

Explanatory notes

to notification for the Interim financial report of

„MARINA CAPE MANAGEMENT” LTD

31th of MARCH 2017

Notes

1 General information

The company "Marina Cape Management" EOOD is registered in compliance with the Trade Law as an Entity with limited liability. The Company's main activity is related to management and maintenance of properties, renting real estates, consulting and intermediary activity.

The Company is registered as an entity with limited liability and is entered in the Commercial Registry in the Sofia City Court; company case No 12083/ 2006, batch No. 109422, volume 1476, and page 149. The Company Number is 175158218. The legal seat and address of the Company is: 7a Aksakov Str., Sofia.

Manager of the Company is Nicolay Rossenov Handjiev.

2 Basis for financial statements preparation

The Company organizes and performs the current accounting in compliance with the requirements of the Bulgarian legislation regarding accounting, taxation and trade.

The financial statements of the Company are prepared in compliance with IFRS approved by the European Commission. They include the International Accounting Standards (IAS), International Financial Reporting Standards (IFRS) and SIC - IFRS interpretations. IFRS also include the subsequent changes and complements of these standards and their interpretation, as well as the future standards and their interpretations elaborated by the International Accounting Standards Board (IASB).

3 Comparative data

Where appropriate for better presentation of financial statements, the comparative figures have been reclassified to ensure comparability with the current period, while the nature, amount and reasons for reclassification shall be stated. When it is impracticable to reclassify comparative information, the Company discloses the reason for this and what is the nature of the changes that would be made if amounts were reclassified.

4 Property, machines, facilities and equipment (tangible assets)

The book value of the property, machines, facilities and equipment can be presented as follows:

	Fixtures and fittings	Buildings – investment properties	Machines and equipment	Vehicles	Total
	'000 BGN	'000 BGN	'000BGN	'000 BGN	'000 BGN
Carrying value					
Balance as of 1 st January 2017	170	570	353	546	1639
Newly acquired assets					
Written-off assets					
Balance as of 31th March 2017	170	570	353	546	1639

Depreciation

Balance as of 1 st January 2017	157	163	346	487	1153
Written-off assets					
Depreciation	2	6	1	9	18
Balance as of 31th March 2017	159	169	347	496	1171
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Revaluation of tangible assets					
Balance as of 31th March 2017	11	401	6	50	468

The Company owns property – 2 buildings. They are acquired through a purchase contract with the mother company. The buildings comprise of commercial objects – Snack bar “Antika”, Pizzeria “Antika” and “Beerhouse”.

5 Intangible non-current assets

The intangible assets of the Company include acquired software licenses. Their book value for the current reporting period can be presented as follows:

Intangible assets	Licenses ‘000 BGN	Total ‘000 BGN
Carrying value		
Balance as of 1 st January 2017	63	63
Newly acquired assets	0	0
Written-off assets		
Balance as of 31th March 2017.	63	63
Depreciation and impairment		
Balance as of 1 st January 2017	60	60
Written-off assets		
Depreciation	1	1
Balance as of 31th March 2017	61	61
Balance as of 31th March 2017	2	2

6 Financial assets – investments in subsidiaries

The Company has the following investments in subsidiaries:

Name of the subsidiary	31.03.2017	%	31.12.2016	%
	‘000 BGN	ownership	‘000 BGN	ownership
Marina Cape Tours EOOD	10	100	10	100
Total	10	100	10	100

The Resolution of the Board of Directors of “ Intercapital Property Development” ADSIC, as a private owner of the capital of “Marina Cape Tours” EOOD, to sell all the shares of “Marina Cape Tours” EOOD to “Marina Cape Management” EOOD was taken on 28.10.2009. The Resolution of the Board of Directors of “Intercapital Property Development” ADSIC, as a private owner of the capital of “Marina Cape Management” EOOD, to purchase the shares was taken on 29.10.2009.

The Contract for transferring the company's shares was signed on 02.11.2009 and the change of the private equity owner was registered in the Commercial Register on 04.11.2009 under No. 20091104123740.

7 Materials

	31.03.2017	31.12.2016
	'000 BGN	'000 BGN
Fuel greasing	9	9
Basic materials	685	685
Materials Snack bar	14	14
Materials Pizzeria	16	16
Materials Pub	-	-
Total	724	724

The basic materials form the contents of the product of labor or play a main role in the exploitation activity. These are materials with a low useful duration which shall be calculated directly in the cost of the tourist service. These are beddings, electrical devices, folding temporary beds, curtains for the serviced apartments, spare parts, metal trash containers, sanitary materials etc.

8 Goods for sale

	31.03.2017	31.12.2016
	'000 BGN	'000 BGN
Inventory - furniture	226	226
Other inventory	105	104
Fruit and vegetables		
Supermarket	6	6
Bowling bar		
Total	337	336

The Company maintains a high level of warehouse goods. These are mostly purchased furniture – pieces of furniture, electronic devices, and sanitary ware. The same goods are being realized through a direct sale to the company's clients. The goods in the Supermarket and the Bowling bar are mostly foodstuffs and are being sold without any processing.

When writing off the goods the weighted average method shall be applied – a weighted average price shall be calculated for each reporting groups of goods.

9 Trade receivables – advance payments to suppliers

	31.03.2017	31.12.2016
	'000 BGN	'000 BGN
Suppliers' receivables	6	6
Clients' receivables	3303	3304
Total	3309	3310

The suppliers' receivables consist of the advance payments for future delivery of goods and services. The receivables' extent of executability is within one year. The Company does not expect any of the suppliers not to fulfill their obligations in compliance with the contracts concluded beforehand.

The clients' receivables consist of concluded Contracts for management and maintenance and representation of real estates with the owners and the associated non-paid installments. The receivables' extent of executability is within one year.

All the commercial and other receivables of the Company have been tested for impairment indications.

The clients' receivables are non-paid amounts due to "Marina Cape Management" EOOD for performed services.

The trade receivables' book value is assumed to be a reasonable approximate estimation of their fair value.

Much of receivables of the company are from customers who have a current nature and duration of chargeability within 180 to 360 days. There is a small part of the receivables from customers who are within chargeability more than 360 days - these are BGN 60 thousand.

The Company does not expect any of the clients not to pay in compliance with the contracts concluded beforehand.

All the commercial receivables are subject to credit risk. The Company's management does not identify any specific credit risks as the commercial receivables consist of a large number of different clients.

Related parties receivables

The Company's receivable from "Intercapital Property Development" ADSIC amounts to BGN 2 947 000. Part of it, BGN 732 000 is formed according to a Contract for management of real estate properties that are owned by "Intercapital Property Development ADSIC. The rest, BGN 2 215 000 is formed according to a contract with Intercapital Property Development ADSIC for the management of the properties owned by them.

The receivable of "Marina Cape Management" EOOD from "Marina Cape Tours" EOOD is in the amount of BGN 68 000. The amount is due to services rendered.

10 Tax receivables	31.03.2017	31.12.2016
	'000 BGN	'000 BGN
Advance payments CITA	17	17
VAT recovery	46	74
Total	63	91

11 Other receivables	31.03.2017	31.12.2016
	'000 BGN	'000 BGN
Receivables from employees	50	50
Guarantees	1017	1003
Total	1067	1053

The other receivables are receivables from accountable persons in the amount of BGN 50 thousand and the guarantees of contracts with the Ministry of Regional Development and Public Works (MRDPW) for concessions of beach areas in Aheloy in the amount of BGN 1 thousand and other receivables in the amount of BGN 1016 thousand.

12 Cash and cash equivalents

The cash funds of the Company are kept in the following banks – CIBANK AD, UNICREDIT BULBANK AD, PIRAEUS BANK AD, Municipal Bank AD and INVESTBANK AD. Due to the specificity of the sales and the client structure most of the cash is kept in currency (Euro).

The Company's bank accounts are as follows:

"Unicredit Bulbank" AD	7 Sveta Nedelya Sq., Sofia	BG03UNCR70001502123586	BGN
"Unicredit Bulbank" AD	7 Sveta Nedelya Sq., Sofia	BG08UNCR70001502123593	GBP
"Unicredit Bulbank" AD	7 Sveta Nedelya Sq., Sofia	BG62UNCR70001502123591	EUR
"CIBANK" AD	2 Slavyanska Str., Sofia	BG83BUIB98881095615700	BGN
"CIBANK" AD	2 Slavyanska Str., Sofia	BG65BUIB98881495615700	EUR
"PIRAEUS BANK" AD	3 Vitosha Blvd., Sofia	BG15PIRB71721602845417	EUR
"PIRAEUS BANK" AD	3 Vitosha Blvd., Sofia	BG15PIRB71721602845382	BGN
Municipal Bank AD	6 Vrabcha str., Sofia	BG68SOMB91301052773501	BGN
Municipal Bank AD	6 Vrabcha str., Sofia	BG50SOMB91301452773501	EUR
Investbank AD	Sofia	BG81IORT80481020681600	BGN

The cash funds include the following components:

	31.03.2017	31.12.2016
	'000 BGN	'000 BGN
Cash and cash in banks :	351	368
- BGN	339	357
- EUR	12	11

13 Shareholders' equity

13.1 Share capital

The Company's share capital amounts to BGN 5 000 and 100% of it is owned by "Intercapital Property Development" ADSIC.

13.2 Retained Profit / Loss

The retained earnings amount to BGN 470 thousand, and the uncovered losses amount to BGN 363 thousand.

13.3 Current profit

31.03.2017	31.12.2016
'000 BGN	'000 BGN

Current profit / (loss)

36

9

The most significant revenues and expenses are disclosed in the following table:

Revenues	31.03.2017	(%)	Expenses	31.03.2017	(%)
Finished Goods	-	-	electrical energy	12	15.72
Goods for Sale	-	-	Materials	8	10.70
Accommodation	-	-	Rental Management	-	-
Maintenance	108	95.53	Depreciation	18	23.19
Recreation	2	1.55	Salaries	14	17.48
Joint Activity			Social Securities	3	3.61

14 Non-current liabilities

14.1 Liabilities due to financial institutions

The Company has no liabilities to financial corporations as of March 31th 2017.

14.2 Other non-current liabilities

	31.03.2017	31.12.2016
	'000 BGN	'000 BGN
Borrowed funds from Midia AD	450	450
Deposited Funds	523	537
Borrowed funds from Cibalab	8	8
Borrowed funds from VEI Project AD	79	70
Borrowed funds from Intercapital EOOD	114	114
Borrowed funds from Aheloy Agro OOD	219	323
	1 393	1 502
incl. Long-term liabilities		
incl. Short-term (up to 1 year) liabilities		

15 Suppliers and clients payables

These liabilities have arisen in relation to concluded contracts for services provided by suppliers, which have not been paid off by 31.03.2017. The liabilities are due within a period of one year.

15.1 Advance payments from customers

The received advance payments by the Company are in the amount of BGN 235 thousand. They are formed due to Contracts for management and maintenance with individuals who own properties – BGN 173 thousand, advance payments for accommodation BGN 0, deposits for representation - BGN 3 thousand, deposits – BGN 59 thousand.

15.2 Related parties payables

Related parties payables	31.03.2017	31.12.2016
	'000 BGN	'000 BGN
Intercapital Property Development ADSIC	2900	2918
Marina Cape Tours EOOD	-	
Total	2900	2918

The Company owes BGN 2 900 thousand to the sole shareholder of the capital Intercapital Property Development ADSIC under a contract for management and maintenance of commercial properties in vacation complex Marina Cape for 2013, 2014, 2015 and 2016. "Marina Cape Management" EOOD performs the management and maintenances of commercial properties, owned by "Intercapital Property Development" ADSIC and transfers the revenues generated from it into the owner's account.

15.3 Trade Payables to Suppliers and Clients

Trade Payables to Suppliers and Clients	31.03.2017	31.12.2016
	'000 BGN	'000 BGN
	888	886
Total:	888	886

The amounts owed to suppliers (i.e. the trade accounts payables) amount to BGN 888 thousand. They are formed due to non-paid supplies of materials and services.

The most significant trade payables are disclosed in the following table:

Trade Payables to Suppliers and Clients	31.03.2017	31.12.2016
	'000 BGN	'000 BGN
EVN BULGARIA	4	4
BRUS EOOD	-	9
VENTENERGY EOOD	157	157
SUN OUT-OF-HOME MEDIA OOD	9	9

16 Salaries and social security payables

The salaries payables for pensions, wages, and non-used leaves included in the Balance Sheet consist of the following amounts:

	31.03.2017	31.12.2016
	'000 BGN	'000 BGN
Salaries payables	5	4
Social security payables	64	59
Salaries and social security payables	69	63

The current part of the payables is towards the current employees of the Company and shall be settled in 2017. The average number of employees for 2017 is 22 people.

17 Tax payables

The tax payables included in the Balance Sheet are formed by taxes due to the Law on taxation of the individuals' income, currently accrued as of 31.03.2017 – BGN 83 thousand, VAT – BGN 185 thousand and tourist tax – BGN 3 thousand.

	31.03.2017	31.12.2016
	'000 BGN	'000 BGN
Tax Payables	279	283
Total:	279	283

18 Book value of assets sold

The Company applies the criteria under IAS 18 for recognizing the revenues from the sale of goods or takes into account the respective direction in the IAS 18 Supplement.

The revenues from finished goods sold are generated in two commercial objects, property of the Company – Snack bar and Pizzeria, and their trading activity is related to offering meals to guests. The revenues from goods sold are generated in four commercial objects – Supermarket, Bowling bar, Groceries store and Spa bar.

The Company generates revenues from the sale of packet services to clients on the territory of the complex – spa procedures, bowling hall entertainments, squash, fitness hall, beautician and hairdresser services, entertainment for children in a kids' center. The Company also receives revenues pursuant to Contracts for management, maintenance and representation concluded with owners of real estate properties.

The revenues from other sources include amounts due to Contracts for joint activity with an outer company – “Teokom” EOOD. Pursuant to these contracts the commercial objects “Pool bar” are being jointly exploited. The revenues from services related to electronic payments with clients of the complex are also included here.

	31.03.2017	31.03.2017
	'000 BGN	'000 BGN
Book value of assets sold	-	-
TOTAL:	-	-

19 Expenses for materials

The expenses for materials as of 31.03.2017 are presented in the following table:

Type of expense	Amount of the expense in '000 BGN	% of total expenses for materials
Stationery	-	0.00
Materials below the threshold value	-	0.00
Electric power	12	59.51
Spare parts for operating activities	6	30.33
Sanitary products	-	0.00
Utilities	1	2.75
Fuel greasing materials	2	7.41
Others	-	0.00
Total	21	100%

20. Expenses for external services

The expenses for external services as of 31.03.2017 are presented in the next table:

Type of expense	Amount of the expense in '000 BGN	% of total expenses for external services
Taxes and fees	-	0.00
Commissions	11	52.00
Communication services	4	16.87
Subscription services	2	11.04
Maintenance and management	2	8.32
Sanitary services	0	0.00
Accounting services	0	0.00
Other external services for operations	2	11.77
Total:	21	100%

21 Policy and procedures for capital management

The Company's objectives related to the capital management are as follows:

- to ensure capacity so that the Company to continue to exist in compliance with the going concern principle; and
- to ensure adequate profitability to the Private equity owner by setting the price of its products and services in accordance with the risk factor.

The Company manages the capital structure and makes the necessary corrections in compliance with the changes in the economic environment and the risk characteristics of the respective assets. In order to maintain or correct the capital structure the Company, it may change the amount of the dividends distributed to the Private equity owner, and to sell assets in order to reduce its liabilities.

22 Revenues from sales of current and non-current assets

Revenues from sales	31.03.2017 '000 BGN	31.12.2016 '000 BGN
Of finished goods	-	-
Of goods for sale	-	1
Of management and maintenance services	114	62
Other revenues	-	-
Total	114	63

The Revenues from the sale of finished goods are formed from the sale of food items in the restaurants "Antika" and "Pizza". The revenues from the sale of goods are realized in the shopping center "Supermarket". The revenues from management and maintenance services are from Intercapital ADSIC and clients of the Company.

23 Risk management policy of the Company

23.1 Financial risk management

In its operating activity the Company is exposed to various financial risks: market risk (including currency risk, price risk, interest rate risk), credit risk, liquidity risk and risk from changes in the future cash flows. The Company's program for complete risk management is focused on the unpredictability of the financial markets and seeks to minimize the potential adverse effects on the Company's financial result. As of the end of the reporting period the Company has not used derivative financial instruments in order to hedge particular risk exposures.

Market risk

Currency risk

The Company operates in Bulgaria and due to the fact that the Bulgarian currency is effectively pegged to the Euro, it is exposed to currency risk due to borrowing and purchases and sales denominated in currencies other than BGN and EUR. The Company carefully observes the currency risks in order to ensure effective risk management.

Price risk

In the conditions of extremely high competition on the Bulgarian tourist market the Company is exposed to significant price risk and that's why it leads active policy management which includes two main areas, namely, reducing the expenses and increasing the revenues by broadening the range of the offered services and reducing the prices.

Firstly, the Company seeks to minimize the fixed costs as well as to exert strict control over the variable costs (incl. active management of the number of the employed personnel through the different seasons of the year and of the expenses for salaries). The Company maintains a dynamic pricing policy depending on the occupancy of the vacation complex during the relevant tourist seasons aiming to improve the work with its suppliers and subcontractors.

In order to achieve greater predictability of revenues and optimization of assets and personnel, the company is actively working to organize conference type events. This is part of the measures of the Company, managing an apartment complex, to offset the competitive advantages which traditional hotels have due to them working with tour-operators, relying on greater coordination and predictability of earnings.

The policy of the Company to increase the revenues from tourist services includes: reducing the prices; conducting an active marketing strategy and offering accommodations at price levels that are more attractive than those in the hotels of the most serious competitor of the Bulgarian tourist markets – Turkey; broadening of the range of the offered services and enhancing the quality; conducting an aggressive price policy with regard to the facilities outside the complex to retain customers within the complex (e.g. by issuing a "cash cards", which on one side allow the clients to avail themselves of price discounts and on the other side – improve the financial accountability and reduce the expenses related to the documentation).

Interest rate risk

As the Company does not own a substantial quantity of interest-bearing assets, the income and the operating cash flows are not significantly influenced by changes in the market interest rates.

The interest rate risk results from the loans received. The loans with a floating interest rate expose the Company to an interest rate risk related to changes in the future cash flows. The loans with a fixed

interest rate expose the Company to an interest rate risk related to fluctuations in determining fair values in the future.

The Company's policy is to conclude loan contracts with an interest rate which is fixed to the market one, for example EURIBOR, and the expositions to be regularly observed.

Credit risk

The credit risk results from cash and cash equivalents, derivative financial instruments and deposits in banks and other financial institutions, as well as from credit expositions of wholesalers and retailers, including non-paid receivables and contracted economic operations. Banks and other financial institutions are defined as only independently assessed institutions with a high credit rating. When performing sales of goods and services and granting credits to clients the Company focuses on the contractors' credit reputation.

Liquidity risk

The cautious liquidity risk management involves maintaining a large enough quantity of money and liquid securities as well as options for additional credit financing and closing open market positions. Due to the dynamic nature of the main types of business, the Company's financial department aims at flexibility in financing through maintaining enough non-used authorized credit lines.

24 Subsequent events

No correcting or substantial non-correcting events have occurred after the date of preparing the financial report.