

# **MARFIN**

INVESTMENT GROUP

**Annual Financial Report**  
**According to article 4 of L. 3556/2007**  
**for the financial year from January 1st, 2016 to December 31st, 2016**  
(amounts in € thousand unless otherwise mentioned)

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**General Commercial Reg. Nr. 3467301000 (Societe Anonyme Reg. Nr. 16836/06/B/88/06)**

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**ABBREVIATIONS**

*As used in the Financial Statements unless otherwise mentioned:*

|                           |   |
|---------------------------|---|
| “Company”, “Group”, “MIG” | refers to “MARFIN INVESTMENT GROUP HOLDINGS S.A.”                       |
| “ATTICA”                  | refers to “ATTICA HOLDINGS S.A.”  |
| “BLUE STAR”               | refers to “BLUE STAR MARITIME S.A.”                                     |
| “BVI”                     | refers to BRITISH VIRGIN ISLANDS  |
| “EVEREST”                 | refers to “EVEREST S.A.”  |
| “FAI rent-a-jet”          | refers to “FLIGHT AMBULANCE INTERNATIONAL RENT-A-JET AKTIENGELLSCHAFT”  |
| “FAI ASSET MANAGEMENT”    | refers to “FAI ASSET MANAGEMENT GmbH”                                   |
| “FORTRESS”                | refers to “FORTRESS INVESTMENT GROUP”                                   |
| “GOODY’S”                 | refers to “GOODY’S S.A.”  |
| “MARFIN CAPITAL”          | refers to “MARFIN CAPITAL S.A.”   |
| “MIG AVIATION 1”          | refers to “MIG AVIATION 1 LTD”  |
| “MIG AVIATION 2”          | refers to “MIG AVIATION 2 LTD”  |
| “MIG AVIATION HOLDINGS”   | refers to “MIG AVIATION HOLDINGS LTD”                                   |
| “MIG LEISURE”             | refers to “MIG LEISURE LTD”   |
| “MIG LRE CROATIA”         | refers to “MIG LEISURE & REAL ESTATE CROATIA B.V.”                      |
| “MIG REAL ESTATE”         | refers to “MIG REAL ESTATE S.A.”  |
| “MIG REAL ESTATE SERBIA”  | refers to “MIG REAL ESTATE (SERBIA) B.V.”                               |
| “MIG SHIPPING”            | refers to “MIG SHIPPING S.A.”   |
| “OLYMPIC AIR”             | refers to “OLYMPIC AIR S.A.”  |
| “ATHENIAN ENGINEERING”    | refers to “ATHENIAN ENGINEERING S.A.” former “OLYMPIC ENGINEERING S.A.” |
| “SKYSERV”                 | refers to “SKYSERV HANDLING S.A.” former “OLYMPIC HANDLING S.A.”        |
| “RKB”                     | refers to “JSC ROBNE KUCE BEOGRAD”                                      |
| “SINGULARLOGIC”           | refers to “SINGULARLOGIC S.A.”  |
| “SUNCE”                   | refers to “SUNCE KONCERN D.D. ZAGREB”                                   |
| “VIVARTIA”                | refers to “VIVARTIA HOLDINGS S.A.”                                      |
| “DELTA”                   | refers to “DELTA FOODS S.A.”  |
| “ASP”                     | refers to Available for Sale Portfolio                                  |
| “IFRS”                    | refers to International Financial Reporting Standards                   |
| “CTDC”                    | refers to “THE CYPRUS TOURISM DEVELOPMENT PUBLIC COMPANY LTD”           |
| “MEVGAL”                  | refers to “MEVGAL S.A.”   |
| “MITERA”                  | refers to “MITERA HOSPITAL S.A.”  |
| “BARBA STATHIS”           | refers to “BARBA STATHIS S.A.”  |
| “CBL”                     | refers to “Convertible Bond Loan”                                       |
| “HYGEIA”                  | refers to “HYGEIA S.A.”   |

**A. REPRESENTATIONS OF THE MEMBERS OF THE BOARD OF DIRECTORS**

The below statements, made in compliance with Article 4, Par. 2 of the Law 3556/2007, as currently effective, are made by the following representatives of the Company Board of Directors:

1. Stavros Lekkakos, father's name Michail, Chairman of the Board of Directors
2. Panagiotis Throuvalas, father's name Konstantinos, Deputy Chairman of the Board of Directors
3. Athanasios Papanikolaou, father's name Euthimios, Chief Executive Officer

The following Members who sign the financial statements, under our capacities as Members of the Board of Directors, specifically appointed for this purpose by the Board of Directors of MARFIN INVESTMENT GROUP HOLDINGS S.A. declare and certify to the best of our knowledge that:

(a) The attached Annual Financial Statements of the company "MARFIN INVESTMENT GROUP HOLDINGS S.A." for the annual period 01/01-31/12/2016, prepared according to the applicable accounting standards, present truly and fairly the assets and liabilities, the equity and the financial results of the Company as well as of the companies included in the consolidation in aggregate, and

(b) The attached BoD Report provides a true view of the Company's evolution, performance and position, as well as of the companies included in the consolidation in aggregate. A description of the main risks and uncertainties to which they are exposed is also encompassed in the Report.

Kifissia, April 28, 2017

The designees

The Chairman of the BoD

The Deputy Chairman of the BoD

The Chief Executive Officer

Stavros Lekkakos

Panagiotis Throuvalas

Athanasios Papanikolaou

ID no AB570154

ID no AK543083

ID no AK737076

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**B. INDEPENDENT AUDITOR'S REPORT**

To the Shareholders of **MARFIN INVESTMENT GROUP HOLDINGS S.A.**

**Audit Report on the Separate and Consolidated Financial Statements**

We have audited the accompanying separate and consolidated financial statements of **MARFIN INVESTMENT GROUP HOLDINGS S.A.** and its subsidiaries, which comprise the separate and consolidated statement of financial position as at December 31, 2016, and the separate and consolidated statements of profit or loss and comprehensive income, changes in equity and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

**Management's Responsibility for the Separate and Consolidated Financial Statements**

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

**Auditor's Responsibility**

Our responsibility is to express an opinion on these separate and consolidated financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing which have been transposed into Greek Law (GG/B'/2848/23.10.2012). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the separate and consolidated financial statements are free from material misstatement.

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

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

**Opinion**

In our opinion, the accompanying separate and consolidated financial statements present fairly, in all material respects, the financial position of the Company **MARFIN INVESTMENT GROUP HOLDINGS S.A.** and its subsidiaries as at December 31, 2016, and of their financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards that have been adopted by the European Union.

**Emphasis of Matter**

We would like to draw your attention to Note 3.1 of the financial statements, which describes the fact that both Group and the Company are in discussions, or and in principal agreements, with the financial institutions for the restructuring of existing borrowing liabilities amounting to € 1,220.9

mil. and € 554.1 mil., respectively. The above amount includes Group's borrowing liabilities of capital and interest amounting to € 369.2 mil., which are due. Moreover, both Group's and Company's current liabilities exceed current assets by € 644.7 mil. and € 95.3 mil., respectively.

The above conditions indicate the existence of material uncertainty regarding Group's and Company's ability to continue as a going concern. The event of an unsuccessful restructuring of borrowing liabilities, which comprise a material condition for the adequacy of Group's and Company's working capital, may affect Group's and Company's going concern assumption in the foreseeable future.

As stated in the same Note, Group's Management has planned actions in order to enhance Group's and Company's financial position and going concern assumption, condition which has been taken into account for the preparation of the accompanying financial statements according to the going concern principle.

Our opinion is not qualified in respect of this matter.

### **Report on Other Legal and Regulatory Requirements**

Taking into consideration, that management is responsible for the preparation of the Board of Director's report and Corporate Governance Statement that is included to this report according to provisions of paragraph 5 article 2 of Law 4336/2015 (part B), we note the following:

- a) The Board of Directors' Report includes a statement of corporate governance that provides the information required by Article 43bb of Codified Law 2190/1920.
- b) In our opinion, the Board of Director's report has been prepared in accordance with the legal requirements of Articles 43a and 107A and paragraph 1 (c and d) of Article 43bb of the Codified Law 2190/1920 and the content of the Board of Directors' report is consistent with the accompanying statements for the year ended 31/12/2016.
- c) Based on the knowledge we obtained from our audit for the Company MARFIN INVESTMENT GROUP HOLDINGS S.A. and its environment, we have not identified any material misstatements to Board of Directors report.

Athens, April 28 2017

Certified Accountant - (C.A.) Greece

Certified Accountant - (C.A.) Greece

Manolis Michalios

Dimitra Pagoni

I.C.P.A. Reg. No.: 25131

I.C.P.A. Reg. No.: 30821



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**C. MANAGEMENT REPORT OF THE BOARD OF DIRECTORS OF “MARFIN INVESTMENT GROUP S.A.” ON THE CONSOLIDATED AND CORPORATE FINANCIAL STATEMENTS FOR THE YEAR 2016**

*The current Annual Report of the Board of Directors pertains to the annual period which ended on 31/12/2016. The current Report has been prepared and is in compliance with the relevant provisions of the Law 3556/2007 (Government Gazette 91A/30.04.2007) as well as the executives resolution of the BoD of the Hellenic Capital Market Commission.*

*The current report briefly describes the financial information for the year 2016, the most significant events that took place (before and after the Financial Statements reporting date) and the prospects regarding the company “MARFIN INVESTMENT GROUP HOLDINGS S.A.” (hereinafter “MIG”, “The Company”) as well as its subsidiaries. Moreover, it provides a description of the main risks and uncertainties the Group and the Company might be facing within 2017 as well as the most significant transactions that took place between the issuer and its related parties.*

**1. FINANCIAL DEVELOPMENTS AND PERFORMANCE DURING THE YEAR 2016****1.1 Consolidated Income Statement**

**Sales:** Sales from continuing operations amounted to € 1,103.9 m versus € 1,142.8 m, recording a decrease of (3.4)% compared to the respective period last year. Among all of the Group’s operating segments, not including intercompany transactions, the Health Care and the Private Equity segments recorded an increase of 3.4% and 5.9% respectively, while the Food and Dairy and Transportation segments recorded a decrease in sales by (4.9)% and (3.1)% respectively, the IT and Telecommunications segment recorded a decrease of (22.2)%, as the previous year’s sales included the projects of the National Elections of January and September 2015, as well as the Referendum that took place in July of the same year.

**Cost of Sales:** Cost of sales from continuing operations decreased by (2.7)% standing at € (794.8) m versus € (816.8) m in the respective period last year. The Gross profit margin decreased compared to 2015 to 28.0% from 28.5%.

**Other operating income and expenses:** Other operating income and expenses stood at € (255.2) m versus € (283.4) m last year.

**EBITDA from continuing operations:** EBITDA from continuing operations presented a profit of € 133.7 m compared to € 125.1 m last year. The improvement is attributable to the continuous effective cost management of the Group’s companies.

**Financial Income and Expenses:** Financial income from continuing operations stood at € 0.5 m versus € 3.6 m last year. Financial expenses stood at € (109.1) m versus € (106.0) m in 2015. Other financial results of the Group stood at € (32.5) m versus € (58.6) m last year. The above item in 2016 includes impairment loss of assets amounting to € (44.3) m, out of which an amount of € (21.3) m pertains to VIVARTIA group, € (14.9) m to KETA, € (7.6) m to SUNCE and € (0.5) to HYGEIA group. Moreover, the item includes profit from reversal of impairment of assets amounting to € 17.5 m, analysed as €11.6 m profit from reversal of impairment of ATTICA group vessels and €5.9 m profit from reversal of impairment of VIVARTIA group assets. It is noted that the previous year results were burdened with impairment losses of assets amounting to a total of € (50.1) m of which an amount of € (43.0) m pertained to VIVARTIA group, € (3.7) m to HYGEIA group and € (3.4) m to SUNCE.

**Income Tax:** Income tax from continuing operations stood at € 3.0 m versus € (6.2) m last year. It is noted that 2015 results were burdened with additional taxes of € (17.5) m due to the change in the corporate tax rate from 26% to 29%.

**Profit/(Loss) from Continuing Operations:** Consolidated loss after tax from continuing operations in 2016 stood at € (82.8) m versus loss of € (126.0) m recorded last year.

**Profit/(Loss) from Discontinued Operations:** In 2016, losses from discontinued operations stood at € (0.01) m versus a profit of € 7.2 m and pertained to the results of ATHENIAN ENGINEERING. It is noted that profits for 2015 included profit of € 11 m arising from the disposal of SKYSERV in December 2015, as well as the results of SKYSERV, ATHENIAN ENGINEERING, FAI ASSET MANAGEMENT and FAI rent-a-jet.

**Profit/(Loss) from Continuing and Discontinued Operations:** Total loss stood at € (82.8) m versus € (118.8) m last year. Total losses attributable to the owners of the Parent pertain to an amount of € (84.9) m while profit attributable to Minorities pertain to an amount of € (2.1) m.

## 1.2 Consolidated Statement of Financial Position

**Cash, Cash Equivalent & Restricted Cash and Debt:** The Group's cash, cash equivalents & restricted cash on 31/12/2016 stood at € 142.9 m (a decrease of € (34.7) m versus 31/12/2015) and are analyzed as follows: Food and Dairy segment € 60.7 m (42.5% of the total), Transportation segment € 51.8 m (36.2% of the total), Healthcare segment € 14.9 m (10.4% of the total), IT and Telecoms segment € 3.1 m (2.2% of the total), Private Equity segment € 1.9 m (1.3% of the total) and Financial Services segment € 10.6 m (7.4% of the total).

The Group's total debt on 31/12/2016 stood at € 1,674.5 m decreased by € (18.5) m versus 31/12/2015 and is analyzed as follows: Food and Dairy segment € 398.8 m (23.8% of the total), Transportation segment € 255.4 m (15.3% of the total), Healthcare segment € 157.9 m (9.4% of the total), IT and Telecoms segment € 56.4 m (3.4% of the total), Private Equity segment € 105.2 m (6.3% of the total) and Financial Services segment € 700.8 m (41.8% of the total). The change in debt is attributed mainly to the decrease of ATTICA's bank debt by € (29.8) m and the increase in debt of MARFIN INVESTMENT GROUP by € 12.7 m as of 31/12/2016.

**Net Cash Flows from Operating Activities:** Net cash flows from operating activities stood at inflows of € 32.2 m compared to inflows € 65.7 m last year.

**Cash Flows from Investing Activities:** Cash flows from investing activities stood at € (31.2) m versus € (1.2) m in the respective period last year.

**Cash Flows from Financing Activities:** Cash flows from financing activities stood at € (35.5) m versus € (27.9) m in the respective period last year.

## 1.3 Financial Results per Operating Segment

### 1.3.1 Food and Dairy

The sales of this segment in 2016 stood at € 572.0 m (€ 5.4 m of which were intragroup) – a decrease of approximately 4.9% compared to € 601.4 m in the respective period last year (€ 6.0 m of which were intragroup). The sales of the segment are analyzed as follows: Dairy: € 278.5 m, Frozen Food: € 139.8 m and Catering and Entertainment: € 160.7 m (including intragroup sales of € 7.0 m). Regarding Food and Dairy segment, the sales of the dairy sector of VIVARTIA group recorded a decrease of approximately 8.6% versus last year, the catering sector of VIVARTIA group recorded a decrease in sales of approximately 2.6% and the frozen food sector recorded an increase of approximately 1.0%.

**EBITDA** stood at profit of € 46.2 m versus profit of € 50.2 m in the respective period last year. It is to be noted that in 2016, EBITDA was burdened with an amount of € (13.8) m arising from impairment on the balances of receivables from Marinopoulos group in the context of the resolution agreement with the aforementioned group. Operating segment EBITDA is analyzed as follows: Dairy: € 13.1 m, Frozen Food: € 19.4 m and Catering and Entertainment: € 14.2 m.

**Losses after tax** stood at € (24.2) m versus losses of € (61.6) m in 2015.

### 1.3.2 Transportation (Passenger Shipping, Aviation)

The **sales** of the segment in 2016 stood at € 268.7 m (€ 10.4 m of which were intragroup) recording a decrease of 3.2%, versus € 277.7 m (€ 11.1 m of which were intragroup) last year. The decrease is mainly attributable to the decrease in sales of ATTICA group to € 268.6 m in 2016 from € 277.6 m in 2015.

**EBITDA** stood at € 69.8 m profit, decreased by € 10.6 m versus € 80.5 m last year. The decline in operating profitability is mainly due to the decrease in EBITDA recorded by ATTICA group by € (10.7) m to € 70.0 m, mainly as a result of the impact of the refugee flows towards the islands of the Northeast Aegean and the Dodecanese, as well as increased competition in passenger shipping.

**Profit after tax** stood at € 29.0 m versus profit of € 31.5 m in 2015.

### 1.3.3 Healthcare

The **sales** of the segment in 2016 recorded an increase of 3.4%, standing at € 227.7 m (€ 0.03 m of which intragroup) versus € 220.3 m last year (€ 0.02 m of which intragroup).

**EBITDA** stood at of € 32.0 m, increased by € 9.9 m versus last year, when EBITDA stood at of € 22.0 m.

**Profit after tax** stood at € 0.5 m versus loss of € (13.2) m recorded last year.

### 1.3.4 IT and Telecommunications

The **sales** of the segment in 2016 stood at € 39.2 m (€ 3.6 m of which intragroup) – a decrease of (20.7) % versus € 49.4 m (€ 3.7 m of which intragroup) last year.

**EBITDA** presented profit of € 4.6 m, decreased versus profit of € 6.0 last year.

**Loss after tax** stood at € (4.1) m versus profit of € 1.6 m recorded last year.

### 1.3.5 Private Equity (Leisure, Real Estate and others)

The **sales** of the segment in 2016 stood at € 23.5 m (€ 7.8 m of which intragroup) versus € 21.8 m (€ 6.9 m of which intragroup) last year.

**EBITDA** presented loss of € (1.9) m versus loss of € (20.6) m last year. The results for 2016 were burdened with the valuation loss of RKB's investment properties, standing at € (7.3) m in 2016 versus € (23.8) m in 2015.

**Loss after tax** stood at € (28.1) m versus € (35.2) m last year.

### 1.3.6 Financial Services

**Loss after tax** in 2016 stood at € (56.0) m versus loss of € (49.1) m last year.

**Net Asset Value (NAV) of MIG** as at 31/12/2016 stood at € 666.1 m or € 0.71 per share versus € 0.83 per share as at 31/12/2015 (annual decrease of approximately 14.9%).

## 2. VALUE GENERATION AND PERFORMANCE MEASUREMENT FACTORS

**In the context of implementing the Guidelines on Alternative Performance Measures of the European Securities and Markets Authority (ESMA/2015/1415el) effective as from July 3<sup>rd</sup> 2016 in respect of Alternative Performance Measures (APMs)**

The Group uses Alternative Performance Measures (APMs) in the context of decision making regarding financial, operational and strategic planning as well as while evaluating and recording its performance. APMs facilitate better understanding of financial and operating results of the Group and its financial position. APMs should always be taken into account in conjunction with the financial results recorded under IFRSs and should under no circumstances replace them.

**EBITDA (Earnings Before Interest Taxes Depreciation & Amortization):** The ratio adds total depreciation of tangible assets and amortization of intangible assets to consolidated earnings before taxes. The higher the ratio, the more efficiently the entity operates.

**EBITDA Margin (%):** EBITDA Margin (%) divides the basic earnings before interest, taxes, depreciation, and amortization by the total turnover.

**EBITDA (Earnings Before Interest Taxes Depreciation & Amortization) for total subsidiaries** – The ratio adds to consolidated earnings before taxes and interest total depreciation of tangible assets and amortization of intangible assets apart from holding companies, provisions other than those pertaining to the ordinary course of business, gain/losses arising from disposal of investment property, tangible and intangible assets and fair value adjustments to investment property.

**EBITDA Margin (%) for total subsidiaries:** EBITDA Margin (%) divides EBITDA for total subsidiaries by the total turnover.

**EBIT (Earnings Before Interest & Taxes) for total subsidiaries:** EBIT calculated as EBITDA less subsidiaries depreciation of tangible assets and amortization of intangible assets.

**EBIT Margin (%) for total subsidiaries:** EBIT Margin divides EBIT for total subsidiaries by the total turnover.

| <i>Year 2016</i><br><i>Amounts in € m</i>   | Food & Dairy | Healthcare   | Financial Services | IT & Telecoms | Transportation | Private Equity | Total from continuing operations |
|---|--------------|--------------|--------------------|---------------|----------------|----------------|----------------------------------|
| Revenues (a)  | 566.5        | 227.7        | -                  | 35.6          | 258.3          | 15.8           | 1,103.9                          |
| Operating profit/(loss) -EBIT   | 15.4         | 13.1         | (17.4)             | 1.0           | 45.5           | (3.8)          | 53.8                             |
| Depreciation  | 30.8         | 18.9         | 0.4                | 3.6           | 24.4           | 1.8            | 79.8                             |
| <b>Earnings before interest, taxes, depreciation and amortization - EBITDA (b)</b>                | <b>46.2</b>  | <b>32.0</b>  | <b>(17.0)</b>      | <b>4.6</b>    | <b>69.9</b>    | <b>(1.9)</b>   | <b>133.7</b>                     |
| <b>EBITDA margin (%) [(b)/(a)]</b>  | <b>8.1%</b>  | <b>14.0%</b> |                    | <b>12.9%</b>  | <b>27.0%</b>   | <b>-12.3%</b>  | <b>12.1%</b>                     |
| EBITDA of Holding companies   | -            | -            | 17.0               | -             | -              | -              | 17.0                             |
| Provisions beyond normal business activity  | 13.8         | -            | -                  | 0.8           | -              | -              | 14.6                             |
| Profit/(Loss) on sale of investment property, property, plant and equipment and intangible assets | (0.4)        | 0.1          | -                  | 0.0           | -              | (0.0)          | (0.4)                            |
| Fair value adjustment of investment property  | -            | -            | -                  | -             | -              | 7.3            | 7.3                              |
| <b>EBITDA business operations (c)</b>   | <b>59.5</b>  | <b>32.0</b>  | <b>-</b>           | <b>5.4</b>    | <b>69.9</b>    | <b>5.3</b>     | <b>172.1</b>                     |

|  |              |              |              |              |              |              |
|--|--------------|--------------|--------------|--------------|--------------|--------------|
| <b>EBITDA business operations margin (%) [(c)/(a)]</b> | <b>10.5%</b> | <b>14.1%</b> | <b>15.3%</b> | <b>27.0%</b> | <b>33.6%</b> | <b>15.6%</b> |
| Depreciation of subsidiaries                           | (30.8)       | (18.9)       | (3.6)        | (24.4)       | (1.8)        | (79.4)       |
| <b>EBIT business operations (d)</b>                    | <b>28.8</b>  | <b>13.2</b>  | <b>-</b>     | <b>1.8</b>   | <b>45.5</b>  | <b>92.7</b>  |
| <b>EBIT business operations margin (%) [(d)/(a)]</b>   | <b>5.1%</b>  | <b>5.8%</b>  | <b>5.1%</b>  | <b>17.6%</b> | <b>21.9%</b> | <b>8.4%</b>  |

| <i>Year 2015</i><br><i>Amounts in € m</i>   | <b>Food &amp; Dairy</b> | <b>Healthcare</b> | <b>Financial Services</b> | <b>IT &amp; Telecoms</b> | <b>Transportation</b> | <b>Private Equity</b> | <b>Total from continuing operations</b> |
|---|-------------------------|-------------------|---------------------------|--------------------------|-----------------------|-----------------------|---|
| Revenues (a)  | 595.4                   | 220.3             | -                         | 45.7                     | 266.5                 | 14.9                  | 1,142.8                                 |
| Operating profit/(loss) -EBIT   | 17.9                    | 2.1               | (13.5)                    | 2.6                      | 56.0                  | (22.4)                | 42.7                                    |
| Depreciation  | 32.2                    | 20.0              | 0.5                       | 3.3                      | 24.5                  | 1.9                   | 82.4                                    |
| <b>Earnings before interest, taxes, depreciation and amortization - EBITDA (b)</b>                | <b>50.2</b>             | <b>22.0</b>       | <b>(13.0)</b>             | <b>6.0</b>               | <b>80.5</b>           | <b>(20.6)</b>         | <b>125.1</b>                            |
| <b>EBITDA margin (%) [(b)/(a)]</b>  | <b>8.4%</b>             | <b>10.0%</b>      |                           | <b>13.1%</b>             | <b>30.2%</b>          | <b>-138.2%</b>        | <b>10.9%</b>                            |
| EBITDA of Holding companies   | -                       | -                 | 13.0                      | -                        | -                     | -                     | 13.0                                    |
| Provisions beyond normal business activity  | -                       | -                 | -                         | -                        | -                     | -                     | -                                       |
| Profit/(Loss) on sale of investment property, property, plant and equipment and intangible assets | (0.4)                   | (0.0)             | -                         | 0.0                      | -                     | 0.9                   | 0.5                                     |
| Fair value adjustment of investment property  | -                       | -                 | -                         | -                        | -                     | 23.8                  | 23.8                                    |
| <b>EBITDA business operations (c)</b>   | <b>49.8</b>             | <b>22.0</b>       | <b>-</b>                  | <b>6.0</b>               | <b>80.5</b>           | <b>4.1</b>            | <b>162.4</b>                            |
| <b>EBITDA business operations margin (%) [(c)/(a)]</b>  | <b>8.4%</b>             | <b>10.0%</b>      |                           | <b>13.1%</b>             | <b>30.2%</b>          | <b>27.7%</b>          | <b>14.2%</b>                            |
| Depreciation of subsidiaries  | (32.2)                  | (20.0)            |                           | (3.3)                    | (24.5)                | (1.9)                 | (81.9)                                  |
| <b>EBIT business operations (d)</b>   | <b>17.5</b>             | <b>2.0</b>        | <b>-</b>                  | <b>2.6</b>               | <b>56.0</b>           | <b>2.2</b>            | <b>80.5</b>                             |
| <b>EBIT business operations margin (%) [(d)/(a)]</b>  | <b>2.9%</b>             | <b>0.9%</b>       |                           | <b>5.8%</b>              | <b>21.0%</b>          | <b>15.1%</b>          | <b>7.0%</b>                             |

**MIG Net Asset Value (NAV):** Value as at the reporting period date of total Equity divided by the number of shares.

| <b>MIG Net Asset Value per share</b>          | <b>31/12/2016</b> | <b>31/12/2015</b> |
|---|-------------------|-------------------|
| Shareholders Equity ( <i>in €' 000</i> )      | 666,095.5         | 782,975.5         |
| Number of MIG shares                          | 939,510,748       | 939,385,586       |
| <b>Net Asset Value (NAV) of MIG per share</b> | <b>0.71</b>       | <b>0.83</b>       |

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### 3. MOST SIGNIFICANT EVENTS DURING 2016

#### 3.1 Food and Dairy

##### VIVARTIA group

- DELTA received the top award Crystal Award for feta cheese “Delta Small Cheese Farms” as well as the first-rank awards for the complete range of authentic Greek strained yogurt DeLTa in the context of the Superior Taste Awards, held on an annual basis by iTQi - International Taste & Quality Institute. It also received three top awards at the “Perennial Brands, the favorites of all” symposium for the 64 years of continuous presence of the brand DELTA, the brand “Delta VLAHAS” as well as Milko for its 31-year presence in the market. In the context of the same competition Barba Stathis Company was awarded for its five-decade uninterrupted operation with the frozen vegetables Barba Stathis.
- In the context of the Franchise Business Awards, Goody’s Burger House received the Social Responsibility award for the social corporate responsibility program, ArGOODaki. Moreover, Kuzina restaurant received the bronze award in the category “Greek Cuisine / Designation of local cuisine” in the category Gastronomy during the ceremony of Tourism Awards 2016, which took place in the Athens Music Hall.
- The companies DELTA, BARBA STATHIS and the group GOODY’S –EVEREST were awarded by the association “Together for Children” for their contribution to children welfare during the ceremony of “Together for Children” awards which took place in Benaki Museum for the 20th anniversary of the association.
- In July 2016, the companies DELTA and BARBA STATHIS received the Diamonds of the Greek Economy awards for their long presence in the Greek market through their innovative products, the development of their export activity and their significant support to Greek livestock farming and agriculture. Moreover, both companies received multiple awards in SELF SERVICE EXCELLENCE AWARDS 2016, for pioneering distribution network systems, training programs for their employees, educational activities and initiatives aimed at consumer awareness, as well as creativity and the integrated promotional plan of Chryssi Zymi Croissants.
- Within the current year, DELTA acquired € 4.5 m stake of old shareholders, while, afterwards, it participated in the share capital increase amounting to € 3.0 m, part of which had arisen from acquisition of non-distributed shares in compliance with the decision of the General Meeting of MEVGAL Shareholders held on 25/08/2016. Following the completion of the above transactions, DELTA holding in the company stood at 43.2%. It is to be noted that as till the date of the approval of the accompanying financial statements, no approval has been received from the Hellenic Competition Commission - a procedure, which is expected to be finalized in 2017.
- On December 8, 2016, VIVARTIA announced a new composition of its Board of Directors, which is as follows: Panagiotis Throuvalas, Chairman and CEO, Athanasios Papanikolaou, Executive Vice Chairman, Christophe Vivien, Executive Member, Anastasios Kyprianidis, Executive Member, Antonios Mavridoglou, Non-Executive Member, Georgios Efstratiadis, Non-Executive Member, Alexandros Edipidis, Independent Non-Executive Member.
- On December 14, 2016, DELTA’s and BARBA STATHIS’ CEO Mr. Antonis Mavridoglou was awarded the distinction “EXCEPTIONAL MANAGER 2016” for his contribution to the Development of the Industry in the Sector of Dairy and Frozen Foods, as part of the 16th Marketing and Sales Conference.

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## 3.2 Transportation

### ATTICA group

- On January 7, 2016, ATTICA group announced that BLUE STAR FERRIES was among the winners at the Energy Mastering Awards event, receiving a Silver Award in the category Energy Efficiency Management – Means of Public Transport, for the plan “Blue Star Ferries Innovative Renewable Energy Sources”. The plan involved the pilot implementation and operation of a photovoltaic unit on board BLUE STAR DELOS vessel, resulting in lower fuel consumption and air pollutant emissions.
- In April 2016, ATTICA group succeeded a double accolade at the 2016 Tourism Awards. At a ceremony held at the Athens Concert Hall, ATTICA group’s companies received the following awards:
  - Gold award to BLUE STAR FERRIES in the “Support for local communities/CSR Actions/First Aid Scheme” category,
  - Silver award to Superfast Ferries in the “Corporate identity/Corporate reputation management/Branding” category for “20 Years of Superfast Ferries”.
- On June 16, 2016 ATTICA group and BMCE Bank of Africa group announced an agreement to operate scheduled ferry services from Morocco to continental Europe, through the newly-established Moroccan company AFRICA MOROCCO LINKS (“AML”). The implementation of the agreement started with the inauguration of two Ro – Pax vessels. It is to be noted that finalization of contractual agreement and acquisition of participating interest of 49% in AML took place on 28/10/2016.
- On June 29, 2016 the Ordinary General Meeting of Shareholders, among other topics, elected the new Board of Directors as follows: Kyriakos Magiras - Chairman, Executive Member, Michael Sakellis - Vice-Chairman, Non-Executive Member, Spiros Paschalis – Chief Executive Officer, Executive Member, Hercules Simitsidellis - Executive Member, George Efstratiadis - Non-Executive Member, Emmanouil Xanthakis - Independent, Non-Executive Member, Alexandros Edipidis - Independent, Non- Executive Member.
- On 29/06/2016 ATTICA group announced in the context of covering the operational needs of the Tanger Med (Morocco) – Algeciras (Spain) line, ATTICA and AML reached an agreement on disposal of the vessel Diagoras to AML and its further repurchase by ATTICA for the same financial consideration.
- On November 21, 2016, ATTICA group announced that it was awarded for a second consecutive year the title of “True Leader” Group-Leader by the ICAP “True Leader” Awards. ICAP Group, the only company recognized as a Credit Rating Agency by the Hellenic Capital Market Commission and the corresponding European authority ESMA (European Securities and Markets Authority), distinguishes Companies and Groups Leaders, based on four measurable criteria: Profitability, Increase of Employees, High Credit Worthiness (ICAP Score) and Leading Position in the Industry.
- On December 8, 2016, The Public Gas Corporation of Greece S.A. (DEPA) and ATTICA group signed a Memorandum of Understanding for the provision of Liquefied Natural Gas. In particular, as part of the effort to further decentralize the use of natural gas and promote LNG in shipping, ATTICA and DEPA signed a Memorandum of Understanding (MOU) for the use of liquefied natural gas by passenger ships. The two companies will jointly study the parameters and conditions for the introduction of LNG as ship fuel for the vessels of the

ATTICA group fleet. Further cooperation between the two companies will be decided at a later stage depending on the conclusions of the study.

### 3.3 Healthcare

#### **HYGEIA group**

- In March 2016, an agreement was signed on restructuring the loan issued by a subsidiary “HYGEIA HOSPITAL TIRANA ShA”, ensuring additional short-term liquidity through redefining the capital installments.
- On June 24, 2016, a share capital increase in the subsidiary “BEATIFIC S.A.” by an amount of € 615k was verified, following the 27/05/2016 decision of the Extraordinary General Meeting of the company’s shareholders. The direct stake of HYGEIA, already standing at 100%, remained unchanged.
- On June 27, 2016, HYGEIA announced that it has renewed its Joint Commission International (JCI) accreditation for another three years and remains the only hospital in Greece to have received this distinction by the most distinguished and internationally recognized Accreditation Standard for Healthcare Organizations.
- On July 4, 2016, HYGEIA announced that Mrs. Areti Souvatzoglou had resigned from the position of Chairwoman of the Board of Directors and remains as a non-executive member.
- On July 14, 2016, HYGEIA announced that the Board of Directors was reconstituted and Mr. Andreas Vgenopoulos undertook the responsibilities of the Chairman – Non-Executive Member, while Mrs. Areti Souvatzoglou remained in the Board of Director as Non-Executive Member. Furthermore, Mr. Georgios Efstratiadis undertook the responsibilities of the Vice-Chairman – Non-Executive Member and Mr. Ioannis Andreou – of Executive Member.
- On December 8, 2016, following the sudden death of Mr. Andreas Vgenopoulos. HYGEIA group announced a new composition of its Board of Directors, as follows: Athanasios Papanikolaou, Chairman/Non-Executive Member, Dimitrios-Eleftherios Mantzavinos, Executive Member, Konstantina Psoni, Executive Member, Fotios Karatzenis, Non-Executive Member, and Nikolaos Damaskopoulos Independent Non-Executive Member who replaced the BoD members who have resigned. Moreover, the Board of Directors appointed a new member to the Auditing Committee, which as at March 21<sup>st</sup> 2017, consists of: Georgios Efstratiadis, Alexandros Edipidis, Nikolaos Damaskopoulos.

### 3.4 IT and Telecommunications

#### **SINGULARLOGIC**

- The Board of Directors, during the meeting held on 26/02/2016, decided to participate in the share capital increase of the company SENSE ONE TECHNOLOGIES S.A. The share capital increase pertains to the amount of € 501k for the acquisition of a participation of 50.99%.

### 3.5 Financial Services

#### **MARFIN INVESTMENT GROUP**

- On 23/05/2016, the company announced the issuance of a new common bond loan amounting to €150 m, covered by EUROBANK ERGASIAS, to refinance an equivalent amount of an existing debt facility. The refinancing agreement provides for the long-term restructuring of the said debt, by extending the maturity by 3 years (October 2019).



- Following the Board of Directors decision on 26/05/2016, the Company's share capital increase was verified with the exercise of the conversion option of CBL tranche A, issued on 29/07/2013 and 13/06/2014 into shares. Further to the above, the share capital of the Company currently amounts to € 281,853,224.40, fully paid-up, divided into 939,510,748 registered shares of a par value of € 0.30 each. Every share of the Company provides the shareholders with one voting right.
- Following as at 11/07/2016 meeting of the Board of Directors, MIG decided to change the composition of its Board of Directors. It was announced to the Shareholders that by virtue of the resolution of the Board of Directors dated 11/07/2016 Messrs. Stavros Lekkakos, Athanasios Papanikolaou and Georgios Efstratiadis have been elected as new Members of the Board of Directors, filling respective vacancies, while Messrs. Konstantinos Georgiou and Spyridon Papaspyrou remained in the Board of Directors as Independent Non Executive Members. Furthermore, it was announced that Messrs. Georgios Lassados and Georgios Efstratiadis were appointed as new Members of the Audit Committee of the Company, according to the resolutions of the Board of Directors dated 04/02/2016 and 11/07/2016 and Messrs. Georgios Lassados and Fotios Karatzenis were appointed as new members of the Nomination and Remuneration Committee, according to the resolutions of the Board of Directors dated 04/02/2016 and 29/06/2016. Following that, the composition of the Board of Directors and the above mentioned Committees was announced to the Shareholders, as follows:

#### Board of Directors

1. Stavros Lekkakos, Chairman – Non Executive Member;
2. Manolis Xanthakis, Vice Chairman - Non Executive Member;
3. Panagiotis Throuvalas, Vice Chairman - Executive Member;
4. Athanasios Papanikolaou, Chief Executive Officer - Executive Member;
5. Andreas Vgenopoulos, Non-Executive Member;
6. Iskandar Safa, Non-Executive Member;
7. Joseph Iskander, Non-Executive Member;
8. Georgios Efstratiadis, Non-Executive Member;
9. Fotios Karatzenis, Non-Executive Member;
10. Konstantinos Georgiou, Independent Non Executive Member;
11. Spyros Papaspyrou, Independent Non Executive Member;
12. Georgios Lassados, Independent Non Executive Member; and
13. Theodoros Mylonas, Independent Non Executive Member.

#### Audit Committee

1. Manolis Xanthakis (Chairman)
2. Georgios Lassados
3. Georgios Efstratiadis

#### Nomination and Remuneration Committee

1. Manolis Xanthakis (Chairman)
  2. Georgios Lassados
  3. Fotios Karatzenis
- On 27/10/2016, MIG announced that the Company completed the signing of the agreements for the pledging of all shares owned (directly or indirectly) by the Company in "ATTICA HOLDINGS S.A.", "DIAGNOSTIC AND THERAPEUTIC CENTER OF ATHENS

‘HYGEIA’ S.A.” and “VIVARTIA HOLDINGS S.A.”, the voting rights of which remain with the Company, for securing its debt obligations arising from the common bond loans amounting to €115 m and €150 m covered by “PIRAEUS BANK S.A.” and the group of “EUROBANK ERGASIAS S.A.” respectively.

- On 23/11/2016, MIG announced that the Board of Directors appointed Mr Christophe Vivien as a new executive member thereof, filling a vacant position, pursuant to the Company’s Articles of Incorporation and current legislation.
- On 19/12/2016, MIG announced that Mr. Iskandar Safa, being a Non-Executive Member of the Board of Directors, has resigned from the Board of Directors of the Company.

#### **4. SIGNIFICANT POST REPORTING PERIOD EVENTS**

##### **4.1 Transportation**

###### **ATTICA group**

- On February 13, 2017, the company announced that Mr. Alexandros Edipidis, an Independent Non-Executive Member of the Board of Directors has resigned.
- On February 14, 2017, ATTICA group announced its Gold award at the Transport & Logistics Awards 2017 by PAEGAE, organized by the Supply Chain Institute and Boussias Communications. The group received the Gold award for creating the Eurail and Interrail Greek Islands Pass products. These are Passes that combine train and ferry transportation and allow passengers to travel on consecutive destinations, paying a common fare.
- On March 20, 2017, following the meeting of the Board of Directors, Mr. Michael Sakellis, a Non-Executive Member, was appointed an Independent Non-Executive Member and a member of the Audit Committee of the company, in compliance with the effective legislation, replacing Mr. Alexandros Edipidis, an Independent Non-Executive Member, who has resigned. During the aforementioned meeting, the composition of the Board of Directors was defined as follows: Kyriakos Mageiras, President / Executive Member, Michael Sakellis Vice-President / Independent Non-Executive Member, Spyridon Paschalis, Chief Executive Officer (CEO)/ Executive Member, Hercules Simitsidellis, Executive Member, George Efstratiadis, Non-Executive Member, Emmanouil Xanthakis Independent Non-Executive Member. Following the aforementioned decision of the Board of Directors, the Audit Committee includes Emmanouil Xanthakis (Chairman), Michael Sakellis and George Efstratiadis.

##### **4.2 Healthcare**

###### **HYGEIA group**

- On March 21, 2017, HYGEIA announced the new composition of its Board of Directors, as Mr. Athanasios Christopoulos undertook the responsibilities of an Independent Non-Executive Member, replacing Mr. Alexandros Edipidis, who has resigned. Moreover, the Board of Directors appointed Mr. Athanasios Christopoulos as a new member of the Audit Committee, which currently includes Mr. George Efstratiadis, Mr. Athanasios Christopoulos and Mr. Nikolaos Damaskopoulos.

### 4.3 Financial Services

#### MARFIN INVESTMENT GROUP

- On February 21, 2017, Athanasios Papanikolaou, CEO of MARFIN INVESTMENT GROUP and Goody's-Everest group was honored by the Retail Business Awards for his contribution to the retail trade and the completion of 40 years since the establishment of Goody's, the largest catering chain in the Greek market.
- On March 21, 2017, MIG announced the signing of an agreement for the sale of the Company's total participation in "SUNCE KONCERN d.d.", corresponding to approximately 49.99% of the share capital thereof, to the company "SUNCE ULAGANJA d.o.o." controlled by the Andabak family being the majority shareholders. The transaction consideration amounts to €43 m and will be fully paid upon completion of the transaction, which has been agreed to take place until 15 June 2017. The sale is consistent with MIG's stated strategy of gradual disposal of participations in non-core assets.
- On April 28, 2017, MIG announced that Mr. Joseph Iskander, being a Non-Executive Member of the Board of Directors, has resigned from the Board of Directors of the Company as he is leaving Dubai Group which is a shareholder in MIG. The Board of Directors decided not to replace the resigned member at this point, in accordance with the Articles of Incorporation of the Company and the current legislation.

## 5. PROSPECTS

In 2016, the Gross National Product remained unchanged, according to the initial estimates of the Hellenic Statistical Authority (ELSTAT). Domestic macroeconomic and financial environment continues to be challenging to entrepreneurship, since the decline in household disposable income coupled with the difficulty of recovering key economic indicators stand in the way of economic growth. In this context, MIG Group managed to achieve significant improvement in its operating profitability, which stood at € 133.7 m versus € 125.1 m recorded in the corresponding period last year. In addition, the Group continued implementing its strategy of gradual disposal of participations in non-core assets.

The Group's Management recognizes that the challenges are numerous and significant, as the Group's companies are facing increased risks and adverse conditions. In this context, the Management prepares and develops its plans in order to overcome the difficulties and address potentially arising issues. The key objective is to improve the financial position of the Group's key subsidiaries developing their business activities and proceeding with successful restructuring of their borrowings. The objective is to increase the market share in the segments, where the Group operates, generate new, innovative products and gender continuously improved and quality upgraded services.

### 5.1 Food and Dairy

**VIVARTIA group:** International organizations forecast a positive GDP growth rate for 2017. A key prerequisite for these forecasts to be materialized is successful conclusion of the second assessment and timely and effective implementation of the current finance facility program for 2015-2018. Any delay in implementation of the above could have significantly negative effects on the economy and give rise to another cycle of uncertainty. Already, the delays recorded in the first months of 2017 have generated climate of uncertainty that has adversely affected private consumption. Within this environment, VIVARTIA group has dynamically entered the development phase, having already capitalized on the benefits of successful implementation of strategic directions implemented within

the previous years, to the extent effective taking into account the general financial climate. Final restructuring of the group bank borrowings constitutes the decisive factor in successful implementation of strategic planning.

In particular, as far as the dairy segment is concerned, the strategy will still be centered on taking significant initiatives and continuing successful launches of new products, on-going rationalization of operating costs and production process, further strengthening the Group's presence in international markets and facilitating the expansion of the distribution network in Bulgaria. Regarding the frozen food sub-sector, among other things, the company will intensify investments in primary and secondary sectors, in developing new innovative products categories and enriching the existing products and further strengthening the export operations. Moreover, in respect to catering and entertainment sub-sector, development of the new concepts of the group's brands will intensify, investment in digital innovation with the aim of increasing consumer loyalty will increase, strategic development in wider geographical areas of interest will be implemented, the network will be further rationalized, constant efforts will be made for the purposes of generating new innovative products and increasing HORECA sales through the effective channels, while cost containment will be pursued further through structural changes, making the best use of synergies and renegotiation of agreements.

## 5.2 Transportation

**ATTICA group:** The key factors that will affect the course and development of ATTICA group turnover in 2017 have to do, amongst others, with the condition of the Greek economy, the degree of influence on domestic tourism traffic as a result of continuous decline of available income and changes in fuel prices. Indicatively, it is to be noted that the average fuel price in the first two months of 2017 is 82% higher than that recorded in the corresponding last year period. In response, ATTICA group could further increase its turnover through the projected increase in tourism. ATTICA group management evaluates the abovementioned challenges on an ongoing basis and examines the best ways to address them.

## 5.3 Healthcare

**HYGEIA group:** The corner stone for the healthcare segment, in which HYGEIA group operates, is reorganization and financial support of EOPYY so that it could operate effectively in partnership with the private sector. It is considered necessary to define the legal framework for implementation of the new cooperation between EOPYY and the private clinics, while simultaneously providing a binding timetable for repayment of the accumulated amounts due to private healthcare services providers. In accordance with HYGEIA policy, the group assesses the risks associated with its activities and operations, defines methodology and selects the appropriate risk reduction measures with simultaneous execution / implementation according to the procedure approved by the Management. HYGEIA group's Management monitors the developments and uses its experience, acquired through successful management of the prolonged crisis of the recent years, assesses the existing conditions, making estimates and continuously assessing future investment and operational needs. The Management immediately adapts, where necessary, its business planning in order to maintain and increase operational efficiency of the group companies, reduce operating costs, expand its clientele and maximize intragroup synergies. In contrast to malfunctioning EOPYY, to facilitate its on-going growth, HYGEIA group has expanded its strategic partnerships with the most reputable domestic and foreign private insurance companies through rendering high-tech medical services, while also ensuring high patient volume and the necessary liquidity.

In order to counter the crisis, the Management focuses its priorities on ensuring the sound financial structure of the group, optimal management of working capital, balanced cost structure in respect of

expected revenues and maximizing intragroup synergies for the purposes of further reinforcing its financial position. Furthermore, HYGEIA goes on operating bearing in mind long-term interests of its stakeholders, focusing on creating added value services, investing in cutting edge technology, making innovative services available to niche markets, always focusing on rendering high quality healthcare services, paying due respect to people, society and environment.

#### **5.4 IT and Telecoms**

**SINGULARLOGIC:** In compliance with IDC and EITO estimates for 2017, the market for standard software will steadily remain at 2016 levels. Furthermore, IT services are projected to continue to present an upward trend of 2.5% over the next three years. Operating within the particular adverse business climate, SINGULARLOGIC dynamically invests in global megatrends of the IT segment (Mobility, Cloud, Social Media), offering integrated technological solutions for Digital Transformation of enterprises, enters new thematic areas and vertical markets (Maritime and Internet of Things) and systematically increases its presence in the international markets - both on its own and through partnerships. At the same time, the further enhanced of customer-centrality towards large enterprises and organizations, improving profit margins and effective management of cash flows constitute constant priorities for SINGULARLOGIC Management.

#### **5.5 Private Equity (Leisure, Real Estate and others)**

**RKB:** RKB is the largest commercial real estate management entity in Serbia. Within 2016, the company succeeded in improving its clients' portfolio and increased its financial performance. Regarding 2017, the company's objective is to increase revenue through improving its stores' occupancy, coupled with increasing rents. The objective is to attract high-quality global lessors planning to expand in Serbia and succeed in dynamic management of retail stores using modern leasing methods (monitoring and renegotiation of rentals, tiered pricing, defining renegotiation intervals, pricing based on the turnover of every lessor, etc.) redesigning composition of lessors in the retail outlets, marketing initiatives and new revised operating procedures in order to optimize business efficiency. The key initiatives of the company's strategy concern increasing efficiency, improving the financial structure and developing its operations on on-going basis.

## **6. RISK AND UNCERTAINTY FACTORS**

The consolidated and the separate Financial Statements of 31/12/2016 of the Company are prepared on a going concern basis, taking into account note 3.1 of the Financial Statements.

### **6.1 Risk Management Objective and Policies**

The Company and the Group are exposed to risks pertaining to financing, interest rates, fuel prices, liquidity, credit and currencies. The Group reviews and periodically assesses its exposure to the risks cited above on a one by one basis as well as collectively and uses financial instruments to hedge its exposure to certain risk categories.

Evaluation and assessment of the risks faced by the Company and the Group are conducted by the Management and the Board of Directors of the Company. The main objective is to evaluate and assess all the risks to which the Company and Group are exposed to through their operating and investing activities.

The Group uses several financial instruments or pursues specialized strategies to limit its exposure to changes in the values of investments that may result from market volatility, including changes in prevailing interest rates and currency exchange rates.

## 6.2 Currency Risk

The Group operates on an international scale and therefore is exposed to currency risk that arises mainly from fluctuations of the USD, UK Sterling, Albanian Lek, Bulgarian Lev, Romanian Ron and other currencies of European countries against the EUR exchange rate. This type of risk mainly arises from the commercial activities and the foreign currency transactions as well as investments in foreign legal entities. It is noted that the Company's and the Group's largest portion of revenues and expenses is Euro denominated. Likewise, the largest part of the Company's investments is denominated in Euro.

On 31/12/2016, out of the Group's total assets and liabilities € 50.9 m and € 14.8 m respectively were held in foreign currency. A change in exchange rates by +/-10% would result in an amount of € +/- € 0.1 m being recognized before tax in the income statement and an amount of € +/- € 1.6 m being recognized in equity.

## 6.3 Financing, Interest rate and Price Risk

Changes in interest rates can affect the Group's net income by increasing the costs of servicing debt used to finance the Group. Changes in the interest rates can also affect, amongst others: (a) the cost and availability of debt financing and the Company's ability to achieve attractive rates of return on its investments; and (b) the debt financing capability of the investments and of the businesses in which the Group is invested.

Bank debt constitutes one of the funding sources of the Group. A large portion of the Group's bank debt pays floating interest rates and therefore is directly dependent upon interest rate levels and fluctuations, a fact which exposes the Group to cash flow risk. The Group's floating rates are converted into fixed rates through hedging instruments which are in turn offset to a significant degree by bank deposits. The Group's policy is to constantly monitor interest rate trends as well as the duration of its financial needs. Thus, decisions about the length along with the relationship between fixed and floating rate of a new loan, are taken separately for each case.

On 31/12/2016, assets and liabilities amounting to € 142.9 m and € 1,674.5 m respectively for the Group and € 10.2 m and 704.0 m respectively for the Company, were exposed to interest rate risk. A change of interest rates by +/- 1% would result in € +/- 17.5 m being recognized in the Consolidated Income Statement and in the consolidated equity and +/- € 6.8m in the Separate Income Statement and in the separate equity.

The risk of the Group and the Company with respect to the trading portfolio, financial instruments at fair value through profit or loss, the investment portfolio and investments in associates arises from potential adverse changes in the market prices of shares and other securities. On 31/12/2016, the assets exposed to market risk amounted to € 8.9 m for the Group and € 0.8 m for the Company respectively. A fluctuation of +/- 30% in investments whose revaluation gains or losses are recognized in other comprehensive income and cumulatively in equity, would lead to a change of +/- € 0.1 m for the Group, whereas for the investments with revaluation gains or losses recognized in P&L, a variation of +/- 30%, would result in a change of +/- € 0.3 m for the Group.

For the Company, a fluctuation of +/-30% in investments whose revaluation gains or losses are recognized in the income statement would lead to a change of +/- € 0.2 m for the Company.

The Group's companies that operate in the Transportation Segment are significantly affected by the fluctuation of fuel prices, since it constitutes one of its main operating costs. An annual change of +/- 10% would affect the P&L of the Group and its equity by approximately +/- € 6.3 m.

## 6.4 Credit Risk

Credit risk is the risk of the potential delayed payment to the Group and the Company of its current and future receivables by its counterparties.

Aiming at minimizing credit risk and bad debts, the Group has adopted efficient processes and policies in relation to exposure limits per counterparty based on the counterparty's credibility.

- Cash and cash equivalents are considered as assets with a high credit risk since the current macroeconomic conditions in Greece exert considerable pressure on domestic banks. The Group's Management sets limits on the level of risk to which it may be exposed to by each separate financial institution. The majority of the Group's cash and cash equivalents are invested in counterparties with high credit rating and in a short-term period.
- In relation to trade and other receivables, the Group is not exposed to significant credit risks. At the end of year 2016, the Management considers that there are no substantial credit risks which have not been already covered by bad debts provisions.

## 6.5 Liquidity Risk

Prudent liquidity risk management implies cash adequacy as well as the existence and availability of necessary funding sources. The Group is managing its liquidity requirements on a daily basis through systematic monitoring of its short and long-term financial liabilities and through daily monitoring of the payments made. Furthermore, the Group constantly monitors the maturity of its receivables and payables, in order to maintain a balance between capital continuity and flexibility via its bank credit worthiness

Maturity of financial liabilities as at 31/12/2016 and 31/12/2015 for the Group and the Company is analyzed as follows:

| <i>Amounts in € '000</i>   | THE GROUP<br>31/12/2016 |            |                |              |            |              |
|----------------------------|-------------------------|------------|----------------|--------------|------------|--------------|
|                            | USD                     | GBP        | LEK            | BGN          | RON        | Other        |
| <b>Notional amounts</b>    |                         |            |                |              |            |              |
| Financial assets           | 962                     | 746        | 1,697          | 7,890        | 2,392      | 237          |
| Financial liabilities      | (368)                   | (21)       | (7,677)        | (3,680)      | (1,544)    | (1,209)      |
| <b>Short-term exposure</b> | <b>594</b>              | <b>725</b> | <b>(5,980)</b> | <b>4,210</b> | <b>848</b> | <b>(972)</b> |
| Financial assets           | -                       | -          | 36,752         | 1            | -          | 188          |
| Financial liabilities      | -                       | -          | -              | (345)        | -          | -            |
| <b>Long-term exposure</b>  | <b>-</b>                | <b>-</b>   | <b>36,752</b>  | <b>(344)</b> | <b>-</b>   | <b>188</b>   |

| <i>Amounts in € '000</i>   | THE GROUP<br>31/12/2015 |          |                |              |              |                |
|----------------------------|-------------------------|----------|----------------|--------------|--------------|----------------|
|                            | USD                     | GBP      | LEK            | BGN          | RON          | Other          |
| <b>Notional amounts</b>    |                         |          |                |              |              |                |
| Financial assets           | 1,063                   | 7        | 1,629          | 7,611        | 3,499        | 110            |
| Financial liabilities      | (318)                   | (6)      | (7,331)        | (3,527)      | (2,211)      | (2,256)        |
| <b>Short-term exposure</b> | <b>745</b>              | <b>1</b> | <b>(5,702)</b> | <b>4,084</b> | <b>1,288</b> | <b>(2,146)</b> |
| Financial assets           | -                       | -        | 38,481         | 1            | -            | 182            |
| Financial liabilities      | -                       | -        | -              | (498)        | -            | -              |
| <b>Long-term exposure</b>  | <b>-</b>                | <b>-</b> | <b>38,481</b>  | <b>(497)</b> | <b>-</b>     | <b>182</b>     |

As presented in the table above, total debt of the Group on 31/12/2016 amounted to € 1,674,482k. Long term debt amounted to € 855,987k while short term debt amounted to €818,495k. Respectively, total debt of the Company on 31/12/2016 amounted to €704,039k, of which €597,144k was long term debt and €106,895k was short term debt.

The Group and the Company on 31/12/2016 had negative working capital, since current liabilities exceeded current assets by € 644,703k and € 95,259k respectively. This issue will be solved following the successful completion of the restructuring of the debt of the companies of the Group (see note 3.1 and 27).

## 6.6 Accidents Risk

The transportation sector, given its operational nature, is subject to accident risks that can have adverse effects on results, clients and operations. ATTICA group vessels are insured against the following risks: a) vessel and machine insurance, b) increased value insurance and c) war risk insurance.

## 6.7 Competition Risk

Competition between the companies operating in the transportation, healthcare and food and dairy sectors is particularly intense and could adversely affect their sales and profitability.

In the transportation sector, the economic downturn combined with intense competition in passenger shipping has resulted in a continuous effort by the companies to maintain or expand their market shares which could lead to more competitive prices, with probable adverse impacts on the Group's sales and profitability.

In the healthcare sector, the competition between the companies is particularly intense mainly because the Public Sector has been unable to cover the ever growing demand and to render quality healthcare services.

In this context, private clinics focused on broadening the services provided and on increasing the response time to the patient, through expansion of the existing facilities to house new departments. For instance, several private clinics include from maternal to diagnostic departments in order to widen the range of services provided.

Another aspect of competition observed in the subsector of provision of private healthcare services is the expansion of collaboration between the private units and the insurance companies to cover hospitalization costs for a wider range of patients. By making use of its comparative advantages, HYGEIA group ensures collaboration with highly reputable private medical practitioners and focuses on the continuous improvement of the high quality healthcare services rendered according to the internationally certified standards, making HYGEIA group the leader in the Greek sector of private healthcare services.

However, should HYGEIA group discontinue its development and investment policy, its competitive position might be significantly affected, which would also affect its financial position.

The food and dairy sector and in particular the subsectors where VIVARTIA group is present (dairy, frozen vegetables and pastry, catering outlets) are facing accentuated competition from both large, domestic and/or international entities in the specific subsectors as well as very small, national and/or local competitors. Potential changes in the frameworks that govern the above subsectors (e.g. product life, food and beverage VAT, social insurance and employment regulations etc) create conditions of intense competition. Additionally, due to the general trend of global, but also in particular due to the current economic conditions in Greece, there has been a constant increase in the consumption of private label products, which affects the competition in dairy, frozen vegetables



and pastry products. Finally, the catering subsector is present in an equally intense competition environment with the high majority of its competitors consisting of non-organized networks, basically stand-alone shops. The deficiency of the controlling mechanisms creates skewed conditions (non-issuance of receipts, tax evasion, non-registered employment, non-payment of social security contributions etc) and hence unfair competition between the organized chains and the personal businesses with an obvious impact in their sales and profitability.

## **7. SIGNIFICANT TRANSACTIONS WITH RELATED PARTIES**

Transactions between the Company and related parties within the meaning of IAS 24 are performed on an arm's length basis.

The amounts of revenue and expenses for 2016 as well as the outstanding balances of assets and liabilities as at 31/12/2016 for the Group and the Company arising from related parties transactions are presented in note 47 to the financial statements.

Note 47.1 presents revenue and expenses of the Company in respect of its subsidiaries, pertaining to interest-income on loans provided to the Company's subsidiaries as well as interest-expenses on loans the Company received from its subsidiaries and on other acquisitions of goods and services.

The company's receivables mainly pertain to receivables on loans and other long-term receivables from a subsidiary RKB amounting to € 252 m due to repayment of loan liabilities of the subsidiary to PIRAEUS BANK under the corporate guarantee issued by MIG. The Company's liabilities concern loan liabilities to subsidiaries, totally amounting to € 3 m.

The transactions of the Company with other related parties, as presented in Note 47.2, pertain to the Group transactions with PIRAEUS BANK and include deposits of € 7 m and loans amounting to € 344 m as well as related interest income standing at € 56k and interest expenses amounting to € 20 m respectively.

Total amount of remuneration of key executives and members of the Group and the Company Management is recorded in Note 44 of the financial statements. In 2016, total amount of remuneration of key executives and members of the Company Management stood at € 1.9 m.

## **8. CORPORATE GOVERNANCE STATEMENT PURSUANT TO LAW 3873/2010**

The corporate governance framework has been developed in Greece mostly by adopting mandatory rules, such as Law 3016/2002 on corporate governance, which requires the participation of non-executive and independent non-executive members in the Board of Directors of Greek listed companies, the establishment and operation of an Internal Audit Unit and the adoption of an Internal Regulation of Operation as well as the provisions of the resolution of the Hellenic Capital Market Commission under number 5/204/14.11.2000 on the "Rules of conduct of the companies listed in the Stock Exchange and of the persons connected to them". Moreover, a series of new legislative statutes incorporated the European corporate law directives in the Greek legal framework, establishing new corporate governance rules such as the following:

- Law 3884/2010 "Incorporation in the Greek law of the EU Directive 2007/36/EC of the European Parliament and the Council, of the 11th of July 2007, on the exercise of certain rights of shareholders in listed companies – Modification and adjustment of the codified law 2190/1920 on sociétés anonymes and of the law 2396/1996";
- Law 3873/2010 "Incorporation in the Greek legal order of the EU Directive 2006/46/EC of the European Parliament and the Council on annual and consolidated accounts of certain types of

companies and of the EU Directive 2007/63/EC of the European Parliament and the Council on the requirement of an independent expert's report on the occasion of a merger or division of public of sociétés anonymes", and

- Law 4449/2017 "Compulsory audit of annual and consolidated financial statements, public oversight of the audit work and other provisions".

Finally, in Greece, the Law on sociétés anonymes (Law 2190/1920, as is in force amended by the above mentioned laws) contains the basic rules for their governance and operation.

### **8.1 Corporate governance principles**

In complying with the existing legal framework on corporate governance, and in particular with the requirements of Law 3873/2010, the Company has established and adopted a Corporate Governance Code, which is posted in the Company's website [www.marfininvestmentgroup.com](http://www.marfininvestmentgroup.com).

### **8.2 Corporate governance practices implemented by the Company beyond law requirements**

The majority of the Company's Board of Directors consists of non-executive members. In particular, on 31/12/2016, nine (9) out of twelve (12) Board members were non-executive members. Four (4) of them were independent non-executive members. The Board of Directors today consists of eleven (11) Board members, eight (8) out of which are non-executive. Four (4) of them are independent.

The term of the Board of Directors, pursuant to article 19 paragraph 2 of the Company's Articles of Incorporation, is initially set for five years.

### **8.3 Description of the internal audit and risk management system in relation with the drafting of financial statements**

#### **Internal audit framework**

Ensuring effective corporate governance is considered a very significant target for the Company. The internal audit system is evaluated on a continuous basis to ensure that a safe and effective audit environment is maintained.

The Audit Committee deals with all serious auditing issues raised by the Management as well as by the internal and external auditors, and informs the Board of Directors accordingly. The Audit Committee ensures all corrective measures are taken by Management for any established defects of the internal audit system.

#### **Internal Audit**

Internal Audit is an independent unit whose officers are appointed by the Company's Board of Directors. Internal Audit's operation is governed by a written regulation and reports to the Board of Directors through the Audit Committee, which is empowered to monitor and evaluate its operation.

The object of Internal Audit is to evaluate the adequacy and efficiency of the existing internal audit system of the Company. Every fiscal year, the Internal Audit submits the Annual Audit Schedule to the Audit Committee for approval. Said schedule is prepared in consultation with the Company's Management and upon assessment of the potential risks and their classification based on their significance.

The powers and responsibilities of Internal Audit include the following:

- Establishing the Company's policy in matters of internal audit.
- Scheduling and implementing the annual internal audit plan.

- Checking compliance with the corporate operation procedures.
- Checking compliance with corporate regulations and laws, regulatory rules and principles, and best market practices.
- Checking financial transactions and compliance with agreements.
- Evaluating the level of implementation and efficacy of procedures established for the risk management of the Company.
- Reviewing instances of conflict of interest in the Company's transactions with affiliated persons and submitting relevant reports to the Board of Directors.
- Preparing reports and communicating the audit findings to the Management and the Audit Committee.
- Monitoring the implementation of corrective adjustments.

Internal Audit updates the Audit Committee about its operation in writing, through reports prepared on at least a quarterly basis or whenever deemed necessary.

The Company's Internal Audit is in regular contact with the external auditors and the respective departments of its subsidiaries in order to ensure that the Audit Committee will be immediately informed of significant issues pertaining to the operation of the Group companies.

#### **Organization Structure – Authorizations**

The Company's organization structure is reflected on a specific Organization Chart, which forms part of the Company's Internal Regulation. The Internal Regulation provides the tasks and objects of each department of the Company.

The Board of Directors has delegated certain powers and authorities to officers and members of the Management, monitoring their activities so as to facilitate the Company's efficient operation.

#### **IT Systems**

The Company has developed IT Systems which support accounting and financial reporting effectively.

Data and information are protected by implementing adequate procedures of data protection, recovery and back-up, e-mail protection and prevention of malicious acts, ensuring their integrity and smooth management.

The course of financial figures of subsidiaries in relation with the respective forecasts is monitored on a monthly basis, in order to evaluate performance and deviations.

#### **Risk Management**

The Company assesses potential risks on an annual basis according to their origin (endogenous – exogenous) and type (strategic, financial, operational risks, risks relating to regulatory compliance and financial reporting). Risk assessment is performed both on a Company and on a Group level, and includes assessment of the eventuality of risks as well as of the effects of each risk.

The Company has established adequate mechanisms for checking and monitoring the condition and value of its investments – assets, in order to assess and manage the risks relating to the preparation of financial statements.

In this context, there are specific procedures implemented in a series of accounting and financial operations such as asset impairment tests, reconciliation of bank and cash accounts, consistency of receivables – liabilities e.t.c.

Moreover, the Group utilizes various financial instruments or implements specialized strategies to limit its exposure to financial risk factors such as financing and interest-rate risks, market risk, fuel price risk, liquidity risk and currency risk.

#### **8.4 Information under article 43a, par. 3, case d of the Codified Law 2190/1920, as it is added by article 2, par. 2 of the Law 3873/2010.**

The information as provided in article 43a paragraph 3, case d' of the Codified Law 2190/1920, as it is added pursuant to article 2 paragraph 2 of the Law 3873/2010 is included in the explanatory report of the Board of Directors, which is being compiled according to article 4 paragraphs 7 and 8 of the Law 3556/2007 and is incorporated in the report of the Board of Directors.

#### **8.5 Procedure followed at the General Meeting and rights of shareholders**

The General Meeting is the Company's supreme body, convoked by the Board of Directors and is empowered to decide on any matter concerning the Company. Its lawfully adopted decisions are binding on absent or dissenting shareholders as well.

The General Meeting is competent to decide on issues including the following:

- a) Extension of duration, merger except for the as provided in article 78 of the Codified Law 2190/1920 absorption or dissolution, conversion, winding up, reinstatement of the Company.
- b) Amendment of the Articles of Incorporation except for the cases provided in quotation b' of paragraph 2 of article 34 of the Codified Law 2190/1920.
- c) Increase or decrease of the share capital, except for the cases of paragraph 2 of article 5 of the Articles of Incorporation and of paragraph 14 of article 13 of the Codified Law 2190/1920.
- d) Election of members of the Board of Directors, except for the cases of article 22 of the Articles of Incorporation.
- e) Election of auditors.
- f) Appointment of liquidators.
- g) Approval of the annual accounts (annual financial statements).
- h) Distribution of net profits, except for the case provided in quotation 6<sup>th</sup> of paragraph 2 of article 34 of Codified Law 2190/1920, and
- i) Any other item provided by the Law or the Articles of Incorporation.

According to article 25 of the Codified Law 2190/1920, as amended by article 4 of the Law 4403/2016, the General Assembly comes to a meeting compulsory at the seat of the Company or in the district of another municipality within the prefecture of the seat or at another municipality which neighbors to the municipality of the seat, at least once every financial year no later than the tenth (10<sup>th</sup>) calendar day of the ninth month following the end of the financial year.

The General Meeting may also be held at the district of the municipality, where the seat of the Athens Stock Exchange is located.

The Board of Directors ensures that the preparation and holding of the General Meeting will facilitate shareholders in exercising their rights, who must be completely informed on all matters relating to their participation at the General Meeting, including the items on the agenda and their own rights at the General Meeting.

The Chairman or, as the case may be, the Vice-Chairman of the Board, the Chief Executive Officer or the General Manager, the Chairmen of BoD Committees and the Internal Audit Officer and the

ordinary auditor attend the General Meeting of the shareholders in order to provide information and update in matters of their competence brought to discussion, as well as to respond to any queries or clarifications requested by the shareholders.

The General Meeting of shareholders is presided over temporarily by the Chairman of the Board of Directors or, if he is prevented from attending, by the Vice-Chairman or, if he is also prevented from attending, by the eldest of the directors present at the Meeting. A person appointed by the Chairman acts temporarily as Secretary.

The convention, the constitution and the operation of the General Meeting are taking place in accordance with the provisions of the applicable law (specifically articles 25-35 of Codified Law 2190/1920, as it is valid each time) and the provisions of the Company's Articles of Incorporation.

Each share affords all rights provided in the Law and the Articles of Incorporation of the Company, as specifically provided in the explanatory report of the Board of Directors, which is compiled pursuant to article 4 paragraphs 7 and 8 of the Law 3556/2007 and is being incorporated in the report of the Board of Directors.

The minority rights of the shareholders are exercised according to article 39 of the Codified Law 2190/1920, as it is valid. Pursuant to article 27 paragraph 2 b (a) (aa) of the Codified Law 2190/1920, as it is added according to article 3 of the Law 3884/2010, in the invitation of the General Assembly of the Company's shareholders, is included, inter alia, information at least on minority rights provided in paragraphs 2, 2a, 4 and 5 of article 39, mentioning the time period during which each right may be exercised, in the corresponding terms which are defined in the paragraphs of the article 39, or alternatively, the concluding date until which the specific rights may be exercised, provided that more detailed information with regard to the specific rights and the terms of their exercise will be available with explicit reference of the invitation to the address (domain name) of the Company's site.

## **8.6 The Board of Directors and other Managing and Supervisory bodies**

### **A. The Board of Directors**

The Board of Directors manages and represents the Company and is competent to decide on all matters pertaining to the Administration of the Company, the general pursuit of its business objectives and the management of its assets, except from those assigned exclusively to the General Meeting by virtue of the law or the Articles of Incorporation.

According to the Articles of Incorporation, the Company is managed by a Board of Directors consisting of nine (9) at least to fifteen (15) members.

Immediately upon its election, the Board of Directors meets for the purpose of being constituted in body, appointing a Chairman, up to two Vice Chairmen and the Chief Executive Officer or the Chief Executive Officers, and possibly one or several Deputy Chief Executive Officers.

Currently, the Board of Directors consists of eleven (11) members, three (3) of which have executive powers and eight (8) have non-executive powers. Four (4) out of the non-executive members have been appointed as independent. The current composition of the board of Directors is as follows:

1. Stavros Lekkakos– Chairman of the Board, non-executive member,
2. Panagiotis Throuvalas – Vice-Chairman of the Board, executive member,
3. Emmanouil Xanthakis - Vice-Chairman of the Board, non-executive member,
4. Athanasios Papanikolaou – Chief Executive Officer, executive member,

5. Christophe Vivien – executive member,
6. Fotios Karatzenis – non-executive member,
7. Georgios Efstratiadis – non-executive member,
8. Konstantinos Georgiou – independent, non-executive member,
9. Spyridon Papaspyrou- independent, non-executive member,
10. Georgios Lassados – independent, non-executive member,
11. Theodoros Mylonas - independent, non-executive member.

Under the decision of the Board of Directors, Mr. Fotios Karatzenis has been appointed as Secretary of the Board of Directors.

According to the Articles of Incorporation, the members of the Board of Directors are elected by the General Meeting for a five-year term. The term of the members of the Board commences on the day following their election by the General Meeting and expires on the respective day of the year of expiry of their term, and is automatically extended until the Ordinary General Meeting following the expiry of their term, without exceeding a six-year period. The members of the Board of Directors are always re-eligible, re - appointable and can be freely revoked. Non-shareholders may also be appointed at the Board of Directors.

The Board of Directors is in quorum and is validly convened when half plus one of the Directors are present or duly represented, provided that the number of the Directors who are present is never less than three (3). For the calculation of the number of quorum, any resulting fraction is omitted.

A Director who is prevented from attending may be represented only by another Director. Each Director may represent only one absent Director. In such case, he/she has two (2) votes.

The decisions of the Board of Directors are taken by absolute majority of the present and represented Members, except from the cases of article 5, paragraph 2 of the Articles of Incorporation. In case of parity of votes, the vote of the Chairman of the Board of Directors shall prevail.

The discussions and resolutions of the Board of Directors are recorded in minutes kept in a special book drawn and signed by the Directors present at the meeting. Any dissenting Director may request that their opinion be recorded in summary in the relevant minutes.

The Board of Directors is allowed, following the relevant provisions, to hold a meeting by teleconference. In this case the invitation to the members of the Board of Directors includes the required information with regard to their participation to the session.

The Board of Directors may delegate, only and exclusively in writing, the exercise of all its powers and responsibilities (apart from those which require collective action) and the representation of the Company to one or more persons, members of the Board or not, determining at the same time the extent of such assignment. Furthermore, the Board of Directors may assign the internal audit to one or more persons, members of the Board or not, following the provisions of the applicable legislation. The above mentioned persons may furthermore delegate the exercise of the powers, assigned to them, or part of them, to other members of the Board of Directors, employees of the Company or third persons, under the condition that this is provided in the relevant resolution of the Board of Directors. In any case, the powers of the Board of Directors are without prejudice to the provisions of the articles 10 and 23a of the Codified Law 2190/1920 as it is valid.

For the more effective supervision of the operation and administration of the Company, the General Assembly and the Board of Directors have constituted committees, which consist of members of the Board of Directors or/and third persons, the powers and way of operation of which are regulated by the Internal Regulation of Operation and the Code of the Corporate Governance and are mentioned in summary as follows:

**B. Strategic Planning Committee**

The main tasks of the Strategic Planning Committee as defined by the Board of Directors' decisions are to monitor on a regular basis and to analyze the strategic options of the Company, to assign to executives special missions for the success of the objectives and, when required, to make a relevant recommendation to the Board of Directors of the Company, to set out the axes of the Business Plan within which the annual Budget is drawn up, to recommend the above issues to be included in the agenda of the Board of Directors or the General Assembly of the Company, to monitor and make recommendations on any issue of strategic importance for the Group. In the event of a crisis, it has the responsibilities of a Crisis Management Committee and has the supervision and oversight of the Recovery Plan.

The Committee consists of the Chairman of the Board of Directors of the Company, the members of the Executive Committee of the Company and the Chief Executive Officers of the companies DELTA, HYGEIA, ATTICA and SINGULARLOGIC.

The Committee meets regularly on predetermined dates. Chairman of the Committee will be the Company's Chairman of the Board of Directors. The Committee's decisions are adopted by a majority of 2/3 of its members.

The current composition of the Commission is the following:

1. Stavros Lekkakos, Chairman
2. Panagiotis Throuvalas, Member
3. Athanasios Papanikolaou, Member
4. Christophe Vivien, Member
5. Kyriakos Mageiras, Member
6. Antonios Mavridoglou, Member
7. Spyridon Pashalis, Member
8. Andreas Kartapanis, Member
9. Stavros Krasadakis, Member.

**C. Executive Committee**

The task of the Executive Committee is to continuously supervise all operations of the Company and the Group, to set the targets which will constitute the basis for preparing the budgets of the Group companies for strategic planning purposes, and to monitor the course of financial figures and performance.

The Committee consists of four up to seven members appointed by the Board of Directors. The Chairman of the Committee is appointed by the Committee members or indicated by the BoD.

The Committee meets at least once every two months. The selection of meeting dates depends on factors such as the periodicity of the Company operations, the dates of BoD meetings and any extraordinary issues arising during the course of operations.

The current composition of the Committee is the following:

1. Panagiotis Throuvalas, Chairman
2. Athanasios Papanikolaou, Member
3. Christophe Vivien, Member
4. Kyriakos Mageiras, Member

**D. Audit Committee**

The role of the Audit Committee is to monitor, among other things, the financial reporting process, the proper functioning of the entity's internal audit unit, the effective functioning of the internal control system and the risk management system and the statutory audit of the annual financial statements

The Audit Committee members are elected by the General Meeting of shareholders of the Company in accordance with the applicable Laws. The Committee's decisions are adopted by a majority of 2/3.

The Committee meets at least every three months or whenever considered necessary.

The members of the Committee are the following:

1. Emmanouil Xanthakis – non-executive member
2. Georgios Efstratiadis – non-executive member
3. Georgios Lassados - independent, non-executive member

The upcoming Annual General meeting of the Shareholders will be called to decide with regard to the composition of the Audit Committee according to current legislation (including the recent law 4449/2017).

**E. Nomination and Remuneration Committee**

The main task of the Committee is to assist the Board of Directors in fulfilling its duties pertaining to issues of staff, remunerations and incentives.

Its role is to make recommendations to the Board of Directors and involves the following:

- Evaluating the needs concerning qualitative and quantitative composition of the Board of Directors and the Committees, in accordance with the selection procedure referred to below.
- Determining criteria for the selection of new Board members or senior executive officers.
- Preparing a succession plan for the members of the Board of Directors and Committees, the Chief Executive Officer, the General Manager and senior executive officers.
- Submitting to the BoD reports on policies in matters of employment, fees and incentives.

The Committee consists of three (3) members elected among non-executive members of the Board of Directors by the General Meeting of Shareholders.

The Chairman of the Committee is elected by the Committee members or is indicated by the General Meeting of Shareholders.

The Committee meets at least once per year.

The current composition of the Committee is the following:

1. Emmanouil Xanthakis – non-executive member
2. Fotios Karatzenis – non-executive member
3. Georgios Lassados - independent, non-executive member



**Statutory Auditors**

|                     |                     |                         |
|---------------------|---------------------|-------------------------|
| Auditing Firm       | GRANT THORNTON S.A. | (I.C.P.A. Reg. No: 127) |
| Statutory Auditors: | Emmanouil Michalios | I.C.P.A. Reg. No: 25131 |
|                     | Dimitra Pagoni      | I.C.P.A. Reg. No: 30821 |

**9. INFORMATION AND EXPLANATORY REPORT ON THE ARTICLE 4 (7) & (8) OF THE LAW 3556/2007**

This explanatory report of the Board of Directors is being addressed to the Ordinary General Meeting of shareholders of “MARFIN INVESTMENT GROUP HOLDINGS S.A.” (hereinafter “the Company”) and has been incorporated into the Report of the Board of Directors pursuant to article 4 (7) and (8) of the Law 3556/2007.

**9.1 Structure of the Company’s share capital**

On 31/12/2016 the share capital of the company amounted to € 281,853,224.40 fully paid, divided into 939,510,748 ordinary registered shares of a nominal value of € 0.30 each. The Company’s shares are listed for trading on the Main Market of ASE.

Each share confers all rights as provided by law and by the company’s Articles of Association, specifically:

- a right to receive dividends from the profits of the Company as they derive on an annual basis or upon liquidation;
- a right to withdraw a contribution following a liquidation or, respectively, to amortize the capital pertaining to a share, if resolved by the General Meeting;
- a pre-emption right at each share capital increase of the Company involving payment in cash and the issuance of new shares and at each convertible bond loan issue;
- a right to obtain a copy of the financial statements and reports of the auditors and the Board of Directors of the Company;
- a right to participate in a General Meeting, whereas each share confers a right to one vote;
- The General Meeting of Shareholders of the Company retains all its rights throughout the liquidation procedure (pursuant to article 33 (3) of its Articles of Association).

The shareholders’ liability is limited to the nominal value of the share.

Furthermore, on 29/07/2013, the Company issued a new Convertible Bond Loan (“CBL”) pursuant to the decisions of the General Meeting of Shareholders dated 15/06/2011 and 24/10/2011, and the decisions of the Board of Directors dated 01/11/2011, 05/02/2013, 21/03/2013, 29/07/2013, and in accordance with the relevant provisions of the Laws 2190/1920 and 3156/2003, as in force, in the following way:

- Tranche A was covered by the amount of € 2,156,827 corresponding to 2,156,827 bonds of a nominal value of one Euro (€ 1.00) each.
- Tranche B was covered by the amount of € 212,849,265 corresponding to 212,849,265 bonds of a nominal value of one Euro (€ 1.00) each.

The above started trading on ASE on 16/08/2013.

On 13/06/2014, the Company issued 251,835,900 new convertible bonds of Tranche A of the CBL of a nominal value of € 1 each per bond, in accordance with the terms of the CBL. On 03/07/2014, these bonds were registered in the electronic database of The Central Securities Depository SA, Greece, (ATHEXCSD).

Upon exercise by the bondholders-lenders - bondholders of both Tranches of the CBL of their right of conversion of bonds into shares, in accordance with the terms of the CBL, on 31/12/2016, the remaining bonds (listed on ASE) as in the above CBL amounted to 163,009,139 for the Tranche A and 212,237,880 for the Tranche B.

## 9.2 Restrictions on the transfer of the Company's shares

The transfer of the Company's shares is effective in accordance with the Law and there are no restrictions on their transfer pursuant to the Company's articles, considering that they are intangible shares listed on the ASE.

## 9.3 Significant direct or indirect holdings for the purpose of the Law 3556/2007

According to the notifications received by the Company from the shareholders - holders of voting rights pursuant to the Law 3556/2007, the shareholders who directly or indirectly hold more than 5% of the total voting rights of the Company on 31/12/2016 are the following:

| Shareholder         | Percentage on voting rights based on the latest notification received from the shareholder | Current percentage on voting rights |
|---------------------|--|-------------------------------------|
| PIRAEUS BANK S.A.   | 28.4986%   | 31.19%                              |
| DUBAI GROUP LIMITED | 14.21%*  | 14.17%                              |

\* From the above percentage, 0.014% is held directly by DUBAI GROUP LIMITED and 14.191% is held indirectly by DUBAI FINANCIAL LLC, the subsidiary of DUBAI GROUP LIMITED. These companies are exclusively controlled by His Honorable Sheikh, Mohammed Bin Rashid Al Maktoum.

## 9.4 Shares conferring special control rights

As per article 19 of the Company's Articles of Association, a right to appoint one (1) member in the Company's Board of Directors pursuant to article 18 (3), (4) and (5) of the Law 2190/1920 is conferred to Messrs. (a) Theodoros Kaloudis, the son of Antonios, and (b) Athanassios Panagoulis, the son of Theodoros, and to each acting separately, provided that each of them owns shares of the Company representing at least 5% of the entire share capital. Messrs. Theodoros Kaloudis and Athanassios Panagoulis may even appoint themselves. In case any of the above shareholders exercises this right, the General Meeting shall limit its respective power to the election of the remaining members of the Board. The aforementioned article has been succeeded from the articles of association of COMM GROUP in its capacity as a successor of the company. Regarding the above, it is hereby noted that neither of the aforementioned persons held a percentage equal or more than 5% of the share capital of the Company on 31/12/2016.

## 9.5 Restrictions on voting rights

No restrictions or deadlines are imposed by its Articles on exercising of the voting rights deriving from the Company's shares.

## **9.6 Shareholders' agreements in the Company**

The Company is not aware of any agreements between its shareholders which might result in restrictions on the transfer of the Company's shares or in the exercise of the voting rights conferred by its shares.

## **9.7 Rules on appointment and replacement of the Board members and amendment of Articles**

Besides the above mentioned in paragraph 8.4, the rules provided in the Company's Articles regarding the appointment and replacement of its Board members as well as the amendment of its Articles do not deviate from those provided in the Law 2190/1920.

## **9.8 Competency of the Board of Directors in respect to the issuance of new shares or buy-back programs**

A) According to the provisions of article 13 (1) (b) and (c) of the Law 2190/1920 and article 5 (2) of the Articles of Association, within the first five years from the issuance of the relevant decision of the General Meeting, which is subject to the publication requirements as per article 7 (b) of the Law 2190/1920, the Board of Directors of the Company is entitled to increase the share capital of the Company by issuing new shares, by virtue of a decision adopted by a majority of at least 2/3 of the total number of its members. In such a case, the share capital may be increased only up to the amount of the paid-up capital on the date of the adoption of the decision by the General Meeting. The aforementioned power of the Board of Directors may be renewed by a General Meeting for a period not exceeding five years for each renewal, and it shall come into effect upon the expiration of each five-year period.

In respect of the issuance of bond loans, under articles 10 and 11 of the Law 3156/2003, as in force at the time, the Board of Directors shall decide accordingly, pursuant to article 1(2) (2) of the Law 3156/2003. Furthermore, upon decision of the Ordinary General Meeting of Shareholders dated 29/06/2004, the Board of Directors was empowered for a period of five years from the adoption of the said decision, on the one hand, to issue bond loans in accordance with article 1 (2) (6) of the Law 3156/2003, as in force at the time, and, on the other hand, to issue bond loans with the right of bondholders to convert their bonds into shares of the company pursuant to article 3 (a) of the Law 2190/1920 and subject to the conditions of article 13 (1) of that Law. This power of the Board of Directors may be renewed by a General Meeting for a period not exceeding 5 years for each renewal, whereas the said power coming into force upon expiration of each five-year period. Based on the decision of the 1st Reiterative Ordinary General Meeting of Shareholders dated 09/06/2009, the above power of the Board of Directors was renewed for 5 years upon expiry of the five-year period following the relevant decision of the Ordinary General Meeting of Shareholders dated 29/06/2004, i.e. from 29/06/2009. Based on the decision of the 2nd Reiterative Ordinary General Meeting of Shareholders dated 24/07/2014, the above power of the Board of Directors was renewed for 5 years starting on 24/07/2014, i.e. the date of the relevant decision of the Ordinary General Meeting of Shareholders held on 24/07/2014.

Furthermore, by means of the decision of the 1st Reiterative General Meeting of the Company's shareholders dated 03/06/2010, the Board of Directors was authorized, for a five-year period after the adoption of the relevant decision, to increase the Company's share capital in whole or in part by issuing new shares for amounts not exceeding the amount of the paid-up capital on the date of the General Meeting, in accordance with article 13(1) of the Law 2190/1920. This power of the Board of Directors may be renewed by a General Meeting for periods not exceeding 5 years at a time, entering into effect upon expiry of each five-year period. Based on the decision of the 2nd Reiterative Ordinary General Meeting of Shareholders dated 23/07/2015, the above power of the

Board of Directors to increase the Company's share capital was renewed for 5 years starting on 23/07/2015, i.e. the date of the relevant decision.

B) According to the provisions of article 13 (13) of the Law 2190/1920, by virtue of a decision of the General Meeting, a stock option plan may be implemented in favour of members of the Board and the personnel of the Company and its affiliates, by way of granting a call option pursuant to the specific terms of such decision, a summary of which is subject to the publication requirements as per article 7 (b) of the Law 2190/1920. The decision of the General Meeting shall especially determine the maximum number of shares that may be acquired or issued (the nominal value of which cannot exceed 1/10 of the paid-up share capital as at the date of the decision of the General Meeting) if the beneficiaries exercise their call option, as well as the price and the terms of distribution of the shares to the beneficiaries, the beneficiaries or classes thereof, the duration of the plan and the manner of determination of the acquisition price. By way of a General Meeting decision, the Board of Directors can be authorised to determine the beneficiaries or classes thereof, the manner of exercise of the options and any other terms of the stock option plan. The Board of Directors shall issue the call option certificates and, not less than each calendar quarter, it shall deliver the shares to be issued or issue and deliver shares to the beneficiaries who exercised their option, respectively, increasing the share capital and confirming the payment of the relevant amount.

C) According to the provisions of article 16 (1) and (2) of the Law 2190/1920, without prejudice to the principle of equal treatment of shareholders being in the same position and based on the provisions of the Law 3340/2005, as in force, the Company itself or a person acting under his/her name but on behalf of the Company may acquire its own shares, only upon approval by the General Meeting of Shareholders, which determines the terms and conditions of acquisition of its own shares and, particularly, the maximum number of shares that may be acquired, the duration of the approval that cannot exceed 24 months and, in case of non-gratuitous acquisition, the minimum and maximum price of acquisition.

#### **9.9 Important agreements that are to come into effect to be amended or expire in case of change of control following a tender offer**

There are no important agreements which will come into effect, will be amended or will expire in case of change of control following a tender offer.

#### **9.10 Agreements with members of the Board or personnel of the Company**

There are no agreements of the Company with members of its Board of Directors or its personnel that provide for a payment of compensation, especially, in case of resignation or unfair dismissal or in case of termination of their term or employment following a tender offer.

Compensations payable on a termination of employment amounted to € 184,021.03, as on 31/12/2016, following the application of the provisions of the Law 3371/2005 to the Company.

### **10. NON-FINANCIAL REPORTING**

The following section presents items and information under provisions of Law 4403/7.7.2016, which has superseded Article 43a, CL 2190/1920 and pertains to Corporate Social Responsibility actions that are implemented by MIG and its subsidiaries. During 2016 the following events took place:

The following section presents items and information under provisions of Law 4403/7.7.2016, which has superseded Article 43a, CL 2190/1920 and pertains to Corporate Social Responsibility actions that are implemented by MIG and its subsidiaries. During 2016 the following events took place:

## 10.1 VIVARTIA group

VIVARTIA group operates in the subsectors of Dairy and Beverage, Food Services and Entertainment and Frozen Foods. Since the majority of the subsectors' operations concerns the particularly sensitive and significant domain of nutrition, VIVARTIA group subsidiaries have established extremely high standards. Moreover, compliance with the institutional regulations constitutes a non-negotiable basis of the group companies' operation. Corporate Responsibility is deeply integrated into the culture of VIVARTIA group and its subsidiaries and acts as the key component of the way they operate and grow.

### **Managing issues of transparency and corruption**

VIVARTIA group has developed and implemented the "Code of Business Ethics". Under the Code's provisions, transactions in respect of all the group companies should be conducted in a legal and ethical way, according to the applicable national and international legislation. With regard to transparency and corruption, specific rules and principles have been put in place in respect of accepting business gifts and avoiding bribery regarding the all the group's employees.

In particular, preventive actions taken by VIVARTIA group and its subsidiaries include establishing specific limits to responsibility for all the employees and imposing relevant controls in order to assess the compliance.

Moreover, VIVARTIA has established the Code of Conduct dealing with the procurement of goods and services, under which the group has established specific standards and principles defining the relationship between employees and suppliers with regard to offering or receiving gifts. In addition, the suppliers themselves are under obligation to respect and comply with the relevant Suppliers/Partners Code of Ethics that has been developed and carry out their transactions with the group and its subsidiaries within the relative framework. The objective of VIVARTIA group is to ensure an honest and faultless way of transacting with its stakeholders and generate added value.

Furthermore, based on the precautionary principle, at the management level, VIVARTIA maintains an effective risk management system. Therefore, it recognizes, evaluates, prioritizes potential business risks and uses various instruments or implements specialized strategies in order to limit its exposure to the aforementioned risks. Further information regarding business risk management is presented in the Financial Report of VIVARTIA group.

### **Responsibility for VIVARTIA group employees**

The personnel is the most valuable asset for VIVARTIA group's sustainable development. Therefore, the group ensures that a safe, fair and merit-based working environment is maintained, constantly offering opportunities for further development to all employees. In this context, the group applies modern methods aimed at its employees' development, provides ongoing and systematic training programs and applies modern assessment and reward systems to enable employees to develop and enhance their skills on on-going basis by recognizing their dedication and contributions. The Code of Conduct of VIVARTIA group records the relevant issues, according to which the group's key principles and values are as follows:

- Respecting dignity of all people, following a meritocratic approach to issues of selecting and developing staff and associates
- Encouraging initiatives and innovations in an environment characterized by flexibility, cooperation and trust
- Creating and maintaining a healthy and secure working environment

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**Employee training and development**

VIVARTIA implements a wide range of training activities, such as seminars, conferences, certifications and post-graduate programs grants. Structured training programs are aimed at enhancing knowledge and developing employees' skills and competencies. Moreover, VIVARTIA has established Learning Academies, namely Sales Academy and Vivartia Academy.

**Sales Academy**

Programs implemented through Sales Academy mainly concern Sales Departments executives, as well as other executives employed in VIVARTIA group subsidiaries, whose educational needs match with the relevant issues covered during the seminar. Sales Academy lectures are certified Sales Department executives.

**Vivartia Academy**

VIVARTIA group Learning Academy aims at training the group companies' employees, as well as their selected collaborators. Training is carried out on a voluntary basis by experienced executives of the group, who are either certified trainers or specialize in the subject of every training session. The subjects of training sessions are related to various soft skills. Training sessions are conducted at the premises of VIVARTIA group and its subsidiaries, while the maximum duration per seminar is one day.

**Human Rights and Equal Opportunities**

The working culture established in VIVARTIA group is based inter alia on encouraging diversity. VIVARTIA group and its subsidiaries recognize that human resources consist of various people who have their own mentality, lifestyle and goals. All the employees, regardless of age and gender, are widely supported and granted equal opportunities for growth and development.

In particular, within 2016, VIVARTIA group subsidiaries participated in the following actions:

**10.1.1 DAIRY AND BEVERAGE SUBSECTOR**

DELTA develops and implements the Corporate Responsibility Action Plan based on the following 5 strategic initiatives:

1. High quality and safety of products
2. Support for local communities and the primary sector
3. Care and protection of the environment
4. Creative working environment
5. Sound corporate governance and financial viability

The strategic initiatives were based on the results of the materiality analysis carried out by the Corporate Responsibility Team in 2016. The Corporate Responsibility Team includes representatives of the Company's Departments and aims at facilitating integrated management of DELTA's Corporate Responsibility and Sustainable Development.

**High quality and safety of products**

DELTA mainly aims not only at maintaining the high quality level of its products, but also at the on-going development of all stages of the production process. In this context, and via its Quality Assurance Division (QAD), the company implements the most advanced Quality Management System through all its operating sectors. All DELTA's production units strictly follow provisions of the international standards on quality

and food safety management. In particular, DELTA maintains, applies and is certified according to the following systems:

- Food Safety Management System (ELOT EN ISO 22000)
- Quality Management System (ELOT EN ISO 9001)
- BRC – Global Standards for Food Safety
- IFS Food, Standard for Auditing Quality and Food Safety of Food Products
- AIB International, Health and Food Safety System
- Food Defense System

Furthermore, DELTA systematically invests in R&D, where, since the early 1990s it created and has been supporting the R&D Department, investing in the Company's first laboratory facilities, based on the yoghurt production plant located in Agios Stefanos. Since then till currently, DELTA has invested in research potential, cutting-edge technologies and equipment as well as new product development processes.

### **Creative Working Environment**

DELTA implements a system that identifies and assesses the employees' performance. It is a modern development system, mainly focused on performance, behavior and skills of every employee. Emphasis is also placed on the gradation of skills, which are directly linked with the specificities of every working position. The results of the assessment are used to identify the strengths and weaknesses of every department and to decide regarding the progression of employees.

Safeguarding employee health and safety constitutes a daily concern to DELTA. In the company, everyone is committed in maintaining high standards of health and safety at work, as particularly recorded in the policy established by the company, which is effective in respect of all its plants and production facilities.

### **Protecting the Environment**

The environmental protection constitutes a priority to DELTA and, being a Management's commitment, it is implemented through integrated management systems, always with the contribution of all employees. The company has adopted and implemented an Environmental Policy, through which it develops and implements actions, demonstrating its respect for the natural environment, always based on the precautionary principle. DELTA undertakes significant initiatives aimed at ensuring efficient use of energy and water resources, and always makes attempts to minimize the environmental impact of its operations. In doing so, it demonstrates its commitment for care and protection of the natural environment, but also remains faithful to its objective, that of achieving sustainable development. DELTA initiatives aimed at environmental care and protection include Energy Consumption, Water Usage, Product Packaging, Wastes and Transportation of its products.

### **Contractual Livestock Farming**

DELTA supports Greek primary production and remains the largest buyer of cow's milk, absorbing over 25% of total quantities of milk produced by Greek livestock breeders. In 2016, it continued collaborating with Piraeus Bank in the domain of contractual livestock farming, aiming at providing on-going support to livestock farmers.

Moreover, in 2016, the company went on with the implementation of GAIA ACTION PLAN, which is an initiative aimed at: a) sustainable development and, more specifically, providing support for Greek dairy livestock farming through research, training and technical support actions, and b) exploitation of Greek crops

for the production of animal feed. In the framework of these actions, in 2016, DELTA Dairy Zone held 3 conferences in Imathia, Serres and Xanthi, and took an active part in congresses and scientific forums, as well as implemented 3 pilot research programs and 1 technical support program.

### **Corporate Governance and Organization**

DELTA believes that the adoption of sound corporate governance practices and principles contributes to the efficiency of the internal organization, increases its competitiveness and maximizes shareholder value. Through implementation of these practices and principles, DELTA wants to achieve transparency in management and independence regarding control procedures. In this context, the company has developed a clear organizational structure, as well as an effective internal control and risk management system.

### **Supporting social initiatives**

DELTA believes that Corporate Responsibility is an integral part of its operation. Responsible operation while supporting the society, and in particular children and families, is a key component of its corporate responsibility strategy. The company implements a range of actions in collaboration with reputable institutions, thus contributing to covering basic nutritional needs. During 2016, DELTA offered over 1,250,000 portions of food in order to cover the basic nutritional needs of people through the following initiatives:

- Supporting students through taking active part in the initiative organized by the Ministry of Labor, Social Security and Social Solidarity and Education, Research and Religious Affairs, offering fresh milk to approximately 11,500 pupils, 68 elementary schools and kindergartens in order to support nutritional needs of children.
- Supporting refugees
- Supporting children through the Association "Together for Children" and "Prolepsis"
- Supplying food via Food Bank
- Supporting families through the Social Structures of Municipalities, focusing on the areas where the company's facilities operate, such as the municipalities of Dionysos, Agios Stefanos, Kifissia, Moschato-Tavros, Alexandria, Thessaloniki, Delta etc
- Supporting vulnerable social groups through reputable institutions and NGOs, such as the common meals of the Archdiocese and churches of Greece (through SKAI channel and the "Oloi Mazi Mporoume" initiative, the "City of Athens Homeless Shelter" (KYADA) , Doctors of the World / Médecins du Monde Greece, The Ark of the World, the Piraeus and Meropeion nursing home, Unesco of Piraeus and islands, and others.

### **10.1.2 FROZEN FOODS SUBSECTOR**

BARBA STATHIS develops and implements all corporate responsibility action plans based on the following 5 strategic initiatives:

1. High quality and safety of products
2. Support for local communities and the primary sector
3. Care and protection of the environment
4. Creative working environment
5. Sound corporate governance and financial viability

Making the best use of the virtuous triangle – i.e. combining nutrition, taste and convenience – BARBA STATHIS has been successfully providing Greek households with products bearing the



brand of success, such as **“Barba Stathis”** and **“Chrysi Zymi”**.

BARBA STATHIS fully relies on its experience and professional knowledge acquired during 45 years of its leading presence in the Greek market, high level of Greek manpower and the potential of Greek land, applying the **“Integrated Agricultural Management”** system. In the framework of **“Contract Farming”** program it ensures optimal quality and maximum safety, maintaining freshness and taste of the vegetables until they reach the consumer's plate.

#### **Contract Farming**

Through implementation and development of contract farming system, BARBA STATHIS undertakes a commitment for long-term investment in Greek farmers and Greek land, applying the principles of Integrated Agricultural Management, which includes documented agricultural procedures from sowing to harvesting. BARBA STATHIS is the first company in Greece that has implemented the Integrated Agricultural Management system, which not only improves the company's relations with the Greek farmers and the Greek land, but also ensures constantly high level of quality and characteristics of the varieties of agricultural products. Moreover, it enables the producers to cultivate excellent traditional varieties under supervision and control of the company's agriculturists. In 2016, BARBA STATHIS collaborated with over 1,300 Greek farmers who cultivated more than 30,000 acres of agricultural produce.

#### **Creative Working Environment**

BARBA STATHIS makes on-going efforts aimed at maintaining safe, fair and merit-based working environment that constantly provides opportunities for further development to the entire personnel. The company strongly believes that its people are the most valuable pillar of its development and is committed to providing a working environment where the people can develop and project their abilities and always recognizes their dedication and contributions. The Code of Conduct of VIVARTIA group has been adopted by the company and fully applies to its operations.

#### **Quality Assurance and on-going Research and Development**

At the same time, BARBA STATHIS has developed integrated and strong functioning of Research and Development system, whose main concern focused on developing innovative products and their proper adaptation to the needs and requirements of the relative markets. Thus, BARBA STATHIS offers products that preserve and promote the Greek/ Mediterranean flavor culture, always adapted to the rhythms and needs of modern life.

Within the entire production process, BARBA STATHIS ensures and documents Quality and Safety of its products through the implementation of a horizontal system certified, developed according to international standards: EN ISO 9001, EN ISO 22000, I.F.S. Food and B.R.C.

#### **Social Initiatives**

BARBA STATHIS's main concern is to support people in need, with focus on children and families, and thus contributing to the nutritional needs of Greek families. In 2016, the company participated in social sponsorship events, supporting charities, associations and other local agencies, **through offering of more than 18 tons of products.**

On the occasion of the World Food Day, in collaboration with “Together for Children”, BARBA STATHIS implemented a program focusing on meeting the children's nutritional needs supported by the Association and provided financial assistance in order to organize the concert organized by the Association.

For one more year, the company BARBA STATHIS supported the Municipal Groceries (Delta and Neapolis Sykeon), gathering 810 packages of food, essential items and baby care items.

Another action worth mentioning is the initiative of BARBA STATHIS to collect and distribute financial aid to SOS Children's Village in Filiro and Melissa Orphanage for girls to cover their immediate needs in food and medical supplies.

### **10.1.3 FOOD SERVICES AND ENTERTAINMENT SUBSECTOR**

GOODY'S group is actively engaged in catering industry, offering high quality products and services at best possible prices. Employing more than 5,000 people and rendering services to more than 300,000 customers on daily basis, the group is primarily concerned about the quality of all its products and services and, therefore, it applies certified systems and ensures strict compliance with the regulations.

#### **Responsibilities to Consumers**

GOODY'S group is the largest group occupied in the domain of food services and entertainment in Greece and one of the largest in Europe. It owns and manages some of the biggest food services brands in Greece such as: Goody's Burger House, Everest, Flocafé Espresso Room, La Pasteria, Papagallino, Olympus Plaza and the award-winning Kuzina restaurant. It also has 3 state-of-the-art factories (Hellenic Catering & Olympic Catering), which produce ready-made meals (chilled & frozen), meat products, salads & dressings & baking products for the brands and the entire food services market.

Operating more than 500 selling points in Greece and overseas, GOODY'S group renders services to over 300,000 clients on daily basis. The people of the group share the passion for innovation and commitment to the quality of products and services, always focusing on client satisfaction. The strategic objective of GOODY'S group is ensuring absolute satisfaction of its clients through producing safe food and rendering integrated food services, offering meals and products of high level of safety and quality. In this context GOODY'S group applies management systems controlled and certified by independent certification organizations. In particular, the group has the following certifications and a total of 326 certificates in respect of its entire Network.

- ISO 9001
- OHSAS 18001
- ISO 14001
- ISO 22000
- IFS
- HALAL

#### **Responsibility to Environment**

Based on the principles of “sustainable development”, GOODY'S group implements and continuously improves its Environmental Management System through which it sets specific goals and objectives aimed at reducing the consumption of natural resources and energy, preventing environmental pollution, recycling, controlled management of gaseous emissions and generated wastewater. In particular, environmental actions include among the others the following:

##### **1. Participating in GF Energy program (collecting cooking oils)**

Collecting used cooking oils and dispatching them to GF ENERGY Central Unit, the most modern biodiesel plant in Greece, in a legal, safe and ecologically correct manner. In particular, in 2016, 219,000 kg of cooking oils were collected from the group's stores.

## 2. Recycling

Considering recycling to be a key priority, all the people of the group voluntarily participate in recycling programs in order to save the key materials used on a daily basis. At the same time, special recycling bins have been installed at GOODY'S group's main stores with the aim of motivating and training consumers in recycling procedures. In particular, during 2016 the group managed to collect over 135 tons of paper, 43 tons of timber, 3.5 tons of metal, 33 tons of plastic and 280 kg of glass.

## 3. Saving Energy and Natural Resources

GOODY'S group implements in practice the principles of traditional energy sources savings and uses natural gas at all La Pasteria restaurants as well as at Olympic Catering central production facility.

### Sensitivity to people and community

GOODY'S group is committed to its objective – that of supporting fellow human beings facing problems - through collaborating with various institutions/organizations and activating the entire chain of its business partners, network of stores and its clients. In particular, in 2016:

- At Goody's Burger House, ArGOODaki, a widely recognized social program, established 15 years ago, supported educational activities of visually impaired students. The aim of the ArGOODaki program was to cover the needs for 3D equipment, since learning by touch is one of the most effective ways of training for blind or partially blind pupils.
- EVEREST participated in the "School Snacks" program of the Ministries of Labor, Social Security and Social Solidarity and Education, Research and Religious Affairs, offering traditional Thessaloniki bred rolls to approximately 11,500 students, 68 elementary schools and kindergartens. The "School Smacks" program is aimed at free distribution of healthy snacks to primary school pupils and kindergartens and seeks to address and cover nutritional needs of vulnerable groups of population, namely, school children.
- La Pasteria has been participating - for the 8th consecutive year- in Make A Wish Hellas program, making children's wishes come true and inviting them together with their families to La Pasteria restaurants. Make A Wish is an NGO that receives no government grants, exclusively relying on sponsorships and donations from individuals and companies. In 2016, 13 wishes came true at La Pasteria restaurants.

Furthermore, for the 6th consecutive year, GOODY'S group effectively supported the unemployed and offered them a 10% discount on every visit to all its stores. This special financial offer is part of the Manpower Employment Organization (OAED) initiative aimed at providing special rates to unemployment card holders.

## 10.2 ATTICA group

The mission of ATTICA group is to render high-quality maritime transportation services through with innovative high-quality vessels. The group's operations create added value to its shareholders and employees, leave a positive environmental footprint and work for the benefit of collaborators and local communities.

ATTICA group holds the leading position in the domain of Corporate Social Responsibility (CSR). In 2016, the group published its 7th consecutive Corporate Social Responsibility Report, for the second time, in compliance with the Global Reporting Initiative (GRI) G4 guidelines, a sophisticated and highly demanding reporting system, adopted by pioneers in the domain of

corporate social responsibility internationally. Several non-financial core principles of CSR in respect of ATTICA group performance in 2016 are recorded below as follows:

### **Corporate Responsibility**

Management promotes the concept of Corporate Responsibility at all levels of ATTICA group. The success of ATTICA group, as a constantly developing organization, is directly linked to its approach to responsible operation, which remains a priority, since the Management believes that it should create value not only for shareholders but also for all its Social Partners. ATTICA group has adopted responsible policies and practices throughout its entire business operations and successfully collaborates with the Social Partners in order to ensure creation of mutual long-term value.

**Human Resources**, the Management has created working environment characterized by atmosphere of respect, equality, security and merit approach, offering opportunities for training and development, thus providing the best possible conditions for work and growth.

**Society**, ATTICA group focuses on business development, bearing in mind development of the country in general and the group's business partners in particular, support of local communities affected by its operations for the purposes of contributing to the improvement of the quality of life and the well-being of the society.

**Clients**, ATTICA group strives to protect safety and health of its clients and provides them with the best possible travel experience in order to meet their needs and expectations during their voyage.

**Environment**, ATTICA group tries to integrate the principles of sustainable development into its operations and applies environmentally sound business practices in order to limit its environmental footprint – to the best possible extent.

Indicatively, it is to be noted that all Superfast and Blue Star vessels are certified under the International Safety Management Code (ISM) and strictly apply all European and Greek legislation for the protection of the marine environment. Sensitivity to environmental issues is demonstrated in practice as the group implements and has been certified (without a legislative requirement) regarding all its vessels the International Environmental Management ISO 14001 Code, while it has developed initiatives aimed at addressing the phenomenon of climate change.

### **Labor Issues**

As at 31/12/2016, the group employed 1,058 headcount (1,077 headcount in 2015). The human potential, which is the soul of the Group and exponent of its vision, has always been the main focus for ATTICA group. The purpose and the commitment of the Management is to create a safe and fair work environment, supporting growth and development of employees. At average, the term of human resources occupation at ATTICA group exceeds 14 years.

Strengthening corporate consciousness and on-going training of ATTICA human resources constitute key priorities. In particular, in 2016, in the context of implementing a series of targeted training programs, 5,521 training hours were completed, attended by 80 office workers (2,771 hours), while 511 seamen (2,750 hours) were trained onboard the ships.

ATTICA group has developed a Code of Conduct and Ethics and operates employees' assessment system, improved and updated on on-going basis. The group offers satisfactory salaries within a difficult economic environment and provides additional healthcare and outpatient insurance coverage to all its employees and their family members.

### **Community**

- 116 employees of ATTICA group Sales Network were trained for a total of 4,944 hours.

- 16 students conducted their internship.
- 108 Coast Guards participated in training.
- 68 blood units were collected through voluntary blood donation.
- Percentage of purchases made by provincial suppliers increased by 45%.
- ATTICA group supported more than 50 Organizations and Public Benefit Institutions with an emphasis on the local communities of the islands
- The total value of ATTICA group's social activities exceeded € 1.4 m.

### **Caring for Environment**

- Over 78.4 tons of materials were shipped from the islands free of charge for recycling.
- The group promotes active participation in clean coasts initiative and since 2007, it has installed more than 1,300,000 ashtrays.
- ATTICA group has recycled 235,000 liters of waste lubricating oil, 30m<sup>3</sup> of empty paint containers, 5,5 m<sup>3</sup> and 1,900 kg of cables.
- The group has desalted 76,000 m<sup>3</sup> of water (36% of total consumption) consumed on board the vessels.

### **Human rights/Combating Corruption/Code of Ethics**

ATTICA group respects the International Human Rights Principles, which are included, inter alia, in the International Declaration of Human Rights and complies with ten principles of the UN Global Convention as well as the Maritime Labor Convention (MLC), which has verified ATTICA group's operations and monitors them as far as the human rights issues are concerned. It is to be noted that no complaints on human rights violations were made in 2016. The group has signed the European Enterprise Manifesto 2020, part of Enterprise 2020, a strategic initiative by CSR Hellas Network the European CSR Europe Network and 42 other CSR Networks across Europe, which promote collaboration and initiatives in three strategic areas:

- Enhancing employability and social inclusion.
- Promoting new sustainable modes of production, consumption and living.
- Enhancing transparency and respect for human rights.

#### ***Contributing to combating corruption:***

As part of the group's effort aimed at combating and eradicating corruption, it has accepted and signed the initiative "Call for Action" under the UN Convention on implementing effective anti-corruption policies and practices. Furthermore, in order to ensure transparency of its performance, regarding public debate issues, the group submits its proposals at national and international level through INTERFERRY (International Ferry Association) and APSC (Association of Passenger Shipping Companies).

#### ***Applying Principles and Code of Ethics:***

In order to safeguard its business ethics and culture, the group has disclosed the Code of Conduct and Ethics (CCE) to all its land-based employees, while it is also included in the welcoming pack provided to all the newly recruited employees. The provisions of the Code are mandatory and is binding for all employees, and a failure to observe it may lead to a break in the employment relationship or even criminal penalties.

### 10.3 HYGEIA group

At HYGEIA group, the course of the business development is indissolubly linked to the principles of corporate responsibility and sustainable development and is determined by its high ethical standards and values. Priority steadily supported by the management is that the services rendered by the group's clinics should remain those of the highest global quality thus making HYGEIA group a point of reference in Greece and Europe, while the group should maintain its high position in the healthcare segment internationally.

HYGEIA group operates in the healthcare segment which is the most significant segment for the people. Respect, dignity, love, caring are concepts constituting foundations for every service rendered by the group's Clinics, Diagnostic Centers and Companies.

The aim of the Corporate Responsibility model is for the Group's development to coexist with the initiatives it undertakes with regard to society, the environment, the employees and the market, all the while focusing on people, with a sense of responsibility and compassion. HYGEIA group establishes Corporate Responsibility with the following:

- **Implementing systems and procedures**, aiming to on-going improvement and development of the most important areas of its operations (health and safety, environment, quality of services).
- **Development of centralized reception and management of requests** at group level for the purpose of timely collecting messages, as well as their thorough processing and efficient management.
- **Publication of Annual Financial Reports and CRS Reports.**
- **Creation of Corporate Governance Code.**
- **Informing anyone interested in about its actions**, in a separate section on the websites of HYGEIA group companies.
- **Forming a CSR Team:** the Team includes executives from all the companies of the group, in order to participate, be informed and cover all the operations and the range of services rendered by HYGEIA group. The Team meets at regular intervals for the purposes of coordinating and developing new actions and initiatives devoted to the social actions of the group, systematically keeping records of its activities and preparing the CSR Report. The CSR Team includes representatives from all the sectors of HYGEIA group.

#### **Responsibility to Employees**

The strategy developed in 2016 regarding the Human Resources pillar for all HYGEIA group companies is as follows:

- maintaining jobs
- maintaining salaries
- retaining benefits
- focusing on training

The approach implemented by HYGEIA group has always been people-oriented as well as systems and processes applied by the group. The fact that the management constantly takes care of the group's people and their families has created an award-winning working environment in an objectively challenging business segment. Management and development of human resources is based on four (4) pillars: **Training and Growth, Assessment and Development, Benefits and Equal Opportunities.**

## **Care and Responsibility for Patients**

HYGEIA group is committed to providing high quality services covering the full range of its activities and operations. It implements a comprehensive PATIENT QUALITY & SAFETY IMPROVEMENT PROGRAM that covers the clinical and administrative functions of the group, including clinical laboratory services as well as services rendered by diagnostic or therapeutic department.

### ***HYGEIA is awarded the Gold Seal of Approval***

*HYGEIA hospital has renewed its Joint Commission International (JCI) accreditation for another three years and remains the only hospital in Greece to have received the distinction of Gold Seal of Approval from the most distinguished and internationally recognized Accreditation Standard for Healthcare Organizations, which has certified only 600 hospitals worldwide. JCI accreditation is effective for a three year period, at the end of which any hospital desiring to renew it should be re-inspected. Hospitals that achieve and renew JCI accreditation are distinguished by the Gold Seal of Approval.*

## **Responsibility for the Society**

Contribution, respect, and responsible attitude towards society constitute an integral part of HYGEIA group culture and strategy, which continues to develop lines of actions for the benefit of the society, focusing on prevention and diagnosis, as well as treatment of diseases, thus contributing to overall promotion of HYGEIA group. The social actions of the group are divided into four major initiatives through which the group sets its objectives and strategic priorities. These initiatives include:

- **Promoting public healthcare**

In 2013, the group launched the “Traveling for Health” initiative, with the aim of serving the needs of residents in remote small islands and mountainous regions who don’t have easy access to medical services. 6 voluntary campaigns have been organized so far, over 8,050 residents have been examined and more that 31,000 medical and diagnostic tests have been performed.

- **Voluntary work**

Medical, nursing and administrative staff voluntarily participate in the group's activities through contributing medical materials and devoting their personal time, love and above all - offering a warm hug and a smile to all those in need.

- **Raising public awareness**

On the occasion of World Healthcare Days, European Weeks or Months of Prevention, the group organizes campaigns for the public awareness, offering medical checkups at symbolic prices as well as supporting the vision and action of social institutions and organizations.

- **Contributing to the development of medical science**

Within the framework of the continuous concern of HYGEIA group to invest in training, it organizes and implements training programs, holds conferences and workshops and schedules school visits to its clinics.

## **Caring for Environment**

HYGEIA group consistently and continuously holds environmental care actions in order to ensure on-going improvement and reduce its environmental impact. The group’s objective is to improve the operating model through constant improvement of its companies’ organization and promote healthcare in efficient and environmental friendly ways.

Key environmental performance in respect of healthcare service organizations has to do with sound management of hazardous substances and waste, rational consumption of natural resources, electricity and water supplies and reduced emissions of air pollutants into atmosphere.

**HYGEIA implements Environmental Management System certified by ISO 14001**

HYGEIA group assesses the environmental aspects and impacts of its activities on the environment on an annual basis. Based on this assessment, it seeks to make every possible attempt to improve its environmental performance by setting objectives and programs, defining indicators and monitoring performance in the context of the Environmental Management System implementation.

A further proof of HYGEIA group's commitment to effectively addressing the issues affecting or potentially affecting the environment is the fact that during the period 2015-2016, HYGEIA group spent approximately € 1.5 m on environment protection actions (apart from urban waste management programs). The aforementioned actions include contracts with waste management companies, cost of waste collection, cost of consumables and cost of replacing machinery with new, more environmental friendly ones.

**10.4 SINGULARLOGIC**

SINGULARLOGIC has established policies, procedures and practices to promote and foster corporate social responsibility regarding the following initiatives:

- Human Resources
- Environment
- Society
  - i. Academic Community
  - ii. Volunteering & Social Contribution
  - iii. Local Community

**Responsibility for Human Resources**

The most important asset of the SINGULARLOGIC group is its people. In order to support and develop its human resources, the group has put into place a well-defined, constantly evolving system covering pay, benefits and special offers. With initiatives in the area of healthcare and education activities targeting not only the employees but their families as well, SINGULARLOGIC implements actions focusing on the well-being of its people. In terms of the Human Resources, indicatively, SINGULARLOGIC offers the following:

- A private insurance scheme covering medical and hospital treatment for all employees under a contract of an indefinite duration.
- Investing in its people, offering training through participation in specialized personal development seminars, technical skills seminars and professional certifications.
- Postgraduate grants offered by training providers in Greece and abroad.
- "SingularLogic Days" – events combining entertainment and relaxation to the benefit of employees and their families (visits to the Acropolis Museum, Adventure Park, Planetarium, etc.).
- Recognizing the contribution of employees working in SINGULARLOGIC group for more than 20 years and their children who succeed in annual entrance exams for Universities and Colleges.
- Rewarding the efforts and outstanding performance of employees through the established awards of "Achiever of the Month" & "Achiever of the Year"
- Carrying out an Employee Satisfaction Survey in order to evaluate corporate practices and continuously improve the workplace.



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**Environmental Management**

SINGULARLOGIC maintains an Environmental Management System certified under ISO 14001 which continually evaluates and improves its environmental performance. The main environmental schemes of the group are listed below:

- Paper and battery recycling
- Electronic equipment and fluorescent light recycling
- Toner recycling and reduced paper use via Managed Print Services
- Reduction of water and electricity consumption
- Reduction of air pollutant emissions arising from transport (in 2016, the group went on replacing its vehicles with new technology vehicles).

**Society****i. Academic Community:**

The group aims to make young people more familiar with new technologies and to facilitate their access to the knowledge society. Indicatively, in 2016, SINGULARLOGIC's contribution to the Academic Society was as follows:

- Long-lasting partnership with the liaison offices of most academic institutions in the country to arrange student work placements within SINGULARLOGIC group companies and attracting the very best students under an employment contract.
- Offering free, cutting-edge software to educational institutions and foundations.
- Granting second-hand hardware and office equipment to primary and secondary schools.
- Organizing student study visits to SINGULARLOGIC's facilities.
- Participating in prestigious Career Days events.
- Reinforcing activities that promote youth entrepreneurship and pupils' innovation (i.e. sponsoring the team of the ANATOLIA college for the "F1 in Schools" technology competition, supporting the robotics team of the University of Macedonia etc ).
- Establishing/Launching of an employment program, development and promotion of new talents in the context of Software Development "Decode Your Talent!" offering salaried occupation of one year duration to 10 students and graduates.

**ii. Volunteering & Social Contribution**

By organizing activities and supporting social initiatives, SINGULARLOGIC promotes the spirit and the importance of volunteerism and social contribution of its people. Indicatively, in 2016, SINGULARLOGIC initiatives for Volunteering and Social Contribution included the following:

- Since 1999, the group has been collaborating with a mobile blood donation unit from the Amalia Fleming Hospital with its own blood bank in order to substantially support its people and their families.
- Offering software applications to non-profit organisations.
- Collecting basic materials for destitute people, in collaboration with institutions and organizations.
- Provide financial support to agencies and foundations (i.e. Make a Wish Make A Wish, Floga - Association of Parents of Children with Neoplastic Disease, The Smile of the Child, The Unborn Babies Protection Association "Agkalia", Alzheimer's Disease Society, Hadjipatereion Foundation KAASP, ELEPAP, Unicef, "Gefira Zois – Disabled Protection Association" etc).

**iii. Local Community**

SINGULARLOGIC is focused on supporting and strengthening the local community, and as part of its Corporate Social Responsibility program, has placed priority to collaborations with enterprises in the areas where it does business, providing support to the scope of local agencies, services and foundations. Indicatively, in 2016, SINGULARLOGIC's contribution to the Local Community includes the following:

- Collecting and purchasing food for the Municipal Groceries in the areas of Kifisia and Agios Stefanos.
- On-going communication and cooperation with commercial enterprises of the Municipality of Kifissia for their promotion through offers to the employees of the company.

*A detailed description of MIG Group Corporate Social Responsibility initiatives is provided in the CRE Report for 2016 prepared in compliance with the international standard GRI-G4 (see the Group's website <http://www.marfininvestmentgroup.com>)*

Kifissia, April 28, 2017

As and on behalf of the BoD

Athanasios Papanikolaou  
The Chief Executive Officer

**MARFIN**  
INVESTMENT GROUP

**D. ANNUAL SEPARATE AND CONSOLIDATED FINANCIAL STATEMENTS FOR THE  
FINANCIAL YEAR ENDED 31 DECEMBER 2016  
ACCORDING TO THE INTERNATIONAL FINANCIAL REPORTING STANDARDS (IFRS),  
AS ADOPTED BY THE EUROPEAN UNION**

The attached financial statements were approved by the Board of Directors of MARFIN INVESTMENT GROUP HOLDINGS S.A. as of 28/04/2017 and have been published on the Company's website [www.marfininvestmentgroup.com](http://www.marfininvestmentgroup.com) as well as on the Athens Stock Exchange's website.

## CONSOLIDATED INCOME STATEMENT FOR THE FINANCIAL YEAR 2016

| <i>Amounts in € '000</i>  | Note | THE GROUP        |                  |
|---|------|------------------|------------------|
|   |      | 01/01-31/12/2016 | 01/01-31/12/2015 |
| Sales   | 34   | 1,103,876        | 1,142,845        |
| Cost of sales   | 35   | (794,811)        | (816,774)        |
| <b>Gross profit</b>   |      | <b>309,065</b>   | <b>326,071</b>   |
| Administrative expenses   | 35   | (103,632)        | (99,586)         |
| Distribution expenses   | 35   | (167,046)        | (185,328)        |
| Other operating income  | 36   | 41,244           | 31,131           |
| Other operating expenses  | 37   | (25,789)         | (29,572)         |
| <b>Operating profit</b>   |      | <b>53,842</b>    | <b>42,716</b>    |
| Other financial results   | 38   | (32,453)         | (58,556)         |
| Financial expenses  | 39   | (109,126)        | (106,036)        |
| Financial income  | 40   | 519              | 3,575            |
| Income from dividends   |      | 13               | 24               |
| Share in net gains/(losses) of companies accounted for by the equity method | 41   | 1,415            | (1,548)          |
| <b>Losses before tax from continuing operations</b>                         |      | <b>(85,790)</b>  | <b>(119,825)</b> |
| Income tax  | 42   | 2,992            | (6,199)          |
| <b>Losses after tax for the year from continuing operations</b>             |      | <b>(82,798)</b>  | <b>(126,024)</b> |
| Gains/(Losses) for the year from discontinued operations                    | 7.3  | (12)             | 7,196            |
| <b>Losses after tax for the year</b>  |      | <b>(82,810)</b>  | <b>(118,828)</b> |
| <b>Attributable to:</b>   |      |                  |                  |
| <b>Owners of the parent</b>   |      | <b>(84,877)</b>  | <b>(113,172)</b> |
| - from continuing operations  |      | (84,865)         | (118,897)        |
| - from discontinued operations  |      | (12)             | 5,725            |
| <b>Non-controlling interests</b>  |      | <b>2,067</b>     | <b>(5,656)</b>   |
| - from continuing operations  |      | 2,067            | (7,127)          |
| - from discontinued operations  |      | -                | 1,471            |
| <b>Gains/(Losses) per share (€ / share) :</b>                               |      |                  |                  |
| <b>Basic gains/(losses) per share</b>                                       | 45   | <b>(0.0903)</b>  | <b>(0.1208)</b>  |
| - Basic gains/(losses) per share from continuing operations                 |      | (0.0903)         | (0.1269)         |
| - Basic gains/(losses) per share from discontinued operations               |      | (0.0000)         | 0.0061           |
| <b>Diluted gains/(losses) per share</b>                                     | 45   | <b>(0.0422)</b>  | <b>(0.0614)</b>  |
| - Diluted gains/(losses) per share from continuing operations               |      | (0.0422)         | (0.0653)         |
| - Diluted gains/(losses) per share from discontinued operations             |      | (0.0000)         | 0.0039           |

*The accompanying notes form an integral part of these Annual Separate and Consolidated Financial Statements*

**SEPARATE INCOME STATEMENT FOR THE FINANCIAL YEAR 2016**

| <i>Amounts in € '000</i>   | Note | THE COMPANY      |                  |
|--|------|------------------|------------------|
|  |      | 01/01-31/12/2016 | 01/01-31/12/2015 |
| Income/(Expenses) from investments in subsidiaries & investment portfolio    | 38   | (61,263)         | (93,104)         |
| Income/(Expenses) from financial assets at fair value through profit or loss | 38   | 151              | 298              |
| Other income   |      | 9                | 66               |
| <b>Total Operating income</b>  |      | <b>(61,103)</b>  | <b>(92,740)</b>  |
| Fees and other expenses to third parties                                     | 35   | (7,681)          | (4,309)          |
| Wages, salaries and social security costs                                    | 35   | (4,460)          | (4,355)          |
| Depreciation and amortization  |      | (412)            | (482)            |
| Other operating expenses   | 35   | (4,293)          | (3,902)          |
| <b>Total operating expenses</b>  |      | <b>(16,846)</b>  | <b>(13,048)</b>  |
| Financial income   | 40   | 163              | 1,706            |
| Financial expenses   | 39   | (39,548)         | (38,192)         |
| Other financial results  | 38   | 403              | 1,174            |
| <b>Losses before tax for the year</b>  |      | <b>(116,931)</b> | <b>(141,100)</b> |
| Income tax   |      | -                | -                |
| <b>Losses after tax for the year</b>   |      | <b>(116,931)</b> | <b>(141,100)</b> |
| <b>Gains/(Losses) per share (€ / share) :</b>                                |      |                  |                  |
| - Basic  | 45   | (0.1245)         | (0.1506)         |
| - Diluted  | 45   | (0.0642)         | (0.0805)         |

*The accompanying notes form an integral part of these Annual Separate and Consolidated Financial Statements*

## CONSOLIDATED AND SEPARATE STATEMENT OF COMPREHENSIVE INCOME FOR THE FINANCIAL YEAR 2016

| <i>Amounts in € '000</i>   | Note | THE GROUP        |                  | THE COMPANY      |                  |
|--|------|------------------|------------------|------------------|------------------|
|  |      | 01/01-31/12/2016 | 01/01-31/12/2015 | 01/01-31/12/2016 | 01/01-31/12/2015 |
| <b>Losses for the year (from continuing and discontinued operations)</b>                             |      | <b>(82,810)</b>  | <b>(118,828)</b> | <b>(116,931)</b> | <b>(141,100)</b> |
| <b>Other comprehensive income:</b>   |      |                  |                  |                  |                  |
| <b>Amounts that will not be reclassified in the Income Statement in subsequent years</b>             |      |                  |                  |                  |                  |
| Remeasurement of defined benefit pension plans   |      | (750)            | (697)            | (16)             | 1                |
| Deferred tax on revaluation of accrued pensions  | 46   | 208              | 172              | -                | -                |
| Deferred taxes on revaluation of accrued pensions due to change in the tax rate                      | 46   | -                | (33)             | -                | -                |
|  |      | <b>(542)</b>     | <b>(558)</b>     | <b>(16)</b>      | <b>1</b>         |
| <b>Amounts that may be reclassified in the Income Statement in subsequent years</b>                  |      |                  |                  |                  |                  |
| Cash flow hedging :  |      |                  |                  |                  |                  |
| - current year gains/(losses)  |      | 3,881            | 7,421            | -                | -                |
| - reclassification to profit or loss for the year  |      | 1,245            | (1,732)          | -                | -                |
| Available-for-sale financial assets :  |      |                  |                  |                  |                  |
| - current year gains/(losses)  |      | 8                | (30)             | -                | -                |
| Exchange differences on translating foreign operations   |      | 154              | (1,420)          | -                | -                |
| Exchange gain/(loss) on disposal of foreign operations reclassified in profit or loss for the period |      | -                | 1                | -                | -                |
| Share of other comprehensive income of equity accounted investments :                                |      |                  |                  |                  |                  |
| - current year gains/(losses)  |      | -                | (595)            | -                | -                |
| - reclassification to profit or loss for the year  |      | 77               | 3,179            | -                | -                |
|  |      | <b>5,365</b>     | <b>6,824</b>     | <b>-</b>         | <b>-</b>         |
| <b>Other comprehensive income for the year after tax</b>   | 46   | <b>4,823</b>     | <b>6,266</b>     | <b>(16)</b>      | <b>1</b>         |
| <b>Total comprehensive income for the year after tax</b>   |      | <b>(77,987)</b>  | <b>(112,562)</b> | <b>(116,947)</b> | <b>(141,099)</b> |
| <b>Attributable to:</b>  |      |                  |                  |                  |                  |
| Owners of the parent   |      | (80,596)         | (107,290)        |                  |                  |
| Non-controlling interests  |      | 2,609            | (5,272)          |                  |                  |

*The accompanying notes form an integral part of these Annual Separate and Consolidated Financial Statements*

## STATEMENT OF FINANCIAL POSITION AS OF DECEMBER 31<sup>st</sup> 2016

| Amounts in € '000  | Note | THE GROUP        |                  | THE COMPANY      |                  |
|--|------|------------------|------------------|------------------|------------------|
|  |      | 31/12/2016       | 31/12/2015       | 31/12/2016       | 31/12/2015       |
| <b>ASSETS</b>  |      |                  |                  |                  |                  |
| <b>Non-Current Assets</b>  |      |                  |                  |                  |                  |
| Tangible assets  | 9    | 1,133,786        | 1,180,720        | 945              | 1,324            |
| Goodwill   | 10   | 237,773          | 242,768          | -                | -                |
| Intangible assets  | 11   | 434,206          | 451,227          | 5                | 8                |
| Investments in subsidiaries  | 12   | -                | -                | 1,174,147        | 1,241,924        |
| Investments in associates  | 13   | 59,342           | 49,224           | -                | -                |
| Investment portfolio   | 14   | 471              | 888              | -                | -                |
| Property investments   | 15   | 275,225          | 280,067          | -                | -                |
| Other non-current assets   | 16   | 15,318           | 19,158           | 193,099          | 223,138          |
| Deferred tax asset   | 17   | 40,024           | 37,835           | -                | -                |
| <b>Total</b>   |      | <b>2,196,145</b> | <b>2,261,887</b> | <b>1,368,196</b> | <b>1,466,394</b> |
| <b>Current Assets</b>  |      |                  |                  |                  |                  |
| Inventories  | 18   | 67,572           | 59,752           | -                | -                |
| Trade and other receivables  | 19   | 228,423          | 246,117          | -                | -                |
| Other current assets   | 20   | 71,656           | 74,860           | 13,272           | 15,400           |
| Trading portfolio and other financial assets at fair value through P&L | 21   | 2,867            | 3,981            | 815              | 725              |
| Derivative financial instruments                                       | 28   | 5,877            | -                | -                | -                |
| Cash, cash equivalents & restricted cash                               | 22   | 142,900          | 177,553          | 10,197           | 14,915           |
| <b>Total</b>   |      | <b>519,295</b>   | <b>562,263</b>   | <b>24,284</b>    | <b>31,040</b>    |
| <b>Total Assets</b>  |      | <b>2,715,440</b> | <b>2,824,150</b> | <b>1,392,480</b> | <b>1,497,434</b> |
| <b>EQUITY AND LIABILITIES</b>  |      |                  |                  |                  |                  |
| <b>Equity</b>  |      |                  |                  |                  |                  |
| Share capital  | 23   | 281,853          | 281,816          | 281,853          | 281,816          |
| Share premium  | 23   | 3,874,689        | 3,874,659        | 3,874,689        | 3,874,659        |
| Fair value reserves  | 24   | 2,085            | (2,581)          | -                | -                |
| Other reserves   | 24   | 33,781           | 33,674           | 35,731           | 35,732           |
| Retained earnings  |      | (3,879,448)      | (3,793,674)      | (3,526,178)      | (3,409,232)      |
| <b>Equity attributable to owners of the parent</b>                     |      | <b>312,960</b>   | <b>393,894</b>   | <b>666,095</b>   | <b>782,975</b>   |
| Non-controlling interests  |      | 116,050          | 114,506          | -                | -                |
| <b>Total Equity</b>  |      | <b>429,010</b>   | <b>508,400</b>   | <b>666,095</b>   | <b>782,975</b>   |
| <b>Non-current liabilities</b>   |      |                  |                  |                  |                  |
| Deferred tax liability   | 17   | 195,810          | 205,762          | -                | -                |
| Accrued pension and retirement obligations                             | 25   | 34,635           | 32,477           | 184              | 166              |
| Government grants  | 26   | 7,721            | 8,592            | -                | -                |
| Long-term borrowings   | 27   | 855,987          | 794,954          | 597,144          | 494,907          |
| Non-Current Provisions   | 29   | 16,520           | 14,198           | -                | -                |
| Other long-term liabilities  | 30   | 11,759           | 14,213           | 9,514            | 11,434           |
| <b>Total</b>   |      | <b>1,122,432</b> | <b>1,070,196</b> | <b>606,842</b>   | <b>506,507</b>   |
| <b>Current Liabilities</b>   |      |                  |                  |                  |                  |
| Trade and other payables   | 31   | 180,608          | 185,670          | -                | -                |
| Tax payable  | 32   | 2,331            | 2,926            | -                | -                |
| Short-term borrowings  | 27   | 818,495          | 898,040          | 106,895          | 196,441          |
| Derivative financial instruments                                       | 28   | -                | 1,342            | -                | -                |
| Current provisions   | 29   | 443              | 213              | -                | -                |
| Other current liabilities  | 33   | 162,121          | 157,363          | 12,648           | 11,511           |
| <b>Total</b>   |      | <b>1,163,998</b> | <b>1,245,554</b> | <b>119,543</b>   | <b>207,952</b>   |
| <b>Total liabilities</b>   |      | <b>2,286,430</b> | <b>2,315,750</b> | <b>726,385</b>   | <b>714,459</b>   |
| <b>Total Equity and Liabilities</b>                                    |      | <b>2,715,440</b> | <b>2,824,150</b> | <b>1,392,480</b> | <b>1,497,434</b> |

The accompanying notes form an integral part of these Annual Separate and Consolidated Financial Statements

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE FINANCIAL YEAR 2016

| <i>Amounts in € '000</i>  | Note | Number of Shares   | Share Capital  | Share Premium    | Fair Value Reserve | Other Reserves | Retained earnings  | Total Equity attribut. to Owners of the Parent | Non-controlling Interests | Total Equity    |
|---|------|--------------------|----------------|------------------|--------------------|----------------|--------------------|--|---------------------------|-----------------|
| <b>Balance as of 01/01/2016</b>   |      | <b>939,385,586</b> | <b>281,816</b> | <b>3,874,659</b> | <b>(2,581)</b>     | <b>33,674</b>  | <b>(3,793,674)</b> | <b>393,894</b>                                 | <b>114,506</b>            | <b>508,400</b>  |
| Share capital increase through conversion of convertible bonds                | 23   | 125,162            | 37             | 30               | -                  | (1)            | 1                  | 67   | -                         | 67              |
| Non-controlling interests due to purchase of subsidiaries                     |      | -                  | -              | -                | -                  | -              | -                  | -  | 412                       | 412             |
| Change increase/(decrease) of non-controlling interests in subsidiaries       |      | -                  | -              | -                | -                  | -              | (405)              | (405)  | 418                       | 13              |
| Dividends to non-controlling interests of subsidiaries                        |      | -                  | -              | -                | -                  | -              | -                  | -  | (1,738)                   | (1,738)         |
| Decrease in non-controlling interests due to sale of interest in subsidiaries |      | -                  | -              | -                | -                  | -              | -                  | -  | (29)                      | (29)            |
| Share capital decrease by share capital return to non-controlling interests   |      | -                  | -              | -                | -                  | -              | -                  | -  | (128)                     | (128)           |
| <b>Transactions with owners</b>   |      | <b>125,162</b>     | <b>37</b>      | <b>30</b>        | <b>-</b>           | <b>(1)</b>     | <b>(404)</b>       | <b>(338)</b>                                   | <b>(1,065)</b>            | <b>(1,403)</b>  |
| <b>Profit/(Loss) for the year</b>   |      | <b>-</b>           | <b>-</b>       | <b>-</b>         | <b>-</b>           | <b>-</b>       | <b>(84,877)</b>    | <b>(84,877)</b>                                | <b>2,067</b>              | <b>(82,810)</b> |
| <b>Other comprehensive income:</b>  |      |                    |                |                  |                    |                |                    |  |                           |                 |
| Cash flow hedges  |      |                    |                |                  |                    |                |                    |  |                           |                 |
| - current year gains/(losses)   |      | -                  | -              | -                | 3,469              | -              | -                  | 3,469  | 412                       | 3,881           |
| - reclassification to profit or loss for the year                             |      | -                  | -              | -                | 1,113              | -              | -                  | 1,113  | 132                       | 1,245           |
| Available-for-sale financial assets   |      |                    |                |                  |                    |                |                    |  |                           |                 |
| - current year gains/(losses)   |      | -                  | -              | -                | 7                  | -              | -                  | 7  | 1                         | 8               |
| Exchange differences on translation of foreign operations                     |      | -                  | -              | -                | -                  | 108            | -                  | 108  | 46                        | 154             |
| Remeasurements of defined benefit pension plans                               |      | -                  | -              | -                | -                  | -              | (683)              | (683)  | (67)                      | (750)           |
| Share of other comprehensive income of equity accounted investments           |      |                    |                |                  |                    |                |                    |  |                           |                 |
| - reclassification to profit or loss for the year                             |      | -                  | -              | -                | 77                 | -              | -                  | 77   | -                         | 77              |
| Deferred tax on revaluation of accrued pensions                               | 46   | -                  | -              | -                | -                  | -              | 190                | 190  | 18                        | 208             |
| <b>Other comprehensive income for the year after tax</b>                      | 46   | <b>-</b>           | <b>-</b>       | <b>-</b>         | <b>4,666</b>       | <b>108</b>     | <b>(493)</b>       | <b>4,281</b>                                   | <b>542</b>                | <b>4,823</b>    |
| <b>Total comprehensive income for the year after tax</b>                      |      | <b>-</b>           | <b>-</b>       | <b>-</b>         | <b>4,666</b>       | <b>108</b>     | <b>(85,370)</b>    | <b>(80,596)</b>                                | <b>2,609</b>              | <b>(77,987)</b> |
| <b>Balance as of 31/12/2016</b>   |      | <b>939,510,748</b> | <b>281,853</b> | <b>3,874,689</b> | <b>2,085</b>       | <b>33,781</b>  | <b>(3,879,448)</b> | <b>312,960</b>                                 | <b>116,050</b>            | <b>429,010</b>  |

The accompanying notes form an integral part of these Annual Separate and Consolidated Financial Statements



## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE FINANCIAL YEAR 2015

| <i>Amounts in €'000</i>   | Note      | Number of Shares   | Share Capital  | Share Premium    | Fair Value Reserve | Other Reserves | Retained earnings  | Total Equity attribut. to Owners of the Parent | Non-controlling Interests | Total Equity     |
|---|-----------|--------------------|----------------|------------------|--------------------|----------------|--------------------|--|---------------------------|------------------|
| <b>Balance as of 01/01/2015</b>   |           | <b>937,122,261</b> | <b>281,137</b> | <b>3,873,867</b> | <b>(7,893)</b>     | <b>32,333</b>  | <b>(3,678,821)</b> | <b>500,623</b>                                 | <b>127,410</b>            | <b>628,033</b>   |
| Share capital increase through conversion of convertible bonds                      | 23        | 2,263,325          | 679            | 799              | -                  | (15)           | 38                 | 1,501  | -                         | 1,501            |
| Expenses related to share capital increase  |           | -                  | -              | (7)              | -                  | -              | -                  | (7)  | -                         | (7)              |
| Transfers between reserves and retained earnings                                    |           | -                  | -              | -                | -                  | 463            | (463)              | -  | -                         | -                |
| Convertible bond loan reserve   |           | -                  | -              | -                | -                  | (197)          | 197                | -  | -                         | -                |
| Non-controlling interests due to purchase of subsidiaries                           |           | -                  | -              | -                | -                  | -              | -                  | -  | 886                       | 886              |
| Change increase/(decrease) of non-controlling interests in subsidiaries             |           | -                  | -              | -                | -                  | -              | (933)              | (933)  | 738                       | (195)            |
| Dividends to owners of non-controlling interests of subsidiaries                    |           | -                  | -              | -                | -                  | -              | -                  | -  | (2,951)                   | (2,951)          |
| Decrease in non-controlling interests due to sale of subsidiaries                   |           | -                  | -              | -                | -                  | -              | -                  | -  | (6,194)                   | (6,194)          |
| Share capital decrease by share capital return to non-controlling interests         |           | -                  | -              | -                | -                  | -              | -                  | -  | (111)                     | (111)            |
| <b>Transactions with owners</b>   |           | <b>2,263,325</b>   | <b>679</b>     | <b>792</b>       | <b>-</b>           | <b>251</b>     | <b>(1,161)</b>     | <b>561</b>                                     | <b>(7,632)</b>            | <b>(7,071)</b>   |
| <b>Profit/(Loss) for the year</b>   |           | <b>-</b>           | <b>-</b>       | <b>-</b>         | <b>-</b>           | <b>-</b>       | <b>(113,172)</b>   | <b>(113,172)</b>                               | <b>(5,656)</b>            | <b>(118,828)</b> |
| <b>Other comprehensive income:</b>  |           |                    |                |                  |                    |                |                    |  |                           |                  |
| Cash flow hedges  |           |                    |                |                  |                    |                |                    |  |                           |                  |
| - current year gains/(losses)   |           | -                  | -              | -                | 6,884              | -              | -                  | 6,884  | 537                       | 7,421            |
| - reclassification to profit or loss for the year                                   |           | -                  | -              | -                | (1,548)            | -              | -                  | (1,548)  | (184)                     | (1,732)          |
| Available-for-sale financial assets   |           |                    |                |                  |                    |                |                    |  |                           |                  |
| - current year gains/(losses)   |           | -                  | -              | -                | (24)               | -              | -                  | (24)   | (6)                       | (30)             |
| Exchange differences on translation of foreign operations                           |           | -                  | -              | -                | -                  | (1,495)        | -                  | (1,495)  | 75                        | (1,420)          |
| Exchange gain/(loss) on disposal of foreign operations recognised in profit or loss |           | -                  | -              | -                | -                  | 1              | -                  | 1  | -                         | 1                |
| Remeasurements of defined benefit pension plans                                     |           | -                  | -              | -                | -                  | -              | (646)              | (646)  | (51)                      | (697)            |
| Share of other comprehensive income of equity accounted investments                 |           |                    |                |                  |                    |                |                    |  |                           |                  |
| - current year gains/(losses)   |           | -                  | -              | -                | -                  | (595)          | -                  | (595)  | -                         | (595)            |
| - reclassification to profit or loss for the year                                   |           | -                  | -              | -                | -                  | 3,179          | -                  | 3,179  | -                         | 3,179            |
| Deferred tax on revaluation of accrued pensions                                     | 46        | -                  | -              | -                | -                  | -              | 159                | 159  | 13                        | 172              |
| Deferred taxes on revaluation of accrued pensions due to change in the tax rate     | 46        | -                  | -              | -                | -                  | -              | (33)               | (33)   | -                         | (33)             |
| <b>Other comprehensive income for the year after tax</b>                            | <b>46</b> | <b>-</b>           | <b>-</b>       | <b>-</b>         | <b>5,312</b>       | <b>1,090</b>   | <b>(520)</b>       | <b>5,882</b>                                   | <b>384</b>                | <b>6,266</b>     |
| <b>Total comprehensive income for the year after tax</b>                            |           | <b>-</b>           | <b>-</b>       | <b>-</b>         | <b>5,312</b>       | <b>1,090</b>   | <b>(113,692)</b>   | <b>(107,290)</b>                               | <b>(5,272)</b>            | <b>(112,562)</b> |
| <b>Balance as of 31/12/2015</b>   |           | <b>939,385,586</b> | <b>281,816</b> | <b>3,874,659</b> | <b>(2,581)</b>     | <b>33,674</b>  | <b>(3,793,674)</b> | <b>393,894</b>                                 | <b>114,506</b>            | <b>508,400</b>   |

The accompanying notes form an integral part of these Annual Separate and Consolidated Financial Statements

## SEPARATE STATEMENT OF CHANGES IN EQUITY FOR THE FINANCIAL YEAR 2016

| Amounts in € '000  | Note | Number of Shares | Share Capital | Share Premium | Fair Value Reserve | Other Reserves | Retained earnings | Total Equity |
|--|------|------------------|---------------|---------------|--------------------|----------------|-------------------|--------------|
| <b>Balance as of 01/01/2016</b>                                |      | 939,385,586      | 281,816       | 3,874,659     | -                  | 35,732         | (3,409,232)       | 782,975      |
| Share capital increase through conversion of convertible bonds | 23   | 125,162          | 37            | 30            | -                  | (1)            | 1                 | 67           |
| <b>Transactions with owners</b>                                |      | 125,162          | 37            | 30            | -                  | (1)            | 1                 | 67           |
| <b>Profit/(Loss) for the year</b>                              |      | -                | -             | -             | -                  | -              | (116,931)         | (116,931)    |
| <b>Other comprehensive income:</b>                             |      |                  |               |               |                    |                |                   |              |
| Remeasurements of defined benefit pension plans                |      | -                | -             | -             | -                  | -              | (16)              | (16)         |
| <b>Other comprehensive income for the year after tax</b>       | 46   | -                | -             | -             | -                  | -              | (16)              | (16)         |
| <b>Total comprehensive income for the year after tax</b>       |      | -                | -             | -             | -                  | -              | (116,947)         | (116,947)    |
| <b>Balance as of 31/12/2016</b>                                |      | 939,510,748      | 281,853       | 3,874,689     | -                  | 35,731         | (3,526,178)       | 666,095      |

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## SEPARATE STATEMENT OF CHANGES IN EQUITY FOR THE FINANCIAL YEAR 2015

| Amounts in € '000  | Note | Number of Shares | Share Capital | Share Premium | Fair Value Reserve | Other Reserves | Retained earnings | Total Equity |
|--|------|------------------|---------------|---------------|--------------------|----------------|-------------------|--------------|
| <b>Balance as of 01/01/2015</b>                                |      | 937,122,261      | 281,137       | 3,873,867     | -                  | 35,481         | (3,267,905)       | 922,580      |
| Share capital increase through conversion of convertible bonds | 23   | 2,263,325        | 679           | 799           | -                  | (15)           | 38                | 1,501        |
| Transfers between reserves and retained earnings               |      | -                | -             | -             | -                  | 463            | (463)             | -            |
| Expenses related to share capital increase                     |      | -                | -             | (7)           | -                  | -              | -                 | (7)          |
| Convertible bond loan reserve                                  |      | -                | -             | -             | -                  | (197)          | 197               | -            |
| <b>Transactions with owners</b>                                |      | 2,263,325        | 679           | 792           | -                  | 251            | (228)             | 1,494        |
| <b>Profit/(Loss) for the year</b>                              |      | -                | -             | -             | -                  | -              | (141,100)         | (141,100)    |
| <b>Other comprehensive income:</b>                             |      |                  |               |               |                    |                |                   |              |
| Remeasurements of defined benefit pension plans                |      | -                | -             | -             | -                  | -              | 1                 | 1            |
| <b>Other comprehensive income for the year after tax</b>       | 46   | -                | -             | -             | -                  | -              | 1                 | 1            |
| <b>Total comprehensive income for the year after tax</b>       |      | -                | -             | -             | -                  | -              | (141,099)         | (141,099)    |
| <b>Balance as of 31/12/2015</b>                                |      | 939,385,586      | 281,816       | 3,874,659     | -                  | 35,732         | (3,409,232)       | 782,975      |

The accompanying notes form an integral part of these Annual Separate and Consolidated Financial Statements

## STATEMENT OF CASH FLOWS FOR THE FINANCIAL YEAR 2016 (CONSOLIDATED AND SEPARATE)

| Amounts in € '000   | THE GROUP        |                  | THE COMPANY      |                  |
|---|------------------|------------------|------------------|------------------|
|   | 01/01-31/12/2016 | 01/01-31/12/2015 | 01/01-31/12/2016 | 01/01-31/12/2015 |
| <b>Losses for the year before tax from continuing operations</b>                                | <b>(85,790)</b>  | <b>(119,825)</b> | <b>(116,931)</b> | <b>(141,100)</b> |
| Adjustments   | 249,232          | 281,309          | 100,617          | 128,920          |
| <b>Cash flows from operating activities before working capital changes</b>                      | <b>163,442</b>   | <b>161,484</b>   | <b>(16,314)</b>  | <b>(12,180)</b>  |
| <b>Changes in working capital</b>   |                  |                  |                  |                  |
| (Increase) / Decrease in inventories  | (8,910)          | 1,307            | -                | -                |
| (Increase)/Decrease in trade receivables  | (15,158)         | (13,292)         | 146              | (59)             |
| Increase / (Decrease) in liabilities  | (14,793)         | (3,882)          | 2,316            | (512)            |
| (Increase)/Decrease of trading portfolio  | -                | -                | (98)             | 86               |
|   | <b>(38,861)</b>  | <b>(15,867)</b>  | <b>2,364</b>     | <b>(485)</b>     |
| <b>Cash flows from operating activities</b>   | <b>124,581</b>   | <b>145,617</b>   | <b>(13,950)</b>  | <b>(12,665)</b>  |
| Interest paid   | (84,860)         | (81,153)         | (42,318)         | (41,282)         |
| Income tax paid   | (7,603)          | (5,769)          | -                | -                |
| <b>Net cash flows from operating activities from continuing operations</b>                      | <b>32,118</b>    | <b>58,695</b>    | <b>(56,268)</b>  | <b>(53,947)</b>  |
| <b>Net cash flows from operating activities of discontinued operations</b>                      | <b>48</b>        | <b>6,975</b>     | <b>-</b>         | <b>-</b>         |
| <b>Net cash flows from operating activities</b>   | <b>32,166</b>    | <b>65,670</b>    | <b>(56,268)</b>  | <b>(53,947)</b>  |
| <b>Cash flows from investing activities</b>   |                  |                  |                  |                  |
| Purchase of property, plant and equipment   | (30,371)         | (19,886)         | (53)             | (55)             |
| Purchase of intangible assets   | (4,827)          | (5,247)          | -                | -                |
| Purchase of investment property   | (2,765)          | (172)            | -                | -                |
| Disposal of property, plant and equipment, intangible assets and investment property            | 818              | 1,134            | 25               | 2                |
| Return of advance for subsidiary's SCI  | -                | -                | 13,000           | -                |
| Dividends received  | 17               | 1,666            | -                | -                |
| Investments in trading portfolio and financial assets at fair value through profit and loss     | 1,219            | (2,813)          | -                | -                |
| Investments in subsidiaries and associates  | 8,327            | 35,219           | 25,646           | (11,415)         |
| Change in non-current assets  | (7,000)          | -                | -                | -                |
| Interest received   | 714              | 1,236            | 163              | 672              |
| Loans to related parties  | (75)             | -                | -                | (6,792)          |
| Receivables from loans to related parties   | -                | -                | -                | 6,162            |
| Grants received   | 2,757            | 1,902            | -                | -                |
| <b>Net cash flow from investing activities from continuing operations</b>                       | <b>(31,186)</b>  | <b>13,039</b>    | <b>38,781</b>    | <b>(11,426)</b>  |
| <b>Net cash flow from investing activities of discontinued operations</b>                       | <b>4</b>         | <b>(14,286)</b>  | <b>-</b>         | <b>-</b>         |
| <b>Net cash flow from investing activities</b>  | <b>(31,182)</b>  | <b>(1,247)</b>   | <b>38,781</b>    | <b>(11,426)</b>  |
| <b>Cash flow from financing activities</b>  |                  |                  |                  |                  |
| Proceeds from issuance of ordinary shares of subsidiary   | 72               | 40               | -                | -                |
| Expenses related to share capital increase  | -                | (7)              | -                | (7)              |
| Proceeds from borrowings  | 69,636           | 68,580           | 25,759           | 61,486           |
| Payments for borrowings   | (100,573)        | (101,683)        | (13,000)         | (34,923)         |
| Changes in ownership interests in existing subsidiaries   | (304)            | (173)            | -                | -                |
| Payments for share capital decrease to non-controlling interests of subsidiaries                | (128)            | (111)            | -                | -                |
| Dividends paid to non-controlling interests   | (3,043)          | (910)            | -                | -                |
| Loans from related parties  | -                | -                | -                | 2,900            |
| Payment of finance lease liabilities  | (1,198)          | (782)            | -                | -                |
| <b>Net cash flow from financing activities from continuing operations</b>                       | <b>(35,538)</b>  | <b>(35,046)</b>  | <b>12,759</b>    | <b>29,456</b>    |
| <b>Net cash flow from financing activities of discontinued operations</b>                       | <b>-</b>         | <b>7,184</b>     | <b>-</b>         | <b>-</b>         |
| <b>Net cash flow from financing activities</b>  | <b>(35,538)</b>  | <b>(27,862)</b>  | <b>12,759</b>    | <b>29,456</b>    |
| <b>Net (decrease) / increase in cash, cash equivalents and restricted cash</b>                  | <b>(34,554)</b>  | <b>36,561</b>    | <b>(4,728)</b>   | <b>(35,917)</b>  |
| Cash, cash equivalents and restricted cash at the beginning of the year                         | 177,553          | 140,596          | 14,915           | 50,825           |
| Exchange differences in cash, cash equivalents and restricted cash from continuing operations   | (99)             | 15               | 10               | 7                |
| Exchange differences in cash, cash equivalents and restricted cash from discontinued operations | -                | 381              | -                | -                |
| <b>Net cash, cash equivalents and restricted cash at the end of the year</b>                    | <b>142,900</b>   | <b>177,553</b>   | <b>10,197</b>    | <b>14,915</b>    |

The accompanying notes form an integral part of these Annual Separate and Consolidated Financial Statements

Profit adjustments are analyzed as follows:

| <i>Amounts in € '000</i>  | THE GROUP        |                  | THE COMPANY      |                  |
|---|------------------|------------------|------------------|------------------|
|   | 01/01-31/12/2016 | 01/01-31/12/2015 | 01/01-31/12/2016 | 01/01-31/12/2015 |
| <b>Adjustments for:</b>   |                  |                  |                  |                  |
| Depreciation and amortization expense   | 79,823           | 82,394           | 411              | 482              |
| Changes in pension obligations  | 2,779            | 2,660            | 25               | 25               |
| Provisions  | 32,410           | 12,992           | -                | 6                |
| Impairment of assets  | 44,289           | 50,121           | 61,677           | 87,816           |
| Profits from reversal of impairment of assets   | (17,526)         | (3,049)          | (414)            | -                |
| (Profit) / loss from investment property at fair value  | 7,277            | 23,793           | -                | -                |
| Unrealized exchange gains/(losses)  | (112)            | (268)            | (43)             | (2)              |
| (Profit) loss on sale of property, plant and equipment, intangible assets and investment property                         | (368)            | 510              | (2)              | (1)              |
| (Profit) / loss from fair value valuation of financial assets at fair value through profit and loss and trading portfolio | 3,671            | 8,475            | 8                | -                |
| Share in net (profit) / loss of companies accounted for by the equity method  | (1,415)          | 1,548            | -                | -                |
| (Profit) / loss from sale of financial assets at fair value through profit and loss and trading portfolio                 | 2,518            | 4,946            | -                | -                |
| (Profit) / loss from disposal of a shareholding in subsidiaries/associates  | (44)             | -                | -                | 5,288            |
| Interest and similar income   | (498)            | (3,537)          | (163)            | (1,706)          |
| Interest and similar expenses   | 108,390          | 105,234          | 39,544           | 38,188           |
| Income from dividends   | (13)             | (24)             | -                | -                |
| Grants amortization   | (871)            | (960)            | -                | -                |
| Income from reversal of prior year's provisions   | (9,625)          | (2,759)          | -                | -                |
| Non-cash (income)/expenses  | (1,453)          | (767)            | (426)            | (1,176)          |
| <b>Total</b>  | <b>249,232</b>   | <b>281,309</b>   | <b>100,617</b>   | <b>128,920</b>   |

*The accompanying notes form an integral part of these Annual Separate and Consolidated Financial Statements*

**1 GENERAL INFORMATION ON THE GROUP**

The Group Financial Statements have been prepared in compliance with the International Financial Reporting Standards as issued by the International Accounting Standards Board and adopted by the European Union.

The Company “MARFIN INVESTMENT GROUP HOLDINGS S.A.” under the discreet title “MARFIN INVESTMENT GROUP” (“MIG”) is domiciled in Greece in the Municipality of Kifissia of Attica. The Company’s term of duration is 100 years starting from its establishment and can be extended following a resolution of the General Shareholders Meeting.

MIG operates as a holding societe anonyme according to Greek legislation and specifically according to the provisions of C.L. 2190/1920 on societe anonymes, as it stands. The Financial Statements are posted on the Company’s website at [www.marfininvestmentgroup.com](http://www.marfininvestmentgroup.com). The Company’s shares are listed in the Athens Stock Exchange. The Company’s stock is included in the ASE General Index (Bloomberg Ticker: MIG GA, Reuters ticker: MIGr.AT, OASIS: MIG).

The main activity of the Group is focused on buyouts and equity investments in Greece, Cyprus and the wider South-Eastern Europe area. Following its disinvestment from the banking sector in 2007 and several mergers and acquisitions, the Group’s activities focus on 6 operating sectors:

- Food and Dairy,
- Transportation,
- IT and Telecommunications,
- Financial Services,
- Healthcare, and
- Private Equity.

On December 31, 2016, the Group’s headcount amounted to 10,347, while on December 31, 2015 the Group’s headcount amounted to 10,227. On December 31, 2016 and 2015 the Company’s headcount amounted to 44 and 49 respectively.

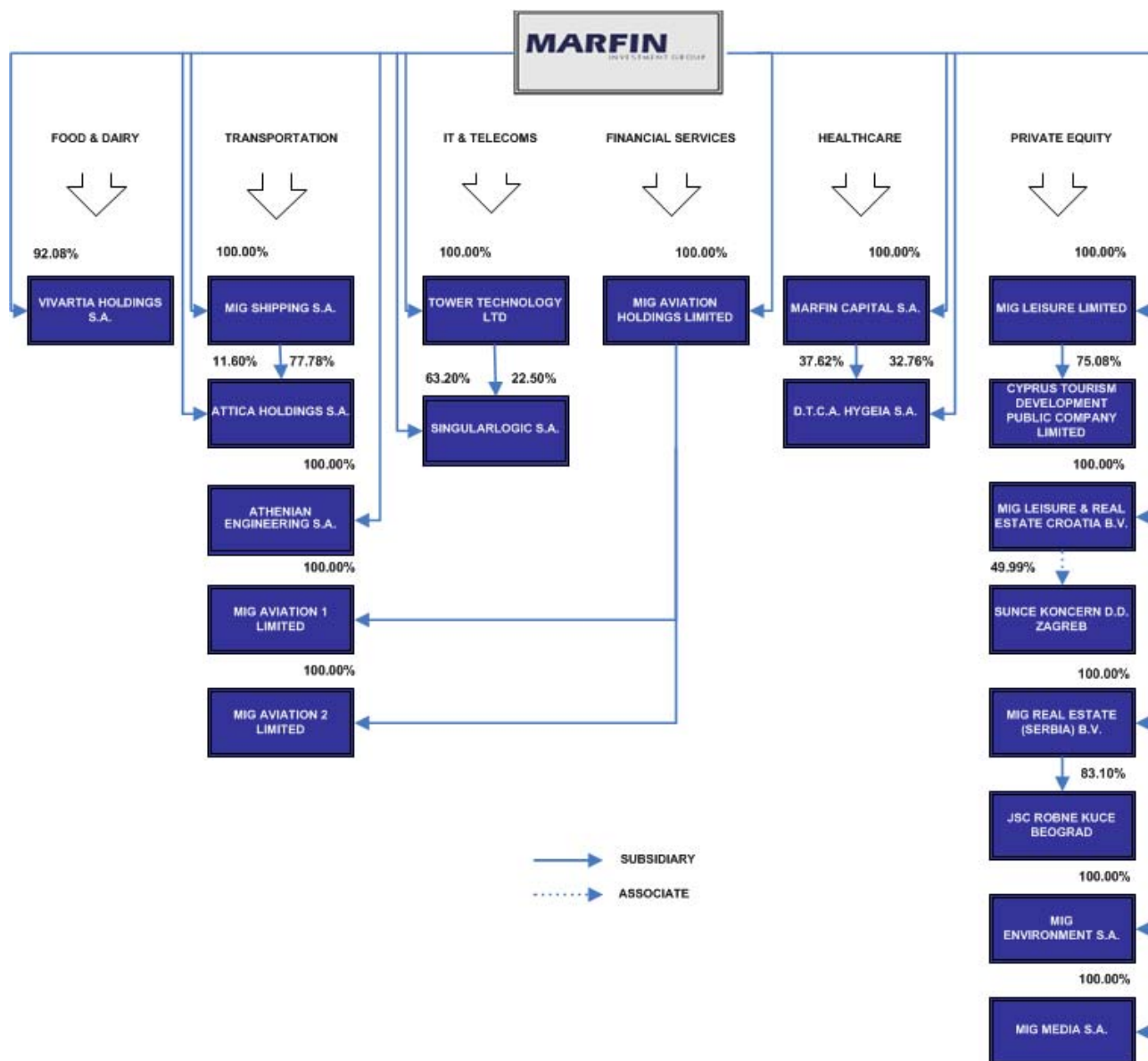
MARFIN INVESTMENT GROUP HOLDINGS S.A. companies, included in the consolidated Financial Statements, as well as their non-tax audited years are analysed in Note 2 of the Financial Statements.

The attached Financial Statements for the financial year ending 31/12/2016 were approved by the Company’s Board of Directors on April 28, 2017 and are subject to the final approval of the Annual Ordinary General Shareholder Meeting. The financial statements are available to the investing public at the Company’s head office (67 Thisseos Ave., 146 71 Kifissia, Greece) and on the Company’s website.

Consolidated Financial Statements of MIG Group are consolidated under the equity method, in the Financial Statements of PIRAEUS BANK S.A., which is domiciled in Greece and whose holding in the Company amounts to 31.19% as of 31/12/2016.

## 2 GROUP STRUCTURE AND ACTIVITIES

The Group's structure on 31/12/2016 is as follows:



## 2.1 Consolidated entities table on 31/12/2016

The following table presents MIG's consolidated entities on 31/12/2016, their domiciles, their principal activity, the Company's direct and indirect shareholdings, the consolidation method as well as the non-tax audited financial years.

| Company Name   | Domicile           | Principal activity                          | Direct % | Indirect % | Total %               | Consolidation Method | Non-tax Audited Years <sup>(5)</sup> |
|--|--------------------|---|----------|------------|-----------------------|----------------------|--------------------------------------|
| <b>MARFIN INVESTMENT GROUP HOLDINGS S.A.</b>   | <b>Greece</b>      | <b>Holding company</b>                      |          |            | <b>Parent Company</b> |                      | <b>2012-2015</b>                     |
| <b>MIG Subsidiaries</b>  |                    |   |          |            |                       |                      |                                      |
| MARFIN CAPITAL S.A.  | BVI <sup>(4)</sup> | Holding company                             | 100.00%  | -          | <b>100.00%</b>        | Purchase Method      | - <sup>(1)</sup>                     |
| VIVARTIA HOLDINGS S.A.   | Greece             | Holding company                             | 92.08%   | -          | <b>92.08%</b>         | Purchase Method      | 2009-2016                            |
| MIG LEISURE LTD  | Cyprus             | Management of investments                   | 100.00%  | -          | <b>100.00%</b>        | Purchase Method      | -                                    |
| MIG SHIPPING S.A.  | BVI <sup>(4)</sup> | Holding company                             | 100.00%  | -          | <b>100.00%</b>        | Purchase Method      | - <sup>(1)</sup>                     |
| MIG REAL ESTATE (SERBIA) B.V.  | Holland            | Management of investments                   | 100.00%  | -          | <b>100.00%</b>        | Purchase Method      | -                                    |
| MIG LEISURE & REAL ESTATE CROATIA B.V.   | Holland            | Management of investments                   | 100.00%  | -          | <b>100.00%</b>        | Purchase Method      | -                                    |
| SINGULARLOGIC S.A.   | Greece             | IT systems and software applications        | 63.20%   | 22.50%     | <b>85.70%</b>         | Purchase Method      | 2008-2016                            |
| ATHENIAN ENGINEERING S.A.  | Greece             | Aircraft maintenance and repairs            | 100.00%  | -          | <b>100.00%</b>        | Purchase Method      | 2009-2016                            |
| MIG AVIATION HOLDINGS LTD  | Cyprus             | Holding company                             | 100.00%  | -          | <b>100.00%</b>        | Purchase Method      | -                                    |
| TOWER TECHNOLOGY LTD   | Cyprus             | Holding company                             | 100.00%  | -          | <b>100.00%</b>        | Purchase Method      | -                                    |
| MIG ENVIRONMENT HOLDINGS & INVESTMENTS S.A.  | Greece             | Holding company                             | 100.00%  | -          | <b>100.00%</b>        | Purchase Method      | 2011-2016                            |
| MIG MEDIA S.A.   | Greece             | Advertising services                        | 100.00%  | -          | <b>100.00%</b>        | Purchase Method      | 2012-2016                            |
| <b>MIG LEISURE LTD Subsidiary</b>  |                    |   |          |            |                       |                      |                                      |
| CYPRUS TOURISM DEVELOPMENT PUBLIC COMPANY LTD  | Cyprus             | Hotel management                            | -        | 75.08%     | <b>75.08%</b>         | Purchase Method      | -                                    |
| <b>MIG SHIPPING S.A. Subsidiary</b>  |                    |   |          |            |                       |                      |                                      |
| ATTICA HOLDINGS S.A.   | Greece             | Holding company                             | 11.60%   | 77.78%     | <b>89.38%</b>         | Purchase Method      | 2008 & 2010-2016                     |
| <b>MARFIN CAPITAL S.A. Subsidiary</b>  |                    |   |          |            |                       |                      |                                      |
| HYGEIA S.A.  | Greece             | Primary and secondary healthcare services   | 32.76%   | 37.62%     | <b>70.38%</b>         | Purchase Method      | 2011-2016                            |
| <b>MIG REAL ESTATE (SERBIA) B.V. Subsidiary</b>  |                    |   |          |            |                       |                      |                                      |
| JSC ROBNE KUCE BEOGRAD (RKB)   | Serbia             | Real estate management                      | -        | 83.10%     | <b>83.10%</b>         | Purchase Method      | -                                    |
| <b>MIG AVIATION HOLDINGS LTD Subsidiaries</b>  |                    |   |          |            |                       |                      |                                      |
| MIG AVIATION 1 LTD   | Cyprus             | Helicopter management                       | -        | 100.00%    | <b>100.00%</b>        | Purchase Method      | -                                    |
| MIG AVIATION 2 LTD   | Cyprus             | Dormant                                     | -        | 100.00%    | <b>100.00%</b>        | Purchase Method      | -                                    |
| <b>MIG LEISURE &amp; REAL ESTATE CROATIA B.V. Associate consolidated under the equity consolidation method</b> |                    |   |          |            |                       |                      |                                      |
| SUNCE KONCERN D.D.   | Croatia            | Holding company                             | -        | 49.99998%  | <b>49.99998%</b>      | Equity Method        | -                                    |
| <b>VIVARTIA GROUP</b>  |                    |   |          |            |                       |                      |                                      |
| <b>VIVARTIA HOLDINGS S.A. Subsidiaries</b>   |                    |   |          |            |                       |                      |                                      |
| DELTA FOODS S.A. (former DESMOS DEVELOPMENT S.A)   | Greece             | Production & distribution of dairy products | -        | 92.08%     | <b>92.08%</b>         | Purchase Method      | 2010-2016                            |
| GOODY'S S.A. (former INVESTAL RESTAURANTS S.A.)  | Greece             | Holding company                             | -        | 91.32%     | <b>91.32%</b>         | Purchase Method      | 2010-2016                            |
| BARBA STATHIS S.A. (former CAFE ALKYONI S.A)   | Greece             | Production & distribution of frozen foods   | -        | 92.08%     | <b>92.08%</b>         | Purchase Method      | 2010-2016                            |

| Company Name   | Domicile | Principal activity                          | Direct % | Indirect % | Total %       | Consolidation Method | Non-tax Audited Years <sup>(5)</sup> |
|--|----------|---|----------|------------|---------------|----------------------|--------------------------------------|
| <b>DELTA S.A. Subsidiaries</b>                                   |          |   |          |            |               |                      |                                      |
| EUROFEED HELLAS S.A.   | Greece   | Production & distribution of animal feed    | -        | 92.08%     | <b>92.08%</b> | Purchase Method      | 2010-2016                            |
| VIGLA S.A.   | Greece   | Production & distribution of dairy products | -        | 92.08%     | <b>92.08%</b> | Purchase Method      | 2012-2016                            |
| UNITED MILK HOLDINGS LTD   | Cyprus   | Production & distribution of dairy products | -        | 92.08%     | <b>92.08%</b> | Purchase Method      | -                                    |
| UNITED MILK COMPANY AD   | Bulgaria | Holding company                             | -        | 92.07%     | <b>92.07%</b> | Purchase Method      | -                                    |
| GOODY'S S.A. (former INVESTAL RESTAURANTS S.A.)                  | Greece   | Holding company                             | -        | 0.64%      | <b>0.64%</b>  | Purchase Method      | 2010-2016                            |
| <b>GOODY'S S.A. Subsidiaries</b>                                 |          |   |          |            |               |                      |                                      |
| BALKAN RESTAURANTS S.A.  | Bulgaria | Café-pâtisserie                             | -        | 92.08%     | <b>92.08%</b> | Purchase Method      | -                                    |
| HELLENIC CATERING S.A.   | Greece   | Food industry                               | -        | 90.25%     | <b>90.25%</b> | Purchase Method      | 2010-2016                            |
| HELLENIC FOOD INVESTMENTS S.A.                                   | Greece   | Holding company                             | -        | 56.46%     | <b>56.46%</b> | Purchase Method      | 2010-2016                            |
| ATHENAIKA CAFE-PATISSERIES S.A.                                  | Greece   | Café-pâtisserie                             | -        | 92.08%     | <b>92.08%</b> | Purchase Method      | 2010-2016                            |
| EFKARPIA RESTAURANTS S.A.  | Greece   | Restaurants - Café-pâtisseries              | -        | 46.96%     | <b>46.96%</b> | Purchase Method      | 2010-2016                            |
| EASTERN CRETE RESTAURANTS-PATISSERIES S.A.                       | Greece   | Restaurants - Café-pâtisseries              | -        | 55.25%     | <b>55.25%</b> | Purchase Method      | 2010-2016                            |
| TEMPI CAFE-PATISSERIES S.A.                                      | Greece   | Restaurants - Café-pâtisseries              | -        | 56.40%     | <b>56.40%</b> | Purchase Method      | 2010-2016                            |
| SERRES RESTAURANTS-PATISSERIES S.A.                              | Greece   | Restaurants - Café-pâtisseries              | -        | 92.08%     | <b>92.08%</b> | Purchase Method      | 2010-2016                            |
| KAVALA RESTAURANTS S.A.  | Greece   | Restaurants - Café-pâtisseries              | -        | 46.96%     | <b>46.96%</b> | Purchase Method      | 2008-2016                            |
| MALIAKOS RESTAURANTS S.A.  | Greece   | Restaurants - Café-pâtisseries              | -        | 46.96%     | <b>46.96%</b> | Purchase Method      | 2010-2016                            |
| HARILAOU RESTAURANTS S.A.  | Greece   | Restaurants - Café-pâtisseries              | -        | 46.96%     | <b>46.96%</b> | Purchase Method      | 2010-2016                            |
| VERIA CAFÉ - PATISSERIES S.A.                                    | Greece   | Café-pâtisserie                             | -        | 89.61%     | <b>89.61%</b> | Purchase Method      | 2010-2016                            |
| PARALIA CAFÉ - PATISSERIES S.A.                                  | Greece   | Café-pâtisserie                             | -        | 83.57%     | <b>83.57%</b> | Purchase Method      | 2010-2016                            |
| WHITE MOUNTAIN S.A. (former NAFPLIOS S.A.)                       | Greece   | Café-pâtisserie                             | -        | 41.59%     | <b>41.59%</b> | Purchase Method      | 2010-2016                            |
| IVISKOS S.A.   | Greece   | Restaurants - Café-pâtisseries              | -        | 92.08%     | <b>92.08%</b> | Purchase Method      | 2010-2016                            |
| ARMA INVESTMENTS S.A.  | Greece   | Restaurants - Café-pâtisseries              | -        | 47.42%     | <b>47.42%</b> | Purchase Method      | 2010-2016                            |
| EVEREST S.A. HOLDING & INVESTMENTS                               | Greece   | Holding company                             | -        | 92.08%     | <b>92.08%</b> | Purchase Method      | 2010-2016                            |
| SHOPPING CENTERS CAFÉ-RESTAURANTS S.A.                           | Greece   | Café-pâtisserie                             | -        | 92.08%     | <b>92.08%</b> | Purchase Method      | 2009-2016                            |
| ALBANIAN RESTAURANTS Sh.P.K.                                     | Albania  | Restaurants - Café-pâtisseries              | -        | 46.96%     | <b>46.96%</b> | Purchase Method      | -                                    |
| W FOOD SERVICES S.A.   | Greece   | Café-pâtisserie                             | -        | 89.46%     | <b>89.46%</b> | Purchase Method      | 2010-2016                            |
| PALLINI RESTAURANTS S.A.   | Greece   | Restaurants - Café-pâtisseries              | -        | 92.08%     | <b>92.08%</b> | Purchase Method      | 2010-2016                            |
| ILION RESTAURANTS S.A.   | Greece   | Restaurants - Café-pâtisseries              | -        | 92.08%     | <b>92.08%</b> | Purchase Method      | 2010-2016                            |
| ALMIROU VOLOS RESTAURANTS PATISSERIES TRADING COMPANIES S.A.     | Greece   | Restaurants - Café-pâtisseries              | -        | 52.57%     | <b>52.57%</b> | Purchase Method      | 2011-2016                            |
| GEFSIPLIOIA S.A. (former GLYFADA RESTAURANTS - PATISSERIES S.A.) | Greece   | Restaurants - Café-pâtisseries              | -        | 91.75%     | <b>91.75%</b> | Purchase Method      | 2010-2016                            |



| Company Name  | Domicile | Principal activity                                      | Direct % | Indirect % | Total %       | Consolidation Method | Non-tax Audited Years <sup>(5)</sup> |
|---|----------|---|----------|------------|---------------|----------------------|--------------------------------------|
| <b>HELLENIC FOOD INVESTMENTS S.A. Subsidiaries</b>          |          |   |          |            |               |                      |                                      |
| HOLLYWOOD RESTAURANTS - PATISSERIES S.A.                    | Greece   | Restaurants - Caf -patisseries                          | -        | 54.60%     | <b>54.60%</b> | Purchase Method      | 2010-2016                            |
| ZEFXI RESTAURANTS - PATISSERIES S.A.                        | Greece   | Restaurants - Caf -patisseries                          | -        | 54.84%     | <b>54.84%</b> | Purchase Method      | 2010-2016                            |
| PATRA RESTAURANTS S.A.                                      | Greece   | Caf -patisserie   | -        | 42.35%     | <b>42.35%</b> | Purchase Method      | 2010-2016                            |
| CORINTHOS RESTAURANTS PATISSERIES TRADING COMPANIES S.A.    | Greece   | Restaurants - Caf -patisseries                          | -        | 39.52%     | <b>39.52%</b> | Purchase Method      | 2010-2016                            |
| METRO VOULIAGMENIS S.A.                                     | Greece   | Caf -patisserie   | -        | 35.76%     | <b>35.76%</b> | Purchase Method      | 2010-2016                            |
| <b>UNCLE STATHIS S.A. Subsidiaries</b>                      |          |   |          |            |               |                      |                                      |
| GREENFOOD S.A.  | Greece   | Processing & packaging of vegetables products           | -        | 71.49%     | <b>71.49%</b> | Purchase Method      | 2010-2016                            |
| UNCLE STATHIS EOD   | Bulgaria | Production and distribution of frozen vegetables & food | -        | 92.08%     | <b>92.08%</b> | Purchase Method      | -                                    |
| ALESIS S.A.   | Greece   | Wholesale standardized confectionery                    | -        | 46.96%     | <b>46.96%</b> | Purchase Method      | 2010-2016                            |
| M. ARABATZIS S.A.   | Greece   | Bakery & Confectionery products                         | -        | 45.12%     | <b>45.12%</b> | Purchase Method      | 2006-2016                            |
| GOODY'S S.A. (former INVESTAL RESTAURANTS S.A.)             | Greece   | Holding company   | -        | 0.11%      | <b>0.11%</b>  | Purchase Method      | 2010-2016                            |
| <b>EVEREST HOLDINGS &amp; INVESTMENTS S.A. Subsidiaries</b> |          |   |          |            |               |                      |                                      |
| OLYMPIC CATERING S.A.                                       | Greece   | Catering services                                       | -        | 91.12%     | <b>91.12%</b> | Purchase Method      | 2010-2016                            |
| PASTERIA S.A. CATERING INVESTMENTS & PARTICIPATIONS         | Greece   | Holding company   | -        | 91.57%     | <b>91.57%</b> | Purchase Method      | 2010-2016                            |
| G.MALTEZOPOULOS S.A.  | Greece   | Beverage & Fast food services                           | -        | 71.36%     | <b>71.36%</b> | Purchase Method      | 2010-2016                            |
| GEFSI S.A.  | Greece   | Beverage & Fast food services                           | -        | 80.62%     | <b>80.62%</b> | Purchase Method      | 2010-2016                            |
| TROFI S.A.  | Greece   | Beverage & Fast food services                           | -        | 73.66%     | <b>73.66%</b> | Purchase Method      | 2010-2016                            |
| FAMOUS FAMILY S.A.  | Greece   | Beverage & Fast food services                           | -        | 92.08%     | <b>92.08%</b> | Purchase Method      | 2008-2016                            |
| GLYFADA S.A.  | Greece   | Beverage & Fast food services                           | -        | 91.51%     | <b>91.51%</b> | Purchase Method      | 2010-2016                            |
| PERISTERI S.A.  | Greece   | Beverage & Fast food services                           | -        | 46.96%     | <b>46.96%</b> | Purchase Method      | 2010-2016                            |
| KORIFI S.A.   | Greece   | Beverage & Fast food services                           | -        | 46.96%     | <b>46.96%</b> | Purchase Method      | 2008-2016                            |
| DEKAEKSI S.A.   | Greece   | Beverage & Fast food services                           | -        | 56.17%     | <b>56.17%</b> | Purchase Method      | 2010-2016                            |
| IMITTOU S.A.  | Greece   | Beverage & Fast food services                           | -        | 46.96%     | <b>46.96%</b> | Purchase Method      | 2010-2016                            |
| KAMARA S.A.   | Greece   | Beverage & Fast food services                           | -        | 80.59%     | <b>80.59%</b> | Purchase Method      | 2010-2016                            |
| EVENIS S.A.   | Greece   | Beverage & Fast food services                           | -        | 92.08%     | <b>92.08%</b> | Purchase Method      | 2008-2016                            |
| KALLITHEA S.A.  | Greece   | Beverage & Fast food services                           | -        | 46.96%     | <b>46.96%</b> | Purchase Method      | 2010-2016                            |
| PATISSIA S.A.   | Greece   | Beverage & Fast food services                           | -        | 64.45%     | <b>64.45%</b> | Purchase Method      | 2008-2016                            |
| PLATEIA S.A.  | Greece   | Beverage & Fast food services                           | -        | 60.77%     | <b>60.77%</b> | Purchase Method      | 2010-2016                            |

| Company Name  | Domicile | Principal activity             | Direct % | Indirect % | Total %       | Consolidation Method | Non-tax Audited Years <sup>(5)</sup> |
|---|----------|--------------------------------|----------|------------|---------------|----------------------|--------------------------------------|
| EVERCAT S.A.  | Greece   | Knowhow and education services | -        | 92.08%     | <b>92.08%</b> | Purchase Method      | 2010-2016                            |
| VARELAS S.A.  | Greece   | Beverage & Fast food services  | -        | 92.08%     | <b>92.08%</b> | Purchase Method      | 2007-2016                            |
| EVERFOOD S.A.   | Greece   | Beverage & Fast food services  | -        | 92.08%     | <b>92.08%</b> | Purchase Method      | 2007-2016                            |
| L. FRERIS S.A.  | Greece   | Beverage & Fast food services  | -        | 67.22%     | <b>67.22%</b> | Purchase Method      | 2010-2016                            |
| EVERHOLD LTD  | Cyprus   | Holding company                | -        | 92.08%     | <b>92.08%</b> | Purchase Method      | -                                    |
| MAKRYGIANNI S.A.  | Greece   | Beverage & Fast food services  | -        | 46.96%     | <b>46.96%</b> | Purchase Method      | 2010-2016                            |
| MAROUSSI S.A.   | Greece   | Beverage & Fast food services  | -        | 46.96%     | <b>46.96%</b> | Purchase Method      | 2012-2016                            |
| OLYMPUS PLAZA CATERING S.A.                               | Greece   | Beverage & Fast food services  | -        | 46.96%     | <b>46.96%</b> | Purchase Method      | 2010-2016                            |
| MAGIC FOOD S.A.   | Greece   | Beverage & Fast food services  | -        | 92.08%     | <b>92.08%</b> | Purchase Method      | 2008-2016                            |
| FOOD CENTER S.A.  | Greece   | Beverage & Fast food services  | -        | 92.08%     | <b>92.08%</b> | Purchase Method      | 2010-2016                            |
| ACHARNON S.A.   | Greece   | Beverage & Fast food services  | -        | 36.83%     | <b>36.83%</b> | Purchase Method      | 2010-2016                            |
| OLYMPUS PLAZA S.A.  | Greece   | Restaurant-Café & Mini market  | -        | 78.34%     | <b>78.34%</b> | Purchase Method      | 2009-2016                            |
| CHOLARGOS S.A.  | Greece   | Beverage & Fast food services  | -        | 61.69%     | <b>61.69%</b> | Purchase Method      | 2010-2016                            |
| I. FORTOTIRAS - E. KLAGOS & CO PL                         | Greece   | Beverage & Fast food services  | -        | 23.02%     | <b>23.02%</b> | Purchase Method      | 2010-2016                            |
| VOULIPA S.A.  | Greece   | Beverage & Fast food services  | -        | 46.96%     | <b>46.96%</b> | Purchase Method      | 2010-2016                            |
| SYNERGASIA S.A.   | Greece   | Beverage & Fast food services  | -        | 92.08%     | <b>92.08%</b> | Purchase Method      | 2008-2016                            |
| MANTO S.A.  | Greece   | Beverage & Fast food services  | -        | 92.08%     | <b>92.08%</b> | Purchase Method      | 2010-2016                            |
| GALATSI S.A.  | Greece   | Beverage & Fast food services  | -        | 46.96%     | <b>46.96%</b> | Purchase Method      | 2008-2016                            |
| DROSIA S.A.   | Greece   | Beverage & Fast food services  | -        | 92.08%     | <b>92.08%</b> | Purchase Method      | 2010-2016                            |
| KATSELIS HOLDINGS S.A.                                    | Greece   | Beverage - Fast food services  | -        | 92.08%     | <b>92.08%</b> | Purchase Method      | 2010-2016                            |
| EVERSTORY S.A.  | Greece   | Beverage & Fast food services  | -        | 46.96%     | <b>46.96%</b> | Purchase Method      | 2010-2016                            |
| KOMVOS GEFSEON S.A.                                       | Greece   | Beverage & Fast food services  | -        | 46.96%     | <b>46.96%</b> | Purchase Method      | 2011-2016                            |
| PHILADELFIOTIKI GONIA S.A.                                | Greece   | Beverage & Fast food services  | -        | 46.96%     | <b>46.96%</b> | Purchase Method      | 2011-2016                            |
| RENTI SQUARE LTD  | Greece   | Beverage & Fast food services  | -        | 32.23%     | <b>32.23%</b> | Purchase Method      | 2009-2016                            |
| GOLDEN PASTA S.A. (former PALAIO FALIRO RESTAURANTS S.A.) | Greece   | Restaurant                     | -        | 20.72%     | <b>20.72%</b> | Purchase Method      | 2010-2016                            |
| <b>PASTERIA S.A. Subsidiaries</b>                         |          |                                |          |            |               |                      |                                      |
| KOLONAKI S.A.   | Greece   | Restaurant                     | -        | 91.47%     | <b>91.47%</b> | Purchase Method      | 2010-2016                            |
| DELI GLYFADA S.A.   | Greece   | Restaurant                     | -        | 90.66%     | <b>90.66%</b> | Purchase Method      | 2010-2016                            |
| ALYSIS LTD  | Greece   | Restaurant                     | -        | 50.36%     | <b>50.36%</b> | Purchase Method      | 2010-2016                            |

| Company Name  | Domicile | Principal activity             | Direct % | Indirect % | Total %       | Consolidation Method | Non-tax Audited Years <sup>(5)</sup> |
|---|----------|--------------------------------|----------|------------|---------------|----------------------|--------------------------------------|
| PANACOTTA S.A.  | Greece   | Restaurant                     | -        | 21.98%     | <b>21.98%</b> | Purchase Method      | 2012-2016                            |
| POULIOU S.A.  | Greece   | Restaurant                     | -        | 46.70%     | <b>46.70%</b> | Purchase Method      | 2008-2016                            |
| GOLDEN PASTA S.A. (former PALAIO FALIRO RESTAURANTS S.A.)       | Greece   | Restaurant                     | -        | 70.97%     | <b>70.97%</b> | Purchase Method      | 2010-2016                            |
| PRIMAVERA S.A.  | Greece   | Restaurant                     | -        | 91.57%     | <b>91.57%</b> | Purchase Method      | 2008-2016                            |
| CAPRESE S.A.  | Greece   | Restaurant                     | -        | 46.70%     | <b>46.70%</b> | Purchase Method      | 2010-2016                            |
| PESTO S.A.  | Greece   | Restaurant                     | -        | 83.33%     | <b>83.33%</b> | Purchase Method      | 2008-2016                            |
| <b>DROSIA S.A. Subsidiary</b>                                   |          |                                |          |            |               |                      |                                      |
| NOMIKI TASTES S.A.  | Greece   | Fast food services             | -        | 92.08%     | <b>92.08%</b> | Purchase Method      | 2010-2016                            |
| <b>HELLENIC CATERING S.A. Subsidiary</b>                        |          |                                |          |            |               |                      |                                      |
| GEFSIPLOIA S.A. (former GLYFADA RESTAURANTS - PATISSERIES S.A.) | Greece   | Café-pâtisserie                | -        | 0.23%      | <b>0.23%</b>  | Purchase Method      | 2010-2016                            |
| HELLENIC FOOD SERVICE PATRON S.A.                               | Greece   | Wholesale trade                | -        | 90.25%     | <b>90.25%</b> | Purchase Method      | 2008-2016                            |
| PARALIA CAFÉ - PATISSERIES S.A.                                 | Greece   | Café-pâtisserie                | -        | 8.34%      | <b>8.34%</b>  | Purchase Method      | 2010-2016                            |
| WHITE MOUNTAIN S.A. (former NAFPLIOS S.A.)                      | Greece   | Café-pâtisserie                | -        | 5.26%      | <b>5.26%</b>  | Purchase Method      | 2010-2016                            |
| <b>MALIAKOS RESTAURANTS S.A. Subsidiary</b>                     |          |                                |          |            |               |                      |                                      |
| ALMIROU VOLOS RESTAURANTS PATISSERIES TRADING COMPANIES S.A.    | Greece   | Restaurants - Café-pâtisseries | -        | 8.74%      | <b>8.74%</b>  | Purchase Method      | 2011-2016                            |
| <b>FOOD CENTER S.A. Subsidiary</b>                              |          |                                |          |            |               |                      |                                      |
| PANACOTTA S.A.  | Greece   | Restaurant                     | -        | 46.96%     | <b>46.96%</b> | Purchase Method      | 2012-2016                            |
| <b>ALESIS S.A. Subsidiary</b>                                   |          |                                |          |            |               |                      |                                      |
| BULZYMCO LTD  | Cyprus   | Holding company                | -        | 46.96%     | <b>46.96%</b> | Purchase Method      | -                                    |
| <b>BULZYMCO LTD Subsidiary</b>                                  |          |                                |          |            |               |                      |                                      |
| ALESIS BULGARIA EOOD  | Bulgaria | Frozen dough & pastry products | -        | 46.96%     | <b>46.96%</b> | Purchase Method      | -                                    |
| <b>MAGIC FOOD S.A. Subsidiary</b>                               |          |                                |          |            |               |                      |                                      |
| SYGROU AVENUE RESTAURANTS S.A.                                  | Greece   | Restaurant                     | -        | 92.08%     | <b>92.08%</b> | Purchase Method      | 2010-2016                            |
| <b>HARILAOU RESTAURANTS S.A. Subsidiary</b>                     |          |                                |          |            |               |                      |                                      |
| ZEFXI RESTAURANTS - PATISSERIES S.A.                            | Greece   | Restaurants - Café-pâtisseries | -        | 1.35%      | <b>1.35%</b>  | Purchase Method      | 2010-2016                            |
| <b>UNITED MILK COMPANY AD Subsidiary</b>                        |          |                                |          |            |               |                      |                                      |
| DELTA GREEK FOODS USA INC (former VIVARTIA USA INC)             | U.S.A.   | Trading company                | -        | 92.07%     | <b>92.07%</b> | Purchase Method      | -                                    |
| <b>KATSELIS HOLDINGS S.A. Subsidiaries</b>                      |          |                                |          |            |               |                      |                                      |
| L. FRERIS S.A.  | Greece   | Beverage & Fast food services  | -        | 24.86%     | <b>24.86%</b> | Purchase Method      | 2010-2016                            |
| GLYFADA S.A.  | Greece   | Beverage & Fast food services  | -        | 0.57%      | <b>0.57%</b>  | Purchase Method      | 2010-2016                            |
| <b>L. FRERIS S.A. Subsidiaries</b>                              |          |                                |          |            |               |                      |                                      |
| E.K.T.E.K. S.A.   | Greece   | Real estate management         | -        | 20.72%     | <b>20.72%</b> | Purchase Method      | 2010-2016                            |
| G.MALTEZOPOULOS S.A.  | Greece   | Beverage & Fast food services  | -        | 20.72%     | <b>20.72%</b> | Purchase Method      | 2010-2016                            |
| <b>SHOPPING CENTERS CAFÉ-RESTAURANTS S.A. Subsidiary</b>        |          |                                |          |            |               |                      |                                      |
| GEFSIPLOIA S.A. (former GLYFADA RESTAURANTS - PATISSERIES S.A.) | Greece   | Restaurants - Café-pâtisseries | -        | 0.08%      | <b>0.08%</b>  | Purchase Method      | 2010-2016                            |
| <b>PARALIA CAFÉ - PATISSERIES S.A. Subsidiaries</b>             |          |                                |          |            |               |                      |                                      |
| KIFISIAS-PANORMOU RESTAURANTS S.A.                              | Greece   | Restaurants - Café-pâtisseries | -        | 53.63%     | <b>53.63%</b> | Purchase Method      | 2015-2016                            |

| Company Name  | Domicile           | Principal activity                          | Direct % | Indirect % | Total %       | Consolidation Method      | Non-tax Audited Years <sup>(5)</sup> |
|---|--------------------|---|----------|------------|---------------|---------------------------|--------------------------------------|
| HLIOUPOLI RESTAURANTS S.A.  | Greece             | Restaurants - Café-pâtisseries              | -        | 91.91%     | <b>91.91%</b> | Purchase Method           | 2010-2016                            |
| GS COFFEE N ICE L.P.  | Greece             | Beverage & Fast food services               | -        | 73.66%     | <b>73.66%</b> | Purchase Method           | 2013-2016                            |
| <b>PALLINI RESTAURANTS S.A. Subsidiary</b>  |                    |   |          |            |               |                           |                                      |
| KIFISIAS-PANORMOU RESTAURANTS S.A.  | Greece             | Restaurants - Café-pâtisseries              | -        | 38.35%     | <b>38.35%</b> | Purchase Method           | 2015-2016                            |
| <b>M. ARABATZIS S.A. Associate consolidated under the equity consolidation method</b>                                 |                    |   |          |            |               |                           |                                      |
| IONIKI SFOLIATA S.A.  | Greece             | Frozen dough & pastry products              | -        | 15.34%     | <b>15.34%</b> | Equity Method             | 2010-2016                            |
| <b>EVEREST HOLDINGS &amp; INVESTMENTS S.A. Associates consolidated under the equity consolidation method</b>          |                    |   |          |            |               |                           |                                      |
| OLYMPUS PLAZA LTD   | Greece             | Restaurant-Café & Mini market               | -        | 40.51%     | <b>40.51%</b> | Equity Method             | 2008-2016                            |
| PLAZA S.A.  | Greece             | Restaurant-Café & Mini market               | -        | 32.23%     | <b>32.23%</b> | Equity Method             | 2008-2016                            |
| <b>DELTA FOODS S.A. (former DESMOS DEVELOPMENT S.A) Associates consolidated under the equity consolidation method</b> |                    |   |          |            |               |                           |                                      |
| EXEED VIVARTIA INVESTMENT (EVI)   | UAE <sup>(6)</sup> | Holding company                             | -        | 45.12%     | <b>45.12%</b> | Equity Method             | -                                    |
| MEVGAL S.A.   | Greece             | Production & distribution of dairy products | -        | 39.78%     | <b>39.78%</b> | Equity Method             | 2010-2016                            |
| <b>EXEED VIVARTIA INVESTMENT (EVI) Subsidiaries</b>   |                    |   |          |            |               |                           |                                      |
| EXEED VIVARTIA GENERAL TRADING (EVGT)   | UAE <sup>(6)</sup> | Trading company                             | -        | 44.67%     | <b>44.67%</b> | Equity Method             | -                                    |
| EXEED VIVARTIA COMMERCIAL BROKERAGE (EVGB)  | UAE <sup>(6)</sup> | Trading company                             | -        | 44.67%     | <b>44.67%</b> | Equity Method             | -                                    |
| <b>ATTICA GROUP</b>   |                    |   |          |            |               |                           |                                      |
| <b>ATTICA S.A. Subsidiaries</b>   |                    |   |          |            |               |                           |                                      |
| SUPERFAST EPTA M.C.   | Greece             | Overseas transport                          | -        | 89.38%     | <b>89.38%</b> | Purchase Method           | 2010-2016                            |
| SUPERFAST OKTO M.C.   | Greece             | Overseas transport                          | -        | 89.38%     | <b>89.38%</b> | Purchase Method           | 2010-2016                            |
| SUPERFAST ENNEA M.C.  | Greece             | Overseas transport                          | -        | 89.38%     | <b>89.38%</b> | Purchase Method           | 2010-2016                            |
| SUPERFAST DEKA M.C.   | Greece             | Overseas transport                          | -        | 89.38%     | <b>89.38%</b> | Purchase Method           | 2010-2016                            |
| NORDIA M.C.   | Greece             | Overseas transport                          | -        | 89.38%     | <b>89.38%</b> | Purchase Method           | 2010-2016                            |
| MARIN M.C.  | Greece             | Overseas transport                          | -        | 89.38%     | <b>89.38%</b> | Purchase Method           | 2010-2016                            |
| ATTICA CHALLENGE LTD  | Malta              | Overseas transport                          | -        | 89.38%     | <b>89.38%</b> | Purchase Method           | -                                    |
| ATTICA SHIELD LTD   | Malta              | Overseas transport                          | -        | 89.38%     | <b>89.38%</b> | Purchase Method           | -                                    |
| ATTICA PREMIUM S.A.   | Greece             | Under liquidation                           | -        | 89.38%     | <b>89.38%</b> | Purchase Method           | 2011-2016                            |
| SUPERFAST DODEKA (HELLAS) INC & CO JOINT VENTURE  | Greece             | Overseas and coastal transport              | -        | 89.38%     | <b>89.38%</b> | Common mgt <sup>(2)</sup> | 2009-2016                            |
| SUPERFAST FERRIES S.A.  | Liberia            | Ships management                            | -        | 89.38%     | <b>89.38%</b> | Purchase Method           | 2010-2016                            |
| SUPERFAST PENTE INC.  | Liberia            | Overseas and coastal transport              | -        | 89.38%     | <b>89.38%</b> | Purchase Method           | 2010-2016                            |
| SUPERFAST EXI INC.  | Liberia            | Overseas and coastal transport              | -        | 89.38%     | <b>89.38%</b> | Purchase Method           | 2010-2016                            |
| SUPERFAST ENDEKA INC.   | Liberia            | Overseas and coastal transport              | -        | 89.38%     | <b>89.38%</b> | Purchase Method           | 2010-2016                            |
| SUPERFAST DODEKA INC.   | Liberia            | Overseas and coastal transport              | -        | 89.38%     | <b>89.38%</b> | Purchase Method           | 2010-2016                            |
| BLUESTAR FERRIES MARITIME S.A.  | Greece             | Overseas and coastal transport              | -        | 89.38%     | <b>89.38%</b> | Purchase Method           | 2010-2016                            |

| Company Name  | Domicile | Principal activity             | Direct % | Indirect % | Total %       | Consolidation Method      | Non-tax Audited Years <sup>(5)</sup> |
|---|----------|--------------------------------|----------|------------|---------------|---------------------------|--------------------------------------|
| BLUE STAR FERRIES JOINT VENTURE   | Greece   | Overseas and coastal transport | -        | 89.38%     | <b>89.38%</b> | Common mgt <sup>(2)</sup> | 2008 & 2010-2016                     |
| BLUE STAR FERRIES S.A.  | Liberia  | Ships management               | -        | 89.38%     | <b>89.38%</b> | Purchase Method           | 2010-2016                            |
| WATERFRONT NAVIGATION COMPANY   | Liberia  | Under liquidation              | -        | 89.38%     | <b>89.38%</b> | Purchase Method           | -                                    |
| THELMO MARINE S.A.  | Liberia  | Under liquidation              | -        | 89.38%     | <b>89.38%</b> | Purchase Method           | -                                    |
| BLUE ISLAND SHIPPING INC.   | Panama   | Overseas and coastal transport | -        | 89.38%     | <b>89.38%</b> | Purchase Method           | -                                    |
| STRINTZIS LINES SHIPPING LTD.   | Cyprus   | Overseas and coastal transport | -        | 89.38%     | <b>89.38%</b> | Purchase Method           | -                                    |
| SUPERFAST ONE INC   | Liberia  | Overseas and coastal transport | -        | 89.38%     | <b>89.38%</b> | Purchase Method           | 2010-2016                            |
| SUPERFAST TWO INC   | Liberia  | Overseas and coastal transport | -        | 89.38%     | <b>89.38%</b> | Purchase Method           | 2010-2016                            |
| ATTICA FERRIS M.C.  | Greece   | Overseas and coastal transport | -        | 89.38%     | <b>89.38%</b> | Purchase Method           | 2010-2016                            |
| BLUE STAR FERRIS M.C. & CO JOINT VENTURE  | Greece   | Overseas and coastal transport | -        | 89.38%     | <b>89.38%</b> | Common mgt <sup>(2)</sup> | 2009-2016                            |
| BLUE STAR M.C.  | Greece   | Overseas and coastal transport | -        | 89.38%     | <b>89.38%</b> | Purchase Method           | 2010-2016                            |
| BLUE STAR FERRIES M.C.  | Greece   | Overseas and coastal transport | -        | 89.38%     | <b>89.38%</b> | Purchase Method           | 2010-2016                            |
| ATTICA FERRIS MARITIME S.A.   | Greece   | Overseas and coastal transport | -        | 89.38%     | <b>89.38%</b> | Purchase Method           | 2011-2016                            |
| <b>ATTICA S.A. Associate</b>  |          |                                |          |            |               |                           |                                      |
| AFRICA MOROCCO LINKS  | Morocco  | Overseas transport             | -        | 43.80%     | <b>43.80%</b> | Equity Method             | -                                    |
| <b>SINGULARLOGIC GROUP</b>  |          |                                |          |            |               |                           |                                      |
| <b>SINGULARLOGIC S.A. subsidiaries</b>  |          |                                |          |            |               |                           |                                      |
| PROFESSIONAL COMPUTER SERVICES SA   | Greece   | Integrated software solutions  | -        | 43.28%     | <b>43.28%</b> | Purchase Method           | 2010-2016                            |
| SINGULAR BULGARIA EOOD  | Bulgaria | IT support and trade           | -        | 85.70%     | <b>85.70%</b> | Purchase Method           | -                                    |
| SINGULAR ROMANIA SRL  | Romania  | IT support and trade           | -        | 85.70%     | <b>85.70%</b> | Purchase Method           | -                                    |
| METASOFT S.A.   | Greece   | Trade computers & software     | -        | 85.70%     | <b>85.70%</b> | Purchase Method           | 2010-2016                            |
| SYSTEM SOFT S.A.  | Greece   | Software systems consultants   | -        | 85.70%     | <b>85.70%</b> | Purchase Method           | 2010-2016                            |
| SINGULARLOGIC CYPRUS LTD  | Cyprus   | IT support and trade           | -        | 84.67%     | <b>84.67%</b> | Purchase Method           | -                                    |
| G.I.T.HOLDINGS S.A.   | Greece   | Holding company                | -        | 85.70%     | <b>85.70%</b> | Purchase Method           | 2010-2016                            |
| G.I.T. CYPRUS   | Cyprus   | Investing company              | -        | 85.70%     | <b>85.70%</b> | Purchase Method           | -                                    |
| SENSE ONE TECHNOLOGIES S.A.   | Greece   | IT support and trade           | -        | 43.70%     | <b>43.70%</b> | Purchase Method           | 2011-2016                            |
| SINGULARLOGIC MARITIME SERVICES LTD   | Cyprus   | IT support                     | -        | 85.70%     | <b>85.70%</b> | Purchase Method           | -                                    |
| <b>SINGULARLOGIC S.A. Associates consolidated under the equity consolidation method</b> |          |                                |          |            |               |                           |                                      |
| INFOSUPPORT S.A.  | Greece   | IT support and trade           | -        | 29.14%     | <b>29.14%</b> | Equity Method             | 2010-2016                            |
| DYNACOMP S.A.   | Greece   | Trade computers & software     | -        | 21.42%     | <b>21.42%</b> | Equity Method             | 2009-2016                            |
| INFO S.A.   | Greece   | Trade computers & software     | -        | 30.00%     | <b>30.00%</b> | Equity Method             | 2010-2016                            |
| LOGODATA S.A.   | Greece   | Computer applications          | -        | 20.47%     | <b>20.47%</b> | Equity Method             | 2005-2016                            |

| Company Name  | Domicile | Principal activity  | Direct % | Indirect % | Total %       | Consolidation Method | Non-tax Audited Years <sup>(5)</sup> |
|---|----------|---|----------|------------|---------------|----------------------|--------------------------------------|
| <b>HYGEIA GROUP</b>   |          |   |          |            |               |                      |                                      |
| <b>HYGEIA S.A. subsidiaries</b>                               |          |   |          |            |               |                      |                                      |
| MITERA S.A.   | Greece   | Primary and secondary healthcare services - maternity & pediatric healthcare services | -        | 70.03%     | <b>70.03%</b> | Purchase Method      | 2011-2016                            |
| MITERA HOLDINGS S.A.  | Greece   | Holding company   | -        | 70.38%     | <b>70.38%</b> | Purchase Method      | 2010-2016                            |
| LETO S.A.   | Greece   | Primary & secondary maternity and gynecology healthcare services                      | -        | 65.92%     | <b>65.92%</b> | Purchase Method      | 2011-2016                            |
| LETO HOLDINGS S.A.  | Greece   | Holding company   | -        | 62.06%     | <b>62.06%</b> | Purchase Method      | 2010-2016                            |
| LETO LAB S.A.   | Greece   | Primary healthcare and diagnostic services  | -        | 62.78%     | <b>62.78%</b> | Purchase Method      | 2010-2016                            |
| ALPHA-LAB S.A.  | Greece   | Molecular biology and cytogenetics diagnostic center                                  | -        | 65.92%     | <b>65.92%</b> | Purchase Method      | 2010-2016                            |
| PRIVATE POLICLINIC WEST ATHENS PRIMARY CARE MEDICINE S.A.     | Greece   | Primary healthcare and diagnostic services  | -        | 70.38%     | <b>70.38%</b> | Purchase Method      | 2010-2016                            |
| HYGEIA HOSPITAL-TIRANA ShA                                    | Albania  | Primary and secondary healthcare services and maternity services                      | -        | 70.38%     | <b>70.38%</b> | Purchase Method      | -                                    |
| Y-LOGIMED S.A. (former ALAN MEDICAL S.A.)                     | Greece   | Commercial company of medical consumables, implantable devices & equipment            | -        | 70.38%     | <b>70.38%</b> | Purchase Method      | 2010-2016                            |
| Y-PHARMA S.A.   | Greece   | Commercial company  | -        | 59.83%     | <b>59.83%</b> | Purchase Method      | 2010-2016                            |
| ANIZ S.A.   | Greece   | Catering services   | -        | 49.27%     | <b>49.27%</b> | Purchase Method      | 2010-2016                            |
| BIO-CHECK INTERNATIONAL Private Multi-Medical Facilities S.A. | Greece   | Primary healthcare and diagnostic services  | -        | 70.38%     | <b>70.38%</b> | Purchase Method      | 2010-2016                            |
| BEATIFIC S.A.   | Greece   | Commercial company of medical cosmetics   | -        | 70.38%     | <b>70.38%</b> | Purchase Method      | 2014-2016                            |
| <b>SUNCE KONCERN D.D. GROUP</b>                               |          |   |          |            |               |                      |                                      |
| <b>SUNCE KONCERN D.D. Subsidiaries</b>                        |          |   |          |            |               |                      |                                      |
| HOTELI ZLATNI RAT D.D.  | Croatia  | Hotels  | -        | 40.49%     | <b>40.49%</b> | Equity Method        | -                                    |
| HOTELI BRELA D.D.   | Croatia  | Hotels  | -        | 44.79%     | <b>44.79%</b> | Equity Method        | -                                    |
| HOTELI TUCEPI D.D.  | Croatia  | Hotels  | -        | 45.70%     | <b>45.70%</b> | Equity Method        | -                                    |
| SUNCE GLOBAL DOO  | Croatia  | Tourist agency  | -        | 49.80%     | <b>49.80%</b> | Equity Method        | -                                    |
| SUNCE VITAL DOO   | Croatia  | Medical services  | -        | 50.00%     | <b>50.00%</b> | Equity Method        | -                                    |
| ZLATNI RAT POLJOPRIVREDA DOO                                  | Croatia  | Agriculture company   | -        | 37.45%     | <b>37.45%</b> | Equity Method        | -                                    |
| ZLATNI RAT SERVISI DOO  | Croatia  | Maintenance services  | -        | 37.45%     | <b>37.45%</b> | Equity Method        | -                                    |
| ZLATNI RAT TENIS CENTAR DOO                                   | Croatia  | Tennis courts operator  | -        | 37.45%     | <b>37.45%</b> | Equity Method        | -                                    |
| PLAZA ZLATNI RAT DOO  | Croatia  | Beach operator  | -        | 37.45%     | <b>37.45%</b> | Equity Method        | -                                    |
| EKO-PROMET DOO  | Croatia  | Transport services  | -        | 19.14%     | <b>19.14%</b> | Equity Method        | -                                    |
| AERODROM BRAC DOO   | Croatia  | Airport   | -        | 20.32%     | <b>20.32%</b> | Equity Method        | -                                    |

| Company Name  | Domicile | Principal activity | Direct % | Indirect % | Total %       | Consolidation Method | Non-tax Audited Years <sup>(5)</sup> |
|---|----------|--------------------|----------|------------|---------------|----------------------|--------------------------------------|
| PUNTA ZLATARAC DOO  | Croatia  | Hotels-dormant     | -        | 45.70%     | <b>45.70%</b> | Equity Method        | -                                    |
| <b>SUNCE KONCERN D.D. Associates consolidated under the equity consolidation method</b> |          |                    |          |            |               |                      |                                      |
| PRAONA DOO MAKARSKA   | Croatia  | Laundry services   | -        | 21.00%     | <b>21.00%</b> | Equity Method        | -                                    |

Notes

(1) The companies MARFIN CAPITAL S.A. and MIG SHIPPING S.A. are offshore companies and are not subject to corporate income tax

For the companies outside European Union, which do not have any branches in Greece, there is no obligation for a tax audit.

(2) Common mgt = Under common management

(3) New Inc. = New incorporation

(4) BVI = British Virgin Islands

(5) In respect to the Group companies established in Greece, the tax audit for the years 2011-2013 has been completed according to Law 2238/1994, article 82, par.5, and for the financial years 2014 and 2015 under the provisions of Law 4174/2013, article 65A, par.1, as amended by Law 4446/2016. It is to be noted that the tax audit for the year 2016 is in process. For further information please refer to Note 48.6.

(6) UAE = United Arab Emirates

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## 2.2 Changes in the Group's structure

The consolidated Financial Statements for the annual period which ended on December 31, 2016 compared to the corresponding annual period of 2015 include (a) under the purchase method of consolidation, the companies: i) G S COFFEE N ICE E.E., which is a new acquisition of VIVARTIA group and has been consolidated under the purchase method since 04/04/2016, ii) ILIOUPIOLI RESTAURANTS S.A., which is a new acquisition of VIVARTIA group and has been consolidated under the purchase method since 07/04/2016, iii) SENSE ONE TECHNOLOGIES S.A. which is a new acquisition of SINGULARLOGIC group and has been consolidated under the purchase method since 26/02/2016, and iv) SINGULARLOGIC MARITIME SERVICES LIMITED which is a newly established company of SINGULARLOGIC group and has been consolidated under the purchase method since 01/11/2016, and (b) under the equity method, the companies: i) MEVGAL MACEDONIAN MILK INDUSTRY S.A. due to acquisition of significant influence by VIVARTIA group since 25/08/2016 and ii) AFRICA MOROCCO LINKS, which is a new acquisition of ATTICA group and has been consolidated under the equity method since 28/10/2016.

The companies, not consolidated in the Financial Statements for the annual period ended on December 31, 2016, whereas they were consolidated in the corresponding annual period of 2015 under the purchase method of consolidation are as follows: i) ABANA RESTAURANTS S.A. due to disposal on 24/05/2016, and ii) VIVARTIA LUXEMBURG S.A. due to finalization of liquidation procedures regarding the idle company within the second semester of 2016.

Finally, it is noted that the results of ATHENIAN ENGINEERING for the presented periods are presented under the results from discontinued operations of the Group, based on the 21/12/2012 decision to discontinue its operations (see note 7.1).



**3 BASIS OF FINANCIAL STATEMENTS PRESENTATION****3.1 Statement of Compliance**

The Company's consolidated and corporate Financial Statements as of 31/12/2016, covering the financial year starting on January 1st until December 31st 2016, have been prepared according to the International Financial Reporting Standards (IFRS), which were published by the International Accounting Standards Board (IASB) and according to their interpretations, which have been published by the International Financial Reporting Interpretations Committee (IFRIC) and have been adopted by the European Union until 31/12/2016. The Group applies all the International Accounting Standards, International Financial Reporting Standards and their Interpretations, which apply to the Group's activities. The relevant accounting policies, a summary of which is presented below in Note 4, have been applied consistently in all periods presented.

The aforementioned Financial Statements were prepared based on the going concern principle, which implies that the Company and its subsidiaries will be in position to continue operating as entities in the foreseeable future, taking into account the following conditions and actions, designed and implemented by the Management.

As at 31/12/2016, the Group and the Company present negative working capital, since the current liabilities exceed the current assets by € 644,703k and € 95,259k respectively, while the main part of the current liabilities is related to short-term borrowing. Moreover, the Group current liabilities include capital and interest loan obligations of VIVARTIA group amounting to € 369,250k of VIVARTIA group which have become due till the accompanying financial statements approval date. The Management estimates that the issues mentioned above will be resolved following the successful implementation of the following actions.

Current liabilities as at 31/12/2016 (as analytically described in Note 27) include capital and interest loan obligations totally amounting € 1,220,889k regarding the Group and € 554,122k regarding the Company, considering which the Management is at the stage of negotiations or initial agreements with the credit banks on restructuring.

In particular, as far as the Company is concerned, in April 2017, the Management reached a framework agreement with PIRAEUS BANK on restructuring of the company's effective loan liabilities totally amounting to € 554,122k (mainly including common bond loans standing at € 149,483k and convertible bond loan of € 375,247k.). The essential terms of this agreement are to be approved by the other lending banks and bondholders of the Group.

In case the aforementioned agreement is not implemented for any possible reason, the Management will, initially, try to achieve the time-shifting of its contractual debts arising from the existing borrowing and, will also renegotiate the key terms of the restructuring agreement with the collaborating bank.

Finally, it is to be noted that till the end of 2016, the Company managed to restructure its € 150 m bond loan.

As at the accompanying Financial Statements approval date, the Group companies are in negotiations with the credit institutions regarding the restructuring of loan obligations of subsidiaries (as also recorded in Note 27), assessing plans that could be mutually acceptable. The objective of the negotiations is to extend the repayment schedule of the loans and to set more realistic financial ratios that are in line with current economic conditions. Despite the fact that the current problems of the Greek economy and of the Greek banking sector have led to more stringent lending criteria and slower response rates, the Group's Management estimates that the entire

negotiation process will conclude successfully within the following months. It is to be noted that in 2016, the Group managed to restructure the bond loan of OLYMPIC CATERING – a subsidiary of VIVARTIA – amounting to € 25 m.

Subject to successful completion of the above and / or receiving the required approval, the Management estimates that the Group and Company will not face financing and liquidity issues within the next 12 months.

In case any of the above actions is not successfully completed, there may arise an event indicating uncertainty regarding the Group and the Company's ability to continue as going concern in the near future.

### **3.2 Basis of Measurement**

The Group's financial Statements have been prepared according to the principle of historical cost, as modified for the fair value adjustment of the items to follow:

- Financial assets and liabilities at fair value through Profit & Loss (derivatives included);
- Financial assets available for sale; and
- Investment property.

### **3.3 Presentation Currency**

The presentation currency is Euro (the currency of the Group's parent domicile) and all the amounts are presented in thousand Euro unless otherwise mentioned.

### **3.4 Use of Estimates**

The preparation of the financial statements according to IFRS requires the use of estimates and judgments on the application of the Company's accounting policies. Opinions, assumptions and Management estimates affect the valuation of several asset and liability items, the amounts recognized during the financial year regarding specific income and expenses as well as the presented estimates on contingent liabilities.

The assumptions and estimates are assessed on a continuous basis according to historic experience and other factors, including expectations on future event outcomes that are considered as reasonable given the current conditions. The estimates and assumptions relate to the future and, consequently, the actual results may deviate from the accounting calculations.

The aspects requiring the highest degree of judgment as well as the aspects mostly affecting the consolidated Financial Statements are presented in Note 8 to the Financial Statements.

### **3.5 Changes in Accounting Policies**

The accounting policies based on which the Financial Statements were drafted, are in accordance with those used in the preparation of the Annual Financial Statements for the FY 2015, adjusted to the new Standards and revisions imposed by IFRS (see par. 3.5.1 to 3.5.2).

#### **3.5.1 New Standards, Interpretations, Revisions and Amendments to existing Standards that are effective and have been adopted by the European Union**

The following amendments and interpretations of the IFRS have been issued by IASB, adopted by the European Union and their application is mandatory from or after 01/01/2016.

- **Amendments to IAS 19: “Defined Benefit Plans: Employee Contributions” (effective for annual periods starting on or after 01/02/2015)**

In November 2013, the IASB published narrow scope amendments to IAS 19 “Employee Benefits” entitled Defined Benefit Plans: Employee Contributions (Amendments to IAS 19). The narrow scope amendments apply to contributions from employees or third parties to defined benefit plans. The objective of the amendments is to simplify the accounting for contributions that are independent of the number of years of employee service, for example, employee contributions that are calculated according to a fixed percentage of salary. The amendments do not materially affect the consolidated and separate Financial Statements.

- **Annual Improvements cycle 2010-2012 (effective for annual periods starting on or after 01/02/2015)**

In December 2013, the IASB issued Annual Improvements to IFRSs 2010-2012 Cycle, a collection of amendments to IFRSs, in response to eight issues addressed during the 2010-2012 cycle. The amendments are effective for annual periods beginning on or after 1 July 2014, although entities are permitted to apply them earlier. The issues included in this cycle are the following: **IFRS 2**: Definition of 'vesting condition', **IFRS 3**: Accounting for contingent consideration in a business combination, **IFRS 8**: Aggregation of operating segments, **IFRS 8**: Reconciliation of the total of the reportable segments' assets to the entity's assets, **IFRS 13**: Short-term receivables and payables, **IAS 16/IAS 38**: Revaluation method—proportionate restatement of accumulated depreciation and **IAS 24**: Key management personnel. The amendments do not materially affect the consolidated and separate Financial Statements.

- **Amendments to IFRS 11: “Accounting for Acquisitions of Interests in Joint Operations” (effective for annual periods starting on or after 01/01/2016)**

In May 2014, the IASB issued amendments to IFRS 11. The amendments add new guidance on how to account for the acquisition of an interest in a joint operation that constitutes a business and specify the appropriate accounting treatment for such acquisitions. The amendments do not affect the consolidated and separate Financial Statements.

- **Amendments to IAS 16 and IAS 38: “Clarification of Acceptable Methods of Depreciation and Amortisation” (effective for annual periods starting on or after 01/01/2016)**

In May 2014, the IASB published amendments to IAS 16 and IAS 38. IAS 16 and IAS 38 both establish the principle for the basis of depreciation and amortisation as being the expected pattern of consumption of the future economic benefits of an asset. The IASB has clarified that the use of revenue-based methods to calculate the depreciation of an asset is not appropriate because revenue generated by an activity that includes the use of an asset generally reflects factors other than the consumption of the economic benefits embodied in the asset. The amendments do not affect the consolidated and separate Financial Statements.

- **Amendments to IAS 16 and IAS 41: “Agriculture: Bearer Plants” (effective for annual periods starting on or after 01/01/2016)**

In June 2014, the IASB published amendments that change the financial reporting for bearer plants. The IASB decided that bearer plants should be accounted for in the same way as property, plant and equipment in IAS 16. Consequently, the amendments include bearer plants within the scope of IAS 16, instead of IAS 41. The produce growing on bearer plants will remain within the scope of IAS 41. The amendments do not affect the consolidated and separate Financial Statements.

- **Amendments to IAS 27: “Equity Method in Separate Financial Statements” (effective for annual periods starting on or after 01/01/2016)**

In August 2014, the IASB published narrow scope amendments to IAS 27 “Equity Method in Separate Financial Statements “. Under the amendments, entities are permitted to use the equity

method to account for investments in subsidiaries, joint ventures and associates in their separate Financial Statements – an option that was not effective prior to the issuance of the current amendments. The amendments do not affect the consolidated and separate Financial Statements.

- **Annual Improvements cycle 2012-2014 (effective for annual periods starting on or after 01/01/2016)**

In September 2014, the IASB issued Annual Improvements to IFRSs 2012-2014 Cycle, a collection of amendments to IFRSs, in response to four issues addressed during the 2012-2014 cycle. The amendments are effective for annual periods beginning on or after 1 January 2016, although entities are permitted to apply them earlier. The issues included in this cycle are the following: IFRS 5: Changes in methods of disposal, IFRS 7: Servicing Contracts and Applicability of the amendments to IFRS 7 to Condensed Interim Financial Statements, IAS 19: Discount rate: regional market, and IAS 34: Disclosure of information elsewhere in the interim financial report. The amendments do not materially affect the consolidated and separate Financial Statements.

- **Amendments to IAS 1: “Disclosure Initiative” (effective for annual periods starting on or after 01/01/2016)**

In December 2014, the IASB issued amendments to IAS 1. The aforementioned amendments address settling the issues pertaining to the effective presentation and disclosure requirements as well as the potential of entities to exercise judgment under the preparation of Financial Statements. The amendments do not materially affect the consolidated and separate Financial Statements.

- **Amendments to IFRS 10, IFRS 12 and IAS 28: “Investment Entities: Applying the Consolidated Exception” (effective for annual periods starting on or after 01/01/2016)**

In December 2014, the IASB published narrow scope amendments to IFRS 10, IFRS 12 and IAS 28. The aforementioned amendments introduce explanation regarding accounting requirements for investment entities, while providing exemptions in particular cases, which decrease the costs related to the implementation of the Standards. The amendments do not materially affect the consolidated and separate Financial Statements.

### **3.5.2 New Standards, Interpretations, Revisions and Amendments to existing Standards that are not effective yet and have not been adopted by the European Union**

The following new Standards, Revised Standards as well as the following Interpretations to the existing Standards have been publicized but have not taken effect yet or have not been adopted by the European Union.

- **IFRS 14 “Regulatory Deferral Accounts” (effective for annual periods starting on or after 01/01/2016)**

In January 2014, the IASB issued a new Standard, IFRS 14. The aim of this interim Standard is to enhance the comparability of financial reporting by entities that are engaged in rate-regulated activities. Many countries have industry sectors that are subject to rate regulation, whereby governments regulate the supply and pricing of particular types of activity by private entities. The Company will examine the impact of the above on its Financial Statements, though it is not expected to have any. The above have not been adopted by the European Union, until the issuance of the final Standard.

- **IFRS 15 “Revenue from Contracts with Customers” (effective for annual periods starting on or after 01/01/2018)**

In May 2014, the IASB issued a new Standard, IFRS 15. The Standard fully converges with the requirements for the recognition of revenue in both IFRS and US GAAP. The key principles on

which the Standard is based are consistent with much of current practice. The new Standard is expected to improve financial reporting by providing a more robust framework for addressing issues as they arise, increasing comparability across industries and capital markets, providing enhanced disclosures and clarifying accounting for contract costs. The new Standard will supersede IAS 11 “Construction Contracts”, IAS 18 “Revenue” and several revenue related Interpretations. The Group will examine the impact of the above on its Financial Statement. The above were adopted by the European Union – the effective date is 01/01/2018.

- **IFRS 9 “Financial Instruments” (effective for annual periods starting on or after 01/01/2018)**

In July 2014, the IASB issued the final version of IFRS 9. The package of improvements introduced by the final version of the Standard, includes a logical model for classification and measurement, a single, forward-looking “expected loss” impairment model and a substantially-reformed approach to hedge accounting. The Group will examine the impact of the above on its Financial Statement, although it is not expected to have any. The above were adopted by the European Union – the effective date is 01/01/2018.

- **Amendments to IFRS 10 and IAS 28: “Sale or Contribution of Assets between an Investor and its Associate or Joint Venture” (the IASB postponed the effective date of this amendment indefinitely)**

In September 2014, the IASB published narrow scope amendments to IFRS 10 and IAS 28. The objective of the aforementioned amendments is to address an acknowledged inconsistency between the requirements in IFRS 10 and those in IAS 28, in dealing with the sale or contribution of assets between an investor and its associate or joint venture. In December 2015, the IASB postponed the effective date of these amendments indefinitely pending the outcome of its research project on the equity method of accounting.

- **IFRS 16 “Leases” (effective for annual periods starting on or after 01/01/2019)**

In January 2016, the IASB issued a new Standard, IFRS 16. The objective of the project was to develop a new Leases Standard that sets out the principles that both parties to a contract, i.e. the customer (‘lessee’) and the supplier (‘lessor’), apply to provide relevant information about leases in a manner that faithfully represents those transactions. To meet this objective, a lessee is required to recognise assets and liabilities arising from a lease. The Group will examine the impact of the above on its Financial Statements. The above have not been adopted by the European Union.

- **Amendments to IAS 12: “ Recognition of Deferred Tax Assets for Unrealized Losses” (effective for annual periods starting on or after 01/01/2017)**

In January 2016, the IASB published narrow scope amendments to IAS 12. The objective of the amendments is to clarify the accounting for deferred tax assets for unrealized losses on debt instruments measured at fair value. The Group will examine the impact of the above on its Financial Statements, though it is not expected to have any. The above have not been adopted by the European Union.

- **Amendments to IAS 7: “Disclosure Initiative” (effective for annual periods starting on or after 01/01/2017)**

In January 2016, the IASB published narrow scope amendments to IAS 7. The objective of the amendments is to enable users of Financial Statements to evaluate changes in liabilities arising from financing activities. The amendments will require entities to provide disclosures that enable investors to evaluate changes in liabilities arising from financing activities, including changes

arising from cash flows and non-cash changes. The Group will examine the impact of the above on its Financial Statements, though it is not expected to have any. The above have not been adopted by the European Union.

- **Clarification to IFRS 15 “Revenue from Contracts with Customers” (effective for annual periods starting on or after 01/01/2018)**

In April 2016, the IASB published clarifications to IFRS 15. The amendments to IFRS 15 do not change the underlying principles of the Standard, but clarify how those principles should be applied. The amendments clarify how to identify a performance obligation in a contract, how to determine whether a company is a principal or an agent and how to determine whether the revenue from granting a license should be recognized at a point in time or over time. The Group will examine the impact of the above on its Financial Statements. The above have not been adopted by the European Union.

- **Amendment to IFRS 2: “Classification and Measurement of Share-based Payment Transactions” (effective for annual periods starting on or after 01/01/2018)**

In June 2016, the IASB published narrow scope amendment to IFRS 2. The objective of this amendment is to clarify how to account for certain types of share-based payment transactions. More specifically, the amendments provide requirements on the accounting for the effects of vesting and non-vesting conditions on the measurement of cash-settled share-based payments, for share-based payment transactions with a net settlement feature for withholding tax obligation, as well as, a modification to the terms and conditions of a share-based payment that changes the classification of the transaction from cash-settled to equity-settled. The Group will examine the impact of the above on its Financial Statements, though it is not expected to have any. The above have not been adopted by the European Union.

- **Amendments to IFRS 4: “Applying IFRS 9 Financial Instruments with IFRS 4 Insurance Contracts” (effective for annual periods starting on or after 01/01/2018)**

In September 2016, the IASB published amendments to IFRS 4. The amendments introduce approaches to addressing temporary accounting effects arising from the different effective dates of IFRS 9 “Financial Instruments” and the upcoming new insurance contracts standard. The amendments to the existing provisions of IFRS 4 allow entities issuing insurance contracts within the scope of IFRS 4 to defer the implementation date of IFRS 9 till 2021 (“temporary exemption”), and enable all the insurance contracts issuers to recognise in the total comprehensive income, rather than in profit or loss, the volatility potentially arising from application of IFRS 9 prior to the issue of the new insurance contracts standard (“overlay approach”). The Group will examine the impact of the above on its Financial Statements, though it is not expected to have any. The above have not been adopted by the European Union.

- **Annual Improvements cycle 2014-2016 (effective for annual periods starting on or after 01/01/2017 and 01/01/2018)**

In December 2016, the IASB issued Annual Improvements to IFRSs – 2014-2016 Cycle, a collection of amendments to IFRSs, in response to several issues addressed during the 2014-2016 cycle. The issues included in this cycle are the following: IFRS 12: Clarification of the scope of the Standard, IFRS 1: Deletion of short-term exemptions for first-time adopters, IAS 28: Measuring an associate or joint venture at fair value. The amendments are effective for annual periods beginning on or after 1 January 2017 for IFRS 12, and 1 January 2018 for IFRS 1 and IAS 28. The Group will examine the impact of the above on its Financial Statements, though it is not expected to have any. The above have not been adopted by the European Union.

- **IFRIC 22 “Foreign Currency Transactions and Advance Consideration” (effective for annual periods starting on or after 01/01/2018)**

In December 2016, the IASB issued a new Interpretation, IFRIC 22. IFRIC 22 provides requirements about which exchange rate to use in reporting foreign currency transactions (such as revenue transactions) when payment is made or received in advance. The Group will examine the impact of the above on its Financial Statements, though it is not expected to have any. The above have not been adopted by the European Union.

- **Amendments to IAS 40: “Transfers of Investment Property” (effective for annual periods starting on or after 01/01/2018)**

In December 2016, the IASB published narrow-scope amendments to IAS 40. The objective of the amendments is to reinforce the principle for transfers into, or out of, investment property in IAS 40, to specify that (a) a transfer into, or out of investment property should be made only when there has been a change in use of the property, and (b) such a change in use would involve the assessment of whether the property qualifies as an investment property. That change in use should be supported by evidence. The Group will examine the impact of the above on its Financial Statements, though it is not expected to have any. The above have not been adopted by the European Union.

## 4 SUMMARY OF IMPORTANT ACCOUNTING POLICIES

### 4.1 Consolidation

#### 4.1.1 Subsidiaries

Subsidiaries are all the companies, which the Parent has the power to control directly or indirectly through other subsidiaries. The Company has and exercises control through its ownership of the majority of the subsidiaries’ voting rights. The companies also considered subsidiaries are those in which the Company, being their single major shareholder, has the ability to appoint the majority of the members of their Board of Directors. The existence of potentially dilutive minority interests which are exercisable during the financial statements preparation is taken into consideration in order to assess whether the Company controls the subsidiaries.

Subsidiaries are consolidated (full consolidation) under the purchase method from the date of acquisition, which is the date on which control is transferred to the Group and cease to be consolidated from the date on which control ceases. The purchase method of accounting is used to account for the acquisition of subsidiaries. As of the acquisition date, the acquirer shall recognize goodwill arising from the acquisition that is measured as the excess of:

- the aggregate of: (i) the consideration transferred measured at fair value (ii) the amount of any non-controlling interest in the acquired company valued either at their fair value or the proportionate shareholding of the non-controlling interests, times the net recognizable assets of the acquired company; and (iii) in a business combination achieved in stages, the acquisition-date fair value of the acquirer’s previously held equity interest in the acquired company, less
- the net value of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed.

Goodwill is annually tested for impairment, and the difference between its book and its recoverable value is recognized as an impairment loss in the period’s results.

Acquisition-related costs are costs (i.e. advisory, legal, accounting, valuation and other professional or consulting fees) are recognized as expenses, burdening profit and loss for the period when incurred.

The opposite case, which is a business combination in which the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed, exceeds the consideration-transferred amount then the transaction is characterized as a bargain purchase. Following all the necessary reexaminations, the excess amount of the aforementioned difference is recognized as profit in profit or loss for the period.

Intracompany transactions, balances, and unrealized gains on transactions between group companies are eliminated. Unrealized losses are also eliminated unless the transaction offers impairment indications of the asset transferred.

Where necessary, the subsidiaries' accounting policies have been modified to ensure consistency with those adopted by the Group. Note 2 provides a full list of the consolidated subsidiaries alongside the Group's shareholdings.

Subsidiaries' financial statements preparation date coincides with the relevant date of the Parent Company.

#### **4.1.2 Investments in Subsidiaries (Separate Financial Statements)**

The investments of the Parent Company in its subsidiaries are measured at cost less impairment losses. Impairment test is performed based on the requirements of IAS 36.

#### **4.1.3 Changes in a parent's ownership interest in a subsidiary**

In case of changes in a parent's ownership interest in a subsidiary, it is examined whether the changes result in a loss of control or not.

- Changes in a parent's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions (i.e. transactions with owners in their capacity as owners). In such circumstances, the carrying amounts of the controlling and non-controlling interests shall be adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received shall be recognized directly in equity and attributed to the owners of the parent.
- In case the parents' ownership interest changes in such a way that there is loss of control, then the parent shall record the necessary accounting entries and recognize the result from the sale (derecognition of the assets, goodwill and liabilities of the subsidiary as of the date of loss of control, derecognition of the book value of non-controlling interests, determination of the result from the sale). Following the loss of control of a subsidiary, any investment in the former subsidiary is recognized according to the requirements of IAS 39.

#### **4.1.4 Non-controlling Interest**

Non-controlling interests are the part of the subsidiary that is not attributed, directly or indirectly, to the parent company. The losses that relate to the non-controlling interests of a subsidiary might exceed the rights of the non-controlling interests in the parent company's equity. The profit and loss and the total comprehensive income must be attributed to the owners of the parent and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

#### **4.1.5 Associates**

Associates are the companies on which the Group has significant influence but not control. The assumptions used by the Group are that a shareholding between 20% and 50% of the voting rights of a company indicates significant influence on that company except where it can clearly be proved



otherwise. Investments in associates are recognized at cost and are consolidated using the equity method.

At the end of every financial year, the cost increases or decreases with the Group's proportion in the changes in equity of the investee company. The Group's share in the associates' profits or losses following their acquisition is recognized in the Income Statement whereas the change in the associates' reserves is recognized in equity reserves. When the Group's shareholding in the losses of an associate is equal or exceeds the cost of its investment in the associate including any other doubtful debts, the Group does not recognize further losses except if it has covered liabilities or made payments on behalf of the associate and those deriving from its shareholder capacity. If in the future the associate presents profits, the investor will begin to re-recognize its share in the profit, only when its share in the profits becomes equal with its share in the losses not recognized.

Non-realized profits from transactions between the Group and its associates are eliminated by the Group's shareholding in the associates. Non-realized losses are eliminated except if the transaction indicates evidence of impairment of the transferable assets.

The associates' accounting principles are consistent with the accounting principles adopted and applied by the Group. The preparation date of the associates' financial statements coincides with that of the Parent.

#### **4.1.6 Investments in Associates (Separate Financial Statements)**

Investments in associates in the separate Financial Statements are measured at fair values according to IAS 39 provisions for the assets available for sale. The investments are initially recognized at fair value and any change in their fair value is recognized directly in equity to the extent that the change does not pertain to any loss from permanent impairment in the investment's value.

#### **4.1.7 Interest in Joint Arrangements**

As from 01/01/2014, the Group has adopted IFRS 11 "Joint Arrangements" that supersedes IAS 31 "Interests in Joint Ventures" and SIC 13 "Jointly Controlled Entities – Non-Monetary Contributions by Venturers". IFRS 11 outlines the accounting by entities that jointly control an arrangement. Under IFRS 11, such arrangements are classified as either a joint venture or a joint operation depending upon the rights and obligations of the parties to the arrangement.

Interests in joint ventures- under the equity method – are initially recognized at acquisition cost and then adjusted to the Group's percentage on the profit or loss and other comprehensive income of joint ventures. When the extent of the Group participation in joint venture losses equals or exceeds its interest in this joint venture, the Group does not recognize further losses, unless it has incurred obligations or advanced payments on behalf of the joint venture.

Unrealised gains on transactions between the Group and joint ventures are eliminated to the extent of the interest in joint ventures. Moreover, unrealised losses are also eliminated, unless there is evidence for the impairment of the transferred asset.

Moreover, regarding its interests in Joint Arrangements, the Group recognizes the following in its consolidated financial statements:

- a) its assets (including its share in any assets under joint arrangement),
- b) its liabilities (including its share in any liabilities burdening it under joint arrangement),
- c) its share in revenue from disposal of production under joint arrangement, and
- d) its expenses (including its share in any expenses burdening it under joint arrangement).

Given that assets, liabilities, revenue and expenses under the aforementioned cases have already been recognized in the separate financial statements of every venturer, no adjustment or other

consolidation procedures are applied in respect of these items in the financial statements of venturers and while net assets arising on every Statement of Financial Position date from the relevant liquidation and payments of the joint venture to and from the venturers, are included in current assets. Therefore, the fact that IFRS 11 supersedes IAS 31 has no other effect as far as the Group is concerned regarding presentation of assets and liabilities as well as revenue and expenses attributed to it arising from its interests in joint arrangements.

## **4.2 Financial Instruments**

A financial instrument is defined as an agreement creating either a financial asset in a company and a financial liability, or, a shareholding in another company.

### **4.2.1 Initial Recognition**

The financial assets and liabilities are recognized at the transaction date, which is the date when the Group has committed to buy or sell the asset.

The financial assets and liabilities are initially measured at fair value adding the direct corresponding transaction costs except for the financial assets and liabilities measured at fair value through profit and loss.

### **4.2.2 Classification and Measurement of Financial Assets**

The Group's financial instruments are classified in the categories depicted below according to the substance of the contract and the scope underlining their acquisition. The category in which each financial instrument is classified, differs from each other since, for every category in which financial instruments are classified different rules apply in valuing each instrument and recognizing revaluation results either in profit or in loss of the Statement of Comprehensive Income or in other comprehensive income of the Statement of Comprehensive Income and cumulatively in Equity. The Group's financial assets, excluding hedging instruments, are classified in the following categories:

- financial assets at fair value through profit & loss;
- loans and receivables; and
- financial assets available for sale.

#### *i) Financial Assets at Fair Value through Profit & Loss*

This category refers to those financial assets that meet any of the following criteria:

- (1) Financial assets held for trading purposes. These assets are securities purchased in order to realize profits from short-term changes in prices.
- (2) Financial assets and liabilities classified in the specific category during initial recognition because:
  - (a) They are items that, according to the Group's strategy, are managed, assessed and monitored at fair value. In essence, they are venture capital investments or,
  - (b) They are instruments which include embedded derivatives which differentiate significantly the cash flows of the primary contract and the Group decides to classify the entire compounded financial instrument in this category.

The assets in this portfolio are measured at fair value and the changes in fair value are recognized in profit or loss of the Statement of Comprehensive Income as a trading result. The financial assets of this category, in the Group's Statement of Financial Position, are included in the account "Trading portfolio and other financial assets at fair value through profit and loss".

*ii) Loans and Receivables*

These include non-derivative financial assets with fixed or determinable payments, not traded in an active market and which the Group does not plan to sell in the short-term.

Loans and receivables are measured at amortized cost based on the effective rate method less any provisions for impairment. Each change in the value of loans and receivables is recognized in the Income Statement when they are eliminated or are subject to impairment as well as when they are depreciated.

*iii) Available for Sale Portfolio*

Assets available for sale include non-derivative financial assets, which are either classified as available for sale or they do not meet the criteria to be classified in any other financial assets category. All the financial assets available for sale are measured at fair value, only when their fair value can be reliably estimated, and changes in their fair value are recognized in other comprehensive income of the Statement of Comprehensive Income and cumulatively in a special reserves account in equity. The available for sale portfolio does not have a specified time horizon as to its assets disposal date; however, assets in this portfolio can be disposed according to liquidity requirements, interest rate or price changes.

When assets available for sale are sold or impaired, accumulated profits or losses, which had been recognized in equity, are reclassified and recognized in the Income Statement.

In cases of impairment, the amount of accumulated losses which is transferred from equity to the Income Statement derives from the difference between the acquisition cost and the fair value less any loss from impairment previously recognized.

Impairment losses pertaining to financial assets available for sale, which had been recognized in the Income Statement, cannot be reversed. Losses deriving from financial assets which were recognized in the consolidated Financial Statements for preceding periods can be reversed through the Income Statement if the increase in value relates to events that occurred after the impairment recognition in the Income Statement.

The current value of the aforementioned investments traded in organized stock markets derives from the closing price on the balance sheet date. The fair value of investments not listed in the stock market is derived by using generally accepted valuation techniques. These techniques are based on similar transactions in comparable investments, reference to market multiples based on the market capitalization of investments with similar characteristics, discounted cash flow analysis and other financial valuation models.

Interest income from the available for sale portfolio is recognized in the Income Statement using the effective interest rate method. Dividends from assets available for sale are recognized in the Income Statement when the Group has the right to the dividends. Foreign currency differences are recognized in the Income Statement of the period.

**4.2.3 Measurement of Financial Liabilities**

The Group's financial liabilities include mainly bank loans and Bond Loans. Borrowings are initially measured at cost, i.e. at the amount of the cash received minus the cost of issuance. They are then measured at amortized cost under the effective rate method. Loans are classified as short term liabilities unless the Group maintains the absolute right to transfer the settlement of liabilities for at least 12 months after the Financial Statements reporting date.

Financial liabilities may be classified upon initial recognition at FVTPL, if the following criteria are met.

- (a) The Classification reverses or reduces significantly the accounting mismatch effects that would emerge if the liability had been measured at amortized cost.
- (b) These liabilities belong to a group of liabilities, being managed or evaluated with respect to their performance, based on fair value, according to the Group's financial risks management strategies.
- (c) A financial liability contains an embedded derivative, classified and measured separately.

### **Convertible Bond Loans**

The Group classifies a financial instrument it issued under equity or liabilities depending on the instrument's contractual terms. Convertible bond loans are divided in two parts: on the one hand, the financial liability, and on the other, the equity component regarding the option the holder is granted to convert the bond into common shares of the Company.

The financial liability is initially measured at present value of any future payments the Group has assumed regardless of bond holders' exercising any option. The discount rate used is the market rate in effect on the issuing date for a similar loan, excluding the embedded conversion option. Subsequently, the liability is measured either at amortized cost by the effective rate method or at the fair value according to the specific characteristics of each CBL. The interest derived from bond loans is included in the 'Financial expenses' account.

The residual value between the net product of issue and the present value of the financial liability, after subtracting the corresponding income tax is directly credited to equity.

The Company's convertible bonds sale, after they have been issued by the Group's companies, is recorded in the consolidated financial statements in the same way as the initial bonds' issue.

### **Convertible Bond Loans at Fair Value**

ATTICA group's subsidiary, BLUE STAR FERRIES MARITIME S.A. ("BSF"), has issued an Exchangeable Bond Loan ("EBL"). Moreover, the group's subsidiary, ATTICA S.A. ("ATTICA") has issued a Convertible Bond Loan ("CBL"), which – following its initial coverage – was entirely repurchased by ATTICA for a total consideration equal to the total nominal value of the bonds, so that the aforementioned bonds, convertible into new ATTICA ordinary nominal shares, should be available to be exchanged for EBL bonds. The conversion rate is linked to the EBITDA of the last eight quarters of ATTICA group. At Group level, the EBL and CBL are complementary, since bondholders can either opt for holding bonds and receiving cash from ATTICA (through BSF) at their maturity or converting them (through exchanging EBL for CBL) into ATTICA shares. It is a compound financial instrument, in particular, a convertible loan, which, given that it does not qualify under the rule "fixed for fixed" of IAS 32, constitutes as a whole (both the element of the loan and the incorporated derivative in the form of conversion option), a financial liability that is measured at fair value through profit or loss.

#### **4.2.4 Derivative Financial Instruments and Hedging**

The Group uses derivative financial instruments such as Forward Rate Agreements, Interest Rate and Currency Swaps and other derivatives in order to hedge against interest rate and exchange rate fluctuations.

The Group classifies its derivatives as held for hedging purposes. The Group uses derivatives for hedging risks deriving from changes in interest rates, changes in share prices and exchange rates and fuel. The Group applies fair value hedging or cash flow hedging which meet the relevant criteria. For derivatives that do not meet the criteria for hedge accounting, profits or losses deriving from changes in fair value are recognized in profits or losses for the period.

Hedging relationship for which hedge accounting is required exists in the following cases:

- (a) Upon commencement of the hedge there is documentation of the hedging relationship and the Group's intention regarding risk management and its strategy applied for undertaking the hedge.
- (b) The hedge is expected to be extremely effective for offsetting fair value or cash flow changes attributed to the hedged risk, pursuant to the documented risk management strategy for the said hedge relationship.
- (c) As for the forecasted cash flow hedges, it is possible that the anticipated transaction which is the subject of the hedge may also be exposed to the risk of a cash flow change that could affect the results.
- (d) The effectiveness of the hedge can be evaluated reliably.
- (e) The hedge is evaluated as extremely effective throughout the year.

The derivatives that are held for hedging are measured on each reporting date at fair value. The accounting treatment of changes in fair value depends on the type of hedge.

#### **(a) Fair Value Hedging**

For fair value hedges that meet the criteria for hedge accounting, any profit or loss from the revaluation of the derivative at fair value is recognized in profit or loss in the Income Statement. Any profit or loss of the hedged instrument due to the hedged risk readjusts the book value of the hedged instrument and is recognized in the Income Statement, irrespective of the classification of the financial instrument (e.g. AFS financial instruments).

Hedge accounting is discontinued when the hedging instrument expires or is sold, is terminated or exercised, or when the hedge no longer meets the criteria for hedge accounting. If there is any adjustment in the book value of the hedged instrument for which the effective interest rate is used, the adjustment is transferred partially to the Income Statement as a part of a recalculated effective rate for the remaining life of the instrument.

#### **(b) Cash Flow Hedging**

For cash flow hedges that meet the criteria for hedge accounting, the part of the profit or loss from the derivative that is designated as an active hedge is recognized directly in the "reserves" account, and the part that is designated as an inactive hedge is recognized in the Income Statement. Any profit or loss that had been recognized directly in other comprehensive income and cumulatively in the reserves account is transferred to the Income Statement for the same period when the hedged transaction affects the results.

Hedge accounting is discontinued when the hedging instrument expires or is sold, is terminated or exercised, or when the hedge no longer meets the criteria for hedge accounting. The accumulated profit or loss which has been directly recognized in equity until the date in question remains in the equity reserve until the hedged instrument affects the Income Statement. If a hedged transaction is not expected anymore to take place, the net accumulated profits or losses which had been recognized in the equity reserves are transferred immediately to the Income Statement.

#### **4.2.5 Fair Value Measurement Methods**

The fair values of financial assets and liabilities that are traded in active markets are determined by the current bid prices without subtracting the transaction costs. As for non-traded financial assets and liabilities, the fair values are determined by the application of valuation techniques such as an analysis of recent transactions, comparable assets that are traded, derivative valuation models and discounted cash flows.

The Group uses generally accepted valuation methods for the measurement of fair values of ordinary instruments such as interest rate swaps and FX swaps. The data used is based upon relevant market measurements (interest rates, share prices, etc.) on the reporting date of the Statement of Financial Position. Valuation techniques are also used for the valuation of non-traded securities as well as for derivatives on nontrade securities. In this case, the techniques used are more complex and apart from market data, they include assumptions and estimates for the future cash flows of the security. The estimated future cash flows are based upon Management's best estimates and the discount rate used is the market rate for an instrument having the same attributes and risks.

In some cases, the valuations derived from the generally accepted methods for valuation of securities are adjusted to reflect factors which are taken into consideration by the market in order to value a security, such as business risk and marketability risk.

The method used to determine fair value for financial instruments that are valued using valuation models is described below. These models include the Group's assessment of the assumptions an investor would use in performing a fair value valuation and are selected based on the specific characteristics of each investment.

The Company, in accordance with the requirements of IAS 39 "Financial Instruments: Recognition and Measurement" at the end of each reporting period of the financial statements performs the calculations required in relation to the determination of the fair value of its financial instruments. Investments in listed shares in domestic and foreign stock exchanges are valued based on the quoted market prices for these shares. Investments in non-listed shares are valued based on generally accepted valuation models which sometimes incorporate data based on observable market inputs and sometimes are based on unobservable data.

#### **4.2.6 Derecognition**

A financial asset is derecognized when the Group loses control over the contractual interests included in the said asset. This happens when the said interests expire or are transferred and the Group has actually transferred all the risks and rewards that arise from ownership.

Financial liabilities are derecognized when the Group's commitment to make payments in cash or other financial instruments expires, is cancelled or eliminated.

When an existing financial liability is replaced by another by the same third party (lender) with different terms and conditions or when the existing terms are substantially differentiated, then the existing liability is derecognized, the differentiated liability is recognized and the difference between the two is recognized in the Income Statement for the financial year.

#### **4.2.7 Offsetting**

Financial assets and liabilities are offset and the net amount is presented in the statement of Financial Position when the Group has a legally enforceable right and intends to realize the asset and settle the liability simultaneously on a net amount basis.

Income and expenses are offset only if such an act is permitted by the standards or when they refer to gains or losses that arose from a group of similar transactions such as trading portfolio transactions.

### 4.3 Impairment of Assets

The Group as part of the impairment tests at the end of each financial year:

- i) Identifies and assesses the condition of the Greek economy, but also the performance of a sample of companies in the relevant segment of each company,
- ii) Collects, analyzes and monitors the information on previous performance, compared with the financial development of the companies at the end of each reporting period. The analysis of this data provides information in respect to achieving or not achieving the business objectives and indicates the trend regarding the results and the financial performance of the companies at the end of the annual reporting period.
- iii) Examines the business conditions and the available information and estimates regarding future developments in the economy and financial trends.

Following standard practice, the Group retests the assumptions of the business plans on each interim reporting date of the financial statements, using as base the business plan drawn up at the end of the previous annual reporting period and which relates to subsequent financial periods with a five-year horizon.

#### 4.3.1 Non-financial assets (goodwill, other intangible assets and tangible fixed assets)

For impairment measurement purposes, assets are classified into smaller groups of assets that can generate cash flows independently from other assets or Cash Generating Units of the Group (CGU). As result, certain assets are tested for impairment on their own while others at Cash Generating Unit level. Goodwill is allocated to such Cash Generating Units, from which it is expected that benefits will arise from synergies relating to business combinations, and which represent the smaller level within the group, where the Management monitors goodwill.

Cash Generating Units, to which goodwill has been allocated, are subjected to impairment testing, at least on an annual basis. All other separate assets or Cash Generating Units are subject to impairment testing when events or changes in conditions indicate that their book value may not be recoverable.

An impairment loss is recognized for the amount where the book value of an asset or a Cash Generating Unit exceeds its recoverable amount, which is the highest between fair value less sale costs and value in use. In order to define value in use, the Management defines the estimated cash flows for every Cash Generating Unit, defining a suitable discount rate in order to calculate the current value of these cash flows. The data used for the impairment test arise directly from recent calculations, approved by the Management, suitably adjusted in order not to include future reorganizations and improvements of assets. Discount factors are defined separately for every Cash Generating Unit and reflect the corresponding risk elements, defined by the Management on an individual basis.

The Cash Generating Units' impairment loss firstly decrease the book value of goodwill, allocated to them. The remaining impairment loss is charged pro rata to the other assets of each Cash Generating Unit. With the exception of goodwill, all assets are subsequently reassessed for indications that the previously recognized impairment loss no longer exists. An impairment loss is reversed if the recoverable amount of a Cash Generating Unit exceeds its carrying value.

#### **4.3.2 Financial Assets**

The Group, on each Statement of Financial Position reporting date, assesses whether a financial asset or a group of financial assets has been impaired.

The financial assets that are subject to impairment test (if such indications exist) are assets measured at acquisition cost or under the equity method (interest in subsidiaries and associates); they are also assets measured at the depreciated cost (long-term assets) and available for sale investments.

In the case of financial instruments measured at fair value (debt securities, securities and available for sale portfolio), the decrease in the asset's fair value, which has been directly recognized in equity, is transferred to the Income Statement. The impairment loss amount equals the difference between the asset's acquisition value and its fair value. A security impairment loss after reversal is not allowed through the Income Statement. On the contrary, if on a subsequent date, a debt security's fair value increases, and relates to objective facts having taken place after the formation of the provision, then the impairment provision reversal is recognized in the Income Statement.

The recoverable value of shareholdings in subsidiaries and associates is determined in the same way as for non-financial assets.

The recoverable/receivable value of other financial assets in order to carry out the relevant impairment tests is determined by the present value of the estimated future cash flows, discounted either by the initial effective discount rate of the asset or group of assets or by the current rate of return of a similar financial asset. The impairment losses incurred are recognized in the reporting period Income Statement.

#### **4.4 Conversion into Foreign Currency**

The consolidated financial statements are presented in Euro, which is the functional currency and the Group's reporting currency.

##### **(a) Foreign Operations**

The assets and liabilities in the financial statements, including goodwill and fair value adjustments due to business combinations, of the foreign subsidiaries, are converted into Euro by using the exchange rates applicable on the Statement of Financial Position reporting date. Revenues and expenses have been converted into the Group's reporting currency by using the average exchange rates prevailing during the financial year. Any differences arising from the said procedure have been debited / (credited) to the "FX translation reserve" account of the subsidiaries' while it's recognised in other income in the Statement of Comprehensive Income. Upon selling, elimination or derecognition of a foreign subsidiary the above FX translation reserve is transferred to the Income Statement of the period.

##### **(b) Transactions in Foreign Currency**

Foreign currency transactions are converted into the functional currency by using the exchange rates applicable on the date when the said transactions were performed. The monetary assets and liabilities which are denominated in foreign currency are converted into the Group's functional currency on the Statement of Financial Position reporting date using the prevailing exchange rate on that day. Any gains or losses due to translation differences that result from the settlement of such transactions during the period, as well as from the conversion of monetary assets denominated in foreign currency based on the prevailing exchange rates on the Statement of Financial Position reporting date, are recognized in the Income Statement.



The non-monetary assets which are denominated in foreign currency and which are measured at fair value are converted into the Group's functional currency using the prevailing exchange rate on the date of their fair value measurement. The FX translation differences from non-monetary items measured at fair value are considered as part of the fair value and thus are recorded in the same account as the fair value differences. In the case where currency risk is effectively hedged for nonmonetary assets that are valued as available for sale, the part of the change in their fair value which is attributed to currency fluctuations is recognized in the Income Statement for the reporting period.

Gains or losses deriving from transactions in foreign currency as well as from the end of period valuation of monetary assets, denominated in foreign currency, which meet the criteria for cash flow hedges are recognized in other comprehensive income and cumulatively in equity.

#### **4.5 Tangible Fixed Assets**

Tangible fixed assets are recognized in the financial statements at cost, less accumulated depreciation and any potential impairment losses. The acquisition cost includes all direct costs stemming from the acquisition of the assets.

Subsequent expenses are recorded as an increase in the book value of tangible assets or as a separate asset only to the degree that the said expenses increase the future financial gains anticipated from the use of the fixed asset and their cost can be measured reliably.

The cost of repair and maintenance works is recognized in the Income Statement when the said works are realized.

The depreciation of tangible fixed assets (excluding land, which is not depreciated) is calculated based on the straight-line method over their estimated useful life as follows:

| <b>Tangible fixed assets</b>       | <b>Useful life (in years)</b> |
|------------------------------------|-------------------------------|
| Buildings                          | 40-60                         |
| Building facilities                | 9-20                          |
| Machinery and other equipment      | 6-20                          |
| Vehicles                           | 4-10                          |
| Passenger vessels                  | 30                            |
| Vessels additions and improvements | 5                             |
| Port facilities                    | 10                            |
| Other equipment                    | 3-10                          |

The residual value and the useful life of each asset are re-assessed at the end of every financial year.

When the book values of the tangible fixed assets are higher than their recoverable value, then the difference (impairment) is recognized directly as an expense in the Income Statement. Upon sale of tangible assets, the differences between the sale price and their book value are recognized as profits or losses in the Income Statement.

#### **4.6 Biological Assets**

The biological assets are assessed at their current value less any expenses relevant to their sale. The biological assets' current value is determined by the market value of breeding animals of approximately the same age, breeding and other similar genetic characteristics.

The profit or loss from biological assets sale is recognized in P&L representing net income from the sale after deducting the amount of the organic assets.

The deficit or the surplus from the re-assessment of biological assets is recognized in the annual P&L and relates to the difference between the market value at the end of the year with the market

value at the beginning of the year or the cost of biological assets purchased during the year. On 31/12/2016, the Group held no biological assets.

#### **4.7 Intangible Assets and Research & Development Activities**

Intangible assets include mainly software licenses, rights, and trademarks. Furthermore, in the consolidated financial statements intangible assets are recognized at fair value which had not been previously recognized in the financial statements of the acquired companies.

An intangible asset is initially recognized at cost. The cost of an intangible asset which was acquired in a business combination is the fair value of the asset on the purchase date.

Following initial recognition, the intangible assets are measured at cost less accumulated amortization and any impairment loss. Amortization is recorded based on the straight-line method during the useful life of the said assets. With exception to some trademarks for which it was estimated that they have an indefinite useful life all other intangible assets have a finite useful life which is between 3 and 26 years. The period and method of amortization is redefined at least at the end of every reporting period.

##### **(a) Software**

The maintenance of software programs is recognized as an expense when the expense is realized. In the contrary, the costs incurred for improving or prolonging the return of software programs beyond their initial technical specifications, or respectively the costs incurred for the modification of the software, are incorporated in the acquisition cost of the intangible asset, only if they can be measured reliably.

##### **(b) Trade Marks**

Trademarks are measured at cost less their accumulated amortization and any impairment losses. Furthermore, trademarks are recognized at fair value based on the purchase price allocation (PPA) into the assets and liabilities of the acquired company.

The cost of trademarks includes initial set up expenses as well as expenses relating to their registration in Greece and abroad.

##### **(c) Customer Relations**

Customer relations are measured at fair value based on the Purchase Price Allocation of the assets and liabilities of the acquired company.

##### **(d) Products Research and Development (R&D) cost**

The research cost is recognized as an expense in the Statement of Comprehensive Income upon its realization. Development costs are incurred mainly for the development of new products and software development. The R&D costs are recognized as intangible assets only when the provisions of IAS 38 "Intangible assets" are met. Development costs which were recorded in previous periods as expenses are not recognized as intangible assets in a subsequent period, even if it arises that the particular software development will bring future economic benefits.

##### **(e) Industrial property rights**

Industrial property rights include acquisition of copyrights for software sale and are measured at acquisition cost less amortization and potential impairment losses. Amortization is calculated under the straight line method within the duration of the assets useful life.

Below is a summary of the policies adopted regarding the useful life of the Group's intangible assets:

| Intangible assets   | Duration   | Useful life (in years) |
|---|------------|------------------------|
| Brand / Trade names   | Defined    | 5-20                   |
| Software  | Defined    | 3-8                    |
| Customer contracts  | Defined    | 12-26                  |
| Research & development cost   | Defined    | 4-8                    |
| Industrial property rights  | Defined    | 5                      |
| Licenses  | Defined    | Contractual period     |
| Lease rights  | Defined    | Leasing period         |
| Trade names: Hygeia, Mitera, Leto & hospital licenses   | Indefinite | -                      |
| Trade names: SingularLogic  | Indefinite | -                      |
| Trade names: Blue Star Ferries, Superfast   | Indefinite | -                      |
| Trade names: Delta, Vlachas, Milko, Vitaline, Advance, Life, Barba Stathis, Vereia, Fibella, Everest, La Pasteria, Goody's, Flocafe | Indefinite | -                      |

#### 4.8 Goodwill

Goodwill arises upon the acquisition of subsidiaries and associates.

Goodwill is the difference between the acquisition cost and the fair value of the assets, liabilities and contingent liabilities assumed of the acquired entity on the date of the acquisition. In the case where a subsidiary is acquired, goodwill is presented as a separate asset, whereas in the case of an associate acquisition, goodwill is included in the Group's investment in associates account.

On the date of acquisition (or on the date of completion of the purchase price allocation), the goodwill is allocated to the Cash Generating Units or to the group of Cash Generating Units which are expected to benefit from this business combination. Following the initial recognition, the goodwill is measured at cost less accumulated losses due to its impairment. Goodwill is not amortized, but is tested on a yearly basis or more regularly if events or changes in conditions indicate that there might be a possible impairment loss (please refer to Note 4.3.1 in respect of the procedures followed for a goodwill impairment test).

If part of a Cash Generating Unit, to which goodwill has been allocated, is sold, then the amount of goodwill corresponding to the sold part is included in the book value of the asset in order to calculate the profit or loss. The amount of goodwill apportioned to the sold part is assessed based on the relevant values of the part sold as well as on the remaining part of the Cash Generating Unit.

#### 4.9 Investment Property

Investment property relates to investments in properties which are held (either through acquisitions or through leasing) by the Group, either to generate rent from its lease or for the increase in its value (increased capital) or for both purposes and are not held: a) to be used for production or distribution of raw materials / services or for administrative purposes; and b) for the sale as part of the company's ordinary activities.

Investment property is initially valued at purchase cost including transaction expenses. Subsequently, it is measured at fair value. Independent appraisers with adequate experience in the location and in the nature of investment properties measure the fair value.

The book value recognized in the Group's Financial Statements reflects the market conditions on the date of the reporting date of the Statement Financial Position. Every profit or loss derived from the fair value revaluations of the investment is recognized in the Income Statement for the period in which it has been recognized (for the result recognized in the Statement of Comprehensive Income for the presented period please refer to note 15).

Properties which are under construction or utilized in order to be used as investment properties in the future are included in investment properties account. In the case where the company is not in a position to measure the fair value of the property which is under construction, but expects to be in a position to measure its fair value upon completion, the investment property under construction will be measured at cost up to the time when it will be feasible to measure the fair value or when the construction will be complete.

Property transfers from investment property to fixed assets take place only when there is a change in the use of the said property which is proven by the Group's own use of the property or by the Group's commencement to develop this property for sale.

An investment property is derecognized (eliminated from the Statement of Financial Position) when it is sold, it is permanently retired or when the investment is not expected to generate future economic benefits from its sale. The profits or losses from the retirement or sale of investment properties are derived from the difference of the net proceeds from the sale and the book value of the asset and are recognized in the Income Statement for the period in which the asset was sold or withdrawn.

#### **4.10 Construction Contracts**

A construction contract is a contract specifically negotiated for the construction of an asset or a combination of assets that are closely interrelated (projects for the development of specific software). Such contracts relate to contracts for specific clients and their execution usually has a duration of more than a financial year.

The construction contract costs are recognized when incurred. When the result of a construction contract cannot be measured reliably and especially when the contract is at an early stage:

- the revenue is recognized only to the extent that the contract cost incurred is expected to be recovered; and
- the contract costs are recognized as an expense in the period in which they are incurred.

Therefore, the revenue from such contracts is recognized so that the profit in the particular project to be zero. When the outcome of a construction contract can be estimated reliably, the revenue and associated costs are recognized during the project as revenue and expenses respectively. The Group uses the percentage of completion method in order to define the particular amount of revenue and cost recognized at a certain period.

The level of completion of a contract is measured based on the contractual cost incurred up to the Statement of Financial Position date in respect to the estimated total contract costs. When it is probable that the total contract cost will exceed the total revenue, then expected loss is directly recognized in the Income Statement as expense.

To calculate the costs incurred by the end of the reporting period, any costs related to future work relating to the contract are excluded and shown as work in progress. All the costs incurred and the gain or loss recognized on each contract is compared with the progressive invoices until the end of the reporting period.

Where the costs incurred plus net profits (minus losses) recognized exceed the progressive invoices, the balance appears as a receivable from construction contract clients in the account "Other current assets". When the progressive invoices exceed the recognized incurred costs, plus net profits (minus losses), the balance appears as a liability to construction contract customers in the account "Other short term liabilities".

#### **4.11 Inventory**

Inventory is valued at the lowest price between cost and net liquidation value. The cost of finished and semi-finished products includes all costs incurred to obtain and process up to their current state and it includes raw materials, labor costs, general industrial expenses (based on normal operating capacity but excluding cost of debt) and packaging costs. The cost of raw material and of finished products is defined according to the average cost.

The net realizable value of finished and semi-finished products is the estimated selling price during the ordinary operations of the Group minus the estimated costs for their completion and the estimated costs for their sale. The net liquidation value of raw material is the estimated replacement cost during the Company's ordinary operations. A provision for slow-moving or impaired inventories is formed when necessary.

#### **4.12 Receivables and Credit Policy**

Short-term receivables are presented at their nominal value after provisions for bad debts whereas the long-term receivables (balances which are not compatible with regular credit policies) are measured at amortized cost based on the effective rate method. The Group has set criteria for credit facilities to customers which are generally based on the volume of the customer's activities with a simultaneous assessment of financial information. On every reporting date all delays or bad debts are assessed in order to define if there is a necessity to form a provision for bad debts. The balance of bad debts provisions is adjusted accordingly on every reporting date in order to reflect the possible risks. Every write-off of customers is debited to the provision for doubtful debts. It is the Group's policy not to write-off any doubtful debts until every possible legal action has been taken for the collection of the debts.

#### **4.13 Leases**

##### **Finance leases**

Finance leases of fixed assets where all the risks and rewards related to the ownership of an asset have been transferred to the Company or the Group, are capitalized at the start of the lease at the asset's fair value or if it is lower, at the present value of the minimum lease payments. The finance lease payments are apportioned to the financial expenses and the decrease of financial liability in order to achieve a fixed interest rate in the remaining balance of the liability. The financial expenses are recognized in the Income Statement. The capitalized leased assets are depreciated based on the shortest period between the expected useful life of the asset and the duration of the lease.

##### **Operating Leases**

Leases where the lessee maintains all the risks and benefits of owning the asset are recognized as operating lease payments. The operating lease payments are recognized as an expense in the Income Statement on a constant basis during the lease term.

##### **Sale and leaseback**

For sale and leaseback transactions which constitute finance leases, any positive difference from the sale of the asset with respect to its book value is not recognized immediately as income from the Company but is rather recognized as deferred income in the financial statements which is amortized over the lease's duration.

If the fair value of the asset during its sale and leaseback is lower than its book value, then the loss derived from the difference between the book value and the fair value is not immediately recognized, except if the asset is impaired in which case the asset's book value is decreased to its recoverable value according to IAS 36.

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**4.14 Cash, Cash Equivalents and Restricted Deposits**

Cash, cash equivalents and restricted deposits include cash in hand, sight deposits, term deposits, bank overdrafts and other highly liquid investments that are directly convertible into particular amounts of cash equivalents which are not subject to significant value change risk. They also include separately the Group's and the Company's blocked deposits.

For purposes of preparing the consolidated Statement of Cash Flows, cash and cash equivalents consist of cash in hand, bank deposits as well as cash equivalents as defined above.

**4.15 Share Capital and Treasury Shares**

The share capital is defined according to the nominal value of the shares issued by the Company. A share capital increase by cash payment includes every share premium at the initial share capital issuance.

**(a) Share capital increase expenses**

Expenses directly related to a share capital increase are shown subtracted from equity after deducting tax.

**(b) Dividends**

Dividends to be paid to shareholders are recognized as a liability in the financial year when they are approved by the Shareholders' General Meeting.

**(c) Treasury shares**

Parent company shares owned by the Parent or its subsidiaries are recognized at acquisition cost, are included in the 'Treasury Shares' account and are subtracted from the Parent Company's equity until they are cancelled, reissued or resold. Treasury share acquisition cost includes transaction expenditures, after excluding the corresponding income tax. The Parent Company's treasury shares do not reduce the number of outstanding shares; they do, nevertheless, affect the number of shares included in the earnings per share calculation. The Parent Company's treasury shares are not entitled to a dividend. The difference between the acquisition cost and the final price from reselling (or reissuing) the treasury shares is recognized in equity and is not included in the net result for the financial year. On 31/12/2016, the Group did not hold any treasury shares.

**4.16 Income Tax and Deferred Tax**

The income tax charge includes current taxes, deferred tax and the differences of preceding financial years' tax audits.

**Current income tax**

Current tax is calculated based on the tax statements of Financial Position from each one of the companies included in the consolidated Financial Statements, according to the tax laws applicable in Greece or other tax regulations applicable for foreign subsidiaries. The income tax expense includes income tax based on each company's profits as presented on their tax declarations and provisions for additional taxes and is calculated based on the dully or in principal constituted tax rates.

**Deferred income tax**

Deferred taxes are the taxes or the tax reliefs from the financial encumbrances or benefits of the financial year in question, which have been allocated or shall be allocated to different financial years by the tax authorities. Deferred income tax is determined under the liability method deriving from the temporary differences between the book value and tax base of assets and liabilities. There is no deferred income tax if it derives from the initial recognition of an asset or liability at a

transaction, other than at a business combination, and the recognition did not affect either the accounting or the tax profit or loss.

Deferred tax assets and liabilities are measured in accordance with the tax rates in effect in the financial year during which an asset or a liability shall be settled, taking into account the tax rates (and tax regulations) which have been or are effectively in force until the Statement of Financial Position reporting date. In case where it is not possible to clearly determine the time needed to reverse the temporary differences, the tax rate applied is the one in force in the day after the Statement of Financial Position reporting date.

Deferred tax assets are recognized when there is taxable income and a temporary difference which creates a deferred tax asset. Deferred tax assets are re-examined on each reporting date and are decreased to the extent where there won't be sufficient taxable income to allow the utilization of the benefit as a whole or in part of the deferred tax asset.

Deferred income tax is recognized for the temporary differences derived from investments in subsidiaries and associates, except in the case whereby the temporary differences reversal is controlled by the Group and is probable that the temporary differences will not be reversed in the foreseeable future.

Most changes in the deferred tax assets and liabilities are recognized as part of the tax expenses in the Income Statement for the financial year. Only those changes in assets and liabilities which affect the temporary differences are recognized directly in the Group's equity resulting in the relative change in deferred tax assets or liabilities to be recognized in equity.

#### **Profits from shipping activities**

According to Law 27/1975, Article 6, shipping companies under a Greek flag pay tax for their vessels irrespective of whether they have profits or losses based on gross registered tonnage. In essence, this is income tax which is readjusted according to the aforementioned law provisions.

By the payment of the aforementioned tax, every liability relating to income tax from shipping activities is settled. In this case, a permanent difference is created between accounting and taxable income, as a result the difference is not taken into account in the calculation of deferred tax.

#### **Profits from non-shipping activities**

In this case we calculate the total income by adding the income from non-shipping activities. Non-vessel expenses are allocated based on the gross registered tonnage of each vessel.

The amount of profits that results from the above apportionment and relates to non-shipping activities is taxed according to the general tax regulations.

#### **4.17 Government grants**

Government grants related to grants for assets are recognized at fair value when there is reasonable assurance that the grant will be received and that all the relevant conditions attached will be met.

These grants are recognized as deferred income, which is recognized in the profits or loss of each reporting period in equal instalments based on the useful life of the asset after deducting all related depreciation expenses.

Grants relating to expenses are recognized after deducting all the relevant expenses during the period required for their systematic correlation with subsidized expenses.

#### 4.18 Employee Benefits

**Short-term Benefits:** Short-term benefits to personnel (except for termination of employment benefits) in cash and in kind are recognized as an expense when considered accrued. Any unpaid amount is recognized as a liability, whereas in case the amount already paid exceeds the benefits' amount, the entity identifies the excess as an asset (prepaid expense) only to the extent that the prepayment shall lead to a future payments' reduction or refund.

**Retirement Benefits:** Benefits following termination of employment include lump-sum severance grants, pensions and other benefits paid to employees after termination of employment in exchange for their service. The Group's liabilities for retirement benefits cover both defined contribution plans and defined benefit plans.

The defined contribution plan's accrued cost is recognized as an expense in the financial year where it relates. Pension plans adopted by the Group are partly financed through payments to insurance companies or state social security funds.

##### (a) Defined Contribution Plan

Defined contribution plans pertain to contribution payment to Social Security Organizations (e.g. Social Security Fund (IKA)) and therefore, the Group does not have any legal obligation in case the State Fund is incapable of paying a pension to the insured person. The employer's obligation is limited to paying the employer's contributions to the Funds. The payable contribution by the Group in a defined contribution plan is identified as a liability after the deduction of the paid contribution, while accrued contributions are recognized as an expense in the Income Statement.

##### (b) Defined Benefit Plan (non-funded)

Under Laws 2112/20 and 4093/2012, the Company must pay compensation upon retirement or termination to its employees. The amount of compensation paid depends on the years of service, the level of wages and the way of leaving service (dismissal or retirement). The entitlement to participate in these plans is usually based on years of service of the employee until retirement.

The liability recognized in the Statement of financial Position for defined benefit plans is the present value of the liability for the defined benefit less the plan assets' fair value (reserve from payments to an insurance company), the changes deriving from any actuarial profit or loss and the service cost. The defined benefit commitment is calculated on an annual basis by an independent actuary through the use of the projected unit credit method. Regarding FY 2016, the selected rate follows the tendency of iBoxx AA Corporate Overall 10+ EUR indices, which is regarded as consistent with the provisions of IAS 19, i.e. is based on bonds corresponding to the currency and the estimated term relative to employee benefits as well as appropriate for long-term provisions.

A defined benefit plan establishes, based on various parameters, such as age, years of service and salary, the specific obligations for payable benefits. Provisions for the period are included in the relative staff costs in the accompanying separate and consolidated Income Statements and comprise of the current and past service cost, the relative financial cost, the actuarial gains or losses and any possible additional charges. Regarding unrecognized actuarial gains or losses, the revised IAS 19 is applied, which includes a number of changes to accounting for defined benefit plans, including:

- recognition of actuarial gains / losses in other comprehensive income and their permanent exclusion from the Income Statement,
- non-recognition of the expected returns on the plan investment in the Income Statement but recognition of the relative interest on net liability / ( asset ) of the benefits calculated based on the discount rate used to measure the defined benefit obligation,



- recognition of past service cost in the Income Statement at the earliest between the plan modification date or when the relative restructuring or terminal provision are recognized,
- other changes include new disclosures, such as quantitative sensitivity analysis.

**(c) Remuneration based on Equity Instruments:**

The Group grants remuneration to personnel through equity instruments. In particular, the Group grants to personnel, based on a stock option plan approved by the General Shareholders Meeting, stock options for the acquisition of Parent Company shares.

These benefits are settled through issuing new shares by the Parent Company, on condition that the employee fulfils certain vesting conditions linked to his/her performance and exercises his/her options.

Services rendered by employees are measured according to the fair value of the options granted on the grant date. The option's fair value is calculated by using a widely accepted option-pricing model and taking into account the share's closing price on grant date. The options' fair values, following their issue, are readjusted in case there is a modification in the plan in favor of the employees. The fair value of services rendered is recognized as an expense in the Income Statement by an equal credit in equity, in the share premium account. The relevant amount is proportioned throughout the vesting period and is calculated on the basis of the number of options set to be vest in each year.

During the exercise of the stock options, the net collected amount (after subtracting direct costs) is recognized in share capital (new shares nominal value) and in share premium (difference between the stock option exercise price and the share's nominal value).

**4.19 Provisions, Contingent Assets and Liabilities**

Provisions are recognized when the Group has present legal or imputed liabilities as a result of past events; their settlement is possible through resources' outflow and the exact liability amount can be reliably estimated. The provisions are reviewed on the date of the Financial Statements and are adjusted accordingly to reflect the present value of the expense expected for the settlement of the liability. Restructuring provisions are identified only if there is a detailed restructuring plan and if Management has informed the affected parties on the plan's key points. When the effect of the time value of money is significant, the provision is calculated as the present value of the expenses expected to be incurred in order to settle this liability.

If it is no longer probable that an outflow will be required in order to settle a liability for which a provision has been formed, then it is reversed.

In cases where the outflow due to current commitments is considered improbable or the provision amount cannot be reliably estimated, no liability is recognized in the financial statements.

Contingent liabilities are not recognized in the financial statements but are disclosed except if the probability of an outflow, which encompasses economic benefits, is scarce. Possible inflows from economic benefits for the Group which do not meet the criteria of an asset are considered a contingent asset and are disclosed when the inflow of the economic benefits is probable.

**4.20 Revenues-Expenses Recognition**

Revenue is recognized when it is probable that future economic benefits will flow into the entity and these benefits can be reliably measured. The revenue is measured at the fair value of the consideration received and is net of value added tax, returns, any discount and after the Group's intragroup sales have been restricted. The amount of revenue can be efficiently measured when all liabilities relating to the sale have been settled.

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Revenue recognition occurs as follows:

- **Sale of goods:** The revenue from the sale of goods is recognized when the risks and benefits of owning the goods have been transferred to the buyer, usually after goods have been sent.
- **Income from franchising:** Fees from franchising relate to a subsidiary, which establishes and develops fast food stores and café bars through franchisees. These fees are recognized as revenue in the period when they incur.
- **Revenues from hotel management:** Income from hotel management is recognized after deducting value added tax, service rights, other taxes and discounts during the period when the services are rendered.
- **Income from charters of vessels:** Income from charters of vessels is recognized when the passenger makes the voyage
- **Income from sales of goods and services on board of ships:** For the services offered by the Group directly to the customers, the revenue is recognized with the issuance of the invoice to the customer. For services offered by the Group through contractors, the income is recognized with the issuance of services rendered invoice to the contractor, relating to accrued income. All the above revenues are recognized when the collection of the receivable is reasonably secured.
- **Services provided under fixed price contracts:** Income from fixed price contracts is recognized based on the stage of completion of the transaction at the reporting date of the Statement of Financial Position. Under the percentage of completion method, the contract revenue is recognized based on the services provision and the apportionment of the works already performed to the total works which are to be performed. When the outcome of a transaction pertaining to the provision of services cannot be estimated reliably, then the revenue is recognized only to the extent that the recognized costs are recoverable.

The amount of the sale price relating to a service agreement for services to be provided subsequently is recorded in the transit account and recognized as revenue in the period in which those services are provided. This revenue is included in the account "Other short term liabilities". In cases where there is a change in the original estimates of the revenues then the costs or the completion stage is revised. These readjustments may result in increases or decreases in the estimated revenues and costs and are presented in the income of the period, of which those which render necessary restatements are disclosed by Management.

Revenue, from customer-related long-term construction contracts, is recognized in accordance with the percentage completion of the contract at the reporting date of the Financial Statements. The Group is committed to comprehensive after-sales services in this service sector.

- **Revenue from provision of health services:** The Group provides health services both to private patients - customers and to patients - customers covered by the collaborating pension funds and insurance organizations. In particular, the main insurance fund the Group collaborates with is E.O.P.Y.Y.. It is worth noting that, the Group has entered into agreements through which patients are fully or partially covered with respect to their expenses (pre-agreed fee) regarding specific operations. The insurance funds the Group collaborates with are domestic and foreign insurance companies. Revenue is recognized on the basis of the stage of completion of service on the net amount expected to be received by category.
- **Income from rentals:** Revenue from operating leases of the Group's investment properties is recognized gradually during the lease.

- **Interest income:** Interest income is recognized using the effective rate method which is the rate which is accurately discounts estimated future cash flows to be collected or paid in cash during the estimated life cycle of the financial asset or liability, or when required for a shorter period of time, with its net book value.

When an asset has been impaired, the Group decreases the book value expected to be received, which is the amount, arising from the future cash flows discounted with the effective rate of the instrument and continues in periodic reversal of discounting as interest income. Interest income from loans which have been impaired is recognized using the initial real rate.

- **Dividend Income:** Dividends are recognized as income upon establishing their collection right.
- **Expenses:** Expenses are recognized in profit or loss in the period on an accrual basis. Payments made under operating leases are transferred to the Income Statement as an expense at the time of use of the leased asset. The interest expense is recognized on an accrual basis.

#### 4.21 Borrowing Costs

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset, which will require considerable time until the asset is ready for the suggested use or disposal, form part of the acquisition cost of that asset until the asset is ready for the suggested use or disposal. In other cases, the borrowing costs burden profit or loss of the period when incurred.

#### 4.22 Profit or loss from discontinued operations

A discontinued operation is a component of the Group that is either disposed of or classified as held for sale and

- represents a separate major line of business or geographical area of operations,
- is part of a unified, coordinated disposal plan for a large part of business or geographical area of operations or
- is a subsidiary acquired exclusively with a view to be resold.

Profit or loss from discontinued operations, including profit or loss of the comparative period are presented as a separate line in the Income Statement. This amount constitutes the after tax results of discontinued operations and after-tax profit or loss resulting from the valuation and disposal of the assets classified as held for sale (please refer to note 7).

The disclosures of discontinued operations of the comparative period include disclosures for earlier periods presented in Financial Statements so that the disclosures relate to all the operations that have been discontinued until the last date of the latest period presented. In cases where operations, previously classified as discontinued operations, are now continuing operations, disclosures of the prior periods are adjusted accordingly.

#### 4.23 Earnings per share

Basic earnings per share (Basic EPS) are calculated by dividing the profit after tax that is attributable to the shareholders of the parent company with the weighted average number of ordinary shares outstanding during the period, excluding the average number of ordinary shares acquired as treasury shares.

Diluted earnings per share are calculated by dividing the profit after tax that is attributable to the shareholders of the parent company (after adjusting for the post tax interest expense of the convertible securities) with the weighted average number of ordinary shares during the period (adjusted for diluted shares).

The weighted average number of ordinary shares outstanding during the accounting period as well as during all presented accounting periods is adjusted in relation to the events that have altered the number of outstanding ordinary shares without the corresponding alteration of the resources.

#### **4.24 Operating segments**

The Company's BoD is the main corporate body responsible for business decision-making. The BoD reviews all of the internal financial reports in order to assess the Company's and Group's performance and resolve upon the allocation of resources. The Management has set the operating segments based on the said internal reports. The BoD uses different criteria in order to assess the Group's activities which vary according to the nature of each segment, taking into consideration the risks involved and their cash requirements.

MIG's operating segments are defined as the segments in which the Group operates and on which the Group's management information systems are based.

It should be noted that due to the aggregation criteria and the nature of MIG's activities (buyouts and equity investments) some of the subsidiaries present or may present similar performance on a long-term basis as if they were operating in the same segment and hence are aggregated and considered as one operating segment. For the segmentation, the following have been taken into consideration:

- the nature of the products and services;
- the type of customer for the products and services;
- the methods used in distributing products and services;
- the regulatory framework; and
- the potential risks involved.

Following the application of IFRS 8, six operating segments based on the Management's approach have been identified. The operating segments of the Group and the main consolidated companies (subsidiaries and associates) per presented operating segment are presented below:

- **Food and Dairy** (VIVARTIA)
- **Transportation** (MIG SHIPPING, ATTICA, MIG AVIATION 1, MIG AVIATION 2, ATHENIAN ENGINEERING)
- **IT and Telecommunications** (SINGULARLOGIC, TOWER TECHNOLOGY)
- **Financial Services** (MARFIN INVESTMENT GROUP, MIG AVIATION HOLDINGS)
- **Healthcare Services** (HYGEIA, MARFIN CAPITAL)
- **Private equity** (MIG LEISURE, CTDC, MIG LRE CROATIA, SUNCE, MIG REAL ESTATE (SERBIA), RKB, MIG ENVIRONMENT, MIG MEDIA).

#### **4.25 Long-term Assets Held for Sale and Discontinued Operations**

The Group classifies a long-term asset or a group of long-term assets and liabilities as those held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use.

The basic requirements in order to classify a long-term asset or group of assets as held for sale is that the asset (or group of assets) must be available for sale in its present condition while the sale should be subject only to terms that are usual and customary for sales of such assets, and must also be highly probable.

For the sale to be highly probable, all of the following are to apply:

- management must be committed in relation to a plan to sell the asset or the group of assets,
- a process to identify a buyer and complete the transaction has to be initiated,

- the asset or group of assets under disposal must be offered for sale at a price that is reasonable compared to the concurrent market value of such assets,
- the sale must be expected to be completed within one year from the date of classification of the asset or group of assets as assets held for sale, except for specific exceptions, and
- the actions required to complete the plan should indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

Immediately before the initial classification of the asset (or group of assets and liabilities) as held for sale, the carrying amount of the asset (or group of assets and liabilities) will be measured in accordance with applicable IFRS.

Long-term assets (or group of assets and liabilities) classified as held for sale are measured (after the initial classification as mentioned above) at the lower of their carrying amounts and fair values less costs to sell and the impairment losses are recorded in the Income Statement. Any increase in fair value under a subsequent valuation is recorded in the Income Statement but not for an amount exceeding the cumulative impairment loss that had been initially recognized.

Starting from the date a long-term asset (or group of assets) is classified as held for sale, depreciation is not recognized on such asset. As at 31/12/2016, the Group had not classified long-term assets or disposal assets groups in this category.

## **5 SIGNIFICANT ACCOUNTING ESTIMATES AND MANAGEMENT ASSESSMENT**

The composition of the Financial Statements in accordance with the International Financial Reporting Standards (IFRS) requires the Management to make judgments, estimates and assumptions which affect assets and liabilities, contingent receivables and liabilities disclosures as well as revenue and expenses during the periods presented. The actual results may differ from the estimated ones. Estimates and evaluations are based on past experience and other factors including expectations for future events, which are considered reasonable under the specific circumstances, while they are continuously reevaluated based on available information.

The basic estimates and evaluations referring to data whose development could affect the Financial Statements accounts in the upcoming 12 months are the following:

### **5.1 Judgments**

The basic judgments carried out by the Group's Management (besides the judgments associated with estimates, outlined in note 5.2) which have the most significant impact on the amounts recognized in the Financial Statements mainly relate to the following:

#### **Financial Instruments Classification**

The accounting standards applied by the Group require the classification of financial assets and liabilities upon acquisition into the following categories:

- Financial assets held for trading purposes. This category includes investments in derivatives which are made mainly to achieve short-term profits.
- Financial assets and liabilities at fair value through P&L. The classification of an investment in this category depends on the way Management measures the return and risk of the investment. Therefore, this category includes investments not included in the trading portfolio but which are included in the equity investments portfolio and are monitored internally, according to the Group's strategy, at fair value.

- Financial assets held to maturity. This category includes non-derivative financial assets with defined or predetermined payments and defined maturity that the Group's Management intends and can hold them till their maturity.
- Financial assets available for sale. These are financial assets that Management believes cannot be classified in any of the above categories.

## **5.2 Estimates and Assumptions**

Specific amounts included or affecting the Financial Statements and the relevant disclosures are estimated via assumptions on values or conditions, which cannot be known with certainty at the time when the Financial Statements are being composed. An accounting estimate is considered important when it is important for the financial condition and the Group results, requiring the most subjective or complex judgments by the Management. The Group evaluates such estimates on a continuous basis, based on past results and experience, meetings with experts, trends and other methods deemed reasonable under the specific conditions; along with forecasts on how these will change in the future.

### **(1) Business Combinations**

At initial recognition, the assets and liabilities of the acquired business are included in the consolidated Financial Statements at their fair value. Upon fair values measurements, the Management makes estimates on future cash flows; however, actual results may differ. Any change in the measurement after the initial recognition will affect the measurement of goodwill. Details on the acquired assets and liabilities are analyzed in Note 6.

### **(2) Goodwill Impairment tests and Intangible Assets with Indefinite useful life**

The Group carries out the relevant impairment test on goodwill and intangible assets with indefinite useful life derived from subsidiaries and associates, at least on an annual basis or in case of an indication for impairment, according to IAS 36. In order to determine whether there is impairment evidence, the value in use as well as the fair value less the sale cost of the business unit must be calculated. Usually, methods such as present value of estimated cash flows are used along with valuations based on similar transactions or companies trading in active markets and the stock quotation. For the application of these methods, the Management is required to use information such as the subsidiary's forecasted future profitability, business plans as well as market data such as interest rates etc. (for further information please refer to notes 10 and 38 to Financial Statements).

### **(3) Impairment of Tangible Assets**

Tangible assets are tested for impairment in case of events or changes in the circumstances suggesting that the accounting value may not be recoverable. In order to estimate the current value in use, the Management estimates future cash flows arising from the asset or cash generating unit and chooses the suitable discount rate in order to estimate the present value of the future cash flows (further information is provided in Note 9).

### **(4) Depreciated Assets Useful Life**

The Management examines the useful life of depreciated assets every financial year. On 31/12/2016, the Management estimates that the useful lives represent the anticipated remaining useful life of the assets.

### **(5) Estimation of Fair Value of Financial Instruments**

The calculation of the fair value of financial assets and liabilities for which there are no public market prices, requires the use of specific valuation techniques. The measurement of their fair value requires different types of estimates. The most important estimates include the assessment of different risks to which the instrument is exposed to such as business risk, liquidity risk etc., and the assessment of the future profitability prospects in the case of equity securities valuation.

**(6) Impairment of Financial Assets**

The Group follows the provisions of IAS 39 to assess whether an investment has been impaired which is included in the scope of this particular Standard, while the rest of the assets follow the requirements of IAS 36. In judging when an investment has suffered impairment the Group examines, among other factors, the duration or the extent to which the fair value of an investment is lower than its cost which might provide sufficient evidence objectively that the investment has been impaired as well as its financial viability and short-term business prospects, the business policies, the future of the investment, including factors such as the industry and business sector's performance, changes in technology and of the operating and financing cash flows (further information is presented in Note 10).

**(7) Derivatives Fair Value assessment and Hedge Accounting**

The Group uses derivatives to manage a series of risks including risks relevant to interest rates, foreign currency and prices of goods. In order to assess the effectiveness of a hedging procedure, the Group is required to firstly state its hedging strategy and then to assess that the hedge will be effective throughout the duration of the hedging instrument (derivative). See further information on derivatives in Note 28.

**(8) Provision for Income Tax**

The provision for income tax based on IAS 12 is calculated by estimating the taxes to be paid to tax authorities and includes the current income tax for every financial year and a provision for additional taxes that might emerge in tax audits.

The Group's companies are subject to various income taxation legislations. To determine the total provision for income tax, as presented in the Statement of Financial Position, significant estimates are required. For specific transactions and calculations, the final tax determination is uncertain. The Group recognizes liabilities for the forecasted tax issues based on calculations as to the extent to which additional tax will arise. In cases where the final tax amount differs from what had been initially recognized, the differences affect the provisions for income tax and deferred tax for the period when it had been determined (for further information please refer to note 42).

**(9) Deferred Tax Assets on Taxable losses**

A deferred tax asset is recognized for all unused taxable losses to the extent that it will be possible to have sufficient tax gains to be offset with taxable losses. In order to determine the amount of a deferred tax asset for recognition, significant judgments and estimates are required from the Group's Management, based on future tax profits combined with future tax strategies to be pursued (for further information please refer to note 17).

**(10) Provisions for Doubtful Debts**

The Group makes provisions for doubtful debts concerning specific customers when data or indications highlight that collecting a receivable is totally or partially improbable. The Group's Management examines periodically the provision adequacy on doubtful debts based on the entity's credit policy and taking into account information from the Group's Legal Department derived from analyzing historical data and recent developments of litigation cases (for further information please refer to Note 19).

**(11) Uncertain Outcome of Pending Legal Cases**

The Group reviews pending legal cases at each reporting date of the Financial Statements and makes provisions for lawsuits against the Group, according to information received from the Legal Department and collaborating legal offices, which arises based on recent developments in the cases it handles (please refer to Note 48.3).

**(12) Provision for Personnel Compensation**

The provision amount for personnel compensation is based on an actuarial study. The actuary's study includes specific assumptions on discount rate, employees' remuneration increase rate, consumer price index increase and the expected remaining working life. The assumptions used are imbedded with significant uncertainty and the Group's Management continuously reassesses these assumptions (for further information please refer to Note 25).

**(13) Construction Contract Budgeting**

The Group makes estimates regarding the outcome of construction contracts and the total estimated contract cost based on which the completion percentage is calculated. Where the outcome of a construction contract cannot be estimated reliably (e.g. the construction contracts are at an early stage), then the Group reviews the results to the extent that the incurred costs are likely to be recovered, while the costs are recognized in the Income Statement of the period they are incurred.

**(14) Software Programs Development**

The recognition of expenses attributable to the development of the Group software programs as intangible assets is made only when it is probable that the future economic benefits of the intangible assets will flow to the entity. Under the assessment of future economic benefits, the Group takes into account the technical ability to complete the intangible asset so that it is available for sale or use, the existence of a market for the product produced by the intangible asset or, if it is going to be used internally, the usefulness of the intangible asset as well as the possibility of a reliable cost measurement which will be attributed to the intangible asset during the period of its development.

**(15) Contingent Assets and Liabilities**

The Group is involved in court claims and compensations during its ordinary activities. The Management judges that any settlement would not significantly influence the Group's financial position on 31/12/2016. However, the determination of contingent liabilities relative to court disputes and claims is a complex procedure which involves assessments on the probable consequences and the interpretations of laws and regulations. Any changes in judgments or interpretations may lead to the increase or decrease of the Group's future contingent liabilities (for further information please refer to note 48).

**(16) Classification of leases**

In implementing the requirements of IAS 17 regarding the classification of leases, there are cases where a transaction is not always conclusive. In these cases, the Management uses estimates to determine whether a lease transfers substantially all risks and rewards of ownership from the lessee to the lessor.

**(17) Liabilities Art.100 Law 4172/2013 – “Claw-Back” and “Rebate” HYGEIA group**

Regarding liabilities under Art.100 Law 4172/2013 – “Claw-Back” and “Rebate” of HYGEIA group, the following measures have been implemented since July 2013:

- a) Claw-back regarding costs from hospitalization, diagnostic tests and physiotherapy.
- b) Establishment of an escalating percentage against EOPYY's debt for medical, diagnostic tests and physiotherapy expenses of its insured members towards the EOPYY approved private health providers in respect to the aforementioned services, to be paid to EOPYY as a monthly Rebate. Currently, with the exception of FY 2013, it is impossible to carry out an accurate quantification of Claw-back and Rebate per clinic of HYGEIA group, since EOPYY has not disclosed all the relative parameters (in respect of the segment and the clinics – separately) required for an accurate determination of the corresponding amounts. It is to be noted that the final amounts of Claw-back for the years 2014 and 2015 will arise following the review of submissions regarding all the aforementioned years and the final ratification performed by EOPYY. In any case, the Management



estimates that, based on available data, the results of HYGEIA Group have already been burdened with sufficient amounts of Claw-back and Rebate throughout the period and no further negative change in the aforementioned amounts is expected.

HYGEIA Group proceeded with calculating Claw-back and Rebate as soon as the relative decisions became effective, burdening the financial results of the group with the respective amounts. In particular, the group has impaired receivables from EOPYY for the period 01/01/2013-31/12/2016 by an amount of approximately € 85.4 m following the implementation of Article 100, Par. 5, Law 4172/2013 (Government Gazette 167/23.07.2013) as well as the other subsequent relevant ministerial decisions.

Finally, in October 2016, under Article 52, Law 4430/2016, terms were defined regarding the settlement of postdated receivables from EOPYY, generated prior to and after it has started operating, to collaborating healthcare services providers. In particular, under the provisions of the Article in question, further discounts were provided so that the Organization would be in position, within 2017, to proceed with full settlement of its obligations up to FY 2015 (including the obligation outstanding before 2012). It is to be noted that the collaborating companies of HYGEIA Group have already made adequate provisions regarding the stimulations of the Article in question and, therefore, their results are not estimated to incur any additional burdening.

## **6 BUSINESS COMBINATIONS AND ACQUISITIONS OF NON-CONTROLLING INTERESTS**

### **6.1 Change in non-controlling interest within the annual period which ended on 31/12/2016**

- In February 2016, GOODY'S proceeded with the acquisition of the remaining interest of 45.10% in VIVARTIA group subsidiary, SERRES RESTAURANTS-PATISSERIES S.A. for zero consideration (€ 5), increasing the total investment of VIVARTIA in the aforementioned subsidiary to 100%. The aforementioned transaction resulted in goodwill of € 123k that was directly written off from the equity of VIVARTIA group, as a result of an increase in investment in the existing subsidiary.
- Moreover, in March 2016, PARALIA CAFÉ - PATISSERIES S.A. proceeded with the acquisition of the remaining interest of 20% in VIVARTIA group subsidiary, KIFISIAS – PANORMOU RESTAURANTS S.A. for € 39k, increasing the total investment of VIVARTIA in the aforementioned subsidiary to 100%. The aforementioned transaction resulted in goodwill of € 8k that was directly written off from the equity of VIVARTIA group, as a result of an increase in investment in the existing subsidiary.
- In June 2016, PASTERIA S.A. proceeded with the acquisition of an interest of 10% in VIVARTIA group subsidiary, PESTO S.A. for € 20k. The aforementioned transaction resulted in goodwill of € 4k that was directly written off from the equity of VIVARTIA group, as a result of an increase in investment in the existing subsidiary.
- Within the second quarter of 2016, EVEREST proceeded with a share capital increase of € 401k in VIVARTIA group subsidiary PASTERIA S.A., without the participation of minority shareholders. As a result of the aforementioned transaction, the total indirect participating interest of VIVARTIA group stands at 99.45%.
- In September 2016, EVEREST proceeded with a share capital increase of € 108k in VIVARTIA group subsidiary KAMARA S.A., without the participation of minority shareholders. As a result of the aforementioned transaction, the total indirect participating interest of VIVARTIA group stands at 87.52%.

- Within the 4<sup>th</sup> quarter of 2016, EVEREST acquired the remaining 70% participating interest in the existing subsidiary VARELAS S.A. versus zero consideration (€ 1). The aforementioned transaction resulted in goodwill of € 6k that was immediately written off from the equity of VIVARTIA group as a result of an increase in participating interest in the existing subsidiary.
- Moreover, in November 2016, GOODY'S proceeded with a share capital increase of € 129k in the subsidiary PARALIA CAFÉ - PATISSERIES S.A.. Following the transaction, the indirect participating interest of VIVARTIA group stood at 99.82%.
- Furthermore, a subsidiary of VIVARTIA group, PALLINI RESTAURANTS S.A., performed a share capital increase of € 295k in KIFISIAS-PANORMOU RESTAURANTS S.A., thus increasing the total indirect participating interest of VIVARTIA group to 99.89%.
- Within December 2016, share capital increases in VIVARTIA group subsidiaries, GEFSI S.A. (amounting to € 25k) and GOLDEN PASTA S.A. (amounting to € 126k) were completed, covered by EVEREST and without the participation of minority shareholders. Following the aforementioned transactions, the total indirect percentage held by VIVARTIA group in the companies in question stood at 87.56% and 99.57%, respectively.
- Finally, within FY 2016, MIG performed share capital increases in MIG REAL ESTATE (SERBIA) for a total consideration of € 1,125k. Furthermore, MIG REAL ESTATE (SERBIA) proceeded with share capital increases in the Group subsidiary RKB amounting to € 1,300k in total, and thus MIG's participating interest in RKB, through its 100% subsidiary MIG REAL ESTATE (SERBIA), reached 83.10% (31/12/2015: 83.00%).

## **6.2 Other changes (disposals/establishments) within the annual period which ended on 31/12/2016**

- On 26/02/2016, SINGULARLOGIC proceeded with the acquisition of an interest of 50.99% in the company SENSE ONE TECHNOLOGIES S.A. for a consideration of € 501k. The aforementioned transaction resulted in goodwill of € 70k that is recorded in the relevant account of SINGULARLOGIC group Financial Statements.
- On 01/11/2016, SINGULARLOGIC proceeded with the establishment of SINGULARLOGIC MARITIME SERVICES LIMITED, through its fully owned subsidiary G.I.T. CYPRUS, with headquarters in Cyprus and an initial capital of € 1k. The main activity of the new company focuses on the design, production and commercial management of specialised programs and IT solutions related to the maritime industry.
- On 04/04/2016, VIVARTIA group, through its subsidiary, MANTO S.A., proceeded with the acquisition of an interest of 80% in the company G S COFFEE N ICE. for a consideration of € 120k. The aforementioned transaction resulted in goodwill of € 131k that is recorded in the relevant account of VIVARTIA group Financial Statements.
- On 07/04/2016, VIVARTIA group, through its subsidiary PARALIA CAFÉ - PATISSERIES S.A. proceeded with the acquisition of an interest of 100% in ILIOUPOLIS S.A. for a consideration of € 66k. The aforementioned transaction resulted in goodwill of € 124k that is recorded in the relevant account of VIVARTIA group Financial Statements.
- On 24/05/2016, GOODY'S disposed to third parties its participating interest in the subsidiary ABANA RESTAURANTS S.A. for a consideration of € 75k. As till the disposal date, successive share capital increases were finalized, totally amounting to € 123k, of which an amount of € 72k was covered by the new investor that acquired 49% of the aforementioned company. Profit of €

44k, arising from the disposal of the aforementioned subsidiary, was recognised in the Income Statement as a result of losing control in the subsidiary.

- Within FY 2016, GOODY'S performed share capital increases in subsidiaries BALKAN RESTAURANTS S.A. amounting to € 40k, ILION RESTAURANTS S.A., amounting to € 65k and PALLINI RESTAURANTS S.A., amounting to € 55k. At the same time, EVEREST increased the share capital of its subsidiaries, EVERHOLD LTD and CENTER S.A. by € 11k and € 550k respectively, while UNITED MILK COMPANY AD covered the share capital increase in DELTA GREEK FOODS USA INC amounting to € 147k. As far as all the aforementioned cases are concerned, VIVARTIA retained its participating interest at 100%.
- Moreover, within FY 2016, subsidiaries of VIVARTIA group, PLATEIA RENTI LTD and PANACOTTA S.A. decreased share capital through capital return of € 177k and € 60k respectively, of which a total amount of € 128k was deposited to minority shareholders in compliance with the effective participating percentage.
- On June 24, 2016, a share capital increase of € 615k in the subsidiary "BEATIFIC S.A." through capitalisation of Hygeia's receivables was certified, following the decision of the Extraordinary General Meeting of the company's shareholders as of 27/05/2016. The above-mentioned SCI did not affect the direct stake of HYGEIA S.A. in the subsidiary, as it was already standing at 100%.
- Within FY 2016, MIG AVIATION HOLDINGS returned to MIG a share capital totally amounting to € 14,200k.
- Within the 4<sup>th</sup> quarter of 2016, VIVARTIA S.A. increased its share capital in subsidiaries DELTA S.A. and BARBA STATHIS by € 8,000k and € 445k respectively.
- Within FY 2016, ATTICA increased its share capital in subsidiaries SUPERFAST ONE INC, SUPERFAST TWO INC, SUPERFAST ENDEKA INC and NORDIA MC by € 3,893k, € 3,912k, € 3,747k and € 49k respectively. Moreover, the subsidiary BLUE STAR FERRIES MARITIME S.A. returned to ATTICA a share capital amounting to € 22,553k. Following the above transactions, the direct investment of ATTICA in the aforementioned subsidiaries remained unchanged, since the participating interest already stood at 100%.
- Within FY 2016, MIG performed a share capital increase in subsidiaries MIG SHIPPING, TOWER TECHNOLOGY LTD and MIG LRE CROATIA by € 23k, € 10k and € 20k respectively.
- Moreover, within 2016, VIVARTIA group received all the necessary certificates verifying finalization of the liquidation procedures regarding the idle subsidiary VIVARTIA LUXEMBURG S.A, in which VIVARTIA held a 100% participating interest.
- On 30/12/2016, the Extraordinary general meeting of the subsidiary MIG ENVIRONMENT S.A. decided to discontinue its operations given the changes in the company's financial sizes and prospects.

### **6.3 Mergers of the Group's subsidiaries**

- On 31/12/2016 in order to facilitate operational improvement and achieve economies of scale, the authorities in charge approved of the merger of VIVARTIA group companies, GEFSIPLOIA S.A. through absorption of MARINA ZEAS S.A. and AEGEAN CATERING S.A., in compliance with the provisions of Articles 68 - 77a, CL 2190/1920 and Articles 1-5, Law 2166/1993.

## 7. DISCONTINUED OPERATIONS

### 7.1 Decision on discontinuing the operations of ATHENIAN ENGINEERING

The Board of Directors of ATHENIAN ENGINEERING, as per its meeting held on 21/12/2012, decided to proceed with the discontinuing of the company's operations, given the development of the company financials and the market prospects.

Following the above decision, the Group consolidated on 31/12/2016 and 31/12/2015 the assets of the Statement of Financial Position of ATHENIAN ENGINEERING under the full consolidation method, while it included the results from discontinued operations of the aforementioned company for the periods 01/01-31/12/2016 and 01/01-31/12/2015 in the Income Statement, i.e. losses of € 12k and gains of € 214k respectively (see Note 7.3).

### 7.2 Discontinued operations within the comparative reporting period (01/01-31/12/2015)

The comparative period's discontinued operations include:

- the results of ATHENIAN ENGINEERING for the period 01/01-31/12/2015 (due to the 21/12/2012 decision of the BoD to discontinue its operations);
- the results of FAI rent-a-jet and FAI ASSET MANAGEMENT for the period 01/01-03/07/2015 (due to their disposal on 03/07/2015, until that date, the aforementioned companies were consolidated under purchase method);
- the results of SKYSERV for the period 01/01-18/12/2015 (due to disposal on 18/12/2015, until that date, the aforementioned company was consolidated under purchase method).

### 7.3 Net results of the Group from discontinued operations

The Group's net profit/ loss from discontinued operations for the periods 01/01-31/12/2016 and 01/01-31/12/2015 is analyzed as follows:

| <i>Amounts in € '000</i>  | 01/01-31/12/2016 | 01/01-31/12/2015 |
|---|------------------|------------------|
|   | Transportation   | Transportation   |
| Sales   | -                | 63,509           |
| Cost of sales   | -                | (56,892)         |
| <b>Gross profit</b>   | -                | <b>6,617</b>     |
| Administrative expenses   | (16)             | (5,529)          |
| Distribution expenses   | -                | (436)            |
| Other operating income  | 1                | 1,431            |
| Other operating expenses  | -                | (1,518)          |
| <b>Operating profit</b>   | <b>(15)</b>      | <b>565</b>       |
| Other financial results   | -                | (1,818)          |
| Financial expenses  | -                | (1,286)          |
| Financial income  | 3                | 66               |
| <b>Profit/(Loss) before tax from discontinuing operations</b>   | <b>(12)</b>      | <b>(2,473)</b>   |
| Income Tax  | -                | (1,559)          |
| <b>Profit/(Loss) after taxes from discontinued operations</b>   | <b>(12)</b>      | <b>(4,032)</b>   |
| Derecognition of comprehensive income associated with non-current assets classified as held for sale through the income statement | -                | (1)              |
| Gains /(losses) from the sale of the discontinued operations  | -                | 11,229           |
| <b>Result from discontinued operations</b>  | <b>(12)</b>      | <b>7,196</b>     |
| <b>Attributable to:</b>   |                  |                  |
| Owners of the parent  | (12)             | 5,725            |
| Non-controlling interests   | -                | 1,471            |

The following table presents the net cash flows from operating, investing and financing activities pertaining to the discontinued operations for the periods 01/01-31/12/2016 and 01/01-31/12/2015:

| <i>Amounts in € '000</i>   | 01/01-31/12/2016 | 01/01-31/12/2015 |
|--|------------------|------------------|
|  | Transportation   | Transportation   |
| Net cash flows operating activities                                | 48               | 6,975            |
| Net cash flows from investing activities                           | 4                | (14,286)         |
| Net cash flow from financing activities                            | -                | 7,184            |
| Exchange differences in cash, cash equivalents and restricted cash | -                | 381              |
| <b>Total net cash flow from discontinued operations</b>            | <b>52</b>        | <b>254</b>       |

Basic earnings per share from discontinued operations for the presented annual reporting periods 01/01-31/12/2016 and 01/01-31/12/2015 amount to € 0 and € 0.0061 respectively, while diluted earnings per share from discontinued operations amounted to € 0 and € 0.0039 respectively (for the analysis of the calculation please refer to Note 45).

## 8. OPERATING SEGMENTS

The Group applies IFRS 8 “Operating Segments”, under its requirements the Group recognizes its operating segments based on “management approach” which requires the public information to be based on internal information. The Company’s Board of Directors is the key decision maker and sets six (6) operating segments for the Group (see note 4.24). The required information per operating segment is as follows:

Income and results, assets and liabilities per operating segment are presented as follows:

| <i>Amounts in € '000</i>  | Food & Dairy | Healthcare | Financial Services | IT & Telecoms | Transportation | Private Equity * | Total from continuing operations | Discontinued operations | Group            |
|---|--------------|------------|--------------------|---------------|----------------|------------------|----------------------------------|-------------------------|------------------|
| <b>01/01-31/12/2016</b>   |              |            |                    |               |                |                  |                                  |                         |                  |
| Revenues from external customers  | 566,523      | 227,701    | -                  | 35,572        | 258,319        | 15,761           | <b>1,103,876</b>                 | -                       | <b>1,103,876</b> |
| Intersegment revenues   | 5,439        | 30         | -                  | 3,644         | 10,355         | 7,764            | <b>27,232</b>                    | -                       | <b>27,232</b>    |
| Operating profit  | 15,388       | 13,107     | (17,363)           | 967           | 45,496         | (3,753)          | <b>53,842</b>                    | (15)                    | <b>53,827</b>    |
| Depreciation and amortization expense   | (30,768)     | (18,853)   | (411)              | (3,605)       | (24,350)       | (1,836)          | <b>(79,823)</b>                  | (3)                     | <b>(79,826)</b>  |
| Profit/(loss) before tax, financing, investing results and total depreciation charges | 46,156       | 31,960     | (16,952)           | 4,572         | 69,846         | (1,917)          | <b>133,665</b>                   | (12)                    | <b>133,653</b>   |
| Other financial results   | (376)        | (2,993)    | 554                | (31)          | (2,593)        | (251)            | <b>(5,690)</b>                   | -                       | <b>(5,690)</b>   |
| Impairment losses   | (21,286)     | (500)      | -                  | -             | (35)           | (22,468)         | <b>(44,289)</b>                  | -                       | <b>(44,289)</b>  |
| Profits from reversal of impairment losses  | 5,943        | -          | -                  | -             | 11,583         | -                | <b>17,526</b>                    | -                       | <b>17,526</b>    |
| Financial income  | 88           | 27         | 76                 | 26            | 289            | 13               | <b>519</b>                       | 3                       | <b>522</b>       |
| Financial expenses  | (27,647)     | (11,420)   | (39,413)           | (3,619)       | (22,605)       | (4,422)          | <b>(109,126)</b>                 | -                       | <b>(109,126)</b> |
| Share in net profit (loss) of companies accounted for by the equity method            | 885          | -          | -                  | (163)         | (2,412)        | 3,105            | <b>1,415</b>                     | -                       | <b>1,415</b>     |
| Profit/(loss) before income tax   | (26,992)     | (1,779)    | (55,947)           | (2,820)       | 29,723         | (27,975)         | <b>(85,790)</b>                  | (12)                    | <b>(85,802)</b>  |
| Income tax  | 2,842        | 2,258      | (3)                | (1,284)       | (705)          | (116)            | <b>2,992</b>                     | -                       | <b>2,992</b>     |
| Assets as of 31/12/2016   | 970,284      | 480,346    | 279,171            | 100,822       | 763,742        | 390,620          | <b>2,984,985</b>                 | -                       | <b>2,984,985</b> |
| Liabilities as of 31/12/2016  | 704,646      | 343,136    | 726,462            | 83,010        | 301,306        | 397,415          | <b>2,555,975</b>                 | -                       | <b>2,555,975</b> |

| <i>Amounts in € '000</i>  | Food & Dairy | Healthcare | Financial Services | IT & Telecoms | Transportation | Private Equity * | Total from continuing operations | Discontinued operations | Group     |
|---|--------------|------------|--------------------|---------------|----------------|------------------|----------------------------------|-------------------------|-----------|
| <b>01/01-31/12/2015</b>   |              |            |                    |               |                |                  |                                  |                         |           |
| Revenues from external customers  | 595,414      | 220,288    | -                  | 45,723        | 266,538        | 14,882           | 1,142,845                        | 63,509                  | 1,206,354 |
| Intersegment revenues   | 5,975        | 20         | -                  | 3,714         | 11,147         | 6,917            | 27,773                           | 6,768                   | 34,541    |
| Operating profit  | 17,942       | 2,055      | (13,495)           | 2,616         | 56,010         | (22,412)         | 42,716                           | 565                     | 43,281    |
| Depreciation and amortization expense   | (32,242)     | (19,984)   | (482)              | (3,337)       | (24,476)       | (1,873)          | (82,394)                         | (5,007)                 | (87,401)  |
| Profit/(loss) before tax, financing, investing results and total depreciation charges | 50,184       | 22,039     | (13,013)           | 5,953         | 80,486         | (20,539)         | 125,110                          | 5,572                   | 130,682   |
| Other financial results   | (5,499)      | (321)      | 1,967              | 7             | (5,432)        | (2,206)          | (11,484)                         | (1,818)                 | (13,302)  |
| Impairment losses   | (42,961)     | (3,719)    | -                  | -             | -              | (3,441)          | (50,121)                         | -                       | (50,121)  |
| Profits from reversal of impairment losses  | -            | -          | -                  | -             | 3,049          | -                | 3,049                            | -                       | 3,049     |
| Financial income  | 159          | 63         | 237                | 2,896         | 214            | 6                | 3,575                            | 66                      | 3,641     |
| Financial expenses  | (27,381)     | (10,890)   | (38,063)           | (3,233)       | (21,203)       | (5,266)          | (106,036)                        | (1,286)                 | (107,322) |
| Share in net profit (loss) of companies accounted for by the equity method            | 107          | -          | -                  | (9)           | -              | (1,646)          | (1,548)                          | -                       | (1,548)   |
| Profit/(loss) before income tax   | (57,609)     | (12,812)   | (49,129)           | 2,277         | 32,638         | (35,190)         | (119,825)                        | (2,473)                 | (122,298) |
| Income tax  | (3,943)      | (383)      | (5)                | (690)         | (1,124)        | (54)             | (6,199)                          | (1,559)                 | (7,758)   |
| Assets as of 31/12/2015   | 995,481      | 494,999    | 324,590            | 107,669       | 769,398        | 416,745          | 3,108,882                        | -                       | 3,108,882 |
| Liabilities as of 31/12/2015  | 703,410      | 358,471    | 714,554            | 86,183        | 341,311        | 396,553          | 2,600,482                        | -                       | 2,600,482 |

\* Subcategories of the Private Equity operating segment:

| <i>Amounts in € '000</i>         | Hospitality-Leisure | Real Estate | Other | Group    |
|----------------------------------|---------------------|-------------|-------|----------|
| <b>01/01-31/12/2016</b>          |                     |             |       |          |
| Revenues from external customers | 10,655              | 4,963       | 143   | 15,761   |
| Profit/(loss) before income tax  | (19,381)            | (8,814)     | 220   | (27,975) |
| Assets as of 31/12/2016          | 107,044             | 279,084     | 4,492 | 390,620  |
| <b>01/01-31/12/2015</b>          |                     |             |       |          |
| Revenues from external customers | 10,308              | 4,497       | 77    | 14,882   |
| Profit before income tax         | (5,443)             | (29,883)    | 136   | (35,190) |
| Assets as of 31/12/2015          | 128,093             | 283,934     | 4,718 | 416,745  |

The reconciliation of revenue, operating profit and loss, assets and liabilities of each segment with the respective amounts of the Financial Statements are analyzed as follows:

| <i>Amounts in € '000</i>                     | 01/01-31/12/2016 | 01/01-31/12/2015 |
|--|------------------|------------------|
| <b>Revenues</b>                              |                  |                  |
| Total revenues for reportable segments       | 1,131,108        | 1,240,895        |
| Adjustments for :                            |                  |                  |
| Intersegment revenues                        | (27,232)         | (34,541)         |
| Discontinued operations                      | -                | (63,509)         |
| <b>Income statement's revenues</b>           | <b>1,103,876</b> | <b>1,142,845</b> |
| <i>Amounts in € '000</i>                     |                  |                  |
| <b>Profit or loss</b>                        |                  |                  |
| Total profit of loss for reportable segments | (85,802)         | (122,298)        |
| Adjustments for :                            |                  |                  |
| Discontinued operations                      | 12               | 2,473            |
| <b>Profit or loss before income tax</b>      | <b>(85,790)</b>  | <b>(119,825)</b> |

Amounts in € '000

| <b>Profit / (loss) from discontinued operations</b>   | <b>01/01-31/12/2016</b> | <b>01/01-31/12/2015</b> |
|---|-------------------------|-------------------------|
| Profit/(loss) before tax from discontinued operations   | (12)                    | (2,473)                 |
| Adjustments for :   |                         |                         |
| Income tax  | -                       | (1,559)                 |
| Derecognition of comprehensive income associated with non-current assets classified as held for sale through the income statement | -                       | (1)                     |
| Gains/(losses) from the sale of the discontinued operations   | -                       | 11,229                  |
| <b>Gains/(Losses) for the year after tax from discontinued operations</b>   | <b>(12)</b>             | <b>7,196</b>            |

Amounts in € '000

| <b>Assets</b>   | <b>31/12/2016</b> | <b>31/12/2015</b> |
|---|-------------------|-------------------|
| Total assets for reportable segments                  | 2,984,985         | 3,108,882         |
| Elimination of receivable from corporate headquarters | (269,545)         | (284,732)         |
| <b>Entity's assets</b>                                | <b>2,715,440</b>  | <b>2,824,150</b>  |

Amounts in € '000

| <b>Liabilities</b>                               | <b>31/12/2016</b> | <b>31/12/2015</b> |
|--|-------------------|-------------------|
| Total liabilities for reportable segments        | 2,555,975         | 2,600,482         |
| Elimination of payable to corporate headquarters | (269,545)         | (284,732)         |
| <b>Entity's liabilities</b>                      | <b>2,286,430</b>  | <b>2,315,750</b>  |

## Disclosure of geographical information:

Amounts in € '000

| <b>Segment results 31/12/2016</b> | <b>Greece</b> | <b>European countries</b> | <b>Other countries</b> | <b>Group</b>     |
|-----------------------------------|---------------|---------------------------|------------------------|------------------|
| Revenues from external customers  | 966,498       | 122,878                   | 14,500                 | <b>1,103,876</b> |
| Non-current assets*               | 1,979,990     | 175,660                   | -                      | <b>2,155,650</b> |

Amounts in € '000

| <b>Segment results as of 31/12/2015</b>                    | <b>Greece</b> | <b>European countries</b> | <b>Other countries</b> | <b>Group</b>     |
|--|---------------|---------------------------|------------------------|------------------|
| Revenues from external customers                           | 1,013,785     | 116,014                   | 13,046                 | <b>1,142,845</b> |
| Revenues from external customers (discontinued operations) | 23,911        | 14,022                    | 25,576                 | <b>63,509</b>    |
| Non-current assets as of 31/12/2015*                       | 2,022,285     | 200,879                   | -                      | <b>2,223,164</b> |

\* Non-current assets do not include the "Financial Assets" as well as the "Deferred Tax Assets" as in compliance with the provisions of IFRS 8.

**9. PROPERTY, PLANT AND EQUIPMENT**

The changes in the Group's property, plant and equipment account are analyzed as follows:

| <i>Amounts in € '000</i>  | THE GROUP        |                |                  |                      |                      |                          | Total            |
|---|------------------|----------------|------------------|----------------------|----------------------|--------------------------|------------------|
|   | Vessels          | Airplanes      | Land & Buildings | Machinery & Vehicles | Furniture & Fittings | Construction in progress |                  |
| <b>Gross book value as of 01/01/2016</b>                                | <b>745,349</b>   | <b>3,540</b>   | <b>496,750</b>   | <b>377,990</b>       | <b>67,304</b>        | <b>4,874</b>             | <b>1,695,807</b> |
| Additions   | 1,651            | -              | 5,102            | 5,723                | 4,925                | 12,914                   | 30,315           |
| Acquisitions through business combinations                              | -                | -              | 117              | 4                    | 226                  | -                        | 347              |
| Disposals from sale of subsidiaries                                     | -                | -              | (117)            | (18)                 | (95)                 | -                        | (230)            |
| Disposals / Write-offs  | -                | -              | (2,994)          | (3,668)              | (2,250)              | -                        | (8,912)          |
| Impairment of tangible assets   | -                | (35)           | (12,745)         | (6,353)              | -                    | -                        | (19,133)         |
| Reversal of impairment  | 11,583           | -              | -                | -                    | -                    | -                        | 11,583           |
| Exchange differences on cost  | -                | -              | (14)             | (6)                  | (5)                  | -                        | (25)             |
| Reclassifications   | -                | -              | 1,706            | 4,416                | 65                   | (6,187)                  | -                |
| Other adjustments   | -                | -              | -                | 116                  | -                    | (359)                    | (243)            |
| <b>Gross book value as of 31/12/2016</b>                                | <b>758,583</b>   | <b>3,505</b>   | <b>487,805</b>   | <b>378,204</b>       | <b>70,170</b>        | <b>11,242</b>            | <b>1,709,509</b> |
| <b>Accumulated depreciation as of 01/01/2016</b>                        | <b>(175,981)</b> | <b>(1,356)</b> | <b>(91,413)</b>  | <b>(192,658)</b>     | <b>(53,679)</b>      | <b>-</b>                 | <b>(515,087)</b> |
| Depreciation charge   | (23,573)         | (174)          | (13,566)         | (27,254)             | (4,806)              | -                        | (69,373)         |
| Accumulated depreciations of acquisitions through business combinations | -                | -              | (100)            | (4)                  | (198)                | -                        | (302)            |
| Depreciation of disposals / write-offs                                  | -                | -              | 2,986            | 3,416                | 2,168                | -                        | 8,570            |
| Accumulated depreciations of sold subsidiaries                          | -                | -              | 10               | 6                    | 25                   | -                        | 41               |
| Exchange differences on cost  | -                | -              | 83               | 467                  | (23)                 | 7                        | 534              |
| Other adjustments   | -                | -              | -                | (106)                | -                    | -                        | (106)            |
| <b>Accumulated depreciation as of 31/12/2016</b>                        | <b>(199,554)</b> | <b>(1,530)</b> | <b>(102,000)</b> | <b>(216,133)</b>     | <b>(56,513)</b>      | <b>7</b>                 | <b>(575,723)</b> |
| <b>Net book value as of 31/12/2016</b>                                  | <b>559,029</b>   | <b>1,975</b>   | <b>385,805</b>   | <b>162,071</b>       | <b>13,657</b>        | <b>11,249</b>            | <b>1,133,786</b> |

| <i>Amounts in € '000</i>                   | THE GROUP      |               |                  |                      |                      |                          | Total            |
|--|----------------|---------------|------------------|----------------------|----------------------|--------------------------|------------------|
|  | Vessels        | Airplanes     | Land & Buildings | Machinery & Vehicles | Furniture & Fittings | Construction in progress |                  |
| <b>Gross book value as of 01/01/2015</b>   | <b>736,144</b> | <b>58,221</b> | <b>498,341</b>   | <b>388,332</b>       | <b>70,901</b>        | <b>5,560</b>             | <b>1,757,499</b> |
| Additions                                  | 6,156          | -             | 3,124            | 5,224                | 4,283                | 6,577                    | 25,364           |
| Acquisitions through business combinations | -              | -             | 1,548            | 107                  | 95                   | -                        | 1,750            |
| Disposals from sale of subsidiaries        | -              | (68,750)      | (1,596)          | (14,480)             | (5,454)              | -                        | (90,280)         |
| Additions of assets of sold subsidiaries   | -              | 14,079        | 7                | 110                  | 161                  | -                        | 14,357           |
| Disposals / Write-offs                     | -              | -             | (6,526)          | (5,113)              | (2,881)              | -                        | (14,520)         |
| Disposals of assets of sold subsidiaries   | -              | -             | -                | (92)                 | (1)                  | -                        | (93)             |
| Reversal of impairment                     | 3,049          | -             | -                | -                    | -                    | -                        | 3,049            |
| Exchange differences on cost               | -              | -             | 700              | 468                  | 64                   | -                        | 1,232            |
| Reclassifications                          | -              | -             | 1,152            | 3,537                | 136                  | (6,403)                  | (1,578)          |
| Other adjustments                          | -              | (10)          | -                | (103)                | -                    | (860)                    | (973)            |
| <b>Gross book value as of 31/12/2015</b>   | <b>745,349</b> | <b>3,540</b>  | <b>496,750</b>   | <b>377,990</b>       | <b>67,304</b>        | <b>4,874</b>             | <b>1,695,807</b> |



| <i>Amounts in € '000</i>  | THE GROUP        |                 |                  |                      |                      |                          | Total            |
|---|------------------|-----------------|------------------|----------------------|----------------------|--------------------------|------------------|
|   | Vessels          | Airplanes       | Land & Buildings | Machinery & Vehicles | Furniture & Fittings | Construction in progress |                  |
| <b>Accumulated depreciation as of 01/01/2015</b>                        | <b>(152,452)</b> | <b>(26,992)</b> | <b>(82,881)</b>  | <b>(177,054)</b>     | <b>(52,956)</b>      | -                        | <b>(492,335)</b> |
| Depreciation charge   | (23,529)         | (177)           | (14,887)         | (27,840)             | (5,937)              | -                        | (72,370)         |
| Accumulated depreciations of acquisitions through business combinations | -                | -               | (207)            | (83)                 | (75)                 | -                        | (365)            |
| Depreciation of disposals / write-offs                                  | -                | -               | 5,859            | 4,349                | 2,642                | -                        | 12,850           |
| Depreciation charge of assets of sold subsidiaries                      | -                | (3,259)         | (40)             | (1,257)              | (370)                | -                        | (4,926)          |
| Depreciations of disposal assets of sold subsidiaries                   | -                | -               | -                | 36                   | 1                    | -                        | 37               |
| Accumulated depreciations of sold subsidiaries                          | -                | 29,062          | 808              | 9,519                | 3,076                | -                        | 42,465           |
| Exchange differences on cost  | -                | -               | (65)             | (328)                | (60)                 | -                        | (453)            |
| Other adjustments   | -                | 10              | -                | -                    | -                    | -                        | 10               |
| <b>Accumulated depreciation as of 31/12/2015</b>                        | <b>(175,981)</b> | <b>(1,356)</b>  | <b>(91,413)</b>  | <b>(192,658)</b>     | <b>(53,679)</b>      | -                        | <b>(515,087)</b> |
| <b>Net book value as of 31/12/2015</b>                                  | <b>569,368</b>   | <b>2,184</b>    | <b>405,337</b>   | <b>185,332</b>       | <b>13,625</b>        | <b>4,874</b>             | <b>1,180,720</b> |

Property, plant and equipment are subject to impairment test whenever events and circumstances indicate that the carrying value may not be recoverable. If the carrying value of property, plant and equipment exceeds their recoverable value, the excess amount refers to impairment loss which is recognized directly in the results. The largest amount that arises from comparing the fair value of the asset, after excluding the costs incurred for the sale, and value in use, constitutes the recoverable value of the asset.

The Group's impairment of property, plant and equipment of continuing operations amounted to € 19,133k for the year 2016 (2015: € 0k) of which (i) an amount of € 12,745k pertains to impairment of land plots, buildings and facilities of the "Private Equity" operating segment (see Note 10.2), (ii) an amount of € 6,353k pertains to impairment of machinery of "Food and Dairy" operating segment (given the valuation conducted by an independent valuer of the plant equipment belonging to the subsegment "Dairy and Drinks" in the context of its modernization and expansion plans), and (iii) an amount of € 35k pertains to impairment of assets of the "Transportation" operating segment. Regarding the Company, there was no need to recognize impairment losses for the years 2016 and 2015.

Moreover, an impairment reversal of property, plant and equipment of continuing operations arose for the year 2016 for the Group amounting to € 11,583k, as opposed to € 3,049k for 2015. The total of the aforementioned reversal of impairment pertains to reversal of vessel impairments belonging to the "Transportation" operating segment. The recoverable amount has been defined based on fair value, as evaluated by independent valuation companies, less distribution expenses.

The changes in the Company's property, plant and equipment account are analyzed as follows:

| <i>Amounts in € '000</i>                         | THE COMPANY      |                      |                      |                |
|--|------------------|----------------------|----------------------|----------------|
|  | Land & Buildings | Machinery & Vehicles | Furniture & Fittings | Total          |
| <b>Gross book value as of 01/01/2016</b>         | <b>3,710</b>     | <b>447</b>           | <b>1,348</b>         | <b>5,505</b>   |
| Additions  | -                | -                    | 53                   | 53             |
| Disposals / Recessions                           | -                | (41)                 | -                    | (41)           |
| <b>Gross book value as of 31/12/2016</b>         | <b>3,710</b>     | <b>406</b>           | <b>1,401</b>         | <b>5,517</b>   |
| <b>Accumulated depreciation as of 01/01/2016</b> | <b>(2,516)</b>   | <b>(392)</b>         | <b>(1,273)</b>       | <b>(4,181)</b> |
| Depreciation charge                              | (350)            | (17)                 | (41)                 | (408)          |
| Depreciation of disposals / recessions           | -                | 17                   | -                    | 17             |
| <b>Accumulated depreciation as of 31/12/2016</b> | <b>(2,866)</b>   | <b>(392)</b>         | <b>(1,314)</b>       | <b>(4,572)</b> |
| <b>Net book value as of 31/12/2016</b>           | <b>844</b>       | <b>14</b>            | <b>87</b>            | <b>945</b>     |

| <i>Amounts in € '000</i>                         | THE COMPANY      |                      |                      |                |
|--|------------------|----------------------|----------------------|----------------|
|  | Land & Buildings | Machinery & Vehicles | Furniture & Fittings | Total          |
| <b>Gross book value as of 01/01/2015</b>         | <b>3,686</b>     | <b>447</b>           | <b>1,320</b>         | <b>5,453</b>   |
| Additions  | 24               | -                    | 31                   | 55             |
| Disposals / Recessions                           | -                | -                    | (3)                  | (3)            |
| <b>Gross book value as of 31/12/2015</b>         | <b>3,710</b>     | <b>447</b>           | <b>1,348</b>         | <b>5,505</b>   |
| <b>Accumulated depreciation as of 01/01/2015</b> | <b>(2,172)</b>   | <b>(321)</b>         | <b>(1,212)</b>       | <b>(3,705)</b> |
| Depreciation charge                              | (344)            | (71)                 | (62)                 | (477)          |
| Depreciation of disposals / recessions           | -                | -                    | 1                    | 1              |
| <b>Accumulated depreciation as of 31/12/2015</b> | <b>(2,516)</b>   | <b>(392)</b>         | <b>(1,273)</b>       | <b>(4,181)</b> |
| <b>Net book value as of 31/12/2015</b>           | <b>1,194</b>     | <b>55</b>            | <b>75</b>            | <b>1,324</b>   |

The carrying value of the Group's tangible assets purchased with finance lease amounted to € 7,105k on 31/12/2016 (31/12/2015: € 7,572k), while for the Company it amounted to € 0k on 31/12/2016 (31/12/2015: € 0k).

The carrying value of the Group's tangible assets purchased with finance lease is shown below with a breakdown per category of property, plant and equipment:

| <i>Amounts in € '000</i> | THE GROUP    |              |
|--------------------------|--------------|--------------|
|                          | 31/12/2016   | 31/12/2015   |
| Vessels                  | 3,710        | 4,745        |
| Land & Buildings         | 1            | 13           |
| Machinery & Vehicles     | 3,057        | 2,368        |
| Furniture & Fittings     | 337          | 446          |
| <b>Total</b>             | <b>7,105</b> | <b>7,572</b> |

## 10. GOODWILL

### 10.1 Analysis of changes in goodwill

Changes in goodwill in the consolidated Financial Statements for the year which ended on 31/12/2016 and 31/12/2015 are as follows:

| <i>Amounts in € '000</i>                    | Food & Dairy   | Healthcare    | Transportation | IT & Telecoms | Private Equity | Total          |
|---|----------------|---------------|----------------|---------------|----------------|----------------|
| <b>Net book value as of 01/01/2015</b>      | <b>166,521</b> | <b>15,270</b> | <b>39,403</b>  | <b>47,273</b> | <b>2,141</b>   | <b>270,608</b> |
| Acquisition - consolidation of subsidiaries | 43             | -             | -              | -             | -              | 43             |
| Sale of subsidiary                          | -              | -             | (16,741)       | -             | -              | (16,741)       |
| Impairment of goodwill                      | (10,423)       | (719)         | -              | -             | -              | (11,142)       |
| <b>Net book value as of 31/12/2015</b>      | <b>156,141</b> | <b>14,551</b> | <b>22,662</b>  | <b>47,273</b> | <b>2,141</b>   | <b>242,768</b> |
| <b>Net book value as of 01/01/2016</b>      | <b>156,141</b> | <b>14,551</b> | <b>22,662</b>  | <b>47,273</b> | <b>2,141</b>   | <b>242,768</b> |
| Acquisition - consolidation of subsidiaries | 255            | -             | -              | 70            | -              | 325            |
| Impairment of goodwill                      | (3,179)        | -             | -              | -             | (2,141)        | (5,320)        |
| <b>Net book value as of 31/12/2016</b>      | <b>153,217</b> | <b>14,551</b> | <b>22,662</b>  | <b>47,343</b> | <b>-</b>       | <b>237,773</b> |
| Gross book value as of 31/12/2016           | 996,654        | 38,194        | 163,650        | 47,343        | 18,670         | 1,264,511      |
| Accumulated impairment losses               | (843,437)      | (23,643)      | (140,988)      | -             | (18,670)       | (1,026,738)    |
| <b>Net book value as of 31/12/2016</b>      | <b>153,217</b> | <b>14,551</b> | <b>22,662</b>  | <b>47,343</b> | <b>-</b>       | <b>237,773</b> |

Goodwill recognized on 31/12/2015 decreased by € 5,320k due to the impairment test conducted at the end of the reporting period. The aforementioned impairment losses pertain to the derecognition of goodwill amounting to € 3,179k allocated to the “Food Services and Entertainment” subsegment of VIVARTIA group and to an amount of € 2,141k allocated to the “Private Equity” segment.

Additions for the annual period, totally amounting to € 325k pertain to goodwill arising from acquisitions performed during 2016 by VIVARTIA group and SINGULARLOGIC (please refer to Notes 6.1 and 6.2).

### **10.2 Impairment test on goodwill and intangible assets with indefinite useful life**

On 31/12/2016, an impairment test was conducted on recognized goodwill and consequently, on recognized intangible assets with indefinite useful life. The impairment test on goodwill which had arisen as a result of the acquisitions of the Group’s consolidated companies, was conducted having allocated said assets to the respective Cash Generating Units (CGU). The recoverable goodwill amount associated with the respective CGU was determined through value in use, which was calculated by using the method of discounted cash flows.

Similarly, the recoverable value of trademarks with indefinite useful life (value in use) was determined through the income expected to arise from royalties based on the Income Approach via Relief from Royalty method. The recoverable value of the hospital licenses with indefinite useful life (value in use), was determined by the Incremental Cash Flow method. In determining the value in use, the Management uses assumptions that it deems reasonable, based on the best available information which is applicable at the reference date of the Financial Statements (please refer to Note 10.3 for further information).

On 31/12/2016, per CGU, the conditions that led to the recognition of these impairments are as follows:

**Food and Dairy Segment:** The impairments arose mainly from the “Dairy & Beverage” and “Food Services and Entertainment” subsectors of VIVARTIA group and relate primarily to losses recognized on goodwill and intangible assets in this segment. The aforementioned losses resulted from the decline in the revenues of the Group’s companies which operate in the aforementioned segments due to the prolonged recession in the Greek economy, which led to a decline in consumer spending.

**Healthcare Segment:** The impairments recognized relate mainly to losses recognized on intangible assets of HYGEIA group. These losses mainly resulted from the application of adverse discount rates versus those effective within the previous year.

**Private Equity Segments:** The arising impairments were recognized in goodwill and property, plant and equipment of MIG LEISURE’s subsidiary, CTDC, based on the definition of fair value less investment costs to sell, in compliance with the provisions of IFRS 13, in the context of MIG’s strategy regarding divestment from non-strategic holdings.

#### **10.2.1 Consolidated financial statements**

Changes in goodwill during the year 2016 and the way it has been allocated amongst the Group's operating segments are analysed in Note 10.1 above. From the conducted impairment test, a need arose for the derecognition of goodwill, totally amounting to € 5,320k, which has impacted the consolidated results from continuing operations of the Group and is included in the item “Other financial results” of the consolidated Income Statement for the year 2016.

The intangible assets of the Group, whose analysis is shown in Note 11, include intangible assets with indefinite useful life. From the impairment test with reference date 31/12/2016 a need arose for

the recognition of impairment losses on intangible assets amounting to € 12,179k (2015: € 35,538k), of which (i) an amount of € 11,679k pertains to an impairment of intangible assets with indefinite useful life of the “Food and Dairy” operating segment and (ii) an amount of € 500k pertains to an impairment of intangible assets with indefinite useful life in the “Healthcare Services” operating segment (please refer to Note 11). The aforementioned amounts are included in the item “Other financial results” of the consolidated Income Statement.

Following the conducted impairments, the intangible assets of the Group with indefinite useful life on 31/12/2016 amount to € 384,195k (2015: € 396,374k) and include the following: (a) trademarks of the “Food and Dairy” segment amounting to € 183,213k, (b) trademarks of the “Transportation” segment amounting to € 30,236k, (c) trademarks of the “Healthcare Services” segment amounting to € 70,950k, (d) licenses of the “Healthcare Services” segment amounting to € 86,590k, (e) trademarks of the “Information Technology and Telecommunications” segment amounting to € 13,206k.

### **10.2.2 Company financial statements**

Respectively, in the separate financial statements, the total amount of the impairment was € 61,677k which pertains to: (i) an amount of € 33,973k from impairments in its participation in ATTICA (ii) an amount of € 14,000k from impairments in its participation in MIG LEISURE (iii) an amount of € 4,049k from impairments in its participation in MIG LRE CROATIA, (iv) an amount of € 1,312k from impairments in its participation in VIVARTIA, (v) an amount of € 1,125k from impairments in its participation in MIG REAL ESTATE SERBIA, (vi) an amount of € 710k from impairments in its participation in MIG AVIATION HOLDINGS, and (vii) an amount of € 6,508k from impairments of other assets of RKB. Moreover, within 2016, a reversal of impairment in the participation in SINGULARLOGIC arose, amounting to € 414k. The aforementioned amounts are included in the item “Income/(Expenses) from investments in subsidiaries & investment portfolio” of the separate Income Statement.

### **10.3 Assumptions used in calculation of Value in Use**

The recoverable amount of each CGU is determined according to the calculation of the value in use. The calculations for the CGU’s recoverable amount were based on the present value of the expected future cash flows. The methodology for determining the value in use is affected (has sensitivity) by the following key assumptions, as adopted by the management for the estimation of future cash flows:

- **5-year business plan per CGU:**
  - The business plans were prepared for a maximum period of 5 years. The cash flows beyond the 5-year estimates are derived using implied growth rates stated below.
  - The business plans are based on recent qualified budgets and estimates.
  - Forecasted operating margins and EBITDA, as well as future estimates based on reasonable assumptions are used in business plans.

The calculations for determining the recoverable amounts of the CGU’s are based on 5-year business plans approved by the Management, which have included the necessary revisions to capture the current economic situation and reflect past experience, projections of studies per sector and other information available from external sources.

- **Perpetuity Growth rate:**

The cash flows beyond the 5 year period are extrapolated using the estimated growth rates in perpetuity, as obtained from external sources.

• **Weighted Average Cost of Capital (WACC):**

The WACC method reflects the discount rate of future cash flows for each CGU, according to which the cost of equity and the cost of long-term debt and any grants are weighted, in order to calculate the cost of capital of the company. For financial years from 2022 onwards the weighted average cost of capital (WACC in perpetuity) has been redefined due to the expected improvement in economic fundamentals. The basic parameters determining the weighted cost of capital (WACC) include:

- Risk-free return:

Since all cash flows of the business plans are denominated in euro, the yield of ten-year Euro Swap Rate (EUS) was used as the risk-free rate. At the valuation date the ten-year Euro Swap Rate was 0.66 %. The 10-year Greek government bond was not used as risk free rate, given the recognition by the markets of significant risk premium (spread) on the title.

- Country risk premium:

Assumptions of independent sources were taken into account for the calculation of the specific country risk premium. The risk associated with the activity in each market (Greece, Bulgaria, Albania, etc.) , as stated in each specific country risk premium, is included in the Cost of Equity of each company.

- Equity risk premium:

The calculation of the equity risk premium was based on assumptions by independent sources. Betas are evaluated annually based on published market data.

Apart from the above considerations concerning the determination of the value in use of CGUs, no other changes that may affect the rest of the assumptions have come to the Management's attention. Below are the main assumptions adopted by the Management for the estimation of future cash flows, so as to determine the value in use and perform impairment tests:

| Key business plans assumptions | WACC        |             | WACC perpetuity |           | Perpetuity growth |      |
|--------------------------------|-------------|-------------|-----------------|-----------|-------------------|------|
|                                | 2016        | 2015        | 2016            | 2015      | 2016              | 2015 |
| Food and Dairy                 | 10.7%-12.8% | 10.8%-12.4% | 6,8%-7,7%       | 6,9%-7,6% | 2.0%              | 2.0% |
| Transportation                 | 12.0%       | 12.7%       | 8.20%           | 8.90%     | 2.0%              | 2.0% |
| Healthcare                     | 8.2%-10.5%  | 7.8%-9.8%   | 6,8%-8.2%       | 6,7%-7.8% | 2.0%              | 2.0% |
| IT and Telecoms                | 12.4%       | 12.9%       | 7.2%            | 7.7%      | 2.0%              | 2.0% |

The impairments for the reporting period at Group and Company level are presented in Note 38 to the financial statements.

**Sensitivity analysis of recoverable amounts:**

The Management is not currently aware of any other event or condition that could reasonably affect any of the key assumptions underlying the determination of the recoverable amount of the CGUs. Nevertheless, on 31/12/2016, the Group analyzed the sensitivity of the recoverable amounts per CGU through changes in some of the key assumptions disclosed in note 10.3 (Indicatively a change: (i) a percentage point in EBITDA up to 2021 and half a percentage point to EBITDA in perpetuity, (ii) a percentage point in the discount rate up to 2021 and half a percentage point in the discount rate in perpetuity or (iii) a half-percentage point growth rate in perpetuity). From the relevant analysis it arises that an amount of impairment between € 15.8 m to a maximum of € 63.6 m may result and which concerns the operating segments "Food and Dairy", "Transportation", "Healthcare Services" and "IT and Telecoms".

## 11. INTANGIBLE ASSETS

The intangible assets at Group level for the years 2016 and 2015 are briefly presented in the following tables:

| <i>Amounts in € '000</i>                           | THE GROUP     |                    |                |                   |                                   |                |                 | Total           |
|--|---------------|--------------------|----------------|-------------------|-----------------------------------|----------------|-----------------|-----------------|
|  | Licences      | Customer Relations | Brand Names    | Computer Software | Suppliers/distribution agreements | Know How       | Other           |                 |
| <b>Gross book value as of 01/01/2016</b>           | <b>87,177</b> | <b>45,232</b>      | <b>323,612</b> | <b>35,333</b>     | <b>4,702</b>                      | <b>7,551</b>   | <b>33,941</b>   | <b>537,548</b>  |
| Additions  | 26            | -                  | 13             | 2,384             | -                                 | -              | 2,404           | 4,827           |
| Disposals  | -             | -                  | (2)            | (104)             | -                                 | -              | (866)           | (972)           |
| Acquisitions through business combinations         | -             | -                  | -              | 33                | -                                 | -              | 569             | 602             |
| Disposals from Sale of subsidiaries                | -             | -                  | -              | -                 | -                                 | -              | (150)           | (150)           |
| Impairment of intangible assets                    | -             | -                  | (12,179)       | -                 | -                                 | -              | -               | (12,179)        |
| Exchange differences on cost                       | (16)          | -                  | -              | 20                | -                                 | -              | -               | 4               |
| Other movements/Reclassifications                  | -             | -                  | -              | 360               | -                                 | -              | -               | 360             |
| <b>Gross book value as of 31/12/2016</b>           | <b>87,187</b> | <b>45,232</b>      | <b>311,444</b> | <b>38,026</b>     | <b>4,702</b>                      | <b>7,551</b>   | <b>35,898</b>   | <b>530,040</b>  |
| <b>Accumulated depreciation as of 01/01/2016</b>   | <b>(378)</b>  | <b>(14,663)</b>    | <b>(8,219)</b> | <b>(28,190)</b>   | <b>(4,702)</b>                    | <b>(7,551)</b> | <b>(22,618)</b> | <b>(86,321)</b> |
| Depreciation charge                                | (67)          | (2,922)            | (578)          | (3,144)           | -                                 | -              | (3,722)         | (10,433)        |
| Depreciation of disposals                          | -             | -                  | 2              | 35                | -                                 | -              | 866             | 903             |
| Depreciation charge of assets of sold subsidiaries | -             | -                  | -              | -                 | -                                 | -              | 16              | 16              |
| Exchange differences on cost                       | 17            | -                  | -              | (15)              | -                                 | -              | -               | 2               |
| Other movements/Reclassifications                  | -             | -                  | -              | (1)               | -                                 | -              | -               | (1)             |
| <b>Accumulated depreciation as of 31/12/2016</b>   | <b>(428)</b>  | <b>(17,585)</b>    | <b>(8,795)</b> | <b>(31,315)</b>   | <b>(4,702)</b>                    | <b>(7,551)</b> | <b>(25,458)</b> | <b>(95,834)</b> |
| <b>Net book value as of 31/12/2016</b>             | <b>86,759</b> | <b>27,647</b>      | <b>302,649</b> | <b>6,711</b>      | <b>-</b>                          | <b>-</b>       | <b>10,440</b>   | <b>434,206</b>  |

| <i>Amounts in € '000</i>                   | THE GROUP     |                    |                |                   |                                   |              |               | Total          |
|--|---------------|--------------------|----------------|-------------------|-----------------------------------|--------------|---------------|----------------|
|  | Licences      | Customer Relations | Brand Names    | Computer Software | Suppliers/distribution agreements | Know How     | Other         |                |
| <b>Gross book value as of 01/01/2015</b>   | <b>87,140</b> | <b>45,232</b>      | <b>359,162</b> | <b>33,565</b>     | <b>4,702</b>                      | <b>7,551</b> | <b>48,402</b> | <b>585,754</b> |
| Additions                                  | 30            | -                  | 24             | 2,319             | -                                 | -            | 2,874         | 5,247          |
| Disposals                                  | -             | -                  | (36)           | (32)              | -                                 | -            | (4,310)       | (4,378)        |
| Acquisitions through business combinations | -             | -                  | -              | 1                 | -                                 | -            | -             | 1              |
| Disposals from Sale of subsidiaries        | -             | -                  | -              | (2,532)           | -                                 | -            | (13,025)      | (15,557)       |
| Additions of assets of sold subsidiaries   | -             | -                  | -              | 80                | -                                 | -            | -             | 80             |
| Impairment of intangible assets            | -             | -                  | (35,538)       | -                 | -                                 | -            | -             | (35,538)       |
| Exchange differences on cost               | 7             | -                  | -              | (6)               | -                                 | -            | -             | 1              |
| Reclassifications                          | -             | -                  | -              | 1,938             | -                                 | -            | -             | 1,938          |
| <b>Gross book value as of 31/12/2015</b>   | <b>87,177</b> | <b>45,232</b>      | <b>323,612</b> | <b>35,333</b>     | <b>4,702</b>                      | <b>7,551</b> | <b>33,941</b> | <b>537,548</b> |

| <i>Amounts in € '000</i>  | THE GROUP     |                    |                |                   |                                   |                |                 | Total           |
|---|---------------|--------------------|----------------|-------------------|-----------------------------------|----------------|-----------------|-----------------|
|   | Licences      | Customer Relations | Brand Names    | Computer Software | Suppliers/distribution agreements | Know How       | Other           |                 |
| <b>Accumulated depreciation as of 01/01/2015</b>                        | <b>(319)</b>  | <b>(11,742)</b>    | <b>(7,680)</b> | <b>(27,321)</b>   | <b>(4,702)</b>                    | <b>(7,551)</b> | <b>(36,628)</b> | <b>(95,943)</b> |
| Depreciation charge   | (10)          | (2,921)            | (575)          | (3,185)           | -                                 | -              | (3,323)         | (10,014)        |
| Depreciation of disposals   | -             | -                  | 36             | 2                 | -                                 | -              | 4,310           | 4,348           |
| Depreciation charge of assets of sold subsidiaries                      | -             | -                  | -              | (75)              | -                                 | -              | (1)             | (76)            |
| Accumulated depreciation of sold subsidiary                             | -             | -                  | -              | 2,337             | -                                 | -              | 13,022          | 15,359          |
| Accumulated depreciations of acquisitions through business combinations | -             | -                  | -              | (1)               | -                                 | -              | -               | (1)             |
| Exchange differences on cost  | (49)          | -                  | -              | 55                | -                                 | -              | -               | 6               |
| Reclassifications   | -             | -                  | -              | (2)               | -                                 | -              | 2               | -               |
| <b>Accumulated depreciation as of 31/12/2015</b>                        | <b>(378)</b>  | <b>(14,663)</b>    | <b>(8,219)</b> | <b>(28,190)</b>   | <b>(4,702)</b>                    | <b>(7,551)</b> | <b>(22,618)</b> | <b>(86,321)</b> |
| <b>Net book value as of 31/12/2015</b>                                  | <b>86,799</b> | <b>30,569</b>      | <b>315,393</b> | <b>7,143</b>      | <b>-</b>                          | <b>-</b>       | <b>11,323</b>   | <b>451,227</b>  |

Within the year, total impairment losses of € 12,179k were recognized on the value of intangible assets (31/12/2015: € 35,538k), which have impacted the Group's consolidated results from continuing operations (see Note 10.2). This amount pertains solely to impairment losses over intangible assets with indefinite useful life.

The intangible assets at Company level for the years 2016 and 2015 are briefly presented in the following table and pertain solely to software programs:

| <i>Amounts in € '000</i>                         | THE COMPANY  |              |
|--|--------------|--------------|
|  | 31/12/2016   | 31/12/2015   |
| <b>Gross book value at the beginning</b>         | <b>686</b>   | <b>686</b>   |
| <b>Gross book value at the end</b>               | <b>686</b>   | <b>686</b>   |
| <b>Accumulated depreciation at the beginning</b> | <b>(678)</b> | <b>(673)</b> |
| Depreciation charge                              | (3)          | (5)          |
| <b>Accumulated depreciation at the end</b>       | <b>(681)</b> | <b>(678)</b> |
| <b>Net book value at the end</b>                 | <b>5</b>     | <b>8</b>     |

## 12. INVESTMENTS IN SUBSIDIARIES

### 12.1 Analysis of changes in investments in subsidiaries for FY 2016

The Company's subsidiaries are presented in Note 2.

The book value of the investments in subsidiaries is analysed as follows:

| <i>Amounts in € '000</i>  | THE COMPANY      |                  |
|---|------------------|------------------|
|   | 31/12/2016       | 31/12/2015       |
| <b>Company</b>  |                  |                  |
| HYGEIA S.A. / MARFIN CAPITAL S.A.                                 | 211,858          | 211,858          |
| ATTICA HOLDINGS S.A. / MIG SHIPPING S.A.                          | 438,021          | 471,971          |
| VIVARTIA S.A.   | 442,225          | 443,537          |
| MIG LEISURE LIMITED   | 7,145            | 21,145           |
| MIG REAL ESTATE (SERBIA) B.V.                                     | -                | -                |
| MIG LEISURE & REAL ESTATE CROATIA B.V.                            | 43,000           | 47,029           |
| MIG AVIATION HOLDINGS LTD   | 2,270            | 17,180           |
| MIG ENVIRONMENT S.A.  | 60               | 60               |
| SINGULARLOGIC S.A. / TOWER TECHNOLOGY HOLDINGS (OVERSEAS) LIMITED | 29,493           | 29,069           |
| MIG MEDIA S.A.  | 75               | 75               |
| ATHENIAN ENGINEERING S.A.   | -                | -                |
| <b>Total</b>  | <b>1,174,147</b> | <b>1,241,924</b> |

The analysis of the “Investments in subsidiaries” account for the current and previous year is as follows:

|   | THE COMPANY      |                  |
|---|------------------|------------------|
|   | 31/12/2016       | 31/12/2015       |
| <i>Amounts in € '000</i>  |                  |                  |
| <b>Opening balance</b>  | <b>1,241,924</b> | <b>1,317,914</b> |
| Changes in share capital of subsidiaries  | (13,022)         | 14,009           |
| Disposals of subsidiaries   | -                | (22,403)         |
| Loss from investment in subsidiaries and associates at fair value recognised in profit and loss | (55,169)         | (67,596)         |
| Profits from reversal of impairment   | 414              | -                |
| <b>Closing balance</b>  | <b>1,174,147</b> | <b>1,241,924</b> |

In compliance with the applied accounting policies and provisions of IAS 36, the Group conducts a relevant impairment test regarding its assets at the end of each reporting period. The relevant test can be conducted earlier if there is evidence of possible impairment loss. The test conducted, focuses both on endogenous as well as exogenous parameters.

During the year which ended on 31/12/2016, an impairment arose on the value of investments in subsidiaries amounting to € 55,169k in total, while reversal of impairment stood at € 414k. The aforementioned amounts are included in the “Expenses/(Income) from investments and financial assets in the trading portfolio” of the company’s Income Statement (see Note 10.2.2).

## 12.2 Subsidiaries with significant percentage of non-controlling interest

The following table presents the subsidiaries with significant percentage of non-controlling interest:

| Name of the subsidiary | Proportion of ownership interests and voting rights held by the NCI |            | Total comprehensive income allocated to NCI |            | Accumulated NCI presented in Statement of Financial Position |            |
|------------------------|---|------------|---|------------|--|------------|
|                        | 31/12/2016  | 31/12/2015 | 31/12/2016                                  | 31/12/2015 | 31/12/2016   | 31/12/2015 |
| VIVARTIA GROUP         | 7.92%   | 7.92%      | 791   | (1,638)    | 33,579   | 34,425     |
| HYGEIA GROUP           | 29.62%  | 29.62%     | 140   | (3,977)    | 37,238   | 37,100     |
| ATTICA GROUP           | 10.62%  | 10.62%     | 3,665                                       | 3,731      | 46,332   | 42,667     |

The financial information regarding consolidated groups in which non-controlling interests hold a significant percentage is presented below as follows:

### Statement of Financial Position

*Amounts in € '000*

|  | VIVARTIA GROUP |                | HYGEIA GROUP   |                | ATTICA GROUP   |                |
|--|----------------|----------------|----------------|----------------|----------------|----------------|
|  | 31/12/2016     | 31/12/2015     | 31/12/2016     | 31/12/2015     | 31/12/2016     | 31/12/2015     |
| Non-Current Assets                                 | 724,246        | 737,381        | 390,301        | 404,048        | 624,378        | 625,948        |
| Current Assets                                     | 246,038        | 258,100        | 90,004         | 90,904         | 135,935        | 139,812        |
| <b>Total Assets</b>                                | <b>970,284</b> | <b>995,481</b> | <b>480,305</b> | <b>494,952</b> | <b>760,313</b> | <b>765,760</b> |
| Non-current liabilities                            | 157,024        | 137,733        | 97,981         | 99,964         | 242,004        | 268,464        |
| Current Liabilities                                | 547,622        | 565,677        | 245,151        | 258,503        | 59,211         | 72,723         |
| <b>Total liabilities</b>                           | <b>704,646</b> | <b>703,410</b> | <b>343,132</b> | <b>358,467</b> | <b>301,215</b> | <b>341,187</b> |
| <b>Equity attributable to owners of the parent</b> | <b>232,059</b> | <b>257,646</b> | <b>99,935</b>  | <b>99,385</b>  | <b>412,766</b> | <b>381,906</b> |
| <b>Non-controlling interests</b>                   | <b>33,579</b>  | <b>34,425</b>  | <b>37,238</b>  | <b>37,100</b>  | <b>46,332</b>  | <b>42,667</b>  |

### Income Statement /Statements of Comprehensive Income

*Amounts in € '000*

|  | VIVARTIA GROUP   |                  | HYGEIA GROUP     |                  | ATTICA GROUP     |                  |
|--|------------------|------------------|------------------|------------------|------------------|------------------|
|  | 01/01-31/12/2016 | 01/01-31/12/2015 | 01/01-31/12/2016 | 01/01-31/12/2015 | 01/01-31/12/2016 | 01/01-31/12/2015 |
| <b>Sales</b>   | <b>571,962</b>   | <b>601,389</b>   | <b>227,731</b>   | <b>220,308</b>   | <b>268,614</b>   | <b>277,625</b>   |
| Profit /(Loss) for the year attributable to owners of the parent | (24,970)         | (60,009)         | 404              | (9,112)          | 26,292           | 28,519           |
| Profit /(Loss) for the year attributable to NCI                  | 856              | (1,590)          | 81               | (4,078)          | 3,123            | 3,388            |
| <b>Profit or Loss for the year</b>                               | <b>(24,114)</b>  | <b>(61,599)</b>  | <b>485</b>       | <b>(13,190)</b>  | <b>29,415</b>    | <b>31,907</b>    |



Amounts in € '000

|  | VIVARTIA GROUP       |                      | HYGEIA GROUP         |                      | ATTICA GROUP         |                      |
|--|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|
|  | 01/01-<br>31/12/2016 | 01/01-<br>31/12/2015 | 01/01-<br>31/12/2016 | 01/01-<br>31/12/2015 | 01/01-<br>31/12/2016 | 01/01-<br>31/12/2015 |
| <b>Other comprehensive income for the year</b>                               | (563)                | (489)                | 205                  | 329                  | 5,110                | 3,229                |
| Total comprehensive income for the year attributable to owners of the parent | (25,468)             | (60,450)             | 550                  | (8,884)              | 30,860               | 31,405               |
| Total comprehensive income for the year attributable to NCI                  | 791                  | (1,638)              | 140                  | (3,977)              | 3,665                | 3,731                |
| <b>Total comprehensive income for the year</b>                               | <b>(24,677)</b>      | <b>(62,088)</b>      | <b>690</b>           | <b>(12,861)</b>      | <b>34,525</b>        | <b>35,136</b>        |
| Dividends paid to non-controlling interests                                  | (2,683)              | (535)                | (2)                  | (13)                 | -                    | -                    |

#### Statement of cash flows

Amounts in € '000

|   | VIVARTIA GROUP       |                      | HYGEIA GROUP         |                      | ATTICA GROUP         |                      |
|---|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|
|   | 01/01-<br>31/12/2016 | 01/01-<br>31/12/2015 | 01/01-<br>31/12/2016 | 01/01-<br>31/12/2015 | 01/01-<br>31/12/2016 | 01/01-<br>31/12/2015 |
| Net cash flows from operating activities  | 31,278               | 30,598               | 7,679                | 17,058               | 45,817               | 60,663               |
| Net cash flow from investing activities   | (24,787)             | (15,901)             | (4,959)              | (5,121)              | (10,813)             | (936)                |
| Net cash flow from financing activities   | (2,635)              | (2,915)              | (2,171)              | (6,341)              | (55,325)             | (12,061)             |
| <b>Net (decrease) / increase in cash, cash equivalents and restricted cash</b>                | <b>3,856</b>         | <b>11,782</b>        | <b>549</b>           | <b>5,596</b>         | <b>(20,321)</b>      | <b>47,666</b>        |
| Cash, cash equivalents and restricted cash at the beginning of the year                       | 56,818               | 45,036               | 14,241               | 8,612                | 71,555               | 23,937               |
| Exchange differences in cash, cash equivalents and restricted cash from continuing operations | -                    | -                    | 64                   | 33                   | (14)                 | (48)                 |
| <b>Net cash, cash equivalents and restricted cash at the end of the year</b>                  | <b>60,674</b>        | <b>56,818</b>        | <b>14,854</b>        | <b>14,241</b>        | <b>51,220</b>        | <b>71,555</b>        |

*Note.: Consolidated amounts before adjustments from the wider Group.*

The Group holds no investment in non-consolidated structured entities.

### 13. INVESTMENTS IN ASSOCIATES

The Group has the following investments in associates that due to significant influence, are classified as associates and are consolidated based on the equity method in the consolidated Financial Statements (the scope of operations and the Group's participating interest in these investments are presented in Note 2 to the financial statements).

Based on the contribution of the associates to the Group's profit /(loss) before tax, the Group decided that each of the associates individually is material and thus, it discloses in the table below its aggregated participating interest in these associates:

| Amounts in € '000   | THE GROUP     |               |
|---|---------------|---------------|
|   | 31/12/2016    | 31/12/2015    |
| Profit or loss from continuing operations                                     | 1,415         | (1,548)       |
| Other comprehensive income  | 77            | 2,584         |
| <b>Total comprehensive income</b>   | <b>1,492</b>  | <b>1,036</b>  |
| <b>Aggregate carrying amount of the Group's interests in these associates</b> | <b>59,342</b> | <b>49,224</b> |

The changes in the associates in the Group's Statement of Financial Position account are as follows:

| <i>Amounts in € '000</i>   | THE GROUP     |               |
|--|---------------|---------------|
|  | 31/12/2016    | 31/12/2015    |
| <b>Opening balance</b>   | <b>49,224</b> | <b>51,711</b> |
| Acquisitions of associates   | 745           | -             |
| Changes of share capital   | 3,000         | -             |
| Dividends  | (68)          | (775)         |
| Transfer from investing portfolio  | 421           | -             |
| Transfer from other current assets   | 3,800         | -             |
| Impairment losses recognised in P&L  | (7,582)       | (3,441)       |
| Impairment losses reversed in P&L  | 5,943         | -             |
| Share in net profit/(loss) of companies accounted for by the equity method | 3,782         | 1,631         |
| Exchange differences   | 77            | 98            |
| <b>Closing balance</b>   | <b>59,342</b> | <b>49,224</b> |

**Acquisition of additional participating interest in MEVGAL by VIVARTIA group (the investment was formerly classified in financial instruments available for sale)**

VIVARTIA group first consolidated MEVGAL under the equity method on 25/08/2016, when DELTA (a subsidiary of VIVARTIA group) acquired significant influence on the aforementioned investment in compliance with provisions of IAS 28. As till that date, the participating interest in MEVGAL was classified in the investment portfolio at a carrying amount of € 422k (initial acquisition cost of € 19,652k) and the participating interest held stood at 14.8%.

Within the current year, DELTA acquired a stake of € 4.5 m from old shareholders, while, afterwards, it participated in a share capital increase amounting to € 3.0 m, part of which had arisen from the acquisition of non-distributed shares in compliance with the decision of the General Meeting of MEVGAL Shareholders held on 25/08/2016. Following the completion of the aforementioned transactions, Delta's participating interest in MEVGAL stood at 43.2%. It is to be noted that as till the date of the approval of the accompanying financial statements, no approval has been received from the Hellenic Competition Commission, a procedure which is expected to be finalized in 2017.

The initial cost of acquisition of MEVGAL on 25/08/2016 (significant influence acquisition date) amounts to € 13,864k and includes the fair value of the effective percentage 14.8% at the date of the acquisition of the significant influence of € 6,364k plus an amount of € 7,500k for the acquisition of the additional participating interest. Following the above, a profit of € 5,943k was recognized in the Income Statement of VIVARTIA group, reversing part of the impairment loss recognized in the previous years. The aforementioned amount is included in the item "Other financial results" of the consolidated Income Statement. The goodwill resulting from the transaction amounted to € 12,664k and was incorporated in the acquisition cost of MEVGAL.

The Income Statement of VIVARTIA for year 2016 includes the proportion of MEVGAL's results for the period 25/08/2016-31/12/2016, specifically, profits of € 435k. The aforementioned amount is included in the item "Profit / (Loss) from associates consolidated under equity method" of the Income Statement based on the participating interest held by the Group on 31/12/2016.

**Acquisition of participating interest in AFRICA MOROCCO LINKS (AML) by ATTICA group**

On 28/10/2016, ATTICA group acquired a participating interest of 49% in the company AFRICA MOROCCO LINKS versus a consideration of € 45k. The results of the latter were consolidated under the equity method for the period 28/10/2016-31/12/2016. The share of ATTICA group in respect of losses for the period stood at € 2,412k and is included in the item "Profit / (Loss) from

associates consolidated under equity method” of the Income Statement for the year. The initial investment was impaired by the loss amount that arose.

The Company had no investments in associates within 2016 and 2015.

None of the associates is listed on a Stock Exchange and, therefore, no market values are available.

As at 31/12/2016, guarantees provided in favor of associates (for loans purposes) of VIVARTIA group’s subsidiaries stood at € 350k.

#### Sale of participating interest in SUNCE

On 21/03/2017, MIG announced the signing of an agreement for the disposal of its total participation in the company SUNCE, corresponding to approximately 49.99% of its share capital versus a consideration of € 43 m. In view of the above, the Group profit and loss was charged with losses amounting to € 7,582k, i.e. the balance between the carrying amount and the agreed consideration. The aforementioned amount is included in the item “Other financial results” of the consolidated Income Statement.

## 14. INVESTMENT PORTFOLIO

The Group’s investment portfolio is analyzed as follows:

| <i>Amounts in € '000</i>                              | THE GROUP  |            |
|---|------------|------------|
|   | 31/12/2016 | 31/12/2015 |
| Shares listed in foreign stock exchanges              | 109        | 105        |
| Non-listed domestic shares                            | 228        | 649        |
| Mutual funds  | 131        | 131        |
| Other financial instruments                           | 3          | 3          |
| <b>Total financial assets of investment portfolio</b> | <b>471</b> | <b>888</b> |

The changes in the Group’s investment portfolio are presented as follows:

| <i>Amounts in € '000</i>                                    | THE GROUP  |            |
|---|------------|------------|
|   | 31/12/2016 | 31/12/2015 |
| <b>Opening balance</b>                                      | <b>888</b> | <b>905</b> |
| Increase / (Decrease) in equity from fair value adjustments | 8          | (30)       |
| Exchange differences  | (4)        | 13         |
| Transfer to Investments in associates                       | (421)      | -          |
| <b>Closing balance</b>                                      | <b>471</b> | <b>888</b> |

MIG Group’s participating interest in MEVGAL has been reallocated from investment portfolio to investments in associates, due to acquisition of significant influence within FY 2016 (see Note 13).

## 15. INVESTMENT PROPERTY

The Group's investments in property are defined based on the fair value method of IAS 40 as follows:

| <i>Amounts in € '000</i>   | THE GROUP      |                |
|--|----------------|----------------|
|  | 31/12/2016     | 31/12/2015     |
| <b>Opening net book value</b>  | <b>280,067</b> | <b>316,609</b> |
| Additions  | 2,765          | 172            |
| Additions of sold subsidiaries                                       | -              | 21             |
| Disposals  | (330)          | (3,989)        |
| Decreases from the sale of subsidiaries                              | -              | (8,886)        |
| Fair value adjustments on Investment properties of sold subsidiaries | -              | 99             |
| Fair value adjustments Investment properties                         | (7,277)        | (23,793)       |
| Other changes of sold subsidiaries                                   | -              | (166)          |
| <b>Closing net book value</b>  | <b>275,225</b> | <b>280,067</b> |

Investment properties as of 31/12/2016 mainly include the properties of the subsidiary RKB amounting to € 275,058k. These properties are burdened with liens securing borrowing of RKB (see Note 48.2). Within 2016, the Group performed a reassessment of the fair value of RKB's investment property by appointing an independent real estate appraisal firm. Following the reassessment of the said investment property, a decrease in fair value arose, amounting to € 7,277k, that is included in the item "Other operating expenses" of the consolidated Income Statement for the year 2016.

Moreover, the following amounts, related to the investment properties, have been recognized in the Income Statement for the year:

| <i>Amounts in € '000</i>  | 01/01-<br>31/12/2016 | 01/01-<br>31/12/2015 |
|---|----------------------|----------------------|
| Income from leases from investment property   | 7,383                | 7,577                |
| Operating expenses related to investment property from which the Group received income from leasing         | 2,420                | 2,147                |
| Operating expenses related to investment property from which the Group did not received income from leasing | 1,302                | 1,190                |

## 16. OTHER NON-CURRENT ASSETS

The other non-current assets for the Group and the Company are presented as follows:

| <i>Amounts in € '000</i>                                | THE GROUP     |               | THE COMPANY    |                |
|---|---------------|---------------|----------------|----------------|
|   | 31/12/2016    | 31/12/2015    | 31/12/2016     | 31/12/2015     |
| Guarantees  | 4,553         | 5,140         | 51             | 81             |
| Other long-term receivables                             | 9,151         | 1,903         | 10             | 10             |
| Receivables arising from share disposals                | 1,614         | 12,115        | 1,614          | 12,115         |
| Other long-term receivables from related parties        | -             | -             | 251,836        | 251,836        |
| Advances in ATTICA due to future share capital increase | -             | -             | -              | 13,000         |
| Less: Impairment provisions                             | -             | -             | (60,412)       | (53,904)       |
| <b>Net book value</b>                                   | <b>15,318</b> | <b>19,158</b> | <b>193,099</b> | <b>223,138</b> |

The amount of € 251,836k that was raised in 2014 from MIG's CBL was used in order to settle loan liabilities of its subsidiary RKB to PIRAEUS BANK, for which MIG's company guaranty had been provided. PIRAEUS BANK has agreed for the Company to substitute PIRAEUS BANK regarding

the loan liabilities which were settled in compliance with applicable legislation and established practices.

Changes in provision for impairment regarding the Company for 2016 and 2015 are presented below as follows:

| <i>Amounts in € '000</i>        | THE COMPANY     |                 |
|---------------------------------|-----------------|-----------------|
|                                 | 31/12/2016      | 31/12/2015      |
| <b>Balance at the beginning</b> | <b>(53,904)</b> | <b>(33,684)</b> |
| Additional provisions           | (6,508)         | (20,220)        |
| <b>Closing balance</b>          | <b>(60,412)</b> | <b>(53,904)</b> |

## 17. DEFERRED TAX RECEIVABLES AND LIABILITIES

Deferred income tax occurs from temporary differences between the book value and the tax bases of the assets and liabilities and is calculated based on the tax rate which is expected to be applicable in the financial years when the temporary taxable and deductible differences are predicted to be reversed.

Deferred tax assets and liabilities are offset when an applicable legal right exists to offset current tax assets against current tax liabilities and when the deferred taxes refer to the same tax authority. A deferred tax asset is recognized in respect to tax losses carried forward to the extent that the realization of a relevant tax benefit is possible through future taxable profits.

The offset amounts for the Group are the following:

| <i>Amounts in € '000</i>                   | THE GROUP           |                          |                     |                          |
|--|---------------------|--------------------------|---------------------|--------------------------|
|  | 31/12/2016          |                          | 31/12/2015          |                          |
|  | Deferred Tax Assets | Deferred Tax Liabilities | Deferred Tax Assets | Deferred Tax Liabilities |
| Tangible assets                            | -                   | 72,095                   | -                   | 75,959                   |
| Intangible assets                          | -                   | 115,690                  | -                   | 120,459                  |
| Long-term investments                      | 673                 | -                        | 659                 | -                        |
| Derivative financial instruments           | -                   | 7                        | -                   | -                        |
| Trade and other receivables                | 12,104              | -                        | 8,512               | -                        |
| Other assets                               | 845                 | 2,754                    | 547                 | 545                      |
| Other reserves                             | -                   | 17                       | -                   | 17                       |
| Retained earnings                          | 8,841               | 989                      | 9,284               | 443                      |
| Accrued pension and retirement obligations | 9,625               | -                        | 9,199               | -                        |
| Other long-term liabilities                | 2,414               | 390                      | 376                 | 1,776                    |
| Other current liabilities                  | 1,741               | 87                       | 2,695               | -                        |
| <b>Total</b>                               | <b>36,243</b>       | <b>192,029</b>           | <b>31,272</b>       | <b>199,199</b>           |
| Off set deferred tax assets & liabilities  | 3,781               | 3,781                    | 6,563               | 6,563                    |
| <b>Deferred tax asset / (liability)</b>    | <b>40,024</b>       | <b>195,810</b>           | <b>37,835</b>       | <b>205,762</b>           |

It is noted that a deferred tax receivable amounting to € 8,841k has been recognized only in that part of the losses for which the Management estimates with reasonable certainty that they will be offset with future taxable profits within the following five year period.

## 18. INVENTORIES

The Group's inventory is analyzed as follows:

| <i>Amounts in € '000</i>  | THE GROUP     |               |
|---|---------------|---------------|
|   | 31/12/2016    | 31/12/2015    |
| Merchandise   | 13,120        | 11,130        |
| Finished goods  | 17,263        | 16,947        |
| Semi-finished products  | 12,472        | 7,481         |
| Raw materials and other consumables   | 22,136        | 21,959        |
| Work in process   | -             | -             |
| Fuels and lubricant   | 2,702         | 1,994         |
| Spare parts of tangible assets  | 4,308         | 3,939         |
| <b>Total</b>  | <b>72,001</b> | <b>63,450</b> |
| Less: Provisions for scrap, slow moving and/or destroyed inventories for the year                   | (1,673)       | (410)         |
| Less: Provisions for scrap, slow moving and/or destroyed inventories recognized from previous years | (2,756)       | (3,288)       |
| <b>Net book value</b>   | <b>67,572</b> | <b>59,752</b> |

It should be noted that due to the significantly diversified activities of the consolidated companies, the nature of inventories differs. Inventory mainly pertains to VIVARTIA, ATTICA and HYGEIA groups.

The movement in the provisions account in respect to inventories for the Group during the financial years 2016 and 2015 is presented in the following table:

| <i>Amounts in € '000</i>        | THE GROUP      |                |
|---------------------------------|----------------|----------------|
|                                 | 31/12/2016     | 31/12/2015     |
| <b>Balance at the beginning</b> | <b>(3,698)</b> | <b>(3,893)</b> |
| Additions                       | (1,673)        | (410)          |
| Utilised provisions             | 829            | 770            |
| Exchange differences            | (12)           | (15)           |
| Reclassifications               | 125            | (150)          |
| <b>Closing balance</b>          | <b>(4,429)</b> | <b>(3,698)</b> |

## 19. TRADE AND OTHER RECEIVABLES

Trade and other receivables of the Group are analyzed as follows:

| <i>Amounts in € '000</i>         | THE GROUP      |                |
|----------------------------------|----------------|----------------|
|                                  | 31/12/2016     | 31/12/2015     |
| Trade receivables                | 302,465        | 304,768        |
| Intercompany accounts receivable | 3,488          | 4,256          |
| Notes receivable                 | 21,484         | 20,333         |
| Checks receivable                | 60,481         | 60,392         |
| Less: Impairment provisions      | (163,141)      | (147,867)      |
| <b>Net trade receivables</b>     | <b>224,777</b> | <b>241,882</b> |
| Advances to suppliers            | 4,792          | 5,364          |
| Less: Impairment provisions      | (1,146)        | (1,129)        |
| <b>Total</b>                     | <b>228,423</b> | <b>246,117</b> |

In respect to trade receivables amounting to € 107,582k, of VIVARTIA group, the Group has received client guaranties amounting to € 30,277k (31/12/2015: € 24,564k).

In the context of the restructuring plan of Marinopoulos and the companies of its environment, on 30/09/2016 a resolution agreement was submitted to the competent authorities, according to which, inter alia, it was determined that liabilities to the suppliers of the above companies will be undertaken by a new company following their impairment by 50%, based on their effective balances as at 30/06/2016. Under the aforementioned resolution agreement, the said amounts effective as at 30/06/2016 will be reimbursed within 60 working days starting from the date of the transaction's completion. It should also be noted that, by virtue of the decision of the Athens Multimember Court of First Instance (No 8/16.01.2017), the Court verified (inter alia) the abovementioned resolution agreement.

As a result of the above, the Group's Income Statement includes the effect of the extraordinary impairment of the remaining receivables from Marinopoulos group totally standing at € 14.6 m, analysed per operating segment as follows: "Food and Dairy" € 13.8 m and "IT and Telecoms" € 0.8 m.

The Group's trade receivables have decreased by a total amount of € 85.4 m as a result of the implementation of Article 100, par. 5 of Law 4172/2013 (Government Gazette A' 167/23.07.2013) and the subsequent relevant ministerial decisions regarding Claw-back and Rebate. The impairment refers to receivables of HYGEIA group from EOPYY for the period 01/01/2013-31/12/2016 and has been performed through rebate invoices and provisions [see Note 5.2 (17)].

The movement in provisions for the Group's doubtful trade receivables for the financial years ending on 31/12/2016 and 31/12/2015 is as follows:

| <i>Amounts in € '000</i>                | THE GROUP        |                  |
|---|------------------|------------------|
|   | 31/12/2016       | 31/12/2015       |
| <b>Balance at the beginning</b>         | <b>(148,996)</b> | <b>(141,248)</b> |
| Additions through acquisitions          | (15)             | -                |
| Disposals from the sale of subsidiaries | -                | 502              |
| Additional provisions                   | (26,431)         | (11,361)         |
| Utilised provisions                     | 9,036            | 2,903            |
| Reclassifications                       | -                | 150              |
| Exchange differences                    | 2,119            | 58               |
| <b>Closing balance</b>                  | <b>(164,287)</b> | <b>(148,996)</b> |

The maturity of the Group's trade receivables as at 31/12/2016 is as follows:

| <i>Amounts in € '000</i>              | THE GROUP      |                |                |               |               |                 |                |
|---------------------------------------|----------------|----------------|----------------|---------------|---------------|-----------------|----------------|
|                                       | Food & Dairy   | Transportation | Private Equity | IT & Telecoms | Healthcare    | Eliminations    | Total          |
| Are not in delay and are not impaired | 68,241         | 37,851         | 3,292          | 11,992        | 32,941        | (8,443)         | 145,874        |
| Are delayed but not impaired:         |                |                |                |               |               |                 |                |
| < 90 days                             | 18,448         | -              | 1,950          | 2,452         | 5,774         | (1,290)         | 27,334         |
| < 91 - 180 days                       | 6,014          | -              | 586            | 1,508         | 6,703         | (563)           | 14,248         |
| < 181 - 360 days                      | 8,583          | 2,603          | 116            | 1,725         | 6,712         | (116)           | 19,623         |
| > 360 days                            | 6,296          | -              | 10             | 697           | 10,705        | (10)            | 17,698         |
| <b>Total</b>                          | <b>107,582</b> | <b>40,454</b>  | <b>5,954</b>   | <b>18,374</b> | <b>62,835</b> | <b>(10,422)</b> | <b>224,777</b> |

It is noted that in the amounts that are not impaired and are delayed by more than 360 days, are included: a) HYGEIA group's receivables amounting to € 10.7 m which include receivables of approximately € 4.5 m from Public Insurance Funds up to 31/12/2011, as well as the amount owed by EOPYY for the period 2012, prior to the implementation of Claw-back and Rebate, amounting to € 6.2 m, b) ) receivables of VIVARTIA group amounting to € 6.3 m, from which € 2.8 m arise from the food services sector as a result of the accumulated pressure on the liquidity of the businesses operating in the sector, which further deteriorated in 2016 due to the additional increase

in the VAT rate and the market conditions. The remaining amount mainly arises from the frozen sector (€ 2.4 m) and secondarily from dairy group (€ 0.9 m) and mostly relates to balances from Marinopoulos Group, as well as balances from affiliated companies expected to be collected in the near future, and c) SINGULARLOGIC's receivables standing at € 0.7 m.

The Group's Management continuously reviews trade receivables using stringent criteria and consequently did not consider that further provisions, in respect to the above receivables, were required.

The corresponding maturity of the Group's trade receivables as at 31/12/2015 is as follows:

| <i>Amounts in € '000</i>              | THE GROUP      |                |                |               |               |                 | Total          |
|---------------------------------------|----------------|----------------|----------------|---------------|---------------|-----------------|----------------|
|                                       | Food & Dairy   | Transportation | Private Equity | IT & Telecoms | Healthcare    | Eliminations    |                |
| Are not in delay and are not impaired | 87,059         | 37,763         | 3,094          | 15,067        | 36,696        | (9,603)         | 170,076        |
| Are delayed but not impaired:         |                |                |                |               |               |                 |                |
| < 90 days                             | 19,442         | -              | 1,967          | 3,940         | 3,912         | (1,349)         | 27,912         |
| < 91 - 180 days                       | 5,531          | -              | 375            | 1,259         | 5,252         | (280)           | 12,137         |
| < 181 - 360 days                      | 1,246          | 2,582          | 503            | 1,002         | 5,695         | (503)           | 10,525         |
| > 360 days                            | 9,218          | -              | -              | 32            | 11,982        | -               | 21,232         |
| <b>Total</b>                          | <b>122,496</b> | <b>40,345</b>  | <b>5,939</b>   | <b>21,300</b> | <b>63,537</b> | <b>(11,735)</b> | <b>241,882</b> |

## 20. OTHER CURRENT ASSETS

The Group's and Company's other current assets are analyzed as follows:

| <i>Amounts in € '000</i>                 | THE GROUP     |               | THE COMPANY   |               |
|--|---------------|---------------|---------------|---------------|
|  | 31/12/2016    | 31/12/2015    | 31/12/2016    | 31/12/2015    |
| Other debtors                            | 28,443        | 25,095        | 264           | 262           |
| Receivables from the state               | 12,706        | 15,603        | 232           | 501           |
| Advances and loans to personnel          | 593           | 449           | -             | -             |
| Accrued income                           | 1,419         | 3,452         | -             | -             |
| Prepaid expenses                         | 22,240        | 21,323        | 154           | 16            |
| Receivables arising from share disposals | 10,905        | 13,067        | 10,905        | 13,067        |
| Other receivables                        | 7,438         | 6,946         | 1,981         | 1,818         |
| <b>Total</b>                             | <b>83,744</b> | <b>85,935</b> | <b>13,536</b> | <b>15,664</b> |
| Less: Impairment Provisions              | (12,088)      | (11,075)      | (264)         | (264)         |
| <b>Net receivables</b>                   | <b>71,656</b> | <b>74,860</b> | <b>13,272</b> | <b>15,400</b> |

Within the year 2016, the Company collected an instalment of € 10.4 m from the sale of OLYMPIC AIR and an instalment of € 2.7 m from the sale of SKYSERV.

Receivables from state authorities mainly refer to advance income tax payments and VAT, which is expected to be received or offset on a case by case basis. Changes in impairment provisions for the Group's and the Company's other current assets for the years 2016 and 2015 are as follows:

| <i>Amounts in € '000</i>        | THE GROUP       |                 | THE COMPANY  |              |
|---------------------------------|-----------------|-----------------|--------------|--------------|
|                                 | 31/12/2016      | 31/12/2015      | 31/12/2016   | 31/12/2015   |
| <b>Balance at the beginning</b> | <b>(11,075)</b> | <b>(12,090)</b> | <b>(264)</b> | <b>(258)</b> |
| Additional provisions           | (1,057)         | (758)           | -            | (6)          |
| Decreases                       | -               | 1,601           | -            | -            |
| Utilised provisions             | 44              | 201             | -            | -            |
| Reclassifications               | -               | (29)            | -            | -            |
| <b>Closing balance</b>          | <b>(12,088)</b> | <b>(11,075)</b> | <b>(264)</b> | <b>(264)</b> |



**21. TRADING PORTFOLIO AND OTHER FINANCIAL INSTRUMENTS AT FAIR VALUE THROUGH PROFIT & LOSS**

Trading portfolio and the other financial assets at fair value through Profit and Loss consist of investments in mutual funds, bonds and shares that are analyzed as follows:

| <i>Amounts in € '000</i>        | THE GROUP    |              | THE COMPANY |            |
|---------------------------------|--------------|--------------|-------------|------------|
|                                 | 31/12/2016   | 31/12/2015   | 31/12/2016  | 31/12/2015 |
| Greek Government treasury bonds | 45           | 45           | -           | -          |
| Shares listed in ASE            | 109          | 19           | 90          | -          |
| Foreign mutual funds            | 2,713        | 3,917        | 725         | 725        |
| <b>Total</b>                    | <b>2,867</b> | <b>3,981</b> | <b>815</b>  | <b>725</b> |

The change of the Group's and the Company's trading portfolio and other financial assets at fair value through the profit & loss is analyzed below:

| <i>Amounts in € '000</i>                    | THE GROUP    |              | THE COMPANY |            |
|---|--------------|--------------|-------------|------------|
|   | 31/12/2016   | 31/12/2015   | 31/12/2016  | 31/12/2015 |
| <b>Opening balance</b>                      | <b>3,981</b> | <b>879</b>   | <b>725</b>  | <b>811</b> |
| Additions                                   | 856          | 6,445        | 856         | -          |
| Disposals                                   | (1,957)      | (3,337)      | (758)       | (86)       |
| Profit / (loss) from fair value revaluation | (13)         | (6)          | (8)         | -          |
| <b>Closing balance</b>                      | <b>2,867</b> | <b>3,981</b> | <b>815</b>  | <b>725</b> |

The analysis of the amount of € 2,867k for the Group on 31/12/2016 is as follows: an amount of € 64k refers to financial assets at fair value through P&L (31/12/2015: € 64k) and an amount of € 2,803k refers to the trading portfolio (31/12/2015: € 3,917k).

In respect to the Company, the amount of € 815k on 31/12/2016 pertains solely to trading portfolio (31/12/2015: € 725k).

**22. CASH, CASH EQUIVALENTS AND RESTRICTED CASH**

The Group's and the Company's cash, cash equivalents and restricted deposits are analyzed as follows:

| <i>Amounts in € '000</i>                                       | THE GROUP      |                | THE COMPANY   |               |
|--|----------------|----------------|---------------|---------------|
|  | 31/12/2016     | 31/12/2015     | 31/12/2016    | 31/12/2015    |
| Cash in hand   | 10,315         | 9,811          | 99            | 96            |
| Cash equivalent balance in bank                                | 105,236        | 135,931        | 197           | 10,080        |
| Time deposits  | 22,464         | 28,011         | 7,543         | 2,390         |
| Blocked deposits   | 4,885          | 3,800          | 2,358         | 2,349         |
| <b>Total cash, cash equivalents and restricted cash</b>        | <b>142,900</b> | <b>177,553</b> | <b>10,197</b> | <b>14,915</b> |
| Cash, cash equivalents and restricted cash in €                | 135,380        | 171,247        | 10,004        | 14,544        |
| Cash, cash equivalents and restricted cash in foreign currency | 7,520          | 6,306          | 193           | 371           |
| <b>Total cash, cash equivalents and restricted cash</b>        | <b>142,900</b> | <b>177,553</b> | <b>10,197</b> | <b>14,915</b> |

Bank deposits receive a floating interest rate which is based on the banks' monthly deposit interest rates. The interest income on sight and time deposits is accounted for on an accrued basis and is included in "Financial Income" in the Income Statement.

From the restricted deposits of the Group, an amount of € 4,490k (31/12/2015: € 3,025k) pertains to guarantees for credit facilities of the Group's subsidiaries'. The relevant amount for the Company is € 1,970k (31/12/2015: € 1,961k).

### 23. SHARE CAPITAL AND SHARE PREMIUM

The movement in the accounts "Share Capital" and "Share Premium" within the reporting period is presented as follows:

| <i>Amounts in € '000</i>                                       | Number of Shares   | Nominal value | Value of common shares | Share premium    |
|--|--------------------|---------------|------------------------|------------------|
| <b>Balance as of 01/01/2015</b>                                | <b>937,122,261</b> | <b>€ 0.30</b> | <b>281,137</b>         | <b>3,873,867</b> |
| Share capital increase through conversion of convertible bonds | 2,263,325          | € 0.30        | 679                    | 799              |
| Expenses related to share capital increase                     | -                  | -             | -                      | (7)              |
| <b>Balance as of 31/12/2015</b>                                | <b>939,385,586</b> | <b>€ 0.30</b> | <b>281,816</b>         | <b>3,874,659</b> |
| <b>Balance as of 01/01/2016</b>                                | <b>939,385,586</b> | <b>€ 0.30</b> | <b>281,816</b>         | <b>3,874,659</b> |
| Share capital increase through conversion of convertible bonds | 125,162            | € 0.30        | 37                     | 30               |
| <b>Balance as of 31/12/2016</b>                                | <b>939,510,748</b> | <b>€ 0.30</b> | <b>281,853</b>         | <b>3,874,689</b> |

Following the Board of Directors decision on 26/05/2016, the Company's share capital increase was verified with the exercise of the conversion option of CBL tranche A, issued on 29/07/2013 and 13/06/2014, into shares. The share capital increase amounted to € 37,548.60 through the issue of 125,162 new ordinary registered shares of € 0.30 nominal value each, due to the conversion of 67,588 bonds of tranche A of the CBL issued on 29/07/2013 and 13/06/2014, of conversion value per share of € 0.54.

As a result of the aforementioned event, the Company's share capital as at 31/12/2016 stands at € 281,853,224.40 fully paid and divided into 939,510,748 ordinary registered shares of € 0.30 nominal value each. Every share of the Company provides one voting right. As a result, the share premium account increased by € 30k and as at 31/12/2016 amounts to € 3,874,689k.

### 24. OTHER RESERVES AND FAIR VALUE RESERVES

The Group's other reserves are analyzed as follows:

| <i>Amounts in € '000</i>                                       | Statutory Reserve | Special reserves | THE GROUP<br>Other reserves | Translation reserves | Total         |
|--|-------------------|------------------|-----------------------------|----------------------|---------------|
| <b>Opening Balance as of 01/01/2016</b>                        | <b>32,140</b>     | <b>501</b>       | <b>2,961</b>                | <b>(1,928)</b>       | <b>33,674</b> |
| Share capital increase through conversion of convertible bonds | -                 | -                | (1)                         | -                    | (1)           |
| Exchange differences   | -                 | -                | -                           | 108                  | 108           |
| <b>Closing balance as of 31/12/2016</b>                        | <b>32,140</b>     | <b>501</b>       | <b>2,960</b>                | <b>(1,820)</b>       | <b>33,781</b> |

| <i>Amounts in € '000</i>  | THE GROUP         |                  |                |                      | Total         |
|---|-------------------|------------------|----------------|----------------------|---------------|
|   | Statutory Reserve | Special reserves | Other reserves | Translation reserves |               |
| <b>Opening Balance as of 01/01/2015</b>                             | <b>32,139</b>     | <b>501</b>       | <b>2,711</b>   | <b>(3,018)</b>       | <b>32,333</b> |
| Transfers between reserves and retained earnings                    | -                 | -                | 463            | -                    | 463           |
| Share capital increase through conversion of convertible bonds      | -                 | -                | (15)           | -                    | (15)          |
| Exchange differences  | -                 | -                | -              | (1,494)              | (1,494)       |
| Share of other comprehensive income of equity accounted investments | -                 | -                | -              | 2,584                | 2,584         |
| Convertible bond loan reserve                                       | -                 | -                | (197)          | -                    | (197)         |
| Other adjustments   | 1                 | -                | (1)            | -                    | -             |
| <b>Closing balance as of 31/12/2015</b>                             | <b>32,140</b>     | <b>501</b>       | <b>2,961</b>   | <b>(1,928)</b>       | <b>33,674</b> |

The Company's other reserves are analyzed as follows:

| <i>Amounts in € '000</i>                                       | THE COMPANY       |                  |                |               |
|--|-------------------|------------------|----------------|---------------|
|  | Statutory Reserve | Special reserves | Other reserves | Total         |
| <b>Opening Balance as of 01/01/2016</b>                        | <b>32,140</b>     | <b>501</b>       | <b>3,091</b>   | <b>35,732</b> |
| Share capital increase through conversion of convertible bonds | -                 | -                | (1)            | (1)           |
| <b>Closing balance as of 31/12/2016</b>                        | <b>32,140</b>     | <b>501</b>       | <b>3,090</b>   | <b>35,731</b> |

| <i>Amounts in € '000</i>                                       | THE COMPANY       |                  |                |               |
|--|-------------------|------------------|----------------|---------------|
|  | Statutory Reserve | Special reserves | Other reserves | Total         |
| <b>Opening Balance as of 01/01/2015</b>                        | <b>32,139</b>     | <b>501</b>       | <b>2,841</b>   | <b>35,481</b> |
| Transfer between reserves and retained earnings                | -                 | -                | 463            | 463           |
| Share capital increase through conversion of convertible bonds | -                 | -                | (15)           | (15)          |
| Convertible bond loan reserve                                  | -                 | -                | (197)          | (197)         |
| Other adjustments  | 1                 | -                | (1)            | -             |
| <b>Closing balance as of 31/12/2015</b>                        | <b>32,140</b>     | <b>501</b>       | <b>3,091</b>   | <b>35,732</b> |

The Group's fair value reserves are analyzed as follows:

| <i>Amounts in € '000</i>  | THE GROUP      |                |
|---|----------------|----------------|
|   | 31/12/2016     | 31/12/2015     |
| <b>Opening Balance</b>  | <b>(2,581)</b> | <b>(7,893)</b> |
| Gains/ (losses) from valuation transferred to equity                | 7              | (24)           |
| Cash flow hedge   | 4,582          | 5,336          |
| Share of other comprehensive income of equity accounted investments | 77             | -              |
| <b>Closing balance</b>  | <b>2,085</b>   | <b>(2,581)</b> |

**25. EMPLOYEE RETIREMENT BENEFITS**

In accordance with the labor legislation of the countries in which the Group operates, employees are entitled to compensation in case of dismissal or retirement. With regards to subsidiaries domiciled in Greece (being the largest part of Group's activities), the amount of compensation varies depending on the employee's salary, the years of service and the mode of stepping down (redundancy or retirement). Employees resigning or dismissed due to justifiable grounds are not entitled to compensation. In case of retirement, a lump sum compensation shall be paid pursuant to Law 2112/20. The Group recognizes as a liability the present value of the legal commitment for the lump sum compensation payment to personnel stepping down due to retirement. These are non-financed defined benefit plans according to IAS 19 and the relevant liability was calculated on the basis of an actuarial study.

Apart from the legal commitment for provision of the lump sum to retiring employees, the Group has activated, through its subsidiary HYGEIA, a special employee benefit plan in the form of a group insurance.

The analysis of the liability for employee benefits due to retirement of the Group and the Company is as follows:

| <i>Amounts in € '000</i>     | THE GROUP                            |                                  |               |                                      |                                  |               |
|------------------------------|--------------------------------------|----------------------------------|---------------|--------------------------------------|----------------------------------|---------------|
|                              | 31/12/2016                           |                                  |               | 31/12/2015                           |                                  |               |
|                              | Defined benefit plans (Non financed) | Defined benefit plans (Financed) | Total         | Defined benefit plans (Non financed) | Defined benefit plans (Financed) | Total         |
| Defined benefit obligation   | 31,777                               | 3,586                            | 35,363        | 29,867                               | 3,641                            | 33,508        |
| Fair value of plan assets    | -                                    | 728                              | 728           | -                                    | 1,031                            | 1,031         |
|                              | <b>31,777</b>                        | <b>2,858</b>                     | <b>34,635</b> | <b>29,867</b>                        | <b>2,610</b>                     | <b>32,477</b> |
| Classified as :              |                                      |                                  |               |                                      |                                  |               |
| <b>Non-Current Liability</b> | 31,777                               | 2,858                            | 34,635        | 29,867                               | 2,610                            | 32,477        |
| <b>Current liability</b>     | -                                    | -                                | -             | -                                    | -                                | -             |

| <i>Amounts in € '000</i>     | THE COMPANY                          |                                  |            |                                      |                                  |            |
|------------------------------|--------------------------------------|----------------------------------|------------|--------------------------------------|----------------------------------|------------|
|                              | 31/12/2016                           |                                  |            | 31/12/2015                           |                                  |            |
|                              | Defined benefit plans (Non financed) | Defined benefit plans (Financed) | Total      | Defined benefit plans (Non financed) | Defined benefit plans (Financed) | Total      |
| Defined benefit obligation   | 184                                  | -                                | 184        | 166                                  | -                                | 166        |
|                              | <b>184</b>                           | <b>-</b>                         | <b>184</b> | <b>166</b>                           | <b>-</b>                         | <b>166</b> |
| Classified as :              |                                      |                                  |            |                                      |                                  |            |
| <b>Non-Current Liability</b> | 184                                  | -                                | 184        | 166                                  | -                                | 166        |
| <b>Current liability</b>     | -                                    | -                                | -          | -                                    | -                                | -          |

The amounts recognized in the Group's and the Company's Income Statement are as follows:

| <i>Amounts in € '000</i>                           | THE GROUP                            |                                  |              |                                      |                                  |              |
|--|--------------------------------------|----------------------------------|--------------|--------------------------------------|----------------------------------|--------------|
|  | 31/12/2016                           |                                  |              | 31/12/2015                           |                                  |              |
|  | Defined benefit plans (Non financed) | Defined benefit plans (Financed) | Total        | Defined benefit plans (Non financed) | Defined benefit plans (Financed) | Total        |
| Current service costs                              | 1,552                                | 491                              | 2,043        | 1,575                                | 347                              | 1,922        |
| Past service costs                                 | 2,817                                | -                                | 2,817        | 3,221                                | -                                | 3,221        |
| Net Interest on the defined obligation             | 656                                  | 59                               | 715          | 735                                  | 36                               | 771          |
| <b>Total expenses recognized in profit or loss</b> | <b>5,025</b>                         | <b>550</b>                       | <b>5,575</b> | <b>5,531</b>                         | <b>383</b>                       | <b>5,914</b> |

| <i>Amounts in € '000</i>                           | THE COMPANY                          |                                  |            |                                      |                                  |           |
|--|--------------------------------------|----------------------------------|------------|--------------------------------------|----------------------------------|-----------|
|  | 31/12/2016                           |                                  |            | 31/12/2015                           |                                  |           |
|  | Defined benefit plans (Non financed) | Defined benefit plans (Financed) | Total      | Defined benefit plans (Non financed) | Defined benefit plans (Financed) | Total     |
| Current service costs                              | 21                                   | -                                | 21         | 21                                   | -                                | 21        |
| Past service costs                                 | 117                                  | -                                | 117        | 9                                    | -                                | 9         |
| Net Interest on the defined obligation             | 4                                    | -                                | 4          | 4                                    | -                                | 4         |
| <b>Total expenses recognized in profit or loss</b> | <b>142</b>                           | <b>-</b>                         | <b>142</b> | <b>34</b>                            | <b>-</b>                         | <b>34</b> |

The amounts recognized in the Group's and the Company's Statement of Comprehensive Income are as follows:

| <i>Amounts in € '000</i>   | THE GROUP                            |                                  |              |                                      |                                  |              |
|--|--------------------------------------|----------------------------------|--------------|--------------------------------------|----------------------------------|--------------|
|  | 31/12/2016                           |                                  |              | 31/12/2015                           |                                  |              |
|  | Defined benefit plans (Non financed) | Defined benefit plans (Financed) | Total        | Defined benefit plans (Non financed) | Defined benefit plans (Financed) | Total        |
| Actuarial gains /(losses) from changes in financial assumptions          | (1,683)                              | (136)                            | (1,819)      | (1,384)                              | (133)                            | (1,517)      |
| Actuarial losses (gains) from changes in experience                      | 632                                  | 437                              | 1,069        | 1,415                                | (595)                            | 820          |
| <b>Total income /(expenses) recognized in other comprehensive income</b> | <b>(1,051)</b>                       | <b>301</b>                       | <b>(750)</b> | <b>31</b>                            | <b>(728)</b>                     | <b>(697)</b> |

| <i>Amounts in € '000</i>   | THE COMPANY                          |                                  |             |                                      |                                  |          |
|--|--------------------------------------|----------------------------------|-------------|--------------------------------------|----------------------------------|----------|
|  | 31/12/2016                           |                                  |             | 31/12/2015                           |                                  |          |
|  | Defined benefit plans (Non financed) | Defined benefit plans (Financed) | Total       | Defined benefit plans (Non financed) | Defined benefit plans (Financed) | Total    |
| Actuarial gains /(losses) from changes in financial assumptions          | (9)                                  | -                                | (9)         | (9)                                  | -                                | (9)      |
| Actuarial losses (gains) from changes in experience                      | (7)                                  | -                                | (7)         | 10                                   | -                                | 10       |
| <b>Total income /(expenses) recognized in other comprehensive income</b> | <b>(16)</b>                          | <b>-</b>                         | <b>(16)</b> | <b>1</b>                             | <b>-</b>                         | <b>1</b> |

The changes in the present value of the defined contribution plan liability of the Group and the Company are as follows:

| <i>Amounts in € '000</i>                                       | THE GROUP                            |                                  |               |                                      |                                  |               |
|--|--------------------------------------|----------------------------------|---------------|--------------------------------------|----------------------------------|---------------|
|  | 31/12/2016                           |                                  |               | 31/12/2015                           |                                  |               |
|  | Defined benefit plans (Non financed) | Defined benefit plans (Financed) | Total         | Defined benefit plans (Non financed) | Defined benefit plans (Financed) | Total         |
| <b>Defined benefit obligation 1<sup>st</sup> January</b>       | <b>29,867</b>                        | <b>3,641</b>                     | <b>33,508</b> | <b>29,486</b>                        | <b>3,004</b>                     | <b>32,490</b> |
| Current Service cost   | 1,552                                | 491                              | 2,043         | 1,511                                | 347                              | 1,858         |
| Interest expense   | 656                                  | 80                               | 736           | 727                                  | 75                               | 802           |
| Actuarial losses (gains) in liability                          | 1,051                                | (301)                            | 750           | (31)                                 | 725                              | 694           |
| Benefits paid  | (4,169)                              | (325)                            | (4,494)       | (4,700)                              | (510)                            | (5,210)       |
| Past service cost  | 2,817                                | -                                | 2,817         | 3,221                                | -                                | 3,221         |
| Defined benefit obligation discontinued operations             | -                                    | -                                | -             | (424)                                | -                                | (424)         |
| Current Service cost discontinued operations                   | -                                    | -                                | -             | 64                                   | -                                | 64            |
| Interest expense discontinued operations                       | -                                    | -                                | -             | 8                                    | -                                | 8             |
| Past service cost from new acquisitions                        | 12                                   | -                                | 12            | -                                    | -                                | -             |
| Past service cost from companies consolidated by equity method | (9)                                  | -                                | (9)           | 5                                    | -                                | 5             |
| <b>Defined benefit obligation 31<sup>st</sup> December</b>     | <b>31,777</b>                        | <b>3,586</b>                     | <b>35,363</b> | <b>29,867</b>                        | <b>3,641</b>                     | <b>33,508</b> |

| <i>Amounts in € '000</i>                                   | THE COMPANY                          |                                  |            |                                      |                                  |            |
|--|--------------------------------------|----------------------------------|------------|--------------------------------------|----------------------------------|------------|
|  | 31/12/2016                           |                                  |            | 31/12/2015                           |                                  |            |
|  | Defined benefit plans (Non financed) | Defined benefit plans (Financed) | Total      | Defined benefit plans (Non financed) | Defined benefit plans (Financed) | Total      |
| <b>Defined benefit obligation 1<sup>st</sup> January</b>   | <b>166</b>                           | -                                | <b>166</b> | <b>143</b>                           | -                                | <b>143</b> |
| Current Service cost                                       | 21                                   | -                                | 21         | 21                                   | -                                | 21         |
| Interest expense   | 4                                    | -                                | 4          | 4                                    | -                                | 4          |
| Actuarial losses (gains) in liability                      | 16                                   | -                                | 16         | (1)                                  | -                                | (1)        |
| Benefits paid  | (140)                                | -                                | (140)      | (10)                                 | -                                | (10)       |
| Past service cost  | 117                                  | -                                | 117        | 9                                    | -                                | 9          |
| <b>Defined benefit obligation 31<sup>st</sup> December</b> | <b>184</b>                           | -                                | <b>184</b> | <b>166</b>                           | -                                | <b>166</b> |

Changes in the fair value of the assets of the Group's plan are as follows:

| <i>Amounts in € '000</i>   | THE GROUP                        |                                  |
|--|----------------------------------|----------------------------------|
|  | 31/12/2016                       | 31/12/2015                       |
|  | Defined benefit plans (Financed) | Defined benefit plans (Financed) |
| <b>Fair value of plan assets 1<sup>st</sup> January</b>            | <b>1,031</b>                     | <b>1,508</b>                     |
| Interest income  | 23                               | 36                               |
| Return on plan assets (excluding amounts included in net interest) | (2)                              | (3)                              |
| Benefits paid  | (324)                            | (510)                            |
| <b>Fair value of plan assets 31<sup>st</sup> December</b>          | <b>728</b>                       | <b>1,031</b>                     |

The assets of the plan can be analyzed into the following investing categories:

| <i>Amounts in € '000</i>  | THE GROUP                        |                                  |
|---------------------------|----------------------------------|----------------------------------|
|                           | 31/12/2016                       | 31/12/2015                       |
|                           | Defined benefit plans (Financed) | Defined benefit plans (Financed) |
| Cash and cash equivalents | 728                              | 1,031                            |
| <b>Total</b>              | <b>728</b>                       | <b>1,031</b>                     |

The main actuarial assumptions applied for the aforementioned accounting purposes are described below:

|                                   | THE GROUP  |            | THE COMPANY |            |
|-----------------------------------|------------|------------|-------------|------------|
|                                   | 31/12/2016 | 31/12/2015 | 31/12/2016  | 31/12/2015 |
| Discount rate                     | 1.90%      | 2.20%      | 1.90%       | 2.20%      |
| Expected rate of salary increases | 1.84%      | 1.85%      | 1.80%       | 1.80%      |
| Inflation                         | 1.50%      | 1.50%      | 1.50%       | 1.50%      |

The above assumptions were developed by the Management in collaboration with an independent actuary who prepared the actuarial study.

The key actuarial assumptions used for determining the liabilities are the discount rate and the expected change in wages. The following table summarizes the effects on the actuarial liability arising from potential changes in the assumptions.

| <i>Amounts in € '000</i>                     | THE GROUP                         |                                   |                                   |                                   | THE COMPANY                       |                                   |                                   |                                   |
|--|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
|  | 31/12/2016                        |                                   | 31/12/2015                        |                                   | 31/12/2016                        |                                   | 31/12/2015                        |                                   |
|  | Discount rate                     | Discount rate                     | Discount rate                     | Discount rate                     | Discount rate                     | Discount rate                     | Discount rate                     | Discount rate                     |
|  | <b>0,5%</b>                       | <b>-0,5%</b>                      | <b>0,5%</b>                       | <b>-0,5%</b>                      | <b>0,5%</b>                       | <b>-0,5%</b>                      | <b>0,5%</b>                       | <b>-0,5%</b>                      |
| Increase (decrease) in the defined liability | (2,374)                           | 2,407                             | (2,528)                           | 2,527                             | (14)                              | 16                                | (14)                              | 16                                |
|  | Expected rate of salary increases | Expected rate of salary increases | Expected rate of salary increases | Expected rate of salary increases | Expected rate of salary increases | Expected rate of salary increases | Expected rate of salary increases | Expected rate of salary increases |
|  | <b>0,5%</b>                       | <b>-0,5%</b>                      | <b>0,5%</b>                       | <b>-0,5%</b>                      | <b>0,5%</b>                       | <b>-0,5%</b>                      | <b>0,5%</b>                       | <b>-0,5%</b>                      |
| Increase (decrease) in the defined liability | 2,366                             | (2,355)                           | 2,261                             | (2,308)                           | 16                                | (15)                              | 16                                | (14)                              |

## 26. GRANTS

Government grants to the Group pertain to investment grants and their movement during the financial years which ended on 31/12/2016 and 31/12/2015 are as follows:

| <i>Amounts in € '000</i>                | THE GROUP    |               |
|---|--------------|---------------|
|   | 31/12/2016   | 31/12/2015    |
| <b>Opening Balance</b>                  | <b>8,592</b> | <b>10,041</b> |
| Amortization                            | (871)        | (960)         |
| Decreases from the sale of subsidiaries | -            | (556)         |
| Amortization (sold subsidiaries)        | -            | (13)          |
| Other changes                           | -            | 80            |
| <b>Closing balance</b>                  | <b>7,721</b> | <b>8,592</b>  |

## 27. BORROWINGS

The Group's and the Company's borrowings on 30/12/2016 are analyzed as follows:

| <i>Amounts in € '000</i>                            | THE GROUP      |                | THE COMPANY    |                |
|---|----------------|----------------|----------------|----------------|
|   | 31/12/2016     | 31/12/2015     | 31/12/2016     | 31/12/2015     |
| <b>Long-term borrowings</b>                         |                |                |                |                |
| Obligations under finance lease                     | 5,028          | 5,514          | -              | -              |
| Bank loans  | 206,424        | 217,000        | 29,392         | 16,633         |
| Bonds   | 923,260        | 925,940        | 299,483        | 299,483        |
| Convertible Bonds                                   | 441,108        | 429,855        | 371,894        | 371,962        |
| Other loan  | 8,500          | 400            | -              | -              |
| Less: Long-term loans payable in the next 12 months | (728,333)      | (783,755)      | (103,625)      | (193,171)      |
| <b>Total long-term borrowings</b>                   | <b>855,987</b> | <b>794,954</b> | <b>597,144</b> | <b>494,907</b> |

| <i>Amounts in € '000</i>                            | THE GROUP      |                | THE COMPANY    |                |
|---|----------------|----------------|----------------|----------------|
|   | 31/12/2016     | 31/12/2015     | 31/12/2016     | 31/12/2015     |
| <b>Short-term borrowings</b>                        |                |                |                |                |
| Obligations under finance lease                     | 266            | 256            | -              | -              |
| Bank loans  | 89,799         | 113,834        | -              | -              |
| Bank Overdrafts                                     | 97             | 174            | -              | -              |
| Other loans   | -              | 21             | 3,270          | 3,270          |
| Plus: Long-term loans payable in the next 12 months | 728,333        | 783,755        | 103,625        | 193,171        |
| <b>Total short-term borrowings</b>                  | <b>818,495</b> | <b>898,040</b> | <b>106,895</b> | <b>196,441</b> |

The total financial cost of the long-term and short-term loan liabilities as well as of the finance leases for the annual period 01/01-31/12/2016 (and the respective comparative annual period) is included in "Financial expenses" of the consolidated and separate Income Statement.

The Group's average borrowing interest rate for the annual period ending on 31/12/2016 amounted to (a) 6.14% (2015: 5.91%) regarding long term loans and (b) 6.04% (2015: 5.41%) regarding short term loans.

Loan liabilities as at 31/12/2016, as analytically described below, include capital and interest obligations totaling € 1,220,889k for the Group and € 554,122k for the Company, regarding which the Management is at the stage of negotiation or initial agreement on restructuring with the creditor banks. In particular, the above amounts include current capital and interest obligations amounting to € 666,767k in respect of the Group that as at 31/12/2016 do not comply with their covenants and contractual obligations governing the relative bank liabilities and, at the same time, providing for

termination clauses being imposed by the creditors in case the loan obligations have become directly repayable. It is to be noted that the Group current liabilities include capital and interest loan obligations amounting to € 369,250k of VIVARTIA group which have become due till the accompanying financial statements approval date.

**(a) Loans of the Company (MIG):**

**Bond loan of €115,000k**

On 18/03/2015, MIG signed the issue of a new common bond loan amounting up to € 115,000k in two tranches, where PIRAEUS BANK assumed the obligation to cover it, in order for MIG to refinance equivalent existing debt towards the credit institution. The issuance of the first tranche worth € 100,000k was completed on 19/03/2015, while the issuance of the second tranche worth € 15,000k was completed on 21/10/2016. The refinancing agreement provides for the long-term restructuring of the said debt, by extending the maturity by 3 years (October 2019). The interest rate was defined at 6-month Euribor plus 4.10% spread, which will increase gradually, reaching 5.25% in the last year (2019).

The amendments to the agreement signed within 2017 changed the repayment of the capital installments, as the first installment amounting to € 5,750k was scheduled to be paid on 31/12/2017.

**Bond loan of € 150,000k**

On 21/10/2016 MIG signed the issue of a common bond loan amounting up to € 150,000k where EUROBANK assumed the obligation to cover it, in order for MIG to refinance equivalent existing debt towards the credit institution. The refinancing agreement provides for the long-term restructuring of the said debt, by extending the maturity by 3 years (October 2019). The interest rate was defined at 6-month Euribor plus 4.40% spread, which will increase gradually, reaching 5.25% in the last year (2019).

On 02/12/2016, EUROBANK amended the common bond loan issued by the Company amounting to € 150,000k to the Investment Funds managed by FORTRESS. The Bank has retained its status as the Paying Attorney and Representative of Bondholders.

The amendments to the agreement signed in December 2016 changed the repayment of the capital installments, as the first installment amounting to € 7,500k was scheduled to be paid on 30/06/2017.

To secure the aforementioned bond loans amounting to a total of € 265 m, MIG has pledged the total shares of ATTICA, HYGEIA and VIVARTIA held (directly or indirectly) by the Company. The Company retains the voting rights of the aforementioned shares, though the pledge extends to fruits and benefits of the above securities and is attributable to the Company given that no event terminating the agreement has occurred.

**MIG common bond loan of € 50,000k**

On 18/03/2015, MIG issued a new € 50,000k common bond loan which was covered by PIRAEUS BANK, with the remaining amount on 31/12/2016 standing at € 34,483k. The loan has a 3-year duration with maturity in March 2018 and will be used to cover working capital needs. To secure the aforementioned bond loan, MIG has pledged shares of non-listed companies, while the Company retains the voting rights though the pledge extends to fruits and benefits of the above securities and is attributable to the Company given that no event terminating the agreement has occurred.

The amendments to the agreement signed within 2017 changed the repayment of the capital installments, as the first installment amounting to € 22.653 k was scheduled to be paid on 30/06/2017.



**Convertible Bond Loans of € 371,894k**

As at 31/12/2016, MIG's CBLs stood at € 371,894k pertaining to long-term borrowings, and are analysed as follows:

- Tranche A of the CBL issued on 29/07/2013 and 13/06/2014 stood at € 162,319k, divided into 163,009,139 bonds of nominal value € 1.00 each; and
- Tranche B of the CBL issued on 29/07/2013 stood at € 209,575k, divided into 212,237,880 bonds of nominal value € 1.00 each.

**(b) VIVARTIA group loans**

On 31/12/2016, VIVARTIA group's total debt obligations amounted to € 400,472k, of which an amount of € 374,969k pertains to short-term debt obligations. Loan liabilities standing at € 318,000k refer to common bond loan agreements, for which the time of settlement regarding DELTA and BARBA STATHIS loans expired on 20/04/2017, while regarding loans and pending interest of GOODY'S and EVEREST – on 20/01/2017, given that till that date no relative approvals have been dispatched regarding repayment extension till 20/04/2017. Moreover, in order to complete negotiations on finalization of the financial restructuring agreement in respect of VIVARTIA group syndicated bond loans, the companies have submitted a new request for extension until 20/07/2017, or at least until 30/05/2017.

In particular, in March 2017, in the context of consultations aimed at identifying a commonly accepted framework for restructuring of the effective syndicated bond loans, it was submitted a proposal on restructuring its borrowings to the lending banks. The proposed basic terms of restructuring, included in the proposal, reflect the unfavorable conditions dominating in the Greek economy and focus mainly on the decrease of the financial cost (lower interest rates), increase in maturity term and refinancing of the interest due on the FSE segment's syndicated loans (€ 41.1 m till 31/12/2016). Deterioration of the economic environment in Greece within the first quarter of 2017 has slowed down the negotiation process, and therefore, the group received a new proposal from the banks on 27/04/2017, with the ultimate objective of completing negotiations and reaching the final agreement on restructuring of syndicated loans of VIVARTIA group within the next few months.

Furthermore, VIVARTIA group is expected to proceed with the final settlement of other loan liabilities plus interest totally amounting to € 10.2 m. As far as the above liabilities are concerned, the repayment time has expired, and a proposal on restructuring has been submitted to EUROBANK, so that it could be approved within the following months, given that it is directly related to the final terms of restructuring the existing syndicated bond loans.

In addition, on 07/10/2016, OLYMPIC CATERING signed an agreement on issuing a common bond loan amounting to € 25,340k, issued and fully covered by ALPHA BANK, EUROBANK, NATIONAL BANK and PIRAEUS BANK on 19/10/2016. The purpose of the loan was to restructure the existing borrowing of the company. The new loan matures in four years from the date of its issuance and has an extension option for one more year. The interest is projected to stand at Euribor plus spread 4.5% (Cash margin) annually and during the four years there are installments for the loan repayment. The aforementioned agreement includes a series of additional obligations of the issuer in relation to existing bilateral loans, such as additional collaterals, compliance with the covenants and early repayments should positive cash flows be generated.

Bond loans of VIVARTIA group under negotiation totally amounting to € 318,000k are analysed as follows:

1. Bond loan of DELTA € 86,280k.
2. Bond loan of BARBA STATHIS € 52,920k.
3. Bond loan of GOODY'S € 104,800k.

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#### 4. Bond loan of EVEREST € 74,000k.

The terms of the above VIVARTIA group bond loans make special provisions for cases of termination including, but not limited to, non-repayment performance on due dates, non-compliance with the general and financial covenants provided within the agreements, provision of information containing significant errors and omissions, specific insolvency events, termination of business operations, ownership of borrowers and existence of events that materially affect the financial position of VIVARTIA group as well as compliance with specific financial clauses. Moreover, VIVARTIA group has made available to the lending banks particular safeguards regarding compliance with legislation and regulations, disposal of assets, transfer of participations, conservation of nature of business operations, though mergers, transformations, non-conclusion of prerogatives, not generating charges other than those provided for in the terms of the Bond Loans, non-distribution of dividends, non-alteration of control over VIVARTIA's key subsidiaries, investments and environmental issues.

#### **(c) Loans of ATTICA group**

On 31/12/2016, ATTICA group loans stood at € 255,443k, of which € 25,637k are short-term loan liabilities. Changes to the balances of the convertible bond loans of accounting value € 69,214k as at 31/12/2016, are attributed to fair value measurement (see Note 4.2.3).

#### **(d) HYGEIA group loans**

On 31/12/2016, HYGEIA group loans stood at € 157,925k, of which € 156,452k are short-term loan liabilities.

#### **Bond loan of HYGEIA, € 95,000k**

As at 31/12/2016, the outstanding balance of the loan is € 90.9 m, while regarding the payment of contractual installments due, amounting to € 22 m, HYGEIA group has received a letter of consent from the lending banks regarding their postponement till May 2017 as well as lifting the obligation to adhere with the financial covenants in 2016.

The aforementioned loan became contractually payable in 2017. Therefore, as at 31/12/2016, it was classified in HYGEIA group's short-term loan liabilities. At the same time, HYGEIA group is in the process of negotiating total restructuring of the loan with the collaborating banks and a draft agreement has already been received. According to the Management of HYGEIA group, the restructuring agreement is expected to be finalized in 2017. In the context of the terms of the scheduled restructuring, in 2017, HYGEIA signed agreements with the lending banks on pledges and assignment of receivables, arising from the collaboration of HYGEIA with EOPYY in order to secure the agreement.

#### **Bond loan of MITERA, € 42,000k**

On 31/12/2016 the outstanding balance of the loan is € 41.8 m, while regarding the payment of contractual installments due, amounting to € 4.3 m, HYGEIA group has received a letter of consent from the lending banks regarding their postponement till May 2017 as well as lifting the obligation to company with the financial covenants till 31/03/2017 inclusively.

The contractually long-term part of the aforementioned loan is € 32.4 m and has been classified as short-term loan liabilities, though there are no terminating events making the loan payable as at 31/12/2016. As far as the above treatment is concerned, HYGEIA group management took into account the fact that postponing repayment of installments and non-compliance with the financial covenants does not cover the minimal period of twelve months after the reporting date and, therefore, makes the consensus short-term.

HYGEIA group Management is in the process of negotiating total restructuring of the loan with the collaborating banks. It is to be noted that currently, the draft agreement on the terms is being expected, while the Management estimates that the restructuring will be finalized within 2017.

**Loan of HYGEIA HOSPITAL-TIRANA, € 18,300k**

In March 2016, the subsidiary HYGEIA HOSPITAL-TIRANA Sh.A. restructured its total loans with the lending banks. Upon completion of the restructuring, the bulk of the repayment of the loan principal installments was transferred to the contract maturity date, i.e. 2020, while it was agreed that the covenants should be altered. However, on 31/12/2016, the subsidiary company did not comply with existing covenants of the company HYGEIA (as guarantor) and, therefore, classified the loan in question to short-term loan liabilities under the provisions of IAS 1. Within 2017, the Management of HYGEIA group received consensus from the banks regarding the above financial ratios for 2016.

**(e) RKB loans**

On 31/12/2016, RKB's bank loans stood at € 75 m and pertained to short-term loan liabilities, whilst Group's other current liabilities also include accrued interest amounting to € 18.8 mil.

The above loan was issued in 24/06/2008 and its terms provide for termination events including, amongst others, overdue payments, financial covenants and noncompliance with the general and financial assurances which have been provided. Also, to ensure the above loan, RKB real estate properties were pledged. RKB has classified the loan of € 75m to short-term borrowings under the requirements of IAS 1, as the company was not in compliance with contractual terms. The Group's Management is in the process of negotiations regarding the restructuring of the above loan.

**(f) SINGULARLOGIC loans**

On 31/12/2016 the loans of SINGULARLOGIC group stood at € 56,372k, of which an amount of € 56,231k pertained to short-term loan liabilities.

Short-term loan liabilities include bond loans amounting to € 52,565k, for which as at 31/12/2016 the company is not in compliance with all the financial covenants, settling the relative bank obligations, while the company has already requested a letter of consent from creditor banks for temporary non-compliance with the covenants. In line with the forthcoming maturity of its bond loans (contractual maturity of all loans as of 31/01/2018), SINGULARLOGIC's Management holds negotiations with creditor banks in order to ensure restructuring and refinancing of these loans. The Group Management estimates that the entire process will be successfully completed within the next few months.

To secure the bond loans, SINGULARLOGIC has pledged the total of its shares as well as its trademarks and trade receivables as defined by the loan agreements. Moreover, the company has pledged the total shares issued by its subsidiary, owned by the company, which extends to the dividends arising from the aforementioned shares.

**27.1 The table of loan liabilities future repayments**

Regarding the long-term and short-term loans, the table below presents future repayments for the Group and the Company on 31/12/2016 and 31/12/2015.

| <i>Amounts in € '000</i>                | THE GROUP        |                  | THE COMPANY    |                |
|---|------------------|------------------|----------------|----------------|
|   | 31/12/2016       | 31/12/2015       | 31/12/2016     | 31/12/2015     |
| Within 1 year                           | 818,495          | 898,040          | 106,895        | 196,441        |
| After 1 year but not more than 2 years  | 53,656           | 47,787           | 26,500         | 26,115         |
| After 2 years but not more than 3 years | 509,474          | 100,434          | 361,069        | 21,830         |
| After 3 years but not more than 4 years | 240,854          | 376,190          | 209,575        | 237,387        |
| After 4 years but not more than 5 years | 7,600            | 218,564          | -              | 209,575        |
| More than 5 years                       | 44,403           | 51,979           | -              | -              |
|   | <b>1,674,482</b> | <b>1,692,994</b> | <b>704,039</b> | <b>691,348</b> |

## 27.2 Finance Lease Obligations

Future minimum payments for finance leases in connection with the present value of net minimum lease payments for the Group and the Company on 31/12/2016 and 31/12/2015 are as follows:

| <i>Amounts in € '000</i>                                       | THE GROUP                     |  |                               |  |
|--|-------------------------------|--|-------------------------------|--|
|  | 31/12/2016                    |  | 31/12/2015                    |  |
|  | Future minimum lease payments | Present value of future minimum lease payments | Future minimum lease payments | Present value of future minimum lease payments |
| Within 1 year  | 1,645                         | 1,346  | 1,514                         | 1,136  |
| After 1 year but not more than 5 years                         | 4,282                         | 3,948  | 5,247                         | 4,634  |
| <b>Total of future minimum lease payments</b>                  | <b>5,927</b>                  | <b>5,294</b>                                   | <b>6,761</b>                  | <b>5,770</b>                                   |
| Less: Interest expenses  | (633)                         | -  | (991)                         | -  |
| <b>Total of Present value of future minimum lease payments</b> | <b>5,294</b>                  | <b>5,294</b>                                   | <b>5,770</b>                  | <b>5,770</b>                                   |

The total financial cost of the long-term and short-term loan liabilities as well as of the finance lease obligations for the financial year which ended on 31/12/2016 is included in the account “Financial Expenses” of the consolidated and separate Income Statement (see Note 39).

## 28. FINANCIAL DERIVATIVES

As at 31/12/2016, financial derivatives amounted to receivables of € 5,877k versus liabilities of € 1,342k as at 31/12/2015. The derivatives in question pertain to hedging actions regarding the change in the fuel price undertaken by ATTICA group. This liability is shown at fair value.

## 29. PROVISIONS

The table below provides an analysis of the movements in the Provisions account of the Group:

| <i>Amounts in € '000</i>            | THE GROUP        |                                 |               |                  |                                 |               |
|-------------------------------------|------------------|---------------------------------|---------------|------------------|---------------------------------|---------------|
|                                     | 31/12/2016       |                                 |               | 31/12/2015       |                                 |               |
|                                     | Other provisions | Provision of affairs sub judice | Total         | Other provisions | Provision of affairs sub judice | Total         |
| <b>Opening Balance</b>              | <b>630</b>       | <b>13,781</b>                   | <b>14,411</b> | <b>4,013</b>     | <b>13,202</b>                   | <b>17,215</b> |
| Additional provisions               | 1,625            | 1,541                           | 3,166         | 50               | 1,459                           | 1,509         |
| Utilised provisions                 | -                | (202)                           | (202)         | (430)            | (593)                           | (1,023)       |
| Reversal of provisions              | -                | (24)                            | (24)          | (40)             | (110)                           | (150)         |
| Disposals from Sale of subsidiaries | -                | -                               | -             | (2,963)          | (148)                           | (3,111)       |
| Reclassification                    | (388)            | -                               | (388)         | -                | (29)                            | (29)          |
| <b>Closing balance</b>              | <b>1,867</b>     | <b>15,096</b>                   | <b>16,963</b> | <b>630</b>       | <b>13,781</b>                   | <b>14,411</b> |
| Non-Current Provisions              | 1,837            | 14,683                          | 16,520        | 630              | 13,568                          | 14,198        |
| Current provisions                  | 30               | 413                             | 443           | -                | 213                             | 213           |
|                                     | <b>1,867</b>     | <b>15,096</b>                   | <b>16,963</b> | <b>630</b>       | <b>13,781</b>                   | <b>14,411</b> |

Apart from the analysis based on the nature of the commitment, the table above also presents the analysis based on the expected timing of the outflow (presenting the distinction between current and non – current provisions). More specifically with regards to the non-current provisions, it is noted that these are not presented discounted, since there is no estimate in respect to the timing of their payment.

**Provisions for court litigations:**

Provisions for court litigations regarding the Group amounting, as at 31/12/2016, to € 15,096k, mainly pertain to (a) provisions made by HYGEIA group amounting to € 10,974k, occurring due to the nature of its operations, where there are pending court litigations in respect to potential errors and omissions by its associated doctors, (b) an amount of € 2,491k pertains to provisions made by VIVARTIA group, and (c) an amount of € 1,218k pertains to provisions made by ATTICA group, mainly in respect to compensation to sailors who used to be employed to the group’s vessels.

**Other provisions:**

The other provisions of the Group amount to € 1,867k on 31/12/2016. This category refers to various provisions in respect to risks of VIVARTIA Group’s companies, none of which is unilaterally significant compared to the financial size of the consolidated financial statements.

**30. OTHER LONG-TERM LIABILITIES**

The Group’s and the Company’s other long-term liabilities are analyzed as follows:

| <i>Amounts in € '000</i>  | THE GROUP     |               | THE COMPANY  |               |
|---------------------------|---------------|---------------|--------------|---------------|
|                           | 31/12/2016    | 31/12/2015    | 31/12/2016   | 31/12/2015    |
| Social security insurance | 69            | 488           | -            | -             |
| Other liabilities         | 11,690        | 13,725        | 9,514        | 11,434        |
| <b>Total</b>              | <b>11,759</b> | <b>14,213</b> | <b>9,514</b> | <b>11,434</b> |

**31. SUPPLIERS AND OTHER LIABILITIES**

The Group’s trade payables are analyzed as follows:

| <i>Amounts in € '000</i> | THE GROUP      |                |
|--------------------------|----------------|----------------|
|                          | 31/12/2016     | 31/12/2015     |
| Suppliers                | 162,341        | 160,503        |
| Checks Payable           | 4,915          | 5,574          |
| Customers' Advances      | 6,803          | 6,481          |
| Other Liabilities        | 6,549          | 13,112         |
| <b>Total</b>             | <b>180,608</b> | <b>185,670</b> |

There is no analysis of the Company’s trade payables since the Company is a holding company.

### 32. TAX PAYABLE

The Group's current tax liabilities refer to current liabilities from income tax:

| <i>Amounts in € '000</i> | THE GROUP    |              |
|--------------------------|--------------|--------------|
|                          | 31/12/2016   | 31/12/2015   |
| Tax expense for the year | 1,710        | 2,829        |
| Tax audit differences    | 621          | 97           |
| <b>Total</b>             | <b>2,331</b> | <b>2,926</b> |

### 33. OTHER SHORT-TERM LIABILITIES

The Group's and the Company's other short-term liabilities are analyzed as follows:

| <i>Amounts in € '000</i>                             | THE GROUP      |                | THE COMPANY   |               |
|--|----------------|----------------|---------------|---------------|
|  | 31/12/2016     | 31/12/2015     | 31/12/2016    | 31/12/2015    |
| Deferred income-Grants                               | 7,375          | 7,595          | -             | -             |
| Social security insurance                            | 13,504         | 12,698         | 135           | 134           |
| Other Tax liabilities                                | 24,161         | 20,165         | 705           | 365           |
| Dividends payable                                    | 1,257          | 2,559          | -             | -             |
| Salaries and wages payable                           | 6,701          | 7,387          | 31            | -             |
| Accrued expenses                                     | 17,181         | 23,295         | 1,037         | 423           |
| Others Liabilities                                   | 17,409         | 19,760         | 3,924         | 2,919         |
| Obligation arising from tangible assets acquisitions | 888            | 1,262          | -             | -             |
| Accrued Interest expenses                            | 73,645         | 62,642         | 6,816         | 7,670         |
| <b>Total</b>   | <b>162,121</b> | <b>157,363</b> | <b>12,648</b> | <b>11,511</b> |

The accrued interest expenses account includes an interest amount due by Group subsidiaries of approximately € 61.9 m which has not been paid as part of the negotiating process for the restructuring of the loan liabilities of the Group with its lending banks.

### 34. SALES

The Group's sales are analyzed as follows:

| <i>Amounts in € '000</i>                | THE GROUP        |                  |
|---|------------------|------------------|
|   | 01/01-31/12/2016 | 01/01-31/12/2015 |
| Marine transports                       | 258,259          | 266,478          |
| Sales of goods                          | 447,347          | 474,995          |
| Sales of merchandises                   | 118,691          | 122,064          |
| Sales of raw materials                  | 10,233           | 8,598            |
| Income from services provided           | 258,691          | 260,402          |
| Revenues from hotel industry            | 10,655           | 10,308           |
| <b>Total from continuing operations</b> | <b>1,103,876</b> | <b>1,142,845</b> |
| Total from discontinued operations      | -                | 63,509           |
| <b>Total</b>                            | <b>1,103,876</b> | <b>1,206,354</b> |

Allocation of revenue from sales by the Group's operating segments is presented in Note 8.

**35. COST OF SALES – ADMINISTRATIVE – DISTRIBUTION EXPENSES**

The cost of sales, administrative and distribution expenses of the Group are analyzed as follows:

| <i>Amounts in € '000</i>                      | THE GROUP        |                         |                       |                  | THE GROUP        |                         |                       |                  |
|---|------------------|-------------------------|-----------------------|------------------|------------------|-------------------------|-----------------------|------------------|
|   | 01/01-31/12/2016 |                         |                       |                  | 01/01-31/12/2015 |                         |                       |                  |
|   | Cost of sales    | Administrative expenses | Distribution expenses | Total            | Cost of sales    | Administrative expenses | Distribution expenses | Total            |
| Retirement benefits                           | 1,214            | 694                     | 268                   | 2,176            | 1,247            | 389                     | 224                   | 1,860            |
| Wages and Other employee benefits             | 184,552          | 53,518                  | 57,201                | 295,271          | 190,982          | 54,642                  | 59,851                | 305,475          |
| Inventory cost                                | 305,798          | 83                      | 533                   | 306,414          | 318,949          | 36                      | 460                   | 319,445          |
| Tangible assets depreciation                  | 57,906           | 4,928                   | 6,536                 | 69,370           | 59,275           | 5,864                   | 7,226                 | 72,365           |
| Intangible assets depreciation                | 7,454            | 2,368                   | 631                   | 10,453           | 7,416            | 2,247                   | 366                   | 10,029           |
| Third party expenses                          | 35,416           | 19,978                  | 3,636                 | 59,030           | 39,141           | 16,185                  | 5,053                 | 60,379           |
| Third party benefits                          | 28,258           | 2,385                   | 4,255                 | 34,898           | 29,604           | 2,257                   | 4,018                 | 35,879           |
| Operating leases rentals                      | 10,335           | 3,741                   | 12,694                | 26,770           | 10,952           | 3,814                   | 12,946                | 27,712           |
| Taxes & Duties                                | 2,407            | 1,491                   | 1,726                 | 5,624            | 2,610            | 1,387                   | 2,410                 | 6,407            |
| Fuels - Lubricants                            | 65,435           | 19                      | 466                   | 65,920           | 73,971           | 20                      | 546                   | 74,537           |
| Provisions                                    | 8,650            | 1,213                   | 7,148                 | 17,011           | 6,524            | 444                     | 4,493                 | 11,461           |
| Insurance                                     | 6,285            | 2,212                   | 485                   | 8,982            | 6,340            | 1,878                   | 484                   | 8,702            |
| Repairs and maintenance                       | 32,414           | 2,707                   | 2,393                 | 37,514           | 34,032           | 2,900                   | 2,328                 | 39,260           |
| Other advertising and promotion expenses      | 7,516            | 1,042                   | 30,766                | 39,324           | 6,709            | 931                     | 45,424                | 53,064           |
| Sales commission                              | 169              | -                       | 18,106                | 18,275           | 299              | -                       | 19,351                | 19,650           |
| Port expenses                                 | 10,228           | -                       | -                     | 10,228           | 10,181           | -                       | -                     | 10,181           |
| Other expenses                                | 18,505           | 6,368                   | 5,350                 | 30,223           | 6,686            | 5,572                   | 5,059                 | 17,317           |
| Transportation expenses                       | 5,822            | 617                     | 13,803                | 20,242           | 5,680            | 753                     | 14,074                | 20,507           |
| Consumables                                   | 6,447            | 268                     | 1,049                 | 7,764            | 6,176            | 267                     | 1,015                 | 7,458            |
| <b>Total costs from continuing operations</b> | <b>794,811</b>   | <b>103,632</b>          | <b>167,046</b>        | <b>1,065,489</b> | <b>816,774</b>   | <b>99,586</b>           | <b>185,328</b>        | <b>1,101,688</b> |
| Total costs from discontinued operations      | -                | 16                      | -                     | 16               | 56,892           | 5,529                   | 436                   | 62,857           |
| <b>Total</b>                                  | <b>794,811</b>   | <b>103,648</b>          | <b>167,046</b>        | <b>1,065,505</b> | <b>873,666</b>   | <b>105,115</b>          | <b>185,764</b>        | <b>1,164,545</b> |

The Company's operating expenses are analyzed as follows:

| <i>Amounts in € '000</i>                 | THE COMPANY                              |   |                          |               | THE COMPANY                              |   |                          |               |
|--|--|---|--------------------------|---------------|--|---|--------------------------|---------------|
|  | 01/01-31/12/2016                         |   |                          |               | 01/01-31/12/2015                         |   |                          |               |
|  | Fees and other expenses to third parties | Wages, salaries and social security costs | Other operating expenses | Total         | Fees and other expenses to third parties | Wages, salaries and social security costs | Other operating expenses | Total         |
| Retirement benefits                      | -  | 21  | -                        | 21            | -  | 21  | -                        | 21            |
| Wages and Other employee benefits        | -  | 4,439                                     | -                        | 4,439         | -  | 4,334                                     | -                        | 4,334         |
| Third party expenses                     | 7,423                                    | -   | 1,465                    | 8,888         | 4,059                                    | -   | 1,199                    | 5,258         |
| Third party benefits                     | -  | -   | 146                      | 146           | -  | -   | 152                      | 152           |
| Operating leases rentals                 | -  | -   | 643                      | 643           | -  | -   | 755                      | 755           |
| Taxes & Duties                           | -  | -   | 58                       | 58            | -  | -   | 77                       | 77            |
| Provisions                               | -  | -   | -                        | -             | -  | -   | 6                        | 6             |
| Insurance                                | -  | -   | 1,158                    | 1,158         | -  | -   | 904                      | 904           |
| Repairs and maintenance                  | -  | -   | 296                      | 296           | -  | -   | 281                      | 281           |
| Other advertising and promotion expenses | 216                                      | -   | -                        | 216           | 226                                      | -   | -                        | 226           |
| Other expenses                           | 42                                       | -   | 527                      | 569           | 24                                       | -   | 528                      | 552           |
| <b>Total</b>                             | <b>7,681</b>                             | <b>4,460</b>                              | <b>4,293</b>             | <b>16,434</b> | <b>4,309</b>                             | <b>4,355</b>                              | <b>3,902</b>             | <b>12,566</b> |

## 36. OTHER OPERATING INCOME

The Group's and the Company's other operating income is analyzed as follows:

| <i>Amounts in € '000</i>   | THE GROUP        |                  |
|--|------------------|------------------|
|  | 01/01-31/12/2016 | 01/01-31/12/2015 |
| Rent income  | 1,890            | 1,613            |
| Income from subsidies  | 2,939            | 3,373            |
| Compensations  | 131              | 778              |
| Grants amortization  | 871              | 960              |
| Income from reversal of unrealized provisions  | 8,791            | 2,105            |
| Income from reversal of unrealized provisions off staff compensation                       | 834              | 654              |
| Income from services provided  | 12,640           | 12,434           |
| Other income   | 12,683           | 8,793            |
| Profit on sale of investment property, property, plant and equipment and intangible assets | 465              | 421              |
| <b>Other operating income from continuing operations</b>                                   | <b>41,244</b>    | <b>31,131</b>    |
| Other operating income from discontinued operations  | 1                | 1,431            |
| <b>Total other operating income</b>  | <b>41,245</b>    | <b>32,562</b>    |

| <i>Amounts in € '000</i>                        | THE COMPANY      |                  |
|---|------------------|------------------|
|   | 01/01-31/12/2016 | 01/01-31/12/2015 |
| Other income                                    | 6                | 65               |
| Profit on sale of property, plant and equipment | 3                | 1                |
| <b>Total other operating income</b>             | <b>9</b>         | <b>66</b>        |

OLYMPIC CATERING S.A., a subsidiary of VIVARTIA group, applied the Joint Ministerial Decision No. 521/4.11.2016 of the Ministers of Finance and Infrastructure, Transport and Networks (Government Gazette B 3615/04.11.2016), which was issued following the implementation of case 2, par. 2, Article 11, Law 3717/2008, as amended following the introduction of Article 24, Law 4429/2016, and assigned its verified and liquidated claims from the companies "OLYMPIC AIRLINES S.A.", "OLYMPIC AVIATION – SERVICES S.A." and "OLYMPIC AIR S.A." to the Greek State instead of paying its verified payables to the Hellenic Civil Aviation Authority (CAA) amounting to € 7.0 m. These receivables, totaling € 6.8 m had been fully impaired till FY 2012 due to delays and adverse general economic conditions of the period.

Therefore, OLYMPIC CATERING S.A. fully recovered the written-off receivables through profit and loss of 2016 and, adding a cash payment of € 0.2 m, fully settled the amount it owed to the CAA.

## 37. OTHER OPERATING EXPENSES

The other operating expenses for the Group are presented as follows:

| <i>Amounts in € '000</i>   | THE GROUP        |                  |
|--|------------------|------------------|
|  | 01/01-31/12/2016 | 01/01-31/12/2015 |
| Real estate tax and other taxes  | 1,479            | 1,328            |
| Provisions   | 15,399           | 1,541            |
| Fair value adjustment of investment property (Note 15)                                     | 7,277            | 23,793           |
| Losses on sale of investment property, property, plant and equipment and intangible assets | 97               | 931              |
| Other expense  | 1,537            | 1,979            |
| <b>Other operating expenses from continuing operations</b>                                 | <b>25,789</b>    | <b>29,572</b>    |
| Other operating expenses from discontinued operations                                      | -                | 1,518            |
| <b>Total other operating expenses</b>  | <b>25,789</b>    | <b>31,090</b>    |



### 38. OTHER FINANCIAL RESULTS

The Group's and the Company's other financial results are analyzed as follows:

| <i>Amounts in € '000</i>  | THE GROUP        |                  |
|---|------------------|------------------|
|   | 01/01-31/12/2016 | 01/01-31/12/2015 |
| Profit / (loss) from trading portfolio and financial instruments measured at fair value through profit/loss     | (13)             | (6)              |
| Profit / (loss) from the sale of trading portfolio and financial instruments measured at fair value through P&L | 115              | 295              |
| Impairment losses of assets   | (44,289)         | (50,121)         |
| Profits from reversal of impairment of assets   | 17,526           | 3,049            |
| Results from derivatives  | (2,633)          | (5,241)          |
| Foreign exchange gains/(losses)   | 112              | 268              |
| Other financial results   | (3,271)          | (6,800)          |
| <b>Other financial results income from continuing operations</b>  | <b>(32,453)</b>  | <b>(58,556)</b>  |
| Other financial results income from discontinued operations   | -                | (1,818)          |
| <b>Total other financial results</b>  | <b>(32,453)</b>  | <b>(60,374)</b>  |

| <i>Amounts in € '000</i>   | THE COMPANY      |                  |
|--|------------------|------------------|
|  | 01/01-31/12/2016 | 01/01-31/12/2015 |
| Profit/(Loss) from sale of subsidiaries and associates                                     | -                | (5,288)          |
| Impairment losses of investments and other assets  | (61,677)         | (87,816)         |
| Profits from reversal of impairment  | 414              | -                |
| <b>Total income/(expenses) from investments in subsidiaries &amp; investment portfolio</b> | <b>(61,263)</b>  | <b>(93,104)</b>  |
| Profit/(Loss) from the sale of financial instruments of trading portfolio                  | 116              | 296              |
| Fair value profit from trading portfolio   | (8)              | -                |
| Foreign exchange profit/(loss)   | 43               | 2                |
| <b>Total income/(expenses) from financial assets at fair value through profit or loss</b>  | <b>151</b>       | <b>298</b>       |
| <b>Total other financial results</b>   | <b>403</b>       | <b>1,174</b>     |

The impairment recognized in the consolidated and separate financial statements for the years 2016 and 2015, is further analyzed as follows:

| <i>Amounts in € '000</i>       | THE GROUP        |                  | THE COMPANY      |                  |
|--------------------------------|------------------|------------------|------------------|------------------|
|                                | 01/01-31/12/2016 | 01/01-31/12/2015 | 01/01-31/12/2016 | 01/01-31/12/2015 |
| Impairment loss of:            |                  |                  |                  |                  |
| Goodwill                       | 5,320            | 11,142           | -                | -                |
| Intangible assets              | 12,179           | 35,538           | -                | -                |
| Tangible assets                | 19,133           | -                | -                | -                |
| Investments in subsidiaries    | -                | -                | 55,169           | 67,596           |
| Associates and other assets    | 7,657            | 3,441            | 6,508            | 20,220           |
| <b>Total impairment losses</b> | <b>44,289</b>    | <b>50,121</b>    | <b>61,677</b>    | <b>87,816</b>    |

## 39. FINANCIAL EXPENSES

The Group's and the Company's financial expenses are analyzed as follows:

| <i>Amounts in € '000</i>   | THE GROUP            |                      | THE COMPANY          |                      |
|--|----------------------|----------------------|----------------------|----------------------|
|  | 01/01-<br>31/12/2016 | 01/01-<br>31/12/2015 | 01/01-<br>31/12/2016 | 01/01-<br>31/12/2015 |
| Interest expenses from long-term loans                                   | 7,232                | 7,590                | -                    | -                    |
| Interest expenses from short-term loans                                  | 7,206                | 7,083                | 1,433                | 788                  |
| Interest expenses from bonds   | 88,212               | 84,742               | 38,047               | 37,394               |
| Finance charges payable under finance leases and hire purchase contracts | 412                  | 356                  | -                    | -                    |
| Charge from retirement employee benefits                                 | 736                  | 802                  | 4                    | 4                    |
| Commission for guaranties  | 275                  | 332                  | 4                    | -                    |
| Other interest related expenses  | 5,053                | 5,131                | 60                   | 6                    |
| <b>Financial expenses from continuing operations</b>                     | <b>109,126</b>       | <b>106,036</b>       | <b>39,548</b>        | <b>38,192</b>        |
| Financial expenses from discontinued operations                          | -                    | 1,286                | -                    | -                    |
| <b>Total financial expenses</b>  | <b>109,126</b>       | <b>107,322</b>       | <b>39,548</b>        | <b>38,192</b>        |

## 40. FINANCIAL INCOME

The Group's and the Company's financial income is analyzed as follows:

| <i>Amounts in € '000</i>                           | THE GROUP            |                      | THE COMPANY          |                      |
|--|----------------------|----------------------|----------------------|----------------------|
|  | 01/01-<br>31/12/2016 | 01/01-<br>31/12/2015 | 01/01-<br>31/12/2016 | 01/01-<br>31/12/2015 |
| Bank interest                                      | 414                  | 581                  | 64                   | 232                  |
| Interest from customers                            | 18                   | 7                    | -                    | -                    |
| Interest from grants loans                         | -                    | 18                   | 99                   | 1,474                |
| Expected return on plan assets                     | 21                   | 38                   | -                    | -                    |
| Other interest related incomes                     | 66                   | 2,931                | -                    | -                    |
| <b>Financial income from continuing operations</b> | <b>519</b>           | <b>3,575</b>         | <b>163</b>           | <b>1,706</b>         |
| Financial income from discontinued operations      | 3                    | 66                   | -                    | -                    |
| <b>Total financial income</b>                      | <b>522</b>           | <b>3,641</b>         | <b>163</b>           | <b>1,706</b>         |

## 41. PROFIT/(LOSS) FROM ASSOCIATES CONSOLIDATED UNDER THE EQUITY METHOD

The following table presents the Group's profit and loss from associates consolidated under the equity method:

| <i>Amounts in € '000</i>                                 | THE GROUP        |                  |
|--|------------------|------------------|
|  | 01/01-31/12/2016 | 01/01-31/12/2015 |
| <b>Gains from associates (+)</b>                         |                  |                  |
| IONIKI SFOLIATA S.A.                                     | 450              | 260              |
| MEVGAL S.A.  | 435              | -                |
| SUNCE KONCERN D.D.                                       | 3,105            | -                |
| <b>Total (a)</b>   | <b>3,990</b>     | <b>260</b>       |
| <b>Losses from associates (-)</b>                        |                  |                  |
| SUNCE KONCERN D.D.                                       | -                | 1,646            |
| EXEED VIVARTIA INVESTMENT                                | -                | 153              |
| DYNACOMP S.A.  | 163              | 9                |
| AFRICA MOROCCO LINK                                      | 2,412            | -                |
| <b>Total (b)</b>   | <b>2,575</b>     | <b>1,808</b>     |
| <b>Total from continued operations (a+b)</b>             | <b>1,415</b>     | <b>(1,548)</b>   |
| Gains/(losses) from associates - Discontinued operations | -                | -                |
| <b>Total</b>   | <b>1,415</b>     | <b>(1,548)</b>   |

## 42. INCOME TAX

Income tax (from both continuing and discontinued operations) presented in the Financial Statements is analysed for both the Company and the Group as follows:

| <i>Amounts in € '000</i>                           | THE GROUP        |                  | THE COMPANY      |                  |
|--|------------------|------------------|------------------|------------------|
|  | 01/01-31/12/2016 | 01/01-31/12/2015 | 01/01-31/12/2016 | 01/01-31/12/2015 |
| Current income tax                                 | 6,220            | 5,568            | -                | -                |
| Deferred income tax                                | (10,579)         | (242)            | -                | -                |
| Tax audit differences                              | 116              | 15               | -                | -                |
| Other taxes  | 1,251            | 858              | -                | -                |
| <b>Total income tax from continuing operations</b> | <b>(2,992)</b>   | <b>6,199</b>     | -                | -                |
| Income tax from discontinued operations            | -                | 1,559            | -                | -                |
| <b>Total income tax</b>                            | <b>(2,992)</b>   | <b>7,758</b>     | -                | -                |

The agreement on the income tax amount as defined by applying the Greek tax rate on the income before tax is summarized as follows:

|  | THE GROUP        |                  | THE COMPANY      |                  |
|--|------------------|------------------|------------------|------------------|
|  | 01/01-31/12/2016 | 01/01-31/12/2015 | 01/01-31/12/2016 | 01/01-31/12/2015 |
| Profit before income tax (from continuing and discontinued operations) | (85,802)         | (111,070)        | (116,931)        | (141,100)        |
| Nominal Tax rate   | 29%              | 29%              | 29%              | 29%              |
| <b>Presumed Tax on Income</b>  | <b>(24,883)</b>  | <b>(32,210)</b>  | <b>(33,910)</b>  | <b>(40,919)</b>  |

### Adjustments for non-taxable income

|  |         |          |        |        |
|--|---------|----------|--------|--------|
| - Non-taxable income   | (8,817) | (10,557) | -      | -      |
| - Offset due to accumulated losses from previous financial years     | (7,429) | (508)    | -      | -      |
| Additional taxes and increases from preceding years                  | 1,953   | 760      | -      | -      |
| - Damage of the year for which was not recognized deferred tax asset | 28,896  | 25,714   | 29,875 | 36,322 |
| Dividends or profits from participations                             | -       | (3,256)  | -      | -      |
| - Other  | (3,996) | (4,922)  | -      | -      |

### Adjustments for non-deductible expenses for tax purposes

|  |                |              |       |       |
|--|----------------|--------------|-------|-------|
| - Non-tax deductible expenses  | 9,854          | 8,989        | 4,027 | 4,596 |
| - Effect on opening deferred income tax of reduction in income tax rates | -              | 17,509       | -     | -     |
| - Tax differences of preceding financial years                           | 45             | 11           | -     | -     |
| - Other expenses non-deductible for tax purposes                         | 8              | 476          | 8     | -     |
| - Additional taxes and surcharges  | 74             | 4            | -     | 1     |
| - Additional property tax  | -              | (11)         | -     | -     |
| - Tax 27/75  | 80             | 86           | -     | -     |
| - Effect from differences in tax rates of foreign subsidiaries           | 1,018          | 4,338        | -     | -     |
| - Other  | 205            | 1,335        | -     | -     |
| <b>Total tax from continuing and discontinued operations</b>             | <b>(2,992)</b> | <b>7,758</b> | -     | -     |

The Group and the Company have a contingent liability for additional penalties and taxes from the non- tax audited years for which sufficient provisions have been made (see Note 48.6). The non- tax audited years of the Company and consolidated companies of the Group, are presented in Note 2.

Under the Greek legislation, the tax rate effective for Greek companies in 2016 and 2015 is 29%.

Information on deferred tax is presented in Note 17.

#### 43. STAFF COSTS

The Staff Costs for the Company and the Group are analyzed as follows:

| <i>Amounts in € '000</i>                             | THE GROUP            |                      | THE COMPANY          |                      |
|--|----------------------|----------------------|----------------------|----------------------|
|  | 01/01-<br>31/12/2016 | 01/01-<br>31/12/2015 | 01/01-<br>31/12/2016 | 01/01-<br>31/12/2015 |
| Wages and salaries                                   | 193,908              | 204,504              | 3,663                | 3,680                |
| Social security costs                                | 46,090               | 46,719               | 518                  | 505                  |
| Post employment benefits: defined benefit plans      | 2,043                | 1,858                | 21                   | 21                   |
| Post employment benefits: defined contribution plans | 107                  | 63                   | -                    | -                    |
| Other staff costs                                    | 5,020                | 5,672                | 141                  | 140                  |
| Termination indemnities                              | 2,889                | 3,263                | 117                  | 9                    |
| Crew cost  | 47,390               | 45,256               | -                    | -                    |
| <b>Staff costs from continuing operations</b>        | <b>297,447</b>       | <b>307,335</b>       | <b>4,460</b>         | <b>4,355</b>         |
| Staff costs from discontinued operations             | -                    | 27,364               | -                    | -                    |
| <b>Total Staff Costs</b>                             | <b>297,447</b>       | <b>334,699</b>       | <b>4,460</b>         | <b>4,355</b>         |

#### 44. MANAGEMENT REMUNERATION

Management remuneration for the Group and Company is presented below as follows:

| <i>Amounts in € '000</i>           | THE GROUP            |                  | THE COMPANY          |                      |
|------------------------------------|----------------------|------------------|----------------------|----------------------|
|                                    | 01/01-<br>31/12/2016 | 01/01-31/12/2015 | 01/01-<br>31/12/2016 | 01/01-<br>31/12/2015 |
| Salaries and social security costs | 12,147               | 12,721           | 1,092                | 1,407                |
| Fees to members of the BoD         | 2,129                | 1,433            | 766                  | 369                  |
| Termination benefits               | 56                   | 68               | -                    | -                    |
| Other benefits                     | 64                   | 69               | 17                   | 21                   |
| Discontinued operations            | -                    | 1,124            | -                    | -                    |
| <b>Total</b>                       | <b>14,396</b>        | <b>15,415</b>    | <b>1,875</b>         | <b>1,797</b>         |

The aforementioned fees refer to Members of the BoD of the Company and its subsidiaries as well as to management executives of the Group and the Company.

## 45. EARNINGS PER SHARE

Basic earnings per share for the period 01/01-31/12/2016 and for the respective comparable period for continuing and discontinued operations were calculated as follows:

| (a) Basic earnings/(loss) per share (amounts in € '000)  | THE GROUP        |                  | THE COMPANY      |                  |
|--|------------------|------------------|------------------|------------------|
|  | 01/01-31/12/2016 | 01/01-31/12/2015 | 01/01-31/12/2016 | 01/01-31/12/2015 |
| <b>Profit/(Loss)</b>   |                  |                  |                  |                  |
| Profit/(loss) attributable to owners of the parent company from continuing operations                          | (84,865)         | (118,897)        | (116,931)        | (141,100)        |
| Profit/(loss) attributable to owners of the parent company from discontinuing operations                       | (12)             | 5,725            | -                | -                |
| <b>Profit/(loss) attributable to owners of the parent company for the purposes of basic earnings per share</b> | <b>(84,877)</b>  | <b>(113,172)</b> | <b>(116,931)</b> | <b>(141,100)</b> |
| <b>Shares</b>  |                  |                  |                  |                  |
| Weight average number of shares for the basic earnings/(loss) per share  | 939,446,776      | 937,172,557      | 939,446,776      | 937,172,557      |
| <b>Basic earnings/(loss) per share (€ per share) from continuing operations</b>                                | <b>(0.0903)</b>  | <b>(0.1269)</b>  | <b>(0.1245)</b>  | <b>(0.1506)</b>  |
| <b>Basic earnings/(loss) per share (€ per share) from discontinuing operations</b>                             | <b>-</b>         | <b>0.0061</b>    | <b>-</b>         | <b>-</b>         |
| <b>Basic earnings/(loss) per share (€ per share)</b>   | <b>(0.0903)</b>  | <b>(0.1208)</b>  | <b>(0.1245)</b>  | <b>(0.1506)</b>  |

As at 31/12/2016, the Convertible Securities of the CBL of the Company are a category of potential share securities which could reduce earnings per share. In particular, in the context of the calculation of the diluted earnings per share, it is considered that the convertible securities have been converted to common shares and the net profit or loss is adjusted in order to eliminate interest expenses.

Diluted earnings per share for the period 01/01-31/12/2016 and the respective comparable period regarding continuing and discontinued operations were calculated as follows:

| (b) Diluted earnings/(loss) per share (amounts in € '000)  | THE GROUP        |                  | THE COMPANY      |                  |
|--|------------------|------------------|------------------|------------------|
|  | 01/01-31/12/2016 | 01/01-31/12/2015 | 01/01-31/12/2016 | 01/01-31/12/2015 |
| <b>Profit/(Loss)</b>   |                  |                  |                  |                  |
| Profit/(loss) attributable to owners of the parent company from continuing operations                            | (84,865)         | (118,897)        | (116,931)        | (141,100)        |
| Profit/(loss) attributable to owners of the parent company from discontinuing operations                         | (12)             | 5,725            | -                | -                |
| <b>Profit/(loss) attributable to owners of the parent company for the purposes of diluted earnings per share</b> | <b>(84,877)</b>  | <b>(113,172)</b> | <b>(116,931)</b> | <b>(141,100)</b> |
| Interest expense of convertible bonds  | 23,409           | 23,735           | 23,409           | 23,735           |
| <b>Shares</b>  |                  |                  |                  |                  |
| Weight average number of shares for the basic earnings/(loss) per share  | 939,446,776      | 937,172,557      | 939,446,776      | 937,172,557      |
| Effect of dilution   |                  |                  |                  |                  |
| Plus: Increase in number of shares from due to probable exercise of convertible bonds                            | 516,314,445      | 521,084,671      | 516,314,445      | 521,084,671      |
| Weight average number of shares for the diluted earnings/(loss) per share  | 1,455,761,221    | 1,458,257,228    | 1,455,761,221    | 1,458,257,228    |
| <b>Diluted earnings/(loss) per share (€ per share) from continuing operations</b>                                | <b>(0.0422)</b>  | <b>(0.0653)</b>  | <b>(0.0642)</b>  | <b>(0.0805)</b>  |
| <b>Diluted earnings/(loss) per share (€ per share) from discontinuing operations</b>                             | <b>-</b>         | <b>0.0039</b>    | <b>-</b>         | <b>-</b>         |
| <b>Basic earnings/(loss) per share (€ per share)</b>   | <b>(0.0422)</b>  | <b>(0.0614)</b>  | <b>(0.0642)</b>  | <b>(0.0805)</b>  |

## 46. ANALYSIS OF TAX EFFECTS ON OTHER COMPREHENSIVE INCOME

The tax effect of other comprehensive income to the Group and the Company is analyzed as follows:

| <i>Amounts in €'000</i>   | THE GROUP         |                        |                   |                   |                        |                   |
|---|-------------------|------------------------|-------------------|-------------------|------------------------|-------------------|
|   | 31/12/2016        |                        |                   | 31/12/2015        |                        |                   |
|   | Before tax amount | Tax (expense) /benefit | Net of tax amount | Before tax amount | Tax (expense) /benefit | Net of tax amount |
| Exchange differences on translating foreign operations                              | 154               | -                      | 154               | (1,420)           | -                      | (1,420)           |
| Exchange gain/(loss) on disposal of foreign operations recognised in profit or loss | -                 | -                      | -                 | 1                 | -                      | 1                 |
| Financial assets of investment portfolio  | 8                 | -                      | 8                 | (30)              | -                      | (30)              |
| Cash flow hedging   | 5,126             | -                      | 5,126             | 5,689             | -                      | 5,689             |
| Remeasurements of defined benefit pension plans                                     | (750)             | 208                    | (542)             | (697)             | 139                    | (558)             |
| Share of other comprehensive income of equity accounted investments                 | 77                | -                      | 77                | 2,584             | -                      | 2,584             |
| <b>Other comprehensive income/(expenses)</b>  | <b>4,615</b>      | <b>208</b>             | <b>4,823</b>      | <b>6,127</b>      | <b>139</b>             | <b>6,266</b>      |

| <i>Amounts in €'000</i>                         | THE COMPANY       |                        |                   |                   |                        |                   |
|---|-------------------|------------------------|-------------------|-------------------|------------------------|-------------------|
|   | 31/12/2016        |                        |                   | 31/12/2015        |                        |                   |
|   | Before tax amount | Tax (expense) /benefit | Net of tax amount | Before tax amount | Tax (expense) /benefit | Net of tax amount |
| Remeasurements of defined benefit pension plans | (16)              | -                      | (16)              | 1                 | -                      | 1                 |
| <b>Other comprehensive income/(expenses)</b>    | <b>(16)</b>       | <b>-</b>               | <b>(16)</b>       | <b>1</b>          | <b>-</b>               | <b>1</b>          |

## 47. RELATED PARTY TRANSACTIONS

### 47.1 Company's transactions with subsidiaries

| <b>a) Asset accounts</b>         | THE COMPANY    |                |
|----------------------------------|----------------|----------------|
|                                  | 31/12/2016     | 31/12/2015     |
| <i>Amounts in €'000</i>          |                |                |
| Borrowings and other receivables | 1,732          | 1,814          |
| Other long-term receivables      | 251,836        | 264,836        |
| <b>Total</b>                     | <b>253,568</b> | <b>266,650</b> |

| <b>b) Liability accounts</b>     | THE COMPANY  |              |
|----------------------------------|--------------|--------------|
|                                  | 31/12/2016   | 31/12/2015   |
| <i>Amounts in €'000</i>          |              |              |
| Other liabilities                | 42           | 50           |
| Borrowings and other liabilities | 3,294        | 3,295        |
| <b>Total</b>                     | <b>3,336</b> | <b>3,345</b> |

| <b>c) Income</b>        | THE COMPANY      |                  |
|-------------------------|------------------|------------------|
|                         | 01/01-31/12/2016 | 01/01-31/12/2015 |
| <i>Amounts in €'000</i> |                  |                  |
| Other income            | -                | 63               |
| Financial income        | 99               | 1,475            |
| <b>Total</b>            | <b>99</b>        | <b>1,538</b>     |

| <b>d) Expenses</b>      | THE COMPANY      |                  |
|-------------------------|------------------|------------------|
|                         | 01/01-31/12/2016 | 01/01-31/12/2015 |
| <i>Amounts in €'000</i> |                  |                  |
| Other expenses          | 139              | 207              |
| Financial expenses      | 138              | 130              |
| <b>Total</b>            | <b>277</b>       | <b>337</b>       |

## 47.2 Transactions with related companies

| a) Asset accounts<br><i>Amounts in € '000</i> | THE GROUP     |               | THE COMPANY  |              |
|---|---------------|---------------|--------------|--------------|
|   | 31/12/2016    | 31/12/2015    | 31/12/2016   | 31/12/2015   |
| Trade and other receivables                   | 18,984        | 5,215         | -            | -            |
| Deposits                                      | 44,849        | 46,167        | 6,842        | 4,776        |
| <b>Total</b>                                  | <b>63,833</b> | <b>51,382</b> | <b>6,842</b> | <b>4,776</b> |

| b) Liability accounts<br><i>Amounts in € '000</i> | THE GROUP      |                | THE COMPANY    |                |
|---|----------------|----------------|----------------|----------------|
|   | 31/12/2016     | 31/12/2015     | 31/12/2016     | 31/12/2015     |
| Trade and other payables                          | 2,181          | 2,289          | 4              | 17             |
| Borrowings  | 708,808        | 701,322        | 344,114        | 331,198        |
| Liabilities to Key Management personnel           | -              | -              | -              | -              |
| <b>Total</b>                                      | <b>710,989</b> | <b>703,611</b> | <b>344,118</b> | <b>331,215</b> |

| c) Income<br><i>Amounts in € '000</i> | THE GROUP        |                  | THE COMPANY      |                  |
|---------------------------------------|------------------|------------------|------------------|------------------|
|                                       | 01/01-31/12/2016 | 01/01-31/12/2015 | 01/01-31/12/2016 | 01/01-31/12/2015 |
| Other income                          | 7,384            | 4,370            | -                | -                |
| Financial income                      | 304              | 442              | 56               | 230              |
| <b>Total</b>                          | <b>7,688</b>     | <b>4,812</b>     | <b>56</b>        | <b>230</b>       |

| d) Expenses<br><i>Amounts in € '000</i> | THE GROUP        |                  | THE COMPANY      |                  |
|---|------------------|------------------|------------------|------------------|
|   | 01/01-31/12/2016 | 01/01-31/12/2015 | 01/01-31/12/2016 | 01/01-31/12/2015 |
| Other expenses                          | 2,154            | 2,320            | 362              | 433              |
| Financial expenses                      | 39,674           | 39,354           | 19,626           | 18,212           |
| <b>Total</b>                            | <b>41,828</b>    | <b>41,674</b>    | <b>19,988</b>    | <b>18,645</b>    |

## 47.3 Eliminated transactions

| <i>Amounts in € '000</i> | THE GROUP  |            |
|--------------------------|------------|------------|
|                          | 31/12/2016 | 31/12/2015 |
| Assets                   | 269,545    | 284,732    |
| Liabilities              | (269,545)  | (284,732)  |
| <b>Total</b>             | <b>-</b>   | <b>-</b>   |

| <i>Amounts in € '000</i>                     | THE GROUP        |                  |
|--|------------------|------------------|
|  | 01/01-31/12/2016 | 01/01-31/12/2015 |
| Sales  | 27,232           | 27,773           |
| Operating income/(expenses)                  | (27,229)         | (27,763)         |
| Financial income                             | 237              | 1,616            |
| Financial expenses                           | (240)            | (308)            |
| Financial expenses (discontinued operations) | -                | (1,318)          |
| <b>Total</b>                                 | <b>-</b>         | <b>-</b>         |

#### 47.4 The most significant transactions and outstanding balances of the Company and the Group

The most significant transactions and outstanding balances between the Company and related parties on 31/12/2016, in compliance with the provisions of IAS 24, are as follows:

Amounts in € '000

|   |                                    | ASSETS         | LIABILITIES    | INCOME     | EXPENSES      |
|---|------------------------------------|----------------|----------------|------------|---------------|
| VIVARTIA                                      | Subsidiary                         | 1,732          | 2,394          | 99         | 142           |
| SINGULARLOGIC                                 | Subsidiary                         | -              | 42             | -          | 118           |
| MIG MEDIA S.A.                                | Subsidiary                         | -              | -              | -          | 13            |
| CYPRUS TOURISM DEVELOPMENT PUBLIC COMPANY LTD | Subsidiary                         | -              | -              | -          | 1             |
| HYGEIA  | Subsidiary                         | -              | -              | -          | 3             |
| JSC ROBNE KUCE BEOGRAD (RKB)                  | Subsidiary                         | 251,836        | -              | -          | -             |
| ATHENIAN ENGINEERING                          | Subsidiary-Discontinued operations | -              | 900            | -          | -             |
| PIRAEUS BANK group                            | Other related parties              | 6,842          | 344,118        | 56         | 19,988        |
|   | <b>TOTAL</b>                       | <b>260,410</b> | <b>347,454</b> | <b>155</b> | <b>20,265</b> |

The most significant transactions and the outstanding balances between the Group and related parties on 31/12/2016, in compliance with the provisions of IAS 24, are as follows:

Amounts in € '000

|   |  | ASSETS        | LIABILITIES    | INCOME       | EXPENSES      |
|---|--|---------------|----------------|--------------|---------------|
| Associates and related companies of SINGULARLOGIC group | Associates and other related companies | 702           | 14             | 485          | 143           |
| Associates and related companies of VIVARTIA group      | Associates and other related companies | 3,691         | 16             | 1,442        | 86            |
| Associates and related companies of ATTICA group        | Associates and other related companies | 13,817        | 8,695          | 3,708        | 195           |
| PIRAEUS BANK group                                      | Other related parties                  | 45,623        | 702,264        | 2,053        | 41,404        |
|   |  | <b>63,833</b> | <b>710,989</b> | <b>7,688</b> | <b>41,828</b> |

## 48. CONTINGENT LIABILITIES

### 48.1 Guarantees

As at 31/12/2016, MIG Group had the following contingent liabilities:

- VIVARTIA group on 31/12/2016 had the following contingent liabilities:
  - Issuance of performance guarantees amounting to € 14,915k (31/12/2015: € 15,304k),
  - Provision of guarantees for the repayment of debt obligations of related parties amounting to € 350k (31/12/2015: € 375k),
  - Provision of performance guarantees for subsidized investment programs amounting to € 531k (31/12/2015: € 456k),
  - Provision of other guarantees amounting to € 406k (31/12/2015: € 714k),
  - Provision of guarantees for participation in tenders amounting to € 345k (31/12/2015: € 0k).
- ATTICA group on 31/12/2016 had the following contingent liabilities:
  - Issuance of performance guarantees amounting to € 1,097k (31/12/2015: € 1,301k),



- Provision of guarantees for the repayment of trade liabilities amounting to € 24k (31/12/2015: € 24k),
- Provision of guarantees for participating in various tenders amounting to € 500k (31/12/2015: € 500k),
- Provision of guarantees to the lending banks for the repayment of the group's vessel loans amounting to € 241,434k (31/12/2015: € 277,357k).
- SINGULARLOGIC group on 31/12/2016 had the following contingent liabilities:
  - Issuance of performance guarantees for client contracts amounting to € 3,298k (31/12/2015: € 4,049k),
  - Issuance of guarantees for the prepayment of State projects amounting to € 3,363k (31/12/2015: € 3,619k),
  - Concession of receivables to lending banks for loan coverage amounting to € 11,489k (31/12/2015: € 15,007k),
  - Provision of guarantees for participating in various tenders amounting to € 267k (31/12/2015: € 141k),
- On 31/12/2016, HYGEIA group had the following contingent liabilities:
  - Provision of performance guarantees amounting to € 198k (31/12/2015: € 198k),
  - Issuance of guarantees to banks for the repayment of its subsidiaries' loans amounting to € 36,583k (31/12/2015: € 37,529k),
  - Provision of other guarantees amounting to € 53k (31/12/2015: € 78k).

#### **48.2 Encumbrances**

- The vessels of ATTICA group have mortgages amounting to approximately € 685,273k (31/12/2015: € 685,273k) as collaterals for mortgage loan liabilities.
- HYGEIA group's tangible assets have mortgages amounting to approximately € 187,416k (31/12/2015: € 198,391k) as collaterals for its loan liabilities.
- HYGEIA and MITERA trademarks have been pledged to secure their bond loans.
- RKB has pledged its investment properties as collateral for its loans, amounting to € 275,058k (31/12/2015: € 279,900k).
- DELTA (a subsidiary of VIVARTIA group) has pledged specific assets in order to secure its bond loan. Respectively, UNITED MILK COMPANY LTD (a subsidiary of VIVARTIA group) has pledged specific assets in order to secure its bank loans.
- DELTA, GOODY'S and EVEREST (subsidiaries of VIVARTIA group) have pledged their trademarks as collateral for their bond loans.
- The bank loans of CTDC subsidiary are secured with a pledge on its property, plant and equipment amounting to € 17,544k (31/12/2015: € 17,544k).

#### **48.3 Court Cases**

The Company and its subsidiaries (under their property as defendant and plaintiff) are involved in various court cases and arbitration procedures during their normal operations. The Group makes provisions in the Financial Statements in respect to the pending court cases when it is probable that cash outflows will be required in order to settle the liability and this amount can be estimated reliably.

The Group as of 31/12/2016 has made provisions amounting to € 15,096k (31/12/2015: € 13,781k) in respect to court cases (please refer to Note 29). The Management as well as the legal advisors estimate that the outstanding cases, apart from those already provided for, are to be settled without a significant negative impact on the Group's or Company's consolidated financial position or on their operating results.

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**Legal proceedings against the Cyprus State Bank CPB****Appeal of MIG against the Republic of Cyprus:**

On 23/01/2013, the Company served a “Notice of Dispute” to the Republic of Cyprus pursuant to the procedure provided by the bilateral international agreement in relation to the mutual promotion and protection of investments between Cyprus and Greece dated 30/03/1992 (“Agreement”).

From September 2007 until June 2011 the Company invested a total amount of € 82 m. in “Cyprus Popular Bank Public Co” (later renamed to “Marfin Popular Bank Public Co Ltd.” and further renamed to “Cyprus Popular Bank Public Company Ltd.” (hereinafter “CPB”). Under the Notice of Dispute, the Company requests the full restitution of the adverse consequences whether tangible or non –tangible which it has suffered as a result of the illegal actions of the Republic of Cyprus which contravene the Agreement and the international customary legislation.

The aforementioned restitution is requested to take the form of “restitution in natura” which comprises restoration of the facts to the original state i.e. the state, existing before the illegal damaging actions of the Republic of Cyprus were taken. The Company believed that the restoration of events to the original position without which the requested remedies being exhausted, should have been achieved at least by restoring Management which would be elected by the private shareholders of CPB, the lifting of the measures already taken for CPB’s recapitalization and the recapitalization of CPB within the framework of a new and compatible with international law legislation and the constitution of Cyprus, based on the model of the Greek legislation as to the manner of recapitalization, the exercise of voting rights and in general the management and the appointment of a Trustee. In so far as the natural restitution would not be sufficient for the full restitution of the Company’s tangible and non –tangible, present and future, positive and negative (loss of profit) damage the restitution was requested to take the supplementary form of restitution in cash.

Provided that the original restitution was not possible for the full restitution of the Company’s tangible and non –tangible, present or future, positive or negative (loss of profit) damage, the restitution was requested to take entirely the form of restitution in cash. The restitution in cash should include at least the total amount of the Company’s investment in CPB as well as any other damage arising from this investment.

In case where the immediate amicable resolution of the dispute was not rendered possible, the Company had reserved its rights to submit the Dispute to the arbitration procedure of the “International Centre for the Settlement of Investment Dispute” which was established by the Convention of 18th March 1965 “For Regulating the Disputes Relating to the Investments between States and Nationals of other States” in accordance to article 9 par. 2 of the Agreement.

On 07/03/2013 the Company served the Republic of Cyprus a supplementary Report invoking newer data and final notification for its immediate recourse to the international arbitration procedure in the event of non-immediate commencement of substantial discussions on amicable settlement of the Dispute.

On 12/09/2013, after the lapse of the 6-month period for the amicable settlement of the dispute, the Company together with other Greek investors submitted the Request for Arbitration against the Republic of Cyprus to the Secretary-General of the Washington based International Centre for the Settlement of Investment Disputes established by the Convention of March 18, 1965 for regulating the disputes relating to the investments between States and nationals of other States. The constitution of the 3- membered Arbitral Tribunal was completed on 13/03/2014. In the arbitration, MIG is seeking damages for losses relating to its investment in CPB amounting to € 824m and any

other losses incurred due to violations from the part of the Republic of Cyprus of articles 2, 3 and 4 of the Agreement. Moreover, MIG has reserved its right to supplement or expand upon its claims in the course of the arbitration proceedings. On 11/04/2014 the first hearing of the arbitral tribunal was held for the examination and judgment on procedural matters. The Tribunal is composed of the following members: Bernard Hanotiau (Belgium), appointed as President, Mr. Daniel M Price (U.S.A.) and Sir David A.O. Edward (Great Britain) appointed as arbitrators. On 28/04/2014, the Tribunal issued Procedural Order No. 1, determining the procedural timetable, the place of proceedings (Paris), the sequence of the proceedings and other procedural matters, resolving any differences between the parties on these matters. The Republic of Cyprus has retained its rights regarding the jurisdiction of the Tribunal, yet it participates in the arbitration proceedings as a party. According to the updated timetable approved by the Tribunal, following requests by the parties on 02/10/2014 and subsequently on 02/02/2015, the Memorial prepared by the Company and other Greek investors was submitted on 20/02/2015, and the Republic of Cyprus submitted its Counter-Memorial on 18/12/2015. On 08/01/2016 the parties files their document production requests, on 22/01/2016 their responses and on 05/02/2016 each party replied to the other party's response. On 19/02/2016 the Tribunal issued its Procedural Order No. 2.

On 1/05/ 2016, the Company together with other Greek investors filed an application for interim measures requesting the protection of the integrity of the arbitration proceedings. The hearing for the interim measures was held in Paris on 04 and 05/08/2016.

Following the hearing of interim measures, the Tribunal readjusted the dates for filing supplemental submissions by the parties; and in accordance with the new timetable approved by the Tribunal, the Company together with the other investors filed its Reply on 17/10/2016 and Cyprus filed its Rejoinder on 13/01/2017. The Company files its Rejoinder on the jurisdiction on 28/01/2017 and the hearing of the case was fixed in principle for the period of 06-11/03/2017.

On 13/09/2016, the Tribunal delivered its Procedural Order No. 6 on the application for interim measures whereby, in order to protect the integrity of the arbitration proceedings, it recommended that the Republic of Cyprus suspend the enforcement of the arrest warrants against Messrs. Bouloutas and Foros until completion of the arbitration proceedings; likewise to refrain from issuing new arrest warrants against Messrs. Vgenopoulos and Mageiras; and to refrain from taking any steps that would hinder the freedom of movement of Messrs. Vgenopoulos, Bouloutas, Foros and Mageiras, their access to counsel of arbitration and their appearance for examination and cross-examination at the hearing of the arbitration proceedings. The recommendation of the Tribunal was binding on the Republic of Cyprus.

By a series of Procedural Orders issued following the demise of A. Vgenopoulos, the Tribunal proceeded repeatedly to new judgments regarding the attendance in person, the issuance or non-issuance of arrest warrants and the adoption of measures with regard to the freedom of movement of Messrs. Bouloutas, Foros and Mageiras, their access to counsel and their appearance at the hearing of the arbitration proceedings. Furthermore, by new Procedural Orders the Tribunal made its judgment on issues regarding document production, the evidential record, the intervention of a third party in the proceedings as non-disputing party and procedural matters concerning the hearing.

The hearing of the international arbitration took place in Paris in the period 06–09/03/ 2017. During the hearing the counsels of both parties pleaded orally, the experts presented their reports and both the witnesses and the experts of each party were cross-examined. As designated, the parties will file their post hearing briefs in reply of specific questions of the Tribunal within May 2017. The Tribunal has not determined the exact time for rendering an award, which must be expected though by the end of this year.

The Company's Management considers that there are good chances for a positive outcome on the merits, but no assessment can be made with regard to the issue of compensation that in this case may be awarded.

**Lawsuit of the State-owned Cypriot bank CPB against MIG:**

MIG announced that following its appeal against the Republic of Cyprus before the International Arbitration Tribunal, claiming the amount of € 824m plus interest and additional damages relating to its investment in CYPRUS POPULAR BANK (CPB), the State-owned bank, which is now under resolution, filed a lawsuit against MIG (as well as among others against Messrs. Vgenopoulos, Bouloutas and Magiras) before the Cypriot courts claiming an amount of over € 2m without specifying a priori what is the subject of the action, "reserving its right to specify its claims and damages at a later stage".

According to Management's assessment, this lawsuit was filed before the non-competent Cypriot courts instead of the Greek courts, even though MIG is a société anonyme company incorporated and established in Greece, listed on the Athens Stock Exchange, it is full of legal arbitrariness and acrobatics with the obvious aim of defending the Republic of Cyprus against MIG's legitimate claim which will be ruled by the competent International Arbitration Tribunal.

On 17/07/2014 the Company filed an application to set aside due to lack of jurisdiction of the District Court of Nicosia and on 04/11/2014 CPB filed its objection. In the meantime CPB filed an application to amend the statement of claim and the Company, consequently, filed its objection. The CPB further requested adjournment of the hearing of the application to set aside due to lack of jurisdiction until after its application to amend the statement of claim is heard. Despite the Company's objection, the Court adjourned the hearing with its interim decision and the Company filed an appeal against it. On 08/09/2015, an interim decision was issued by the Court whereby it allowed the amendment of the statement of claim, against which the Company filed an appeal. The above amendment was filed on 08/09/2015 and was served to the lawyers of the defendants on 11/09/2015. By expressing a number of reservations, CPB specifies the amount of damages to €3.99 billion.

On 15/02/2016, a hearing was held in relation to a preliminary issue concerning the Company's application to set aside for lack of jurisdiction of the District Court of Nicosia and, specifically, which party has the burden of proof. On 11/04/2016, the Court issued its judgment according to which, as a general rule, the burden of proof lies on the party who is bringing forward an allegation; and specifically in the applications at issue, the burden of proof lies on the applicants - defendants. The Company filed its written submissions on 05/09/2016 and the CPB - on 12/09/2016. The case was listed for clarifications on 04/10/2016.

By the Notice dated 17/05/2016, the Company was informed about listing of the appeals it had filed for cancellation of the action for Pre-Trial proceedings on 16/06/2016, whereby the Supreme Court set a 90-days deadline for the Company to lodge its Skeleton Argument and subsequently 90 days for CPB to lodge its own Skeleton Argument. The Company filed its Skeleton Argument on 12/09/2016, CPB filed its Skeleton Argument on 12/12/2016 and now the hearing date of the appeal is expected to be determined.

On 31/01/2017 a decision was issued on the set aside applications for lack of jurisdiction of the Nicosia District Court, whereby it was decided that the Cypriot Courts do have jurisdiction. On 14/02/2017 the Company and Messrs. Bouloutas and Mageiras filed an appeal against the above decision. The successors of A. Vgenopoulos must be expected to determine their position accordingly.

It is hereby noted that CPB has initiated proceedings for the recognition, beyond the Republic of Cyprus and in particular in Greece and in England, of the freezing order dated 23/05/2014, which does not turn against the Company's assets but orders and forbids the Company from transferring to or in favor of Messrs. Vgenopoulos, Bouloutas and Mageiras, any assets – including money – except if the total value of assets exceeds the amount of €3.79 billion. By the decision no. 27/2016 of the Athens 1-membered Court of First Instance (Voluntary Procedure) the above order was declared enforceable in Greece, as explicitly mentioned in the decision of the Athens Court of First Instance. Against this decision the Company (together with the above mentioned defendants) filed an Appeal before the Athens 3-membered Court of Appeal (Contentious Jurisdiction) which was finally rejected by the decision no. 983/2017 of the Athens 3-membered Court of Appeal issued on 02/03/2017. The Company will file before the Supreme Court an application for cessation against said decision.

Furthermore, by the Order of Judge Leslie of High Court of Justice in England and Wales, Queen's Bench Division, dated 26/02/2015, the above order of the Nicosia District Court was declared enforceable in England and Wales. The Company together with the above mentioned defendants has filed an appeal against said Order, the hearing of which is pending. On the basis of the above mentioned Order it was confirmed by the same Court in England that the above Order of Judge Leslie, whereby the Nicosia District Court Order was declared enforceable in England and Wales, will become enforceable in England and Wales only on the final determination of the appeal against it. CPB filed an appeal against this Order, the hearing of which is pending, while upon CPB's relevant application a decision on interim measures has been issued according to the provisions of article 47(2) and (3) of the Regulation 44/2001 of the Council, which does not concern though the Company's assets.

The Management considers that the obvious aim of this lawsuit against MIG is the defense of the Republic of Cyprus against MIG's lawful claim that has been subjected to the competent International Arbitration Tribunal. MIG's legal counsels are not yet able to express an opinion on the outcome of the case, at this initial procedural stage, taking into consideration all the circumstances surrounding the case, including the parallel arbitration and criminal proceedings.

**The case of 1. "Elma Holdings Public Co Ltd", 2. "Liberty Life Insurance Public Company Ltd", 3. "Dodoni Investments Chartofylakiou Public Company Limited" and 4. "Jupiter Portfolio Investments Public Company Limited" vs, inter alia, the Company before the Cypriot courts.**

The claimant companies have turned not only against the Company but also against CPB, the former members of the Board of Directors of "Bank of Cyprus Public Company Ltd", "Dubai Financial Limited Liability Company", "Deutsche Bank A.G. London Branch", "PricewaterhouseCoopers Ltd", "Grant Thornton (Cyprus) Ltd", and the "Central Bank of Cyprus". The claimant companies request compensation for damages allegedly caused by acts or/and omissions of the Board of Directors of Cyprus Popular Bank and by conspiracy among the defendants, which led the Cyprus Popular Bank into a resolution regime and/or termination of its operations and /or collapse and/or bankruptcy without however making references to specific acts or omissions. The total amount of the requested compensation comes to € 39m . plus interest and costs.

The Company's Management believes that the claim is unsubstantiated, even though its adjudication is still at an early procedural stage and no details of the claim have been given; its legal counsel are not yet able to express an opinion on its outcome.

#### **Criminal case FOCUS (no. 15161/16)**

On 25/07/2016 the Attorney General of the Republic of Cyprus filed before the Nicosia District Court the criminal case no. 15161/16 against 10 defendants including the Company as defendant 9.

The charge sheet was served on Andreas Vgenopoulos (defendant 2), Kyriakos Mageiras (defendant 4) and MIG (defendant 9) on 08/08/2016. The case concerns a wire transfer of €1 m. made on 27/07/2007 from an account of Focus Maritime Corporation (defendant 10), a company in which Michael Zolotas (defendant 3) has interests in, to an account of A.C.Christodoulou Consultants Ltd (defendant 8), a company in which Athena Christodoulou (defendant 6), daughter of the former Governor of the Central Bank of Cyprus Christodoulos Christodoulou (defendant 1), has interests in. The wire transfer in question is alleged to have been made in order for the latter to refrain from taking appropriate action and investigations concerning the Company's (defendant 9) acquisition of control in Laiki Bank in February 2006. The above "fee" for said purpose was purportedly agreed to be received by Christodoulos Christodoulou (defendant 1) from Andreas Vgenopoulos (defendant 2) and the Company (defendant 9). Moreover, as an additional consideration, he purportedly agreed with Andreas Vgenopoulos (defendant 2) to have his then son-in-law appointed at a high-ranking position in Laiki Bank. The case has been fixed upon adjournment for 08/06/2017 for the filing of prejudicial objections.

It is hereby noted that the Company as a legal entity is not obliged to appear in person (through its directors) at Court and may only be condemned to pay a fine. The procedural evolution of the case and in particular to what extent the proceedings will continue with regard to all charges is uncertain given the demise of defendant 2, the extradition of defendant 3 for only one charge and the decision of Greek Justice for non-extradition of defendant 4. The amount of the fine that may be imposed on the Company in case of condemnation as a result of the above is not possible to be estimated at this point.

#### **MIG LEISURE**

LOUIS PLC filed a lawsuit against MIG LEISURE before the Nicosia District Court, requesting the purchase by MIG LEISURE of 600,000 shares of the company CTDC owned by LOUIS PLC otherwise the adjudication of relevant compensation, referring to a previous agreement with MIG LEISURE. On 11/01/2016, MIG LEISURE filed its defence at the District Court of Nicosia.

Both sides have completed the procedure of filing affidavits for the disclosure of documents and the case has been fixed for 10/10/2017.

The company questions the existence of such an obligation and deems that the said lawsuit is unfounded, however as the hearing has not started yet, the legal counsels are unable to express an opinion on the outcome.

#### **Other Potential Liabilities**

On 18/12/2015, the transfer of all shares of SKYSERV to SWISSPORT AVIAREPS HELLAS S.A. was completed. According to individual terms and conditions of the sale and purchase, MIG has undertaken to compensate likely amounts that SKYSERV is to be asked to pay and for which there was no previous provision in the Financial Statements. Three lawsuits have been filed against SKYSERV by the "OLYMPIC AIRWAYS SERVICES S.A. - IN LIQUIDATION" seeking payment for the total amount of € 5,6 m., invoking the contracts for provision of services entered between the companies on 09/06/2009. The trial of the above cases has been adjourned for 21/02/2018, 28/2/2018 and 14/03/2018 following the relevant request by "OLYMPIC AIRWAYS SERVICES S.A. - IN LIQUIDATION". The SKYSERV and MIG dispute the existence of the liability and believe that these lawsuits are vague and unsubstantiated; and, provided there is no subversive evidence to occur at their trial, it is estimated that there are small chances of success on the merits of these cases.

#### 48.4 Operating lease commitments

The minimum future lease payments under non-cancellable operating leases as at 31/12/2016 and 31/12/2015 are as follows:

| <i>Amounts in € '000</i>                    | THE GROUP      |                | THE COMPANY  |              |
|---|----------------|----------------|--------------|--------------|
|   | 31/12/2016     | 31/12/2015     | 31/12/2016   | 31/12/2015   |
| Within one year                             | 34,712         | 35,971         | 472          | 624          |
| After one year but not more than five years | 119,417        | 127,902        | 812          | 1,804        |
| More than five years                        | 55,442         | 70,656         | -            | 545          |
| <b>Total operating lease commitments</b>    | <b>209,571</b> | <b>234,529</b> | <b>1,284</b> | <b>2,973</b> |

The above amounts include operating leases between VIVARTIA and ATTICA groups amounting to € 75,434k (2015: € 95,935k).

#### 48.5 Other commitments

The Group's other commitments are analysed as follows:

| <i>Amounts in € '000</i>                    | THE GROUP    |              |
|---|--------------|--------------|
|   | 31/12/2016   | 31/12/2015   |
| Within one year                             | 2,443        | 1,802        |
| After one year but not more than five years | 733          | 921          |
| <b>Total other commitments</b>              | <b>3,176</b> | <b>2,723</b> |

#### 48.6 Contingent tax obligations

The Group's tax liabilities are not conclusive since there are non-tax audited financial years which are analysed in Note 2 of the Financial Statements for the year ended on 31/12/2016. For the non-tax audited financial years there is a probability that additional taxes and penalties will be imposed when they are assessed and finalized. The Group assesses on an annual basis its contingent liabilities which may result from tax audits of preceding financial years, by forming provisions where it is deemed necessary. The Group has made provisions for non-tax audited financial years amounting to € 3,566k (31/12/2015: € 4,159k).

The Management considers that apart from the formed provisions, potential tax amounts which may arise will not have any significant effect on equity, Profit/Loss and on cash flows of the Group and the Company.

#### Tax Compliance Report:

For the years 2011 – 2015, the Group companies operating in Greece and subject to tax audits by Chartered Accountants in accordance with paragraph 5 of Article 82 of Law 2238/1994 and in compliance with the provisions of Article 65A par. 1, Law 4174/2013, received a Certificate of Tax Compliance without significant differences. Under the Circular POL 1006/2016, the companies that have been subject to this special tax audit are not exempted from the statutory audit of the competent tax authorities. The Management of the Group estimates that in case such audits are carried out by the Tax Authorities in the future, no additional tax differences will arise with a significant effect on the Financial Statements.

Regarding the financial year 2016, the special audit for the issue of the Certificate of Tax Compliance is currently in progress and the relevant tax certificates are expected to be issued following the publication of the annual Financial Statements for FY 2016. Should any additional tax liabilities arise till the finalization of the tax audit, it is estimated that they will not have a material effect on the Financial Statements. It is to be noted that under the recent legislation, such audit and the issue of the Certificate of Tax Compliance for 2016 and onwards are optional.

**49. FAIR VALUE OF FINANCIAL INSTRUMENTS**
**49.1 Measurement of fair value of financial instruments**
**Financial instruments levels analysis**

Financial assets and financial liabilities measured at fair value in the Statement of Financial Position of the Group and the Company are classified under the following 3 level hierarchy in order to determine and disclose the fair value of financial instruments per valuation technique:

- **Level 1:** Investments that are valued at fair value based on quoted (unadjusted) prices in active markets for comparable assets or liabilities.
- **Level 2:** Investments that are valued at fair value, using valuation techniques for which all inputs that significantly affect the fair value, are based (either directly or indirectly) on observable market data.
- **Level 3:** Investments that are valued at fair value, using valuation techniques, in which the data that significantly affects the fair value, is not based on observable market data. This level includes investments where the determination of the fair value is based on unobservable market data (five years business plan), using however additional observable market data (Beta, Net Debt / Enterprise Value of identical firms in the specific segment such as those included in the WACC calculation).

The following tables reflect the Group financial assets and liabilities measured at fair value on a recurring basis on 31/12/2016 and 31/12/2015:

| Financial assets   | 31/12/2016   |                 |            |                 | 31/12/2015   |                 |            |                 |
|--|--|-----------------|------------|-----------------|--|-----------------|------------|-----------------|
|  | Fair value measurement at end of the reporting period using: |                 |            |                 | Fair value measurement at end of the reporting year using: |                 |            |                 |
|  | Level 1  | Level 2         | Level 3    | Total           | Level 1  | Level 2         | Level 3    | Total           |
| Amounts in € '000  |  |                 |            |                 |  |                 |            |                 |
| <b>Financial assets at fair value through profit or loss</b> |  |                 |            |                 |  |                 |            |                 |
| - Securities   | 109  | -               | -          | 109             | 19   | -               | -          | 19              |
| - Mutual Funds   | 1,988  | 725             | -          | 2,713           | 3,192  | 725             | -          | 3,917           |
| - Bonds  | -  | 45              | -          | 45              | -  | 45              | -          | 45              |
| - Derivatives  | -  | 5,877           | -          | 5,877           | -  | -               | -          | -               |
| <b>Financial assets of investment portfolio</b>              |  |                 |            |                 |  |                 |            |                 |
| - Equity instruments of non-listed entities                  | -  | -               | 362        | 362             | -  | -               | 783        | 783             |
| - Shares listed in foreign stock exchanges                   | 109  | -               | -          | 109             | 105  | -               | -          | 105             |
| <b>Total financial assets</b>                                | <b>2,206</b>   | <b>6,647</b>    | <b>362</b> | <b>9,215</b>    | <b>3,316</b>   | <b>770</b>      | <b>783</b> | <b>4,869</b>    |
| <b>Financial liabilities</b>                                 |  |                 |            |                 |  |                 |            |                 |
| - Loans  | -  | 69,214          | -          | 69,214          | -  | 57,893          | -          | 57,893          |
| - Derivatives  | -  | -               | -          | -               | -  | 1,342           | -          | 1,342           |
| <b>Total financial liabilities</b>                           | <b>-</b>   | <b>69,214</b>   | <b>-</b>   | <b>69,214</b>   | <b>-</b>   | <b>59,235</b>   | <b>-</b>   | <b>59,235</b>   |
| <b>Net fair value</b>  | <b>2,206</b>   | <b>(62,567)</b> | <b>362</b> | <b>(59,999)</b> | <b>3,316</b>   | <b>(58,465)</b> | <b>783</b> | <b>(54,366)</b> |



The relevant analysis in respect to the Company is as follows:

| Financial assets<br>Amounts in € '000                        | 31/12/2016  |            |            | 31/12/2015  |            |            |
|--|---|------------|------------|---|------------|------------|
|  | Fair value measurement at end of the reporting period |            |            | Fair value measurement at end of the reporting period |            |            |
|  | Level 1   | Level 2    | Total      | Level 1   | Level 2    | Total      |
| <b>Financial assets at fair value through profit or loss</b> |   |            |            |   |            |            |
| - Securities   | 90  | -          | 90         | -   | -          | -          |
| - Mutual Funds   | -   | 725        | 725        | -   | 725        | 725        |
| <b>Total financial assets</b>                                | <b>90</b>   | <b>725</b> | <b>815</b> | <b>-</b>  | <b>725</b> | <b>725</b> |
| <b>Net fair value</b>  | <b>90</b>   | <b>725</b> | <b>815</b> | <b>-</b>  | <b>725</b> | <b>725</b> |

There were no transfers between Levels 1 and 2 during financial years 2016 and 2015.

### Investment portfolio and other investments at fair value through profit and loss

Investments in listed shares in domestic and foreign stock markets are valued based on the quoted market prices of these shares. Investments in unquoted shares are valued based on widely accepted valuation models which sometimes incorporate data based on observable market inputs and sometimes are based on unobservable data.

### Fair value measurement of Level 3 financial instruments

The changes in the Group's and the Company's financial instruments classified in Level 3 for the financial years 2016 and 2015 are presented as follows:

|                                  | THE GROUP                                 |   |
|----------------------------------|---|---|
|                                  | 31/12/2016                                | 31/12/2015                                |
| Amounts in € '000                |   |   |
|                                  | Financial assets of investment portfolio  | Financial assets of investment portfolio  |
|                                  | Equity instruments of non-listed entities | Equity instruments of non-listed entities |
| <b>Opening balance</b>           | <b>783</b>                                | <b>723</b>                                |
| Issues and settlements           | (421)                                     | -   |
| Transfers into or out of Level 3 | -   | 60  |
| <b>Closing balance</b>           | <b>362</b>                                | <b>783</b>                                |

### 49.2 Measurement of fair value of non-financial assets

The following table presents non-financial assets of the Group measured at fair value on a recurring basis on 31/12/2016 and 31/12/2015:

| Amounts in € '000                 | 31/12/2016  | 31/12/2015  |
|-----------------------------------|---|---|
|                                   | Fair value measurement at end of the reporting period | Fair value measurement at end of the reporting year |
|                                   | Total   | Total   |
| <b>Investment Property</b>        |   |   |
| - Buildings in Greece             | 167   | 167   |
| - Buildings in Serbia             | 275,058   | 279,900   |
| - Buildings in Germany            | -   | -   |
| <b>Total non-financial assets</b> | <b>275,225</b>  | <b>280,067</b>                                      |

Determination of the fair value of the Group's Level 3 investment property is based on a relevant valuation work performed by an independent property appraisal firm. Indicatively, in respect to the investment property valuation, the key assumptions used, which were based on unobservable data, are summarized in the following table:

|               | 31/12/2016       | 31/12/2015     |
|---------------|------------------|----------------|
| Assumptions   | Balkans          | Balkans        |
| Rental value  | € 2,8-€ 95 / sqm | € 3-€100 / sqm |
| Discount rate | 6,9%-10,9%       | 6,1%-9,5%      |

## 50. RISK MANAGEMENT POLICIES

Each one of MIG's large investments is exposed to specific risks. The occurrence of any of these risks could lead to a possible revaluation of MIG's portfolio and to the reassessment of the strategic objectives of the Group.

### 50.1 Risk management objectives and policies

The Company and the Group are exposed to risks pertaining to financing, interest rates, fuel prices, liquidity, credit and currencies. The Group reviews and periodically assesses its exposure to the risks cited above on a case by case basis as well as collectively and uses financial instruments to hedge its exposure to certain risk categories.

Evaluation and assessment of the risks faced by the Company and the Group are conducted by the Management and the Board of Directors of the Company. The main aim is to monitor and assess all the risks to which the Company and Group are exposed to through their business and investment activities.

The Group uses several financial instruments or pursues specialized strategies to limit its exposure to changes in the values of investments that may result from market volatility, including changes in prevailing interest rates and currency exchange rates.

### 50.2 Currency Risk

The Group's functional currency is the Euro. The Group operates in foreign countries and therefore is exposed to currency risk. This type of risk mainly arises from current or future cash flows in foreign currency and from investments outside the Eurozone. The largest percentage of MIG's and the Group's revenue and costs are Euro denominated. Likewise, the largest percentage of the Company's investments is denominated in Euro.

In managing currency risk, the Group uses derivatives (forward FX contract agreements) with financial institutions for the Group's companies. The Group holds foreign investments whose net assets are exposed to FX risk. FX risk stems from the exchange rates to the USD, UK Sterling, Albanian Lek, Bulgarian Lev, Romanian Ron and other currencies of European countries and is partially offset by respective liabilities in the same currencies.

The Group's investments in the Serbian RKB and the Croatian SUNCE are not exposed to FX risk since their assets (investment properties and other intangible assets) are denominated in Euro and the largest part of the relevant inflows is in Euro. It is noted, that in other markets where the Group operates (other Balkan countries) the financial needs of each company are assessed, and if feasible, the financing is in the same currency with the relevant asset being financed or that is going to be financed.

The analysis of the Group's financial assets and liabilities per currency converted in Euro as at 31/12/2016 and 31/12/2015 is presented as follows:

| <i>Amounts in € '000</i>   | THE GROUP<br>31/12/2016 |            |                |              |            |              |
|----------------------------|-------------------------|------------|----------------|--------------|------------|--------------|
|                            | USD                     | GBP        | LEK            | BGN          | RON        | Other        |
| <b>Notional amounts</b>    |                         |            |                |              |            |              |
| Financial assets           | 962                     | 746        | 1,697          | 7,890        | 2,392      | 237          |
| Financial liabilities      | (368)                   | (21)       | (7,677)        | (3,680)      | (1,544)    | (1,209)      |
| <b>Short-term exposure</b> | <b>594</b>              | <b>725</b> | <b>(5,980)</b> | <b>4,210</b> | <b>848</b> | <b>(972)</b> |
| Financial assets           | -                       | -          | 36,752         | 1            | -          | 188          |
| Financial liabilities      | -                       | -          | -              | (345)        | -          | -            |
| <b>Long-term exposure</b>  | <b>-</b>                | <b>-</b>   | <b>36,752</b>  | <b>(344)</b> | <b>-</b>   | <b>188</b>   |

| <i>Amounts in € '000</i>   | THE GROUP<br>31/12/2015 |          |                |              |              |                |
|----------------------------|-------------------------|----------|----------------|--------------|--------------|----------------|
|                            | USD                     | GBP      | LEK            | BGN          | RON          | Other          |
| <b>Notional amounts</b>    |                         |          |                |              |              |                |
| Financial assets           | 1,063                   | 7        | 1,629          | 7,611        | 3,499        | 110            |
| Financial liabilities      | (318)                   | (6)      | (7,331)        | (3,527)      | (2,211)      | (2,256)        |
| <b>Short-term exposure</b> | <b>745</b>              | <b>1</b> | <b>(5,702)</b> | <b>4,084</b> | <b>1,288</b> | <b>(2,146)</b> |
| Financial assets           | -                       | -        | 38,481         | 1            | -            | 182            |
| Financial liabilities      | -                       | -        | -              | (498)        | -            | -              |
| <b>Long-term exposure</b>  | <b>-</b>                | <b>-</b> | <b>38,481</b>  | <b>(497)</b> | <b>-</b>     | <b>182</b>     |

The following table shows the FX sensitivity analysis on the Group's results and equity by taking into consideration a change in FX rates by +/- 10%.

| <i>Amounts in € '000</i>                   | THE GROUP  |      |     |      |         |       |     |      |       |      |
|--|------------|------|-----|------|---------|-------|-----|------|-------|------|
|  | 10%        | -10% | 10% | -10% | 10%     | -10%  | 10% | -10% | 10%   | -10% |
|  | 31/12/2016 |      |     |      |         |       |     |      |       |      |
|  | USD        | GBP  | LEK | RON  | Other   |       |     |      |       |      |
| Profit for the financial year (before tax) | 59         | (59) | 73  | (73) | -       | -     | 19  | (19) | (75)  | 75   |
| Equity                                     | 59         | (59) | 73  | (73) | (1,661) | 1,661 | 19  | (19) | (75)  | 75   |
|  | 31/12/2015 |      |     |      |         |       |     |      |       |      |
|  | USD        | GBP  | LEK | RON  | Other   |       |     |      |       |      |
| Profit for the financial year (before tax) | 75         | (75) | 1   | (1)  | -       | -     | 28  | (28) | (197) | 197  |
| Equity                                     | 75         | (75) | 1   | (1)  | (1,388) | 1,388 | 28  | (28) | (197) | 197  |

Sensitivity analysis for the currency Lev is not included in the table above, because the exchange rate of EURO/LEV is fixed.

The Group's exposure to FX risk varies during the financial year depending on the volume of the transactions and its wider FX risk exposure. However, the above analysis is considered to be representative of the Group's FX risk exposure.

### 50.3 Financing and Interest rate Risk

Changes in interest rates can affect the Group's net income by increasing the costs of servicing debt used to finance the Group. Changes in the interest rates can also affect, amongst others: (a) the cost

and availability of debt financing along with the Company's ability to achieve attractive rates of return on its investments; and (b) the debt financing capability of the investments and of the businesses in which the Group invests.

Bank debt constitutes one of the funding sources of the Group's investments. A large portion of the Group's debt pays floating interest rates and therefore is directly dependent upon interest rate levels and fluctuations, a fact which exposes the Group to cash flow risk. The Group's floating rates are converted into fixed rates through hedging instruments which are in turn offset to a significant degree by bank deposits. The Group's policy is to constantly monitor interest rate trends as well as the duration of its financial needs. Thus, decisions about the duration along with the relationship between fixed and floating rate of a new loan, are taken separately for each case.

The table below presents the sensitivity on the Group's and the Company's results and equity for the period based on a reasonable fluctuation in the interest rate in the range of +/- 1%:

| <i>Amounts in € '000</i>                   | <b>THE GROUP</b>  |        |                   |        |
|--|-------------------|--------|-------------------|--------|
|  | 1%                | -1%    | 1%                | -1%    |
|  | <b>31/12/2016</b> |        | <b>31/12/2015</b> |        |
| Profit for the financial year (before tax) | (17,544)          | 17,544 | (17,549)          | 17,549 |
| Equity                                     | (17,544)          | 17,544 | (17,549)          | 17,549 |

| <i>Amounts in € '000</i>                   | <b>THE COMPANY</b> |       |                   |       |
|--|--------------------|-------|-------------------|-------|
|  | 1%                 | -1%   | 1%                | -1%   |
|  | <b>31/12/2016</b>  |       | <b>31/12/2015</b> |       |
| Profit for the financial year (before tax) | (6,813)            | 6,813 | (6,448)           | 6,448 |
| Equity                                     | (6,813)            | 6,813 | (6,448)           | 6,448 |

## 50.4 Market Risk

The Group's and the Company's exposure in relation to its investments stems from possible adverse price movements in the market prices of equities and other listed securities.

It is noted that:

- Investments in subsidiaries are measured at acquisition cost less any accumulated impairment losses. The impairment test is performed according to the provisions of IAS 36.
- The trading portfolio and other financial assets at fair value through profit and loss are measured at fair value and valuation differences are recognized as profit or loss of the separate and the consolidated Income Statements.

The risk of the Group and the Company with respect to the trading portfolio, financial instruments at fair value through profit or loss and the investment portfolio arises from potential adverse changes in the market prices of shares and other securities. On 31/12/2016, the assets exposed to market risk amounted to € 8.9 m for the Group and € 0.8 m for the Company respectively. A fluctuation of +/- 30% in investments whose valuation gains or losses are recognized in other comprehensive income and cumulatively in equity, would lead to a change of +/- € 0.1 m for the Group, whereas for the investments with valuation gains or losses recognized in P&L, a variation of +/- 30%, would result in a change of +/- € 0.3 m for the Group.

For the Company, a fluctuation of +/-30% in investments whose valuation gains or losses are recognized in the Income Statement would lead to a change of +/- € 0.2 m.

## 50.5 Credit risk

Credit risk is the potential delayed payment to the Group and the Company of its current and future receivables by its counterparties. The assets exposed to credit risk on the statement of Financial Position as of the reporting date are analyzed as follows:

| <i>Amounts in € '000</i>         | THE GROUP      |                | THE COMPANY   |               |
|----------------------------------|----------------|----------------|---------------|---------------|
|                                  | 31/12/2016     | 31/12/2015     | 31/12/2016    | 31/12/2015    |
| <i>Financial assets</i>          |                |                |               |               |
| Derivative financial instruments | 5,877          | -              | -             | -             |
| Cash and cash equivalents        | 142,900        | 177,553        | 10,197        | 14,915        |
| Trade and other receivables      | 253,785        | 280,729        | -             | -             |
| <b>Total</b>                     | <b>402,562</b> | <b>458,282</b> | <b>10,197</b> | <b>14,915</b> |

Aiming at minimizing credit risk and bad debts, the Group has adopted efficient processes and policies in relation to exposure limits per counterparty based on the counterparty's credibility.

- Cash and cash equivalents are considered as assets with high credit risk since the current macroeconomic conditions in Greece exert considerable pressure on domestic banks. The Group's Management sets limits to the level of risk exposure to each financial institution separately. The majority of the Group's cash and cash equivalents is invested in counterparties with high credit ratings and for short-term periods.
- In relation to trade and other receivables, the Group is not exposed to significant credit risks. At the end of year 2016, the Management considers that there are no substantial credit risks which have not been already covered by bad debts provisions.

## 50.6 Liquidity risk

Prudent liquidity risk management implies cash adequacy as well as the existence and availability of necessary funding sources. The Group is managing its liquidity requirements on a daily basis through systematic monitoring of its short and long-term financial liabilities and through daily monitoring of the payments made. Furthermore, the Group constantly monitors the maturity of its receivables and payables, in order to maintain a balance between capital continuity and flexibility via its bank credit worthiness.

Maturity of financial liabilities as at 31/12/2016 and 31/12/2015 for the Group and the Company is analyzed as follows:

| <i>Amounts in € '000</i>                           | THE GROUP       |                |                |                   |                 |                |                |                   |
|--|-----------------|----------------|----------------|-------------------|-----------------|----------------|----------------|-------------------|
|  | 31/12/2016      |                |                |                   | 31/12/2015      |                |                |                   |
|  | Short-term      |                | Long-term      |                   | Short-term      |                | Long-term      |                   |
|  | Within 6 months | 6 to 12 months | 1 to 5 years   | More than 5 years | Within 6 months | 6 to 12 months | 1 to 5 years   | More than 5 years |
| Long-term borrowing                                | 60,162          | 193,897        | 807,636        | 44,403            | 48,399          | 259,372        | 738,341        | 51,979            |
| Liabilities relating to operating lease agreements | 657             | 689            | 3,948          | -                 | 507             | 629            | 4,634          | -                 |
| Trade payables                                     | 172,589         | 8,019          | -              | -                 | 171,077         | 14,593         | -              | -                 |
| Other short-term-long-term liabilities             | 148,334         | 16,118         | 11,359         | 400               | 140,541         | 19,748         | 13,813         | 400               |
| Short-term borrowing                               | 391,687         | 171,403        | -              | -                 | 393,602         | 195,531        | -              | -                 |
| Derivative financial instruments                   | -               | -              | -              | -                 | 1,342           | -              | -              | -                 |
| <b>Total</b>                                       | <b>773,429</b>  | <b>390,126</b> | <b>822,943</b> | <b>44,803</b>     | <b>755,468</b>  | <b>489,873</b> | <b>756,788</b> | <b>52,379</b>     |

| <i>Amounts in € '000</i>               | THE COMPANY     |                |                |                   |                 |                |                |                   |
|--|-----------------|----------------|----------------|-------------------|-----------------|----------------|----------------|-------------------|
|  | 31/12/2016      |                |                |                   | 31/12/2015      |                |                |                   |
|  | Short-term      |                | Long-term      |                   | Short-term      |                | Long-term      |                   |
|  | Within 6 months | 6 to 12 months | 1 to 5 years   | More than 5 years | Within 6 months | 6 to 12 months | 1 to 5 years   | More than 5 years |
| Long-term borrowing                    | 44,903          | 58,722         | 597,144        | -                 | 14,171          | 179,000        | 494,907        | -                 |
| Other short-term-long-term liabilities | 12,648          | -              | 9,514          | -                 | 11,511          | -              | 11,434         | -                 |
| Short-term borrowing                   | 3,270           | -              | -              | -                 | 3,270           | -              | -              | -                 |
| <b>Total</b>                           | <b>60,821</b>   | <b>58,722</b>  | <b>606,658</b> | <b>-</b>          | <b>28,952</b>   | <b>179,000</b> | <b>506,341</b> | <b>-</b>          |

As presented in the table above, total debt of the Group on 31/12/2016 amounted to € 1,674,482k. Long term debt amounted to € 855,987k while short term debt amounted to €818,495k. Respectively, total debt of the Company on 31/12/2016 amounted to €704,039k, of which €597,144k was long term debt and €106,895k was short term debt.

The Group and the Company on 31/12/2016 had negative working capital, since current liabilities exceeded current assets by € 644,703k and € 95,259k respectively. This issue will be solved following the successful completion of the restructuring of the debt of the companies of the Group (see note 3.1 and 27).

### 50.7 Fuel price fluctuation risk

Group companies operating in the transportation sector are significantly affected by fuel price fluctuations, since it constitutes one of their main operating costs. An increase or decrease in fuel prices by 10% on an annual basis would affect the Group's results and equity position by approximately +/- € 6.3 m.

### 50.8 Accidents risk

The transportation sector, given its operational nature, is subject to accident risks that can have adverse effects on results, clients and operations. ATTICA group vessels are insured against the following risks: a) vessel and machine insurance, b) increased value insurance and c) war risk insurance.

### 50.9 Competition risk

Competition between the companies operating in the transportation, healthcare and food and dairy sectors is particularly intense and could adversely affect their sales and profitability.

In the transportation sector, the economic recession combined with the intense competition in passenger shipping has resulted in a continuous effort by the companies to maintain or expand their market shares which could lead to more competitive prices, as well as to potential adverse effects on the Group's sales and profitability.

In the healthcare sector, the competition between the companies is particularly intense mainly because the Public Sector has been unable to cover the ever growing demand and to render quality healthcare services.

In this context, private clinics focused on broadening the services provided and on improving the response time to patients, through expansion of the existing facilities to house new departments. For instance, several private clinics include from maternal to diagnostic departments in order to widen the range of services provided.

Another aspect of competition observed in the subsector of provision of private healthcare services is the expansion of collaboration between the private units and the insurance companies to cover

hospitalization costs for a wider range of patients. By making use of its comparative advantages, HYGEIA group focuses on the continuous improvement of the high quality healthcare services rendered according to the internationally certified standards and, as such, HYGEIA group is currently the leader in the Greek sector of private healthcare services.

However, should HYGEIA group discontinue its development and investment policy, its competitive position might be significantly affected, which would also affect its financial position.

The food and dairy sector and in particular the subsectors where VIVARTIA group is present (dairy, frozen vegetables and pastry, food services) are facing accentuated competition from both large domestic or international entities in the specific subsectors, as well as from very small national or local competitors. Potential changes in the frameworks that govern the above subsectors (e.g. product life, labelling of product origin, food and beverage VAT, social insurance and employment regulations, etc.) create conditions of intense competition. Additionally, following the general consumption trend globally, but also in particular due to the persisting economic conditions in Greece, there has been a constant increase in the consumption of private label products, which affects the competition in dairy, frozen vegetables and pastry products. Finally, the food services subsector is present in an equally intense competition environment with the majority of its competitors consisting of non-organized networks, specifically stand-alone shops. The deficiency of the controlling mechanisms creates skewed conditions (non-issuance of receipts, tax evasion, non-registered employment, non-payment of social security contributions, etc.) and hence unfair competition between the organized chains and the personal businesses with an obvious impact on their sales and profitability.

#### 50.10 Capital management policies and procedures

The Group's targets in terms of capital management are the following:

- to ensure the maintenance of high credit ratings and healthy capital ratios;
- to ensure the Group's capability of maintaining its operations (going concern); and
- as a holding company, to increase the value of the Company and consequently create value for its shareholders through the value increase of its portfolio companies.

The Group monitors capital in terms of equity, less cash and cash equivalents as presented in the statement of Financial Position. The capital for the financial years 2016 and 2015 is analyzed as follows:

| <i>Amounts in € '000</i>                 | THE GROUP        |                  | THE COMPANY      |                  |
|--|------------------|------------------|------------------|------------------|
|  | 31/12/2016       | 31/12/2015       | 31/12/2016       | 31/12/2015       |
| Total equity                             | 429,010          | 508,400          | 666,095          | 782,975          |
| Cash, cash equivalents & restricted cash | (142,900)        | (177,553)        | (10,197)         | (14,915)         |
| <b>Capital</b>                           | <b>286,110</b>   | <b>330,847</b>   | <b>655,898</b>   | <b>768,060</b>   |
| Total equity                             | 429,010          | 508,400          | 666,095          | 782,975          |
| Plus: Loans                              | 1,674,482        | 1,692,994        | 704,039          | 691,348          |
| <b>Total capital</b>                     | <b>2,103,492</b> | <b>2,201,394</b> | <b>1,370,134</b> | <b>1,474,323</b> |
| Capital to Total capital                 | 1:7,35           | 1:6,65           | 1:2,09           | 1:1,92           |

The Group defines the amount of capital in relation to its total capital structure i.e. equity and financial liabilities without taking into account subordinated debt. The Group manages its capital structure and proceeds with adjustments while financial conditions and risk characteristics of existing assets change. Aiming at retaining or adjusting its capital structure, the Group may adjust

the dividends paid, return capital to its shareholders, issue new share capital or dispose assets in order to reduce debt.

## 51. STATEMENT OF FINANCIAL POSITION POST REPORTING DATE EVENTS

### 51.1 Financial Services

- On 21/03/2017, MIG announced the signing of an agreement for the disposal of its total participation in the company SUNCE, corresponding to approximately 49.99% of the share capital thereof, to the company “SUNCE ULAGANJA d.o.o.” controlled by the Andabak family being the majority shareholders. The transaction consideration amounts to € 43 m and will be fully paid upon completion of the transaction, which has been agreed to take place until June 15, 2017. The aforementioned sale is consistent with MIG’s stated strategy of gradual disposal of non-core assets.
- On April 28, 2017, MIG announced that Mr. Joseph Iskander, being a Non-Executive Member of the Board of Directors, has resigned from the Board of Directors of the Company as he is leaving Dubai Group which is a shareholder in MIG. The Board of Directors decided not to replace the resigned member at this point, in accordance with the Articles of Incorporation of the Company and the current legislation.

*Apart from the aforementioned, there are no events posterior to the Financial Statements, regarding either the Group or the Company, which may require reference by IFRS.*

## 52. APPROVAL OF FINANCIAL STATEMENTS

The separate and consolidated Financial Statements for the financial year which ended on 31/12/2016 were approved by the Board of Directors of MARFIN INVESTMENT GROUP HOLDINGS S.A. on 28/04/2017.

The Chairman of the  
BoD

The Chief Executive  
Officer

The Chief Financial  
Officer

The Chief  
Accountant

Stavros  
Lekakos

Athanasios  
Papanikolaou

Christophe  
Vivien

Stavroula  
Markouli

I.D. No AB570154

I.D. No AK737076

Passport No: 14AD07810

I.D. No AB656863