

SANTUMAS SHAREHOLDINGS PLC

**Interim Report and
Interim Condensed Financial Statements (unaudited)**

31 October 2020

SANTUMAS SHAREHOLDINGS PLC
Interim Report and Interim Condensed Financial Statements (unaudited)
for the six-month period ended 31 October 2020

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INTERIM DIRECTORS' REPORT

This interim report is published in terms of Chapter 5 of the Listing rules as prescribed by the Listing Authority in accordance with the provisions of the Financial Markets Act, 1990.

The interim condensed financial statements have been extracted from the Company's unaudited accounts for the six months ended 31 October 2020 and its comparative period in 2019. The comparative Statement of Financial Position has been extracted from the audited financial statements as at 30 April 2020. The interim condensed financial statements have been prepared in accordance with International Accounting Standard (IAS) 34 'Interim Financial Reporting' issued by the IASB and adopted by the EU. In terms of Listing Rule 5.75.5, the Directors state that the half yearly financial report has not been audited or reviewed by the Company's independent auditor.

Principal Activity

The principal activity during the six months continued to be the carrying out of investment activities in the form of a listed Property Company. Maintenance and administration of a relatively large ground rent holding and the active management of a diversified local equity and bond portfolio, in conjunction with the sourcing of suitable properties to be held for their rental yield and appreciation potential continue to form the essence of the Company's operations.

Results

The results for six months inevitably reflect the negative fall out of the COVID-19 pandemic. Although impossible to know with certainty when the situation will return to normal the Company nevertheless retains a strong balance sheet with no borrowings, a strong asset base and healthy cash holdings.

The interim condensed Statement of Comprehensive Income is set out on page 5.

The loss before tax for the six-month period to 31 October 2020 was EUR718,247 as compared to a profit before tax of EUR73,607 for the corresponding period in 2019. There was a tax charge for the six months of EUR24,298 (2019: EUR134,750). This resulted in a loss after tax for the six-month period to 31 October 2020 of EUR742,545 as against a loss after tax of EUR61,143 generated during the comparative period.

Portfolio

The period under review has seen a negative fair value movement of EUR813,336 as compared to a negative fair value movement of EUR287,343 for the corresponding period last year. As the portfolio is made up in the main of companies listed on the Malta Stock Exchange the appreciation or otherwise of the share price of such companies, particularly the large capitalised stocks, directly effects the performance of the portfolio and the negative fair value movement is a direct reflection of this.

Dividend income for the period decreased from EUR378,474 to EUR34,660, whilst the overall revenue decreased to negative EUR643,847 as compared to positive EUR142,222 for the corresponding period.

Net asset value

At 31 October 2020 the Net Asset Value per share of the Company stood at EUR1.421 compared to EUR1.523 as at 30 April 2020. The Net Asset Value has been calculated using the same methodology used to calculate the Earnings per Share.

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DIRECTORS' REPORT - continued

Net asset value- continued

Principal Risks

The principal risks and uncertainties for the remaining six months remain the same as those disclosed in the Directors Report for the financial year ended 30 April 2020.

The Directors' report was approved by the Board of Directors and signed on its behalf by:



Mr. Anthony P. Demajo
Company Chairman



Mr. Mario P. Galea
Director

21 December 2020

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INTERIM CONDENSED STATEMENT OF COMPREHENSIVE INCOME

	Note	Six months to 31 October 2020 (unaudited) EUR	Six months to 31 October 2019 (unaudited) EUR
REVENUE			
Investment income	4	169,489	429,565
Decrease in fair value of financial assets	6	(813,336)	(287,343)
Total revenue		(643,847)	142,222
EXPENSES			
Administrative expenses		(74,400)	(68,615)
Total expenses		(74,400)	(68,615)
(Loss)/Profit before tax		(718,247)	73,607
Income tax expense		(24,298)	(134,750)
Loss for the period		(742,545)	(61,143)
Total comprehensive loss for the period		(742,545)	(61,143)
Loss per share		(0.102)	(0.008)

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INTERIM CONDENSED STATEMENT OF FINANCIAL POSITION

	Note	31 October 2020 (unaudited) EUR	30 April 2020 (audited) EUR
ASSETS			
Non-current assets			
Investment properties	5	4,876,827	4,850,029
Property, plant and equipment		157,893	161,808
Financial assets at fair value through profit or loss	6	5,499,856	6,313,194
		10,534,576	11,325,031
Current assets			
Receivables		49,570	61,384
Cash at bank		542,801	452,945
		592,371	514,329
TOTAL ASSETS		11,126,947	11,839,360
EQUITY AND LIABILITIES			
Capital and reserves			
Issued capital		2,011,384	2,011,384
Share premium		262,746	262,746
Revaluation reserve		128,083	130,993
Other reserves		4,407,344	4,594,183
Retained earnings		3,584,202	4,136,998
Total Equity		10,393,759	11,136,304
Non-current liabilities			
Deferred tax liability		487,609	487,127
Current liabilities			
Payables		218,966	199,627
Income tax payable		26,613	16,302
		245,579	215,929
Total liabilities		733,188	703,056
TOTAL EQUITY AND LIABILITIES		11,126,947	11,839,360
Net asset value per share		1.421	1.523

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INTERIM CONDENSED STATEMENT OF CHANGES IN EQUITY

	Issued capital EUR	Share premium EUR	Revaluation reserve EUR	Other reserves EUR	Retained earnings EUR	Total EUR
FINANCIAL PERIOD ENDED						
31 October 2020 (unaudited)						
At 1 May 2020	2,011,384	262,746	130,993	4,594,183	4,136,998	11,136,304
Total comprehensive loss for the period	-	-	-	-	(742,545)	(742,545)
Increase in unrealised losses on financial assets	-	-	-	(187,128)	187,128	-
Bonus Issue	-	-	-	-	-	-
Depreciation transfer for land and buildings, net of deferred tax	-	-	(2,910)	-	2,910	-
Fair value increase of ground rent, net of deferred tax	-	-	-	289	(289)	-
Financial period ended at 31 October 2020	2,011,384	262,746	128,083	4,407,344	3,584,202	10,393,759
FINANCIAL PERIOD ENDED						
31 October 2019 (unaudited)						
At 1 May 2019	1,828,526	262,746	134,687	5,144,930	4,590,628	11,961,517
Total comprehensive loss for the period	-	-	-	-	(61,143)	(61,143)
Increase in unrealised losses on financial assets	-	-	-	(95,310)	95,310	-
Bonus Issue	182,858	-	-	-	(182,858)	-
Depreciation transfer for land and buildings, net of deferred tax	-	-	(2,018)	-	2,018	-
Fair value increase of ground rent, net of deferred tax	-	-	-	-	-	-
Financial period ended at 31 October 2019	2,011,384	262,746	132,669	5,049,620	4,443,955	11,900,374

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INTERIM CONDENSED STATEMENT OF CASH FLOWS

	Six months to 31 October 2020 (unaudited) EUR	Six months to 31 October 2019 (unaudited) EUR
Operating activities		
(Loss)/Profit before taxation	(718,247)	73,607
Adjustments for:		
Depreciation of property, plant and equipment	3,915	2,577
Decrease in fair value of financial assets	813,336	287,343
Gain on disposal of financial asset	-	(13,902)
Interest income	(11,189)	(13,190)
Dividend income	(34,660)	(378,474)
Working capital adjustments:		
Decrease/(increase) in receivables	12,927	(129,090)
Increase in payables	19,341	10,010
Income tax paid	(13,505)	6,777
Interest income received	10,076	13,315
Dividend income received	34,660	249,283
Net cash flows generated from operating activities	116,654	108,256
Investing activities		
Purchase of financial assets	-	(450,623)
Disposal and maturities of financial assets	-	371,658
Additions to investment property	26,798	-
Net cash flows (used in) investing activities	(26,798)	(78,965)
Net increase in cash and cash equivalents	89,856	29,291
Cash and cash equivalents at 1 May	452,945	412,906
Cash and cash equivalents at 31 October	542,801	442,197

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NOTES TO THE INTERIM CONDENSED FINANCIAL STATEMENTS

1. CORPORATE INFORMATION

Santumás Shareholdings plc is a public limited company incorporated and domiciled in Malta whose shares are publicly traded.

On 9 October 2014, the Company has surrendered its license as a collective investment scheme (CIS) and de-listed its shares on the Malta Stock Exchange as a CIS. On the same date, Santumas Shareholdings plc was admitted to listing on the Malta Stock Exchange as a Property Company.

2. BASIS OF PREPARATION

The unaudited interim condensed financial statements have been prepared in accordance with IAS 34 *Interim Financial Reporting* issued by the IASB and adopted by the EU.

The interim condensed financial statements do not include all the information and disclosure required in the annual financial statements and should be read in conjunction with the financial statements as at and for the year ended 30 April 2020.

Going Concern

These interim financial statements have been prepared on a going concern basis, which assumes that the company will continue in existence for the foreseeable future.

Covid-19 Impact

The Company's Directors have concluded that Covid-19, albeit it affected the operations of the company, does not impact the going concern of the company given the equity and underlying strength of its asset holdings.

To date the Company's property portfolio has escaped relatively unscathed however, should the crisis prolong itself it is likely that the value of the property holdings will suffer. The recovery of the equity portfolio is also dependent on the Covid-19 situation which is an unprecedented crisis and naturally it has brought uncertainty in the market. However, all of this is not expected to significantly affect the cashflow performance of the entity, given that any impact on the financial performance and position of the company will be of an unrealised nature.

3. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies adopted in the preparation of the interim condensed financial statements are consistent with those followed in the preparation of the Company's annual financial statements for the year ended 30 April 2020, except for the adoption of new standards effective for financial periods beginning as of 1 May 2020. The Company has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

Several other amendments and interpretations apply for the first time in 2020, but do not have an impact on the interim condensed financial statements of the Company.

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NOTES TO THE INTERIM CONDENSED FINANCIAL STATEMENTS - continued

4. INVESTMENT INCOME

	Six months to 31 October 2020 (unaudited) EUR	Six months to 31 October 2019 (unaudited) EUR
Dividends	34,660	378,474
Interest income	11,189	13,190
Ground rents	23,319	23,597
Other income (note i)	100,321	14,304
	169,489	429,565

- (i) Other income includes income from concession of contractual rights on certain properties and realised gains on the sale of financial assets.

5. INVESTMENT PROPERTIES

The Company's investment property comprises of land and buildings and the capitalisation of ground rents.

Market valuations, with respect to investment property excluding ground rents, are performed by independent professional architects every two years or earlier whenever their fair values differ materially from their carrying amounts. In the period when a market valuation is not performed, an assessment of the fair value is performed to reflect market conditions at the period-end date.

The valuation is determined primarily by the comparable method together with the capitalisation method which are based on directly or indirectly observable inputs which do not require a significant level of adjustments.

Comparable method:

Market prices based on database of valuations and sales of properties in the relevant area;

Capitalisation method:

Future rental cash inflows based on the actual location, type and quality of the properties and external evidence such as current market rents for similar properties;

Capitalisation rates based on actual location, size and quality of the properties and taking into account market data at the valuation date.

The valuation of ground rents is determined by the capitalisation method, as explained above. The capitalisation rate for non-revisable ground rents is determined by reference to local legislation whilst the capitalisation rate for revisable ground rents is based on inputs that reflect the current market conditions.

For the valuation of ground rents, management on a periodical basis reviews the major inputs used in the calculation of the fair value in line with local legislation and market conditions.

The valuation processes and techniques utilised in preparing these interim condensed financial statements were consistent with those applied in the preparation of financial statements for the year ended 30 April 2020.

The Company uses the following hierarchy for determining and disclosing the fair value of investment property by valuation technique:

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NOTES TO THE INTERIM CONDENSED FINANCIAL STATEMENTS – continued

5. INVESTMENT PROPERTIES – continued

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair values are observable, either directly or indirectly

Level 3: techniques which use inputs which have a significant effect on the recorded fair value that are not based on observable market data.

	Total EUR		Level 1 EUR	Level 2 EUR	Level 3 EUR
Fair value as at 31 October 2020 (unaudited)	4,876,827		-	3,346,677	1,530,150
Fair value as at 30 April 2020 (audited)	4,850,029		-	3,320,200	1,529,829

For each valuation of investment property classified as Level 3, annual rent or ground rent and capitalisation rate have been determined to be the significant unobservable inputs. The higher the annual rent or ground rent, the higher the fair value will be and conversely the lower the annual rent or ground rent, the lower the fair value. The lower the capitalisation rate, the higher the fair value will be and conversely the higher the capitalisation rate, the lower the fair value.

6. FAIR VALUES OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets designated upon initial recognition at fair value through profit or loss. This designation results in more relevant information because this group of financial assets is managed, and its performance is evaluated on a fair value basis. During the year, the Company's investment portfolio saw a negative fair value movement of EUR813,336 (2019: EUR287,343). During the current financial period, there were no additions (2019: EUR450,623) and no disposals (2019: EUR371,658).

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair values are observable, either directly or indirectly

Level 3: techniques which use inputs which have a significant effect on the recorded fair value that are not based on observable market data.

The Company's policy is to recognise transfers into and out of fair value hierarchy levels as of the date of the event or change in circumstances that caused the transfer. There were no transfers between levels during the year. For all properties, their current use equates to the highest and best use.

	Total EUR	Level 1 EUR	Level 2 EUR	Level 3 EUR
Fair value as at 31 October 2020 (unaudited)	5,499,856	4,312,462	1,155,500	31,894
Fair value as at 30 April 2020 (audited)	6,313,194	4,916,875	1,364,425	31,894

Included with the financial assets classified as Level 2, is a Professional Investor Fund, the price of which is quoted on an ad hoc basis. Observable inputs that may otherwise be a Level 1 input will be rendered Level 2 if the information relates to a market that is not active.

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6. FAIR VALUES OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES – continued

The fair value of financial assets classified as Level 3 was determined by reference to the net asset value of the investees. During 2020 and 2019, the Company did not recognise any fair value gains with respect to financial assets classified as Level 3 in the fair value hierarchy. No dividend income was received during the first six months to 31st October 2020 and the first six months to 31st October 2019 from these investments. There were no movements in the holding of these investments during 2020 and 2019.

Other financial assets and liabilities

At 31 October 2020 and 30 April 2020, the carrying amounts of receivables, cash at bank and payables approximated their fair values. These are measured using a Level 2 valuation technique.

SANTUMAS SHAREHOLDINGS PLC

Statement pursuant to Listing Rule 5.75.3 issued by the Listing Authority

Statement pursuant to Listing Rule 5.75.3 issued by the Listing Authority

We confirm that, to the best of our knowledge:

- The interim condensed financial information gives a true and fair view of the assets, liabilities and financial position of the Company as at 31 October 2020 and of its financial performance and its cash flows for the period then ended, in accordance with IAS 34 Interim Financial Reporting issued by the IASB and as adopted by the EU; and
- The Interim Directors' Report includes a fair review of the information required under listing Rule 5.81 to 5.84.



Mr. Anthony P. Demajo
Company Chairman



Mr. Mario P. Galea
Director