

UNITED FINANCE P.L.C.

Condensed Interim Financial Statements
30 June 2018

For the period 1 January
2018 to 30 June 2018

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Directors' report

The directors present their report in terms of Chapter 5 of the Listing Rules issued by The Listing Authority, and in terms of the Prevention of Financial Markets Abuse Act 2005. The underlying accounting policies are the same as those adopted by United Finance p.l.c. (the 'Company') in its published annual report. The published figures have been extracted from the Company's unaudited accounts for the six months ended 30 June 2018, as approved by the Board of Directors on 24 August 2018 and are in accordance with accounting standards as adopted by the EU for interim financial statements.

Principal activities

The principal activity of the Company is to act as a finance company for the United Group of Companies (United Group), of which the Company is a member, principally by advancing amounts on loan to other group companies for investments and working capital requirements. The Company also holds investment property which it leases out to related and non-related parties. There has been no change in activities since the previous reporting year.

Review of the business

During the period under review, the Company registered a gross profit amounting to €190,430 (2017: €161,565). Revenue was primarily generated from interest on loans, bills of exchange and rental income, and amounted to €423,611 (2017: €394,226).

During the period, the Company registered a profit before tax amounting to €117,061 (2017: €87,486). The carrying amount of the equity investments held by the Company decreased by €3,681 (2017: increased by €27,718). After recognising change in fair value of investments in other comprehensive income, the total comprehensive profit for the period amounts to €85,960 (2017: €89,360).

Principal risks and uncertainties for the remaining six months of the financial year

The Company's principal activity is to act as a finance company for the United Group and to effectively and efficiently manage the financing requirements of the Group's working capital. In this context, the Company's trading prospects are dependent on the performance of the companies within the Group to which amounts have been advanced by the Company by way of loan. The business activities of the companies forming part of the United Group, of which the Company forms part, are all concentrated in and aimed at the Maltese market. While the business activities of such companies are diversified, the companies are exposed to risks of negative economic trends that may from time to time impact Malta.

In preparing these financial statements the directors of the Company have made reference to the cash flow forecast of the Group covering the years 2018 to 2023. The cash flow forecast assumes that the Group will continue to generate the required cash flows from its trading activities in the automotive, retail and property rental sectors.

In view of the fact that activities are monitored closely and that costs are in line with budgets, the directors believe that it remains appropriate to prepare the interim financial statements on a going concern basis. The financial statements however do not include any adjustments in the event that the forecast and assumptions do not materialise as planned.

Results and dividends

The condensed interim statement of comprehensive income is set out on page 6. The directors do not recommend the payment of an interim dividend for the period under review.

Directors' report - continued

Directors

The directors of the company who held office during the period were:

Carmen Gatt Baldacchino (Chairperson)
Edmund Gatt Baldacchino (Chief Executive Officer)
Simon Gatt Baldacchino
James Bonello
Joseph F.X. Zahra

The company's Articles of Association do not require any directors to retire.

Approved by the Board of Directors on 24 August 2018 and signed on its behalf by:



Carmen Gatt Baldacchino
Director



Edmund Gatt Baldacchino
Director

Registered office
GB Buildings
2nd Floor
28, Watar Street
Ta' Xbiex, XBX 1310
Malta

Statement pursuant to listing rule 5.75.3

I hereby confirm that to the best of my knowledge:

- the condensed interim financial statements give a true and fair view of the financial position of the Company as at 30 June 2018, as well as of the financial performance and cash flows for the said period, in accordance with International Financial Reporting Standards as adopted by the EU applicable to interim financial reporting (IAS 34: 'Interim Financial Reporting'); and
- the Interim Directors' Report includes a fair review of the information required in terms of Listing Rule 5.81.



Carmen Gatt Baldacchino
Director



Edmund Gatt Baldacchino
Director

24 August 2018



Independent auditor's report

To the Board of Directors of United Finance p.l.c.

Report on the Review of Condensed Interim Financial Statements for the period ended 30 June 2018

Introduction

We have reviewed the accompanying condensed statement of financial position of United Finance p.l.c. as at 30 June 2018, the related condensed income statement and statements of comprehensive income, changes in equity and cash flows for the six-month period then ended and the notes, comprising a summary of significant accounting policies and other explanatory notes ('the interim financial information'). The directors are responsible for the preparation and fair presentation of this interim financial information in accordance with International Financial Reporting Standards (IFRSs) as adopted by the EU applicable to interim financial reporting (International Accounting Standard 34 'Interim Financial Reporting'). Our responsibility is to express a conclusion on this interim financial information based on our review.

Scope of review

We conducted our review in accordance with International Standard on Review Engagements 2410, 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity'. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying condensed interim financial information is not prepared, in all material respects, in accordance with International Accounting Standard 34 'Interim Financial Reporting'.

Other matters

This report, including the conclusion, has been prepared for the Company and for no other purpose. We do not, in producing this report, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

PricewaterhouseCoopers

78 Mill Street
Qormi
Malta

A handwritten signature in blue ink, appearing to read 'Stephen Mamo', is written over the address text.

Stephen Mamo
Partner

24 August 2018

- a) The maintenance and integrity of the United Finance p.l.c. website is the responsibility of the directors of the Company; the work carried out by the auditors does not involve consideration of these matters and, accordingly, the auditors accept no responsibility for any changes that may have occurred to the condensed interim financial information since this was initially presented on the website.
- b) Legislation in Malta governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Condensed interim statement of financial position

	As at 30 June 2018	As at 31 December 2017
	€	€
ASSETS		
Non-current assets	11,361,696	10,611,514
Current assets	2,712,247	3,090,475
Total assets	14,073,943	13,701,989
EQUITY AND LIABILITIES		
Total equity	4,585,765	4,499,805
Non-current liabilities		
Interest bearing borrowings	8,377,590	8,367,808
Deferred tax liability	469,338	469,338
	8,846,928	8,837,146
Current liabilities	641,250	365,038
Total liabilities	9,488,178	9,202,184
Total equity and liabilities	14,073,943	13,701,989

The notes on pages 9 to 11 are an integral part of these condensed interim financial statements.

The condensed interim financial statements on pages 5 to 11 were authorised for issue by the board on 24 August, 2018 and were signed on its behalf by:



Carmen Gatt Baldacchino
Director



Edmund Gatt Baldacchino
Director

Condensed interim statement of comprehensive income

	Period from 1 January to 30 June 2018	Period from 1 January to 30 June 2017
	€	€
Investment and other related income	423,611	394,226
Interest payable and similar charges	(233,181)	(232,661)
Gross Profit	190,430	161,565
Administrative expenses	(73,369)	(74,079)
Profit before tax	117,061	87,486
Tax expense	(27,420)	(25,844)
Profit for the period	89,641	61,642
Other comprehensive income		
Net change in fair value of available-for sale financial assets	(3,681)	27,718
Total comprehensive Income/(loss) for the period	85,960	89,360
Earnings per share	0.04	0.03

The notes on pages 9 to 11 are an integral part of these condensed interim financial statements.

Condensed interim statement of changes in equity

	Share capital	Other reserves	Retained Earnings	Total
	€	€	€	€
Balance at 1 January 2017	2,329,373	1,707,898	447,829	4,485,100
Comprehensive income				
Profit for the period	-	-	61,642	61,642
Other comprehensive income:				
Profit from change in fair value of available-for-sale financial assets	-	27,718	-	27,718
Total comprehensive income	-	27,718	61,642	89,360
Balance at 30 June 2017	2,329,373	1,735,616	509,471	4,574,460
Balance at 1 January 2018 – as originally reported	2,329,373	1,678,815	491,617	4,499,805
Impact of changes in accounting policies - Adjustments on adoption of IFRS 9	-	-	(80,000)	(80,000)
Balance as at 1 January 2018 – as restated	2,329,373	1,678,815	411,617	4,419,805
Comprehensive income				
Profit for the period	-	-	89,641	89,641
Other comprehensive income:				
Loss from change in fair value of available-for-sale financial assets	-	(3,681)	-	(3,681)
Total comprehensive income	-	(3,681)	89,641	85,960
Balance at 30 June 2018	2,329,373	1,675,134	501,258	4,505,765

The notes on pages 9 to 11 are an integral part of these condensed interim financial statements.

Condensed interim statement of cash flows

	Period from 1 January to 30 June 2018	Period from 1 January to 30 June 2017
	€	€
Net cash generated from / (used in) operating activities	929,647	(694,023)
Net cash generated from investing activities	-	8,980
Net cash (used in) / generated from financing activities	(1,163,056)	136,944
Net movement in cash and cash equivalents	(233,409)	(548,099)
Cash and cash equivalents at the beginning of the period	831,319	1,070,493
Cash and cash equivalents at the end of the period	597,910	522,394

The notes on pages 9 to 11 are an integral part of these condensed interim financial statements.

Notes to the condensed interim financial statements

1. General information

United Finance p.l.c. ("the Company") is a limited liability company domiciled and incorporated in Malta.

The financial statements for the year ended 31 December 2017 are available upon request from the company's registered office at GB Buildings, 2nd Floor, 28, Watar Street, Ta' Xbiex, XBX1310, Malta. They are also available for viewing on its website at www.unitedgroup.com.mt.

This condensed interim financial information was approved for issue by the Board of Directors on 24 August 2018.

This condensed interim financial information has been reviewed, not audited, in accordance with the requirements of ISRE 2410 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity'.

2. Basis of preparation

The condensed interim financial information for the six-month period ended 30 June 2018 has been prepared in accordance with International Financial Reporting Standards as adopted by the EU applicable to interim financial reporting (international Accounting Standard 34, 'Interim Financial Reporting'. The condensed interim financial information should be read in conjunction with the annual financial statements for the year ended 31 December 2017, which have been prepared in accordance with IFRSs as adopted by the EU.

3. Summary of significant accounting policies

The accounting policies applied in the preparation of the condensed interim financial information are the same as those applied in the financial statements for the year ended 31 December 2017.

(a) Standards, interpretations and amendments to published standards effective in 2018

In 2018, the company adopted revised standards, amendments and interpretations to existing standards that are mandatory for the company's accounting period beginning on 1 January 2018. With the adoption of IFRS 9 'Financial Instruments' as from 1 January 2018, the Company reviewed its loans receivable from Group companies and in view of the entities' history, gearing ratios and reserves, it applied judgement in determining the appropriate expected credit loss provisions as a result of adoption of expected credit loss framework under IFRS 9, rather than the incurred loss impairment framework under IAS 39.

(b) Standards, interpretations and amendments to published standards that are not yet effective

Certain new standards, amendments and interpretations to existing standards which are mandatory for accounting periods beginning after 1 January 2018 have been published by the date of authorisation for issue of this financial information. The company's directors are of the opinion that there are no requirements that will have a possible significant impact on the company's financial statements in the period of initial application.

4. Financial risk management

The Company's financial risk management objectives and policies are consistent with those disclosed in the financial statements for the year ended 31 December 2017.

5. Critical accounting estimates and judgements

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

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

6. Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments has been identified as the board of directors that makes strategic decisions. The board of directors considers the Company to be made up of one segment, that is raising financial resources from capital markets to finance the operations and capital projects of the Company and the United Group. All the Company's revenue and expenses are generated in Malta and revenue is mainly earned from other companies forming part of the United Group, whilst rental income is derived from a mix of third party and group entity tenants.

7. Taxation

The tax charge for the period ended 30 June 2018 amounting to € 27,420 (2017: €25,844) has been provisionally determined using tax at 15% (Final Withholding Tax) on property rental income derived from non-related entities. At year-end, the company will determine the most beneficial tax rate, by either applying Final Withholding Tax on rental income or 35% on the profit net of rent maintenance allowance and after adding back disallowed maintenance costs.

8. Loans receivable

In the ordinary course of its business activities, the Company also advances funds to group companies. Such amounts are secured through pledges, guarantees and hypothecs on properties held by their respective companies.

9. Available-for-sale financial assets

The Company holds investments in equities that are quoted on the local stock exchange. During the period ended 30 June 2018, these investments registered a decrease in their fair value amounting to €3,681 which has been reflected in the fair value reserve.

10. Capital commitments

As at 30 June 2018, the Company did not have any capital commitments.

11. Interest-bearing borrowings

During October 2014, the Company embarked on a bond exchange programme for the issue of €8,500,000 5.3% Bonds redeemable on 7 November 2023. Interest on the Bonds is payable annually in arrears, on 6 November of each year. The next interest payment is due on 6 November 2018.

The Bonds constitute the general, direct, unconditional, unsecured, unsubordinated obligations of the Company, and rank equally without any priority or preference with all other present and future unsecured and unsubordinated obligations of the Company.

12. Contingent liabilities

No events occurred since 31 December 2017 that require disclosure of any contingent liabilities as at 30 June 2018.

13. Related parties

The companies forming part of the United Group are considered by the directors to be related parties as these companies are ultimately owned by the Gatt Baldacchino Family.

The Company is a subsidiary of United Group Limited, the registered office of which is situated at GB Buildings, Watar Street, Ta' Xbiex, Malta.

United Group Limited prepares the consolidated financial statements of the Group, of which United Finance p.l.c. forms part. These financial statements are filed and available for public inspection at the Registrar of Companies in Malta.

The following transactions were carried out with related parties:

	30 June 2018	30 June 2017
	€	€
Income		
Interest receivable:		
Loans advanced to group companies	190,879	182,714
Rental income from operating lease to group company	16,662	16,000
	35,000	35,000
Expenditure		
Management fee charged by group company	35,000	35,000
	35,000	35,000

Non-current receivables at 30 June 2018 include loans advanced to related companies amounting to €6,232,695 (31 December 2017: €5,478,831). Such amounts are secured over assets of the respective group companies. Current assets at 30 June 2018 include loans advanced to related companies falling due in less than one year amounting to €944,907 (31 December 2017: €535,715). Such amounts are secured over assets of the respective group companies.

Current assets also include current account balances with related parties at 30 June 2018 amounting to €1,058,995 (31 December 2017: €1,622,891). Such amounts are unsecured.

14. Subsequent events

There were no material events which occurred subsequent to the balance sheet date.

