

# **CONSOLIDATED FINANCIAL STATEMENTS**

**OF THE FINANCIAL YEAR 2012/2013**

## **OF AB LINAS AGRO GROUP**

**(UNAUDITED)**

**FOR THE 9 MONTH PERIOD**

**ENDED 31 MARCH 2013**

**PREPARED ACCORDING TO  
ADDITIONAL INFORMATION  
PREPARING AND  
PRESENTATION  
INSTRUCTIONS ISSUED BY  
THE SECURITIES  
COMMISSION OF THE  
REPUBLIC OF LITHUANIA**





## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	Notes	As of 31 March 2013	As of 30 June 2012
<b>ASSETS</b>			
<b>Non-current assets</b>			
Intangible assets	5	1,347	612
Property, plant and equipment	6	188,057	122,256
Investment property	7	11,985	9,513
Animals and livestock		18,261	11,852
Non-current financial assets			
Investments into associates	8	-	286
Investments into joint ventures	8	-	29,887
Other investments	9	343	311
Non-current receivables		4,079	5,446
Non-current receivables from related parties	14	8,864	3,230
Total non-current financial assets		13,286	39,160
Deferred income tax asset		6,217	6,289
<b>Total non-current assets</b>		<b>239,153</b>	<b>189,682</b>
<b>Current assets</b>			
Crops		8,672	36,395
Inventories		276,999	136,947
Prepayments		15,372	16,407
Accounts receivable			
Trade receivables		324,923	190,888
Receivables from related parties	14	37,313	3,605
Income tax receivable		3,013	1,043
Other accounts receivable		33,971	17,579
Total accounts receivable		399,220	213,115
Other current assets		1,937	43,575
Cash and cash equivalents		76,577	54,768
<b>Total current assets</b>		<b>778,777</b>	<b>501,207</b>
<b>Total assets</b>		<b>1,017,930</b>	<b>690,889</b>

(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 March 2013	As of 30 June 2012
<b>EQUITY AND LIABILITIES</b>			
<b>Equity attributable to equity holders of the parent</b>			
Share capital	1	158,940	158,940
Share premium	1	79,545	79,545
Legal reserve		7,851	4,401
Reserve for own shares		1,600	1,600
Own shares		(1,581)	-
Foreign currency translation reserve		(145)	(44)
Retained earnings		183,825	106,809
<b>Total equity attributable to equity holders of the parent</b>		<b>430,035</b>	<b>351,251</b>
<b>Non-controlling interest</b>		<b>3,116</b>	<b>4,805</b>
<b>Total equity</b>		<b>433,151</b>	<b>356,056</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Grants and subsidies		13,560	11,855
Non-current borrowings	10	37,141	36,749
Finance lease obligations		5,470	2,568
Trade payables		572	1,263
Non-current payables to related parties		-	54
Deferred income tax liability		2,423	899
Other non-current liabilities		566	280
<b>Total non-current liabilities</b>		<b>59,732</b>	<b>53,668</b>
<b>Current liabilities</b>			
Current portion of non-current borrowings	10, 14	13,903	10,075
Current portion of finance lease obligations		1,912	1,067
Current borrowings	10	384,615	179,465
Trade payables		77,720	48,994
Payables to related parties	14	2,931	3,642
Income tax payable		10,732	12,812
Derivative financial instruments		320	7,572
Other current liabilities		32,914	17,538
<b>Total current liabilities</b>		<b>525,047</b>	<b>281,165</b>
<b>Total equity and liabilities</b>		<b>1,017,930</b>	<b>690,889</b>

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





## CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

(for the period 1 July to 31 March)

	Notes	2012/2013 9 month	2011/2012 9 month
Sales	4	1,657,702	1,083,305
Cost of sales		(1,534,910)	(1,017,533)
<b>Gross profit</b>		<b>122,792</b>	<b>65,772</b>
Operating (expenses)	11	(56,304)	(33,443)
Other income	12	31,285	69,684
Other (expenses)	12	(1,116)	(2,198)
<b>Operating profit</b>		<b>96,657</b>	<b>99,815</b>
Income from financing activities		1,529	983
(Expenses) from financing activities		(6,998)	(6,949)
Share of profit of associates		72	24
Share of profit of joint ventures		4,093	1,196
<b>Profit before tax</b>		<b>95,353</b>	<b>95,069</b>
Income tax		(12,193)	(18,213)
<b>Net profit</b>		<b>83,160</b>	<b>76,856</b>
<b>Attributable to:</b>			
Equity holders of the parent		83,170	75,334
Non-controlling interest		(10)	1,522
		<b>83,160</b>	<b>76,856</b>
Basic and diluted earnings per share (LTL)		0.52	0.48
<b>Net profit</b>		<b>83,160</b>	<b>76,856</b>
<b>Other comprehensive income</b>			
Exchange differences on translation of foreign operations		(101)	-
Net (loss) of own shares disposal		(4)	-
<b>Total comprehensive income</b>		<b>83,055</b>	<b>76,856</b>
<b>Attributable to:</b>			
Equity holders of the parent		83,065	75,334
Non-controlling interest		(10)	1,522
		<b>83,055</b>	<b>76,856</b>



## CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

(for the period 1 January to 31 March)

	Notes	2012/2013 3 month	2011/2012 3 month
Sales	4	534,780	214,637
Cost of sales		(500,789)	(203,060)
<b>Gross profit</b>		<b>33,991</b>	<b>11,577</b>
Operating (expenses)	11	(16,442)	(6,130)
Other income	12	2,270	64,632
Other (expenses)	12	(153)	(1,951)
<b>Operating profit</b>		<b>19,666</b>	<b>68,128</b>
Income from financing activities		743	235
(Expenses) from financing activities		(2,685)	(1,678)
Share of profit of associates		48	(104)
Share of profit of joint ventures		-	92
<b>Profit before tax</b>		<b>17,772</b>	<b>66,673</b>
Income tax		(3,157)	(11,451)
<b>Net profit</b>		<b>14,615</b>	<b>55,222</b>
<b>Attributable to:</b>			
Equity holders of the parent		14,941	55,968
Non-controlling interest		(326)	(746)
		<b>14,615</b>	<b>55,222</b>
Basic and diluted earnings per share (LTL)		0,09	2.878
<b>Net profit</b>		<b>14,615</b>	<b>55,222</b>
<b>Other comprehensive income</b>			
Exchange differences on translation of foreign operations		(101)	-
Net (loss) of own shares disposal		(4)	-
<b>Total comprehensive income</b>		<b>14,510</b>	<b>55,222</b>
<b>Attributable to:</b>			
Equity holders of the parent		14,874	55,968
Non-controlling interest		(326)	(746)
		<b>14,548</b>	<b>55,222</b>

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



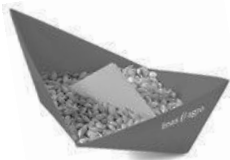


## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

### 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
<b>Balance as of 1 July 2011</b>		<b>158,940</b>	-	<b>79,545</b>	<b>4,151</b>	-	<b>(3,208)</b>	<b>23,930</b>	<b>263,358</b>	<b>16,591</b>	<b>279,949</b>
Net profit for the year		-	-	-	-	-	-	75,334	75,334	1,522	76,856
Other comprehensive income		-	-	-	-	-	-	-	-	-	-
Total comprehensive income		-	-	-	-	-	-	75,334	75,334	1,522	76,856
Disposal of subsidiaries		-	-	-	-	-	3,126	109	3,235	(15,587)	(12,352)
Declared dividends by subsidiaries		-	-	-	-	-	-	-	-	(22)	(22)
Reserves made		-	-	-	250	1,600	-	(1,850)	-	-	-
Acquisition of minority interest		-	-	-	-	-	-	(5,144)	(5,144)	1,611	(3,533)
<b>Balance as of 31 March 2012</b>		<b>158,940</b>	-	<b>79,545</b>	<b>4,401</b>	<b>1,600</b>	<b>(82)</b>	<b>92,379</b>	<b>336,783</b>	<b>4,116</b>	<b>340,899</b>
<b>Balance as of 1 July 2012</b>		<b>158,940</b>	-	<b>79,545</b>	<b>4,401</b>	<b>1,600</b>	<b>(44)</b>	<b>106,809</b>	<b>351,251</b>	<b>4,805</b>	<b>356,056</b>
Net profit for the year		-	-	-	-	-	-	83,170	83,170	(10)	83,160
Other comprehensive income		-	-	-	-	-	(101)	(4)	(105)	-	(105)
Total comprehensive income		-	-	-	-	-	(101)	83,166	83,065	(10)	83,055
Acquisition of minority interest		-	-	-	-	-	-	-	-	581	581
Declared dividends by Company		-	-	-	-	-	-	(4,500)	(4,500)	-	(4,500)
Declared dividends by subsidiaries		-	-	-	-	-	-	-	-	(36)	(36)
Reserves made		-	-	-	3,450	-	-	(3,450)	-	-	-
Acquisition of own shares		-	(1,581)	-	-	-	-	-	(1,581)	-	(1,581)
Acquisition of minority interest		-	-	-	-	-	-	1,800	1,800	(2,224)	(424)
<b>Balance as of 31 March 2013</b>		<b>158,940</b>	<b>(1,581)</b>	<b>79,545</b>	<b>7,851</b>	<b>1,600</b>	<b>(145)</b>	<b>183,825</b>	<b>430,035</b>	<b>3,116</b>	<b>433,151</b>

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



## CONSOLIDATED STATEMENT OF CASH FLOW

	Notes	2012/2013 9 month	2011/2012 9 month
<b>Cash flows from (to) operating activities</b>			
Net profit (loss)		83,160	76,856
<b>Adjustments for non-cash items:</b>			
Depreciation and amortization		14,543	7,828
Subsidies amortization		(1,357)	(1,058)
Share of profit of associates and joint ventures		(4,084)	(1,202)
(Gain) on disposal of property, plant and equipment		(524)	(131)
(Gain) from disposal of subsidiaries	3	-	(64,259)
(Gain) from acquisition of subsidiaries		(28,478)	-
Loss (gain) from disposal of investments		-	(1,066)
Change in accrued expenses		(1,566)	(1,766)
Change in allowance for receivables and prepayments		2,720	2,216
Change in fair value of biological assets		231	1,739
Change in impairment of investments		(22)	12
Change in deferred income tax		2,747	795
Current income tax expenses		9,445	17,418
Expenses (income) from change in fair value of financial instruments		(77)	-
Change of provision for onerous contracts		-	(267)
Dividend (income)		(155)	(36)
Interest (income)		(1,529)	(983)
Interest expenses		6,997	6,949
		82,051	43,045
<b>Changes in working capital:</b>			
Decrease in biological assets		36,840	24,464
(Increase) in inventories		(76,107)	(57,872)
Decrease in prepayments		2,947	26,748
(Increase) in trade and other accounts receivable		(115,068)	45,311
(Increase) in restricted cash		2,072	(1,381)
Increase in trade and other accounts payable		(14,100)	(15,473)
Income tax (paid)		(12,202)	(5,046)
<b>Net cash flows from (to) operating activities</b>		<b>(93,567)</b>	<b>59,796</b>

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



## CONSOLIDATED STATEMENT OF CASH FLOW (CONT'D)

	Notes	2012/2013 9 month	2011/2012 9 month
<b>Cash flows from (to) investing activities</b>			
(Acquisition) of intangible assets, property, plant and equipment and investment property		(20,391)	(17,525)
Proceeds from sale of intangible assets, property, plant and equipment and investment property		2,990	1,735
(Acquisition) of subsidiaries (less received cash balance in the Group)	3	(48,679)	-
Disposal of subsidiary		-	77,491
(Acquisition) of non-controlling interests and other investments		(424)	(55,421)
Proceeds from disposals of held to maturity financial assets		37,981	-
Disposal of joint venture		-	2,007
Loans (granted)		(12,316)	(1,085)
Repayment of granted loans		6,276	771
Interest received		1,236	1,644
Dividend received		155	36
<b>Net cash flows (to) investing activities</b>		<b>(33,172)</b>	<b>9,653</b>
<b>Cash flows from (to) financing activities</b>			
Proceeds from loans		272,951	221,539
(Repayment) of loans		(110,145)	(231,882)
(Acquisition) of own shares		(1,581)	-
Finance lease (payments)		(1,409)	(924)
Interest (paid)		(6,738)	(9,660)
Dividend (paid)		(4,530)	-
<b>Net cash flows from (to) financing activities</b>		<b>148,548</b>	<b>(20,927)</b>
<b>Net increase (decrease) in cash and cash equivalents</b>		<b>21,809</b>	<b>48,522</b>
<b>Cash and cash equivalents at the beginning of the year</b>		<b>54,768</b>	<b>7,624</b>
<b>Cash and cash equivalents at the end of the year</b>		<b>76,577</b>	<b>56,146</b>
<b>Supplemental information of cash flows:</b>			
<b>Non-cash investing activity:</b>			
Property, plant and equipment acquisitions financed by finance lease		2,082	916
Property, plant and equipment acquisitions financed by grants and subsidies		4,681	383

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 March 2013 and as of 30 June 2012 the shareholders of the Company were:

	As of 31 March 2013		As of 30 June 2012	
	Number of shares held	Percentage	Number of shares held	Percentage
Akola ApS (Denmark)	87,670,551	55.16%	86,081,551	54.16%
Skandinaviska Enskilda Banken AB (Sweden)	14,786,061	9.30%	23,094,969	14.53%
Darius Zubas	17,049,995	10.73%	17,049,995	10.73%
Swedbank (Estonia) Clients	9,281,155	5.84%	9,184,040	5.78%
Other shareholders (private and institutional investors)	30,152,636	18.97%	23,529,843	14.80%
<b>Total</b>	<b>158,940,398</b>	<b>100.00%</b>	<b>158,940,398</b>	<b>100.00%</b>

All the shares of the Company are ordinary shares with the par value of LTL 1 each as of 31 March 2013 (LTL 1 each as of 30 June 2012) and were fully paid as of 31 March 2013 and as of 30 June 2012.

The Company hold 798,000 shares of the Company, percentage 0.50%. Subsidiaries and other related companies did not hold any shares of the Company as of 31 March 2013.

The Company, its subsidiaries and other related companies did not hold any shares of the Company as of 30 June 2012.

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 March 2013 the number of employees of the Group was 977 (595 as of 30 June 2012).

#### ***Changes in share capital during the year ended 30 June 2012***

No changes in share capital occurred during the year ending 30 June 2012.

#### ***Changes in share capital during the year ended 31 March 2013***

No changes in share capital occurred during the year ending 31 March 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 2011/2012 financial year.





### 3. GROUP STRUCTURE AND CHANGES IN THE GROUP

As of 31 March 2013 and as of 30 June 2012 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 March 2013	30 June 2012	
<b>Investments into directly controlled subsidiaries</b>				
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%	-	Trade of machinery and equipment, certified seeds
UAB Jungtinė ekspedicija	Lithuania	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	90%	-	Rent and management of agricultural purposes land
UAB Lineliai (former –UAB Labūnava 2)	Lithuania	100%	-	Rent and management of agricultural purposes land
<b>Investments into indirectly controlled subsidiaries (through AB Linas Agro)</b>				
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%	60%	Wholesale trade of grains and oilseeds, feedstuffs
UAB Lignineko	Lithuania	100%	100%	Manufacturing of lignin
<b>Investments into indirectly controlled subsidiaries (through UAB Linas Agro Konsultacijos)</b>				
ŽŪK KUPIŠKIO GRŪDAI	Lithuania	97.70%	96.16%	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%	98.80%	Mixed agricultural activities
Panevėžys district Aukštadvario ŽŪB	Lithuania	96.76%	96.76%	Mixed agricultural activities
Sidabravo ŽŪB	Lithuania	87.23%	70.28%	Mixed agricultural activities
Užupės ŽŪB	Lithuania	100%	100%	Growing and sale of crops
UAB Paberžėlė (former –UAB Edfermus 2)	Lithuania	100%	100%	Rent and management of agricultural purposes land
Kėdianiai district Labūnavos ŽŪB	Lithuania	98.64%	-	Mixed agricultural activities
Noreikiškių ŽŪB	Lithuania	10%	-	Rent and management of agricultural purposes land





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

#### Investments into indirectly controlled subsidiaries (through UAB Dotnuvos projektai)

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

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

Karčemos KB	Lithuania	20%*	-	Preparation and warehousing of grains for trade
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\*The Group indirectly controls 20% of shares of Karčemos KB, 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 9 month period ended 31 March 2013

On 13 July 2012 the Group acquired 98.55% shares of Kėdainiai district Labūnavos ŽŪB for LTL 22,545 thousand from previous owners. After the share acquisition the Group directly controls 98.64% of the investee. The only unaudited financial information on the acquired subsidiary as at 30 June 2012 is available as at the date of the release of these financial statements and is presented below. Kėdainiai district Labūnavos ŽŪB is consolidated to the Group from 1 July 2012. 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	1 July 2012
Property, plant and equipment	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
<b>Total assets</b>	<b>47,357</b>
Deferred tax liability	(691)
Grants and subsidies	(1,306)
Trade payables	(1,326)
Other liabilities	(1,297)
<b>Total liabilities</b>	<b>(4,620)</b>
<b>Total identifiable net assets at fair value</b>	<b>42,737</b>
Attributable to non-controlling interests	582
Attributable to the equity holders of the parent	42,155
<b>Gain recognized on acquisition of subsidiary, recognised under Other income (Note 12)</b>	<b>19,608</b>
Purchase consideration	22,547
Less: cash acquired	3,067
<b>Total purchase consideration, net of cash acquired</b>	<b>19,480</b>

On 11 October 2012 the Company acquired 50% shares of UAB Dotnuvos projektai for 32,000 thousand, and increased its ownership interest to 100%. The mentioned company and subsidiaries are consolidated to the Group from 1 October 2012. The only unaudited financial information on the acquired subsidiary as at 30 September 2012 is available as at the date of the release of these financial statements and is presented below. The fair values of the net assets acquired have not yet been assessed by the Group.





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

Acquisition date	1 October 2012
<b>Carrying values</b>	
Property, plant and equipment	47,038
Inventories	62,709
Prepayments and other current assets	69,828
Cash and cash equivalents	2,976
<b>Total assets</b>	<b>182,551</b>
Deferred tax liability	(41)
Grants and subsidies	(889)
Trade payables	(39,253)
Other liabilities	(68,374)
<b>Total liabilities</b>	<b>(108,557)</b>
<b>Total identifiable net assets</b>	<b>73,994</b>
Attributable to share acquired before	33,890
Attributable to new acquired share	40,104
<b>Gain recognized on acquisition of subsidiary, recognised under Other income (Note 12)</b>	<b>8,104</b>
Purchase consideration	32,000
Less: cash acquired	2,976
<b>Total purchase consideration, net of cash acquired</b>	<b>29,024</b>

On 28 February 2013 the Company acquired 54.95% shares of UAB Jungtinė ekspedicija for LTL 1,045 thousand, and increased its ownership interest to 100%. The mentioned company are consolidated to the Group from 1 March 2013. The only unaudited financial information on the acquired subsidiary as at 28 February 2013 is available as at the date of the release of these financial statements and is presented below. 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	1 March 2013
<b>Carrying values</b>	
Property, plant and equipment	201
Trade receivables and other current assets	917
Cash and cash equivalents	867
<b>Total assets</b>	<b>1,985</b>
Trade payables	(905)
Other liabilities	(285)
<b>Total liabilities</b>	<b>(1,190)</b>
<b>Total identifiable net assets</b>	<b>795</b>
Attributable to share acquired before	358
Attributable to new acquired share	437
<b>Goodwill recognized on acquisition of subsidiary, recognised as Intangible asset</b>	<b>608</b>
Purchase consideration	1,045
Less: cash acquired	867
<b>Total purchase consideration, net of cash acquired</b>	<b>178</b>

On 16 August 2012 the Group established Noreikiškių ŽŪB with LTL 10 thousand share capital.

During the 9 month period, ended 31 March 2013 the Group acquired 0.02% Šakių district Lukšių ŽŪB share capital for 1 LTL thousand, 16.95% Sidabravo ŽŪB share capital for LTL 423 thousand. All the shares were acquired from the non-controlling shareholders. The difference of LTL 1 800 thousand of gain between the consideration transferred and the carrying value of the interest acquired has been recognised within equity.





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

#### *Changes in the Group during the year ended 30 June 2012*

On 1 July 2011 the Group company Rosenkrantz A/S (registered and operating in Denmark) changed its name to Linas Agro A/S.

On 1 July 2011 the Group acquired additional 40% interest of the voting shares of Linas Agro, A/S increasing its ownership interest to 100%. Purchase price EUR 800 thousand (LTL 2,762 thousand equivalent) will be paid by schedule till 15 July 2014. The difference of LTL 7,129 thousand between the consideration transferred and the carrying value of the interest acquired has been recognised within equity.

As part of the purchase agreement a contingent consideration has been agreed with the previous owner of Linas Agro A/S. There will be additional cash payment to the previous owner amounting to maximum EUR 400 thousand (undiscounted). Contingent consideration is related to collection of doubtful Linas Agro A/S trade receivables. The due date of contingent consideration arrangement is 1 October 2014.

The potential undiscounted amount of all future payments that the Group could be required to make under the contingent consideration arrangement is between EUR 0 and EUR 400 thousand. The fair value of the contingent consideration arrangement is EUR 173 thousand as at acquisition date. It was estimated using probability-weighted payout approach.

On 6 February 2012 the Company sold all shares of PC-JS UKRAGRO NPK. Differences between the sales consideration and the net assets disposed at the disposal date is the following:

	<b>31 January 2012</b>
Non-current assets	22,265
Current assets	92,175
Liabilities	(64,916)
Net asset of subsidiary sold	49,524
Non-controlling interest	20,780
Net assets sold by the Group	28,744
Sales price (received in cash)	90,754
<b>Gain on disposal of subsidiary in the Group*</b>	<b>62,010</b>
Cash disposed in the subsidiary	20,995
<b>Sales price less cash disposed</b>	<b>69,759</b>

*\*Recorded under other income caption in Group's statement of comprehensive income.*

The Shareholders' agreement between AB Linas Agro Group and PC-JS UKRAGRO NPK non-controlling shareholders expired on 6 February 2012, according to which the Company had an obligation to acquire the shares of PC-JS UKRAGRO NPK from the non-controlling shareholders, if put option is exercised. The non-controlling interest was recognised as though the put option had never been granted and the financial liability was derecognised, with a corresponding credit to the same component of equity.

During the year ended 30 June 2012 the Group acquired 0.43% of Šakiai district Lukšių ŽŪB share capital for LTL 14 thousand, 0.03% Biržai district Medeikių ŽŪB share capital for LTL 1 thousand, 31.41% Panevėžys district Aukštadvario ŽŪB share capital for LTL 143 thousand, 30% Užupės ŽŪB share capital for LTL 3 thousand, 4.06% Sidabravo ŽŪB share capital for LTL 21 thousand. All the shares were acquired from the non-controlling shareholders. The difference of LTL 3,375 thousand of gain between the consideration transferred and the carrying value of the interest acquired has been recognised within equity.

Acquisition of non-controlling interest in Šakiai district Lukšių ŽŪB, Biržai district Medeikių ŽŪB, Panevėžys district Aukštadvario ŽŪB and Sidabravo ŽŪB have resulted in increase of effective Group ownership of ŽŪK KUPIŠKIO GRŪDAI by 3.28% up to 96.16% as at 30 June 2012 with a result of LTL 61 thousand of gain accounted directly in equity.

During the year ended 30 June 2012 the Group acquired 100% UAB Edfermus 2 share capital for LTL 10 thousand and 20% of Karčemos KB for LTL 977 thousand. Difference between the fair value of net assets acquired of both entities and consideration paid in amount of LTL 1,020 thousand was recorded directly in the income statement, as amount is considered by the management as immaterial.





## 4. SEGMENT INFORMATION

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

- the grains and oilseeds segment includes trade in wheat, rapeseed, barley and other grains and oilseeds;
- the feedstuffs segment includes trade in suncake and sunmeal, sugar beat pulp, soymeal, vegetable oil, rapeseed and other feedstuffs;
- the agricultural inputs segment includes sales of fertilizers, seeds, plant protection products and other related products to agricultural produce growers;
- the farming 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 machinery and equipment is a new segment of the company which includes wholesale and retail of new and used agricultural and forest machinery and spare parts, also projection and installation of grain cleaning, drying and storage facilities;
- the other products and services segment includes sales of biofuel, provision of elevator services and other products and services.

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

9 month period ended 31 March 2013	Grains and oilseeds	Feedstuffs	Agricul- tural inputs	Farming	Machinery and equipment	Other products and services	Not attributed to any specified segment	Adjustments and elimina- tions	Total
<b>Revenue</b>									
From one client UAB MESTILLA	82,386	219	-	-	12	16	-	-	82,633
Other third parties	831,933	460,265	154,196	28,244	79,182	21,249	-	-	1,575,069
Intersegment	-	2,034	9,677	34,431	6,966	38,564	-	(91,672) <sup>1)</sup>	-
<b>Total revenue</b>	<b>914,319</b>	<b>462,518</b>	<b>163,873</b>	<b>62,675</b>	<b>86,160</b>	<b>59,829</b>	-	<b>(91,672)<sup>1)</sup></b>	<b>1,657,702</b>
<b>Results</b>									
Operating expenses	3,231	5,855	9,878	4,117	6,615	4,774	21,834	-	56,304
Segment operating profit (loss)	37,925	25,492	7,188	15,706	13,491	18,272	(21,417)	-	96,657
<b>9 month period ended 31 March 2012</b>									
<b>Revenue</b>									
From one client UAB MESTILLA	91,809	149	-	-	-	176	-	-	92,134
Other third parties	362,974	236,961	359,990	18,544	-	12,702	-	-	991,171
Intersegment	-	2,079	7,063	18,353	-	22,705	-	(50,200) <sup>1)</sup>	-
<b>Total revenue</b>	<b>454,783</b>	<b>239,189</b>	<b>367,053</b>	<b>36,897</b>	-	<b>35,583</b>	-	<b>(50,200)<sup>1)</sup></b>	<b>1,083,305</b>
<b>Results</b>									
Operating expenses	6,097	2,027	8,758	3,118	-	2,746	10,697	-	33,443
Segment operating profit (loss)	4,456	11,984	87,740	(2,436)	-	10,406	(12,335)	-	99,815

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	9 month period ended	
	31 March 2013	31 March 2012
Lithuania	354,206	250,639
Europe (except for Scandinavian countries, CIS and Lithuania)	334,500	208,522
Scandinavian countries	319,438	157,674
Africa	16,778	42,326
Asia	607,026	136,099
CIS	25,754	288,045
	<b>1,657,702</b>	<b>1,083,305</b>

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

Non-current assets	As of 31 March 2013	As of 30 June 2012
Lithuania	189,223	132,084
Latvia	7,745	118
Estonia	4,349	-
Denmark	72	179
	<b>201,389</b>	<b>132,381</b>

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





## 5. INTANGIBLE ASSETS

Group	Goodwill	Software	Other intangible assets	Total
<b>Cost:</b>				
Balance as of 30 June 2011	-	1,512	157	1,669
Additions	-	366	13	379
Exchange differences	-	2	-	2
Disposal of subsidiary	-	(73)	-	(73)
Balance as of 30 June 2012	-	1,807	170	1,977
Additions	-	127	17	144
Acquisition of subsidiaries	608	40	32	680
Write-offs	-	(2)	(86)	(88)
Balance as of 31 March 2013	608	1,972	133	2,713
<b>Accumulated amortization:</b>				
Balance as of 30 June 2011	-	1,179	124	1,303
Charge for the year	-	87	11	98
Disposal of subsidiary	-	(36)	-	(36)
Balance as of 30 June 2012	-	1,230	135	1,365
Charge for the year	-	74	15	89
Write-offs	-	(2)	(86)	(88)
Balance as of 31 March 2013	-	1,302	64	1,366
<b>Net book value as of 31 March 2013</b>	<b>608</b>	<b>670</b>	<b>69</b>	<b>1,347</b>
<b>Net book value as of 30 June 2012</b>	<b>-</b>	<b>577</b>	<b>35</b>	<b>612</b>
<b>Net book value as of 30 June 2011</b>	<b>-</b>	<b>333</b>	<b>33</b>	<b>366</b>

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
<b>Cost:</b>							
Balance as of 30 June 2011	6,923	95,986	52,601	7,049	10,155	15,247	187,961
Additions	3,236	1,940	6,749	1,488	782	16,951	31,146
Acquisition of subsidiaries	200	-	-	-	-	-	200
Disposals and write-offs	(177)	(210)	(341)	(234)	(28)	(10)	(1,000)
Transfers to/from investment property	610	-	-	-	-	-	610
Reclassifications	176	15,585	4,092	18	411	(20,282)	-
Exchange differences	21	1,298	300	97	118	67	1,901
Disposal of subsidiary	(228)	(17,049)	(4,246)	(1,454)	(1,687)	(298)	(24,962)
Balance as of 30 June 2012	10,761	97,550	59,155	6,964	9,751	11,675	195,856
Additions	68	6,037	3,201	3,146	1,732	6,579	20,763
Acquisition of subsidiaries	5,012	30,681	18,745	4,694	2,304	2,246	63,682
Disposals and write-offs	-	(151)	(2,444)	(566)	(702)	-	(3,863)
Transfers to investment property	(270)	-	-	-	-	-	(270)
Reclassifications	-	13,173	4,382	19	1,491	(19,065)	-
Exchange differences	(4)	-	(13)	(7)	(2)	-	(26)
Balance as of 31 March 2013	15,567	147,290	83,026	14,250	14,574	1,435	276,142
<b>Accumulated depreciation:</b>							
Balance as of 30 June 2011	-	24,202	29,883	3,730	6,416	-	64,231
Charge for the year	-	5,588	4,470	871	1,068	-	11,997
Disposals and write-offs	-	(16)	(303)	(185)	(28)	-	(532)
Reclassifications	-	-	(459)	-	459	-	-
Exchange differences	-	66	40	13	36	-	150
Disposal of subsidiary	-	(1,118)	(735)	(316)	(567)	-	(2,736)
Balance as of 30 June 2012	-	28,717	32,896	4,113	7,384	-	73,110
Charge for the year	-	6,709	7,513	1,450	858	-	16,530
Disposals and write-offs	-	(68)	(1,235)	(394)	(497)	-	(2,194)
Balance as of 31 March 2013	-	35,358	39,174	5,169	7,745	-	87,446
<b>Impairment losses:</b>							
Balance as of 30 June 2011	50	449	19	3	1	-	522
(Reversal) charge for the year	(32)	-	-	-	-	-	(32)
Balance as of 30 June 2012	18	449	19	3	1	-	490
(Reversal) charge for the year	-	-	1	-	2	-	3
Transfer from investment property	8	-	124	-	17	-	149
Balance as of 31 March 2013	26	449	143	3	18	-	639
<b>Net book value as of 31 March 2013</b>	<b>15,541</b>	<b>111,483</b>	<b>43,709</b>	<b>9,079</b>	<b>6,810</b>	<b>1,435</b>	<b>188,057</b>
<b>Net book value as of 30 June 2012</b>	<b>10,743</b>	<b>68,384</b>	<b>26,240</b>	<b>2,848</b>	<b>2,366</b>	<b>11,675</b>	<b>122,256</b>
<b>Net book value as of 30 June 2011</b>	<b>6,873</b>	<b>71,335</b>	<b>22,699</b>	<b>3,316</b>	<b>3,738</b>	<b>15,247</b>	<b>123,208</b>





## 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
<b>Cost:</b>			
Balance as of 30 June 2011	7,781	3,297	11,078
Additions	1,122	-	1,122
Disposals and write-offs	(65)	-	(65)
Transfers to/from property, plant and equipment	(610)	-	(610)
Balance as of 30 June 2012	8,228	3,297	11,525
Additions	2,589	389	2,978
Acquisition of subsidiaries	-	-	-
Disposals and write-offs	(709)	-	(709)
Transfers from property, plant and equipment	270	-	270
Balance as of 31 March 2013	10,378	3,686	14,064
<b>Accumulated depreciation:</b>			
Balance as of 30 June 2011	-	696	696
Charge for the year	-	94	94
Balance as of 30 June 2012	-	790	790
Charge for the year	-	79	79
Balance as of 31 March 2013	-	869	869
<b>Impairment losses:</b>			
Balance as of 30 June 2011	242	1,128	1,370
(Reversal) charge for the year	(148)	-	(148)
Balance as of 30 June 2012	94	1,128	1,222
(Reversal) charge for the year	(3)	-	(3)
Transfer to property, plant and equipment	(8)	-	(8)
Balance as of 31 March 2013	83	1,128	1,211
<b>Net book value as of 31 March 2013</b>	<b>10,295</b>	<b>1,689</b>	<b>11,984</b>
<b>Net book value as of 30 June 2012</b>	<b>8,134</b>	<b>1,379</b>	<b>9,513</b>
<b>Net book value as of 30 June 2011</b>	<b>7,539</b>	<b>1,473</b>	<b>9,012</b>

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. INVESTMENTS INTO ASSOCIATES AND JOINT VENTURES

As of 31 March 2013 and as of 30 June 2012 the Group had investments into the following associates and joint ventures:

	Place of registration	Effective share held by the Group		Main activities
		As of 31 March 2013	As of 30 June 2012	
<b>Associates</b>				
UAB Jungtinė Ekspedicija	Lithuania	-	45.05%	Expedition and ship's agency services
<b>Joint ventures</b>				
UAB Dotnuvos Projektai	Lithuania	-	50%	Sale of seeds, agricultural machinery
<b>Companies controlled by UAB Dotnuvos Projektai</b>				
UAB Dotnuvos technika	Lithuania	-	50%	Dormant
SIA DOTNUVOS PROJEKTAI	Latvia	-	50%	Sale of seeds, agricultural machinery
AS Dotnuvos Projektai	Estonia	-	50%	Sale of seeds, agricultural machinery

Information on associates and joint ventures of the Group as of 30 June 2012 was as follows (full amounts of revenue and profit and full amounts of statement of financial position):

	Investment at equity method	Profit (loss) for the reporting period	Sales revenue	Non-current assets	Current assets	Non-current liabilities	Current liabilities
<b>Investments into associates</b>							
UAB Jungtinė Ekspedicija	286	1	4,416	235	1,269	100	769
<b>Investments into joint ventures</b>							
UAB Dotnuvos Projektai (consolidated)	29,887	8,131	174,067	33,790	124,834	4,398	94,447

## 9. OTHER INVESTMENTS

Other investments of the Group consist of:

	Share held by the Group	As of 31 March 2013	As of 30 June 2012
Panevėžys district Ėriškių ŽŪB	24.97%	173	173
Other investments		170	138
		<b>343</b>	<b>311</b>

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.





## 10. BORROWINGS

	As of 31 March 2013	As of 30 June 2012
<b>Non-current borrowings</b>		
Bank borrowings secured by the Group assets	35,750	35,393
Other non-current borrowings	1,391	1,356
	37,141	36,749
<b>Current borrowings</b>		
Current portion of non-current bank borrowings	12,573	8,765
Current portion of other non-current borrowings	1,330	1,310
Current bank borrowings secured by the Group assets	343,284	156,235
Factoring with recourse liability	25,613	21,511
Other current borrowings	15,718	1,719
	398,518	189,540
	<b>435,659</b>	<b>226,289</b>

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

## 11. OPERATING EXPENSES

	2012/2013 9 month	2011/2012 9 month
Wages and salaries and social security	30,982	21,604
Consulting expenses	1,187	1,451
Depreciation and amortization	6,146	1,142
Other	17,989	9,246
	<b>56,304</b>	<b>33,443</b>

## 12. OTHER INCOME (EXPENSES)

	2012/2013 9 month	2011/2012 9 month
<b>Other income</b>		
Currency exchange gain	-	3,271
Rental income from investment property and property, plant and equipment	789	660
Gain from disposal of investment property and property, plant and equipment	734	139
Gain from disposal of subsidiaries	-	64,259
Gain from disposal of joint venture	-	1,060
Gain from acquisition of subsidiaries (Note 3)	28,478	-
Other income	1,284	295
	<b>31,285</b>	<b>69,684</b>
<b>Other (expenses)</b>		
Direct operating expenses arising on rental and non-rental earning investment properties	(362)	(177)
Loss from disposal of property, plant and equipment	(210)	(9)
Currency exchange loss	(541)	(1,884)
Other expenses	(3)	(128)
	<b>(1,116)</b>	<b>(2,198)</b>





### 13. COMMITMENTS AND CONTINGENCIES

As of 31 March 2013 the Group is committed to purchase property, plant and equipment for the total amount of LTL 13,734 thousand (LTL 2,754 thousand as of 30 June 2012).

Additional investments are required for cattle farms located in Panevėžys district Aukštadvario ŽŪB and Sidabravo ŽŪB due to stiffening environmental regulation in Lithuania. Incompliance with such regulations may result in significant fines. Total estimated investment value for modernization till compliance level with the environmental regulations set by the Republic of Lithuania amounts to LTL 1,300 thousand as of as of 30 June 2012.

A few Group companies (Biržų district Medeikių 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, Šakiai district Lukšių ŽŪB - up to 2015, Sidabravo ŽŪB – up to 2014. UAB Linas Agro Grūdų Centras KŪB received grant from the European Union and National Paying Agency for grain handling and storage facility upgrade. UAB Linas Agro Grūdų Centras KŪB, KB Karčena are committed not to discontinue operations related to preparation and warehousing of grains for trade agriculture up to 2015. 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 11,395 thousand as of 31 March 2013 (LTL 10,145 thousand as of 30 June 2012).

### 14. 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 March 2013 and 30 June 2012 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;  
Arūnas Jarmolavičius;  
Tomas Tumėnas.

#### Subsidiaries:

List provided in Note 3.

#### Joint ventures (Note 8):

UAB Dotnuvos Projektai (till 30 September 2012, from 1 October 2012 is consolidated subsidiary);  
ŽŪB Dotnuvos Agroservisas (till 28 December 2011, reorganized);  
UAB DOTNUVOS TECHNIKA (till 30 September 2012, from 1 October 2012 is consolidated subsidiary);  
SIA DOTNUVOS PROJEKTAI (till 30 September 2012, from 1 October 2012 is consolidated subsidiary);  
AS DOTNUVOS PROJEKTAI (till 30 September 2012, from 1 October 2012 is consolidated subsidiary);  
UAB Kustodija (till 19 October 2011).

#### Associates (Note 8):

UAB Jungtinė Ekspedicija (till 28 February 2013, from 1 March 2013 is consolidated subsidiary).

Akola ApS group companies:

Akola ApS (Denmark) (controlling shareholder);  
UAB MESTILLA (same ultimate controlling shareholders);  
PAT UKRAGRO NPK (Ukraine) (same ultimate controlling shareholders, subsidiary starting from 1 July 2010 till 6 February 2012).

UAB Baltic Fund Investments (Tomas Tumėnas is a director of this company);  
UAB CEY (Arūnas Jarmolavičius is a director of this company).



## 14. RELATED PARTIES TRANSACTIONS (CONT'D)

The Group's transactions with related parties in 9 month period ended 31 March 2013 were as follows:

2013 9 month	Purchases	Sales	Receivables			Payables	Current loans received
			Trade receivables	Current loans receivable	Non-current loans receivable		
Members of the board	20	-	-	-	-	-	663
Joint ventures	6,886	392	-	-	-	-	-
Associates	7,145	77	-	-	-	-	-
Akola ApS group companies	11,350	82,814	34,313	3,000	8,864	2,931	10,143

\* Loans borrowed from related parties are accounted for under current portion of non-current borrowings in the statements of financial position (Note 10).

As of 31 March 2013 and as of 30 June 2012 annual interest rate of the Group's loans borrowed is fixed 7%. Non-current loans receivable from related parties are equal 3.7% and 3 month EURIBOR + 2.45% margin annual interest rate.

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 March 2013 and 30 June 2012.

## 15. SUBSEQUENT EVENTS

On 2 May UAB "Linas Agro" Grūdų centras KŪB established subsidiary in Latvia SIA "Linas Agro" Graudu centrs.