

30 of April, 2013

CONFIRMATION OF RESPONSIBLE PERSONS

Following the Rules of preparation and submission of periodic and additional information and the Law on Securities (article 21) of the Republic of Lithuania, management of City Service AB hereby confirms that to the best of our knowledge, the attached Company's consolidated annual set of financial statements for the year 2012 (reviewed by auditors) is prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union, gives a true and fair view of the assets, liabilities, financial position and profit or loss, cash flow of City Service AB and the Consolidated Group. Presented consolidated annual report of the Company for the year 2012 includes a fair review of the development and performance of the business and the position of the Company and the consolidated group in relation to the description of the main risks and contingencies faced thereby.

ENCLOSURE. Consolidated annual set of financial statements for the year 2012 and consolidated annual report for the year 2012.

General Manager

Žilvinas Lapinskas

Finance and Administrative Director

Jonas Janukėnas

AB CITY SERVICE

**CONSOLIDATED AND PARENT COMPANY'S FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 December 2012,
prepared in accordance with International Financial Reporting Standards,
as adopted by the European Union,
presented together with Independent Auditor's Report**

Independent auditor's report to the shareholders of AB City Service

Report on the Financial Statements

We have audited the accompanying financial statements of AB City Service, a public limited liability company registered in the Republic of Lithuania (hereinafter "the Company"), and the consolidated financial statements of AB City Service and its subsidiaries (hereinafter "the Group"), which comprise the statements of financial position as at 31 December 2012, the statements of comprehensive income, changes in equity and cash flows for the year then ended, and notes (comprising a summary of significant accounting policies and other explanatory information).

Management's Responsibility for the Financial Statements

The Company's management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards as adopted by the European Union, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing as set forth by the International Federation of Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.


Opinion

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of AB City Service and the Group as at 31 December 2012, and their financial performance and their cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

Report on Other Legal and Regulatory Requirements

Furthermore, we have read the accompanying consolidated Management Annual Report for the year ended 31 December 2012 and have not noted any material inconsistencies between the financial information included in it and the financial statements for the year ended 31 December 2012.

UAB ERNST & YOUNG BALTIC
Audit company's licence No. 001335



Jonas Akelis
Auditor's licence
No. 000003

The audit was completed on 8 April 2013.

AB CITY SERVICE, company code 123905633, Konstitucijos Ave. 7, Vilnius, Lithuania
CONSOLIDATED AND PARENT COMPANY'S FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 December 2012
(all amounts are in LTL thousand unless otherwise stated)

Statements of financial position

	Notes	Group		Company	
		As of 31 December 2012	As of 31 December 2011	As of 31 December 2012	As of 31 December 2011
ASSETS					
Non-current assets					
Goodwill	4	45,121	69,072	-	-
Other intangible assets	5	76,580	78,692	3	1,186
Property, plant and equipment	6	88,205	52,751	419	4,044
Investment property		370	382	-	-
Investments into subsidiaries	7	-	-	162,045	127,913
Investment into associate	1	588	578	-	-
Non-current receivables	10, 11, 31	2,018	10,960	395	6,733
Deferred income tax asset	26	10,149	9,243	452	736
Total non-current assets		223,031	221,678	163,314	140,612
Current assets					
Inventories	8	5,119	4,040	1	701
Prepayments	9	12,269	8,911	174	252
Trade receivables	10	118,015	76,725	29,158	20,558
Receivables from related parties (including loans granted)	31	950	1,511	55,084	35,284
Other receivables	10	6,797	5,065	331	2,580
Prepaid income tax		2,513	1,845	1,922	1,500
Other current assets		814	206	-	116
Cash and cash equivalents	11	32,914	25,050	129	216
Total current assets		179,391	123,353	86,799	61,207
Total assets		402,422	345,031	250,113	201,819

(cont'd on the next page)

The accompanying notes are an integral part of these financial statements.

AB CITY SERVICE, company code 123905633, Konstitucijos Ave. 7, Vilnius, Lithuania
CONSOLIDATED AND PARENT COMPANY'S FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 December 2012
(all amounts are in LTL thousand unless otherwise stated)

Statements of financial position (cont'd)

	Notes	Group		Company	
		As of 31 December 2012	As of 31 December 2011	As of 31 December 2012	As of 31 December 2011
EQUITY AND LIABILITIES					
Equity					
Share capital	1	31,610	31,610	31,610	31,610
Share premium	12	73,830	73,830	73,830	73,830
Reserves	12, 2.2.	6,993	7,348	9,161	9,161
Retained earnings		71,259	63,451	32,949	33,087
Equity attributable to equity holders of the parent		183,692	176,239	147,550	147,688
Non-controlling interests		2,307	2,231	-	-
Total equity		185,999	178,470	147,550	147,688
Liabilities					
Non-current liabilities					
Non-current borrowings	13	29,716	18,497	29,716	18,417
Financial lease obligations	15	6,255	6,207	253	1,596
Deferred income tax liability	26	13,398	15,306	-	-
Provisions for employee benefits	17	512	419	28	143
Non-current payables	14	4,085	6,232	362	360
Total non-current liabilities		53,966	46,661	30,359	20,516
Current liabilities					
Current loans	13	18,913	856	34,950	3,148
Current portion of non-current borrowings	13	9,498	8,103	9,418	7,116
Current portion of financial lease obligations	15	2,749	3,859	62	569
Trade payables and payables to related parties	18, 31	86,160	72,247	25,117	17,893
Advances received	19	17,936	14,513	1,691	1,490
Income tax payable		2,082	821	-	-
Provisions for employee benefits	17	896	331	-	185
Other current liabilities	20	24,223	19,170	966	3,214
Total current liabilities		162,457	119,900	72,204	33,615
Total equity and liabilities		402,422	345,031	250,113	201,819

The accompanying notes are an integral part of these financial statements.

General Manager	Žilvinas Lapinskas		8 April 2013
Finance Director	Jonas Janukėnas		8 April 2013

Statements of comprehensive income

	Notes	Group		Company	
		2012	2011	2012	2011
Sales	3, 21	534,554	547,843	53,068	115,556
Cost of sales	22	(424,924)	(434,595)	(42,352)	(84,447)
Gross profit		109,630	113,248	10,716	31,109
General and administrative expenses	23	(104,600)	(75,883)	(10,865)	(19,879)
Other operating income	24	29,513	6,617	4,258	625
Other operating expenses	24	(4,638)	(8,456)	(2,429)	(539)
Profit from operations		29,905	35,526	1,680	11,316
Finance income	25	1,544	1,220	19,609	4,795
Finance expenses	25	(9,220)	(2,821)	(13,720)	(2,574)
Share of profit of associates		10	15	-	-
Profit before tax		22,239	33,940	7,569	13,537
Income tax	26	(5,991)	(4,453)	(437)	(1,434)
Net profit		16,248	29,487	7,132	12,103
Other comprehensive income					
Exchange differences on translation of foreign operations		(355)	(112)	-	-
Total comprehensive income for the year, net of tax		15,893	29,375	7,132	12,103
Net profit attributable to:					
The shareholders of the Company		15,078	28,725	7,132	12,103
Non-controlling interests		1,170	762	-	-
		16,248	29,487	7,132	12,103
Total comprehensive income attributable to:					
The shareholders of the Company		14,723	28,613	7,132	12,103
Non-controlling interests		1,170	762	-	-
		15,893	29,375	7,132	12,103
Basic and diluted earnings per share (LTL)	27	0.48	0.91		

The accompanying notes are an integral part of these financial statements.

General Manager	Žilvinas Lapinskas		8 April 2013
Finance Director	Jonas Janukėnas		8 April 2013

AB CITY SERVICE, company code 123905633, Konstitucijos Ave. 7, Vilnius, Lithuania
CONSOLIDATED AND PARENT COMPANY'S FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 December 2012
(all amounts are in LTL thousand unless otherwise stated)

Statements of changes in equity

Group	Notes	Equity attributable to equity holders of the parent							Non-controlling interest	Total
		Share capital	Share premium	Legal reserve	Foreign currency translation reserve	Other reserves	Retained earnings	Subtotal		
Balance as of 1 January 2011		31,610	73,830	2,455	(1,712)	6,000	43,346	155,529	1,396	156,925
Net profit for the year		-	-	-	-	-	28,725	28,725	762	29,487
Other comprehensive income		-	-	-	(112)	-	-	(112)	-	(112)
Total comprehensive income		-	-	-	(112)	-	28,725	28,613	762	29,375
Transfer to legal reserve		-	-	717	-	-	(717)	-	-	-
Acquisition of subsidiary	4	-	-	-	-	-	-	-	73	73
Dividends declared	28	-	-	-	-	-	(7,903)	(7,903)	-	(7,903)
Balance as of 31 December 2011		31,610	73,830	3,172	(1,824)	6,000	63,451	176,239	2,231	178,470
Net profit for the year		-	-	-	-	-	15,078	15,078	1,170	16,248
Other comprehensive income		-	-	-	(355)	-	-	(355)	-	(355)
Total comprehensive income		-	-	-	(355)	-	15,078	14,723	1,170	15,893
Acquisition of subsidiary	4	-	-	-	-	-	-	-	(22)	(22)
Disposal of subsidiary	4	-	-	-	-	-	-	-	(1,072)	(1,072)
Dividends declared	28	-	-	-	-	-	(7,270)	(7,270)	-	(7,270)
Balance as of 31 December 2012		31,610	73,830	3,172	(2,179)	6,000	71,259	183,692	2,307	185,999

(cont'd on the next page)

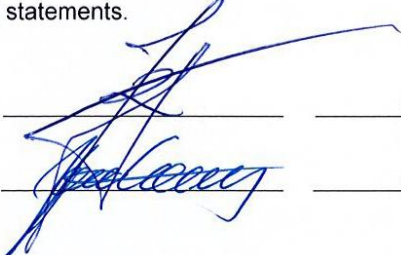

The accompanying notes are an integral part of these financial statements.

AB CITY SERVICE, company code 123905633, Konstitucijos Ave. 7, Vilnius, Lithuania
CONSOLIDATED AND PARENT COMPANY'S FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 December 2012
(all amounts are in LTL thousand unless otherwise stated)

Statements of changes in equity (cont'd)

<u>Company</u>	<u>Notes</u>	<u>Share capital</u>	<u>Share premium</u>	<u>Legal reserve</u>	<u>Other reserves</u>	<u>Retained earnings</u>	<u>Total</u>
Balance as of 1 January 2011		31,610	73,830	2,444	6,000	29,604	143,488
Net profit for the year		-	-	-	-	12,103	12,103
Total comprehensive income		-	-	-	-	12,103	12,103
Transfer to legal reserve		-	-	717	-	(717)	-
Dividends declared	28	-	-	-	-	(7,903)	(7,903)
Balance as of 31 December 2011		31,610	73,830	3,161	6,000	33,087	147,688
Net profit for the year		-	-	-	-	7,132	7,132
Total comprehensive income		-	-	-	-	7,132	7,132
Dividends declared	28	-	-	-	-	(7,270)	(7,270)
Balance as of 31 December 2012		31,610	73,830	3,161	6,000	32,949	147,550

The accompanying notes are an integral part of these financial statements.

General Manager	Žilvinas Lapinskas		8 April 2013
Finance Director	Jonas Janukėnas		8 April 2013

Statements of cash flows

	Notes	Group		Company	
		2012	2011	2012	2011
Cash flows from (to) operating activities					
Net profit		16,248	29,487	7,132	12,103
Adjustments for non-cash items:					
Income tax expenses	26	5,991	4,453	437	1,434
Depreciation and amortisation	5, 6	13,121	12,699	265	1,529
Impairment and write-off of accounts receivable	23	11,472	5,946	(841)	641
Gain from bargain purchase	24	(22,965)	(1,156)	-	-
Loss (gain) on disposal of property, plant and equipment	24	(358)	(636)	(13)	(3)
Dividend (income)	25	-	-	(18,578)	(2,957)
Loss from sale of investments	25	6,906	-	-	-
Impairment of goodwill	3	19,139	-	-	-
Impairment of investments into subsidiaries	7	-	-	11,940	789
Interest (income)	25	(337)	(717)	(936)	(1,757)
Interest expenses	25	1,415	1,724	1,646	1,664
Reversal of discounting effect on long-term trade payables		686	-	-	-
Other financial activity result, net		(821)	-	-	-
Share of net profit of associate		(10)	(15)	-	-
		<u>50,487</u>	<u>51,785</u>	<u>1,052</u>	<u>13,443</u>
Changes in working capital:					
(Increase) decrease in inventories		221	(506)	700	(172)
(Increase) decrease in trade receivables, receivables from related parties, other receivables and other current assets		(46,681)	25,269	(17,131)	24,971
(Increase) decrease in prepayments		(4,834)	2,596	78	(9)
Increase (decrease) in trade payables and payables to related parties		18,727	(23,206)	7,111	(4,759)
Income tax (paid)		(6,061)	(4,318)	(599)	(2,650)
Increase (decrease) in advances received and other current liabilities		6,383	(177)	(4,206)	(4,953)
		<u>18,242</u>	<u>51,443</u>	<u>(12,995)</u>	<u>25,871</u>
Cash flows from (to) investing activities					
(Acquisition) of non-current assets	5, 6	(4,540)	(7,951)	(197)	(843)
Proceeds from sale of non-current assets		1,398	636	2	37
(Acquisition) of investments in subsidiaries (net of cash acquired in the Group)	1, 4, 7	(23,890)	(7,453)	(21)	(707)
Disposal of investments in subsidiaries	1	4,187	-	-	-
Interest received		55	55	78	76
Prepayments for investments		(4,237)	-	-	-
Dividends received		-	-	18,578	2,957
Loans (granted)	31	-	(249)	(42,144)	(3,656)
		<u>(27,027)</u>	<u>(14,962)</u>	<u>(23,704)</u>	<u>(2,136)</u>

(cont'd on the next page)

The accompanying notes are an integral part of these financial statements.

Statements of cash flows (cont'd)

	Note	Group		Company	
		2012	2011	2012	2011
Cash flows from (to) financing activities					
Dividends (paid)		(7,270)	(7,903)	(7,270)	(7,903)
Proceeds from loans		38,489	4,861	54,125	4,861
Financial lease (payments)		(5,148)	(5,343)	(1,850)	(736)
Loans (repaid)		(8,103)	(18,817)	(7,116)	(18,386)
Interest (paid)		(1,319)	(1,664)	(1,277)	(1,651)
Net cash flows from financing activities		16,649	(28,866)	36,612	(23,815)
Net increase (decrease) in cash and cash equivalents		7,864	7,615	(87)	(80)
Cash and cash equivalents at the beginning of the year		25,050	17,435	216	296
Cash and cash equivalents at the end of the year		32,914	25,050	129	216
Supplemental information of cash flows:					
Non-cash investing activity:					
Property, plant and equipment acquisitions financed by finance leases		5,527	6,115	55	1,892
Non-cash increase in share capital of subsidiaries	1	-	-	3,100	-

The accompanying notes are an integral part of these financial statements.

General Manager	Žilvinas Lapinskas		8 April 2013
Finance Director	Jonas Janukėnas		8 April 2013

AB CITY SERVICE
CONSOLIDATED AND PARENT COMPANY'S FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 December 2012
(all amounts are in LTL thousand unless otherwise stated)

Notes to the financial statements

1 General information

AB City Service (hereinafter the Company) is a public limited liability company registered in the Republic of Lithuania on 28 January 1997.

The Company's registered office:
Konstitucijos Ave. 7,
Vilnius, Lithuania.

The Company's address of residence:
Smolensko Str. 12,
Vilnius, Lithuania.

The Group is engaged in facility management, administration of commercial buildings and dwelling-houses, renovation and maintenance of thermal systems, installation and maintenance of thermal installations. The Board of the Company in its meeting of 29 December 2011 adopted the decision that the Company activity shall be a holding enterprise – public company which controls facility management, maintenance, waste management companies in Lithuania and in other countries.

As of 31 December 2012 the number of employees of the Group was 3,959 (as of 31 December 2011 – 3,434).
As of 31 December 2012 the number of employees of the Company was 71 (as of 31 December 2011 – 855).

The shares of AB City Service are traded in the main list of NASDAQ OMX stock exchange since 8 June 2007.

As of 31 December 2012 and 2011 the shareholders of the Company were:

	2012		2011	
	Number of shares held	Owned percentage of the share capital and votes, %	Number of shares held	Owned percentage of the share capital and votes, %
UAB ICOR	20,205,595	63.92 %	20,205,595	63.92 %
AB East Capital Asset Management	3,167,722	10.02 %	3,167,722	10.02 %
Genesis Asset Managers LLP	1,644,183	5.20 %	1,644,183	5.20 %
Other private and institutional shareholders	6,592,500	20.86 %	6,592,500	20.86 %
Total	31,610,000	100 %	31,610,000	100 %

The ultimate parent of the Company is UAB Lag&d, a holding company registered in Lithuania.

The parent of AB City Service, UAB ICOR, has pledged part of the Company's shares, i.e. 13,486,275 units, which constitutes 42.66 % of the authorised capital of the Company, to a bank. The right to transfer, pledge or dispose of the abovementioned shares otherwise has been restricted. All other property and non-property rights of UAB ICOR, as the shareholder, are free from any encumbrances or restrictions.

Share capital of the Company

The share capital of the Company was LTL 31,610 thousand as of 31 December 2012 and 2011. It is divided into 31,610,000 ordinary registered book-entry shares with the nominal value of LTL 1 each.

All shares of the Company are fully paid. The Company does not have any other classes of shares than ordinary shares mentioned above, there are no restrictions of share rights or special control rights for the shareholders set in the articles of association of the Company. No shares of the Company are held by itself or its subsidiaries. No convertible securities, exchangeable securities or securities with warrants are outstanding; likewise, there are no outstanding acquisition rights or undertakings to increase share capital as of 31 December 2012 and 2011.

AB CITY SERVICE
CONSOLIDATED AND PARENT COMPANY'S FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 December 2012
(all amounts are in LTL thousand unless otherwise stated)

1 General information (cont'd)

Structure of the Group

On 31 December the AB City Service group consists of AB City Service and the following directly and indirectly controlled subsidiaries (hereinafter – the Group):

Company	Country	Share of the stock held by the Group as of 31 December 2012	Share of the stock held by the Group as of 31 December 2011	Main activities
UAB Antakalnio būstas	Lithuania	100%	100%	Administration of dwelling-houses
UAB Aukštaitijos būstas	Lithuania	100%	100%	Administration of dwelling-houses
UAB Baltijos būsto priežiūra	Lithuania	100%	100%	Administration of dwelling-houses
UAB Baltijos liftai	Lithuania	100%	100%	Elevator installing & tech. support
UAB Baltijos NT valdymas	Lithuania	100%	-	Real estate management
UAB Baltijos pastatų valdymas	Lithuania	100%	100%	Administration of dwelling-houses
UAB Būsto administravimo agentūra	Lithuania	100%	100%	Administration of dwelling-houses
UAB Dainavos būstas	Lithuania	100%	-	Dormant
UAB Danės būstas	Lithuania	100%	100%	Administration of dwelling-houses
UAB Economus	Lithuania	100%	100%	Administration of dwelling-houses
UAB Ecoservice	Lithuania	100%	100%	Collection and removal of waste
UAB Justiniškių būstas	Lithuania	100%	100%	Administration of dwelling-houses
UAB Jūros būstas	Lithuania	100%	100%	Administration of dwelling-houses
UAB Kauno centro būstas	Lithuania	100%	-	Dormant
UAB Karoliniškių būstas	Lithuania	100%	100%	Administration of dwelling-houses
UAB Komunalinių įmonių kombinatas	Lithuania	99.71%	99.71%	Collection and removal of waste
UAB Lazdynų būstas	Lithuania	100%	100%	Administration of dwelling-houses
UAB Mano būstas LT	Lithuania	100%	100%	Commercial real estate management and building maintenance
UAB Mano sauga	Lithuania	51%	-	Security services
UAB Namų priežiūros centras	Lithuania	100%	100%	Administration of dwelling-houses
UAB Naujamiesčio būstas	Lithuania	100%	100%	Administration of dwelling-houses
UAB Nemuno būsto priežiūra	Lithuania	100%	-	Dormant
UAB Pagėgių savivaldybės komunalinis ūkis	Lithuania	66%	66%	Dormant
UAB Pašilaičių būstas	Lithuania	100%	100%	Administration of dwelling-houses
UAB Pempininkų būstas	Lithuania	100%	100%	Administration of dwelling-houses
UAB Radviliškio būstas	Lithuania	100%	100%	Administration of dwelling-houses
UAB Sinsta	Lithuania	100%	-	Dormant
UAB Skolos LT	Lithuania	100%	100%	Debt collection services
UAB SKT Environmental Services Klaipėda	Lithuania	100%	-	Collection and removal of waste
UAB Specialus autotransportas	Lithuania	100%	100%	Collection and removal of waste
UAB Šiaulių būstas	Lithuania	100%	100%	Administration of dwelling-houses
UAB Šiaulių liftas	Lithuania	100%	100%	Elevator installing & tech. support
UAB Šilutės būstas	Lithuania	99.84%	99.84%	Administration of dwelling-houses
UAB Tvar.com	Lithuania	100%	100%	Collection and removal of waste
UAB Vėtrungės būstas	Lithuania	100%	100%	Administration of dwelling-houses
UAB Vilkpėdės būstas	Lithuania	100%	100%	Administration of dwelling-houses

AB CITY SERVICE
CONSOLIDATED AND PARENT COMPANY'S FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 December 2012
(all amounts are in LTL thousand unless otherwise stated)

UAB Vingio būstas	Lithuania	100%	100%	Administration of dwelling-houses
UAB Viršuliškių būstas	Lithuania	100%	100%	Administration of dwelling-houses
UAB Žaidas	Lithuania	99.33%	99.33%	Administration of dwelling-houses
UAB Žardės būstas	Lithuania	100%	100%	Administration of dwelling-houses
UAB Žirmūnų būstas	Lithuania	100%	-	Administration of dwelling-houses
SIA Riga City Service	Latvia	100%	100%	Facility management
City Service Poland Sp .z.o.o	Poland	100%	-	Dormant
INTERBUD MAX Sp. z.o.o	Poland, Krakow	100%	100%	Dormant
Zespół Zarządców Nieruchomości WAM Sp. z o.o.	Poland	100%	-	Administration of dwelling-houses
ТОВ Київ Сіті Сервіс	Ukraine	100%	100%	Administration of dwelling-houses
ОАО Сити Сервис / ОАО City service	Russia, St. Petersburg	100%	100%	Administration of dwelling-houses
ЗАО Сити Сервис / ЗАО City service	Russia, St. Petersburg	100%	100%	Administration of dwelling-houses
ОАО Специализи-рованное ремонтно-наладочное управление	Russia, St. Petersburg	100%	100%	Construction and engineering
ООО Жилкомсервис № 3 Фрунзенского района	Russia, St. Petersburg	80%	80%	Administration of dwelling-houses
ООО Жилкомсервис № 2 Невского района	Russia, St. Petersburg	-	80%	Administration of dwelling-houses
ООО «Чистый дом»	Russia, St. Petersburg	100%	100%	Maintenance and cleaning of territories
ООО «Управляющая компания -1»	Russia, Stavropol	76%	76%	Administration of dwelling-houses
ООО «ПРОМИНТЕР - управление проектами»	Russia, Stavropol	100%	100%	Administration of dwelling-houses
ООО «Управляющая компания -2»	Russia, Stavropol	76%	76%	Administration of dwelling-houses
ООО «Управляющая компания -3»	Russia, Stavropol	76%	76%	Administration of dwelling-houses
ООО «Управляющая компания -4»	Russia, Stavropol	76%	76%	Administration of dwelling-houses
ООО «Управляющая компания -5»	Russia, Stavropol	76%	76%	Administration of dwelling-houses
ООО «УК -5»	Russia, Stavropol	100%	100%	Administration of dwelling-houses
ООО «Управляющая компания -6» (legal entity code 2635085674)	Russia, Stavropol	76%	76%	Administration of dwelling-houses
ООО «Управляющая компания -6» (legal entity code 2635105070)	Russia, Stavropol	100%	100%	Administration of dwelling-houses
ООО «Жилищная Управляющая компания № 6»	Russia, Stavropol	100%	100%	Administration of dwelling-houses
ООО «Объединенная управляющая компания – 7»	Russia, Stavropol	100%	100%	Administration of dwelling-houses
ООО «Обслуживающая управляющая компания-7»	Russia, Stavropol	100%	100%	Administration of dwelling-houses
ООО «Управляющая компания – 8» (legal entity code 2635085459)	Russia, Stavropol	-	76%	Administration of dwelling-houses
ООО «Управляющая компания – 8» (legal entity code 2635105218)	Russia, Stavropol	100%	100%	Administration of dwelling-houses
ООО «Управляющая компания – 10»	Russia, Stavropol	100%	100%	Administration of dwelling-houses

AB CITY SERVICE
CONSOLIDATED AND PARENT COMPANY'S FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 December 2012
(all amounts are in LTL thousand unless otherwise stated)

1 General information (cont'd)

Changes in the Group in 2012

In 2012 the Group acquired several new subsidiaries and sold two:

- On 26th of September the Group acquired 100 % shares of Žirmūnų būstas UAB, legal entity code 121483222. The acquired company maintains services of administration of dwelling-houses in Vilnius city (Lithuania).
- On 1st of October 51 % of Mano sauga UAB, legal entity code 302628213, shares have been acquired. Mano sauga UAB provides security services in Lithuania.
- On 17th of December the Group acquired 100% shares of Zespół Zarządców Nieruchomości WAM Sp. z o.o. (hereinafter ZZN). ZZN provides residential apartment building management services, also acts as producer and supplier of heat in Poland.
- On 20th of December the Company's subsidiary Specialus autotransportas UAB acquired 100 % shares of SKT Environmental Services Klaipėda UAB, legal entity code 110734883. SKT Environmental Services Klaipėda UAB provides services of collection and removal of waste in Klaipėda region (Lithuania).
- On 31 of August 2012 the Company's subsidiary ОАО Сити Сервис sold the shares of the company operating in Nevskij district of St. Petersburg ООО Жилкомсервис № 2 Невского района. Information about the disposed subsidiary is summarized in the table below:

Date of disposal	ООО Жилкомсервис № 2 Невского района 31 August, 2012
Goodwill	8,924
Non-current assets other than goodwill	11,683
Current assets other than cash and cash equivalents	19,907
Cash and cash equivalents	538
Non-current and current liabilities	(28,909)
Total net assets disposed of	
attributable to equity holders of the parent	11,071
attributable to non-controlling interests	1,072
Currency translation reserve realized on sales	735
 Total consideration received, all consisting of cash and cash equivalents	 4,720

The Group recorded the net loss of LTL 6,675 thousand from the sale of shares of the subsidiary.

- On 20 of November 2012 the Company's subsidiary ОАО Сити Сервис sold the shares of the company operating in the city of Stavropol ООО Управляющая компания-8. Information about the disposed subsidiary is summarized in the table below:

Date of disposal	ООО Управляющая компания-8 20 November, 2012
Goodwill	324
Non-current assets other than goodwill	602
Current assets other than cash and cash equivalents	30
Cash and cash equivalents	3
Non-current and current liabilities	(727)
Total net assets disposed of	
attributable to equity holders of the parent	232
 Total consideration received, all consisting of cash and cash equivalents	 9

The Group recorded the net loss of LTL 231 thousand from the sale of shares of the subsidiary.

AB CITY SERVICE
CONSOLIDATED AND PARENT COMPANY'S FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 December 2012
(all amounts are in LTL thousand unless otherwise stated)

1 General information (cont'd)

Changes in the Group in 2012 (cont'd)

In addition, in 2012 there were several reorganizations (changes in the legal structure of the Group) performed as outlined below:

- On 10-12 January 2012 the Company established three new subsidiaries – Nemuno būsto priežiūra UAB, Baltijos NT valdymas UAB and Neries būstas UAB (now Dainavos būstas UAB). Establishment of the companies is related to planned expansion in Lithuania.
- On 27 March 2012 share capital of Saulės valda UAB (now Šiaulių būstas UAB) was increased by LTL 3.1 million by additional ordinary share issue of 3,100 thousand shares. The share capital was increased by netting off with the receivable from the subsidiary. At the date of issue of these financial statements the share capital of Šiaulių būstas UAB amounts to LTL 3,761,214.
- In May the Company continued the process of brand unification in secondary companies. The names of the companies operating in Šiauliai and Radviliškis were changed. Saulės valda UAB and Radviliškio Komunalinės Paslaugos UAB were changed to Šiaulių būstas UAB and Radviliškio būstas UAB respectively.
- During the first half of the year 2012 the Company has transferred the commercial real estate management, maintenance activities and all the subsidiaries which manage residential facility in Lithuania and perform other activities related with the residential facility management, except for Lazdynų būstas UAB which shares are the object of the litigation, to the subsidiary of the Company City Service LT UAB (legal entity code 300883806 now – Mano būstas LT UAB) direct control. The transfer has been made by implementing the decision of the Board of the Company, adopted on 29 December 2011. The above mentioned internal transfer had no impact towards financial position of the Group.
- On 3rd of July two newly established companies ANVO Baltic UAB (now Kauno centro būstas UAB) and ANV Capital UAB (now Sinsta UAB) have been acquired.
- On 22 November the new subsidiary „City Service Poland“ Sp .z.o.o. was established. This decision is related to the expansion of Group's business activities in Poland.
- Following the provisions of Heat Sector law related to building heating and hot water systems supervision, from 1 July 2012 the Company's subsidiaries do not render the above mentioned services in the multi-apartment buildings in the territories (Vilnius, Kaunas and Klaipeda cities) where the law forbids the mentioned activity. Agreements with the subjects who satisfy law requirements were concluded and at the moment the activity do not violate the law.

More information on the subsidiaries acquired and disposed in 2012 is presented in Note 4 and Note 7.

Changes in the Group in 2011

In 2011 the Group acquired several new subsidiaries in Lithuania, Russia and Poland:

- During January – February 2011 the Group acquired a group of private companies in the city of Stavropol, Russia. The group consists of 15 separate companies. The value of the contract is RUB 68.5 million (equivalent of LTL 5,871 thousand). The acquired companies manage approximately 2 million square meters of residential buildings.
- On the 1 February 2011 the Company's subsidiary „Eco holding“ UAB has acquired 100 % shares of .A.S.A. Vilnius UAB (now Tvar.com UAB), legal entity code 300730461, which provides services of collection and removal of waste. Acquisition cost of the subsidiary is LTL 91 thousand.
- On 1 July 100 % of ООО «Чистый дом», legal entity code 7804437890, shares were acquired. ООО «Чистый дом» provides services of maintenance and cleaning of territories in St. Petersburg city (Russia). The value of the contract is RUB 10 thousand (equivalent of LTL 1 thousand at the date of acquisition).
- As of 31 December 2010 the Company owned 37.2% of shares of Būsto Administravimo Agentūra UAB (acquisition cost of LTL 221 thousand). On 27 July 2011 City Service AB has acquired 5,676 (49.92 %) shares of Būsto Administravimo Agentūra UAB. The shares were acquired after receipt of authorization from the Competition Council of the Republic of Lithuania under the share purchase agreement. On 19th of September, 2011 City Service AB has acquired the remaining part of Būsto Administravimo Agentūra UAB shares (12.88 percent). The total amount of shares acquired in 2011 is LTL 689 thousand. Currently City Service AB owns 100 % of Būsto Administravimo Agentūra UAB shares. Būsto Administravimo Agentūra UAB manages 220 thousand sq. m. of apartment buildings in Kaunas city (Lithuania).
- On the 2 November 2011 the Company's subsidiary has acquired 100 % shares of Lazdijų komunalinis ūkis UAB, legal entity code 265102040, which provides services of collection and removal of waste in Lazdijai district. Acquisition cost of the subsidiary is LTL 1,539 thousand.
- On 28 December 100 % of INTERBUD MAX SP. Z.O.O, legal entity code 122420503, shares were acquired. The acquired company is registered in Krakow (Poland). The value of the contract is the PLN 6.5 thousand (equivalent of LTL 5 thousand at the date of acquisition).

AB CITY SERVICE
CONSOLIDATED AND PARENT COMPANY'S FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 December 2012
(all amounts are in LTL thousand unless otherwise stated)

1 General information (cont'd)

Changes in the Group in 2011 (cont'd)

In addition, in 2011 there were several reorganizations (changes in the legal structure of the Group) performed as outlined below:

- During December 2011 the names of the five companies of the Group have been changed. Antakalnio ūkis UAB, Fervėja UAB, Litmilma UAB, Pašilaita UAB and Vilko pėda UAB have been renamed respectively into Antakalnio būstas UAB, City Service LT UAB, Justiniškių būstas UAB, Pašilaičių būstas UAB and Vilkpėdės būstas UAB.
- During December 2011 reorganization of Eco holding UAB group which is controlled by the Company was completed. As a result, Eco holding UAB was merged into its wholly owned subsidiary Ecoservice UAB. On 4 January 2012 Eco holding UAB was removed from the company register, whereas all the rights and obligations were taken over by Ecoservice UAB.
- During November-December 2011 reorganization of recently acquired Lazdijų komunalinis ūkis UAB was performed. As a result, Lazdijų komunalinis ūkis UAB was merged into Trakų komunalinių įmonių kombinatas UAB. On 23 January 2012 Lazdijų komunalinis ūkis UAB was removed from the company register, whereas all the rights and obligations were taken over by Trakų komunalinių įmonių kombinatas UAB. On 20 January 2012 the title of Trakų komunalinių įmonių kombinatas UAB has been changed into Komunalinių įmonių kombinatas UAB.

Investment into associate

The Group's and the Company's investment in an associate as of 31 December 2012 included an investment in Marijampolės butų ūkis UAB (34% of the share capital), which was acquired on 16 May 2011. The value of the contract is LTL 563 thousand.

The Group accounted for the associate's results attributable to the Group amounting to respectively LTL 10 thousand and LTL 15 thousand in the statement of comprehensive income for the year ended 31 December 2012 and 2011.

Summarized financial information of associate as of 31 December (unaudited):

	UAB Marijampolės butų ūkis	UAB Marijampolės butų ūkis
	2011	2012
Assets	1,596	1,497
Liabilities	946	819
Net assets	650	678
Revenue	2,346	2,360
Net profit	44	28

AB CITY SERVICE
CONSOLIDATED AND PARENT COMPANY'S FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 December 2012
(all amounts are in LTL thousand unless otherwise stated)

2 Accounting policies

2.1. Basis of preparation

These financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS), as adopted by the European Union (hereinafter the EU).

The Company's management authorised these financial statements on 8 April 2013. The shareholders of the Company have a statutory right to either approve these financial statements or not approve them and require the management to prepare a new set of financial statements.

Financial statements of the Group and the Company have been prepared on a historical cost basis.

Adoption of new and/or changed IFRSs and IFRIC interpretations

During the year the Group and the Company has adopted the following IFRS amendments:

- amendment to IFRS 7 *Financial Instruments* - Enhanced Derecognition Disclosure Requirements,
- amendment to IAS 12 *Income tax* - Deferred tax - Recovery of Underlying Assets.

The amendments did not impact the financial statements of the Group and the Company, because the Group and the Company did not have items or transactions addressed by these changes.

Standards issued but not yet effective

The Group and the Company has not applied the following IFRS and IFRIC interpretations that have been issued as of the date of authorisation of these financial statements for issue, but which are not yet effective:

Amendment to IAS 1 *Financial Statement Presentation* - Presentation of Items of Other Comprehensive Income (effective for financial years beginning on or after 1 July 2012)

The amendments to IAS 1 change the grouping of items presented in OCI. Items that could be reclassified (or 'recycled') to profit or loss at a future point in time (for example, upon derecognition or settlement) would be presented separately from items that will never be reclassified. The amendment affects presentation only and has no impact on the Group's and Company's financial position or performance. The Group and the Company have not yet evaluated the impact of the implementation of this amendment.

Amendment to IAS 19 *Employee Benefits* (effective for financial years beginning on or after 1 January 2013)

There are numerous amendments to IAS 19, they range from fundamental changes such as removing the corridor mechanism and the concept of expected returns on plan assets to simple clarifications and re-wording. The Group and the Company have not yet evaluated the impact of the implementation of this amendment.

Amendment to IAS 27 *Separate Financial Statements* (effective for financial years beginning on or after 1 January 2014)

As a result of the new standards IFRS 10, IFRS 11 and IFRS 12 this standard was amended to contain accounting and disclosure requirements for investments in subsidiaries, joint ventures and associates when an entity prepares separate financial statements. IAS 27 *Separate Financial Statements* requires an entity preparing separate financial statements to account for those investments at cost or in accordance with IFRS 9 *Financial Instruments*. The implementation of this amendment will not have any impact on the financial statements of the Group and the Company.

Amendment to IAS 28 *Investments in Associates and Joint Ventures* (effective for financial years beginning on or after 1 January 2014)

As a result of the new standards IFRS 10, IFRS 11 and IFRS 12 this standard was renamed and addresses the application of the equity method to investments in joint ventures in addition to associates. The implementation of this amendment will not have any impact on the financial statements of the Group and the Company.

2 Accounting policies (cont'd)

2.1. Basis of preparation (cont'd)

Amendment to IAS 32 *Financial Instruments: Presentation - Offsetting Financial Assets and Financial Liabilities* (effective for financial years beginning on or after 1 January 2014)

This amendment clarifies the meaning of “currently has a legally enforceable right to set-off” and also clarifies the application of the IAS 32 offsetting criteria to settlement systems (such as central clearing house systems) which apply gross settlement mechanisms that are not simultaneous. The Group and the Company have not yet evaluated the impact of the implementation of this amendment.

Amendment to IFRS 7 *Financial Instruments: Disclosures - Offsetting Financial Assets and Financial Liabilities* (effective for financial years beginning on or after 1 January 2013)

The amendment introduces common disclosure requirements. These disclosures would provide users with information that is useful in evaluating the effect or potential effect of netting arrangements on an entity's financial position. The amendments to IFRS 7 are to be retrospectively applied. The Group and the Company have not yet evaluated the impact of the implementation of this amendment.

IFRS 9 *Financial Instruments* (effective for financial years beginning on or after 1 January 2015, once endorsed by the EU)

IFRS 9 will eventually replace IAS 39. The IASB has issued the first two parts of the standard, establishing a new classification and measurement framework for financial assets and requirements on the accounting for financial liabilities. The Group and the Company have not yet evaluated the impact of the implementation of this standard.

IFRS 10 *Consolidated Financial Statements* (effective for financial years beginning on or after 1 January 2014)

IFRS 10 establishes a single control model that applies to all entities, including special purpose entities. The changes introduced by IFRS 10 will require management to exercise significant judgment to determine which entities are controlled and, therefore, are required to be consolidated by a parent. Examples of areas of significant judgment include evaluating de facto control, potential voting rights or whether a decision maker is acting as a principal or agent. IFRS 10 replaces the part of IAS 27 Consolidated and Separate Financial Statements related to consolidated financial statements and replaces SIC 12 Consolidation — Special Purpose Entities. The Group and the Company have not yet evaluated the impact of the implementation of this standard.

IFRS 11 *Joint Arrangements* (effective for financial years beginning on or after 1 January 2014)

IFRS 11 eliminates proportionate consolidation of jointly controlled entities. Under IFRS 11, jointly controlled entities, if classified as joint ventures (a newly defined term), must be accounted for using the equity method. Additionally, jointly controlled assets and operations are joint operations under IFRS 11, and the accounting for those arrangements will generally be consistent with today's accounting. That is, the entity will continue to recognize its relative share of assets, liabilities, revenues and expenses. The Group and the Company have not yet evaluated the impact of the implementation of this standard.

IFRS 12 *Disclosures of Interests in Other Entities* (effective for financial years beginning on or after 1 January 2014)

IFRS 12 combines the disclosure requirements for an entity's interests in subsidiaries, joint arrangements, investments in associates and structured entities into one comprehensive disclosure standard. A number of new disclosures also will be required such as disclosing the judgments made to determine control over another entity. The Group and the Company have not yet evaluated the impact of the implementation of this standard.

Amendments to IFRS 10, IFRS 12 and IAS 27 - *Investment Entities* (effective for financial years beginning on or after 1 January 2014, once endorsed by the EU)

The amendments apply to entities that qualify as investment entities. The amendments provide an exception to the consolidation requirements of IFRS 10 by requiring investment entities to measure their subsidiaries at fair value through profit or loss, rather than consolidate them. The implementation of this amendment will not have any impact on the financial statements of the Group and the Company, as the Group and the Company are not investment entities.

AB CITY SERVICE
CONSOLIDATED AND PARENT COMPANY'S FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 December 2012
(all amounts are in LTL thousand unless otherwise stated)

2 Accounting policies (cont'd)

2.1. Basis of preparation (cont'd)

IFRS 13 Fair Value Measurement (effective for financial years beginning on or after 1 January 2013)

The main reason of issuance of IFRS 13 is to reduce complexity and improve consistency in application when measuring fair value. It does not change when an entity is required to use fair value but, rather, provides guidance on how to measure fair value under IFRS when fair value is required or permitted by IFRS. The Group and the Company have not yet evaluated the impact of the implementation of this standard.

Improvements to IFRSs (effective for financial years beginning on or after 1 January 2013, once endorsed by the EU)

In May 2012 IASB issued omnibus of necessary, but non-urgent amendments to its five standards:

- IFRS 1 *First-time adoption of IFRS*;
- IAS 1 *Presentation of Financial Statements*;
- IAS 16 *Property, Plant and Equipment*;
- IAS 32 *Financial instruments: Presentation*;
- IAS 34 *Interim Financial Reporting*.

The adoption of these amendments may result in changes to accounting policies but will not have any impact on the financial position or performance of the Group and the Company.

IFRIC Interpretation 20 Stripping Costs in the Production Phase of a Surface Mine (effective for financial years beginning on or after 1 January 2013)

This interpretation applies to stripping costs incurred in surface mining activity during the production phase of the mine ('production stripping costs'). Interpretation will have no impact on the Group's and the Company's financial statements, as the Group and the Company are not involved in mining activity.

The Group and the Company plans to adopt the above mentioned standards and interpretations on their effectiveness date provided they are endorsed by the EU.

2.2. Measurement and presentation currency

The amounts shown in these financial statements are presented in the local currency of the Republic of Lithuania, Litas (LTL), rounded to LTL thousand, unless otherwise stated.

The functional currency of the Company and its subsidiaries operating in Lithuania is 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 of 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.

The assets and liabilities of foreign subsidiaries are translated into Litas at the reporting date using the rate of exchange as of 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 relating to that foreign operation is recognised in the income statement.

Non-current receivables from or loans granted to foreign subsidiaries that are neither planned nor likely to be settled in the future are considered to be a part of the Company's net investment in the foreign operation. In the Group's consolidated financial statements the exchange differences recognized in the separate financial statements of the subsidiary in relation to these monetary items are reclassified to other comprehensive income. On disposal of a foreign subsidiary, the deferred cumulative amount recognised in other comprehensive income relating to that foreign operation is recognised in the income statement.

Starting from 2 February 2002, Lithuanian Litas is pegged to Euro at the rate of 3.4528 Litas for 1 Euro, and the exchange rates in relation to other currencies are set daily by the Bank of Lithuania.

2 Accounting policies (cont'd)

2.3. Principles of consolidation

The consolidated financial statements of the Group include AB City Service and its subsidiaries as well as associated companies. The financial statements of the subsidiaries are prepared for the same reporting year, using consistent accounting policies.

Subsidiaries are consolidated from the date from which effective control is transferred to the Company and cease to be consolidated from the date on which control is transferred out of the Group. All intercompany transactions, balances and unrealised gains and losses on transactions among the Group companies have been eliminated. The equity and net income attributable to non-controlling interests are shown separately in the statement of financial position and the statement of comprehensive income.

From 1 January 2010 losses of a subsidiary are attributed to the non-controlling interest even if that results in a deficit balance. Prior to 1 January 2010 losses incurred by the Group were attributed to the non-controlling interest until the balance was reduced to nil. Any further excess losses were attributed to the parent, unless the non-controlling interest had a binding obligation to cover these losses. Losses prior to 1 January 2010 were not reallocated between non-controlling interests and the parent shareholders.

Acquisitions and disposals of non-controlling interest by the Group are accounted as equity transaction: the difference between the carrying value of the net assets acquired from/disposed to the non-controlling interests in the Group's financial statements and the acquisition price/proceeds from disposal is accounted directly in equity.

Investments in associated companies where significant influence is exercised by AB City Service are accounted for using the equity method in the Group's consolidated financial statements. Impairment assessment of investments in associates is performed when there is an indication that the asset may be impaired or the impairment losses recognised in prior years no longer exist.

Business combinations

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 profit or loss.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses (tested annually). 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.

AB CITY SERVICE
CONSOLIDATED AND PARENT COMPANY'S FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 December 2012
(all amounts are in LTL thousand unless otherwise stated)

2 Accounting policies (cont'd)

2.4. Investments in subsidiaries and associates (the Company)

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

Financial guarantees provided for the liabilities of the subsidiaries during the initial recognition are accounted at estimated fair value as the investment into subsidiaries and financial liability in the statement of financial position. Subsequent to initial recognition this financial liability is amortised and recognised as income depending on the related amortisation / repayment of the subsidiary's financial liability to the bank. If there is a possibility that the subsidiary 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.

2.5. 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 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:

Contractual investments	6 years
Customer relationships	10-40 years
Other intangible assets	3-10 years

Intangible assets, other than goodwill, 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.

2.6. Property, plant and equipment and investment property

Property, plant and equipment, including investment property, are stated at cost less accumulated depreciation and impairment losses.

The initial cost of property, plant and equipment and investment property comprises its purchase price, including non-refundable 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 (including investment property)	20 – 62,5 years
Vehicles	4 – 10 years
Other property, plant and equipment	3 – 6 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 and investment property.

An item of property, plant and equipment and investment property 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.

AB CITY SERVICE
CONSOLIDATED AND PARENT COMPANY'S FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 December 2012
(all amounts are in LTL thousand unless otherwise stated)

2 Accounting policies (cont'd)

2.7. Financial assets

According to IAS 39 "Financial Instruments: Recognition and Measurement" 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.

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 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 of 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 income statement.

2.8. 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.

2 Accounting policies (cont'd)

2.8. Derecognition of financial assets and liabilities (cont'd)

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.

2.9. Inventories

Inventories are valued at the lower of cost or net realisable value, after impairment evaluation for obsolete and slow moving items. Net realisable value is the selling price in the ordinary course of business, less the costs of completion, marketing and distribution. Cost of raw materials that are not ordinarily interchangeable and are segregated for specific projects is determined using specific identification method; cost of other inventory is determined by the first-in, first-out (FIFO) method. Unrealisable inventory is fully written-off.

2.10. 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 three 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.

2.11. 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 borrowing costs matching the capitalisation criteria in 2012 and 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 (except for the capitalised part). 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.

2.12. Financial and operating leases

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.

2 Accounting policies (cont'd)

2.12. Financial and operating leases (cont'd)

Financial lease

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. 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

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 statement of comprehensive income on a straight-line basis over the lease term.

2.13. Provision for employee benefits

According to the requirements of Lithuanian Labour Code, each employee leaving the Company at the age of retirement is entitled to a one-off payment in the amount of 2 months salary. According to the requirements of Polish law, each employee leaving the Group at the age of retirement is entitled to a one-off payment in the amount of 1 month salary.

Current year cost of employee benefits is recognised as incurred in the statement of comprehensive income. 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 recognized 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 recognized in the statement of income as incurred.

2.14. Provisions

Provisions are recognised when the Group and the Company has a present obligation (legal or constructive) as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The Group / the Company re-evaluates provisions at each date of the statement of financial position and adjusts them in order to present the most reasonable current estimate. If the effect of the time value of money is material, the amount of provision is equal to the present value of the expenses, which are expected to be incurred to settle the liability. Where discounting is used, the increase in the provision due to the passage of time is recognised as a borrowing cost.

AB CITY SERVICE
CONSOLIDATED AND PARENT COMPANY'S FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 December 2012
(all amounts are in LTL thousand unless otherwise stated)

2 Accounting policies (cont'd)

2.15. 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, the Republic of Latvia, the Republic of Ukraine and Russian Federation.

The standard income tax rate in Lithuania was 15 % in 2012 and 2011. Income tax rate in 2012 and 2011 in Ukraine, Russia, Latvia and Poland was 25 %, 20 %, 15 % and 19%, respectively.

Tax losses in Lithuania can be carried forward for indefinite period, except for the losses incurred as a result of disposal of securities and/or derivative financial instruments. 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 Company itself. The losses from disposal of securities and/or derivative financial instruments can be carried forward for 5 consecutive years and only be used to reduce the taxable income earned from the transactions of the same nature.

Comparatively, tax losses in Russia can be carried forward for ten years.

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.

2.16. 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.

The Group and the Company recognises revenue from projects on renovation of thermal systems and installation of thermal components (i.e. customer specific contracts) based on the method of percentage of completion: completion percentage is estimated by the proportion of actual costs incurred to the total estimated costs of the project. Changes in profit rates are reflected in current earnings as identified. Contracts are reviewed regularly and in case of probable losses, provisions are recorded.

Revenue from sales of goods is recognised when delivery has taken place and transfer of risks and rewards has been completed.

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 or expense is recorded using the effective interest rate (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts through the expected life of the financial instrument to the net carrying amount of the financial asset or liability. It is included in finance income or expenses in the statement of comprehensive income.

2 Accounting policies (cont'd)

2.17. 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.

Other assets (excluding goodwill)

Other assets 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.

2.18. 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 (Note 2.6. and Note 6), amortization (Note 2.5 and Note 5), percentage of completion evaluation for customer specific contracts (Note 2.16. and Note 21), provision for employee benefits (Note 2.13 and Note 17), impairment evaluation of goodwill, including allocation of Group assets to cash generating units (Note 2.3. and Note 4), other assets (Note 2.17., Note 5, Note 7, Note 8, Note 9 (for the Group) and Note 10) and contingencies related to foreign and local subsidiaries (Note 30). 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, except for the estimated useful life of customer relationships intangible assets, which are accounted for under other intangible assets and their acquisition value amounts to LTL 85,070 thousand as of 31 December 2012 and LTL 83,908 thousand as of 31 December 2011 (Note 5). The management amortises these customer relationship intangible assets over the estimated validity period of existing contracts, which is 10-40 years. The management estimated the expected validity term of customer relationships based on the current development of the operations, i.e. already concluded contracts as well as current rate of terminated contracts, which is insignificant. 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. The net book value of these intangible assets of the Group amount to LTL 75,033 thousand as of 31 December 2012 and LTL 76,879 thousand as of 31 December 2011.

AB CITY SERVICE
CONSOLIDATED AND PARENT COMPANY'S FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 December 2012
(all amounts are in LTL thousand unless otherwise stated)

2 Accounting policies (cont'd)

2.19. Contingencies

Contingent liabilities are not recognised in the financial statements, except for contingent liabilities associated with business 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.

2.20. Subsequent events

Subsequent events that provide additional information about the Group's / the Company's position at the date of statement 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.

3 Segment information

For management purposes, the Group is organized into business units based on services provided and have three reportable segments as follows:

- Heating infrastructure renovation
- Buildings' administration
- Waste management

Segment of Heating infrastructure renovation includes services of renovation, modernisation of heating infrastructure and equipment. Since 1 January 2012 the Group is no longer involved in these activities.

Segment of Buildings' administration includes services of administration and maintenance of commercial and residential buildings. The segment also includes services of maintenance of heat and water systems and supply of heating energy and water to educational institutions. The segment information is presented as analysed by chief operating decision maker of the Group (the Board), i.e. allocated to Baltic states, CIS states and Poland.

Segment of Waste management includes services of collecting and processing of waste.

No operating segments have been aggregated to form the above reportable operating segments.

AB CITY SERVICE
CONSOLIDATED AND PARENT COMPANY'S FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 December 2012
(all amounts are in LTL thousand unless otherwise stated)

3 Segment information (cont'd)

Segment performance is evaluated based on operating profit or loss and is measured consistently with operating profit or loss in the consolidated financial statements. However, financing (including finance costs and finance income) and income taxes of the Group are managed on a group basis and are not allocated to operating segments.

Transfer prices between operating segments are based on the prices set by the management, which management considers to be similar to transactions with third parties.

Operating Segments

The following tables present revenue, profit and certain asset and liability information regarding the Group's reportable operating segments:

Year ended 31 December 2012	Buildings' administration		Waste manage- ment	Total
	Baltic states	CIS states		
Revenue	200,545	293,645	39,455	533,645
Unallocated income				909 ¹
Total revenue				534,554
Segment results	17,301	8,320	3,709	29,330
Negative goodwill and goodwill impairment charges, net				3,826 ⁴
Unallocated expenses				(3,251) ²
Profit from operations				29,905
Net financial income				(7,666) ³
Profit / (loss) before income tax				22,239
Income tax expenses				(5,991) ³
Net profit for the year				16,248
Other segment information				
Capital expenditure	5,005	863	2,213	8,081

¹ Unallocated income includes other income not attributable to either of the listed segments, namely IT services and other.

² Unallocated expenses include general and administrative expenses (LTL 3,251 thousand) identifiable as costs managed on a group basis.

³ Financing of the Group and income taxes are managed on a group basis and are not allocated to operating segments.

⁴ The amount comprises LTL 19,139 thousand of goodwill impairment (allocated to waste management segment) and gain of LTL 22,965 thousand from a bargain purchase in Poland (Note 4).

AB CITY SERVICE
CONSOLIDATED AND PARENT COMPANY'S FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 December 2012
(all amounts are in LTL thousand unless otherwise stated)

3 Segment information (cont'd)

Year ended 31 December 2011	Heating infrastructu- re renovation	Buildings' administration		Waste manage- ment	Total
		Baltic states	CIS states		
Revenue	6,748	154,915	337,395	47,537	546,595
Unallocated income					1,248 ¹
Total revenue					547,843
Segment results	372	22,627	12,111	4,354	39,464
Unallocated expenses					(5,094) ²
Profit from operations					34,370
Net financial income					(430) ³
Profit / (loss) before income tax					33,940
Income tax expenses					(4,453) ³
Net profit for the year					29,487
Other segment information					
Capital expenditure	-	6,783	2,180	5,114	14,077

¹ Unallocated income includes other income not attributable to either of the listed segments, namely IT services (LTL 1,148 thousand) and other (LTL 100 thousand).

² Unallocated expenses include general and administrative expenses (LTL 5,094 thousand) identifiable as costs managed on a group basis.

³ Financing of the Group (including finance costs and finance income as well as share of result of associate) (LTL 430 thousand) and income taxes (LTL 4,453 thousand) are managed on a group basis and are not allocated to operating segments.

AB CITY SERVICE
CONSOLIDATED AND PARENT COMPANY'S FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 December 2012
(all amounts are in LTL thousand unless otherwise stated)

3 Segment information (cont'd)

Geographical information

The following tables present Group's geographical information on revenue based on the location of the customers and non-current assets information based on the location of the Group's assets:

2012	Poland	Baltic states	CIS states	Total
Revenue				
Sales to external customers	-	240,909	293,645	534,554
Segment revenue	-	240,909	293,645	534,554

2011	Baltic states	CIS states	Total
Revenue			
Sales to external customers	210,448	337,395	547,843
Segment revenue	210,448	337,395	547,843

The major part of sales in the Baltic States comprises of sales in Lithuania, in CIS – the main area of the Group's sales is Russia.

2012	Baltic states	Poland	CIS states	Total
Non-current assets				
Segment assets	137,327	46,454	39,250	223,031
Total assets	137,327	46,454	39,250	223,031

2011	Baltic states	CIS states	Total
Non-current assets			
Segment assets	169,948	51,730	221,678
Total assets	169,948	51,730	221,678

Non-current assets for this purpose consist of property, plant and equipment, investment property, intangible assets, non-current financial assets and deferred income tax asset.

All the Company's revenues are derived in Lithuania as well as its assets are located in Lithuania.

Revenue from the largest customer amounted to LTL 40,024 thousand in 2012 (LTL 32,535 thousand in 2011), arising from sales to Vilnius Municipality and is accounted in the buildings' administration segment. Sales to this customer exceed 10 % of sales of the Company, but compose only approximately 7 % in the Group. There are no other individual customers exceeding 10 % of segment sales.

AB CITY SERVICE
CONSOLIDATED AND PARENT COMPANY'S FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 December 2012
(all amounts are in LTL thousand unless otherwise stated)

4 Goodwill

	Group
Cost:	
Balance as of 1 January 2011	64,474
Additions	4,991
Exchange differences	(103)
Balance as of 31 December 2011	<u>69,362</u>
Additions	4,436
Disposals	(9,248)
Balance as of 31 December 2012	<u>64,550</u>
Impairment:	
Balance as of 1 January 2011	290
Impairment for the year	<u>-</u>
Balance as of 31 December 2011	290
Impairment for the year	<u>19,139</u>
Balance as of 31 December 2012	<u>19,429</u>
Net book value as of 31 December 2012	<u>45,121</u>
Net book value as of 31 December 2011	<u>69,072</u>

Acquisitions during 2012

As described in Note 1, during 2012 the Group acquired the following entities:

Name of entity acquired	Acquisition cost	Notes
Žirmūnų būstas UAB	LTL 9.9 million	All paid in cash and included in the cost of investment
Mano sauga UAB	LTL 1	All paid in cash and included in the cost of investment
SKT Environmental Services Klaipėda UAB	LTL 3.4 million	All paid in cash and included in the cost of investment
Zespół Zarządców Nieruchomości Sp. z.o.o.	PLN 45 million	All paid in cash and included in the cost of investment

All the costs related to acquisitions above have been expensed, in total amount of LTL 1,768 thousand. At the acquisition of these subsidiaries a provisional goodwill of LTL 4,436 thousand has been accounted for. The goodwill appears due to expected synergies, which are expected to be derived from vertical expansion of business.

Also a provisional gain of LTL 22,965 thousand from a bargain purchase as well as goodwill impairment of LTL 19,139 thousand was recognised in the Group's statement of comprehensive income in 2012. Gain from a bargain purchase appeared because of low competition in a public privatisation tender for Zespół Zarządców Nieruchomości WAM Sp. z.o.o. resulting from mix of different activities within the company. Goodwill impairment was recognised because of decreasing operating margins in the waste management business resulting from increase in landfill gate fees not being adequately compensated within waste management tariff structure.

AB CITY SERVICE
CONSOLIDATED AND PARENT COMPANY'S FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 December 2012
(all amounts are in LTL thousand unless otherwise stated)

4 Goodwill (cont'd)

The Group has elected to measure the non-controlling interest in the acquiree at the proportionate share of the acquiree's identifiable net assets. The provisional (due to not finalised real estate valuations) fair values of the assets acquired, liabilities and contingent liabilities assumed at the date of acquisitions made during 2012 were as follows:

Fair value of assets, liabilities and contingent liabilities	Žirmūnų būstas UAB	Mano sauga UAB	Zespół Zarządców Nieruchomości WAM Sp. z.o.o.	SKT Environmental Services Klaipėda UAB
	26 September	1 October	17 December	20 December
Date of acquisition				
Intangible assets	2,077	287	9,824	358
Property, plant and equipment	2,032	7	34,804	1,764
Other non-current assets	161	9	1,826	557
Trade receivables	2,023	10	6,982	751
Other current assets	3,305	8	20,657	719
Total assets	9,598	321	74,093	4,149
Interest bearing financial liabilities	-	-	-	42
Deferred tax liability	576	-	-	54
Trade payables	455	320	7,385	422
Other current liabilities	2,873	46	5,950	404
Total liabilities	3,904	366	13,335	922
Total identifiable net assets at fair value	5,694	(45)	60,758	3,227
attributable to equity holders of the parent	5,694	(23)	60,758	3,227
attributable to non-controlling interests	-	(22)	-	-

The carrying values of the acquired assets and liabilities assumed were as follows:

Book value	Žirmūnų būstas UAB	Mano sauga UAB	Zespół Zarządców Nieruchomości WAM Sp. z.o.o.	SKT Environmental Services Klaipėda UAB
	26 September	1 October	17 December	20 December
Date of acquisition				
Intangible assets	6	287	79	-
Property, plant and equipment	263	13	50,619	1,764
Other non-current assets	161	-	448	557
Trade receivables, gross	2,945	10	7,134	973
Valuation allowance for trade receivables	(922)	-	(152)	(222)
Other current assets	3,305	61	20,362	719
Total assets	5,758	371	78,490	3,791
Interest bearing financial liabilities	-	-	-	42
Deferred tax liability	-	-	-	-
Trade payables	455	320	7,385	422
Other current liabilities	1,876	45	5,567	404
Total liabilities	2,331	365	12,952	868

AB CITY SERVICE
CONSOLIDATED AND PARENT COMPANY'S FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 December 2012
(all amounts are in LTL thousand unless otherwise stated)

4 Goodwill (cont'd)

The differences between the amounts paid and the provisional fair values of assets acquired, liabilities and contingent liabilities assumed on the acquisitions of 2012 were as follows:

	Žirmūnų būstas UAB	Mano sauga UAB	Zespół Zarządców Nieruchomości WAM Sp. z o.o.	SKT Environmental Services Klaipėda UAB
Date of acquisition	26 September	1 October	17 December	20 December
Fair value of acquired assets, liabilities and contingent liabilities attributable to the Group	5,694	(45)	60,758	3,227
Non-controlling interests	-	22	-	-
Goodwill (Note 24)	4,236	23	(22,965)	155
Total purchase consideration	9,930	-	37,793	3,382
Cash acquired	3,232	4	15,544	88
Total purchase consideration, net of cash acquired	6,698	(4)	22,249	3,294

All the purchase consideration has been settled in cash (except for 8.3 million, which was netted with accounts receivable), with no contingent payments.

	Žirmūnų būstas UAB	Mano sauga UAB	Zespół Zarządców Nieruchomości WAM Sp. z o.o.	SKT Environmental Services Klaipėda UAB
Date of acquisition	26 September	1 October	17 December	20 December
Profit (loss) incurred since acquisition date to 31 December 2012	80	85	-	-
Total revenue since acquisition date to 31 December 2012	2,966	475	-	-
Total revenue for the year 2012	9,581	475	32,242	4,478
Total net result for the year 2012	183	85	7,771	184

As it is disclosed further in the financial statements, in 2012 the Group's management finalized the purchase price allocation of UAB Būsto administravimo agentūra acquired on 27 July 2011. In previous year this purchase price allocation was accounted for provisionally, however this fact wasn't mentioned in the financial statements for the year ended 31 December 2011. As a result of finalization of purchase price allocation the following corrections in fair value of assets and liabilities assumed were recorded:

	Provisional fair value recognized on acquisition	Effect of finalization of purchase price allocation	Final fair value recognized on acquisition
Property, plant and equipment	103	-	103
Intangible assets	347	-	347
Other assets	753	(449)	304
Total assets	1,203	(449)	754
Non-current and current liabilities	(403)	(466)	(869)
Total identifiable net assets at fair value:	800	(915)	(115)
attributable to equity holders of the parent	800	(915)	(115)
attributable to non-controlling interests	-	-	-

AB CITY SERVICE
CONSOLIDATED AND PARENT COMPANY'S FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 December 2012
(all amounts are in LTL thousand unless otherwise stated)

4 Goodwill (cont'd)

The differences between the amounts paid and the fair values of assets acquired and liabilities and contingent liabilities assumed for Būsto administravimo agentūra according to finalized purchase price allocation are as follows:

	Provisional fair value recognized on acquisition	Effect of finalization of purchase price allocation	Final fair value recognized on acquisition
Fair value of acquired assets, liabilities and contingent liabilities attributable to the Group	800	(915)	(115)
Non-controlling interests	-	-	-
Goodwill	110	915	1,025
Total purchase consideration	910	-	910
Cash acquired	293	-	293
Total purchase consideration, net of cash acquired	617	-	617

In these financial statements comparative figures for 2011 have been amended as outlined above due to finalization of the purchase price allocation of UAB Būsto administravimo agentūra.

Disposals in 2012

As described in Note 1, during 2012 the Group disposed the company operating in Nevskij town of St. Petersburg district ООО Жилкомсервис № 2 Невского района and the company operating in the city of Stavropol ООО Управляющая компания-8. The sales value of the contracts is RUB 54 million (LTL 4.7 million equivalent) and RUB 100 thousand (LTL 9 thousand equivalent) respectively, all paid in cash.

Acquisitions during 2011

As described in Note 1, during 2011 the Group acquired the following entities:

Name of entity acquired	Acquisition cost	Notes
A group of private companies in the city of Stavropol, Russia	RUB 68.5 million	All paid in cash and included in the cost of investment
A.S.A. Vilnius UAB (currently Tvar.com UAB)	LTL 91 thousand	All paid in cash and included in the cost of investment
ООО «Чистый дом»	RUB 10 thousand	All paid in cash and included in the cost of investment
Būsto Administravimo Agentūra UAB	LTL 689 thousand	All paid in cash and included in the cost of investment
Lazdijų komunalinis ūkis UAB	LTL 1,539 thousand	All paid in cash and included in the cost of investment
INTERBUD MAX SP. Z.O.O	PLN 6.5 thousand	All paid in cash and included in the cost of investment

All the costs related to acquisitions above have been expensed, in total amount of LTL 110 thousand. At the acquisition of these subsidiaries goodwill of LTL 5,065 thousand has been accounted for. The goodwill appears due to expected synergies, which are expected to be derived from vertical expansion of business.

Also a gain of LTL 1,156 thousand from a bargain purchase was recognised in the Group's statement of comprehensive income in 2011. Gain from a bargain purchase appeared because the acquired subsidiaries were loss making.

AB CITY SERVICE
CONSOLIDATED AND PARENT COMPANY'S FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 December 2012
(all amounts are in LTL thousand unless otherwise stated)

4 Goodwill (cont'd)

The Group has elected to measure the non-controlling interest in the acquiree at the proportionate share of the acquiree's identifiable net assets. The fair values of the assets acquired, liabilities and contingent liabilities assumed at the date of acquisitions made during 2011 were as follows:

Fair value of assets, liabilities and contingent liabilities	Group of companies in Stavropol	.A.S.A. Vilnius UAB	ООО «Чистый дом»	Būsto administravimo agentūra UAB	Lazdijų komunalinis ūkis UAB	Interbud Max Sp. Z.o.o
Date of acquisition	1 February	1 February	1 July	27 July	2 November	28 December
Intangible assets	5,978	28	-	347	-	-
Property, plant and equipment	143	1,045	-	103	1,937	-
Other non-current assets	1,177	697	-	96	-	-
Trade receivables	2,644	1,005	137	-	291	-
Other current assets	1,814	110	-	208	358	5
Total assets	11,756	2,885	137	754	2,586	5
Interest bearing financial liabilities	96	1,416	-	21	157	-
Deferred tax liability	1,196	-	-	51	-	-
Trade payables	5,942	278	-	198	201	-
Other current liabilities	2,617	362	136	599	271	-
Total liabilities	9,851	2,056	136	869	629	-
Total identifiable net assets at fair value	1,905	829	1	(115)	1,957	5
attributable to equity holders of the parent	1,832	829	1	(115)	1,957	5
attributable to non-controlling interests	73	-	-	-	-	-

The carrying values of the acquired assets and liabilities assumed were as follows:

Book value	Group of companies in Stavropol	.A.S.A. Vilnius UAB	ООО «Чистый дом»	Būsto administravimo agentūra UAB	Lazdijų komunalinis ūkis UAB	Interbud Max Sp. Z.o.o
Date of acquisition	1 February	1 February	1 July	27 July	2 November	28 December
Intangible assets	-	28	-	6	-	-
Property, plant and equipment	143	1,045	-	103	1,937	-
Other non-current assets	1,177	697	-	96	-	-
Trade receivables, gross	3,890	1,530	137	925	291	-
Valuation allowance for trade receivables	(1,246)	(525)	-	(569)	-	-
Other current assets	1,814	110	-	301	358	5
Total assets	5,778	2,885	137	862	2,586	5
Interest bearing financial liabilities	96	1,416	-	21	157	-
Deferred tax liability	-	-	-	-	-	-
Trade payables	5,942	278	-	198	201	-
Other current liabilities	2,617	362	136	133	271	-
Total liabilities	8,655	2,056	136	352	629	-

AB CITY SERVICE
CONSOLIDATED AND PARENT COMPANY'S FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 December 2012
(all amounts are in LTL thousand unless otherwise stated)

4 Goodwill (cont'd)

The differences between the amounts paid and the fair values of assets acquired, liabilities and contingent liabilities assumed on the acquisitions of 2011 were as follows:

	Group of companies in Stavropol	.A.S.A. Vilnius UAB	ООО «Чистый дом»	Būsto administravimo agentūra UAB	Lazdijų komunalinis ūkis UAB	Interbud Max Sp. Z.o.o
Date of acquisition	1 February	1 February	1 July	27 July	2 November	28 December
Fair value of acquired assets, liabilities and contingent liabilities attributable to the Group	1,832	829	1	(115)	1,957	5
Non-controlling interests	73	-	-	-	-	-
Goodwill	3,966	(738)	-	1,025	(418)	-
Total purchase consideration	5,871	91	1	910	1,539	5
Cash acquired	964	53	-	293	4	-
Total purchase consideration, net of cash acquired	4,907	38	1	617	1,535	5

All the purchase consideration has been settled in cash, with no contingent payments.

	Group of companies in Stavropol	.A.S.A. Vilnius UAB	ООО «Чистый дом»	Būsto administravimo agentūra UAB	Lazdijų komunalinis ūkis UAB	Interbud Max Sp. Z.o.o
Date of acquisition	1 February	1 February	1 July	27 July	2 November	28 December
Profit (loss) incurred since acquisition date to 31 December 2011	249	484	796	(53)	(99)	-
Total revenue since acquisition date to 31 December 2011	32,799	4,203	2,320	656	741	-
Total revenue for the year 2011	32,799	4,410	3,301	1,550	2,770	-
Total net result for the year 2011	249	1,295	796	(45)	(68)	-

Goodwill allocation

For the purpose of impairment evaluation, the goodwill as of 31 December 2012 and 2011 was allocated to the following cash generating units (CGU):

Cash generating unit	Carrying value of allocated goodwill as of 31 December 2012	Carrying value of allocated goodwill as of 31 December 2011
Subsidiaries operating in Klaipėda (administration of dwelling-houses in Klaipėda)	4,894	4,894
Subsidiaries operating in Kaunas (administration of dwelling-houses in Kaunas)	3,169	3,169
Subsidiaries operating in Vilnius (administration of dwelling-houses in Vilnius)	20,704	16,424
Subsidiaries operating in Šiauliai (administration of dwelling-houses in Šiauliai)	1,022	1,022
Subsidiaries operating in Russia (administration of dwelling-houses in cities of St. Petersburg and Stavropol)	7,436	16,683
Subsidiaries involved in waste management activities (Ecoservice subgroup)	7,896	26,880
	45,121	69,072

AB CITY SERVICE
CONSOLIDATED AND PARENT COMPANY'S FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 December 2012
(all amounts are in LTL thousand unless otherwise stated)

4 Goodwill (cont'd)

The recoverable amount of each cash generating unit as of 31 December 2012 and 2011 was determined based on the value in use calculation using cash flow projections based on the five-year financial forecasts prepared by the management. Significant assumptions used for the assessment of the value in use in 2012 are described further.

The forecasted revenues for CGU involved in administration of dwelling houses were estimated based on the area of the dwelling-houses administered as of 31 December 2012 and 2011 assuming that the area administered will remain the same in the future years and the growth in revenue will be derived from a service fee increase, which was forecasted to be in line with the estimated inflation rate. The forecasted revenues of waste management CGU was estimated based on the current and expected contracts for waste collection, assuming that volumes of the waste will remain approximately the same in the future years and the growth in revenue will be derived from a service fee increase, which was forecasted to be in line with the estimated inflation rate.

In 2012 the assessed revenue from additional services for CGU's operating in the territory of Lithuania are forecasted to decrease for several years to come because of the existing economic conditions in Lithuania. The costs were projected based on the actual cost level taking into account estimated inflation. Cash flows beyond the five-year period were extrapolated using 2 % growth rate (same in 2011) that reflects the best estimate of the management based on the current situation in the respective industry. The post-tax discount rate used by the management was estimated for each individual cash generating unit as a weighted average cost of capital for that particular cash generating unit and is equal to 12 % for cash generating units located in Lithuania (12 % in 2011), and 15 % for locations in Russia (St. Petersburg and Stavropol) (same in 2011).

In the opinion of the Group's management, the most important and most change-like assumptions are the level of reinvestments and discount rate. Based on management's estimations, a reasonable change in these assumptions may result in impairment of goodwill, i.e. 1 % change in discount rate used would result in impairment consisting of 4 % from total goodwill net balance sheet value as of 31 December 2012 (4 % as of 31 December 2011). At the moment of preparing these financial statements the management of the Group did not expect any significant changes in the assumptions used.

UAB Ecoservice goodwill impairment was tested based on 2013 forecasted results extrapolated over the five years period with zero growth rate applying weighted average cost of capital equal to 11 %. Cash flows beyond the five-year period were extrapolated using 1.5 % growth rate that reflects the best estimate of the management based on the current situation in the respective industry. After the goodwill impairment test, due to the decreasing operating margins in the waste management business resulting from increase in landfill gate fees not being adequately compensated within waste management tariff structure, the goodwill impairment of LTL 19,139 thousand was accounted in 2012 (Note 23).

AB CITY SERVICE
CONSOLIDATED AND PARENT COMPANY'S FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 December 2012
(all amounts are in LTL thousand unless otherwise stated)

5 Other intangible assets

Movement of other intangible assets in 2012 and 2011 is presented below:

	<u>Group</u>	<u>Company</u>
Cost:		
Balance as of 1 January 2011	79,468	1,156
Additions arising from acquisitions of subsidiaries	6,353	-
Additions	634	221
Disposals	(161)	(2)
Retirements	(168)	(17)
Reclassifications	684	313
Balance as of 31 December 2011	<u>86,810</u>	<u>1,671</u>
Additions arising from acquisitions of subsidiaries	12,562	-
Additions	311	45
Disposals of subsidiaries	(12,472)	-
Disposals	(8)	(2)
Retirements	(189)	-
Reorganisation effect (Note 1)	-	(1,699)
Balance as of 31 December 2012	<u>87,014</u>	<u>15</u>
Accumulated amortisation:		
Balance as of 1 January 2011	4,810	372
Charge for the year	3,334	130
Disposals	(1)	-
Retirements	(25)	(17)
Balance as of 31 December 2011	<u>8,118</u>	<u>485</u>
Charge for the year	3,402	18
Disposals	-	(1)
Disposals of subsidiaries	(987)	-
Retirements	(99)	-
Reorganisation effect (Note 1)	-	(490)
Balance as of 31 December 2012	<u>10,434</u>	<u>12</u>
Net book value as of 31 December 2012	<u>76,580</u>	<u>3</u>
Net book value as of 31 December 2011	<u>78,692</u>	<u>1,186</u>

The main part of other intangible assets consists of customer relationship intangible assets, which are amortised during the period of 10-40 years. As of 31 December 2012 net book value of such intangible assets constituted LTL 75,033 thousand (LTL 76,879 thousand as of 31 December 2011).

The Group and the Company have not capitalised any internally generated intangible assets. Amortisation expenses of intangible assets are included within general and administrative expenses in the statement of comprehensive income.

Part of the other intangible assets of the Group and the Company with the acquisition value of LTL 502 thousand and LTL 8 thousand, respectively, as of 31 December 2012 was fully amortised but still in use (LTL 1,302 thousand and LTL 330 thousand, respectively, of the Group and the Company as of 31 December 2011).

AB CITY SERVICE
CONSOLIDATED AND PARENT COMPANY'S FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 December 2012
(all amounts are in LTL thousand unless otherwise stated)

6 Property, plant and equipment

Movement of property, plant and equipment in 2012 and 2011 is presented below:

Group	Buildings	Vehicles	Other property, plant and equipment	Construc- tion in progress	Total
Cost:					
Balance as of 1 January 2011	23,621	21,240	10,978	1,567	57,406
Additions arising from acquisitions of subsidiaries	507	1,215	1,506	-	3,228
Additions	897	6,817	5,581	148	13,443
Disposals	(929)	(1,038)	(497)	-	(2,464)
Exchange differences	(1)	(83)	(70)	(6)	(160)
Retirements	-	(414)	(2,039)	(29)	(2,482)
Reclassifications	610	592	-	(1,632)	(430)
Balance as of 31 December 2011	24,705	28,329	15,459	48	68,541
Additions arising from acquisitions of subsidiaries	15,902	1,530	20,896	280	38,607
Additions	281	3,347	4,142	-	7,770
Disposals	-	(1,944)	(1,069)	-	(3,013)
Exchange differences	-	119	34	2	155
Retirements	-	(1,530)	(3,028)	(1)	(4,559)
Balance as of 31 December 2012	40,888	29,851	36,433	329	107,502
Accumulated depreciation:					
Balance as of 1 January 2011	2,571	5,297	1,724	-	9,592
Charge for the year	1,097	4,184	4,072	-	9,353
Disposals	(213)	(896)	(315)	-	(1,424)
Exchange differences	-	(29)	(14)	-	(43)
Retirements	-	(260)	(1,487)	-	(1,747)
Reclassifications	59	-	-	-	59
Balance as of 31 December 2011	3,514	8,296	3,980	-	15,790
Charge for the year	1,120	4,249	4,338	-	9,707
Disposals	-	(1,645)	(890)	-	(2,535)
Exchange differences	-	43	17	-	60
Retirements	-	(1,124)	(2,602)	-	(3,726)
Balance as of 31 December 2012	4,634	9,819	4,843	-	19,296
Net book value as of 31 December 2012	36,254	20,032	31,590	329	88,205
Net book value as of 31 December 2011	21,191	20,033	11,479	48	52,751

AB CITY SERVICE
CONSOLIDATED AND PARENT COMPANY'S FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 December 2012
(all amounts are in LTL thousand unless otherwise stated)

6 Property, plant and equipment (cont'd)

Company

	Vehicles	Other property, plant and equipment	Construction in progress	Total
Cost:				
Balance as of 1 January 2011	3,864	2,868	242	6,974
Additions	2,110	606	71	2,787
Disposals	(123)	(21)	-	(144)
Retirements	-	(214)	-	(214)
Reclassifications	-	-	(313)	(313)
Balance as of 31 December 2011	5,851	3,239	-	9,090
Additions	55	116	-	171
Disposals	(62)	(16)	-	(78)
Reorganisation effect (Note 1)	(5,230)	(3,034)	-	(8,264)
Balance as of 31 December 2012	614	305	-	919
Accumulated depreciation:				
Balance as of 1 January 2011	2,274	1,700	-	3,974
Charge for the year	798	601	-	1,399
Disposals	(102)	(11)	-	(113)
Retirements	-	(214)	-	(214)
Balance as of 31 December 2011	2,970	2,076	-	5,046
Charge for the year	142	105	-	247
Disposals	(12)	(11)	-	(23)
Reorganisation effect (Note 1)	(2,816)	(1,954)	-	(4,770)
Balance as of 31 December 2012	284	216	-	500
Net book value as of 31 December 2012	330	89	-	419
Net book value as of 31 December 2011	2,881	1,163	-	4,044

The depreciation charge of the Group's and the Company's property, plant and equipment for the year 2012 amounts to LTL 9,707 thousand and LTL 247 thousand, respectively (LTL 9,353 thousand and LTL 1,399 thousand in the year 2011, respectively). Amounts of LTL 3,928 thousand and LTL 247 thousand for the year 2012 (LTL 3,590 thousand and LTL 1,377 thousand for the year 2011) have been included into general and administrative expenses in the Group's and the Company's statement of comprehensive income, respectively. The remaining depreciation expenses of property, plant and equipment have been included into the cost of sales.

Property, plant and equipment of the Group and the Company with an acquisition cost of LTL 12,345 thousand and LTL 279 thousand, respectively, were fully depreciated as of 31 December 2012 (LTL 8,601 thousand and LTL 2,103 thousand as of 31 December 2011, respectively), but were still in active use.

As of 31 December 2012 buildings of the Group with a net book value of LTL 17,136 thousand (LTL 16,671 thousand as of 31 December 2011) were pledged to banks as collateral for the loans (Note 13).

AB CITY SERVICE
CONSOLIDATED AND PARENT COMPANY'S FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 December 2012
(all amounts are in LTL thousand unless otherwise stated)

7 Investments into subsidiaries

The Company's investments into subsidiaries as of 31 December 2012 and 31 December 2011 are as follows:

	<u>2012</u>	<u>2011</u>
Cost of investments at the beginning of the year	127,913	127,774
Acquisition of UAB Būsto administravimo agentūra	-	911
Establishment of UAB Baltijos pastatų valdymas	-	10
Acquisition of Interbud Max Sp. z o.o	-	7
Investment impairment of UAB Saulės valda	-	(563)
Investment impairment of ОАО Специализированное ремонтно-наладочное управление	-	(226)
Establishment and increase of authorised share capital of UAB Baltijos NT valdymas	1,637	-
Establishment of City Service Poland Sp. z o.o	4	-
Transfer of Company's activities to UAB Mano būstas LT	44,431	-
Investment impairment of UAB Ecoservice	(10,948)	-
Investment impairment of SIA Riga City Service	(992)	-
Cost of investments at the period end	<u>162,045</u>	<u>127,913</u>

Impairment testing of investments has been performed by the management of the Group using valuation methods and based on assumptions described in Note 4.

8 Inventories

	Group		Company	
	As of 31 December 2012	As of 31 December 2011	As of 31 December 2012	As of 31 December 2011
Raw and auxiliary materials	4,386	2,694	1	686
Goods for resale	495	861	-	-
Other	331	575	-	15
	<u>5,212</u>	<u>4,130</u>	<u>1</u>	<u>701</u>
Less: net realisable value allowance	(93)	(90)	-	-
	<u>5,119</u>	<u>4,040</u>	<u>1</u>	<u>701</u>

Change in allowance for inventories for the year 2012 and 2011 has been included into general and administrative expenses.

AB CITY SERVICE
CONSOLIDATED AND PARENT COMPANY'S FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 December 2012
(all amounts are in LTL thousand unless otherwise stated)

9 Prepayments

Prepayments of the Group amount to LTL 12,269 thousand as of 31 December 2012 (LTL 8,911 thousand as of 31 December 2011) and mainly include prepayments to subcontractors for residential renovation projects in Russia amounting to LTL 7,186 thousand (LTL 6,996 thousand as of 31 December 2011).

10 Trade and other receivables

	Group		Company	
	As of 31 December 2012	As of 31 December 2011	As of 31 December 2012	As of 31 December 2011
Trade receivables, gross	146,297	103,327	29,936	22,177
Less: allowance for doubtful trade receivables	(28,282)	(26,602)	(778)	(1,619)
	<u>118,015</u>	<u>76,725</u>	<u>29,158</u>	<u>20,558</u>

Change in allowance for doubtful trade receivables for the year 2012 and 2011 has been included into general and administrative expenses.

The Group's and the Company's accounts receivable from Vilnius City Municipality for maintenance and heat supply within Vilnius schools and kindergartens amounts to LTL 27,927 thousand as of 31 December 2012 (LTL 12,872 thousand as of 31 December 2011).

Both trade receivables and other receivables are non-interest bearing and are generally collectible on 30 - 90 days terms.

Other receivables of the Group and the Company as of 31 December 2011 included a loan granted to UAB Novrita in the amount of LTL 8,348 thousand. Based on management estimate, part of the loan granted to UAB Novrita in the amount of LTL 6,000 thousand was accounted as non-current receivable as of 31 December 2011. In 2012 amounts due from UAB Novrita were netted off fully.

As of 31 December 2012 and 2011 a part of trade receivables of the Company's subsidiaries Mano būstas LT UAB and Ecoservice UAB was pledged to banks as collateral for the loans (Note 13).

Movements in the allowance for impairment of the Group's receivables were as follows:

	Individually impaired	Collectively impaired	Total
Balance as of 1 January 2011	524	20,132	20,656
Charge for the year	1,946	5,791	7,737
Exchange differences	(79)	(951)	(1,030)
Reversed during the year	(401)	(360)	(761)
Balance as of 31 December 2011	<u>1,990</u>	<u>24,612</u>	<u>26,602</u>
Charge for the year	2,420	7,154	9,574
Exchange differences	75	1,666	1,741
Reversed during the year	-	(877)	(877)
Written off during the year*	(193)	(8,565)	(8,758)
Balance as of 31 December 2012	<u>4,292</u>	<u>23,990</u>	<u>28,282</u>

* The major part of written off receivables is related to disposal of subsidiaries (Note 1)

AB CITY SERVICE
CONSOLIDATED AND PARENT COMPANY'S FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 December 2012
(all amounts are in LTL thousand unless otherwise stated)

10 Trade and other receivables (cont'd)

Movements in the allowance for impairment of the Company's receivables were as follows:

	Individually impaired	Collectively impaired	Total
Balance as of 1 January 2010	-	1,444	1,444
Charge for the year	-	175	175
Balance as of 31 December 2011	-	1,619	1,619
Reversed during the year	-	(841)	(841)
Balance as of 31 December 2012	-	778	778

The ageing analysis of the Group's trade receivables (presented net of allowance for impaired receivables) as of 31 December is as follows:

	Trade receivables neither past due nor impaired	Trade receivables past due but not impaired					Total
		Less than 30 days	30 – 60 days	60 – 90 days	90 – 360 days	More than 360 days	
2011	32,118	14,445	7,501	5,190	9,676	7,795	76,725
2012	63,707	12,669	7,057	6,764	16,828	10,990	118,015

The ageing analysis of the Company's trade receivables (presented net of allowance for impaired receivables) as of 31 December is as follows:

	Trade receivables neither past due nor impaired	Trade receivables past due but not impaired					Total
		Less than 30 days	30 – 60 days	60 – 90 days	90 – 360 days	More than 360 days	
2011	8,807	4,637	2,667	2,345	2,022	80	20,558
2012	7,947	3,886	3,902	3,923	7,087	2,413	29,158

Trade receivables of the Company overdue for more than 90 days consist mainly of receivables from municipal entities, which, in the view of the management, do not bear the risk of non-repayment.

AB CITY SERVICE
CONSOLIDATED AND PARENT COMPANY'S FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 December 2012
(all amounts are in LTL thousand unless otherwise stated)

11 Cash and cash equivalents

	Group		Company	
	As of 31 December 2012	As of 31 December 2011	As of 31 December 2012	As of 31 December 2011
Cash at bank	19,060	21,608	127	202
Cash on hand	109	109	2	14
Short-term deposits	13,745	3,333	-	-
	<u>32,914</u>	<u>25,050</u>	<u>129</u>	<u>216</u>

The original term of all deposits is less than three months, the weighted average annual interest rate of the Group as of 31 December 2012 was 5,36 % (7 % as of 31 December 2011).

The fair value of cash and short-term deposits as of 31 December 2012 of the Group and the Company was LTL 32,914 thousand and LTL 129 thousand respectively (LTL 25,050 thousand and LTL 216 thousand as of 31 December 2011, respectively).

As of 31 December 2012 the Group had restricted cash of LTL 730 thousand (LTL 200 thousand as of 31 December 2011) held in the bank as guarantee provided to customers. The whole amount is accounted for under non-current receivables caption in the statement of financial position as of 31 December 2012.

As of 31 December 2012 and 2011 part of bank accounts of the Company and its subsidiaries are pledged to banks for loans (Note 13).

12 Reserves and share premium

Legal reserve

A legal reserve is a compulsory reserve under Lithuanian legislation. Annual transfers of not less than 5% of net profit, calculated for statutory reporting purposes are required until the reserve reaches 10 % of the share capital. As of 31 December 2012 and 2011 the reserve was fully composed.

Other reserves

Based on the shareholders' decision other reserves of LTL 6,000 thousand were formed from the retained earnings during the year 2009 for acquisition of its own shares.

Share premium

Share premium represents the excess of the share issue price over nominal value of the shares issued.

According to the laws of the Republic of Lithuania share surplus cannot be distributed, it can only be converted to the share capital or used to cover accumulated losses.

AB CITY SERVICE
CONSOLIDATED AND PARENT COMPANY'S FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 December 2012
(all amounts are in LTL thousand unless otherwise stated)

13 Borrowings

The list of borrowings of the Group and the Company as of 31 December 2012 and 2011 are as follows:

Creditor	Curren- cy of the loan	Amount of the loan (in currency of the loan)	Final repa- y- ment date	Group		Company	
				Balance as of 31 December 2012 (LTL)	Balance as of 31 December 2011 (LTL)	Balance as of 31 December 2012 (LTL)	Balance as of 31 December 2011 (LTL)
<u>Current loans</u>							
Swedbank, AB (overdraft)	EUR	1,448	17.08.2013	5,000	86	5,000	86
Swedbank, AB (overdraft)	LTL	5,000	17.08.2013	83	-	83	-
Swedbank, AB	EUR	3,700	10.06.2013	12,775	-	12,775	-
DNB bankas, AB (UAB Ecoservice)	EUR	435	29.11.2013	928	770	-	-
AS UniCredit Bank (UAB Tvar.com)	LTL	350	15.02.2013	127	-	-	-
Group Account (eliminated in the consolidated group accounts)*	Unspe- cified	Unspe- cified	Unspe- cified	-	-	17,092	3,062
Current loan balance				18,913	856	34,950	3,148
<u>Non-current loans</u>							
Swedbank, AB	EUR	10,486	09.08.2015	18,417	25,533	18,417	25,533
Swedbank, AB	EUR	6,000	10.12.2017	20,717	-	20,717	-
AS UniCredit Bank (UAB Tvar.com)	EUR	309	15.01.2013	80	1,067	-	-
Less: current portion of non-current borrowings				(9,498)	(8,103)	(9,418)	(7,116)
Non-current loan balance				29,716	18,497	29,716	18,417

* Based on overdraft facility agreement signed on 25 August 2008 among the Company, its subsidiaries operating in Lithuania and Swedbank, AB, the Group can utilise net cash balances of the Company and its subsidiaries operating in Lithuania as inter-group borrowings.

For all the loans of the Group and the Company variable interest rates apply. Actual interest rates are close to effective interest rates. As of 31 December 2012 the weighted average annual interest rate of borrowings outstanding was 2.35 % (3.9 % as of 31 December 2011). In 2012 and 2011 the period of re-pricing of floating interest rates on borrowings was 6 months. Interest is paid quarterly.

The total unutilized borrowing facilities of the Group and the Company as of 31 December 2012 amounted to LTL 5,714 thousand and LTL 4,917 thousand respectively (LTL 9,914 thousand for both, the Group and the Company, as of 31 December 2011).

As of 31 December 2012 and 2011 a part of property, plant and equipment (Note 6), a part of trade receivables (Note 10) and a part of bank accounts (Note 11) of the Group and the Company were pledged to banks as collateral for the loans received.

Terms of repayment of non-current debt are as follows:

Term	Group		Company	
	As of 31 December 2012	As of 31 December 2011	As of 31 December 2012	As of 31 December 2011
Within one year	9,498	8,103	9,418	7,116
From one to five years	29,716	18,497	29,716	18,417
	39,214	26,600	39,134	25,533

AB CITY SERVICE
CONSOLIDATED AND PARENT COMPANY'S FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 December 2012
(all amounts are in LTL thousand unless otherwise stated)

14 Non-current payables

In 2010 OAO City Service, ZAO City Service and ООО Жилкомсервис № 3 Фрунзенского района started court litigation against TGK-1 (the provider of heating). The companies challenged the amounts invoiced by TGK-1, because the companies believe the invoices should be calculated not based on volumes of heating dispatched by TGK-1, but based on the estimated volumes of heating consumed by the inhabitants (based on the norms set for consumption).

In October 2011 the companies decided not to continue litigations with TGK-1 and an amicable settlement agreement was signed regarding the outstanding debt due from the companies. According to this agreement:

- The debt was decreased by RUR 22,541 thousand (equivalent of LTL 1,878 thousand)
- The remaining amount RUR 120,190 thousand (equivalent of LTL 10,016 thousand) has to be repaid on a monthly basis until August 2014.
- No interest is charged to the companies.

Non-current payables to TGK-1 were discounted using the effective interest rate method on the date of recognition. A gain on initial recognition (LTL1,396 thousand) was recognised in the cost of sales caption of the statement of comprehensive income for 2011. The expenses amounted to LTL 686 thousand for 2012 (LTL 202 thousand for 2011)., which were included in financial expenses.

As of 31 December 2012 and 2011 the amortised cost of non-current payables was respectively LTL 2,594 thousand and LTL 5,131 thousand. Current payable is accounted under trade payables.

15 Financial lease

The assets leased by the Group and the Company under financial lease contracts mainly consist of vehicles. Apart from the lease payments, other obligations under lease contracts are maintenance and insurance. The net book value of the vehicles acquired under financial lease amounted to LTL 14,638 thousand as of 31 December 2012 in the Group and LTL 330 thousand in the Company (LTL 16,406 thousand in the Group and LTL 2,405 thousand in the Company as of 31 December 2011). The terms of the financial lease agreements are from 2 to 5 years. The currencies of the financial lease agreements are EUR and LTL.

As of 31 December 2012 the interest rate on the financial lease obligations is 6 month EUR LIBOR + 1.2 % - 3 %, or 6 month VILIBOR + 1.5 % - 3.31 % (as of 31 December 2011 – 6 month EUR LIBOR + 1.2 % - 6.18 %, or 6 month VILIBOR + 1.5 % - 3.31 %). Interest is paid monthly.

Future minimal lease payments under the above mentioned financial lease contracts as of 31 December 2012 are as follows:

	<u>Group</u>	<u>Company</u>
Within one year	2,904	69
From one to five years	6,478	264
Total financial lease obligations	<u>9,382</u>	<u>333</u>
Interest	(378)	(18)
Present value of financial lease obligations	<u>9,004</u>	<u>315</u>
Financial lease obligations are accounted as:		
- current	2,749	62
- non-current	6,255	253

AB CITY SERVICE
CONSOLIDATED AND PARENT COMPANY'S FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 December 2012
(all amounts are in LTL thousand unless otherwise stated)

15 Financial lease (cont'd)

Future minimal lease payments under the above mentioned financial lease contracts as of 31 December 2011 are as follows:

	<u>Group</u>	<u>Company</u>
Within one year	4,133	633
From one to five years	6,597	1,722
Total financial lease obligations	<u>10,730</u>	<u>2,355</u>
Interest	(664)	(190)
Present value of financial lease obligations	<u>10,066</u>	<u>2,165</u>
Financial lease obligations are accounted as:		
- current	3,859	569
- non-current	6,207	1,596

16 Operating lease

As of 31 December 2012 and 2011 the Group had several contracts of operating lease for vehicles outstanding. The remaining part of the operating lease comprises of rent of offices in Vilnius. The terms of lease do not include restrictions of the activities of the Group and the Company in connection with the dividends, additional borrowings or additional lease agreements.

Minimal future lease payments according to the signed non-cancellable operating lease contracts are as follows:

	Group		Company	
	As of 31 December 2012	As of 31 December 2011	As of 31 December 2012	As of 31 December 2011
Within one year	139	829	12	136
From one to five years	22	563	-	6
	<u>161</u>	<u>1,392</u>	<u>12</u>	<u>142</u>

Operating lease contracts are denominated in Lithuanian Litas and Euros.

The Company has also entered into several vehicle operating lease agreements with employees. However, the agreements are cancellable; therefore, minimum lease payments are not disclosed.

17 Provision for employee benefits

As of 31 December 2012 and 2011 the Group and Company accounted for employee benefits for employees leaving the Group or the Company at the age of retirement (Note 2.13). Related expenses are included into general and administrative expenses in the Group's and the Company's statements of comprehensive income.

	Group		Company	
	2012	2011	2012	2011
As of 31 December of the previous year	750	724	327	312
Additions arising from acquisitions of new subsidiaries	579	-	-	-
Change during the year	79	26	(299)	16
As of 31 December of the financial year	<u>1,408</u>	<u>750</u>	<u>28</u>	<u>328</u>

AB CITY SERVICE
CONSOLIDATED AND PARENT COMPANY'S FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 December 2012
(all amounts are in LTL thousand unless otherwise stated)

17 Provision for employee benefits (cont'd)

Main assumptions applied while evaluating the Group's and the Company's provision for employee benefits as of 31 December 2012 are as follows:

	<u>Group</u>	<u>Company</u>
Discount rate	4.4%	6.0%
Anticipated annual salary increase	3.2%	3.0%

Main assumptions applied while evaluating the Group's and the Company's provision for employee benefits as of 31 December 2011 are as follows:

	<u>Group</u>	<u>Company</u>
Discount rate	5.8%	5.8%
Anticipated annual salary increase	3.0%	3.0%

18 Trade payables and payables to related parties

	Group		Company	
	<u>As of 31 December 2012</u>	<u>As of 31 December 2011</u>	<u>As of 31 December 2012</u>	<u>As of 31 December 2011</u>
Trade payables	73,687	59,035	13,189	4,334
Payables to related parties (Note 31)	12,473	13,212	11,928	13,559
	<u>86,160</u>	<u>72,247</u>	<u>25,117</u>	<u>17,893</u>

Trade payables are non-interest bearing and are normally settled on 60-day terms.

19 Advances received

As of 31 December 2012 and 2011 amount represents advances received from the owners of commercial and residential buildings administrated by the Group and the Company for repair and other works.

As of 31 December 2011 balance also included payments received from UAB Litesko and UAB Vilniaus Energija for heating system renovation works amounting to LTL 872 thousand.

20 Other current liabilities

	Group		Company	
	<u>As of 31 December 2012</u>	<u>As of 31 December 2011</u>	<u>As of 31 December 2012</u>	<u>As of 31 December 2011</u>
Salaries and social security	6,024	4,683	87	733
Vacation pay accrual	6,222	5,536	374	2,115
Accrued expenses and deferred income	5,028	2,837	186	299
Other current liabilities	6,949	6,114	319	67
	<u>24,223</u>	<u>19,170</u>	<u>966</u>	<u>3,214</u>

Other payables are non-interest bearing and have an average term of six months.

AB CITY SERVICE
CONSOLIDATED AND PARENT COMPANY'S FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 December 2012
(all amounts are in LTL thousand unless otherwise stated)

21 Sales

	Group		Company	
	2012	2011	2012	2011
Buildings' administration and related services	494,190	492,310	52,159	107,560
Heating system renovation and heating components installation services (Note 1)	-	6,748	-	6,748
Waste management	39,455	47,537	-	-
Other services and goods	909	1,248	909	1,248
	534,554	547,843	53,068	115,556

The Company has a relatively significant concentration of trading counterparties. The main customer of the Company – Vilnius City Municipality – in 2012 and 2011 accounted for 75 % and 28 %, of total Company's sales, respectively.

Information about customer specific contracts in progress as of 31 December 2012 and 2011:

	Group and Company	
	2012	2011
Sales of customer specific contracts in progress, recognised in the statement of comprehensive income during the year	-	1,092
Sales from customer specific contracts in progress, recognised to date	-	23,614
Expenses incurred on the customer specific contracts, recognised in the statement of comprehensive income during the year	-	43
Expenses incurred on the customer specific contracts, recognised to date	-	16,901
Due to customers (accounted for as advances received)	-	872

22 Cost of sales

	Group		Company	
	2012	2011	2012	2011
Services of subcontractors and materials used	335,919	352,814	39,848	61,351
Wages and salaries and social security	68,568	68,100	2,503	22,074
Cost of goods sold	9,451	5,345	1	1,022
Depreciation	5,779	5,741	-	-
Other	5,207	2,595	-	-
Total cost of sales	424,924	434,595	42,352	84,447

AB CITY SERVICE
CONSOLIDATED AND PARENT COMPANY'S FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 December 2012
(all amounts are in LTL thousand unless otherwise stated)

23 General and administrative expenses

	Group		Company	
	2012	2011	2012	2011
Wages and salaries and social security	36,345	35,751	2,913	7,218
Goodwill impairment (Note 4)	19,139	-	-	-
Allowance for trade receivables	8,697	5,946	(841)	641
Depreciation and amortisation	7,330	6,924	265	1,507
Consulting and similar expenses	3,603	3,173	1,382	1,374
Commissions for collection of payments	3,068	4,819	279	1,904
Rent of premises and other assets	2,934	3,324	440	1,149
Bonuses	2,420	800	2,420	800
Allowance for long term receivables*	2,335	-	-	-
Consulting and tax expenses related with acquisitions in Poland	1,768	-	1,768	-
Utilities	1,276	1,144	404	379
Fuel expenses	1,201	1,410	85	220
Transportation	1,012	1,204	48	172
Computer software maintenance	1,131	955	25	125
Advertising	1,062	1,524	348	905
Communication expenses	1,047	1,239	126	231
Taxes other than income tax	947	646	17	78
Business trips and training	778	863	269	571
Insurance	752	556	43	196
Representational costs	712	654	224	464
Bank payments	654	500	142	22
Charity and support	346	561	198	480
Other	6,043	3,890	310	1,443
Total general and administrative expenses	104,600	75,883	10,865	19,879

* Allowance relates to long term accounts receivable of Group companies operating in St. Petersburg.

24 Other operating income and expenses

	Group		Company	
	2012	2011	2012	2011
Income from rent	179	556	860	156
Gain on disposal of property, plant and equipment	358	636	13	-
Gain from bargain purchase (Note 4)	22,965	1,156	-	-
Fines and penalties	2,651	3,084	-	-
Other income***	3,360	1,185	3,385	469
Total other operating income	29,513	6,617	4,258	625
Depreciation of rented assets	32	34	18	22
Fines and penalties	263	1,949	-	-
Legal claims*	1,164	1,045	-	-
State duties**	181	2,464	-	-
Other expenses***	2,998	2,964	2,411	517
Total other operating expenses	4,638	8,456	2,429	539

* Expenses relate to claim payments to inhabitants in St. Petersburg, mainly for roof leaks during winter.

**Expenses for government fees paid for failed legal cases in St. Petersburg subsidiaries.

*** Other Company income/expenses mainly relates to the property, plant and equipment transferred during the reorganisation.

AB CITY SERVICE
CONSOLIDATED AND PARENT COMPANY'S FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 December 2012
(all amounts are in LTL thousand unless otherwise stated)

25 Finance income and (expenses), net

	Group		Company	
	2012	2011	2012	2011
Interest income	337	717	936	1,757
Dividend income	-	-	18,578	2,957
Foreign currency exchange gain	984	217	82	2
Other financial income	223	286	13	79
Total finance income	1,544	1,220	19,609	4,795
Interest (expenses)	(1,415)	(1,724)	(1,646)	(1,664)
Impairment of investments into subsidiaries (Note 7)	-	-	(11,940)	(789)
Foreign currency exchange loss	(163)	(791)	(104)	(33)
Loss on sale of investments (Note 1)	(6,906)	-	-	-
Other financial (expenses)	(736)	(306)	(30)	(88)
Total finance (expenses)	(9,220)	(2,821)	(13,720)	(2,574)
Financial activity, net	(7,676)	(1,601)	5,889	2,221

26 Income tax

	Group		Company	
	2012	2011	2012	2011
Components of the income tax expenses				
Current income tax	4,853	4,777	152	1,610
Deferred income tax (income) expenses	1,138	(324)	285	(176)
Income tax (income) expenses recorded in the statement of comprehensive income	5,991	4,453	437	1,434

AB CITY SERVICE
CONSOLIDATED AND PARENT COMPANY'S FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 December 2012
(all amounts are in LTL thousand unless otherwise stated)

26 Income tax (cont'd)

	Group		Company	
	As of 31 December 2012	As of 31 December 2011	As of 31 December 2012	As of 31 December 2011
Deferred income tax asset				
Allowance for accounts receivable	3,235	7,111	117	313
Allowance for inventories	17	17	-	-
Accruals and similar temporary differences	2,485	1,275	125	430
Deferred income (percentage of completion method)	-	-	-	-
Impairment of investments	-	-	210	181
Tax loss carry forward	1,088	2,651	-	-
Tax goodwill	4,573	5,030	-	-
Deferred income tax asset before valuation allowance	<u>11,398</u>	<u>16,084</u>	<u>452</u>	<u>924</u>
Less: valuation allowance	<u>(2,193)</u>	<u>(2,084)</u>	<u>-</u>	<u>(188)</u>
Deferred income tax asset, net of valuation allowance	<u>9,205</u>	<u>14,000</u>	<u>452</u>	<u>736</u>
Deferred income tax liability				
Property, plant and equipment and intangible assets	(11,952)	(15,662)	-	-
Accrued income	(502)	(4,401)	-	-
Deferred income tax liability	<u>(12,454)</u>	<u>(20,063)</u>	<u>-</u>	<u>-</u>
Deferred income tax, net	<u>(3,249)</u>	<u>(6,063)</u>	<u>452</u>	<u>736</u>
Presented in the statement of financial position as follows:				
Deferred income tax asset	10,149	9,243	452	736
Deferred income tax liability	(13,398)	(15,306)	-	-

The Group's deferred tax asset and liability were netted-off to the extent they related to the same tax administration institution and the same taxable entity.

Tax loss carry forward can be utilised as follows: in Lithuania (LTL 3,363 thousand as of 31 December 2012) – indefinitely, in Russia (LTL 2,899 thousand as of 31 December 2012) – mainly until the year 2014.

Deferred income tax asset and liability, related to entities operating in Lithuania, were accounted at 15 % rate in 2012 and 2011. The deferred tax of companies operating in Russia, Ukraine, Latvia and Poland was calculated using 20 %, 25 %, 15 % and 19% tax rates, respectively in 2012 (same as in 2011).

Due to group reorganisations (mergers) in 2011 and 2010 as discussed in Notes 1 and 4, tax goodwill was created as of the merger date. Consequently, a deferred tax asset was recorded on these transactions to the extent tax goodwill exceeds a respective financial goodwill amounts.

AB CITY SERVICE
CONSOLIDATED AND PARENT COMPANY'S FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 December 2012
(all amounts are in LTL thousand unless otherwise stated)

26 Income tax (cont'd)

The changes of temporary differences before and after tax effect in the Group were as follows:

	Balance as of 31 December 2011	Recognised in statement of comprehensive income	Exchange differences	Disposed subsidiaries	Acquired subsidiaries	Balance as of 31 December 2012
Allowance for accounts receivable	38,628	(3,695)	67	(16,620)	1,411	19,791
Allowance for inventories	113	-	-	-	-	113
Accruals and similar temporary differences	8,247	4,510	7	(1,065)	2,166	13,865
Deferred income (percentage of completion)	-	-	-	-	-	-
Tax loss carry forward	16,127	(9,384)	12	-	-	6,755
Tax goodwill	33,531	(3,047)	-	-	-	30,484
Property, plant and equipment and intangible assets	(97,214)	7,466	3	11,451	1,745	(76,549)
Accrued income	(22,250)	1,474	57	18,927	-	(1,792)
Total temporary differences before valuation allowance	(22,818)	(2,676)	146	12,693	5,322	(7,333)
Valuation allowance	(10,853)	303	(5)	-	-	(10,555)
Total temporary differences	(33,671)	(2,373)	141	12,693	5,322	(17,888)
Deferred income tax, net	(6,063)	(950)	28	2,539	1,197	(3,249)

	Balance as of 31 December 2010	Recognised in statement of comprehensive income	Exchange differences	Acquired subsidiaries	Balance as of 31 December 2011
Allowance for accounts receivable	42,196	(5,850)	(58)	2,340	38,628
Allowance for inventories	113	-	-	-	113
Accruals and similar temporary differences	6,447	(4,755)	(6)	6,561	8,247
Deferred income (percentage of completion)	1,053	(1,053)	-	-	-
Tax loss carry forward	14,515	(2,439)	(10)	4,061	16,127
Tax goodwill	17,671	15,860	-	-	33,531
Property, plant and equipment and intangible assets	(90,542)	(504)	(2)	(6,166)	(97,214)
Accrued income	(13,439)	(8,762)	(49)	-	(22,250)
Total temporary differences before valuation allowance	(21,986)	(7,503)	(125)	6,796	(22,818)
Valuation allowance	(19,514)	9,898	4	(1,241)	(10,853)
Total temporary differences	(41,500)	2,395	(121)	5,555	(33,671)
Deferred income tax, net	(7,196)	324	(24)	833	(6,063)

AB CITY SERVICE
CONSOLIDATED AND PARENT COMPANY'S FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 December 2012
(all amounts are in LTL thousand unless otherwise stated)

26 Income tax (cont'd)

The changes of temporary differences before and after tax effect in the Company were as follows:

	Balance as of 31 December 2011	Recognised in statement of compre- hensive income	Balance as of 31 December 2012
Allowance for accounts receivable	2,085	(1,307)	778
Accruals and similar temporary differences	2,872	(2,040)	832
Deferred income (percentage of completion method)	-	-	-
Impairment of investments	1,206	194	1,400
Total temporary differences	6,163	(3,153)	3,010
Valuation allowance	(1,255)	1,255	-
Total temporary differences	4,908	(1,898)	3,010
Deferred income tax, net	736	(284)	452

	Balance as of 31 December 2010	Recognised in statement of compre- hensive income	Balance as of 31 December 2011
Allowance for accounts receivable	1,444	641	2,085
Accruals and similar temporary differences	2,265	607	2,872
Deferred income (percentage of completion method)	1,049	(1,049)	-
Impairment of investments	417	789	1,206
Total temporary differences	5,175	988	6,163
Valuation allowance	(1,444)	189	(1,255)
Total temporary differences	3,731	1,177	4,908
Deferred income tax, net	560	176	736

The reported amount of income tax expenses attributable to the year can be reconciled to the amount of income tax expenses that would result from applying statutory income tax rate to pre tax income as follows:

	Group		Company	
	2012	2011	2012	2011
Income tax expenses computed at 15 % in 2012 and 2011	3,336	5,091	1,135	2,030
Effect of different tax rates applicable to foreign subsidiaries	476	748	-	-
Deferred tax asset recognized on reorganization of subsidiaries (on tax goodwill)	-	(2,379)	-	-
Tax incentive on investments	-	(42)	-	(42)
Tax losses overtaken from other Group companies	-	-	-	(38)
Change in deferred tax asset valuation allowance	109	(1,713)	(188)	(29)
Permanent differences	2,070	2,748	(510)	(487)
Income tax expenses reported in the statement of comprehensive income	5,991	4,453	437	1,434

AB CITY SERVICE
CONSOLIDATED AND PARENT COMPANY'S FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 December 2012
(all amounts are in LTL thousand unless otherwise stated)

27 Basic and diluted earnings per share (LTL)

Basic earnings per share are calculated by dividing the net profit attributable to the shareholders by the weighted average number of ordinary shares issued and paid during the year. The Company has no diluting instruments, therefore basic and diluted earnings per share are equal. Calculation of basic and diluted earnings per share is presented below:

	Group	
	2012	2011
Net profit attributable to the shareholders	15,078	28,725
Number of shares (thousand), opening balance	31,610	31,610
Number of shares (thousand), closing balance	31,610	31,610
Weighted average number of shares (thousand)	31,610	31,610
Basic and diluted earnings per share (LTL)	0.48	0.91

28 Dividends per share

	2012	2011
Approved dividends*	7,270	7,903
Number of shares (in thousand)**	31,610	31,610
Approved dividends per share (LTL)	0.23	0.25

* The year when the dividends are approved.

** At the date when dividends are approved.

29 Financial assets and liabilities and risk management

Credit risk

The Group's and the Company's procedures are in force to ensure on a permanent basis that sales are made to customers with an appropriate credit history and do not exceed an acceptable credit exposure limit. Furthermore, the credit risk of the main customer of the Company, regarding which there is a trading and credit risk concentration (Note 21), however Vilnius City Municipality is considered as low risk customer in this respect. Receivables from Vilnius City Municipality as of 31 December 2012 amounted to 23 % and 95 % of the Group's and the Company's trade accounts receivable, respectively (17 % and 63 % as of 31 December 2011, respectively).

The maximum exposure to credit risk is represented by the carrying amount of each financial asset. Therefore, the Company's management considers that its maximum exposure is reflected by the amount of trade and other receivables, net of allowance for doubtful accounts recognised at the date of the statement of financial position.

Interest rate risk

The major part of the Group's and the Company's borrowings (loans and financial lease obligations) are subject to variable rates, related to EUR LIBOR and VILIBOR, which create an interest rate risk (Notes 13 and 15). There are no financial instruments designated to manage the exposure to the interest rate risk outstanding as of 31 December 2012 and 2011.

AB CITY SERVICE
CONSOLIDATED AND PARENT COMPANY'S FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 December 2012
(all amounts are in LTL thousand unless otherwise stated)

29 Financial assets and liabilities and risk management (cont'd)

Interest rate risk (cont'd)

The following table demonstrates the sensitivity of the Group's profit before tax (through the impact on floating rate borrowings) to a reasonably possible change in interest rates, with all other variables held constant. There is no impact on the Group's equity, other than that to current year profit.

2012	Increase/decrease in basis points	Effect on the profit before the income tax
EUR	+100	(664)
LTL	+100	(3)
2011		
EUR	+100	(368)
LTL	+100	(40)

The following table demonstrates the sensitivity of the Company's profit before tax (through the impact on floating rate borrowings) to a reasonably possible change in interest rates, with all other variables held constant. There is no impact on the Company's equity, other than that to current year profit.

2012	Increase/decrease in basis points	Effect on the profit before the income tax
EUR	+100	(572)
LTL	+100	(1)
2011		
EUR	+100	(278)
LTL	+100	(40)

AB CITY SERVICE
CONSOLIDATED AND PARENT COMPANY'S FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 December 2012
(all amounts are in LTL thousand unless otherwise stated)

29 Financial assets and liabilities and risk management (cont'd)

Liquidity risk

The Group's and the Company's policy is to maintain sufficient cash and cash equivalents or have available funding through an adequate amount of committed overdraft and loans to meet its commitments at a given date in accordance with its strategic plans. The Group's liquidity (current assets / current liabilities) and quick ((current assets – inventory) / current liabilities) ratios as of 31 December 2012 were 1.10 and 1.07 respectively (1.04 and 1.01 as of 31 December 2011 respectively). The Company's liquidity and quick ratios as of 31 December 2012 were 1.20 and 1.20 respectively (1.82 and 1.80 as of 31 December 2011, respectively).

The table below summarises the maturity profile of the Group's financial liabilities as of 31 December 2012 and 2011 based on contractual undiscounted payments:

	On demand	Less than 3 months	3 to 12 months	1 to 5 years	More than 5 years	Total
Non-current interest bearing borrowings	-	-	-	31,294	-	31,294
Current portion of non-current interest bearing borrowings	-	2,661	7,742	-	-	10,403
Current loans	-	231	18,988	-	-	19,219
Financial lease obligations	-	712	2,135	6,284	-	9,131
Trade payables and payables to related parties	-	59,906	26,223	31	-	86,160
Other current liabilities	-	285	-	-	-	285
Balance as of 31 December 2012	-	63,795	55,088	37,609	-	156,492
Non-current interest bearing borrowings	-	-	-	19,506	-	19,506
Current portion of non-current interest bearing borrowings	-	2,178	6,798	-	-	8,976
Current loans	-	90	790	-	-	880
Financial lease obligations	-	1,033	3,100	6,597	-	10,730
Trade payables and payables to related parties	481	37,564	34,640	6,741	523	79,949
Other current liabilities	-	458	1,543	-	-	2,001
Balance as of 31 December 2011	481	41,323	46,871	32,844	523	122,042

AB CITY SERVICE
CONSOLIDATED AND PARENT COMPANY'S FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 December 2012
(all amounts are in LTL thousand unless otherwise stated)

29 Financial assets and liabilities and risk management (cont'd)

Liquidity risk (cont'd)

The table below summarises the maturity profile of the Company's financial liabilities as of 31 December 2012 and 2011 based on contractual undiscounted payments:

	On demand	Less than 3 months	3 to 12 months	1 to 5 years	More than 5 years	Total
Non-current interest bearing borrowings	-	-	-	31,294	-	31,294
Current portion of non-current interest bearing borrowings	-	2,581	7,742	-	-	10,323
Current loans	-	17,337	18,048	-	-	35,385
Financial lease obligations	-	17	52	264	-	333
Trade payables and payables to related parties	-	25,117	-	-	-	25,117
Other current liabilities	-	70	-	-	-	70
Balance as of 31 December 2012	-	45,122	25,842	31,558	-	102,522
Non-current interest bearing borrowings	-	-	-	19,483	-	19,483
Current portion of non-current interest bearing borrowings	-	1,994	5,983	-	-	7,977
Current loans	-	3,166	-	-	-	3,166
Financial lease obligations	-	105	527	1,722	-	2,354
Trade payables and payables to related parties	-	17,893	-	-	-	17,893
Other current liabilities	-	229	-	-	-	229
Balance as of 31 December 2011	-	23,387	6,510	21,205	-	51,102

Foreign exchange risk

The Company's monetary assets and liabilities as of 31 December 2012 and 2011 are denominated in LTL or EUR, to which LTL is pegged. Therefore, the management of the Company believes that foreign exchange risk is insignificant.

Monetary assets and liabilities of the Group denominated in various currencies as of 31 December 2012 and 2011 were as follows:

	2012		2011	
	Assets	Liabilities	Assets	Liabilities
LTL	95,091	59,395	69,069	35,248
RUB	38,077	45,027	49,791	63,421
LVL	1,215	867	884	594
PLN	26,289	13,319	4	-
EUR	-	66,480	-	37,522
	160,672	185,088	119,748	136,785

AB CITY SERVICE
CONSOLIDATED AND PARENT COMPANY'S FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 December 2012
(all amounts are in LTL thousand unless otherwise stated)

29 Financial assets and liabilities and risk management (cont'd)

Foreign exchange risk (cont'd)

The following tables demonstrates the sensitivity of the Group's profit before tax (due to change in the fair value of monetary assets and liabilities) to a reasonably possible change in respect of currency exchange rate with all other variables held constant.

EUR held by Russian subsidiaries:

	<u>Increase/ decrease in exchange rate</u>	<u>Effect on the profit before the income tax</u>
2012		
EUR	+ 15.00 %	(1,078)
EUR	- 15.00 %	1,078
2011		
EUR	+ 15.00 %	(2,801)
EUR	- 15.00 %	2,801

EUR held by Polish subsidiaries:

	<u>Increase/ decrease in exchange rate</u>	<u>Effect on the profit before the income tax</u>
2012		
EUR	+ 15.00 %	(5,723)
EUR	- 15.00 %	5,723
2011		
EUR	+ 15.00 %	-
EUR	- 15.00 %	-

Fair value of financial instruments

The Group's and the Company's principal financial instruments not carried at fair value are trade and other receivables, trade and other payables, non-current and current borrowings.

Fair value is defined as the amount at which the instrument could be exchanged between knowledgeable and willing parties in an arm's length transaction, other than in forced or liquidation sale. The following methods and assumptions are used to estimate the fair value of each class of financial instruments:

- (a) The carrying amount of current trade and other accounts receivable, current accounts payable and current borrowings approximates fair value;
- (b) The fair value of non-current borrowings is based on the quoted market price for the same or similar issues or on the current rates available for borrowings with the same maturity profile. The fair value of non-current borrowings with variable interest rates approximates their carrying amounts.

The fair values of the Group's and the Company's financial assets and financial liabilities approximate their carrying values.

30 Commitments and contingencies

Acquisition of UAB Lazdynų Būstas

The Company participates as defendant in the case of UAB Lazdynų Būstas privatization. Vilnius district prosecutor claims to dissolve all privatization procedures of UAB Lazdynų Būstas and apply restitution. Vilnius district prosecutor raised the case on the ground of public interest that Vilnius municipality, while preparing UAB Lazdynų Būstas for privatization, did not acquire from UAB Lazdynų Būstas real estate situated on the state land which should be returned to the private citizens. On 20 March 2012 Vilnius district court decided to satisfy all the claims of the prosecutor and apply restitution - Vilnius municipality shall have to return all the Company's paid sum (LTL 7,551 thousand) and the Company shall have to return the shares to Vilnius municipality. Vilnius municipality appealed the decision, the Company supports the appeal and the Appeal Court of Lithuania shall hear the case. At the moment there is no information about the date of the hearing.

In case the final court ruling shall be that UAB Lazdynų Būstas shares could not be transferred to the Company in the public auction by Vilnius municipality, restitution in full shall be applied. Firstly, Vilnius municipality shall be obliged to return all the Company's consideration paid (LTL 7,551 thousand) in order to re-acquire the above mentioned shares from the Company. It should be mentioned that the Company shall transfer UAB Lazdynų Būstas shares only after the above mentioned sum would be paid to the Company. In case of restitution the Company retains the right to claim for damages from the municipality or other state institutions. The net assets and net profit of UAB Lazdynų Būstas included in the consolidated financial statements of the Group as of 31 December 2012 amount to LTL 953 thousand and LTL 41 thousand, respectively. Currently, according to the court decision dated 27 June 2008, shares of UAB Lazdynų Būstas are restricted from sale and pledge, however the restriction does not influence the Group's ability to exercise control over operating and financing decisions of UAB Lazdynų Būstas.

Embezzlement of assets in UAB Mano Būstas LT (previously – UAB City Service LT, UAB Fervėja)

Currently the Company is in the first instance trial process, which started in 2009 after a subsidiary of the Company UAB Fervėja (at the moment the name is changed into UAB Mano Būstas LT) applied to the Lithuanian Financial Crime Investigation Service for initiating the investigation for a compensation of LTL 2.3 million of damages described below.

The application was made because a former director of UAB Būsto Investicijų Valdymas (the company acquired by UAB Mano Būstas LT and currently merged with UAB Naujamiesčio Būstas) had signed an agreement with OOO BAS, a company registered in Kaliningrad district, according to which the latter company was paid LTL 2.3 million for market research works that actually had not been carried out. Currently, the Group cannot assess the outcome of the case. The outcome of the litigation process cannot be reliably determined, thus no assets were recorded in the financial statements in respect of this matter.

UAB Specialusis Autotransportas claim

In 2010 UAB Specialusis Autotransportas sued to the court for Klaipėda city municipality debt from the year 2009. The claim was set up due to the fact that the municipality ex-parte has changed the order of payments as set per agreement. In June 2009 the municipality has refused to pay according to the tariffs as agreed in the last supplement to the agreement signed between UAB Specialusis Autotransportas and Klaipėda city municipality in 2009 and instead applied tariffs as set in the original agreement of 2006. The tariffs set by the supplements of the agreement signed in 2008 and 2009 have not been cancelled or legally disputed. The amount of the legal claim, including interest and legal costs, amounts to LTL 1,659 thousand at the date of issue of these financial statements. At the moment the dispute is for the second time re-considered in the appeal court, as Klaipėda district court ruling was appealed by UAB Specialusis Autotransportas. However, as the outcome of the litigation cannot be reliably determined, a full allowance is accounted for the respective receivables from Klaipėda city municipality in the amount of LTL 1,474 thousand (excluding VAT) as of 31 December 2012 and 2011.

30 Commitments and contingencies (cont'd)

Contingencies related to foreign subsidiaries

In 2009 OAO City Service and ZAO City Service started to participate in residential renovation projects, whose funding is largely covered by the state by signing financing agreements with local government bodies, called Housing Committees. The implementation costs of these residential renovation projects are covered by the state funds. Group companies have committed to implement projects until letters of credit in bank accounts under the contracts for these projects expire. As of 31 December 2012 the letters of credit were extended since the contractors had not completed renovation projects on time. For extension of those letters of credit written authorization of the Housing Committee was not obtained before the year end, however, before the release date of these financial statements the majority of the funds under the contract has already been used for paying the contractors' work. Therefore, the Management of the Group does not think that the extension of letters of credit without the written permission of the Housing Committee is a significant breach of the contract and that any sanctions against the Group are probable.

Due to lack of taxation practices and clear legislative requirements in 2012 and 2011 Group subsidiaries, carrying out business operations in the region of St. Petersburg, namely ZAO City Service, OAO City Service, ООО Жилкомсервис № 3 Фрунзенского района and group of companies in Stavropol city were dealing with some uncertainties related to tax treatment of certain transactions. The management accounted for taxes related to such transactions based on the management's interpretation of tax rules. In case the local tax authorities challenge the management's view on treatment and accounting of taxes, the Group could be charged with additional taxes. The maximum exposure of additional VAT and income tax risk has been estimated by the management to amount to approximately LTL 14 million. However, based on the fact, that tax inspections have already been performed in 2011 in several subsidiaries and did not challenge the management's treatment of taxes in the companies and also due to the fact that the management considers such tax risks to be not probable, no accruals in respect of these tax contingencies have been accounted for in these financial statements.

No contingencies or provisions were recognised in these financial statements that relate to the uncertainties regarding changes in Russian legislation and regulations.

AB CITY SERVICE
CONSOLIDATED AND PARENT COMPANY'S FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 December 2012
(all amounts are in LTL thousand unless otherwise stated)

31 Related party transactions

The parties are considered related when one party has the possibility to control the other one or has significant influence over the other party in making financial and operating decisions. The related parties of the Group are as follows:

- UAB Lag&d – the ultimate shareholder of the Company from 2010;
- UAB ICOR - the shareholder of the Company;
- Subsidiaries and associates of UAB ICOR (same ultimate controlling shareholder);
- Subsidiaries of AB City Service (for the list of the subsidiaries, see also Note 1);
- Associates of AB City Service (for the list of the associates, see also Note 1);
- Mr. Ž. Lapinskas, J. Janukėnas, V.Turonis (Management of the Company);
- UAB Vilniaus Energija and UAB Litesko (only in 2011 and disclosed under other related parties).

Transactions with related parties include sales and purchases of goods and services in the ordinary course of business, and acquisitions and disposals of property, plant and equipment. Property, plant and equipment to related parties in 2012 and 2011 were sold for the net book value.

Prices for the intercompany purchase and sale transactions are established by the management and shareholders of the UAB ICOR and/or UAB Lag&d and AB City Service considering the results of independent valuations, if any, undertaken for the purposes of the transfer pricing regulations – which may not always be at their fair value.

There are no guarantees or pledges given or received in respect of the related party payables and receivables. Related party receivables and payables are expected to be settled in cash or netted-off with payables / receivables to / from a respective related party.

2012

Group	Purchases	Sales	Receivables and prepayments	Loans granted	Payables and advances received
UAB ICOR	2,540	24	7	-	11,458
Subsidiaries of UAB ICOR:					
AB Axis Industries	2,329	886	2	-	812
Other subsidiaries of UAB ICOR	1,392	2,737	916	-	252
Management of the Company	-	-	-	204	-
Shareholders of the Company	-	-	25	-	-
Total	6,261	3,647	950	204	12,522

2012

Company	Purchases	Sales	Receivables and prepayments	Loans granted	Payables and advances received
UAB ICOR	1,440	19	-	-	7,015
Subsidiaries of UAB ICOR:					
AB Axis industries	906	677	-	-	239
Other subsidiaries of UAB ICOR Group	8	281	55	-	-
Subsidiaries of the Company	9,203	78,670	3,821	51,183	4,674
Management of the Company	-	11	-	204	-
Shareholders of the Company	-	-	25	-	-
Total	11,557	79,658	3,901	51,387	11,928

AB CITY SERVICE
CONSOLIDATED AND PARENT COMPANY'S FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 December 2012
(all amounts are in LTL thousand unless otherwise stated)

31 Related party transactions (cont'd)

Loans granted to subsidiaries of the Company as of 31 December 2012 and 2011 are payable in one year and carry fixed interest rates of 4-8 % (accounted under current receivables from related parties caption in the statement of financial position as of 31 December 2012 and 2011). Loans granted to the management of the Company are payable in 1-3 years and carry fixed interest rates of 3-6 % (accounted under non-current receivables and current receivables from related parties captions in the statement of financial position).

Payables to related parties mostly represent payables for heating system components, installation and automation services of heating system components.

2011

Group	Purchases	Sales	Receivables and prepayments	Loans granted	Payables and advances received
UAB ICOR	2,472	31	7	-	867
Subsidiaries of UAB ICOR:					
AB Axis Industries	7,548	1,329	16	-	781
Other subsidiaries of UAB ICOR	1,252	2,443	1,238	-	167
Management of the Company	-	35	-	250	-
Shareholders of the Company	-	2	25	-	11
Other related parties	20,722	8,726	225	-	12,258
Total	31,994	12,529	1,511	250	14,084

2011

Company	Purchases	Sales	Receivables and prepayments	Loans granted	Payables and advances received
UAB ICOR	1,482	30	7	-	643
Subsidiaries of UAB ICOR:					
AB Axis industries	7,380	1,218	15	-	496
Other subsidiaries of UAB ICOR Group	151	1,630	661	-	-
Subsidiaries of the Company	7,971	25,460	10,374	24,080	1,100
Management of the Company	-	35	-	250	-
Shareholders of the Company	-	2	25	-	-
Other related parties	20,374	8,126	122	-	12,192
Total	37,358	36,464	11,204	24,330	14,431

The ageing analysis of the Group's receivables from related parties as of 31 December is as follows:

	Trade receivables neither past due nor impaired	Trade receivables past due but not impaired					Total
		Less than 30 days	30 – 60 days	60 – 90 days	90 – 360 days	More than 360 days	
2012	703	198	8	7	12	22	950
2011	817	64	158	111	332	29	1,511

AB CITY SERVICE
CONSOLIDATED AND PARENT COMPANY'S FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 December 2012
(all amounts are in LTL thousand unless otherwise stated)

31 Related party transactions (cont'd)

The ageing analysis of the Company's receivables from related parties as of 31 December is as follows:

	Trade receivables neither past due nor impaired	Trade receivables past due but not impaired					Total
		Less than 30 days	30 – 60 days	60 – 90 days	90 – 360 days	More than 360 days	
2012	336	62	69	88	675	2,671	3,901
2011	2,565	1,183	634	508	4,274	2,040	11,204

Payables to related parties are non-interest bearing and are normally settled on 60-day terms. Trade receivables from related parties are non-interest bearing and are generally collectible on 30 - 90 days terms. Valuation allowance amounting LTL 466 thousand is accounted for the receivables from related parties as of 31 December 2012 (LTL 466 thousand as of 31 December 2011). Change in valuation allowance for the years 2012 and 2011 has been included into general and administrative expenses.

Remuneration of the management and other payments

The Group's and the Company's management remuneration amounted to LTL 6,861 thousand and LTL 967 thousand in 2012, respectively (to LTL 4,710 thousand and LTL 2,258 thousand in 2011, respectively). The outstanding balance of the loans granted by the Company to the management is disclosed in the tables above under Management of the Company heading. Provision for employee benefit for the management of the Group and the Company amounted to LTL 1 thousand both as of 31 December 2012 (LTL 1 thousand both as of 31 December 2011). In 2012 and 2011 the management of the Company did not receive any guarantees; no other payments or property transfers were made or accrued. No impairment of loans granted to the management of the Company has been recorded as of 31 December 2012 and 2011. The board remuneration in 2012 was LTL 2,420 thousand (LTL 800 thousand in 2011).

32 Capital management

The primary objectives of the Group's and the Company's capital management are to ensure that the Group and the Company comply with externally imposed capital requirements and that the Group and the Company maintain healthy capital ratios in order to support the business and to maximise shareholders' value. For capital management purposes, capital comprises equity attributable to equity holders of the Parent Company.

The Group and the Company manage capital structure and makes adjustments to it in the light of changes in economic conditions and risk characteristics of the activities. To maintain or adjust the capital structure, the Group and the Company may issue new shares, adjust the dividend payment to shareholders and/or return capital to shareholders. No changes were made in the objectives, policies or processes of capital management during the years ended 31 December 2012 and 2011.

The Group companies registered in Lithuania and the Company are obliged to upkeep its equity at not less than 50 % of its share capital (comprised of share capital and share surplus), as imposed by the Law on Companies of the Republic of Lithuania. The Group companies registered in Russia are obliged to upkeep their net assets at not less than the minimum amount of share capital, as imposed by the Law on Joint Stock Companies of the Russian Federation. As of 31 December 2012 some Group companies did not meet these requirements (UAB Vilkpėdės būstas, UAB Būsto administravimo agentūra and ОАО Сити Сервис).

A company, which does not comply with these legal requirements, may become a subject for liquidation. If the Company does not decide on its liquidation, creditors may claim early termination or the execution of the company's liabilities and compensation of losses, if any. In practice, such actions of the creditors are not usual and the management of the Group considers such risk as remote.

In addition the Company has committed to its lenders to keep to certain minimum capital requirements. There were no other externally imposed capital requirements on the Group and the Company. As of 31 December 2012 and 2011 the Company were not in breach of the above mentioned requirements.

On 28 April 2007 the shareholders of the Company decided while distributing current and subsequent year's results (starting from the distribution of the results for 2007) to pay out 25 % dividends from the total amount of the current year's net profit less prior year losses (if any) and mandatory transfers to reserves.

AB CITY SERVICE
CONSOLIDATED AND PARENT COMPANY'S FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 December 2012
(all amounts are in LTL thousand unless otherwise stated)

32 Capital management (cont'd)

The Group and the Company monitor capital using debt to equity ratio. There is no target debt to equity ratio set out by the Group's and the Company's management, however, current ratios presented below are treated as good performance indicators, taking into account the changes in the Group and the Company (Note 1).

	Group		Company	
	2012	2011	2012	2011
Non-current liabilities (including deferred tax)	53,966	46,661	30,359	20,516
Current liabilities	162,457	119,900	72,204	33,615
Liabilities	216,423	166,561	102,563	54,131
Equity	185,999	178,470	147,550	147,688
Debt to equity ratio	116%	93%	70%	37%

33 Subsequent events

On 10 December 2012 the Company and Swedbank AB concluded additional agreement to credit contract for obtaining additional LTL 20,717 credit sum for purchase Zespół Zarządców Nieruchomości WAM Sp.z.o.o (ZZN WAM). Following the agreement, on 20 March 2013 the Company pledged UAB Mano Būstas LT receivables from the main clients for the amount of 5 million LTL and the shares of following Group companies: UAB Žaidas, UAB Pempininkų būstas, UAB Vilkpėdės būstas, UAB Šiaulių būstas, UAB Šilutės būstas, UAB Baltijos Liftai, UAB Economus, UAB Aukštaitijos būstas, UAB SKOLOS LT, UAB Justiniškių būstas, UAB Radviliškio būstas, UAB Antakalnio būstas, UAB Karoliniškių Būstas, UAB Viršuliškių būstas, UAB Naujamiesčio būstas, UAB Žirmūnų būstas, UAB Šiaulių Liftas, UAB Mano būstas LT, AB Vėtrungės būstas, UAB Žardės būstas, UAB Jūros būstas, UAB Vingio būstas, UAB Būsto administravimo agentūra, UAB Namų Priežiūros Centras, UAB Danės būstas, UAB Pašilaičių būstas. As of 26 February 2013 City Service brand was pledged to Swedbank AB as collateral for the loans received also.

On 22 February 2013 UAB SKT Environmental Services Klaipėda, code 110734883, after the reorganization was incorporated into UAB Specialusis Autotransportas.

On 14 March 2013 the Company through a subsidiary acquired 100% shares of UAB Vilniaus turgus, code 303005920. The value of the acquisition – LTL 68 thousand.

CITYservice



AB CITY SERVICE

**CONSOLIDATED ANNUAL REPORT FOR 2012
(REVIEWED BY AUDITORS)**



Contents

2	1. About the Company
2	1.1. City Service group
2	1.2. Strategy and objectives
3	1.3. Mission and vision
3	1.4. Structure of the Group
4	1.5. Key indicators of the Group
6	1.6. Key events
7	1.7. A word from the General Director
9	2. Activities in Lithuania
9	2.1. Apartment building maintenance
9	2.2. Maintenance and cleaning of territories
9	2.3. Commercial, industrial and public facility management
11	2.4. Maintenance and renovation of lifts
11	2.5. Waste management
13	3. Activities in foreign markets
13	3.1. Poland
13	3.2. Russia
13	3.3. Latvia
14	4. Increasing of performance effectiveness
15	5. Employees
16	6. Board and management
16	6.1. The Board of the Company
17	6.2. Management of the Company
20	7. Key risk activity types and uncertainties
21	8. Trading information
23	9. Data about agreements with intermediaries of public trading in securities
23	10. Data about issuer's securities traded on regulated markets
24	11. The structure of the Company's share capital
26	12. Shareholders of the Company
26	13. Shareholders with special control rights and agreements between the shareholders
26	13.1. Shareholders with special control rights
26	13.2. Agreements between the shareholders
27	14. Restrictions on the transfer of securities and restrictions on voting rights
27	15. Procedure for amendment of the Articles of Association of the Company
28	16. Bodies of the Company and its competence
28	16.1. Board of the Company
29	16.2. General Manager of the Company
31	17. Material agreements concluded by the Company which may be important after change of control of the Company
31	18. Major related party transactions
31	19. Information on transactions that would be harmful may have had or will have a negative impact on the Company's operations and (or) performance
32	20. Information on transactions made under a conflict of interests between the Company's managers, controlling shareholders or other related parties obligations to the Company and their private interests and (or) other duties
32	21. Information on compliance with the Corporate Governance Code
33	22. Data on publicly disclosed information
34	23. General information on AB City Service and City Service group
34	23.1. Issuer AB City Service, data and contacts

1. About the Company

1.1. CITY SERVICE GROUP

AB City Service is a holding company. City Service controls one of the largest facility management and integrated utility services group of companies in Eastern and Central Europe.

The Group specializes in administration of building facility management; maintenance and repair of engineering systems; management and renovation of energy resources; technical and energy audits of buildings; waste management and eco-business; maintenance and installation of lifts; maintenance and cleaning of territories, provides security services.

Companies of the Group are active in Lithuania, Poland, Russia, Latvia and Ukraine. The total area of buildings in these markets under the management of the Group is 23.8 million sq. m. at present.

1.2. STRATEGY AND OBJECTIVES

A long-term objective of City Service is development in Eastern Europe markets focusing on integrated utility services. Expansion is implemented by acquiring perspective private and state controlled companies. Acquired companies are reorganized by adapting our business model and standards and thus gradually service quality and profitability is increasing.

1.3. MISSION AND VISION

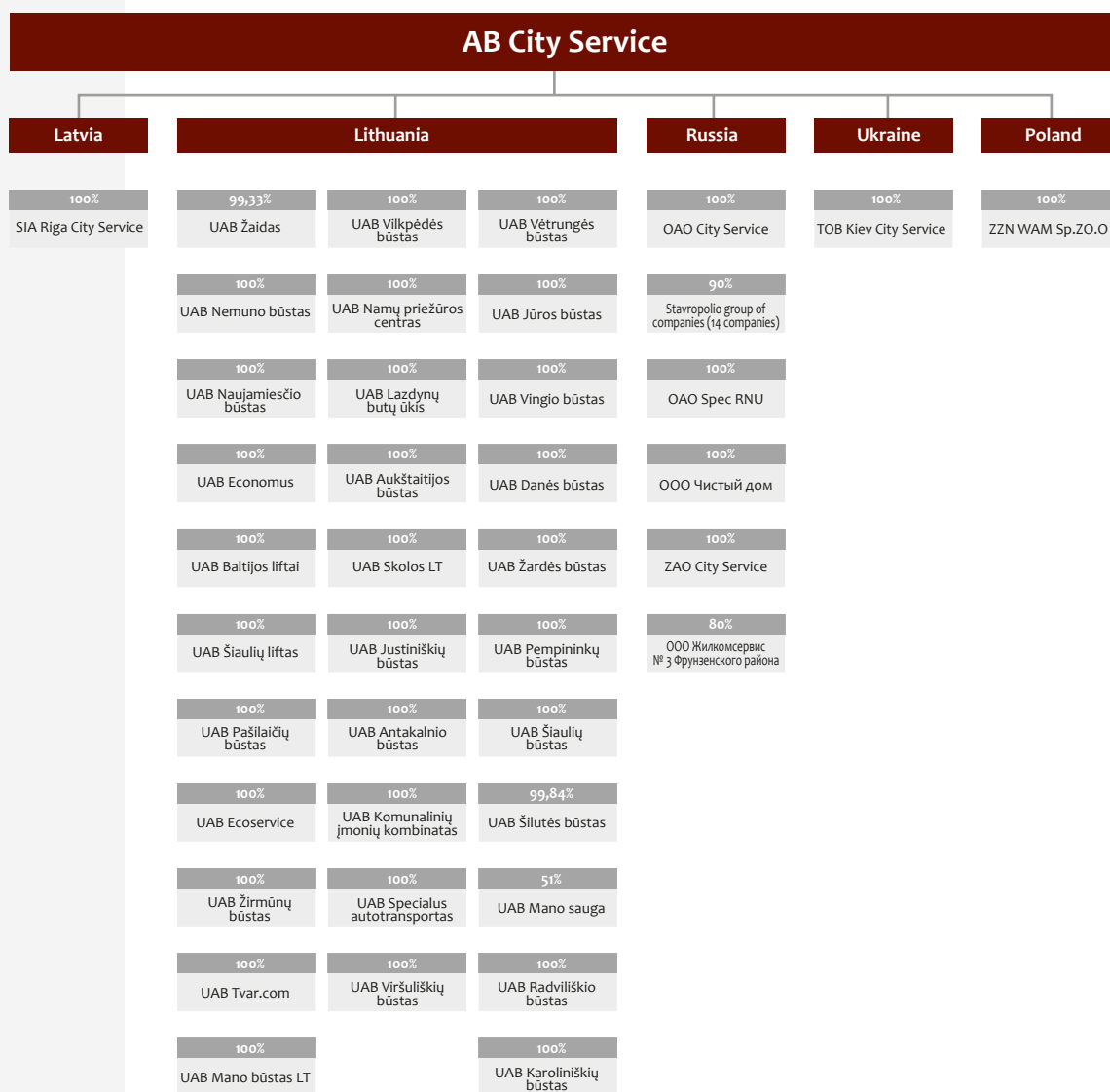
Our vision is to have a leading position in the Eastern Europe market, to be the most innovative, effective partner, a friend to clients, and an attractive employer.

Our mission is to create a balanced living and working environment by providing integrated and innovative services.

23.8

The total area of buildings under the management of the Group is 23.8 million sq. m. at present.

1.4. STRUCTURE OF THE GROUP



Group structure is presented as of 31 December 2012. The Group's and the Company's investment in an associate as of 31 December 2012 included an investment in Marijampolės butų ūkis UAB (34% of the share capital).

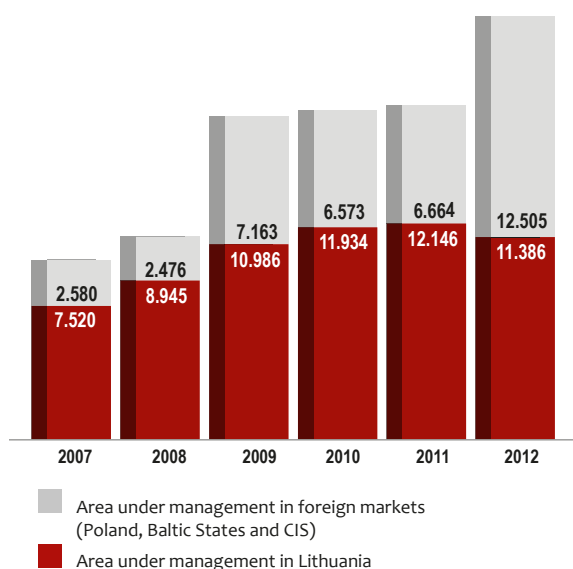
1.5. KEY INDICATORS OF THE GROUP

Key financial indicators	2007	2008	2009	2010	2011	2012
Sales	199,346	263,850	374,495	541,846	547,843	534,554
Sales in the Lithuanian market	160,532	179,210	182,496	194,305	200,647	233,325
Sales in foreign markets (Poland, Baltic States and CIS)	38,814	84,640	191,999	347,541	347,196	301,229
Area under management in Lithuania (thousand sq. m)	7,520	8,945	10,986	11,934	12,146	11,386
Area under management in foreign markets (Poland, Baltic States and CIS)	2,580	2,476	7,163	6,573	6,664	12,505
Gross profit	34,189	46,551	65,742	91,289	113,248	109,630
EBITDA	11,896	14,464	25,168	35,703	47,068	43,014
EBITDA margin	5.97%	5.48%	6.70%	6.59%	8.59%	8.05%
Operating profit (EBIT)	10,472	12,440	20,588	24,724	34,370	29,905
EBIT margin	5.25%	4.71%	5.50%	4.56%	6.27%	5.59%
Earnings before tax (EBT)	10,813	11,034	17,025	25,275	33,940	22,239
EBT margin	5.42%	4.18%	4.55%	4.66%	6.20%	4.16%
Net profit	9,361	8,686	15,293	25,470	29,487	16,248
Net profit in foreign markets (Poland, Baltic States and CIS)	(223)	(1,866)	4,534	922*	8,508	6,032**
Net profit margin	4.70%	3.29%	4.08%	4.70%	5.38%	3.04%
Profit per share (LTL)	0.52	0.45	0.80	0.80	0.91	0.48
Return on equity (ROE)	17%	15%	21%	16%	17%	9%
Return on assets (ROA)	8%	6%	6%	7%	9%	4%

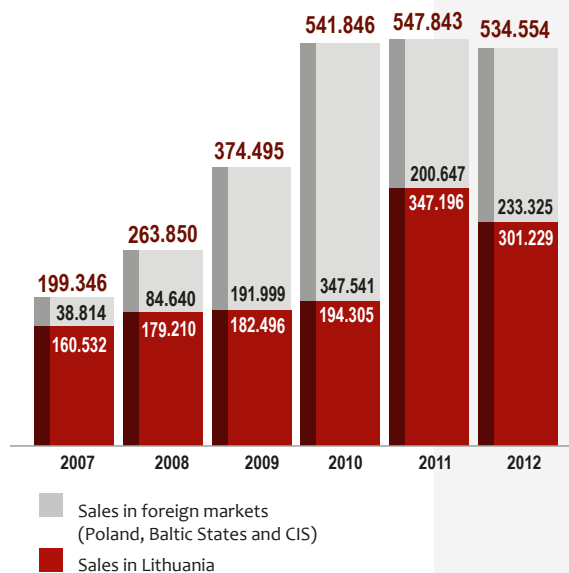
* Operating result does not include loss of LTL 1,402 thousand for the year from disposed investment of ООО Жилкомсервис г. Ломоносов.

** Operating result does not include loss of LTL 6,906 thousand for the year from disposed investments of ООО „Жилкомсервис № 2 Невского района and ООО Управляющая компания-8 as well as gain of LTL 22,965 thousand from a bargain purchase of subsidiary (Zespół Zarządców Nieruchomości WAM Sp. z o.o.) in Poland.

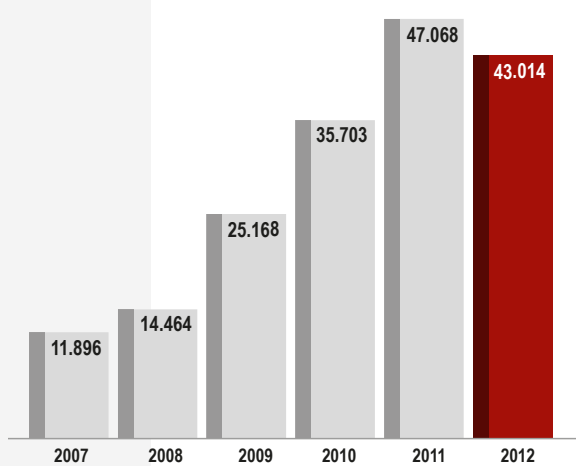
AREA UNDER MANAGEMENT, thousand m²



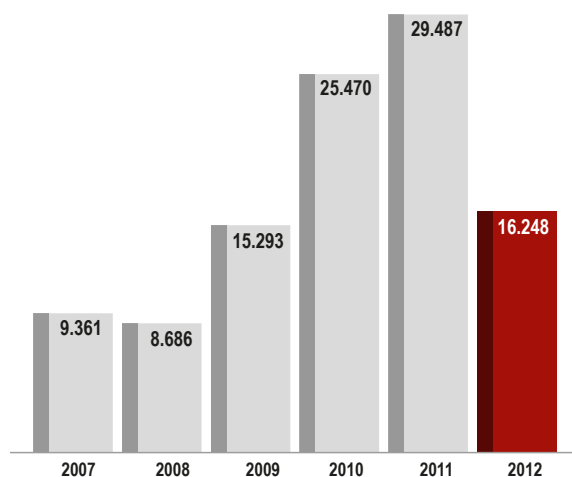
SALES, thousand LTL



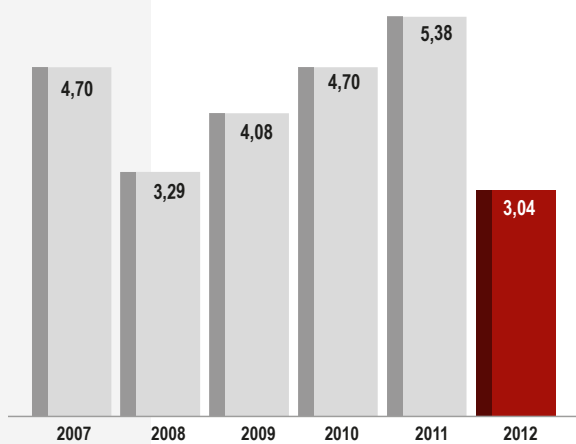
EBITDA,
thousand LTL



NET PROFIT,
thousand LTL



NET PROFIT MARGIN,
per cent



1.6. KEY EVENTS

January - March

In January commercial facility management and maintenance activities were transferred to the subsidiary of the Company, UAB City Service LT. In March subsidiaries which manage residential facilities in Lithuania and perform other activities related with the residential facility management were transferred to direct control of UAB City Service LT.

February – May

In February – May, a common trademark group of companies controlled by the Company was formed. The names of the companies operating in Vilnius, Kaunas, Klaipeda, Siauliai, Radviliskis and Šilutė were changed.

June

The Group has won the tender announced by the Vilnius city municipality (Lithuania) to install 200 new children playgrounds in Vilnius. The Group shall maintain the playgrounds for another 3 years.

July

Lithuanian division of City Service group enhanced its management team. In UAB City Service LT, which combines all types of activities carried out in Lithuania, a separate Board of the Company was formed, with Jonas Janukėnas as the Chairman. UAB City Service LT is now headed by Vytautas Turonis, General Director; he was previously Executive Director of AB City Service for Lithuania. Edvinas Paulauskas, Commercial Director of AB City Service, became the Executive Director of UAB City Service LT.

SIA Riga City Service, a Latvia-based company, started maintaining a chain of Lukoil gas stations, second largest in Latvia.

On 9 of July Company's name UAB City Service LT was changed to UAB Mano Būstas LT. New brand Mano būstas was started being used for services in Lithuania.

August

The Board of ОАО Сити Сервис adopted the decision to sell ООО Жилкомсервис № 2 Невского района, a company based in Russia, St. Petersburg.

November

Mano būstas has finished renovation of first residential building in Vilnius under JESSICA program.

Riga City Service, a subsidiary of the Group based in Latvia, started providing services to 32 shops of retail chain Maxima.

December

On 17th of December the Group has acquired 100% shares of Zespół Zarządców Nieruchomości WAM Sp. z o.o. (ZZN further on). The value of the transaction was PLN 45 million, including related taxes. ZZN maintains over 7.7 million square meters of building area.

1.7. A WORD FROM THE GENERAL DIRECTOR

Žilvinas Lapinskas,

AB City Service General Director

The year 2012 for City Service group of companies has been very active both in Lithuania and foreign markets. Since we became a public company, it is the first time when we expanded the geography of our activities into new markets – in Poland.

The acquisition of Zespół Zarządców Nieruchomości WAM Sp. z o.o. (ZZN) company in Poland completed at the end of the year became the most important event. ZZN is the largest manager of residential buildings in Poland. The annual turnover of the company is PLN 100 million, the area of its maintained buildings covers about 8 million square metres, and the company has 22 offices all over Poland. It is an excellent platform for further expansion in this market, participation in facility maintenance tenders and for offering services to other market segments.

This transaction has become the largest business acquisition in the history of City Service. Thanks to it, the area of the buildings maintained by the Group has grown by 26.6% from 18.8 million square metres up to 23,8 million square metres.

Last year in Russia we disposed of ООО Жилкомсервис № 2 Невского района company that was failing to meet our criteria. Companies of the Group operate profitably in this market, and their results are some of the best from the beginning of our activity in Russia.

In the first half of the last year, AB City Service was re-organized. The Company became the holding company, and transferred all shares of companies and its activities in Lithuania to subsidiary UAB City Service LT. In middle of the year, the subsidiary was renamed into UAB Mano Būstas LT and rebranding process followed in Lithuania. This decision is related to inner qualitative growth of the Group in the past few years, which is orientated to service and communication improvement in Lithuania.

Actions in Lithuania, acquisition in Poland and disposal of the company in Russia had a non-recurring negative impact on the annual results as the costs amounted to LTL 10.1 million. Nevertheless, we rank results of 2012 positively: the Company's revenue amounted to LTL 534.554 million, EBITDA to LTL 43.014 million, and profit – to LTL 16.248 million.



We will concentrate on improving performance by continuous implementation of the operational efficiency increasing activities. City Service is already in its third year of implementation of LEAN initiative. This successful efficiency boost strategy engages increasingly higher number of employees. Currently, 100% of the top executives, as well as 55% of mid level, and 32% of the primary level executives are involved in LEAN implementation. This is reflected in cost savings: in 2011, savings totaled LTL 0.5 million, and in 2012 – LTL 2 million.

LEAN initiatives are already known not only in Lithuania – the efficiency boosting projects are now being implemented in the Group's companies in Russia, Latvia and Poland.

This year, we will seek to expand in the Polish, Latvian and Russian markets, where we see a great potential. Moreover, we have interest in the markets of other countries where we are not yet engaged in these activities.



20

Mano būstas has started
modernization of 20 residential
buildings

2. Activities in Lithuania

2.1. APARTMENT BUILDING MAINTENANCE

Apartment building maintenance remains the key area of activities of the Group in the Lithuanian market, where it continues to improve the service quality.

A new motivational system for facility managers was launched throughout Lithuania, based on volume of additional sales. This system has previously been tested in one of the companies of the Group, where additional services sales doubled over the year.

Houses maintained by the Group continue to implement heat-saving measures, named “5 step heat saving program”. The program seeks to reduce heat loss both inside apartments and in common areas. More than 400 apartment buildings additionally joined the program during the heating season of 2012–2013.

In order to improve the communication with customers, and increase awareness and quality improvement of the services, the Group’s companies have implemented a unified branding strategy. On July 9, the main company of the Group in Lithuania, City Service LT, has changed its name to Mano Būstas LT. Services are now provided using Mano Būstas brand (translated as My Home).

Mano Būstas was the first in Vilnius to implement residential housing renovation projects under the JESSICA program. In November, it has fully renovated first building and started modernisation of another 20 buildings. In 2013, the company plans to engage actively in renovation project development.

While improving communication with clients and forming client database, a personal visiting program was launched last year. Facility managers have visited 40% of clients in residential housing.

This year, the majority of the Group’s clients in Lithuania were offered access to the new self-service web portal. In virtual environment they can conveniently manage utility bills, view charge and fee reports, find detailed information about the work planned around the house and in the area, have direct contacts with a manager servicing the house. By mid-2013, the access to the new portal will be available to all customers in Lithuania.

2.2. MAINTENANCE AND CLEANING OF TERRITORIES

The Group’s company Naujamiesčio Būstas signed a new contract with the municipality of Biržai for the maintenance of outdoor areas. It has also expanded the supervised areas in Vilnius according to the contract with Vilnius municipality.

The company has purchased new machinery necessary for interior and exterior maintenance valued at LTL 2 million. The unit also mechanized manual operation in order to improve service quality.

In 2013, attention will be paid to expansion and development: the goals are set to increase outdoor and indoor serviced areas, acquisition on new equipment is planned.

2.3. COMMERCIAL, INDUSTRIAL AND PUBLIC FACILITY MANAGEMENT

In 2012, the Group continued strengthening positions in the market of commercial and public objects management.

In the beginning of the year, the Group was awarded the contract under the tender organized by Vilnius municipality on installation of 200 new playgrounds in the city, which will be maintained and repaired by the company for the next few years. The company will also take care of 300 old playgrounds.

The Group started providing power supply, water supply, ventilation, heating systems maintenance services to the Lithuanian Army. Services are provided to over 70 objects in Alytus, Marijampole, Klaipeda regions. Administered area is over 56 thousand sq. m.

In 2013, the Group will continue taking active participation in tenders for management of commercial, industrial and public buildings and to increase the area of administered objects and to develop the scope of buildings management services.



2 million

The company has purchased new machinery necessary for interior and exterior maintenance valued at LTL 2 million



2.4. MAINTENANCE AND RENOVATION OF LIFTS

In 2012, lift maintenance and renovation business expanded significantly – the Group's companies Baltijos Liftai and Šiaulių Liftas have increased the number of maintained elevators from 986 to 1260.

The segment of services related with the elevator modernization strengthened – 9 old lifts were replaced with new ones, and 11 lifts were modernized. As part of the lift modernization, the Group's companies aim to renew the lifts that have attained the finite lifetime according to the European Union directives and standards in major Lithuanian cities. In total, there are about 7000 lifts equipped in Lithuanian apartment houses.

Šiaulių Liftas installed 49 lifts of own production as well as 10 lifts from foreign manufacturers in public and commercial buildings.

According to LEAN initiative Šiaulių Liftas has thoroughly reviewed the product specifications and reduced the cost of production materials by 21 per cent. Meanwhile, the standard product manufacturing process was reduced by as much as 30 per cent.

In 2013 the companies will further expand its commercial segment, while modernization and replacement of old lifts in residential buildings will remain a major task. It is expected that at least 20 lifts will be replaced or renovated in 2013.

2.5. WASTE MANAGEMENT

A subsidiary of Ecoservice, member of the Group, has acquired the waste management company SKT Environmental Services Klaipėda, which provides waste salvage and sorting. Due to this acquisition Ecoservice has strengthened waste sorting capacity in this region.

Secondary raw material collection service from individual holdings was started in Pakruojis district. Vilnius sorting facility began sorting municipal waste by separating the biodegradable fraction. The aim is to reduce the amount of waste disposed to landfills.

Ecoservice has introduced and began using the sophisticated remote order management and service control system based on GPS and RFID technology. The new system allows to capture coordinates of each container location, and display them on the map. Ecoservice containers are marked with special magnetic codes and, when the garbage transporter lifts the container, the system identifies it. Each lifted and emptied container is automatically marked in the system, preventing potential errors or abuses. All data are stored in the database.

The main objectives of Ecoservice in 2013 is to win the waste collection and processing tenders in several regions in Lithuania, and in accordance with the provisions of the Law on Waste Management, to implement the secondary raw materials and waste packaging collection system from individual households.



7.7 million

ZZN maintains over 7.7 million square meters of building area in major cities in Poland

3. Activities in foreign markets

3.1. POLAND

After privatization procedures that lasted more than six months, City Service successfully acquired the largest residential building management services provider in Poland – Zespół Zarządców Nieruchomości WAM Sp. z o.o. (ZZN).

ZZN provides residential building management services, and is engaged in heat production and supply in the territory of Poland. ZZN maintains over 7.7 million square meters of building area, and has 22 offices in major cities in Poland. The company holds 3.4% of Poland's residential facilities management market, and serves nearly 4,000 resident commonwealths. In total, there are about 146 thousand commonwealths in Poland, and their building area is 250 million square meters. There are also about 3,700 cooperatives with buildings covering 150 million square meters.

ZZN has ambitious development plans, including an active search for new customers, participation in public tendering in Poland, development of technical services and commercial facilities management segment.

In 2013, in Poland acquisition of other residential and commercial construction and maintenance enterprises is possible.

3.2. RUSSIA

In 2012, attention was paid to business performance improvement. In order to meet criteria of the Group, ООО Жилкомсервис № 2 Невского Района was disposed of. Remaining Group members in Russia operate efficiently and activities of the Group were profitable in 2012, excluding non-recurring negative impact of the mentioned disposal. Currently, the total area of buildings managed by the Group is more than 4.2 million square meters.

In September 2012, Russia has introduced the new rules on municipal services, requiring apartment owners to pay for utility resources according to meter readings. In addition, the new rules require them to pay for heating only during the heating season. According to the applicable procedures, until now consumers had to pay for heating in equal instalments throughout the calendar year. The Group's companies have successfully adapted to the new requirements and applied them on time in their accounting and in billing.

In order to maximise the use of internal resources, reduce costs and improve the process management, the Group's companies began to apply the performance optimisation experience acquired during the development of LEAN projects. Performance optimization techniques in Russia help to implement the estimate flow control system, to

optimize data transfer and supply purchase and storage processes necessary for technical projects, as well as encouraging employees to share ideas.

In 2013, in St. Petersburg the Group's companies will focus on the expansion, and will make efforts to increase the number of serviced apartment houses. Much attention will be paid to existing and new business areas such as the maintenance of utility metering devices, lifts and commercial buildings.

3.3. LATVIA

In 2012 Riga City Service, a member of the Group based in Latvia, strengthened its public sector facility management segment and continued to expand in the commercial facility management sector. The area of the facilities managed by Riga City Service has almost doubled over the year and now is 500 thousand square meters, while the landscaped area covers 2.8 million square meters.

Two important contracts we signed – the company started maintenance of 32 retail chain Maxima shops was signed, also the company began to serve the Lukoil gas station network, the second largest in Latvia.

Also the company started managing facilities of state objects. The contracts were signed with the State Military Facilities Centre, with the Judicial Administration, and with the National Armed Forces for the management 78 objects in total.

One of the main goals this year is to start the management residential buildings, the majority of which are currently being managed by municipal enterprises.



4. Increasing of performance effectiveness

In 2010, the Group began to introduce LEAN performance optimization system which was further developed in various branches in 2012. A great deal of attention was paid to the involvement of employees of various profiles in the performance improvement process. Not only top executives but also employees in the lower chain of command actively participated in them, their involvement being 50% and 20%, respectively. The Group will aim to involve employees in all companies in the performance optimisation processes by 2013.

In order to substantially improve the operational performance of all companies in the Group, it continued to pursue the goals set in 2011: optimisation of work of facility managers, conversion of specialized technicians to the versatile employees, creation of a “one stop” system for transmission of information, optimisation of operations of estimate accountants, cleaning, emergency, maintenance and repair crews, creation of an effective training, in-service training system.

Previously, the Group began to apply the business optimization tools, such as the customer service and communication model in central offices and customer service areas, and the call centre administration reform that has yielded tangible results. Due to these decisions, much work has been done at lower costs while additional work sales rose by 30%.

The Group of companies successfully optimized the lift manufacturing, sales and service process. Therefore, the production rate increased by 5 times, and the number of maintained installations grew by 50%.

A model of versatile technician is successfully implemented further in other divisions of the Group. This model aims for the technician to become a versatile member of the staff – to maintain fewer buildings, yet solving most of the problems. Widespread use of this model with a smaller number of employees enabled the improvement of the work performance by 35%.

Success of LEAN implementation is reflected in cost savings: in 2011, savings totaled LTL 0.5 million, and in 2012 – LTL 2 million.

In 2013, the Group will continue to implement the LEAN system. Performance optimization initiatives, showing success in Lithuania, will be applied in Poland, Russia, and Latvia.

2 million

LEAN implementation
has reduced costs by
LTL 2 million in 2012

5. Employees

In 2012, the Group focused its substantial attention on mid-level managers' training. 25 managers participated in the training programme. This year, another 50 managers are planned to be trained under this programme. The project embraces everything, including all managerial levels from vision, values, strategy communication training to business assessment, continuous learning, talent management and internal coach training.

When implementing the building administration managers and technicians' training programme, matrix of competences was developed. Its purpose is to establish every manager's salary according to competences of a specific employee. This project was implemented in the residential buildings management unit and is further successfully adapted in other units of the Group.

In 2013, the Group will continue focusing its substantial attention on personnel training and qualification improvement.



DISTRIBUTION OF EMPLOYEES BY EDUCATIONAL DEGREES HELD:

Education	Company	Group
Graduate academic	54	975
Graduate non-academic	7	132
Higher education	2	386
College education	1	912
Secondary education	7	1.122
Comprehensive	0	428
Primary	0	4
Total	71	3.959

DISTRIBUTION OF EMPLOYEES BY POSITIONS:

Group of the employees	Company	Average monthly wage (salary) (before taxes, in LTL)	Group**	Average monthly wage (salary) (before taxes, in LTL)
Managerial personnel*	8	9.598	76	7.523
Specialists and technical personnel	55	2.241	3.006	2.098

* In 2012 remuneration to the General Manager and to the Finance and Administrative Director amounted to LTL 515,138.

** Numbers do not include data of secondary companies acquired at the end of 2012.

DISTRIBUTION OF THE NUMBER OF EMPLOYEES BY COUNTRIES:

Countries	Company	Group
Lithuania	71	2.401
Latvia	-	45
Russia and Ukraine	-	667
Poland	-	846
Total	71	3.959

6. Board and management

6.1. THE BOARD OF THE COMPANY

MEMBERS OF THE BOARD OF THE COMPANY AS OF 31 DECEMBER 2012:

Name and surname	Position	Start of term	End of term
Andrius Janukonis	Board Chairman	October 6, 2009	October 6, 2013
Gintautas Jaugielavičius	Board Member	October 6, 2009	October 6, 2013
Darius Leščinskas	Board Member	October 6, 2009	October 6, 2013
Žilvinas Lapinskas	Board Member	April 30, 2010	October 6, 2013

All members of the Company's Board work in the Company under the employment contracts and receive remuneration. None of the members of the Company's Board does not control any shares of the Company. The information about the remuneration of the Company's Board members can be found under the note 31 of financial statements.



Andrius Janukonis

Andrius Janukonis (born in 1971) is the Chairman of the Board of AB City Service (since 2009). He holds a Master's degree in Law. He works as a consultant for UAB ICOR and is the chairman of the board of the company (since 2004).



Darius Leščinskas

Darius Leščinskas (born in 1968) is a Member of the Board of AB City Service (since 2009). He holds a Master's degree in Law. At present, he works as a consultant for UAB ICOR and is a member of the board of the company (since 2004).



Gintautas Jaugielavičius

Gintautas Jaugielavičius (born in 1971) is a Member of the Board of AB City Service (since 2005). He holds a Bachelor's degree in Economics. At present, he works as a consultant for UAB ICOR and is a member of the board of the company (since 2004).



Žilvinas Lapinskas

Žilvinas Lapinskas (born in 1976) is the General Director of AB City Service (since 2004) and a Member of the Board of AB City Service (since 2010). He completed business administration studies.

6.2. MANAGEMENT OF THE COMPANY

AS OF 31 DECEMBER 2012 AND AS OF DATE OF SUBMISSION OF THIS REPORT, THE KEY MANAGERS OF THE COMPANY AND OF THE GROUP ARE AS FOLLOWS:

Name and surname	Position within the Group	Joined the Group
Žilvinas Lapinskas	General Director, the Board Member of AB City Service	1999
Jonas Janukėnas	Financial and Administrative Director of AB City Service, Chairman of the Board at UAB Mano būstas LT	2007
Vytautas Turonis	General Manager of UAB Mano Būstas LT	2004
Tomas Augutavičius	Chairman of the Board of City Service group in Russia	2006
Edvinas Paulauskas	Executive Director of UAB Mano Būstas LT	2005

They do not hold any shares of the Company.



Žilvinas Lapinskas

Žilvinas Lapinskas (born in 1976) is the General Director of AB City Service (since 2004). He completed business administration studies. He started working in the Company in 1999 and worked as the Commercial Director (1999 – 2002) and the Facilities Management Department Head (2002 – 2004).

At present, the main task of Žilvinas Lapinskas is to head the Group and take charge of planning and coordination of important development projects in Russia, Poland, as well as other markets in Eastern and Western Europe.



Jonas Janukėnas

Jonas Janukėnas (born in 1976) is the Financial and Administrative Director of AB City Service (since 2007). Since 2012, Mr. Janukėnas is also the Chairman of the Board at UAB Mano būstas LT. He holds a Master's degree in Business Administration. Prior to coming to work at the Company, he worked as the Financial Manager of UAB Litesko (2001 – 2007) and Senior Auditor and Risk Management Consultant at the Vilnius division of Andersen (1998 – 2001).

Jonas Janukėnas is responsible for the management of financial resources of the Group and for supervision of the administrative staff, IT projects implementation and LEAN initiative.



Vytautas Turonis

Vytautas Turonis (born in 1972) is the General Director at UAB Mano būstas LT. He holds a Bachelor's degree in International Business. Previously he worked as the Marketing Manager of UAB Specialus Autotransportas (2003 – 2004). He started to work in City Service as the Market Development Department Manager (2004 – 2008).

Vytautas Turonis is responsible for the Group's activities throughout Lithuania.



Tomas Augutavičius

Tomas Augutavičius (born 1973) is the Chairman of the Board of City Service group in Russia (since 2009). He holds a Bachelor degree in technology. He started working in the Company as Head of Kaunas Department (2006 – 2009).

Tomas Augutavičius is responsible for activities of companies operating in Russia.



Edvinas Paulauskas

Edvinas Paulauskas (born in 1976) is the Executive Director at UAB Mano būstas LT. He holds a Bachelor's degree in Environment Engineering. Edvinas Paulauskas started working in City Service in 2005 and worked as the Project Manager (2005 - 2006) and Executive Manager (2006 - 2008).

Edvinas Paulauskas is responsible for the facility management projects of commercial and public establishments and for lift maintenance and renovation.

OVERVIEW OF THE AUDIT COMMITTEE OF THE COMPANY

The Company has the Audit Committee in place. The composition and Regulations of the Audit Committee were approved in the General Meeting of Shareholders on 30 April 2009. The Audit Committee consists of three members, elected for the term of office of four years.

Members of the Audit Committee of the Company as of 31 December 2012:

Mr. Saulius Leonavičius – independent member, does not work at the Company, does not control any shares of the Company;

Ms. Daiva Tamošiūnienė, chief accountant, does not control any shares of the Company.

Mr. Jonas Mačiūtis, deputy Manager for finance and administration, controls 1308 shares of the Company.

The members of the Audit Committee for the new term of office (2013 – 2017) will be elected in the ordinary general meeting of shareholders on 30 April, 2013.

The principal objective of the Audit Committee is to generate higher added value to the Company. With a view to achieving the set objective, the Audit Committee operates in accordance with the Regulations approved by the General Meeting of Shareholders of the Company. The Audit Committee follows in its activities the requirements of effective legal acts and seeks overall implementation of the recommendations of Corporate Governance Code, for the Companies Listed on NASDAQ OMX Vilnius. In accordance with Article 52(3) of the Law on Audit, the functions of the Company's Audit Committee are as follows:

- 1) to monitor the process of drawing up financial statement;
- 2) to monitor the effectiveness of the systems of corporate internal control, risk management and internal audit, if any;
- 3) to monitor the process of carrying out audit;
- 4) to monitor how the auditor and the audit firm adhere to the principles of independence and objectivity.

The Audit Committee monitors the external audit firm of the Company at the performance of Company's Annual Report and the Annual set of the Financial Statements audit. The conclusions of the Audit Committee are presented to the Board of the Company in accordance with the requirements of the Regulations of the Audit Committee.



7. Key risk activity types and uncertainties

In 2012 the market was stable, prices and purchasing power did not decline, in comparison with 2011. Due to heavy competition in facility management market the Company had to concentrate on further efficiency of activities. Building administration tariffs have not changed significantly in a course of the year. Improving customer climate and active sales led to rapid increase in additional services sales volume.

The risks remain similar to last year's: inflation, customers' ability to pay, competition-influenced stricter demands from commercial and residential clients, supply of qualified personnel in the market.

The scope of residential apartment building administration and maintenance services, the essential requirements for service providers, and the tariff calculation procedure are set and regulated in detail by the national and local authorities. Local authorities are empowered to set maximum tariffs for such services, together with the relevant inspectorates control the proper implementation by service providers of the administration and maintenance requirements set out in legislation, and to impose sanctions for failure to comply with the set requirements. Any claims concerning the services provided may be presented to the authorities or service providers by individual owners as well. Taking into account the aforementioned, additional risk factors in the field of apartment building administration and maintenance include any possible amendments to the enforced legislation, the frequency of adoption of such amendments, resolutions passed by central or local authorities which provide for additional obligations of service providers, and the results of controls carried out by various inspectorates and local authorities. Timely and correct indexation of the set maximum tariffs is also a risk factor which has an impact on the Group's activities in the field of residential apartment building administration and maintenance.

On the 1st of January, 2013 the amendments of the Civil code of Republic of Lithuania (hereinafter - the Civil Code) regarding to the apartment building regulation have come into force. The amendments of Civil code clearly

state that the majority of the apartments and other premises owners have the right to select the company for the apartment building maintenance (the administrator). Although the similar derivative right the owners of the apartments and other premises had under the previous Civil code, these amendments highlighted such right and expressed it directly in Civil code. Obvious possibilities to replace existing administrator establish more competitive environment for the companies of the Group. After the amendments of Civil code have come into force, the Government is preparing bylaws, although at the time of preparation of this Annual Report there is no final drafts of definite legislation.

There were no other material changes in the legal regulation of the area of administration and maintenance of apartment buildings in 2012, and neither were there any decisions providing for significant additional obligations for service providers; supervising institutions did not identify any major deficiencies in the provision of the services or inconsistencies with the legislative requirements.

The main risks of the Company's financial activities and uncertainties are reflected in the Notes to the 2012 Consolidated Annual Financial Statements (Notes No. 29 and 30).

8. Trading information

Shares of City Service, AB are listed on the Baltic Main List of the NASDAQ OMX Vilnius Stock Exchange (trading code: CTS1L). The Company is listed since 8 June, 2007.

During the accounting period the Company's shares lowest price was LTL 5.74, the highest price LTL 6.76, average price LTL 6.25. At the end of the period market capi-

talisation was LTL 203 million. Share turnover reached LTL 15.63 million with total 2.5 million shares traded.

P/E ratio was equal to 13.4.

AB CITY SERVICE AND OMX BALTIC BENCHMARK GI INDEXES DEVELOPMENT



AB CITY SERVICE SHARE PRICE (LTL) AND VOLUME





9. Data about agreements with intermediaries of public trading in securities

On 27 March 2007 the Company and AB Swedbank concluded the contract on transfer of issuer's securities accounting which is valid so far.

On 27 November 2007 the Company signed a liquidity provider agreement with UAB FMJ Orion Securities, which started a liquidity provider activity from 3 December 2007. The contract is still valid.

10. Data about issuer's securities traded on regulated markets

During period from 1 January 2012 till 31 December 2012 all 31,610,000 ordinary book-entry registered shares of the Company were included into Official List of NASDAQ OMX Vilnius Stock Exchange, nominal value of one share – LTL 1 each. ISIN Code of the shares is LT0000127375, trading code of the shares on NASDAQ OMX Vilnius Stock Exchange – CTS1L.

Trading of the shares on NASDAQ OMX Vilnius Stock Exchange started on 8 June 2007.

11. The structure of the Company's share capital

The authorised share capital of the Company is LTL 31,610,000 and is divided into 31,610 thousand ordinary book-entry registered shares with the nominal value of 1 LTL each.

There are no any restrictions of share rights or special control rights for the shareholders settled in the Articles of Association of the Company.

No shares of the Company are held by itself or its subsidiaries. No convertible securities, exchangeable securities or securities with changeable value or with the warrants or any other securities are issued by the Company.

There are no outstanding acquisition rights or undertakings to increase share capital.

All shares of the Company are paid up. All shares of the Company give equal rights to the shareholders of the Company. The Company has not issued any other class of shares than ordinary shares mentioned above.

Shares of the Company give the following rights to the shareholders:

The property rights of the shareholders:

- to receive a part of the Company's profit (dividend);
- to receive a share of the assets of the Company in liquidation;
- to receive funds from the Company, if the authorised capital of the Company is decreased in order to pay off funds of the Company to the shareholders;
- to receive shares without payment if the authorized capital is being increased out of the Company's funds, except in cases provided for by the laws;
- to have the pre-emption right, except in cases when the General Meeting decides to withdraw for all shareholders the pre-emption right, in acquiring the Company's newly issued shares;
- to lend funds to the Company in ways prescribed by laws, but when borrowing from its shareholders, the Company may not offer its assets to the shareholders as collateral. When the Company borrows from a shareholder, the interest may not be higher than the average interest rate offered by commercial banks in the place of residence or business of the lender, 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 settlement of a higher interest rate;
- other property rights prescribed by the Laws.

The non-property rights of the shareholders:

- to attend the General Meetings;
- to vote at the General Meetings according to voting rights carried by their shares;
- to receive information about the Company as provided for in the Law on Companies of the Republic of Lithuania;
- to address the court claiming compensation for damage caused as a result of nonfeasance or malfeasance by the Manager of the Company of his duties prescribed by the Law on Companies of the Republic of Lithuania and by other laws and these Articles of Association as well as in other cases provided for by laws;
- to give any questions to the Company, relating to the agenda of general meetings of shareholders in advance;
- other non-property rights prescribed by the laws of the Republic of Lithuania.

A right to vote at General Meetings may be prohibited or restricted in cases provided for in the Law on Companies of the Republic of Lithuania and other laws and in case of a dispute regarding the ownership right to the share.

Each share of the Company shall grant one vote at the General Meeting. The right to vote at the General Meetings convened after the expiry of the time limit for payment for the first issue of shares shall be granted only by fully paid shares.

The General Meeting shall have the exclusive right to:

- to amend the Articles of Association of the Company except where otherwise provided by the Law on Companies;
- to select and recall the firm of auditors to perform the Company's annual set of financial statements audit, to set the conditions for payment for audit services;
- to elect and recall the members of the Board;
- to determine the class, number, nominal value and the minimum issue price of the shares issued by the Company;
- to take the decision regarding conversion of shares of one class into shares of another class, to approve the description of the share conversion procedure;
- to approve annual set of financial statements;



- to take the decision on appropriation of the profit (loss);
- to approve interim set of financial statements, prepared in order to adopt the decision regarding paying the dividends for the less period than a financial year;
- to take the decision on paying the dividends for the less period than a financial year;
- to take the decision on building up, drawing on, reduction or liquidation of the reserves;
- to take the decision to issue convertible debentures;
- to take the decision to withdraw for all shareholders the right of pre-emption in acquiring the shares or convertible debentures of a specific issue of the Company;
- to take the decision to increase the authorised capital;
- to take the decision to reduce the authorised capital except where otherwise provided for by the Law on Companies;

- to take the decision for the Company to purchase its own shares;
- to take the decision on reorganisation or division of the Company and approve the conditions of reorganisation or division;
- to take the decision to transform the Company;
- to take the decision to restructure of the Company;
- to take the decision to liquidate the Company, cancel the liquidation of the Company except where otherwise provided for by the Law on Companies;
- to elect and remove the liquidator of the Company except where otherwise provided for by the Law on Companies.

The shareholders shall have no other obligations to the Company except for the obligation to pay up, in the prescribed manner, all the shares subscribed for at their issue price.

12. Shareholders of the Company

On 31 December 2012 the total number of shareholders of the Company was 1954.

THE DISTRIBUTION OF THE COMPANY'S SHARES AMONG THE SHAREHOLDERS WHO CONTROL MORE THAN 5 PERCENT OF THE COMPANY ON 31 DECEMBER 2012:

	Number of shares held	Owned percentage of the share capital and votes, %
ICOR UAB, legal entity code 300021944, address: Konstitucijos av. 7, Vilnius, Lithuania	20.205.595	63,92 %
East Capital Asset Management AB, registration no. 556546-8435, address: Kungsgatan 33, Stockholm, Sweeden	3.167.722	10,02 %
Genesis Asset Managers LLP, registration no. OC 306866, address: 21 Grosvenor Place, London, United Kingdom	1.644.183	5,20 %
Other private and institutional shareholders	6.592.500	20,86 %
Total	31.610.000	100%

More detailed information on equity hold by the shareholders is disclosed in Note 1 in financial statements.

13. Shareholders with special control rights and agreements between the shareholders

13.1. SHAREHOLDERS WITH SPECIAL CONTROL RIGHTS

There are no shareholders with special control rights in the Company; the ordinary book-entry registered shares grant equal rights to all the shareholders of the Company.

13.2. AGREEMENTS BETWEEN THE SHAREHOLDERS

At the General Meeting the shareholders have taken the decision to allocate at least 25 % (twenty-five percent) of the net profit of the financial year after (i) deduction of unappropriated loss of previous financial year (if any), and (ii) compulsory deductions to the reserve for payment of dividends each year during appropriation of the profit of the last reporting period (starting from appropriation of profit for 2007). Notably, General Shareholders Meeting have to adopt the decision on dividend distribution each year in order to follow such policy.

Except for the above mentioned agreements between the shareholders and in part "14 Restrictions on the transfer of securities and restrictions on voting rights" presented pledge, to the best knowledge of the Company and its management, there were no any other agreements between the shareholders, including the agreements which may impose restrictions on the transfer of securities and/or restrictions on voting rights within the year 2012.

14. Restrictions on the transfer of securities and restrictions on voting rights

The major shareholder of the Company, UAB ICOR, has pledged the part of its shares, i.e. 13,486,275 pieces, which constitutes 42.66 % of the authorized capital of the Company to the bank. The right to transfer, pledge or dispose of the above mentioned shares otherwise has been restricted. All other property and non-property rights of UAB ICOR, as the shareholder, are free from any encumbrances or restrictions.

To the best knowledge of the Company and its management, the transfer of the shares was free from any restric-

tions, except for the above mentioned restriction on the transfer of the Company's shares in 2012.

To the best knowledge of the Company and its management, the voting rights were free from any other restrictions on the shares issued by the Company, except for those specified above in 2012. To the best knowledge of the Company, all shareholders of the Company have the voting right in the General Meeting.

15. Procedure for amendment of the Articles of Association of the Company

- The Articles of Association shall be amended in accordance with the procedure provided for by the Law on Companies of the Republic of Lithuania and the Articles of Association of the Company. The Articles of Association of the Company may be amended only by the decision of the General Meeting, except for the cases when there is an effective court order to reduce the Company's authorised capital or when the right to take the decisions regarding amendment of the Company's Articles of Association has been granted to other subjects under the Law on Companies of the Republic of Lithuania and other laws. The decision regarding amendment of the Articles of Association of the Company shall be taken in the General Meeting by at least 2/3 of all votes conferred by the shares of the shareholders present at the General Meeting.
- Following the decision taken by the General Meeting to amend the Articles of Association of the Company, the full text of the amended Articles of Association shall be drawn up and signed by the person authorised by the General Meeting. In case of the court order

to reduce the authorised capital of the Company and provided that such court order has become effective the amended Articles of Association shall be signed by the Manager of the Company.

- The amended Articles of Association shall become effective and may be used as the basis following registration of the amended Articles of Association with the Register of Legal Entities of the Republic of Lithuania.

The amendments of Company's Articles of Association

During the period from 1 January 2012 till 31 December 2012 and at the date of issue of this Annual report the Articles of Association of the Company which is registered in Lithuanian Register of Legal Entities on 9 May, 2011 is valid. To get familiarized with the actual version of the Company's Articles of Association is possible on the Company's website www.cityservice.lt.

16. Bodies of the Company and its competence

The Company has the two-level management system: the Board and the Administration directed by the single-person management body – the General Director. The Supervisory Board is not formed in the Company. It should be noted that the Law on Companies of the Republic of Lithuania does not require companies to have both the Board and the Supervisory Board.

The Board is responsible for strategic planning of the activities and expansion of the Group as well as supervision of the activities and implementation of the decisions of the Company's management, while the management of the Company is responsible for implementation of strategic decisions, direction of the daily activities of the Company and has the right to represent the Company on all issues related with the activities pursuant to the laws, the Articles of Association and on the basis of individual powers of attorney.

16.1. BOARD OF THE COMPANY

The Board is a collegial management body of the Company. The Board shall consist of 4 (four) members elected for a term of 4 (four) years by the General meeting in accordance with the procedure provided for by the Law on Companies of the Republic of Lithuania. Only a natural person may be elected to serve on the Board. There is no limitation on the number of terms of offices a member of the Board may serve. The Board shall elect its chairman from among its members.

The General Meeting may remove from office the entire Board or its individual members before the expiry of their term of office. A member of the Board may resign from office prior to the expiry of his term of office by giving a written notice thereof to the Company at least 14 (fourteen) days in advance.

The powers of the Board shall cover consideration of the following issues and taking of the following decisions:

- the operating strategy of the Company;
- the annual report of the Company;
- the interim report of the Company;
- the management structure of the Company and the positions of the employees;
- the positions to which employees are recruited by holding competitions;
- regulations of branches and representative offices of the company;

- The Board shall elect and remove from office the Manager of the Company, fix his salary and set other terms of the employment contract, his job description, provide incentives for him and impose penalties.
- The Board shall determine which information shall be considered to be the Company's commercial (industrial) secret and confidential information;
- for the Company to become an incorporator or a member of other legal entities;
- to open branches and representative offices of the company; to approve regulations of branches and representative offices of the company;
- to invest, dispose of or lease the fixed assets the book value whereof exceeds 1/20 of the authorised capital of the Company (calculated individually for every type of transaction);
- to pledge or mortgage the fixed assets the book value whereof exceeds 1/20 of the authorised capital of the Company (calculated for the total amount of transactions);
- to offer surety or guarantee for the discharge of obligations of third persons the amount whereof exceeds 1/20 of the authorised capital of the Company;
- to acquire the fixed assets the price whereof exceeds 1/20 of the Company's authorised capital;
- the decision to restructure the Company in the cases laid down in the Law on Restructuring of Enterprises;
- other decisions within the powers of the Board as prescribed by the Articles of Association or the decisions of the General Meeting.

The Board shall analyse and evaluate the documents submitted by the Manager of the Company on:

- implementation of the operating strategy of the Company;
- organisation of the activities of the company;
- the financial status of the Company;
- the results of business activities, income and expenditure estimates, the stocktaking data and other accounting data of changes in the assets.

The Board analyses and assesses the Company's draft of its annual set of financial statements and draft of profit/loss appropriation and along with annual report shall submit them to the General Meeting. The Board determines the methods used by the Company to calculate the depreciation of tangible assets and the amortisation of intangible assets.

The Board is responsible for convocation of the General Meeting and its arrangement on time.

16.2. GENERAL MANAGER OF THE COMPANY

The Manager of the Company is a single-person management body of the Company. In his activities, the Manager of the Company shall comply with laws and other legal acts, the Articles of Association of the Company, decisions of the General Meeting and his job description.

The Manager of the Company shall be elected and removed from office by the Board of the Company which shall also fix his salary, approve his job description, provide incentives and impose penalties. The Manager of the Company shall commence in his office after his election. The employment contract with the Manager of the Company shall be concluded and signed by the chairman of the Board or other person authorized by the General Meeting on behalf of the Company. If the body which elected the Manager of the Company takes the decision to remove him from office, his employment contract shall be terminated.

The Manager of the Company shall be responsible for:

- organisation of activities and the implementation of objects of the Company;
 - drawing up of the annual set of financial statements and the drafting of the annual report of the Company;
 - drawing up the project of the decision regarding paying the dividends for the less period than a financial year
- and drawing of the interim set of financial statements and the drafting of the interim report of the Company in order to adopt the decision regarding paying the dividends for the less period than a financial year;
 - conclusion of the contract with the firm of auditors;
 - submission of information and documents to the General Meeting and the Board in cases laid down in the Law on Companies or at their request;
 - submission of documents and particulars of the Company to the manager of the Register of Legal Entities;
 - submission of the documents of a public limited liability company to the Bank of Lithuania and the Central Securities Depository of Lithuania;
 - public announcement of the information specified in the Law on Companies in the daily newspaper “Lietuvos rytas”;
 - submission of information to the shareholders;
 - the fulfilment of other duties laid down in the Law on Companies and other legal acts as well as in the Articles of Association of the Company and the job description of the Manager of the Company.
 - In his activities, the Manager of the Company shall comply with laws and other legal acts, the Articles of Association of the Company, decisions of the General Meeting and his job description.
 - The Manager of the Company shall be entitled, within the limits of his powers, to issue procuracies by executing them in accordance with the procedure prescribed by the legal acts of the Republic of Lithuania.





17. Material agreements concluded by the Company which may be important after change of control of the Company

There were no material agreements concluded by the Company which came into effect, were amended or terminated following a change of control of the Company during the reporting period.

18. Major related party transactions

Major related party transactions are provided in the Explanatory Note No. 31 to the Consolidated Annual Financial Statements for the year 2012.

19. Information on transactions that would be harmful may have had or will have a negative impact on the Company's operations and (or) performance

There were no significant transactions on behalf of the Company that would be harmful may have had or will have a negative impact on the Company's operations and (or) performance during the reporting period.

20. Information on transactions made under a conflict of interests between the Company's managers, controlling shareholders or other related parties obligations to the Company and their private interests and (or) other duties

There were no material transactions on behalf of Company that would enter a conflict of interests between the Company's managers, controlling shareholder or other related parties obligations to the Company and their private interests and (or) other duties during the reporting period.

21. Information on compliance with the Corporate Governance Code

The Company is in compliance with the procedure for management of companies provided for by the Law on Companies of the Republic of Lithuania. The Company follows the essential principles of governance specified in the Governance Code for Companies Listed on NASDAQ OMX Vilnius Stock Exchange, however it complies with the code in part. Compliance with the Governance Code for Companies Listed on NASDAQ OMX Vilnius Stock Exchange has been disclosed in the form approved by the stock exchange enclosed to the Annual Report as Annex No. 1.

22. Data on publicly disclosed information

Since 1 January 2012 till 31 December 2012 the Company publicly disclosed in NASDAQ OMX GlobeNewswire system the following information:

Subject	Date
AB City Service has acquired an enterprise in Poland	18.12.2012
AB City Service reached important agreement in negotiations on acquisition of an enterprise in Poland	06.12.2012
City Service consolidated results for the nine months of 2012	30.11.2012
The Decisions of the Extraordinary General Meeting of City Service AB Shareholders held on the 5 November, 2012	05.11.2012
Notice on Extraordinary General Shareholders Meeting of City Service AB	15.10.2012
On sale of a company in Russia	31.08.2012
City Service consolidated results for the six months of 2012	30.08.2012
City Service consolidated results for the three months of 2012	31.05.2012
City Service AB annual information for the year 2011	30.04.2012
The Decisions of the Ordinary General Meeting of City Service AB Shareholders held on the 30th of April, 2012	30.04.2012
Regarding supplement of agenda of Ordinary General Shareholders Meeting of City Service AB	16.04.2012
Notice on Ordinary General Shareholders Meeting of City Service AB	09.04.2012
On transfer of controlled companies to subsidiary City Service LT UAB and acquirement of new share emission of subsidiary City Service LT UAB	30.03.2012
City Service consolidated results for the year 2011	29.02.2012
On registration of City Service AB subsidiary City Service LT UAB new share emission	15.02.2012
On City Service AB transferred activity to the subsidiary	01.02.2012



23. General information on AB City Service and City Service group

23.1. ISSUER AB CITY SERVICE, DATA AND CONTACTS

Name	AB City Service
Legal form:	public company (limited liability legal person)
Date and place of registration:	28 January 1997, Board of Vilnius City
Company code:	123905633
The registered address of the Company:	Konstitucijos av. 7, LT-09308 Vilnius, Lithuania
The principal place of business:	Smolenskas st. 12, LT-03201 Vilnius, Lithuania
Information on bank account:	LT LT 757300010070504902, Swedbank, AB
Contacts of the Company:	phone (+370 5) 2394900, fax (+370 5) 2394848, e-mail – info@cityservice.lt
Website:	www.cityservice.lt
Registration data about the Company stored:	Register of Legal Entities of Republic of Lithuania, VĮ "Registrų centras"

Subsidiaries operating in Lithuania:

Name	UAB Mano būstas LT
Legal form:	Private limited liability company
Date and place of registration:	19 June 2007, VĮ Registrų Centras
Company code:	300883806
The registered address of the Company:	Konstitucijos av. 7; LT-09308 Vilnius, Lithuania
The principal place of business:	Smolenskas st. 12; LT-03201 Vilnius, Lithuania
Information on bank account:	LT47 7300 0101 1068 7268, Swedbank AB
Contacts of the Company:	Phone (+370 5) 2394900, Fax (+370 5) 2394848, e-mail – info@manobustas.lt
Website:	www.manobustas.lt
Registration data about the Company stored:	Register of Legal Entities of Republic of Lithuania, VĮ "Registrų centras"

Name	UAB Namų Priežiūros Centras
Legal form:	Private limited liability company
Date and place of registration:	2 May 2001, Ministry of Economy of Lithuania
Company code:	125596783
The registered address of the Company:	Medeinos st. 8A, LT-06112 Vilnius, Lithuania
The principal place of business:	Medeinos st. 8A, LT-06112 Vilnius, Lithuania
Information on bank account:	LT85 7300 0101 1157 0060, Swedbank AB
Contacts of the Company:	Phone (+370 5) 2474755, Fax (+370 5) 2480444, e-mail – info@npc.lt
Website:	www.npc.lt
Registration data about the Company stored:	Register of Legal Entities of Republic of Lithuania, VĮ "Registrų centras"

Name	UAB Pašilaičių būstas
Legal form:	Private limited liability company
Date and place of registration:	9 July 1992, Board of Vilnius City
Company code:	121474935
The registered address of the Company:	Medeinos st. 8A; LT-06112 Vilnius, Lithuania
The principal place of business:	Medeinos st. 8A; LT-06112 Vilnius, Lithuania
Information on bank account:	LT28 7300 0100 0055 3907, Swedbank AB
Contacts of the Company:	phone (+370 5) 2474755, fax (+370 5) 2480444, e-mail – info@pasilaiciubustas.lt
Website:	www.pasilaiciubustas.lt
Registration data about the Company stored:	Register of Legal Entities of Republic of Lithuania, VĮ "Registrų centras"

Name	UAB Vilkpėdės būstas
Legal form:	Private limited liability company
Date and place of registration:	9 July 1992., Board of Vilnius City
Company code:	121480265
The registered address of the Company:	Architektų st. 13, LT-04118 Vilnius, Lithuania
The principal place of business:	Architektų st. 13, LT-04118 Vilnius, Lithuania
Information on bank account:	LT90 7300 0100 0055 8902, Swedbank AB
Contacts of the Company:	Phone 8 700 55966, Fax (+370 5) 244 7901, e-mail - info@vilkipedesbustas.lt
Website:	www.vilkipedesbustas.lt
Registration data about the Company stored:	Register of Legal Entities of Republic of Lithuania, VĮ "Registrų centras"

Name	UAB Lazdynų butų ūkis
Legal form:	Private limited liability company
Date and place of registration:	11 June 1992., Board of Vilnius City
Company code:	121449348
The registered address of the Company:	Architektų st. 13; LT-04118 Vilnius, Lietuva
The principal place of business:	Architektų st. 13; LT-04118 Vilnius, Lietuva
Information on bank account:	LT25 7300 0100 0055 7453, Swedbank AB
Contacts of the Company:	Phone 8 700 55966, Fax (+370 5) 244 7901, e-mail - info@lazdynubustas.lt
Website:	www.lazdynubustas.lt
Registration data about the Company stored:	Register of Legal Entities of Republic of Lithuania, VĮ "Registrų centras"

Name	UAB Skolos LT
Legal form:	Private limited liability company
Date and place of registration:	6 April 2010., VĮ Registrų Centras
Company code:	302496530
The registered address of the Company:	Medeinos st. 8A, LT-06112 Vilnius, Lithuania
The principal place of business:	Medeinos st. 8A, LT-06112 Vilnius, Lithuania
Information on bank account:	LT69 7300 0101 2165 0006 Swedbank AB
Contacts of the Company:	Phone (+370 5) 2195112, Fax (+370 5) 2475915, e-mail: info@skolos.lt
Website:	Register of Legal Entities of Republic of Lithuania, VĮ "Registrų centras"
Registration data about the Company stored:	LR juridinių asmenų registras, VĮ „Registrų centras“

Name	UAB Antakalnio būstas
Legal form:	Private limited liability company
Date and place of registration:	11 June 1992, Board of Vilnius City
Company code:	21449152
The registered address of the Company:	Antakalnio st. 51, LT-10325 Vilnius, Lithuania
The principal place of business:	Antakalnio st. 51, LT-10325 Vilnius, Lithuania
Information on bank account:	LT22 7300 0100 0243 8143, Swedbank AB
Contacts of the Company:	Phone (+370 5) 2341944, Fax (+370 5) 2340290, e-mail – info@antakalniobustas.lt
Website:	www.antakalniobustas.lt
Registration data about the Company stored:	Register of Legal Entities of Republic of Lithuania, VĮ "Registrų centras"

Name	UAB Naujamiesčio Būstas
Legal form:	Private limited liability company
Date and place of registration:	11 July 1992, Board of Vilnius City
Company code:	121452091
The registered address of the Company:	Medeinos st. 8A, LT-06112 Vilnius, Lithuania
The principal place of business:	Smolenskas st. 12, LT – 03201, Vilnius, Lithuania
Information on bank account:	LT24 7300 0100 0244 1017, Swedbank AB
Contacts of the Company:	Phone (+370 5) 2126765, Fax (+370 5) 2620001, e-mail – info@naujamescio-bustas.lt
Website:	www.naujamescio-bustas.lt
Registration data about the Company stored:	Register of Legal Entities of Republic of Lithuania, VĮ "Registrų centras"

Name	UAB Karoliniškių būstas
Legal form:	Private limited liability company
Date and place of registration:	18 June 1992, Board of Vilnius City
Company code:	121457971
The registered address of the Company:	A. J. Povilaičio st. 18, LT-04338 Vilnius, Lithuania
The principal place of business:	A. J. Povilaičio st. 18, LT-04338 Vilnius, Lithuania
Information on bank account:	LT10 7300 0100 0241 6437, Swedbank AB
Contacts of the Company:	Phone (+370 5) 2442035, Fax (+370 5) 2455753, e-mail – info@karoliniskiubustas.lt
Website:	www.karoliniskiubustas.lt
Registration data about the Company stored:	Register of Legal Entities of Republic of Lithuania, VĮ "Registrų centras"

Name	UAB Viršuliškių būstas
Legal form:	Private limited liability company
Date and place of registration:	18 June 1992, Board of Vilnius City
Company code:	121446576
The registered address of the Company:	A. J. Povilaičio st. 18, LT-04338 Vilnius, Lithuania
The principal place of business:	A. J. Povilaičio st. 18, LT-04338 Vilnius, Lithuania
Information on bank account:	LT66 7300 0101 1969 6674, Swedbank AB
Contacts of the Company:	Phone (+370 5) 24420, Fax (+370 5) 2455753, e-mail – info@virsuliskiubustas.lt
Website:	www.virsuliskiubustas.lt
Registration data about the Company stored:	Register of Legal Entities of Republic of Lithuania, VĮ "Registrų centras"

Name	UAB Ecoservice
Legal form:	Limited liability company
Date and place of registration:	6 April 1996, VĮ Registrų Centras Vilnius Branch
Company code:	123044722
The registered address of the Company:	Gariūnų st. 71, LT-02242 Vilnius, Lithuania
The principal place of business:	Jočionių st. 13, LT-02300 Vilnius, Lithuania
Information on bank account:	LT88 4010 0424 0120 4310, Swedbank AB
Contacts of the Company:	Phone (+370 5) 2649251, Fax (+370 5) 2649259, e-mail – ecoservice@ecoservice.lt
Website:	www.ecoservice.lt
Registration data about the Company stored:	Register of Legal Entities of Republic of Lithuania, VĮ "Registrų centras"

Name	UAB Baltijos Liftai
Legal form:	Private limited liability company
Date and place of registration:	6 April 2010., VĮ Registrų Centras Vilnius Branch
Company code:	302496587
The registered address of the Company:	Medeinos st. 8A, LT-06112 Vilnius, Lithuania
The principal place of business:	Medeinos st. 8A, LT-06112 Vilnius, Lithuania
Information on bank account:	LT72 7300 0101 2164 9952 Swedbank AB
Contacts of the Company:	Phone (+370 5) 2195100, e-mail – info@baltijosliftai.lt
Website:	www.baltijosliftai.lt
Registration data about the Company stored:	Register of Legal Entities of Republic of Lithuania, VĮ "Registrų centras"

Name	UAB Specialus Autotransportas
Legal form:	Private limited liability company
Date and place of registration:	16 November 1990, VĮ Registrų Centras Klaipėda Branch
Company code:	140026178
The registered address of the Company:	Taikos st. 13, LT-93012 Neringa, Lithuania
The principal place of business:	Šilutės rd. 101, LT-95112 Klaipėda, Lithuania
Information on bank account:	A/s LT87 4010 0423 0105 599, AB DNB bank
Contacts of the Company:	Phone (+370 46) 383 473 , Fax (+370 46) 310 170, e-mail – info@specauto.lt
Website:	www.specauto.lt
Registration data about the Company stored:	Register of Legal Entities of Republic of Lithuania, VĮ "Registrų centras"

Name	UAB Justiniškių būtas
Legal form:	Private limited liability company
Date and place of registration:	22 May 1991., VĮ Registrų Centras Vilnius Branch
Company code:	220664740
The registered address of the Company:	Justiniškių st. 62 A, LT-05239 Vilnius, Lithuania
The principal place of business:	Justiniškių st. 62 A, LT-05239 Vilnius, Lithuania
Information on bank account:	LT27 7300 0101 2470 1994, Swedbank AB
Contacts of the Company:	Phone (+370 5) 248 1841, Fax (+370 5) 241 0617, e-mail: info@justiniskiubustas.lt
Website:	Register of Legal Entities of Republic of Lithuania, VĮ "Registrų
Registration data about the Company stored:	centras"

Name	UAB Nemuno būstas
Legal form:	Private limited liability company
Date and place of registration:	4 December 2001 VĮ Registrų Centras Kaunas Branch
Company code:	135836853
The registered address of the Company:	Maironio st. 14B-4, LT-44298, Kaunas, Lithuania
The principal place of business:	Maironio st. 14B-4, LT-44298, Kaunas, Lithuania
Information on bank account:	LT13 7044 0600 0358 8379, AB SEB bank
Contacts of the Company:	Phone (+370 37) 225364, fFax (+370 37) 750002, e-mail - info@bustas.net
Website:	www.bustas.net
Registration data about the Company stored:	Register of Legal Entities of Republic of Lithuania, VĮ "Registrų centras"

Name	UAB Economus
Legal form:	Private limited liability company
Date and place of registration:	12 July 2006 VĮ Registrų Centras Vilnius Branch
Company code:	300582646
The registered address of the Company:	Subačiaus st. 17-2, LT-01300 Vilnius, Lithuania
The principal place of business:	Subačiaus st. 17-2, LT-01300 Vilnius, Lithuania
Information on bank account:	LT30 7300 0100 9594 7939, AB „Swedbank“
Contacts of the Company:	Phone (+370 5) 242 30 44; e-mail: info@economus.lt
Website:	www.economus.lt
Registration data about the Company stored:	Register of Legal Entities of Republic of Lithuania, VĮ "Registrų centras"

Name	UAB Žardės būstas
Legal form:	Private limited liability company
Date and place of registration:	12 June 1992, Board of Klaipėda City
Company code:	140524848
The registered address of the Company:	Taikos av. 117, LT-94231, Klaipėda, Lithuania
The principal place of business:	Taikos av. 117, LT-94231, Klaipėda, Lithuania
Information on bank account:	LT81 7300 0100 0232 0293, Swedbank AB
Contacts of the Company:	Phone (+370 46) 363571, Fax (+370 46)362721, e-mail – info@zardesbustas.lt
Website:	www.zardesbustas.lt
Registration data about the Company stored:	Register of Legal Entities of Republic of Lithuania, VĮ "Registrų centras"

Name	UAB Vingio būstas
Legal form:	Private limited liability company
Date and place of registration:	12 June 1992, Board of Klaipėda City
Company code:	140524990
The registered address of the Company:	I.Simonaitytės st. 29, LT-95131, Klaipėda, Lithuania
The principal place of business:	Taikos av. 117, LT-94231, Klaipėda, Lithuania
Information on bank account:	LT35 7300 0100 0230 248, Swedbank AB
Contacts of the Company:	Phone (+370 46) 363571, Fax (+370 46) 363571, e-mail – info@vingiobustas.lt
Website:	www.vingiobustas.lt
Registration data about the Company stored:	Register of Legal Entities of Republic of Lithuania, VĮ "Registrų centras"

Name	UAB Jūros būstas
Legal form:	Private limited liability company
Date and place of registration:	12 June 1992, Board of Klaipėda City
Company code:	140514359
The registered address of the Company:	Minijos st. 130, LT-93244, Klaipėda, Lithuania
The principal place of business:	Minijos st. 130, LT-93244, Klaipėda, Lithuania
Information on bank account:	LT88 7300 0100 0232 0167, Swedbank AB
Contacts of the Company:	Phone (+370 46) 342702, Fax (+370 46) 341833, e-mail – info@jurosbusas.lt
Website:	www.jurosbusas.lt
Registration data about the Company stored:	Register of Enterprises of Republic of Lithuania, VĮ "Registrų centras"

Name	UAB Pempininkų būstas
Legal form:	Private limited liability company
Date and place of registration:	12 June 1992, Board of Klaipėda City
Company code:	140514544
The registered address of the Company:	Šilutės rd. 40, LT-94137, Klaipėda, Lithuania
The principal place of business:	Taikos av. 117, LT-94231, Klaipėda, Lithuania
Information on bank account:	LT62 7300 0100 0230 0653, Swedbank AB
Contacts of the Company:	Phone/Fax (+370 46) 341 811, e-mail – info@pempininkubustas.lt
Website:	www.pempininkubustas.lt
Registration data about the Company stored:	Register of Legal Entities of Republic of Lithuania, VĮ "Registrų centras"

Name	UAB Vėtrungės būstas
Legal form:	Private limited liability company
Date and place of registration:	16 August 1991, Board of Klaipėda City
Company code:	140337065
The registered address of the Company:	Kauno st. 5, LT-91156 Klaipėda, Lithuania
The principal place of business:	Kauno st. 5, LT-91156 Klaipėda, Lithuania
Information on bank account:	LT42 7300 0100 0232 0316, Swedbank AB
Contacts of the Company:	Phone(+370 46) 412229, Fax (+370 46) 383539, e-mail – info@vetrungebustas.lt
Website:	www.vetrungebustas.lt
Registration data about the Company stored:	Register of Legal Entities of Republic of Lithuania, VĮ "Registrų centras"

Name	UAB Danės būstas
Legal form:	Private limited liability company
Date and place of registration:	16 August 1991, Board of Klaipėda City
Company code:	140336725
The registered address of the Company:	S. Daukanto st. 37, LT- 92229 Klaipėda, Lithuania
The principal place of business:	Kauno st. 5, LT-91156 Klaipėda, Lithuania
Information on bank account:	LT19 7300 0100 0232 0730, Swedbank AB
Contacts of the Company:	Phone (+370 46) 412229, Fax (+8 46) 383539, e-mail – info@danesbustas.lt
Website:	www.danesbustas.lt
Registration data about the Company stored:	Register of Legal Entities of Republic of Lithuania, VĮ "Registrų centras"

Name	UAB Aukštaitijos būstas
Legal form:	Private limited liability company
Date and place of registration:	16 April 2010 VĮ Registrų Centras Vilnius Branch
Company code:	302496548
The registered address of the Company:	Medeinos st. 8A, LT-06112 Vilnius, Lithuania
The principal place of business:	Medeinos st. 8A, LT-06112 Vilnius, Lithuania
Information on bank account:	A/s LT55 7300 0101 2165 0064, AB „Swedbank“
Contacts of the Company:	Phone (+370 5) 2394900, Fax (+370 5) 2394848, e-meil – info@aukstaitijosbustas.lt
Website:	www.aukstaitijosbustas.lt
Registration data about the Company stored:	Register of Legal Entities of Republic of Lithuania, VĮ “Registrų centras”

Name	UAB Šilutės būstas
Legal form:	Private limited liability company
Date and place of registration:	13 November 1990, VĮ Registrų Centras Klaipėda Branch
Company code:	177000697
The registered address of the Company:	Lietuvininkų st. 60; LT-99116 Šilutė , Lithuania
The principal place of business:	Lietuvininkų st. 60; LT-99116 Šilutė , Lithuania
Information on bank account:	LT51 7300 0100 0258 5546, AB "Swedbank"
Contacts of the Company:	Phone/Fax (8 441) 62 050, e-mail - info@silutesbustas.lt
Website:	www.silutesbustas.lt
Registration data about the Company stored:	LR juridinių asmenų registras, VĮ „Registrų centras“. Klaipėdos filialas.

Name	UAB Šiaulių būstas
Legal form:	Private limited liability company
Date and place of registration:	1 June 1992, 9 December 2010 re-registered as UAB Saules Valda, Board of Šiauliai City
Company code:	144619514
The registered address of the Company:	Žemaitės st. 20, LT-77167 Šiauliai, Lithuania
The principal place of business:	Žemaitės st. 20, LT-77167 Šiauliai, Lithuania
Information on bank account:	LT83 7300 0100 0239 7954, AB "Swedbank"
Contacts of the Company:	Phone (+370 41) 552 004, Fax (+370 41) 526480, e-mail – info@siauliubustas.lt
Website:	www.siauliubustas.lt
Registration data about the Company stored:	Register of Legal Entities of Republic of Lithuania, VĮ “Registrų centras”

Name	UAB Tvar.com
Legal form:	Private limited liability company
Date and place of registration:	27 April 2007, VĮ Registrų Centras Vilnius Branch
Company code:	300730461
The registered address of the Company:	Jočionių st. 13, LT-02300 Vilnius, Lithuania
The principal place of business:	Jočionių st. 13, LT-02300 Vilnius, Lithuania
Information on bank account:	LT88 2050 0000 1042 0801, AS "UniCredit Bank" Lithuania branch
Contacts of the Company:	Phone (+370 41) 270 4763, e-mail: info@tvar.com
Website:	www.tvar.com
Registration data about the Company stored:	Register of Legal Entities of Republic of Lithuania, VĮ “Registrų centras”

Name	UAB Šiaulių Liftas
Legal form:	Private limited liability company
Date and place of registration:	19 April 1993, VĮ Registrų Centras Šiauliai Branch
Company code:	144707512
The registered address of the Company:	Liejyklos st. 3, LT-78148, Šiauliai, Lithuania
The principal place of business:	Liejyklos st. 3, LT-78148, Šiauliai, Lithuania
Information on bank account:	LT09 7300 0100 0239 5697, Swedbank AB
Contacts of the Company:	Phone (+370 41) 456796, Fax (+370 41) 463560, e-mail – info@siauliuliftas.lt
Website:	www.siauliuliftas.lt
Registration data about the Company stored:	Register of Legal Entities of Republic of Lithuania, VĮ "Registrų centras" Šiauliai Branch

Name	UAB Žaidas
Legal form:	Private limited liability company
Date and place of registration:	30 July 1992, Board of Alytus town
Company code:	149650823
The registered address of the Company:	Žiburio st. 10-2, LT-63235, Alytus, Lithuania
The principal place of business:	Žiburio st. 10-2, LT-63235, Alytus, Lithuania
Information on bank account:	LT20 7300 0100 0220 7125, Swedbank AB, Alytus Branch
Contacts of the Company:	Phone (+370 315) 25651, Fax (+370 315) 23710, e-mail – info@zaidas.lt
Website:	www.zaidas.lt
Registration data about the Company stored:	Register of Legal Entities of Republic of Lithuania, VĮ "Registrų centras"

Name	UAB Radviliškio būstas
Legal form:	Private limited liability company
Date and place of registration:	13 December 1990, Board of Šiauliai town
Company code:	171205389
The registered address of the Company:	Maironio st. 65, LT-82129 Radviliškis, Lithuania
The principal place of business:	Maironio st. 65, LT-82129 Radviliškis, Lithuania
Information on bank account:	LT71 7300 0100 0256 8987, Swedbank AB
Contacts of the Company:	Phone (+370 422) 69121 Fax (+370 422) 69120, email – info@radviliskiobustas.lt
Website:	www.radviliskiobustas.lt
Registration data about the Company stored:	Register of Legal Entities of Republic of Lithuania, VĮ "Registrų centras" Šiauliai Branch

Name	UAB Komunalinių Įmonių Kombinas
Legal form:	Private limited liability company
Date and place of registration:	19 February 1992, Trakai
Company code:	181212948
The registered address of the Company:	Gedimino st. 34, LT- 21118 Trakai, Lithuania
The principal place of business:	Gedimino st. 34, LT- 21118 Trakai, Lithuania
Information on bank account:	LT33 7300 0100 9023 7398, Swedbank AB
Contacts of the Company:	Phone (+370 528) 55395, Fax. (+370 528) 55395, e-mail – trakai@ecoservice.lt
Website:	www.trakukikas.lt
Registration data about the Company stored:	Register of Legal Entities of Republic of Lithuania, VĮ "Registrų centras"

Name	UAB „Žirmūnų būstas“
Legal form:	Private limited liability company
Date and place of registration:	9 July 1992 d., Vilnius
Company code:	121483222
The registered address of the Company:	Kalvarijų st. 156, LT- 08207 Vilnius, Lithuania
The principal place of business:	Kalvarijų st. 156, LT- 08207 Vilnius, Lithuania
Information on bank account:	LT02 7300 0101 2918 0837, AB „Swedbank“
Contacts of the Company:	Phone (+370 5) 275 0111, Fax. (+370 5) 275 2315, e-mail – info@zirmunubustas.lt
Website:	www.zirmunubustas.lt
Registration data about the Company stored:	Register of Legal Entities of Republic of Lithuania, VĮ “Registru centras”

Name	UAB „Mano sauga“
Legal form:	Private limited liability company
Date and place of registration:	17 May 2011, Vilnius
Company code:	302628213
The registered address of the Company:	Medeinos st. 8A, LT-06112 Vilnius, Lithuania
The principal place of business:	Medeinos st. 8A, LT-06112 Vilnius, Lithuania
Information on bank account:	LT97 7300 0101 3311 9946, AB „Swedbank“
Contacts of the Company:	Phone (+370) 630 11113, e-mail – info@msauga.lt
Website:	www.msauga.lt
Registration data about the Company stored:	Register of Legal Entities of Republic of Lithuania, VĮ “Registru centras”

Subsidiaries operating in Latvia, Poland and Russia Federation

Name	SIA Riga City Service
Legal form:	Limited liability company
Date and place of registration:	19 April 2006, Register of Enterprises of Republic of Latvia Riga division
Company code:	40003819844
The registered address of the company:	G. Astras iela 8b, Riga, Latvia
The principal place of business:	G. Astras iela 8b, Riga, Latvia
Contacts of the company:	Phone (+371) 67 511 222, Fax (+371) 67 511 223, e-mail – office@rigacs.lv
Website:	www.rigacs.lv
Registration data about the company stored:	Register of Legal Entities of Republic of Latvia

Name	Zespół Zarządców Nieruchomości WAM Sp.z.o.o.
Legal form:	Limited liability company
Date and place of registration:	29 September 2004, Polish register of enterprises: National Court registre (Krajowy Rejestr Sądowy – KRS)
Company code:	0000218420
The registered address of the company:	Wolnej Wszechnicy 5, 02-097 Warszawa, Poland
The principal place of business:	Wolnej Wszechnicy 5, 02-097 Warszawa, Poland
Contacts of the company:	Phone (+48 22) 572 55 70, Fax. (+48 22) 659 27 77, e-mail – biuro@zzn.pl
Website:	www.zzn.pl
Registration data about the company stored:	Polish register of enterprises: National Court registre (Krajowy Rejestr Sądowy – KRS)

Name	ОАО Сити Сервис
Legal form:	public company with the limited liability (открытое акционерное общество)
Date and place of registration:	3 November 2003, St. Petersburg, Russia
Company code:	780701001
The registered address of the company:	198260, St. Petersburg, ул. Стойкости д. 19
The principal place of business:	195197, St. Petersburg, Кондратьевский пр., д.15, к. 3
Contacts of the company:	Phone (+7 812) 6111004, Fax (+7 812) 6111004, e-mail – cityservice@spcs.spb.ru
Registration data about the company stored:	St. Petersburg Federal Office, Inter regional inspection No.15 (Межрайонная инспекция Федеральной службы №15 по Санкт-Петербургу)

Name	ЗАО Сити Сервис
Legal form:	Private limited liability company (закрытое акционерное общество)
Date and place of registration:	12 February 2007, St. Petersburg, Russia
Company code:	780101001
The registered address of the company:	199397, St. Petersburg, ул. Кораблестроителей, д. 31, корп. 2
The principal place of business:	199397, St. Petersburg, ул. Кораблестроителей, д. 31, корп. 2
Contacts of the company:	Phone (+7 812) 3525066, Fax (+7 812) 3525742, e-mail – cityservice@bk.ru
Registration data about the company stored:	St. Petersburg Federal Office, Inter regional inspection No.15 (Межрайонная инспекция Федеральной службы №15 по Санкт-Петербургу)

Name	ОАО Специализированное ремонтно-наладочное управление
Legal form:	public company with the limited liability (открытое акционерное общество)
Date and place of registration:	2 June 2003, St. Petersburg, Russia
Company code:	044030791
The registered address of the company:	195009, St. Petersburg, Бобруйская ул., д.5
The principal place of business:	195197, St. Petersburg, Кондратьевский пр., д.15, к.3
Contacts of the company:	Phone (+7 812) 4585569, Fax (+7 812) 4585569, e-mail - specrnu@rambler.ru
Registration data about the company stored:	St. Petersburg Federal Office, Kalinino regional inspection (Инспекция Федеральной налоговой службы по Калининскому району Санкт-Петербурга)

Name	ООО Жилкомсервис № 3 Фрунзенского района
Legal form:	company with the limited liability (общество с ограниченной ответственностью)
Company code:	7816451699
The registered address of the company:	192283, Санкт-Петербург, ул. Купчинская, д. 30, корп.2
The principal place of business:	192283, Санкт-Петербург, ул. Купчинская, д. 30 корп. 2
Contacts of the company:	phone (+7 812) 771-75-52, Fax (+7 812) 7717552
Registration data about the company stored:	St. Petersburg Federal Office, Inter regional inspection No.15 (Межрайонная инспекция Федеральной службы №15 по Санкт-Петербургу)

Name	ООО «Чистый дом»
Legal form:	company with the limited liability (общество с ограниченной ответственностью)
Company code:	7804437890
The registered address of the company:	195197, Санкт-Петербург, Кондратьевский пр., д. 15, к. 3
The principal place of business:	195197, Санкт-Петербург, Кондратьевский пр., д. 15, к. 3
Contacts of the company:	Phone (+7 812) 4585569, Fax (+7 812) 4585569,
Registration data about the company stored:	St. Petersburg Federal Office, Inter regional inspection No.15 (Межрайонная инспекция Федеральной службы №15 по Санкт-Петербургу)

Name	ООО «ПРОМИНТЕР-управление проектами»
Legal form:	company with the limited liability (общество с ограниченной ответственностью)
Company code:	2635126803
The registered address of the company:	355000, г.Ставрополь, ул.Пирогова, 15 а
The principal place of business:	355000, г.Ставрополь, ул.Пирогова, 15 а
Contacts of the company:	Phone 8(8652)72-25-44, Fax 8 (8652)55-15-76, e-mail - info.prominter@prominter.net
Registration data about the company stored:	Federal tax inspection of Stavropol's region industrial district (ИФНС России Ставропольского края по Промышленному району города Ставрополя)

Name	ООО «Управляющая компания-1»
Legal form:	company with the limited liability (общество с ограниченной ответственностью)
Company code:	2635085410
The registered address of the company:	355000, г.Ставрополь, ул.Серова,2
The principal place of business:	355000, г.Ставрополь, ул. Серова 6/1
Contacts of the company:	Phone 8 (8652) 71-84-32, Fax 8 (8652) 71-84-32, e-mail - serova6-1@mail.ru
Registration data about the company stored:	Federal tax inspection of Stavropol's region industrial district (ИФНС России Ставропольского края по Промышленному району города Ставрополя)

Name	ООО «Управляющая компания-2»
Legal form:	company with the limited liability (общество с ограниченной ответственностью)
Company code:	2635085427
The registered address of the company:	355000, г.Ставрополь, ул.Серова,2
The principal place of business:	355000, г.Ставрополь, ул. Серова 6/1
Contacts of the company:	Phone 8 (8652) 71-84-32, Fax 8 (8652) 71-84-32, e-mail - serova6-1@mail.ru
Registration data about the company stored:	Federal tax inspection of Stavropol's region industrial district (ИФНС России Ставропольского края по Промышленному району города Ставрополя)

Name	ООО «Управляющая компания-3»
Legal form:	company with the limited liability (общество с ограниченной ответственностью)
Company code:	2635085434
The registered address of the company:	355029, г.Ставрополь, ул.Ленина, 450
The principal place of business:	355029, г.Ставрополь, ул. Краснофлотская, 32
Contacts of the company:	Phone 8 (8652) 35-45-76, Fax 8 (8652) 35-45-76, e-mail - stav5tv@yandex.ru
Registration data about the company stored:	Federal tax inspection of Stavropolis region industrial district (ИФНС России Ставропольского края по Промышленному району города Ставрополя)

Name	ООО «Управляющая компания-4»
Legal form:	company with the limited liability (общество с ограниченной ответственностью)
Company code:	2635085441
The registered address of the company:	355029, г.Ставрополь, ул.Ленина,450
The principal place of business:	355029, г.Ставрополь, ул. Краснофлотская, 32
Contacts of the company:	Phone 8 (8652) 35-45-76, Fax 8 (8652) 35-45-76, e-mail - stav5tv@yandex.ru
Registration data about the company stored:	Federal tax inspection of Stavropolis region industrial district (ИФНС России Ставропольского края по Промышленному району города Ставрополя)

Name	ООО «Управляющая компания-5»
Legal form:	company with the limited liability (общество с ограниченной ответственностью)
Company code:	2635085635
The registered address of the company:	355000, г.Ставрополь, ул.Бруснева,2/3а
The principal place of business:	355000, г.Ставрополь, ул. Буйнакского, 39/а
Contacts of the company:	Phone 8 (8652) 38-55-41, Fax 8 (8652) 38-55-41, e-mail - yk5stav@yandex.ru
Registration data about the company stored:	Federal tax inspection of Stavropolis region industrial district (ИФНС России Ставропольского края по Промышленному району города Ставрополя)

Name	ООО «УК-5»
Legal form:	company with the limited liability (общество с ограниченной ответственностью)
Company code:	2635085635
The registered address of the company:	355000, г.Ставрополь, ул.Бруснева,2/3а
The principal place of business:	355000, г.Ставрополь, ул. Буйнакского, 39/а
Contacts of the company:	Phone 8 (8652) 38-55-41, Fax 8 (8652) 38-55-41, e-mail: yk5stav@yandex.ru
Registration data about the company stored:	Federal tax inspection of Stavropolis region industrial district (ИФНС России Ставропольского края по Промышленному району города Ставрополя)

Name	ООО «Жилищная управляющая компания № 6»
Legal form:	company with the limited liability (общество с ограниченной ответственностью)
Company code:	2636086896
The registered address of the company:	355040, г.Ставрополь, ул.Доваторцев, 44/2,
The principal place of business:	355040, г.Ставрополь, ул..50 лет ВЛКСМ,14а
Contacts of the company:	Phone 8 (8652) 55-12-18, Fax 8 (8652) 38-55-41, e-mail - yk6stav@yandex.ru
Registration data about the company stored:	Federal tax inspection of Stavropolis region industrial district (ИФНС России Ставропольского края по Промышленному району города Ставрополя)

Name	ООО «Управляющая компания-6»
Legal form:	company with the limited liability (общество с ограниченной ответственностью)
Company code:	2635105070
The registered address of the company:	355040, г.Ставрополь, ул.50 лет ВЛКСМ,8а/1
The principal place of business:	355040, г.Ставрополь, ул. 50 лет ВЛКСМ, 14
Contacts of the company:	Phone 8 (8652) 55-12-18, Fax 8 (8652) 38-55-41, e-mail - yk6stav@yandex.ru
Registration data about the company stored:	Federal tax inspection of Stavropolis region industrial district (ИФНС России Ставропольского края по Промышленному району города Ставрополя)

Name	ООО «Управляющая компания-6»
Legal form:	company with the limited liability (общество с ограниченной ответственностью)
Company code:	2635085674
The registered address of the company:	355040, г.Ставрополь, ул. 50 лет ВЛКСМ,8а/1
The principal place of business:	355040, г.Ставрополь, ул. 50 лет ВЛКСМ, 14а
Contacts of the company:	Phone 8 (8652) 55-12-18, Fax 8 (8652) 38-55-41, e-mail - yk6stav@yandex.ru
Registration data about the company stored:	Federal tax inspection of Stavropolis region industrial district (ИФНС России Ставропольского края по Промышленному району города Ставрополя)

Name	ООО «Объединенная управляющая компания-7»
Legal form:	company with the limited liability (общество с ограниченной ответственностью)
Company code:	2635130052
The registered address of the company:	355000, г.Ставрополь, пр.Кулакова 27/2
The principal place of business:	355000, г.Ставрополь, пр. Доваторцев,59/2
Contacts of the company:	Phone 8 (8652) 74-18-40, Fax 8 (8652) 74-18-40, e-mail -www.yk7.nm.ru
Registration data about the company stored:	Federal tax inspection of Stavropolis region industrial district (ИФНС России Ставропольского края по Промышленному району города Ставрополя)

Name	ООО «Обслуживающая управляющая компания-7»
Legal form:	company with the limited liability (общество с ограниченной ответственностью)
Company code:	2635118961
The registered address of the company:	355000, г.Ставрополь, пр.Кулакова, 27/2
The principal place of business:	355000, г.Ставрополь, пр.Доваторцев, 59/2
Contacts of the company:	Phone 8 (8652) 74-18-40, Fax 8 (8652) 74-18-40, e-mail -www.yk7.nm.ru
Registration data about the company stored:	Federal tax inspection of Stavropolis region industrial district (ИФНС России Ставропольского края по Промышленному району города Ставрополя)

Name	ООО «Управляющая компания-8»
Legal form:	company with the limited liability (общество с ограниченной ответственностью)
Company code:	2635105218
The registered address of the company:	355040, г.Ставрополь, пр.Ворошилова,1
The principal place of business:	355040, г.Ставрополь, пр.Ворошилова,1
Contacts of the company:	Phone 8 (8652) 72-63-67, Fax 8 (8652) 72-63-67, e-mail - yk8stav@yandex.ru
Registration data about the company stored:	Federal tax inspection of Stavropolis region industrial district (ИФНС России Ставропольского края по Промышленному району города Ставрополя)

Name	ООО «Управляющая компания-10»
Legal form:	company with the limited liability (общество с ограниченной ответственностью)
Company code:	2635104119
The registered address of the company:	355000, г.Ставрополь, ул.Пирогова,18/4, кв.1
The principal place of business:	355000, г.Ставрополь, ул. 50 лет ВЛКСМ,20Б
Contacts of the company:	Phone 8 (8652) 31-53-06, Fax 8 (8652) 31-53-06, e-mail - yk10_4119@rambler.ru
Registration data about the company stored:	Federal tax inspection of Stavropolis region industrial district (ИФНС России Ставропольского края по Промышленному району города Ставрополя)

INTEL TO OF

FIC
2939 C
292

KLAC

Annex 1

To AB City Service Consolidated annual report for year 2012

AB CITY SERVICE DISCLOSURE ON COMPLIANCE WITH THE GOVERNANCE CODE FOR THE COMPANIES LISTED ON NASDAQ OMX VILNIUS IN 2012

AB City Service, following Article 21 paragraph 3 of the Law on Securities of the Republic of Lithuania and item 24.5 of the Listing Rules of AB NASDAQ OMX Vilnius, discloses its compliance with the Corporate Governance Code, for the Companies Listed on NASDAQ OMX Vilnius,

and its specific provisions. In the event of non-compliance with the Code or with certain provisions thereof, it must be specified which provisions are not complied with and the reasons of non-compliance.

Principles / Recommendations	Yes / No / Not applicable	Commentary
Principle I: Basic Provisions		
The overriding objective of a company should be to operate in common interests of all the shareholders by optimizing over time shareholder value.		
1.1. A company should adopt and make public the company's development strategy and objectives by clearly declaring how the company intends to meet the interests of its shareholders and optimize shareholder value.	Yes	Main trends and objectives of development and of the Company were publicly announced and emphasized in 2011 and 2012 annual reports. The trends of development of the Company are also disclosed by the essential events and reports to investors about the activities of the Company announced by the Company, periodical reports, communications presented in the statements of the managers of the Company in the press.
1.2. All management bodies of a company should act in furtherance of the declared strategic objectives in view of the need to optimize shareholder value.	Yes	The Board of the Company has formed the long-term and short-term strategic objectives of the development of the activities of the Company. The Management of the Company, managers of respective fields make every effort for the implementation of these objectives – the structure of Company and divisions of the companies of the group is optimized, the qualification of responsible persons and specialists is raised.
1.3. A company's supervisory and management bodies should act in close co-operation in order to attain maximum benefit for the company and its shareholders.	Yes	The Board is formed in the Company, which represents the interests of shareholders of the Company. The Board of the Company takes the strategic decisions, adopts the strategy of activities of the Company, annual budget, etc. The decisions adopted by the Board shall be implemented by the managing bodies of the Company. The Board of the Company also performs the maintenance of the implementation of the above-mentioned strategic decisions. The Board representing the shareholders' interests holds sessions according to the need and continuously maintains the direct contact with the managing bodies of the Company.
1.4. A company's supervisory and management bodies should ensure that the rights and interests of persons other than the company's shareholders (e.g. employees, creditors, suppliers, clients, local community), participating in or connected with the company's operation, are duly respected.	Yes	The managing bodies of the Company seek, in their activities, to ensure the interests of all persons related to the activities of the Company. The Management of the Company as well as the managers of separate fields give much time to communication with clients, suppliers, separate owners (residents) of the blocks of flats, in order to find the most optimum solutions. The particularity of activities of the Company determines that the clients, local community are periodically informed about the activities of the Company, the issues important to the community, being dealt with. The Company follows the obligations undertaken and set out in the legal acts and it helps to maintain the long-term relationships with its business partners, ensure the long-term development of activities of the Company. The employees of the Company are continuously informed by the Management and managers of separate fields about the news in the activities of the Company, internal changes. The events are organized for the employees, the employees' opinion surveys are conducted, the motivational system is continuously improved.

Principles / Recommendations	Yes / No / Not applicable	Commentary
Principle II: The corporate governance framework The corporate governance framework should ensure the strategic guidance of the company, the effective oversight of the company's management bodies, an appropriate balance and distribution of functions between the company's bodies, protection of the shareholders' interests.		
2.1. Besides obligatory bodies provided for in the Law on Companies of the Republic of Lithuania – a general shareholders' meeting and the chief executive officer, it is recommended that a company should set up both a collegial supervisory body and a collegial management body. The setting up of collegial bodies for supervision and management facilitates clear separation of management and supervisory functions in the company, accountability and control on the part of the chief executive officer, which, in its turn, facilitate a more efficient and transparent management process.	No	There is one collegiate managing body in the Company – Board of 4 (four) members. The Supervisory Board is not formed.
2.2. A collegial management body is responsible for the strategic management of the company and performs other key functions of corporate governance. A collegial supervisory body is responsible for the effective supervision of the company's management bodies.	Yes	The Board is responsible for strategic management of the Company. The Supervisory Board is not formed.
2.3. Where a company chooses to form only one collegial body, it is recommended that it should be a supervisory body, i.e. the supervisory board. In such a case, the supervisory board is responsible for the effective monitoring of the functions performed by the company's chief executive officer.	Not applicable	In this period of activities of the Company, the Board is, beside its functions of strategic management, able to properly perform the supervision of implementation of adopted strategic decisions as well as the control of management of the Company; therefore, there is no objective need for forming the Supervisory Board. The Supervisory Board may be formed in the future, if needed.
2.4. The collegial supervisory body to be elected by the general shareholders' meeting should be set up and should act in the manner defined in Principles III and IV. Where a company should decide not to set up a collegial supervisory body but rather a collegial management body, i.e. the board, Principles III and IV should apply to the board as long as that does not contradict the essence and purpose of this body. ¹	Yes	The order stipulated in III and IV principles is currently followed, The essential requirements provided for in the principles are not violated.
2.5. Company's management and supervisory bodies should comprise such number of board (executive directors) and supervisory (non-executive directors) board members that no individual or small group of individuals can dominate decision-making on the part of these bodies. ²	No	The Board of the Company is formed from 4 (four) members. The Board adopts the decisions with a majority vote; therefore, the votes of two members of the Board import on, whether the certain decisions will be adopted, or not.
2.6. Non-executive directors or members of the supervisory board should be appointed for specified terms subject to individual re-election, at maximum intervals provided for in the Lithuanian legislation with a view to ensuring necessary development of professional experience and sufficiently frequent reconfirmation of their status. A possibility to remove them should also be stipulated however this procedure should not be easier than the removal procedure for an executive director or a member of the management board.	Not applicable	The Supervisory Board is not formed in the Company.
2.7. Chairman of the collegial body elected by the general shareholders' meeting may be a person whose current or past office constitutes no obstacle to conduct independent and impartial supervision. Where a company should decide not to set up a supervisory board but rather the board, it is recommended that the chairman of the board and chief executive officer of the company should be a different person. Former company's chief executive officer should not be immediately nominated as the chairman of the collegial body elected by the general shareholders' meeting. When a company chooses to depart from these recommendations, it should furnish information on the measures it has taken to ensure impartiality of the supervision.	Yes	The Chairman of the Board of the Company and the head of the Company – General Manager are different persons. The Chairman of the Board of the Company has not been the head of the Company. The Chairman of the Board of the Company is not related to the daily activities of the Company.

¹ Provisions of Principles III and IV are more applicable to those instances when the general shareholders' meeting elects the supervisory board, i.e. a body that is essentially formed to ensure oversight of the company's board and the chief executive officer and to represent the company's shareholders. However, in case the company does not form the supervisory board but rather the board, most of the recommendations set out in Principles III and IV become important and applicable to the board as well. Furthermore, it should be noted that certain recommendations, which are in their essence and nature applicable exclusively to the supervisory board, should not be applied to the board, as the competence and functions of these bodies according to the Law on Companies of the Republic of Lithuania (Official Gazette, 2003, No 123-5574) are different. For instance, item 3.1 of the Code concerning oversight of the management bodies applies to the extent it concerns the oversight of the chief executive officer of the company, but not of the board itself; item 4.1 of the Code concerning recommendations to the management bodies applies to the extent it relates to the provision of recommendations to the company's chief executive officer; item 4.4 of the Code concerning independence of the collegial body elected by the general meeting from the company's management bodies is applied to the extent it concerns independence from the chief executive officer.

² Definitions 'executive director' and 'non-executive director' are used in cases when a company has only one collegial body.

Principles / Recommendations	Yes / No / Not applicable	Commentary
<p>Principle III: The order of the formation of a collegial body to be elected by a general shareholders' meeting The order of the formation a collegial body to be elected by a general shareholders' meeting should ensure representation of minority shareholders, accountability of this body to the shareholders and objective monitoring of the company's operation and its management bodies.³</p>		
<p>3.1. The mechanism of the formation of a collegial body to be elected by a general shareholders' meeting (hereinafter in this Principle referred to as the 'collegial body') should ensure objective and fair monitoring of the company's management bodies as well as representation of minority shareholders.</p>	Yes	The mechanism of formation of the Board, that meets the requirements of the Law on Companies of the Republic of Lithuania, ensures the objective supervision of managing bodies.
<p>3.2. Names and surnames of the candidates to become members of a collegial body, information about their education, qualification, professional background, positions taken and potential conflicts of interest should be disclosed early enough before the general shareholders' meeting so that the shareholders would have sufficient time to make an informed voting decision. All factors affecting the candidate's independence, the sample list of which is set out in Recommendation 3.7, should be also disclosed. The collegial body should also be informed on any subsequent changes in the provided information. The collegial body should, on yearly basis, collect data provided in this item on its members and disclose this in the company's annual report.</p>	Not applicable	The main shareholder of the Company, who delegated his members to the Board, ensures that the members have the competence and experience necessary for their work. Information about Company's Board member's education and work experience is disclosed in the Company's interim information and annual reports.
<p>3.3. Should a person be nominated for members of a collegial body, such nomination should be followed by the disclosure of information on candidate's particular competences relevant to his/her service on the collegial body. In order shareholders and investors are able to ascertain whether member's competence is further relevant, the collegial body should, in its annual report, disclose the information on its composition and particular competences of individual members which are relevant to their service on the collegial body.</p>	Not applicable	Detail information is provided in Clause 3.2.
<p>3.4. In order to maintain a proper balance in terms of the current qualifications possessed by its members, the desired composition of the collegial body shall be determined with regard to the company's structure and activities, and have this periodically evaluated. The collegial body should ensure that it is composed of members who, as a whole, have the required diversity of knowledge, judgment and experience to complete their tasks properly. The members of the audit committee, collectively, should have a recent knowledge and relevant experience in the fields of finance, accounting and/or audit for the stock exchange listed companies. At least one of the members of the remuneration committee should have knowledge of and experience in the field of remuneration policy. For more than a year the Seimas of the Republic of Lithuania is considering various amendments of the Civil code that are related to the apartment building regulation.</p>	Yes	The composition of the Board of the Company and the number of members meets the scopes of activities of the Company and the size of the existing structure. The members of the Board of the Company and the members of the Audit Committee of the Company have sufficient experience in the fields, where the Company performs its main activities; also, all members have versatile knowledge in the fields of finance, economy, investment management, management, maintenance of technologies and engineering systems, keep trace of innovations in these fields.
<p>3.5. All new members of the collegial body should be offered a tailored program focused on introducing a member with his/her duties, corporate organization and activities. The collegial body should conduct an annual review to identify fields where its members need to update their skills and knowledge.</p>	Not applicable	No event occurred in the Company, with the member of the Board becoming the person not familiar with the activities, structure as well as strategic objectives of the Company. Skills as well as knowledge of the members of the Board are continuously updated and enhanced, with the members performing their functions in the Board.
<p>3.6. In order to ensure that all material conflicts of interest related with a member of the collegial body are resolved properly, the collegial body should comprise a sufficient⁴ number of independent⁵ members.</p>	No	The issue on the independent members and their sufficient number in the collegiate managing body maybe discussed in the future.

³ Attention should be drawn to the fact that in the situation where the collegial body elected by the general shareholders' meeting is the board, it is natural that being a management body it should ensure oversight not of all management bodies of the company, but only of the single-person body of management, i.e. the company's chief executive officer. This note shall apply in respect of item 3.1 as well.

⁴ The Code does not provide for a concrete number of independent members to comprise a collegial body. Many codes in foreign countries fix a concrete number of independent members (e.g. at least 1/3 or 1/2 of the members of the collegial body) to comprise the collegial body. However, having regard to the novelty of the institution of independent members in Lithuania and potential problems in finding and electing a concrete number of independent members, the Code provides for a more flexible wording and allows the companies themselves to decide what number of independent members is sufficient. Of course, a larger number of independent members in a collegial body is encouraged and will constitute an example of more suitable corporate governance.

⁵ It is notable that in some companies all members of the collegial body may, due to a very small number of minority shareholders, be elected by the votes of the majority shareholder or a few major shareholders. But even a member of the collegial body elected by the majority shareholders may be considered independent if he/she meets the independence criteria set out in the Code.

Principles / Recommendations	Yes / No / Not applicable	Commentary
<p>3.7. A member of the collegial body should be considered to be independent only if he is free of any business, family or other relationship with the company, its controlling shareholder or the management of either, that creates a conflict of interest such as to impair his judgment. Since all cases when member of the collegial body is likely to become dependant are impossible to list, moreover, relationships and circumstances associated with the determination of independence may vary amongst companies and the best practices of solving this problem are yet to evolve in the course of time, assessment of independence of a member of the collegial body should be based on the contents of the relationship and circumstances rather than their form. The key criteria for identifying whether a member of the collegial body can be considered to be independent are the following:</p> <ol style="list-style-type: none"> 1. He/she is not an executive director or member of the board (if a collegial body elected by the general shareholders' meeting is the supervisory board) of the company or any associated company and has not been such during the last five years; 2. He/she is not an employee of the company or some any company and has not been such during the last three years, except for cases when a member of the collegial body does not belong to the senior management and was elected to the collegial body as a representative of the employees; 3. He/she is not receiving or has been not receiving significant additional remuneration from the company or associated company other than remuneration for the office in the collegial body. Such additional remuneration includes participation in share options or some other performance based pay systems; it does not include compensation payments for the previous office in the company (provided that such payment is no way related with later position) as per pension plans (inclusive of deferred compensations); 4. He/she is not a controlling shareholder or representative of such shareholder (control as defined in the Council Directive 83/349/EEC Article 1 Part 1); 5. He/she does not have and did not have any material business relations with the company or associated company within the past year directly or as a partner, shareholder, director or superior employee of the subject having such relationship. A subject is considered to have business relations when it is a major supplier or service provider (inclusive of financial, legal, counseling and consulting services), major client or organization receiving significant payments from the company or its group; 6. He/she is not and has not been, during the last three years, partner or employee of the current or former external audit company of the company or associated company; 7. He/she is not an executive director or member of the board in some other company where executive director of the company or member of the board (if a collegial body elected by the general shareholders' meeting is the supervisory board) is non-executive director or member of the supervisory board, he/she may not also have any other material relationships with executive directors of the company that arise from their participation in activities of other companies or bodies; 8. He/she has not been in the position of a member of the collegial body for over than 12 years; 9. He/she is not a close relative to an executive director or member of the board (if a collegial body elected by the general shareholders' meeting is the supervisory board) or to any person listed in above items 1 to 8. Close relative is considered to be a spouse (common-law spouse), children and parents. 	Not applicable	According to the comment of Clause 3.6., it is still not relevant.
<p>3.8. The determination of what constitutes independence is fundamentally an issue for the collegial body itself to determine. The collegial body may decide that, despite a particular member meets all the criteria of independence laid down in this Code, he cannot be considered independent due to special personal or company-related circumstances.</p>	Not applicable	According to the comment of Clause 3.6., it is still not relevant.

Principles / Recommendations	Yes / No / Not applicable	Commentary
3.9. Necessary information on conclusions the collegial body has come to in its determination of whether a particular member of the body should be considered to be independent should be disclosed. When a person is nominated to become a member of the collegial body, the company should disclose whether it considers the person to be independent. When a particular member of the collegial body does not meet one or more criteria of independence set out in this Code, the company should disclose its reasons for nevertheless considering the member to be independent. In addition, the company should annually disclose which members of the collegial body it considers to be independent.	Not applicable	According to the comment of Clause 3.6., it is still not relevant.
3.10. When one or more criteria of independence set out in this Code has not been met throughout the year, the company should disclose its reasons for considering a particular member of the collegial body to be independent. To ensure accuracy of the information disclosed in relation with the independence of the members of the collegial body, the company should require independent members to have their independence periodically re-confirmed.	Not applicable	According to the comment of Clause 3.6., it is still not relevant.
3.11. In order to remunerate members of a collegial body for their work and participation in the meetings of the collegial body, they may be remunerated from the company's funds ⁶ . The general shareholders' meeting should approve the amount of such remuneration.	Not applicable	According to the comment of Clause 3.6., it is still not relevant.
Principle IV: The duties and liabilities of a collegial body elected by the general shareholders' meeting The corporate governance framework should ensure proper and effective functioning of the collegial body elected by the general shareholders' meeting, and the powers granted to the collegial body should ensure effective monitoring ⁷ of the company's management bodies and protection of interests of all the company's shareholders.		
4.1. The collegial body elected by the general shareholders' meeting (hereinafter in this Principle referred to as the 'collegial body') should ensure integrity and transparency of the company's financial statements and the control system. The collegial body should issue recommendations to the company's management bodies and monitor and control the company's management performance. ⁸	Yes	The member of the Board of the Company, who is responsible for the finance supervision of the Company, continuously maintains the contact and regularly meets with the Chief Accountant of the Company to discuss the financial state of the Company as well as the last occurred essential financial changes, if any. The Chairman of the Board of the Company continuously maintains the contact and regularly meets with the General Director of the Company to discuss the changes occurred or occurring in the activities of the Company, essential issues of organization of activities, development of activities of the Company. The Board of the Company analyzes and assesses the material about the activities and finance of the Company, received from the General Manager as well as Chief Accountant of the Company, if necessary, gives recommendations and suggestions.
4.2. Members of the collegial body should act in good faith, with care and responsibility for the benefit and in the interests of the company and its shareholders with due regard to the interests of employees and public welfare. Independent members of the collegial body should (a) under all circumstances maintain independence of their analysis, decision-making and actions (b) do not seek and accept any unjustified privileges that might compromise their independence, and (c) clearly express their objections should a member consider that decision of the collegial body is against the interests of the company. Should a collegial body have passed decisions independent member has serious doubts about, the member should make adequate conclusions. Should an independent member resign from his office, he should explain the reasons in a letter addressed to the collegial body or audit committee and, if necessary, respective company-not-pertaining body (institution).	Yes	The Members of the Board of the Company act responsibly as well in goodwill in favour of the Company as well as shareholders, seek to retain their independence in adopting the decisions and taking into account the interests of the third persons.

6. It is notable that currently it is not yet completely clear, in what form members of the supervisory board or the board may be remunerated for their work in these bodies. The Law on Companies of the Republic of Lithuania (Official Gazette, 2003, No 123-5574) provides that members of the supervisory board or the board may be remunerated for their work in the supervisory board or the board by payment of annual bonuses (tantiems) in the manner prescribed by Article 59 of this Law, i.e. from the company's profit. The current wording, contrary to the wording effective before 1 January 2004, eliminates the exclusive requirement that annual bonuses (tantiems) should be the only form of the company's compensation to members of the supervisory board or the board. So it seems that the Law contains no prohibition to remunerate members of the supervisory board or the board for their work in other forms, besides bonuses, although this possibility is not expressly stated either.

7. See Footnote 3.

8. See Footnote 3. In the event the collegial body elected by the general shareholders' meeting is the board, it should provide recommendations to the company's single-person body of management, i.e. the company's chief executive officer.

Principles / Recommendations	Yes / No / Not applicable	Commentary
4.3. Each member should devote sufficient time and attention to perform his duties as a member of the collegial body. Each member of the collegial body should limit other professional obligations of his (in particular any directorships held in other companies) in such a manner they do not interfere with proper performance of duties of a member of the collegial body. In the event a member of the collegial body should be present in less than a half ⁹ of the meetings of the collegial body throughout the financial year of the company, shareholders of the company should be notified.	Yes	The members of the Board of the Company, each individually and all collectively, pay sufficient time and attention to have the function attributed to the competence of the Board duly performed. The members of the Board take part in the sessions, the time of which is agreed among the members so that all members of the Board could take part in the session.
4.4. Where decisions of a collegial body may have a different effect on the company's shareholders, the collegial body should treat all shareholders impartially and fairly. It should ensure that shareholders are properly informed on the company's affairs, strategies, risk management and resolution of conflicts of interest. The company should have a clearly established role of members of the collegial body when communicating with and committing to shareholders.	Yes	The Board of the Company seeks, in its work, to conduct in good faith and impartially with all shareholders of the Company, and according to the data available in the Company, there has been no case, so far, that it were vice versa. The Chairman of the Board of the Company is, by adjusting as well as coordinating the interactions with the General Manager of the Company, obliged and authorized to, in the name of the Board, communicate with the shareholders, inform the shareholders about the activities, strategy, other essential matters of the Company; also to give official binding clarifications.
4.5. It is recommended that transactions (except insignificant ones due to their low value or concluded when carrying out routine operations in the company under usual conditions), concluded between the company and its shareholders, members of the supervisory or managing bodies or other natural or legal persons that exert or may exert influence on the company's management should be subject to approval of the collegial body. The decision concerning approval of such transactions should be deemed adopted only provided the majority of the independent members of the collegial body voted for such a decision.	Yes	All transactions specified in this recommendation, if they are not insignificant due to the low value, are concluded upon the decisions of the Board which may be adopted only in case of the required quorum and majority and following the provisions of the Company's Articles of Association that complies with the Law on Companies of the Republic of Lithuania.
4.6. The collegial body should be independent in passing decisions that are significant for the company's operations and strategy. Taken separately, the collegial body should be independent of the company's management bodies ¹⁰ . Members of the collegial body should act and pass decisions without an outside influence from the persons who have elected it. Companies should ensure that the collegial body and its committees are provided with sufficient administrative and financial resources to discharge their duties, including the right to obtain, in particular from employees of the company, all the necessary information or to seek independent legal, accounting or any other advice on issues pertaining to the competence of the collegial body and its committees. When using the services of a consultant with a view to obtaining information on market standards for remuneration systems, the remuneration committee should ensure that the consultant concerned does not at the same time advise the human resources department, executive directors or collegial management organs of the company concerned.	Yes	The Board of the Company adopts the decisions, following only the interests of the Company; therefore, the independence of the members in adopting the decisions significant to the activities and strategy of the Company, shall be assessed according to the interests of the Company and its shareholders. The members of the Board are provided with all possibilities and they have the right to all resources necessary to duly perform the obligations, including the possibilities to apply to the independent external legal, accounting or other specialists. The General Manager of the Company ensured that the managers or employees of the separate fields of the Company provide directly the Board or through the General Manager with the required information to the members of the Board, so that they could duly perform their functions and deal with the issues attributed to their competence.
4.7. Activities of the collegial body should be organized in a manner that independent members of the collegial body could have major influence in relevant areas where chances of occurrence of conflicts of interest are very high. Such areas to be considered as highly relevant are issues of nomination of company's directors, determination of directors' remuneration and control and assessment of company's audit. Therefore when the mentioned issues are attributable to the competence of the collegial body, it is recommended that the collegial body should establish nomination, remuneration, and audit committees ¹¹ . Companies should ensure that the functions attributable to the nomination, remuneration, and audit committees are carried out. However they may decide to merge these functions and set up less than three committees. In such case a company should explain in detail reasons behind the selection of alternative approach and how the selected approach complies with the objectives set forth for the three different committees. Should the collegial body of the company comprise small number of members, the functions assigned to the three committees may be performed by the collegial body itself, provided that it meets composition requirements advocated for the committees and that adequate information is provided in this respect. In such case provisions of this Code relating to the committees of the collegial body (in particular with respect to their role, operation, and transparency) should apply, where relevant, to the collegial body as a whole.	Yes	The recommendation is implemented partly. The Audit Committee was established by implementing the decision adopted in the General Meeting of Shareholders on 30 April 2009. The Audit Committee was established in order to comply with the requirements of the Law on Audit and to this Code. According to the existing scopes of the activities of the Company, results as well as objective needs, and to the fact that the Board of the Company consists of 4 (four) members, the Company in not in need of the establishment other committees, but the establishment of nomination and remuneration committees shall be considered in the future.

9. It is notable that companies can make this requirement more stringent and provide that shareholders should be informed about failure to participate at the meetings of the collegial body if, for instance, a member of the collegial body participated at less than 2/3 or 3/4 of the meetings. Such measures, which ensure active participation in the meetings of the collegial body, are encouraged and will constitute an example of more suitable corporate governance.

10. In the event the collegial body elected by the general shareholders' meeting is the board, the recommendation concerning its independence from the company's management bodies applies to the extent it relates to the independence from the company's chief executive officer.

11. The Law of the Republic of Lithuania on Audit (Official Gazette, 2008, No 82-53233) determines that an Audit Committee shall be formed in each public interest entity (including, but not limited to public companies whose securities are traded in the regulated market of the Republic of Lithuania and/or any other member state).

Principles / Recommendations	Yes / No / Not applicable	Commentary
<p>4.8. The key objective of the committees is to increase efficiency of the activities of the collegial body by ensuring that decisions are based on due consideration, and to help organize its work with a view to ensuring that the decisions it takes are free of material conflicts of interest. Committees should exercise independent judgement and integrity when exercising its functions as well as present the collegial body with recommendations concerning the decisions of the collegial body. Nevertheless the final decision shall be adopted by the collegial body. The recommendation on creation of committees is not intended, in principle, to constrict the competence of the collegial body or to remove the matters considered from the purview of the collegial body itself, which remains fully responsible for the decisions taken in its field of competence.</p>	Yes	<p>The Audit Committee operates in accordance with the Regulations approved by the General Meeting of Shareholders of the Company. The Audit Committee in accordance with the need provides the Company's Board with recommendations.</p>
<p>4.9. Committees established by the collegial body should normally be composed of at least three members. In companies with small number of members of the collegial body, they could exceptionally be composed of two members. Majority of the members of each committee should be constituted from independent members of the collegial body. In cases when the company chooses not to set up a supervisory board, remuneration and audit committees should be entirely comprised of non-executive directors. Chairmanship and membership of the committees should be decided with due regard to the need to ensure that committee membership is refreshed and that undue reliance is not placed on particular individuals.</p>	Yes	<p>The Audit Committee consists of three members elected for the term of office of four years. One of the members is independent. The composition and the term of office of the Audit Committee is approved by the General Meeting of Shareholders. Audit Committee composition and their terms ensure the nature of aims and objectives of the Company and its shareholders.</p>
<p>4.10. Authority of each of the committees should be determined by the collegial body. Committees should perform their duties in line with authority delegated to them and inform the collegial body on their activities and performance on regular basis. Authority of every committee stipulating the role and rights and duties of the committee should be made public at least once a year (as part of the information disclosed by the company annually on its corporate governance structures and practices). Companies should also make public annually a statement by existing committees on their composition, number of meetings and attendance over the year, and their main activities. Audit committee should confirm that it is satisfied with the independence of the audit process and describe briefly the actions it has taken to reach this conclusion.</p>	Yes	<p>Under the regulations of the Audit Committee of the Company the Audit Committee presents the report about its activity to the Board of the Company no less than one time per year.</p>
<p>4.11. In order to ensure independence and impartiality of the committees, members of the collegial body that are not members of the committee should commonly have a right to participate in the meetings of the committee only if invited by the committee. A committee may invite or demand participation in the meeting of particular officers or experts. Chairman of each of the committees should have a possibility to maintain direct communication with the shareholders. Events when such are to be performed should be specified in the regulations for committee activities.</p>	Yes	<p>The regulations of the Company's Audit Committee shall grant the right for the Audit Committee members to convene to the Audit Committee meetings the Board members and the other employees of the Company.</p>
<p>4.12. Nomination Committee. 4.12.1. Key functions of the nomination committee should be the following: 1) Identify and recommend, for the approval of the collegial body, candidates to fill board vacancies. The nomination committee should evaluate the balance of skills, knowledge and experience on the management body, prepare a description of the roles and capabilities required to assume a particular office, and assess the time commitment expected. Nomination committee can also consider candidates to members of the collegial body delegated by the shareholders of the company; 2) Assess on regular basis the structure, size, composition and performance of the supervisory and management bodies, and make recommendations to the collegial body regarding the means of achieving necessary changes; 3) Assess on regular basis the skills, knowledge and experience of individual directors and report on this to the collegial body; 4) Properly consider issues related to succession planning; 5) Review the policy of the management bodies for selection and appointment of senior management. 4.12.2. Nomination committee should consider proposals by other parties, including management and shareholders. When dealing with issues related to executive directors or members of the board (if a collegial body elected by the general shareholders' meeting is the supervisory board) and senior management, chief executive officer of the company should be consulted by, and entitled to submit proposals to the nomination committee.</p>	Not applicable	<p>The appointment committee was not formed according to the circumstances set out in Clause 4.7.</p>

Principles / Recommendations	Yes / No / Not applicable	Commentary
<p>4.13. Remuneration Committee.</p> <p>4.13.1. Key functions of the remuneration committee should be the following:</p> <ol style="list-style-type: none"> 1) Make proposals, for the approval of the collegial body, on the remuneration policy for members of management bodies and executive directors. Such policy should address all forms of compensation, including the fixed remuneration, performance-based remuneration schemes, pension arrangements, and termination payments. Proposals considering performance-based remuneration schemes should be accompanied with recommendations on the related objectives and evaluation criteria, with a view to properly aligning the pay of executive director and members of the management bodies with the long-term interests of the shareholders and the objectives set by the collegial body; 2) Make proposals to the collegial body on the individual remuneration for executive directors and member of management bodies in order their remunerations are consistent with company's remuneration policy and the evaluation of the performance of these persons concerned. In doing so, the committee should be properly informed on the total compensation obtained by executive directors and members of the management bodies from the affiliated companies; 3) Ensure that remuneration of individual executive directors or members of management body is proportionate to the remuneration of other executive directors or members of management body and other staff members of the company; 4) Periodically review the remuneration policy for executive directors or members of management body, including the policy regarding share-based remuneration, and its implementation; 5) Make proposals to the collegial body on suitable forms of contracts for executive directors and members of the management bodies; 6) Assist the collegial body in overseeing how the company complies with applicable provisions regarding the remuneration-related information disclosure (in particular the remuneration policy applied and individual remuneration of directors); 7) Make general recommendations to the executive directors and members of the management bodies on the level and structure of remuneration for senior management (as defined by the collegial body) with regard to the respective information provided by the executive directors and members of the management bodies. <p>4.13.2. With respect to stock options and other share-based incentives which may be granted to directors or other employees, the committee should:</p> <ol style="list-style-type: none"> 1) Consider general policy regarding the granting of the above mentioned schemes, in particular stock options, and make any related proposals to the collegial body; 2) Examine the related information that is given in the company's annual report and documents intended for the use during the shareholders meeting; 3) Make proposals to the collegial body regarding the choice between granting options to subscribe shares or granting options to purchase shares, specifying the reasons for its choice as well as the consequences that this choice has. <p>4.13.3. Upon resolution of the issues attributable to the competence of the remuneration committee, the committee should at least address the chairman of the collegial body and/or chief executive officer of the company for their opinion on the remuneration of other executive directors or members of the management bodies.</p>	Not applicable	The salary committee was not formed according to the circumstances set out in Clause 4.7.

Principles / Recommendations	Yes / No / Not applicable	Commentary
<p>4.14. Audit Committee.</p> <p>4.14.1. Key functions of the audit committee should be the following:</p> <ul style="list-style-type: none"> • Observe the integrity of the financial information provided by the company, in particular by reviewing the relevance and consistency of the accounting methods used by the company and its group (including the criteria for the consolidation of the accounts of companies in the group); • At least once a year review the systems of internal control and risk management to ensure that the key risks (inclusive of the risks in relation with compliance with existing laws and regulations) are properly identified, managed and reflected in the information provided; • Ensure the efficiency of the internal audit function, among other things, by making recommendations on the selection, appointment, reappointment and removal of the head of the internal audit department and on the budget of the department, and by monitoring the responsiveness of the management to its findings and recommendations. Should there be no internal audit authority in the company, the need for one should be reviewed at least annually; • Make recommendations to the collegial body related with selection, appointment, reappointment and removal of the external auditor (to be done by the general shareholders' meeting) and with the terms and conditions of his engagement. The committee should investigate situations that lead to a resignation of the audit company or auditor and make recommendations on required actions in such situations; • Monitor independence and impartiality of the external auditor, in particular by reviewing the audit company's compliance with applicable guidance relating to the rotation of audit partners, the level of fees paid by the company, and similar issues. In order to prevent occurrence of material conflicts of interest, the committee, based on the auditor's disclosed inter alia data on all remunerations paid by the company to the auditor and network, should at all times monitor nature and extent of the non-audit services. Having regard to the principals and guidelines established in the 16 May 2002 Commission Recommendation 2002/590/EC, the committee should determine and apply a formal policy establishing types of non-audit services that are (a) excluded, (b) permissible only after review by the committee, and (c) permissible without referral to the committee; • Review efficiency of the external audit process and responsiveness of management to recommendations made in the external auditor's management letter. <p>4.14.2. All members of the committee should be furnished with complete information on particulars of accounting, financial and other operations of the company. Company's management should inform the audit committee of the methods used to account for significant and unusual transactions where the accounting treatment may be open to different approaches. In such case a special consideration should be given to company's operations in offshore centers and/or activities carried out through special purpose vehicles (organizations) and justification of such operations.</p> <p>4.14.3. The audit committee should decide whether participation of the chairman of the collegial body, chief executive officer of the company, chief financial officer (or superior employees in charge of finances, treasury and accounting), or internal and external auditors in the meetings of the committee is required (if required, when). The committee should be entitled, when needed, to meet with any relevant person without executive directors and members of the management bodies present.</p> <p>4.14.4. Internal and external auditors should be secured with not only effective working relationship with management, but also with free access to the collegial body. For this purpose the audit committee should act as the principal contact person for the internal and external auditors.</p> <p>4.14.5. The audit committee should be informed of the internal auditor's work program, and should be furnished with internal audit's reports or periodic summaries. The audit committee should also be informed of the work program of the external auditor and should be furnished with report disclosing all relationships between the independent auditor and the company and its group. The committee should be timely furnished information on all issues arising from the audit.</p>	Yes	<p>The Company has the Audit Committee in place. The composition and Regulations of the Audit Committee were approved in the General Meeting of Shareholders on 30 April 2009. The Audit Committee consists of three members elected for the term of office of four years. One of the members is independent.</p> <p>The Audit Committee was established under the requirements for Audit Committees approved on 13 August, 2008 by the Securities Commission of Lithuanian Republic.</p> <p>In accordance with Article 52(3) of the Law on Audit, the functions of the Company's Audit Committee are as follows:</p> <ol style="list-style-type: none"> 1) to monitor the process of drawing up financial statement; 2) to monitor the effectiveness of the systems of corporate internal control, risk management and internal audit, if any; 3) to monitor the process of carrying out audit; 4) to monitor how the auditor and the audit firm adhere to the principles of independence and objectivity. <p>The principal objective of the Audit Committee is to generate higher added value to the Company. With a view to achieving the set objective, the Audit Committee operates in accordance with the Regulations approved by the General Meeting of Shareholders of the Company. The Audit Committee follows in its activities the requirements of effective legal acts and seeks overall implementation of the recommendations of this Code.</p>

Principles / Recommendations	Yes / No / Not applicable	Commentary
<p>4.14.6. The audit committee should examine whether the company is following applicable provisions regarding the possibility for employees to report alleged significant irregularities in the company, by way of complaints or through anonymous submissions (normally to an independent member of the collegial body), and should ensure that there is a procedure established for proportionate and independent investigation of these issues and for appropriate follow-up action.</p> <p>4.14.7. The audit committee should report on its activities to the collegial body at least once in every six months, at the time the yearly and half-yearly statements are approved.</p>		
<p>4.15. Every year the collegial body should conduct the assessment of its activities. The assessment should include evaluation of collegial body's structure, work organization and ability to act as a group, evaluation of each of the collegial body member's and committee's competence and work efficiency and assessment whether the collegial body has achieved its objectives. The collegial body should, at least once a year, make public (as part of the information the company annually discloses on its management structures and practices) respective information on its internal organization and working procedures, and specify what material changes were made as a result of the assessment of the collegial body of its own activities.</p>	No	The practice has not so far being formed in the Company for the Board of the Company to perform the assessment of its activities as well as to separately inform the shareholders about it, as the controlling shareholder, by appointing the members of the Board, already knows the experience, competence and determination of each member to act only for the interests of the Company.
<p>Principle V: The working procedure of the company's collegial bodies The working procedure of supervisory and management bodies established in the company should ensure efficient operation of these bodies and decision-making and encourage active co-operation between the company's bodies.</p>		
<p>5.1. The company's supervisory and management bodies (hereinafter in this Principle the concept 'collegial bodies' covers both the collegial bodies of supervision and the collegial bodies of management) should be chaired by chairpersons of these bodies. The chairperson of a collegial body is responsible for proper convocation of the collegial body meetings. The chairperson should ensure that information about the meeting being convened and its agenda are communicated to all members of the body. The chairperson of a collegial body should ensure appropriate conducting of the meetings of the collegial body. The chairperson should ensure order and working atmosphere during the meeting.</p>	Yes	The Company implements this recommendation in a full scope. The Board of the Company is both de jure and de facto managed by the Chairman of the Board. Following the work procedure of the Board, the Chairman convenes the sessions of the Board, organized the work of the Board, has, without the separate decision of the members, the right to chair in the sessions of the Board; also, have other authorities set out in the Company's Articles of Association, work regulation of the Board and/or separately mentioned in the separate clauses of this report.
<p>5.2. It is recommended that meetings of the company's collegial bodies should be carried out according to the schedule approved in advance at certain intervals of time. Each company is free to decide how often to convene meetings of the collegial bodies, but it is recommended that these meetings should be convened at such intervals, which would guarantee an interrupted resolution of the essential corporate governance issues. Meetings of the company's supervisory board should be convened at least once in a quarter, and the company's board should meet at least once a month.¹²</p>	Yes	<p>The sessions of the Board of the Company are arranged in a respective periodicity, although no schedule confirmed in advance, with a provision of specific dates. It is actually held not rarer than twice per calendar month.</p> <p>The continuous dealing with the essential issues on the management of the Company is ensured not only by the regular sessions of the Board; but, also by the work of the separate members of the Board in the field attributed to them, in receiving and analyzing the information important for the activities of the Company, preparing for the sessions of the Board.</p>
<p>5.3. Members of a collegial body should be notified about the meeting being convened in advance in order to allow sufficient time for proper preparation for the issues on the agenda of the meeting and to ensure fruitful discussion and adoption of appropriate decisions. Alongside with the notice about the meeting being convened, all the documents relevant to the issues on the agenda of the meeting should be submitted to the members of the collegial body. The agenda of the meeting should not be changed or supplemented during the meeting, unless all members of the collegial body are present or certain issues of great importance to the company require immediate resolution.</p>	Yes	The work procedure of the Board of the Company ensures the compliance with this recommendation. All members of the Board take part in most sessions.

¹² The frequency of meetings of the collegial body provided for in the recommendation must be applied in those cases when both additional collegial bodies are formed at the company, the board and the supervisory board. In the event only one additional collegial body is formed in the company, the frequency of its meetings may be as established for the supervisory board, i.e. at least once in a quarter.

Principles / Recommendations	Yes / No / Not applicable	Commentary
5.4. In order to co-ordinate operation of the company's collegial bodies and ensure effective decision-making process, chairpersons of the company's collegial bodies of supervision and management should closely co-operate by co-coordinating dates of the meetings, their agendas and resolving other issues of corporate governance. Members of the company's board should be free to attend meetings of the company's supervisory board, especially where issues concerning removal of the board members, their liability or remuneration are discussed.	Yes	Session dates of the Board and Audit Committee are organised in order not to make obstacles for duly operating and decision making for these bodies.
Principle VI: The equitable treatment of shareholders and shareholder rights The corporate governance framework should ensure the equitable treatment of all shareholders, including minority and foreign shareholders. The corporate governance framework should protect the rights of the shareholders.		
6.1. It is recommended that the company's capital should consist only of the shares that grant the same rights to voting, ownership, dividend and other rights to all their holders.	Yes	The authorized capital of the Company consists only of the ordinary nominal intangible shares which grant the equal property and non-property rights to the shareholders of the Company.
6.2. It is recommended that investors should have access to the information concerning the rights attached to the shares of the new issue or those issued earlier in advance, i.e. before they purchase shares.	Yes	The Company's Articles of Association which complies with an actual redaction of Law on Companies guarantees the rights to the investors by the shares already issued by the Company. Company's Articles of Association are publicly accessed and the rights set out in them meet the rights, which are set out in the Law on Companies of the Republic of Lithuania. Company is also preparing the prospectuses for the new emissions of shares which are attached to the regulation of the legislation of the Republic of Lithuania.
6.3. Transactions that are important to the company and its shareholders, such as transfer, investment, and pledge of the company's assets or any other type of encumbrance should be subject to approval of the general shareholders' meeting. ¹³ All shareholders should be furnished with equal opportunity to familiarize with and participate in the decision-making process when significant corporate issues, including approval of transactions referred to above, are discussed.	No	The shareholders of the Company approve only those transactions of the Company, for the approval of which, the exclusive rights for the General Meeting of Shareholders are provided for according to the Law on Companies of the Republic of Lithuania, as well as the Company's Articles of Association. With a full-scope implementation of this recommendation, the risk would arise due to the effective management and decision-making of the Company.
6.4. Procedures of convening and conducting a general shareholders' meeting should ensure equal opportunities for the shareholders to effectively participate at the meetings and should not prejudice the rights and interests of the shareholders. The venue, date, and time of the shareholders' meeting should not hinder wide attendance of the shareholders. Prior to the shareholders' meeting, the company's supervisory and management bodies should enable the shareholders to lodge questions on issues on the agenda of the general shareholders' meeting and receive answers to them.	Yes	The information about the General Meetings of Shareholders is announced through the information system of NASDAQ OMX Globe Newswire in Lithuanian and English languages; web site of the Company. The sessions are held in Vilnius, at the building where the Company operates. The sessions are convened on the working day and at the premises where the shareholders would be provided with the conditions to duly take part in the meeting. One may become familiar with the material of the meeting not later than 21 days before the day of the meeting at the premises of the Company, the draft decisions are also presented through the information system of NASDAQ OMX Globe Newswire in Lithuanian and English.
6.5. If it is possible, in order to ensure shareholders living abroad the right to access to the information, it is recommended that documents on the course of the general shareholders' meeting should be placed on the publicly accessible website of the company not only in Lithuanian language, but in English and /or other foreign languages in advance. It is recommended that the minutes of the general shareholders' meeting after signing them and/or adopted resolutions should be also placed on the publicly accessible website of the company. Seeking to ensure the right of foreigners to familiarize with the information, whenever feasible, documents referred to in this recommendation should be published in Lithuanian, English and/or other foreign languages. Documents referred to in this recommendation may be published on the publicly accessible website of the company to the extent that publishing of these documents is not detrimental to the company or the company's commercial secrets are not revealed.	Yes	The Company announces to the General Meeting of Shareholders the prepared draft decisions not later 21 days before the day of the meeting through the information system of NASDAQ OMX Globe Newswire and Company's website in Lithuanian and English. The decisions adopted by the General Meeting of Shareholders are announced not later than within one day from the day of their adoption through the information system of NASDAQ OMX Globe Newswire in Lithuanian and English. The decisions adopted by the General Meeting of Shareholders are provided also in the web site of the Company.
6.6. Shareholders should be furnished with the opportunity to vote in the general shareholders' meeting in person and in absentia. Shareholders should not be prevented from voting in writing in advance by completing the general voting ballot.	Yes	The shareholders of the Company may implement the right to take part in the General Meeting of Shareholders both in person and through the representative, if the person has the due authority or the contract on transfer of the voting right was concluded with him according to the order established by the legal acts. Upon shareholders' request, the Company provides the shareholders with the conditions to vote by fulfilling the general voting-paper, as set out in the Law on Companies.

13. The Law on Companies of the Republic of Lithuania (Official Gazette, 2003, No 123-5574) no longer assigns resolutions concerning the investment, transfer, lease, mortgage or acquisition of the long-terms assets accounting for more than 1/20 of the company's authorised capital to the competence of the general shareholders' meeting. However, transactions that are important and material for the company's activity should be considered and approved by the general shareholders' meeting. The Law on Companies contains no prohibition to this effect either. Yet, in order not to encumber the company's activity and escape an unreasonably frequent consideration of transactions at the meetings, companies are free to establish their own criteria of material transactions, which are subject to the approval of the meeting. While establishing these criteria of material transactions, companies may follow the criteria set out in items 3, 4, 5 and 6 of paragraph 4 of Article 34 of the Law on Companies or derogate from them in view of the specific nature of their operation and their attempt to ensure uninterrupted, efficient functioning of the company.

Principles / Recommendations	Yes / No / Not applicable	Commentary
6.7. With a view to increasing the shareholders' opportunities to participate effectively at shareholders' meetings, the companies are recommended to expand use of modern technologies by allowing the shareholders to participate and vote in general meetings via electronic means of communication. In such cases security of transmitted information and a possibility to identify the identity of the participating and voting person should be guaranteed. Moreover, companies could furnish its shareholders, especially shareholders living abroad, with the opportunity to watch shareholder meetings by means of modern technologies.	No	So far, there has not been any objective need and possibilities to execute the recommendation of this Clause. In the future, the issue on provision of such possibility will be discussed in the Company, by taking into account the necessary financial resources, existing legal regulation as well as objective distribution of the shareholders of the Company and their wishes.
Principle VII: The avoidance of conflicts of interest and their disclosure The corporate governance framework should encourage members of the corporate bodies to avoid conflicts of interest and assure transparent and effective mechanism of disclosure of conflicts of interest regarding members of the corporate bodies.		
7.1. Any member of the company's supervisory and management body should avoid a situation, in which his/her personal interests are in conflict or may be in conflict with the company's interests. In case such a situation did occur, a member of the company's supervisory and management body should, within reasonable time, inform other members of the same collegial body or the company's body that has elected him/her, or to the company's shareholders about a situation of a conflict of interest, indicate the nature of the conflict and value, where possible.	Yes	The members of the Board avoid situations where their personal interest could conflict with the interest of Company. The members of The Company Board abstain from voting or refuse to vote when the matter is related to the person.
7.2. Any member of the company's supervisory and management body may not mix the company's assets, the use of which has not been mutually agreed upon, with his/her personal assets or use them or the information which he/she learns by virtue of his/her position as a member of a corporate body for his/her personal benefit or for the benefit of any third person without a prior agreement of the general shareholders' meeting or any other corporate body authorized by the meeting.	Yes	The members of the Board act for the interests of the Company and their own competence as well as personal traits allow to claim that they conduct so that the conflicts of interest would not arise and they did not occur in their practice, so far.
7.3. Any member of the company's supervisory and management body may conclude a transaction with the company, a member of a corporate body of which he/she is. Such a transaction (except insignificant ones due to their low value or concluded when carrying out routine operations in the company under usual conditions) must be immediately reported in writing or orally, by recording this in the minutes of the meeting, to other members of the same corporate body or to the corporate body that has elected him/her or to the company's shareholders. Transactions specified in this recommendation are also subject to recommendation 4.5.	Yes	The members of the Board of the Company have not concluded the transactions with the Company, including those of low value or concluded under non-standard conditions.
7.4. Any member of the company's supervisory and management body should abstain from voting when decisions concerning transactions or other issues of personal or business interest are voted on.	Yes	The Law on Companies of the Republic of Lithuania requires that the member of the Board has no right to vote, when the session of the Board deals with the question related with its activity in the Board or that of its liability. The members of the Board of the Company know this provision and apply it broader than required by the Law, i.e. abstain from voting or refuse voting, when it is related to his person and the Company, or another conflict of interests may arise.
Principle VIII: Company's remuneration policy Remuneration policy and procedure for approval, revision and disclosure of directors' remuneration established in the company should prevent potential conflicts of interest and abuse in determining remuneration of directors, in addition it should ensure publicity and transparency both of company's remuneration policy and remuneration of directors.		
8.1. A company should make a public statement of the company's remuneration policy (hereinafter the remuneration statement) which should be clear and easily understandable. This remuneration statement should be published as a part of the company's annual statement as well as posted on the company's website.	No	The Company has not prepared the salary policy report; therefore, it cannot execute this recommendation. Brief information about the past period, payments of the Company to the members of members of the issuer's managing bodies; Senior Management is announced in Company's interim and annual information prepared according to the order established by the legal acts. To the opinion of the Company and the Board of the Company, according to the competitive environment and economic conditions of activities in the Lithuanian market and other markets where the Company operates, such information is off-the-record (confidential); currently, to be considered as the trade secret of the Company. The issue on the need for and preparation of the salary policy report recommended by the Code is expected to start dealing with in the future, with the change of market conditions.
8.2. Remuneration statement should mainly focus on directors' remuneration policy for the following year and, if appropriate, the subsequent years. The statement should contain a summary of the implementation of the remuneration policy in the previous financial year. Special attention should be given to any significant changes in company's remuneration policy as compared to the previous financial year.	Not applicable	The Company has no salary policy report due to the reasons specified in Clause 8.1.

Principles / Recommendations	Yes / No / Not applicable	Commentary
<p>8.3. Remuneration statement should leastwise include the following information:</p> <ol style="list-style-type: none"> 1) Explanation of the relative importance of the variable and non-variable components of directors' remuneration; 2) Sufficient information on performance criteria that entitles directors to share options, shares or variable components of remuneration; 3) An explanation how the choice of performance criteria contributes to the long-term interests of the company; 4) An explanation of the methods, applied in order to determine whether performance criteria have been fulfilled; 5) Sufficient information on deferment periods with regard to variable components of remuneration; 6) Sufficient information on the linkage between the remuneration and performance; 7) The main parameters and rationale for any annual bonus scheme and any other non-cash benefits; 8) Sufficient information on the policy regarding termination payments; 9) Sufficient information with regard to vesting periods for share-based remuneration, as referred to in point 8.13 of this Code; 10) Sufficient information on the policy regarding retention of shares after vesting, as referred to in point 8.15 of this Code; 11) Sufficient information on the composition of peer groups of companies the remuneration policy of which has been examined in relation to the establishment of the remuneration policy of the company concerned; 12) A description of the main characteristics of supplementary pension or early retirement schemes for directors; 13) Remuneration statement should not include commercially sensitive information. 	Not applicable	The Company has no salary policy report due to the reasons specified in Clause 8.1.
<p>8.4. Remuneration statement should also summarize and explain company's policy regarding the terms of the contracts executed with executive directors and members of the management bodies. It should include, inter alia, information on the duration of contracts with executive directors and members of the management bodies, the applicable notice periods and details of provisions for termination payments linked to early termination under contracts for executive directors and members of the management bodies.</p>	Not applicable	The Company has no salary policy report due to the reasons specified in Clause 8.1.
<p>8.5. Remuneration statement should also contain detailed information on the entire amount of remuneration, inclusive of other benefits, that was paid to individual directors over the relevant financial year. This document should list at least the information set out in items 8.5.1 to 8.5.4 for each person who has served as a director of the company at any time during the relevant financial year.</p> <p>8.5.1. The following remuneration and/or emoluments-related information should be disclosed:</p> <ol style="list-style-type: none"> 1) The total amount of remuneration paid or due to the director for services performed during the relevant financial year, inclusive of, where relevant, attendance fees fixed by the annual general shareholders meeting; 2) The remuneration and advantages received from any undertaking belonging to the same group; 3) The remuneration paid in the form of profit sharing and/or bonus payments and the reasons why such bonus payments and/or profit sharing were granted; 4) If permissible by the law, any significant additional remuneration paid to directors for special services outside the scope of the usual functions of a director; 5) Compensation receivable or paid to each former executive director or member of the management body as a result of his resignation from the office during the previous financial year; 6) Total estimated value of non-cash benefits considered as remuneration, other than the items covered in the above points. 	Not applicable	The Company has no salary policy report due to the reasons specified in Clause 8.1.

Principles / Recommendations	Yes / No / Not applicable	Commentary
<p>8.5.2. As regards shares and/or rights to acquire share options and/or all other share-incentive schemes, the following information should be disclosed:</p> <ol style="list-style-type: none"> 1) The number of share options offered or shares granted by the company during the relevant financial year and their conditions of application; 2) The number of shares options exercised during the relevant financial year and, for each of them, the number of shares involved and the exercise price or the value of the interest in the share incentive scheme at the end of the financial year; 3) The number of share options unexercised at the end of the financial year; their exercise price, the exercise date and the main conditions for the exercise of the rights; 4) All changes in the terms and conditions of existing share options occurring during the financial year. <p>8.5.3. The following supplementary pension schemes-related information should be disclosed:</p> <ol style="list-style-type: none"> 1) When the pension scheme is a defined-benefit scheme, changes in the directors' accrued benefits under that scheme during the relevant financial year; 2) When the pension scheme is defined-contribution scheme, detailed information on contributions paid or payable by the company in respect of that director during the relevant financial year. <p>8.5.4. The statement should also state amounts that the company or any subsidiary company or entity included in the consolidated annual financial report of the company has paid to each person who has served as a director in the company at any time during the relevant financial year in the form of loans, advance payments or guarantees, including the amount outstanding and the interest rate.</p>		
8.6. Where the remuneration policy includes variable components of remuneration, companies should set limits on the variable component(s). The non-variable component of remuneration should be sufficient to allow the company to withhold variable components of remuneration when performance criteria are not met.	Not applicable	The Company has no salary policy report due to the reasons specified in Clause 8.1.
8.7. Award of variable components of remuneration should be subject to predetermined and measurable performance criteria.	Not applicable	The Company has no salary policy report due to the reasons specified in Clause 8.1.
8.8. Where a variable component of remuneration is awarded, a major part of the variable component should be deferred for a minimum period of time. The part of the variable component subject to deferral should be determined in relation to the relative weight of the variable component compared to the non-variable component of remuneration.	Not applicable	The Company has no salary policy report due to the reasons specified in Clause 8.1.
8.9. Contractual arrangements with executive or managing directors should include provisions that permit the company to reclaim variable components of remuneration that were awarded on the basis of data which subsequently proved to be manifestly misstated.	Not applicable	The Company has no salary policy report due to the reasons specified in Clause 8.1.
8.10. Termination payments should not exceed a fixed amount or fixed number of years of annual remuneration, which should, in general, not be higher than two years of the non-variable component of remuneration or the equivalent thereof.	Not applicable	The Company has no salary policy report due to the reasons specified in Clause 8.1.
8.11. Termination payments should not be paid if the termination is due to inadequate performance.	Not applicable	The Company has no salary policy report due to the reasons specified in Clause 8.1.
8.12. The information on preparatory and decision-making processes, during which a policy of remuneration of directors is being established, should also be disclosed. Information should include data, if applicable, on authorities and composition of the remuneration committee, names and surnames of external consultants whose services have been used in determination of the remuneration policy as well as the role of shareholders' annual general meeting.	Not applicable	The Company has no salary policy report due to the reasons specified in Clause 8.1.
8.13. Shares should not vest for at least three years after their award	Not applicable	The Company has no salary policy report due to the reasons specified in Clause 8.1.

Principles / Recommendations	Yes / No / Not applicable	Commentary
8.14. Share options or any other right to acquire shares or to be remunerated on the basis of share price movements should not be exercisable for at least three years after their award. Vesting of shares and the right to exercise share options or any other right to acquire shares or to be remunerated on the basis of share price movements, should be subject to predetermined and measurable performance criteria.	Not applicable	The Company has no salary policy report due to the reasons specified in Clause 8.1.
8.15. After vesting, directors should retain a number of shares, until the end of their mandate, subject to the need to finance any costs related to acquisition of the shares. The number of shares to be retained should be fixed, for example, twice the value of total annual remuneration (the non-variable plus the variable components).	Not applicable	The Company has no salary policy report due to the reasons specified in Clause 8.1.
8.16. Remuneration of non-executive or supervisory directors should not include share options.	Not applicable	The Company has no salary policy report due to the reasons specified in Clause 8.1.
8.17. Shareholders, in particular institutional shareholders, should be encouraged to attend general meetings where appropriate and make considered use of their votes regarding directors' remuneration.	Not applicable	The Company has no salary policy report due to the reasons specified in Clause 8.1.
8.18. Without prejudice to the role and organization of the relevant bodies responsible for setting directors' remunerations, the remuneration policy or any other significant change in remuneration policy should be included into the agenda of the shareholders' annual general meeting. Remuneration statement should be put for voting in shareholders' annual general meeting. The vote may be either mandatory or advisory.	Not applicable	The Company has no salary policy report due to the reasons specified in Clause 8.1.
8.19. Schemes anticipating remuneration of directors in shares, share options or any other right to purchase shares or be remunerated on the basis of share price movements should be subject to the prior approval of shareholders' annual general meeting by way of a resolution prior to their adoption. The approval of scheme should be related with the scheme itself and not to the grant of such share-based benefits under that scheme to individual directors. All significant changes in scheme provisions should also be subject to shareholders' approval prior to their adoption; the approval decision should be made in shareholders' annual general meeting. In such case shareholders should be notified on all terms of suggested changes and get an explanation on the impact of the suggested changes.	Not applicable	The Company has no salary policy report due to the reasons specified in Clause 8.1.
8.20. The following issues should be subject to approval by the shareholders' annual general meeting: 1) Grant of share-based schemes, including share options, to directors; 2) Determination of maximum number of shares and main conditions of share granting; 3) The term within which options can be exercised; 4) The conditions for any subsequent change in the exercise of the options, if permissible by law; 5) All other long-term incentive schemes for which directors are eligible and which are not available to other employees of the company under similar terms. Annual general meeting should also set the deadline within which the body responsible for remuneration of directors may award compensations listed in this article to individual directors.	Not applicable	The Company has no salary policy report due to the reasons specified in Clause 8.1.
8.21. Should national law or company's Articles of Association allow, any discounted option arrangement under which any rights are granted to subscribe to shares at a price lower than the market value of the share prevailing on the day of the price determination, or the average of the market values over a number of days preceding the date when the exercise price is determined, should also be subject to the shareholders' approval.	Not applicable	The Company has no salary policy report due to the reasons specified in Clause 8.1.
8.22. Provisions of Articles 8.19 and 8.20 should not be applicable to schemes allowing for participation under similar conditions to company's employees or employees of any subsidiary company whose employees are eligible to participate in the scheme and which has been approved in the shareholders' annual general meeting.	Not applicable	The Company has no salary policy report due to the reasons specified in Clause 8.1.

Principles / Recommendations	Yes / No / Not applicable	Commentary
8.23. Prior to the annual general meeting that is intended to consider decision stipulated in Article 8.19, the shareholders must be provided an opportunity to familiarize with draft resolution and project-related notice (the documents should be posted on the company's website). The notice should contain the full text of the share-based remuneration schemes or a description of their key terms, as well as full names of the participants in the schemes. Notice should also specify the relationship of the schemes and the overall remuneration policy of the directors. Draft resolution must have a clear reference to the scheme itself or to the summary of its key terms. Shareholders must also be presented with information on how the company intends to provide for the shares required to meet its obligations under incentive schemes. It should be clearly stated whether the company intends to buy shares in the market, hold the shares in reserve or issue new ones. There should also be a summary on scheme-related expenses the company will suffer due to the anticipated application of the scheme. All information given in this article must be posted on the company's website.	Not applicable	The Company has no salary policy report due to the reasons specified in Clause 8.1.
Principle IX: The role of stakeholders in corporate governance The corporate governance framework should recognize the rights of stakeholders as established by law and encourage active co-operation between companies and stakeholders in creating the company value, jobs and financial sustainability. For the purposes of this Principle, the concept "stakeholders" includes investors, employees, creditors, suppliers, clients, local community and other persons having certain interest in the company concerned.		
9.1. The corporate governance framework should assure that the rights of stakeholders that are protected by law are respected.	Yes	The Company performs its activities and is managed, following the legal acts of the Republic of Lithuania, legal normative acts of municipal institutions, according to the reasonable and lawful interests of the community and the third persons, which do not contradict with and do not cause the threat to violate the reasonable and lawful interests of the Company.
9.2. The corporate governance framework should create conditions for the stakeholders to participate in corporate governance in the manner prescribed by law. Examples of mechanisms of stakeholder participation in corporate governance include: employee participation in adoption of certain key decisions for the company; consulting the employees on corporate governance and other important issues; employee participation in the company's share capital; creditor involvement in governance in the context of the company's insolvency, etc.	Yes	The employees of the Company have the possibility to take part in purchasing the shares in the share capital of the Company through NASDAQ OMX Vilnius Stock Exchange.
9.3. Where stakeholders participate in the corporate governance process, they should have access to relevant information.	Yes	All persons concerned or the third persons may become familiar with the announceable public information about the activities of the Company publicly at the web site of NASDAQ OMX Vilnius Stock Exchange, web site of the Company, to apply in oral or written form to the public relations agent of the Company or the management of the Company.
Principle X: Information disclosure and transparency The corporate governance framework should ensure that timely and accurate disclosure is made on all material information regarding the company, including the financial situation, performance and governance of the company.		
10.1. The company should disclose information on: <ul style="list-style-type: none"> • The financial and operating results of the company; • Company objectives; • Persons holding by the right of ownership or in control of a block of shares in the company; • Members of the company's supervisory and management bodies, chief executive officer of the company and their remuneration; • Material foreseeable risk factors; • Transactions between the company and connected persons, as well as transactions concluded outside the course of the company's regular operations; • Material issues regarding employees and other stakeholders; • Governance structures and strategy. This list should be deemed as a minimum recommendation, while the companies are encouraged not to limit themselves to disclosure of the information specified in this list.	Yes	The information about the Company specified in this Clause is announced through the information system of NASDAQ OMX Vilnius Stock Exchange; the reports (periodical information) of the Company, prepared according to the order established by the legal acts of the Republic of Lithuania; also, at the web site of the Company. By presenting the information specified in this Clause, the Company presents the consolidated information of both the Company and the whole group of companies.
10.2. It is recommended to the company, which is the parent of other companies, that consolidated results of the whole group to which the company belongs should be disclosed when information specified in item 1 of Recommendation 10.1 is under disclosure.	Yes	This recommendation is implemented as it is specified in Clause 10.1.

Principles / Recommendations	Yes / No / Not applicable	Commentary
10.3. It is recommended that information on the professional background, qualifications of the members of supervisory and management bodies, chief executive officer of the company should be disclosed as well as potential conflicts of interest that may have an effect on their decisions when information specified in item 4 of Recommendation 10.1 about the members of the company's supervisory and management bodies is under disclosure. It is also recommended that information about the amount of remuneration received from the company and other income should be disclosed with regard to members of the company's supervisory and management bodies and chief executive officer as per Principle VIII.	Yes	This recommendation is implemented as it is specified in Clause 10.1.
10.4. It is recommended that information about the links between the company and its stakeholders, including employees, creditors, suppliers, local community, as well as the company's policy with regard to human resources, employee participation schemes in the company's share capital, etc. should be disclosed when information specified in item 7 of Recommendation 10.1 is under disclosure.	Yes	This recommendation is implemented as it is specified in Clause 10.1.
10.5. Information should be disclosed in such a way that neither shareholders nor investors are discriminated with regard to the manner or scope of access to information. Information should be disclosed to all simultaneously. It is recommended that notices about material events should be announced before or after a trading session on NASDAQ OMX Vilnius, so that all the company's shareholders and investors should have equal access to the information and make informed investing decisions.	Yes	The information specified in this Clause is announced through the information system of NASDAQ OMX Vilnius Stock Exchange and in Company's website in Lithuanian and English. All essential events and information to investors are presented not during the trade session, except few cases, when it was necessary to perform already at the beginning of the trade.
10.6. Channels for disseminating information should provide for fair, timely and cost-efficient or in cases provided by the legal acts free of charge access to relevant information by users. It is recommended that information technologies should be employed for wider dissemination of information, for instance, by placing the information on the company's website. It is recommended that information should be published and placed on the company's website not only in Lithuanian, but also in English, and, whenever possible and necessary, in other languages as well.	Yes	The Company ensures the impartial, timely and inexpensive access to the information, by announcing it in Lithuanian and English at its web site as well as through the information system of NASDAQ OMX Vilnius Stock Exchange.
10.7. It is recommended that the company's annual reports and other periodical accounts prepared by the company should be placed on the company's website. It is recommended that the company should announce information about material events and changes in the price of the company's shares on the Stock Exchange on the company's website too..	Yes	This recommendation is implemented with a full scope.
Principle XI: The selection of the company's auditor The mechanism of the selection of the company's auditor should ensure independence of the firm of auditor's conclusion and opinion.		
11.1. An annual audit of the company's financial reports and interim reports should be conducted by an independent firm of auditors in order to provide an external and objective opinion on the company's financial statements.	Yes	This recommendation is implemented in part, the independent audit company assesses the annual report as well as annual financial statements. In the meantime, the legal acts of the Republic of Lithuania do not require auditing the interim financial statements; also, it would cause the additional costs as well as time costs.
11.2. It is recommended that the company's supervisory board and, where it is not set up, the company's board should propose a candidate firm of auditors to the general shareholders' meeting.	Yes	This recommendation is implemented with a full scope.
11.3. It is recommended that the company should disclose to its shareholders the level of fees paid to the firm of auditors for non-audit services rendered to the company. This information should be also known to the company's supervisory board and, where it is not formed, the company's board upon their consideration which firm of auditors to propose for the general shareholders' meeting.	Yes	The audit company provided the Company with the consultations on tax issues in the year 2012. As it is required the information was disclosed and for shareholders and for the Company's Board.



***CITY*service**

AB City Service

Smolensko st. 12, LT-03201 Vilnius, Lithuania
phone (+370 5) 2394900, fax (+370 5) 2394848,
e-mail – info@cityservice.lt
www.cityservice.lt