## NOTES TO INCOME STATEMENT AND BALANCE SHEET

**December 31, 2011** 

#### 1. GENERAL INFORMATION ABOUT THE COMPANY

Sojaprotein A.D., Bečej, (hereinafter referred to as "Company") is the largest processor of soybean in Serbia and one of the most significant processors of soybean in Central and Eastern Europe. The Company was founded in 1977, as a labor organization for industrial processing of soybean in process of establishment, and the establishment was completed in 1985.

In 1991, the management of the Company reached a decision on issuance of internal shares to employees, thus performing the transformation into a joint stock company. During 2000 and 2001, the Company privatized the remaining socially-owned capital by emission of free shares, subscribed by the employees and other individuals, all in accordance with the Law on Ownership Transformation from the year 1997.

The core business activity of the Company is soybean processing, which results in a number of full-fat and fatfree products in the form of flour, semolina and textured forms, as well as the soybean oil, soybean meal and soy lecithin.

The seat of Company is in Bečej, Street Industrijska 1. As of the date of balance sheet the Company employed 394 people.

### FRAMEWORK FOR THE PREPARATION AND PRESENTATION OF FINANCIAL STATEMENTS AND THE ACCOUNTING METHOD

#### **Financial Statements**

Financial statements of the Company include Balance Sheet as of December 31, 2011, Income Statement, Statement on Changes in Capital and Cash Flow Statement for the year that ended on that date, as well as the Summary of Significant Accounting Policies and Assessments, and finally Notes to Financial Statement.

### 2. FRAMEWORK FOR THE PREPARATION AND PRESENTATION OF FINANCIAL STATEMENTS AND THE ACCOUNTING METHOD

#### 2.1. Framework for the Preparation and Presentation of Financial Statements

Pursuant to the Accounting and Auditing Law ("Official Gazette of RS" No. 46 dated June 2, 2006 and No. 111 dated December 29, 2009), legal entities and entrepreneurs in the Republic of Serbia are obliged to perform the bookkeeping, subscription and assessment of property and liabilities, income, expenses, preparation, presentation, submission and disclosure of financial statements in accordance with legal and professional regulations, which include the Frameworks for the Preparation and Presentation of Financial Statements ("Framework"), International Accounting Standards ("IAS"), i.e. International Financial Reporting Standards ("IFRS"), as well as the interpretations which form an integral part of the Standards applicable as of December 31, 2002.

Amendments to IAS, as well as the new IFRS and the appropriate interpretations have been issued by the International Accounting Standards Board ("Board") and the International Financial Reporting Interpretations Committee ("Committee"), in the period from December 31, 2002 to January 1, 2009, were officially adopted pursuant to the Decision of the Minister of Finance of the Republic of Serbia ("Ministry") and published in the Official Gazette of RS No. 77 as of October 25, 2010.

However, until the date of preparation of the attached financial statements, all the amendments to IAS/IFRS and IFRIC interpretations applicable to annual periods starting on January 1, 2009 have not been translated. In addition, the attached financial statements have been presented in a format prescribed under the Regulation on

the Layout of Chart of Accounts for business companies, cooperatives and other legal entities and entrepreneurs ("Official Gazette of RS" No. 114/2006 to 2/2011) which assumes legally defined complete set of financial statements which deviates from the set defined under IAS 1 "Presentation of Financial Statements", but in addition to that in some of its parts it deviates from the method of presentation of some balance sheet items predicted by the underlying standard. Published standards and interpretations in effect for the current period which have not yet been officially translated and adopted, as well as published standards and interpretations which are not in use yet, have been disclosed under notes 2.2 and 2.3.

Consequently, and bearing in mind the contingent material effects which the deviation of the accounting regulations of the Republic of Serbia from IFRS and IAS might have to the accuracy and objectivity of the Company financial statements, the attached financial statements may not be considered as financial statements prepared in accordance with IFRS and IAS.

Financial statements have been prepared in accordance with the historical cost principle, unless otherwise stated in the accounting policies given in the text below.

In preparation of these financial statements the Company applied the accounting policies explained in Note 3.

Financial statements of the Company have been presented in thousands of RSD. RSD is the official reporting currency in the Republic of Serbia.

### 2. FRAMEWORK FOR THE PREPARATION AND PRESENTATION OF FINANCIAL STATEMENTS AND THE ACCOUNTING METHOD (continued)

### 2.2. Published standards and interpretations in effect for the current period which have not yet been officially translated and adopted

At the date of presentation of these financial statements, the standards and amendments thereof described below were issued by the International Accounting Standards Board, and the following interpretations were published by the International Financial Reporting Interpretations Committee, but have not been officially adopted in the Republic of Serbia for annual periods beginning on January 1, 2010:

- Amendments to IFRS 7 "Financial Instruments: Disclosures" Amendments improving disclosures of fair value and liquidity risk (revised in March 2009, in effect for annual periods beginning on or after January 1, 2009),
- Amendments to IFRS 1 "First-time Adoption of International Financial Reporting Standards" Additional
  exceptions for entities first-time adopting IFRS Amendments relating to assets in oil and gas industry and
  determination whether the contracts contain leasing (revised in July 2009, in effect for annual periods
  beginning on or after January 1, 2010),
- Amendments to various standards and interpretations are the result of the Project of Annual Qualitative Improvements to IFRS published on April 16, 2009 (IFRS 5, IFRS 8, IAS 1, IAS 17, IAS 36, IAS 39, IFRIC 16, primarily intending to eliminate discrepancies and to explain formulations in the text (amendments to standards come in effect for annual periods beginning on or after January 1, 2010, and the amendment to IFRIC on or after July 1, 2009),
- Amendments to IAS 38 "Intangible assets" (in effect for annual periods beginning on or after July 1, 2009)

- Amendments to IFRS 2 "Share-based payments": Amendments as a result of the Project of Annual Qualitative Improvements to IFRS (revised on April 2009, in effect for annual periods beginning on or after July 1, 2009) and the amendment relating to share-based payment transactions of the group based on cash (revised in June 2009, in effect for annual periods beginning on or after January 1, 2010);
- Amendments to IFRIC 9 "Reassessment of Embedded Derivatives" comes in effect for annual periods beginning on or after July 1, 2009 and IAS 39 "Financial Instruments: Recognition and Measurement" – Embedded derivatives (in effect for annual periods beginning on or after June 30, 2009),
- IFRIC 18 "Transfer of Assets from Customers" (in effect for annual periods beginning on or after July 1, 2009);
- "Comprehensive Framework for Financial Reporting in the year 2010" which represents the amendment to "Framework for the Preparation and Presentation of Financial Statements" (in effect from the date of publication, i.e. from September 2010),
- Amendments to IFRS 1 "First-time Adoption of International Financial Reporting Standards" Limited
  exception from comparative disclosures prescribed within IFRS 7 for entities first-time adopting IFRS (in
  effect for annual periods beginning on or after July 1, 2010),
- Amendments to IAS 24 "Related Party Disclosures" Simplified requests for disclosure for entities under (significant) government control or influence and clarifying the definition of related party (in effect for annual periods beginning on or after January 1, 2011),
- Amendments to IAS 32 "Financial Instruments: Presentation" Accounting inclusion of pre-emption rights on new shares (in effect for annual periods beginning on or after February 1, 2010),
- Amendments to various standards and interpretations "Improvements to IFRS (2010)" are the result of
  the Project of Annual Qualitative Improvements to IFRS published on May 6, 2010 (IFRS 1, IFRS 3, IFRS
  7, IAS 1, IAS 27, IAS 34, IFRIC 13) primarily intending to eliminate discrepancies and to clarify
  formulations in the text (majority of amendments shall be in effect for annual periods beginning on or after
  January 1, 2011),
- Amendments to IFRIC 14 "IAS 19 The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction". Prepaid minimum funding requests (in effect for annual periods beginning on or after January 1, 2011),
- IFRIC 19 "Extinguishing Financial Liabilities with Equity Instruments" (in effect for annual periods beginning on or after July 1, 2010).

### 2. FRAMEWORK FOR THE PREPARATION AND PRESENTATION OF FINANCIAL STATEMENTS AND THE ACCOUNTING METHOD (continued)

#### 2.3. Published standards and interpretations which have not entered into force yet

At the date of presentation of these financial statements, the following standards, amendments and interpretations thereof were published, but have not entered into force yet:

- IFRS 9 "Financial Instruments" (in effect for annual periods beginning on or after January 1, 2015),
- IFRS 10 "Consolidated Financial Statements" (in effect for annual periods beginning on or after January 1, 2013),
- IFRS 11 "Joint Arrangements" (in effect for annual periods beginning on or after January 1, 2013),
- IFRS 12 "Disclosure of Interests in Other Entities" (in effect for annual periods beginning on or after January 1, 2013),
- IFRS 13 "Fair Value Measurement" (in effect for annual periods beginning on or after January 1, 2013).
- IAS 27 (revised in 2011) "Individual Financial Statements" (in effect for annual periods beginning on or after January 1, 2013),
- IAS 28 (revised in 2011) "Investments in Associates and Joint Ventures" (in effect for annual periods beginning on or after January 1, 2013),
- Amendments to IFRS 1 "First-time Adoption of International Financial Reporting Standards" Major hyperinflation and elimination of fixed dates for entities first-time adopting IFRS (in effect for annual periods beginning on or after July 1, 2011),
- Amendments to IFRS 7 "Financial Instruments: Disclosures" Transfer of financial assets (in effect for annual periods beginning on or after July 1, 2011),
- Amendments to IFRS 7 "Financial Instruments: Disclosures" Offsetting financial assets and financial liabilities (in effect for annual periods beginning on or after January 1, 2013),
- Amendments to IFRS 9 "Financial Instruments" and IFRS "Financial Instruments: Disclosures" –
   Mandatory coming into effect and transitional disclosures.
- Amendments to IAS 1 "Presentation of Financial Statements" Presentation of total other results items (in effect for annual periods beginning on or after July 1, 2012),
- Amendments to IAS 12 "Income Taxes" Deferred tax: return on assets used for tax calculation (in effect for annual periods beginning on or after January 1, 2012),
- Amendments to IAS 19 "Employee Benefits" Improvement of accounting inclusion for postemployment benefits (in effect for annual periods beginning on or after January 1, 2013),
- Amendments to IAS 32 "Financial Instruments: Presentation" Offsetting financial assets and financial liabilities (in effect for annual periods beginning on or after January 1, 2014),

**December 31, 2011** 

• IFRIC 20 "Stripping Costs in the Production Phase of a Surface Mine" (in effect for annual periods beginning on or after January 1, 2013).

#### **Comparative figures**

Comparative figures are presented by Company financial statements at the date and for the year that ended on December 31, 2010, which were the subject of an independent audit.

#### SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### **Income and Expenses**

Income from the sale of merchandise is recognized when the risk and benefit relating to the ownership rights have been transferred to the buyer, which is actually the date of delivery of goods to the buyer. Income from services is recognized when the service has been provided.

Incomes are presented as per fair value of assets that have been received or shall be received, in net amount after deductions for discounts and Value Added Tax.

Income and expenses from interests are credited or charged to the accounting period they relate to.

The date on which incomes are booked also contains the appropriate expenses booked (the principle of incomes and expenses causality).

The costs of non-current assets maintenance and repairs are covered from the income of the accounting period they are incurred in.

#### Conversion of assets and liabilities in foreign currencies

Business transactions denominated in foreign currencies have been converted into RSD at the average exchange rate determined at Interbank Market, valid at the date of business transaction.

Assets and liabilities denominated in foreign currencies at the balance sheet date, have been converted into RSD at the average exchange rate determined at Interbank Market, valid on that day.

Foreign exchange gains and losses incurred with business transactions in foreign currencies and with calculations of balance sheet items denominated in foreign currencies are credited or debited to income statement, as well as foreign exchange gains and losses.

#### **SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

#### **Employee benefits**

#### a) Taxes and contributions to employees' social security funds

Pursuant to regulations applicable in the Republic of Serbia, the Company is obliged to pay taxes and contributions to tax authorities and state funds which ensure the employees' social security. These liabilities include taxes and contributions for employees charged to the employer in the amounts calculated as per the rates prescribed under legal regulations. The Company is also obliged to retain contributions out of employee gross earnings and to pay them to funds on behalf of the employed. Taxes and contributions charged to the

**December 31, 2011** 

employer and taxes and contributions charged to employees are debited to expenses of the period they relate to.

#### b) Liabilities for severance payments and jubilee awards

The Company is, pursuant to the provision of the Labor Law, obliged to effect severance payments to employees after termination of employment for the use of pension rights, in the amount of three average monthly salaries paid in the Republic, according to the latest published information of the state authority responsible for statistical operations. Moreover, the Company is obliged to pay jubilee awards to employees depending on duration of continuous work within the Company in the amount of one average monthly salary realized in the Company in the month preceding the month when jubilee awards are paid.

#### Taxes and contributions

#### Income tax

#### a) Current income tax

Current income tax represents the amount calculated and paid pursuant to the Law on Corporate Income Tax applicable in the Republic of Serbia.

Income tax in the amount of 10% (year 2011: 10%) is paid to the tax base determined according to tax balance. Tax base presented in tax balance includes the profit presented in the official income statement and corrections defined under tax regulations of the Republic of Serbia.

Tax regulations of the Republic of Serbia do not contain the possibility of tax losses from the current period being used as a base for refund of tax paid in previous periods. However, current period losses may be offset against profit from future accounting periods, but not exceeding the period of ten years.

Deferred income tax is calculated using the method of liability determination as per the balance sheet, for temporary differences arising from the difference between the balance sheet tax base of assets and liabilities and the carrying amount thereof. Applicable tax rates at the balance sheet date are used to determine the amount of accrued income tax. Deferred tax liabilities are recognized for all taxable temporary differences. Deferred tax assets are recognized for all deductible temporary differences and the tax effects of losses and tax loans carried forward to the tax balance, which can be carried forward, to the extent that it is probable that taxable profit will be available against which deferred tax assets may be utilized.

#### **SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

#### Taxes and contributions (continued)

Income tax (continued)

#### b) Deferred income tax

Deferred tax is debited or credited to income statement, except when it relates to items directly debited or credited to capital, and in that case deferred tax is also distributed within capital.

#### Taxes and contributions not dependent on results (Indirect Taxes and Contributions)

Taxes and contributions not dependent on results include property tax and other taxes and contributions paid in accordance with various republic and municipal regulations. Other taxes and contributions are recognized as expenses for the period to which they relate.

#### Property, investment property, plant and equipment

Initial measurement of property, plant and equipment, which meet the conditions for asset recognition, is performed as per the acquisition value or cost. Additional expenses for property, plant and equipment are recognized as assets only when the expenses shall improve the state of an asset over its initially assessed standard effect. All other subsequently incurred expenditures are recognized as expenses for the period to which they relate.

After initial recognition, property (land and construction facilities) is carried at revalued amount, which expresses fair value thereof at the date of revaluation, less the total amount of provisions for depreciation and total amount of provisions for loss due to impairment.

Fair value of property includes market value thereof determined by assessment. Revaluation is performed only when the fair value of the revalued asset significantly differs from the carrying amount thereof.

After initial recognition, plant and equipment are carried at acquisition value or cost less total amount of calculated depreciation and total amount of loss due to impairment.

Gains or losses arising from writing-offs or disposals are recognized as incomes or expenses in the Income statement.

#### Depreciation

Depreciation of property, plant and equipment is calculated using the proportional method, during the evaluated term of useful life. Useful life and depreciation rates for main groups of assets are as follows:

Main groups of non-current assets	Rate (%)
Construction facilities	1,5 – 5%
Production equipment	5 – 25%
Terrain or passenger vehicles	10 – 20%
Computers	20 – 33%
Other equipment	1,5 – 50%

#### **SUMMARY OF THE SIGNIFICANT ACCOUNTING POLICIES (continued)**

Property, investment property, plant and equipment (continued)

#### **Depreciation (continued)**

**December 31, 2011** 

Depreciation rates are revised annually for the purpose of determining the depreciation that best represents the actual expenditure of these assets in the course of business operations based on the remaining useful life thereof.

#### **Investment property**

Investment property is the property held by the Company, as the owner thereof, for the purpose of making profit from property rental or for the purpose of increase in the amount of capital or for the purpose of both, but not for the purpose of utilization for provision of services or administrative business operations or sales within the frame of standard business operations. Initial measurement of investment property on occasion of acquisition thereof is performed according to acquisition value or cost. After initial recognition, investment property is carried at revalued amount, stating the fair value thereof at the revaluation date i.e. assessment date, less total amount of provisions for depreciation and total amount of provisions for impairment.

#### Other intangible assets

Intangible assets refer to purchased software and stamp and are carried at cost less depreciation. Intangible assets are written off using the proportional method within the period of two to eight years.

#### Long-term financial investments

Long-term financial investments include share in the capital of related legal entities, business banks and other legal entities carried using the cost method less impairment according to management assessment for the purpose of reduction to recoverable value thereof. These loans are carried at nominal value.

#### Impairment

At each Balance Sheet date, the Company reassesses carrying amounts of its tangible assets in order to determine the existence of indications of loss due to impairment value of the underlying assets. Should such indications exist, the recoverable amount of the assets is assessed in order to determine possible loss due to impairment. In the event the recoverable amount of an individual asset is not possible, the Company assesses the recoverable amount of the revenue generating unit, which the asset belongs to.

Recoverable value is the net sale price or the value in use, depending on which of the two is higher. For the purpose of value in use assessment, evaluated future cash flows are discounted to present value using the discount rate before taxation which reflects the present market assessment of the time value of money and risks specific for that asset.

#### **SUMMARY OF THE SIGNIFICANT ACCOUNTING POLICIES (continued)**

#### Impairment (continued)

If the evaluated recoverable amount of an asset (or a revenue generating unit) is less than the carrying amount thereof, then the carrying amount of an asset (or a revenue generating unit) is reduced to the recoverable amount. Impairment losses are immediately carried as expenses, unless the asset is land or a facility in use other than investment property carried at revalued amount, in which case the impairment loss is carried as impairment due to asset revaluation.

**December 31, 2011** 

On occasion of subsequent reversal of impairment loss, the carrying amount of an asset (a revenue generating unit) is increased to the revised evaluated recoverable amount thereof, on condition that higher carrying amount does not exceed the carrying amount which would have been determined if there had not been recognized losses on the asset (revenue generating unit) in previous years due to impairment. Reversal of impairment loss is immediately recognized as an income, unless the underlying asset is carried at appraised value, in which case the reversal of impairment loss is carried as increase due to revaluation.

As of December 31, 2011, pursuant to Company management assessment, there are no indications that the value of property, plant and equipment has been impaired.

#### **Inventories**

Inventories are carried at the lower of the two, cost or net sale price. Net expected market value is the price at which the inventories might be sold in normal operating conditions after price reduction for selling costs.

The value of inventories of materials and spare parts is determined according to the method of the average purchase price. Purchase price includes the values invoiced by suppliers, transportation and incremental costs.

The value of production in progress and finished products includes all direct production costs as well as the aliquot part of utility operating expenses.

Inventories of goods in the storehouse are recorded at purchase prices, and inventories of goods in retail facilities at retail prices. At the end of an accounting period, the Company performs the reduction of the value of inventories to purchase value by allocating the difference in price, calculated at an average basis, between purchase value of goods sold and goods in stock at the end of year.

Provisions for the value of inventories are carried by debiting other expenditures in cases when the evaluation indicates that it is necessary to reduce the value thereof to net expected market value (including inventories with slow turnover, redundant and obsolete inventories). Damaged inventories and inventories not in accordance with standards are written off.

#### **Financial instruments**

Financial assets and financial liabilities are recorded in the Company Balance Sheet, from the moment when the contractual provisions related the company to an asset. Financial assets purchase or sale is carried using the calculation at the date of offsetting, i.e. the date when the asset was delivered to the other party.

#### **SUMMARY OF THE SIGNIFICANT ACCOUNTING POLICIES (continued)**

Financial instruments (continued)

Financial assets cease to be recognized when the Company loses control over contractual rights over the underlying financial instruments, which occurs when the rights of use of instruments have been implemented, expired, abandoned or assigned.

#### a) Share in capital

Shares in capital of banks and other legal entities quoted at the Stock Exchange are initially evaluated at cost. Subsequent evaluation is performed at each Balance Sheet date for the purpose of reconciliation of the value thereof with market value.

**December 31, 2011** 

Long-term financial investments that include shares in capital of related legal entities, business banks and other legal entities not quoted at the Stock Exchange are carried as per the method of purchase value reduced for impairments based on the management assessment, for the purpose of reduction to recoverable value thereof.

b) Trade receivables, short-term investments and other short-term receivables

Trade receivables, short-term investments and other short-term receivables are carried at nominal value, reduced for provisions made according to evaluation of their collectability by the management.

#### v) Cash and cash equivalents

Cash and cash equivalents in the Company financial statements means stating cash on hand and current accounts balances and other monetary funds available for up to three months.

#### g) Financial liabilities

Instruments of financial liabilities are classified in accordance with the essence of contractual provisions. Financial liabilities are carried at nominal value, increased for interests of concluded contracts, which corresponds to the effective interest rate.

#### d) Liabilities from business operations

Liabilities to suppliers and other liabilities from business operations are evaluated as per the value of funds received.

#### **SUMMARY OF THE SIGNIFICANT ACCOUNTING ESTIMATES**

Presentation of financial statements requires the management to use best possible assessments and reasonable assumptions, which influence the presented values of assets and liabilities as well as disclosure of contingent receivables and liabilities at the date of financial statements preparation, together with incomes and expenses during the reporting period. These assessments and assumptions are based on information available on the day of preparation of financial statements.

The text below contains key assumptions related to the future and other sources of uncertainty assessment at the date of Balance Sheet that are a significant risk for material corrections of Balance Sheet items' values in the following financial year.

#### Depreciation and depreciation rates

Calculation of depreciation and depreciation rates is based on the projected economic life of equipment and intangible assets. Once a year the Company evaluates the economic life based on current anticipation.

#### Provisions for receivables and short-term investments

The Company impairs doubtful trade receivables and other debtors based on estimated losses incurred if the debtors are unable to effect payments. When estimating the appropriate amount of loss due to impairment for doubtful receivables, the Company relays to the age of a receivable, prior write-off experience, purchasers' solvency and changes in conditions of payment. This requires assessments relating to future behavior of purchasers and thus incurred future collections. However, the significant part of Company receivables relates to receivables from subsidiaries where, according to evaluations and previous experience, the total present value of receivables is collectible.

#### **SUMMARY OF THE SIGNIFICANT ACCOUNTING ESTIMATES (continued)**

#### Fair value

Business policy of the Company includes disclosure of information relating to fair value of assets and liabilities subject to official market information and when the fair value significantly differs from the book value. The Republic of Serbia lacks market experience, as well as stability and liquidity when purchasing or selling receivables and other financial assets and liabilities, owing to the fact that official market information are not available at all times. Therefore, fair value may not be reliably determined in the absence of active market. The Company management performs the risk analysis, and in cases when the estimates indicate the possibility that the value of assets in business books shall not be realized, provisions are made. According to the opinion of Company management, the amounts stated in these financial statements reflect the value which is, in circumstances given, the most trustworthy and most useful for reporting purposes.

NOTE - 1
INCOME FROM SALES

	For the Year ende	In thousands RSD d on December 31,
	2011	2010
Income from the sales of merchandise:		
<ul> <li>related legal entities</li> </ul>	640.453	3.940.636
- other domestic legal entities	1.193.856	525.678
<ul> <li>other foreign legal entities</li> </ul>		24
	1.834.309	4.466.338
Income from sales of products and services rendered		
<ul> <li>related legal entities</li> </ul>	1.001.923	2.190.136
<ul> <li>other domestic legal entities</li> </ul>	4.281.044	4.462.909
- other foreign legal entities	4.551.804	3.152.578
	9.834.771	9.805.623
	11.669.080	14.271.961

The Company reported in the Income Statement total income from sales in the amount of 11.669.080 thousand RSD. The amount stated includes income from sales of merchandise in the amount of 1.834.309 thousands RSD and the income from the sales of products and services rendered in the amount of 9.834.771 thousand RSD.

The most significant income from the sales of merchandise was achieved from sales to:

#### -Related legal entities

624.076 thousand RSD
2.389 thousand RSD
13.988 thousand RSD
640.453 thousand RSD
503.400 thousand RSD
604.589 thousand RSD

NOTES TO FINACIAL STATEMENTS		December 31, 2011
Sunflower meal	9.195 thousand RSD	
Raw soybean oil	1.023 thousand RSD	
Other	75.649 thousand RSD	
TOTAL	1.193.856 thousand RSD	
Income from the sales of products and services rendered		
-Related legal entities		
Soy meal	954.165 thousand RSD	
Raw soybean oil	2.816 thousand RSD	
Protein products	5.551 thousand RSD	
Other	39.391 thousand RSD	
TOTAL	1.001.923 thousand RSD	
-Other legal entities		
Soy meal	2.785.134 thousand RSD	
Raw soybean oil	1.037.513 thousand RSD	
Protein products	347.602 thousand RSD	
Other	110.795 thousand RSD	
TOTAL	4.281.044 thousand RSD	
-Other foreign legal entities		
Soy meal	51.663 thousand RSD	
Raw soybean oil	2.474.098 thousand RSD	
Protein products	1.945.870 thousand RSD	
Other	80.173 thousand RSD	
TOTAL	4.551.804 thousand RSD	

### NOTE – 2

#### OTHER OPERATING INCOME

	In thousands RSD For the Year ended on December 31,	
	2011	2010
Income from subsidies and incentives	60.577	252.427
Rental fees income	54.674	49.379
Other operating income	225	1.318
	115.476	303.124

Income from subsidies reported in the amount of 60.577 thousand RSD entirely relate to income approved in accordance with the Regulation on the use of incentives to producers of agricultural products and foodstuffs for the year 2010 ("Official Gazette of RS" No. 20/10).

As the budget of RS provided no further means for these purposes, the income arising under subsidies have not been further collected or booked in the year 2011.

#### NOTE - 3

NOTE - 5

#### **COST OF MERCHANDISE SOLD**

	In thousands RSD For the Year ended on December 31,	
	2011	2010
Cost of merchandise sold	1.817.512	3.978.674
	1.817.512	3.978.674

The Company reported in the Income Statement the amount of 1.817.512 thousand RSD which relates to costs of merchandise sold. The most significant amounts relate to:

Refined sunflower oil	604.589 thousand RSD
Soybeans	606.455 thousand RSD
Other	606.468 thousand RSD
TOTAL	1.817.512 thousand RSD

## NOTE – 4 COSTS OF MATERIAL AND ENERGY

	In thousands RSD For the Year ended on December 31,	
	2011	2010
Costs of material for production	7.421.016	7.343.075
Costs of other material	177.583	179.158
Costs of fuel and energy	316.652	323.793
	7.915.251	7.846.026

### COSTS OF SALARIES, FRINGE BENEFITS AND OTHER PERSONAL EXPENSES

	In thousands RSD	
	For the Year ended on December 31, 2011 2010	
Costs of gross salaries	312.492	273.677
Costs of contributions charged to the employer	55.779	48.506
Reimbursement of costs to employees on business trips	9.792	11.404
Reimbursement of transportation costs to employees	14.629	12.392

NOTES TO FINACIAL STATEMENTS	De	cember 31, 2011
Grants/scholarships	4.922	5.288
Costs of remuneration according to author's costs	3.579	2.232
Severance pays and jubilee awards	2.034	2.572
Costs of remuneration to members of Management Board and		
Supervisory Board	1.084	1.084
Other personal expenses and compensations	6.536	7.156
	410.847	364.311

#### MANAGEMENT EARNINGS

During 2011, the Company paid benefits to key management which consists of the members of Management Board and earnings to management in gross amount of 18.406 thousand RSD (in the year 2010 11.914 thousand RSD) according to the structure given in the following table:

	In thousands RSD For the Year ended on December 31,	
	2011	2010
Management Earnings Management Board	17.322	10.830
Remuneration to members of Management Board	1.084	1.084
	18.406	11.914

#### NOTE - 6

#### **COSTS OF DEPRECIATION AND PROVISIONS**

	In thousands RSD For the Year ended on December 31,	
	2011	2010
Costs of depreciation	186.655	147.451
Costs of provisions	4.753	156
	191.408	147.607

#### NOTE - 7

#### **OTHER OPERATING EXPENSES**

	In thousands RSD		
	For the Year ended on December 31,		
	2011	2010	
Costs of banking and payment operations services	42.881	57.453	
Costs of maintenance services	64.275	74.015	
Laboratory costs	80.341	59.048	
Transportation costs	146.489	90.112	
Rental fees costs	58.662	38.344	
Utility services	21.272	18.543	
Costs of insurance premiums	25.245	21.105	

NOTES TO FINACIAL STATEMENTS		<b>December 31, 2011</b>
Indirect taxes and contributions	19.142	22.540
Brokers' services	744	480
Legal and consulting services	787	3.893
Costs of internet, phone and postal costs	6.459	7.379
Costs of representation	13.019	12.766
Costs of fairs and other events	8.283	4.892
Costs of commercials and advertising	3.121	2.859
Costs of other production services	5.030	9.050
Other intangible expenses	150.226	34.557
	645.976	457.036

#### NOTE - 8 FINANCIAL INCOME

## In thousands RSD For the Year ended on December 31, 2010

	2011	2010
Financial income – related legal entities	218	1.535
Foreign exchange gains	578.701	276.775
Income from foreign currency clause effects	4.125	10.929
Income from interests	165.395	209.831
Other financial income	298	<del>-</del>
	748.737	499.070

#### NOTE - 9 FINANCIAL EXPENSES

### In thousands RSD For the Year ended on December 31,

2011	2010
592.931	1.123.244
135.141	251.463
	-
7.703	798
3	1.124
735.778	1.376.629
	592.931 135.141 7.703 3

#### NOTE - 10 OTHER INCOME

### In thousands RSD For the Year ended on December 31,

	2011	2010	
Gains from disposals of equipment and intangible assets	228	6.035	
Gains from disposals of securities		-	
Income from receivables value adjustments	6.488	10,151	
Surpluses	8.293	5,011	
Remuneration for damages from insurance companies	7.455	1,598	
Gains on disposals from raw materials	3.957	1,369	
Income from liability write-offs	12.087	-	

NOTES TO FINACIAL STATEMENTS		<u>December 31, 2011</u>
Other income	979	16,973
	39.487	41.137

#### **NOTE - 11**

#### **OTHER EXPENSES**

In thousands RSD For the Year ended on December 31,

	2011	2010
Impairment of receivables and short-term investments	33.699	19.051
Shortages	496	4.944
Losses from disposals of raw materials	3.787	1.075
Other commissions		-
Writing-offs of receivables for given housing loans		63
Losses for writing-offs of property and equipment	1.858	289
Expenses for direct writing-offs of receivables	145	12.235
Other expenses	14.889	5.600
	54.874	43.257

#### NOTE - 12 PROFIT

v) Reconciliation of the amount of income tax in the Income Statement and products of pre-tax profit and the applicable tax rates

In thousands RSD For the Year ended on December 31, 2010

	2011	2010
Pre-tax profit	1.205.084	839.509
Income tax calculated at the rate of 10%	120.508	83.950
Tax effects of expenses which are not recognized in the Tax balance	4.280	2.318
Tax credit incurred with investments in non-current assets realized in the current year	(62.394)	(43.134)
Total tax expenses of the period	62.394	43.134
Deferred tax expenses of the period		4.361
Deferred tax income of the period	142	
	62.252	47.495
Effective tax rate	5.16%	5.66%

#### NOTE - 13 EARNINGS PER SHARE

**December 31, 2011** 

In thousands	RSD

	For the Year ended on December 31,		
	2011	2010	
Net profit	1.142.832	792.014	
Weighted average number of shares	11.788.513	8.737.811	
Basic earnings per share (in RSD)  NOTE - 14	96,94	90,64	

#### PROPERTY, PLANT AND EQUIPMENT, NATURAL ASSETS, INVESTMENT PROPERTY AND **INTANGIBLE ASSETS**

In thousands RSD

	Land,		Advance				
	construction facilities and natural assets	equipment	payments for non-current assets and investments in progress	Total	Investment property	Intangible assets	Intangible assets undr construction
Purchase value/cost							
Balance on January 1, 2010 Increase during the year Transfers Transfer to investment property	1.791.808 70.408	1.651.768 618.532	581.129 708.704 (791.725)	4.024.705 1.397.644 (791.725)	332.035	18.775 621	
Writing-off Disposals Other	(3.121)	(7.636) (15.349)		(7.636) (18.470) 6	(1)		
Balance on December 31, 2010	1.859.095	2.247.315	498.108	4.004.518	332.034	19.396	
Balance on January 1, 2011 Increase during the year Transfers	1.859.095 82.082	2.247.315 83.704	498.108 6.416.096 (3.497.455)	4.604.518 6.581.882 (3.497.455)	332.034	19.396 2.964	1 9.596 (2.964)
Transfer to investment property Capitalised interest Writing-off Disposals Other	11.671	24.270 (8.516) (1.717)		35.941 (8.516) (1.717)	(81)		
Balance on December 31, 2011	1.952.848	2.345.056	3.416.749	7.714.653	331.953	22.360	6.632
Provisions Balance on January 1, 2010 Current year depreciation Transfer to investment property	160.779 37.539	467.564 107.472	-	628.343 145.011	-	10.214 2.440	
Disposals Writing-off	(67)	(13.976) (6.782)		(14.043) (6.782)			
Balance on December 31, 2010	198.251	554.278		752.530		12.654	
Provisions Balance on January 1, 2011 Current year depreciation Transfer to investment property	198.251 39.880	554.278 144.244		752.530 184.104		12.654 2.551	
Disposals Writing-off		(5.565) (1.338)		(5.565) (1.338)			
Balance on December 31, 2010	238.131	691.599		929.730		15.205	
-December 31, 2011	1.714.717	1.653.457	3.416.749	6.784.923	331.953	7.155	6.632
-December 31, 2010	1.660.844	1.693.037	498.108	3.851.989	332.034	6.742	0

The Company recorded intangible assets in the amount of 13.787 thousand RSD.

**December 31, 2011** 

The Company recorded the value of property, plant and equipment on December 31, 2011 in the amount of 6.781.872 thousand RSD.

Depreciation is calculated by using the proportional method over purchase value/cost.

Advance payments for non-current assets and investments in progress recorded on December 31, 2011 in total amount of 3.416.749 thousand RSD mostly relate to investments in facilities and equipment for the Concentrate Factory, as well as for construction of the high-bay warehoust of finished products.

The Company has also continued works relating to investment for construction of the Factory for production of soy protein concentrates. The first phase of this investment which includes the construction of the factory for traditional soy concentrates in the capacity of 70.000 t annually is in progress. Present activities relate to completion of facility costruction, while the key equipment has been delivered and the works on installation of equipment are in progress. The plans include completion of construction, installation of equipment until April 2012, when the phase of test production shall commence. Total appraised value of the first phase of investment – construction of the factory for traditional soy concentrates is EUR 22,5 million, where the Company has already invested about EUR 25 million. The project has been revised so that it has been estimated that the value of the investment shall amount to about EUR 26,2 million. Bearing in mind that soy concentrates account for one of products with the highest level of finalization, as well as the broad use thereof in the area of animal food production, production of milik replacers for feeding pigs and calves and production of food for humans, the Company expects significant increase in soy concentrates sales revenues. After completion of the first phase of the investment, the Company shall commence the implementation of the second phase which includes the production of functional soy concentrates with the annual capacity of 15.000 t

NOTE - 15 INVESTMENTS IN CAPITAL

	investment %	December 31, 2011	In thousands RSD December 31, 2010
Investments in capital of parent companies and subsidiaries			
ZAO Vobeks – Intersoja, Russia	85,00%	1.112	1.112
Veterinarski zavod Subotica a.d.	59,17%	783.618	783.618
		784.730	784.730
Investments in capital of associated legal entities			
Hotel Bela Lađa a.d., Bečej	31,81%	64.626	64.626
•		64.626	64.626
Investment in capital of banks		120	120
Novosadski sajam a.d., Novi Sad		4.381	6.286
Investments in capital of other legal entities		1.831	1.831
		855.688	857.593

#### **NOTE - 16**

#### OTHER LONG-TERM FINANCIAL INVESTMENTS

	December 31, 2011	In thousands RSD December 31, 2010
Housing loans to employees	904	2,109
	904	2,109

**NOTE - 17** 

#### **INVENTORIES**

	December, 31 2011	In thousands RSD December 31 , 2010
Raw material	2.140.423	4.854.582
Spare parts	140.999	125.456
Tools and inventories	43.201	37.030
Finished products	678.331	362.178
Work in progress	69.397	30.897
Advances paid	1.684.789	317.828
Merchandise:		
-Wholesale merchandise	2.274	13.129
- Merchandise in storehouse, and other legal entities' shops	3.638	3.420
	4.763.052	5.744.520
Minus: Provisions for inventories of material	(18.932)	(17.432)
	4.744.120	5.727.088

The Company reported inventories in the amount of 4.744.120 thousand RSD in the Balance Sheet. The most significant items include inventories of raw material and material amounting to 2.140.423 thousand RSD, out of which amount inventories of basic raw material (soybeans) amount to the value of 2.071.016 thousand RSD calculated at the average cost, i.e. the quantity of 53.505.524 kg.JUS soybeans. Advances paid relate to the delivery of soybeans. \*Victoria Logistic\* sent an invoice for soybeans in January 2012 which was settled out of the above mentioned advances.

NOTE - 18

#### **RECEIVABLES**

	December, 31 2011	In thousands RSD December 31 , 2010
Trade receivables:		
- associated legal entities	2.235.680	3.187.660
- domestic	807.069	690.519
- foreign	757.477	524.583
Receivables from exporters		17.950
Receivables from specific business operations	4.626	9.673
Receivables for interests	126.433	205.458
Receivables from state authorities and organizations	3.280	56.022

NOTES TO FINACIAL STATEMENTS		December 31, 2011
Other taxes and contributions prepaid	182	820
Other receivables:	13.598	19.586
	3.948.345	4.712.271
Minus: provisions for trade receivables	(171.783)	(149.119)
	3.776.562	4.563.152

#### **NOTE - 19**

#### **SHORT-TERM FINANCIAL INVESTMENTS**

	December, 31 2011	In thousands RSD December 31 , 2010
Short-term loans to associated legal entities: -Victoria Group a.dVictoria Logistic d.o.oFertil d.o.o., Bačka Palanka		1.148.565 - -
		1.148.565
Loans for winter food supply Short-term loans- domestic	10.951 111.089	10.130 105.815
Current portion of long term loans due within one year Current portion of housing loans to employees due within one year Own shares purchased	6.577 186	9.533 186 (20.412)
	128.803	1.274.229

Short-term loan in the amount of 1.148.565 thousand RSD has been returned in full amount during 2011.

# NOTE - 20 CASH AND CASH EQUIVALENTS

	December, 31 2011	In thousands RSD December 31 , 2010
Current accounts		
-in RSD	212.733	70.561
-in foreign currency	307.808	147.541
Cash allocated for payments and open letters of credit	19	-
Other cash and cash equivalents	3.255	3.255
	523.815	221.357

#### **NOTE - 21**

#### VALUE ADDED TAX AND PREPAYMENTS AND ACCRUED INCOME

In thousands RSD

NOTES TO FINACIAL STATEMENTS		December 31, 2011
	December, 31	December 31,
	2011	2010
Prepaid cost for up to one year	6.132	10.504
Value Added Tax paid in advance	124.100	106.021
Accrued Value Added Tax	2.706	2.418
Other prepayments and accrued income	559	117.453
	133.497	236.396

#### **NOTE - 22**

#### **OFF-BALANCE SHEET ASSETS**

On December 31, 2011 the off-balance sheet assets amount to 10.593.951 thousand RSD. The amount of 9.901.904 thousand RSD accounts for guarantees and sureties which Sojaprotein AD placed as a guarantor. The amount of 692.047 thousand RSD refers to goods stored in our storehouses belonging to others.

#### **OFF-BALANCE SHEET ASSETS/LIABILITIES**

	December, 31 2011	In thousands RSD December 31 , 2010
Assets belonging to other entities	692.047	335.731
Guarantees and sureties given	9.901.904	8.134.224
	10.593.951	8.469.955

#### **NOTE - 23**

#### **BASIC CAPITAL**

Pursuant to decisions issued by the Company Assembly on June 30, 2011 and the Decision issued by the Commission for Securities No. 4/0-24-2926/5-11 dated July 14, 2011, the Company issued X emission of shares based on transformation of retained profit into basic capital. 5.050.680 voting shares were issued, without nominal value and with an individual accounting value of 463.661404 RSD, i.e. in total value of 2.341.805.379,95. Basic capital of the Company, after being increased based on transformation of retained profit, amounts to 6.906.479.571,15 RSD and is divided into 14.895.524 shares without nominal value and with the accounting value of 463,661 404 RSD. The shares of X emission were entered into the database of the Central Securities Depository on August 9, 2011. The structure of the Company share capital as of December 31, 2011 and December 31, 2010 was as follows:

					เม เมษนอ	ilius KSD
	D	ecember 31, 2011		De	cember 31, 201	0
Description	% share	No. of shares	Value of capital	% share	No. of shares	Value of capital
Victoria group d.o.o., Novi Sad Raiffeisenbank AD	62,94%	9.374.965	4.346.809	62,94%	6196.161	2.872.912

In thousands DSD

NOTES TO FINACIA	L STATEME	NTS			Decembe	er 31, 2011
Belgrade	2,99%	445.149	206.398			
East capital asset						
Manag	1,15%	320.943	148.809	1,57%	155.129	71.927
Erste Bank AD						
Novi Sad	1,53%	228.192	105.804			
Unicredit Bank AD						
Serbia	1,37%	203.521	94.365			
Societe Generale Banka						
Serbia	1,32%	196.131	90.938			
Gustavus Cap.Asset	•					
Mngt.	1,13%	168.137	77.959	1,73%	170.010	78.827
Hypo Alpe Adria Bank						
AD Belgrade	0,85%	126.825	58.804			
DDOR ADO Novi Sad	0,71%	105.139	48.749			
NLB Banka AD						
Belgrade	0,67%	99.688	46.221			
Other legal entities and						
individuals	24,34%	3.626.834	1.681.624	23,76%		1.541.008
_	100%	14.895.524	6.906.480	100%	9.844.844	4.564.674
Own shares purchased					44.024	
_						(20.412)
Free shares of X						
emission		23.466				
Share capital	100%	14.872.058	6.906.480	100%	9.800.820	4.544.262

#### **LEGAL RESERVES**

Legal reserves of the Company stated on December 31, 2011 in the amount of 247.882 thousand RSD account for allocations form retained profit pursuant to the decision that the Company shall allocate minimum of 5% of net profit for the business year into the account of legal reserves, until they reach 10% of the Company basic capital.

#### **STATUTORY RESERVES**

Statutory reserves of the Company stated on December 31, 2011 amount to 248,267 thousand RSD. The Company performs allocations into these reserves in accordance with the Statute on occasion of net profit allocation for the business year. The Company freely disposes of statutory reserves, and the existing internal acts fail to give special definition to the use thereof.

Funds allocated to reserves have not been used.

#### **NOTE - 24**

#### **OWN SHARES PURCHASED**

At the regular General Meeting of Shareholders, a Decision on disposal of 45.741 own shares was issued, which accounts for 0,46% of total number of shares. In addition to already acquired 45.741 own shares, the

**December 31, 2011** 

Company disposes of X emission shares acquired based on share in the increase of basic capital out of Company assets. Own shares are disposed of by means of offer to all shareholders at pro-rata principle.

In November 2011 all 45.741 own shares were disposed of. 23.466 own shares acquired as free shares of X emission remain to be disposed of.

**NOTE - 25** 

#### **LONG-TERM PROVISIONS**

	December, 31 2011	In thousands RSD December 31 , 2010
Provisions for severance pays	23.399	22.286
Provisions for jubilee awards	26.491	22.850
	49.890	45.136

Changes in long-term provisions during the year 2011 have been illustrated in the following table:

	December, 31 2011	In thousands RSD December 31 , 2010
Balance on January 1 Provisions during the year Used provisions	45.136 4.754	44.981 155 
Balance on December 31	49.890	45.136

#### **NOTE - 26**

#### **LONG-TERM LOANS**

	December, 31 2011	In thousands RSD December 31 , 2010
Long-term loans - domestic	1.562.157	-
Long-term loans - foreign	1.775.815	2.460.346
	3.337.972	2.460.346
Current portions	(442.469)	(669.982)
	2.895.503	1.790.364

#### **LONG-TERM LOANS - domestic**

In thousands RSD December 31,

Annual Amount in

<b>NOTES TO FINACIAL STAT</b>	EMENTS			December 3	31, 2011
	interest rate	Currency	currency	2011	2010
UniCredit Bank Belgrade	3M EURIBOR +				
	3,90%	EUR	17646.000	1.562.157	-
Minus:					
Current portion				(158.444)	
				1.403.713	

Liabilities arising under a loan approved by UniCredit bank Belgrade stated as of December 31, 2011 account for total amount of 1.562.157 thousand RSD (EUR 14.928.738,31). The Line approved in dinars (RSD) with the EUR foreign currency clause amounts to 700.633 thousand RSD (EUR 6.695.592,38), and the line approved in Euro (EUR) amounts to 861.524 thousand RSD (EUR 8.233.145,93).

The loan was approved pursuant to the contract concluded on November 4, 2010. According to the contract, the underlying funds account for a part of the loan approved for the purpose of financing, construction of a new facility for production of soy protein concentrate and for the purpose of closing the liabilities under open letters of credit for the purchase of equipment.

The above mentioned funds have been approved for the period of five years with equal quarterly installments, where the first installment shall become due upon expiration of "Grace" period of six months which shall start at the date when the last tranche of the loan has been withdrawn, but not later than August 22, 2012, while the last installment shall become due on August 22, 2017.

#### **LONG-TERM LOANS - foreign**

				usands RSD ecember 31,
Annual interest rate	Currency	Amount in currency	2011	2010
		10756.277		
	EUR		1.125.546	1.134.768
6.478%	EUR	10000.000	313.923	414.457
6M				
EURIBOR +				
2.3%	EUR	5.000.000	336.346	527.491
3M+ 1.3%	EUR	3.636.364	0	383.630
			1.775.815	2.460.346
			(284.025)	(669.982)
			1.491.790	1.790.364
	6.478% 6M EURIBOR + 2.3%	interest rate Currency  EUR  6.478% EUR  6M  EURIBOR +  2.3% EUR	interest rate	Annual interest rate

Liabilities arising under Paris Club Creditors refinanced loans in the amount of 1.125.546 thousand RSD (EUR 10.756.277) account for the relevant principal of this debt, which the Company stated in Financial Statements based on the calculation submitted by Vojvođanska Banka as of March 22, 2002.

In December 2001, negotiations held between the Government of the Republic of Serbia and Paris Creditors Club resulted in significant reduction in liabilities (principal, interests and default interest calculated until March 22, 2002) in the amount of 51% of new principal with the possibility of additional writ-off of liabilities in three

**December 31, 2011** 

years up to the maximum amount of 66.67%, as an additional item to liability program. The Law Governing the Relations between the Federal Republic of Yugoslavia and Legal Entities and Banks within the Territory of the Federal Republic of Yugoslavia , who account for the original debtors of guarantors for Paris and London Club Creditors came into effect on July 4, 2002 ("Official Gazette of FRY" No. 36/2002). In accordance with the underlying Law, the Company was obliged to repay the loans approved by Paris Creditors Club to domestic banks on conditions which shall not be less favorable than those defined under the agreement with foreign creditors.

Until the date of publication of these financial statements, the Company has not concluded the Agreement on

defining the repayment of liabilities arising under loans to Paris Club Creditors with Vojvođanska Bank a.d., Novi Sad, thus reducing the principal for the written-off portion of the liability, nor has it calculated the interests or included and stated them in financial statements for the period from March 22, 2002 until the Balance Sheet date.

Considering the fact that the Company fully contests the right of creditors of the above mentioned bank, the Company is mentioned as a respondent by Vojvođanska Bana a.d. Novi Sad.

The Supreme Court of the Republic of Serbia has abolished the Appeal Judgment, thus returning the proceeding to the first instance court for decision, which rendered the judgment in favor of the Company in the retrial proceeding.

Liabilities arising under the loan approved by the European Bank for Reconstruction and Development stated on December 31, 2011 account for total amount of 650.269 thousand RSD (EUR 6.214.285,70). The loan was approved in accordance with the Agreement entered into on September 10, 2007. Namely, according to the Agreement, the underlying funds account for a part of the loan approved for the purposes of investments into operating capital as per the project of procurement of oil plants as well as investments not energy efficiency, and related to tranche 2 and tranche 3 of funds approved in total amount of EUR 45.000.000. The underlying funds have been approved for the period of five years with semi-annual installments of repayment.

Pursuant to the Loan Agreement and in accordance with the requirements referred to under paragraph 5.10. "Financial relationships (ratios)", the Company is obliged to, based on financial statements, stated in compliance with full implementation of International Accounting Standards, maintain:

- 1. The relationship between EBIT and interest expenses at the level not under 3, provided that the Company profit shall subsequently be corrected for:
- Any share in profit or loss of any associate company, except for dividends or other income which the Company received in cash from that associate company or joint venture, and each income from any other investment in non-current assets.
- All profits or losses directly related to disposal or discontinuation of business operations or disposal of fixed assets.
- All direct expenses of any fundamental reorganization, or restructuring having material effect on the nature and focus of business operations of the Company.
- All amounts written-off from the investment value
- Realized and unrealized foreign exchange gains and losses not related to continuing operations.
- 2. Interest expenses include all interests and expenses incurred with the Company financial debt as the interest, expenses or expenditures charge the Income statement of the entity.
- 3. The relationship between the debt and overall capitalization must be maintained at a level not exceeding 0.6 provided that the debt means only debt, but excluding any other debt provided under the Contract on pledge of

**December 31, 2011** 

inventories of goods. Overall capitalization means the sum of total share capital stated values, accumulated deferred income taxes, accumulated investment tax loans, minority shares, potential reserves and contributions as assistance in construction.

4. Minimum own capital must not be less than EUR 15,000,000.

Long-term loans maturity is illustrated in the following table:

	December, 31 2011	In thousands RSD December 31 , 2010
- up to 1 year	442.469	669.982
- from 1 to 2 year	474.903	286.352
- from 2 to 3 year	370.262	180.854
- from 3 to 4 year	370.262	75.356
- from 4 to 5 year	332.890	75.356
- over 5 years	1.347.186	1.172.446
	3.337.972	2.460.346

#### NOTE - 27 SHORT-TERM FINANCIAL LIABILITIES

	December, 31 2011	In thousands RSD December 31 , 2010
Current portions of:	442.469	669.982
- long-term loans	717	846
- other long-term liabilities	1.902.812	1.887.971
Short-term loans	0	644
Other		
	2.345.998	2.559.443

#### Short-term loans:

	Annual interest rate in %	Maturity	Amount in EUR	December 31, 2011	In thousands RSD December 31, 2010
Komercijalna banka a.d.	4.40	March 30, 2011	4.000.000	0	421.993
Komercijalna banka a.d.	4.40 3m Euribor +	April 19, 2011	2.000.000	0	210.996
Societe Generale Bank	3,40% 3m Euribor +	August 31, 2011 September 6,	4.000.000	0	421.993
Euro Bana EFG Credit Agricole	5,70% 3m Euribor +	2011 June 21, 2011	1.000.000 5.000.000	0	105.498
•	3,80%			0	527.491

NOTES TO FINACIA	AL STATEMENTS			Decembe	r 31, 2011
Komercijalna banka a.d.	Ref.interest rate	June 30, 2011	-		
	reduced by				
	1,50%			0	200.000
Komercijalna banka a.d.	4.40	March 30, 2012			
			7.730.260	647.121	
	3m Euribor +				
Societe Generale Bank	3,80%	August 31, 2012	7.000.000	732.486	
Credit Agricloe	3m Euribor +	June 27, 2012	5.000.000		
	3,90%			523.205	
				1.902.812	1.887.971

#### **NOTE - 28**

#### **LIABILITIES FROM BUSINESS OPERATIONS**

	December, 31 2011	In thousands RSD December 31 , 2010
Liabilities from received advances	65.479	480.551
Liabilities for trade payables		
- parent companies and subsidiaries	-	875
- other associated legal entities	40.740	992.819
- trade payables- domestic	157.256	893.276
- trade payables – foreign	156.505	13.968
- other liabilities from business operations	101.703	
	521.683	2.381.489

#### **NOTE - 29**

#### OTHER SHORT-TERM LIABILITIES

	December, 31 2011	In thousands RSD December 31 , 2010
Net salaries and fringe benefits	9.879	8.446
Taxes and contributions on salaries	6.222	5.637
Interests and finance costs	13.300	6.159
Liabilities for dividends	3.017	3.017
Liabilities to individuals for contracted fees	220	193
Liabilities for refundable net salaries and fringe benefits	65	294
Taxes and contributions on refundable salaries and fringe benefits	18	108
Liabilities to members of Management Board and Supervisory Board	60	60
Other liabilities	13	72
	32.794	23.986

#### **NOTE - 30**

LIABILITIES FOR VALUE ADDED TAX AND OTHER PUBLIC REVENUES AND ACCRUALS AND DEFERRED INCOME

NOTES TO FINACIAL STATEMENTS		December 31, 2011 In thousands RSD
	December, 31 2011	December 31 , 2010
Liabilities for taxes, customs and other duties	168	153
Deferred income	327	399
Accrued liabilities for VAT	561	52
Other accruals and deferred income	28.562	23.494
	29.618	24.098

#### NOTE – 31 DEFERRED TAX LIABILITIES

Deferred tax liabilities stated on December 31, 2011 in the amount of 135.636 thousand RSD relate to temporary difference for which the equipment and intangible assets are recognized in tax balance and the amount for which these assets are stated in financial reports.

#### NOTE – 32 FINANCIAL INSTRUMENTS AND RISK MANAGEMENT OBJECTIVES

#### **Capital Risk Management**

The objective of capital management is enabling the Company to continue its business operations for an indefinite period of time in the foreseeable future, in order to preserve the optimal capital structure with an aim of reducing the costs of capital, and providing a return on capital to the owners. The structure of Company capital consists of debts, including long-term loans explained under Note 26, other long-term liabilities, long-term and short-term investments, cash and cash equivalents and capital attributable to owners, and which includes stakes, other capital, reserves and accumulated profit.

Persons controlling the finances at the corporate level also examine the structure of capital at the annual basis. The indicators of Company indebtedness with the balance at the end of the year were as follows:

, ,	December, 31 2011	In thousands RSD December 31 , 2010
Indebtedness a) Cash and cash equivalents	5.241.563 523.815	4.350.593 221.357
Net indebtedness	4.717.748	4.129.236
Capital b)	11.260.015	10.096.066
Ratio of total debt to capital	0.42	0.41

- a) Debt relates to long-term and short-term financial liabilities.
- b) Capital includes share capital, reserves and accumulated profit.

#### **Categories of financial instruments**

	December, 31 2011	In thousands RSD December 31 , 2010
Financial assets		
Share in the capital	855.688	857.593
Other long-term financial investments	904	2.109
Receivables	3.776.562	4.563.152

NOTES TO FINACIAL STATEMENTS		December 31, 2011
Short-term financial investments	117.852	1.264.099
Cash and cash equivalents	523.815	221.357
	5.274.821	6.908.310
Financial Liabilities		
Long-term and short –term loans	5.241.563	4.350.593
Trade payables	456.204	1.900.938
Other liabilities	32.274	23.986
	5.730.041	6.275.517

Basic financial instruments of the Company consist of cash and cash equivalents, receivables, financial investments incurred directly from the Company business operations, as well as long-term loans, trade payables and other liabilities the main purpose of which is financing the Company current business operations. In standard circumstances the Company business operations are exposed to the risks stated in the text below.

#### FINANCIAL INSTRUMENTS AND RISK MANAGEMENT OBJECTIVES

#### Financial risk management objectives

Financial risks include market risk (foreign exchange and interest rate), credit risk and liquidity risk. Financial risks are reviewed on a time basis and are primarily avoided by reducing the Company exposure to these risks. The Company uses no financial instruments in order to avoid the impact of financial risks to business operations due to the fact that such instruments are neither widely used, nor the Republic of Serbia has the organized market of such instruments.

#### Market risk

In its course of business the Company is exposed to financial risks of changes in foreign currency exchange rates and changes in interest rates. The exposure to market risk can be reviewed through sensitivity analysis. No significant changes were recorded neither relating to the Company exposure to market risk, nor in the method used by the Company to manage or measure the risk thereof.

#### Foreign currency risk

The Company is exposed to foreign currency risk primarily through cash and cash equivalents, accounts payable, long-term loans and trade receivables denominated in foreign currency. The Company uses no special financial instruments as means of protection against risks, considering the fact that such instruments are not usual in the Republic of Serbia.

Stability of the economic environment where the Company operates, largely depends on Government measures relating to economy, including the establishment of the appropriate legal and statutory frame.

The carrying amount of monetary assets and liabilities denominated in foreign currency were as follows in the Company at the reporting date:

	Asse	ets	Liabili	ties	
	December 31,	December 31,	December 31,	December 31,	
	2011	2010	2011	2010	
EUR	574.135	353.670	5.397.252	4,402,444	
USD	469.455	320.821		-	
GBP	21.798	19,268	-	-	
CHF			816		
	1.065.388	693.759	5.398.068	4,402,444	

The Company is sensitive to changes in foreign currency exchange rates of Euro (EUR) and US Dollar (USD). The following table shows details of the Company sensitivity analysis relating to 10% increase and decrease in the exchange rate of RSD compared to the underlying foreign currency. The sensitivity rate of 10% is used on occasion of internal presentation of foreign currency risk and shows the management assessment of reasonably expected changes in foreign currency exchange rates. The sensitivity analysis includes only outstanding receivables and liabilities denominated in foreign currency, and reconciles their conversion at the end of the period for the change of 10% in foreign currency exchange rates. Positive number from the table indicates the increase in results of the current period in cases when RSD devalues against the currency

concerned. In case of RSD devaluation of 10% against the foreign currency concerned, the influence at the result of the current period would be opposite to the result stated in the previous case.

	December, 31 2011	In thousands RSD December 31 , 2010
EUR currency	(482.311)	(404.877)
USD currency	46.945	32.082
GBP currency	2.180	1.927
CHF currency	(82)	
Result of the current period	(433.268)	(370.868)

The sensitivity of the Company to changes in foreign currency exchange rates has been increased during the current period, mostly as a result of increased credit liabilities.

#### FINANCIAL INSTRUMENTS AND RISK MANAGEMENT OBJECTIVES

#### Market risk

#### Risk of changes in interest rates

The Company is exposed to risk of changes in interest rates on assets and liabilities which have the variable interest rate. This risk depends on financial market, so the Company has at its disposal no instruments which would mitigate the influence thereof.

The carrying amount of financial assets and liabilities at the end of the reviewed period is provided in the following table:

	December 31, 2011	In thousands RSD December 31 , 2010
Financial assets		
Non-interest bearing		
Long-term financial investments	855.688	857.593
Other long-term financial investments	904	2.109
Trade receivables	3.776.562	4.563.152
Short-term financial investments	91.752	9.719
Cash and cash equivalents	523.815	221.357
	5.248.721	5.653.930
Fixed interest rate		
Short-term financial investments		1.148.565
Variable interest rate		
Short-term financial investments	26.100	105.815
	5.274.821	6.908.310

NOTES TO FINACIAL STATEMENTS		December 31, 2011
Financial liabilities		
Non-interest bearing		
Trade payables	456.204	1.900.938
Other liabilities	32.274	23.986
•	488.478	1.924.924
Fixed interest rate		
Long-term and short-term loans	647.121	632.989
Variable interest rate		
Long-term and short-term loans	4.594.442	3.717.604
	5.730.041	6.275.517

Sensitivity analysis presented in the following text have been established based on the exposure to changes in interest rates for non-derivative instruments at the date of Balance Sheet. For liabilities with variable interest rates, the analysis has been prepared assuming that the remaining amount of assets or liabilities at the date of Balance Sheet remained unchanged during the whole year. Increase or decrease of 1% represents, as far as the management is concerned, assessment of currently possible change in interest rates. If the interest rate was 1% higher/lower, and all other variables remained unchanged, the Company would make operative profit/(loss) for the year that ended on December 31, 2011 in the amount of 45.683 thousand RSD. This situation is attributed to the Company exposure which is based on variable interest rates that are calculated to long-term loans.

#### FINANCIAL INSTRUMENTS AND RISK MANAGEMENT OBJECTIVES

#### Credit risk

#### Trade receivables management

The Company is exposed to credit risk which is the risk that debtors shall not be able to settle the debts towards the Company in full amount and on time, which would result in financial loss for the Company. The exposure of the Company to this risk is limited to the amount of trade receivables at the date of balance. Trade receivables mostly relate to the associated companies.

The most significant customers are presented in the following table:

		In thousands RSD
<u>Client</u>	2011	2010
Victoriaoil a.d. Šid	209.449	751.092
Victoria Logistic d.o.o., Novi Sad	1.860.965	2.024.163
Victoria Group d.o.o. Novi Sad		319.227
Invej a.d., Zemun	57.295	250.008
Fertil d.o.o. Bačka Palanka	1.070	11
Veterinarski zavod Subotica (Veterinary Institute)	164.194	
Mlinovi Čurug d.o.o.	80.079	86.006
Tehooprema d.o.o., Bačka Topola		56
Eraković Kula	157.667	
Biovet Bulgaria	249.957	221.636
Vobeks	113.505	
Metalopromet Kula	94.990	
Other receivables	787.391	910.953
<u>-</u>	3.776.562	4.563.152

The structure of trade receivables on December 31, 2010 is presented in the following table:

NOTES TO FINACIAL STATEMENTS		D	ecember 31, 2011
	Gross exposure	Provisions	In thousands RSD Net exposure
Undue trade receivables	1.104.277	-	1.104.277
Due, corrected trade receivables	149.119	(149.119)	-
Due, uncorrected trade receivables	3.458.875		3.458.875
	4.712.271	(149.119)	4.563.152

The structure of trade receivables on December 31, 2011 is presented in the following table:

	Gross exposure	Provisions	In thousands RSD Net exposure
Undue trade receivables	1.219.300	-	1.219.300
Due, corrected trade receivables	171.886	(171.886)	-
Due, uncorrected trade receivables	2.557.262		2.557.262
	3.948.448	(171.886)	3.776.562

#### Undue trade receivables

Undue trade receivables stated on December 2011 in the amount of 1.219.300 thousand RSD (December 31, 2010: 1.104.277 thousand RSD) mostly relate to trade receivables for disposals of soy meal, raw soybean oil, soy textures and soy flour. These receivables are mainly due within the period of 60 days after the date of invoice, depending on contracted payment deadlines.

#### FINANCIAL INSTRUMENTS AND RISK MANAGEMENT OBJECTIVES

#### Credit risk

#### Trade receivables management

Due, corrected trade receivables

In the period reviewed, the Company impaired the trade receivables for due receivables in the amount of 171.886 thousand RSD (December 31, 2010: 149.119 thousand RSD), for which the Company determined that the client's creditworthiness was changed and that receivables shall not be collected in the amounts stated.

#### Due, uncorrected trade receivables

The Company has not impaired due receivables stated on December 31, 2011 in the amount of 2.557.262 thousand RSD (December 31, 2010: 3.458.875 thousand RSD) considering that no change in client's creditworthiness was determined, and considering that the receivables concerned mostly relate to receivables from the associated companies, and that the Company management believes that the total present value of these receivables shall be collected.

The total amount of receivables from Victoria Logistic in the amount of 1.860.967 was closed by means compensation on January 31, 2012 after final invoicing the soybeans, 2011 crop.

Age structure of due, uncorrected receivables is presented in the following table:

In thousands RSD December 31,

NOTES TO FINACIAL STATEMENTS		December 31, 2011
	2011	2010
Less than 30 days	622.784	746.418
31 – 90 days	213.612	276.826
91 – 180 days	389.112	2.014.813
181 – 365 days	1.328.330	226.034
Over 365 days	3.424	194.784
	2.557.262	3.458.875

#### Trade payables management

On December 31, 2011, trade payables were stated in the amount of 456.204 thousand RSD (December 31, 2010: 1.900.938 thousand RSD). Suppliers do not calculate default interest on due liabilities, and the Company settles due trade payables, in accordance with the financial risk management policy, within the contractual deadline. Average time period allowed for settling trade payables in the year 2011 amounts to 39 days (during the year 2010 51 days).

#### Liquidity risk

The Company management has the final responsibility for liquidity risk management, and the appropriate system of management for purposes of short-term, medium-term and long-term financing of the Company has been established as well as the liquidity management. The Company manages the liquidity risk by maintaining the appropriate monetary reserves with continuous monitoring of the planned and actual cash flow, as well as by maintaining the adequate ratio of financial assets and liabilities maturities.

### FINANCIAL INSTRUMENTS AND RISK MANAGEMENT OBJECTIVES Liquidity risk

#### Tables of liquidity risk and credit risk

The following tables show details of the remaining contractual maturities of financial assets. The amounts shown are based on undiscounted cash flows incurred with financial assets at the earliest date when the Company shall be able to collect the receivables.

Maturities of financial assets

				- 111	liiousaiius KSD
				Dec	ember 31, 2011
			From 3		
	Less than one		months	From 1 to 5	
	month	1 - 3 months	to 1 year	years	Total
Non-interest bearing Fixed interest rate	3.629.835	1.354.451	260.107	4.328	5.248.721
-principal	-	-		-	
-interest	-	-	118.410	-	118.410
	-	=	118.410	-	118.410
Variable interest rate					
-principal			26.100	-	26.100
-interest			435	<del>-</del>	435

In thousands RSD

NOTES TO FINACIAL STATEMENTS				December 31, 2011	
			26.535	-	26.535
	3.629.835	1.354.451	405.052	4.328	5.393.666
Financial assets maturiti	es				
					thousands RSD
			From 3	Dec	ember 31, 2010
	Less than one		months	From 1 to 5	
	month	1 - 3 months	to 1 year	years	Total
Non-interest bearing	2.941.472	2.291.637	226.032	194.789	5.653.930
Fixed interest rate					
-principal	_	<del>-</del>	1.148.565	<del>-</del>	1.148.565
-interest	=	=	132.085	=	132.085
			1.280.650		1.280.650
Variable interest rate					
-principal	105.815	-	-	-	105.815
-interest	7.104	-	-	-	7.104
	112.919			<del></del>	112.919
	3.054.391	2.291.637	1.506.682	194.789	7.047.499

The following tables show details of the remaining contractual maturities of Company liabilities. The amounts shown are based on the undiscounted cash flows incurred with financial liabilities at the earliest date when the Company shall be able to collect the receivables.

### FINANCIAL INSTRUMENTS AND RISK MANAGEMENT OBJECTIVES Liquidity risk

#### Tables of liquidity risk and credit risk

Maturities of financial liabilities

						ber 31, 2011
Non-interest bearing Fixed interest rate	Less than 1 month 360.129	<b>1 – 3 months</b> 123.205	From 1 month to one year 1.885	From 1 to 5 years 3.259	Over 5 years	<b>Total</b> 488.478
-principal	242.670	404.451				647.121
-interest	2.981	4.424				7.405
	245.651	408.875				654.526
Variable interest rate						·
-principal		142.013	1.556.927	1.548.317	1.347.185	4.594.442
-interest	14.582	50.377	72.726	206.547	6.266	353.498
	14.582	192.390	1.632.653	1.754.864	1.353.451	4.947.940
	620.362	724.470	1.634.538	1.758.123	1.353.451	6.090.944

#### Fair value of financial instruments

The following table shows present value of financial assets and financial liabilities and the fair value thereof as of December 31, 2011 and December 31, 2010.

In thousands RSD

NOTES TO FINACIAL STATEMENTS			<u>December 31, 2011</u>	
			In tho	usands of RSD
	December 31, 2011		December 31, 2010	
	Book value	Fair value	Book value	Fair value
Financial assets				
Share in capital	855.688	855.688	857.593	857.593
Other long-term financial investments	904	904	2.109	2.109
Trade receivables	3.776.562	3.776.562	4.563.152	4.563.152
Other receivables	117.852	117.852	1.264.099	1.264.099
Cash and cash equivalents	523.815	523.815	221.357	221.357
	5.274.821	5.274.821	6.908.310	6.908.310
Financial liabilities				
Long-term and short-term loans	5.241.562	5.241.562	4.350.593	4.350.593
Trade payables	456.204	456.204	1.900.939	1.900.939
Other liabilities	32.274	32.274	23.986	23.986
	5.730.041	5.730.041	6.275.518	6.275.518

#### FINANCIAL INSTRUMENTS AND RISK MANAGEMENT OBJECTIVES

#### Fair value of financial instruments

Requirements for evaluation of current fair value of financial instruments

Considering the fact that we lack the appropriate market experience, stability and liquidity in purchase and disposal of financial assets and liabilities, and considering the fact that we lack available market information that might be used for the purpose of disclosing fair values of financial assets and liabilities, the method of discounted cash flows was used. When using this method of valuation, the interest rates for financial instruments used have similar characteristics, with an objective of achieving relevant assessment of market value of financial instruments at the balance date. The assumptions used for evaluation of the current fair value are that the book value of short-term trade receivables and liabilities to suppliers is approximate to the fair value thereof due to the fact that they become due for payment/collection in a relatively short period.

The following table shows the analysis of financial instruments which were valued after initial recognition at fair value, grouped into levels from 1 to 3, depending on possibility for fair value evaluation.

- Level 1 of fair value measurement results from the quoted market value (uncorrected) at active markets for identical property and liabilities.
- Level 2 of fair value measurement results from the input parameters, which differ from the quoted market value included under Level 1, and which are visible from assets or liabilities, directly (for example, price) or indirectly (for example, resulted from the price).
- Level 3 of fair value measurement results from evaluation techniques which include input parameters for financial assets or liabilities, and which represent the data which may not be found at the market (non-researched input parameter).

			In thou	sands of RSD
			Dece	mber 31, 2010
	Level 1	Level 2	Level 3	Total
Financial assets			-	

NOTES TO FINACIAL STATEMENTS			Decem	<u>1ber 31, 2011</u>
available for sale				
-quoted XoB	851.307	-	-	851.307
-unquoted XoB	-	-	4.381	4.381
Long-term loans to employees	<u> </u>	<u> </u>	904	904
Total	851.307	<u>-</u>	5.285	856.592

The table above includes only the financial assets, because the Company has no financial liabilities stated after initial recognition at fair value.

Total gains/(losses) shown under total other result relate to the financial assets available for sale, and they have been presented as a change "Unrealized gains incurred with Securities" within the item of capital.

#### **TAX RISKS**

Tax laws of the Republic of Serbia are often interpreted in a different way and are subject to frequent amendments. Tax laws interpretations by tax authorities when transaction and activities of the Company are concerned can differ from management interpretations. As a result, transactions may be contested by tax authorities and the additional amount of tax, penalties and interests may be allocated to the Company. Period of limitation for tax liabilities is five years. This means that the tax authorities are entitled to allocate the payment of outstanding liabilities within the period of five years after the liability was incurred.

#### **LITIGATION**

On December 31, 2011 the Company is involved in a number of legal proceedings as a defendant, the most significant of which are as follows:

- Legal proceedings with Vojvođanska banka a.d. Novi Sad, on the basis of liabilities for refinanced loans approved by Paris Creditors Club, the value of which amounts to EUR 10.756.276,60. The Supreme Court of the Republic of Serbia abolished the Appeal Judgment, thus returning the proceeding to the first instance court for decision, which rendered the judgment in favor of the Company in the retrial proceedings.
- Two legal proceedings with Agrod d.o.o., Valjevo in total value of 21.940 thousand RSD, relating to concluded contracts for construction of facilities.

The Company believes in the positive outcome of the underlying legal proceedings, so no provisions for that purpose have been formed in the attached financial statements.

#### **FOREIGN EXCHANGE RATES**

Average foreign exchange rates, determined at the Interbank Market, received for conversion of foreign currency balance sheet items into RSD, for some major currencies were as follows:

December 31,

December 31,

#### NOTES TO FINACIAL STATEMENTS

#### December 31, 2011

	December 31, 2011	December 31 , 2010
USD	80,8662	79.2802
GBP	124,6022	122.4161
EUR	104,6409	105.4982

In Bečej, February 28, 2012

(company stamp)

CONABRO DRUSTVO (signature)

A PRESADU SOJEBranislava Pavlovič

B E C General Manager