

MIZZI ORGANISATION

Combined Financial Statements  
for the financial year ended 31 December 2010

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## **Independent auditor's report on the combined financial statements of the Mizzi Organisation**

To the Owners of the Mizzi Organisation

We have audited the accompanying combined financial statements of the entities constituting the Mizzi Organisation, which is not a legal entity and principally comprises Consolidated Holdings Limited, Kastell Limited, Mizzi Holdings Limited, The General Soft Drinks Company Limited and their subsidiaries, together with Falcon Wines & Spirits Limited and Mizzi Motors Limited as set out in Note 1.1 – Basis of preparation. The financial statements on pages 3 to 77 comprise the combined statement of financial position as at 31 December 2010, the combined statements of income, comprehensive income, changes in equity and cash flows for the year then ended, a summary of significant accounting policies and other explanatory notes.

These combined financial statements have been prepared solely to assist the owners to present the financial position and results of the entities constituting the Mizzi Organisation. The combined financial statements have been prepared on the basis set out in Note 1.1.

### *Directors' responsibility for the combined financial statements*

The directors of the entities constituting the Mizzi Organisation are responsible for the preparation of these combined financial statements that give a true and fair view in accordance with International Financial Reporting Standards as adopted by the EU and on the basis set out in Note 1.1 – Basis of preparation to the combined financial statements. They are responsible for such internal control that they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

### *Auditor's responsibility*

Our responsibility is to express an opinion on these combined financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the combined financial statements are free of material misstatement.

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

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

## Independent auditor's report on the combined financial statements - continued

### *Opinion*

In our opinion, the accompanying combined financial statements give a true and fair view of the financial position of the entities constituting the Mizzi Organisation set out in Note 1.1 – Basis of preparation as at 31 December 2010, and of their financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the EU and on the basis set out in the said Note 1.1 to the combined financial statements.

### *Emphasis of matter*

Without qualifying our opinion, we draw attention to the fact that, as outlined in Note 1.1 – Basis of preparation, these combined financial statements have been prepared on the basis of the assumption that the Mizzi Organisation has operated as a legal group and a single consolidated entity. This financial information is not necessarily indicative of the Mizzi Organisation's financial position and financial performance that would have actually been presented had the Organisation actually operated as a legal group and a single consolidated entity.

### *Restriction on use*

This report is solely intended for the information and use of the owners as referred to in Note 1.1 to these combined financial statements. Readers are cautioned that the combined financial statements may not be appropriate for any other purpose. We accept no responsibility to any other person in respect of, arising out of, or in connection with our work.

**PRICEWATERHOUSECOOPERS** 

167 Merchants Street  
Valletta  
Malta



Fabio Axisa  
Partner

30 April 2011

a) The maintenance and integrity of the Mizzi Organisation website is the responsibility of the directors of the entities constituting the Mizzi Organisation; the work carried out by the auditors does not involve consideration of these matters and, accordingly, the auditors accept no responsibility for any changes that may have occurred to the combined financial statements since they were initially presented on the website.

b) Legislation in Malta governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

## Combined statement of financial position

	Notes	As at 31 December	
		2010 €	2009 €
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	4	<b>88,109,273</b>	91,070,883
Investment property	5	<b>21,803,365</b>	21,752,308
Investments in associates	7	<b>15,833,113</b>	16,106,245
Loans and advances	8	<b>575,938</b>	575,938
Available-for-sale financial assets	9	<b>1,136,219</b>	1,745,159
Trade and other receivables	10	<b>8,136,144</b>	7,808,743
Total non-current assets		<b>135,594,052</b>	139,059,276
<b>Current assets</b>			
Inventories	12	<b>19,137,468</b>	17,923,865
Trade and other receivables	10	<b>26,857,107</b>	27,989,720
Current tax assets		<b>704,536</b>	885,143
Cash and cash equivalents	13	<b>3,115,613</b>	2,458,839
Assets classified as held for sale	14	<b>49,814,724</b> <b>5,483</b>	49,257,567 5,806
Total current assets		<b>49,820,207</b>	49,263,373
<b>Total assets</b>		<b>185,414,259</b>	188,322,649

**Combined statement of financial position - continued**

	Notes	As at 31 December	
		2010 €	2009 €
<b>EQUITY AND LIABILITIES</b>			
<b>Capital and reserves</b>			
Share capital	15	2,468,437	2,468,437
Revaluation reserves	16	37,704,066	37,675,546
Fair value gains and other reserves	17	10,553,068	10,661,199
Retained earnings		33,903,054	36,122,827
<b>Total equity</b>		<b>84,628,625</b>	86,928,009
<b>Non-current liabilities</b>			
Trade and other payables	18	500,000	600,000
Borrowings	19	54,361,847	57,446,832
Deferred tax liabilities	20	9,510,397	9,381,428
<b>Total non-current liabilities</b>		<b>64,372,244</b>	67,428,260
<b>Current liabilities</b>			
Trade and other payables	18	21,505,988	18,679,136
Current tax liabilities		219,834	103,100
Borrowings	19	14,644,476	15,106,111
Provisions for other liabilities and charges	21	43,092	78,033
<b>Total current liabilities</b>		<b>36,413,390</b>	33,966,380
<b>Total liabilities</b>		<b>100,785,634</b>	101,394,640
<b>Total equity and liabilities</b>		<b>185,414,259</b>	188,322,649

The notes on pages 10 to 77 are an integral part of these combined financial statements.

The combined financial statements on pages 3 to 77 were authorised for issue by the boards of directors of the entities constituting the Mizzi Organisation on 30 April 2011 and were signed on their behalf by:



Maurice F. Mizzi  
 Director  
 Consolidated Holdings Limited  
 Kastell Limited  
 Mizzi Holdings Limited  
 The General Soft Drinks Company Limited



Brian R. Mizzi  
 Director  
 Consolidated Holdings Limited  
 Kastell Limited  
 Mizzi Holdings Limited  
 The General Soft Drinks Company Limited

## Combined income statement

		<b>Year ended 31 December</b>	
	Notes	<b>2010</b>	2009
		€	€
<b>Continuing operations:</b>			
<b>Revenue</b>	22	<b>100,311,286</b>	104,729,560
Cost of sales		<b>(73,986,050)</b>	(78,117,223)
<b>Gross profit</b>		<b>26,325,236</b>	26,612,337
Selling and other direct expenses		<b>(14,982,300)</b>	(13,290,193)
Administrative expenses		<b>(9,298,254)</b>	(8,499,227)
Other operating income	25	<b>678,541</b>	477,201
<b>Operating profit</b>		<b>2,723,223</b>	5,300,118
Investment and other related income	26	<b>(108,927)</b>	56,603
Finance income	27	<b>506,492</b>	518,231
Finance costs	28	<b>(3,900,108)</b>	(4,154,475)
Share of profits of associates	7	<b>121,465</b>	45,265
<b>(Loss)/profit before tax</b>		<b>(657,855)</b>	1,765,742
Tax expense	29	<b>(331,784)</b>	(268,248)
<b>(Loss)/profit for the year from continuing operations</b>		<b>(989,639)</b>	1,497,494
<b>Discontinued operation:</b>			
Loss for the year from discontinued operation	30	<b>(591,035)</b>	(340,066)
<b>(Loss)/profit for the year</b>		<b>(1,580,674)</b>	1,157,428
Earnings per share from continuing operations	32	<b>(0.94)</b>	1.41
Earnings per share from discontinued operation	32	<b>(0.56)</b>	(0.32)

The notes on pages 10 to 77 are an integral part of these combined financial statements.

## Combined statement of comprehensive income

	Notes	<u>Year ended 31 December</u>	
		<b>2010</b> €	2009 €
<b>(Loss)/profit for the year</b>		<b>(1,580,674)</b>	1,157,428
<b>Other comprehensive income:</b>			
Movement in deferred tax liability on revalued land and buildings determined on the basis applicable to capital gains	16	<b>42,362</b>	(55,171)
Gains/(losses) from changes in fair value of available-for-sale financial assets	16	<b>3,888</b>	(1,883)
Reclassification adjustments for net losses included in profit or loss upon disposal of available-for-sale financial assets	16	<b>133,919</b>	-
Currency translation differences	17	<b>(26,977)</b>	(8,009)
Share of the other comprehensive income of associate: Redemption of ground rents capitalised in associate	17	<b>(1,902)</b>	(1,307)
Other comprehensive income for the year, net of tax		<b>151,290</b>	(66,370)
<b>Total comprehensive income for the year</b>		<b>(1,429,384)</b>	1,091,058

The notes on pages 10 to 77 are an integral part of these combined financial statements.

## Combined statement of changes in equity

	Notes	Share capital €	Revaluation reserves €	Fair value gains and other reserves €	Retained earnings €	Total €
Balance at 1 January 2009		2,468,437	37,884,249	10,612,994	35,741,271	86,706,951
<b>Comprehensive income</b>						
Profit for the year		-	-	-	1,157,428	1,157,428
<b>Other comprehensive income:</b>						
Movement in deferred tax liability on revalued land and buildings determined on the basis applicable to capital gains	16	-	(55,171)	-	-	(55,171)
Depreciation transfer, net of deferred tax	16	-	(76,923)	-	76,923	-
Losses from changes in fair value of available-for-sale financial assets	16	-	(1,883)	-	-	(1,883)
Transfer of movement in deferred tax liability on investment property determined on the basis applicable to capital gains	17	-	-	(107,054)	107,054	-
Realisation of translation differences upon adoption of euro in country of incorporation - reclassified to retained earnings	17	-	-	164,575	(164,575)	-
Currency translation differences	17	-	-	(8,009)	-	(8,009)
Share of other comprehensive income of associate:						
Share of transfer upon realisation through asset use in respect of revalued land and buildings of an associate	16	-	(74,726)	-	74,726	-
Redemption of ground rents capitalised in associate	17	-	-	(1,307)	-	(1,307)
Total other comprehensive income		-	(208,703)	48,205	94,128	(66,370)
<b>Total comprehensive income</b>		-	(208,703)	48,205	1,251,556	1,091,058
<b>Transactions with owners</b>						
Dividends relating to 2009	33	-	-	-	(870,000)	(870,000)
Balance at 31 December 2009		2,468,437	37,675,546	10,661,199	36,122,827	86,928,009

**Combined statement of changes in equity** - continued

	Notes	Share capital €	Revaluation reserves €	Fair value gains and other reserves €	Retained earnings €	Total €
Balance at 1 January 2010		2,468,437	37,675,546	10,661,199	36,122,827	86,928,009
<b>Comprehensive income</b>						
Loss for the year		-	-	-	(1,580,674)	(1,580,674)
<b>Other comprehensive income:</b>						
Movement in deferred tax liability on revalued land and buildings determined on the basis applicable to capital gains	16	-	42,362	-	-	42,362
Depreciation transfer, net of deferred tax	16	-	(76,923)	-	76,923	-
Gains from changes in fair value of available-for-sale financial assets	16	-	3,888	-	-	3,888
Reclassification adjustments for net losses included in profit or loss upon disposal of available-for-sale financial assets	16	-	133,919	-	-	133,919
Transfer of movement in deferred tax liability on investment property determined on the basis applicable to capital gains	17	-	-	(79,252)	79,252	-
Currency translation differences	17	-	-	(26,977)	-	(26,977)
Share of other comprehensive income of associate:						
Share of transfer upon realisation through asset use in respect of revalued land and buildings of an associate	16	-	(74,726)	-	74,726	-
Redemption of ground rents capitalised in associate	17	-	-	(1,902)	-	(1,902)
Total other comprehensive income		-	28,520	(108,131)	230,901	151,290
<b>Total comprehensive income</b>		-	28,520	(108,131)	(1,349,773)	(1,429,384)
<b>Transactions with owners</b>						
Dividends relating to 2010	33	-	-	-	(870,000)	(870,000)
<b>Balance at 31 December 2010</b>		<b>2,468,437</b>	<b>37,704,066</b>	<b>10,553,068</b>	<b>33,903,054</b>	<b>84,628,625</b>

The notes on pages 10 to 77 are an integral part of these combined financial statements.

## Combined statement of cash flows

		<b>Year ended 31 December</b>	
	Notes	<b>2010</b>	2009
		€	€
<b>Cash flows from operating activities</b>			
Cash generated from operations	34	<b>10,321,741</b>	14,426,809
Dividends received		<b>417,688</b>	493,396
Interest received		<b>506,492</b>	518,983
Interest paid		<b>(3,824,267)</b>	(3,999,780)
Income tax refunded/(paid)		<b>136,887</b>	(48,066)
Net cash generated from operating activities		<b>7,558,541</b>	11,391,342
<b>Cash flows from investing activities</b>			
Purchase of property, plant and equipment	4	<b>(3,553,962)</b>	(5,040,870)
Proceeds from disposal of property, plant and equipment	4	<b>831,863</b>	509,113
Capital expenditure on investment property	5	<b>(79,695)</b>	(663,069)
Effects of derecognition of residual interest in subsidiaries		-	(33,631)
Effects of disposal of group undertaking – cash and cash equivalents disposed of	30	<b>(179,135)</b>	-
Purchase of shares in associates	7	-	(1,000)
Purchase of available-for-sale financial assets	9	<b>(20,649)</b>	(131,673)
Proceeds from disposal of available-for-sale financial assets	9	<b>633,477</b>	-
Proceeds on disposal of assets classified as held for sale	14	<b>3,615</b>	-
Net cash used in investing activities		<b>(2,364,486)</b>	(5,361,130)
<b>Cash flows from financing activities</b>			
Proceeds from bank borrowings	19	<b>3,316,575</b>	1,369,846
Repayments of bank borrowings	19	<b>(4,309,563)</b>	(8,681,846)
Net proceeds from issuance of bonds	19	-	9,806,164
Repayment of 2002 bonds	19	<b>(3,649,382)</b>	-
Repayments of borrowings from related party	19	<b>(35,640)</b>	(38,615)
Dividends paid	33	<b>(870,000)</b>	(870,000)
Net cash (used in)/generated from financing activities		<b>(5,548,010)</b>	1,585,549
<b>Net movements in cash and cash equivalents</b>		<b>(353,955)</b>	7,615,761
Effects of exchange rates fluctuations on the translation of cash flows of foreign operations		<b>(26,977)</b>	(7,089)
Reclassification of cash and cash equivalents upon rescheduling of banking facility		-	6,000,000
<b>Cash and cash equivalents at beginning of year</b>		<b>(6,679,176)</b>	(20,287,848)
<b>Cash and cash equivalents at end of year</b>		<b>(7,060,108)</b>	(6,679,176)

The notes on pages 10 to 77 are an integral part of these combined financial statements.

## Notes to the combined financial statements

### 1. Summary of significant accounting policies

The principal accounting policies applied in the preparation of these combined financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

#### 1.1 Basis of preparation

These combined financial statements have been prepared solely to assist the owners of the Mizzi Organisation to present the financial position and results of the entities forming part of the Mizzi Organisation.

The Mizzi Organisation is not a legal entity and does not constitute a group of companies within the meaning of the Companies Act, Cap. 386 of the laws of Malta. The Organisation is a conglomerate of companies principally comprising Consolidated Holdings Limited, Kastell Limited, Mizzi Holdings Limited and The General Soft Drinks Company Limited, together with all their respective subsidiaries. These four entities are the "Guarantors" in respect of the 2009 Bond Issue of Mizzi Organisation Finance p.l.c., which is a subsidiary of one of the Guarantors. The Bonds issued are in fact guaranteed by the said four companies forming part of the Mizzi Organisation. The Mizzi Organisation also includes Falcon Wines & Spirits Limited and Mizzi Motors Limited, which are an integral component of the Guarantors' beverage and automotive business activities. Indeed, the related operations of the Guarantors and the activities of these two entities are managed on a collective basis.

Ultimately, common individuals forming part of the Mizzi family and/or common individual companies owned by these individuals equally own the Guarantors. However the Guarantors do not form a legal group and fail to meet the definition of a 'group' under IAS 27 'Consolidated and Separate Financial Statements'. The financial results and financial position of the Guarantors are not consolidated into the financial statements of a single legal company on a statutorily required basis, since no individual entity owns or controls the Guarantors. As outlined previously, the operations of the Guarantors and the other two entities forming part of the Mizzi Organisation (Falcon Wines & Spirits Limited and Mizzi Motors Limited) are managed on a unified basis. Falcon Wines & Spirits Limited and Mizzi Motors Limited are also owned in the same manner as the Guarantors. In fact, the Guarantors and these two companies are all owned by the same parties in the same proportions and are managed together as a single economic entity, notwithstanding the fact that a certain degree of autonomy and flexibility is granted to individual operating companies in the Organisation.

These combined financial statements have been prepared on the basis of the assumption that the Mizzi Organisation has operated as a legal group and a single consolidated entity. This financial information is not necessarily indicative of the Mizzi Organisation's financial position and financial performance that would have actually been presented had the Organisation actually operated as a legal group and a single consolidated entity.

**1. Summary of significant accounting policies - continued**

**1.1 Basis of preparation - continued**

The combined financial statements for the Mizzi Organisation have been prepared by aggregating the consolidated financial statements of the guarantors and their subsidiaries together with the stand-alone financial statements of the other two companies constituting the Mizzi Organisation, since all these entities are under common management and control but do not form a legal group. In terms of generally accepted accounting practice, all entities managed in this manner should be included in the combined financial statements.

The total authorised, issued and fully paid up share capital in the combined financial statements has been assumed to be the aggregate of all of the authorised, issued and fully paid up share capital of each of the Guarantors and the other two companies constituting the Mizzi Organisation.

The aggregated financial information has been adjusted to eliminate the impacts of all intra-Organisation transactions and balances, and to reflect the appropriate classification of and accounting treatment for property owned by the Organisation taking cognisance of use of such assets from the Organisation's perspective. Accordingly, for the purposes of this combined financial information, property which is occupied by any company within the Mizzi Organisation is classified as property, plant and equipment and is accounted for in accordance with IAS 16 (refer to accounting policy 1.5) since such property would be considered as owner-occupied.

These combined financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the EU. The financial information has been prepared under the historical cost convention, as modified by the fair valuation of the land and buildings category within property, plant and equipment, investment property and available-for-sale financial assets.

The preparation of combined financial statements in conformity with IFRSs as adopted by the EU requires the use of certain accounting estimates. It also requires the directors of the entities forming part of Mizzi Organisation to exercise their judgement in the process of applying the Organisation's accounting policies (see Note 3 – Critical accounting estimates and judgements).

*Standards, interpretations and amendments to published standards effective in 2010*

In 2010, the Organisation adopted new standards, amendments and interpretations to existing standards that are mandatory for the Organisation's accounting periods beginning on 1 January 2010. The adoption of these revisions to the requirements of IFRSs as adopted by the EU did not result in substantial changes to the Organisation's accounting policies.

*Standards, interpretations and amendments to published standards that are not yet effective*

Certain new standards, amendments and interpretations to existing standards have been published by the date of authorisation for issue of these financial statements but are mandatory for accounting periods beginning after 1 January 2010. The Organisation has not early adopted these revisions to the requirements of IFRSs as adopted by the EU and the directors of the entities forming part of Mizzi Organisation are of the opinion that there are no requirements that will have a possible significant impact on the Organisation's financial statements in the period of initial application.

**1. Summary of significant accounting policies - continued**

**1.1 Basis of preparation - continued**

**Entities constituting the Mizzi Organisation**

The entities forming part of the Mizzi Organisation, in particular the principal subsidiaries of the respective Guarantors, whose results and financial position affected the figures of the Organisation in these combined financial statements are shown below.

(i) Consolidated Holdings Limited

The Guarantor's principal activity is the holding of investments. The principal subsidiaries of Consolidated Holdings Limited are as follows:

Name	Principal activity	Registered office	Class of shares held	Percentage of shares held	
				2010 %	2009 %
Industrial Motors Limited	Importation and sale of motor vehicles and spare parts, together with the provision of other ancillary services	Industrial House National Road Blata I-Bajda Malta	Ordinary shares	100	100
The Waterfront Hotel Limited	Owner and operator of 'The Waterfront Hotel'	Mizzi House National Road Blata I-Bajda Malta	Ordinary shares 5% Non-cumulative redeemable preference shares	100 100	100 100
United Acceptances Finance Limited	Finance company which entails granting and administering hire purchase agreements	Mizzi House National Road Blata I-Bajda Malta	Ordinary shares	100	100

All shareholdings are held directly by Consolidated Holdings Limited.

**1. Summary of significant accounting policies - continued**

**1.1 Basis of preparation - continued**

(ii) Kastell Limited

The Guarantor's principal activity is the holding of investments. The principal subsidiaries of Kastell Limited are as follows:

Name	Principal activity	Registered office	Class of shares held	Percentage shares held	
				2010 %	2009 %
Advanced Logistics Limited	Brand development and international franchising of the products designed, developed and sourced	Industrial Estate Textiles Road Xewkija Gozo	Ordinary shares	100	100
Arkadia International s.r.o.	Retail of clothing and accessories	Palisady 29 Bratislava 811 06 Slovakia	Ordinary shares	-	100
Arkadia Marketing Limited	Owner and operator of a shopping and commercial centre and the sale of foodstore and other goods	Mizzi House National Road Blata I-Bajda Malta	Ordinary shares 5% Non-cumulative redeemable preference shares	100 100	100 100
Arkadia Retail s.r.o.	Non-trading	Rohacova 188/37 Prague 3 130 00 Czech Republic	Ordinary shares	100	100
Continental Cars (Imports) Limited	Importation and sale of motor vehicles (non-trading)	Continental Garage Testaferrata Street Msida Malta	Ordinary shares	100	100
Continental Cars Limited	Importation and sale of motor vehicles and spare parts, together with the provision of other ancillary services	Testaferrata Street Msida Malta	Ordinary shares	100	100
Festa Limited	Provision of holiday related services and involvement in the administration of the car leasing operations	Mizzi House National Road Blata I-Bajda Malta	Ordinary shares	100	100
Hubbalit Developments Limited	Owner of site for development (non-trading)	Mizzi House National Road Blata I-Bajda Malta	Ordinary shares	100	100

**1. Summary of significant accounting policies - continued**

**1.1 Basis of preparation - continued**

Name	Principal activity	Registered office	Class of shares held	Percentage of shares held	
				2010 %	2009 %
Malta Farmhouses Limited	Owner of property (non-trading)	Mizzi House National Road Blata l-Bajda Malta	Ordinary shares	<b>100</b>	100
Mizzi Automotive Services Limited	Provision of panel beating, spray painting and other services in the automotive industry, together with sale of spare parts	Mizzi House National Road Blata l-Bajda Malta	Ordinary shares	<b>66%</b>	66%
Mizzi Limited	Importation and sale of domestic appliances and spare parts, together with the provision of other ancillary services	The Lyric Antonio Bosio Street Msida Malta	Ordinary shares	<b>100</b>	100
Mizzi Organisation International s.r.o.	Ownership of property for rental purposes	Palisady 29 Bratislava 811 06 Slovakia	Ordinary shares	<b>100</b>	100
Nissan Motor Sales Limited	Importation and sale of motor vehicles and spare parts, together with the provision of other ancillary services	Antonio Bosio Street Msida Malta	Ordinary shares	<b>100</b>	100
Russian Motors Limited	Importation and sale of motor vehicles and spare parts, together with the provision of other ancillary services	Mizzi House National Road Blata l-Bajda Malta	Ordinary shares	<b>100</b>	100
St. Paul's Court Limited	Owner of property (non-trading)	Mizzi House National Road Blata l-Bajda Malta	Ordinary shares	<b>100</b>	100
Titan International Limited	Importation, sale and servicing of power, heating and ventilation equipment and lifts	Mizzi House National Road Blata l-Bajda Malta	Ordinary shares	<b>100</b>	100

**1. Summary of significant accounting policies - continued**

**1.1 Basis of preparation - continued**

All shareholdings are held directly by Kastell Limited, except for the holdings in Malta Farmhouses Limited, Mizzi Automotive Services Limited and Advanced Logistics Limited. The shareholding in Malta Farmhouses Limited is held by Festa Limited whilst the shareholding in Advanced Logistics Limited is held by Arkadia Marketing Limited. The shareholding in Mizzi Automotive Services Limited (66.7%) is held by Kastell Limited equally through Continental Cars Limited and Nissan Motor Sales Limited. This entity is ultimately wholly controlled by the Mizzi Organisation since Mizzi Holdings Limited holds the remaining shareholding (33.3%) through Muscats Motors Limited.

During the current and preceding financial years, the Organisation disposed of its interests in Premium Developments s.r.o. and Things International s.r.o. respectively. The impacts on the Organisation's financial results and its financial position of this disposal were not deemed material for disclosure purposes.

(iii) Mizzi Holdings Limited

The Guarantor's principal activity is the holding of investments and managing the affairs of the other companies within the Mizzi Organisation. The principal subsidiaries of Mizzi Holdings Limited are as follows:

Name	Principal activity	Registered office	Class of shares held	Percentage of shares held	
				2010 %	2009 %
Mizzi Brothers Limited	Sale of clothes and similar goods from rented premises	Mizzi House National Road Blata I-Bajda Malta	Ordinary shares	100	100
Mizzi Estates Limited	Renting out of property, mainly to other companies forming part of the Mizzi Organisation	Mizzi House National Road Blata I-Bajda Malta	Ordinary shares	100	100
Mizzi Organisation Finance p.l.c. ( <i>the issuer</i> )	Finance and investment company in connection with the ownership, development, operation and financing of the business activities of the companies forming part of the Mizzi Organisation	Mizzi House National Road Blata I-Bajda Malta	Ordinary shares	100	100
Muscats Motors Limited	Importation and sale of motor vehicles and spare parts, together with the provision of other ancillary services	203, Rue D' Argens Gzira Malta	Ordinary shares	100	100

All shareholdings are held directly by Mizzi Holdings Limited.

The registered address of Consolidated Holdings Limited (refer to (i) above), Kastell Limited (refer to (ii) above) and Mizzi Holdings Limited is Mizzi House, National Road, Blata I-Bajda, Malta.

**1. Summary of significant accounting policies - continued**

**1.1 Basis of preparation - continued**

(iv) The General Soft Drinks Company Limited

The Guarantor's principal activity is the bottling of soft drinks, mineral water and other beverages. The General Soft Drinks Company Limited wholly owns Bevmed Co. Limited whose principal activity is the manufacture of plastic containers for sale to the parent company. The registered address of both companies is Marsa Industrial Estate, Marsa, Malta.

(v) Falcon Wines & Spirits Limited

The company's principal activity is the importation and sale of beer, non-alcoholic beverages and consumables, the sale of products through vending machines, the provision of servicing and other ancillary activities. The registered address of the company is Marsa Industrial Estate, Marsa, Malta.

(vi) Mizzi Motors Limited

The company's principal activity is the sale and the leasing out of motor vehicles, together with the provision of other ancillary services. The registered address of the company is Mizzi House, National Road, Blata I-Bajda, Malta.

**Associates of the Mizzi Organisation**

The principal associates whose results and financial position affected the figures of the Mizzi Organisation in this combined financial information are shown below.

(i) Consolidated Holdings Limited

Name	Principal activity	Registered office	Class of shares held	Percentage of shares held	
				2010 %	2009 %
Mizzi Associated Enterprises Limited	The ownership and operation of hotels, and the development of property for trading and rental purposes	30 Archbishop Street Valletta Malta	Ordinary shares	51	51

The proportion of voting power held in Mizzi Associated Enterprises Limited is 50%. The shareholding in Mizzi Associated Enterprises Limited is held directly by Consolidated Holdings Limited (51%) and Alf. Mizzi & Sons Limited (49%). Neither of these shareholders is in a position to exercise a dominant influence on the company as they are only entitled under the company's Memorandum and Articles of Association to elect two directors each, while the fifth independent director is appointed unanimously.

**1. Summary of significant accounting policies - continued**

**1.1 Basis of preparation - continued**

(ii) Kastell Limited

Name	Principal activity	Registered office	Class of shares held	Percentage shares held	
				2010 %	2009 %
Institute of English Language Studies Limited	The provision of English language courses to foreign students and other related activities	Mizzi House National Road Blata I-Bajda Malta	Ordinary shares	50	50
Lada Motors Limited	Importation and sale of motor vehicles (non-trading)	Freemond Street Qormi Malta	Ordinary shares	36	36
The Players Group Limited	Holding of investment in Maltco Lotteries Limited	Palazzo Marina, 143 St. Christopher Street Valletta Malta	Ordinary shares	25	25

The shareholding in Institute of English Language Studies Limited is held through Festa Limited, a subsidiary of Kastell Limited. All other shareholdings are held directly by Kastell Limited.

(iii) Mizzi Holdings Limited

Name	Principal activity	Registered office	Class of shares held	Percentage shares held	
				2010 %	2009 %
FirstUnited Insurance Brokers Limited	To operate as an insurance broker	120, The Strand Gzira Malta	Ordinary shares	33 $\frac{1}{3}$	33 $\frac{1}{3}$
FirstUnited Insurance Management Limited	The provision of insurance management, advisory and consultancy services	25, Villa Eden Princess Elizabeth Street Ta' Xbiex Malta	Ordinary shares	20	20
FirstUnited Investments Limited	Non-trading - in liquidation	25, Villa Eden Princess Elizabeth Street Ta' Xbiex Malta	Ordinary shares	25	25
Heritage Motor Company Limited	Non-trading	Level 4, Suite 7 The Plaza Commercial Centre Bisazza Street Sliema Malta	Ordinary shares	25	25

**1. Summary of significant accounting policies - continued**

**1.1 Basis of preparation - continued**

Name	Principal activity	Registered office	Class of shares held	Percentage of shares held	
				2010 %	2009 %
Primax Limited	Holding of investments	Mizzi House National Road Blata I-Bajda Malta	Ordinary shares	50	-

All shareholdings are held directly by Mizzi Holdings Limited.

(iv) The General Soft Drinks Company Limited

Name	Principal activity	Registered office	Class of shares held	Percentage of shares held	
				2010 %	2009 %
Malta Deposit and Return System Limited	Non-trading - in liquidation	Mizzi House National Road Blata I-Bajda Malta	Ordinary shares Redeemable preference shares	35½ 35½	35½ 35½

The shareholding is held directly by The General Soft Drinks Company Limited.

**1.2 Consolidation**

(a) Subsidiaries

Subsidiaries are all entities over which the Organisation has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights. Subsidiaries are fully consolidated from the date on which control is transferred to the Organisation. They are de-consolidated from the date that control ceases.

The Organisation uses the acquisition method of accounting to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred and the equity interests issued by the Organisation. Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the Organisation recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net assets.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the Organisation's share of the identifiable net assets acquired is recorded as goodwill.

If this is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in profit or loss.

**1. Summary of significant accounting policies - continued**

**1.2 Consolidation - continued**

Inter-company transactions, balances and unrealised gains on transactions between entities forming part of Mizzi Organisation are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Organisation.

(b) Associates

Associates are all entities over which the Organisation has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. In the combined financial statements, investments in associates are accounted for using the equity method of accounting and are initially recognised at cost. The Organisation's investment in associates includes goodwill identified on acquisition, net of any accumulated impairment losses.

The Organisation's share of its associates' post-acquisition profits or losses is recognised in profit or loss, and its share of post-acquisition other comprehensive income is recognised in other comprehensive income. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Organisation's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Organisation does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate.

Unrealised gains on transactions between the Organisation and its associates are eliminated to the extent of the Organisation's interest in the associates. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Organisation.

**1.3 Foreign currencies**

(a) Functional and presentation currency

Items included in the financial statements of each of the Organisation's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The combined financial statements are presented in euro, which is the Organisation's presentation currency.

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

**1. Summary of significant accounting policies - continued**

**1.3 Foreign currencies - continued**

(c) Companies forming part of Mizzi Organisation

The results and financial position of all the entities forming part of Mizzi Organisation that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) assets and liabilities for each statement of financial position presented are translated at the closing rate at the end of each reporting period;
- (ii) income and expenses for each performance statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rates on the dates of the transactions); and
- (iii) all resulting exchange differences are recognised as a separate component of equity.

On consolidation, exchange differences arising from the translation of the net investment in foreign operations, and of borrowings and other currency instruments designated as hedges of such investments, are taken to shareholders' equity. When a foreign operation is partially disposed of or sold, exchange differences that were recorded in equity are recognised in profit or loss as part of the gain or loss on sale.

**1.4 Business combinations involving entities under common control**

Business combinations involving entities under common control are transactions in which all of the combining entities are controlled by the same party or parties before and after the transaction and that control is not transitory. The key feature of a transaction among entities under common control is that there is no change in the ultimate control of the combining entities as a result of the transaction. Control could be exercised by a group of individuals that are all part of the same close family group when they have the collective power to govern the financial and operating policies of the entity.

The Organisation has chosen to apply the pooling of interests method to account for transactions involving entities under common control. The Organisation accounts for business combinations involving entities under common control by recording:

- a) the transaction as if it had taken place at the beginning of the earliest period presented;
- b) the assets and liabilities of the acquired entity using predecessor book values from the consolidated financial statements of the controlling party, and
- c) the difference between the consideration given and the aggregate book value of the assets and liabilities of the acquired entity as an adjustment to equity.

When the controlling party does not prepare financial statements, the book values from the financial statements of the acquired entity are used.

**1. Summary of significant accounting policies - continued**

**1.5 Property, plant and equipment**

All property, plant and equipment is initially recorded at historical cost. Land and buildings are subsequently shown at fair value, based on periodic valuations by professional valuers, less subsequent depreciation for buildings. Valuations are carried out on a regular basis such that the carrying amount of property does not differ materially from that which would be determined using fair values at the end of the reporting period. Any accumulated depreciation at the date of revaluation is eliminated against the gross carrying amount of the asset, and the net amount is restated to the revalued amount of the asset. All other property, plant and equipment is subsequently stated at historical cost less depreciation and impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Borrowing costs which are incurred for the purpose of acquiring or constructing a qualifying asset are capitalised as part of its cost. Borrowing costs are capitalised while acquisition or construction is actively underway. Capitalisation of borrowing costs is ceased once the asset is substantially complete and is suspended if the development of the asset is suspended.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Organisation and the cost of the item can be measured reliably. All other repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.

Increases in the carrying amount arising on revaluation of land and buildings are credited to other comprehensive income and shown as a revaluation reserve in shareholders' equity. Decreases that offset previous increases of the same asset are charged in other comprehensive income and debited against the revaluation reserve; all other decreases are charged to profit or loss. Each year the difference between depreciation based on the revalued carrying amount of the asset (the depreciation charged to profit or loss) and depreciation based on the asset's original cost, net of any related deferred income taxes, is transferred from the revaluation reserve to retained earnings.

Depreciation is calculated using the straight-line method to allocate the cost or revalued amounts of the assets to their residual values over their estimated useful lives, as follows:

	%
Buildings	1 - 2
Improvements to premises	2 - 33 $\frac{1}{3}$
Plant, machinery and operational equipment	8 $\frac{1}{3}$ - 33 $\frac{1}{3}$
Furniture, fittings and office equipment	10 - 33 $\frac{1}{3}$
Motor vehicles	10 - 33 $\frac{1}{3}$

Freehold land is not depreciated as it is deemed to have an indefinite life. Assets in the course of construction and payments on account are not depreciated.

Buildings and integral assets capitalised in respect of leasehold property are depreciated over the term of the property lease arrangement or over the estimated useful life of the assets if shorter than the lease term, ranging from ten to twenty years.

No depreciation is charged on linen, crockery, cutlery, glassware, uniforms and hotel loose tools. Normal replacements are charged to profit or loss.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

## 1. Summary of significant accounting policies - continued

### 1.5 Property, plant and equipment - continued

Property, plant and equipment is reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Property, plant and equipment that suffered an impairment is reviewed for possible reversal of the impairment at the end of each reporting period.

Gains and losses on disposals of property, plant and equipment are determined by comparing proceeds with carrying amount and are recognised in profit or loss. When revalued assets are disposed of, the amounts included in the revaluation reserve relating to the assets are transferred to retained earnings.

### 1.6 Investment property

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by entities forming part of the Mizzi Organisation is classified as investment property. Investment property also includes property that is being constructed or developed for future use as investment property, when such identification is made. Investment property principally comprises land and buildings.

Investment property is measured initially at its historical cost, including related transaction costs and borrowing costs. Borrowing costs which are incurred for the purpose of acquiring or constructing a qualifying investment property are capitalised as part of its cost. Borrowing costs are capitalised while acquisition or construction is actively underway. Capitalisation of borrowing costs is ceased once the asset is substantially complete and is suspended if the development of the asset is suspended. After initial recognition, investment property is carried at fair value, representing open market value determined annually. Fair value is based on active market prices, adjusted, if necessary, for any difference in the nature, location or condition of the specific asset. If this information is not available, the Organisation uses alternative valuation methods such as recent prices on less active markets or discounted cash flow projections.

These valuations are reviewed annually by a professional valuer. Investment property that is being redeveloped for continuing use as investment property or for which the market has become less active continues to be measured at fair value. Fair value measurement on property under construction is only applied if the fair value is considered to be reliably measurable. The fair value of investment property reflects, among other things, rental income from current leases and assumptions about rental income from future leases in the light of current market conditions. The fair value also reflects, on a similar basis, any cash outflows that could be expected in respect of the property.

Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Organisation and the cost of the item can be measured reliably. All other repairs and maintenance costs are charged to profit or loss during the financial period in which they are incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognised.

**1. Summary of significant accounting policies - continued**

**1.6 Investment property - continued**

The fair value of investment property does not reflect future capital expenditure that will improve or enhance the property and does not reflect the related future benefits from this future expenditure other than those a rational market participant would take into account when determining the value of the property.

Changes in fair values are recognised in profit or loss. Investment properties are derecognised either when they have been disposed of or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal.

If an investment property becomes owner-occupied, it is reclassified as property, plant and equipment. Its fair value at the date of the reclassification becomes its cost for subsequent accounting purposes. When the Organisation decides to dispose of an investment property without development, the Organisation continues to treat the property as an investment property. Similarly, if the Organisation begins to redevelop an existing investment property for continued future use as investment property, it remains an investment property during the redevelopment.

If an item of property, plant and equipment becomes an investment property because its use has changed, any difference resulting between the carrying amount and the fair value of this item at the date of transfer is treated in the same way as a revaluation under IAS 16. Any resulting increase in the carrying amount of the property is recognised in profit or loss to the extent that it reverses a previous impairment loss; with any remaining increase recognised in other comprehensive income, directly to revaluation surplus within equity. Any resulting decrease in the carrying amount of the property is initially charged to other comprehensive income against any previously recognised revaluation surplus; with any remaining decrease charged to profit or loss. Upon the disposal of such investment property, any surplus previously recorded in equity is transferred to retained earnings; the transfer is not made through profit or loss.

Where an investment property undergoes a change in use, evidenced by commencement of development with a view to sale, the property is transferred to inventories. A property's deemed cost for subsequent accounting as inventories is its fair value at the date of change in use.

**1.7 Intangible assets**

(a) Goodwill

Goodwill represents the excess of the cost of an acquisition over the fair value of the Organisation's share of the net identifiable assets of the acquired subsidiary/associate at the date of acquisition. Goodwill on acquisitions of subsidiaries is included in 'Intangible assets'. Goodwill on acquisitions of associates is included in 'Investments in associates'. Separately recognised goodwill is tested annually for impairment and carried at cost less accumulated impairment losses. Impairment losses on goodwill are not reversed. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. A cash-generating unit to which goodwill has been allocated shall be tested for impairment annually, and whenever there is an indication that the unit may be impaired by comparing the carrying amount of the unit, including the goodwill, with the recoverable amount of the unit. The recoverable amount is the higher of fair value less costs to sell and value in use.

**1. Summary of significant accounting policies - continued**

**1.7 Intangible assets - continued**

(b) Franchise rights

Franchise rights are measured initially at historical cost. Franchise rights have a finite useful life and are carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method to allocate the cost of franchise rights over their estimated useful lives (5 - 10 years).

Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use.

**1.8 Financial assets**

**Classification**

The Organisation classifies its financial assets (other than investments in associates) in the following categories: loans and receivables and available-for-sale. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

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

Financial assets at fair value through profit or loss include financial assets held for trading, i.e. financial assets acquired principally for the purpose of selling in the short-term. A financial asset is also classified in this category if, on initial recognition, it is part of a portfolio of identified financial instruments that are managed together and for which there is evidence of a recent actual pattern of short-term profit-taking. Derivatives are also categorised as held for trading unless they are designated as hedges. Assets in this category are classified as current assets if expected to be settled within twelve months; otherwise, they are classified as non-current.

(b) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise when the Organisation provides money, goods or services directly to a debtor with no intention of trading the receivable. They are included in current assets, except for maturities greater than twelve months after the end of the reporting period. These are classified as non-current assets. The Organisation's loans and receivables comprise loans and advances, trade and other receivables, amounts receivable from hire purchase debtors and cash and cash equivalents in the statement of financial position (notes 1.9, 1.11, 1.12 and 1.13).

(c) Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories. Investments intended to be held for an indefinite period of time, which may be sold in response to needs for liquidity or changes in interest rates, exchange rates or equity prices are classified as available-for-sale assets. They are included in non-current assets unless the asset matures or management intends to dispose of it within twelve months from the end of the reporting period.

**1. Summary of significant accounting policies - continued**

**1.8 Financial assets - continued**

**Recognition and measurement**

The Organisation recognises a financial asset in its statement of financial position when it becomes a party to the contractual provisions of the instrument. Regular way purchases and sales of financial assets are recognised on settlement date, which is the date on which an asset is delivered to or by the Organisation. Any change in fair value for the asset to be received is recognised between the trade date and settlement date in respect of assets which are carried at fair value in accordance with the measurement rules applicable to the respective financial assets.

Financial assets are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially recognised at fair value and transaction costs are expensed in profit or loss. Available-for-sale financial assets and financial assets at fair value through profit or loss are subsequently carried at fair value. Loans and receivables are subsequently carried at amortised cost using the effective interest method. Amortised cost is the initial measurement amount adjusted for the amortisation of any difference between the initial and maturity amounts using the effective interest method.

Financial assets are derecognised when the rights to receive cash flows from the assets have expired or have been transferred and the Organisation has transferred substantially all risks and rewards of ownership or has not retained control of the asset.

Gains or losses arising from changes in the fair value of financial assets at fair value through profit or loss are recognised in profit or loss in the period in which they arise.

Changes in the fair value of monetary assets denominated in a foreign currency and classified as available-for-sale are analysed between translation differences resulting from changes in amortised cost of the asset and other changes in the carrying amount of the asset. The translation differences on monetary assets are recognised in profit or loss; translation differences on non-monetary assets are recognised in other comprehensive income. Changes in the fair value of monetary and non-monetary assets classified as available-for-sale are recognised in other comprehensive income in equity.

The fair values of quoted investments are based on current bid prices. If the market for a financial asset is not active (and for unlisted securities), the Organisation establishes fair value by using valuation techniques, in most cases by reference to the net asset backing of the investee.

When assets classified as available-for-sale are sold or impaired, the accumulated fair value adjustments recognised in equity are included in profit or loss within 'Investment and other related income'. Dividends on available-for-sale equity instruments are recognised in profit or loss within 'Investment and other related income' when the Organisation's right to receive payment is established.

## 1. Summary of significant accounting policies - continued

### 1.8 Financial assets - continued

#### Impairment

The Organisation assesses at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated. The Organisation first assesses whether objective evidence of impairment exists. The criteria that the Organisation uses to determine that there is objective evidence of an impairment loss include:

- significant financial difficulty of the issuer or obligor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becomes probable that the borrower will enter bankruptcy or other financial reorganisation.

#### (a) *Assets carried at amortised cost*

For financial assets carried at amortised cost, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The asset's carrying amount of the asset is reduced and the amount of the loss is recognised in profit or loss. If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtor's credit rating), the reversal of the previously recognised impairment loss is recognised in profit or loss. Impairment testing of trade, hire purchase and other receivables is described in notes 1.11 and 1.12.

#### (b) *Assets classified as available for sale*

In the case of equity investments classified as available-for-sale, a significant or prolonged decline in the fair value of the security below its cost is considered an indicator that the assets are impaired. If objective evidence of impairment exists for available-for-sale financial assets, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in profit or loss – is reclassified from equity to profit or loss as a reclassification adjustment. Impairment losses recognised in profit or loss on equity instruments are not reversed through profit or loss.

### 1.9 Loans and advances

Under the requirements of IAS 39, the Organisation's loans and advances, consisting in the main of advances to an associate, are classified as loans and receivables, unless the Organisation has the intention of trading the asset immediately or in the short-term, in which case the loans and advances are categorised as instruments held-for-trading.

All loans and advances are recognised when cash is advanced to the borrowers. Loans and advances are initially recognised at the fair value of cash consideration given or proceeds advanced, plus transaction costs. These financial assets are subsequently carried at amortised cost using the effective interest method. The Organisation assesses at the end of each reporting period whether there is objective evidence that loans and advances are impaired.

## 1. Summary of significant accounting policies - continued

### 1.10 Inventories

#### *Goods held for resale*

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the following methods:

- inventories of motor vehicles and motorcycles are valued by specifically identifying their individual costs;
- inventories of spare parts, stocks of goods held for resale and other stocks are valued on the weighted average cost method.
- inventories of hotel food, beverages and other related goods are valued using the first-in, first-out method.

The cost of inventories comprises the invoiced value of goods and, in general, includes transport and handling costs. The cost of raw materials comprises the invoiced value of materials, net of government grants received (refer to accounting policy 1.24 – Government grants), and includes transport and handling costs. The cost of manufactured finished goods comprises raw materials, direct labour, other direct costs and related production overheads.

Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses. In respect of container stocks, net realisable value is estimated by writing down the cost of these stocks to estimated residual values over their estimated useful life.

#### *Property held for development and resale*

When the main object of a property project is development for resale purposes, the asset is classified in the financial statements as inventories. Property is also classified as inventory, where there is a change in use of investment property evidenced by the commencement of development with a view to sale. Such property would be reclassified at the deemed cost, which is the fair value at the date of reclassification. Development property is carried at the lower of cost and net realisable value. Cost comprises the purchase cost of acquiring the land together with other costs incurred during its subsequent development, including costs incurred on demolition, site clearance, excavation, construction and other related activities. Net realisable value is the estimated selling price in the ordinary course of business, less the costs of completion and selling expenses. On disposal of a revalued asset, amounts in the revaluation reserve relating to that asset are transferred to retained earnings.

### 1.11 Trade and other receivables

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for impairment of trade and other receivables is established when there is objective evidence that the Organisation will not be able to collect all amounts due according to the original terms of receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation, and default or delinquency in payments are considered indicators that the receivable is impaired. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. The carrying amount of the asset is reduced through the use of an allowance account and the amount of the loss is recognised in profit or loss. When a receivable is uncollectible, it is written off against the allowance account for trade and other receivables. Subsequent recoveries of amounts previously written off are credited to profit or loss.

**1. Summary of significant accounting policies - continued**

**1.12 Amounts receivable from hire purchase debtors**

An entity forming part of the Mizzi Organisation acquires and finances trade receivables arising from the sale of goods and services by other companies within the Organisation. These receivables are transferred to this entity upon origination, once hire purchase terms are granted upon sale of goods or services, at their face value with no rights of recourse whatsoever. Accordingly, provisions for impairment of amounts receivable from hire purchase debtors are recognised in the entity's profit or loss.

Amounts receivable from hire purchase debtors are covered by bills of exchange for the face value of the debts financed together with the amount of the hire purchase interest element which would be earned over the entire period of credit. The interest element of the bills of exchange is accounted for as income and as a receivable from hire purchase debtors over the credit period as interest accrues with the passage of time. Acquired receivables are initially recognised at the face value or cost of the hire purchase debts financed. Subsequent to initial recognition, amounts receivable from hire purchase debtors are carried at the face value of the debts financed adjusted for the recognition of hire purchase interest income, less provision made for the impairment of these receivables. A provision for impairment of hire purchase receivables is established when there is objective evidence that the entity will not be able to collect all amounts due according to the original terms of the receivables. The amount of the provision is the difference between the carrying amount and the recoverable amount, being the present value of expected cash flows.

Receivables covered by bills of exchange factored out to bankers with an option to repurchase them at face value as they fall due are not derecognised from the Organisation's statement of financial position. The entity would have retained substantially all the risks and rewards of ownership of the hire purchase receivables which it factors out to bankers. The receivables factored out by the entity are not derecognised from the Organisation's statement of financial position. The transferee does not have the ability to obtain the benefits of the receivables and the transferor retains substantially all the risks of the assets. Essentially these factoring facilities are accounted for as collateralised borrowings for an amount of the face value of the bills of exchange subject to interest charges.

Bills of exchange factored out to bankers without an option to repurchase them as they fall due are derecognised by the entity since the transferor would have transferred substantially all the risks and rewards of ownership of the hire purchase receivables. The transferee has the ability to obtain the benefits of the underlying receivables i.e. the right to receive a stream of cash flows in the form of principal and interest amounts. The banker's right of recourse under this facility is limited to 15% of the value of the bills factored in the preceding six months, which is not deemed to be a transfer of risk in view of the limited recourse period.

**1.13 Cash and cash equivalents**

Cash and cash equivalents are carried in the statement of financial position at face value. In the statement of cash flows, cash and cash equivalents include cash in hand, deposits held at call with banks, bank overdrafts and the current portion of the factoring facility in respect of bills of exchange factored out. The bank overdrafts and the short-term portion of the facility in respect of bills of exchange factored out are shown within borrowings in current liabilities in the statement of financial position.

**1. Summary of significant accounting policies - continued**

**1.14 Non-current assets (or disposal groups) held for sale and discontinued operations**

Non-current assets (or disposal groups) are classified as assets held for sale, and stated at the lower of carrying amount and fair value less costs to sell if their carrying amount is recovered principally through a sale transaction, rather than through continuing use, and a sale is considered highly probable. These assets may be a component of an entity, a disposal group or an individual non-current asset.

A discontinued operation is a component of an entity that either has been disposed of, or that is classified as held for sale, and:

- (a) represents a separate major line of business or geographical area of operations;
- (b) is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations; or
- (c) is a subsidiary acquired exclusively with a view to resale.

**1.15 Financial liabilities**

The Organisation recognises a financial liability in its statement of financial position when it becomes a party to the contractual provisions of the instrument. The Organisation's financial liabilities are classified as financial liabilities which are not at fair value through profit or loss (classified as 'Other liabilities') under IAS 39. Financial liabilities not at fair value through profit or loss are recognised initially at fair value, being the fair value of consideration received, net of transaction costs that are directly attributable to the acquisition or the issue of the financial liability. These liabilities are subsequently measured at amortised cost. The Organisation derecognises a financial liability from its statement of financial position when the obligation specified in the contract or arrangement is discharged, is cancelled or expires.

**1.16 Trade and other payables**

Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

**1.17 Borrowings**

Borrowings are recognised initially at the fair value of proceeds received, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method. Borrowings are classified as current liabilities unless the Organisation has an unconditional right to defer settlement of the liability for at least twelve months after the end of the reporting period.

Preference shares which are mandatorily redeemable on or by a specific date, are classified as liabilities. The dividend on these preference shares is recognised in profit or loss as interest expense.

**1. Summary of significant accounting policies - continued**

**1.18 Derivative financial instruments**

Derivative financial instruments, consisting of forward foreign exchange contracts, are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured at their fair value. The fair value of forward foreign exchange contracts is determined using forward exchange market rates at the end of the reporting period. All derivatives are carried as assets when fair value is positive and as liabilities when fair value is negative. Trading derivative financial instruments are classified as current assets or liabilities.

The Organisation's derivative transactions, while providing effective economic hedges under the Organisation's risk management policies, do not qualify for hedge accounting under the specific rules in IAS 39 and are therefore treated as derivatives held for trading. Changes in the fair value of any derivative instruments that do not qualify for hedge accounting under IAS 39 are recognised immediately in profit or loss. The Organisation enters into derivative financial instruments to manage the foreign exchange risk exposure certain forecast purchases denominated in foreign currencies. Accordingly, gains or losses arising from changes in the fair value of the Organisation's derivatives are presented in profit or loss within 'cost of sales' in the period in which they arise.

**1.19 Offsetting financial instruments**

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis, or realise the asset and settle the liability simultaneously.

**1.20 Current and deferred tax**

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity respectively.

Deferred tax is recognised in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

The principal temporary differences arise from the fair valuation of land and buildings category within property, plant and equipment and investment property, depreciation on property, plant and equipment and provisions for impairment of trade, hire purchase and other receivables. Deferred tax on the fair valuation of property, plant and equipment is charged or credited directly to the revaluation reserve. Deferred tax on the difference between the actual depreciation on the asset and the equivalent depreciation based on the historical cost of the asset is realised through profit and loss.

**1. Summary of significant accounting policies - continued**

**1.20 Current and deferred tax - continued**

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

**1.21 Provisions**

Provisions are recognised when the Organisation has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated.

Costs related to the ongoing activities of the Organisation are not provided in advance. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

**1.22 Revenue recognition**

Revenue comprises the fair value of the consideration received or receivable for the sale of goods and services in the ordinary course of the Organisation's activities. Sales are recognised upon delivery of products or performance of services, net of sales taxes, returns, rebates and discounts. The Organisation recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and when specific criteria have been met for each of the Organisation's activities as described below.

(a) Sales of goods

Sales of goods are recognised when the Organisation has delivered products to the customer and there is no unfulfilled obligation that could affect the customer's acceptance of the products. Delivery does not occur until the risks of obsolescence and loss have been transferred to the customer, and the customer has accepted the products.

(b) Sales of services

Revenue from services is generally recognised in the period the services are provided, based on the services performed to date as a percentage of the total services to be performed. Accordingly, revenue is recognised by reference to the stage of completion of the transaction under the percentage of completion method.

Operating lease rental income – refer to accounting policy 1.25 for 'Operating leases'.

Sales relating to long-term contracts – refer to accounting policy 1.23 for 'Long-term contracts'.

**1. Summary of significant accounting policies - continued**

**1.22 Revenue recognition - continued**

(c) Interest income

Interest income is recognised in profit or loss for all interest-bearing instruments as it accrues using the effective interest method.

Bill commission income received upon commencement of a hire purchase agreement is in part refundable to the customer, in case of prepayments, on a proportional basis. Accordingly, these refundable fees are recognised in profit or loss on a straight-line basis over the term of the agreements.

(d) Dividend income

Dividend income is recognised when the right to receive payment is established.

(e) Rental income from investment property

Rental income is recognised in profit or loss on a straight-line basis over the term of the lease.

Other operating income is recognised on an accrual basis unless collectibility is in doubt.

**1.23 Long-term contracts**

When the outcome of a contract cannot be estimated reliably, contract revenue is recognised only to the extent of contract costs incurred that it is probable will be recoverable; and contract costs are recognised when incurred.

When the outcome of a contract can be estimated reliably and it is probable that the contract will be profitable, contract revenue and contract costs are recognised over the period of the contract, respectively, as revenue and expenses. When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately.

The Organisation uses the 'percentage of completion method' to determine the appropriate amount of revenue and costs to recognise in a given period. The stage of completion is measured by reference to the proportion of contract costs incurred for work performed up to the end of the reporting period in relation to the estimated total costs for the contract. Costs incurred during the year that relate to future activity on a contract are excluded from contract costs in determining the stage of completion and are shown as contract work in progress within inventories.

The aggregate of the costs incurred and the profit or loss recognised on each contract is compared against the progress billings up to the end of the reporting period. The Organisation presents as an asset the gross amount due from customers for contract work for all contracts in progress for which costs incurred plus recognised profits (less recognised losses) exceed progress billings, within trade and other receivables. The Organisation presents as a liability the gross amount due to customers for contract work for all contracts in progress for which progress billings exceed costs incurred plus recognised profits (less recognised losses), within trade and other payables.

**1. Summary of significant accounting policies - continued**

**1.24 Government grants**

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Organisation will comply with all attached conditions. Government grants related to costs are deferred and recognised in profit or loss over the period necessary to match them with the costs they are intended to compensate.

Government grants related to assets, i.e. in respect of the purchase of property, plant and equipment, are included in liabilities as deferred government grants, and are credited to profit or loss on a straight-line basis over the expected lives of the related assets, presented under 'Other operating income'.

Grants related to income are presented as a deduction in reporting the related expense. Accordingly, government grants or subsidies received in respect of stocks are accounted for as an adjustment to the carrying amount of the related assets and are recognised in profit or loss as a deduction in reporting 'Cost of sales' when stocks affect the cost of goods sold in profit or loss. Grants receivable in relation to interest rate subsidy schemes are recognised in profit or loss as a deduction in reporting 'Finance costs' when the related interest expense is accrued in profit or loss.

**1.25 Operating leases**

(a) An undertaking is the lessee

Leases of assets where a significant portion of the risks and rewards of ownership are effectively retained by the lessor are classified as operating leases. Payments made under operating leases are charged to profit or loss on a straight-line basis over the period of the lease.

(b) An undertaking is the lessor

Assets leased out under operating leases are included in property, plant and equipment in the statement of financial position and are accounted for in accordance with accounting policy 1.5. They are depreciated over their expected useful lives on a basis consistent with similar owned property, plant and equipment. Rental income from operating leases is recognised in profit or loss on a straight-line basis over the lease term.

**1.26 Finance leases**

(a) An undertaking is the lessor

When assets are leased out under a finance lease, the present value of the lease payments is recognised as a receivable. The difference between the gross receivable and the present value of the receivable is recognised as unearned finance income.

Lease income is recognised over the term of the lease using the net investment method, which reflects a constant periodic rate of return.

**1. Summary of significant accounting policies - continued**

**1.27 Borrowing costs**

Borrowing costs which are incurred for the purpose of acquiring or constructing qualifying property, plant and equipment or investment property are capitalised as part of its cost. Borrowing costs are capitalised while acquisition or construction is actively underway, during the period of time that is required to complete and prepare the asset for its intended use. Capitalisation of borrowing costs is ceased once the asset is substantially complete and is suspended if the development of the asset is suspended. All other borrowing costs are expensed. Borrowing costs are recognised for all interest-bearing instruments on an accrual basis using the effective interest method. Interest costs include the effect of amortising any difference between initial net proceeds and redemption value in respect of interest-bearing borrowings.

**1.28 Dividend distribution**

Dividend distribution to the shareholders is recognised as a liability in the financial statements in the period in which the dividends are approved by the shareholders.

**2. Financial risk management**

**2.1 Financial risk factors**

The Organisation's activities potentially expose it to a variety of financial risks: market risk (including currency risk, fair value interest rate risk, cash flow interest rate risk and price risk), credit risk and liquidity risk. The Organisation's overall risk management, covering risk exposures for all companies constituting the Mizzi Organisation, focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Organisation's financial performance. The board of directors governing all Mizzi Organisation entities provides principles for overall risk management, as well as policies covering risks referred to above and specific areas such as investment of excess liquidity. In order to manage exposures attributable to risks arising from fluctuations in currency exchange rates, an entity forming part of the Organisation made use of derivative financial instruments during the current year, by entering into forward foreign exchange contracts with a major local banking institution.

**2. Financial risk management** - continued

(a) Market risk

(i) *Foreign exchange risk*

Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities which are denominated in a currency that is not the respective entity's functional currency. portion of the Organisation's purchases are denominated in US dollar, sterling and Japanese yen, and accordingly the Organisation is exposed to foreign exchange risk arising from such purchases. During the current financial year, an entity forming part of the Organisation has entered into forward foreign exchange contracts to manage exposures arising from certain purchases denominated in sterling. An entity domiciled overseas (see accounting policy 1.1(ii)) has a functional currency which is different from the euro and is subject to currency risk in respect of intra-Organisation balances denominated in euro amounting to €496,668 (2009: €495,184). The exposures from these instruments and the resultant exchange differences recognised in profit or loss are not deemed material in the context of the Organisation's figures.

The Organisation's main risk exposure reflecting the carrying amount of payables denominated in foreign currencies at the end of the reporting periods were as follows:

	<b>2010</b>	2009
	€	€
<b>Trade and other payables</b>		
GBP	<b>123,664</b>	287,964
USD	<b>85,555</b>	46,824

The Organisation's risk exposures reflecting the carrying amount of payables denominated in other foreign currencies at the end of the reporting periods were not significant.

Balances denominated in foreign currencies are settled within very short periods in accordance with the negotiated credit terms. Also, foreign exchange risk attributable to future transactions is not deemed to be material since the respective undertakings manage the related risk by reflecting, as far as is practicable, the impact of exchange rate movements registered with respect to purchases in the respective sales prices. The Organisation also manages risks relating to future transactions by entering into forward contracts in certain instances as outlined previously.

The Organisation's revenues, purchases and other expenditure, financial assets and liabilities, including financing, are mainly denominated in euro, except as outlined above. Management does not consider foreign exchange risk attributable to recognised liabilities arising from purchase transactions denominated in foreign currencies to be significant. Accordingly, a sensitivity analysis for foreign exchange risk disclosing how profit or loss and equity would have been affected by changes in foreign exchange rates that were reasonably possible at the end of the reporting period is not deemed necessary.

(ii) *Cash flow and fair value interest rate risk*

The Organisation's significant instruments which are subject to fixed interest rates comprise amounts receivable under finance lease arrangements (Note 10), amounts receivable from hire purchase debtors (Note 11), non-cumulative redeemable preference shares (Note 19) and the bonds issued to the general public (Note 19). In this respect, the Organisation is potentially exposed to fair value interest rate risk in view of the fixed interest nature of these instruments, which are however measured at amortised cost.

**2. Financial risk management** - continued

The Organisation's interest rate risk principally arises from bank borrowings, including bills of exchange factored out to bank, issued at variable rates (Note 19) which expose the Organisation to cash flow interest rate risk. Management monitors the impact of changes in market interest rates on amounts reported in profit or loss in respect of these instruments. Based on this analysis, management considers the potential impact on profit or loss of a defined interest rate shift that is reasonably possible at the end of the reporting period to be immaterial and accordingly the level of interest rate risk is contained. The Organisation's operating cash flows are substantially independent of changes in market interest rates.

*(iii) Price risk*

The Organisation is exposed to commodity price risk in relation to purchases of certain raw materials. The related entity enters into contractual arrangements for the procurement of these raw materials at variable market prices but at the end of the reporting period there were no outstanding contractual commitments in this respect. Management does not consider the potential impact of a defined shift in commodity prices on profit or loss to be significant, particularly in view of the weighting of purchases of such raw materials in relation to the Organisation's total purchases.

The Organisation is exposed to equity securities price risk in view of investments held by the Organisation which have been classified in the combined statement of financial position as available-for-sale. To manage its price risk arising from investments in equity securities, the Organisation diversifies its portfolio in terms of listing status and business sectors of investees. A significant portion of the Organisation's available-for-sale investments are quoted on the Malta Stock Exchange and are accordingly incorporated in the MSE equity index. The impact of a reasonable possible shift in the MSE equity index on the Organisation's available-for-sale revaluation reserve is not deemed significant in the context of the Organisation's figures reported in the combined statement of financial position. The analysis is based on the assumption that the equity index had increased/decreased by 5% at the end of the reporting period, with all other variables held constant, and that all the equity instruments listed on the Malta Stock Exchange moved according to the historical correlation with the index. Another portion of the Organisation's investments are in unlisted private companies, whilst certain other investments are listed on other stock exchanges (refer to Note 9).

*(b) Credit risk*

Credit risk arises from cash and cash equivalents, advances to related parties and credit exposures to customers, including outstanding debtors and committed transactions. The Organisation's exposures to credit risk at the end of the reporting period are analysed as follows:

	2010	2009
	€	€
Loans and receivables category:		
Trade and other receivables (Note 10)	<b>34,981,858</b>	35,798,463
Loans and advances (Note 8)	<b>575,938</b>	575,938
Cash and cash equivalents	<b>3,115,613</b>	2,458,839
	<b>38,673,409</b>	38,833,240

## 2. Financial risk management - continued

The maximum exposure to credit risk at the end of the reporting period in respect of the financial assets mentioned above is equivalent to their carrying amount as disclosed in the respective notes to the financial statements. The Organisation does not hold any significant collateral as security in this respect.

Entities forming part of the Mizzi Organisation principally bank and enter into derivative contracts (refer to Foreign exchange risk) only with local financial institutions with high quality standing or rating.

The Organisation's debtors comprise trade receivables arising from the core operations of the Mizzi Organisation companies and amounts receivable from hire purchase debtors in respect of financing provided by an undertaking. The Organisation assesses the credit quality of its customers, taking into account financial position, past experience and other factors. It has policies in place to ensure that sales of products, services and financing transactions are effected with customers with an appropriate credit history. The Organisation monitors the performance of its trade, hire purchase and other receivables on a regular basis to identify incurred collection losses, which are inherent in the Organisation's debtors, taking into account historical experience in collection of accounts receivable.

In view of the nature of the Organisation's activities and the markets in which it operates, a limited number of customers account for a certain percentage of the Organisation's trade and other receivables, particularly in respect of amounts receivable from hire purchase debtors. An undertaking has a significant concentration of credit risk with respect to hire purchase receivables because the face value of receivables from two customers amount to €2,351,242 (2009: €2,596,526). Over the years, these customers traded frequently with the Organisation and they were deemed by management to have acceptable credit standing, usually taking cognisance of the performance history in relation to defaults. These exposures are monitored and reported more frequently and rigorously. In view of the financial circumstances of one of these customers, a provision for impairment covering a portion of the receivable was deemed necessary at the end of the reporting period reflecting the possibility of default and potential recoveries from the customer. The Organisation also has a significant concentration of credit risk with respect to finance lease debts because the receivables from the same two customers referred to above with respect to hire purchase debtors, constitute 97% (2009: 97%) of the Organisation's finance lease receivables (see Note 10). These two customers also owe another entity forming part of the Organisation an amount of €294,312 (2009: €186,638). These exposures are monitored and reported in the rigorous manner disclosed above.

The Organisation manages credit limits and exposures actively in a practicable manner such that past due amounts receivable from customers are within controlled parameters. The Organisation's trade and hire purchase receivables, which are not impaired financial assets, are principally debts in respect of transactions with customers for whom there is no recent history of default. Management does not expect any losses from non-performance by these customers.

The Organisation's loans referred to in the table above consist of advances to an associate of the Organisation and the Organisation's trade and other receivables include significant amounts due from related parties. The Organisation's treasury monitors related party credit exposures at individual entity level on a regular basis and ensures timely performance of these assets in the context of overall liquidity management. The Organisation assesses the credit quality of these related parties taking into account financial position, performance and other factors. The Organisation takes cognisance of the related party relationship with these entities and management does not expect any losses from non-performance or default.

**2. Financial risk management - continued**

As at 31 December 2010, hire purchase receivables with a face value of €4,914,015 (2009: €5,489,766) were impaired and the amount of the provisions in this respect are €2,729,595 (2009: €2,509,891). The individually impaired receivables mainly relate to customers which are in unexpectedly difficult economic situations and which are accordingly not meeting repayment obligations. It was assessed that a significant portion of these receivables is expected to be recovered. The Organisation does not hold any significant collateral as security in respect of the impaired hire purchase receivables.

The movement in provisions for impairment of hire purchase receivables is as follows:

	<b>2010</b>	2009
	€	€
At beginning of year	<b>2,509,891</b>	2,332,957
Reversals of provisions which are no longer required	<b>(594,445)</b>	(258,520)
Reversals of provisions in relation to amounts written off	<b>(209,552)</b>	(341,939)
Increase in provisions	<b>1,023,701</b>	777,393
	<hr/>	<hr/>
At end of year	<b>2,729,595</b>	2,509,891

Reversals of provisions for impairment arise in those situations where customers recover from unfavourable circumstances and accordingly start meeting repayment obligations including accrued interest. The movements in these provisions are disclosed in Note 23 and are included in 'Administrative expenses' in profit or loss.

As at 31 December 2010, trade receivables of €1,848,829 (2009: €1,926,202) and other receivables of €2,310,160 (2009: €2,054,721) were impaired. Provisions for impairment in this respect are equivalent to the amounts disclosed. The individually impaired receivables mainly relate to a number of independent customers which are in unexpectedly difficult economic situations. Reversals of provisions for impairment arise in those situations where customers recover from unfavourable circumstances. The Organisation does not hold any collateral as security in respect of the impaired assets. The movements in provisions for impairment of these receivables are disclosed in Note 23 to these financial statements.

As at 31 December 2010, amounts receivable from hire purchase debtors of €2,060,319 (2009: €2,501,915) were past due but not impaired. These mainly relate to a number of independent customers for whom there is no recent history of default. Categorisation of hire purchase receivables as past due is determined by the Organisation on the basis of the nature of the credit terms in place and credit arrangements actually utilised in managing exposures with customers.

**2. Financial risk management - continued**

The ageing analysis of these past due hire purchase receivables is as follows:

	<b>2010</b>	2009
	€	€
Up to 3 months	<b>812,764</b>	1,167,846
3 to 6 months	<b>482,505</b>	693,561
6 to 12 months	<b>321,946</b>	459,251
12 months and over	<b>443,104</b>	181,257
	<b>2,060,319</b>	2,501,915

As at 31 December 2010, trade receivables of €1,699,301 (2009: €1,878,116) were past due but not impaired. These mainly relate to a number of independent trade customers for whom there is no recent history of default. Whilst a limited number of customers account for a certain percentage of the Organisation's past due trade debts, management has not identified any major concerns with respect to concentration of credit risk as outlined above. Categorisation of trade receivables as past due is determined by the Organisation on the basis of the nature of the credit terms in place and credit arrangements actually utilised in managing exposures with customers. The ageing analysis of these past due trade receivables is as follows:

	<b>2010</b>	2009
	€	€
Up to 3 months	<b>1,265,327</b>	1,442,685
Over 3 months	<b>433,974</b>	435,431
	<b>1,699,301</b>	1,878,116

At 31 December 2010 and 2009, the carrying amount of financial assets that would otherwise be past due or impaired whose terms have been renegotiated is not deemed to be significant.

(c) Liquidity risk

The Organisation is exposed to liquidity risk in relation to meeting future obligations associated with its financial liabilities, which comprise borrowings (Note 19) and trade and other payables (Note 18). Prudent liquidity risk management includes maintaining sufficient cash and committed credit lines to ensure the availability of an adequate amount of funding to meet the Organisation's obligations.

Management monitors liquidity risk by reviewing expected cash flows, and ensures that no additional financing facilities are expected to be required over the coming year. This is also performed at a central treasury function which controls the overall liquidity requirements of Mizzi Organisation within certain parameters. The Organisation's liquidity risk is actively managed taking cognisance of the matching of cash inflows and outflows arising from expected maturities of financial instruments, together with the Organisation's committed bank borrowing facilities and other financing that it can access to meet liquidity needs. In this respect management does not consider liquidity risk to the Organisation as significant taking into account the liquidity management process referred to above.

## 2. Financial risk management - continued

The tables below analyse the Organisation's principal financial liabilities into relevant maturity groupings based on the remaining term at the end of the reporting period to the contractual maturity date on the assumption that the 2009 bonds will be redeemed at the latest optional redemption date. The amounts disclosed in the tables are the contractual undiscounted cash flows. Balances due within twelve months equal their carrying balances, as the impact of discounting is not significant.

	Less than 1 year €	Between 1 and 2 years €	Between 2 and 5 years €	Over 5 years €	Total €
<b>At 31 December 2010</b>					
Bank borrowings	15,331,954	5,632,225	11,479,712	9,245,595	41,689,486
2009 bonds	1,860,000	1,860,000	5,580,000	37,440,000	46,740,000
Loans from related parties	269,927	-	-	-	269,927
Redeemable preference shares	-	-	-	815,281	815,281
Trade and other payables	21,505,988	-	-	-	21,505,988
	<b>38,967,869</b>	<b>7,492,225</b>	<b>17,059,712</b>	<b>47,500,876</b>	<b>111,020,682</b>
<b>At 31 December 2009</b>					
Bank borrowings	11,500,684	5,938,040	12,829,523	11,451,048	41,719,295
2002 bonds	3,767,757	-	-	-	3,767,757
2009 bonds	1,916,430	1,860,000	5,580,000	39,300,000	48,656,430
Loans from related parties	305,567	-	-	-	305,567
Redeemable preference shares	-	-	-	815,281	815,281
Trade and other payables	18,679,136	-	-	-	18,679,136
	<b>36,169,574</b>	<b>7,798,040</b>	<b>18,409,523</b>	<b>51,566,329</b>	<b>113,943,466</b>

The contractual undiscounted cash flows attributable to the Organisation's gross settled derivative contracts outstanding at 31 December 2010, consisting of forward foreign exchange contracts, were not deemed sufficiently material for disclosure purposes in the context of understanding the Organisation's liquidity management process.

### 2.2 Capital risk management

The Organisation's capital is managed at the level of Mizzi Organisation by reference to the aggregate level of equity and borrowings or debt as disclosed in the respective consolidated financial statements of Consolidated Holdings Limited, Kastell Limited, Mizzi Holdings Limited and The General Soft Drinks Company Limited, together with the financial statements of Falcon Wines & Spirits Limited and Mizzi Motors Limited. The capital of the entities forming part of the Mizzi Organisation, which have been mentioned above, is managed on an aggregate basis by the Organisation as if they were organised as one entity. The Organisation's objectives when managing capital are to safeguard the Organisation's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders, and to maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the entities forming part of the Organisation may issue new shares or adjust the amounts of dividends paid to shareholders.

## 2. Financial risk management - continued

The Organisation also monitors the level of capital on the basis of the ratio of aggregated net debt to total capital. Net debt is calculated as total borrowings (as shown in the statement of financial position) less cash and cash equivalents. Total capital is calculated as equity, as shown in the statement of financial position, plus net debt. The aggregated figures in respect of the Organisation's equity and borrowings are reflected below:

	<b>2010</b>	2009
	€	€
Total borrowings	<b>69,006,323</b>	72,552,943
Less: cash and cash equivalents	<b>(3,115,613)</b>	(2,458,839)
Net debt	<b>65,890,710</b>	70,094,104
Total equity	<b>84,628,625</b>	86,928,009
Total capital	<b>150,519,335</b>	157,022,113
Net debt/total capital	<b>44%</b>	45%

The Organisation manages the relationship between equity injections and borrowings, being the constituent elements of capital as reflected above, with a view to managing the cost of capital. The level of capital of the Organisation, as reflected in the combined statement of financial position, is maintained by reference to its respective financial obligations and commitments arising from operational requirements. In view of the nature of the Organisation's activities and the extent of borrowings or debt, the capital level at the end of the reporting period determined by reference to the combined financial statements is deemed adequate by management.

### 2.3 Fair values of financial instruments

At 31 December 2010 and 2009 the carrying amounts of cash at bank, receivables, payables, accrued expenses and short-term borrowings reflected in the combined financial statements are reasonable estimates of fair value in view of the nature of these instruments or the relatively short period of time between the origination of the instruments and their expected realisation. The fair value of advances and other balances with related parties which are short-term or repayable on demand is equivalent to their carrying amount.

The fair value of non-current financial instruments for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Organisation for similar financial instruments. The carrying amount of the Organisation's non-current advances to associate and non-current hire purchase receivables fairly approximates the estimated fair value of these assets based on discounted cash flows. The fair value of the Organisation's non-current floating interest rate bank borrowings at the end of the reporting periods is not significantly different from the carrying amounts. Information on the fair value of the bonds issued to the public is disclosed in the respective note to the combined financial statements.

## 2. Financial risk management - continued

The Organisation is required to disclose fair value measurements by level of the following fair value measurement hierarchy for instruments carried at fair value:

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

The fair value of available-for-sale equity securities traded in active markets is based on quoted market prices at the end of the reporting period. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer or broker and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the Organisation is the current bid price. The fair value of available-for-sale equity securities that are not traded in an active market (for instance, investments in unlisted local private companies) is determined by using valuation techniques, principally discounted cash flow models. When the Organisation uses valuation techniques, it makes assumptions that are based on market conditions existing at the end of each reporting period. The valuation techniques used are supported by observable market prices or rates since their variables include only data from observable markets. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2. If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

The Organisation's available-for-sale financial assets with a carrying amount of €453,893 (2009: €812,830) are categorised as level 1 instruments since these investments are listed in active markets. With respect to investments with a carrying amount of €682,326 (2009: €932,329), reflecting historical cost less impairment, fair value determined by reference to level 2 categorisation is deemed to approximate carrying amounts.

The Organisation's derivative contracts, consisting of forward foreign exchange contracts, are fair valued on the basis of valuation techniques by reference to forward exchange rates at the end of the reporting period. Accordingly these derivative financial instruments are categorised as level 2 instruments.

## 3. Critical accounting estimates and judgements

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

In the opinion of the directors, the accounting estimates and judgements made in the course of preparing these combined financial statements are not difficult, subjective or complex to a degree which would warrant their description as critical in terms of the requirements of IAS 1.

As referred to in Notes 4 and 5 to this combined financial information, the Organisation's land and buildings category of property, plant and equipment and investment property are fair valued annually on 31 December on the basis of professional advice, which considers current market prices in an active market for all properties.

**4. Property, plant and equipment**

	Land, buildings and improvements to premises €	Plant, machinery and operational equipment €	Furniture, fittings and office equipment €	Motor vehicles €	Total €
<b>At 1 January 2009</b>					
Cost or valuation	79,294,294	33,385,067	15,008,023	10,784,337	138,471,721
Accumulated depreciation and impairment losses	(6,045,903)	(22,978,351)	(11,741,927)	(5,143,675)	(45,909,856)
Net book amount	73,248,391	10,406,716	3,266,096	5,640,662	92,561,865
<b>Year ended 31 December 2009</b>					
Opening net book amount	73,248,391	10,406,716	3,266,096	5,640,662	92,561,865
Impairment charges recognised in profit or loss (effect on accumulated depreciation and impairment losses)	(59,926)	(41,351)	-	-	(101,277)
Additions	1,051,606	848,888	1,343,722	1,458,906	4,703,122
Disposals	-	(294,246)	(29,243)	(1,330,488)	(1,653,977)
Depreciation charge	(1,362,655)	(1,701,077)	(1,097,241)	(1,556,017)	(5,716,990)
Depreciation released on disposals	-	225,716	29,045	1,023,379	1,278,140
Closing net book amount	72,877,416	9,444,646	3,512,379	5,236,442	91,070,883
<b>At 31 December 2009</b>					
Cost or valuation	80,345,900	33,939,709	16,322,502	10,912,755	141,520,866
Accumulated depreciation and impairment losses	(7,468,484)	(24,495,063)	(12,810,123)	(5,676,313)	(50,449,983)
Net book amount	72,877,416	9,444,646	3,512,379	5,236,442	91,070,883
<b>Year ended 31 December 2010</b>					
Opening net book amount	72,877,416	9,444,646	3,512,379	5,236,442	91,070,883
Additions	400,395	659,522	1,101,941	1,392,122	3,553,980
Disposals	-	(6,865,641)	(973,382)	(1,502,587)	(9,341,610)
Effects of disposal of entity:					
- cost	(404,335)	(425,737)	(262,258)	(15,236)	(1,107,566)
- accumulated depreciation	195,608	295,169	234,776	8,460	734,013
Depreciation charge	(1,329,934)	(1,723,544)	(1,148,598)	(1,447,752)	(5,649,828)
Depreciation released on disposals	-	6,860,088	973,382	1,015,931	8,849,401
Closing net book amount	<b>71,739,150</b>	<b>8,244,503</b>	<b>3,438,240</b>	<b>4,687,380</b>	<b>88,109,273</b>
<b>At 31 December 2010</b>					
Cost or valuation	80,341,960	27,307,853	16,188,803	10,787,054	134,625,670
Accumulated depreciation and impairment losses	(8,602,810)	(19,063,350)	(12,750,563)	(6,099,674)	(46,516,397)
Net book amount	<b>71,739,150</b>	<b>8,244,503</b>	<b>3,438,240</b>	<b>4,687,380</b>	<b>88,109,273</b>

**4. Property, plant and equipment - continued**

The Organisation's land and buildings were last revalued on 31 December 2010 by a professionally qualified valuer. Valuations were made on the basis of open market value. On 31 December 2010, no adjustments to the property's carrying amount were necessary. The book value of the property had been adjusted to the revaluation in prior years and the resultant surplus, net of applicable deferred income taxes, had been credited to the revaluation reserve in owners' equity (see Note 16).

If the land and buildings were stated on the historical cost basis, the amounts would be as follows:

	<b>2010</b>	2009
	€	€
Cost	<b>40,497,985</b>	40,412,531
Accumulated depreciation and impairment losses	<b>(6,699,007)</b>	(6,269,633)
Net book amount	<b>33,798,978</b>	34,142,898

Bank borrowings in the name of undertakings forming part of the Mizzi Organisation are secured on the major assets constituting the Organisation's land and buildings category.

The impairment charges recognised in profit or loss during the year ended 31 December 2009 arose on improvements to premises and operational equipment attributable to overseas outlets utilised by the Organisation for retailing of clothing and similar goods, in view of the resolution of the directors of the respective entity to cease operations from these outlets. The recoverable amount of the assets (the higher of the value in use and net selling price) was determined at the individual asset level and represents the net selling price, determined by reference to market prices for equivalent assets.

The category of motor vehicles disclosed above comprises motor vehicles leased out under operating leases as follows:

	<b>At 31</b>	At 31	At 1
	<b>December</b>	December	January
	<b>2010</b>	2009	2009
	€	€	€
Cost	<b>4,184,464</b>	4,259,440	3,885,902
Accumulated depreciation	<b>(1,551,418)</b>	(1,558,795)	(1,182,272)
Net book amount	<b>2,633,046</b>	2,700,645	2,703,630

**4. Property, plant and equipment - continued**

The movement in the net book amount of leased assets is analysed as follows:

	<b>2010</b>	2009
	€	€
<b>Year ended 31 December</b>		
Opening net book amount	<b>2,700,645</b>	2,703,630
Additions	<b>784,096</b>	784,088
Disposals	<b>(859,072)</b>	(410,550)
Depreciation charge	<b>(559,866)</b>	(578,730)
Depreciation released on disposals	<b>567,243</b>	202,207
	<b>2,633,046</b>	2,700,645

**5. Investment property**

	<b>2010</b>	2009
	€	€
<b>Year ended 31 December</b>		
Opening carrying amount	<b>21,752,308</b>	22,439,974
Additions resulting from subsequent expenditure	<b>79,695</b>	663,069
Reclassification from assets classified as held for sale (Note 14)	-	509,394
Reclassification to inventories (Note 12)	-	(1,831,498)
Other movements	<b>(28,638)</b>	(28,631)
	<b>21,803,365</b>	21,752,308

	<b>2010</b>	2009
	€	€
<b>At 31 December</b>		
Cost	<b>7,412,094</b>	7,332,399
Fair value gains	<b>14,391,271</b>	14,419,909
	<b>21,803,365</b>	21,752,308

The transfer to inventories during the preceding year related to reclassification of property as a result of changes in intended use evidenced by development with a view to sale.

The transfer from assets classified as held for sale to investment property during the previous year related to a reclassification as a result of management's decision to retain property, which was previously earmarked for disposal, for the purposes of earning rentals and capital appreciation.

The Organisation's investment properties are valued annually on 31 December at fair value, comprising open market value, by a professionally qualified valuer. Valuations were based on current prices in an active market for all properties.

**5. Investment property - continued**

If the investment property was stated on the historical cost basis, the amounts would be as follows:

	<b>2010</b>	2009
	€	€
Cost	<b>7,412,094</b>	7,332,399
Accumulated depreciation	<b>(540,174)</b>	(446,816)
Net book amount	<b>6,871,920</b>	6,885,583

As at 31 December 2010, bank borrowings in the name of undertakings forming part of the Mizzi Organisation are secured on the Organisation's investment property with a fair value of €11,857,000 (2009: €11,736,000).

In prior years an entity forming part of the Mizzi Organisation was a recipient company of the division of a fully-owned subsidiary of an associate of the Organisation. As a result of the division, the entity acquired investment property in exchange for the issue of redeemable preference shares (see Note 19). The investment property was transferred at its open market value.

Investment property disclosed above includes property leased out under operating leases as follows:

	<b>At 31 December 2010</b>	At 31 December 2009	At 1 January 2009
	€	€	€
Cost	<b>1,825,285</b>	1,756,549	1,756,549
Fair value gains	<b>825,090</b>	825,090	825,090
Carrying amount	<b>2,650,375</b>	2,581,639	2,581,639

The movement in the carrying amount of leased property is analysed as follows:

	<b>2010</b>	2009
	€	€
<b>Year ended 31 December</b>		
Opening carrying amount	<b>2,581,639</b>	2,581,639
Additions resulting from subsequent expenditure	<b>68,736</b>	-
Closing carrying amount	<b>2,650,375</b>	2,581,639

**6. Intangible assets**

	Franchise rights €
<b>At 31 December 2010, 2009 and 2008</b>	
Cost	46,587
Accumulated amortisation	(46,587)
Net book amount	-

**7. Investments in associates**

	2010 €	2009 €
<b>Year ended 31 December</b>		
Opening carrying amount	16,106,245	16,495,456
Additions at cost	-	1,000
Share of profit	121,465	45,265
Redemption of capitalised ground rents (Note 17)	(1,902)	(1,307)
Increase in provisions for impairment	(26,795)	-
Dividends received	(365,900)	(434,169)
Closing carrying amount	15,833,113	16,106,245
	2010 €	2009 €
<b>At 31 December</b>		
Cost	1,827,026	1,827,026
Share of profits and reserves	14,094,902	14,341,239
Provisions for impairment	(88,815)	(62,020)
Carrying amount	15,833,113	16,106,245

The Organisation's share of profit of the associates, disclosed in the tables above and in profit or loss, is after tax and non-controlling interests in the associates.

During the current financial year, the shareholders of FirstUnited Investments Limited have approved the voluntary dissolution and consequential winding up of the company by virtue of a resolution dated 30 September 2010. The Organisation has recognised an impairment loss in respect of its interest in this associate to adjust carrying amount to estimated recoverable amount on the basis of the Organisation's share of the entity's equity.

Additions during the preceding financial year, reflected in the table above, relate to the incorporation of Primax Limited.

**7. Investments in associates - continued**

The Organisation's share of the results of the principal associates and its share of the assets and liabilities are as follows:

	Assets €	Liabilities €	Revenues €	Profit/(loss) €
<b>2010</b>				
FirstUnited Insurance Brokers Limited	920,338	693,588	400,833	61,170
FirstUnited Insurance Management Limited	77,173	6,930	115,712	44,529
FirstUnited Investments Limited	13,615	216	-	(612)
Institute of English Language Studies Limited	3,749,730	3,040,918	2,249,799	(160,954)
Lada Motors Limited	42,749	833	-	(673)
Mizzi Associated Enterprises Limited	17,033,050	2,427,067	2,301,968	27,163
The Players Group Limited	604,432	573,026	-	150,842
	<b>22,441,087</b>	<b>6,742,578</b>	<b>5,068,312</b>	<b>121,465</b>
<b>2009</b>				
FirstUnited Insurance Brokers Limited	933,567	712,313	403,739	62,371
FirstUnited Insurance Management Limited	50,391	4,783	64,902	21,607
FirstUnited Investments Limited	15,876	1,706	-	5,566
Institute of English Language Studies Limited	3,975,449	3,105,683	1,688,253	(203,065)
Lada Motors Limited	43,796	1,206	-	(607)
Mizzi Associated Enterprises Limited	17,376,544	2,642,962	2,253,829	14,026
The Players Group Limited	599,399	573,468	-	145,367
	<b>22,995,022</b>	<b>7,042,121</b>	<b>4,410,723</b>	<b>45,265</b>

**7. Investments in associates - continued**

The Organisation's share of the results of Malta Deposit and Return System Limited is not recognised in these financial statements. A provision for impairment has been recognised for the Organisation's investment in this associate. By virtue of a resolution dated 17 December 2008, the shareholders of Malta Deposit and Return System Limited had approved the voluntary dissolution and consequential winding up of the company. The Organisation's share of the results of the associate and its share of the assets and liabilities are not deemed material for the purposes of disclosure.

**8. Loans and advances: non-current amounts**

At the end of the reporting period the Organisation had advanced an amount of €575,938 (2009: €575,938) by way of shareholder's loan to an associate. These advances do not bear interest and do not have any fixed date of repayment. The purpose of these advances is to fund the associate's financial commitments in respect of a business venture. In accordance with the formal terms of the financing arrangement, the amounts advanced as shareholders' loans are earmarked for capitalisation i.e. conversion into ordinary share capital. At the end of the reporting period, in the opinion of the directors of the respective entity forming part of the Mizzi Organisation, the fair value of this asset approximates its carrying amount.

**9. Available-for-sale financial assets**

	2010 €	2009 €
<b>Year ended 31 December</b>		
Opening carrying amount	1,745,159	1,615,369
Additions at cost	20,649	131,673
Net gains/(losses) from changes in fair value (Note 16)	3,888	(1,883)
Disposals	(633,477)	-
Closing carrying amount	1,136,219	1,745,159
	2010 €	2009 €
<b>At 31 December</b>		
Cost	1,524,670	2,271,417
Fair value losses	(62,427)	(200,234)
Provisions for impairment	(326,024)	(326,024)
Carrying amount	1,136,219	1,745,159

**9. Available-for-sale financial assets - continued**

The Organisation's available-for-sale assets consist of:

	2010	2009
	€	€
Investments listed on the Malta Stock Exchange	453,893	651,185
Investments listed on other stock exchanges	-	161,645
Other investments in unlisted local private companies	682,326	932,329
	1,136,219	1,745,159

The Organisation's available-for-sale investments, consisting of equity instruments, are fair valued annually. For investments traded on the Malta Stock Exchange and other stock exchanges, fair value is determined by reference to quoted market prices. For other investments, fair value is mainly estimated by reference to the net asset backing of the investee and the use of valuation techniques, principally discounted cash flow models. The cost of these other investments approximates fair value and no movements have been recognised in equity. An impairment loss had been recognised in prior years in respect of an investment in an unlisted company which is in unexpected adverse trading and operating conditions.

**10. Trade and other receivables**

	2010	2009
	€	€
<b>Current</b>		
Trade receivables	8,773,041	10,857,111
Amounts receivable from hire purchase debtors (Note 11)	5,614,150	6,239,852
Gross amounts due from customers for contract work	1,845,122	1,018,494
Finance lease receivables (net of unearned finance income)	224,719	212,027
Amounts owed by associates	996,305	501,359
Amounts owed by other related parties	2,355,796	2,108,706
Government grants receivable	78,416	71,920
Amounts recoverable in respect of capital expenditure	-	891,396
Advance payments to suppliers	64,002	30,795
Derivative financial instruments	11,393	-
Other receivables	3,238,177	2,536,729
Indirect taxation	1,340,475	1,161,585
Prepayments and accrued income	2,315,511	2,359,746
	26,857,107	27,989,720
<b>Non-current</b>		
Amounts receivable from hire purchase debtors (Note 11)	5,858,850	6,366,835
Finance lease receivables (net of unearned finance income)	529,135	695,932
Other receivables	1,190,869	491,408
Prepayments and accrued income	557,290	254,568
	8,136,144	7,808,743

**10. Trade and other receivables - continued**

Non-current amounts, other than non-current prepayments and accrued income, are principally receivable within five years from the end of the reporting periods. Non-current prepayments and accrued income principally relate to advance payments which are expected to be realised over the term of the related agreements up to fifteen years after the end of the reporting period.

Receivables above are disclosed net of provisions for impairment as follows:

	<b>2010</b>	2009
	<b>€</b>	€
Trade receivables	<b>1,848,829</b>	1,926,202
Other receivables: current amounts	<b>1,812,894</b>	1,707,429
Other receivables: non-current amounts	<b>470,001</b>	320,027
Amounts owed by related parties	<b>27,265</b>	27,265
	<b>4,158,989</b>	3,980,923

Provisions for impairment of amounts receivable from hire purchase debtors are disclosed separately in Note 11.

The aggregate amount of costs incurred and recognised profits (less recognised losses) to date for contracts in progress at the end of the reporting period amounts to €3,028,301 (2009: €2,774,280). Gross amounts due from and to customers in respect of these contracts are disclosed in the table above on page 50 and in Note 18 respectively.

An undertaking forming part of the Mizzi Organisation enters into motor vehicle finance lease arrangements with third party customers, whereby the contractual terms essentially transfer all risks and rewards incidental to ownership of the motor vehicles. These arrangements do not include significant unguaranteed residual values accruing to the benefit of the lessor. Gross receivables from finance leases at the end of the reporting period are analysed as follows:

	<b>2010</b>	2009
	<b>€</b>	€
Gross finance lease receivables:		
Not later than one year	<b>279,287</b>	278,103
Later than one year and not later than five years	<b>575,563</b>	780,433
Later than five years	<b>9,265</b>	-
	<b>864,115</b>	1,058,536
Unearned future finance income	<b>(110,261)</b>	(150,577)
Net investment in finance leases	<b>753,854</b>	907,959

**10. Trade and other receivables - continued**

The net investment in finance leases is analysed as follows:

	2010 €	2009 €
Not later than one year	224,719	212,027
Later than one year and not later than five years	520,309	695,932
Later than five years	8,826	-
	753,854	907,959

Amounts receivable from finance lease debtors are subject to an effective interest rate of 9% (2009: 9%).

Government grants receivable, disclosed in the table above, relate to state aid in respect of the interest rate subsidy scheme. These grants are recognised in profit or loss on an accrual basis to match them with the finance costs they are intended to compensate. The impact of these grants on the current and the preceding years' results is disclosed in Note 28. The impact of other Government grants received on the Organisation's financial results is disclosed in Note 25.

Amounts recoverable in respect of capital expenditure were the subject matter of arbitration proceedings in respect of which judgement was delivered in favour of the entity forming part of the Organisation during the preceding financial year. Such amounts were settled in full during the current financial year.

At 31 December 2010, an undertaking's outstanding derivative contracts with a fair value of €11,393 consisted of forward foreign exchange contracts for the forward purchase of sterling against euro maturing within one year from the end of the reporting period. These contracts have a notional amount of €570,000 with a weighted average contract forward rate of £1.139: €1.

Other receivables mainly comprise amounts receivable from the Organisation's customers in relation to contractual arrangements entered into with these parties.

**11. Amounts receivable from hire purchase debtors**

	2010 €	2009 €
<b>Current</b>		
Debtors on whom bills of exchange were drawn	7,951,928	8,369,089
Provisions for impairment	(2,337,778)	(2,129,237)
	5,614,150	6,239,852
<b>Non-current</b>		
Debtors on whom bills of exchange were drawn	6,250,667	6,747,489
Provisions for impairment	(391,817)	(380,654)
	5,858,850	6,366,835
<b>Total amounts receivable from hire purchase debtors</b>	<b>11,473,000</b>	<b>12,606,687</b>

**11. Amounts receivable from hire purchase debtors - continued**

Amounts receivable from hire purchase debtors relate to trade receivables arising from the sale of goods and services by companies forming part of the Mizzi Organisation, which are acquired and financed by an entity within the Organisation. These receivables are transferred to the company upon origination, once hire purchase terms are granted, at their face value with no right of recourse whatsoever. Accordingly provisions for impairment of amounts receivable from hire purchase debtors, disclosed in the table above, are recognised in profit or loss.

During the financial year under review, the entity has financed receivables with a face value amounting to €4,110,362 (2009: €4,851,859). Amounts receivable from hire purchase debtors are subject to an effective interest rate of 8% (2009: 8%).

Receivables covered by bills of exchange factored out to bank with an option to repurchase them as they fall due are not derecognised from the Organisation's statement of financial position. The amounts advanced under this facility are treated as collateralised borrowings (disclosed as distinct liabilities) amounting to the face value of the bills factored out (Note 19). Receivables covered by bills of exchange factored out to bankers without an option to repurchase them as they fall due are derecognised by the Organisation. The entity would retain credit risk in these receivables through the bank's right of recourse which would be limited to 15% of the value of the bills factored in the preceding six months. During the years ended 31 December 2010 and 2009 no receivables have been factored out in this manner.

**12. Inventories**

	2010	2009
	€	€
<b>Property being developed with a view to sale</b>		
At 1 January	<b>2,341,223</b>	-
Reclassification from investment property (Note 5)	-	1,831,498
Reclassification from assets classified as held for sale (Note 14)	-	81,528
Additions resulting from subsequent expenditure	<b>520,346</b>	428,197
	<hr/>	<hr/>
At 31 December	<b>2,861,569</b>	2,341,223
	<hr/>	<hr/>
<b>Goods held for resale</b>		
Motor vehicles, spare parts and related supplies	<b>8,470,197</b>	7,770,073
Other goods purchased for resale	<b>3,502,017</b>	3,761,982
Raw materials and manufactured finished goods	<b>2,340,537</b>	2,199,032
Containers (carried at net realisable value)	<b>138,641</b>	214,758
Goods in transit	<b>905,735</b>	997,605
Contract and other work in progress	<b>218,140</b>	273,389
Payments on account in respect of motor vehicles and spare parts	<b>700,632</b>	365,803
	<hr/>	<hr/>
	<b>16,275,899</b>	15,582,642
	<hr/>	<hr/>
Total inventories	<b>19,137,468</b>	17,923,865
	<hr/>	<hr/>

**12. Inventories - continued**

The transfers from investment property and assets classified as held for sale during the preceding year related to reclassification of property as a result of changes in intended use evidenced by development with a view to sale.

The cost of inventories recognised as expense is appropriately disclosed in Note 23 of the financial statements. During the year ended 31 December 2010, inventory write-downs amounted to €61,338 (2009: €107,347). These amounts have been included in 'Cost of sales' in profit or loss.

Bank borrowings in the name of entities forming part of the Mizzi Organisation are secured on inventories with a carrying amount of €1,983,000 (2009: €1,602,000) – refer to Note 19.

**13. Cash and cash equivalents**

For the purposes of the statement of cash flows, the year-end cash and cash equivalents comprise the following:

	<b>2010</b>	2009
	€	€
Cash at bank and in hand	<b>3,115,613</b>	2,458,839
Bank overdrafts (Note 19)	<b>(8,907,174)</b>	(8,005,063)
Bills of exchange factored out to bank (Note 19)	<b>(1,268,547)</b>	(1,132,952)
	<b>(7,060,108)</b>	(6,679,176)

The current portion of the factoring facility in respect of bills of exchange factored out to bank (Note 19) is treated as a cash equivalent since this facility forms an integral part of the Organisation's cash management.

During the preceding year, a banking facility for the amount of €6,000,000 has been rescheduled and converted from an overdraft facility into a loan with scheduled repayment terms. Accordingly, this facility was no longer classified as a cash equivalent as it does not form an integral part of the Organisation's cash management.

**14. Assets classified as held for sale**

	<b>2010</b>	2009
	€	€
<b>Property classified as held for sale</b>		
Opening carrying amount	<b>5,806</b>	596,728
Reclassification to investment property (Note 5)	-	(509,394)
Reclassification to inventories (Note 12)	-	(81,528)
Disposals	<b>(323)</b>	-
Closing carrying amount	<b>5,483</b>	5,806

**14. Assets classified as held for sale - continued**

The transfer from assets classified as held for sale to investment property during the preceding year related to a reclassification as a result of management's decision to retain property, which was previously earmarked for disposal, for the purposes of earning rentals and capital appreciation. The transfer to inventories during the previous year related to reclassification of property as a result of changes in intended use evidenced by development with a view to sale.

**15. Share capital**

	2010 €	2009 €
<b>Authorised</b>		
1,571,998 (2009: 1,571,998) ordinary shares of €2.329373 each	<b>3,661,770</b>	3,661,770
<hr/>		
<b>Issued and fully paid</b>		
1,059,700 (2009: 1,059,700) ordinary shares of €2.329373 each	<b>2,468,437</b>	2,468,437
<hr/>		

The total authorised, issued and fully paid up share capital for the combined financial statements has been assumed to be the aggregate of all of the authorised, issued and fully paid up share capital of each of the guarantors and the other two companies constituting the Mizzi Organisation.

**16. Revaluation reserves**

	2010 €	2009 €
Surplus arising on fair valuation of:		
Land and buildings of entities forming part of the Mizzi Organisation	<b>32,018,817</b>	32,053,378
Land and buildings of associates	<b>5,747,676</b>	5,822,402
Available-for-sale financial assets	<b>(62,427)</b>	(200,234)
<hr/>		
	<b>37,704,066</b>	37,675,546
<hr/>		

The movements in each category are analysed as follows:

	2010 €	2009 €
<b>Land and buildings of entities forming part of the Mizzi Organisation</b>		
At beginning of year	<b>32,053,378</b>	32,185,472
Transfer upon realisation through asset use	<b>(118,344)</b>	(118,345)
Movement in deferred tax liability determined on the basis applicable to capital gains (Note 20)	<b>42,362</b>	(55,171)
Deferred income taxes on realisation through asset use (Note 20)	<b>41,421</b>	41,422
<hr/>		
At end of year	<b>32,018,817</b>	32,053,378
<hr/>		

**16. Revaluation reserves - continued**

	2010 €	2009 €
<b>Land and buildings of associates</b>		
At beginning of year	5,822,402	5,897,128
Transfer upon realisation through asset use – share of depreciation transfer, net of deferred tax	(74,726)	(74,726)
At end of year	5,747,676	5,822,402
	2010 €	2009 €
<b>Available-for-sale financial assets</b>		
At beginning of year	(200,234)	(198,351)
Net gains/(losses) from changes in fair value (Note 9)	3,888	(1,883)
Reclassification adjustments for net losses included in profit or loss upon disposal of available-for-sale financial assets	133,919	-
At end of year	(62,427)	(200,234)

The tax impact relating to components of other comprehensive income is presented in the above tables.

Gains and losses arising from changes in fair value of available-for-sale financial assets are recognised directly in equity in other comprehensive income through the revaluation reserve in accordance with the Organisation's accounting policy. When the assets are disposed of, the related accumulated fair value adjustments, including the amount of the adjustment on initial application of IAS 39, are reclassified to profit or loss as a reclassification adjustment and reflected as gains or losses from available-for-sale financial assets.

The revaluation reserves are non-distributable.

**17. Fair value gains and other reserves**

	2010 €	2009 €
Fair value gains reserve in respect of investment property	9,764,384	9,843,636
Share of associate's incentives and benefits reserve	310,548	310,548
Capital reserves	322,115	322,115
Share of associate's capital reserve	197,753	199,655
Translation reserve	(41,732)	(14,755)
	10,553,068	10,661,199

**17. Fair value gains and other reserves - continued**

The movements in each category are analysed as follows:

	2010	2009
	€	€
<b>Fair value gains reserve in respect of investment property</b>		
At beginning of year	9,843,636	9,950,690
Transfer of movement in deferred tax liability determined on the basis applicable to capital gains (Note 20)	(79,252)	(107,054)
At end of year	9,764,384	9,843,636
<b>Share of associated undertaking's incentives and benefits reserve</b>		
At beginning and end of year	310,548	310,548
<b>Capital reserves</b>		
At beginning and end of year	322,115	322,115
<b>Share of associate's capital reserve</b>		
At beginning of year	199,655	200,962
Redemption of capitalised ground rents (Note 7)	(1,902)	(1,307)
At end of year	197,753	199,655
<b>Translation reserve</b>		
At beginning of year	(14,755)	(171,321)
Realisation of translation reserve upon adoption of euro in country of incorporation - reclassified to retained earnings	-	164,575
Currency translation differences arising during the year	(26,977)	(8,009)
At end of year	(41,732)	(14,755)

The tax impact relating to components of other comprehensive income is presented in the above tables.

Gains from changes in fair value of investment property, net of deferred tax movements, which are unrealised at the end of the reporting periods, would be recognised in profit or loss in accordance with the Organisation's accounting policy for investment property. These amounts are transferred from retained earnings to the fair value gains reserve since these gains are not considered by the directors of the respective entities to be available for distribution.

**17. Fair value gains and other reserves - continued**

In accordance with Sections 24B and 36 of the Business Promotion Act, transfers are affected by an associate to an incentives and benefits reserve representing the net amount of profits subject to income tax at a reduced rate of tax. Such profits are set aside for the exclusive purpose of financing the upgrading projects within a subsidiary of the associate as approved by Malta Enterprise Corporation in accordance with Article 6 of the Business Promotion Act. The incentives and benefits reserve is not distributable and shall be retained for a period of eight years after which it can be distributed by means of a bonus issue.

The capital reserves are not considered by the directors of the respective entities to be available for distribution.

The amounts recognised in the translation reserve relate to exchange differences resulting from translating the results and financial position of an entity forming part of the Mizzi Organisation that has a functional currency which is different from the Organisation's presentation currency, in accordance with the Organisation's accounting policy. The Organisation has entities incorporated in Slovakia, which adopted euro as its national currency with effect from 1 January 2009. Accordingly, during the preceding year, the translation reserve previously recognised in other comprehensive income relating to these operations, was realised and reclassified to retained earnings.

**18. Trade and other payables**

	2010	2009
	€	€
<b>Current</b>		
Trade payables	<b>10,367,988</b>	8,262,383
Payments received on account	<b>975,606</b>	798,786
Amounts payable in respect of capital expenditure	<b>562,935</b>	964,924
Amounts owed to customers for contract work	<b>304,724</b>	303,008
Advances from customers for contract work	<b>165,602</b>	79,638
Amounts owed to associates	<b>687,445</b>	427,002
Other payables	<b>1,110,321</b>	975,461
Indirect taxation	<b>1,803,425</b>	1,429,420
Accruals and deferred income	<b>5,527,942</b>	5,438,514
	<b>21,505,988</b>	18,679,136
 <b>Non-current</b>		
Deferred income	<b>500,000</b>	600,000

Non-current deferred income relates to funds received in advance to compensate the Organisation for expenditure that will be incurred until 2016. The amount of the liability is amortised to profit or loss on a straight-line basis over this period to match expenditure the funds are intended to compensate.

**19. Borrowings**

	2010 €	2009 €
<b>Current</b>		
Bank overdrafts	<b>8,907,174</b>	8,005,063
Bills of exchange factored out to bank (Note 11)	<b>1,268,547</b>	1,132,952
Bank loans	<b>4,198,828</b>	2,013,147
Loans from related party	<b>249,767</b>	285,407
Loans from associate	<b>20,160</b>	20,160
36,493 6.7% bonds 2010 – 2012 issued in 2002	-	3,649,382
	<b>14,644,476</b>	15,106,111
<b>Non-current</b>		
Bills of exchange factored out to bank (Note 11)	<b>1,805,024</b>	2,011,687
Bank loans	<b>22,439,196</b>	25,411,202
300,000 6.2% bonds 2016 – 2019 issued in 2009	<b>29,302,346</b>	29,208,662
Redeemable preference shares	<b>815,281</b>	815,281
	<b>54,361,847</b>	57,446,832
<b>Total borrowings</b>	<b>69,006,323</b>	72,552,943

By virtue of the Prospectus dated 29 October 2009, during the previous financial year Mizzi Organisation Finance p.l.c. (“the Issuer”), an entity forming part of the Organisation, issued for subscription by the general public 250,000 bonds for an amount of €25,000,000, with an over-allotment option of another 50,000 for a maximum amount of €5,000,000 which was exercised in full as a result of over-subscriptions. The bonds have a nominal value of €100 per bond and have been issued at par, other than 18,840 bonds subscribed by Mizzi Applicants which have been issued at the Mizzi Applicants’ Bond Issue Price of €97.50 per bond. Mizzi Applicants comprise members of the Mizzi family and employees of companies within the Mizzi Organisation.

The bonds are subject to a fixed interest rate of 6.2% per annum payable six monthly in arrears on 31 May and 30 November in each year.

All bonds are redeemable at par (€100 for each bond) and at the latest are due for redemption on 30 November 2019. The bonds are redeemable in whole or in part at the issuer’s sole discretion on any date falling between and including 30 November 2016 and 30 November 2019 (Early Redemption Date/s).

Consolidated Holdings Limited, Kastell Limited, Mizzi Holdings Limited and The General Soft Drinks Company Limited, the guarantors, are jointly and severally with the issuer and between themselves, guaranteeing the repayment of the nominal value of the bonds on the redemption date and of the interest amounts of the bonds on each interest payment date. The guarantors irrevocably and unconditionally guarantee the due and punctual performance of all the obligations undertaken by the issuer under the 2009 bonds.

In accordance with the terms and conditions specified in the Prospectus, the Issuer has undertaken to commence the allocation of funds to a sinking fund with effect from the financial year ending 31 December 2011. The value of the sinking fund should be equivalent to at least 50% of the value of the bonds issued, with a view to setting up a cash reserve from the guarantors’ annual net cash inflows from operating activities to fund part of the redemption proceeds on redemption date.

**19. Borrowings - continued**

Under the terms and conditions in the 2009 Prospectus, 2002 bondholders could surrender their 2002 bonds in exchange for 2009 bonds. As outlined in the tables below, 2002 bonds with a face value of €19,644,352 had been surrendered in this manner. The actual net proceeds from the bond issue, were firstly utilised to repay any amounts due by the issuer with respect to the 2002 bonds. Accordingly, an amount of €3,649,382 was earmarked to repay the 2002 bonds which had not been surrendered. The resultant amount of the proceeds which remained available to the Issuer has been utilised to partly refinance existing borrowings in relation to the construction of the General Soft Drinks factory and other capital expenditure.

The bonds have been admitted to the Official List of the Malta Stock Exchange. The quoted market price of the bonds at 31 December 2010 was 104.01 (2009: 103.00), which in the opinion of the directors of the issuer fairly represented the fair value of these financial liabilities.

At the end of the reporting period, 2009 bonds having a face value of €292,300 (2009: €622,200) were held by directors of the issuer, and bonds with a face value of €588,800 (2009: €499,100) were held by other officers of companies forming part of the Mizzi Organisation and close family members of these individuals.

The 2009 bonds are measured at the amount of net proceeds adjusted for the amortisation of the difference between net proceeds and the redemption value of the bonds using the effective interest method as follows:

	2010 €	2009 €
<b>6.2% bonds 2016 – 2019</b>		
Original face value of bonds issued	<b>30,000,000</b>	30,000,000
Gross amount of bond issue costs	<b>(752,150)</b>	(752,150)
Amortisation of gross amount of bond issue costs:		
Accumulated amortisation at beginning of year	<b>7,446</b>	-
Amortisation charge for the current year (Note 28)	<b>88,163</b>	7,446
Accumulated amortisation at end of year	<b>95,609</b>	7,466
Unamortised bond issue costs	<b>(656,541)</b>	(744,704)
Gross amount of discounts in respect of bonds issued under terms applicable to Mizzi Applicants	<b>(47,100)</b>	(47,100)
Amortisation of gross amount of discounts:		
Accumulated amortisation at beginning of year	<b>466</b>	-
Amortisation charge for the current year (Note 28)	<b>5,521</b>	466
Accumulated amortisation at end of year	<b>5,987</b>	466
Unamortised amount of discounts	<b>(41,113)</b>	(46,634)
<b>Amortised cost and closing carrying amount of the bonds</b>	<b>29,302,346</b>	29,208,662

**19. Borrowings - continued**

The issuer had issued for subscription the 2002 bonds by virtue of the Offering Memorandum dated 2 May 2002. The 2002 bond issue consisted of 100,000 bonds with a face value of Lm100 for each bond which had been issued at the Bond Offer Price of Lm100 each bond, with the exception of 4,846 bonds issued at the Employee Bond Price of Lm97.50 per bond under the terms and conditions of the Employee Offering. As a result of Malta's adoption of the euro, the 2002 bonds had been restructured to 232,937 bonds with a face value of €100 per bond. The bonds were subject to a fixed interest rate of 6.7% per annum payable six monthly in arrears on 31 May and 30 November in each year. All bonds were redeemable at par and at the latest were due for redemption on 31 May 2012 but were redeemable in whole or in part at the option of the issuer on 31 May 2010 and 31 May 2011 (Optional Redemption Dates).

In view of the bond issue effected during the preceding year, 2002 bonds with a face value of €19,644,352 were surrendered by 2002 bondholders in exchange for bonds issued in 2009, pursuant to, and subject to, the terms and conditions in the Prospectus dated 29 October 2009. The 2002 bonds which had not been surrendered in exchange for 2009 bonds have a face value amounting to €3,649,382 and the issuer repaid the outstanding liability in full on 31 May 2010.

Consolidated Holdings Limited, Kastell Limited, Mizzi Holdings Limited and The General Soft Drinks Company Limited, the guarantors, were jointly and severally with the issuer and between themselves, guaranteeing the repayment of the nominal value of the bonds on the redemption date and of the interest amounts of the bonds on each interest payment date. The guarantors irrevocably and unconditionally guaranteed the due and punctual performance of all the obligations undertaken by the issuer. The bond proceeds had been advanced to the guarantors for the principal purposes of re-financing existing banking facilities of the respective company or of an operating subsidiary of that company, and for the general corporate funding purposes of the companies mentioned above or of operating subsidiaries of these companies, pursuant to, and subject to, the terms and conditions in the Offering Memorandum as amended by a supplementary agreement.

The bonds had been admitted to the Official List of the Malta Stock Exchange. The quoted market price of the bonds as at 31 December 2009 was 100.00, which in the opinion of the directors fairly represented the fair value of these financial liabilities.

At 31 December 2009, 2002 bonds with a face value amounting to €76,530 were held by related parties, principally consisting of directors of the issuer, other officers of companies forming part of the Mizzi Organisation and close family members of these individuals.

**19. Borrowings** - continued

The 2002 bonds were also measured at the amount of net proceeds adjusted for the amortisation of the difference between net proceeds and the redemption value of the bonds using the effective interest method as follows:

	2009 €
<b>6.7% bonds 2009 – 2012</b>	
Original face value of bonds issued in 2002	23,293,734
Face value of bonds surrendered in exchange for bonds issued in 2009	(19,644,352)
Face value of bonds outstanding at 31 December	3,649,382
Gross amount of bond issue costs	(395,858)
Amortisation of gross amount of bond issue costs:	
Accumulated amortisation at beginning of year	230,011
Amortisation charge for the year (Note 28)	165,847
Accumulated amortisation at end of year	395,858
Gross amount of discounts in respect of bonds issued under the terms of the Employee Offering	(28,222)
Amortisation of gross amount of discounts:	
Accumulated amortisation at beginning of year	26,141
Amortisation charge for the year (Note 28)	2,081
Accumulated amortisation at end of year	28,222
<b>Amortised cost and closing carrying amount of the bonds</b>	<b>3,649,382</b>

The Organisation's banking facilities as at 31 December 2010 amounted to €51,016,000 (2009: €56,897,000). These facilities are mainly secured by:

- (a) joint and several guarantees by various entities forming part of the Mizzi Organisation, supported by general hypothecary guarantees over the assets of the entities involved and special hypothecary guarantees over properties held;
- (b) general hypothecs on the assets of certain entities within the Organisation supported by special hypothecs over assets and properties held together with special privileges on property;
- (c) pledge over bills of exchange drawn.

**19. Borrowings** - continued

These banking facilities include an amount of €1,398,000 (2009: €1,398,000) in respect of the recourse element of 15% of the face value of bills of exchange factored out to the bank with an option to repurchase them as they fall due up to a limit of €9,317,000 (2009: €9,317,000). At 31 December 2010, the total value of outstanding bills, which had been factored out under this facility, amounted to €3,073,571 (2009: €3,144,639) as disclosed above. This banking facility may also be utilised to factor out bills of exchange without an option to repurchase them as they fall due. The facility amount covers the recourse element of 15% of the value of bills factored out in this manner.

The long-term portion of the factoring facility in respect of bills of exchange factored out provides financing for working capital on a long-term basis and accordingly has been classified as a non-current liability.

The Organisation's bank borrowings are subject to floating rates of interest. As at 31 December 2009, bank borrowings amounting to €684,000 were subject to variable interest rates linked to Euribor. The weighted average effective interest rates for bank borrowings at the end of the reporting period are as follows:

	<b>2010</b>	2009
	%	%
Bank overdrafts	<b>4.9</b>	4.9
Bills of exchange factored out to bank	<b>5.0</b>	5.0
Bank loans	<b>4.7</b>	4.7
	<b>4.9</b>	4.9

Maturity of Organisation's non-current bank borrowings:

	<b>2010</b>	2009
	€	€
Between 1 and 2 years	<b>4,860,247</b>	4,800,873
Between 2 and 5 years	<b>10,294,739</b>	14,168,718
Over 5 years	<b>9,089,234</b>	8,453,298
	<b>24,244,220</b>	27,422,889

An entity forming part of the Mizzi Organisation has been granted other short-term advances of €249,767 (2009: €285,406) from a related party, which are repayable on demand, interest free and secured by the undertaking's property for the amount of €431,000 (2009: €431,000).

The short-term loans from an associate amounting to €20,160 (2009: €20,160) are repayable on demand, unsecured and interest free.

**19. Borrowings** - continued

In prior years, an undertaking was a recipient company in respect of the division of a fully owned subsidiary of an associate of another company forming part of the Mizzi Organisation. As a result of this division, the undertaking acquired investment property in exchange for the issue of redeemable preference shares for the amount of €815,281. These redeemable preference shares are mandatorily redeemable on or before 31 December 2064, which redemption date is to be determined by the issuer, and pay dividends at 3% annually on a non-cumulative basis. These liabilities are not expected to be settled within twelve months after the end of the reporting period. In the opinion of the directors of the entity, these redeemable preference shares meet the criteria established by IAS 32: 'Financial Instruments - Presentation', for classification as financial liabilities rather than equity.

**20. Deferred taxation**

Deferred income taxes are calculated on all temporary differences under the liability method and are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled based on tax rates (and tax laws) that have been enacted by the end of the reporting period. The principal tax rate used is 35% (2009: 35%), with the exception of deferred taxation on the fair valuation of non-depreciable property which is computed on the basis applicable to disposals of immovable property i.e. tax effect of 12% of the transfer value.

The movement on the deferred tax account is as follows:

	2010 €	2009 €
At beginning of year	<b>9,381,428</b>	9,078,290
Movement in deferred tax liability on investment property and other properties determined on the basis applicable to capital gains:		
- recognised in other comprehensive income (Note 16)	<b>(42,362)</b>	55,171
- recognised in profit or loss (Note 29)	<b>71,887</b>	104,328
Realisation through asset use (Note 29)	<b>(41,421)</b>	(41,422)
Deferred income taxes on temporary differences arising on depreciation of property, plant and equipment (Note 29)	<b>146,816</b>	205,489
Deferred income taxes attributable to unabsorbed capital allowances (Note 29)	<b>(5,951)</b>	(20,428)
	<b>9,510,397</b>	9,381,428
At end of year	<b>9,510,397</b>	9,381,428

**20. Deferred taxation - continued**

All the amounts disclosed in the table above, which have been referenced to Note 29 are recognised in profit or loss. The other amount, referenced to Note 16, has been recognised directly in equity in other comprehensive income.

The balance at 31 December represents:

	<b>2010</b>	2009
	<b>€</b>	€
Temporary differences arising on fair valuation of property	<b>9,671,823</b>	9,683,719
Temporary differences arising on depreciation of property, plant and equipment	<b>519,624</b>	372,808
Deferred taxation attributable to unabsorbed capital allowances	<b>(681,050)</b>	(675,099)
	<b>9,510,397</b>	9,381,428

The recognised deferred tax assets and liabilities are expected to be recovered or settled principally after more than twelve months.

At 31 December 2010 and 2009, the Organisation had the following unutilised tax credits and temporary differences:

	<b>Unrecognised</b>		<b>Recognised</b>	
	<b>2010</b>	2009	<b>2010</b>	2009
	<b>€</b>	€	<b>€</b>	€
Unutilised tax credits arising from:				
Unabsorbed tax losses	<b>2,908,845</b>	2,627,632	-	-
Unabsorbed capital allowances	<b>4,596,664</b>	4,078,676	<b>1,945,857</b>	1,928,854
Investment tax credits	<b>16,149,247</b>	15,684,909	-	-
Unabsorbed capital losses	<b>723,185</b>	75,116	-	-
Deductible temporary differences arising on:				
Depreciation of property, plant and equipment	<b>951,748</b>	1,190,709	<b>18,069</b>	234,997
Provisions for impairment of trade and other receivables	<b>6,888,584</b>	6,490,814	-	-
Provisions for impairment of investments in associates and available-for-sale financial assets	<b>414,839</b>	388,044	-	-
Provisions for liabilities and other charges	<b>43,092</b>	78,033	-	-
Taxable temporary differences arising on depreciation of property, plant and equipment	-	-	<b>(1,502,710)</b>	(1,300,163)

**20. Deferred taxation - continued**

Under the Business Promotion Regulations 2001, two entities forming part of Mizzi Organisation (The General Soft Drinks Company Limited and Bevmed Co. Limited) are entitled to investment tax credits on “qualifying” capital expenditure, the full amount of which would be available for set off against the respective undertaking’s tax liability. The balance of unutilised investment tax credits increases annually at the end of the financial year. At 31 December 2010, these credits increased by 1.45% (2009: 1.45%).

The temporary differences arising on provisions for impairment of trade and other receivables include those arising on provisions for impairment of amounts receivable from hire purchase debtors (see Note 11).

The unrecognised deferred tax assets at the end of the reporting periods have not been reflected in these financial statements due to the uncertainty of the realisation of the tax benefits. Whereas tax have no expiry date, unabsorbed capital allowances and unutilised investment tax credits are forfeited upon cessation of the trade. Capital losses have no expiry but may be utilised solely to offset future capital gains.

**21. Provisions for other liabilities and charges: current amounts**

	Provisions for legal claims	
	2010	2009
	€	€
At beginning of year	<b>78,033</b>	137,433
Credited to profit or loss:		
- Unused amounts reversed	-	(45,013)
Utilised during the year	<b>(34,941)</b>	(14,387)
At end of year	<b>43,092</b>	78,033

The amounts shown above comprise gross provisions in respect of legal claims brought against the Organisation. In the opinion of the directors of the respective entities, after taking appropriate legal advice, the outcome of the outstanding legal claims will not give rise to any significant loss beyond the amounts provided at the end of the reporting period. During the preceding financial year, amounts provided for which were no longer expected to be incurred have been reversed through profit or loss. The amount of the provisions at 31 December 2010 is expected to be fully utilised during the financial year ending 31 December 2011.

## 22. Revenue

The Organisation's revenue from continuing operations, which is entirely derived from the local market, is analysed by category of business as follows:

	2010	2009
	€	€
<b>By category of business</b>		
Sale of motor vehicles, spare parts and provision of ancillary services	<b>35,297,389</b>	41,600,296
Sale of foodstore goods, clothing and other goods from shopping complex and rented premises	<b>25,264,431</b>	23,226,095
Bottling of soft drinks, mineral water and sale of other beverages	<b>24,857,888</b>	25,543,333
Activities in the power, heating and ventilation equipment sectors	<b>9,278,424</b>	8,789,696
Hotel operations	<b>2,819,215</b>	2,693,545
Income from hire purchase financing	<b>1,252,451</b>	1,289,412
Finance lease income – motor vehicle lease arrangements	<b>69,320</b>	93,473
Operating lease rental income:		
- property	<b>550,382</b>	601,812
- motor vehicles	<b>921,786</b>	891,898
	<b>100,311,286</b>	104,729,560

Revenue from activities in the power, heating and ventilation equipment sectors includes contract revenue amounting to €6,552,645 (2009: €5,765,213).

## 23. Expenses by nature

	2010	2009
	€	€
Cost of goods purchased for resale	<b>54,629,661</b>	59,389,462
Raw materials and other consumables used	<b>8,543,266</b>	8,917,172
Changes in inventory of manufactured finished goods	<b>(256,938)</b>	26,637
Hotel food and beverage costs	<b>386,273</b>	376,205
Hotel operating supplies, services and related expenses	<b>481,597</b>	375,717
Depreciation of property, plant and equipment (Note 4)		
- owned assets	<b>4,973,476</b>	4,966,852
- owned assets (motor vehicles) leased out under operating leases	<b>559,866</b>	578,730
Employee benefit expense (Note 24)	<b>17,239,868</b>	15,998,502
Interest payable and financing costs (included in 'Cost of sales')	<b>171,481</b>	173,247
Marketing, business promotion and related expenses	<b>3,204,782</b>	2,383,516
Property operating lease rentals payable	<b>998,690</b>	763,465
Movement in provisions for impairment of receivables:		
- hire purchase (included in 'Administrative expenses')	<b>189,704</b>	176,934
- trade and other (included in 'Selling and other direct expenses')	<b>174,849</b>	91,416
- trade and other (included in 'Administrative expenses')	<b>9,160</b>	(3,609)
Amounts written off in respect of receivables:		
- hire purchase (included in 'Administrative expenses')	<b>209,552</b>	341,939
- trade and other (included in 'Administrative expenses')	<b>-</b>	47,193
Other expenses	<b>6,751,317</b>	5,303,265
<b>Total cost of sales; selling and other direct expenses; and administrative expenses</b>	<b>98,266,604</b>	99,906,643

**23. Expenses by nature - continued**

The amounts disclosed in the table above relate solely to continuing operations.

Operating profit from continuing operations is stated after crediting the following:

	2010 €	2009 €
Movement in provisions for other liabilities and charges (included in 'Administrative expenses')	-	(45,013)
Exchange differences	<b>(66,451)</b>	(10,422)
Profit on disposal of property, plant and equipment	<b>(339,672)</b>	(133,479)

During the financial year ended 31 December 2009, Government grants in respect of importation of raw materials were recognised in profit or loss when such inventories affected cost of goods sold reported in profit or loss. The impact of such grants on results for that year amounted to €210,330.

Other Government grants recognised in profit or loss during the current and the preceding financial years are disclosed in Notes 10 and 28 to the financial statements.

**24. Employee benefit expense**

	2010 €	2009 €
Wages and salaries	<b>16,127,248</b>	14,934,840
Social security costs	<b>1,112,620</b>	1,063,662
	<b>17,239,868</b>	15,998,502

Average number of persons employed during the year:

	2010	2009
Direct	<b>707</b>	688
Administration	<b>209</b>	194
	<b>916</b>	882

The disclosures in the above tables relate solely to continuing operations.

**25. Other operating income**

	2010 €	2009 €
Gains on disposal of specific assets, including assets which were surplus to the Organisation's requirements	<b>237,022</b>	53,226
Income which is incidental to the Organisation's key operations	<b>440,833</b>	401,664
Government grants	<b>686</b>	22,311
	<b>678,541</b>	477,201

Other Government grants recognised in profit or loss are disclosed in Note 23 to the financial statements.

**26. Investment and other related income**

	2010 €	2009 €
Gross dividends receivable from available-for-sale financial assets	51,787	59,227
Effects of derecognition of residual interests in Organisation entities	-	(2,624)
Net losses upon disposal of available-for-sale financial assets	<b>(133,919)</b>	-
Movement in provision for impairment of investment in associate	<b>(26,795)</b>	-
	<b>(108,927)</b>	56,603

The winding down of the activities of entities which formerly formed part of the Organisation has been completed during the preceding year. Accordingly the aggregate residual interests in the entities have been derecognised and reflected in profit or loss.

**27. Finance income**

	2010 €	2009 €
Bank interest receivable	480,157	96,729
Other interest receivable	26,335	421,502
	<b>506,492</b>	518,231

**28. Finance costs**

	2010 €	2009 €
Coupon interest payable on bonds	2,002,817	1,614,241
Amortisation of difference between initial net proceeds and redemption value of bonds (Note 19)	93,680	175,840
Bank interest and charges	1,789,110	2,350,793
Other interest payable	14,501	13,601
	<b>3,900,108</b>	4,154,475

Bank finance costs reflected in the table above, are stated net of Government grants receivable in respect of the interest rate subsidy scheme amounting to €104,649 (2009: €71,920), as referred to in Note 10.

**29. Tax expense**

	2010	2009
	€	€
Current taxation:		
Current tax expense	128,896	20,281
Adjustment recognised in financial period for current tax of prior period	31,557	-
Deferred taxation (Note 20)	171,331	247,967
	331,784	268,248

The tax on the profit before tax differs from the theoretical amount that would arise using the basic tax rate applicable as follows:

	2010	2009
	€	€
(Loss)/profit before tax from continuing operations	(657,855)	1,425,676
Loss before tax from discontinued operation	(591,035)	-
(Loss)/profit before tax	(1,248,890)	1,425,676
Tax on (loss)/profit at 35%	(437,112)	498,987
Tax effect of:		
Unrecognised temporary differences and other movements, mainly attributable to property, plant and equipment and provisions for impairment of trade and other receivables	131,972	43,956
Incentives in respect of investment tax credits	(32,667)	(17,070)
Unabsorbed capital allowances claimed during the year	233,148	215,689
Unabsorbed tax losses incurred during the year	417,851	651,228
Utilisation of unabsorbed tax losses, capital allowances and investment tax credits brought forward from previous years	(58,776)	(841,139)
Income not subject to tax or charged at reduced rates	(41,600)	(66,219)
Share of results of associates	(42,513)	(15,843)
Determination of deferred taxation on fair valuation of investment property and other properties on the basis applicable to capital gains	71,887	104,328
Maintenance allowance claimed on rented property	(113,455)	(120,497)
Expenses not deductible for tax purposes	45,791	52,429
Under provision of tax in previous years	31,557	-
Loss arising on disposal of investments	92,912	-
Amortisation of bond issue costs not allowable for tax purposes	32,789	2,770
Bond issue costs claimed during the year	-	(279,738)
Derecognition of residual net assets of Organisation entity	-	39,368
<b>Tax charge in the accounts</b>	<b>331,784</b>	<b>268,248</b>

The tax impact relating to components of other comprehensive income is presented in the tables within Notes 16 and 17 to the financial statements.

### 30. Discontinued operation

During the current financial year, effectively on 24 September 2010, the Organisation disposed of its interest in Arkadia International s.r.o, an entity forming part of the Organisation, which managed a retailing operation in Slovakia, comprising of outlets for retailing of clothing and similar goods. Accordingly this retailing activity is reported in the combined financial statements as a discontinued operation in accordance with the requirements of IFRS 5 'Non-current assets held for sale and discontinued operations'. Amounts presented in the income statement in this respect are disclosed in the table below.

	2010 €	2009 €
Loss attributable to discontinued operation (Note 30.1)	<b>(325,571)</b>	(340,066)
Loss recognised on disposal of net assets (Note 30.2)	<b>(265,464)</b>	-
Loss for the year from discontinued operation	<b>(591,035)</b>	(340,066)

30.1 An analysis of the results of the discontinued operation is as follows:

	2010 €	2009 €
Revenue	<b>1,381,901</b>	2,544,895
Operating costs	<b>(1,689,629)</b>	(2,864,568)
Operating loss	<b>(307,728)</b>	(319,673)
Finance costs	<b>(17,843)</b>	(20,393)
Loss attributable to discontinued operation	<b>(325,571)</b>	(340,066)
Operating cash flows	<b>382,081</b>	(255,717)
Investing cash flows	-	(11,068)
Financing cash flows	<b>(537,600)</b>	(69,583)
Total cash flows	<b>(155,519)</b>	(336,368)

**30. Discontinued operation - continued**

Operating costs disclosed above mainly comprise:

	2010 €	2009 €
Cost of goods sold	<b>641,613</b>	1,070,454
Employee benefit expense (attributable to 18 [2009: 33] employees):		
- wages and salaries	<b>158,588</b>	279,386
- social security costs	<b>60,411</b>	87,300
Depreciation of property, plant and equipment	<b>116,486</b>	171,408
Impairment charges on property, plant and equipment	-	101,277
Property operating lease rentals payable	<b>476,194</b>	641,032
Marketing, business promotion and related expenses	<b>74,177</b>	192,921
Other expenses	<b>162,160</b>	320,790
	<b>1,689,629</b>	2,864,568

30.2 The loss on disposal is reflected in the table below:

	2010 €
Net assets/cost of shares disposed of	(300,336)
Proceeds on disposal	34,872
Loss on disposal	(265,464)

The net assets previously presented in the consolidated statement of financial position, which have been disposed of as a result of the transaction referred to above, are analysed as follows:

	€
Property, plant and equipment	373,553
Inventories	236,846
Receivables	79,007
Cash and cash equivalents	179,135
Trade and other payables	(568,205)
Net assets disposed of	300,336

**31. Directors' emoluments**

	2010 €	2009 €
Salaries and other emoluments	<b>360,661</b>	408,947

The directors are also entitled to fringe benefits, such as the use of a motor vehicle and other similar benefits, which have been attributed a monetary amount for personal tax purposes.

**32. Earnings per share**

Earnings per share is calculated by dividing the result attributable to owners of the Organisation by the weighted average number of ordinary shares of Mizzi Organisation on an aggregated basis (see Note 15) in issue during the year.

	2010 €	2009 €
Net (loss)/profit from continuing operations attributable to the owners of the Organisation	<b>(989,639)</b>	1,497,494
Net loss from discontinued operation attributable to the owners of the Organisation	<b>(591,035)</b>	(340,066)
Net result attributable to the owners of the Organisation	<b>(1,580,674)</b>	1,157,428
Weighted average number of ordinary shares in issue	<b>1,059,700</b>	1,059,700
Earnings per share from continuing operations	<b>(0.94)</b>	1.41
Earnings per share from discontinued operation	<b>(0.56)</b>	(0.32)

**33. Dividends**

	2010 €	2009 €
Final dividends paid on ordinary shares:		
Gross	<b>1,085,353</b>	1,050,068
Tax at source	<b>(215,353)</b>	(180,068)
Net	<b>870,000</b>	870,000
Dividends per share	<b>0.82</b>	0.82

### 34. Cash generated from operations

Reconciliation of operating profit to cash generated from operations:

	<b>2010</b>	2009
	€	€
Operating profit from continuing operations	<b>2,723,223</b>	5,300,118
Operating loss from discontinued operation	<b>(307,728)</b>	(319,673)
Operating profit	<b>2,415,495</b>	4,980,445
Adjustments for:		
Depreciation of property, plant and equipment (Note 4)	<b>5,649,828</b>	5,716,990
Impairment charges of property, plant and equipment (Note 4)	-	101,277
Profit on disposal of property, plant and equipment	<b>(339,672)</b>	(133,479)
Profit on disposal of assets classified as held for sale	<b>(3,292)</b>	-
Other movements in relation to investment property (Note 5)	<b>28,638</b>	28,631
Movement in provisions for impairment of trade and other receivables	<b>397,770</b>	262,382
Movement in provisions for other liabilities and charges (Note 21)	-	(45,013)
Changes in working capital:		
Inventories	<b>(1,450,449)</b>	3,248,300
Trade and other receivables	<b>363,307</b>	2,273,055
Trade and other payables	<b>3,295,057</b>	(1,991,392)
Provisions for other liabilities and charges	<b>(34,941)</b>	(14,387)
Cash generated from operations	<b>10,321,741</b>	14,426,809

### 35. Commitments

#### *Capital commitments*

Commitments for capital expenditure in relation to property development (Notes 4, 5 and 12) not provided for in these financial statements are as follows:

	<b>2010</b>	2009
	€	€
Authorised but not contracted	<b>540,000</b>	1,900,000
Contracted but not provided for	<b>340,000</b>	340,000
	<b>880,000</b>	2,240,000

**35. Commitments** - continued

*Operating lease commitments – where an undertaking is the lessor*

The future minimum lease payments receivable under non-cancellable property operating leases are as follows:

	2010 €	2009 €
Not later than one year	<b>514,720</b>	500,067
Later than one year and not later than five years	<b>1,127,990</b>	1,222,581
Later than five years	<b>864,953</b>	908,139
	<b>2,507,663</b>	2,630,787

The future minimum lease payments receivable under non-cancellable motor vehicle operating leases are as follows:

	2010 €	2009 €
Not later than one year	<b>806,835</b>	835,940
Later than one year and not later than five years	<b>1,257,621</b>	1,457,433
Later than five years	<b>9,153</b>	1,170
	<b>2,073,609</b>	2,294,543

*Operating lease commitments – where an undertaking is the lessee*

The future minimum lease payments payable under non-cancellable property operating leases are as follows:

	2010 €	2009 €
Not later than one year	<b>803,916</b>	686,687
Later than one year and not later than five years	<b>2,546,131</b>	2,498,902
Later than five years	<b>8,281,596</b>	7,769,552
	<b>11,631,643</b>	10,955,141

**35. Commitments - continued**

*Other commitments*

Following the publication of the commencement notice on 16 April 2004, the Waste Management (End of Life Vehicles) Regulations, 2004 came into force with effect from 1 May 2004. These regulate the collection, reuse, recycling and other forms of recovery of all end of life vehicles. Under these regulations importers of vehicles must meet all, or a significant part of, the cost of implementing measures necessary for the application of such regulations with effect from 1 May 2004 in respect of vehicles put on the market from 1 July 2002 and with effect from 1 January 2007 for vehicles put on the market before 1 July 2002. The Organisation is assessing its obligations under these regulations and considering the implementation of a number of alternative measures in accordance with these regulations. In the opinion of the directors of the entities involved, the effect on the Organisation's financial results and its financial position of these obligations and of any measures implemented in this respect cannot be reliably estimated in the current circumstances.

**36. Contingencies**

- (a) At 31 December 2010, the Organisation had contingent liabilities amounting to €5,815,695 (2009: €6,259,908) in respect of guarantees issued by the bank on behalf of entities forming part of the Mizzi Organisation in favour of third parties in the ordinary course of business.
- (b) No provision has been made in these combined accounts for disputed income tax amounting to €404,749 (2009: €404,749) arising from assessments raised in terms of Section 44 of the Income Tax Act, Cap. 123. Objections have been filed on the said assessments. The directors of the respective entities are confident that no material future liability will arise beyond the amounts which are acknowledged as properly due, which amounts have been fully provided for.

Objections have been filed by the Organisation with the Commissioner of Inland Revenue over assessments raised relating to basis years from 1985 to 1996 amounting to €38,127 (2009: €38,127), in respect of which no provision has been made in these accounts.

**37. Related party transactions**

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial or operating policy decisions.

The entities constituting the Mizzi Organisation are ultimately fully owned by Daragon Limited, Demoncada Holdings Limited, Demoncada Limited, Maurice Mizzi Investments Limited and Maurice Mizzi. Members of the Mizzi family in turn ultimately own and control the above mentioned companies.

Accordingly, the members of the Mizzi family, the shareholder companies mentioned above, all entities owned or controlled by the members of the Mizzi family and the shareholder companies, the associates of entities comprising the Organisation and the Organisation entities' key management personnel are the principal related parties of the entities forming part of the Mizzi Organisation.

**37. Related party transactions - continued**

In the opinion of the directors of the entities forming part of the Organisation, disclosure of related party transactions, which are generally carried out on commercial terms and conditions, is only necessary when the transactions effected have a material impact on the operating results and financial position of the Organisation. The aggregate invoiced amounts in respect of a number of transaction types carried out with related parties are not considered material and accordingly they do not have a significant effect on these combined financial statements.

In the ordinary course of their operations, Organisation entities sell goods held for resale and provide services to associates, key management personnel and other related parties mentioned above, for trading purposes. The Organisation's related party transactions also include financing transactions, principally advances, with associates and other related parties together with property and motor vehicle operating lease rental income receivable from associates. These transactions carried out with related parties do not have a material effect on the operating results and financial position of the Organisation and accordingly have not been disclosed for the purposes of giving a true and fair view.

The transactions referred to above were carried out on commercial terms. Year-end balances with related parties are disclosed in Notes 8, 10, 18 and 19 to these combined financial statements.

Key management personnel compensation, consisting of directors' remuneration, is disclosed in Note 31.