

AB LINAS AGRO GROUP

CONSOLIDATED FINANCIAL STATEMENTS

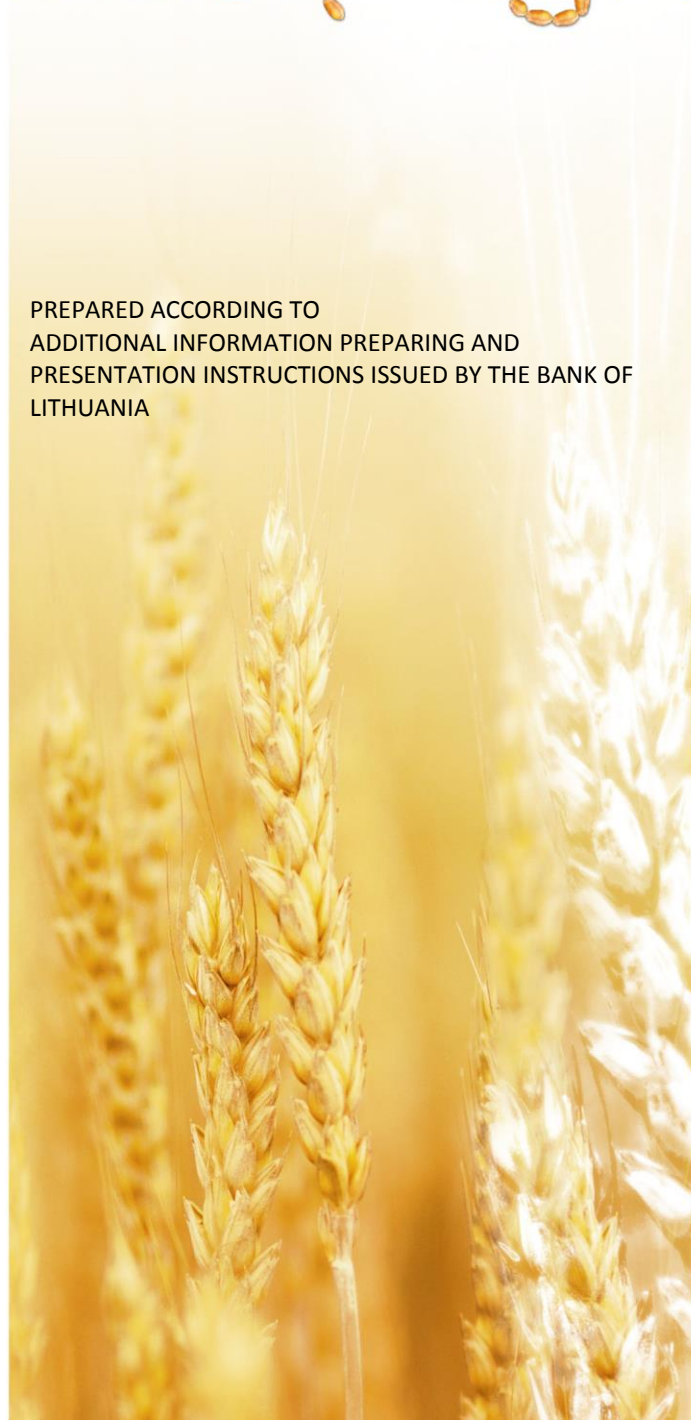
FOR THE 6 MONTH PERIOD

OF THE YEAR 2013/2014

(UNAUDITED)



PREPARED ACCORDING TO
ADDITIONAL INFORMATION PREPARING AND
PRESENTATION INSTRUCTIONS ISSUED BY THE BANK OF
LITHUANIA





CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	Notes	As of 31 December 2013	As of 30 June 2013
ASSETS			
Non-current assets			
Intangible assets	5	1,191	1,002
Property, plant and equipment	6	305,949	196,203
Investment property	7	6,717	11,927
Animals and livestock		36,977	19,471
Non-current financial assets			
Other investments	8	320	9,106
Non-current receivables		2,707	3,233
Non-current receivables from related parties	13	2,596	2,540
Total non-current financial assets		5,623	14,879
Deferred income tax asset		5,041	5,845
Total non-current assets		361,498	249,327
Current assets			
Crops		10,282	40,946
Inventories		381,522	168,116
Prepayments		10,671	9,009
Accounts receivable			
Trade receivables		301,270	273,160
Receivables from related parties	13	3,701	15,515
Income tax receivable		545	336
Other accounts receivable		25,935	28,536
Total accounts receivable		331,451	317,547
Other current assets		7,385	2,202
Cash and cash equivalents		24,788	34,240
Total current assets		766,099	572,060
Total assets		1,127,597	821,387

(cont'd on the next page)

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



CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONT'D)

	Notes	As of 31 December 2013	As of 30 June 2013
EQUITY AND LIABILITIES			
Equity attributable to equity holders of the parent			
Share capital	1	158,940	158,940
Share premium	1	79,545	79,545
Legal reserve		8,148	7,851
Reserve for own shares		6,300	1,600
Own shares		(1,581)	(1,581)
Foreign currency translation reserve		(147)	(138)
Retained earnings		208,814	190,905
Total equity attributable to equity holders of the parent		460,019	437,122
Non-controlling interest		18,927	3,374
Total equity		478,946	440,496
Liabilities			
Non-current liabilities			
Grants and subsidies		21,631	14,360
Non-current borrowings	9	34,598	31,885
Finance lease obligations		7,239	5,390
Trade payables		11,711	648
Deferred income tax liability		4,876	2,341
Other non-current liabilities		628	584
Total non-current liabilities		80,683	55,208
Current liabilities			
Current portion of non-current borrowings	9, 13	20,877	19,935
Current portion of finance lease obligations		2,459	2,445
Current borrowings	9	420,421	146,634
Trade payables		77,299	96,053
Payables to related parties	13	5,146	3,201
Income tax payable		3,534	6,250
Derivative financial instruments		1,608	2,790
Other current liabilities		36,624	48,375
Total current liabilities		567,968	325,683
Total equity and liabilities		1,127,597	821,387

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



CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

(for the period 1 July to 31 December)

	Notes	2013/2014 6 month	2012/2013 6 month
Sales	4	1,002,350	1,122,922
Cost of sales		(945,023)	(1,034,121)
Gross profit		57,327	88,801
Operating (expenses)	10	(47,008)	(39,862)
Other income	11	31,268	29,015
Other (expenses)	11	(987)	(963)
Operating profit		40,600	76,991
Income from financing activities		1,332	786
(Expenses) from financing activities		(3,716)	(4,313)
Share of profit of associates		–	24
Share of profit of joint ventures		–	4,093
Profit before tax		38,216	77,581
Income tax		(2,629)	(9,036)
Net profit		35,587	68,545
Attributable to:			
Equity holders of the parent		28,213	68,229
Non-controlling interest		7,374	316
		35,587	68,545
Basic and diluted earnings per share (LTL)		0.23	0.43
Net profit		35,587	68,545
Other comprehensive income			
Exchange differences on translation of foreign operations		4	(38)
Total comprehensive income		35,591	68,507
Attributable to:			
Equity holders of the parent		28,204	68,191
Non-controlling interest		7,387	316
		35,591	68,507

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



CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

(for the period 1 October to 31 December)

	Notes	2013/2014 2 Q	2012/2013 2 Q
Sales	4	552,013	784,254
Cost of sales		(530,271)	(719,937)
Gross profit		21,742	64,317
Operating (expenses)	10	(27,805)	(26,687)
Other income	11	21,582	7,635
Other (expenses)	11	(717)	(797)
Operating profit		14,802	44,468
Income from financing activities		955	575
(Expenses) from financing activities		(2,152)	(2,506)
Share of profit of associates		–	40
Share of profit of joint ventures		–	–
Profit before tax		13,605	42,577
Income tax		(272)	(6,703)
Net profit		13,333	35,874
Attributable to:			
Equity holders of the parent		6,119	35,837
Non-controlling interest		7,214	37
		13,333	35,874
Basic and diluted earnings per share (LTL)		0.09	0.22
Net profit		13,333	35,874
Other comprehensive income			
Exchange differences on translation of foreign operations		(3)	(27)
Total comprehensive income		13,330	35,847
Attributable to:			
Equity holders of the parent		6,117	35,810
Non-controlling interest		7,227	37
		13,344	35,847

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



CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Equity attributable to equity holders of the parent

Notes	Share capital	Own shares	Share premium	Legal reserve	Reserve for own shares	Foreign currency translation reserve	Retained earnings	Subtotal	Non-controlling interest	Total
Balance as of 1 July 2012	158,940	–	79,545	4,401	1,600	(44)	106,809	351,251	4,805	356,056
Net profit for the year	–	–	–	–	–	–	68,229	68,229	316	68,545
Other comprehensive income	–	4	–	–	–	(38)	(4)	(38)	–	(38)
Total comprehensive income	–	–	–	–	–	(38)	68,225	68,191	316	68,507
Acquisition of minority interest	–	–	–	–	–	–	–	–	581	581
Declared dividends by Company	–	–	–	–	–	–	(4,500)	(4,500)	–	(4,500)
Declared dividends	–	–	–	–	–	–	–	–	(36)	(36)
Reserves made	–	–	–	3,450	–	–	(3,450)	–	–	–
Acquisition/disposal of own shares	–	(1,599)	–	–	–	–	–	(1,599)	–	(1,599)
Acquisition of minority interest	–	–	–	–	–	–	1,752	1,752	(2,224)	(472)
Balance as of 31 December 2012	158,940	(1,595)	79,545	7,851	1,600	(82)	168,836	415,095	3,442	418,537
Balance as of 1 July 2013	158,940	(1,581)	79,545	7,851	1,600	(138)	190,905	437,122	3,374	440,496
Net profit for the year	–	–	–	–	–	–	28,213	28,213	7,374	35,587
Other comprehensive income	–	–	–	–	–	(9)	–	(9)	13	4
Total comprehensive income	–	–	–	–	–	(9)	28,213	28,204	7,387	35,591
Declared dividends by Company	–	–	–	–	–	–	(5,994)	(5,994)	–	(5,994)
Declared dividends	–	–	–	–	–	–	–	–	(127)	(127)
Reserves made	–	–	–	297	4,700	–	(4,997)	–	–	–
Acquisition of subsidiaries	–	–	–	–	–	–	–	–	9,089	9,089
Acquisition of minority interest	–	–	–	–	–	–	687	687	(796)	(109)
Balance as of 31 December 2013	158,940	(1,581)	79,545	8,148	6,300	(147)	208,814	460,019	18,927	478,946

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



CONSOLIDATED STATEMENT OF CASH FLOW

	Notes	2013/2014 6 month	2012/2013 6 month
Cash flows from (to) operating activities			
Net profit (loss)		35,587	68,545
Adjustments for non-cash items:			
Depreciation and amortization		10,839	9,228
Subsidies amortization		(1,069)	(887)
Share of profit of associates and joint ventures		–	(4,036)
(Gain) on disposal of property, plant and equipment		(366)	(496)
(Gain) from acquisition of subsidiary	3	(14,009)	(26,970)
Change in accrued expenses		(6,761)	(1,424)
Inventories write down to net realizable value		(344)	–
Change in allowance for receivables and prepayments		1,533	1,446
Change in fair value of biological assets		(2,904)	(11)
Change in impairment of investments		–	(8)
Change in deferred income tax		432	1,066
Current income tax expenses		2,197	7,928
Expenses (income) from change in fair value of financial instruments		(2,219)	1,152
Change of provision for onerous contracts		(56)	–
Dividend (income)		(434)	(155)
Interest (income)		(1,332)	(786)
Interest expenses		3,716	4,313
		24,810	58,905
Changes in working capital:			
Decrease in biological assets		32,812	38,062
(Increase) in inventories		(191,797)	(201,946)
Decrease in prepayments		(1,240)	7,211
(Increase) in trade and other accounts receivable		2,781	(36,113)
(Increase) in restricted cash		(2,072)	1,381
Increase in trade and other accounts payable		(65,197)	(13,462)
Income tax (paid)		(6,167)	(1,949)
Net cash flows from (to) operating activities		(206,070)	(147,911)

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



CONSOLIDATED STATEMENT OF CASH FLOW (CONT'D)

	Notes	2013/2014	2012/2013
		6 month	6 month
Cash flows from (to) investing activities			
(Acquisition) of intangible assets, property, plant and equipment and investment property		(16,640)	(17,043)
Proceeds from sale of intangible assets, property, plant and equipment and investment property		2,355	2,400
Acquisition of subsidiaries (less received cash balance in the Group)	3	(13,220)	(48,504)
(Acquisition) of non-controlling interests and other investments		(198)	(476)
Proceeds from repurchased of other investments		–	37,981
Loans (granted)		(13,163)	(1,445)
Repayment of granted loans		4,616	1,600
Interest received		560	1,205
Dividend received		434	155
Net cash flows (to) investing activities		(35,256)	(24,127)
Cash flows from (to) financing activities			
Proceeds from loans		356,215	263,977
(Repayment) of loans		(112,514)	(77,717)
Acquisition of own shares		–	(1,599)
Finance lease (payments)		(1,958)	(846)
Interest (paid)		(3,748)	(4,416)
Dividend (paid)		(6,121)	(4,531)
Net cash flows from (to) financing activities		231,874	174,868
Net increase (decrease) in cash and cash equivalents		(9,452)	2,830
Cash and cash equivalents at the beginning of the year		34,240	54,768
Cash and cash equivalents at the end of the year		24,788	57,598
Supplemental information of cash flows:			
Non-cash investing activity:			
Property, plant and equipment acquisitions financed by finance lease		2,039	1,345
Property, plant and equipment acquisitions financed by grants and subsidies		–	3,431

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



NOTES TO THE FINANCIAL STATEMENTS

1. GENERAL INFORMATION

AB Linas Agro Group (hereinafter the Company or the parent) is a public limited liability company registered in the Republic of Lithuania. The Company was registered on 27 November 1995.

The address of its registered office is as follows: Smėlynės Str. 2C, LT-35143 Panevėžys, Lithuania.

The principal activities of the Group are described in Note 4.

The financial year of the Group starts on 1 July of the calendar year and ends on 30 June of the following calendar year.

As of 31 December 2013 and as of 30 June 2013 the shareholders of the Company were:

	As of 31 December 2013	
	Number of shares held	Percentage
Akola ApS (Denmark)	87,784,443	55.23%
Darius Zubas	17,049,995	10.73%
SEB AS OMNIBUS (Luxembourg) clients	14,577,719	9.17%
Swedbank AS (Estonia) clients	10,557,797	6.64%
Other shareholders (private and institutional investors)	28,970,444	18.23%
Total	158,940,398	100.00%

	As of 30 June 2013	
	Number of shares held	Percentage
Akola ApS (Denmark)	87,784,443	55.23%
Darius Zubas	17,049,995	10.73%
Skandinaviska Enskilda Banken AB (Sweden)	15,131,697	9.52%
Swedbank AS (Estonia) clients	9,824,712	6.18%
Other shareholders (private and institutional investors)	29,149,551	18.34%
Total	158,940,398	100.00%

All the shares of the Company are ordinary shares with the par value of LTL 1 each as of 31 December 2013 (LTL 1 each as of 30 June 2013) and were fully paid as of 31 December 2013 and as of 30 June 2013. The Company, its subsidiaries and other related companies did not hold any shares of the Company as of 31 December 2013 and as of 30 June 2013.

The Company holds 790,972 of its own shares, percentage 0.50%, as at 31 December 2013 and as at 30 June 2013. Subsidiaries and other related companies did not hold any shares of the Company as of 31 December 2013 and as of 30 June 2013.

All of the Company's 158,940,398 ordinary shares are included in the Official list of NASDAQ OMX Vilnius stock exchange (ISIN code LT0000128092). The Company's trading ticker in NASDAQ OMX Vilnius stock exchange is LNA1L.

As of 31 December 2013 the number of employees of the Group was 1,703 (1,039 as of 30 June 2013).

Changes in share capital during the year ended 30 June 2013

No changes in share capital occurred during the year ending 30 June 2013.

Changes in share capital during the year ended 31 December 2013

No changes in share capital occurred during the year ending 31 December 2013.



2. ACCOUNTING PRINCIPLES

These financial statements were prepared in accordance with International Financial Reporting Standards (IFRS), as adopted by the European Union (hereinafter the EU), which include IAS 34. In all material respects, the same accounting principles have been followed as in the preparation of financial statements for 2012/2013 financial year.

3. GROUP STRUCTURE AND CHANGES IN THE GROUP

As of 31 December 2013 and as of 30 June 2013 the Company held these directly and indirectly controlled subsidiaries (hereinafter the Group):

	Place of registration	Effective share of the stock held by the Group		Main activities
		31 December 2013	30 June 2013	
Investments into directly controlled subsidiaries				
AB Linas Agro	Lithuania	100%	100%	Wholesale trade of grains and oilseeds, feedstuffs and agricultural inputs
UAB Linas Agro Konsultacijos	Lithuania	100%	100%	Management of the subsidiaries engaged in agriculture
UAB Dotnuvos Projektai	Lithuania	100%	100%	Trade of machinery and equipment for warehousing of grains, certified seeds
UAB Jungtinė Ekspedicija	Lithuania	100%	100%	Expedition and ship's agency services
ŽŪB Landvesta 1	Lithuania	100%	100%	Rent and management of agricultural purposes land
ŽŪB Landvesta 2	Lithuania	100%	100%	Rent and management of agricultural purposes land
ŽŪB Landvesta 3	Lithuania	100%	100%	Rent and management of agricultural purposes land
ŽŪB Landvesta 4	Lithuania	100%	100%	Rent and management of agricultural purposes land
ŽŪB Landvesta 5	Lithuania	100%	100%	Rent and management of agricultural purposes land
ŽŪB Landvesta 6	Lithuania	100%	100%	Rent and management of agricultural purposes land
Noreikiškių ŽŪB	Lithuania	100%	100%	Rent and management of agricultural purposes land
UAB Lineliai	Lithuania	100%	100%	Rent and management of agricultural purposes land
AS Putnu Fabrika Kekava	Latvia	54.59%	–	Broiler breeding, slaughtering and sale of products
Investments into indirectly controlled subsidiaries (through AB Linas Agro)				
SIA Linas Agro	Latvia	100%	100%	Wholesale trade of grains and oilseeds, agricultural programs
UAB Gerera	Lithuania	100%	100%	Not operating company
UAB Linas Agro Grūdų Centras	Lithuania	100%	100%	Management services
UAB Linas Agro Grūdų Centras KŪB	Lithuania	100%	100%	Preparation and warehousing of grains for trade
Linus Agro A/S	Denmark	100%	100%	Wholesale trade of grains and oilseeds, feedstuffs
UAB Lignineko	Lithuania	100%	100%	Manufacturing of lignin
Investments into indirectly controlled subsidiaries (through UAB Linas Agro Konsultacijos)				
ŽŪK KUPIŠKIO GRŪDAI	Lithuania	98.10%	97.72%	Preparation and warehousing of grains for trade
Biržai district Medeikių ŽŪB	Lithuania	98.39%	98.39%	Growing and sale of crops
Šakiai district Lukšių ŽŪB	Lithuania	98.82%	98.82%	Mixed agricultural activities
Panevėžys district Aukštadvario ŽŪB	Lithuania	96.92%	96.92%	Mixed agricultural activities
Sidabravo ŽŪB	Lithuania	91.43%	87.23%	Mixed agricultural activities
Užupės ŽŪB	Lithuania	100%	100%	Growing and sale of crops
UAB Paberžėlė	Lithuania	100%	100%	Rent and management of agricultural purposes land
Kėdianiai district Labūnavos ŽŪB	Lithuania	98.64%	98.64%	Mixed agricultural activities
UAB Žemės ūkio investicijos	Lithuania	100%	–	Management services
Panevėžys district Žibartonių ŽŪB	Lithuania	1.51%	–	Mixed agricultural activities





3. GROUP STRUCTURE AND CHANGES IN THE GROUP (CONT'D)

Investments into indirectly controlled subsidiaries (through UAB Dotnuvos Projektai)

SIA DOTNUVOS PROJEKTAI	Latvia	100%	100%	Trade of machinery and equipment for warehousing of grains, certified seeds
AS Dotnuvos Projektai	Estonia	100%	100%	Trade of machinery and equipment for warehousing of grains, certified seeds
UAB Dotnuvos technika	Lithuania	100%	100%	Not operating company

Investments into indirectly controlled subsidiaries (through UAB Linas Agro grūdų centras KŪB)

Karčemos kooperatinė bendrovė	Lithuania	20%*	20%*	Preparation and warehousing of grains for trade
SIA Linas Agro Graudu centrs	Latvia	100%	100%	Preparation and warehousing of grains for trade

Investments into indirectly controlled subsidiaries (through UAB Žemės ūkio investicijos)

Panevėžys district Žibartonių ŽŪB	Lithuania	98.07%	–	Mixed agricultural activities
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Investments into indirectly controlled subsidiaries (through Panevėžys district Žibartonių ŽŪB)

Karčemos kooperatinė bendrovė	Lithuania	19.92%*	–	Preparation and warehousing of grains for trade
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Investments into indirectly controlled subsidiaries (through SIA Putnu Fabrika Kekava)

SIA PFK Trader	Latvia	54.59%	–	Retail trade of food production
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*The Group indirectly controls 39.92% of shares of Karčemos kooperatinė bendrovė, however, the Group has control over this entity and, therefore, it has been consolidated when preparing these financial statements.

Changes in the Group during the 6 month period ended 31 December 2013

On 5 September 2013 the Group acquired 100% shares of UAB Žemės ūkio investicijos for LTL 18,593 thousand. After the share acquisition the Group directly controls 100% of the investee. The only unaudited financial information on the acquired subsidiary as at 31 August 2013 is available as at the date of the release of these financial statements and is presented below. UAB Žemės ūkio investicijos is consolidated to the Group from 1 September 2013. Differences between the purchase consideration and fair values of the acquired assets, liabilities and contingent liabilities at the acquisition date were the following:

Acquisition date	31 August 2013
Property, plant and equipment, intangible assets and investment property	18,493
Animals and livestock	7,024
Crops	2,594
Inventories	9,420
Prepayments and other current assets	2,271
Cash and cash equivalents	268
Total assets	40,070
Deferred tax liability	(604)
Grants and subsidies	(556)
Non-current borrowings	(2,919)
Current borrowings	(1,814)
Trade payables	(4,274)
Other liabilities	(1,412)
Total liabilities	(11,579)
Total identifiable net assets at fair value	28,491
Non-controlling interest measured at the proportionate share of net assets at fair value	(349)
Gain recognized on acquisition of subsidiary, recognised under Other income (Note 12)	9,540
Total purchase consideration	18,602
Cash consideration transferred	13,389
Less: cash acquired	(268)
Total purchase consideration, net of cash acquired	13,121



3. GROUP STRUCTURE AND CHANGES IN THE GROUP (CONT'D)

Changes in the Group during the 6 month period ended 31 December 2013 (cont'd)

UAB Žemės ūkio investicijos sub-group revenue and profit or loss since acquisition date and since beginning of the reporting period were:

	Since acquisition date	Since 1 July 2013
Revenue	1,995	6,712
Profit (loss)	(70)	(71)

The bargain purchase resulted due to the former shareholders' approach to the business from the book value point of view rather than fair value of total identifiable net assets.

On 28 October 2013 the Group acquired 86.97% shares of AS Putnu Fabrika Kekava for LTL 6,042 thousand. On 7 November 2013 according to restructuring plan share capital of AS Putnu Fabrika Kekava was increased by capitalization of payable amounts.

AB Linas Agro Group didn't participate in the increasing of share capital, part of the shares owned by AB Linas Agro Group decreased from 86.97% to 54.59%. The net assets at balance value on 31 October 2013 are calculated including the payable amounts of capitalization and AB Linas Agro Group controls 54.59% of shares as *de facto*.

The only unaudited financial information on the acquired subsidiary as at 31 October 2013 is available as at the date of the release of these financial statements and is presented below. AS Putnu Fabrika Kekava is consolidated to the Group from 1 November 2013. Differences between the purchase consideration at balance values of the acquired assets, liabilities and contingent liabilities at the acquisition date were the following:

Acquisition date	31 October 2013
Property, plant and equipment	83,795
Poultry	6,070
Inventories	8,307
Prepayments and other current assets	10,317
Cash and cash equivalents	583
Total assets	109,072
Deferred tax liability	(2,292)
Grants and subsidies	(7,702)
Non-current borrowings	(7,117)
Other non-current borrowings	(4,724)
Current borrowings	(35,921)
Trade payables	(16,663)
Other liabilities	(15,418)
Total liabilities	(89,837)
Total identifiable net assets at balance value	19,235
Non-controlling interest measured at the proportionate share of net assets at fair value	(8,735)
Gain recognized on acquisition of subsidiary, recognised under Other income (Note 12)	4,458
Total purchase consideration	6,042
Purchase consideration*	6,042
Less: cash acquired	(583)
Total purchase consideration, net of cash acquired	5,459

*On 30 June 2013 in additional payments Company paid for the AS Putnu Fabrika Kekava shares LTL 4,834 thousand, the rest payment will be made on 19 March 2014.

As part of the purchase agreement a contingent consideration has been agreed with the previous owner of AS Putnu Fabrika Kekava. There will be additional cash payment to the previous owner amounting EUR 350 thousand (undiscounted). Contingent consideration is related with financial ratio EBITDA of AS Putnu Fabrika Kekava. The due date of contingent consideration arrangement is 19 March 2014.

During the 6 month period, ended 31 December 2013, the Group acquired 4.20% Sidabravo ŽŪB share capital for LTL 109 thousand, 0.79% Panevėžys district Žibartonių ŽŪB share capital for LTL 28 thousand. All the shares were acquired from the non-controlling shareholders. The difference of LTL 778 thousand of gain between the consideration transferred and the carrying value of the interest acquired has been recognised within equity.



Changes in the Group during the 6 month period ended 31 December 2013 (cont'd)

Acquisition off non-controlling interest in Sidabravo ŽŪB and Panevėžys district Žibartonių ŽŪB have resulted in an increase of the effective Group ownership of ŽŪK KUPIŠKIO GRŪDAI by 0.38% up to 98.10%, and an increase of the effective Group ownership of Karčemos kooperatinė bendrovė by 0.16% up to 39.92% as at 31 December 2013 with a result of LTL 18 thousand of gain accounted directly in equity.

Changes in the Group during the year ended 30 June 2013

On 13 July 2012 the Group acquired 98.55% shares of Kėdainiai district Labūnavos ŽŪB for LTL 22,545 thousand from previous owners to further expand business activities. After the share acquisition the Group directly controls 98.64% of the investee. Fair value of previously held equity interest is immaterial, therefore not taken into consideration. As at acquisition date Labūnavos ŽŪB did not have any impaired accounts receivable or contractual cash flows not expected to be collected, book value of receivables represent its fair value. Differences between the purchase consideration and fair values of the acquired assets, liabilities and contingent liabilities at the acquisition date were the following:

Property, plant and equipment, intangible assets and investment property	24,288
Animals and livestock	5,718
Crops	9,456
Inventories	2,770
Prepayments and other current assets	2,058
Cash and cash equivalents	3,067
Total assets	47,357
Deferred tax liability	(870)
Grants and subsidies	(1,315)
Trade payables	(1,326)
Other liabilities	(1,110)
Total liabilities	(4,621)
Total identifiable net assets at fair value	42,736
Non-controlling interest measured at the proportionate share of net assets at fair value	(581)
Gain recognized on acquisition of subsidiary, recognised under Other income	19,608
Total purchase consideration	22,547
Cash consideration transferred	22,547
Less: cash acquired	(3,067)
Total cash consideration transferred, net of cash acquired	19,480

Kėdainiai district Labūnavos ŽŪB revenue and profit or loss since acquisition date were:

	Since acquisition date
Revenue	17,978
Profit (loss)	(346)

The bargain purchase resulted due to the former shareholders' approach to the business from the book value point of view rather than fair value of total identifiable net assets. In addition, the ownership of Kėdainiai district Labūnavos ŽŪB was dispersed into large number of small interests before acquisition what resulted in more favourable transaction for the buyer.



3. GROUP STRUCTURE AND CHANGES IN THE GROUP (CONT'D)

Changes in the Group during the year ended 30 June 2013 (cont'd)

On 11 October 2012 the Company acquired 50% shares of UAB Dotnuvos Projektai for 32,000 thousand to further expand business activities, and increased its ownership interest from 50% to 100%. Before this acquisition the Company had 50% of UAB Dotnuvos Projektai (joint-venture) and accounted for this investment using the equity method in the consolidated financial statements. Differences between the purchase consideration and fair values of the acquired assets, liabilities and contingent liabilities at the acquisition date were the following:

Property, plant and equipment, intangible assets and investment property	38,977
Other non-current assets	9,225
Inventories	58,675
Prepayments and other current assets	73,413
Cash and cash equivalents	2,976
Total assets	183,266
Non-current liabilities	(6,851)
Grants and subsidies	(885)
Deferred tax liability	(999)
Current borrowings	(41,027)
Trade payables	(38,740)
Other liabilities	(22,409)
Total liabilities	(110,911)
Total identifiable net assets at fair value	72,355
Cost (previously accounted at equity method) of initially held equity interest	33,890
Group (loss) re-measuring to fair value the initially held equity interest	(1,890)
Acquisition date fair value of initially held equity interest	32,000
Cash consideration transferred	32,000
Total purchase consideration	64,000
Gain from a bargain purchase	8,355
Group (loss) on remeasuring to fair value the initially held equity interest	(1,890)
Gain recognized on acquisition of subsidiary, recognized under Other Income	6,465
Cash consideration transferred	32,000
Less: cash acquired	(2,976)
Total cash consideration transferred, net of cash acquired	29,024

UAB Dotnuvos Projektai sub-group fair value of the receivables as at the date of acquisition were:

	Trade receivables	Other current receivables
The gross contractual amounts receivable	63,065	2,076
The best estimate at the acquisition date of the contractual cash flows not expected to be collected	(2,112)	(339)
The fair value of the receivables	60,953	1,737

UAB Dotnuvos Projektai sub-group revenue and profit or loss since acquisition date and from the beginning of the annual reporting period were:

	Since acquisition date	Since 1 July 2012
Revenue	201,449	274,032
Profit (loss)	4,104	12,128

The bargain purchase resulted due to the former shareholders' approach to the business from the book value point of view rather than fair value of total identifiable net assets.



3. GROUP STRUCTURE AND CHANGES IN THE GROUP (CONT'D)

Changes in the Group during the year ended 30 June 2013 (cont'd)

On 28 February 2013 the Company acquired 54.95% shares of UAB Jungtinė Ekspedicija for LTL 1,045 thousand to further expand business activities, and increased its ownership interest to 100%. As at acquisition date UAB Jungtinė Ekspedicija did not have any impaired accounts receivable or contractual cash flows not expected to be collected, book value of receivables represent its recoverable amount. Revenue and profit or loss since acquisition date and from the beginning of the annual reporting period are not disclosed as they are not material to the financial statements.

Differences between the purchase consideration and fair values of the acquired assets, liabilities and contingent liabilities at the acquisition date were the following:

Property, plant and equipment, intangible assets and investment property	201
Trade receivables and other current assets	917
Cash and cash equivalents	867
Total assets	1,985
Trade payables	(905)
Other liabilities	(285)
Total liabilities	(1,190)
Total identifiable net assets at fair value	795
Fair value of initially held equity interest	358
Total purchase consideration	1,045
Difference written-off to profit (loss)	(608)
Cash consideration transferred	1,045
Less: cash acquired	(867)
Total cash consideration transferred, net of cash acquired	178

On 16 August 2012 the Group established Noreikiškių ŽŪB with LTL 10 thousand share capital and increased share capital up to LTL 1,009 thousand.

On 2 May 2013 a subsidiary of AB Linas Agro Group UAB Linas Agro Grūdų centras KŪB established subsidiary in Latvia SIA Linas Agro Graudu Centrs for LTL 10 thousand share capital.

Subsidiary UAB Lineliai was acquired from Kėdainiai district Labūnavos ŽŪB in amount of LTL 9 thousand.

During the 12 month period, ended 30 June 2013 the Group acquired 0.02% Šakių district Lukšių ŽŪB share capital for LTL 1 thousand, 16.95% Sidabravo ŽŪB share capital for LTL 423 thousand, 0.16% Panevėžio district Aukštadvario ŽŪB for LTL 1 thousand. All the shares were acquired from the non-controlling shareholders. The difference of LTL 1,768 thousand of gain between the consideration transferred and the carrying value of the interest acquired has been recognised within equity.

The Company increased share capital of UAB Linas Agro Konsultacijos, UAB Lineliai, ŽŪB Landvesta 4 and ŽŪB Landvesta 6 in amount of LTL 7,036 thousand, LTL 50 thousand, LTL 11 thousand and LTL 9 thousand, respectively.

Acquisition off non-controlling interest in Šakiai district Lukšių ŽŪB and Sidabravo ŽŪB have resulted in an increase of the effective Group ownership of ŽŪK KUPIŠKIO GRŪDAI by 1.56% up to 97.72% as at 30 June 2013 with a result of LTL 32 thousand of gain accounted directly in equity.



4. SEGMENT INFORMATION

For management purpose the Group is organized into five operating segments based on their products and services as follows:

- the grain and feedstuff handling and merchandising includes trade in wheat, rapeseed, barley and other grains and oilseeds, suncake and sunmeal, sugar beat pulp, soyameal, vegetable oil, rapeseed and other feedstuffs, grain storage and logistics services;
- the agricultural production segment includes growing of grains, rapeseed and others as well as sales of harvest, breeding of livestock and sales of milk and livestock. Milk is sold to local dairy companies, other production is partly used internally, partly sold;
- the products and services for farming segment includes sales of fertilizers, seeds, plant protection products, machinery and equipment, grain storage facilities, spare parts and other equipments to agricultural produce growers and grain storage companies;
- food products segment includes poultry and other food products;
- the other products and services segment includes sales of biofuel and other products and services.

Group financing (including finance cost and finance income) and income taxes are managed on a Group basis and are not allocated to operating segments.

Transfer prices between the Group companies are based on normal selling prices in a manner similar to transactions with third parties.

Group	Grain and feedstuff handling and merchandising	Agricultural production	Products and services for farming	Food products	Other products and services	Not attributed to any specified segment	Adjustments and eliminations	Total
Financial year ended 31 December 2013								
Revenue								
From one client UAB MESTILLA	22,275	–	55	–	–	–	–	22,330
Other third parties	692,964	24,059	241,430	21,455	112	–	–	980,020
Intersegment	1,905	28,352	10,172	–	36	–	(40,465) ¹⁾	–
Total revenue	717,144	52,411	251,657	21,455	148	–	(40,465)¹⁾	1,002,350
Results								
Operating expenses	(13,711)	(5,591)	(18,940)	(3,200)	(316)	(5,250)	–	(47,008)
Segment operating profit (loss)	8,343	6,957	8,456	20,551	(481)	(3,226)	–	40,600

Group	Grain and feedstuff handling and merchandising	Agricultural production	Products and services for farming	Other products and services	Not attributed to any specified segment	Adjustments and eliminations	Total
Financial year ended 31 December 2012							
Revenue							
From one client UAB MESTILLA	77,906	–	10	–	–	–	77,916
Other third parties	842,102	18,422	183,347	1,135	–	–	1,045,006
Intersegment	1,426	31,692	11,189	709	–	(45,016) ¹⁾	–
Total revenue	921,434	50,114	194,546	1,844	–	(45,016)¹⁾	1,122,922
Results							
Operating expenses	(10,079)	(6,513)	(9,377)	(756)	(13,135)	–	(39,860)
Segment operating profit (loss)	55,998	16,634	17,730	(616)	(12,755)	–	76,991

1) Intersegment revenue is eliminated on consolidation.



4. SEGMENT INFORMATION (CONT'D)

Below is the information relating to the geographical segments of the Group:

Revenue from external customers	6 month period ended	
	31 December 2013	31 December 2012
Lithuania	277,445	282,960
Europe (except for Scandinavian countries, CIS and Lithuania)	263,213	255,875
Scandinavian countries	187,222	227,589
Africa	23,377	16,778
Asia	233,791	325,585
CIS	17,302	14,135
	1,002,350	1,122,922

The revenue information above is based on the location of the customer.

Non-current assets	As of 31 December 2013	As of 30 June 2013
Lithuania	217,385	196,140
Latvia	91,606	7,751
Estonia	4,794	5,152
Denmark	72	89
	313,857	209,132

Non-current assets for this purpose consist of property, plant and equipment, investment property and intangible assets.

5. INTANGIBLE ASSETS

	Software	Other intangible assets	Total
Cost:			
Balance as of 30 June 2012	1,807	170	1,977
Additions	219	242	461
Additions of subsidiaries	39	32	71
Write-offs	(2)	(100)	(102)
Balance as of 30 June 2013	2,063	344	2,407
Additions	173	2	175
Additions of subsidiaries	118	1	119
Write-offs	–	(1)	(1)
Balance as of 31 December 2013	2,354	346	2,700
Accumulated amortization:			
Balance as of 30 June 2012	1,230	135	1,365
Charge for the year	106	22	128
Write-offs	(2)	(86)	(88)
Balance as of 30 June 2013	1,334	71	1,405
Charge for the year	93	11	104
Balance as of 31 December 2013	1,427	82	1,509
Net book value as of 31 December 2013	927	264	1,191
Net book value as of 30 June 2013	729	273	1,002
Net book value as of 30 June 2012	577	35	612

The Group has no internally generated intangible assets. Amortization expenses of intangible assets are included within operating expenses in the income statement.



6. PROPERTY, PLANT AND EQUIPMENT

	Land	Buildings and structures	Machinery and equipment	Vehicles	Other property, plant and equipment	Construction in progress and prepayments	Total
Cost:							
Balance as of 30 June 2012	10,761	97,550	59,155	6,964	9,751	11,675	195,856
Additions	1,928	6,057	6,533	4,169	2,699	13,321	34,707
Acquisition of subsidiaries	4,568	31,182	18,744	4,694	1,502	2,247	62,937
Disposals and write-offs	(2)	(8)	(3,397)	(1,288)	(827)	(41)	(5,563)
Transfers to/from investment property	427	2,317	–	–	–	–	2,744
Reclassifications	–	12,838	5,913	19	608	(19,378)	–
Exchange differences	–	(25)	(2)	(10)	(4)	–	(41)
Balance as of 30 June 2013	17,682	149,911	86,946	14,548	13,729	7,824	290,640
Additions	5,055	469	3,473	789	939	5,789	16,514
Acquisition of subsidiaries	8,276	69,812	22,174	867	306	422	101,857
Disposals and write-offs	(344)	(178)	(1,541)	(858)	(34)	–	(2,955)
Transfers from investment property	5,631	823	–	–	–	–	6,454
Reclassifications	171	8,607	1,829	14	143	(10,764)	–
Exchange differences	5	57	13	–	2	1	78
Balance as of 31 December 2013	36,476	229,501	112,894	15,360	15,085	3,272	412,588
Accumulated depreciation:							
Balance as of 30 June 2012	–	28,717	32,896	4,113	7,384	–	73,110
Charge for the year	–	9,271	9,666	2,069	1,225	–	22,231
Disposals and write-offs	–	(8)	(1,573)	(990)	(620)	–	(3,191)
Transfers from investment property	–	671	–	–	–	–	671
Exchange differences	–	(1)	2	–	–	–	1
Balance as of 30 June 2013	–	38,650	40,991	5,192	7,989	–	92,822
Charge for the year	–	5,673	5,373	1,366	813	–	13,225
Disposals and write-offs	–	(74)	(269)	(774)	(33)	–	(1,150)
Transfers from investment property	–	105	–	–	–	–	105
Exchange differences	–	20	–	(1)	2	–	21
Balance as of 31 December 2013	–	44,374	46,095	5,783	8,771	–	105,023
Impairment losses:							
Balance as of 30 June 2012	18	449	19	3	1	–	490
(Reversal) charge for the year	(26)	–	16	(3)	2	–	(11)
Transfer from investment property	8	1,128	–	–	–	–	1,136
Balance as of 30 June 2013	–	1,577	35	–	3	–	1,615
Balance as of 31 December 2013	–	1,577	35	–	3	–	1,615
Net book value as of 31 December 2013	36,476	183,550	66,764	9,577	6,311	3,272	305,950
Net book value as of 30 June 2013	17,682	109,684	45,920	9,356	5,737	7,824	196,203
Net book value as of 30 June 2012	10,743	68,384	26,240	2,848	2,366	11,675	122,256





7. INVESTMENT PROPERTY

Investment property of the Group consists of land and buildings leased out under the operating lease which generates lease income.

	Land	Buildings	Total
Cost:			
Balance as of 30 June 2012	8,228	3,297	11,525
Additions	3,239	400	3,639
Acquisition of subsidiaries	456	–	456
Disposals and write-offs	(716)	–	(716)
Transfers to property, plant and equipment	(427)	(2,317)	(2,744)
Exchange differences	(7)	–	(7)
Balance as of 30 June 2013	10,773	1,380	12,153
Additions	1,278	16	1,294
Acquisition of subsidiaries	–	39	39
Transfers to property, plant and equipment	(5,361)	(823)	(6,454)
Balance as of 31 December 2013	6,241	612	6,853
Accumulated depreciation:			
Balance as of 30 June 2012	–	790	790
Charge for the year	–	107	107
Transfers to property, plant and equipment	–	(671)	(671)
Balance as of 30 June 2013	–	226	226
Charge for the year	–	33	33
Transfers to property, plant and equipment	–	(124)	(124)
Balance as of 31 December 2013	–	135	135
Impairment losses:			
Balance as of 30 June 2012	94	1,128	1,222
(Reversal) charge for the year	(86)	–	(86)
Transfers to property, plant and equipment	(8)	(1,128)	(1,136)
Balance as of 30 June 2013	–	–	–
Balance as of 31 December 2013	–	–	–
Net book value as of 31 December 2013	6,241	477	6,718
Net book value as of 30 June 2013	10,773	1,154	11,927
Net book value as of 30 June 2012	8,134	1,379	9,513

The Group's management considers that the difference between the carrying value and fair value of investment property is not significant. Fair value has been determined based on valuations performed by independent valuers at near reporting date using the comparable prices method.



8. OTHER INVESTMENTS AND PREPAYMENTS FOR FINANCIAL ASSETS

Other investments of the Group consist of:

	As of 31 December 2013		As of 30 June 2013	
	Share held by the Group	Investment	Share held by the Group	Investment
Prepayment for financial assets to be acquired		–		8,873
Panevėžys district Ėriškių ŽŪB	25.92%	261	24,97%	173
Other investments		59		60
		320		9,106

The investment into Panevėžys district Ėriškių ŽŪB is not classified as an associate and therefore not accounted for using the equity method because the Group does not have voting rights in the company and does not have the ability to exercise significant influence.

9. BORROWINGS

	As of 31 December 2013	As of 30 June 2013
Non-current borrowings		
Bank borrowings secured by the Group assets	34,598	31,742
Other non-current borrowings	–	143
	34,598	31,885
Current borrowings		
Current portion of non-current bank borrowings	20,877	19,935
Current bank borrowings secured by the Group assets	351,337	107,226
Factoring with recourse liability	55,460	34,106
Other current borrowings	13,624	5,302
	441,298	166,569
	475,896	198,454

Interest payable is normally settled monthly throughout the financial year. Accrued interest on bonds issued is settled annually.

10. OPERATING EXPENSES

	6 month period ended	
	31 December 2013	31 December 2012
Wages and salaries and social security	26,048	22,429
Consulting expenses	1,400	775
Depreciation and amortization	2,533	3,972
Other	17,027	12,686
	47,008	39,862



11. OTHER INCOME (EXPENSES)

Other income	6 month period ended	
	31 December 2013	31 December 2012
Currency exchange gain	20	–
Rental income from investment property and property, plant and equipment	377	494
Gain from disposal of investment property and property, plant and equipment	534	513
Gain from acquisition of subsidiary	14,009	26,970
Change in fair value of currency financial instruments	1,531	–
Write-off of liabilities	13,854	–
Other income	943	1,038
	31,268	29,015
Other (expenses)		
Direct operating expenses arising on rental and non-rental earning investment properties	(246)	(116)
Loss from disposal of property, plant and equipment	(168)	(116)
Currency exchange loss	(481)	(702)
Other expenses	(92)	(29)
	(987)	(963)

12. COMMITMENTS AND CONTINGENCIES

As of 31 December 2013 the Group is committed to purchase property, plant and equipment for the total amount of LTL 1,403 thousand (LTL 2,826 thousand as of 30 June 2013).

A few Group companies (Biržai district Medeikių ŽŪB, Kėdainiai district Labūnavos ŽŪB, Šakiai district Lukšių ŽŪB and Sidabravo ŽŪB) received grants from the European Union and National Paying Agency mostly for acquisition of agricultural heavy duty equipment. Biržų district Medeikių ŽŪB is committed not to discontinue operations related to agricultural up to 2014, Kėdainių district Labūnavos ŽŪB – up to 2015, Šakiai district Lukšių ŽŪB - up to 2015, Sidabravo ŽŪB – up to 2014. UAB Linas Agro Grūdų Centras KŪB, Karčemos kooperatinė bendrovė received grants from the European Union and National Paying Agency for grain handling and storage facility upgrade. UAB Linas Agro Grūdų Centras KŪB is committed not to discontinue operations related to preparation and warehousing of grains for trade agriculture up to 2018, Karčemos kooperatinė bendrovė – up to 2020. In case of non-compliance with the requirements the Group companies will have to return funds received to the state of Lithuania amounting to LTL 13,231 thousand as of 31 December 2013 (LTL 15,225 thousand as of 30 June 2013).

On 2 July 2013 AB Linas Agro Group signed agreements with Latvian private and legal persons on acquisition of 100% of Latvian companies shares SIA Broileks, 100% of shares of company SIA Cerova and 100% of shares of SIA Lielzeltini. The Company estimates to spend about LTL 22,191 thousand for the acquisition of shares of the Latvian companies. AB Linas Agro Group commits to provide the loans to Latvian companies SIA Cerova and SIA Lielzeltini in total amount of LTL 18,379 thousand for refinancing of received loans. The transactions should be completed till January 2014, their completion is subject to certain conditions presented.

In July 2013 the Group company Linas Agro A/S received a ruling from Denmark Tax Inspection (hereafter- SKAT) stating that SKAT has changed the companies tax assessments for the income year 2007/2009 whereby total taxable payment for period has been increased by LTL 509 thousand (DKK 1,100 thousand). The changes relate to non-approved deduction for inter-group services. The company's management does not concur with SKAT's assessment and the decision is appealed. Accordingly, the Group did not recognize any tax liability or any interest as at 31 December 2013 and 30 June 2013.

In addition Linas Agro A/S received a ruling from SKAT regarding the valuation of customer base which was transferred to the Group company, AB Linas Agro in the year 2011/2012. The decision has a negative effect on the total tax loss carry forward amount which is incorporated into calculation of taxable income for the year 2012/2013. SKAT has ruled that the value of the customer base should have been LTL 16,853 thousand (DKK 36,414 thousand) and not LTL 5,425 thousand (DKK 11,722 thousand) as the value sold in 2011/2012 by Linas Agro A/S to AB Linas Agro. This implies a reduction of the total tax loss carry forward in amount of LTL 11,428 thousand (DKK 24,692 thousand) (tax value LTL 2,857 thousand (DKK 6,173 thousand)). Deferred tax asset from the tax loss carry forward from this amount is not recognized by Linas Agro A/S. Linas Agro A/S management does not agree with SKAT and to appealed the decision.



13. RELATED PARTIES TRANSACTIONS

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

The related parties of the Company and Group for the years ended 31 December 2013 and 30 June 2013 were as follows:

Members of the board of the Company:

Darius Zubas (chairman of the board, ultimate controlling shareholder);
Vytautas Šidlauskas;
Dainius Pilkauskas;
Arūnas Zubas;
Andrius Pranckevičius;
Tomas Tumėnas;
Artūras Pribušauskas (since 25 October 2013).

Subsidiaries: List provided in Note 3.

Akola ApS group companies:

Akola ApS (Denmark) (controlling shareholder);
UAB MESTILLA (same ultimate controlling shareholders).

UAB Baltic Fund Investments (Tomas Tumėnas is a director of this company).

The Group's transactions with related parties in 6 month period ended 31 December 2013 were as follows:

	Purchases	Sales	Receivables		Non-current loans	Payables	Current
			Trade	Current loans	receivable		payable loans
			receivables	receivable	receivable		
Akola ApS group companies	39,503	22,052	2,537	1,164	2,596	5,146	8,609

As at 31 December 2013 and as at 30 June 2013 interest rates of the Group for non-current loans receivable from related parties are equal to 3 month EURIBOR + 4.2% and 3 month EURIBOR + 2.45% margin, interest rates of the Group for current loans receivable from related parties are equal to 3 month EURIBOR + 2.45% and 3 month EURIBOR + 4.2% margin.

Transactions with related parties include sales and purchases of goods and services, sales and purchases of property, plant and equipment as well as financing transactions in the ordinary course of business.

There were no guarantees or pledges related to the Group's payables to or receivables from related parties. Receivables and payables from / to related parties will be settled in cash or offset with the payables / receivables from / to respective related parties.

Terms and conditions of the financial assets and liabilities:

- Receivables from related parties are non-interest bearing and are normally settled on 30-day terms.
- Payables to related parties are non-interest bearing and are normally settled on 30-90-day terms.
- Interest payable is normally settled at the end of the loan term.

The Group's receivables from related parties were not past due as of 31 December 2013 and 30 June 2013.



14. SUBSEQUENT EVENTS

On 9 January 2014, AB Linas Agro Group acquired 14.50% of the shares of SIA Lielzeltini for LTL 3,591 thousand together with all rights granted by the shares.

On 9 January 2014, UAB Fossio was established after splitting part of the assets and liabilities from UAB Lignineko.

On 7 February 2014, AB Linas Agro Group acquired 85.50% of the shares of Latvian company SIA Lielzeltini for LTL 15,952 thousand together with all rights granted by the shares. The transaction was completed after fulfilment of certain conditions presented and after receiving permission of the Competition Council of the Republic of Latvia.

As part of purchase agreement a contingent consideration has been agreed with the previous owner of SIA Lielzeltini. There will be additional cash payment to the previous owner amounting to EUR 200 thousand (undiscounted). Contingent consideration is related related with financial ratio EBITDA of SIA Lielzeltini. The due date of contingent consideration is 19 March 2014.

After acquisition of SIA Lielzeltini, AB Linas Agro Group increased its ownership interest of AS Putnu Fabrika Kekava from 54.59% up to 84.36%.

On 7 February 2014, AB Linas Agro Group acquired 100% of the shares of Latvian company SIA Cerova for LTL 2,728 thousand together with all rights granted by the shares. The transaction was completed after fulfilment of certain conditions presented and after receiving permission of the Competition Council of the Republic of Latvia.

On 7 February 2014, AB Linas Agro Group acquired 100% of the shares of Latvian company SIA Broileks for LTL 162 thousand together with all rights granted by the shares. The transaction was completed after fulfilment of certain conditions presented and after receiving permission of the Competition Council of the Republic of Latvia.

On 7 February 2014, AB Linas Agro Group granted loan to SIA Lielzeltini in amount of LTL 16,266 thousand and loan to SIA Cerova in amount of LTL 2,110 thousand to refinance loans. Loans granted with interest rate equal 4% and have to be repaid by 30 June 2016.