INTERIM REPORT AND FINANCIAL STATEMENTS for the period from 1 January 2023 to 30 June 2023

# INTERIM REPORT AND FINANCIAL STATEMENTS for the period from 1 January 2023 to 30 June 2023

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## INTERIM REPORT OF THE BOARD OF DIRECTORS

The Board of Directors presents its management report and financial results of the Company for the period from 1 January 2023 to 30 June 2023.

#### Incorporation and listing on the Athens Stock Exchange

The Company Galaxy Cosmos Mezz PLC (the "Company") was incorporated in Cyprus on 27 April 2022 as a private limited liability company under the provisions of the Cyprus Companies Law, Cap. 113.On 8 September 2022, the Company was renamed from Galaxy Mezz LTD to Galaxy Cosmos Mezz PLC and was transformed to a public limited liability company under the provisions of the Cyprus Companies Law.

On 20 October 2022, the shares of the Company were approved by the Athens Stock Exchange for trading with the Alternative Market EN.A Plus, and on 31 October 2022 commenced trading.

#### Principal activities and nature of operations of the Company

The principal activities of the Company, is the holding and management of the following notes:

- 46.3% of the Class B2 mezzanine notes issued by Orion X Securitization DAC with ISIN XS2159930275
- 46.3% of the Class B2 mezzanine notes issued by Galaxy II Funding DAC with ISIN XS2159931083
- 46.3% of the Class B2 mezzanine notes issued by Galaxy IV Funding DAC with ISIN XS2159931919
- 46.3% of the Class B2 mezzanine notes issued by Cosmos Securitisation DAC with ISIN XS2397544656
- 44% of the Class C junior notes issued by Orion X Securitization DAC with ISIN XS2159930432
- 44% of the Class C junior notes issued by Galaxy II Funding DAC with ISIN XS2159931240
- 44% of the Class C junior notes issued by Galaxy IV Funding DAC with ISIN XS2159932057
- 44% of the Class C junior notes issued by Cosmos Securitisation DAC with ISIN XS2397545034

In July 2022, Alpha Services & Holdings S.A. contributed to the Company 44% of the Mezzanine and Junior Galaxy notes and 44% of the Mezzanine and Junior Cosmos notes in exchange for newly issued shares. Specifically, 83,316,815 shares were issued by the Company at a total value of €22,495,540.

The issued shares of the Company were distributed to the shareholders of Alpha Services & Holdings S.A., following a reduction in the share capital of Alpha Services & Holdings S.A.

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

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

As described above, the Company holds mezzanine notes and junior notes.

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

## INTERIM REPORT OF THE BOARD OF DIRECTORS

- A. Pre- acceleration order of priority:
- Issuers' and other securitization expenses Priority 1
- Issuers' fees Priority 2
- Other securitization expenses Priority 3
- Other taxes Priority 4
- Credit to issuers' profit ledger with the issuer profit amount Priority 5
- Servicer's fees Priority 6
- Interest due and payable on the reserves loan Priority 7
- Commissions for Hercules Asset Protection Scheme ("HAPS") Priority 8

- Interest payments of senior notes due and interest payments of senior notes not paid by the HAPS Guarantor - Priority 9

- Interest payments of senior notes due Priority 10
- Credit senior notes liquidity reserve fund ledger Priority 11
- Credit the REOCo Reserve Account Priority 12
- Reserves Repayment of reserves loan Priority 13
- Interest payments of mezzanine notes due Priority 14
- Principal repayments of senior notes (up until redemption in full) Priority 15
- Priority repayment of mezzanine notes (up until redemption in full)- Priority 16
- Principal repayment of junior notes Priority 17

#### B. Acceleration order of priority:

Following the service of a Note Acceleration Notice, the Issuer (or the Cash Manager on its behalf) will apply all amounts standing to the credit of the Issuer Accounts (other than the Issuer Profit Amount) and amounts received or recovered following the service of a Note Acceleration Notice on the Issuer (including, for the avoidance of doubt, on enforcement of the Security) to repay any liabilities of the Issuer and to discharge all other amounts required to be paid by the Issuer in accordance with the order of priority set out in the Post Acceleration Priority of Payments (and provided that any amounts credited to the Transaction Account by the HAPS Guarantor under the HAPS Guarantee).

The acceleration order of priority applies at redemption events or on final maturity date. For the period from January 2023 to 30 June 2023, the pre acceleration order of priority applies.

During the period from January 2023 to 30 June 2023, the Company has received coupon payments of €5,789,820 in relation to the notes it holds.

#### Future developments of the Company

During July 2023, the Company received coupon payments of  $\in 2,103,200$ . As regards Galaxy II and Orion X Securitisations, a HAPS Deferred Interest Event, as defined on the Asset Protection Schemes of Hercules ("HAPs") of L.4649/2019, has occurred for the Interest Payment Date of 25.07.2023, resulting to the deferral of the coupons due and payable to the Mezzanine Noteholders. Remedial actions are already being taken by the servicer of the notes for the acceleration of the portfolios' performance.

On 7 August 2023, during the Company's AGM, the shareholders approved the proposal of the Board of Directors to reduce the share capital of the Company by  $\in$ 9,250,539.85 by reducing the nominal value of the shares from  $\in$ 0.27 each to  $\in$ 0.1636 each. The capital reduction is expected to be completed in the fourth quarter of the financial year 2023.

#### **Related party transactions**

Disclosed in note 15 of the financial statements.

# INTERIM REPORT OF THE BOARD OF DIRECTORS

By order of the Board of Directors,

Omnium Services Limited Secretary

29 September 2023

# INTERIM STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

for the period from 1 January 2023 to 30 June 2023

		01/01/2023- 30/06/2023	27/04/2022- 30/06/2022
	Note	€	€
Interest income Fair value changes of financial assets at fair value through profit or loss Overprovision of 2022 tax expense Administration and other expenses	5 10 6 7	1,588,119 3,174,439 300,484 (194,129)	- - -
Operating profit		4,868,913	-
Finance costs Net finance costs Profit before tax	8	<u>(6,058)</u> (6,058) 4,862,855	
Tax		(85,000)	-
Net profit for the period		4,777,855	-
Other comprehensive income			
Total comprehensive income for the period		4,777,855	-
Profit per share attributable to equity holders (cent)	9	5.50	<u> </u>

The notes on pages 8 to 13 form an integral part of these financial statements.

## INTERIM STATEMENT OF FINANCIAL POSITION 30 June 2023

ASSETS	Note	30/06/2023 €	31/12/2022 €
<b>Non-current assets</b> Financial assets at fair value through profit or loss	10	<u>19,646,797</u> <u>19,646,797</u>	20,674,059 20,674,059
Current assets Cash and cash equivalents	11	<u>13,037,819</u> <u>13,037,819</u>	7,655,647 7,655,647
Total assets		32,684,616	28,329,706
EQUITY AND LIABILITIES			
Equity Share capital Retained earnings	12	23,474,114 <u>8,787,988</u>	23,474,114 4,010,133
Total equity		32,262,102	27,484,247
Current liabilities Trade and other payables Current tax liabilities Total liabilities	13 14	103,298 <u>319,216</u> 422,514	310,759 534,700 845,459
Total equity and liabilities		32,684,616	28,329,706

The notes on pages 8 to 13 form an integral part of these financial statements.

### INTERIM STATEMENT OF CHANGES IN EQUITY for the period from 1 January 2023 to 30 June 2023

	Note	Share capital €	Retained earnings €	Total €
Balance at 27 April 2022			-	-
Transactions with owners				
Issue of share capital	12	84,542	-	84,542
Total transactions with owners	-	84,542		84,542
Balance at 30 June 2022	-	84,542		84,542
Balance at 1 January 2023		23,474,114	4,010,133	27,484,247
Comprehensive income				
Net profit for the period		-	4,777,855	4,777,855
Total comprehensive income for the period		-	4,777,855	4,777,855
Balance at 30 June 2023	12	23,474,114	8,787,988	32,262,102

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

The notes on pages 8 to 13 form an integral part of these financial statements.

## INTERIM CASH FLOW STATEMENT for the period from 1 January 2023 to 30 June 2023

CASH FLOWS FROM OPERATING ACTIVITIES	Note	01/01/2023- 30/06/2023 €	27/04/2022- 30/06/2022 €
Profit before tax		4,862,855	-
Adjustments for: Fair value gains on financial assets at fair value through profit or loss Interest income Overprovision of 2022 tax expense	5 6	(3,174,439) (1,588,119) (300,484)	- - -
		(200,187)	-
Changes in operating assets and liabilities: Decrease in trade and other payables Coupons received		(207,461) <u>5,789,820</u>	-
Cash generated from operations		5,382,172	-
CASH FLOWS FROM INVESTING ACTIVITIES		<u> </u>	
CASH FLOWS FROM FINANCING ACTIVITIES		<u> </u>	-
Net increase in cash and cash equivalents		5,382,172	-
Cash and cash equivalents at beginning of the period		7,655,647	-
Cash and cash equivalents at end of the period	11	13,037,819	-

The notes on pages 8 to 13 form an integral part of these financial statements.

## NOTES TO THE INTERIM FINANCIAL STATEMENTS for the period from 1 January 2023 to 30 June 2023

#### 1. Incorporation and principal activities

#### Country of incorporation

The Company GALAXY COSMOS MEZZ PLC (the "Company") was incorporated in Cyprus on 27 April 2022 as a private limited liability company under the provisions of the Cyprus Companies Law, Cap. 113. On 8 September 2022, the Company was renamed from Galaxy Mezz LTD to Galaxy Cosmos Mezz PLC and was transformed to a public limited liability company under the provisions of the Cyprus Companies Law. On 20 October 2022, the shares of the Company were approved by the Athens Stock Exchange for trading with the Alternative Market EN.A Plus, and on 31 October 2022 commenced trading. Its registered office is at 33, Vasilissis Freiderikis street, Palais D'Ivoire, Floor 2, 1066, Nicosia, Cyprus.

#### **Principal activity**

The principal activities of the Company, is the holding and management of the following notes:

- 46.3% of the Class B2 mezzanine notes issued by Orion X Securitization DAC with ISIN XS2159930275
- 46.3% of the Class B2 mezzanine notes issued by Galaxy II Funding DAC with ISIN XS2159931083
- 46.3% of the Class B2 mezzanine notes issued by Galaxy IV Funding DAC with ISIN XS2159931919
- 46.3% of the Class B2 mezzanine notes issued by Cosmos Securitisation DAC with ISIN XS2397544656
- 44% of the Class C junior notes issued by Orion X Securitization DAC with ISIN XS2159930432
- 44% of the Class C junior notes issued by Galaxy II Funding DAC with ISIN XS2159931240
- 44% of the Class C junior notes issued by Galaxy IV Funding DAC with ISIN XS2159531210
- 44% of the Class C junior notes issued by Cosmos Securitisation DAC with ISIN XS2397545034

#### 2. Basis of preparation

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

As of the date of the authorisation of the financial statements, all International Financial Reporting Standards issued by the International Accounting Standards Board (IASB) that are effective as of 1 January, 2023 have been adopted by the EU through the endorsement procedure established by the European Commission.

The preparation of interim financial statements in conformity with IFRSs requires the use of certain critical accounting estimates and requires Management to exercise its judgment in the process of applying the Company's accounting policies.

#### 3. Significant accounting policies

The interim financial statements, which are presented in Euro, have been prepared in accordance with international Financial Reporting Standards, including IAS 34 "Interim Financial Reporting".

The accounting policies used in the preparation of the interim financial statements are in accordance with those used in the annual financial statements for the year ended 31 December 2022.

Costs that are incurred during the financial year are anticipated or deferred for interim reporting purposes if, and only if, it is also appropriate to anticipate or defer that type of cost at the end of the financial year.

Corporation tax is calculated based on the expected tax rates for the whole financial year.

These interim financial statements must be read in conjunction with the annual financial statements for the year ended 31 December 2022.

## NOTES TO THE INTERIM FINANCIAL STATEMENTS for the period from 1 January 2023 to 30 June 2023

#### 4. Fair value estimation

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

	Carrying an	nounts	Fair val	ues
	30/06/2023	31/12/2022	30/06/2023	31/12/2022
	€	€	€	€
Financial assets				
Cash and cash equivalents	13,037,819	7,655,647	13,037,819	7,655,647
Fair value through profit or loss	<u>19,646,797</u>	20,674,059	<u>19,646,797</u>	20,674,059
	32,684,616	28,329,706	32,684,616	28,329,706

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. The Company considered two widely used valuation methods to calculate the Fair Value of the Notes: (i) income approach (Discounted Cash Flow method) and (ii) Market approach (Comparable transactions method). However, only the outcome of the income approach was used in the valuation of the Notes by the independent valuer.

#### Fair value measurements recognised in interim statement of financial position

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

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

30 June 2023	Level 1 €	Level 2 €	Level 3 €	Total €
Financial assets Mezzanine notes (Class B2)			19,646,797	19,646,797
Total –	-	-	19,646,797	19,646,797
31 December 2022 Financial assets	Level 1 €	Level 2 €	Level 3 €	Total €
Mezzanine notes (Class B2) Junior notes (Class C)	-	-	20,366,938 <u>307,121</u>	20,366,938 <u>307,121</u>
Total			20,674,059	20,674,059

#### 5. Interest income

	01/01/2023-	27/04/2022-
	30/06/2023	30/06/2022
	€	€
Interest income from financial assets at FVTPL	1,588,119	-
	1,588,119	-

# NOTES TO THE INTERIM FINANCIAL STATEMENTS for the period from 1 January 2023 to 30 June 2023

### 6. Overprovision of 2022 tax expense

	01/01/2023- 30/06/2023 €	27/04/2022- 30/06/2022 €
Corporation tax prior year	300,484	-
	300,484	-
7. Administration expenses		
	01/01/2023- 30/06/2023 €	27/04/2022- 30/06/2022 €
Rent	4,134	-
Annual levy Auditors' remuneration	350 33,320	-
Accounting fees	20,000	-
Legal fees	3,700	-
Directors' fees Other professional fees	12,000 <u>120,625</u>	-
	194,129	
8. Finance costs		
	01/01/2023- 30/06/2023	27/04/2022- 30/06/2022
	€	€
Sundry finance expenses	6,058	-
Sundry finance expenses Finance costs	<u>6,058</u> <u>6,058</u>	-
Finance costs		- - 27/04/2022- 30/06/2022
Finance costs	<u>6,058</u> 01/01/2023-	
Finance costs 9. Profit per share attributable to equity holders	<u>6,058</u> 01/01/2023- 30/06/2023	
Finance costs 9. Profit per share attributable to equity holders Profit attributable to shareholders (€)	<u>6,058</u> 01/01/2023- 30/06/2023 <u>4,777,855</u>	30/06/2022
Finance costs         9. Profit per share attributable to equity holders         Profit attributable to shareholders (€)         Weighted average number of ordinary shares in issue during the period	6,058 01/01/2023- 30/06/2023 4,777,855 86,941,164	30/06/2022
Finance costs         9. Profit per share attributable to equity holders         Profit attributable to shareholders (€)         Weighted average number of ordinary shares in issue during the period         Profit per share attributable to equity holders (cent)	6,058 01/01/2023- 30/06/2023 4,777,855 86,941,164 5.50 01/01/2023- 30/06/2023	30/06/2022 - 86,941,164 - 27/04/2022- 31/12/2022
<ul> <li>Finance costs</li> <li>9. Profit per share attributable to equity holders</li> <li>Profit attributable to shareholders (€)</li> <li>Weighted average number of ordinary shares in issue during the period</li> <li>Profit per share attributable to equity holders (cent)</li> <li>10. Financial assets at fair value through profit or loss</li> <li>Financial assets</li> </ul>	6,058 01/01/2023- 30/06/2023 4,777,855 86,941,164 5.50 01/01/2023- 30/06/2023 €	30/06/2022 - 86,941,164 - 27/04/2022-
Finance costs         9. Profit per share attributable to equity holders         Profit attributable to shareholders (€)         Weighted average number of ordinary shares in issue during the period         Profit per share attributable to equity holders (cent)         10. Financial assets at fair value through profit or loss         Financial assets         Balance at 1 January         Additions	6,058 01/01/2023- 30/06/2023 4,777,855 86,941,164 5.50 01/01/2023- 30/06/2023 € 20,674,059	30/06/2022 - 86,941,164 - 27/04/2022- 31/12/2022 € - 22,495,540
<ul> <li>Finance costs</li> <li>9. Profit per share attributable to equity holders</li> <li>Profit attributable to shareholders (€)</li> <li>Weighted average number of ordinary shares in issue during the period</li> <li>Profit per share attributable to equity holders (cent)</li> <li>10. Financial assets at fair value through profit or loss</li> <li>Financial assets</li> <li>Balance at 1 January Additions Interest income Fair value change of financial assets at fair value through profit or loss</li> </ul>	6,058 01/01/2023- 30/06/2023 4,777,855 86,941,164 5.50 01/01/2023- 30/06/2023 € 20,674,059 - 1,588,119 3,174,439	30/06/2022 - 86,941,164 - 27/04/2022- 31/12/2022 € - 22,495,540 2,718,962 2,177,904
Finance costs         9. Profit per share attributable to equity holders         Profit attributable to shareholders (€)         Weighted average number of ordinary shares in issue during the period         Profit per share attributable to equity holders (cent)         10. Financial assets at fair value through profit or loss         Financial assets         Balance at 1 January         Additions         Interest income	6,058 01/01/2023- 30/06/2023 4,777,855 86,941,164 5.50 01/01/2023- 30/06/2023 € 20,674,059 - 1,588,119	30/06/2022 - 86,941,164 - 27/04/2022- 31/12/2022 € - 22,495,540 2,718,962

## NOTES TO THE INTERIM FINANCIAL STATEMENTS for the period from 1 January 2023 to 30 June 2023

#### 10. Financial assets at fair value through profit or loss (continued)

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

			30/06/2023 €	31/12/2022 €
Financial assets at fair value through profit	or loss			
Mezzanine notes (Class B2) Junior notes (Class C)		-	19,646,797 -	20,366,938 <u>307,121</u>
		-	19,646,797	20,674,059
11. Cash and cash equivalents				
Cash balances are analysed as follows:				
			30/06/2023	31/12/2022
Cash at bank			€ 13,037,819	€ 7,655,647
		-	<u>13,037,819</u> 13,037,819	7,655,647
		=	13,037,017	1,033,017
12. Share capital				
	30/6/2023	30/6/2023	31/12/2022	31/12/2022
	Number of		Number of	C
Authorised	shares	(	shares	€
Ordinary shares	86,941,164	23,474,114	86,941,164	23,474,114
<b>Issued and fully paid</b> Balance at 1 January 2023 /27 April 2022	86,941,164	23,474,114	ŧ -	-
Issue of shares		-	86,941,164	23,474,114
Balance at 30 June 2023/31 December 2022	86,941,164	23,474,114	86,941,164	23,474,114

#### Authorised capital

Under its Memorandum the Company fixed its share capital at 313,120 ordinary shares of nominal value €0.27 each.

On 14 July 2022, the Company increased its authorized share capital by 86,628,044 to 86,941,164 ordinary shares of nominal value €0.27 each.

#### **Issued capital**

Upon incorporation on 27 April 2022 the Company issued to the subscribers of its Memorandum of Association 313,120 ordinary shares of nominal value €0.27 each.

On 14 July 2022, the Company increased its issued share capital by 86,628,044 to 86,941,164 ordinary shares of nominal value  $\in 0.27$  each. The new shares were issued to Alpha Services and Holdings SA in exchange for contribution of notes, whose fair value at the date of the transfer equal to  $\in 22,495,540$  based on the valuation of independent valuers. Additionally, there was a cash consideration paid of  $\in 894,032$ .

### NOTES TO THE INTERIM FINANCIAL STATEMENTS for the period from 1 January 2023 to 30 June 2023

#### 13. Trade and other payables

	30/06/2023	31/12/2022
	€	€
Trade payables	44,594	196,100
Accruals	58,704	114,659
	103,298	310,759
14. Current tax liabilities		
	30/06/2023	31/12/2022
	€	€
Corporation tax	319,216	534,700
	319,216	534,700

#### 15. Related party transactions

The following transactions were carried out with related parties:

#### 15.1 Directors' remuneration

The remuneration of Directors and other members of key management was as follows:

	01/01/2023-	27/04/2022-
	30/06/2023	30/06/2022
	€	€
Directors' fees	12,000	-

#### 16. Events after the reporting period

During July 2023, the Company received coupon payments of  $\in 2,103,200$ . As regards Galaxy II and Orion X Securitisations, a HAPS Deferred Interest Event, as defined on the Asset Protection Schemes of Hercules ("HAPs") of L.4649/2019, has occurred for the Interest Payment Date of 25.07.2023, resulting to the deferral of the coupons due and payable to the Mezzanine Noteholders. Remedial actions are already being taken by the servicer of the notes for the acceleration of the portfolios' performance.

On 7 August 2023, during the Company's AGM, the shareholders approved the proposal of the Board of Directors to reduce the share capital of the Company by  $\notin$ 9,250,539.85 by reducing the nominal value of the shares from  $\notin$ 0.27 each to  $\notin$ 0.1636 each. The capital reduction is expected to be completed in the fourth quarter of the financial year 2023.

There were no other material events after the reporting period, which have a bearing on the understanding of the interim financial statements.

## NOTES TO THE INTERIM FINANCIAL STATEMENTS for the period from 1 January 2023 to 30 June 2023

#### Disclaimer

These interim unaudited financial statements are solely for informational purposes, are not an offer to sell or a solicitation of an offer to buy or provide a basis for evaluations, and do not constitute investment, legal, accounting, regulatory, taxation, or other advice. No representation, warranty, or undertaking is being made and no reliance may be placed for any purpose whatsoever on the information contained in these interim unaudited financial statements in making any investment decision. Users are solely responsible for forming their own opinions and conclusions on such matters and for making their own independent assessments of the Company. Users are solely responsible for seeking independent professional advice in relation to the Company and they should consult with their own advisers as to the legal, tax, business, financial and related aspects and/or consequences of any investment decision. No responsibility or liability is accepted by any person for any of the information. The Company, its financial and other advisors, and their respective directors, officers, and representatives expressly disclaim any and all liability that may arise from these interim unaudited financial statements and any errors contained herein and/or omissions and accept no liability for any loss howsoever arising, directly or indirectly, from any use of the information in these interim unaudited financial statements.