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TITAN CEMENT CYPRUS LIMITED

REPORT AND FINANCIAL STATEMENTS
31 December 2011

TITAN CEMENT CYPRUS LIMITED

REPORT AND FINANCIAL STATEMENTS

31 December 2011

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TITAN CEMENT CYPRUS LIMITED

BOARD OF DIRECTORS AND OTHER OFFICERS

Board of Directors:

Arta Antoniou
Spyroulla Papaeracleous
Stelios Triantafyllides

Company Secretary:

A.T.S Services Limited
2-4 Arch. Makarios Avenue III
Capital Center, 9th Floor
CY-1065 Nicosia, Cyprus

Independent Auditors:

Ernst & Young Cyprus Limited
Certified Public Accountants & Registered Auditors
36 Byron Avenue
1511 Nicosia, Cyprus

Registered office:

2-4 Arch. Makarios III Avenue
Capital Center, 9th Floor
CY-1065 Nicosia
Cyprus

TITAN CEMENT CYPRUS LIMITED

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 2011.

Principal activities

The principal activities of the Company, which are unchanged from last year, are those of an investment holding company.

Review of current position, future developments and significant risks

As at 31 December 2011 the Company had a loss for the year of €12.902 compared to loss for the year 2010 of €11.655, which relates mainly to administration expenses. The Board of Directors of the Company does not expect any significant changes in the activities of the Company for the foreseeable future.

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

Results

The Company's results for the year are set out on page 5. The net loss for the year is carried forward.

Dividends

The Board of Directors does not recommend the payment of a dividend.

Share capital

There were no changes in the share capital of the Company during the year under review.

Board of Directors

The members of the Company's Board of Directors as at 31 December 2011 and at the date of this report are presented on page 1. All of them were members of the Board of Directors throughout the year ended 31 December 2011.

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 Triantafyllides
Director

Nicosia, 30 April 2012

Independent Auditor's Report

To the Members of Titan Cement Cyprus Ltd

Report on the Financial Statements

We have audited the accompanying financial statements of Titan Cement Cyprus Ltd (the "Company"), which comprise the statement of financial position as at 31 December 2011, and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Board of Directors' Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the preparation of financial statements that give a true and fair view in accordance with International Financial Reporting Standards as adopted by the European Union and the requirements of the Cyprus Companies Law, Cap. 113, and for such internal control as the Board of Directors determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's 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 of financial statements that give a true and fair view 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 Titan Cement Cyprus Ltd as at 31 December 2011, 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 European Union and the requirements of the Cyprus Companies Law, Cap. 113.

Report on Other Legal Requirements

Pursuant to the requirements of the Auditors and Statutory Audits of Annual and Consolidated Accounts Law of 2009, 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 Cyprus Companies Law, Cap. 113, in the manner so required.
- In our opinion, the information given in the report of the Board of Directors 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 34 of the Auditors and Statutory Audits of Annual and Consolidated Accounts Law of 2009 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.



Gabriel Onisiforou
Certified Public Accountant and Registered Auditor
for and on behalf of

Ernst & Young Cyprus Limited
Certified Public Accountants and Registered Auditors

Nicosia
30 April 2012

TITAN CEMENT CYPRUS LIMITED

STATEMENT OF COMPREHENSIVE INCOME

Year ended 31 December 2011

	Note	2011 €	2010 €
Net profit from investing activities	5	855	677
Administration and other expenses	6	<u>(13,662)</u>	<u>(12,258)</u>
Loss before tax		(12,807)	(11,581)
Tax	8	<u>(95)</u>	<u>(74)</u>
Net loss for the year		(12,902)	(11,655)
Other comprehensive income		<u>-</u>	<u>-</u>
Total comprehensive income for the year		<u>(12,902)</u>	<u>(11,655)</u>

The notes on pages 9 to 14 form an integral part of these financial statements.

TITAN CEMENT CYPRUS LIMITED

STATEMENT OF FINANCIAL POSITION

31 December 2011

	Note	2011 €	2010 €
ASSETS			
Current assets			
Trade and other receivables	9	1,183	1,150
Cash and cash equivalents	10	24,572	36,465
		25,755	37,615
Total assets		25,755	37,615
EQUITY AND LIABILITIES			
Equity			
Share capital	11	3,145	3,145
Share premium		82,465	82,465
Accumulated losses		(65,506)	(52,604)
Total equity		20,104	33,006
Current liabilities			
Trade and other payables	12	5,646	4,543
Current tax liabilities	13	5	66
		5,651	4,609
Total equity and liabilities		25,755	37,615

On 30 April 2012 the Board of Directors of Titan Cement Cyprus Limited authorised these financial statements for issue.


.....
Arta Antoniou
Director


.....
Spyroulla Papaeracleous
Director

The notes on pages 9 to 14 form an integral part of these financial statements.

TITAN CEMENT CYPRUS LIMITED

STATEMENT OF CHANGES IN EQUITY

Year ended 31 December 2011

Note	Share capital €	Share premium €	Accumulated losses €	Total €
Balance at 1 January 2010	3,145	82,465	(40,949)	44,661
Net loss for the year	-	-	(11,655)	(11,655)
Balance at 31 December 2010/ 1 January 2011	3,145	82,465	(52,604)	33,006
Net loss for the year	-	-	(12,902)	(12,902)
Balance at 31 December 2011	3,145	82,465	(65,506)	20,104

Share premium is not available for distribution.

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 20% for the tax years 2012 and 2013 and 17% for 2014 and thereafter (in 2011 the rate was 15% up to 31 August 2011 and 17% thereafter) will be payable on such deemed dividends distribution. Profits and to the extent that these are attributable to shareholders, who are not tax resident of Cyprus and own shares in the Company either direct and/or indirectly at the end of two years from the end of the tax year to which the profits relate are exempted. 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.

TITAN CEMENT CYPRUS LIMITED

STATEMENT OF CASH FLOWS

Year ended 31 December 2011

	2011	2010
Note	€	€
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss before tax	(12,807)	(11,581)
Adjustments for:		
Interest income	5 <u>(855)</u>	<u>(677)</u>
Cash flows used in operations before working capital changes	(13,662)	(12,258)
Increase in trade and other receivables	(33)	-
Increase / (decrease) in trade and other payables	<u>1,103</u>	<u>(633)</u>
Cash flows used in operations	(12,592)	(12,891)
Tax paid	<u>(156)</u>	<u>(8)</u>
Net cash flows used in operating activities	(12,748)	(12,899)
CASH FLOWS FROM INVESTING ACTIVITIES		
Interest received	<u>855</u>	<u>677</u>
Net cash flows from investing activities	855	677
Net decrease in cash and cash equivalents	(11,893)	(12,222)
Cash and cash equivalents:		
At beginning of the year	<u>36,465</u>	<u>48,687</u>
At end of the year	10 <u>24,572</u>	<u>36,465</u>

The notes on pages 9 to 14 form an integral part of these financial statements.

TITAN CEMENT CYPRUS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2011

1. Incorporation and principal activities

Country of incorporation

The Company Titan Cement Cyprus Limited was incorporated in Cyprus on 31 May 2006 as a private 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.

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 all the new and amended IFRS and IFRIC interpretations that are effective as of 1 January 2011. The adoption did not have a material effect on the accounting policies of the Company.

At the date of approval of these financial statements, standards and interpretations were issued by the International Accounting Standards Board which were not yet effective. Some of them were adopted by the European Union and others not yet. The Board of Directors expects that the adoption of these accounting standards in future periods will not have a material effect on the financial statements of the Company.

Revenue recognition

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

- **Interest income**

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount.

TITAN CEMENT CYPRUS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2011

2. Accounting policies (continued)

Foreign currency translation

(1) Functional and presentation currency

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 statement of comprehensive income.

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 reporting 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.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred taxes relate to the same fiscal authority.

Dividends

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.

Cash and cash equivalents

Cash and short term deposits in the statement of financial position comprise cash at banks and in 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.

TITAN CEMENT CYPRUS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2011

2. Accounting policies (continued)

Receivables from/payables to related parties

Receivables from/payables to related parties 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 are adjusted to conform to changes in presentation in the current year.

3. Financial risk management

Financial risk factors

The Company is exposed to liquidity 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 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 2011

	Carrying amounts	3 months or less
	€	€
Trade and other payables	<u>5,646</u>	<u>5,646</u>
	<u>5,646</u>	<u>5,646</u>

31 December 2010

	Carrying amounts	3 months or less
	€	€
Trade and other payables	<u>4,543</u>	<u>4,543</u>
	<u>4,543</u>	<u>4,543</u>

3.2 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 reporting 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.

TITAN CEMENT CYPRUS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2011

4. Critical accounting estimates and judgements (continued)

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.

In Management's opinion, the Company is in substantial compliance with the tax laws governing its operations. However the risk remains that the relevant authorities could take differing positions with regard to interpretative issues and the effect could be significant. The Company met the tax filing in Cyprus. To the best of Management's knowledge, no breaches of tax law have occurred. Thus, the Company has not recorded any provision for potential impact of any such breaches as at 31 December 2011.

5. Net profit from investing activities

	2011	2010
	€	€
Interest income	<u>855</u>	<u>677</u>
	<u>855</u>	<u>677</u>

6. Administration and other expenses

	2011	2010
	€	€
Sundry operating expenses	<u>13,662</u>	<u>12,258</u>
	<u>13,662</u>	<u>12,258</u>

7. Operating (loss)

	2011	2010
	€	€
Operating loss is stated after charging the following items:		
Directors' fees	-	-
Auditors' remuneration	<u>3,680</u>	<u>4,255</u>

8. Tax

8.1 Tax recognised in profit or loss

	2011	2010
	€	€
Defence contribution - current year	<u>95</u>	<u>74</u>
Charge for the year	<u>95</u>	<u>74</u>

TITAN CEMENT CYPRUS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2011

The tax on the Company's results before tax differs from the theoretical amount that would arise using the applicable tax rates as follows:

	2011	2010
	€	€
Loss before tax	<u>(12,807)</u>	<u>(11,581)</u>
Tax calculated at the applicable tax rates	(1,281)	(1,158)
Tax effect of allowances and income not subject to tax	(86)	(68)
Tax effect of tax loss for the year	1,367	1,226
Defence contribution current year	<u>95</u>	<u>74</u>
Tax charge	<u>95</u>	<u>74</u>

8.2 Tax recognised in other comprehensive income

	2011	2010
	€	€
Total income tax recognised in other comprehensive income	<u>-</u>	<u>-</u>

The corporation tax rate is 10%.

Under certain conditions interest income may be subject to defence contribution at the rate of 15% (10% up to 30 August 2011). 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 20% for the tax years 2012 and 2013 and 17% for 2014 and thereafter (in 2011 the rate was 15% up to 30 August 2011 and 17% thereafter).

As at 31 December 2011, the balance of tax losses which is available for offset against future taxable profits amounts to €51,565 (2010: €37,902) with no time limitation.

9. Trade and other receivables

	2011	2010
	€	€
Accrued income	33	-
Other receivables	<u>1,150</u>	<u>1,150</u>
	<u>1,183</u>	<u>1,150</u>

10. Cash and cash equivalents

	2011	2010
	€	€

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

	2011	2010
	€	€
Cash at bank and in hand	<u>24,572</u>	<u>36,465</u>
	<u>24,572</u>	<u>36,465</u>

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

TITAN CEMENT CYPRUS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2011

11. Share capital

	2011 Number of shares	2011 €	2010 Number of shares	2010 €
Authorised				
Ordinary shares of €1,71 each	<u>2,000</u>	<u>3,420</u>	2,000	3,420
Issued and fully paid				
Balance at 1 January	<u>1,839</u>	<u>3,145</u>	1,839	3,145
Balance at 31 December	<u>1,839</u>	<u>3,145</u>	1,839	3,145

12. Trade and other payables

	2011 €	2010 €
Accruals	3,047	2,645
Other creditors	<u>2,599</u>	<u>1,898</u>
	<u>5,646</u>	<u>4,543</u>

13. Current tax liabilities

	2011 €	2010 €
Special contribution for defence	<u>5</u>	<u>66</u>
	<u>5</u>	<u>66</u>

14. Parent company

The Company is a subsidiary of Aemos Cement Limited, incorporated in Cyprus. The Company's ultimate controlling party is Titan Cement S.A.

15. Contingent liabilities

The Company had no contingent liabilities as at 31 December 2011/2010.

16. Commitments

The Company had no capital or other commitments as at 31 December 2011/2010.

17. 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 Auditor's report on pages 3 and 4