

Medserv Operations Limited

Annual Report

2020

Medserv Operations Limited

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Medserv Operations Limited

Directors' Report

For the Year Ended 31 December 2020

The directors have prepared this directors' report for Medserv Operations Limited (the "Company") in accordance with Article 177 of the Companies Act, 1995 (Chapter 386, Laws of Malta) ("the Act") including the further provisions as set out in the Sixth Schedule to the Act together with the financial statements of the Company for the year ended 31 December 2020.

Board of directors

Anthony S Diacono
Anthony J Duncan
Joseph F X Zahra (resigned 31 July 2020)
Joseph Zammit Tabona
Laragh Cassar (appointed 4 November 2020)

Principal activities

The Company is engaged in the provision of a comprehensive logistical support and service base for the offshore oil and gas industry.

Review of business development

During the year, the Company has secured the extension of its contracts with its major clients to continue providing integrated logistics support services from its base in Malta. The Company has also further diversified its income base into the "Non Oil & Gas" sectors.

The Board continues to strategically lead the business focusing on the activities it has experience in, as well as on the opportunities it sees going forward.

Principal risks and uncertainties

The Board considers the nature and the extent of the risk profile that is acceptable to the Board and the impact these risks pose to the operations of the Company. The most important strategic, corporate, and operational risks as well as uncertainties identified during the year together with the actions taken by the Company to reduce these risks are listed below:

Concentration risk:

The Company's business is heavily dependent on a few customers. The Company's objective is to increase client spread within the oil and gas industry by continuously working to secure business from additional international oil companies. In addition, the Company is also marketing its services to various industries to reduce its concentration on the oil and gas industry.

Political risk:

The Group's results may be significantly impacted positively or negatively as a result of political decisions. Regulatory and environmental decisions, as well as political instability can delay, disrupt or cancel projects. The fiscal and economic conditions in Libya remained fragile during the year, characterised by inflation and a persistent political strife. The deterioration in the security situation continues to affect the prospects of its oil industry, though the country has recovered part of its oil production and exports.

Medserv Operations Limited

Directors' Report (continued)

For the Year Ended 31 December 2020

Principal risks and uncertainties (continued)

Oil and gas price:

Oil and gas service companies tend to have greater volatility of earnings than oil and gas majors, given their sensitivity to the capital spending plans of oil explorers, which wax and wane with oil prices. Similar to other players in the industry, an increase in oil prices would directly benefit the Company from increased services required by oil and gas companies in preparation of the oil and gas exploration. On the other hand, as oil prices decline, energy production companies focus their efforts on increasing operating efficiencies. As companies engaged in oil and natural gas production curtail capital expenditures and seek operating efficiencies in response to lower oil and gas prices, these actions apply downward pressure on the rates charged by drillers, oilfield support services, and other suppliers such as the Company. Accordingly, the Company's profit margins may be tightened due to such weakened demand for the services offered and heightened industry competition to maintain market share. The Company's strategy is to increase product diversification.

Financial performance

The Company's total revenue for the year amounted to €10,505,862 (2019: €13,768,304), representing a decrease of 23.7% (2019: 1% increase) over the previous year. The Company has managed to retain a reasonable volume of business given the unfavourable economic climate. Margins worsened when compared to the previous year resulting in an operating loss during the year amounting to €635,512 (2019: profit of €2,550,768). The postponement of the offshore drilling projects and the restrictions imposed due to the pandemic meant a global economic recession whose effects impacted the Company's financial performance for the current year.

The Earnings before Interest, Taxation, Depreciation and Amortisation (EBITDA) of the Company amounted to €1,876,341 (2019: €5,056,705). After recognising depreciation amounting to €2,511,853 (2019: €2,505,937) and net finance costs amounting to €812,907 (2019: €1,159,704), the Company registered a loss before tax of €1,448,419 (2019: profit before tax of €1,391,064). After accounting for taxation, the loss for the year amounted to €633,965 (2019: profit of €1,186,703).

Financial key performance indicators

	2020	2019
	€ 000	€ 000
Revenue	10,505	13,768
(Loss)/profit for the year	(634)	1,187
EBITDA	1,876	5,057
Working capital	4,471	469
Cash and cash equivalents	(1,038)	(3,626)

Medserv Operations Limited

Directors' Report (continued)

For the Year Ended 31 December 2020

Financial key performance indicators (continued)

	2020	2019
EBITDA margin in %	17.86	36.73
EBITDA-to-Interest Coverage Ratio	2.31	4.36
Long term debt (excl. parent company loans) to EBITDA ratio	2.93	0.11
Long term debt (excl. parent company loans) to Equity ratio	0.17	0.02

Financial position

As at 31 December 2020, the Company reported a net asset position amounting to €32,367,213 (2019: €33,001,178) and a positive working capital of €4,470,806 (2019: €469,453).

Dividends

No dividends have been declared or proposed.

Reserves

During the year, transfers from revaluation reserve to retained earnings amounted to €258,983 in accordance with the requirements of the Companies Act, 1995. Retained earnings amounting to €475,765 are being carried forward.

Future developments

The Company's objective during the year were to preserve its liquidity and ensure that it continues to register positive EBITDA sufficient to meet its financial obligations. Immediate measures were adopted across the Company, allowing the Company to adapt its cost base through lower operating costs and delaying capital expenditure.

Despite the operational challenges presented by COVID-19, the Company has remained substantially operational and continues to service its clients. The global pandemic coupled with the macro-economic uncertainty in the industry has caused the offshore drilling exploratory projects to be postponed rather than cancelled, including those projects involving services offered by the Company. The scale and duration of these developments remain uncertain; however, this is expected to negatively impact the Company's earnings and cash flows until the situation returns to normal.

The Board shall continue to adopt a proactive approach to the current environment to maintain the continued viability of the Company.

Upon due consideration of the Company's performance and financial position, capital adequacy and solvency, and taking into consideration of the factors noted in the previous paragraph and Note 2.1 in the financial statements, the directors confirm the Company's ability to continue operating as a going concern for the foreseeable future.

Medserv Operations Limited

Directors' Report (continued)

For the Year Ended 31 December 2020

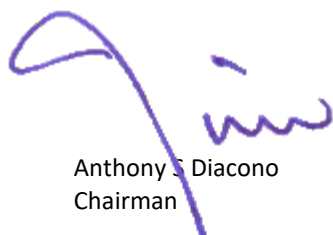
Subsequent events

On 12 April 2021, the Company's parent (Medserv plc) concluded a conditional agreement with the shareholders of Regis Holdings Limited ("Regis Shareholders"), a limited liability company registered under the laws of Mauritius with company registration number 120300. Regis Holdings Limited is the holding company of a group of companies (the "Regis Group"), which provides logistics, equipment, procurement and specialised services to a wide range of customers, including national and international energy companies, drilling and mining companies as well as product and equipment manufacturers and other heavy industry-related contractors in South Africa, Mozambique, Uganda and Angola. Refer to note 25.

Financial reporting framework

On 1 January 2020, the directors resolved to use International Financial Reporting Standards (IFRSs) as adopted by the EU as the Company's accounting framework and consequently prepared the financial statements for the year ended 31 December 2020 in accordance with these accounting principles.

Approved by the Board of Directors on 30 April 2021 and signed on its behalf by:



Anthony S Diacono
Chairman

Registered Office

Port of Marsaxlokk
Birzebbugia
Malta



Anthony J Duncan
Director

Medserv Operations Limited

Statement of Financial Position

As at 31 December 2020

		2020	2019
	Note	€	€
ASSETS			
Property, plant and equipment	12	15,447,707	16,255,614
Right-of-use assets	22	55,698,421	57,103,468
Deferred tax assets	11	3,395,811	2,581,357
Total non-current assets		74,541,939	75,940,439
Trade and other receivables	13	7,957,872	8,014,938
Contract assets	5	2,418	541,917
Cash at bank and in hand	14	182,286	82,805
Total current assets		8,142,576	8,639,660
Total assets		82,684,515	84,580,099

Medserv Operations Limited

Statement of Financial Position (continued)

As at 31 December 2020

	Note	2020 €	2019 €
EQUITY			
Share capital	15	232,940	232,940
Parent company contribution	15	13,074,410	13,074,410
Revaluation reserve	15	10,245,590	10,504,573
Statutory reserve	15	8,338,508	8,338,508
Retained earnings		475,765	850,747
Total equity		32,367,213	33,001,178
LIABILITIES			
Deferred income	16	30,532,919	31,021,341
Lease liabilities	22	10,086,182	10,043,290
Amounts due to parent company	17	941,217	2,076,541
Loans and borrowings	18	5,034,146	234,955
Provision	19	51,068	32,587
Total non-current liabilities		46,645,532	43,408,714
Deferred income	16	807,733	775,533
Loans and borrowings	18	467,119	314,040
Trade and other payables	20	1,176,437	3,355,754
Bank overdraft	18	1,220,481	3,708,591
Provision	19	-	16,289
Total current liabilities		3,671,770	8,170,207
Total liabilities		50,317,302	51,578,921
Total equity and liabilities		82,684,515	84,580,099

The notes on pages 12 to 61 are an integral part of these financial statements.

The financial statements on pages 6 to 61 were approved and authorised for issue by the Board of Directors on 30 April 2021 and signed on its behalf by:


Anthony S Diacono
Chairman


Anthony J Duncan
Director

Medserv Operations Limited

Statement of Profit or Loss and Other Comprehensive Income

For the Year Ended 31 December 2020

	Note	2020 €	2019 €
Revenue	5	10,505,862	13,768,304
Cost of sales	7	(9,585,153)	(11,290,479)
Gross profit		920,709	2,477,825
Other income	6	1,405,474	940,805
Administrative expenses	7	(2,259,936)	(2,100,146)
(Impairment)/ reversal of loss on financial assets	21.4	(257,639)	1,232,284
Other expenses	6	(444,120)	-
Results from operating activities		(635,512)	2,550,768
Finance costs	9	(812,907)	(1,159,704)
Net finance costs		(812,907)	(1,159,704)
(Loss)/profit before income tax		(1,448,419)	1,391,064
Tax income/(expense)	10	814,454	(204,361)
(Loss)/profit for the year		(633,965)	1,186,703
Total comprehensive income for the year		(633,965)	1,186,703

The notes on pages 12 to 61 are an integral part of these financial statements.

Medserv Operations Limited

Statement of Changes in Equity

For the Year Ended 31 December 2020

	Share Capital €	Parent company contribution €	Revaluation reserve €	Statutory Reserve €	Retained earnings/ (accumulated losses) €	Total equity €
Balance at 1 January 2019	232,940	13,074,410	10,763,556	8,338,508	(594,939)	31,814,475
Transfer	-	-	(258,983)	-	258,983	-
Total comprehensive income						
Profit	-	-	-	-	1,186,703	1,186,703
Balance at 31 December 2019	232,940	13,074,410	10,504,573	8,338,508	850,747	33,001,178
Balance at 1 January 2020	232,940	13,074,410	10,504,573	8,338,508	850,747	33,001,178
Transfer	-	-	(258,983)	-	258,983	-
Total comprehensive income						
Loss	-	-	-	-	(633,965)	(633,965)
Balance at 31 December 2020	232,940	13,074,410	10,245,590	8,338,508	475,765	32,367,213

The notes on pages 12 to 61 are an integral part of these financial statements.

Medserv Operations Limited

Statement of Cash Flows

For the Year Ended 31 December 2020

		2020	2019
	Note	€	€
Cash flows from operating activities			
(Loss)/profit for the year		(633,965)	1,186,703
Adjustments for:			
Depreciation	12, 22	2,511,853	2,505,937
Reversal of deferred income	6	(775,533)	(775,533)
Provision for discounted future gratuity payments	19	2,193	15,915
(Gain)/loss on disposal of property, plant and equipment		(10,000)	8,670
Net impairment loss on trade and other receivables	21	257,639	69,452
Net impairment loss on property, plant and equipment	6	444,120	-
Reversal of impairment on amounts owed by fellow subsidiaries	21	-	(1,301,736)
Exchange differences	6	(9,258)	(1,448)
Net finance costs	9	812,907	1,159,704
Deferred tax (income)/expense	10	(814,454)	204,391
		1,785,502	3,072,055
Changes in:			
Trade and other receivables		1,951,113	259,153
Contract assets		539,500	(517,557)
Trade and other payables		(1,882,913)	289,768
Cash (used) in/generated from operating activities		2,393,202	3,103,419
Interest paid		(112,461)	(169,030)
Net cash from operating activities carried forward		2,280,741	2,934,389

Medserv Operations Limited

Statement of Cash Flows (continued)

For the Year Ended 31 December 2020

	Note	2020 €	2019 €
Net cash from operating activities brought forward		2,280,741	2,934,389
Cash flows from investing activities			
Acquisition of property, plant and equipment	12	(743,018)	(618,390)
Proceeds from sale of equipment	12	10,000	-
Receipt of government grants	6	525,059	-
Cash used in investing activities		(207,959)	(618,390)
Cash flows from financing activities			
Repayment of borrowings		(47,730)	(735,135)
Interest paid on bank loans		(23,449)	(36,523)
Interest paid on loans due to parent company		(109,238)	(387,435)
Payment of lease liabilities	22	(524,868)	(500,816)
Proceeds from loans and borrowings		5,000,000	-
Net advances to related parties		(3,779,906)	(1,976,984)
Net cash generated from (used in) financing activities		514,809	(3,636,893)
Net increase/(decrease) in cash and cash equivalents		2,587,591	(1,320,894)
Cash and cash equivalents at 1 January		(3,625,786)	(2,304,892)
Cash and cash equivalents at 31 December	14	(1,038,195)	(3,625,786)

The notes on pages 12 to 61 are an integral part of these financial statements.

Medserv Operations Limited

Notes to the Financial Statements

For the Year Ended 31 December 2020

1 Reporting entity

Medserv Operations Limited (the “Company”) is a limited liability company domiciled and incorporated in Malta.

2 Basis of preparation

2.1 Statement of compliance

The financial statements have been prepared and presented in accordance with International Financial Reporting Standards (IFRS) as adopted by the EU. All references in these financial statements to IAS, IFRS or SIC / IFRIC interpretations refer to those adopted by the EU. They have also been drawn up in accordance with the provisions of the Companies Act, 1995 (Chapter 386, Laws of Malta (the “Act”)).

2.1.1 *Going Concern basis of accounting*

The outbreak of the COVID-19 pandemic and the measures adopted by governments in countries worldwide to mitigate the pandemic’s spread have negatively impacted the Company’s operations. The drastic measures taken worldwide to mitigate the spread of COVID-19 led to an unprecedented drop in the demand for oil and gas and a corresponding collapse in oil prices. No offshore projects undertaken by the Company’s customers have been cancelled, however the governments measures led to the postponement of exploratory and drilling projects by the Company’s customers which negatively impacted the Company’s financial performance for the year. Despite the operational challenges presented by COVID-19, the Company remained operational and continued to service its customers. No offshore projects undertaken by the Company’s customers have been cancelled.

The Company continues to take appropriate measures to preserve liquidity whilst ramping up its operations to pre-COVID-19 levels. At reporting date, the Company had a net asset value of €32.4 million and positive working capital of €4.47 million.

In addition, during the year, the Company secured bank finance through the MDB COVID-19 Guarantee Scheme (CGS) with a subsidised interest rate to aid the finance of its working capital and continues to benefit from a number of government schemes aimed to support local businesses. The Company has €1.96 million of resources comprising cash and cash equivalents and unused credit lines available at the date of authorisation of these financial statements.

Furthermore, as announced on 12 April 2021, the Company’s parent concluded a conditional agreement to acquire Regis Holdings Limited that will see the strengthening of Medserv plc group’s financial and liquidity position and improve its capability of delivering value to all stakeholders. The directors strongly believe that the conditions precedent referred to in Note 25 to this transaction do not represent any substantial hurdle and therefore expect the transaction to be completed by 30 June with a long stop date set at 31 July 2021.

Considering the factors and circumstances as described above, the directors believe that it remains appropriate to prepare the financial statements on a going concern basis.

Medserv Operations Limited

Notes to the Financial Statements

For the Year Ended 31 December 2020

2 Basis of preparation (continued)

2.2 Basis of measurement

The financial statements have been prepared on the historical cost basis, except for right-of-use assets which are measured at the revalued amount.

2.3 Functional and presentation currency

These financial statements are presented in Euro (€), which is the Company's functional currency.

2.4 Use of estimates and judgements

In preparing these financial statements, management has made judgements and estimates that affect the application of Company's accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Information about assumptions and estimation uncertainties at 31 December 2020 that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities in the next financial year is included in the following notes:

- Note 11 – recognition of deferred tax assets: availability of future taxable profit against which investment tax credits can be utilised;
- Note 12 - impairment test of property, plant and equipment: key assumptions underlying the recoverable amount;
- Note 21 – measurement of ECL allowance for trade receivables: key assumptions in determining the Loss Given Default and macro-economic adjustments; and
- Note 22 - significant assumptions applied in measuring fair values of revalued items of Right-of-use assets.

3 Significant accounting policies

3.1 Foreign currency transactions

Transactions in foreign currencies are translated to the respective functional currencies of the Company at exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated to the functional currency at the exchange rate at the reporting period. The foreign currency gain or loss on monetary items is the difference between amortised cost in the functional currency at the beginning of the year, adjusted for effective interest and payments during the year, and the amortised cost in foreign currency translated at the exchange rate at the end of the reporting period. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Foreign currency differences arising on translation are generally recognised in profit or loss.

Medserv Operations Limited

Notes to the Financial Statements

For the Year Ended 31 December 2020

3 Significant accounting policies (continued)

3.1.1 Foreign currency gains and losses

Foreign currency operating gains and losses are reported on a net basis within either “other income” or “other expenses” depending on whether foreign currency movement is in a net gain or net loss position. Other non-operating foreign currency gains and losses recognised in profit or loss are reported on a net basis as either “finance income” or “finance costs” depending on whether foreign currency movement is in a net gain or net loss position.

3.2 Financial instruments

3.2.1 Recognition and initial measurement

Trade receivables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus, for an item not at Fair Value Through Profit or Loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

3.2.2 Classification and subsequent measurement

3.2.2.1 Financial assets

On initial recognition, a financial asset is classified as measured at: amortised cost; Fair Value Through Other Comprehensive Income (FVOCI) – debt investment; FVOCI – equity investment; or FVTPL.

Financial assets are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Medserv Operations Limited

Notes to the Financial Statements

For the Year Ended 31 December 2020

3 Significant accounting policies (continued)

3.2 Financial instruments (continued)

3.2.2 Classification and subsequent measurement (continued)

3.2.2.1 Financial assets (continued)

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

3.2.2.2 Financial assets – Business model assessment

The Company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Company's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

3.2.2.3 Financial assets – Assessment whether contractual cash flows are solely payments of principal and interest

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable-rate features;
- prepayment and extension features; and
- terms that limit the Company's claim to cash flows from specified assets (e.g. non-recourse features).

Medserv Operations Limited

Notes to the Financial Statements

For the Year Ended 31 December 2020

3 Significant accounting policies (continued)

3.2 Financial instruments (continued)

3.2.2 Classification and subsequent measurement (continued)

3.2.2.3 Financial assets – Assessment whether contractual cash flows are solely payments of principal and interest (continued)

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

3.2.2.4 Financial assets – Subsequent measurement and gains and losses

For financial assets at amortised cost, these assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

The Company's financial assets comprise trade and other receivables, and cash and cash equivalents.

3.2.2.5 Financial liabilities – Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

3.2.3 Derecognition

Financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

Medserv Operations Limited

Notes to the Financial Statements

For the Year Ended 31 December 2020

3 Significant accounting policies (continued)

3.2 Financial instruments (continued)

Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled or expire. The Company also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

3.2.4 Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

3.3 Share capital

Share capital consists of ordinary shares that are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects.

3.4 Property, plant and equipment

3.4.1 Recognition and measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and direct labour, any other costs directly attributable to bringing the assets to a working condition for their intended use, the costs of dismantling and removing the items and restoring the site on which they are located, and capitalised borrowing costs. Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

When significant parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is determined by comparing the proceeds from disposal with the carrying amount of the property, plant and equipment and is recognised net within "other income" or "other expenses" in profit or loss.

Medserv Operations Limited

Notes to the Financial Statements

For the Year Ended 31 December 2020

3 Significant accounting policies (continued)

3.4 Property, plant and equipment (continued)

3.4.2 Subsequent costs

The cost of replacing a component of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the component will flow to the Company and its cost can be measured reliably. The carrying amount of the replaced part is derecognised. The cost of the day-to-day servicing of property, plant and equipment are recognised in profit or loss as incurred.

3.4.3 Depreciation

Depreciation is based on the cost of an asset less its residual value. Significant components of individual assets are assessed and if a component has a useful life that is different from the remainder of that asset, that component is depreciated separately.

Depreciation is recognised in profit or loss on a straight-line basis over the estimated useful lives of each component of an item of property, plant and equipment. Property developed and related improvements made on leased land are depreciated over the shorter of the land's lease term and the useful lives of the building and improvements.

Depreciation commences when the item is available for use.

The estimated useful lives for the current and comparative periods are as follows:

	<i>years</i>
• buildings and base improvements	10 - 48
• furniture and fittings	10
• office and computer equipment	5
• plant and equipment	15
• motor vehicles	4
• cargo carrying units	10
• photovoltaic farm	20

Depreciation methods, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

3.5 Leases

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Medserv Operations Limited

Notes to the Financial Statements

For the Year Ended 31 December 2020

3 Significant accounting policies (continued)

3.5 Leases (continued)

To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- the contract involves the 'use of an identified asset – this may be specified explicitly or implicitly and should be physically distinct or represent substantially all of the capacity of a physically distinct asset. If the supplier has a substantive substitution right, then the asset is not identified;
- the Company has the right to obtain substantially all of the economic benefits from the use of the asset throughout the period of use; and
- the Company has the right to direct the use of the asset. The Company has the right when it has the decision-making rights that are most relevant to changing how and for what purpose the asset is used. In rare cases where the decision about how and for what purpose the asset is used is predetermined, the Company has the right to direct the use of the asset when it:
 - has the right to operate the asset; or
 - designed the asset in a way that predetermines how and for what purpose it will be used.

At inception or on reassessment of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease component on the basis of their relative stand-alone prices.

3.5.1 As a lessee

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets varies between 40 and 42 years. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, adjusted for certain remeasurements of the lease liability.

Subsequent to initial recognition, right-of-use assets that convey to the lessee rights over the use of land are revalued periodically, such that its carrying amount does not differ materially from that which would be determined using the fair value at the date of the statement of financial position. Any surpluses arising on revaluation are accounted for in terms of IAS 16 *Property, Plant and Equipment*, and thus credited to a revaluation reserve. Any deficiencies from decrease in value are deducted from this reserve to the extent that it is sufficient to absorb them, with any excess charged to profit or loss.

Medserv Operations Limited

Notes to the Financial Statements

For the Year Ended 31 December 2020

3 Significant accounting policies (continued)

3.5 Leases (continued)

3.5.1 As a lessee (continued)

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Company is reasonably certain to exercise, lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Company is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is measured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Company presents right-of-use assets that do not meet the definition of investment property, and lease liabilities, separately in the statement of financial position.

3.6 Impairment

3.6.1 Financial assets

Financial instruments and contract assets

The Company recognises loss allowances for Expected Credit Losses (ECLs) on financial assets at amortised cost, namely trade and other receivables, amounts due from related parties, and cash at bank.

Medserv Operations Limited

Notes to the Financial Statements

For the Year Ended 31 December 2020

3 Significant accounting policies (continued)

3.6 Impairment (continued)

3.6.1 Financial assets (continued)

Financial instruments and contract assets (continued)

The Company measures loss allowances at an amount equal to lifetime ECLs, except for the following, which are measured at 12-month ECLs:

- bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

The Company measures loss allowances for trade receivables without a significant financing component and contract assets at an amount equal to lifetime ECLs.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward-looking information.

The Company assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

The Company considers a financial asset to be in default when:

- the borrower is unlikely to pay its credit obligations to the Company in full, without recourse by the Company to actions such as realising security (if any is held); or
- the financial asset is more than 90 days past due.

Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument.

12-month ECLs are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

The maximum period considered when estimating ECLs is the maximum contractual period over which the Company is exposed to credit risk.

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Company expects to receive).

Medserv Operations Limited

Notes to the Financial Statements

For the Year Ended 31 December 2020

3 Significant accounting policies (continued)

3.6 Impairment (continued)

3.6.1 Financial assets (continued)

Measurement of ECLs (continued)

ECLs are discounted at the effective interest rate of the financial asset. In the case of interest-free short-term financial assets, such as trade receivables, ECLs are not discounted.

Credit-impaired financial assets

At each reporting date, the Company assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or being more than 90 days past due;
- the restructuring of a loan or advance by the Company on terms that the Company would not consider otherwise; or
- it is probable that the borrower will enter bankruptcy or other financial reorganisation.

3.6.1.2 Presentation of allowance for ECL in the statement of financial position

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets. Impairment losses related to trade and other receivables, including contract assets, are presented separately in the statement of profit or loss and OCI.

Write-off

The gross carrying amount of a financial asset is written off when the Company has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. The Company individually makes an assessment with respect to the timing and amount of write-off on its financial assets based on whether there is a reasonable expectation of recovery and with reference to its historical experience of recoveries. The Company expects no significant recovery from the amount written off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

Financial assets not classified as at FVTPL were assessed at each reporting date to determine whether there was objective evidence of impairment. A financial asset was impaired if objective evidence indicated that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

Medserv Operations Limited

Notes to the Financial Statements

For the Year Ended 31 December 2020

3 Significant accounting policies (continued)

3.6 Impairment (continued)

3.6.1 Financial assets (continued)

3.6.1.2 Presentation of allowance for ECL in the statement of financial position (continued)

Write-off (continued)

Objective evidence that financial assets are impaired can include default or delinquency by a debtor, restructuring of an amount due to the Company on terms that the Company would not consider otherwise, indications that a debtor or issuer will enter bankruptcy, economic conditions that correlate with defaults or the disappearance of an active market for a security.

The Company considers evidence of impairment for receivables at a specific asset level. All individually significant receivables are assessed for specific impairment.

An impairment loss in respect of a financial asset measured at amortised cost was calculated as the difference between an asset's carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Losses were recognised in profit or loss and reflected in an allowance account against receivables in the statements of financial position. When the Company considered that there were no realistic prospects of recovery of the asset, the relevant amounts were written off against the financial asset directly. If the amount of impairment loss subsequently decreased and the decrease was related objectively to an event occurring after the impairment was recognised, then the previously recognised impairment loss was reversed through profit or loss.

3.6.2 Non-financial assets

The carrying amounts of the Company's non-financial assets, other than deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. An impairment loss is recognised if the carrying amount of an asset or its related cash-generating unit (CGU) exceeds its estimated recoverable amount.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest Company of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGU.

An impairment loss is recognised if the carrying amount of an asset or its related cash-generating unit (CGU) exceeds its estimated recoverable amount.

The Company's corporate assets do not generate separate cash inflows. If there is an indication that a corporate asset may be impaired, then the recoverable amount is determined for the CGU to which the corporate asset belongs.

Medserv Operations Limited

Notes to the Financial Statements

For the Year Ended 31 December 2020

3 Significant accounting policies (continued)

3.6 Impairment (continued)

3.6.2 Non-financial assets (continued)

Impairment losses are recognised in profit or loss. Impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

3.7 Employee benefits

3.7.1 Defined contribution plans

The Company contributes towards the State defined contribution plan in accordance with local legislation and to which it has no commitment beyond the payment of fixed contributions. Obligations for contributions to the defined contribution plan are recognised in profit or loss as incurred.

3.7.2 Other long-term employee benefits

The Company's net obligation in respect of long-term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any related assets is deducted. The discount rate is the yield at the reporting date on German Government Bonds that have maturity dates approximating the terms of the Company's obligations.

3.8 Revenue

Revenue is measured based on the consideration specified in a contract with a customer. The Company recognises revenue when it transfers control over a product or service to a customer.

3.8.1 Nature of goods and services

The Company is engaged in providing services and support to the offshore oil and gas industry and as such is involved in providing support services that span over a term. Services and support provided to the offshore oil and gas industry consists of integrated offshore logistics, engineering support services, mixing and storage of drilling fluids and waste management services. In this regard revenue is recognised and measured as follows:

Logistic support services

The Company performs and provides logistics services to international oil companies carrying out offshore drilling campaigns. The Company delivers fully integrated supply base services which connect all the elements of our clients' logistics and materials management activities.

Medserv Operations Limited

Notes to the Financial Statements

For the Year Ended 31 December 2020

3 Significant accounting policies (continued)

3.8 Revenue (continued)

3.8.1 Nature of goods and services (continued)

Logistic support services (continued)

Logistics support services include provision of equipment, personnel, warehousing, quays and land in a certified facility aimed at supporting offshore oil and gas drilling activities. Invoices are issued on a monthly basis and are usually payable within 30 to 60 days. Uninvoiced amounts are presented as contract assets. Logistic support services provided are routine or recurring in nature and span over a period of time.

These services have been identified as a series of distinct services transferred to the customer in the same pattern. The customer simultaneously receives the benefits provided by the entity as the services are being rendered. Revenue is recognised over time as the services are provided.

Engineering services

The Company through its engineering division carries out a full range of essential, non-critical engineering and technical services for the offshore platforms and drilling rigs. Services range from fabric maintenance, corrosion protection, riser inspection services, rig repair, technical services and general fabrication and maintenance. Engineering services have been identified as a bundle of distinct goods or services that form one single obligation.

Invoices are issued according to contractual terms and are usually payable within 30 to 60 days. Uninvoiced amounts are presented as contract assets. As the Company's performance creates or enhances an asset that the customer controls as the asset is created. Revenue is recognised over time as the services are provided.

The stage of completion for determining the amount of revenue is assessed based on surveys of work performed. If the services under a single arrangement are rendered in different reporting periods, then the consideration is allocated based on their relative stand-alone selling prices. The stand-alone selling price is determined based on customer specific contract or based on the list prices at which the Company sells the services in separate transactions.

Supply of goods

The Company is involved in procuring various goods and supplies to its customers for use on the offshore rigs and their supply vessels.

Delivery occurs when the goods have been shipped to the specific location or loaded onto the client's vessel, the risks and rewards have been transferred to the customer, and either the customer has accepted the goods in accordance with the sales contract, or the Company has objective evidence that all criteria for acceptance have been satisfied. Generally, for such goods, the customer has no right of return. Invoices are usually payable within 60 days.

Medserv Operations Limited

Notes to the Financial Statements

For the Year Ended 31 December 2020

3 Significant accounting policies (continued)

3.8 Revenue (continued)

3.8.1 Nature of goods and services (continued)

Supply of goods (continued)

Revenue from supply of goods is thus recognised when the goods are delivered as this is the point in time that the consideration is unconditional since only the passage of time is required before payment is due.

Supply of electricity

Revenue from supply of electricity is generated from the Company's investment in a Photovoltaic farm. Revenue is recognised over time based on the monthly readings of kWh of energy supplied as per monthly statements issued by the counterparty. Invoices are issued on monthly. Invoices are issued on receipt of the monthly statement issued by the counterparty and are payable within 15 days. Prices are based on the Feed-in-Tariffs.

3.8.2 Determining transaction price and allocation to performance obligations

The Company's amount of consideration which it expects to be entitled to in exchange for transferring of services to a customer is determined on a per-service usage basis and is payable in accordance with customary payment terms. Accordingly, a transaction price is determined separately for each performance obligation.

3.9 Finance income and finance costs

Finance income comprises interest income recognised on financial assets. Interest income is recognised as it accrues in profit or loss, using the effective interest method.

Finance costs comprise interest expense on borrowings. Borrowing costs that are not attributable to the acquisition, construction or production of a qualifying asset are recognised in profit or loss using the effective interest method.

3.10 Government grants

The Company recognises government grants that are related to assets as deferred income at fair value if there is reasonable assurance that they will be received and the Company will comply with the conditions associated with the grant; they are then recognised in profit or loss as other income on a systematic basis over the useful life of the asset.

Grants that compensate the Company for expenses incurred are recognised in profit or loss as other income on a systematic basis in the periods in which the expenses are recognised, unless the conditions for receiving the grant are met after the related expenses have been recognised. In that case, the grant is recognised when it becomes receivable.

Government assistance in the form of a guarantee from the government for loans from financial institutions is considered part of the unit of account in determining the fair value of the loan.

Medserv Operations Limited

Notes to the Financial Statements

For the Year Ended 31 December 2020

3 Significant accounting policies (continued)

3.11 Income tax

Income tax expense comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

3.11.1 Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to tax payable or receivable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects uncertainty related to income taxes if any. Current tax assets and liabilities are offset only if certain criteria are met.

3.11.2 Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the Company's business plan. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset only if certain criteria are met.

Medserv Operations Limited

Notes to the Financial Statements

For the Year Ended 31 December 2020

4 Standards issued but not yet effective

A number of new standards are effective for annual periods beginning after 1 January 2020 and earlier application is permitted, however, the Company has not early adopted the new or amended standards in preparing these financial statements. The following sets out the effective date and impact of forthcoming amendments to standards and new standards on the Company's financial statements:

	EU Effective date (Financial period on or after)	Impact assessment
Standards available for early adoption		
COVID-19-Related Rent Concessions (Amendment to IFRS 16)	01 June 2020	no significant impact
Interest Rate Benchmark Reform – Phase 2 (Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16)	01 January 2021	no significant impact
Amendments to IFRS 4 Insurance Contracts – deferral of IFRS19 (issued on 25 June 2020)	01 January 2021	Not applicable
Standards not / not yet endorsed by the EU		
IFRS 17 Insurance Contracts effective 1 January 2023	Not yet endorsed	Not applicable
Amendments to IAS 37: Onerous contracts – cost of fulfilling a contract effective 1 January 2022	Not yet endorsed	no significant impact
Annual improvements to IFRS Standards 2018-2020 effective 1 January 2022		
Amendments to IAS 16: Property, plant and equipment: proceeds before intended use effective 1 January 2022		
Amendments to IFRS 3: Reference to the conceptual framework effective 1 January 2022		
Amendments to IAS 1: Classification of liabilities as current or non-current (effective 1 January 2023)		
Amendments to IAS 1: Presentation of Financial Statements and IFRS Practice Statement 2: Disclosure of Accounting policies effective 1 January 2023		
Amendments to IAS 8 Accounting policies, Changes in Accounting Estimates and Errors: Definition of Accounting Estimates effective 1 January 2023		
Amendments to IFRS 16 Leases: Covid-19-Related Rent Concessions beyond 30 June 2021 effective 1 April 2021		

5 Revenue

Revenue is stated after deduction of sales rebates and indirect taxes and represents revenue from logistical support and other services and income from the photovoltaic farm. The following tables disaggregate revenue by major service lines, timing of revenue recognition and the primary geographical market where the service is performed.

5.1 Category of activity

	2020 €	2019 €
Shore base logistics services	6,928,811	9,784,762
Fabric maintenance, dredging and engineering services	930,271	727,127
Supply of goods	2,146,898	2,771,690
Photovoltaic income	499,882	484,725
	10,505,862	13,768,304

Medserv Operations Limited

Notes to the Financial Statements

For the Year Ended 31 December 2020

5 Revenue (continued)

5.1 Category of activity (continued)

	2020	2019
	€	€
Timing of revenue recognition		
Transferred over time	8,358,964	10,996,614
Point in time	2,146,898	2,771,690
	10,505,862	13,768,304

5.2 Primary geographical markets

	2020	2019
	€	€
Malta	10,505,862	13,768,304

5.3 Contract balances

The following table provides information about receivables and contract assets from contracts with customers.

	Note	2020	2019
		€	€
Trade receivables, which are included in 'Trade and other receivables'	13	5,099,021	7,057,746
Contract assets		2,418	541,917
		5,101,439	7,599,663

The contract assets primarily relate to the Company's rights to consideration for work completed but not billed at the reporting date. The contract assets are transferred to receivables when the rights become unconditional.

6 Other income and expenses

6.1 Other income

		2020	2019
	Note	€	€
Realised exchange gain		236,403	2,392
Unrealised exchange gain		9,258	54,194
Reversal of deferred income	16	775,533	775,533
Government grants	6.1.2	364,059	100,000
Other income		10,221	8,686
Gain on disposal of equipment	12	10,000	-
		1,405,474	940,805

Medserv Operations Limited

Notes to the Financial Statements

For the Year Ended 31 December 2020

6 Other income and expenses (continued)

6.1.2 In the current year, the Company was granted a sum of €322,000 (2019: €100,000) by Malta Enterprise in settlement of unutilised investment tax credits that had been awarded to the Company in relation to the provisions of Regulation 32 of the Business Promotion Regulations 2001 ('BPRs'). The settlement is payable in cash in two equal tranches of €161,000 each and shall be used by the Company to cover costs related to its investment on the setting up of a marine gas hub for one of its clients and conditional on an investment of €536,600 on this project. This grant will be amortised based on the useful life of capitalised expenditure made in relation to such project i.e. over a period of 10 years. The income recognised in the current year amounts to €2,683.

In respect to the Covid-19 coronavirus pandemic, the government of Malta introduced a wage subsidy programme for companies that suffered business disruption caused by the pandemic. Under the programme, an eligible company could apply for the subsidy in an amount of €800 per month for each employee. The Company application for the programme was approved and it was entitled to the wage subsidy on a monthly basis conditional on the employees continuing in employment and the Company continuing paying their salary. The Company benefited from the programme from March to December 2020 and received a wage subsidy of €358,576. In addition, the Company also benefited from quarantine leave supplement amounting to €2,800.

6.2 Other expenses

		2020	2019
	Note	€	€
Impairment loss on property, plant and equipment	12	444,120	-

7 Expenses by nature

7.1		2020	2019
	Note	€	€
Direct cost of services		5,176,111	6,380,386
Employee benefits	8	2,590,485	2,500,180
Depreciation	12, 22	2,511,853	2,505,937
Professional fees		313,058	604,424
Travelling and telecommunications		295,039	272,786
Repairs and maintenance		219,348	324,177
Insurance		190,463	210,079
Staff welfare		141,603	159,407
Security services		168,963	154,914
Other		238,166	278,335
Total cost of sales and administrative expenses		11,845,089	13,390,625

7.2 Administrative expenses include auditors' remuneration amounting to €100,000.

Medserv Operations Limited

Notes to the Financial Statements

For the Year Ended 31 December 2020

8 Personnel expenses

Personnel expenses incurred by the Company during the year are analysed as follows:

	2020	2019
	€	€
<i>Directors' emoluments:</i>		
Salaries	455,501	513,519
Fees	115,000	99,000
	570,501	612,519
Wages and salaries	3,359,437	4,114,634
Social security contributions	179,560	191,178
Maternity funds	5,538	5,929
	4,115,036	4,924,260
Recharged to fellow subsidiaries and parent company	(1,524,551)	(2,424,080)
	2,590,485	2,500,180

The weekly average number of persons employed by the Company during the year was as follows:

	2020	2019
	No.	No.
Operating	65	77
Management and administration	24	15
	89	93

9 Finance costs

	2020	2019
	€	€
Interest payable on bank loan	(23,449)	(36,523)
Other bank interest payable	(112,461)	(169,030)
Interest payable on parent company loan	(109,237)	(387,435)
Interest cost on lease liabilities	(567,760)	(566,716)
	(812,907)	(1,159,704)

Medserv Operations Limited

Notes to the Financial Statements

For the Year Ended 31 December 2020

10 Tax expense

10.1 Amounts recognised in profit or loss

		2020	2019
	Note	€	€
Deferred tax movement			
Origination and reversal of temporary differences	11	814,454	(204,361)

10.2 The tax expense for the year and the result of the accounting loss multiplied by the tax rate applicable in Malta, the Company's country of incorporation, are reconciled as follows:

	2020	2019
	€	€
(Loss)/profit before tax	(1,448,419)	1,391,064
Income tax using the domestic income tax rate 35%	506,947	(486,872)
Tax effect of:		
Investment tax credits	-	(402)
Exempt income	127,778	-
Unrecognised deferred tax asset in prior year	218,563	
Disallowed expenses	(38,834)	282,913
Tax income/(expense)	814,454	(204,361)

10.3 The Company is eligible for the incentives provided by regulations 5, 31 and 32 of the Business Promotion Regulations, 2001 ("BPRs") and regulation 4 of the Investment Aid Regulations ("IARs") (see note 11.3).

Medserv Operations Limited

Notes to the Financial Statements

For the Year Ended 31 December 2020

11 Deferred tax assets and liabilities

11.1 Deferred tax assets and liabilities are attributable to the following:

	Assets		Liabilities		Net	
	2020	2019	2020	2019	2020	2019
	€	€	€	€	€	€
Property, plant and equipment	-	-	(1,263,460)	(1,431,387)	(1,263,460)	(1,431,387)
Provision for discounted future gratuity payments	17,874	17,018	-	-	17,874	17,018
Provision for doubtful debts	446,586	381,933	-	-	446,586	381,933
Provision for exchange fluctuations	-	-	(3,240)	(13,790)	(3,240)	(13,790)
Provision for volume discounts	3,212	-	-	-	3,212	-
Provision for impairment loss on property, plant and equipment	155,442	-	-	-	155,442	-
Investment tax credits	8,339,822	8,339,822	-	-	8,339,822	8,339,822
Unabsorbed capital allowances and unutilised tax losses	806,388	629,917	-	-	806,388	629,917
Lease liabilities	3,530,164	3,515,151	-	-	3,530,164	3,515,151
Deferred income (grant)	10,857,470	11,128,906	-	-	10,857,470	11,128,906
Right-of-use assets	-	-	(19,494,447)	(19,986,213)	(19,494,447)	(19,986,213)
Tax assets/(liabilities)	24,156,958	24,012,747	(20,761,147)	(21,431,390)	3,395,811	2,581,357
Set-off of tax	(20,761,147)	(21,431,390)	20,761,147	21,431,390	-	-
Net deferred tax assets	3,395,811	-	-	-	3,395,811	2,581,357

11.2 Movement in temporary differences

2020

	Balance 01.01.20	Recognized in profit and loss 2020	Balance 31.12.20
	€	€	€
Property, plant and equipment	(1,431,387)	167,927	(1,263,460)
Provision for discounted future gratuity payments	17,018	856	17,874
Provision for doubtful debts	381,933	64,653	446,586
Provision for exchange fluctuations	(13,790)	10,550	(3,240)
Provision for volume discounts	-	3,212	3,212
Provision for impairment loss on property, plant and equipment	-	155,442	155,442
Investment tax credits	8,339,822	-	8,339,822
Unabsorbed capital allowances and unutilized tax losses	629,917	176,471	806,388
Lease liabilities	3,515,151	15,013	3,530,164
Deferred income (grant)	11,128,906	(271,436)	10,857,470
Right-of-use assets	(19,986,213)	491,766	(19,494,447)
	2,581,357	814,454	3,395,811

Medserv Operations Limited

Notes to the Financial Statements

For the Year Ended 31 December 2020

11 Deferred tax assets and liabilities (continued)

11.2 Movement in temporary differences (continued)

2019

	Balance	Recognized in profit and loss	Balance
	01.01.19	2019	31.12.19
	€	€	€
Property, plant and equipment	(1,052,485)	(378,902)	(1,431,387)
Provision for discounted future gratuity payments	11,476	5,571	17,018
Provision for doubtful debts	335,025	46,908	381,933
Provision for exchange fluctuations	5,178	(18,968)	(13,790)
Investment tax credits	8,339,822	-	8,339,822
Unabsorbed capital allowances and unutilized tax losses	732,283	(102,366)	629,917
Right-of-use assets	(20,477,980)	491,767	(19,986,213)
Deferred income (grant)	11,400,342	(271,436)	11,128,906
Lease liabilities	3,492,086	23,065	3,515,151
	2,785,747	(204,361)	2,581,357

11.3 Set-off

In accordance with accounting policy 3.12, deferred tax assets and liabilities are offset only if certain criteria are met. The Company offsets deferred tax assets and deferred tax liabilities if, and only if, it has a legally enforceable right to set off current tax assets against current tax liabilities and the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered. Further clarification on the right of set-off on the same taxable entity resulted in the ability of the Company to set off Investment tax credits and other taxable temporary differences against deductible temporary differences in future periods.

As a result, the tax effect of taxable temporary differences in the current year are being further offset against deferred tax assets in the statement of financial position. The comparative figures have also been updated with the related offset applicable to the corresponding period to conform with the current year's presentation.

Medserv Operations Limited

Notes to the Financial Statements

For the Year Ended 31 December 2020

11 Deferred tax assets and liabilities (continued)

11.4 Recognition of deferred tax asset on investment tax credits

As at 31 December 2020, a deferred tax asset of €8,339,822 (2019: €8,339,822) was recognised in the financial statements to the extent of investment tax credits expected to be utilised in the future. Based on the Company's profit forecasts for the foreseeable period, and with reference to historical taxable profits and trading levels registered in the past years, the directors believe that the Company will have sufficient taxable profits in the future against which this deferred tax asset can be utilised.

These profit forecasts were based on realistic assumptions of business growth, including the expected volume of business arising from maintenance projects and the provision of logistic support services to the offshore oil and gas industry during the forecast period. Historic values of similar projects were used to support and quantify the net result of the future projects and services. The extent of utilization of the investment tax credits was based on the assumption that the profit forecasts will be subject to the current tax rate of 35%. The investment tax credits are available in terms of regulation 5 of the BPRs and regulation 4 of the IARs. None of the investment tax credits, unutilised tax losses and unabsorbed capital allowance are subject to an expiration date.

During 2020, the Company was granted the sum of €322,000 as cash settlement of unutilised investment tax credits amounting to €396,060 that had been awarded to the Company through the provisions of Regulation 32 of the BPRs. This sum is payable in two equal tranches of €161,000 each and is conditional on the investment of €536,600 by the Company in relation to setting up a marine gas hub for one of its clients.

11.5 Unrecognised deferred tax assets

Deferred tax assets have not been recognised in respect of investment tax credits, amounting to €0.64 million generated during prior years because it is not probable that future taxable profits will be available against which the Company can use the benefits therefrom.

Medserv Operations Limited

Notes to the Financial Statements

For the Year Ended 31 December 2019

12 Property, plant and equipment

12.1

	Buildings €	Plant and equipment €	Furniture and fittings €	Office and computer equipment €	Motor vehicles €	Cargo carrying units €	Photovoltaic farm €	Total €
Cost								
Balance at 01.01.19	12,440,742	6,209,115	883,742	677,589	410,879	1,484,544	3,838,204	25,944,815
Acquisitions	328,449	133,727	105,393	50,821	-	-	-	618,390
Disposals	-	(26,850)	-	-	(5,500)	-	-	(32,350)
Balance at 31.12.19	12,769,191	6,315,992	989,135	728,410	405,379	1,484,544	3,838,204	26,530,855
Balance at 01.01.20	12,769,191	6,315,992	989,135	728,410	405,379	1,484,544	3,838,204	26,530,855
Acquisitions	480,820	33,635	207,273	14,790	6,500	-	-	743,018
Disposals	-	-	-	-	(93,530)	-	-	(93,530)
Balance at 31.12.20	13,250,011	6,349,627	1,196,408	743,200	318,349	1,484,544	3,838,204	27,180,343
Depreciation								
Balance at 01.01.19	2,381,635	3,862,635	429,120	584,348	397,454	648,749	893,910	9,198,031
Charge for the year	237,793	369,189	87,912	47,347	11,455	148,454	198,740	1,100,890
Disposals	-	(18,180)	-	-	(5,500)	-	-	(23,680)
Balance at 31.12.19	2,619,428	4,213,824	517,032	631,695	403,409	797,203	1,092,650	10,275,241

Medserv Operations Limited

Notes to the Financial Statements

For the Year Ended 31 December 2019

12 Property, plant and equipment (continued)

12.1 (continued)

	Buildings €	Plant and equipment €	Furniture and fittings €	Office and computer equipment €	Motor vehicles €	Cargo carrying units €	Photovoltaic farm €	Total €
Depreciation								
Balance at 01.01.20	2,619,428	4,213,824	517,032	631,695	403,409	797,203	1,092,650	10,275,241
Charge for the year	257,717	364,613	97,035	37,600	2,647	148,454	198,740	1,106,806
Disposals	-	-	-	-	(93,530)	-	-	(93,530)
Impairment loss	-	-	384,995	59,124	-	-	-	444,119
Balance at 31.12.2020	2,877,145	4,578,437	999,062	728,419	312,526	945,657	1,291,390	11,732,636
Carrying amounts								
At 1 January 2019	10,059,107	2,346,300	454,622	93,241	13,425	835,795	2,944,294	16,746,784
At 31 December 2019	10,149,763	2,102,168	472,103	96,715	1,970	687,341	2,745,554	16,255,614
At 31 December 2020	10,372,866	1,771,190	197,346	14,781	5,823	538,887	2,546,814	15,447,707

12.2 The Company's buildings are constructed on land held under title of temporary emphyteusis from Malta Freeport Corporation Limited for a period up to 29 May 2045. On 5 December 2012, the Company entered into a lease agreement with Malta Freeport Corporation Limited which extended the right of use of the said land until 29 May 2060 (see note 22.1).

12.3 Impairment loss on property, plant and equipment

At 31 December 2020, as a result of losses sustained during the current year and in consideration of the following risks:

- the global and regional political and economic risks, particularly in an extended COVID-19 scenario;
- the concentration risk due to the dependency on a few customers; and
- the volatility in oil and gas prices and related demand for oil and gas and their impact on the customers' business activity.

an impairment loss amounting to €444,219 was recognised in relation to furniture and fittings and office and computer equipment asset categories. The recoverable amount of these assets was determined using fair value less cost of disposal, the fair value measurement of which was categorised as a Level 3. Management estimated recoverable amount of these assets with reference to the market prices of similar items sold in the secondary market. The recoverable amount of the impaired assets at reporting date stood at €212,127.

Medserv Operations Limited

Notes to the Financial Statements

For the Year Ended 31 December 2020

12 Property, plant and equipment (continued)

12.3 Security

At 31 December 2020, the Company's emphytheutical rights on the Medserv site at the Malta Freeport at the Port of Marsaxlokk (refer to note 22) were subject to a general hypothec and a special hypothec in relation to the notes issued by the Company's parent during the current and comparative years and bank borrowings (refer to note 18).

13 Trade and other receivables

13.1	2020	2019
	€	€
Trade receivables	5,099,021	7,057,746
Amounts due by parent	2,191,030	-
Amounts due by fellow subsidiaries	24,316	74,754
Other receivables	407,937	419,692
Prepayments	235,568	462,746
	7,957,872	8,014,938

13.2 During the year, amounts due by fellow subsidiaries totalling to €1,192,114 in relation to cash advances and/or expenses paid by Company on their behalf, were assigned to the parent company.

13.3 Amounts due by parent and fellow subsidiaries are unsecured, interest-free and repayable on demand. Transactions with related parties are set out in note 24 to these financial statements.

13.4 The Company's exposure to credit and currency risks and impairment losses related to trade and other receivables are disclosed in note 21.

Medserv Operations Limited

Notes to the Financial Statements

For the Year Ended 31 December 2020

14 Cash and cash equivalents

		2020	2019
	Note	€	€
Cash in hand		10,403	31,990
Bank balances		171,883	50,815
Cash at bank and in hand		182,286	82,805
Bank overdrafts used for cash management purposes	18	(1,220,481)	(3,708,591)
Cash and cash equivalents at 31 December		(1,038,195)	(3,625,786)

14.2 The Company's exposure to interest rate risk and a sensitivity analysis for financial assets and liabilities are disclosed in note 21.

15 Capital and reserves

15.1 Share capital

	Ordinary shares	
	2020	2019
	No.	No.
In issue at 1 January - fully paid	100,001	100,001
In issue at 31 December – fully paid	100,001	100,001

The Company's authorised share capital comprised 500,000 shares of €2.329373 each (2019: 500,000 ordinary shares of €2.329373 each).

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All shares rank equally with regard to the Company's residual assets.

15.2 Parent company contribution

The loan from the parent company is unsecured, interest-free and has no fixed repayment date. The loan is subject to the company's option to convert to share capital at the option of the Company.

15.3 Statutory reserve

The statutory reserve is not distributable and comprises transfers of amounts equivalent to unrealised gains in accordance with the requirements of the Companies Act, 1995 (Chapter 386, Laws of Malta). As at 31 December 2020, the balance in this reserve represented the deferred tax asset recognised in respect of investment tax credits available to the Company as at that date.

Medserv Operations Limited

Notes to the Financial Statements

For the Year Ended 31 December 2020

15 Capital and reserves (continued)

15.4 Revaluation reserve

The revaluation reserve relates to the revaluation net of tax of the right-of-use assets at the reporting date consisting of land held from emphyteutical grant (see note 22). The transfer during the year to retained earnings represents the depreciation on the increase of the revalued amount, net of tax.

15.5 Availability of reserves for distribution

	2020	2019
	€	€
Distributable	475,765	850,747
Non-distributable	18,584,098	18,843,081
	19,059,863	19,693,828

16 Deferred income

During 2012, the Company was awarded an extension of property rights over industrial property forming part of the Malta Freeport at the Port of Marsaxlokk. These property rights, which comprise land and the overlying buildings and facilities, emanate from the various emphyteutical grant deeds, a lease agreement as well as the operating licence issued by the Malta Freeport Corporation Limited to the Company. The award was conditional on the Company investing €9 million in improvements to the underlying property and reaching employment levels of 90 full time equivalents by the year 2045. Both conditions were fulfilled by 31 December 2014. Although the Company, is short by one full time equivalent as of 31 December 2020, on the basis of current business pipeline, the directors are confident that the Company will be exceeding 90 full time equivalents up to and until year 2045.

This deferred income is being recognised in profit or loss over the remaining period of the emphyteutical grant. The amount recognised in this respect in 'other income' in the statement of profit or loss and other comprehensive income during 2020 amounts to €775,533 (2019: €775,533).

17 Amounts due to parent company

The amounts due to the parent company are unsecured and repayable after more than one year. These amounts comprise:

	Currency	Nominal interest rate	Year of maturity	2020	2019
				€	€
Unsecured loan	EUR	6.00%	2022	-	1,135,271
Unsecured loan	EUR	4.50%	2026	941,217	941,270
				941,217	2,076,541

Medserv Operations Limited

Notes to the Financial Statements

For the Year Ended 31 December 2020

17 Amounts due to parent company (continued)

During 2020, the Company entered into assignment agreements with fellow subsidiaries and other related companies in relation to the assignment of receivable/payable balances to the parent company (refer to note 13.2). At 31 December 2020, the Company set-off in full the loan balance amounting to €1,147,200, relating to the unsecured loan with nominal interest rate of 6% maturing in 2022, against amounts due from parent company at reporting date.

Transactions with related parties are set out in note 24 to these financial statements.

18 Loans and borrowings

18.1 This note provides information about the contractual terms of the Company's interest-bearing loans and borrowings. Refer to note 21 for more information about the Company's exposure to interest rate and liquidity risk.

	2020	2019
	€	€
Non-current liabilities		
Secured bank loans	5,034,146	234,955
Current liabilities		
Secured bank loans	467,119	314,040
Bank overdrafts	1,220,481	3,708,591
Total loans and borrowings	6,721,746	4,022,631

18.2 Terms and debt repayment schedule

The terms and conditions of outstanding loans are as follows:

As at 31 December 2020

	Original currency	Carrying amount	Nominal interest rate	Year of Maturity
Bank loan	EUR	€501,265	Bank's base rate + 3.00%	2022
Bank Loan	EUR	€5,000,000	Fixed rate of 2.5% for first 2 years and variable thereafter at Bank's base rate + 3%	2026

As at 31 December 2019

	Original currency	Carrying amount	Nominal interest rate	Year of Maturity
Bank loan	EUR	€548,995	Bank's base rate + 3.00%	2021

Medserv Operations Limited

Notes to the Financial Statements

For the Year Ended 31 December 2020

18 Loans and borrowings (continued)

18.2 Terms and debt repayment schedule (continued)

During the year, the government of Malta introduced a general financial support scheme named the *Malta Development Bank ('MDB') COVID-19 Guarantee Scheme ('CGS')* in response to the economic impacts of COVID-19 coronavirus pandemic, which provided a guarantee, of the full amount of qualifying new corporate loans issued by banks in Malta up to a value of €5 million, to commercial banks in order to enhance access to bank financing for the working capital requirements of businesses facing cash flow disruptions due to the effects of the COVID-19.

The Company was granted such a bank loan of €5 million in September 2020 as it qualified for this financial support scheme. This loan is guaranteed by MDB against a guarantee fee which ranges from 0.5% in year 1 up to 2% by year 6. The Company was further provided a 12-month moratorium on loan capital repayments and 6-month moratorium on interest. The loan matures on 30 September 2026, and has an annual interest rate which varies over the term of the loan. The interest rate ranges from a fixed fee of 2.5% per annum exclusive of a guarantee fee for the first two years, and a margin of 3% per annum inclusive of a guarantee fee chargeable over the bank's base rate for the remaining four years.

The Company determined that the interest rate for an equivalent loan issued on an arm's length basis without the guarantee would have been 5.35%. The Company concluded that the difference between the interest rate of 2.5%-3% and 5.35% is government assistance that is intended to compensate the Company for interest expense that would otherwise be incurred if the loan were not guaranteed under the financial support scheme. This government assistance is recognised and measured as part of the unit of account in determining the fair value of the loan. There are no unfulfilled conditions or contingencies for the government assistance on 31 December 2020. Furthermore, the Company expects to also benefit from the MDB COVID-19 Interest Rate Subsidy Scheme (CIRSS), where all beneficiaries under the CGS are eligible for a grant of up to 2.5% on the interest on the loan for the initial two years of the loan. The interest refund is recognised in profit or loss when there is reasonable assurance that the grant will be received.

18.3 Security on bank loans and overdraft facilities

The bank loans and overdraft facilities are secured by:

- a. second general hypothec for €7,500,000 on overdraft basis over all present and future assets with prior charges in favour of bond holders of the €20 million 6% Bond Issue ISIN number MT0000311218;
- b. second special hypothec for €7,500,000 on overdraft basis over temporary utile dominium of Medserv site and property of Malta Freeport with prior charges in favour of bond holders of the €20 million 6% Bond Issue ISIN number MT0000311218;
- c. guarantee for €12,270,000 given by the parent company to secure all liabilities of the Company;
- d. first pledge over a combined business policy for €8,568,381 and pledge of insurance cover over purchased equipment for €1,334,000;
- e. a letter of undertaking given by the shareholders that Mr Anthony J Duncan and Mr Anthony S Diacono will directly or indirectly retain control and hold more than 51% of the issued capital;
- f. Joint and several guarantees for €2,699,574 by the parent company;
- g. letter of comfort by the parent company whereby it undertakes to maintain the present level of its control over, and interest, in the Company through its shareholding throughout the duration of the facilities; and

Medserv Operations Limited

Notes to the Financial Statements

For the Year Ended 31 December 2020

18 Loans and borrowings (continued)

18.3 Security on bank loans and overdraft facilities

- h. a letter of undertaking by the parent company whereby it undertakes not to declare dividends or pay shareholders' loans without the bank's written consent.

Furthermore, as at 31 December 2020, the Company enjoyed general overdraft facilities of €3,000,000 (2019: €4,250,000) at the following terms and conditions:

Bank overdraft	Nominal Interest rate
2020:	
€2,500,000	5.35% (bank base rate + 3%)
€500,000	5.15% (bank base rate + 3%)
2019:	
€3,500,000	5.35% (bank base rate + 3%)
€750,000	5.15% (bank base rate + 3%)

At 31 December 2020, the Company had unutilised bank overdraft facilities of €1,779,519 (2019: €541,409) and unutilised foreign exchange facility of €300,000 (2019: €300,000).

19 Provision

This provision relates to gratuities for the Company's obligation to effect ex-gratia payments to a number of its retiring employees according to the Collective Agreement with the employees' union at the end of the corresponding financial year.

20 Trade and other payables

20.1	2020	2019
	€	€
Trade payables	631,265	2,224,225
Amounts due to related parties:		
Other related companies	3,420	300,643
Directors	10,837	-
Accruals	530,915	806,828
Other payables	-	24,058
	1,176,437	3,355,754

20.2 Amounts due to related parties are all unsecured, interest-free and repayable on demand. Transactions with related parties are set out in note 24 to these financial statements.

20.3 The Company's exposure to currency and liquidity risks related to trade and other payables is disclosed in note 21.

20.4 During the year, amounts due to fellow subsidiaries totalling to €1,351,946 in relation to cash advances made to Company, were assigned to the parent company.

Medserv Operations Limited

Notes to the Financial Statements

For the Year Ended 31 December 2020

21 Financial instruments – Fair values and risk management

21.1 Accounting classifications and fair values

Accounting classifications

The Company classifies non-derivative financial assets and non-derivative financial liabilities into the categories of 'amortised cost' and 'other financial liabilities', respectively. At reporting date, the Company's financial assets at amortised cost comprised cash and cash equivalents and trade and other receivables. The Company's non-derivative financial liabilities comprised loans and borrowings, bank overdrafts and trade and other payables.

Measurement of fair values

A number of the Company's accounting policies and disclosures require the determination of fair value, both for financial and non-financial assets and liabilities. Fair values have been determined for disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability. When measuring the fair value of an asset or liability, the Company uses observable market data as far as possible.

Significant valuation issues are reported to the parent company's audit committee.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuations techniques as follows:

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

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company did not have any financial instruments measured at fair value in the current and comparative year.

Fair value information of financial instruments not measured at fair value are as follows:

Amortised cost

This category of assets is reported net of impairment allowances to reflect the estimated recoverable amounts. Cash and cash equivalents and trade and other receivables are all short-term in nature. The carrying amounts of these financial assets approximate their fair values.

Medserv Operations Limited

Notes to the Financial Statements

For the Year Ended 31 December 2020

21 Financial instruments – Fair values and risk management (continued)

21.1 Accounting classifications and fair values (continued)

Secured bank loans and non-current amounts due to parent company

The fair values of the Company's interest-bearing borrowings and loans are determined by using the discounted cash-flow method using discount rate that reflects the issuer's borrowing rate as at the end of the reporting period.

Other financial liabilities

This category of liabilities is carried at amortised cost. The carrying value of these liabilities which are short term in nature, approximates their fair values.

21.2 Financial risk management

The Company has exposure to the following risks from its use of financial instruments:

- credit risk
- liquidity risk
- market risk
- operational risk

This note presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital. The information presented in this note should be read in conjunction with the commentary in the Directors' Report under "*Principal risks and uncertainties*".

21.3 Risk management framework

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of Directors has established the Financial Risk Management Committee, which is responsible for developing policies and monitoring risk management. The Committee reports regularly to the Board of Directors on its activities.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

The parent company's Audit Committee oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company.

21.4 Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's bank balances, trade receivables, and amounts due from related parties.

21 Financial instruments – Fair values and risk management (continued)

Medserv Operations Limited

Notes to the Financial Statements

For the Year Ended 31 December 2020

21.4 Credit risk (continued)

Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure, as follows:

		Carrying amount	
		2020	2019
Carrying amount	Note	€	€
Trade and other receivables and contract assets	5, 13	7,724,722	8,094,109
Cash at bank	14	171,883	50,815
		7,896,605	8,144,924

Impairment losses on financial assets recognised in profit or loss were as follows.

	2020	2019
	€	€
Impairment loss on trade and other receivables	308,689	573,322
Reversal of impairment loss on trade and other receivables	(51,050)	(503,870)
Reversal of impairment loss on amounts receivable from fellow subsidiaries	-	(1,301,736)
	257,639	(1,232,284)

Trade receivables and contract assets

The Company offers logistical services to large customers operating within the oil and gas industry. These customers operate huge budgets and historically have sufficient funds to meet their obligations towards the Company.

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the demographics of the Company's customer base, including the default risk of the industry and country in which customers operate.

Through the Financial Risk Management Committee, the Company has an internal control system which identifies at an early stage any events of default. Most of the Company's customers have been transacting with the Company for a number of years, and losses rarely occur. In monitoring customer credit risk, customers are grouped according to their credit characteristics, including geographic location, aging profile, maturity, trade history with the Company and existence of previous financial difficulties.

The Company's review includes external ratings, if they are available, financial statements, credit agency information, industry information.

Medserv Operations Limited

Notes to the Financial Statements

For the Year Ended 31 December 2020

21 Financial instruments – Fair values and risk management (continued)

21.4 Credit risk (continued)

Trade receivables and contract assets (continued)

The Company does not require collateral in respect of trade and other receivables. The Company does not have trade receivable and contract assets for which no loss allowance is recognised because of collateral.

As at 31 December 2020, the outstanding balance from the Company's two (2019: three) significant customers accounted for €5.03 million (2019: €5.85 million) of the trade receivables, gross of expected credit losses.

As at 31 December 2020, the exposure to credit risk for trade receivables and contract assets by geographic region was as follows:

	Carrying amount	
	2020	2019
	€	€
Carrying amount		
Domestic	299,768	196,178
EU countries	241,596	1,037,853
Libya	4,584,371	5,484,723
Other	1,866	880,909
	5,127,601	7,599,663

A summary of the Company's exposure to credit risk for trade receivables and contract assets is as follows:

	2020	2019
	€	€
Not-credit impaired		
External credit ratings at least Baa3 from Standard & Poor's or BBB- from Moody's	1,675,788	2,125,549
Other customers:		
- Four or more years' trading history with the Company	4,340,144	5,742,957
- Less than four years' trading history with the Company	276,318	749,477
- Higher risk	111,310	-
Total gross carrying amount	6,403,560	8,617,983
Loss allowance	(1,275,959)	(1,018,320)
Carrying amount	5,127,601	7,599,663

Medserv Operations Limited

Notes to the Financial Statements

For the Year Ended 31 December 2020

21 Financial instruments – Fair values and risk management (continued)

21.4 Credit risk (continued)

Trade receivables and contract assets (continued)

Expected credit loss assessment for customers

The Company uses different provisioning matrices to measure the ECLs of trade receivables:

- Loss rates are calculated using a 'roll rate' method based on the probability of a receivable progressing through successive stages of delinquency to write-off. Roll rates are calculated separately for exposures by different type of customer.
- Specific provisions for internally and externally rated customers.

Loss rates are based on actual credit loss experience over the past 6 years (2019: 5 years). These rates are multiplied by scalar factors to reflect differences between economic conditions during the period over which the historical data has been collected, current conditions and the Company's view of economic conditions over the expected lives of the receivables.

The scalar factors were increased in 2020, reflecting the actual and expected impact of the COVID-19 pandemic in each geographic region.

The following table provides information about the exposure to credit risk and ECLs for trade receivables and contract assets for corporate customers as at 31 December 2020.

31 December 2020	Weighted-average loss rate	Gross carrying amount	Impairment loss allowance	Credit-impaired
		€	€	
Current (not past due) and <30 days past due	7.75%	2,457,172	(190,336)	No
Past due 31 to 60 days	42.92%	158,775	(68,149)	No
Past due 61 to 90 days	41.18%	252,689	(104,054)	No
Past due > 90 days	47.32%	1,217,969	(576,361)	Yes
		4,086,605	(938,900)	

Medserv Operations Limited

Notes to the Financial Statements

For the Year Ended 31 December 2020

21 Financial instruments – Fair values and risk management (continued)

21.4 Credit risk (continued)

Trade receivables and contract assets (continued)

Expected credit loss assessment for corporate customers (continued)

31 December 2020				
Equivalent to external credit rating	Weighted-average loss rate	Gross carrying amount	Impairment loss allowance	Credit-impaired
		€	€	
Externally rated				
A	0.04%	115,477	(47)	No
B	3.61%	43,091	(1,352)	No
BB	0.38%	60,678	(142)	No
BBB	0.13%	1,379,065	(1,544)	No
Internally rated				
Equivalent to CCC/C	100.00%	111,312	(111,312)	No
Equivalent to DDD/D	100.00%	222,091	(222,091)	Yes
		2,814,064	(336,488)	

Movements in the allowance for impairment in respect of trade receivables and contract assets

The movement in the allowance for impairment in respect of trade receivables during the year was as follows:

	2020	2019
	€	€
Balance at 1 January	1,018,320	948,868
Net remeasurement of loss allowance	257,639	69,452
Balance at 31 December	1,275,959	1,018,320

The contribution to the change in impairment loss allowance during 2020 was brought by changes in ageing and scalar factors of trade receivables to individual customers, which resulted in increases in impairment allowances of €257,639.

Medserv Operations Limited

Notes to the Financial Statements

For the Year Ended 31 December 2020

21 Financial instruments – Fair values and risk management (continued)

21.4 Credit risk (continued)

Cash and cash equivalents

The Company held cash and cash equivalents of €171,883 as at 31 December 2020 (2019: €50,815). The cash and cash equivalents are held with bank and financial institution counterparties, which are rated A2 to Baa2, based on ratings by Moody's.

Impairment on cash and cash equivalents has been measured on a 12-month expected loss basis and reflects the short maturities of the exposures. The Company considers that its cash and cash equivalents have low credit risk based on the external credit ratings of the counterparties.

	At amortised cost 2020	2019
	€	€
A2	21,442	14,516
Baa2	150,441	36,299
Gross carrying amounts	171,883	50,815
Loss allowance	-	-
Carrying amount	171,883	50,815

21.5 Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions. The Company regularly reviews the costing of its services in its effort to monitor its cash flow requirements. The Company aims to maintain the level of its cash and cash equivalents at an amount in excess of expected cash outflows on financial liabilities over the next 60 days, including the servicing of financial obligations. The Company also monitors the level of expected cash inflows on trade and other receivables together with expected cash outflows on trade and other payables. This excludes the potential impact of extreme circumstances that cannot reasonably be predicted, such as natural disasters.

The COVID-19 pandemic lockdown put stress on the Company's liquidity position as demand for Company's services was impacted during the period from 12 March to 31 December 2020. The Company has taken and continues to take action to mitigate the impact, including reducing capital expenditure and operating expenses. Whilst the Company continues to be impacted by the effects of the COVID-19 pandemic, the Company continues to meet its demands on liquidity through cash generated from operations, increased bank funding and unutilised overdraft facilities.

Medserv Operations Limited

Notes to the Financial Statements

For the Year Ended 31 December 2020

21 Financial instruments – Fair values and risk management (continued)

21.5 Liquidity risk (continued)

The following are the contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include contractual interest payments and exclude the impact of netting agreements:

	Carrying amount	Contractual cash flows	Less than 1 year	1 - 2 years	2 - 5 years	5-10 years	More than 10 years
	€	€	€	€	€	€	€
31 December 2020							
Non-derivative financial liabilities							
Amounts due to parent company	941,217	(1,150,496)	(41,493)	(41,493)	(124,535)	(942,975)	-
Secured bank loans	5,501,265	(6,053,349)	(637,735)	(1,378,258)	(3,229,862)	(807,494)	-
Bank overdraft	1,220,481	(1,285,778)	(1,285,778)	-	-	-	-
Lease liability	10,086,182	(27,489,265)	(528,515)	(1,666,841)	(2,941,445)	(21,823,949)	-
Trade and other payables	1,176,437	(1,176,437)	(1,176,437)	-	-	-	-
	18,925,582	(37,155,325)	(3,669,958)	(1,948,266)	(5,021,238)	(4,691,914)	(21,823,949)
31 December 2019							
Non-derivative financial liabilities							
Amounts due to parent company	2,076,541	(2,529,888)	(97,341)	(109,112)	(2,323,435)	-	-
Secured bank loans	548,995	(575,740)	(314,040)	(261,700)	-	-	-
Bank overdraft	3,708,591	(3,907,001)	(3,907,001)	-	-	-	-
Lease liability	10,043,290	(28,014,133)	(524,868)	(528,515)	(1,639,742)	(2,897,811)	(22,423,197)
Trade and other payables	3,355,754	(3,355,754)	(3,355,754)	-	-	-	-
	19,733,171	(38,382,516)	(8,199,004)	(899,327)	(3,963,177)	(2,897,811)	(22,423,197)

It is not expected that the cash flows included in the maturity analysis could occur significantly earlier, or at significantly different amounts.

Medserv Operations Limited

Notes to the Financial Statements

For the Year Ended 31 December 2020

21 Financial instruments – Fair values and risk management (continued)

21.6 Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, and interest rates will affect the Company's income. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

21.6.1 Currency risk

The Company is exposed to currency risk to the extent that there is a mismatch between the currencies in which sales, purchases, cash held at bank and borrowings are denominated and the Company's functional currency.

In respect of monetary assets and liabilities denominated in foreign currencies, the Company ensures that its net exposure is kept to an acceptable level by maintaining funds in bank accounts denominated in the same foreign currencies. This will enable the Company to hold on to foreign currency when rates are not favourable until the situation reverses.

The Company is exposed to market price risk arising from the uncertainty about the future prices of derivatives held by the Company that are classified in the statement of the financial position as financial assets at fair value through profit or loss.

Exposure to Currency risk

The Company's exposure to foreign currency risk was as follows based on notional amounts in foreign currency:

	31 December 2020	31 December 2019
	USD	USD
Trade and other receivables	-	9,662
Funds in foreign currency	15,168	32,634
Net exposure	15,168	42,296

The following significant exchange rates applied during the year:

	Average rate		Reporting date spot rate	
	2020	2019	2020	2019
USD	1.1422	1.1113	1.2271	1.1234

Medserv Operations Limited

Notes to the Financial Statements

For the Year Ended 31 December 2020

21 Financial instruments – Fair values and risk management (continued)

21.6 Market risk (continued)

21.6.1 Currency risk (continued)

Exposure to Currency risk (continued)

A 10 percent strengthening of the Euro against the following currencies at 31 December would have increased / (decreased) profit or loss and equity by the pre-tax amounts shown below. This analysis is based on foreign currency exchange rate variances that the Company considered to be reasonably possible at the end of the reporting period. This analysis assumes that all other variables, in particular interest rates, remain constant. The analysis is performed on the same basis for 2019.

	Profit or loss	Equity
	€	€
31 December 2020		
USD	(1,517)	(1,517)
31 December 2019		
USD	(4,230)	(4,230)

A 10 percent weakening of the Euro against the above currencies at 31 December would have had the equal but opposite effect on the above currencies to the amounts shown above, on the basis that all other variables remain constant.

21.6.2 Interest rate risk

Profile

At the reporting date the interest rate profile of the Company's interest-bearing financial instruments was:

	Carrying amount	
	2020	2019
	€	€
Variable rate instruments		
Financial assets	171,883	50,815
Financial liabilities	(6,721,746)	(4,257,586)
Fixed rate instruments		
Financial liabilities	(941,217)	(2,076,541)

Medserv Operations Limited

Notes to the Financial Statements

For the Year Ended 31 December 2020

21 Financial instruments – Fair values and risk management (continued)

21.6 Market risk (continued)

21.6.2 Interest rate risk (continued)

The Company does not account for any fixed rate financial assets and liabilities at fair value through profit or loss. Therefore, a change in interest rate at the end of the reporting period would not affect profit or loss.

The Company's bank balances and borrowings are subject to an interest rate that varies according to revisions made to the Bank's Base Rate. The Company does not carry out any hedging in order to hedge its interest rate risk exposure.

A change of 100 basis points in interest rates at the reporting date, would have increased/ (decreased) profit or loss (and equity) by the pre-tax amount shown below. This analysis assumes that all other variables, in particular foreign currency rates, remain constant. This analysis is performed on the same basis for 2019.

A change of 100 basis points in interest rates on variable rate instruments would have increased or decreased the Company's profit and loss and equity by €65,499 (2019: €42,068).

21.7 Operational risk

Operational risk is the risk of direct or indirect loss arising from a wide variety of causes associated with the Company's processes, personnel, technology and infrastructure, and from external factors other than credit, market and liquidity risks such as those arising from legal and regulatory requirements and generally accepted standards of corporate behaviour.

The Company's objective is to manage operational risk so as to balance the avoidance of financial losses and damage to the Company's reputation with overall cost effectiveness and to avoid control procedures that restrict initiative and creativity.

The primary responsibility for the development and implementation of controls to address operational risk is assigned to senior management. This responsibility is supported by the development of overall Company standards for the management of operational risk in the following areas:

- requirements for appropriate segregation of duties, including the independent authorisation of transactions
- requirements for the reconciliation and monitoring of transactions
- compliance with regulatory and other legal requirements
- documentation of controls and procedures
- requirements for the periodic assessment of operational risks faced, and the adequacy of controls and procedures to address the risks identified
- requirements for the reporting of operational losses and proposed remedial action
- development of contingency plans
- training and professional development
- ethical and business standards
- risk mitigation, including insurance where this is effective.

Medserv Operations Limited

Notes to the Financial Statements

For the Year Ended 31 December 2020

21 Financial instruments – Fair values and risk management (continued)

21.8 Capital management

The Company defines capital as paid-in capital stock, additional paid-in capital, parent company loan and retained earnings, both appropriated and unappropriated.

The directors' policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The directors monitor the return on capital, which the Company defines as result from operating activities divided by total shareholders' equity. The directors also monitor the level of dividends to ordinary shareholders.

The board of directors seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position. In view of the nature of the Company's activities and the extent of borrowings or debt, the capital level as at the end of the reporting period is deemed adequate by the Board of Directors.

There were no changes in the Company's approach to capital management during the year.

22 Leases

22.1 As a lessee

The Company leases a quay, premises and ancillary facilities at Malta Freeport, Kalafrana and premises at Hal Far Industrial Estate under separate operating leases. The lease at Malta Freeport, Kalafrana runs for a period of 47.5 years from 5 December 2012. This lease has been granted to the Company under title of temporary emphyteusis. The lease at Hal Far Industrial Estate runs for a period of ten years from 20 October 2014 with the option exercisable by the Company to extend the lease for three further periods of 10 years each.

Information about leases for which the Company is a lessee is presented below.

22.1.1 Right-of-use assets

	Land	
	2020	2019
	€	€
Balance at 1 January	57,103,468	58,508,515
Depreciation charge for the year	(1,405,047)	(1,405,047)
Balance at 31 December	55,698,421	57,103,468

Medserv Operations Limited

Notes to the Financial Statements

For the Year Ended 31 December 2020

22 Leases (continued)

22.1 As a lessee (continued)

22.1.1 Right-of-use assets (continued)

22.1.1.1 Revaluation of Right-of-use assets

The right-of-use assets of the Company at the Malta Freeport Terminals, which comprise industrial land emanate from the emphyteutical grant deeds dated 29 May 1997, 23 December 1999 and 22 June 2004, the lease agreement dated 5 December 2012 as well as the operating licence issued by the Malta Freeport Corporation Limited to the Company on the 5 December 2012. The right-of-use assets relating to Hal Far Industrial Estate, which comprise two adjacent plots of industrial land, emanate from the respective lease agreements. These right-of-use assets are measured using the revaluation model under IAS 16.

The directors have re-assessed the fair value of these right-of-use assets at 31 December 2020 by reference to an opinion provided by independent professional valuer, having appropriate recognised professional qualifications and recent experience in the location and category of the property being valued. The valuation of these right-of-use assets was carried out on the basis of market value on the assumption that these could be sold subject to any existing third-party obligations. The determination of fair value considers publicly available data and comparable recent market transactions on an arm's length basis, together with the analysis and experience of the local real estate market and information provided by the Company.

On this basis, the directors concluded that the carrying amount of the above-mentioned right-of-use assets of €55,698,421 falls within the range of values arrived at by the valuer and that it therefore approximates the fair value at the reporting date. Accordingly, no adjustment is required in these financial statements.

The directors are of the view that there still remains uncertainty as to the long-term effects of this pandemic which could result in adverse market movements with a consequential effect on the fair value of the right-of-use assets. As a result of this, the assumptions may need to be revised significantly in 2021.

22.1.1.2 Measurement of fair value

The fair value measurement of the property rights has been categorised as Level 3 fair value based on the inputs to the valuation techniques used. The following table shows the valuation technique used in measuring the fair value of land held from emphyteutical grant, as well as the significant unobservable inputs used.

Medserv Operations Limited

Notes to the Financial Statements

For the Year Ended 31 December 2020

22 Leases (continued)

22.1 As a lessee (continued)

22.1.1 Right-of-use assets (continued)

22.1.1.1 Revaluation of property rights over land held from emphyteutical grant

Valuation technique	Significant unobservable inputs	Inter-relationship between key unobservable inputs and fair value measurement
<i>Market approach:</i> The valuation model provides an indication of value by comparing the subject asset with identical or similar assets for which price information is available.	Prices per square metre ranging from €161 to €1,073 Discount rates ranging from 4.40% to 5.26%	The estimate fair value would increase/ (decrease) if: - price per square metre was higher / (lower) The estimate fair value would increase / (decrease) if discount (decreases)/increases

22.1.2 Lease liabilities

	2020	2019
	€	€
Maturity analysis-contractual undiscounted cash flows		
Less than one year	528,515	524,868
One to five years	2,195,356	2,168,257
Five years to ten years	2,941,445	2,897,811
More than ten years	21,823,949	22,423,197
Total undiscounted lease liabilities at 31 December	27,489,265	28,014,133

Non-current lease liabilities included in the statement of financial position at 31 December	10,086,182	10,043,290
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Amounts recognised in the statement of profit or loss and other comprehensive income

	2020	2019
	€	€
Interest on lease liabilities	(567,760)	(566,716)
Variable lease payments not included in the measurement of lease liabilities	(54,100)	(54,100)

Medserv Operations Limited

Notes to the Financial Statements

For the Year Ended 31 December 2020

22 Leases (continued)

22.1 As a lessee (continued)

22.1.2 Lease liabilities

Amounts recognised in the statement of cash flows

	2020	2019
	€	€
Total cash outflow for leases	(493,244)	(500,816)

22.1.3 Extension option

The leases contain extension options exercisable by the Company up to one year before the end of the contract period. Where practicable, the Company seeks to include extension options in new leases to provide operational flexibility. The extension options held are exercisable by the Company and not by the lessors.

The Company assesses at the lease commencement whether it is reasonably certain to exercise the extension options and subsequently reassess whether it is reasonably certain to exercise the options if there is a significant event or significant change in circumstances within its control. The extension options provided to the Company were assessed by management and it was concluded that all extension options are reasonably certain to be exercised.

23 Contingencies

At reporting date, the Company had given guarantees to the Company's bankers in favour of third parties amounting to €106,854 (2019: €135,813).

24 Related parties

24.1 Parent and ultimate controlling party

The Company is a subsidiary of Medserv p.l.c. (the "parent company"), the registered office of which is situated at Port of Marsaxlokk, Birzebbuga, Malta. The parent is a public limited liability company incorporated in Malta and listed on the Malta Stock Exchange. Two of the Company's directors, namely Mr Anthony S Diacono and Mr Anthony J Duncan hold 29.61% and 34.33% (2019: 31.17% and 34.33%) of the issued share capital of the parent company, respectively.

The parent company prepares the consolidated financial statements of the Company of which the Company forms part. These financial statements are filed and available for public inspection at Malta Business Registry.

24.2 Identity of other related parties

The Company has a relationship with a number of fellow subsidiaries forming part of the Medserv p.l.c. group of companies ("fellow subsidiaries"). It also has a relationship with its directors ("key management personnel"), and an immediate relative of one of the directors ("other related party").

Medserv Operations Limited

Notes to the Financial Statements

For the Year Ended 31 December 2020

24 Related parties (continued)

24.3 Transactions with key management personnel

Directors of the Company have indirect and direct control of the voting shares of the Company. There were no loans to directors during the current and comparative year. Compensation for services provided to the Company by key management personnel or entities under their control during the year amounted to €112,437 (2019: €45,188). In addition to their salaries, the Company also provides non-cash benefits to directors and executive officers.

A number of key management personnel, or their related parties, hold positions in other companies that result in them having control or significant influence over the financial or operating policies of these companies. Directors' remuneration is included in Note 8.

24.4 Related party transactions

The following transactions were conducted during the year:

	2020	2019
	€	€
Parent company		
Advances to	2,933,008	1,852,750
Interest charged by	109,263	427,754
Assignment of receivable balances due from fellow subsidiaries	1,266,767	9,084,070
Repayment of amounts due to	1,106,441	1,671,122
Expenses recharged to	662,906	-
Fellow subsidiaries		
Advances to	2,521,070	-
Payment of expenses on behalf of	2,598,422	3,247,184
Services provided by	13,255	91,375
Assignment of receivable balances to parent company	1,192,114	9,084,070
Assignment of payable balances to parent company	1,351,946	176,283
Other related party		
Services provided by	112,437	45,188

24.5 Related party balances

Information on amounts due from / to related parties is set out in notes 13, 17 and 20 to these financial statements.

Medserv Operations Limited

Notes to the Financial Statements

For the Year Ended 31 December 2020

25 Subsequent events

On 12 April 2021, Medserv plc successfully concluded a conditional agreement with the shareholders of Regis Holdings Limited (“Regis Shareholders”), a limited liability company registered under the laws of Mauritius with company registration number 120300. Regis Holdings Limited is the holding company of a group of companies (the “Regis Group”), which provides logistics, equipment, procurement and specialised services to a wide range of customers, including national and international energy companies, drilling and mining companies as well as product and equipment manufacturers and other heavy industry-related contractors in South Africa, Mozambique, Uganda and Angola.

The acquisition of Regis Holdings Limited is subject to a number of conditions precedent. Subject to the satisfaction of all conditions precedent, the transaction is scheduled to be completed by 30 June with a long stop date set at 31 July 2021. For further details refer to the company announcement (MDS234) issued by Medserv p.l.c. on the Malta Stock Exchange on 12 April 2021.



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Independent Auditors' Report

To the Shareholders of Medserv Operations Limited

1 Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Medserv Operations Limited (the "Company"), which comprise the statement of financial position as at 31 December 2020, the statements of profit or loss and other comprehensive income, changes in equity and cash flows for the year then ended, and notes, comprising significant accounting policies and other explanatory information.

In our opinion, the accompanying financial statements:

- (a) give a true and fair view of the financial position of the Company as at 31 December 2020, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRS") as adopted by the EU; and
- (b) have been properly prepared in accordance with the provisions of the Companies Act, 1995 (Chapter 386, Laws of Malta) (the "Act").

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 *Auditors' 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 accordance with the Accountancy Profession (Code of Ethics for Warrant Holders) Directive issued in terms of the Accountancy Profession Act (Chapter 281, Laws of Malta), 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.



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Independent Auditors' Report (continued)

To the Shareholders of Medserv Operations Limited

Other information

The directors are responsible for the other information. The other information comprises the 'Directors' Report', but does not include the financial statements and our auditors' report thereon.

Our opinion on the financial statements does not cover the directors' report, on which we report separately below in our 'Report on Other Legal and Regulatory Requirements'.

Responsibilities of the directors for the financial statements

The directors are responsible for the preparation of financial statements that (a) give a true and fair view in accordance with IFRS as adopted by the EU, and (b) are properly prepared in accordance with the provisions of the Act, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

The directors are also responsible for overseeing the financial reporting process.

Auditors' 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 auditors' 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.



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Independent Auditors' Report (continued)

To the Shareholders of Medserv Operations Limited

Auditors' responsibilities for the audit of the financial statements (continued)

As part of an audit in accordance with ISAs, we exercise professional judgement 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 directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' 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 auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.



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Independent Auditors' Report (continued)

To the Shareholders of Medserv Operations Limited

2 Report on Other Legal and Regulatory Requirements

Opinion on the directors' report

The directors are responsible for preparing a directors' report in accordance with the provisions of article 177 of the Act.

We are required to consider whether the information given in the directors' report for the accounting period for which the financial statements are prepared is consistent with those financial statements; and, if we are of the opinion that it is not, we shall state that fact in our report. We have nothing to report in this regard.

Pursuant to article 179(3) of the Act, we are also required to:

- express an opinion on whether the directors' report has been prepared in accordance with the applicable legal requirements; and
- state whether, in the light of the knowledge and understanding of the entity and its environment obtained in the course of our audit of the financial statements, we have identified material misstatements in the directors' report, giving an indication of the nature of any such misstatements.

In such regards:

- in our opinion, the directors' report has been prepared in accordance with the applicable legal requirements; and
- we have not identified material misstatements in the directors' report.



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Independent Auditors' Report (continued)

To the Shareholders of Medserv Operations Limited

Matters on which we are required to report by exception by the Act

Pursuant to articles 179(10) and 179(11) of the Act, we have nothing to report to you with respect to the following matters:

- proper accounting records have not been kept; or
- the financial statements are not in agreement with the accounting records; or
- we have not obtained all the information and explanations which, to the best of our knowledge and belief, we require for the purpose of our audit.

The Principal authorised to sign on behalf of KPMG on the audit resulting in this independent auditors' report is Justin Axiaq.

KPMG
Registered Auditors

30 April 2021