Company Registration Number: 07140949

PISTI HOLDINGS LIMITED

STRATEGIC REPORT, DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2016

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FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2016

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OFFICERS AND PROFESSIONAL ADVISERS

Directors Mr M H Filer (Resigned 10 April 2017)

Mrs M Clarke-Whelan

Mr D J Wynne (Appointed on 27 March 2017) Wilmington Trust SP Services (London) Limited

Company secretary Wilmington Trust SP Services (London) Limited

Company number 07140949

Registered office c/o Wilmington Trust SP Services (London) Limited

Third Floor

1 King's Arm Yard

London EC2R 7AF

Auditor KPMG LLP, Statutory Auditor

Chartered Accountants 15 Canada Square Canary Wharf London

E14 5GL

STRATEGIC REPORT

FOR THE YEAR ENDED 31 DECEMBER 2016

The directors present their strategic report of Pisti Holdings Limited (the "Company") for the year ended 31 December 2016.

GENERAL

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the Company is to hold an investment in Pisti 2010-1 Plc (the "Subsidiary").

Pisti 2010-1 Plc was incorporated as a Public Limited Company on 29 January 2010. The principal activities of the Subsidiary are those of a special purpose vehicle, set up to acquire a portfolio of consumer loans arising under certain Open Loan Accounts and Credit Card Accounts (the "Receivables"), and to finance such activities by issuing securities, entering into financial instruments and derivative contracts, raising or borrowing money and lending money with or without security subject to and in accordance with the terms of the relevant transaction documents.

In accordance with a securitisation prospectus dated 25 February 2010, on 25 February 2010 the Subsidiary issued €602,400,000 Series 2010-1 Class A Asset Backed Fixed Rate Notes and €353,900,000 Series 2010-1 Class B Asset Backed Floating Rate Notes due February 2021 in order to purchase a portfolio of consumer loans from Alpha Bank AE in Greece. The fixed and floating rate loan notes are due to mature in February 2021 and are listed on the Irish Stock Exchange.

RESULTS AND DIVIDENDS

The Company's results for the year and its financial position at the year-end are shown in the attached financial statements. The result for the year ended was Enil (2015: Enil). The directors have not recommended a dividend.

MANAGEMENT OF THE BUSINESS AND FUTURE DEVELOPMENTS

The directors expect that the present level of activity will be sustained in the near future and the activities of the Company are limited to investment in the Subsidiary which holds and manages the portfolio of consumer loans acquired from Alpha Bank AE.

On 23 June the UK voted to leave the EU. Subsequently, the triggering of Article 50 took place on 29 March 2017. At the date of signing these accounts the Directors do not foresee any immediate risks crystallising, however, they acknowledge the uncertainty that now exists. The directors will continue to keep this under review.

On behalf of the Board

Mignon Clarke-Whelan

Och

On behalf of Wilmington Trust SP Services (London) Limited

Director

30 June 2017

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2016

The directors present their report and the audited financial statements of Pisti Holdings Limited (the "Company" for the year ended 31 December 2016 with comparatives for the year 31 December 2015.

THE DIRECTORS

The directors who served the Company during the period were as follows:

Mr M H Filer (Resigned 10 April 2017) Mrs M Clarke-Whelan Mr D J Wynne (Appointed on 27 March 2017) Wilmington Trust SP Services (London) Limited

DIVIDENDS

The directors have not recommended a dividend (2015: €nil).

DONATIONS

The Company made no political or charitable donations during the period under review.

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE STRATEGIC REPORT AND THE DIRECTORS' REPORT AND THE FINANCIAL STATEMENTS

The directors are responsible for preparing the Strategic report and the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare Company financial statements for each financial period. Under that law they have elected to prepare the Company financial statements in accordance with IFRSs as adopted by the EU and applicable law.

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the company for that year

In preparing these financial statements, the directors are required to:

- Select suitable accounting policies and then apply them consistently;
- Make judgements and estimates that are reasonable and prudent;
- State whether they have been prepared in accordance with IFRSs as adopted by the EU; and
- Prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that its financial statements comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

DIRECTORS' REPORT (continued)

FOR THE YEAR ENDED 31 DECEMBER 2016

CORPORATE GOVERNANCE

The directors have been charged with governance in accordance with the transaction documents describing the structure and operation of the transaction. The governance structure of the Company is such that the key policies have been predetermined at the time of issuance and the operational roles have been assigned to third parties with their roles strictly governed by the transaction documents.

The transaction documents provide for procedures that have been designed for safeguarding assets against unauthorised use or disposition, for maintaining proper accounting records, and for the reliability and usefulness of financial information used within the business or for publication. Such procedures are designed to manage rather than eliminate the risk of failure to achieve business objectives whilst enabling them to comply with the regulatory obligations.

Due to the nature of the securities which have been issued on the Irish Stock Exchange, the directors are satisfied that there is no requirement to publish a corporate governance statement and that the Company is largely exempt from the disclosure requirements of the provisions of the UK Code Corporate Governance.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITOR

Each of the directors confirms that:

- so far as the directors are aware, there is no relevant audit information of which the Company's auditor is unaware; and
- they have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

AUDITORS RE-APPOINTMENT

The present auditor KPMG LLP is resigning to be replaced by Deloitte for the period beginning 1 January 2017.

By order of the Board

Man

Mignon Clarke-Whelan on behalf of Wilmington Trust SP Services (London) Limited

Director

30 June 2017

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF PISTI HOLDINGS LIMITED

We have audited the financial statements of Pisti Holdings Limited for the year ended 31 December 2016 set out on pages 6 to 15. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards ("IFRSs") as adopted by the European Union.

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. 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.

Respective responsibilities of directors and auditor

As explained more fully in the Statement of Directors' Responsibilities set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit, and express an opinion on, the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2016 and of its result for the year then ended;
- have been properly prepared in accordance with IFRSs as adopted by the EU; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matters prescribed by the Companies Act 2006

In our opinion the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Based solely on the work required to be undertaken in the course of the audit of the financial statements and from reading the Strategic report and the Directors' report:

- · we have not identified material misstatements in those reports; and
- in our opinion, those reports have been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Michael McGarry (Senior Statutory Auditor)

for and on behalf of KPMG LLP, Statutory Auditor

Chartered Accountants
15 Canada Square

M.M.C

Canary Wharf London

E14 5GL

30 June 2017

STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2016

	Note	2016 €	2015 €
Other income		-	=
Result before tax for the year		-	-
Taxation	4	-	
Result for the year		-	-
Other comprehensive income, net of tax		-	
Total comprehensive result for the year attributable to equity holders of the Company	7		

The notes on pages 10 to 15 form part of these financial statements.

STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2016

	Notes	2016 €	2015 €
Assets Investment in Subsidiary Cash and cash equivalents Total assets	5 6	14,283 1 14,284	14,283 1 14,284
Equity Share capital Retained earnings Total equity	7 7	1 10,189 10,190	1 10,189 10,190
Liabilities Other creditors	8	4,094 4,094	4,094 4,094
Total liabilities	,	4,094	4,094
Total equity and liabilities		14,284	14,284

These financial statements for Pisti Holdings Limited, Company registration 07140949, on pages 6 to 15 were approved and authorised for issue by the directors on 30 June 2017 and are signed on their behalf by:

Mella

Mignon Clarke-Whelan on behalf of Wilmington Trust SP Services (London) Limited Director

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2016

	Share Capital	Retained Earnings	Total
	$oldsymbol{\epsilon}$	€	€
Balance at 1 January 2015	1	10,189	10,190
Result for the year	<u> </u>		
Balance attributable to equity holders as			
at 31 December 2015	1	10,189	10,190
Result for the year			
Balance attributable to equity holders as			
at 31 December 2016	1	<u>10,189</u>	<u> 10,190</u>

The notes on pages 10 to 15 form part of these financial statements.

STATEMENT OF CASH FLOW

FOR THE YEAR ENDED 31 DECEMBER 2016

	2016	2015
Cash flows from operating activities	€	€
Result before tax for the year	-	-
Increase in other payables	-	
Net cash from operating activities before tax		
Tax paid		
Net cash used in operating activities after tax	-	
Cash flows used in investing activities		
Investment in Subsidiary	<u></u>	
Cash flows used in investing activities		
Cash flows from financing activities		
Issue of shares		
Net cash from financing activities	 =	·
Net increase in cash and cash equivalents		
Cash and cash equivalents at start of the year	1	1
Cash and cash equivalents at end of the year	1	1

The notes on pages 10 to 15 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2016

1. PRINCIPAL ACCOUNTING POLICIES

Pisti Holdings Limited is a Limited Company incorporated and domiciled in England and Wales with registered number 07140949.

Basis of preparation

These financial statements have been prepared and approved by the directors in accordance with International Financial Reporting Standards ("IFRS") adopted by the European Union (EU) ("Adopted IFRS").

The Company has adopted all of the new and revised Standards and Interpretations issued by the International Accounting Standards Board (IASB) and the International Financial Reporting Interpretations Committee (the IFRIC) of the IASB that are relevant to its operations and effective for its period of reporting beginning 1 January 2016.

The financial statements have been prepared under the historical cost convention.

The Company mainly transacts in Euros ("E"), therefore, the Euro is its functional and presentational currency.

Investments

Investments are stated in the statement of financial position at cost, less any provision for impairment. The Company does not prepare consolidated financial statements as the Company's Subsidiary is included in the consolidated financial statements of Alpha Bank AE which are publicly available. The Company therefore does not prepare consolidated financial statements.

Cash and cash equivalents

For the purposes of the Statement of Cash flow, cash and cash equivalents comprise balances with less than 3 months to maturity.

Interest income and interest expense

Interest income and expense for all interest-bearing financial instruments are recognised on an accruals basis within 'interest income' and 'interest expense' in the statement of comprehensive income using the effective interest rate method.

Consolidation

The Company is exempt from the requirement to prepare group financial statements by virtue of section 400 of the Companies Act 2006. The financial statements present information about the Company as an individual undertaking.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2016

1. PRINCIPAL ACCOUNTING POLICIES (continued)

Taxation

Income tax expense consists of current tax and deferred tax. It is recognised in the Statement of Comprehensive Income, except to the extent that it relates to items recognised directly in equity, in which case it is recognised directly in equity.

Current tax is the expected tax payable on the taxable income for the period.

Deferred tax is the tax that will be paid or for which relief will be obtained in the future resulting from the different period that certain items are recognised for financial reporting and tax purposes. It is provided for temporary differences arising between the tax base of assets and liabilities and their carrying amounts in the financial statements except where the initial recognition of assets or liabilities affect neither accounting nor taxable profit. Deferred tax assets and liabilities are provided based on the expected manner of realisation or settlement using tax rates (and laws) enacted at the reporting date. A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, taking into consideration the enacted tax rates at the balance sheet date.

2. SEGMENTAL REPORTING

The principal asset of the Company is the investment in the Subsidiary. The directors do not consider it necessary to provide a further analysis of the results of the Company from those already disclosed in these financial statements.

3. OTHER OPERATING EXPENSES

Auditor's remuneration of £3,600 (2015: £3,600) has been borne by the Company's Subsidiary and therefore not charged in arriving to the profit before taxation. No amounts were received by the Company's auditor in respect of services to the Company other than audit of the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2016

4. TAXATION

(a) Analysis of charge in the year:

	2016	2015
•	€	€
Current tax:		
Corporation tax charge for the year	-	-
Prior year adjustment		
Total income tax charge in income statement		

(b) Reconciliation of effective tax rate

The tax assessed on the profit on ordinary activities for the year equal to the standard rate of corporation tax in the UK of 20% (2015: 21%).

	2016 €	2015 €
Profit before tax		
Profit before tax multiplied by the standard rate of corporation tax in the UK of 20% (2015: 21%)	- .	-
Prior year adjustment Total income tax charge		

As at 31 December 2016, there are no tax-related contingent assets or contingent liabilities in accordance with International Accounting Standard No. 37 'Provisions, Contingent Liabilities and Contingent Assets' (IAS 37).

The UK corporation tax rate was reduced from 21% to 20% on April 2015. Further reductions to 19% (effective from 01 April 2017) and to 18% (effective 01 April 2020) were substantively enacted at the reporting date. This will reduce current tax charges accordingly. Subsequently the UK government announced that the UK corporation tax rate will reduce further to 17% from 01 April 2020. It has not been possible to quantify the full anticipated effect of the announced further rate reduction, although this will reduce the company's future current tax charge accordingly.

5. INVESTMENT IN SUBSIDIARY

	2010	2013
Company	€	ϵ
Balance at the beginning of the year	14,283	14,283
Acquisitions during the year		
Balance carried forward at year end	<u>14,283</u>	<u>14,283</u>

2016

2015

The investment represents the acquisition of 99.99% of the newly issued ordinary share capital of Pisti 2010-1 Plc, a special purpose entity incorporated in England and Wales, on 29 January 2010. Pisti 2010-1 Plc was established in order to issue floating rate loan notes due February 2021 ("the Notes"), to acquire the beneficial interest in a portfolio of consumer loans, on the basis of the Eligibility Criteria (the "Receivables") from Alpha Bank AE in Greece, to open accounts, to create security and receive interest in respect thereof, and to enter into certain related transactions as described in the Offering Circular dated 25 February 2010. The shares were purchased at par for cash consideration of €14,283 and the net assets of the Subsidiary were €14,283 at this date (comprising only cash on issuance of shares). At 31 December 2016 the net assets of the Subsidiary exceeded the cost of investment in the Subsidiary.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2016

6. CASH AND CASH EQUIVALENTS

	2016	2015
	ϵ	€
Cash and bank current accounts	1	1
	1	1

7. TOTAL EQUITY

Company	Share capital	Retained earnings	Total
• •	ϵ	ϵ	€
Balance at 1 January 2015	1	10,189	10,190
Result for the year			
Balance at 31 December 2015	1	10,189	10,190
Result for the year			
Balance at 31 December 2016	1	<u> 10,189</u>	<u> 10,190</u>

There are 100 authorised ordinary shares of £1 each. The issued share capital consists of 1 fully paid ordinary share. The holders of ordinary shares as entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company.

8. OTHER CREDITORS

	2016	2015
	$oldsymbol{\epsilon}$	ϵ
Amount due to Subsidiary undertaking	4,094	4,094
	<u>4,094</u>	<u>4,094</u>

2016

9. FINANCIAL RISK MANAGEMENT

The directors have considered the financial risks affecting the Company and have included below the relevant disclosures of interest rate, credit, liquidity and currency risks.

Liquidity risk

The Company has no liabilities. The directors do not consider liquidity risk to be significant.

Currency risk

All of the Company's financial assets and liabilities are denominated in Euros ("E"), and therefore there is no foreign currency risk.

Financial instruments

The Company's financial instruments comprise an investment, cash and various receivables and payables that arise directly from its operations.

Fair value

There is no significant difference between the carrying amount and the fair value of the Company's financial instruments.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2016

9. FINANCIAL RISK MANAGEMENT (continued)

Re-pricing analysis

The following table details the Company's exposure to interest rate risk by the earlier of contractual maturities or re-pricing:

At 31 December 2016	1 to 6 months €	Non - interest bearing €	Total €
Assets Investment Cash and cash equivalents Total assets	<u>1</u>	14,283	14,283 1 14,284
Equity Issued capital Retained earnings	-	1 	1 10,189 10,190
Liabilities Other creditors Total liabilities		4,094 4,094	4,094 4,094
At 31 December 2015	1 to 6 months €	Non - interest bearing €	Total €
At 31 December 2015 Assets Investment Cash and cash equivalents Total assets	months	bearing	
Assets Investment Cash and cash equivalents	months €	bearing € 14,283	€ 14,283 1

10. RELATED PARTY TRANSACTIONS

During the year administration and accounting services were provided to the Pisti 2010-1 Plc and Pisti Holdings Limited by Wilmington Trust SP Services (London) Limited for which Wilmington Trust SP Services (London) Limited earned €40,882 (2015: €42,433) including irrecoverable VAT. Mr D J Wynne, a director of the Company is also a director of Wilmington Trust SP Services (London) Limited. Mrs M Clarke-Whelan, who is a director of the Company, is an employee of Wilmington Trust SP Services (London) Limited.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2016

11. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

Pisti Holdings Limited is a Company incorporated in United Kingdom and registered in England and Wales.

Wilmington Trust SP Services (London) Limited holds the entire share capital in Pisti Holdings Limited under a declaration of trust for charitable purposes. Alpha Bank AE has no direct ownership interest in the Company. However, in accordance with IFRS 10 the results of the Company are included in the consolidated financial statements of Alpha Bank AE a company incorporated in Greece, whose principal place of business is 40 Stadiou, 102 52 Athens, Greece. It is the largest and smallest group into which the results of the Company are consolidated. The registered office of Wilmington Trust SP Services Limited is given on page 1.

12. POST BALANCE SHEET EVENT

There are no subsequent events requiring disclosure in the financial statements.