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FERONIA HOLDINGS LIMITED

REPORT AND FINANCIAL STATEMENTS
31 December 2011

FERONIA HOLDINGS LIMITED

REPORT AND FINANCIAL STATEMENTS 31 December 2011

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FERONIA HOLDINGS LIMITED

BOARD OF DIRECTORS AND OTHER OFFICERS

Board of Directors:

Arta Antoniou
Spyroulla Papaeracleous
Spyridon Hadjinicolaou

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 Avenue III
Capital Center, 9th Floor
CY-1065 Nicosia
Cyprus

FERONIA HOLDINGS 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

The net loss for the Company for year ended 31 December 2011 was €15,500 (2010: €16,182). On 31 December 2011 the total assets of the Company were €28,803 (2010: €43,769) and the net assets were the Company were €22,501 (2010: €38,001).

The Company's principal risk 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 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,



Arta Antoniou
Director

Nicosia, Cyprus, 30 April 2012

Independent Auditor's Report

To the Members of Feronia Holdings Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Feronia Holdings Limited (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 Feronia Holdings Limited 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

FERONIA HOLDINGS LIMITED

STATEMENT OF COMPREHENSIVE INCOME

Year ended 31 December 2011

	Note	2011 €	2010 €
Net profit from investing activities	5	679	784
Administration expenses		<u>(16,099)</u>	<u>(16,888)</u>
Loss before tax		(15,420)	(16,104)
Tax	7	<u>(80)</u>	<u>(78)</u>
Net loss for the year		(15,500)	(16,182)
Other comprehensive income		<u>-</u>	<u>-</u>
Total comprehensive income for the year		<u>(15,500)</u>	<u>(16,182)</u>

The notes on pages 9 to 15 form an integral part of these financial statements.


FERONIA HOLDINGS LIMITED

STATEMENT OF FINANCIAL POSITION

31 December 2011

	Note	2011 €	2010 €
ASSETS			
Non-current assets			
Investments in subsidiaries	8	<u>10,000</u>	10,000
		<u>10,000</u>	10,000
Current assets			
Trade and other receivables	9	1,174	1,150
Cash and cash equivalents	10	<u>17,629</u>	32,619
		<u>18,803</u>	33,769
Total assets		<u><u>28,803</u></u>	<u>43,769</u>
EQUITY AND LIABILITIES			
Equity			
Share capital	11	6,517	6,517
Share premium		250,383	250,383
Accumulated losses		<u>(234,399)</u>	(218,899)
Total equity		<u>22,501</u>	38,001
Current liabilities			
Trade and other payables	12	6,281	5,751
Current tax liabilities		<u>21</u>	17
		<u>6,302</u>	5,768
Total equity and liabilities		<u><u>28,803</u></u>	<u>43,769</u>

On 30 April 2012 the Board of Directors of Feronia Holdings Limited authorised these financial statements for issue.


.....
Arta Antoniou
Director


.....
Spyroula Papaeracleous
Director

The notes on pages 9 to 15 form an integral part of these financial statements.

FERONIA HOLDINGS LIMITED

STATEMENT OF CHANGES IN EQUITY

Year ended 31 December 2011

Note	Share capital €	Share premium €	Accumulated losses €	Total €
Balance at 1 January 2010	<u>6,517</u>	<u>250,383</u>	<u>(202,717)</u>	<u>54,183</u>
Net loss for the year	-	-	(16,182)	(16,182)
Balance at 31 December 2010/ 1 January 2011	<u>6,517</u>	<u>250,383</u>	<u>(218,899)</u>	<u>38,001</u>
Net loss for the year	-	-	(15,500)	(15,500)
Balance at 31 December 2011	<u>6,517</u>	<u>250,383</u>	<u>(234,399)</u>	<u>22,501</u>

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.

The notes on pages 9 to 15 form an integral part of these financial statements.

FERONIA HOLDINGS LIMITED

STATEMENT OF CASH FLOWS

Year ended 31 December 2011

	Note	2011 €	2010 €
CASH FLOWS FROM OPERATING ACTIVITIES			
Loss before tax		(15,420)	(16,104)
Adjustments for:			
Interest income	5	<u>(679)</u>	(784)
Cash flows used in operations before working capital changes		(16,099)	(16,888)
Increase in trade and other receivables		(24)	-
Increase / (decrease) in trade and other payables		<u>530</u>	(633)
Cash flows used in operations		(15,593)	(17,521)
Tax paid		<u>(76)</u>	(78)
Net cash flows used in operating activities		(15,669)	(17,599)
CASH FLOWS FROM INVESTING ACTIVITIES			
Interest received		<u>679</u>	784
Net cash flows from investing activities		679	784
CASH FLOWS FROM FINANCING ACTIVITIES			
		<u>-</u>	-
Net decrease in cash and cash equivalents		(14,990)	(16,815)
Cash and cash equivalents:			
At beginning of the year		<u>32,619</u>	49,434
At end of the year	10	<u>17,629</u>	<u>32,619</u>

The notes on pages 9 to 15 form an integral part of these financial statements.

FERONIA HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2011

1. Incorporation and principal activities

Country of incorporation

The Company Feronia Holdings Limited (the "Company") was incorporated in Cyprus on 17 February 2006 as a private limited liability Company under the Cyprus Companies Law, Cap. 113. Its registered office is at 2-4 Arch. Makarios Avenue III, 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.

Consolidated financial statements

These financial statements are the separate parent financial statements of the Company. Consolidated financial statements, which would include the financial statements of the Company and its subsidiary undertaking have not been prepared because the Company is a wholly owned subsidiary itself and it does not need to prepare consolidated financial statements as IFRS consolidated financial statements are 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.

FERONIA HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2011

2. Accounting policies (continued)

Subsidiary companies

Subsidiaries include all companies that are controlled 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 statement of comprehensive income.

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.

- **Dividend income**

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

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 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.

FERONIA HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2011

2. Accounting policies (continued)

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

For the purpose of the statement of cash flows, cash and cash equivalents comprise cash at bank and in hand.

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.

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 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 of credit risk as most of its receivable 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 2011

	Carrying amounts	3 months or less
	€	€
Trade and other payables	<u>6,281</u>	<u>6,281</u>
	<u>6,281</u>	<u>6,281</u>

FERONIA HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2011

3. Financial risk management (continued)

3.2 Liquidity risk (continued)

31 December 2010	Carrying amounts	3 months or less
	€	€
Trade and other payables	<u>5,751</u>	<u>5,751</u>
	<u>5,751</u>	<u>5,751</u>

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 measurement currency. The Company is not exposed to foreign exchange risk arising from various currency exposures.

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.

FERONIA HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2011

5. Net profit from investing activities

	2011	2010
	€	€
Interest income	<u>679</u>	<u>784</u>
	<u>679</u>	<u>784</u>

6. Operating (loss)

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

7. Tax

	2011	2010
	€	€
Defence contribution - current year	<u>80</u>	<u>78</u>
Charge for the year	<u>80</u>	<u>78</u>

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>(15,420)</u>	<u>(16,104)</u>
Tax calculated at the applicable tax rates	<u>(1,542)</u>	<u>(1,610)</u>
Tax effect of allowances and income not subject to tax	<u>(146)</u>	<u>(78)</u>
Tax effect of tax loss for the year	<u>1,688</u>	<u>1,688</u>
Defence contribution current year	<u>80</u>	<u>78</u>
Tax charge	<u>80</u>	<u>78</u>

The corporation tax rate is 10%. As at 31 December 2011 the Company has no tax liability for income tax due to tax losses suffered in the amount of €216.574 (2010:€200.475) which can be carried forward and be utilized against future taxable profits with no time limitation. No deferred tax asset was recognised in the statement of financial position on these losses.

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).

FERONIA HOLDINGS 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 each	<u>7,000</u>	<u>7,000</u>	<u>7,000</u>	<u>7,000</u>
Issued and fully paid				
Balance at 1 January	<u>6,517</u>	<u>6,517</u>	<u>6,517</u>	<u>6,517</u>
Balance at 31 December	<u>6,517</u>	<u>6,517</u>	<u>6,517</u>	<u>6,517</u>

12. Trade and other payables

	2011 €	2010 €
Accruals	3,049	2,646
Other creditors	<u>3,232</u>	<u>3,105</u>
	<u>6,281</u>	<u>5,751</u>

13. Contingent liabilities

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

14. Commitments

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

15. 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