

OMS CYPRUS LTD

REPORT AND FINANCIAL STATEMENTS
Period from 30 May 2012 to 31 December 2012

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OMS CYPRUS LTD

BOARD OF DIRECTORS AND OTHER OFFICERS

Board of Directors:

Aston Management (Cyprus) Ltd
Stelios Kazamias (appointed 2 January 2013)
Dimitar Dimitrov (appointed 2 January 2013)

Company Secretary:

White November Corporate Services (Cyprus) Ltd

Independent Auditors:

Mr. Pantelis Iacovides

Registered office:

25 Michalakopoulou Street
Michalakopoulou Tower, 1st floor, flat / office M102
1075 Nicosia, Cyprus

Banker:

Bank of Cyprus Public Company Ltd

Registration number:

HE307150

REPORT OF THE BOARD OF DIRECTORS

The Board of Directors presents its first report and audited financial statements of the Company for the period from 30 May 2012 to 31 December 2012.

Incorporation

The Company OMS CYPRUS LTD was incorporated in Cyprus on 30th May 2012 as a private limited liability Company under the Cyprus Companies Law, Cap. 113.

Principal activities

The principal activities of the Company is consultancy services.

Review of current position, future developments and significant risks

The Company's development to date, financial results and position as presented in the financial statements are considered satisfactory.

The main risks and uncertainties faced by the Company and the steps taken to manage these risks, are described in note 3 of the financial statements.

Results and Dividends

The Company's results for the period are set out on page 6. The Board of Directors approved the payment of a dividend as detailed below and the remaining net profit for the period is retained.

Dividends

On 20th December 2012 the Board of Directors approved the payment of an interim dividend of €31,153.

Share capital

Authorised capital

Under its Memorandum the Company fixed its share capital at 1,000 ordinary shares of nominal value of €1 each.

Issued capital

Upon incorporation on 30th May 2012 the Company issued to the subscribers of its Memorandum of Association 1,000 ordinary shares of €1 each at par.

Board of Directors

The member of the Company's Board of Directors as at 31 December 2012 and at the date of this report is presented on page 1. The sole director was a member of the Board of Directors throughout the period from 30 May 2012 to 31 December 2012.

In accordance with the Company's Articles of Association the sole director presently member of the Board continues in office.

Events after the reporting period

Any significant events that occurred after the end of the reporting period are described in note 18 to the financial statements.

REPORT OF THE BOARD OF DIRECTORS

Independent Auditors

The Independent Auditor, Mr. Pantelis Iacovides, during the year was appointed as auditor of the company and a resolution giving authority to the Board of Directors to fix their remuneration will be proposed at the Annual General Meeting.

By order of the Board of Directors,



White November Corporate Services (Cyprus) Ltd
Secretary

Nicosia, July 22 2013

Pantelis Iacovides
64 Makedonitissis Street
2057 Strovolos, Nicosia
Cyprus

Independent auditor's report

To the Members of OMS CYPRUS LTD

Report on the financial statements

We have audited the financial statements of OMS CYPRUS LTD (the "Company") on pages 6 to 16 which comprise the statement of financial position as at 31 December 2012, and the statements of comprehensive income, changes in equity and cash flows for the period from 30 May 2012 to 31 December 2012, and a summary of significant accounting policies and other explanatory information.

Board of Directors' responsibility for the financial statements

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

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of financial statements that give a true and fair view 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Board of Directors as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Independent auditor's report (continued)

To the Members of OMS CYPRUS LTD

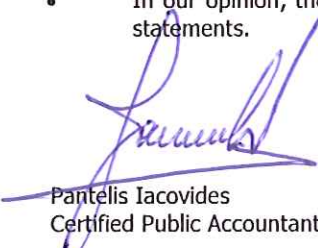
Opinion

In our opinion, the financial statements give a true and fair view of the financial position of OMS CYPRUS LTD as at 31 December 2012, and of its financial performance and its cash flows for the period from 30 May 2012 to 31 December 2012 in accordance with International Financial Reporting Standards as adopted by the European Union and the requirements of the Cyprus Companies Law, Cap. 113.

Report on other legal requirements

Pursuant to the requirements of the Auditors and Statutory Audits of Annual and Consolidated Accounts Law of 2009, we report the following:

- We have obtained all the information and explanations we considered necessary for the purposes of our audit.
- In our opinion, proper books of account have been kept by the Company.
- The Company's financial statements are in agreement with the books of account.
- In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Cyprus Companies Law, Cap. 113, in the manner so required.
- In our opinion, the information given in the report of the Board of Directors is consistent with the financial statements.



Pantelis Iacovides
Certified Public Accountant and Registered Auditor

Nicosia, July 22 2013

OMS CYPRUS LTD

STATEMENT OF COMPREHENSIVE INCOME

Period from 30 May 2012 to 31 December 2012

	Note	2012 €
Revenue	5	42,463
Administration expenses		(2,271)
Other expenses		<u>(831)</u>
Operating profit	6	39,361
Finance costs	7	<u>(108)</u>
Profit before tax		39,253
Tax	8	<u>(4,047)</u>
Net profit for the period		35,206
Other comprehensive income		<u>-</u>
Total comprehensive income for the period		<u>35,206</u>

The notes on pages 10 to 16 form an integral part of these financial statements.

OMS CYPRUS LTD

STATEMENT OF FINANCIAL POSITION

31 December 2012

	Note	2012 €
ASSETS		
Current assets		
Trade and other receivables	10	6,156
Cash at bank and in hand	11	<u>344</u>
		<u>6,500</u>
Total assets		<u><u>6,500</u></u>
EQUITY AND LIABILITIES		
Equity		
Share capital	12	1,000
Retained earnings		<u>4,053</u>
Total equity		<u>5,053</u>
Current liabilities		
Trade and other payables	13	1,200
Current tax liabilities	14	<u>247</u>
		<u>1,447</u>
Total equity and liabilities		<u><u>6,500</u></u>

On July 22 2013 the Board of Directors of OMS CYPRUS LTD authorised these financial statements for issue.


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Aston Management (Cyprus) Ltd
Director

The notes on pages 10 to 16 form an integral part of these financial statements.

OMS CYPRUS LTD

STATEMENT OF CHANGES IN EQUITY

Period from 30 May 2012 to 31 December 2012

	Note	Share capital €	Retained earnings €	Total €
Net profit for the period		-	35,206	35,206
Issue of share capital	12	1,000	-	1,000
Dividends	9	-	(31,153)	(31,153)
Balance at 31 December 2012		<u>1,000</u>	<u>4,053</u>	<u>5,053</u>

Companies which do not distribute 70% of their profits after tax, as defined by the relevant tax law, within two years after the end of the relevant tax year, will be deemed to have distributed as dividends 70% of these profits. Special contribution for defence at 20% for the tax years 2012 and 2013 and 17% for 2014 and thereafter (up to 31 August 2011 the rate was 15% and was increased to 17% for the period thereafter to 31 December 2011) will be payable on such deemed dividends to the extent that the shareholders (companies and individuals) are Cyprus tax residents. The amount of deemed distribution is reduced by any actual dividends paid out of the profits of the relevant year at any time. This special contribution for defence is payable by the Company for the account of the shareholders.

The notes on pages 10 to 16 form an integral part of these financial statements.

OMS CYPRUS LTD

CASH FLOW STATEMENT

Period from 30 May 2012 to 31 December 2012

	Note	2012 €
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before tax		39,253
Adjustments for:		
Interest expense	7	<u>32</u>
Cash flows from operations before working capital changes		39,285
Increase in trade and other receivables		(6,156)
Increase in trade and other payables		<u>1,200</u>
Cash flows from operations		34,329
Tax paid		<u>(3,800)</u>
Net cash flows from operating activities		<u>30,529</u>
CASH FLOWS FROM INVESTING ACTIVITIES		<u>-</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issue of share capital		1,000
Interest paid		(32)
Dividends paid		<u>(31,153)</u>
Net cash flows used in financing activities		<u>(30,185)</u>
Net increase in cash and cash equivalents		344
Cash and cash equivalents:		
At beginning of the period		<u>-</u>
At end of the period	11	<u><u>344</u></u>

The notes on pages 10 to 16 form an integral part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

Period from 30 May 2012 to 31 December 2012

1. Incorporation and principal activities

Country of incorporation

The Company OMS CYPRUS LTD (the "Company") was incorporated in Cyprus on 30th May 2012 as a private limited liability Company under the Cyprus Companies Law, Cap. 113. Its registered office is at 25 Michalakopoulou Street, Michalakopoulou Tower, 1st floor, flat / office M102, 1075 Nicosia, Cyprus.

Principal activities

The principal activities of the Company is consultancy services.

2. Accounting policies

The principal accounting policies adopted in the preparation of these financial statements are set out below.

Basis of preparation

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

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

Adoption of new and revised IFRSs

During the current period the Company adopted all the new and revised International Financial Reporting Standards (IFRS) that are relevant to its operations and are effective for accounting periods beginning on 30 May 2012.

At the date of approval of these financial statements, standards and interpretations were issued by the International Accounting Standards Board which were not yet effective. Some of them were adopted by the European Union and others not yet. The Board of Directors expects that the adoption of these accounting standards in future periods will not have a material effect on the financial statements of the Company.

Revenue recognition

Revenue comprises the invoiced amount for the sale of goods and services net of Value Added Tax, rebates and discounts. Revenues earned by the Company are recognised on the following bases:

- **Rendering of services**

Sales of services are recognised in the accounting period in which the services are rendered by reference to completion of the specific transaction assessed on the basis of the actual service provided as a proportion of the total services to be provided.

Finance costs

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

NOTES TO THE FINANCIAL STATEMENTS

Period from 30 May 2012 to 31 December 2012

2. Accounting policies (continued)

Tax

Current tax liabilities and assets are measured at the amount expected to be paid to or recovered from the taxation authorities, using the tax rates and laws that have been enacted, or substantively enacted, by the reporting date.

Dividends

Interim dividends are recognised in equity in the year in which they are paid. Dividend distribution to the Company's shareholders is recognised in the Company's financial statements in the year in which they are approved by the Company's shareholders.

Financial instruments

Financial assets and financial liabilities are recognised in the Company's statement of financial position when the Company becomes a party to the contractual provisions of the instrument.

Trade receivables

Trade receivables are measured at initial recognition at fair value and are subsequently measured at amortised cost using the effective interest rate method. Appropriate allowances for estimated irrecoverable amounts are recognised in profit or loss when there is objective evidence that the asset is impaired. The allowance recognised is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the effective interest rate computed at initial recognition.

Cash and cash equivalents

For the purpose of the cash flow statement, cash and cash equivalents comprise cash at bank and in hand.

Share capital

Ordinary shares are classified as equity.

3. Financial risk management

Financial risk factors

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

3.1 Interest rate risk

Interest rate risk is the risk that the value of financial instruments will fluctuate due to changes in market interest rates. Borrowings issued at variable rates expose the Company to cash flow interest rate risk. Borrowings issued at fixed rates expose the Company to fair value interest rate risk. The Company's Management monitors the interest rate fluctuations on a continuous basis and acts accordingly.

3.2 Credit risk

Credit risk arises when a failure by counter parties to discharge their obligations could reduce the amount of future cash inflows from financial assets on hand at the reporting date. The Company has no significant concentration of credit risk. The Company has policies in place to ensure that sales of products and services are made to customers with an appropriate credit history and monitors on a continuous basis the ageing profile of its receivables. Cash balances are held with high credit quality financial institutions and the Company has policies to limit the amount of credit exposure to any financial institution.

NOTES TO THE FINANCIAL STATEMENTS

Period from 30 May 2012 to 31 December 2012

3. Financial risk management (continued)

3.3 Liquidity risk

Liquidity risk is the risk that arises when the maturity of assets and liabilities does not match. An unmatched position potentially enhances profitability, but can also increase the risk of losses. The Company has procedures with the object of minimising such losses such as maintaining sufficient cash and other highly liquid current assets and by having available an adequate amount of committed credit facilities.

3.4 Capital risk management

The Company manages its capital to ensure that it will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance.

Fair value estimation

The fair values of the Company's financial assets and liabilities approximate their carrying amounts at the reporting date.

4. Critical accounting estimates and judgments

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

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

- **Provision for bad and doubtful debts**

The Company reviews its trade and other receivables for evidence of their recoverability. Such evidence includes the customer's payment record and the customer's overall financial position. If indications of irrecoverability exist, the recoverable amount is estimated and a respective provision for bad and doubtful debts is made. The amount of the provision is charged through profit or loss. The review of credit risk is continuous and the methodology and assumptions used for estimating the provision are reviewed regularly and adjusted accordingly.

- **Income taxes**

Significant judgment is required in determining the provision for income taxes. There are transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

5. Revenue

	2012
	€
Rendering of services	<u>42,463</u>
	<u>42,463</u>

OMS CYPRUS LTD

NOTES TO THE FINANCIAL STATEMENTS

Period from 30 May 2012 to 31 December 2012

6. Operating profit

	2012 €
Operating profit is stated after charging the following items:	
Auditors' remuneration	850
Incorporation expenses	<u>831</u>

7. Finance costs

	2012 €
Interest expense	32
Sundry finance expenses	<u>76</u>
	<u>108</u>

8. Tax

	2012 €
Corporation tax - current period	<u>4,047</u>
Charge for the period	<u>4,047</u>

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

	2012 €
Profit before tax	<u>39,253</u>
Tax calculated at the applicable tax rates	3,925
Tax effect of expenses not deductible for tax purposes	121
Tax effect of allowances and income not subject to tax	<u>1</u>
Tax charge	<u>4,047</u>

The corporation tax rate is 10%.

Under certain conditions interest income may be subject to defence contribution at the rate of 15% (10% to 30 August 2011). In such cases this interest will be exempt from corporation tax. In certain cases, dividends received from abroad may be subject to defence contribution at the rate of 20% for the tax years 2012 and 2013 and 17% for 2014 and thereafter (up to 31 August 2011 the rate was 15% and was increased to 17% for the period thereafter to 31 December 2011).

OMS CYPRUS LTD

NOTES TO THE FINANCIAL STATEMENTS

Period from 30 May 2012 to 31 December 2012

9. Dividends

	2012
	€
Interim dividend paid	<u>31,153</u>
	<u>31,153</u>

On 20th December 2012 the Board of Directors approved the payment of an interim dividend of €31,153.

Dividends are subject to a deduction of special contribution for defence at 20% for the tax years 2012 and 2013 and 17% for 2014 and thereafter (up to 31 August 2011 the rate was 15% and was increased to 17% for the period thereafter to 31 December 2011) for individual shareholders that are residents of Cyprus. Dividends payable to non-residents of Cyprus are not subject to such a deduction.

10. Trade and other receivables

	2012
	€
Trade receivables	<u>6,156</u>
	<u>6,156</u>

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

The exposure of the Company to credit risk and impairment losses in relation to trade and other receivables is reported in note 3 of the financial statements.

11. Cash at bank and in hand

Cash balances are analysed as follows:

	2012
	€
Cash at bank and in hand	<u>344</u>
	<u>344</u>

The exposure of the Company to credit risk and impairment losses in relation to cash and cash equivalents is reported in note 3 of the financial statements.

12. Share capital

	2012	2012
	Number of	€
	shares	
Authorised		
Ordinary shares of €1,00 each	<u>1,000</u>	<u>1,000</u>
Issued and fully paid		
Issue of shares	<u>1,000</u>	<u>1,000</u>
Balance at 31 December	<u>1,000</u>	<u>1,000</u>

Authorised capital

Under its Memorandum the Company fixed its share capital at 1,000 ordinary shares of nominal value of €1 each.

NOTES TO THE FINANCIAL STATEMENTS

Period from 30 May 2012 to 31 December 2012

12. Share capital (continued)

Issued capital

Upon incorporation on 30th May 2012 the Company issued to the subscribers of its Memorandum of Association 1,000 ordinary shares of €1 each at par.

13. Trade and other payables

	2012
	€
Accruals	<u>1,200</u>
	<u><u>1,200</u></u>

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

14. Current tax liabilities

	2012
	€
Corporation tax	<u>247</u>
	<u><u>247</u></u>

15. Related party transactions

The Company is controlled by Lars Christian Beitnes and Dimitar Dimitrov who each own 50% of the Company's shares.

There were no balances with related parties at the year end.

16. Contingent liabilities

The Company had no contingent liabilities as at 31 December 2012.

17. Commitments

The Company had no capital or other commitments as at 31 December 2012.

NOTES TO THE FINANCIAL STATEMENTS

Period from 30 May 2012 to 31 December 2012

18. Events after the reporting period

The Cyprus economy has been adversely affected over the last few years by the international credit crisis and the instability in the financial markets. During 2012 there was a considerable tightening of financing availability from Cypriot financial institutions, mainly resulting from financial instability in relation to the Greek sovereign debt crisis, including the impairment of Greek Government Bonds, and its impact on the Cyprus economy. In addition, following its credit downgrades, the ability of the Republic of Cyprus to borrow from international markets has been significantly affected. The Cyprus government entered into negotiations with the European Commission, the European Central Bank and the International Monetary Fund, in order to obtain financial support.

The negotiations of the Cyprus Government with the European Commission, the European Central Bank and the International Monetary Fund (the 'Troika'), in order to obtain financial support, resulted in an agreement and decision of the Eurogroup on 25 March 2013 on the key elements necessary for a future macroeconomic adjustment programme which includes the provision of financial assistance to the Republic of Cyprus of up to €10 billion. The programme aims to address the exceptional economic challenges that Cyprus is facing, and to restore the viability of the financial sector, with a view to restoring sustainable economic growth and sound public finances in the coming years

The Eurogroup decision on Cyprus includes plans for the restructuring of the financial sector and safeguards deposits below €100,000 in accordance with European Union legislation. In addition, the Cypriot authorities have reaffirmed their commitment to step up efforts in the areas of fiscal consolidation, structural reforms and privatizations. The Eurogroup requested the Cypriot authorities and the European Commission, in liaison with the European Central Bank, and the International Monetary Fund, to finalise the relevant Memorandum of Understanding in April 2013 which will then be followed by the formal approval of the Board of Directors of the European Stability Mechanism as well as by the ratification by Eurozone member states through national parliamentary (or equivalent) approval.

On 12 April 2013 the Eurogroup welcomed the agreement that has been reached between Cyprus and the Troika institutions regarding the macroeconomic adjustment programme for Cyprus, and stated that the necessary elements were in place to launch the relevant national procedures required for the formal approval of the European Stability Mechanism financial assistance facility agreement.

On 22 March 2013 legislation was enacted by the House of Representatives of the Republic of Cyprus concerning restrictive measures in respect of transactions executed through the banking institutions operating in Cyprus. The extent and duration of the restrictive measures are decided by the Minister of Finance and the Governor of the Central Bank of Cyprus and they were enforced on 28 March 2013. The Company's management is monitoring the developments in relation to these capital controls and is assessing the implications on the Company's operations.

Independent auditor's report on pages 4 and 5

DETAILED INCOME STATEMENT

Period from 30 May 2012 to 31 December 2012

	Page	2012 €
Revenue		
Rendering of services		42,463
Operating expenses		
Administration expenses	18	<u>(2,271)</u>
		40,192
Other operating expenses		
Incorporation expenses		<u>(831)</u>
Operating profit		39,361
Finance costs	19	<u>(108)</u>
Net profit for the period before tax		<u><u>39,253</u></u>

OMS CYPRUS LTD

OPERATING EXPENSES

Period from 30 May 2012 to 31 December 2012

	2012 €
Administration expenses	
Annual Levy	350
Courier expenses	71
Auditors' remuneration	850
Accounting fees	<u>1,000</u>
	<u><u>2,271</u></u>

OMS CYPRUS LTD

FINANCE COSTS

Period from 30 May 2012 to 31 December 2012

	2012 €
Finance costs	
Interest expense	
Interest on taxes	32
Sundry finance expenses	
Bank charges	<u>76</u>
	<u>108</u>

OMS CYPRUS LTD

COMPUTATION OF CORPORATION TAX

Period from 30 May 2012 to 31 December 2012

	Page	€	€
Net profit per detailed statement of comprehensive income	17		39,253
<u>Add:</u>			
Incorporation expenses		831	
Interest on taxes		32	
Annual Levy		<u>350</u>	
			<u>1,213</u>
Chargeable income for the year			<u><u>40,466</u></u>

Calculation of corporation tax

	Income €	Rate %	Total € c
Tax at normal rates:			
Chargeable income as above	<u>40,466</u>	10	4,046.60
Tax paid provisionally	<u>38,000</u>		<u>(3,800.00)</u>
TAX PAYABLE			<u><u>246.60</u></u>