









# GRIGIŠKĖS AB

### Interim information for the twelve months of 2013



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### 1. REPORTING PERIOD FOR WHICH THIS FINANCIAL STATEMENTS HAVE BEEN PREPARED

Reports have been prepared for the twelve months of 2013.

### 2. AUDIT INFORMATION

The interim consolidated information of Grigiškės AB covering the twelve months of 2013 is not audited or checked-up by auditors.

### 3. GROUP COMPANIES AND THEIR CONTACT DETAILS

Grigiškės AB (further the Company or the Issuer) has eight subsidiaries: Klaipėdos kartonas AB, Baltwood UAB; Ekotara UAB; Naujieji Verkiai UAB, Mena Pak PAT, AGR Prekyba UAB, Klaipėda Recycling UAB and Grigiškių energija UAB.

Status	Issuer	Subsidiary	Subsidiary
Name	<b>Grigiškės</b> AB	<b>Klaipėdos kartonas</b> AB	Baltwood UAB
Company's ID No.	110012450	141011268	126199731
Authorised capital	65.700.000 LTL	41.001.895 LTL	32.537.000 LTL
Shares directly or indirectly controlled by Grigiškės AB	Company has not acquired any shares of itself	95,78 %	100 %
Address	Vilniaus str. 10, Grigiškės, Vilnius	Nemuno str. 2, Klaipėda	<b>Vilniaus str. 10, Grigiškės,</b> Vilnius
Phone	+370 5 243 58 01	+370 46 39 56 01	+370 5 243 59 00
Fax	+370 5 243 58 02	+370 46 39 56 00	+370 5 243 59 10
E-mail	info@grigiskes.lt	info@kartonas.lt	info@baltwood.lt
Internet address	www.grigiskes.lt	www.kartonas.lt	www.baltwood.lt
Legal form	Public Limited Liability Company	Public Limited Liability Company	Private Limited Liability Company
Date of registration	23 May, 1991	22 September, 1994	10 April, 2003
Administrator of the register	State Enterprise Centre of Registers	State Enterprise Centre of Registers	State Enterprise Centre of Registers
Status	Subsidiary	Subsidiary	Subsidiary
Name	Ekotara UAB	Naujieji Verkiai UAB	Mena Pak PAT
Company's ID No.	302329061	300015674	00383260
Authorised capital	10.000 LTL	100.000 LTL	4.012.000 UAH
Shares directly or indirectly controlled by Grigiškės AB	100 %	100 %	93,79 %
Address	<b>Vilniaus str. 10, Grigiškės,</b> Vilnius	Popieriaus str. 15, Vilnius	Koshevovo str. 6, Chernihiv region, Mena, Ukraine
Phone	+370 5 243 58 01	+370 5 243 59 33	+380 4644 21341
Fax	+370 5 243 58 02	+370 5 243 58 02	+380 4644 21084
E-mail	info@grigiskes.lt	info@grigiskes.lt	menapack@ukr.net
Internet address	www.ekotara.lt	-	www.menapack.com.ua
Legal form	Private Limited Liability Company	Private Limited Liability Company	Public Limited Liability Company
Date of registration	10 April, 2009	6 April, 2004	30 December, 1993
Administrator of the register	State Enterprise Centre of Registers	State Enterprise Centre of Registers	Chernihiv region, Mena distr. Public administration

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Status	Subsidiary	Subsidiary	Subsidiary
Name	AGR Prekyba UAB	Klaipėda Recycling UAB	<b>Grigiškių energija</b> UAB
Company's ID No.	302416687	302529158	302674488
Authorised capital	12.810.000 LTL	3.000.000 Lt	10.000 Lt
Shares directly or indirectly controlled by Grigiškės AB	100 %	94,18 %	100 %
Address	<b>Vilniaus str. 10, Grigiškės,</b> Vilnius	Nemuno str. 2, Klaipėda	<b>Vilniaus str. 14, Grigiškės,</b> Vilnius
Phone	+370 5 243 5933	+370 46 395 615	+370 5 243 5933
Fax	+370 5 243 58 02	+370 46 395 600	+370 5 243 58 02
E-mail	vigmantas.kazukauskas@grigiskes.lt	info.recycling@kartonas.lt	vigmantas.kazukauskas@grigiskes.lt
Internet address	-	-	-
Legal form	Private Limited Liability Company	Private Limited Liability Company	Private Limited Liability Company
Date of registration	10 July, 2009	16 July, 2010	7 October, 2011
Administrator of the register	State Enterprise Centre of Registers	State Enterprise Centre of Registers	State Enterprise Centre of Registers

4. MISSION, VISSION, VALUES OF THE COMPANIES

By creating and producing, we always think of you - our customers, employees, partners, colleagues... What is important for you, and how we can make your and your surroundings welfare.

Mission – to develop and produce environmentally friendly products, improving quality of life.

Vission – Recognized as the European manufacturer.



5. NATURE OF CORE ACTIVITIES OF THE GROUP COMPANIES

**Core business activities of Grigiškės** AB are as follows: manufacturing of toilet paper, paper towels and paper napkins, corrugated board, products from corrugated board.

**Core business activities of Klaipėdos kartonas** AB are as follows: manufacturing of the raw materials for production of corrugated board – **Testliner and Fluting. Beside the main activity, Klaipėdos** kartonas AB also produces paper honeycomb used in furniture industry.

Core business activities of Baltwood UAB are as follows: wood processing; manufacturing selfcoloured and painted hardboard, bonded furniture panel, fuel granules and of container wood.

Core business activities of Mena Pak PAT (In Ukraine – *публічне акціонерне товариство "MEHA ПАК"*) are as follows: manufacturing of corrugated board, products from corrugated board.

Core business activities of Ekotara UAB are as follows: manufacturing of corrugated board, products from corrugated board. The company has not been operating in year 2013.

Core business activities of Naujieji Verkiai UAB are as follows: building and development of real estate.

**Core business activity of Grigiškių energija**\_UAB is planned to be a business of heat production and sale. The company has not been operating in year 2013.

Core business activity of Klaipėda Recycling UAB is waste-paper procurement.

Core business activities of AGR Prekyba UAB are as follows: investment activities and corporate governance.

6. CONTRACTS WITH INTERMEDIARIES OF PUBLIC TRADING IN SECURITIES AND CREDIT INSTITUTIONS

The Company has signed a contract with Finasta AB (financial brokerage company) (Maironio str. 11, Vilnius, tel. (8~5) 203 2233, fax: (8~5) 203 2244, <u>info@finasta.lt</u>) on payment of dividend to the shareholders for 2004 and subsequent financial years.

The Company has signed a contract with Orion Securities UAB (financial brokerage company) (A.Tumeno str. 4, Vilnius, tel. (8~5) 231 3833, fax: (8~5) 231 3840, <u>info@orion.lt</u>) on the handling of securities issued by the Company and for making the market for the shares of Grigiške's AB.

7. AUTHORISED CAPITAL OF THE ISSUER

7.1. The authorized capital registered at the Register of Legal Persons

7.1.1. Table. Structure of the authorized capital

Tape of shares	Number of shares	Par value, LTL	Total value, LTL	Interest in the authorised capital, %
Ordinary registered shares	65.700.000	1	65.700.000	65.700.000

All shares of the Issuer are fully paid up.

7.2. Information on the prospective increase of the authorized capital by converting issued debt securities or derivative securities into shares

The issuer has not issued any debt securities or derivative securities to be converted into shares.

7.3. Rights and obligations conferred by the shares

The shareholders have the following property and non-property rights:

- 1) to receive a part of the Company's profit dividend;
- 2) to receive the Company's funds when the authorized capital of the Company is being reduced with a view to paying out the Company's funds to the shareholders;
- 3) to receive shares without payment if the authorized capital is increased out of the Company funds, except in cases specified in the Law on Companies of the Republic of Lithuania;
- 4) to have the pre-emption right in acquiring shares or convertible debentures issued by the Company, except in cases when the general meeting decides to withdraw the pre-emption right in acquiring the Company's newly issued shares or convertible debentures for all the shareholders in the manner prescribed by Law on Companies of the Republic of Lithuania;
- 5) to lend to the Company in the manner prescribed by laws of the Republic of Lithuania; however, when borrowing from its shareholders, the Company may not pledge its assets to the shareholders. When the company borrows from a shareholder, the interest may not be



higher than the average interest rate offered by commercial banks of the locality where the lender has his place of residence or business, which was in effect on the day of conclusion of the loan agreement. In such a case the Company and shareholders shall be prohibited from negotiating a higher interest rate;

- 6) to receive a part of assets of the Company in liquidation;
- 7) to bequeath all or a part of the shares to the ownership of the other people;
- 8) to transfer all or part of the shares to ownership of other people;
- 9) to attend the general meetings of shareholders;
- 10) to vote at general meetings of the shareholders according to voting rights carried by their shares (each fully paid share of the nominal value of 1 (one) LTL gives its holder one vote at the general meeting);
- 11) to receive information on the Company according to the procedure laid down in the laws of the Republic of Lithuania and the Articles of Association of the Company;
- 12) to file a claim with the court for reparation of damage resulting from nonfeasance or malfeasance by the Company manager and Board members of their obligations prescribed by the Law on Companies and other laws of the Republic of Lithuania and the Articles of Association of the Company as well as in other cases laid down by laws of the Republic of Lithuania;
- 13) to authorize a person to vote on his/her behalf at the general meeting of the shareholders;
- 14) to exercise other property and non-property rights provided by laws of the Republic of Lithuania.
- 8. SHAREHOLDERS
- 8.1. Number of shareholders of the Company
- On the 31st of December 2013 there were 2.684 shareholders of Grigiškės AB.
- 8.2. Main shareholders owning in excess of 5 per cent of the authorised capital of the Issuer

8.2. table. Shareholders owning in excess of 5 per cent of the authorised capital of the Issuer on the 31<sup>st</sup> of December 2013.

	31 December 2013			31 December 2012		
Shareholder's name (company's name, type, headquarters address, corporate ID number)	Number of ordinary registered shares owned by the shareholder	Interest in the authorised capital, %	Votes granted by shares held by the right of ownership, %	Number of ordinary registered shares owned by the shareholder	Interest in the authorised capital, %	Votes granted by shares held by the right of ownership, %
UAB "GINVILDOS INVESTICIJA" Turniškių g. 10a-2, Vilnius, 125436533	25.582.407	38,94	38,94	29.272.228	48,79	48,79
Irena Ona M <b>išeikienė</b>	8.898.475	13,54	13,54	8.731.686	14,55	14,55
Rosemount Holding LLC 3533 Fairview Industrial Drive SE, Salem, OR 97302, United States of America	5.639.967	8,58	8,58	5.639.967	9,40	9,40

### 8.3. Shareholders holding special controlling rights

There are no shareholders holding special controlling rights.

### 8.4. Restrictions of the voting rights

There are no restrictions of the voting rights.

### 8.5. Agreements between/among the shareholders

The Issuer is not aware of any agreements between/among the shareholders likely to result in the restriction of securities transfer and (or) voting rights.

### 9. INFORMATION ON TRADING WITH ISSUER'S SECURITIES ON THE REGULATED MARKETS

Registered ordinary shares of Grigiškės AB are listed in the main list of NASDAQ OMX VILNIUS, AB (ticker – GRG1L).

### 9.1. Key characteristics of the shares of the Company

### 9.1. table. Key characteristics of the shares of the Company

Type of shares	Securities ISIN code	Number of shares	Par value, LTL	Total par value, LTL
Registered ordinary shares	LT0000102030	65.700.000	1	65.700.000

9.2. Share trading information

### 9.2. table. Share trading information

Reported		Pric	e, LTL		Tu	irnover, L	TL	Total tu	rnover
period	Max.	Min.	Last session	Avera ge	Max.	Min.	Last session	Units	LTL
2009	1,090	0,300	0,930	0,533	458.897	0	5.460	10.252.77	5.460.887
2010, I Q	1,330	0,920	1,270	1,200	643.163	0	14.597	3.109.465	3.731.893
2010, II Q	1,350	1,240	1,340	1,297	98.746	0	25.194	1.017.209	1.319.328
2010, III Q	2,020	1,320	1,950	1,686	299.041	0	38.734	1.817.780	3.065.303
2010, IV Q	2,850	2,000	2,676	2,512	293.473	0	7.054	1.994.606	5.010.498
2010	2,850	0,920	2,676	1,653	643.163	0	7.054	7.939.060	13.127.02
2011, I Q	2,997	2,486	2,883	2,746	593.054	0	22.989	1.221.311	3.354.105
2011, II Q	2,987	2,555	2,624	2,822	251.419	360	8.948	463.059	1.306.703
2011, III Q	2,745	1,726	1,823	2,076	223.677	0	9.137	753.319	1.564.106
2011, IV Q	1,937	1,554	1,595	1,746	41.693	0	4.142	328.401	573.445
2011	2,997	1,554	1,595	2,458	593.054	0	4.142	2.766.090	6.798.360
2012, I Q	2,120	1,595	1,989	1,950	417.134	0	2.995	1.142.755	2.228.267
2012, II Q	1,999	1,761	1,816	1,854	100.495	0	2.177	372.658	691.007
2012, III Q	1,975	1,816	1,844	1,902	64.688	0	2.404	329.661	626.890
2012, IV Q	1,951	1,802	1,899	1,861	107.318	0	6.812	294.869	548.774
2012	2,120	1,595	1,899	1,914	417.134	0	6.812	2.139.943	4.094.938
2013, I Q	2,165	1,934	2,099	2,091	192.333	0	39.187	635.718	1.329.516
2013, II Q	2,103	1,944	2,013	2,014	70.459	1.038	4.485	384.097	773.749
2013, III Q	2,282	1,992	2,175	2,146	119.591	0	16.291	705.898	1.515.028
2013, IV Q	2,441	2,106	2,441	2,215	873.460	0	96.149	1.764.603	3.908.303
2013	2,441	1,934	2,441	2,156	873.460	0	96.149	3.490.316	7.526.595

#### Interim information for the twelve months of 2013





#### 9.2. figure. Share price and turnover 01.01.2004 – 31.12.2013.

### 9.3. Capitalisation of the Company's shares

### 9.3. table. Capitalisation of the Company's shares

Last session date	Capitalisation, LTL
31.12.2009	55.800.000
31.03.2010	76.200.000
30.06.2010	80.400.000
30.09.2010	117.000.000
31.12.2010	160.560.000
31.03.2011	172.980.000
30.06.2011	157.440.000
30.09.2011	109.380.000
31.12.2011	95.700.000
31.03.2012	119.340.000
30.06.2012	108.960.000
30.09.2012	110.640.000
31.12.2012	113.940.000
31.03.2013	125.940.000
30.06.2013	132.254.100
30.09.2013	142.897.500
31.12.2013	160.373.700

### 9.4. Issuer's share trading on other stock exchanges and regulated markets

### The Company's shares are not traded on other stock exchanges and regulated markets.

9.5. Own shares buy out

The Company has not bought out own shares.

9.6. Restrictions on shares transfer.

There are no restrictions on shares transfer.



### 8.7. Official takeover bid

Official takeover bid for the Company's shares has been declared on 14.05.2013 (see *Material events in the Issuer's activities*). The Company has not declared official takeover bid for shares of other companies.

### 10. EMPLOYEES

Over the twelve months of the year 2013 the number of the Group employees fluctuated naturally.

10.1. table. Number of employees of the Group

	31.12.2013	31.12.2012
Number of employees	878	890

10.2. table. Number of employees of the Company

	31.12.2013	31.12.2012
Number of employees	302	291

10.3. table. Average number of employees, salary and grouping of employees by education of the Group during the twelve months of 2013.

Employees		Employees by education				
Employees	Average salary	University	College	Secondary	Basic	
Workpeople	2.324	39	202	371	30	
Managers	7.086	73	10	2	-	
Specialists	4.036	120	32	7	-	
Total	2.966	232	244	380	30	

10.4. table. Average number of employees, salary and grouping of employees by education of the Group during the twelve months of 2012.

Employeee		Employees by education				
Employees	Average salary	University	College	Secondary	Basic	
Workpeople	2.018	43	186	416	35	
Managers	6.039	70	12	2	-	
Specialists	3.117	119	26	6	-	
Total	2.669	232	224	424	35	

10.5. table. Average number of employees, salary and grouping of employees by education of the Company during the twelve months of 2013.

Employees		Employees by education				
Employees	Average salary	University	College	Secondary	Basic	
Workpeople	2.751	17	50	114	9	
Managers	8.743	25	4	1	-	
Specialists	3.896	59	14	4	-	
Total	3.650	100	68	120	9	

10.6. table. Average number of employees, salary and grouping of employees by education of the Company during the twelve months of 2012.

Employees		Employees by education				
Employees	Average salary	University	College	Secondary	Basic	
Workpeople	2.554	16	46	108	9	
Managers	8.118	21	5	0	-	
Specialists	3.903	55	11	5	-	
Total	3.428	92	62	112	9	

### 11. AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE ISSUER

The Articles of Association of the Issuer are amended in the procedure prescribed by legal acts of the Republic of Lithuania.

12. INFORMATION ON THE MANAGING BODIES OF THE ISSUER

The Company has the general meeting of shareholders, the sole-person managing body – the head **of the Company (the President), the collegial managing body** – **superv**isory council and the collegial managing body – the board.

The supervisory council is comprised of 5 members. The members to the supervisory council are elected by the general meeting of shareholders for a period of 4 years. The supervisory council elects and revokes the members of the board. The board of the Company consists of 5 members.

The board of the Company elects and revokes the head of the Company, fixes his salary, approves his job description, awards bonuses to and imposes penalties on the head of the Company.

12.1. Members of the managing bodies

12.1. table. Members of the supervisory council, board and administration, and their capital share and votes

Full names	Positions	Education	Tenure	Capital share and votes, %			
	SUPERVISORY COUNCIL						
Norimantas Stankevičius	Chairman	University		4,41			
Algimantas Goberis	Member	College	Since 26 April 2011	-			
Romualdas Juškevičius	Member	University	until the annual General Meeting, to be	-			
Tautvilas Adamonis	Member	University	held in 2015	-			
Daiva <b>Duksienė</b>	Member	University		-			
Board							
Gintautas Pangonis	Chairman	University		-			
Nina Šilerienė	Member	University	Since 26 April 2011	0,09			
Vigmantas Kažukauskas	Member	University	until the annual General Meeting, to be	0,02			
Normantas Paliokas	Member	University	held in 2015	-			
Vytautas Juška	Member	University		-			
	Admin	IISTRATION					
Gintautas Pangonis	President	University	-	-			
Nina Šilerienė	Vice President, Finance	University	-	0,09			
Vigmantas Kažukauskas	Vice President, Business Development	University	-	0,02			
Vytautas Juška	Vice President, Purchasing	University	-	-			



	& Logistics			
Robertas Krutikovas	Director General	University	-	0,01

12.2. Information of the Chairman of the Board, President and Vice President, Finance

Gintautas Pangonis – Chairman of the Board, president. Education – university degree. Profession – multichannel telecommunication engineer. Workplaces during the last 10 years:

Employers	Positions
Grigiškės AB	Director general, chairman of the board
Grigiškės AB	President, chairman of the board

**Nina Šilerienė** – Vice President, Finance. Education – university degree. Profession – economist for accounting, control and analysis of economic activities. Workplaces during the last 10 years:

Employers	Positions	
Grigiškės AB	Director of Finance Department, member of the board	
Grigiškės AB	Vice president, Finance, member of the board	

12.3. Information on the participation in the activities of other enterprises, agencies and organisations (name of the enterprise, agency or organisation and position thereat, capital interest and votes in excess of 5 per cent)

12.3. table. Participation of the members of the supervisory council, board and administration in the activities of other enterprises, agencies and organisations

	Business	participation	Capital ii	nterest
Name	Name of enterprise, agency and organisation	Positions	Name of enterprise, agency and organisation	Capital share and votes, %
	Didma UAB	Project director	Didma UAB	51,00
			Naras UAB	62,48
			Bakenas, UAB	100,00
Norimantas			Statybų namai, UAB	62,00
Stankevičius			Technikos namai, UAB	62,00
	Grigiškės AB	Chairman of the supervisory council	Grigiškės AB	4,41
Algimantas Goberis	Grigiškės AB	Member of the supervisory council		
Romualdas Juškevičius	Grigiškės AB	Member of the supervisory council		
	Remada UAB	Director General	Remada UAB	100,0
Tautvilas Adamonis	Grigiškės AB	Member of the supervisory council		
	Remados statyba UAB	Director	Remados statyba UAB	100,0
Daiva Duksienė	Grigiškės AB	Member of the supervisory council		
	Grigiškės AB	President	Ginvildos investicija UAB	79,0
Gintautas Pangonis	Grigiškės AB	Chairman of the board		
	Klaipėdos kartonas	Chairman of the board		



	Business	participation	Capital ii	nterest
Name	Name of enterprise, agency and organisation	Positions	Name of enterprise, agency and organisation	Capital share and votes, %
	AB			
	Naujieji Verkiai UAB Baltwood UAB	Chairman of the board Chairman of the board		
	Ekotara UAB	Chairman of the board		
	<b>Grigiškių energija</b> UAB	Chairman of the board		
	<b>Klaipėda Recycling</b> UAB	Chairman of the board		
	Mena Pak PAT	Member of the Supervisory council		
	Didma UAB	Head of Vilnius Representative Office		
Normantas Paliokas	Ginvildos investicija UAB	Director		
	Grigiškės AB	Member of the board		
	Grigiškės AB	Vice president, Business Development	Grigiškės AB	0,02
	Grigiškės AB	Member of the board		
	<b>Klaipėdos kartonas</b> AB	Member of the board		
	Baltwood UAB	Member of the board		
	Naujieji Verkiai UAB	Director		
Vigmantas Kažukauskas	Naujieji Verkiai UAB	Member of the board		
	Ekotara UAB	Director		
	Ekotara UAB	Member of the board		
	<b>Grigiškių energija,</b> UAB	Director		
	<b>Grigiškių energija</b> , UAB	Member of the board		
	AGR Prekyba UAB	Director		
	Grigiškės AB	Vice president, Purchasing & Logistics		
	Grigiškės AB	Member of the board		
Vytautas Juška	Baltwood UAB	Member of the board		
	<b>Klaipėda Recycling</b> UAB	Member of the board		
	<b>Grigiškių energija</b> UAB	Member of the board		
	Grigiškės AB	Vice President, Finance	Grigiškės AB	0,09
× .	Grigiškės AB	Member of the board		
Nina Šilerienė	<b>Klaipėdos kartonas</b> AB	Member of the board		
	Naujieji Verkiai UAB	Member of the board		



	Business	participation	Capital interest	
Name	Name of enterprise, agency and organisation	Positions	Name of enterprise, agency and organisation	Capital share and votes, %
	Baltwood UAB	Member of the board		
	Ekotara UAB	Member of the board		
	<b>Grigiškių energija</b> UAB	Member of the board		

12.4. Data on the commencement and expiration of the tenure of each managing body

The Supervisory Council of Grigiskes AB was elected on the 26<sup>th</sup> of April 2011 for a 4 years' period (ending in 2015). The Board of the Company was elected on the 26<sup>th</sup> of April 2011 for a 4 years' period (ending in 2015).

### 13. INFORMATION ABOUT COMPLIANCE WITH GOVERNANCE CODE

Grigiskes AB follows a Corporate Governance Code for the Companies Listed on the Vilnius Stock Exchange. Information presented in the Annual Report of 2012 has not undergone any changes.

### 14. REVIEW OF ACTYVITY OF THE GROUP COMPANIES

### 14.1. Material events in the Issuer's activities

- 11.01.2013 The Board meeting on January 10, 2013 approved budget for the year 2013. It is planned that the Group in the year 2013 will reach a turnover of LTL 330 Mio. (EUR 95.6 Mio). It is also planned that GRIGISKES AB in the year 2013 will reach a turnover of LTL 148 Mio (EUR 42.8 Mio). These forecasts are not audited.
- 13.02.2013 The decision of the Board of the Bank of Lithuania to temporary restrict operation of **"Ūkio bankas" AB has no significant direct effect on activities and results of GRIGISKES** AB or other companies of the Group.
- 21.02.2013 On 20th February 2013, GRIGISKES AB and SEB bank AB signed a loan supply contract for LTL 35 Mio (EUR 10.1 Mio). This begins the third stage of the investment program announced in April 2011. The loan to be obtained as a result of the financing contract signed yesterday will be used to purchase a new paper manufacturing machine.
- 28.02.2013 Over the year 2012 the consolidated turnover of GRIGISKES AB Group outmeasured LTL 290 Mio (EUR 84 Mio). Over the same period the turnover of GRIGISKES AB outmeasured LTL 111.0 Mio (EUR 32.1 Mio). Over the year 2012 the consolidated profit before taxes of GRIGISKES AB Group reached LTL 9.97 Mio (EUR 2.9 Mio). The Company's profit before taxes reached LTL 8.7 Mio (EUR 2.5 Mio).
- 28.03.2013 Company considers various alternatives of expansion of Company's business, including the possible raising of additional capital of the Company by way of secondary public offering of shares of the Company.
- 02.04.2013 The Annual General Meeting of Shareholders of GRIGISKES AB is convened by initiative and the decision of the Board of the Company on the 26 April, 2013 at 11 a.m.
- 04.04.2013 The Board meeting of GRIGISKES AB on 4th of April 2013 decided to provide Annual General Meeting of Shareholders of GRIGISKES AB to be held on 26th of April, 2013, the following information and documents: consolidated annual report of the Company for the year 2012, Auditor's report for the year 2012 and the set of



consolidated annual financial statements and annual financial statements of the **Company for the year 2012, project of appropriation of the Company's profit for the** year 2012, Draft decisions on the agenda of the Annual General Meeting of Shareholders of GRIGISKES AB to be held on 26th of April, 2013 proposed by the Board, the general ballot paper.

05.04.2013 Over the year 2012 the audited consolidated turnover of GRIGISKES AB Group outmeasured LTL 290 Mio (EUR 84 Mio). Over the same period the audited turnover of GRIGISKES AB outmeasured LTL 111.0 Mio (EUR 32.1 Mio).

Over the year 2012 the Company's audited profit before taxes reached LTL 8.7 Mio (EUR 2.5 Mio). Audited consolidated profit before taxes of GRIGISKES AB Group reached LTL 10.64 Mio (EUR 3.1 Mio).

- 11.04.2013 The agenda of the Annual General Meeting of Shareholders of GRIGISKES AB scheduled for 26 April, 2013 at 11:00 a.m. was supplemented by the proposal and the decision of the Board.
- 11.04.2013 In the Annual General Meeting of Shareholders of GRIGISKES AB, to be held on 26-04-2013 it is intended to consider the question regarding withdrawal of the pre-emptive **right of shareholders of the Company to acquire the new issue of Company's share**s of par value of up to LTL 5,700,000.
- 24.04.2013 During the 1st quarter of 2013, the Group achieved the consolidate sales turnover of LTL 76.2 million (EUR 22.1 million). During the same period in question, the Company's sales amounted to LTL 32.5 million (EUR 9.4 million). During the reporting period, the Group earned LTL 1.88 million (EUR 0.5 million) and

the Company earned LTL 1.44 million (EUR 0.4 million) profit before taxes.

- 26.04.2013 The General Meeting of shareholders of GRIGISKES AB was held on 26-04-2013. The meeting heard the consolidated annual report of the Company for the year 2012 and **the Auditor's report** for the year 2012 and made decisions.
- 29.04.2013 GRIGISKES AB invites investors and other interested parties to participate in webinar on the secondary public offering (SPO) and Company's future plans on May 13, 2013 at 16:00 (EET).
- 06.05.2013 GRIGISKES AB has changed the date of the organized webinar on the SPO and **Company's future plans and invites shareholders, investors, mass media** representatives and other stakeholders to participate in its investor conference webinar on 20 May, 2013 at 16:00 (EET).
- 14.05.2013 On 14 May 2013, the Bank of Lithuania approved the prospectus of issue of GRIGISKES AB ordinary registered shares.
- 22.05.2013 On May 20, GRIGISKES AB organized its Investor Conference Online Webinar for investors and other stakeholders. The recorded GRIGISKES AB webinar is available online: http://bit.ly/Grigiskes\_record.
- 27.05.2013 During the secondary public offering of newly issued GRIGISKES AB shares investors have submitted subscriptions for significantly greater amount of shares than was offered oversubscription is approximately equal to 2.8. Investors were offered to acquire up to 5,700,000 newly issued ordinary registered shares, which account for **approximately 8.7% of the company's increased share capital. Shares were offered at** the price of 0.51 EUR (1.76 LTL).

- 30.05.2013 Decisions of the Board of GRIGISKES AB regarding determination and allocation of the final number of new shares the Company has issued.
- 31.05.2013 On 30 May 2013 the amended Articles of Association of Grigiskes AB (the "Company") were registered with the Register of Legal Persons after the increase of the authorised capital of the Company up to LTL 65,700,000 and the Company's shares of the new issue (5,700,000 units) were introduced to the Main List of AB NASDAQ OMX Vilnius stock exchange and admitted to trading. The authorised capital of the Company was increased after the placement of a new issue of the Company's shares, of the total nominal value of LTL 5,700,000, following the resolutions of the annual general meeting of shareholders of the Company held on 26 April 2013.
- 31.05.2013 During the 1st quarter of 2013, the Group achieved the consolidate sales turnover of LTL 76.2 million (EUR 22.1 million). It is LTL 3.5 million (EUR 1.0 million) or 5% more than during the 1st quarter in 2012. During the same period in question, the Company's sales amounted to LTL 32.5 million (EUR 9.4 million), which is LTL 6.9 million (EUR 2.0 million) or 27% more than in the same period last year.
- 03.06.2013 GRIGISKES AB has received notification from managers of the Company and related parties on the transactions in issuer's securities.
- 11.06.2013 Carrying out the project Construction of 10 MW steam boiler using renewable energy resources at GRIGISKES AB (No. VP3-3.4-**Ū**M-02-K-02-020) GRIGISKES AB and Enerstena UAB signed a contract for design and equipment supply, on the 10th of June, 2013.
- 02.07.2013 Implementing the investment program GRIGISKES AB and TOSCOTEC S.p.A. signed a contract for a new paper manufacturing machine design, supply and installation. Under this contract TOSCOTEC S.p.A. undertook obligations to deliver and install equipment and to start the production of paper till the end of the year 2014.
- 23.07.2013 During the 1st half of 2013, the Group achieved the consolidate sales turnover of LTL 156.4 million (EUR 45.3 million). During the same period in question, the Company's sales amounted to LTL 67.9 million (EUR 19.7 million). During the reporting period, the Group earned LTL 4.6 million (EUR 1.4 million) and the Company earned LTL 3.1 million (EUR 0.9 million) profit before taxes.
- 04.09.2013 SEB Bank has issued a loan of LTL 11 million (EUR 3.2 million) to Klaipedos Kartonas AB, a subsidiary of GRIGISKES AB. The loan funds will be used for the construction of a new 22.5 MW capacity boiler house. The project will enable the company to have an up to 100 per cent supply of green energy produced by burning wood waste bought by the company.
- 18.09.2013 GRIGISKES AB has received notification from managers of the Company and related parties on the transactions in issuer's securities.
- 23.09.2013 During the eight months of 2013, the Group achieved the consolidate sales turnover of LTL 214.8 million (EUR 62.2 million). During the same period in question, the Company's sales amounted to LTL 95.1 million (EUR 27.5 million). During the reporting period, the Group earned LTL 9.2 million (EUR 2.7 million) and the Company earned LTL 2.8 million (EUR 0.8 million) profit before taxes.
- 25.09.2013 GRIGISKES AB has received notification from managers of the Company and related parties on the transactions in issuer's securities.

- 17.10.2013 GRIGISKES AB has received notification from managers of the Company and related parties on the transactions in issuer's securities.
- 23.10.2013 During the nine months of 2013, the Group achieved the consolidate sales turnover of LTL 244.5 million (EUR 70.8 million). During the same period in question, the Company's sales amounted to LTL 108.5 million (EUR 31.4 million). During the reporting period, the Group earned LTL 11.7 million (EUR 3.4 million) and the Company earned LTL 6.1 million (EUR 1.8 million) profit before taxes.
- 04.11.2013 GRIGISKES AB has received notification from managers of the Company and related parties on the transactions in issuer's securities.
- 29.11.2013 Taking into account the actual results, forecasted financial indicators for the year 2013 and the effect of the return on investment, The Board of GRIGISKES AB will propose to the Ordinary Annual General Meeting of Shareholders to distribute for dividends for 2013 of not less than two times higher than the dividend per share was paid for 2012, if the Company earns a targeted profit.
- 13.12.2013 GRIGISKES AB has received notification from managers of the Company and related parties on the transactions in issuer's securities.
- 17.12.2013 GRIGISKES AB has received notification from managers of the Company and related parties on the transactions in issuer's securities.
- 20.12.2013 It is planned that the Group in the year 2014 will reach a turnover of LTL 360 Mio. (EUR 104.3 Mio). The Group's profit before taxes will reach LTL 20 Mio (EUR 5.8 Mio). It planned that GRIGISKES AB in the year 2014 will reach a turnover of LTL 170 Mio (EUR 49.2 Mio). The company will earn a profit before taxes of LTL 7.5 Mio (EUR 2.2 Mio).
- 23.12.2013 GRIGISKES AB has received notification from managers of the Company and related parties on the transactions in issuer's securities.
- 27.12.2013 GRIGISKES AB has received notification from managers of the Company and related parties on the transactions in issuer's securities.

### 14.2. Newest events in the Issuer's activities

- 02.01.2014 GRIGISKES AB has received notification from managers of the Company and related parties on the transactions in issuer's securities.
- 14.3. Offices and branches

Company has Country marketing representatives operating in Latvia, Estonia and Poland. No new offices or branches are planned to open in 2014.

### 13.4. Risk factors

Information about financial risk management is provided in notes of annual audited consolidated statements of 2012. There are no material changes in financial risk management during twelve months of year 2013.



#### 14.5. Suppliers

14.5.1 table. Countries of suppliers' of main raw materials and materials for the Company over the twelve months of the year

Come line to a secondaria	2013	2012
Supplier's country	%	%
Lithuania	68,5	70,2
Finland	8,2	4,2
Estonia	5,5	4,2
Italy	3,7	5,0
Russia	4,1	0,0
Bulgaria	2,2	0,0
Germany	2,2	1,2
Poland	2,3	2,2
Belarus	1,0	0,2
Hungary	0,0	0,2
Latvia	0,6	1,0
Austria	0,4	0,7
Switzerland	0,4	9,9
other countries	0,9	1,0
TOTAL	100,0	100,0

### 14.6. Segment information

For management purposes, the Group is organized into three and the Company is organized into two operating business units based on their products produced and have three reportable segments: paper, hardboard and wood processing, raw material for corrugated cardboard and related production:

14.6.1. table. Consolidated segments of the Group over the twelve months of the year 2013

	Paper and paper products	Hardboard and wood products	Raw material for corrugated cardboard, and related production	Unallocated	Eliminations	TOTAL
Sales	98.535.483	74.222.521	155.431.787	605.411	-	328.795.202
Sales between segments	-	(9.381.473)	(17.219.014)	(19.081.594)	45.682.081	-
Non-consolidated segment sales	98.535.483	83.603.994	172.650.801	18.178.514	(45.682.081)	328.795.202
Cost of sales	(79.208.506)	(61.391.817)	(135.696.243)	(474.050)	-	(276.770.616)
Gross profit	19.326.977	12.830.704	19.735.544	131.361	-	52.024.586
Depreciation and amortization	8.304.048	4.497.961	10.253.741	4.285.173	-	27.340.923
Segment property, plant and equipment and intangible assets	56.487.000	27.687.689	93.136.324	35.969.420	-	213.280.433
Segment capital expenditure	15.887.332	4.222.850	23.665.844	8.602.253	-	52.378.279



	Paper and paper products	Hardboard and wood products	Raw material for corrugated cardboard, and related production	Unallocated	TOTAL	
Sales	98.535.483	-	30.392.675	19.687.005	148.615.163	
Cost of sales	(79.208.506)	-	(27.089.743)	(18.678.452)	(124.976.701)	
Gross profit	19.326.977	-	3.302.932	1.008.553	23.638.462	
Depreciation and amortization	8.304.048	-	3.387.742	4.285.173	15.976.963	
Segment property, plant and equipment and intangible assets	56.487.000	_	19.034.730	35.969.420	111.491.150	
Segment capital expenditure	15.887.332	-	406.375	8.602.253	24.895.960	

14.6.2. table. Segments of the Company over the twelve months of the year 2013.

14.6.3. table. Consolidated segments of the Group over the twelve months of the year 2012

	Paper and paper products	Hardboard and wood products	Raw material for corrugated cardboard, and related production	Unallocated	Eliminations	TOTAL
Sales	71.481.074	75.904.591	141.679.995	450.906	-	289.516.566
Sales between segments	-	(9.694.898)	(11.637.262)	(20.313.535)	41.645.695	-
Non-consolidated segment sales	71.481.074	85.599.489	153.317.257	20.764.441	(41.645.695)	289.516.566
Cost of sales	(54.515.940)	(63.198.880)	(125.891.123)	(364.083)	-	(243.970.026)
Gross profit	16.965.134	12.705.711	15.788.872	86.823	-	45.546.540
Depreciation and amortization	6.787.025	4.358.049	7.862.588	4.345.756	-	23.353.418
Segment property, plant and equipment and intangible assets	48.891.243	27.990.824	80.360.367	31.689.323	-	188.931.757
Segment capital expenditure	14.926.127	1.782.696	13.874.431	452.234	-	31.035.488



	Paper and paper products	Hardboard and wood products	Raw material for corrugated cardboard, and related production	Unallocated	TOTAL
Sales	71.481.074	-	18.274.698	21.295.223	111.050.995
Cost of sales	(54.515.940)	-	(16.631.424)	(19.803.202)	(90.950.566)
Gross profit	16.965.134	-	1.643.274	1.492.021	20.100.429
Depreciation and amortization	6.787.025	-	1.223.832	4.345.755	12.356.612
Segment property, plant and equipment and intangible assets	48.891.243	-	21.994.752	31.689.322	102.575.317
Segment capital expenditure	14.926.127	-	9.629.791	452.234	25.008.152

### 14.6.4. table. Segments of the Company over the twelve months of the year 2012

### 14.6.5. table. Group's and Company's countries of sales

		Gro	bup		Company			
Country	twelve mon	ths of 2013	twelve mor	oths of 2012	twelve months of 2013		twelve months of 2012	
, 	thousand litas	%	thousand litas	%	thousand litas	%	thousand litas	%
Lithuania	94.218	28,66	90.643	31,31	77.295	52,01	64.291	57,89
Latvia	26.861	8,17	28.452	9,83	16.822	11,32	11.437	10,30
Poland	57.640	17,53	45.857	15,84	9.741	6,55	2.022	1,82
Sweden	12.799	3,89	14.438	4,99	5.141	3,46	6.347	5,72
Denmark	15.068	4,58	12.144	4,19	13.230	8,90	10.040	9,04
Estonia	18.376	5,59	20.203	6,98	10.639	7,16	7.711	6,94
The Netherlands	25.885	7,87	1.860	0,64	-	-	56	0,05
Slovakia	3.208	0,98	3.477	1,20	2.092	1,41	2.499	2,25
Finland	11.013	3,35	5.794	2,00	5.837	3,93	1.168	1,05
Great Britain	248	0,08	-	-	-	-	-	-
Norway	79	0,02	625	0,22	79	0,05	625	0,56
Czech Republic	775	0,24	5.839	2,02	-	-	274	0,25
Germany	3.123	0,95	2.310	0,80	118	0,08	50	0,05
Belarus	9.834	2,99	8.420	2,91	1.773	1,19	1.352	1,22
Hungary	2.883	0,88	1.947	0,67	1.469	0,99	319	0,29
Italy	4.696	1,43	2.278	0,79	-	-	-	-
France	1.098	0,33	2.637	0,91	-	-	-	-
Ukraine	33.836	10,29	35.954	12,42	1.727	1,16	639	0,58
Russia	5.026	1,53	4.560	1,58	2.035	1,37	1.420	1,28
Other countries	2.129	0,65	2.078	0,72	617	0,42	800	0,72
Total	328.795	100,00	289.517	100,00	148.615	100,00	111.051	100,00

14.7. Strategy of the activity and plans for the close future

The Board meeting on December 19, 2013 approved budget for the year 2014.

It is planned that the Group which consists of companies GRIGISKES AB, Baltwood UAB, Klaipedos kartonas AB, Mena Pak OAO and Klaipeda Recycling UAB in the year 2014 will reach a turnover of LTL



360 Mio. (EUR 104.3 Mio). The Group's profit before taxes will reach LTL 20 Mio (EUR 5.8 Mio). It is also planned that EBITDA of the Group will reach LTL 51 Mio. (EUR 14,8 Mio.) in 2014.

It planned that GRIGISKES AB in the year 2014 will reach a turnover of LTL 170 Mio (EUR 49.2 Mio). The company will earn a profit before taxes of LTL 7.5 Mio (EUR 2.2 Mio). It is also planned that EBITDA of GRIGISKES AB will reach LTL 24 Mio. (EUR 6.95 Mio.) in 2014.

These goals will be achieved by expanding the Group's sales in the local and foreign markets. The profitability will be increased by implementing energy-saving and energy cost reduction investment projects.

These forecasts are not audited.

14.8. Financial indicators

14.8.1. table. Group's financial indicators

Financial ratios	2009	2010	2011	2012	2013
EBITDA	21.904.985	35.625.442	40.792.205	35.586.189	43.613.973
EBITDA profitability	18,4%	14,5%	13,3%	12,3%	13,3%
Gross margin	17,0%	13,3%	15,1%	15,7%	15,8%
Operating margin	4,3%	6,1%	6,3%	4,6%	5,3%
Net margin	2,2%	3,1%	4,2%	3,2%	4,2%
ROE, %	4,0%	9,8%	13,8%	9,1%	11,7%
ROA, %	2,0%	4,2%	5,2%	3,7%	5,0%
Current ratio	0,85	0,81	0,87	0,66	0,79
Quick ratio	0,50	0,52	0,50	0,40	0,51
Cash to current liabilities	0,015	0,020	0,032	0,015	0,028
P/E	21,22	21,29	7,49	12,21	12,95
Earnings per share	0,04	0,13	0,21	0,16	0,19
Dividend per share	0,02	0,02	0,02	0,02	*
Dividend payout ratio	0,46	0,16	0,09	0,13	*
Debt to equity ratio	0,80	1,64	1,45	1,32	1,20
Debt to total assets ratio	0,44	0,60	0,57	0,55	0,52

\* - indicator for the year 2013 will be calculated after the Ordinary General Shareholders' Meeting approves a dividend for the year 2013.

### 14.8.2. table. Company's financial indicators

Financial ratios	2009	2010	2011	2012	2013
EBITDA	20.569.459	16.126.187	22.507.154	20.608.752	22.737.926
EBITDA profitability	18,7%	12,4%	14,1%	18,6%	15,3%
Gross margin	17,0%	10,9%	14,4%	18,1%	15,9%
Operating margin	4,8%	1,8%	5,7%	8,3%	5,2%
Net margin	2,7%	1,2%	8,5%	7,6%	4,8%
ROE, %	4,5%	2,0%	15,7%	8,8%	6,6%
ROA, %	2,4%	1,1%	9,0%	5,4%	4,1%
Current ratio	1,12	0,71	0,68	0,49	0,88
Quick ratio	0,74	0,47	0,49	0,33	0,61
Cash to current liabilities	0,007	0,009	0,002	0,005	0,008
P/E	18,57	105,65	7,07	13,43	18,72
Earnings per share	0,05	0,03	0,23	0,14	0,10



Dividend per share	0,02	0,02	0,02	0,02	*
Dividend payout ratio	0,40	0,79	0,09	0,17	*
Debt to equity ratio	0,69	0,76	0,54	0,57	0,54
Debt to total assets ratio	0,41	0,41	0,33	0,35	0,33

\* - indicator for the year 2013 will be calculated after the Ordinary General Shareholders' Meeting approves a dividend for the year 2013.

*4.9. Related party transactions* 

All transactions with related persons were carried out at market prices.

AB "Klaipėdos kartonas" – subsidiary of Grigiškės AB.

Baltwood UAB – subsidiary of Grigiškės AB.

Mena Pak PAT – subsidiary of Grigiškės AB.

AGR Prekyba UAB – subsidiary of Grigiškės AB.

Ginvildos Investicija UAB – major shareholders of Grigiškės AB.

Didma UAB, Remada UAB and Naras UAB – companies related to companies related to the members of Supervisory Council.

Ekotara UAB – subsidiary of the group not subject to consolidation.

Naujieji Verkiai UAB – subsidiary of the group not subject to consolidation.

### Klaipėda Recycling UAB – subsidiary of Grigiškės AB.

Grigiškių energija UAB – subsidiary of the group not subject to consolidation.

14.9.1. table. Group's transactions with related persons over the twelve months of 2013. Balances of amounts receivable/payable in relation thereto on the 31<sup>st</sup> of December 2013 (LTL)

	Sales of goods and services	Acquisition of goods and services	Receivable from related persons	Amounts payable to related persons
Ginvildos Investicija UAB	-	163.812	-	-
Didma UAB	1.467	105.874	-	-
Naujieji Verkiai UAB	11.372	-	1.019	-
Total	12.839	269.686	1.019	-

14.9.2. table. Company's transactions with related persons over the twelve months of 2013. Balances of amounts receivable/payable in relation thereto on the 31<sup>st</sup> of December 2013 (LTL)

	Sales of goods and services	Acquisition of goods and services	Receivable from related persons	Amounts payable to related persons
Baltwood UAB	19.481.784	9.396.675	-	4.160.875
Ginvildos Investicija UAB	-	163.812	-	-
Didma UAB	1.467	105.874	-	-
Klaipėda Recycling UAB	145.662	394.737	129.816	-
Klaipėdos kartonas AB	154.849	16.580.862	2.965.704	114.739
Naujieji Verkiai UAB	11.372	-	1.019	-
Total	19.795.134	26.641.960	3.096.539	4.275.614



#### **15. FINANCIAL INFORMATION**

### 15.1. Statement of financial position

	Nictor	The (	Group	The Co	mpany
	Notes	31.12.2013	31.12.2012	31.12.2013	31.12.2012
ASSETS					
Non-current assets:					
Property, plant and equipment	15.7.	204.601.723	180.022.200	107.081.287	98.025.181
Investment property	15.8.	3.097.468	3.237.646	3.097.468	3.237.646
Intangible assets	15.9.	15.943.343	16.034.012	1.312.395	1.312.490
Investments into subsidiaries	15.10		-	40.755.923	40.755.923
Non-current receivables		251.467	319.318	1.487.305	278.019
Deferred income tax assets			-	323.631	153.650
Total non-current assets		223.894.001	199.613.176	154.058.009	143.762.909
CURRENT ASSETS:					
Cash and cash equivalents	15.12	2.494.118	1.239.577	288.460	195.749
Loans granted			-		-
Accounts receivables	15.11	41.265.614	30.993.674	19.218.805	13.621.147
Inventories	15.13	24.724.409	21.297.591	9.600.139	6.717.904
Other assets		853.688	964.596	2.133.367	335.881
TOTAL CURRENT ASSETS		69.337.829	54.495.438	31.240.771	20.870.681
TOTAL ASSETS		293.231.830	254.108.614	185.298.780	164.633.590
EQUITY AND LIABILITIES					
Εουιτγ					
Share capital	15.14	65.700.000	60.000.000	65.700.000	60.000.000
Share premium		3.863.357	-	3.863.357	-
Legal reserve		5.322.763	4.898.670	5.322.763	4.898.670
Foreign currency translation reserve		(1.477.324)	(354.420)		-
Retained earnings		51.339.768	39.461.183	39.867.674	34.826.430
Non-controlling interests		2.243.269	2.100.568		-
ΤΟΤΑΙ ΕQUITY		126.991.833	106.106.001	114.753.794	99.725.100
Grants and subsidies		14.149.996	8.214.716	8.851.957	8.099.580
Non-current liabilities:			0.211.110	0.001.707	0.077.000
Non-current borrowings	15.15	59.106.353	50.728.916	19.766.430	11.217.373
Financial lease obligations	15.15	2.149.937	3.184.230	1.845.366	2.865.026
Loans to subsidiaries and associated		2.147.737	3.104.230		2.003.020
companies			-	4.000.000	-
Deferred income tax liability		2.417.898	1.999.364		-
Non-current employee benefits		766.807	648.608	303.806	169.349
Long-term trade and other payables		124.301	186.451	203.995	186.451
TOTAL NON-CURRENT LIABILITIES		64.565.296	56.747.569	26.119.597	14.438.199
CURRENT LIABILITIES:					
Current portion of long term loans	15.15	12.249.759	14.285.395	4.944.803	7.265.600
Current borrowings	15.15	8.538.212	22.763.353	8.144.336	14.356.272
Current portion of financial lease obligations		1.349.810	3.254.648	1.098.956	2.762.658
Income tax payable			574.615		493.885
Trade and other payable	15.16	65.386.924	42.162.317	21.385.337	17.492.296
TOTAL CURRENT LIABILITIES		87.524.705	83.040.328	35.573.432	42.370.711
TOTAL EQUITY AND LIABILITIES		293.231.830	254.108.614	185.298.780	164.633.590

### 15.2. Statements of comprehensive income

									LTL
			The G	iroup			The Con	npany	
	No tes	January <del>-</del> December 2013	January <b>–</b> December 2012	October – December 2013	October – December 2012	January <del>-</del> December 2013	January <del>-</del> December 2012	October – December 2013	October – December 2012
Revenue		328.795.202	289.516.566	84.334.541	70.799.131	148.615.163	111.050.995	40.143.178	29.791.812
Cost of sales		276.770.616	243.970.026	71.302.795	58.811.341	124.976.701	90.950.566	34.726.179	24.423.641
Gross profit		52.024.586	45.546.540	13.031.746	11.987.790	23.638.462	20.100.429	5.416.999	5.368.171
Other operating income	15. 16.	2.080.760	2.347.237	935.429	(964.692)	1.100.570	3.510.466	378.858	447.827
Selling and distribution expenses		23.351.310	21.580.698	5.975.526	5.538.332	9.922.379	7.399.223	2.632.165	2.228.228
General and administrative expenses		12.936.819	12.282.835	3.605.540	3.405.783	6.626.897	6.192.489	1.767.404	1.944.294
Other operating expenses	15. 17.	477.087	829.978	308.581	236.545	401.170	807.772	202.921	381.947
Profit from operations		17.340.130	13.200.266	4.077.528	1.842.438	7.788.586	9.211.411	1.193.367	1.261.529
Other finance income		178.245	532.398	151.285	206.002	20.530	506.841	(5.882)	(94.383)
Other finance expenses		2.132.099	3.090.245	584.190	1.078.163	711.177	1.000.251	143.364	105.604
Profit before income tax		15.386.276	10.642.419	3.644.623	970.277	7.097.939	8.718.001	1.044.121	1.061.542
Income tax		1.740.897	1.311.878	1.314.714	391.640	432.602	236.133	6.872	(416.298)
NET PROFIT		13.645.379	9.330.541	2.329.909	578.637	6.665.337	8.481.868	1.037.249	1.477.840
Other comprehensive									
Exchange differences on translation of foreign operations		(1.122.904)	(294.643)	(782.831)	(124.544)	-	-	-	-
Total comprehensive income for the year, net of tax		12.522.475	9.035.898	1.547.078	454.093	6.665.337	8.481.868	1.037.249	1.477.840
Profit attributable to:									
The shareholders of the Company		13.502.678	9.358.500	2.259.829	628.278	6.665.337	8.481.868	1.037.249	1.477.840
Non-controlling interests		142.701	(27.959)	70.080	(49.641)	-	-	-	-
Total of attributable profit		13.645.379	9.330.541	2.329.909	578.637	6.665.337	8.481.868	1.037.249	1.477.840
Comprehensive income attributable to:									
The shareholders of the Company		12.379.774	9.063.857	1.476.998	503.734	6.665.337	8.481.868	1.037.249	1.477.840
Non-controlling interests		142.701	(27.959)	70.080	(49.641)	-	-	-	-
Total attributable comprehensive income		12.522.475	9.035.898	1.547.078	454.093	6.665.337	8.481.868	1.037.249	1.477.840
Basic and diluted earnings per share		0,206	0,16	0,031	0,01	0,101	0,141	0,011	0,025

### GRIGIŠKĖS

### 15.3. Statement of changes in equity

								LIL
The Group	Not es	Share capital	Share premium	Legal reserve	Rate of exchange influence	Non- controllin g interest	Retained earnings	Total
31 December 2011		60.000.000		4.221.919	(59.777)	2.977.858	31.356.702	98.496.702
Transfer to legal reserve				676.751			(676.751)	
Other comprehensive income (expenses)					(294.643)			(294.643)
Dividends paid						(226.599)	(1.200.000)	(1.426.599)
Sales to non-controlling interest		-	-	-	-	(622.732)	622.732	-
Net profit		-	-	-	-	(27.959)	9.358.500	9.330.541
31 December 2012		60.000.000	-	4.898.670	(354.420)	2.100.568	39.461.183	106.106.001
Transfer to legal reserve		-	-	424.093	-	-	(424.093)	-
Increase in share capital		5.700.000	3.863.357	-	-	-	-	9.563.357
Dividends paid		-	-	-	-	-	(1.200.000)	(1.200.000)
Other comprehensive income (expenses)		-	-	-	(1.122.904)	-	-	(1.122.904)
Net profit		-	-	-	-	142.701	13.502.678	13.645.379
31 December 2013		65.700.000	3.863.357	5.322.763	(1.477.324	2.243.269	51.339.768	126.991.833

LTL Rate of Not Share Share Legal Other Retained The Company Total exchange capital premium reserve earnings reserves es influence 31 December 2011 4.221.919 28.221.313 60.000.000 --92.443.232 \_ Transfer to legal reserve 676.751 (676.751) -----Dividends paid -(1.200.000) (1.200.000) -\_ \_ \_ Net profit 8.481.868 8.481.868 -----31 December 2012 34.826.430 60.000.000 -4.898.670 -99.725.100 -Transfer to legal reserve 424.093 (424.093) -----Increase in share capital 5.700.000 3.863.357 -9.563.357 -Dividends paid -----(1.200.000)(1.200.000)-Net profit ---\_ 6.665.337 6.665.337 31 December 2013 65.700.000 3.863.357 5.322.763 39.867.674 114.753.794 --

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#### 15.4. Statements of Cash flows

				LTL
	The G	· · · · · · · · · · · · · · · · · · ·		mpany
	31.12.2013	31.12.2012	31.12.2013	31.12.2012
OPERATING ACTIVITIES				
Profit before income tax	15.386.276	10.642.419	7.097.939	8.718.001
Adjustments for:				
Depreciation and amortization	26.273.843	22.385.923	14.949.340	11.397.341
Elimination of financial activity results	1.953.854	2.557.847	690.647	493.410
Loss (profit) on disposal of fixed assets	(298.222)	(872.433)	(85.803)	(2.277.355)
Loss (profit) on disposal of emission rights	(48.394)	-	-	-
Provisions (reversal) for slow moving inventory, write off to net realisable value and low value inventory	315.273	(552.338)	348.479	(67.837)
Provision for doubtful accounts receivable (reversal), write off of bad accounts receivables	(191.729)	4.896	16.640	141.446
Property, plant and equipment impairment losses (reversal)	(6.250)	(6.250)	(6.250)	(6.250)
TOTAL	43.384.651	34.160.064	23.010.992	18.534.430
Changes in current assets and liabilities:				
(Increase) decrease in other assets	110.908	81.665	(1.797.486)	29.134
Decrease (increase) in trade and other accounts receivables	(10.012.360)	(814.047)	(5.573.584)	1.690.658
Decrease (increase) in inventories	(3.760.198)	3.815.525	(3.230.617)	(1.182.558)
Increase (decrease) in trade and other accounts payable	22.185.514	243.970	3.976.887	1.412.383
TOTAL	8.523.864	3.327.113	(6.624.800)	1.949.617
Interest paid	(1.765.138)	(2.490.845)	(678.200)	(990.120)
Income tax paid	(2.085.449)	(1.603.601)	(1.186.926)	(287.008)
NET cash from operating activities	48.057.928	33.392.731	14.521.066	19.206.919
INVESTING ACTIVITIES	40.037.920	33.392.731	14.321.000	19.200.919
	(50,000,00()		(0.4.7(0.100)	(01 (0( 1( 0)
Purchase of noncurrent assets and intangible assets	(52.002.006)	(27.242.546)	(24.769.100)	(21.606.162)
Investments in subsidiaries	-	-	-	(5.000)
Issue of shares	9.563.357	-	9.563.357	-
Proceeds on disposal noncurrent assets	595.011	1.050.004	95.120	774.313
Grants and subsidies received	7.002.360	449.920	1.780.000	326.560
Proceeds on disposal of emission rights	48.394	-	-	-
Interest received	11.968	13.403	19.306	13.195
Repayment of loans granted	-	-	(1.250.000)	-
Net cash (used in) investing activities	(34.780.916)	(29.579.587)	(14.561.317)	(23.899.084)
FINANCING ACTIVITIES				
Dividends paid	(1.200.000)	(1.426.599)	(1.200.000)	(1.200.000)
Repayments of loans and mortgages	(10.736.099)	(14.128.196)	(4.049.640)	(3.605.072)
Proceeds from loans and mortgages	4.027.900	10.635.834	4.027.900	8.587.409
Short-term loans increase (decrease)	(1.175.141)	1.576.202	38.064	1.969.122
Loans received from subsidiaries and related persons	-	-	4.000.000	-
Receipts of finance lease liabilities	455.290	3.282.898	130.475	2.926.444
Repayments of finance lease liabilities	(3.394.421)	(4.648.515)	(2.813.837)	(3.861.227)
Net cash (used in) financing activities	(12.022.471)	(4.708.376)	132.962	4.816.676
Net (decrease)/increase in cash	1.254.541	(895.232)	92.711	124.511
CASH AND CASH EQUIVALENTS BEGINNING OF THE PERIOD	1.239.577	2.134.809	195.749	71.238
CASH AND CASH EQUIVALENTS END OF THE PERIOD	2.494.118	1.239.577	288.460	195.749

### 15.5. Basis of preparation

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS), as adopted by the European Union. In all material aspects the same accounting principles have been followed as in the preparation of financial statements for the year 2012.

### 15.6. Significant accounting policies

### The consolidated financial statements of the Group include AB Grigiškes and its subsidiaries.

Subsidiaries are fully consolidated from the date of acquisition, being the date on which the Company or the Group obtains control, and continue to be consolidated until the date when such control ceases. The financial statements of the subsidiaries are prepared for the same reporting period as the parent company, using consistent accounting policies. All intra-group balances, transactions, unrealised gains and losses resulting from intra-group transactions and dividends are eliminated in full.

Total comprehensive income within a subsidiary is attributed to the non-controlling interest even if that results in a deficit balance. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- Derecognises the assets (including goodwill) and liabilities of the subsidiary;
- Derecognises the carrying amount of any non-controlling interest;
- Derecognises the cumulative translation differences, recorded in equity;
- Recognises the fair value of the consideration received;
- Recognises the fair value of any investment retained;
- Recognises any surplus or deficit in profit or loss;
- **Reclassifies the parent's share of components previously** recognised in other comprehensive income to profit or loss or retained earnings, as appropriate.

### Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, measured at acquisition date fair value and the amount of any non-controlling interest in the acquiree. For each business combination, the acquirer measures the non-controlling interest in the acquiree either at fair value or at the **proportionate share of the acquiree's identifiable net assets.** Acquisition costs incurred are expensed and included in administrative expenses.

If the business combination is achieved in stages, the acquisition date fair value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date through profit or loss. Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration which is deemed to be an asset or liability, will be recognised in accordance with IAS 39 either in profit or loss or as a change to other comprehensive income. If the contingent consideration is classified as equity, it should not be remeasured until it is finally settled within equity.

Goodwill is initially measured at cost being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interest over the net identifiable assets acquired and liabilities assumed.

If this consideration is lower than the fair value of the net assets of the subsidiary acquired, the difference is recognised in the statement of comprehensive income.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the **acquisition date, allocated to each of the Group's cash**-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill forms part of a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this circumstance is measured based on the relative values of the operation disposed of and the portion of the cash-generating unit retained.

### Measurement and presentation currency

The amounts shown in these financial statements are presented in the local currency of the Republic of Lithuania – Lithuanian litas (LTL).

The functional currency of the Company and its subsidiaries operating in Lithuania is Lithuanian litas. The functional currencies of foreign subsidiaries are the respective foreign currencies of the country of residence. Items included in the financial statements of these subsidiaries are measured using their functional currency.

Transactions in foreign currencies are initially recorded in the functional currency as at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rate of exchange as at the date of the statement of financial position. Non-monetary items carried at cost are translated using the exchange rate at the date of the transaction.

The assets and liabilities of foreign subsidiaries are translated into Litas at the reporting date using the rate of exchange as at the date of the statement of financial position, and their statements of comprehensive income are translated at the weighted average exchange rates for the year. The exchange differences arising on this translation are recognised in other comprehensive income. On disposal of a foreign subsidiary, the deferred cumulative amount recognised in other comprehensive income. Starting from 2 February 2002, litas is pegged to euro at the rate of LTL 3.4528 for EUR 1, and the

exchange rates in relation to other currencies are set daily by the Bank of Lithuania.

### Investments in subsidiaries (the Company)

Investments in subsidiaries in the Company's stand-alone financial statements are carried at cost, less impairment.

At the end of 2011 the Company transferred a segment of its operations to one of its 100% subsidiaries. From the point of view of separate financial statements of AB Grigiškės, this is in-kind contribution to the existing subsidiary. There is no guidance under IFRS on how to account for business contributions by the parent in its separate financial statements.

The Company made a decision to determine an appropriate accounting treatment. The policy followed was to recognise an increased investment in the subsidiary based on the fair value of the additional shares received and therefore recognise a gain/loss on disposal of the net assets of the segment transferred to the subsidiary (measured as the difference between fair value of shares received and the carrying values of the assets transferred).



Intangible assets other than goodwill

Intangible assets acquired separately are measured initially at cost. The cost of intangible assets acquired in a business combination is stated at fair value as at the date of acquisition. Intangible assets are recognised if it is probable that future economic benefits that are attributable to the asset will flow to the enterprise and the cost of asset can be measured reliably.

The useful lives of intangible assets are assessed to be either finite or indefinite.

After initial recognition, intangible assets with finite lives are measured at cost less accumulated amortisation and any accumulated impairment losses. Intangible assets are amortised on a straight-line basis over their useful lives:

Land lease right	90 years
Licenses, patents and etc.	3 years
Software	1–3 years
Other intangible assets	3–4 years

Intangible assets are assessed for impairment whenever there is an indication that the intangible asset may be impaired.

The useful lives, residual values and amortisation method are reviewed annually to ensure that they are consistent with the expected pattern of economic benefits from items in intangible assets other than goodwill.

The Group and the Company do not have any intangible assets with infinite useful life other than goodwill.

### Property, plant and equipment

Property, plant and equipment are stated at cost (or deemed cost – see below) less accumulated depreciation and impairment losses.

Before 31 December 2010, buildings were accounted as follows:

- The Company's buildings, acquired before 1 January 1996, were stated at indexed cost less indexed accumulated depreciation and impairment losses.
- The Company's buildings, acquired after 1 January 1996, were stated at acquisition cost less accumulated depreciation and impairment losses.

As at 31 December 2010, according to the exception available under IFRS 1, part of buildings, acquired before 1 January 1996, were measured at fair values, determined as at that date by independent property valuer, and these values were used as deemed cost at that date.

After 31 December 2010 all property, plant and equipment are stated at cost less accumulated depreciation and impairment losses.

The initial cost of property, plant and equipment comprises its purchase price, including nonrefundable purchase taxes and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditures incurred after the property, plant and equipment is ready for its intended use, such as repair and maintenance costs, are normally charged to the statement of comprehensive income in the period the costs are incurred. Depreciation is computed on a straight-line basis over the following estimated useful lives:

Buildings and structures	8–91 years
Machinery and equipment	5–10 years
Vehicles	6–8 years
Other equipment and other assets	4–5 years

The useful lives, residual values and depreciation method are reviewed annually to ensure that they are consistent with the expected pattern of economic benefits from items in property, plant and equipment.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of comprehensive income in the year the asset is derecognised.

Construction in progress is stated at cost. This includes the cost of construction, plant and equipment and other directly attributable costs. Construction-in-progress is not depreciated until the relevant assets are completed and put into operation.

### Investment property

Investment property, including part of buildings and structures, is held for earning rentals and / or for capital appreciation rather than for use in the production, provision of services, or for administration purposes or sale.

Investment property is stated at historical cost less accumulated depreciation and adjusted for impairment loss, if any. Depreciation is calculated on the straight-line method to write-off the cost of each asset to their residual values over their estimated useful life: 10–50 years.

Transfers to and from investment property are made only when there is an evidence of change in an **asset's use.** For a transfer from investment property to owner-occupied property, the deemed cost for subsequent accounting is the carrying value of investment property at the date of change in use. If owner-occupied property becomes an investment property the Company and the Group account for such property in accordance with the policy stated under property, plant and equipment up to the date of change in use. The deemed cost for subsequent investment property accounting is the carrying value at the time of assets' transfer.

### **Emission allowances**

The EU Emission Allowance Trading Scheme was established by Directive 2003/87/EC and commenced on 1 January 2005. The first phase ran for the three-year period from 2005 to 2007; the second runs for five years from 2008 to 2012 to coincide with the first Kyoto Commitment Period. **The scheme works on a 'Cap and Trade' basis. EU Member States' governments are required to set an** emission cap for each phase for all 'installations' covered by the Scheme; this cap is established in the National Allocation Plan (NAP), which is issued by the relevant authority in each Member State. The NAP describes the amount of yearly emissions (measured in tonnes of carbon dioxide equivalents) permitted per installation for each phase for which allowances will be allocated on an annual basis.

Member States are required to allocate allowances to installations by 28 February each year according to the NAP (a certain number of allowances are kept in reserve for new installations).

Member States must ensure that by 30 April of the following year at the latest, that the operator of each installation surrenders a number of allowances equal to the total emissions from that installation during the preceding calendar year.

The Company and the Group apply a net liability approach in accounting for the emission allowances received. It records the emission allowances granted to it at a nominal (nil) amount. Liabilities for emissions are recognised only as emissions are made (provisions are never made on the basis of the expected future emissions) and only when the reporting entity has made emissions

in excess of the allowances held. The Company and the Group have chosen a system that measures deficits on the basis of an annual allocation of emission allowances.

The outright sale of emission allowances is recorded as a sale at the fair value of consideration received. Any difference between the fair value of the consideration received and its carrying amount is recorded as a gain or loss, irrespective of whether this creates an actual or an expected deficit of the allowances held. When a sale creates an actual deficit an additional liability is recognised with a charge to the income statement.

### Financial assets

The Group's and the Company's financial assets are classified as either financial assets at fair value through profit or loss, held-to-maturity investments, loans and receivables, and available-for-sale financial assets, as appropriate. All purchases and sales of financial assets are recognised on the trade date. When financial assets are recognised initially, they are measured at fair value, plus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs.

### Financial assets at fair value through profit or loss

The category financial assets at fair value through profit or loss includes financial assets classified as held for trading. Financial assets are classified as held for trading if they are acquired for the purpose of selling in the near term. Gains or losses on investments held for trading are recognised in statement of comprehensive income.

The Group and the Company does not have any financial instruments at fair value through profit or loss as at 31 December 2012 and 2011.

### Held-to-maturity investments

Non-derivative financial assets with fixed or determinable payments and fixed maturity are classified as held-to-maturity when the Group / the Company has the positive intention and ability to hold to maturity. Investments that are intended to be held-to-maturity are subsequently measured at amortised cost. Gains and losses are recognised in the statement of comprehensive income when the investments are derecognised or impaired, as well as through the amortisation process.

The Group and the Company does not have any held-to-maturity investments as at 31 December 2012 and 2011.

### Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Receivables are initially recorded at the fair value of the consideration given. Loans and receivables are subsequently carried at amortised cost using the effective interest method less any allowance for impairment. Gains and losses are recognised in the statement of comprehensive income when the loans and receivables are derecognised or impaired, as well as through the amortisation process. Allowance for doubtful receivables is evaluated when the indications leading to the impairment of accounts receivable are noticed and the carrying amount of the receivable is reduced through use of an allowance account. Impaired debts are derecognised (written off) when they are assessed as uncollectible.

### Available-for-sale financial assets

Available-for-sale financial assets are those non-derivative financial assets that are designated as available-for-sale or are not classified in any of the three preceding categories. After initial recognition available-for-sale financial assets are measured at fair value with unrealized gains or losses (except impairment and gain or losses from foreign currencies exchange) being recognised in other comprehensive income until the investment is derecognised or until the investment is

determined to be impaired at which time the cumulative gain or loss previously reported in other comprehensive income is included in the statement of comprehensive income.

The Group and the Company does not have any available for sale financial assets as at 31 December 2012 and 2011.

### Offsetting financial assets and financial liabilities

Financial assets and liabilities are offset and the net amount is reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis, or realise the asset and settle the liability simultaneously.

Derecognition of financial assets and liabilities

### Financial assets

A financial asset (or, where applicable a part of a financial asset or part of a group of similar financial assets) is derecognised when:

- the rights to receive cash flows from the asset have expired;
- the Group / the Company retains the right to receive cash flows from the asset, but has assumed an obligation to pay them in full without material delay to a third party under a 'pass through' arrangement; or
- the Group / the Company has transferred its rights to receive cash flows from the asset and either (a) has transferred substantially all the risks and rewards of the asset, or (b) has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group / the Company has transferred its rights to receive cash flows from an asset and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred **control of the asset**, **the asset is recognised to the extent of the Group's continuing involvement in** the asset. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group / the Company could be required to repay.

### Financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in the statement of comprehensive income.

### Inventories

Inventories are valued at the lower of cost or net realisable value. Net realisable value is the selling price in the ordinary course of business, less the costs of completion, marketing and distribution. Cost of inventory is determined by the first-in, first-out (FIFO) method. The cost of finished goods and work in progress includes the applicable allocation of fixed and variable overhead costs based on a normal operating capacity. Unrealisable inventory has been fully written-off.



### Cash and cash equivalents

Cash includes cash on hand and cash with banks. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash with original maturities of 3 months or less and that are subject to an insignificant risk of change in value.

For the purposes of the cash flow statement, cash and cash equivalents comprise cash on hand and in current bank accounts as well as deposits in bank with original term equal to or less than 3 months.

### Borrowings

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective assets. All other borrowing costs are expensed in the period they occur.

The Group and the Company capitalise borrowing costs for all qualifying assets where construction was commenced on or after 1 January 2009. However, there were no significant borrowing costs matching the capitalisation criteria in 2012 and in 2011.

Borrowings are initially recognised at fair value of proceeds received, less the costs of transaction. They are subsequently carried at amortised cost, the difference between net proceeds and redemption value being recognised in the net profit or loss over the period of the borrowings. The borrowings are classified as non-current if the completion of a refinancing agreement before the date of the statement of financial position provides evidence that the substance of the liability at the date of the statement of financial position was long-term.

### Financial lease and operating lease

The determination of whether an arrangement is, or contains a lease is based on the substance of the arrangement at inception date of whether the fulfilment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset.

### Financial lease - Group and the Company as a lessee

The Group and the Company recognise financial leases as assets and liabilities in the statement of financial position at amounts equal at the inception of the lease to the fair value of the leased property or, if lower, to the present value of the minimum lease payments. The rate of discount used when calculating the present value of minimum payments of financial lease is the interest rate of **financial lease payment**, when it is possible to determine it, in other cases, Company's incremental interest rate on borrowings applies. Directly attributable initial costs are included into the asset value. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability.

The depreciation is accounted for financial lease assets and it also gives rise to financial expenses in **the Group's and the Company's statement of comprehensive income for each accounting period.** The depreciation policy for leased assets is consistent with that for depreciable assets that are owned. The leased assets cannot be depreciated over the period longer than lease term, unless the Group or the Company, according to the lease contract, gets transferred their ownership after the lease term is over.

Operating lease - the Group and the Company as lessee

Leases where the lessor retains all the risk and benefits of ownership of the asset are classified as operating leases. Operating lease payments are recognised as an expense in the income statement on a straight-line basis over the lease term.

The gains from discounts provided by the lessor are recognised as a decrease in lease expenses over the period of the lease using the straight-line method.

If the result of sales and lease back transactions is operating lease and it is obvious that the transaction has been carried out at fair value, any profit or loss is recognised immediately. If the sales price is lower than the fair value, any profit or loss is recognised immediately, except for the cases when the loss is compensated by lower than market prices for lease payments in the future. The profit is then deferred and it is amortised in proportion to the lease payments over a period, during which the assets are expected to be operated. If the sales price exceeds the fair value, a deferral is made for the amount by which the fair value is exceeded and it is amortised over a period, during which the assets are expected to be operated.

### Operating lease - the Group and the Company as lessor

Assets leased under operating lease in the balance sheet of the Group and the Company are accounted for depending on their nature. Income from operating lease is recognised as other income in the statement of income within the lease period using the straight-line method. All the discounts provided to the operating lessee are recognised using straight-line method during the lease period by reducing the lease income. Initial direct expenses incurred in order to generate lease income are included in the carrying value of the leased asset.

### Non-current employee benefits

According to the requirements of Lithuanian Labour Code, each employee leaving the Group or the Company at the age of retirement is entitled to a one-off payment in the amount of 2-month salary.

The past service costs are recognised as an expense on a straight-line basis over the average period until the benefits become vested. Any gains or losses appearing as a result of curtailment and/or settlement are recognised in the statement of comprehensive income as incurred.

The above mentioned employee benefit obligation is calculated based on actuarial assumptions, using the projected unit credit method. Obligation is recognised in the statement of financial position and reflects the present value of these benefits on the preparation date of the statement of financial position. Present value of the non-current obligation to employees is determined by discounting estimated future cash flows using the discount rate which reflects the interest rate of the Government bonds of the same currency and similar maturity as the employment benefits. Actuarial gains and losses are recognised in the statement of comprehensive income as incurred.

### Financial guarantee contracts

Financial guarantees provided for the liabilities of the sister companies (i.e. companies controlled by the same parent) during the initial recognition are accounted at estimated fair value as distribution to shareholder and financial liability in the balance sheet. Subsequent to initial recognition this financial liability is amortised and recognised as income depending on the related amortisation / repayment of the sister company's financial liability to the bank. If there is a possibility that the sister company may fail to fulfil its obligations to the bank, a financial liability of the Company is accounted for at the higher of amortised value and the value estimated according to IAS 37 Provisions, Contingent Liabilities and Contingent Assets.

### Grants and subsidies

Grants and subsidies (hereinafter "grants") intended for the purchase, construction or other acquisition of non-current assets are considered as asset-related grants. Assets received free of charge are also allocated to this group of grants. The amount of the asset related grants is recognised in profit and loss gradually according to the depreciation rate of the assets associated

with this grant. In the statement of comprehensive income, a relevant expense account is reduced by the amount of grant amortisation.

Grants received as a compensation for the expenses or unearned income of the current or previous reporting period, also, all the grants, which are not grants related to assets, are considered as grants related to income. The income-related grants are recognised as used in parts to the extent of the expenses incurred during the reporting period or unearned income to be compensated by that grant.

### Trade and other payable

Trade payables are initially measured at fair value and are subsequently measured at amortised cost, using the effective interest rate method.

The nominal or cost value of the other payables is assumed to appropriate their fair value, if these are current liabilities.

### Income tax

The Group companies are taxed individually, irrespective of the overall results of the Group. Income tax charge is based on profit for the year and considers deferred taxation. The charge for taxation included in these financial statements is based on the calculation made by the management in accordance with tax legislation of the Republic of Lithuania and Ukraine.

Income tax rate of 15% has been introduced starting from 1 January 2010 for companies operating in the Republic of Lithuania. Standard income tax rate in Ukraine for the year 2012 was 21% (until 1 April 2011 – 25%, after 1 April 2011 – 23%).

Tax losses can be carried forward for indefinite period, except for the losses incurred as a result of disposal of securities and/or derivative financial instruments and for the losses accumulated in the Ukrainian company (under the Ukrainian law, losses can be carried forward for 4 years). Such carrying forward is disrupted if the Company changes its activities due to which these losses incurred except when the Company does not continue its activities due to reasons which do not depend on the Company itself. The losses from disposal of securities and/or derivative financial instruments can be carried forward for 5 consecutive years and can only be used to reduce the taxable income earned from the transactions of the same nature.

Deferred taxes are calculated using the liability method. Deferred taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Deferred tax assets and liabilities are measured using the tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled based on tax rates enacted or substantially enacted at the date of the statement of financial position.

Deferred tax assets have been recognised in the statement of financial position to the extent the management believes it will be realised in the foreseeable future, based on taxable profit forecasts. If it is believed that part of the deferred tax is not going to be realised, this part of the deferred tax asset is not recognised in the financial statements.



### Revenue recognition

Revenue is recognised when it is probable that the economic benefits associated with the transaction will flow to the enterprise and the amount of the revenue can be measured reliably. Sales are recognised net of VAT and discounts.

Revenue from sales of goods is recognised when delivery has taken place and transfer of risks and rewards has been completed. Group entity UAB Baltwood is engaged in production of wooden houses. When product is ready, the contractor approves the order and makes payment, while product is brought to the contractor only after separate notice. The entity recognises income and expenses at the moment when contractor gives notice that order is completed as it is stated in the agreement that risks related to the product are then transferred to contractor.

Revenue from services is recognised when services are rendered.

Dividend income from subsidiaries is recognised in the Company's stand-alone financial statements when the dividends are declared by the subsidiary.

Interest income is recognised on an accrual basis (using the effective interest rate). Interest income is included in financial and investing activities result in statement of comprehensive income.

Rental income arising from operating leases on investment properties is accounted for on a straight line basis over the lease terms.

### Impairment of assets

#### Financial assets

Financial assets are reviewed for impairment at each date of the statement of financial position.

For financial assets carried at amortised cost, whenever it is probable that the Company will not collect all amounts due according to the contractual terms of loans or receivables, an impairment or bad debt loss is recognised in the statement of comprehensive income. The reversal of impairment losses previously recognised is recorded when the decrease in impairment loss can be justified by an event occurring after the write-down. Such reversal is recorded in the statement of comprehensive income. However, the increased carrying amount is only recognised to the extent it does not exceed the amortised cost that would have been had the impairment not been recognised.

If there is objective evidence that an impairment loss on an unquoted equity instrument that is not carried at fair value because its fair value cannot be reliably measured, has been incurred, the amount of the loss is measured as the difference between the carrying amount and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset.

### Impairment of non-financial assets

Non-financial assets, except for inventories and deferred income tax, are reviewed for impairment whenever events or changes in circumstances indicate that carrying amount of an asset may not be recoverable. Whenever the carrying amount of an asset exceeds its recoverable amount, an impairment loss is recognised in the statement of comprehensive income. Reversal of impairment losses recognised in prior years is recorded when there is an indication that the impairment losses recognised for the asset no longer exist or have decreased. The reversal is accounted for in the same caption of the statement of comprehensive income as the impairment loss.

An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

Use of estimates in the preparation of financial statements

The preparation of financial statements in conformity with International Financial Reporting Standards requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses and disclosure of contingencies. The significant areas of estimation used in the preparation of the accompanying financial statements relate to depreciation, amortisation, valuation of buildings, non-current employee benefits, impairment evaluation of goodwill, recognition of deferred income tax asset, and impairment evaluation of other assets. Future events may occur which will cause the assumptions used in arriving at the estimates to change. The effect of any changes in estimates will be recorded in the financial statements, when determinable.

At the date of preparing these financial statements, the underlying assumptions and estimates were not subject to a significant risk that from today's point of view it is likely that the carrying amounts of assets and liabilities will have to be adjusted significantly in the subsequent fiscal year. Should the circumstances change in the future, the estimate may need to be revised and the size of such revision cannot be reasonably estimated at the date of these financial statements.

### Contingencies

Contingent liabilities are not recognised in the financial statements, except for contingent liabilities associated with acquisitions. They are disclosed unless the possibility of an outflow of resources embodying economic benefits is remote.

A contingent asset is not recognised in the financial statements but disclosed when an inflow or economic benefits are probable.

### Comparative information

Where necessary comparative figures have been adjusted to conform to changes in presentation of all Group companies in the current year. In the financial statements of the Group, the amount of LTL 5,979 thousand was reclassified from cost of sales: the amount of LTL 5,290 thousand related to transportation expenses was transferred to selling and distribution expenses, and the amount of LTL 689 thousand related to depreciation and salaries' expenses was transferred to general and administrative expenses. Therefore, amounts of cost of sales, selling and distribution expenses and general and administrative expenses, presented in the Consolidated Statement of comprehensive income for the year 2011, amounts of cost of sales of 'Raw material for corrugated cardboard and related production' in segment information and related notes for selling and distribution expenses and general and administrative expenses were changed to conform with current year presentation.

### Subsequent events

Subsequent events that provide additional information about the Group's / the Company's position at the date of statements of financial position (adjusting events) are reflected in the financial statements. Subsequent events that are not adjusting events are disclosed in the notes when material.

### 15.7. Non-current assets

On the 31st of December 2013 Group's non-current assets consisted of the following, LTL

The Group	Buildings and constructions	Machinery and Equipment	Vehicles	Other assets	Construction in progress and prepayments	Total
Modified cost						
31 December 2012	94.507.119	185.040.118	6.221.751	5.648.462	10.733.486	302.150.936
Additions	645.990	4.125.759	607.888	1.074.355	44.891.109	51.345.101
Disposals	(686.524)	(1.588.411)	(637.838)	(255.146)	-	(3.167.919)
Transfers	1.223.059	12.308.841	11.706	62.966	(13.606.572)	-
Rate of exchange influence	(353.192)	(230.672)	(30.426)	(15.400)	-	(629.690)
31 December 2013	95.336.452	199.655.635	6.173.081	6.515.237	42.018.023	349.698.428
Accumulated depreciation and impairment						
31 December 2012	12.763.760	102.009.792	3.965.428	3.389.756	-	122.128.736
Depreciation	4.407.212	20.023.142	779.842	864.494	-	26.074.690
Impairment loss/(reversal)	(6.250)	-	-	-	-	(6.250)
Disposals	(450.227)	(1.585.580)	(601.726)	(251.704)	-	(2.889.237)
Rate of exchange influence	(92.165)	(105.400)	(6.406)	(7.263)	-	(211.234)
31 December 2013	16.622.330	120.341.954	4.137.138	3.995.283	-	145.096.705
Carrying amount						
31 December 2012	81.743.359	83.030.326	2.256.323	2.258.706	10.733.486	180.022.200
31 December 2013	78.714.122	79.313.681	2.035.943	2.519.954	42.018.023	204.601.723

All of the Group's property, plant and equipment are held for its own use.

On the 31<sup>st</sup> of December 2013, the part of the Group's property, plant and equipment with a carrying value of 101.059 thousand Litas (31 December 2012 – 96.630 thousand Litas) is pledged as a security for repayment of the loans granted by banks.

The Company	Buildings and constructions	Machinery and Equipment	Vehicles	Other assets	Construction in progress and prepayments	Total
Modified cost						
31 December 2012	32.777.206	113.404.902	2.087.855	2.780.544	9.803.525	160.854.032
Additions	648.535	2.391.718	156.611	447.835	20.822.571	24.467.270
Disposals	(383.244)	(1.384.081)	(342.581)	(207.722)	-	(2.317.628)
Transfers	-	7.320.743	-	-	(7.320.743)	-
31 December 2013	33.042.497	121.733.282	1.901.885	3.020.657	23.305.353	183.003.674
Accumulated depreciation and impairment						
31 December 2012	4.394.843	55.116.583	1.326.902	1.990.523	-	62.828.851
Depreciation	1.965.333	12.810.916	285.344	346.407	-	15.408.000
Impairment loss/(reversal)	(6.250)	-	-	-	-	(6.250)
Disposals	(383.243)	(1.383.576)	(333.741)	(207.654)	-	(2.308.214)
Transfers	-	-	-	-	-	-
31 December 2013	5.970.683	66.543.923	1.278.505	2.129.276	-	75.922.387
Carrying amount						
31 December 2012	28.382.363	58.288.319	760.953	790.021	9.803.525	98.025.181
31 December 2013	27.071.814	55.189.359	623.380	891.381	23.305.353	107.081.287

On the 31st of December 2013 Company's non-current assets consisted of the following, LTL

All of the Company's property, plant and equipment are held for its own use.

On the 31<sup>st</sup> of December 2013, the part of the Company's property, plant and equipment with a carrying value of 52.508 thousand Litas (31 December 2012 – 38.706 thousand Litas) is pledged as a security for repayment of the loans granted by banks.

### 15.8. Investment property

On the 31<sup>st</sup> of December 2013 Group's and Company's investment property consisted of the following, LTL:

Group / Company	Buildings and constructions	Total
Modified cost		
31 December 2012	3.620.000	3.620.000
Additions	-	-
Disposals	-	-
Transfers	-	-
31 December 2013	3.620.000	3.620.000
Accumulated depreciation and impairment		
31 December 2012	382.354	382.354
Depreciation	140.178	140.178
Disposals	-	-
Transfers	-	-
31 December 2013	522.532	522.532
Carrying amount		
31 December 2012	3.237.646	3.237.646
31 December 2013	3.097.468	3.097.468

### 15.9. Intangible assets

On the 31<sup>st</sup> of December 2013 Group's intangible assets consisted of the following, LTL:

The Group	Land lease rights	Licenses, patents	Software	Prestige	Other assets and prepayments	Total
Cost						
31 December 2012	2.400.000	91.409	1.888.506	10.362.101	3.151.293	17.893.309
Additions	-	37.467	144.663	-	851.048	1.033.178
Disposals	-	-	-	-	-	-
Transfers	-	-	1.170.213	-	(1.170.213)	-
Rate of exchange influence	-	-	(1.463)	-	-	(1.463)
31 December 2013	2.400.000	128.876	3.201.919	10.362.101	2.832.128	18.925.024
Accumulated amortization						
31 December 2012	248.888	64.135	1.019.236		527.038	1.859.297
Amortization	26.667	10.457	501.984	-	586.947	1.126.055
Transfers	-	-	-	-	-	-
Rate of exchange influence	-	-	(3.671)	-	-	(3.671)
31 December 2013	275.555	74.592	1.517.549	-	1.113.985	2.981.681
Carrying amount						
31 December 2012	2.151.112	27.274	869.270	10.362.101	2.624.255	16.034.012
31 December 2013	2.124.445	54.284	1.684.370	10.362.101	1.718.143	15.943.343

On the 31<sup>st</sup> of December **2013, the Group's land lease rights with a carrying value of** 2.124 thousand Litas (31 December 2012 – 2.151 thousand Litas) are pledged as a security for repayment of the loan granted by banks.

On the 31<sup>st</sup> of December 2013, Company's intangible assets consisted of the following, LTL:

The Company	Licenses and patents	Software	Other assets	Total
Cost				
31 December 2012	91.409	1.597.958	660.968	2.350.335
Additions	37.467	119.722	271.501	428.690
Disposals	-	-	-	-
Transfers	-	-	-	-
31 December 2013	128.876	1.717.680	932.469	2.779.025
Accumulated amortization				
31 December 2012	64.135	882.272	91.437	1.037.845
Amortization	10.457	285.583	132.745	428.785
Disposals	-	-	-	-
Transfers	-	-	-	-
31 December 2013	74.592	1.167.855	224.183	1.466.630
Carrying amount				
31 December 2012	27.274	715.686	569.530	1.312.490
31 December 2013	54.284	549.825	708.286	1.312.395

Amortization expenses have been included in administrative expenses.



### 15.10. Investments into subsidiaries

On the 31<sup>st</sup> of December 2013 investments into subsidiaries consisted of the following, LTL:

	The Company		
	31.12.2013	31.12.2012	
Grigiškių energija UAB	10.000	10.000	
Ekotara UAB	10.000	10.000	
AGR Prekyba UAB	13.143.923	13.143.923	
Baltwood UAB	27.592.000	27.592.000	
Total investments in subsidiaries	40.755.923	40.755.923	

15.11. Account receivables

On the 31<sup>st</sup> of December 2013 trade and other receivables consisted of the following, LTL:

	The C	Foup	The Company	
	31.12.2013	31.12.2012	31.12.2013	31.12.2012
Trades receivable	37.648.651	27.755.982	18.494.446	13.659.466
Other receivable	4.126.134	3.938.592	1.036.558	257.240
	41.774.785	31.694.574	19.531.004	13.916.706
Less: allowance for doubtful amounts receivable	(509.171)	(700.900)	(312.199)	(295.559)
Total amounts receivable within one year:	41.265.614	30.993.674	19.218.805	13.621.147

The carrying amount of the Group's and the Company's trade and other receivables approximates their fair value.

The movement for 2013 in the allowance for doubtful amounts receivable consisted of the following, LTL:

	The G	Group	The Company	
	31.12.2013	31.12.2012	31.12.2013	31.12.2012
On the 1 <sup>st</sup> of January	700.900	696.004	295.559	154.113
Change for the year	(228.898)	141.446	16.640	141.446
Reversal of allowance	37.169	(131.837)	-	-
Rate of exchange influence	-	(4.713)	-	-
At the end of the period	509.171	700.900	312.199	295.559

15.12. Cash and cash equivalents

On the 31st of December 2013 cash and cash equivalents consisted of the following:

	The Group		The Company	
	31.12.2013	31.12.2012	31.12.2013	31.12.2012
Cash at bank	2.337.434	1.230.284	258.155	190.585
Cash on hand	156.684	9.293	30.305	5.164
Total	2.494.118	1.239.577	288.460	195.749

### 15.13. Inventories

On the 31<sup>st</sup> of December 2013 inventories consisted of the following:

	The Group		The Company	
	31.12.2013	31.12.2012	31.12.2013	31.12.2012
Materials	11.124.096	8.722.239	4.866.034	3.632.478
Work in progress	4.296.003	2.976.080	1.849.556	1.210.155
Finished goods	10.335.294	9.842.705	4.066.204	2.638.469
Goods in transit	165.982	638.260	-	70.075
	25.921.375	22.179.284	10.781.794	7.551.177
Less: write-down to net realizable value	(1.196.966)	(881.693)	(1.181.655)	(833.273)
Total	24.724.409	21.297.591	9.600.139	6.717.904

On the 31<sup>st</sup> of December 2013, the Group's inventory with carrying amount of 18.814.000 Litas respectively are pledged as a security for the loan granted by the bank (31 December 2012 – the Group's and the Company inventory were pledged respectively 10.000.000 Litas and 4.000.000 Litas).

15.14. Share capital and legal reserve

On the 31<sup>st</sup> of December 2013 share capital consisted of LTL 65.700.000 ordinary shares at a par value of LTL 1 each. All shares were fully paid.

On the 31<sup>st</sup> of December 2013 shareholders of the Company were as follows:

	Number of shares	Proportion of ownership, %
Lithuanian legal entities	26.514.716	40,4
Lithuanian individuals	29.739.968	45,3
Foreign legal entities	9.045.365	13,8
Foreign individuals	399.951	0,5
Total	65.700.000	100

On the 31<sup>st</sup> of December 2013 shareholders of the Company (by country) were as follows:

	Number of shares	Proportion of ownership, %
Lithuania	56.254.684	85,6
USA	6.032.904	9,2
Sweden	1.897.058	2,9
Other countries	1.515.354	2,3
Total	65.700.000	100

The Company has one class of ordinary shares which carry no right to fixed income.

The legal reserve is a compulsory reserve under Lithuanian legislation. Annual contributions of 5 per cent of the net profit are required until the legal reserve reach 10 per cent of the statutory capital. The appropriation is restricted to reduction of the accumulated deficit.

### 15.15. Non-current ant current borrowings

	The Group		The Company	
	31.12.2013	31.12.2012	31.12.2013	31.12.2012
The loans and mortgages are repayable as follows:				
Within one year	20.787.971	37.048.748	13.089.139	21.621.872
In the second year	25.306.337	9.516.216	11.642.638	2.544.628
In the third to fifth years inclusive	33.800.016	41.212.700	8.123.792	8.672.745
	79.894.324	87.777.664	32.855.569	32.839.245
Less: amount due for settlement within one year	(20.787.971)	(37.048.748)	(13.089.139)	(21.621.872)
Amount due for settlement after one year	59.106.353	50.728.916	19.766.430	11.217.373

### 15.16. Trade and other payables

	The Group		The Company	
	31.12.2013	31.12.2012	31.12.2013	31.12.2012
Trade payables	55.709.577	32.807.272	17.891.490	14.203.900
Taxes, salaries and social insurance payable	7.335.891	6.626.734	2.805.681	2.427.363
Advances received	221.779	1.079.743	82.108	244.263
Other payables	2.119.677	1.648.568	606.058	616.770
Total	65.386.924	42.162.317	21.385.337	17.492.296

### 15.17. Other operating income

	The Group		The Company	
	01.01.2013-	01.01.2012-	01.01.2013-	01.01.2012-
	31.12.2013	31.12.2012	31.12.2013	31.12.2012
Gain from disposal of emission rights	48.394	-	-	-
Rent income	291.642	480.038	271.440	455.670
Gain from disposal of fixed assets	298.222	880.767	85.803	2.277.421
Scrap metal recognition	721.274	303.495	161.265	162.459
Insurance compensation	223.826	368.434	127.905	310.901
Other income	497.402	314.503	454.157	304.015
Total	2.080.760	2.347.237	1.100.570	3.510.466

#### 15.18. Other operating expenses

	The Group		The Company	
	01.01.2013-	01.01.2012-	01.01.2013-	01.01.2012-
	31.12.2013	31.12.2012	31.12.2013	31.12.2012
Rent expenses	203.725	141.876	42.322	141.876
Insurance expenses	114.115	476.217	36.051	421.621
Other expenses	159.247	211.885	322.797	244.275
Total	477.087	829.978	401.170	807.772



#### 15.19. Off balance articles

Emission rights movement for the twelve months of 2013

	Amount, pcs.		
	The Group	The Company	
31 December 2012	91.373	87.640	
Emission rights allocated	-	-	
Purchase of emission rights	-	-	
Emission rights used	(33.842)	(254)	
Sale of emission rights	(3.733)	-	
31 December 2013	53.798	87.386	

15.20. Court and arbitration proceedings

Over the twelve months of 2013 the Group and the Company were not involved in any legal proceedings would have a material impact on the financial statements.