

Dooba Holdings Limited

Consolidated Report and Financial Statements

Year Ended

31 December 2018

OC 378

Dooba Holdings Limited

Annual report and financial statements for the year ended 31 December 2018

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Directors

John Borg
Edward Camilleri
Edward Carbone
Karl Staffan Persson
Alexia Versteegh

Secretary

Confucius Services Limited, Spyrou Kyprianou, 20 CHAPO CENTRAL, 3rd Floor, P.C. 1075, Nicosia, Cyprus

Registered office

59-61 Acropolis Avenue, 3rd Floor, Office 301, Strovolos, Nicosia 2012, Cyprus

Company number

HE 209343 (OC 387)

Auditors

BDO Malta, Triq it-Torri, Msida, Malta, MSD 1824

Dooba Holdings Limited

Report of the directors for the year ended 31 December 2018

The directors present their report together with the audited financial statements of Dooba Holdings Limited (the “company”) and all of its subsidiary undertakings (together the “Group”) for the year ended 31 December 2018.

Results and dividends

The consolidated statement of comprehensive income is set out on page 7 and shows the result for the year.

The directors do not propose the payment of a dividend (2017: £nil).

Principal activity

The company acts as an investment holding company with a controlling interest in its subsidiary GMV Holdings Limited. The company also holds an interest in a number of other investments (as detailed in note 14), through its wholly owned subsidiary, Dooba Properties Limited.

Review of business

During the year, net rental and other property income was £6.9 million (2017: £7.0 million). Profit on the sale of trading properties was £5.5 million (2017: £1.8 million). Overall consolidated gross profit in 2018 was higher at £12.4 million (2017: £8.7 million). This increase was primarily due to a rise in profit from sale of trading properties.

The operating profit for the year amounted to £31.0 million (2017: £16.5 million). The increase in operating profit resulted from the higher gross profit position and higher unrealised gains on the fair value of investment properties of £19.0 million (2017: £11.3 million). This was partially offset by higher administration costs of £4.7 million (2017: £3.0 million).

Profit before tax was higher at £47.6m million (2017: £2.0 million) due to an increased operating profit as well as a higher share of profit in associates of £19.0 million (2017: £8.5 million). The prior year figures were adversely impacted by a write-down in the fair value of the Group’s other investments of £12.6 million. The results were also positively impacted by finance income increasing to £9.3 million (2017: £5.7 million) and finance costs falling to £13.5 million (2017: £16.2 million).

Total Group assets at the year end were £624.5 million (2017: £577.1 million). The Group’s portfolio of investment properties were valued at year end at £307.0 million (2017: £288.7 million). The Group has disposed of a further three (2017: three) properties during the year, in line with its strategy of opportunistically selling low yielding properties. The Group’s trading properties are carried at the lower of cost and net realisable value which is primarily determined using a discounted cash flow method. The carrying values of these assets increased by £8.5 million to £83.8 million (2017: £75.3m). The Group invested a further £4.8 million (2017: £7.3 million) in equity accounted associates through 2018. The year end balance of £60.7 million (2017: £43.8 million) also included a profit on share of associates of £19.0 million (2017: £8.5 million).

In terms of working capital, the increase in receivables to £126.9 million (2017: £112.1 million) is primarily due to 70.2% control of GMV Holdings Limited remains within the Group and its results are consolidated, but the non-controlling interest in this sub group has increased to £74.0 million (2017: £66.2 million).

Dooba Holdings Limited

Report of the directors for the year ended 31 December 2018 (*Continued*)

Following the Referendum held on 23 June 2016, we are operating in a period of increased economic and political uncertainty and is likely to remain so for some time. The triggering of Article 50 in 2017, set a leaving date of 29 March 2019 which was subsequently extended to 12 April 2019 and then 31 October 2019. Whilst we continue to presume that the United Kingdom will leave the European Union, we remain no more certain as to the form and therefore the exact impact that departure will have. As a largely domestically focused business operating in sterling, the Company is more exposed to the implications of Brexit on the UK economy than more diverse businesses. As the uncertainty over the leaving date, and the form that leaving the European Union will take persists, the risk of a detrimental effect on the United Kingdom's economy increases, requiring a continued cautious response. We continue to believe that our more regionally focused strategy is well suited to the political and economic climate and whilst Brexit-related headwinds may impact our occupational markets, clarity of the full extent of any departure will not be known for some years. We will continue to monitor and evaluate possible impacts on the Company as Brexit becomes a reality, being aware that the uncertainty is likely to generate opportunities for the business.

Post balance sheet events and future developments

The Group has sold one investment property for total proceeds of £4.3m and the entire sales proceeds were used to reduce debt.

The Group sold three trading properties for total gross proceeds of £29.3m. Following the sale of one of these trading properties, £16.0m in contractual landowner payments were made.

Directors

The directors of the company during the year and to the date of this report were:

John Borg
Edward Camilleri
Edward Carbone
Karl Staffan Persson
Alexia Versteegh

The company's Articles of Association do not require any directors to retire.

Auditors

All of the current directors have taken all the steps that they ought to have taken to make themselves aware of any information needed by the company's auditors for the purposes of their audit and to establish that the auditors are aware of that information. The directors are not aware of any relevant audit information of which the auditors are unaware.

BDO Malta have expressed their willingness to continue in office and a resolution to re-appoint them will be proposed at the annual general meeting.

On behalf of the Board



John Borg
Director



Edward Camilleri
Director

25/09/2019

Dooba Holdings Limited

Statement of directors' responsibilities

The directors are required by the Maltese Companies Act, 1995 to prepare financial statements which give a true and fair view of the state of affairs of the company and the Group as at the end of each financial period and of the profit or loss for that period.

In preparing the financial statements, the directors are required to:

- ensure that the financial statements have been drawn up in accordance with International Financial Reporting Standards as adopted by the EU;
- select and apply appropriate accounting policies;
- make accounting estimates that are reasonable in the circumstances; and
- ensure that the financial statements are prepared on the going concern basis unless it is inappropriate to presume that the company and the Group will continue in business as a going concern.

The directors are also responsible for designing, implementing and maintaining internal control relevant to the preparation and the fair presentation of the financial statements that are free from material misstatement, whether due to fraud or error, and that comply with the Maltese Companies Act, 1995. They are also responsible for safeguarding the assets of the company and the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF Dooba Holdings Limited

Report on the Audit of the Financial Statements

We have audited the accompanying consolidated and separate financial statements (the financial statements) of Dooba Holdings Limited (the company) together with its subsidiaries and associates (the Group), set out on pages 7 to 52, which comprise the consolidated and company statement of financial position as at 31 December 2018, the consolidated and company statements of comprehensive income, changes in equity and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

Opinion

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Group and the Company as at 31 December 2018, and of their financial performance and their cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the EU (EU IFRSs) and have been prepared in accordance with the requirements of the Companies Act (Cap. 386).

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) together with the ethical requirements that are relevant to our audit of the financial statements in accordance with the Accountancy Profession (Code of Ethics for Warrant Holders) Directive issued in terms of the Accountancy Profession Act (Cap. 281) in Malta, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

The directors are responsible for the other information. The other information comprises the directors' report, but does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.



**INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF
Dooba Holdings Limited
(continued)**

Other Information (continued)

With respect to the directors' report, we also considered whether the directors' report includes the disclosures required by Article 177 of the Maltese Companies Act (Cap. 386). Based on the work we have performed, in our opinion:

- the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with the Maltese Companies Act (Cap.386).

In addition, in light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we are required to report if we have identified material misstatements in the directors' report. We have nothing to report in this regard.

Responsibilities of the Directors

As explained more fully in the statement of directors' responsibilities set out on page 3, the directors are responsible for the preparation of the financial statements that give a true and fair view in accordance with EU IFRS, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

The directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

**INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF
Dooba Holdings Limited
(continued)**

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report.
- However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation

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

Report on Other Legal and Regulatory Requirements

Under the Maltese Companies Act (Cap. 386) we are required to report to you if, in our opinion:

- We have not received all the information and explanations we require for our audit.
- Adequate accounting records have not been kept, or that returns adequate for our audit have not been received from branches not visited by us.
- The financial statements are not in agreement with the accounting records and returns.
- The information given in the directors' report is not consistent with the financial statements.
- Certain disclosures of directors' remuneration specified by law are not made in the financial statements, giving the required particulars in our report.

We have nothing to report to you in respect of these responsibilities.

BDO Malta
Certified Public Accountants
Registered Audit firm



**This report has been signed
for and on behalf of
BDO MALTA
by Sam Spiridonov (Partner)**

It-Torri Street
Msida MSD 1824
Malta

25 September 2019

Dooba Holdings Limited

Consolidated statement of comprehensive income for the year ended 31 December 2018

	Note	2018 £	2017 £
Gross rental income		12,290,071	13,070,658
Property development services		54,446	5,119,308
Proceeds from sale of trading properties		404,504	26,856,370
Revenue		12,749,021	45,046,336
Property outgoings		(5,362,905)	(11,238,225)
Cost of sales of trading properties		865,582	(19,791,406)
Provision against trading properties		4,191,189	(5,279,658)
Operating expenses		(306,134)	(36,309,289)
Net rental and other property income		6,927,166	6,951,741
Profit on sale of trading properties		5,515,721	1,785,306
Gross profit		12,442,887	8,737,047
Administrative expenses	5	(4,659,781)	(3,040,010)
Other operating income	4	2,857,218	1,427,935
Profit/(loss) on disposal of investment property		1,452,180	(2,003,276)
Profit on disposal of investments		-	93,703
Changes in fair value of investment properties	11	18,947,907	11,273,150
Operating profit		31,040,411	16,488,549
Share of post-tax results of equity accounted associates	15	19,008,032	8,522,269
Revaluation of other investments	16	(651,706)	(12,648,174)
Finance income	6	9,347,909	5,651,705
Finance costs	7	(13,490,906)	(16,156,070)
Change in fair value of derivative financial instruments	20	1,445,936	(25,459)
Income from investments		939,753	133,502
Profit before tax		47,639,429	1,966,322
Taxation	8	46,381	(37,452)
Profit for the year and total comprehensive income		47,685,810	1,928,870
Profit for the year and total comprehensive income attributable to:			
Owners of parent		39,886,678	465,730
Non-controlling interest		7,799,132	1,463,140
Profit for the year and total comprehensive income		47,685,810	1,928,870

The notes on pages 17 to 52 form part of these financial statements.

Dooba Holdings Limited

Company statement of comprehensive income for the year ended 31 December 2018

	Note	2018 £	2017 £
Revenue		-	-
Administrative expenses	5	(141,336)	(254,459)
Movement in impairment provisions against investments in subsidiaries	14	18,311,260	4,177,994
Other operating income		-	489,083
		<hr/>	<hr/>
Operating profit		18,169,924	4,412,618
Finance income	6	2,263,181	1,647,603
Finance costs	7	(315,472)	(180,167)
		<hr/>	<hr/>
Profit before tax		20,117,633	5,880,054
Taxation	8	-	-
		<hr/>	<hr/>
Profit after tax and total comprehensive Income for the financial year		20,117,633	5,880,054
		<hr/> <hr/>	<hr/> <hr/>

The notes on pages 17 to 52 form part of these financial statements.

Dooba Holdings Limited

Consolidated statement of changes in equity for the year ended 31 December 2018

Year ended 31 December 2018

Group	Share capital £	Share premium £	Other reserves £	Retained earnings £	Equity attributable to owners of the parent £	Non- controlling interest £	Total £
Balance at 1 January 2018	5,453	243,512,277	(224,854,773)	196,823,591	215,486,548	66,246,749	281,733,297
Comprehensive income for the financial year	-	-	-	39,886,678	39,886,678	7,799,132	47,685,810
Balance at 31 December 2018	5,453	243,512,277	(224,854,773)	236,710,269	255,373,226	74,045,881	329,419,107

Year ended 31 December 2017

Group	Share capital £	Share premium £	Other reserves £	Retained earnings £	Equity attributable to owners of the parent £	Non- controlling interest £	Total £
Balance at 1 January 2017	5,453	243,512,277	(224,854,773)	196,357,861	215,020,818	13,757,808	228,778,626
Comprehensive income for the financial year	-	-	-	465,730	465,730	1,463,140	1,928,870
Sale of non - controlling interest in GMV Holdings Limited	-	-	-	-	-	51,025,801	51,025,801
Balance at 31 December 2017	5,453	243,512,277	(224,854,773)	196,823,591	215,486,548	66,246,749	281,733,297

The notes on pages 17 to 52 form part of these financial statements.

Dooba Holdings Limited

Company statement of changes in equity for the year ended 31 December 2018

Year ended 31 December 2018

Company	Share capital £	Share premium £	Retained earnings £	Total £
Balance at 1 January 2018	5,453	243,512,277	(37,835,679)	205,682,051
Comprehensive income for the financial year	-	-	20,117,633	20,117,633
	<hr/>	<hr/>	<hr/>	<hr/>
Balance at 31 December 2018	<u>5,453</u>	<u>243,512,277</u>	<u>(17,718,046)</u>	<u>225,799,684</u>

Year ended 31 December 2017

Company	Share capital £	Share premium £	Retained earnings £	Total £
Balance at 1 January 2017	5,453	243,512,277	(43,715,733)	199,801,997
Comprehensive income for the financial year	-	-	5,880,054	5,880,054
	<hr/>	<hr/>	<hr/>	<hr/>
Balance at 31 December 2017	<u>5,453</u>	<u>243,512,277</u>	<u>(37,835,679)</u>	<u>205,682,051</u>

The notes on pages 17 to 52 form part of these financial statements.

Dooba Holdings Limited

Consolidated statement of financial position at 31 December 2018

	Note	2018 £	2018 £	2017 £	2017 £
ASSETS					
Non-current assets					
Intangible assets	10		2,263,015		2,263,015
Investment properties	11		307,000,000		288,660,851
Fixtures and fittings	12		77,878		-
Investments in equity accounted associates	15		60,693,785		43,800,503
Other investments	16		27,348,073		27,179,832
Trade and other receivables	17		5,476,524		11,327,724
			<u>402,859,275</u>		<u>373,231,925</u>
Current assets					
Trading properties	13	83,803,714		75,260,077	
Trade and other receivables	17	126,879,503		112,069,842	
Cash and cash equivalents	27	10,587,479		16,531,108	
Derivative financial liabilities	20	323,874		-	
			<u>221,594,570</u>		<u>203,861,027</u>
Total assets			<u>624,453,845</u>		<u>577,092,952</u>
EQUITY AND LIABILITIES					
Equity					
Issued share capital	23		5,453		5,453
Share premium	24		243,512,277		243,512,277
Other reserves	24		(224,854,773)		(224,854,773)
Retained earnings	24		236,710,269		196,823,591
			<u>255,373,226</u>		<u>215,486,548</u>
Attributable to equity shareholders			<u>255,373,226</u>		<u>215,486,548</u>
Non-controlling interest			74,045,881		66,246,749
			<u>329,419,107</u>		<u>281,733,297</u>
Total equity			<u>329,419,107</u>		<u>281,733,297</u>
Non-current liabilities					
Loans and borrowings	18		196,728,465		188,675,854
			<u>196,728,465</u>		<u>188,675,854</u>

The notes on pages 17 to 52 form part of these financial statements.

Dooba Holdings Limited

Consolidated statement of financial position at 31 December 2018 (Continued)

	Note	2018 £	2018 £	2017 £	2017 £
Current liabilities					
Trade and other payables	19		81,266,264		84,871,643
Loans and borrowings	18		15,214,022		19,941,472
Derivative financial liabilities	20		602,700		1,724,762
			<u>97,082,986</u>		<u>106,537,877</u>
Provisions for liabilities and charges					
Other provisions	22		1,223,287		145,924
			<u>98,306,273</u>		<u>106,683,801</u>
Total liabilities			<u>295,034,738</u>		<u>295,359,655</u>
Total equity and liabilities			<u>624,453,845</u>		<u>577,092,952</u>

The official opening middle rate of exchange applicable between the GBP and the Euro issued by the European Central Bank as at 31 December 2018 was 0.89453 (2017: 0.88723).

The financial statements were approved and authorised for issue by the Board on 25/09/2019 and were signed on its behalf by:



John Borg
Director



Edward Camilleri
Director

Dooba Holdings Limited

Company statement of financial position at 31 December 2018

	Note	2018 £	2018 £	2017 £	2017 £
ASSETS					
Non current assets					
Investments in group undertakings	14		175,397,806		157,095,543
Current assets					
Trade and other receivables	17	80,972,567		58,688,397	
Cash and cash equivalents	27	27,395		20,331	
			80,999,961		58,708,728
Total assets			256,397,768		215,804,271
EQUITY AND LIABILITIES					
Capital and reserves					
Issued share capital	23		5,453		5,453
Share premium	24		243,512,277		243,512,277
Retained earnings	24		(17,718,046)		(37,835,679)
Total equity			225,799,684		205,682,051
Current liabilities					
Trade and other payables	19		30,598,084		10,122,220
Total liabilities			30,598,084		10,122,220
Total equity and liabilities			256,397,768		215,804,271

The official opening middle rate of exchange applicable between the GBP and the Euro issued by the European Central Bank as at 31 December 2018 was 0.89453 (2017: 0.88723).

The financial statements were approved and authorised for issue by the Board on 25/09/2019 and were signed on its behalf by:


John Borg
Director


Edward Camilleri
Director

The notes on pages 17 to 52 form part of these financial statements.

Dooba Holdings Limited

Consolidated statement of cash flows for the year ended 31 December 2018

	Note	2018 £	2017 £
Operating activities			
Profit for the year		47,685,810	1,928,870
Adjustments for:			
Exchange differences		266,485	(748,443)
Changes in fair value of investment properties	11	(18,947,907)	(11,273,150)
Movement in rent smoothing adjustment	11	(1,231,445)	(748,215)
Changes in fair value of derivative instruments	20	(1,445,936)	25,459
Share of post tax results of equity accounted associates	15	(19,008,031)	(8,522,269)
Changes in fair value of other investments	16	651,706	12,648,174
(Loss)/Profit on disposal of investment property		(1,452,180)	2,003,276
Profit on disposal of investments		-	(93,703)
Income from investments		-	(133,502)
Finance income	6	(9,347,909)	(5,651,705)
Finance costs	7	13,490,906	16,156,070
Taxation expense	8	(46,381)	37,452
Changes in working capital:			
Trading properties		(8,543,637)	9,707,793
Trade and other receivables		334,195	(11,170,120)
Trade and other payables		(2,731,615)	1,903,590
Provisions		1,077,359	(366,405)
		751,420	5,703,172
Tax refunded/(paid)		46,381	(166,214)
Net cash inflow from operating activities		797,801	5,536,958
Investing activities			
Capital expenditure on investment property	11	(5,677,758)	(51,549,755)
Capital expenditure of fixtures and fittings	12	(77,878)	-
Proceeds from disposal of investment		-	93,703
Proceeds from disposal of investment properties		8,970,141	55,669,168
Investment in equity accounted associates	15	(4,765,872)	(7,281,112)
Acquisition of other investments	16	(1,086,432)	-
Interest received		55,253	2,420,033
Loan to equity accounted associates		(64,597)	(7,459,429)
Dividends received from equity accounted associates		6,880,617	2,115,363
Loans repaid from equity accounted associates		1,774,000	1,588,150
Income from investments		-	133,502
Net cash inflow/(outflow) from investing activities		6,007,474	(4,270,377)

The notes on pages 17 to 52 form part of these financial statements.

Dooba Holdings Limited

Consolidated statement of cash flows *(continued)* for the year ended 31 December 2018

	Note	2018 £	2017 £
Financing activities			
Proceeds from borrowings		11,274,360	98,534,932
Repayment of loans		(8,663,067)	(65,146,367)
Interest paid		(10,238,550)	(9,487,930)
Loan arrangement fees paid		-	(1,942,314)
Repayment of loan from investor		(5,463,647)	(18,210,434)
Loans from equity accounted associates		342,000	920,000
		<hr/>	<hr/>
Net cash outflow/(inflow) from financing activities		(12,748,904)	4,667,887
		<hr/>	<hr/>
Net movements in cash and cash equivalents		(5,943,629)	5,934,468
Cash and cash equivalents at the beginning of the year		16,531,108	10,596,640
		<hr/>	<hr/>
Cash and cash equivalents at the end of the year	27	10,587,479	16,531,108
		<hr/> <hr/>	<hr/> <hr/>

The notes on pages 17 to 52 form part of these financial statements.

Dooba Holdings Limited

Company statement of cash flows for the year ended 31 December 2018

	Note	2018 £	2017 £
Operating activities			
Profit for the year		20,117,633	5,880,054
Adjustments for:			
Movements in provisions against investments in subsidiaries	14	(18,311,260)	(4,177,994)
Finance costs	7	315,472	180,167
Finance income	6	(2,263,181)	(1,647,603)
Changes in working capital:			
Trade and other receivables		(20,020,984)	(491,838)
Trade and other payables		20,170,386	721,679
		<hr/>	<hr/>
Net cash inflow from operating activities		8,066	464,465
		<hr/>	<hr/>
Investing activities			
Interest received		-	-
Acquisition of subsidiary undertakings		(1,002)	(1,010,601)
Disposal of subsidiary undertakings		-	395,379
Disposal of investment		-	93,703
		<hr/>	<hr/>
Net cash outflow from investing activities		(1,002)	(521,519)
		<hr/>	<hr/>
Financing activities			
Repayment of loans		-	-
Interest paid		-	-
		<hr/>	<hr/>
Net cash outflow from financing activities		-	-
		<hr/>	<hr/>
Net movements in cash and cash equivalents		7,064	(57,054)
Cash and cash equivalents at the beginning of the year		20,331	77,385
		<hr/>	<hr/>
Cash and cash equivalents at the end of the year	27	27,395	20,331
		<hr/> <hr/>	<hr/> <hr/>

The notes on pages 17 to 52 form part of these financial statements.

Dooba Holdings Limited

Notes forming part of the financial statements for the year ended 31 December 2018

1 Accounting policies

1.1 Basis of preparation

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

These financial statements have been prepared in accordance with the International Financial Reporting Standards, International Accounting Standards and Interpretations (collectively IFRS) issued by the International Accounting Standards Board (IASB) as adopted by the European Union ("adopted IFRSs").

The financial statements have been prepared on the historical cost basis except that investment properties, other investments and derivative financial instruments are measured at fair value.

The preparation of financial statements in compliance with adopted IFRS requires the use of certain critical accounting estimates. It also requires the directors to exercise their judgement in the most appropriate application in applying the Group's accounting policies. The areas where significant judgements and estimates have been made in preparing the financial statements and their effect are disclosed in note 2.

These financial statements are presented in Sterling (GBP), which is the Group's functional currency and all values are rounded to the nearest pound (£) except where otherwise indicated. The functional currency is the currency of the primary economic environment in which the Group operates. Accordingly, the Group measures its financial results and financial position in Sterling. The reporting currency used for the preparation of the financial statements is Sterling, which is the currency in which the share capital of the company is denominated. This currency differs from the currency of Cyprus which is the country in which the company is domiciled.

The consolidated financial statements incorporate the results of business combinations using the purchase method. In the consolidated statement of financial position, the acquiree's identifiable assets, liabilities and contingent liabilities are initially recognised at their fair values at the acquisition date. The results of acquired operations are included in the consolidated statement of comprehensive income from the date on which control is obtained.

These financial statements have been prepared on a going concern basis, which assumes that the Group will continue to meet its liabilities, as they fall due, for the foreseeable future. The directors have prepared cash flow forecasts which indicate that the Group can continue as a going concern. The directors are therefore of the view that the going concern basis of preparation is appropriate.

1.2 Changes in accounting policies

New standards, interpretations and amendments effective for the current year

New standards impacting the Group that have been adopted in the annual financial statements for the year ended 31 December 2018 and which have given rise to changes in the group's accounting policies are:

- IFRS 9 Financial Instruments (IFRS 9); and
- IFRS 15 Revenue from Contracts with Customers (IFRS 15)

Details of the impact these two standards have had are given in note 28.

Standards and interpretations in issue not yet adopted

The IASB and IFRIC have issued or amended the following standards and interpretations that are mandatory for later accounting periods and which have not been adopted early:

Dooba Holdings Limited

Notes forming part of the financial statements for the year ended 31 December 2018 (*Continued*)

1.2 Changes in accounting policies (*Continued*)

Mandatory effective date (periods commencing from)

- IFRS 16: Leases

01-Jan-19

IFRS 16 - Leases (effective from 1 January 2019). For lessees, it will result in almost all leases being recognised on the balance sheet, as the distinction between operating and finance leases will be removed. The Group holds a small number of operating leases as a lessee which are affected by this standard, however, these are not material to the financial statements. The accounting for lessors will however not significantly change. As a result on adoption of the new standard, these changes are not expected to have a material impact on the consolidated financial statements of the Group.

The company does not expect any other standards, amendments or interpretations issued by the IASB or IFRIC, but not yet effective, to have a material impact on the Group.

1.3 Revenue recognition

Revenue represents rental and property development fee income receivable from external customers at invoiced amounts less value added tax or other taxes on sales and proceeds from the sale of trading properties.

Rental income from operating leases is recognised in income on a straight-line basis over the lease term. When the Group provides incentives to its customers, the cost of incentives are recognised over the lease term, on a straight-line basis, as a reduction of rental income.

Income from property, which is derived from the rental of property held in the UK, is accounted for on an accruals basis.

Fee income from the provision of property development and other ancillary and related advisory services is recognised as the Group becomes entitled to that income, which is typically as development costs are incurred.

Proceeds from the sale of trading properties are recognised when the Group has an unconditional right to receive the income, which is typically on the exchange of a contract.

Finance income and costs are recognised in the statement of comprehensive income for all interest-bearing instruments on an accruals basis, unless collectability is in doubt.

Dividends income from investments is recognised when the Group's right to receive the payment is established, which is generally when shareholders approve the dividend.

Dooba Holdings Limited

Notes forming part of the financial statements for the year ended 31 December 2018 (*Continued*)

1.4 Foreign currency translation

a) *Functional and presentation currency*

The Group's financial results and financial position are measured in the functional currency. Accordingly, items included in the financial statements are measured using the currency of the primary economic environment in which the Group operates.

b) *Transactions and balances*

Transactions denominated in foreign currencies (currencies other than the functional currency) are translated to the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement.

1.5 Borrowing costs

Interest costs are charged against income without restriction. The Group does not incur any other interest costs that qualify for capitalisation under IAS 23 Borrowing Costs.

1.6 Investment property

Property held for long-term rental yields which is not occupied by the Group is classified as investment property. Investment property principally comprises land and buildings. Investment property is treated as a long-term investment and is carried at fair value, determined annually.

Fair value is the estimated price that should be received for selling an investment property in an orderly transaction between market participants at the measurement date and is based on active market prices, adjusted, if necessary, for any difference in the nature, location or condition of the specific asset. Under IAS 40 Investment Property, changes in fair values are recorded in the statement of comprehensive income.

Property that is being constructed or developed for future use as investment property is also classified as investment property, and stated at fair value in accordance with IAS 40.

When the Group decides to dispose of an investment property without development, it continues to treat the property as an investment property. Similarly, if the Group begins to redevelop or refurbish an existing investment property for continued future use as investment property, it remains as an investment property.

Depreciation is not provided for in respect of investment properties.

Acquisitions and disposals of investment properties are recognised on unconditional exchange of contracts where it is reasonable to assume at the balance sheet date that completion of the acquisition or disposal will occur. Gains on disposal are determined as the difference between net disposal proceeds and the carrying value of the asset in the previous published balance sheet adjusted for any subsequent capital expenditure or capital receipts.

Dooba Holdings Limited

Notes forming part of the financial statements for the year ended 31 December 2018 (*Continued*)

1.7 Fixtures and fittings

All fixtures and fittings are recorded at historical cost.

Depreciation is calculated on the straight-line method to write off the cost of the assets to their residual values over their estimated useful life as follows:

Fixtures and fittings - 33.33% per annum

Fixtures and fittings are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash generating units).

Gains and losses on disposal of fixtures and fittings are determined by reference to their carrying amount and are taken into account in determining operating profit.

1.8 Financial assets

The Group classifies its financial assets into categories, depending on the purpose for which the asset was acquired. The Group has not classified any of its financial assets as held to maturity.

The Group's accounting policy for each category is as follows:

Loans and receivables

These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise principally through rental and service charge income from tenants (e.g. trade receivables), but also incorporate other types of contractual monetary asset. They are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition or issue, and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment.

Impairment provisions are recognised when there is objective evidence (such as significant financial difficulties on the part of the counterparty or default or significant delay in payment) that the Group will be unable to collect all the amounts due under the terms receivable, the amount of such a provision being the difference between the net carrying amount and the present value of the future expected cash flows associated with the impaired receivable. For trade receivables, which are reported net, such provisions are recorded in a separate allowance account with the loss being recognised within revenue in the statement of comprehensive income. On confirmation that the trade receivables will not be collectable, the gross carrying value of the asset is written off against the associated provision.

The Group's loans and receivables comprise trade and other receivables and cash and cash equivalents in the statement of financial position. Receivables are carried at anticipated realisable value. An estimate is made for doubtful receivables based on a review of outstanding amounts at the year end. Bad debts are written off during the year in which they are identified.

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short term highly liquid investments with original maturities of three months or less, and for the purpose of the statement of cash flows, bank overdrafts. Cash and cash equivalents are carried in the statement of financial position at face value. Bank overdrafts are shown within loans and borrowings in current liabilities on the statement of financial position.

Dooba Holdings Limited

Notes forming part of the financial statements for the year ended 31 December 2018 (*Continued*)

1.9 Financial assets (*Continued*)

Measurement of Expected Credit Losses

The Group recognises loss allowances for expected credit losses (ECL) on financial instruments that are not measured at fair value through the profit or loss, namely: • Trade and other receivables

The Group classifies its financial instruments into stage 1, stage 2 and stage 3, based on the applied impairment methodology, as described below:

Stage 1: for financial instruments where there has not been a significant increase in credit risk since initial recognition and that are not credit-impaired on origination, the Group recognises an allowance based on the 12-month ECL.

Stage 2: for financial instruments where there has been a significant increase in credit risk since initial recognition but they are not credit-impaired, the Group recognises an allowance for the lifetime ECL.

Stage 3: for credit-impaired financial instruments, the Group recognises the lifetime ECL.

For trade receivables, the Group applies the simplified approach, which requires expected lifetime losses to be recognised from initial recognition of the receivables. To measure the expected credit losses, trade and other receivables assets have been grouped based on shared credit risk characteristics and the days past due.

A 12-month ECL is the portion of the ECL that results from default events on a financial instrument that are probable within 12 months from the reporting date. Provisions for credit-impairment are recognised in the statement of income and are reflected in accumulated provision balances against each relevant financial instruments balance.

In determining impairment of financial assets, judgement is required in the estimation of the amount and timing of future cash flows as well as an assessment of whether the credit risk on the financial asset has increased significantly since initial recognition and incorporation of forward-looking information in the measurement of ECL.

1.9 Financial liabilities

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as fair value through the profit or loss:- • the assets are held within a business model whose objective is to hold assets in order to collect contractual cash flows; and • the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

If either of the above two criteria is not met, the financial assets are classified and measured at fair value through the profit or loss

The Group classifies its financial liabilities into one of two categories, depending on the purpose for which the liability was acquired.

Fair value through profit or loss

The Group's financial derivative instruments that are out-of-the-money are carried in the statement of financial position at fair value with changes in fair value recognised in the statement of comprehensive income. The Group does not hold or issue derivative instruments for speculative purposes, but for hedging purposes. Other than these derivative financial instruments, the Group does not have any liabilities held for trading nor has it designated any financial liabilities as being at fair value through profit or loss.

Dooba Holdings Limited

Notes forming part of the financial statements for the year ended 31 December 2018 (*Continued*)

1.9 Financial liabilities (*Continued*)

Other financial liabilities

Other financial liabilities include the following items:

- Bank borrowings and other loan are initially recognised at fair value net of any transaction costs directly attributable to the instrument. Such interest bearing liabilities are subsequently measured at amortised cost using the effective interest rate method, which ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liability carried in the statement of financial position. Interest expense in this context includes initial transaction costs, as well as any interest payable while the liability is outstanding.
- Trade payables and other short-term monetary liabilities are initially recognised at fair value and subsequently carried at amortised cost using the effective interest method.

1.10 Fair value measurement hierarchy

IFRS 13 Fair Value Measurement requires certain disclosures which require the classification of assets and liabilities measured at fair value using a fair value hierarchy that reflects the significance of the inputs used in making the fair value measurement (see notes 3 and 11). The fair value hierarchy has the following levels:

- (a) quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1);
- (b) inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices) (Level 2); and
- (c) inputs for the asset or liability that are not based on observable market data (unobservable inputs) (Level 3).

The level in the fair value hierarchy within which the fair value asset or liability is categorised is determined on the basis of the lowest level input that is significant to the fair value measurement. Fair value assets and liabilities are classified in their entirety into only one of the three levels.

1.11 Share capital and share premium

Financial instruments issued by the Group are treated as equity only to the extent that they do not meet the definition of a financial liability. The company's ordinary shares and the associated share premium thereon are classified as equity instruments.

1.12 Investment in group undertakings and other investments

Investments by the company in subsidiary undertakings are accounted for by the cost method of accounting. Provisions are recorded where, in the opinion of the directors, there is long term impairment in value. All such provisions and any subsequent reversals are recognised in the statement of comprehensive income in the period in which they are identified.

The results of subsidiary undertakings are reflected in the financial statements of the holding company only to the extent of distributions receivable.

On disposal of an investment, the difference between the net disposal proceeds and the carrying amount is charged or credited to the income statement.

Other investments are carried at fair value. Where fair value cannot be readily ascertained, the cost method of accounting is applied.

Dooba Holdings Limited

Notes forming part of the financial statements for the year ended 31 December 2018 (*Continued*)

1.13 Subsidiary undertakings - consolidation

Where the company has control over an investee, it is classified as a subsidiary. The company controls an investee if all three of the following elements are present: power over the investee, exposure to variable returns from the investee, and the ability of the investor to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements control.

Subsidiaries are consolidated from the date on which effective control is transferred to the Group, and are no longer consolidated from the date that control ceases. The purchase method of accounting is used to account for the acquisition of subsidiaries. All intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated; unrealised losses are also eliminated unless cost cannot be recovered. Where necessary, accounting policies for subsidiaries have been changed to ensure consistency with the policies adopted by the Group.

1.14 Associates

Where the Group has the power to participate in (but not control) the financial and operating policy decisions of another entity, it is classified as an associate. Associates are initially recognised in the consolidated statement of financial position at cost. The Group's share of post-acquisition profits and losses is recognised in the consolidated statement of comprehensive income, except that losses in excess of the Group's investment in the associate are not recognised unless there is an obligation to make good those losses.

Profits and losses arising on transactions between the Group and its associates are recognised only to the extent of unrelated investors' interests in the associate. The investor's share in the associate's profits and losses resulting from these transactions is eliminated against the carrying value of the associate.

Any premium paid for an associate above the fair value of the Group's share of the identifiable assets, liabilities and contingent liabilities acquired is capitalised and included in the carrying amount of the associate. Where there is objective evidence that the investment in an associate has been impaired the carrying amount of the investment is tested for impairment in the same way as other non-financial assets.

1.15 Business combinations

The Group applies the acquisition method in accounting for business combinations. The consideration transferred by the Group to obtain control of a subsidiary is calculated as the sum of the acquisition-date fair values of assets transferred, liabilities incurred and the equity interests issued by the Group, which includes the fair value of any asset or liability arising from a contingent consideration arrangement. Acquisition costs are expensed as incurred.

The Group recognises identifiable assets acquired and liabilities assumed in a business combination regardless of whether they have been previously recognised in the acquiree's financial statements prior to the acquisition. Assets acquired and liabilities assumed are generally measured at their acquisition-date fair values.

Goodwill is stated after separate recognition of identifiable intangible assets. It is calculated as the excess of the sum of a) fair value of consideration transferred, b) the recognised amount of any non-controlling interest in the acquiree and c) acquisition-date fair value of any existing equity interest in the acquiree, over the acquisition-date fair values of identifiable net assets. If the fair values of identifiable net assets exceed the sum calculated above, the excess amount (i.e. gain on a bargain purchase) is recognised in profit or loss immediately.

Dooba Holdings Limited

Notes forming part of the financial statements for the year ended 31 December 2018 (*Continued*)

1.16 Goodwill

Goodwill represents the future economic benefits arising from a business combination that are not individually identified and separately recognised. Goodwill is initially determined in accordance with the policy set out in note 1.15 and subsequently carried at cost less accumulated impairment losses. Impairment is tested in accordance with the policy set out in note 1.19.

1.17 Deferred taxation

Deferred income tax is provided using the liability method, for all temporary differences arising between the tax bases of assets and liabilities and their carrying values for financial reporting purposes.

Deferred tax assets are recognised only to the extent that future taxable profit will be available such that realisation of the related tax benefit is probable.

1.18 Provisions

Provisions are recognised for liabilities of uncertain timing or amount that have arisen as a result of past transactions and are discounted at a pre-tax rate reflecting current market assessments of the time value of money and the risk specific to the liability.

1.19 Impairment of assets

Assets, including land, that have an indefinite useful life are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation or depreciation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the assets carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an assets fair value less cost to sell and value in use. For the purpose of assigning impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows.

1.20 Trading properties

Properties that are held for future sale are classified as trading properties and are initially recognised at cost. They are subsequently carried at the lower of cost and net realisable value. Cost comprises all costs of purchase, and any costs of subsequent development. Net realisable value is the estimated selling price in the ordinary course of the business less cost to complete and selling expenses.

2 Critical accounting estimates and judgements

The Group makes certain estimates and assumptions regarding the future. Estimates and judgements are continually evaluated and based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

Estimates and assumptions

(a) Valuation of investment properties and net realisable values of trading properties

The Group obtains valuations performed by external valuers or its managing agent, Commercial Estates Group Limited (CEG), in order to determine the fair value of its investment properties and the net realisable value of certain of its trading properties. These valuations are based upon assumptions including future rental income, anticipated maintenance costs, future development costs and the appropriate discount rate. The valuers also make reference to market evidence of transaction prices for similar properties.

Further information in relation to the valuation of investment property is disclosed in note 11

Dooba Holdings Limited

Notes forming part of the financial statements for the year ended 31 December 2018 (*Continued*)

2 Critical accounting estimates and judgements (*Continued*)

(b) Valuation of non-equity accounted investments

Valuations are based on the underlying net asset values which may themselves be based on investment property valuations performed in accordance with (a) above.

(c) Valuation of interest-rate swaps

In respect of derivative financial instruments, the directors have relied on the valuation carried out by issuing banks and further information is set out in note 20.

3 Financial instruments - Risk management

3.1 Financial risk factors

The Group is exposed through its operations to the following financial risks:

- Credit risk
- Liquidity risk
- Interest rate risk

In common with all other businesses, the Group is exposed to risks that arise from its use of financial instruments. This note describes the Group's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these financial statements.

There have been no substantive changes in the Group's exposure to financial instruments risks, its objectives, policies and processes for managing those risks or the methods used to measure them from previous periods unless otherwise stated in this note.

Dooba Holdings Limited

Notes forming part of the financial statements for the year ended 31 December 2018 (*Continued*)

Principal financial instruments

The principal financial instruments used by the Group, from which financial instrument risk arises are as follows:

- Trade and other receivables
- Cash at bank
- Trade and other payables
- Bank loans
- Interest rate swaps

A summary of the financial instruments held by category is provided below:

Financial assets – loans and receivables

	Financial assets at amortised cost		Financial assets at amortised cost	
	Group 2018 £	Company 2018 £	Group 2017 £	Company 2017 £
Trade and other receivables – maturity within one year	126,879,503	80,972,566	112,026,294	58,685,844
Trade and other receivables – maturity greater than one year	5,476,524	-	11,327,724	-
Cash and cash equivalents – maturity within one year	10,587,479	27,395	16,531,108	20,331
	<u>142,943,506</u>	<u>80,999,961</u>	<u>139,885,126</u>	<u>58,706,175</u>

Financial assets – at fair value through profit and loss

	2018 £	2017 £
Trade and other payables	323,873	-
	<u>323,873</u>	<u>-</u>

Financial liabilities

Group	Financial liabilities at fair value through profit or loss		Financial liabilities at amortised cost	
	2018 £	2017 £	2018 £	2017 £
Trade and other payables	-	-	81,266,264	80,117,165
Bank loans and overdrafts	-	-	211,942,487	208,617,326
Interest rate swaps	602,700	1,724,762	-	-
	<u>602,700</u>	<u>1,724,762</u>	<u>293,208,751</u>	<u>288,734,491</u>

Dooba Holdings Limited

Notes forming part of the financial statements for the year ended 31 December 2018 (*Continued*)

3.1 Financial risk factors (*Continued*)

Company

	Financial liabilities at amortised cost	
	2018 £	2017 £
Trade and other payables	30,598,080	10,122,220

All of the Group's financial liabilities designated at fair value through profit and loss are defined as level 2 in accordance with IFRS 13 as they are derived from inputs other than quoted prices which are observable for the instruments.

The Board has overall responsibility for the determination of the Group's risk management objectives and policies. The Board receives quarterly reports through which it reviews the effectiveness of the processes put in place and the appropriateness of the objectives and policies it sets.

The overall objective of the Board is to set policies that seek to reduce risks as far as possible without unduly affecting the Group's competitiveness and flexibility. Further details regarding these policies are set out below:

(i) Credit risk

The Group's exposure to credit risk arises from the potential financial loss if a tenant or counterparty to a financial instrument fails to meet its contractual obligations. It relates principally to the Group's receivables from tenants and other third parties.

Trade and other receivables

The Group's activities focus exclusively in the UK and its exposure to credit risk, arising from trade and other receivables, is influenced by the individual characteristics of each tenant. The Group operates a policy whereby the credit worthiness of each tenant is assessed prior to lease or pre-lease terms being agreed. The process includes reviewing financial information in the public domain. In certain cases, the Group will require collateral in order to support these lease obligations. This usually takes the form of a rent deposit, parent company guarantee or a bank guarantee. The Group regularly receives reports on payment performance and intelligence on the continuing financial liability of tenants where rent collections are outsourced to managing agents. Arrears are monitored on a weekly basis and a strategy for dealing with significant potential defaults is presented on a timely basis to the Board. Outstanding tenant balances are reviewed on a quarterly basis for impairment.

(ii) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities. The Group, of which this company forms part of, aims to maintain flexibility in funding by keeping committed credit lines available.

The Group's liquidity position is monitored on a daily basis. The liquidity position is reviewed quarterly by the Board of Directors.

Dooba Holdings Limited

Notes forming part of the financial statements for the year ended 31 December 2018 (Continued)

3.1 Financial risk factors (Continued)

The following table details the Group's remaining contractual maturity for its financial liabilities and financial assets held at amortised cost. The table has been drawn up based on the non-discounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows.

31 December 2018	Carrying amounts	Contractual cash flows	Due in 2019	Due in 2020	Due in 2021	Due after 2021
	£	£	£	£	£	£
Bank loans (inc swaps)	212,221,313	247,823,866	24,947,102	94,858,216	11,191,443	116,827,105
Trade and other payables	78,450,217	78,450,217	78,450,217	-	-	-
	<u>290,671,530</u>	<u>326,274,083</u>	<u>103,397,319</u>	<u>94,858,216</u>	<u>11,191,443</u>	<u>116,827,105</u>

31 December 2017	Carrying amounts	Contractual cash flows	Due in 2018	Due in 2019	Due in 2020	Due after 2020
	£	£	£	£	£	£
Bank loans (inc swaps)	210,342,088	236,427,496	29,355,368	18,646,251	94,451,483	93,974,394
Trade and other payables	80,117,165	80,117,165	80,117,165	-	-	-
	<u>290,459,253</u>	<u>316,544,661</u>	<u>109,472,533</u>	<u>18,646,251</u>	<u>94,451,483</u>	<u>93,974,394</u>

(iii) Interest risk

The Group uses interest rate swaps and similar instruments to manage its interest rate exposure on long-term borrowings (note 18). It also utilises short term facilities provided by related parties at either variable or fixed rates of interest, but which carry no early repayment penalties should the Group decide to refinance the facilities (note 26).

3.2 Capital risk management

The directors of the company monitor the overall capital needs of the Group on an ongoing basis and formally on a quarterly basis the equity, debt and overall capital position of the Group as a whole. They monitor the Group's capital specifically by reviewing the bank debt loan to value and interest cover ratios, as well as the value of any uncharged assets within the Group. The Group ensures that the overall loan to value (being total bank debt divided by total assets) of the Group does not exceed that set down in the Group's banking arrangements.

4 Segmental information and other operating income

During the current and preceding year, the Group operated in and was managed as one business segment, being property investment, with all properties located in the UK. The directors of the Group review quarterly reports which are prepared on a basis that aggregates the performance of all properties and focuses on total returns on the Group's capital.

Other income primarily relates to amounts received from the extension of long leaseholds, surrender premiums received from tenants and arrangement and draw down fees earned by on lending bond funds to other group members.

Dooba Holdings Limited

Notes forming part of the financial statements for the year ended 31 December 2018 (*Continued*)

5 Administrative expenses

	Group 2018 £	Company 2018 £	Group 2017 £	Company 2017 £
Directors' fees (note 9)	119,885	77,977	78,051	68,301
Professional fees	814,709	53,792	952,333	164,328
Auditors' remuneration	144,930	6,990	144,300	-
Management fees (note 26)	2,451,240	-	2,392,103	-
Bad debt (reversal)	(77,946)	-	(542,033)	-
Movement in provisions (note 20)	-	-	(764)	-
Other expenses	1,206,963	2,577	(129,904)	21,830
Annual promote fee (note 21)	-	-	145,924	-
	<u>4,659,781</u>	<u>141,336</u>	<u>3,040,010</u>	<u>254,459</u>

The Group had no direct employees during the current or preceding year.

6 Finance income

	Group 2018 £	Company 2018 £	Group 2017 £	Company 2017 £
Bank interest receivable	52,255	-	79,151	-
Interest receivable from tenants	2,998	-	8,942	-
Interest receivable from other sources	5,964,098	1,839,032	5,555,899	1,251,880
Interest receivable from group undertakings	3,328,558	424,149	7,713	395,723
	<u>9,347,909</u>	<u>2,263,181</u>	<u>5,651,705</u>	<u>1,647,603</u>

7 Finance costs

	Group 2018 £	Company 2018 £	Group 2017 £	Company 2017 £
Bank loans and overdrafts	11,401,421	-	14,040,590	-
Interest payable to other sources	518,252	-	2,115,480	-
Interest payable to group undertakings	1,571,233	315,472	-	180,167
	<u>13,490,906</u>	<u>315,472</u>	<u>16,156,070</u>	<u>180,167</u>

Dooba Holdings Limited

Notes forming part of the financial statements for the year ended 31 December 2018 (*Continued*)

8 Taxation

Analysis of tax charge:

	Group 2018 £	Company 2018 £	Group 2017 £	Company 2017 £
<i>Current tax</i>				
Current tax on result for the year	19,429	-	18,330	-
Adjustments in respect of prior years	(65,810)	-	19,122	-
Total current tax	(46,381)	-	37,452	-
Tax (credit)/charge	(46,381)	-	37,452	-

The Group's investment properties are located in the UK and the net rental income from let properties is subject to UK income tax, currently at the rate of 20%.

The tax assessed for the year varies from the applicable rate of income tax in the UK applied to profit before tax. The differences are explained below:

	Group 2018 £	Company 2018 £	Group 2017 £	Company 2017 £
Profit on ordinary activities before tax	47,639,429	20,117,633	1,966,322	5,880,054
Tax calculated at 20% on the above (2017: 20%)	9,527,886	4,023,527	393,265	1,176,011
Tax effects of:				
Income and expenditure not deductible for tax purposes	(8,817,638)	(4,023,527)	(1,827,965)	(1,176,011)
Utilisation of previously unrecognised tax losses	(1,180,720)	-	(856,668)	-
Capital allowances in excess of depreciation	(322,720)	-	(222,097)	-
Losses not utilised nor recognised	979,412	-	2,156,128	-
Non deductible losses from overseas companies	156,907	-	359,066	-
Fair value of swaps not recognised	(289,187)	-	5,092	-
Adjustment for UK profits taxable at varying rates	(34,511)	-	11,509	-
Adjustment in respect of prior years	(65,810)	-	19,122	-
Total tax (charge)/credit for the year	(46,381)	-	37,452	-

Dooba Holdings Limited

Notes forming part of the financial statements for the year ended 31 December 2018 (*Continued*)

8 Taxation (*Continued*)

As at 31 December 2018, the Group had accumulated tax losses carried forward amounting to £83,252,871 (2017: £88,079,488). The related net deferred tax asset has not been recognised in the consolidated financial statements due to the uncertainty of the realisation of the tax benefits.

The Group had no provided deferred tax assets or liabilities as at 31 December 2018 (2017: £nil).

9 Directors' remuneration

	Group 2018 £	Company 2018 £	Group 2017 £	Company 2017 £
Directors' fees	119,885	77,977	78,051	68,301

10 Intangible assets - goodwill

Group	2018 £	2017 £
<i>Carrying value</i>		
At 1 January	2,263,015	2,263,015
Impairment following the sale of acquired assets	-	
-		
At 31 December	2,263,015	2,263,015

The historic cost of the goodwill is £7,968,526 (2017 - £7,968,526).

The goodwill arose when the Group acquired 100% of the equity instruments of Commercial Estates Projects Limited. The directors assessed the carrying value of the assets of Commercial Estates Projects Limited at 31 December 2018 and determined that no further impairment charge is required in the current year.

11 Investment properties

Group	Freehold investment properties £	Long leasehold investment properties £	Total £
<i>Cost or valuation</i>			
At 1 January 2018	217,561,834	71,099,017	288,660,851
Additions	4,249,723	1,428,035	5,677,758
Change in fair value	17,416,426	2,762,926	20,179,352
Disposals	(4,852,001)	(2,665,961)	(7,517,962)
Carrying value at 31 December 2018	234,375,983	72,624,017	307,000,000

Dooba Holdings Limited

Notes forming part of the financial statements for the year ended 31 December 2018 (*Continued*)

11 Investment properties (*Continued*)

At 1 January 2017	231,297,171	66,405,004	297,702,175
Additions	48,485,744	3,064,011	51,549,755
Disposals	(59,062,444)	-	(59,062,444)
Transfer to trading property	(13,550,000)	-	(13,550,000)
Change in fair value	10,391,363	1,630,002	12,021,365
	<hr/>	<hr/>	<hr/>
Carrying value at 31 December 2017	217,561,834	71,099,017	288,660,851
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

In the prior year accounts a property was incorrectly disclosed as a leasehold asset instead of freehold asset. The prior year disclosures have been restated.

Included within the carrying value of investment properties at 31 December 2018 is £4,108,302 (2017: £2,877,801) in respect of the smoothing of lease incentives over the contractual lease term. The difference between rents on a straight line basis and rents actually receivable is included within, but does not increase, the carrying value of investment properties. The effect of this adjustment on the revaluation movement is as follows:

	2018	2017
	£	£
Revaluation movement	20,179,352	12,021,365
Movement in rent smoothing adjustment	(1,231,445)	(748,215)
	<hr/>	<hr/>
Revaluation movement in the income statement	18,947,907	11,273,150
	<hr/> <hr/>	<hr/> <hr/>

Investment properties held at 31 December 2018 have been valued at fair value by the Investment Director of Commercial Estates Group Limited. At 31 December 2018, the total fair value of the properties was estimated to amount to £307,000,000 (2017: £288,660,851).

Dooba Holdings Limited

Notes forming part of the financial statements for the year ended 31 December 2018 (*Continued*)

11 Investment properties (*Continued*)

As at 31 December 2018, the Group's investment properties were pledged as collateral for borrowings. The banking facilities stipulate defined amortisation payments from the proceeds of sale of an investment property.

	Fair Value at 31/12/18	Valuation techniques	Unobservable inputs	Range (Weighted Average)
Offices	177,550,000	Yield methodology	ERV per sqft (£) Capitalisation rate	13.0 – 69.0 (24.65) 3.30%-22.08% (10.29%)
Industrial	60,800,000	Yield methodology	ERV per sqft (£) Capitalisation rate	3.21 – 80.0 (19.55) 6.08% - 8.47% (7.07%)
Investment property in the course of or intended for redevelopment	68,650,000	Capitalised net revenues less cost to complete		
Total	307,000,000			

	Fair Value at 31/12/17	Valuation techniques	Unobservable inputs	Range (Weighted Average)
Offices	153,302,000	Yield methodology	ERV per sqft (£) Capitalisation rate	11.15 – 66.67 (29.85) 4.75% - 20.8% (8.46%)
Industrial	56,040,002	Yield methodology	ERV per sqft (£) Capitalisation rate	2.43 – 52.67 (30.88) 5.27% - 13.91% (7.53%)
Investment property in the course of or intended for redevelopment	79,318,849	Capitalised net revenues less cost to complete		
Total	288,660,851			

The investment properties have been valued using a yield methodology approach using unobservable inputs (level 3). The investment properties which are in the course of or intended for redevelopment are valued at capitalised net revenue less cost to complete. The significant unobservable inputs used in the valuation at 31 December 2018 are the estimated rental value (ERV) of the property and the market capitalisation rate (yield).

The ERV has been determined by reference to rents currently achieved on existing leases and the rents being asked by landlords advertising properties of a similar specification in that geographical region. The market capitalisation rate has been determined by reference to actual market transactions for properties in that region, with adjustment made to reflect the particular characteristics of the property. The resulting valuations are then cross checked against the initial yields and the fair market values per square foot derived from these actual market transactions. A decrease in the ERV or an increase in the market capitalisation rate will decrease the fair value of the investment property.

Dooba Holdings Limited

Notes forming part of the financial statements
for the year ended 31 December 2018 (*Continued*)

12 Fixtures and fittings	2018	2017
	£	£
Group		
<i>Cost</i>		
At 1 January 2018	-	-
Additions	77,878	-
	<hr/>	<hr/>
At 31 December 2018	77,878	-
<i>Depreciation</i>		
At 1 January	-	-
Charge for the year	-	-
	<hr/>	<hr/>
At 31 December 2018	-	-
<i>Net book value</i>		
At end of year	77,878	-
	<hr/> <hr/>	<hr/> <hr/>
At start of year	-	-
	<hr/> <hr/>	<hr/> <hr/>
13 Trading properties		
	2018	2017
	£	£
At 1 January	75,260,077	71,417,870
Additions	3,486,866	15,363,271
Transfer from investment property	-	13,550,000
Disposals	865,582	(19,791,406)
Movement in provision	4,191,189	(5,279,658)
	<hr/>	<hr/>
At 31 December	83,803,714	75,260,077
	<hr/> <hr/>	<hr/> <hr/>

The Group's trading properties are carried at the lower of cost and net realisable value. The net realisable value as at 31 December 2018 has been arrived at on the basis of the valuation carried out by the Investment Director of Commercial Estates Group Limited, the Group's managing agent, who is a member of the Royal Institute of Chartered Surveyors.

Dooba Holdings Limited

Notes forming part of the financial statements for the year ended 31 December 2018 (*Continued*)

14 Investment in group undertakings

Company	2018 £	2017 £
<i>Carrying value</i>		
At 1 January	157,095,543	202,537,370
Additions	1,002	1,010,601
Disposals	(9,999)	(50,630,422)
Movement in impairment provisions	18,311,260	4,177,994
	<hr/>	<hr/>
At 31 December	175,397,806	157,095,543
	<hr/> <hr/>	<hr/> <hr/>

The historical cost of the investments in group undertakings is £186,680,296 (2017: £183,689,294).

At 31 December 2018, the subsidiaries of Dooba Holdings Limited, all of which have been included in these consolidated financial statements, are as follows:

Subsidiary undertakings	Country of incorporation	Nature of ownership interests	Proportion of ownership interest
GMV Holdings Limited	124 Irish Town Gibraltar	545,345 Ordinary shares of £0.001 each	70.19% *
Dooba (Gibraltar) Holdings Limited	124 Irish Town Gibraltar	2,871 Ordinary shares of £1 each	70.19% *
GMV Three Limited	PO BOX 1075 JTC House, 28 Esplanade St Helier, Jersey JE4 2QP	100 Ordinary shares of £0.01 each and 1 special share of £1	70.19% *
GMV Five Limited	PO BOX 1075 JTC House, 28 Esplanade St Helier, Jersey JE4 2QP	2 Ordinary shares of £1 each	70.19% *
GMV Eight Limited	PO BOX 1075 JTC House, 28 Esplanade St Helier, Jersey JE4 2QP	12 Ordinary shares of £1 each	70.19% *
GMV Nine Limited	Nerine House, PO Box 434 St George's Place St Peter Port Guernsey GY1 3ZG	2 Ordinary shares of £1 each	70.19% *

Dooba Holdings Limited

Notes forming part of the financial statements
for the year ended 31 December 2018 (*Continued*)

14 Investment in group undertakings (*Continued*)

Subsidiary undertakings	Country of incorporation	Nature of ownership interests	Proportion of ownership interest
GMV Ten Limited	PO BOX 1075 JTC House, 28 Esplanade St Helier, Jersey JE4 2QP	102 Ordinary shares of £1 each	70.19% *
GMV Eleven Limited	PO BOX 1075 JTC House, 28 Esplanade St Helier, Jersey JE1 8SB	2 Ordinary shares of £1 each	70.19% *
GMV Twelve Limited	PO BOX 1075 JTC House, 28 Esplanade St Helier, Jersey JE4 2QP	100 Ordinary shares of £1 each	70.19% *
GMV Thirteen Limited	PO BOX 1075 JTC House, 28 Esplanade St Helier, Jersey JE4 2QP	100 Ordinary shares of £1 each	70.19% *
GMV Fourteen Limited	PO BOX 1075 JTC House, 28 Esplanade St Helier, Jersey JE4 2QP	2 Ordinary shares of £1 each	70.19% *
Dooba Investments II Limited	59-61 Acropolis Avenue 3rd Floor Office 301 Strovolos Nicosia 2012 Cyprus	3,453 Ordinary shares of £1 each	70.19% *
Dooba Investments III Limited	59-61 Acropolis Avenue 3rd Floor Office 301 Strovolos Nicosia 2012 Cyprus	3,840 Ordinary shares of £1 each	70.19% *

Dooba Holdings Limited

Notes forming part of the financial statements for the year ended 31 December 2018 (Continued)

14 Investment in group undertakings (Continued)

Subsidiary undertakings	Country of incorporation	Nature of ownership interests	Proportion of ownership interest
Dooba Investments V Limited	59-61 Acropolis Avenue 3rd Floor Office 301 Strovolos Nicosia 2012 Cyprus	3,020 Ordinary shares of £1 each	70.19% *
Dooba Investments VII Limited	59-61 Acropolis Avenue 3rd Floor Office 301 Strovolos Nicosia 2012 Cyprus	1,000 Ordinary shares of £1 each	70.19% *
Excellenta Company Limited	Office 18 Verdala Business Centre Level 1 LM Complex Brewery Street Mriehel Birkirkara BKR3000 Malta	600,000 Ordinary shares of £0.7895 each	70.19% *
Excellenta (Jersey) Limited	PO BOX 1075 JTC House, 28 Esplanade St Helier, Jersey JE4 2QP	500,001 Ordinary shares of £1 each	70.19% *
GLP Holdings Malta Limited (in liquidation)	Office 18 Verdala Business Centre Level 1 LM Complex Brewery Street Mriehel Birkirkara BKR3000 Malta	2,000 Ordinary shares of £1 each	70.19% *
Gerard Versteegh Holdings Limited	Sloane Square House 1 Holbein Place London SW1W 8NS	100 Ordinary shares of £1 each	70.19% *
Dooba Developments Limited	2 nd Floor St George Court Upperchurch Street Douglas Isle of Man IM1 1EE	1 Ordinary share of £1	70.19% *
GLP Properties Aktiebolag	c/o Axla Accounting AB Gotgatan 11 116 46 Stockholm Sweden	1,000 Ordinary shares of SEK 100 each	70.19% *

Dooba Holdings Limited

Notes forming part of the financial statements for the year ended 31 December 2018 (Continued)

14 Investment in group undertakings (Continued)

Subsidiary undertakings	Country of incorporation	Nature of ownership interests	Proportion of ownership interest
Whichert Limited	Sloane Square House 1 Holbein Place London SW1W 8NS	100,000 Ordinary shares of £1 each	70.19% *
Nestron Limited	Sloane Square House 1 Holbein Place London SW1W 8NS	5,000,000 Ordinary shares of £1 each	70.19% *
Ampersand 2010 Limited	Sloane Square House 1 Holbein Place London SW1W 8NS	100 Ordinary shares of £1 each	70.19% *
Carlyon Bay Limited Partnership	Nerine House PO BOX 434, St Georges Place St Peter Port Guernsey GY1 3ZG	General Partner	70.19%
Aktiebolaget Dooba (in liquidation)	c/o Axla Accounting AB Gotgatan 11 116 46 Stockholm Sweden	Ordinary shares of SEK 100 each	70.19% *
Ampersand Homes Limited	Sloane Square House 1 Holbein Place London SW1W 8NS	100 Ordinary shares of £1 each	70.19% *
Dooba Investments (Red Flag) Limited	Office 18 Verdala Business Centre Level 1 LM Complex Brewery Street Mriehel Birkirkara BKR3000 Malta	1,000 Ordinary shares of £1 each	100.00%
Commercial Estates Projects Limited	Sloane Square House 1 Holbein Place London SW1W 8NS	100 Ordinary shares of £1 each	70.19% *

Dooba Holdings Limited

Notes forming part of the financial statements
for the year ended 31 December 2018 (*Continued*)

14 Investment in group undertakings (*Continued*)

Subsidiary undertakings	Country of incorporation	Nature of ownership interests	Proportion of ownership interest
Kirkstallforge Investment Property I Limited	59-61 Acropolis Avenue 3rd Floor Office 301 Strovolos Nicosia 2012 Cyprus	9,001,000 Ordinary shares of £1 each	70.19% *
Kirkstallforge Investment Property II Limited	59-61 Acropolis Avenue 3rd Floor Office 301 Strovolos Nicosia 2012 Cyprus	1,000 Ordinary shares of £1 each	70.19% *
SWI Kirkstall Limited	Sloane Square House 1 Holbein Place London SW1W 8NS	1 Ordinary share of £1	70.19% *
Dooba Investments Limited (formerly CEG Land Promotions III Holdings Limited)	59-61 Acropolis Avenue 3rd Floor Office 301 Strovolos Nicosia 2012 Cyprus	600 Ordinary shares of £1 each	100.00% *
Dooba Properties Limited	59-61 Acropolis Avenue 3rd Floor Office 301 Strovolos Nicosia 2012 Cyprus	6,000 Ordinary shares of £1 each	100.00%
Caerwent Storage Limited	Sloane Square House 1 Holbein Place London SW1W 8NS	2 Ordinary shares of £1 each	70.00% *

Dooba Holdings Limited

Notes forming part of the financial statements for the year ended 31 December 2018 (Continued)

14 Investment in group undertakings (Continued)

Subsidiary undertakings	Country of incorporation	Nature of ownership interests	Proportion of ownership interest
Kirkstall Estate Management Limited	Sloane Square House 1 Holbein Place London SW1W 8NS	2 Ordinary shares of £1 each	70.19% *
Dooba Finance AB (publ)	Jonkoping Sweden	500,000 Ordinary shares of SEK1 each	100.00%
Dooba ShelfCo (Malta) Limited	Office 18 Verdala Business Centre Level 1 LM Complex Brewery Street Mriehel Birkirkara BKR3000 Malta	1,999 Ordinary shares of £1 each	100.00%
Dooba Investments (Jersey) Limited	PO BOX 1075 JTC House, 28 Esplanade St Helier, Jersey JE4 2QP	10,000 Ordinary shares of £1 each	100.00%
Dooba Finance (UK) Limited	Sloane Square House 1 Holbein Place London SW1W 8NS	1 Ordinary share of £1	100.00%
Kirkstall Residential Management Limited	Sloane Square House 1 Holbein Place London SW1W 8NS	1 Ordinary shares of £1 each	70.19%*
Kirkstall Homes I Limited	Sloane Square House 1 Holbein Place London SW1W 8NS	1 Ordinary shares of £1 each	70.19%*
Baylife plc (Dissolved post year end)	Sloane Square House 1 Holbein Place London SW1W 8NS	50,000 Ordinary shares of £1 each	70.19%*
Port Eden Limited (Dissolved post year end)	Sloane Square House 1 Holbein Place London SW1W 8NS	1,000 Ordinary shares of £1 each	93.64%*

* Undertakings held indirectly by the company

Dooba Holdings Limited

Notes forming part of the financial statements for the year ended 31 December 2018 (Continued)

15 Investment in associates

	2018 £	2017 £
Group		
At 1 January	43,800,503	30,112,485
Additions	4,765,872	7,281,112
Share of post-tax profit from equity accounted investments	19,008,031	8,522,269
Dividends received from equity accounted investments	(6,880,617)	(2,115,363)
	<hr/>	<hr/>
At 31 December	60,693,789	43,800,503
	<hr/> <hr/>	<hr/> <hr/>

The historical cost of investments in associates is £30,255,553 (2017: £25,489,681). The Group is entitled to a share of profits and voting rights in the following entities and also has the right to veto certain types of resolutions. The directors consider that they have the power to exercise significant influence over these entities without having a controlling interest. They have therefore treated them as associates and have equity accounted for them in the consolidated financial statements.

The Group's principal associates at 31 December 2018 are set out below:

Name	Country of Incorporation	Proportion of beneficial interest
CEG Land Promotions I (Holdings) BV	Netherlands	33.33%*
CEG Strategic Land (Malta) Limited	Cyprus	50.00%*
CEG Land Promotions II Holdings Limited	Cyprus	20.00%*
CEG Land Promotions III (UK) Limited	England and Wales	33.33%
CEG Investments III LLP	England and Wales	33.33%
ASE II F&F LLP	England and Wales	53.50%
ASE III F&F LLP	England and Wales	48.13%
CEG Holdings LLP	England and Wales	57.38%

* Held by 70.19% owned subsidiary undertaking

Dooba Holdings Limited

Notes forming part of the financial statements
for the year ended 31 December 2018 (*Continued*)

15 Investment in associates (<i>continued</i>) 2018	Total assets £	Total liabilities £	Share of net assets £
CEG Land Promotions I (Holdings) BV	35,348,630	31,668,600	1,226,677
CEG Strategic Land (Malta) Limited	4,102,410	621,674	1,778,621
CEG Land Promotions II Holdings Limited	5,841,975	7,767,535	-
CEG Land Promotions III (UK) Limited	3,599,276	1,511,542	695,920
CEG Investments III LLP	25,934,647	12,996,823	5,543,637
ASE II F&F LLP	66,944,333	3,754	30,332,672
ASE III F&F LLP	16,553,277	114,735	10,351,122
CEG Holdings LLP	18,671,895	84,682	10,665,340
Other entities			99,800
Total			60,693,789
2017	Total assets £	Total liabilities £	Share of net assets £
CEG Land Promotions I (Holdings) BV	32,733,564	31,027,125	568,813
CEG Strategic Land (Malta) Limited	3,635,611	465,780	1,584,914
CEG Land Promotions II Holdings Limited	8,112,588	9,375,727	-
CEG Land Promotions III (UK) Limited	2,155,231	491,632	554,532
CEG Investments III LLP	25,935,467	12,987,636	4,035,703
ASE II F&F LLP	67,780,724	40,166,437	25,472,424
ASE III F&F LLP	7,858,323	24,000	3,770,787
CEG Holdings LLP	13,678,779	181,927	7,713,527
Other entities			99,803
Total			43,800,503

Dooba Holdings Limited

Notes forming part of the financial statements for the year ended 31 December 2018 (*Continued*)

16 Other investments

	2018 £	2017 £
Group		
At 1 January	27,179,832	11,000,080
Additions	1,086,432	28,079,483
Exchange differences	(266,485)	748,443
Revaluation	(651,706)	(12,648,174)
	<u>27,348,073</u>	<u>27,179,832</u>
At 31 December	<u>27,348,073</u>	<u>27,179,832</u>

The historical cost of the above investments is £39,914,439 (2017: £39,914,439).

17 Trade and other receivables

	Group 2018 £	Company 2018 £	Group 2017 £	Company 2017 £
Amounts falling due greater than one year:				
Trade receivables:	5,476,524	-	11,237,724	-
Amounts falling due within one year:				
Trade receivables	7,371,272	-	2,123,251	-
Provision for impairment of trade receivables	(188,439)	-	(291,546)	-
	<u>12,659,357</u>	<u>-</u>	<u>13,069,429</u>	<u>-</u>
Trade receivables – net	12,659,357	-	13,069,429	-
Other receivables	10,949,325	1,848,428	5,249,951	1,676,229
Amounts due from related undertakings	107,903,715	79,124,139	104,944,638	57,009,615
	<u>131,512,397</u>	<u>80,972,567</u>	<u>123,264,018</u>	<u>58,685,844</u>
Total financial assets other than cash and cash equivalents classified as loans and receivables	131,512,397	80,972,567	123,264,018	58,685,844
Taxation and social security	843,630	-	-	2,553
Prepayments and accrued income	-	-	43,548	-
	<u>132,356,027</u>	<u>80,972,567</u>	<u>123,307,566</u>	<u>58,688,397</u>
Total trade and other receivables	132,356,027	80,972,567	123,307,566	58,688,397

Fair value approximates to book value at 31 December 2018 and 2017 as credit risk has been addressed as part of the impairment provisioning and due to the receivables not being subject to ongoing fluctuations in market rates as a result of their short term nature.

Dooba Holdings Limited

Notes forming part of the financial statements for the year ended 31 December 2018 (Continued)

17 Trade and other receivables (Continued)

The Group's applies the IFRS 9 simplified approach to measuring expected credit losses using a lifetime expected credit loss provision for trade receivables. To measure expected credit losses on a collective basis, trade receivables are grouped based on similar credit risk and ageing. The expected loss rates are based on the Group's historical credit losses experienced over the three year period prior to the period end. The historical loss rates are then adjusted for current and forward-looking information on macroeconomic factors affecting the Group's tenants.

As at 31 December 2018 the lifetime expected loss provision for trade receivables is as follows:

	Current	More than 30 days past due	More than 60 days past due	More than 90 days past due	More than 120 days past due	More than 150 days past due	More than 180 days past due	Total
Expected loss rate (%)	1.6%	20.8%	29.1%	42.3%	53.8%	62.2%	100.0%	
Gross carrying amount* (£)	1,275,054	86,143	29,149	28,153	18,309	15,315	104,396	1,556,519
Loss provision (£)	20,401	17,918	8,482	11,909	9,850	9,526	104,396	182,482
Specific lifetime credit provision (£)			(7,036)	(164)	7,367	5,790		5,957

* Gross carrying amount used in the provision matrix excludes certain balances such as purchase ledger debits.

At 31 December 2018, trade receivables of £5,957 had lifetime expected credit losses of the full value of the receivables. It relates to a tenant who is in administration.

Dooba Holdings Limited

Notes forming part of the financial statements for the year ended 31 December 2018 (*Continued*)

18 Loans and borrowings

The book value of loans and borrowings are as follows:

	Group 2018 £	Group 2017 £	Company 2018 £	Company 2017 £
Non-current				
Bank loans – secured	196,728,465	188,675,854	-	-
Current				
Bank loans – secured	15,214,022	19,941,472	-	-
Total loans and borrowings	211,942,487	208,617,326	-	-

The ageing analysis of these loans and borrowings is as follows:

	2018 £	2017 £
Less than one year	15,214,022	29,460,405
From one to five years	189,376,446	140,360,632
After five years	7,352,019	38,796,289
Total loans and borrowings	211,942,487	208,617,326

Fair value approximates to book value at 31 December 2018 and 2017 as the interest payments on the majority of the Group's loans and borrowings are linked to LIBOR and therefore any fluctuations in market rates will be reflected in the future cash flows of the loans.

The bank loans are secured by property mortgages and floating charges over the properties of the Group with a mandatory break at the end of the bank loan facilities.

The group had the following loans outstanding as at 31 December 2018: £55,318,258 expiring within five years at a margin of £3% plus LIBOR and secured by a fixed charge over property held by Dooba Investments II Limited; £83,297,925 expiring in three years at a margin of 1.6% plus LIBOR secured by a fixed charge over property held by Dooba Investments III Limited, Carlyon Bay Limited Partnership and KirkstallForge Investment Property I Limited; £15,524,690 expiring in 10 years at a fixed rate of 2.63% secured by a fixed charge over property held by GMV Twelve limited; £19,487,957 expiring in 1 year at a fixed rate of 8%; £4,203,209 secured against future land receipts of Ampersand Homes Limited and a £34,110,449 unsecured bond at a fixed rate margin of 10.5%.

Dooba Holdings Limited

Notes forming part of the financial statements for the year ended 31 December 2018 (*Continued*)

19 Trade and other payables

	Group 2018 £	Company 2018 £	Group 2017 £	Company 2017 £
Trade payables	2,773,233	2,914	2,449,736	8,140
Other payables	16,799,438	-	57,126,239	-
Amounts owed to related undertakings	48,985,435	30,556,431	10,609,471	11,284,850
Accruals	9,892,109	38,739	9,931,719	(1,170,770)
Total financial liabilities, excluding loans and borrowings, classified as financial liability measured at amortised cost	78,450,215	30,598,084	80,117,165	10,122,220
Tax and social security	418,149	-	2,306,292	-
Corporation tax	571	-	-	-
Deferred income	2,397,329	-	2,448,186	-
Total trade and other payables	81,266,264	30,598,080	84,871,643	10,122,220

Due to the short term nature of the payables, they are not subject to ongoing fluctuations in market rates, and so the fair value approximates to book value at 31 December 2018 and 2017.

Maturity analysis of the financial liabilities, excluding loans and borrowings, classified as financial liabilities measured at amortised cost, is as follows (the amounts shown are undiscounted and represent the contractual cash flows):

	Group 2018 £	Company 2018 £	Group 2017 £	Company 2017 £
Up to 3 months	78,450,217	30,598,080	80,117,165	10,122,220

Trade payables are interest free and have settlement dates within one year.

20 Derivative financial instruments

At 31 December 2018, the Group uses derivative financial instruments to manage its exposure to interest rate movements on its interest bearing loans and borrowings. The fair value of these instruments is recorded in the statement of financial position and is determined by the issuing banks.

Derivative financial liabilities – Interest rate swaps and caps

	2018 £	2017 £
Fair value at 1 January	1,724,762	1,699,303
Fair value movement	(1,122,062)	25,459
Fair value at 31 December	602,700	1,724,762

Dooba Holdings Limited

Notes forming part of the financial statements for the year ended 31 December 2018 (*Continued*)

20 Derivative financial instruments (*continued*)

Derivative financial assets – Interest rate swaps and caps

	2018 £	2017 £
Fair value at 1 January	-	-
Fair value movement	323,874	-
	<hr/>	<hr/>
Fair value at 31 December	323,874	-
	<hr/> <hr/>	<hr/> <hr/>

At 31 December 2018, the Group has £119,050,000 of interest rate derivatives in place as detailed below, all of which swap LIBOR for a fixed rate and have a mandatory break at the end of a related bank loan facility:

Interest Rate Swaps	Interest Rate	Maturity
£49,050,000	1.22%	18 October 2027
£70,000,000	1.37%	31 March 2023

21 Deferred tax

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and current tax liabilities and when the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different group entities where there is an intention to settle on a net basis.

The Group had no provided deferred tax assets or liabilities as at 31 December 2018 (2017: £nil).

22 Provisions

Group	2018 £	2017 £
At 1 January	145,924	512,329
Charged in year	1,223,287	145,924
Utilised or settled in year	(145,924)	(512,329)
	<hr/>	<hr/>
At 31 December	1,223,287	145,924
	<hr/> <hr/>	<hr/> <hr/>

Provisions comprise the following:

	Group 2018 £	Group 2017 £
Annual promote fee	-	145,924
Infrastructure provision – trading stock	1,223,287	-
	<hr/>	<hr/>
	1,223,287	145,924
	<hr/> <hr/>	<hr/> <hr/>

Dooba Holdings Limited

Notes forming part of the financial statements for the year ended 31 December 2018 (*Continued*)

22 Provisions (*Continued*)

During the year the Group has provided for the expenditure required to fulfil its contracted sale obligations.

23 Share capital

	2018 £	2017 £
<i>Authorised</i> 1,220,000 ordinary shares of £0.01 each	12,200	12,200
<i>Allotted, called up and fully paid</i> 545,345 ordinary shares of £0.01 each	5,453	5,453

24 Reserves

<i>Reserves</i>	<i>Description and purpose</i>
Share premium	Amount subscribed for share capital in excess of nominal value.
Other reserves	Difference between the equity holdings of the company and GMV Holdings Limited at the date that the company acquired this entity through a transaction under common control.
Retained earnings	Cumulative net gains and losses recognised in the statement of comprehensive income.

25 Leases

Operating leases - lessor

The Group earns rental income by leasing its investment and development properties to tenants under non-cancellable operating leases. The properties are let to tenants for a fixed period at a market rate. Standard lease provisions include service charge recovery and rent reviews. On review, rents are increased either by contractual formula or to current market rent (estimated rental value). Typically, single let properties are leased on terms where the tenant is responsible for repairs, insurance and running costs, while multi-let properties are leased on terms which include recovery of share of service charge, expenditure and insurance.

Future minimum lease payments receivable by the Group from such leases were as follows:

	2018 £	2017 £
Minimum rents receivable:		
Within one year	14,236,748	13,556,679
From one to five years	37,075,293	36,321,647
After five years	28,898,801	29,900,412
	80,210,842	79,778,738

Dooba Holdings Limited

Notes forming part of the financial statements for the year ended 31 December 2018 (*Continued*)

26 Related party transactions

Commercial Estates Group Limited (CEG) is considered to be a related party since the ultimate beneficial owner of Dooba Holdings Limited is also a significant shareholder of CEG.

Transactions with related parties are entered into on a regular basis as a result of normal commercial transactions. During the year the Group incurred property management fees of £2,451,240 (2017: £2,392,103) from CEG which has been recognised in administrative expenses.

At 31 December 2018 CEG owed £14,243,328 (2017: £13,158,634) to Gerard Versteegh Holdings Limited and £4,291,831 (2017: £4,145,745) to Dooba Finance (UK) Limited. CEG was owed £9,156,357 (2017: £9,156,357) by Ampersand Homes Limited. Interest of £1,564,770 (2017: £1,283,311) and draw down fees of £411,400 (2017: £309,440) was charged by the Group to CEG during the year.

At 31 December 2018 CEG Land Promotions Limited (a subsidiary of CEG Land Promotions I (Holdings) BV owed £7,663,000 (2017 - £8,813,000) and CEG Land Promotions II Limited (a subsidiary of CEG Land Promotions II Holdings Limited) owed £1,200,000 (2017 - £1,800,000) to Dooba (Gibraltar) Holdings Limited. CEG Land Promotions Limited was owed £8,100 (2017 - £8,100) by Ampersand Homes Limited and CEG Strategic Land (Malta) Limited was owed £1,787,000 (2017 – £1,445,000) by Dooba (Gibraltar) Holdings Limited.

Associates CEG Investments III LLP, ASE II F&F LLP, ASE III F&F LLP and CEG Holdings LLP also owed £4,000,000 (2017: £4,000,000), £21,502,374 (2017: £21,502,374), Nil (2017: £24,000) and £283,761 (2017: £219,061) respectively to Dooba Properties Limited. Interest of £2,523,439 (2017: £2,184,922) was receivable by the Group in respect of the loan due from ASE II F&F LLP during the year. No interest was receivable in respect of the other balances.

Other investments included in the consolidated statement of financial position at 31 December 2018 include an investment of £11,000,000 (2017: £11,000,000) in 11,000,000 B ordinary shares of £1 each in the share capital of CEG, which carry no voting rights. No dividends have been received to date.

Included within amounts due from related undertakings in note 17 is £51,025,801 (2017: £51,025,801) to the Trust which owns the shares in Dooba Holdings Limited. This loan is subject to an interest at Barclays base lending rate and interest receivable of £1,839,021 (2017: £1,251,880) was earned on this loan in the year. Also included within other debtors in note 17 are interest free loans totalling £1,824,833 (2017: £1,740,737) provided by the company to its shareholders.

Included within other payables in note 19 are loans totalling £28,519,836 (2017: £51,349,038) which are due to the main beneficiary directly and £18,582,467 (£2017: Nil) which are due to the main beneficiary via the Dooba Settlement Trust. These loans are subject to an interest rate of a fixed rate of between 2.5% and are repayable on demand. The total interest payable by the Group on these loans for the year was £1,268,410 (2017: £1,824,477).

Loans were made to the directors of CEG to facilitate the purchase of shares in CEG. The loans were subject to interest at 3% and were £3,710,490 (£2017: Nil) at year end.

Dooba Holdings Limited

Notes forming part of the financial statements
for the year ended 31 December 2018 (Continued)

27 Cash and cash equivalents

	Group 2018 £	Company 2018 £	Group 2017 £	Company 2017 £
Cash available on demand	10,587,479	27,395	16,531,108	20,331

Non-cash transactions from financing transactions are shown in the reconciliation of liabilities from financing transactions below:

	Non-current loans and borrowings £ (Note 18)	Current loans and borrowings £ (Note 18)	Interest rate swap liabilities £ (Note 20)	Bank loan Interest accrued £ (Note 20)	Loan from Investor £ (Note 26)	Loan from associates £ (Note 26)	Total £
At 1 January 2018	188,675,854	19,941,472	1,724,762	2,593,493	51,348,038	1,445,000	265,728,619
Cash flows:							
Drawdown of debt	11,274,360	-	-	-	-	342,000	11,616,360
Repayment of debt	-	(8,663,067)	-	-	(5,463,645)	-	(14,126,712)
Interest and Finance costs paid	-	-	-	(10,238,550)	-	-	(10,238,550)
Non-cash flows:							
Revaluation of derivatives	-	-	(1,445,936)	-	-	-	(1,445,936)
Interest charged through the income statement	-	-	-	11,111,026	1,268,410	-	12,379,436
Amortisation of loan issue costs	713,868	-	-	(713,868)	-	-	-
Loan issue costs accrued	-	-	-	-	-	-	-
Current portion of loan	(3,935,617)	3,935,617	-	-	-	-	-
Novation of loan to related party	-	-	-	-	(18,632,967)	-	(18,632,967)
At 31 December 2018	196,728,465	15,214,022	278,826	2,752,101	28,519,836	1,787,000	245,280,250

Dooba Holdings Limited

Notes forming part of the financial statements for the year ended 31 December 2018 (Continued)

27 Cash and cash equivalents (continued)

Non-cash transactions from financing transactions are shown in the reconciliation of liabilities from financing transactions below:

	Non-current loans and borrowings £ (Note 18)	Current loans and borrowings £ (Note 18)	Interest rate swap liabilities £ (Note 20)	Bank loan Interest accrued £ (Note 19)	Loan from Investor £ (Note 26)	Loan from associates £ (Note 26)	Total £
At 1 January 2017	135,828,224	38,972,336	1,699,303	827,215	39,655,512	525,000	217,507,590
Cash flows:							
Drawdown of debt	98,534,932	-	-	-	-	920,000	99,454,932
Repayment of debt	(26,174,031)	(38,972,336)	-	-	(18,210,434)	-	(83,356,801)
Interest and Finance costs paid	(1,942,314)	-	-	(9,487,930)	-	-	(11,430,244)
Non-cash flows:							
Revaluation of derivatives	-	-	25,459	-	-	-	25,459
Interest charged through the income statement	-	-	-	14,040,590	1,824,477	-	15,865,067
Amortisation of loan issue costs	2,786,382	-	-	(2,786,382)	-	-	-
Loan issue costs accrued	(415,867)	-	-	-	-	-	(415,867)
Current portion of loan	(19,941,472)	19,941,472	-	-	-	-	-
Contribution of other investments	-	-	-	-	28,079,483	-	28,079,483
At 31 December 2017	188,675,854	19,941,472	1,724,762	2,593,493	51,348,038	1,445,000	265,728,619

Dooba Holdings Limited

Notes forming part of the financial statements for the year ended 31 December 2018 *(Continued)*

28 Effects of changes in accounting policies

The Group adopted IFRS 9 and IFRS 15 with a transition date of 1 January 2018. The Group has chosen not to restate comparatives on adoption of IFRS 9 & IFRS 15 and, therefore, are not reflected in the restated prior year financial statements. It is also not reflected in the opening retained earnings as it was not material to the financial statements.

29 Statutory information

Dooba Holdings Limited is a company incorporated in Cyprus with an established place of business in Malta (registration number OC 387) with registered address Akropolis, 59-61, 3rd Floor, Flat/Office 301, Strovolos, P.C. 2012, Nicosia Cyprus.

The parent and ultimate controlling party as at 31 December 2018 is JTC Company Limited, a trustee of the Dooba Settlement, a life interest trust.

30 Events subsequent to the reporting period

The Group has sold one investment property for total proceeds of £4.3m and the entire sales proceeds were used to reduce debt.

The Group sold three trading properties for total gross proceeds of £29.3m. Following the sale of one of these trading properties, £16.0m in contractual landowner payments were made.