

**J&T SECURITIES MANAGEMENT PLC**

REPORT AND FINANCIAL STATEMENTS

31 December 2021

# J&T SECURITIES MANAGEMENT PLC

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## REPORT AND FINANCIAL STATEMENTS

Year ended 31 December 2021

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# J&T SECURITIES MANAGEMENT PLC

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## BOARD OF DIRECTORS AND OTHER OFFICERS

<b>Board of Directors:</b>	Jarmila Janosova Baris John Nicolaides (appointed on 1 November 2021) BGS Director I Limited (appointed on 1 February 2022) Anastasios Angelides (appointed on 2 January 2020 and resigned on 1 November 2021)
<b>Company Secretary:</b>	D. H. Nominees Ltd
<b>Independent Auditors:</b>	KPSA CHARTERED ACCOUNTANTS 15 Themistokli Dervi Street 1st floor, P.O. Box 27040 1641, Nicosia Cyprus
<b>Registered office:</b>	Klimentos, 41-43 Klimentos Tower, 1st floor, Flat/Office 18 1061, Nicosia Cyprus
<b>Bankers:</b>	J&T Banka, a.s. Postova banka, a.s.
<b>Legal Entity Identifier:</b>	315700GBLUBZ50S45F53
<b>Registration number:</b>	HE260821

# J&T SECURITIES MANAGEMENT PLC

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## MANAGEMENT REPORT

The Board of Directors presents its report and audited financial statements of the Company for the year ended 31 December 2021.

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

The principal activities of the Company, which are unchanged from last year, are the holding of investments and trading in listed securities, as well as the provision of financing.

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

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

As part of the Company's plans for future development, is the use of the total net proceeds from the bonds issue for refinancing of present debts purposes and for developing its business activities. In addition, the provision of funding to companies coming from the group of the shareholder.

### **Principal risks and uncertainties**

The principal risks and uncertainties faced by the Company are disclosed in notes 7, 8 and 28 of the financial statements.

### **Use of financial instruments by the Company**

The Company is exposed to market price risk, interest rate risk, credit risk and liquidity risk from the financial instruments it holds.

The Company's financial risk management objectives and policies are to acquire ownership, investments and assets in financial markets and private equity. Nowadays, the company also provides funding to companies in the shareholder group. In the future, the company will continue to do so, while planning to increase the share of the investment to the detriment of its own exposure to group companies.

### **Market price risk**

Market price risk is the risk that the value of financial instruments will fluctuate as a result of changes in market prices. The Company's financial assets at fair value through other comprehensive income and financial assets at fair value through profit or loss are susceptible to market price risk arising from uncertainties about future prices of the investments. The Company's market price risk is managed through diversification of the investment portfolio.

### **Interest rate risk**

Interest rate risk is the risk that the value of financial instruments will fluctuate due to changes in market interest rates. The Company's income and operating cash flows are substantially independent of changes in market interest rates as the Company has no significant interest-bearing assets. The Company is exposed to interest rate risk in relation to its non-current borrowings. Borrowings issued at variable rates expose the Company to cash flow interest rate risk. Borrowings issued at fixed rates expose the Company to fair value interest rate risk. The Company's Management monitors the interest rate fluctuations on a continuous basis and acts accordingly.

### **Credit risk**

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to meet an obligation. Credit risk arises from cash and cash equivalents, contractual cash flows of debt investments carried at amortised cost, at fair value through other comprehensive income (FVOCI) and at fair value through profit or loss (FVTPL), favourable derivative financial instruments and deposits with banks and financial institutions, as well as credit exposures to wholesale and retail customers, including outstanding receivables and contract assets as well as lease receivables. Further, credit risk arises from financial guarantees and credit related commitments.

The Company's investments in debt instruments are considered to be low risk investments. The credit ratings of the investments are monitored for credit deterioration.

### **Liquidity risk**

Liquidity risk is the risk that arises when the maturity of assets and liabilities does not match. An unmatched position potentially enhances profitability, but can also increase the risk of losses. The Company has procedures with the object of minimising such losses such as maintaining sufficient cash and other highly liquid current assets and by having available an adequate amount of committed credit facilities.

# J&T SECURITIES MANAGEMENT PLC

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## MANAGEMENT REPORT

### Results and Dividends

The Company's results for the year are set out on page 9.

### Dividends

The Board of Directors may recommend the payment of a dividend after the financial statements are issued.

### Share capital

#### Authorised capital

Under its Memorandum the Company fixed its share capital at 1.000 ordinary shares of nominal value of €1 each.

On 18 August 2011, the Company increased its authorised share capital by 10.000 ordinary shares of nominal value of €1 each. As a result, the authorised share capital of the Company increased to 11.000 ordinary shares of nominal value of €1 each.

On 20 June 2018, the Shareholders resolved with a Special Resolution, to increase the Authorised Share Capital of the Company by 15.000 ordinary shares, of nominal value of €1 per share.

The total Authorised Share Capital after the increase is 26.000 shares.

The new shares were all issued.

On 30 December 2019, the Shareholders resolved with a Special Resolution, to increase the Authorised Share Capital of the Company by 6.000 ordinary shares, of nominal value of €1 per share.

The total Authorised Share Capital after the increase is 32.000 shares.

The new shares were all issued.

On 3 March 2020, Company increased its authorised share capital from 32.000 to 58.470 shares by the creation of 26.470 new shares, of nominal value of €1 per share.

On 20 November 2020, the Company increased its authorised share capital from 58.470 to 60.970 shares by the creation of 2.500 new shares, of nominal value of €1 per share.

On 7 December 2020, the Company increased its authorised share capital from 60.970 to 70.970 shares by the creation of 10.000 new shares, of nominal value of €1 per share.

On 30 July 2021, the Company increased its authorised share capital from 70.970 to 75.970 shares by the creation of 5.000 new shares, of nominal value of €1 per share.

#### Issued capital

Upon incorporation on 14 January 2010 the Company issued to the subscribers of its Memorandum of Association 1.000 ordinary shares of €1 each at par.

On 18 August 2011, the Company increased its share capital by 10.000 ordinary shares of nominal value of €1 each at a total share premium of €50.914.000. As a result, the issued share capital of the Company increased to 11.000 ordinary shares of nominal value of €1 each.

On 20 June 2018, the Company increased its share capital by 15.000 ordinary shares of nominal value of €1 each. As a result, the issued share capital of the Company increased to 26.000 ordinary shares of nominal value of €1 each.

On 30 December 2019, the Company increased its share capital by 6.000 ordinary shares of nominal value of €1 each at a total share premium of €5.994.000. As a result, the issued share capital of the Company increased to 32.000 ordinary shares of nominal value of €1 each.

On 3 March 2020, Company increased its share capital from 32.000 to 58.470 shares. The new 26.470 shares issued are issued at their nominal value of €26.470 and a total share premium of €59.973.530.

On 20 November 2020, the Company increased its share capital from 58.470 to 60.970 shares. The new 2.500 shares issued are issued at their nominal value of €2.500 and a total share premium of €4.997.500.

# J&T SECURITIES MANAGEMENT PLC

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## MANAGEMENT REPORT

On 7 December 2020, the Company increased its share capital from 60.970 to 70.970 shares. The new 10.000 shares issued are issued at their nominal value of €10.000 and a total share premium of €19.990.000.

On 30 July 2021, the Company increased its share capital from 70.970 to 75.970 shares. The new 5.000 shares are issued at their nominal value of €5.000 and a premium of €9.995.000.

### **Board of Directors**

The members of the Company's Board of Directors as at 31 December 2021 and at the date of this report are presented on page 1. All of them were members of the Board of Directors throughout the year ended 31 December 2021. Mr. Anastasios Angelides who was appointed director on 2 January 2020 resigned on 1 November 2021 and on the same date Mr. Baris John Nicolaides was appointed in his place.

On 1 February 2022, BGS Director I Limited was also appointed as Director.

In accordance with the Company's Articles of Association all Directors presently members of the Board continue in office.

There were no significant changes in the assignment of responsibilities and remuneration of the Board of Directors.

### **Events after the reporting period**

Any significant events that occurred after the end of the reporting period are described in note 33 to the financial statements.

### **Independent Auditors**

The Independent Auditors, KPSA, have expressed their willingness to continue in office and a resolution giving authority to the Board of Directors to fix their remuneration will be proposed at the Annual General Meeting.

By order of the Board of Directors,

Michalis Hadjinestoros  
for and on behalf of  
D. H. Nominees Ltd  
Secretary

Nicosia, 27 April 2022

# **Independent Auditor's Report**

## **To the Members of J&T Securities Management Plc**

### **Report on the Audit of the Financial Statements**

#### **Opinion**

We have audited the accompanying financial statements of parent company J&T Securities Management Plc (the "Company"), which comprise the statement of financial position as at 31 December 2021, and the statement of profit or loss and other comprehensive income, statement of changes in equity and cash flow statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying separate financial statements give a true and fair view of the financial position of parent company J&T Securities Management Plc as at 31 December 2021, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union and the requirements of the Cyprus Companies Law, Cap. 113.

#### **Basis for Opinion**

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the "Auditor's Responsibilities for the Audit of the Financial Statements" section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code) together with the ethical requirements that are relevant to our audit of the financial statements in Cyprus, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Emphasis of Matter**

We draw attention to note 30 of the separate financial statements which states that J&T Securities Management Plc is not required by the Cyprus Companies Law, Cap. 113, to prepare consolidated financial statements because the parent of the Company, J&T Private Equity Group Limited, publishes consolidated financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union and the requirements of the Cyprus Companies Law, Cap. 113, and the Company does not intend to issue consolidated financial statements for the year ended 31 December 2021. At the time of approval of these separate financial statements, J&T Private Equity Group Limited has not yet published consolidated financial statements and consolidated financial statements are expected to be issued within a reasonably short period after the issuance of the separate financial statements, not exceeding the parent company's legal/regulatory timeframe obligations. Our opinion is not modified in respect of this matter.

#### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Corporation tax

## **Independent Auditor's Report (continued)**

### **To the Members of J&T Securities Management Plc**

Due to the complexity and the judgment needed for calculating the disallowed interest relating to loans payable that is to be included in the Tax Computation, the matter constitutes a key audit matter. Management judgment includes consideration of the tax regulations behind any treatment and where there are any uncertainties for the correct treatment, tax experts' opinion is sought.

Management's disclosures with regards to the uncertainties are contained in Note 8, whilst the income tax disclosures are also contained in Note 17.

How the matter was addressed in our audit

In order to evaluate the recognition and measurement of the disallowed interest included in the corporation tax calculation, we have performed the following work:

- (i) Analysed the tax calculations carried out by the Management for compliance with the relevant laws and regulations
- (ii) Performed analytical procedures to ensure the consistency with prior years treatment
- (iii) Evaluated the Management's assessment about which loans constitute back to back loans, the interest income of which was taxed based on the minimum margin rules
- (iv) Evaluated the Management's assessment relating to the part of the interest resulting from the debentures that could be allowed for tax purposes
- (v) Reviewed the latest transfer pricing study prepared for the Company and assessed whether (1) it is still valid for the year and (2) the tax margins used by the Company for the back to back loans are still within the range.

All the above were assessed and examined based on our professional judgment, valuable input, sufficient and detailed conversation with those charged with governance. It was the issue on which we had the most robust discussion with Management. Our factors in determining the above matter as a key audit matter that requires special attention, were both, quantitative and qualitative, always having in mind its complexity.

### **Other information**

The Board of Directors is responsible for the other information. The other information comprises the information included in the Management Report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Responsibilities of the Board of Directors for the Financial Statements**

The Board of Directors is responsible for the preparation of financial statements that give a true and fair view in accordance with International Financial Reporting Standards as adopted by the European Union and the requirements of the Cyprus Companies Law, Cap. 113, and for such internal control as the Board of 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 Board of Directors is 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 Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Company's financial reporting process.



# **Independent Auditor's Report (continued)**

## **To the Members of J&T Securities Management Plc**

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our 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 our 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, we exercise professional judgment and maintain professional scepticism throughout the audit. We 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 our 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 Board of Directors.
- Conclude on the appropriateness of the Board of 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 we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our 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 a true and fair view.

We communicate with the Board of 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 we identify during our audit.

### **Report on Other Legal Requirements**

Pursuant to the additional requirements of the Auditors Law of 2017, we report the following:

- In our opinion, the Management Report has been prepared in accordance with the requirements of the Cyprus Companies Law, Cap 113, and the information given is consistent with the financial statements.
- In our opinion, and in the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Management Report.

## **Independent Auditor's Report (continued)**

### **To the Members of J&T Securities Management Plc**

#### **Other Matter**

This report, including the opinion, has been prepared for and only for the Company's members as a body in accordance with Section 69 of the Auditors Law of 2017 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whose knowledge this report may come to.

Stelios Saphiris  
Certified Public Accountant and Registered Auditor  
for and on behalf of

**KPSA**

**CHARTERED ACCOUNTANTS**

15 Themistokli Dervi Street  
1st floor, P.O. Box 27040  
1641, Nicosia  
Cyprus

Nicosia, 27 April 2022

# J&T SECURITIES MANAGEMENT PLC

## STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME Year ended 31 December 2021

	Note	2021 €	2020 €
<b>Revenue</b>	10	<b>46.785.572</b>	19.453.804
Other operating income	11	<b>746.135</b>	3.771.881
Net profit from investing activities	12	<b>4.271.287</b>	9.664.089
Administration expenses		<b>(382.537)</b>	(251.501)
Net impairment profit/(loss) on financial and contract assets		<b>740.674</b>	(918.104)
Other expenses	13	<b>(711.563)</b>	(163.849)
<b>Operating profit</b>	<b>14</b>	<b>51.449.568</b>	31.556.320
Finance costs	16	<b>(26.474.660)</b>	(30.682.958)
<b>Profit before tax</b>		<b>24.974.908</b>	873.362
Tax	17	<b>(314.604)</b>	(544.924)
<b>Net profit for the year</b>		<b>24.660.304</b>	328.438
<b>Other comprehensive income</b>			
Financial assets at fair value through other comprehensive income - Fair value gains		<b>209.556</b>	-
Financial assets at fair value through other comprehensive income - (Loss)/profit transferred to net profit due to disposal		<b>(115.636)</b>	609.790
Provision for off-balance items under IFRS9 - Loan commitment		<b>54.168</b>	-
<b>Other comprehensive income for the year</b>		<b>148.088</b>	609.790
<b>Total comprehensive income for the year</b>		<b>24.808.392</b>	938.228

The notes on pages 16 to 66 form an integral part of these financial statements.

# J&T SECURITIES MANAGEMENT PLC

## STATEMENT OF FINANCIAL POSITION

31 December 2021

	Note	2021 €	2020 €
<b>ASSETS</b>			
<b>Non-current assets</b>			
Financial assets at fair value through other comprehensive income	19	<b>18.698.516</b>	22.777.953
Non-current loans receivable	20	<b>20.480.949</b>	22.976.298
		<b>39.179.465</b>	45.754.251
<b>Current assets</b>			
Trade and other receivables	21	<b>26.244.782</b>	37.911.943
Loans receivable	20	<b>45.212.204</b>	104.932.249
Financial assets at fair value through profit or loss	22	<b>295.724.347</b>	145.605.914
Cash at bank	23	<b>48.884</b>	11.450.363
		<b>367.230.217</b>	299.900.469
<b>Total assets</b>		<b>406.409.682</b>	345.654.720
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Share capital	24	<b>75.970</b>	70.970
Share premium		<b>151.864.030</b>	141.869.030
Other reserves		<b>293.245</b>	145.158
Retained earnings		<b>36.564.257</b>	11.903.953
<b>Total equity</b>		<b>188.797.502</b>	153.989.111
<b>Non-current liabilities</b>			
Borrowings	25	<b>158.104.679</b>	122.483.404
		<b>158.104.679</b>	122.483.404
<b>Current liabilities</b>			
Trade and other payables	26	<b>20.114.759</b>	3.241.886
Borrowings	25	<b>39.351.467</b>	65.592.180
Current tax liabilities	27	<b>41.275</b>	348.139
		<b>59.507.501</b>	69.182.205
<b>Total liabilities</b>		<b>217.612.180</b>	191.665.609
<b>Total equity and liabilities</b>		<b>406.409.682</b>	345.654.720

The notes on pages 16 to 66 form an integral part of these financial statements.

# J&T SECURITIES MANAGEMENT PLC

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On 27 April 2022 the Board of Directors of J&T Securities Management Plc authorised these financial statements for issue.

.....  
Jarmila Janosova

Director

.....  
Baris John Nicolaides

Director

.....  
Julius Zubor

For and on behalf of BGS Director I  
Limited  
Director

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The notes on pages 16 to 66 form an integral part of these financial statements.

# J&T SECURITIES MANAGEMENT PLC

## STATEMENT OF CHANGES IN EQUITY

Year ended 31 December 2021

	Share capital €	Share premium €	Fair value reserve - Financial assets at fair value through other comprehen- sive income €	Retained earnings €	Total €
<b>Balance at 1 January 2020</b>	<b>32.000</b>	<b>56.908.000</b>	<b>808.450</b>	<b>11.575.515</b>	<b>69.323.965</b>
<b>Comprehensive income</b>					
Net profit for the year	-	-	-	328.438	328.438
Other comprehensive income for the year	-	-	(663.292)	-	(663.292)
Total comprehensive income for the year	-	-	(663.292)	328.438	(334.854)
<b>Transactions with owners</b>					
Issue of share capital	38.970	84.961.030	-	-	85.000.000
Total transactions with owners	38.970	84.961.030	-	-	85.000.000
<b>Balance at 31 December 2020/ 1 January 2021</b>	<b>70.970</b>	<b>141.869.030</b>	<b>145.158</b>	<b>11.903.953</b>	<b>153.989.111</b>
<b>Comprehensive income</b>					
Net profit for the year	-	-	-	24.660.304	24.660.304
Other comprehensive income for the year	-	-	148.087	-	148.087
Total comprehensive income for the year	-	-	148.087	24.660.304	24.808.391
<b>Transactions with owners</b>					

The notes on pages 16 to 66 form an integral part of these financial statements.

## J&T SECURITIES MANAGEMENT PLC

### STATEMENT OF CHANGES IN EQUITY

Year ended 31 December 2021

		Share capital €	Share premium €	Fair value reserve - Financial assets at fair value through other comprehensi ve income €	Retained earnings €	Total €
	Note					
Issue of share capital	24	5.000	9.995.000	-	-	10.000.000
Total transactions with owners		<u>5.000</u>	<u>9.995.000</u>	<u>-</u>	<u>-</u>	<u>10.000.000</u>
<b>Balance at 31 December 2021</b>		<b><u>75.970</u></b>	<b><u>151.864.030</u></b>	<b><u>293.245</u></b>	<b><u>36.564.257</u></b>	<b><u>188.797.502</u></b>

Share premium is not available for distribution.

Companies, which do not distribute 70% of their profits after tax, as defined by the Special Contribution for the Defence of the Republic Law, within two years after the end of the relevant tax year, will be deemed to have distributed this amount as dividend on the 31 of December of the second year. The amount of the deemed dividend distribution is reduced by any actual dividend already distributed by 31 December of the second year for the year the profits relate. The Company pays special defence contribution on behalf of the shareholders over the amount of the deemed dividend distribution at a rate of 17% (applicable since 2014) when the entitled shareholders are natural persons tax residents of Cyprus and have their domicile in Cyprus. In addition, from 2019 (deemed dividend distribution of year 2017 profits), the Company pays on behalf of the shareholders General Healthcare System (GHS) contribution at a rate of 2,65% (2019: 1,70%), when the entitled shareholders are natural persons tax residents of Cyprus, regardless of their domicile.

The notes on pages 16 to 66 form an integral part of these financial statements.

# J&T SECURITIES MANAGEMENT PLC

## CASH FLOW STATEMENT

Year ended 31 December 2021

	Note	2021 €	2020 €
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
<b>Profit before tax</b>		<b>24.974.908</b>	873.362
Adjustments for:			
Exchange difference arising on the translation of non-current assets in foreign currencies		<b>(4.698.629)</b>	4.134.118
Unrealised exchange loss/(profit)		<b>951.366</b>	(114.892)
Loss/(profit) from the sale of financial assets at fair value through other comprehensive income		<b>1.424.986</b>	(55.857)
Loss from the sale of financial assets at fair value through profit or loss		<b>1.585.367</b>	194.077
Fair value (gains)/losses on financial assets at fair value through profit or loss		<b>(11.653.639)</b>	5.668.117
Impairment charge/(reversal of impairment) - debt investments at fair value through other comprehensive income	19	<b>143.302</b>	(609.911)
(Reversal of impairment)/impairment charge on loans to related parties	29	<b>(537.973)</b>	1.177.127
Impairment charge of trade receivables	21	<b>4.885</b>	350.888
Reversal of impairment of other receivables	21	<b>(350.888)</b>	-
Dividend income	10	<b>(5.242.405)</b>	(2.845.442)
Interest income	10	<b>(5.893.849)</b>	(6.948.545)
Interest expense	16	<b>10.467.561</b>	7.603.611
		<b>11.174.992</b>	9.426.653
<b>Changes in working capital:</b>			
Decrease/(increase) in trade and other receivables		<b>11.008.667</b>	(31.988.914)
Increase in financial assets at fair value through profit or loss		<b>(137.094.091)</b>	(74.378.223)
Decrease/(increase) in bank deposits		<b>11.432.100</b>	(11.432.100)
Increase in trade and other payables		<b>16.885.121</b>	3.155.578
Assignment of loans receivable		-	(65.904.274)
<b>Cash used in operations</b>		<b>(86.593.211)</b>	(171.121.280)
Interest received		<b>10.445.536</b>	3.685.596
Dividends received		<b>5.242.405</b>	2.825.610
Tax paid		<b>(621.468)</b>	(221.655)
<b>Net cash used in operating activities</b>		<b>(71.526.738)</b>	(164.831.729)
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Payment for purchase of financial assets at fair value through other comprehensive income		<b>(176.504.355)</b>	(75.217.730)
Loans granted		<b>(124.297.304)</b>	(201.052.404)
Loans repayments received		<b>185.975.796</b>	141.743.103
Proceeds from sale of financial assets at fair value through other comprehensive income		<b>179.241.093</b>	136.706.434
<b>Net cash generated from investing activities</b>		<b>64.415.230</b>	2.179.403
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Proceeds from issue of share capital		<b>10.000.000</b>	85.000.000
Repayments of borrowings		<b>(1.195.921.327)</b>	(336.586.103)
Proceeds from sale of repurchased own debentures		<b>350.166.036</b>	157.863.400
Proceeds from borrowings		<b>1.206.090.651</b>	441.234.397
Unrealised exchange profit/(loss)		<b>3.295.090</b>	(2.918.671)
Interest paid		<b>(11.183.536)</b>	(6.762.390)

The notes on pages 16 to 66 form an integral part of these financial statements.



# J&T SECURITIES MANAGEMENT PLC

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## CASH FLOW STATEMENT

Year ended 31 December 2021

	2021	2020
	€	€
Repayment of repurchased debentures	<b>(341.458.957)</b>	(189.849.509)
Payment of coupon of repurchased debentures	<b>1.242.000</b>	448.500
Repayment of expenses from issued debentures	<b>(169.638)</b>	(728.796)
<b>Net cash generated from financing activities</b>	<b>22.060.319</b>	147.700.828
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>14.948.811</b>	(14.951.498)
Cash and cash equivalents at beginning of the year	<b>(14.951.353)</b>	145
<b>Cash and cash equivalents at end of the year</b>	<b>23 (2.542)</b>	<b>(14.951.353)</b>

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The notes on pages 16 to 66 form an integral part of these financial statements.

# J&T SECURITIES MANAGEMENT PLC

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## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2021

### 1. Incorporation and principal activities

#### Country of incorporation

The Company J&T Securities Management Plc (the "Company") was incorporated in Cyprus on 14 January 2010 as a private limited liability company under the provisions of the Cyprus Companies Law, Cap. 113. Its registered office is at Klimentos, 41-43, Klimentos Tower, 1st floor, Flat/Office 18, 1061, Nicosia, Cyprus.

#### Change of Company name

On 20 June 2018, following the conversion of the Company to a Public Limited Company, the Company changed its name from J&T Securities Management Limited to J&T Securities Management PLC.

#### Principal activities

The principal activities of the Company, which are unchanged from last year, are the holding of investments and trading in listed securities, as well as the provision of financing.

### 2. Basis of preparation

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

These financial statements are the separate financial statements. The Company has not prepared consolidated financial statements as the exemption from consolidation in paragraph 4(a) of IFRS10 'Consolidated Financial Statements', has been used. The Company's parent J&T Private Equity Group Limited, a Company incorporated in Cyprus produced consolidated financial statements available for public use that comply with International Financial Reporting Standards (IFRSs) as adopted by the European Union. These consolidated financial statements can be obtained at at Klimentos, 41-43, Klimentos Tower, 1st Floor, Flat/Office 18, 1061, Nicosia.

At the time of approval of these separate financial statements, the Company's parent has not published consolidated financial statements in accordance with IFRSs as adopted by the EU for the Company and its subsidiary (the "Group") as required by IFRS 10 "Consolidated Financial Statements" and the Cyprus Companies Law, Cap.113.

The Board of Directors applied an interpretation issued by the European Commission which states that if a company chooses or is required to prepare its annual financial statements in accordance with IFRSs as adopted by the EU, it can prepare and file them independently from the preparation and filing of its consolidated financial statements (in this case, the consolidated financial statements of the parent, J&T Private Equity Group Limited).

In particular, the Board of Directors concluded that this interpretation is also applicable in the case where the consolidated financial statements will be prepared and approved by the Board of Directors at a subsequent date which is expected to be within its legal/regulatory timeframe obligations. Accordingly, the Board of Directors has prepared these separate financial statements in accordance with IFRSs as adopted by the EU in advance of the preparation and filing of the consolidated financial statements of the parent, J&T Private Equity Group Limited.

### 3. Functional and presentation currency

The financial statements are presented in Euro (€) which is the functional currency of the Company.

# J&T SECURITIES MANAGEMENT PLC

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## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2021

### 4. Adoption of new or revised standards and interpretations

During the current year the Company adopted all the new and revised International Financial Reporting Standards (IFRS) that are relevant to its operations and are effective for accounting periods beginning on 1 January 2021. This adoption did not have a material effect on the accounting policies of the Company.

### 5. Significant 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 years presented in these financial statements unless otherwise stated.

#### Consolidated financial statements

The Group consolidated financial statements comprise the financial statements of the ultimate parent company J&T Private Equity Group Limited, a company incorporated in Cyprus, and the financial statements of the following subsidiaries: J&T BFL Anstalt (100%, Liechtenstein), J&T Private Equity B.V. (100%, The Netherlands), J&T Private Investments II B.V. (100%, The Netherlands) and JTPEG Advisory, a.s. (100%, Slovakia). The Consolidation also includes the results of the subsidiary of J&T Private Equity B.V., J&T Private Investments B.V. (100%, The Netherlands), and the results of the investments of J&T Investment Pool - I - CZK, a.s. (100%, Czech Republic - Options) and J&T Investment Pool - I - SKK, a.s. (100%, Slovakia - Options) and their investment J&T Capital Management Anstalt (50% each, Liechtenstein - Options).

The remaining subsidiaries meet the criteria to qualify as investees and are recognised at fair value through profit or loss: Kotrab Enterprises Limited (100%, Cyprus), Agunaki Enterprises Limited (100%, Cyprus), J&T Securities Management Plc (99,921%, Cyprus) and Dalinton Limited (100%, Cyprus). During 2017, additional investments were acquired or incorporated; Stocklac Limited (100%, Cyprus), JTPEG Croatia Investments, a.s. (100%, Czech Republic), Boronio CZ a.s. (100%, Czech Republic). During 2019, JTPEG CZ Investment 1, a.s. (100%, Czech Republic) was incorporated.

During 2020 and 2021, new investments recognised in the consolidation at fair value through profit or loss were acquired. These are JTPEG CZ Investment 2, a.s. (100%), J&T Thein SICAV a.s. (35%) and J&T Market Opportunities SICAV a.s. (fully disposed on 30 November 2021, 0%), all purchased in 2020.

In 2021, the following investments were acquired or incorporated: J&T Art Fond a.s. (100%), J&T Capital Investments, a.s. (100% economic benefits, no voting rights), PT Equity Investments SICAV, a.s. (90%), JTPEG Advisory CZ, a.s. (100%) and Farma Kredit, s.r.o. (100%).

Finally, the Consolidation also includes the value of the associates Nordic Telecom Holding a.s. (15%, Czech Republic) and ABS Jets, a.s. (50%, Czech Republic) at fair value through profit or loss.

These consolidated financial statements can be obtained at Klimentos, 41-43, Klimentos Tower, 1st Floor, Flat/Office 18, 1061, Nicosia.

The financial statements of all the Group companies are prepared using uniform accounting policies. All inter-company transactions and balances between Group companies have been eliminated during consolidation.

The consolidated financial statements for the year ended 31 December 2021 have not been prepared yet.

# J&T SECURITIES MANAGEMENT PLC

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## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2021

### 5. Significant accounting policies (continued)

#### Revenue

##### Recognition and measurement

Revenue represents the amount of consideration to which the Company expects to be entitled in exchange for transferring the promised goods or services to the customer, excluding amounts collected on behalf of third parties (for example, value-added taxes); the transaction price. The Company includes in the transaction price an amount of variable consideration as a result of rebates/discounts only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur when the uncertainty associated with the variable consideration is subsequently resolved. Estimations for rebates and discounts are based on the Company's experience with similar contracts and forecasted sales to the customer.

The Company recognises revenue when the parties have approved the contract (in writing, orally or in accordance with other customary business practices ) and are committed to perform their respective obligations, the Company can identify each party's rights and the payment terms for the goods or services to be transferred, the contract has commercial substance (i.e. the risk, timing or amount of the Company's future cash flows is expected to change as a result of the contract), it is probable that the Company will collect the consideration to which it will be entitled in exchange for the goods or services that will be transferred to the customer and when specific criteria have been met for each of the Company's contracts with customers.

The Company bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement. In evaluating whether collectability of an amount of consideration is probable, the Company considers only the customer's ability and intention to pay that amount of consideration when it is due.

Estimates of revenues, costs or extent of progress toward completion are revised if circumstances change. Any resulting increases or decreases in estimates are reflected in the statement of profit or loss and other comprehensive income in the period in which the circumstances that give rise to the revision become known by Management.

##### Identification of performance obligations

The Company assesses whether contracts that involve the provision of a range of goods and/or services contain one or more performance obligations (that is, distinct promises to provide a service) and allocates the transaction price to each performance obligation identified on the basis of its stand-alone selling price. A good or service that is promised to a customer is distinct if the customer can benefit from the good or service, either on its own or together with other resources that are readily available to the customer (that is the good or service is capable of being distinct) and the Company's promise to transfer the good or service to the customer is separately identifiable from other promises in the contract (that is, the good or service is distinct within the context of the contract).

- **Interest income**

Interest income is recognised on a time-proportion basis using the effective interest method.

- **Dividend income**

Dividends are received from financial assets measured at fair value through profit or loss (FVTPL) and at fair value through other comprehensive income (FVOCI). Dividends are recognised as other income in profit or loss when the right to receive payment is established. This applies even if they are paid out of pre-acquisition profits, unless the dividend clearly represents a recovery of part of the cost of an investment. In this case, the dividend is recognised in OCI if it relates to an investment measured at FVOCI.

# J&T SECURITIES MANAGEMENT PLC

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## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2021

### 5. Significant accounting policies (continued)

#### Revenue recognition (continued)

- **Financing component**

The Company does not have any material contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, the Company elects to use the practical expedient and does not adjust any of the transaction prices for the time value of money.

#### Employee benefits

The Company and its employees contribute to the Government Social Insurance Fund based on employees' salaries. The Company's contributions are expensed as incurred and are included in staff costs. The Company has no legal or constructive obligations to pay further contributions if the scheme does not hold sufficient assets to pay all employees benefits relating to employee service in the current and prior periods.

#### Finance income

Interest income is recognised on a time-proportion basis using the effective method.

#### Finance costs

Interest expense and other borrowing costs are charged to profit or loss as incurred.

#### Foreign currency translation

**(1) 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 functional currency'). The financial statements are presented in Euro (€), which is the Company's functional and presentation currency.

**(2) 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. Translation differences on non-monetary items such as equities held at fair value through profit or loss are reported as part of the fair value gain or loss.

#### Tax

Current tax liabilities and assets are measured at the amount expected to be paid to or recovered from the taxation authorities, using the tax rates and laws that have been enacted, or substantively enacted, by the reporting date.

#### Dividends

Dividend distribution to the Company's shareholders is recognised in the Company's financial statements in the year in which they are approved by the Company's shareholders.

#### Financial assets

##### Financial assets - Classification

The Company classifies its financial assets in the following measurement categories:

# J&T SECURITIES MANAGEMENT PLC

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## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2021

### 5. Significant accounting policies (continued)

#### Financial assets (continued)

##### Financial assets - Classification (continued)

- those to be measured subsequently at fair value (either through OCI or through profit or loss), and
- those to be measured at amortised cost.

The classification and subsequent measurement of debt financial assets depends on: (i) the Company's business model for managing the related assets portfolio and (ii) the cash flow characteristics of the asset. On initial recognition, the Company may irrevocably designate a debt financial asset that otherwise meets the requirements to be measured at amortized cost or at FVOCI or at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

For investments in equity instruments that are not held for trading, the classification will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (FVOCI). This election is made on an investment-by-investment basis.

All other financial assets are classified as measured at FVTPL.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or OCI. For investments in equity instruments that are not held for trading, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (FVOCI).

##### Financial assets - Recognition and derecognition

All purchases and sales of financial assets that require delivery within the time frame established by regulation or market convention ("regular way" purchases and sales) are recorded at trade date, which is the date when the Company commits to deliver a financial instrument. All other purchases and sales are recognised when the entity becomes a party to the contractual provisions of the instrument.

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Company has transferred substantially all the risks and rewards of ownership.

##### Financial assets - Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (FVTPL), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in profit or loss. Fair value at initial recognition is best evidenced by the transaction price. A gain or loss on initial recognition is only recorded if there is a difference between fair value and transaction price which can be evidenced by other observable current market transactions in the same instrument or by a valuation technique whose inputs include only data from observable markets.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

# J&T SECURITIES MANAGEMENT PLC

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## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2021

### 5. Significant accounting policies (continued)

#### Financial assets (continued)

#### Financial assets - Measurement (continued)

##### Debt instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

**Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in 'other income'. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses) together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the statement of profit or loss and other comprehensive income. Financial assets measured at amortised cost (AC) comprise: cash and cash equivalents, bank deposits with original maturity over 3 months, trade receivables and financial assets at amortised cost.

**FVOCI:** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/(losses). Interest income from these financial assets is included in "other income". Foreign exchange gains and losses are presented in "other gains/(losses)" and impairment expenses are presented as separate line item in the statement of profit or loss and other comprehensive income.

**FVTPL:** Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVTPL. A gain or loss on a debt investment that is subsequently measured at FVTPL is recognised in profit or loss and presented net within "other gains/(losses)" in the period in which it arises.

##### Equity instruments

The Company subsequently measures all equity investments at fair value. Where the Company's Management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment, any related balance within the FVOCI reserve is reclassified to retained earnings. The Company's policy is to designate equity investments as FVOCI when those investments are held for strategic purposes other than solely to generate investment returns. Dividends from such investments continue to be recognised in profit or loss as other income when the Company's right to receive payments is established.

Changes in the fair value of financial assets at FVTPL are recognised in "other gains/(losses)" in the statement of profit or loss and other comprehensive income as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at FVTPL are not reported separately from other changes in fair value.

#### **Financial assets - impairment - credit loss allowance for ECL**

The Company assesses on a forward-looking basis the ECL for debt instruments (including loans) measured at amortised cost and FVOCI and exposure arising from loan commitments and financial guarantee contracts. The Company measures ECL and recognises credit loss allowance at each reporting date. The measurement of ECL reflects: (i) an unbiased and probability weighted amount that is determined by evaluating a range of possible outcomes, (ii) time value of money and (iii) all reasonable and supportable information that is available without undue cost and effort at the end of each reporting period about past events, current conditions and forecasts of future conditions.

# J&T SECURITIES MANAGEMENT PLC

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## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2021

### 5. Significant accounting policies (continued)

#### Financial assets (continued)

##### Financial assets - impairment - credit loss allowance for ECL (continued)

The carrying amount of the financial assets is reduced through the use of an allowance account, and the amount of the loss is recognised in the statement of profit or loss and other comprehensive income within "net impairment losses on financial and contract assets. Subsequent recoveries of amounts for which loss allowance was previously recognised are credited against the same line item.

Debt instruments carried at amortised cost are presented in the statement of financial position net of the allowance for ECL. For loan commitments and financial guarantee contracts, a separate provision for ECL is recognised as a liability in the statement of financial position.

For debt instruments at FVOCI, an allowance for ECL is recognised in profit or loss and it affects fair value gains or losses recognised in OCI rather than the carrying amount of those instruments.

The impairment methodology applied by the Company for calculating expected credit losses depends on the type of financial asset assessed for impairment. Specifically:

For trade receivables and contract assets, including trade receivables and contract assets with a significant financing component, and lease receivables the Company applies the simplified approach permitted by IFRS 9, which requires lifetime expected credit losses to be recognised from initial recognition of the financial assets.

For all other financial instruments that are subject to impairment under IFRS 9, the Company applies general approach - three stage model for impairment. The Company applies a three stage model for impairment, based on changes in credit quality since initial recognition. A financial instrument that is not credit-impaired on initial recognition is classified in Stage 1.

Financial assets in Stage 1 have their ECL measured at an amount equal to the portion of lifetime ECL that results from default events possible within the next 12 months or until contractual maturity, if shorter ("12 Months ECL"). If the Company identifies a significant increase in credit risk ("SICR") since initial recognition, the asset is transferred to Stage 2 and its ECL is measured based on ECL on a lifetime basis, that is, up until contractual maturity but considering expected prepayments, if any ("Lifetime ECL"). Refer to note 7, Credit risk section, for a description of how the Company determines when a SICR has occurred. If the Company determines that a financial asset is credit-impaired, the asset is transferred to Stage 3 and its ECL is measured as a Lifetime ECL. The Company's definition of credit impaired assets and definition of default is explained in note 7, Credit risk section.

Additionally the Company has decided to use the low credit risk assessment exemption for investment grade financial assets. Refer to note 7, Credit risk section for a description of how the Company determines low credit risk financial assets.

#### Financial assets -Reclassification

Financial instruments are reclassified only when the business model for managing those assets changes. The reclassification has a prospective effect and takes place from the start of the first reporting period following the change.

#### Financial assets - write-off

Financial assets are written-off, in whole or in part, when the Company exhausted all practical recovery efforts and has concluded that there is no reasonable expectation of recovery. The write-off represents a derecognition event. The Company may write-off financial assets that are still subject to enforcement activity when the Company seeks to recover amounts that are contractually due, however, there is no reasonable expectation of recovery.



# J&T SECURITIES MANAGEMENT PLC

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## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2021

### 5. Significant accounting policies (continued)

#### Financial assets (continued)

##### Financial assets - modification

The Company sometimes renegotiates or otherwise modifies the contractual terms of the financial assets. The Company assesses whether the modification of contractual cash flows is substantial considering, among other, the following factors: any new contractual terms that substantially affect the risk profile of the asset (e.g. profit share or equity-based return), significant change in interest rate, change in the currency denomination, new collateral or credit enhancement that significantly affects the credit risk associated with the asset or a significant extension of a loan when the borrower is not in financial difficulties.

If the modified terms are substantially different, the rights to cash flows from the original asset expire and the Company derecognises the original financial asset and recognises a new asset at its fair value. The date of renegotiation is considered to be the date of initial recognition for subsequent impairment calculation purposes, including determining whether a SICR has occurred. The Company also assesses whether the new loan or debt instrument meets the SPPI criterion. Any difference between the carrying amount of the original asset derecognised and fair value of the new substantially modified asset is recognised in profit or loss, unless the substance of the difference is attributed to a capital transaction with owners.

In a situation where the renegotiation was driven by financial difficulties of the counterparty and inability to make the originally agreed payments, the Company compares the original and revised expected cash flows to assets whether the risks and rewards of the asset are substantially different as a result of the contractual modification. If the risks and rewards do not change, the modified asset is not substantially different from the original asset and the modification does not result in derecognition. The Company recalculates the gross carrying amount by discounting the modified contractual cash flows by the original effective interest rate, and recognises a modification gain or loss in profit or loss.

##### Cash and cash equivalents

For the purpose of the cash flow statement, cash and cash equivalents comprise deposits held at call with banks and bank overdrafts. In the statement of financial position, bank overdrafts are included in borrowings in current liabilities. Cash and cash equivalents are carried at amortised cost because: (i) they are held for collection of contractual cash flows and those cash flows represent SPPI, and (ii) they are not designated at FVTPL.

For the purpose of ECL measurement due from other banks, balances are included in Stage 1. The ECL for these balances represents an insignificant amount, therefore the Company did not recognise any credit loss allowance for due from other banks.

##### Classification as financial assets at amortised cost

These amounts generally arise from transactions outside the usual operating activities of the Company. They are held with the objective to collect their contractual cash flows and their cash flows represent solely payments of principal and interest. Accordingly, these are measured at amortised cost using the effective interest method, less provision for impairment. Financial assets at amortised cost are classified as current assets if they are due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current assets.

##### Classification as trade receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. If collection is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets. Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less loss allowance.

# J&T SECURITIES MANAGEMENT PLC

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## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2021

### 5. Significant accounting policies (continued)

#### Financial assets (continued)

##### Classification as trade receivables (continued)

Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, in which case they are recognised at fair value. The Company holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method.

Trade receivables are also subject to the impairment requirements of IFRS 9. The Company applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables. See note 7, Credit risk section.

Trade receivables are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Company, and a failure to make contractual payments for a period of greater than 180 days past due.

##### Financial liabilities - measurement categories

Financial liabilities are initially recognised at fair value and classified as subsequently measured at amortised cost, except for (i) financial liabilities at FVTPL: this classification is applied to derivatives, financial liabilities held for trading (e.g. short positions in securities), contingent consideration recognised by an acquirer in a business combination and other financial liabilities designated as such at initial recognition and (ii) financial guarantee contracts and loan commitments.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

##### Borrowings

Borrowings are recorded initially at the proceeds received, net of transaction costs incurred. Borrowings are subsequently stated 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.

##### Trade payables

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

##### Financial liabilities - Modifications

An exchange between the Company and its original lenders of debt instruments with substantially different terms, as well as substantial modifications of the terms and conditions of existing financial liabilities, are accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received and discounted using the original effective interest rate, is at least 10% different from the discounted present value of the remaining cash flows of the original financial liability. (In addition, other qualitative factors, such as the currency that the instrument is denominated in, changes in the type of interest rate, new conversion features attached to the instrument and change in loan covenants are also considered.)

If an exchange of debt instruments or modification of terms is accounted for as an extinguishment, any costs or fees incurred are recognised as part of the gain or loss on the extinguishment. If the exchange or modification is not accounted for as an extinguishment, any costs or fees incurred adjust the carrying amount of the liability and are amortised over the remaining term of the modified liability.

# J&T SECURITIES MANAGEMENT PLC

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## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2021

### 5. Significant accounting policies (continued)

#### Financial assets (continued)

#### Financial liabilities - Modifications (continued)

Modifications of liabilities that do not result in extinguishment are accounted for as a change in estimate using a cumulative catch up method, with any gain or loss recognised in profit or loss, unless the economic substance of the difference in carrying values is attributed to a capital transaction with owners and is recognised directly to equity.

Borrowing costs are interest and other costs that the Company incurs in connection with the borrowing of funds, including interest on borrowings, amortisation of discounts or premium relating to borrowings, amortisation of ancillary costs incurred in connection with the arrangement of borrowings, finance lease charges and exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs.

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset, being an asset that necessarily takes a substantial period of time to get ready for its intended use or sale, are capitalised as part of the cost of that asset, when it is probable that they will result in future economic benefits to the Company and the costs can be measured reliably.

#### 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 recorded 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.

#### Derivative financial instruments

Derivatives are initially recognised at fair value and any directly attributable transaction costs are recognised in profit or loss as incurred. Subsequent to initial recognition, derivatives are measured at fair value and any changes therein are generally recognised in profit or loss. Fair value is calculated using the current values, discounted cash flow analysis or option valuation methods. Derivatives are recorded as assets when their fair value is positive and as liabilities when their fair value is negative.

#### Offsetting financial instruments

Financial assets and financial liabilities are offset and the net amount reported in the statement of financial position if, and only if, there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the asset and settle the liability simultaneously. This is not generally the case with master netting agreements, and the related assets and liabilities are presented gross in the statement of financial position.

#### Share capital

Ordinary shares are classified as equity. The difference between the fair value of the consideration received by the Company and the nominal value of the share capital being issued is taken to the share premium account.

# J&T SECURITIES MANAGEMENT PLC

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## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2021

### 5. Significant accounting policies (continued)

#### Provisions

Provisions are recognised when the Company 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 a reliable estimate of the amount can be made. Where the Company expects a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain.

#### Non-current liabilities

Non-current liabilities represent amounts that are due more than twelve months from the reporting date.

#### Comparatives

Where necessary, comparative figures have been adjusted to conform to changes in presentation in the current year.

### 6. New accounting pronouncements

Certain new standards and interpretations have been issued that are mandatory for the annual periods beginning on or after 1 January 2021 or later, and which the Company has not early adopted:

- Sale or Contribution of Assets between an Investor and its Associate or Joint Venture - Amendments to IFRS 10 and IAS 28 (issued on 11 September 2014 and effective for annual periods beginning on or after a date to be determined by the IASB)
- IFRS 17 "Insurance Contracts" (issued on 18 May 2017 and effective for annual periods beginning on or after 1 January 2021)
- Classification of Liabilities as Current or Non-Current - Amendments to IAS 1 (issued on 23 January 2020 and effective for annual reporting periods beginning on or after 1 January 2022)
- Classification of liabilities as current or non-current, deferral of effective date – Amendments to IAS 1 (issued on 15 July 2020, effective for annual periods beginning on or after 1 January 2023)
- Proceeds before intended use, Onerous contracts - cost of fulfilling a contract, Reference to the Conceptual Framework - narrow scope amendments to IAS 16, IAS 37 and IFRS 3, and Annual Improvements to IFRSs 2018-2020 - amendments to IFRS 1, IFRS 9, IFRS 16 and IAS 41 (issued on 14 May 2020 and effective for annual periods beginning on or after 1 January 2022)
- Amendments to IFRS 17 and an amendment to IFRS 4 (issued on 25 June 2020 and effective for annual periods beginning on or after 1 January 2023)
- Interest rate benchmark (IBOR) reform - phase 2 amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16 (issued on 27 August 2020 and effective for annual periods beginning on or after 1 January 2021).

The Company is assessing of the impact of these new standards and interpretations and they are not expected to have any material impact on the Company when adopted. There are no other new or revised standards or interpretations that are not yet effective that would be expected to have a material impact on these separate financial statements.

# J&T SECURITIES MANAGEMENT PLC

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## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2021

### 7. Financial risk management

#### Financial risk factors

The Company is exposed to market price risk, interest rate risk, credit risk, liquidity risk, currency risk and capital risk management arising from the financial instruments it holds. The risk management policies employed by the Company to manage these risks are discussed below:

#### 7.1 Market price risk

Market price risk is the risk that the value of financial instruments will fluctuate as a result of changes in market prices. The Company's financial assets at fair value through other comprehensive income and financial assets at fair value through profit or loss are susceptible to market price risk arising from uncertainties about future prices of the investments. The Company's market price risk is managed through diversification of the investment portfolio.

#### 7.2 Interest rate risk

Interest rate risk is the risk that the value of financial instruments will fluctuate due to changes in market interest rates. The Company's income and operating cash flows are substantially independent of changes in market interest rates as the Company has no significant interest-bearing assets. The Company is exposed to interest rate risk in relation to its non-current borrowings. Borrowings issued at variable rates expose the Company to cash flow interest rate risk. Borrowings issued at fixed rates expose the Company to fair value interest rate risk. The Company's Management monitors the interest rate fluctuations on a continuous basis and acts accordingly.

#### 7.3 Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to meet an obligation. Credit risk arises from cash and cash equivalents, contractual cash flows of debt investments carried at amortised cost, at fair value through other comprehensive income (FVOCI) and at fair value through profit or loss (FVTPL), favourable derivative financial instruments and deposits with banks and financial institutions, as well as credit exposures to wholesale and retail customers, including outstanding receivables and contract assets as well as lease receivables. Further, credit risk arises from financial guarantees and credit related commitments.

##### *(i) Risk management*

Credit risk is managed on an individual basis. For banks and financial institutions, the Company has established policies whereby the majority of bank balances are held with independently rated parties with a minimum rating of ['C'].

If wholesale customers are independently rated, these ratings are used. Otherwise, if there is no independent rating, Management assesses the credit quality of the customer, taking into account its financial position, past experience and other factors. Individual credit limits and credit terms are set based on the credit quality of the customer in accordance with limits set by the Board of Directors. The utilisation of credit limits is regularly monitored. Sales to retail customers are settled in cash or using major credit cards.

There are no significant concentrations of credit risk, whether through exposure to individual customers, specific industry sectors and/or regions.

The Company's investments in debt instruments are considered to be low risk investments. The credit ratings of the investments are monitored for credit deterioration.

These policies enable the Company to reduce its credit risk significantly.

##### *(ii) Impairment of financial assets*

The Company has the following types of financial assets that are subject to the expected credit loss model:

- trade receivables
- financial assets at amortised cost
- financial assets carried at FVOCI
- cash and cash equivalents
- credit commitments

# J&T SECURITIES MANAGEMENT PLC

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## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2021

### 7. Financial risk management (continued)

#### 7.3 Credit risk (continued)

##### *(ii) Impairment of financial assets (continued)*

The impairment methodology applied by the Company for calculating expected credit losses depends on the type of financial asset assessed for impairment. Specifically:

- For trade receivables the Company applies the simplified approach permitted by IFRS 9, which requires lifetime expected losses to be recognised from initial recognition of the financial assets.
- For all other financial assets that are subject to impairment under IFRS 9, the Company applies general approach - three stage model for impairment. The Company applies a three-stage model for impairment, based on changes in credit quality since initial recognition. A financial asset that is not credit-impaired on initial recognition is classified in Stage 1. Financial assets in Stage 1 have their ECL measured at an amount equal to the portion of lifetime ECL that results from default events possible within the next 12 months or until contractual maturity, if shorter ("12 Months ECL"). If the Company identifies a significant increase in credit risk ("SICR") since initial recognition, the asset is transferred to Stage 2 and its ECL is measured based on ECL on a lifetime basis, that is, up until contractual maturity but considering expected prepayments, if any ("Lifetime ECL"). If the Company determines that a financial asset is credit-impaired, the asset is transferred to Stage 3 and its ECL is measured as a Lifetime ECL.

Impairment losses are presented as net impairment losses on financial and contract assets within operating profit. Subsequent recoveries of amounts previously written off are credited against the same line item.

##### *Significant increase in credit risk*

The Company considers the probability of default upon initial recognition of the asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of a default occurring on the financial asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information. Especially the following indicators are incorporated:

- internal credit rating
- external credit rating (as far as available)
- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the borrower's/counterparty's ability to meet its obligations
- actual or expected significant changes in the operating results of the borrower/counterparty
- significant increases in credit risk on other financial instruments of the same borrower/counterparty
- significant changes in the value of the collateral supporting the obligation or in the quality of third-party guarantees or credit enhancements
- significant changes in the expected performance and behaviour of the borrower/counterparty, including changes in the payment status of counterparty in the Company and changes in the operating results of the borrower/counterparty.

Macroeconomic information (such as market interest rates or growth rates) is incorporated as part of the internal rating model. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. The Company has identified the GDP and the unemployment rate of the countries in which it sells its goods and services to be the most relevant factors, and accordingly adjusts the historical loss rates based on expected changes in these factors. No significant changes to estimation techniques or assumptions were made during the reporting period.

Regardless of the analysis above, a significant increase in credit risk is presumed if a debtor is more than 30 days past due in making a contractual payment.

# J&T SECURITIES MANAGEMENT PLC

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2021

### 7. Financial risk management (continued)

#### 7.3 Credit risk (continued)

*(ii) Impairment of financial assets (continued)*

##### *Low credit risk*

The Company has decided to use the low credit risk assessment exemption for investment grade financial assets. Management consider 'low credit risk' for listed bonds to be an investment grade credit rating with at least one major rating agency. Other instruments are considered to be low credit risk when they have a low risk of default and the issuer has a strong capacity to meet its contractual cash flow obligations in the near term.

##### *Default*

A default on a financial asset is when the counterparty fails to make contractual payments within 90 days of when they fall due.

##### *Write-off*

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Company. The Company categorises a debt financial asset for write off when a debtor fails to make contractual payments greater than 180 days past due. Where debt financial assets have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit or loss.

The Company's exposure to credit risk for each class of (asset/instrument) subject to the expected credit loss model is set out below:

#### Trade receivables and contract assets

The Company assesses, on an individual basis, its exposure to credit risk arising from trade receivables and contract assets. This assessment is based on the credit history of the customers with the Company as well as the period the trade receivable or contract asset is more than 180 days past due. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. The Company has identified the GDP and the unemployment rate of the countries in which it sells its goods and services to be the most relevant factors, and accordingly adjusts the historical loss rates based on expected changes in these factors.

The average credit period on sales of goods is 60 days. No interest is charged on outstanding trade receivables.

The Company always measures the loss allowance for trade receivables at an amount equal to lifetime ECL.

The loss allowances for trade receivables and contract assets as at 31 December 2021 reconcile to the opening loss allowances as follows:

	<b>Contract assets</b>		<b>Trade receivables</b>	
	<b>2021</b>	<b>2020</b>	<b>2021</b>	<b>2020</b>
	<b>€</b>	<b>€</b>	<b>€</b>	<b>€</b>
Increase in loss allowance recognised in profit or loss during the year	-	-	<b>4.885</b>	-
<b>Balance at 31 December</b>	<b>-</b>	<b>-</b>	<b>4.885</b>	<b>-</b>

There were no significant trade receivable and contract asset balances written off during the year that are subject to enforcement activity.

# J&T SECURITIES MANAGEMENT PLC

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2021

### 7. Financial risk management (continued)

#### 7.3 Credit risk (continued)

(ii) Impairment of financial assets (continued)

#### Financial assets at amortised cost, debt investments carried at FVOCI

All of the entity's debt investments at amortised cost and FVOCI are considered to have low credit risk, and the loss allowance recognised during the year was therefore limited to 12 months expected losses. Refer to section above for a description of how the Company determines low credit risk financial assets.

There were no significant financial assets at amortised costs and debt investments carried at FVOCI written off during the year that are subject to enforcement activity.

The Company does not hold any collateral as security for any financial assets at amortised cost and debt investments carried at FVOCI balances.

A summary of the assumptions underpinning the Company's expected credit loss model is as follows:

Category	Company definition of category	Basis for recognition of expected credit loss provision	Basis for calculation of interest revenue
Performing	Counterparties have a low risk of default and a strong capacity to meet contractual cash flows	Stage 1: 12 month expected losses. Where the expected lifetime of an asset is less than 12 months, expected losses are measured at its expected lifetime.	Gross carrying amount
Underperforming	Counterparties for which there is a significant increase in credit risk; as significant increase in credit risk is presumed if interest and/or principal repayments are 30 days past due (see above in more detail)	Stage 2: Lifetime expected losses	Gross carrying amount
Non-performing	Interest and/or principal repayments are 90 days past due	Stage 3: Lifetime expected losses	Amortised cost carrying amount (net of credit allowance)
Write-off	Interest and/or principal repayments are 180 days past due and there is no reasonable expectation of recovery.	Asset is written off	None

#### Loans to related parties

The gross carrying amounts below represent the Company's maximum exposure to credit risk on these assets as at 31 December 2021 and 31 December 2020:

Company internal credit rating	2021	2020
	€	€
Performing	<u>20.480.948</u>	60.398.278
<b>Total</b>	<u><b>20.480.948</b></u>	<u>60.398.278</u>

The Company does not hold any collateral as security for any loans to related parties.



# J&T SECURITIES MANAGEMENT PLC

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2021

### 7. Financial risk management (continued)

#### 7.3 Credit risk (continued)

*(ii) Impairment of financial assets (continued)*

#### Loans to related parties (continued)

There were no significant loans to related parties written off during the year that are subject to enforcement activity.

#### Receivables from related parties

For receivables from related parties lifetime ECL was provided for them upon initial application of IFRS 9 until these financial assets are derecognised as it was determined on initial application of IFRS 9 that it would require undue cost and effort to determine whether their credit risk has increased significantly since initial recognition to the date of initial application of IFRS 9.

For any new loans to related parties, which are not purchased or originated credit-impaired financial assets, the impairment loss is recognised as 12-month ECL on initial recognition of such instruments and subsequently the Company assesses whether there was a significant increase in credit risk.

The gross carrying amounts below represent the Company's maximum exposure to credit risk on these assets as at 31 December 2021 and 31 December 2020:

Company internal credit rating	2021	2020
	€	€
Performing	-	24,649,112
<b>Total</b>	<b>-</b>	<b>24,649,112</b>

The Company does not hold any collateral as security for any receivables from related parties.

There were no significant receivables from related parties written off during the year that are subject to enforcement activity.

#### Cash and cash equivalents

The Company assesses, on an individual basis, its exposure to credit risk arising from cash at bank. This assessment takes into account, ratings from external credit rating institutions and internal ratings, if external are not available.

Bank deposits held with banks with investment grade rating are considered as low credit risk.

The gross carrying amounts below represent the Company's maximum exposure to credit risk on these assets as at 31 December 2021 and 31 December 2020:

Company internal credit rating	External credit rating	2021	2020
		€	€
Performing	B2	48,884	11,450,363
<b>Total</b>		<b>48,884</b>	<b>11,450,363</b>

The ECL on current accounts is considered to be approximate to 0, unless the bank is subject to capital controls. The ECL on deposits accounts is calculated by considering published PDs for the rating as per Moody's and an LGD of 40-60% as published by ECB.

The Company does not hold any collateral as security for any cash at bank balances.

There were no significant cash at bank balances written off during the year that are subject to enforcement activity.

# J&T SECURITIES MANAGEMENT PLC

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2021

### 7. Financial risk management (continued)

#### 7.3 Credit risk (continued)

*(ii) Impairment of financial assets (continued)*

##### Bonds at amortised cost

The Company assesses, on an individual basis, its exposure to credit risk arising from bonds at amortised cost. This assessment takes into account, ratings from external credit rating institutions and internal ratings, if external are not available.

The gross carrying amounts below represent the Company's maximum exposure to credit risk on these assets as at 31 December 2021 and 31 December 2020:

Company internal credit rating	External credit rating	2021 €	2020 €
Performing	AAA - A	<b>17.823.763</b>	21.885.474
<b>Total</b>		<b>17.823.763</b>	<b>21.885.474</b>

The Company does not hold any collateral as security for any debt instruments.

There were no debt instruments written off during the year that are subject to enforcement activity.

*(iii) Net impairment losses on financial and contract assets recognised in profit or loss*

During the year, the following gains/(losses) were recognised in profit or loss in relation to impaired financial assets and contract assets:

Impairment losses	2021 €	2020 €
Impairment charge - debt investments at fair value through other comprehensive income	<b>(258.938)</b>	-
Impairment charge - loans to related parties	<b>(494.140)</b>	(1.177.149)
Impairment charge - trade receivables	<b>(4.885)</b>	(350.888)
Reversal of impairment - debt investments at fair value through other comprehensive income	<b>115.636</b>	609.911
Reversal of impairment - loans to related parties	<b>1.032.113</b>	22
Reversal of impairment - other receivables	<b>350.888</b>	-
<b>Net impairment profit/(loss) on financial and contract assets</b>	<b>740.674</b>	<b>(918.104)</b>

*(iv) Credit related commitments*

The primary purpose of these instruments is to ensure that funds are available to a borrower as required. Guarantees which represent irrevocable assurances that the Company will make payments in the event that a counterparty cannot meet its obligations to third parties, carry the same credit risk as loans receivable. Commitments to extend credit represent unused portions of authorisations to extend credit in the form of loans or guarantees. With respect to credit risk on commitments to extend credit, the Company is potentially exposed to loss in an amount equal to the total unused commitments, if the unused amounts were to be drawn down. The Company monitors the term to maturity of credit related commitments, because longer-term commitments generally have a greater degree of credit risk than shorter-term commitments.

# J&T SECURITIES MANAGEMENT PLC

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2021

### 7. Financial risk management (continued)

#### 7.4 Liquidity risk

Liquidity risk is the risk that arises when the maturity of assets and liabilities does not match. An unmatched position potentially enhances profitability, but can also increase the risk of losses. The Company has procedures with the object of minimising such losses such as maintaining sufficient cash and other highly liquid current assets and by having available an adequate amount of committed credit facilities.

The following tables detail the Company's remaining contractual maturity for its financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The table includes both interest and principal cash flows.

<b>31 December 2021</b>	Contractual cash	3 months or				
Carrying amounts	flows	less	3-12 months	1-2 years	2-5 years	
€	€	€	€	€	€	€
Bank loans	55.706.095	55.706.095	55.706.095	-	-	-
Debentures	137.704.930	137.704.930	(21.908.317)	1.508.550	59.003.131	99.101.566
Bank overdrafts	51.426	51.426	-	51.426	-	-
Trade and other payables	20.067.031	20.067.031	20.067.031	-	-	-
Loans from related parties	3.993.695	3.993.695	-	3.993.695	-	-
	<b>217.523.177</b>	<b>217.523.177</b>	<b>53.864.809</b>	<b>5.553.671</b>	<b>59.003.131</b>	<b>99.101.566</b>

<b>31 December 2020</b>	Contractual cash	3 months or				
Carrying amounts	flows	less	3-12 months	1-2 years	2-5 years	
€	€	€	€	€	€	€
Bank loans	47.627.251	47.627.251	47.627.251	-	-	-
Debentures	125.478.717	125.478.717	1.566.300	1.429.013	-	122.483.404
Bank overdrafts	14.969.616	14.969.616	-	14.969.616	-	-
Trade and other payables	3.175.600	3.175.600	3.175.600	-	-	-
	<b>191.251.184</b>	<b>191.251.184</b>	<b>52.369.151</b>	<b>16.398.629</b>	<b>-</b>	<b>122.483.404</b>

#### 7.5 Currency risk

Currency risk is the risk that the value of financial instruments will fluctuate due to changes in foreign exchange rates. Currency risk arises when future commercial transactions and recognised assets and liabilities are denominated in a currency that is not the Company's measurement currency. The Company is exposed to foreign exchange risk arising from various currency exposures primarily with respect to the United States Dollar, the British Pound and the Czech koruna. The Company's Management monitors the exchange rate fluctuations on a continuous basis and acts accordingly.

#### 7.6 Capital risk management

Capital includes equity shares and share premium, convertible preference shares and loan from parent company.

The Company manages its capital to ensure that it will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Company's overall strategy remains unchanged from last year.

#### Fair value estimation

The fair values of the Company's financial assets and liabilities approximate their carrying amounts at the reporting date.

# J&T SECURITIES MANAGEMENT PLC

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## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2021

### 8. Critical accounting estimates and judgments

The preparation of financial statements in conformity with IFRSs requires the use of certain critical accounting estimates and requires Management to exercise its judgment in the process of applying the Company's accounting policies. It also requires the use of assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on Management's best knowledge of current events and actions, actual results may ultimately differ from those estimates.

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

#### *Critical accounting estimates and assumptions*

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

- **Calculation of loss allowance**

When measuring expected credit losses the Company uses reasonable and supportable forward looking information, which is based on assumptions for the future movement of different economic drivers and how these drivers will affect each other.

Loss given default is an estimate of the loss arising on default. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, taking into account cash flows from collateral and integral credit enhancements.

Probability of default constitutes a key input in measuring ECL. Probability of default is an estimate of the likelihood of default over a given time horizon, the calculation of which includes historical data, assumptions and expectations of future conditions.

- **Income taxes**

Significant judgment is required in determining the provision for income taxes. There are transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

#### *Critical judgements in applying the Company's accounting policies*

- **Fair value of financial assets**

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. The Company uses its judgment to select a variety of methods and make assumptions that are mainly based on market conditions existing at each reporting date. The fair value of the financial assets at fair value through other comprehensive income has been estimated based on the fair value of these individual assets.

# J&T SECURITIES MANAGEMENT PLC

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2021

### 8. Critical accounting estimates and judgments (continued)

#### • Impairment of loans receivable

The Company periodically evaluates the recoverability of loans receivable whenever indicators of impairment are present. Indicators of impairment include such items as declines in revenues, earnings or cash flows or material adverse changes in the economic or political stability of a particular country in which the borrower operates, which may indicate that the carrying amount of the loan is not recoverable. If facts and circumstances indicate that loans receivable may be impaired, the estimated future discounted cash flows associated with these loans would be compared to their carrying amounts to determine if a write-down to fair value is necessary.

#### • Impairment of financial assets

The loss allowances for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period. Details of the key assumptions and inputs used are disclosed in note 7, Credit risk section.

### 9. Change in accounting policy

During the year ended 31 December 2021 the Company changed its accounting policy for its Investments in associates. The Directors confirm that the Company meets the definition of an investment entity according to IFRS 10, Consolidated Financial Statements. Therefore, the Company shall measure the investments in its associates (and any future subsidiary) at fair value through profit or loss in accordance with IFRS 9, Financial Instruments.

	As previously reported €	Effect €	As restated €
1 January 2020			
Investment in associates	768.979	(768.979)	-
Financial assets at fair value through profit or loss	-	768.979	768.979
Others	<u>169.975.391</u>	-	<u>169.975.391</u>
Total assets	<u>170.744.370</u>	-	<u>170.744.370</u>
Others	<u>101.420.406</u>	-	<u>101.420.406</u>
Total liabilities	<u>101.420.406</u>	-	<u>101.420.406</u>
Others	<u>69.323.965</u>	-	<u>69.323.965</u>
Total equity	<u>69.323.965</u>	-	<u>69.323.965</u>
31 December 2020			
Investment in associates	566.057	(566.057)	-
Financial assets at fair value through profit or loss	-	566.057	566.057
Others	<u>345.088.663</u>	-	<u>345.088.663</u>
Total assets	<u>414.978.685</u>	-	<u>414.978.685</u>
Others	<u>191.665.609</u>	-	<u>191.665.609</u>
Total liabilities	<u>191.665.609</u>	-	<u>191.665.609</u>
Others	<u>153.989.111</u>	-	<u>153.989.111</u>
Total equity	<u>153.989.111</u>	-	<u>153.989.111</u>

# J&T SECURITIES MANAGEMENT PLC

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2021

### 9. Change in accounting policy (continued)

Impact on the statement of profit or loss and other comprehensive income for the year ended 31 December 2020:

	As previously reported €	Effect €	As restated €
Revenue	19,453,804	-	19,453,804
<b>Gross profit</b>	<b>19,453,804</b>	-	<b>19,453,804</b>
Impairment charge - investments in associates	(252,422)	252,422	-
Fair value losses on fin. assets at fair value through profit or loss	-	(252,422)	(252,422)
Others	12,354,938	-	12,354,938
<b>Operating profit</b>	<b>31,556,320</b>	-	<b>31,556,320</b>
Others	(30,682,958)	-	(30,682,958)
<b>Profit before tax</b>	<b>873,362</b>	-	<b>873,362</b>
Tax	(544,924)	-	(544,924)
<b>Profit from continuing operations</b>	<b>328,438</b>	-	<b>328,438</b>
<b>Net profit for the year</b>	<b>328,438</b>	-	<b>328,438</b>
<b>Other comprehensive income</b>			
Others	609,790	-	609,790
<b>Total comprehensive income for the year</b>	<b>938,228</b>	-	<b>938,228</b>

### 10. Revenue

#### Disaggregation of revenue

	2021 €	2020 €
Dividend from overseas	5,242,405	2,845,442
Interest income	1,113,344	4,292,696
Loan interest income	4,780,505	2,655,849
Net gain on trading in financial instruments	14,247,005	3,533,444
Net fair value gains on financial assets at fair value through profit or loss	21,402,313	6,126,373
	<b>46,785,572</b>	<b>19,453,804</b>

### 11. Other operating income

	2021 €	2020 €
Profit from share derivatives	746,135	3,771,881
	<b>746,135</b>	<b>3,771,881</b>

### 12. Net profit from investing activities

	2021 €	2020 €
Profit from sale of financial assets at fair value through other comprehensive income	1,265	1,210,923
Exchange profit	17,030,314	21,596,799
Loss from sale of financial assets at fair value through other comprehensive income	(1,426,251)	(1,155,066)
Loss from sales of financial assets at fair value through profit or loss	(1,585,367)	(194,077)
Fair value losses on financial assets at fair value through profit or loss	(9,748,674)	(11,794,490)
	<b>4,271,287</b>	<b>9,664,089</b>

# J&T SECURITIES MANAGEMENT PLC

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2021

### 13. Other expenses

	2021	2020
	€	€
Loss from share derivatives	<b>321.762</b>	-
Broker commission and charges	<b>389.801</b>	163.849
	<b>711.563</b>	163.849

### 14. Operating profit

	2021	2020
	€	€
Operating profit is stated after charging the following items:		
Loss/(profit) from the sale of financial assets at fair value through other comprehensive income (Note 19)	<b>1.424.986</b>	(55.857)
Directors' fees	<b>952</b>	952
Staff costs including Directors in their executive capacity (Note 15)	<b>1.456</b>	-
Auditors' remuneration for the statutory audit of annual accounts	<b>34.000</b>	28.500
Auditors' remuneration - prior years	<b>5.415</b>	4.275

### 15. Staff costs

	2021	2020
	€	€
Salaries	<b>1.300</b>	-
Social security costs	<b>130</b>	-
Social cohesion fund	<b>26</b>	-
	<b>1.456</b>	-

Average number of employees (including Directors in their executive capacity):

Full time	-	-
Part time	<b>2</b>	-
	<b>2</b>	-

# J&T SECURITIES MANAGEMENT PLC

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2021

### 16. Finance costs

	2021	2020
	€	€
<b>Finance costs</b>		
<b>Interest expense</b>		
Loan interest	<b>839.369</b>	261.369
Bank overdraft interest	<b>808.119</b>	704.141
Loan interest on REPO agreements	<b>1.994.901</b>	700.340
Debenture interest	<b>6.825.172</b>	5.937.194
Interest on taxes	-	567
<b>Sundry finance expenses</b>		
Bank charges	<b>16.153</b>	15.100
<b>Net foreign exchange losses</b>		
Realised foreign exchange loss	<b>8.423.001</b>	13.855.617
Unrealised foreign exchange loss	<b>7.567.945</b>	9.208.630
	<b>26.474.660</b>	30.682.958

### 17. Tax

	2021	2020
	€	€
Corporation tax	<b>132.085</b>	407.950
Overseas tax	<b>182.519</b>	136.974
<b>Charge for the year</b>	<b>314.604</b>	544.924

The tax on the Company's profit before tax differs from theoretical amount that would arise using the applicable tax rates as follows:

	2021	2020
	€	€
Profit before tax	<b>24.974.908</b>	873.362
Tax calculated at the applicable tax rates	<b>3.121.864</b>	109.170
Tax effect of expenses not deductible for tax purposes	<b>4.527.040</b>	5.228.543
Tax effect of allowances and income not subject to tax	<b>(7.521.009)</b>	(4.961.849)
10% additional charge	<b>4.190</b>	32.086
Overseas tax in excess of credit claim used during the year	<b>182.519</b>	136.974
<b>Tax charge</b>	<b>314.604</b>	544.924

The corporation tax rate is 12,5%.

Under certain conditions interest income may be subject to defence contribution at the rate of 30%. In such cases this interest will be exempt from corporation tax. In certain cases, dividends received from abroad may be subject to defence contribution at the rate of 17%.

Gains on disposal of qualifying titles (including shares, bonds, debentures, rights thereon etc) are exempt from Cyprus income tax.



# J&T SECURITIES MANAGEMENT PLC

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2021

### 18. Investments in associates

	2021	2020
	€	€
Balance at 1 January	-	768.979
Additions	-	49.500
Impairment charge	-	(252.422)
Change in accounting policy - Transfer to FVTPL	-	(566.057)
<b>Balance at 31 December</b>	<b>-</b>	<b>-</b>

The details of the investments are as follows:

<u>Name</u>	<u>Country of incorporation</u>	<u>Principal activities</u>	<b>2021</b> <b>Holding</b> <b>%</b>	2020 Holding %	<b>2021</b> <b>€</b>	2020 €
Red Stone Now s.r.o.	Czech Republic	Provision and collection of funds	49,9	49,9	-	-
Red Stone Now SK a.s.	Slovak Republic	Provision of services	49,75	49,75	-	-

#### A. Red Stone Now s.r.o.

On 31 October 2018, the Company ("New Shareholder") signed a "Declaration on the Transfer of Deposit Obligations" with Red Stone Now, s.r.o.

Per the agreement, the sole shareholder of Red Stone Now, s.r.o., decided to increase the share capital by CZK 200.000, of which CZK 199.600 were undertaken by the Company and CZK 400 by the existing shareholder.

Based on this, the Company holds the 49,9% of the share capital in Red Stone Now, s.r.o.

According to the "Shareholder Contract" signed on 31 October 2018 the Company is the owner of the Investor Share which represents the 49,9% of the share capital for the amount of CZK 199.600 and the shareholder of the remaining share capital is the owner of the Founding Share which represents 50,1% of the share capital for the amount of CZK 200.400.

Based on the Agreement, the "Founding Share" bears the following characteristics:

- (a) The obligation of joint selling, which means that in a case of disposal of shares the Founding shares will have to be disposed under the same conditions as the Investor's share will be sold.
- (b) The obligation not to transfer his interest to another partner or to a third party without the prior consent of the holder of the Investor Share.
- (c) The obligation not to impose on his share without prior consent of the holder of the Investor Share any of the third party rights in particular no liens or pre-emption rights.

On the other hand, "Investor Share" bears the following characteristics:

- (a) A preferential right to a share in the profits.
- (b) A preferential right to a share in any personal funds determined by the General meeting to be paid to the shareholders.
- (c) Preferential right to share in the entire liquidation balance.
- (d) The right to be informed immediately by the holder of the Founding Share in case an offer is received from third party for the purchase of Founding share and the right of the holder of the Investor Share to sell it under the same terms as the Founding Share.
- (e) The obligation not to transfer his interest to another partner or to a third party without the prior consent of the holder of the Founding Share.

# J&T SECURITIES MANAGEMENT PLC

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## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2021

### 18. Investments in associates (continued)

Per Amendment No.1 signed on 22 January 2020, the Preferred Right to a Profit Share and Preferred Right to Share in Other Company Resources and Priority Right to the Liquidation Balance and Right to Joint Selling shall be terminated at the moment the Company, on the basis of Preferred Rights to Profit Share and Preferential Right to Share of Other Company Resources, will pay the Investor an amount equal to the actually provided Investment plus interest at the amount of 12,4 % p.a. of the actually provided Investment, i.e. after subtracting the amount already paid.

Per the "Agreement on Provision of Surcharge" concluded on 31 October 2018, the Company and Red Stone Now s.r.o., agreed that the Company shall provide to Red Stone Now s.r.o. the additional amounts of CZK 9.954.373 as a "First Surcharge" and the amount of CZK 40.000.000 as a "Second Surcharge".

Per the "Settlement Contract" dated 31 October 2018, the Company ("Creditor"), and Red Stone Now, s.r.o., according to which:

- (1) the Company has a receivable amounting to CZK 50.153.973 (Principal: CZK 50.000.000 plus Accrued Interest: CZK 153.973) for the repayment of the loan and the loan receivable concluded on 24 September 2018;
- (2) the Company owes to Red Stone Now, s.r.o. the amount of CZK 199.400 for acquisition of the shares in Red Stone Now, s.r.o.; and
- (3) the Company owes to Red Stone Now, s.r.o. the amount of CZK 49.954.373 (representing the first and second surcharges) under the "Agreement on Provision of Surcharge" concluded on 31 October 2018, the Parties agreed to set off their mutual claims.

However, on 20 November 2018, the Company ("Pledgor") concluded an Agreement on Pledge of Shareholding Interest with a third party ("Pledgee") according to which the Company has established a Pledge for the shares held in Red Stone Now s.r.o. in favour of the Pledgee to secure the receivable of the Pledgee under the Loan Agreement dated 11 November 2018 (initial amount CZK 50.000.000).

As at 31 December 2019, the value of the investment was below the cost recorded in the accounts of the Company. An impairment in the amount of €1.165.811,09 was made.

As at 31 December 2020, the value of the investment was below the cost recorded in the accounts of the Company. An impairment in the amount of €202.922,22 was made.

As at 31 December 2021, the value of the investment decreased further and an additional impairment was needed. The amount is transferred to fair value changes due to the change in the accounting policy.

During the year ended 31 December 2021, the Company changed its accounting policy for its Investments in associates. The Directors confirm that the Company meets the definition of an investment entity according to IFRS 10, Consolidated Financial Statements. Therefore, the Company shall measure the investments in its associates (and any future subsidiary) at fair value through profit or loss in accordance with IFRS 9, Financial Instruments.

#### B. Red Stone Now SK a.s.

On 15 July 2020, the Company subscribed for 99 newly issued shares by Red Stone Now SK a.s. with a nominal value of €500 per share. The monetary contribution for the subscription is equal to the total nominal value of the shares, €49.500, which is payable up to 15 working days following the subscription of the new shares.

The total issued share capital amounts to €99.500 and corresponds to 199 shares. The shareholding of the Company further to the subscription is 49,75%.

The contribution was settled on 16 July 2020.

On 26 January 2021, the Company ("Pledgor 2") entered into an Agreement on the establishment of a lien on shares with a third party ("Pledgee") and an individual ("Pledgor 1") for the proper fulfilment of the Secured Receivables of the Pledgee against the Debtor, Red Stone Now SK a.s., which result from the Loan Agreement signed between the Pledgee as the Creditor and the Debtor. The initial credit provided amounts to €2.000.000 and the total 99 shares held by the Company and the total 100 shares held by Pledgor 1 are pledged.

# J&T SECURITIES MANAGEMENT PLC

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2021

### 18. Investments in associates (continued)

On 8 February 2021, the Company ("Depositor 2") entered into the Custody Agreement of paper securities with an individual ("Depositor 1") and a third party ("Custodian"), according to which, the Custodian undertakes to take over from Depositor 1 mass stock no.1 replacing 100 pieces of shares issued by Red Stone Now SK a.s. and from the Company mass stock no.2 replacing 99 pieces of shares issued by the same party. The Retribution for the activity of this Contract is €1 per Depositor and it is paid immediately after the Contract is signed. The Retribution was settled on 7 April 2021.

As at 31 December 2020, the net equity of the investment was negative and a full impairment in the amount of €49.500 was made.

During the year ended 31 December 2021, the Company changed its accounting policy for its Investments in associates. The Directors confirm that the Company meets the definition of an investment entity according to IFRS 10, Consolidated Financial Statements. Therefore, the Company shall measure the investments in its associates (and any future subsidiary) at fair value through profit or loss in accordance with IFRS 9, Financial Instruments.

### 19. Financial assets at fair value through other comprehensive income

	2021	2020
	€	€
Balance at 1 January	<b>22.777.953</b>	85.290.004
Additions	<b>176.504.354</b>	75.217.730
Disposals	<b>(181.661.642)</b>	(139.689.865)
(Impairment charge)/Reversal of impairment	<b>(143.302)</b>	609.911
Exchange differences	<b>157.191</b>	(2.630.245)
Revaluation difference transferred to equity	<b>(49.382)</b>	(15.912)
Interest income	<b>1.113.344</b>	3.996.330
<b>Balance at 31 December</b>	<b><u>18.698.516</u></b>	<b><u>22.777.953</u></b>

These investments in equity instruments are not held for trading. Instead, they are held for medium to long-term strategic purposes. Accordingly, Management of the Company have elected to designate these investments in equity instruments as at FVTOCI as they believe that recognising short-term fluctuations in these investments' fair value in profit or loss would not be consistent with the Company's strategy of holding these investments for long-term purposes and realising their performance potential in the long run.

	2021	Cost	2021	Fair values
	€	2020	€	2020
		€	€	€
Securities listed on a Stock Exchange	<b>907.702</b>	875.612	<b>874.753</b>	892.479
Debt securities	<b>17.568.460</b>	19.030.757	<b>17.823.763</b>	21.885.474
	<b><u>18.476.162</u></b>	<b><u>19.906.369</u></b>	<b><u>18.698.516</u></b>	<b><u>22.777.953</u></b>

(A) On 31 December 2020, the Company holds 124 pieces of fixed rate perpetual notes of J&T Banka 10% PERP, 16 pieces of fixed rate perpetual notes of J&T Banka 9% PERP EUR and 81 pieces of fixed rate perpetual notes of J&T Banka 9% PERP CZK.

Additionally, on 31 December 2020, the Company holds 243 coupon bonds in Nordic Investors Group a.s. (Nordic IG 0,00/27), 39 coupon bonds in J&T Energy Financing EUR VII, a.s. (JTEF VII 2025) and 50 coupon bonds in Alpha Quest Funds SICAV p.l.c. (ALPHA QUEST 4,5/21).

(B) On 31 December 2021, the Company holds 124 pieces of fixed rate perpetual notes of J&T Banka 10% PERP, 16 pieces of fixed rate perpetual notes of J&T Banka 9% PERP EUR and 78 pieces of fixed rate perpetual notes of J&T Banka 9% PERP CZK.

# J&T SECURITIES MANAGEMENT PLC

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2021

### 19. Financial assets at fair value through other comprehensive income (continued)

Additionally, on 31 December 2021, the Company holds 25 coupon bonds in J&T Energy Financing EUR X, a.s. (JTEF X 5,10/2026) and 158 coupon bonds in J&T Energy Financing EUR VIII, a.s. (JTEF VIII 2022).

#### (i) Disposal of equity investments

On disposal of these equity investments, any related balance within the FVOCI reserve is reclassified to retained earnings.

#### (ii) Disposal of debt investments

On disposal of these debt investments, any related balance within the FVOCI reserve is reclassified to profit or loss.

#### (iii) Amounts recognised in profit or loss and other comprehensive income

The following are included in profit or loss with respect to financial assets at fair value through other comprehensive income:

	2021 €	2020 €
Profit from sale of financial assets at fair value through other comprehensive income	1.265	1.210.923
Loss from sale of financial assets at fair value through other comprehensive income	<b>(1.426.251)</b>	(1.155.066)
Reversal of impairment - debt investments at fair value through other comprehensive income	<b>115.636</b>	609.911
Impairment charge - debt investments at fair value through other comprehensive income	<b>(258.938)</b>	-
<b>Net (loss)/profit on financial assets at fair value through other comprehensive income</b>	<b>(1.568.288)</b>	<b>665.768</b>

### 20. Non-current loans receivable

	2021 €	2020 €
Balance at 1 January	<b>127.908.547</b>	5.985
New loans granted	<b>124.297.306</b>	201.052.404
Repayments	<b>(191.565.179)</b>	(142.174.961)
Interest charged	<b>3.769.167</b>	2.600.216
Reversal of impairment / Impairment charge	<b>463.805</b>	(1.083.181)
Assignment of loans	-	65.904.274
Exchange differences	<b>819.507</b>	1.603.810
<b>Balance at 31 December</b>	<b>65.693.153</b>	127.908.547

	2021 €	2020 €
Loans receivable	<b>45.212.204</b>	67.510.269
Loans to related parties (Note 29.4)	<b>20.480.949</b>	60.398.278
	<b>65.693.153</b>	127.908.547
Less current portion	<b>(45.212.204)</b>	(104.932.249)
Non-current portion	<b>20.480.949</b>	22.976.298

# J&T SECURITIES MANAGEMENT PLC

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2021

### 20. Non-current loans receivable (continued)

The loans are repayable as follows:

	<b>2021</b>	2020
	<b>€</b>	€
Within one year	<b>45.212.204</b>	104.932.249
Between one and five years	<b>20.480.949</b>	22.976.298
	<b><u>65.693.153</u></b>	<u>127.908.547</u>

The exposure of the Company to credit risk in relation to loans receivable is reported in note 7 of the financial statements.

The effective interest rates on receivables (current and non-current) were as follows:

	<b>2021</b>	2020
Loans receivable	<b>5% - 5,50%</b>	5% - 5,50%
Loans to related parties	<b>0,80%, 4,5%</b>	0,80%, 6,10%

I. During 2021, Loans to related parties relate to the following:

(1) On 28 April 2020, the Company ("Creditor") entered into a Loan Contract No.41/JSML/2020/JTPE with J&T Private Equity B.V. ("Debtor"), for the granting of a loan in the amount of €66.875.000, which bears interest at the rate of 0,80% per annum and is repayable within 7 days after the Company has delivered to the Debtor a written request for payment.

The loan was fully settled on 26 January 2021.

(2) On 4 August 2020, the Company ("Creditor") entered into a Loan Contract No.42/JSML/2020/JTPE with J&T Private Equity B.V. ("Debtor"), for the granting of a loan in the amount of CZK 866.000.000, which bears interest at the rate of 0,80% per annum and is repayable within 7 days after the Company has delivered to the Debtor a written request for payment.

The loan was fully settled on 29 March 2021.

(3) On 13 October 2020, the Company ("Creditor") entered into a Loan Contract No.43/JSML/2020/JTPE with J&T Private Equity B.V. ("Debtor"), for the granting of a loan in the amount of CZK 450.943.000, which bears interest at the rate of 0,80% per annum and is repayable within 7 days after the Company has delivered to the Debtor a written request for payment.

The loan was fully settled on 25 June 2021.

(4) On 14 December 2020, the Company ("Creditor") entered into a Loan Contract No.44/JSML/2020/JTPE with J&T Private Equity B.V. ("Debtor"), for the granting of a loan in the amount of €45.000.000, which bears interest at the rate of 0,80% per annum and is repayable within 7 days after the Company has delivered to the Debtor a written request for payment.

Per Amendment No.1 signed on 21 January 2021, the principal of the loan decreased to €31.522.890,47.

The loan was fully settled on 25 June 2021.

(5) On 1 March 2021, the Company ("Creditor") entered into a Credit Contract No.46/JSML/2021/JTPE with J&T Private Equity B.V. ("Debtor"), for the granting of a loan with a credit limit in the amount of €100.000.000, which bears interest at the rate of 4,50% per annum and is repayable until 5 March 2024.

# J&T SECURITIES MANAGEMENT PLC

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## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2021

### 20. Non-current loans receivable (continued)

(6) On 7 April 2021, the Company ("Creditor") entered into a Loan Contract No.47/JSML/2021/JTPE with J&T Private Equity B.V. ("Debtor"), for the granting of a loan in the amount of €66.534.635,39, which bears interest at the rate of 0,80% per annum and is repayable within 7 days after the Company has delivered to the Debtor a written request for payment.

The loan was fully settled on 29 June 2021.

II. Other loans relating to Agreements concluded during 2020 relate to the following:

(1) On 20 March 2020, the Company ("Assignee") entered into an Assignment Agreement with J&T Private Investments II B.V. ("Assignor") for the assignment of the following receivable:

Receivable of the Assignor towards a third party ("Debtor") in the amount of €50.937.350,51, which consists of principal in the amount of €50.363.346,34 and accrued interest in the amount of €574.004,17, resulting from the Assignment Agreement dated 31 December 2019, representing unpaid remuneration of part C.

From the above, the part in the amount of €30.000.000 is assigned, consisting of principal in the amount of €29.661.935,20 and accrued interest in the amount of €338.064,80.

Per the Assignment Agreement signed on 31 December 2019, the assigned receivable bears interest at the rate of 5,20% per annum and it is repayable on 31 December 2021.

The remuneration for the assignment consists of two parts:

part A in the amount of €29.661.935,20 along with interest of 5,20% per annum, and part B in the amount of €338.064,80.

The remuneration is payable until 31 March 2020.

The remuneration was settled on 20 March 2020.

On 20 March 2020, the Company ("Preferred Creditor") entered into a Debt Subordination Agreement with J&T Private Investments II B.V. ("Creditor") and a third party ("Debtor") according to which the Parties wish to ensure that the Debtor's obligations to the Creditor arising from the Assignment Agreement concluded on the same date, are subordinated to Preferred Receivable.

The Creditor agrees that without the consent of the Preferred Creditor, its receivables towards Debtor under the Agreement may be repaid only after the repayment of all existing or future claims towards the Debtor arising from the Preferred Receivable ("Priority Receivables").

The Creditor undertakes to the Preferred Creditor that before the date when all Priority Receivables shall have been paid, it shall not without consent of the Preferred Creditor demand or accept from the Debtor any payment relating to the Agreement or any other payment towards the Creditor's receivables from the Debtor ("Subordinated Receivables").

On 31 December 2021, a Novation Agreement was signed between the Company ("Creditor") and a third party ("Debtor") according to which, the Receivable is replaced with an obligation, equal to the amount of the old principal bearing interest in the amount of 5,2% per annum, which is payable until 31 December 2022.

(2) On 14 May 2020, the Company ("Assignee") entered into a Contract on Assignment of the Receivable with a third party ("Assignor") for the assignment of the receivable from another third party ("Debtor") arising from the Credit Contract signed on 11 December 2017, which on the date of the assignment consists of principal in the amount of €12.206.315,05 and accrued interest in the amount of €912.965,52. The total amount of the assigned receivable is €13.119.280,57.

The loan bears interest at the rate of 5% per annum and is repayable on 14 December 2020.

The remuneration for the assignment of the loan is equal to the loan assigned and it is payable until 14 May 2020.

The remuneration was settled on the same day.

# J&T SECURITIES MANAGEMENT PLC

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2021

### 20. Non-current loans receivable (continued)

On 14 May 2020, the Company ("Assignee") entered into a Contract on Assignment of the Agreement with a third party ("Assignor"), another third party ("Third party 2") and third party 3 ("Debtor") according to which the Assignor, Third party 2 and the Debtor concluded on 11 December 2017, the Debt Subordination Agreement based on which the debts of the Debtor to Third party 2 are subordinated.

The Company fully substitutes the Assignor to the Debt Subordination Agreement.

On 10 December 2020, the Company ("Creditor") entered into a Novation Agreement with a third party ("Debtor") for the replacement of the Receivable with a new loan, which bears interest at 5% per annum and is repayable until 31 December 2021.

Per Amendment No.1 signed on 31 December 2021, the repayment date is extended until 31 December 2022.

The loan was fully settled on 25 February 2022.

(3) On 9 July 2020, the Company ("Assignee") entered into an Agreement on Assumption of Rights and Obligations to the Credit Contract with J&T Private Investments II B.V. ("Creditor") for the assignment of the receivable from a third party ("Debtor") arising from the Credit Contract signed on 7 June 2018, which on the date of the assignment consists of principal in the amount of CZK 548.131.000 and accrued interest in the amount of CZK 58.449.759,27.

Per the initial Credit Contract, the interest rate of the loan assigned is 5,50%.

Per Amendment No.2 signed on 27 March 2020, the repayment date is 31 January 2023.

The initial parties also declared that the Contract is secured by 696.491.752 profit participation certificates of fund J&T FVE uzavreny podilovy fond, which fund manager is J&T Investicni Spolecnost, which on 9 July 2020 were transferred to the Company.

The remuneration for the assignment of the loan is equal to the loan assigned, i.e. CZK 606.580.759,27 and it is payable within three days from signing this Agreement.

The remuneration was settled on the same day.

An Agreement on Termination of the Credit Contract was signed on 22 July 2021.

Per the Confirmation signed on 3 August 2021, the pledge on the securities is terminated.

### 21. Trade and other receivables

	2021	2020
	€	€
Trade receivables	<b>21.684.003</b>	415.903
Unpaid dividends receivable	-	19.832
Less: credit loss on trade receivables	<b>(4.885)</b>	-
Trade receivables - net	<b>21.679.118</b>	435.735
Shareholders' current accounts - debit balances (Note 29.6)	-	24.649.112
Deposits and prepayments	<b>47.647</b>	45.135
Loans receivable	-	9.010.080
Option on shares instruments - positive	<b>4.518.017</b>	3.771.881
	<b><u>26.244.782</u></b>	<b><u>37.911.943</u></b>

For a summary of key terms and conditions relating to the balances with related parties, refer to note 29 of the financial statements.

The exposure of the Company to credit risk and impairment losses in relation to trade and other receivables is reported in note 7 of the financial statements.

(A) (i) On 31 December 2020, Trade receivables mainly relate to the balances of broker accounts held with a regulated financial institution.

# J&T SECURITIES MANAGEMENT PLC

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## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2021

### 21. Trade and other receivables (continued)

(ii) On 31 December 2021, Trade Receivables mainly relate to the following Agreement.

On 20 December 2021, the Company ("Buyer") entered into an Agreement on Purchase of Securities with a third party ("Seller") for the acquisition of 2.140.361 shares in CEZ, a.s., which represent a shareholding of 0,397844% for the purchase price of CZK 1.650.218.331.

The Parties agreed that the transfer of the shares may occur in one or several transactions by 31 January 2022.

The part of the purchase price in the amount of CZK 1.156.500.000 for the transfer of 1.500.000 pieces of the securities was settled by the Company on 21 December 2021.

The remaining part of the Purchase Price is payable within five days from the delivery of the Notice to the Buyer in the amount equal to CZK 771 for one share multiplied by the amount of the relevant transferred securities.

The remaining part was settled on 13 January 2022.

Per the Notice received on 11 January 2022, the transfer occurred within five business days from the delivery of the Notice.

(B) Shareholders' current account relates to the following:

(i) On 30 December 2019, the Company and J&T Private Equity Group Limited ("Shareholder") entered into a Subscription Agreement further to the creation of 6.000 ordinary shares. The share capital of the Company is increased to 32.000 ordinary shares from 26.000. The new shares are subscribed by the Shareholder at a subscription price of €6.000 plus a premium of €5.994.000.

The amount of €5.000.000 was settled on 3 March 2020 and the amount of €1.000.000 on 5 March 2020.

(ii) Per the Resolution of the Directors further to the Extraordinary General Meeting held on 3 March 2020, the increase of the share capital of the Company from 32.000 to 58.470 shares was resolved. The new 26.470 shares issued are issued at their nominal value of €26.470 and a premium of €59.973.530. The total subscription price is €60.000.000. All shares were subscribed by J&T Private Equity Group Limited.

The increased capital was settled on 3 and 5 March 2020.

(iii) On 20 November 2020, the Company entered into a Subscription Agreement with J&T Private Equity Group Limited ("Shareholder"), according to which, based on the Shareholder Resolution further to the extraordinary General Meeting held on the same day, the increase of the share capital of the Company from 58.470 to 60.970 shares was resolved. The new 2.500 shares issued are issued at their nominal value of €2.500 and a premium of €4.997.500. The total subscription price is €5.000.000. All shares were subscribed by J&T Private Equity Group Limited.

The consideration is payable by 20 May 2021.

The consideration was settled on 27 May 2021.

(iv) On 7 December 2020, the Company entered into a Subscription Agreement with J&T Private Equity Group Limited ("Shareholder"), according to which, based on the Shareholder Resolution further to the extraordinary General Meeting held on the same day, the increase of the share capital of the Company from 60.970 to 70.970 shares was resolved. The new 10.000 shares issued are issued at their nominal value of €10.000 and a premium of €19.990.000. The total subscription price is €20.000.000. All shares were subscribed by J&T Private Equity Group Limited.

The consideration is payable by 30 June 2021.

The consideration was settled on 29 June 2021.

(v) On 30 July 2021, the Company entered into a Subscription Agreement with J&T Private Equity Group Limited ("Shareholder"), according to which, based on the Shareholder Resolution further to the extraordinary General Meeting held on the same day, the increase of the share capital of the Company from 70.970 to 75.970 shares was resolved. The new 5.000 shares issued are issued at their nominal value of €5.000 and a premium of €9.995.000. The total subscription price is €10.000.000. All shares were subscribed by the Shareholder.

The consideration was payable until 30 August 2021.

The payable amount was settled on 11 August 2021.



# J&T SECURITIES MANAGEMENT PLC

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2021

### 21. Trade and other receivables (continued)

(C) As at 31 December 2020, Loans receivable represent a REPO Agreement for 5.140.000 shares in Moneta Money Bank. The Company purchased and agreed to buy back the above shares for a total of €9.117.747,57 (CZK 239.267.000) plus interest.

As at 31 December 2021, there are no outstanding Loans receivable resulting from REPO Agreements.

(D) Option on shares instruments relate to the following:

On 30 December 2020, the Company ("Seller") entered into a Call and Put Option Agreement with J&T Private Equity Group Limited ("JTPEG", "Purchaser") according to which, JTPEG shall have the right to purchase the shares that the Company has in its ownership, which consist of 6.024.022 ordinary shares of nominal value of €1,00 per piece, issued by Best Hotel Properties a.s. The remuneration for the exercise of the Put Option or the Call Option shall be €10.060.116,74, which shall be payable within two months following the exercise date. The exercise date shall be the day of delivery of the Call Option or the Put Option Notice. The Call and Put Option Period starts from the date of the signing of this Agreement and ends on 30 December 2021.

On 30 December 2021, the Company entered into an Amendment No.1 to the Call and Put Option Agreement concluded on 30 December 2020 with J&T Private Equity Group Limited ("JTPEG") according to which, the Call and Put Option Period is extended until 31 December 2022 (inclusive). In the case when JTPEG exercises the Call Option the right of the Company to exercise the Put Option ceases to exist.

### 22. Financial assets at fair value through profit or loss

	2021	2020
	€	€
Balance at 1 January	<b>145.605.914</b>	77.824.779
Additions	<b>1.292.999.043</b>	745.751.760
Disposals	<b>(1.159.075.686)</b>	(672.561.246)
Change in accounting policy-Transfer from Investments in associates	-	818.479
Change in fair value	<b>11.653.638</b>	(4.723.985)
Exchange differences	<b>4.541.438</b>	(1.503.873)
<b>Balance at 31 December</b>	<b>295.724.347</b>	145.605.914

	Fair values 2021	Cost 2021	Fair values 2020	Cost 2020
	€	€	€	€
Securities listed on a Stock Exchange	<b>136.523.291</b>	<b>126.601.048</b>	95.660.532	92.780.141
Non-listed securities	<b>159.201.056</b>	<b>156.871.492</b>	49.945.382	51.611.251
	<b>295.724.347</b>	<b>283.472.540</b>	145.605.914	144.391.392

The financial assets at fair value through profit or loss are marketable securities and are valued at market value at the close of business on 31 December by reference to Stock Exchange quoted bid prices. Financial assets at fair value through profit or loss are classified as current assets because they are expected to be realised within twelve months from the reporting date.

In the cash flow statement, financial assets at fair value through profit or loss are presented within the section on operating activities as part of changes in working capital. In the statement of profit or loss and other comprehensive income, changes in fair values of financial assets at fair value through profit or loss are recorded in operating income.

# J&T SECURITIES MANAGEMENT PLC

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2021

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

The Company's investments which exceeded 5% of the class "Securities listed on a Stock Exchange" and/or 5% of net assets are shown below:

Investment	Type of investment	Percentage in the investment category	Percentage of net assets	2021 €	2020 €
J&T ARCH INVESTMENTS, podfond J&T ARCH INVEST. - rustova CZK	Security	13,34%	14,44%	<b>27.265.933</b>	-
J&T ARCH INVESTMENTS, podfond J&T ARCH INVEST. - rustova EUR	Security	26,36%	26,61%	<b>50.240.497</b>	-
Tatry mountain resorts, a.s.	Security	1,45%	1,57%	-	30.146.231
J&T Ostravice Active Life Best Hotel Properties a.s. (BHP)	Unit certificate	11,09%	0,37%	<b>704.715</b>	602.043
J&T Investment Pool - I - SKK, a.s.	Security	18,76%	2,94%	<b>5.542.100</b>	6.288.235
J&T Investment Pool - I - CZK, a.s.	Security	45,11%	17,42%	<b>32.887.015</b>	25.199.311
Red Stone Now s.r.o.	Security	44,20%	22,72%	<b>42.887.863</b>	17.891.778
Red Stone Now SK a.s.	Ordinary shares	49,90%	0,20%	<b>377.648</b>	566.057
	Ordinary shares	49,75%	- %	-	-
				<b><u>159.905.771</u></b>	<b><u>80.693.655</u></b>

(A) On 31 December 2020, the Company holds 924.731 shares in Tatry mountain resorts, a.s. (TMR), 65.045 in CEZ, a.s. (CEZ), 15.000 in Prabos Plus a.s., 430.322 in O2 Czech Republic a.s. (O2), 4.000 in Aston Martin Lagonda Global Holdings PLC, 1.916.000 in Globalworth Real Estate Investments Limited and 4.011.747 in J&T Investments, sub-fund of J&T Investicni Spolecnost, a.s.

In addition, the Company holds 795.000 shares in CEZ, and 2.465.459 shares in O2 C.R. which are used as a pledge on the various REPO agreements with other financial institutions. Based on the various agreements, the Company sold and agreed to purchase back the above shares for a total of €10.222.732,49 and €16.756.283,86 respectively plus interest.

It also holds 2.391.203 shares in J&T Investments, sub-fund, which are used as a pledge on one REPO agreement, based on which, the Company sold and agreed to purchase back the above shares for a total of €1.909.908,16 (CZK 50.119.614,88) plus interest.

Moreover, the Company still holds 153 pieces of J&T Ostravice Active Life.

Finally, the Company holds 163 pieces of J&T Investment Pool - I - SKK, a.s., 102 pieces of J&T Investment Pool - I - CZK, a.s. and 6.024.022 shares in Best Hotel Properties a.s. (BHP) which are not listed.

(B) On 31 December 2021, the Company holds 97.000 shares in Tatry mountain resorts, a.s. (TMR), 1.261.006 in CEZ, a.s. (CEZ), 15.000 in Prabos Plus a.s., 865.063 in O2 Czech Republic a.s. (O2) and 4.400.000 in Globalworth Real Estate Investments Limited.

In addition, the Company holds 1.047.039 shares in CEZ, and 2.021.333 shares in O2 C.R. which are used as a pledge on the various REPO agreements with other financial institutions. Based on the various agreements, the Company sold and agreed to purchase back the above shares for a total of €25.196.113,91 and €15.799.150,32 respectively plus interest.

Moreover, the Company still holds 153 pieces of J&T Ostravice Active Life.

Finally, the Company holds 203 pieces of J&T Investment Pool - I - SKK, a.s., 221 pieces of J&T Investment Pool - I - CZK, a.s., 6.024.022 shares in Best Hotel Properties a.s. (BHP), 584.247.001 pieces of J&T Arch Investments, podfund (CZK) and 43.456.878 pieces of J&T Arch Investments, podfund (EUR) which are not listed.

# J&T SECURITIES MANAGEMENT PLC

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## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2021

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

In addition, during 2021, the Company entered into the following Agreements:

(i) On 30 December 2020, the Company ("Buyer") entered into a Purchase Agreement with a third party ("Seller") for the acquisition of 3.300.000 shares in Best Hotel Properties a.s. ("BHP") of a total nominal value of €1 per share.

The purchase price is payable in two instalments, whereas the first part of the purchase price which amounts to €3.102.000, is payable within 10 days from signing this Agreement (paid on 8 January 2021). The second part of the purchase price will be determined as the difference between the value of the shares determined by their valuation as of 31 December 2020 and the first part of the purchase price, while the total value paid by the Purchaser for one share will not exceed €3,14.

The second part of the purchase price shall be paid within 6 months from the entry into force for the transfer of the shares. In case the resulting amount of the second part of the purchase price will have a negative value, the first part of the purchase price is considered to be the total purchase price.

(ii) On 15 April 2021, the Company ("Seller") entered into an Agreement on Purchase of Securities with Stocklac Limited ("Purchaser") for the disposal of 800.000 shares in Tatry mountain resorts, a.s. ("TMR") of a total nominal value of €5.600.000 which represent a share of 11,927484%, for a purchase price of €27.760.000, which is payable until 20 April 2021.

The purchase price was settled on the same day.

(iii) On 20 April 2021, the Company ("Buyer") entered into a Securities Purchase Agreement with J&T Private Equity Group Limited ("Seller") for the acquisition of 40 pieces of shares in J&T Investment Pool - I - SKK, a.s. with a total nominal value of €1.327.760, for a purchase price of €6.281.891,20, which is payable within 30 working days after signing this Agreement.

The purchase price was settled on 20 April 2021.

(iv) On 20 April 2021, the Company ("Buyer") entered into an Agreement on Purchase of Securities with J&T Private Equity Group Limited ("Seller") for the acquisition of 119 pieces of shares in J&T Investment Pool - I - CZK, a.s. with a nominal value of CZK 1.000.000 each, for a purchase price of €21.484.810,60 (equivalent to CZK 556.521.048,93), which is payable within 30 working days after signing this Agreement.

The purchase price was settled on 20 April 2021.

(v) On 12 March 2021, the Company ("Buyer") entered into an Agreement on Purchase of Securities with a third party ("Seller") for the acquisition of 4.100.000 investment shares in J&T Investments, podfond J&T, for the purchase price of €4.166.010, which is payable 3 days after the signing of this Agreement.

The purchase price was settled on 15 March 2021.

(vi) On 22 March 2021, the Company ("Buyer") entered into an Agreement on Purchase of Securities with a third party ("Seller") for the acquisition of 1.500.000 investment shares in J&T Investments, podfond J&T, for the purchase price of €1.524.900, which is payable 3 days after the signing of this Agreement.

The purchase price was settled on 30 March 2021.

(vii) On 29 April 2021, the Company ("Buyer") entered into an Agreement on Purchase of Securities with a third party ("Seller") for the acquisition of 4.000.000 investment shares in J&T Investments, podfond J&T, for the purchase price of €4.200.000, which is payable 7 days after the signing of this Agreement.

The purchase price was settled on 7 May 2021.

(viii) On 14 December 2021, the Company ("Seller") entered into a Share Purchase Agreement with a third party ("Seller") for the sale of 60.000.000 investment shares in J&T Alliance SICAV, a.s., for the purchase price of €60.000.000 ("Deposit") and the Adjustment, which is equal to the difference between the net assets value ("NAV") and the Deposit. The NAV shall be calculated by J&T Alliance SICAV, a.s. until 31 January 2021. The Deposit is payable on the signing of this Agreement.

The purchase price was settled on the same day.

(C) Associates measured at fair value through profit or loss

(i) Investment in Red Stone Now s.r.o.

# J&T SECURITIES MANAGEMENT PLC

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## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2021

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

On 31 October 2018, the Company ("New Shareholder") signed a "Declaration on the Transfer of Deposit Obligations" with Red Stone Now, s.r.o.

Per the agreement, the sole shareholder of Red Stone Now, s.r.o., decided to increase the share capital by CZK 200.000, of which CZK 199.600 were undertaken by the Company and CZK 400 by the existing shareholder.

Based on this, the Company holds the 49,9% of the share capital in Red Stone Now, s.r.o.

According to the "Shareholder Contract" signed on 31 October 2018 the Company is the owner of the Investor Share which represents the 49,9% of the share capital for the amount of CZK 199.600 and the shareholder of the remaining share capital is the owner of the Founding Share which represents 50,1% of the share capital for the amount of CZK 200.400.

Based on the Agreement, the "Founding Share" bears the following characteristics:

- (a) The obligation of joint selling, which means that in a case of disposal of shares the Founding shares will have to be disposed under the same conditions as the Investor's share will be sold.
- (b) The obligation not to transfer his interest to another partner or to a third party without the prior consent of the holder of the Investor Share.
- (c) The obligation not to impose on his share without prior consent of the holder of the Investor Share any of the third party rights in particular no liens or pre-emption rights.

On the other hand, "Investor Share" bears the following characteristics:

- (a) A preferential right to a share in the profits.
- (b) A preferential right to a share in any personal funds determined by the General meeting to be paid to the shareholders.
- (c) Preferential right to share in the entire liquidation balance.
- (d) The right to be informed immediately by the holder of the Founding Share in case an offer is received from third party for the purchase of Founding share and the right of the holder of the Investor Share to sell it under the same terms as the Founding Share.
- (e) The obligation not to transfer his interest to another partner or to a third party without the prior consent of the holder of the Founding Share.

Per Amendment No.1 signed on 22 January 2020, the Preferred Right to a Profit Share and Preferred Right to Share in Other Company Resources and Priority Right to the Liquidation Balance and Right to Joint Selling shall be terminated at the moment the Company, on the basis of Preferred Rights to Profit Share and Preferential Right to Share of Other Company Resources, will pay the Investor an amount equal to the actually provided Investment plus interest at the amount of 12,4 % p.a. of the actually provided Investment, i.e. after subtracting the amount already paid.

Per the "Agreement on Provision of Surcharge" concluded on 31 October 2018, the Company and Red Stone Now s.r.o., agreed that the Company shall provide to Red Stone Now s.r.o. the additional amounts of CZK 9.954.373 as a "First Surcharge" and the amount of CZK 40.000.000 as a "Second Surcharge".

Per the "Settlement Contract" dated 31 October 2018, the Company ("Creditor"), and Red Stone Now, s.r.o., according to which:

- (1) the Company has a receivable amounting to CZK 50.153.973 (Principal: CZK 50.000.000 plus Accrued Interest: CZK 153.973) for the repayment of the loan and the loan receivable concluded on 24 September 2018;
- (2) the Company owes to Red Stone Now, s.r.o. the amount of CZK 199.400 for acquisition of the shares in Red Stone Now, s.r.o.; and
- (3) the Company owes to Red Stone Now, s.r.o. the amount of CZK 49.954.373 (representing the first and second surcharges) under the "Agreement on Provision of Surcharge" concluded on 31 October 2018, the Parties agreed to set off their mutual claims. On 31 October 2018, the Company ("New Shareholder") signed a "Declaration on the Transfer of Deposit Obligations" with Red Stone Now, s.r.o.

Per the agreement, the sole shareholder of Red Stone Now, s.r.o., decided to increase the share capital by CZK 200.000, of which CZK 199.600 were undertaken by the Company and CZK 400 by the existing shareholder.

Based on this, the Company holds the 49,9% of the share capital in Red Stone Now, s.r.o.

# J&T SECURITIES MANAGEMENT PLC

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## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2021

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

According to the "Shareholder Contract" signed on 31 October 2018 the Company is the owner of the Investor Share which represents the 49,9% of the share capital for the amount of CZK 199.600 and the shareholder of the remaining share capital is the owner of the Founding Share which represents 50,1% of the share capital for the amount of CZK 200.400.

Based on the Agreement, the "Founding Share" bears the following characteristics:

- (a) The obligation of joint selling, which means that in a case of disposal of shares the Founding shares will have to be disposed under the same conditions as the Investor's share will be sold.
- (b) The obligation not to transfer his interest to another partner or to a third party without the prior consent of the holder of the Investor Share.
- (c) The obligation not to impose on his share without prior consent of the holder of the Investor Share any of the third party rights in particular no liens or pre-emption rights.

On the other hand, "Investor Share" bears the following characteristics:

- (a) A preferential right to a share in the profits.
- (b) A preferential right to a share in any personal funds determined by the General meeting to be paid to the shareholders.
- (c) Preferential right to share in the entire liquidation balance.
- (d) The right to be informed immediately by the holder of the Founding Share in case an offer is received from third party for the purchase of Founding share and the right of the holder of the Investor Share to sell it under the same terms as the Founding Share.
- (e) The obligation not to transfer his interest to another partner or to a third party without the prior consent of the holder of the Founding Share.

Per Amendment No.1 signed on 22 January 2020, the Preferred Right to a Profit Share and Preferred Right to Share in Other Company Resources and Priority Right to the Liquidation Balance and Right to Joint Selling shall be terminated at the moment the Company, on the basis of Preferred Rights to Profit Share and Preferential Right to Share of Other Company Resources, will pay the Investor an amount equal to the actually provided Investment plus interest at the amount of 12,4 % p.a. of the actually provided Investment, i.e. after subtracting the amount already paid.

Per the "Agreement on Provision of Surcharge" concluded on 31 October 2018, the Company and Red Stone Now s.r.o., agreed that the Company shall provide to Red Stone Now s.r.o. the additional amounts of CZK 9.954.373 as a "First Surcharge" and the amount of CZK 40.000.000 as a "Second Surcharge".

Per the "Settlement Contract" dated 31 October 2018, the Company ("Creditor"), and Red Stone Now, s.r.o., according to which:

- (1) the Company has a receivable amounting to CZK 50.153.973 (Principal: CZK 50.000.000 plus Accrued Interest: CZK 153.973) for the repayment of the loan and the loan receivable concluded on 24 September 2018;
- (2) the Company owes to Red Stone Now, s.r.o. the amount of CZK 199.400 for acquisition of the shares in Red Stone Now, s.r.o.; and
- (3) the Company owes to Red Stone Now, s.r.o. the amount of CZK 49.954.373 (representing the first and second surcharges) under the "Agreement on Provision of Surcharge" concluded on 31 October 2018, the Parties agreed to set off their mutual claims.

However, on 20 November 2018, the Company ("Pledgor") concluded an Agreement on Pledge of Shareholding Interest with a third party ("Pledgee") according to which the Company has established a Pledge for the shares held in Red Stone Now s.r.o. in favour of the Pledgee to secure the receivable of the Pledgee under the Loan Agreement dated 11 November 2018 (initial amount CZK 50.000.000).

- (ii) Investment in Red Stone Now SK a.s.

# J&T SECURITIES MANAGEMENT PLC

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2021

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

On 15 July 2020, the Company subscribed for 99 newly issued shares by Red Stone Now SK a.s. with a nominal value of €500 per share. The monetary contribution for the subscription is equal to the total nominal value of the shares, €49.500, which is payable up to 15 working days following the subscription of the new shares.

The total issued share capital amounts to €99.500 and corresponds to 199 shares. The shareholding of the Company further to the subscription is 49,75%.

The contribution was settled on 16 July 2020.

On 26 January 2021, the Company ("Pledgor 2") entered into an Agreement on the establishment of a lien on shares with a third party ("Pledgee") and an individual ("Pledgor 1") for the proper fulfilment of the Secured Receivables of the Pledgee against the Debtor, Red Stone Now SK a.s., which result from the Loan Agreement signed between the Pledgee as the Creditor and the Debtor. The initial credit provided amounts to €2.000.000 and the total 99 shares held by the Company and the total 100 shares held by Pledgor 1 are pledged.

On 8 February 2021, the Company ("Depositor 2") entered into the Custody Agreement of paper securities with an individual ("Depositor 1") and a third party ("Custodian"), according to which, the Custodian undertakes to take over from Depositor 1 mass stock no.1 replacing 100 pieces of shares issued by Red Stone Now SK a.s. and from the Company mass stock no.2 replacing 99 pieces of shares issued by the same party. The Retribution for the activity of this Contract is €1 per Depositor and it is paid immediately after the Contract is signed.

The Retribution was settled on 7 April 2021

### 23. Cash at bank

	2021	2020
	€	€
Cash at bank and in hand	<b>48.884</b>	18.263
Bank deposits	-	11.432.100
	<b><u>48.884</u></b>	<b><u>11.450.363</u></b>

For the purposes of the cash flow statement, the cash and cash equivalents include the following:

	2021	2020
	€	€
Cash at bank and in hand	<b>48.884</b>	18.263
Bank overdrafts (Note 25)	<b>(51.426)</b>	(14.969.616)
	<b><u>(2.542)</u></b>	<b><u>(14.951.353)</u></b>

### Cash and cash equivalents by currency:

	2021	2020
	€	€
Euro	<b>41.795</b>	3.611
Czech koruna	<b>7.089</b>	14.652
	<b><u>48.884</u></b>	<b><u>18.263</u></b>

The exposure of the Company to credit risk and impairment losses in relation to cash and cash equivalents is reported in note 7 of the financial statements.

# J&T SECURITIES MANAGEMENT PLC

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2021

### 24. Share capital

	2021 Number of shares	2021 €	2020 Number of shares	2020 €
<b>Authorised</b>				
Ordinary shares of €1 each	<b>11.000</b>	<b>11.000</b>	11.000	11.000
Increase of Authorised share capital in 2019 - Ordinary shares of €1 each	<b>21.000</b>	<b>21.000</b>	21.000	21.000
Increase of Authorised share capital in 2020 - Ordinary shares of €1 each	<b>38.970</b>	<b>38.970</b>	38.970	38.970
Increase of Authorised share capital in 2021 - Ordinary shares of €1 each	<b>5.000</b>	<b>5.000</b>	-	-
	<b>75.970</b>	<b>75.970</b>	70.970	70.970
<b>Issued and fully paid</b>				
Balance at 1 January	<b>70.970</b>	<b>70.970</b>	32.000	32.000
Issue of shares in 2020	-	-	38.970	38.970
Issue of shares in 2021	<b>5.000</b>	<b>5.000</b>	-	-
<b>Balance at 31 December</b>	<b>75.970</b>	<b>75.970</b>	70.970	70.970

#### Authorised capital

Under its Memorandum the Company fixed its share capital at 1.000 ordinary shares of nominal value of €1 each.

On 18 August 2011, the Company increased its authorised share capital by 10.000 ordinary shares of nominal value of €1 each. As a result, the authorised share capital of the Company increased to 11.000 ordinary shares of nominal value of €1 each.

On 20 June 2018, the Shareholders resolved with a Special Resolution, to increase the Authorised Share Capital of the Company by 15.000 ordinary shares, of nominal value of €1 per share.  
The total Authorised Share Capital after the increase is 26.000 shares.  
The new shares were all issued.

On 30 December 2019, the Shareholders resolved with a Special Resolution, to increase the Authorised Share Capital of the Company by 6.000 ordinary shares, of nominal value of €1 per share.  
The total Authorised Share Capital after the increase is 32.000 shares.  
The new shares were all issued.

On 3 March 2020, Company increased its authorised share capital from 32.000 to 58.470 shares by the creation of 26.470 new shares, of nominal value of €1 per share.

On 20 November 2020, the Company increased its authorised share capital from 58.470 to 60.970 shares by the creation of 2.500 new shares, of nominal value of €1 per share.

On 7 December 2020, the Company increased its authorised share capital from 60.970 to 70.970 shares by the creation of 10.000 new shares, of nominal value of €1 per share.

On 30 July 2021, the Company increased its authorised share capital from 70.970 to 75.970 shares by the creation of 5.000 new shares, of nominal value of €1 per share.

# J&T SECURITIES MANAGEMENT PLC

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2021

### 24. Share capital (continued)

#### Issued capital

Upon incorporation on 14 January 2010 the Company issued to the subscribers of its Memorandum of Association 1.000 ordinary shares of €1 each at par.

On 18 August 2011, the Company increased its share capital by 10.000 ordinary shares of nominal value of €1 each at a total share premium of €50.914.000. As a result, the issued share capital of the Company increased to 11.000 ordinary shares of nominal value of €1 each.

On 20 June 2018, the Company increased its share capital by 15.000 ordinary shares of nominal value of €1 each. As a result, the issued share capital of the Company increased to 26.000 ordinary shares of nominal value of €1 each.

On 30 December 2019, the Company increased its share capital by 6.000 ordinary shares of nominal value of €1 each at a total share premium of €5.994.000. As a result, the issued share capital of the Company increased to 32.000 ordinary shares of nominal value of €1 each.

On 3 March 2020, Company increased its share capital from 32.000 to 58.470 shares. The new 26.470 shares issued are issued at their nominal value of €26.470 and a total share premium of €59.973.530.

On 20 November 2020, the Company increased its share capital from 58.470 to 60.970 shares. The new 2.500 shares issued are issued at their nominal value of €2.500 and a total share premium of €4.997.500.

On 7 December 2020, the Company increased its share capital of the Company from 60.970 to 70.970 shares. The new 10.000 shares issued are issued at their nominal value of €10.000 and a total share premium of €19.990.000.

On 30 July 2021, the Company increased its share capital from 70.970 to 75.970 shares. The new 5.000 shares are issued at their nominal value of €5.000 and a premium of €9.995.000.

### 25. Borrowings

	2021	2020
	€	€
Balance at 1 January	<b>188.075.584</b>	101.309.227
Additions	<b>1.206.090.653</b>	441.237.780
Repayments	<b>(1.206.296.745)</b>	(342.643.784)
Interest for the year	<b>9.659.441</b>	6.898.903
Exchange differences	<b>5.065.962</b>	(1.429.753)
Movement of bank loan overdraft	<b>(14.918.190)</b>	14.969.616
Repurchase of own long term debentures	<b>(341.458.957)</b>	(189.849.509)
Payment of coupon of repurchased debentures	<b>1.242.000</b>	448.500
Capitalised expenses	<b>(169.638)</b>	(728.796)
Sale of repurchased own long term debentures	<b>350.166.036</b>	157.863.400
<b>Balance at 31 December</b>	<b>197.456.146</b>	188.075.584



# J&T SECURITIES MANAGEMENT PLC

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2021

### 25. Borrowings (continued)

	2021	2020
	€	€
<b>Current borrowings</b>		
Bank overdrafts (Note 23)	<b>51.426</b>	14.969.616
Bank loans	<b>55.706.095</b>	47.627.251
Debentures	<b>(20.399.749)</b>	2.995.313
Loans from related parties (Note 29.5)	<b>3.993.695</b>	-
	<b>39.351.467</b>	65.592.180
<b>Non-current borrowings</b>		
Debentures	<b>158.104.679</b>	122.483.404
	<b>158.104.679</b>	122.483.404
<b>Total</b>	<b>197.456.146</b>	188.075.584

Maturity of non-current borrowings:

	2021	2020
	€	€
Between one to two years	<b>59.003.131</b>	-
Between two and five years	<b>99.101.548</b>	122.483.404
	<b>158.104.679</b>	122.483.404

On 31 December 2021, the bank loans and the bank loan overdraft are secured as follows:

- By a pledge of 1.047.039 shares in CEZ, a.s. (CEZ) (2020: 795.000 shares in CEZ).
- By a pledge of 2.021.333 shares in O2 Czech Republic a.s. (O2) (2020: 2.465.459 shares in O2).
- By a pledge of 2.391.203 shares in J&T Investments, sub-fund in 2020.
- By a pledge of 168 own debentures (JTSEC 4,6/2024) (2020: 216 own debentures).

The weighted average effective interest rates at the reporting date were as follows:

	2021	2020
	%	%
Bank loan overdrafts	-	5%
Bank loans	<b>3%-4,90%</b>	2,05%-3,50%
Debentures	<b>4,60%, 5%</b>	4,60%, 5%
Loans from related parties	<b>4%</b>	-

(A) Loans from related parties during 2021 relate to the following:

On 29 June 2021, the Company ("Debtor") entered into Credit Contract 48/JSML/2021/JTPE with J&T Private Equity B.V. ("Creditor") for the granting of a loan with a credit limit of €60.000.000, which bears interest at the rate of 4,00% per annum and is repayable until 31 December 2021.

Per Amendment No.1 signed on 29 September 2021, the credit limit was increased to the amount of €136.800.000.

Per Amendment No.2 signed on 31 December 2021, the repayment date has been extended until 31 December 2022.

(B) Bank Loans

Bank loans represent REPO agreements with financial institutions.

# J&T SECURITIES MANAGEMENT PLC

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## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2021

### 25. Borrowings (continued)

On 06 May 2013, the Company entered into an Agreement on the Exercise of Voting Rights Associated with Shares with a regulated financial institution for the security of loans by transfer of securities.

On 31 December 2020, the bank loans represent REPO agreements for 795.000 shares in CEZ, and 2.465.459 shares in O2 which are used as a pledge on the various REPO agreements with other financial institutions. Based on the various agreements, the Company sold and agreed to purchase back the above shares for a total of €10.222.732,49 and €16.756.283,86 respectively plus interest.

It also holds 2.391.203 shares in J&T Investments, sub-fund, which are used as a pledge on one REPO agreement, based on which, the Company sold and agreed to purchase back for a total of €1.909.908,16 (CZK 50.119.614,88) plus interest.

Finally, it holds 5.140.000 shares in Moneta Money Bank, a.s. which are used as a pledge on one REPO agreement, based on which the Company sold and agreed to purchase back for a total of €9.899.268,79 (CZK 259.775.600) plus interest.

The bank loans also represent REPO agreements for 103 repurchased debentures of the Company (JTSEC 4,6/2024). Based on the various agreements, the Company sold and agreed to purchase back the above shares for a total of €8.761.997,43 plus interest.

On 31 December 2021, the bank loans represent REPO agreements for 1.047.039 shares in CEZ, and 2.021.333 shares in O2 which are used as a pledge on the various REPO agreements with other financial institutions. Based on the various agreements, the Company sold and agreed to purchase back the above shares for a total of €25.196.113,91 and €15.799.150,32 respectively plus interest.

The bank loans also represent REPO agreements for 168 repurchased debentures of the Company (JTSEC 4,6/2024). Based on the various agreements, the Company sold and agreed to purchase back the above shares for a total of CZK 364.260.527,68 (equivalent to €14.653.472,51) plus interest.

#### (C) Debentures 2018

(i) Per the Resolution of the Board of Directors signed on 14 September 2018, the Board agreed to issue 400 pieces of bonds, with possibility of increase up to 50% of the total issue volume, which have a nominal value of CZK 3.000.000 each (total of CZK 1.200.000.000) and maturity in year 2023.

(ii) On 20 September 2018, the Company ("Issuer") entered into a Mandate Agreement on provision of services related to the issue of the bonds with a regulated financial institution ("Manager") and a third party ("Arranger"), for the issue of 400 fixed rate bonds of 5% per annum, with an interest period of 6 months, in the total principal amount of CZK 1.200.000.000, due in 2023, which can be increased to 500 fixed rate bonds in the total principal amount of CZK 1.800.000.000.

The Company authorises the Arranger to proceed with various of services, since the Arranger is equipped with required experience for the provision of support to the Issuer costs of the Czech National Bank (CNB).

On 20 September 2018, the Company ("Issuer") entered into an Agreement with a regulated financial institution ("Administrator"), according to which the Administrator agrees that in relation to the issue of the bonds, it will act as an administrator, a listing agent and a calculation agent. The Administrator shall notify the Company of the total amount of financial means, which are to be remitted to the internal account of the Administrator.

The Company shall pay remuneration to the Administrator, in the manner and the maturity dates agreed by and between the Company and the Administrator in a Special Arrangement to this Agreement.

According to the Special Arrangement with the Administrator signed on the same date, the Company agrees to pay to the Administrator an annual remuneration of 0,10% of the overall volume of the issue of bonds, which is payable on the issue date for the first year and for each subsequent year, on the anniversary thereof.

# J&T SECURITIES MANAGEMENT PLC

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## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2021

### 25. Borrowings (continued)

Per the Agreement on Placement of Bonds signed on the same date between the Company ("Issuer") and a regulated financial institution ("Manager"), the Manager intends to ensure the process of the subscription and purchase of bonds and to identify proper subscribers who will subscribe the entire issue of bonds. The remuneration for the services provided shall be agreed in the Special Arrangement to this Agreement.

According to the Special Arrangement to the Agreement on Placement of Bonds signed on the same date, the Company agrees to pay to the Manager a remuneration of 2% of the overall volume of the bonds subscribed during the issue period or additional issue period, which is payable retrospectively on a monthly basis against an invoice issued by the Manager after the end of each calendar month of its activity as Manager for the previous calendar month.

The remuneration specified above is exclusive of the value added tax.

In October 2018, the Company issued 400 bonds of total nominal value of CZK 1.200.000.000.

On 3 December 2018, the Company issued additionally 100 bonds of total nominal value of CZK 300.000.000.

On 31 December 2020 and 2021, the issued bonds of the Company have a total nominal value of CZK 1.500.000.000.

On 16 and 22 April 2020, the interest payments relating to the fixed rate debentures were made.

On 16 April 2021, the interest payments relating to the fixed rate debentures were made.

On 19 April 2022, the interest payments relating to the fixed rate debentures were made.

#### (D) Debentures 2020

Per the Resolution signed on 3 February 2020, the Directors resolved to issue 1.000 additional bonds of a total nominal value of €100.000.000 with maturity in the year 2024. The bonds will be traded in the Bratislava Stock Exchange.

On 6 March 2020, 201 bonds were issued.

On 3 February 2020, the Company ("Issuer") entered into a Mandate Agreement to Procure the Issue of the Bonds with a third party ("Arranger") according to which the Company has the intention to issue senior unsecured 4,60% fixed rate bonds for the total value of €100.000.000, in individual denominations of €100.000 each, due in 2024.

The bonds may be issued once as of the Issue date or from time to time during the Subscription period and shall be traded on the Bratislava Stock Exchange.

The Company appoints the Arranger to prepare the issue of the bonds and the documents associated with the issue.

The Arranger's remuneration amounts to 0,20% of the total anticipated volume of the issue of the bonds in the nominal value.

According to the Schedule No.3 to the Mandate Agreement, dated 16 March 2020, the following investment instruments can serve as security under the Mandate:

- i. Tatry Mountain Resorts, a.s.
- ii. CEZ, a.s.
- iii. O2 Czech Republic AS.

On 21 February 2020, the Company ("Issuer") entered into a Subscription Agreement with J&T Banka, a.s. ("Manager") according to which, the offering and the subscription of the bonds will commence on the date of the publication of the Prospectus.

The bonds will be issued with the benefit of the Administration Agreement between the issuer and the administrator.

The subscription period starts on 24 February 2020 and expires on 19 February 2021.

The Commission to be paid to the Manager as compensation for the management services is 1,60% of the nominal value of the subscribed bonds. The Commission is payable monthly based on an invoice issued by the Manager at the beginning of each month.

# J&T SECURITIES MANAGEMENT PLC

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## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2021

### 25. Borrowings (continued)

On 21 February 2020, the Company ("Issuer") entered into an Administration Agreement with J&T Banka, a.s. ("Administrator") according to which, the Company authorises the Administrator to act as the Issue administrator as well as the fiscal and paying agent in respect of the bonds.

The Administrator will also act as the listing agent of the bonds and is also responsible to pay out interest on the bonds and the nominal value of the bonds by transfer to an account.

A fee is payable to the Administrator for its services specified in the Side Agreement to the Administration Agreement signed on the same day, which has been agreed for the period from the issue of the bonds until the day immediately preceding the first anniversary of the Issue date and each additional year of duration of the Administration Agreement.

The fee for each period represents the 0,01% per annum of the Issue volume.

On 8 March 2021, the interest payments relating to the fixed rate debentures were made.

On 7 March 2022, the interest payments relating to the fixed rate debentures were made.

#### (E) Bank loan overdraft

On 19 December 2019, the Company ("Borrower") entered into a Loan Agreement No. 054/19/550088 with a financial institution ("Creditor") for the provision of a bank overdraft in the form of authorised debit balance on the Account of the Company up to the amount of €15.000.000, which bears interest at the rate of 5% per annum, which is repayable within one year after the effect of the Loan Agreement to the Account of the Company.

The following conditions should be complied with prior to the drawdown:

- i. Conclusion of the Loan Agreement,
- ii. Conclusion of Blank Note Issuance and Completion Agreement,
- iii. Preparation and submission of a Notarial Deed on the acknowledgement of the debt and direct enforceability containing the Company's legal obligation, which constitutes an instrument permitting enforcement over the entire property of the Company,
- iv. Issuance of the Company's blank promissory note and its subsequent handover to the Creditor, and
- v. Payment of the processing fee for the provision of loan.

The above conditions need to be met by 19 March 2020, so as the Company to be entitled to draw the loan funds.

The fees payable relating to the loan are the following:

- i. loan processing fee of €15.000 due as of the date of signature of the Loan Agreement, and
- ii. Commitment fee for the amount of the loan funds not drawn at 1% per annum, subject to specific terms included in the Agreement. The fee is due on a monthly basis.

The loan is secured by:

- i. a blank promissory note, and
- ii. a Notarial Deed.

Per Amendment No.1 signed on 28 January 2020, the Company shall not conclude a loan contract, subject of which is receiving any form of financial assistance, within the duration of the credit relationship, without a prior written consent of the Creditor.

The condition shall not be applied in case of relationship not exceeding the amount of €10.000.000.

Per Amendment No.2 signed on 15 December 2020, the repayment date is extended until 17 December 2021.

In addition, the Company is obliged to conclude the following documentation:

Agreement on issuing and filling of the blank promissory note and the Notarial Deed on acknowledgment of obligation and direct enforceability.

The Agreement on Issuing and Filling of the Blank Promissory Note was concluded on 15 December 2020.

# J&T SECURITIES MANAGEMENT PLC

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## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2021

### **25. Borrowings (continued)**

Per Amendment No.4 signed on 16 December 2021, the repayment date is extended until 17 December 2022.

In addition, the Company is obliged to conclude the following documentation:

Agreement on issuing and filling of the blank promissory note and the Notarial Deed on acknowledgment of obligation and direct enforceability.

# J&T SECURITIES MANAGEMENT PLC

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2021

### 26. Trade and other payables

	<b>2021</b>	2020
	€	€
Trade payables	<b>19.861.301</b>	3.102.000
Social insurance and other taxes	<b>168</b>	-
VAT	<b>3.542</b>	3.423
Derivative financial instruments	-	14.288
Accruals	<b>44.018</b>	62.863
Other creditors	<b>205.730</b>	59.312
	<b><u>20.114.759</u></b>	<b><u>3.241.886</u></b>

The fair values of trade and other payables due within one year approximate to their carrying amounts as presented above.

(A) As at 31 December 2020, Trade payables relate to the following.

On 30 December 2020, the Company ("Buyer") entered into a Purchase Agreement with a third party ("Seller") for the acquisition of 3.300.000 shares in Best Hotel Properties a.s. ("BHP") of a total nominal value of €1 per share.

The purchase price is payable in two instalments, whereas the first part of the purchase price which amounts to €3.102.000, is payable within 10 days from signing this Agreement (paid on 8 January 2021). The second part of the purchase price will be determined as the difference between the value of the shares determined by their valuation as of 31 December 2020 and the first part of the purchase price, while the total value paid by the Purchaser for one share will not exceed €3,14.

The second part of the purchase price shall be paid within 6 months from the entry into force for the transfer of the shares.

In case the resulting amount of the second part of the purchase price will have a negative value, the first part of the purchase price is considered to be the total purchase price.

Per the Notice on Assignment of Receivable, sent by a third party ("Assignor") on 24 April 2021, the receivable in the amount of €330.000 is assigned to another third party ("Assignee").

On 29 June 2021, the Company ("Debtor") entered into a Novation Agreement with a third party ("Creditor") for the replacement of the obligation of the Company to repay the Receivable under the Assignment Agreement signed on 29 April 2021 with a new obligation.

The loan is in the amount of €330.000, bears interest in the amount of 4% per annum calculated from 1 November 2021 and is repayable until 31 December 2021.

The loan was fully settled on 24 September 2021.

(B) As at 31 December 2021, Trade payables relate to the following.

On 20 December 2021, the Company ("Buyer") entered into an Agreement on Purchase of Securities with a third party ("Seller") for the acquisition of 2.140.361 shares in CEZ, a.s., which represent a shareholding of 0,397844% for the purchase price of CZK 1.650.218.331.

The Parties agreed that the transfer of the shares may occur in one or several transactions by 31 January 2022.

The part of the purchase price in the amount of CZK 1.156.500.000 for the transfer of 1.500.000 pieces of the securities was settled by the Company on 21 December 2021.

The remaining part of the Purchase Price is payable within five days from the delivery of the Notice to the Buyer in the amount equal to CZK 771 for one share multiplied by the amount of the relevant transferred securities.

The remaining part was settled on 13 January 2022.

During 2021, the following transactions also occurred.

# J&T SECURITIES MANAGEMENT PLC

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2021

### 26. Trade and other payables (continued)

On 30 April 2021, the Company ("Seller") entered into a Call Option Share Transfer Contract with an individual ("Buyer") according to which, the individual shall have the right to purchase the shares that the Company has in its ownership, which consist of 90.000 ordinary shares, issued by CEZ, a.s. The Purchase price for the shares amounts to CZK 53.955.000, which is payable not later than 24 hours from the transfer of the shares. The call option shall take effect at the exercise of the option by the Buyer, at the moment of the delivery of the written declaration.

The call option is established until 31 March 2022 and the consideration shall be equal to a daily amount of CZK 7.200 multiplied by the number of the days from the day of the execution of the Contract until the day of exercise of the option. The consideration is payable until 31 March 2022.

The Option was exercised on 30 September 2021.

Per the Netting Agreement signed between the Parties on 30 September 2021, the netting of the mutual relationship is agreed as follows.

The net amount of difference between the actual value of the shares as of the day of execution of call option minus 1 day as of 30 September 2021 (CZK 63.270.000) and the Purchase Price (CZK 53.955.000) and the Consideration (CZK 1.108.800) is CZK 8.206.200.

The net amount is payable within 15 days after the delivery of the Buyer's request for repayment of the net amount to the Company.

The net amount was fully settled on 26 November 2021.

### 27. Current tax liabilities

	2021	2020
	€	€
Corporation tax	<u>41.275</u>	348.139
	<u>41.275</u>	<u>348.139</u>

### 28. Operating Environment of the Company

On 11 March 2020, the World Health Organisation declared the Coronavirus COVID- 19 outbreak to be a pandemic in recognition of its rapid spread across the globe. Many governments are taking increasingly stringent steps to help contain, and in many jurisdictions, now delay, the spread of the virus, including: requiring self-isolation/ quarantine by those potentially affected, implementing social distancing measures, and controlling or closing borders and "locking-down" cities/regions or even entire countries. These measures have slowed down the economies both in Cyprus but globally as well with the potential of having wider impacts on the respective economies as the measures persist for a greater period of time.

This operating environment may have a significant impact on the Company's operations and financial position. Management is taking necessary measures to ensure sustainability of the Company's operations. However, the future effects of the current economic situation are difficult to predict and Management's current expectations and estimates could differ from actual results.

The Company's Management is unable to predict all developments which could have an impact on the Cyprus economy and consequently, what effect, if any, they could have on the future financial performance, cash flows and financial position of the Company.

On the basis of the evaluation performed, the Company's management has concluded that no provisions or impairment charges are necessary. The Company's Management believes that it is taking all the necessary measures to maintain the viability of the Company and the smooth conduct of its operations in the current business and economic environment.

# J&T SECURITIES MANAGEMENT PLC

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2021

### 29. Related party transactions

The Company is controlled by J&T Private Equity Group Limited, incorporated in Cyprus, which owns 100% of the Company's shares.

Until 15 December 2016, the ultimate controlling parties were nine non resident individuals and one resident individual.

However, as from 15 December 2016, the ultimate controlling parties are eight non resident individuals and one resident individual.

As from 20 June 2018, the ultimate controlling party is still J&T Private Equity Group Limited (99,77%) but the shareholders are:

- (1) J&T Private Equity Group Limited, incorporated in Cyprus, which owns 99,77% of the Company's shares,
- (2) Berg Nominees Limited (Cyprus - 0,038%),
- (3) Mrs. Evridiki Havva (Cypriot individual - 0,038%),
- (4) Mrs. Maria Skarpari (Cypriot individual - 0,038%),
- (5) Global Bridge Trustees Limited (Cyprus - 0,038%),
- (6) Profel Corporate Limited (Cyprus - 0,038%),
- (7) Mrs. Eleni Stylianou (Cyprus - 0,038%).

As from 7 December 2020, the ultimate controlling party is still J&T Private Equity Group Limited (99,915%) but the shareholders are:

- (1) J&T Private Equity Group Limited, incorporated in Cyprus, which owns 99,915% of the Company's shares,
- (2) Berg Nominees Limited (Cyprus - 0,014%),
- (3) Mrs. Evridiki Havva (Cypriot individual - 0,014%),
- (4) Mrs. Maria Skarpari (Cypriot individual - 0,014%),
- (5) Global Bridge Trustees Limited (Cyprus - 0,014%),
- (6) Profel Corporate Limited (Cyprus - 0,014%),
- (7) Mrs. Eleni Stylianou (Cyprus - 0,014%).

As from 29 December 2021, the ultimate controlling party is still J&T Private Equity Group Limited (99,921%) but the shareholders are:

- (1) J&T Private Equity Group Limited, incorporated in Cyprus, which owns 99,921% of the Company's shares,
- (2) Berg Nominees Limited (Cyprus - 0,013%),
- (3) Mrs. Evridiki Havva (Cypriot individual - 0,013%),
- (4) Mrs. Maria Skarpari (Cypriot individual - 0,013%),
- (5) Global Bridge Trustees Limited (Cyprus - 0,013%),
- (6) Profel Corporate Limited (Cyprus - 0,013%),
- (7) Mrs. Eleni Stylianou (Cyprus - 0,013%).

The following transactions were carried out with related parties:

#### 29.1 Directors' remuneration

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

	<b>2021</b>	2020
	€	€
Directors' fees	<b>952</b>	952
Directors' remuneration	<b>800</b>	-
	<b><u>1.752</u></b>	<u>952</u>



# J&T SECURITIES MANAGEMENT PLC

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2021

### 29. Related party transactions (continued)

#### 29.2 Interest income

	2021	2020
	€	€
J&T Private Equity B.V.	<u>970.611</u>	452.089
	<u>970.611</u>	<u>452.089</u>

#### 29.3 Interest expense

	2021	2020
	€	€
J&T Private Equity B.V.	<u>839.369</u>	261.369
	<u>839.369</u>	<u>261.369</u>

#### 29.4 Loans to related parties (Note 20)

	2021	2020
	€	€
J&T Private Equity B.V.	<u>20.480.948</u>	60.398.278
	<u>20.480.948</u>	<u>60.398.278</u>

#### 29.5 Loans from related parties (Note 25)

	2021	2020
	€	€
J&T Private Equity B.V.	<u>3.993.695</u>	-
	<u>3.993.695</u>	<u>-</u>

#### 29.6 Shareholders' current accounts - debit balances (Note 21)

	2021	2020
	€	€
Shareholders' current accounts	<u>-</u>	24.649.112
	<u>-</u>	<u>24.649.112</u>

### 30. Emphasis of matter note

The entity's parent company, J&T Private Equity Group Limited is obliged to prepare audited consolidated financial statements in accordance with IFRSs as adopted by the EU, however these financial statements have not yet been prepared and approved by the Board of Directors. The Company's parent has previously prepared audited consolidated financial statements for the years ended 31 December 2014-2020.

In addition, the Company's parent is in the process of the preparation of audited consolidated financial statements for the year ended 31 December 2021 and these consolidated financial statements are expected to be issued by the Board of Directors within a reasonably short period after the issuance of the separate financial statements, not exceeding the Company's legal/regulatory timeframe obligations.

### 31. Contingent liabilities

The Company had no contingent liabilities as at 31 December 2021.

# J&T SECURITIES MANAGEMENT PLC

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## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2021

### 32. Commitments

The Company had no capital or other commitments as at 31 December 2021 except from the following.

(i) On 20 November 2018, the Company ("Pledgor") concluded an Agreement on Pledge of Shareholding Interest with a third party ("Pledgee") according to which the Company has established a Pledge for the shares held in Red Stone Now s.r.o. in favour of the Pledgee to secure the receivable of the Pledgee under the Loan Agreement dated 11 November 2018 (initial amount CZK 50.000.000).

(ii) On 30 December 2020, the Company ("Seller") entered into a Call and Put Option Agreement with J&T Private Equity Group Limited ("JTPEG", "Purchaser") according to which, JTPEG shall have the right to purchase the shares that the Company has in its ownership, which consist of 6.024.022 ordinary shares of nominal value of €1,00 per piece, issued by Best Hotel Properties a.s.. The remuneration for the exercise of the Put Option or the Call Option shall be €10.060.116,74, which shall be payable within two months following the exercise date. The exercise date shall be the day of delivery of the Call Option or the Put Option Notice. The Call and Put Option Period starts from the date of the signing of this Agreement and ends on 30 December 2021.

On 30 December 2021, the Company entered into an Amendment No.1 to the Call and Put Option Agreement concluded on 30 December 2020 with J&T Private Equity Group Limited ("JTPEG") according to which, the Call and Put Option Period is extended until 31 December 2022 (inclusive). In the case when JTPEG exercises the Call Option the right of the Company to exercise the Put Option ceases to exist.

(iii) On 26 January 2021, the Company ("Pledgor 2") entered into an Agreement on the establishment of a lien on shares with a third party ("Pledgee") and an individual ("Pledgor 1") for the proper fulfilment of the Secured Receivables of the Pledgee against the Debtor, Red Stone Now SK a.s., which result from the Loan Agreement signed between the Pledgee as the Creditor and the Debtor. The initial credit provided amounts to €2.000.000 and the total 99 shares held by the Company and the total 100 shares held by Pledgor 1 are pledged.

(iv) On 20 April 2021, the Company ("Seller") entered into a Call and Put Option Agreement with J&T Private Equity Group Limited ("JTPEG", "Purchaser") according to which, JTPEG shall have the right to purchase the shares that the Company has in its ownership, which consist of 119 ordinary shares of total nominal value of CZK 119.000.000, issued by J&T Investment Pool -I- CZK, a.s. The remuneration for the exercise of the Put Option or the Call Option shall be the actual market price of the shares as of the day of exercise, which shall be payable within one year following the exercise date. The remuneration shall bear interest in the amount of 10% per annum from the exercise date until settlement date.

The exercise date shall be the day of delivery of the Call Option or the Put Option Notice. The Call and Put Option Period starts from the date of the signing of this Agreement and ends on 31 December 2022.

(v) On 20 April 2021, the Company ("Seller") entered into a Call and Put Option Agreement with J&T Private Equity Group Limited ("JTPEG", "Purchaser") according to which, JTPEG shall have the right to purchase the shares that the Company has in its ownership, which consist of 40 ordinary shares of total nominal value of €1.327.760, issued by J&T Investment Pool -I- SKK, a.s. The remuneration for the exercise of the Put Option or the Call Option shall be the actual market price of the shares as of the day of exercise, which shall be payable within one year following the exercise date. The remuneration shall bear interest in the amount of 10% per annum from the exercise date until settlement date.

The exercise date shall be the day of delivery of the Call Option or the Put Option Notice. The Call and Put Option Period starts from the date of the signing of this Agreement and ends on 31 December 2022.

### 33. Events after the reporting period

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

# J&T SECURITIES MANAGEMENT PLC

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## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2021

### 33. Events after the reporting period (continued)

On 20 January 2022, the Company ("Buyer") entered into an Agreement on purchase of securities with Neruna Ltd ("Seller") for the acquisition of 174 pieces of ordinary shares in J&T Investment Pool - I - CZK, a.s. ("Issuer") for a purchase price of CZK 843.887.298, which will bear interest from 20 January 2022 at the rate of 2,5% per annum. The purchase price is payable within forty five working days from the signing of this Agreement. The purchased shares represent 34,8% of the registered capital of the Issuer. The purchase price together with interest were settled on 2 March 2022.

On 20 January 2022, the Company ("Buyer") entered into a Securities Purchase Agreement with Neruna Ltd ("Seller") for the acquisition of 63 pieces of ordinary shares in J&T Investment Pool - I - SKK, a.s. ("Issuer") for a purchase price of €10.260.495, which will bear interest from 20 January 2022 at the rate of 2,5% per annum. The purchase price is payable within forty five working days from the signing of this Agreement. The purchase price together with interest were settled on 2 March 2022.

On 11 February 2022, the Company ("Creditor") entered into a Loan Contract No.49/JSML/2022/JTPE with J&T Private Equity B.V. ("Debtor"), for the granting of a loan in the amount of €14.900.000, which bears interest at the rate of 5,30% per annum and is repayable until 17 December 2022. The repayment of the interest shall be done according to the provisions of the Contract.

On 18 February 2022, the Company requested for an establishment of a Deposit Account with Notice period of 1 day. The amount of the initial deposit transferred to the account of the Company is CZK 1.000.000.000 and bears interest at the rate of 3,5% per annum. As from 7 April 2022, the Deposit Account bears interest at the rate of 4,20% per annum.

On 7 March 2022, the interest payments relating to the fixed rate debentures issued on 6 March 2020, were made.

On 31 March 2022, the Company ("Buyer") entered into an Agreement on Purchase of Securities with J&T Private Equity Group Limited ("Seller") for the acquisition of 60.548.395 pieces of investments shares in J&T Arch Investments SICAV, a.s., sub-fund of J&T Arch Invest. - rustova EUR, a.s. in one or several transactions, which shall occur until 31 May 2022, for the purchase price of €70.054.493,02. Under the present Agreement, the Company acquires 16.000.000 pieces for the purchase price of €18.512.000, settled on the same day. The remaining part of the purchase price is payable based on the Notice of the Seller within 5 days from the delivery of the Notice to the Company in the amount equal to €1,157 for one share multiplied by the amount of the transferred securities.

Per the Notice of transfer of the Securities under Agreement on purchase of Securities signed on 1 April 2022, 8.548.395 pieces will be transferred to the Company within five business days from the delivery of the Notice.

On 1 April 2022, the Company ("Buyer") entered into an Agreement on Purchase of Securities with J&T Private Equity Group Limited ("Seller") for the acquisition of 1.077.493.319 pieces of investments shares in J&T Arch Investments SICAV, a.s., sub-fund of J&T Arch Invest. - rustova CZK, a.s. in one or several transactions, which shall occur until 31 May 2022, for the purchase price of CZK 1.250.969.743,36. Under the present Agreement, the Company acquires 217.493.319 pieces for the purchase price of CZK 252.509.743,36, settled on the same day. The remaining part of the purchase price is payable based on the Notice of the Seller within 5 days from the delivery of the Notice to the Company in the amount equal to CZK1,161 for one share multiplied by the amount of the transferred securities.

On 19 April 2022, the interest payments relating to the fixed rate debentures JTSEC 6,25/18 were made.

# J&T SECURITIES MANAGEMENT PLC

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## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2021

### **33. Events after the reporting period (continued)**

With the recent and rapid development of the Coronavirus disease (COVID-19) outbreak, the world economy entered a period of unprecedented health care crisis that has already caused considerable global disruption in business activities and everyday life. Many countries have adopted extraordinary and economically costly containment measures. Certain countries have required companies to limit or even suspend normal business operations. Governments, including the Republic of Cyprus, have implemented restrictions on travelling as well as strict quarantine measures.

Industries such as tourism, hospitality and entertainment are expected to be directly disrupted significantly by these measures. Other industries such as manufacturing and financial services are expected to be indirectly affected and their results to also be negatively affected.

The financial effect of the current crisis on the global economy and overall business activities cannot be estimated with reasonable certainty at this stage, due to the pace at which the outbreak expands and the high level of uncertainties arising from the inability to reliably predict the outcome.

The event is considered as a non-adjusting event and is therefore not reflected in the recognition and measurement of the assets and liabilities in the financial statements as at 31 December 2021.

Management has considered the unique circumstances and the risk exposures of the Company and has concluded that they do not expect any substantial increase in its credit risk due to the measures being adopted in response to the COVID 19 pandemic. The event is not expected to have an immediate material impact on the business operations. Management will continue to monitor the situation closely and will assess the need for further adjustments in case the period of disruption becomes prolonged.

**Independent auditor's report on pages 5 to 8**

# J&T SECURITIES MANAGEMENT PLC

## DETAILED INCOME STATEMENT

Year ended 31 December 2021

	Page	2021 €	2020 €
<b>Revenue</b>			
Dividend income		<b>5.242.405</b>	2.845.442
Interest income		<b>1.113.344</b>	4.292.696
Loan interest income		<b>4.780.505</b>	2.655.849
Net gain on trading in financial instruments		<b>14.247.005</b>	3.533.444
Net fair value gains on financial assets at fair value through profit or loss		<b>21.402.313</b>	6.126.373
<b>Other operating income</b>			
Profit from share derivatives		<b>746.135</b>	3.771.881
Profit from sale of financial assets at fair value through other comprehensive income		<b>1.265</b>	1.210.923
Reversal of impairment - debt investments at fair value through other comprehensive income		<b>115.636</b>	609.911
Reversal of impairment - loans to related parties		<b>1.032.113</b>	22
Reversal of impairment - other receivables		<b>350.888</b>	-
Exchange profit		<b>17.030.314</b>	21.596.799
		<b>66.061.923</b>	46.643.340
<b>Operating expenses</b>			
Administration expenses	68	<b>(382.537)</b>	(251.501)
		<b>65.679.386</b>	46.391.839
<b>Other operating expenses</b>			
Loss from share derivatives		<b>(321.762)</b>	-
Broker commission and charges		<b>(389.801)</b>	(163.849)
Impairment charge - debt investments at fair value through other comprehensive income		<b>(258.938)</b>	-
Impairment charge - loans to related parties		<b>(494.140)</b>	(1.177.149)
Impairment charge - trade receivables		<b>(4.885)</b>	(350.888)
Loss from sale of financial assets at fair value through other comprehensive income		<b>(1.426.251)</b>	(1.155.066)
Loss from sales of financial assets at fair value through profit or loss		<b>(1.585.367)</b>	(194.077)
Fair value losses on financial assets at fair value through profit or loss		<b>(9.748.674)</b>	(11.794.490)
		<b>51.449.568</b>	31.556.320
<b>Operating profit</b>		<b>51.449.568</b>	31.556.320
Finance costs	69	<b>(26.474.660)</b>	(30.682.958)
<b>Net profit for the year before tax</b>		<b>24.974.908</b>	873.362

# J&T SECURITIES MANAGEMENT PLC

## OTHER OPERATING EXPENSES

Year ended 31 December 2021

	2021 €	2020 €
<b>Administration expenses</b>		
Directors' remuneration	<b>800</b>	-
Staff salaries	<b>500</b>	-
Social security costs	<b>130</b>	-
Social cohesion fund	<b>26</b>	-
Rent	<b>357</b>	-
Municipality taxes	<b>250</b>	200
Annual levy	<b>350</b>	350
Insurance	<b>38</b>	-
Courier expenses	<b>1.088</b>	985
Certification and legalisation expenses	<b>9.759</b>	10.806
Auditors' remuneration for the statutory audit of annual accounts	<b>34.000</b>	28.500
Auditors' remuneration - prior years	<b>5.415</b>	4.275
Accounting fees	<b>61.881</b>	14.790
Other professional fees	<b>129.172</b>	108.983
Translation fees	<b>2.563</b>	2.176
Directors' fees	<b>952</b>	952
Legal and professional	<b>8.459</b>	6.327
Administration and fees for bonds	<b>126.797</b>	73.157
	<b><u>382.537</u></b>	<b><u>251.501</u></b>

# J&T SECURITIES MANAGEMENT PLC

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## FINANCE COSTS

Year ended 31 December 2021

	2021 €	2020 €
<b>Finance costs</b>		
<b>Interest expense</b>		
Loan interest	<b>839.369</b>	261.369
Bank overdraft interest	<b>808.119</b>	704.141
Loan interest on REPO agreements	<b>1.994.901</b>	700.340
Debenture interest	<b>6.825.172</b>	5.937.194
Interest on taxes	-	567
<b>Sundry finance expenses</b>		
Bank charges	<b>16.153</b>	15.100
<b>Net foreign exchange losses</b>		
Realised foreign exchange loss	<b>8.423.001</b>	13.855.617
Unrealised foreign exchange loss	<b>7.567.945</b>	9.208.630
	<b><u>26.474.660</u></b>	<b><u>30.682.958</u></b>

# J&T SECURITIES MANAGEMENT PLC

## COMPUTATION OF CORPORATION TAX

Year ended 31 December 2021

	Page	€	€
Net profit per income statement	67		24.974.908
<b>Add:</b>			
Broker commission and charges		389.801	
Loss from sale of financial assets at fair value through other comprehensive income		1.426.251	
Loss from sales of financial assets at fair value through profit or loss		1.585.367	
Fair value losses on financial assets at fair value through profit or loss		9.748.674	
Impairment charge - loans to related parties		494.140	
Impairment charge - trade receivables		4.885	
Impairment charge - debt investments at fair value through other comprehensive income		258.938	
Realised foreign exchange loss		8.423.001	
Unrealised foreign exchange loss		7.567.945	
Annual levy		350	
Non-allowable interest		6.260.183	
Deemed interest on loans receivable		56.798	
		<u>36.216.333</u>	
			<u>61.191.241</u>
<b>Less:</b>			
Profit from share derivatives		746.135	
Profit from sale of financial assets at fair value through other comprehensive income		1.265	
Profit from sale of financial assets at fair value through profit or loss		14.247.005	
Fair value gains on financial assets at fair value through profit or loss		21.402.313	
Reversal of impairment - debt investments at fair value through other comprehensive income		115.636	
Reversal of impairment - loans to related parties		1.032.113	
Reversal of impairment - other receivables		350.888	
Dividends received		5.242.405	
Realised foreign exchange profit		10.413.735	
Unrealised foreign exchange profit		6.616.579	
		<u>(60.168.074)</u>	
<b>Chargeable income for the year</b>			<u><u>1.023.167</u></u>

### Calculation of corporation tax

	Income €	Rate %	Total € c
<b>Tax at normal rates:</b>			
Chargeable income as above	<u>1.023.167</u>	12,50	127.895,88
Tax paid provisionally	<u>688.000</u>		<u>(86.000,00)</u>
			41.895,88
10% additional charge			<u>4.189,59</u>
<b>TAX PAYABLE</b>			<u><u>46.085,47</u></u>



# **J&T SECURITIES MANAGEMENT PLC**

**Klimentos, 41-43**

**Klimentos Tower, 1st floor, Flat/Office 18**

**1061, Nicosia**

**Cyprus**

KPSA

CHARTERED ACCOUNTANTS

15 Themistokli Dervi Street

1st floor, P.O. Box 27040

1641, Nicosia

Cyprus

27 April 2022

## **Management representation letter for the audit of the year ended 31 December 2021**

Dear Sirs

This representation letter is provided in connection with your audit of the financial statements of J&T Securities Management Plc (the "Company") for the year ended 31 December 2021 for the purpose of expressing an opinion as to whether the financial statements give a true and fair view of the financial position of the Company as at 31 December 2021, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union and the requirements of the Cyprus Companies Law, Cap. 113.

By a resolution of the Board of Directors, passed today, we are directed to confirm to you, in respect of the financial statements of the Company for the year ended 31 December 2021, the following:

We confirm that, to the best of our knowledge and belief and having made appropriate inquiries of other Directors and officials and staff of the Company as we considered necessary for the purpose of appropriately informing ourselves, that we can make the following representations to you.

We acknowledge our legal responsibilities regarding disclosure of information to you as auditors and confirm that so far as we are aware, there is no relevant audit information needed by you in connection with preparing your audit report of which you are unaware. Each Director has taken all the steps that he/she ought to have taken as a Director in order to make himself/herself aware of any relevant audit information and to establish that you are aware of that information.

### **I. Financial statements**

- 1) We have fulfilled our responsibilities, as set out in the terms of the audit engagement letter dated 23 February 2022, for the preparation of the financial statements in accordance with IFRSs as adopted by the EU and the requirements of the Cyprus Companies Law, Cap. 113, which give a true and fair view in accordance therewith, and for making accurate representations to you. We further confirm that we have reviewed and approved the financial statements.
- 2) All transactions undertaken by the Company have been properly reflected in the accounting records and the financial statements.
- 3) We confirm that we have reviewed the Company's accounting policies and estimation techniques and, having regard to the possible alternative policies and techniques, the accounting policies and estimation techniques selected for use in the preparation of the financial statements are the most appropriate to give a true and fair view for the Company's particular circumstances, as required by International Accounting Standard IAS1: Presentation of financial statements.
- 4) Significant assumptions used by us in making accounting estimates, including those measured at fair value, are reasonable.
- 5) Related party relationships and transactions have been appropriately accounted for and disclosed in accordance with the requirements of IFRSs as adopted by the EU.

## **6) Litigation and claims**

- i) We confirm that all known, actual or possible litigation and claims whose effects should be considered when preparing the financial statements have been disclosed to you and have been appropriately accounted for and disclosed in the financial statements in accordance with IFRSs as adopted by the EU.
- ii) We are not aware of any pending or threatened litigation, proceedings, hearing or claims negotiations, which may result in significant loss to the Company.

## **7) Events after the reporting period**

All events subsequent to the date of the financial statements and for which IFRSs as adopted by the EU require adjustment or disclosure have been adjusted or disclosed in the financial statements. Other than as described in the financial statements, there have been no circumstances or events subsequent to the period end, which require adjustment of or disclosure in the financial statements or in the notes thereto.

## **8) Uncorrected misstatements**

We confirm that the financial statements are free of material misstatements, including omissions. We believe that the effects of uncorrected misstatements identified during the audit are immaterial, both individually and in the aggregate, to the financial statements as a whole.

## **9) Going concern**

We confirm that, having considered our future expectations and intentions for the next twelve months, and the availability of working capital, the Company is a going concern. We further confirm that the disclosures in the accounting policies are an accurate reflection of the reasons for our consideration that the financial statements should be drawn up on a going concern basis.

## **II. Information provided**

### **10) Accounting records**

- i) All the accounting records have been made available to you for the purpose of your audit and all the transactions undertaken have been properly reflected and recorded in the accounting records. All other records and related information which have requested by you for the purpose of the audit, including minutes of Directors, shareholders and relevant management meetings, have been made available to you and no such information has been withheld. We have also provided unrestricted access to persons within the Company from whom you determined it necessary to obtain audit evidence.

### **11) Related parties**

We confirm that the ultimate controlling parties of the Company are Mr. Patrik Tkac (19,9%, Slovak Republic (SK)), Mr. Jozef Tkac (9,9%, SK), Mr. Ivan Jakobovic (9,9%, Monaco), Mr. Igor Rattaj (9,9%, SK), Mr. Peter Korbacka (9,9%, SK), Mr. Martin Fedor (9,9%, SK), Dr. Jarmila Janosova (10,35%, Cyprus), Mr. Milos Badida (10,35%, Czech Republic (CR)) and Mr. Dusan Palcr (9,9%, CR) (through J&T Private Equity Group Limited) [[up to 29 December 2021]] and (1) Mr. Patrik Tkac (4,95%), (2) Mr. Jozef Tkac (4,95%), (3) Mr. Ivan Jakobovic (24,96%), (4) Mr. Igor Rattaj (9,9%), (5) Mr. Peter Korbacka (9,9%), (6) Mr. Martin Fedor (9,9%), (7) Dr. Jarmila Janosova (12,77%), and (8) Mr. Milos Badida (12,77%), and (9) Mr. Dusan Palcr (9,9%) [[as from 29 December 2021]], that we have disclosed to you the identity of the Company's related parties and all the related party relationships and transactions of which we are aware. We also confirm that we have appropriately accounted for and disclosed in the financial statements all related party transactions relevant to the Company and that we are not aware of any other such matters required to be disclosed in the financial statements under International Accounting Standard 24 'Related Party Disclosures'.

### **12) Fraud**

- i) We acknowledge as Directors that we are responsible for the design, implementation and maintenance of internal controls to prevent and detect fraud and error.
- ii) We have disclosed to you the results of our assessment of the risk that the financial statements may be materially misstated as a result of fraud.

- iii) We have disclosed to you all information relating to any fraud or suspected fraud known to us that may have affected the Company (regardless of the source or form and including, without limitation, allegations by "whistle-blowers"), and involves Management, employees who have significant roles in internal control or others where fraud could have a material effect on the financial statements. We have also disclosed any allegations of fraud or suspected fraud communicated by employees, former employees, analysts, regulators or others, that could affect the Company's financial statements.

### **13) Laws and regulations**

- i) We confirm that we are not aware of any instances of actual or potential breaches of or non-compliance with laws and regulations that are central to the Company's ability to conduct its business or that could have a material effect on the financial statements.
- ii) We confirm that we are not aware of any irregularities, or allegations of irregularities including fraud, involving management or employees who have a significant role in the accounting and internal control systems, or that could have a material effect on the financial statements.

### **14) Contractual arrangements/agreements**

- i) All contractual arrangements entered into by the Company with third parties have been properly reflected in the accounting records or, where material (or potentially material) to the financial statements, have been disclosed to you.
  - ii) The Company has complied with all aspects of contractual agreements that could have a material effect on the financial statements in the event of non-compliance.
  - iii) There are no other agreements not in the ordinary course of business.
- 15) The Company has satisfactory title to all assets and there are no liens or encumbrances on the Company's assets, except for those disclosed in the financial statements.

### **16) Investments**

We have disclosed to you our plans regarding long term investments (investments in subsidiary undertakings, associate undertaking and investments at fair value through other comprehensive income) that are material to the financial statements, in particular whether the Company has the ability to continue to hold the investments on a long-term basis.

We confirm that we have conducted an appropriate assessment of whether or not there was any indication that (investments in subsidiary undertakings, associate undertaking and investments at fair value through other comprehensive income) may be impaired. Our assessment did not reveal any impairment indications.

## **III. Other representations**

### **Assets and liabilities**

- 17) We have no plans or intentions that may materially alter the carrying value or classification of assets and liabilities reflected in the financial statements.
- 18) In our opinion on realization in the ordinary course of business, the current assets in statement of financial position are expected to produce no less than the carrying amounts at which they are stated.
- 19) Details of all financial instruments, including derivatives, entered into during the year have been made available to you. Any such instruments open at the year-end have been properly valued and that valuation incorporated into the financial statements. When appropriate, open positions in off-balance sheet financial instruments have also been properly disclosed in the financial statements.

## 20) Provisions

- i) Full provision has been made for all liabilities at the reporting date including guarantees, commitments and contingencies where the items are expected to result in significant loss to the Company. Other such items, where in our opinion provision is unnecessary, have been appropriately disclosed in the financial statements.

## Disclosures

- 21) We have recorded or disclosed, as appropriate, all capital stock repurchase options or agreements, and capital stock reserved for options, warrants, conversions and other requirements.
- 22) We have recorded or disclosed, as appropriate, all arrangements with financial institutions involving compensating balances or other arrangements involving restrictions on cash balances and lines of credit or similar arrangements.
- 23) We have recorded or disclosed, as appropriate, all liabilities, both actual and contingent, and have disclosed in the notes to the financial statements all guarantees that we have given to third parties, including oral guarantees made by the Company on behalf of an affiliate, Director, officer or any other third party.
- 24) There are no other liabilities that are required to be recognised and no other contingent assets or contingent liabilities that are required to be disclosed in the financial statements in accordance with IAS 37 Provisions, Contingent Liabilities and Contingent Assets, including liabilities or contingent liabilities arising from illegal or possible illegal acts.

## 25) Information for IFRS 9 Implementation

Probability of Default (PD): Documentation supporting the rates used for Other countries etc.

We confirm the following information provided by Martina Konecna (accountant):

(i) As you can see in the document 2016 TS (PD), the matrix "2016 One-Year Alphanumeric Rating Migration Rates" was used for the calculation of PD.

The PDs TTC (through-the-cycle) were obtained on the basis of the Moody's document for the year. But you will not see exactly PD = 3,381% in any document, because this value was calculated using more than one matrix and data ratings (Exhibit 28, Exhibit 31, etc.).

We did not use the value of PD 3,81%. The value of PD for Other Countries is 3,381%, but you will not find it exactly. As mentioned in the e-mail of Martina Konecna, this value was calculated using more than one matrix and data ratings. The exact procedure of calculation is not available for group purpose (only for bank, i.e. J&T Banka, a.s.).

Therefore, you can use the PD of 3,381% for Other Countries as part of the IFRS 9 Implementation calculations / spreadsheets.

## 26) Preparation of tax computations

We confirm that the tax computation provided as part of the audit, has been carried out by Management.

In carrying out the tax computation, we have performed the following work:

- (i) Analysed and carried out the tax calculations for compliance with the relevant laws and regulations
- (ii) Ensured the consistency with prior years treatment
- (iii) Confirmed which loans constitute back to back loans, the interest income of which was taxed based on the minimum margin rules
- (iv) Calculated the part of the interest resulting from the debentures that could be allowed for tax purposes.
- (v) Assessed the interest of the loans relating to trading in reports as fully allowable since these loans are not connected with any securities whilst accepting the risk of any further investigation and questioning about the treatment of the disallowed interest by the Cyprus Tax Authorities (CTA)
- (vi) Reviewed the latest transfer pricing study prepared for the Company and assessed whether (1) it is still valid for the year and (2) the tax margins used by the Company for the back to back loans are still within the range.

## **27) Acceptance of risk relating to Tax**

We confirm that Repo loans with shares TMR, BHP, CEZ, O2 and J&T Investments, sub-fund do not have connection with financing shares, but the goal is to receive the loan and to provide it with better interest conditions in order to realise some interest profit on company (interest spread). This is interpreted to mean that these loans should absolutely be noted as back to back.

In addition, from another point of view, we confirm that there were no trades with shares, because there is agreed interest rate on it and the Company still has the voting rights in general meeting and also the dividends belong to the Company. The shares bring only some kind of safety to the clients but this is totally immaterial and the value of those shares does not belong to real-market value of shares. In our view, it is basic loan with interest rate, where shares are only as pledge.

On the other hand, we confirm that you can see the opposite side of these loans, loans provided to JTPE – to finance the structure where is exact interest rate calculated from loans received and all cost belong to these loans and Company profit (interest spread).

Based on our view explained and confirmed above, we believe that part of the interest relating to Repo loans for year 2014 (except from Repo interest relating to Repo loans outstanding on 31 December 2013 and closed during 2014) relates to loans receivable and for this reason, we believe that this part of interest payable is allowable for tax purposes and has been calculated as such in the Corporation Tax computation for years 2014-2021.

Therefore, should the Cyprus Tax Authorities have a different view during the review and examination of the Income Tax Return (IR.4) of the Company for years 2014-2021, and add back all interest for Repo loans, we accept this risk in finalising the audit of 2021 (also accepted in finalising the audit of 2014-2020) in relation to the estimate of Corporation Tax for years 2014-2021.

Therefore, we are solely responsible and accept this responsibility for the estimate of tax for years 2014-2021.

Loans receivable from J&T Private Equity B.V. – Market Interest rate

During the years 2020 and 2021, the Company granted eight loans to J&T Private Equity B.V. that all bear interest at the rate of 0,80% per annum.

We confirm that this interest rate is considered a market rate based on the "Declared Interest Rates" of J&T Banka, a.s. Therefore, should the Cyprus Tax Authorities (CTA) have a different view of whether the rate is a market rate, we accept the risk of finalising the audit of the year 2020 and 2021.

In addition, we confirm that we will cooperate with you in order to resolve the issue with CTA and if any additional tax liability arises, we shall pay it accordingly

## **28) Taxation**

We have provided you with all information related to all significant income tax uncertainties of which we are aware. We have also provided you with access to all opinions and analyses that relate to positions we have taken in regard to significant income tax matters.

## **29) Accounting estimates**

- i) We confirm that we have used appropriate measurement processes, including related assumptions and models, in determining the accounting estimate that are disclosed in the financial statements. We further confirm that measurement processes were consistently applied from year to year and that the assumptions appropriately reflect our intent and ability to carry out specific courses of action on behalf of the Company where relevant to the accounting estimates and disclosures.
- ii) We confirm that disclosures related to accounting estimates are complete and appropriate under the IFRSs adopted by the EU.
- iii) We confirm that no adjustments are required to be made to the accounting estimates and disclosures included in the financial statements as a result of subsequent events.
- iv) We believe the assumptions and techniques used by us are appropriate and that all fair value measurements are determined in accordance with IFRS 13.

### **30) Retirement benefits**

- i) All significant retirement benefits that the Company is committed to providing, including any arrangements that are statutory, contractual or implicit in the Company's actions, arising in Cyprus or overseas, whether funded or unfunded, approved or unapproved, have been identified and properly accounted for and/or disclosed.
- ii) All settlements and curtailments in respect of retirement benefit schemes have been identified and properly accounted for.

### **31) Functional Currency**

We have considered which currency is the currency of the primary economic environment in which the Company operates (the "functional currency"). In making this assessment, we have used our judgment to determine the functional currency that most faithfully represents the underlying transactions, events and conditions of the Company. We have concluded that the functional currency of the Company is the Euro.

### **32) Financial Instruments**

We confirm that we have disclosed information relating to the Company's exposures to risks arising from financial instruments that is adequate to enable users to evaluate the nature and extent of those risks to which the Company is exposed at the end of the reporting period, in accordance with IFRS 7, including the exposures to risks and how they arise, our objectives, policies and procedures for managing the risks, the methods used to measure risks, and a summary of quantitative data about our exposure to risks. We confirm that:

- Significant concentrations of credit risk arising from all financial instruments and information about the collateral supporting such financial instruments have been appropriately disclosed in the financial statements. Further, the quantitative data disclosed are representative of the Company's exposure to risks arising from financial instruments during the period.
- There are no outflows of cash that could occur significantly earlier than indicated in the summary quantitative data about exposure to liquidity risk, or that could be for significantly different amounts from those included in that data.

- 33) We confirm that we have appropriately performed impairment testing in accordance with IAS 36 Impairment of Assets.

### **34) Transfer Pricing (TP) Study**

A TP Study has been prepared for the year ended 31 December 2020, based on which we confirm that the interest rates used on the back to back loans with related parties are market rates and no adjustments will be needed, as the minimum margin is taxed.

New back to back loans were granted during the year ended 31 December 2020, hence the results of the TP Study prepared for the year ended 31 December 2017, do not apply and the preparation of a new TP Study was necessary.

We confirm that following our review of the transfer pricing study prepared for the Company for the year 2020, the tax margins used by the Company for the back to back loans are correctly applied within the range.

Transfer Pricing (TP) Study 2020/2021

We confirm that a new TP Study for the year 2021 does not need to be prepared as even though the Company has a new back to back relationship with the subsidiary, J&T Private Equity B.V. (JTPE) (Company Debentures issued in 2018 with Loan Receivable no.46 from JTPE), the relationship starts and ends within the year and the margin is far above the minimum margin per the TP Study prepared for 2020.

### **35) Semi signed Agreements**

We confirm that the following Agreements,  
(i) Agreement on Purchase of Securities with J&T Private Equity Group Limited dated 31 March 2022,  
(ii) Agreement on Purchase of Securities with J&T Private Equity Group Limited dated 1 April 2022, and  
(iii) Notice of transfer of the Securities under Agreement on purchase of Securities with J&T Private Equity Group Limited dated 1 April 2022,  
which are currently not fully signed by all parties involved, will be fully signed in the current form.

We also confirm that once the fully signed Agreements are available, we shall provide them to you.

### **36) Transactions with Directors/officers**

Except as disclosed in the financial statements, no other transactions involving Directors, officers and others requiring disclosure in the financial statements under the Companies Law, Cap. 113 have been entered into.

Yours faithfully,  
For and on behalf of the Board of Directors of J&T Securities Management Plc

Jarmila Janosova  
Director

.....  
Baris John Nicolaides  
Director

.....  
Julius Zubor  
For and on behalf of BGS Director I Limited  
Director