

Black Sea Property PLC

HALF-YEARLY REPORT

**FOR THE SIX MONTH PERIOD ENDED
30 JUNE 2021**

Contents

Chairman's Statement.....	1
Consolidated Statement of Comprehensive Income.....	3
Consolidated Statement of Financial Position	4
Consolidated Statement of Changes in Equity	5
Consolidated Statement of Cash Flows	6
Notes to the Financial Statements.....	7

Chairman's Statement

Chairman's statement

I am pleased to present the unaudited interim financial statements of the Company for the six months ended 30 June 2021.

The unaudited net asset value as at 30 June 2021 was €21.8 million or 1.20 cents per share (30 December 2020: €22.4 million or 1.23 cents per share).

During the period, the Company generated revenues of €207,147 (June 2020: €129,476) which resulted in a loss before taxation of €593,746 (June 2020: €72,420). The results reflected other income of €213,543 (June 2020: €911,705), property operating expenses of €271,863 (June 2020: €381,301), other operating expenses of €278,605 (June 2020: €457,688) and interest payable and other charges of €390,939 (June 2020: €274,612). Loss per share amounted to €0.03 cents (June 2020: €0.01 cents).

Camping South Beach EOOD ("CSB")

During the period, the trend for high domestic demand in the hospitality segment continued from 2020. Camping South Beach strengthened its position as a destination for luxury camping holidays and beach houses, providing a safe environment and adhering to the highest standards for social distancing.

Nevertheless, the expected occupancy levels were adversely influenced due to significant Covid restrictions impacting international travel. However, CSB did benefit from the consequential rise in domestic demand, achieving occupancy levels of 75% in July 2021 and 81.5% in August 2021. This year marked the first active season under the recently-signed Concession Agreement for the beach and CSB successfully entered into several newly-signed tenancy agreements with restaurant operators.

The Bulgarian tourist segment in 2021 was mainly driven by domestic travel. CSB benefits from the increased trends within the Bulgarian hospitality market towards camping holidays in local markets which allow for social distancing while holidaying within the country.

Ivan Vazov 1 Building

In August after a lengthy approvals process with the authorities in Sofia, the Company received permission to reconstruct one of the Company's principal investments, the historic Ivan Vazov building in central Sofia.

As part of the Company's development plan, the Company will convert the internal space into luxury, high specification offices, with the attic floor being reconstructed and converted into a mansard roof space.

The Company is planning to commence reconstruction works at the Ivan Vazov building in October 2021. The Company is firmly committed to carry out all of the works in line with the applicable regulations.

ECDC Group

In July 2021, one of the investment properties in Plovdiv held by the ECDC Malta Company was sold for cash consideration of approx. €1.06 million. The property was valued at €0.83 million at the time of acquisition by Black Sea Property in February 2020. The proceeds of the disposal were used to repay debt and for general working capital purposes.

On 30 September 2021, Black Sea Property agreed to sell the remaining assets of ECDC Group for cash consideration of €4.5 million. Those assets were valued by the Company at €2.5 million at the time of the sale. The proceeds of the disposal will be used to repay debt and for general working capital purposes.

Change of Registered Office and Registered Agent

In March 2021, the Company appointed Crowe Trust Isle of Man Limited to act as Administrator and Registered Agent.

With effect from 31 March 2021, the Company changed its registered office to 6th Floor, Victory House, Prospect Hill, Douglas, Isle of Man, IM1 1EQ.

Appointment of a Director

The Company appointed Simon Hudd as the Company's Non-executive Chairman on 26 February 2021.

We are not yet able to assess fully the impact of the current restrictions on the results for the period ending 30 June 2021 as a result of the continuing impact of Covid-19 but, in the meantime, we are managing closely our cash flow and cost base. We believe that the potential for our camping operations with the refurbishment of the Ivan Vazov 1 will add significant value in due course.

The Directors of the Company are responsible for the contents of this announcement.

Simon Hudd
Chairman
29 October 2021

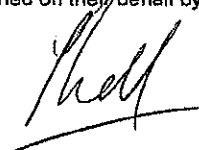
Consolidated Statement of Comprehensive Income for the period ended 30 June 2021

		(Unaudited) 6 months to 30 June 2021 €	(Unaudited) 6 months to 30 June 2020 €
Total revenue			
Revenue		207,147	129,476
Property operating expenses		<u>(271,863)</u>	<u>(381,301)</u>
Net rental and related income		<u>(64,716)</u>	<u>(251,825)</u>
(Loss)/gain on revaluation of investment properties		(60,674)	-
Bargain purchase on acquisition		-	-
Net (loss)/gain on investment property		<u>(60,674)</u>	<u>-</u>
Administration and other expenses	6	<u>(278,605)</u>	<u>(457,688)</u>
Total operating (loss)/profit		<u>(403,995)</u>	<u>(709,513)</u>
Operating loss before interest and tax			
Other income	7	213,543	911,705
(Losses) from investments accounted for using the equity method	5	(12,355)	-
Interest payable and similar charges		<u>(390,939)</u>	<u>(274,612)</u>
(Loss)/profit before tax		<u>(593,746)</u>	<u>(72,420)</u>
Tax expense		-	-
(Loss)/profit and total comprehensive income for the period		<u>(593,746)</u>	<u>(72,420)</u>
(Loss)/Profit and total comprehensive income attributable to the:			
- shareholders of the parent company		(552,335)	(72,420)
- non-controlling interest		(41,411)	-
(Loss)/earnings per share			
Basic & Diluted(loss)/earnings per share (cents)	8	(0,03)	(0,01)

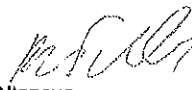
The notes form an integral part of these financial statements.

The financial statements were approved and authorised for issue by the Board of Directors on 29 October 2021 and were signed on their behalf by:

Chairman
Simon Hudd



Director
Ventsislava Altanova



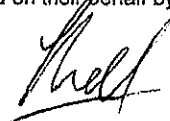
Consolidated Statement of Financial Position at 30 June 2021

		(Unaudited) 30 June 2021 €	(Audited) 31 December 2020 €
	Notes		
Non-current assets			
Investment properties	9	42,360,142	42,360,142
Intangible assets	10	639,479	655,876
Property, plant and equipment		25,367	27,782
Investment in associate	5	4,958	17,313
Total non-current assets		<u>39,701,729</u>	<u>43,061,113</u>
Current assets			
Trade and other receivables		149,020	168,330
Loan receivables		89,936	-
Related party receivables	13	662,500	811,809
Cash and cash equivalents		921,142	370,197
Total current assets		<u>1,822,598</u>	<u>1,350,336</u>
Total assets		<u>44,852,544</u>	<u>44,411,449</u>
Equity and liabilities			
Issued share capital		70,699,442	70,699,442
Retained deficit		(47,326,257)	(46,773,922)
Foreign exchange reserve		(1,533,086)	(1,533,086)
Total equity, attributable to the shareholders of the parent company		<u>21,840,099</u>	<u>22,392,434</u>
Non-controlling interest		(3,106,645)	(3,065,234)
Total equity		<u>18,733,454</u>	<u>19,327,200</u>
Non-current liabilities			
Bank loans	11	8,375,363	8,612,341
Trade payables	12	578,710	585,628
Deferred tax liability		1,941,799	1,941,799
Total non-current liabilities		<u>10,895,872</u>	<u>11,139,768</u>
Current liabilities			
Bank loans	11	8,930,726	8,772,797
Trade payables	12	2,024,164	1,023,520
Related party payables	13	4,268,328	4,148,164
Total current liabilities		<u>15,223,218</u>	<u>13,944,481</u>
Total liabilities		<u>26,119,090</u>	<u>25,084,249</u>
Total equity and liabilities		<u>44,852,544</u>	<u>44,411,449</u>
Number of ordinary shares in issue		1,813,323,603	1,813,323,603
NAV per ordinary share (cents)	14	1.20	1.23

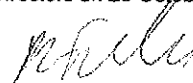
The notes form an integral part of these financial statements.

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Chairman
Simon Hudd



Director
Ventsislava



Altanova

Consolidated Statement of Changes in Equity for the period ended 30 June 2021

	Share capital	Retained earnings	Foreign currency translation reserve	Total equity attributable to the parent company	Non-controlling interests	Total
	€	€	€	€	€	€
At 1 January 2020	64,774,886	(47,174,957)	(1,533,086)	16,066,843	-	16,066,843
Share capital increase	5,924,556	-	-	5,924,556	-	5,924,556
Transactions with owners	5,924,556	-	-	5,924,556	-	5,924,556
Profit and loss for the period	-	(72,420)	-	(72,420)	-	(72,420)
Total comprehensive income	-	(72,420)	-	(72,420)	-	(72,420)
At 30 June 2020	70,699,442	(47,247,377)	(1,533,086)	21,918,979	-	21,918,979
At 1 January 2021	70,699,442	(46,773,922)	(1,533,086)	22,392,434	(3,065,234)	19,327,200
Profit and loss for the period	-	(552,335)	-	(552,335)	(41,411)	(593,746)
Total comprehensive income	-	(552,335)	-	(552,335)	(41,411)	(593,746)
At 30 June 2021	70,699,442	(47,326,257)	(1,533,086)	21,840,099	(3,106,645)	18,733,454

The notes form an integral part of these financial statements.

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Simon Hudd



Director
Verislava Altanova



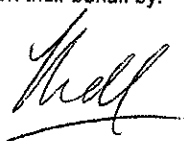
**Consolidated Statement of Cash Flows
for the period ended 30 June 2021**

	(Unaudited) 6 months to 30 June 2020 €	(Unaudited) 6 months to 30 June 2019 €
Operating activities		
(Loss)/profit before tax	(593,746)	(72,420)
Loss/(gain) on revaluation of investment properties	60,674	-
Loss from investments accounted for using the equity method	12,355	-
Other income	(213,543)	(911,705)
Finance expense	390,939	274,612
Changes in the working capital	(343,321)	(709,513)
Decrease/(increase) in receivables	19,310	3,521
(Decrease)/increase in payables	226,315	(510,218)
Cash used in operation	(97,696)	(506,697)
Withholding tax paid	-	-
Net cash outflow from operating activities	(97,696)	-
Investing activities		
Investment property additions and acquisitions	(294,298)	(3,548,474)
Proceeds from sale of investment property	1,000,000	-
Loans granted	(89,936)	(196,000)
Loan repayments	153,259	-
Interest received	208,660	911,705
Net cash (outflow)/ from investing activities	977,685	(2,832,769)
Financing activities		
Proceeds from share capital issued	-	4,529,598
Interests paid and other charges	(316,333)	(250,289)
Loans received	400,000	-
Loan repayment	(407,363)	-
Other flows from financing activities	(5,348)	-
Net cash inflow/(outflow) from financing activities	(329,044)	4,279,309
Net increase/(decrease) in cash and cash equivalents	550,945	230,330
Cash and cash equivalents at beginning of period	370,197	717,945
Cash and cash equivalents at end of period	921,142	948,275

The notes form an integral part of these financial statements.

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Chairman
Simon Hudd



Director
Ventsislava Altanova



Notes to the Financial Statements for the period ended 30 June 2021

1. General information

Black Sea Property Plc (the Company) is a company incorporated and domiciled in the Isle of Man whose shares are publicly traded on the Aquis Stock Exchange in London.

2. Statement of compliance

These interim consolidated financial statements have been prepared in accordance with IAS 34 Interim Financial Reporting. They do not include all of the information required for full annual financial statements, and should be read in conjunction with the consolidated financial statements of the Group as at and for the year-ended 31 December 2020.

The consolidated financial statements of the Group as at and for the year ended 31 December 2020 are available upon request from the Company's registered office at 6th Floor, Victory House, Prospect Hill, Douglas, Isle of Man or at www.blackseapropertyplc.com.

These interim consolidated financial statements were approved by the Board of Directors on 29 October 2021.

3. Significant accounting policies

The accounting policies applied in these interim financial statements, except for the ones listed below, are the same as those applied in the Group's consolidated financial statements as at and for the year ended 31 December 2020

4. Financial risk management policies

The principal risks and uncertainties are consistent with those disclosed in preparation of the Group's annual financial statements for the year ended 31 December 2020.

5. Acquisition of ECDC Group

On 21 February 2020, the Company successfully completed the acquisition of 100% of European Convergence Development (Cayman) Limited ("ECD Cayman") and ECD Management (Cayman) Limited ("ECD Management"). The consideration paid for ECD Cayman and ECD Management in total was €3,582,638. Both companies were subsidiaries of European Convergence Development Company PLC, Isle of Man ("ECDC").

The Company also signed agreements for the acquisition of 29.85% of ECDC at a price per share equal to the net asset value of the shares of €0.00168 or a total of €44,855. The total cost net of share transaction fees was €46,626. €1 was paid for the loan granted by ECDC to ECD Cayman of €122,221,701.

The main rationale for the acquisition of interests in ECD Cayman Group includes: the opportunity to add two development plots suitable for logistics/industrial development (the site in Plovdiv) and residential, commercial or hospitality development (the site in Kraimorie), thus diversifying BSP portfolio. Both ECD Cayman and ECDC have established structures in place that will save time and costs for future investments.

The fair value of assets and liabilities acquired are as follows:

	€
Investment properties	4,922,142
Trade and other receivables	19,298
Cash and cash equivalents	613,952
Trade payables	(226,990)
Loan payables	(3,982,084)
Net identifiable assets	1,346,318

The bargain purchase on acquisition of the ECD Cayman group can be presented as follows:

	€
Net identifiable assets	1,346,318
Non-controlling interest	2,967,955
Consideration transferred	(3,582,639)
	<u>731,634</u>

After the initial recognition the Group has recognized losses from ECDC Plc for 2020 of €29,313. In 2021 the Group has recognized additional losses of €12,355.

6. Administration and other expenses

	(Unaudited) 6 months to 30 June 2021 €	(Unaudited) 6 months to 30 June 2020 €
Directors' remuneration	23,595	49,847
Investment advisory fees	107,136	107,136
Legal and professional fees	106,815	120,506
Other administration and sundry expenses	41,059	180,199
	<u>278,605</u>	<u>457,688</u>

7. Other income

	(Unaudited) 6 months to 30 June 2021 €	(Unaudited) 6 months to 30 June 2020 €
Interest income – receivable balances	113,371	232,843
Reversal of fair value adjustment of CSB acquisition receivable balance	96,223	678,863
Reintegration of expected credit losses	3,950	-
	<u>213,543</u>	<u>911,705</u>

8. (Loss)/earnings per share

The basic (loss)/earnings per ordinary share is calculated by dividing the net (loss)/profit attributable to the ordinary shareholders of the Company by the weighted average number of ordinary shares in issue during the period.

	(Unaudited) 6 months to 30 June 2021 €	(Unaudited) 6 months to 30 June 2020 €
(Loss)/earnings attributable to owners of parent €	(552,335)	(72,420)
Weighted average number of ordinary shares in issue	1,813,323,603	1,287,431,251
Basic (loss)/earnings per share (cents)	<u>(0.03)</u>	<u>(0.01)</u>

The Company has no potential dilutive ordinary shares; the diluted (loss)/earnings per share is the same as the basic (loss)/earnings per share.

9. Investment properties

	(Unaudited) 30 June 2021 €	(Audited) 31 December 2020 €
Beginning of year	42,360,142	35,986,000
Acquisition	-	4,922,142
Additions	60,674	1,189,404
Fair value adjustment	(60,674)	262,596
Total investment property	42,360,142	42,360,142
Ivan Vazov 1 Building	10,974,000	10,974,000
Camp South Beach	16,040,000	16,040,000
Byala Land	10,510,000	10,510,000
Tsaratovo Plovdiv	1,472,142	1,472,142
Targovski Park	3,364,000	3,364,000
Total investment property	42,360,142	42,360,142

The Directors confirm that there are no material changes in the valuation of investments as of 30 June 2021.

On 21st June 2021, European Convergence Development Malta Limited (ECDC Malta) entered into agreement to transfer to the buyer (Zagora Fininvest AD) the right of ownership over its own real estate, representing land with identifier 78080.27.71, located in the village of Tsaratsovo, Maritsa municipality, Plovdiv district. The price for the property under the agreement is fixed at €1,059,000 (VAT exclusive) to be paid as follows: An amount of €1 000 000 was scheduled for 30.06.2021 and balance of €59 000 is due to be paid after signing the final agreement for transfer of the ownership of the property and establishing of first ranking mortgage in favour the Bank, to credit the Buyer. ECDC Malta received the initial payment as per the contract on 28th June 2021 and €400 000 were repaid from ECDC Malta on behalf of ECDC Cayman - repayment liabilities. At the time of acquisition BSP took into consideration valuation of the property at an amount €834 000.

10. Intangible assets

At the end of 2020, after participating in an open concession award procedure, the Group through Camping South Beach received the concession rights over the sea beach "Camping Gradina". During the active summer season of 2020 the beach is managed by CSB under the terms of a lease agreement. The concession agreement enters into force on 17.10.2020, and at the beginning of 2021 the handover of the sea beach by the grantor Ministry of Tourism to the concessionaire was carried out. The term of the contract is 20 years. The concession contract of CSB grants the right to operate the sea beach, performing alone or through subcontractors providing visitors to the sea beach of the following services: beach services, including the provision of umbrellas and sunbeds, services in fast food restaurants, sports and entertainment services, water attraction services, health and rehabilitation services and other events, after prior agreement with the grantor. A condition for operation of the concession site is the implementation of mandatory activities, which include provision of water rescue activities, security of the adjacent water area, health and medical services for beach users, sanitary and hygienic maintenance of the beach, maintenance for use of the elements of the technical infrastructure, the temporary connections, the movable objects, the facilities and their safe functioning.

For 2020 the Group has paid the first due concession fee, which provides the period from the date of entry into force of the concession agreement until the end of the same calendar year and the period from January 1 of the last calendar year in which the concession agreement is valid until the date upon expiration of the contract.

According to the financial model presented by the Company, which is accepted by the grantor and is an integral part of the concession agreement, for the concession period the Group will make additional investments related to the implementation of mandatory activities and investments to improve access to the beach. After the expiration of the concession contract, all constructed sites remain the property of the grantor. The activities related to the operation of the concession site are performed by the concessionaire at his risk and at his expense.

The breakdown of the carrying amount can be presented as follows:

	(Unaudited) 30 June 2021 €	(Audited) 31 December 2020 €
Gross amount		
Opening balance at 01 January	655,876	-
Additions	-	655,876
Closing balance and the period end	<u>655,876</u>	<u>655,876</u>
Amortization		
Opening balance at 01 January	-	-
Amortization expenses	(16,397)	-
Closing balance and the period end	<u>(16,397)</u>	<u>-</u>
Carrying amount at period end	<u>639,479</u>	<u>655,876</u>

11. Bank Loans

	(Unaudited) 30 June 2021 €	(Audited) 31 December 2020 €
Loan from UniCredit (a)	7,000,000	7,018,083
Central Cooperative Bank (b)	10,306,089	10,367,055
	<u>17,306,089</u>	<u>17,385,138</u>
Long term bank loans	8,930,726	8,612,341
Current bank loans	8,772,797	8,772,797
Reconciliation of bank loans		
Beginning of year (gross loan)	17,193,043	17,193,043
Bank loan arrangement fees	8,729	8,729
Interest charged	546,207	546,207
Principal repayments	-	-
Interest payments	(362,841)	(362,841)
Total bank loans	<u>17,306,089</u>	<u>17,385,138</u>

- a) In October 2017, the Company entered into a secured debt funding of €7 million from UniCredit Bulbank AD ("UniCredit"), a leading Bulgarian commercial bank which was used to complete the acquisition of the Ivan Vazov 1 Building. The debt funding from UniCredit is secured by a commercial mortgage on the property valued at €11,329,000. The term of the debt funding is thirty-six months from date of execution of the loan documentation. The repayment shall be made as a one-off payment on the repayment deadline. At the date these financial statements were signed the Company was in the process of renegotiating an extension of the credit repayment. The interest on the loan is the internal interest percentage by the bank plus 3.00%. The interest rate cannot be lower than 3.00%. At year-end date the applicable annual interest rate of the loan is 3.05%.

b) Central Cooperative bank loan and overdraft

	(Unaudited) 30 June 2021 €	(Audited) 31 December 2020 €
Central Cooperative Bank overdraft (i)	663,718	664,605
Central Cooperative Bank overdraft (ii)	7,908,441	7,957,698
Central Cooperative Bank investment loan (ii)	1,733,930	1,744,752
	<u>10,367,055</u>	<u>10,367,055</u>

(i) This is an overdraft with Central Cooperative Bank. The interest on the account is 4.00% and is repayable on 24 June 2022. At the date these financial statements were signed the Company made an extension of the credit repayment period by 12 months. In the beginning of March 2020, the Group successfully negotiated reduction of the interest rates on the loans due to Central Cooperative Bank to 2,8%. The interest rate on the overdraft and the investment loan is 3.6%. In the beginning of March 2020, the Group successfully negotiated reduction of the interest rates on the loans due to Central Cooperative Bank to 2,8%.

(ii) The interest rate on the overdraft and the investment loan is 3.6%. The maturity date for both the overdraft and the investment loan is 21 January 2028. In the beginning of March 2020, the Group successfully negotiated reduction of the interest rates on the loans due to Central Cooperative Bank to 2,8%. In 2020, in connection with the Covid-19 pandemic and the effects on the business environment in Bulgaria, the Governing Council of the Bulgarian National Bank (BNB) approved the implementation of a debt moratorium with a limited duration, allowing for changes in the principal repayment schedule and / or interest on bank loan liabilities, without changing key parameters of the loan agreement. The Group took advantage of this opportunity for debt substitution agreements for the investment loan one of the overdrafts. With annexes from 12.06.2020 and 31.12.2020 a grace period was determined for the due interest from May 2020 to January 2021. The term of repayment of the loans remains unchanged.

12. Trade and other payables

Non-current trade and other payables can be presented as follows:

	(Unaudited) 30 June 2021 €	(Audited) 31 December 2020 €
Concession payable	569,873	571,351
Lease payables	8,837	14,277
	<u>578,710</u>	<u>585,628</u>

The current trade and other payables can be presented as follows:

	(Unaudited) 30 June 2021 €	(Audited) 31 December 2020 €
Trade creditors	1,598,670	663,731
Concession payable	22,392	46,404
Lease payables	7,827	8,506
Other payables	395,275	304,879
	<u>2,024,164</u>	<u>1,023,520</u>

The payable amounting to €1,000,000 represents advance payment received for the sale of one of the investment properties in Plovdiv (note 9).

13. Related party transactions

On 18 June 2020, a subsidiary of the Company, BSPF Project 1 EAD ("Project 1"), entered into a loan agreement with Phoenix Capital Holding Plc (Phoenix). Project 1 lent Phoenix €196,000 at a fixed annual interest rate of 4.5%, with a repayable date of 18 June 2021. At the end of 2020 the debtor made a partial repayment of the loan amounting to €47,429 in the form of paying Group trade payables. The outstanding balance as at 31.12.2020 is € 149 309. The Group has recognized expected credit losses of € 3,950. As at 30.06.2021 the loan is repaid.

In July 2017, the Company appointed Phoenix Capital Management JSC as its investment adviser with responsibility for advising on the investment of the Company's property portfolio. Phoenix Capital Holding Plc owns 79.99% of the Phoenix Capital Management JSC shares. Phoenix Capital Holding Plc, through its wholly owned subsidiary Mamferay Holdings Ltd, holds 24.81% (31.12.2020: 24.81%) of the issued share capital of the Company. Phoenix Capital Management JSC received fees of €107,136 (2020: €107,136). The amount outstanding as at 30.06.2021 is € 53,568 (31.12.2020: €160,704).

Upon the business combination of ECD the Group has recognized €3,982,084 as payables to Sienit Holdings AD owner of 30% of Targovski Park Kraimorie. The liabilities represent loans granted by the shareholder. The Group has recognized interest expenses for 2021 of €120,163 (2020: €166,080). The outstanding liabilities as at 30.06.2021 are €4,268,328 (31.12.2020: €4,148,164).

Upon the business combination the Group has acquired a receivable from Sienit Holding AD. The nominal value is €1,325,000, but at acquisition date it has been fully impaired. As at 31.12.2020, the board has made a valuation of the recoverability and 50% of nominal value (€662,500) has been recognized. The Group has successfully arranged new a repayment schedule with the Sienit Holding AD

14. Net asset value per share

	(Unaudited) 30 June 2021 €	(Unaudited) 30 June 2020 €
Net assets attributable to owners of the parent (€)	21,840,099	22,392,434
Number of ordinary shares outstanding	1,813,323,603	1,813,323,603
Net Asset Value (cents)	1.20	1.23

15. Events after reporting date

European Convergence Development Company PLC ("ECDC") Sale

As of September 30, 2021, Black Sea Property PLC is entering into an Agreement for the Purchase and Sale of Shares and Receivables of European Convergence Development (Cayman) Limited and ECD Management (Cayman) Limited. The agreed price of the sale is EUR 4.5m. Details of the fair value of assets and liabilities of the ECDC group that were acquired on 21 February 2020 are disclosed in note 5.