# **OFFICE COPY**

**REA CEMENT LIMITED** 

REPORT AND FINANCIAL STATEMENTS 31 December 2009

# REPORT AND FINANCIAL STATEMENTS 31 December 2009

CONTENTS	PAGE
Board of Directors and other Officers	1
Report of the Board of Directors	7
Independent auditors' report	3 - 4
Income statement	5-7
Statement of comprehensive income	6
Statement of financial position	7
Statement of changes in equity	8
Statement of cash flows	9
Notes to the financial statements	10 - 17

# BOARD OF DIRECTORS AND OTHER OFFICERS

**Board of Directors:** 

Stelios Triantafylllides

Spyroulla Papaeracleous

Arta Antoniou

**Company Secretary:** 

A.T.S. Services Limited

2-4 Arch. Makarios Avenue III

CY-1065 Nicosia

Cyprus

Registered office:

2-4 Arch. Makarios III Avenue

Capital Center, 9th Floor

CY-1065 Nicosia

Cyprus

# REPORT OF THE BOARD OF DIRECTORS

The Board of Directors presents its report and audited financial statements of the Company for the year ended 31 December 2009.

#### **Principal activities**

The principal activities of the Company, which are unchanged from last year, are those of an investment holding company and the investing and trading in instruments including but not limited to any form of dividend and interest earning shares, bonds, deposits and loans

# Review of current position, future developments and significant risks

The Company's development to date, financial results and position as presented in the financial statements are considered satisfactory.

The Company's principal risks or uncertainties are shown in note 3.

#### **Results and Dividends**

The Company's results for the year are set out on page 5. As at 31 December 2009 the Company reported profit amounting to €20.227.946 compared to profit of €31.552.360 in 2008. The decrease in profit was mainly due to a decrease in dividends income from €31.251.051 in 2008 to €20.232.929 in 2009.

#### **Dividends**

On 1 March 2009 and 20 July 2009 the Board of Directors approved the payment of an interim dividend for the years 2008 and 2009 of € 19,900,000 (2008: € 65,400,000 for the years 2006, 2007 and 2008).

#### Share capital

During the year 2009 the Board of Directors decided to reduce the share premium of the Company by €1.000.000. The legal proceedings for the reduction are currently under way.

#### **Board of Directors**

The members of the Company's the Board of Directors as at 31 December 2009 and at the date of this report are presented on page 1. All of them were members of the Board throughout the year ended 31 December 2009.

In accordance with the Company's Articles of Association all directors presently members of the Board continue in office.

There were no significant changes in the assignment of responsibilities and remuneration of the Board of Directors.

#### Events after the reporting period

There were no material events after the reporting period, which have a bearing on the understanding of the financial statements.

#### **Independent Auditors**

The independent auditors, Ernst & Young Cyprus Limited, have expressed their willingness to continue in office and a resolution giving authority to the Board of Directors to fix their remuneration will be proposed at the Annual General Meeting.

By order of the Board of Directors,

Stelios Triantafylllides

Director

Nicosia/Cyprus, 8 April 2010



#### **Ernst & Young Cyprus Limited**

Nicosia Tower Centre 36 Byron Avenue, P.O. Box 21656 1511 Nicosia, Cyprus

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# **Independent Auditors' Report**

### To the Members of Rea Cement Limited

### **Report on the Financial Statements**

We have audited the financial statements of Rea Cement Limited on pages 5 to 17, which comprise the statement of financial position as at 31 December 2009 and the income statement, statement of comprehensive income, statement of chages in equity and statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory notes.

Board of Directors' Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards as adopted by the European Union (EU) and the requirements of the Cyprus Companies Law, Cap. 113. 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. 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 auditor's 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 in 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 the Board of Directors as well as evaluating the overall presentation of the financial statements.

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, the financial statements give a true and fair view of the financial position of Rea Cement Limited as of 31 December 2009 and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the EU and the requirements of the Cyprus Companies Law, Cap. 113.

# **Report on Other Legal Requirements**

Pursuant to the requirements of the Companies Law, Cap. 113, we report the following:

- We have obtained all the information and explanations we considered necessary for the purposes of our audit.
- In our opinion, proper books of account have been kept by the Company.
- The Company's financial statements are in agreement with the books of account.
- In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Companies Law, Cap. 113, in the manner so required.
- In our opinion, the information given in the report of the Board of Directors on page 2 is consistent with the financial statements.

#### **Other Matter**

This report, including the opinion, has been prepared for and only for the Company's members as a body in accordance with Section 156 of the Companies Law, Cap.113 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whose knowledge this report may come to.

Ernst & Young Cyprus Limited

**Certified Public Accountants & Registered Auditors** 

Nicosia, 8 April 2010

# INCOME STATEMENT Year ended 31 December 2009

	Note	2009 €	2008 €
Administration expenses Operating (loss) / profit	5	(16,317) (16,317)	35,938 35,938
Net finance costs Net profit from investing activities Profit before tax	6 7		(51) 31,560,891 31,596,778
Tax Net profit for the year	8	<u>(1,480)</u> <u>20,227,946</u>	(44,418) 31,552,360

# STATEMENT OF COMPREHENSIVE INCOME

Year ended 31 December 2009

		2009			2008	
	Before tax €	Tax €	After tax €	Before tax €	Tax €	After tax €
Net profit for the year	20.227.946	-	20,227,946	31.552.360	-	31,552,360
Other comprehensi ve income Total comprehensi		<del>_</del>				
ve income for the year	20,227,946		20,227,946	31,552,360		31,552,360

# STATEMENT OF FINANCIAL POSITION

# 31 December 2009

ASSETS	Note	2009 €	2008 €
Non-current assets Investments in subsidiaries	10	65,807,373 65,807,373	65,807,373 65,807,373
Current assets Trade and other receivables Refundable taxes Cash and cash equivalents	11 12	1,150 7,476 151,092 159,718	1,291 7,476 829,374 838,141
Total assets EQUITY AND LIABILITIES		<u>65,967,091</u>	66,645,514
Equity and reserves Share capital Share premium Retained earnings Total equity	13	67,555 65,433,500 459,650 65,960,705	67,555 66,433,500 131,704 66,632,759
<b>Current liabilities</b> Trade and other payables	14	6,386 6,386	12,755 12,755
Total equity and liabilities	:	65,967,091	66,645,514

On 8 April 2010 the Board of Directors of Rea Cement Limited authorised these financial statements for issue.

Stelios Triantafylllides Director

Spyroulla Papaeracleous Director

# STATEMENT OF CHANGES IN EQUITY

Year ended 31 December 2009

	Note	Share capital €	Share premium €	Retained earnings €	Total €
Balance - 1 January 2008		68,226	66,433,500	33,978,673	100,480,399
Total comprehensive income for the year Conversion of share capital from CYP to		-	-	31,552,360	31,552,360
EUR	13	(671)	-	671	-
Dividends for the years 2006,2007,2008	9		-	(65,400,000)	(65,400,000)
		(671)		(33,846,969)	(33,847,640)
At 31 December 2008/ 1 January 2009		67,555	66,433,500	131,704	66,632,759
Total comprehensive income for the year		-	_	20,227,946	20,227,946
Dividends for the years 2008,2009	9	-	-	(19,900,000)	(19,900,000)
Share premium reduction		_	(1,000,000)		(1,000,000)
			(1,000,000)	327,946	(672,054)
At 31 December 2009		67,555	65,433,500	459 <u>,65</u> 0	65,960,705

Companies which do not distribute 70% of their profits after tax, as defined by the relevant tax law, within two years after the end of the relevant tax year, will be deemed to have distributed as dividends 70% of these profits. Special contribution for defence at 15% will be payable on such deemed dividends to the extent that the shareholders (companies and individuals) are Cyprus tax residents. The amount of deemed distribution is reduced by any actual dividends paid out of the profits of the relevant year at any time. This special contribution for defence is payable by the Company for the account of the shareholders. For the Year 2006 there is no special defence contribution on deemed distribution.

# STATEMENT OF CASH FLOW

Year ended 31 December 2009

2009 Note € CASH FLOWS FROM OPERATING ACTIVITIES	2008 €
Profit before tax Adjustments for:	31,596,778
Dividend income       7       (20,232,929)         Interest income       7       (14,800)         Interest expense       6       -	
Cash flows (used in) / from operations before working capital	
changes (18,303)	36,127
Decrease / (increase) in trade and other receivables	(-//
Decrease in trade and other payables (6,369)  Cash flows used in operations (24,531)	
Tax and (2.1952)	• • • • • • • • • • • • • • • • • • • •
Net cash flows used in operating activities (26.011)	(68,070)
(20,011)	(84,383)
CASH FLOWS FROM INVESTING ACTIVITIES Interest received 14 800	
Diddenda was in d	309,651
	31,251,051
Net cash flows from investing activities 20,247,729	31,560,702
CASH FLOWS FROM FINANCING ACTIVITIES	
Proceeds from issue of share capital	(671)
Interest paid	(51)
Dividends paid (19,900,000) Share premium reduction (1,000,000)	(65,400,000)
Net cash flows used in financing activities (20,900,000)	(65,400,722)
Net decrease in cash and cash equivalents Cash and cash equivalents: (678,282)	(33,924,403)
At beginning of the year 12 <b>829.374</b>	34,753,777
At end of the year 12 151,092	829,374

### NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2009

#### 1. Incorporation and principal activities

#### Country of incorporation

The Company Rea Cement Limited was incorporated in Cyprus on 8 of March 2001 as a limited liability Company under the Cyprus Companies Law, Cap. 113. Its registered office is at 2-4 Arch. Makarios III Avenue, Capital Center, 9th Floor, CY-1065 Nicosia, Cyprus.

#### **Principal activities**

The principal activities of the Company, which are unchanged from last year, are those of an investment holding company and the investing and trading in instruments including but not limited to any form of dividend and interest earning shares, bonds, deposits and loans

#### 2. Accounting policies

The principal accounting policies adopted in the preparation of these financial statements are set out below. These policies have been consistently applied to all years presented in these financial statements unless otherwise stated.

#### **Basis of preparation**

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union (EU) and the requirements of the Cyprus Companies Law, Cap.113. The financial statements have been prepared under the historical cost convention.

The preparation of financial statements in conformity with IFRSs requires the use of certain critical accounting estimates and requires management to exercise its judgement in the process of applying the Company's accounting policies. It also requires the use of assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on management's best knowledge of current events and actions, actual results may ultimately differ from those estimates.

#### Adoption of new and revised IFRSs

The accounting policies adopted are consistent with those of the previous financial year except as follows:

The Company has adopted the following new and amended IFRS and IFRIC interpretations as of 1 January 2009:

IAS 1 Presentation of Financial Statements effective 1 January 2009

The revised standard seperates owner and non-owner changes in equity. The statement of changes in equity includes only details of transactions with owners, with non-owner changes in equity presented in a reconciliation of each component of equity. In addition, the standard introduces the statement of comprehensive income: it presents all items of recognised income and expense, either in one single statement, or in two linked statements. The Company has elected to present two statements.

#### Consolidated financial statements

These financial statements are separate parent financial statements of the Company. Consolidated financial statements, which would include the financial statements of the Company and its subsidiary undertakings have not been prepared because the Company is a wholly owned subsidiary itself and it does not need to prepare consolidated financial statements as these were prepared by its ultimate parent company Titan Cement S.A., a company incorporated in Greece. This exemption is permitted by International Accounting Standard IAS27 "Consolidated and Separate Financial Statements" and by the Cyprus Companies Law, Cap. 113. Consolidated financial statements can be obtained from Titan Cement S.A., 22A Halkidos Street, 11143 Athens, Greece.

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2009

### 2. Accounting policies (continued)

#### Subsidiary companies

Subsidiaries include all companies that are controlled by the company by the company. Control is presumed to exist when the parent owns, directly or indirectly through subsidiaries, more than one half of the voting power of an enterprise. Investments in subsidiaries are stated at cost less any impairment in value. The carrying values of investments in subsidiaries are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. Impairment losses are recognised in the income statement.

#### Revenue recognition

Revenues earned by the Company are recognised on the following bases:

#### Interest income

Interest income is recognised on a time-proportion basis using the effective interest method.

#### Dividend income

Dividend income is recognised when the right to receive payment is established.

#### Foreign currency translation

#### (1) <u>Functional and presentation currency</u>

Items included in the Company's financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Euro (€), which is the Company's functional and presentation currency.

#### (2) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement.

#### Tax

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax liabilities and assets are measured at the amount expected to be paid to or recovered from the taxation authorities, using the tax rates and laws that have been enacted, or substantively enacted, by the statement of financial position date.

Deferred tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Currently enacted tax rates are used in the determination of deferred tax.

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

### **Dividends**

Interim dividends are recognised in equity in the year in which they are paid. Dividend distribution to the Company's shareholders is recognised in the Company's financial statements in the year in which they are approved by the Company's shareholders.

### NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2009

### 2. Accounting policies (continued)

#### Cash and cash equivalents

Cash and short term deposits in the balance sheet comprise cash at banks and at hand and short term deposits with an original maturity of three months or less.

#### Share capital

Ordinary shares are classified as equity.

#### **Provisions**

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate of the amount can be made. Where the Company expects a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain.

#### Receivables from related company

Receivables from related company are stated at their transacted values as they are on demand. Management believes that their fair value is not materially different from their transacted values.

#### **Comparatives**

Where necessary, comparative figures have been adjusted to conform to changes in presentation in the current year.

### 3. Financial risk management

#### Financial risk factors

The Company is exposed to credit risk, liquidity risk, currency risk and capital risk management arising from the financial instruments it holds. The risk management policies employed by the Company to manage these risks are discussed below:

#### 3.1 Credit risk

Credit risk arises when a failure by counter parties to discharge their obligations could reduce the amount of future cash inflows from financial assets on hand at the balance sheet date. The Company has no significant exposure to credit risk as most of its receivables are with related parties.

#### 3.2 Liquidity risk

Liquidity risk is the risk that arises when the maturity of assets and liabilities does not match. An unmatched position potentially enhances profitability, but can also increase the risk of losses. The Company has procedures with the object of minimising such losses such as maintaining sufficient cash and other highly liquid current assets and by having available an adequate amount of committed credit facilities.

The following tables detail the Company's remaining contractual maturity for its financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The table includes both interest and principal cash flows.

31 December 2009	Carrying	3 months
	amounts	or less
	€	€
Trade and other payables	<u>6,386</u>	6,386
	6,386	6,386

# NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2009

#### 3. Financial risk management (continued)

31 December 2008	Carrying amounts	3 months or less
Trade and other payables	€ 12,755 12,755	€ 12,755 12,755

#### 3.3 Currency risk

Currency risk is the risk that the value of financial instruments will fluctuate due to changes in foreign exchange rates. Currency risk arises when future commercial transactions and recognised assets and liabilities are denominated in a currency that is not the Company's functional currency. At the year-end the Company had no significant balances in foreign currencies.

#### 3.4 Capital risk management

The Company manages its capital to ensure that it will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Company's overall strategy remains unchanged from last year.

#### Fair value estimation

The fair values of the Company's financial assets and liabilities approximate their carrying amounts at the statement of financial position date.

### 4. Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

#### Income taxes

Significant judgement is required in determining the provision for income taxes. There are transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

#### Impairment of non-financial assets

The Company periodically evaluates the recoverability of non-financial assets such as investments in subsidiaries, whenever indicators of impairment are present. Indicators of impairment include such items as declines in market values, revenues, earnings, cash flows or net asset value which may indicate that the carrying amount of an asset is not recoverable. If facts and circumstances indicate that non-financial assets may be impaired, the estimated future discounted cash flows associated with these assets would be compared to their carrying amounts to determine if a write-down to the income statement is necessary.

# NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2009

Tax calculated at the applicable tax rates

Tax effect of tax loss for the year

Defence contribution current year

Tax charge

Tax effect of allowances and income not subject to tax

### 5. Operating loss

	2009	2008
Auditors' remuneration - current year	€ 6,268	€ 6,557
Auditors' remuneration - prior years	0,200	(338)
Other expenses	10,049	(42,157)
Total expenses	16,317	(35,938)
rour expenses	10,317	(22,530)
6. Finance costs		
	2009	2008
	€	€
Interest expense	_	51
	-	51
7. Profit from investing activities		
	2009	2008
	€	€
Interest income	14,800	309,651
Exchange (loss)/profit	(1,986)	189
Dividend income	20,232,929	31,251,051
	20,245,743	31,560,891
8. Tax		
	2009	2008
	€	€
Corporation tax - current year	-	13,453
Defence contribution - current year	1,480	30,965
Charge for the year	1,480	44,418
The tax on the Company's profit before tax differs from the theoretical amount that tax rates as follows:	t would arise using	the applicable
	2009	2008
	€	2005
Profit before tax	20,229,426	31,596,778

The Company is subject to corporation tax on its taxable profits at the rate of 10%. As at 31 December 2009 the Company had tax losses carried forward of €16.315 (2008:€NIL) which can be carried forward and be utilized against future taxable profits with no time limitation.

2,022,943

1,830

1,480

1,480

(2,024,773)

3,159,678

30,965

44,418

(3,146,225)

Under certain conditions interest income may be subject to defence contribution at the rate of 10%. In such cases this interest will be exempt from corporation tax. In certain cases, dividends received from abroad may be subject to defence contribution at the rate of 15%.

# NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2009

#### 9. Dividends

	2009	2008
	€	€
Interim dividend paid	19,900,000	65,400,000
	<u> 19,900,000</u>	65,400,000

On 1 March 2009 and 20 July 2009 the Board of Directors approved the payment of an interim dividend for the years 2008 and 2009 of  $\in$  19,900,000 (2008:  $\in$  65,400,000 for the years 2006, 2007 and 2008).

#### 10. Investments in subsidiaries

				2009 €	2008 €
On 1 January At 31 December			<del>-</del>	65,807,373 65,807,373	65,807,373 65,807,373
The details of the subsidiaries	s are as follows:				
<u>Name</u>	Country of incorporation	Principal activities	Holding <u>%</u>	2009 €	2008 €
Zlatna Panega Cement AD	Bulgaria	Production of Cement	99.9	65,525,827	65,525,827
Granitoid AD	Bulgaria	Trading Company	91,26 <u> </u>	281,546 65,807,373	281,546 65,807,373
11. Trade and other receiv	ables .				
				2009	2008
Other receivables				€ 1,150	€ 1,291
				1.150	1.291

#### 12. Cash and cash equivalents

For the purposes of the cash flow statement, the cash and cash equivalents include the following:

	2009	2008
	€	€
Cash at bank and in hand	151,092	829,374
	151,092	<u>829,374</u>

Cash at bank represents current and fixed deposit accounts denominated in Euro and carry annual interest from 1,0% to 1,5% respectively.

# NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2009

#### 13. Share capital

Authorised	2009 Number of shares	2009 €	2008 Number of shares	2008 €
Ordinary shares of €1,71 each	40,000	68,400	40,000	68,400
Issued and fully paid On 1 January Conversion from CYP to EUR At 31 December	39,506	67,555	39,506	68,226 (671)
At 31 December	<u> 39,506</u>	<u>67,555</u>	<u>39,506</u>	67.555

During the year 2009 the Board of Directors decided to reduce the share premium of the Company by  $\leq$ 1.000.000. The legal proceedings for the reduction are currently under way.

#### 14. Trade and other payables

	2009	2008
Accruals Other creditors	€	€
	4,661	4,946
	1,725	7,809
	6,386	12,755

### 15. Related party transactions

The Company is controlled by Aemos Cement Limited, incorporated in Cyprus, which owns 100% of the Company's shares. The Company's ultimate controlling party is Titan Cement S.A., in Greece.

For the purposes of these financial statements parties are considered to be related if one party has the ability to control the other party or exersise significant influence over the party and making financial or operating decisions and as such include all companies which are ultimately controlled by a common management.

The following transactions were carried out with related parties:

#### 15.1 Investment income

Nama		2009	2008
Name	Nature of transactions	€	€
Subsidiary undertaking	Dividends	20,232,929	31,251,051
		<u>20,232,929</u>	31,251,051

### 16. Contingent liabilities

The Company had no contingent liabilities as at 31 December 2009.

#### 17. Commitments

The Company had no capital or other commitments as at 31 December 2009.

# NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2009

# 18. Events after the reporting period

There were no material events after the reporting period, which have a bearing on the understanding of the financial statements.

Independent Auditors' Report pages 3 and 4