

Company Registration Number: C 106559

PLAN (BBG) LIMITED  
Annual Report and Financial Statements  
For the period

29 September 2023 to 31 December 2024

Contents	Pages
Directors' Report	1 – 3
Statement of Profit or Loss and Other Comprehensive Income	4
Statement of Financial Position	5
Statement of Changes in Equity	6
Statement of Cash Flows	7
Notes to the Financial Statements	8 – 22
Independent Auditor's Report	23 – 26

## **Directors' Report**

The directors present their report and the audited financial statements for the period 29 September 2023 to 31 December 2024.

### **Principal activities**

The company is engaged in immovable property in Malta.

### **Review of the business**

The Company did not operate during the period ended 31 December 2024. The directors expect that the present level of activity will be improved in the foreseeable future.

### **Results and dividends**

The statement of profit or loss and other comprehensive income is set out on page 4. The directors do not recommend the payment of a dividend.

### **Post balance sheet events**

There were no adjusting or other significant non-adjusting events between the end of the reporting period and the date of authorisation by the Directors.

### **Directors**

The directors of the Company who held office during the period ended 31 December 2024 and as at the date of this report are:

- Paul Attard
- Alfred Attard

In accordance with the Company's Articles of Association, the present directors shall remain in office.

## **Directors' Report – continued**

### **Statement of directors' responsibilities**

The Directors are required by the Companies Act, 1995 to prepare financial statements which give a true and fair view of the state of affairs of the Company as at the end of each financial period and of the profit or loss for that period.

In preparing the financial statements, the Directors are responsible for ensuring that:

- appropriate accounting policies have been consistently applied and supported by reasonable and prudent judgments and estimates;
- the financial statements have been drawn up in accordance with International Financial Reporting Standards as adopted by the European Union;
- the financial statements are prepared on the going concern basis unless it is inappropriate to presume that the Company will continue in business as a going concern.

The Directors are also responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and to enable him to ensure that the financial statements comply with the Companies Act, 1995. This responsibility includes designing, implementing, and maintaining such internal controls, as the Directors determines the necessary procedures to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error. They are also responsible for safeguarding the assets of the Company, and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

### **Financial reporting framework**

The Directors have resolved to prepare the Company's financial statements for the period ended 31 December 2024 in accordance with International Financial Reporting Standards as adopted by the European Union.

## Directors' Report – continued

### Principal Risks and Uncertainties

The Directors consider the nature and extent of the risk management framework and risk profile that are acceptable to them. The Directors regularly review the work carried out and ensure that any weaknesses identified are remedied so as not to pose a risk to the Company.

The Company has established strategic relationships with key suppliers. These relationships support the Company's products and services offered and sales activities in general. There is no guarantee that the Company will be able to maintain these alliances, enter into further alliances or that existing suppliers will not enter into relationships with the Company's competitors. The loss of any of these relationships could have a material adverse effect on the Company's business, results of operations and financial condition.

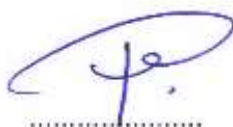
### Auditor

The auditor, Paul Mifsud, has intimated his willingness to continue in office and a resolution to reappoint him as auditor of the Company will be proposed at the forthcoming Annual General Meeting.

### Registered address:

The registered office of the Company is PLAN GROUP HEAD OFFICE, TRIQ IL-WIRT NATURALI, BAHAR IC-CAGHAQ, NAXXAR NXR 5232, MALTA

Approved by the Directors



Paul Attard  
Director

28 April 2025



Alfred Attard  
Director

## Statement of Profit or Loss and Other Comprehensive Income

	Notes	29 September 2023 to 31 December 2024 €
Administrative expenses	3	(5,202)
<b>Loss before income tax</b>		<b>(5,202)</b>
Income tax	4	-
<b>Total comprehensive loss for the financial period</b>		<b>(5,202)</b>

The accounting policies and explanatory notes on pages 8 to 22 form an integral part of the financial statements.

## Statement of Financial Position

		As at 31 December
	Notes	2024 €
<b>ASSETS</b>		
<b>Current assets</b>		
Inventories	5	12,113,294
Trade and other receivables	6	85,526
Cash and cash equivalents		1,606
<b>Total assets</b>		12,200,426
<b>EQUITY AND LIABILITIES</b>		
<b>Capital and reserves</b>		
Issued share capital		5,000
Accumulated losses		(5,202)
<b>Total equity</b>		(202)
<b>Non-current liabilities</b>		
Trade and other payables	9	11,624,854
<b>Current liabilities</b>		
Trade and other payables	9	575,774
<b>Total liabilities</b>		12,200,628
<b>Total equity and liabilities</b>		12,200,426

The accountancy policies and explanatory notes on pages 8 to 22 form an integral part of the financial statements.

The financial statements on pages 4 to 22 were approved and authorised for issue by the *Directors* on 28 April 2025:



Paul Attard  
Director



Alfred Attard  
Director

## Statement of Changes in Equity

		<b>Share capital €</b>	<b>Retained earnings €</b>	<b>Total €</b>
	Note			
Issue of shares upon incorporation		5,000	-	5,000
Total comprehensive loss for the financial period		-	(5,202)	(5,202)
<b>Balance at 31 December 2024</b>		<b>5,000</b>	<b>(5,202)</b>	<b>(202)</b>

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## Statement of Cash Flows

		29 September 2023 to 31 December 2024 €
<b>Operating activities</b>		
Cash generated from operating activities	10	(11,909,021)
<b>Net cash generated from operating activities</b>		(11,909,021)
<b>Financing activities</b>		
Issue of share capital	7	5,000
Movements in amounts due to related parties	12	11,905,627
<b>Net cash generated from financing activities</b>		11,910,627
<b>Movement in cash and cash equivalents</b>		1,606
<b>Cash and cash equivalents at beginning of period</b>		-
<b>Cash and cash equivalents at end of period</b>	11	1,606

The accountancy policies and explanatory notes on pages 8 to 22 form an integral part of the financial statements.

## Notes to the Financial Statements

### 1. Date of incorporation

The company was incorporated on 29 September 2023. Accordingly, these financial statements cover the period from 29 September 2023 to 31 December 2024.

### 2. Accounting policies

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

#### a. Basis of preparation

These financial statements are prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union (EU) and comply with the Companies Act (Cap.386). The financial statements have also been prepared in accordance with IFRS Standards adopted by the European Union.

The financial statements are prepared under the historical cost convention. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

#### i. Use of estimates and judgements

The preparation of financial statements in conformity with IFRSs as adopted by the EU requires the use of certain accounting estimates. It also requires the directors to exercise their judgements in the process of applying the Company's accounting policies. 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 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.

#### ii. New standards adopted as at 1 January 2024

Some accounting pronouncements which have become effective from 1 January 2024 and have therefore been adopted are:

- Classification of Liabilities as Current or Non-current (Amendments to IAS 1)
- Lease Liability in a Sale and Leaseback (Amendments to IFRS 16)
- Supplier Finance Arrangements (Amendments to IAS 7 and IFRS 7)
- Non-current Liabilities with Covenants (Amendments to IAS 1)

These amendments do not have a significant impact on these financial statements and therefore no disclosures have been made.

**2. Accounting policies – continued**

**a. Basis of preparation – continued**

**iii. Standards, amendments and interpretations to existing standards that are not yet effective and have not been adopted early by the Company**

At the date of authorisation of these financial statements, several new, but not yet effective, Standards and amendments to existing Standards, and Interpretations published by the IASB or IFRIC include:

- Lack of Exchangeability (Amendments to IAS 21)
- Amendments to the Classification and Measurement of Financial Instruments (Amendments to IFRS 9 and 7)
- IFRS 18 'Presentation and Disclosure in Financial Statements'
- IFRS 19 'Subsidiaries without Public Accountability: Disclosures'

None of these Standards or amendments to existing Standards have been adopted early by the Company. Management anticipates that all relevant pronouncements will be adopted for the first period beginning on or after the effective date of the pronouncement.

With the exception of IFRS 18, these amendments are not expected to have a significant impact on the financial statements in the period of initial application and therefore no disclosures have been made. The Company will assess the impact on disclosures from the initial adoption of IFRS 18. IFRS 18 will be effective for annual reporting periods beginning on or after 1 January 2027. The Company is not expected to early adopt this new Standard.

**b. Foreign currencies**

*Functional and presentation currency*

Items included in the Company's financial statements are measured using the currency of the primary economic environment in which the entity operates. The Euro is the Company's functional and presentation currency.

*Transactions and balances*

Foreign currency transactions are translated into the functional currency (Euro) 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 the statement of profit or loss and other comprehensive income.

**c. Impairment of non-financial assets**

At each reporting date, the Company reviews the carrying amounts of its property, plant and equipment and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated to determine the extent of the impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

**2. Accounting policies – continued**

**c. Impairment of non-financial assets – continued**

When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease and to the extent that the impairment loss is greater than the related revaluation surplus, the excess impairment loss is recognised in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss to the extent that it eliminates the impairment loss which has been recognised for the asset in prior years. Any increase in excess of this amount is treated as a revaluation increase.

**d. Inventories**

Inventories represent property held for resale and is measured at the lower of cost and net realisable value. Cost comprises all costs of purchase and other costs incurred in bringing the inventories to their present location and condition. Net realisable value represents the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

**e. Fair value measurement**

The Company measures non-financial assets such as investment properties at fair value at each statement of financial position date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

**2. Accounting policies – continued**

**e. Fair value measurement – continued**

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1: Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2: Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements at fair value on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

**f. Financial instruments**

Financial assets and financial liabilities are recognised in the Company's statement of financial position when the Company becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value, except for trade receivables that do not have a significant financing component which are measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

**2. Accounting policies – continued**

**f. Financial instruments - continued**

**i) Financial assets**

*(a) Initial recognition and measurement*

Financial assets are classified, at initial recognition either at amortised cost, fair value through other comprehensive income (“OCI”) or fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset’s contractual cash flow characteristics and the Company’s business model for managing them. With the exception of trade receivables that do not contain a significant financing component, or for which the Company has applied the practical expedient, the Company initially measures a financial asset at its fair value.

Trade and other receivables and contract assets that do not contain a significant financing component or for which the Company has applied the practical expedient are measured at the transaction price determined under IFRS 15.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are ‘solely payments of principal and interest (SPPI)’ on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The Company’s business model for managing financial assets refer to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

*(b) Subsequent measurement*

For purposes of subsequent measurement, financial assets are classified in four categories:

- a) Financial assets at amortised cost;
- b) Financial assets at fair value through OCI with recycling of cumulative gains and losses (debt instruments);
- c) Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments);
- d) Financial assets at fair value through profit or loss

The Company does not hold any financial assets at fair value through OCI, financial assets designated at fair value through OCI and financial assets at fair value through profit or loss.

*Financial assets at amortised cost*

The Company measures financial assets at amortised cost if both of the following conditions are met:

- a) The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows; and

**2. Accounting policies – continued**

**f. Financial instruments – continued**

**i) Financial assets – continued**

*(b) Subsequent measurement - continued*

- b) The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest rate (“EIR”) method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

The Company’s financial assets at amortised cost are trade and other receivables and contract assets which are expected to be received within 1 year from year end.

*(c) Derecognition*

A financial asset is primarily derecognised when:

- a) The rights to receive cash flows from the asset have expired; or
- b) The Company has transferred its rights to receive cash flows from the asset, or has assumed an obligation to pay the received cash flows in full without material delay to a third party and either the Company has transferred substantially all the risks and rewards of the asset or the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

*(c) Impairment*

The Company recognises an allowance for expected credit losses (“ECLs”) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximate of the original effective interest rate. The expected cash flows will include cash flows from the sale of a collateral held or other credit enhancements that are integral to the contractual terms.

For trade and other receivables and contract assets, the Company applies a simplified approach in calculating ECLs. Therefore, the Company does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Company has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to debtors and the economic environment.

The Company considers a financial asset in default when contractual payments are ninety (90) days past due. However, in certain cases, the Company may also consider a financial asset to be in default when internal or external information indicates that the Company is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Company. A financial asset is written-off when there is no reasonable expectation of recovering the contractual cash flows.

**2. Accounting policies – continued**

**f. Financial instruments – continued**

**ii) Financial liabilities and equity**

*a) Classification as debt or equity*

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

*b) Equity instruments*

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

*c) Financial liabilities*

All financial liabilities are measured subsequently at amortised cost using the effective interest method or at FVTPL.

However, financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition or when the continuing involvement approach applies, and financial guarantee contracts issued by the Company, are measured in accordance with the specific accounting policies set out below.

*Financial liabilities at FVTPL*

Financial liabilities are classified as at FVTPL when the financial liability is (i) contingent consideration of an acquirer in a business combination, (ii) held for trading or (iii) it is designated as at FVTPL.

A financial liability is classified as held for trading if either:

- It has been acquired principally for the purpose of repurchasing it in the near term.
- On initial recognition it is part of a portfolio of identified financial instruments that the Company manages together and has a recent actual pattern of short-term profit-taking.
- It is a derivative, except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument.

A financial liability other than a financial liability held for trading or contingent consideration of an acquirer in a business combination may be designated as at FVTPL upon initial recognition if either:

- Such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise



**2. Accounting policies – continued**

**f. Financial instruments – continued**

**ii) Financial liabilities and equity – continued**

- The financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Company's documented risk management or investment strategy, and information about the grouping is provided internally on that basis
- It forms part of a contract containing one or more embedded derivatives, and IFRS 9 permits the entire combined contract to be designated as at FVTPL

Financial liabilities at FVTPL are measured at fair value, with any gains or losses arising on changes in fair value recognised in profit or loss to the extent that they are not part of a designated hedging relationship. The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liability and is included in the 'Other gains and losses' line item in profit or loss.

**c) Financial liabilities**

However, for financial liabilities that are designated as at FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. The remaining amount of change in the fair value of liability is recognised in profit or loss. Changes in fair value attributable to a financial liability's credit risk that are recognised in other comprehensive income are not subsequently reclassified to profit or loss; instead, they are transferred to retained earnings upon derecognition of the financial liability. Gains or losses on financial guarantee contracts issued by the Company that are designated by the Company as at FVTPL are recognised in profit or loss.

**g. Cash and cash equivalents**

Cash and cash equivalents are carried in statement of financial position at face value. For the purposes of the statement of cash flows, cash and cash equivalents comprise cash in hand and deposits held at call with banks.

**h. Current and deferred taxation**

The tax expense for the period comprises current and deferred taxation.

Taxation 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 equity, respectively.

Current tax is based on the taxable result for the year. The taxable result for the year differs from the results as reported in profit or loss because it excludes items which are non-assessable or disallowed and it further excludes items that are taxable or deductible in other years. Current tax also includes any tax arising from dividends.

**2. Accounting policies – continued**

**h. Current and deferred taxation – continued**

It is calculated using the tax rates that have been enacted or substantively enacted by the end of the reporting year, and any adjustments in relation to the prior years.

Deferred taxation is provided using the liability method, for all temporary differences arising between the tax bases of assets and liabilities and their carrying values for financial reporting purposes. Deferred taxation is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting year and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

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

**i. Provisions**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

**j. Share capital and dividends**

Ordinary shares are classified as equity.

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

**k. Related parties**

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence. Related parties may be individuals or corporate entities. Related party accounts are carried at cost, net of any impairment charge.

**3. Loss of the period**

Loss for the period is stated after charging:

	<b>2024</b>
	<b>€</b>
Auditor's remuneration	<b>2,000</b>
Other expenses	<b>3,202</b>
	<hr/>
<b>Total administrative expenses</b>	<b>5,202</b>
	<hr/>

**Auditor's fees**

Fees charged by the auditor for the services rendered during the financial period ended 31 December 2024 relate to the following:

	<b>2024</b>
	<b>€</b>
Audit fee	<b>2,000</b>
Other non-audit services	<b>1,300</b>
	<hr/>
	<b>3,300</b>
	<hr/>

**4. Income tax**

No provision for Malta income tax has been made in these financial statements in view of the tax losses incurred by the Company.

The tax expense and the result of accounting loss multiplied by the statutory domestic income tax rate is reconciled as follows:

	<b>2024</b>
	<b>€</b>
Loss before tax	<b>(5,202)</b>
	<hr/>
Tax on accounting loss at 35% thereon	<b>(1,821)</b>
	<hr/>
Tax effect of:	
Non allowable expenses	<b>1,821</b>
	<hr/>
	<b>-</b>
	<hr/>

**5. Inventory**

**2024**  
€

Property held for resale 12,113,294

**6. Trade and other receivables**

**2024**  
€

**Current**

Amounts due by related parties (Note i) 85,526

i. Amounts due to related parties are unsecured, interest free and are repayable on demand.

**7. Share capital**

**2024**  
€

**Authorised**

5,000 Ordinary Shares of €1 each 5,000

**Issued and fully paid up:**

5,000 Ordinary Shares of €1 each 5,000

**8. Retained earnings**

The Company's retained earnings represent accumulated profits and losses since incorporation date.

**9. Trade and other payables**

**2024**  
€

**Non-current**

Amounts due to related parties (Note i) 11,624,854

**Current**

Trade payables 207,527

Accruals 1,948

Amounts due to related parties (Note ii) 366,299

575,774

i. Amounts due to related parties are unsecured, interest free and are not repayable before twelve months from the date of the reporting year.

ii. Amounts due to related parties are unsecured, interest free and are repayable on demand.

**10. Cash used in operations**

Reconciliation of operating loss to cash used in operations:

	2024 €
Operating loss	(5,202)
Changes in working capital:	
Inventories	(12,113,294)
Trade and other payables	209,475
<b>Cash used in operations</b>	<b>(11,909,021)</b>

**11. Cash and cash equivalents**

For the purposes of the statement of cash flows, the cash and cash equivalents at the end of the period comprise the following:

	2024 €
Cash at bank	1,606
<b>Balance at 31 December</b>	<b>1,606</b>

**12. Related party transactions**

Period end balances due from or to related parties are disclosed in note 6 and 9 to these financial statements.

The Company also entered related party transactions at arm's length with related parties. Transactions with related parties are also made at arm's length.

The following transactions were carried out with related parties:

	2024 €
<b>Amount due to related parties</b>	
Advances during the period	11,991,153
Payments during the period	(85,526)
	<b>11,905,627</b>

## 13. Financial risk management

### Overview

The Company has an exposure to the following risks arising from the use of financial instruments within its activities:

- Credit risk
- Liquidity risk
- Market risk

This note presents information about the Company's exposure to each of the above risks, policies and processes for measuring and managing risk, and the Company's management of capital. Further quantitative disclosures are included in these financial statements.

The responsibility for the management of risk is vested in the Directors. Accordingly, it is the Directors who has the overall responsibility for establishing an appropriate risk management framework.

### **Credit risk**

Credit risk is the risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Company's trade and other receivables and cash and cash equivalents held at banks. The carrying amounts of financial assets represent the maximum credit exposure.

The Company assesses the credit quality of its customers by taking into account their financial standing, past experience, any payments made post reporting date and other factors, such as bank references and the customers' financial position.

Management is responsible for the quality of the Company's credit portfolios and has established credit processes involving delegated approval authorities and credit procedures, the objective of which is to build and maintain assets of high quality.

The Company's policy is to deal only with credit worthy counterparties.

### Impairment of Trade and other receivables and contract assets

To measure the expected credit losses, trade and other receivables have been grouped based on shared credit risk characteristics and the days past due. Management considers the probability of default from such trade and other receivables to be not material. In view of this, the amount calculated using the 12-month expected credit loss model is considered to be very insignificant. Therefore, based on the above, no loss allowance has been recognised by the Company.

### Cash and cash equivalents

The cash and cash equivalents held with banks as at 31 December 2024 are callable on demand and held with local financial institutions with high quality standing or rating. Management considers the probability of default from such banks to be insignificant. Therefore, based on the above, no loss allowance has been recognised by the Company.

**13. Financial risk management – continued**

***Liquidity risk***

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due. Generally, the Company ensures that it has sufficient cash on demand to meet expected operational expenditure, including the servicing of financial obligations.

The table below analyses the Company's financial liabilities into relevant maturity grouping based on the remaining period at the end of the reporting period to the contractual maturity date. Trade and other payables are all repayable within one year.

As at 31 December 2024	Less than 1 year €	Between 1 and 2 years €	Between 2 and 5 years €	Over 5 years €	Total €	Carrying amount €
Trade and other payables	366,299	-	-	11,624,854	11,991,153	11,991,153
	<b>366,299</b>	<b>-</b>	<b>-</b>	<b>11,624,854</b>	<b>11,991,153</b>	<b>11,991,153</b>

***Market risk***

Market risk is the risk that changes in market prices, such as foreign exchange rates or interest rates, will affect the fair value or future cash flows of a financial instrument. The objective of market risk is to manage and control market risk exposures within acceptable parameters, while optimising the return on risk.

The operating cash flows of the Company are influenced by changes in market interest rates. Up to the statement of financial position date, the Company did not have any hedging arrangements with respect to the exposure of floating interest rate risk. The Company is not exposed to foreign exchange risk since all operations are conducted locally in the Company's functional currency.

***Capital management***

It is the policy of the Directors to maintain an adequate capital base in order to sustain the future development of the business and safeguard the ability of the Company to continue as a going concern. In this respect, the Directors monitor the operations and results of the Company, and also monitor the level of dividends, if any, payable to the ordinary shareholders. The Company are not subject to externally imposed capital requirements. There were no changes in the Company's approach to capital management during the year.

**13. Financial risk management – continued**

***Fair values***

At 31 December 2024 the carrying amounts of cash at bank, receivables, contract assets, payables and accrued expenses and short-term borrowings reflected in the financial statements are reasonable estimates of fair value. The fair values of loans are not materially different from their carrying amounts.

**14. Post balance sheet events**

There were no adjusting or significant non-adjusting events that have occurred between the end of the reporting period and at the date of authorisation by the Directors.

**15. Statutory information**

PLAN (BBG) LIMITED is a limited liability company and is registered in Malta.

The ultimate parent company of PLAN (BBG) LIMITED is PLAN GROUP P.L.C. a public limited company registered in Malta with its registered address at PLAN Group Head Office, Triq il-Wirt Naturali, Bahar ic-Caghaq, Naxxar.

The ultimate controlling party of the Company is Mr Paul Attard who resides in Malta.



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## Independent Auditor's Report

To the Members of PLAN (BBG) LIMITED.

### Report on the Audit of the Financial Statements

#### Opinion

I have audited the financial statements of PLAN (BBG) LIMITED (the "Company"), set out on pages 4 to 22, which comprise the statement of financial position as at 31 December 2024, the statement of profit or loss and other comprehensive income, the statement of changes in equity and the statement of cash flows for the period then ended, and notes to the financial statements, including a summary of significant accounting policies.

In my opinion, the accompanying financial statements give a true and fair view of the financial position of the Company as at 31 December 2024, and of its financial performance for the period then ended in accordance with International Financial Reporting Standards as adopted by the European Union (EU IFRSs) and have been prepared in accordance with the requirements of the Companies Act (Cap. 386).

#### Basis for Opinion

I conducted my audit in accordance with International Standards on Auditing (ISAs). My responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial statements section of my report. I am independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) together with the ethical requirements that are relevant to my audit of the financial statements in accordance with the Accountancy Profession (Code of Ethics for Warrant Holders) Directive issued in terms of the Accountancy Profession Act (Cap. 281) in Malta, and I have fulfilled my other ethical responsibilities in accordance with these requirements and the IESBA Code. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

#### Other Information

The directors are responsible for the other information. The other information comprises the directors' report. My opinion on the financial statements does not cover this information, including the directors' report. In connection with my audit of the financial statements, my responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or my knowledge obtained in the audit, or otherwise appears to be materially misstated.

With respect to the Directors' Report, we also considered whether the Directors' Report includes the disclosures required by Article 177 of the Maltese Companies Act (Cap. 386). Based on the work I have performed, in my opinion:

- the information given in the directors' report for the financial period for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with the Maltese Companies Act (Cap.386).

## **Independent Auditor's Report – continued**

### **Other Information – continued**

In addition, in light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, I am required to report if I have identified material misstatements in the directors' report. I have nothing to report in this regard.

### **Responsibilities of the Directors**

The Directors are responsible for the preparation of the financial statements that give a true and fair view in accordance with EU IFRSs, and for such internal control as the Directors determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

### **Auditor's Responsibilities for the Audit of the financial statements**

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.

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## Independent Auditor's Report – continued

### Auditor's Responsibilities for the Audit of the financial statements – continued

- Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the financial statements. I am responsible for the direction, supervision and performance of the company audit. I remain solely responsible for my audit opinion.

I communicate with the Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.

I also provide those charged with governance with a statement that I have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, related safeguards.

### Report on Other Legal and Regulatory Requirements

Under the Maltese Companies Act (Cap. 386) I am required to report to you if, in my opinion:

- I have not received all the information and explanations I require for my audit.
- Adequate accounting records have not been kept, or that returns adequate for my audit have not been received from branches not visited by me.
- The financial statements are not in agreement with the accounting records and returns.

I have nothing to report to you in respect of these responsibilities

**Paul J Mifsud**

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**Independent Auditor's Report – continued**

**Other matter – use of this report**

My report, including the opinions, has been prepared for and only for the Company's members as a body in accordance with Article 179 of the Maltese Companies Act (Cap. 386) and for no other purpose. I do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by my prior written consent.



Paul Mifsud  
Certified Public Accountant  
14, Triq I-Isqof Pace,  
Melliëha MLH 1067  
Malta

28 April 2025

## Detailed Results

Contents	Pages
Income statement	28
Administrative expenses	29

## Income Statement

**29 September 2023 to  
31 December 2024**  
€

Administrative expenses (page 29)

**(5,202)**

**Loss before income tax**

**(5,202)**

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## Administrative expenses

	<b>2024</b> €
Auditor's remuneration	<b>2,000</b>
Bank charges	<b>114</b>
Professional fees	<b>3,088</b>
<b>Total administrative expenses (page 28)</b>	<hr/> <b>5,202</b> <hr/>