

**Open Joint Stock Company  
HALOPOLYMER**

**Consolidated Financial Statements  
for the year ended 31 December 2012  
and Auditor's Report**

# OPEN JOINT STOCK COMPANY HALOPOLYMER

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# OPEN JOINT STOCK COMPANY HALOPOLYMER

## STATEMENT OF MANAGEMENT'S RESPONSIBILITIES FOR THE PREPARATION AND APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

Management is responsible for the preparation of the consolidated financial statements that present fairly the consolidated financial position of Open Joint Stock Company HaloPolymer and its subsidiaries (collectively – “the Group”) as at 31 December 2012 and the consolidated results of its operations, cash flows and changes in equity for the year then ended, in compliance with International Financial Reporting Standards (“IFRS”).

In preparing the consolidated financial statements, management is responsible for:

- Properly selecting and applying accounting policies;
- Presenting information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- Providing additional disclosures when compliance with the specific requirements in IFRSs are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the Group’s consolidated financial position and financial performance; and
- Making an assessment of the Group’s ability to continue as a going concern.

Management is also responsible for:


- Designing, implementing and maintaining an effective and sound system of internal controls, throughout the Group;
- Maintaining adequate accounting records that are sufficient to show and explain the Group’s transactions and disclose with reasonable accuracy the consolidated financial position of the Group, and to ensure that the consolidated financial statements of the Group comply with IFRS;
- Maintaining statutory accounting records in compliance with Russian legislation and accounting standards;
- Taking such steps as are reasonably available to safeguard the assets of the Group; and
- Preventing and detecting fraud and other irregularities.

The consolidated financial statements of the Group for the year ended 31 December 2012 were approved on behalf of the management on 30 April 2013 by:



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Maksim V. Deroshkevich  
Chief Executive Officer



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Tatyana A. Uzhva  
Deputy Chief Financial Officer

Moscow, Russia  
30 April 2013

## INDEPENDENT AUDITORS' REPORT

### To the Shareholders and Board of Directors of Open Joint Stock Company Halopolymer:

We have audited the accompanying consolidated financial statements of Open Joint Stock Company HaloPolymer and its subsidiaries (collectively - "the Group"), which comprise the consolidated statement of financial position as at December 31, 2012, and the consolidated statement of comprehensive income, statement of changes in equity and cash flows for 2012, and notes comprising a summary of significant accounting policies and other explanatory information.

### Management's responsibility for the consolidated financial statements

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

### Auditors' responsibility

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

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

We believe that the audit evidence we have obtained is sufficient and appropriate to express an opinion on the fair presentation of these consolidated financial statements.

## Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Group as at 31 December 2012, and its financial performance and its cash flows for 2012 in accordance with International Financial Reporting Standards.

30 April 2013  
Moscow, Russian Federation

Golovkina N. Partner  
(certificate no. 01-001/103 dated 14 January 2013)

ZAO Deloitte & Touche CIS



The Entity: Open Joint Stock Company HaloPolymer

Certificate of state registration 77 № 010565107, issued by the Moscow Inspectorate of the Russian Ministry of Taxation № 46 by 04.05.2008.

Certificate of registration in the Unified State Register № 1087746601964 of 04.05.2008, issued by Moscow Inspectorate of the Russian Ministry of Taxation № 46.

Address: 31A, bld.1, Leningradsky pr., Moscow, Russia, 125284.

Independent Auditor: ZAO "Deloitte & Touche CIS"

Certificate of state registration № 018.482, issued by the Moscow Registration Chamber on 30.10.1992.

Certificate of registration in the Unified State Register № 1027700425444 of 13.11.2002, issued by Moscow Interdistrict Inspectorate of the Russian Ministry of Taxation № 39.

Certificate of membership in «NP «Audit Chamber of Russia» (auditors' SRO) of 20.05.2009 № 3026, ORNZ 10201017407.

# OPEN JOINT STOCK COMPANY HALOPOLYMER

## CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2012

*All amounts are in thousands of US Dollars*

	Notes	Year ended 31 December 2012	Year ended 31 December 2011
<b>Revenue</b>			
Sales of polymers and products of inorganic chemistry		206 659	297 012
Sales of emission reduction units		101 590	199 107
Sales of services		13 086	12 940
<b>Total revenue</b>		<b>321 335</b>	<b>509 059</b>
Cost of sales	4	(202 187)	(235 917)
<b>Gross profit</b>		<b>119 148</b>	<b>273 142</b>
Selling and distribution expenses	5	(30 956)	(26 062)
General and administrative expenses	6	(43 368)	(55 807)
Other operating income		4 755	8 795
Other operating expenses		(5 393)	(2 414)
<b>Operating profit</b>		<b>44 186</b>	<b>197 654</b>
Interest income		304	789
Interest expense	7	(4 611)	(5 594)
Foreign exchange (loss)/gain from financing activities		(59)	259
<b>Profit before income tax</b>		<b>39 820</b>	<b>193 108</b>
Income tax expense	8	(12 883)	(37 863)
<b>PROFIT FOR THE YEAR</b>		<b>26 937</b>	<b>155 245</b>
Attributable to:			
Equity holders of the parent		26 593	154 851
Non-controlling interests		344	394
		<b>26 937</b>	<b>155 245</b>
<b>OTHER COMPREHENSIVE INCOME/(LOSS)</b>			
Effect of translation to presentation currency		12 754	(16 779)
<b>Other comprehensive income/(loss) for the year</b>		<b>12 754</b>	<b>(16 779)</b>
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>		<b>39 691</b>	<b>138 466</b>
Attributable to:			
Equity holders of the parent		39 347	138 072
Non-controlling interests		344	394
		<b>39 691</b>	<b>138 466</b>

# OPEN JOINT STOCK COMPANY HALOPOLYMER

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2012

*All amounts are in thousands of US Dollars*

	Notes	31 December 2012	31 December 2011
<b>ASSETS</b>			
<b><i>Non-current assets</i></b>			
Property, plant and equipment	9	156 450	125 592
Goodwill	10	3 632	3 426
Intangible assets		1 648	603
Accounts receivable		562	604
Inventories	11	7 876	5 842
Deferred tax assets	17	1 746	1 005
		<b>171 914</b>	<b>137 072</b>
<b><i>Current assets</i></b>			
Inventories	11	118 024	70 922
Trade and other receivables	12	26 443	17 309
Advances paid and prepaid expenses		9 121	11 633
Income tax receivable		5 655	17 672
Other taxes receivable	13	16 872	18 296
Other financial assets		571	1 128
Cash and cash equivalents	14	1 121	29 619
		<b>177 807</b>	<b>166 579</b>
<b>TOTAL ASSETS</b>		<b>349 721</b>	<b>303 651</b>
<b>EQUITY AND LIABILITIES</b>			
<b><i>Capital and reserves</i></b>			
Share capital		21	21
Additional paid-in-capital		115 696	114 293
Foreign currency translation reserve		(8 487)	(21 241)
Retained earnings		132 468	105 875
<b>Equity attributable to shareholders of the parent</b>		<b>239 698</b>	<b>198 948</b>
Non-controlling interests		3 991	3 437
		<b>243 689</b>	<b>202 385</b>
<b><i>Non-current liabilities</i></b>			
Loans and borrowings	16	10 307	27 166
Retirement benefit obligations		921	772
Deferred tax liabilities	17	9 073	8 459
Other non-current financial liabilities		991	1 347
		<b>21 292</b>	<b>37 744</b>
<b><i>Current liabilities</i></b>			
Loans and borrowings	16	54 054	27 261
Trade and other payables	18	21 697	16 364
Advances received		5 107	15 315
Income tax payable		26	152
Other taxes payable	19	3 856	4 430
		<b>84 740</b>	<b>63 522</b>
<b>TOTAL LIABILITIES</b>		<b>106 032</b>	<b>101 266</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>349 721</b>	<b>303 651</b>

# OPEN JOINT STOCK COMPANY HALOPOLYMER

## CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 DECEMBER 2012

*All amounts are in thousands of US Dollars*

	Year ended 31 December 2012	Year ended 31 December 2011
<b>Operating activities</b>		
Profit before income tax	39 820	193 108
Adjustments for:		
Depreciation and amortization	11 539	11 625
Share-based arrangements	1 403	8 831
Loss/(gain) on disposal of property, plant and equipment	258	(349)
Foreign currency exchange loss/(gain), net	1 065	(160)
Interest income	(291)	(310)
Interest expense	4 611	4 362
Loss on disposal of intangible assets	127	369
Change in provisions and allowances	3 482	1 470
Change in retirement benefit obligations	100	(39)
Impairment of PPE	1 584	-
<b>Operating profit before working capital changes</b>	<b>63 698</b>	<b>218 907</b>
Change in inventories	(43 957)	(44 563)
Change in trade and other receivables	(9 579)	(11 330)
Change in advances paid and prepaid expenses	3 136	(504)
Change in other taxes receivable	2 464	(12 813)
Change in trade and other payables	2 603	(3 669)
Change in advances received	(10 869)	13
Change in other taxes payable	(821)	2 352
<b>Cash generated from operating activities</b>	<b>6 675</b>	<b>148 393</b>
Income tax paid	(813)	(57 749)
Interest paid	(5 634)	(5 246)
<b>Net cash generated from operating activities</b>	<b>228</b>	<b>85 398</b>
<b>Investing activities</b>		
Acquisition of property, plant and equipment	(36 414)	(44 434)
Proceeds from sale of property, plant and equipment	719	616
Purchase of intangible assets	(1 486)	-
Acquisition of subsidiary	-	(478)
Contribution from shareholders	210	-
Repayment of loans issued	(80)	-
Acquisition of promissory notes	(4 964)	(4 961)
Repayment of promissory notes	5 588	5 231
Interest received	219	277
<b>Net cash used in investing activities</b>	<b>(36 208)</b>	<b>(43 749)</b>
<b>Financing activities</b>		
Proceeds from loans and borrowings	116 488	199 811
Repayment of loans and borrowings	(110 012)	(262 457)
Repayment of notes payable	-	(544)
Repayment of financial leases	(135)	(26)
Dividends paid	-	(16 890)
<b>Net cash generated/(used in) from financing activities</b>	<b>6 341</b>	<b>(80 106)</b>
<b>Net decrease in cash and cash equivalents</b>	<b>(29 639)</b>	<b>(38 457)</b>
Cash and cash equivalents at beginning of the year	29 619	68 473
Effect of translation to presentation currency and exchange rate changes on the balance of cash held in foreign currencies	1 141	(397)
<b>Cash and cash equivalents at end of the year</b>	<b>1 121</b>	<b>29 619</b>



## OPEN JOINT STOCK COMPANY HALOPOLYMER

### CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2012

*All amounts are in thousands of US Dollars*

	Notes	Equity attributable to shareholders of the parent					Non-controlling interests	Total
		Share capital	Additional paid-in capital	Translation reserve	(Accumulated deficit)/ retained earnings	Total		
<b>Balance at 31 December 2010</b>		<b>21</b>	<b>104 615</b>	<b>(4 462)</b>	<b>(32 086)</b>	<b>68 088</b>	<b>2 509</b>	<b>70 597</b>
Profit for the year		-	-	-	154 851	154 851	394	155 245
Other comprehensive loss		-	-	(16 779)	-	(16 779)	-	(16 779)
<b>Total comprehensive(loss)/income for the year</b>		<b>-</b>	<b>-</b>	<b>(16 779)</b>	<b>154 851</b>	<b>138 072</b>	<b>394</b>	<b>138 466</b>
Share-based payments	20	-	8 831	-	-	8 831	-	8 831
Acquisition of subsidiaries		-	-	-	-	-	534	534
Effect from discounting		-	847	-	-	847	-	847
Dividends paid		-	-	-	(16 890)	(16 890)	-	(16 890)
<b>Balance at 31 December 2011</b>		<b>21</b>	<b>114 293</b>	<b>(21 241)</b>	<b>105 875</b>	<b>198 948</b>	<b>3 437</b>	<b>202 385</b>
Profit for the year		-	-	-	26 593	26 593	344	26 937
Other comprehensive income		-	-	12 754	-	12 754	-	12 754
<b>Total comprehensive income for the year</b>		<b>-</b>	<b>-</b>	<b>12 754</b>	<b>26 593</b>	<b>39 347</b>	<b>344</b>	<b>39 691</b>
Share-based payments	20	-	1 403	-	-	1 403	-	1 403
Increase in non-controlling interest due to additional investment in subsidiary		-	-	-	-	-	210	210
<b>Balance at 31 December 2012</b>		<b>21</b>	<b>115 696</b>	<b>(8 487)</b>	<b>132 468</b>	<b>239 698</b>	<b>3 991</b>	<b>243 689</b>

# OPEN JOINT STOCK COMPANY HALOPOLYMER

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

*All amounts are in thousands of US Dollars unless otherwise stated*

### 1. GENERAL INFORMATION

Open Joint Stock Company HaloPolymer (the “Company”) was incorporated in Moscow, Russian Federation, on 21 April 2008. The registered office of the Company is Russian Federation, 125284, Moscow, Leningradsky pr., 31A, bld. 1. At 31 December 2012, the Company was 79.75% owned by Ftorchem Limited, CI – Chemical Invest Limited – 1%. All these entities are ultimately owned and controlled by Mr. Dmitry A. Mazepin. The remaining 19.25% of the Company’s shares were held by management and Board members.

#### Principal business activities

The principal business activities of the Company and its subsidiaries (the “Group”) are production and distribution of polymers and products of inorganic chemistry and provision of lease and sub-lease services to its customers and other related parties of the Group. The main polymers and fluoroplastics products of the Group are monomers, polymers, fluoropolymers, fluororubber, special gases such as freon and others. Even though the Russian Federation did not validate the new stage of Kyoto Protocol after 31 December 2012, the Group expects to receive income from the sale of Emission Reduction Units (“ERU”) generated within environmental investment projects related to its ongoing operating activities up to 31 December 2013.

After the above date, ERU sales are subject to updated regulations with relation to implementation of Kyoto Protocol by the Russian Federation.

The major operational facilities of the Group are located in the Perm and Kirov regions of the Russian Federation. The principal business activities and effective ownership in significant subsidiaries are presented below:

Subsidiary	Principal activity	Location	Effective ownership, %	
			31 December 2012	31 December 2011
OJSC HaloPolymer Perm	Production of polymers and products of inorganic chemistry	Russia	99.20%	99.20%
LLC HaloPolymer Kirovo-Chepetsk	Production of polymers and products of inorganic chemistry	Russia	100.00%	100.00%
LLC HaloPolymer Repair	Services	Russia	100.00%	100.00%
LLC HaloPolymer Pashia	Mining	Russia	100.00%	100.00%
LLC HaloPolymer Logistics	Transportation and logistical services	Russia	66.64%	66.64%
LLC HaloPolymer Trading	Sales of polymers and products of inorganic chemistry	USA	100.00%	-
LLC MIMC	Processing of fluorspar concentrate	Mongolia	51.00%	51.00%

#### Basis of presentation

##### *Statement of compliance*

The consolidated financial statements of the Group have been prepared in accordance with International Financial Reporting Standards (“IFRS”), which standards and interpretations approved by the International Accounting Standards Board, including International Accounting Standards (“IAS”) and interpretations issued by the IFRS Interpretations Committee (“IFRIC”).

##### *Basis of preparation*

The consolidated financial statements have been prepared on the historical cost basis.

# OPEN JOINT STOCK COMPANY HALOPOLYMER

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

*All amounts are in thousands of US Dollars unless otherwise stated*

### Adoption of new and revised standards and interpretations

#### **Standards and interpretations effective in the current period**

In the current year, the Group has adopted all revised and new standards and interpretations issued by the International Accounting Standards Board and International Financial Reporting Interpretations Committee that are mandatory for adoption in the annual periods beginning on 1 January 2012.

#### **Standards and interpretations adopted with no effect on the consolidated financial statements**

- Amendments to IAS 1 "Presentation of Financial Statements";
- Amendments to IAS 12 "Income Taxes".

The application of these new and revised IFRSs may affect the accounting for future transactions or arrangements.

#### **Standards and interpretations in issue but not yet adopted**

At the date of authorisation of these consolidated financial statements, the following standards and interpretations were in issue but not yet effective:

<b>Standards and Interpretations</b>	<b>Effective for annual periods beginning on or after</b>
IAS 16 "Property, Plant and Equipments" (amended)	1 January 2013
IAS 19 "Employee Benefits" (amended)	1 January 2013
IAS 27 "Separate financial Statements" (amended)	1 January 2013
IAS 28 "Investments in Associates and Joint Ventures" (amended)	1 January 2013
IAS 32 "Financial Instruments" (amendments relating to presentation of tax effect of equity distributions)	1 January 2013
IAS 32 "Financial Instruments" (amendments relating to the offsetting of assets and liabilities)	1 January 2014
IFRS 1 "First-time adoption of International Reporting Standards" (amendment)	1 January 2013
IFRS 7 "Financial Instruments: Disclosures"	1 January 2013
IFRS 9 "Financial Instruments"	1 January 2015
IFRS 10 "Consolidated Financial Statements"	1 January 2013
IFRS 11 "Joint Arrangements"	1 January 2013
IFRS 12 "Disclosure of Interest in Other Entities"	1 January 2013
IFRS 13 "Fair Value Measurement"	1 January 2013

Management anticipates that all of the above standards and interpretations will be adopted in the Group's consolidated financial statements for the respective periods. The impact of their adoption in the preparation of the consolidated financial statements in future periods is currently being assessed by management.

## 2. SIGNIFICANT ACCOUNTING POLICIES

### **Basis of consolidation**

The consolidated financial statements incorporate financial statements of the Company and entities controlled by the Company (its subsidiaries). Control is achieved where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

Income and expenses of subsidiaries acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the effective date of acquisition and up to the effective date of disposal, as appropriate. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group.

All intra-group transactions, balances, income and expenses are eliminated in full on consolidation.

# OPEN JOINT STOCK COMPANY HALOPOLYMER

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

*All amounts are in thousands of US Dollars unless otherwise stated*

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Changes in the Group's interest in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amount of the Group's interest and the non-controlling interests are adjusted to reflect the changes in their relative interest in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. When assets of the subsidiary are carried at revalued amounts or fair values and the related cumulative gain or loss has been recognised in other comprehensive income and accumulated in equity, the amounts previously recognised in other comprehensive income and accumulated in equity are accounted for as if the Company had directly disposed of the relevant assets (i.e. reclassified to profit or loss or transferred directly to retained earnings as specified by applicable IFRS). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under IAS 39 "Financial Instruments: Recognition and Measurement" or, when applicable, the cost on initial recognition of an investment in an associate or a jointly controlled entity.

### **Business combinations**

Acquisitions of subsidiaries and businesses, other than those arising from entities under common control, are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- Deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with IAS 12 "Income Taxes" and IAS 19 "Employee Benefits" respectively;
- Liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with IFRS 2 "Share-based Payment" at the acquisition date; and
- Assets (or disposal groups) that are classified as held for sale in accordance with IFRS 5 "Non-current Assets Held for Sale and Discontinued Operations" are measured in accordance with that Standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at fair value or, when applicable, on the basis specified in another IFRS.

# OPEN JOINT STOCK COMPANY HALOPOLYMER

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

*All amounts are in thousands of US Dollars unless otherwise stated*

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If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see above), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date.

### **Goodwill**

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (see above) less accumulated impairment losses, if any.

For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss in the consolidated statement of comprehensive income. An impairment loss recognised for goodwill is not reversed in a subsequent period.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

### **Common control transactions**

The assets and liabilities of subsidiaries acquired from entities under common control are recorded at the carrying values recognised by the transferor. Any difference between the carrying value of the net assets of subsidiaries acquired, and the consideration paid by the Group is accounted for as an adjustment to shareholders' equity. The net assets of the subsidiaries and their results are recognised from the date on which control of the subsidiaries was obtained by the transferor.

The cost of assets acquired from entities under common control is measured as the carrying value of the asset given up by the transferor at the date of the transaction. Any difference between the carrying value of the assets acquired, and the consideration paid by the Group is accounted for as an adjustment to shareholders' equity.

The cost of assets and liabilities disposed off to entities under common control is measured as the carrying value of the asset or liability given up by the transferor at the date of the transaction. Any difference between the carrying value of the assets disposed off, and the consideration paid by the transferee as well as the carrying value of liabilities disposed off, and the consideration paid by the transferor are accounted for as an adjustment to shareholders' equity.

### **Revenue recognition**

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for estimated customer returns, rebates and other similar allowances.

Revenue is recognised to the extent that it is probable that economic benefits will flow to the Group and the revenue and costs incurred or to be incurred in respect of transaction can be reliably measured.

Cash received in advance from customers is not included in current year revenue, and is recognised within advances received.

# OPEN JOINT STOCK COMPANY HALOPOLYMER

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

*All amounts are in thousands of US Dollars unless otherwise stated*

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### **Sales of goods**

Revenue from sale of goods comprises sales of polymers, fluoroplastics and their by-products, and is recognised when significant risks and rewards of ownership are transferred to the buyer in accordance with the shipping terms specified in the sales agreements.

### **Sales of emission reduction units**

ERU are generated over the period and are credited to the special accounts after verification by the regulators. Revenue from the sale of emission reduction units is recognised when they are transferred to the customer's account in the Russian register of carbon units.

### **Rendering of services**

The Group provides the following principal types of services:

- Production of heat energy;
- Construction, repairs and maintenance services;
- Transportation services; and
- Agent services.

Revenue from contracts to provide services are recognised when the services are rendered or by reference to the stage of completion of construction contracts.

### **Interest income**

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

### **Foreign currencies**

The functional currency of the Company and its subsidiaries operating on the territory of the Russian Federation is the Russian Rouble ("RUB"), which reflects the economic substance of its operations.

In preparing the financial statements of each individual group entity, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Goodwill and fair value adjustments arising on business combinations are treated as assets and liabilities of the respective operation and translated at the reporting date.

Exchange rates used in the preparation of the consolidated financial statements, as quoted by the Central Bank of the Russian Federation, were as follows (RUB to 1 U.S. Dollar ("USD")):

	<u>31 December 2012</u>	<u>31 December 2011</u>
Year-end rates	30.3727	32.1961
Average for the year ended	31.0930	29.3874

# OPEN JOINT STOCK COMPANY HALOPOLYMER

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

*All amounts are in thousands of US Dollars unless otherwise stated*

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Management of the Group has chosen to present consolidated financial statements in USD for the convenience of the users of these consolidated financial statements.

The translation from functional currency into presentation currency is performed as follows:

- Assets and liabilities are expressed in USD using exchange rates prevailing at the reporting date;
- Income and expense items are translated at exchange rates that approximate the exchange rates at the dates of the transactions, unless exchange rates fluctuated significantly during that period, in which case the exchange rates at the dates of the transactions are used;
- Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity; and
- In the consolidated statement of cash flows, cash balances at the beginning and end of each period presented are translated at exchange rates at the respective dates. All cash flows are translated at exchange rates that approximate the exchange rates at the dates of the transactions, unless exchange rates fluctuated significantly during that period, in which case the exchange rates at the dates of the transactions are used. Resulting exchange differences, if any, are presented as effect of exchange rate changes on the balance of cash held in foreign currencies.

### **Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such as, time when the assets are substantially ready for their intended use or sale.

Investment income earned on temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

### **Income tax**

Income tax expense represents the sum of the tax currently payable and deferred tax.

#### ***Current tax***

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the consolidated statement of comprehensive income because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

#### ***Deferred tax***

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

# OPEN JOINT STOCK COMPANY HALOPOLYMER

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

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Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

### **Property, plant and equipment**

Items of property, plant and equipment are stated at cost, less accumulated depreciation and impairment losses.

Where parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items of property, plant and equipment.

The Group recognises in the carrying amount of an item of property, plant and equipment the cost of replacing part of such an item if it is probable that the future economic benefits embodied with the item will flow to the Group and the cost of the item can be measured reliably. All other costs are recognised in profit or loss as incurred.

The gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the in profit or loss.

### **Depreciation**

Depreciation is calculated on a straight-line basis over the estimated useful lives of each part of an item of property, plant and equipment. Assets held under finance lease arrangements are depreciated over the shorter of their estimated useful lives and lease terms. If there is reasonable certainty that the lessee will obtain ownership by the end of the lease term, the period of expected use is the useful life of the asset. Land is not depreciated.

The estimated useful lives for the major classes of assets are as follows:

Buildings and structures	20-40 years
Machinery, equipment and transport	3-19 years
Other	1-4 years



# OPEN JOINT STOCK COMPANY HALOPOLYMER

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

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### **Construction-in-progress**

Construction-in-progress comprises costs directly related to construction of property, plant and equipment including an appropriate allocation of directly attributable variable overheads that are incurred in construction as well as costs of purchase of other assets that require installation or preparation for their use. Depreciation of these assets, on the same basis as for other property assets, commences when the assets are put into operation. Construction-in-progress is reviewed regularly to determine whether its carrying value is fairly stated and an appropriate provision for impairment is made, if necessary.

### **Intangible assets**

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

The estimated useful lives for the major classes of intangible assets are as follows:

Software	1-5 years
Licences	1-5 years

### **Impairment of tangible and intangible assets other than goodwill**

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less cost to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

# OPEN JOINT STOCK COMPANY HALOPOLYMER

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

*All amounts are in thousands of US Dollars unless otherwise stated*

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### **Financial assets**

All financial assets of Group are included in “a loans and receivables” category. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

### ***Effective interest method***

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

### ***Loans and receivables***

Trade receivables, loans issued, and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as loans and receivables. Loans and receivables are measured at amortised cost using the effective interest method less any impairment.

Interest income is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial.

### ***Impairment of loans and receivables***

Loans and receivables are assessed for indicators of impairment at the end of each reporting period. Loans and receivables are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been affected.

For loans and receivables objective evidence of impairment could include:

- Significant financial difficulty of the counterparty; or
- Default or delinquency in interest or principle payments; or
- It is becoming probable that the counterparty will enter bankruptcy or financial re-organisation.

For loans and receivables carried at amortised cost, the amount of the impairment is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate.

The carrying amount of the loans is reduced by the impairment loss directly. For trade receivables the carrying amount is reduced through the use of an allowance account. When a trade receivable is uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

# OPEN JOINT STOCK COMPANY HALOPOLYMER

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

*All amounts are in thousands of US Dollars unless otherwise stated*

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### ***Derecognition of financial assets***

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire; or it transfers the financial assets and substantially all the risk and rewards of ownership of the asset to another entity.

### **Inventories**

Inventories are stated at the lower of cost and net realisable value. Cost is determined by using the weighted average method. The cost of finished goods and work in progress includes direct cost and the allocation of related production overheads. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale. Where the net realisable value is lower than costs, an allowance for obsolete and slow-moving raw materials is recognised.

### **Cash and cash equivalents**

Cash and cash equivalents comprise cash in hand, current accounts and cash deposits with banks and highly liquid investments with maturities of three months or less, that are readily convertible to known amounts of cash and are subject to an insignificant risk of changes in value.

### **Financial liabilities**

#### ***Classification as debt or equity***

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement and the definitions of a financial liability and an equity instrument.

#### ***Other financial liabilities***

Other financial liabilities are initially recognised at fair value less transaction costs that are directly attributable to the issue of these financial liabilities. They are subsequently measured at amortised cost using the effective interest method.

### **Provisions and contingencies**

#### ***Provisions***

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

#### ***Contingencies***

Contingent liabilities are not recognised in the consolidated financial statements unless they arise as a result of a business combination. Contingencies attributable to specific events are disclosed unless the probability of an outflow of resources embodying economic benefits is remote. Contingent assets are not recognised in the consolidated financial statements but are disclosed when an inflow of economic benefits is probable.

# OPEN JOINT STOCK COMPANY HALOPOLYMER

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

*All amounts are in thousands of US Dollars unless otherwise stated*

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### **Employee benefit obligations**

Remuneration to employees in respect of services rendered during the reporting period, including accruals for unused vacation and bonuses and related social security tax, is recognised as an expense in the period when it is earned.

### **Defined contribution plan**

Subsidiaries registered in the Russian Federation are legally obliged to make defined contributions to the State Pension Fund. This defined contribution plan is financed on a pay-as-you-earn basis.

In the Russian Federation all obligatory social contributions, including contributions to the State Pension Fund, are collected through Social security charges calculated by the application of a rate of 30.0% for annual gross remuneration of each employee not exceeding RUB 512 thousand. For remuneration exceeding the set amount the rate drops to 10.0%.

### **Defined benefit plans**

For defined benefit retirement plans, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at the end of each reporting period and with immediate recognition of all actuarial gains and losses in profit or loss. Past service cost is amortised on a straight-line basis over the average period until the benefits become vested.

The retirement benefit obligation recognised in the statement of financial position represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost.

### **Share-based payment arrangements**

Equity-settled share-based payments to employees are measured at the fair value of the shares at the grant date. The fair value of the shares granted to employees is determined based on Company's fair value at grant date.

The fair value of shares determined at the grant date is expensed in a straight line basis over the vesting period, based on the Group's estimate of shares that will eventually vest, with a correspondent increase of additional paid-in capital in equity. At the end of each reporting period, the Group revises its estimate of the number of shares that expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a correspondent adjustment to the additional paid-in capital.

## **3. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY**

In the application of the Group's accounting policies, which are described in note 2, the Management are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The most significant areas requiring the use of management estimates and assumptions relate to:

- Useful economic lives of property, plant and equipment;
- Impairment of property, plant and equipment and intangible assets excluding goodwill;
- Allowances for doubtful receivables;
- Net realisable value and allowances for obsolete and slow-moving raw materials;
- Valuation of shares; and
- Taxation.

# OPEN JOINT STOCK COMPANY HALOPOLYMER

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

*All amounts are in thousands of US Dollars unless otherwise stated*

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### **Useful lives of property, plant and equipment**

The estimation of the useful lives of items of property, plant and equipment is a matter of judgement based on the Group's experience with similar assets. The future economic benefits embodied in the assets are consumed principally through use. However, other factors, such as technical or commercial obsolescence and condition of the assets (including operational factors and utilisation of maintenance programs), often will result in a change of the economic benefit from these assets.

Management periodically reviews the appropriateness of the remaining useful lives of property, plant and equipment. Revisions to estimates of the useful lives of items of property, plant and equipment are recognised prospectively in the period of the revision and where applicable, future periods. Accordingly, this may impact the amount of depreciation expense and carrying amount of property, plant and equipment to be recognised in the future.

### **Impairment of property, plant and equipment and intangible assets excluding goodwill**

The Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets are impaired. In making the assessment for impairment, assets that do not generate independent cash flows are allocated to an appropriate cash-generating unit.

Management necessarily applies its judgement in allocating assets that do not generate independent cash flows to appropriate cash-generating units, and also in estimating the timing and value of underlying cash flows within the value in use calculation. In determining the value in use calculation, future cash flows are estimated at each cash-generating unit is based on a cash flows projection utilising the latest budgeted information available.

Future cash flows model involves significant estimates and assumptions regarding the market growth, market demand for the products, profitability of products, expected changes in foreign currency (especially USD to RUB) and discount rates.

### **Allowances for doubtful receivables**

Accounts receivable are stated at amortised cost after deducting an allowance for doubtful receivables. The allowance for doubtful receivables is the Group's best estimate of probable credit losses in the Group's existing accounts receivable balances. When evaluating the adequacy of the allowance for doubtful receivables, management bases its estimates on the current overall economic conditions, the ageing of accounts receivable balances, historical write-off experience, customer creditworthiness and changes in payment terms.

Uncertainties regarding changes in the financial condition of customers, either adverse or positive, could impact the amount and timing of allowances for doubtful receivables that may be required.

# OPEN JOINT STOCK COMPANY HALOPOLYMER

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

*All amounts are in thousands of US Dollars unless otherwise stated*

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### **Net realisable value and allowances for obsolete and slow-moving raw materials**

Certain finished goods and raw materials of the Group are carried at net realisable value. Estimates of net realisable value of inventories are based on the most reliable evidence available at the time the estimates are made. These estimates take into consideration fluctuations of prices or costs directly relating to events occurring subsequent to the reporting date to the extent that such events confirm conditions existing at the end of the reporting period. The adequacy of the Group's reserves could be materially affected by changes in the supply and demand for products, subsequent changes to prices or costs or regulatory actions.

Inventories are stated at the lower of cost or net realisable value. Cost is determined by using the weighted average method of accounting. Allowances for excess or obsolete inventory are recorded based on a variety of factors, including product changes and improvements, changes in raw material availability, new product introductions, estimated future demand and market conditions.

### **Valuation of shares**

As described in note 20, the Group uses valuation techniques that include inputs that are not based on observable market data to estimate the fair value of shares granted to key management. Note 20 provides detailed information about the key assumptions used in the determination of the fair value of shares.

### **Taxation**

The Group is subject to income taxes in the Russian Federation. Russian tax, currency and customs legislation is subject to varying interpretations. The Group recognises liabilities for anticipated additional tax assessments as a result of tax audits based on estimates of whether it is probable that additional taxes will be due.

Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax provisions in the period in which such determinations are made.

Deferred tax assets are reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax assets to be utilised. The estimation of that probability includes judgements based on the expected performance of the Group. Various factors are considered to assess the probability of the future utilisation of deferred tax assets, including past operating results, operational plans, expiration of tax losses carried forward, and tax planning strategies. If actual results differ from these estimates or if these estimates must be adjusted in future periods, the financial position, results of operations and cash flows may be negatively affected.

# OPEN JOINT STOCK COMPANY HALOPOLYMER

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

*All amounts are in thousands of US Dollars unless otherwise stated*

### 4. COST OF SALES

	Year ended 31 December 2012	Year ended 31 December 2011
Raw materials and other inventories	81 642	84 218
Energy and utilities	66 456	63 668
Staff costs	35 535	39 077
Depreciation and amortization	9 860	9 779
Transportation	6 446	8 855
Repair and maintenance	3 921	5 202
Taxes, other than income tax	1 607	1 636
Rent	652	524
Change in inventory balance of work-in-progress and finished goods	(39 253)	(27 082)
Other	35 321	50 040
<b>Total</b>	<b>202 187</b>	<b>235 917</b>

### 5. SELLING AND DISTRIBUTION EXPENSES

	Year ended 31 December 2012	Year ended 31 December 2011
Transportation	19 672	12 460
Staff costs	2 458	2 281
Depreciation and amortization	764	798
Other	8 062	10 523
<b>Total</b>	<b>30 956</b>	<b>26 062</b>

### 6. GENERAL AND ADMINISTRATIVE EXPENSES

	Year ended 31 December 2012	Year ended 31 December 2011
Staff costs	20 881	29 587
Legal and consulting services	5 640	9 601
Rent	2 975	2 410
Change in allowance for doubtful receivables and impairment of advances paid and prepaid expenses	1 825	(280)
Repair and maintenance	1 427	1 503
Security	1 427	1 290
Insurance	1 404	943
Taxes, other than income tax	1 134	1 487
Depreciation and amortization	915	1 048
Other	5 740	8 218
<b>Total</b>	<b>43 368</b>	<b>55 807</b>

Staff costs for the year ended 31 December 2012 include share based payments in the amount of USD 1 403 thousand (2011: USD 8 831 thousand)

# OPEN JOINT STOCK COMPANY HALOPOLYMER

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

*All amounts are in thousands of US Dollars unless otherwise stated*

### 7. INTEREST EXPENSE

	Year ended 31 December 2012	Year ended 31 December 2011
Interest on loans and borrowings	5 978	6 422
Other finance costs	135	36
	<b>6 113</b>	<b>6 458</b>
Less: Capitalised interest	(1 502)	(864)
<b>Total</b>	<b>4 611</b>	<b>5 594</b>

### 8. INCOME TAX

	Year ended 31 December 2012	Year ended 31 December 2011
Current income tax expense	13 455	33 933
Deferred tax benefit	(572)	3 930
<b>Total</b>	<b>12 883</b>	<b>37 863</b>

The corporate income tax rates in the Kirov and Perm regions of the Russian Federation, the primary locations of the Group's production entities, are 20% and 15.5%, respectively (2011: 20% and 15.5%). The corporate income tax rate applicable to the Company, which is registered in Moscow, is 20% (2011: 20%).

A reconciliation of the statutory income tax, calculated at the rate effective in the Russian Federation, the location of the Group's head office and the primary locations of the Group's production entities, to the amount of actual income tax expense is as follows:

	Year ended 31 December 2012	Year ended 31 December 2011
<b>Profit before income tax</b>	<b>39 820</b>	<b>193 108</b>
Income tax calculated at statutory rate (20%)	(7 964)	(38 622)
Effect of different tax rates of subsidiaries operating in other jurisdictions	2 540	4 631
Tax fines	(3 864)	-
Effect of expenses that are non-deductible	(3 595)	(3 872)
<b>Total income tax expense</b>	<b>(12 883)</b>	<b>(37 863)</b>



# OPEN JOINT STOCK COMPANY HALOPOLYMER

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

*All amounts are in thousands of US Dollars unless otherwise stated*

### 9. PROPERTY, PLANT AND EQUIPMENT

	Building and structures	Machinery, equipment and transport	Other	Constructio n in- progress	Total
<b>Cost</b>					
<b>At 1 January 2011</b>	<b>50 269</b>	<b>62 898</b>	<b>1 769</b>	<b>25 345</b>	<b>140 281</b>
Additions	42	3 060	201	43 671	46 974
Transfers	320	7 925	158	(8 403)	-
Acquisition of subsidiary	546	1 127	73	48	1 794
Disposals	(751)	(874)	(24)	(96)	(1 745)
Effect of translation to presentation currency	(2 698)	(4 340)	(130)	(4 427)	(11 595)
<b>At 31 December 2011</b>	<b>47 728</b>	<b>69 796</b>	<b>2 047</b>	<b>56 138</b>	<b>175 709</b>
Additions	-	482	2	36 116	36 600
Transfers	1 347	12 379	121	(13 847)	-
Disposals	(197)	(1 103)	(33)	(372)	(1 705)
Impairment	(2 133)	(445)	-	-	(2 578)
Effect of translation to presentation currency	2 853	4 398	81	3 905	11 237
<b>At 31 December 2012</b>	<b>49 598</b>	<b>85 507</b>	<b>2 218</b>	<b>81 940</b>	<b>219 263</b>
<b>Accumulated depreciation</b>					
<b>At 1 January 2011</b>	<b>(11 813)</b>	<b>(30 206)</b>	<b>(758)</b>	<b>-</b>	<b>(42 777)</b>
Charge for the year	(2 964)	(8 084)	(305)	-	(11 353)
Eliminated on disposals	226	569	14	-	809
Effect of translation to presentation currency	870	2 268	66	-	3 204
<b>At 31 December 2011</b>	<b>(13 681)</b>	<b>(35 453)</b>	<b>(983)</b>	<b>-</b>	<b>(50 117)</b>
Charge for the year	(2 310)	(8 569)	(287)	-	(11 166)
Eliminated on disposals	190	509	28	-	727
Impairment	719	275	-	-	994
Effect of translation to presentation currency	(854)	(2 302)	(95)	-	(3 251)
<b>At 31 December 2012</b>	<b>(15 936)</b>	<b>(45 540)</b>	<b>(1 337)</b>	<b>-</b>	<b>(62 813)</b>
<b>Carrying value</b>					
<b>At 31 December 2011</b>	<b>34 047</b>	<b>34 343</b>	<b>1 064</b>	<b>56 138</b>	<b>125 592</b>
<b>At 31 December 2012</b>	<b>33 662</b>	<b>39 967</b>	<b>881</b>	<b>81 940</b>	<b>156 450</b>

At 31 December 2012, construction in-progress included advances paid for acquisition of the property, plant and equipment in the amount of USD 2 615 thousand (2011: USD 6 739 thousand).

At 31 December 2012, the carrying values of property, plant and equipment pledged to secure loans and borrowings granted to the Group amounted to USD 24 036 thousand (2011: USD 23 402 thousand).

# OPEN JOINT STOCK COMPANY HALOPOLYMER

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

*All amounts are in thousands of US Dollars unless otherwise stated*

### 10. GOODWILL

	<u>31 December 2012</u>	<u>31 December 2011</u>
<b>Balance at the beginning of the year</b>	<b>3 426</b>	<b>3 620</b>
Effect of translation to presentation currency	206	(194)
<b>Balance at the end of the year</b>	<b><u>3 632</u></b>	<b><u>3 426</u></b>

#### **Allocation of goodwill to cash-generating units and annual impairment test**

The carrying amount of goodwill is allocated to LLC HaloPolymer Kirovo-Chepetsk (the separate cash generating unit), a subsidiary of the Group. The recoverable amount is determined based on value in use calculations. These calculations use pre-tax cash flow projections based on budgets approved by the Group and covering a five-year period. Cash flows beyond the five-year period are extrapolated by using the expected forecasts stated below.

The summary of key assumptions used for value in use determination was as follows:

	<u>31 December 2012</u>	<u>31 December 2011</u>
Expected exchange rate RUB/USD	31.0	30.9
Discount rate	13.3-14.3%	15.6-15.8%
Inflation	4.0%-6.0%	3.0%-7.0%

### 11. INVENTORIES

	<u>31 December 2012</u>	<u>31 December 2011</u>
<b>Non-current</b>		
Mercury	7 876	5 842
	<b><u>7 876</u></b>	<b><u>5 842</u></b>
<b>Current</b>		
Raw materials	33 626	29 206
Finished goods	79 275	37 564
Work-in-progress	3 928	3 019
Goods for resale	1 195	1 133
	<b><u>118 024</u></b>	<b><u>70 922</u></b>
<b>Total</b>	<b><u>125 900</u></b>	<b><u>76 764</u></b>

During the year ended 31 December 2012, the Group recognised a write-down of USD 10 199 thousand to reduce the carrying amount of inventories to net realisable value (2011: USD 1 360 thousand).

At 31 December 2012, raw materials were presented net of allowances for obsolete and slow-moving raw materials of USD 928 thousand (2011: USD 430 thousand).

At 31 December 2012 and 2011, there were no pledged inventories.

# OPEN JOINT STOCK COMPANY HALOPOLYMER

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

*All amounts are in thousands of US Dollars unless otherwise stated*

### 12. TRADE AND OTHER RECEIVABLES

	<u>31 December 2012</u>	<u>31 December 2011</u>
Trade receivables	26 553	11 942
Other receivables	1 486	6 054
	<b>28 039</b>	<b>17 996</b>
Less: Allowance for doubtful receivables	<u>(1 596)</u>	<u>(687)</u>
<b>Total</b>	<b><u>26 443</u></b>	<b><u>17 309</u></b>

The average credit period for the Group's customers is 35 days. During this period no interest is charged on the outstanding balances.

The Group has provided fully for all receivables over 360 days because historical experience is such that receivables that are outstanding beyond 360 days are generally not recoverable except for some customers who repay their debt within 540 days in accordance with contract terms. Before accepting any new customer, the Group assesses the potential customer's credit quality and establishes credit limits separately for each individual customer. These credit limits are reviewed on an annual basis.

At 31 December 2012, amounts receivable from the Group's five largest customers were USD 2 215 thousand (2011: USD 1 466 thousand), which represented approximately 8.4% (2011: 8.5%) of the total outstanding balance of accounts receivable.

Included in the Group's receivables balance are debtors of USD 3 238 thousand (2011: USD 3 850 thousand) which were past due but not impaired. The Group did not hold any collateral over these outstanding balances.

Ageing of past due but not impaired trade and other receivables was as follows:

	<u>31 December 2012</u>	<u>31 December 2011</u>
Less than three months	2 435	3 081
From three to six months	320	319
From six to twelve months	239	23
More than twelve months	<u>244</u>	<u>427</u>
<b>Total</b>	<b><u>3 238</u></b>	<b><u>3 850</u></b>

Movements in the allowance for doubtful receivables were as follows:

	<u>31 December 2012</u>	<u>31 December 2011</u>
<b>Balance at beginning of the year</b>	<b>687</b>	<b>1 246</b>
Impairment losses recognised on receivables	1 104	69
Amounts written off during the year as uncollectible	(116)	(286)
Impairment losses reversed	(140)	(322)
Effect of translation to presentation currency	<u>61</u>	<u>(20)</u>
<b>Balance at end of the year</b>	<b><u>1 596</u></b>	<b><u>687</u></b>

# OPEN JOINT STOCK COMPANY HALOPOLYMER

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

*All amounts are in thousands of US Dollars unless otherwise stated*

### 13. OTHER TAXES RECEIVABLE

	<u>31 December 2012</u>	<u>31 December 2011</u>
Value added tax reimbursable	15 009	15 552
Other taxes receivable	1 863	2 744
<b>Total</b>	<b><u>16 872</u></b>	<b><u>18 296</u></b>

### 14. CASH AND CASH EQUIVALENTS

	<u>31 December 2012</u>	<u>31 December 2011</u>
Current accounts, including:		
RUB-denominated	544	4 267
USD-denominated	475	192
EUR-denominated	17	1 697
Bank deposits		
RUB-denominated	-	18 026
USD-denominated	-	5 313
Other cash and cash equivalents	85	124
<b>Total</b>	<b><u>1 121</u></b>	<b><u>29 619</u></b>

### 15. SHARE CAPITAL

#### **Authorised, issued and fully paid share capital**

At 31 December 2012 and 2011, the share capital of the Company consisted of 500,000 authorised, issued and fully paid ordinary shares with a par value of RUB 1, carrying one vote per share and a right to dividends.

#### **Retained earnings and dividends**

The statutory financial statements of the Group entities are the basis for the profit distribution and other appropriations. For the year ended 31 December 2012 dividends have not been paid (2011: USD 16 890 thousand).

# OPEN JOINT STOCK COMPANY HALOPOLYMER

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

*All amounts are in thousands of US Dollars unless otherwise stated*

### 16. LOANS AND BORROWINGS

	<u>Interest rates</u>	<u>31 December 2012</u>	<u>31 December 2011</u>
<b>Secured bank loans</b>			
Loans denominated in RUB at fixed rates	9.35%-10.5%	43 307	34 618
Interest payable on loans and borrowings	7.6%-10.0%	126	54
<b>Unsecured bank loans</b>			
Loans denominated in RUB at fixed rates	4.9%-10.75%	19 775	18 638
Loans denominated in USD at fixed rates	1.8%	129	113
Loans denominated in MNT at fixed rates	2.0%-4.0%	37	61
Interest payable on loans and borrowings	4.9%-10.75%	59	92
Obligations under finance lease		358	313
Other financial liabilities		570	538
<b>Total</b>		<b><u>64 361</u></b>	<b><u>54 427</u></b>
Less: current portion repayable within twelve months and shown under current liabilities		<b><u>(54 054)</u></b>	<b><u>(27 261)</u></b>
<b>Long term portion of loans and borrowings</b>		<b><u>10 307</u></b>	<b><u>27 166</u></b>

Certain bank loans are subject to the restrictive covenants, including but not limited to:

- Limits on the total amount of borrowings of certain Group subsidiaries;
- Prohibition of issuance of additional promissory notes and other Group's debentures;
- Pre-approval of guarantees issued; and
- Limits on the amount of cash collections of certain Group subsidiaries that have to be transferred to the accounts at defined banks.

All loan agreements have acceleration clauses, allowing the creditors to request early repayment of outstanding amounts in case of non-compliance with these covenants.

The following items of property, plant and equipment were pledged to secure loans and borrowings:

	<u>31 December 2012</u>	<u>31 December 2011</u>
Property, plant and equipment (refer to note 9)	24 036	23 402

As at 31 December 2012, RUB-denominated loans in the amount of USD 37 241 thousand (2011: USD 26 900 thousand) are secured by 75.0% of OJSC HaloPolymer Perm's shares.

# OPEN JOINT STOCK COMPANY HALOPOLYMER

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

*All amounts are in thousands of US Dollars unless otherwise stated*

### 17. DEFERRED TAX

	31 December 2011	Recognised in profit or loss	Translation to presentation currency	31 December 2012
Property, plant and equipment	4 188	255	258	4 701
Inventories	4 699	(2 065)	244	2 878
Accounts receivable, advances paid and other prepaid expenses	(340)	279	(13)	(74)
Accounts payable and advances received	(1 109)	1 178	(38)	31
Finance leases	(16)	(11)	(1)	(28)
Tax loss carryforward	(179)	82	(10)	(107)
Other	211	(290)	5	(74)
	<b>7 454</b>	<b>(572)</b>	<b>445</b>	<b>7 327</b>

	31 December 2010	Recognised in profit or loss	Translation to presentation currency	31 December 2011
Property, plant and equipment	4 863	(359)	(316)	4 188
Inventories	1 225	3 878	(404)	4 699
Accounts receivable and other prepaid expenses	(564)	213	11	(340)
Accounts payable	(510)	(700)	101	(1 109)
Finance leases	(10)	(8)	2	(16)
Tax loss carryforward	(820)	654	(13)	(179)
Other	(19)	252	(22)	211
	<b>4 165</b>	<b>3 930</b>	<b>(641)</b>	<b>7 454</b>

#### Deferred tax balances

	31 December 2012	31 December 2011
Deferred tax assets	1 746	1 005
Deferred tax liabilities	(9 073)	(8 459)
<b>Total</b>	<b>(7 327)</b>	<b>(7 454)</b>

Temporary differences in relation to investments in subsidiaries for which deferred tax liabilities have not been recognised as at 31 December 2012 were USD 42 002 thousand (2011: USD 48 021 thousand).

### 18. TRADE AND OTHER PAYABLES

	31 December 2012	31 December 2011
Trade accounts payable	10 112	6 338
Other accounts payable	3 957	3 852
Provision for legal claims	3 746	1 328
Provision for unused vacation	2 497	2 580
Obligations for the acquisition of property, plant and equipment	1 385	2 266
<b>Total</b>	<b>21 697</b>	<b>16 364</b>

The average credit period on the purchase of inventories and services in the Russian Federation is 34 days.

# OPEN JOINT STOCK COMPANY HALOPOLYMER

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

*All amounts are in thousands of US Dollars unless otherwise stated*

### 19. OTHER TAXES PAYABLE

	<u>31 December 2012</u>	<u>31 December 2011</u>
Value added tax	2 344	1 014
Social security tax	836	820
Property tax	355	326
Other taxes payable	321	1 177
Excise tax	-	1 093
<b>Total</b>	<b><u>3 856</u></b>	<b><u>4 430</u></b>

### 20. RELATED PARTIES TRANSACTIONS AND OUTSTANDING BALANCES

Related parties include shareholders, entities under common ownership and control with the Group and members of key management personnel. The Group enters into transactions with related parties in the ordinary course of business for the purchase and sale of goods and services and in relation to the provision of financing arrangements to and from its parent entity or entities under common ownership.

The Group had the following outstanding balances with related parties:

	<u>31 December 2012</u>	<u>31 December 2011</u>
<b>Parent company</b>		
Loans and borrowings	221	208
<b>Entities under common ownership and control with the Group</b>		
Trade and other receivables	329	599
Advances paid and prepaid expenses	70	70
Loans and borrowings	350	330
Trade and other payables	3 289	4 840
Advances received	<u>299</u>	<u>512</u>

The Group entered into the following transactions with related parties:

	<u>Year ended 31 December 2012</u>	<u>Year ended 31 December 2011</u>
<b>Parent company</b>		
Dividends paid	-	13 562
Repayment of loans and borrowings	-	544
Interest paid	-	3
<b>Entities under common ownership and control with the Group</b>		
Purchase of goods and services	49 128	44 773
Sales of goods and services	8 739	9 104
Dividends paid	<u>-</u>	<u>3 328</u>

The amounts outstanding were unsecured and expected to be settled in cash. No allowance has been recognised during the years ended 31 December 2012 and 2011 in respect of amounts owed by related parties.

Purchases of goods and services from related parties primarily included purchases of heat energy at prices established by the Federal Utility Committee, a government regulator responsible for establishing and monitoring the prices on the utility market in the Russian Federation.

# OPEN JOINT STOCK COMPANY HALOPOLYMER

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

*All amounts are in thousands of US Dollars unless otherwise stated*

### Compensation of key management personnel

The remuneration of key management personnel of the Group for the year ended 31 December 2012 comprised salaries and bonuses in the amount of USD 1 342 thousand (2011: USD 4 990 thousand).

On 9 July 2010, the immediate shareholder of the Group entered into agreements with companies owned by members of key management of the Group to sell 15% or 75 000 of the Company's ordinary shares to them for a total cash consideration of USD 750. On 9 March 2011, the agreements with the members of key management were amended. Under these amendments the total number of shares granted to the entities owned by members of key management of the Group was decreased to 14.25% or 71 250 of the Company's ordinary shares.

Under the agreement shares vested in installments, as follows:

<b>Vesting period</b>	<b>Number of shares</b>
At grant date	47 500
During the first year	5 000
During the second year	6 250
During the third year	12 500
	<b>71 250</b>

On 11 March 2011, the immediate shareholder of the Group granted in addition 5% or 25 000 of the Company's ordinary shares to entities owned by members of Board of Directors of the Company. The shares vested immediately and were transferred in April 2011.

The shares of the Company are not traded on the open markets therefore management used valuation techniques to determine fair value of shares. The summary of key assumptions used for determination of fair value of shares granted was as follows:

Exchange rate RUB/USD	30.0-31.5
Discount rate	15.6%
Inflation	3.0%-7.0%
Non-controlling interest discount	20%

The total amount of compensation of key management personnel in the amount of USD 2 746 thousand (2011: USD 13 821 thousand) was included as staff costs in note 6.

## 21. COMMITMENTS AND CONTINGENCIES

### Capital commitments

The Group's contractual capital commitments for acquisition of property, plant and equipment and fulfilment of certain finance lease agreements were as follows:

	<b>31 December 2012</b>	<b>31 December 2011</b>
Acquisition of property, plant and equipment	7 377	8 930

In addition, further to Regulation № 780 dated 15 September 2011, which came into force on 4 October 2011, the Group has committed to invest in environmental projects at its plants, with USD 35 617 thousand outstanding as at 31 December 2012 (2011: USD 19 491 thousand).



# OPEN JOINT STOCK COMPANY HALOPOLYMER

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

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### Operating leases: Group as a lessee

The Group leases certain machinery, equipment, land, rolling stock and transport. The respective lease agreements have an average remaining life of two years.

Future minimum rental expenses under non-cancellable operating leases were as follows:

	<u>31 December 2012</u>	<u>31 December 2011</u>
Due in the first year	2 891	2 979
Due in the second year	2 054	1 022
Due in the third year	1 955	-
Due after the third year	<u>522</u>	<u>-</u>
<b>Total</b>	<b><u>7 422</u></b>	<b><u>4 001</u></b>

### Litigation

The Group has a number of claims and litigation relating to sales and purchases of goods and services from suppliers. Management believes that none of these claims, individually or in aggregate, will have a material adverse impact on the Group.

### Operating environment

Emerging markets such as Russian Federation are subject to different risks than more developed markets, including economic, political and social, and legal and legislative risks. Laws and regulations affecting businesses in Russian Federation continue to change rapidly, tax and regulatory frameworks are subject to varying interpretations. The future economic direction of Russian Federation is heavily influenced by the fiscal and monetary policies adopted by the government, together with developments in the legal, regulatory, and political environment.

Russia produces and exports large volumes of oil and gas, its economy is particularly sensitive to the price of oil and gas on the world market.

### Russian federation tax and regulatory environment

The government of the Russian Federation continues to reform the business and commercial infrastructure in its transition to a market economy. As a result the laws and regulations affecting businesses continue to change rapidly. These changes are characterised by poor drafting, different interpretations and arbitrary application by the authorities. In particular taxes are subject to review and investigation by a number of authorities who are enabled by law to impose fines and penalties. While the Group believes it has provided adequately for all tax liabilities based on its understanding of the tax legislation, the above facts may create tax risks for the Group.

### Environmental matters

The Group is subject to extensive federal, state and local environmental controls and regulations in the regions of the Russian Federation in which it operates. The Group's operations involve the discharge of materials, contaminants and waste water into the environment that could potentially impact on flora and fauna, and give rise to other environmental concerns.

The Group's management believes that its production facilities are in compliance with all current existing environmental legislation in the regions in which it operates. However, environmental laws and regulations continue to evolve. The Group is unable to predict the timing or extent to which those laws and regulations may change. Such change, if it occurs, may require that the Group modernise technology and upgrade production equipment to meet more stringent standards.

Management of the Group regularly reassesses environmental obligations related to its operations. Estimates are based on management's understanding of current legal requirements and the terms of licence agreements. Should the requirements of applicable environmental legislation change or be clarified and amended, the Group may incur additional environmental obligations.

# OPEN JOINT STOCK COMPANY HALOPOLYMER

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

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### 22. FAIR VALUE OF FINANCIAL INSTRUMENTS

The fair value of financial assets and liabilities is determined as follows:

- The fair value of financial assets and financial liabilities with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market prices; and
- The fair value of other financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices from observable current market transactions.

Management believes that the carrying values of all significant financial assets (refer to note 12 and 14) and financial liabilities (refer to notes 16 and 18) recorded at amortised cost in the consolidated financial statements approximated their fair values.

### 23. FINANCIAL RISK MANAGEMENT

#### Capital risk management

The Group manages its capital to ensure that entities of the Group will be able to continue as a going concern while maximising the return to the shareholders through the optimisation of the Group's debt to equity ratio. Management of the Group reviews the capital structure on a regular basis. Based on the results of this review, the Group takes steps to balance its overall capital structure through the payment of dividends, new share issues as well as the issue of new debt or the redemption of existing debt.

#### Major categories of financial instruments

The Group's principal financial liabilities comprise loans and borrowings and trade payables. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various financial assets such as trade and other receivables, loans issued and cash and cash equivalents.

	<u>31 December 2012</u>	<u>31 December 2011</u>
<b>Financial assets</b>		
Trade and other receivables	26 443	17 309
Cash and cash equivalents	1 121	29 619
Long-term accounts receivables	562	604
Other financial assets	<u>571</u>	<u>1 128</u>
<b>Total financial assets</b>	<b><u>28 697</u></b>	<b><u>48 660</u></b>
<b>Financial liabilities</b>		
Loans and borrowings	64 361	54 427
Trade and other payables	15 454	12 456
Other non-current liabilities	<u>991</u>	<u>1 347</u>
<b>Total financial liabilities</b>	<b><u>80 806</u></b>	<b><u>68 230</u></b>

The main risks arising from the Group's financial instruments are foreign currency, credit and liquidity risks.

# OPEN JOINT STOCK COMPANY HALOPOLYMER

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

*All amounts are in thousands of US Dollars unless otherwise stated*

### Foreign currency risk

Currency risk is the risk that the financial results of the Group will be adversely impacted by changes in exchange rates to which the Group is exposed. The Group undertakes certain transactions denominated in foreign currencies. The Group does not use derivatives to manage its foreign currency risk exposure.

The carrying amounts of the Group's foreign currency denominated monetary assets and liabilities were as follows:

	USD – denominated		Euro – denominated	
	31 December 2012	31 December 2011	31 December 2012	31 December 2011
<b>Assets</b>				
Trade and other receivables	13 722	4 066	3 523	1 369
Cash and cash equivalents	475	5 505	17	1 697
<b>Total assets</b>	<b>14 197</b>	<b>9 571</b>	<b>3 540</b>	<b>3 066</b>
<b>Liabilities</b>				
Loans and borrowings	(129)	(113)	-	-
Trade and other payables	(116)	(521)	(263)	(713)
<b>Total liabilities</b>	<b>(245)</b>	<b>(634)</b>	<b>(263)</b>	<b>(713)</b>
<b>Net position</b>	<b>13 952</b>	<b>8 937</b>	<b>3 277</b>	<b>2 353</b>

The table below details the Group's sensitivity to a 10% change in the Russian Rouble against the US Dollar and the Euro. 10% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 10% change in foreign currency rates.

	USD – impact		Euro – impact	
	31 December 2012	31 December 2011	31 December 2012	31 December 2011
Loss	(1 395)	(905)	(328)	(235)

### Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults.

Revenue from the Group's five largest customers constitutes over 15% of the Group's total revenue (excluding sales of emission reduction units) and management believes that there is no concentration of credit risk. The Group is not dependent on the largest customers because of the existence of a liquid market for the majority of polymers and fluoroplastics.

# OPEN JOINT STOCK COMPANY HALOPOLYMER

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

*All amounts are in thousands of US Dollars unless otherwise stated*

### Liquidity risk

Liquidity risk is the risk that the Group will not be able to settle all its liabilities as they fall due. The Group's liquidity position is carefully monitored and managed. The Group has a detailed budgeting and cash forecasting process to help ensure that it has adequate cash available to meet its payment obligations.

Presented below is the maturity profile of the Group's financial liabilities as at 31 December 2012 based on undiscounted contractual payments, including interest payments:

	<b>Total</b>	<b>Due within three months</b>	<b>Due from three to six months</b>	<b>Due from six to twelve months</b>	<b>Due in the second year</b>	<b>Due in the third year</b>	<b>More than 3 years</b>
<i>Loans and borrowings, including</i>							
Principle	<b>64 361</b>	31 616	12	22 426	10 307	-	-
Interest	<b>4 669</b>	1 340	830	1 524	975	-	-
<i>Trade and other payables, including:</i>							
Principle	<b>18 758</b>	15 365	-	89	-	-	3 304
<b>Total</b>	<b>87 788</b>	<b>48 321</b>	<b>842</b>	<b>24 039</b>	<b>11 282</b>	<b>-</b>	<b>3 304</b>

Presented below is the maturity profile of the Group's financial liabilities as at 31 December 2011 based on undiscounted contractual payments, including interest payments:

	<b>Total</b>	<b>Due within three months</b>	<b>Due from three to six months</b>	<b>Due from six to twelve months</b>	<b>Due in the second year</b>	<b>Due in the third year</b>	<b>More than 3 years</b>
<i>Loans and borrowings, including</i>							
Principle	<b>54 427</b>	622	20 248	6 392	13 361	12 489	1 315
Interest	<b>8 231</b>	1 269	898	1 728	2 819	1 373	144
<i>Trade and other payables, including:</i>							
Principle	<b>15 854</b>	11 112	150	1 194	-	-	3 398
<b>Total</b>	<b>78 512</b>	<b>13 003</b>	<b>21 296</b>	<b>9 314</b>	<b>16 180</b>	<b>13 862</b>	<b>4 857</b>

## 24. EVENTS AFTER REPORTING PERIOD

During the period from 1 January 2013 until the date of approval of the consolidated financial statements, the Group entered into the following significant borrowing arrangements:

- RUB-denominated loan facilities in the total amount of RUB 580 000 thousand (USD 19 069 thousand), maturing in June 2013, bearing interest of 9.5% per annum;
- RUB-denominated loan facilities in the total amount of RUB 1 196 000 thousand (USD 39 322 thousand), maturing in January – April 2014, bearing interest of 9.9%-10.5% per annum.

During the period from 1 January 2013 until the date of approval of the consolidated financial statements, the Group has repaid RUB-denominated short-term loans for the total amount of RUB 1 158 281 thousand (USD 38 082 thousand).