



# AVAX S.A.

Company's number in the General Electronic Commercial Registry: 913601000

(Former Number 14303/06/B/86/26 in the register of Societes Anonymes)

16 Amarousiou-Halandriou Street, Marousi 151 25, Greece

Figures and Information for the year from 1st of January to 31st of December 2018

The figures and information illustrated below aim to provide a summary view of the financial position and results of AVAX S.A. and its subsidiaries. Before making any investment decision or any other transaction concerning the company, we advise the reader to visit the company's web site (www.jp-avax.gr) which presents the detailed financial statements according to International Financial Reporting Standards, along with the auditor's report.

Supervising Authority:

Ministry of Economy & Development (Department of Companies & G.E.M.I.)

Web Site:

www.jp-avax.gr

Board of Directors:

Chairman & Executive Director: Christos Joannou

Deputy Chairman & Executive Director: Konstantinos Kouvaras

Vice Chairman & Executive Director: Konstantinos Lisaridis

Managing Director: Konstantinos Mitzalis

Non-Executive Members: Akaterini Pistioli

Independent & Non-Executive Members: Alexios Sotirakopoulos, Christos Siatas, Michael Chatzizavlou

Board of Directors approval date:

April 25th, 2019

Public Certified Accountant:

Dimitrios V. Spirakis (S.O.E.L. R.N. 34191)

Auditing Firm:

BDO Certified Public Accountants S.A. (S.O.E.L. R.N. 173)

Type of Auditor's Review Report:

Unqualified Opinion - Emphasis of Matter

## CONDENSED STATEMENT OF FINANCIAL POSITION

Amounts in € thousand

	GROUP		COMPANY	
	31/12/2018	31/12/2017	31/12/2018	31/12/2017
<b>ASSETS</b>				
Tangible assets	120.188	111.701	69.936	65.809
Investment properties	13.142	15.594	3.454	1.272
Intangible assets	11.523	11.019	198	171
Financial assets at fair value through other comprehensive income	115.900	-	503.930	-
Available for sale investments	-	109.075	-	454.502
Other non current assets	327.575	322.141	111.764	169.592
Inventories	26.894	39.204	13.037	17.673
Trade receivables	300.829	351.822	294.947	285.274
Other current assets	134.712	203.828	122.400	197.111
Cash and cash equivalents	65.676	73.509	57.026	59.386
<b>TOTAL ASSETS</b>	<b>1.116.439</b>	<b>1.237.893</b>	<b>1.176.693</b>	<b>1.250.790</b>
<b>SHAREHOLDERS EQUITY AND LIABILITIES</b>				
Share Capital (77.654.850 shares x 0,30 euro)	23.296	45.040	23.296	45.040
Share Premium Account	146.677	146.677	146.677	146.677
Other equity items	(81.176)	(81.615)	79.349	59.568
<b>Share capital and reserves (a)</b>	<b>88.797</b>	<b>110.102</b>	<b>249.322</b>	<b>251.285</b>
Non-controlling interests (b)	(920)	(350)	-	-
<b>Total Equity (c)=(a)+(b)</b>	<b>87.877</b>	<b>109.751</b>	<b>249.322</b>	<b>251.285</b>
Debentures/ Long-term loans	475.667	471.919	416.063	411.002
Provisions and other long-term liabilities	67.479	72.258	106.216	110.500
Short-term borrowings	119.721	121.191	104.977	105.184
Other short-term liabilities	365.745	462.774	300.114	372.821
<b>Total liabilities (d)</b>	<b>1.028.611</b>	<b>1.128.142</b>	<b>927.371</b>	<b>999.506</b>
<b>TOTAL SHAREHOLDERS EQUITY AND LIABILITIES (c)+(d)</b>	<b>1.116.439</b>	<b>1.237.893</b>	<b>1.176.693</b>	<b>1.250.790</b>

## CONDENSED STATEMENT OF CHANGES IN EQUITY

Amounts in € thousands

	GROUP		COMPANY	
	31/12/2018	31/12/2017	31/12/2018	31/12/2017
Equity balance at the beginning of the year (1/1/18 and 1/1/17 respectively) as per published financial statements	109.751	115.775	251.285	253.035
Effect of implementation of IFRS 9	(2.800)	-	(2.000)	-
Equity balance at the beginning of the year (1/1/18 and 1/1/17 respectively) adjusted	<b>106.951</b>	<b>115.775</b>	<b>249.285</b>	<b>253.035</b>
Total comprehensive income/ (loss) after tax	(19.042)	(5.552)	10.130	4.309
Merger of a subsidiary	-	-	(10.758)	(5.493)
Addition/ (reduce) of non-controlling interests	(82)	(7)	-	-
Other movements	(82)	(464)	665	(567)
<b>Total equity balance at the end of the year (31/12/18 and 31/12/17 respectively)</b>	<b>87.877</b>	<b>109.751</b>	<b>249.322</b>	<b>251.285</b>

## TRANSACTIONS WITH RELATED PARTIES (amounts in € thousand)

	GROUP		COMPANY	
	1-1-31-12-2018	1-1-31-12-2017	1-1-31-12-2018	1-1-31-12-2017
a) Income	5.132	45.120	-	-
b) Expenses	3.421	52.185	-	-
c) Receivables	24.851	71.174	-	-
d) Payables	1.801	12.883	-	-
e) Key management compensations	2.450	1.050	-	-
f) Receivables from key management	-	-	-	-
g) Payables to key management	445	180	-	-

## NOTES TO THE ACCOUNTS

- The accounting policies applied in preparing these Financial Statements are consistent with those applied for the Financial Statements at 31.12.2017, with the exception of the application of the IFRS 9 and 15, the application of which is mandatory for accounting periods beginning on 1 January 2018. (See note 42 of the annual financial information of 31.12.2018).
- Tax auditing for the Company and the companies of the Group are analysed in note C1 of the Annual Financial Report.
- There are ongoing litigation cases with judicial or administrative bodies which are not expected to have a significant impact on the financial stance of the Group and the Company. The estimated amount for the fiscal years not tax audited as of 31.12.2018 is €453 thousand for both the Group and the Company. Other provisions as of 31.12.2018 amount to €127.776 thousand for the Group and €85.419 thousand for the Company.
- The companies of the Group, the percentages the Group participates in their share capital, as well as the consolidation method used in the financial statements of the fiscal period 1/1-31/12/2018, are mentioned analytically in note C1 of the Annual Financial Report.
- The number of employees at the end of the reporting period at Group level is 1.980 persons (vs 1.674 on 31/12/2017) and at Company level is 1.484 (vs 1.185 on 31/12/2017).
- Earnings per share are calculated using the weighted average number of shares for the period.
- The Board of Directors approved the above financial statements on April 25th, 2019.
- Minor differences in sums are due to rounding.
- Capital expenditure excluding acquisitions for the fiscal year of 1/1-31/12/2018 amounted to : Group €23.2 m and Company €7.7 m.
- None of the Company's shares are held by the Company itself or any of its group member-companies at the end of the period.
- As of 31.12.2018, there are pledges amounting to €23,847 thousand on Company property and further pledges amounting to €47,127 thousand on Group property to secure bond holder banks. For the same purpose, there are pledges on retentions on outstanding performance bonds, future receivables from ongoing projects as well as claims in legal dispute.
- The other comprehensive income after tax for the Group and the Company is analyzed as follows:

	GROUP		COMPANY	
	1-1-31-12-2018	1-1-31-12-2017	1-1-31-12-2018	1-1-31-12-2017
<b>Amounts reclassified to the income statement in subsequent periods</b>				
Cash flow hedging	2.326	3.507	-	-
Exchange Differences on translating foreign operations	(1.210)	(362)	39	(513)
Reserves for available for sale investments	9.426	867	37.320	31.098
Revaluation reserves of other assets	190	2.973	(605)	(189)
Other reserves	72	-	(191)	-
Tax on other comprehensive income	(3.184)	(2.131)	(9.679)	(8.964)
<b>Amounts not reclassified to the income statement in subsequent periods</b>				
Actuarial revaluation of liabilities for personnel retirement/ benefits	(489)	204	(259)	19
Tax on other comprehensive income	130	(59)	69	(5)
<b>Total other comprehensive income for the period net of tax</b>	<b>7.260</b>	<b>5.000</b>	<b>26.694</b>	<b>21.445</b>

The "squeeze-out" of ATHENA SA's shareholders was concluded in early July 2018, rendering the Company the sole shareholder of ATHENA SA. An extraordinary general meeting of ATHENA SA's sole shareholder in July 2018 approved the delisting from the Athens Stock Exchange, a move cleared by the Capital Markets Commission in early August 2018. The company has begun the process of full absorption of ATHENA SA. The merger plan was approved on 25.09.2018 by the Finance Ministry and the decision was posted on the General Commercial Registry. Transformation balance sheet date was 31/12/2017. The relevant merger procedure for absorption was completed by the registration in the general commercial register of the Ministry of Finance by the Approval Decision 135598 / 14.12.2018.

The 2nd Repeat Extraordinary General Meeting of Company shareholders held on September, 2019 approved a share capital increase amounting up to €20 million through a rights issue for all its shareholders, at an issue price of €0.45 per share. Prior to the capital increase, the par value of Company shares will be reduced from €0.58 to €0.30, thereby causing a €21,743,358 reduction in total nominal share capital, capitalising an equal amount of accumulated losses. Due to the uncertainty that arose for the four joint venture projects with J & P (Overseas) Ltd, which was liquidated in October 2018, it was not possible to submit the relevant Information Memorandum in time for approval to the Securities and Exchange Commission, resulting in the four-month period of validity of the relevant decision of the General Meeting of Shareholders without realization of the capital increase. The issue was resubmitted for approval by the shareholders at the beginning of 2019. The 2nd Repeat Extraordinary General Meeting of the Company's Shareholders held on 27.03.2019 decided the increase of the share capital by 20 million euro by cash payment and preference right to all shareholders with an issue price of € 0.30 per share. The capital increase will be realized through the issue of 66,666,666 new ordinary shares in the amount of approximately 0.85849971 new shares per old one. The relevant Information Memorandum is expected to be submitted shortly to the Securities and Exchange Commission for approval.

In addition, the 2nd Repeat Extraordinary General Meeting held on 27.03.2019 decided the change of the Company's name from J & P-AVAX SA to AVAX SA and the election of a new Board of Directors with a three-year term, ie until 26.03.2022.

In April 2018, lender banks approved the amendment of terms of the two Syndicated Bond Loans issued by the Company. More specifically, the amendments related to a two-year extension and restructuring of the repayment schedule and a drop in the interest rate spread. The move granted the Company the scope to service both bond loans with no burden on its construction sector.

During 2018, AVAX increased its participation in two contracts for basic road concessions, Attiki Odos and the Aegean Motorway. In June 2018, the Company increased its participation in the Aegean Motorway to 23.61% from 21.25%. In November 2018, the Company acquired from Piraeus Bank an additional 3.38% for a consideration of €19.5 million in the concession of Attiki Odos and the operating company Attica Routes, increasing the Group's participation to 34.21%.

The focus of the Audit Report refers to the J & P (Overseas) Limited winding-up application by which the Company participates jointly in overseas projects and the related revision of the contracts of cooperation with customers and co-operating banks (see note 41 on the annual financial statements).

The Group applied IFRS 9 and 15 using the cumulative effect method. According to this method, comparative information is not restated. The parent company was not affected by the application of IFRS 9 and 15 (see note 42 of the annual financial statements of 31.12.2018).

Certain figures on the financial statements of the previous year have been reclassified in order to be comparable to the corresponding amounts of the present year. This reclassification had no effect on equity, profit or loss and the aggregate net income of the company.

Marousi April 25th, 2019

CHAIRMAN & EXECUTIVE DIRECTOR

DEPUTY CHAIRMAN & EXECUTIVE DIRECTOR

MANAGING DIRECTOR

GROUP CFO

CHIEF ACCOUNTANT

CHRISTOS JOANNOU  
I.D. No. 889746

KONSTANTINOS KOUVARAS  
I.D. No. AI 597426

KONSTANTINOS MITZALIS  
I.D. No. AN 033558

ATHENA ELIADES  
I.D. No.550801

GEORGE GIANNOPOULOS  
I.D. No. AI 109515

## CONDENSED STATEMENT OF TOTAL COMPREHENSIVE INCOME

Amounts in € thousand

	GROUP		COMPANY	
	1/1-31/12/2018	1/1-31/12/2017	1/1-31/12/2018	1/1-31/12/2017
Turnover	582.505	673.077	477.129	566.825
Cost of sales	(550.717)	(636.294)	(451.960)	(543.632)
<b>Gross profit</b>	<b>31.788</b>	<b>36.783</b>	<b>25.169</b>	<b>23.193</b>
Other net operating income/(expense)	6.943	2.875	5.644	3.167
Impairment of investments/ Trade receivables	(16.909)	(4.692)	(17.974)	(21.774)
Administrative expenses	(25.294)	(23.215)	(16.735)	(14.302)
Selling & Marketing expenses	(11.294)	(8.994)	(7.192)	(6.558)
Income from sub-debits	5.486	3.595	5.918	4.056
Income/(Losses) from Associates/Participations	31.888	28.392	33.029	32.837
<b>Profit/ (Loss) before tax, financial &amp; investment results</b>	<b>22.606</b>	<b>34.744</b>	<b>27.858</b>	<b>20.619</b>
Net finance costs	(32.794)	(37.103)	(30.252)	(34.917)
<b>Profit/ (Loss) before tax (a)</b>	<b>(10.188)</b>	<b>(2.360)</b>	<b>(2.395)</b>	<b>(14.299)</b>
Tax	(16.115)	(8.193)	(14.169)	(2.837)
<b>Profit/ (Loss) after tax</b>	<b>(26.302)</b>	<b>(10.552)</b>	<b>(16.564)</b>	<b>(17.136)</b>
Attributable to:				
Equity holders of the parent	(25.763)	(10.341)	(16.564)	(17.136)
Non-controlling interests	(539)	(211)	-	-
<b>Total comprehensive income net of tax (a)+(b)</b>	<b>(26.302)</b>	<b>(10.552)</b>	<b>(16.564)</b>	<b>(17.136)</b>
Other comprehensive income net of tax (b)	7.260	5.000	26.694	21.445
<b>Total comprehensive income net of tax (a)+(b)</b>	<b>(19.042)</b>	<b>(5.552)</b>	<b>10.130</b>	<b>4.309</b>
Attributable to:				
Equity holders of the parent	(18.503)	(5.342)	10.130	4.309
Non-controlling interests	(539)	(210)	-	-
Basic earnings/ (losses) per share (in €)	(0,3318)	(0,1332)	(0,2133)	(0,2207)
- Diluted earnings/ (losses) per share (in €)	(0,3318)	(0,1332)	(0,2133)	(0,2207)
Profit/ (Loss) before tax, financial and investment results and depreciation	49.931	49.873	53.835	49.640

## CASH FLOW STATEMENT

Amounts in € thousands

	GROUP		COMPANY	
	1/1-31/12/2018	1/1-31/12/2017	1/1-31/12/2018	1/1-31/12/2017
<b>Operating Activities</b>				
<b>Profit/ (Loss) before tax from continuing operations</b>	(10.188)	(2.360)	(2.395)	(14.299)
Adjustments for:				
Depreciation	10.609	10.437	8.003	7.248
(Gain)/ Loss from impairment of assets	209	(1.060)	-	-
Exchange differences	(30)	3.516	593	2.167
Provisions/ Bad debts	16.965	7.675	16.159	7.414
Income from sub-debits	(5.486)	(3.595)	(5.918)	(4.056)
Interest income	(3.197)	(3.879)	(4.67)	(104)
Interest expense	36.178	41.315	30.719	35.022
Impairment Loss	-	-	2.000	17.544
(Gain)/ Losses from financial instruments	(188)	(333)	-	-
Investment (income)/ Loss	(30.421)	(26.281)	(33.029)	(32.837)
<b>Change in working capital</b>				
(Increase)/decrease in inventories	12.310	(5.871)	5.521	1.568
(Increase)/decrease in trade and other receivables	113.389	98.158	147.563	88.372
Increase/(decrease) in payables	(114.605)	(97.049)	(148.541)	(97.144)
Interest paid	(36.278)	(40.800)	(30.800)	(35.326)
Income taxes paid	(3.268)	(12.281)	(1.783)	(11.058)
<b>Cash flow from operating Activities</b>	<b>(13.999)</b>	<b>(32.409)</b>	<b>(12.374)</b>	<b>(35.490)</b>
<b>Investing Activities:</b>				
Purchase of tangible and intangible assets	(23.259)	(26.787)	(7.754)	(7.050)
Proceeds from disposal of tangible and intangible assets	6.262	2.660	3.218	220
Merger of a subsidiary	-	910	(20.552)	-
(Acquisition)/ Sale of associates, JVs and other investments	(14.682)	(7.520)	-	(12.335)
Interest received	3.197	3.879	467	104
Dividends received	32.371	25.969	27.229	25.169
<b>Cash flow from investing activities</b>	<b>3.889</b>	<b>(890)</b>	<b>2.608</b>	<b>6.109</b>
<b>Financing Activities</b>				
Proceeds/ (Payments) from loans	2.277	21.110	4.600	20.638
Dividends paid	-	(1)	-	(1)
<b>Cash flow from financing activities</b>	<b>2.277</b>	<b>21.109</b>	<b>4.600</b>	<b>20.637</b>
<b>Net increase in cash and cash equivalents (a)+(b)+(c)</b>	<b>(8.833)</b>	<b>(12.190)</b>	<b>(5.166)</b>	<b>(8.744)</b>
Cash and cash equivalents at the beginning of the period	73.509	85.699	59.386	68.123
Cash and cash equivalents at the beginning of the period of merged subsidiaries	-	-	2.806	6
<b>Cash and cash equivalents at the end of the period</b>	<b>65.676</b>	<b>73.509</b>	<b>57.026</b>	<b>59.386</b>