

Interim Condensed Financial Statements for the period 1 January – 30 September 2014 of the Group and Titan Cement Company S.A.

These financial statements have been translated from the original Greek version. 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

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The Interim Condensed Financial Statements presented through pages 3 to 42 both for the Group and the Parent Company, have been approved by the Board of Directors on 13th of November 2014.

Chairman of the Board of Directors

ANDREAS L. CANELLOPOULOS ID No AB500997 DIMITRIOS TH. PAPALEXOPOULOS ID No AK031353

**Chief Executive Officer** 

Chief Financial Officer

Finance Director Greece

Financial Consolidation Senior Manager

MICHAEL H. COLAKIDES Passport No E152969 GRIGORIOS D. DIKAIOS ID No AB291692 ATHANASIOS S. DANAS ID No AB006812

# **Interim Condensed Income Statement**

		Gro	oup	Comp	bany
		For the nine mor	nths ended 30/9	For the nine mon	ths ended 30/9
(all amounts in Euro thousands)	Note	2014	<b>2013</b> *Restated	2014	2013
Sales of goods	5	879,732	851,801	197,235	182,636
Cost of sales		-656,296	-637,310	-157,098	-152,969
Gross profit before depreciation and amortization		223,436	214,491	40,137	29,667
Other income		18,055	18,307	7,707	5,841
Administrative expenses		-71,832	-67,958	-24,525	-23,809
Selling and marketing expenses		-13,250	-12,862	-104	-132
Other expenses		-9,753	-5,475	-580	-1,286
Profit before interest, taxes, depreciation and					
amortization (EBITDA)		146,656	146,503	22,635	10,281
Depreciation and amortization related to cost of sales	9,10	-74,003	-80,655	-9,060	-8,609
Depreciation and amortization related to					
administrative and selling expenses	9,10	-5,081	-4,819	-973	-993
Reversal of impairment/(impairment) of tangible and					
intangible assets related to cost of sales	9,10	692	-1,518	692	-115
Profit before interest and taxes		68,264	59,511	13,294	564
Income from participations and investments		-	-	20,000	-
Expenses from participations and investments		-11	-291	-11	-291
Finance income		1,848	2,682	90	625
Finance costs		-46,008	-49,832	-33,459	-34,555
Gains/(losses) from foreign exchange differences	25	19,710	-13,086	255	-35
Share of profit/(loss) of associates and joint ventures	11	3,579	-1,057	-	-
Profit/(loss) before taxes		47,382	-2,073	169	-33,692
Income tax	8	-11,810	-5,669	5,960	1,890
Profit/(loss) for the period		35,572	-7,742	6,129	-31,802

Attributable to:

Equity holders of the parent		30,504	-14,552
Non-controlling interests		5,068 <b>35,572</b>	6,810 - <b>7,742</b>
Basic earnings/(losses) per share (in €)	20	0.3737	-0.1785
Diluted earnings/(losses) per share (in €)	20	0.3713	-0.1774

\* Certain amounts shown here do not correspond to the interim condensed consolidated financial statements as at 30.9.2013 and reflect adjustments made as detailed in note 2.2.

# **Interim Condensed Statement of Comprehensive Income**

		Gro	oup	Company			
		For the nine mor	nths ended 30/9	For the nine mor	nths ended 30/9		
(all amounts in Euro thousands)	Note	2014	2013	2014	2013		
Profit/(loss) for the period		35,572	-7,742	6,129	-31,802		
Other comprehensive income/(loss) to be							
reclassified to profit or loss in subsequent periods:							
Exchange differences on translation of foreign							
operations	19	56,770	-54,946	-			
Losses on available-for-sale financial assets		-163	-326	-	-		
Cash flow hedges	16	1,660	1,992	1,660	1,815		
Reclassification to income statement	16	370	-	-	-		
Income tax effect	8.16	761	-69	762			
		2,791	1,923	2,422	1,815		
Net other comprehensive income/(loss) to be							
reclassified to profit or loss in subsequent							
periods:		59,398	-53,349	2,422	1,815		
Items not to be reclassified to profit or loss in subsequent periods: Actuarial gains on defined benefit plans			824		-		
Income tax effect	8		-321	-	-		
Net other comprehensive income not being reclassified to profit or loss in subsequent							
periods:		-	503	-	-		
Other comprehensive income/(loss) for the							
period, net of tax		59,398	-52,846	2,422	1,815		
Total comprehensive income/(loss) for the							
period, net of tax		94,970	-60,588	8,551	-29,987		
<u>Attributable to:</u>		86,237	61 042				
Equity holders of the parent Non-controlling interests		8,733	-61,942 1,354				
		94,970	-60,588				
		54,570	-00,500				

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# **Interim Condensed Income Statement for the 3rd Quarter**

	Gro	up	Company			
	For the three mo	nths ended 30/9	For the three months ended 30/9			
(all amounts in Euro thousands)	2014	2013 *Restated	2014	2013		
Sales of goods	308,511	301,870	63,392	63,754		
Cost of sales	-225,391	-221,490	-45,785	-53,523		
Gross profit before depreciation and amortization	83,120	80,380	17,607	10,231		
Other income	6,013	7,711	2,387	1,905		
Administrative expenses	-23,813	-23,215	-9,269	-8,606		
Selling and marketing expenses	-4,087	-4,426	-38	-56		
Other expenses	-3,574	-2,201	-261	-651		
Profit before interest, taxes, depreciation and amortization (EBITDA)	57,659	58,249	10,426	2,823		
Depreciation and amortization related to cost of sales	-23,654	-26,152	-3,104	-2,893		
Depreciation and amortization related to	1.001		242	22		
administrative and selling expenses	-1,661	-1,654	-312	-336		
Impairment of tangible and intangible assets related to cost of sales	-	-11	-	-11		
Profit/(loss) before interest and taxes	32,344	30,432	7,010	-417		
Expenses from participations and investments	-2	-291	-2	-289		
Finance income	591	453	37	60		
Finance costs	-15,031	-15,651	-10,228	-11,116		
Gains/(losses) from foreign exchange differences	21,231	-4,447	699	-17		
Share of profit/(loss) of associates and joint ventures	1,549	-246	-	-		
Profit/(loss) before taxes	40,682	10,250	-2,484	-11,779		
Income tax	-9,666	477	452	2,367		
Profit/(loss) for the period	31,016	10,727	-2,032	-9,412		

Equity holders of the parent	27,596	7,247
Non-controlling interests	3,420	3,480
	31,016	10,727
Basic earnings per share (in €)	0.3381	0.0889
Diluted earnings per share (in €)	0.3358	0.0884

\* Certain amounts shown here do not correspond to the interim condensed consolidated financial statements as at 30.9.2013 and reflect adjustments made as detailed in note 2.2.

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# Interim Condensed Statement of Comprehensive Income for the 3rd Quarter

	Gr	oup	Company			
	For the three mo	onths ended 30/9	For the three mor	oths ended 30/9		
(all amounts in Euro thousands)	2014	2013	2014	2013		
Profit/(loss) for the period	31,016	10,727	-2,032	-9,412		
Other comprehensive income/(loss) to be reclassified to profit or loss in subsequent periods:						
Exchange differences on translation of foreign operations	58,720	-22,859	-	-		
Net (losses)/gains on available-for-sale financial						
assets	-296	25	-	328		
Income tax effect	-	-85	-	-85		
	-296	-60	-	243		
Cash flow hedges	351	565	567	497		
Reclassification to income statement	370	-	-	-		
Income tax effect	-64 <b>657</b>	-26 <b>539</b>	-147 <b>420</b>	497		
Net other comprehensive income/(loss) to be reclassified to profit or loss in subsequent						
periods:	59,081	-22,380	420	740		
Total comprehensive income/(loss) for the period, net of tax	00.007	11 (52	1 (12	0 (72)		
	90,097	-11,653	-1,612	-8,672		
Attributable to:						
Equity holders of the parent	81,739	-14,515				
Non-controlling interests	8,358	2,862				
	90,097	-11,653				

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# **Interim Condensed Statement of Financial Position**

(all amounts in Euro thousands)		Group		Company		
<u>Assets</u>	Note	30/09/2014	31/12/2013 *Restated	01/01/2013 *Restated	30/09/2014	31/12/2013
Property, plant & equipment	9	1,614,579	1,564,945	1,708,181	229,886	232,332
Investment properties		13,215	13,220	8,546	13,973	13,973
Intangible assets and goodwill	10	431,826	414,028	462,181	1,989	1,185
Investments in subsidiaries	12	-	-	-	887,088	1,243,829
Investments in associates & joint ventures	11.12	87,695	77,252	96,282	-	-
Available-for-sale financial assets	16	1,412	1,573	1,877	111	111
Other non-current assets	16.17	13,283	11,617	11,797	2,916	2,768
Deferred tax asset	8	2,188	1,202	2,386	, _	-
Non-current assets		2,164,198	2,083,837	2,291,250	1,135,963	1,494,198
Inventories	23	263,012	221,376	229,923	70,468	69,694
Trade receivables	23	95,868	112,340	113,033	32,553	28,708
Other receivables and prepayments	24	78,777	60,416	70,009	206,405	16,962
Derivative financial instruments	16	10	1,566	70,009	1,893	10,902
Available-for-sale financial assets		63	63	63	1,893	61
	16					
Cash and cash equivalents	6	173,010	184,257	283,987	6,243	8,780
Current assets		610,740	580,018	697,015	317,623	124,205
Total Assets		2,774,938	2,663,855	2,988,265	1,453,586	1,618,403
Equity and Liabilities						
Share Capital (84,632,528 shares of €4.00)	18	338,530	338,530	338,530	338,530	338,530
Share premium	18	22,826	22,826	22,826	22,826	22,826
Share options	18	4,444	3,971	2,891	4,444	3,971
Treasury shares	18	-82,875	-87,680	-89,446	-82,875	-87,680
Other Reserves	19	345,045	293,299	381,027	525,217	511,258
Retained earnings		854,663	845,181	878,635	-69,366	-51,237
Equity attributable to equity holders of the parent		1,482,633	1,416,127	1,534,463	738,776	737,668
Non-controlling interests		126,192	122,683	125,478	-	
Total equity (a)		1,608,825	1,538,810	1,659,941	738,776	737,668
Long-term borrowings	15.16	639,487	599,069	686,507	644,103	745,835
Derivative financial instruments		1,088	-	16,784	-	-
Deferred tax liability	8	184,316	163,516	178,227	6,797	14,215
Retirement benefit obligations		24,683	23,657	26,693	11,717	11,279
Provisions	14	13,887	12,686	17,208	1,957	1,756
Other non-current liabilities	16	28,837	29,635	30,632	4,197	4,557
Non-current liabilities		892,298	828,563	956,051	668,771	777,642
Short-term borrowings	15.16	62,941	93,724	158,325	1,854	50,173
Trade and other payables	0	199,212	187,233	199,280	42,308	48,319
Derivative financial instruments	16	688	3,375	1,294	688	2,832
Current income tax payable		9,632	10,137	11,765	-	_,002
Provisions	14	1,342	2,013	1,609	1,189	1,769
Current liabilities	17	273,815	296,482	372,273	46,039	103,093
			-			
Total liabilities (b)		1,166,113	1,125,045	1,328,324	714,810	880,735
Total Equity and Liabilities (a+b)		2,774,938	2,663,855	2,988,265	1,453,586	1,618,403

\* Certain amounts shown here do not correspond to the annual consolidated financial statements as at 31.12.2013 & 1.1.2013 and reflect adjustments made as detailed in note 2.2.

# **Interim Condensed Statement of Changes in Equity**

(all amounts in Euro thousands)

Attributable to equity holders of the parent											
Group	Ordinary shares	Share premium	Preferred ordinary shares	Share options	Ordinary treasury shares	Preferred treasury shares	Other reserves (note 19)	Retained earnings	Total	Non- controlling interests	Total equity
Balance at 1 January 2013	308,254	22,826	30,276	2,891	-89,329				1,534,463	125,478	1,659,941
(Loss)/profit for the period	-	-	-	-	-	-		-14,552	-14,552	6,810	-7,742
Other comprehensive loss	-	-	-	-	-	-	47,390	-	-47,390	-5,456	-52,846
Total comprehensive (loss)/income for the period	-	-	-	-	-	•	47,390	-14,552	-61,942	1,354	-60,588
Dividends distributed to non-controlling interests	-	-	-	-	-	-	· -	-	-	-746	-746
Treasury shares sold (note 18)	-	-	-	-	1,515	-		-1,342	173	-	173
Non-controlling interest's put option recognition (note 22)	-	-	-	-	-	-	2,342	-	-2,342	1,463	-879
Share based payment transactions	-	-	-	884	-	-		-	884	-	884
Transfer between reserves	-	-	-	-	-	-	2,662	2,662	-		-
Balance at 30 September 2013	308,254	22,826	30,276	3,775	-87,814	-117	328,633	865,403	1,471,236	127,549	1,598,785
Balance at 1 January 2014	308,254	22,826	30,276	3,971	-87,563	-117	293,299		1,416,127	122,683	1,538,810
Profit for the period	-	-	-	-	-	-		30,504	30,504	5,068	35,572
Other comprehensive income	-	-	-	-	-	-	- 55,733		55,733	3,665	59,398
Total comprehensive income for the period	-	-	-	-	-	-	- 55,733	30,504	86,237	8,733	94,970
Dividends distributed to non-controlling interests	-	-	-	-	-	-		-	-	-2,779	-2,779
Contingency reserve distributed to shareholders (note 19)	-	-	-	-	-	-	8,463	-	-8,463	-	-8,463
Treasury shares sold (note 18)	-	-	-	-	4,805	-		-4,258	547	-	547
Deferred tax adjustment due to change in income tax rates (note 8)	-	-	-	-	-	-	12,068	-	-12,068	-2,557	-14,625
Non-controlling interest's put option recognition (note 22)	-	-	-	-	-		220	-	-220	112	-108
Share based payment transactions	-	-	-	473	-	-		-	473	-	473
Transfer between reserves		-	-	-	-		- 16,764	-16,764	-		
Balance at 30 September 2014	308,254	22,826	30,276	4,444	-82,758	-117	345,045	854,663	1,482,633	126,192	1,608,825

The accompanying notes on pages 11 to 42 are an integral part of these financial statements

Attributable to equity holders of the parent

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# Interim Condensed Statement of Changes in Equity (continued)

(all amounts in Euro thousands)

Company	Ordinary shares	Share premium	Preferred ordinary shares	Share options	Ordinary treasury shares	Preferred treasury shares	Other reserves (note 19)	Retained earnings	Total equity
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	-	-	-	-	-	-	-	-31,802	-31,802
Other comprehensive income		-	-		-	_	1,815	-	1,815
Total comprehensive income/(loss) for the period	-	-	-	-	-	-	1,815	-31,802	-29,987
Treasury shares sold (note 18)	-	-	-	-	1,515	-	-	-1,342	173
Share based payment transactions		-	-	884	-	-	-	-	884
Balance at 30 September 2013	308,254	22,826	30,276	3,775	-87,814	-117	510,195	-39,662	747,733
Balance at 1 January 2014	308,254	22,826	30,276	3,971	-87,563	-117	511,258	-51,237	737,668
Profit for the period	-	-	-	-	-	-	-	6,129	6,129
Other comprehensive income		-	-	-	-	-	2,422	-	2,422
Total comprehensive income for the period	-	-	-	-	-	-	2,422	6,129	8,551
Contingency reserve distributed to shareholders (note 19)	-	-	-	-	-	-	-8,463	-	-8,463
Treasury shares sold (note 18)	-	-	-	-	4,805	-	-	-4,258	547
Share based payment transactions	-	-	-	473	-	-		-	473
Transfer between reserves	-	-	-	-	-	-	20,000	-20,000	-
Balance at 30 September 2014	308,254	22,826	30,276	4,444	-82,758	-117	525,217	-69,366	738,776

The accompanying notes on pages 11 to 42 are an integral part of these financial statements

## Titan Cement Company S.A. Interim Condensed Financial Statements

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# **Interim Condensed Cash Flow Statement**

		Grou	Group		ny
		For the nine month	ns ended 30/9	For the nine month	s ended 30/9
(all amounts in Euro thousands)	Note	2014	<b>2013</b> *Restated	2014	2013
Cash flows from operating activities					
Profit/(loss) before taxes		47,382	-2,073	169	-33,692
Adjustments for:					
Depreciation/amortization & impairment of tangible and					
intangible assets	9,10	78,392	86,992	9,341	9,717
Provisions	,	417	-7,126	-3,156	-471
Exchange differences		-19,903	10,833	-478	35
Income from participations & investments		-	-	-20,000	-
Interest expense		41,815	44,743	31,366	31,869
Other non cash items		-2,938	3,310	4,305	2,882
Adjusted profit before changes in working capital		145,165	136,679	21,547	10,340
(Increase)/decrease in inventories		-32,729	-3,043	-435	5,779
Decrease/(increase) trade and other receivables		854	-15,328	-4,435	1,089
(Increase)/decrease in operating long-term receivables/payables		-1,420	-2,606	-63	4
Increase/(decrease) in trade and other payables (excluding					
banks)		230	-14,404	-6,073	-8,410
Cash generated from operations		112,100	101,298	10,541	8,802
Income tax paid		-17,522	-20,202	-235	-811
Net cash flows from operating activities		94,578	81,096	10,306	7,991
Cash flows from investing activities					
Acquisition of non-controlling interests		-	-8,000	-	-
Share capital decrease/(increase) in subsidiaries, associates and					
joint ventures		-	-	168,766	-30,211
Purchase of tangible assets and investment properties	9	-47,070	-27,927	-7,633	-7,205
Purchase of intangible assets		-382	-954	-331	-455
Proceeds from sale of tangible and intangible assets	9	1,036	5,415	121	631
Proceeds from dividends		-	-	20,000	-
Payments for available-for-sale financial assets		-	-40	-	- 
Interest received Net cash flows (used in)/from investing activities		1,848	2,682	90	625
		-44,568	-28,824	181,013	-36,615
Cash flows from financing activities		10 610	46 700	24 522	
Interest paid		-43,612	-46,782	-31,539	-32,826
Proceeds from sale of treasury shares (note 18)		547	173	547	173
Contingency reserve paid to shareholders Dividends written-off and paid to the Greek state		-8,436 -67	- -70	-8,436 -67	- -70
Dividends paid to non-controlling interests		-89	-742	-07	-70
Proceeds from borrowings		728,824	851,318	242,477	245,323
Repayment of borrowings		-741,362	-909,493	-396,834	-214,216
Net cash flows used in financing activities		-64,195	-105,596	-193,852	-1,616
Net decrease in cash and cash equivalents		-14,185	-53,324	-2,533	-30,240
Cash and cash equivalents at start of period	6	184,257	283,987	8,780	- <b>30,240</b> 35,601
	0			0,700	-
Effects of exchange rate changes		2,938	-3,156	-4	-48

\* Certain amounts shown here do not correspond to the interim condensed consolidated financial statements as at 30.9.2013 and reflect adjustments made as detailed in note 2.2.

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#### **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 cement, concrete, aggregates, cement blocks, dry mortars and fly ash. The Group operates primarily in Greece, the Balkans, Egypt, Turkey and the USA.

Information on the Group's structure is provided in note 12. Information on other related party relationships of the Group and the Company is provided in note 21.

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 (formerly the 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 13 November 2014.

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

These financial statements for the nine-month period ended 30 September 2014 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 2013.

However, selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in the Group's financial position and performance since the last annual group financial statements.

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 2013, except for the new or revised standards, amendments and/or interpretations that are mandatory for the periods beginning on or after 1 January 2014 (par. 2.1. and 2.2. below).

# **2.1.** Standards and Interpretations effective for the current financial year that have no significant impact on the financial statements of the Group and the Company

#### • IFRS 10 Consolidated Financial Statements, IAS 27 Separate Financial Statements

IFRS 10 replaces the portion of IAS 27 Consolidated and Separate Financial Statements that addresses the accounting for consolidated financial statements. It also addresses 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.

#### • IFRS 12 Disclosures of Interests in Other Entities

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.

#### • IAS 28 Investments in Associates and Joint Ventures (Revised)

As a consequence of the new IFRS 11 Joint arrangements and IFRS 12 Disclosure of Interests in Other Entities, IAS 28 Investments in Associates, 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.

#### • IAS 32 Financial Instruments: Presentation (Amended) - Offsetting Financial Assets and Financial Liabilities

These amendments clarify the meaning of "currently has a legally enforceable right to set-off". The amendments also clarify 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.

#### IAS 36 Impairment of Assets – Recoverable Amount Disclosures for Non-Financial Assets

In developing IFRS 13 the IASB decided to amend IAS 36 to require the disclosure of information about the recoverable amount of impaired assets, particularly if that amount is based on fair value less costs of disposal. The existing standard requires an entity to disclose the recoverable amount of an asset (including goodwill) or a cash-generating unit ("CGU") for which a material impairment loss was recognised or reversed during the reporting period. The amendment made to IAS 36 requires an entity to disclose the recoverable amount of each CGU for which the carrying amount of goodwill or other intangible assets with indefinite useful lives allocated to that unit is significant.

# • IAS 39 Financial Instruments: Recognition and Measurement - Novation of Derivatives and Continuation of Hedge Accounting (amendment)

Under the amendment there would be no need to discontinue hedge accounting if a hedging derivative was novated, provided certain criteria are met. The IASB made a narrow-scope amendment to IAS 39 to permit the continuation of hedge accounting in certain circumstances in which the counterparty to a hedging instrument changes in order to achieve clearing for that instrument.

#### • IFRIC Interpretation 21: Levies

The Interpretations Committee was asked to consider how an entity should account for liabilities to pay levies imposed by governments, other than income taxes, in its financial statements. IAS 37 "Provisions, Contingent Liabilities and Contingent Assets" sets out criteria for the recognition of a liability, one of which is the requirement for the entity to have a present obligation as a result of a past event (known as an obligating event). The Interpretation clarifies that the obligating event that gives rise to a liability to pay a levy is the activity described in the relevant legislation that triggers the payment of the levy.

# **2.2.** Standards and Interpretations effective for the current financial year that have impact on the presentation of the Group's financial statements

#### • IFRS 11 Joint Arrangements

IFRS 11 replaces IAS 31 Interests in Joint Ventures and SIC-13 Jointly-controlled Entities — Non-monetary Contributions by Venturers. IFRS 11 removes the option to account for jointly controlled entities ("JCEs") using the proportionate consolidation method. Instead, JCEs that meet the definition of a joint venture must be accounted for using the equity method.

The application of the new standard affects the Group's interim statement of financial position, by replacing the proportionate method of consolidation for the joint ventures, Adocim Cimento Beton Sanayi ve Ticaret AS and Transbeton - Structural SA, with the equity method of consolidation.

In addition, this change has been implemented in the comparative information (restated figures for the previous period), while its effect is shown in the tables below:

	For the	For the nine months ended 30/9				
(all amounts in Euro thousands)	2013 Reported	Restatement	2013 Restated			
Sales of goods	888,286	-36,485	851,801			
Cost of sales	-664,850	27,540	-637,310			
Gross profit before depreciation and amortization	223,436	-8,945	214,491			
Other income	18,403	-96	18,307			
Administrative expenses	-69,187	1,229	-67,958			
Selling and marketing expenses	-13,349	487	-12,862			
Other expenses	-5,672	197	-5,475			
Profit before interest, taxes, depreciation and						
amortization (EBITDA)	153,631	-7,128	146,503			
Depreciation and amortization related to cost of sales Depreciation and amortization related to	-82,139	1,484	-80,655			
administrative and selling expenses	-4,819	-	-4,819			
Impairment of tangible and intangible assets related to						
cost of sales	-1,518	-	-1,518			
Profit before interest and taxes	65,155	-5,644	59,511			
Expenses from participations and investments	-291	-	-291			
Finance income	2,682	-	2,682			
Finance costs	-51,992	2,160	-49,832			
Losses from foreign exchange differences	-17,047	3,961	-13,086			
Share of loss of associates and joint ventures	-506	-551	-1,057			
Loss before taxes	-1,999	-74	-2,073			
Income tax	-5,743	74	-5,669			
Loss for the period	-7,742	-	-7,742			

#### Attributable to:

Equity holders of the parent	-14,552	-	-14,552
Non-controlling interests	6,810	-	6,810
	-7,742	-	-7,742
Basic losses per share (in €)	-0.1785	-	-0.1785
Diluted losses per share (in €)	-0.1774	-	-0.1774

	For the three months ended 30/9					
(all amounts in Euro thousands)	2013 Reported	Restatement	2013 Restated			
Sales of goods	316,348	-14,478	301,870			
Cost of sales	-231,373	9,883	-221,490			
Gross profit before depreciation and amortization	84,975	-4,595	80,380			
Other income	6,868	843	7,711			
Administrative expenses	-23,578	363	-23,215			
Selling and marketing expenses	-4,559	133	-4,426			
Other expenses	-2,269	68	-2,201			
Profit before interest, taxes, depreciation and						
amortization (EBITDA)	61,437	-3,188	58,249			
Depreciation and amortization related to cost of sales Depreciation and amortization related to	-26,633	481	-26,152			
administrative and selling expenses Impairment of tangible and intangible assets related to	-1,654	-	-1,654			
cost of sales	-11	-	-11			
Profit before interest and taxes	33,139	-2,707	30,432			
Expenses from participations and investments	-291	-	-291			
Finance income	453	-	453			
Finance costs	-16,367	716	-15,651			
Losses from foreign exchange differences	-6,482	2,035	-4,447			
Share of loss of associates and joint ventures	-94	-152	-246			
Profit before taxes	10,358	-108	10,250			
Income tax	369	108	477			
Profit for the period	10,727	-	10,727			

#### Attributable to:

Equity holders of the parent	7,247	-	7,247
Non-controlling interests	3,480	-	3,480
	10,727	-	10,727
Basic earnings per share (in €)	0.0889	-	0.0889
Diluted earnings per share (in €)	0.0884	-	0.0884

# Impact on the Interim Statement of Financial Position as at December 31, 2013:

(all amounts in Euro thousands) <mark>Assets</mark>	31/12/2013 Reported	Restatement	31/12/2013 Restated
Property, plant & equipment	1,605,635	-40,690	1,564,945
Investment properties	13,220	-	13,220
Intangible assets and goodwill	465,996	-51,968	414,028
Investments in subsidiaries	-	-	-
Investments in associates & joint ventures	2,429	74,823	77,252
Available-for-sale financial assets	1,573	-	1,573
Other non-current assets	12,241	-624	11,617
Deferred tax asset	1,597	-395	1,202
Non-current assets	2,102,691	-18,854	2,083,837
Inventories	225,133	-3,757	221,376
Trade receivables	125,033	-12,693	112,340
Other receivables and prepayments	62,069	-1,653	60,416
Derivative financial instruments	1,566	-	1,566
Available-for-sale financial assets	63	-	63
Cash and cash equivalents	184,501	-244	184,257
Current assets	598,365	-18,347	580,018
Total Assets	2,701,056	-37,201	2,663,855
Equity and Liabilities			
Share Capital (84,632,528 shares of €4.00)	338,530	-	338,530
Share premium	22,826	-	22,826
Share options	3,971	-	3,971
Treasury shares	-87,680	-	-87,680
Other Reserves	293,299	-	293,299
Retained earnings	845,181	-	845,181
Equity attributable to equity holders of the parent	1,416,127	-	1,416,127
Non-controlling interests	122,683	-	122,683
Total equity (a)	1,538,810	-	1,538,810
Long-term borrowings	610,433	-11,364	599,069
Deferred tax liability	163,956	-440	163,516
Retirement benefit obligations	23,850	-193	23,657
Provisions	12,793	-107	12,686
Other non-current liabilities	29,635	-	29,635
Non-current liabilities	840,667	-12,104	828,563
Short-term borrowings	112,623	-18,899	93,724
Trade and other payables	193,431	-6,198	187,233
Derivative financial instruments	3,375	-	3,375
Current income tax payable	10,137	-	10,137
Provisions	2,013	-	2,013
Current liabilities	321,579	-25,097	296,482
Total Liabilities (b)	1,162,246	-37,201	1,125,045
Total Equity and Liabilities (a+b)	2,701,056	-37,201	2,663,855

# Impact on the Interim Statement of Financial Position as at January 1, 2013:

(all amounts in Euro thousands) <mark>Assets</mark>	01/01/2013 Reported	Restatement	01/01/2013 Restated
Property, plant & equipment	1,759,036	-50,855	1,708,181
Investment properties	8,546	-	8,546
Intangible assets and goodwill	527,498	-65,317	462,181
Investments in associates & joint ventures	2,734	93,548	96,282
Available-for-sale financial assets	1,877	-	1,877
Other non-current assets	12,572	-775	11,797
Deferred tax asset	2,499	-113	2,386
Non-current assets	2,314,762	-23,512	2,291,250
Inventories	233,765	-3,842	229,923
Trade receivables	127,488	-14,455	113,033
Other receivables and prepayments	71,692	-1,683	70,009
Available-for-sale financial assets	63	-	63
Cash and cash equivalents	284,272	-285	283,987
Current assets	717,280	-20,265	697,015
Total Assets	3,032,042	-43,777	2,988,265
Equity and Liabilities			
Share Capital (84,632,528 shares of €4.00)	338,530	-	338,530
Share premium	22,826	-	22,826
Share options	2,891	-	2,891
Treasury shares	-89,446	-	-89,446
Other Reserves	381,027	-	381,027
Retained earnings	878,635	-	878,635
Equity attributable to equity holders of the parent	1,534,463	_	1,534,463
Non-controlling interests	125,478	-	125,478
Total equity (a)	1,659,941	-	1,659,941
Long-term borrowings	705,227	-18,720	686,507
Derivative financial instruments	16,784	-	16,784
Deferred tax liability	178,786	-559	178,227
Retirement benefit obligations	26,908	-215	26,693
Provisions	17,317	-109	17,208
Other non-current liabilities	30,632	-	30,632
Non-current liabilities	975,654	-19,603	956,051
Short-term borrowings	174,636	-16,311	158,325
Trade and other payables	207,009	-7,729	199,280
Derivative financial instruments	1,294	-	1,294
Current income tax payable	11,899	-134	11,765
Provisions	1,609	-	1,609
Current liabilities	396,447	-24,174	372,273
Total Liabilities (b)	1,372,101	-43,777	1,328,324
Total Equity and Liabilities (a+b)	3,032,042	-43,777	2,988,265

#### Impact on the Interim Cash Flow Statement

	For the nine months ended 30/9			
(all amounts in Euro thousands)	2013 Reported	Restatement	2013 Restated	
Cash flows from operating activities				
Loss before taxes	-1,999	-74	-2,073	
Adjustments for:				
Depreciation/amortization & impairment of tangible and				
intangible assets	88,476	-1,484	86,992	
Provisions	-7,060	-66	-7,126	
Exchange differences	14,795	-3,962	10,833	
Interest expense	46,902	-2,159	44,743	
Other non cash items	2,722	588	3,310	
Adjusted profit before changes in working capital	143,836	-7,157	136,679	
Increase in inventories	-2,753	-290	-3,043	
Increase in trade and other receivables	-19,691	4,363	-15,328	
Increase in operating long-term receivables/payables	-2,752	146	-2,606	
Decrease in trade and other payables (excluding banks)	-13,487	-917	-14,404	
Cash from operations	105,153	-3,855	101,298	
Income tax paid	-20,316	114	-20,202	
Net cash flows from operating activities	84,837	-3,741	81,096	
Cash flows from investing activities				
Acquisition of non controlling interests	-8,000	-	-8,000	
Purchase of tangible assets	-29,055	1,128	-27,927	
Purchase of intangible assets	-954	-	-954	
Proceeds from sale of tangible and intangible assets	5,514	-99	5,415	
Payments from available-for-sale financial assets	-40	-	-40	
Interest received	2,682	-	2,682	
Net cash flows used in investing activities	-29,853	1,029	-28,824	
Cash flows from financing activities				
Interest paid	-48,921	2,139	-46,782	
Proceeds from sale of treasury shares	173	-	173	
Dividends written-off and paid to the Greek state	-70	-	-70	
Dividends paid to non-controlling interests	-741	-1	-742	
Proceeds from borrowings	871,864	-20,546	851,318	
Repayment of borrowings	-930,790	21,297	-909,493	
Net cash flows used in financing activities	-108,485	2,889	-105,596	
Net decrease in cash and cash equivalents	-53,501	177	-53,324	
Cash and cash equivalents at start of period	- <b>33,301</b> 284,272	-285	- <b>33,324</b> 283,987	
Effects of exchange rate changes	-3,163	-285	-3,156	
Cash and cash equivalents at end of period	-3,103 <b>227,608</b>	-101	<b>227,507</b>	
cush and cush equivalents at end of period	227,000	-101	227,507	

# 2.3. New Standards and Interpretations issued but not yet effective and not early adopted by the Group and the Company

• IAS 16 Property, Plant & Equipment and IAS 38 Intangible assets (Amendment): Clarification of Acceptable Methods of Depreciation and Amortization

The amendment is effective for annual periods beginning on or after 1 January 2016. The amendment provides additional guidance on how the depreciation or amortization of property, plant and equipment and intangible assets should be calculated. This amendment clarifies the principle in IAS 16 Property, Plant and Equipment and IAS 38 Intangible Assets that revenue reflects a pattern of economic benefits that are generated from operating a business (of which the asset is part) rather than the economic benefits that are consumed through use of the asset. As a result, the ratio of revenue generated to total revenue expected to be generated cannot be used to depreciate property, plant and equipment and may only be used in very limited circumstances to amortise intangible assets. The amendment has not yet been endorsed by the EU. The Group is in the process of assessing the impact of the interpretation on the financial position or performance of the Group.

#### IAS 19 Defined Benefit Plans (Amended): Employee Contributions

The amendment is effective from 1 July 2014. The amendment applies to contributions from employees or third parties to defined benefit plans. The objective of the amendment is to simplify the accounting for contributions that are independent of the number of years of employee service, for example, employee contributions that are calculated according to a fixed percentage of salary. This amendment has not yet been endorsed by the EU. The Group is in the process of assessing the impact of the interpretation on the financial position or performance of the Group.

• IFRS 9 Financial Instruments: Classification and Measurement and subsequent amendments to IFRS 9 and IFRS 7-Mandatory Effective Date and Transition Disclosures; Hedge Accounting and amendments to IFRS 9, IFRS 7 and IAS 39

IFRS 9 reflects the IASBs work on the replacement of IAS 39 and is being published in three phases. Phase 1 applies to classification and measurement of financial assets and financial liabilities as defined in IAS 39. The adoption of the first phase of IFRS 9 will have an effect on the classification and measurement of financial assets, but will not have an impact on classification and measurements of financial liabilities. In phases 2 and 3, the IASB will address hedge accounting and impairment of financial assets. The second package of amendments issued in November 2013 initiate further accounting requirements for financial instruments. These amendments a) bring into effect a substantial overhaul of hedge accounting that will allow entities to better reflect their risk management activities in the financial statements; b) allow the changes to address the so-called 'own credit' issue that were already included in IFRS 9 Financial Instruments to be applied in isolation without the need to change any other accounting for financial instruments; and c) remove the 1 January 2015 mandatory effective date of IFRS 9, to provide sufficient time for preparers of financial statements to make the transition to the new requirements. The IASB is currently working on drafting the final requirements on impairment. These standard and subsequent amendments have 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 11 Joint arrangements (Amendment): Accounting for Acquisitions of Interests in Joint Operations

The amendment is effective for annual periods beginning on or after 1 January 2016. IFRS 11 addresses the accounting for interests in joint ventures and joint operations. The amendment adds new guidance on how to account for the acquisition of an interest in a joint operation that constitutes a business in accordance with IFRS and specifies the appropriate accounting treatment for such acquisitions. The amendment has not yet been endorsed by the EU. The Group is in the process of assessing the impact of the interpretation on the financial position or performance of the Group.

#### • IFRS 14 Regulatory Deferral Accounts

The standard is effective for annual periods beginning on or after 1 January 2016. The IASB has a project to consider the broad issues of rate regulation and plans to publish a Discussion Paper on this subject in 2014. Pending the outcome of this comprehensive Rate-regulated Activities project, the IASB decided to develop IFRS 14 as an interim measure. IFRS 14 permits first-time adopters to continue to recognise amounts related to rate regulation in accordance with their previous GAAP requirements when they adopt IFRS. However, to enhance comparability with entities that already apply IFRS and do not recognise such amounts, the standard requires that the effect of rate regulation must be presented separately from other items. An entity that already presents IFRS financial statements is not eligible to apply the standard. This standard has not yet been endorsed by the EU. The Group is in the process of assessing the impact of the interpretation on the financial position or performance of the Group.

#### IFRS 15 Revenue from Contracts with Customers

The standard is effective for annual periods beginning on or after 1 January 2017. IFRS 15 establishes a five-step model that will apply to revenue earned from a contract with a customer (with limited exceptions), regardless of the type of revenue transaction or the industry. The standard's requirements will also apply to the recognition and measurement of gains and losses on the sale of some non-financial assets that are not an output of the entity's ordinary activities (e.g., sales of property, plant and equipment or intangibles). Extensive disclosures will be required, including disaggregation of total revenue; information about performance obligations; changes in contract asset and liability account balances between periods and key judgments and estimates. The standard has not been yet endorsed by the European Union. The Group is in the process of assessing the impact of the interpretation on the financial position or performance of the Group.

#### IAS 27 Separate Financial Statements (amended)

The amendment is effective from 1 January 2016. This amendment will allow entities to use the equity method to account for investments in subsidiaries, joint ventures and associates in their separate financial statements and will help some jurisdictions move to IFRS for separate financial statements, reducing compliance costs without reducing the information available to investors. This amendment has not yet been endorsed by the EU. The Group is in the process of assessing the impact of the interpretation on the financial position or performance of the Group.

# • Amendment in IFRS 10 Consolidated Financial Statements and IAS 28 Investments in Associates and Joint Ventures (2011): Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

The amendments address an acknowledged inconsistency between the requirements in IFRS 10 and those in IAS 28 (2011), in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The main consequence of the amendments is that a full gain or loss is recognized when a transaction involves a business (whether it is housed in a subsidiary or not). A partial gain or loss is recognized when a transaction involves assets that do not constitute a business, even if these assets are housed in a subsidiary. The amendments will be effective from annual periods commencing on or after 1 January 2016. The amendments have not yet been endorsed by the EU. The Group is in the process of assessing the impact of the interpretation on the financial position or performance of the Group.

- The IASB has issued the Annual Improvements to IFRSs 2010 2012 Cycle, which is a collection of amendments to IFRSs. The amendments are effective for annual periods beginning on or after 1 July 2014. These annual improvements have not yet been endorsed by the EU. The Group is in the process of assessing the impact of the improvements on the financial position or performance of the Group.
  - **IFRS 2 Share-based Payment:** This improvement amends the definitions of 'vesting condition' and 'market condition' and adds definitions for 'performance condition' and 'service condition' (which were previously part of the definition of 'vesting condition').

- IFRS 3 Business combinations: This improvement clarifies that contingent consideration in a business
  acquisition that is not classified as equity is subsequently measured at fair value through profit or loss
  whether or not it falls within the scope of IFRS 9 Financial Instruments.
- IFRS 8 Operating Segments: This improvement requires an entity to disclose the judgments made by management in applying the aggregation criteria to operating segments and clarifies that an entity shall only provide reconciliations of the total of the reportable segments' assets to the entity's assets if the segment assets are reported regularly.
- IFRS 13 Fair Value Measurement: This improvement in the Basis of Conclusion of IFRS 13 clarifies that issuing IFRS 13 and amending IFRS 9 and IAS 39 did not remove the ability to measure short-term receivables and payables with no stated interest rate at their invoice amounts without discounting if the effect of not discounting is immaterial.
- **IAS 16 Property Plant & Equipment:** The amendment clarifies that when an item of property, plant and equipment is revalued, the gross carrying amount is adjusted in a manner that is consistent with the revaluation of the carrying amount.
- **IAS 24 Related Party Disclosures:** The amendment clarifies that an entity providing key management personnel services to the reporting entity or to the parent of the reporting entity is a related party of the reporting entity.
- **IAS 38 Intangible Assets:** The amendment clarifies that when an intangible asset is revalued the gross carrying amount is adjusted in a manner that is consistent with the revaluation of the carrying amount.
- The IASB has issued the Annual Improvements to IFRSs 2011 2013 Cycle, which is a collection of amendments to IFRSs. The amendments are effective for annual periods beginning on or after 1 July 2014. These annual improvements have not yet been endorsed by the EU. The Group is in the process of assessing the impact of the improvements on the financial position or performance of the Group.
  - **IFRS 3 Business Combinations:** This improvement clarifies that IFRS 3 excludes from its scope the accounting for the formation of a joint arrangement in the financial statements of the joint arrangement itself.
  - IFRS 13 Fair Value Measurement: This improvement clarifies that the scope of the portfolio exception defined in paragraph 52 of IFRS 13 includes all contracts accounted for within the scope of IAS 39 Financial Instruments: Recognition and Measurement or IFRS 9 Financial Instruments, regardless of whether they meet the definition of financial assets or financial liabilities as defined in IAS 32 Financial Instruments: Presentation.
  - IAS 40 Investment Properties: This improvement clarifies that determining whether a specific transaction meets the definition of both a business combination as defined in IFRS 3 Business Combinations and investment property as defined in IAS 40 Investment Property requires the separate application of both standards independently of each other.
- The IASB has issued the Annual Improvements to IFRSs 2012 2014 Cycle, which is a collection of amendments to IFRSs. The amendments are effective for annual periods beginning on or after 1 January 2016. These annual improvements have not yet been endorsed by the EU. The Group is in the process of assessing the impact of the improvements on the financial position or performance of the Group.
  - IFRS 5 Non-current Assets Held for Sale and Discontinued Operations: The amendment clarifies that changing from one of the disposal methods to the other (through sale or through distribution to the owners) should not be considered to be a new plan of disposal, rather it is a continuation of the original plan. There is therefore no interruption of the application of the requirements in IFRS 5. The amendment also clarifies that changing the disposal method does not change the date of classification.
  - **IFRS 7 Financial Instruments**: **Disclosures**: The amendment clarifies that a servicing contract that includes a fee can constitute continuing involvement in a financial asset. Also, the amendment clarifies that the

IFRS 7 disclosures relating to the offsetting of financial assets and financial liabilities are not required in the condensed interim financial report.

- **IAS 19 Employee Benefits**: The amendment clarifies that market depth of high quality corporate bonds is assessed based on the currency in which the obligation is denominated, rather than the country where the obligation is located. When there is no deep market for high quality corporate bonds in that currency, government bond rates must be used.
- **IAS 34 Interim Financial Reporting:** The amendment clarifies that the required interim disclosures must either be in the interim financial statements or incorporated by cross-reference between the interim financial statements and wherever they are included within the greater interim financial report (e.g., in the management commentary or risk report). The Board specified that the other information within the interim financial report must be available to users on the same terms as the interim financial statements and at the same time. If users do not have access to the other information in this manner, then the interim financial report is incomplete

#### 3. Estimates

The preparation of the interim condensed 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 expenses. Actual results may differ from these estimates.

In preparing these interim condensed 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 2013.

#### 4. Seasonality of operations

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

## **5. Segment information**

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

Each region has a regional Chief Executive Officer (CEO) who reports to the Group's CEO. In addition, the Group's finance 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, allocating resources and assessing performance. Segment performance is evaluated based on Earnings before Interest, Taxes, Depreciations & Amortization (EBITDA). Financing is managed on a group basis and finance costs and finance revenue are allocated to the operating segments.

(all amounts in Euro thousands)		e and Europe	North A	merica		eastern ope	East Mediter		Adjustmo elimin		Tot	:al
Period from 1/1-30/9	2014	2013 Restated	2014	2013	2014	2013	2014	2013 Restated	2014	2013 Restated	2014	<b>2013</b> Restated
Gross revenue	243,589	213,840	345,545	305,952	166,960	165,488	146,573	192,206		-	902,667	877,486
Inter-segment revenue	-22,782	-24,499	-139	-143	-14	-1,043	-	-	-	-	-22,935	-25,685
Total revenue	220,807	189,341	345,406	305,809	166,946	164,445	146,573	192,206	-	-	879,732	851,801
Gross profit before depreciation												
& amortization	53,004	34,844	61,521	50,988	67,101	60,115	42,340	68,718	-530	-174	223,436	214,491
Earnings before interest, taxes,												
depreciation & amortization												
(EBITDA)	29,820	13,049	31,694	23,059	53,232	48,482	32,487	62,289	-577	-376	146,656	146,503
Earnings/(losses) before interest												
and taxes	16,558	-1,494	-2,989	-18,284	37,598	32,819	17,523	46,694	-426	-224	68,264	59,511
Profit/(loss) before taxes	3,426	-37,780	-13,321	-35,089	44,713	35,566	33,747	36,524	-21,183	-1,294	47,382	-2,073
	Greec	e and			Southe	eastern	Fast	ern				

(all amounts in Euro thousands)		ce and			Southeastern		Southeastern Eastern			
(un uniounts in Euro thousands)	Western Europe		North America		Europe		Mediterranean		Total	
	30/09/2014	31/12/2013	30/09/2014	31/12/2013	30/09/2014	31/12/2013	30/09/2014	31/12/2013	30/09/2014	31/12/2013
		Restated						Restated		Restated
Total assets	526,827	515,325	841,319	797,296	581,957	579,855	824,835	771,379	2,774,938	2,663,855
Total liabilities	311,978	335,551	452,037	431,339	160,837	171,565	241,261	186,590	1,166,113	1,125,045

## 6. Cash and cash equivalents

(ποσά σε χιλιάδες €)	Group		Group Compan	
	30/09/2014	31/12/2013	30/09/2014	31/12/2013
		Restated		
Cash in hand	710	51	19	3
Short-term bank deposits	172,300	184,206	6,224	8,777

173,010	184,257	6,243	8,780
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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 and are negotiated on a case by case basis.

### Bank Credit Facilities

The Group and the Company had the following bank credit facilities and bonds on 30 September 2014:

(all amounts in Euro thousands)	Group		Company		
	30/9/2014	31/12/2013	30/9/2014	31/12/2013	
Total Committed credit facilities	1,191,903	1,212,638	873,000	899,300	
Total Uncommitted credit facilities	129,276	128,859	87,983	89,701	
Unutilised Committed credit facilities	504,689	535,254	222,850	99,300	
Unutilised Uncommitted credit facilities	101,226	107,178	86,129	89,528	
Total Unutilised credit facilities	605,915	642,432	308,979	188,828	

# 7. Number of employees

Number of employees as at the end of the reporting period: Group 5,273 (30.9.2013 restated: 5,218), Company 804 (30.9.2013: 800).

## 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	ир	Com	bany
	For the nine months ended 30/9		For the nine m 30,	
(all amounts in Euro thousands)	2014	2013	2014	2013
		Restated		
Current income tax expense	-16,921	16 621	-696	-811
Current income tax expense	-10,921	-16,631	-090	-011
Deferred tax	5,111	10,962	6,656	2,701
Income tax recognised in interim income statement	-11,810	-5,669	5,960	1,890
Income tax recognised in other comprehensive income	761	-390	762	-
Total income taxes	-11,049	-6,059	6,722	1,890

The movement of the net deferred tax liabilities is analyzed as follows:

	Group		Com	bany
(all amounts in Euro thousands)	2014	2013 Restated	2014	2013
Opening balance 1/1	162,314	175,841	14,215	17,972
Tax income during the period recognised in the income				
statement	-5,111	-10,962	-6,656	-2,701
Tax (income)/expense during the period recognised in the OCI	-761	390	-762	-
Deferred tax adjustment recognised in the statement of changes				
in equity *	14,625	-	-	-
Exchange differences	11,061	-11,388	-	-
Ending balance 30/9	182,128	153,881	6,797	15,271

(\*) During June 2014, the tax rate of the Group subsidiaries in Egypt changed from 25% to 30%. This change resulted the recalculation of the deferred tax, which was accumulated in the revaluation reserves.

# 9. Property, plant and equipment

	Group		Com	bany
(all amounts in Euro thousands)	2014	<b>2013</b> Restated	2014	2013
Opening balance 1/1	1,564,945	1,708,181	232,332	237,672
Additions / capitalizations	47,009	27,927	7,633	7,205
Disposals (net book value)	-1,658	-3,093	-22	-617
Depreciation charge & impairments	-69,808	-72,824	-9,834	-9,435
Exchange differences	72,977	-64,623	-	-
Other	1,114	101	-223	-
Ending balance 30/9	1,614,579	1,595,669	229,886	234,825

Assets with a net book value of €1,658 thousand were disposed of by the Group during the nine months ended 30 September 2014 (1.1-30.9.2013: €3.1 mil.) resulting in a net loss of €630 thousand (1.1-30.9.2013: net profit €2.3 mil).

# **10. Intangible assets**

(all amounts in Euro thousands)

#### Group

	Goodwill	Other intangible assets	Total
Opening balance 1/1/2014	323,010	91,018	414,028
Additions	-	1,530	1,530
Disposals	-	-8	-8
Depreciation charge & impairments	-	-8,809	-8,809
Exchange differences	20,733	4,204	24,937
Other	-	148	148
Ending balance 30/9/2014	343,743	88,083	431,826
<b>Opening balance 1/1/2013 - restated</b>	347,284	114,897	462,181
Additions	-	1,409	1,409
Depreciation charge & impairments	-800	-13,615	-14,415
Exchange differences	-2,871	-6,154	-9,025
Other		-22	-22
Ending balance 30/9/2013 - restated	343,613	96,515	440,128

Goodwill is tested for impairment at the end of each fiscal year and when circumstances indicate that 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 2013.

Company	Intangi	Intangible assets		
	2014	2013		
Opening balance 1/1	1,185	1,099		
Additions	485	455		
Disposals (net book value)	-7	-		
Depreciation charge & impairments	326	-450		
Ending balance 30/9	1,989	1,104		

## **11.** Investments in associates and joint ventures

The Group interim financial statements incorporate the following Bulgarian-based companies with the equity method of consolidation: Karieri AD with ownership percentage 48.711% (31.12.2013: 48.711%), Karierni Materiali AD with ownership percentage 48.764% (31.12.2013: 48.764%), Vris OOD with ownership percentage 48.764% (31.12.2013: 48.764%).

All of the aforementioned companies operate in the aggregates business and are not listed on a public exchange market.

Moreover, following the adoption of IFRS 11 on 1 January 2014, the Group incorporates in its financial statements with the same method the companies Transbeton-Domiki S.A., based in Greece, and Adocim Cimento Beton Sanayi ve Ticaret A.S., based in Turkey. The Group's ownership percentage in each company is 50.0%. The Group has joint control over the two joint ventures and therefore applies the equity method, as the new standard requires (note 2.2). Until 31 December 2013, the Group incorporated in its financial statements the aforementioned companies with the proportionate method of consolidation (note 12).

Transbeton-Domiki S.A. operates in the ready-mix and aggregates business and Adocim Cimento Beton Sanayi ve Ticaret A.S. operates in the production of cement. The two companies are not listed on a public exchange market.

The Group subsidiary in the USA, Separation Technologies LLC, and the US-corporation Charah, Inc. founded the company ASH Venture LLC, which beneficiates, markets and sells fly ash. Separation Technologies LLC participates in the share capital of ASH Venture LLC with an ownership percentage of 33%. The remaining 67% is owned by Charah, Inc., which also controls the activities of the newly established company. ASH Venture LLC began its commercial activity on 1 January 2014. In the interim financial statements, the Group incorporates the aforementioned company with the equity method of consolidation.

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

(all amounts in Euro thousands)	30/09/2014	31/12/2013 Restated
Opening balance 1/1	77,252	96,282
Share of profit/(loss) of associates and joint ventures	3,579	-662
Dividends received	-737	-
Establishment	5,060	-
Exchange differences	2,596	-18,196
Other	-55	-172
Ending balance	87,695	77,252

# **12.** Principal subsidiaries, associates and joint ventures

			30/09/2014 % of investment (*) Direct Indirect		t (*) % of investment (*)		
	Country of						
Subsidiary, associate and joint venture name	incorporation	Nature of business					
Full consolidation method							
	Greece	Comont producer	Daront co	maanu	Daropt cor	2020/	
Titan Cement Company S.A		Cement producer	Parent co	прапу	Parent cor	прапу	
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		100.000	
Interbeton Construction Materials S.A.	Greece	Ready mix & aggregates	99.851 99.995	0.149	99.851	0.149	
Intertitan Trading International S.A. KTIMET Quarries S.A.	Greece	Trading company		100.000		100.000	
Porfirion S.A.	Greece	Quarries & aggregates 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. (1)	Greece	Quarries & aggregates		79.920		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	99.933	0.067	99.933	0.067	
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		99.760		99.760	
Gravel & Sand PIT AD	Bulgaria	Quarries & aggregates		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	100.000	100.000	
Separation Technologies Canada Ltd	Canada	Processing of fly ash	100.000	100.000	100.000	100.000	
Aemos Cement Ltd	Cyprus	Investment holding company	100.000	100.000	100.000	100.000	
Alvacim Ltd	Cyprus	Investment holding company	100.000	100.000	- 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	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	
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)

			30/09	30/09/2014		31/12/2013		
			% of inves		% of investment (*)			
Subsidiary, associate and joint venture name	Country of incorporation	Nature of business	Direct	Indirect	Direct	Indirect		
Full consolidation method								
Separation Technologies U.K. Ltd	U.K.	Processing of fly ash		100.000	_	100.000		
Titan Cement U.K. Ltd	U.K.	Import & distribution of cement	100.000	100.000	100.000	100.000		
Titan Global Finance PLC	U.K.	Financial services	100.000	-	100.000			
	U.K.		100.000	-		00 71-		
Alexandria Development Co.Ltd		Investment holding company		82.717		82.717		
Titan Egyptian Inv. Ltd Carolinas Cement Company LLC	U.K. U.S.A.	Investment holding company 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.	Processing of fly ash	-	100.000		100.000		
Standard Concrete LLC	U.S.A.	Trading company	-	100.000		100.000		
ST Mid-Atlantic LLC	U.S.A.	Processing of fly ash	-	100.000	-	100.000		
Summit Ready-Mix LLC	U.S.A.	Ready mix	-	100.000		100.000		
Titan Florida LLC (2)	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.	Ready mix	-	100.000	-	100.000		
Titan America LLC	U.S.A.	Investment holding company	-	100.000	-	100.000		
Trusa Realty LLC	U.S.A.	Real estate brokerage	-	100.000	-	100.000		
Tyson Material Transport LLC	U.S.A.	Transportation	-	100.000	-	100.000		
Cementara Kosjeric AD	Serbia	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		
GAEA Zelena Alternative Enerjia DOOEL	F.Y.R.O.M	Alternative fuels	_	100.000	_	100.000		
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.				88.514		88.514		
	Kosovo Kosovo	Quarries & aggregates						
Sharrcem SH.P.K.		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		
GAEA Enerjia Alternative e Gjelber Sh.p.k.	Albania	Alternative fuels	-	100.000		100.000		
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		

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

				9/2014 stment (*)		2/2013 stment (*)
	Country of incorporation	Nature of business	Direct	Indirect	Direct	Indirect
Proportionate consolidation method						
Adocim Cimento Beton Sanayi ve Ticaret A.S.(3)	Turkey	Cement producer	-			50.000
Transbeton - Domiki S.A. (3)	Greece	Ready mix	-			50.000
Equity consolidation method						
Adocim Cimento Beton Sanayi ve Ticaret A.S.(3)	Turkey	Cement producer	-	50.000		-
ASH Venture LLC (4)	U.S.A.	Processing of fly ash	-	33.000		-
Karieri AD	Bulgaria	Quarries & aggregates	-	48.711		48.711
Karierni Materiali AD	Bulgaria	Quarries & aggregates	-	48.764		48.764
Transbeton - Domiki S.A. (3)	Greece	Ready mix	-	50.000		-
Vris OOD	Bulgaria	Quarries & aggregates	-	48.764	_	48.764

(\*) Percentage of investment represents both percentage of shareholding and percentage of control

### Significant Group structure changes

(1) Absorbed subsidiary by Interbeton Construction Materials S.A.

(2) The Group subsidiary in USA Tarmac America LLC was renamed to Titan Florida LLC.

(3) Change in method of accounting due to the adoption of IFRS 11 (note 2.2).

(4) On 31 March 2014, the Group's financial statements incorporated the newly established company ASH Venture LLC, with the equity method of consolidation (note 11).

### The movement of the Company's investments in subsidiaries, is analyzed as follows:

(all amounts in Euro thousands)	30/09/2014	31/12/2013
Participation in subsidiaries on 1 January	1,243,829	1,213,365
Share capital (decrease)/increase in subsidiaries	-356,850	30,275
Other	109	189
Participation in subsidiaries	887,088	1,243,829

The €356.8 mil. decrease in the "Investment in subsidiaries" is due to:

a) the €358 mil. share capital decrease from two subsidiaries amounting of €100 mil. and €258 mil. of which has not yet received amount €188 mil. and b) the €1.1 mil. share capital increase to another subsidiary.

# **13.** Fiscal years unaudited by the tax authorities

<sup>(1)</sup> Titan Cement Company S.A	2010, 2012, 2013	Ce
(2) Aeolian Maritime Company	-	Co
<sup>(1)</sup> Albacem S.A.	2012-2013	Н
<sup>(1)</sup> Arktias S.A.	2010, 2012, 2013	A
<sup>(1)</sup> Interbeton Construction Materials S.A.	2007-2010, 2012,2013	<sup>(2)</sup> Ti
<sup>(1)</sup> Intertitan Trading International S.A.	2012-2013	<sup>(2)</sup> Se
<sup>(1)</sup> Porfirion S.A.	2010, 2012, 2013	<sup>(5)</sup> Ti
<sup>(1)</sup> Vahou Quarries S.A.	2010, 2012, 2013	Se
<sup>(1)</sup> Quarries Gournon S.A.	2010, 2012, 2013	St
<sup>(1)</sup> Quarries of Tagaradon Community S.A.	2010, 2012, 2013	Ce
<sup>(1)</sup> Quarries of Tanagra S.A.	2010, 2012, 2013	т
<sup>(1)</sup> Aitolika Quarries S.A.	2012-2013	D
<sup>(1)</sup> Sigma Beton S.A.	2010, 2012, 2013	G
<sup>(1)</sup> Titan Atlantic Cement Industrial and Commercial S.A	2010, 2012, 2013	G
<sup>(1)</sup> Titan Cement International Trading S.A.	2012-2013	ZI
<sup>(1)</sup> KTIMET Quarries S.A.	2010, 2012, 2013	ZI
Aemos Cement Ltd	2007-2013	Ce
Alvacim Ltd	2010-2013	R
<sup>(3)</sup> Balkcem Ltd	2008-2013	U
lapetos Ltd	2007-2013	Ti
Rea Cement Ltd	2008-2013	A
Themis Holdings Ltd	2007-2013	A
<sup>(4)</sup> Tithys Ltd	2006-2013	Sł
Feronia Holding Ltd	2007-2013	Ko
Vesa DOOL	2006-2013	Sł
Trojan Cem EOOD	2010-2013	<sup>(2)</sup> A
Dancem APS	2009-2013	A
Titan Global Finance PLC	2008-2013	G
Geospan Dooel	2010-2013	Be
Terret Enterprises Ltd	2009-2013	Ea
Salentijn Properties1 B.V.	2010-2013	Ti
Titan Cement Cyprus Limited	2007-2013	<sup>(2)</sup> Ti
KOCEM Limited	2007-2013	G
ECO Conception EOOD	2011-2013	G
(2) Fintitan SRL	-	G
Cementi Crotone S.R.L.	2009-2013	

Cementi ANTEA SRL	2010-2013
Colombus Properties B.V.	2010-2013
Holtitan BV	2010-2013
Aeas Netherlands B.V.	2010-2013
<sup>(2)</sup> Titan Cement U.K. Ltd	-
<sup>(2)</sup> Separation Technologies U.K. Ltd	-
<sup>(5)</sup> Titan America LLC	2011-2013
Separation Technologies Canada Ltd	2011-2013
Stari Silo Copmany DOO	2008-2013
Cementara Kosjeric DOO	2006-2013
TCK Montenegro DOO	2007-2013
Double W & Co OOD	2007-2013
Granitoid AD	2007-2013
Gravel & Sand PIT AD	2007-2013
Zlatna Panega Beton EOOD	2008-2013
Zlatna Panega Cement AD	2010-2013
Cement Plus LTD	2012-2013
Rudmark DOOEL	2006-2013
Usje Cementarnica AD	2009-2013
Titan Cement Netherlands BV	2010-2013
Alba Cemento Italia, SHPK	2012-2013
Antea Cement SHA	2013
Sharr Beteiligungs GmbH	2011-2013
Kosovo Construction Materials L.L.C.	2010-2013
SharrCem Sh.P.K	2011-2013
<sup>(2)</sup> Alexandria Development Co.Ltd	-
Alexandria Portland Cement Co. S.A.E	2007-2013
GAEA Green Alternative Energy Assets Ltd	2007-2013
Beni Suef Cement Co.S.A.E.	2009-2013
East Cement Trade Ltd	2006-2013
Titan Beton & Aggregate Egypt LLC	2009-2013
<sup>(2)</sup> Titan Egyptian Inv. Ltd	-
Green Alternative Energy Assets EAD	2012-2013
GAEA Zelena Alternative Enerjia DOOEL	2013
GAEA Enerjia Alternative e Gjelber Sh.p.k.	2013

(1) For the fiscal years 2012 and 2013 the above companies were tax audited by their Certified Auditors Accountants, according to the terms of article 82, par. 5 of the Law 2238/1994. The tax audit for the fiscal year 2014 will be conducted by the Certified Auditors Accountants according to the article 65A, par. 1 of L. 4174/2013 that has been accordingly revised by L. 4262/2014.

(2) Under special tax status.

(3) Fiscal year of 2009 has been audited.

(4) Fiscal year of 2007 has been audited.

(5) Companies operating in the U.S.A., are incorporated in the Titan America LLC subgroup (note 12).

## **14. Provisions**

### Group

Group provisions presented in short and long term liabilities as at 30 September 2014 amounted to €15.2 mil. (31.12.2013 restated: €14.7 mil.).

The above amount includes among others, the provision for the rehabilitation of quarries amounting to €11.7 mil. (31.12.2013: €10.7 mil.), the provision for staff costs of €1.0 mil. (31.12.2013: €1.6 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 30 September 2014 amounted to  $\leq 3.1 \text{ mil.}$  (31.12.2013:  $\leq 3.5 \text{ mil.}$ ). The above amount includes among others, the provision for the rehabilitation of quarries amounting to  $\leq 1.8 \text{ mil.}$  (31.12.2013:  $\leq 1.8 \text{ mil.}$ ) and the provision for staff costs of  $\leq 1.0 \text{ mil.}$  (31.12.2013:  $\leq 1.6 \text{ mil.}$ ).

## **15. Borrowings**

The maturity profile of the borrowings as shown in the financial statements and the loan contracts which are valid on 30 September 2014 is shown in the following table:

(all amounts in Euro thousands)	Gro	oup	Comp	any
	30/9/2014	31/12/2013	30/9/2014	31/12/2013
		Restated		
Up to 1 year	62,941	93,724	1,854	50,173
From 1 to 2 years	23,264	298,966	-	646,704
From 2 to 3 years	214,810	20,541	95,986	-
From 3 to 4 years	45,118	220,358	425,872	99,131
From 4 to 5 years	298,246	3,298	122,245	-
More than 5 years	58,049	55 <i>,</i> 906	-	-
Total debt	702,428	692,793	645,957	796,008
Total short term borrowings	62,941	93,724	1,854	50,173
Total long term borrowings	639,487	599,069	644,103	745,835
Total debt	702,428	692,793	645,957	796,008

Group subsidiary, Titan Global Finance PLC (TGF), entered into a €455 mil. multi-currency forward start revolving credit facility with a syndicate of Greek and international banks. The contract was signed on 30 January 2014, in London. The facility, which is guaranteed by Titan Cement S.A., matures in January 2018 and it was used for refinancing credit facilities and financing general corporate purposes.

Group subsidiary, Titan Global Finance (TGF), issued on July 10th 2014, €300 mil. nominal value notes at par, of a 5-year tenor, with an annual coupon of 4.25%, guaranteed by Titan Cement S.A.. Notes are being traded on the regulated market of the Luxembourg Stock Exchange. The proceeds from the issue were used for refinancing existing credit facilities of Titan Group.

## **16. Financial instruments**

### Cash flow and fair value hedges

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

1) Titan Cement Company S.A. borrowed €100 mil. under floating interest rate from Titan Global Finance in early 2011 and subsequently entered into floating to fixed interest rate swaps of €100 mil. notional with five financial institutions at terms matching the terms of the loan. The transaction was undertaken in order to hedge the interest rate risk associated with the floating rate (1month EURIBOR). At the inception of the hedge transaction, Titan Cement Company S.A. formally designated the hedge as a cash flow hedge, documented the risk management objective and the hedge was assessed to be highly effective.

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 at 30 September 2014, the fair value of the derivative contracts of  $\leq 574$  thousand (31.12.2013:  $\leq 2,234$  thousand) was recorded as a liability in the statement of financial position. 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 at 30 September 2014, an unrealized gain of  $\leq 1,660$  thousand (30.9.2013:  $\leq 1,815$  thousand) was recorded.

2) Titan Cement Company S.A. has an interest rate swap amounting to  $\leq 30$  mil. since 2009 (expiring on November 2014), which is recognized as a fair value hedge. As at 30 September 2014, the fair value of the derivative contracts was recorded as a liability of  $\leq 114$  thousand (31.12.2013:  $\leq 598$  thousand) in the statement of financial position. The valuation's result of  $\leq 484$  thousand (30.9.2013:  $\leq 526$  thousand) of the abovementioned derivative was recorded as finance income in the income statement for the period ended 30 September 2014.

# **16. Financial instruments (continued)**

### b) Currency Forward Contracts

In the first semester of 2012, the Group's subsidiary Titan America LLC entered into a two and a half years loan (up to December 2014) of  $\in$ 53.5 mil. from Titan Global Finance. At the same time, Titan America LLC also entered into currency forward contracts with two financial institutions and maturity in December 2014, hedging the foreign currency risk ( $\notin$ /\$) associated with the Euro denominated borrowing. At the inception of the hedge transaction, Titan America LLC formally designated the hedge as a cash flow hedge, documented the risk management objective for undertaking the hedge and the hedge was assessed to be highly effective.

On 11 July 2014, Titan America LLC proceeded to an early repayment of the above mentioned loan to Titan Global Finance. Consequently, the aforementioned hedging relationship was terminated resulting into the reclassification adjustment of €370 thousand loss from the other comprehensive income to the income statement.

Simultaneously, the Group closed the open positions of the above currency forward contracts by entering into new reverse positions of currency forward contracts that were initially recognized at fair value on the effective date of the contract, and are being subsequently re-measured at fair value. The valuations of the above positions resulted in an  $\leq 10$  thousand net gain that was included in the account "gains/(losses) from foreign exchange differences" in the Group's income statement for the period ended 30 September 2014.

## c) Cross Currency Interest Rate Swap (Fixed for Floating)

In July 2014, the Group's subsidiary Titan America LLC (TALLC) entered into borrowings of €177 mil. with five year maturity and fixed interest rate from Titan Global Finance. TALLC then entered into cross currency interest rate swap agreements (CCS) with two financial institutions, essentially converting the € loan to a \$ loan at a pre-agreed foreign exchange rate and paying semi-annually US dollar floating rate based on 6-month LIBOR interest payments.

The transactions were undertaken in order to hedge the foreign currency risk ( $\leq/$ \$) on both the notional amount and the interest payments associated with the Euro denominated borrowing. The terms of the CCS perfectly match the terms of the loan. At the inception of the hedge transaction, TALLC formally designated the hedge as a fair value hedge, documented the risk management objective for undertaking the hedge and the hedge was assessed to be highly effective.

As at 30 September 2014, the fair value of the CCS was recorded as a liability of €10,422 thousand in the statement of financial position. In the income statement a loss of €11,197 thousand related to currency forward was recognized in "gains/(losses) from foreign exchange differences" and this was offset with a gain for the same amount on the bank borrowings and a further gain of €775 thousand related to interest rate swap, recognized in "finance cost".

## Fair value estimation

Set out below is a comparison by category of carrying amounts and fair values of the Group's and Company's financial instruments that are carried in the financial statements:

<u>Fair value</u>	Group				Company			
(all amounts in Euro thousands)	Carrying	amount	Fair value Carrying amount Fair valu		Carrying amount		value	
	30/9/2014	31/12/2013	30/9/2014	31/12/2013	30/9/2014	31/12/2013	30/9/2014	31/12/2013
		Restated		Restated				
<u>Financial assets</u>								
Available for-sale financial assets	1,475	1,636	1,475	1,636	172	172	172	172
Other non-current assets	13,283	11,617	13,283	11,617	2,916	2,768	2,916	2,768
Derivative financial instruments	10	1,566	10	1,566	1,893	-	1,893	-
<u>Financial liabilities</u>								
Long term borrowings (note 15)	639,487	599,069	665,061	621,736	644,103	745,835	657,235	757,216
	60.044	00 <b>70</b>	62.04.6	00.040	4 05 4	50 4 70	4 05 4	

Short term borrowings (note 15)	62,941	93,724	63,016	93,819	1,854	50,173	1,854	50,173
Derivative financial instruments	1,776	3,375	1,776	3,375	688	2,832	688	2,832
Other non-current liabilities	28,837	29,635	28,837	29,635	4,197	4,557	4,197	4,557

Note: Derivative financial instruments consist of forward foreign exchange contracts and interest rate swaps.

The management assessed that the fair values of cash and short-term deposits, trade receivables, trade payables, bank overdrafts and other current assets & liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

#### Fair value hierarchy

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

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

Level 2: based on valuation techniques whereby all inputs having a significant effect on the fair value are observable, either directly or indirectly.

Level 3: based on valuation techniques whereby all inputs having a significant effect on the fair value are not observable market data.

# **16. Financial instruments (continued)**

As at 30 September 2014, the Group and the Company held the following financial instruments measured at fair value:

(all amounts in Euro thousands)	Gro Fair v	•	Com Fair v	Fair value		
	30/9/2014	31/12/2013	30/9/2014	31/12/2013	hierarchy	
Financial assets		Restated				
Available for-sale financial assets	1,475	1,636	172	172	Level 3	
Derivative financial instruments-hedged accounts	-	1,566	-	-	Level 2	
Derivative financial instruments-non-hedged accounts	10	-	1,893	_	Level 2	

#### **Financial liabilities**

Long term borrowings	665,061	621,736	657,235	757,216	Level 2
Short term borrowings	63,016	93,819	1,854	50,173	Level 2
Derivative financial instruments-hedged accounts	1,776	3,375	688	2,832	Level 2
Other non current liabilities (note 22)	23,523	23,416	-	-	Level 3

There were no transfers between level 1 and 2 fair value measurements during the period and no transfers into or out of level 3 fair value measurements during the nine-month period ended 30 September 2014.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than a forced liquidation or sale. The following methods and assumptions were used to estimate the

Level 2 derivative financial instruments (hedged accounts & non-hedged accounts) comprise forward foreign exchange contracts and interest rate swaps. The Group and the Company use a variety of methods and make assumptions that are based on market conditions existing at each reporting date. These forward foreign exchange contracts have been fair valued using forward exchange rates that are quoted in an active market. Interest rate swaps are fair valued using forward interest rates extracted from observable yield curves.

Level 3 available-for-sale financial assets refer mainly to investments in foreign property funds in which the Group owns an insignificant percentage. Their valuation is made based on their financial statements, which present the assets at fair value.

Level 2 long and short term borrowings are evaluated by the Group and the Company based on parameters such as interest rates, specific country risk factors, or price quotations at the reporting date.

Especially for long-term borrowings, quoted market prices or dealer quotes for the specific or similar instruments are used.

Level 3 other non-current liabilities consist of the put option that the Group has granted to non-controlling interest shareholders of its subsidiary in Albania, ANTEA Cement SHA. The put option is valued using a discounted cash flow model. The valuation requires management to make certain assumptions about unobservable inputs to the model. Certain significant unobservable inputs are disclosed in the table below:

	30/9/2014	31/12/2013
Gross margin growth rate	16.5%	14.3%
Discount rate	13.1%	12.5%

In addition to the above, forecast cash flows for the first five years are a significant unobservable input. The management regularly assesses a range of reasonably possible alternatives for those significant unobservable inputs and determines their impact on the total fair value.

An increase in the forecast cash flows or in the gross margin growth rate for cash flows in the subsequent periods would lead to an increase in the fair value of the put option. On the other hand, an increase in the discount rate used to discount the forecast cash flows would lead to a

decrease in the fair value of the put option.

The significant unobservable inputs are not interrelated. The fair value of the put option is not significantly sensitive to a reasonable change in the forecast cash flows or the discount rate; however, it is sensitive to a reasonable change in the gross margin growth rate, as described in the following table:

Sensitivity analysis of Group's gross margin growth changes:

(all amounts in Euro mil.)

Increase by 2 percentage points in the gross margin growth rate: Decrease by 2 percentage points in the gross margin growth rate:

Effect on the fair value
+2,1
-2,0

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

(all amounts in Euro thousands)	Gr	oup	Com	pany
	30/9/2014	31/12/2013 Restated	30/9/2014	31/12/2013
Utility deposits	3,436	3,273	2,916	2,768
Excess benefit plan assets	4,369	4,024	-	-
Notes receivable - trade	717	468	-	-
Other non-current assets	4,761	3,852	-	-
	13,283	11,617	2,916	2,768

# 18. Share capital and premium

### 2010 Programme

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 were granted options, vesting 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 €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, those particular options will irrevocably lapse. All vesting is conditional upon the employees' 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 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 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, determined using the Monte Carlo Simulation valuation model, was €5.36 per option. The significant inputs used in the application of the valuation model were share price at grant date of €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 2.25%.

During 2010, 267,720 share options were granted and from these share options 13,380 were cancelled. During 2013, 190,746 share options were not vested and cancelled. From the remaining 63,594 options that vested, 3,484 were cancelled, 9,828 had not been exercised and 50,282 were exercised by 75 Group executives, including 4 executive Board members of the Company. The attribution of the respective shares took place with the sale of 50,282 common treasury shares of the Company (over-the-counter transaction) with total purchase cost of  $\leq 1,766$  thousand. These shares represent 0.06% of Company's total shares of the paid up share capital, at a sale price per share equal to the nominal value of each Company share i.e.  $\leq 4.00$  per share, and a total sale price of  $\leq 201$  thousand. The loss caused by this transaction amounted to  $\leq 1,565$  thousand, attributed to the equity holders of the Company.

# 18. Share capital and premium (continued)

### 2010 Programme (continued)

During 2011, 301,200 share options were granted and from the total number of share options outstanding, 17,910 share options have been cancelled, while 118,977 share options were not vested and cancelled.

The fair value of the options granted in 2011 was €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 €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 1.89%.

As of September 30th 2014, 136,783 options had been vested and from these 1,809 were cancelled. The remaining 134,974 options in addition with 1,703 options, that have been granted in 2010 and vested in 2013, were exercised by 81 Group executives, including 5 executive Board members of the Company. The attribution of the respective shares took place with the sale of 136,677 common treasury shares of the Company (over-the-counter transaction) with total purchase cost of  $\leq$ 4,805 thousand. These shares represent 0.16% of Company's total shares of the paid up share capital, at a sale price per share equal to the nominal value of each Company share i.e.  $\leq$ 4.00 per share, and a total sale price of  $\leq$ 547 thousand. The loss caused by this transaction amounted to  $\leq$ 4,258 thousand (30.9.2013:  $\leq$ 1,342), attributed to the equity holders of the Company.

During 2012, 376,290 share options were granted and from the total number of share options outstanding, 16,710 share options have been cancelled.

The fair value of the options granted in 2012 was €3.05 per option, determined using the Binomial Method and the Monte Carlo Simulation valuation model. The significant inputs used in the aforementioned methodology were the share price at grant date of €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%.

### 2014 Programme

On 20 June 2014, the General Meeting approved the introduction of a new, three-year Stock Option Programme. According to this Programme, the Company's Board of Directors can grant option up to 1,000,000 ordinary shares of the Company at a sale price equal to €10.00 per share. Beneficiaries of the Stock Option Plan are the executive members of the Board of Directors of the Company, the managers and the employees who have the same rank in affiliated companies inside and outside Greece and finally a limited number of the other employees who stand out on a continuous basis for their good performance and have a high potential for advancement.

The vesting period of the stock options which will be granted in 2014, 2015 and 2016 shall be three years. Therefore, the relevant option rights shall become mature in December of 2016, 2017 and 2018 respectively, provided that the beneficiaries are still employees of the Group. After the completion of the three-year vesting period, the final option rights number, which the beneficiaries will be entitled to exercise, shall be determined by the Board of Directors, within the first four months of 2017, 2018 and 2019 and shall depend:

a) By 50% on the average three year Return on Average Capital Employed (ROACE) compared to the target of each year period, as this will be determined by the Board of Directors before granting the relevant option rights.

b) By 50% on the overall performance of the Company's common share compared to the average overall performance of the shares of the ten predefined international cement producing companies.

### In 2014, 250,190 share options were granted.

The options granted under the 2014 Programme have been accounted for in terms of the requirements of IFRS 2 "Share based payments".

The fair value of the options granted in 2014 was €7.39 per option, determined using the Binomial Method and the Monte Carlo Simulation valuation model. The significant inputs used in the aforementioned methodologies were the share price at grant date of €25.32, the employee forfeiture rate 9.32%, the volatility of the share price estimated at 47.2%, the dividend yield of 0.376% and the yield of the 3 year EU Benchmark (Deutsche Bund) Government bond yield rate of 0.083%.

# **18. Share capital and premium (continued)**

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

	Ordinary s	Ordinary shares		shares		Tota	Total	
Shares issued and fully paid	Number of shares	€'000	Number of shares	€'000	Share premium €'000	Number of shares	€'000	
Balance at 1 January 2013	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 30 September 2013	77,063,568	308,254	7,568,960	30,276	22,826	84,632,528	361,356	
Balance at 1 January 2014	77,063,568	308,254	7,568,960	30,276	22,826	84,632,528	361,356	
Issue of shares - share option scheme	<u>-</u>	-	-	-	-	<u>-</u>	-	
Balance at 30 September 2014	77,063,568	308,254	7,568,960	30,276	22,826	84,632,528	361,356	

	Ordinary	shares	Preferenc	ce shares	Total		
Treasury shares	Number of shares	€'000	Number of shares	€'000	Number of shares	€'000	
Balance at 1 January 2013	3,111,697	89,329	5,919	117	3,117,616	89,446	
Sale of treasury shares	-43,381	-1,515		-	-43,381	-1,515	
Balance at 30 September 2013	3,068,316	87,814	5,919	117	3,074,235	87,931	
Balance at 1 January 2014	3,061,415	87,563	5,919	117	3,067,334	87,680	
Sale of treasury shares	-136,677	-4,805			-136,677	-4,805	
Balance at 30 September 2014	2,924,738	82,758	5,919	117	2,930,657	82,875	

In the first nine months of 2014, the average price of Titan Cement Company S.A. ordinary shares was €22.30 (1.1.-30.9.2013: €14.27) and the trading price of the ordinary shares as at 30 September 2014 was €19.80 (30.9.2013: €18.40).

Titan Cement Company S.A. Notes to the Interim Condensed Financial Statements

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# **19. Other reserves**

(all amounts in Euro thousands)

Group		<b>.</b>	Contingency	Tax exempt reserves under	Revaluation	Actuarial differences		Foreign currency translation	Total other
Palance at 1 January 2012	Legal reserve	Special reserve	reserve	special laws	reserve	reserve	Hedging reserves	reserve	reserves
Balance at 1 January 2013	88,299	-6,477	271,892	133,192	53,739	1,432		-197,213	381,027
Other comprehensive (loss)/income	-	-	-	-	-326	503	1,923	-49,490	-47,390
Non-controlling interest's put option recognition	-	-	-	-	-2,342	-	-	-	-2,342
Transfer from reserves	2,527	-	-	-	-5,189	-	6,452	-6,452	-2,662
Balance at 30 September 2013	90,826	-6,477	271,892	133,192	45,882	1,935	44,538	-253,155	328,633
Balance at 1 January 2014	90,826	-6,477	271,892	133,192	43,577	3,304	37,898	-280,913	293,299
Other comprehensive (loss)/income	-	-	-	-	-163	-	2,791	53,105	55,733
Dividends distributed for ordinary and preferred shares	-	-	-8,463	-	-	-	-	-	-8,463
Deferred tax adjustment due to change in income tax rates	-	-	-	-	-12,068	-	-	-	-12,068
Non-controlling interest's put option recognition	-	-	-	-	-220	-	-	-	-220
Special reserves from dividends of subsidiaries	-	20,000	-	-	-	-	-	-	20,000
Transfer from reserves	1,788	-	-	-	-5,024	-	7,234	-7,234	-3,236
Balance at 30 September 2014	92,614	13,523	263,429	133,192	26,102	3,304	47,923	-235,042	345,045

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Company	Legal reserve	Special reserve	Contingency reserve	Tax exempt reserves under special laws	Revaluation reserve	Actuarial differences reserve	Hedging reserves	Total other reserves
Balance at 1 January 2013	68,650	16,245	259,998	116,581	2,009	1,139	43,758	508,380
Other comprehensive income	-	-	-	-	-	-	1,815	1,815
Balance at 30 September 2013	68,650	16,245	259,998	116,581	2,009	1,139	45,573	510,195
Balance at 1 January 2014	68,650	16,245	259,998	116,581	2,662	1,621	45,501	511,258
Other comprehensive income	-	-	-	-	-	-	2,422	2,422
Dividends distributed for ordinary and preferred shares	-	-	-8,463	-	-	-	· -	-8,463
Special reserves from dividends of subsidiaries	-	20,000	-	-	-	-	· -	20,000
Balance at 30 September 2014	68,650	36,245	251,535	116,581	2,662	1,621	47,923	525,217

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

The Annual General Meeting of Shareholders of the Titan Cement Company S.A., which was held on 20 June 2014, approved the distribution of extraordinary reserves of a total amount of &8,463 thousand corresponding to &0.10 per common and preferred share. Such amount increased by the sum corresponding to treasury shares held by the Company amounts in total to &0.10359 per share. The above distribution is subject to a 10% withholding tax on behalf of every shareholder. Therefore shareholders received a net amount of &0.09323 per share.

In the statement of other comprehensive income, the exchange differences resulting from the translation of foreign operations in the first nine months of 2014 amounted to a gain of  $\leq 56.8$  mil., of which  $\leq 53.1$  mil. are attributable to the shareholders of the Parent Company and  $\leq 3.7$  mil. to the non-controlling interests. The equivalent amount in the first nine months of 2013, was a loss of  $\leq 54.9$  mil.. The difference of  $\leq 111.7$  mil. between the two corresponding periods consists mainly of  $\leq 53.8$  mil. related to the Egyptian pound,  $\leq 43.1$  mil. to the US dollar and  $\leq 14.9$  mil. to the Turkish pound.

# 20. Earnings/(losses) per share

Basic earnings/(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 earnings/(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 profit/(loss) (numerator).

# **21. Related party transactions**

Transactions with related parties during the nine month period ending 30 September 2014 as well as balances with related parties as at 30 September 2014 for the Group and the Company, according to IAS 24 are as follows:

## Group

(all amounts in Euro thousands)	Sales of goods & services	Purchases of goods & services	Receivables	Liabilities
Other interrelated parties	-	983	-	385
Executives and members of the Board	-	3,668	19	-
	-	4,651	19	385

## Company

(all amounts in Euro thousands)	Sales of goods & services	Purchases of goods & services	Receivables	Liabilities
Aeolian Maritime Company	2	-	-	264
Albasem S.A.	2	-	-	-
Interbeton Construction Materials S.A.	19,350	4,215	9,394	913
Intertitan Trading International S.A.	4,886	-	398	-
Transbeton - Domiki S.A.	629		873	-
Gournon Quarries S.A.	1		424	-
Titan Cement International Trading S.A.	2		240	-
Adocim Cimento Beton Sanayi ve Ticaret A.S.	2,430		-	-
Antea Cement SHA	816	23	1,359	-
Beni Suef Cement Co.S.A.E.	4,255	-	1,810	-
Alexandria Portland Cement Co. S.A.E.	316	-	64	-
Cementara Kosjeric AD	76	-	35	-
Cementi Crotone S.R.L.	308	-	132	-
Essex Cement Company LLC	12,714	47	-	-
Titan America LLC	3	-	-	274
lapetos S.A.	-	-	188,000	-
Fintitan SRL	5,449	1	3,246	1
Sharrcem SH.P.K.	13	-	-	-
T.C.U.K. Ltd	11,465	26	598	-
Titan Global Finance PLC	-	28,834	-	652,750
Usje Cementarnica AD	7,486	-	192	-
Zlatna Panega Cement AD	-	15	-	7
Other subsidiaries	15	-	3	-
Other interrelated parties	-	983	-	385
Executives and members of the Board	-	3,668	19	-
	70,218	37,812	206,787	654,594

# **21. Related party transactions (continued)**

Transactions with related parties during the nine month period ending 30 September 2013 as well as balances with related parties as at 31 December 2013 for the Group and the Company, according to IAS 24 are as follows:

# Group

(all amounts in Euro thousands)	Sales of goods & services	Purchases of goods & services	Receivables	Liabilities
Other interrelated parties	-	1,616	-	521
Executives and members of the Board	-	3,781	9	-
	_	5,397	9	521

# Company

(all amounts in Euro thousands)	Sales of goods & services	Purchases of goods & services	Receivables	Liabilities
Aeolian Maritime Company	7			270
Albasem S.A.	2			-
Interbeton Construction Materials S.A.	12,942	3,842	5,889	1,012
Intertitan Trading International S.A.	3,559	_	-	-
Transbeton - Domiki S.A.	568	_	254	-
Gournon Quarries S.A.	1		586	
Quarries of Tanagra S.A.		-	6	-
Pozolani S.A.	-	17	-	-
Titan Cement International Trading S.A.	5	-	240	-
Adocim Cimento Beton Sanayi ve Ticaret A.S.	549	-	-	-
Cementi Crotone S.R.L.	176	-	88	-
Titan Cement U.K. Ltd	-	-	3	-
Antea Cement SHA	1,290	-	604	-
Beni Suef Cement Co.S.A.E.	5,419	-	940	-
Alexandria Portland Cement Co. S.A.E	-	-	341	-
Cementara Kosjeric AD	91	-	12	-
Fintitan S.r.l.	5,204	-	2,693	-
Sharrcem SH.P.K	62	-	_	-
T.C.U.K. Ltd	8,176	23	-	-
Titan America LLC	-	-	-	254
Essex Cement Company LLC	12,086	28	1,574	7
Titan Global Finance PLC	-	29,200	_	753,878
Usje Cementarnica AD	7,730	386	74	-
Zlatna Panega Cement AD	8	2	-	-
Other subsidiaries	11	-	_	-
Other interrelated parties	-	1,616	_	521
Executives and members of the Board	-	3,781	9	-
	57,886	38,895	13,313	755,942

# 22. Contingencies and Commitments

(all amounts in Euro thousands)

#### **Contingent liabilities**

	Group		Company	
	30/9/2014	31/12/2013 Restated	30/9/2014	31/12/2013
Guarantees to third parties on behalf of subsidiaries	-	-	888,157	653,418
Bank guarantee letters	43,179	42,368	9,191	10,373
her	7,397	4,555	2,478	2,478
	50,576	46,923	899,826	666,269

#### Litigation matters in Egypt

#### A. Privatization cases

1. In 2011, two former employees of Beni Suef Cement Company S.A.E. (BSCC), a Titan Group company in Egypt, filed an action before the Administrative Court of Cairo, seeking the nullification of the privatization of BSCC which took place in 1999 through the sale of BSCC's shares 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. The Administrative Court of Cairo issued on 15 February 2014 a first instance judgment which entirely dismissed the request for cancellation of the privatization of BSCC. The Court further judged the re-employment of exemployees who had left the company in the framework of voluntary redundancy schemes. BSCC and the plaintiffs have already appealed against the judgment of the first instance court and to date no judgment has been handed down. The view of BSCC's lawyers is that the plaintiffs' action is devoid of any legal or factual ground.

2. In June 2013, BSCC was notified of another action filed before the Administrative Court of Cairo seeking as in the above case to cancel the sale of the shares of BSCC to Financiere Lafarge. The hearing scheduled in respect of this case has been repeatedly postponed and to date no judgment has been handed down. The view of BSCC's lawyers is that the action is devoid of any legal or factual ground.

3. In 2012, an ex-employee of Alexandria Portland Cement Company SA (APCC), a Titan Group company in Egypt, brought 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 was not named defendant in the action. 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. The hearing scheduled in respect of this case has been repeatedly postponed and to date no judgment has been handed down. The view of APCC's lawyers is that the action is devoid of any legal and factual ground.

4. In May 2013, a new action was filed by 3 ex-employees of APCC seeking as in the above case the annulment of the sale of the shares of APCC to Blue Circle Cement Group. The action has been raised against the Prime Minister, the Minister of Investment, and the Chairman of the holding company for chemical industries, the President of the Central Auditing Organization, the legal representative of Alexandria Portland Cement Company and the legal representative of Blue Circle industries. The case has been repeatedly adjourned and the next hearing has been scheduled for 24 November 2014. The view of APCC's lawyers is that the action is devoid of any legal and factual ground.

## 22. Contingencies and Commitments (continued)

#### B. Other cases

1. An individual residing in the vicinity of the plant of Alexandria Portland Cement Company SA (APCC), a Titan Group company in Egypt has filed a claim 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. On 25 May 2014 the court decided to refer this case to the Cairo Administrative Court due to lack of jurisdiction. The view of APCC's Legal Department is that the plant's operating license has been issued lawfully and in full compliance with the relevant Egyptian laws and regulations.

2. In 2007, Beni Suef Cement Company S.A. (BSCC), 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 EGP 134.5 mil. The Egyptian Industrial Development Authority subsequently raised the value of the license to EGP251 mil. In October 2008 BSCC 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 BSCC for EGP 500. Alternatively, if the court rejects this request, BSCC is requesting the price to be the EGP134.5 mil offered by BSCC in the bid. On August 30, 2014 the Court decided to transfer the case to the State Commissioners to prepare a legal opinion report. To date no judgment has been handed down. The view of BSCC's lawyers is that the action is devoid of any legal or factual ground.

3. A non-governmental organization, the Nile Agricultural Organization, has raised a court case against Beni Suef Cement Company S.A. (BSCC), a Group subsidiary in Egypt, claiming that BSCC has illegally occupied the plaintiff's land and is seeking compensation to the amount of EGP 300 mil. The contested land however has been legally allocated to BSCC many years ago by the relevant authority, the New Urban Communities Agency, and since 1988 BSCC has held the licenses for the exploitation of the quarries on this land. The view of BSCC's lawyers is that the case has a high probability of being won.

#### Put option in Antea

The Group has granted to 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 30 September 2014 the put option's fair value recorded a liability of €23.5 mil. (31.12.2013: €23.4 mil.) (note 16).

#### **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.

(all amounts in Euro thousands)

#### Contingent assets

Group		Company	
30/9/2014 31/12/2013		30/9/2014	31/12/2013
	Restated		
19,192	14,326	14,604	10,117
4,638	3,782	1,339	1,339
23,830	18,108	15,943	11,456
4,079	3,739	4,079	3,739
27,909	21,847	20,022	15,195

# 22. Contingencies and Commitments (continued)

#### Commitments

#### Capital commitments

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

	Group		Company	
(all amounts in Euro thousands)	30/9/2014	31/12/2013	30/9/2014	31/12/2013
Property, plant and equipment	3,176	5,181	2,293	3,355
Purchase commitments	Gr	oup	Com	npany

	Gr	oup	Company	
(all amounts in Euro thousands)	30/9/2014	31/12/2013	30/9/2014	31/12/2013
Energy supply contracts (Gas, electricity, etc.)	145,258	146,008	-	-

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

Also, 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.

#### **Operating lease commitments - where a Group company 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	
(all amounts in Euro thousands)	30/9/2014	31/12/2013	30/9/2014	31/12/2013
Not later than 1 years	7,643	7,467	657	641
Later than 1 years and not later than 5 years	17,912	21,388	979	928
Beyond 5 years	11,896	12,599	-	
	37,451	41,454	1,636	1,569

## 23. Inventories

The increase in Group inventories by €41.6 mil. includes the positive impact of foreign exchange differences amounting to €10 mil.. Consequently, the organic change is €31.6 mil. and is mainly due to the increased deliveries of spare parts and solid fuels.

## 24. Trade receivables

On 30 June 2014, the subsidiary of the Group Titan America LLC (TALLC) and certain of its subsidiaries entered into a series of Receivables Purchase and Sales Agreements (RPSA) with a third party. Under the terms of the arrangements, TALLC and its subsidiaries do not maintain control over the assets sold and are neither entitled nor obliged to repurchase the sold receivables.

# **25.** Foreign exchange differences

The variance of €32.8 mil. in the account "gains/(losses) from foreign exchange differences" in the income statement for the period ended 30 September 2014 compared to the nine months of the previous year is mainly due to the valuation of loans (including intercompany loans) in Euro and US dollar, recorded by the Group's subsidiaries that operate in Egypt, US and Albania and have other functional currencies. The volatility arising from foreign exchange rate fluctuations will continue to affect the Group's performance until the full repayment of the respective loans.

# 26. Events after the reporting period

On 7.11.2014, the Company in accordance with the Stock Option Plan which was established by virtue of decision dated 3.6.2010 of the General Meeting of Shareholders and pursuant to Board of Directors' resolution dated 27.2.2014, proceeded to the sale of 4,826 common treasury shares representing 0.006% of its paid up share capital, to 8 Titan Group executives, at a sale price per share equal to the nominal value of each Company share i.e.  $\notin$ 4.00 per share, and a total sale price of  $\notin$ 19.3 thousand.

# 27. Principal exchange rates

Balance sheet	30/09/2014	31/12/2013	#VALUE!
€1 = USD	1.26	1.38	-8.8%
€1 = EGP	9.03	9.58	-5.7%
€1 = TRY	2.88	2.96	-2.8%
1USD=EGP	7.18	6.95	3.3%
€1 = RSD	118.85	114.64	3.7%
1USD = JPY	109.76	104.94	4.6%

Profit and loss	Ave 9M 2014	Ave 9M 2013	Ave 9M 2014 vs 9M 2013
€1 = USD	1.35	1.32	2.9%
€1 = EGP	9.57	9.05	5.8%
€1 = TRY	2.93	2.46	19.3%
1USD=EGP	7.07	6.87	2.8%
€1 = RSD	116.24	112.68	3.2%
1USD = JPY	102.98	96.72	6.5%

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