2020. Further information is presented in Note 26.

The Management of the Group, taking into account the contents of the information received from its shareholders Piraeus Bank, Alpha Bank, Eurobank and National Bank regarding the signing of the sales and purchase agreement (as previously mentioned) between the above Banks and the buyer Andromeda Seafood Limited as of June 20, 2018 for the sale of 74,34% of the Company's shares in conjunction with the contents of the above contract which has been officially and competently disclosed, reasonably concludes that within the scope of the finalization of the sales transaction, all of the Company's loans will be refinanced. The Group's Management has evaluated every possible scenario regarding the progress of the above transaction and considers that the Group has the ability to repay its loans either through its liquidity and / or to refinance the short-term portion of its long-term loans.

### **2.3 Basis of consolidation**

The condensed interim 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 June 2019.

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 1 January 2019.

##### **New Standards and interpretations**

The Group and Company have adopted the new IFRS 16 "Leases", for the first time, without restating the comparative consolidated and separate financial statements of the prior period. The effect of the adoption is presented and disclosed in accordance with the requirements of IAS 34. All other new standards and amendments which are adopted for the first time in 2019 (annual accounting periods which begin from 1 January 2019 and thereafter) and which though do not have a material effect on the financial statements or the interim condensed financial statements of the Group and the Company are either not applicable for the Group and the Company or which have not yet been endorsed by the EU are analysed as follows:

- **IFRS 16: Leases**

IFRS 16 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract, i.e. the customer ('lessee') and the supplier ('lessor'). The new standard requires lessees to recognize most leases on their financial statements. Lessees will have a single accounting model for all leases, with certain exemptions. Lessor accounting is substantially unchanged.

The standard is expected to primarily affect the accounting treatment of the Group's operating leases. The Group has disclosed the impact of the initial application of the Standard on its consolidated financial statements as presented below.

##### **Transition to the New Standard**

The Group has applied IFRS 16 for the first time as of 1 January 2019 using the revised retrospective approach. Based on this approach, the Group a) has recognized a liability that has been measured at the present value as a result of the discounting of the lease payments remaining to be paid at the additional borrowing rate in force at the date of initial application; and b) has recognized a right to use a fixed asset by measuring that right in addition to a liability with the difference being recorded in retained earnings. Any impact of the application of the standard has been recognized as an adjustment to retained earnings as at 1 January 2019, without any change in comparative information. In addition, the Group has used the exemption provided by the standard for the determination of leases. This in practice means applying the requirements of IFRS 16 to all contracts



that were in effect on 1 January 2019 and recognized as leases under IAS 17 and IFRIC 4. In addition, the Group has used the exemptions of the standard with respect to leases with a residual maturity of less than 12 months at the date of initial application of the standard and leases of low value fixed assets. Finally, the Group has decided to apply a single discount rate to each category of leases with similar characteristics (such as leases with a similar maturity, for similar fixed assets and in a similar economic environment).

The impact from the revaluations which resulted from the adoption of the new standard and recognised in retained earnings as at 1 January 2019 amounts to (€ 95.343) for the Group and (€95.453) for the Company.

The following table presents the restatements in each separate line of the Balance Sheet. Any possible lines which have not been affected from the new standard are not included in the table. The adjustments are analysed in greater detail below.

The effect in the Statement of Financial Position (increase/decrease) as published for the Group as at 30 June 2019 is as follows:

**GROUP**

<b>Extract from the Statement of Financial Position</b>	<b>31 December 2018 as published</b>	<b>IFRS 16</b>	<b>1 January 2019 after the effect of IFRS 16</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Right-to-use Assets	-	2.695.400	2.695.400
Deferred income tax assets	440.184	37.121	477.305
<b>EQUITY &amp; LIABILITIES</b>			
Retained earnings	(92.778.698)	(95.343)	(92.874.041)
<b>Non-current liabilities</b>			
Long-term lease liabilities	-	2.469.548	2.469.548
Deferred income tax liabilities	6.487.899	37	6.487.936
<b>Current liabilities</b>			
Short-term lease liabilities	-	358.278	358.278

The effect in the Statement of Financial Position (increase/decrease) as published for the Company as at 30 June 2019 is as follows:



<b>COMPANY</b>			
<b>Extract from the Statement of Financial Position</b>	<b>31 December 2018 as published</b>	<b>IFRS 16</b>	<b>1 January 2019 after the effect of IFRS 16</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Right-to-use Assets	-	2.633.819	2.633.819
Deferred income tax assets	-	37.121	37.121
<b>EQUITY &amp; LIABILITIES</b>			
Retained earnings	(90.593.331)	(95.453)	(90.688.784)
<b>Non-current liabilities</b>			
Long-term lease liabilities	-	2.440.182	2.440.182
Deferred income tax liabilities	-	-	-
<b>Current liabilities</b>			
Short-term lease liabilities	-	326.210	326.210

Further information is presented in Notes 16 and 29.

- **IFRS 9: Prepayment features with negative compensation (Amendment)**

The Amendment allows financial assets with prepayment features that permit or require a party to a contract either to pay or receive reasonable compensation for the early termination of the contract (so that, from the perspective of the holder of the asset there may be ‘negative compensation’), to be measured at amortized cost or at fair value through other comprehensive income. These Amendments have not yet been endorsed by the EU. The above amendment has no impact on the results of the Group and Company.

- **IAS 28: Long-term Interests in Associates and Joint Ventures (Amendments)**

The Amendments relate to whether the measurement, in particular impairment requirements, of long term interests in associates and joint ventures that, in substance, form part of the ‘net investment’ in the associate or joint venture should be governed by IFRS 9, IAS 28 or a combination of both. The Amendments clarify that an entity applies IFRS 9 Financial Instruments, before it applies IAS 28, to such long-term interests for which the equity method is not applied. In applying IFRS 9, the entity does not take account of any adjustments to the carrying amount of long-term interests that arise from applying IAS 28. The above amendment has no impact on the results of the Group and Company.

- **IFRIC INTERPETATION 23: Uncertainty over Income Tax Treatments**

The Interpretation addresses the accounting for income taxes when tax treatments involve uncertainty that affects the application of IAS 12. The Interpretation provides guidance on considering uncertain tax treatments separately or together, examination by tax authorities, the appropriate method to reflect uncertainty and accounting for changes in facts and circumstances.



- **IAS 19: Plan Amendment, Curtailment or Settlement (Amendments)**

The amendments require entities to use updated actuarial assumptions to determine current service cost and net interest for the remainder of the annual reporting period after a plan amendment, curtailment or settlement has occurred. The amendments also clarify how the accounting for a plan amendment, curtailment or settlement affects applying the asset ceiling requirements. The above amendment has no impact on the results of the Group and Company.

The **IASB has issued the Annual Improvements to IFRSs 2015 – 2017 Cycle**, which is a collection of amendments to IFRSs. The amendments are effective for annual periods beginning on or after 1 January 2019 with earlier application permitted. 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 3 Business Combinations and IFRS 11 Joint Arrangements:** The amendments to IFRS 3 clarify that when an entity obtains control of a business that is a joint operation, it remeasures previously held interests in that business. The amendments to IFRS 11 clarify that when an entity obtains joint control of a business that is a joint operation, the entity does not remeasure previously held interests in that business.
- **IAS 12 Income Taxes:** The amendments clarify that the income tax consequences of payments on financial instruments classified as equity should be recognized according to where the past transactions or events that generated distributable profits has been recognized.
- **IAS 23 Borrowing Costs:** The amendments clarify paragraph 14 of the standard that, when a qualifying asset is ready for its intended use or sale, and some of the specific borrowing related to that qualifying asset remains outstanding at that point, that borrowing is to be included in the funds that an entity borrows generally.

The above improvements have no impact on the results of the Group and Company.

**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 1 Presentation of Financial Statements and IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors: Definition of ‘material’ (Amendments)**

The Amendments are effective for annual periods beginning on or after 1 January 2020 with earlier application permitted. The Amendments clarify the definition of material and how it should be applied. The new definition states that, ‘Information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general-purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity’. In addition, the explanations accompanying the definition have been improved. The Amendments also ensure that the definition of material is consistent across all IFRS Standards. These Amendments have not yet been endorsed by the EU. The above amendment will have no impact on the results of the Group and Company.



- **Conceptual Framework in IFRS standards**

The IASB issued the revised Conceptual Framework for Financial Reporting on 29 March 2018. The Conceptual Framework sets out a comprehensive set of concepts for financial reporting, standard setting, guidance for preparers in developing consistent accounting policies and assistance to others in their efforts to understand and interpret the standards. IASB also issued a separate accompanying document, Amendments to References to the Conceptual Framework in IFRS Standards, which sets out the amendments to affected standards in order to update references to the revised Conceptual Framework. It's objective is to support transition to the revised Conceptual Framework for companies that develop accounting policies using the Conceptual Framework when no IFRS Standard applies to a particular transaction. For preparers who develop accounting policies based on the Conceptual Framework, it is effective for annual periods beginning on or after 1 January 2020. The above amendment will have no impact on the results of the Group and Company.

- **IFRS 3: Business Combinations (Amendments)**

The IASB issued amendments in Definition of a Business (Amendments to IFRS 3) aimed at resolving the difficulties that arise when an entity determines whether it has acquired a business or a group of assets. The Amendments are effective for business combinations for which the acquisition date is in the first annual reporting period beginning on or after 1 January 2020 and to asset acquisitions that occur on or after the beginning of that period, with earlier application permitted. These 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 their financial position or performance.

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

The amendments address an acknowledged inconsistency between the requirements in IFRS 10 and those in IAS 28, in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The main consequence of the amendments is that a full gain or loss is recognized when a transaction involves a business (whether it is housed in a subsidiary or not). A partial gain or loss is recognized when a transaction involves assets that do not constitute a business, even if these assets are housed in a subsidiary. In December 2015 the IASB postponed the effective date of this amendment indefinitely pending the outcome of its research project on the equity method of accounting. The amendments have not yet been endorsed by the EU. The above amendment has no impact on the results of the Group and Company.

## **4. Seasonality**

The business segments of aquaculture and aviculture-stockbreeding is not affected by seasonality. The business activity of fish feed, however, is intensified during the 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 the environment's temperature. This also signals an optimum convertibility of fish feed into fish biomass. More than two thirds of net sales for the products of this business segment are made during this period.



## 5. Critical accounting estimates and assumptions

The preparation of the interim 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.

The Group performs estimates, assumptions and judgements in order to select the most appropriate accounting standards in relation to the future developments and transactions. 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, 2018.

The critical accounting estimates and assumptions which were applied in the condensed financial statements 30.06.2019 and which had an impact on the Net equity of the Group and Company are as follows:

### Leases

Leases are recognized as finance or operating leases during the commencement of the lease contract.

**Group or Company as a lessee:** Finance leases on assets where substantially all risks and rewards of ownership are transferred to the Group or Company are capitalized at the lease's inception at the lower of the fair value of the leased property and the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognized in finance costs in profit or loss. A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Group will obtain ownership at the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Lease contracts where the lessor transfers the right to use an asset for an agreed period of time but without transferring the risks and benefits of the asset are recognized as operating leases. Payments made for operating leases (net of any incentives offered by the lessor) are proportionally recognized in the income statement for the period of the lease.

As of 1.1.2019 the Group has applied IFRS 16 in the Group financial statements. Further information is presented in Notes 16 "Right-of-use assets" and 29 "Finance Lease Liabilities".



## 6. Structure of “NIREUS AQUACULTURE S.A” group of companies

The company has the following participations as presented in the table set out below:

<b>COMPANY</b>	<b>PARTICIPATION PERCENTAGE</b>
PROTEUS EQUIPMENT S.A	100,00%
NIREUS INTERNATIONAL LTD	100,00%
PREDOMAR S.L.	100% indirect
KEGO AGRI S.A	100,00%
NIREUS GMBH	100,00%

The companies which are 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>
PROTEUS EQUIPMENT S.A	GREECE	100,00%	Full consolidation
NIREUS INTERNATIONAL LTD	CYPRUS	100,00%	Full consolidation
PREDOMAR S.L.	SPAIN	100,00% indirect	Full consolidation
KEGO AGRI S.A	GREECE	100,0%	Full consolidation
NIREUS GMBH	GERMANY	100,00%	Full consolidation

## 7. Calculation of EBITDA versus operational EBITDA

**EBITDA** is defined as earnings before taxes plus or minus financial and investment results, plus total depreciation and amortization expense. Investment results include gains or (losses) on revaluation of fixed assets, grants, impairment of goodwill and intangible assets and gains or (losses) of subsidiaries held for sale. Furthermore, EBITDA excludes one-off and non-recurring charges which are not included in the normal operations of the company such as provisions for indemnity due to legal court cases, in addition to other one-off non-recurring items. These adjustments are required in order that the said financial indicator be comparative and historically consistent, in compliance and in accordance with the ESMA guidelines and the alternative performance measures (APM’s).

**Operational EBITDA** is defined as EBITDA (calculated in accordance with the above) with biological assets being valued at cost and prior, that is, to the effect of biological assets at fair value. For the calculation of the valuation of biological assets at cost, the company applies the annual rolling weighted average method of cost per unit of measurement.

A detailed calculation of EBITDA and Operational EBITDA is presented below:



	Note	GROUP	
		30/6/2019	30/6/2018
<b>Profit / (loss) before taxes</b>		<b>(16.810.452)</b>	<b>(17.213.074)</b>
Plus:			
Finance expenses	10	4.257.313	5.231.851
Finance income	10	(24.046)	(21.789)
Depreciation	15,16,18	3.411.670	3.123.417
Extraordinary and non-recurring expenses		563.355	-
<b>Profit before taxes, financing and investing results and depreciation (EBITDA)</b>		<b>(8.602.160)</b>	<b>(8.879.595)</b>
(Gains)/Losses from the change in biological assets at fair value	21	4.258.611	12.061.521
<b>Profit/ (loss) before taxes, financing and investing results and depreciation - (Operational EBITDA)</b>		<b>(4.343.549)</b>	<b>3.181.926</b>

	Note	COMPANY	
		30/6/2019	30/6/2018
<b>Profit / (loss) before taxes</b>		<b>(16.197.063)</b>	<b>(17.049.747)</b>
Plus:			
Finance expenses	10	4.226.811	5.199.852
Finance income	10	(22.095)	(19.820)
Depreciation	15,16,18	3.348.247	3.088.616
Extraordinary and non-recurring expenses		369.480	-
<b>Profit before taxes, financing and investing results and depreciation - (EBITDA)</b>		<b>(8.274.620)</b>	<b>(8.781.099)</b>
(Gains)/Losses from the change in biological assets at fair value	21	4.494.477	11.836.716
<b>Profit/ (loss) before taxes, financing and investing results and depreciation - (Operational EBITDA)</b>		<b>(3.780.143)</b>	<b>3.055.617</b>

The EBITDA of the Group for the first semester of 2019 amounted to losses of € (8,6) million as compared to losses of € (8,9) million incurred during the corresponding prior year period.

It should be noted that due to the adoption of the new IFRS 16 standard, the EBITDA of the six-month period of 2019 includes financial cost of € 80.897 and € 80.403 in addition to depreciation expense of € 252.293 and € 235.785 for the Group and Company respectively, which relates to leases of buildings, machinery and transportation means, land and sea areas that have been recognized in accordance with the above mentioned standard, while during the corresponding prior year period of 2018 operating leases had been included in the figure “ third party fees and benefits” of the Profit or loss statement thus affecting EBITDA (Notes 15, 16).

#### **ONE-OFF AND NON-RECURRING EXPENSES**

One-off and non-recurring expenses which have been excluded from the EBITDA of the Group and Company and which relate to granted indemnities amount to € 563.355 (30.06.2018: € 0).





## 8. 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
- Other remaining segments

The Aquaculture segment includes sales of whole and processed fish, in addition to sales of juveniles.

The category “Other remaining segments” mainly includes 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.

**30/6/2019**

<i>Amounts in Thds of €</i>	<b>Aquaculture</b>	<b>Fishfeed</b>	<b>Aviculture-Stockbreeding</b>	<b>Other remaining segments (*)</b>	<b>Eliminations/Adjustments</b>	<b>Consolidation</b>
Sales revenue per segment	90.429	1.424	3.870	1.052	-	96.775
Net operating costs	(99.198)	(1.431)	(4.573)	(1.330)	(7.053)	(113.585)
Losses before taxes	(8.769)	(7)	(703)	(278)	(7.053)	(16.810)

**30/6/2018**

<i>Amounts in Thds of €</i>	<b>Aquaculture</b>	<b>Fishfeed</b>	<b>Aviculture-Stockbreeding</b>	<b>Other remaining segments (*)</b>	<b>Eliminations/Adjustments</b>	<b>Consolidation</b>
Sales revenue per segment	90.880	2.146	4.364	925	-	98.315
Net operating costs	(100.213)	(1.811)	(4.209)	(1.204)	(8.091)	(115.528)
Losses before taxes	(9.333)	335	155	(279)	(8.091)	(17.213)

(\*) *Other remaining segments mainly include aquaculture equipment*

Further explanations on variations are presented in the Board of Directors Report.

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.



**30/6/2019**

Amounts in Thds of €	Aquaculture	Fishfeed	Aviculture-Stockbreeding	Other remaining segments (*)	Eliminations/Adjustments	Consolidation
Assets per segment	261.544	21.134	2.670	5.158	78.622	369.127
Capital expenditure	2.153	70	-	69	31	2.323

**31/12/2018**

Amounts in Thds of €	Aquaculture	Fishfeed	Aviculture-Stockbreeding	Other remaining segments (*)	Eliminations/Adjustments	Consolidation
Assets per segment	285.884	21.385	3.006	5.557	75.737	391.570
Capital expenditure	7.942	224	2	78	323	8.569

(\*) Other remaining segments mainly include aquaculture equipment

**GEOGRAPHICAL INFORMATION**

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

<i>Amounts in Euro</i>	<b>GROUP</b>	
	<b>30/6/2019</b>	<b>30/6/2018</b>
Greece	18.319.045	19.009.912
Eurozone	68.131.380	69.976.568
Other countries	10.324.288	9.328.623
	<b>96.774.713</b>	<b>98.315.103</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 per country of subsidiary:**

<i>Amounts in Euro</i>	<b>GROUP</b>	
	<b>30/6/2019</b>	<b>30/6/2018</b>
Greece	90.134.769	92.153.982
Spain	6.639.944	6.161.121
	<b>96.774.713</b>	<b>98.315.103</b>

There is no customer which exceeds 10% of the sales revenue of the Group and Company. It is noted that no changes have occurred in either the definition or the measurement base of the segments' gain or loss as compared to the six-month period condensed consolidated financial statements of the prior year.



**Non-current assets:**

<i>Amounts in Euro</i>	<b>GROUP</b>	
	<b>30/6/2019</b>	<b>30/6/2018</b>
Greece	97.646.117	98.649.818
Spain	2.496.943	2.656.198
	<b>100.143.060</b>	<b>101.306.016</b>

Non-current assets mainly include tangible and intangible assets in addition to investment property. It is noted that no changes have occurred in the definition or the measurement base of the segments' gain or loss as compared to the consolidated financial statements of the prior year.

## **9. Revenue for contracts with customers for sale of non-biological assets-goods and other material**

Based on IFRS 15 sales from customer contracts relate to sales of non-biological assets-goods and other material is presented as follows:

<i>Amounts in Euro</i>	<b>GROUP</b>		<b>COMPANY</b>	
	<b>30/6/2019</b>	<b>30/6/2018</b>	<b>30/6/2019</b>	<b>30/6/2018</b>
Revenue from contracts with customers for sales of merchandise	4.340.797	5.586.703	621.247	1.303.684
Revenue from contracts with customers for sales of finished and semi-finished goods	2.268.420	2.624.844	1.693.140	2.637.536
Revenue from contracts with customers for sales of other inventories and scrap material	411.944	139.666	290.313	83.876
Revenue from contracts with customers for sales of services	135.331	137.090	151.785	150.445
<b>Total Revenue from contracts with customers for sales of merchandise and other materials</b>	<b>7.156.492</b>	<b>8.488.303</b>	<b>2.756.485</b>	<b>4.175.541</b>

**Revenue from contracts with customers for sales of merchandise:** Sale of merchandise of the Group amounting to € 43 million include fish from third parties, aviculture and aquaculture equipment of the company's subsidiaries. Sales of merchandise decreased from € 5,6 million 30.6.2018 to € 4,3 million 30.06.2019 due to the reduction in Company's fish sales by approximately € 0,7 million and in aviculture merchandise sales by € 0,5 million.

**Revenue from contracts with customers for sales of finished and semi-finished products:** Sales of finished and semi-finished products which include fish feed of the Company as well as aquaculture equipment of the subsidiary companies (own produce) marked a decrease in the six-month period as a result of reduced customer market demand due to lower fish production.

**Revenue from contracts with customers for sales of other inventories and scrap material** Sales of other inventories include payments of fish insurance indemnities, which decreased by € 0,3 million over the six-month period.



**Revenue from contracts with customers for sales of services:** Sales of services include transportation services (of juveniles) to customers of a foreign subsidiary company, as well as maintenance equipment services of a domestic subsidiary to its customers.

## 10. Financial results

Analysis of finance income and expenses is as follows:

### Finance Income

*Amounts in Euro*

	GROUP		COMPANY	
	30/6/2019	30/6/2018	30/6/2019	30/6/2018
Interest income	24.046	21.789	22.095	19.820
<b>Total finance income</b>	<b>24.046</b>	<b>21.789</b>	<b>22.095</b>	<b>19.820</b>

*Amounts in Euro*

	GROUP		COMPANY	
	30/6/2019	30/6/2018	30/6/2019	30/6/2018
Interest expense from bank borrowings at amortised cost	(3.279.516)	(4.207.018)	(3.250.857)	(4.176.262)
Financial cost from finance leases	(80.897)	-	(80.403)	-
Interest expense from defined benefit plans	(25.435)	(25.970)	(24.087)	(24.727)
Financial cost from discounting of financial liabilities	(871.465)	(998.863)	(871.465)	(998.863)
<b>Total finance expenses</b>	<b>(4.257.313)</b>	<b>(5.231.851)</b>	<b>(4.226.811)</b>	<b>(5.199.852)</b>

During the six-month period the proportional discounting of the Company's loan borrowings and interest instalments of a total amount of € 871.465 (2018: € 998.863) have been recognised in financial expenses. Further information is presented in Note 26 "Interest Bearing and Loan Borrowings".

Furthermore, the Group and Company have recognized during the six-month period financial expenses in accordance with IFRS 16 "Leases" an amount of € 80.897 and € 80.403 respectively resulting from the discounting of finance leases due to the adoption of the new standard as of 1 January 2019 (Notes 16, 29).

## 11. Other expenses

The analysis of other expenses is the following:



<i>Amounts in Euro</i>	<b>GROUP</b>		<b>COMPANY</b>	
	<b>30/6/2019</b>	<b>30/6/2018</b>	<b>30/6/2019</b>	<b>30/6/2018</b>
Transportation expenses	(9.793.405)	(9.010.780)	(9.433.940)	(8.643.035)
Printed material and stationery expenses	(1.000.907)	(1.967.808)	(977.304)	(2.086.650)
Other extraordinary expenses	(499.278)	(446.921)	(478.323)	(396.370)
Taxes and stamp duties	(251.233)	(398.288)	(228.162)	(371.456)
Various expenses	(152.104)	(208.208)	(140.804)	(195.015)
Travelling expenses	(215.867)	(190.113)	(164.178)	(136.740)
Sales promotions and advertising expenses	(262.450)	(187.406)	(255.712)	(182.103)
Cleaning expenses	(113.902)	(97.105)	(113.902)	(97.105)
Security expenses	(89.993)	(93.043)	(89.993)	(93.043)
Subscriptions-Contributions	(143.141)	(91.847)	(132.951)	(85.146)
Sales exhibitions	(41.976)	(85.239)	(41.776)	(85.239)
Foreign Exchange differences	(46.066)	(78.400)	(45.668)	(77.761)
Special export expenses	(72.461)	(51.718)	(70.709)	(51.531)
Printed material and stationery expenses	(45.950)	(36.335)	(42.427)	(33.099)
Provisions for bad debts other receivables (Note 23)	(308.256)	(21.639)	(111.910)	(21.639)
<b>Total expenses</b>	<b>(13.036.989)</b>	<b>(12.964.850)</b>	<b>(12.327.759)</b>	<b>(12.555.932)</b>

## 12. Other income

Analysis of other operating income is presented as follows:

<i>Amounts in Euro</i>	<b>GROUP</b>		<b>COMPANY</b>	
	<b>30/6/2019</b>	<b>30/6/2018</b>	<b>30/6/2019</b>	<b>30/6/2018</b>
Sales subsidies and other sales revenue	124.818	68.543	112.234	68.543
Income from other operations	55.615	26.497	25.297	13.880
Income from operating leases	300	300	27.300	27.300
Gain on disposal of assets	1.207	-	707	-
Other income from unutilised provisions of bad debts (Note 23)	6.520	224.414	6.020	179.271
Foreign Exchange differences	28.543	66.767	27.991	63.612
Other income	371.054	103.096	365.725	93.722
<b>Total Income</b>	<b>588.057</b>	<b>489.617</b>	<b>565.274</b>	<b>446.328</b>

Other income mainly relates to third party revenue.

## 13. Income tax expense

<i>Amounts in Euro</i>	<b>GROUP</b>		<b>COMPANY</b>	
	<b>30/6/2019</b>	<b>30/6/2018</b>	<b>30/6/2019</b>	<b>30/6/2018</b>
Current tax	-	(74.121)	-	-
Deferred tax	1.786.631	3.654.803	1.772.504	3.631.530
<b>Income tax expense</b>	<b>1.786.631</b>	<b>3.580.682</b>	<b>1.772.504</b>	<b>3.631.530</b>



The reconciliation of income and deferred tax in the current period is presented below:

<i>Amounts in Euro</i>	<b>GROUP</b>		<b>COMPANY</b>	
	<b>30/6/2019</b>	<b>30/6/2018</b>	<b>30/6/2019</b>	<b>30/6/2018</b>
Current tax	-	(74.121)		
Deferred tax	1.781.456	3.654.803	1.767.329	3.631.530
<b>Total</b>	<b>1.781.456</b>	<b>3.580.682</b>	<b>1.767.329</b>	<b>3.631.530</b>
<b>Profit/(Losses) before tax</b>	<b>(16.810.452)</b>	<b>(17.213.074)</b>	<b>(16.197.063)</b>	<b>(17.049.747)</b>
Tax rate	28%	29%	28%	29%
<b>Estimated tax charge</b>	<b>(4.706.927)</b>	<b>(4.991.791)</b>	<b>(4.535.178)</b>	<b>(4.944.427)</b>
Tax effect of non-taxed income/expense which are non tax deductible for tax purposes	2.920.296	1.411.109	2.762.674	1.312.897
<b>Actual Tax Charge</b>	<b>(1.786.631)</b>	<b>(3.580.682)</b>	<b>(1.772.504)</b>	<b>(3.631.530)</b>

The movement in deferred tax of an amount of € 1,8million and the positive effect in the results after tax of the Group and the Company results from the loss from the biological assets as at 30.06.2019 compared to 31.12.2018.

According to the Group's policies, deferred tax assets are recognized following two (2) consecutive profitable years. As a result, the Group and Company as at 31.12.2018 had carried forward accumulated losses of approximately € 5,9 million, and a thin cap of € 8,1 million for which the company has recognized a deferred tax asset of € 3.902.512 (2018: € 3.902.512). The Group recognizes deferred tax assets for unused prior year losses to the extent that it is probable that future taxable profit will be available against which the unused tax losses will be off-set against the above-mentioned profits in accordance with paragraph 34 of IAS 12 (Note 20).

The parent company and the domestic subsidiary have been audited for tax purposes for the prior years, according to the provisions of par. 5 of article 82 of L. 2238/94 and the provisions of article 65A, of L. 4174/2013 for which "Tax compliance Reports" have been issued. With respect to the financial year 2018, the Company as well as its domestic subsidiary KegoAgri SA are in the process of having the Tax Compliance Certificate issued, as provided by L.4174 / 2013. Upon completion of the tax audit the Group's management does not expect that any significant tax liabilities will result beyond those recognized and reported in the Financial Statements.

Furthermore, the tax years from 2013 up until 2018 of the subsidiary company Predomar remain unaudited, while the audit of the subsidiary company Nireus GMBH for the year 2018 is in progress.

According to the same provisions and based on the tax audit of prior years, companies which may incur taxable profits following the off-set 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 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>GROUP COMPANIES</b>	<b>UNAUDITED TAX YEARS</b>
NIREUS AQUACULTURE S.A (*)	-
PROTEUS EQUIPMENT S.A	Since 2016
PREDOMAR S.L.	Since 2013
KEGO AGRI S.A	-
NIREUS INTERNATIONAL LTD	Since 2006
NIREUS GMBH	-

(\*) Based on recent legislation years 2009 and 2010 are considered time-

Further analysis of deferred taxes is presented in Note 20 “Deferred Tax Assets/(Liabilities)”.

## 14. Losses per share

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

Losses per share (basic)

<i>Amounts in Euro</i>	<b>GROUP</b>	
	<b>30/6/2019</b>	<b>30/6/2018</b>
Earnings /(losses) attributable to equity holders of the Company	(15.023.821)	(13.632.392)
Weighted average number of ordinary shares	293.994.422	293.994.422
<b>Earnings/(losses) per share (€ per share)</b>	<b>(0,0511)</b>	<b>(0,0464)</b>

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

## 15. 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 which are recognized as at the date of measurement.

At the end of the prior year 31 December 2018, the Group and Company revalued their land, buildings, machinery and technical installations (where deemed necessary) in addition to floating means based on accredited valuers “Geoaxis Property and Valuation Services”. The fair value was based in the market values where the current prices were adjusted in accordance with the location, and condition of each individual asset.



The management of the Group and the Company taking into consideration the current conditions resulting from the developments in the Greek economy, as well as the economic environment assessed, given the nature, location and valuation method (the comparable method and the method of residual replacement cost) of the property, assessed that there were no significant changes in the fair values as at 30.06.2019.

Other property, plant and equipment are presented at cost less accumulated depreciation less and impairment costs.

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>									
	Land	Buildings	Other Installations and equipment	Mechanical equipment and technical installations	Other Transportation means (Restated *)	Floating means (Restated *)	Furniture and other equipment	Assets under construction	Total
<i>Amounts in Euro</i>									
<b>Cost</b>									
<b>Balance at 1 January 2018</b>	<b>7.814.984</b>	<b>38.620.304</b>	<b>59.911.740</b>	<b>13.771.076</b>	<b>3.046.120</b>	<b>8.547.850</b>	<b>8.803.467</b>	<b>1.645.032</b>	<b>142.160.573</b>
Additions	21.362	289.559	4.249.733	75.645	1.317.482	94.097	343.690	1.973.344	<b>8.364.912</b>
Disposals	-	-	(251.452)	-	(55.168)	(7.045)	(13.268)	-	<b>(326.933)</b>
Reclassifications	-	-	(330.644)	330.644	-	-	-	-	-
Reclassifications from work-in-progress	-	1.920.753	74.398	-	407.479	-	121.915	(3.335.593)	<b>(811.048)</b>
Transfers to investment property	(210.460)	-	-	-	-	-	-	-	<b>(210.460)</b>
Revaluation	196.854	(4.449.547)	-	(517.803)	-	(617.466)	-	-	<b>(5.387.962)</b>
<b>Balance at 31 December 2018</b>	<b>7.822.740</b>	<b>36.381.069</b>	<b>63.653.775</b>	<b>13.659.562</b>	<b>4.715.913</b>	<b>8.017.436</b>	<b>9.255.804</b>	<b>282.783</b>	<b>143.789.082</b>
<b>Accumulated depreciation</b>									
<b>Balance at 1 January 2018</b>	-	<b>(5.482.589)</b>	<b>(42.764.906)</b>	<b>(4.125.754)</b>	<b>(4.435.270)</b>	<b>(994.635)</b>	<b>(7.987.791)</b>	-	<b>(65.790.945)</b>
Depreciation charge	-	(897.697)	(3.108.050)	(1.395.686)	(60.621)	(751.265)	(229.450)	-	<b>(6.442.769)</b>
Disposals	-	(204)	151.452	-	46.884	2.059	12.305	-	<b>212.496</b>
Reclassifications	-	-	36.399	(36.399)	584.116	(584.116)	-	-	-
Revaluation of assets	-	2.729.474	-	5.557.838	-	2.327.957	-	-	<b>10.615.269</b>
<b>Balance at 31 December 2018</b>	-	<b>(3.651.016)</b>	<b>(45.685.105)</b>	<b>(1)</b>	<b>(3.864.891)</b>	<b>(0)</b>	<b>(8.204.936)</b>	-	<b>(61.405.949)</b>
<b>Net Book Value at 31 December 2018</b>	<b>7.822.740</b>	<b>32.730.053</b>	<b>17.968.670</b>	<b>13.659.561</b>	<b>851.022</b>	<b>8.017.436</b>	<b>1.050.868</b>	<b>282.783</b>	<b>82.383.133</b>
<b>Cost</b>									
<b>Balance at 1 January 2019</b>	<b>7.822.740</b>	<b>36.381.069</b>	<b>63.653.775</b>	<b>13.659.562</b>	<b>4.715.913</b>	<b>8.017.436</b>	<b>9.255.804</b>	<b>282.783</b>	<b>143.789.082</b>
Additions	-	62.804	1.636.235	-	135.459	-	79.789	405.185	<b>2.319.472</b>
Disposals	-	-	(7.070)	-	-	-	-	-	<b>(7.070)</b>
Reclassifications	-	-	(18.869)	29.096	(10.227)	-	-	-	-
Reclassifications from work-in-progress	-	-	-	-	-	-	-	(650.914)	<b>(650.914)</b>
<b>Balance at 30 June 2019</b>	<b>7.822.740</b>	<b>36.443.873</b>	<b>65.264.071</b>	<b>13.688.658</b>	<b>4.841.145</b>	<b>8.017.436</b>	<b>9.335.593</b>	<b>37.054</b>	<b>145.450.570</b>
<b>Accumulated depreciation</b>									
<b>Balance at 1 January 2019</b>	-	<b>(3.651.016)</b>	<b>(45.685.105)</b>	<b>(1)</b>	<b>(3.864.891)</b>	<b>(0)</b>	<b>(8.204.936)</b>	-	<b>(61.405.949)</b>
Depreciation charge	-	(456.134)	(1.631.325)	(608.016)	(51.137)	(200.044)	(113.136)	-	<b>(3.059.792)</b>
Reclassifications	-	-	(10.227)	-	10.227	-	-	-	-
<b>Balance at 30 June 2019</b>	-	<b>(4.107.150)</b>	<b>(47.326.657)</b>	<b>(608.017)</b>	<b>(3.905.801)</b>	<b>(200.044)</b>	<b>(8.318.072)</b>	-	<b>(64.465.741)</b>
<b>Net Book Value at 30 June 2019</b>	<b>7.822.740</b>	<b>32.336.723</b>	<b>17.937.414</b>	<b>13.080.641</b>	<b>935.344</b>	<b>7.817.392</b>	<b>1.017.521</b>	<b>37.054</b>	<b>80.984.829</b>

(\* ) Due to a reclassification from of floating means technical equipment from the non fair valued asset category "Other transportation means" to the fair value asset category, as at 31.12.2018, "Floating means".





**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 2018</b>	<b>7.709.746</b>	<b>35.786.559</b>	<b>61.423.065</b>	<b>13.354.784</b>	<b>2.890.687</b>	<b>8.547.850</b>	<b>8.631.593</b>	<b>1.645.032</b>	<b>139.989.316</b>
Additions	21.362	280.873	4.470.785	-	1.317.482	94.097	337.727	1.973.344	8.495.670
Disposals	-	-	(251.452)	-	(55.168)	(7.045)	(12.716)	-	(326.381)
Reclassifications from work-in-progress	-	1.920.753	74.398	-	407.479	-	121.915	(3.335.593)	(811.048)
Transfers to investment property	(210.460)	-	-	-	-	-	-	-	(210.460)
Revaluation	111.023	(4.404.663)	-	(469.460)	-	(617.466)	-	-	(5.380.566)
<b>Balance at 31 December 2018</b>	<b>7.631.671</b>	<b>33.583.522</b>	<b>65.716.796</b>	<b>12.885.324</b>	<b>4.560.480</b>	<b>8.017.436</b>	<b>9.078.519</b>	<b>282.783</b>	<b>141.756.531</b>
<b>Accumulated depreciation</b>									
<b>Balance at 1 January 2018</b>	-	<b>(4.686.440)</b>	<b>(43.142.818)</b>	<b>(4.003.782)</b>	<b>(4.300.406)</b>	<b>(994.636)</b>	<b>(7.834.155)</b>	-	<b>(64.962.237)</b>
Depreciation charge	-	(657.453)	(3.313.532)	(1.303.725)	(59.918)	(751.264)	(222.987)	-	(6.308.879)
Disposals	-	-	151.452	-	46.884	2.059	11.909	-	212.304
Reclassifications	-	-	-	-	584.116	(584.116)	-	-	-
Revaluation of assets	-	2.520.631	-	5.307.507	-	2.327.957	-	-	10.156.095
<b>Balance at 31 December 2018</b>	-	<b>(2.823.262)</b>	<b>(46.304.898)</b>	-	<b>(3.729.324)</b>	-	<b>(8.045.233)</b>	-	<b>(60.902.717)</b>
<b>Net Book Value at 31 Decembers 2018</b>	<b>7.631.671</b>	<b>30.760.260</b>	<b>19.411.898</b>	<b>12.885.324</b>	<b>831.156</b>	<b>8.017.436</b>	<b>1.033.286</b>	<b>282.783</b>	<b>80.853.814</b>
<b>Cost</b>									
<b>Balance at 1 January 2019</b>	<b>7.631.671</b>	<b>33.583.522</b>	<b>65.716.796</b>	<b>12.885.324</b>	<b>4.560.480</b>	<b>8.017.436</b>	<b>9.078.519</b>	<b>282.783</b>	<b>141.756.531</b>
Additions	-	62.804	1.661.660	-	135.459	-	77.321	405.185	2.342.429
Disposals	-	-	(7.070)	-	-	-	-	-	(7.070)
Reclassifications	-	-	(19.111)	29.338	(10.227)	-	-	-	-
Reclassifications from work-in-progress	-	-	-	-	-	-	-	(650.914)	(650.914)
<b>Balance at 30 June 2019</b>	<b>7.631.671</b>	<b>33.646.326</b>	<b>67.352.275</b>	<b>12.914.662</b>	<b>4.685.712</b>	<b>8.017.436</b>	<b>9.155.840</b>	<b>37.054</b>	<b>143.440.976</b>
<b>Accumulated depreciation</b>									
<b>Balance at 1 January 2019</b>	-	<b>(2.823.262)</b>	<b>(46.304.898)</b>	-	<b>(3.729.324)</b>	-	<b>(8.045.233)</b>	-	<b>(60.902.717)</b>
Depreciation charge	-	(332.035)	(1.736.012)	(551.135)	(50.804)	(200.044)	(110.577)	-	(2.980.607)
Reclassifications	-	-	(10.227)	-	10.227	-	-	-	-
<b>Balance at 30 June 2019</b>	-	<b>(3.155.297)</b>	<b>(48.051.137)</b>	<b>(551.135)</b>	<b>(3.769.901)</b>	<b>(200.044)</b>	<b>(8.155.810)</b>	-	<b>(63.883.324)</b>
<b>Net Book Value at 30 June 2019</b>	<b>7.631.671</b>	<b>30.491.029</b>	<b>19.301.138</b>	<b>12.363.527</b>	<b>915.811</b>	<b>7.817.392</b>	<b>1.000.030</b>	<b>37.054</b>	<b>79.557.652</b>

(\*) Due to a reclassification from of floating means technical equipment from the non fair valued asset category "Other transportation means" to the fair value asset category, as at 31.12.2018, "Floating means".

Amortization of grants on assets has been offset against the figure 'depreciation' in the Profit and loss statement. With respect to the six-month period, the grant income figure amounted to € 286.484 for the Company and € 318.754 for the Group. The corresponding prior year figure amounted to € 301.748 for the Company and € 336.763 for the Group.

Other Installations and equipment mainly include fixed assets concerning fattening and hatchery units and more specifically regards cages, nets, anchorage, air compressor, generators, filters etc.

Mortgages and pledges on the Group's assets are analysed in paragraph 31, below.

## 16. Right-of-use Assets

Following the adoption of IFRS 16 as of 1.1.2019 the Group and Company measured their Right-to-Use assets in accordance with the requirements of the new standard and on the basis of a unified accounting model which required the recognition and presentation of leases in the Statement of Financial Position. The Group's Right-to Use assets include leases for buildings, machinery, technical installations, land and sea area and other transportation means. As of June 30, 2019 the net book value of assets recorded under finance leases amounted to € 2.443.106 and € 2.398.033 for the Group and Company respectively.



GROUP	Right-of-Use Assets			
	Buildings Land & Sea areas	Mechanical equipment and technical installations	Other Transportation means	Total
<i>Amounts in €</i>				
<b>Cost</b>				
Balance 1 January 2018 (Published)	-	-	-	-
Balance 1 January 2018 (Restated)	2.623.552	19.438	903.404	3.546.394
Additions	-	-	-	-
<b>Balance 30 June 2019</b>	<b>2.623.552</b>	<b>19.438</b>	<b>903.404</b>	<b>3.546.394</b>
<b>Accumulated Depreciation</b>				
Balance 1 January 2018 (Published)	-	-	-	-
Balance 1 January 2018 (Restated)	(269.857)	-	(581.138)	(850.995)
Depreciation expense	(126.360)	(8.381)	(117.552)	(252.292)
<b>Balance 30 June 2019</b>	<b>(396.217)</b>	<b>(8.381)</b>	<b>(698.690)</b>	<b>(1.103.288)</b>
<b>Net Book Value 30 June 2019</b>	<b>2.227.335</b>	<b>11.057</b>	<b>204.714</b>	<b>2.443.106</b>

## COMPANY

COMPANY	Right-of-Use Assets			
	Buildings Land & Sea areas	Mechanical equipment and technical installations	Other Transportation means	Total
<i>Amounts in €</i>				
<b>Cost</b>				
Balance 1 January 2018 (Published)	-	-	-	-
Balance 1 January 2018 (Restated)	2.623.552	-	845.114	3.468.666
Additions	-	-	-	-
<b>Balance 30 June 2019</b>	<b>2.623.552</b>	<b>-</b>	<b>845.114</b>	<b>3.468.666</b>
<b>Accumulated Depreciation</b>				
Balance 1 January 2018 (Published)	-	-	-	-
Balance 1 January 2018 (Restated)	(269.857)	-	(564.991)	(834.849)
Depreciation expense	(126.360)	-	(109.425)	(235.785)
<b>Balance 30 June 2019</b>	<b>(396.217)</b>	<b>-</b>	<b>(674.416)</b>	<b>(1.070.633)</b>
<b>Net Book Value 30 June 2019</b>	<b>2.227.335</b>	<b>-</b>	<b>170.698</b>	<b>2.398.033</b>

Depreciation of Right-of-Use assets of the Group and the Company of an amount of € 252.292 and € 235.85 is included in the Depreciation figure of the Income Statement.



## 17. Goodwill

Goodwill is analyzed as follows:

<b>GROUP</b>		<b>COMPANY</b>	
<i>Amounts in Euro</i>		<i>Amounts in Euro</i>	
Carrying value at 1 January 2018	<b>30.298.997</b>	Carrying value at 1 January 2018	<b>29.968.825</b>
Carrying value at 31 December 2018	<b>30.298.997</b>	Carrying value at 31 December 2018	<b>29.968.825</b>
Carrying value at 30 June 2019	<b>30.298.997</b>	Carrying value at 30 June 2019	<b>29.968.825</b>

The impairment test of Goodwill and Aquaculture licenses are performed at each reporting period as well as when indications exist.

As referred to in the financial statement which ended December 31, 2018, and 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 8). 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>30/6/2019</b>	<b>31/12/2018</b>	<b>30/6/2019</b>	<b>31/12/2018</b>	<b>30/6/2019</b>	<b>31/12/2018</b>	<b>30/6/2019</b>	<b>31/12/2018</b>
<b>Goodwill</b>	26.590.022	26.590.022	3.708.975	3.708.975	-	-	30.298.997	30.298.997
<b>Aquaculture Licenses</b>	13.680.000	13.680.000	-	-	-	-	13.680.000	13.680.000

Due to the general economic environment and the decrease in prices, the Group reexamined the assumptions which it had used as at 31.12.2018 for the impairment test. Based on the results, the recoverable amount of intangible assets as at 30 June 2019 exceeds the carrying amount and thus no impairment for goodwill is deemed necessary. For the impairment test, reduced prices and a reduction in WACC were taken into consideration.

## 18. Intangible assets

The intangible assets of the Group mainly concern acquired aquaculture licenses and computer software licenses. Analysis of the carrying values of the above is presented in summarized form 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 2018</b>	<b>11.210.389</b>	<b>13.680.000</b>	<b>24.890.389</b>
Additions	204.208	-	204.208
Transfers from work under construction	811.048	-	811.048
<b>Balance 31 December 2018</b>	<b>12.225.645</b>	<b>13.680.000</b>	<b>25.905.645</b>
<b>Accumulated amortisation</b>			
<b>Balance 1 January 2018</b>	<b>(9.510.201)</b>	-	<b>(9.510.201)</b>
Amortisation charge	(782.363)	-	(782.363)
<b>Balance at 31 December 2018</b>	<b>(10.292.564)</b>	-	<b>(10.292.564)</b>
<b>Net book value at 31 December 2018</b>	<b>1.933.081</b>	<b>13.680.000</b>	<b>15.613.081</b>
<b>Cost</b>			
<b>Balance 1 January 2019</b>	<b>12.225.645</b>	<b>13.680.000</b>	<b>25.905.645</b>
Additions	2.773	-	2.773
Transfers from work under construction	650.914	-	650.914
<b>Balance 30 June 2019</b>	<b>12.879.332</b>	<b>13.680.000</b>	<b>26.559.332</b>
<b>Accumulated amortisation</b>			
<b>Balance 1 January 2019</b>	<b>(10.292.564)</b>	-	<b>(10.292.564)</b>
Amortisation expense	(418.339)	-	(418.339)
<b>Balance at 30 June 2019</b>	<b>(10.710.903)</b>	-	<b>(10.710.903)</b>
<b>Net book value at 30 June 2019</b>	<b>2.168.429</b>	<b>13.680.000</b>	<b>15.848.429</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 2018</b>	<b>11.203.314</b>	<b>11.475.000</b>	<b>22.678.314</b>
Additions	204.208	-	204.208
Transfers from work under construction	811.048	-	811.048
<b>Balance 31 December 2018</b>	<b>12.218.570</b>	<b>11.475.000</b>	<b>23.693.570</b>
<b>Accumulated amortisation</b>			
<b>Balance 1 January 2018</b>	<b>(9.503.126)</b>	-	<b>(9.503.126)</b>
Amortisation charge	(782.363)	-	(782.363)
<b>Balance at 31 December 2018</b>	<b>(10.285.489)</b>	-	<b>(10.285.489)</b>
<b>Net book value at 31 December 2018</b>	<b>1.933.081</b>	<b>11.475.000</b>	<b>13.408.081</b>
<b>Cost</b>			
<b>Balance 1 January 2019</b>	<b>12.218.570</b>	<b>11.475.000</b>	<b>23.693.570</b>
Additions	2.773	-	2.773
Transfers from work under construction	650.914	-	650.914
<b>Balance 30 June 2019</b>	<b>12.872.257</b>	<b>11.475.000</b>	<b>24.347.257</b>
<b>Accumulated amortisation</b>			
<b>Balance 1 January 2019</b>	<b>(10.285.489)</b>	-	<b>(10.285.489)</b>
Amortisation expense	(418.339)	-	(418.339)
<b>Balance at 30 June 2019</b>	<b>(10.703.828)</b>	-	<b>(10.703.828)</b>
<b>Net book value at 30 June 2019</b>	<b>2.168.429</b>	<b>11.475.000</b>	<b>13.643.429</b>

“Aquaculture licences” on a Group level relate to the value of the aquaculture licenses of the Company, the Group “SEAFARM IONIAN SA”, “KEGO AGRI SA”, and “PREDOMAR S.L”, which resulted from 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, RED ANCHOR SA and SEAFARM IONIAN SA. The aforementioned goodwill is not depreciated but is assessed for impairment loss at each reporting period, in accordance with IAS 36 (Note 17).

The management of the Group and the Company during the current period examined the current conditions arising from the developments in the Greek economy and the general context of the economic environment and assessed that there are no significant changes in the fair values as at 30.06.2019.



## 19. Investments in subsidiaries

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

<i>Amounts in Euro</i>	<b>COMPANY</b>
	<b>30/6/2019</b>
Opening Balance	<b>13.837.595</b>
<b>Closing Balance</b>	<b>13.837.595</b>

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

COMPANY NAME	31/12/2018				30/6/2019			Country of incorporation	Percentage Shareholding 30.06.2019
	Cost 01.01.2018	Share Capital Increase	Impairment of Investment	Amount as per Financial Position	Share Capital Increase	Impairment of Investment	Amount as per Financial Position		
PROTEUS SA	1.379.347	-	-	1.379.347	-	-	1.379.347	GREECE	100,00%
NIREUS GMBH	-	-	-	-	-	-	-	GERMANY	100,00%
NIREUS INTERNATIONAL LTD	6.400.033	105.381	-	6.505.414	-	-	6.505.414	CYPRUS	100,00%
KEGO AGRI S.A	5.952.834	-	-	5.952.834	-	-	5.952.834	GREECE	100,00%
<b>TOTAL</b>	<b>13.732.214</b>	<b>105.381</b>	<b>-</b>	<b>13.837.595</b>	<b>-</b>	<b>-</b>	<b>13.837.595</b>		

As at 30.6.2019 the Group does not have any non-controlling interests.

It should be noted that there are no restrictions between the Group and the above-mentioned subsidiaries as regards their access to the assets and the liabilities of the Group, nor is there any restriction to the transfer of funds and dividends between the Group and companies.

### IMPAIRMENT TEST

As mentioned in the annual financial statements of year ended 31 December 2018, for the purpose of impairment testing, the Company recognized similar in nature Cash Generating Units as these have been recognized on a Group level which cover the individual investments of the subsidiary companies. The cash generating units recognized 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	
	30/6/2019	31/12/2018	30/6/2019	31/12/2018	30/6/2019	31/12/2018
Investments in subsidiaries	7.884.760	7.884.760	5.952.835	5.952.835	13.837.595	13.837.595

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, 2018 (Note 17).

Due to the general economic environment and the decrease in prices the Group reexamined the assumptions which it had used as at 31.12.2018 for the impairment test. The results were that the recoverable amount of the segments exceeds the carrying value and concluded that no impairment for goodwill is deemed necessary.

## 20. 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				STATEMENT OF PROFIT OR LOSS			
	GROUP		COMPANY		GROUP		COMPANY	
	30/6/2019	31/12/2018	30/6/2019	31/12/2018	30/6/2019	31/12/2018	30/6/2019	31/12/2018
<b>DEFERRED TAX LIABILITIES</b>								
Intangible assets	(193.062)	(244.511)	(193.062)	(244.511)	51.449	48.759	51.449	48.759
Property, Plant & Equipment	(8.368.945)	(8.392.387)	(7.952.988)	(7.974.621)	23.442	115.963	21.633	119.309
Investments in subsidiaries	-	-	1.287.445	1.287.445	-	-	-	-
Biological Assets	(4.576.022)	(5.782.444)	(4.324.836)	(5.583.290)	1.206.422	3.461.249	1.258.454	3.432.648
Receivables	6.065.914	5.979.141	5.273.834	5.241.824	86.773	(336.627)	32.010	(323.535)
Long-term loan borrowings	(3.268.713)	(3.512.723)	(3.268.713)	(3.512.723)	244.010	289.670	244.010	289.670
Net Employee defined Benefit obligations	774.929	748.051	726.194	700.866	26.878	27.188	25.328	25.657
Other non-current liabilities	67.827	85.232	45.049	62.454	(17.405)	(20.875)	(17.405)	(20.875)
Provisions	1.421.647	1.260.855	1.326.333	1.173.652	160.793	69.476	152.681	59.897
Other current liabilities	(50.087)	(91.441)	(23.803)	(65.268)	4.269	-	4.344	-
Receivable from tax losses carried forward	3.902.512	3.902.512	3.902.512	3.902.512	-	-	-	-
	<b>(4.224.000)</b>	<b>(6.047.715)</b>	<b>(3.202.035)</b>	<b>(5.011.660)</b>	<b>1.786.631</b>	<b>3.654.803</b>	<b>1.772.504</b>	<b>3.631.530</b>
<b>TOTAL DEFERRED TAX ASSETS</b>	558.044	440.184	-	-				
<b>TOTAL DEFERRED TAX LIABILITIES</b>	(4.782.044)	(6.487.899)	(3.202.035)	(5.011.660)				
<b>TOTAL DEFERRED TAX</b>	<b>(4.224.000)</b>	<b>(6.047.715)</b>	<b>(3.202.035)</b>	<b>(5.011.660)</b>				

The basic income tax rate for Societe Anonyme companies in Greece for the fiscal year 2019 is 28% (2018: 29%). Pursuant to Article 23 of the recent Law 4579, passed in December 2018, the tax rates for the profits resulting from business activity of legal persons are gradually reduced by 1% per year, as follows: 28% for the tax year 2019, 27% for the tax year 2020, 26% for the tax year 2021 and 25% for the tax year 2022 onwards.

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 30.06.2019 relate to the subsidiary located in Spain by an amount of € 269.791 (tax rate 25%), and by an amount of € 4.512.253 for companies located in Greece. The respective amounts as at 31.12.2018 were, for the Company located in Spain of an amount of € 162.750, and an amount of € 6.325.148 for companies that are located in Greece.

The deferred tax receivables for the Group as at 30.06.2019 of € 558.044 relate to companies located in Greece. The corresponding amounts as at 31.12.2018 of € 440.184 result from the companies located in Greece.

According to the Group's policy, deferred tax assets are recognised following two consecutive profitable years. As a result, the Company has recognised a deferred tax asset on unused tax losses of an amount of € 3.902.512 (2018 € 3.902.512, to the extent that it is probable that future taxable profits will be available against which unused tax losses will be available to be offset against future profits in accordance with paragraph 34 of IAS 12 (Note 13).



## 21. 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 as of 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 which is the market at which the greatest volume of activity is observed.

During periods of substantial increases/(decreases) of biological assets and increases/(decreases) in sales prices, the above methodology applied, results in significant gains/(losses) arising from the difference between the product cost and fair value measurement in terms of sales prices.

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>30/6/2019</b>	<b>31/12/2018</b>	<b>30/6/2019</b>	<b>31/12/2018</b>
<b>Balance of biological assets at 1 January</b>	<b>185.897.457</b>	<b>197.082.545</b>	<b>176.279.661</b>	<b>187.704.805</b>
Increases due to purchases of biological assets	219.371	604.286	219.371	257.820
Gain/Loss arising from changes in fair value attributable to price or quantity changes of biological assets	59.218.066	163.798.189	55.001.704	152.960.453
Decreases due to sales of biological assets	(89.618.221)	(175.587.563)	(84.052.097)	(164.643.417)
<b>Ending balance of biological assets</b>	<b>155.716.673</b>	<b>185.897.457</b>	<b>147.448.639</b>	<b>176.279.661</b>
<b>ANALYSIS OF BIOLOGICAL ASSETS IN BALANCE SHEET</b>				
A) Biological assets of fish (Assets – Non-current assets)	89.121.208	70.826.057	84.787.583	67.022.531
B) Biological Poultry-Livestock (Assets - Non-current assets)		373.000		
<b>TOTAL BIOLOGICAL ASSETS - Assets - Non-current</b>	<b>89.121.208</b>	<b>71.199.057</b>	<b>84.787.583</b>	<b>67.022.531</b>
C) Biological assets fish (Inventories - Current assets)	66.595.465	114.533.782	62.661.056	109.257.130
D) Biological Poultry-Livestock (Inventories - Current assets)	-	164.618	-	-
<b>TOTAL BIOLOGICAL ASSETS - Assets - Current</b>	<b>66.595.465</b>	<b>114.698.400</b>	<b>62.661.056</b>	<b>109.257.130</b>
<b>TOTAL BIOLOGICAL ASSETS</b>	<b>155.716.673</b>	<b>185.897.457</b>	<b>147.448.639</b>	<b>176.279.661</b>

The effect from the valuation of biological assets at fair value compared to the valuation of biological assets at cost amounts to a loss of € 4.258.610 (2018: loss € 12.061.521) for the Group and to a loss of an amount of € 4.494.477 (2018: Loss € 11.836.716) for the Company.

### Analysis of the Effect of Valuation of Biological Assets at Fair Value

	<b>GROUP</b>			<b>COMPANY</b>		
	<b>Stated at cost</b>	<b>Adjustments</b>	<b>Measurement at fair values IFRS</b>	<b>Stated at cost</b>	<b>Adjustments</b>	<b>Measurement at fair values IFRS</b>
Fair value of Biological assets at beginning 1.1.2019	165.252.899	20.644.558	185.897.457	156.360.370	19.919.291	176.279.661
<b>Less:</b> Fair value of Biological assets at ending 30.06.2019	139.330.725	16.385.948	155.716.673	132.023.825	15.424.814	147.448.639
<b>Gain/(loss) in the movement in the fair value of biological assets</b>	<b>(25.922.174)</b>	<b>(4.258.610)</b>	<b>(30.180.784)</b>	<b>(24.336.545)</b>	<b>(4.494.477)</b>	<b>(28.831.022)</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 variations in the market price will significantly result in changes in the valuation.

The decrease in the Group's biological assets as at 30.06.2019 as compared to the prior year 31.12.2018 by approximately € 30,2 million, is mainly attributed to the reduced biomass of fresh fish. This is attributed to their biological cycle and based on which a recovery in their biomass is noted during the second semester with an optimum increase in their size volume expected during the end of the year.

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, based on the agreement dated 01.01.2019 has provided to the company NORSILDMEL INNOVATION A/S a floating lien on its fish population, amounting to € 10,3 million to secure its outstanding balance. The pledge is valid and in force until 31.12.2019.

First class pledged assets regarding the biological assets of fish population against loans obtained amount to € 129.700.000, and second-class pledges in favor of the bondholders amount to € 10.300.000, while as a first-class pledge in favor of suppliers the figure amounts to € 10.300.000, as described in Note 31 below.



## 22. Inventories

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

<i>Amounts in Euro</i>	<b>GROUP</b>		<b>COMPANY</b>	
	<b>30/6/2019</b>	<b>31/12/2018</b>	<b>30/6/2019</b>	<b>31/12/2018</b>
Merchandise	1.182.943	1.090.489	1.878	126.192
Finished and semi-finished goods	9.954.343	4.469.784	9.798.360	4.215.257
Work in progress	109.740	82.269	109.740	82.269
Raw and auxiliary materials-Package materials	5.838.886	5.126.879	4.722.941	4.005.294
Consumables	71.716	123.837	53.699	42.762
<b>Total</b>	<b>17.157.628</b>	<b>10.893.258</b>	<b>14.686.618</b>	<b>8.471.774</b>

The increase of the Group's finished and semi-finished products during the period by € 6,3 million, from € 10,9 million 31.12.2018 to € 17,2 million 30.06.2019, is due to own production of fish feed which during the summer months when significant growth of fish is noted requirements for fish feed are higher compared to the corresponding needs during the winter months.

The amount of inventories consumed during the period and included in the figure “raw materials consumption” in the Income Statement, amounts to € 36,9 million for the Group and to € 31,6 million for the Company.

## 23. Trade and other receivables

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

### A. Trade Receivables

<i>Amounts in Euro</i>	<b>GROUP</b>		<b>COMPANY</b>	
	<b>30/6/2019</b>	<b>31/12/2018</b>	<b>30/6/2019</b>	<b>31/12/2018</b>
Trade receivables to third parties (Trade debtors)	37.683.605	35.578.242	33.210.405	30.812.563
Trade receivables from third parties (Intercompany)	-	-	3.674.154	3.487.695
Trade receivables from third parties (Notes)	2.822.767	2.893.422	1.321.747	1.334.920
Trade receivables from third parties (Cheques receivable)	10.923.661	12.485.497	7.113.525	7.803.414
Provision for uncollectible receivables	(15.914.469)	(15.486.080)	(12.741.026)	(12.645.095)
<b>Total</b>	<b>35.515.564</b>	<b>35.471.081</b>	<b>32.578.805</b>	<b>30.793.497</b>

The movement in the established provision for bad debts of trade receivables is presented below:



Amounts in €

	<b>GROUP</b>		<b>COMPANY</b>	
	<b>30/6/2019</b>	<b>31/12/2018</b>	<b>30/6/2019</b>	<b>31/12/2018</b>
Opening Balance	15.486.080	15.857.558	12.645.096	12.918.233
Additions during the year	298.297	11.754	101.951	11.754
Reclassification from trade receivables to customers	136.612	-	-	-
Effect from the change in accounting policy	-	121.463	-	93.912
Write-offs	(6.020)	(141.281)	(6.020)	(141.189)
Reversals (income from used provisions)	(500)	(363.414)	-	(237.614)
<b>Closing Balance</b>	<b>15.914.469</b>	<b>15.486.080</b>	<b>12.741.026</b>	<b>12.645.095</b>

With respect to the Group's receivables, an assessment of the impairment indicators has been performed. Receivables that have been impaired mainly relate to the Group's customers and debtors who encounter financial difficulties. The movement during the period of the established provision of the Group of an amount of € 428.389 mainly relates to additional bad debts of an amount of € 298.297 from which an amount of €101.951 relates to the company, in addition to an amount of € 136.612 which regards a reclassification of a customer balance to the category of bad debts.

All of the above receivables are current and of a short-term maturity. It is considered that the fair value of these current financial assets approximates its carrying value. There is no concentration of credit risk in relation to these customers given that the Group maintains a large number of customers thus resulting in a high dispersion of credit risk.

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

## B. Other Receivables

<i>Amounts in Euro</i>	<b>GROUP</b>		<b>COMPANY</b>	
	<b>30/6/2019</b>	<b>31/12/2018</b>	<b>30/6/2019</b>	<b>31/12/2018</b>
Sundry debtors - third parties	8.429.906	8.666.263	8.283.371	8.600.494
Sundry debtors intercompanies	-	-	593.302	714.770
Receivable from the State	2.170.099	3.265.919	1.964.946	2.949.921
Bad debt receivables	2.629.712	2.629.712	2.629.712	2.629.712
Employee financial assistance	75.630	95.807	75.630	77.414
Provision for bad debts	(9.747.713)	(9.737.754)	(9.739.399)	(9.729.440)
<b>Total</b>	<b>3.557.634</b>	<b>4.919.947</b>	<b>3.807.562</b>	<b>5.242.871</b>

The decrease in receivables of the Group by € 1,4 million, from € 4,9 million 31.12.2018 to € 3,6 million 30.6.2019, is attributed to the decrease in receivables from the State mainly due to the collection of the Company's VAT claims.

All of the above receivables are considered to be of a short-term maturity. The carrying amount of the short-term financial assets is considered to approximate its fair value.

The balance of other receivables includes a respective provision which is analysed as follows:



**Other receivables**

Amounts in €

	<b>GROUP</b>		<b>COMPANY</b>	
	<b>30/6/2019</b>	<b>31/12/2018</b>	<b>30/6/2019</b>	<b>31/12/2018</b>
Opening Balance	9.737.754	10.569.319	9.729.439	10.561.003
Additions during the year	9.959	-	9.959	-
Reclassification from trade receivables	-	-	-	-
Write-offs of provisions of other receivables	-	(816.895)	-	(816.895)
Used provisions	-	(14.669)	-	(14.669)
<b>Closing Balance</b>	<b>9.747.713</b>	<b>9.737.754</b>	<b>9.739.399</b>	<b>9.729.439</b>

It should be noted that under IAS 32 financial assets have been offset against financial liabilities.

## 24. Restricted Cash

As at 30.06.2019 the Group and Company have restricted cash balances of an amount of € 10.966.382,52 (31.12.2018: € 10.878.777,89) 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 € 5.118.300 regards VAT returns for years 2018 and 2019 provided as a pledge for a bond loan, an amount of € 205.093,40 relates to letters of guarantees of the National Bank for the good performance and payment of sea leases, an amount of € 1.481,58 relates to a pledge for the short-term loans of Eurobank, an amount of € 194.707,61 from which (a) an amount of € 15.629,38 relates to letters of guarantees issued for the good performance and payment of sea leases while (b) an amount of € 179078,23 concerns short-term borrowings from Piraeus Bank, an amount of € 104.664,58 regards the commitment for repayment of interest and taxes of the convertible bond loan issued in 2007, an amount of € 184,20 relates to short-term borrowings of Alpha Bank and an amount of € 556,65 relates to the short-term borrowings of Eurobank.

Furthermore, during the year an amount of € 1.341.394,50 was deemed restricted due to the Company's liability of an indemnity towards a third party in relation to a court litigation which is in progress before the Athens Multi-Member court of First Instance (Note 31).

## 25. Issued Share Capital and Reserves

### Issued Share Capital

The Share Capital of the Company consists of common registered shares of € 0,30 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 on the Athens Stock Exchange.

	<b>GROUP</b>					<b>COMPANY</b>				
	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 2018	294.016.812	88.205.044	(47.271)	36.787.122	124.944.895	294.016.812	88.205.044	(47.271)	36.787.122	124.944.895
Balance at 31 December 2018	294.016.812	88.205.044	(47.271)	36.787.122	124.944.895	294.016.812	88.205.044	(47.271)	36.787.122	124.944.895
Balance at 30 June 2019	294.016.812	88.205.044	(47.271)	36.787.122	124.944.895	294.016.812	88.205.044	(47.271)	36.787.122	124.944.895



The Share Capital of the company amounted to € 88.205.043,60 divided into 294.016.812 common shares with voting rights, at a nominal value of € 0,30 each as at 30.06.2019.

**Fair value Revaluation Reserve**

The analysis of fair value reserves is as follows:

<i>Amounts in Euro</i>	<b>GROUP</b>	<b>COMPANY</b>
<b>Balance at 31 December 2018</b>	<b>42.418.363</b>	<b>41.742.522</b>
<b>Balance at 30 June 2019</b>	<b>42.418.363</b>	<b>41.742.522</b>

**Other Reserves**

Other reserves of the Group and Company are as follows:

<b>GROUP</b>							
<i>Amounts in Euro</i>							
	LEGAL RESERVE	UNDER SPECIAL LAW PROVISIONS	RESERVE INTENDED FOR SHARE CAPITAL INCREASE	SHARE BASED PAYMENTS RESERVE	ACTUARIAL DIFFERENCE S RESERVE	OTHER RESERVES	TOTAL OTHER CAPITAL RESERVES
<b>Balance at 1 January 2018</b>	3.678.290	727.788	-	-	213.252	69.572.129	74.191.460
Actuarial gains and losses from pension obligations	-	-	-	-	(33.920)	-	(33.920)
<b>Balance at 31 December 2018</b>	<b>3.678.290</b>	<b>727.788</b>	<b>-</b>	<b>-</b>	<b>179.332</b>	<b>69.572.129</b>	<b>74.157.540</b>
<b>Balance at 30 June 2019</b>	<b>3.678.290</b>	<b>727.788</b>	<b>-</b>	<b>-</b>	<b>179.332</b>	<b>69.572.129</b>	<b>74.157.540</b>

<b>COMPANY</b>							
<i>Amounts in Euro</i>							
	LEGAL RESERVE	UNDER SPECIAL LAW PROVISIONS	RESERVE INTENDED FOR SHARE CAPITAL INCREASE	SHARE BASED PAYMENTS RESERVE	ACTUARIAL DIFFERENCE S RESERVE	VARIOUS RESERVES	TOTAL OTHER CAPITAL RESERVES
<b>Balance at 1 January 2018</b>	3.487.165	624.273	-	-	216.909	69.563.850	73.892.197
Actuarial gains and losses from pension obligations	-	-	-	-	(20.784)	-	(20.784)
<b>Balance at 31 December 2018</b>	<b>3.487.165</b>	<b>624.273</b>	<b>-</b>	<b>-</b>	<b>196.125</b>	<b>69.563.850</b>	<b>73.871.413</b>
<b>Balance at 30 June 2019</b>	<b>3.487.165</b>	<b>624.273</b>	<b>-</b>	<b>-</b>	<b>196.125</b>	<b>69.563.850</b>	<b>73.871.413</b>

Under the Greek law, companies are required to transfer at least 5% of their annual net profits to a statutory reserve until the reserve equals one third of the share capital. This reserve cannot be distributed but can be used to write-off cumulative losses.



## 26. Interest Bearing and Loan Borrowings

The non-current and current borrowings are as follows:

<i>Amounts in Euro</i>	<b>GROUP</b>		<b>COMPANY</b>	
	<b>30/6/2019</b>	<b>31/12/2018</b>	<b>30/6/2019</b>	<b>31/12/2018</b>
Total non-current borrowings	116.792.118	107.228.006	116.792.118	107.207.374
Total liabilities payable in following year	41.365.813	38.936.946	41.304.318	38.855.716
Total short-term loans	4.185.875	12.973.402	4.142.114	12.478.085
<b>Total loans</b>	<b>162.343.806</b>	<b>159.138.354</b>	<b>162.238.550</b>	<b>158.541.175</b>

The above loan borrowings include the effect from the valuation of the loans of the Group at fair value.

The non-current and current borrowings without the effect from the gain on measurement from refinancing of financial liabilities are as follows:

<i>Amounts in Euro</i>	<b>GROUP</b>		<b>COMPANY</b>	
	<b>30/6/2019</b>	<b>31/12/2018</b>	<b>30/6/2019</b>	<b>31/12/2018</b>
Total non-current borrowings	129.325.795	120.633.148	129.325.795	120.612.516
Total liabilities payable in following year	41.304.318	38.936.946	41.304.318	38.855.716
Total short-term loans	4.247.370	12.973.402	4.142.114	12.478.085
<b>Total loans</b>	<b>174.877.483</b>	<b>172.543.496</b>	<b>174.772.227</b>	<b>171.946.317</b>

Maturity dates of non-current borrowings without the effect from the gain on measurement from refinancing of financial liabilities are analyzed below:

<i>Amounts in Euro</i>	<b>GROUP</b>		<b>COMPANY</b>	
	<b>30/6/2019</b>	<b>31/12/2018</b>	<b>30/6/2019</b>	<b>31/12/2018</b>
Between 1 and 2 years	8.282.900	8.303.531	8.282.900	8.282.899
Between 2 and 5 years	53.601.459	44.669.509	53.601.459	44.669.509
Over 5 years	67.441.436	67.660.108	67.441.436	67.660.108
	<b>129.325.795</b>	<b>120.633.148</b>	<b>129.325.795</b>	<b>120.612.516</b>



The major loans of the Group and that of the Company as at 30 June 2019 are summarized as follows:

	30/6/2019					
	BALANCE PRIOR TO THE EFFECT OF THE VALUATION AT FAIR VALUE	REMAINING BALANCE OF GAIN FROM THE RESTRUCTURING OF LOANS	BALANCE OF LOANS IFRS	LONG-TERM PORTION IFRS	SHORT-TERM PORTION OF LOANS	SHORT-TERM INTEREST IFRS
<b>(Amounts in € million)</b>						
<b>A. BOND LOANS</b>						
1 Common Bond Loan of an amount up to € 58,2 million	55,8	(1,3)	54,5	33,9	19,0	1,6
2 Convertible Bond Loan of an amount up to € 29,4 million	20,3	(4,2)	16,1	15,9	-	0,2
3 Common Bond Loan of an amount up to € 4,8 million	4,8	(0,3)	4,5	4,4	-	0,1
4 Common Bond Loan of an amount up to € 31,4 million	23,8	(0,9)	22,9	22,2	-	0,7
5 Convertible Bond loan of an amount up to € 19,2 million	18,4	(5,8)	12,5	12,4	-	0,1
6 Amortised Loan of an amount up to € 13 million	10,7	-	10,7	10,4	-	0,3
7 Amortised Loan of an amount € 4,4 million	4,5	-	4,5	4,4	-	0,1
8 Amortised Loan of an amount € 23,4 million	13,5	-	13,5	13,0	-	0,5
<b>B. FIRE VICTIM LOANS</b>						
1 Fire victim loan of an initial amount of € 25 million	10,0	-	10,0	-	9,9	0,1
2 Fire victim loan of an initial amount of € 24,9 million	8,8	-	8,8	-	8,7	0,1
	-	-	-	-	-	-
<b>C. OTHER LONG-TERM LOANS</b>						
	0,1	-	0,1	0,1	0,0	0,0
	-	-	-	-	-	-
<b>D. SHORT-TERM LOANS</b>						
	4,2	-	4,2	-	4,2	-
	-	-	-	-	-	-
<b>GRAND TOTAL (A+B+C+D)</b>	<b>174,8</b>	<b>(12,5)</b>	<b>162,3</b>	<b>116,7</b>	<b>41,8</b>	<b>3,8</b>

The major loans of the Group and that of the Company as at 31 December 2018 are summarized as follows:

	31/12/2018					
	BALANCE PRIOR TO THE EFFECT OF THE VALUATION AT FAIR VALUE	REMAINING BALANCE OF GAIN DUE TO RESTRUCTURING OF LOANS	BALANCE OF LOANS IFRS	LONG-TERM PORTION IFRS	SHORT-TERM PORTION OF LOANS	SHORT-TERM INTEREST IFRS
<b>(Amounts in € million)</b>						
<b>A. BOND LOANS</b>						
1 Common Bond Loan of an amount up to € 58,2 million	54,6	(1,6)	53,0	33,7	18,9	0,5
2 Convertible Bond Loan of an amount up to € 29,4 million	20,2	(4,5)	15,7	15,7	-	0,0
3 Common Bond Loan of an amount up to € 4,8 million	4,7	(0,3)	4,4	4,4	-	0,0
4 Common Bond Loan of an amount up to € 31,4 million	23,3	(0,9)	22,3	22,1	-	0,2
5 a.Convertible Bond loan of an amount up to € 20,0 million	(0,0)	0,0	-	-	-	-
b.Convertible Bond loan of an amount up to € 19,2 million	18,3	(6,1)	12,1	12,1	-	0,0
6 Amortised Loan of an amount up to € 13 million	13,5	-	13,5	13,0	-	0,5
7 Amortised Loan of an amount € 4,4 million	-	-	-	-	-	-
<b>B. FIRE VICTIM LOANS</b>						
1 Fire victim loan of an initial amount of € 25 million	9,9	-	9,9	-	9,9	-
2 Fire victim loan of an initial amount of € 24,9 million	8,7	-	8,7	-	8,7	-
	-	-	-	-	-	-
<b>C. OTHER LONG-TERM LOANS</b>						
	6,5	-	6,5	6,3	0,2	-
	-	-	-	-	-	-
<b>D. SHORT-TERM LOANS</b>						
	12,9	-	12,9	-	12,7	0,2
	-	-	-	-	-	-
<b>GRAND TOTAL (A+B+C+D)</b>	<b>172,5</b>	<b>(13,4)</b>	<b>159,1</b>	<b>107,2</b>	<b>50,3</b>	<b>1,5</b>

Loan liabilities, prior to the effect of the valuation of the Group's loans at fair value, as at 30.06.2019 amounted to € 174,9 million (2018: € 172,5 million) while the corresponding net loan borrowings (reduced by restricted cash and cash equivalents) prior to the effect of the valuation at fair value amounted for the Group to € 152,0 million (2018: €152,0 million).



## **AI. BOND LOANS**

- 1. Common Bond Loan of an amount up to € 58,2 million** Bond loan contract with a syndicate of banks amounting to € 58.219.126. The entire repayment of the loan is set at (7) years with full repayment in 2022. The base rate of the loan is set at the variable Euribor rate plus a margin of 4,25%.

It is noted that during six-month period the Company received, upon its request, approval (letter of consensus) from Piraeus Bank, following the increased majority of the Bondholders, for the deferral of payment of the 2018 installment of a total amount of € 7.260.000 (payable on 28.06.2019) postponed to 16.10.2019 with a respective amendment of the repayment schedule of the common bond loan of € 58,2 million.

Subsequent to the above, and on 19.9.2019 the Company requested approval for the deferral of the payment of the abovementioned installment as well as for the 2nd installment of an amount of € 11.618.000 from 16.10.2019 to be postponed to 16.10.2020, the date on which the 3rd installment of € 8.250.000 of the said bond loan is due for payment.

- 2. Convertible Bond Loan of an amount up to € 29,4 million:** Convertible bond loan contract of an amount of €29.466.293 with a syndicate of banks. Under the new contract the following terms hold:
- a. Loan Duration 10-year period with full repayment in September 2025
  - b. Interest rate: 1% (fixed for the entire loan period)
  - c. Conversion Ratio: 3,22 shares with voting shares at € 0,30 each
  - d. Conversion Price € 0,31 per share
  - e. Nominal value: € 1 per bond
- 3. Common Bond Loan of an amount up to € 4,8 million:** Bond loan contract with a syndicate of banks of an amount of up to € 4.883.00. Duration of 10 years to be fully repaid in September 2025. The base rate of the loan is set at variable Euribor rate plus a margin of 4,25%.
- 4. Common Bond Loan of an amount up to € 31,4 million:** Bond loan contract with a syndicate of banks amounting to € 31,4 million to be fully repaid on September 2025. The base interest rate of the loan is fixed at Euribor rate plus a margin of 4.25%.
- 5. Convertible Bond loan of an amount up to € 19,2 million:** Convertible bond loan, the issuance of which was proposed to facilitate the early repayment of the C.B.L (issued 2007), was refinanced by the amount of € 18.243555 until 31.12.2018.

The loan terms are as follows:

- a. Loan duration is set at 10 years to be fully repaid in October 2025.
- b. Interest rate: 1% (fixed for the entire loan period).
- c. Conversion ratio: 3,2258 common shares with voting rights at € 0,30 each
- d. Conversion price: € 0,31 per share
- e. Par value: € 1 per bond





- 6. Amortised Loan of an amount up to € 13 million** Loan agreement set for (5) years to be fully repaid in 2021 and up to the amount of € 13.000.000.  
The base interest rate is set at Euribor a margin of 4,25%.
- 7. Amortised Loan of an amount up to € 4,4 million:** Loan agreement was signed between the company and Piraeus Bank of an amount of 4.439.143, which will be repaid in 2021.  
  
The base interest rate is set at Euribor a margin of 4,25%.
- 8. Amortised Loan of an amount up to € 23,4 million:** The initial short-term loan borrowings of up to € 13.000.000 was amended with an increase of the amount to € 23.400000 and full in 2021.  
  
The base interest rate is set at Euribor a margin of 4,37%.

## **AII. VALUATION OF LOAN LIABILITIES**

### **Debt-for-debt renegotiations**

As referred to in the prior year financial statements, the Company proceeded with the extinguishment of the existing liability and the subsequent recognition of a new debt obligation in accordance with IFRS, in which the accounting treatment included the following:

- Derecognition of existing loan obligations
- Recognition of the new loans at fair value, based on the expected future cash flows of the modified liability, and discounted using the interest rate at which the entity could raise debt with similar terms and conditions of the market
- Recognition of the difference between the book value of the old loan obligation and the fair value of the new loan liability.

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

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

The loan is to be fully repaid at 31.12.2019. The interest rate applied is set according to the interest rate of the Greek Government Treasury Bills of a twelve-month duration of the last issue before the beginning of each interest period increased by 70% plus the applicable levy according to Law 128/75.

For the period 1.1.2019 to 30.06.2019 the interest rate was set at 1,97%.

Following the company’s request dated 03.04.2019 for refinancing of the first instalment of 30.06.2019 of an amount of € 4,9 million, Piraeus Bank granted the Company with additional credit through a Long-term Loan for which the instalment of the first semester of 2019 of the fire victim loan was paid after the reporting period as at 01.07.2019.



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

The loan is to be fully repaid at 31.12.2019. The interest rate applied is set according to the interest rate of the Greek Government Treasury Bills of a twelve-month duration of the last issue before the beginning of each interest period increased by 70% plus the applicable levy according to Law 128/75.

For the period 1.1.2019 to 30.06.2019 the interest rate was set at 2,45%.

Following the company’s request dated 03.04.2019 concerning the refinancing of the first instalment of 30.06.2019 of an amount of € 4,3 million the National Bank granted additional credit with which the instalment of the first semester of 2019 of the above fire victim loan was paid after the reporting period and as at 01.07.2019.

**C. OTHER LONG-TERM LOANS**

Other long-term loans of the Group include other loans of the Company of a total amount of € 0,1 million and mainly include the regulated loans of ATE (under liquidation)

**D. SHORT-TERM LOANS**

Other short-term loans of the Group include other loans of the Company and its subsidiaries.

**Covenants - Financial Ratios:**

According to the Bond Loan agreement, the Company has assumed certain obligations which must be adhered to among which, but not limited to, ensuring throughout the term of the loan, that assets are insured against all risks, that the submission of audited or reviewed annual and semi-annual consolidated financial statements are accompanied by Certificates of Compliance as well as ensuring throughout the duration of the bond loan period compliance with all financial indicators (covenants).

The agreed upon debt ratios are as follows:

- Net debt to EBITDA, less than 5,5 for the year 2018 and 11 for the period 30.06.2019
- Net debt to Assets, less than 0,55 for the year 2018 and for the period 30.06.2019

These above financial indicators for the purposes of complying with the terms of the loans are calculated based on the consolidated Balance Sheet with the exception of foreign companies (Greek Group).

**Group financial indicators:****1. Net debt to Operational EBITDA ratio**

Net debt to operational EBITDA (12month rolling period 1.7.2018-30.06.2019) presented an increase from 4,52 as at 30.6.2018 to 10,62 as at 30.06.2019.

Amounts in € thds.	GROUP FINANCIAL INDICATORS			
		30/6/2019 (12month period)		30/06/2018 (12month period)
Net debt (*)	<u>139.439</u>	= 10,62	<u>137.801</u>	=4,52
Operational EBITDA	13.134		30.510	

(\*) after the effect of the valuation of loans at fair value

**2. Net Debt to total Assets ratio**

Net debt to total assets presented an increase compared to the corresponding prior year period and amounted to 0,38 compared to 0,35 30.06.2018.

Amounts in € thds.	GROUP FINANCIAL INDICATORS			
		30/6/2019		31/12/2018
Net debt (*)	<u>139.439</u>	=0,38	<u>138.593</u>	=0,35
Total Assets	369.127		391.570	

(\*) after the effect of the valuation of loans at fair value

Net Debt is defined as long-term interest-bearing loans borrowings, short-term interest-bearing loans, the current portion of the long-term loans payable in the following year, based on the financial statements, less cash & cash equivalents and restricted cash.

As regards the first debt ratio "**Net Debt to EBITDA**" and following the Company's letter of request dated 15.04.2019, Piraeus Bank, as the representative of the Bondholders and the proxy for payments of the relevant CBL, and Eurobank as the Administrator, amended the measurement of the above financial indicator.

Regarding the second covenant "**Net Asset Liabilities to Assets**", the Company was in full compliance with the ratio as at 30.06.2019.



**Reconciliation of liabilities derived from financing activities:**

The reconciliation of liabilities derived from financing activities of the Company and the Group are presented in the following tables:

COMPANY								
	31.12.2018	Cash flows				Non-Cash Movements		30.06.2019
		Proceeds from other issued/raised short-term loans	Repayments of other short-term loans	Interest expense and similar charges paid	Conversion of bond loans	Change in Fair Value	Accrued and recorded interest	
Loans borrowings	158.541.175	522.920	(29.904)	(524.908)	-	871.465	2.857.802	162.238.550

GROUP								
	31.12.2018	Cash flows				Non-Cash Movements		30.06.2019
		Proceeds from other issued/raised short-term loans	Repayments of other short-term loans	Interest expense and similar charges paid	Conversion of bond loans	Change in Fair Value	Accrued and recorded interest	
Loans borrowings	159.138.354	522.920	(528.896)	(541.739)	-	871.465	2.881.702	162.343.806

The existing pledged assets as these arise from the loan borrowing contracts of the Group and the Company are presented in Note 31.

**27. Trade payables and Other current liabilities**

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

**A. Trade Payables:**

<i>Amounts in Euro</i>	GROUP		COMPANY	
	30/6/2019	31/12/2018	30/6/2019	31/12/2018
Trade payables	26.516.315	40.708.595	23.121.922	35.818.669
Cheques payable	14.955.684	14.249.248	14.174.479	13.514.716
Promissory notes	83.208	66.335	-	-
<b>Total</b>	<b>41.555.207</b>	<b>55.024.178</b>	<b>37.296.401</b>	<b>49.333.385</b>

The reduction in trade payables from € 55,0 million 31.12.2018 to € 41,6 million 30.06.2019 is attributed to the repayment of raw material fish feed supplier balances.



**B. Other current liabilities:**

<i>Amounts in Euro</i>	<b>GROUP</b>		<b>COMPANY</b>	
	<b>30/6/2019</b>	<b>31/12/2018</b>	<b>30/6/2019</b>	<b>31/12/2018</b>
Wages and salaries payable	1.286.361	1.201.130	1.143.583	1.114.513
Social security	879.342	1.485.371	814.313	1.397.235
Taxes - duties	892.118	864.952	627.837	568.431
Accrued expenses	3.854.063	1.195.009	3.790.264	1.194.176
Provision of purchases	-	-	-	-
Sundry creditors - Customer Prepayments	3.794.969	4.068.227	3.515.882	3.851.944
<b>Total</b>	<b>10.706.853</b>	<b>8.814.689</b>	<b>9.891.879</b>	<b>8.126.299</b>

**28. Provisions**

The analysis of provisions for the Group and the Company is as follows:

<i>Amounts in Euro</i>	<b>GROUP</b>		<b>COMPANY</b>	
	<b>30/6/2019</b>	<b>31/12/2018</b>	<b>30/6/2019</b>	<b>31/12/2018</b>
Provisions for indemnities due to prior year litigations	1.913.368	1.913.368	1.913.368	1.913.368
Recognition employees' right to vacation days and other personnel expenses	2.778.184	2.218.465	2.640.039	2.109.288
Provision for unaudited tax years	90.000	90.000	-	-
<b>Total</b>	<b>4.781.552</b>	<b>4.221.833</b>	<b>4.553.407</b>	<b>4.022.656</b>

The movement in the provision during the year is presented below:

	<b>GROUP</b>							
	<b>30/6/2019</b>			<b>TOTAL</b>	<b>31/12/2018</b>			<b>TOTAL</b>
Provisions for indemnities due to prior year litigations	Recognition employees' right to vacation days and other personnel expenses	Provision for unaudited tax years	Provisions for indemnities due to prior year litigations		Recognition employees' right to vacation days and other personnel expenses	Provision for unaudited tax years		
Beginning Balance	1.913.368	2.218.465	90.000	<b>4.221.833</b>	1.913.368	2.350.398	90.000	<b>4.353.766</b>
Additions during the year	-	559.719	-	<b>559.719</b>	-	173.285	-	<b>173.285</b>
Prior year provisions used/reversed	-	-	-	-	-	(305.218)	-	<b>(305.218)</b>
<b>Ending Balance</b>	<b>1.913.368</b>	<b>2.778.184</b>	<b>90.000</b>	<b>4.781.552</b>	<b>1.913.368</b>	<b>2.218.465</b>	<b>90.000</b>	<b>4.221.833</b>



	COMPANY							
	30/6/2019			TOTAL	31/12/2018			TOTAL
Provisions for indemnities due to prior year litigations	Recognition employees' right to vacation days and other personnel expenses	Provision for unaudited tax years	Provisions for indemnities due to prior year litigations		Recognition employees' right to vacation days and other personnel expenses	Provision for unaudited tax years		
Beginning Balance	1.913.368	2.109.288	-	4.022.656	1.913.368	2.247.587	-	4.160.955
Additions during the year	-	530.751	-	530.751	-	166.919	-	166.919
Prior year provisions used/reversed	-	-	-	-	-	-	-	-
<b>Ending Balance</b>	<b>1.913.368</b>	<b>2.640.039</b>	<b>-</b>	<b>4.553.407</b>	<b>1.913.368</b>	<b>2.109.288</b>	<b>-</b>	<b>4.022.656</b>

### Provisions for indemnities due to prior year litigations

The provisions in relation to court litigations of the Group and Company of an amount of € 1.913.368 (2018: € 1.913.368) mainly relates to court case litigation raised by third parties against NIREUS AQUACULURE SA. It is noted that the above amount includes interest of an amount of € 450.000.

### Recognition of employees' rights to vacation days and other personnel expenses

The Group and the Company recognizes employees' right to vacation days at the point at which the right has been vested for the following financial year, taking into consideration that the employees' right to vacation days must be recognized during the period in which employee services have been rendered instead of when the Company has the legal obligation to grant such a right.

The total amount of the entitlement as at 30 June 2019 which includes the current year's entitled right to vacation for the Group and the Company amounted to € 2.778.185 and €2.640.039 respectively (31.12.2018: € 2.218.465 and € 2.109.288).

## 29. Finance Lease liabilities

The long-term and short-term liabilities from finance leases as regards buildings, machinery and technical installations and other transportation means based on the new IFRS 16 are analysed as follows:

	GROUP 30/6/2019	COMPANY 30/6/2019
<b>Non-current liabilities</b>		
<b>Lease liabilities</b>		
Buildings	572.354	572.354
Mechanical equipment and technical installations	3.326	-
Other Transportation means	110.285	84.245
Land and Sea areas	1.763.928	1.763.928
<b>Total</b>	<b>2.449.893</b>	<b>2.420.527</b>
<b>Current liabilities</b>		
<b>Lease liabilities</b>		
Buildings	29.794	29.794
Mechanical equipment and technical installations	7.453	-
Other Transportation means	103.607	95.799
<b>Total</b>	<b>140.854</b>	<b>125.593</b>



The Group did not acquire any property and equipment under capital leases during the six months ended June 30, 2019. As of June 30, 2019, the short-term portion of finance liabilities were € 140.854 million and € 125.593 million, respectively, while the long-term portion amounted to € 2.449.893 and € 2.420.527 million, respectively.

### **30. 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 31: “Assets pledged as Security” arising in the ordinary course of business, as following:

#### **Guarantees**

The letters of guarantee and guarantees to third parties as at 30.06.2019 amount to € €5.985.558 for the Group, from which an amount of € 5.600.000 relates to guarantees granted by the Company to its subsidiaries and an amount of €385.558 as regards letters of guarantees for ensuring the satisfactory performance of suppliers’ contracts and for securing obligations. The contingent assets for the year amount to € 1.355.360,68 for the Group and the Company respectively relates to satisfactory compliance of contract terms.

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

### **31. Assets pledged as Security**

During 30.06.2019 the encumbrances and liens on the Company’s pledged property plant and equipment amounted to € 447.807.307 and on the Group’s assets, liens amounted to € 449.807.307, the analysis of which is presented below:

1) The following mortgages and pledges have been registered for the fixed assets of the parent company “NIREUS AQUACULTURE SA”:

(a) a first-class pledge amounting to € 3.178.070 has been registered in favor of Piraeus Bank, being the representative bank and on behalf of the bondholders on insurance contracts for floating equipment so as to secure the bond of up to € 58,2 million, the balance of which as at 30.06.2019 amounted to €54.422.828.

(b) a pledge, in favor of Piraeus Bank being a representative and on behalf of the bondholders, has been registered on insurance contracts for inventory (biological assets) of fish population and pre-fattening of an amount of € 127.300.000. More specifically with respect to the amount of € 96.950.000 a first-class pledge has been registered on insurance contracts for inventory (biological assets), while for the amount of € 30.350.000 a second-class pledge has been registered in favour of the above bank bondholders.

Furthermore, with respect to the amount of € 30.350.000 on insurance contracts for inventory (biological assets) a first class pledge has been registered and is analyzed as follows:

(i) a pledge of an amount of € 11.650.000 in favor of the Greek state to secure a loan of € 25.000.000 by Piraeus bank with the guarantee of the Greek state, the balance of which as at 30.06.2019 amounted to Euro 9.993.849.

(ii) a pledge of an amount of € 10.250.000 in favor of the Greek state to ensure the firefighting loan of € 24.100.000 from the National Bank of Greece SA with a guarantee of Greek state, the balance of which as at 30.06.2019 amounted to € 8.758.930.



- (iii) a pledge of an amount of € 8.450.000 for the Company NORSILDMEL INNOVATION A / S as a collateral against the outstanding amount.
- (c) A floating class pledge, on inventory has been registered as follows:
- (i) first class pledge in favour of NORDSILDMEL INNOVATION A/S, has been assigned so as to secure the liability of an amount €10.300.000
- (ii) a second class pledge of an amount of € 10.300.000 on inventory in favour of the Bank of Piraeus being the representative and on behalf of the bondholders,
- (iii) a first class pledge of an amount of € 129.700.000, on inventory, and in favour of the Bank of Piraeus being the representative and on behalf of the bondholders, to ensure the bond of up to € 58,2 million the balance of which as at 30.06.2019 amounts to € 54.422.828.
- (d) a first class pledge has been assigned in favor of Piraeus Bank, being the representative and on behalf of the bondholders, to ensure the bond of € 58,2 million, as follows:
- Underwritings on insurance fixed asset contracts between European Reliance General Insurance and NIREUS AQUACULTURE SA amounting to € 25.507.229
  - Marine insurance contracts on ships between the European Reliance General Insurance and NIREUS AQUACULTURE SA amounting to € 6.191.009
- (e) a first-class pledge has been registered in favor of Piraeus Bank being the representative and on behalf of the bondholders, on the equipment (mooring materials, nets, cages) of an amount € 10.562.973,8 so as to ensure the bond of € 58,2 million.
- (f) A first class floating pledge on the total aggregate value of the Accepted Claims on which there is a Pledge Agreement on the factoring of receivables from Piraeus Factoring and the National Bank Factoring. The pledge account balance should not be less than 105% of the outstanding amount of the Loan. The pledge is in favor of Piraeus Bank as a representative and on behalf of the bondholders for the common bond loan of up to € 31.450.000, the balance of which as at 30.06.2019 amounted to € 22.896.750.
- (g) a first-class pledge has been recorded in favor of Piraeus Bank being the representative and on behalf of the bondholders on the shares of PROTEUS EQUIPMENT SA of an amount of € 60.000,30 so as to secure the bond loan of up to € 58,2 million, the balance of which amounted to € 54.422.828.
- (h) a first-class mortgage of amount of approximately € 10.000.000 on fixed assets in favor of the Greek State, to secure the loan of € 25.000.000 by Piraeus Bank, issued under the scope of favorable regulations for the fire victims, the balance of which as at 30.06.2019 amounted to € 9.993.849.
- (i) Mortgages of an amount of € 7.000.000 on fixed assets have been registered in favor of the Greek State, to secure the fire-victim loan of € 24.910.000 million from the National Bank, in the framework of favorable regulations for the fire-victims, the balance of which as at 30.06.2019 amounted to € 8.758.930.
- (j) First class underwritings of a mortgage prenotation (with the exception of the property on which there is a second class underwriting pledge by the Agricultural bank of Greece as referred to in paragraph (k) below) have been registered on property up to the amount of € 69.879.010 in accordance with decisions No. 3397S/2015 and 5S/2016 of the Athens District Court based on which the registration of the underwritings on the company's assets was resolved upon in favor of Piraeus Bank, being the representative and on behalf of the bondholders, in order to secure the bond loan of € 58,2 million.
- (k) Mortgages of an amount of € 1.969.742,15 on fixed assets have been registered to secure the loans of ATE (Agricultural bank of Greece- under special liquidation), which balance as at 30.6.2019 amounted to € 115.350. This remaining balance will be paid in the remaining nine (7) equal semi-annual installments of € 16.449,74 each, in accordance with the provision in Article 44 in which the company has been subject, which guaranteed the payment of the above amount.
- (l) a first class assigned pledge has been registered in favour of Piraeus Bank on behalf of the representative banks concerning claims on VAT refunds of € 5.118.300.
- (m) In relation to the fire victim loans of the National Bank, loans of a total amount of € 4.000.000 have been registered.
- (n) Restricted cash of an amount of € 205.093,40 relates to letters of guarantees of the National Bank for the good performance and payment of sea leases, an amount of € 1.481,58 relates to a pledge for the short-term loans of Eurobank, an amount of €





194.707,61 from which (a) an amount of € 15.629,38 relates to letters of guarantees issued for the good performance and payment of sea leases while (b) an amount of € 179078,23 concerns short-term borrowings from Piraeus Bank, an amount of €104.664,58 regards the commitment for repayment of interest and taxes of the convertible bond loan issued in 2007, an amount of € 184,20 relates to short-term borrowings of Alpha Bank and an amount of € 556,65 relates to the short-term borrowings from Eurobank.

Furthermore, within the six-month period an amount of € 1.341.394,50 was deemed restricted in Piraeus Bank due to the Company's liability of indemnity towards a third party in relation to a court litigation which is in progress before the Athens Multi-Member court of First Instance.

(o) A first-class naval mortgage had been registered on a series of company's marine ships for an amount of € 3.742.890.

2) An underwriting of a mortgage prenotation from the National Bank of Greece of an amount of € 2.000000 has been registered on the land of the consolidated subsidiary company "KEGO AGRI S.A" to secure its long-term loan which is examined as regards withdrawal procedures.

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

## 32. Related parties

### I. Related Parties and Transactions

	LOCATION OF HEADQUARTERS	PERCENTAGE PARTICIPATION GROUP %	
		30.06.2019	31.12.2018
<b>PREDOMAR S.L.</b>	SPAIN	100%	100%
<b>PROTEUS SA</b>	GREECE	100%	100%
<b>KEGO AGRI SA</b>	GREECE	100%	100%
<b>NIREUS INTERNATIONAL LTD</b>	CYPRUS	100%	100%
<b>NIREUS GMBH</b>	GERMANY	100%	100%

	LOCATION OF HEADQUARTERS	SHAREHOLDING PERCENTAGE COMPANY	
		30.06.2019	31.12.2018
<b>PIRAEUS BANK</b>	GREECE	32,23%	32,23%
<b>ALPHA BANK</b>	GREECE	20,48%	20,48%
<b>EUROBANK</b>	GREECE	15,50%	15,50%
<b>NATIONAL BANK</b>	GREECE	6,13%	6,13%

The following tables present the realized transactions:



<b>Transactions during the period</b>	<b>GROUP</b>		<b>COMPANY</b>	
	<b>30/6/2019</b>	<b>30/6/2018</b>	<b>30/6/2019</b>	<b>30/6/2018</b>
Sales of goods and services	-	-	1.667.420	2.323.352
Other income	-	-	27.000	27.000
Purchases of goods and services	110.875	198.825	2.007.170	1.926.707
Purchases of property, plant and equipment	-	-	842.718	1.360.826
Fees to Directors and compensation	815.695	1.138.484	611.316	916.628
Interest received	22.168	19.842	22.050	19.820
Interest paid and related expenses	3.205.777	4.145.262	3.197.493	4.137.826

<b>Receivables</b>	<b>GROUP</b>		<b>COMPANY</b>	
	<b>30/6/2019</b>	<b>31/12/2018</b>	<b>30/6/2019</b>	<b>31/12/2018</b>
Subsidiaries	-	-	4.267.456	4.202.465
Associates	4.851.023	4.851.023	4.851.023	4.851.023
<b>Total</b>	<b>4.851.023</b>	<b>4.851.023</b>	<b>9.118.479</b>	<b>9.053.488</b>

<b>Payables</b>	<b>GROUP</b>		<b>COMPANY</b>	
	<b>30/6/2019</b>	<b>31/12/2018</b>	<b>30/6/2019</b>	<b>31/12/2018</b>
Subsidiaries	-	-	683.298	355.732
Associates	4.851.023	4.851.023	-	-
<b>Total</b>	<b>4.851.023</b>	<b>4.851.023</b>	<b>683.298</b>	<b>355.732</b>

The Company's trade transactions with its related parties during the first six-months period of 2019 have occurred under normal market terms and conditions.

## II. Transactions with Board of Directors and Key Management

Board of Directors' and senior management's remuneration including the Group's liabilities toward them for the six-month period of 2019 and 2018 are as follows:

<b>Transactions and compensation to BoD members and senior management</b> <i>Amounts in Euro</i>	<b>GROUP</b>		<b>COMPANY</b>	
	<b>30/6/2019</b>	<b>30/6/2018</b>	<b>30/6/2019</b>	<b>30/6/2018</b>
Salaries, employment benefits and compensation to Board of Director members	532.984	799.677	446.567	697.879
Salaries and other employment benefits of senior management	393.586	537.632	220.549	373.749
<b>Total</b>	<b>926.570</b>	<b>1.337.309</b>	<b>667.116</b>	<b>1.071.628</b>

<b>Payables to Directors and senior management</b> <i>Amounts in Euro</i>	<b>GROUP</b>		<b>COMPANY</b>	
	<b>30/6/2019</b>	<b>31/12/2018</b>	<b>30/6/2019</b>	<b>31/12/2018</b>
Payables for salaries, employment benefits and other compensation to BoD members	42.677	45.210	37.178	39.110
Payables for salaries and other employment benefits of senior management	38.159	40.053	21.812	21.916
Pension and other post-employment benefit obligations	241.929	234.463	216.729	213.463
<b>Total</b>	<b>322.765</b>	<b>319.726</b>	<b>275.719</b>	<b>274.489</b>



### 33. Number of employed personnel

The number of employed personnel as at June 30, 2019 amounted to 1.177 for the Company, and 1.250 for the Group (for the Company: 1.177, for the Subsidiaries: 73 employees) while the number of employed personnel as at June 30, 2018 amounted to 1.136 for the Company, and 1.216 for the Group (for the Company: 1.136, for the Subsidiaries: 80)

### 34. 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 standalone financial statements.

	GROUP				COMPANY			
	COST		FAIR VALUE		COST		FAIR VALUE	
	30/6/2019	31/12/2018	30/6/2019	31/12/2018	30/6/2019	31/12/2018	30/6/2019	31/12/2018
<b>Financial Assets</b>								
Restricted cash	10.966.383	10.878.778	10.966.383	10.878.778	10.966.383	10.878.778	10.966.383	10.878.778
Cash and cash equivalents	11.937.993	9.666.513	11.937.993	9.666.513	10.606.150	9.000.630	10.606.150	9.000.630
<b>Financial Liabilities</b>								
Long-term borrowing liabilities	129.325.795	107.228.006	116.792.118	107.228.006	129.325.795	120.612.516	116.792.118	107.207.374
Short-term borrowings	4.185.875	12.973.402	4.185.875	12.973.402	4.142.114	12.478.085	4.142.114	12.478.085
Current portion of long-term financial liabilities	41.365.813	38.936.946	41.365.813	38.936.946	41.304.318	38.855.716	41.304.318	38.855.716
Long-term lease liabilities	2.449.893	-	2.449.893	-	2.420.527	-	2.420.527	-
Short-term lease liabilities	140.854	-	140.854	-	125.593	-	125.593	-

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.

	GROUP		Hierarchy Level of Fair Value	COMPANY		Hierarchy Level of Fair Value
	FAIR VALUE			FAIR VALUE		
	30/6/2019	31/12/2018		30/6/2019	31/12/2018	
<b>Financial Assets</b>						
Restricted cash	10.966.383	10.878.778	Level 1	10.966.383	10.878.778	Level 1
Cash and cash equivalents	11.937.993	9.666.513	Level 1	10.606.150	9.000.630	Level 1
<b>Long-term borrowing liabilities</b>						
Long-term borrowing liabilities	116.792.118	107.228.006	Level 2	116.792.118	107.207.374	Level 2
Short-term borrowings	4.185.875	12.973.402	Level 2	4.142.114	12.478.085	Level 2
Liabilities payable within the following year	41.365.813	38.936.946	Level 2	41.304.318	38.855.716	Level 2
Long-term lease liabilities	2.449.893	-	Level 2	2.420.527	-	Level 2
Short-term lease liabilities	140.854	-	Level 2	125.593	-	Level 2



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

### 35. Fair Value Measurement

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

<b>ASSETS MEASURED AT FAIR VALUE ARE DISCLOSED</b>	<b>NOTE</b>	<b>DATE OF VALUATION</b>	<b>GROUP AMOUNT</b>	<b>COMPANY AMOUNT</b>	<b>LEVEL 1</b>	<b>LEVEL 2</b>	<b>LEVEL 3</b>
Buildings, Land, Mechanical Equipment & technical installations, Floating means	15	31 December 2018	80.984.829	79.557.652	-	-	√
Right-to-use assets	16	30 June 2019	2.443.106	2.398.033	-	√	-
Investment Property	-	31 December 2018	3.309.802	3.309.802	-	-	√
Biological assets-non-current	21	30 June 2019	89.121.208	84.787.583	-	-	√
Biological assets-current	21	30 June 2019	66.595.465	62.661.056	-	√	-
Restricted cash	24	30 June 2019	10.966.383	10.966.383	√	-	-
Cash and cash equivalents	-	30 June 2019	11.937.993	10.606.150	√	-	-
<b>LIABILITIES MEASURED AT FAIR VALUE ARE DISCLOSED</b>							
Long-term loan borrowings	26	30 June 2019	116.792.118	116.792.118	-	√	-
Short-term loan borrowings	26	30 June 2019	4.185.875	4.142.114	-	√	-
Current portion of long-term financial liabilities	26	30 June 2019	41.365.813	41.304.318	-	√	-
Long-term lease liabilities	29	30 June 2019	2.449.893	2.420.527	-	√	-
Short-term lease liabilities	29	30 June 2019	140.854	125.593	-	√	-

The fair value of buildings, land and machinery, technical installations and floating means for the Group and the Company are measured at Level 3 by independent valuers. The date of the last revaluation was on December 31, 2018. The valuations are carried out by independent valuers and are based on market prices with significant adjustments as regards the nature, location and condition of each asset. Significant and isolated increases/(decreases) in the market prices would result in significant increases/(decreases) in the fair value.

The Group and Company examined the current economic conditions which are developing in the Greek economy and proceeded with the proper accounting treatment for the true presentation of property, plant and equipment (Note 15).

The fair value of the Right-to-use assets of level 2 is determined according to the use of technical methods such as the discounting of future leases with the appropriate market interest rates (Notes 16, 29).

The fair value of investment property is measured at level 3 for the Group and Company by independent valuers. The latest revaluation at fair value was performed as at 31.12.2018 based on current market conditions. Significant and isolated increases/(decreases) in the market prices would result in significant increases/(decreases) in the fair value.

Long-term and short-term debt is measured at level 2 assessed by the Group and Company on the basis of various parameters such as interest rates, specific country risk factors, and current prices prevailing as at the balance sheet date. As regards long-term debt, market values are used in addition to the utilisation of technical methods in determining the fair value of financial liabilities such as discounting the future contractual cash flows with the appropriate market interest rates (Note 10,26).

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) immature fish which is defined as level 3, biomass is measured at fair value less cost to sell, including a proportionate expected gross profit at harvest.

If it is assumed that all fish, as at June, 2019 were are harvest size, a +/- change in the prices per kilo weight would alter the valuation positively/(negatively) and a +/- change in the discount rate would alter the valuation negatively/positively.

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 assessed for each business unit and is based on the biomass in the sea for each sea water site in addition to the estimated market prices prevailing in each market and as derived from the contracts in progress, if applicable, as well as on current spot prices (Note 21).

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

The Company received informative letters dated 09.08.2019 from its shareholder banks, Piraeus Bank, Alpha Bank, Eurobank and the National Bank of Greece referring to that Andromeda Seafood S.L. signed agreements on 02.08.2019 according to which the sale of the units in northern Evia and the fish farming unit in Kanatadika in addition to specific units of Selonda is foreseen.

Subsequent to the above, and on the basis of an informative letter dated 19.08.2019, the banks disclosed the total sales price of the production units of NIREUS AQUACULTURE SA and SELONDA AQUACULTURE SA sold to the company BITSAKOS SA, which price consideration was agreed to the amount of € 51.000.000. The exact allocation and apportionment of the total proceeds which will be paid by BITSAKOS SA will be finalized at a later stage, though prior to the completion of the transaction.

It should be noted that the sales and purchase agreement with the company KEFALONIA FISHERIES SA, which concerns only the production units of SELONDA with an announced sales price consideration of € 4.226.000, is subject to the finalization of the agreement with BITSAKOS SA.

There are no other events following the period ended 30 June 2019, apart for the above mentioned, which relate either to the Group or to the Company and which will require reference to in accordance with the International Financial Reporting Standards, as endorsed by the European Union.

Koropi, 27 September 2019

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CHIEF EXECUTIVE OFFICER**

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