REPORT AND FINANCIAL STATEMENTS 31 December 2013

# REPORT AND FINANCIAL STATEMENTS 31 December 2013

CONTENTS	PAGE
Board of Directors and other Officers	1
Report of the Board of Directors	2
Independent auditor's report	3 - 4
Statement of comprehensive income	5
Statement of financial position	6
Statement of changes in equity	7
Cash flow statement	8
Notes to the financial statements	9 - 17

# BOARD OF DIRECTORS AND OTHER OFFICERS

Board of Directors:

Chris Ruark

Gareth Essex-Cater Khaled Abdel Gelil Badawy

Artemisia Antoniou

Spyroulla Ioannou Papaeracleous

**Independent Auditors:** 

Ernst & Young Cyprus Limited

Certified Public Accountants & Registered Auditors

36 Byron Avenue 1511 Nicosia, Cyprus

Registered office:

22 Grenville Street, St. Helier, Jersey, Channel Islands,

JE4 8PX

# 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 2013.

**Principal activities** 

The principal activity of the Company is the holding of investments.

Review of current position, future developments and significant risks

The net profit for the Company for the year ended 31 December 2013 was €14,345,623not re (2012: €91,803,039not re). On 31 December 2013 the total assets of the Company were €383,104,255not re (2012: €368,744,868not re) and the net assets of the Company were €383,083,993not re (2012: net assets €368,738,370not re). The financial position, development and performance of the Company as presented in these financial statements are considered satisfactory.

The main risks and uncertainties faced by the Company and the steps taken to manage these risks, are described in note 3 of the financial statements.

#### Results

The Company's results for the year are set out on page 5.

#### Dividends

The Board of Directors does not recommend the payment of dividends (2012: €91,826,423).

#### 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 2013 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 2013.

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,

Artemisia Antoniou

Director

Nicosia, 9 May 2014



Ernst & Young Cyprus Limited Nicosia Tower Centre 36 Byron Avenue, P.O. Box 21656 1511 Nicosia, Cyprus Tel: +357 2220 9999 Fax: +357 2220 9996 www.ey.com

# **Independent Auditor's Report**

# To the Members of Alexandria Development Limited

## Report on the Financial Statements

We have audited the accompanying financial statements of Alexandria Development Limited (the "Company"), which comprise the statement of financial position as at 31 December 2013, 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, 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 about 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 Alexandria Development Limited as at 31 December 2013, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards.

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

Ernst & Young Cyprus Limited
Certified Public Accountants and Registered Auditors

Nicosia 9 May 2014

# STATEMENT OF COMPREHENSIVE INCOME Year ended 31 December 2013

	Note	2013 €	2012 €
Profit from investing activities Administration expenses	5	15,386,706 (47,868)	91,845,859 (33,823)
Operating profit	6	15,338,838	91,812,036
Finance costs	7 .	(993,215)	(8,997)
Net profit for the year		14,345,623	91,803,039
Other comprehensive income		<u></u>	<u> </u>
Total comprehensive income for the year	=	14,345,623	91,803,039

# STATEMENT OF FINANCIAL POSITION 31 December 2013

ASSETS	Note	2013 €	2012 €
Non-current assets Investments in subsidiaries Loans receivable	8 9	368,455,306 14,087,888 382,543,194	368,455,306 - 368,455,306
Current assets Trade and other receivables Loans receivable Cash and cash equivalents	10 9 11	420 33,654 526,987 561,061	289,562 289,562
Total assets  EQUITY AND LIABILITIES		383,104,255	368,744,868
Equity Share capital Retained earnings Total equity	12	367,169,784 15,914,209 383,083,993	367,169,784 1,568,586 368,738,370
Current liabilities Trade and other payables	13	20,262 20,262	6,498 6,498
Total equity and liabilities		383,104,255	368,744,868

On 9 May 2014 the Board of Directors of Alexandria Development Limited authorised these financial statements for issue.

Artemisia Antoniou

Director

Spyroulla Papaeracleous

Director

# STATEMENT OF CHANGES IN EQUITY Year ended 31 December 2013

	Share capital €	Retained earnings €	
Balance at 1 January 2012 Net profit for the year	<u>367,169,784</u> -	<b>1,591,970</b> 91,803,039	<b>368,761,754</b> 91,803,039
Transactions with owners Dividends		(91,826,423)	(91,826,423)
Balance at 31 December 2012/ 1 January 2013	367,169,784	1,568,586	368,738,370
Comprehensive income Net profit for the year		14,345,623	14,345,623
Balance at 31 December 2013	367,169,784	15,914,209	383,083,993

# CASH FLOW STATEMENT Year ended 31 December 2013

		2013	2012
	Note	€	€
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		14,345,623	91,803,039
Adjustments for:			
Dividend income	5	(15,061,838)	(86,943,172)
Interest income	5	(238,340)	(15,004)
Cash flows (used in)/from operations before working capital			
changes		(954,555)	4,844,863
(Increase)/decrease in trade and other receivables		(420)	408
Increase/(decrease) in trade and other payables		13,764	(3,220)
Cash flows (used in)/from operations		(941,211)	4,842,051
Cash Hons (asea m)/ Hom operations	•	\# · +/#=#J -	110 1270 01
CASH FLOWS FROM INVESTING ACTIVITIES			
Loans granted		(14,087,888)	_
Interest received		204,686	15,004
Dividends received		15,061,838	86,943,172
	,		-
Net cash flows from investing activities		1,178,636	86,958,176
CASH FLOWS FROM FINANCING ACTIVITIES			
Dividends paid		<del>_</del>	(91,826,423)
Net cash flows used in financing activities		-	(91,826,423)
Net increase /(decrease) in cash and cash equivalents		237,425	(26,196)
Cash and cash equivalents:		,	` ' - '
At beginning of the year		289,562	315,758
At end of the year	11	<u>526,987</u>	289,562

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2013

#### 1. Incorporation and principal activities

#### Country of incorporation

The Company, Alexandria Development Limited (the "Company") was incorporated in Jersey, Channel Islands on 19 March 1998 as a private limited liability Company. Its registered office is at 22 Grenville Street, St. Helier, Jersey, Channel Islands, JE4 8PX.

#### **Principal activities**

The principal activity of the Company is the holding of investments.

#### 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). 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 judgment 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

During the current year the Company adopted all the new and revised International Financial Reporting Standards (IFRS) that are relevant to its operations and are effective for accounting periods beginning on 1 January 2013. This 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 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 IFRS consolidated financial statements are prepared by its ultimate parent company Titan Cernent S.A., a company incorporated in Greece. This exemption is permitted by International Accounting Standard IAS27 "Consolidated and Separate Financial Statements". Consolidated financial statements can be obtained from Titan Cernent S.A., 22A Halkidos Street, 11143 Athens, Greece.

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2013

#### 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 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.

#### Finance costs

Interest expense and other borrowing costs are charged to profit or loss as incurred.

#### 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 profit or loss.

#### Тах

Profits arising in the Company for 2013 Year of Assessment are subject to Jersey Income Tax at a rate of 0% (2012: 0%).

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2013

#### 2. Accounting policies (continued)

#### 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.

#### Financial instruments

Financial assets and financial liabilities are recognised in the Company's statement of financial position when the Company becomes a party to the contractual provisions of the instrument.

#### Loans granted

Loans originated by the Company by providing money directly to the borrower are categorised as loans and are carried at amortised cost. The amortised cost is the amount at which the loan granted is measured at initial recognition minus principal repayments, plus or minus the cumulative amortization using the effective interest method of any difference between the initial amount and the maturity amount, and minus any reduction for impairment or uncollectibility. All loans are recognised when cash is advanced to the borrower.

The effective interest method is a method of calculating the amortised cost of a financial asset or a financial liability (or group of financial assets or financial liabilities) and of allocating the interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument or, when appropriate, a shorter period to the net carrying amount of the financial asset or financial liability.

#### Financial assets

#### (1) Classification

The Company classifies its financial assets in the following categories: financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments and available for-sale financial assets. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of financial assets at initial recognition.

#### Loans and receivables

Loans and receivables are non derivative financial assets with fixed or determinable payments that are not quoted in an active market and for which there is no intention of trading the receivable. They are included in current assets, except for maturities greater than twelve months after the reporting date. These are classified as non current assets. The Company's loans and receivables comprise trade and other receivables and cash and cash equivalents in the statement of financial position.

#### Cash and cash equivalents

For the purpose of the cash flow statement, cash and cash equivalents comprise cash at bank and in hand and short term deposits with an original maturity of three months or less.

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2013

#### 2. Accounting policies (continued)

#### Impairment of non-financial assets

Intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment. Assets that are subject to depreciation or amortisation and other assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units).

#### 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.

#### 3. Financial risk management

### Financial risk factors

The Company is exposed to interest rate risk, 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 Interest rate risk

Interest rate risk is the risk that the value of financial instruments will fluctuate due to changes in market interest rates. Borrowings issued at variable rates expose the Company to cash flow interest rate risk. Borrowings issued at fixed rates expose the Company to fair value interest rate risk. The Company's management monitors the interest rate fluctuations on a continuous basis and acts accordingly.

#### 3.2 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 receivables are with related parties.

#### 3.3 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 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.

# NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2013

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

#### 3.3 Liquidity risk (continued)

31 December 2013	Carrying amounts	3 months or less
Trade and other payables	€ 20,262	€ 20,262
Trade and other payables		
	20,262	20,262
31 December 2012	Carrying	3 months or
	amounts	less
	€	€
Trade and other payables	<u>6,498</u>	6,498
	6,498	6,498

#### 3.4 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 exposed to foreign exchange risk arising from various currency exposures primarily with respect to the US Dollar and the EGP. The Company's management monitors the exchange rate fluctuations on a continuous basis and acts accordingly.

#### 3.5 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 judgments

Estimates and judgments 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.

# NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2013

#### 4. Critical accounting estimates and judgments (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:

#### Impairment of investments in subsidiaries

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 recoverable amount associated with these subsidiaries/associates would be compared to their carrying amounts to determine if a write-down is necessary.

#### 5. Profit from investing activities

	2013	2012
Loan interest income (Note 9)	€ 33,654	€
Bank interest income	204,686	15,004
Exchange profit	86,528	4,887,683
Dividend income (Note 14.2)	15,061,838	86,943,172
	15,386,706	91,845,859
6. Operating profit		
	2013	2012
	€	€
Operating profit is stated after charging the following items:		
Directors' fees (Note 14.1)	19,740	9,930
Auditors' remuneration - current year	5,200	6,000
Auditors' remuneration - prior years		(2,071)
7. Finance costs		
7.1 monce costs		
	2013	2012
	€	€
Not foreign eveloping transaction losses	992,537	8,309
Net foreign exchange transaction losses Sundry finance expenses	678	688
Juliary infance expenses	993,215	8,997

# NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2013

#### 8. Investments in subsidiaries

					2013 €	2012 €
Balance at 1	January			_	368,455,306	368,455,306
Balance at 3	31 December			=	368,455,306	368,455,306
The details of	the subsidiaries ar	e as follows:				
<u>Name</u>	Country of incorporation	Principal activities	2013 Holding <u>%</u>	2012 Holding <u>%</u>	2013 €	2012 €
Alexandria Portland Cement Company	Egypt	Cement manufacturing	88.03	88.03	368,455,306	368,455,306
					368.455.306	368,455,306

During the year, the Company received a dividend of €15,061,838 (2012: €86,943,172) from Alexandria Portland Cement.

Alexandria Portland is a listed company in Cairo Stock exchange. Certain group companies of Titan Cement SA own various percentage holdings in Alexandria Portland, i.e. the effective holding of Titan Cement SA in Alexandria Holdings is approximately 83%. The Group carried out an impairment test of the investment's relevant GCU as a whole and concluded that it's value in use is greater than it's carrying amount in the financial statements.

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

#### 9. Loans receivable

Balance at 31 December	14,121,542	-
Foreign exchange difference	(155,172)	<u>=</u>
Interest charged	33,654	-
New loans granted	14,243,060	_
Balance at 1 January	-	-
	€	€
	2013	2012

On 20 December 2013, the Company entered into a Loan Agreement with Alexandria Portland Cement Company for an amount of EGP 135,000,000 bearing annual interest rate of Corridor plus 1.5% and repayable on 20 December 2017. The whole amount was drawn on 23 December 2013.

	2013	2012
	€	€
Loans receivable	<u> 14,121,542</u>	
	14,121,542	-
Less current portion	(33,654)	*
Non-current portion	<u> 14,087,888</u>	

# NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2013

#### 10. Trade and other receivables

Prepayments       2013
Prepayments
11. Cash and cash equivalents
11. Cash and cash equivalents
For the purposes of the cash flow statement, the cash and cash equivalents include the following:
For the purposes of the cash flow statement, the cash and cash equivalents include the following:
For the purposes of the cash flow statement, the cash and cash equivalents include the following:
For the purposes of the cash flow statement, the cash and cash equivalents include the following:
For the purposes of the cash flow statement, the cash and cash equivalents include the following:
2013       2012         €       €         €       €         Cash at bank and in hand       526,987       289,562         526,987       289,562
2013       2012         €       €         €       €         Cash at bank and in hand       526,987       289,562         526,987       289,562
€       €         Cash at bank and in hand       526,987       289,562         526,987       289,562
Cash at bank and in hand         526,987         289,562           526,987         289,562
12. Share capital
12. Share capital
<b>2013 2013</b> 2012 2012
Number of Number of
shares € shares €
Authorised
Ordinary shares of €2 each <b>183,584,892 367,169,784 183,584,892 367,169,784</b>
_ , , , , , , , ,
<b>Issued and fully paid</b> Balance at 1 January <b>183,584,892 367,169,784</b> 183,584,892 367,169,784
Balance at 31 December <u>183,584,892 367,169,784</u> 183,584,892 367,169,784
13. Trade and other payables
<b>2013</b> 2012
€ €
Other creditors <u>20,262</u> <u>6,498</u>
<b>20,262</b> 6,498

#### 14. Related party transactions

The Company is owned 83% by Titan Egyptian Investments Limited, incorporated in Jersey, Channel islands, which is in turn owned 100% by Iapetos Limited, incorporated in Cyprus.

Tapetos Limited is ultimately owned and controlled by Titan Cement SA, incorporated in Greece.

For the purpose of thsese financial statements, parties are considered to be related if one party has the ability to control the other party or exercise—significant influence over the other party in making financial or operating decisions and as such junctude all companies which are ultimately controlled by a common management.

# NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2013

#### 14. Related party transactions (continued)

The following transactions were carried out with related parties:

## 14.1 Directors' remuneration (Note 6)

The remuneration of Directors and other members of key management was as follows:

	, -	2013	2012
		€	€
Directors' fees	-	19,740	9,930
	<u>.</u>	19,740	9,930
14.2 Dividend income (Note 5)			
		2013	2012
		€	€
Dividend income	_	15,061,838	86, <del>94</del> 3,172
	=	15,061,838	86,943,172

#### 15. Contingent liabilities

The Company had no contingent liabilities as at 31 December 2013/2012.

#### 16. Commitments

The Company had no capital or other commitments as at 31 December 2013/2012.

## 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