

SUNRISEMEZZ PLC

REPORT AND FINANCIAL STATEMENTS

Period from 23 of March 2022 (incorporation date)
to 31 December 2022

SUNRISEMEZZ PLC

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Period from 23 of March 2022 (incorporation date) to 31 December 2022

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BOARD OF DIRECTORS AND OTHER OFFICERS

Board of Directors:	Nayia Morphi - executive member (Appointed on 21 September 2022) Maria Demetriou - non-executive member (Appointed on 21 September 2022) Zoe Christou Tziortzi - non-executive member (Appointed on 21 September 2022) Omnium Corporate and Trustee Services Limited (Appointed on 23 March 2022, resigned on 21 September 2022)
Company Secretary:	Omniserve Limited The City House 17-19 Themistokli Dervi street 1066, Nicosia Cyprus
Independent Auditors:	Baker Tilly Klitou and Partners Ltd Certified Public Accountant and Registered Auditor Corner C Hatzopoulou & 30 Griva Digheni Avenue 1066 Nicosia Cyprus
Legal Advisers:	Ioannides Demetriou LLC The City House 17-19 Themistokli Dervi street 1066, Nicosia Cyprus
Registered office:	33 Vasilissis Freiderikis Palais D'Ivoire, Floor 2 1066, Nicosia Cyprus
Bankers:	Astrobank Limited 1, Spyrou Kyprianou Avenue, 1065 Nicosia, Cyprus
Registration number:	HE432466

MANAGEMENT REPORT

The Board of Directors presents its first report and audited financial statements of Sunrisemezz PLC (the "Company") for the period from 23 March 2022 to 31 December 2022.

Incorporation, rename and listing on the Athens Stock Exchange

The Company Sunrisemezz PLC was incorporated in Cyprus on 23 March 2022 as a private limited liability company under the provisions of the Cyprus Companies Law, Cap. 113. On 23 September 2022 the Company was transformed into a public limited liability company and was renamed from Sunrisemezz Ltd to Sunrisemezz Plc. On 31 October 2022 its shares were listed in the Alternative Market EN.A. of the Athens Stock Exchange.

Principal activity and nature of operations of the Company

The principal activity of the Company is the holding and management of the following notes (the "Notes"):

- 95% of the Class B2 mezzanine notes issued by Sunrise I NPL Finance DAC with ISIN IE00BNB1R54
- 95% of the Class B2 mezzanine notes issued by Sunrise II NPL Finance DAC with ISIN IE0006F1V020
- 95% of the Class C2 junior notes issued by Sunrise I NPL Finance DAC with ISIN IE00BN2B2276
- 95% of the Class C2 junior notes issued by Sunrise II NPL Finance DAC with ISIN IE000DAGFA66

The Company's Notes have been contributed to the Company by Piraeus Financaill Holdings S.A. (Piraeus Financial Holdings) in May 2022 at the value of €25,005,345.26.

In particular, in the context of the transfer due to securitization of the relevant receivables, in March and November 2021 Piraeus Financial Holdings transferred a mixed portfolio of non-performing loans to the special purpose entities Sunrisemezz I NPL Finance DAC and Sunrisemezz II NPL Finance DAC respectively incorporated in Ireland ('Issuers'). In exchange for the transfer Piraeus Financial Holdings received asset backed fixed rate and asset backed variable rate return notes issued by Sunrisemezz I NPL Finance DAC and Sunrisemezz II NPL Finance DAC. The Notes were issued in three tranches: senior (Class A), mezzanine (Class B) and junior notes (Class C).

Subsequently, in May 2022, Piraeus Financial Holdings contributed the Notes at a total fair value of €25,005,345.26 to the Company, in exchange of 178,609,609 newly issued shares.

The issued shares of the Company were distributed to the shareholders of Piraeus Financial Holdings following a reduction in the share capital of Piraeus Financial Holdings.

MANAGEMENT REPORT

Review of current position, future developments and performance of the Company's business

On the issuance of the Notes, a Priority of Payments Schedule ("Waterfall") was established, which is settled on a quarterly basis. Based on this schedule, the repayments regarding the mezzanine and junior Notes are the last ones in the order of priority. The Waterfall is as follows:

A. Pre-acceleration order of priority:

- Issuers and other securitization expenses - priority 1
- Servicer and deferred servicer fees – priority 2
- Letter of guarantee providers interest, commitment fees due and other outstanding fees and Limited Resource Lender's due and other outstanding fees – priority 3
- Commissions for Hercules Asset Protection Scheme ("HAPS") – priority 4
- Interest payments of senior notes not paid by the HAPS Guarantor – priority 5
- Interest payments of senior notes due – priority 6
- Reserves for senior notes' interest and other expenses and fees – priority 7
- Principal repayment of Limited Resource Lender – priority 8
- Interest payments of mezzanine notes (including deferred interest) – priority 9
- Principal repayments of senior notes (up until their redemption in full)– priority 10
- Principal repayments of mezzanine notes (up until their redemption in full) – priority 11
- Principal repayments of junior notes – priority 12

B. Acceleration order of priority:

- Issuers and other securitization expenses - priority 1
- Servicer and deferred servicer fees – priority 2
- Letter of guarantee providers interest, commitment fees due and other outstanding fees and Limited Resource Lender's due and other outstanding fees – priority 3
- Commissions for Hercules Asset Protection Scheme ("HAPS") – priority 4
- Interest payments of senior notes not paid by the HAPS Guarantor – priority 5
- Interest payments of senior notes due – priority 6 - Principal amounts to letter of guarantee providers – priority 7
- Principal repayment of Limited Resource Lender – priority 8
- Principal repayments of senior notes (up until their redemption in full)– priority 9
- Interest payments of mezzanine notes (including deferred interest) – priority 10
- Principal repayments of mezzanine notes (up until their redemption in full) – priority 11
- Principal repayments of junior notes – priority 12

The acceleration order of priority applies at redemption events or on final maturity date. For 2022, the pre acceleration order of priority applies.

Until 31 December 2022, the Company has received coupon payments of €2,421,197 in relation to the Notes it holds.

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

Principal risks and uncertainties

The principal risks and uncertainties faced by the Company are disclosed in notes 5 and 6 of the financial statements.

Use of financial instruments by the Company

The Company is exposed to market risk, interest rate risk, credit risk and liquidity risk from the financial instruments it holds.

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices and that such changes will affect the Company's income or the value of its holdings of financial instruments.

MANAGEMENT REPORT

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to meet an obligation. Credit risk arises from cash and cash equivalents, contractual cash flows of debt investments carried at fair value through profit or loss (FVTPL), deposits with banks and financial institutions.

Credit risk is managed on an individual basis. For banks and financial institutions, the Company has established policies whereby the majority of bank balances are held with independently rated parties with a minimum rating of ['C'].

The Company's investments in debt instruments are considered to be medium to high risk investments. The credit ratings of the investments are monitored for credit deterioration.

Liquidity risk

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

Results

The Company's results for the period are set out on page 10. The net loss for the period is carried forward.

Share capital

Authorised capital

Under its Memorandum the Company fixed its share capital at 2,000 ordinary shares of nominal value of €1 each.

On 29 May 2022, the authorized share capital of the Company was divided from 2,000 ordinary shares of €1 each into 50,000 ordinary shares of nominal value of €0.04 each. The authorized share capital was then increased by 1 ordinary share from 50,000 of €0.04 each to 50,001 ordinary shares of €0.04. On the same day, the authorized share capital of the Company was consolidated and divided into 14,286 ordinary shares of nominal value €0.14 each.

On 30 May 2022, the Company increased its authorized share capital by 178,609,609 ordinary shares to 178,623,895 ordinary shares of €0.14 each at nominal value.

Issued capital

Upon incorporation, on 23 March 2022 the Company issued to the subscribers of its Memorandum of Association 2,000 ordinary shares of €1 each at par.

On 29 May 2022, the share capital of the Company was divided from 2,000 ordinary shares of €1 each into 50,000 ordinary shares of nominal value of €0.04 each. The share capital was then increased by 1 ordinary share from 50,000 of €0.04 each to 50,001 ordinary shares of €0.04. On the same day, the share capital of the Company was consolidated and divided into 14,286 ordinary shares of nominal value €0.14 each.

On 30 May 2022, the Company increased its share capital by 178,609,609 ordinary shares to 178,623,895 ordinary shares of €0.14 each at nominal value. On the same day, 178,609,609 shares of nominal value of €0.14 each were issued to Piraeus Financial Holdings SA for €0.14 i.e. total value of €25,005,345.26 exchange for the contribution of the Notes at fair value of €25,005,345.26 based on the valuation of independent valuers.

MANAGEMENT REPORT

Board of Directors

The members of the Company's Board of Directors as at 31 December 2022 and at the date of this report are presented on page 1.

Omnium Corporate and Trustee Services Limited which was appointed director at the date of incorporation resigned on 21 September. Ms. Nayia Morphi was appointed on 21 September 2022 as executive member of the Board of Directors. Ms. Maria Demetriou and Ms. Zoi Christou Tziortzi were appointed on 21 September 2022 as non executive members of the Board of Directors.

In accordance with the Company's Articles of Association all Directors presently members of the Board continue in office.

There were no significant changes in the assignment of responsibilities and remuneration of the Board of Directors.

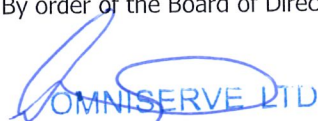
Events after the reporting period

During February 2023 the Company received coupon payments of €8,798,116.

Independent Auditors

The Independent Auditors, Baker Tilly Klitou and Partners, were appointed by the Company as first auditors and have expressed their willingness to continue in office and a resolution giving authority to the Board of Directors to fix their remuneration will be proposed at the Annual General Meeting.

By order of the Board of Directors,



OMNISERVE LTD

Omniserve Limited
Secretary

Nicosia, 28 April 2023

Independent Auditor's Report

To the Members of SunriseMezz PLC

Corner C. Hatzopoulou &
30 Griva Digheni Avenue
1066, Nicosia
P.O Box 27783,
2433 Nicosia, Cyprus

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Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of SunriseMezz PLC (the "Company"), which are presented in pages 10 to 26 and comprise the statement of financial position as at 31 December 2022, and the statements of profit or loss and other comprehensive income, changes in equity and cash flows for the period 23 March 2022 - 31 December 2022, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Company as at 31 December 2022, and of its financial performance and its cash flows for the period 23 March 2022 - 31 December 2022 in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union and the requirements of the Cyprus Companies Law, Cap. 113.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Investments at fair value through profit and loss - classification	
Description of key audit matter	How the matter was addressed in our audit
	Based on our risk assessment and following a risk-based approach, we performed, among others, the following audit procedures:
The carrying value of the Company's investments in financial assets at 31 December 2022 amounted to €22,505,583 which represents 91% of the total assets of the Company.	We have obtained understanding of the internal controls relevant to the selection of appropriate accounting policies and more specifically for the classification of financial assets.
Based on the requirements of the IFRS 9 "Financial Instruments" and the objectives of the Company's business model for holding its financial assets, the Company's management classified its financial assets at fair value through profit or loss.	With the support of our internal IFRS specialists, we assessed whether the accounting policies selected by management in relation to the classification of the financial assets are appropriate and in accordance with the requirements of IFRS 9 "Financial Instruments".

Independent Auditor's Report (continued)

To the Members of SunriseMezz PLC

Following a thorough assessment, it has been concluded that the business model and SPPI test criteria were not met. Thus, the financial instruments correctly classified under the category of financial assets at fair value through profit and loss.	We have traced and agreed all payments received relating to Notes and agreed them with all relevant legal documents.
We have considered the classification of the above financial assets to be a key audit matter due to complexity of the instruments and the judgment involved in the application of the relevant reporting standards.	We assessed the completeness and accuracy of the related disclosures in the notes to the financial statements in accordance with the relevant accounting standards (IFRSs)
Refer to note 4, 5.3, 5.6, 6, 12 of the financial statements for the accounting policies of the company, the critical accounting estimates and judgments used in the classification of the financial assets and further details in relation to the said investments.	The above audit procedures were completed in a satisfactory manner.
Investments at fair value through profit and loss - fair value estimation	
Description of key audit matter	How the matter was addressed in our audit
	Based on the risk assessment and following a risk based approach, we performed, among others, the following audit procedures:
The carrying value of the Company's investments in financial assets at 31 December 2022 amounted to €22,505,583 which represents 91% of the Total assets of the Company. The total investments in the financial assets at the statement of financial position date, were initially recognised at fair value of 25,005,345 at March 2022.	We obtained understanding of key controls over processes and procedures to determine the fair value. We reviewed the valuation reports prepared by the external independent valuers appointed by the management on which the valuation in the financial statements is based.
The Company's management determines the fair value of its investments at FVTPL, with the assistance of external independence valuers.	We evaluate the independence, objectivity and competence of the external independent valuer.
The size of the said investments, the significance of estimates and judgements as well as the subjectivity of the valuation process warrant specific audit focus and therefore represents a key audit matter.	With the support of our internal valuation specialists we (i) assessed the relevance and appropriateness of the evaluation methodologies applied (ii) challenged the appropriateness of the key assumptions including discount rates and expected future cash flows, (iii) evaluated the appropriateness of the other market transactions concerning the same instrument considered by the external independent valuers, and (v) checked the mathematical accuracy of the calculations made in the valuation workings.
Refer to note 4, 5.6, 6, 13 of the financial statements for the accounting policies of the Company, the critical accounting estimates and judgments used in the classification of the financial assets and further details in relation to the said investments.	We assessed the completeness and accuracy of the related disclosures in the notes to the financial statements in accordance with the relevant accounting standards (IFRSs)
	The above audit procedures were completed in a satisfactory manner

Independent Auditor's Report (continued)

To the Members of SunriseMezz PLC

Reporting on other information

The Board of Directors is responsible for the other information. The other information comprises the information included in the Management Report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. 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 the Board of Directors of the Company and those charged with Governance for the Financial Statements

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

In preparing the financial statements, the Board of Directors 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors and those charged with Governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

Independent Auditor's Report (continued)

To the Members of SunriseMezz PLC

Auditor's Responsibilities for the Audit of the Financial Statements (continued)

- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves a true and fair view.

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.

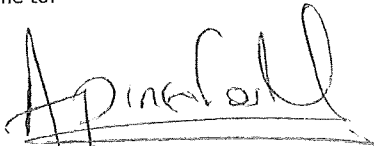
Report on Other Legal Requirements

Pursuant to the additional requirements of the Auditors Law of 2017, we report the following:

- In our opinion, the Management Report has been prepared in accordance with the requirements of the Cyprus Companies Law, Cap 113, and the information given is consistent with the financial statements.
- In our opinion, and in the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Management Report.

Other Matter

This report, including the opinion, has been prepared for and only for the Company's members as a body in accordance with Section 69 of the Auditors Law of 2017 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whose knowledge this report may come to.



Moisis Arstidou
Certified Public Accountant and Registered Auditor
for and on behalf of

Baker Tilly Klitou and Partners Ltd
Certified Public Accountants and Registered Auditors
Corner C Hatzopoulou & 30 Griva Digheni Avenue
1066 Nicosia
Cyprus

Nicosia, 20/4/2023

SUNRISEMEZZ PLC

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

Period from 23 of March 2022 (incorporation date) to 31 December 2022

	Note	23 March 2022 - 31 December 2022 €
Interest income	7	2,046,389
Fair Value changes in financial assets		(2,213,830)
Administration and other expenses	8	<u>(506,488)</u>
Operating loss		<u>(673,929)</u>
Net finance costs	9	<u>(3,339)</u>
Loss before tax		(677,268)
Tax	10	<u>-</u>
Net loss for the period		(677,268)
Other comprehensive income		<u>-</u>
Total comprehensive income for the period		<u><u>(677,268)</u></u>

The notes on pages 14 to 26 form an integral part of these financial statements.

SUNRISEMEZZ PLC


STATEMENT OF FINANCIAL POSITION

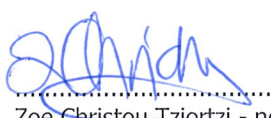
31 December 2022

	Note	31/12/2022 €
ASSETS		
Non-current assets		
Financial assets at fair value through profit or loss	11	<u>22,416,703</u>
		<u>22,416,703</u>
Current assets		
Refundable taxes	15	<u>100,292</u>
Cash and cash equivalents	12	<u>2,094,762</u>
		<u>2,195,054</u>
Total assets		<u><u>24,611,757</u></u>
EQUITY AND LIABILITIES		
Equity		
Share capital	13	<u>25,007,345</u>
Accumulated losses		<u>(677,268)</u>
Total equity		<u>24,330,077</u>
Current liabilities		
Other payables	14	<u>281,680</u>
		<u>281,680</u>
Total equity and liabilities		<u><u>24,611,757</u></u>

On 28 April 2023 the Board of Directors of Sunrisemezz PLC authorised these financial statements for issue.


.....
Nayia Morphi - executive member
Director


.....
Maria Demetriou - non-executive
member
Director


.....
Zoe Christou-Tziortzi - non-executive
member
Director

The notes on pages 14 to 26 form an integral part of these financial statements.

SUNRISEMEZZ PLC

STATEMENT OF CHANGES IN EQUITY

Period from 23 of March 2022 (incorporation date) to 31 December 2022

	Note	Share capital €	Accumulated losses €	Total €
Balance as at 23 March 2022		-	-	-
Comprehensive income				
Net loss for the period		-	(677,268)	(677,268)
Transactions with owners				
Issue of share capital	13	25,007,345	-	25,007,345
Balance as at 31 December 2022		25,007,345	(677,268)	24,330,077

Companies, which do not distribute 70% of their profits after tax, as defined by the Special Contribution for the Defence of the Republic Law, within two years after the end of the relevant tax year, will be deemed to have distributed this amount as dividend on the 31 of December of the second year. The amount of the deemed dividend distribution is reduced by any actual dividend already distributed by 31 December of the second year for the year the profits relate. The Company pays special defence contribution on behalf of the shareholders over the amount of the deemed dividend distribution at a rate of 17% (applicable since 2014) when the entitled shareholders are individuals tax residents of Cyprus and have their domicile in Cyprus. In addition, the Company pays on behalf of the shareholders General Healthcare System (GHS) contribution at a rate of 2.65%, when the entitled shareholders are individual tax residents of Cyprus, regardless of their domicile.

The notes on pages 14 to 26 form an integral part of these financial statements.

SUNRISEMEZZ PLC

STATEMENT OF CASH FLOWS

Period from 23 of March 2022 (incorporation date) to 31 December 2022

	23 March 2022 - 31 December 2022	
	€	Note
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss before tax	(677,268)	
Adjustments for:		
Fair value losses on financial liabilities at fair value through profit or loss	2,213,830	
Interest income	(2,046,389)	
Interest expense	1,321	9
	<u>(508,506)</u>	
Changes in operating assets and liabilities:		
Increase in other payables	281,680	
Coupons received	2,421,197	
Cash generated from operations before income tax payments	<u>2,194,371</u>	
	-	
Tax paid	(100,292)	
Net cash generated from operating activities	<u>2,094,079</u>	
CASH FLOWS FROM INVESTING ACTIVITIES		
Net cash generated from investing activities	<u>-</u>	
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issue of share capital	2,004	
Interest paid	(1,321)	
Net cash generated from financing activities	<u>683</u>	
Net increase in cash and cash equivalents	2,094,762	
Cash and cash equivalents at beginning of the period	-	
Cash and cash equivalents at end of the period	<u>12</u> <u>2,094,762</u>	

The notes on pages 14 to 26 form an integral part of these financial statements.

SUNRISEMEZZ PLC

NOTES TO THE FINANCIAL STATEMENTS

Period from 23 of March 2022 (incorporation date) to 31 December 2022

1. Incorporation and principal activities

Incorporation, rename and listing on the Athens Stock Exchange

The Company Sunrisemezz PLC (the "Company") was incorporated in Cyprus on 23 March 2022 as a private limited liability company under the provisions of the Cyprus Companies Law, Cap. 113. On 23 September 2022, the Company was transformed into a public limited liability company and was renamed from Sunrisemezz Ltd to Sunrisemezz Plc. On 31 October 2022 its shares were listed in the Alternative Market EN.A. of the Athens Stock Exchange

Principal activity

The principal activity of the Company is the holding and management of the following notes (the "Notes"):

- 95% of the Class B2 mezzanine notes issued by Sunrise I NPL Finance DAC with ISIN IE00BNB1R54
- 95% of the Class B2 mezzanine notes issued by Sunrise II NPL Finance DAC with ISIN IE0006F1V020
- 95% of the Class C2 junior notes issued by Sunrise I NPL Finance DAC with ISIN IE00BN2B2276
- 95% of the Class C2 junior notes issued by Sunrise II NPL Finance DAC with ISIN IE000DAGFA66

2. Basis of preparation

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union (EU) and the requirements of the Cyprus Companies Law, Cap. 113. The financial statements have been prepared under the historical cost convention as modified by the revaluation of, and financial assets and financial liabilities at fair value through profit or loss.

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

3. Adoption of new or revised standards and interpretations

During the current period the Company adopted all the new and revised International Financial Reporting Standards (IFRS) that are relevant to its operations and are effective for accounting periods beginning on 23 March 2022.

4. Significant accounting policies

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

Going concern basis

The financial statements of the Company have been prepared on a going concern basis.

Revenue

- **Interest income**

Interest income from notes measured at FVTPL is recognised on a time proportion by using the effective interest method. Effective interest rate is the rate that exactly discounts estimated future cash payments or receipt through the expected life of the financial asset to gross carrying amount of a financial asset. Interest income is classified under "interest income" line in the statement in of profit or loss. For purchased or originated credit impaired financial assets, interest income is calculated by applying the credit adjusted effective interest rate to the amortised cost of the asset.

NOTES TO THE FINANCIAL STATEMENTS

Period from 23 of March 2022 (incorporation date) to 31 December 2022

4. Significant accounting policies (continued)

Finance costs

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

Financial assets

Financial assets - Classification

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through OCI or through profit or loss), and
- those to be measured at amortised cost.

The classification and subsequent measurement of debt financial assets depends on: (i) the Company's business model for managing the related assets portfolio and (ii) the cash flow characteristics of the asset. On initial recognition, the Company may irrevocably designate a debt financial asset that otherwise meets the requirements to be measured at amortized cost or at FVOCI or at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

All other financial assets are classified as measured at FVTPL.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or OCI. For investments in equity instruments that are not held for trading, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (FVOCI).

Financial assets - Recognition and derecognition

All purchases and sales of financial assets that require delivery within the time frame established by regulation or market convention ("regular way" purchases and sales) are recorded at trade date, which is the date when the Company commits to deliver a financial instrument. All other purchases and sales are recognised when the entity becomes a party to the contractual provisions of the instrument.

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Company has transferred substantially all the risks and rewards of ownership.

Financial assets - Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (FVTPL), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in profit or loss. Fair value at initial recognition is best evidenced by the transaction price. A gain or loss on initial recognition is only recorded if there is a difference between fair value and transaction price which can be evidenced by other observable current market transactions in the same instrument or by a valuation technique whose inputs include only data from observable markets.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

NOTES TO THE FINANCIAL STATEMENTS

Period from 23 of March 2022 (incorporation date) to 31 December 2022

4. Significant accounting policies (continued)

Financial assets (continued)

Financial assets - Measurement (continued)

Debt instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in 'other income'. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses) together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the statement of profit or loss and other comprehensive income. Financial assets measured at amortised cost (AC) comprise: cash and cash equivalents, bank deposits with original maturity over 3 months, trade receivables and financial assets at amortised cost.

FVOCI: Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/(losses). Interest income from these financial assets is included in "other income". Foreign exchange gains and losses are presented in "other gains/(losses)" and impairment expenses are presented as separate line item in the statement of profit or loss and other comprehensive income.

FVTPL: Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVTPL. A gain or loss on a debt investment that is subsequently measured at FVTPL is recognised in profit or loss and presented net within "other gains/(losses)" in the period in which it arises.

Financial assets - impairment - credit loss allowance for ECL

The Company assesses on a forward-looking basis the ECL for debt instruments (including loans) measured at amortised cost and FVOCI and exposure arising from loan commitments and financial guarantee contracts. The Company measures ECL and recognises credit loss allowance at each reporting date. The measurement of ECL reflects: (i) an unbiased and probability weighted amount that is determined by evaluating a range of possible outcomes, (ii) time value of money and (iii) all reasonable and supportable information that is available without undue cost and effort at the end of each reporting period about past events, current conditions and forecasts of future conditions.

The carrying amount of the financial assets is reduced through the use of an allowance account, and the amount of the loss is recognised in the statement of profit or loss and other comprehensive income within "net impairment losses on financial and contract assets. Subsequent recoveries of amounts for which loss allowance was previously recognised are credited against the same line item.

The impairment methodology applied by the Company for calculating expected credit losses depends on the type of financial asset assessed for impairment. Specifically:

For trade receivables and contract assets, including trade receivables and contract assets with a significant financing component, and lease receivables the Company applies the simplified approach permitted by IFRS 9, which requires lifetime expected credit losses to be recognised from initial recognition of the financial assets.

NOTES TO THE FINANCIAL STATEMENTS

Period from 23 of March 2022 (incorporation date) to 31 December 2022

4. Significant accounting policies (continued)

Financial assets (continued)

Financial assets - impairment - credit loss allowance for ECL (continued)

For all other financial instruments that are subject to impairment under IFRS 9, the Company applies general approach - three stage model for impairment. The Company applies a three stage model for impairment, based on changes in credit quality since initial recognition. A financial instrument that is not credit-impaired on initial recognition is classified in Stage 1.

Financial assets in Stage 1 have their ECL measured at an amount equal to the portion of lifetime ECL that results from default events possible within the next 12 months or until contractual maturity, if shorter ("12 Months ECL"). If the Company identifies a significant increase in credit risk ("SICR") since initial recognition, the asset is transferred to Stage 2 and its ECL is measured based on ECL on a lifetime basis, that is, up until contractual maturity but considering expected prepayments, if any ("Lifetime ECL"). Refer to note 5, Credit risk section, for a description of how the Company determines when a SICR has occurred. If the Company determines that a financial asset is credit-impaired, the asset is transferred to Stage 3 and its ECL is measured as a Lifetime ECL. The Company's definition of credit impaired assets and definition of default is explained in note 5, Credit risk section.

Additionally the Company has decided to use the low credit risk assessment exemption for investment grade financial assets. Refer to note 5, Credit risk section for a description of how the Company determines low credit risk financial assets.

Financial assets -Reclassification

Financial instruments are reclassified only when the business model for managing those assets changes. The reclassification has a prospective effect and takes place from the start of the first reporting period following the change.

Financial assets - write-off

Financial assets are written-off, in whole or in part, when the Company exhausted all practical recovery efforts and has concluded that there is no reasonable expectation of recovery. The write-off represents a derecognition event. The Company may write-off financial assets that are still subject to enforcement activity when the Company seeks to recover amounts that are contractually due, however, there is no reasonable expectation of recovery.

Financial assets - modification

The Company sometimes renegotiates or otherwise modifies the contractual terms of the financial assets. The Company assesses whether the modification of contractual cash flows is substantial considering, among other, the following factors: any new contractual terms that substantially affect the risk profile of the asset (e.g. profit share or equity-based return), significant change in interest rate, change in the currency denomination, new collateral or credit enhancement that significantly affects the credit risk associated with the asset or a significant extension of a loan when the borrower is not in financial difficulties.

If the modified terms are substantially different, the rights to cash flows from the original asset expire and the Company derecognises the original financial asset and recognises a new asset at its fair value. The date of renegotiation is considered to be the date of initial recognition for subsequent impairment calculation purposes, including determining whether a SICR has occurred. The Company also assesses whether the new loan or debt instrument meets the SPPI criterion. Any difference between the carrying amount of the original asset derecognised and fair value of the new substantially modified asset is recognised in profit or loss, unless the substance of the difference is attributed to a capital transaction with owners.

NOTES TO THE FINANCIAL STATEMENTS

Period from 23 of March 2022 (incorporation date) to 31 December 2022

4. Significant accounting policies (continued)

Financial assets (continued)

Financial assets - modification (continued)

In a situation where the renegotiation was driven by financial difficulties of the counterparty and inability to make the originally agreed payments, the Company compares the original and revised expected cash flows to assets whether the risks and rewards of the asset are substantially different as a result of the contractual modification. If the risks and rewards do not change, the modified asset is not substantially different from the original asset and the modification does not result in derecognition. The Company recalculates the gross carrying amount by discounting the modified contractual cash flows by the original effective interest rate, and recognises a modification gain or loss in profit or loss.

Cash and cash equivalents

For the purpose of the statement of cash flows, cash and cash equivalents comprise cash at bank. Cash and cash equivalents are carried at amortised cost because: (i) they are held for collection of contractual cash flows and those cash flows represent SPPI, and (ii) they are not designated at FVTPL.

Financial liabilities - measurement categories

Financial liabilities are initially recognised at fair value and classified as subsequently measured at amortised cost, except for (i) financial liabilities at FVTPL: this classification is applied to derivatives, financial liabilities held for trading (e.g. short positions in securities), contingent consideration recognised by an acquirer in a business combination and other financial liabilities designated as such at initial recognition and (ii) financial guarantee contracts and loan commitments.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

Trade and other payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade and other payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities. Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

Financial liabilities - Modifications

An exchange between the Company and its original lenders of debt instruments with substantially different terms, as well as substantial modifications of the terms and conditions of existing financial liabilities, are accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received and discounted using the original effective interest rate, is at least 10% different from the discounted present value of the remaining cash flows of the original financial liability. (In addition, other qualitative factors, such as the currency that the instrument is denominated in, changes in the type of interest rate, new conversion features attached to the instrument and change in loan covenants are also considered.)

If an exchange of debt instruments or modification of terms is accounted for as an extinguishment, any costs or fees incurred are recognised as part of the gain or loss on the extinguishment. If the exchange or modification is not accounted for as an extinguishment, any costs or fees incurred adjust the carrying amount of the liability and are amortised over the remaining term of the modified liability.

SUNRISEMEZZ PLC

NOTES TO THE FINANCIAL STATEMENTS

Period from 23 of March 2022 (incorporation date) to 31 December 2022

4. Significant accounting policies (continued)

Financial assets (continued)

Financial liabilities - Modifications (continued)

Modifications of liabilities that do not result in extinguishment are accounted for as a change in estimate using a cumulative catch up method, with any gain or loss recognised in profit or loss, unless the economic substance of the difference in carrying values is attributed to a capital transaction with owners and is recognised directly to equity.

Share capital

Ordinary shares are classified as equity.

Provisions

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate of the amount can be made. Where the Company expects a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain.

5. Financial risk management

Financial risk factors

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

5.1 Interest rate risk

Interest rate risk is the risk that the value of financial instruments will fluctuate due to changes in market interest rates.

At the reporting date the interest rate profile of interest-bearing financial instruments was:

	31/12/2022
	€
Class B2 mezzanine asset backed notes	22,327,823
Class C junior asset backed notes	88,880
Cash at bank	<u>2,094,762</u>
	<u>24,511,465</u>

5.2 Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to meet an obligation. Credit risk arises from cash and cash equivalents, contractual cash flows of debt investments carried at fair value through profit or loss (FVTPL).

(i) Risk management

Credit risk is managed on an individual basis. For banks and financial institutions, the Company has established policies whereby the majority of bank balances are held with independently rated parties with a minimum rating of ['C'].

(ii) Impairment of financial assets

The Company has the following types of financial assets that are subject to the expected credit loss model:

SUNRISEMEZZ PLC

NOTES TO THE FINANCIAL STATEMENTS

Period from 23 of March 2022 (incorporation date) to 31 December 2022

5. Financial risk management (continued)

5.2 Credit risk (continued)

(ii) Impairment of financial assets (continued)

- cash and cash equivalents

Impairment losses are presented as net impairment losses on financial and contract assets within operating profit. Subsequent recoveries of amounts previously written off are credited against the same line item.

Low credit risk

The Company has decided to use the low credit risk assessment exemption for investment grade financial assets. Management consider 'low credit risk' for listed bonds to be an investment grade credit rating with at least one major rating agency. Other instruments are considered to be low credit risk when they have a low risk of default and the issuer has a strong capacity to meet its contractual cash flow obligations in the near term.

Cash and cash equivalents

The Company assesses, on an individual basis, its exposure to credit risk arising from cash at bank. This assessment takes into account, ratings from external credit rating institutions and internal ratings, if external are not available.

Bank deposits held with banks with investment grade rating are considered as low credit risk.

The gross carrying amounts below represent the Company's maximum exposure to credit risk on these assets as at 31 December 2022:

Company internal credit rating	External credit rating	31/12/2022 €
Performing	BBB-B	<u>2,094,762</u>
Total		<u><u>2,094,762</u></u>

The Company does not hold any collateral as security for any cash at bank balances.

There were no significant cash at bank balances written off during the period that are subject to enforcement activity.

(iii) Financial assets at fair value through profit or loss

The Company is also exposed to credit risk in relation to debt investments that are measured at fair value through profit or loss. The maximum exposure at the end of the reporting period is the carrying amount of these investments €22,416,703.

5.3 Liquidity risk

Liquidity risk is the risk that arises when the maturity of assets and liabilities does not match. An unmatched position potentially enhances profitability, but can also increase the risk of losses. The Company has procedures with the objective of minimising such losses such as maintaining sufficient cash and other highly liquid current assets.

The following tables detail the Company's remaining contractual maturity for its financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The table includes both interest and principal cash flows.

SUNRISEMEZZ PLC

NOTES TO THE FINANCIAL STATEMENTS

Period from 23 of March 2022 (incorporation date) to 31 December 2022

5. Financial risk management (continued)

5.3 Liquidity risk (continued)

31 December 2022	Carrying amounts €	Contractual cash flows €	3 months or less €	3-12 months €	1-2 years €	2-5 years €	More than 5 years €
Other creditors	29,980	29,980	-	29,980	-	-	-
Accruals	251,700	251,700	-	251,700	-	-	-
	281,680	281,680	-	281,680	-	-	-

5.4 Capital risk management

Capital includes equity shares and payables to related parties.

The Company's objectives in managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

The Company monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings. Total capital is calculated as "equity" as shown in the statement of financial position plus net debt.

The Company did not have any borrowings as at 31 December 2022.

5.5 Fair value estimation

The carrying amounts and fair values of certain financial assets and liabilities are as follows:

	Carrying amounts 31/12/2022 €	Fair values 31/12/2022 €
Financial assets		
Cash and cash equivalents	2,094,762	2,094,762
Fair value through profit or loss	22,416,703	22,416,703
	24,511,465	24,511,465

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. The Company uses a variety of methods, such as estimated discounted cash flows, and makes assumptions that are based on market conditions existing at the reporting date.

Fair value measurements recognised in statement of financial position

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

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

SUNRISEMEZZ PLC

NOTES TO THE FINANCIAL STATEMENTS

Period from 23 of March 2022 (incorporation date) to 31 December 2022

5. Financial risk management (continued)

Fair value measurements recognised in statement of financial position (continued)

31 December 2022	Level 1 €	Level 2	Level 3 €	Total
Financial assets				
Mezzanine notes (Class B2)	-	-	22,327,823	22,327,823
Junior notes (Class C2)	-	-	88,880	88,880
Total	-	-	22,416,703	22,416,703

6. Critical accounting estimates, judgments and assumptions

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

Critical accounting estimates and assumptions

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

- **Calculation of loss allowance**

When measuring expected credit losses the Company uses reasonable and supportable forward-looking information, which is based on assumptions for the future movement of different economic drivers and how these drivers will affect each other.

Loss given default is an estimate of the loss arising on default. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, taking into account cash flows from collateral and integral credit enhancements.

Probability of default constitutes a key input in measuring ECL. Probability of default is an estimate of the likelihood of default over a given time horizon, the calculation of which includes historical data, assumptions and expectations of future conditions.

Critical judgements in applying the Company's accounting policies

- **Fair value of financial assets at fair value through profit and loss**

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. The Company uses its judgment to select a variety of methods and make assumptions that are mainly based on market conditions existing at each reporting date. The fair value of the financial assets at fair value through other comprehensive income has been estimated based on the fair value of these individual assets.

- **Impairment of financial assets**

The loss allowances for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period. Details of the key assumptions and inputs used are disclosed in note 5, Credit risk section.

SUNRISEMEZZ PLC

NOTES TO THE FINANCIAL STATEMENTS

Period from 23 of March 2022 (incorporation date) to 31. December 2022

7. Interest income

23 March 2022
- 31 December
2022
€

Interest income is analysed as follows:

Interest income from financial assets at fair value through profit and loss (Note 11)	<u>2,046,389</u>
Total interest income	<u>2,046,389</u>

Interest income is recognised using the effective interest rate method.

8. Administration and other expenses

23 March 2022
- 31 December
2022
€

Unrecoverable VAT	27,132
Annual levy	350
Insurance	24,752
Auditors' remuneration	22,000
Accounting fees	17,000
Legal fees	62,647
Directors' fees	6,000
Other professional fees	<u>346,607</u>
	<u>506,488</u>

9. Finance costs

23 March 2022
- 31 December
2022
€

Interest expense	1,321
Bank charges	<u>2,018</u>
Finance costs	<u>3,339</u>

10. Tax

The corporation tax rate is 12,5%.

Under certain conditions interest income may be subject to defence contribution at the rate of 30%. In such cases this interest will be exempt from corporation tax. In certain cases, dividends received from abroad may be subject to defence contribution at the rate of 17%.

Due to tax losses sustained in the period, no tax liability arises on the Company. Under current legislation, tax losses may be carried forward and be set off against taxable income of the five succeeding years.

SUNRISEMEZZ PLC

NOTES TO THE FINANCIAL STATEMENTS

Period from 23 of March 2022 (incorporation date) to 31 December 2022

11. Financial assets at fair value through profit or loss

	2022
	€
Opening balance as at 23 March	-
Additions	25,005,341
Coupons received	(2,421,197)
Change in fair value	(2,213,830)
Interest income	2,046,389
Balance as at 31 December	<u>22,416,703</u>

Financial assets designated as at fair value through profit or loss are analysed as follows:

	31/12/2022
	€
Financial assets at fair value through profit or loss	
Mezzanine notes (Class B2)	22,327,823
Junior notes (Class C2)	<u>88,880</u>
	<u>22,416,703</u>

The financial assets of the Company consist of bonds which were issued by the special purpose companies established in Ireland, Sunrise I NPL Finance DAC and Sunrise II NPL Finance DAC. The bonds are backed by mortgage and non-mortgage loans. The bonds are under the subordination levels of mezzanine (Class B2) and junior (Class C2).

Based on the agreements signed between Piraeus Bank and the holders of the Class B1 Notes, decisions on significant financial and operating matters of the Issuers require the unanimous consent of the Class B1 and B2 noteholders. On this basis, the Issuers are jointly controlled by the said noteholders, meeting the joint venture definition. No investment in joint ventures has been recognised, as the Company does not hold any equity interest in the Issuers, thus its proportionate share of their net assets is zero. The Company does not hold any interests in the Issuers, other than the Class B2 and Class C2 Notes, which are accounted for under IFRS 9.

12. Cash and cash equivalents

Cash balances are analysed as follows:

	31/12/2022
	€
Cash at bank	<u>2,094,762</u>
	<u>2,094,762</u>

The exposure of the Company to credit risk and impairment losses in relation to cash and cash equivalents is reported in note 5 of the financial statements.

SUNRISEMEZZ PLC

NOTES TO THE FINANCIAL STATEMENTS

Period from 23 of March 2022 (incorporation date) to 31 December 2022

13. Share capital

	2022	2022
	Number of shares	€
Authorised		
Ordinary shares of €0.14 each	<u>178,623,895</u>	<u>25,007,345</u>
Issued and fully paid		
Issue of shares	<u>178,623,895</u>	<u>25,007,345</u>
Balance as at 31 December	<u>178,623,895</u>	<u>25,007,345</u>

Authorised capital

Under its Memorandum the Company fixed its share capital at 2,000 ordinary shares of nominal value of €1 each.

On 29 May 2022, the share capital of the Company was divided from 2,000 ordinary shares of €1 each into 50,000 ordinary shares of nominal value of €0.04 each. The share capital was then increased by 1 ordinary share from 50,000 of €0.04 each to 50,001 ordinary shares of €0.04. On the same day, the share capital of the Company was consolidated and divided into 14,286 ordinary shares of nominal value €0.14 each.

On 30 May 2022, the Company increased its share capital by 178,609,609 ordinary shares to 178,623,895 ordinary shares of €0.14 each at nominal value. On the same day, 178,609,609 shares of nominal value of €0.14 each were issued to Piraeus Financial Holdings SA for €0.14 i.e. total value of €25,005,345.26 exchange for the contribution of Notes at fair value of €25,005,345.26 based on the valuation of independent valuers.

Issued capital

Upon incorporation, on 23 March 2022 the Company issued to the subscribers of its Memorandum of Association 2,000 ordinary shares of €1 each at par.

On 29 May 2022, the share capital of the Company was diluted from 2,000 ordinary shares of €1 each into 50,000 ordinary shares of nominal value of €0.04 each. The share capital was then increased by 1 ordinary share, from 50,000 of €0.04 each to 50,001 ordinary shares of €0.04. On the same day, the share capital of the Company was consolidated and divided into 14,286 ordinary shares of nominal value €0.14 each.

On 30 May 2022, the Company increased its share capital by 178,609,609 ordinary shares and thus total capital amounted to 178,623,895 ordinary shares of €0.14 each. On the same day, the 178,609,609 shares of nominal value of €0.14 each, were issued to Piraeus Financial Holdings SA for €0.14 each for a total consideration of €25,005,345.26. The consideration price was settled by a contribution in kind. In more detail, Piraeus Financial Holdings SA transferred to the Company Notes (see note 11) whose fair value at the time of contribution was €25,005,345.26.

14. Other payables

	31/12/2022
	€
Accruals	251,700
Other creditors	<u>29,980</u>
	<u>281,680</u>

SUNRISEMEZZ PLC

NOTES TO THE FINANCIAL STATEMENTS

Period from 23 of March 2022 (incorporation date) to 31 December 2022

15. Refundable taxes

	31/12/2022
	€
Corporation tax	<u>(100,292)</u>
	<u>(100,292)</u>

16. Related party transactions

The following transactions were carried out with related parties:

16.1 Directors' fees

The Directors' fees were as follows:

	23 March 2022 - 31 December 2022
	€
Directors' fees	<u>6,000</u>
	<u>6,000</u>

17. Events after the reporting period

During February 2023 the Company received coupon payments of €8,798,116.

Independent auditor's report on pages 6 and 9