

TERRET ENTERPRISES LIMITED

REPORT AND FINANCIAL STATEMENTS
31 December 2014

TERRET ENTERPRISES LIMITED

REPORT AND FINANCIAL STATEMENTS 31 December 2014

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TERRET ENTERPRISES LIMITED

BOARD OF DIRECTORS AND OTHER OFFICERS

Board of Directors:

Arta Antoniou
Nina Iosif
Spyroulla Papaeracleous (resigned on 25/07/2014)
Maroulla Georgiou (appointed on 25/07/2014)

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
Certified Public Accountants & Registered Auditors
Jean Nouvel Tower
6 Stasinou Avenue
P.O. Box 21656
Nicosia 1511, Cyprus

Registered office:

31 Christodoulou Sozou
Ernis Court
1096, Nicosia, Cyprus

TERRET ENTERPRISES 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 2014.

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 €16,479,116 for the year 2014 compared to a profit of €3,341,958 for the year 2013. The increase was mainly due to the dividends received from its subsidiaries in the amount of €16,230,517 (2013: €2,992,000). 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

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

Dividends

During the year 2014, the Board of Directors approved the payment of interim dividends of €16,580,475 (2013: €2,475,000).

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 2014 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 2014, except as described in page 1.

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.

By order of the Board of Directors,



Arta Antoniou
Director

Nicosia, 31 March 2015



Ernst & Young Cyprus Ltd
Jean Nouvel Tower
6 Stasinou Avenue
P.O.Box 21656
1511 Nicosia, Cyprus

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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 2014, 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 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.



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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 2014, 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.

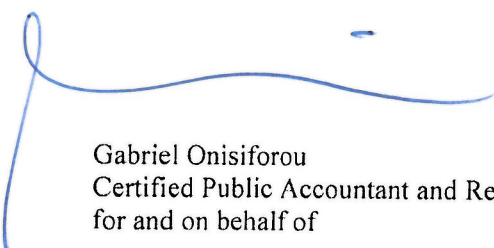
Report on Other Legal Requirements

Pursuant to the additional requirements of the Auditors and Statutory Audits of Annual and Consolidated Accounts Laws of 2009 and 2013, 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, so far as appears from our examination of these books.
- 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 Laws of 2009 and 2013 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
31 March 2015

TERRET ENTERPRISES LIMITED

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

Year ended 31 December 2014

| | Note | 2014 € | 2013 € |
|--|------|-------------------|-----------|
| Other income | 5 | 16,900,808 | 3,658,102 |
| Administration expenses | 6 | (185,026) | (264,302) |
| Operating profit | | 16,715,782 | 3,393,800 |
| Finance costs | 7 | (1,307) | (1,618) |
| Profit before tax | | 16,714,475 | 3,392,182 |
| Tax | 8 | (235,359) | (50,224) |
| Net profit for the year | | 16,479,116 | 3,341,958 |
| Other comprehensive income | | - | - |
| Total comprehensive income for the year | | 16,479,116 | 3,341,958 |

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


TERRET ENTERPRISES LIMITED

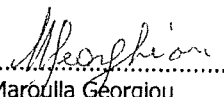
STATEMENT OF FINANCIAL POSITION

31 December 2014

| | Note | 2014 € | 2013 € |
|-------------------------------------|------|--------------------------|-------------------|
| ASSETS | | | |
| Non-current assets | | | |
| Investments in subsidiaries | 10 | 4,747,811 | 4,747,811 |
| Loans receivable | 15 | <u>29,700,000</u> | <u>29,700,000</u> |
| | | <u>34,447,811</u> | <u>34,447,811</u> |
| Current assets | | | |
| Trade and other receivables | 11 | 790,379 | 790,164 |
| Loans receivable | 15 | 1,000,835 | 981,240 |
| Refundable taxes | | 11,426 | 8,092 |
| Cash at bank and in hand | 12 | <u>62,806</u> | <u>14,845</u> |
| | | <u>1,865,446</u> | <u>1,794,341</u> |
| Total assets | | <u>36,313,257</u> | <u>36,242,152</u> |
| EQUITY AND LIABILITIES | | | |
| Equity | | | |
| Share capital | 13 | 112,603 | 112,603 |
| Share premium | | 34,737,397 | 34,737,397 |
| Retained earnings | | <u>1,276,229</u> | <u>1,377,588</u> |
| Total equity | | <u>36,126,229</u> | <u>36,227,588</u> |
| Current liabilities | | | |
| Trade and other payables | 14 | 8,621 | 14,564 |
| Tax liabilities | | <u>178,407</u> | <u>-</u> |
| | | <u>187,028</u> | <u>14,564</u> |
| Total equity and liabilities | | <u>36,313,257</u> | <u>36,242,152</u> |

On 31 March 2015 the Board of Directors of Terret Enterprises Limited authorised these financial statements for issue.


.....
Arta Antoniou
Director


.....
Maroulla Georgiou
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 2014

| | Note | Share capital € | Share premium € | Retained earnings € | Total € |
|--|------|--------------------|-----------------------|---------------------------|-------------------|
| Balance at 1 January 2013 | | 112,603 | 34,737,397 | 510,630 | 35,360,630 |
| Comprehensive income | | | | | |
| Net profit for the year | | - | - | 3,341,958 | 3,341,958 |
| Transactions with owners | | | | | |
| Dividends | 9 | - | - | (2,475,000) | (2,475,000) |
| Balance at 31 December 2013/ 1 January 2014 | | 112,603 | 34,737,397 | 1,377,588 | 36,227,588 |
| Comprehensive income | | | | | |
| Net profit for the year | | - | - | 16,479,116 | 16,479,116 |
| Transactions with owners | | | | | |
| Dividends | 9 | - | - | (16,580,475) | (16,580,475) |
| Balance at 31 December 2014 | | 112,603 | 34,737,397 | 1,276,229 | 36,126,229 |

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 will be payable on such deemed dividends to the extent that the shareholders (companies and individuals) are Cyprus tax residents. The amount of deemed distribution is reduced by any actual dividends paid out of the profits of the relevant year at any time. This special contribution for defence is payable by the Company for the account of the shareholders.

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 2014

| | Note | 2014 € | 2013 € |
|---|------|---------------------|-------------|
| CASH FLOWS FROM OPERATING ACTIVITIES | | | |
| Profit before tax | | 16,714,475 | 3,392,182 |
| Adjustments for: | | | |
| Dividend income | 5 | (16,230,517) | (2,992,000) |
| Interest income | 5 | (670,291) | (666,102) |
| | | (16,900,808) | |
| Cash flows used in operations before working capital changes | | (186,333) | (265,920) |
| Increase in trade and other receivables | | (215) | (790,164) |
| (Decrease)/increase in trade and other payables | | (5,943) | 5,670 |
| Cash flows used in operations | | (192,491) | (1,050,414) |
| Tax paid (Note 9) | | (60,286) | (58,316) |
| Net cash flows used in operating activities | | (252,777) | (1,108,730) |
| CASH FLOWS FROM INVESTING ACTIVITIES | | | |
| Loan repayment | | 650,000 | 576,213 |
| Bank interest received | | 696 | 1,918 |
| Dividends received | | - | 2,992,000 |
| Net cash flows from investing activities | | 650,696 | 3,570,131 |
| CASH FLOWS FROM FINANCING ACTIVITIES | | | |
| Dividends paid | 9 | (349,958) | (2,475,000) |
| Net cash flows used in financing activities | | (349,958) | (2,475,000) |
| Net increase /(decrease) in cash and cash equivalents | | 47,961 | (13,599) |
| Cash and cash equivalents: | | | |
| At beginning of the year | | 14,845 | 28,444 |
| At end of the year | 12 | 62,806 | 14,845 |

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

TERRET ENTERPRISES LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2014

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 31 Christodoulou Sozou, Ermis Court, 1096, 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 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

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 2014. 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.

TERRET ENTERPRISES LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2014

2. Accounting policies (continued)

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 Parent 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.

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 the statement of comprehensive income.

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.

TERRET ENTERPRISES LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2014

2. Accounting policies (continued)

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 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 in hand and short term deposits with an original maturity of three months or less.

Impairment of assets

Assets, other than intangibles with an indefinite useful life 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.

Comparatives

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

TERRET ENTERPRISES LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2014

3. Financial risk management

Financial risk factors

The Company is exposed to interest rate risk, 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 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 reporting date. The Company considers that its exposure to credit risk as most of its receivables are with its subsidiary. The maximum credit risk exposure at the balance sheet date equals the carrying amount of the receivable.

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 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 2014

| | Carrying amounts | 3 months or less |
|--------------------------|------------------|------------------|
| | € | € |
| Trade and other payables | 8,621 | 8,621 |
| | <u>8,621</u> | <u>8,621</u> |

31 December 2013

| | Carrying amounts | 3 months or less |
|--------------------------|------------------|------------------|
| | € | € |
| Trade and other payables | 14,564 | 14,564 |
| | <u>14,564</u> | <u>14,564</u> |

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 reporting date.

TERRET ENTERPRISES LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2014

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.

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 judgment 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 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 would be compared to their carrying amounts to determine if a write-down 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. Other income

| | 2014 | 2013 |
|----------------------------------|-------------------|------------------|
| | € | € |
| Bank interest income | 696 | 1,918 |
| Dividend income (Note 15.1) | 16,230,517 | 2,992,000 |
| Loan interest income (Note 15.3) | 669,595 | 664,184 |
| | <u>16,900,808</u> | <u>3,658,102</u> |

TERRET ENTERPRISES LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2014

6. Administration expenses

| | 2014 | 2013 |
|-------------------------|----------------|----------------|
| | € | € |
| Wages and salaries | 163,493 | 243,050 |
| Sundry expenses | 320 | 395 |
| Courier expenses | - | 27 |
| Stationery and printing | 18 | 40 |
| Auditors' remuneration | 4,115 | 4,200 |
| Accounting fees | 11,415 | 13,080 |
| Legal fees | 3,570 | 3,510 |
| Directors' fees | - | - |
| Other professional fees | 1,200 | - |
| Irrecoverable VAT | 895 | - |
| | <u>185,026</u> | <u>264,302</u> |

7. Finance costs

| | 2014 | 2013 |
|--------------|--------------|--------------|
| | € | € |
| Bank charges | <u>1,307</u> | 1,618 |
| | <u>1,307</u> | <u>1,618</u> |

8. Tax

| | 2014 | 2013 |
|-------------------------------------|----------------|---------------|
| | € | € |
| Corporation tax - current year | 60,407 | 49,785 |
| Corporation tax - prior years | 174,710 | - |
| Defence contribution - current year | 209 | 439 |
| Tax penalty expense | 33 | - |
| Charge for the year | <u>235,359</u> | <u>50,224</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:

| | 2014 | 2013 |
|--|-------------------|------------------|
| | € | € |
| Profit before tax | <u>16,714,475</u> | <u>3,392,182</u> |
| Tax calculated at the applicable tax rates | 2,089,309 | 424,023 |
| Tax effect of allowances and income not subject to tax | (2,028,902) | (374,238) |
| Defence contribution current year | 209 | 439 |
| Tax penalty expense | 33 | - |
| Prior years taxes | 174,710 | - |
| Tax charge | <u>235,359</u> | <u>50,224</u> |

TERRET ENTERPRISES LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2014

8. Tax (continued)

The corporation tax rate is 12,5% (2013: 12,5%).

Under certain conditions interest income may be subject to defence contribution at the rate of 30% (2013:30%). 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 2013 and 17% for 2014 and thereafter.

9. Dividends

| | 2014 | 2013 |
|-----------------------|-------------------|------------------|
| | € | € |
| Interim dividend paid | <u>16,580,475</u> | <u>2,475,000</u> |
| | <u>16,580,475</u> | <u>2,475,000</u> |

During the year 2014, the Board of Directors approved the payment of interim dividends of €16,580,475 (2013: €2,475,000). Out of this, an amount of €16,230,517 was transferred directly by the subsidiary to the parent (Note 15.1) as per the set off agreements dated 15 December 2014 and 30 November 2014 and the remaining €349,958 was transferred by the Company to the parent.

Dividends are subject to a deduction of special contribution for defence at 20% for the tax years 2012 and 2013 and 17% for 2014 and thereafter for individual shareholders that are residents of Cyprus.

10. Investments in subsidiaries

| | 2014 | 2013 |
|-------------------------------|------------------|------------------|
| | € | € |
| Balance at 1 January | <u>4,747,811</u> | <u>4,747,811</u> |
| Balance at 31 December | <u>4,747,811</u> | <u>4,747,811</u> |

The details of the subsidiaries are as follows:

| Name | Country of incorporation | Principal activities | 2014 | 2013 | 2014 | 2013 |
|--------------------------|--------------------------|----------------------|-----------|-----------|------------------|------------------|
| | | | Holding % | Holding % | € | € |
| Sharr Beiteiligungs GmbH | Kosovo | Cement production | 100 | 100 | <u>4,747,811</u> | <u>4,747,811</u> |
| | | | | | <u>4,747,811</u> | <u>4,747,811</u> |

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

11. Trade and other receivables

| | 2014 | 2013 |
|---|----------------|----------------|
| | € | € |
| Receivables from own subsidiaries (Note 15.2) | <u>789,140</u> | <u>789,140</u> |
| Refundable VAT | <u>1,239</u> | <u>1,024</u> |
| | <u>790,379</u> | <u>790,164</u> |

TERRET ENTERPRISES LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2014

11. Trade and other receivables (continued)

On 10 December 2013, Sharr Beiteiligungs GmbH declared an interim dividend of €2,992,000 out of which €789,140 was still receivable as at 31 December 2014/2013.

12. Cash at bank and in hand

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

| | 2014 | 2013 |
|--------------------------|---------------|---------------|
| | € | € |
| Cash at bank and in hand | <u>62,806</u> | 14,845 |
| | <u>62,806</u> | <u>14,845</u> |

13. Share capital

| | 2014 | 2014 | 2013 | 2013 |
|-------------------------------|---------------------|----------------|---------------------|----------------|
| | Number of shares | € | Number of shares | € |
| Authorised | | | | |
| Ordinary shares of €1 each | <u>112,603</u> | <u>112,603</u> | 112,603 | <u>112,603</u> |
| Issued and fully paid | | | | |
| Balance at 1 January | <u>112,603</u> | <u>112,603</u> | 112,603 | <u>112,603</u> |
| Balance at 31 December | <u>112,603</u> | <u>112,603</u> | 112,603 | <u>112,603</u> |

14. Trade and other payables

| | 2014 | 2013 |
|-----------------|--------------|---------------|
| | € | € |
| Accruals | 3,551 | 5,970 |
| Other creditors | <u>5,070</u> | 8,594 |
| | <u>8,621</u> | <u>14,564</u> |

15. Related party transactions

The Company is owned by Titan Cement Cyprus Ltd which is in turn owned 88.5% by Aemos Cement Ltd, both companies incorporated in Cyprus. The Company's ultimate controlling party is Titan Cement S.A., incorporated in Greece.

For the purpose of these 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 include all companies which are ultimately controlled by a common management.

TERRET ENTERPRISES LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2014

15. Related party transactions (continued)

The following transactions were carried out with related parties:

15.1 Dividend income (Note 5)

| | 2014 | 2013 |
|---------------------------------|-------------------|------------------|
| | € | € |
| Dividend income from subsidiary | <u>16,230,517</u> | <u>2,992,000</u> |
| | <u>16,230,517</u> | <u>2,992,000</u> |

15.2 Receivables from related parties (Note 11)

| Name | 2014 | 2013 |
|----------------------------|----------------|----------------|
| | € | € |
| Receivable from subsidiary | <u>789,140</u> | <u>789,140</u> |
| | <u>789,140</u> | <u>789,140</u> |

15.3 Loans to subsidiary

| | 2014 | 2013 |
|--------------------------|-------------------|-------------------|
| | € | € |
| Loan given | <u>29,700,000</u> | <u>29,700,000</u> |
| Accrued interest | <u>981,240</u> | <u>893,269</u> |
| Interest charge (Note 5) | <u>669,595</u> | <u>664,184</u> |
| Interest payment | <u>(650,000)</u> | <u>(576,213)</u> |
| | <u>30,700,835</u> | <u>30,681,240</u> |

(1) During the year 2010 the Company granted a loan facility of €30,100,000 to Sharr Beiteiligungs GmbH. The loan is unsecured and bears interest of one month Euribor plus 1,3% per annum. The loan agreement expired on 7 December 2013 but has then been extended to 7 December 2020.

16. Contingent liabilities

The Company had no contingent liabilities as at 31 December 2014 / 2013.

17. Commitments

The Company had no capital or other commitments as at 31 December 2014 / 2013.

18. Events after the reporting period

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

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