

**Detailed Report on the Draft Demerger Deed  
(article 61 of L.4601/2019)**

of the Director-Manager of the societe anonyme styled “FUNTASTICLAND SINGLE MEMBER SA” (the “Company” or “Beneficiary”), with GCR no. 157890607000, having its registered office in Agios Ioannis Rentis in Attica.

**TO  
the General Meeting**

The Director-Manager’s decision dated 04.02.2021 concerning initiation of the process of demerger through spin-off of the following sector (the "Sector") of AVE SA, with GCR no. 353601000 (the “Demerged Entity”), through absorption by the Company was made in light of the evaluation that it will contribute to a more streamlined operating structure for the Company, to the utilisation of specialised experience and know-how, and to a more efficient management of resources that will help create larger specialised financial units, ultimately aiming at improving the Company’s financial results.

**1. Preamble-Background**

In the context of optimising the Company's structure, the Director-Manager of the Company decided, in his resolution adopted on 04.02.2021, to initiate the preparatory process of absorption by the Company, through spin-off of the amusement parks sector and, in specific, of amusement parks “ALLOUFUNPARK” and “KIDOM”, operating in Agios Ioannis Rentis in Attica (the “Spin-off”).

Upon consummation of the Spin-off, the Demerged Entity will obtain a shareholding participation in the Company in consideration of the transfer of the Sector.

This report aims at explaining and justifying, from a legal and financial point of view, the Draft Demerger Deed that was jointly drafted by the Company’s authorised officers and the Demerged Entity, in accordance with the provisions of article 61, L. 4601/2019.

## **2. Rationale & benefits of the Demerger from a financial and legal point of view**

The purpose of the Spin-off is the following:

- a) to implement a more streamlined and efficient administrative set-up,
- b) to improve financial results which are certain to contribute to the Company's strengthening, and
- c) to achieve greater benefit for the Company's shareholder.

### **Legal Framework**

It is recommended that the Spin-off be implemented in accordance with the applicable provisions of Law 4601/2019 on corporate transformation, supplemented by the provisions of Law 4548/2018 re: societies anonymes and the provisions of Law 4172/2013.

The Spin-Off will be completed after all conditions are satisfied and upon expiry of the time-limits required under applicable legislation. As of the consummation of the Spin-off, the Company will become global successor of the Demerged Entity's transferred assets, substituting the Demerged Entity in all its legal relations with third parties relating to the Sector.

### **3. Exchange Ratio**

3.1. Summarised below is the net position of the sector in euro, as reflected in the Auditors' Report.

Amusement parks sector €20,990

The Beneficiary's current share capital is as follows:

The Beneficiary's share capital currently amounts to 50,000 euro, divided into 5,000 common registered shares of a nominal value of 10 euro each. The sole shareholder of the Beneficiary is Vassileios Georgopoulos.

3.2. According to the Accounting Statement for the Sector and the Auditors' Report, and taking into consideration the Beneficiary's current share capital mentioned above, its share capital after consummation of the Spin-off will be as follows:

The additional share capital that will result on the basis of the values of the net assets concerning the Sector, as same were estimated in the Auditors' Reports, will be equal to 20,990 euro, corresponding to 2,099 shares of a nominal value of 10 euro each. In this light, upon consummation of the Spin-off, the Beneficiary's share capital will amount to 70,990 euro (i.e. the existing share capital of 50,000 euro, plus 20,990 euro representing the Sector's value), divided into 7,099 common registered shares (i.e. 5,000 existing shares plus 2,099 shares for the Sector), of a nominal value of 10 euro each.

3.3. The method selected for the exchange ratio between the Demerged Entity's shares and the shares to be received from the Beneficiary in consideration of the transfer of the Sector, is the net position approach.

In this light:

The Demerged Entity will receive from the Beneficiary 2,099 shares of a nominal value of 10 euro each, in consideration of the contribution of the Sector.

The exchange ratio of the contribution of the net position of the Demerged Entity's sector to the shares to be received from the Beneficiary is considered fair and reasonable.

Following the above, the shareholding structure of the Company is formulated as follows;

- 1) Vassileios Georgopoulos: 70.43%
- 2) AVE SA: 29.57%.

Moreover, it is noted that, as the Director -Manager was informed by the Board of Directors of the Demerged Entity, there were no particular challenges in the valuation of the Sector's assets and liabilities, and there has been no significant change in these assets and liabilities from the date of the relevant Auditors' Report to this day.

Finally, it is noted that the Company is not part of a Group of companies in the sense of L. 4308/2014, therefore it is not necessary to provide information regarding any other company.

#### **4. Conclusion**

For the above reasons, the Director-Manager estimates that the Company's position will be strengthened as a result of the above Spin-off. This Report will be filed with the General Commercial Registry and published on its website, will be available at the Company's registered office so as to be brought to the shareholder's attention at least one (1) month prior to the session of the General Meeting of the sole shareholder, and will be submitted to the General Meetings of the Company and the Demerged Entity as provided by L.4601/2019.

Agios I. Rentis, 15/02/2021.

For "FUNTASTICLAND SINGLE MEMBER SA"