

Report of the auditors to the members of Themis Holdings Limited

Report on the financial statements

1 We have audited the financial statements of Themis Holdings Limited on pages 5 to 14, which comprise the balance sheet as at 31 December 2004 and the statement of operations, statement of changes in equity and cash flow statement for the period from 3 December 2003 (date of incorporation) to 31 December 2004 and the related notes. These financial statements are the responsibility of the Board of Directors. Our responsibility is to express an opinion on these financial statements based on our audit. This report is made solely to the Company's members, as a body, in accordance with Section 156 of the Companies Law, Cap. 113. Our audit work has been undertaken so that we might state to the Company's members 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 members as a body, for our audit work, for this report, or for the opinions we have formed.

2 We conducted our audit in accordance with International Standards on Auditing. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the Board of Directors, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

3 In our opinion, the financial statements give a true and fair view of the financial position of Themis Holdings Limited as of 31 December 2004 and of its financial performance and its cash flows for the period from 3 December 2003 (date of incorporation) to 31 December 2004 in accordance with International Financial Reporting Standards and the requirements of the Companies Law, Cap. 113.

(3)

Board Members: Phidias K. Plides (Chief Executive Officer), Dinos N. Papadopoulos, Tassos I. Televantides, Panikos N. Tsiailis, Christakis Santis, Stephanos D. Stephanides, Costas L. Hadjiconstantinou, George Foradaris, Costas M. Nicolaides, Angelos M. Loizou, Vasilis Hadjivassiliou, Savvas C. Michail, Costas I. Mavrocordatos, Christos M. Themistocleous, Panicos Kaouris, Nicos A. Neophytou, George M. Loizou, Androulla S. Pittas, Andreas T. Constantinides, Timothy D. Osborne, Pantelis G. Evangelou, Liakos M. Theodorou, Stelios Constantinou, Tassos Procopiou, Theo Parperis, Constantinos Constantinou, Petros C. Petrakis, Philippos C. Soseilos, Evgenios C. Evgeniou, Christos Tsofakis, Nicos A. Theodoulou, Nikos T. Nikolaidis, Cleo A. Papadopoulou, Marios S. Andreou, Nicos P. Chimarides, Aram Tavitian, Constantinos Taliotis

Directors of Operations: Adrian Ioannou, Stavros A. Kattamis, Androulla Aristidou, Achilles Chrysanthou, George Skapoullaros

Non-Executive Chairman: Michael H. Zampelas

Consultant: Loizos Shakallis

Offices: Nicosia, Limassol, Larnaca, Paphos

PricewaterhouseCoopers Ltd is a private company,
Registered in Cyprus (Reg. No. 143594)

4 Pursuant to the requirements of the Companies Law, Cap. 113, we report the following:

- (a) We have obtained all the information and explanations we considered necessary for the purposes of our audit.
- (b) In our opinion, proper books of account have been kept by the Company.
- (c) The Company's financial statements are in agreement with the books of account.
- (d) In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Companies Law, Cap. 113, in the manner so required.
- (e) In our opinion, the information given in the report of the Board of Directors on page 2 is consistent with the financial statements.

PricewaterhouseCoopers Limited
Chartered Accountants

Nicosia
17 February 2005

Themis Holdings Limited

Statement of operations for the period from 3 December 2003 (date of incorporation) to 31 December 2004

	Note	EUR
Interest income		1,183
Administrative expenses		(88,857)
Loss from operations	4	<u>(87,674)</u>
Finance costs - net	5	(1,270)
Loss before tax		<u>(88,944)</u>
Tax	6	(118)
Net loss for the year		<u><u>(89,062)</u></u>

The notes on pages 9 to 14 form part of these financial statements.

Themis Holdings Limited

Balance sheet at 31 December 2004

	Note	EUR
Assets		
Non-current assets		
Investment in subsidiary undertaking	7	3,010,000
Current assets		
Receivables and prepayments	8	23,462,780
Cash and cash equivalents		261,138
		<u>23,723,918</u>
Total assets		<u><u>26,733,918</u></u>
Equity and liabilities		
Capital and reserves		
Share capital	9	201,000
Share premium	9	26,570,174
Accumulated losses		(89,062)
		<u>26,682,112</u>
Current liabilities		
Trade and other payables	10	51,688
Current tax liabilities		118
		<u>51,806</u>
Total liabilities		<u>51,806</u>
Total equity and liabilities		<u><u>26,733,918</u></u>

On 17 February 2005 the Board of Directors of Themis Holdings Limited authorised these financial statements for issue.

Stelios Triantafyllides, Director

Arta Antoniou, Director

The notes on pages 9 to 14 form part of these financial statements.

Themis Holdings Limited

Cash flow statement for the period from 3 December 2003 (date of incorporation) to 31 December 2004

	Note	EUR
Cash flows from operating activities		
Loss before tax		(88,944)
Adjustment for:		
Interest income		(1,183)
		<hr/>
Changes in working capital:		(90,127)
Receivables and prepayments	8	298,394
Trade and other payables	10	51,688
		<hr/>
Net cash from operating activities		259,955
		<hr/>
Cash flows from investing activities		
Interest received		1,183
		<hr/>
Net cash from investing activities		1,183
		<hr/>
Net increase in cash and cash equivalents		261,138
Cash and cash equivalents at beginning of period		-
		<hr/>
Cash and cash equivalents at end of period		261,138
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The acquisition of the investment in subsidiary (Note 7), the receivable from related party (Note 8) and the issue of share capital (Note 9) involved no cash outflows or inflows and are therefore not reflected in the cash flow statement.

The notes on pages 9 to 14 form part of these financial statements.