YIALLOURIDES & PARTNERS LTD
CHARTERED ACCOUNTANTS

Transparency report 2025

YIALLOURIDES & PARTNERS LTD
CHARTERED ACCOUNTANTS

01	Managing Director's Statement	03-04
02	Legal Structure and Ownership	05-06
03	Internal Quality Controls and policies	07-21
04	External Assurance Report	22-22
05	Public Interest Entities	22-22
06	Revenue Analysis	23-23
07	Directors Renumeration	23-23

01

Managing Director's Statement

We live in a world marked by relentless geopolitical instability, where conflicts, economic shifts, and global uncertainties directly impact on the daily lives of individuals, businesses, and communities everywhere.

We sustain high standards through ongoing investment in our team—via continuous training programs that sharpen expertise, personalized development initiatives that nurture growth, and strategic recruitment of young, dynamic talents eager to innovate. This approach ensures we not only meet but exceed our clients' evolving needs, delivering tailored services with meticulous care, diligence, and a proactive mindset that anticipates challenges before they arise.

In 2025 the shareholder of the Company created a new Company, Yiallourides & Partners Fund Administration Ltd, that will provide back-office services to Fund Managers.

We look ahead with a positive outlook, cultivating resilience to navigate challenges. By fostering adaptability, and a growth mindset, we build a sustainable path forward that turns obstacles into steppingstones for long-term success.

This report is prepared in line with the objectives of the European Union's 8th Company Law Directive for transparency, the Directive 2014/56/EU of the European Parliament and of the Council of 16 April 2014, the Regulation EU 537/2014, and the Cyprus Auditors Law of 2017, that harmonizes Cyprus legislation with the relevant EU directives and regulations relating to the audit profession.

Our audit firm is committed to fulfill all the requirements derived from the above- mentioned Laws that aim to promote transparency to the audit process. ■

02

Legal Structure & Ownership

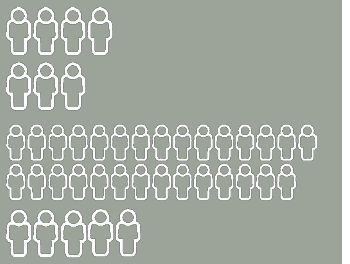
Yiallourides & Partners LTD Chartered Accountants is a private limited liability company incorporated in Cyprus with the registered office being at 4 Sotiri Tofini, Audeh Quarters, 1st Floor, 4102 Limassol, Cyprus. The Company's offices are situated at its registered office.

The firm's major shareholder is George Yiallourides (FCA) who holds 100% of the issued Ordinary shares. Mr. Panicos Charalambous holds 100% of the B class shares. The Company has three qualified Accountants and one Accountant as Board members as well as 39 staff members. The company adopts 31 December as its financial year.

The firm is governed by the Shareholders General Meeting, the highest body of the Company, it has the right to decide for every matter concerning the Company and the Board of Directors has the authority and the obligation to account for the execution of the strategy and management of the Company's activities including ensure highest quality of work, healthy business development and compliance of Laws and regulations. The Board of Directors consists of four members and is headed by the Managing Director.

The members of the Board are:	
George Yiallourides (FCA)	*Managing Director*
Panicos Charalambous (FCA)	*Director*
Athos Malialis (FCCA)	*Director*
Despina Demosthenous	*Director*

The Company as at 31 December 2025 employed:	
Directors	4
Managers	3
Professional Staff	27
Administration Staff	5



03

Internal quality controls & policies

Our firm's mission is to provide our clients' quality work with the highest standards of professionalism. To achieve and maintain that level of quality we have established a framework that assures that these standards alongside the regulatory and legal requirements are met. In December 2022 we developed and implemented ISQM1.

Elements of Quality Control System

The seven areas that are addressed by our firm’s quality control policies and procedures are the following:

- A. Governance & Leadership responsibilities for quality within a firm
- B. Ethical requirements and independence
- C. Acceptance and continuance of client relationships and specific engagements
- D. Human resources
- E. Engagement performance
- F. Monitoring
- G. Information & Communication

A Leadership responsibilities for quality within a firm

The firm is led by the Managing Director who assumes ultimate responsibility for the firm's system of quality control. The Managing Director ensured that the firm is diligent in complying with ISA's and relevant legislation/ guidance and has established policies which promote a culture of quality within the organisation.

The MD has placed particular importance on making sure that firm's business strategy is subject to the overriding requirement for a firm to achieve quality in all the engagements that our firm performs, and stresses that:

- to ensure quality in all assignments that we perform
- to ensure commercial considerations never override the quality of performance
- to ensure sufficient resources are devoted to the development, documentation and support of the firm's quality control policies and procedures
- to ensure all audit work is controlled and signed off only by appropriate Audit Partners
- to ensure that all audits are conducted within the International Standards on Auditing; and
- to ensure that all other work covered by ISQM1 is undertaken in a quality environment.

The firm's management has assigned operational responsibility for the firm's quality control system to Haig Shadarevian, FCCA that has sufficient and appropriate experience, ability and authority.

The firm's compliance procedures are regularly monitored to ensure that they are being complied with and that those procedures are updated and notified to all principals and staff.

The principal who is delegated to take responsibility for audit compliance is Mr. Panicos Charalambous, FCA.
The principal chosen to fill the role is familiar with all aspects of the audit regulations, the requirements of the International Standards of Auditing (ISAs) and has a commitment to ensure that the practice complies with all of these. ▶

B Ethical requirements and independence

The firm has established policies and procedures designed to provide it with reasonable assurance that the firm, its personnel and where applicable others subject to independence requirements (including external consultants) maintain independence as required by the IFAC Code of Ethics (as revised) and ICPAC. ▶

The firm

Communicates its independence requirements to personnel and any others bound by them

Identifies & evaluates threats to its independence and

apply appropriate safeguards as required

The Ethics Principal of the firm is George Yiallourides. The role of the Ethics Principal is to give guidance to colleagues on ethical matters, and to keep colleagues up to date on changes to ethical standards.

The firm has established policies and procedures designed to provide it with reasonable assurance that the firm, its personnel and where applicable others subject to independence requirements (including external consultants) maintain independence when required by the IFAC Code of Ethics.

Independence is linked to the principles of objectivity and integrity. It comprises:

Independence of mind

The state of mind that permits the expression of a conclusion without being affected by influences that compromise professional judgment, thereby allowing an individual to act with integrity, and exercise objectivity and professional skepticism.

Independence in appearance

The avoidance of facts and circumstances that are so significant that a reasonable and informed third party would be likely to conclude that a firm's, or an audit team member's, integrity, objectivity or professional skepticism has been compromised.

The firm has policies and procedures in place to provide it with reasonable assurance that in case of breaches of independence, appropriate action is taken thereon to resolve the matter:

01 staff must notify the firm of any independence breaches of which they become aware immediately; and

02 breaches must be notified to the Audit Engagement Partner who must address the matters raised.

In addition to ensure independence the Companies follows the provision of IFAC Code of Ethics as revised including:

03 Criteria have been set for determining the need for safeguards to reduce the familiarity threat to an acceptable level when using the same personnel on an engagement over a long period of time; and

04 for all audits, the rotation of the engagement partner after a specified period.

05 Have set a strict ceiling of % of income from the same source of a large number of clients.

* In cases where the firm's independence is threatened (other than those cases where we are specifically not allowed to act), then an independent review will be carried out by a 3rd party advisor that has the expertise to review and consult for such matters.
All partners and members of staff are aware and follow the provisions of the IESBA Code on Ethics (as revised). ■

C Acceptance & continuance of client relationships and specific engagements

The firm only accepts or continues an assignment provided we have established that the client concerned does not lack integrity, that we are competent to perform the services required and that we can comply with the IESBA code.

We consider the following factors when accepting or continuing audit relationships or engagements:

- the integrity of the client
- the firm's competence to perform the engagement
- and ethical requirements

Procedure

The procedure for the acceptance of new clients:

- Request the compliance Dept. to review the case and provide you, its comments.
- If the potential client is accepted by the Compliance Dpt. the check and complete the independence questionnaire and the new client acceptance questionnaire.
- If there are no issues then request PCL from the previous auditors, if applicable.
- If there are issues with independence that can be addressed then update the List of Companies with independence issues with a full explanation of how these issues can be addressed, obtain the approval of the BOD and once given then request PCL.
- If the client is rejected then inform them, accordingly, otherwise proceed with the signing of the engagement Letter once the PCL is provided.

Audit fees

The fees will be based on taking into consideration the estimated chargeable hours. Taking into consideration factors such as (see planning section of the audit manual:

- The complexity of the audit,
- The high-risk areas
- The nature of the industry
- Whether it is a first-year audit and there is not much knowledge of the quality of work/information to be provided to the team
- The technical competence of the clients accounting Dpt.
- The technical competence of the person that has prepared the Financial Statements
- Last year's chargeable hours and points brought forward
- Whether a second review is necessary
- Whether an independent professional will be needed
- Previous experience of our staff members on similar assignments
- Whether the Company is high risk, PIE, CySec regulate etc. ■

D Human resources

The firm will only employ audit staff who have the relevant integrity and competencies and meet the high standards expected of the firm.

A professional accountant shall comply with the principle of integrity, which requires an accountant to be straightforward and honest in all professional and business relationships.

The firm has a comprehensive recruitment procedure and ensures that capabilities and competence are developed and maintained by:

- Professional education;
- CPD, including training;
- Mentoring and coaching by experienced staff
- There is also evaluation of, and counselling on, performance, progress and career development for members of staff.
- There is a broad-based learning plan for all departments that is designed to show the training and development needs of the company in order to achieve the company's long-term goals.
- Gathering of sufficient information, align development plan with the company's needs, consider the company's long and short-term business objectives to identify the necessary skills, knowledge, and competencies that support these objectives.
- Conduct face-to-face discussion to better understand employees' personal goals and keep them in line with the company's goals. ■

All reviews must be conducted by a suitably qualified person before the report is issued. ISA 220 defines as Engagement quality control reviewer – A partner, other person in the firm, suitably qualified external person, or a team made up of such individuals, none of whom is part of the engagement team, with sufficient and appropriate experience and authority to objectively evaluate the significant judgments the engagement team made and the conclusions it reached in formulating the auditor's report.

Carrying out Engagement Quality Control Reviews & hot and cold file reviews

The eligibility of the reviewer depends upon both his or her technical qualifications and the degree to which the reviewer can be consulted on the engagement without compromising the reviewer's independence. In our firm an EQCR has to be a partner and or manager, with at Least 5 years post qualification, that is independent and has the technical expertise and knowledge. Suitably qualified external people may be contracted when the technical expertise is not available within the firm.

To determine the suitability of an EQCR in our firm the following must also be taken into consideration:

- Has sufficient technical competence, including knowledge of the entity's industry, and capacity to be able to perform the role of engagement quality control reviewer for the engagement; Understanding of, and practical experience with, audit engagements of a similar nature and complexity through appropriate training and participation.
- Understanding of professional standards and applicable legal and regulatory requirements.
- Technical expertise, including expertise with relevant information technology and specialized areas of accounting or auditing.
- individuals have sufficient time to adequately discharge their responsibilities.
- Considerations Specific to PIE's where only partners that also meet the above and below criteria can act as EQCR.
- The objectivity of the EQCR is maintained. ▶

Our firm in order to address the above, established the following rules in terms:

- The Manager and or partner in charge must complete the consideration and approval form at the planning stage and reconsider during the audit if any matters arise.
- The managing partner will approve all EQCR's based on the requirements addressed above. In case he will be the appointed EQCR then the other directors have to examine and approve his appointment.
- In terms of ensuring objectivity the Managing director (or the other directors in case the potential EQCR is the MD) must ensure that he/she was not part of the audit engagement team the last four years (cooling off period see below for PIE's), there are no independence issues as addressed by the relevant IFAC code, is not in the line of command of the engagement Partner.
- An EQCR must be rotated after 4 years with 4 years cooling off period.

Conducting the engagement quality control review in a timely manner at appropriate stages during the engagement allows significant matters to be promptly resolved to the engagement quality control reviewer's satisfaction on or before the date of the auditor's report.

It is the responsibility of the engagement partner in conjunction with the PCC to carry out an assessment of the need for a quality control review against specific criteria. This assessment takes place at the client acceptance or continuance evaluation stage, and considers the following criteria:

01 Whether the client is a listed company;

02 Whether the client is another form of public interest entity;

03 Whether there are unusual circumstances;

04 Whether laws or regulations require a quality control review;

05 Whether the assignment is high risk, due to the sector in which the client operates, accounting practices, the quality of its management regulatory requirements, or for some other reason;

06 Whether any specific areas of the assignment are considered high risk;

07 Whether any independence issues have been identified;

08 Engagements which are complex in nature;

09 Entities in the process of an initial public offering (IPO) or equivalent process, or contemplating such; or entities subject to, or considering proposing, a merger or acquisition;

10 Engagements subject to joint audits;

11 Entities operating in industries which by their nature may be viewed as presenting greater risk, for example, gambling institutions;

12 Certain financial-services-related entities, such as regulated depository institutions, insurance companies, and pension plans; or

13 Entities possessing characteristics, which may indicate that the entity resembles a public interest entity (PIE), for example, due to their size, products, or services for which they are known, public sector entities, charities, or not-for-profit organizations having a public interest mandate.

Cold reviews are planned to ensure that there is adequate coverage of all audit principals. Depending on the size of the practice, the reviewer should aim to review one to two files each year for each employee or principal who is able by statute and the firm's procedures to sign off an audit report. The reviewer needs to ensure that:

01 he is independent in respect of the client; and
02 there is an adequate coverage of any special category audits undertaken by the practice.

Our policy and procedure on the assignment of the audit team

01

The firm's policy is to ensure an Engagement Principal is assigned to each job and their name and role is communicated to the client. The Engagement Principal must have the necessary skills, Competence and time to undertake the role.

02

The firm's policy is to ensure appropriately competent individuals are assigned to each job so that each job can be performed to the necessary standard.

03

Our firm must allocate appropriately experienced and qualified staff to each engage-ment, together with an engagement partner whose responsibilities are clearly defined and understood. The identity and role of the engagement partner should be communicated to key members of the client's management team and those charged with governance.
The engagement partner must be competent to perform the required role and his responsibilities must be clearly defined.

04

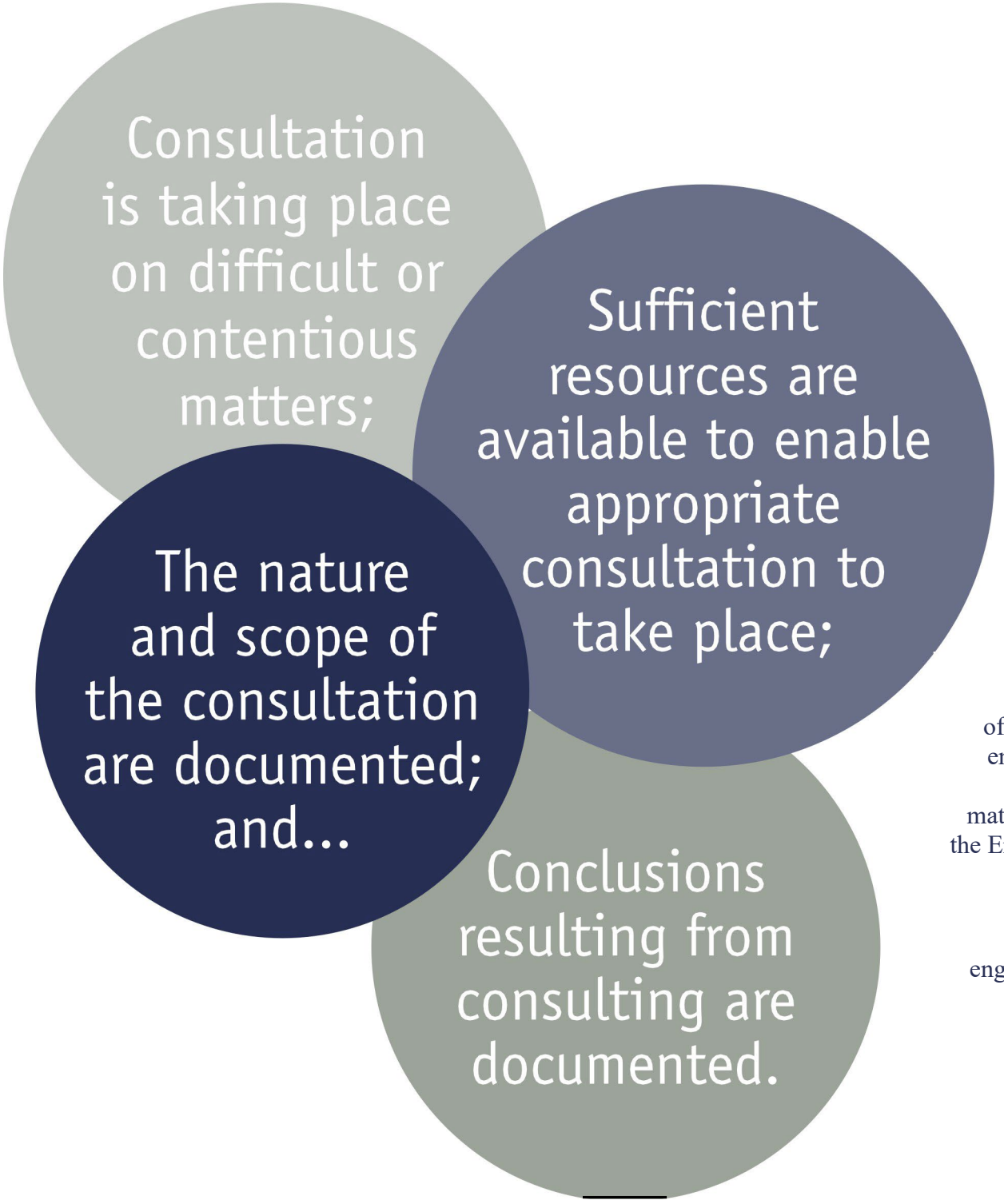
The firm has a system in place to monitor the workload and availability of the engagement partner and staff (Thesis Task Manager) so that they have sufficient time in order to adequately discharge their responsibilities.

05

The firm's policy is to ensure that all engagements are performed in accordance with professional standards, work programmes specified under these procedures, regulatory and legal requirements, and that all reports issued are appropriate in the circumstances.

06

We have established policies and procedures to ensure that audit and assurance engagements are properly carried out using manuals, checklists etc. (firms Audit Manual) and a number of requirements relating to the "Engagement Quality Control Review", sometimes known as the second partner review or independent review.



The firm also has a consultation policy specifying

The consultation may be internal or external, but they should be carried out by those with appropriate expertise in the relevant area. The consultation of course needs to be appropriately documented.

A consultant must be used when dealing with and resolving differences of opinion within the engagement team and between the engagement partner and the engagement quality control reviewer. The conclusion must be documented for all matters of this nature. Consultations must be approved by the Engagement partner and or the Managing Director. The Consultation log must be updated accordingly.

The firm must assign responsibility for each engagement to an engagement partner. This fact should be communicated to the client. The engagement partner should have clearly defined responsibilities and must be capable of fulfilling the role. ■

Policy on monitoring

We must evaluate their quality control policies and ensure that they are complied with. This will include reviewing:

- Changes in professional standards and regulatory and legal requirements;
- Written confirmation by staff of compliance with independence policies and procedures;
- CPD and training;
- Decisions related to acceptance and continuance of engagements;
- Suggestions for corrective action and improvement;
- Communication of weaknesses in the system to those at an appropriate level; and
- Follow up procedures to action the recommendations.

The firm's policy is that our system of quality control procedures will be subject to a robust review on an annual basis. This review will be conducted by Haig Shadarevian of who will conduct the annual review of procedures. All deficiencies arising from this review and any associated file reviews will be discussed at Board level and acted upon and any corrective action to the system made.

The firm's policy is to take disciplinary action against members of staff who persistently fail to comply with the standards expected by the firm. These may involve preventing the principal concerned from acting as audit partner or for staff, preventing them from being involved in audit work. ▶

Policy on Complaints

Any complaint received by the firm is reported to George Yiallourides using the firm's standard documentation and to Despina Demosthenous (Principal in charge of PII).

These principals then instigate the necessary action and response. In addition, a designed special e-mail can be used for anonymous complaints and or whistle blowing cases.

All complaints are investigated in accordance with the firm's procedures and must be supervised by a principal with sufficient experience who is not otherwise involved in the engagement. All complaints and the firm's responses are documented.

Policy on money laundering

On all assignments, we will ensure that Anti-Money laundering legislation and guidance is complied with in full.
In using our audit system, we will ensure that we will consider customer due diligence for the appropriate individuals on an annual basis, but in particular when we are appointed as auditors. We will also consider whether the business is a bona fide business rather than a front for the laundering of money.
Staff have received appropriate training in this area.

This will be updated regularly in line with our anti-money laundering procedures manual (Anti-Money laundering and combating terrorist financing activities manual).
New staff will be trained in the firm's anti money laundering procedures. Staff are encouraged to report suspicious transactions encountered during the course of the audit to the Money Laundering Reporting Officer, who is Mrs. Anatoli Karidi and all suspected instances of money laundering should be reported to the relevant authority (MOKAS).

Policy on "whistle-blowing"

The firm recognizes that whistle-blowing acts as a deterrent to corrupt practices, encourages openness, promotes transparency, establishes the risk management systems, and helps protect the reputation of an organisation. Internal audit has a central role to play in effective whistleblowing procedures, given the nature of the issues brought up by whistleblowers and the position internal audit plays in offering boards advice, support and assurance. The firm encourages staff to inform the Ethics Principal for any issues they detect/come across during the execution of their duties.

Anti-Bullying & Harassment Policy

The firm has in place an Anti-Bullying and Harassment Policy to ensure staff members are aware that such behavior will not be tolerated within the firm. It has outlined the steps staff can follow if they are the victim of such inappropriate behavior. The following policy incorporates aspects of the 'Dignity in the Workplace' charter and generally accepted anti-bullying and anti-harassment policies.

04

External Assurance review

Our firm is subject to inspection by the Cyprus Public Audit Oversight Board (CYPAOB – Regulator) and by the Institute of Certified Public Accountants of Cyprus (ICPAC – Professional body).
The company had two visits from CYPAOB and three visits from ICPAC, the last one taking place in September 2023.

Information on the CYPAOB and ICPAC can be found at www.cypaob.gov.cy and www.icpac.org.cy respectively.

05

Public Interest Entities

Public interest Entities as defined in the 8th Directive include listed companies, credit institutions and insurance companies whose registered office is in Cyprus.

Our firm will provide audit services during 2026 to The Ultima Structured Products Plc.
The audit fees for The Ultima Structured Products Plc, net of VAT for the annual and consolidated Financial Statements will be EUR86,000 and the fees for permitted non audit services estimated at EUR8,930.

06

Consolidated Revenue Analysis

Turnover	**2025 €k**	**2024 €k**
Revenues from the statutory audit of annual and consolidated financial statements of EU public-interest entities and entities belonging to a group of undertakings whose parent undertaking is an EU public-interest entity	73k	81k
Revenues from the statutory audit of annual and consolidated financial statements of other entities	1.698k	1.894k
Revenues from permitted non-audit services to entities that are audited by the statutory auditor or the audit firm	8k	9k
Revenues from non-audit services to other entities	725k	1.118k
Total Turnover related to the audit firm	**2.504k**	**3.102k**
Non audit services provided by Yiallourides & Partners Consultants LTD	992k	515k
Total Turnover related to all entities	**3.496k**	**3.617k**

07

Director's Remuneration

The Company Directors performance is reviewed and assessed on annual basis. Their performance is measured in relevance to their input in adhering the quality of the work of the departments that are responsible, their technical development, their impact in adhering the ethical and independence standards as well as the business development of the Company.

YIALLOURIDES & PARTNERS LTD
CHARTERED ACCOUNTANTS