



TITAN
CEMENTARA KOSJERIĆ

**“TITAN CEMENTARA KOSJERIC” A.D.
FINANCIAL STATEMENTS
FOR GROUP CONSOLIDATION REPORTING PURPOSES
FOR THE YEAR ENDED 31 DECEMBER 2008**

**TITAN CEMENTARA KOSJERIC A.D.
FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2008
PREPARED FOR GROUP CONSOLIDATION PURPOSES**

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GENERAL MANAGER

Mr. Miroslav Gligorijević

Registered office

Titan Cementara Kosjeric
Zivojina Misica bb
31260 Kosjeric
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Auditor

Ernst & Young Beograd d.o.o.
Bulevar Mihajla Pupina 115d
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AUDIT REPORT TO BOARD OF DIRECTORS OF TITAN CEMENTARA KOSJERIC A.D. KOSJERIC

We have audited the condensed financial statements for group consolidation reporting purposes of Titan Cementara Kosjeric a.d. Kosjeric ("the Company"), which comprise the balance sheet as at 31 December 2008, and the income statement, statement of changes in equity and cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory notes prepared for the sole purpose of consolidation into the Titan Cement Company S.A. consolidated financial statements, which are prepared in accordance with IFRS..

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these condensed financial statements in accordance with International Financial Reporting Standards in all material respects. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. Except as explained in the following paragraph, we conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate for the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

The scope of our audit procedures was established based on the tolerable error set for group reporting purposes, amounting to €1,500,000.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, based on the assigned tolerable error, for the sole purpose of inclusion in the consolidation of Titan Cement Company S.A., the condensed financial statements referred to above gives a true and fair view of the financial position of the Company as of 31 December 2008 and of the results of its operations and its cash flows and changes in shareholders' equity for the year then ended in accordance with International Financial Reporting Standards.

This report is intended solely for the use of the Company and the ultimate Parent company and should not be used for any other purpose.

Belgrade, 4 February 2009



Ernst & Young Beograd d.o.o.



TITAN CEMENTARA KOSJERIC A.D.
NOTES TO FINANCIAL STATEMENT
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PREPARED FOR GROUP CONSOLIDATION PURPOSES

(all amounts are stated in 000' RSD unless otherwise stated)

Income Statement

	Notes	For 12 months period ended 31-Dec-08	For 12 months period ended 31-Dec-07
Sales	3	4,359,736	3,251,418
Cost of sales	4	(2,620,532)	(1,998,871)
Gross profit		1,739,204	1,252,547
Other operating income	5	125,226	72,360
Selling expenses	6	(26,950)	(26,557)
Administrative expenses	7	(242,738)	(227,819)
Other operating expenses	5	(188,930)	(158,582)
Operating profit		1,405,812	911,949
Finance income/(expenses), net	8	451,813	103,292
Profit before tax		1,857,625	1,015,241
Income tax	9	44,530	(57,167)
Profit for the period		1,902,155	958,074

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Balance sheet

	Notes	As at 31 December 2008	As at 31 December 2007
ASSETS			
Non-current assets			
Property, plant and equipment	10	2,233,879	2,293,259
Construction in progress	10	188,506	89,275
Advances to suppliers for fixed assets	10	35,907	24,213
Intangible Assets	11	47,943	43,772
Investment in subsidiaries	12	1,659,878	7,966
Other non-current financial assets		-	998
Deferred tax assets	9	141,601	-
		4,307,714	2,459,483
Current assets			
Inventories	13	804,203	774,775
Trade receivables	14	190,863	100,400
Other receivables	15	158,466	68,092
Cash and cash equivalents	16	308,645	2,273,004
		1,462,177	3,216,271
Total assets		5,769,891	5,675,754
EQUITY AND LIABILITIES			
Capital and reserves			
Ordinary shares	17	2,505,209	2,505,209
Reserves		166,474	166,474
Retained earnings/(losses)		614,295	1,554,400
Current period result		1,902,155	958,074
		5,188,133	5,184,157
Non current liabilities			
Other non current liabilities	18	158,803	186,343
Current liabilities			
Trade and other payables	19	422,955	305,254
Total Liabilities		581,758	491,597
Total equity and liabilities		5,769,891	5,675,754

The financial statements on pages 3 to 24 were signed on its behalf by:

Miroslav Gligorijević

General Manager

Slavica Vukosavljević

Finance Director

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Statement of Changes in Equity

	Ordinary shares	Reserves	Retained earnings	Current period result	Total
Balance at 1 January 2007	2,505,209	166,474	1,017,235	567,007	4,255,925
Transfer to retained earnings	-	-	567,007	(567,007)	-
Paid dividends	-	-	(29,842)	-	(29,842)
Current period result	-	-	-	958,074	958,074
Balance at 31 December 2007	2,505,209	166,474	1,554,400	958,074	5,184,157
Transfer to retained earnings	-	-	958,074	(958,074)	-
Paid dividends	-	-	(1,898,179)	-	(1,898,179)
Current period result	-	-	-	1,902,155	1,902,155
Balance at 31 December 2008	2,505,209	166,474	614,295	1,902,155	5,188,133

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Cash Flow Statement

	Notes	For 12 months period ended 31-Dec-08	For 12 months period ended 31-Dec-07
<i>Cash flows from operating activities</i>			
Profit after taxation		1,902,155	958,074
Adjustments for:			
Tax	9	(44,530)	57,167
Depreciation expense	10	286,451	285,783
Interest income	8	(155,160)	(103,659)
(Gain) / Loss on sale of property, plant and equipment		(28,982)	-
Loss on disposals of fixed assets	10	1,235	1,209
Effects of exchange rate changes	8	(296,653)	367
Operating cash flows before working capital		1,664,516	1,198,941
Changes			
Changes:			
(Increase)/decrease in trade and other receivables		(183,800)	(19,848)
(Increase)/decrease in inventory		(26,464)	(113,444)
Increase/(decrease) in trade and other payables		90,160	96,528
Decrease in other long term assets		998	9,249
Cash generated from operations		1,545,410	1,171,426
Tax paid		(97,071)	(57,167)
Net cash from operating activities		1,448,339	1,114,259
<i>Cash flows from investing activities</i>			
Acquisition of subsidiary	12	(1,651,912)	(7,966)
Purchase of property, plant and equipment	10	(331,043)	(194,012)
Purchase of intangible assets	11	(13,338)	(31,503)
Interest received		155,160	103,659
Proceeds from sale of property, plant and equipment		29,960	-
Net cash used in investing activities		(1,811,173)	(129,822)
<i>Cash flows from financing activities</i>			
Dividends paid		(1,898,178)	(27,434)
Net cash from financing activities		(1,898,178)	(27,434)
Effects of exchange rate changes		296,653	(367)
Net increase/(decrease) in cash		(1,964,359)	956,636
Cash at the beginning of period	16	2,273,004	1,316,368
Cash at the end of period	16	308,645	2,273,004

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1. General information

Cementara "Kosjerić" a.d. (the Company) is a joint stock company, domiciled in Kosjerić, Republic of Serbia. The address of its registered office is as follows: Živojina Mišića bb, 31 260 Kosjerić

The Company was founded in 1975. 70% of the shares of the Company were acquired by Titan Group (the Group) domiciled in Greece, Athens and represented by Tithys Ltd, Cyprus. The purchase agreement was signed on 31 January 2002 with the Serbian Privatization Agency and followed by a transfer of control on 2 April 2002.

In December 2004, the Company's owner purchased additional 4.28% of remaining shares in ownership of employees for which it was entitled by the SPA. In November 2008 the owner purchased total state share package registered in the Privatization Register and increased its participation by 22.07%. After these actions have taken place, the Company's current ownership structure is as follows: Tithys Ltd. owns 96.35% of total shares and minority shareholders own 3.65% of total shares.

The principal activity of the Company is the production of cement. In addition, the Company provides cement transportation services, owns one hotel and two grocery stores.

The Company employed 379 people as at 31 December 2008.

2. Accounting policies

The principal accounting policies adopted in the preparation of the financial statements are in accordance with Titan Group accounting and reporting requirements and are set out below. Titan Group is preparing its financial statements in accordance with International Financial Reporting Standards.

Basis of preparation

The financial statements have been prepared on a historical cost basis. The presentation currency is Dinar (RSD) being also the functional currency and all values are rounded to the nearest thousand (000 RSD) except when otherwise indicated.

The financial statements have been prepared in accordance to the Group accounting policies which are based on the International Financial Reporting Standards.

The purpose of the financial statements is to be used in connection and preparation of consolidated financial statements of Titan Cement Company S.A.

Property, plant and equipment

Property plant and equipment are carried at cost, less accumulated depreciation and impairment in value if any. Land, except for quarry land, is shown at cost less impairment, if any.

Cost includes all costs directly attributable to bringing the assets to working condition for their intended use.

Depreciation is calculated on the straight-line method intended to write off the cost of each asset to their residual values over the estimated useful life.

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2. Accounting policies (cont.)

Property, plant and equipment (cont.)

Depreciation rates are set as follows:

	%
Quarry land	1.57-4.37
Buildings (including raw mill and electricity transmission and pipelines)	2-5
Marl crusher	16.5
Plant machinery	10
Rotary kiln	7
Vehicles	15
Furniture	10-12.5

Subsequent expenditure relating to property, plant and equipment that has already been recognized is added to the carrying amount of the asset when it is probable that future economic benefits, in excess of the originally assessed standard of performance of the existing asset, will flow to the Company.

Repairs and renewals are charged directly to the income statement when the expenditure is incurred.

Gains and losses on disposal of property, plant and equipment are determined by reference to their carrying amount and are taken into account in determining operating profit.

At each reporting date the management assess whether there is any indication of impairment of property plant and equipment. If any such indication exists the management estimates the recoverable amount, which is determined as the higher of an asset's net selling price and its value in use. The carrying amount is reduced to the recoverable amount and the difference is recognized as an expense (impairment loss) in the Income Statement. An impairment loss recognized for an asset in prior years is reversed if there have been changes in the circumstances that led to the impairment.

Investments in subsidiaries

Investments in subsidiaries are accounted for at cost.

Inventories

Inventories are stated at the lower of cost and net realizable value. Cost is determined by the weighted average method. The cost of finished goods and work in progress comprises raw materials, direct labor, other direct costs and related production overheads. Net realizable value is the estimate of the selling price in the ordinary course of business, less the costs of completion and selling expenses.

Appropriate allowance is made for damaged, obsolete and slow-moving items. Write-downs to net realizable value and inventory losses are expensed in the period in which they occur.

Trade receivables

Trade receivables are carried at original invoice amount less provision made for impairment of these receivables. Such provision for impairment of trade receivables is established if there is objective evidence that the Company will not be able to collect all amounts due according to the original term of receivables. The amount of the provision is the difference between the carrying amount and the recoverable amount, being the present value of expected cash flows, discounted at the market rate of interest for similar borrowers and is recognized in the Income statement.

Cash and cash equivalents

Cash and cash equivalents consist of cash on hand, cash at banks and short-term deposits with an original maturity of three months and less.

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2. Accounting policies (cont.)

Provisions

Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events, if it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and if a reliable estimate of the amount of the obligation can be made. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

Revenue recognition

Revenue, which excludes value added tax (V.A.T.) and discounts, represents the invoiced value of goods and services supplied and is recognized usually when significant risks and rewards and ownership of the goods are transferred to the buyer at the date on which the goods are shipped to customers.

Taxation

Current income tax is calculated at the rate of 10% on taxable profit reported in tax returns.

Deferred tax assets and liabilities are calculated in respect of temporary differences using the balance sheet liability method. Deferred income taxes are provided for all temporary differences arising between the tax basis of assets and liabilities and their carrying values for financial reporting purposes. A deferred tax asset is recorded only to the extent that it is probable that taxable profit will be available against which the deductible temporary differences can be utilized. Deferred tax assets and liabilities are measured at tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on tax rates that have been enacted or substantively enacted at the balance sheet date.

Foreign currency transactions

The Company's functional currency is the RSD. Transactions denominated in a currency other than the RSD are recorded at the exchange rate ruling on the transaction date. Monetary assets and liabilities denominated in foreign currency are translated into RSD at the official exchange rate of the National Bank of Serbia at the balance sheet date. Foreign currency exchange differences arising from the translation of assets and liabilities and from the settlement of transactions are reflected in the income statement as foreign exchange gain/(loss).

At 31 December 2007, the official rate of exchange, as determined by the Central Bank of Serbia, was EURO 1=RSD 79.3 and as at 31 December 2008 EURO 1= RSD 88.60. Exchange restrictions and controls exist relating to converting the RSD into other currencies.

3. Sales

	For 12 months	For 12 months
	period ended	period ended
	31-Dec-08	31-Dec-07
Sales revenue cement	4,359,736	3,241,581
Sales revenue clinker	-	9,837
Total	4,359,736	3,251,418

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4. Cost of sales

	For 12 months period ended 31-Dec-08	For 12 months period ended 31-Dec-07
Variable		
Kiln fuel	651,764	557,101
Raw material	213,605	200,965
Clinker Purchased	112,035	
Electricity power	206,351	171,237
Fuel and oil	51,860	41,025
Refractory	29,579	18,481
Grinding media	9,445	13,060
Explosives	7,148	8,648
Concession fees	6,859	7,353
Other variable costs	7,268	2,309
Total variable cost	1,295,914	1,020,179
Fixed		
Salaries	350,212	326,223
Maintenance spare parts	64,512	69,659
Third parties services	37,051	36,812
Lining	5,013	599
Insurance and taxes	15,545	17,285
Other fixed costs	65,166	47,364
Total fixed cost	537,499	497,942
Packing		
Salaries	46,631	25,443
Bags	75,554	72,085
Pallets and folio	39,277	35,208
Electricity power	2,196	1,187
Fuel and oil	2,073	1,342
Maintenance spare parts	8,086	8,978
Third parties maintenance	1,268	279
Insurance	760	67
Other expenses	9,732	4,920
Total packing cost	185,577	149,509
Inventory (Increase)/Decrease	58,287	(97,871)
Depreciation	200,835	225,854
Distribution Expenses		
Third parties services transportation	319,122	193,500
Custom and related expenses	16,182	6,032
Other	289	129
Total distribution costs	335,593	199,661
Cost of Traded Goods	6,827	3,597
Total Cost of Sales	2,620,532	1,998,871

Cost of traded goods refers to the resale of white cement purchased from Titan Cement Company S.A. Third parties services- transportation relate to transportation services for goods sold.

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5. Other operating income and expenses

	For 12 months period ended 30-Dec-08	For 12 months period ended 31-Dec-07
Income from hotel, restaurant and bakery	32,578	33,109
Revenue from sales of disposal material	25,595	17,472
Collection of the receivables for which provision was made	1,773	4,014
Revenue from other operating activities	1,191	2,318
Profit on sales of fixed assets	28,982	-
Other income	35,107	15,447
Total other operating income	125,226	72,360
Expenses from hotel, restaurant and bakery	29,317	26,635
Salaries	36,500	28,822
Depreciation	69,667	52,483
Impairment of accounts receivable	23,462	2,512
Retirement benefit obligation	-	6,154
Litigation provision	1,280	6,132
Other expenses	28,704	35,844
Total other operating expenses	188,930	158,582

6. Selling expenses

	For 12 months period ended 31-Dec-08	For 12 months period ended 31-Dec-07
Salaries	19,851	16,169
Rental Expenses	-	2,520
Traveling expenses & Car Expenses	2,780	1,158
Other	3,426	5,711
Depreciation	893	999
	26,950	26,557

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7. Administrative expenses

	For 12 months period ended 31-Dec-08	For 12 months period ended 31-Dec-07
Administrative and technical assistance fees – see Note 21	23,451	22,714
Salaries	93,672	64,262
Donation to Municipality –see Note 20	37,024	55,367
Donations	11,901	10,316
Communication	4,584	2,958
Consulting services	5,371	3,227
Legal and court fees	8,858	11,398
Representation	4,300	3,570
Car expenses	6,135	3,808
Business trip	2,894	4,551
Training and education	4,309	11,710
Other costs	25,183	27,491
Depreciation	15,056	6,447
	242,738	227,819

Administrative and technical assistance fees relate to the contract signed on 15 December 2003 between Tithys Limited, Cyprus, and the Company for the period of five years starting on 2 April 2002. This contract is to be renewed for an additional 5 years period, unless one of the contracted parties notifies the other, in writing, for non renewal of the contract three months prior to its expiration. According to the contract Tithys Limited, Cyprus will provide to the Company administrative and general technical assistance (commercial, human resources, financial, training etc), as well as provide the Company with technical expertise of the Titan Group.

8. Finance income and expenses

	For 12 months period ended 31-Dec-08	For 12 months period ended 31-Dec-07
Bank interest and related income	155,160	103,659
Foreign exchange gain	344,392	20,541
Foreign exchange loss	(47,739)	(20,908)
	451,813	103,292

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9. Taxation

	For 12 months period ended 31-Dec-08	For 12 months period ended 31-Dec-07
Current income tax expense	(97,071)	(57,167)
Deferred income tax revenue	141,601	-
	44,530	(57,167)

Current income tax expense differs from theoretical amounts that would arise using the basic tax rate of 10% as follows:

	For 12 months period ended 31-Dec-08	For 12 months period ended 31- Dec-07
Accounting profit	1,857,625	1,015,241
<i>Add back:</i>		
Accounting depreciation	286,451	285,783
Provisions	1,280	39,220
Non business expenses	6,339	20,395
Penalties and capital loss	4,897	397
Write off of assets	7,030	2,702
Impact of transfer pricing	1,912	1,574
Other	557	
<i>Less:</i>		
Depreciation for tax purposes	(224,672)	(221,969)
Taxable profit	1,941,419	1,143,343
Tax at 10%	194,142	114,334
50% tax relief for investments in fixed assets	97,071	57,167
Current income tax expense	(97,071)	57,167

Deferred income tax relates to the following:

	<i>Income statement</i>		<i>Balance sheet</i>	
	<i>2008</i>	<i>2007</i>	<i>2008</i>	<i>2007</i>
Deferred tax assets				
Tax credits for investments in property, plant and equipment	126,003	-	126,003	-
Temporary differences between carrying amount of property, plant and equipment and their tax base	15,598	-	15,598	-
Deferred tax assets, total	141,601	-	141,601	-
Deferred income tax income	141,601	-		

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9. Taxation (cont.)

Recognized deferred tax assets based on tax credits for purchases of property, plant and equipment comprise of tax credits originated in 2003 and 2004 amounting to RSD 83,534 thousand and RSD 42,469 thousand, respectively. Tax credits can be carried forward for ten years period since year of purchase.

10. Property plant and equipment

	Land	Quarry land	Buildings	Machinery and equipment	Vehicles	Sub total	Construction in progress	Advances for fixed assets	Total
Cost									
At 1 January 2008	54,782	118,017	2,511,006	2,891,435	324,871	5,900,111	89,275	24,213	6,013,599
Additions during the period	39	14,420	-	-	-	14,459	305,615	10,969	331,043
Transfer from construction in progress	-	-	48,487	157,897	-	206,384	(206,384)	-	-
Disposals	(976)	-	(57,019)	(102,349)	(14,072)	(174,426)	-	725	(173,701)
At 31 December 2008	53,845	132,437	2,502,474	2,946,983	310,799	5,946,538	188,506	35,907	6,170,951
Accumulated depreciation/d depletion									
At 1 January 2008	-	3,354	1,216,232	2,088,678	298,588	3,606,852	-	-	3,606,852
Charge for the period	-	3,868	124,893	141,658	6,865	277,284	-	-	277,284
Disposals	-	-	(57,019)	(100,386)	(14,072)	(171,487)	-	-	(171,477)
At 31 December 2008	-	7,222	1,284,106	2,129,950	291,381	3,712,659	-	-	3,712,659
Net book value									
At 31 December 2008	53,845	125,215	1,218,368	817,033	19,418	2,233,879	188,506	35,907	2,458,292
At 1 January 2008	54,782	114,663	1,294,774	802,757	26,283	2,293,259	89,275	24,213	2,406,747

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10. Property plant and equipment (cont.)

The table below shows age structure of given prepayments for the purchase of property plant and equipment.

At 31 December 2008

	Past due but not impaired			Total
	Less than 3 months	3 to 12 months	> 1 year	
Prepayments for property plant and equipment	7,020	16,126	12,761	35,907

At 31 December 2007

	Past due but not impaired			Total
	Less than 3 months	3 to 12 months	> 1 year	
Prepayments for property plant and equipment	16,891	4,300	3,022	24,213

11. Intangible Assets

	Computer Software	Total
Cost		
At 1 January 2008	43,772	43,772
Additions during the period	13,338	13,338
At 31 December 2008	57,110	57,110
Accumulated amortization		
At 1 January 2008	-	-
Charge for the period	9,167	9,167
At 31 December 2008	9,167	9,167
Net book value		
At 31 December 2008	47,943	47,943
At 1 January 2008	43,772	43,772

Computer software is related to licenses for the SAP ERP Package that the Company applied from January 2008.

12. Investment in subsidiaries

	31-Dec-08	31-Dec-07
TCK Montenegro d.o.o. Podgorica	7,966	7,966
Holtitan B.V. Netherland	1,651,912	-
Total	1,659,878	-

The Company has 100% ownership in its subsidiaries, both limited liability companies. Subsidiary TCK Montenegro d.o.o. Podgorica is dealing with sales of cement in the Republic of Montenegro. Subsidiary Holtitan B.V. Netherland does not have operation but holds minority interest in company Titan Cement Netherland B.V.

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13. Inventories

	31-Dec-08	31-Dec-07
Material and fuel	272,843	194,390
Spare parts and other inventory	355,668	337,072
Packing materials	7,656	17,583
Work in progress	93,531	151,435
Finished products	73,793	74,176
Goods for resale	712	119
	804,203	774,775

Major portion of material and fuel as at 31 December 2008 amounting to RSD 113,710 thousand and RSD 65,911 thousand relates to petrol coke and crude oil, respectively.

14. Trade receivables

	31-Dec-08	31-Dec-07
Trade receivables	131,185	75,637
Trade receivables from related parties (Note 20)	78,292	31,469
Provision for impaired receivables	(18,614)	(6,706)
	190,863	100,400

Movements in the provision for impaired receivables was as follows:

	Provision for impairment of trade receivables
At 1 January 2007	8,344
Charge for the year	2,512
Unused amounts reversed	(4,014)
Utilized	(136)
At 31 December 2007	6,706
At 1 January 2008	6,706
Charge for the year	14,625
Unused amounts reversed	(1,728)
Utilized	(989)
At 31 December 2008	18,614

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14. Trade receivables (cont.)

As at 31 December, the aging analyses if trade receivables is as follows:

Year ended 31 December 2008		Past due but not impaired				
Description	Total	< 30 days	30-60 days	60-90 days	90-120 days	>120 days
Trade receivables	112,571	52,501	32,422	24,384	2,370	894
Trade receivables-related parties	78,292	6,417	16,232	25,748	11,864	18,031
Total	190,863	58,918	48,654	50,132	14,234	18,925

Year ended 31 December 2007

		Past due but not impaired				
Trade receivables	68,931	56,464	10,593	1,078	202	595
Trade receivables-related parties	31,469	11,270	14,236	2,653	441	2,868
Total	100,400	67,734	24,829	3,731	643	3,463

15. Other receivables

	31-Dec-08	31-Dec-07
Advances to suppliers	4,674	7,638
Advances to related parties (Note 20)	107,242	-
Other receivables form related parties (Note 20)	6,567	-
Receivables from employees	15,568	24,805
Accrued expenses	16,326	11,571
Receivables for funds lent to firms	1,517	1,562
Receivables for rent	214	-
Receivables for sales of property, plant and equipment	8,713	-
VAT receivable	8,425	19,634
Other receivables from the State	1,096	1,345
Other receivables	641	5,262
Other receivables, gross	170,983	71,817
Provision for impairment of prepayments for inventory	(2,163)	(2,163)
Provision for impairment of receivables for funds lent to firms	(1,517)	(1,562)
Provision for receivables for sales of P,P&E and rent	(8,837)	-
Other receivables, net	158,466	68,092

Major portion of receivables from employees amounting to RSD 14,288 thousand relate to borrowings for six months, given to employees in December 2008.

Advances to related parties amounting to RSD 107,242 thousand relate to advance payment made to "Stari Silo Company for the purpose of cement silo purchas

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15. Other receivables (cont.)

As at 31 December 2008, other receivables at nominal value of RSD 12,517 thousand (2007: RSD 3,725 thousand) were provided for impairment. Movements in the provision for impairment of these receivables were as follows:

	Provision for impairment advances to suppliers	Provision for impairment of receivables for funds lent to firms	Provision for receivables for P,P & E and rent
At 1 January 2007	2,163	1,566	-
Charge for the year	-	-	-
Unused amounts reversed	-	-	-
Utilized	-	(4)	-
At 31 December 2007	2,163	1,562	-
At 1 January 2008	2,163	1,562	-
Charge for the year	-	-	8,837
Unused amounts reversed	-	(45)	-
Utilized	-	-	-
At 31 December 2008	2,163	1,517	8,837

Aging analyses of the prepayments for inventory has as follows:

As at 31 December 2008

	Past due but not impaired			Total
	Less than 3 months	3 to 12 months	> 1 year	
Prepayments for inventory	1,274	1,222	15	2,511

As at 31 December 2007

	Less than 3 months	3 to 12 months	> 1 year	Total
Prepayments for inventory	3,231	1,079	1,166	5,475

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16. Cash and cash equivalents

	31-Dec-08	31-Dec-07
Cash at bank	10,140	30,545
Cash at hand	77	85
Short-term bank deposits	298,428	2,242,374
	308,645	2,273,004

Short-term bank deposits relate to time deposits up to three months both in local currency and EUR.

As at 31 December 2008 the deposits that are placed with National Bank of Greece amount to RSD 9,900 thousand and EUR 2,725 thousand, with Alpha Bank RSD 14,500 thousand, with EFG Bank EUR 6 thousand and with Societe Generale EUR 361 thousand.

Interest rates for short-term deposits placed with National Bank of Greece are 15.8% per annum for deposits in RSD and 7.31% per annum for Euro deposits. For RSD deposits placed with Alpha Bank interest rate is 15.89%. With EFG interest rate for time deposits in Euro is 2.34% per annum. Finally interest rate for the Euro deposits placed in Societe Generale is 4.29%. The interest accrued for the period is recorded as interest income in the Income Statement.

17. Ordinary shares

	Number of shares	% of ownership	Value
Tithys Limited, Cyprus	3,448,138	96,35	2,413,697
Small shareholders	130,732	3,65	91,512
	3,578,870	100%	2,505,209

In November 2008 Tithys Limited purchased state share package comprising of 789,769 shares registered in the Privatization Register, increasing its share from 74.28% to 96.35%.

As at 31 December 2008 and 31 December 2007 the registered share capital of the Company amounts to RSD 2,505,209 thousand comprising of 3,578,870 ordinary shares of RSD 700 each. All shares are fully paid.

18. Other non current liabilities

	31-Dec-08	31-Dec-07
Non-current portion of liabilities for donation to Municipality	72,926	87,068
Retirement reward	23,986	29,958
Provision for legal cases	1,768	3,982
Provision for jubilee awards	60,123	65,335
	158,803	186,343

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18. Other non current liabilities (cont.)

Donation to Municipality

In order to resolve disputes with Municipality Kosjeric and regulate manner of settlement of liabilities taken over by Sales and Purchase Agreement, as of 14 December 2005 the Company has entered two agreements with Municipality Kosjeric.

In accordance with the first Agreement the Company is obliged to pay amount of RSD 92,824 thousand less payment of 18,565 thousand till the year ended 2005 in the period of six years.

In accordance with the second Agreement, after the adoption from the Municipality of Kosjeric of the detailed regulation plan and until 2012, the Company was obliged to pay the Municipality the monetary equivalent of 3,500 tons of Cement at 61 Euros per ton plus the amount 50 thousand Euros per year. The detailed regulation plan was adopted in 2007 and the Company started settling liabilities to Municipality in this respect.

The balance of the long term portion of these liabilities as at 31 December 2008 was RSD 72,926 thousand and will be granted to Municipality as follows:

	31-Dec-08	31-Dec-07
1 to 2 years	34,064	29,216
2 to 3 years	31,535	26,702
3 to 4 years	7,327	24,540
4 to 5 years	-	6,610
	72,926	87,068

Provisions for retirement reward

The Company is obliged under the collective agreement to pay each employee: 1.5 average salary higher of the Company's average salary and employee's average salary plus 50% of average salary in Republic of Serbia as retirement reward if the calculated amount is not lower than the Company's obligation per Labor Law. In that case the Company is obliged to pay a minimum staff leaving indemnity equal to three average monthly gross salaries applicable in the country on the date of retirement. According to the evaluation of the certified actuary, the present value of the provision in this respects as of 31 December 2008 amounts to RSD 24,300 thousand out of which RSD 23,986 thousand represents long term portion. The principal actuarial assumptions used in calculation of provision are: discount rate – 11%, future salary increase – 4%.

Movements in the provision for retirement reward were as follows:

	For 12months period ended 31-Dec-08	For 12months period ended 31-Dec-07
As at 1 January	29,958	23,804
Utilized during the year	(480)	-
Unused amounts reversed	(5.492)	-
Additional provision	-	6,154
Closing balance	23.986	29,958

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18. Other non current liabilities (cont.)

Provision for legal cases

There are about 10 litigations against the Company. In most cases the Company is sued for claims for damages to crops and damage to property caused by explosions in quarries and damages caused by cement dust. In the opinion of the management, after taking appropriate legal advice, the outcome of these legal claims will not give rise to any significant loss beyond the amounts provided as at 31 December 2008.

	For 12months period ended 31-Dec-08	For 12months period ended 31-Dec-07
As at 1 January	3,982	14,495
Utilized during the year	(2,415)	(15,623)
Unused amounts reversed	(1,079)	(1,022)
Additional provision	1,280	6,132
Closing balance	1,768	3,982

Provisions for Jubilee awards

The Company is obliged under the collective agreement to pay each employee Jubilee awards when the employee completes 10, 15, 20, 25, 30, 35, and 40 years of continuous employment in the Company. The rewards are as follows: 1 average salary of the Company to the employee that completes the 10th and the 15th year of continuous employment, 1.5 average salary of the Company to the employee that completes the 20th and the 25th year of continuous employment, 2 average salaries of the Company to the employee that completes the 30th and the 35th year of continuous employment and 2.5 average salaries of the Company to the employee that completes the 40th year of continuous employment. According to the evaluation of the certified actuary, the present value of the provision as of 31 December 2008 amounts to RSD 63,791 thousands out of which RSD 60,123 thousand represents the long-term portion. The principal actuarial assumptions used in calculation of provision are: discount rate – 11%, future salary increase – 4%.

Movements in the provision for jubilee reward were as follows:

	For 12months period ended 31-Dec-08	For 12months period ended 31-Dec-07
As at 1 January	65,335	43,334
Utilized during the year	-	-
Unused amounts reversed	(5,212)	-
Additional provision	-	22,001
Closing balance	60,123	65,335

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19. Trade and other payables

	31-Dec-08	31-Dec-07
Trade payables	230,814	192,775
Liabilities to Municipality	60,192	32,470
Advances received	41,460	25,806
Other taxes payable	2,039	2,213
Payables for salaries	13,770	13,972
Social and insurance contributions on salaries	6,564	6,842
Income tax payable	44,668	21,061
Payables to related parties (Note 21)	11,005	1,448
Dividend payable	1,274	146
Provision for rewards for Jubilee awards- current portion (Note 19)	3,668	4,934
Provision for retirement- current portion (Note 19)	314	-
Other payables	7,187	3,547
	422,955	305,254

Portion of liabilities to Municipality amounting to RSD 20,550 thousand represents the amount of net sales price of bakery which the Company sold during 2008 and in accordance with the SPA is obliged to transfer to the Municipality. Remaining portion of liabilities amounting to RSD 39,642 thousand relates to current portion of long-term liabilities (Note 19).

The table below summarizes the maturity profile of the Company's current liabilities at 31 December 2008 based on the contracted terms.

	Less than 3 months	3 to 12 months	Total
Year ended 31 December 2008			
Trade payables	216,392	14,422	230,814
Other payables	152,087	29,049	181,136
Payables to related parties	11,005	-	11,005
Total	379,499	43,471	422,955
	Less than 3 months	3 to 12 months	Total
Year ended 31 December 2007			
Trade payables	192,775	-	192,775
Other payables	86,638	24,353	110,991
Payables to related parties	1,488	-	1,488
Total	280,901	24,353	305,254

Concession fee

The Company is obliged by the Law to pay tax for usage of mineral resources based on consumption of limestone, marl, clay and limestone. Total outstanding liability, included in Trade Payables, as of 31 December 2008 amounted to RSD 7,151 thousand.

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20. Related parties transactions

	For 12months period ended 31-Dec-08	For 12months period ended 31-Dec-07
Sales of goods and services to related parties		
TCK Montenegro- Montenegro	177,390	34,317
Zlatna Panega-Bulgaria	-	9,837
Usje Cementarnica A.D. FYROM	-	848
Stari Silo Company doo	1,080	-
	178,470	45,002

	For 12months period ended 31-Dec-08	For 12months period ended 31-Dec-07
Purchase of goods and services from related parties		
Usje Cementarnica A.D. FYROM	58,724	356
Zlatna Panega-Bulgaria	2,405	-
Titan Cement Company S.A., Athens	5,147	1,803
Tithys Ltd, Cyprus- see Note 6	23,451	22,714
	89,727	24,873

	31-Dec-08	31-Dec-07
Trade and other receivables		
TCK Montenegro- Montenegro	78,266	31,469
Stari Silo Company doo	113,835	-
	192,101	31,469

Trade and other payables		
TITHYS Ltd, Cyprus	5,922	1,488
Usje Cementarnica A.D. FYROM	5,083	-
	11,005	1,488

21. Contingencies, financial and operating risks

Market risk

The Serbian economy is at an early stage of market development and there is a considerable degree of uncertainty surrounding its future direction.

Currency risk

The Company operates in a developing economy with high rates of inflation and significant historic currency devaluation. There is a consequent risk of loss in value in respect of net monetary assets held in RSD.

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21. Contingencies, financial and operating risks (cont.)

Credit risk

The extent of the Company's credit exposure is represented by the aggregate balance of trade and other receivables (as they appear on the balance sheet). The Company's accounts receivable are reasonably diversified among its customers.

Capital management

The primary objective of the Company's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximize shareholder value.

The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares, following shareholders' approval. No changes were made in the objectives, policies or processes during the years end 31 December 2008 and 31 December 2007.

The Company monitors its equity capital using earnings before interest, tax, depreciation and amortization (EBITDA) for the year.

	For 12months period ended 31-Dec-08	For 12months period ended 31-Dec-07
EBITDA	1,692,263	1,197,732

The Company is not subject to any externally imposed capital requirements. The structure and management of debt capital is determined at TITAN Group level.

Taxation

The periods that remain open to review by the tax and customs authorities with respect to tax liabilities is for the last five years.

Environmental matters

The enforcement of environmental regulation in Republic of Serbia is evolving and the enforcement posture of government authorities is continually being reconsidered. The Titan Group periodically evaluates its obligations under environmental regulations. As obligations are determined, they are recognized immediately. Potential liabilities which might arise as a result of changes in existing regulations, civil litigation or legislation cannot be estimated but could be material. In the current enforcement climate under existing legislation, management believes that there are no significant liabilities for environmental damage.

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21. Contingencies, financial and operating risks (cont.)

Operating environment of the Company

The economy of Serbia continues to display the characteristics of an emerging market. These characteristics include, but are not limited to, the existence of:

- currency controls;
- a low level of liquidity in the public and private debt and equity markets; and
- high inflation.

The prospects for future economic stability in Serbia are largely dependent upon the effectiveness of economic measures undertaken by the government, together with legal, regulatory, and political developments

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APPENDIX I – RECONCILIATION BETWEEN HYPERION AND FINANCIAL STATEMENTS

(all amounts are stated in 000' RSD unless otherwise stated)

A. INCOME STATEMENT 1/1-31/12/2008

a. Cost of Sales

HYPERION	2,419,697
add Depreciation cost of sales	200,835
Financial statements	2,620,532

b. Other Operating Income

HYPERION	82,688
add Collection of receivables provision made	1,773
add Reversal of provision from past years	11,783
add Profit from sales of intangible, tangible and investment property assets	28,982
Financial statements	125,226

Note: 11,783 is included in the amount of 35,107 RSD of Other Income in Note 5 in the Notes to the Financial Statements. In HYPERION reduced the cost of the relevant provision

c. Other Operating Expense

HYPERION	111,199
add Depreciation for Other Activities	69,667
add Collection of receivables provision made	1,773
add Reversal of provision from past years	6,291
Financial statements	188,930

Note: In Hyperion the amounts 5,212 and 1,079 reversals of Provisions for other provisions and provisions for Litigation are reducing the respective provision costs

d. Selling Expenses

HYPERION	26,057
add Depreciation cost selling expenses	893
Financial statements	26,950

e. Administration Expenses

HYPERION	227,682
add Depreciation cost administration expenses	15,056
Financial statements	242,738

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B. BALANCE SHEET 31/12/2008

(000 RSD)

a. Inventories

HYPERION	806,782
less (Prepayment for Inventory purchases)	(2,579)
Financial statements	804,203

b. Trade Receivables

HYPERION	202,112
add Receivables from other activities	2,951
add Receivables from Stari Silo	26
add Receivables from scrap sales	86
add Receivables under court procedure related to trade debtors	4,302
minus Provision for impairment of receivables	(18,614)
Financial statements	190,863

c. Sundry debtors, Other Prepayments and Short term loan receivables

HYPERION	168,243
add Prepayment for Inventory Purchases	2,579
add Court procedure for prepayments	2,095
add Court procedure for money lent to firms	1,129
minus Provision for impairment of prepayment for Inventory	(2,163)
minus Provision for impairment of receivables for funds lend to other firms	(1,517)
minus Provision for impairment of Fixed Asset Sales and rent	(8,837)
minus Receivables from other activities	(2,951)
minus Receivables from scrap sales	(86)
minus Receivables from Stari Silo	(26)
Financial statements	158,466

d. Analysis of Court procedure in HYPERION

Receivables under court procedure related to trade debtors	4,302
Receivables under court procedure for prepayment of inventory purchases	2,095
Receivables under court procedure for money lent to firms	1,129
Financial statements	7,526

e. Analysis of Provision for Bad Debts

Provision for impairment of receivables	18,614
Provision for impairment of Fixed Asset Sales and rent	8,837
Provision for impairment of prepayment for Inventory	2,163
Provision for impairment of receivables for funds lend to other firms	1,517
Financial statements	31,131

f. Analysis of Trade Payables*

HYPERION	241,649
minus liabilities to related parties	(11,005)
plus sundry creditors for other activities	170
Financial statements	230,814

Note: In financial statements is included in Note 20 Trade and other payables