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**TERRET ENTERPRISES LIMITED**

REPORT AND FINANCIAL STATEMENTS

31 December 2011

# TERRET ENTERPRISES LIMITED

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## REPORT AND FINANCIAL STATEMENTS 31 December 2011

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# TERRET ENTERPRISES LIMITED

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## BOARD OF DIRECTORS AND OTHER OFFICERS

**Board of Directors:**

Arta Antoniou  
Maroulla Georghiou  
Nina Iosif  
Soulla Ktoridou  
Spyroulla Papaeracleous  
Eftychia Spyrou  
Spyridon Hadjinicolaou

**Company Secretary:**

A.T.S Services Limited  
Arch. Makariou III, 2-4  
Capital Center, 9th floor  
P.C 1065, Nicosia, Cyprus

**Independent Auditors:**

Ernst & Young Cyprus Limited

**Registered office:**

Arch. Makariou III, 2-4  
Capital Center, 9th floor  
P.C. 1065, Nicosia, Cyprus

# TERRET ENTERPRISES LIMITED

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## 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 are those of an investment holding company and the investing and trading in shares 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 had a profit of €485.547 for the year 2011 compared to a loss of €247.350 for the year 2010. The Board of Directors of the Company does not expect any significant changes in the activities of the Company for the foreseeable future.

The risks and uncertainties are stated in note 3 of the financial statements.

### **Results and Dividends**

The Company's results for the year are set out on page 5. The Board of Directors does not recommend the payment of a dividend and the net profit for the year is retained.

### **Share capital**

During the year 2010 the Company issued additional 7.500 Class A shares at a nominal value of €1 per share at a premium of €631 per share.

On 21 December 2010 the Company issued additional 95.103 Class A shares at a nominal value of €1 per share at a premium of €315,49895 per share.

### **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 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,



Arta Antoniou  
Director

Nicosia, 30 April 2012

## Independent Auditor's Report

### To the Members of Terret Enterprises Limited

#### Report on the Financial Statements

We have audited the accompanying financial statements of Terret Enterprises 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 Terret Enterprises 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.

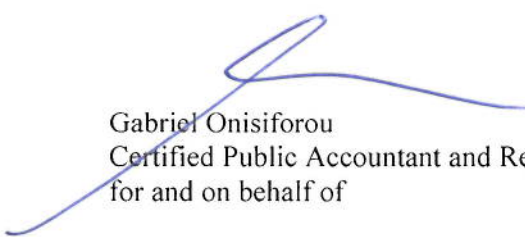
### **Report on Other Legal Requirements**

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

# TERRET ENTERPRISES LIMITED

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## STATEMENT OF COMPREHENSIVE INCOME

Year ended 31 December 2011

	Note	2011 €	2010 €
Net profit from investing activities	5	<b>946,671</b>	43,056
Administration expenses	6	<b>(428,342)</b>	(287,812)
<b>Operating profit / (loss)</b>		<b>518,329</b>	(244,756)
Finance costs	7	<b>(1,978)</b>	(2,496)
<b>Profit/ (loss) before tax</b>		<b>516,351</b>	(247,252)
Tax	8	<b>(30,804)</b>	(98)
<b>Net profit / (loss) for the year</b>		<b>485,547</b>	(247,350)
<b>Other comprehensive income</b>		-	-
<b>Total comprehensive income for the year</b>		<b>485,547</b>	(247,350)

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The notes on pages 9 to 17 form an integral part of these financial statements.


# TERRET ENTERPRISES LIMITED

## STATEMENT OF FINANCIAL POSITION

31 December 2011

	Note	2011 €	2010 €
<b>ASSETS</b>			
<b>Non-current assets</b>			
Investments in subsidiaries	9	<u>4,747,811</u>	<u>4,747,811</u>
		<b>4,747,811</b>	<b>4,747,811</b>
<b>Current assets</b>			
Trade and other receivables	10	5,424	5,797
Loans receivable	14.2	<b>30,300,633</b>	29,742,068
Cash and cash equivalents	11	<u>47,019</u>	<u>116,833</u>
		<b>30,353,076</b>	<b>29,864,698</b>
<b>Total assets</b>		<u><b>35,100,887</b></u>	<u>34,612,509</u>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Share capital	12	112,603	112,603
Share premium		<b>34,737,397</b>	34,737,397
Retained earnings / accumulated (losses)		<u>238,197</u>	<u>(247,350)</u>
<b>Total equity</b>		<u><b>35,088,197</b></u>	<u>34,602,650</u>
<b>Current liabilities</b>			
Trade and other payables	13	11,680	9,859
Current tax liabilities		<u>1,010</u>	<u>-</u>
		<b>12,690</b>	<b>9,859</b>
<b>Total equity and liabilities</b>		<u><b>35,100,887</b></u>	<u>34,612,509</u>

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

  
.....  
Arta Antoniou  
Director

  
.....  
Maroulla Georghiou  
Director

The notes on pages 9 to 17 form an integral part of these financial statements.



# TERRET ENTERPRISES LIMITED

## STATEMENT OF CHANGES IN EQUITY

Year ended 31 December 2011

Note	Share capital Class A €	Share premium Class A €	Share capital Class B €	Accumulated losses €	Total €
<b>Balance - 1 January 2010</b>	<b>7,500</b>	-	<b>2,500</b>	-	<b>10,000</b>
Total comprehensive income for the year	-	-	-	(247,350)	(247,350)
Issue of share capital	12 102,603	-	-	-	102,603
Share premium	12 -	34,737,397	-	-	34,737,397
<b>Balance at 31 December 2010</b>	<b>110,103</b>	<b>34,737,397</b>	<b>2,500</b>	<b>(247,350)</b>	<b>34,602,650</b>
<b>Balance at 31 December 2010/ 1 January 2011</b>	<b>110,103</b>	<b>34,737,397</b>	<b>2,500</b>	<b>(247,350)</b>	<b>34,602,650</b>
Total comprehensive income for the year	-	-	-	485,547	485,547
<b>Balance at 31 December 2011</b>	<b>110,103</b>	<b>34,737,397</b>	<b>2,500</b>	<b>238,197</b>	<b>35,088,197</b>

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 17 form an integral part of these financial statements.

# TERRET ENTERPRISES LIMITED

## STATEMENT OF CASH FLOWS

Year ended 31 December 2011

	Note	2011 €	2010 €
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
<b>Profit/ (loss) before tax</b>		<b>516,351</b>	(247,252)
Adjustments for:			
Interest income	5	(946,671)	(43,056)
Interest expense	7	-	1,369
		<b>(430,320)</b>	(288,939)
<b>Cash flows used in operations before working capital changes</b>		<b>(430,320)</b>	(288,939)
Decrease in trade and other receivables		373	4,203
Increase in trade and other payables		1,821	9,859
<b>Cash flows used in operations</b>		<b>(428,126)</b>	(274,877)
Tax paid		(29,793)	(98)
<b>Net cash flows used in operating activities</b>		<b>(457,919)</b>	(274,975)
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Payment for purchase of investments in subsidiaries	9	-	(4,747,811)
Loans granted		-	(30,100,000)
Loans repayments received		-	400,000
Loan interest repayment		384,498	-
Interest received		3,607	988
<b>Net cash flows from / (used in) investing activities</b>		<b>388,105</b>	(34,446,823)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Proceeds from issue of share capital		-	102,603
Payment for purchase of treasury shares		-	34,737,397
Interest paid		-	(1,369)
<b>Net cash flows from financing activities</b>		<b>-</b>	34,838,631
<b>Net (decrease) / increase in cash and cash equivalents</b>		<b>(69,814)</b>	116,833
Cash and cash equivalents:			
At beginning of the year		116,833	-
<b>At end of the year</b>	11	<b>47,019</b>	116,833

The notes on pages 9 to 17 form an integral part of these financial statements.

# TERRET ENTERPRISES LIMITED

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## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2011

### 1. Incorporation and principal activities

#### Country of incorporation

The Company Terret Enterprises Limited was incorporated in Cyprus on 20 April 2007 as a limited liability Company under the Cyprus Companies Law, Cap. 113. but remained dormant until the beginning of 2010. Its registered office is at Arch. Makariou III, 2-4, Capital Center, 9th floor, P.C. 1065, Nicosia, Cyprus.

#### Principal activities

The principal activities of the Company are those of an investment holding company and the investing and trading in shares 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 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.

# TERRET ENTERPRISES LIMITED

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## 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 income statement. An impairment loss recognised in prior periods is reversed when there has been a change in the estimates used to determine the asset's recoverable amount. The reversal of an impairment loss is recognised in profit or loss.

#### 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.

#### Finance costs

Interest expense and other costs on borrowings to finance construction or production of qualifying assets are capitalised, during the period of time that is required to complete and prepare the asset for its intended use. All other borrowing costs are expensed.

#### 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.

# TERRET ENTERPRISES LIMITED

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## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2011

### 2. Accounting policies (continued)

#### Tax (continued)

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 on investment in subsidiary does not arise, as the profit on sale of securities is not taxable.

#### 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.

#### 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.

#### 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 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 reporting date. The Company has no significant exposure of 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.

# TERRET ENTERPRISES LIMITED

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## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2011

### 3. Financial risk management (continued)

#### 3.2 Liquidity risk (continued)

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.

<b>31 December 2011</b>	Carrying amounts	3 months or less
	€	€
Trade and other payables	<u>11,680</u>	<u>11,680</u>
	<u>11,680</u>	<u>11,680</u>

31 December 2010	Carrying amounts	3 months or less
	€	€
Trade and other payables	<u>9,859</u>	<u>9,859</u>
	<u>9,859</u>	<u>9,859</u>

#### 3.3 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.

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.

# TERRET ENTERPRISES LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2011

### 4. Critical accounting estimates and judgements (continued)

#### • Impairment of non-financial assets

The Company periodically evaluates the recoverability of investments in subsidiaries whenever indicators of impairment are present. Indicators of impairment include such items as declines in revenues, earnings or cash flows or material adverse changes in the economic or political stability of a particular country, which may indicate that the carrying amount of an asset is not recoverable. If facts and circumstances indicate that investment in subsidiaries may be impaired, the estimated future undiscounted cash flows associated with these subsidiaries/associates would be compared to their carrying amounts to determine if a write-down to fair value is necessary. The Company evaluates the financial position of the subsidiaries each year in order to identify whether it is expected to be in profitable position and therefore reverse the impairment.

### 5. Profit from investing activities

	2011	2010
	€	€
Bank interest	3,608	988
Loan interest income (Note 14.2)	943,063	42,068
	<u>946,671</u>	<u>43,056</u>

### 6. Administration expenses

	2011	2010
	€	€
Directors' fees	-	-
Staff salaries	271,200	74,800
Bonus	67,000	-
Sundry expenses	1,576	3,389
Stationery and printing	26	-
Auditors' remuneration	4,000	5,290
Accounting fees	12,538	10,810
Legal fees	22,450	8,750
Irrecoverable VAT	10,552	-
Management fees / Consultancy fees	39,000	169,000
Notary fees	-	11,773
Formation expenses	-	4,000
	<u>428,342</u>	<u>287,812</u>

### 7. Finance costs

	2011	2010
	€	€
Loan interest expense (Note 13)	-	1,369
Other finance expenses	1,978	1,127
	<u>1,978</u>	<u>2,496</u>

# TERRET ENTERPRISES LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2011

### 8. Tax

	2011	2010
	€	€
Corporation tax	30,399	-
Defence contribution - current	405	98
Charge for the year	<u>30,804</u>	<u>98</u>

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

	2011	2010
	€	€
Profit/ (loss) before tax	<u>516,351</u>	<u>(247,252)</u>
Tax calculated at the applicable tax rates	51,635	(24,725)
Tax effect of expenses not deductible for tax purposes	2,591	1,577
Tax effect of allowances and income not subject to tax	(360)	(519)
Tax effect of tax losses brought forward	(23,467)	-
Tax effect of tax loss for the	-	23,667
Defence contribution current	405	98
Tax charge	<u>30,804</u>	<u>98</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 €232.467 (2010:€236,674) which can be carried forward and be utilized against future taxable profits with no time limitation. No deferred tax asset has been recognised in the financial statements in respect of the tax losses carried forward.

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%.

### 9. Investments in subsidiaries

	2011	2010
	€	€
On 1 January	4,747,811	-
Additions	-	4,747,811
<b>Balance at 31 December 2011</b>	<u>4,747,811</u>	<u>4,747,811</u>

The details of the subsidiaries are as follows:

Name	Country of incorporation	Principal activities	2011	2010	2011	2010
			Holding %	Holding %	€	€
Sharr Beeteiligungs GmbH	Kosovo	Cement production	100	100	<u>4,747,811</u>	4,747,811
					<u>4,747,811</u>	<u>4,747,811</u>

During the year 2010, the Company acquired 100% of the share capital of Sharr Beeteiligungs GmbH.

In the opinion of the directors and management, the carrying amount of the investment in subsidiary is lower than its recoverable amount.



# TERRET ENTERPRISES LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2011

### 10. Trade and other receivables

	2011	2010
	€	€
Shareholders' current accounts - debit balances (Note 14)	2,347	2,347
Deposits and prepayments	3,000	3,450
Interest receivable	77	-
	<u>5,424</u>	<u>5,797</u>

### 11. Cash at bank and in hand

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

	2011	2010
	€	€
Cash at bank and in hand	<u>47,019</u>	<u>116,833</u>
	<u>47,019</u>	<u>116,833</u>

### 12. Share capital

	2011	2011	2010	2010
	Number of shares	€	Number of shares	€
<b>Authorised</b>				
Issue of shares	<u>112,603</u>	<u>112,603</u>	<u>112,603</u>	<u>112,603</u>
<b>Issued and fully paid</b>				
On 1 January 2011	112,603	112,603	10,000	10,000
Class A shares	-	-	102,603	102,603
<b>Balance at 31 December 2011</b>	<u>112,603</u>	<u>112,603</u>	<u>112,603</u>	<u>112,603</u>
Class "A"	110.103	110.103	110.103	110.103
Class "B"	<u>2.500</u>	<u>2.500</u>	<u>2.500</u>	<u>2.500</u>

During the year 2010 the Company issued additional 7.500 Class A shares at a nominal value of €1 per share at a premium of €631.

On 21 December 2010 the Company issued additional 95.103 Class A shares at a nominal value of €1 per share at a premium of €315,49895.

### 13. Trade and other payables

	2011	2010
	€	€
Shareholders' current accounts - credit balances (Note 14)	159	159
Accruals	6,467	3,565
Other creditors	5,054	6,135
	<u>11,680</u>	<u>9,859</u>

# TERRET ENTERPRISES LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2011

### 14. Related party transactions

The Company is controlled by Aemos Cement Limited., incorporated in Cyprus, which owns 58.89% of the Company's shares, and Devoli Group, incorporated in Skopje, which owns 41.11% of the Company's shares.

The following transactions were carried out with related parties:

#### 14.1 Loans to related undertakings

Name	2011 €	2010 €
Aemos Cement Limited	-	200,000
Loan repayment	-	(201,369)
Interest charge (Note 7)	-	1,369
	<u>-</u>	<u>-</u>

(1) During the year 2010 the Company received a loan facility of €200.000 from Aemos Cement Limited. The loan was unsecured, and bearded an interest rate of one month Euribor plus 1,3 % per annum (total interest €1.369). The loan was repaid on 9 September 2010.

#### 14.2 Loans to related undertakings

	2011 €	2010 €
Loan given	29,742,068	30,100,000
Loan repayment	-	(400,000)
Interest charge (Note 5)	943,063	42,068
Interest payment	(384,498)	-
	<u>30,300,633</u>	<u>29,742,068</u>

(1) During the year 2010 the Company granted a loan facility of €30.100.000 to Sharr Beiteiligungs GmbH. The loan is unsecured, bears an interest of one month Euribor plus 1,3% per annum (total interest €943.063 out of which €384.498 were repaid. / 2010: total interest €42.068) and had to be repaid by 7 December 2011. On 8 December 2010, €400.000 of the loan principal amount was repaid.

#### 14.3 Shareholders' current accounts - debit balances (Note 10)

	2011 €	2010 €
Devolli Group LLC	2,347	2,347
	<u>2,347</u>	<u>2,347</u>

The shareholders' current accounts are interest free, and have no specified repayment date.

#### 14.4 Shareholders' current accounts - credit balances (Note 13)

	2011 €	2010 €
Aemos Cement Limited	159	159
	<u>159</u>	<u>159</u>

The shareholders' current accounts are interest free, and have no specified repayment date.

### 15. Contingent liabilities

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

# **TERRET ENTERPRISES LIMITED**

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## **NOTES TO THE FINANCIAL STATEMENTS**

Year ended 31 December 2011

### **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**