

Interim Condensed Financial Statements for the period 1 January – 31 March 2013 of the Group and Titan Cement Company S.A.

These financial statements have been translated from the original version in Greek. In the event that differences exist between this translation and the original Greek language financial statements, the Greek language financial statements will prevail over this document.

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The Interim Condensed Financial Statements presented through pages 4 to 34 both for the Group and the Parent Company, have been approved by the Board of Directors on 14th of May 2013.

Chairman of the Board of Directors

Managing Director

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Financial Consolidation Senior Manager

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# **Interim Income Statement**

|   |      | Gro                   | up       | Company               |         |  |
|---|------|-----------------------|----------|-----------------------|---------|--|
|   |      | For the thre<br>ended |          | For the thre<br>ended |         |  |
| (all amounts in Euro thousands)   | Note | 2013                  | 2012     | 2013                  | 2012    |  |
| Sales of goods  | 5    | 242.964               | 225.379  | 50.610                | 42.466  |  |
| Cost of sales   |      | -194.183              | -166.700 | -46.287               | -25.187 |  |
| Gross profit before depreciation and amortization   |      | 48.781                | 58.679   | 4.323                 | 17.279  |  |
| Other income  |      | 2.804                 | 7.710    | 1.503                 | 3.249   |  |
| Administrative expenses   |      | -21.243               | -24.274  | -7.338                | -7.293  |  |
| Selling and marketing expenses  |      | -4.251                | -5.158   | -24                   | -38     |  |
| Other expenses  |      | -1.777                | -2.515   | -444                  | -824    |  |
| Profit/(loss) before interest, taxes, depreciation and  |      |                       |          |                       |         |  |
| amortization (EBITDA)   |      | 24.314                | 34.442   | -1.980                | 12.373  |  |
| Depreciation and amortization related to cost of sales<br>Depreciation and amortization related to administrative and selling |      | -27.911               | -28.781  | -2.845                | -2.891  |  |
| expenses  |      | -1.572                | -2.063   | -327                  | -292    |  |
| Impairment of tangible and intangible assets related to cost of   |      |                       |          |                       |         |  |
| sales   |      | -105                  | -131     | -105                  | -       |  |
| (Loss)/profit before interest and taxes   |      | -5.274                | 3.467    | -5.257                | 9.190   |  |
| Finance income  |      | 1.165                 | 412      | 221                   | 69      |  |
| Finance costs   |      | -15.940               | -15.735  | -10.567               | -10.604 |  |
| Net losses from financial instruments   |      | -1.809                | -2.520   | -551                  | -1.532  |  |
| (Losses)/gains from foreign exchange differences  |      | -1.234                | -2.850   | 411                   | -2      |  |
| Share of loss of associates   |      | -366                  | -368     | -                     | -       |  |
| Loss before taxes   |      | -23.458               | -17.594  | -15.743               | -2.879  |  |
| Income tax  | 8    | -2.708                | -3.604   | -1.351                | 3.077   |  |
| (Loss)/profit for the period  |      | -26.166               | -21.198  | -17.094               | 198     |  |
|   |      |                       |          |                       |         |  |
| Attributable to:  |      |                       |          |                       |         |  |
| Equity holders of the parent  |      | -27.067               | -19.409  |                       |         |  |
| Non-controlling interests   |      | 901                   | -1.789   |                       |         |  |
|   |      | -26.166               | -21.198  |                       |         |  |
| Basic losses per share (in €)   | 20   | -0,3320               | -0,2381  |                       |         |  |
| Diluted losses per share (in €)   | 20   | -0,3294               | -0,2370  |                       |         |  |

The accompanying notes on pages 10 to 34 are an integral part of these financial statements

# **Interim Statement of Comprehensive Income**

|   |          | Group        |         | Company     |      |  |
|---|----------|--------------|---------|-------------|------|--|
|   |          | For the thre |         | For the thr |      |  |
| (all seconds in Fire the result)  | <b>.</b> | ended        | -       |             | 31/3 |  |
| (all amounts in Euro thousands)   | Note     | 2013         | 2012    | 2013        | 2012 |  |
| (Loss)/profit for the period  |          | -26.166      | -21.198 | -17.094     | 198  |  |
| Other comprehensive income/(loss) to be reclassified to profit or loss in subsequent periods: |          |              |         |             |      |  |
| Exchange differences on translation of foreign  |          |              |         |             |      |  |
| operations  | 19       | 5.230        | -25.970 | -           | -    |  |
| ·   |          |              |         |             |      |  |
| Net loss on available-for-sale financial assets   |          | -22          | -22     | -           | -    |  |
| Cash flow hedges  | 16       | 700          | -1.206  | 654         | -272 |  |
| Income tax effect   | 8,16     | -18          | 365     | -           | -    |  |
|   |          | 682          | -841    | 654         | -272 |  |
| Net other comprehensive income/(loss) to be reclassified to profit or loss in subsequent      |          |              |         |             |      |  |
| periods   |          | 5.890        | -26.833 | 654         | -272 |  |
| Total community loss for the new od not of  |          |              |         |             |      |  |
| Total comprehensive loss for the period net of  |          | 20.270       | 40.001  | 10 440      | 74   |  |
| tax   |          | -20.276      | -48.031 | -16.440     | -74  |  |
| Attributable to:  |          |              |         |             |      |  |
| Equity holders of the parent  |          | -19.651      | -45.104 |             |      |  |
| Non-controlling interests   |          | -625         | -2.927  |             |      |  |
|   |          | -20.276      | -48.031 |             |      |  |

# **Interim Statement of Financial Position**

| (all amounts in Euro thousands)                     |       | Gro       | up         | Comp      | bany       |
|---|-------|-----------|------------|-----------|------------|
| Assets  | Note  | 31/3/2013 | 31/12/2012 | 31/3/2013 | 31/12/2012 |
| Property, plant & equipment                         | 9     | 1.737.856 | 1.759.036  | 235.258   | 237.672    |
| Investment properties                               |       | 8.542     | 8.546      | 11.959    | 11.959     |
| Intangible assets and goodwill                      | 10    | 530.884   | 527.498    | 1.010     | 1.099      |
| Investments in subsidiaries                         | 12    | -         | -          | 1.213.435 | 1.213.365  |
| Investments in associates                           | 11    | 2.368     | 2.734      | -         | -          |
| Other non-current assets                            | 16,17 | 14.554    | 14.449     | 2.798     | 2.798      |
| Deferred tax asset                                  | 8     | 3.340     | 2.499      | -         | -          |
| Non-current assets                                  |       | 2.297.544 | 2.314.762  | 1.464.460 | 1.466.893  |
| Inventories   | 23    | 245.804   | 233.765    | 67.742    | 69.080     |
| Trade receivables                                   |       | 137.114   | 127.488    | 35.498    | 30.658     |
| Other receivables and prepayments                   | 24    | 73.774    | 71.692     | 55.683    | 26.641     |
| Other current assets                                | 16    | 63        | 63         | 61        | 61         |
| Cash and cash equivalents                           | 6     | 284.084   | 284.272    | 69.410    | 35.601     |
| Current assets                                      |       | 740.839   | 717.280    | 228.394   | 162.041    |
| Total Assets  |       | 3.038.383 | 3.032.042  | 1.692.854 | 1.628.934  |
| Equity and Liabilities                              |       |           |            |           |            |
| Share Capital (84,632,528 shares of € 4.00)         | 18    | 338.530   | 338.530    | 338.530   | 338.530    |
| Share premium                                       | 18    | 22.826    | 22.826     | 22.826    | 22.826     |
| Share options                                       | 18    | 3.186     | 2.891      | 3.186     | 2.891      |
| Treasury shares                                     | 18    | -89.446   | -89.446    | -89.446   | -89.446    |
| Other Reserves                                      | 19    | 385.297   | 381.027    | 509.034   | 508.380    |
| Retained earnings                                   |       | 852.989   | 878.635    | -23.612   | -6.518     |
| Equity attributable to equity holders of the parent |       | 1.513.382 | 1.534.463  | 760.518   | 776.663    |
| Non-controlling interests                           |       | 125.904   | 125.478    | -         | -          |
| Total equity (a)                                    |       | 1.639.286 | 1.659.941  | 760.518   | 776.663    |
| Long-term borrowings                                | 15    | 763.729   | 705.227    | 752.374   | 741.950    |
| Derivative financial instruments                    | 16    | 21.140    | 16.784     | 5.032     | 5.875      |
| Deferred tax liability                              | 8     | 175.922   | 178.786    | 19.092    | 17.972     |
| Retirement benefit obligations                      |       | 27.503    | 26.908     | 11.525    | 11.299     |
| Provisions  | 14    | 17.646    | 17.317     | 1.736     | 1.736      |
| Other non-current liabilities                       |       | 30.064    | 30.632     | 4.863     | 5.043      |
| Non-current liabilities                             |       | 1.036.004 | 975.654    | 794.622   | 783.875    |
| Short-term borrowings                               | 15    | 150.802   | 174.636    | 98.530    | 24.468     |
| Trade and other payables                            |       | 194.221   | 207.009    | 37.511    | 42.586     |
| Derivative financial instruments                    | 16    | 954       | 1.294      | -         | -          |
| Current income tax payable                          |       | 15.171    | 11.899     | -         | -          |
| Provisions  | 14    | 1.945     | 1.609      | 1.673     | 1.342      |
| Current liabilities                                 |       | 363.093   | 396.447    | 137.714   | 68.396     |
| Total liabilities (b)                               |       | 1.399.097 | 1.372.101  | 932.336   | 852.271    |
| Total Equity and Liabilities (a+b)                  |       | 3.038.383 | 3.032.042  | 1.692.854 | 1.628.934  |

The accompanying notes on pages 10 to 34 are an integral part of these financial statements

# Interim Statement of Changes in Equity

(all amounts in Euro thousands)

| Attributable to equity holders of the parent                |          |         |                    |               |                      |                       |                   |          |           |                     |           |
|---|----------|---------|--------------------|---------------|----------------------|-----------------------|-------------------|----------|-----------|---------------------|-----------|
| Group   | Ordinary | Share   | Preferred ordinary |               | Ordinary<br>treasury | Preferred<br>treasury | Other<br>reserves | Retained |           | Non-<br>controlling | Total     |
| ·   | shares   | premium | shares             | Share options | shares               | shares                | (note 19)         | earnings | Total     | interests           | equity    |
| Balance at 1 January 2012                                   | 308.254  | 22.826  | 30.276             | 1.358         | -89.329              | -117                  | 427.028           | 857.170  | 1.557.466 | 142.982             | 1.700.448 |
| Loss for the period   | -        | -       | -                  | -             | -                    | -                     | -                 | -19.409  | -19.409   | -1.789              | -21.198   |
| Other comprehensive loss                                    | -        | -       | -                  | -             | -                    | -                     | -25.695           | -        | -25.695   | -1.138              | -26.833   |
| Total comprehensive loss for the period                     | -        | -       | -                  | -             | -                    | -                     | -25.695           | -19.409  | -45.104   | -2.927              | -48.031   |
| Dividends distributed to non-controlling interests          | -        | -       | -                  | -             | -                    | -                     | -                 | -        | -         | -2.275              | -2.275    |
| Acquisitions of non-controlling interests                   | -        | -       | -                  | -             | -                    | -                     | -                 | 667      | 667       | -27.667             | -27.000   |
| Non-controlling interest's put option recognition (note 25) | -        | -       | -                  | -             | -                    | -                     | -3.674            | -        | -3.674    | 2.074               | -1.600    |
| Share based payment transactions                            | -        | -       | -                  | 331           | -                    | -                     | -                 | -        | 331       | -                   | 331       |
| Transfer between reserves                                   | -        | -       | -                  | -             | -                    | -                     | -5.874            | 5.874    | -         | -                   | -         |
| Balance at 31 March 2012                                    | 308.254  | 22.826  | 30.276             | 1.689         | -89.329              | -117                  | 391.785           | 844.302  | 1.509.686 | 112.187             | 1.621.873 |
| Balance at 1 January 2013                                   | 308.254  | 22.826  | 30.276             | 2.891         | -89.329              | -117                  | 381.027           | 878.635  | 1.534.463 | 125.478             | 1.659.941 |
| (Loss)/profit for the period                                | -        | -       | -                  | -             | -                    | -                     | -                 | -27.067  | -27.067   | 901                 | -26.166   |
| Other comprehensive income/(loss)                           | -        | -       | -                  | -             | -                    | -                     | 7.416             | -        | 7.416     | -1.526              | 5.890     |
| Total comprehensive income/(loss) for the period            | -        | -       | -                  | -             | -                    | -                     | 7.416             | -27.067  | -19.651   | -625                | -20.276   |
| Non-controlling interest's put option recognition (note 25) | -        | -       | -                  | -             | -                    | -                     | -1.725            | -        | -1.725    | 1.051               | -674      |
| Share based payment transactions                            | -        | -       | -                  | 295           | -                    | -                     | -                 | -        | 295       | -                   | 295       |
| Transfer between reserves                                   |          | -       | -                  | -             | -                    | -                     | -1.421            | 1.421    | -         | -                   |           |
| Balance at 31 March 2013                                    | 308.254  | 22.826  | 30.276             | 3.186         | -89.329              | -117                  | 385.297           | 852.989  | 1.513.382 | 125.904             | 1.639.286 |

The accompanying notes on pages 10 to 34 are an integral part of these financial statements

# Interim Statement of Changes in Equity (continued)

(all amounts in Euro thousands)

| Company  | Ordinary<br>shares | Share<br>premium | Preferred<br>ordinary<br>shares | Share options | Ordinary<br>treasury<br>shares | Preferred<br>treasury<br>shares | Other<br>reserves<br>(note 19) | Retained<br>earnings | Total equity |
|--|--------------------|------------------|---------------------------------|---------------|--------------------------------|---------------------------------|--------------------------------|----------------------|--------------|
| Balance at 1 January 2012                        | 308.254            | 22.826           | 30.276                          | 1.358         | -89.329                        | -117                            | 511.301                        | 4.861                | 789.430      |
| Profit for the period                            | -                  | -                | -                               | -             | -                              | -                               | -                              | 198                  | 198          |
| Other comprehensive loss                         | -                  | -                | -                               | -             | -                              | -                               | -272                           | -                    | -272         |
| Total comprehensive (loss)/income for the period | -                  | -                | -                               | -             | -                              | -                               | -272                           | 198                  | -74          |
| Share based payment transactions                 | -                  | -                | -                               | 331           | -                              | -                               | -                              | -                    | 331          |
| Balance at 31 March 2012                         | 308.254            | 22.826           | 30.276                          | 1.689         | -89.329                        | -117                            | 511.029                        | 5.059                | 789.687      |
| Balance at 1 January 2013                        | 308.254            | 22.826           | 30.276                          | 2.891         | -89.329                        | -117                            | 508.380                        | -6.518               | 776.663      |
| Loss for the period                              | -                  | -                | -                               | -             | -                              | -                               | -                              | -17.094              | -17.094      |
| Other comprehensive income                       | -                  | -                | -                               | -             | -                              | -                               | 654                            | -                    | 654          |
| Total comprehensive income/(loss) for the period | -                  | -                | -                               | -             | -                              | -                               | 654                            | -17.094              | -16.440      |
| Share based payment transactions                 |                    | -                | -                               | 295           | -                              | -                               | -                              | -                    | 295          |
| Balance at 31 March 2013                         | 308.254            | 22.826           | 30.276                          | 3.186         | -89.329                        | -117                            | 509.034                        | -23.612              | 760.518      |

# **Interim Cash Flow Statement**

|   | Gro                   | oup      | Company               |              |  |
|---|-----------------------|----------|-----------------------|--------------|--|
|   | For the three 1<br>31 |          | For the three 1<br>31 |              |  |
| (all amounts in Euro thousands) Note  | 2013                  | 2012     | 2013                  | 2012         |  |
| Cash flows from operating activities  |                       |          |                       |              |  |
| Loss before taxes   | -23.458               | -17.594  | -15.743               | -2.879       |  |
|   |                       |          |                       |              |  |
| Adjustments for:  |                       |          |                       |              |  |
| Depreciation/amortization & impairment of tangible<br>and intangible assets   |                       | 30.975   | 3.277                 | 3.183        |  |
| Provisions  | 29.588<br>346         | -3.475   | 421                   | -1.937       |  |
|   |                       | -3.475   | -413                  |              |  |
| Exchange differences  | 1.191                 | 1.568    | -413                  | 2<br>10.535  |  |
| Interest expense  | 14.575                |          |                       |              |  |
| Other non cash items  | 2.495                 | 3.172    | 728                   | -57          |  |
| Adjusted profit/(loss) before changes in working                              | 24.737                | 29.250   | -1.491                | 8.847        |  |
| capital<br>(Increase) (decrease in inventories                                | -11.175               | -23.195  | -1.491                | <b>6.465</b> |  |
| (Increase)/decrease in inventories<br>Increase in trade and other receivables | -11.175               | -23.195  | -35.915               | -0.405       |  |
| (Increase)/decrease in operating long-term                                    | -11.022               | -20.852  | -35.915               | -5.157       |  |
| receivables/payables  | -949                  | -856     | 1                     | 3            |  |
| Decrease in trade and other payables (excluding banks)                        | -7.597                | -28.628  | -2.435                | -13.777      |  |
| Cash used in operations   | -6.606                | -44.281  | -38.513               | -14.529      |  |
| Income tax paid   | -2.074                | -492     | -232                  | -363         |  |
| Net cash flows used in operating activities                                   | -8.680                | -44.773  | -38.745               | -14.892      |  |
| Cash flows from investing activities  |                       |          |                       |              |  |
| Acquisition of non controlling interests                                      | -4.000                | -15.000  | -                     | _            |  |
| Share capital increase in subsidiaries, associates and                        |                       | 10.000   |                       |              |  |
| joint ventures  | -                     | -        | -70                   | -10.000      |  |
| Purchase of tangible assets 9   | -6.272                | -8.393   | -1.070                | -1.110       |  |
| Purchase of intangible assets   | -272                  | -271     | -136                  | -24          |  |
| Proceeds from the sale of tangible and intangible                             |                       |          |                       |              |  |
| assets 9  | 497                   | 107      | 494                   | 29           |  |
| Interest received   | 1.165                 | 412      | 221                   | 69           |  |
| Net cash flows used in investing activities                                   | -8.882                | -23.145  | -561                  | -11.036      |  |
| Cash flows from financing activities  |                       |          |                       |              |  |
| Interest paid   | -12.450               | -19.491  | -10.655               | -10.598      |  |
| Dividends paid to shareholders  | -                     | -2       | -                     | -2           |  |
| Proceeds from borrowings  | 509.446               | 180.171  | 162.060               | 44.290       |  |
| Repayment of borrowings   | -479.053              | -199.447 | -78.315               | -16.969      |  |
| Net cash flows from/(used in) financing activities                            | 17.943                | -38.769  | 73.090                | 16.721       |  |
| Net increase/(decrease) in cash and cash                                      |                       |          |                       |              |  |
| equivalents   | 381                   | -106.687 | 33.784                | -9.207       |  |
| Cash and cash equivalents at beginning of the period                          | 284.272               | 333.935  | 35.601                | 29.478       |  |
| Effects of exchange rate changes  | -569                  | -1.041   | 25                    | -            |  |
| Cash and cash equivalents at end of the period                                | 284.084               | 226.207  | 69.410                | 20.271       |  |

The accompanying notes on pages 10 to 34 are an integral part of these financial statements

# **Notes to the Interim Condensed Financial Statements**

## 1. General information

Titan Cement Co. S.A. (the Company) and, its subsidiaries (collectively the Group) are engaged in the production, trade and distribution of a wide range of construction materials, including aggregates, cement, concrete, cement blocks, dry mortars and fly ash. The Group operates primarily in Greece, the Balkans, Egypt, Turkey and the United States of America.

The Company is a limited liability company incorporated and domiciled in Greece at 22A Halkidos Street - 111 43 Athens with number in the General Electronic Commercial Registry: 224301000 (former Register of Sociétés Anonymes Number: 6013/06/B/86/90) and is listed on the Athens Stock Exchange.

These interim condensed financial statements (the financial statements) have been approved for issue by the Board of Directors on May 14, 2013.

## 2. Basis of preparation and summary of significant accounting policies

These financial statements for the three month period ended 31 March 2013 have been prepared by management in accordance with International Accounting Standard (IAS) 34 "Interim Financial Reporting".

The financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual financial statements as at 31 December 2012.

The accounting policies adopted in the preparation of the interim condensed financial statements are consistent with those followed in the preparation of the Group's annual financial statements for the year ended 31 December 2012, except for the adoption of the new or revised standards, amendments and/or interpretations that are mandatory for the periods beginning on or after 1 January 2013.

<u>Standards and Interpretations effective for the current financial year that have no significant impact in the</u> <u>Group's financial position or performance</u>

## • IAS 1 "Financial Statement Presentation" (Amended) – Presentation of items of Other Comprehensive Income

The amendment is effective for annual periods beginning on or after 1 July 2012. The amendments to IAS 1 change the grouping of items presented in Other Comprehensive Income. Items that could be reclassified (or 'recycled') to profit or loss at a future point in time (for example, upon derecognition or settlement) would be presented separately from items that will never be reclassified. The amendment affects only the presentation of the statement of comprehensive income.

#### • IAS 19 "Employee benefits" (Revised 2011) (IAS 19R)

The amendment is effective for annual periods beginning on or after 1 January 2013. The IASB has issued numerous amendments to IAS 19. This amendment makes significant changes to the recognition and measurement of defined benefit pension expense and termination benefits (eliminates the corridor approach), to the concept of expected returns on plan assets and to the disclosures for all employee benefits. The key changes relate mainly to recognition of actuarial gains and losses, recognition of past service cost / curtailment, measurement of pension expense, disclosure requirements, treatment of expenses and taxes relating to employee benefit plans and distinction between "short-term" and "other long-term" benefits.

The revised Standard provides better presentation of the financial position by fully recognizing the actuarial gains and losses in the statement of comprehensive income when they occur. The transition to IAS 19R did not have an impact on the interim condensed financial statements for the Group (note 22).

#### • IFRS 7 "Financial Instruments: Disclosures" (Amended) - Offsetting financial assets and financial liabilities

The amendment is effective for annual periods beginning on or after 1 January 2013. The amendment introduces common disclosure requirements. These disclosures would provide users with information that is useful in evaluating the effect or potential effect of netting arrangements on an entity's financial position. The amendments to IFRS 7 are to be retrospectively applied.

#### • IFRS 13 "Fair value measurement"

The new standard is effective for annual periods beginning on or after 1 January 2013. IFRS 13 establishes a single source of guidance under IFRS for all fair value measurements. IFRS 13 does not change when an entity is required to use fair value, but rather provides guidance on how to measure fair value under IFRS when fair value is required or permitted.

#### • IFRIC Interpretation 20 "Stripping costs in the production phase of a surface mine"

The interpretation is effective for annual periods beginning on or after 1 January 2013. This interpretation only applies to stripping costs incurred in surface mining activity during the production phase of the mine ('production stripping costs'). Costs incurred in undertaking stripping activities are considered to create two possible benefits: a) the production of inventory in the current period and/or b) improved access to ore to be mined in a future period (striping activity asset). Where cost cannot be specifically allocated between the inventory produced during the period and the stripping activity asset, IFRIC 20 requires an entity to use an allocation basis that is based on a relevant production measure.

## Amendments to standards that form part of the IASB's 2011 annual improvements project

The amendments set out below describe the key changes to IFRSs following the publication in May 2012 of the results of the IASB's annual improvements project. The effective date for the amendments is for annual periods beginning on or after 1 January 2013.

## • IAS 1 "Presentation of financial statements"

The amendment clarifies the disclosure requirements for comparative information when an entity provides a third balance sheet either (a) as required by IAS 8 "Accounting policies, changes in accounting estimates and errors" or (b) voluntarily.

## • IAS 16 "Property, plant and equipment"

The amendment clarifies that spare parts and servicing equipment are classified as property, plant and equipment rather than inventory when they meet the definition of property, plant and equipment, i.e. when they are used for more than one period.

#### • IAS 32 "Financial Instruments: Presentation"

The amendment clarifies that income taxes arising from distributions to equity holders are accounted for in accordance with IAS 12 Income Taxes. The amendment removes existing income tax requirements from IAS 32 and requires entities to apply the requirements in IAS 12 to any income tax arising from distributions to equity holders.

#### • IAS 34 "Interim financial reporting"

The amendment clarifies the requirements in IAS 34 relating to segment information for total assets and liabilities for each reportable segment to enhance consistency with the requirements in IFRS 8 "Operating Segments". Total assets and liabilities for a particular reportable segment need to be disclosed only when the amounts are regularly provided to the chief operating decision maker and there has been a material change in the total amount disclosed in the entity's previous annual financial statements for that reportable segment.

#### Standards and Interpretations effective from annual periods beginning on or after 1 January 2014

#### • IAS 27 "Separate financial statements" (Revised)

The Standard is effective for annual periods beginning on or after 1 January 2014, as adopted by the EU. This Standard is issued concurrently with IFRS 10 and together, the two IFRSs supersede IAS 27 "Consolidated and Separate Financial Statements". The amended IAS 27 prescribes the accounting and disclosure requirements for investment in subsidiaries, joint ventures and associates when an entity prepares separate financial statements.

At the same time, IASB relocated to IAS 27 requirements from IAS 28 "Investments in Associates" and IAS 31 "Interests in Joint Ventures" regarding separate financial statements. Earlier application is permitted. The Group is in the process of assessing the impact of this amendment on the financial position or performance of the Group.

## • IAS 28 "Investments in associates and joint ventures" (Revised)

The Standard is effective for annual periods beginning on or after 1 January 2014, as adopted by the EU. As a consequence of the new IFRS 11 and IFRS 12, IAS 28 has been renamed IAS 28 "Investments in Associates and Joint Ventures", and describes the application of the equity method to investments in joint ventures in addition to associates. Earlier application is permitted. The Group is in the process of assessing the impact of this amendment on the financial position or performance of the Group.

#### • IAS 32 "Financial Instruments: Presentation" (Amended) - Offsetting financial assets and financial liabilities

The amendment is effective for annual periods beginning on or after 1 January 2014. This amendment clarifies the meaning of "currently has a legally enforceable right to set-off" and also clarifies the application of the IAS 32 offsetting criteria to settlement systems (such as central clearing house systems) which apply gross settlement mechanisms that are not simultaneous. The amendments to IAS 32 are to be retrospectively applied. Earlier application is permitted. However, if an entity chooses to early adopt, it must disclose that fact and also make the disclosures required by the IFRS 7 Offsetting Financial Assets and Financial Liabilities amendments. The Group is in the process of assessing the impact of the amendment on the financial position or performance of the Group.

#### • IFRS 9 "Financial Instruments" - Classification and measurement

The new standard is effective for annual periods beginning on or after 1 January 2015. IFRS 9 as issued reflects the first phase of the IASBs work on the replacement of IAS 39 and applies to classification and measurement of financial assets and financial liabilities as defined in IAS 39. Phase 1 of IFRS 9 will have a significant impact on (i) the classification and measurement of financial assets and (ii) a change in reporting for those entities that have designated financial liabilities using the fair value option (FVO). In subsequent phases, the IASB will address hedge accounting and impairment of financial assets. This standard has not yet been endorsed by the EU. The Group will quantify the effect in conjunction with the other phases, when the final standard including all phases is issued.

## • IFRS 10 "Consolidated financial statements"

The new standard is effective for annual periods beginning on or after 1 January 2014, as adopted by the EU. IFRS 10 replaces the portion of IAS 27 "Consolidated and Separate Financial Statements" that addresses the accounting for consolidated financial statements. It also includes the issues raised in SIC-12 "Consolidation — Special Purpose Entities".

IFRS 10 establishes a single control model that applies to all entities including special purpose entities. The changes introduced by IFRS 10 will require management to exercise significant judgment to determine which entities are controlled, and therefore, are required to be consolidated by a parent, compared with the requirements that were in IAS 27. The new standard changes the definition of control for the purpose of determining which entities should be consolidated. This definition is supported by extensive application guidance that addresses the different ways in which a reporting entity (investor) might control another entity (investee).

The revised definition of control focuses on the need to have both power (the current ability to direct the activities that significantly influence returns) and variable returns (can be positive, negative or both) before control is present. The new standard also includes guidance on participating and protective rights, as well as on agency/ principal relationships. The Group is in the process of assessing the impact of the new standard on the financial position or performance of the Group.

## • IFRS 11 "Joint arrangements"

The new standard is effective for annual periods beginning on or after 1 January 2014, as adopted by the EU. IFRS 11 replaces IAS 31 "Interests in Joint Ventures" and SIC-13 "Jointly-controlled Entities — Non-monetary Contributions by Venturers". IFRS 11 provides for a more realistic reflection of joint arrangements by focusing on the rights and obligations of the arrangement, rather than its legal form. The types of joint arrangements are reduced to two: joint operations and joint ventures. Proportional consolidation of joint ventures is no longer allowed. Equity consolidation method is mandatory for participants in joint ventures. Entities that participate in joint operations will follow accounting much like that for joint assets or joint operations today. The standard also provides guidance for parties that participate in joint arrangements but do not have joint control. The Group is in the process of assessing the impact of the new standard on the financial position or performance of the Group.

## • IFRS 12 "Disclosures of involvement with other entities"

The new standard is effective for annual periods beginning on or after 1 January 2014, as adopted by the EU. IFRS 12 includes all of the disclosures that were previously in IAS 27 related to consolidated financial statements, as well as all of the disclosures that were previously included in IAS 31 and IAS 28. These disclosures relate to an entity's interests in subsidiaries, joint arrangements, associates and structured entities. A number of new disclosures are also required. The Group is in the process of assessing the impact of the new standard on the financial position or performance of the Group.

#### • IFRS 10, IFRS 11 and IFRS 12 (Amendments) "Transition Guidance"

The guidance is effective for annual periods beginning on or after 1 January 2014. The IASB issued amendments to IFRS 10 Consolidated Financial Statements, IFRS 11 Joint Arrangements and IFRS 12 Disclosure of Interests in Other Entities. The amendments change the transition guidance to provide further relief from full retrospective application. The date of initial application' in IFRS 10 is defined as 'the beginning of the annual reporting period in which IFRS 10 is applied for the first time'. The assessment of whether control exists is made at 'the date of initial application' rather than at the beginning of the comparative period. If the control assessment is different between IFRS 10 and IAS 27/SIC-12, retrospective adjustments should be determined. However, if the control assessment is the same, no retrospective application is required. If more than one comparative period is presented, additional relief is given to require only one period to be restated. For the same reasons IASB has also amended IFRS 11 Joint Arrangements and IFRS 12 Disclosure of Interests in Other Entities to provide transition relief. This guidance has not yet been endorsed by the EU. The Group is in the process of assessing the impact of the guidance on the financial position or performance of the Group.

## 3. Estimates

The preparation of interim financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In preparing these condensed interim financial statements, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the financial statements for the year ended 31 December 2012.

## 4. Seasonality

The Group is a supplier of cement, concrete, aggregates and other building materials. The demand for these products is seasonal in temperate countries i.e. Europe and North America. Therefore, the Group generally records lower revenues and operating profits during the first and the fourth quarters when adverse weather conditions are present in the northern hemisphere. On the other hand, sales and profitability tend to be higher during the second and third quarters, as favorable weather conditions support construction activities.

## 5. Segment information

For management information purposes, the Group is structured in four operating (geographic) segments: Greece and Western Europe, North America, South East Europe and Eastern Mediterranean. Each operating segment is a set of countries. The aggregation of countries is based on geographical position.

Each region has a regional Chief Executive Officer (CEO) who reports to the Group's CEO. In addition, the Group's financial department is organized by geographic region for effective financial control and performance monitoring.

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on Earnings before Interest, Taxes, Depreciations & Amortization (EBITDA). The Group financing is managed on a group basis and finance costs and finance revenue are allocated to operating segments.

| (all amounts in Euro thousands)   | Greece and<br>Euro |        | North Ar | merica  | South Easte | rn Europe | Eastern Med | literranean | Adjustme<br>elimina |        | Tota    | al      |
|---|--------------------|--------|----------|---------|-------------|-----------|-------------|-------------|---------------------|--------|---------|---------|
| Period from 1/1-31/3  | 2013               | 2012   | 2013     | 2012    | 2013        | 2012      | 2013        | 2012        | 2013                | 2012   | 2013    | 2012    |
| Gross revenue   | 67.634             | 57.002 | 89.250   | 79.775  | 32.930      | 27.207    | 70.584      | 72.467      | -8.717              | -5.536 | 251.681 | 230.915 |
| Inter-segment revenue   | -8.282             | -5.489 | -49      | -47     | -386        | -         |             |             | -                   |        | -8.717  | -5.536  |
| Total revenue   | 59.352             | 51.513 | 89.201   | 79.728  | 32.544      | 27.207    | 70.584      | 72.467      | -8.717              | -5.536 | 242.964 | 225.379 |
| Gross profit before depreciation &<br>amortization<br>(Losses)/earnings before interest,<br>taxes, depreciation & | 5.068              | 17.935 | 11.068   | 8.849   | 7.041       | 7.718     | 25.729      | 24.296      | -125                | -119   | 48.781  | 58.679  |
| amortization (EBITDA)   | -2.494             | 13.191 | 509      | -1.499  | 3.016       | 4.301     | 23.551      | 18.832      | -268                | -383   | 24.314  | 34.442  |
| (Losses)/earnings before interest<br>and taxes  | -7.135             | 8.520  | -13.608  | -16.255 | -2.153      | -1.089    | 17.839      | 12.624      | -217                | -333   | -5.274  | 3.467   |
| (Loss)/profit before taxes  | -18.160            | -3.572 | -17.948  | -20.995 | -1.714      | 2.376     | 14.649      | 9.780       | -285                | -5.183 | -23.458 | -17.594 |

# 5. Segment information (continued)

| (all amounts in Euro thousands) | Greece and Western<br>Europe |            | North America |            | South Eastern Europe |            | Eastern Mediterranean |            | Adjustments and eliminations |            | Total     |            |
|---------------------------------|------------------------------|------------|---------------|------------|----------------------|------------|-----------------------|------------|------------------------------|------------|-----------|------------|
|                                 | 31/3/2013                    | 31/12/2012 | 31/3/2013     | 31/12/2012 | 31/3/2013            | 31/12/2012 | 31/3/2013             | 31/12/2012 | 31/3/2013                    | 31/12/2012 | 31/3/2013 | 31/12/2012 |
| Total assets                    | 2.843.724                    | 2.692.825  | 886.724       | 876.830    | 870.105              | 874.802    | 1.210.273             | 1.207.847  | -2.772.443                   | -2.620.262 | 3.038.383 | 3.032.042  |
| Total liabilities               | 2.079.566                    | 1.910.098  | 460.808       | 446.414    | 205.337              | 207.984    | 299.601               | 301.714    | -1.646.215                   | -1.494.109 | 1.399.097 | 1.372.101  |

# 6. Cash and cash equivalents

| (all amounts in Euro thousands) | Gr        | oup        | Company   |            |  |  |
|---------------------------------|-----------|------------|-----------|------------|--|--|
|                                 | 31/3/2013 | 31/12/2012 | 31/3/2013 | 31/12/2012 |  |  |
| Cash in hand                    | 154       | 97         | 51        | 3          |  |  |
| Short-term bank deposits        | 283.930   | 284.175    | 69.359    | 35.598     |  |  |
|                                 | 284.084   | 284.272    | 69.410    | 35.601     |  |  |

Short-term bank deposits consist primarily of current accounts and time deposits. The effective interest rates on these short-term bank deposits are based on Euribor rates, are negotiated on a case by case basis.

## **Bank Credit Facilities**

The Group and the Company had the following bank credit facilities on 31.3.2013 including bank loans and debentures:

| (all amounts in Euro thousands)            | Gr        | oup        | Company   |            |  |
|--|-----------|------------|-----------|------------|--|
|  | 31/3/2013 | 31/12/2012 | 31/3/2013 | 31/12/2012 |  |
| Total Committed credit facilities          | 1.406.685 | 1.411.635  | 1.046.900 | 949.300    |  |
| Total Un-committed credit facilities       | 166.116   | 171.525    | 99.701    | 99.640     |  |
| Un-utilized Committed credit facilities    | 515.826   | 584.838    | 196.926   | 207.350    |  |
| Un-utilized Un-committed credit facilities | 142.711   | 118.720    | 98.771    | 75.581     |  |
| Total Un-utilised credit facilities        | 658.537   | 703.558    | 295.697   | 282.931    |  |

## 7. Number of employees

Number of employees as at the end of the reporting period: Group 5,407 (31.3.2012: 5,459), Parent Company 799 (31.3.2012: 797).

## 8. Income tax

The Group and the Company calculate the period income tax using the tax rate that would be applicable to the expected total annual earnings.

The major components of income tax in the interim consolidated income statement and the interim statement of comprehensive income are:

|  | Gro       | oup                 | Company          |                     |  |
|--|-----------|---------------------|------------------|---------------------|--|
|  |           | months ended<br>L/3 | For the three 31 | months ended<br>./3 |  |
| (all amounts in Euro thousands)                  | 2013 2012 |                     | 2013             | 2012                |  |
|  |           |                     |                  |                     |  |
| Current income tax expense                       | -3.844    | -5.471              | -231             | -195                |  |
| Deferred tax                                     | 1.136     | 1.867               | -1.120           | 3.272               |  |
| Income tax                                       | -2.708    | -3.604              | -1.351           | 3.077               |  |
| Income tax recognised in the other comprehensive |           |                     |                  |                     |  |
| income   | -18       | 365                 | -                | -                   |  |
| Total income taxes                               | -2.726    | -3.239              | -1.351           | 3.077               |  |

Net deferred tax liabilities have decreased by  $\notin 3.7$  mil. in the interim statement of financial position. This amount consists of a)  $\notin 1.1$  mil. of net deferred tax income, which was recorded in the income statement and the statement of comprehensive income for the period ended 31.3.2013 and b)  $\notin 2.6$  mil. related to exchange differences on translation of foreign operations, mainly due to the devaluation of the Egyptian pound against the Euro.

## 9. Property, plant and equipment

|                                 | Group     |           | Company |         |
|---------------------------------|-----------|-----------|---------|---------|
| (all amounts in Euro thousands) | 2013      | 2012      | 2013    | 2012    |
| Opening balance 1/1             | 1.759.036 | 1.887.488 | 237.672 | 251.111 |
| Additions                       | 6.272     | 8.393     | 1.070   | 1.110   |
| Disposals (NBV)                 | -521      | -60       | -377    | -8      |
| Depreciation charge             | -24.793   | -26.032   | -3.130  | -3.180  |
| Exchange differences            | -2.153    | -39.239   |         |         |
| Other                           | 15        | -386      | 23      | -       |
| Ending balance 31/3             | 1.737.856 | 1.830.164 | 235.258 | 249.033 |

Assets with a net book value of €521 thousand have been disposed of by the Group during the three months ended 31 March 2013 (1.1-31.3.2012: €60 thousand) resulting in a net loss of €24 thousand (1.1-31.3.2012: gain €47 thousand).

The assets of the Company have not been pledged. The assets of the Group have a pledge for the amount of  $\notin$ 61.5 mil. and TRY26 mil. ( $\notin$ 11.2 mil.). The pledge relates to the Group's joint venture Adocim Cimento Beton Sanayi ve Ticaret A.S. in Turkey, as a security of its bank credit facilities and is on the assets of this entity. On 31.3.2013, utilization under these credit facilities amounted to  $\notin$  26.7mil..

## **10.** Intangible assets

(all amounts in Euro thousands)

| Group                    |          |            |         |  |  |  |
|--------------------------|----------|------------|---------|--|--|--|
|                          | Other    |            |         |  |  |  |
|                          |          | intangible |         |  |  |  |
|                          | Goodwill | assets     | Total   |  |  |  |
| Opening balance 1/1/2013 | 412.501  | 114.997    | 527.498 |  |  |  |
| Additions                | -        | 512        | 512     |  |  |  |
| Disposals (NBV)          | -        | -          | -       |  |  |  |
| Depreciation charge      | -        | -4.772     | -4.772  |  |  |  |
| Exchange differences     | 9.145    | -1.379     | 7.766   |  |  |  |
| Other                    | -        | -120       | -120    |  |  |  |
| Ending balance 31/3/2013 | 421.646  | 109.238    | 530.884 |  |  |  |

|                          | Goodwill | Total   |         |
|--------------------------|----------|---------|---------|
| Opening balance 1/1/2012 | 409.385  | 136.726 | 546.111 |
| Additions                | -        | 457     | 457     |
| Disposals (NBV)          | -        | -       | -       |
| Depreciation charge      | -        | -4.894  | -4.894  |
| Exchange differences     | -1.014   | -3.299  | -4.313  |
| Other                    | -        | 117     | 117     |
| Ending balance 31/3/2012 | 408.371  | 129.107 | 537.478 |

Goodwill is tested for impairment annually (as at 31 December) and when circumstances indicate the carrying value may be impaired. The Group's impairment test for goodwill and intangible assets with indefinite lives is based on value-in-use calculations. The key assumptions used to determine the recoverable amount for the different cash generating units were disclosed in the annual consolidated financial statements for the year ended 31 December 2012.

| Company              | Intangible assets |       |  |  |
|----------------------|-------------------|-------|--|--|
|                      | 2013              | 2012  |  |  |
| Opening balance 1/1  | 1.099             | 1.112 |  |  |
| Additions            | 136               | 24    |  |  |
| Disposals (NBV)      | -                 | -     |  |  |
| Depreciation charge  | -97               | -58   |  |  |
| Exchange differences | -                 | -     |  |  |
| Other                | -128              |       |  |  |
| Ending balance 31/3  | 1.010             | 1.078 |  |  |

## **11.** Investments in associates

On 31.3.2013, the Group incorporated in the financial statements with the equity method of consolidation the following companies: Karieri AD with ownership percentage 48,711% (2012: 48,711%), Karierni Materiali AD with ownership percentage 48,764% (2012: 48,764%), Vris OOD with ownership percentage 48,764% (2012: 48,764%), all based in Bulgaria.

All the above mentioned companies operate in the aggregates business and they are not listed on any public exchange market.

The subsidiary Transbeton-Domiki S.A. was being incorporated into the Group's financial statements with the equity method of consolidation (ownership percentage of 49.9%) until 30.9.2012. On 1.10.2012, the ownership's percentage of the Group in the subsidiary was changed to 50.00%, after the acquisition of an additional 0.1%, and the subsidiary has been incorporated since with the proportionate consolidation method.

Transbeton-Domiki S.A. operates in the aggregates and ready-mix business and is not listed on any public exchange market.

The movement of the Group's participation in associates is analyzed as follows:

| (all amounts in Euro thousands)                    | 31/3/2013 | 31/12/2012 |
|--|-----------|------------|
| Opening balance 1/1                                | 2.734     | 8.213      |
| Change in consolidation method (Transbeton-Domiki) | -         | -4.603     |
| Dividends distribution                             | -         | -35        |
| Share on loss of associates                        | -366      | -841       |
| Ending balance                                     | 2.368     | 2.734      |

# 12. Principal subsidiaries, associates and joint ventures

|  |               |  | 31/3/2013           |          | 31/12                           | /2012    |               |  |
|--|---------------|--|---------------------|----------|---------------------------------|----------|---------------|--|
|  | Country of    |  | % of investment (1) |          | % of investment (1) % of invest |          | nvestment (1) |  |
| Subsidiary, associate and joint venture name         | incorporation | Nature of business                       | Direct              | Indirect | Direct                          | Indirect |               |  |
| Full consolidation method                            | •             |  |                     |          |                                 |          |               |  |
| Titan Cement Company S.A                             | Greece        | Cement producer                          | Parent o            | ompany   | Parent co                       | ompany   |               |  |
| Aeolian Maritime Company                             | Greece        | Shipping                                 | 100,000             | -        | 100,000                         | -        |               |  |
| Aitolika Quarries S.A.                               | Greece        | Quarries & aggregates                    | -                   | 63,723   | -                               | 63,723   |               |  |
| Albacem S.A.   | Greece        | Trading company                          | 99,996              | 0,004    | 99,996                          | 0,004    |               |  |
| Arktias S.A.   | Greece        | Quarries & aggregates                    | -                   | 100,000  | -                               |          |               |  |
| Dodekanesos Quarries S.A.                            | Greece        |  | _                   | 100,000  |                                 | 100,000  |               |  |
| Interbeton Construction Materials S.A.               | Greece        | Quarries & aggregates                    | - 00 700            |          |                                 |          |               |  |
|  |               | Ready mix & aggregates                   | 99,796              | 0,204    | 99,796                          | 0,204    |               |  |
| Intertitan Trading International S.A                 | Greece        | Trading company                          | 99,995              | 0,005    | 99,995                          | 0,005    |               |  |
| ·  | Greece        | Quarries & aggregates                    | -                   | 100,000  | -                               | 100,000  |               |  |
| Leecem S.A. (2)                                      | Greece        | Trading company                          | -                   | -        | -                               | 100,000  |               |  |
| Pozolani S.A.  | Greece        | Quarries & aggregates                    | -                   | 100,000  | -                               | 100,000  |               |  |
|  | Greece        | Production and trade of electricity      | -                   | 100,000  | -                               | 100,000  |               |  |
| Gournon Quarries S.A.                                | Greece        | Quarries & aggregates                    | 54,930              | 45,070   | 54,930                          | 45,070   |               |  |
| Quarries of Tagaradon Community S.A.                 | Greece        | Quarries & aggregates                    | -                   | 79,928   | -                               | 79,928   |               |  |
| Quarries of Tanagra S.A.                             | Greece        | Quarries & aggregates                    | -                   | 100,000  | -                               | 100,000  |               |  |
| Vahou Quarries S.A.                                  | Greece        | Quarries & aggregates                    | -                   | 100,000  | -                               | 100,000  |               |  |
| Sigma Beton S.A.                                     | Greece        | Quarries & aggregates                    | -                   | 100,000  | -                               | 100,000  |               |  |
| Titan Atlantic Cement Industrial and Commercial S.A. | Greece        | Investment holding company               | 43,947              | 56,053   | 43,947                          | 56,053   |               |  |
| Titan Cement International Trading S.A.              | Greece        | Trading company                          | 99,800              | 0,200    | 99,800                          | 0,200    |               |  |
| Double W & Co OOD                                    | Bulgaria      | Port                                     | -                   | 99,989   | -                               | 99,989   |               |  |
| ECO Conception EOOD                                  | Bulgaria      | Alternative fuels                        | -                   | 99,989   | -                               | 99,989   |               |  |
| Granitoid AD   | Bulgaria      | Trading company                          | -                   | 99,668   | -                               | 99,668   |               |  |
| Gravel & Sand PIT AD                                 | Bulgaria      | Investment holding company               | -                   | 99,989   | -                               | 99,989   |               |  |
| Trojan Cem EOOD                                      | Bulgaria      | Trading company                          | -                   | 83,943   | -                               | 83,943   |               |  |
| Zlatna Panega Beton EOOD                             | Bulgaria      | Ready mix                                | -                   | 99,989   | -                               | 99,989   |               |  |
| Zlatna Panega Cement AD                              | Bulgaria      | Cement producer                          | -                   | 99,989   | -                               | 99,989   |               |  |
| Green Alternative Energy Assets EAD                  | Bulgaria      | Alternative fuels                        | -                   | 100,000  | -                               | 100,000  |               |  |
| Cementi ANTEA SRL                                    | Italy         | Trading company                          | -                   | 60,000   | -                               | 60,000   |               |  |
| Cementi Crotone S.R.L.                               | Italy         | Import & distribution of Cement          | -                   | 100,000  | -                               | 100,000  |               |  |
| Fintitan SRL   | Italy         | Import & distribution of cement          | 100,000             | -        | 100,000                         | -        |               |  |
| Separation Technologies Canada Ltd                   | Canada        | Converter of waste material into fly ash | -                   |          | -                               | 100,000  |               |  |
| Aemos Cement Ltd                                     | Cyprus        | Investment holding company               | 100,000             | -        | 100,000                         | -        |               |  |
| Alvacim Ltd  | Cyprus        | Investment holding company               | -                   | 100,000  | -                               | 100,000  |               |  |
| Gaea Green Alternative Energy Assets Limited         | Cyprus        | Investment holding company               | -                   | 100,000  | -                               | 100,000  |               |  |
| Balkcem Ltd  | Cyprus        | Investment holding company               | -                   | 88,514   | -                               | 88,514   |               |  |
| East Cement Trade Ltd                                | Cyprus        | Investment holding company               | -                   | 100,000  | -                               | 100,000  |               |  |
| Feronia Holding Ltd                                  | Cyprus        | Investment holding company               | -                   | 100,000  | -                               | 100,000  |               |  |
| lapetos Ltd  | Cyprus        | Investment holding company               | 100,000             | -        | 100,000                         | -        |               |  |
| KOCEM Limited  | Cyprus        | Investment holding company               | -                   | 100,000  | -                               | 100,000  |               |  |
| Rea Cement Ltd                                       | Cyprus        | Investment holding company               | -                   | 100,000  | -                               | 100,000  |               |  |
| Terret Enterprises Ltd                               | Cyprus        | Investment holding company               | -                   | 88,514   | -                               | 88,514   |               |  |
| Themis Holdings Ltd                                  | Cyprus        | Investment holding company               | -                   | 100,000  | -                               | 100,000  |               |  |
| Titan Cement Cyprus Limited                          | Cyprus        | Investment holding company               | -                   | 88,514   | -                               | 88,514   |               |  |
| Tithys Ltd   | Cyprus        | Investment holding company               | -                   | 88,514   | -                               | 88,514   |               |  |
| Alexandria Portland Cement Co. S.A.E                 | Egypt         | Cement producer                          | -                   | 82,513   | -                               | 82,513   |               |  |
| Beni Suef Cement Co.S.A.E.                           | Egypt         | Cement producer                          | -                   | 82,513   | -                               | 82,513   |               |  |
| Misrieen Titan Trade & Distribution                  | Egypt         | Trading company                          | -                   | -        | -                               | -        |               |  |
| Titan Beton & Aggregate Egypt LLC                    | Egypt         | Quarries & aggregates                    | -                   | 83,118   | -                               | 83,118   |               |  |
| Sharr Beteiligungs GmbH                              | Germany       | Investment holding company               | -                   | 88,514   | -                               | 88,514   |               |  |

# **12.** Principal subsidiaries, associates and joint ventures (continued)

|  |               | 31/3/2013                                |                                 | /2013           | 31/12/2012 |              |  |
|--|---------------|--|---------------------------------|-----------------|------------|--------------|--|
|  | Country of    |  | % of investment (1) % of invest |                 |            | /estment (1) |  |
| Subsidiary, associate and joint venture name | incorporation | Nature of business                       | Direct                          | Direct Indirect |            | Indirect     |  |
| Full consolidation method                    |               |  |                                 |                 |            |              |  |
| Separation Technologies U.K. Ltd             | U.K.          | Converter of waste material into fly ash | -                               | 100,000         | -          | 100,000      |  |
| Titan Cement U.K. Ltd                        | U.K.          | Import & distribution of cement          | 100,000                         | -               | 100,000    | -            |  |
| Titan Global Finance PLC                     | U.K.          | Financial services                       | 100,000                         | -               | 100,000    | -            |  |
| Alexandria Development Co.Ltd                | U.K.          | Investment holding company               | -                               | 82,717          | -          | 82,717       |  |
| Titan Egyptian Inv. Ltd                      | U.K.          | Investment holding company               | -                               | 100,000         | -          | 100,000      |  |
| Carolinas Cement Company LLC                 | U.S.A.        | Own/develop real estate                  | -                               | 100,000         | -          | 100,000      |  |
| Essex Cement Co. LLC                         | U.S.A.        | Trading company                          | -                               | 100,000         | -          | 100,000      |  |
| Markfield America LLC                        | U.S.A.        | Insurance company                        | -                               | 100,000         | -          | 100,000      |  |
| Massey Sand and Rock Co                      | U.S.A.        | Quarries & aggregates                    | -                               | 100,000         | -          | 100,000      |  |
| Mechanicsville Concrete INC.                 | U.S.A.        | Ready mix                                | -                               | 100,000         | -          | 100,000      |  |
| Metro Redi-Mix LLC                           | U.S.A.        | Ready mix                                | -                               | 100,000         | -          | 100,000      |  |
| Miami Valley Ready Mix of Florida LLC        | U.S.A.        | Ready mix                                | _                               | 100,000         | -          | 100,000      |  |
| Pennsuco Cement Co. LLC                      | U.S.A.        | Cement producer                          | _                               | 100,000         | -          | 100,000      |  |
| Roanoke Cement Co. LLC                       | U.S.A.        | Cement producer                          | -                               | 100,000         | -          | 100,000      |  |
| S&W Ready Mix Concrete Co. Inc.              | U.S.A.        | Ready mix                                | -                               | 100,000         |            | 100,000      |  |
| S&W Ready Mix LLC                            | U.S.A.        | Ready mix                                | -                               | 100,000         |            | 100,000      |  |
| Separation Technologies LLC                  | U.S.A.        | Converter of waste material into fly ash | -                               | 100,000         |            | 100,000      |  |
| Standard Concrete LLC                        | U.S.A.        | Trading company                          | -                               | 100,000         |            | 100,000      |  |
| Summit Ready-Mix LLC                         | U.S.A.        | Ready mix                                | -                               | 100,000         |            | 100,000      |  |
| Tarmac America LLC                           | U.S.A.        | Cement producer                          | _                               | 100,000         |            | 100,000      |  |
| Titan Carolina Concrete LLC                  | U.S.A.        | Ready mix                                | _                               | 100,000         |            | 100,000      |  |
| Titan Mid-Atlantic Aggregates LLC            | U.S.A.        | Quarries & aggregates                    | -                               | 100,000         |            | 100,000      |  |
| Titan Virginia Ready Mix LLC                 | U.S.A.        |  | -                               |                 |            | -            |  |
| Titan America LLC                            | U.S.A.        | Ready mix                                | -                               | 100,000 100,000 |            | 100,000      |  |
|  | U.S.A.        | Investment holding company               |                                 |                 |            | -            |  |
| Trusa Realty LLC                             | U.S.A.        | Real estate brokerage                    | -                               | 100,000         |            | 100,000      |  |
| Tyson Material Transport LLC                 | Serbia        | Transportation                           | -                               | 100,000         |            | 100,000      |  |
| Cementara Kosjeric AD                        |               | Cement producer                          | -                               | 88,514          |            | 88,514       |  |
| Stari Silo Company DOO                       | Serbia        | Trading company                          | -                               | 88,514          | -          | 88,514       |  |
| TCK Montenegro DOO                           | Montenegro    | Trading company                          | -                               | 88,514          | -          | 88,514       |  |
| Cement Plus LTD                              | F.Y.R.O.M     | Trading company                          | -                               | 54,563          | -          | 54,563       |  |
| Geospan Dooel                                | F.Y.R.O.M     | Quarries & aggregates                    | -                               | 99,989          | -          | 99,989       |  |
| Rudmark DOOEL                                | F.Y.R.O.M     | Trading company                          | -                               | 83,943          | -          | 83,943       |  |
| Usje Cementarnica AD                         | F.Y.R.O.M     | Cement producer                          | -                               | 83,943          | -          | 83,943       |  |
| Vesa DOOL                                    | F.Y.R.O.M     | Trading company                          | -                               | 100,000         | -          | 100,000      |  |
| Kosovo Construction Materials L.L.C.         | Kosovo        | Quarries & aggregates                    | -                               | 88,514          | -          | 88,514       |  |
| Sharrcem SH.P.K.                             | Kosovo        | Cement producer                          | -                               | 88,514          | -          | 88,514       |  |
| Alba Cemento Italia, SHPK                    | Albania       | Trading company                          | -                               | 60,000          | -          | 60,000       |  |
| Antea Cement SHA                             | Albania       | Cement producer                          | -                               | 60,000          | -          | 60,000       |  |
| Dancem APS                                   | Denmark       | Trading company                          | -                               | 100,000         | -          | 100,000      |  |
| Aeas Netherlands B.V.                        | Holland       | Investment holding company               | -                               | 88,514          | -          | 88,514       |  |
| Colombus Properties B.V.                     | Holland       | Investment holding company               | 100,000                         | -               | 100,000    | -            |  |
| Holtitan B.V.                                | Holland       | Investment holding company               | -                               | 88,514          | -          | 88,514       |  |
| Salentijn Properties1 B.V.                   | Holland       | Investment holding company               | 100,000                         | -               | 100,000    | -            |  |
| Titan Cement Netherlands BV                  | Holland       | Investment holding company               | -                               | 88,514          | -          | 88,514       |  |
| Proportionate consolidation method           |               |  |                                 |                 |            |              |  |
| Adocim Cimento Beton Sanayi ve Ticaret A.S.  | Turkey        | Cement producer                          | -                               | 50,000          | -          | 50,000       |  |
| Transbeton - Domiki S.A.                     | Greece        | Ready mix & aggregates                   | -                               | 50,000          |            | 50,000       |  |
|  |               |  |                                 |                 |            |              |  |
| Equity consolidation method                  |               |  |                                 |                 |            |              |  |
| Karieri AD                                   | Bulgaria      | Quarries & aggregates                    | -                               | 48,711          | -          | 48,711       |  |
| Karierni Materiali AD                        | Bulgaria      | Quarries & aggregates                    | -                               | 48,764          | -          | 48,764       |  |
| Vris OOD                                     | Bulgaria      | Quarries & aggregates                    | -                               | 48,764          | -          | 48,764       |  |
|  |               |  |                                 |                 |            |              |  |

(1) Percentage of investment represents both percentage of shareholding and percentage of control.

(2) On 28.2.2013, the Group's subsidiary Leecem S.A. was absorbed by Interbeton Construction Materials S.A..

## 12. Principal subsidiaries, associates and joint ventures (continued)

The movement of the Company's participation in subsidiaries is analyzed as follows:

| (all amounts in Euro thousands)        | 31/3/2013 | 31/12/2012 |
|--|-----------|------------|
| Opening balance 1/1                    | 1.213.365 | 1.182.854  |
| Share capital increase in subsidiaries | -         | 30.120     |
| Other                                  | 70        | 391        |
| Ending balance                         | 1.213.435 | 1.213.365  |

## 13. Fiscal years unaudited by the tax authorities

| (1) Titan Cement Company S.A                             | 2010-2012 | <sup>(2)</sup> Fintitan SRL                     | -         |
|--|-----------|---|-----------|
| <sup>(2)</sup> Aeolian Maritime Company                  | -         | Cementi Crotone S.R.L.                          | 2009-2012 |
| <sup>(1)</sup> Albacem S.A.                              | 2006-2012 | Cementi ANTEA SRL                               | 2010-2012 |
| (1) Arktias S.A.   | 2010-2012 | Colombus Properties B.V.                        | 2010-2012 |
| <sup>(1)</sup> Dodekanesos Quarries S.A.                 | 2010-2012 | Holtitan B.V.                                   | 2010-2012 |
| <sup>(1)</sup> Interbeton Construction Materials S.A.    | 2005-2012 | Aeas Netherlands B.V.                           | 2010-2012 |
| <sup>(1)</sup> Intertitan Trading International S.A.     | 2007-2012 | (2) Titan Cement U.K. Ltd                       | -         |
| <sup>(1)</sup> Pozolani S.A.                             | 2010-2012 | <sup>(2)</sup> Separation Technologies U.K. Ltd | -         |
| <sup>(1)</sup> Porfirion S.A.                            | 2010-2012 | <sup>(6)</sup> Titan America LLC                | 2008-2012 |
| <sup>(1)</sup> Vahou Quarries S.A.                       | 2010-2012 | Separation Technologies Canada Ltd              | 2010-2012 |
| (1) Gournon Quarries S.A.                                | 2010-2012 | Stari Silo Company DOO                          | 2008-2012 |
| (1) Quarries of Tagaradon Community S.A.                 | 2010-2012 | Cementara Kosjeric AD                           | 2006-2012 |
| (1) Quarries of Tanagra S.A.                             | 2010-2012 | Adocim Cimento Beton Sanayi ve Ticaret A.S.     | 2006-2012 |
| <sup>(1)</sup> Aitolika Quarries S.A.                    | 2011-2012 | TCK Montenegro DOO                              | 2007-2012 |
| (1) Sigma Beton S.A.                                     | 2010-2012 | Double W & Co OOD                               | 2007-2012 |
| (1) Titan Atlantic Cement Industrial and Commercial S.A. | 2010-2012 | Granitoid AD                                    | 2007-2012 |
| (1) Titan Cement International Trading S.A.              | 2007-2012 | Gravel & Sand PIT AD                            | 2007-2012 |
| Aemos Cement Ltd   | 2006-2012 | Zlatna Panega Beton EOOD                        | 2007-2012 |
| (3) Alvacim Ltd  | 2006-2012 | Zlatna Panega Cement AD                         | 2010-2012 |
| (4) Balkcem Ltd  | 2006-2012 | Cement Plus LTD                                 | 2012      |
| lapetos Ltd  | 2006-2012 | Rudmark DOOEL                                   | 2006-2012 |
| <sup>(5)</sup> Rea Cement Ltd                            | 2006-2012 | Usje Cementarnica AD                            | 2009-2012 |
| Themis Holdings Ltd                                      | 2006-2012 | Titan Cement Netherlands BV                     | 2010-2012 |
| <sup>(4)</sup> Tithys Ltd                                | 2006-2012 | Alba Cemento Italia, SHPK                       | 2010-2012 |
| Feronia Holding Ltd                                      | 2006-2012 | Antea Cement SHA                                | 2010-2012 |
| Vesa DOOL  | 2006-2012 | Sharr Beteiligungs GmbH                         | 2006-2012 |
| Trojan Cem EOOD  | 2010-2012 | Kosovo Construction Materials L.L.C.            | 2010-2012 |
| Dancem APS   | 2009-2012 | Sharrcem SH.P.K.                                | 2011-2012 |
| Titan Global Finance PLC                                 | 2008-2012 | (2) Alexandria Development Co.Ltd               | -         |
| Geospan Dooel  | 2010-2012 | Alexandria Portland Cement Co. S.A.E            | 2007-2012 |
| Terret Enterprises Ltd                                   | 2009-2012 | Gaea Green Alternative Energy Assets Limited    | 2006-2012 |
| Salentijn Properties1 B.V.                               | 2010-2012 | Beni Suef Cement Co.S.A.E.                      | 2008-2012 |
| Titan Cement Cyprus Limited                              | 2006-2012 | East Cement Trade Ltd                           | 2006-2012 |
| KOCEM Limited  | 2006-2012 | Titan Beton & Aggregate Egypt LLC               | 2007-2012 |
| ECO Conception EOOD                                      | 2011-2012 | <sup>(2)</sup> Titan Egyptian Inv. Ltd          | -         |
| KTIMET Quarries S.A.                                     | 2010-2012 | Misrieen Titan Trade & Distribution             | -         |

(1) For the fiscal year of 2011 the above companies have been tax audited by their Certified Auditors Accountants, according to the terms of article 82, par. 5 of the Law 2238/1994.

- (2) Under special tax status.
- (3) Fiscal years of 2007, 2008 have been audited.
- (4) Fiscal year of 2007 has been audited.
- (5) Fiscal year of 2008 has been audited.
- (6) Companies operating in the U.S.A., are incorporated in the Titan America LLC subgroup (note 12).

# 14. Provisions

## <u>Group</u>

Group provisions presented in short and long term liabilities as at 31.3.2013 amounted to €19.6mil. (31.12.2012: €18,9 mil.).

The above amount includes the provision for the rehabilitation of quarries amounting to  $\leq 14.5$  mil. (31.12.2012:  $\leq 14.2$  mil.), the provision for staff costs at  $\leq 1.5$  mil. (31.12.2012:  $\leq 1.2$  mil.) and other provisions for risks none of which are individually material to the Group.

## **Company**

Company provisions presented in short and long term liabilities as at 31.3.2013 amounted to  $\leq$ 3.4 mil. (31.12.2012:  $\leq$ 3.1 mil.). The above amount includes among others, the provision for the rehabilitation of quarries amounting to  $\leq$ 1.8 mil. (31.12.2012:  $\leq$ 1.8 mil.) and the provision for staff costs at  $\leq$ 1.5 mil. (31.12.2012:  $\leq$ 1.2 mil.).

## **15.** Borrowings

The maturity profile of borrowings as shown in the consolidated financial statements and the loan contracts which are valid on 31.3.2013 is shown in the following table:

| (all amounts in Euro thousands) | Gro       | up         | Company   |            |  |
|---------------------------------|-----------|------------|-----------|------------|--|
|                                 | 31/3/2013 | 31/12/2012 | 31/3/2013 | 31/12/2012 |  |
| Up to 1 year                    | 150.802   | 174.636    | 98.530    | 24.468     |  |
| From 1 to 2 years               | 371.960   | 80.132     | 655.485   | 643.939    |  |
| From 2 to 3 years               | 49.208    | 274.187    | -         | -          |  |
| From 3 to 4 years               | 210.281   | 22.890     | 96.889    | -          |  |
| From 4 to 5 years               | 63.875    | 197.760    | -         | 98.011     |  |
| More than 5 years               | 68.405    | 130.258    | -         | -          |  |
| Total debt                      | 914.531   | 879.863    | 850.904   | 766.418    |  |
|                                 |           |            |           |            |  |
| Total short term borrowings     | 150.802   | 174.636    | 98.530    | 24.468     |  |
| Total long term borrowings      | 763.729   | 705.227    | 752.374   | 741.950    |  |
| Total debt                      | 914.531   | 879.863    | 850.904   | 766.418    |  |

## **16. Financial instruments**

## Cash flow and fair value hedges

## a) Interest Rate Swap (from floating to fixed)

1) In early 2011, Titan Cement Company S.A. borrowed €100 mil. under floating rates from Titan Global Finance. Titan Cement Company S.A. then entered into floating to fixed interest rate swaps of €100 mil. notional with five financial institutions, whereby the Company receives floating rate and pays fixed. The transaction was undertaken in order to hedge the interest rate risk associated with the floating part (1month EURIBOR) of the Euro denominated borrowing. At the inception of the hedge relationship, Titan Cement Company S.A. formally designated the hedge as a cash flow hedge and documented the risk management objective and strategy for undertaking the hedge. The terms of the interest rate swaps have been negotiated to match the terms of the Euro Loan and the hedge was assessed to be highly effective.

## 16. Financial instruments (continued)

The derivative financial instrument was initially recognized at fair value on the effective date of the contract, and is being subsequently re-measured at fair value. As of March 31, 2013, the fair value of the derivative contracts of  $\leq$ 3,935 thousand (31.12.2012:  $\leq$ 4,589 thousand) was recorded as a liability in the statement of financial position. As this derivative instrument has been designated as a cash flow hedge, any gains or losses arising from changes in the fair value of the derivative are recognized in the statement of comprehensive income as a separate component of equity. Consequently, as of March 31, 2013 an unrealized gain of  $\leq$ 654 thousand was recognized.

2) Since 2009, Titan Cement Company S.A. has an interest rate swap amounting to €30 mil., which is recognized as a fair value hedge. As of March 31, 2013, the fair value of the derivative contracts was recorded as a liability of €1,097 thousand (31.12.2012: €1,286 thousand) in the statement of financial position. The gain of €189 thousand of the above mentioned derivative was included in the account "net losses from financial instruments" in the interim income statement for the period 1.1-31.3.2013.

#### b) Forward Foreign Currency Exchange

1) In 2009, the Group's subsidiary Titan America LLC entered into a borrowing of €100 mil. from Titan Global Finance. At the same time, Titan America LLC also entered into forward foreign currency exchange contracts for €100 mil. principal with three third- party financial institutions. The transaction was undertaken in order to hedge the foreign currency risk (€/\$) associated with the Euro denominated borrowing. At the inception of the hedge relationship, Titan America LLC formally designated the hedge as a cash flow hedge and documented the risk management objective and strategy for undertaking the hedge. The terms of the forward foreign currency exchange contract have been negotiated to match the terms of the Euro Loan and the hedge was assessed to be highly effective.

In the first half of 2012, the Group's subsidiary Titan America LLC entered into a  $\leq$ 53,489 thousand borrowing from Titan Global Finance. At the same time, Titan America LLC also entered into forward foreign currency exchange contracts for the same amount. The transaction was undertaken in order to hedge the foreign currency risk ( $\leq$ / $\leq$ ). At the inception of the hedge relationship, Titan America LLC formally designated and documented the hedge as a cash flow hedge. The terms of the forward foreign currency exchange contract have been negotiated to match the terms of the Euro Loan and the hedge was assessed to be highly effective.

The above mentioned instruments were initially recognized at fair value on the effective date of the contract, and are being subsequently remeasured at fair value. As of March 31, 2013, the fair value of the derivative contracts was recorded as a liability of  $\leq 16,108$  thousand ( $31.12.2012: \leq 10,909$  thousand) in the statement of financial position. As these derivative instruments have been designated as a cash flow hedge, any gains or losses arising from changes in fair value of the derivatives are recognized in the statement of comprehensive income as a separate component of equity. Consequently, as of March 31, 2013 a net unrealized gain of  $\leq 46$  thousand and a deferred tax asset of  $\leq 18$  thousand was recognized.

2) In January 2013, the Group's subsidiary lapetos LTD entered into forward exchange contracts for Japanese yen 1,500 mil. principal, in order to hedge the foreign currency risk that is related to a Group's subsidiary loan in Japanese yen. As of March 31, 2013, the fair value of the forward exchange contract was recorded as a liability of €954 thousand in the statement of financial position.

# 16. Financial instruments (continued)

## Fair value hierarchy

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuing technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

<u>Level 2</u>: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

<u>Level 3</u>: techniques which use inputs which have a significant effect on the recorded fair value that are not based on observable market data.

During the reporting period there were no transfers between level 1 and level 2 fair value measurement, and no transfers into and out of level 3 fair value measurement.

As at March 31, 2013, the Group and the Company held the following financial instruments measured at fair value:

| (all amounts in Euro thousands)                      | Group<br>Fair value |          | Company<br>Fair value |          | Fair value |  |
|--|---------------------|----------|-----------------------|----------|------------|--|
|  | 31/3/13             | 31/12/12 | 31/3/13               | 31/12/12 | hierarchy  |  |
| Financial assets                                     |                     |          |                       |          |            |  |
| Available for-sale financial assets                  | 1.917               | 1.940    | -                     |          | Level 2    |  |
| Financial liabilities                                |                     |          |                       |          |            |  |
| Other non current liabilities (note 25)              | 21.732              | 21.058   | -                     | -        | Level 3    |  |
| Derivative financial instruments-hedged              |                     |          |                       |          |            |  |
| accounts   | 21.140              | 16.784   | -                     | -        | Level 2    |  |
| Derivative financial instruments-non-hedged accounts | 954                 | 1.294    | 5.032                 | 5.875    | Level 2    |  |

## **17.** Other non-current assets

| (all amounts in Euro thousands)     | Gro       | up         | Com       | npany      |
|-------------------------------------|-----------|------------|-----------|------------|
|                                     | 31/3/2013 | 31/12/2012 | 31/3/2013 | 31/12/2012 |
| Available-for-sale financial assets | 1.854     | 1.877      | 108       | 108        |
| Utility deposits                    | 3.236     | 3.236      | 2.690     | 2.690      |
| Excess benefit plan assets          | 4.281     | 3.985      | -         | -          |
| Notes receivable- trade             | 518       | 776        | -         | -          |
| Other non-current assets            | 4.665     | 4.575      | -         | -          |
|                                     | 14.554    | 14.449     | 2.798     | 2.798      |

# 18. Share capital and premium

(all amounts are shown in Euro thousands unless otherwise stated)

|  | Ordinary            | y shares    | Preferen            | ce shares |                        | Tota                | al           |
|--|---------------------|-------------|---------------------|-----------|------------------------|---------------------|--------------|
| Shares issued and fully paid                                       | Number of<br>shares | €'000       | Number of<br>shares | €'000     | Share premium<br>€'000 | Number of<br>shares | €'000        |
| Balance at 1 January 2012  | 77.063.568          | 308.254     | 7.568.960           | 30.276    | 22.826                 | 84.632.528          | 361.356      |
| Issue of shares - share option scheme                              | -                   |             |                     | -         | -                      |                     |              |
| Balance at 31 March 2012   | 77.063.568          | 308.254     | 7.568.960           | 30.276    | 22.826                 | 84.632.528          | 361.356      |
| Balance at 1 January 2013<br>Issue of shares - share option scheme | 77.063.568          | 308.254<br> | 7.568.960           | 30.276    | 22.826                 | 84.632.528          | 361.356<br>- |
| Balance at 31 March 2013   | 77.063.568          | 308.254     | 7.568.960           | 30.276    | 22.826                 | 84.632.528          | 361.356      |

|                                  | Ordinar   | y shares | Preferen  | ice shares | Тс        | otal   |
|----------------------------------|-----------|----------|-----------|------------|-----------|--------|
| Trocurs chores                   | Number of |          | Number of |            | Number of | _      |
| Treasury shares                  | shares    | €'000    | shares    | €'000      | shares    | €'000  |
| Balance at 1 January 2012        | 3.111.697 | 89.329   | 5.919     | 117        | 3.117.616 | 89.446 |
| Treasury shares purchased/(sold) |           |          |           |            |           | -      |
| Balance at 31 March 2012         | 3.111.697 | 89.329   | 5.919     | 117        | 3.117.616 | 89.446 |
| Balance at 1 January 2013        | 3.111.697 | 89.329   | 5.919     | 117        | 3.117.616 | 89.446 |
| Treasury shares purchased/(sold) | -         | -        |           |            |           | -      |
| Balance at 31 March 2013         | 3.111.697 | 89.329   | 5.919     | 117        | 3.117.616 | 89.446 |

For the first quarter of 2013, the average stock price of Titan Cement Company S.A. ordinary shares was €14.31 (Q1.2012: €13.37) and the trading price of the ordinary shares at March 31, 2013 was €13.00 (31.3.2012: €13.85).

## 18. Share capital and premium (continued)

## Programme 2010

On June 3, 2010 the Company approved the introduction of a new, three-year Stock Option Programme (2010 Programme). In the years 2010, 2011 and 2012, executive members of the Company's Board of Directors and senior executives of the Company and its affiliates in Greece and abroad shall be granted options, the exercise of which is subject to the financial results of the Company and the performance of its ordinary share, to acquire up to 1,000,000 ordinary shares of the Company at a sale price equal to the share's nominal value, that is  $\notin$ 4.00 per share.

Under this Programme, the options granted each year have a maturity period of three years and can be exercised after the completion of the three year period. Each option must be exercised within the year following the one in which the final number of options that can be exercised is determined. If the deadline is exceeded then those particular options will irrevocably lapse. All vesting is conditional upon the employee's continued employment throughout the vesting period. The number of options that vest each year will be determined as follows:

- 1) One-third of options granted vest based on the financial results of the Company.
- 2) One-third of options granted vest based on the Titan Cement's stock performance relative to three Athens Stock Exchange indices during the three year period.
- 3) One-third of options granted vest based on the Titan Cement's stock performance relative to that of ten predefined international cement producing companies during the three year period.

The options granted under the 2010 Programme have been accounted for in terms of the requirements of IFRS 2 "Share based payments".

The fair value of the options granted in 2010 under the Programme of 2010, determined using the Monte Carlo Simulation valuation model, was  $\leq 5.36$  per option. The significant inputs used in the application of the valuation model were share price at grant date of  $\leq 15.90$ , standard deviation of share price of 39.42%, dividend yield of 2.68% and the rate of the three-year fixed EUR swap interest rate of 2.247%.

During 2010, 267,720 share options were granted and from this total a number of 13,380 share options have been cancelled.

During 2011, 301,200 share options were granted and from the total number of share options outstanding, 13,500 share options have been cancelled.

The fair value of the options granted in 2011 under the Programme of 2010 was  $\leq 6.86$  per option, determined using the Monte Carlo Simulation valuation model. The significant inputs used in the application of the valuation model were share price at grant date of  $\leq 17.88$ , standard deviation of share price of 43.98%, dividend yield of 2.74% and the rate of the three-year fixed EUR swap interest rate of 1.890%.

During 2012, 376,290 share options were granted and from the total number of share options outstanding, 4,500 share options have been cancelled.

The fair value of the options granted in 2012 under the Programme of 2010 was  $\leq 3.05$  per option, determined applying the Binomial Method and using the Monte Carlo Simulation valuation model. The significant inputs used in the aforementioned methodology were the share price at grant date of  $\leq 14.72$ , the volatility of the share price estimated at 37.4%, the dividend yield of 0.7% and the yield of the 3 year EU Benchmark (Deutsche Bund) Government bond yield rate of 0.32%.

# 19. Other reserves

#### (all amounts in Euro thousands)

|   |               |         |             | Tax exempt<br>reserves |             | Actuarial   |          | Foreign<br>currency |             |
|---|---------------|---------|-------------|------------------------|-------------|-------------|----------|---------------------|-------------|
| Group   |               | Special | Contingency | under special          | Revaluation | differences | Hedging  | translation         | Total other |
|   | Legal reserve | reserve | reserve     | laws                   | reserve     | reserve     | reserves | reserve             | reserves    |
| Balance at 1 January 2012                         | 84.207        | 2.275   | 271.892     | 137.369                | 65.609      | 1.238       | 36.526   | -172.088            | 427.028     |
| Other comprehensive (loss)/income                 | -             | -       | -           | -                      | -22         | -           | -841     | -24.832             | -25.695     |
| Non-controlling interest's put option recognition | -             | -       | -           | -                      | -3.674      | -           | -        | -                   | -3.674      |
| Transfer among reserves                           | 4.803         | -8.739  | -           | -                      | -1.938      | -           | -        | -                   | -5.874      |
| Balance at 31 March 2012                          | 89.010        | -6.464  | 271.892     | 137.369                | 59.975      | 1.238       | 35.685   | -196.920            | 391.785     |
|   |               |         |             |                        |             |             |          |                     |             |
| Balance at 1 January 2013                         | 88.299        | -6.477  | 271.892     | 133.192                | 53.739      | 1.432       | 36.163   | -197.213            | 381.027     |
| Other comprehensive (loss)/income                 | -             | -       | -           | -                      | -22         | -           | 682      | 6.756               | 7.416       |
| Non-controlling interest's put option recognition | -             | -       | -           | -                      | -1.725      | -           | -        | -                   | -1.725      |
| Transfer from reserves                            | -             | -       | -           | -                      | -1.421      | -           | -        | -                   | -1.421      |
| Balance at 31 March 2013                          | 88.299        | -6.477  | 271.892     | 133.192                | 50.571      | 1.432       | 36.845   | -190.457            | 385.297     |

|                            |               |         |             | Tax exempt    |             |             |          |             |
|----------------------------|---------------|---------|-------------|---------------|-------------|-------------|----------|-------------|
| Company                    |               |         |             | reserves      |             | Actuarial   |          |             |
| Company                    |               | Special | Contingency | under special | Revaluation | differences | Hedging  | Total other |
|                            | Legal reserve | reserve | reserve     | laws          | reserve     | reserve     | reserves | reserves    |
| Balance at 1 January 2012  | 68.650        | 16.245  | 259.998     | 120.754       | -3.234      | 542         | 48.346   | 511.301     |
| Other comprehensive loss   | -             | -       | -           | -             | -272        | -           | -        | -272        |
| Balance at 31 March 2012   | 68.650        | 16.245  | 259.998     | 120.754       | -3.506      | 542         | 48.346   | 511.029     |
|                            |               |         |             |               |             |             |          |             |
| Balance at 1 January 2013  | 68.650        | 16.245  | 259.998     | 116.581       | -2.579      | 1.139       | 48.346   | 508.380     |
| Other comprehensive income | -             | -       | -           | -             | 654         | -           | -        | 654         |
| Balance at 31 March 2013   | 68.650        | 16.245  | 259.998     | 116.581       | -1.925      | 1.139       | 48.346   | 509.034     |

## **19. Other reserves (continued)**

The exchange differences resulting from the translation of foreign operations in the 1st quarter of 2013 amounted to  $\notin$ 5.2 mil. in the statement of other comprehensive income. The above amount includes a gain of  $\notin$ 6.7 mil. attributable to the shareholders of the Parent Company and a loss of  $\notin$ 1.5 mil. attributable to the non-controlling interests. The positive variance is  $\notin$ 31.2 mil. compared to the 1st quarter of 2012 and it consists of the amounts of  $\notin$ 29.8 mil. relating to the US dollar,  $\notin$ 3.7 mil. to the Serbian dinar and finally  $\notin$ 2.3 mil. to the negative impact of the remaining currencies.

## **20.** Losses per share

Basic losses per share have been calculated on the total weighted average number of common and preferred shares, excluding the average number of treasury shares. The diluted losses per share are calculated adjusting the weighted average number of ordinary shares outstanding to assume conversion of share options. No adjustment is made to net loss (numerator).

## 21. Related party transactions

Transactions with related parties during the three month period ending 31 March 2013 as well as balances with related parties as at 31 March 2013 for the Group and the Company, according to I.A.S. 24 are as follows:

|                                     |                  | Purchases of |             |             |
|-------------------------------------|------------------|--------------|-------------|-------------|
| (all amounts in Euro thousands)     | Sales of goods & | goods &      |             |             |
|                                     | services         | services     | Receivables | Liabilities |
| Other interrelated parties          | -                | 616          | -           | 586         |
| Executives and members of the Board | -                | 740          | 5           | -           |
|                                     | -                | 1.356        | 5           | 586         |

#### Company

Group

| (all amounts in Euro thousands)             | Sales of goods & | Purchases of goods & |             |             |
|---|------------------|----------------------|-------------|-------------|
| (an amounts in Euro thousanas)              | services         | services             | Receivables | Liabilities |
| Aeolian Maritime Company                    | 6                | services _           | Receivables | 274         |
| Albasem S.A.                                |                  | -                    | -           | 7           |
| Interbeton Construction Materials S.A.      | 3.937            | 1.357                | 45.674      | -           |
| Intertitan Trading International S.A.       | 1.547            | -                    | 499         | -           |
| Transbeton - Domiki S.A.                    | 180              | -                    | 2           | -           |
| Gournon Quarries S.A.                       | -                | -                    | 642         | -           |
| Pozolani S.A.                               | -                | 5                    | 130         | -           |
| Titan America LLC                           | -                | -                    | -           | 278         |
| Titan Cement International Trading S.A.     | 2                | -                    | 515         | -           |
| Adocim Cimento Beton Sanayi ve Ticaret A.S. | 549              | -                    | -           | -           |
| Antea Cement SHA                            | 293              | -                    | 375         | -           |
| Beni Suef Cement Co.S.A.E.                  | 2.423            | -                    | 1.549       | -           |
| Cementara Kosjeric AD                       | 25               | -                    | 12          | -           |
| Essex Cement Company LLC                    | 5.078            | 2                    | 1.185       | -           |
| Fintitan SRL                                | 1.357            | -                    | 2.582       | -           |
| Sharrcem SH.P.K.                            | 8                | -                    | 6           | -           |
| T.C.U.K. Ltd                                | 2.768            | 5                    | 1.717       | -           |
| Titan Global Finance PLC                    | -                | 9.210                | -           | 804.159     |
| Usje Cementarnica AD                        | 1.073            | 386                  | 639         | -           |
| Zlatna Panega Cement AD                     | 2                | -                    | -           | -           |
| Other subsidiaries                          | 3                | -                    | 3           | -           |
| Other interrelated parties                  | -                | 616                  | -           | 586         |
| Executives and members of the Board         | -                | 740                  | 5           | -           |
|   | 19.252           | 12.321               | 55.535      | 805.304     |

# 21. Related party transactions (continued)

Transactions with related parties during the three month period ending 31 March 2012 as well as balances with related parties as at 31 December 2012 for the Group and the Company, according to I.A.S. 24 are as follows:

| (all amounts in Euro thousands)     | Sales of goods &<br>services | Purchases of<br>goods &<br>services | Receivables | Liabilities |
|-------------------------------------|------------------------------|-------------------------------------|-------------|-------------|
| Other interrelated parties          | -                            | 716                                 | -           | 618         |
| Executives and members of the Board | -                            | 701                                 | 9           | -           |
|                                     | -                            | 1.417                               | 9           | 618         |

#### Company

| (all amounts in Euro thousands)         | Sales of goods & |          |             |                    |
|---|------------------|----------|-------------|--------------------|
| Applian Maritima Company                | services         | services | Receivables | Liabilities<br>283 |
| Aeolian Maritime Company                | -                | -        |             |                    |
| Albasem S.A.                            |                  | -        |             | 7                  |
| Interbeton Construction Materials S.A.  | 4.700            | 1.024    | 14.674      | -                  |
| Intertitan Trading International S.A.   | 1.938            | -        | 396         | -                  |
| Gournon Quarries S.A.                   | -                | -        | 642         | -                  |
| Pozolani S.A.                           | -                | -        | 136         | -                  |
| Titan Cement International Trading S.A. | 1                | -        | 515         | -                  |
| Antea Cement SHA                        | 143              | -        | 95          | -                  |
| Beni Suef Cement Co.S.A.E.              | 105              | -        | 479         | -                  |
| Cementara Kosjeric AD                   | 8                | -        | 3           | -                  |
| Fintitan S.r.l.                         | 3.197            | -        | 2.108       | -                  |
| Sharrcem SH.P.K                         | 1                | -        | 2           | -                  |
| T.C.U.K. Ltd                            | 1.434            | -        | 759         | -                  |
| Titan America LLC                       | -                | -        |             | 270                |
| Essex Cement Company LLC                | 1.838            | -        | -           | -                  |
| Titan Global Finance PLC                | -                | 8.410    | -           | 699.321            |
| Usje Cementarnica AD                    | 2.805            | -        | 27          | -                  |
| Zlatna Panega Cement AD                 | 831              | -        | 19          | -                  |
| Other subsidiaries                      | 3                | -        | 142         | -                  |
| Other interrelated parties              | -                | 716      | -           | 618                |
| Executives and members of the Board     | -                | 701      | 9           | -                  |
|   | 17.004           | 10.851   | 20.006      | 700.499            |

## 22. Retirement and termination benefit obligations

On 1.1.2013, the policy of the employee benefits recognition has changed based on the adoption of the revised International Accounting Standard (IAS) 19, as endorsed by the EU during the fourth quarter of 2012. The revised IAS 19 includes changes that range from fundamental ones, such as removing the corridor mechanism and the concept of expected returns on plan assets to simple clarifications and re-wording. The adoption of the revised standard did not significantly affect the Group's financial position for the fiscal year 2013, as the Group recognises fully all actuarial gains and losses in the statement of comprehensive income when they occur, since 2010. The Group changed its accounting policy in 2010 order to better present its financial position and thus facilitate the transition to the revised IAS 19.

## 23. Inventories

The increase in the Group's inventories by €12.0 mil. is mainly due to the increased deliveries of spare parts and solid fuels.

## 24. Other receivables and prepayments

The increase in the account "Other receivables and prepayments» of the Company by €29.0 mil. is mainly due to the advance payment against the share capital increase in the subsidiary Interbeton Construction Materials S.A..

## 25. Contingencies and Commitments

(all amounts in Euro thousands)

#### **Contingent liabilities**

|   | Gr        | oup        | Com       | pany       |
|---|-----------|------------|-----------|------------|
|   | 31/3/2013 | 31/12/2012 | 31/3/2013 | 31/12/2012 |
| Guarantees to third parties on behalf of subsidiaries | -         | -          | 908.694   | 809.060    |
| Bank guarantee letters                                | 48.670    | 51.951     | 15.904    | 18.048     |
| Other guarantees                                      | 6.285     | 6.364      | 3.003     | 3.006      |
|   | 54.955    | 58.315     | 927.601   | 830.114    |

#### Litigation matters in Egypt

In 2007, Beni Suef Cement Company S.A., a Group subsidiary in Egypt, obtained the license for the construction of a second production line at the company's plant through a bidding process run by the Egyptian Trading and Industrial Authority for the amount of LE134.5mil. The Egyptian Industrial Development Authority subsequently raised the value of the license to LE251mil. In October 2008, Beni Suef Cement Company S.A. filed a case before the Administrative Court against the Minister of Trade and Industry and the chairman of the Industrial Development Authority requesting an order obliging the Industrial Development Authority to grant the expansion license to Beni Suef Cement Company S.A for LE500. Alternatively, if the court rejects this request, Beni Suef Cement Company S.A. in the bid. BSCC's view is that the case has a high probability of being won.

A non-governmental organization, the Nile Agricultural Organization, has raised a court case against Beni Suef Cement Company S.A., a Group subsidiary in Egypt, claiming that Beni Suef Cement Company S.A. has illegally occupied the plaintiff's land and is seeking compensation to the amount of LE300mil. The contested land however has been legally allocated to Beni Suef Cement Company S.A. since many years by the relevant authority, the New Urban Communities Agency, and since 1988 Beni Suef Cement Company S.A. has held the licenses for the exploitation of the quarries on this land. BSCC's view is that the case has a high probability of being won.

Two former employees of Beni Suef Cement Company S.A.E. (BSCC), a Titan Group company in Egypt, have filed an action before the Administrative Court of Cairo, seeking the nullification of the sale of the shares of BSCC, which was effected in 1999 to Financiere Lafarge after a public auction. Titan Group acquired in 1999 50% and in 2008 the balance of Lafarge's interest in BSCC. Approximately 99.98% in the share capital of BSCC is held today by Alexandria Portland Cement Company S.A., a Titan group company listed in the Egyptian Stock Exchange. BSCC's view is that the action is devoid of any legal and factual ground.

# 25. Contingencies and Commitments (continued)

An individual residing in the vicinity of the plant of Alexandria Portland Cement Company SA (APCC), a Titan Group company in Egypt has filed an action before the Administrative Court of Alexandria against the Governor of Alexandria, the Head of El-Agamy District, the Minister of Trading and Industry, the Minister of Environment, the President of Alexandria Environmental Affairs Agency, the President of Industrial Development Authority and APCC, seeking the abolition of the administrative decision of the competent Egyptian authority which issued the operating license for the APCC plant in Alexandria, alleging violations of environmental and related regulation. APCC's view is that the plant's operating license has been issued lawfully and in full compliance with the relevant Egyptian laws and regulations.

An ex-employee of Alexandria Portland Cement Company SA (APCC), a Titan Group company in Egypt, has filed an action before the Administrative Court of Alexandria against the President of the Republic of Egypt, the Prime Minister, the Minister of Investments, the Minister of Industry, the Governor of Alexandria, the Manager of the Mines and Salinas Project in Alexandria and the Manager of the Mines and Quarries Department in Alexandria seeking the annulment of the sale of the shares of APCC to Blue Circle Cement Group in 1999. APCC is not named as defendant in the action. It should be noted that following a capital market transaction concluded in 2001, Blue Circle Cement Group was acquired by Lafarge Group, which subsequently sold its interest in APCC through two private transactions to Titan Group in 2002 and 2008. APCC's view is that the action is devoid of any legal or factual ground.

## US- Pennsuco silo roof collapse

The roof of a concrete silo collapsed at the Group's subsidiary cement plant in Pennsuco (USA) on August 17, 2012, resulting in the fatality of one employee. The U.S. Department of Labor, Mine Safety and Health Administration ("MSHA") immediately started an investigation into the cause of the incident. While the subsidiary has complied with all of MSHA's demands for information and documents, MSHA has not yet issued any determinations. The Group's own investigation has indicated that the collapse occurred due to a latent construction defect when the silo was built approximately 30 years prior by a contractor when the facility was owned by a company unrelated to Titan Group and its Florida subsidiary, Tarmac America LLC. It is premature to give an opinion as to the outcome both with respect to the MSHA investigation and any actions by the deceased's estate.

There are no other litigation matters which may have a material impact on the financial position of the Company and the Group.

## CO2 emissions

Given the reduced demand resulting from the underlying economic crisis, it is estimated that the Group's available carbon dioxide emissions allowances, exceed the Group's production needs for 2013. Regarding the period 2013-2020 and according to the European legislation currently in force, it is estimated that the Group will not face a shortfall of carbon dioxide emissions allowances in the near future.

## Put option in Antea

The Group has granted to the non-controlling interest shareholders, European Bank for Reconstruction and Development (EBRD) and International Finance Corporation (IFC), the option to sell their shares in ANTEA Cement SHA at predetermined conditions. On 31.03.2013 the put option's fair value recorded a liability of €21.7 million (31.12.2012: €21.1 million) (note 16).

# 25. Contingencies and Commitments (continued)

## **Contingent tax liability**

The financial years, referred to in note 13, have not been audited by the tax authorities and therefore the tax obligations of the Company and its subsidiaries for those years have not yet been finalized.

Other than the items referred to in the preceding paragraph, it is not anticipated that any material contingent liabilities will arise.

#### **Contingent assets**

|   | Gr        | oup        | Com       | ipany      |
|---|-----------|------------|-----------|------------|
|   | 31/3/2013 | 31/12/2012 | 31/3/2013 | 31/12/2012 |
| Bank guarantee letters for securing trade receivables | 17.727    | 18.304     | 10.756    | 11.258     |
| Other collaterals against trade receivables           | 6.558     | 6.558      | 1.338     | 1.337      |
|   | 24.285    | 24.862     | 12.094    | 12.595     |
| Collaterals against other receivables                 | 3.675     | 3.916      | 3.675     | 3.916      |
|   | 27.960    | 28.778     | 15.769    | 16.511     |

## Commitments

## **Capital commitments**

Capital commitments contracted for at the balance sheet date but not recognized in the financial statements are as follows:

| Group Company                  | Gr        |
|--------------------------------|-----------|
| 2013 31/12/2012 31/3/2013 31/1 | 31/3/2013 |
| 4.691 3.869 4.059              | 4.691     |

## Purchase commitments

|   | Group     |            | Company   |            |
|---|-----------|------------|-----------|------------|
|   | 31/3/2013 | 31/12/2012 | 31/3/2013 | 31/12/2012 |
| Energy supply contracts (Gas, electricity, etc) | 170.712   | 180.185    | -         | -          |

The Group's US subsidiaries have entered a contract to purchase raw materials and manufacturing supplies as part of their ongoing operations in Florida. This includes a contract to buy construction aggregates through a multi-year agreement at prevailing market prices.

Also, the Group's subsidiaries in Egypt have agreements requiring the purchase of minimum quantities of gas for the subsequent years.

#### **Operating lease commitments - where Group is the lessee**

The Group leases motor vehicles, properties and other equipment under non-cancellable operating lease agreements. The leases have varying terms, escalation clauses and renewal rights.

|   | Group     |            | Company   |            |
|---|-----------|------------|-----------|------------|
|   | 31/3/2013 | 31/12/2012 | 31/3/2013 | 31/12/2012 |
| Not later than 1 years                        | 8.413     | 8.079      | 628       | 674        |
| Later than 1 years and not later than 5 years | 21.393    | 22.298     | 769       | 1.040      |
| Later than 5 years                            | 18.989    | 18.591     | -         | -          |
|   | 48.795    | 48.968     | 1.397     | 1.714      |

## **26.** Reclassifications

In the interim income statement of the Group for the first three months of 2012, the account of "share in loss of associates" with the amount of  $\leq$ 368 thousand has been reclassified, for presentation purposes, and it was transferred from the sum of "profit before interest, taxes, depreciation and amortization" to the sum of "profit before taxes" in order to be compared with the same period of the current year.

The aforementioned reclassifications were made for presentation purposes and they had no impact on the prior year's equity, turnover and profits after tax and non-controlling interest for the Group.

## 27. Events after the reporting period

On 2.5.2013, the Company proceeded to the sale of 43,381 common treasury shares to 61 Group's executives, including 5 executive Board members of the Company in the framework of the Stock Option Plan. The sale price per share was equal to the nominal value of each Company share i.e.  $\leq$ 4.00, and the total sale price was  $\leq$ 173,524. The above shares represent 0.06% of the Company's total paid up share capital.

## 28. Principal exchange rates

| Balance sheet | 31/03/2013 | 31/12/2012 | 31/3/2013 vs 31/12/2012 |
|---------------|------------|------------|-------------------------|
| €1 = USD      | 1,28       | 1,32       | -2,9%                   |
| €1 = EGP      | 8,71       | 8,40       | 3,7%                    |
| €1 = TRY      | 2,32       | 2,36       | -1,4%                   |
| 1USD=EGP      | 6,80       | 6,36       | 6,9%                    |
| €1 = RSD      | 112,02     | 113,72     | -1,5%                   |
| 1USD = JPY    | 94,39      | 86,11      | 9,6%                    |

| Profit and loss | Ave 3M 2013 | Ave 3M 2012 | Ave 3M 2013 vs 3M 2012 |
|-----------------|-------------|-------------|------------------------|
| €1 = USD        | 1,32        | 1,31        | 0,8%                   |
| €1 = EGP        | 8,83        | 7,91        | 11,7%                  |
| €1 = TRY        | 2,36        | 2,36        | -0,1%                  |
| 1USD=EGP        | 6,69        | 6,04        | 10,7%                  |
| €1 = RSD        | 111,72      | 108,00      | 3,4%                   |
| 1USD = JPY      | 92,24       | 79,31       | 16,3%                  |