

**Company Registration Number: 05027993**

**THEMELEION MORTGAGE FINANCE PLC**  
**FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 DECEMBER 2006**

**THEMELEION MORTGAGE FINANCE PLC**

**FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 DECEMBER 2006**

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# **THEMELEION MORTGAGE FINANCE PLC**

## **OFFICERS AND PROFESSIONAL ADVISERS**

<b>Directors</b>	Mr J P J Fairrie Mr M McDermott Mrs R L Samson Wilmington Trust SP Services (London) Limited
<b>Company secretary</b>	Wilmington Trust SP Services (London) Limited
<b>Company number</b>	05027993
<b>Registered office</b>	c/o Wilmington Trust SP Services (London) Limited Tower 42 (Level 11) 25 Old Broad Street London EC2N 1HQ
<b>Auditors</b>	PricewaterhouseCoopers LLP Chartered Accountants and Registered Auditors Southwark Towers 32 London Bridge Street London SE1 9SY

# THEMELEION MORTGAGE FINANCE PLC

## THE DIRECTORS' REPORT

### FOR THE YEAR ENDED 31 DECEMBER 2006

The directors present their report and the audited financial statements of Themeleon Mortgage Finance PLC (the "Company") for the year ended 31 December 2006.

#### PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the Company is that of a securitisation vehicle with legal ownership of mortgage loans secured by first charge over residential properties within Greece. In accordance with the terms of the offering circular dated 14 June 2004, the Company issued floating rate notes of €750 million and purchased the mortgage loans portfolio from EFG Eurobank Ergasias S.A. (the "Originator" or "EFG Eurobank"). The floating rate notes are due to mature in December 2036 and are listed on the Irish Stock Exchange.

The results for the year and the Company's financial position at the end of the year are shown in the attached financial statements. The profit on ordinary activities after taxation for the year was €334,532 (2005: €4,162). The directors have not recommended a dividend (2005: €nil).

#### FUTURE DEVELOPMENTS

Due to repayments decreasing the principal value of the mortgage loans each year, the deemed loan, floating rate notes, interest income and interest expense are expected to decrease in future years. The rate of decrease is dependent on mortgage loans future redemptions and further advances, if any.

#### KEY PERFORMANCE INDICATORS

The key performance indicator of the business is considered to be the net interest margin. During 2006, the Company achieved a net interest margin, before fair value gains on derivative financial instruments, of 1.25% (2005: 1.31%). At the period end, the Company had net assets of €359,063 (2005: €24,531).

Under the terms of the floating rate notes, the Company can repurchase the outstanding notes at par once the outstanding principal amount of the Notes falls below 10% of the amount originally issued. The current notes outstanding as a percentage of the original principal balance is 54.4% (2005: 80.0%).

#### THE DIRECTORS AND THEIR INTERESTS IN SHARES OF THE COMPANY

The directors who served the Company during the year together with their beneficial interests in the shares of the parent company were as follows:

Mr M McDermott  
Mr J P J Fairrie  
Mrs R L Samson  
Wilmington Trust SP Services (London) Limited

Ordinary shares of £1 in the Company	No. of shares 31 Dec 2006 & 2005
Mrs R L Samson Wilmington Trust SP Services (London) Limited	1 <u>49,999</u>

The shares held by Mrs R L Samson and Wilmington Trust SP Services (London) Limited in the Company are held under Declarations of Trust for charitable purposes.

#### CREDITOR PAYMENT POLICY

The Company's policy concerning the payment of its trade creditors is to pay in accordance with its contractual and other legal obligations.

# THEMELEION MORTGAGE FINANCE PLC

## THE DIRECTORS' REPORT (continued)

### FOR THE YEAR ENDED 31 DECEMBER 2006

#### PRINCIPAL RISKS AND UNCERTAINTIES

EFG Eurobank manages the mortgage portfolio under the servicer agreement with the Company. In managing the mortgage portfolio, EFG Eurobank applies the Bank's formal structure for managing risk, including established risk limits, reporting lines, mandates and other control procedures. This structure is reviewed regularly by the Bank's Assets and Liabilities Commitment (ALCO), which is charged with the responsibility for managing and controlling the balance sheet exposures of the Bank. The minutes of ALCO relating to the operations of the Company are presented to the Board of the Company.

##### Interest rate risk

The Company is exposed to movements in interest rates and manages this exposure using interest rate swaps. More specifically, the Company is exposed to basis risk due to the timing difference in interest payment dates on the Notes and the deemed loan. This is hedged using an interest rate 'basis' swap that is taken out on inception of the securitisation.

After taking into consideration the Company's derivative instruments, the administered interest rate nature of the Company's deemed loan, the regular re-pricing of the Company's notes, together with the nature of the Company's other assets and liabilities, the directors do not believe that the Company has any significant interest rate re-pricing exposure.

##### Credit risk

Credit risk on the deemed loan to the Originator is considered to be minimal because the directors do not expect the amount of incurred credit losses on the Originator's securitised mortgage loans to customers to exceed the amount of credit enhancement supplied by the Originator. With regard to credit risk on derivatives, the directors monitor the credit rating of the swap provider and in case of any downgrade may require the swap provider to provide sufficient collaterals or transfer its obligations to another bank of the same credit rating.

##### Liquidity risk

The Company's policy is to manage liquidity risk through its use of its start-up loan and excess spread, a reserve fund and an over-collateralisation of mortgage loans underlying the loan to the Originator. As the length of the loan notes is designed to match the length of the mortgage loans underlying the loan to the Originator, there are deemed to be limited liquidity risks facing the Company.

##### Currency risk

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

#### ADOPTION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRS")

The Company has adopted IFRS's for the first time during the current year. Application of IFRS to the 2005 comparatives has had no impact on the reported profit for the year ended 31 December 2005.

Full disclosures are given in the notes to these financial statements for the year ended 31 December 2006 that explain the financial effects of transition to IFRSs.

# THEMELEION MORTGAGE FINANCE PLC

## THE DIRECTORS' REPORT (continued)

### FOR THE YEAR ENDED 31 DECEMBER 2006

#### DIRECTORS' RESPONSIBILITIES IN RELATION TO THE FINANCIAL STATEMENTS

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

Company law requires the directors to prepare financial statements for each financial period. Under the law the directors have elected to prepare financial statements in accordance with IFRSs as adopted by the European Union.

The financial statements are required by law and IFRSs as adopted by the European Union ("EU") to give a true and fair view of the state of affairs of the Company and the profit or loss for that period. In preparing the financial statements, the directors are required to:

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

The directors confirm that they have complied with the above requirements in preparing the financial statements.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 1985 and Article 4 of the IAS Regulation. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

#### STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

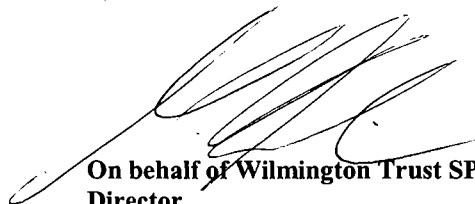
Each of the directors confirms that:

- so far as the directors are aware, there is no relevant audit information of which the Company's auditors are 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 auditors are aware of that information.

#### AUDITORS

A resolution to re-appoint PricewaterhouseCoopers LLP as auditors for the ensuing year will be proposed at the annual general meeting in accordance with section 385 of the Companies Act 1985.

By order of the Board



On behalf of Wilmington Trust SP Services (London) Limited  
Director

Date: 11 JUNE 2007

## **THEMELEION MORTGAGE FINANCE PLC**

### **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF THEMELEION MORTGAGE FINANCE PLC**

We have audited the financial statements (the "financial statements") of Themeleon Mortgage Finance PLC (the "Company") for the year ended 31 December 2006 which comprise the Income Statement, the Statement of Changes in Equity, the Balance Sheet, the Cash Flow Statement and the related notes. These financial statements have been prepared under the accounting policies set out therein.

#### **Respective responsibilities of directors and auditors**

The directors' responsibilities for preparing the Annual Report and the financial statements in accordance with applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union are set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland). This report, including the opinion, has been prepared for and only for the Company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

We report to you our opinion as to whether the financial statements give a true and fair view and have been properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, the Company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

We read other information contained in the Annual Report and consider whether it is consistent with the audited financial statements. The other information comprises only the Directors' Report. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. Our responsibilities do not extend to any other information.

#### **Basis of audit opinion**

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the Company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

# THEMELEION MORTGAGE FINANCE PLC

## INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF THEMELEION MORTGAGE FINANCE PLC (continued)

### Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with IFRSs as adopted by the European Union, of the state of the Company's affairs as at 31 December 2006 and of its profit and cash flows for the year then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Directors' Report is consistent with the financial statements.

*PricewaterhouseCoopers LLP*

PricewaterhouseCoopers LLP  
Chartered Accountants and Registered Auditors  
London

Dated: *11 June 2007*



# THEMELEION MORTGAGE FINANCE PLC

## INCOME STATEMENT

### FOR THE YEAR ENDED 31 DECEMBER 2006

		2006	2005
	Note	€	€
Interest income	3	17,755,005	16,709,358
Interest expense	4	<u>(17,532,811)</u>	<u>(16,491,184)</u>
<b>Net interest income</b>		<b>222,194</b>	<b>218,174</b>
Net income from derivative financial instruments		330,833	-
Administrative expenses	5	<u>(216,910)</u>	<u>(212,228)</u>
<b>Profit before tax for the year</b>		<b>336,117</b>	<b>5,946</b>
Taxation	6	<u>(1,585)</u>	<u>(1,784)</u>
<b>Profit for the year</b>		<b><u>334,532</u></b>	<b><u>4,162</u></b>
<b>Attributable to:</b>			
Equity holders		<u>334,532</u>	<u>4,162</u>

### STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2006

	Share Capital €	Retained Earnings €	Total €
Balance at 1 January 2005	18,803	1,566	20,369
Profit for the year	<u>-</u>	<u>4,162</u>	<u>4,162</u>
<b>Balance at 1 January 2006</b>	<b>18,803</b>	<b>5,728</b>	<b>24,531</b>
<b>Profit for the year</b>	<b><u>-</u></b>	<b><u>334,532</u></b>	<b><u>334,532</u></b>
<b>Balance at 31 December 2006</b>	<b><u>18,803</u></b>	<b><u>340,260</u></b>	<b><u>359,063</u></b>

The notes on pages 10 to 21 form part of these financial statements.

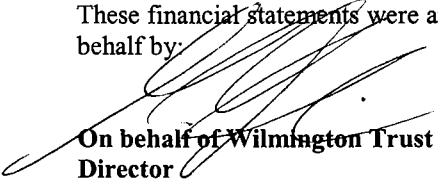
# THEMELEION MORTGAGE FINANCE PLC

## BALANCE SHEET

AS AT 31 DECEMBER 2006

	Note	2006 €	2005 €
<b>Non-current Assets</b>			
Deemed Loan to the Originator	7	<u>363,826,194</u>	<u>569,026,934</u>
<b>Total non-current assets</b>		<b>363,826,194</b>	<b>569,026,934</b>
<b>Current Assets</b>			
Other assets	9	2,317,395	2,829,052
Derivative financial instruments	8	330,833	-
Cash and cash equivalents		<u>39,292,624</u>	<u>25,072,944</u>
<b>Total current assets</b>		<b><u>41,940,852</u></b>	<b><u>27,901,996</u></b>
<b>Total assets</b>		<b><u>405,767,046</u></b>	<b><u>596,928,930</u></b>
<b>Equity</b>			
Issued capital	10	18,803	18,803
Retained earnings	10	<u>340,260</u>	<u>5,728</u>
<b>Total equity</b>	10	<b><u>359,063</u></b>	<b><u>24,531</u></b>
<b>Non-current Liabilities</b>			
Liabilities evidenced by paper	11	<u>405,064,440</u>	<u>596,555,398</u>
<b>Total non-current liabilities</b>		<b><u>405,064,440</u></b>	<b><u>596,555,398</u></b>
<b>Current Liabilities</b>			
Other liabilities	13	341,958	346,546
Tax payable		<u>1,585</u>	<u>2,455</u>
<b>Total current liabilities</b>		<b><u>343,543</u></b>	<b><u>349,001</u></b>
<b>Total liabilities</b>		<b><u>405,407,983</u></b>	<b><u>596,904,399</u></b>
<b>Total equity and liabilities</b>		<b><u>405,767,046</u></b>	<b><u>596,928,930</u></b>

These financial statements were approved by the board of directors on 11 JUNE 2007 and are signed on their behalf by:

  
On behalf of Wilmington Trust SP Services (London) Limited  
Director

The notes on pages 10 to 21 form part of these financial statements.

# THEMELEION MORTGAGE FINANCE PLC

## CASH FLOW STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2006

	2006 €	2005 €
<b>Cash flows from operating activities</b>		
Profit before tax for the year	336,117	5,946
<i>Adjustments for:</i>		
Amortisation of issue costs	610,222	564,234
Fair value movement in derivatives	<u>(330,833)</u>	<u>-</u>
<b>Operating profit before changes in operating assets and liabilities</b>	<b>615,506</b>	<b>570,180</b>
Decrease in other receivables	511,657	401,389
Increase/(decrease) in other payables	3,653	(172,287)
Net decrease in the deemed loan to the Originator	<u>205,200,740</u>	<u>119,522,030</u>
<b>Net cash from operating activities before tax</b>	<b>206,331,556</b>	<b>120,321,312</b>
<b>Tax paid in year</b>	<u>(2,456)</u>	<u>-</u>
<b>Net cash from operating activities after tax</b>	<b><u>206,329,100</u></b>	<b><u>120,321,312</u></b>
<b>Cash flows from financing activities</b>		
Redemption of loan notes	(192,101,180)	(102,804,243)
Redemption of subordinated loans	-	(8,090,000)
Redemption of other loans	<u>(8,240)</u>	<u>(2,793)</u>
<b>Net cash from financing activities</b>	<b><u>(192,109,420)</u></b>	<b><u>(110,897,036)</u></b>
<b>Net increase in cash and cash equivalents</b>	<b>14,219,680</b>	<b>9,424,276</b>
Cash and cash equivalents at start of year	<u>25,072,944</u>	<u>15,648,668</u>
Cash and cash equivalents at end of year	<b><u>39,292,624</u></b>	<b><u>25,072,944</u></b>

The notes on pages 10 to 21 form part of these financial statements.

**THEMELEION MORTGAGE FINANCE PLC**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 DECEMBER 2006**

**1. PRINCIPAL ACCOUNTING POLICIES**

Themeleon Mortgage Finance PLC is a public limited company incorporated and domiciled in the United Kingdom with registered number 05027993.

**Basis of preparation**

These financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) and IFRIC interpretations as adopted by the European Union (EU) and with those parts of the Companies Act, 1985 applicable to companies reporting under IFRS. The financial statements have been prepared under the historical cost convention as modified by the revaluation of derivative contracts.

The financial statements were prepared in accordance with UK Generally Accepted Accounting Principles (UK GAAP) until 31 December 2005. The Company has applied IFRS1 “First time adoption of International Financial Reporting Standards” in preparing these financial statements. The IFRS transition date is 1 January 2005. In preparing these financial statements, management has concluded that no changes are required to the accounting and valuation methods of the assets, liabilities, income and expenses of the Company to comply with IFRS. However, certain new disclosures and reclassifications were required to comply with the requirements of IFRS which have been included in these financial statements as explained in Note 15.

The Company mainly transacts in euros (“€”), therefore, the euro is its functional and presentational currency.

There are no significant uncertainties or estimates applied in the basis of preparing these financial statements.

**Standards issued but not adopted**

The directors considered the following IFRS standards which are currently in issue but are not mandatory. The directors do not consider the financial effect or disclosure of these standards to be material to the financial statements:

IAS 1: Presentation of Financial Statements – amendment on Capital Disclosures; and

IFRS 7: Financial Instruments: Disclosures

These standards will be adopted in the next financial year. A summary of the more important accounting policies which have been used for the preparation of these financial statements is set out below, together with an explanation of where changes have been made to previous policies on the adoption of new accounting standards in the year.

**Financial assets**

The Company classifies its financial assets into two categories: financial assets at fair value through profit or loss and carried at amortised cost using effective interest method.

The Company’s derivative instruments are classified as financial assets or liabilities at fair value through profit or loss. These derivatives are accounted for as set out in the ‘derivative financial instruments’ accounting policy set out below.

Legal ownership of mortgage loans is classified as “Deemed loan to the Originator” and is carried at amortised cost using the effective interest method. Cash and cash equivalents are also carried at amortised cost using the effective interest method.

**Deemed loan to the Originator**

The legal ownership of the mortgage loans sold to the Company by the Originator fail the derecognition criteria of IAS 39 and, therefore, these loans remain on the balance sheet of the Originator. IAS 39, therefore, requires the Originator to recognise a “deemed loan” financial liability on its balance sheet and the resulting “deemed loan” asset is held on the Company’s balance sheet.

**THEMELEION MORTGAGE FINANCE PLC**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 DECEMBER 2006**

**1. PRINCIPAL ACCOUNTING POLICIES (continued)**

This deemed loan initially represents the consideration paid by the Company in respect of the acquisition of the legal ownership of the securitised mortgage loans and is subsequently adjusted due to repayments made by the Originator to the Company. The deemed loan is carried at amortised cost using the effective interest method.

The directors do not expect the amount of incurred credit losses on the Originator's securitised mortgage loans to customers to exceed the amount of credit enhancement supplied by the Originator and accordingly conclude that there is no objective evidence of impairment of the deemed loan. Therefore, in accordance with IAS 39, there is no requirement to recognise any impairment loss against this deemed loan.

**Deferred consideration payable to the Originator**

Deferred consideration is netted off against the deemed loan since it is due to and from the same counterparty.

**Derivative financial instruments**

The Company uses derivative financial instruments to economically hedge its exposure to interest rate risk arising from its activities. In accordance with its policy, the Company does not hold or issue derivative financial instruments for trading purposes.

Derivatives are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at their fair value with gains and losses recognised in the income statement. Fair values are obtained from quoted market prices in active markets, including recent market transactions and valuation techniques, including discounted cash flow models and options pricing models, as appropriate. All derivatives are carried as assets when fair value is positive and as liabilities when fair value is negative.

**Liabilities evidenced by paper**

Liabilities evidenced by paper are comprised of loan notes issued by the Company through its offering circular dated 14 June 2004. These loan notes were initially recognised at fair value net of transaction costs incurred and are subsequently stated at amortised cost using the effective interest method.

**Subordinated loan**

Subordinated loans are initially recognised at fair value and are subsequently stated at amortised cost using the effective interest method.

**Cash and cash equivalents**

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

**Interest income and interest expense**

Interest income and expense for all interest-bearing financial instruments are recognised within 'interest income' and 'interest expense' in the income statement using the effective interest method. The effective interest method is a method of calculating the amortised cost of a financial asset or a financial liability and of allocating the interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument or, when appropriate, a shorter period to the net carrying amount of the financial asset or financial liability. When calculating the effective interest rate, the Company estimates cash flows considering all contractual terms of the financial instrument (for example, prepayment options) but does not consider future credit losses. The calculation includes all fees and commissions paid or received between parties to the contract that are an integral part of the effective interest rate, transaction costs and all other premiums or discounts.

# THEMELEION MORTGAGE FINANCE PLC

## NOTES TO THE FINANCIAL STATEMENTS

### FOR THE YEAR ENDED 31 DECEMBER 2006

#### 1. PRINCIPAL ACCOUNTING POLICIES (continued)

##### Foreign currencies

Assets and liabilities in foreign currencies are translated into Euros at the rates of exchange ruling at the balance sheet date. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Income statement.

##### Taxation

Deferred tax is provided using the balance sheet liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates at the balance sheet date.

Under the Finance Act 2005 temporary tax regime for securitisation companies, the Company's tax charge for the year ended 31 December 2006 is based on the taxable profits calculated in accordance with the Generally Accepted Accounting Principles in the United Kingdom ("UK GAAP") as applicable as of 31 December 2004.

#### 2. SEGMENTAL REPORTING

The principal asset of the Company is the deemed loan to the Originator which is originated in Greece, funded by floating rate loan notes issued and listed in the Irish Stock Exchange. Cash is held mainly in the UK. The directors do not use any other segments for the purpose of managing the Company.

#### 3. INTEREST INCOME

Interest income represents the interest income on deemed loan to the Originator together with interest on bank deposits, as analysed below.

	2006	2005
	€	€
<b>Interest income on deemed loan to the Originator</b>		-
Interest income on mortgage loans	29,514,176	36,185,786
Other income on mortgage loans	-	1,369
Amounts payable to Bank of Greece under Law 128/75	(611,482)	(791,958)
Deferred consideration payable to the Originator	<u>(12,832,532)</u>	<u>(19,336,754)</u>
	16,070,162	16,058,443
Bank interest income	<u>1,684,843</u>	<u>650,915</u>
	<u>17,755,005</u>	<u>16,709,358</u>

The analysis of interest income by geographic location is set out below:

<b>Geographic</b>		
Greece	16,071,718	16,059,038
United Kingdom	<u>1,683,287</u>	<u>650,320</u>
	<u>17,755,005</u>	<u>16,709,358</u>

**THEMELEION MORTGAGE FINANCE PLC**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 DECEMBER 2006**

**4. INTEREST EXPENSE**

	2006	2005
	€	€
Interest on liabilities evidenced by paper	17,532,811	16,116,092
Interest on subordinated loans	-	224,240
Interest on short term loans	-	150,852
	<u>17,532,811</u>	<u>16,491,184</u>

**5. ADMINISTRATIVE EXPENSES**

	2006	2005
	€	€
Auditors' remuneration – audit of the statutory financial statements of the Company	30,000	21,873
Auditors' remuneration - tax services	14,000	-
Unrecoverable VAT on above fees	7,700	3,828
Other fees	4,700	4,700
Servicing fees	50,721	67,265
Other expenses	109,181	115,155
Exchange (gains)/losses recognised	608	(593)
	<u>216,910</u>	<u>212,228</u>

The Company has no employees and, other than the fees paid to Wilmington Trust SP Services (London) Limited as set out in note 14, the directors received no remuneration during the period (2005: £nil).

**6. TAXATION**

**(a) Analysis of charge in the year:**

	2006	2005
	€	€
<b>Current tax:</b>		
Corporation tax charge for the year	<u>1,585</u>	<u>1,784</u>
Total income tax charge in income statement	<u>1,585</u>	<u>1,784</u>

**THEMELEION MORTGAGE FINANCE PLC**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 DECEMBER 2006**

**6. INCOME TAX (continued)**

**(b) Reconciliation of effective tax rate**

The tax assessed on the profit on ordinary activities for the year is less than (2005: equal to) the standard rate of corporation tax in the UK of 30% (2005: 30%).

	2006	2005
	€	€
Profit before tax	<u>336,117</u>	<u>5,946</u>
Profit before tax multiplied by the standard rate of corporation tax in the UK of 30% (2005: 30%)	100,835	1,784
Adjustment to reconcile the profit to UK GAAP as required by tax rules – fair value adjustment to Derivative Financial Instruments which is not taxable	<u>(99,250)</u>	-
Total income tax charge	<u>1,585</u>	<u>1,784</u>

The Finance Act 2005 provided that corporation tax for a ‘securitisation company’ within the meaning of the Act, would be calculated with reference to UK GAAP as applicable up to 31 December 2004, for accounting periods ending by 1 January 2008.

Under the powers conferred by the Finance Act 2005, secondary legislation was enacted in November 2006 which ensures that, for periods commencing on or after 1 January 2007, corporation tax for a ‘securitisation company’ will be calculated by reference to the retained profit of the securitisation company required. As a consequence, the taxation treatment of securitisation companies will remain largely unchanged as a result of the introduction of IFRS.

The directors are satisfied that this Company meets the definition of a ‘securitisation company’ as defined by both The Finance Act 2005 and the subsequent secondary legislation and that no incremental unfunded tax liabilities will arise.

As at 31 December 2006, there are no tax-related contingent assets or contingent liabilities in accordance with International Accounting Standard No. 37 ‘Provisions, Contingent Liabilities and Contingent Assets’ (IAS37).



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**7. DEEMED LOAN TO THE ORIGINATOR**

	2006	2005
	€	€
At 1 January	597,555,427	700,405,297
Repayments	<u>(201,828,348)</u>	<u>(102,690,206)</u>
At 31 December	395,727,079	597,715,091
Deferred consideration payable to the Originator	<u>(31,900,885)</u>	<u>(28,688,157)</u>
	<u>363,826,194</u>	<u>569,026,934</u>

The mortgage loans portfolio is secured by first charges over residential property in Greece. All mortgage loans are floating rate loans and are due to be repaid at various times before 2032. Mortgage loans may be redeemed at any time at the option of the borrower. The effective interest rate on the deemed loan during the year was 6.18% (2005: 5.40%).

Deemed loan is repaid as and when the cash is received by the Originator from its customers towards repayments of the mortgage loans.

The maturity profile on contractual payments basis of the underlying mortgage loans as at 31 December 2006 was as follows:

	2006	2005
	€	€
In less than one month	2,031,000	10,039,000
In more than one month but not more than three months	4,094,000	21,122,000
In more than three months but not more than one year	18,951,000	171,487,000
In more than one year but not more than five years	117,291,000	110,280,000
In more than five years	<u>253,360,079</u>	<u>284,787,091</u>
	<u>395,727,079</u>	<u>597,715,091</u>

Deferred consideration is payable to the Originator dependent on the extent to which the surplus income generated by the mortgage loans, that the Company holds the legal title to, exceeds the administration costs of the mortgage loans. The surplus income generated during the year ended 31 December 2006 amounted to €12,832,532 (2005: €19,336,754).

**8. DERIVATIVE FINANCIAL INSTRUMENTS**

Interest Rate Swaps are initially accounted and measured at fair value on the date they are entered into and subsequently measured at fair value. The gain or loss on re-measurement is taken to the income statement. The fair values of interest rate swap contracts have been determined by reference to market prices. The fair values of derivative instruments held are set out in the following table:

	Notional amount	Assets	Liabilities
	€	€	€
<b>2006</b>			
Interest rate swaps	<u>750,000,000</u>	<u>330,833</u>	-
<b>2005</b>			
Interest rate swaps	<u>750,000,000</u>	-	-

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**9. OTHER ASSETS**

	2006	2005
	€	€
Prepayments and accrued income	<u>2,317,395</u>	<u>2,829,052</u>
	<u>2,317,395</u>	<u>2,829,052</u>

**10. TOTAL EQUITY**

Reconciliation of movement in capital and reserves

	Share capital	Retained earnings	Total
	€	€	€
Balance at 1 January 2006	18,803	5,728	24,531
Profit for the year	<u>-</u>	<u>334,532</u>	<u>334,532</u>
Balance at 31 December 2006	<u>18,803</u>	<u>340,260</u>	<u>359,063</u>
	Share capital	Retained earnings	Total
	€	€	€
Balance at 1 January 2005	18,803	1,566	20,369
Profit for the year	<u>-</u>	<u>4,162</u>	<u>4,162</u>
Balance at 31 December 2005	<u>18,803</u>	<u>5,728</u>	<u>24,531</u>

There are 50,000 authorised ordinary shares of £1 each (2005: 50,000). The issued share capital consists of 2 (2005: 2) fully paid ordinary share and 49,998 (2005: 49,998) quarter paid ordinary shares. The issued share capital is reflected in the financial statements as €18,803 based on the prevailing exchange rate at 22 April 2004 (€/£ 0.665) being the date the Company changed its functional and presentational currency from sterling to euros.

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.

**11. LIABILITIES EVIDENCED BY PAPER**

	2006	2005
	€	€
<b>Non-current liabilities</b>		
Floating rate loan notes	407,862,182	599,963,362
Unamortised issue costs	<u>(2,797,742)</u>	<u>(3,407,964)</u>
<b>Total</b>	<u>405,064,440</u>	<u>596,555,398</u>

The Mortgage Backed Floating Rate Notes due 2036 are listed on the Irish Stock Exchange, and are secured over a portfolio of mortgage loans secured by first charges over residential properties in the Greece. The repayment of the loan notes are dependent on the receipt in full of the payments from mortgage loans purchased and have therefore been classified as falling due after more than one year.

Interest on the floating rate loan notes is payable on a quarterly basis at the three month EURIBOR plus the following margins until June 2011: 0.16% for the Class A notes; 0.38% for the Class B notes; and 0.78% for the Class C notes. From June 2011, the margins will increase to 0.32% for the Class A notes; 0.76% for the Class B notes; and 0.78% for the Class C notes. All of the floating rate loan notes are due to be repaid by December 2036 and are secured by means of a fixed and floating charge over the Company's assets.

The maturity table of the mortgages in note 7 above also reflects the estimated timing of principal repayments on the loan notes assuming that the Company will exercise any repurchase options.

Subordinated loans of €8,090,000 were made available to the Company during 2004 by EFG Eurobank Ergasias S.A. and were repaid during 2005. Interest on the subordinated loans is payable on a quarterly basis at the three month EURIBOR plus a margin of 1.00%.

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## NOTES TO THE FINANCIAL STATEMENTS

### FOR THE YEAR ENDED 31 DECEMBER 2006

#### 11. LIABILITIES EVIDENCED BY PAPER (continued)

The Company has not had any defaults on principal, interest or any other breaches with respect to their liabilities during the year.

#### 12. FINANCIAL INSTRUMENTS

The Company's financial instruments, other than derivatives, comprise of a deemed loan to the Originator, cash and liquid resources, interest-bearing borrowings and various receivables and payables that arise directly from its operations. The Company also enters into derivative transactions (principally interest rate swaps). The purpose of such transactions is to manage the interest rate risks arising from the Company's operations and its sources of finance.

It is, and has been throughout the period under review, the Company's policy that no trading in financial instruments is undertaken.

The directors have considered the financial risks affecting the Company and have included the relevant disclosures of interest rate, credit, liquidity and currency risks in the Directors' Report. The table below provides details of the fair value of financial assets and liabilities not carried at fair value through profit and loss:

##### Fair values

The fair values together with the carrying amounts shown in the balance sheet are as follows:

	Note	Carrying amount 2006 €	Fair value 2006 €	Carrying amount 2005 €	Fair value 2005 €
Deemed loan to the Originator	7	363,826,194	363,826,194	569,026,934	569,667,758
Other assets	9	2,317,395	2,317,395	2,829,052	2,829,052
Derivative financial instruments	8	330,833	330,833	-	-
Cash and cash equivalents		39,292,624	39,292,624	25,072,944	25,072,944
Liabilities evidenced by paper	11	(405,064,440)	(408,164,354)	(596,555,398)	(597,196,222)
Other loans from the Originator	13	(22,929)	(22,929)	(31,170)	(31,170)
Interest payable	13	(222,540)	(222,540)	(224,241)	(224,241)
Other payables	13	(96,489)	(96,489)	(91,135)	(91,135)
Tax payable		(1,585)	(1,585)	(2,455)	(2,455)
		<u>359,063</u>	<u>(2,740,851)</u>	<u>24,531</u>	<u>24,531</u>

#### 13. OTHER PAYABLES

	2006 €	2005 €
Other liabilities		
Other loans from the Originator	22,929	31,170
Interest payable	222,540	224,241
Accruals and deferred income	96,489	90,301
Other payables	-	834
	<u>341,958</u>	<u>346,546</u>

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**14. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY AND RELATED PARTY TRANSACTIONS**

The shares in the Company are held by Wilmington Trust SP Services (London) Limited and Mrs R L Samson under Declarations of Trust for charitable purposes. EFG Eurobank has no direct ownership interest in the Company. However, in accordance with IFRS, and particularly SIC 12, results of the Company are included in the consolidated financial statements of the Bank.

The Company has identified the following transactions which are required to be disclosed under the terms of IAS 24 Related Party Disclosures.

During the period administration and accounting services were provided by Wilmington Trust SP Services (London) Limited for which Wilmington Trust SP Services (London) Limited earned €24,000 (2005: €24,000). Mr J P J Fairrie and Mr M McDermott who are directors of the Company are also directors of Wilmington Trust SP Services (London) Limited. Mrs R L Samson, who is a director of the Company, is an employee of Wilmington Trust SP Services (London) Limited.

During 2006, EFG Eurobank Ergasias S.A. repaid the Company an amount of total principal on mortgage loans of €201,828,348 (2005: €102,690,206) and the Company has repaid subordinated loans to EFG Eurobank Ergasias S.A. of €nil (2005: €8,090,000).

The interest income on these mortgage loans for the year was €29,514,176 (2005: €36,187,155) and the interest expense on these subordinated loans for the year was €nil (2005: €224,240).

The Company has also incurred €50,721 (2005: €67,265) due to EFG Eurobank Ergasias S.A. for administering the Company's mortgage loans, and €12,832,532 (2005: €19,336,754) for deferred consideration.

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**15. TRANSITION TO IFRS**

The following table sets out the effect on the balance sheet and income statement of the transition of the Company to IFRS:

Balance Sheet as of 31 December 2005

	Sub- note	31.12.05 UK GAAP €	Transition to IFRS €	1.1.2006 IFRS GAAP €
<b>Non-current assets</b>				
Deemed loan to the Originator	1,2	-	569,026,934	569,026,934
Mortgage loans	1	<u>597,555,427</u>	<u>(597,555,427)</u>	-
<b>Total non-current assets</b>		<u>597,555,427</u>	<u>(28,528,493)</u>	<u>569,026,934</u>
<b>Current Assets</b>				
Other assets		-	2,829,052	2,829,052
Debtors falling due within one year		2,829,052	(2,829,052)	-
Cash at bank	3	<u>25,072,944</u>	-	<u>25,072,944</u>
<b>Total current assets</b>		<u>27,901,996</u>	-	<u>27,901,996</u>
<b>Total assets</b>		<u>625,457,423</u>	<u>(28,528,493)</u>	<u>596,928,930</u>
<b>Equity</b>				
Called up equity share capital		18,803	(18,803)	-
Issued capital		-	18,803	18,803
Profit and loss account		5,728	(5,728)	-
Retained earnings		-	5,728	5,728
<b>Total equity</b>		<u>24,531</u>	-	<u>24,531</u>
<b>Non-current liabilities</b>				
Creditors falling due after more than one year		596,555,398	(596,555,398)	-
Liabilities evidenced by paper		-	596,555,398	596,555,398
Deferred consideration	2	<u>28,528,493</u>	<u>(28,528,493)</u>	-
<b>Total non-current liabilities</b>		<u>625,083,891</u>	<u>(28,528,493)</u>	<u>596,555,398</u>
<b>Current liabilities</b>				
Creditors falling due within one year		349,001	(349,001)	-
Other liabilities		-	346,546	346,546
Tax payable		-	2,455	2,455
<b>Total current liabilities</b>		<u>349,001</u>	-	<u>349,001</u>
<b>Total liabilities</b>		<u>625,432,892</u>	<u>(28,528,493)</u>	<u>596,904,399</u>
<b>Total equity and liabilities</b>		<u>625,457,423</u>	<u>(28,528,493)</u>	<u>596,928,930</u>

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**15. TRANSITION TO IFRS (continued)**

**Income Statement for the year ended 31 December 2005**

	<b>2005</b> <b>(UK GAAP)</b> €	<b>Transition to</b> <b>IFRS</b> €	<b>2006</b> <b>IFRS</b> €
<b>Continuing activities</b>			
Interest income	-	16,709,358	16,709,358
Interest expense	-	(16,491,184)	(16,491,184)
Interest receivable and similar income	36,187,155	(36,187,155)	-
Interest payable and similar charges	<u>(17,283,142)</u>	<u>17,283,142</u>	<u>-</u>
<b>Net interest income</b>	18,904,013	(18,685,839)	218,174
Other operating income	<u>650,915</u>	<u>(650,915)</u>	<u>-</u>
<b>Net Revenue</b>	19,554,928	(19,336,754)	218,174
Administrative expenses	<u>(19,548,982)</u>	<u>19,336,754</u>	<u>(212,228)</u>
<b>Profit before tax for the year</b>	5,946	-	5,946
Income tax expense	<u>(1,784)</u>	<u>-</u>	<u>(1,784)</u>
<b>Profit for the year</b>	<u><u>4,162</u></u>	<u><u>-</u></u>	<u><u>4,162</u></u>

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**15. TRANSITION TO IFRS (continued)**

Opening Balance Sheet reconciliation as of 1 January 2005

	Sub- note	UK GAAP €	Transition to IFRS €	1.1.2005 IFRS GAAP €
<b>Non-current assets</b>				
Deemed loan to the Originator	1,2	-	688,548,964	688,548,964
Mortgage loans	1	<u>700,350,651</u>	<u>(700,350,651)</u>	-
<b>Total non-current assets</b>		<u>700,350,651</u>	<u>(11,801,687)</u>	<u>688,548,964</u>
<b>Current assets</b>				
Debtors falling due within one year		3,230,441	(3,230,441)	-
Other assets		-	3,230,441	3,230,441
Cash at bank	3	<u>15,648,668</u>	-	<u>15,648,668</u>
<b>Total current assets</b>		<u>18,879,109</u>	-	<u>18,879,109</u>
<b>Total assets</b>		<u>719,229,760</u>	<u>(11,801,687)</u>	<u>707,428,073</u>
<b>Equity</b>				
Called up equity share capital		18,803	(18,803)	-
Issued capital		-	18,803	18,803
Profit and loss account		1,566	(1,566)	-
Retained earnings		-	1,566	1,566
<b>Total equity</b>		<u>20,369</u>	-	<u>20,369</u>
<b>Non-current liabilities</b>				
Creditors falling due after more than one year		706,885,407	(706,885,407)	-
Liabilities evidenced by paper		-	706,885,407	706,885,407
Deferred purchase payment	2	<u>11,801,687</u>	<u>(11,801,687)</u>	-
<b>Total non-current liabilities</b>		<u>718,687,094</u>	<u>(11,801,687)</u>	<u>706,885,407</u>
<b>Current liabilities</b>				
Creditors falling due within one year		522,297	(522,297)	-
Other liabilities		-	521,626	521,626
Tax payable		-	671	671
<b>Total current liabilities</b>		<u>522,297</u>	-	<u>522,297</u>
<b>Total liabilities</b>		<u>719,209,391</u>	<u>(11,801,687)</u>	<u>707,407,704</u>
<b>Total equity and liabilities</b>		<u>719,229,760</u>	<u>(11,801,687)</u>	<u>707,428,073</u>

**Transition to IFRS**

As stated in note 1, these are the Company's first financial statements prepared in accordance with IFRSs and the accounting policies applied in preparing the financial statements are set out in that note.

**Sub-notes**

1. Mortgage loans have been reclassified as a loan to the Originator in accordance with the IFRS accounting policies.
2. Deferred consideration has been included within loan to the Originator
3. There are no material differences between the cash flow statement presented under Adopted IFRSs and the cash flow statement presented under UK GAAP.