



WESTA ISIC S.A.

Annual report for the year ended
December 31, 2013

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FOREWORD BY DMYTRO NIKITIN,

Executive Director of WESTA ISIC S.A.



Dear Shareholders,


We report on the results of WESTA ISIC S.A. for 2013 financial year.

In 2013 the Group's sales amounted to 3.3 million of conventional batteries, 13% lower comparing to 2012, revenue decreased by 10% to USD 96 million and EBITDA amounted to USD 16.4 million. Despite low market demand and unstable economic environment, the Group managed to improve its operating margin comparing to 2012.

Financial position of the Group in 2014 remains challenging. The management continues the negotiations with Ukrainian banks on the settlements of their claims and the loan portfolio restructuring. Moreover, unpredictable political environment and tensions between Ukrainian and Russian governments may negatively affect sales on the Group's core markets.

At the moment there was no material impact of the Ukrainian crisis on production capabilities and technological cycle of the Company. If the situation stabilizes, we expect the increase in sales volumes and profitability in 2H2014.

Being the leading SLI batteries player in CIS, WESTA remains committed to enhance its position in the region and become one of the top producers globally.



Sincerely yours,

Dmytro Nikitin

MANAGEMENT REPORT

The Board of Directors presents their report for the financial year ending 31 December 2013, which constitutes the management report (“Management Report”) as defined by Luxembourg Law, together with the annual consolidated financial statements and annual accounts as of and for the year ended 31 December 2013, and for the accounting period then ended. As permitted by Luxembourg Law, the Board of Directors has elected to prepare a single Management Report covering both the Company and the Group.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

WESTA ISIC S.A., incorporated in the Grand Duchy of Luxembourg, is a holding company of group of companies incorporated and operating in Ukraine in the battery manufacturing industry (the “Group” or the “WESTA Group”).

The Group produces wide range of starting, lighting and ignition (SLI) lead-acid batteries, which are used primarily as automotive starter batteries, and for storage of energy. All the Group’s subsidiaries are primarily involved in all the stages of battery design, manufacturing and marketing.

Organizational structure

As of December 31, 2013 Westa ISIC S.A. comprised of two holding companies together with operating companies as described below:

Company	Principal activity	Country of incorporation	Group’s effective ownership interest as of	
			2013	2012
WESTA ISIC S.A.	Holding company	Luxemburg	Parent	Parent
WESTA-DNEPR (CYPRUS) LIMITED	Sub-holding company	Cyprus	100.00%	100.00%
PJSC “WESTA-DNEPR”	Manufacturing of batteries	Ukraine	97.25%	97.25%
LIMITED COMPANY “WESTA INDUSTRIAL”	Manufacturing of batteries	Ukraine	97.25%	97.25%
WESTA TRUCK BUTTERY LTD	Operating company	Ukraine	100.00%	97.53%
WESTA CAR BUTTERY LTD	Operating company	Ukraine	100.00%	100.00%
LIMITED COMPANY “INDUSTRIAL ENERGY SYSTEMS”	Researcher and development of the third generation battery	Ukraine	97.25%	97.25%
CNVSIF “Fingreenfinans”	Intergroup operating	Ukraine	-	100.00%
LLC “FW Trading”	Operating company	Ukraine	97.25%	97.25%
Associates:				
PJSC “DNIPROTELECOM”	Maintenance of transmission equipment	Ukraine	21.00%	21.00%

One intergroup operating company was disposed during 2013 and two companies were created during 2012 as mentioned above.

Financial and operational highlights

Key operational highlights for the year ended 31 December 2013:

- Battery production decrease to 3.1 million conventional units¹ as compared to 4.1 million conventional units¹ in 2012, representing a 24% y-o-y decrease
- Battery sales decreased to 3.3 million conventional units¹ as compared to 3.8 million conventional units¹ in 2012, representing a 13% y-o-y decrease
- Net sales decreased to USD 95.8 million as compared to USD 106.6 million for 2012, representing a 10% y-o-y decrease.

¹ Conventional battery is measure that enables to unify all the range of products (which vary from capacity of 44A*h to 225 A*h) to the analogue of 60A*h battery as the most widespread product. As battery's cost and price correlate perfectly with its capacity (which is mainly defined by lead content), it is possible to unify all the range of batteries to a unified measure. For instance, a single 180A*h battery is equivalent to three 60A*h (conventional) batteries.

Selected financial data for 2013 year is presented in the table below:

in thousand USD unless otherwise stated	2013	2012
Revenue	95,819	106,603
Gross profit	19,825	13,988
EBITDA2	16,360	7,812
Total comprehensive loss	(75,482)	(31,657)
Operating profit before working capital changes	14,675	7,515
Net cash used in operating activities	(14,539)	(16,871)
Net cash used in investing activities	(13,689)	(2,795)
Net cash generated from financing activities	25,338	1,694
Total net cash flow	(2,890)	(17,972)
Total assets	246,270	256,159
Non-current liabilities	133,849	156,783
Current liabilities	171,396	82,869
Total equity/(deficit)	(58,975)	16,507
Weighted average number of shares	44,133,333	44,133,333
Profit/(loss) per ordinary share (USD)	(1.49)	(0.70)

Please refer to financial report for more detailed information.

² EBITDA is defined as gross profit less general and administrative expenses, less selling and distribution expenses, plus government grants, plus depreciation and amortization as derived from the Financial Statements. EBITDA is non IFRS measure.

DESCRIPTION OF SIGNIFICANT EVENTS FOR 2013

Changes to loan facilities

Throughout 2013 WESTA Group completed a series of debt restructuring negotiations with its key creditors to ensure more favorable terms. As a result of these negotiations, the Group extended the maturity dates of the loans and adjusted their repayment schedules.

The comparative table of the Group's repayment schedule of total bank borrowings and respective interest as of December 31, 2013 and December 31, 2012 is provided below:

in thousand USD	December 31, 2013	December 31, 2012
Due within three months	50,059	5,100
Due from three months to six months	10,306	24,868
Due from six months to twelve months	38,843	21,838
Total current portion repayable within one year	99,208	51,806
Due in the second year	47,573	60,637
Due thereafter	127,490	128,040
Total	274,271	240,483
Less interest forecasted	(61,457)	(53,901)
Add accrued interest	32,574	11,496
Total borrowings	245,388	198,078

Claims from creditors

In 2013 the Ukrainian subsidiaries of WESTA ISIC S.A. received commercial court claims for debt recovery in the amount totaling the equivalent of USD 42 million. The management continues the negotiations with the creditors on the settlement of the claims.

Disposal of subsidiary

On 31 December 2013, the Group disposed of CNVSIF "Fingreenfinans" (the "Subsidiary") which carried out some intergroup operations of the Group. The activity of the subsidiary represented extension of production plants' operations rather than separate line of the Group's business and, as such, did not meet the definition of discontinued operations. Information in respect of the disposal is disclosed in Note 28 of the consolidated financial report.

Extraordinary shareholders meeting

On February 27, 2013 the Westa ISIC S.A. held an Extraordinary General Meeting. The following decisions were taken during this meeting:

- ✓ Termination of the mandate of the Statutory Auditor (réviseur d'Entreprises agréé), Deloitte S.A., having its registered office in L- 2220 Luxembourg, 560, rue de Neudorf and appointment of Baker Tilly Luxembourg Audit S.A.R.L., having its registered office in L-2529 Howald, 37 rue des Scillas.
- ✓ Acceptance of the resignation of Mr. Christoph Kossmann, B Director, and appointment of new B Directors.
- ✓ Transfer of the registered office from 412F, route d'Esch, L-2086 Luxembourg to 65, boulevard Grande-Duchesse Charlotte L-1331 Luxembourg.
- ✓ Appointment of the members of audit committee.
- ✓ Adoption of the remuneration policy of the Company.

DESCRIPTION OF SIGNIFICANT EVENTS OCCURRED SINCE THE END OF FINANCIAL YEAR AND OUTLOOK FOR 2014

Resignation of Director C

The Board of Directors accepted the resignation of Lyubov Krechmanska, C Director of the Board of Directors of the Parent, starting from January 1, 2014. The Board of Directors accepted the resignation of Eugenii Cherviachenko, C Director of the Board of Directors of the Parent, starting from January 9, 2014.

Political situation in Ukraine

Due to unstable economic and political environment in Ukraine and political tensions between Ukraine and Russia, there may be a negative effect on the Company's sales on Ukrainian and Russian markets, which can persist at least in the short term. At the moment there was no material impact on production capabilities and technological cycle of the Company.

Supported by successful presidential elections held in Ukraine in May 2014, the management believes that the political situation will stabilize, which will favour the increase in sales volumes and profitability in 2H2014.

Loan portfolio restructuring and reorganization of operations

We draw your attention that the Group is currently in negotiations with the Ukrainian banks to restructure its indebtedness. The negotiations are not yet over at the date of the approval of the report and no agreement has been signed so far.

The goal of the restructuring is to reduce financial leverage to the level, which can be serviced by the business operations of the Group. The management of the Group expects reducing the overall debt level by up to USD 100 million and the rescheduling of the principal repayments for the period of 5-7 years.

In line with the loan restructuring negotiations, the Group initiated the operational reorganization of its Ukrainian subsidiaries. The goal of the reorganization is to transfer all of the business operations to a single Ukrainian legal entity, WESTA CAR BUTTERY LTD.

It is expected that the reorganization will allow reduce administrative expenses of the Group, improve operational management and will not terminate any technological or operational processes. The process is supervised by the largest creditor of the Group.

Until the end of June 2014 the management of the Group plans to finalize and sign with the largest creditor the framework agreement, which will regulate both loan portfolio restructuring and operational reorganization processes. The management expects that the main stages of the loan portfolio restructuring and the operational reorganization will be completed until the end of 2014.

Suspension of trading on Warsaw Stock Exchange

On 9 May 2014 the management board of Warsaw Stock Exchange resolved to suspend trading in shares of WESTA ISIC S.A. due to unavailability of the annual report for the year 2013 of the company to the public. The management expects that the Warsaw Stock Exchange will resume trading in shares of WESTA ISIC S.A. after the publication of the annual report for the year 2013.

Resignation of Directors B

The Board of Directors accepted the resignation of Eriks Martinovskis, B Director of the Board of Directors of WESTA ISIC S.A., starting from June 11, 2014. The Board of Directors accepted the resignation of Frank Pletsch, B Director of the Board of Directors of WESTA ISIC S.A., starting from June 11, 2014.

Adjournment of AGM

As the Annual report for the year ended December 31, 2013 was not finalized at the date of the annual shareholders' meeting on June 4, 2014, the Board of directors resolved:

- to adjourn the shareholders' meeting of June 4, 2014
- to convene the shareholders to a new shareholders' meeting to be held on July 10, 2014

There were no resolutions taken by the shareholders on June 4, 2014.



INFORMATION ABOUT WESTA ISIC S.A. (THE “COMPANY”)

In May 2011 WESTA ISIC S.A. raised USD 45.3 million of net proceeds from the Initial Public Offering of 11,033,333 new shares (25% of the total share capital). On 15 June 2011 the shares of the Company were admitted on the regulated market of the Warsaw Stock Exchange. On 16 June, EUR 32 million was used to increase the share capital of the Westa Dnepr (Cyprus) Limited, paid in full. The Westa ISIC S.A. still had this investment as of 31 December 2013. The Company does not have branches. The Company has not had any activities in research and development. The total balance sheet as of 31 December 2013 amounts to EUR 4 million. The loss for year ended 31 December 2013 is EUR 6,271 thousand, for the year ended 31 December 2012 was EUR 22,116 thousand.

The following disclosures are made in compliance with Article 11 of the Luxembourg Law on Takeovers of 19 May 2006:

The structure of share capital of the Company:

- ✓ The subscribed share capital is set at four hundred forty-one thousand three hundred thirty-three Euro thirty-three Cents (EUR 441,333.33) consisting of 44,133,333 (forty-four million one hundred thirty-three thousand three hundred thirty-three) ordinary shares with a nominal value of EUR 0.01 (one Cent of Euro) each.
- ✓ 11 033 333 ordinary bearer shares are admitted to trading on Warsaw Stock Exchange.
- ✓ 33 100 000 ordinary registered shares are not admitted to trading on Warsaw Stock Exchange.
- ✓ The authorised capital of the Company is set at eight thousand six hundred sixty- six Euro sixty-seven Cents (EUR 8,666.67 Euro) represented by eight hundred sixty- six thousand six hundred sixty-seven (866,667) shares with a nominal value of one euro cent (EUR 0.01) during a period expiring after the closing of the initial public offering of the shares of the Company in Warsaw or the closing of any other offerings of the shares of the Company, whichever event occurs first, in any case no later than a term of five (5) years from the date of the publication of the present authorisation in the Luxembourg official gazette (Mémorial C, Recueil des Sociétés et Associations).
- ✓ No such shares were issued and subscribed.
- ✓ According to Article 8 of the Company's Statuts each share is entitled to one vote.

As of the date of this report, the Ordinary shares are freely transferable, subject only to the restrictions on shareholdings set forth in the Company Articles of Associations. The Company now has a 25% weighting in the WSE free float indices.

The details of those shareholders with an interest of 5% or more in the issued share capital of the Company, as notified to the Company, are set out in the Note 16 to the accompanying consolidated financial statements of the Group. As of 31 December 2013 and 31 December 2012 the Company has not received notifications of those shareholders with an interest of 5% or more.

All of the issued and outstanding ordinary shares in the Company have equal voting rights.

WESTA ISIC S.A. does not introduce employee share schemes.

There are no agreements between shareholders which are known to the Company and may result in restrictions on the transfer of securities or voting rights within the meaning of Directive 2004/109/EC.

The appointment and replacement of board members are regulated by Article 9 of the Company's Statutes. The Company shall be managed by a Board composed of at least three (3) members and of a maximum of sixteen (16) members in case of plurality of Shareholders, their number being determined by the General Meeting. Director(s) need not to be shareholder(s) of the Company.

In case of plurality of directors the General Meeting may decide to create three categories of directors and the Company shall be administered by a Board of Directors, consisting of:

- a) one or more Directors A, hereinafter referred to as the "Executive Directors A";
- b) one or more Directors B, hereinafter referred to as the "Executive Directors B", and
- c) one or more Directors C, hereinafter referred to as the "Independent Directors".

The Executive Directors A, the Executive Directors B and the Independent Directors hereinafter jointly also referred to as Directors.

The Board of Directors shall be charged with the Company's management.

The Director(s) shall be elected by the General Meeting, for a period not exceeding six (6) years and until their successors are elected, provided, however, that any director may be removed at any time by a resolution taken by the general meeting of shareholders. The director(s) shall be eligible for reappointment.

In the event of vacancy in the office of a director because of death, resignation or otherwise, the remaining directors elected by the General Meeting may meet and elect a director to fill such vacancy until the next general meeting of shareholders.

The amendment of the articles of association is regulated by Article 19 of the Company's Statutes which states that these Articles may be amended, from time to time, by an extraordinary General Meeting, subject to the quorum and majority requirements referred to in the Law.

The powers of board members to issue shares are regulated by Article 5 of the Company's Statutes. The authorised capital of the Company is set at eight thousand six hundred sixty- six Euro sixty-seven Cents (EUR 8,666.67 Euro) represented by eight hundred sixty- six thousand six hundred sixty-seven (866,667) shares with a nominal value of one euro cent (EUR 0.01) during a period expiring after the closing of the initial public offering of the shares of the Company in Warsaw or the closing of any other offerings of the shares of the Company, whichever event occurs first, in any case no later than a term of five (5) years from the date of the publication of the present authorisation in the Luxembourg official gazette (Mémorial C, Recueil des Sociétés et Associations).

The term or extent of this authority may be extended by resolution of the shareholders in general meeting from time to time, in the manner required for amendment of these articles of association. The Board is authorised to determine the conditions attaching to any subscription for the new shares from time to time. The Board is notably authorised to issue new bearer shares within the authorised share capital provided that such shares are subscribed and paid in full upon issuance. The Board is also authorised to issue such shares without reserving to the existing shareholders any preferential subscription rights. The Board may delegate to any duly authorised officer of the Company or to any other duly authorised person, the power of accepting subscription and receiving payment for shares representing part or all of such increased amount of capital.

The Board of Directors does not have the authorities to buy back shares.

There are no significant agreements to which the Company is a party that take effect, alter or terminate upon a change of control following a take over of the Company.

There are no agreements between the Company and its Directors or employees providing for compensation on loss of office or employment (whether through resignation, purported redundancy or otherwise), that would occur because of takeover bid.

Explanations regarding the compliance with Article 100 of the Luxemburg Corporate Act of 10 August 1915

As the total loss of the Company as of December 31, 2013 amount to EUR 29 405 451.74 (EUR 6 270 873.89 is the loss for 2013 financial year and EUR 23 134 577.85 is the loss brought forward from previous periods) and exceeds half of the Company's corporate capital, the shareholders must to deliberate at shareholders' general meeting which will be held on July 10, 2014, on the continuity of the Company's activity according to art 100 of the Luxemburg Corporate Act of 10 August 1915.

RESEARCH AND DEVELOPMENT ACTIVITIES

WESTA has been able to gather top scientific talent in CIS within its Research and Development Institute which has proven to provide the Group with significant competitive edge in past and patented dozens of solutions yet to be integrated. Over 2013 the Group registered 11 patents and applied 12 claims for invention related to design and technology of production of batteries and uninterrupted power supply.

RELATED PARTIES TRANSACTIONS

The Group performs transactions with related parties in the ordinary course of business. The Group purchases lead, lead alloys, polypropylene from its related parties, both domestic and foreign companies. Related parties comprise the Group parent's associates, the shareholders, companies are under common control of the Group's controlling owners, key management personnel of the Group and their close family members, and companies that are controlled or significantly influenced by shareholders.

Information in respect of related party transactions is disclosed in Note 29 of the consolidated financial report.

PRINCIPAL RISKS AND UNCERTAINTIES

Currency exchange rates fluctuations

Fluctuations in the value of USD, which is the Group's reporting currency, against other currencies, such as UAH, RUB and EUR may have an adverse effect on its financial results. Approximately 26% of the Group's sales are invoiced in USD and EURO and approximately 19% - in RUB for goods sold on the international markets. The remaining 55% represent the sales of batteries in the Ukrainian domestic market.

Moreover, the loan facilities of the Group are denominated in USD, EURO and UAH. A change in the value of EURO or UAH compared to USD could have a negative effect on the financial results of the Group.

The Group also encounters currency exchange risks to the extent that it incurs operating expenses in a currency other than that in which it has obtained financing or those in which it generates revenues.

Prices for raw materials

Since lead constitutes more than a half in the cost of a battery, any fluctuation in its price affects the battery producers. The costs of lead are volatile and are beyond of the Group's control. The increase of price might cause a reduction in profit margin unless WESTA is able to hedge these risks or to pass on to its customers the increased costs of the raw materials.

Global economic conditions may worsen

Since the Group operates on the international scale, it is exposed to the global economic and financial conditions and change in consumers' purchasing power. In case of a further slowdown in the global economy, the Group's business may be affected by shortfall of the demand for its products or by decrease in availability of financing, which could in turn negatively impact its sales and revenue generation and result in a material adverse effect on its financial results.

Risks relating to operating in Ukraine

Since all Group's production capacities are located in Ukraine, risks and events that have a material adverse effect on the Group's operations in Ukraine could, in turn, have a material adverse effect on its overall business, financial condition, operating results or prospects. Some of such risks are presented below:

- Political or economic instability or uncertainty in Ukraine may worsen;
- Any unfavorable changes in Ukraine's regional relationships, especially with Russia;
- The business environment in Ukraine could deteriorate etc.

CORPORATE GOVERNANCE STATEMENT

General information

Westa ISIC S.A. ("the Company") is a public limited liability company (société anonyme) incorporated and existing under the laws of Luxembourg, having its registered office at: 65, Boulevard Grande-Duchesse Charlotte, L-1331 Luxembourg, R.C.S Luxembourg B 150.326 till 30 April 2014. Since 30 April 2014 the Company changed its registered office from 65, boulevard Grande-Duchesse Charlotte, L-1331 Luxembourg to 6, Rue Eugène Ruppert, L-2453 Luxembourg. The shares of the Company are listed on the main market of Warsaw Stock Exchange. The subscribed share capital is set at four hundred forty-one thousand three hundred thirty-three Euro thirty-three Cents (EUR 441,333.33) consisting of 44,133,333 (forty-four million one hundred thirty- three thousand three hundred thirty-three) ordinary shares with a nominal value of EUR 0.01 (one Cent of Euro) each.

The Company declares that it follows the non-binding principles on corporate governance contained in "Ten principles of corporate governance of the Luxembourg stock exchange" revised in March 2013. In 2013 the Company fully complied with the rules described in the "Ten principles of corporate governance of the Luxembourg stock exchange". Also the Company has decided to observe the majority of the WSE Corporate Governance Rules. Westa ISIC S.A. has a clear and transparent corporate governance framework and provides relevant disclosure.

All adopted corporate governance documents and details regarding current corporate governance system of the Company are published on the Company's website <http://www.westa.com.ua/en/>.

Board of Directors

The Company has a one-tier management structure consisting of the Board of Directors. The Board of Directors is responsible for the management of the Company's operations. It is vested with the broadest powers to take any actions necessary or useful to fulfill the Company's corporate purpose, with the exception of actions reserved by Luxembourg law or the Articles of Association to the General Meeting of Shareholders.

The Company is managed by a Board composed of at least three members and of a maximum of sixteen members, their number being determined by the General Meeting of Shareholders. The Director(s) are elected by the General Meeting, for a period not exceeding six (6) years and until their successors are elected, provided, however, that any Director may be removed at any time by a resolution taken by the General Meeting of Shareholders. In the event of vacancy in the office of a Director because of death, resignation or otherwise, the remaining Directors elected by the General Meeting may meet and elect a Director to fill such vacancy until the next General Meeting of Shareholders. In case of plurality of Directors the General Meeting may decide to create three categories of Directors and the Company shall be administered by a Board of Directors, consisting of:

- one or more Directors A, hereinafter referred to as the "Executive Directors A";
- one or more Directors B, hereinafter referred to as the "Executive Directors B", and
- one or more Directors C, hereinafter referred to as the "Independent Directors".

Competences of each category of Directors

The Executive Directors A are responsible for managing the Company and its affiliated business. In discharging their duties, the Executive Directors A are guided by the interests of the Company and its business; they shall take into account the relevant interests of all those involved in the Company (inclu

ding the Company's shareholders) and the objective of creating shareholder value in the long run.

The responsibilities of Executive Directors A include:

- managing the Company: (i) the determination and achievement of the Company's objectives, (ii) the determination of the Company's strategy, the policies designed to achieve the objectives and risks inherent to its business activities, (iii) the risk management and internal control systems, (iv) maintaining and preparing the financial reporting process, (v) the compliance with all relevant legislation and regulations (both statutory and internal), and (vi) the Company's performance;
- financing of the Company;
- preparing, disclosing and complying with the internal procedures regarding the preparation and publication of the annual report, the annual accounts, the quarterly and/or half-yearly figures and ad hoc financial information, including any price-sensitive (inside) information;
- establishing and maintaining of the internal procedures which ensure that all major financial information is known to the Board of Directors and in particular the Independent Directors;
- drawing the Company's annual budgets and major capital expenditures;
- selecting, and recommending the appointment of, the Company's external auditor, if the General Meeting has failed to do so; and
- submitting the operational and financial objectives of the Company, the strategy designed to achieve these objectives and the parameters applied in relation to this strategy for approval by the Board of Directors.

The Executive Directors B have been charged by the Executive Director A with the responsibility for all corporate affairs, in particular the compliance of the Company with Luxembourg laws and regulations. The responsibilities of Executive Directors B include:

- disclosing, complying with and enforcing the Company's compliance with Luxembourg laws and regulations;
- act as contact person towards the Company's external advisers in respect to the subjects mentioned above.

The Independent Directors supervise the policy and the fulfillment of duties of the Executive Directors A and the Executive Directors B, and the general affairs of the Company. Their responsibilities include: to advise and support the Executive Directors; to supervise the Executive Directors:

- to advise and support the Executive Directors;
- to supervise the Executive Directors: (i) the achievement of the Company's objectives; (ii) the corporate strategy and the risks inherent in the business activities; (iii) the structure and operation of the internal risk management and control systems; (iv) the financial reporting process and (v) compliance with the legislation and regulations;
- complying with and enforcing the Company's corporate governance structure;
- checking - and co-signing upon approval - the annual report, the annual accounts, the quarterly and/or half-yearly figures and ad hoc financial information, including any price-sensitive (inside) information;
- evaluating and assessing the functioning of the Board of Directors;
- handling and reporting to the General Meeting of, reported potential conflicts of interest between the Company on the one side and members of the Board of Directors or the external auditor on the other side;
- handling, and deciding on, reported alleged irregularities that relate to the functioning of the Board of Directors; and
- supervising the policy and the fulfillment of duties of the Executive Directors A and the Executive Directors B.

Timely the Executive Directors A and the Executive Directors B shall provide the Independent Directors with all information which is required for the exercise of their duties.

COMPOSITION OF THE BOARD OF DIRECTORS

Prior to 27 February 2013 the Board of Directors of the Company consisted of five (5) members: three (3) Executive Directors (two Directors A and one Director B) and two (2) Independent Directors (two Directors C – Independent Directors). Up to February, 27 2013 the Board of Directors comprised of:

Name	Position	Date of appointment	Expiration of term of office
Denys Dzenzers'kyi	A Director, Executive Director	November 24, 2010	2018
Dmytro Nikitin	A Director, Executive Director	November 24, 2010	2018
Christoph Nicolaus Kossmann	B Director, Executive Director	December 10, 2009	2018
Eugenii Cherviachenko	C Director, Independent Director	November 23, 2011	2018
Lyubov Krechmanska	C Director, Independent Director	November 23, 2011	2018

Denys Dzenzers'kyi has been the Chairman of the Board of Directors of the Company since 2010. He started his career in SIC ISTA, where he worked for five years as an economist of the economic planning department. Next, in years 2002-2003 he was the Vice-President on Economics at WESTA ISIC. Since October 2003 until March 2010 he held different posts in WESTA-DNEPR JSC such as Deputy Chairman of the Administrative Board, Vice-President on Economics, First Vice-President. Mr. Dzenzers'kyi has a Master Degree on Economics. He graduated from the Dnipropetrovsk Construction and Architecture Institute in 2000 and in years 1993-1995 he completed Economic faculty at Kalkuhl in Bonn.

Dmytro Nikitin has been the member of the Board of Directors since 2010. In years 1997-1999 he worked as a chief financial analyst at "Privatbank". Since 1999 he has been a deputy general director on economics at Techkomplekt LLC and since 2010 has been a member of the board of directors of "Russkie Akkumulatori" JSC. Mr. Dmytro Nikitin graduated from Dnipropetrovsk Construction and Architecture Institute in 1997. He also gained Bachelor degree from Lakehead University, Canada in 1998.

Christoph Nicolaus Kossmann started his career in Dexia Banque International a Luxembourg where he was a Vice President in years 1990-2002. Next he held different managerial position at Experta Corporate and Trust Services S.A. (member of the executive board 2002-2006), Sal. Oppenheim International S.A. (July 2006 - July 2007) and Sal. Oppenheimjr & Cie S. C. A. (member of the executive board July 2007-October 2007). Mr. Kossmann has a university degree, gained at the Law School of Freiburg University in 1981. As a part of increasing his professional qualifications he graduated from the Law School of Lausanne University (specification in international private law) in 1982, the Law School of Freiburg University (specification in international tax planning) in 1985. Mr. Kossmann also passed the Bar Exam in 1989.

Eugenii Cherviachenko started his career at Ukrainian investment company Concorde Capital in 2005 as Senior Analyst covering a wide sector base, including Metals & Mining and Heavy Machinery sectors, and later supervising Metals & Mining analysts. He was a part of project team for private placements of Ukrainian companies. After 4 years with Concorde Capital he joined BG Capital in June 2009 as a Vice-President at Corporate Finance department. Eugenii Cherviachenko received his MA in Finance from the Kyiv National Economics University. Eugenii Cherviachenko was named Ukraine's Best Metals & Mining Research Analyst in Thomson Reuters Extel's 2008 Focus CIS Survey.

Lyubov Krechmanska graduated from Kyiv National Economic University in 1993 (economist specification). She started her career at Biuro Prawno-Rachunkowe M.W. Miziołębscy as an accountant in 1999 and developed her experience in financial sphere working as chief accountant at Calzedonia Master Polska Sp. z o.o. In 2001 Ms. Krechmanska joined IC& Partners Sp. z o.o. as a

Financial Director. She participated in audits of financial statements and reports on the use of EU funds at WBS Rachunkowość i Consulting Sp. z o.o. working as auditors' Assistant and extended her professional experience at Villa Palladio Sp. z o.o. as Financial Director of the company in years 2006-2007. Ms. Krechmanska became an owner of the company KKK Lyubov Krechmanska in 2006 cooperating with companies in the matters of the settlement of projects funded from EU funds, bookkeeping and personnel matters of companies and entrepreneurs. Since March 2011 Ms. Krechmanska is a member of the Supervisory Board IC&Partners Warsaw S.A.

The Extraordinary General Meeting of WESTA ISIC S.A. held on February 27, 2013 accepted the resignation of Mr. Christoph Kossmann, B Director, Executive Director and appointed new B Directors. Since February 27, 2013 the Board of Directors is comprised of:

Name	Position	Date of appointment	Expiration of term of office
Dmytro Nikitin	A Director, Executive Director	November 24, 2010	2018
Eriks Martinovskis	B Director, Executive Director	February 27, 2013	2018
Frank Pletsch	B Director, Executive Director	February 27, 2013	2018
Eugenii Cherviachenko	C Director, Independent Director	November 23, 2011	2018
Lyubov Krechmanska	C Director, Independent Director	November 23, 2011	2018

Frank Pletsch started his career as founder and CEO of a logistic company in Germany. In years 2005-2008 he was a director of operations of petrol station cooperation. Since 2008 Mr. Pletsch held different managerial positions at Intertrust (Luxembourg) S.A. Since March 2013 he works a team manager. Mr. Pletsch gained an academic degree in Germany.

Eriks Martinovskis started his career in 2001 as Corporate Project Manager in Swedbank, Latvia. In years 2008-2009 he joined a Ventspils Fish Cannery, Latvia as CFO. From 2009 to 2011 he holds an office of CFO in NPK Terminalis, Liepaja, Latvia. In 2011 he worked as IFA in Sovereign and Partners, Brussels, Belgium. Since October 2011 Mr. Martinovskis holds a position of relationship officer at Intertrust (Luxembourg) S.A. Mr. Martinovskis holds a Master degree in Business Administration, gained at Ventspils University College, Latvia. He is a CFA Candidate since 2011. In 2012 he obtained a Certificate Anti Money Laundering, IFBL, Luxembourg.

As of January, 14 2014 the Board of Directors accepted the resignation of Mr. Eugenii Cherviachenko, C Director, Independent Director and Ms. Lyubov Krechmanska, C Director, Independent Director. Since January, 14 2014 the Board of Directors is comprised of:

Name	Position	Date of appointment	Expiration of term of office
Dmytro Nikitin	A Director, Executive Director	November 24, 2010	2018
Eriks Martinovskis	B Director, Executive Director	February 27, 2013	2018
Frank Pletsch	B Director, Executive Director	February 27, 2013	2018

On June 11, 2014 the Board of Directors accepted the resignation of Eriks Martinovskis, B Director and Frank Pletsch, B Director of the Board of Directors of WESTA ISIC S.A. Since June 11, 2014 the Board of Directors is comprised of:

Name	Position	Date of appointment	Expiration of term of office
Dmytro Nikitin	A Director, Executive Director	November 24, 2010	2018

Dmytro Nikitin is the Chairman of the Board of Directors.

Board meetings

During year 2013 there have been four (4) meetings of the Board of Directors. The average attendance by the Directors was 100%.

Audit Committee

The audit committee (the Audit Committee) shall consist of at least 2 (two) members elected from among the members of the Board. Decisions shall be taken by a majority vote of the members of the Audit Committee. In the event that in any meeting the number of votes for and against a resolution shall be equal, such a resolution should be considered, discussed and resolved by the Board. At least one member of the Audit committee shall be Independent Director and shall have competence in accounting and/or auditing. The Audit Committee is responsible for:

- Overseeing the financial reporting and disclosure process;
- Monitoring choice of accounting policies and principles;
- Overseeing hiring, performance and independence of the external auditors;
- Monitoring the internal control process;
- Overseeing the performance of the internal audit function.

Prior to 27 February 2013 the Audit Committee comprised of Denys Dzenzers'kyy, A Director, Executive Director, and Lyubov Krechmanska C Director, Independent Director.

Since February 27, 2013 the Audit Committee comprised of Dmytriy Nikitin, A Director and Lyubov Krechmanska, C Director. The mandate of the appointees will lapse at the Annual General Meeting of the year 2018 or until their successors have been duly elected.

As of January 14, 2014 Ms. Lyubov Krechmanska, C Director resigned and as a result the Audit Committee comprises of one member – Dmytriy Nikitin, A Director. Currently the Company is taking all necessary actions to increase a number of members of the Audit Committee.

During year 2013 there have been no meetings of the Audit Committee.

Nominations and Remuneration Committees

Currently the Company does not have Nominations or Remuneration committees, the need to create Nominations and/or Remuneration committees is assessed annually. The tasks and duties contemplated by the Remuneration committee and Nominations committee are performed by the entire Board of Directors. The Company does not have formal policies on board and top-management performance evaluation and remuneration at the moment.

Internal Control/Risk Management

The Board of Directors of the Company is responsible for the system of internal risk management and control and reviewing at least annually the internal control and risk management systems, with a view to ensuring that the main risks (including those related to compliance with existing legislation and regulations) are properly identified, managed and disclosed.

The Audit Committee of the Board of Directors is wasted with the powers of monitoring the internal control process and overseeing the performance of the internal audit function. Internal control system covers all activities of the Company. The Company has established process of identification and management of potential risks faced by the Company.

Financial reporting process

The Group has in place common accounting policies and procedures on financial reporting and closing. Also, prepares budgets for review and approval of Board of Directors, as well as forecast

of financial performance during the year. The management monitors the publication of the new reporting standards and works closely with external auditors in evaluating in advance the potential impact of these standards.

The entities of the Group maintain their accounting records in accordance with accounting standards and other statutory requirements to financial reporting in the country of their incorporation. Local statutory accounting principles and procedures differ from accounting principles generally accepted under IFRS. Accordingly, the accompanying financial statements, which have been prepared from the Group entities' statutory accounting records, reflect adjustments necessary for such financial statements to be presented in accordance with IFRS, as adopted by the European Union. Stand alone financial statements is issued based on maintained accounting records in accordance with local (Luxembourg) accounting standards.

Management of the Group is paying adequate attention and efforts in designing, implementing and maintaining an effective system of internal controls on financial reporting process. Financial reports are analyzed, reviewed and discussed before issuance.

The remuneration of the members of the Board of Directors

The remuneration of the members of the Board of Directors is determined by the Board of Directors and ratified by the General Meeting of shareholders. According to the Board of Directors Resolution ratified by the General Meeting of shareholders the rate of remuneration of Lyubov Krechmanska, C Director, for the period starting from 01.01.2013 to 31.12.2013 for a gross total amount of Euro 12,000.00 (twelve thousand euro). According to the Board of Directors Resolution ratified by the General Meeting of shareholders the rate of remuneration of Lyubov Krechmanska, C Director, for the period starting from 01.01.2012 to 31.12.2012 for a gross total amount of Euro 12,000.00 (twelve thousand euro).

The objective of the Group's remuneration policy is to provide a compensation program allowing for the attraction, retention and motivation of members of the Board of Directors who have the character traits, skills and background to successfully lead and manage the Company.

Details of the compensation of the Board of Directors members are set out in Note 29 to the financial statements.

General Meeting practices

The General Meeting of the Company is vested with the broadest powers to order, carry out or ratify acts relating to all the operations of the Company. The annual General Meeting of the Company is to be held, in accordance with Luxembourg law, in Luxembourg at the address of the registered office of the Company or at such other place in the municipality of the registered office as may be specified in the convening notice of the meeting, on the first Wednesday of June at 5.00 p.m. If such day is not a business day for banks in Luxembourg, the annual General Meeting shall be held on the next following business day. The annual General Meeting may be held abroad if, in the absolute and final judgment of the Board, exceptional circumstances so require. Other meetings of the shareholders of the Company may be held at such place and time as may be specified in the respective convening notices of the meeting. Where the shares are recorded in the register of shareholders in the name of a depositary or sub-depositary of the former, the certificates must be received at the Company no later than the day precedent the fifth (5th) working day before the date of the general meeting unless the Company fixes a shorter period. All proxies must be received at the Company by the same deadline.

Voting rights

Each share is entitled to one vote. Except as otherwise required by Luxembourg laws or the Company's Articles of Association, resolutions of a duly convened General Meeting will be passed by a simple majority of those present or represented and voting. A shareholder may act at any General Meeting by

appointing another person as his proxy.

If all shareholders of the Company are present or represented at a General Meeting, and consider themselves as being duly convened and informed of the agenda of the meeting, the meeting may be held without prior notice.

The Board shall adopt all other regulations and rules concerning the availability of access cards and proxy forms in order to enable shareholders to exercise their right to vote.

The Board may decide to allow the participation of shareholders in the General Meeting of the Company by any means of telecommunication (including via telephone or videoconference), provided that such means of telecommunication allow the identification of the shareholders participating by such means, and all the other shareholders present at such General Meeting (whether in person or by proxy, or by means of such type of communications device) to hear them and to be heard by them at any time. Any shareholder that participates in a General Meeting of the Company by these means shall be deemed to be present at such General Meeting, shall be counted when reckoning a quorum and shall be entitled to vote on matters considered at such General Meeting.

Any amendments to the rights of shareholders require an amendment to the Articles of Association and are subject to the same quorum as for an extraordinary General Meeting. Any resolution to amend the Articles of Association must be taken before a Luxembourg notary and such amendments must be published in accordance with Luxembourg regulations.

Dividend rights

The General Meeting shall determine how the remainder of the annual net profits shall be disposed of and it may alone decide to pay dividends from time to time, as in its discretion believes best suits the corporate purpose and policy.

The dividends may be paid in euro or any other currency selected by the Board and they may be paid at such places and times as may be determined by the Board. The Board may decide to pay interim dividends under the conditions and within the limits laid down in the Luxembourg laws.

Share options

At the date of this annual report, the Company has no a share option plan and no share options have been granted to the members of the Board of Directors, members of Company's senior management or employees.

Information regarding deviation from the WSE Code of Best Practice for WSE Listed Companies

The Company has decided to observe the majority of the WSE Corporate Governance Rules included in the Code of Best Practice for WSE Listed Companies. However, certain principles apply to the Company accordingly, with due observance of Luxembourg laws and the Company's corporate structure, especially the single board structure as opposed to the two-tier system that the WSE Corporate Governance Rules assume. The Company does not have two separate governing bodies (supervisory board and management board) which are obligatory in Polish joint stock companies. Instead, the Board of Directors of the Company performs both the management and supervisory functions. As a result, the Company applies those principles of the WSE Corporate Governance Rules which refer to relations between supervisory board and management board not directly, but accordingly.

In 2013 the Company did not fully comply with the following rules described in the Code of Best Practice for WSE Listed Companies as follows:

I. Recommendations for Best Practice for Listed Companies

1. A company should pursue a transparent and effective information policy using both traditional methods and modern technologies and latest communication tools ensuring fast, secure and effective access to information. Using such methods to the broadest extent possible, a company should in particular: - maintain a company website whose scope and method of presentation should be based on the model investor relations service available at <http://naszmodel.gpw.pl/>; - ensure adequate communication with investors and analysts, and use to this purpose also modern methods of Internet communication; - enable on-line broadcasts of General Meetings over the Internet, record General Meetings, and publish the recordings on the company website.

Complies with the reservation that the Articles of Association of the Company provide that all the meetings take place in Luxembourg, in the place specified in the convening notice and the Company has not implemented the technology enabling on-line broadcasting. At the same time the Company supports its shareholders to exercise their voting rights by authorizing the proxies.

5. A company should have a remuneration policy and rules of defining the policy. The remuneration policy should in particular determine the form, structure, and level of remuneration of members of supervisory and management bodies. Commission Recommendation of 14 December 2004 fostering an appropriate regime for the remuneration of directors of listed companies (2004/913/EC) and Commission Recommendation of 30 April 2009 complementing that Recommendation (2009/385/EC) should apply in defining the remuneration policy for members of supervisory and management bodies of the company.

Currently the Company does not have a remuneration policy adopted; the need to create Remuneration committee is assessed annually.

6. A member of the Supervisory Board should have appropriate expertise and experience and be able to devote the time necessary to perform his or her duties. A member of the Supervisory Board should take relevant action to ensure that the Supervisory Board is informed about issues significant to the company

7. Each member of the Supervisory Board should act in the interests of the company and form independent decisions and judgments, and in particular:

- refuse to accept unreasonable benefits which could have a negative impact on the independence of his or her opinions and judgments;
- raise explicit objections and separate opinions in any case when he or she deems that the decision of the Supervisory Board is contrary to the interest of the company.

There is only one governing body in the Company, the Board of Directors comprising both Executive and Non-Executive Directors, which fulfills the duties respectively, both of a Polish-style management board and supervisory board. That composition of the Board of Directors allowed protecting properly interests of both minority and majority shareholders and ensured the transparency in functioning. However, if the Company considers that protection of shareholders' interests is not sufficient, another independent member of the Board of Directors will be immediately appointed.

9. The WSE recommends to public companies and their shareholders that they ensure a balanced proportion of women and men in management and supervisory functions in companies, thus reinforcing the creativity and innovation of the companies' economic business.

Currently, the Company partially comply with this recommendation, the Board of Directors comprised of 1 woman and 4 men in 2013. The Company supports this recommendation. However the members of the Board of Directors are appointed by General Meeting of Shareholders and therefore the compliance with this

Rule	Rule status in the Company
	recommendation depends on the shareholders' future decisions.
II. Best Practice for Management Boards of Listed Companies	
<p>1. A company should operate a corporate website and publish on it, in addition to information required by legal regulations:</p> <ol style="list-style-type: none"> 1) basic corporate regulations, in particular the statutes and internal regulations of its governing bodies; 2) professional CVs of the members of its governing bodies; 3) current and periodic reports; 4) [deleted] 5) where members of the company's governing body are elected by the General Meeting – the basis for proposed candidates for the company's Management Board and Supervisory Board available to the company, together with the professional CVs of the candidates within a timeframe enabling a review of the documents and an informed decision on a resolution; 6) annual reports on the activity of the Supervisory Board taking account of the work of its committees together with the evaluation of the work of the Supervisory Board and of the internal control system and the significant risk management system submitted by the Supervisory Board; 7) shareholders' questions on issues on the agenda submitted before and during a General Meeting together with answers to those questions; 8) information about the reasons for cancellation of a General Meeting, change of its date or agenda together with grounds; 9) information about breaks in a General Meetings and the grounds of those breaks; 10) information on corporate events such as payment of the dividend, or other events leading to the acquisition or limitation of rights of a shareholder, including the deadlines and principles of such operations. Such information should be published within a timeframe enabling investors to make investment decisions; 11) information known to the Management Board based on a statement by a member of the Supervisory Board on any relationship of a member of the Supervisory Board with a shareholder who holds shares representing not less than 5% of all votes at the company's General Meeting; 12) where the company has introduced an employee incentive scheme based on shares or similar instruments – information about the projected cost to be incurred by the company from its introduction; 13) a statement on compliance with the corporate governance rules contained in the last published annual report, as well as the report referred to in § 29.5 of the Exchange Rules, if published; 14) information about the content of the company's internal rule of changing the company authorised to audit financial 	<p>Complies taking into account that there is only one governing body in the Company, the Board of Directors comprising both Executive and Non-Executive Directors, which fulfills the duties respectively, both of a Polish-style management board and supervisory board.</p> <p>The Company has not adopted rules of changing the company authorised to audit financial statements. The Company may consider the rules adoption in the future.</p>

statements or information about the absence of such rule.

3. Before a company executes a significant agreement with a related entity, its Management Board shall request the approval of the transaction/agreement by the Supervisory Board. This condition does not apply to typical transactions made on market terms within the operating business by the company with a subsidiary where the company holds a majority stake.

Complies taking into account that there is only one governing body in the Company, the Board of Directors comprising both Executive and Non-Executive Directors, which fulfills the duties respectively, both of a Polish-style management board and supervisory board.

III. Best Practice for Supervisory Board Members

1. In addition to its responsibilities laid down in legal provisions the Supervisory Board should:

1) once a year prepare and present to the Ordinary General Meeting a brief assessment of the company's standing including an evaluation of the internal control system and the significant risk management system;

2) once a year prepare and present to the Ordinary General Meeting an evaluation of its work;

3) review and present opinions on issues subject to resolutions of the General Meeting.

2. A member of the Supervisory Board should submit to the company's Management Board information on any relationship with a shareholder who holds shares representing not less than 5% of all votes at the General Meeting. This obligation concerns financial, family, and other relationships which may affect the position of the member of the Supervisory Board on issues decided by the Supervisory Board.

3. A General Meeting should be attended by members of the Supervisory Board who can answer questions submitted at the General Meeting.

4. A member of the Supervisory Board should notify any conflicts of interest which have arisen or may arise to the Supervisory Board and should refrain from taking part in the discussion and from voting on the adoption of a resolution on the issue which gives rise to such a conflict of interest.

5. A member of the Supervisory Board should not resign from this function if this action could have a negative impact on the Supervisory Board's capacity to act, including the adoption of resolutions by the Supervisory Board.

6. At least two members of the Supervisory Board should meet the criteria of being independent from the company and entities with significant connections with the company. The independence criteria should be applied under Annex II to the Commission Recommendation of 15 February 2005 on the role of non-executive or supervisory directors of listed companies and on the committees of the (supervisory) board. Irrespective of the provisions of point (b) of the said Annex, a person who is an employee of the company or an associated company cannot be deemed to meet the independence criteria described in the Annex. In addition, a relationship with a shareholder precluding the independence of a member of the Supervisory Board as understood in this rule is an actual and significant relationship with any shareholder who has the right to exercise at least 5% of

Complies taking into account that there is only one governing body in the Company, the Board of Directors comprising both Executive and Non-Executive Directors, which fulfills the duties respectively, both of a Polish-style management board and supervisory board. That composition of the Board of Directors allowed protecting properly interests of both minority and majority shareholders and ensured the transparency in functioning. However, if the Company considers that protection of shareholders' interests is not sufficient, another independent member of the Board of Directors will be immediately appointed.

all votes at the General Meeting.

7. [deleted]

8. Annex I to the Commission Recommendation of 15 February 2005 on the role of non-executive or supervisory directors... should apply to the tasks and the operation of the committees of the Supervisory Board.

9. Execution by the company of an agreement/transaction with a related entity which meets the conditions of section II.3 requires the approval of the Supervisory Board.

IV. Best Practices of Shareholders

10. A company should enable its shareholders to participate in a General Meeting using electronic communication means through:

- 1) real-life broadcast of General Meetings;
- 2) real-time bilateral communication where shareholders may take the floor during a General Meeting from a location other than the General Meeting;
- 3) exercise their right to vote during a General Meeting either in person or through a plenipotentiary.

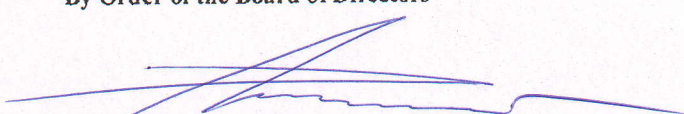
Complies taking into account that the Articles of Association of the Company provide that all the meetings take place in Luxembourg, in the place specified in the convening note and the Company has not implemented the technology enabling on-line broadcasting. At the same time the Company supports its shareholders to exercise their voting rights by authorizing the proxies.

RESPONSIBILITY STATEMENT OF THE BOARD OF DIRECTORS

We confirm that to the best of our knowledge and belief:

- the consolidated financial statements of Westa ISIC S.A. ("Company") presented in this Annual Report and established in conformity with International Financial Reporting Standards as adopted in the European Union give a true and fair view of the assets, liabilities, financial position, cash flows and loss of the Company and the undertakings included within the consolidation taken as a whole;
- the annual accounts of the Company presented in this Annual Report and established in conformity with the Luxembourg legal and regulatory requirements relating to the preparation of annual accounts give a true and fair view of the assets, liabilities, financial position and loss of the Company; and
- the Management Report includes a fair review of the development and performance of the business and position of the Company and the undertakings included within the consolidation taken as a whole, together with a description of the principal risks and uncertainties it faces.

By Order of the Board of Directors



Dmytro Nikitin,
Executive Director A

12 June 2014,
Luxembourg



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LUXEMBOURG
AUDIT**

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To the Shareholders of
WESTA ISIC S.A.
6, Rue Eugène Ruppert
L – 2453 LUXEMBOURG

Independent auditor's report (Réviseur d'Entreprises Agréé) on the consolidated financial statements as at December 31, 2013

Report on the consolidated financial statements

We have audited the accompanying consolidated financial statements of WESTA ISIC S.A. and its subsidiaries (the «Group» hereinafter), which comprise the consolidated statement of financial position as at December 31, 2013, and the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Board of directors' responsibility for the consolidated financial statements

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

Independent auditor's responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing as adopted for Luxembourg by the Commission de Surveillance du Secteur Financier. 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 independent 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 Group's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Board of directors, 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 provide a basis for our audit opinion except for the qualifications here after.

Basis for Qualified Opinion

In note 29 to the consolidated financial statements the Group has disclosed the transactions with related parties. We consider that the Group may not fully disclose all the transactions with related parties as required by IAS 24. As a result, for the year ended December 31, 2013 revenues from sales to related parties were understated by KUSD 41 068 and purchases from related parties by KUSD 26 683. As at December 31, 2013 advances received from related parties were understated by KUSD 9 738 and advances payable to related parties by KUSD 571. As at December 31, 2013, trade receivables from related parties were understated by KUSD 19 157 and trade payables to related parties by KUSD 13 529.

We were not able to complete our audit procedures relating to compliance with bank agreement requirements for long-term loan, because we were not provided with documentary evidence that the pledge on sold assets in the amount of KUSD 5 040, which were pledged as collateral under the loan agreement, was removed as at the time of sale. Due to insufficient documentation, we were not able to confirm the existence of an asset sale transaction. Therefore, we were not able to verify the income from Property, Plant and Equipment sales amounting to KUSD 5 272 and accounts receivable amounting to KUSD 5 914.

Following the resignations of all the directors of category B and C (See note 34 Subsequent events), the board of directors is as of today composed of only one director of category A. Directors of category B and C have not been replaced, as required by the statutes of the Company. The consolidated financial statements were therefore approved only by the remaining director A. All the decisions of the board of directors, since the date the composition of the board is incomplete, could be subject to litigations. We were unable to assess the effect of such potential litigations on the consolidated financial statements.

Qualified Opinion

In our opinion, except for the effect of the matters described in the Basis for Qualified Opinion paragraph, the consolidated financial statements give a true and fair view of the financial position of the Group as at December 31, 2013, its operating results and cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

Emphasis of Matter

The Group draws up the consolidated financial statements under the assumption that it would be able have access to liquidity in order to remain in operation up to December 31, 2014. The going concern assumption is valid if the debt restructuring agreement is negotiated and signed as planned and the 2014 budget is met, as explained in Note 2 Summary of significant accounting policies.

Emphasis of Matter (continued)

The Board of directors has made an estimate of the recoverable amount of Property, Plant and Equipment, based on the above mentioned budget. This valuation led to significant impairment of tangible assets (see note 3 Critical accounting judgments and key sources of estimation uncertainty).

The Group prepaid the construction of a new production factory in the amount of KUSD 18 353. The unit was ordered from a third party in June 2011 and is due to be commissioned in December 2014, after additional work. The Board of directors has made an estimate of the recoverable amount of those assets and the prepayments were fully impaired according to their review (see note 6 Prepayments for property, plant and equipment).

The Group signed “set off” agreements with suppliers in May 2014 that set off significant amounts of receivables and liabilities outstanding at year end (See note 34 Subsequent events).

We draw attention to note 30 Contingencies and contractual commitments explaining that the Group has legal actions and complaints which include litigations with banks under guarantee agreements on loans granted to related parties amounting to KUSD 25 095. An adverse outcome of these litigations could result in additional liabilities.

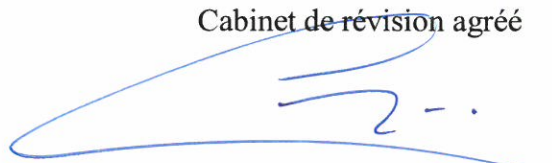
Report on other legal and regulatory requirements

The management report, which is the responsibility of the Board of directors, is consistent with the consolidated financial statements.

The accompanying Corporate Governance Statement which is the responsibility of the Board of directors is consistent with the consolidated financial statements and includes the information required by the law with respect to the Corporate Governance Statement.

Howald, June 12, 2014

BAKER TILLY Luxembourg Audit S.à r.l.
Cabinet de révision agréé



Olivier BIREN
Managing Partner

WESTA ISIC S.A.

Consolidated Financial Statements
Year Ended 31 December 2013

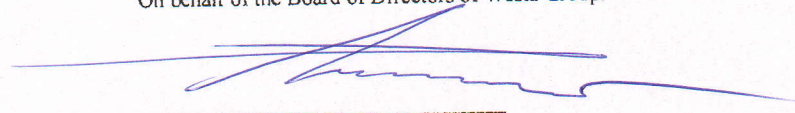
WESTA ISIC S.A.

**CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS OF 31 DECEMBER 2013**

(in thousands of US Dollars)

	Notes	31 December 2013	31 December 2012
ASSETS			
NON-CURRENT ASSETS:			
Property, plant and equipment	5	125,195	170,205
Prepayments for property, plant and equipment	6	-	18,505
Intangible assets		690	85
Investments in associates	7	161	161
Deferred tax assets	8	42	1,634
Other non-current assets	9	22,531	6,481
Total non-current assets		<u>148,619</u>	<u>197,071</u>
CURRENT ASSETS:			
Inventories	10	9,539	17,021
Trade and other accounts receivable	11	74,512	15,733
Advances to suppliers and prepaid expenses	12	803	15,571
Taxes recoverable and prepaid	13	6,476	5,143
Other financial assets	14	6,162	2,571
Cash and cash equivalents	15	159	3,049
Total current assets		<u>97,651</u>	<u>59,088</u>
TOTAL ASSETS		<u>246,270</u>	<u>256,159</u>
EQUITY AND LIABILITIES			
EQUITY:			
Share capital	16	621	621
Share premium		45,180	45,180
Additional paid-in capital	1	16,665	16,665
Revaluation reserve		16,592	26,756
Accumulated deficit		(134,637)	(71,420)
Cumulative translation difference		(1,323)	(1,295)
Equity attributable to Shareholders of the Parent		<u>(56,902)</u>	<u>16,507</u>
Non-controlling interests		(2,073)	-
Total equity		<u>(58,975)</u>	<u>16,507</u>
NON-CURRENT LIABILITIES:			
Long-term borrowings	17	131,820	153,692
Long-term finance leases	18	2,029	3,091
Total non-current liabilities		<u>133,849</u>	<u>156,783</u>
CURRENT LIABILITIES:			
Trade and other accounts payable	19	37,131	21,864
Advances received		13,984	12,062
Short-term borrowings and current portion of the long-term borrowings	17	113,568	44,386
Short-term finance leases	18	2,906	1,303
Taxes payable	20	1,314	482
Provisions and accruals	21	2,493	2,772
Total current liabilities		<u>171,396</u>	<u>82,869</u>
TOTAL LIABILITIES		<u>305,245</u>	<u>239,652</u>
TOTAL EQUITY AND LIABILITIES		<u>246,270</u>	<u>256,159</u>

On behalf of the Board of Directors of Westa Group:


Dmytro Nikitin,
Director A of Westa ISIC S.A.

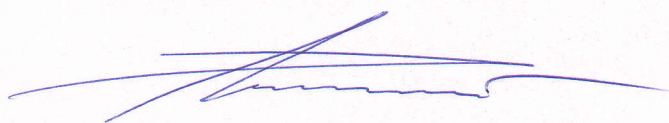
The notes on pages 34 to 84 form an integral part of these consolidated financial statements.

WESTA ISIC S.A.

**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2013**
(in thousands of US Dollars)

	Notes	2013	2012
REVENUE	22	95,819	106,603
COST OF SALES	23	(75,994)	(92,615)
GROSS PROFIT		19,825	13,988
General and administrative expenses	24	(4,901)	(6,584)
Selling and distribution expenses	25	(6,048)	(6,232)
Other income/(expenses), net	26	(2,086)	686
Foreign exchange gain/(loss), net		(2,096)	324
Finance costs	27	(25,852)	(34,640)
Interest income		680	1,013
Impairment of property, plant and equipment and of prepayment for equipment	5,6	(41,666)	-
Loss on disposal of a subsidiary	28	(1,374)	-
LOSS BEFORE INCOME TAX		(63,518)	(31,445)
INCOME TAX EXPENSES	8	(3,961)	(169)
NET LOSS FOR THE YEAR		(67,479)	(31,614)
Other comprehensive loss		(8,003)	(43)
TOTAL COMPREHENSIVE LOSS FOR THE YEAR		(75,482)	(31,657)
Loss for the year attributable to:			
Shareholders of the Parent		(65,625)	(30,900)
Non-controlling interests		(1,854)	(714)
TOTAL COMPREHENSIVE LOSS ATTRIBUTABLE TO:			
Shareholders of the Parent		(73,409)	(30,943)
Non-controlling interests		(2,073)	(714)
EARNINGS PER SHARE	33		
Basic and diluted (USD per share)		(1.49)	(0.70)

On behalf of the Board of Directors of Westa Group:



Dmytro Nikitin,
Director A of Westa ISIC S.A.

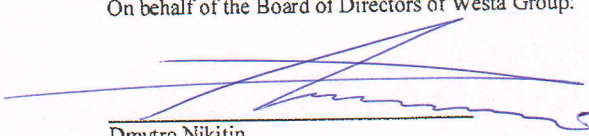
The notes on pages 34 to 84 form an integral part of these consolidated financial statements.

WESTA ISIC S.A.

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2013**
(in thousands of US Dollars)

	Attributable to Shareholders of the Parent						Non-controlling interests	Total (deficit)/ equity
	Combined contributed capital/ Share capital	Share premium	Additional paid-in capital	Revaluation reserve	Accumulated deficit	Cumulative translation difference		
31 December 2011	621	45,180	16,665	26,756	(40,520)	(1,252)	714	48,164
Net loss for the year	-	-	-	-	(30,900)	-	(714)	(31,614)
Translation adjustment	-	-	-	-	-	(43)	-	(43)
Total comprehensive loss for the year	-	-	-	-	(30,900)	(43)	(714)	(31,657)
31 December 2012	621	45,180	16,665	26,756	(71,420)	(1,295)	-	16,507
Net loss for the year	-	-	-	-	(65,625)	-	(1,854)	(67,479)
Impairment of property, plant and equipment and of prepayment for equipment	-	-	-	(9,575)	-	-	(270)	(9,845)
Deferred tax arising impairment of property, plant and equipment	-	-	-	1,819	-	-	51	1,870
Translation adjustment	-	-	-	-	-	(28)	-	(28)
Total comprehensive loss for the year	-	-	-	(7,756)	(65,625)	(28)	(2,073)	(75,482)
Transfer to retained earnings, net of tax	-	-	-	(2,408)	2,408	-	-	-
31 December 2013	621	45,180	16,665	16,592	(134,637)	(1,323)	(2,073)	(58,975)

On behalf of the Board of Directors of Westa Group:


Dmytro Nikitin,
Director A of Westa ISIC S.A.

The notes on pages 34 to 84 form an integral part of these consolidated financial statements.

WESTA ISIC S.A.

**CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 DECEMBER 2013**
(in thousands of US Dollars)

	2013	2012
OPERATING ACTIVITIES:		
Loss before income tax	(63,518)	(31,445)
Adjustments to reconcile (loss) to net cash provided by operations:		
Finance costs	25,852	34,640
Depreciation and amortization expense	7,483	6,640
Impairment of trade receivable	(28)	426
Impairment of property, plant and equipment	41,666	-
Gain on trade payables write off	(434)	(1,267)
Loss on disposal of a subsidiary	1,374	-
Interest income	(680)	(1,013)
Non-operating foreign exchange gain	2,960	(466)
Operating cash flow before working capital changes	14,675	7,515
(Increase)/decrease in trade and other accounts receivable	(60,892)	33,160
(Increase)/decrease in advances to suppliers and prepaid expenses	14,768	(680)
Decrease in inventories	7,482	1,936
Increase in taxes payable (other than income tax)	832	24
Increase/(decrease) in trade and other accounts payable	14,600	(35,133)
Increase/(decrease) in provisions and accruals	(279)	355
Increase in advances received	1,922	2,279
(Increase)/decrease in taxes recoverable and prepaid (other than income tax)	(1,643)	4,315
Cash generated by operations	(8,535)	13,771
Income tax paid	(229)	(346)
Interest paid	(5,775)	(30,296)
Net cash used in operating activities	(14,539)	(16,871)
INVESTING ACTIVITIES:		
Purchase of property, plant and equipment and intangible assets	(739)	(2,798)
Proceeds from disposal of property, plant and equipment	5,795	-
Interest received	894	1,013
Increase in other financial assets	(3,589)	(837)
Change in other non-current assets	(16,050)	(173)
Net cash used in investing activities	(13,689)	(2,795)

WESTA ISIC S.A.

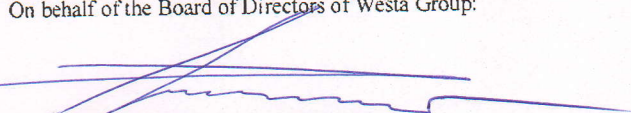
CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)
FOR THE YEARENDED 31 DECEMBER 2013
(in thousands of US Dollars)

	2013	2012
FINANCING ACTIVITIES:		
Payments on bonds redeemed	-	(5,578)
Proceeds from bonds issuance	-	745
Proceeds from borrowings	34,645	74,506
Principal payments on finance leases	-	(1,126)
Principal payments on borrowings	(9,307)	(66,853)
Net cash generated from financing activities	25,338	1,694
NET DECREASE IN CASH AND CASH EQUIVALENTS	(2,890)	(17,972)
CASH AND CASH EQUIVALENTS, at the beginning of the year	3,049	21,068
Effect of translation to presentation currency and exchange rate changes on the balance of cash and cash equivalents held in foreign currencies	-	(47)
CASH AND CASH EQUIVALENTS, at the end of the year	159	3,049

Non-cash movements for the year ended 31 December 2013 and 2012 were as follows:

	2013	2012
Property, plant and equipment acquired under finance lease agreements	-	3,695

On behalf of the Board of Directors of Westa Group:


Dmytro Nikitin,
Director A of Westa ISIC S.A.

The notes on pages 34 to 84 form an integral part of these consolidated financial statements.

1. NATURE OF THE BUSINESS AND CORPORATE REORGANIZATION

Nature of the business – Westa ISIC S.A. (the “Parent” or “Westa ISIC”), a public limited company (société anonyme) registered under the laws of Luxembourg, was incorporated on 10 December 2009 under the name of Tramine Development S.A. The Parent was acquired in 2010 by Vankeria Consultants Limited to serve as the ultimate holding company of “WESTA-DNEPR” PJSC (the “WESTA-DNEPR”) and its subsidiaries. The Parent’s name was changed from Tramine Development S.A. to Westa ISIC S.A. on 24 November 2010. Hereinafter, Westa ISIC S.A. and its subsidiaries are referred to as the “Westa Group” or the “Group”. The registered office was transferred from 412F, route d’Esh L-1471 Luxembourg to 65, boulevard Grande-Duchesse Charlotte L-1331 Luxembourg following the decision of the shareholders taken on the Extraordinary General Meeting as of February 2013. Since 30 April 2014 the Company changed its registered office from 65, boulevard Grande-Duchesse Charlotte, L-1331 Luxembourg to 6, Rue Eugène Ruppert, L-2453 Luxembourg.

The controlling shareholder of Westa ISIC is Mr. Viktor Dzenzers’kyy (the “Controlling Shareholder”), who owns 100% of the shares of Vankeria Consultants Limited registered in Cyprus, which holds 75% of share capital of Westa ISIC. Hereafter, Mr. Viktor Dzenzers’kyy indirectly owns 75% of share capital of WESTA ISIC S.A. Other 25% of Westa ISIC share capital is a free-float.

The principal operating office of the Group is located at 34, Budivelnkyiv St., Dnipropetrovsk, 49055, Ukraine.

The average number of employees for the years ended 31 December 2013 and 2012 was 1,314 and 1,466, respectively.

Principal operating activity of Westa Group started in January 2005. Westa Group is leading manufacturing group in Ukraine involved in the production and distribution of starter accumulator batteries that refer to a maintenance-free category and category of batteries requiring maintenance. The extent of batteries application is as follows:

- Commercial vehicles, tractors, combine harvesters equipped with petrol and diesel engines;
- Cars of any class with petrol and diesel engines;
- Batteries for heavy-duty trucks, including those of special-purpose.

Batteries are sold in Ukraine, Russia and other countries, collectively in more than 30 countries.

As of 31 December 2013 and 2012 the structure of the Group and principal activities of the companies forming the Group were as follows:

Company	Principal activity	Country of incorporation	Group’s effective ownership interest as of	
			2013	2012
Parent:				
WESTA ISIC S.A.	Holding company	Luxemburg	Parent	Parent
Subsidiaries:				
WESTA-DNEPR (CYPRUS) LIMITED	Sub-holding company	Cyprus	100.00%	100.00%
PJSC “WESTA-DNEPR”	Manufacturing of batteries	Ukraine	97.25%	97.25%
LIMITED COMPANY “WESTA INDUSTRIAL”	Manufacturing of batteries	Ukraine	97.25%	97.25%
WESTA TRUCK BUTTERY LTD	Operating company	Ukraine	100.00%	97.53%
WESTA CAR BUTTERY LTD	Operating company	Ukraine	100.00%	100.00%
LIMITED COMPANY “INDUSTRIAL ENERGY SYSTEMS”	Researcher and development of the third generation battery	Ukraine	97.25%	97.25%
CNVSIF “Fingreenfinans”	Intergroup operating	Ukraine	-	100.00%
LLC “FW Trading”	Operating company	Ukraine	97.25%	97.25%
Associates:				
PJSC “DNIPROTELECOM”	Maintenance of transmission equipment	Ukraine	21.00%	21.00%

In December 2013 the Group disposed CNVSIF "Fingreenfinans" (Note 28).

The Group also has an ownership in one dormant subsidiary, namely LLC "FW Trading", which was not engaged in significant operating activities as of 31 December 2013 and 2012 and for the years then ended. The subsidiary is stated at cost due to their insignificance to the consolidated financial statements of the Group.

Corporate reorganization in 2010 – Prior to 31 December 2010 the ownership in the companies forming the Group was not united in the form of a legal holding and was represented by the following Ukrainian entities: "WESTA-DNEPR" and its subsidiary, Limited Company "TECHKOMPLEKT" and LTD "INDUSTRIAL ENERGY SYSTEMS". All of these companies were in operation as of 1 January 2008 (the date of the Group's transition to International Financial Reporting Standards). During the year ended 31 December 2010 the possession of various entities in which the Principal Shareholder previously held ownership interests were contributed into Westa ISIC S.A. The Group accounted for this contribution as a transaction between entities under common control, meaning that all transfers were done at the pre-acquisition carrying amounts. In particular, the following processes were completed during the year ended 31 December 2010 to form the business engaged in production and distribution of starter accumulator batteries as described above in this Note:

- The ownership in the Ukrainian entities of the Group was united under a single holding company WESTA-DNEPR. Then WESTA-DNEPR was transferred by the Principal Shareholder to Westa Dnepr (Cyprus) Limited for USD 1,758 thousand. This amount remained unpaid as of 31 December 2013 and was shown within trade and other accounts payable (Note 19);
- Westa ISIC S.A. was acquired by Vankeria Consultants Limited in 2010 to serve as a holding company of the Group;
- Westa Dnepr (Cyprus) Limited was established in Cyprus and ownership in this entity was transferred to Westa ISIC S.A. for an insignificant consideration;

Following the above, the consolidated financial information for the periods up to the formal date of the Group formation has been prepared based on the following assumptions:

- The assets, liabilities and the profit or loss of the entities comprising the Group have been aggregated for all periods presented, based on when the Principal Shareholder obtained its ownership interests in the entities;
- All transactions and balances between Group entities have been eliminated;
- Transactions and balances with entities controlled by the Principal Shareholder that are not within the Group are classified as related party transactions and balances;
- The share capital represents the share capital of the Parent. The excess of net assets of WESTA-DNEPR acquired from the Principal Shareholder over the consideration paid to him in the amount USD 16,665 thousand was recognized as additional paid-in capital in the statement of changes in equity upon legal reorganization of the Group. The share capital before legal reorganization of each of the Group entities has been combined and was presented as combined contributed capital. The Group retained earnings balance therefore represents the historical retained earnings of the entities comprising the Group;
- All other items within equity have been aggregated in a manner consistent with the assets and liabilities;
- The non-controlling interests share, which has been increased and reduced throughout the periods presented as a result of a number of further direct and indirect acquisitions and disposals by the Group was presented as equity transactions.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance – These consolidated financial statements for the year ended 31 December 2013 have been prepared in accordance with International Financial Reporting Standards as adopted by the European Union (“IFRS”).

The accompanying consolidated financial statements have been prepared in accordance with the requirements of all IAS, IFRS, and Interpretations of International Financial Reporting Interpretations Committee (“IFRIC”), which were effective as of 31 December 2013 and adopted by the European Union.

The entities of the Group maintain their accounting records in accordance with accounting standards and other statutory requirements to financial reporting in the country of their incorporation. Local statutory accounting principles and procedures differ from accounting principles generally accepted under IFRS. Accordingly, the accompanying financial statements, which have been prepared from the Group entities' statutory accounting records, reflect adjustments necessary for such financial statements to be presented in accordance with IFRS, as adopted by the European Union.

The accompanying financial statements of the Company are prepared on the historical cost basis, except for the revaluation of plant and equipment and certain financial instruments.

Adoption of new and revised International Financial Reporting Standards - The accounting policies adopted are consistent with those of the previous financial year, except for the following new and amended IFRS and IFRIC interpretations effective as of 1 January 2013 as described below.

Amendments to IFRS 7 Disclosures- Offsetting Financial Assets and Financial Liabilities. The Group has applied the amendments to IFRS 7 Disclosures - Offsetting Financial Assets and Financial Liabilities for the first time in the current year. The amendments to IFRS 7 require entities to disclose information about rights of offset and related arrangements (such as collateral posting requirements) for financial instruments under an enforceable master netting agreement or similar arrangement. The amendments have been applied retrospectively. As the Group does not have any offsetting arrangements in place, the application of the amendments has had no material impact on the disclosures or on the amounts recognised in the consolidated financial statements.

New and revised Standards on consolidation, joint arrangements, associates and disclosures - In May 2011, a package of five standards on consolidation, joint arrangements, associates and disclosures was issued comprising IFRS 10 Consolidated Financial Statements, IFRS 11 Joint Arrangements, IFRS 12 Disclosure of Interests in Other Entities, IAS 27 (as revised in 2011) Separate Financial Statements and IAS 28 (as revised in 2011) Investments in Associates and Joint Ventures. Subsequent to the issue of these standards, amendments to IFRS 10, IFRS 11 and IFRS 12 were issued to clarify certain transitional guidance on the first-time application of the standards. In the current year, the Group has applied for the first time IFRS 10, IFRS 11, IFRS 12 and IAS 28 (as revised in 2011) together with the amendments to IFRS 10, IFRS 11 and IFRS 12 regarding the transitional guidance. IAS 27 (as revised in 2011) is not applicable to the Group as it deals only with separate financial statements. The impact of the application of these standards is set out below.

Impact of the application of IFRS 10 - IFRS 10 replaces the parts of IAS 27 Consolidated and Separate Financial Statements that deal with consolidated financial statements and SIC-12 Consolidation — Special Purpose Entities. IFRS 10 changes the definition of control such that an investor has control over an investee when a) it has power over the investee; b) it is exposed, or has rights, to variable returns from its involvement with the investee and c) has the ability to use its power to affect its returns. All three of these criteria must be met for an investor to have control over an investee. Previously, control was defined as the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. Additional guidance has been included in IFRS 10 to explain when an investor has control over an investee. Some guidance included in IFRS 10 that deals with whether or not an investor that owns less than 50% of the voting rights in an investee has control over the investee is relevant to the Group. The application of IFRS 10 has had no material impact on the disclosures or on the amounts recognised in the consolidated financial statements.

Impact of the application of IFRS 11 - IFRS 11 replaces IAS 31 Interests in Joint Ventures, and the guidance contained in a related interpretation, SIC-13 Jointly Controlled Entities — Non-Monetary Contributions by Venturers, has been incorporated in IAS 28 (as revised in 2011). IFRS 11 deals with how a joint arrangement of which two or more parties have joint control should be classified and accounted for. Under IFRS 11, there are only two types of joint arrangements — joint operations and joint ventures. The classification of joint arrangements under IFRS 11 is determined based on the rights and obligations of parties to the joint arrangements by considering the structure, the legal form of the arrangements, the contractual terms agreed by the parties to the arrangement, and, when relevant, other facts and circumstances. A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement (i.e. joint operators) have rights to the assets, and obligations for the liabilities, relating to the arrangement. A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement (i.e. joint venturers) have rights to the net assets of the arrangement. Previously, IAS 31 contemplated three types of joint arrangements — jointly controlled entities, jointly controlled operations and jointly controlled assets. The classification of joint arrangements under IAS 31 was primarily determined based on the legal form of the arrangement (e.g. a joint arrangement that was established through a separate entity was accounted for as a jointly controlled entity). The initial and subsequent accounting of joint ventures and joint operations is different. Investments in joint ventures are accounted for using the equity method (proportionate consolidation is no longer allowed). Investments in joint operations are accounted for such that each joint operator recognises its assets (including its share of any assets jointly held, its liabilities (including its share of any liabilities incurred jointly), its revenue (including its share of revenue from the sale of the output by the joint operation) and its expenses (including its share of any expenses incurred jointly). Each joint operator accounts for the assets and liabilities, as well as revenues and expenses, relating to its interest in the joint operation in accordance with the applicable Standards. The application of IFRS 11 has had no material impact on the disclosures or on the amounts recognised in the consolidated financial statements.

Impact of the application of IFRS 12 - IFRS 12 is a new disclosure standard and is applicable to entities that have interests in subsidiaries, joint arrangements, associates and/or unconsolidated structured entities. In general, the application of IFRS 12 has resulted in more extensive disclosures requirements to the consolidated financial statements (please see Note 7).

IFRS 13 Fair Value Measurement - The Group has applied IFRS 13 for the first time in the current year. IFRS 13 establishes a single source of guidance for fair value measurements and disclosures about fair value measurements. The scope of IFRS 13 is broad; the fair value measurement requirements of IFRS 13 apply to both financial instrument items and non-financial instrument items for which other IFRSs require or permit fair value measurements and disclosures about fair value measurements, except for share-based payment transactions that are within the scope of IFRS 2 Share-based Payment, leasing transactions that are within the scope of IAS 17 Leases, and measurements that have some similarities to fair value but are not fair value (e.g. net realisable value for the purposes of measuring inventories or value in use for impairment assessment purposes). IFRS 13 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions. Fair value under IFRS 13 is an exit price regardless of whether that price is directly observable or estimated using another valuation technique. Also, IFRS 13 includes extensive disclosure requirements. IFRS 13 requires prospective application from 1 January 2013. In addition, specific transitional provisions were given to entities such that they need not apply the disclosure requirements set out in the Standard in comparative information provided for periods before the initial application of the Standard. In accordance with these transitional provisions, the

Group has not made any new disclosures required by IFRS 13 for the 2012 comparative period. Other than additional disclosures, the application of IFRS 13 has not had any material impact on the amounts recognised in the consolidated financial statements.

Amendments to IAS 1 Presentation of Items of Other Comprehensive Income - The Group has applied the amendments to IAS 1 Presentation of Items of Other Comprehensive Income for the first time in the current year. The amendments introduce new terminology, whose use is not mandatory, for the statement of comprehensive income and income statement. Under the amendments to IAS 1, the 'statement of comprehensive income' is renamed as the 'statement of profit or loss and other comprehensive income' (and the 'income statement' is renamed as the 'statement of profit or loss'). The amendments to IAS 1 retain the option to present profit or loss and other comprehensive income in either a single statement or in two separate but consecutive statements. However, the amendments to IAS 1 require items of other comprehensive income to be grouped into two categories in the other comprehensive income section: (a) items that will not be reclassified subsequently to profit or loss and (b) items that may be reclassified subsequently to profit or loss when specific conditions are met. Income tax on items of other comprehensive income is required to be allocated on the same basis - the amendments do not change the option to present items of other comprehensive income either before tax or net of tax. The amendments have been applied retrospectively, and hence the presentation of items of other comprehensive income has been modified to reflect the changes. Other than the above mentioned presentation changes, the application of the amendments to IAS 1 does not result in any impact on profit or loss, other comprehensive income and total comprehensive income.

The Annual Improvements to IFRSs 2009 - 2011 have made a number of amendments to IFRSs. The amendments that could be relevant to the Group are the amendments to IAS 1 regarding when a statement of financial position as at the beginning of the preceding period (third statement of financial position) and the related notes are required to be presented. The amendments specify that a third statement of financial position is required when a) an entity applies an accounting policy retrospectively, or makes a retrospective restatement or reclassification of items in its financial statements, and b) the retrospective application, restatement or reclassification has a material effect on the information in the third statement of financial position. The amendments specify that related notes are not required to accompany the third statement of financial position. In the current year, the Group has applied a number of new and revised IFRSs, which has not resulted in material effects on the information in the consolidated statement of financial position as at 1 January 2012. In accordance with the amendments to IAS 1, the Group has not presented a third statement of financial position as at 1 January 2012.

IAS 19 Employee Benefits (as revised in 2011) - In the current year, the Group has applied IAS 19 Employee Benefits (as revised in 2011) and the related consequential amendments for the first time. IAS 19 (as revised in 2011) changes the accounting for defined benefit plans and termination benefits. The most significant change relates to the accounting for changes in defined benefit obligations and plan assets. The amendments require the recognition of changes in defined benefit obligations and in the fair value of plan assets when they occur, and hence eliminate the 'corridor approach' permitted under the previous version of IAS 19 and accelerate the recognition of past service costs. All actuarial gains and losses are recognised immediately through other comprehensive income in order for the net pension asset or liability recognised in the consolidated statement of financial position to reflect the full value of the plan deficit or surplus. Furthermore, the interest cost and expected return on plan assets used in the previous version of IAS 19 are replaced with a 'net interest' amount under IAS 19 (as revised in 2011), which is calculated by applying the discount rate to the net defined benefit liability or asset. These changes have not had an impact on the amounts recognised in profit or loss and other comprehensive income in prior years. In addition, IAS 19 (as revised in 2011) introduces certain changes in the presentation of the defined benefit cost including

more extensive disclosures. Specific transitional provisions are applicable to first-time application of IAS 19 (as revised in 2011). The application of IAS 19 (as revised in 2011) has had no material impact on the disclosures or on the amounts recognised in the consolidated financial statements.

Standards and Interpretations in issue but not effective – At the date of authorization of these consolidated financial statements, the following Standards and Interpretations, as well as amendments to the Standards were in issue but not yet effective:

IFRS 9 Financial Instruments - IFRS 9, as issued, reflects the first phase of the IASB's work on the replacement of IAS 39 and applies to classification and measurement of financial assets and financial liabilities as defined in IAS 39. The standard was initially effective for annual periods beginning on or after 1 January 2013, but Amendments to IFRS 9 Mandatory Effective Date of IFRS 9 and Transition Disclosures, issued in December 2011, moved the mandatory effective date to 1 January 2015. In subsequent phases, the IASB is addressing hedge accounting and impairment of financial assets. The adoption of the first phase of IFRS 9 will have an effect on the classification and measurement of the Group's financial assets, but will not have an impact on classification and measurements of the Group's financial liabilities. The Group will quantify the effect in conjunction with the other phases, when the final standard including all phases is issued.

Investment Entities (Amendments to IFRS 10, IFRS 12 and IAS 27) - These amendments are effective for annual periods beginning on or after 1 January 2014 provide an exception to the consolidation requirement for entities that meet the definition of an investment entity under IFRS 10. The exception to consolidation requires investment entities to account for subsidiaries at fair value through profit or loss. It is not expected that this amendment would be relevant to the Group, since none of the entities in the Group would qualify to be an investment entity under IFRS 10.

IAS 32 Offsetting Financial Assets and Financial Liabilities - Amendments to IAS 32 - These amendments clarify the meaning of "currently has a legally enforceable right to set-off" and the criteria for non-simultaneous settlement mechanisms of clearing houses to qualify for offsetting. These are effective for annual periods beginning on or after 1 January 2014. These amendments are not expected to be relevant to the Group.

IFRIC Interpretation 21 Levies (IFRIC 21) - IFRIC 21 clarifies that an entity recognises a liability for a levy when the activity that triggers payment, as identified by the relevant legislation, occurs. For a levy that is triggered upon reaching a minimum threshold, the interpretation clarifies that no liability should be anticipated before the specified minimum threshold is reached. IFRIC 21 is effective for annual periods beginning on or after 1 January 2014. The Group does not expect that IFRIC 21 will have material financial impact in future financial statements.

IAS 39 Novation of Derivatives and Continuation of Hedge Accounting – Amendments to IAS 39 - These amendments provide relief from discontinuing hedge accounting when novation of a derivative designated as a hedging instrument meets certain criteria. These amendments are effective for annual periods beginning on or after 1 January 2014. The Group has not novated its derivatives during the current period. However, these amendments would be considered for future novations.

Functional and presentation currency – The functional currency of the consolidated financial statements of the Group is the Ukrainian Hryvnia ("UAH"). The currency of presentation is United States dollars ("USD"). The assets and liabilities of the subsidiaries denominated in functional currencies are translated into presentation currency at exchange rates prevailing at the reporting date. Income and expense items are translated at the average exchange rates for the period. Exchange differences arising, if any, are recognized in other comprehensive income or loss.

In preparing the financial statements of the individual entities, transactions in currencies other than the entity's functional currency (foreign currencies) are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting date, monetary items denominated in foreign currencies are retranslated at the rates prevailing at the reporting 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.

The relevant exchange rates were as follows:

	As of 31 December 2013	Average for the 2013	As of 31 December 2012	Average for the 2012
UAH/USD	7.993	7.993	7.993	7.991
UAH/EUR	11.04153	10.6116	10.5372	10.2692
UAH/RUB	0.24497	0.2519	0.2632	0.2574

Basis of consolidation – The consolidated financial statements incorporate the financial statements of the Parent and entities controlled by the Parent (its subsidiaries). Control is achieved when the Parent has the power to govern the financial and operating policies of an entity, either directly or indirectly, so as to obtain benefits from its activities. The financial statements of subsidiaries are included in the consolidated financial statements of the Group from the date when control effectively commences.

All significant intercompany transactions, balances and unrealized gains/(losses) on transactions are eliminated on consolidation, except when the intragroup losses indicate an impairment that requires recognition in the consolidated financial statements.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used in line with those adopted by the Group.

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests 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 recognized directly in equity and attributed to Shareholders of the Parent.

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 recognized in other comprehensive income and accumulated in equity, the amounts previously recognized 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.

Accounting for acquisitions from third parties – Acquisitions of businesses 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 generally 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 at the acquisition date, except that:

- Deferred tax assets or liabilities and liabilities or assets 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 acquired subsidiary, and the fair value of the Group’s previously held equity interest in the acquired subsidiary (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 the liabilities assumed exceeds the sum of the consideration transferred, the amount of non-controlling interest in the subsidiary and the fair value of the Group’s previously-held interest in the subsidiary (if any), the excess is recognized in the profit or loss.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the subsidiary’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 recognized amounts of the subsidiary’s identifiable net assets. The choice of measurement basis is made on transaction-by-transaction basis. Other types of non-controlling interests, if any, are measured at fair value or, when applicable, on the basis specified in other Standards.

When the consideration transferred by the Group in a business combination includes assets and liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and is included as part of the consideration transferred. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with corresponding adjustments against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the measurement period (which may not exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured at subsequent reporting dates in accordance with IAS 39 “Financial Instruments: Recognition and Measurement”, or IAS 37 “Provisions, Contingent Liabilities and Contingent Assets”, as appropriate, with the corresponding gain or loss being recognised in profit or loss.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group obtains control) and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

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.

When an acquisition of a legal entity does not constitute a business, the cost of the group of assets is allocated between the individual identifiable assets in the group based on their relative fair values.

Accounting for acquisitions from entities under common control –The assets and liabilities of subsidiaries acquired from entities under common control are recorded in these consolidated financial statements at pre-acquisition carrying values. Any difference between the carrying value of net assets of these subsidiaries, and the consideration paid by the Group is accounted for in these consolidated financial statements as an adjustment to shareholders’ equity. The results of the acquired entity are reflected from the earliest period presented.

Any gain or loss on disposals to entities under common control are recognized directly in equity and attributed to Shareholders of the Parent.

Non-controlling interests – Non-controlling interests in subsidiaries and consolidated entities are identified separately from the Group’s equity therein. The interests of non-controlling shareholders consist of the amount of those interests at the date of the original business combination (see above) and the non-controlling interests’ share of changes in equity since the date of the combination. Losses applicable to the non-controlling shareholders in excess of the non-controlling shareholders’ interest in the subsidiary’s equity are attributed to the non-controlling shareholders even if this results in the non-controlling shareholders having a debit balance.

Investments in associates – An associate is an entity over which the Group has significant influence and that is neither a subsidiary nor an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The results, assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting, except when the investment is classified as held for sale, in which case it is accounted for in accordance with IFRS 5 “Non-current Assets Held for Sale and Discontinued Operations”. Under the equity method, an investment in an associate is initially recognized in the consolidated statement of financial position at cost and adjusted thereafter to recognize the Group's share of the profit or loss and other comprehensive income of the associate. When the Group's share of losses of an associate exceeds the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognizing its share of further losses. Additional losses are recognized only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

Any excess of the cost of acquisition over the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities of an associate recognized at the date of acquisition is recognized as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities over the cost of acquisition, after reassessment, is recognized immediately in profit or loss.

The requirements of IAS 39 “Financial Instruments: Recognition and Measurement” are applied to determine whether it is necessary to recognize any impairment loss with respect to the Group's investment in an associate. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with IAS 36 “Impairment of Assets” as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs to sell) with its carrying amount. Any impairment loss recognized forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognized in accordance with IAS 36 “Impairment of Assets” to the extent that the recoverable amount of the investment subsequently increases.

Where a group entity transacts with an associate of the Group, profits and losses are eliminated to the extent of the Group's interest in the relevant associate.

Financial instruments – Financial assets and financial liabilities are recognized on the Group's consolidated statement of financial position when the Group becomes a party to the contractual provisions of the instrument. Regular way purchases and sales of the financial assets and liabilities are recognized using settlement date accounting. Settlement date accounting refers to (a) the recognition of an asset on the day it is received by the entity, and (b) the derecognition of an asset and recognition of any gain or loss on disposal on the day that it is delivered by the entity.

Financial assets and liabilities are initially recognized at fair value plus, in the case when financial asset or financial liability are not stated at fair value through profit or loss, transaction costs that are directly attributable to acquisition or issue of the financial asset or financial liability. The accounting policies for subsequent re-measurement of these items are disclosed in the respective accounting policies set out below in this Note.

Financial assets and financial liabilities are only offset and the net amounts are reported in the statement of financial position when the Group has a legally enforceable right to set-off the recognized amounts and intends to either settle on a net basis, or to realize the asset and settle the liability simultaneously.

Financial assets – Financial assets are classified into the following specified categories: financial assets as “at fair value through profit or loss” (FVTPL), “held-to-maturity investments”, “available-for-sale” (AFS) financial assets and ‘loans and receivables’. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

The effective interest method – The effective interest method is a method of calculating the amortized cost of a financial asset (liability) and of allocating interest income (expense) over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (payments) – including all fees on 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 financial asset (liability), or, where appropriate, a shorter period.

Accounts receivable – Trade and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as receivables. Accounts receivable are measured at initial recognition at fair value, and are subsequently measured at amortized cost using the effective interest rate method. Short-term accounts receivable, which are non-interest bearing, are stated at their nominal value. Appropriate allowances for estimated irrecoverable amounts are recognized in the profit or loss when there is objective evidence that the asset is impaired.

Factoring arrangements – Factoring arrangements are a means of discounting accounts receivable on a nonrecourse or recourse, notification basis. Accounts receivable are sold outright to a transferee (the factor) that assumes the full or limited risk collection, with or without recourse to the transferor in the event of a loss. Debtors are directed to send payments to the transferee. Factoring expenses are recognized and accounts receivable are derecognized on an initial sale of part or full amount of such accounts receivable to a transferee. A part of accounts receivable are considered for derecognition if, and only if, the part is fully proportionate (pro rata) share of the cash flow from the accounts receivable. The Group derecognizes financial asset at the date when it transfer the contractual rights to receive the cash flow for accounts receivable. Maturity of derecognized accounts receivable is no longer than four months from the date of its transfer. Should the Group remain risk in the event of a loss of a debtor, the losses are covered by a pledged Group’s deposit.

Other financial assets – Other financial assets include deposits with original maturity of more than three months held for investment purposes or as guarantees for the Group’s borrowings and are measured at amortized cost using the effective interest method less any impairment, with revenue recognized on an effective yield basis.

Cash and cash equivalents – Cash and cash equivalents include cash on hand, cash with banks and deposits with original maturity of less than three months.

Impairment of financial assets – Financial assets are assessed for indicators of impairment at each reporting date. Financial assets are impaired where 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 impacted. For financial assets carried at amortized 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.

Objective evidence of impairment could include:

- Significant financial difficulty of the issuer or counterparty; or
- Breach of contract, such as a default or delinquency in interest or principal payments; or
- Probability of the borrower filing for bankruptcy or financial reorganization; or
- The disappearance of an active market for that financial asset because of financial difficulties.

If the Group determines that no objective evidence exists that impairment has incurred for individually assessed accounts receivable, whether significant or not, it includes the account receivable in a group of accounts receivable with similar credit risk characteristics and collectively assesses them for impairment.

For the purposes of a collective evaluation of impairment accounts receivable are grouped on the basis of similar credit risk characteristics. Those characteristics are relevant to the estimation of future cash flows for groups of such assets by being indicative of the debtors' ability to pay all amounts due according to the contractual terms of the assets being evaluated.

Future cash flows in a group of accounts receivable that are collectively evaluated for impairment are estimated on the basis of the contractual cash flows of the assets and the experience of management in respect of the extent to which amounts will become overdue as a result of past loss events and the success of recovery of overdue amounts. Past experience is adjusted on the basis of current observable data to reflect the effects of current conditions that did not affect past periods and to remove the effects of past conditions that do not exist currently.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade and other receivables where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognized in profit or loss. When a trade or other receivable is uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are recognized 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 recognized, the previously recognized 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 amortized cost would have been had the impairment not been recognized.

Derecognition of financial assets – The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

On derecognition of a financial asset other than in its entirety (e.g. when the Group retains an option to repurchase part of a transferred asset or retains a residual interest that does not result in the retention of substantially all the risks and rewards of ownership and the Group retains control), the Group allocates the previous carrying amount of the financial asset between the part it continues to recognise under continuing involvement, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

Financial liabilities and equity instruments

Classification as debt or equity – Debt and equity instruments issued by a Group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments – An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Financial liabilities – Financial liabilities are classified as either financial liabilities 'at FVTPL' or 'other financial liabilities'.

Financial liabilities are classified as at FVTPL when the financial liability is either held for trading or it is designated as at FVTPL.

Financial liabilities at FVTPL – A financial liability is classified as held for trading if:

- It has been acquired principally for the purpose of repurchasing it in the near term; or
- On initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- It is a derivative that is not designated and effective as a hedging instrument.

A financial liability other than a financial liability held for trading may be designated as at FVTPL upon initial recognition if:

- Such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- The financial liability forms part of a Group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the Grouping is provided internally on that basis.
- It forms part of a contract containing one or more embedded derivatives, and IAS 39 *Financial Instruments: Recognition and Measurement* permits the entire combined contract (asset or liability) to be designated as at FVTPL.

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liability and is included in the 'other gains and losses' line item in the consolidated statement of comprehensive income/income statement. Fair value is determined in the manner described in note 31.

Other financial liabilities – Other financial liabilities (including borrowings) are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (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 financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Derecognition of financial liabilities – The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Contributed capital of consolidated entities – Contributed capital is recognized at the fair value of the contributions received by the Group's consolidated entities.

Trade and other payables – Accounts payable are subsequently measured at amortized cost using the effective interest rate method. Accounts payable are classified as long-term if they are due for settlement in period longer than twelve months from the reporting date. Accounts payable which are expected to be settled within twelve months from the reporting date are classified as current accounts payable.

Borrowings and bonds issued – Interest-bearing borrowings and bonds are initially measured at fair value net of directly attributable transaction costs, and are subsequently measured at amortized cost using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption amount is recognized over the term of the borrowings and bonds issued and recorded as finance costs.

Borrowing costs – Borrowing costs include interest expenses and other debt service costs.

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

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

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

Property, plant and equipment – Buildings and structures, machinery and equipment and vehicles held for use in the production or supply of goods or services, or for administrative purposes, are stated in the consolidated statement of financial position at their revalued amounts, being the fair value at the date of revaluation, less any subsequent accumulated depreciation and subsequent accumulated impairment losses. Revaluations are performed with sufficient regularity such that the carrying amounts do not differ materially from those that would be determined using fair values at the end of the reporting period.

Any revaluation increase arising on the revaluation of such buildings and structures, machinery and equipment and vehicles, is recognized in other comprehensive income, except to the extent that it reverses a revaluation decrease for the same asset previously recognized in profit or loss, in which case the increase is credited to profit or loss to the extent of the decrease previously expensed. A decrease in the carrying amount arising on the revaluation of such buildings and structures, machinery and equipment and vehicles, is recognized in profit or loss to the extent that it exceeds the balance, if any, held in the properties revaluation reserve relating to a previous revaluation of that asset recognized previously in other comprehensive income.

On the subsequent sale or retirement of revalued items of property, plant and equipment, the attributable revaluation surplus remaining in the properties revaluation reserve is transferred directly to retained earnings. No transfer is made from the revaluation reserve to retained earnings except when an asset is derecognized.

Fixtures and other depreciable assets are stated at cost less accumulated depreciation and accumulated impairment losses.

The historical cost of an item of property, plant and equipment comprises (a) its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates; (b) any costs directly attributable to bringing the item to the location and condition necessary for it to be capable of operating in the manner intended by the management of the Group; (c) the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, the obligation for which the Group incurs either when the item is acquired or as a consequence of having used the item during a particular period for purposes other than to produce inventories during that period. The cost of self-constructed assets includes the cost of material, direct labour and an appropriate portion of production overheads.

As the historical cost information was not available, the Group elected to use a fair value as a deemed cost as of the date of transition to IFRS. The management used valuation performed by independent professionally qualified appraisers to arrive at the fair value as of the date of transition to IFRS. The fair value was defined as the amount for which an asset could have been exchanged

between knowledgeable willing parties in an arm's length transaction. The fair value of marketable assets was determined at their market value.

If there is no market-based evidence of fair value because of the specialized nature of the item of property, plant and equipment and the item is rarely sold, except as part of a continuing business, an income or a depreciated replacement cost approach was used to estimate the fair value.

Depreciation is recognized so as to write off the cost or revalued amount of assets (other than freehold land and properties under construction) less their residual values over their useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at each year end, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. The gain or loss arising on the 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 recognized in profit or loss.

Subsequently capitalized costs include major expenditures for improvements and replacements that extend the useful lives of the assets or increase their revenue generating capacity. Repairs and maintenance expenditures that do not meet the foregoing criteria for capitalization are charged to the profit or loss as incurred.

Depreciable amount represents the cost, deemed cost or revalued amount of an item of property, plant and equipment less its residual value. The residual value is the estimated amount that the Group would currently obtain from disposal of the item of property, plant and equipment, after deducting the estimated costs of disposal, if the asset were already of the age and in the condition expected at the end of its useful life.

Useful lives of the groups of property, plant and equipment are as follows:

Buildings and structures	25 - 85 years
Machinery and equipment	5 - 30 years
Vehicles	5 - 25 years
Furniture and other depreciable assets	1 - 12 years

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. Construction in progress is not depreciated. Depreciation of the construction in progress, on the same basis as for other property, plant and equipment items, commences when the assets become available for use, i.e. when they are in the location and condition necessary for it to be capable of operating in the manner intended by the management.

Intangible assets – Intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses. Amortisation is charged on a straight-line basis over their estimated useful lives, which is up to 10 years. The estimated useful life and amortisation method are reviewed at the end of each annual reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Impairment of tangible and intangible assets – At each reporting date, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered from 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). For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units).

Recoverable amount is the higher of fair value less costs 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.

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 recognized 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 is subsequently reversed, 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 recognized for the asset (cash-generating unit) in prior years. A reversal of an impairment loss is recognized 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.

Income tax – Income tax on the profit or loss for the year comprises current and deferred tax.

Current tax – Income taxes have been computed in accordance with the laws currently enacted in Ukraine. The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit or loss as reported in the consolidated profit or loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes 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 reporting date.

Deferred tax – Deferred tax is recognized on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences, and deferred tax assets are generally recognized 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 utilized. Such assets and liabilities are not recognized 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.

Deferred tax liabilities are recognized for taxable temporary differences associated with investments in subsidiaries and associates, 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 recognized to the extent that it is probable that there will be sufficient taxable

profits against which to utilize 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 each reporting date 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 realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the reporting date. 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 reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Current and deferred tax for the period – Current and deferred tax are recognized as an expense or income in profit or loss, except when they relate to items that are recognized outside profit or loss (whether in other comprehensive income or directly in equity), in which case the tax is also recognized outside profit or loss.

Inventories – Inventories are stated at the lower of cost and net realizable value. The costs comprise raw materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present locations and condition.

Cost is calculated using FIFO (first-in, first-out) method. Net realizable value is determined as the estimated selling price less all estimated costs of completion and costs to be incurred in marketing, selling and distribution.

Leases – Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the Group. All other leases are classified as operating leases.

Assets held by the Group under finance leases are recognized as assets of the Group at their fair value at the date of acquisition or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the consolidated statement of financial position as a finance lease obligation. Lease payments are apportioned between finance charges and a reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognised directly to the statement of comprehensive income and are classified as finance costs. In case the Group enters in sale and leaseback agreements any excess of sales proceeds over the carrying amount are deferred and amortised over the lease term.

Rental income or expenses under operating leases are recognized in the consolidated statement of comprehensive income on a straight line basis over the term of the lease.

Provisions – Provisions are recognized when the Group has a present legal or constructive obligation (either based on legal regulations or implied) as a result of past events, and it is probable that an

outflow of resources will be required to settle the obligation and a reliable estimate of the obligation can be made.

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.

Contingent liabilities and assets – Contingent liabilities are not recognized in the consolidated financial statements. They are disclosed in the notes to the consolidated financial statements unless the possibility of an outflow of resources embodying economic benefits is remote. Contingent assets are recognized only when the contingency is resolved.

Dividends – Dividends declared during the reporting period are recognized as distributions of retained earnings to equity holders during the period, the amount of recognized but unpaid dividends is included in current liabilities. Dividends declared after the reporting date but before the financial statements were authorized for issue are not recognized as a liability at the reporting date, but are disclosed in the notes to the consolidated financial statements.

Segment information – IFRS 8 “Operating segments” requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker in order to allocate resources to the segments and to assess their performance. The chief operating decision-maker has been identified as the Director A (CEO) of the Group. The CEO reviews the Group’s internal reporting in order to assess performance and allocate resources. Currently, the CEO evaluates the business from a single perspective as one unit manufacturing starter batteries. No further analysis to assess profitability based on types of batteries sold or based on geography of sales (while revenue per regions and distributors is reviewed) is made by the CEO. For this reason the CEO and the Group’s management considers the entire Group to be a single operating and reportable segment.

Revenue recognition – Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods in the normal course of business, net of discounts, net of value added tax (“VAT”) or other sales related taxes.

Revenue from sale of goods is recognized when all the following conditions are satisfied:

- The Group has transferred to the buyer the significant risks and rewards of ownership of the goods;
- The Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- The amount of revenue can be measured reliably;
- It is probable that the economic benefits associated with the transaction will flow to the Group; and
- The costs incurred or to be incurred in respect of the transaction can be measured reliably.

Interest income is recognised using the effective interest method.

The Group derives its revenue from sales to distributors operating on aftermarket. Specifically, revenue from the sale of goods to distributors is recognized when goods are dispatched and the risk and rewards are passed to the distributor based on the provision of applicable terms for the sale (the Group uses Incoterms).

Defined contribution plan – The employees of the Ukrainian entities of the Group receive pension benefits from the government in accordance with the laws and regulations of Ukraine. Group's contributions to the State Pension Fund are recorded in the profit or loss on the accrual basis. The Group is not liable for any supplementary pensions, post-retirement health care, insurance benefits or retirement indemnities to its current or former employees, other than pay-as-you-go expenses.

The Group's contributions to the State Pension Fund during the years ended 31 December 2013 and 2012 amounted to USD 2,561 thousand and USD 3,433 thousand, respectively.

Warranty provisions – Provisions for warranty costs are recognized at the date of sale of the relevant products, at the directors' best estimate of the expenditure required to settle the Group's obligation.

Government grants – Government grants are not recognized until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognized as income over the periods necessary to match them with the costs for which they are intended to compensate, on a systematic basis. Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognized in profit or loss in the period in which they become receivable.

Going concern assumption – The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern, which assumes continuity of operations and realization of assets and satisfaction of liabilities in the ordinary course of business.

The ability of the Company to continue as a going concern depends wholly on success of negotiations with the Ukrainian banks to restructure the Group's indebtedness, as explained in Note 34 Loan portfolio restructuring and reorganization of operations and on the realization of the 2014 budget. This budget plans for sales volumes of 3.3 million conventional batteries (Key assumptions: stability in revenues expressed in USD and in sale volume compared to 2013, average exchange rate at 12 for UAH/USD) and savings due to operational reorganization. The main assumptions used for the budget have been estimated by the management of the Ukrainians companies, based on their knowledge of their local market at a date near the approval of the consolidated financial statements.

Although the management expects to finalize and sign the framework agreement until the end of June 2014, which will regulate loan portfolio restructuring, there is no assurance as at the date of the approval of the consolidated financial statement that the framework agreement will be signed, or that the Group's indebtedness restructuring will be successfully implemented.

3. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 2, management is 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 both current and future periods.

Key sources of estimation uncertainty – The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Impairment allowance for accounts receivable – After analysis performed as of 31 December 2013 the Group's management considered part of past due but not considered to be impaired account receivable as recoverable and no allowance was provided in these financial statements for such accounts receivable based on the past experience of the Group as well as current arrangements and expectations about respective debtors' ability to settle their debt to the Group. For other past due accounts receivable Group's management create an allowance for amount of 398 thsd USD. After analysis performed as of 31 December 2012 the Group's management considered part of past due but not considered to be impaired account receivable as recoverable and no allowance was provided in these financial statements for such accounts receivable based on the past experience of the Group as well as current arrangements and expectations about respective debtors' ability to settle their debt to the Group. If there is deterioration in creditworthiness of such debtors the actual results could differ from these estimates.

Recoverability of property, plant and equipment – As part of the valuation of property, plant and equipment as of 31 December 2009 the Group assessed the existence of external (economic) obsolescence. Such analysis is necessary to determine whether the fair value of items of specialized nature, which was valued using the depreciated replacement cost approach, is recoverable. The assessment of absence of external (economic) obsolescence was determined using projections of future cash flows of the Group discounted using a weighted average cost of capital of 18%. As of 31 December 2013 future cash flows projections were built on the following key assumption: production of 3,3 million of conventional batteries in 2014, with subsequent growth to 3,6 and 4 million of conventional batteries during 2015 and 2016 years, and growth rate for terminal value at 2%. As of 31 December 2013 the Group assessed its performance and based on future cash flow projections determined that there is indication that the recoverable amount of the Group's property, plant and equipment has declined below the carrying value. So, the Group recognized an impairment of machinery and equipment together with prepayment for equipment for total amount of USD 51,511 thousands as of 31 December 2013. The amount of USD 41,666 thousands was recognized as expenses in statement of comprehensive income and USD 9,845 thousands was recognized in equity. As of 31 December 2012 the Group assessed its performance and based on future cash flow projections determined that there is no indication that the recoverable amount of the Group's property, plant and equipment has declined below the carrying value.

Useful lives of property, plant and equipment – The estimation of the useful life of an item of property, plant and equipment is a matter of management estimate based upon experience with similar assets. In determining the useful life of an asset, management considers the expected usage, estimated technical obsolescence, physical wear and tear and the physical environment in which the asset is operated. Changes in any of these conditions or estimates may result in adjustments for future depreciation rates.

Deferred tax assets – Deferred tax assets are recognized for all unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. As of 31 December 2013 and 2012 the Group recognized deferred tax asset related to tax losses carried forward at individual entities of the Group in the amount of USD 507 thousand and USD 1,688 thousand, respectively, as the Group intends to utilize such deferred tax assets against set off with related deferred tax liabilities. The management judgment to recognize respective deferred tax assets was also based on the ability of the Group to carry forward respective losses for indefinite time in future based on existing requirements of tax legislation in Ukraine. Meantime, in the past, there were instances when other Ukrainian laws provided specific periods within which tax losses could be utilized. If any new law enacted subsequently to 31 December 2013 provides specific period for utilization of the amount of the Group's tax losses carry forward, the Group can lose its ability to utilize part or all of the deferred tax assets currently recognized.

VAT recoverable – The balance of VAT recoverable may be realized by the Group either through a cash refund from the state budget or by set off against VAT liabilities with the state budget in future periods. Management classified VAT recoverable balance as current or non-current based on expectations as to whether it will be realized within twelve months from the reporting date.

In making this assessment, management considered past history of receiving VAT refunds from the state budget. For VAT recoverable expected to be set off against VAT liabilities in future periods, management based its estimates on detailed projections of expected excess of VAT output over VAT input in the normal course of the business.

4. SEGMENT INFORMATION

During the years ended 31 December 2013 and 2012, all revenues of the Group from external customers were derived from subsidiaries located in Ukraine, irrespectively of the destination of sales. Except for prepayments for machinery and equipment in the amount of USD 18,353 thousand and USD 18,468 thousand as at 31 December 2013 and 31 December 2012, respectively, that were made by WESTA-DNEPR (CYPRUS) LIMITED, all other non-current assets of the Group were located in Ukraine. Information about major customers of the Group is presented in Note 32.

5. PROPERTY, PLANT AND EQUIPMENT

The following table represents movements in property, plant and equipment for the year ended 31 December 2013:

	Buildings and structures	Machinery and equipment	Vehicles	Furniture and other depreciable assets	Construction in progress and equipment due for installation	Total
Cost, deemed cost or valuation						
As of 31 December 2012	51,487	120,337	1,265	1,368	13,413	187,870
Additions	-	49	-	19	212	280
Disposals	(258)	(6,494)	-	(5)	(102)	(6,859)
Transfers	-	2	-	10	(12)	-
Impairment	-	-	-	-	(2,855)	(2,855)
Translation difference	-	1	-	(1)	-	-
As of 31 December 2013	<u>51,229</u>	<u>113,895</u>	<u>1,265</u>	<u>1,391</u>	<u>10,656</u>	<u>178,436</u>
Accumulated depreciation						
As of 31 December 2012	(1,683)	(15,071)	(523)	(388)	-	(17,665)
Depreciation charge for the year	(694)	(5,798)	(151)	(146)	-	(6,789)
Disposals	11	1,503	-	1	-	1,515
Impairment	(10,323)	(19,980)	-	-	-	(30,303)
Translation difference	(1)	1	-	1	-	1
As of 31 December 2013	<u>(12,690)</u>	<u>(39,345)</u>	<u>(674)</u>	<u>(532)</u>	<u>-</u>	<u>(53,241)</u>
Net book value						
As of 31 December 2013	<u>38,539</u>	<u>74,550</u>	<u>591</u>	<u>859</u>	<u>10,656</u>	<u>125,195</u>
As of 31 December 2012	<u>49,804</u>	<u>105,266</u>	<u>742</u>	<u>980</u>	<u>13,413</u>	<u>170,205</u>

The following table represents movements in property, plant and equipment for the year ended 31 December 2012:

	Buildings and structures	Machinery and equipment	Vehicles	Furniture and other depreciable assets	Construction in progress and equipment due for installation	Total
Cost, deemed cost or valuation						
As of 31 December 2011	50,674	118,009	1,247	932	11,271	182,133
Additions	-	9	47	437	5,314	5,807
Disposals	-	(8)	(28)	(2)	-	(38)
Transfers	835	2,333	-	-	(3,168)	-
Translation difference	(22)	(6)	(1)	1	(4)	(32)
As of 31 December 2012	<u>51,487</u>	<u>120,337</u>	<u>1,265</u>	<u>1,368</u>	<u>13,413</u>	<u>187,870</u>
Accumulated depreciation						
As of 31 December 2011	(993)	(9,404)	(399)	(267)	-	(11,063)
Depreciation charge for the year	(682)	(5,684)	(144)	(119)	-	(6,629)
Disposals	-	8	28	2	-	38
Translation difference	(8)	9	(8)	(4)	-	(11)
As of 31 December 2012	<u>(1,683)</u>	<u>(15,071)</u>	<u>(523)</u>	<u>(388)</u>	<u>-</u>	<u>(17,665)</u>
Net book value						
As of 31 December 2012	<u>49,804</u>	<u>105,266</u>	<u>742</u>	<u>980</u>	<u>13,413</u>	<u>170,205</u>
As of 31 December 2011	<u>49,681</u>	<u>108,605</u>	<u>848</u>	<u>665</u>	<u>11,271</u>	<u>171,070</u>

As of 31 December 2009 all Group's property, plant and equipment, excluding furniture and other depreciable assets, were revalued by independent valuers in accordance with the requirements of International Valuation Standards. The valuation of specialized items of revalued property, plant and equipment was determined based on depreciable replacement cost, while the analogues method was used to determine the valuation of the remaining items.

As described in Note 3 as of 31 December 2013 the Group assessed its performance and based on future cash flow projections determined that there is an indication that the recoverable amount of the Group's property, plant and equipment has declined below the carrying value. So, the Group recognized an impairment of machinery and equipment as of 31 December 2013.

As of 31 December 2013 and 2012, the Group's property, plant and equipment, excluding furniture and other depreciable assets, had been carried at historical cost less accumulated depreciation where applicable, their carrying amount would have been the following:

	2013	2012
Buildings and structures	37,023	44,059
Machinery and equipment	64,500	86,204
Vehicles	343	434
Construction in progress and equipment due to installation	10,637	13,304
Total	112,503	144,001

As of 31 December 2013 and 2012, fully depreciated assets with a cost of USD 645 thousand and USD 528 thousand, respectively, were included into property, plant and equipment. As of 31 December 2013 and 2012 the Group possess property, plant and equipment acquired under finance lease agreements in amount of USD 4,832 thousand, as of both dates.

As of 31 December 2013 and 2012 the Group has property, plant and equipment pledged to secure the Group's bank borrowings (Note 17).

6. PREPAYMENTS FOR PROPERTY, PLANT AND EQUIPMENT

As of 31 December 2013 and 2012 prepayments for property, plant and equipment were as follows:

	2013	2012
Machinery and equipment	18,353	18,468
Construction works	-	37
Impairment	(18,353)	-
Total	-	18,505

As of 31 December 2013 and 31 December 2012 there was a prepayment for the amount of USD 18,353 thousand and USD 18,468 thousand, respectively, for construction of new facility for VRLA (valve-regulated lead-acid) battery manufacturing. As described in Note 3 as of 31 December 2013 based on future cash flow projections the Group determined that there is an indication that the recoverable amount of the Group's property, plant and equipment has declined below the carrying value. So, the Group recognized an impairment of machinery and equipment together with prepayment for equipment for total amount of USD 51,511 thousands as of 31 December 2013.

7. INVESTMENTS IN ASSOCIATES

As of 31 December 2013 and 2012 investments in associates were represented as follows:

	2013	2012
PJSC "DNIPROTELECOM"	21.00% 161	21.00% 161
Total	161	161

As of 31 December 2013 the Group's investment in PJSC "DNIPROTELECOM" was carried at cost since effect of its operations was not material.

As of 31 December 2013 and 2012 the Group has pledged its investment in associate to secure the Group's bank borrowings (Note 17).

8. INCOME TAX

During the years ended 31 December 2013 and 31 December 2012, the Group companies which have the status of the Corporate Income Tax (the "CIT") payers in Ukraine were subject to income tax at 19% and 21% rate.

The new Tax Code of Ukraine, which was enacted in December 2010, introduced certain changes to the rules of income tax assessment starting from 1 April 2011. The deferred income tax assets and liabilities as of 31 December 2013 were measured based on the tax rates expected to be applied to the period when the temporary differences are expected to reverse.

The net results of the Group companies incorporated in jurisdictions other than Ukraine (Luxemburg and Cyprus) were insignificant during the years ended 31 December 2013 and 2012.

The main components of income tax expense for the years ended 31 December 2013 and 2012 were as follows:

	2013	2012
Current tax expense	486	346
Deferred tax expenses/(benefit)	3,475	(177)
Income tax expense	3,961	169

As of 31 December 2013 and 2012 the major components of deferred tax assets and liabilities were as follows:

	2013	2012
Deferred tax assets arising from:		
Tax losses carried forward	507	1,688
Provisions and accruals	-	295
Trade and other accounts receivable	-	413
Other	-	266
Net deferred tax assets	507	2,662

	2013	2012
Deferred tax liabilities arising from:		
Trade and other accounts payable	(115)	(131)
Advances to suppliers and prepaid expenses	(60)	(614)
Inventories	(93)	(283)
Other	(197)	-
Total deferred tax liabilities	(465)	(1,028)
Net deferred tax position	42	1,634

As of 31 December 2013 and 2012 the excess of tax losses carried forward over net deferred tax liabilities assessed on individual subsidiaries' basis in the amounts of USD 19,630 thousand and USD 273 thousand, respectively, were not recognized as deferred tax assets, since it was uncertain whether the Group will be able to utilize these deferred tax assets. In accordance with Ukrainian legislation tax losses can be carried forward for unlimited period of time.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred income taxes relate to the same fiscal authority.

The following amounts, determined after appropriate offsetting, are presented in the consolidated statement of the financial position as of 31 December:

	2013	2012
Deferred tax assets	42	1,634
Deferred tax liabilities	-	-
Net deferred tax position	42	1,634

The movements in deferred taxes during the years ended 31 December 2013 and 2012 were as follows:

	2013	2012
Deferred tax assets /(liabilities) as of the beginning of the year	1,634	1,458
Deferred tax (expense)/benefit	(3,475)	177
Deferred tax directly charged to impairment of revaluation reserve	1,870	-
Translation difference	13	(1)
Deferred tax assets as of the end of the year	42	1,634

The charge for the years ended 31 December 2013 and 2012 can be reconciled to the loss per the statement of comprehensive income as follows:

	2013	2012
Loss before income tax	(63,518)	(31,445)
Theoretical income tax benefit at the tax rate of 19%, 21%	(12,068)	(6,603)
Tax effect of:		
Permanent differences resulting from non-deductible expenses	3,569	790
Change in the amount of unrecognized tax losses carried forward	12,670	6,055
Permanent differences resulting from non-taxable income	(210)	(73)
Income tax expenses	3,961	169

9. OTHER NON-CURRENT ASSETS

As of 31 December 2013 and 2012 other non-current assets of the Group were represented by the bank term deposit in the amount of USD 6,465 thousand and USD 6,170 thousand, respectively, being pledged as collateral to secure bank borrowing with the maturity in January 2017 (Note 17). The deposit provided 9.50% interest per annum as of 31 December 2013 and 31 December 2012, respectively. As of 31 December 2013 other non-current assets of the Group also included a long term receivable at amortized cost USD 15,859 thousand.

As of 31 December 2013 and 2012 the balance also included available-for-sale investments in the amount of USD 175 thousand and USD 311 thousand, respectively.

10. INVENTORIES

Inventories as of 31 December 2013 and 2012 were as follows:

	2013	2012
Finished goods	4,635	9,846
Raw materials	2,543	4,532
Work in progress	2,040	2,230
Other inventories	321	413
Total	9,539	17,021

As of 31 December 2013 and 2012 the Group had inventories pledged as collateral to secure the Group's bank borrowings (Note 17). During 2013 the Group recognized as an expense written down inventories in amount of USD 885 thousand.

11. TRADE AND OTHER ACCOUNTS RECEIVABLE

Trade and other accounts receivable as of 31 December 2013 and 2012 were as follows:

	2013	2012
Trade receivables, including:		
-UAH denominated	25,275	7,070
-USD denominated	3,046	4,600
-RUB denominated	126	699
-EUR denominated	413	619
Receivables for securities sold (UAH denominated)	39,332	2,328
Other receivables, including:		
-UAH denominated	6,718	843
	(398)	(426)
Total	74,512	15,733

As of 31 December 2013 and 2012 trade and other receivables included balances with related parties in the amount of USD 7,005 thousand and USD 3,321 thousand, respectively (Note 29).

As of 31 December 2013 and 2012 the Group had trade and other accounts receivable pledged as collateral to secure the Group's bank borrowings (Note 17).

The average credit period for the Group's customers was 115 and 45 days for the years ended 31 December 2013 and 2012, respectively. No interest is charged on trade receivables.

The Group's management performed regular analysis of trade and other accounts receivable recoverability based on past experience, facts and circumstances existing and best management's estimates as of each reporting date.

Included in the Group's trade and other accounts receivable balances as of 31 December 2013 and 2012 were debtors which were past due at the respective reporting date and which the Group still considered recoverable (i.e. not impaired). The Group does not hold any collateral over these outstanding balances.

Ageing of past due but not impaired trade and other accounts receivable as of 31 December 2013 and 2012 were as follows:

	2013	Impairment 2013	2012	Impairment 2012
Neither past due nor impaired	72,193	-	12,423	
Past due but not impaired:				
Past due up to 90 days	1,271	-	3,096	
Past due from 90 to 180 days	216	-	214	
Past due from 180 to 365 days	207	(207)	75	(75)
More than 1 year	1,023	(191)	351	(351)
Total	74,910	(398)	16,159	(426)

Management believes that there were no other trade and other receivables, except the one for which allowance was recognized, that required allowance for irrecoverable amounts as there were no individually impaired receivables as of 31 December 2013 and 2012.

12. ADVANCES TO SUPPLIERS AND PREPAID EXPENSES

As of 31 December 2013 and 2012 advances to suppliers and prepaid expenses were as follows:

	2013	2012
Advances for raw materials	101	13,128
Advances for utilities	674	1,903
Advances for services	8	316
Other advances and prepaid expenses	20	224
Total	803	15,571

As of 31 December 2012 advances to suppliers and prepaid expenses included balances with related parties in the amount of USD 1,004 thousand (Note 29).

Management believes that there were no advances to suppliers and prepaid expenses that required allowance for irrecoverable amounts as there were no individually impaired balances as of 31 December 2013 and 2012.

As of 31 December 2013 and 2012 the Group has pledged its rights related to advances made to secure the Group's bank borrowings (Note 17).

13. TAXES RECOVERABLE AND PREPAID

Taxes recoverable and prepaid as of 31 December 2013 and 2012 were as follows:

	2013	2012
VAT recoverable	6,459	4,808
CIT prepaid	8	318
Other taxes prepaid	9	17
Total	6,476	5,143

As of 31 December 2013 and 2012 the Group has pledged its rights on proceeds from taxes recoverable to secure the Group's bank borrowings (Note 17).

14. OTHER FINANCIAL ASSETS

As of 31 December 2013 and 2012 other financial assets were represented by short-term financial institution deposits and restricted cash denominated in UAH. The weighted average interest rate for the deposits was 3% as of 31 December 2013 and 9% as of 31 December 2012.

As of 31 December 2013 and 2012 the Group had financial institution deposits with maturity range 3 – 12 months and amounted to USD 3,772 thousand and USD 984 thousand, respectively, which were restricted in use and pledged as collateral to secure borrowings (Note 17).

15. CASH AND CASH EQUIVALENTS

Cash and cash equivalents as of 31 December 2013 and 2012 were as follows:

	2013	2012
Cash held at current accounts in banks in UAH	90	2,841
Cash held at current accounts in banks in EUR	1	64
Cash held at current accounts in banks in RUB	-	82
Cash held at current accounts in banks in USD	68	62
Total	159	3,049

16. SHARE CAPITAL

As of 31 December 2013 and 2012 share capital of the Parent was EUR 441 thousand (or USD 621 thousand) comprising of 44,133,333 shares of EUR 0,01 each at a nominal value. The 11,033,333 shares with a par value of EUR 0,01 each are traded on Warsaw Stock Exchange.

The controlling shareholder of Westa ISIC is Mr. Viktor Dzenzers'kyi, who owns 100% of the shares of Vankeria Consultants Limited registered in Cyprus, which holds 75% of share capital of Westa ISIC. Hereafter, Mr. Viktor Dzenzers'kyi indirectly owns 75% of share capital of WESTA ISIC S.A. Other shares of Westa ISIC share capital is a free-float.

17. BORROWINGS

The following table summarizes long-term bank loans and credit lines outstanding as of 31 December 2013 and 2012:

Currency	Weighted average interest rate	2013	Weighted average interest rate	2012
USD	12%	127,153	11%	123,654
EUR	11%	50,251	11%	47,955
UAH	17%	35,410	17%	14,973
		212,814		186,582
<i>Less:</i>				
Current portion of long-term bank borrowings		(80,994)		(32,890)
Total long-term borrowings		131,820		153,692

As of 31 December 2013 and 2012 short-term loans, borrowings and credit lines due within one year consisted of the following:

Currency	Weighted average interest rate	2013	Weighted average interest rate	2012
Current portion of long-term bank borrowings		80,994		32,890
Interest accrued		32,574		11,496
Total short-term borrowings		113,568		44,386
Total borrowings		245,388		198,078

The Group's borrowings are drawn from Ukrainian banks and subsidiaries of foreign banks as term loans and credit line facilities. Repayment terms of principal amounts of bank borrowings vary from monthly repayment to repayment on maturity depending on the agreement reached with each bank. The interest on the borrowings is payable on a monthly or quarterly basis. As of 31 December 2013 and 31 December 2012 all loans had fixed interest rates.

Term bank loans and credit line facilities were as follows as of 31 December 2013 and 2012:

	2013	2012
Closed-end credit lines	117,921	95,714
Revolving credit lines	76,724	76,724
Term loans	18,169	14,144
Total bank borrowings	212,814	186,582

As of 31 December 2013 and 2012 the Group's total bank borrowings and respective interest forecasted based on contractual repayment schedule were repayable as follows:

	2013	2012
Due within three months	50,059	5,100
Due from three months to six months	10,306	24,868
Due from six months to twelve months	38,843	21,838
Total current portion repayable within one year	99,208	51,806
Due in the second year	47,573	60,637
Due thereafter	127,490	128,040
Total	274,271	240,483
Less interest forecasted	(61,457)	(53,901)
Add accrued interest	32,574	11,496
Total borrowings	245,388	198,078

Bank loans with maturity "due within three months" contain past due liabilities in amount of USD 2,000 thousand as of 31 December 2013.

The Group as well as particular subsidiaries has to comply with certain covenants imposed by the banks providing the loans. The main covenants which are to be complied by the Group related to the financial performance of the Group companies, change in the assets level and usage of loan funds in accordance with the stated purpose. The Group entities should also obtain approval from the lenders regarding the property to be used as collateral.

As of 31 December 2013 and 2012 the Group's borrowings were secured by the following pledged assets:

	2013	2012
Property, plant and equipment	125,110	165,373
Trade and other accounts receivables	63,578	13,828
Other non-current assets	22,531	6,170
Inventories	9,411	16,696
Taxes recoverable and prepaid	6,389	5,040
Other financial assets	3,772	984
Advances to suppliers and prepaid expenses	792	15,550
Intangible assets, net	690	85
Investments in associates	161	161
Cash and cash equivalents	150	2,956
Total	232,584	226,843

The table above includes all assets of PSC "WESTA-DNEPR" as of 31 December 2013 and 2012 that were pledged under the agreements with the Ukrainian banks. The Group act as guarantor of third parties loan repayment in amount of USD 33,900 thousand as of 31 December 2013 and 2012.

18. OBLIGATION UNDER FINANCE LEASES

During 2011 and 2012 the Group concluded several finance lease agreements for its new manufacturing equipment. The lease term is 5 years. The Group has options to purchase the equipment for a net book value at the end of the lease terms. The Group's obligations under finance leases are secured by the lessors' title to the leased assets.

Interest rate underlying all obligations under finance leases is fixed at respective contract dates ranging at 13% per annum.

	Minimum lease payments 2013	Present value of minimum lease payments 2013
Not later than one year	2,986	2,906
Later than one year and not later than five years	2,315	2,029
	5,301	4,935
Less: future finance charges	(366)	-
Present value of minimum lease payments	4,935	4,935

	Minimum lease payments 2012	Present value of minimum lease payments 2012
Not later than one year	1,496	1,303
Later than one year and not later than five years	3,683	3,091
	5,179	4,394
Less: future finance charges	(785)	-
Present value of minimum lease payments	4,394	4,394

19. TRADE AND OTHER ACCOUNTS PAYABLE

Trade and other accounts payable as of 31 December 2013 and 2012 were as follows:

	2013	2012
Trade payables for raw materials, including:		
-UAH denominated	18,906	7,108
-USD denominated	4,522	1,218
-EUR denominated	2,855	456
Trade payables for services, including:		
-UAH denominated	1,241	1,700
Trade payables for raw utilities, including:		
-UAH denominated	82	54
Unsettled liabilities for the acquisition of property, plant and equipment, including:		
-EUR denominated	-	54
-USD denominated	-	20
Accounts payable for available-for-sale investments, including:		
-UAH denominated	8,165	9,303
Other current liabilities, including:		
-UAH denominated	1,315	1,932
-USD denominated	20	1
-EUR denominated	25	18
Total	37,131	21,864

As of 31 December 2013 and 2012 accounts payable for available-for-sale investments included USD 1,758 thousand of remained unpaid amount for transfer of holding company WESTA-DNEPR by Controlling Shareholder to Westa Dnepr (Cyprus) Limited (Note 29).

As of 31 December 2013 and 2012 trade and other accounts payable included balances with related parties in the amount of USD 3,001 thousand and USD 5,818 thousand, respectively (Note 29).

Other current liabilities also include deferred income items.

The average credit period rendered to the Group by trade suppliers comprises 74 and 54 days in the years ended 31 December 2013 and 2012. No interest is charged on trade and other accounts payable.

The table below summarizes the maturity profile of the Group's trade and other payables as of 31 December 2013 and 2012 based on contractual undiscounted payments:

	2013	2012
Due within three months	13,208	10,074
Due from three to six months	8,109	7,613
Due from six months to twelve months	2,059	2,549
Overdue	13,755	1,628
Total	37,131	21,864

20. TAXES PAYABLE

As of 31 December 2013 and 2012 taxes payable were as follows:

	2013	2012
Payroll related taxes	1,193	400
Corporate income tax payable	-	39
Other taxes	121	43
Total	1,314	482

21. PROVISIONS AND ACCRUALS

Provisions and accruals as of 31 December 2013 and 2012 were as follows:

	2013	2012
Accrued payroll	1,269	1,217
Warranty provision	789	870
Provision for unused vacation	435	685
Total	2,493	2,772

	Warranty provision	Provision for unused vacation
Balance at 31 December 2012	870	685
Additional provision recognized	946	392
Reductions arising from payments/settlement	(1,027)	(642)
Total	789	435

Warranty provision as of 31 December 2013 and 2012 represents the estimated amount of cost required to substitute sold batteries that will break-down before the end of the warranty period by the new batteries. Warranty provision is recorded only with reference to sales in Ukraine.

Provision for unused vacation represents a provision for employee benefit for the earned number of paid vacation days, which were not settled as of the reporting date.

22. REVENUE

Revenue for the years ended 31 December 2013 and 2012 was as follows:

	2013	2012
Sales of finished goods	76,654	99,695
Sales of production services	12,535	5,382
Other sales	6,630	1,526
Total	95,819	106,603

For the years ended 31 December 2013 and 2012, revenue included transactions with related parties in amount of USD 5,935 thousand and USD 10,632 thousand, respectively (Note 29).

23. COST OF SALES

Cost of sales for the years ended 31 December 2013 and 2012 was as follows:

	2013	2012
Inventory	51,765	68,382
Salaries, wages and related charges	8,333	8,617
Utilities	6,834	6,243
Depreciation	6,295	5,718
Repairs and maintenance	251	1,403
Warranty costs	946	946
Transportation costs	592	872
Other expenses	978	434
Total	75,994	92,615

For the years ended 31 December 2013 and 2012 the Group purchases included transactions with related parties in amount of USD 9,093 thousand and USD 22,521 thousand, respectively (Note 29).

24. GENERAL AND ADMINISTRATIVE EXPENSES

General and administrative expenses for the years ended 31 December 2013 and 2012 were as follows:

	2013	2012
Salaries, wages and related charges	1,428	1,527
Transportation costs	741	1,388
Bank charges	400	368
Other services	695	846
Depreciation and amortization	634	828
Audit services	124	294
Communication services	211	274
Non-refundable taxes	245	294
Repairs and maintenance	76	392
Other expenses	347	373
Total	4,901	6,584

For the years ended 31 December 2013 and 2012 general and administrative expenses included transactions with related parties in amount of USD 839 thousand and USD 920 thousand, respectively (Note 29). Remuneration to the auditors comprised audit fees.

25. SELLING AND DISTRIBUTION EXPENSES

Selling and distribution expenses for the years ended 31 December 2013 and 2012 were as follows:

	2013	2012
Transportation costs	3,738	3,842
Inventory	1,225	1,301
Salaries, wages and related charges	309	401
Advertisement	446	429
Other	330	259
Total	6,048	6,232

26. OTHER (INCOME)/EXPENSES, NET

Other (income)/expenses for the year ended 31 December 2013 and 2012 were as follows:

	2013	2012
Allowance for irrecoverable VAT	222	20
Other expenses, net	1,865	62
Gain on disposal of other assets	(1)	(768)
Total	2,086	(686)

In year 2013 gain on disposal of other assets comprised gain on disposal of property, plant and equipment in the amount of USD 5,795 thousand.

27. FINANCE COSTS

Finance costs for the years ended 31 December 2013 and 2012 were as follows:

	2013	2012
Interest expense on bank borrowings	23,489	21,826
Interest expense on factoring	1,810	3,168
Interest expense on bonds	-	573
Interest expense on financial leasing	415	353
Other finance costs	138	8,720
Total	25,852	34,640

Other finance cost represents changes in amortized cost of the Group accounts payable. Interest expenses on factoring represent cost of discounting of accounts receivable on a nonrecourse or recourse, notification basis.

28. DISPOSAL OF SUBSIDIARY

On 31 December 2013, the Group disposed of CNVSIF “Fingreenfinans” (the “Subsidiary”) which carried out finance operations of the Group. The activity of the subsidiary represented extension of production plants’ operations rather than separate line of the Group’s business and, as such, did not meet the definition of discontinued operations. Consideration received for the disposal of the subsidiary was as follows:

	2013
Consideration receivable in cash and cash equivalents	7,923
Total consideration receivable	7,923

As of the date of disposal the Subsidiary had granted loan due from the Group in the amount of USD 42,864 thousand. During the sale of CNVSIF “Fingreenfinans” the Group agreed with the acquirer to differ the repayment period for the loan of the Subsidiary due from the Group for the period till December 2018. The borrowings of the Group as of 31 December 2013 were stated at amortized cost using effective interest rate of 17%.

Analysis of asset and liabilities over which control was lost is as follows:

	2013
Current assets	
Trade and other accounts receivable	66
Non-current assets	
Other non-current assets	46,250
Current liabilities	
Trade and other accounts payable	156
Net assets disposed of	46,160

Loss on disposal of subsidiary is as follows:

	2013
Consideration receivable	44,786
Net assets disposed of	(46,160)
Non-controlling interests	-
Net loss from disposal of subsidiary	(1,374)

The loss on disposal is included in the profit for the year from discontinued operations in the consolidated statement of comprehensive income. Net cash outflow on disposal of the subsidiary is as follows:

	2013
Consideration receivable	44,786
Less: non cash settlement	(36,863)
Less: accounts receivable for the disposal of subsidiary	(7,923)
	-

29. RELATED PARTIES TRANSACTIONS AND OUTSTANDING BALANCES

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties include common ultimate owners, affiliates and entities under common ownership and control with the Group and members of key management personnel. Terms and conditions of business with related parties are determined based on arrangements specific to each contract or transaction and could be executed on terms similar to those used for third parties and on terms which could be different to the terms similar to those used for third parties.

The Group enters into transactions with related parties that are under the common control of the Controlling Shareholder of the Group and other related parties (entities where the Controlling shareholder exercises significant influence). In the ordinary course of business, there are following major types of transactions and operations with such related parties:

- Sales of finished goods;
- Purchases of lead and other supplies used in production;
- Purchases of miscellaneous services.

The revenues from sales to related parties for the years ended 31 December 2013 and 2012 were as follows:

	2013	2012
Companies under common control	5,935	9,316
Other related parties	-	1,316
Total revenues from sales to related parties	5,935	10,632
Total per caption revenue (Note 22)	95,819	106,603

The purchases from related parties for the years ended 31 December 2013 and 2012 were as follows:

	2013	2012
<i>Purchases</i>		
Companies under common control	4,788	9,865
Other related parties	4,305	12,656
Total purchases from related parties	9,093	22,521
Total purchases	68,745	84,228
<i>General and administrative expenses</i>		
Companies under common control	826	890
Other related parties	13	30
Total general and administrative expenses from related parties	839	920
Total per caption general and administrative expenses (Note 24)	4,901	6,584

During the years ended 31 December 2013 and 31 December 2012 the sales to related parties were made on terms which did not differ significantly from those used in sales to third parties. The purchases from related parties in the amount of USD 9,093 thousand during 2013 year and USD 22,521 thousand during 2012 year were made at market prices. For the remaining purchases such assessment was not made as there are no alternative suppliers for some inventory purchased by Group from related parties.

The balances of trade and other accounts receivable due from related parties (Note 11) were as follows as of 31 December 2013 and 2012:

	2013	2012
<i>Trade receivables</i>		
Companies under common control	5,168	1,610
Other related parties	-	37
<i>Receivables for securities sold</i>		
Companies under common control	1,548	1,390
<i>Other receivables</i>		
Companies under common control	286	281
Other related parties	3	3
Total	7,005	3,321
Total per caption trade and other accounts receivable (Note 11)	74,512	15,733

As of 31 December 2013 the Group created allowance for irrecoverable trade and other accounts receivable due from related parties in amount of USD 225 thousand. As of 31 December 2012 the Group did not create any allowance for irrecoverable trade and other accounts receivable due from related parties.

The balances of advances made to related parties (Note 12) as of 31 December 2013 and 2012 were as follows:

	2013	2012
Companies under common control	-	9
Common ultimate shareholder	-	9
Other related parties	-	986
Total advances to related parties	-	1,004
Total per caption advances to suppliers and prepaid expenses (Note 12)	803	15,571

The balances of advances received from related parties were as follows as of 31 December 2013 and 2012:

	2013	2012
Companies under common control	2,502	220
Other related parties	50	145
Total advances received from related parties	2,552	365
Total per caption advances received	13,984	12,062

The balances of trade and other accounts payable due to related parties as of 31 December 2013 and 2012 were as follows (Note 19):

	2013	2012
<i>Trade accounts payable</i>		
Companies under common control	2,152	4,580
Other related parties	830	1,221
<i>Other current liabilities</i>		
Companies under common control	11	12
Other related parties	8	5
Total	3,001	5,818
Total per caption trade and other accounts payable (Note 19)	37,131	21,864

As of 31 December 2013 and 2012 accounts payable for available-for-sale investments included USD 1,758 thousand of remained unpaid amount for transfer of holding company WESTA-DNEPR by Controlling Shareholder to Westa Dnepr (Cyprus) Limited (Note 19).

The remuneration of the key management personnel of the Group for the years ended 31 December 2013 and 2012 amounted to USD 87 thousand and USD 85 thousand, respectively.

30. CONTINGENCIES AND CONTRACTUAL COMMITMENTS

Contractual commitments on purchases – During the years ended 31 December 2013 and 2012, the Group entered into a number of contracts with suppliers of equipment and construction contracts. As of 31 December 2013 the amount of such outstanding purchase commitments under these contracts was USD 1,997 thousand (2012: USD 1,896 thousand).

Operating lease commitments – As of 31 December 2013 and 2012 there were no significant commitments under non-cancellable operating lease agreements.

Operating environment – Emerging markets such as Ukraine are subject to different risks than more developed markets, including economic, political and social, and legal and legislative risks. As it has happened in the past, actual or perceived financial problems or an increase in the perceived risks associated with investing in emerging economies could adversely affect the investment climate in Ukraine and the Ukraine economy in general.

Laws and regulations affecting businesses in Ukraine continue to change rapidly. Tax, currency and customs legislation within Ukraine are subject to varying interpretations, and other legal and fiscal impediments contribute to the challenges faced by entities currently operating in Ukraine. The future economic direction of Ukraine is heavily influenced by the economic, fiscal and monetary policies adopted by the government, together with developments in the legal, regulatory, and political environment.

The global financial system continues to exhibit signs of deep stress and many economies around the world are experiencing lesser or no growth than in prior years. Additionally there is increased uncertainty about the creditworthiness of some sovereign states in the Eurozone and financial institutions with exposure to the sovereign debt of such states. These conditions together with

political crisis and significant currency devaluation in Ukraine could slow or disrupt the Ukraine's economy, adversely affect the Group's access to capital and cost of capital for the Group and, more generally, its business, results of operations, financial condition and prospects.

Taxation – Ukrainian tax authorities are increasingly directing their attention to the business community as a result of the overall Ukrainian economic environment. In respect of this, the local and national tax environment in Ukraine is constantly changing and subject to inconsistent application, interpretation and enforcement. Non-compliance with Ukrainian laws and regulations can lead to the imposition of severe penalties and interest. Future tax examinations could raise issues or assessments which are contrary to the Group companies' tax filings. Such assessments could include taxes, penalties and interest, and these amounts could be material. While the Group believes it has complied with local tax legislation, there have been many new tax and foreign currency laws and related regulations introduced in recent years which are not always clearly written. Starting from 1 September 2013, new detailed transfer pricing rules were introduced into the Ukrainian legislation. These rules introduce additional reporting and documentation requirements to certain types of transactions (including, but not limited to, transactions with related parties). The new legislation allows the tax authorities to impose additional tax liabilities in respect of these transactions if they consider the transactions to be priced not at arm's length. As the practice of implementation of the new transfer pricing rules has not yet developed and wording of some clauses of the rules is unclear, the impact of challenge of the Group's transfer pricing positions by the tax authorities cannot be reliably estimated.

In 2012 the Group rendered manufacturing services based on tolling arrangements with one of its related parties. In some instances the Group subsequently purchased raw materials imported in Ukraine based on tolling arrangements for subsequent use in its own production. The Group management is sure it followed all local tax legislation applicable for such transactions. Meantime, the tax authorities could challenge an approach of the Group used for these transactions and additional tax charges and penalties could be imposed on the Group. No reliable estimate of the Group's tax exposure to these transactions is possible to make.

Management believes that it is not likely that any significant settlement will arise from the above cases and, therefore, the Group's consolidated financial statements do not include any amount of provision in this respect.

Legal – In the ordinary course of business, the Group is subject to legal actions and complaints. The management of the Group believes that the ultimate liability, if any, arising from such legal actions or complaints will not have a material effect on the financial position or results of future operations of the Group. As of 31 December 2013 Group has litigation with tax authority amounted to USD 2,422 thousands and other suppliers for amount of USD 197 thousands. As of 31 December 2013 the Group also has litigation with banks under:

- guarantee agreements with Bank 1 for amount of USD 11,652 thousands;
- loan agreement with Bank 2 for amount of USD 14,882 thousands;
- guarantee agreements with Bank 3 for amount of USD 5,541 thousands;
- loan agreement with Bank 3 for amount of USD 2,320 thousands;
- guarantee agreements with Bank 4 for amount of USD 7,902 thousands;

Group has started preparation for litigations with tax authority to challenge in court decision of tax inspection for amount of USD 5,872 thousands. There were no other material claims against the Group as of 31 December 2013 and 2012.

31. FAIR VALUE OF FINANCIAL INSTRUMENTS

Estimated fair value disclosures of financial instruments are made in accordance with the requirements of International Financial Reporting Standard 7 “Financial Instruments: Disclosure”. Fair value is defined as the amount at which the instrument could be exchanged in a current transaction between knowledgeable willing parties in an arm’s length transaction, other than in forced or liquidation sale. As no readily available market exists for a large part of the Group’s financial instruments, judgment is necessary in arriving at fair value, based on current economic conditions and specific risks attributable to the instrument. The estimates presented herein are not necessarily indicative of the amounts the Group could realize in a market exchange from the sale of its full holdings of a particular instrument.

As of 31 December 2013 and 2012 the following methods and assumptions were used by the Group to estimate the fair value of each class of financial instruments for which it is practicable to estimate such value.

The fair value is estimated to be the same as the carrying value for cash and cash equivalents, other financial assets, trade and other accounts receivable, trade and other accounts payable, provisions and accruals, payables for factoring operations due to the short-term nature of the financial instruments.

The fair value of the Group’s financial leasing liability is estimated to be the same as the carrying value due to the specific nature of such instrument. As of 31 December 2013 the fair value of the Group’s borrowings is estimated at USD 249,277 thousand compared to carrying amount of USD 245,388 thousand (Note 17). As of 31 December 2012 the fair value of the Group’s borrowings is estimated at USD 197,753 thousand compared to carrying amount of USD 198,078 thousand (Note 17). Fair value was estimated by discounting the expected future cash outflows by a market rate of interest.

32. 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 equity holder through the optimisation of the debt and equity balance. The 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 new share issues, as well as obtaining new borrowings or redeeming existing borrowings.

The capital structure of the Group consists of short-term and long term borrowings (Note 17), short-term and long term finance leases (Note 18), share capital (Note 16), share premium, additional paid in capital (Note 1, Note 16), revaluation reserve and accumulated deficit. Net debt is determined as total loans and borrowings (Note 17) less cash and cash equivalents (Note 15) and bank term deposits (Note 9), as shown in the consolidated statement of financial position.

Major categories of financial instruments – The Group’s principal financial liabilities comprise borrowings, finance leases, trade and other accounts payable, provisions and accruals. 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 accounts receivable, cash and cash equivalents, other

non-current assets and other financial assets.

	31 December 2013	31 December 2012
Financial assets		
Trade and other accounts receivable	74,512	15,733
Cash and cash equivalents	159	3,049
Other non-current assets	22,531	6,481
Other financial assets	6,162	2,571
Total financial assets	103,364	27,834
Financial liabilities		
Long-term borrowings	131,820	153,692
Short-term borrowings and current portion of the long-term borrowings	113,568	44,386
Trade and other accounts payable	37,131	21,864
Provisions and accruals	1,704	1,902
Long term finance leases	2,029	3,091
Short-term finance leases	2,906	1,303
Total financial liabilities	289,158	226,238

Financial assets represent the category of loans and receivable, except the amount of USD 175 thousand and USD 311 thousand as of 31 December 2013 and 31 December 2012 of assets available for sale disclosed in other non-current assets. As of 31 December 2013 and 2012 the Group has no financial liability at fair value through profit or loss. The main risks arising from the Group's financial instruments are commodity price risk, credit risk, liquidity risk, interest rate risk and foreign currency risk.

Commodity price risk – Commodity price risk is the risk that the Group's current or future earnings will be adversely impacted by changes in the market prices of the Group's finished goods or raw materials used in production.

The management of the Group considers that the Group's exposure to the commodity price risk is remote due to the absence of the long-term selling contracts with a fixed price arrangements and expectation that in the future market prices for its finished goods will continue to grow faster than the market prices for the major components consumed in production.

Credit risk – The Group is exposed to credit risk which is the risk that a customer may default or not meet its obligations to the Group on a timely basis, leading to financial losses to the Group.

The credit risk is primarily attributable to trade and other accounts receivable and to other non-current assets. These assets include accounts receivable for securities sold for a total amount of USD 55,025 thousand which was netted off against payable accounts as described in Note 34. The Group's exposure to the credit risk is influenced mainly by individual characteristics of each customer. Based on past experience default risk of an industry and country, in which the customer operates, has less influence on credit risk. The Group structures the levels of credit risk it undertakes by placing limits on the amount of risk accepted in relation to particular customer, thus establishing the individual credit period limits. The approved credit periods are validated by each customer individually and are based on the historical performance.

There are three major groups of customers: foreign customers, distributors and retail networks. The Group operates without standardized procedure on setting credit limits and credit periods for its customers. Credit limits and periods are set for customers on individual basis but not exceeding three month. The standard credit periods on sales of goods to distributors were limited to not more than 60 days and to retail networks – to 60 days. In some cases, credit period could be extended up to one year based on credit experience. New domestic customers are served on prepayments terms only, while credit sales for those with positive credit history vary from 14 to 30 days. Export sales in 2013 and 2012 were conducted by the Group on prepayment basis mainly, while for some customers individually stated credit period could not exceed 80 days. Before granting the customer with credit period and credit limit, the Group assesses his trading and payment experience. No interest is charged on trade and other accounts receivable.

Limits on the level of credit risk by customer are approved and monitored on a regular basis by the management of the Group. The Group's management assesses amounts of trade receivable from the customers for recoverability starting from the date credit period is expired. The assessment includes external ratings, where available, bank reference and counterparty recommendations.

The Group's five largest customers represent 51% and 54% of trade and other accounts receivable balances as of 31 December 2013 and 2012, respectively. Sales to two Group's largest customer, located in Ukraine during 2013 and another one located in Russian Federation during 2012, amounted to USD 32,630 thousand for the year ended 31 December 2013 (2012: USD 36,229 thousand), and comprised 34% (2012: 34%) of total revenues, accordingly. There were no other revenues exceeding 10% from the Group's revenue for the years ended 31 December 2013 and 31 December 2012 derived from single customer (except for transactions with related parties as disclosed in Note 29).

The Group accrue an allowance for impairment that represents its estimate of incurred losses related to trade and other accounts receivable. The main component of the allowance is a specific loss that relates to past due trade receivable. The collective loss allowance is calculated based on historical data of payment statistic for financial assets with similar characteristics.

The movement in allowance for trade and other accounts receivable for the year ended 31 December 2013 and 31 December 2012 was as follows:

	31 December 2013	31 December 2012
Balance at 31 December	426	-
Impairment loss recognized	-	426
Impairment loss derecognized	(28)	-
Balance at 31 December	398	426

Liquidity risk – Liquidity risk arises in the general funding of the Group's activities and in the management of positions. It includes both the risk of being unable to fund assets at appropriate maturities and rates and the risk of being unable to realize an asset at a reasonable price and in an appropriate time frame.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes

both interest and principal cash flows as of 31 December 2013 and 2012:

Financial liabilities	Less than 3 months	From 3 to 6 months	From 6 months to 1 year	1-5 years	2013 Total
Borrowings	82,633	10,306	38,843	175,063	306,845
Trade and other accounts payables	26,963	8,109	2,059	-	37,131
Finance leases	2,195	264	527	2,315	5,301
Provisions and accruals	1,269	235	200	-	1,704
Total	113,060	18,914	41,629	177,378	350,981

Financial liabilities	Less than 3 months	From 3 to 6 months	From 6 months to 1 year	1-5 years	2012 Total
Borrowings	16,596	24,868	21,838	188,677	251,979
Trade and other accounts payables	11,702	7,613	2,549	-	21,864
Finance leases	383	379	734	3,683	5,179
Provisions and accruals	1,217	228	457	-	1,902
Total	29,898	33,088	25,578	192,360	280,924

As of 31 December 2013 and 2012, the Group's current ratio was as follows:

	2013	2012
Current assets	97,651	59,088
Current liabilities	171,396	82,869
Current ratio	0.57	0.71

Interest rate risk – Interest rate risk is the risk that changes in floating interest rates will adversely impact the financial results of the Group. The Group does not use any derivatives to manage interest rate risk exposure. The Group borrows as of 31 December 2013 and 31 December 2012 on a fixed rate basis only. So, the sources of the Group's funds are loans with fixed interest rate.

Operating environment (export sales) risks – Historically significant part of the Group's revenue was from sales to the Russian Federation, therefore the Group is exposed to risks of limitations to export operations. During the years ended 31 December 2013 and 2012, the Group's management diversified this risk by optimizing share of domestic sales and exports to other markets.

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 any derivatives to manage foreign currency risk exposure.

The carrying amount of the Group's foreign currency denominated monetary assets and liabilities as of the reporting dates are as follows:

	Denominated in USD		Denominated in EUR		Denominated in RUB	
	31 December		31 December		31 December	
	2013	2012	2013	2012	2013	2012
Assets						
Cash and cash equivalents (Note 15)	68	62	1	64	-	82
Trade and other accounts receivable (Note 11)	3,045	4,600	413	619	126	699
Other non-current assets (Note 9)	-	-	6,465	6,170	-	-
Total assets	3,113	4,662	6,879	6,853	126	781
Liabilities						
Borrowings (Note 17)	(149,429)	(132,708)	(55,197)	(48,437)	-	-
Trade and other accounts payable (Note 19)	(4,542)	(1,239)	(2,880)	(528)	-	-
Total liabilities	(153,971)	(133,947)	(58,077)	(48,965)	-	-
Total net position	(150,858)	(129,285)	(51,198)	(42,112)	126	781

The table below details the Group's sensitivity to strengthening/weakening of US Dollar, EURO and Russian Ruble against the Ukrainian Hryvnia by 30%. The analysis was applied to monetary items at the reporting dates denominated in respective currencies.

	USD – impact		EUR – impact		RUB – impact	
	31 December	31 December	31 December	31 December	31 December	31 December
	2013	2012	2013	2012	2013	2012
Profit/ (loss)	(45,257)/45,257	(38,786)/38,786	(15,359)/15,359	(12,634)/12,634	38/(38)	234/(234)

33. EARNINGS PER SHARE

The earnings and weighted average number of ordinary shares used in calculation of earnings per share are as follows:

	2013	2012
Loss for the year attributable to Shareholders of the Parent	(65,625)	(30,900)
Loss used in calculation of earnings per share	(65,625)	(30,900)
Weighted average number of shares outstanding	44,133,333	44,133,333
Loss per share (USD per share)	(1.49)	(0.70)

The Group has no dilutive potential ordinary shares; therefore, the diluted earnings per share equal basic earnings per share.

34. SUBSEQUENT EVENTS

Resignation of Director C

The Board of Directors accepted the resignation of Lyubov Krechmanska, C Director of the Board of Directors of the Parent, starting from January 1, 2014. Also, the Board of Directors accepted the resignation of Eugenii Cherviachenko, C Director of the Board of Directors of the Parent, starting from January 9, 2014.

Resignation of Directors B

The Board of Directors accepted the resignation of Eriks Martinovskis, B Director of the Board of Directors of WESTA ISIC S.A., starting from June 11, 2014. The Board of Directors accepted the resignation of Frank Pletsch, B Director of the Board of Directors of WESTA ISIC S.A., starting from June 11, 2014.

Since November 2013 Ukraine has been going through a political crisis.

On 22 February 2014, the Parliament of Ukraine voted for return to the 2004 Constitution and dismissal of the incumbent President. In January-February 2014, the Ukrainian hryvnia devalued against the major world currencies and significant external financing was required to maintain its stability. The National Bank of Ukraine, among other measures, imposed certain temporary restrictions on processing client payments by banks and on purchase of foreign currency on inter-bank market. In February 2014, Ukraine's sovereign rating has been further downgraded to CCC with a negative outlook. In May 2014 Ukraine held presidential elections.

The final resolution and impact of the political crisis are difficult to predict and the ongoing crisis may further adversely affect the Ukrainian economy.

Change of the registered office address

On 30 April 2014 the Company changed the registered office from 65, boulevard Grande-Duchesse Charlotte, L-1331 Luxembourg to 6, Rue Eugène Ruppert, L-2453 Luxembourg.

Adjournment of AGM

As the Annual report for the year ended December 31, 2013 was not finalized at the date of the annual shareholders' meeting on June 4, 2014, the Board of directors resolved:

- to adjourn the shareholders' meeting of June 4, 2014
- to convene the shareholders to a new shareholders' meeting to be held on July 10, 2014

There were no resolutions taken by the shareholders on June 4, 2014.

Reduce of the Group liabilities

On 27 May 2014 the Group signed agreements with suppliers to net off receivables with borrowings for amount of USD 29,797 thousands and accounts payable for amount of USD 25,228 thousand. The effect of these transactions amounts to USD (3,008) thousand.

Trade receivables, borrowings and accounts payable were netted off as follows:

	As of 31 December 2013	Purchases/ Interest during January – May 2014	Exchange variance	As of net off date (May 2014)	Remaining balance after net off
Other non-current assets	15,891	841	(5,214)	(11,518)	-
Receivables for securities sold	37,423		(11,450)	(24,350)	1,623
Borrowings	(21,363)	(1,386)	7,049	15,700	-
Accounts payable	(8,946)	(5,643)	3,747	10,842	-
Advances received	(9,288)		2,970	6,318	-

Loan portfolio restructuring and reorganization of operations

We draw your attention that the Group, as explained in Note 2 Going concern assumption, is currently in negotiations with the Ukrainian banks to restructure its indebtedness. The negotiations are not yet over at the date of the approval of the report and no agreement has been signed so far. Going concern of the Group is at risk and depends wholly on success of the negotiations.

The goal of the restructuring is to reduce financial leverage to the level, which can be serviced by the business operations of the Group. The management of the Group expects reducing the overall debt level by up to USD 100 million and the rescheduling of the principal repayments for the period of 5-7 years.

In line with the loan restructuring negotiations, the Group initiated the operational reorganization of its Ukrainian subsidiaries. The goal of the reorganization is to transfer all of the business operations to a single Ukrainian legal entity, WESTA CAR BUTTERY LTD. It is expected that the reorganization will allow reduce administrative expenses of the Group, improve operational management and will not terminate any technological or operational processes. The process is supervised by the largest creditor of the Group.

Until the end of June 2014 the management of the Group plans to finalize and sign with the largest creditor the framework agreement, which will regulate both loan portfolio restructuring and operational reorganization processes. The management expects that the main stages of the loan portfolio restructuring and the operational reorganization will be completed until the end of 2014.

Suspension of trading on Warsaw Stock Exchange

On 9 May 2014 the management board of Warsaw Stock Exchange resolved to suspend trading in shares of WESTA ISIC S.A. due to unavailability of the annual report for the year 2013 of the company to the public. The management expects that the Warsaw Stock Exchange will resume trading in shares of WESTA ISIC S.A. after the publication of the annual report for the year 2013.

35. APPROVAL OF THE FINANCIAL STATEMENTS

The consolidated financial statements of the Group for the year ended 31 December 2013 were approved by Board of Directors of Westa ISIC S.A. on 12 June 2014.



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To the Shareholders of
WESTA ISIC S.A.
6, Rue Eugène Ruppert
L – 2453 LUXEMBOURG

Report of the réviseur d'entreprises agréé (authorised independent auditor) on the annual accounts at December 31, 2013

We have audited the accompanying annual accounts of WESTA ISIC S.A., which comprise the balance sheet as at December 31, 2013, and the profit and loss account for the year then ended, and a summary of significant accounting policies and other explanatory notes.

Board of directors' responsibility for the annual accounts

The board of directors is responsible for the preparation and fair presentation of these annual accounts in accordance with Luxembourg legal and regulatory requirements relating to the preparation of the annual accounts and for such internal control as the board of directors determines is necessary to enable the preparation of annual accounts that are free from material misstatement, whether due to fraud or error.

Responsibility of the réviseur d'entreprises agréé

Our responsibility is to express an opinion on these annual accounts based on our audit. We conducted our audit in accordance with International Standards on Auditing as adopted for Luxembourg by the Commission de Surveillance du Secteur Financier. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the annual accounts are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the annual accounts. The procedures selected depend on the judgment of the réviseur d'entreprises agréé including the assessment of the risks of material misstatement of the annual accounts, whether due to fraud or error. In making those risk assessments, the réviseur d'entreprises agréé considers internal control relevant to the entity's preparation and fair presentation of the annual accounts 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 the board of directors, as well as evaluating the overall presentation of the annual accounts.

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

Basis for Qualified Opinion

The investment is valued based on quotation of the shares of the Company as at December 31, 2013, as explained in note 4 – Financial fixed assets. On May 9, 2014, quotation has been suspended (see note 13 – subsequent event). The board of directors considers the valuation method is still valid and there is no need for further adjustments. We were not able to perform alternative audit procedure to assess the valuation of the investment.

Following the resignations of all the directors of category B and C (See note 13 Subsequent events), the board of directors is as of today composed of only one director of category A. Directors of category B and C have not been replaced, as required by the statutes of the Company. The annual accounts were therefore approved only by the remaining director A. All the decisions of the board of directors, since the date the composition of the board is incomplete, could be subject to litigations. We were unable to assess the effect of such potential litigations on the annual accounts.

Qualified Opinion

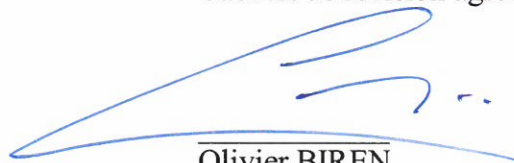
In our opinion, except for the effect of the matters described in the Basis for Qualified Opinion paragraph, the annual accounts give a true and fair view of the financial position of WESTA ISIC S.A. at December 31, 2013 and of the results of its operations for the year then ended in conformity with the Luxembourg legal and regulatory requirements relating to the preparation of the annual accounts.

Emphasis of matter

Without qualifying our opinion, we draw your attention to the fact that accumulated losses of the company at December 31, 2013 exceed half of the subscribed capital. The question of the dissolution of the company has to be submitted by the Board of Directors to the shareholders at the annual general meeting in conformity with article 100 of the law dated August 10, 1915 as amended.

Howald, June 12, 2014

BAKER TILLY Luxembourg Audit S.à r.l.
Cabinet de révision agréé



Olivier BIREN
Managing Partner

Westa Isic S.A.
Société Anonyme

Annual accounts and
Report of the Réviseur d'entreprises agréé
Year ended
December 31, 2013

65, boulevard Grande-Duchesse Charlotte
L-1331 Luxembourg
R.C.S. Luxembourg: B-150.326
Share capital: EUR 441 333.33

The Board of Directors

Directors of category A

Mr Dmytriy NIKITIN

Directors of category B

Mr Christoph N. KOSSMANN (until February 27, 2013)

Mr Eriks MARTINOVSKIS (until June 11, 2014)

Mr Frank PLETSCHE (until June 11, 2014)

Directors of category C

Ms Lyubov Krechmanska (until January 01, 2014)

Mr Ievgenii Cherviachenko (until January 09, 2014)

Audit Committee members: Ms. Lyubov KRECHMANSKA (until January 01, 2014)
Mr Dmytriy NIKITIN (since February 27, 2013)

Registration number : R.C.S. Luxembourg : B-150.326

Registered office:	<u>Until February 27, 2013</u>	<u>Since February 27, 2013</u>
	412F, route d'Esch	65, boulevard Grande-Duchesse Charlotte
	L-1471 Luxembourg	L-1331 Luxembourg
	Grand-Duchy of Luxembourg	Grand-Duchy of Luxembourg

Since 30 April 2014 the registered office of the Company changed from 65, boulevard Grande-Duchesse Charlotte, L-1331 Luxembourg to 6, Rue Eugène Ruppert, L-2453 Luxembourg.

Share capital: EUR 441 333.33

Balance sheet as of December 31, 2013
(expressed in EUR)

	Notes	31/12/2013 EUR	31/12/2012 EUR
ASSETS			
Fixed assets			
Financial assets	4	3 883 793.13	10 062 399.60
Current assets			
Cash at bank and in hand		509.47	23 127.17
		<u>509.47</u>	<u>23 127.17</u>
TOTAL ASSETS		<u>3 884 302.60</u>	<u>10 085 526.77</u>
LIABILITIES			
Capital and reserves			
Subscribed capital	5	441 333.33	441 333.33
Share premiums and similar premiums	6	32 633 651.62	32 633 651.62
Loss brought forward		(23 134 577.85)	(1 018 368.88)
Loss for the financial year / period		<u>(6 270 873.89)</u>	<u>(22 116 208.97)</u>
		3 669 533.21	9 940 407.10
Provisions			
Other provisions	8	34 822.00	30 000.00
		<u>34 822.00</u>	<u>30 000.00</u>
Non-subordinated debts	9		
becoming due and payable after less than one year		179 947.39	115 119.67
TOTAL LIABILITIES		<u>3 884 302.60</u>	<u>10 085 526.77</u>

The accompanying notes form an integral part of the annual accounts.

Profit and Loss Account
For the financial year from January 1, 2013 to December 31, 2013
(expressed in EUR)

	Notes	January 1, 2013 December 31, 2013 EUR	January 1, 2012 December 31, 2012 EUR
CHARGES			
Gross loss	10	88 774.42	154 501.96
Value adjustments on formation expenses and on tangible and intangible fixed assets	3	-	-
Value adjustments and fair value adjustments on financial fixed assets		6 178 606.47	21 959 962.01
Tax on profit and loss	11	3 323.00	1 575.00
Other taxes not included in the previous caption	11	170.00	170.00
TOTAL CHARGES		6 270 873.89	22 116 208.97
INCOME			
Other interest and other financial income other interest receivable and similar income		-	-
Loss for the financial year		6 270 873.89	22 116 208.97
TOTAL INCOME		6 270 873.89	22 116 208.97

The accompanying notes form an integral part of the annual accounts.

Notes to the annual accounts for the financial year ended December 31, 2013

Note 1 – General

WESTA ISIC S.A. (the "Company") was incorporated in the form of Société Anonyme on December 10, 2009 under the name of TRAMINE DEVELOPMENT S.A. for an unlimited duration. On November 24, 2010, the Company changed its name to WESTA ISIC S.A..

The registered office of the Company is in Luxembourg.

The Company may carry out any commercial, industrial or financial operations, any transactions in respect of real estate or moveable property, which the Company may deem useful to the accomplishment of its purposes.

The Company may furthermore carry out all transactions relating directly or indirectly to the taking of participating interests in whatsoever form, in any enterprise in the form of a public limited liability company or of a private liability company, as well as the administration, management, control and development of such participations.

In particular the Company may use its funds for the creation, management, development and the disposal of a portfolio comprising all types of transferable securities or patents of whatever origin, take part in the creation, development and control of all enterprises, acquire all securities and patents, either by way of contribution, subscription, purchase or otherwise, option, as well as realize them by sale, transfer, exchange or otherwise.

The Company may further grant securities in favour of third parties to secure its obligations or the obligations of companies in which it holds a direct or indirect participation or which form part of the same group of companies as the Company, grant loans or otherwise assist the companies in which it holds a direct or indirect participation or which form part of the same group of companies as the Company as well as any other companies or third parties.

The Company may also carry out its business through branches in Luxembourg or abroad.

The Company may also proceed with the acquisition, management, development, sale and rental of any real estate, whether furnished or not, and in general, carry out all real estate operations with the exception of those reserved to a dealer in real estate and those concerning the placement and management of money. In general, the Company may carry out any patrimonial, movable, immovable, commercial, industrial or financial activity as well as all transactions and that aim to promote and facilitate directly or indirectly the accomplishment and development of its purpose.

The Company's year commences on January 1 and ends on December 31.

The Company also prepares consolidated financial statements, which are published according to the provisions of the Luxembourg law. The consolidated financial statements are available from the registered office or on following website: www.westa.com.ua

Note 2 –Accounting policies, valuation principles and methods

General principles

The annual accounts are kept in conformity with the Luxembourg legal and regulatory provisions and the generally accepted accounting practices.

The significant accounting policies are as follows :

Accounting policies

Currency translation

The Company maintains its books and records in Euro (“EUR”). The balance sheet and the profit and loss account are expressed in this currency.

At the balance sheet date:

Financial assets denominated in currencies other than EUR are translated at the historical exchange rates.

Other assets and other liabilities (except specific cases) denominated in currencies other than EUR are translated at the exchange rates prevailing at the date of the balance sheet, unless this would lead to an unrealized exchange gain.

Specific cases:

Cash at bank, cheques and cash in hand denominated in currencies other than EUR are translated at the exchange rates prevailing at the date of the balance sheet. Realized exchange gains and losses arising from the translation are recorded in the profit and loss account.

Current assets and liabilities denominated in currencies other than EUR (having an economic link and similar characteristics) are recorded globally at the exchange rates prevailing at the date of the balance sheet. Only unrealized exchange losses are recorded in the profit and loss account. Unrealized exchange gains are not recognized.

Long term debts denominated in currencies other than EUR having an economic link with receivables recorded in financial assets (and having similar characteristics) are translated at the historical exchange rates (loans “back to back”).

As a result, realized exchange gains and losses and unrealized exchange losses are recorded in the profit and loss account. Unrealized exchange gains are not recognized.

Formation expenses

The formation expenses of the Company are directly charged to the profit and loss account of the year in which they are incurred. This was changed from prior period where formation expenses were capitalized.

Financial assets

Shares in affiliated undertakings, participating interests and securities held as fixed assets are stated at acquisition cost. Write-downs are recorded if, in the opinion of the Directors, there is any impairment in value.

Receivables are recorded at their nominal value. Receivables are written down to their recoverable amount if, in the opinion of the Directors, there is any impairment.

Debtors

Current receivables are recorded at their nominal value. Current receivables are written down to their recoverable amount if, in the opinion of the Directors, there is any impairment.

Provisions for liabilities and charges

The provisions for liabilities and charges are intended to cover losses or debts the nature of which is clearly defined and which at the balance sheet date are either likely to be incurred or certain to be incurred but uncertain as to their amount or as to the date on which they will arise.

Creditors

Debts are recorded at their repayment value.

Note 3 – Formation expenses

Formation expenses comprise expenses incurred for the creation of the Company.

Following the Initial Public Offering, it has been decided to fully amortize the formation expenses which were initially written off on a 5 years basis by application of the “prorata-temporis” method. Thus, the formation expenses were fully amortized during 2011 year.

Note 4 – Financial fixed assets

	31/12/2013 EUR	31/12/2012 EUR
Acquisition price at the beginning of the year	32 022 361.61	32 022 361.61
Increase during the year	-	-
Acquisition price at the end of the year	32 022 361.61	32 022 361.61
Impairment	(28 138 568.48)	(21 959 962.01)
Net book value at the end of the year	3 883 793.13	10 062 399.60

As of 31 December 2013, the company held the following shares in affiliated undertakings:

	Location	Percentage held	31/12/2013 Net Book Value	31/12/2012 Net Book Value
Westa Dnepr (Cyprus) Limited	Cyprus	100%	3 883 793,13	10 062 399,60
Total Participations				

The board of Directors has reviewed the valuation of the shares in affiliated undertakings for any indicators of impairment. At December 31, 2013 and December 31, 2012 the market value of the shares in affiliated undertakings was estimated at EUR 4 246 346.75 and EUR 8 385 333.61 respectively. This valuation has been derived on the basis of the stock market valuation of the Westa Group as of December 31, 2013 and December 31, 2012 as modified for the Company's other assets and liabilities. The Board has considered that in determining the fair value of the shares in affiliated undertakings, the market valuation needs to be augmented by the control premium that can be reasonably expected to be paid by a third party to obtain control of the affiliated undertaking. The Board has determined that such an exercise results in a fair valuation that is in excess of the carrying value of the shares as of December 31, 2012, and hence no value adjustments have been deemed necessary. As of December 31, 2013 the Board determined value carrying value adjustment of the shares in affiliated undertakings to a fair valuation.

Note 5 – Subscribed capital

The Company was incorporated on December 10, 2009 and has at the same date an issued and fully paid up capital of EUR 31,000 represented by 310 shares having a par value of EUR 100 each.

The meeting of the Board of Directors held on March 15, 2011 decided to increase the share capital by EUR 300,000.00.

Consequently, the Company's subscribed share capital is set at EUR 331,000.00 represented by 33,100,000 shares with a nominal value of EUR 0.01 each.

The meeting of the Board of Directors held on May 27, 2011 decided to increase the share capital by EUR 110,333.33.

Consequently, the Company's subscribed share capital is set at EUR 441,333.33 represented by 44,133,333 shares with a nominal value of EUR 0.01 each.

Note 6 – Share premiums and similar premiums

Share premium account of EUR 32,633,651.62 corresponds to the difference recorded on the consideration received for the increase of capital as approved by the meeting of the Board of Directors held on May 27, 2011 and the nominal value of the Company shares subscribed for, following Initial Public Offering in June 2011.

Note 7 – Legal reserve

In accordance with Luxembourg Company law, the Company is required to transfer a minimum of 5% of its net profits for each financial year to legal reserve. This requirement ceases to be necessary once the balance of the legal reserve reaches 10% of the issued share capital. The legal reserve is not available for distribution to the shareholders.

Note 8 – Provisions

	31/12/2013 EUR	31/12/2012 EUR
Provisions are made up as follows:		
Provisions for audit fees	34 822.00	30 000.00
	34 822.00	30 000.00

Note 9 – Non-subordinated debt

	31/12/2013 EUR	31/12/2012 EUR
Amounts owed to credit institutions		
Becoming due and payable after less than one year	125.29	125.29
Tax and social security		
Becoming due and payable after less than one year	3 603.00	1 745.00
Other creditors		
Becoming due and payable after less than one year	176 219.10	113 249.38
	179 947.39	115 119.67

Note 10 – Gross loss

As of December 31, 2013, the caption is composed as follow:

	31/12/2013 EUR	31/12/2012 EUR
Accounting and audit fees	34 822.00	40 973.78
Other professional fees	53 952.42	113 528.18
	88 774.42	154 501.96

Note 11 – Taxation

The Company is subject to the applicable general tax regulations in Luxembourg.

Note 12 – Auditors remuneration

Auditors remuneration amounts to EUR 34 822,00 (previous year : 40 973,78).

Note 13– Subsequent event

Resignation of Director C

The Board of Directors accepted the resignation of Lyubov Krechmanska, C Director of the Board of Directors of the Parent, starting from January 1, 2014. Also, the Board of Directors accepted the resignation of Eugenii Cherviachenko, C Director of the Board of Directors of the Parent, starting from January 9, 2014.

Suspension of trading on Warsaw Stock Exchange

On 9 May 2014 the management board of Warsaw Stock Exchange resolved to suspend trading in shares of WESTA ISIC S.A. due to unavailability of the annual report for the year 2013 of the company to the public. The management expects that the Warsaw Stock Exchange will resume trading in shares of WESTA ISIC S.A. after the publication of the annual report for the year 2013.

Change of the registered office address

On 30 April 2014 the Company changed the registered office from 65, boulevard Grande-Duchesse Charlotte, L-1331 Luxembourg to 6, Rue Eugène Ruppert, L-2453 Luxembourg.

Resignation of Directors B

The Board of Directors accepted the resignation of Eriks Martinovskis, B Director of the Board of Directors of WESTA ISIC S.A., starting from June 11, 2014. The Board of Directors accepted the resignation of Frank Pletsch, B Director of the Board of Directors of WESTA ISIC S.A., starting from June 11, 2014.

Adjournment of AGM

As the Annual report for the year ended December 31, 2013 was not finalized at the date of the annual shareholders' meeting on June 4, 2014, the Board of directors resolved:

- to adjourn the shareholders' meeting of June 4, 2014
- to convene the shareholders to a new shareholders' meeting to be held on July 10, 2014

There were no resolutions taken by the shareholders on June 4, 2014.

Note 14 – Staff

The company did not employ any staff in 2013 (2012: none).

Note 15 – Directors fees

The Company has granted Ms Lyubov Krechmanska (Director category C) with gross remuneration for 2013 and 2012 years in amount of EUR 12 000.00 for each year.

Furthermore, the company did not grant any advances or loans to the directors during the year.