PLAVA LAGUNA d.d., POREČ

INDEPENDENT AUDITOR'S REPORT AND CONSOLIDATED FINANCIAL STATEMENTS 31 DECEMBER 2014

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Independent Auditor's Report

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

We have audited the accompanying consolidated financial statements of Plava laguna d.d. and its subsidiaries (the "Group"), which comprise the consolidated balance sheet as at 31 December 2014 and the consolidated 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 Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated 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 consolidated 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 consolidated 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 consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated 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 consolidated 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 consolidated 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 consolidated financial statements present fairly, in all material respects, the financial position of the Group as at 31 December 2014, 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 25 to these financial statements that describes the Group'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, 30 April 2015

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.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2014

(all amounts expressed in thousands of HRK)	**Note**	**2014**	**2013**
Sales	5	483,180	582,634
Other income		3,221	2,061
Cost of materials and services	6	(135,550)	(165,856)
Staff costs	7	(125,192)	(138,865)
Depreciation and amortisation	13, 14	(112,029)	(126,999)
Other operating expenses	8	(41,817)	(37,367)
Other gains – net		435	1,240
Operating profit		**72,248**	**116,848**
Finance income	9	9,194	8,963
Finance costs	9	(5,652)	(3,542)
Finance income – net	9	3,542	5,421
Share of profit of associate	15	12,363	3
Profit before tax		**88,153**	**122,272**
Income tax expense	10	(2,321)	(1,814)
Profit for the year		**85,832**	**120,458**
Other comprehensive income:			
Changes in value of available-for-sale financial assets	22	(251)	(14)
Total comprehensive income for the year		**85,581**	**120,444**
Profit attributable to:			
Equity holders of the Company		86,888	119,593
Non-controlling interests		(1,056)	865
Profit for the year		**85,832**	**120,458**
Basic and diluted earnings per share *(in HRK)* attributable to the equity holders of the Company during the year:	11		
- ordinary shares		135.14	186.07
- preference shares		136.14	187.07

These consolidated financial statements set out on pages 3 to 52 were approved by the Group's Management Board on 29 April 2015.

Member of the Management Board
Neven Staver

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

CONSOLIDATED BALANCE SHEET

AS AT 31 DECEMBER 2014

(all amounts expressed in thousands of HRK)	Note	31 December 2014	2013
ASSETS			
Non-current assets			
Property, plant and equipment	13	2,461,047	1,405,306
Intangible assets	14	10,301	1,053
Investments in associate	15	203,095	1,490
Available-for-sale financial assets	16	6,318	6,821
Deposits and loans receivable		104	-
Deferred tax asset		2,725	-
		2,683,590	1,414,670
Current assets			
Inventories		4,766	3,590
Trade and other receivables	17	18,508	14,974
Income tax receivable	10	20,282	19,711
Deposits and loans receivable	18	177,950	217,546
Financial assets at fair value through profit or loss	19	13,344	100
Cash and cash equivalents	20	12,104	3,971
		246,954	259,892
Total assets		**2,930,544**	**1,674,562**
EQUITY			
Capital and reserves attributable to equity holders of the Company			
Share capital	21	1,263,194	1,181,246
Share premium	21	7,896	6,525
Treasury shares	21	(19,381)	(18,010)
Reserves	22	70,131	73,587
Retained earnings	22	198,246	266,506
		1,520,086	1,509,854
Non-controlling interests		62,372	22,312
		1,582,458	1,532,166
LIABILITIES			
Non-current liabilities			
Borrowings	23	1,119,348	33,546
Provisions for other liabilities and expenses	25	2,000	2,000
		1,121,348	35,546
Current liabilities			
Trade and other payables	24	128,715	87,011
Borrowings	23	87,940	19,839
Provisions for other liabilities and expenses	25	1,021	-
Derivative financial instruments	23	9,062	-
		226,738	106,850
Total liabilities		1,348,086	142,396
Total equity and liabilities		**2,930,544**	**1,674,562**

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

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2014

	Attributable to equity holders of the Company						Non-controlling interest	Total
(all amounts expressed in thousands of HRK)	Share capital	Share premium	Treasury shares	Reserves	Retained earnings	Total		
Year ended 31 December 2013								
At 1 January 2013	1,088,372	5,149	(17,046)	76,071	298,369	1,450,915	21,447	1,472,362
Profit for the year	-	-	-	-	119,593	119,593	865	120,458
Other comprehensive losses	-	-	-	(14)	-	(14)	-	(14)
Total comprehensive income for 2013	**-**	**-**	**-**	**(14)**	**119,593**	**119,579**	**865**	**120,444**
Share capital increase (Note 21)	92,874	1,554	(1,554)	-	(92,874)	-	-	-
Effect of merger (Note 28)	-	(178)	590	(2,470)	-	(2,058)	-	(2,058)
Dividend relating to 2012 (Note 12)	-	-	-	-	(58,582)	(58,582)	-	(58,582)
Total transactions with owners of the Company, recognised in equity	**92,874**	**1,376**	**(964)**	**(2,470)**	**(151,456)**	**(60,640)**	**-**	**(60,640)**
At 31 December 2013	**1,181,246**	**6,525**	**(18,010)**	**73,587**	**266,506**	**1,509,854**	**22,312**	**1,532,166**
Year ended 31 December 2014								
At 1 January 2014	1,181,246	6,525	(18,010)	73,587	266,506	1,509,854	22,312	1,532,166
Profit for the year	-	-	-	-	86,888	86,888	(1,056)	85,832
Other comprehensive losses	-	-	-	(251)	-	(251)	-	(251)
Total comprehensive income for 2014	**-**	**-**	**-**	**(251)**	**86,888**	**86,637**	**(1,056)**	**85,581**
Share capital increase (Note 21)	81,948	1,371	(1,371)	-	(81,948)	-	-	-
Effect of shares swap (Note 28)	-	-	-	(76,300)	-	(76,300)	(22,312)	(98,612)
Transfer from retained earnings (Note 28)	-	-	-	67,632	(67,632)	-	-	-
Effect of acquisition (Note 28)	-	-	-	-	-	-	63,428	63,428
Distribution of profit from 2013	-	-	-	5,463	(5,463)	-	-	-
Dividend relating to 2013 (Note 12)	-	-	-	-	(105)	(105)	-	(105)
Total transactions with owners of the Company, recognised in equity	**81,948**	**1,371**	**(1,371)**	**(3,205)**	**(155,148)**	**(76,405)**	**41,116**	**(35,289)**
At 31 December 2014	**1,263,194**	**7,896**	**(19,381)**	**70,131**	**198,246**	**1,520,086**	**62,372**	**1,582,458**

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

PLAVA LAGUNA d.d., POREČ

CONSOLIDATED CASH FLOW STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2014

(all amounts expressed in thousands of HRK)	**Note**	**2014**	**2013**
Cash flows generated from operating activities			
Cash generated from operations	26	154,049	256,346
Income tax paid		(2,846)	(8,012)
Interest paid		(5,482)	(3,965)
Net cash generated from operating activities		**145,721**	**244,369**
Cash flows from investing activities			
Purchases of property, plant and equipment	13	(67,609)	(51,367)
Purchases of intangible assets	14	(2,913)	(507)
Decrease in investments in funds		23,193	-
Decrease/(increase) in deposits and loans		59,156	(89,286)
Proceeds from sale of property, plant and equipment		684	602
Effect of merger	28	-	5,301
Effect of shares swap	28	(1,561)	
Acquisition of subsidiary	28	(922,973)	-
Effect of acquisition of subsidiary	28	11,636	-
Interest received		4,738	5,226
Dividends received		398	382
Net cash used in investing activities		**(892,251)**	**(129,649)**
Cash flows from financing activities			
Proceeds from borrowings		766,936	-
Repayment of borrowings		(9,109)	(63,242)
Dividends paid to Company's shareholders		(164)	(56,340)
Net cash from financing activities		**757,663**	**(119,582)**
Net increase/(decrease) in cash and cash equivalents		**8,133**	**(4,862)**
Cash and cash equivalents at beginning of the year		3,971	8,833
Cash and cash equivalents at end of the year		**12,104**	**3,971**

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

NOTE 1 – GENERAL INFORMATION

The Plava laguna Group Poreč consists of Plava laguna d.d., Poreč, a joint-stock company registered for hospitality and tourism (the parent company) and its subsidiaries (the Group):

- Laguna Invest, services, with an ownership interest of 100%,
- Hotel Bonavia-usluge d.o.o. in liquidation, with an ownership interest of 100%, until 1 December 2014, after which the company was liquidated and deleted from the court register;
- Istraturist Umag d.d. in 93.04% ownership from 28 November 2014 when the parent company acquired the company and assumed control;
- Hoteli Croatia d.d. a joint stock company registered for hospitality and tourism, with an ownership interest of 92.28% until1 January 2014 when the company merged with the company Jadranski luksuzni hoteli d.d., Dubrovnik.

The structural changes within the Group are set out in Note 28.

The parent company and its subsidiaries Laguna Invest d.o.o., Poreč and Istraturist Umag d.d., Umag are registered at the Commercial Court in Pazin. The subsidiary Hoteli Croatia d.d., Cavtat is registered at the Commercial Court in Split, and the subsidiary Hotel Bonavia-usluge d.o.o. at the Commercial Court in Rijeka.

The Plava laguna Group, Poreč is controlled by Sutivan Investments Anstalt registered in Liechtenstein. The ultimate controlling company is E. Abaroa Foundation, registered in Vaduz, Liechtenstein (2013.: Luksburg Foundation, Vaduz, Liechtenstein). The equity structure as at 31 December 2014 and 2013 is presented in Note 25.

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

As at 31 December 2014 and 2013, the shares of the parent company 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 consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with International Financial Reporting Standards which were endorsed by the European Union (IFRS). The consolidated financial statements have been prepared under the historical cost convention, as modified by available-for sale financial assets and financial assets at fair value through profit or loss.

The preparation of consolidated 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 Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in Note 4.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

(a) New and amended standards

The Group 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 Group, its impact is described below.

Below is a list of standards/interpretations that have been issued and are effective for periods beginning on or after 1 January 2014.

- *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, 12 and IAS 27 on consolidation for investment entities (effective for annual periods beginning on or after 1 January 2014)*
- *Amendment to IAS 32, 'Financial Instruments: Presentation' on asset and liability offsetting (effective for annual periods beginning on or after 1 January 2014)*
- *Amendment to IAS 36, 'Impairment of assets' on recoverable amount disclosures (effective for annual periods beginning on or after 1 January 2014)*
- *Amendment to IAS 39, 'Financial instruments: recognition and measurement' on novation of derivatives (effective for annual periods beginning on or after 1 January 2014)*

These standards and amendments did not have a significant impact on the Group's financial position or performance.

Forthcoming requirements

Below is a list of standards/interpretations that have been issued and are not effective for periods starting on 1 January 2014, but will be effective for later periods

- *IFRS 9 Financial Instruments (effective for annual periods beginning on or after 1 January 2018)* Earlier application is permitted. If an entity elects to early apply it must apply all of the requirements at the same time with the following exception: Entities with a date of initial application before 1 February 2015 continue to have the option to apply the standard in phases.
- *IFRS 14, 'Regulatory deferral accounts' (effective for annual periods beginning on or after 1 January 2016)*
- *IFRS 15, 'Revenue from contracts with customers' (effective for annual periods beginning on or after 1 January 2017)*

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

- *IFRIC 21, 'Levies' (effective in the EU for annual periods beginning on or after 17 June 2014)*
- *Amendments to IFRS 10 and IAS 28 regarding the sale or contribution of assets between an investor and its associate or joint venture (effective for annual periods beginning on or after 1 January 2016)*
- *Amendment to IFRS 11, 'Joint arrangements' regarding acquisition of an interest in a joint operation (effective for annual periods beginning on or after 1 July 2016)*
- *Amendment to IAS 16, 'Property, plant and equipment' and IAS 38, 'Intangible assets' regarding depreciation and amortisation (effective for annual periods beginning on or after 1 January 2016)*
- *Amendments to IAS 16, 'Property, plant and equipment' and IAS 41, 'Agriculture' regarding bearer plants (effective for annual periods beginning on or after 1 January 2016)*
- *Amendment to IAS 19, 'Employee benefits' regarding employee or third party contributions to defined benefit plans (effective for annual periods beginning on or after 1 July 2014)*
- *Amendment to IAS 27, 'Separate financial statements' regarding the equity method (effective for annual periods beginning on or after 1 January 2016)*

The Group plans to adopt these new standards, amendments and interpretations on the effective date as of and when endorsed by the EU. The Group is still assessing the impact of this standard, but it is not expected to have a significant impact on the Group's financial statements.

- *Annual improvements 2012 (effective for annual periods beginning on or after 1 July 2014)*

These annual improvements amend standards from the 2010 - 2012 reporting cycle. It includes changes to:

- IFRS 2, 'Share based payments'
- IFRS 3, 'Business combinations'
- IFRS 8, 'Operating segments'
- IFRS 13, 'Fair value'
- IAS 16, 'Property, plant and equipment' and IAS 38, 'Intangible assets'
- IAS 24, 'Related party disclosures'

The Group plans to adopt this annual improvement on the effective date as of and when endorsed by the EU. The Group is still assessing the impact of these amendments, but it is not expected to have a significant impact on the Group's financial statements.

- *Annual improvements 2013 (effective for annual periods beginning on or after 1 July 2014)*

These annual improvements amend standards from the 2011 - 2013 reporting cycle. It includes changes to:

- IFRS 1, 'First time adoption of IFRS'
- IFRS 3, 'Business combinations'
- IFRS 13, 'Fair value measurement'
- IAS 40, 'Investment property'

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

The Group plans to adopt this annual improvement on the effective date as of and when endorsed by the EU. The Group is still assessing the impact of these amendments, but it is not expected to have a significant impact on the Group's financial statements.

- *Annual improvements 2014 (effective for annual periods beginning on or after 1 July 2016)*

These annual improvements amend standards from the 2012 - 2014 reporting cycle. It includes changes to:

- IFRS 5, 'Non-current assets held for sale and discontinued operations'
- IFRS 7, 'Financial instruments: Disclosures' – There are two amendments:
- IAS 19, 'Employee benefits'
- IAS 34, 'Interim financial reporting'

The Group plans to adopt this annual improvement on the effective date as of and when endorsed by the EU. The Group is still assessing the impact of these amendments, but it is not expected to have a significant impact on the Group's financial statements.

2.2 Consolidation

a) Subsidiaries

Subsidiaries are all entities (including special purpose entities) over which the Group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

(b) Changes in ownership interests in subsidiaries without change of control

Transactions with non-controlling interests that do not result in loss control are accounted for as equity transactions- that is, as transactions with owners in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

c) Associates

Associates are all entities over which the Group 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)

2.3 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 responsible for allocating resources and assessing performance of the operating segments. The chief operating decision-maker is the Group Management which is in charge of managing hotel and tourist facilities and contents.

2.4 Foreign currencies

(a) Functional and presentation currency

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

(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 costs – net'. All other foreign exchange losses and gains are recorded in the statement of comprehensive income within 'other gains – net'.

2.5 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 Group 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 the replaced parts are derecognised.

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 estimate useful lives as follows:

Buildings	10 - 35 years
Plant and equipment	3 - 20 years
Other assets	4 - 20 years

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.5 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 Group 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 Group 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 2.7).

Gains and losses on disposals are determined by comparing the proceeds with carrying amount, and are recognised in the statement of comprehensive income within line item 'other gains – net'.

2.6 Intangible assets

Acquired computer software licences are capitalised on the basis of the costs incurred to acquire and bring to use the specific software. These costs are amortised over their estimated useful lives of up to 5 years.

2.7 Impairment of non-financial assets

Assets that have an indefinite useful life and 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. Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.8 Financial assets

2.8.1 Classification

The Group classifies its financial assets in the following categories: financial assets at fair value through profit or loss, loans and receivables and available for sale. 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) Financial assets at fair value through profit or loss

This category includes financial assets held for trading. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term or if so designated by management. Derivatives are also categorised as held for trading. Assets in this category are classified as current assets.

(b) Loans, deposits and receivables

Loans, deposits 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, deposits and receivables comprise trade receivables, deposits, loans and other receivables and cash and cash equivalents in the balance sheet (Notes 2.13 and 2.14).

(c) 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 from the balance sheet date. Available-for-sale financial assets are carried at fair value.

2.8.2 Measurement and recognition

Regular purchases and sales of financial assets are recognised on the trade-date – the date on which the Group commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets, except those carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially recognised at fair value, and the transaction costs are recorded in the statement of comprehensive income. Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Financial assets available for sale and financial assets at fair value through profit or loss are subsequently recognised at fair value. Loans 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 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, while other changes in the carrying amount are recognised in other comprehensive income. Changes in the fair value of other monetary securities available for sale and non-monetary securities classified as available-for-sale are recognised in other comprehensive income.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.8 Financial assets (continued)

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 as 'gains and losses on investment securities'. Interest on available-for-sale securities calculated using the effective interest 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 right to receive payments is established.

Gains or losses arising, from changes in the fair value of the ‘financial assets at fair value through profit or loss’ category are presented in the statement of comprehensive income within ‘other gains – net’ in the period in which they arise. Dividend income from financial assets at fair value through profit or loss is recognised in the statement of comprehensive income as part of ‘other income’ when the Group’s right to receive payment is established.

2.9 Impairment of financial assets

(a) Assets carried at amortised cost

The Group 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.

A provision for impairment of trade receivables, deposits and loans is established when there is objective evidence that the Group 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 for impairment of trade receivables, deposits and loans 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 Group 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.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.9 Impairment of financial assets (continued)

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'.

2.10 Derivative financial instruments

Derivative financial instruments, including foreign exchange forward and swap contracts (exchange of variable with fixed interest rate). Derivative financial instruments are recognised in the balance sheet at fair value. Fair values are determined according to market prices on stock exchanges or through pricing models, if appropriate. All derivatives are recognised in the balance sheet as assets when their fair value is positive, and as liabilities when their fair value is negative. These derivatives do not meet the conditions for hedge accounting and are therefore treated as derivatives held for trading. Gains and losses arising from the forecast transaction are recognised in profit or loss in the period in which the effect of the forecast transaction is reflected in profit or loss.

2.11 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 Group leases certain property, plant and equipment. Leases of property, plant and equipment, where the Group has substantially all the risks and rewards of ownership, are classified as finance leases. Finance leases are capitalized 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 long-term payables. 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.

2.12 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.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.13 Trade receivables, deposits and loans

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 receivables, deposits and loans 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 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.

2.16 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 Group 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)

2.17 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.

2.18 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 Group and it is probable that the temporary difference will not reverse in the foreseeable future.

2.19 Employee benefits

(a) Pension obligations and post-employment benefits

In the normal course of business through salary deductions, the Group 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 Group does not have any other pension scheme and consequently, has no other obligations in respect of employee pensions. In addition, the Group is not obliged to provide any other post-employment benefits.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.19 Employee benefits (continued)

(b) Termination benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date. The Group 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 present value.

(c) Short-term employee benefits

The Group recognises a provision for bonuses where contractually obliged or where there is a past practice that has created a constructive obligation. In addition, the Group recognises a liability for accumulated compensated absences based on unused vacation days at the balance sheet date.

2.20 Provisions

Provisions are recognised when: the Group has a present legal or constructive obligation as a result of past events; it is more likely than not that 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.

2.21 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 Group’s activities. Revenue is shown net of value-added tax and after eliminating sales within the Group.

The Group 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 Group’s activities as described below:

(a) Sales of services
Revenue from hotel and tourism services is 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, on a straight-line basis over the terms of the contracts with tourist agencies and tour operators.
Revenue from individual guests who pay by credit cards – commission is recognised as a decrease in income.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.21 Revenue recognition (continued)

(b) Rental services
Revenue for rental services is generally recognised in the period the services are provided, using a straight-line basis over the terms of contracts with lessors.

(c) Interest income
Interest income is recognised on a time-proportion basis using the effective interest method. When a receivable is impaired, the Group reduces the carrying amount to its recoverable amount. being the estimated future cash flow discounted at 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.

2.22 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 Company's shareholders.

2.23 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.

2.24 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.

2.25 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. The effect of transfers of equity investments or shares swap under common control is recognised in the same way.

NOTE 3 – FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

The Group'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 Group does not have a written risk management programme, but overall risk management in respect of these risks is carried out by Managements of the Group companies.

The accounting policies are applied to financial instruments as follows:

(in thousands of HRK)	**Loans and receivables**	**Financial assets at fair value through profit or loss**	**Available-for-sale financial assets**	**Total**
31 December 2014				
Assets at the balance sheet date				
Investments in shares of domestic companies	-	1,579	6,318	7,897
Trade and other receivables	12,682	-	-	12,682
Deposits with banks and loans given	178,054			178,054
Investments in investment funds	-	11,765	-	11,765
Cash and cash equivalents	12,104	-	-	12,104
Total	**202,840**	**13,344**	**6,318**	**222,502**
31 December 2013				
Assets at the balance sheet date				
Investments in shares of domestic companies	-	100	6,821	6,921
Trade and other receivables	10,072	-	-	10,072
Deposits and loans given	217,546	-	-	217,546
Cash and cash equivalents	3,971	-	-	3,971
Total	**231,589**	**100**	**6,821**	**238,510**

	2014	**2013**
	(in thousands of HRK)	
Liabilities at the balance sheet date – at amortised cost		
Trade and other payables	70,099	45,820
Borrowings	1,207,288	47,374
	1,277,387	**93,194**
Liabilities at the balance sheet date – at fair value		
Derivative financial instruments	9,062	-
	9,062	**-**

NOTE 3 – FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(a) Market risk

(i) Foreign exchange risk
The Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the Euro (EUR), and after acquiring the company Istraturist Umag d.d., with respect to the Swiss franc (CHF), which was offset by contracting a EURCHF currency interest rate swap. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities.

The majority of the Group's foreign sales revenue, cash deposits and long-term debt is 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 flows. The Group uses derivative instruments on an occasional basis only.

As at 31 December 2014 and 2013, the currency structure of the Group's financial instruments within the scope of IAS 39 is as follows:

2014	**EUR**	**HRK**	**CHF**	**Other**	**Total**
Financial assets					
Trade and other receivables	8,504	4,178	-	-	12,682
Loans and deposits given	177,950		-	-	177,950
Available-for-sale financial assets		6,318	-		6,318
Financial assets at fair value through profit or loss		13,344	-	-	13,344
Cash and cash equivalents	6,452	5,540	-	112	12,104
	192,906	**29,380**	**-**	**112**	**222,398**
Financial liabilities – at amortised cost					
Borrowings	979,977	42,000	185,311	-	1,207,288
Trade and other payables	1,753	68,346	-	-	70,099
	981,730	**110,346**	**185,311**	**-**	**1,277,387**
2013					
Financial assets					
Trade and other receivables	8,591	1,481	-	-	10,072
Loans and deposits given	217,532	14	-	-	217,546
Available-for-sale financial assets	-	6,821	-	-	6,821
Financial assets at fair value through profit or loss	-	100	-	-	100
Cash and cash equivalents	2,713	709	-	549	3,971
	228,836	**9,125**	**-**	**549**	**238,510**
Financial liabilities – at amortised cost					
Borrowings	43,312	4,062	-	-	47,374
Trade and other payables	268	45,552	-	-	45,820
	43,580	**49,614**	**-**	**-**	**93,194**

NOTE 3 – FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

At 31 December 2014, if the EURO had weakened/strengthened by 1% (2013: 1%) against the HRK, with all other variables held constant, the net profit for the reporting period would have been HRK 7,793 thousand (2013: HRK 1,482 thousand) higher/lower, mainly as a result of foreign exchange (losses)/gains on translation of EURO-denominated trade and deposit and loan receivables, trade payables, borrowings and foreign cash funds, including borrowing in CHF for which a EURCHF currency interest rate swap was agreed.

For the purpose of managing foreign exchange risk, as at 30 October 2014 a EURCHF currency interest rate swap was agreed on the remaining unpaid borrowing principal of the UniCredit Group initially contracted in CHF at an interest rate of CHF 3m LIBOR + 1.5% k.m. where the 3m LIBOR is fixed at 1.78%. Thereby, initially contracted cash flows in CHF are changed into cash flows in EUR at a fixed interest rate of 4.7% until the borrowing expires (in 2017).

(ii) Cash flow and fair value interest rate risk

As the Group has interest-bearing assets, the Group's income and operating cash flows are dependent on changes in market interest rates.

The Group's interest rate risk arises from long-term borrowings. Borrowings issued at variable rates expose the Group to cash flow interest rate risk. Borrowings issued at fixed rates expose the Group to fair value interest rate risk.
For the purpose of managing interest rate risk at the balance sheet date, the derivative cash flow hedging instrument IRSwap - interest rate swap - is active. This was used to exchange the variable interest rate 3M Libor for CHF with the fixed interest rate of 1.78% per annum for the entire borrowing term, i.e. until 2017. Also, the EURCHF currency interest rate swap is active in accordance with the above-mentioned conditions
At 31 December 2014, if interest rates on borrowings had been 1% (2013: 1%) higher/lower, with all other variables held constant, the profit after tax for the year would have been HRK 5,091 thousand lower /higher (2013: the profit after tax would have been HRK 119 thousand lower /higher); as a result of higher/lower interest expense on borrowings.

(iii) Equity securities risk

The Group owns equity securities and is exposed to price risk of listed equity securities, which are classified as available-for-sale financial assets and financial assets at fair value through profit or loss. The Group is not exposed to commodity price risk (e.g. oil or gold) due to the nature of its operations. The Group invests in securities listed on the Zagreb Stock Exchange (ZSE).

As at 31 December 2014 and 2013, if equity prices on the stated stock exchange had been lower/higher by 3.10% (which was the average index movement at the ZSE), with all other variables held constant and under the assumption all the Group's equity instruments moved according to the historical correlation with the index, reserves within equity and other comprehensive income would have been HRK 190 thousand (2013: HRK 144 thousand) lower/higher, and the profit for the period would have been lower/higher by HRK 330 thousand (2013: HRK 3 thousand) as a result of losses/gains on available-for-sale financial assets and financial assets at fair value through profit or loss.

NOTE 3 – FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

b) Credit risk

The Group has no significant concentrations of credit risk. It has policies in place to ensure that sales are made to customers with an appropriate credit history. Receivables are mainly secured by advances received and mortgages over property. Provisions for impairment of trade and other receivables have been made on the basis of credit risk assessment. Management monitors the collectibility of receivables through weekly reports on individual balances of receivables. The amount of all trade and other receivables has been written down to their recoverable amount. Credit risk related to loan receivables is reduced to a minimum. The Group has policies that limit the amount of credit exposure to any financial institution. Cash transactions are carried out through high quality Croatian banks. The Group has only short-term highly liquid instruments with maturity periods of three months or less.

The maximum exposure to credit risk at the reporting date arises from financial assets classified as loans and receivables as follows:

	2014	2013
	(in thousands of HRK)	
Trade and other receivables	12,682	10,072
Deposits and loans given	178,054	217,546
Cash and cash equivalents	12,104	3,971
Total	**202,840**	**231,589**

The credit quality of financial assets:

	2014	2013
	(in thousands of HRK)	
Neither past due nor impaired	199,390	223,942
Past due but not impaired	3,450	7,647
Impaired	3,587	1,745
Impairment	(3,587)	(1,745)
	202,840	**231,589**

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

	2014	2013
	(in thousands of HRK)	
Trade and other receivables	9,232	2,439
Deposits and loans given		
- Financial institutions	177,914	217,532
- Other	140	-
	178,054	217,532
Cash at bank	12,104	3,971
	199,390	**223,942**

NOTE 3 – FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

Past due but not impaired receivables relate to trade receivables. The ageing analysis of these receivables is as follows:

	2014	2013
	(in thousands of HRK)	
Up to 1 month	781	249
1 to 2 months	486	1,415
2 to 3 months	261	179
Over 3 months up to 1 year	1,922	5,804
	3,450	**7,647**

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+, BBB- and A- (S&P).

Receivables are mainly secured by advances received and mortgages over property. Impaired receivables relate to trade receivables in the amount of HRK 3,587 thousand (2013: HRK 1,745 thousand). The majority of impaired trade receivables is subject to legal disputes. Both the outcome of the disputes related to sued receivables or the extent to which they will be collected cannot be anticipated with certainty.

(c) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash (Note 24), the availability of funding through an adequate amount of committed credit facilities (Note 28) and the ability to meet all obligations. Management daily monitors available cash resources based on reports on the balance of cash and liabilities.

The table below analyses financial liabilities of the Group 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, except for borrowings.

In thousands of HRK	Up to 1 year	1-5 years	Over 5 years	Total
At 31 December 2014				
Trade and other payables	70,099	-	-	70,099
Borrowings	133,103	747,805	617,903	1,498,811
Total liabilities	**203,202**	**747,805**	**617,903**	**1,568,910**
At 31 December 2013				
Trade and other payables	45,820	-	-	45,820
Borrowings	15,079	35,494	-	50,573
Total liabilities	**60,899**	**35,494**	**-**	**96,393**

NOTE 3 – FINANCIAL RISK MANAGEMENT (continued)

3.2 Capital management

The Group's objectives when managing capital are to safeguard the Group'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 Group 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 Group companies are 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 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 Group 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.

Quoted market prices for similar instruments are used for long-term debt. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments.

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 Group'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 2014, assets measured at fair value in the amount of HRK 19,442 thousand (2013: HRK 5,904 thousand) were included in level 1, and liabilities measured at fair value in the amount of HRK 9,062 thousand in level 2 (2013: -).

Available-for-sale investment securities in the amount of HRK 120 thousand (2013: HRK 120 thousand) are unlisted and carried 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 Group 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 and impairment*

By using a certain asset, the Group 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 10-35 years. The useful lives of equipment and other assets have also been assessed as disclosed in Note 2.5.

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 7,725 thousand higher (2013: HRK 9,202 thousand higher), not taking into account the assets of the subsidiary at 31 December 2014, since the effect is immaterial because it was acquired at the end of November 2014.

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 9422 thousand lower (2013: HRK 11,247 thousand lower), not taking into account the assets of the subsidiary at 31 December 2014, since the effect is immaterial because it was acquired at the end of November 2014.

(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 2014, 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 Group's Management (the chief operating decision-maker), which is responsible for allocating resources to the reportable segments and assessing their performance.

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

The segment information provided to the Group's Management for the year ended 31 December 2014 is as follows:

(in thousands of HRK)	**Hotels & apartments**	**Campsites**	**Other business segments**	**Total**
Total sales	368,638	100,497	40,695	509,830
Inter-segment revenue	(1,486)		(25,164)	(26,650)
Revenue from external customers	367,152	100,497	15,531	483,180
EBITDA	**125,106**	**56,545**	**3,924**	**185,575**
Depreciation and amortisation (Note 13 and 14)	87,839	13,926	10,264	112,029
Income tax expense				**2,321**
Share in profit in the associate				**12,363**
Total assets	**1,868,246**	**354,298**	**162,588**	**2,385,132**
Investment in associate				**203,094**
Total liabilities	**11,690**	**2,385**	**2,099**	**16,174**

The segment information for the year ended 31 December 2013 is as follows:

(in thousands of HRK)	**Hotels & apartments**	**Campsites**	**Other business segments**	**Total**
Total sales	466,189	101,880	40,845	608,914
Inter-segment revenue	(497)		(25,783)	(26,280)
Revenue from external customers	465,692	101,880	15,062	582,634
EBITDA	**168,510**	**59,046**	**11,531**	**239,087**
Depreciation and amortisation (Note 13 and 14)	104,143	12,979	9,877	126,999
Income tax expense				**1,814**
Share in profit in the associate				**3**
Total assets	**1,161,807**	**161,966**	**69,805**	**1,393,578**
Investment in associate	**-**	**-**	**-**	**1,490**
Total liabilities	**71,172**	**1,940**	**1,820**	**74,932**

NOTE 5 – SEGMENT INFORMATION (continued)

The reconciliation of the restated EBITDA with the profit before tax is as follows:

	2014	2013
	(in thousands of HRK)	
EBITDA by segments	181,651	227,556
EBITDA by other segments	3,924	11,531
Total segments	**185,575**	**239,087**
Depreciation and amortisation	(112,029)	(126,999)
Share in profit in the associate	12,363	3
Interest income	26	13
Dividend income	398	382
Other expenses	(643)	-
Net other income (expenses)	(1,405)	3,311
Net foreign exchange gains – other	91	1,337
Impairment of non-current financial assets/ loan receivables	(20)	(257)
Gain on sale of available-for-sale financial assets	255	(26)
Finance income – net	3,542	5,421
Profit before tax	**88,153**	**122,272**

The Group 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 Group's assets and liabilities is as follows:

	2014		2013	
(in thousands of HRK)	**Assets**	**Liabilities**	**Assets**	**Liabilities**
Segment assets/liabilities	2,222,544	14,075	1,323,773	73,112
Other segment assets/liabilities	162,588	2,099	69,805	1,820
Unallocated:	545,412	1,331,912	280,984	67,464
Available-for-sale financial assets	6,318		6,821	-
Loans and deposits	177,950		217,546	-
Financial assets at fair value through profit or loss	13,344		100	
Cash and cash equivalents	12,104		3,971	
Share in associate	203,095		1,490	-
Other receivables	132,601		51,056	-
Provisions		3,021	-	2,000
Derivative financial instruments		9,062		
Borrowings		1,207,288		
Income tax payable			-	1,814
Other liabilities		112,541	-	63,650
Total	**2,930,544**	**1,348,086**	**1,674,562**	**142,396**

NOTE 5 – SEGMENT INFORMATION (continued)

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

	2014	2013
	(in thousands of HRK)	
Sale of services:		
Domestic sales	79,439	77,315
Foreign sales	403,741	505,319
	483,180	**582,634**

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

Foreign sales	**2014**	**%**	**2013**	**%**
Germany	108,360	26.84	114,389	22.64
Austria	56,279	13.94	54,315	10.74
Russia	55,927	13.85	75,123	14.87
Slovenia	32,254	7.99	30,041	5.94
Italy	31,763	7.87	28,018	5.55
Netherlands	27,516	6.82	30,463	6.03
Czech Republic	21,526	5.33	20,375	4.03
Great Britain	8,405	2.08	43,460	8.60
Other	61,711	15.28	109,135	21.60
	403,741	**100.00**	**505,319**	**100.00**

NOTE 6 – COST OF MATERIALS AND SERVICES

	2014	2013
	(in thousands of HRK)	
Raw materials and supplies		
Cost of raw materials and supplies	43,664	54,113
Energy consumed and water cost	34,352	37,993
Costs of small inventories	2,558	5,210
	80,574	97,316
External services		
Maintenance	19,379	21,676
Laundry and cleaning services	10,048	10,079
Entertainment and animation	6,169	6,327
Telecommunication and other transport services	1,983	1,959
Advertising and promotion	5,743	6,266
Municipal services	4,456	4,678
Rental costs (Note 25)	1,104	1,487
Other services – related companies (Note 27)	-	10,627
Other services	6,094	5,441
	54,976	68,540
	135,550	**165,856**

NOTE 7 – STAFF COSTS

	2014	2013
	(in thousands of HRK)	
Salaries	67,577	77,684
Pension contributions	19,513	22,069
Health insurance contributions	14,974	14,943
Other contributions and taxes on salaries	12,881	14,097
Termination benefits	-	257
Other staff costs /i/	10,247	9,815
	125,192	**138,865**
Number of employees as at 31 December	**1,416**	**1,011**

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

NOTE 8 – OTHER OPERATING EXPENSES

	2014	2013
	(in thousands of HRK)	
Municipal and similar charges and contributions	21,520	21,639
Professional services	6,663	4,419
Provision for impairment of trade and other receivables	423	562
Collection of receivables previously written-off	(323)	(351)
Compensation of damages	1,673	-
Bank charges	1,609	1,953
Insurance premiums	2,449	2,929
Travel and entertainment	831	763
Expenses arising from reviews of state bodies /i/	3,227	-
Impairment charge for property, plant and equipment	124	40
Other	3,621	5,413
	41,817	**37,367**

/i/ During 2014, the governing state bodies performed a review and established additional tax liabilities in the amount of HRK 1,048 thousand (Note 10), and additional liabilities for concessions in the amount of HRK 2,179 thousand.

NOTE 9 – FINANCE INCOME AND COSTS

	2014	2013
	(in thousands of HRK)	
Finance income		
Interest income from cash deposits	4,766	5,227
Other finance income	225	297
Net change in fair value of financial liabilities	440	-
Net foreign exchange gains	3,763	3,439
	9,194	8,963
Finance costs		
Interest and commission expense	(5,559)	(3,338)
Net change in fair value of financial assets	(93)	-
Net foreign exchange losses	-	(204)
	(5,652)	(3,542)
Finance income – net	**3,542**	**5,421**

NOTE 10 – INCOME TAX

The tax on the Group's profit before tax differs from the theoretical amount that would arise using the tax rate of 20% (2013: 20%) as follows:

	2014	2013
	(in thousands of HRK)	
Profit before taxation	**88,153**	**122,272**
Tax calculated at 20%	17,631	24,453
Effect of income not subject to tax	(565)	(1,103)
Effect of reinvested profit /i/	(16,827)	(16,389)
Effect of expenses not deductible for tax purposes	2,085	1,666
Effect of utilisation of tax losses carried forward /ii/	(3)	(6,049)
Tax benefits for areas under special state care /iii/	-	(764)
Income tax charge	**2,321**	**1,814**
Income tax prepayment	(22,603)	(21,525)
Income tax receivable	20,282	19,711
Effective tax rate	2.63%	1.48%

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

/ii/ In 2013, the Company utilised tax losses carried forward incurred at the companies Hotel Bonavia d.d., Rijeka and Hoteli Croatia d.d., Cavtat.

/iii/ In 2013, the former subsidiary Hoteli Croatia d.d (merged to the company Jadranski luksuzni hoteli d.d as of 1 January 2014) utilised the last tax benefit of EUR 100 thousand, or HRK 764 thousand in line with the Law on Areas under Special State Care.

In accordance with local regulations, the Tax Authority may at any time inspect the Group companies' 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. 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, 2008 and 2013. Currently there is no outstanding tax liability.

During 2014, a review was performed of the parent company's income tax and VAT returns. At the balance sheet date, the outstanding tax liability in the amount of HRK 939 thousand and penalty interest in the amount of HRK 109 thousand were recognised. The liability and interest were paid in February 2015. In March 2015, the Company filed an appeal to the second instance body with respect to the administrative procedure.

In 2013, the subsidiary Istraturist Umag d.d. received a certificate on utilising tax incentives in line with the Act on Investment Promotion and Enhancement of the Investment Environment in the total amount of HRK 65,119 thousand. The utilised incentive as the reporting date is HRK 24,623 thousand.

NOTE 11 – EARNINGS PER SHARE

Basic

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of shares (ordinary and preference) in issue during the year excluding ordinary and preference shares purchased by the Company and held as treasury shares (Note 22).

	2014 *(in thousands of HRK)*		
	Preference shares	**Ordinary shares**	**Total**
Dividends declared and paid in the year	105	-	105
Undistributed earnings	14,190	72,593	86,783
Profit for the year attributable to equity holders of the Company	**14,295**	**72,593**	**86,888**
Weighted average number of shares excluding own shares	105,000	537,176	
Distributed earnings	1.00	-	
Undistributed earnings	135.14	135.14	
Basic earnings per share *(in HRK)*	**136.14**	**135.14**	

	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	9,976	51,035	61,011
Profit for the year attributable to equity holders of the Company	**19,642**	**99,951**	**119,593**
Weighted average number of shares excluding own shares	105,000	537,176	
Distributed earnings	92.06	91.06	
Undistributed earnings	95.01	95.01	
Basic earnings per share *(in HRK)*	**187.07**	**186.07**	

Diluted

Diluted earnings per share for 2014 and 2013 are equal to basic earnings per share, since the Group did not have any convertible instruments and share options outstanding during both years.

NOTE 12 – 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 2014 of HRK 5,365 thousand (2013: HRK 5,522 thousand) are disclosed as dividends payable in “trade and other payables” (Note 24).

NOTE 13 – PROPERTY, PLANT AND EQUIPMENT

(in thousands of HRK)	**Land and buildings**	**Plant and equipment**	**Other assets**	**Assets under construction**	**Total**
Year ended 31 December 2013					
Opening net book amount	1,360,031	58,951	6,297	3,022	1,428,301
Additions	34,956	15,739	866	(194)	51,367
Effect of merger (Note 28)	50,394	2,162	263	-	52,819
Transfer	(968)	968	-	-	-
Decrease	-	(40)	(151)	(257)	(448)
Disposal and impairment	-	(205)	-	-	(205)
Depreciation	(105,583)	(18,973)	(1,972)	-	(126,528)
Closing net book amount	1,338,830	58,602	5,303	2,571	1,405,306
At 31 December 2013					
Cost	2,747,375	362,850	34,375	2,571	3,147,171
Accumulated depreciation and impairments	(1,408,545)	(304,248)	(29,072)	-	(1,741,865)
Net book amount	**1,338,830**	**58,602**	**5,303**	**2,571**	**1,405,306**
Year ended 31 December 2014					
Opening net book amount	**1,338,830**	**58,602**	**5,303**	**2,571**	**1,405,306**
Effect of shares swap (Note 28)	(300,688)	(8,458)	-	(47)	(309,193)
Effect of acquisition (Note 28)	1,323,231	84,647	-	1,674	1,409,552
Additions	55,049	12,461	1,640	(1,541)	67,609
Transfer	2,450	(2,450)	-	-	-
Disposal and impairment	(99)	(512)	-	-	(611)
Depreciation	(92,883)	(17,006)	(1,727)	-	(111,616)
Closing net book amount	**2,325,890**	**127,284**	**5,216**	**2,657**	**2,461,047**
At 31 December 2014					
Cost	4,298,801	576,979	34,832	2,657	4,913,269
Accumulated depreciation and impairments	(1,972,911)	(449,695)	(29,616)	-	(2,452,222)
Net book amount	**2,325,890**	**127,284**	**5,216**	**2,657**	**2,461,047**

NOTE 13 – PROPERTY, PLANT AND EQUIPMENT (continued)

Additions under 'Land and buildings' relate to various construction works in hotels and campsites that were completed in 2014 and 2013 respectively.

As at 31 December 2014 the net carrying value of land and buildings pledged by the Group as collateral for repayment of long-term borrowings amounted to HRK 957,576 thousand (2013: HRK 295,586 thousand).

Property, plant and equipment include certain assets leased by the Group to third parties under operating leases with the following carrying amounts:

	2014	**2013**
	(in thousands of HRK)	
Cost	150,000	111,298
Accumulated depreciation at 1 January	(90,305)	(71,373)
Depreciation charge for the year	(9,179)	(3,725)
Net book amount	**50,516**	**36,200**

Operating leases relate to leases of land, business premises and hospitality facilities.

During 2014, the Group realised rental income in the amount of HRK 23,907 thousand (2013: HRK 22,974 thousand). During the year, there were no direct operating expenses arising from the use of these assets except for the depreciation charge.

The future minimum lease payments receivable in accordance with the contracts as at 31 December are as follows:

	2014	**2013**
	(in thousands of HRK)	
Up to 1 year	26,381	19,922
From 2 to 5 years	76,604	78,056
Over 5 years	99	-
	103,084	**97,978**

In 2014 and 2013, there were no contingent rents recognised in the statement of comprehensive income. There is no purchase option.

NOTE 16 – INTANGIBLE ASSETS

(in thousands of HRK)	**Software**
Year ended 31 December 2013	
Opening net book amount	841
Effect of merger (Note 28)	182
Additions	507
Impairment	(6)
Amortisation	(471)
Closing net book amount	1,053
At 31 December 2013	
Cost	13,090
Accumulated amortisation	(12,037)
Net book amount	**1,053**
Year ended 31 December 2014	
Opening net book amount	**1,053**
Effect of acquisition (Note 28)	7,024
Effect of shares swap (Note 28)	(276)
Additions	2,913
Amortisation	(413)
Closing net book amount	**10,301**
At 31 December 2014	
Cost	26,711
Accumulated amortisation	(16,410)
Net book amount	**10,301**

NOTE 15 – INVESTMENTS IN ASSOCIATE

	2014	2013
	(in thousands of HRK)	
At beginning of year	1,490	1,487
Effect of share exchange (Note 28):		
- Increase	190,712	-
- Decrease	(1,470)	-
Net gains in associate	12,363	3
At end of year	**203,095**	**1,490**

The unlisted associate is the following:

(in thousands of HRK)

2014

Name	Assets	Liabilities	Revenue /i/	Profit	% share in ownership
Jadranski luksuzni hoteli d.d., Dubrovnik	1,295,562	708,475	388,536	38,064	32.48

2013

Name	Assets	Liabilities	Revenue /i/	Profit	% share in ownership
Jadranski luksuzni hoteli d.d., Dubrovnik	958,178	777,193	247,135	96,389	0.003039

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. The number of shares owned by the Group was 1,608 or 0,003039% of the share capital of Jadranski luksuzni hoteli d.d., Dubrovnik.

The stated merger was followed by a merger of the company Hoteli Croatia d.d., Cavtat with the company Jadranski luksuzni hoteli d.d., Dubrovnik under the Merger Agreement concluded on 13 June 2013 between the company Hoteli Croatia d.d., Cavtat, as the merged company, and the company Jadranski luksuzni hoteli d.d., Dubrovnik. The merger is effective as of 1 January 2014 (Note 28).

At the balance sheet date, the ownership share of Plava laguna d.d. in the company Jadranski luksuzni hoteli d.d. is 32.48% or nominally 30,988,522 shares.

NOTE 16 – AVAILABLE-FOR-SALE FINANCIAL ASSETS

	Ownership	2014	2013
		(in thousands of HRK)	
Investments in credit institutions	3.63%	4,936	5,378
Investments in companies	/i/	1,382	1,443
		6,318	**6,821**

/i/ Investments represent less than 1% ownership interest in the shareholders' equity of these companies (IRTA d.o.o. 11.1%).

	2014	2013
	(in thousands of HRK)	
At beginning of year	6,821	6,839
Effect of merger (Note 28)	-	150
Impairment	-	(150)
Effect of sale	(432)	-
Revaluation losses	(71)	(19)
At end of year	**6,318**	**6,821**

Available-for-sale investments are as follows:

	2014	2013
	(in thousands of HRK)	
Equity securities		
- listed	6,198	5,804
Equity securities		
- unlisted	120	1,017
At end of year	**6,318**	**6,821**

The fair values of unlisted available-for-sale financial assets 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 17 – TRADE AND OTHER RECEIVABLES

	2014	2013
	(in thousands of HRK)	
Domestic trade receivables	6,170	2,556
Trade receivables-related parties (Note 27)	-	202
Foreign trade receivables	2,273	6,807
Due from brokers – agencies	23	123
Provision for impairment of trade receivables	(3,587)	(1,745)
Trade receivables – net	4,879	7,943
Receivables arising from purchase agreement on the acquisition of subsidiary (Note 28) /i/	6,918	-
Interest receivable	39	11
Accrued income not yet invoiced	846	2,118
Total financial assets	12,682	10,072
Due from state institutions	2,473	2,348
VAT receivable	2,558	3,093
Advances to suppliers	1,905	1,035
Other receivables	2,862	619
Provision for impairment of other receivables	(3,972)	(2,193)
	18,508	**14,974**

Movements in provisions for impairment of trade and other receivables.

	2014	2013
	(in thousands of HRK)	
At 1 January	3,938	3,768
Additions	423	562
Effect of acquisition	3,697	-
Effect of shares swap	(172)	-
Collection	(222)	(351)
Write-off	(105)	(41)
At 31 December	**7,559**	**3,938**

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 18 – DEPOSITS AND LOANS RECEIVABLE

	2014	2013
	(in thousands of HRK)	
Loans receivable – current portion	36	-
Deposits with banks	177,914	217,546
	177,950	**217,546**

The deposits are placed at an interest rate of 1.1% - 2.3% (2013: 1.9% - 3.5%). Loans are approved by the subsidiary to employees at an interest rate from 1% - 4% for the purchase of apartments and education for a period of 2-5 years at an interest rate of 4%.

NOTE 19 – FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2014	2013
	(in thousands of HRK)	
Shares and interests	1,579	100
Investment funds	11,765	-
	13,344	**100**

NOTE 20 – CASH AND CASH EQUIVALENTS

	2014	2013
	(in thousands of HRK)	
Giro and current accounts	5,375	707
Foreign currency accounts	6,469	2,743
Cash in hand	198	5
Time deposits – interest receivable	62	516
	12,104	**3,971**

The interest rate for cash on giro and current accounts is set at 0.2-0.4% (2013: 0.15-0.50%).

NOTE 21 – SHAREHOLDERS' EQUITY

The equity structure as at 31 December 2014 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	930,465,880	80.34
Deutsche Bank Trust Company Americas	23,939	50,750,680	4.38
Treasury shares /i/	9,142	19,381,040	1.67
Other legal entities and natural persons	74,338	157,596,560	13.61
	546,318	**1,158,194,160**	**100.00**
Ownership of preference shares:			
Sutivan Investments Anstalt, Liechtenstein	105,000	105,000,000	100.00
Total	**651,318**	**1,263,194,160**	

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:			
Sutivan Investments Anstalt, Liechtenstein	105,000	105,000,000	100.00
Total	**651,318**	**1,181,246,460**	

Following the decision of the Company's General Assembly of 29 August 2014 (2013: 2 August 2013) the Company's share capital was increased by reinvesting a portion of profit in the amount of HRK 81,948 thousand (2013: HRK 92,874 thousand). At the General Assembly held on 2 August 2013, a decision was made on converting shares with a nominal value into shares without nominal value. The share capital is distributed among 546,318 ordinary shares, without nominal value, and 105,000 preference series "B" shares, registered, 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 25 – SHAREHOLDERS' EQUITY (continued)

/i/ As at 31 December 2014 and 2013, treasury shares comprise 9,142 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 7,896 thousand (2013: HRK 6,525 thousand).

Of the initial number of 9,470 treasury shares as at 31 December 2012, in order to implement the merger of Hotel Bonavia d.d. as of 1 January 2013, Plava laguna d.d. as the acquiring company, based on the shares exchange ratio determined using the discounted cash flow method used 328 treasury shares with the carrying value of HRK 412 thousand (Note 28).

NOTE 22 – RESERVES AND RETAINED EARNINGS

	2014	2013
	(in thousands of HRK)	
Legal reserves	38,999	42,204
Other reserves	31,132	31,383
Retained earnings	198,246	266,506
	268,377	**340,093**
Changes in reserves:		
Legal reserves		
At beginning of the year	42,204	42,204
Transfer from profit	5,463	-
Effect of shares swap (Note 28)	(8,668)	-
At end of the year	**38,999**	**42,204**
Other reserves		
At beginning of the year	31,383	33,867
Effect of shares swap (Note 28)	(67,632)	(2,470)
Transfer from retained earnings	67,632	-
Transfer to income	(194)	-
Revaluation of available-for-sale financial assets	(57)	(14)
At end of the year	**31.132**	**31,383**
Retained earnings		
At beginning of the year	266,506	298,369
Net profit for the year	86,888	119,593
Distribution of dividends	(105)	(58,582)
Transfer to legal reserves	(5,463)	-
Transfer to other reserves	(67,632)	-
Increase in share capital	(81,948)	(92,874)
At end of the year	**198,246**	**266,506**

NOTE 22 – 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 of 29 August 2014, the Company transferred an amount of HRK 5,463 thousand from current profit to legal reserves. As at 31 December 2014, legal reserves amounted to HRK 38,999 thousand or 3.09% of the share capital (2013: 2.84%), while the share of legal reserves together with capital reserves which are not distributable (HRK 18,824 thousand) and which were formed by denominating the share value in 2001 (from HRK 1,860 to HRK 1,800 per share), form a share of 4.58% (2013: 4.43%) in the Company's share capital.

As at 31 December 2013, the legal reserves of the Subsidiary Hoteli Croatia d.d. amounted to HRK 8,668 thousand.

At 31 December 2014, other reserves amounted to HRK 31,132 thousand (2013: HRK 31,383 thousand) and comprise treasury shares reserves of HRK 11,485 thousand (2013: HRK 11,485 thousand) and revaluation reserves formed from unrealised fair value gains on available-for-sale financial assets of HRK 823 thousand (2013: HRK 1,074 thousand). These other reserves are not distributable. The remaining other reserves in the amount of HRK 18,824 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 26).

Based on the decision of the General Assembly from 29 August 2014, a preference fixed dividend was paid to holders of eligible capital in the amount of HRK 105 thousand.

NOTE 23 – BORROWINGS

	2014	2013
	In thousands of HRK	
Long-term borrowings:		
Bank borrowings	736,274	33,546
Borrowings from owner	383,074	-
	1,119,348	33,546
Short-term borrowings:		
Current portion of long-term bank borrowings	85,438	9,766
Accrued interest and fees	2,502	6,011
Government of the Republic of Croatia	-	4,062
	87,940	19,839
Total borrowings	**1,207,288**	**53,385**

Bank borrowings are secured by properties (Note 13). Borrowings from the owner are contracted without a lien on properties.

The maturity of long-term borrowings is as follows:

	2014	2013
	In thousands of HRK	
Between 1 and 2 years	134,462	9,766
Between 2 and 5 years	441,620	23,780
Over 5 years	543,266	-
	1,119,348	**33,546**

For the purpose of hedging its exposure to cash flow interest rate risk, arising from financial liabilities (debt) subject to a variable interest rate (3m Libor CHF + 1.5% k.m.), during 2009 the company Istraturist Umag d.d. entered into an interest rate swap contract until the borrowing expires (in 2017) in order exchange cash flows at variable interest rates with cash flows at fixed interest rates.

In 2014, a EURCHF currency interest rate swap was contracted whereby the cash flows as per the remaining unpaid bank borrowing principal contracted at an interest rate of CHF 3m LIBOR + 1.5% k.m. and interest rate swap with 3m LIBOR fixed at 1.78% are changed to cash flows in EUR at a fixed interest rate of 4.7% until the borrowing expires (in 2017).

As at 31 December 2014, the fair value of derivative financial instruments amounted to HRK 9,062 thousand and is recorded within liabilities.

NOTE 24 – TRADE AND OTHER PAYABLES

	2014	2013
	(in thousands of HRK)	
Trade payables	31,439	14,682
Trade payables – related parties (Note 27)	-	7,674
Dividends payable (Note 12)	5,365	5,522
Accrued costs not yet invoiced	8,418	2,238
Liabilities for concession /i/	24,877	9,693
Total financial liabilities	70,099	39,809
Gross salaries payable	21,587	15,324
Taxes and contributions payable	13,529	10,184
Advances received	14,997	14,779
Liabilities arising from findings of supervisory bodies	3,227	-
Other current liabilities	5,276	6,915
	128,715	**87,011**

/i/ Concession payable is calculated on the base of submission of the relevant requirements to the governing authorities for concessions on the tourist land in camps, 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 details the manner of complying with the stated Law.

NOTE 25 – 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 portion of land used by the Company and for which the Company is registered as the owner. 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 tourism 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 by 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 2014, the Company settled all liabilities arising from the invoices received, issued by competent authorities on the basis of the Ordinance provisions.

Legal disputes of the subsidiary Istraturist Umag d.d., Umag. At the beginning of the 1990s, Istraturist Umag d.d. and Ljubljanska bank d.d. entered into borrowing agreements and other financial arrangements in the approximate amount of DEM 31 million (approximately EUR 16 million). In accordance with applicable regulations which define the settlement of deposits of Croatian citizens with banks domiciled outside of Croatia, Zagrebačka banka d.d. retained part of its receivables from Ljubljanska banka d.d. relating to "old foreign currency savings" in the amount of DEM 31 million and sold them to its client Istraturist Umag d.d., Umag, gaining in return a share in the share capital of Istraturist Umag d.d. Istraturist Umag d.d. offset the (purchased) receivable from Ljubljanska banka d.d. in the amount of DEM 31 million with its financial liabilities to Ljubljanska banka d.d. in the same amount.

In line with a special Constitutional Act adopted after performing the stated offset, the Republic of Slovenia founded Nova Ljubljanska banka d.d. (NLB). All receivables were transferred to NLB, as opposed to the liabilities of Ljubljanska banka, thereby also excluding from the transfer the liabilities of Ljubljanska banka to Istraturist Umag d.d.

In the period from 1994, several legal disputes were initiated before the Croatian and Slovenian courts, in which NLB demanded payment of liabilities by Istraturist Umag d.d. On the basis of NLB's enforcement proposal, proceedings were initiated before the Commercial Court in Rijeka. During October 2014, the Supreme Court of the Republic of Croatia dismissed the audit of NLB and confirmed all verdicts of the lower courts, whereby the highest appellate court of the Republic of Croatian confirmed that the above stated offset of Istraturist Umag d.d. with respect to the borrowings covered by this verdict, was entirely valid and lawful.

In line with the agreement on the purchase of shares of the company Istraturist Umag d.d. from 26 August 2014 (Note 28), Zagrebačka banka d.d., acting as the Seller, gave the so-called "NLJB guarantee", under the conditions and restrictions set forth in the provisions of the stated agreement, that the legal disputes with the stated bank will not cause any losses for the Plava laguna Group.

NOTE 25 – CONTINGENCIES AND COMMITMENTS (continued)

Provisions for other contingencies. In the financial statements for the year ended 31 December 2014, the Company anticipates payments of other contingencies in the amount of HRK 3,021 thousand (2013: HRK 2,000 thousand).

Capital commitments. Future commitments contracted for investments in tourist buildings, for which provisions were not made, as at 31 December 2014 amounted to HRK 14,900 thousand (2013: HRK 27,701 thousand).

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

	2014	**2013**
	(in thousands of HRK)	
Up to 1 year	1,462	150
From 2 to 5 years	2,306	147
	3,768	**297**

The lease terms are between 1 and 5 years and the majority of the lease contracts for land and business premises is renewable at the end of the lease term at market prices. Operating lease commitments of the subsidiary relate to the operating lease of a vehicle fleet.

NOTE 26 – CASH GENERATED FROM OPERATIONS

Adjustment of profit with cash generated from operations:

	2014	**2013**
	(in thousands of HRK)	
Profit before tax	88,153	122,272
Adjustments for:		
Depreciation and amortisation (Note 13, 14)	112,029	126,999
Impairment of property, plant and equipment	-	6
Gains on sale of property, plant and equipment	(74)	(174)
Provision for impairment of trade and other receivables and loans, net	423	561
Changes in fair value of financial assets	-	283
Dividend income	(398)	(382)
Other gains – net	252	(1,348)
Finance income – net (Note 9)	(3,542)	(5,421)
Profit of associate	(12,363)	(3)
Other non-cash items	(190)	(61)
Changes in working capital (excluding the effects of acquisition and disposal):		
- trade and other receivables	(14,135)	92
- inventories	(239)	412
- trade and other payables	(15,867)	13,110
Cash generated from operations	**154,049**	**256,346**

NOTE 27 – 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 E. Abaroa Foundation, registered in Vaduz, Liechtenstein (2013: Luksburg Foundation, Vaduz, Liechtenstein).

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

Transactions with the owner:
During 2014, the Company obtained a borrowing from the owner in the amount of EUR 50 million (Note 22). As at 31 December 2014, borrowings and interest payable amounted to HRK 385,242 thousand. In 2014, interest and fee expense amounted to HRK 2,179 thousand. In 2013, the Company had no transactions with the owner.

NOTE 27 – RELATED PARTY TRANSACTIONS (continued)

Transactions with the associate:
Receivables and liabilities, as well as revenue and expenses resulting from transactions with the associate are as follows:

	2014	2013
	(in thousands of HRK)	
Trade and other payables (Note 24)	-	7,624
Accounting services (Note 6)	-	6,140
Sales	-	127

Transactions with other related companies:
Receivables and liabilities, as well as revenue and expenses resulting from other related-party transactions are as follows:

	2014	2013
	(in thousands of HRK)	
Trade receivables (Note 17)	-	202
Trade and other payables (Note 24)	-	50
Other receivables	-	134
Sales	-	127
Seasonal work force (Note 6)	-	4,487
Other expenses (Note 6)	-	1,031
Finance income	-	128
Finance costs	-	1,857

Group Key Management and Supervisory Board compensation

(in thousands of HRK)	2014	2013
Net salaries	12,674	6,341
Pensions insurance contributions	3,570	1,737
Health insurance contributions	3,081	1,492
Other costs (contributions and taxes)	5,613	3,428
	24,938	**12,998**
Supervisory Board fees	2,500	2,813
	27,438	**15,811**

Key management comprises 36 persons (2013: 19 persons), and the Supervisory Board comprises 12 members (2013: 14 members).

NOTE 28 – BUSINESS COMBINATIONS

1.) Hoteli Croatia d.d. – shares swap

In line with the Merger Agreement concluded on 13 June 2013 between Hoteli Croatia d.d., Cavtat, as the merged company, and the company Jadranski luksuzni hoteli d.d., Duborvnik, as the acquiring company, and the decision of the General Assemblies of the merging companies, on 31 December 2013 the Commercial Court in Split (Dubrovnik office) adopted the Decision based on which the stated merger was entered into the court register. The merger is effective as of 1 January 2014. At the date of the merger and shares swap, the share owned by Plava laguna d.d. in the company Hoteli Croatia d.d. is 92.28%.

In exchange for the shares of Hoteli Croatia d.d., the company Plava Laguna d.d. received shares of the company Jadranski luksuzni hoteli d.d. As of 1 January 2014, the Company owns 30,988,522 shares of the company Jadranski luksuzni hoteli d.d. or 32.48% of the share capital.

The business combination comprised entities under common control, and the effect of the shares swap for the Plava laguna Group was as follows:

(in thousands of HRK)	**2013**
Fair value of investments in Jadranski luksuzni hoteli d.d. at the share exchange date	190,712
Net value of assets at the share exchange date:	
Property, plant and equipment	309,193
Intangible assets	276
Investment securities	100
Investment in related parties	1,470
Inventories	1,109
Trade and other receivables	39,456
Cash and cash equivalents	1,561
Income tax paid	997
Borrowings	(47,374)
Trade and other payables	(17,464)
Minority interest	(22,312)
Net value of assets of Hoteli Croatia d.d. at the share exchange date	267,012
Effect of share exchange	**(76,300)**

2.) Istraturist Umag d.d. – acquisition

In November 2014, the Company acquired 93.04% of the shares of Istraturist Umag d.d. from Zagrebačka banka d.d. in line with the purchase agreement from August 2014. Based on the purchase agreement, at the balance sheet date the Group has a receivable from the seller in the amount of HRK 6,918 thousand (Note 17). The receivable was settled in 2015.

Details on the acquisition are as follows:

(in thousands of HRK)	**Total**
Consideration paid	916,055
Fair value of net assets acquired	(916,055)
Difference	-

NOTE 28 – BUSINESS COMBINATIONS (continued)

Details of assets acquired are as follows:

(in thousands of HRK)	**1 December 2014**
Property, plant and equipment	1,409,552
Intangible assets	7,024
Deferred tax assets	2,726
Loans and receivables	13,983
Financial assets	36,437
Inventories	2,046
Trade and other receivables	24,236
Cash and cash equivalents	11,636
Borrowings	(448,552)
Trade and other payables	(69,083)
Financial liabilities at fair value	(9,501)
Provisions	(1,021)
Net value of assets at the acquisition date	979,483
Minority interest	(63,428)
Net assets	**916,055**

3.) Hotel Bonavia d.d. - merger with a company under common control in 2013

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 the 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)**

NOTE 28 – BUSINESS COMBINATIONS (continued)

/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 share 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.