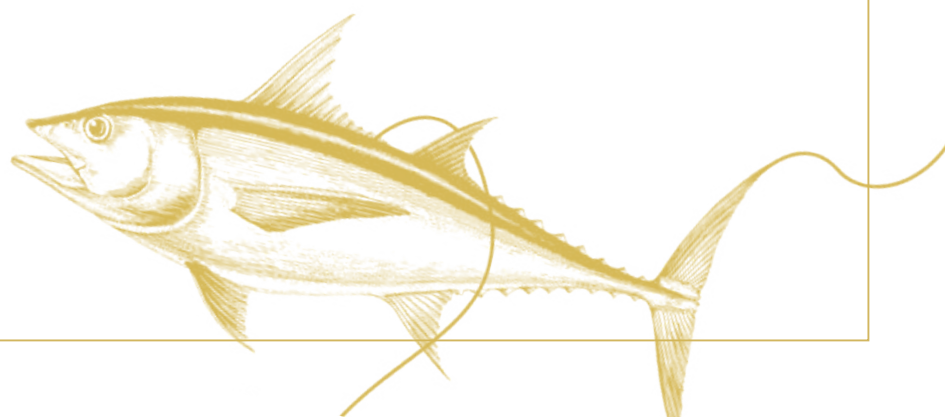
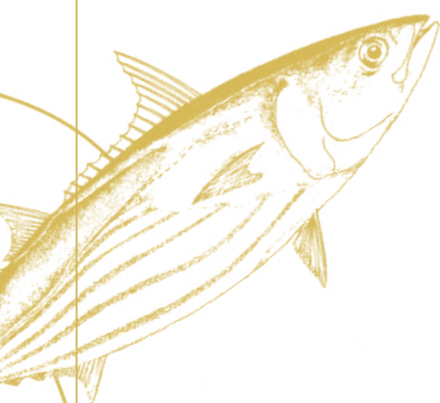


IOST COMPANY LTD AND ITS SUBSIDIARIES
ANNUAL REPORT | 2022



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IOST COMPANY LTD AND ITS SUBSIDIARIES

ANNUAL REPORT

The Board of Directors is pleased to present the Annual Report of IOST Company Ltd (the "Company") for the year ended December 31, 2022.

IOST Company Ltd is a public company holding a global business licence and the latter forms part of the SAPMER Group (SAPMER INVESTISSEMENTS SAS and its subsidiaries). The Company holds shares in four (4) global business entities registered under the laws of Mauritius (the "SPVs"). Two of the SPVs each owns a tuna purse seiner, and the Sapmer Group is involved in tuna, toothfish and lobster fishing (through its sister company SAPMER SA). The following table illustrates the activities of the subsidiaries, namely BELLE RIVE TUNA COMPANY, BELLE ISLE TUNA COMPANY, MORN SESELWA TUNA CIE and MORNE BLANC TUNA CIE (the Company and its subsidiaries are hereinafter referred to as the "Group"), of the Company: -

Name of Entity	Description of Business
BELLE ISLE TUNA COMPANY Belle Isle Tuna Company is a company incorporated under the laws of the Republic of Mauritius having its registered office at Apex House, Bank Street, TwentyEight Cybercity, Ebene 72201, Mauritius and holding a Global Business Company licence.	Belle Isle Tuna Company owns the vessel Belle Isle (Ref: MR294). The vessel is registered under the Mauritian Flag. The principal activity of the company is the rental of the vessel it owns. The company entered into a bareboat agreement with Indian Ocean Ship Management Services (Global business company) for the purpose of leasing the vessel. The company derives rental income from the lease of the vessel.
BELLE RIVE TUNA COMPANY Belle Rive Tuna Company is a company incorporated under the laws of the Republic of Mauritius having its registered office at Apex House, Bank Street, TwentyEight Cybercity, Ebene 72201, Mauritius and holding a Global Business Company licence.	Belle Rive Tuna Company owns the vessel Belle Rive (Ref: MR293). The vessel is registered under the Mauritian Flag. The principal activity of the company is the rental of the vessel it owns. The company entered into a bareboat agreement with Indian Ocean Ship Management Services (Global business company) for the purpose of leasing the vessel. The company derives rental income from the lease of the vessel.
MORNE BLANC TUNA CIE Morne Blanc Tuna Cie is a company incorporated under the laws of the Republic of Mauritius having its registered office at Apex House, Bank Street, TwentyEight Cybercity, Ebene 72201, Mauritius and holding a Global Business Company licence.	Morne Blanc Tuna Cie sold the vessel it owned in November 2021 and is currently in the process of clearing all the existing liabilities.

MORN SESELWA TUNA CIE

Morn Seselwa Tuna Cie is a company incorporated under the laws of the Republic of Mauritius having its registered office at Apex House, Bank Street, TwentyEight Cybercity, Ebene 72201, Mauritius and holding Global Business Company licence.

Morn Seselwa Tuna Cie sold the vessel it owned in November 2021 and is currently in the process of clearing all the existing liabilities.

Tuna fishing is carried out in the Indian Ocean, close to the Equator mainly. The tuna species fished are Ahi Tuna (Yellowfin) and Skipjack. This activity is regulated by the Indian Ocean Tuna Commission ("IOTC").

Financial Highlights

Group accounts	Audited 2022	Audited 2021
	USD'000	USD'000
Revenue	6,112	6,172
Operating results/(loss)	14	(20,126)
Loss before tax	(2,846)	(22,887)
Total assets	57,741	70,917
Share capital	25,685	25,685
Total Equity	10,092	19,117

The Revenue of the Group depends solely on the rental fees received from the rental of the vessels owned by the subsidiaries of the Company. The table above shows the results for the year ended 2022 and a comparative of the figures with the year 2021.

The loss before tax in 2022 included an impairment loss (USD 4,005K) on plant and equipment due to uncertainty on the level of catch quotas provided by the Mauritian authorities for the year 2023 at the date of publication.

IOST COMPANY LTD AND ITS SUBSIDIARIES

CORPORATE PROFILE

The Directors have the pleasure of submitting the Annual Report of IOST Company Ltd ("IOST" or "the Company") and its subsidiaries, namely BELLE RIVE TUNA COMPANY, BELLE ISLE TUNE COMPANY, MORNE BLANC TUNA CIE and MORN SESELWA TUNA CIE (the "Group") together with the audited financial statements for the year ended 31 December 2022.

1. NAME OF COMPANY

IOST Company Ltd

2. COMPANY NUMBER

C118171

3. DIRECTORS

<i>Directors</i>	<i>Date of Appointment</i>
Philippe Christian Michel SOULIÉ	30.08.2021
Akshar Mohammad MAHERALLY	26.08.2013
Kristee Bhurtun-Jokhoo	30.06.2020

3. REGISTERED OFFICE

Apex House, Bank Street,
 TwentyEight Cybercity, Ebene 72201 Republic of Mauritius
 Tel: +230 467 3000
 Fax: +230 467 4000
 Website: www.sapmer.fr

4. COMPANY SECRETARY

Apex Financial Services (Mauritius) Ltd
 Apex House, Bank Street,
 TwentyEight Cybercity, Ebene 72201 Republic of Mauritius
 Tel: +230 467 3000
 Fax: +230 467 4000
 Website: sannegroup.com

5. MAIN BANKER

The Mauritius Commercial Bank Ltd
Sir William Newton Street,
Port Louis,
Republic of Mauritius
Tel: +230 202 5000
Fax: +230 211 5375

6. LEGAL ADVISORS

BLC Robert & Associates Ltd
A 2nd Floor, The Axis, 26 Bank Street,
Cybercity, Ebene 72201,
Republic of Mauritius
Tel: +230 403 2400
Fax: +230 403 2401
Website: www.blc.mu

7. AUDITORS

BDO & Co
10, Frère Félix de Valois Street,
Port Louis,
Republic of Mauritius
Tel: +230 202 3000
Fax: +230 202 9993
Website: www.bdo.mu

8. TAX ADVISORS

WTS Tax Consulting (Mauritius) Ltd
1st Floor, Standard Chartered Tower
Bank Street, 19,
Cybercity, Ebene,
Mauritius
P: +230 489 99 00
F: +230 489 97 00
W: www.wtsmauritius.com

9. REGISTRAR AND AGENT

MCB Registry and Securities Ltd
Sir William Newton Street,
Port Louis,
Republic of Mauritius
Tel: +230 202 6036
Website: www.mbccapitalmarkets.mu

10. NOTEHOLDER'S REPRESENTATIVE (NOTES)

ENSAfrica (Mauritius)
18, Edith Cavell Street,
Port-Louis,
Mauritius
Tel: +230 212 2215
Website: <https://www.ensafrica.com>

IOST COMPANY LTD AND ITS SUBSIDIARIES
STATUTORY DISCLOSURES

The statutory disclosures enunciated hereunder are pursuant to section 221 of the Companies Act 2001.

1. NATURE OF BUSINESS

The main activity of the Company is that of investment holding.

The Group as at the 31st of December 2022 held 2 tuna purse seiners through its subsidiaries namely, BELLE RIVE TUNA COMPANY and BELLE ISLE TUNA.

2. DIRECTORS HOLDING OFFICE FOR THE PERIOD ENDED 31 DECEMBER 2022 IN THE COMPANY AND ITS SUBSIDIARIES

IOST Company Ltd- the Company

1. Philippe Christian Michel SOULIÉ
2. Akshar Mohammad MAHERALLY
3. Kristee Bhurtun-Jokhoo

BELLE RIVE TUNA COMPANY-Subsidiary

1. Philippe Christian Michel SOULIÉ
2. Akshar Mohammad MAHERALLY
3. Gulshan Raj RAMGOOLAM

BELLE ISLE TUNA COMPANY-Subsidiary

1. Philippe Christian Michel SOULIÉ
2. Akshar Mohammad MAHERALLY
3. Gulshan Raj RAMGOOLAM

MORNE BLANC TUNA CIE- Subsidiary

1. Philippe Christian Michel SOULIÉ
2. Akshar Mohammad MAHERALLY
3. Gulshan Raj RAMGOOLAM

MORN SESELWA TUNA CIE-Subsidiary

1. Philippe Christian Michel SOULIÉ
2. Akshar Mohammad MAHERALLY
3. Gulshan Raj RAMGOOLAM

3. **DIRECTOR'S SERVICE CONTRACT**

The Directors of the Company and its subsidiaries have no formal service agreements for the period ended 31 December 2022.

4. **CONTRACTS OF SIGNIFICANCE**

There were no contracts of significance executed or subsisting during the period ended 31 December 2022 to which the Company or its subsidiaries was a party and in which a director was materially interested either directly or indirectly.

5. **MAJOR TRANSACTION**

The Company and its subsidiaries were not involved in any major transaction for the period ended 31 December 2022.

6. **DIRECTOR'S SHARE INTERESTS**

The Director's direct and indirect interests in the stated capital of the Company or its subsidiaries are detailed in the Corporate Governance Report.

7. **DIRECTORS' REMUNERATION AND BENEFITS**

Remuneration and benefits received or due and receivable by the Directors from the Company and its subsidiaries amounted to USD 17,500.

8. **DONATIONS**

There were no donations effected on behalf of the Company or its subsidiaries for the period ended 31 December 2022.

9. **AUDITOR'S FEES**

The fees paid to the Auditor, BDO & Co, for the audit services were: EUR 14,200

No other services were provided by the Auditors.

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

.....

Director

.....

Director

IOST COMPANY LTD AND ITS SUBSIDIARIES

**STATEMENT OF COMPLIANCE PURSUANT TO SECTION 75(3) OF THE FINANCIAL
REPORTING ACT 2004**

Name of PIE: IOST Company Ltd
Reporting Period: 31 December 2022

We, the Directors of IOST Company Ltd, confirm that to the best of our knowledge IOST Company Ltd has complied with all its obligations and requirements under the National Code Governance (2016) (the 'Code') except for the following:

Principles	Reasons for non-compliance
<u>Principle 1</u> <ul style="list-style-type: none"> ➤ Board Charter ➤ Code of Ethics ➤ Job descriptions or position statements and statement of accountabilities 	<ul style="list-style-type: none"> ➤ Still being considered and will be prepared and implemented in due course. The core values of the Sapmer Group are generally and currently being applied to all its direct and indirect subsidiaries. ➤ No personnel employed
<u>Principle 2</u> <ul style="list-style-type: none"> ➤ Succession planning ➤ Induction Professional Development	<ul style="list-style-type: none"> ➤ The Company does not have any procedure with respect to the succession plan given that the Company is managed by its directors and no senior executives have been appointed.
<u>Principle 4</u> <ul style="list-style-type: none"> ➤ Code of Ethics 	<ul style="list-style-type: none"> ➤ Still being considered and will be prepared and implemented in due course. The core values of the Sapmer Group are generally and currently being applied to all its direct and indirect subsidiaries.

.....
Director

.....
Director

Date :

IOST COMPANY LTD AND ITS SUBSIDIARIES

CORPORATE GOVERNANCE REPORT

INTRODUCTION

The Company, holding a Global Business Company Licence, has been incorporated on the 26th of August 2013 as private company limited by shares and converted into a public company on the 17th of April 2019. The Company holds notes (the "Notes") under a defined programme for a total amount of approximately EUR 18.75 Million in a mix of EUR, MUR and USD) and part of the Notes are listed on the Official market of the Stock Exchange of Mauritius. The Company moreover holds perpetual subordinated bonds for a maximum aggregate amount of USD 10,600,000. The Board of Directors has made concerted effort to apply the principles as set out in the National Code of Corporate Governance of Mauritius 2016 (the "Code") which is based on an 'apply and explain' basis.

PRINCIPLE 1: GOVERNANCE STRUCTURE

The Board of the Company and its subsidiaries are committed to achieving high standards of corporate governance and recognise the importance of good governance to ensure continued growth and created sustainable value for all its stakeholders. The Board is moreover responsible in ensuring that the Group adheres to all relevant legal and regulatory requirements and in monitoring and assessing the risks in order to ensure the viability of the Group is sustained at all times.

The Company and its subsidiaries form part of the Sapmer Group (SAPMER INVESTISSEMENTS (French entity) and its subsidiaries). The Group whilst being committed to the local legal framework with respect to good corporate governance, the Board ensures that it integrates the policies of the Sapmer Group for an ethical and a responsible management so as to enhance business value for all stakeholders. The Board also determines the Company's mission, vision, values and strategy.

The main corporate governance framework and compliance requirements of the Company are laid down in the following:

- The Company's Constitution;
- The existing policies on corporate governance of the Sapmer Group;
- The National Code of Corporate Governance of Mauritius(2016);
- The Mauritius Companies Act 2001;
- The Securities Act 2005;
- The Financial Services Act 2007;
- The Listing Rules of the Stock Exchange of Mauritius; and
- The Securities (Disclosure Obligations of Reporting Issuers) Rules 2007

The Board recognises the need to devise and adopt principles and practices to uphold the highest standards of corporate governance in the Group.

The major stakeholders of the Company are the investors (Notes and Bonds) and the Board is committed to high standards of integrity and ethical in dealing with them and the aforementioned documents shall be implemented at the earliest.

Furthermore, there is no written job descriptions or position statements in the Group given that no personnel are employed and the Company engages in merely investment holding activities.

Further compliance requirements as mentioned above are enunciated in the constitution of the Company.

PRINCIPLE 2: THE STRUCTURE OF THE BOARD AND ITS COMMITTEES

The aim of the Board of the Company is to create the right balance and composition in such a way as to best serve the Company. Given the size and the sector of activities of the Group, the Directors consider that the current Board is of reasonable size and possesses the appropriate mix of competencies, equitable gender representation, experience, skill and independence to efficiently manage the affairs of the Company. The Company is currently managed by a unitary Board of 3 members, two residents and one non-resident of Mauritius, out of whom one (1) is an Executive Director and two (2) are Non-Executive.

Director's Profile

The profiles of the Board Members as at 31 December 2022 are as follows: -

Name	Biography	Nationality	Address
Philippe Christian Michel SOULIÉ (Executive Director)	Philippe Soulié has been appointed as director of IOST Company Ltd on the 30.08.2021. He has been graduated from Ecole Polytechnique in 1975 and holds a MBA from INSEAD(1979). He began his career as Associate Director at Arthur D Little International in Cambridge (USA). He joined the Saft Group in 1992 as Chief Executive Officer and then in 1997 the Alstom Group as Deputy Chief Executive Officer and became Chairman of the Alstom Power Environment Sector in 2003. He continued his career in 2006, as Chairman of the Management Board of the CNIM (Constructions Industrielles de la Méditerranée) and joined CMA CGM (Compagnie Maritime d’Affrètement – Compagnie Générale Maritime) in 2009 before joining ContourGlobal as CEO EMEA in 2012. He joined the AREVA Group in August 2016. He was Chief Executive Officer of AREVA SA from July 2017 to July 2020.	French	2, Rue des Villarmains, 92210 St Cloud
Directorship in other Listed Companies: None			

<p>Mohammad Akshar Maherally (Non-Executive Director)</p>	<p>Akshar is the Managing Director of WTS Tax Consulting (Mauritius) Ltd, the exclusive member within WTS Global for Mauritius. WTS Global is a global independent tax practice represented in over 100 countries and recognized by Chambers Global as a Tier 1 international tax network. WTS Mauritius provides services in the field of tax, structuring and regulatory / business consulting. Prior to joining WTS Mauritius, Akshar has acquired some twenty years of experience at International Financial Services Ltd (IFS) / Sanne Mauritius, one of the leading Fund and Corporate Service Providers in Mauritius. During his career at IFS / Sanne Mauritius, Akshar has developed extensive technical expertise relevant to the global business industry, effective leadership talent, sharp business acumen, in addition to strong client relationship management and interpersonal skills.</p>	<p>Mauritian</p>	<p>Morcellement Fleuriot, Lane 1, Bonne Terre, Vacoas, Mauritius.</p>
<p>Directorship in other Listed Companies: None</p>			
<p>Kristee Bhurtun-Jokhoo (Non-Executive Director)</p>	<p>Kristee Bhurtun- Jokhoo, Manager, is Fellow of the Association of Chartered Certified Accountants (FCCA) UK, and graduated with a Bachelor of Science in Economics and Finance from the University of Mauritius. Kristee has been with SANNE Mauritius for over 12 years and has developed in-depth knowledge of the financial services sector coupled with practical know-how on the operations, regulatory and compliance aspects for global business entities. She currently heads a team of 15 persons and oversees a diversified portfolio of about 100 financial and non-financial services entities (including collective investment schemes and investment holding companies). She has been exposed to the main areas of the industry including legal, tax, accounting, financial reporting, administration and corporate secretarial fields. Kristee also sits on the Board of a number of global business companies and investment funds.</p>	<p>Mauritian</p>	<p>Royal Road, Ripailles, Saint-Pierre, Mauritius</p>
<p>Directorship in other Listed Companies: None</p>			

For the purpose of this report, the Board has decided to only disclose the directorships in listed companies in Mauritius.

Board of Directors

The Board of Directors is the Company's ultimate decision-making body and exercises leadership, entrepreneurship, integrity and sound judgement in directing the Company into achieving high performance whilst being compliant with the applicable legislations.

Board Meetings

The Board Meetings are held and conducted in accordance with the Constitution of the Company and the Companies Act 2001. Also, in line with the requirement of the Financial Services Act ("FSA") 2007, all the meetings of the Board have been attended by at least two resident directors and in line with the Companies Act ("CA") 2001, all Board Meeting were quorate and have been held, chaired and minuted in Mauritius.

For the year under review, the Board met once and decisions taken between meetings are confirmed by way of resolutions in writing, agreed and signed by all the Directors.

Other Committees

The Company and its subsidiaries are involved in investment holding activities and given that nature and the volume of activities of the Group, the Company is currently evaluating the requirement of having appropriate committees so as to facilitate the effective management of the Board of Directors.

Secretary

Apex, the company secretary of the Company has performed its responsibilities and duties towards the Company in line with the CA 2001, the Constitution of the Company and the service agreement entered between Sanne Mauritius (now Apex) and the Company on 18 October 2018.

PRINCIPLE 3: DIRECTOR APPOINTMENT PROCEDURES

The Directors in service as at 31 December 2022 and their respective profiles have been mentioned under principle 2.

Appointment and Re-election

The Company holds Global Business Company licence. The Company is duly regulated by the Financial Services Commission. As per the Financial Services Act ("FSA") 2007, a global business company is required to appoint at least 2 directors, resident in Mauritius, of sufficient calibre to exercise independence of mind and judgement and the constitution of the Company stipulates that the Company shall at all times have a minimum of two (2) directors.

The Company and its subsidiaries have appointed the members of the Board pursuant to the Financial Services Act 2007, the Companies Act 2001 and the Constitution of the Company.

The re-election of the Director is equally conducted as per the above-mentioned acts and Constitution and is tabled at each Annual General Meeting of Shareholders.

Succession planning, induction and Continuous Development Programme

The Company does not have any procedure with respect to the succession plan given that the Company is managed by its Directors and no senior executives have been appointed.

Company Secretary

The Company and its subsidiaries have a service agreement with Sanne Mauritius which is now Apex Financial Services (Mauritius) Ltd for the provision of company secretarial services.

The Company Secretary provides detailed guidance to the Board of Directors as to their fiduciary duties, responsibilities and powers and also ensures that the Company complies with its Constitution, applicable laws, rules and regulations. Additionally, the Company Secretary assists the Board in implementing and strengthening good governance practices and processes with a view to enhance long-term stakeholders' value.

PRINCIPLE 4: DIRECTOR DUTIES, REMUNERATION AND PERFORMANCE

In line with the applicable laws, codes and circulars issued by the FSC, the Directors should all act with integrity and provide impartial and good judgement when managing the Company. The duty of the directors are further detailed in the CA 2001.

Legal Duties

The Group is committed to the highest standards of integrity and ethical conduct in dealing with all its stakeholders. This commitment, which is actively endorsed by the Board, is based on the fundamental belief that business should be conducted honestly, fairly and legally.

All the Directors on the Board are fully apprised of their fiduciary duties as laid out in the Companies Act 2001.

Code of Ethics

In consideration of the nature of the business and the volume of activities, the Board has not yet adopted a Code of Ethics but is mindful of the interest of other stakeholders such as the investors and the public at large when conducting its business.

Conflict of Interest and Interest of Directors in the Shares of the Company

The Constitution of the Company caters for the interests of the Directors and as per the Constitution and the Companies Act 2001, an Interests Register shall be maintained by the Directors.

As per the Constitution of the Company a director interested in any transaction may attend any meeting of the Board or any committee thereof and shall declare such interest and thereafter may vote on any resolution and the vote shall not be counted.

None of the directors of the Company have any direct or indirect interests in the shares of the Company.

Related Party Transactions

Kindly refer to Note 15 of the Audited Financial Statements of the Company for the year ended 31.12.2022.

Director's and Officer's Indemnity and Insurance

The Constitution of the Company provides for the director's and officer's indemnity and insurance cover.

Remuneration

Pursuant to the Administration Agreement dated 18 October 2018, the Company pays Sanne Mauritius now Apex Financial Services (Mauritius) Ltd an agreed fee, which is also approved by Board, for the provision of the services of Mrs. Kristee Bhurtun-Jokhoo, an officer of Sanne Mauritius now Apex Financial Services (Mauritius) Ltd, as resident director of the Company. As regards to the other directors, they are remunerated with a fixed fee per annum.

PRINCIPLE 5: RISK GOVERNANCE AND INTERNAL CONTROL

The Directors of the Company are committed to a strong risk management culture given that risk is at the heart of all businesses and is heightened by change within the Group and Sapmer Group. The core function of the Board of Directors is eventually the management of the risks. Though the Company has not set up an Audit & Risk Committee, it confirms that there is an ongoing process for identifying, evaluating and managing various risks faced by the Company.

Some of the most important risks to which the Company is exposed are listed hereunder:

- Financial risks (including Credit Risk, Liquidity Risk, Market Risk, Currency Risk, Interest Rate Risk)- these risks are detailed in the Note 16b of the Audited Financial Statements for the period ended 31.12.2022.
- Legal & Regulatory Risks- These risks arise due to the non-compliance with policies, laws and regulatory requirements. In order to mitigate these risks, legal advices are sought with respect to major transactions. The Company is moreover assisted by the Management Company who ensures that the Company is in compliance with the applicable laws, rules and regulations.
- Strategic Risks- Strategic risks are risks that affect or are created by a company's business strategy and strategic objectives. This risk might arise from making poor business decisions, from the substandard execution of decisions, from inadequate resource allocation, or from a failure to respond well to changes in the business environment.

Also, the Company and the Board rely on the internal controls inherent in the systems obtained at the functionaries' level. Day to day monitoring is undertaken by the Secretary, which has a sound system of internal controls in place. The Secretary is also ISAE 3402 Type II Certified.

In addition, on a yearly basis, a compliance report prepared by the Secretary is tabled to the Board confirming the compliance status of the Company vis a vis its licensing and regulatory requirements.

PRINCIPLE 6: REPORTING WITH INTEGRITY

The Board is responsible for the preparation of the financial statements in accordance to the International Financial Reporting Standards and the Companies Act 2001 which fairly present the state of affairs of the Company and the Group and the Companies Act 2001.

The Company being a reporting issuer and having its debt securities listed on the Official Market of the Stock Exchange of Mauritius is required to prepare an annual report.

The Company abides by the relevant laws, rules and regulations with respect to its reporting obligations.

PRINCIPLE 7: AUDIT

BDO & Co. Ltd are the external auditors of the Company and its subsidiaries and their tenure of office is reviewed at every annual general meeting of the Company and its subsidiaries.

Pursuant to the Financial Services Act 2007 and Securities (Disclosure Obligations of Reporting Issuers) 2007, a global business company and a reporting issuer respectively are required to provide audited financial statements.

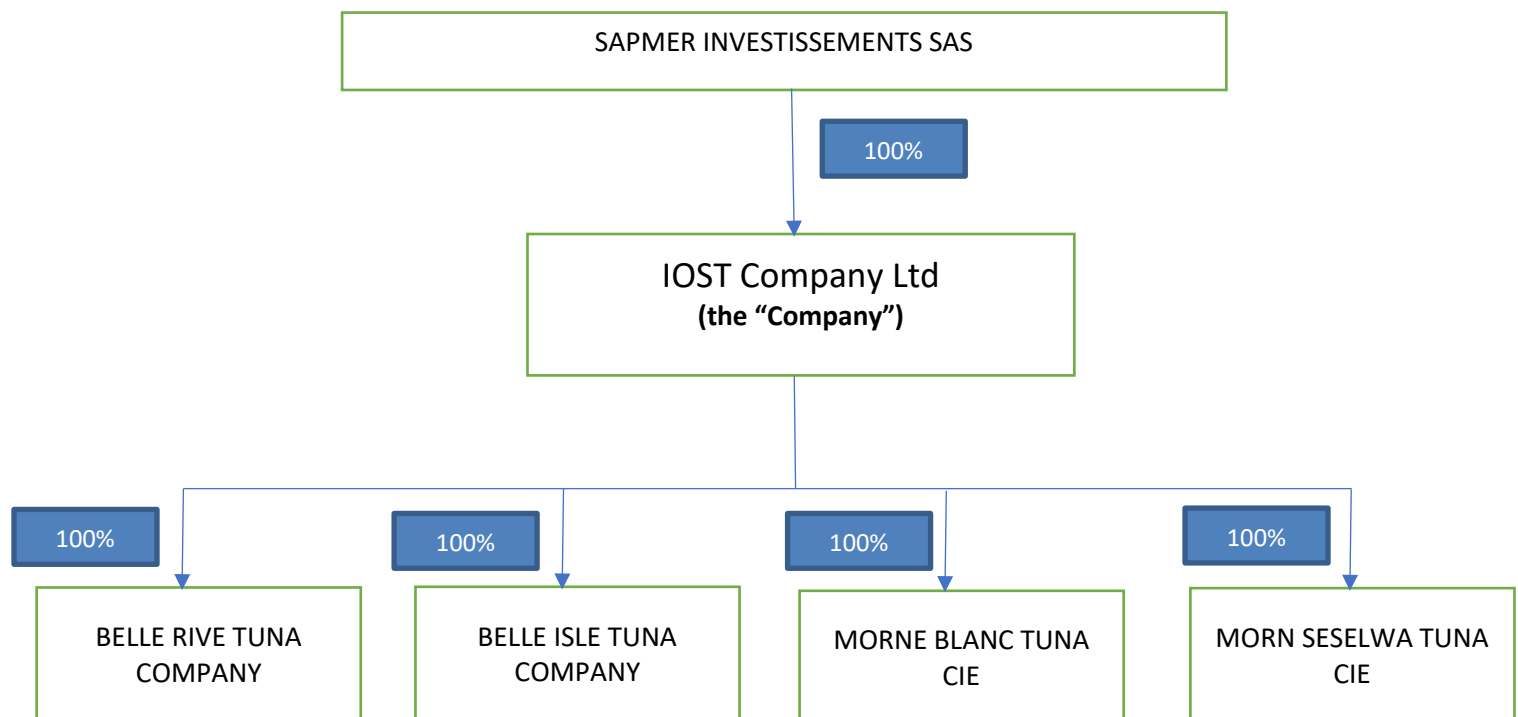
The Board confirms that the conditions of the letter of engagement, terms and nature of the audit scope and approach are such that no restrictions or limitations have been placed on their scope.

PRINCIPLE 8: RELATIONS WITH SHAREHOLDERS AND OTHER KEY STAKEHOLDERS

Shareholders

The Board of Directors places great importance on an open and transparent communication with all the stakeholders of the Group. It is to be noted that the Company has a sole shareholder and in compliance with the Companies Act 2001, shareholders are invited to the Annual Meeting and are encouraged to raise questions and discuss matters relating to the Group. All shareholders are entitled to attend and vote at the general meetings, in person or in proxy. The shareholders receive the annual reports of the Company, notices of meetings and all relevant papers as appropriate.

The shareholding structure of the Group as at 31 December 2022 is as follows: -



Substantial Shareholders as at 31 December 2022

The stated capital of the Company as at December 31, 2022 consist of 25,685,288 ordinary shares of USD 1 and 1 management shares of USD 1 wholly owned by SAPMER INVESTISSEMENTS SAS.

The stated capital of the Company as at December 31, 2022 is USD 25,685,289.

Share Option Plans

The Company does not have any Share Option Plan.

Shareholders' Agreement

There exists no Shareholders' Agreement to the knowledge of the Company.

Management Agreement

No major agreements, other than those in the ordinary course of business, were contracted by the Group during the year under review.

Dividend Policy

The Group does not have formal predetermined dividend policy and the dividend payout is subject to the performance of the Group and the Constitution.

Noteholders and Bondholders

The Board of directors moreover recognise the importance of a good communication with the investors of the Company through debt securities, that is bonds and notes issued by the Company.

The sole shareholder of the Company conducts an annual meeting of noteholders not later than 180 days after the balance sheet date and the Company communicates with its noteholders through its Annual Report, press announcements, publication of unaudited quarterly and audited abridged financial statements of the Group.

The sole shareholder moreover conducts an annual meeting of the bondholders on an informal basis and provide insights related to the performance of the Group, figures and upcoming projects to the investors.

Website

There exists a website on a group level, that is the Sapmer Group and all the publications, annual reports and financials statements (quarterly and yearly) are available on same.

The website is <https://www.sapmer.com/>

.....
Director

.....
Director

IOST COMPANY LTD AND ITS SUBSIDIARIES
STATEMENT OF DIRECTORS' RESPONSIBILITIES

The Company's directors are responsible for the preparation and fair presentation of the financial statements, comprising the statement of financial position at 31 December 2022, the statement of profit or loss and other comprehensive income, the statement of changes in equity, and statement of cash flows, and the notes to the financial statements, which include a summary of significant accounting policies and other explanatory notes, in accordance with International Financial Reporting Standards and in compliance with the requirements of the Companies Act 2001 and Financial Reporting Act 2004.

The Company's directors are equally responsible for the preparation of the Annual Report in accordance with applicable laws and regulations.

Therefore, the Directors confirm that, in preparing the Financial Statements:

- (i.) adequate accounting records and an effective system of internal controls and risk management have been maintained;
- (ii.) have made judgments and accounting estimates that are reasonable and prudent;
- (iii.) International Financial Reporting Standards have been complied except for any material departures being disclosed and explained in the Financial Statements.

The directors confirm that the Code of Corporate Governance has been adhered to, except to those principles disclosed in the Statement of Compliance.

.....

Director

.....

Director

IOST Company Ltd and its subsidiaries

Corporate data

Directors

The following persons held office as directors of the Company as at 31 December 2022:

	Appointed on
Mr Akshar Mohammad Maherally	26 August 2013
Mrs Kristee Bhurtun-Jokhoo	30 June 2020
Mr Philippe Christian Michel Soulié	30 August 2021

Company Secretary

Apex Financial Services (Mauritius) Ltd
ApexHouse
Bank Street
TwentyEight, Cybercity
Ebène 72201
Mauritius

Bank

The Mauritius Commercial Bank Limited
Sir William Newton Street
Port Louis
Mauritius

Auditor

BDO&Co
10, Frère Félix de Valois Street
Port Louis
Mauritius

IOST Company Ltd and its subsidiaries

Directors' report

The directors are pleased to present their report together with the audited financial statements of IOST Company Ltd (the "Company") and its subsidiaries (collectively referred to as the "Group") for the year ended 31 December 2022.

Principal activity

The main activity of the Company is that of investment holding.

The Group holds four shipping vessels in Belle Rive Tuna Company, Belle Isle Tuna Company, Morne Blanc Tuna CIE and Moru Seselwa Tuna CIE which are rented for fishing purposes. During the year ended 31 December 2021, Morne Blanc Tuna CIE and Moru Seselwa Tuna CIE disposed of their vessels.

The results for the financial year are set out in the consolidated and separate financial statements and related notes.

The directors do not recommend the payment of a dividend for the year under review (2021: Nil).

Statement of directors' responsibilities in respect of the consolidated and separate financial statements

The directors are responsible for the preparation and fair presentation of the consolidated and separate financial statements, comprising the statements of financial position as at 31 December 2022, the statements of profit or loss and other comprehensive income, the statements of changes in equity and the statements of cash flows for the year then ended, and the notes to the consolidated and separate financial statements, which include a summary of significant accounting policies and other explanatory notes, in accordance with International Financial Reporting Standards and in compliance with the requirements of the Mauritian Companies Act 2001.

The directors' responsibilities include: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of these financial statements that are free from material misstatement, whether due to fraud or error, selecting and applying appropriate accounting policies and making accounting estimates that are reasonable in the circumstances.

The directors have made an assessment of the Group and the Company's ability to continue as a going concern and have no reason to believe the business will not be a going concern in the year ahead.

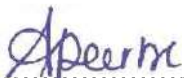
Auditor

The Auditor, BDO & Co has indicated its willingness to continue in office and a resolution concerning its re-appointment will be proposed at the next annual meeting of the shareholder.

IOST Company Ltd and its subsidiaries

Secretary's Certificate under Section 166(d) of the Mauritian Companies Act 2001

In accordance with section 166 (d) of the Mauritian Companies Act 2001, we certify that to the best of our knowledge and belief, the Company has filed with the Registrar of Companies, all such returns as are required of the Company under the Mauritian Companies Act 2001 during the year ended 31 December 2022.



.....
For and on behalf of **Apex Financial Services (Mauritius) Ltd**
Company Secretary

Date: 31 March 2023

INDEPENDENT AUDITOR'S REPORT

To the Shareholder of **IOST Company Ltd**

Report on the audit of the Financial Statements

Opinion

We have audited the group financial statements of **IOST Company Ltd** (the "Company") and its subsidiaries (together referred to as the "Group"), and the Company's separate financial statements on pages 7 to 41 which comprise the statements of financial position as at 31 December 2022, the statements of profit or loss and other comprehensive income, the statements of changes in equity, the statements of cash flows for the year then ended, and the notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the financial statements on pages 7 to 41 give a true and fair view of the financial position of the Group and of the Company as at 31 December 2022, of their financial performance and their cash flows for the year then ended in accordance with International Financial Reporting Standards and comply with the Mauritian Companies Act 2001.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing ("ISAs"). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Group in accordance with the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants (including International Independence Standards)* (the "IESBA Code"). We have fulfilled our other ethical responsibilities in accordance with the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other information

The directors are responsible for the other information. The other information comprises the information included in the Directors' report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Directors and Those Charged with Governance for the Financial Statements

The directors are responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards and in compliance with the requirements of the Mauritian Companies Act 2001, and for such internal control as the directors determine is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

BDO & Co, a firm of Chartered Accountants in Mauritius, is a member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.

BDO is the brand name for the BDO network and for each of the BDO Member Firms.

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

To the Shareholder of **IOST Company Ltd**

Responsibilities of Directors and Those Charged with Governance for the Financial Statements (continued)

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

Those charged with governance are responsible for overseeing the Group and the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group and of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by directors.
- Conclude on the appropriateness of directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group and the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.



INDEPENDENT AUDITOR'S REPORT (CONTINUED)

To the Shareholder of IOST Company Ltd

Auditor's Responsibilities for the Audit of the Financial Statements (continued)

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

Report on Other Legal and Regulatory Requirements

Mauritian Companies Act 2001

The Mauritian Companies Act 2001 requires that in carrying out our audit we consider and report on the following matters. We confirm that:

- We have no relationship with, or interests in, the Company or any of its subsidiaries, other than in our capacity as auditor and dealings in the ordinary course of business.
- We have obtained all information and explanations we have required.
- In our opinion, proper accounting records have been kept by the Company as far as it appears from our examination of those records.

Other matter

This report is made solely to the shareholder of IOST Company Ltd and its subsidiaries (the "Group"), as a body, in accordance with Section 205 of the Mauritian Companies Act 2001. Our audit work has been undertaken so that we might state to the Company's shareholder those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's shareholder as a body, for our audit work, for this report, or for the opinion we have formed.

BDO & Co
Chartered Accountants

Galina Rangasamy, FCCA
Licensed by FRC

Port Louis,
Republic of Mauritius

March 31, 2023

IOST Company Ltd and its subsidiaries

Consolidated and separate statements of profit or loss and other comprehensive income for the year ended 31 December 2022

	Notes	Group 2022 USD	Company 2022 USD	Group 2021 USD	Company 2021 USD
Revenue	4	6,111,770	-	6,171,538	-
Other income		-	-	705,571	705,571
Expenses		(210,359)	(72,690)	(303,256)	(76,138)
Earnings/ (loss) before interest, taxes, depreciation		5,901,411	(72,690)	6,573,853	629,433
Depreciation on plant and equipment	7	(1,804,249)	-	(2,647,104)	-
Impairment loss on plant and equipment	7	(4,005,328)	-	-	-
Amortization of cost		(78,036)	(78,036)	(78,036)	(78,036)
Loss on disposals of plant and equipment		-	-	(23,974,586)	-
Operating (loss) / profit		13,798	(150,726)	(20,125,873)	551,397
Impairment of investments in subsidiaries	14	-	(615,417)	-	(18,833,946)
Finance costs	5	(2,859,540)	(1,071,585)	(2,761,087)	(747,741)
Loss before tax		(2,845,742)	(1,837,728)	(22,886,960)	(19,030,290)
Income tax expense	6	-	-	(27,060)	-
Loss for the year		(2,845,742)	(1,837,728)	(22,914,020)	(19,030,290)
Other comprehensive income :					
Interest to bond holders		(879,047)	(879,047)	(1,299,136)	(1,299,136)
Total comprehensive income for the year		(3,724,789)	(2,716,775)	(24,213,156)	(20,329,426)

The notes on pages 12 to 41 form part of these consolidated and separate financial statements.

IOST Company Ltd and its subsidiaries

Consolidated and separate statements of financial position as at 31 December 2022

	Notes	Group 2022 USD	Company 2022 USD	Group 2021 USD	Company 2021 USD
ASSETS					
Plant and equipment	7	40,104,160	-	45,913,737	-
Investments in subsidiaries	14	-	3,947,006	-	6,470,062
Non-current assets		40,104,160	3,947,006	45,913,737	6,470,062
Trade and other receivables	8	17,602,128	17,599,849	19,317,601	18,390,664
Cash and cash equivalents	9	35,050	26,787	5,685,732	5,667,175
Current assets		17,637,178	17,626,636	25,003,333	24,057,839
Total assets		57,741,338	21,573,642	70,917,070	30,527,901
EQUITY					
Share capital	10	25,685,289	25,685,289	25,685,289	25,685,289
Accumulated losses		(26,192,774)	(34,099,179)	(22,467,985)	(31,382,404)
Perpetual bond	13	10,600,000	10,600,000	15,900,000	15,900,000
Total equity		10,092,515	2,186,110	19,117,304	10,202,885
LIABILITIES					
Borrowings	11	34,876,549	18,602,082	38,068,178	19,207,048
Trade and other payables	12	5,767,887	-	5,511,212	-
Non-current liabilities		40,644,436	18,602,082	43,579,390	19,207,048
Borrowings	11	2,705,046	118,382	2,686,850	100,186
Trade and other payables	12	1,816,577	667,068	2,527,464	1,017,782
Bank overdrafts	9	2,482,764	-	2,979,002	-
Current tax liabilities	6	-	-	27,060	-
Current liabilities		7,004,387	785,450	8,220,376	1,117,968
Total liabilities		47,648,823	19,387,532	51,799,766	20,325,016
Total equity and liabilities		57,741,338	21,573,642	70,917,070	30,527,901

The financial statements have been approved and authorised for issue by the Board of Directors on 31 March 2023 and signed on its behalf by:


Director

Akshar Maherally


Director

Kristee Bhurtun-Jokhoo

The notes on pages 12 to 41 form part of these consolidated and separate financial statements.

IOST Company Ltd and its subsidiaries

Consolidated and separate statement of changes in equity for the year ended 31 December 2022

Group	Share Capital	Perpetual Bond	Accumulated losses	Total
	USD	USD	USD	USD
Balance at 1 January 2021	25,685,289	15,900,000	1,745,171	43,330,460
<i>Total comprehensive income</i>				
Lass for the year	-	-	(22,914,020)	(22,914,020)
Interest to bond holders	-	-	(1,299,136)	(1,299,136)
Balance at 31 December 2021	25,685,289	15,900,000	(22,467,985)	19,117,304
Balance at 1 January 2022	25,685,289	15,900,000	(22,467,985)	19,117,304
Repayment of bond	-	(5,300,000)	-	(5,300,000)
<i>Total comprehensive income</i>				
Lass for the year	-	-	(2,845,742)	(2,845,742)
Interest to bond holders	-	-	(879,047)	(879,047)
Balance at 31 December 2022	25,685,289	10,600,000	(26,192,774)	10,092,515

The notes on pages 12 to 41 form part of these consolidated and separate financial statements.

IOST Company Ltd and its subsidiaries

Consolidated and separate statements of changes in equity for the year ended 31 December 2022

Company	Share Capital	Perpetual Bond	Accumulated Losses	Total
	USD	USD	USD	USD
Balance at 01 January 2021	25,685,289	15,900,000	(11,052,978)	30,532,311
<i>Total comprehensive income</i>				
Loss for the year	-	-	(19,030,290)	(19,030,290)
Interest to bond holders	-	-	(1,299,136)	(1,299,136)
Balance at 31 December 2021	25,685,289	15,900,000	(31,382,404)	10,202,885
Balance at 01 January 2022	25,685,289	15,900,000	(31,382,404)	10,202,885
Repayment of bond	-	(5,300,000)	-	(5,300,000)
<i>Total comprehensive income</i>				
Loss for the year	-	-	(1,837,728)	(1,837,728)
Interest to bond holders	-	-	(879,047)	(879,047)
Balance at 31 December 2022	25,685,289	10,600,000	(34,099,179)	2,186,110

The notes on pages 12 to 41 form part of these consolidated and separate financial statements.

IOST Company Ltd and its subsidiaries
Consolidated and separate statements of cash flows
for the year ended 31 December 2022

		Group	Company	Group	Company
	Notes	2022	2022	2021	2021
		USD	USD	USD	USD
Cash flows from operating activities					
Loss before taxation		(2,845,742)	(1,837,728)	(22,886,960)	(19,030,290)
<i>Adjustments for:</i>					
Depreciation and amortisation	7	1,882,285	78,036	2,725,140	78,036
Impairment of plant and equipment	7	4,005,328	-	-	-
Loss on disposal of plant and equipment		-	-	23,974,586	-
Impairment of investments in subsidiaries		-	615,417	-	18,833,946
Interest expense		2,768,390	958,247	2,950,793	975,940
Net foreign exchange loss/(gain)		387,529	387,529	(148,703)	(148,703)
		<u>6,197,790</u>	<u>201,501</u>	<u>6,614,856</u>	<u>708,929</u>
Changes in working capital					
Trade and other receivables		644,942	(279,716)	2,584,704	(86,502)
Trade and other payables		(392,134)	(31,961)	(4,175,275)	(757,954)
Cash generated from / (used in) operating activities		<u>6,450,598</u>	<u>(110,176)</u>	<u>5,024,285</u>	<u>(135,527)</u>
Tax paid		(27,060)	-	-	-
Net cash generated from / (used in) operating activities		<u>6,423,538</u>	<u>(110,176)</u>	<u>5,024,285</u>	<u>(135,527)</u>
Cash flows from investing activities					
Proceeds from disposal of plant and equipment		-	-	19,146,300	-
Repayment received from capital contribution - net		-	1,907,639	-	7,412,777
Net cash generated from investing activities		<u>-</u>	<u>1,907,639</u>	<u>19,146,300</u>	<u>7,412,777</u>
Cash flows from financing activities					
Interest paid to perpetual bond holders		(1,197,800)	(1,197,800)	(642,360)	(642,360)
Repayment of bonds		(5,300,000)	(5,300,000)	-	-
Payments of borrowings		(2,586,663)	-	(14,928,272)	-
Interest on bank loans and overdrafts		(2,493,519)	(940,051)	(2,950,049)	(986,450)
Net cash used in financing activities		<u>(11,577,982)</u>	<u>(7,437,851)</u>	<u>(18,520,681)</u>	<u>(1,628,810)</u>
Net (decrease)/increase in cash and cash equivalents		(5,154,444)	(5,640,388)	5,649,904	5,648,440
Cash and cash equivalents at 1 January		2,706,730	5,667,175	(2,943,174)	18,735
Cash and cash equivalents at 31 December	9	<u>(2,447,714)</u>	<u>26,787</u>	<u>2,706,730</u>	<u>5,667,175</u>
Cash and cash equivalents consist of:					
Cash in hand and at bank		35,050	26,787	5,685,732	5,667,175
Bank overdrafts		(2,482,764)	-	(2,979,002)	-
		<u>(2,447,714)</u>	<u>26,787</u>	<u>2,706,730</u>	<u>5,667,175</u>

The notes on pages 12 to 41 form part of these consolidated and separate financial statements.

IOST Company Ltd and its subsidiaries

Notes to the consolidated and separate financial statements *for the year ended 31 December 2022*

1. Reporting entity

IOST Company Ltd ("the company") is a public company incorporated in the Republic of Mauritius. The Company is the holder of a Global Business Licence under the Mauritian Financial Services Act 2007 and its registered address is Apex House, Bank Street, TwentyEight, CyberCity, Ebène 72201, Republic of Mauritius. The main activity of the Company is that of investment holding.

The consolidated financial statements relate to the Company and its subsidiaries (collectively referred to as the "Group" and individually as "the Company").

The Group holds four shipping vessels in Belle Rive Tuna Company, Belle Isle Tuna Company, Morne Blanc Tuna CIE (formerly known as Belle Rose Tuna Company) and Moru Seselwa Tuna CIE (formerly known as Belle Vue Tuna Company) which are rented for fishing purposes. During the year ended 31 December 2021, Morne Blanc Tuna CIE and Moru Seselwa Tuna CIE disposed of their vessels.

2. Basis of preparation

(a) Statement of compliance

The consolidated and separate financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) and in compliance with the requirements of the Mauritian Companies Act 2001.

(b) Basis of measurement

The consolidated and separate financial statements have been prepared under the historical cost convention except that :

- (i) relevant financial assets and financial liabilities have been stated at their fair value; and
- (ii) relevant financial assets and financial liabilities are carried at amortised cost.

(c) Functional and presentation currency

These consolidated and separate financial statements are presented in United States Dollar (USD), which is the Company's functional currency. All amounts have been rounded to the nearest USD, unless otherwise indicated.

(d) Use of estimates and judgements

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

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

(i) Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised is included in specific notes in these financial statements where relevant.

IOST Company Ltd and its subsidiaries

Notes to the consolidated and separate financial statements *for the year ended 31 December 2022*

2 Basis of preparation (continued)

(d) Use of estimates and judgements (continued)

(ii) Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ended 31 December 2022 is included in the following note:

- Note 4(h) - Impairment test: Key assumptions underlying recoverable amounts - trade receivables.

(e) Going concern

Management has made an assessment of the Company's ability to continue as a going concern and is satisfied that the Company has the resources to continue in business in the foreseeable future. Furthermore, management is not aware of any material uncertainties that may cast significant doubt upon the Company's ability to continue as a going concern. Therefore the financial statements continue to be prepared on the going concern basis.

3 Changes in accounting policies

Standards, Amendments to published Standards and Interpretations effective in the reporting period

IFRS 1 First-time Adoption of International Financial Reporting Standards

Annual Improvements to IFRS Standards 2018-2020: Extension of an optional exemption permitting a subsidiary that becomes a first-time adopter after its parent to measure cumulative translation differences using the amounts reported by its parent, based on the parent's date of transition to IFRSs. A similar election is available to an associate or joint venture. The amendments have no impact on the Company's financial statements.

IFRS 3 Business Combinations

Reference to the Conceptual Framework: The amendment updates a reference in IFRS 3 to the Conceptual Framework for Financial Reporting without changing the accounting requirements for business combinations. The amendments have no impact on the Company's financial statements.

IFRS 9 Financial Instruments

Annual Improvements to IFRS Standards 2018-2020: The amendment clarifies which fees an entity includes when it applies the "10 per cent" test in assessing whether to derecognise a financial liability. The amendments have no impact on the Company's financial statements.

IAS 16 Property, Plant and Equipment

Property, Plant and Equipment: Proceeds before Intended Use: The amendments prohibit an entity from deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognises the proceeds from selling such items, and the cost of producing those items, in profit or loss. The amendments have no impact on the Company's financial statements.

IOST Company Ltd and its subsidiaries

Notes to the consolidated and separate financial statements *for the year ended 31 December 2022*

3 Changes in accounting policies (continued)

IAS 37 Provisions, Contingent Liabilities and Contingent Assets

Onerous Contracts-Cost of Fulfilling a Contract: The amendments specify which costs should be included in an entity's assessment whether a contract will be loss-making. The amendments have no impact on the Company's financial statements.

IAS 41 Agriculture

Annual Improvements to IFRS Standards 2018-2020: The amendment removes the requirement for entities to exclude taxation cash flows when measuring the fair value of a biological asset using a present value technique. The amendments have no impact on the Company's financial statements.

Standards, Amendments to published Standards and Interpretations issued but not yet effective

Certain standards, amendments to published standards and interpretations have been issued that are mandatory for accounting periods beginning on or after 1 January 2023 or later periods, but which the Company has not early adopted.

At the reporting date of these financial statements, the following were in issue but not yet effective:

Effective date 1 January 2023

IFRS 17 Insurance contracts

IFRS 17 creates one accounting model for all insurance contracts in all jurisdictions that apply IFRS. IFRS 17 requires an entity to measure insurance contracts using updated estimates and assumptions that reflect the timing of cash flows and take into account any uncertainty relating to insurance contracts. The financial statements of an entity will reflect the time value of money in estimated payments required to settle incurred claims. Insurance contracts are required to be measured based only on the obligations created by the contracts. An entity will be required to recognise profits as an insurance service is delivered, rather than on receipt of premiums. This standard replaces IFRS 4 - Insurance Contracts

IAS 1 Presentation of Financial Statements

Disclosure of Accounting Policies: The amendments require companies to disclose their material accounting policy information rather than their significant accounting policies, with additional guidance added to the Standard to explain how an entity can identify material accounting policy information with examples of when accounting policy information is likely to be material.

IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors

Definition of Accounting Estimates: The amendments clarify how companies should distinguish changes in accounting policies from changes in accounting estimates, by replacing the definition of a change in accounting estimates with a new definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". The requirements for recognising the effect of change in accounting prospectively remain unchanged.

IOST Company Ltd and its subsidiaries

Notes to the consolidated and separate financial statements for the year ended 31 December 2022

3 Changes in accounting policies (continued)

Effective date 1 January 2023 (continued)

IAS 12 Income Taxes

Deferred Tax related to Assets and Liabilities arising from a Single Transaction: The amendment clarifies how a company accounts for income tax, including deferred tax, which represents tax payable or recoverable in the future. In specified circumstances, companies are exempt from recognising deferred tax when they recognise assets or liabilities for the first time. The aim of the amendments is to reduce diversity in the reporting of deferred tax on leases and decommissioning obligations, by clarifying when the exemption from recognising deferred tax would apply to the initial recognition of such items.

Effective date 1 January 2024

IAS 1 Presentation of Financial Statements

Classification of Liabilities as Current or Non-current: Narrow-scope amendments to IAS 1 to clarify how to classify debt and other liabilities as current or non-current.

Non-current Liabilities with Covenants: Subsequent to the release of amendments to IAS 1 Classification of Liabilities as Current or Non-Current, the IASB amended IAS 1 further in October 2022. If an entity's right to defer is subject to the entity complying with specified conditions, such conditions affect whether that right exists at the end of the reporting period, if the entity is required to comply with the condition on or before the end of the reporting period and not if the entity is required to comply with the conditions after the reporting period. The amendments also provide clarification on the meaning of 'settlement' for the purpose of classifying a liability as current or non-current.

IFRS 16 Leases

Lease Liability in a Sale and Leaseback: The amendment clarifies how a seller-lessee subsequently measures sale and leaseback transactions that satisfy the requirements in IFRS 15 to be accounted for as a sale.

The effective date of this amendment has been deferred indefinitely until further notice

IFRS 10 Consolidated Financial Statements

Sale or Contribution of Assets between an Investor and its Associate or Joint Venture (Amendments to IFRS 10 and IAS 28): Narrow scope amendment address an acknowledged inconsistency between the requirements in IFRS 10 and those in IAS 28 (2011), in dealing with the sale or contribution of assets between an investor and its associate or joint venture.

IAS 28 Investments in Associates and Joint Ventures

Sale or Contribution of Assets between an Investor and its Associate or Joint Venture (Amendments to IFRS 10 and IAS 28): Narrow scope amendment to address an acknowledged inconsistency between the requirements in IFRS 10 and those in IAS 28 (2011), in dealing with the sale or contribution of assets between an investor and its associate or joint venture.

Where relevant, the Company is still evaluating the effect of these standards, amendments to published standards and interpretations issued but not yet effective on the presentation of its financial statements.

IOST Company Ltd and its subsidiaries

Notes to the consolidated and separate financial statements *for the year ended 31 December 2022*

4 Significant accounting policies

(a) Basis of consolidation

(i) Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated and separate financial statements from the date on which control commences until the date on which control ceases.

In the Company's separate financial statements, investment in subsidiaries is accounted for at cost less any impairment loss.

The total carrying values of investments in subsidiaries represent the cost of each investment. The carrying values in investments in subsidiaries are reviewed on a regular basis and if an impairment in value has occurred, it is written off in the period in which those circumstances are identified.

(ii) Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated. Unrealised gains arising from transactions with equity accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

(b) Revenue

Rental income

The Group is involved in the rental of shipping vessels together with all equipment and accessories pertaining to the operation and exclusive use for fishing activities.

The Group has a bareboat agreement with Indian Ocean Ship Management Services whereby revenue is recognised on a quarterly basis based on the calculation defined in the Amendment to Bareboat Agreement signed on 16 March 2017.

(c) Plant and equipment

(i) Recognition and measurement

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

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

Any gain or loss on disposal of an item of plant and equipment is recognised in profit or loss.

IOST Company Ltd and its subsidiaries

Notes to the consolidated and separate financial statements *for the year ended 31 December 2022*

4 Significant accounting policies (continued)

(c) Plant and equipment (continued)

(ii) Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group.

(iii) Depreciation

Depreciation is calculated to write off the cost of items of plant and equipment using the straight-line method over their estimated useful lives, and is generally recognised in profit or loss.

The estimated useful lives of plant and equipment are as follows:

Shipping vessels: 4 - 25 years

Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

(d) Finance income and finance costs

The Group and Company's finance income and finance costs include:

- Interest income and expense
- Foreign currency gain or loss on financial assets and financial liabilities.

Interest income or expense is recognised using the effective interest method.

(e) Foreign currency transactions

Transactions in foreign currencies are translated into USD at the exchange rates at the date of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Foreign currency differences are generally recognised in profit or loss. Non-monetary items that are measured based on historical cost in a foreign currency are not translated.

Functional and presentation currency

Items included in the financial statements are measured using United States Dollar ("USD"), the currency of the primary economic environment in which the entity operates. The financial statements are presented in USD, which is the Company's functional and presentation currency.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing on 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 profit or loss.

All other foreign exchange gains and losses are presented in profit or loss.

IOST Company Ltd and its subsidiaries

Notes to the consolidated and separate financial statements *for the year ended 31 December 2022*

4. Significant accounting policies (continued)

(e) Foreign currency transactions (continued)

Transactions and balances (continued)

Non-monetary items that are measured at historical cost in a foreign currency are translated using the exchange rate at the date of the transaction.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date the fair value was determined.

(f) Income tax

Income tax expense comprises current and deferred tax. It is recognised in profit or loss except for items recognised directly in equity or in OCI.

(i) Current tax

Current tax comprises the expected tax payable on the taxable income for the year and any adjustment to tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax assets and liabilities are offset only if certain criteria are met.

(ii) Deferred tax

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

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences and losses to the extent that it is probable that future taxable amounts will be available, against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized; such reductions are reversed when the probability of future taxable amounts improves.

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

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

IOST Company Ltd and its subsidiaries

Notes to the consolidated and separate financial statements *for the year ended 31 December 2022*

4. Significant accounting policies (continued)

(f) Income tax (continued)

(ii) Deferred tax (continued)

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

- (a) The entity has a legally enforceable right to set off current tax assets against current tax liabilities; and
- (b) The deferred tax assets and the deferred tax liabilities related to income taxes levied by the same taxation authority on either:
 - (i) the same taxable entity; or
 - (ii) different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

(g) Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds.

(h) Related parties

A person or a close member of that person's family is a related party to the Group and the Company if that person has control or joint control, significant influence or is a member of the key management personnel of the Group and the Company.

An entity is a related party to the Group and the Company if that entity is part of Jaccar Holding S.A ("Jaccar") and/ or related to a significant non-controlling interest as a subsidiary, associate and joint venture.

A related party transaction is a transfer of resources, services or obligations between a reporting entity and a related party, regardless of whether a price is charged.

(i) Financial instruments

Financial instruments include cash and cash equivalents, trade and other receivables, borrowings and trade and other payables.

(i) Recognition and initial measurement

Financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue.

IOST Company Ltd and its subsidiaries

Notes to the consolidated and separate financial statements *for the year ended 31 December 2022*

4. Significant accounting policies (continued)

(i) Financial instruments (continued)

(ii) Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at: amortised cost or FVTPL.

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

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

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

All other financial assets of the Group are measured at FVTPL.

Financial assets - Subsequent measurement and gains and losses: Financial assets at FVTPL

These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income are recognized in statement of profit or loss.

Financial assets at amortised cost

These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Any gain or loss on derecognition is recognised in statement of profit or loss.

Financial liabilities - Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

IOST Company Ltd and its subsidiaries

Notes to the consolidated and separate financial statements *for the year ended 31 December 2022*

4. Significant accounting policies (continued)

(i) Financial instruments (continued)

(iii) Derecognition

Financial assets

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

The Group enters into transactions whereby it transfers assets recognised in its statement of financial position, but retains either all or substantially all of the risks and rewards of the transferred assets. In these cases, the transferred assets are not derecognised.

Financial liabilities

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

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

0) Impairment

Non-derivative financial assets

The Group recognises loss allowances for ECLs on:

- financial assets measured at amortised cost;

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

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

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

IOST Company Ltd and its subsidiaries

Notes to the consolidated and separate financial statements *for the year ended 31 December 2022*

4. Significant accounting policies (continued)

0) *Impairment (continued)*

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

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

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

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

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

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

Measurement of ECLs

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

ECLs are discounted at the effective interest rate of the financial asset.

IOST Company Ltd and its subsidiaries

Notes to the consolidated and separate financial statements for the year ended 31 December 2022

5. Net finance (costs)/income

	Group 2022 USD	Company 2022 USD	Group 2021 USD	Company 2021 USD
Interest income	281,050	281,050	85,271	85,271
Interest on bank overdrafts	(156,670)	-	(138,521)	-
Interest on loans and borrowings	(2,355,045)	(958,247)	(2,801,019)	(975,940)
Interest on deposits	(256,675)	-	(11,254)	-
Net interest expense	(2,487,340)	(677,197)	(2,865,523)	(890,669)
Foreign exchange gain	730,584	696,392	530,953	508,680
Foreign exchange loss	(1,102,784)	(1,090,780)	(371,950)	(365,752)
Other financial expenses	-	-	(54,567)	-
Net foreign exchange (loss)/gain	(372,200)	(394,388)	104,436	142,928
	(2,859,540)	(1,071,585)	(2,761,087)	(747,741)

6. Taxation

Group

The Company and its subsidiaries are liable to income tax at a rate of 15 % on its adjusted results.

	2022 USD	2021 USD
<i>Reconciliation of effective taxation</i>		
Loss for the year	(2,845,742)	(22,914,020)
Income tax expense	-	(27,060)
Loss before taxation	(2,845,742)	(22,886,960)
Income tax at 15%	(519,173)	(3,433,044)
Income not subject to tax	(920,649)	(765,648)
Non-deductible expenses	1,321,601	4,237,031
Tax losses utilised	-	(11,279)
Deferred tax asset not recognised	118,221	-
Income tax expense	-	27,060

IOST Company Ltd and its subsidiaries

Notes to the consolidated and separate financial statements for the year ended 31 December 2022

6. Taxation (continued)

Company

The Company is liable to income tax at a rate of 15 % on its adjusted results.

	2022 USD	2021 USD
<i>Reconciliation of effective taxation</i>		
Lass before taxation	(1,837,728)	(19,030,290)
Income tax at 15%	(275,659)	(2,854,544)
Income not subject to tax	-	(229,148)
Non-deductible expenses	165,937	3,094,971
Tax losses utilised	-	(11,279)
Deferred tax asset not recognised	109,722	-
	<u>-</u>	<u>-</u>

No deferred tax asset of **USD 381,181** (2021: USD 294,099) has been recognised in respect of the tax losses carried forward as the Company consider that it is not probable that future taxable profits will be available in the foreseeable future against which the unused tax losses can be utilised. Tax losses amounted to **USD 2,541,204** (2021: USD 1,960,663).

7. Plant and equipment

Group

	Shipping Vessels	
	2022 USD	2021 USD
<i>Cost</i>		
At 01 January	62,829,681	118,082,942
Disposals	-	(55,253,261)
At 31 December	<u>62,829,681</u>	<u>62,829,681</u>
<i>Depreciation</i>		
At 01 January	(16,915,944)	(26,401,215)
Charge for the year	(1,804,249)	(2,647,104)
Disposals adjustment	-	12,132,375
Impairment loss	(4,005,328)	-
At 31 December	<u>(22,725,521)</u>	<u>(16,915,944)</u>
<i>Net book value</i>		
At 31 December	<u>40,104,160</u>	<u>45,913,737</u>

IOST Company Ltd and its subsidiaries

Notes to the consolidated and separate financial statements for the year ended 31 December 2022

8. Trade and other receivables

	Group 2022 USD	Company 2022 USD	Group 2021 USD	Company 2021 USD
Receivables from related parties (Note 15)	17,595,441	17,596,091	18,378,364	18,379,013
Other receivables	-	-	915,870	-
Prepayments	6,687	3,758	23,367	11,651
	<u>17,602,128</u>	<u>17,599,849</u>	<u>19,317,601</u>	<u>18,390,664</u>

Receivables from related parties are interest free, unsecured and receivable on demand.

9. Cash and cash equivalents

	Group 2022 USD	Company 2022 USD	Group 2021 USD	Company 2021 USD
Cash at bank	35,050	26,787	5,685,732	5,667,175
Bank overdrafts	(2,482,764)	-	(2,979,002)	-
Cash and cash equivalents in the statement of cash flows	<u>(2,447,714)</u>	<u>26,787</u>	<u>2,706,730</u>	<u>5,667,175</u>

10. Share capital

	Group 2022 USD	Company 2022 USD	Group 2021 USD	Company 2021 USD
<i>Issued and fully paid</i>				
25,685,288 Ordinary share at USD 1	25,685,288	25,685,288	25,685,288	25,685,288
1 Management share at USD 1	1	1	1	1
	<u>25,685,289</u>	<u>25,685,289</u>	<u>25,685,289</u>	<u>25,685,289</u>

The Company has one class of ordinary share that carries a right to vote, the right to an equal share in dividends and distribution of surplus assets.

Management share is non-redeemable and has general voting rights on shareholder matters except for those matters on which the votes of other class of shareholder are specifically required. Management share has no right to distribution.

IOST Company Ltd and its subsidiaries

Notes to the consolidated and separate financial statements for the year ended 31 December 2022

11. Borrowings

Borrowings consist of secured bank loans and bonds.

	Group 2022 USD	Company 2022 USD	Group 2021 USD	Company 2021 USD
Non-current liabilities				
Secured bank loans	16,274,467	-	18,861,130	-
Bonds	18,602,082	18,602,082	19,207,048	19,207,048
	<u>34,876,549</u>	<u>18,602,082</u>	<u>38,068,178</u>	<u>19,207,048</u>
Non-current borrowings				
	<u>34,876,549</u>	<u>18,602,082</u>	<u>38,068,178</u>	<u>19,207,048</u>
Current liabilities				
Secured banks loans	2,586,664	-	2,586,664	-
Accrued interest on Bonds	118,382	118,382	100,186	100,186
	<u>2,705,046</u>	<u>118,382</u>	<u>2,686,850</u>	<u>100,186</u>
Current borrowings				
	<u>2,705,046</u>	<u>118,382</u>	<u>2,686,850</u>	<u>100,186</u>
Total borrowings	<u>37,581,595</u>	<u>18,720,464</u>	<u>40,755,028</u>	<u>19,307,234</u>

The movement in borrowings is shown below:

	Group 2022 USD	Company 2022 USD	Group 2021 USD	Company 2021 USD
Balance at 01 January	40,755,028	19,307,234	57,286,311	20,910,245
Repayments	(2,586,663)	-	(14,928,272)	-
Foreign exchange reevaluation	(683,001)	(683,001)	(1,670,537)	(1,670,537)
Capitalized costs amortization	78,036	78,036	78,036	78,036
Change on accrued interest	18,195	18,195	(10,510)	(10,510)
	<u>37,581,595</u>	<u>18,720,464</u>	<u>40,755,028</u>	<u>19,307,234</u>
Balance at 31 December	<u>37,581,595</u>	<u>18,720,464</u>	<u>40,755,028</u>	<u>19,307,234</u>

The bank loans relate to loans undertaken by Belle Rive Tuna Company, Belle Isle Tuna Company, Mom Seselwa Tuna CIE and Morne Blanc Tuna CIE (collectively referred as SPVs) and are secured as follows:

There is a floating charge on each of the subsidiaries' assets. A mortgage on the subsidiaries' vessels has been assigned in favour of the lender for the outstanding loan amount. The SPVs have received a corporate guarantee from Sapmer Investissements, on the repayment of the loans.

The Bonds relate to the Notes under a multi-currency note programme issued in 2019 on the Mauritian market in several tranches. A mortgage on 5 vessels of Sapmer Group has been assigned in favour of the noteholders. The Company has received a corporate guarantee from Sapmer Investissements on the repayment of the bonds.

IOST Company Ltd and its subsidiaries

Notes to the consolidated and separate financial statements for the year ended 31 December 2022

11. Borrowings (continued)

Information about the Group's exposure to interest rate, foreign currency and liquidity risk is included in Note 16(b).

The details of borrowings are shown below:

	Currency	Nominal interest rate	Year of maturity	2022		2021	
				Face value	Carrying amount	Face value	Carrying amount
Bank loans	USD	5%+3mths Libor rate	2024	38,800,000	18,861,131	38,800,000	21,447,794
				38,800,000	18,861,131	38,800,000	21,447,794

The details of borrowings are shown below (continued):

	Currency	Nominal interest rate	Year of maturity	2022		2021	
				Face value in currency	Carrying amount in USD	Face value in currency	Carrying amount in USD
Bonds	MUR	6%	2024	322,900,000	7,242,411	322,900,000	7,338,837
Bonds	EUR	4.5%	2024	3,275,000	3,492,961	3,275,000	3,709,367
Bonds	EUR	4% + 3mths Euribo rate	2024	5,302,000	5,654,864	5,302,000	6,005,210
Bonds	EUR	4.9%	2026	300,000	319,966	300,000	339,790
Bonds	USD	3.65%+3mths Libor rate	2024	1,980,000	1,980,000	1,980,000	1,980,000
Capitalized cost	USD				(88,120)	(166,156)	(166,156)
					18,602,082		19,207,048

IOST Company Ltd and its subsidiaries

Notes to the consolidated and separate financial statements for the year ended 31 December 2022

12. Trade and other payables

	Group 2022 USD	Company 2022 USD	Group 2021 USD	Company 2021 USD
Non-current liabilities				
Deposits received from related parties* (Note 16)	5,384,410	-	5,384,410	-
Accrued interest on the deposits	383,477	-	126,802	-
	<u>5,767,887</u>	<u>-</u>	<u>5,511,212</u>	<u>-</u>
Current liabilities				
Payables due to related parties (Note 16)	1,163,258	28,591	1,509,262	29,375
Other payables	50,296	35,454	96,426	66,631
	<u>1,213,554</u>	<u>64,045</u>	<u>1,605,688</u>	<u>96,006</u>
Interest payable to perpetual bondholders	603,023	603,023	921,776	921,776
	<u>1,816,577</u>	<u>667,068</u>	<u>2,527,464</u>	<u>1,017,782</u>
	<u>7,584,464</u>	<u>667,068</u>	<u>8,038,676</u>	<u>1,017,782</u>

*Deposits payable to related parties relate to amount received from Indian Ocean Ship Management Services Ltd and Tuna Fishing Company Ltd as a security for the leasing of the ships against any damage which may happen during the lease period of an initial 10 years and are repayable at the date of sale of the vessels or completion of the charter period. The deposits shall be interest free up to year 5 and 1,91 % from year 6 onwards. Following the disposal of vessels Mom Seselwa and Morne Blanc, the deposits from Tuna Fishing Company have been repaid.

Payables to related parties are interest free, unsecured and repayable on demand.

IOST Company Ltd and its subsidiaries

Notes to the consolidated and separate financial statements

For the year ended 31 December 2022

13. Perpetual bond

	Group 2022 USD	Company 2022 USD	Group 2021 USD	Company 2021 USD
Perpetua! Bond	10,600,000	10,600,000	15,900,000	15,900,000

In 2014, IOST Company Ltd issued USD 24,600,000 offixed rate perpetual bond with a coupon rate of 6% for the year 1 to year 5, 8% from year 6 to year 10; thereafter 12% for year 11 onwards.

The payment of the principal amount of the bonds, together with any accrued and unpaid interest and any outstanding interest arrears at the date of the notice of exercise, is guaranteed by the ultimate parent company Jaccar. Redemption will occur under a Sale or Winding up Event. Sapmer Holdings Pte Ltd shall provide a put option to bondholder to exit in year 5 and year 10 from the issue date and in each year (except year 5 and year 10 from the issue date) in case of deferred interest payment, and Jaccar undertakes to do the needful for Sapmer Holding Pte Ltd to meet its obligation.

In 2019, USD 8,700,000 was repaid to the bond holders, the remaining perpetual bond amounted to USD 15,900,000.

Following the sale of 2 vessels namely Morne Blanc and Morn Seselwa, a written resolution of bondholders dated 11th of January 2022 approved the redemption of 33.33% of the total bonds which amounts to USD 5,300,000.

14. Investment in subsidiaries

	Company 2022 USD	Company 2021 USD
Belle Rive Tuna Company	2	2
Belle Isle Tuna Company	2	2
Morn Seselwa Tuna Company	2	2
Morne Blanc Tuna Company	2	2
	8	8

Capital contribution to subsidiaries

Belle Rive Tuna Company	1,796,262	2,919,822
Belle Isle Tuna Company	2,150,736	3,550,232
	3,946,998	6,470,054
	3,947,006	6,470,062

IOST Company Ltd and its subsidiaries

Notes to the consolidated and separate financial statements

For the year ended 31 December 2022

14. Investment in subsidiaries (continued)

The movement in capital contribution is shown below:

	2022 USD	2021 USD
Balance at 01 January	6,470,054	32,716,777
Additions	615,417	-
Repayment received from subsidiaries	(2,523,056)	(7,412,777)
Impairment	(615,417)	(18,833,946)
Balance at 31 December	<u>3,946,998</u>	<u>6,470,054</u>

Details of the investments are as follows:

	Number of shares	% holding	Country of incorporation
Belle Rive Tuna Company	2	100%	Mauritius
Belle Isle Tuna Company	2	100%	Mauritius
Moru Seselwa Tuna CIE	2	100%	Mauritius
Morne Blanc Tuna CIE	2	100%	Mauritius

The shares of Belle Rive Tuna Company, Belle Isle Tuna Company, Moru Seselwa Tuna CIE and Morne Blanc Tuna CIE are pledged in the form of guarantee to the loans.

The Company, IOST Company Ltd, had entered into capital contribution agreements with Belle Rive Tuna Company, Belle Isle Tuna Company, Moru Seselwa Tuna CIE (formerly known as Belle Vue Tuna Company) and Morne Blanc Tuna CIE (formerly known as Belle Rose Tuna Company) on the 29 August 2014, 05 December 2014, 27 May 2014 and 16 July 2014 respectively to cater for the funds being transferred from IOST Company Ltd to the latter as capital contributions.

The capital contribution made to Belle Rive Tuna Company and Belle Isle Tuna Company may be repaid in part or in full at any time as the Board may decide. However, there is no fixed deadline and it does not bear any interest. During the current financial year, the Company received USD 2,523,056 as repayment from its subsidiaries. Following the disposal of vessels: Moru Seselwa and Morne Blanc, advances of USD 615,417 have been made to settle their remaining debts and then been impaired.

IOST Company Ltd and its subsidiaries

Notes to the consolidated and separate financial statements for the year ended 31 December 2022

15. Related party disclosures

Related parties are entities with common direct or indirect shareholders and/or directors. Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the party in making financial and operating decisions. During the year under review, the Group and the Company entered into the following related party transactions.

Group Name of related party	Nature of transactions	Nature of relationship	Value of transactions for the year ended 31-Dec 2022 USD	Value of transactions for the year ended 31-Dec 2021 USD	Debit/ (credit) balance at 31-Dec 2022 USD	Debit/ (credit) balance at 31-Dec 2021 USD
Sapmer Investissements	Amount receivable	Holding company	205,758	(23,590)	289,456	83,698
	Current account	Holding company	(988,681)	(1,419,343)	17,305,985	18,294,666
Sapmer Premium Seaproducts	Amount payable	Fellow subsidiary	103	(359)	(28,336)	(28,439)
Indian Ocean Ship Management Services	Amount receivable	Fellow subsidiary	-	(589,243)	-	-
	Amount payable	Fellow subsidiary	(577,238)	(392,198)	(1,028,329)	(451,091)
	Deposit payable	Fellow subsidiary	-	-	(5,384,410)	(5,384,410)
	Accrued interests on the deposits	Fellow subsidiary	(256,675)	(11,254)	(383,477)	(126,802)
Turra Fishing Company	Amount receivable	Fellow subsidiary	-	(3,009,740)	-	-
	Amount payable	Fellow subsidiary	915,892	(916,221)	(329)	(916,221)
	Deposit payable	Fellow subsidiary	-	4,725,581	-	-
Sapmer SA	Amount payable	Fellow subsidiary	6,567	9,394	(106,008)	(112,575)
Greenship Fishing Manager	Amount payable	Fellow subsidiary	681	709,636	(255)	(936)
Key management personnel emoluments						
Directors fees	Amount payable	Administrator	-	(750)	-	(7,500)

IOST Company Ltd and its subsidiaries

Notes to the consolidated and separate financial statements for the year ended 31 December 2022

15. Related party disclosures (continued)

Company Name of related party	Nature of transactions	Nature of relationship	Value of transactions for the year ended 31 December 2021 USD	Value of transactions for the year ended 31 December 2021 USD	Debit/(credit) balance at 31 December 2022 USD	Debit/(credit) balance at 31 December 2021 USD
Sapmer Investissements	Amount receivable	Holding company	205,949	(23,781)	289,456	83,507
	Current account	Holding company	(988,681)	(1,419,343)	17,305,985	18,294,666
Belle Rive Turra Company Ltd	Amount receivable	Subsidiary	-	-	420	420
	Capital contribution receivable	Subsidiary	(1,123,560)	(921,064)	1,796,262	2,919,822
Belle Isle Turra Company Ltd	Amount receivable	Subsidiary	-	-	420	420
	Capital contribution receivable	Subsidiary	(1,399,496)	(1,301,996)	2,150,736	3,550,232
	Amount payable	Subsidiary	-	-	-	-
Mom Seselwa Turra Cie	Capital contribution receivable	Subsidiary	-	(13,354,200)	-	-
	Amount payable	Subsidiary	-	-	-	-
Morne Blanc Turra Cie	Capital contribution receivable	Subsidiary	-	(10,669,462)	-	-
	Amount payable	Subsidiary	-	-	-	-
Sapmer Premium Seaproducts	Amount payable	Fellow subsidiary	103	(359)	(28,336)	(28,439)
			-			
Greenship Fishing Manager	Amount payable	Fellow subsidiary	681	709,636	(255)	(936)

The related party balances are interest free, unsecured and receivable and repayable within one year and on demand except as described in the respective notes. Management has also assessed the impact of impairment of the related party balances as at 31 December 2022.

IOST Company Ltd and its subsidiaries

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For the year ended 31 December 2022

16. Financial instruments - Fair values and risk management

(a) Accounting classifications and fair values

The following table shows the carrying amounts and fair values of financial assets and liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

Group

As at 31 December 2022

	Financial assets	Financial liabilities	Carrying amount	Fair value
	USD	USD	USD	USD
Financial assets measured at amortised cost *				
Trade and other receivables	17,595,440	-	17,595,440	17,595,440
Cash and cash equivalents	35,050	-	35,050	35,050
	17,630,490	-	17,630,490	17,630,490
Financial liabilities measured at amortised cost				
Borrowings	-	37,581,595	37,581,595	37,581,595
Trade and other payables	-	7,584,464	7,584,464	7,584,464
Bank overdraft	-	2,482,764	2,482,764	2,482,764
	-	47,648,823	47,648,823	47,648,823

As at 31 December 2021

Financial assets measured at amortised cost *				
Trade and other receivables	19,294,234	-	19,294,234	19,294,234
Cash and cash equivalents	5,685,732	-	5,685,732	5,685,732
	24,979,966	-	24,979,966	24,979,966
Financial liabilities measured at amortised cost				
Borrowings	-	40,755,028	40,755,028	40,755,028
Trade and other payables	-	8,038,676	8,038,676	8,038,676
Bank overdraft	-	2,979,002	2,979,002	2,979,002
	-	51,772,706	51,772,706	51,772,706

* Financial assets exclude prepayment of USD 6,687 (2021: USD 23,367)

IOST Company Ltd and its subsidiaries

Notes to the consolidated and separate financial statements

For the year ended 31 December 2022

16. Financial instruments - Fair values and risk management

(a) Accounting classifications and fair values (continued)

The following table shows the carrying amounts and fair values of financial assets and liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

Company

As at 31 December 2022

	Financial assets	Financial liabilities	Carring amount	Fair value
	USD	USD	USD	USD
Financial assets measured at amortised cost *				
Trade and other receivables	17,596,091	-	17,596,091	17,596,091
Cash and cash equivalents	26,787	-	26,787	26,787
	17,622,878	-	17,622,878	17,622,878
Financial liabilities measured at amortised cost				
Borrowings	-	18,720,464	18,720,464	18,720,464
Trade and other payables	-	667,068	667,068	667,068
	-	19,387,532	19,387,532	19,387,532

As at 31 December 2021

Financial assets measured at amortised cost *				
Trade and other receivables	18,379,013	-	18,379,013	18,379,013
Cash and cash equivalents	5,667,175	-	5,667,175	5,667,175
	24,046,188	-	24,046,188	24,046,188
Financial liabilities measured at amortised cost				
Borrowings		19,307,234	19,307,234	19,307,234
Trade and other payables	-	1,017,782	1,017,782	1,017,782
	-	20,325,016	20,325,016	20,325,016

* Financial assets exclude prepayment of USD 3,758 (2021: USD 11,651)

IOST Company Ltd and its subsidiaries

Notes to the consolidated and separate financial statements

For the year ended 31 December 2022

16. Financial instruments - Fair values and risk management (continued)

(b) Financial risk management

Overview

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

- Credit risk
- Liquidity risk
- Market risk

This note presents information about the Group and the Company's exposure to each of the above risks, the Group and the Company's objectives, policies and processes for measuring and managing risk, and the Group and the Company's management of capital. Further quantitative disclosures are included throughout these financial statements.

The Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework.

The Group and the Company's risk management policies are established to identify and analyse the risks faced by the Group and the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group and the Company's activities.

(i) Credit risk

Credit risk is the risk of financial loss to the Group and the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group and the Company's receivables from customers.

The carrying amount of financial assets represents the maximum credit exposure.

The Group and the Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the Group and the Company's customer base, including the default risk of the industry and country, in which customers operate, has less of an influence on credit risk.

Management has established a credit policy under which each new customer is analysed individually for creditworthiness before the Group and the Company's standard payment and delivery terms and conditions are offered. Purchase limits are established for each customer, who represents the maximum open amount.

The Group and the Company establish an allowance for impairment that represents its estimate of incurred losses in respect of trade and other receivables. The main components of this allowance are a specific loss component that relates to individually significant exposures, and a collective loss component established for Group and the Company of similar assets in respect of losses that have been incurred but not yet identified. The collective loss allowance is determined based on historical data of payment statistics for similar financial assets.

IOST Company Ltd and its subsidiaries

Notes to the consolidated and separate financial statements

For the year ended 31 December 2022

16. Financial instruments- Fair values and risk management (continued)

(b) Financial risk management (continued)

(i) Credit risk (continued)

The maximum exposure to credit risk at the reporting date was:

	Group 2022 USD	Company 2022 USD	Group 2021 USD	Company 2021 USD
Trade and other receivables	<u>17,595,441</u>	<u>17,596,091</u>	<u>18,378,364</u>	<u>18,379,013</u>

The ageing of trade and other receivables at the reporting date was:

	2022		2021	
	Group		Company	
	Gross USD	Impairment USD	Gross USD	Impairment USD
Not past due	17,595,441	-	17,596,091	-
Past due 0-30 d _a y s	-	-	-	-
Past due 31-120 days	-	-	-	-
More than 120 d _a y s	-	-	-	-
	<u>17,595,441</u>	<u>-</u>	<u>17,596,091</u>	<u>-</u>

	2021		2020	
	Group		Company	
	Gross USD	Impairment USD	Gross USD	Impairment USD
Not past due	18,378,364	-	18,379,013	-
Past due 0-30 days	-	-	-	-
Past due 31-120 days	-	-	-	-
More than 120 days	-	-	-	-
	<u>18,378,364</u>	<u>-</u>	<u>18,379,013</u>	<u>-</u>

(ii) Liquidity risk

Liquidity risk is the risk that the Group and Company will not be able to meet its financial obligations as they fall due. The Group and the Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group and Company's reputation.

IOST Company Ltd and its subsidiaries

Notes to the consolidated and separate financial statements

For the year ended 31 December 2022

16. Financial instruments- Fair values and risk management (continued)

(b) Financial risk management (continued)

(ii) Liquidity risk (continued)

The following are the contractual maturities of financial liabilities:

<u>Group</u>	Less than one year USD	Between 2 and 5 years USD	Total USD
<i>At 31 December 2022</i>			
Trade and other payables	2,073,252	5,511,212	7,584,464
Borrowings	2,705,046	34,876,549	37,581,595
Bank overdrafts	2,482,764	-	2,482,764
	<u>7,261,062</u>	<u>40,387,761</u>	<u>47,648,823</u>
<i>At 31 December 2021</i>			
Trade and other payables	2,527,464	5,511,212	8,038,676
Borrowings	2,686,850	38,068,178	40,755,028
Bank overdrafts	2,979,002	-	2,979,002
	<u>8,193,316</u>	<u>43,579,390</u>	<u>51,772,706</u>
 <u>Company</u>	 Less than one year USD	 Between 2 and 5 years USD	 Total USD
<i>At 31 December 2022</i>			
Trade and other payables	667,068	-	667,068
Borrowings	118,382	18,602,082	18,720,464
	<u>785,450</u>	<u>18,602,082</u>	<u>19,387,532</u>
<i>At 31 December 2021</i>			
Trade and other payables	1,017,782	-	1,017,782
Borrowings	100,186	19,207,048	19,307,234
	<u>1,117,968</u>	<u>19,207,048</u>	<u>20,325,016</u>

IOST Company Ltd and its subsidiaries

Notes to the consolidated and separate financial statements

For the year ended 31 December 2022

16. Financial instruments- Fair values and risk management (continued)

(b) Financial risk management (continued)

(iii) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and contrai market risk exposures within acceptable parameters, while optimising the return.

Currency risk

The Group and the Company are exposed to the risk that the exchange rate to the currencies listed below may change in a manner which has a material effect on the reported values of the Group's financial assets and liabilities which are denominated in these currencies. The currencies in which these transactions primarily are denominated are Euro, Mauritian Rupees and United States Dollars.

The currency profile of the Group and the Company's financial assets and liabilities is summarised as follows:

	2022			
	Group		Company	
	Financial assets	Financial liabilities	Financial assets	Financial liabilities
	USD	USD	USD	USD
Euro	17,611,376	9,642,624	17,607,061	9,536,287
United States Dollar	13,505	30,825,317	10,208	2,670,363
Mauritian Rupee	5,609	7,180,882	5,609	7,180,882
	<u>17,630,490</u>	<u>47,648,823</u>	<u>17,622,878</u>	<u>19,387,532</u>
	2021			
	Group		Company	
	Financial assets	Financial liabilities	Financial assets	Financial liabilities
	USD	USD	USD	USD
Euro	18,394,235	11,142,889	18,383,973	10,114,094
United States Dollar	5,662,545	33,430,445	5,654,900	3,011,550
Mauritian Rupee	7,315	7,199,372	7,315	7,199,372
	<u>24,064,095</u>	<u>51,772,706</u>	<u>24,046,188</u>	<u>20,325,016</u>

IOST Company Ltd and its subsidiaries

Notes to the consolidated and separate financial statements

For the year ended 31 December 2022

16. Financial instruments- Fair values and risk management (continued)

(b) Financial risk management (continued)

(iii) Market risk (continued)

Currency risk (continued)

- Sensitivity analysis

Group

At 31 December 2022, had the USD strengthened by 5% in relation to the above currencies, with all other variables held constant, result after tax would have changed by the amount shown below:

	Change		Increase/(decrease) in profit/equity	
	2022	2021	2022 USD	2021 USD
Currency				
Euro	5%	5%	<u>398,438</u>	<u>362,567</u>

Company

At 31 December 2022, had the USD strengthened by 5% in relation to the above currencies, with all other variables held constant, result after tax would have changed by the amount shown below:

	Change		Increase/(decrease) in profit/equity	
	2022	2021	2022 USD	2021 USD
Currency				
Euro	5%	5%	<u>403,539</u>	<u>413,494</u>

Interest rate risk

The Group's significant interest bearing financial liabilities are on bank overdraft and borrowings.

The Group and the Company monitor prevailing and forecast monetary conditions in assessing its approach to interest rate risk management.

Credit risk

Credit risk arises from cash and cash equivalents, as well as credit exposures to customers, including outstanding receivables.

Credit risk is managed on a company basis. For banks, only independently rated parties are accepted

Risk control assesses the credit quality of the customer, taking into account its financial position, past experience and other factors.

IOST Company Ltd and its subsidiaries

Notes to the consolidated and separate financial statements

For the year ended 31 December 2022

16. Financial instruments- Fair values and risk management (continued)

(b) Financial risk management (continued)

(iii) Market risk (continued)

Credit risk (continued)

The Board of Directors monitors the credit rating of the counterparty regularly and does not expect any losses from non-performance by the counterparty at the reporting date. For all financial assets to which the impairment requirements have not been applied, the carrying amount represents the maximum exposure to credit loss.

i Cash at bank and bank overdrafts

Group

- Exposure

At 31 December 2022, the Group's interest bearing financial instruments are bank overdraft amounting to **USD 2,482,764** (2021: USD 2,979,002) which bear rate of interest at 1-month Libor + 4.5% p.a. The rate may increase or decrease depending on the prime lending rate. The cash at bank is non-interest bearing.

- Sensitivity analysis

At 31 December 2022, if the prime lending rates had been 1% higher/lower with all other variables held constant, profit after tax would have been **USD 24,828** (2021: USD 29,790) lower/higher, mainly as a result of higher/lower interest expense.

ii. Loans and borrowings

Group

- Exposure

At 31 December 2022, the Group's interest bearing financial instruments consist of borrowings amounting to **USD 37,463,213** (2021: USD 40,654,842) which bears rate of interest of 3-month USD LIBOR plus 5.0% p.a for bank loan and different rates for Bonds (see Company Exposure below), The rate may increase or decrease depending on the prime lending rate.

- Sensitivity analysis

At 31 December 2022, if the prime lending rate had been 1% higher/lower, profit after tax would have been **USD 374,632** (2021: USD 406,548) lower/higher, mainly because of higher/lower interest expense.

IOST Company Ltd and its subsidiaries

Notes to the consolidated and separate financial statements

For the year ended 31 December 2022

16. Financial instruments- Fair values and risk management (continued)

(b) Financial risk management (continued)

(iii) Market risk (continued)

Interest rate risk (continued)

ii Loans and borrowings (continued)

Company

- Exposure

At 31 December 2022, the Company's interest bearing financial instruments consist of bonds amounting to **USD 18,602,082** (2021: USD 19,207,048) which bears fixed rate of interest varying from 4.9% to 6%, and floating rate of 3month USD LIBOR plus 3.65% or 3month EURIBOR plus 4% p.a.. The floating rate may increase or decrease depending on the prime lending rate.

At 31 December 2022, if the prime lending rate had been 1% higher/lower, profit after tax would have been **USD 186,021** (2021: USD 192,070) lower/higher, mainly because of higher/lower interest expense.

17. Capital risk management

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

In order to maintain or adjust the capital structure, the Group and the Company may adjust the amount of dividends paid to shareholder, return on capital to shareholder, issue new shares or sell assets to reduce debt.

18. Holding and ultimate holding entity

The directors regard Sapmer Investissements, a company incorporated in Reunion, as the Company's immediate holding company and Jaccar Holding S.A. ("Jaccar"), a company incorporated in France, as the Company's ultimate holding company.

19. Events after the reporting date

There has been no significant event after the reporting date which in the opinion of the directors requires disclosure in the financial statements.