PLAVA LAGUNA d.d., POREČ

INDEPENDENT AUDITOR’S REPORT AND FINANCIAL STATEMENTS 31 DECEMBER 2013

Independent Auditor's Report

To the Shareholders and the Management of Plava laguna d.d.

We have audited the accompanying financial statements of Plava laguna d.d. (the "Company"), which comprise the balance sheet as at 31 December 2013 and the statements of comprehensive income, changes in equity and cash flows for the year then ended and notes comprising a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards as adopted in the European Union, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as at 31 December 2013, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted in the European Union.

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Emphasis of matter

We draw attention to Note 28 to these financial statements that describes the Company's contingencies with respect to ownership of land not evaluated in the transformation and privatisation process. Problems with respect to land ownership disputes are common for the majority of tourism companies in the Republic of Croatia. Their resolution is expected in the future upon completion of the process of obtaining concessions and establishing ownership rights in accordance with and pursuant to the provisions of the Law on Tourist and Other Construction Land, not evaluated in the transformation and privatisation process, which entered into force on 1 August 2010. Our opinion was not qualified in this respect.

PricewaterhouseCoopers d.o.o.
Zagreb, 25 April 2014

This version of our report is a translation from the original, which was prepared in Croatian language. All possible care has been taken to ensure that the translation is an accurate representation of the original. However, in all matters of interpretation of information, views or opinions, the original language version of our report takes precedence over this translation.

PLAVA LAGUNA d.d., POREČ

STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2013

(all amounts expressed in thousands of HRK)	**Note**	**2013**	**2012**
Sale of services	5	494,493	452,563
Other income	6	1,678	12,751
Cost of materials and services	7	(137,242)	(130,053)
Staff costs	8	(120,215)	(111,903)
Depreciation and amortisation	15,16	(105,464)	(94,980)
Other operating expenses	9	(31,315)	(30,075)
Other gains – net	10	782	1,469
Operating profit		**102,717**	**99,772**
Finance income	11	8,661	6,865
Finance costs	11	(1,721)	(74)
Finance income – net	11	6,940	6,791
Profit before income tax		**109,657**	**106,563**
Income tax expense	12	(402)	(289)
Profit for the year		**109,255**	**106,274**
Other comprehensive income:			
Changes in value of available-for-sale financial assets	25	(14)	(2,747)
Total comprehensive income for the year		**109,241**	**103,527**
Basic and diluted earnings per share (in HRK) for:			
- ordinary shares	13	169.97	165.41
- preference shares		170.97	166.41

The financial statements set out on pages 3 to 47 were approved by the Company's Management Board on 23 April 2014.

Member of the Management Board:

Neven Staver

The accompanying notes form an integral part of these financial statements.

PLAVA LAGUNA d.d., POREČ

BALANCE SHEET

AS AT 31 DECEMBER 2013

(all amounts expressed in thousands of HRK)	**Note**	**31 December 2013**	**2012**
ASSETS			
Non-current assets			
Property, plant and equipment	15	1,096,113	1,098,996
Intangible assets	16	777	295
Investments in subsidiaries and associate	17	190,828	190,808
Available-for-sale financial assets	19	6,821	6,839
		1,294,539	1,296,938
Current assets			
Inventories	20	2,481	2,582
Trade and other receivables	21	6,072	4,957
Income tax receivable	12	18,714	15,642
Loans and deposit receivable	22	186,995	119,645
Cash and cash equivalents	23	2,410	6,666
		216,672	149,492
Total assets		**1,511,211**	**1,446,430**
EQUITY			
Share capital	24	1,181,246	1,088,372
Capital reserves	24	6,525	5,149
Treasury shares	24	(18,010)	(17,046)
Reserves	25	64,919	67,403
Retained earnings	25	198,820	241,021
Total equity		1,433,500	1,384,899
LIABILITIES			
Non-current liabilities			
Provisions for other liabilities and expenses	27	2,000	2,000
		2,000	2,000
Current liabilities			
Trade and other payables	26	75,711	59,531
		75,711	59,531
Total liabilities		77,711	61,531
Total equity and liabilities		**1,511,211**	**1,446,430**

The accompanying notes form an integral part of these financial statements.

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2013

(all amounts expressed in thousands of HRK)	**Note**	**Share capital**	**Capital reserves**	**Treasury shares**	**Reserves**	**Retained earnings**	**Total**
At 1 January 2012		1,088,372	5,149	(17,046)	123,490	139,960	1,339,925
Profit for the year		-	-	-	-	106,274	106,274
Other comprehensive losses		-	-	-	(2,747)	-	(2,747)
Total comprehensive income for 2012		**-**	**-**	**-**	**(2,747)**	**106,274**	**103,527**
Transfer to legal reserves	25	-	-	-	1,529	(1,529)	-
Dividend relating to 2011	13	-	-	-	(54,869)	(3,684)	(58,553)
Total contributions by and distributions to owners of the Company, recognised in equity		**-**	**-**	**-**	**(53,340)**	**(5,213)**	**(58,553)**
At 31 December 2012		**1,088,372**	**5,149**	**(17,046)**	**67,403**	**241,021**	**1,384,899**
At 1 January 2013		1,088,372	5,149	(17,046)	67,403	241,021	1,384,899
Profit for the year		-	-	-	-	109,255	109,255
Other comprehensive losses		-	-	-	(14)	-	(14)
Total comprehensive income for 2013		**-**	**-**	**-**	**(14)**	**109,255**	**109,241**
Increase in share capital	25	92,874	1,554	(1,554)	-	(92,874)	-
Effect of merger	30	-	(178)	590	(2,470)	-	(2,058)
Dividend relating to 2012	13	-	-	-	-	(58,582)	(58,582)
Total contributions by and distributions to owners of the Company, recognised in equity		**92,874**	**1,376**	**(964)**	**(2,470)**	**(151,456)**	**(60,640)**
At 31 December 2013		**1,181,246**	**6,525**	**(18,010)**	**64,919**	**198,820**	**1,433,500**

CASH FLOW STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2013

(all amounts expressed in thousands of HRK)	**Note**	**2013**	**2012**
Profit before tax		**109,657**	**106,563**
Adjustments for:			
Depreciation and amortisation	15, 16	105,464	94,980
Impairment of intangible assets	16	6	-
Proceeds from sale of property, plant and equipment	10	(138)	(143)
Provision for impairment of loans and receivables	9	412	666
Dividend income	6	(382)	(11,243)
Other gains – net	10	(644)	(1,326)
Provisions for legal disputes	9	-	500
Interest income	11	(4,925)	(6,381)
Interest expense	11	1,721	-
Finance income and costs – other	11	(3,736)	(410)
Other adjustments		189	388
Changes in working capital:			
Trade and other receivables		1,079	3,487
Inventories		301	(238)
Trade and other payables		9,685	9,974
Cash flow from operating activities		**218,689**	**196,817**
Interest paid		(6,968)	-
Income tax paid		(3,474)	(21,430)
Net cash from operating activities		**208,247**	**175,387**
Cash flow from investing activities			
Purchase of intangible assets	16	(507)	(110)
Purchase of property, plant and equipment	15	(49,917)	(186,040)
Effect of merger	30	5,301	-
Proceeds from sale of property, plant and equipment		309	958
Deposits placed		(64,017)	(2,116)
Dividend received		382	11,243
Interest received		4,924	6,377
Net cash used in investing activities		**(103,525)**	**(169,688)**
Cash flow from financing activities			
Repayment of borrowings	30	(52,641)	-
Dividends paid		(56,337)	(56,257)
Net cash used in financing activities		**(108,978)**	**(56,257)**
Net decrease in cash and cash equivalents		**(4,256)**	**(50,558)**
Cash and cash equivalents at beginning of the year		6,666	57,224
Cash and cash equivalents at end of the year		2,410	6,666

NOTE 1 – GENERAL INFORMATION

Plava laguna d.d., Poreč (the Company), a joint-stock company for hospitality and tourism, is incorporated in the Republic of Croatia. The Company's primary activities are hotel and hospitality services. Pursuant to the laws of the Republic of Croatia and with the approval of the Croatian Privatisation Fund, the Company was transformed from a state-owned company into a joint-stock company in 1993. The Company is registered at the Commercial Court in Pazin.

Plava laguna d.d., Poreč is controlled by Sutivan Investments Anstalt registered in Liechtenstein. The ultimate controlling company is Luksburg Foundation, registered in Vaduz Liechtenstein. The equity ownership structure as at 31 December 2013 and 2012 is presented in Note 24.

The registered office of Plava laguna d.d. is in Poreč, Rade Končara 12, Croatia.

As at 31 December 2013 and 2012, the Company’s shares were listed on the regular joint stock company listing on the Zagreb Stock Exchange.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

2.1 Basis of preparation

The financial statements of the Company have been prepared in accordance with International Financial Reporting Standards which were endorsed by the European Union (IFRS). The separate financial statements have been prepared under the historical cost convention, as modified by the revaluation of available-for-sale financial assets.

The preparation of separate financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the separate financial statements, are disclosed in Note 4.

The Company has also prepared consolidated financial statements in accordance with IFRS for the Company and its subsidiaries (“the Group”). In the consolidated financial statements, subsidiary undertakings – which are those companies in which the Group, directly or indirectly, has an interest of more than half of the voting rights or otherwise has power to exercise control over the operations – have been fully consolidated. The consolidated financial statements may be obtained at Plava laguna d.d., Rade Končara 12, Poreč. Users of these separate financial statements should read them together with the consolidated financial statements of the Plava laguna d.d. Group as at and for the year ended 31 December 2013 in order to obtain full information on the financial position, results of operations and changes in financial position of the Group as a whole.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

(a) New and amended standards adopted by the Company
The Company has adopted the following new and amended IFRS and IFRIC interpretations during the year which were endorsed by the EU. When the adoption of the standard or interpretation is deemed to have an impact on the financial statements or performance of the Company, its impact is described below.

- *Amendment to IAS 1 Financial Statement Presentation Regarding Other Comprehensive Income* (effective for annual periods beginning on or after 1 July 2012),
- *Amended IAS 19, Employee Benefits* (issued in June 2011, effective for periods beginning on or after 1 January 2013),
- *Amendment to IFRS 1 First Time Adoption on Government Loans* (effective for annual periods beginning on or after 1 January 2013),
- *Amendment to IFRS 7 Financial Instruments: Disclosures on Asset and Liability Offsetting* (effective for annual periods beginning on or after 1 January 2013),
- *IFRS 13 Fair Value Measurement* (effective for annual periods beginning on or after 1 January 2013),
- *IFRIC 20 Stripping Costs in the Production Phase of a Surface Mine* (effective for annual periods beginning on or after 1 January 2013),
- *Annual improvements 2011* (effective for annual periods beginning on or after 1 January 2013) These annual improvements, address six issues in the 2009-2011 reporting cycle. It includes changes to:

IFRS 1,	First time adoption
IAS 1,	Financial statement presentation
IAS 16,	Property plant and equipment
IAS 32,	Financial instruments; Presentation
IAS 34,	Interim financial reporting

  These improvements did not have impact an impact on the Company's financial statements.

(b) Standards and interpretations issued but not yet effective

- *IFRS 10 Consolidated Financial Statements* (effective for annual periods beginning on or after 1 January 2014),
- *IFRS 11 Joint Arrangements* (effective for annual periods beginning on or after 1 January 2014),
- *IFRS 12 Disclosures of Interests in Other Entities* (effective for annual periods beginning on or after 1 January 2014),
- *IAS 27 (revised 2011) Separate Financial Statements* (effective for annual periods beginning on or after 1 January 2014),
- *IAS 28 (revised 2011) Associates and Joint Ventures* (effective for annual periods beginning on or after 1 January 2014),
- *Amendment to IFRSs 10, 11 and 12 on Transition Guidance* (effective for annual periods beginning on or after 1 January 2014),
- *Amendments to IFRS 10, IFRS 12 and IAS 27 – on Consolidation for Investment Entities* (issued on 31 October 2012 and effective for annual periods beginning 1 January 2014),

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

- *Amendments to IAS 32 Financial Instruments: Presentation on Asset and Liability Offsetting* (issued in December 2012 and effective for annual periods beginning on or after 1 January 2014),
- *Amendment to IAS 36 Impairment of Assets on Recoverable Amount Disclosures* (issued on 29 May 2013 and effective for annual periods beginning 1 January 2014),
- *Amendment to IAS 39 Financial Instruments: Recognition and Measurement 'Novation of Derivatives'* (issued on 27 June 2013 and effective for annual periods beginning 1 January 2014),
- *IFRS 9 Financial Instruments* (effective for annual periods beginning on or after 1 January 2015).
  IFRS 9 is the first standard issued as part of a wider project to replace *IAS 39 Financial Instruments: Recognition and Measurement*. IFRS 9 retains but simplifies the mixed measurement model and establishes two primary measurement categories for financial assets: amortised cost and fair value. The basis of classification depends on the entity's business model and the contractual cash flow characteristics of the financial asset. The guidance in IAS 39 on impairment of financial assets and hedge accounting continues to apply. Management does not expect IFRS 9 to have an impact on the financial statements, and plans to adopt this new standard on the effective date as of and when endorsed by the EU.
- *IFRIC 21 Levies* (issued on 20 May 2013 and effective for annual periods beginning on or after 1 January 2014),
- *Amendments to IAS 19 – Defined benefit plans: Employee contributions* (issued in November 2013 and effective for annual periods beginning 1 July 2014),
- *Annual Improvements to IFRSs 2012* (issued in December 2013 and effective for annual periods beginning on or after 1 July 2014, unless otherwise stated below). The improvements consist of changes to seven standards: IFRS 2, IFRS 3, IFRS 8, IFRS 13, IAS 16, IAS 38 and IAS 24.
- *Annual Improvements to IFRSs 2013* (issued in December 2013 and effective for annual periods beginning on or after 1 July 2014). The improvements consist of changes to four standards: IFRS 1, IFRS 3, IFRS 13 and IAS 40.

2.2 Investments in subsidiaries

Subsidiaries are those entities in which Plava laguna d.d., directly or indirectly, has an interest of more than one half of the voting rights or otherwise has power to govern operating policies. The Company's subsidiaries are disclosed in Note 17 and are accounted for at cost. The Company does not control any other enterprises.

2.3 Investments in associates

Associates are all entities over which the Company has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are carried at cost.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.4 Foreign currencies

(a) Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates ('the functional currency'). The financial statements are presented in Croatian kuna (HRK), which is the Company's functional and presentation currency.

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of comprehensive income.

Foreign exchange gains and losses relating to borrowings and cash and cash equivalents are recorded in the statement of comprehensive income within 'finance income/(costs) – net'. All other foreign exchange losses and gains are recorded in the statement of comprehensive income within 'other gains – net'.

2.5 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker is a person or group responsible for allocating resources and assessing performance of the operating segments. The Company determined the Management Board as the chief operating decision-maker for business segments.

2.6 Property, plant and equipment

Property, plant and equipment is included in the balance sheet at historical cost less accumulated depreciation and provision for impairment, where required. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the statement of comprehensive income during the financial period in which they are incurred. The cost of replacement of larger items of property, plant and equipment is capitalised, and the carrying amount of replaced parts are derecognized.

Land and assets under construction are not depreciated. Depreciation of other assets is calculated using the straight-line method to allocate their cost over their estimated useful lives, as follows:

Buildings	10 – 25 years
Plant and equipment	3 – 10 years
Other assets	4 – 10 years

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.6 Property, plant and equipment (continued)

Depreciation is calculated for each asset until the asset is fully depreciated or to its residual values if significant. The residual value of an asset is the estimated amount that the Company would currently obtain from disposal of the asset less the estimated costs of disposal, if the asset were already of the age and in the condition expected at the end of its useful life. The residual value of an asset is nil if the Company expects to use the asset until the end of its physical life. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.8). Gains and losses on disposals are determined by comparing the proceeds with carrying amount, and are recognised in the statement of comprehensive income within 'other gains – net'.

2.7 Intangible assets

Acquired computer software licences are capitalised on the basis of the acquisition costs and costs incurred to acquire and bring to use the specific software. These costs are amortised over their estimated useful lives of up to 4 years.

2.8 Impairment of non-financial assets

Assets that have an indefinite useful life are not subject to amortisation and depreciation are tested annually for impairment. Assets that are subject to amortisation and depreciation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (11 hotels, 2 tourist resorts, 2 apartment resorts, 4 campsites, 2 marinas as cash-generating units). Non-financial assets that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

2.9 Financial assets

2.9.1 Classification

The Company classifies its financial assets in the following categories: loans and receivables and available-for-sale financial assets. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition and re-evaluates this designation at every reporting date.

(a) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the balance sheet date. These are classified as non-current assets. Loans and receivables comprise 'trade, deposit, loan and other receivables' and cash and cash equivalents in the balance sheet (Notes 2.13 and 2.14).

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.9 Financial assets (continued)

2.9.1 Classification (continued)

(b) Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless management intends to dispose of the investment within 12 months of the balance sheet date. Available-for-sale financial assets are carried at fair value.

2.9.2 Measurement and recognition

Regular purchases and sales of financial assets are recognised on the trade-date – the date on which the Company commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets, except those not carried at fair value through profit or loss. Available-for-sale financial assets is subsequently recognised at fair value. Loans, deposits and receivables are carried at amortised cost using the effective interest method.

Changes in the fair value of monetary securities denominated in a foreign currency and classified as available-for-sale are analysed between translation differences resulting from changes in the amortised cost of the security and other changes in the carrying amount of the security. The translation differences are recognised in the statement of comprehensive income, and other changes in carrying amount are recognised in other comprehensive income. Changes in the fair value of other monetary and non-monetary securities classified as available-for-sale are recognised in other comprehensive income.

When securities classified as available-for-sale are sold or impaired, the accumulated fair value adjustments recognised in equity are included in the statement of comprehensive income in 'gains and losses on investment securities'.

Interest on available-for-sale securities calculated using the effective interest rate method is recognised in the statement of comprehensive income within ‘other income’.

Dividends on available-for-sale securities are recognised in the statement of comprehensive income within other income when the Company’s right to receive payment is established.

2.10 Impairment of financial assets

(a) Assets carried at amortised cost

The Company assesses at each balance sheet date whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred if, and only if, there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a ‘loss event’) and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.10 Impairment of financial assets (continued)

A provision for impairment of trade receivables is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy, and default or delinquency in payments are considered indicators that the trade receivable is impaired. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. The amount of the provision is recognised in the statement of comprehensive income within "other operating expenses". Subsequent recoveries of amounts previously written off are credited against 'other operating expenses' in the statement of comprehensive income.

(b) Assets classified as available for sale
The Company assesses at each balance sheet date whether there is objective evidence that a financial asset or a group of financial assets is impaired. In the case of equity investments classified as available-for-sale, a significant or prolonged decline in the fair value of the security below its cost is considered in determining whether the assets are impaired. If any such evidence exists for available-for-sale financial assets, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in the other comprehensive income – is removed from equity and recognised in the profit and loss statement. Impairment losses recognised in the profit and loss on equity instruments are not reversed through the profit and loss statement.

If, in a subsequent period, the fair value of a debt instrument classified as available for sale increases and the increase can be objectively related to an event occurring after the impairment loss was recognised in the statement of comprehensive income, the impairment loss is reversed through the statement of comprehensive income and recorded within 'other gains-net'.

2.11 Derivative financial instruments

Derivative financial instruments, including foreign exchange forward contracts for the purpose of cash flow hedging, are initially recognised in the balance sheet at cost and subsequently measured at fair value. Gains and losses arising from the forecast transaction are recognised in the statement of comprehensive income in the period in which the effect of the forecast transaction is reflected in the statement of comprehensive income.

2.12 Leases

Leases in which a significant portion of risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the statement of comprehensive income on a straight-line basis over the period of the lease.

The Company leases certain property, plant and equipment. Leases of property, plant and equipment, where the Company has substantially all the risks and rewards of ownership, are classified as finance leases. Finance leases are capitalised at the lease's commencement at the lower of fair value of the leased property or the present value of minimum lease payments.

Each lease payment is allocated between the liability and finance charges so as to achieve a constant rate on the finance balance outstanding. The corresponding rental obligations, net of finance charges, are included in other non-current liabilities. The interest element of the finance costs is charged to the statement of comprehensive income over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The property, plant and equipment acquired under finance leases are depreciated over the shorter of the useful life or the lease term.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.13 Trade, deposit and loan receivables

Trade receivables are amounts due from customers for services performed in the ordinary course of business. Deposits are amounts held with banks with original maturities over three months . If collection is expected in one year or less, they are classified as current assets. If not, they are presented as non-current assets.

Trade, deposit and loan receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

2.14 Cash and cash equivalents

Cash and cash equivalents comprise cash in hand, deposits held at call with banks and other short-term highly liquid instruments with original maturities of three months or less.

2.15 Inventories

Inventories of raw materials and spare parts are stated at the lower of cost, determined using the weighted average method, or net realisable value. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses. Small inventory and tools are expensed when put into use.

2.16 Share capital

Ordinary and preference shares are classified as equity. Preference shares bear a dividend of HRK 1 per share, in addition to ordinary dividends. Where the Company purchases its equity share capital (treasury shares), the consideration paid, including any directly attributable incremental costs is deducted from equity attributable to the Company's equity holders until the shares are cancelled or reissued. Where such shares are subsequently reissued, any consideration received, net of any directly attributable incremental transaction costs is included in equity attributable to the Company's equity holders.

2.17 Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the statement of comprehensive income over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.
Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.18 Trade payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities.

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

2.19 Current and deferred income tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the statement of comprehensive income, except to the extent that it relates to items recognised directly in equity. In this case the tax is also recognised in equity.

The current income tax charge is calculated at a rate of 20% according to Croatian laws and regulations. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognised using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised. Deferred income tax is provided on temporary differences arising on investments in subsidiaries and associates, except where the timing of the reversal of the temporary difference is controlled by the Company and it is probable that the temporary difference will not reverse in the foreseeable future.

2.20 Employee benefits

(a) Pension obligations and post-employment benefits

In the normal course of business through salary deductions, the Company makes payments to mandatory pension funds on behalf of its employees as required by law. All contributions made to the mandatory pension funds are recorded as salary expense when incurred. The Company does not have any other pension scheme and consequently, has no other obligations in respect of employee pensions. In addition, the Company is not obliged to provide any other post-employment benefits.

(b) Termination benefits

Termination benefits are payable when employment is terminated by the Company before the normal retirement date. The Company recognises termination benefits when it is demonstrably committed to terminating the employment of current employees according to a detailed formal plan without possibility of withdrawal. Benefits falling due more than 12 months after the balance sheet date are discounted to their present value.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.20 Employee benefits (continued)

(c) Short-term employee benefits
The Company recognises a provision for bonuses where contractually obliged or where there is a past practice that has created a constructive obligation. In addition, the Company recognises a liability for accumulated compensated absences based on unused vacation days at the balance sheet date.

2.21 Provisions

Provisions are recognised when: the Company has a present legal or constructive obligation as a result of past events; it is more likely than an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be low.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

2.22 Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sale of services in hotels, campsites and hospitality facilities in the ordinary course of the Company's activities. Revenue is shown net of value-added tax.

The Company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Company's activities as described below.

(a) Sales of services

Revenue from hotel and tourism services is generally recognised in the period the services are provided.

Revenue from fixed-price contracts for services is generally recognised in the period the services are provided. Revenue from individual guests who pay by credit cards – commission is recognised as a decrease in income.

(b) Rental services

Revenue from rental services is generally recognised in the period the services are provided, using a straight-line basis over the contracts terms with lessors.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.22 Revenue recognition (continued)

(c) Interest income

Interest income is recognised on a time-proportion basis using the effective interest method. When a receivable is impaired, the Company reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loans is recognised using the original effective interest rate.

(d) Dividend income

Dividend income is recognised when the right to receive payment is established.

2.23 Dividend distribution

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

2.24 Earnings per share

Earnings per share is determined by dividing the profit or loss attributable to equity holders of the Company by the weighted average number of participating shares outstanding during the reporting year.

2.25 Value added tax

The Tax Authorities require the settlement of VAT on a net basis. VAT related to sales and purchases is recognised and disclosed in the balance sheet on a net basis. Where provision has been made for impairment of receivables, impairment loss is recorded for the gross amount of the debtor, including VAT.

2.26 Merger of entities under common control

A business combination involving entities or businesses under common control is a business combination in which all of the combining entities or businesses are ultimately controlled by the same party or parties both before and after the business combination, and that control is not transitory. The predecessor method of accounting is used to account for the merger of entities under common control. The carrying value of assets and liabilities of the predecessor entity are carried over as balances in the merged entity. On the date of the merger, inter-company transactions, balances and unrealised gains and losses on transactions between the two entities merging are eliminated. The net assets of the merged companies are credited to capital and reserves.

NOTE 3 – FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

The Company's activities expose it to variety of financial risks: market risk (including currency risk, cash flow and fair value interest rate risk and price risk), credit risk and liquidity risk. The Company does not have a written risk management programme, but overall risk management in respect of these risks is carried out by the Company's Management.

(a) Market risk

(i) Foreign exchange risk

The Company operates internationally and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the EURO. Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities. The majority of foreign sales revenue and deposits are denominated in EUROs. Therefore, movements in exchange rates between the EURO and Croatian kuna may have an impact on the results of future operations and future cash flow. The Company uses derivative instruments on an occasional basis.

As at 31 December 2013 and 2012, the currency structure of the Company's financial instruments within the scope of IAS 39 is as follows:

2013	**EUR**	**HRK**	**Other**	**Total**
Financial assets				
Trade and other receivables	2,468	608	-	3,076
Loans and deposits given	186,981	14	-	186,995
Available-for-sale financial assets	-	6,821	-	6,821
Cash and cash equivalents	1,414	447	549	2,410
	190,863	**7,890**	**549**	**199,302**
Financial liabilities – at amortised cost				
Trade and other payables	72	31,156	-	31,228
	72	**31,156**	**-**	**31,228**
2012				
Financial assets				
Trade and other receivables	601	867	-	1,468
Loans and deposits given	119,248	397	-	119,645
Available-for-sale financial assets	-	6,839	-	6,839
Cash and cash equivalents	4,932	1,667	67	6,666
	124,781	**9,770**	**67**	**134,618**
Financial liabilities – at amortised cost				
Trade and other payables	114	28,023	-	28,137
	114	**28,023**	**-**	**28,137**

At 31 December 2013, if the EURO had weakened/strengthened by 1% (2012: 1%) against the HRK, with all other variables held constant, the net profit for the reporting period would have been HRK 1,526 thousand (2012: HRK 999 thousand), lower/higher, mainly as a result of foreign exchange losses/gains on translation of EURO-denominated deposits.

NOTE 3 – FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(ii) Cash flow and fair value interest rate risk

The Company has interest-bearing assets (Notes 20 and 23). The Company’s revenues and operating cash flows are dependent on changes in market interest rates since bank deposits are contracted at variable interest rates.

As at 31 December 2013 and 2012, the Company has no borrowings. The Company does not use derivative instruments to actively hedge cash flow and fair value interest rate risk exposure. The Company is not exposed to significant fair value interest rate risk as it has no significant interest-bearing financial instruments.

At 31 December 2013, if interest rates on currency-denominated deposits had been 1% higher/lower (2012: 1%), with all other variables held constant, the net profit for the year would have been HRK 1,496 thousand (2012: HRK 954 thousand) higher/lower, mainly as a result of higher/lower interest income on variable rate deposits.

(iii) Equity securities risk

The Company owns equity securities and is exposed to price risk of listed equity securities, which are classified as available-for-sale financial assets. The Company is not exposed to commodity price risk (e.g. oil or gold) due to the nature of its operations.

The Company invests in securities listed on the Zagreb Stock Exchange (ZSE).

As at 31 December 2013 and 2012, if the indices of ZSE had been lower/higher by 3.10% for 2013 and 16.63% for 2012 (which was the average ZSE index movement), with all other variables held constant and on the assumption all the Company's equity instruments moved according to the historical correlation with the index, reserves within equity and other comprehensive income would have been HRK 144 thousand (2012: HRK 1,117 thousand) lower/higher, as a result of fair value losses/gains on available-for-sale financial assets.

NOTE 3 – FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(b) Credit risk

The Company has no significant concentrations of credit risk. Credit risk arises from cash, time deposits and trade receivables (Note 18a). The Company has policies in place to ensure that sales of products are made to customers with an appropriate credit history, i.e. the Company's policy ensures that sales to customers are settled through advance payments, in cash or by major credit cards (individual customers). Receivables are mainly secured by advances received and mortgages over property in the business premises lease segment. The provisions for impairment of trade, loan and other receivables have been made based on credit risk assessment. Management monitors the collectibility of receivables through weekly reports on individual balances of receivables. Impairment of trade receivables is performed when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of receivables. The amount of all trade and other receivables has been written down to their recoverable amount. The Company has policies that limit the amount of credit exposure to any financial institution. Cash transactions are carried out through high quality Croatian banks. The Company has only short-term highly liquid instruments with maturity periods of three to 12 months. See Note 18b and 22 for further disclosure on credit risk.

(c) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash (Note 23), the availability of funding through an adequate amount of committed credit facilities and the ability to meet all obligations. The Company aims to maintain flexibility in funding by keeping credit facilities available. Management daily monitors available cash resources based on reports on the balance of cash and liabilities.

The table below analyses financial liabilities of the Company according to contracted maturities. The amounts stated below represent undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

	Less than 3 months	3 months-1 year	Total
At 31 December 2013			
Trade payables	16,111	15,117	31,228
Total liabilities (contracted maturities)	**16,111**	**15,117**	**31,228**
At 31 December 2012			
Trade payables	18,233	9,904	28,137
Total liabilities (contracted maturities)	**18,233**	**9,904**	**28,137**

NOTE 3 – FINANCIAL RISK MANAGEMENT (continued)

3.2 Capital management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for the owner and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividend paid to the owner, return capital to the owner, increase registered capital or sell assets to reduce debt. In accordance with the Companies Act, the Company is committed to maintain the level of capital above HRK 200 thousand as required for joint stock companies.

3.3 Fair value estimation

The fair value of financial instruments traded in active markets is based on quoted market prices at the balance sheet date. The quoted market price used for financial assets held by the Company is the current bid price.

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. The Company uses a variety of methods and makes assumptions that are based on market conditions existing at each balance sheet date.

The carrying value less impairment provision of trade receivables and payables are assumed to approximate their fair values.

Fair value hierarchy

IFRS 7 specifies a hierarchy of valuation techniques based on whether the inputs to those valuation techniques are observable or unobservable. Observable inputs reflect market data obtained from independent sources; unobservable inputs reflect the Company's market assumptions. These two types of inputs have created the following fair value hierarchy:

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

At 31 December 2013, assets measured at fair value in the amount of HRK 5,804 thousand (2012: HRK 6,719 thousand) were included in level 1.

Available-for-sale investment securities in the amount of HRK 1,017 thousand (2012: HRK 120 thousand) are not listed and are recorded at cost or according to the latest available price parameters for shares delisted from a regulated market. All available-for-sale financial assets are denominated in HRK.

NOTE 4 – CRITICAL ACCOUNTING ESTIMATES

Estimates are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

(a) Estimated useful life of property, plant and equipment

By using a certain asset, the Company uses the economic benefits contained in this asset, which diminish more intensely with economic and technological aging. Consequently, in the process of determining the useful life of an asset, in addition to assessing the expected physical utilisation, it is necessary to consider the changes in demand on the tourist market, which will cause a faster economic obsolescence as well as a more intense development of new technologies. Current business operations in the hotel industry impose the need for more frequent investments, and this circumstance contributes to the fact that the useful life of an asset is decreasing.
Based on historical information, and in line with the technical department, the useful life of buildings was assessed by Management to be 10-25 years. The useful lives of equipment and other assets have also been assessed as disclosed in Note 2.6.
The useful life of property, plant and equipment will be periodically revised to reflect any changes in circumstances since the previous assessment. Changes in estimate, if any, will be reflected prospectively in a revised depreciation charge over the remaining, revised useful life.

If the useful lives of property, plant and equipment had been 10% longer, with all other variables held constant, the net profit for the year and the net carrying value of property, plant and equipment would have been HRK 7,655 thousand higher (2012: HRK 6,899 thousand higher).

If the useful lives of property, plant and equipment had been 10% shorter, with all other variables held constant, the net profit for the year and the net carrying value of property, plant and equipment would have been HRK 9,357 thousand lower (2012: HRK 8,432 thousand lower).

(b) Land ownership

The problems with respect to land ownership are common in other tourist companies in the Republic of Croatia. On 1 August 2010, the Law on Tourist and Other Construction Land, not evaluated in the transformation and privatisation process, entered into force in accordance with which and based on which the ownership and joint ownership over land not evaluated in the transformation and privatisation process will finally be determined. Within the prescribed period, the Company initiated procedures for submitting requests for concessions and other prescribed requests. In the period since the adoption of legal regulations, in the procedures initiated, and in line with requirements of the governing authorities, the Company delivered various statements, documentation, made propositions for dividing the land etc. Until 31 December 2013, the Company settled all liabilities arising from the invoices received, issued by competent authorities on the basis of the Ordinance provisions.

NOTE 5 – SEGMENT INFORMATION

Following the management approach of IFRS 8, operating segments are reported in accordance with the internal reporting provided to the Company's Management (the chief operating decision-maker), which is responsible for allocating resources to the reportable segments and assessing its performance.

The Company monitors its operations according to the types of services rendered by distinguishing three reporting segments: hotels and apartments, campsites and other business segments. Other business segments comprise "á la carte" services, marina services, rental services, sports and recreation services and other similar services.

The segment information provided to the Company's Management for the year ended 31 December 2013 is as follows:

(in thousands of HRK)	**Hotels & apartments**	**Campsites**	**Other business segments**	**Total**
Total sales	378,046	101,880	40,845	520,771
Inter-segment revenue	(497)		(25,781)	(26,278)
Revenue from external customers	377,549	101,880	15,064	494,493
Restated EBITDA	**135,605**	**59,583**	**11,958**	**207,146**
Depreciation and amortisation (Note 15 and 16)	82,608	12,979	9,877	105,464
Income tax expense				402
Total assets	**845,342**	**161,966**	**69,805**	**1,077,113**
Total liabilities	**9,190**	**1,940**	**1,820**	**12,950**

The segment results for the year ended 31 December 2012 are as follows:

(in thousands of HRK)	**Hotels & apartments**	**Campsites**	**Other business segments**	**Total**
Total sales	342,594	95,407	40,234	478,235
Inter-segment revenue	(481)	-	(25,191)	(25,672)
Revenue from external customers	342,113	95,407	15,043	452,563
Restated EBITDA	**118,758**	**53,092**	**10,258**	**182,108**
Depreciation and amortisation (Note 15 and 16)	72,358	12,710	9,912	94,980
Income tax expense				289
Total assets	**841,169**	**164,316**	**74,036**	**1,079,521**
Total liabilities	**13,147**	**1,514**	**1,230**	**15,891**

NOTE 5 – SEGMENT INFORMATION (continued)

Reconciliation of restated EBITDA with profit before tax is as follows:

	2013	2012
	(in thousands of HRK)	
Restated EBITDA by segments	195,188	171,850
Restated EBITDA by other segments	11,958	10,258
Total segments	**207,146**	**182,108**
Depreciation and amortisation	(105,464)	(94,980)
Dividend income – subsidiary	-	10,861
Interest income	12	78
Dividend income	382	382
Other expenses	(3)	(3)
Net foreign exchange gains – other	900	1,326
Impairment of loan receivable	(256)	-
Finance income – net	6,940	6,791
Profit before tax	**109,657**	**106,563**

The Company uses internal managerial reporting by activities/products where the indicator of successful performance is represented by restated **EBITDA (earnings before interest, taxes, depreciation and amortisation).**

The reconciliation of segment assets and liabilities with the Company's assets and liabilities is as follows:

	2013		2012	
(in thousands of HRK)	**Assets**	**Liabilities**	**Assets**	**Liabilities**
Segment assets/liabilities	1,007,308	11,130	1,005,485	14,661
Other segment assets/liabilities	69,805	1,820	74,036	1,230
Unallocated:	434,098	64,761	366,909	45,640
Investments in subsidiaries and associate	190,828	-	190,808	-
Available-for-sale financial assets	6,821	-	6,839	-
Loans and deposits	186,995	-	119,645	-
Cash and cash equivalents	2,410	-	6,666	-
Other assets	47,044	-	42,951	
Provisions	-	2,000	-	2,000
Other liabilities	-	62,761	-	43,640
Total	**1,511,211**	**77,711**	**1,446,430**	**61,531**

All assets and capital expenditures are located in the Republic of Croatia.

NOTE 5 – SEGMENT INFORMATION (continued)

All the Company's services and sales are provided to customers in the Republic of Croatia. The Company's sales revenues can be classified according to the customers' origin.

	2013	2012
	(in thousands of HRK)	
Sale of services:		
Domestic sales	74,719	68,227
Foreign sales	419,774	384,336
	494,493	**452,563**

Foreign sales revenues can be classified according to the number of overnights based on the customers' origin, as follows:

Foreign sales	2013	%	2012	%
Germany	107,665	25.65	93,576	24.34
Russia	72,069	17.17	84,523	21.99
Austria	54,315	12.94	45,067	11.73
Netherlands	30,463	7.26	26,913	7.24
Slovenia	30,041	7.16	27,524	7.16
Italy	28,018	6.67	27,818	7.00
Czech Republic	20,375	4.85	19,284	5.02
Other	76,828	18.30	59,631	15.52
	419,774	**100.00**	**384,336**	**100.00**

NOTE 6 – OTHER INCOME

	2013	2012
	(in thousands of HRK)	
Dividend income from subsidiary (Note 29)	-	10,861
Insurance claims recovered	878	970
Interest income	12	78
Dividend income	382	382
Other	406	460
	1,678	**12,751**

NOTE 7 – COST OF MATERIALS AND SERVICES

	2013	2012
	(in thousands of HRK)	
Raw materials and supplies		
Raw materials and supplies used	45,603	44,798
Energy and water used	33,964	31,904
Small inventories	4,427	5,344
	83,994	82,046
External services		
Maintenance	19,988	16,956
Laundry and cleaning services	9,068	8,091
Entertainment and animation	6,011	5,695
Transportation and telecommunication	1,800	2,023
Advertising and promotion	5,268	4,847
Municipal services	4,678	4,128
Rental costs	1,481	1,291
Other services	4,954	4,976
	53,248	48,007
	137,242	**130,053**

NOTE 8 – STAFF COSTS

	2013	2012
	(in thousands of HRK)	
Salaries	67,829	62,963
Pension contributions	18,942	17,512
Health insurance contributions	12,519	11,880
Other contributions and taxes on salaries	12,329	11,233
Other staff costs /i/	8,552	8,169
Termination benefits and provisions for termination benefits	44	146
	120,215	**111,903**
Number of employees as at 31 December	870	857

/i/ Other staff costs comprise compensation for transportation costs, jubilee awards etc. and remunerations for temporary services.

NOTE 9 – OTHER OPERATING EXPENSES

	2013	2012
	(in thousands of HRK)	
Municipal and similar charges, taxes and contributions	19,256	17,515
Professional services	3,697	3,561
Insurance premiums	2,451	2,266
Travel and entertainment	541	599
Bank charges	1,397	955
Provisions for legal disputes – net (Note 27)	-	500
Provisions for impairment of trade and other receivables (Note 21)	412	666
Collection of receivables previously written-off	(351)	(105)
Other	3,912	4,118
	31,315	**30,075**

NOTE 10 – OTHER GAINS – NET

	2013	2012
	(in thousands of HRK)	
Net gains on sale of property, plant and equipment	138	143
Losses on impairment of financial assets	(256)	-
Net foreign exchange gains – other	900	1,326
	782	**1,469**

NOTE 11 – FINANCE INCOME AND COSTS

	2013	2012
	(in thousands of HRK)	
Finance income		
Interest income on cash deposits and loans	4,925	6,310
Interest income on cash deposits and loans – related parties (Note 29)	-	71
Net foreign exchange gains from financing activities	3,439	-
Other finance income	297	484
	8,661	6,865
Finance costs		
Interest expense	(1,721)	-
Net foreign exchange losses from financing activities	-	(74)
	(1,721)	(74)
Finance income – net	**6,940**	**6,791**

NOTE 12 – INCOME TAX

The tax on the Company's profit before tax differs from the theoretical amount that would arise using the tax rate of 20% (2012: 20%) as follows:

	2013	2012
	(in thousands of HRK)	
Profit before tax	**109,657**	**106,563**
Tax calculated at 20%	21,931	21,313
Effect of income not subject to tax	(1,099)	(3,707)
Effect of reinvested profit	(16,389)	(18,575)
Effect of expenses not deductible for tax purposes	1,518	1,258
Utilisation of tax losses carried forward /ii/	(5,559)	-
Income tax charge	**402**	**289**
Income tax prepayment	(19,116)	(15,931)
Income tax receivable	18,714	15,642
Effective tax rate	0.37%	0.27%

/i/ In accordance with article 6 paragraph 1 item 6 of the Income Tax Act, Management decided to reinvest the profit for the period and increase its share capital in the amount of HRK 82 million in 2014 (2012: HRK 93 million) in accordance with special provisions.

/ii/ In 2013, the Company utilised tax losses carried forward incurred at the company Hotel Bonavia d.d., Rijeka.

In accordance with local regulations, the Tax Authority may at any time inspect the Company's books and records within 3 years subsequent to the year in which the tax liability is reported, and may impose additional tax assessments and penalties. The Company's management is not aware of any circumstances which may give rise to a potential material liability in this respect.

To date, the Tax Authority carried out a full scope tax audit of the Company's income tax and VAT returns for 2003, 2004, 2005 and 2008. At the balance sheet date, there is no outstanding tax liability.

NOTE 13 – EARNINGS PER SHARE

Basic

Basic earnings per share is calculated as follows:

	2013		
	(in thousands of HRK)		
	Preference shares	**Ordinary shares**	**Total**
Dividends declared and paid in the year	9,666	48,916	58,582
Undistributed earnings	8,286	42,387	50,673
Profit for the year	**17,952**	**91,303**	**109,255**
Weighted average number of shares in issue excluding own shares	105,000	537,176	
Distributed earnings	92.06	91.06	
Undistributed earnings	78.91	78.91	
Basic earnings per share (*in HRK)*	**170.97**	**169.97**	

	2012		
	(in thousands of HRK)		
	Preference shares	**Ordinary shares**	**Total**
Dividends declared and paid in the year	9,666	48,887	58,553
Undistributed earnings	7,807	39,914	47,721
Profit for the year	**17,473**	**88,801**	**106,274**
Weighted average number of shares in issue excluding own shares	105,000	536,848	
Distributed earnings	92.06	91.06	
Undistributed earnings	74.35	74.35	
Basic earnings per share (*in HRK)*	**166.41**	**165.41**	

Diluted

Diluted earnings per share for 2013 and 2012 are equal to basic earnings per share, since the Company did not have any convertible instruments nor share options outstanding during both years.

NOTE 14 – DIVIDEND PER SHARE

Up to the date of this report, the Management and Supervisory Board of the Company have not proposed a dividend. Dividends will be accounted for after being approved by the Annual General Assembly of Shareholders.

Unpaid dividends in respect of 2005 through 2013 of HRK 5,424 thousand (2012: HRK 3,179 thousand) are disclosed as dividends payable in "trade and other payables" (Note 26).

NOTE 15 – PROPERTY, PLANT AND EQUIPMENT

(in thousands of HRK)	Land and buildings	Plant and equipment	Other assets	Assets under construction	Total
At 1 January 2012					
Cost	2,076,938	265,100	30,870	8,175	2,381,083
Accumulated depreciation and impairment	(1,111,165)	(236,340)	(24,946)	-	(1,372,451)
Net book amount	**965,773**	**28,760**	**5,924**	**8,175**	**1,008,632**
Year ended 31 December 2012					
Opening net book amount	965,773	28,760	5,924	8,175	1,008,632
Additions	158,413	30,557	2,527	(5,457)	186,040
Disposals	(726)	(89)	-	-	(815)
Depreciation	(81,826)	(10,881)	(2,154)	-	(94,861)
Closing net book amount	1,041,634	48,347	6,297	2,718	1,098,996
At 31 December 2012					
Cost	2,234,518	284,308	33,397	2,718	2,554,941
Accumulated depreciation and impairment	(1,192,884)	(235,961)	(27,100)	-	(1,455,945)
Net book amount	**1,041,634**	**48,347**	**6,297**	**2,718**	**1,098,996**
Year ended 31 December 2013					
Opening net book amount	1,041,634	48,347	6,297	2,718	1,098,996
Additions	34,910	14,335	866	(194)	49,917
Effect of merger (Note 30)	50,394	2,162	263	-	52,819
Transfer	(968)	968		-	-
Decrease	-	-	(151)	-	(151)
Disposal and impairment	-	(205)	-	-	(205)
Depreciation	(87,828)	(15,463)	(1,972)	-	(105,263)
Closing net book amount	1,038,142	50,144	5,303	2,524	1,096,113
At 31 December 2013					
Cost	2,354,469	300,311	34,375	2,524	2,691,679
Accumulated depreciation and impairment	(1,316,327)	(250,167)	(29,072)	-	(1,595,566)
Net book amount	**1,038,142**	**50,144**	**5,303**	**2,524**	**1,096,113**

Additions under ‘Land and buildings’ s relate to various construction works in hotels and campsites which were completed in 2013 and 2012, respectively.

As at 31 December 2013 and 2012, there are no pledged assets.

NOTE 15 – PROPERTY, PLANT AND EQUIPMENT (continued)

Property, plant and equipment include certain assets of the Company leased under operating leases with the following carrying amounts:

	2013	2012
	(in thousands of HRK)	
Cost	109,960	107,614
Accumulated depreciation at 1 January	(70,964)	(67,300)
Depreciation charge for the year	(3,645)	(3,893)
Net book amount	**35,351**	**36,421**

Operating leases relate to leases of land, business premises and hospitality facilities. During 2013 the Company realised rental income in the amount of HRK 21,965 thousand (2012: HRK 20,780 thousand). During the year, there were no direct operating expenses arising from the utilisation of these assets except for the depreciation charge.

Operating leases commitments – where the Company is the lessor. The future minimum lease payments receivable from operating leases are as follows:

	2013	2012
	(in thousands of HRK)	
Up to 1 year	18,853	18,055
From 2 to 5 years	75,412	72,220
	94,265	**90,275**

In 2013 and 2012, there were no contingent rents recognised as income in the statement of comprehensive income. There is no purchase option.

NOTE 16 – INTANGIBLE ASSETS

(in thousands of HRK)	**Software**
At 1 January 2012	
Cost	5,522
Accumulated amortisation	(5,218)
Net book amount	**304**
Year ended 31 December 2012	
Opening net book amount	304
Additions	110
Amortisation	(119)
Closing net book amount	**295**
At 31 December 2012	
Cost	5,632
Accumulated amortisation	(5,337)
Net book amount	**295**
Year ended 31 December 2013	
Opening net book amount	295
Effect of merger (Note 30)	182
Additions	507
Impairment	(6)
Amortisation	(201)
Closing net book amount	777
At 31 December 2013	
Cost	6,477
Accumulated amortisation	(5,700)
Net book amount	**777**

NOTE 17 – INVESTMENTS IN SUBSIDIARIES AND ASSOCIATES

	2013	2012
	(in thousands of HRK)	
Subsidiaries	190,808	190,788
Associates	20	20
	190,828	**190,808**

a) Subsidiaries

	2013	2012
	(in thousands of HRK)	
At beginning of year	190,788	190,788
Effect of merger (Note 30)	20	-
	190,808	**190,788**

The subsidiaries are:

	Country	Ownership %	
		2013	**2012**
Hoteli Croatia d.d., Cavtat /i/	Croatia	92.28	92.28
Laguna invest d.o.o., Poreč	Croatia	100.00	100.00
Hotel Bonavia-usluge d.o.o., Rijeka	Croatia	100.00	-

The subsidiaries Laguna invest d.o.o., Poreč and Hotel Bonavia-usluge d.o.o., Rijeka did not have any business activities in 2013 or 2012.

/i/ As of 1 January 2014, Hoteli Croatia d.d. was merged with the company Jadranski luksuzni hoteli d.d., Dubrovnik (Note 31).

b) Associate

In 2012 and until 31 May 2013, the Company had a 0.87% share in the company Jadranski luksuzni hoteli d.o.o., Dubrovnik and 18.18% of votes in the General Assembly.

Based on the merger agreement, the General Assembly decisions and the Decision of the Commercial Court of 31 May 2013, the associate and other companies under common control merged with the company Jadranski luksuzni hoteli d.d., Dubrovnik. As a result of the merger of the associate, the shares of the company Jadranski luksuzni hoteli d.d., Dubrovnik were exchanged for the shares of the merged company. As of 1 June 2013, the number of shares owned by Plava laguna d.d. is 28 or 0.000053% of the share capital of Jadranski luksuzni hoteli d.d., Dubrovnik.

The Company has significant influence arising from the position of one Supervisory Board member of Jadranski luksuzni hoteli d.d., Dubrovnik, held by a member of the Management Board of Plava laguna d.d.

NOTE 18a – FINANCIAL INSTRUMENTS BY CATEGORY

The accounting policies for financial instruments have been applied to the line items below:

	Loans and receivables	Available-for-sale financial assets	Total
31 December 2013			
Assets at balance sheet date			
Investments in shares of domestic companies	-	6,821	6,821
Trade and other receivables	3,076	,	3,076
Loans and deposit receivable	186,995	-	186,995
Cash and cash equivalents and deposits given	2,410	-	2,410
Total	**192,481**	**6,821**	**199,302**

	Loans and receivables	Available-for-sale financial assets	Total
31 December 2012			
Assets at balance sheet date			
Investments in shares of domestic companies	-	6,839	6,839
Trade and other receivables	1,468	-	1,468
Loans and deposit receivable	119,645	-	119,645
Cash and cash equivalents and deposits given	6,666	-	6,666
Total	**127,779**	**6,839**	**134,618**

The above mentioned balances of loans and receivables represent the maximum exposure to credit risk at the reporting date. The carrying values of loans and receivables approximate their fair value due to their short-term nature.

	2013	2012
Liabilities at balance sheet date – at amortised cost	*(in thousands of HRK)*	
Trade and other payables	31,228	28,137
	31,228	**28,137**

NOTE 18b – CREDIT QUALITY OF FINANCIAL ASSETS

The credit quality of financial assets that are neither past due nor impaired:

	2013	2012
	(in thousands of HRK)	
Trade and other receivables		
New customers	35	-
Existing customers – payments within maturity period	79	208
Existing customers – with some defaults in the past	66	40
	180	**248**

	2013	2012
	(in thousands of HRK)	
Loans and deposits		
Financial institutions	186,981	119,248
Existing customers – payments within maturity period	14	397
	186,995	**119,645**
Cash at bank	2,405	6,663

None of the financial assets that are fully performing has been renegotiated in the last year.

Financial institutions comprise domestic banks without a credit rating. However, their foreign parent banks have the following ratings: BBB, AA+ and A (S&P).

NOTE 19 – AVAILABLE-FOR-SALE FINANCIAL ASSETS

	Ownership	2013	2012
		(in thousands of HRK)	
Istarska kreditna banka Umag d.d., Umag	3.63 %	5,378	5,539
Investments in companies	/i/	1,443	1,300
		6,821	**6,839**

/i/ Investments represent less than 1% ownership interest in the shareholders' equity of these companies, except for the investment in IRTA d.o.o. of 11.1%.

	2013	2012
	(in thousands of HRK)	
At beginning of year	6,839	9,974
Effect of merger (Note 30)	150	-
Impairment	(150)	-
Revaluation losses	(19)	(3,135)
At end of year	**6,821**	**6,839**

The investment in Kanal RI was recorded after merging the balance sheet of Hotel Bonavia d.d. Taking into account the operating indicators, the expected loss equals the acquired share at the balance sheet date.

Available-for-sale investments are as follows:

	2013	2012
	(in thousands of HRK)	
Equity securities		
- listed	5,804	6,719
Equity securities		
- unlisted	1,017	120
	6,821	**6,839**

The fair values of unlisted securities available for sale are stated at cost or according to the latest available price parameters for shares delisted from a regulated market. All available-for-sale financial assets are denominated in HRK.

NOTE 20 – INVENTORIES

	2013	2012
	(in thousands of HRK)	
Raw materials and supplies	2,471	2,569
Small inventory on stock	7	7
Trade goods	3	6
	2,481	**2,582**

NOTE 21 – TRADE AND OTHER RECEIVABLES

	2013	2012
	(in thousands of HRK)	
Domestic trade receivables	1,777	1,551
Foreign trade receivables	622	932
Due from brokers – agencies	123	-
Provision for impairment of trade receivables	(1,573)	(1,562)
Trade receivables – net	949	921
Interest receivables	11	10
Accrued income not yet invoiced	2,116	537
Total financial assets	3,076	1,468
Due from state institutions	2,309	2,463
VAT receivable	2,045	2,860
Advances to suppliers	593	150
Other short-term receivables	242	179
Provision for impairment of other receivables	(2,193)	(2,163)
	6,072	**4,957**

Movements in provisions for impairment of trade and other receivables:

	2013	2012
	(in thousands of HRK)	
At 1 January	3,725	3,175
Additions (Note 9)	412	666
Collection	(351)	(105)
Write-off	(20)	(11)
At 31 December	**3,766**	**3,725**

The majority of impaired trade receivables are under litigation. Both the outcome of the proceedings related to receivables under litigation or the extent to which they will be collected cannot be anticipated with certainty.

NOTE 21 – TRADE AND OTHER RECEIVABLES (continued)

	2013	2012
	(in thousands of HRK)	
Trade receivables – Gross:		
Neither past due nor impaired	180	248
Past due, but not impaired	769	673
Past due and impaired	1,573	1,562
	2,522	**2,483**

As of 31 December 2013, trade receivables in the amount of HRK 769 thousand (2012: HRK 673 thousand) were past due but not impaired. The maturities of these receivables are as follows:

	2013	2012
	(in thousands of HRK)	
Up to one month	249	98
One to two months	204	10
Two to three months	179	23
Over three months to one year	137	542
	769	**673**

The maximum exposure to credit risk at the reporting date is the carrying value of each class of receivables mentioned above. Receivables are mainly secured by advances received and a mortgage over property. The carrying amounts of trade and other receivables approximate their fair value.

NOTE 22 – LOANS AND DEPOSIT RECEIVABLE

	2013	2012
	(in thousands of HRK)	
Loans given	261	661
Provision for impairment of loan receivables	(247)	(264)
Loans – net	14	397
Deposits given	186,981	119,248
Current portion	**186,995**	**119,645**

Deposits bear an interest rate of 1.9% - 3.5% (2012: 2.0% - 4.0%). Loans are secured by a mortgage over property with an interest rate set at 7.25% -8.5% (2012: 7.25% - 8.5%). The carrying amounts of loans and deposits approximate their fair value.

NOTE 23 – CASH AND CASH EQUIVALENTS

	2013	2012
	(in thousands of HRK)	
Giro-accounts and current accounts	445	1,664
Cash in hand	5	3
Foreign currency accounts	1,444	4,122
Time deposits	516	877
	2,410	**6,666**

The deposits were timed with an option to be discontinued. The Company can call them partially or in full at any time, with at least 3 days' notice. The interest rate is set at 1.9%-3.5% (2012: 2.0%-4.0%). The interest rate for cash on giro and other current accounts is set at 0.15-0.50% (2012: 0.20%).

NOTE 24 – SHAREHOLDERS' EQUITY

The equity structure as at 31 December 2013 was as follows:

Shareholder	Total number of shares	Total amount (HRK)	Interest in share capital %
Ownership of ordinary shares:			
Sutivan Investments Anstalt, Liechtenstein	438,899	864,631,030	80.34
Deutsche Bank Trust Company Americas	23,939	47,159,830	4.38
Treasury shares /i/	9,142	18,009,740	1.67
Other legal entities and natural persons	74,338	146,445,860	13.61
	546,318	**1,076,246,460**	
			100.00
Ownership of preference shares:	105,000	105,000,000	
Sutivan Investments Anstalt, Liechtenstein			100.00
Total		**1,181,246,460**	

The equity structure as at 31 December 2012 was as follows:

Shareholder	Total number of shares	Total nominal amount (HRK)	Interest in share capital %
Ownership of ordinary shares:			
Sutivan Investments Anstalt, Liechtenstein	438,899	790,018,200	80.34
Deutsche Bank Trust Company Americas	23,939	43,090,200	4.38
Treasury shares /i/	9,120	16,416,000	1.67
Other legal entities and natural persons	74,360	133,848,000	13.61
	546,318	983,372,400	100.00
Ownership of preference shares:			
Sutivan Investments Anstalt, Liechtenstein	105,000	105,000,000	100.00
Total		**1,088,372,400**	

Following the decision of the Company's General Assembly of 2 August 2013, the Company's share capital was increased by reinvesting a portion of profit for 2012 in the amount of HRK 92,874 thousand. The decision on converting shares with nominal value into shares without nominal value was adopted at the same meeting. The Company's share capital is distributed among 546,318 ordinary shares without nominal value (2012: with a nominal value of HRK 1,800.00), and among 105,000 preference Series "B" shares, registered, with a nominal value of HRK 1,000.00 per share (2012: with a nominal value of HRK 1,000.00).

All shares are fully paid. Preference shares carry a right to a fixed annual preferred dividend of HRK 1 per share, in addition to ordinary dividends, declared and paid on ordinary shares and are non-voting. Preference shares have priority right of settlement in the liquidation process of the Company.

NOTE 24 – SHAREHOLDERS' EQUITY (continued)

/i/ As at 31 December 2013, Treasury shares comprise 9,142 (2012: 9,120) own shares that were redeemed in the period from 1997 to 2002 at prices ranging from HRK 718.70 to HRK 1,516.50 per share through a commission house broker, and the total average price of HRK 1,256.27. Gains and losses on purchase and sale of treasury shares are recorded within capital reserves and amount to HRK 6,525 thousand (2012: HRK 5,149 thousand).

During 2012, of the initial number of 9,470 treasury shares, 350 treasury shares were allocated to a separate account with the Central Depository and Clearing Company, pursuant to the Trustee Agreement to receive shares and cash payments, in order to implement the merger of Hotel Bonavia d.d. with the acquiring company Plava laguna d.d. as of 1 January 2013. Based on the shares exchange ratio determined using the discounted cash flow method, the company Plava laguna d.d. used 328 treasury shares with the carrying value of HRK 412 thousand (Note 30).

NOTE 25 – RESERVES AND RETAINED EARNINGS

	2013	2012
	(in thousands of HRK)	
Legal reserves	33,536	33,536
Other reserves	31,383	33,867
Retained earnings	198,820	241,021
	263,739	**308,424**
Changes in reserves:		
Legal reserves		
At beginning of the year	33,536	32,007
Transfer from retained earnings	-	1,529
At end of the year	**33,536**	**33,536**
Other reserves		
At beginning of the year	33,867	91,483
Effect of merger (Note 30)	(2,470)	-
Distribution of dividend	-	(54,869)
Revaluation of available-for-sale financial assets	(14)	(2,747)
At end of the year	**31,383**	**33,867**
Retained earnings		
At beginning of the year	241,021	139,960
Net profit for the year	109,255	106,274
Increase in share capital	(92,874)	-
Dividend distribution	(58,582)	(3,684)
Transfer to legal reserves	-	(1,529)
At end of the year	**198,820**	**241,021**

NOTE 25 – RESERVES AND RETAINED EARNINGS (continued)

The legal reserve is required under Croatian law and must be built up at a minimum of 5% of the profit for the year until the total legal reserve together with the capital reserves reaches 5% of the Company's share capital. This reserve is not distributable. Based on the Decision of the General Assembly on 30 August 2012, retained earnings in the amount of HRK 1,529 thousand were transferred to legal reserves. As at 31 December 2013, legal reserves amounted to HRK 33,536 thousand or 2.84% of the share capital (2012: 3.08%), while the share of legal reserves together with capital reserves (HRK 18,824 thousand, 2012: HRK 20,882 thousand), which is also not distributable that were formed by denominating the share value in 2001 (from HRK 1,860 to HRK 1,800 per share), form a share of 4.43% (2012: 5.00%) in the Company's share capital.

As at 31 December 2013, other reserves amounted to HRK 31,383 thousand (2012: HRK 33,867 thousand) and comprise treasury shares reserves of HRK 11,485 thousand (2012: HRK 11,897 thousand) decreased due to releasing the treasury shares to other reserves. In addition, this category includes revaluation reserves formed from unrealised fair value gains on available-for-sale financial assets in the amount of HRK 1,074 thousand (2012: HRK 1,088 thousand). These other reserves are not distributable.

The remaining other reserves in the amount of HRK 18,824 thousand (2012: HRK 20,882 thousand) relate to the above stated capital reserves formed by denominating the nominal value of shares in HRK. During 2013, they were increased based on the above stated decrease in reserves by treasury shares in the amount of the released treasury shares as a result of the merger (HRK 412 thousand), since treasury share reserves are generated in the amount of the purchased treasury shares. Following the Supervisory Board's decision, these reserves were used to cover the negative effect of the merger in the amount of HRK 2,470 thousand (Note 30).

Based on the decision of the General Assembly from 2 August 2013, retained earnings in the amount of HRK 58,582 thousand were distributed for dividends. Based on the decision of the General Assembly from 30 August 2012, revaluation reserves in the amount of HRK 54,869 thousand were distributed for dividends.

NOTE 26 – TRADE AND OTHER PAYABLES

	2013	2012
	(in thousands of HRK)	
Trade payables	13,740	16,610
Due to related parties (Note 29)	132	179
Dividends payable (Note 14)	5,424	3,179
Accrued costs not yet invoiced	2,239	1,444
Concession payable /i/	9,693	6,725
Total financial liabilities	31,228	28,137
Net salaries payable	13,899	12,635
Taxes and contributions payable	9,645	9,194
Advances received	14,365	5,823
Other current liabilities	6,574	3,742
	75,711	**59,531**

/i/ The concession payable is calculated on the basis of the submitted relevant requirements to the governing authorities for concessions on the tourist land in campsites, hotels and tourist resorts in accordance with the Law on tourist and other construction land not evaluated in the transformation and privatisation process and regulations which elaborate in more detail the manner of complying with the stated Law.

NOTE 27 – PROVISIONS

	2013	2012
	(in thousands of HRK)	
At 1 January	2,000	1,500
Additional provisions (Note 9)	-	500
At 31 December	**2,000**	**2,000**

NOTE 28 – CONTINGENCIES AND COMMITMENTS

Transformation and privatisation audit. On 22 May 2003, the State Audit Office (in Pazin) issued a Report on the audit of the transformation and privatisation of the state-owned company Plava laguna, Poreč. The Report states that the transformation and privatisation procedure has not entirely been executed in accordance with the law, especially with respect to gaining ownership over the land by the Company. Subsequently, the Company was sued in order to determine the ownership over the land, which is registered as socially-owned land with the right of use. On 20 May 2003, the Company expressed an opinion on the State Audit Office's Report.

Up to the date of this report, the legal claim has not been finalised, i.e. there has been no reply from the State Audit Office on the Company's complaint, so that neither the outcome of this legal claim and audit findings nor their effect (if any) on the Company's financial or operating position can be reliably anticipated.

The stated problems with respect to land ownership are common in other tourist companies in the Republic of Croatia. On 1 August 2010, the Law on Tourist and Other Construction Land, not evaluated in the transformation and privatisation process, entered into force in accordance with which and based on which the ownership and joint ownership over land not evaluated in the transformation and privatisation process will finally be determined. Within the prescribed period, the Company initiated procedures for submitting requests for concessions and other prescribed requests. In the period since the adoption of legal regulation, in the procedures initiated, and in line with requirements of the governing authorities, the Company delivered various statements, documentation, made propositions for dividing the land etc. Until 31 December 2013, the Company settled all liabilities arising from the invoices received, issued by competent authorities on the basis of the Ordinance provisions.

Provisions for other contingent liabilities. In the financial statements for the years ended 31 December 2013 and 2012, the Company anticipates payment of other contingent liabilities in the amount of HRK 2,000 thousand.

Capital commitments. Future commitments contracted for investments in tourist facilities, for which provisions were not made, as at 31 December 2013 amounted to HRK 27,701 thousand (2012: HRK 3,455 thousand).

Operating lease commitments – where the Company is the lessee (Note 7). The future aggregate lease payments from operating leases are as follows:

	2013	**2012**
	(in thousands of HRK)	
Up to 1 year	150	384
From 2 to 5 years	147	272
	297	**656**

The lease terms are between 1 and 5 years and the majority of the lease agreements for land and business premises are renewable at the end of the lease term at market prices.

NOTE 29 – RELATED PARTY TRANSACTIONS

Parties are considered to be related if one party has the ability to control the other party or is under common control or exercise significant influence over the other party in making financial or operational decisions. Plava laguna d.d., Poreč is controlled by the company Sutivan Investments Anstalt registered in Liechtenstein. The ultimate parent and controlling company is Luksburg Foundation, registered in Vaduz Liechtenstein.

In the ordinary course of business, a number of transactions were entered into with related parties. Related parties are the companies within Luksburg Foundation and Ragusa Anstalt, parties under common control. These transactions were carried out under commercial terms and conditions and at market rates.

1) Transactions with related companies within the Plava laguna Group are as follows:

	Note	2013	2012
		(in thousands of HRK)	
Trade and other payables			
Laguna invest d.o.o., Poreč		131	132
Hotel Bonavia Usluge d.o.o, Rijeka		1	-
Hoteli Croatia d.d., Cavtat		-	47
	26	132	179
Loans granted			
Hoteli Croatia d.d., Cavtat:			
Increase		-	7,000
Decrease		-	(7,000)
At end of year		-	-
Hotel Bonavia-usluge d.o.o., Rijeka:			
Loans acquired by the merger		5	
Decrease		(5)	
At end of year		-	
Income and expenses:			
a) Hoteli Croatia d.d., Cavtat			
Dividend income	6	-	10,861
Interest income	11	-	71
Foreign exchange losses – currency clause		-	1
b) Hotel Bonavia Usluge d.o.o., Rijeka			
Other expenses		6	-

NOTE 29 – RELATED PARTY TRANSACTIONS (continued)

2) Transactions with related companies under common control:

	2013	2012
	(in thousands of HRK)	
Trade and other payables		
Excelsa nekretnine d.d.	-	478
Jadranski luksuzni hoteli d.d. and merged companies:		
Liabilities acquired at merger	2,010	-
Decrease	(2,010)	-
	-	
Interest payable – Ragusa Anstalt		
Liabilities acquired at merger	5,248	-
Increase	623	-
Decrease	(5,871)	-
	-	-
Borrowings		
- Borrowings acquired at merger (Note 30)		
Ragusa Anstalt	33,305	-
Grupa Jadranski luksuzni hoteli d.o.o.	17,198	-
Jadranski luksuzni hoteli d.d. and merged companies	2,138	-
	52,641	-
Decrease:		
Ragusa Anstalt	(33,305)	-
Grupa Jadranski luksuzni hoteli d.o.o.	(17,198)	-
Jadranski luksuzni hoteli d.d. and merged companies	(2,138)	
	(52,641)	
Income and expenses:		
Ragusa Anstalt:		
- Foreign exchange gains	128	-
- Foreign exchange losses	137	-
- Interest expense and withholding tax	1,720	-
Excelsa nekretnine d.d.		
- Other expenses	40	440

3) Key Management and Supervisory Board compensation

	2013	2012
	(in thousands of HRK)	
Net salaries	5,570	5,286
Pension contributions	1,476	1,406
Health insurance contributions	1,294	1,305
Other costs (contributions and taxes)	3,126	2,952
	11,466	**10,949**
Supervisory Board compensation	2,334	1,995
	13,800	**12,944**

Key management comprises 15 members (2012: 14 members). The Supervisory Board consists of 7 members (2012: 7 members).

NOTE 30 – MERGER

In line with the Merger Agreement concluded on 28 September 2012 between Hotel Bonavia d.d. Rijeka, as the merged company, and Plava laguna d.d. Poreč, as the acquiring company, and the decision of the General Assembly from 12 November 2012, at 31 December 2012 the Commercial Court in Rijeka (Pazin office) adopted the Decision based on which the stated merger was entered into the court register. The effects of the merger are in force starting from 1 January 2013. Since the merger is related to the companies under common control of Luksburg Foundation Vaduz, Liechtenstein, the effect of the merger in the amount of HRK 2,058 thousand is recognised in capital and reserves.

The effect of merger is as follows:

(in thousands of HRK)	**1 January 2013**
Property, plant and equipment	52,819
Intangible assets	182
Investments in subsidiaries and associate	20
Available-for-sale financial assets	150
Inventories	200
Trade and other receivables	1,408
Cash and cash equivalents	5,301
Borrowings from related parties /ii/	(52,641)
Trade and other payables	(9,497)
Net assets – effect of merger	**(2,058)**
Treasury shares given in exchange /i/	(412)
Effect on capital and reserves	**(2,470)**

/i/ By merging with the company Hotel Bonavia d.d., the shares of Plava laguna d.d. were exchanged for the shares of the merged company. Based on the shares exchange ratio determined using the discounted cash flow method, the company Plava laguna d.d. used 328 treasury shares with the carrying value of HRK 412 thousand.

/ii/ Following the merger, the Company fully settled borrowings and interest payable to related companies (Note 29).

NOTE 31 – EVENTS AFTER THE REPORTING PERIOD

Based on the merger agreement of 13 June 2013 between Hoteli Croatia d.d., Cavtat, as the merged company, and Jadranski luksuzni hoteli d.d., Dubrovnik, as the acquiring company, and the decision of the General Assembly of the companies involved in the merger, the Commercial Court in Split (Dubrovnik office) as at 31 December 2013, adopted the decision based on which the stated merger was entered into the court register. The effects of the merger will be in force starting from 1 January 2014. Following the merger, the interest of Plava laguna d.d. in the company Jadranski luksuzni hoteli d.d. is 30,988,522 shares or 32.88%.