

PLAZA CENTERS N.V.
CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2022

IN 000 EUR

CONTENTS

	Page
Independent Auditors' report	2 - 6
Consolidated statement of financial position	7
Consolidated statement of profit or loss	8
Consolidated statement of comprehensive income	9
Consolidated statement of changes in equity	10
Consolidated statement of cash flows	11
Notes to the consolidated financial statements	12 - 55

Report on the Audit of the Consolidated Financial Statements

Independent Auditors' Report

To the shareholders of Plaza Centers N.V.

Opinion

We have audited the consolidated financial statements of Plaza Centers N.V. and its subsidiaries ("the Company"), which comprise the consolidated statement of financial position as at December 31, 2022 and the consolidated statements of profit or loss, comprehensive income, changes in equity and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at December 31, 2022, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

Basis for Opinion

As mentioned in note 2(a) in the consolidated financial statements, these consolidated financial statements, with our report included, are not intended for Netherlands statutory filing purposes.

We conducted our audit in accordance with International Standards on Auditing. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) ("IESBA Code"), and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw your attention to Note 1(b) in the consolidated financial statements which discloses the Company's financial position and board and management's future plans to meet its financial liabilities.

The board and management estimate that the Company is unable to serve its entire debt to bondholders according to the current repayment schedule in total amount of EURO 128.6 million as of December 31, 2022 which is due on July 1, 2023). The Company is dependent on the bondholders' approval for any postponement of payments. In addition, the Company is not in compliance with the main Covenants as defined in the restructuring plan (for more details refer also to Note 8), hence in default which could trigger early repayment by the bondholders.

The abovementioned conditions indicates the existence of a material uncertainty that casts significant doubt about the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Emphasis of Matter

We draw your attention to Note 5(3)(c) which discloses the risk that the public authorities may seek to terminate the Public Private Partnership Agreement ("PPP Agreement") and/or relevant permits and/or could seek to impose delay penalties on the basis of perceived breaches of the Company's commitments under the PPP Agreement.

Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2022. Except for the matter described in the Material Uncertainty Related to Going Concern section, we have determined that there are no other matters to communicate in our report.

Other information included in The Company's 2022 Annual Report

Other information consists of the information included in the Annual Report, other than the financial statements and our auditor's report thereon. Management is responsible for the other information.

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. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and the Board of Directors for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards, as adopted by the European Union, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is 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 management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The board of directors is responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' 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 International Standards on Auditing 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 consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated 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.
- 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 auditors' report to the related disclosures in the consolidated 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 auditors' 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 consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the board of directors regarding, 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.



Kost Forer Gabbay & Kasierer
144 Menachem Begin Road
Tel-Aviv 6492102, Israel

Tel: +972-3-6232525
Fax: +972-3-5622555
ey.com

We also provide the board of directors with a statement that we have complied with relevant ethical requirements regarding independence and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the board of directors, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended December 31, 2022 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The partner in charge of the audit resulting in this independent report is Mr. Itay Bar-Haim.

March 28, 2023
Tel Aviv, Israel

KOST FORER GABBAY & KASIERER
A member of Ernst & Young Global

CONSOLIDATED STATEMENT OF FINANCIAL POSITION IN '000 EUR

		December 31,	
	Note	2022	2021
ASSETS			
Cash and cash equivalents	3	7,769	4,688
Restricted bank deposits		422	-
Prepayments and other receivables		48	39
Total current assets		8,239	4,727
Equity - accounted investees	6	63	5,113
Total non-current assets		63	5,113
Total assets		8,302	9,840
LIABILITIES AND SHAREHOLDERS' EQUITY			
Bonds at amortized cost	8	98,738	99,999
Accrued interests on bonds	8	29,893	21,693
Trade payables		28	110
Other liabilities	7	431	425
Total current liabilities		129,090	122,227
Share capital	10	6,856	6,856
Translation reserve	10	(30,742)	(30,838)
Other reserves		(19,983)	(19,983)
Share based payment reserve	10	35,376	35,376
Share premium	10	282,596	282,596
Accumulated deficit		(394,891)	(386,394)
Total equity		(120,788)	(112,387)
Total equity and liabilities		8,302	9,840

The notes are an integral part of the consolidated financial statements.

March 28, 2023

Date of approval of the
financial statements

Ron Hadassi
Executive Officer

David Dekel
Chairman of the Board of
Directors

CONSOLIDATED STATEMENT OF PROFIT OR LOSS IN '000 EUR

		Year ended December 31,	
	Note	2022	2021
Gains and other			
Other income	4	181	386
Total gains		181	386
Total revenues and gains		181	386
Expenses and losses			
Cost of operations		(81)	(77)
Share in results of equity-accounted investees	6	1,786	(1,903)
Administrative expenses	13	(1,454)	(1,243)
Other expenses		-	(14)
Expenses and losses		251	(3,237)
Finance income	14	2,795	-
Finance costs	14	(11,724)	(24,238)
Finance income (costs), expenses and losses		(8,678)	(27,475)
Loss before income tax		(8,497)	(27,089)
Loss for the year		(8,497)	(27,089)
Loss attributable to:			
Equity holders of the Company		(8,497)	(27,089)
Earnings per share			
Basic and diluted loss per share (EUR)	11	(1.24)	(3.95)

The notes are an integral part of the consolidated financial statements.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME IN '000 EUR

	Year ended December 31,	
	2022	2021
Loss for the year	(8,497)	(27,089)
Other comprehensive income		
Items that are or may be reclassified to profit or loss:		
Foreign currency translation differences - foreign operations (Equity accounted investees)	96	454
Other comprehensive profit for the year, net of income tax	96	454
Total comprehensive loss for the year	(8,401)	(26,635)

The notes are an integral part of the consolidated financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY IN '000 EUR

	Share capital	Share Premium	Share based payment reserves	Translation Reserve	Capital reserve from acquisition of non-controlling interests	Accumulated deficit	Total
Balance on January 1, 2021	6,856	282,596	35,376	(31,292)	(19,983)	(359,305)	(85,752)
Comprehensive income for the year	-	-	-	-	-	(27,089)	(27,089)
Net loss for the year	-	-	-	454	-	-	454
Foreign currency translation differences	-	-	-	-	-	-	-
Total comprehensive loss for the year	-	-	-	454	-	(27,089)	(26,635)
Balance on December 31, 2021	6,856	282,596	35,376	(30,838)	(19,983)	(386,394)	(112,387)
Comprehensive income for the year	-	-	-	-	-	(8,497)	(8,497)
Net loss for the year	-	-	-	96	-	-	96
Foreign currency translation differences	-	-	-	-	-	-	-
Total comprehensive loss for the year	-	-	-	96	-	(8,497)	(8,401)
Balance on December 31, 2022	6,856	282,596	35,376	(30,742)	(19,983)	(394,891)	(120,788)

The notes are an integral part of the consolidated financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS IN '000 EUR

	Year ended December 31,	
	2022	2021
Cash flows from operating activities		
Loss for the year	(8,497)	(27,089)
<u>Adjustments necessary to reflect cash flows used in operating activities</u>		
Net finance costs	8,929	24,238
Share of loss/gain of equity-accounted investees, net of tax	<u>(1,786)</u>	<u>1,903</u>
Cash flow from operations before changes in working capital	<u>(1,354)</u>	<u>(948)</u>
<u>Changes in:</u>		
Trade receivables	3	(10)
Other receivables	(12)	61
Trade payables	(82)	52
Other liabilities, related parties' liabilities and provisions	<u>6</u>	<u>16</u>
Cash flow from operations	<u>(85)</u>	<u>119</u>
Interest paid	<u>(2,000)</u>	<u>(325)</u>
Net cash used in operating activities	<u>(3,439)</u>	<u>(1,154)</u>
Cash from investing activities		
Distribution received from Equity Accounted Investees	6,932	4,175
Investment in restricted deposit	<u>(422)</u>	<u>-</u>
Net cash provided by investing activities	<u>6,510</u>	<u>4,175</u>
Net cash used in financing activities	<u>-</u>	<u>-</u>
Increase in cash and cash equivalents during the year	3,071	3,021
Effect of movement in exchange rate fluctuations on cash held	10	(42)
Cash and cash equivalents at beginning of period	<u>4,688</u>	<u>1,709</u>
Cash and cash equivalents at end of period	<u>7,769</u>	<u>4,688</u>

The notes are an integral part of the consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS IN '000 EUR

NOTE 1: - CORPORATE INFORMATION

- a. Plaza Centers N.V. ("the Company" and together with its subsidiaries, "the Group") was incorporated and is registered in the Netherlands. The Company's registered office is at Pietersbergweg 283, 1105 BM, Amsterdam, the Netherlands. In past the Company conducted its activities in the field of establishing, operating and selling of shopping and entertainment centres, as well as other mixed-use projects (retail, office, residential) in Central and Eastern Europe (starting 1996) and India (from 2006). Following debt restructuring plan approved in 2014 the Group's main focus is to reduce corporate debt by early repayments following sale of assets and to continue with efficiency measures and cost reduction where possible.

The consolidated financial statements for each of the periods presented comprise the Company and its subsidiaries (together referred to as the "Group") and the Group's interest in jointly controlled entities.

The Company is listed on the premium segment of the Official List of the UK Listing Authority and to trading on the main market of the London Stock Exchange ("LSE"), the Warsaw Stock Exchange ("WSE") and on the Tel Aviv Stock Exchange ("TASE").

Until December 19, 2018 the Company's immediate parent company was Elbit Ultrasound (Luxemburg) B.V./ s.a.r.l ("EUL"), which held 44.9% of the Company's shares. At that date EUL informed the Company that it had signed a trust agreement according to which EUL will deposit all of its outstanding investment with a trustee and no longer consider itself to be the controlling shareholder of the Company. As of December 31, 2022 EUL holds 20.06% of the Company's shares (please refer to note 17 regarding the sale of app. 0.5% of the Company's shares held by EUL).

- b. Going concern and liquidity position of the Company:

As of December 31, 2022, the Company's outstanding obligations to bondholders (including accrued interests) are app. EUR 128.6 million with due date that was postponed to July 1, 2023 (the "**Current Due date**") (please refer to note 8).

Due to the above Company's primary need is for liquidity. The Company's current and future resources include the following:

1. Cash and cash equivalents (including the cash of fully owned subsidiaries) of approximately EUR 7.769 million.
2. As detailed in note 5(1)(e), the Company and AFI Europe N.V. entered into an addendum to the pre-sale agreement entered into between the Parties in connection with the sale of its subsidiary (the "SPV") which holds 75% in the Casa Radio Project (the "Project") (the "Addendum" and the "Agreement", respectively) pursuant to which the Parties agreed to extend the Long Stop Date, which is the date on which the parties will execute a share purchase agreement, subject to the satisfaction of conditions precedent (the "SPA"), until December 31, 2023. There can be no certainty that the SPA will eventually be executed and/or that the transaction will be consummated as presented above or at all.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS IN '000 EUR

NOTE 1: - CORPORATE INFORMATION (Cont.)

3. In addition, as detailed in note 5(2), the Company has submitted with the International Centre for Settlement of Investment Disputes ("ICSID") a Request for Arbitration (the "Request") against Romania for compensation of losses incurred due to failure of the Romanian authorities to cooperate, negotiate and adjust the PPP agreement as described in the note 5(1)(c) which include the Company's investment in the Project SPV, loss of potential profit, and costs and expenses of the arbitration. At this early stage there is no certainty about the result of the dispute, hence no resources are expected to be available in the foreseeable future.

As of December 31, 2022, the Company is not in compliance with the main Covenants as defined in the restructuring plan (for more details refer also to Note 8), hence constituting an event of default which could also trigger early repayment demand by the bondholders.

Due to the abovementioned and due to the board and management estimation that the Company is unable to serve its entire debt on the updated due date, the Company intends to request the bondholders of both series an additional postponement of the repayment of the remaining balance of the bonds. However, there is no certainty that the bondholders will approve the request. In the case that the bondholders would declare their remaining claims to become immediately due and payable, the Company would not be in a position to settle those claims and would need to enter to an additional debt restructuring.

Due to the abovementioned conditions, a material uncertainty exists that casts significant doubt about the Company's ability to continue as a going concern.

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES

- a. Basis of preparation of these financial statements:

The following accounting policies have been applied consistently in the financial statements for all periods presented, unless otherwise stated.

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as adopted by the European Union ("EU").

The consolidated financial statements have been prepared on the historical cost basis.

These consolidated financial statements are not intended for statutory filing purposes. The Company is required to file consolidated financial statements prepared in accordance with the Netherlands Civil Code.

At the date of approval of these financial statements the Company had not yet submitted consolidated financial statements for the year ended December 31, 2019, December 31, 2020, December 31, 2021 and December 31, 2022 in accordance with the Netherlands Civil Code (for more details refer to Note 16(b)(6)).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS IN '000 EUR

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

The consolidated financial statements were authorized to be issued by the Board of Directors on March 28, 2023.

b. Functional and presentation currency:

These consolidated financial statements are presented in EURO ("EUR"), which is the Company's functional currency. All financial information presented in EUR has been rounded to the nearest thousand, unless otherwise indicated.

c. Investment property vs. trading property classification:

The Group has designated all its properties for sale. The Company is actively seeking buyers and does not hold the properties with the intention to gain from capital appreciation. Therefore, management also believes that these are appropriately classified as trading properties.

d. Functional and presentation currency

The EUR is the functional currency for Group companies (with the exception of Indian companies - in which the functional currency is the Indian Rupee - INR) since it is the currency of the economic environment in which the Group operates. This is because the EUR (and in India the INR) is the main currency in which management determines its pricing with potential buyers and suppliers, determine its financing activities and budgets and assesses its currency exposures.

e. Operating cycle determination:

The Group is unable to clearly identify its actual operating cycle with respect to trading properties. As such, the Group's operating cycle relating to trading properties and corresponding liabilities is 12 months. Trading properties and liabilities associated therewith are presented as non-current assets and non-current liabilities, respectively.

f. Use of estimates and judgments:

The preparation of the consolidated financial statements in conformity with IFRS as adopted by the EU requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expenses.

The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year are included in the following notes:

- Notes 5, 6 - key assumptions used in determining the net realisable value of trading properties;

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS IN '000 EUR

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

- Notes 5,16 - recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources.

g. Basis of consolidation:

1. Subsidiaries:

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases. Where necessary, adjustments are made to the financial statements of the subsidiaries in order to bring the accounting policies used in line with the ones used by the Group in the consolidated financial statements.

2. Interests in equity-accounted investees:

The Group's interests in equity-accounted investees comprise interests in associates and joint ventures.

Associates are those entities in which the Group has significant influence, but not control or joint control, over the financial and operating policies. A joint venture is an arrangement in which the Group has joint control, whereby the Group has rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities.

Interests in associates and the joint venture are accounted for using the equity method. They are recognised initially at cost, which includes transaction costs. Subsequent to initial recognition, the consolidated financial statements include the Group's share of the profit or loss and other comprehensive income of equity-accounted investees, until the date on which significant influence or joint control ceases.

When the equity attributable to the owners of an associate changes as a result of the associate selling or buying shares of its subsidiaries (that are consolidated in its financial statements) to third parties while retaining control in those subsidiaries, the balance of the investment in the associate that is presented on the Company's books on the equity basis changes. The Company has chosen the accounting policy of recognizing the change in the balance of the investment in these cases directly in profit or loss.

3. Loss of control:

When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related NCI and other components of equity.

Any resulting gain or loss is recognised in profit or loss. Any interest retained in the former subsidiary is measured at fair value when control is lost.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS IN '000 EUR

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

4. Transactions eliminated on consolidation:

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated. Unrealised gains arising from transactions with equity-accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

h. Foreign currency:

1. Foreign currency transactions:

Transactions in foreign currencies are translated to the respective functional currencies of Group companies at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated to the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated to the functional currency at the exchange rate when the fair value was determined.

Foreign currency differences are generally recognised in profit or loss. Non-monetary items that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Foreign currency differences are generally recognised in profit or loss.

2. Foreign operations:

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated into euro at the exchange rates at the reporting date. The income and expenses of foreign operations are translated into euro at the exchange rates at the dates of the transactions. Foreign currency differences are recognised in other comprehensive income, and accumulated in the translation reserve, except to the extent that the translation difference is allocated to non-controlling interest.

When a foreign operation is disposed of in its entirety or partially such that control, significant influence or joint control is lost, the cumulative amount in the translation reserve related to that foreign operation is reclassified to profit or loss as part of the gain or loss on disposal.

If the Group disposes of part of its interest in a subsidiary but retains control, then the relevant proportion of the cumulative amount is reattributed to non-controlling interest.

When the Group disposes of only part of an associate or joint venture while retaining significant influence or joint control, the relevant proportion of the cumulative amount is reclassified to profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS IN '000 EUR

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

If the settlement of a monetary item receivable from or payable to a foreign operation is neither planned nor likely to occur in the foreseeable future, then foreign currency differences arising from such item form part of the net investment in the foreign operation. Accordingly, such differences are recognised in other comprehensive income and accumulated in the translation reserve.

3. Index-linked monetary items:

Monetary assets and liabilities linked to the changes in the Israeli Consumer Price Index ("Israeli CPI") are adjusted at the relevant index at each reporting date according to the terms of the agreement.

i. Cash equivalents:

Cash equivalents are considered as highly liquid investments, including unrestricted short-term bank deposits with an original maturity of three months or less from the date of investment or with a maturity of more than three months, but which are redeemable on demand without penalty and which form part of the Group's cash management.

j. Financial instruments:

1. Financial assets:

Financial assets are measured upon initial recognition at fair value plus transaction costs that are directly attributable to the acquisition of the financial assets, except for financial assets measured at fair value through profit or loss in respect of which transaction costs are recorded in profit or loss.

Debt instruments are measured at amortized cost when:

The Company's business model is to hold the financial assets in order to collect their 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. After initial recognition, the instruments in this category are measured according to their terms at amortized cost using the effective interest rate method, less any provision for impairment.

2. Impairment of financial assets:

The Company evaluates at the end of each reporting period the loss allowance for financial debt instruments which are not measured at fair value through profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS IN '000 EUR

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

3. De-recognition of financial assets:

A financial asset is derecognized only when:

- The contractual rights to the cash flows from the financial asset has expired; or
- The Company has transferred substantially all the risks and rewards deriving from the contractual rights to receive cash flows from the financial asset or has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset; or
- The Company has retained its contractual rights to receive cash flows from the financial asset but has assumed a contractual obligation to pay the cash flows in full without material delay to a third party.

4. Financial liabilities:

a) Financial liabilities measured at amortized cost:

Financial liabilities are initially recognized at fair value less transaction costs that are directly attributable to the issue of the financial liability.

After initial recognition, the Company measures all financial liabilities at amortized cost using the effective interest rate method.

5. De-recognition of financial liabilities:

A financial liability is derecognized only when it is extinguished, that is when the obligation specified in the contract is discharged or cancelled or expires. A financial liability is extinguished when the debtor discharges the liability by paying in cash, other financial assets, goods or services; or is legally released from the liability.

6. Offsetting financial instruments:

Financial assets and financial liabilities are offset and the net amount is presented in the statement of financial position if there is a legally enforceable right to set off the recognized amounts and there is an intention either to settle on a net basis or to realize the asset and settle the liability simultaneously.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS IN '000 EUR

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

k. Fair value measurement

A number of the Group's accounting policies and disclosures require the measurement of fair value, for both financial and non-financial assets and liabilities.

When measuring the fair value of an asset or a liability, the Group uses market observable data as far as possible. The Company's finance department reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes, is used to measure fair values, then the finance department assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of IFRS, including the level in the fair value hierarchy in which such valuations should be classified. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

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

Further information about the assumptions made in measuring fair values is included in the following notes:

Note 15 - Financial instruments

l. Share capital:

Ordinary shares are classified as equity. Incremental costs directly attributable to issue of ordinary shares and share options are recognized as a deduction from equity. Income tax relating to transaction costs of an equity transaction is accounted for in accordance with IAS 12. Costs attributable to listing existing shares are expensed as incurred.

m. Trading properties:

Trading properties are being designated for sale in the ordinary course of business and as such are classified as trading properties (inventory) and measured at the lower of cost and net realizable value.

Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs to complete construction and selling expenses. If net realizable value is less than the cost, the trading property is written down to net realizable value.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS IN '000 EUR

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

In each subsequent period, a new assessment is made of net realizable value. When the circumstances that previously caused trading properties to be written down below cost no longer exist or when there is clear evidence of an increase in net realizable value because of changed economic circumstances, the amount of the write-down is reversed so that the new carrying amount is the lower of the cost and the revised net realizable value.

The amount of any write-down of trading properties to net realisable value and all losses of trading properties are recognised as a write-down of trading properties expense in the period the write-down or loss occurs. The amount of any reversal of such write-down arising from an increase in net realizable value is recognized as a reduction in the expense in the period in which the reversal occurs.

Costs comprise all costs of purchase, direct materials, direct labor costs, subcontracting costs and other direct overhead costs incurred in bringing the properties to their present condition.

Borrowing costs directly attributable to the acquisition or construction of a qualifying asset are capitalized as part of the costs of the asset. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use or sale. Other borrowing costs are recognized as an expense in the period in which they incurred.

n. **Impairment of non-financial assets:**

The Company evaluates the need to record an impairment of non-financial assets whenever events or changes in circumstances indicate that the carrying amount is not recoverable. If the carrying amount of non-financial assets exceeds their recoverable amount, the assets are reduced to their recoverable amount. The recoverable amount is the higher of fair value less costs of sale and value in use. In measuring value in use, the expected future cash flows are discounted using a pre-tax discount rate that reflects the risks specific to the asset. The recoverable amount of an asset that does not generate independent cash flows is determined for the cash-generating unit to which the asset belongs. Impairment losses are recognized in profit or loss.

An impairment loss of an asset is reversed only if there have been changes in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized. Reversal of an impairment loss, as above, shall not be increased above the lower of the carrying amount that would have been determined had no impairment loss been recognized for the asset in prior years and its recoverable amount. The reversal of impairment loss of an asset presented at cost is recognized in profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS IN '000 EUR

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

The following criteria are applied in assessing impairment of these specific assets:

Investment in associate or joint venture:

After application of the equity method, the Company determines whether it is necessary to recognize any additional impairment loss with respect to the investment in associates or joint ventures. The Company determines at each reporting date whether there is objective evidence that the carrying amount of the investment in the associate or the joint venture is impaired. The test of impairment is carried out with reference to the entire investment, including the goodwill attributed to the associate or the joint venture.

o. Provisions:

Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognized as finance cost.

Warranties

A provision for warranties is recognized when the underlying products or services are sold, based on historical warranty data and a weighting of possible outcomes against their associated probabilities.

Legal claims:

A provision for claims is recognized when the Group has a present legal or constructive obligation as a result of a past event, it is more likely than not that an outflow of resources embodying economic benefits will be required by the Group to settle the obligation and a reliable estimate can be made of the amount of the obligation.

p. Revenue recognition:

Revenue from contracts with customers is recognized when the control over the goods or services is transferred to the customer. Revenues from trading properties are taken into account at the moment the trading property is sold. The company considers the moment of sale being the latest of a) receiving the payment for the trading property; or b) the transfer of the deed at the public notary. The transaction price is the amount of the consideration that is expected to be received based on the contract terms, excluding amounts collected on behalf of third parties (such as taxes).

In determining the amount of revenue from contracts with customers, the Company evaluates whether it is a principal or an agent in the arrangement. The Company is a principal when the Company controls the promised goods or services before transferring them to the customer.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS IN '000 EUR

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

In these circumstances, the Company recognizes revenue for the gross amount of the consideration. When the Company is an agent, it recognizes revenue for the net amount of the consideration, after deducting the amount due to the principal.

Variable consideration:

The Company determines the transaction price separately for each contract with a customer. When exercising this judgment, the Company evaluates the effect of each variable amount in the contract, taking into consideration discounts, penalties, variations, claims, and non-cash consideration. In determining the effect of the variable consideration, the Company normally uses the "most likely amount" method described in the Standard. Pursuant to this method, the amount of the consideration is determined as the single most likely amount in the range of possible consideration amounts in the contract.

Variable consideration is included in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of revenue recognized will not occur when the uncertainty associated with the variable consideration is subsequently resolved.

q. Finance income and cost:

Interest income and expense which are not capitalized are recognized in the income statement as they accrue, using the effective interest method.

r. Income tax:

Income tax expense comprises current and deferred tax. It is recognized in profit or loss.

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date.

Current tax also includes any tax arising from dividends. Current tax assets and liabilities are offset only if certain criteria are met.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS IN '000 EUR

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)**Deferred tax**

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax assets are recognized for unused tax losses, unused tax credits and deductible Temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized. Such reduction is reversed when the probability of future taxable profits improved.

Unrecognized deferred tax assets are reassessed at each reporting date and recognized to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences.

When they reverse, using tax rates enacted or substantively enacted at the reporting date.

Deferred tax assets and liabilities are offset only if certain criteria are met.

s. Employee benefits:**1. Bonuses:**

The Group recognizes a liability and an expense for bonuses, which are based on agreements with employees or according to management decisions based on Group performance goals and on individual employee performance. The Group recognizes a liability where contractually obliged or where past practice has created a constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

2. Share-based payment transactions:

The fair value of options granted to employees to acquire shares of the Company is recognized as an employee expense or capitalized if directly associated with development of trading property, with a corresponding increase in equity. The fair value is measured at grant date and spread over the period during which the employees become unconditionally entitled to the options. The amount recognized as an expense is adjusted to reflect the actual number of share options that vest.

Where the terms of an equity-settled award are modified, the minimum expense recognized is the expense as if the terms had not been modified. An additional expense is recognized for any modification, which increases the total fair value of the share-based payment arrangement or is otherwise beneficial to the employees as

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS IN '000 EUR

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

measured at the date of modification. The fair value of the amount payable to employees in respect of share-based payments, which may be settled in cash, at the option of the holder, is recognized as an expense, with a corresponding increase in liability, over the period in which the employees become unconditionally entitled to payment. The fair value is re-measured at each reporting date and at settlement date. Any changes in the fair value of the liability are recognized as an additional cost in salaries and related expenses in the income statement.

t. Disclosure of new standards in the period prior to their adoption:

1. Amendment to IAS 1, "Presentation of Financial Statements":

In January 2020, the IASB issued an amendment to IAS 1, "Presentation of Financial Statements" regarding the criteria for determining the classification of liabilities as current or non-current ("the Original Amendment"). In October 2022, the IASB issued a subsequent amendment ("the Subsequent Amendment").

According to the Subsequent Amendment:

- Only covenants with which an entity must comply on or before the reporting date will affect a liability's classification as current or non-current;
- An entity should provide disclosure when a liability arising from a loan agreement is classified as non-current and the entity's right to defer settlement is contingent on compliance with future covenants within twelve months from the reporting date. This disclosure is required to include information about the covenants and the related liabilities. The disclosures must include information about the nature of the future covenants and when compliance is applicable, as well as the carrying amount of the related liabilities. The purpose of this information is to allow users to understand the nature of the future covenants and to assess the risk that a liability classified as non-current could become repayable within twelve months. Furthermore, if facts and circumstances indicate that an entity may have difficulty in complying with such covenants, those facts and circumstances should be disclosed.

According to the Original Amendment, the conversion option of a liability affects the classification of the entire liability as current or non-current unless the conversion component is an equity instrument.

The Original Amendment and Subsequent Amendment are both effective for annual periods beginning on or after January 1, 2024 and must be applied retrospectively. Early application is permitted.

The Company is evaluating the possible impact of the Amendment on its current loan agreements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS IN '000 EUR

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

2. Amendment to IAS 8, "Accounting Policies, Changes to Accounting Estimates and Errors":

In February 2021, the IASB issued an amendment to IAS 8, "Accounting Policies, Changes to Accounting Estimates and Errors" ("the Amendment"), in which it introduces a new definition of "accounting estimates".

Accounting estimates are defined as "monetary amounts in financial statements that are subject to measurement uncertainty". The Amendment clarifies the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors.

The Amendment is to be applied prospectively for annual reporting periods beginning on or after January 1, 2023 and is applicable to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period. Early application is permitted.

The Company is evaluating the effects of the Amendment on its financial statements.

3. Amendment to IAS 12, "Income Taxes":

In May 2021, the IASB issued an amendment to IAS 12, "Income Taxes" ("IAS 12"), which narrows the scope of the initial recognition exception under IAS 12.15 and IAS 12.24 ("the Amendment").

According to the recognition guidelines of deferred tax assets and liabilities, IAS 12 excludes recognition of deferred tax assets and liabilities in respect of certain temporary differences arising from the initial recognition of certain transactions. This exception is referred to as the "initial recognition exception". The Amendment narrows the scope of the initial recognition exception and clarifies that it does not apply to the recognition of deferred tax assets and liabilities arising from transactions that are not a business combination and that give rise to equal taxable and deductible temporary differences, even if they meet the other criteria of the initial recognition exception.

The Amendment applies for annual reporting periods beginning on or after January 1, 2023, with earlier application permitted. In relation to leases and decommissioning obligations, the Amendment is to be applied commencing from the earliest reporting period presented in the financial statements in which the Amendment is initially applied. The cumulative effect of the initial application of the Amendment should be recognized as an adjustment to the opening balance of retained earnings (or another component of equity, as appropriate) at that date.

The Company estimates that the initial application of the Amendment is not expected to have a material impact on its financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS IN '000 EUR

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)**4. Amendment to IAS 1 - Disclosure of Accounting Policies:**

In February 2021, the IASB issued an amendment to IAS 1, "Presentation of Financial Statements" ("the Amendment"), which replaces the requirement to disclose 'significant' accounting policies with a requirement to disclose 'material' accounting policies. One of the main reasons for the Amendment is the absence of a definition of the term 'significant' in IFRS whereas the term 'material' is defined in several standards and particularly in IAS 1.

The Amendment is applicable for annual periods beginning on or after January 1, 2023. Early application is permitted.

The Company is evaluating the effects of the Amendment on its financial statements.

5. Amendment to IFRS 16, "Leases":

In September 2022, the IASB issued an amendment to IFRS 16, "Leases" ("the Amendment"), which provides guidance on how a seller-lessee should measure the lease liability arising in a sale and leaseback transaction with variable lease payments that do not depend on an index or rate. The seller-lessee has to choose between two accounting policies for measuring the lease liability on the inception date of the lease. The accounting policy chosen must be applied consistently.

The Amendment is applicable for annual periods beginning on or after January 1, 2024. Early application is permitted. The Amendment is to be applied retrospectively.

The Company is evaluating the effects of the Amendment on its financial statements.

NOTE 3:- CASH AND CASH EQUIVALENTS

Bank deposits and cash denominated in	December 31,	
	2022	2021
EUR - bank balances (1)	7,763	3,679
United States Dollar (USD) - bank balances	-	909
New Israeli Shekel (NIS) - bank balances	3	92
Other currencies	3	8
	<u>7,769</u>	<u>4,688</u>

(1) As of December 31, 2022, including call deposit of EUR 6,4 million – 1,57% interests rate.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS IN '000 EUR**NOTE 4:- OTHER INCOME**

	December 31,	
	2022	2021
Sale of receivables (1)	-	200
Other income	181	186
	<u>181</u>	<u>386</u>

- (1) On August 10, 2021 the Company announced that Plaza Centers Czech Republic s.r.o ("Plaza Centers CR"), a wholly owned subsidiary of the Company, has signed an agreement for the sale of its receivables to a third party, for a total consideration of EUR 200,000, regarding an advance payment for the purchase of a Czech project company which Plaza Centers CR paid in the past.

NOTE 5:- TRADING PROPERTIES

- (1) Casa Radio:

- (a) General:

In 2006 the Company entered into a PPP agreement with the Government of Romania to develop the Casa Radio site in the city center of Bucharest ("Project") and acquired 75% interest in the joint venture company developing the Project ("Project SPV"). After signing the PPP agreement, the Company holds indirectly 75% of the shares in the Project SPV, the remaining shares are held by the Romanian authorities (through CNI, a Romanian company ultimately owned by the Romania authorities)(15%) and a third-party private investor (10%).

Pursuant to the PPP agreement, the Project SPV was granted development and exploitation rights in relation to the site for a period of 49 years, starting December 2006 (34 years remaining at the end of the reporting period). As part of its obligations under the PPP agreement, the Project SPV has committed to construct a public authority building ("PAB") measuring approximately 11.000 square meters for the Romanian Government at its own cost.

Large scale demolition, design and foundation works were financed by loans given to the Project SPV by the Company. These works were performed on site until 2010. Construction and development were put on hold due to difficulties procuring further financing because of the global financial crisis and later, as well as, the lack of progress in the renegotiation of the PPP agreement with the Romanian authorities, as detailed in subsection (c) below. These circumstances (and mainly the bureaucratic deadlock with the Romanian authorities to deal with the issues specified below) caused the Project SPV not to meet the development timeline of the Project as specified in the PPP agreement. However, management believes that it had legitimate reasons for the delays in this timeline, as discussed in subsection (c) below.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS IN '000 EUR

NOTE 5:- TRADING PROPERTIES (Cont.)

- (b) Obtaining of the Detailed Urban Plan ("PUD") permit:

The Project SPV obtained the PUD for the Project in September 2012. On December 13, 2012, the Court took note of the waiver of the claim submitted by certain plaintiffs and rejected the litigation aiming to cancel the approval of the Zonal Urban Plan ("PUZ") for the Project. The Court decision is irrevocable.

- (c) Discussions with the Romanian authorities:

Following the Court decision with respect to the PUZ, the Project SPV was required to submit a request for building permits within 60 days from the approval date of the PUZ/PUD and commence development of the Project within 60 days after obtaining the building permits. The building permits have not been obtained.

Due to substantial differences between the approved PUD and stipulations in the PPP agreement and changes in EU law concerning environmental considerations in buildings used by public bodies, the Project SPV attempted to renegotiate the future development of the Project with the Romanian authorities on items such as timetable, structure, milestones and adaptation of the PAB development to the current EU requirements. Despite many notifications sent to the Romanian authorities, expressing a wish to renegotiate the existing PPP agreement, no major breakthrough has been achieved. The Company may be subject to significant delay penalties under the terms of the PPP agreement if it is determined that the Company was at fault in causing the delays.

Because of the failure of the Romanian authorities to cooperate, negotiate and adjust the PPP agreement, the Project SPV was not able to meet its obligations under the PPP agreement. This resulted in a situation where the Project SPV could not "de facto" continue the execution of the Project and created a risk that the Romanian authorities could attempt to terminate the PPP agreement and/or to impose penalties on the Company and the Project SPV. As of the date of approval of these consolidated financial statements, the Project SPV has not received any termination notification from the Romanian authorities.

Still, in the case of termination of the PPP agreement, any disputes regarding the relationship and compensation between the parties is to be determined by way of arbitration. Management believes that, in the case of termination, the Company has a good case to claim compensation for damages.

The Romanian authorities undertook to discuss in good faith the restructuring of the Project and the PPP agreement in situations where significant unexpected circumstances arise. Further, the unresponsiveness of the Romanian authorities is a violation of the general undertaking to support the Project SPV in the execution of the Project as agreed in the PPP agreement.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS IN '000 EUR

NOTE 5:- TRADING PROPERTIES (Cont.)

Management has taken a number of steps in order to unblock the development of the project and mitigate the risk of termination of the PPP agreement, including commencing a process to identify third party investors willing and capable to join in the development of the Project and/or potential buyers of the Company's interest in the Project. Management believes that reputable investors with considerable financial strength can enhance negotiation position vis-à-vis the Romanian authorities and assist in advancing an amicable agreement with the relevant authorities with respect to the development of the Project. As a result of the Company's ongoing efforts, a pre-sale agreement for the sale of its shareholding in the Project SPV and its interests in the Project was signed on 3 July 2019 (see subsection (e) below).

(d) Provision in respect of PAB:

As mentioned in point (a) above, when the Company entered into an agreement to acquire 75% interest in the Project SPV it assumed a commitment to construct the PAB at its own costs for the benefit of the Romanian Government. As detailed in note 5(2) below, the carrying amount of the trading property was fully written off as of December 31, 2020. Accordingly, the Company also fully reduced the provision in respect of the construction of the PAB as of December 31, 2020.

(e) On 3 July 2019 the Company's wholly owned subsidiary Dambovită Center Holding B.V ("Dambovită NL") as seller, the Company as guarantor and AFI Europe N.V. as buyer entered into a pre-sale agreement for the sale of the shareholding in Dambovită Center S.R.L ("Dambovită RO") (the "Pre-Sale Agreement"). Pursuant to the terms of the Pre-Sale Agreement, AFI Europe N.V. shall carry out a due diligence review which shall be completed no later than 5 September 2019 following which, subject to the satisfaction of the other Conditions precedent in the Pre-Sale Agreement, the parties to the Pre-Sale Agreement will execute a share purchase agreement in the short form being Annex 3 to the Pre-Sale Agreement (the "SPA") and an intragroup loan assignment/novation agreement.

Conditions precedent in the Pre-Sale Agreement comprise inter alia (i) the satisfactory completion of a due diligence investigation by AFI Europe N.V. by the latest on 5 September 2019; (ii) the Romanian competition council having issued competition approval for the transaction; (iii) publication of the contemplated sale of the shares in Dambovită RO by Dambovită NL in the Official Gazette of the Romanian Government and the lapse of a 30-day objection period with no opposition being lodged; (iv) no pending or imminent material adverse change (which includes insolvency of Dambovită RO, termination of the PPP Agreement or a significant amendment of the terms and conditions of the PPP Agreement rendering the fulfilment thereof more onerous; (v) issuance of a Government Decision confirming that Dambovită NL may transfer the shares to AFI Europe N.V. (or any of its affiliates) and that the Company and Elbit Imaging Ltd. may transfer their rights and obligations under the PPP Agreement to AFI Europe N.V.; (vi) amendment of the PPP Agreement in order to transfer the rights of Elbit Imaging Limited and the Company to AFI Europe N.V.; (vii) obtaining a written confirmation that the 49 years term of the PPP Agreement shall be calculated, the earliest, starting from 2012,

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS IN '000 EUR

NOTE 5:- TRADING PROPERTIES (Cont.)

however, in case the 49 years concession term is calculated from any other previous date, the parties to the Pre-Sale Agreement will try to find an amicable compromise, discounting the Purchase Price (as defined below) to reflect the shorter concession term; in case of such parties' failure to reach an agreement with respect to the discounted Purchase Price, AFI Europe N.V. has the right to consider this condition precedent as not being fulfilled; and (viii) the receipt of approval of the General Meeting and the Company's bondholders for the Transaction.

Upon satisfactory completion of the due diligence to be carried out by AFI Europe, there will be a down payment of EUR 200,000, which shall be repaid upon the occurrence of (i) cancellation of the PPP Agreement; (ii) initiation of Dambovită RO's dissolution due to negative equity requirements; (iii) the existence of elements of criminal investigation against Dambovită RO, beyond the information as disclosed to AFI Europe or, if such investigation would be held against Dambovită RO's directors of employees, in case this would trigger a significant impact on the Dambovită Project or (iv) Dambovită NL refuses to proceed to closing or is not present at the closing date, although all the conditions precedent were fulfilled or waived. The fulfilment of the Conditions precedent relating to the approval of the Company's shareholders and bondholders as referred to above must occur no later than 5 September 2019. On 30 July 2019, the bondholders of Bonds series A and Bonds Series B decided to authorize the Company to enter into the agreement and execute the transaction contained therein. In addition, an extraordinary general meeting of Shareholders of the Company held on 29 August 2019 approved the transaction as detailed in the Notice of EGM.

On 5 September 2019 in accordance with the pre-sale agreement, AFI has paid the down payment of EUR 200,000.

PRE-SALE AGREEMENT – SPECIFIC PROVISIONS

The long stop date as referred to in the Pre-Sale Agreement (i.e. the date on which all conditions precedent must be fulfilled and closing of the Transaction must occur) is 15 months after the lapse of the due diligence period (5 September 2019).

Pursuant to the Pre-Sale Agreement, Dambovită NL will transfer its interest in Dambovită RO and will assign the Intragroup Loans to AFI Europe N.V. for the maximum consideration of EUR 60 million, subject to the fulfilment of certain conditions (the "Purchase Price").

The Purchase Price is defined in the Pre-Sale Agreement as EUR 60 million minus 75% of Dambovită RO's liabilities computed based on the closing accounts (being the financial statements of Dambovită RO for the period from 1 January of the year in which the closing of the Transaction will occur) and excluding the Intragroup Loan, plus 75% of Dambovită RO's available cash and other current assets as shown in the closing accounts (as referred to above) and minus (insofar applicable) an amount agreed upon by the parties to the Pre-Sale Agreement to be reduced from the Purchase Price if the 49-year PPP-rights period will be calculated from any date prior to the year 2012. The loan assignment amount (as part of the Purchase Price) will be calculated on the Closing Date as the balance between the Purchase Price and the

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS IN '000 EUR

NOTE 5:- TRADING PROPERTIES (Cont.)

price for the shares sold (being the nominal value of these shares RON 44,050,380, which is the equivalent of USD 14,778,862).

Subject to fulfilment of the conditions precedent in the Pre-Sale Agreement as detailed above which includes, among others, the execution of the SPA, AFI Europe N.V. is bound to make a payment of EUR 20 million to Dambovită NL. A further EUR 22 million is to be paid later upon the issuance by the competent authorities of a building permit for the first stage of the Dambovită Project (the development of the shopping mall or the office building, excluding the public authority building as referred to above). The balance between the Purchase Price and the payments already made, will be paid out to Dambovită NL upon all permits required for the operation of any of the components (office building or shopping mall) of the first stage of the Dambovită Project including a fire permit and the operation permit having been obtained. In addition the Company and Dambovită NL, granted the AFI Europe N.V. indemnification, jointly and severally, for some warranties under the Pre-Sale Agreement, which customary in such transactions.

On November 2, 2020, the Company, Dambovită NL and AFI Europe N.V. ("AFI", and together with the Company, the "Parties") entered into an addendum to the pre-sale pursuant to which the Parties agreed to extend the Long Stop Date, which is the date on which the parties will execute a share purchase agreement, subject to the satisfaction of conditions precedent, until December 31, 2021.

The Parties have further agreed that in case of any litigation and/or arbitration process to which the Company is a party, will result in the loss of any of their rights under the PPP Agreement with the Government of Romania to develop the Casa Radio site in the city center of Bucharest, AFI shall no longer be bound by its obligations under the Agreement and the Company shall reimburse AFI with the entire advance payment of EUR 200,000 already paid by AFI. The prepayment of EUR 200,000 is included in Other Liabilities in the consolidated statement of financial position. The Addendum was subject to the approval of the Company's bondholders which was obtained on 12 November 2020.

On December 20, 2021 the Company, Dambovită NL and AFI have signed an additional addendum to the Agreement (the "Addendum 2") which pursuant to the Addendum 2 the Parties agreed to extend the Long Stop Date until December 31, 2022.

Further to the above, on December 13, 2022 the Company, Dambovită NL and AFI have signed an additional addendum to the Agreement (the "Addendum 3") which pursuant to the Addendum 3 the Parties agreed to extend the Long Stop Date until December 31, 2023.

As of the date hereof, there can be no certainty that either the conditions precedent in the Pre-Sale Agreement as detailed above will be met, that the Sale Agreement will be executed and/or that the Transaction will be consummated as presented above or at all.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS IN '000 EUR

NOTE 5:- TRADING PROPERTIES (Cont.)

(2) Write-down of trading properties:

Trading properties are measured at the lower of cost and net realizable value. Determining net realizable value is inherently subjective as it requires estimates of future events and takes into account special assumptions in the valuations, many of which are difficult to predict.

Actual results could be significantly different than the Company's estimates and could have a material effect on the Company's financial results.

These valuations become increasingly difficult as they relate to estimates and assumptions for projects in the preliminary stage of development.

Management is responsible for determining the net realizable value of the Group's trading properties.

As detailed above, despite many notifications sent to the Romanian authorities expressing a wish to renegotiate the existing PPP agreement, no major breakthrough could be achieved, in addition, the Romanian authorities have not cooperated substantively with the Company's request to approve the transfer of the Company's shares in the Project SPV and its interest in the Project to AFI.

Because of the abovementioned issues surrounding the satisfaction of the conditions precedent in the pre-sale agreement, it is currently not certain whether the sale agreement as contemplated in the pre-sale agreement would be entered into and whether therefore the transaction with AFI would proceed. As such the Company, Dambovită NL and AFI Europe N.V. agreed to extend the Long Stop Date until December 31, 2023. Additionally, as the external appraisers, in their opinion from the previous years did not reflect the risk related to the uncertainty in respect of fulfilment of the conditions precedent set out in the pre-sale agreement, as described above, management has concluded that it can't measure the net realizable value of the Project based on either the pre-sale agreement or based on the residual value approach as management would need to assume that it would receive the Romanian authorities approval to restructure and adjust the PPP agreement. As a result, the value of the trading property of the Project was fully reduced.

Still, the Company believes that despite this reduction there is no change in the value of the Company's rights under the PPP Agreement. In addition, management, believes that the Company has a good case to claim compensation for economic damages. On the other hand, if the Company comes to an understanding with the Romanian authorities, it will measure the Casa Radio NRV to reflect its updated financial projections.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS IN '000 EUR

NOTE 5:- TRADING PROPERTIES (Cont.)

In light of the above the Company is exploring all its options in order to obtain progress, including among others its legal options. Accordingly, as of May 16, 2022 the Company has submitted with the International Centre for Settlement of Investment Disputes ("ICSID") a Request for Arbitration (the "Request") against Romania. In the Request the Company seeks full compensation of the losses it incurred due to failure of the Romanian authorities to cooperate, negotiate and adjust the PPP agreement as described in the note 5(1)(c) which include but not limited to the Company's investment in the Project SPV, loss of potential profit, and costs and expenses of the arbitration. The Request was registered by ICSID on June 3, 2022. The Tribunal was constituted on November 1, 2022. The parties confirmed that the Tribunal was properly constituted and that no party has any objection to the appointment of any Member of the Tribunal. The first session of the Tribunal was held on December 7, 2022

At the current stage, the Company is in the process of preparation for the Claimant's Memorial which is set to be filed in April 2023.

NOTE 6:- EQUITY ACCOUNTED INVESTEEES

- a. The Group has the following interest in the below joint ventures.

Company name	Country	Activity	Interest of holding (percentage) as of December 31,	
			2022	2021
Elbit Plaza India Real Estate Holdings Ltd. ("EPI") (*)	Cyprus	Mixed-use large-scale projects	47.5%	47.5%

- (*) Though EPI is 47.5% held by the Company, the Company is accounted for 50% of the results, as the third party holding 5% in EPI is deemed not to participate in accumulated losses, hence Elbit and the Company, the holders of the remaining 95% each account for 50% of the results of EPI.

The movement in equity accounted investees (in aggregation) was as follows:

	2022	2021
Balance as of 1 January	5,113	10,737
Distribution received from equity-accounted investees	(6,932)	(4,175)
Share in results of equity-accounted investees, net of tax (6b)	1,786	(1,903)
Effect of movements in exchange rates	96	454
Balance as of 31 December	63	5,113

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS IN '000 EUR

NOTE 6:- EQUITY ACCOUNTED INVESTEEES (Cont.)

b. Material joint ventures:

The summarized financial information of the material joint venture EPI (due to holding of major schemes in Bangalore) is as follows:

	2022	2021
Current assets (*)	275	183
Trading properties-non current	-	20,441
Other current liabilities	(149)	(10,398)
Net assets (100%)	126	10,226
Group share of net asset (50%) (**)	63	5,113
Carrying amount of interest in joint venture	63	5,113

(*) Including cash and cash equivalents in the amount of EUR 201 thousand (2021 – EUR 40 thousand);

(**) Refer to remark on EPI holding rate in section (a) above.

	2022	2021
Write-downs/ gain on sale of trading properties (1)	3,630	(3,153)
Other expenses	(58)	(653)
Total gain/loss (100%)	3,572	(3,806)
Group share of gain/loss (50%)	1,786	(1,903)
Total results from investees	1,786	(1,903)

(1) Bangalore:

In March, 2008 Elbit Plaza India Real Estate Holdings Limited (a subsidiary held by the Company (50%) and Elbit Imaging Ltd.(50%)) ("EPI") entered into a share subscription and framework agreement (the "Agreement"), with a third-party local developer (the "Partner"), and a wholly owned Indian subsidiary of EPI which was designated for this purpose ("SPV"), to acquire together with the Partner, through the SPV, up to 440 acres of land in Bangalore, India (the "Project") in certain phases as set forth in the Agreement.

As a result of the failure of the Partner to complete the transaction under the Agreement and in accordance with the provisions thereto, EPI has 100% control over the SPV and the partner is no longer entitled to receive the 50% shareholding.

The Partner has surrendered sale deeds to the SPV for approximately 54 acres (the "Plot"). The Plot is registered in the name of a third party land owner who transferred 100% ownership right in the Plot to the Partner (90% ownership rights acquired through Joint Development Agreement & Power of Attorney and balance 10% ownership rights acquired through sale). The Partner in turn transferred 100% Development rights and 90% rights in the Plot and constructed area therein to the SPV through Joint Development Agreement & Power of Attorney while the balance 10% rights in the Plot and constructed area held by the Partner.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS IN '000 EUR

NOTE 6:- EQUITY ACCOUNTED INVESTEEES (Cont.)

On December 2, 2015 EPI has signed an agreement to sell 100% of its interest in the SPV to the Partner (the "Sale Agreement"). The total consideration upon completion of the transaction was INR 321 crores (approximately EUR 44 million) which should have been paid no later than September 30, 2016 ("Long Stop Date"). On November 15, 2016, the Partner informed EPI that it will not be able to execute the aforesaid payment.

As a result of the foregoing, the SPV has received from the escrow agent the sale deeds in respect of additional 8.7 acres (the "Additional Property") which has been mortgaged by the Partner in favor of the SPV in order to secure the completion of the transaction on the Long Stop Date. The Additional Property has not yet been registered in favor of the SPV for cost-benefit reasons. In addition, as per the Sale Agreement, the Company took actions in order to get full separation from the Partner with respect to the Plot and specifically the execution of the sale deed with respect of the 10% undivided interest, all as agreed in the Sale Agreement.

In light of the above, and after lengthy negotiations between the parties, new understandings were formulated and the parties signed a revised agreement that substantially altered the outline of the original transaction (and this agreement was amended several more times, the last of which in April 2019), and concluded that: (i) the closing date for the transaction will be extended to November 2019, and may be further extended to August 2020 (the "Closing Date"). It should be clarified that the postponement of the closing date to November 2019 and August 2020 was subject to receipt of payments as agreed in the Sale Agreement and subject to mutually agreed payment terms; and (ii) the consideration was increased to INR 356 crores (approximately EUR 49 million) (Plaza part approximately EUR 24.5 million) (the "Consideration").

After August 2019, the Partner was unable to pay any further amounts nor was able to give firm commitment on payment of the remaining amount. In the absence of clarity on payment of the remaining amount and failure of the Partner to give full separation with respect to the Plot, on January 10, 2020, the Company announced that a notice has been issued to the Partner to file its response in the insolvency proceedings initiated for the recovery of the amounts due.

On May 18, 2021, the Company announced that the insolvency proceedings initiated against the Purchaser for the recovery of the due amounts has been dismissed by the National Company Law Tribunal in Bangalore since the case is not maintainable before it and therefore the SPV should claim for the recovery of its debt or for the resolution of its dispute in any other forum.

In addition, criminal cases for dishonor of the cheques aggregating INR 15 crores which were given as security for payment of certain installments, the Court had issued arrest warrants and the local police were on the lookout for the accused persons. On May 18, 2021, the Company announced that all the accused persons appeared before the court and were granted bail. In addition, all further proceedings continue in the matter.

On July 29, 2021 the Company announced that the SPV has submitted an appeal before the National Company Law Appellate Tribunal, Chennai, India against the decision of the National Company Law Tribunal, Bengaluru, India, which dismissed

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS IN '000 EUR**NOTE 6:- EQUITY ACCOUNTED INVESTEEES (Cont.)**

the insolvency proceedings initiated against the Partner for the recovery of the amounts due.

On April 13, 2022 the Partner submitted to EPI an informal non-binding proposal to purchase 100% of EPI's interest in the Project and the completion of the transaction in exchange for a payment of INR 112-117 crores (approximately EUR 13.6-14.2 million) in lieu of the remain amount of consideration according to the Sale Agreement (INR 269 crores (approximately EUR 32.6 million)).

In the period since May 19, 2022 till August 24, 2022 the Partner deposited in the SPV INR 22.5 crores (approximately EUR 2.77 million).

On September 1, 2022 the transaction for the sale of EPI's whole rights in the Asset was completed for a total of INR 117 crores (approximately EUR 14.3 million) and EPI received the full consideration as mentioned.

NOTE 7:- OTHER LIABILITIES

	December 31,	
	2022	2021
Prepayments (*)	200	200
Salaries and related expenses (**)	16	16
Accrued expenses	215	209
Total	431	425

(*) Including EUR 200 thousand payable due to down payment in regard to pre-sale agreement for the sale of Casa Radio Project (refer to note 5(1)(e)).

(**) Refer to Note 17.

NOTE 8:- BONDS

a. Composition:

	Effective interest rate	Contractual interest rate	Principal final maturity	Carrying amounts as at December 31 2022
Series A Bonds	11.58%	CPI+8% ^(*)	2023	40,755
Series B Bonds	13.83%	CPI+8.9% ^(*)	2023	57,983
				98,738

(*) Including 2% interest on arrears

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS IN '000 EUR

NOTE 8:- BONDS (Cont.)

- b. Mandatory repayments subsequent to the reporting date (without early repayments):

2023	98,738
	<u>98,738</u>

- (1) Pursuant to the Company's Restructuring Plan, the Company will assign 78% of the net proceeds received from the sale or refinancing of any of its assets as early repayment.
- (2) Approved amendment to an early prepayment term under the Restructuring Plan

The Company has implemented the restructuring plan that was approved by the Dutch Court on July 9, 2014 (the "Restructuring Plan"). Under the Restructuring Plan, principal payments under the bonds issued by the Company and originally due in the years 2013 to 2015 were deferred for a period of four and a half years, and principal payments originally due in 2016 and 2017 were deferred for a period of one year.

During the first three months of 2017, the Company paid to its bondholders a total amount of NIS 191.7 million (EUR 49.2 million) as an early redemption. Upon such payments, the Company complied with the Early Prepayment Term (early redemption at the total sum of at least NIS 382,000,000 (approximately EUR 98 million)) and thus obtained a deferral of one year for the remaining contractual obligations of the bonds.

In addition to the above, the following terms were approved by the bondholders:

- (a) Casa Radio proceeds - If the Company shall sell the Casa Radio project located in Romania (hereinafter: the "Project") to a third party, including by way of selling its holdings in any of the entities through which the Company holds the project (and said sale shall be carried out before the full repayment of the bonds and until no later than December 31, 2019, and for an amount which exceeds EUR 45 million net (i.e. after brokerage fees (if any), taxes, fees, levies or any other obligatory payment due to any authority in respect to the said sale) which shall actually be received by the Company, then the holders of bonds shall be eligible for a one-time payment (which shall come in addition to the principal and interest payments in accordance with the repayment schedule), in certain amounts specified in tranches.
- (b) Registering of Polish bonds for trade - the Company has committed to undertake best efforts to admit the Polish bonds for trading on the Warsaw Stock Exchanges and proceeding in this respect are ongoing.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS IN '000 EUR

NOTE 8:- BONDS (Cont.)

- (c) Deferred debt ratio of Series B bonds - were reduced to 68.24% from 70.44% following the cancellation of the treasury bonds. The ratio has been changed for Series B bonds in order to maintain a distribution ratio between the three series.

- (c) Settlement agreement with Bondholders of Israeli Series of Bonds:

In January 2018, a settlement agreement was signed by and among the Company and the two Israeli Series of Bonds ("Settlement Agreement"). In the Settlement Agreement it was agreed, inter alia, to approve:

- New repayment ratios between the two Israeli Series of Bonds (new ratio: Bond A- 39% Bond B- 61%);
- An increase in the level of the mandatory early repayments from 75% to 78% of the relevant net income;
- New repayment schedule;
- An increase in the compensation to be paid to the Bondholders in the event of successful disposal of Casa Radio Project;
- A waiver of claims to the Company and its directors and officers; and
- To waive the request for publication of quarterly financial reports by the Company.

As a result of settlement agreement signing, Series A Bondholders withdraw their request for immediate repayment.

It is clarified that the Settlement Agreement is a separate agreement among the parties thereto with respect to the Company's restructuring plan, and as such has no effect on the Polish Bondholders.

On January 31, 2018 the Company paid the bondholders a total amount of principal and interest of EUR 38,487 thousand.

- (1) The net cash flow received by the Company following an exit or raising new financial indebtedness (except if taken for the purpose of purchase, investment or development of real estate asset) or refinancing of real estate assets after the full repayment of the asset's related debt that was realized or in respect of a loan paid in case of debt recycling (and in case where the exit occurred in the subsidiary - amounts required to repay liabilities to the creditors of that subsidiary) and direct expenses in respect of the asset (any sale and tax costs, as incurred), will be used for repayment of the accumulated interest till that date in all of the series (in case of an exit which is not one of the four shopping centres only 50% of the interest) and 78% of the remaining cash (following the interest payment) will be used for an early repayment of the close principal payments for each of the series (A, B, Polish) each in accordance with its relative share in the deferred debt. Such prepayment will be real repayment and not in bond purchase.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS IN '000 EUR

NOTE 8:- BONDS (Cont.)

- (2) On November 22, 2018 the Company announced based on its current forecasts, the Company expected to pay the accrued interest on Series A and Series B Bonds on December 31, 2018, in accordance with the repayment schedule determined in the Company's Restructuring Plan and Settlement Agreement with Series A and Series B Bondholders from 11 January 2018 (the "Settlement Agreement"). The Company noted that it will not meet its principal repayment due on December 31, 2018 as provided for in the Settlement Agreement. The Company may be able to partially pay the said principal depending, among other things, on the actual sale of assets and taking into consideration the cash needs in accordance with the scope of the forecasted activity.

2019

Following the announcement of the Company from January 2019, the Company repaid in February 2019 circa EUR 400,000 (principal of circa EUR 250,000 and penalty interests of circa EUR 150,000) to its Series A and Series B. As provided for in the Settlement Agreement, the bondholders approved the deferral of payment to July 1, 2019.

In addition, during June 2019 the bondholders approved the deferral of the full payment of principal due on July 1, 2019 and of 58% ("deferred interest amount") of the sum of interest (consisting of the total interest accrued for the outstanding balance of the principal, including interest for part of the principal payment which was deferred as of February 18, 2019, plus interest arrears for part of the principal which was fixed on 18.2.2019 and was not paid by the Company and all in accordance with the provisions of the trust deed; "the full amount of interest"), the effective date of which is 19.06.2019, and the payment date was fixed as of 01.07.2019. The Company paid on the said date a total amount of circa EUR 1.17 million of which is only 42% of the full amount of interest.

On July 11, 2019, the Company announced that its Romanian subsidiary had signed a binding agreement to sell land in Miercurea Ciuc, Romania, and that the Company would use part of the proceeds now received by it EUR 0.75 million (hereinafter: "the amount payable"), in order to make a partial interest payment to the bondholders (Series A) and (Series B) issued by the Company. The payment required changes in the repayment schedule and amendments of the trust deeds which was approved unanimously by the Bondholders. The amount payable was paid on August 14, 2019 and reflects 30% of accrued interest as of that date.

On November 17, 2019 the bondholders of Series A and Series B approved a deferral of all the scheduled Principal payment and app. 87% of deferral of the scheduled Interest payment, both, as of December 31, 2019 to July 1, 2020.

Accordingly, in December 2019, Company made a partial interest payment in amount of circa EUR 0.6 million of which is only 13% of the full amount of interest.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS IN '000 EUR

NOTE 8:- BONDS (Cont.)2020

On May 4, 2020, the bondholders of Series A and Series B approved: (i) to postpone the final redemption date to January 1, 2021 of all the scheduled Principal; (ii) that on July 1, 2020 the Company will pay to its bondholders a partial interest payment in the total amount of EUR 0.25 million and to defer all other unpaid scheduled Interest payment.

Following receiving the Settlement Amount related to the final price adjustment of the sale of Belgrade Plaza and in light of the potential negative impact of the Covid-19 on the possibility to receive future proceeds from the Company's plots in India, the Company decided to increase the amount to be paid to the bondholders on July 1, 2020, from EUR 0.25 million to EUR 0.5 million. The amount reflected 6.74% of accrued interest as of that date.

On November 12, 2020, the bondholders of Series A and Series B approved: (i) to postpone the final redemption date to July 1, 2021 of all the scheduled Principal; that on January 1, 2021 the Company will pay to its bondholders a partial interest payment in the total amount of EUR 0.2 million and to defer all other unpaid scheduled Interest payment. The amount reflected 1.84% of accrued interest as of that date.

2021

On April 12, 2021, the bondholders of Series A and Series B approved: (i) to postpone the final redemption date to January 1, 2022; (ii) that on July 1, 2021 the Company will pay to its bondholders a partial interest payment in the total amount of EUR 125,000 and to defer all other unpaid interest. The amount reflected 0.84% of accrued interest as of that date.

On November 25, 2021, the bondholders of Series A and Series B approved: (i) to postpone the final redemption date to July 1, 2022; (ii) that on January 1, 2022 the Company will pay to its bondholders a partial interest payment in the total amount of EUR 200,000 and to defer all other unpaid interest. The amount reflected 0.92% of accrued interest as of that date.

2022

On June 16, 2022, the bondholders of Series A and Series B approved to postpone the final redemption date to January 1, 2023.

On November 8, 2022, the bondholders of Series A and Series B approved: (i) to postpone the final redemption date to July 1, 2023; (ii) that on January 1, 2023 the Company will pay to its bondholders a partial interest payment in the total amount of EUR 2,000,000 and to defer all other unpaid interest. The amount reflected 6.08% of accrued interest as of that date.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS IN '000 EUR

NOTE 8:- BONDS (Cont.)

As detailed in Note 1(b) the Company expects that it will not be able to meet its entire contractual obligations in the following 12 months.

Accordingly, it intends to request the bondholders of both series to postponement of the repayment of the remaining balance of the Bonds.

d. Covenants:

The bonds' covenants are detailed in Note 16(b)(1).

In respect of the Coverage Ratio Covenant ("CRC"), as defined in the restructuring plan, as at December 31, 2022 the CRC is not in compliance with 118% minimum ratio required.

e. Credit rating:

In January 2018, Standard & Poor's Maalot, the Israeli credit rating agency which is a division of International Standard & Poor's has discontinued tracking Plaza's rating at the Company's request.

NOTE 9:- INCOME TAXES

a. Unrecognized deferred tax assets:

Deferred tax assets have not been recognized in respect of tax losses in a total amount of EUR 97,118 thousand (2021: EUR 95,094 thousand). Deferred tax assets have not been recognized in respect of these items because it is not probable that future taxable profit will be available against which the Group can utilize the benefits. From January 1, 2022 onwards, an indefinite loss carry forward applies.

Tax losses are mainly generated from operations in the Netherlands. Tax settlements may be subject to inspections by tax authorities. Accordingly, the amounts shown in the financial statements may change at a later date as a result of the final decision of the tax authorities.

c. Reconciliation of effective tax rate:

	<u>2022</u>	<u>2021</u>
Dutch statutory income tax rate	25.8%	25%
Loss from continuing operations before income taxes	(8,497)	(27,089)
Tax benefit at the Dutch statutory income tax rate	(2,192)	(6,722)
Effect of tax rates in foreign jurisdictions	(641)	376
Current year tax loss and other timing differences for which no deferred taxes are created	3,054	6,162
Non-deductible expenses (exempt income)	(221)	234
Tax Expense	<u><u>-</u></u>	<u><u>-</u></u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS IN '000 EUR

NOTE 9:- INCOME TAXES (Cont.)

- d. The main tax laws imposed on the Group companies in their countries of residence:

The Netherlands:

- a. Companies resident in the Netherlands are subject to corporate income tax at the general rate of 25.8% (2021 – 25%). The first EUR 395,000 of profits is taxed at a rate of 15%. In 2021, 2020, and 2019 tax losses may be carried back for one year and carried forward for six years (for 2018 and before – nine years). From January 1, 2022 onwards, an indefinite loss carry forward applies. For the carry forward of losses, losses incurred in financial years that started on or after 1 January 2013 also fall under the new scheme that comes into effect on 1 January 2022, so these losses will be indefinite.
- b. Starting January 1, 2022 losses will be offset (forward or backward) in accordance with the following restrictions:
 1. Up to 1 million EUR - unlimited
 2. Over 1 million EUR - against 50% of the remaining profit in that year
- b. The Dutch participation exemption gives a full exemption from corporation tax applies to benefits such as dividends and capital gains derived from a qualifying participation. The participation exemption generally applies if the parent Company holds at least 5 percent of the shares in the participation. The requirements to meet the participation exemption are as follows:
 1. The parent Company has an interest of at least 5 percent in the participation; and
 2. At least one of the following three tests is met:
 - a) The parent Company's objective with respect to its participation is to obtain a return that is higher than a return that may be expected from normal active asset management ("Motive Test"); or
 - b) The participation is subject to a "reasonable taxation" according to Dutch tax standards ("Subject-to-Tax Test"); or
 - c) The direct and indirect assets of the participation generally consist of less than 50 percent of 'low taxed free passive investments' ("Asset Test").

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS IN '000 EUR

NOTE 10:- EQUITY

	December 31,	
	2022	2021
Remarks	Number of shares	
Authorized ordinary shares of par value EUR 1 each	10,000,000	10,000,000
Issued and fully paid	6,855,603	6,855,603

Translation reserve

The translation reserve comprises, as of December 31, 2022, all foreign currency differences arising from the translation of the financial statements of foreign operations in India.

Restriction of dividend

The Company shall not make any dividend distributions, unless (i) at least 75% of the Unpaid Principal Balance of the Bonds has been repaid and the Coverage Ratio on the last Examination Date prior to such Distribution is not less than 150% following such Distribution, or (ii) a Majority of the Plan Creditors consents to the proposed Distribution.

Notwithstanding the aforesaid, in the event an additional capital injection of at least EUR 20 million occurs, then after one year following the date of the additional capital injection, no restrictions other than those under the applicable law shall apply to dividend distributions in an aggregate amount of up to 50% of such additional capital injection.

NOTE 11:- EARNINGS PER SHARE

The calculation of basic earnings per share ("EPS") at December 31, 2022 was based on the loss attributable to ordinary shareholders of EUR 8,497 thousand (2021: loss of EUR 27,089 thousand) and a weighted average number of ordinary shares outstanding of 6,856 thousand (2021: 6,856 thousand).

Weighted average number of ordinary shares basic and diluted:

In thousands of shares with a EUR 1 par value	December 31,	
	2022	2021
Issued ordinary shares at 1 January	6,856	6,856
Weighted average number of ordinary shares at 31 December	6,856	6,856

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS IN '000 EUR

NOTE 12:- EMPLOYEE SHARE OPTION PLAN

	Number of options <u>2022</u>	Number of options <u>2021</u>
Outstanding at the beginning of the year	39,970	235,520
Share options expired during the year	<u>(18,760)</u>	<u>(195,550)</u>
Outstanding at the end of the year	<u>21,210</u>	<u>39,970</u>
Exercisable at the end of the year	<u>21,210</u>	<u>39,970</u>

During 2022 and 2021 there were no employee costs for the share options granted.

NOTE 13:- ADMINISTRATIVE EXPENSES

	Year ended December 31 <u>2022</u>	<u>2021</u>
Salaries and related expenses	401	435
Professional services (1)	1,003	770
Offices and office rent	34	20
Travelling and accommodation	9	2
Others	<u>7</u>	<u>16</u>
Total	<u>1,454</u>	<u>1,243</u>

(1) Expenses include Arbitration costs incurred in 2022 in amount of 676 thousand EUR.

NOTE 14:- FINANCE INCOME AND FINANCE COSTS

	Year ended December 31 <u>2022</u>	<u>2021</u>
Recognized in profit or loss		
Foreign currency gain on bonds (including inflation)	2,784	-
Other finance income	<u>11</u>	<u>-</u>
Finance income	<u>2,795</u>	<u>-</u>
Interest expense on bonds	(11,695)	(9,612)
Foreign currency losses on bonds (including inflation)	-	(14,600)
Other finance expenses	<u>(29)</u>	<u>(26)</u>
Finance costs	<u>(11,724)</u>	<u>(24,238)</u>
Net finance costs	<u>(8,929)</u>	<u>(24,238)</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS IN '000 EUR

NOTE 15:- FINANCIAL INSTRUMENTS

Financial Risk Management:

Overview

The Group has exposure to the following risks from its use of financial instruments:

- Credit risk
- Liquidity risk
- Market risk

This Note presents information about the Group's exposure to each of the above risks, the Group's objectives, policies and processes for measuring and managing risk, and the Group's management of capital.

The Board of Directors has established a continuous process for identifying and managing the risks faced by the Group (on a consolidated basis), and confirms that it is responsible to take appropriate actions to address any weaknesses identified.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities.

The Company's Audit Committee oversees how management monitors compliance with the Group's risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the Group.

a. Credit risk:

Credit risk is the risk of financial loss to the Group if a counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's financial instruments held in banks and from other receivables.

Management had a credit policy in place and the exposure to credit risk is monitored on an ongoing basis.

Cash and deposits and other financial assets

The Group limits its exposure to credit risk in respect to cash and deposits, by investing mostly in deposits and other financial instruments with counterparties that have a credit rating of at least investment grade from international rating agencies. Given these credit ratings, management does not expect any counterparty to fail to meet its obligations.

b. Liquidity risk:

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. For detailed information refer to Note 1(b).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS IN '000 EUR

NOTE 15:- FINANCIAL INSTRUMENTS (Cont.)

Liquidity risk

The following are the contractual maturities of financial liabilities, including estimated interest payments and excluding the impact of netting agreements:

December 31, 2022

<u>Non-derivative financial liabilities</u>	<u>Carrying amount</u>	<u>Contractual cash flow</u>	<u>6 months or less</u>	<u>6-12 months (*)</u>
Bonds issued (*)	(128,631)	(134,106)	-	(134,106)
Trade and other payables	(144)	(144)	(144)	-
	<u>128,775</u>	<u>(134,250)</u>	<u>(144)</u>	<u>(134,106)</u>

December 31, 2021

<u>Non-derivative financial liabilities</u>	<u>Carrying amount</u>	<u>Contractual cash flow</u>	<u>6 months or less</u>	<u>6-12 months (*)</u>
Bonds issued (*)	(121,692)	(126,870)	-	(126,870)
Trade and other payables	(202)	(202)	(202)	-
	<u>121,894</u>	<u>(127,072)</u>	<u>(202)</u>	<u>(126,870)</u>

(*) Refer to Note 8.

c. Market risk:Currency risk:

Currency risk is the risk that the Group will incur significant fluctuations in its profit or loss as a result of utilizing currencies other than the functional currency of the respective Group Company.

The Group is exposed to currency risk mainly on borrowings (Bonds issued in Israel) that are denominated in NIS.

The following exchange rate of EUR/NIS applied during the year:

	<u>Average rate</u>		<u>Reporting date Spot rate</u>	
	<u>2021</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
EUR				
NIS 1	0,283	0,262	0,266	0,284

NIS denominated bonds – a change of 5 percent in EUR/NIS rates at the reporting date would increase/decrease loss by circa EUR 4.8 million, as a result of having issued NIS linked Bonds.

This effect assumes that all other variables, in particular CPI index, remain constant.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS IN '000 EUR

NOTE 15:- FINANCIAL INSTRUMENTS (Cont.)

Interest Rate Risk (including inflation):

The Group's interest rate risk arises mainly from Bonds issued at fixed interest rate expose the Group to changes in fair value, if the interest is changing. Pursuant to the Company's Restructuring Plan, as described in note 8, the Company executes only partial interests payments based on current sources and subject to approval of bondholders of both series.

Sensitivity analysis - effect of changes in Israeli CPI on carrying amount of NIS bonds

A change of 3 percent in Israeli Consumer Price Index ("CPI") at the reporting date (and in 2021) would have increased (decreased) profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency rates, remain constant.

For the year ended December 31,	Carrying amount of bonds	Profit (loss) effect	
		CPI increase effect	CPI decrease effect
2022	98,738	(2,962)	2,962
2021	99,999	(3,000)	3,000

Shareholders' equity management:

Refer to Note 10 in respect of shareholders equity components in the restructuring plan including dividend policy. The Company's Board of Directors is updated on any possible equity issuance, in order to assure (among other things) that any changes in the shareholders equity (due to issuance of shares, options or any other equity instrument) is to the benefit of both the Company's bondholders and shareholders.

Fair values:

The table below is a comparison between the carrying amount and fair value of the Company's financial instruments that are presented in the financial statements not at fair value:

	Carrying amount		Fair value (*)	
	2022	2021	2022	2021
Bonds A at amortized cost - Israeli bonds	40,755	41,275	4,007	6,025
Bonds B at amortized cost - Israeli bonds	57,983	58,724	6,154	8,849

(*) The fair value is based on Level 1 in fair value hierarchy and measured based on market quote.

Management believes that the carrying amount of cash, receivables and trade payables approximate their fair value due to the short-term maturities of these instruments.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS IN '000 EUR

NOTE 16:- CONTINGENT LIABILITIES AND COMMITMENTS

- a. Contingent liabilities and commitments to related parties:
 1. The Company entered into an indemnity agreement with all of the Company's directors and senior management - the maximum indemnification amount to be granted by the Company to the directors shall not exceed 25% of the shareholders' equity of the Company based on the shareholders' equity set forth in the Company's last consolidated financial statements prior to such payment. No consideration was paid by the Company in this respect since the agreement was signed.
 2. The Company maintains Directors' and Officers' liability cover, presently at the maximum amount of USD 5 million for a term of 12 months commencing on May 1, 2022. Pursuant to the terms of this policy, all the Directors and Senior Managers are insured.
- b. Contingent liabilities and commitments to others:
 1. As part of the completion of the restructuring plan (refer also to Note 8), the Group has taken the following commitments and collaterals towards the creditors:
 - a) Restrictions on issuance of additional bonds - The Company undertakes not to issue any additional bonds other than as expressly provided for in the Restructuring Plan.
 - b) Restrictions on amendments to the terms of the bonds - The Company shall not be entitled to amend the terms of the bonds, with the exception of purely technical changes, unless such amendment is approved under the terms of the relevant series and the applicable law and the Company also obtains the approval of the holders of all other series of bonds issued by the Company by ordinary majority. Refer to Note 8 for recent amendments.
 - c) Coverage Ratio Covenant ("CRC") - the CRC is a fraction calculated based on known Group valuation reports and consolidated financial information available at each reporting period. The CRC to be complied with by the Group is 118% ("Minimum CRC") in each reporting period. For December 31, 2022 the calculated CRC is not in compliance with Minimum CRC (also refer to Note 8(d) regarding breach of covenant). In the event that the CRC is lower than the Minimum CRC, then as from the first cut-off date on which a breach of the CRC has been established and for as long as the breach is continuing, the Company shall not perform any of the following: (a) a sale, directly or indirectly, of a Real Estate Asset ("REA") owned by the Company or a subsidiary, with the exception that it shall be permitted to transfer REA's in performance of an obligation to do so that was entered into prior to the said cut-off date, (b) investments in new REA's; or (c) an investment that regards an existing project of the Company or of a subsidiary, unless it does not exceed a level of 20% of the construction cost of such project (as approved by the lending bank of these projects) and the certain loan to cost ratio of the projects are met.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS IN '000 EUR

NOTE 16:- CONTINGENT LIABILITIES AND COMMITMENTS (Cont.)

If a breach of the Minimum CRC has occurred and continued throughout a period comprising two consecutive quarterly reports following the first quarterly/year-end report on which such breach has been established, then such breach shall constitute an event of default under the trust deeds, and the Bondholders shall be entitled to declare that all or a part of their respective (remaining) claims become immediately due and payable.

- d) Minimum Cash Reserve Covenant ("MCRC") - cash reserve of the Company has to be greater than the amount estimated by the Company's management required to pay all administrative and general expenses and interest payments to the bondholders falling due in the following six months, minus sums of proceeds from transactions that have already been signed (by the Company or a subsidiary) and closed and to the expectation of the Company's management have a high probability of being received during the following six months. MCRC is not maintained as of December 31, 2022.
- e) Negative Pledge on REA of the Company - The Company undertakes that until the bonds have been repaid in full, it shall not create any encumbrance on any of the REA, held, directly or indirectly, by the Company except in the event that the encumbrance is created over the Company's interests in a subsidiary as additional security for financial indebtedness ("FI") incurred by such subsidiary which is secured by encumbrances on assets owned by that subsidiary.
- f) Negative Pledge on the REA of Subsidiaries - The subsidiaries shall undertake that until the bonds have been repaid in full, none of them will create any encumbrance on any of REA except in the event that:
 - (i) the subsidiary creates an encumbrance over a REA owned by such subsidiary exclusively as security for new FI incurred for the purpose of purchasing, investing in or developing such REA; Notwithstanding the aforesaid, subsidiaries shall be entitled to create an encumbrance on land as security for FI incurred for the purpose of investing in and developing, but not for purchasing, an REA held by a different Group company (hereinafter: a "Cross Pledge"), provided the total value of the lands owned by the Group charged with Cross Pledges after the commencement date of the plan does not exceed EUR 35 million, calculated on the basis of book value (the "Sum of Cross Pledges"). When calculating the Sum of Cross Pledges, lands that were charged with Cross Pledges created prior to the commencement date of the plan or created solely for the purpose of refinancing an existing FI shall be excluded. The Group did not have cross-pledge as of December 31, 2022.
 - (ii) The encumbrance is created over an asset as security for new FI that replaces existing FI and such asset was already encumbered prior to the

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS IN '000 EUR

NOTE 16:- CONTINGENT LIABILITIES AND COMMITMENTS (Cont.)

refinancing. Any excess net cash flow generated from such refinancing, shall be subject to the mandatory early prepayment of 75%.

The encumbrance is created over interests in a Subsidiary as additional security for FI incurred by such subsidiary which is secured by encumbrances on assets owned by that subsidiary as permitted by subsection (i) above.

The encumbrance is created as security for new FI that is incurred for purposes other than the purchase of and/or investment in and development of a REA, provided that at least 75% of the net cash flow generated from such new FI is used for mandatory early prepayment.

- g) Limitations on incurring new FI by the Company and the subsidiaries - The Company undertakes not to incur any new FI (including by way of refinancing an existing FI with new FI) until the outstanding bonds debt (as of November 30, 2014) have been repaid in full, except in any of the following events:
- (i) the new FI is incurred for the purpose of investing in the development of a REA, provided that: (a) the Loan To Cost ("LTC") Ratio of the investment is not less than 50% (or 40% in special cases); (b) the new FI is incurred by the subsidiary that owns the REA or, if the FI is incurred by a different subsidiary, any encumbrance created as security for such new FI is permitted under the negative pledge stipulation above; and (c) following such investment the consolidated cash is not less than the MCRC;
 - (ii) The new FI is incurred by a subsidiary for the purpose of purchasing a new REA by such Subsidiary, provided that following such purchase the cash reserve is not less than the MCRC.
 - (iii) At least 75% of the net cash flow resulting from the incurrence of new FI is used for a 75% early prepayment of the bonds. Subject to the terms of the plan, the Group may also refinance existing FI if this does not generate net cash flow.
- h) No distribution policy - The Company's ability to pay dividend is limited unless certain conditions are met.
- i) 75% mandatory early repayment - Refer to Note 8 and to other sections in this note regarding changes in increase of repayment to 78%.

2. General commitments and warranties in respect of trading property disposals:

In the framework of the transactions for the sale of the Group's real estate assets, the Group has provided indemnities which are customary for such transactions to the respective purchasers.

Such indemnifications are limited in time and amount. No indemnifications were

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS IN '000 EUR

NOTE 16:- CONTINGENT LIABILITIES AND COMMITMENTS (Cont.)

exercised against the Group till the date of the statement and approval of the financial position

3. The Company is liable to the buyer of its previously owned shopping centre in the Czech Republic ("NOVO") - sold in June 2006 - in respect to one of its tenants ("Tesco"). Tesco leased an area within the shopping centre for a period of 30 years, with an option to extend the lease period for an additional 30 years, in consideration for EUR 6.9 million which was paid in advance. According to the lease agreement, the tenant has the right to terminate the lease agreement subject to fulfilment of certain conditions as stipulated in the agreement.

In case Tesco leaves the mall before expiration of lease period the Company will be liable to repay the remaining consideration in amount of EUR 1.29 million as of balance sheet date, unless the buyer finds another tenant that will pay higher annual lease payment than Tesco. The management does not expect to bear a material loss.

4. Contingent liabilities due to legal proceedings:

The Company is involved in litigation arising in the ordinary course of its business. Although the final outcome of each of these cases cannot be estimated at this time, the Company's management believes, that the chances these litigations will result in any material outflow of resources to settle them is remote, and therefore no provision or disclosure is required.

5. Lawsuit against entities involved in the sale of U.S. shopping centers in 2011:

In March 2018, a shareholder of the Company (hereinafter: "**the Plaintiff**") filed a motion with the Economic Department of the District Court in Tel-Aviv to reveal and review internal documents of the Company and of Elbit Imaging Ltd. (hereinafter: "**Elbit**") (hereinafter: "**the Motion**"), in which the Court was asked to instruct the Company and Elbit (hereinafter together: "**the Respondents**") to provide the plaintiff with certain documents of the respondents in connection with the Casa Radio project in Romania and with the sale of the U.S. Shopping Centers in 2011.

In February 2020, an agreement was reached between the Plaintiff and the Respondents according to which the motion will be dismissed by consent and the plaintiff and the respondents (hereinafter: "**the Parties**") will jointly examine the feasibility of the lawsuit in connection with the above events.

In light of the aforesaid, an agreement was signed between the Plaintiff, the Respondents and First Libra Israel Ltd. (hereinafter: "**Libra**") according to which Libra will finance all the expenses of filing and managing of a new lawsuit by the Respondents against certain parties (certain officers in the Respondents, a portion of the heirs of Motti Zisser (the former controlling shareholder of the Respondents and other parties)) who were involved in the Respondents' transaction for the sale of real estate in the United States in 2011 and for which funds (brokerage fees) were allegedly illegally transferred to private companies controlled by the late Mr. Motti Zisser (hereinafter: "**Financing Agreement**" and "**New Lawsuit**", respectively).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS IN '000 EUR

NOTE 16:- CONTINGENT LIABILITIES AND COMMITMENTS (Cont.)

The parties to the Financing Agreement agreed, inter alia, that any consideration received as a result of the New Lawsuit (to the extent received) (hereinafter: "**the Lawsuit Funds**") will first be used to reimburse Libra's expenses for the New Lawsuit (plus interest and VAT) and the balance after deduction of such expenses (hereinafter: "**the Balance of the Lawsuit Funds**") will be divided among all those involved in the New Lawsuit, so that each of the Company and Elbit will be entitled to circa 20.75% of the Balance of the Lawsuit Funds.

In order to ensure the distribution of the Lawsuit Funds as stated above, both the Company and Elbit signed lien documents in favor of Libra, the Plaintiff and the attorneys representing them (hereinafter collectively: "**the Eligibles**") with respect to the reimbursement of expenses and their portion in the Lawsuit Funds (hereinafter: "**the Lien**").

On October 18, 2020 the parties filed the New Lawsuit (in the amount of circa NIS 60 million (approximately EUR 15 million)).

On February 2, 2021, Ran Shtarkman filed a motion to dismiss the lawsuit against him in limine. On April 5, 2021, the court rejected the defendant Ran Shtarkman's motion to dismiss the lawsuit against him in limine. An appeal that was filed to the Supreme Court in respect of this decision was denied.

On April 4, 2021, one of the defendants, Philip Meyer, filed a motion for dismissal in limine of the lawsuit against him. On August 10, 2021, the motion was accepted. On November 14, 2021, the Company and Elbit filed an appeal to the Supreme Court upon this court decision. In addition, Mr. Philip Meyer filed an appeal in respect of the court expenses which were ruled in his favor in the court ruling. The Supreme Court scheduled dates on submission of summaries by the parties and a court hearing with regard to the appeals filed, to be held on May 11, 2023.

On September 14, 2021, the defendant David Zisser also filed a motion to dismiss in limine the lawsuit against him. Following the Company's and Elbit's motions, on November 4, 2021, the court ordered that the discussion on the abovementioned motion will be stayed until a decision of the Supreme Court on the appeal against Philip Meyer.

6. Dutch statutory auditor:

As described in Note 2(a) these consolidated financial statements are not intended for statutory filing purposes. The Company is required to file consolidated financial statements prepared in accordance with The Netherlands Civil Code. During 2019 the Company has been informed by the audit firm, Baker Tilly (Netherlands) N.V., that they would cancel their license to audit public interest entities (such as the Company) and that, as a consequence, they are not in the position to provide the Company with their audit services for the 2019 statutory annual accounts. As a listed company, the Company needs to engage a Dutch audit firm that is licensed to perform audits for public interest entities. The choice for such firms in the Netherlands is very limited as only six firms have the appropriate license.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS IN '000 EUR

NOTE 16:- CONTINGENT LIABILITIES AND COMMITMENTS (Cont.)

Despite extensive effort of the Company to find a new Dutch auditor, none of those six firms has been found prepared to accept the Company as their client. The Company approached in writing the Dutch Ministry of Finance, The Royal Dutch Institute of Chartered Accountants, the Authority for the Financial Markets to indicate the severe adverse consequences the Company would suffer if this problem will not be solved but none of those authorities has been able to find the solution. The Royal Dutch Institute of Chartered Accountants has put considerable effort in helping the Company by approaching audit firms and assessing their procedures for client acceptance but has no legal possibilities at its disposal to force audit firms to accept a specific client. This leaves the Company in the awkward position of not being able to meet its obligations regarding the statutory audit.

The Company has proposed to the authorities various alternative solutions to get the annual accounts of 2019 audited. It appeared that none of those are legally feasible and none of the addressees came up with any alternatives. It is now time to emphasize that the Company exhausted its sources to comply with the requirements of mandatory Dutch law.

Due to the above and in order to avoid an outright violation of applicable stock exchange regulations, the Company decided to engage EY Israel to audit its IFRS consolidated annual accounts and to issue an auditor statement on that. The Company submitted the annual consolidated financial statements as of December 31, 2019, December 31, 2020 and as of December 31, 2021 which were filed to the London Stock Exchange, the Warsaw Stock Exchange and the Tel Aviv Stock Exchange, to the Authority for the Financial Markets and to other relevant Dutch authorities.

As of the date of approval of these consolidated financial statements the Company still didn't find any solution to get the annual accounts of 2019, 2020, 2021 and 2022 audited therefore, it will submit the annual consolidated financial statements as of December 31, 2022 that are filed to the London Stock Exchange, the Warsaw Stock Exchange and the Tel Aviv Stock Exchange, to the Authority for the Financial Markets and to any other relevant Dutch authorities.

NOTE 17:- RELATED PARTY TRANSACTIONS**Related party transactions**

Transactions between the Company and its subsidiaries have been eliminated on consolidation and are not disclosed in this note. Details of transactions between the Group and other related parties are disclosed below.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS IN '000 EUR**NOTE 17:- RELATED PARTY TRANSACTIONS (Cont.)**

During the year, Group entities had the following trading transactions with related parties that are not members of the Group:

	Year ended December 31,	
	2022	2021
Costs and expenses		
Recharges – Elbit Imaging Ltd.	22	13
Compensation to key management personnel	117	170
Compensation to board members (1)	245	224

The amounts disclosed in the table are the amounts recognised as an expense during the reporting period related to key management personnel.

(1) 2022 – two board members; 2021 - two board members.

	Year ended December 31,	
	2022	2021
Other liabilities		
Elbit Imaging Ltd	-	26
Due amounts to directors and key management personnel	37	44

As of December 31, 2022, the Company identified Davidson Kempner Capital Management LLC ("DK") among the Company's related parties.

DK holds 26.3% of the Company's outstanding shares of the Company as of the reporting date. DK has no outstanding balance as of the reporting date with any of the Group companies.

Update regarding a change in Elbit Imaging Ltd holdings

Following the last announcement dated January 13, 2022 Elbit Imaging sold about 30 thousand shares of the Company, thus, Elbit Imaging holdings in the Company have diminished to 20.06% of the Company's issued and paid-up capital.

NOTE 18:- DISCLOSURE OF MATERIAL EVENTS DURING AND AFTER THE REPORTING PERIOD**a. Taskforce on Climate-related Financial Disclosures ("TCFD")**

The Financial Conduct Authority listing rules require premium-listed and standard-listed companies to make disclosures under the TCFD framework. Such companies are required to include a statement in their annual report stating whether they have made disclosures consistent with the TCFD framework on a 'comply or explain' basis. For premium-listed companies this requirement has been in effective since 1 January 2021 while for standard-listed companies it came into effect from 1 January 2022.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS IN '000 EUR

NOTE 18:- DISCLOSURE OF MATERIAL EVENTS DURING AND AFTER THE REPORTING PERIOD (Cont.)

The Company notes the TCFD recommendations on climate-related financial disclosures. Company's disclosure regarding above mentioned is included in non-financial information.

b. Tax authority investigation

On March 27, 2023 the Company announced that the Tax Authority of the state of India initiated certain actions at the office of Elbit Plaza India Management Services Private Limited (which is a private company wholly owned by Elbit Plaza India Real Estate Holdings Limited) (hereinafter: "EPM") including a search and seizer of certain documents relating to EPM's activities/transactions in India in recent years. At this stage it is not yet clear what the purpose of the investigation is, including whether EPM is the purpose of the investigation or whether the investigation is related to any third party.

NOTE 19:- LIST OF GROUP ENTITIES

As of December 31, 2022, the Company owns the following companies (all are 100% held subsidiaries at the end of the reporting period presented unless otherwise indicated):

	ACTIVITY	REMARKS
ROMANIA		
Indirectly or jointly owned		
Dambovit Center S.R.L.	Mixed-use project	75% held by Dambovit Centers Holding B.V. Casa Radio project
THE NETHERLANDS		
Directly wholly owned		
Plaza Dambovit Complex B.V.	Holding company	
Plaza Centers Enterprises B.V.	Finance company	100% held by Plaza Dambovit Complex B.V.
Mulan B.V. (Fantasy Park Enterprises B.V.)	Holding company	Holds Fantasy Park subsidiaries in CEE
Plaza Centers Management B.V.	Holding company	
Dambovit Centers Holding B.V.	Holding company	100% held by Plaza Centers N.V.
CYPRUS – INDIA		
Indirectly or jointly owned		
Elbit Plaza India Real Estate Holdings Ltd.	Holding company	Equity accounted investee 47.5% held by Plaza Centers N.V.
Polyvendo Ltd.	Holding company	100% held by Elbit Plaza India Real Estate Holdings Ltd.
Elbit Plaza India Management Services Pvt. Ltd.	Management company	99.99% held by Polyvendo Ltd.
Vilmadoro Ltd.	Holding company	100% held by Elbit Plaza India Real Estate Holdings Ltd.
ENTITIES DISPOSED OR DISSOLVED IN 2022		
THE NETHERLANDS		
Plaza Bas B.V.	Inactive	Company dissolved 01/2022
CYPRUS – INDIA		
Aayas Trade Services Pvt. Ltd.	Mixed-use project	Company sold 09/2022