

**KSG Agro S.A.**

**Unaudited Interim Condensed  
Consolidated Financial Statements**

**30 September 2015**

# Contents

## Statement of the Board of Directors and management's responsibility

### INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Unaudited Interim Condensed Consolidated Statement of Financial Position.....	1
Unaudited Interim Condensed Consolidated Income Statement.....	2
Unaudited Interim Condensed Consolidated Statement of Other Comprehensive Income.....	2
Unaudited Interim Condensed Consolidated Statement of Cash Flows.....	3
Unaudited Interim Condensed Consolidated Statement of Changes in Equity.....	4

### Notes to the Unaudited Interim Condensed Consolidated Financial Statements

1. Background.....	5
2. Operating environment.....	6
3. Summary of significant accounting policies.....	6
4. Critical accounting estimates and judgements in applying accounting policies.....	13
5. Businesses' disposals and disposal groups.....	15
6. Property, plant and equipment.....	15
7. Intangible assets.....	16
8. Inventories and agricultural produce.....	16
9. Current biological assets.....	16
10. Trade and other accounts receivable.....	17
11. Loans and borrowings.....	18
12. Trade and other accounts payable.....	18
13. Revenue.....	19
14. Cost of sales.....	19
15. Selling, general and administrative expenses.....	19
16. Other income/ (expenses), net.....	20
17. Finance income and expenses.....	20
18. Foreign exchange impact.....	20
19. Operating segments.....	21
20. Related parties.....	22
21. Subsequent events.....	23

The following statement is made with a view to clarify responsibilities of the management and the Board of Directors in relation to the interim condensed consolidated financial statements of the KSG AGRO S.A. and its subsidiaries (further – the Group).

The Board of Directors and the Group's management are responsible for the preparation of the interim condensed consolidated financial statements of the Group as at 30 September 2015 and for the nine months then ended in accordance with International Accounting Standard 34 (IAS 34) "Interim Financial Reporting" as adopted by the European Union.

In preparing the interim condensed consolidated financial statements, the Board of Directors and the management are responsible for:

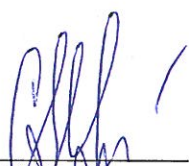
- Selecting suitable accounting principles and applying them consistently;
- Making reasonable assumptions and estimates;
- Compliance with relevant IFRSs and disclosure of all material departures in Notes to the interim condensed consolidated financial statements;
- Preparing the interim condensed consolidated financial statements on a going concern basis, unless it is inappropriate to presume that the Group will continue in business for the foreseeable future except when this assumption is inappropriate.

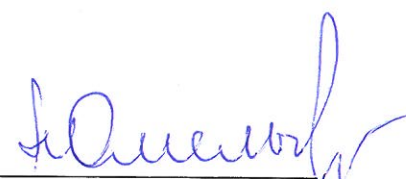
The Board of Directors and management are also responsible for:

- Designing, implementing and maintaining an effective and sound system of internal controls, throughout the Group;
- Maintaining proper accounting records that disclose, with reasonable accuracy at any time, the financial position of the Group, and which enable them to ensure that the annual consolidated financial statements of the Group comply with IFRS as adopted by the European Union;
- Taking such steps as are reasonably available to them to safeguard the assets of the Group; and
- Preventing and detecting fraud and other irregularities.

In accordance with Article 4 (2) (c) of the law of 11 January 2008 on the harmonisation of transparency requirements in relation to information about issuers whose securities are admitted to trading on a regulated market, we declare that, to the best of our knowledge, the interim condensed consolidated financial statements for the nine months ended 30 September 2015, prepared in accordance with IAS 34 "Interim Financial Reporting" as adopted by the European Union, give a true and fair view of the assets, liabilities, financial position and profit of the period of KSG Agro S.A. and its subsidiaries included in the consolidation taken as a whole. In addition, the management report includes a fair review of the development and performance of the business and the position of KSG Agro S.A. and its subsidiaries included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that they face.

The interim condensed consolidated financial statements for the nine months ended 30 September 2015 were approved on 13 November 2015.

  
\_\_\_\_\_  
S.V. Mazin  
(Chief Executive Officer)

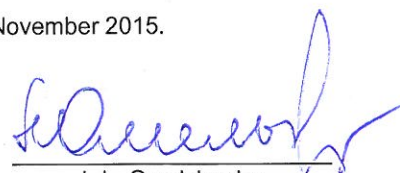
  
\_\_\_\_\_  
L.L. Omelchenko  
(Chief Financial Officer)

**KSG Agro S.A.****Unaudited Interim Condensed Consolidated Statement of Financial Position**

	Note	30 September 2015 (unaudited)	31 December 2014
<i>In thousands of US dollars</i>			
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	6	28,261	40,254
Intangible assets	7	2,446	6,553
Long-term biological assets		20,476	20,219
Promissory notes receivable		126	570
Investments		4,338	
Term deposits		1,938	2,646
Long-term accounts receivable		2,045	2,227
Deferred expenses		1,280	1,280
<b>Total non-current assets</b>		<b>60,910</b>	<b>73,749</b>
<b>Current assets</b>			
Current biological assets	9	3,000	5,555
Inventories and agricultural produce	8	7,016	4,309
Trade and other accounts receivable	10	8,526	6,920
Taxes recoverable and prepaid		68	1,063
Cash and cash equivalents		434	(148)
<b>Total current assets</b>		<b>19,044</b>	<b>17,699</b>
<b>TOTAL ASSETS</b>		<b>79,954</b>	<b>91,448</b>
<b>EQUITY</b>			
Share capital		150	150
Share premium		37,366	37,366
Prepayment for future share issue		-	-
Treasury shares		(112)	(112)
Retained earnings		(40,214)	(38,804)
Currency translation reserve		(9,084)	(13,012)
<b>Equity attributable to the owners of the Company</b>		<b>(11,894)</b>	<b>(14,412)</b>
<b>Non-controlling interests</b>		<b>11,931</b>	<b>11,541</b>
<b>TOTAL EQUITY</b>		<b>37</b>	<b>(2,871)</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Loans and borrowings	11	10,797	11,063
Promissory notes issued		293	215
Deferred tax liability		857	857
<b>Total non-current liabilities</b>		<b>11,947</b>	<b>12,135</b>
<b>Current liabilities</b>			
Loans and borrowings	11	39,199	55,626
Trade and other accounts payable	12	27,067	24,496
Promissory notes issued		1,499	1,636
Income tax payable		205	426
<b>Total current liabilities</b>		<b>67,970</b>	<b>82,184</b>
<b>TOTAL LIABILITIES</b>		<b>79,917</b>	<b>94,319</b>
<b>TOTAL LIABILITIES AND EQUITY</b>		<b>79,954</b>	<b>91,448</b>

Approved for issue and signed on behalf of the Board of Directors on 13 November 2015.

  
 S.V. Mazin  
 (Chief Executive Officer)

  
 L.L. Omelchenko  
 (Chief Financial Officer)

The accompanying notes are an integral part of these interim condensed consolidated financial statements

**KSG Agro S.A.****Unaudited Interim Condensed Consolidated Income Statement**

	Note	Nine months ended 30 September	
		2015	2014
<i>In thousands of US dollars</i>		(unaudited)	(unaudited)
Revenue	13	10,351	18,427
Gain / (loss) on initial recognition at fair value and net change in fair value of biological assets less estimated point-of-sale costs		8,136	(2,841)
Cost of sales	14	(10,457)	(20,427)
Government grant received		724	1,388
Selling, general and administrative expenses	15	(690)	(1,540)
Other operating income/ (expenses), net		-	(181)
<b>Operating profit / (loss)</b>		<b>8,064</b>	<b>(5,174)</b>
Finance income	17	569	1,151
Foreign exchange loss	18	(7,072)	-
Finance expenses	17	(2,713)	(20,672)
Other income/ (expenses), net	16	4,098	(1,906)
Income / (expenses) related to issuance of Put Option		-	126
<b>Profit / (loss) before tax</b>		<b>2,946</b>	<b>(26,475)</b>
Income tax benefit / (expense)		(3)	(14)
<b>Profit / (loss) for the period</b>		<b>2,943</b>	<b>(26,489)</b>
<b>Profit attributable to:</b>			
Owners of the Company		(1,410)	(24,768)
Non-controlling interest		4,353	(1,721)
<b>Profit / (loss) for the period</b>		<b>2,943</b>	<b>(26,489)</b>
<b>Earnings per share</b>			
Weighted-average number of common shares outstanding		15,020,000	15,020,000
Earnings per share (basic and diluted), USD		(0.09)	(1.76)

**Unaudited Interim Condensed Consolidated Statement of Other Comprehensive Income**

	Nine months ended 30 September	
	2015	2014
<i>In thousands of US dollars</i>	(unaudited)	(unaudited)
<b>Profit / (loss) for the period</b>	<b>2,943</b>	<b>(26,489)</b>
<b>Other comprehensive income, net of income tax</b>		
Currency translation differences	(35)	(30,659)
<b>Total comprehensive income for the period</b>	<b>2,908</b>	<b>(57,148)</b>
<b>Total comprehensive income attributable to</b>		
Owners of the Company	2,518	(36,672)
Non-controlling interests	390	(20,476)
<b>Total comprehensive income for the period</b>	<b>2,908</b>	<b>(57,148)</b>

The accompanying notes are an integral part of these interim condensed consolidated financial statements

**KSG Agro S.A.****Unaudited Interim Condensed Consolidated Statement of Cash Flows**

	Note	Nine months ended 30 September 2015 (unaudited)	2014 (unaudited)
<i>In thousands of US dollars</i>			
<b>Cash flows from operating activities</b>			
Profit / (loss) before tax		2,946	(26,475)
Adjustments for:			
Depreciation and amortization	6,7	2,587	5,114
Impairment of accounts receivable	16	-	770
Unrealized loss / (gain) on biological assets and agricultural produce		(8,136)	2,840
Foreign currency exchange differences	17,18	7,072	13,932
(Income) / expenses related to issuance of Put Option		-	(176)
Loss on disposals of property, plant and equipment	16	-	147
Finance expenses	17	2,713	6,740
Finance income	17	(248)	(1,151)
Unwinding of discount	17	(321)	(163)
Gain/(loss) on de-consolidation and equity method accounting		(1,462)	
Loss on disposal of subsidiaries		-	77
<b>Operating cash flows before working capital changes</b>		<b>5,151</b>	<b>1,655</b>
Change in trade and other accounts receivable		(14,128)	(7,991)
Change in current biological assets		(6,870)	24,566
Change in inventories and agricultural produce		(1,387)	(22,649)
Change in trade and other accounts payable		21,832	6,512
<b>Cash from operations</b>		<b>4,598</b>	<b>2,093</b>
Interest paid		(838)	(2,715)
Income tax paid		-	(8)
<b>Net cash from operating activities</b>		<b>3,760</b>	<b>(630)</b>
<b>Cash flow from investment activities</b>			
Acquisition of property, plant and equipment		-	-
Settlement of business acquisition liabilities		-	-
Proceeds from disposal of property, plant and equipment		-	-
Disposal of subsidiaries, less cash acquired		-	(1)
Term deposits returned / (placed)		-	10,652
Interest received		248	1,151
Investment payment		(247)	(1,383)
Settlement of accounts payable related to investment activities		(878)	
<b>Net cash from investment activities</b>		<b>(877)</b>	<b>10,419</b>
<b>Cash flow from financing activities</b>			
Bank loans and other borrowings		-	2,349
Repayment of bank loans		(2,176)	(11,245)
Settlement of promissory notes		-	(143)
Purchase of own shares		-	-
Repayment of financial lease liabilities		(68)	(80)
<b>Net cash used in financing activities</b>		<b>(2,244)</b>	<b>(9,119)</b>
Net increase/(decrease) in cash and cash equivalents		639	670
Cash and cash equivalents at the beginning of the period		(148)	131
Exchange differences		(57)	(87)
<b>Cash and cash equivalents at the end of the period</b>		<b>434</b>	<b>714</b>

The accompanying notes are an integral part of these interim condensed consolidated financial statements

**KSG Agro S.A.**
**Unaudited Interim Condensed Consolidated Statement of Changes in Equity**

	Attributable to owners of the Company							Non-controlling interest	Total equity
	Share capital	Share premium	Treasury shares	Prepayment for future share issue	Currency translation reserve	Retained earnings	Total attributable to owners of the Company		
<i>In thousands of US dollars</i>									
Balance as at 31 December 2014	150	37,366	(112)	-	(13,012)	(38,804)	(14,412)	11,541	(2,871)
Profit for the period	-	-	-	-	-	(1,410)	(1,410)	4,353	2,943
Other comprehensive income/(loss)	-	-	-	-	3,928	-	3,928	(3,963)	(35)
Total comprehensive income/(loss) for the period	-	-	-	-	3,928	(1,410)	2,518	390	2,908
Balance as at 30 September 2015 (unaudited)	150	37,366	(112)	-	(9,084)	(40,214)	(11,894)	11,931	37

	Attributable to owners of the Company							Non-controlling interest	Total equity
	Share capital	Share premium	Treasury shares	Prepayment for future share issue	Currency translation reserve	Retained earnings	Total attributable to owners of the Company		
In thousands of US dollars									
Balance as at 31 December 2013	150	37,366	(112)	-	(35)	11,352	48,721	28,757	77,478
Profit for the period	-	-	-	-	-	(24,768)	(24,768)	(1,721)	(26,489)
Other comprehensive income/(loss)	-	-	-	-	(11,904)	-	(11,904)	(18,755)	(30,659)
Total comprehensive income/(loss) for the period	-	-	-	-	(11,904)	(24,768)	(36,672)	(20,476)	(57,148)
Balance as at 30 September 2014 (unaudited)	150	37,366	(112)	-	(11,939)	(13,416)	12,049	8,281	20,330

The accompanying notes are an integral part of these interim condensed consolidated financial statements

**KSG Agro S.A.****Notes to the Unaudited Interim Condensed Consolidated Financial Statements****1. Background**

KSG Agro S.A. (the "Company") was incorporated under the name Borquest S.A. on 16 November 2010 as a "Société Anonyme" under Luxembourg company law for an unlimited period. On 8 March 2012 the Company's name was changed to KSG Agro S.A.

The registered office of the Company is at 24, rue Astrid, L-1143 Luxembourg and the Company number with the Registre de Commerce is B 156 864.

The Company, its subsidiaries and joint operation (together referred to as the "Group") produces, processes and sells agricultural products and its business activities are conducted mainly in Ukraine.

The number of employees of the Group as at 31 December 2014 was 835 employees (31 December 2014: 1,449 employees).

The Group's parent is ICD Investments S.A., registered in Switzerland, and the ultimate controlling party is Mr. Sergiy Kasianov.

The primary subsidiaries and principal activities of the companies forming the Group and the Parent's effective ownership interest as at 30 September 2015 and 31 December 2014 were as follows:

Operating entity	Principal activity	Country of registration	Effective ownership ratio, %	
			30 September 2015	31 December 2014
KSG Agro S.A.	Holding company	Luxembourg	Parent	Parent
KSG Agricultural and Industrial Holding LTD	Subholding company	Cyprus	100%	100%
KSG Agro Polska	Trade of agricultural products	Poland	100%	100%
KSG Energy Group LTD	Trade of pellets	Cyprus	50%	50%
Parisifia LTD	Intermediate holding company	Cyprus	50%	50%
Abbondanza SA	Trade of agricultural products	Switzerland	50%	50%
Enterprise №2 of Ukrainian agricultural and industrial holding LLC	Agricultural production	Ukraine	100%	100%
Scorpio Agro LLC	Agricultural production	Ukraine	100%	100%
Souz-3 LLC	Agricultural production	Ukraine	100%	100%
Goncharovo Agricultural LLC	Agricultural production	Ukraine	100%	100%
Agro-Trade House Dniprovsky LLC	Agricultural production	Ukraine	100%	100%
Dnipro LLC	Agricultural production	Ukraine	100%	100%
KSG Trade House LTD	Trade of agricultural products	Ukraine	100%	100%
Trade House of the Ukrainian Agroindustrial Holding LLC	Agricultural production	Ukraine	100%	100%
Unirem Agro Plus LLC**	Agricultural production	Ukraine	100%	100%
Askoninteks LLC	Agricultural production	Ukraine	100%	100%
Agro Golden LLC	Agricultural production	Ukraine	100%	100%
Agro LLC	Lessor of equipment	Ukraine	100%	100%
SPE Promvok LLC	Lessor of equipment	Ukraine	100%	100%
Agricultural Company Chumaki LLC (Dniproagrostandard LLC)**	Agricultural production	Ukraine	100%	100%
DniproagroprogressLLC **	Agricultural production	Ukraine	100%	100%
Meat plant Dnipro LLC	Manufacture	Ukraine	100%	100%
Hlebna Liga LLC	Trader	Ukraine	100%	100%
Agrofirma Vesna LLC**	Agricultural production	Ukraine	100%	100%
Vidrodzhennya LLC**	Agricultural production	Ukraine	100%	100%
Agrotrade LLC	Agricultural production	Ukraine	50%	50%
Factor D LLC	Agricultural production	Ukraine	50%	50%
Rantye LLC	Agricultural production	Ukraine	50%	50%



Operating entity	Principal activity	Country of registration	Effective ownership ratio, %	
			30 September 2015	31 December 2014
Agrotechnologiya LLC	Oil processing	Ukraine	51%	51%
PrJSC Pererobnyk	Flour and animals' feed producing	Ukraine	25%	25%
Agroplaza LLC	Intermediate holding company	Ukraine	50%	50%
Stepove LLC	Agricultural production	Ukraine	50%	50%
Dzherelo LLC	Agricultural production	Ukraine	50%	50%
Kolosyste LLC**	Agricultural production	Ukraine	50%	50%
Hlebodar LLC *	Agricultural production	Ukraine	50%	50%
Ukrzernoprom - Prudy LLC *	Agricultural production	Ukraine	50%	50%
Ukrzernoprom - Uytne LLC *	Agricultural production	Ukraine	50%	50%
Ukrzernoprom - Kirovske LLC *	Agricultural production	Ukraine	50%	50%
Ukrzernoprom - Yelizavetove LLC *	Agricultural production	Ukraine	50%	50%
KSG Dnipro LLC (SFG Bulah LLC)	Agricultural production	Ukraine	100%	100%
Ranniy Ranok LLC	Agricultural production	Ukraine	100%	
Pererobnyk LLC PE	Flour and animals' feed producing	Ukraine	25%	

Companies marked with \* are located in Crimea. The Group has no operating control on them starting from October 01, 2014, so deconsolidation of these companies was provided and net assets of were written off to zero.

Companies marked with \*\* are de-consolidated due to the fact of control transfer to third parties. Result of such de-consolidation is shown in Note 5, 16.

These consolidated financial statements are presented in thousand US dollars ("USD"), unless otherwise stated.

## 2. Operating Environment

The Ukrainian economy, while deemed to be of market status, continues to display certain characteristics consistent with that of an economy in transition. These characteristics include, but are not limited to, low levels of liquidity in the capital markets, high inflation and the existence of currency controls which cause the national currency to be illiquid outside of Ukraine. The stability of the Ukrainian economy is significantly impacted by the Government's policies and actions with regard to administrative, legal, and economic reforms. As a result, operations in Ukraine involve risks that are not typical for more developed markets.

The Ukrainian economy is vulnerable to market downturns and economic slowdowns elsewhere in the world. The country is experiencing in next challenges:

- decline in gross domestic product;
- capital markets instability;
- significant deterioration in the liquidity of the banking sector;
- tighter credit conditions;
- in the nine months period ended 30 September 2015 the Ukraine hryvnia depreciated against USD for 36.5% from 15.77 hryvnia for 1 USD by 21.53 hryvnia to 1 USD and economic conditions show continuing depreciation of Ukraine hryvnia against USD;
- the inflation processes in Ukraine continue and economic conditions show continuing down turns of Ukraine economy;
- other mostly unfavourable economic factors for Ukraine business environment.

While the Ukrainian government continues to introduce various stabilisation measures aimed at supporting the banking sector and providing liquidity to Ukrainian banks and companies, there continues to be uncertainty regarding access to capital and its cost for the Group and its counterparties. In addition, the government has in the past introduced temporary restrictions on agricultural exports and introduced quotas to protect the domestic agriculture markets.

These matters could affect the Company's financial position, results of operations and business prospects.

## 3. Summary of Significant Accounting Policies

**Basis of preparation.** These consolidated financial statements have been prepared in accordance with International

Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and as adopted by the European Union. These consolidated financial statements have been prepared under the historical cost convention, as modified by the initial recognition of a share purchase warrant at fair value and the recognition of biological assets and agricultural produce based on fair value less estimated costs to sell.

**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 main assumptions used for the budget have been estimated by the management of the Company, based on their knowledge of their local market at a date near the approval of the consolidated financial statements. The Company management assumptions are based on following judgements:

- change of Company business strategy from 2015 and next years by decreasing harvesting of crops and increasing meat production in proportion applicable for future growth;
- sale of parts of land bank according to expecting new business strategy;
- continuing increase of meat production and sales;
- restructure of current debts by partly repaying and signing new debt agreements;
- continue optimization of internal operating processes in order to decrease expenses;
- searching new contractors and signing agreements for sale of crops using USD prices.

**Consolidated financial statements.** Subsidiaries are those companies and other entities in which the Group, directly or indirectly, has an interest of more than one half of the voting rights or otherwise has power to govern the financial and operating policies so as to obtain benefits. Subsidiaries are consolidated from the date on which control is transferred to the Group (acquisition date) and are deconsolidated from the date on which control ceases.

The acquisition method of accounting is used to account for the acquisition of subsidiaries. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured at their fair values at the acquisition date, irrespective of the extent of any non-controlling interest.

The Group measures non-controlling interest that represents present ownership interest and entitles the holder to a proportionate share of net assets in the event of liquidation on a transaction by transaction basis, either at: (a) fair value, or (b) the non-controlling interest's proportionate share of net assets of the acquiree. Non-controlling interests that are not present ownership interests are measured at fair value.

Goodwill is measured by deducting the net assets of the acquiree from the aggregate of the consideration transferred for the acquiree, the amount of non-controlling interest in the acquiree and the fair value of an interest in the acquiree held immediately before the acquisition date. Any negative amount ("negative goodwill") is recognised in profit or loss after management reassesses whether it identified all the assets acquired and all liabilities and contingent liabilities assumed and reviews the appropriateness of their measurement.

The consideration transferred for the acquiree is measured at the fair value of the assets given up, equity instruments issued and liabilities incurred or assumed, including fair value of assets or liabilities from contingent consideration arrangements but excludes acquisition related costs such as advisory, legal, valuation and similar professional services. Transaction costs related to the acquisition and incurred for issuing equity instruments are deducted from equity and all other transaction costs associated with the acquisition are expensed.

Intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the cost cannot be recovered. The Company and all of its subsidiaries use uniform accounting policies consistent with the Group's policies.

Non-controlling interest is that part of the net results and of the equity of a subsidiary attributable to interests which are not owned, directly or indirectly, by the Company. Non-controlling interest is recorded as a separate component of the Group's equity.

**Goodwill.** Goodwill on acquisitions of subsidiaries is presented within intangible assets in the consolidated statement of financial position. It is carried at cost less accumulated impairment losses, if any. The Group tests goodwill for impairment at least annually and whenever there are indications that goodwill may be impaired. Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business from which the goodwill arose. Such units or groups of units represent the lowest level at which the Group monitors goodwill and are not larger than an operating segment.

**Purchases and sales of non-controlling interests.** The Group applies the economic entity model to account for transactions with owners of non-controlling interest. Any difference between the purchase consideration and the carrying amount of non-controlling interest acquired is recorded as a capital transaction directly in equity. The Group

recognises the difference between sales consideration and carrying amount of non-controlling interest sold as a capital transaction in the statement of changes in equity.

**Joint operations.** The Group accounts for the interest in the joint operations to the extent of:

- the assets that it controls and the liabilities that it incurs; and
- the expenses that it incurs and its share of the income that it earns from the sale of goods or services by the joint venture.

### **Financial instruments**

#### *Key measurement terms*

Depending on their classification financial instruments are carried at fair value or amortised cost as described below.

*Fair value* is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction. Fair value is the current bid price for financial assets and the current asking price for financial liabilities which are quoted in an active market. A financial instrument is regarded as quoted in an active market if quoted prices are readily and regularly available from an exchange or other institution and those prices represent actual and regularly occurring market transactions on an arm's length basis.

Valuation techniques such as discounted cash flow models or models based on recent arm's length transactions or consideration of financial data of the investees are used to measure at fair value certain financial instruments for which external market pricing information is not available. Valuation techniques may require assumptions not supported by observable market data. Disclosures are made in these financial statements if changing any such assumptions to a reasonably possible alternative would result in significantly different profit, income, total assets or total liabilities.

Transaction costs are incremental costs that are directly attributable to the acquisition, issue or disposal of a financial instrument. An incremental cost is one that would not have been incurred if the transaction had not taken place.

Transaction costs include fees and commissions paid to agents (including employees acting as selling agents), advisors, brokers and dealers, levies by regulatory agencies and securities exchanges, and transfer taxes and duties. Transaction costs do not include debt premiums or discounts, financing costs or internal administrative or holding costs.

*Amortised cost* is the amount at which the financial instrument was recognised at initial recognition less any principal repayments, plus accrued interest, and for financial assets less any write-down for incurred impairment losses. Accrued interest includes amortisation of transaction costs deferred at initial recognition and of any premium or discount to maturity amount using the effective interest method. Accrued interest income and accrued interest expense, including both accrued coupon and amortised discount or premium (including fees deferred at origination, if any), are not presented separately and are included in the carrying values of related items in the statement of financial position.

*The effective interest method* is a method of allocating interest income or interest expense over the relevant period, so as to achieve a constant periodic rate of interest (effective interest rate) on the carrying amount. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts (excluding future credit losses) through the expected life of the financial instrument or a shorter period, if appropriate, to the net carrying amount of the financial instrument. The effective interest rate discounts cash flows of variable interest instruments to the next interest repricing date, except for the premium or discount which reflects the credit spread over the floating rate specified in the instrument, or other variables that are not reset to market rates. Such premiums or discounts are amortised over the whole expected life of the instrument. The present value calculation includes all fees paid or received between parties to the contract that are an integral part of the effective interest rate.

**Classification of financial assets.** The Group classifies its financial assets as loans and receivables. Loans and receivables are unquoted non-derivative financial assets with fixed or determinable payments other than those that the Group intends to sell in the near term. Loans and receivables are accounted for at amortized cost using the effective interest method, net of provision for impairment after their initial evaluation. Loans and receivables that mature more than 12 months after the consolidated statement of financial position date are included into non-current assets. The Group's financial assets are term deposits, trade and other accounts receivable, cash and cash equivalents.

**Classification of financial liabilities.** Financial liabilities within the scope of IAS 39 are classified as financial liabilities through profit or loss and other financial liabilities. The Group determines the classification of its financial liabilities at initial recognition. The Group's financial liabilities include trade and other accounts payable, loans and borrowings, finance lease, promissory notes issued and derivative financial liability on warrants issued. Derivative financial liability on warrants issued is measured at fair value through profit or loss. Other financial liabilities are carried at amortised cost.

**Initial recognition of financial instruments.** Derivatives are initially recorded at fair value. All other financial

instruments are initially recorded at fair value plus transaction costs. Fair value at initial recognition is best evidenced by the transaction price. A gain or loss on initial recognition is only recorded if there is a difference between fair value and transaction price which can be evidenced by other observable current market transactions in the same instrument or by a valuation technique whose inputs include only data from observable markets.

**Derecognition of financial assets.** The Group derecognises financial assets when (a) the assets are redeemed or the rights to cash flows from the assets otherwise expire or (b) the Group has transferred the rights to the cash flows from the financial assets or entered into a qualifying pass-through arrangement while (i) also transferring substantially all risks and rewards of ownership of the assets or (ii) neither transferring nor retaining substantially all risks and rewards of ownership but not retaining control. Control is retained if the counterparty does not have the practical ability to sell the asset in its entirety to an unrelated third party without needing to impose additional restrictions on the sale.

**Land lease rights.** Land lease rights acquired in business combinations are initially recognised at their fair value and subsequently are carried at cost less accumulated amortisation and impairment losses. When agreements on the right to lease land are renegotiated, the Group capitalises incurred costs relating to the agreement prolongation and revises useful lives of land lease rights based on the prolonged term.

**Property, plant and equipment.** Property, plant and equipment items are stated at cost less accumulated depreciation and, where applicable, accumulated impairment losses. Such cost includes the cost of replacing part of the property, plant and equipment and borrowing costs for long-term construction projects, if the recognition criteria are met. All repair and maintenance costs are expensed as incurred. An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss when the asset is derecognised. The assets residual values, useful lives and methods of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate.

Construction-in-progress represents the cost of properties, plant and equipment which have not yet been completed less any accumulated impairment. This includes cost of construction works, cost of plant and equipment and other direct costs.

The Group leases the land on which its operations are located under operating lease agreements and therefore land is not included in the consolidated financial statements.

At each end of each reporting period management assesses whether there is any indication of impairment of property, plant and equipment. If any such indication exists, management estimates the recoverable amount, which is determined as the higher of an asset's fair value less costs to sell and its value in use. The carrying amount is reduced to the recoverable amount and the impairment loss is recognised in profit or loss. An impairment loss recognised for an asset in prior years is reversed where appropriate if there has been a change in the estimates used to determine the asset's value in use or fair value less costs to sell. Gains and losses on disposals are determined by comparing proceeds with the carrying amount and are recognised in profit or loss.

**Depreciation.** Depreciation of property, plant and equipment is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives:

	<u>Useful lives in years</u>
Buildings and structures	5-30
Agricultural equipment	3-15
Vehicles and office equipment	3-17

The residual value of an asset is the estimated amount that the Group would currently obtain from disposal of the asset less 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.

**Operating leases.** Where the Group is a lessee in a lease which does not transfer substantially all the risks and rewards incidental to ownership from the lessor to the Group, the total lease payments are charged to profit or loss on a straight-line basis over the lease term. The lease term is the non-cancellable period for which the lessee has contracted to lease the asset together with any further terms for which the lessee has the option to continue to lease the asset, with or without further payment, when at the inception of the lease it is reasonably certain that the lessee will exercise the option.

**Income taxes.** The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Group's subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities. The income tax charge comprises current tax and deferred tax and is recognised in profit or loss for the year, except if it is recognised in other comprehensive income or directly in equity

because it relates to transactions that are also recognised, in the same or a different period, in other comprehensive income or directly in equity.

Current tax is the amount expected to be paid to, or recovered from, the taxation authorities in respect of taxable profits or losses for the current and prior periods. Taxes other than on income are recorded within operating expenses.

Deferred income tax is provided using the balance sheet liability method for tax loss carry forwards and temporary differences arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. In accordance with the initial recognition exemption, deferred taxes are not recorded for temporary differences on initial recognition of an asset or a liability in a transaction other than a business combination if the transaction, when initially recorded, affects neither accounting nor taxable profit. Deferred tax liabilities are not recorded for temporary differences on initial recognition of goodwill, and subsequently for goodwill which is not deductible for tax purposes. Deferred tax balances are measured at tax rates enacted or substantively enacted at the end of the reporting period, which are expected to apply to the period when the temporary differences will reverse or the tax loss carry forwards will be utilised. Deferred tax assets and liabilities are netted only within the individual companies of the Group. Deferred tax assets for deductible temporary differences and tax loss carry forwards are recorded only to the extent that it is probable that future taxable profit will be available against which the deductions can be utilised.

**Special tax for agricultural producers.** The Company's subsidiaries in Ukraine engaged in the production, processing and sale of agricultural products may opt for paying a *special tax for agricultural producers* ("Group #4 of Tax payers defined in Tax Code of Ukraine") in lieu of corporate income tax, land tax, duties for special use of water objects, municipal tax, vehicle tax, duties for geological survey works and duties for trade patents if the revenues from sale of their self-grown agricultural products constitute not less than 75% of their total gross revenues. The amount of *special tax for agricultural producers* is assessed at 0.15% on the deemed value of the land plots owned or leased by the entity (as determined by the relevant State authorities). As at 30 September 2015, 19 Ukrainian subsidiaries of the Group elected to pay *special tax* (31 December 2014: 19). The rest of the Group's entities are subject to regular income tax.

**Value added tax.** In Ukraine VAT is levied at two rates: 20% on sales and imports of goods within the country, works and services and 0% on the export of goods and provision of works or services to be used outside Ukraine. Output VAT on the sale of goods and services is accounted for on the date the goods/services are delivered to a customer or the date the payment is received from the customer, whichever is earlier. Input VAT is accounted for as follows: entitlement to an input tax credit for purchases arises when VAT invoice is received which is issued on the earlier of the date of payment to the supplier or the date, on which the goods/services are received or entitlement to an input tax credit for imported goods or services arises on the date the tax is paid.

VAT related to sales and purchases is recognised in the statement of financial position on a net basis and disclosed as an asset or liability to the extent it has been recorded in VAT declarations. Prepayments issued and prepayments received are disclosed in these consolidated financial statements net of VAT balances as it is expected that such balances will be settled by delivery of the underlying product or service.

The Group's subsidiaries involved in the production and sale of agricultural produce and that meet certain other criteria are subject to a privileged VAT regime. For such qualifying entities, the net VAT payable is not transferred to the State authorities, but is retained in the business for use in agricultural production. Such net VAT liabilities are credited to profit and loss as government grants.

**Government grants.** According to the Ukrainian VAT legislation VAT which agricultural producers charge on sales of agricultural produce, net of VAT paid on purchases, is transferred to the State budget, then returned back to the Company and used in agricultural production.

These government grants are recognised in profit or loss for the year once the Group makes the qualifying expenditures on agricultural supplies or equipment.

**Biological assets.** Biological assets represent crops in the field and livestock and are measured at fair value less costs to sell.

**Crops in the field.** The fair value of crops in the field is determined by using valuation techniques, as there is no market for winter crops and other long-term crops of the same physical condition. The fair value of the Group's biological assets is calculated as the present value of anticipated future cash flows from the asset before tax. The fair value calculation of crops in the field is based on the existing field under crops and the assessments regarding expected crop yield on harvest, time of harvest, future cultivation, treatment, harvest costs and selling prices. The discount rate is determined by reference to current market determined pre-tax rate.

**Livestock.** The fair value of non-current livestock is determined by using valuation techniques, as there is no market for sows of the same physical conditions, such as weight, age and breed. The fair value of livestock is based on expected litter of piglets, expected volume of meat at the date of slaughter, respective anticipated prices, average expected

productive lives of the livestock and future production costs. The discount rate is determined by reference to current market determined pre-tax rate.

A gain or loss arising on initial recognition of a biological asset at the fair value less costs to sell and from a change in the fair value less costs to sell of a biological asset at each subsequent reporting date is included in income statement in the period in which it arises.

The biological assets are classified as current or non-current depending on the expected pattern of consumption of the economic benefits embodied in the biological assets. Dairy cattle, sows, fruit gardens and long-term grass are classified as non-current and livestock husbandry and winter crops are classified as current biological assets.

Cost of agricultural preparation of fields before seeding is recorded as work-in-progress in inventories. After seeding the cost of field preparation is reclassified to biological assets held at fair value.

**Agricultural produce.** Agricultural produce harvested from the Group's biological assets is measured at its fair value less estimated costs to sell at the date of harvest.

**Inventories.** Inventories are recorded at the lower of cost and net realisable value. Cost of inventory is determined on the first in first out basis. The cost of work in progress comprises fuel and other raw material, direct labour, depreciation and amortization, other direct costs and related production overheads (based on normal operating capacity) but excludes borrowing costs. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated cost of completion and selling expenses.

**Trade and other receivables.** Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

**Advances issued.** Advances issued to suppliers are carried at cost less provision for impairment. An advance issued is classified as non-current when the goods or services relating to the prepayment are expected to be obtained after one year, or when the advance relates to an asset which will itself be classified as non-current upon initial recognition. Advances issued to acquire assets are transferred to the carrying amount of the asset once the Group has obtained control of the asset and it is probable that future economic benefits associated with the asset will flow to the Group. Other advances are written off to profit or loss when the services relating to the advances are received. If there is an indication that the assets or services relating to an advance will not be received, the carrying value of the advance is written down accordingly and a corresponding impairment loss is recognised in profit or loss.

**Impairment of financial assets carried at amortised cost.** Impairment losses are recognised in profit or loss when incurred as a result of one or more events ("loss events") that occurred after the initial recognition of the financial asset and which have an impact on the amount or timing of the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated. If the Group determines that no objective evidence exists that impairment was incurred for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics, and collectively assesses them for impairment. The primary factors that the Group considers in determining whether a financial asset is impaired are its overdue status and realisability of related collateral, if any. The following other principal criteria are also used to determine whether there is objective evidence that an impairment loss has occurred:

- any portion or installment is overdue and the late payment cannot be attributed to a delay caused by the settlement systems;
- the counterparty experiences a significant financial difficulty as evidenced by its financial information that the Group obtains;
- the counterparty considers bankruptcy or a financial reorganisation;
- there is adverse change in the payment status of the counterparty as a result of changes in the national or local economic conditions that impact the counterparty; or
- the value of collateral, if any, significantly decreases as a result of deteriorating market conditions.

If the terms of an impaired financial asset held at amortised cost are renegotiated or otherwise modified because of financial difficulties of the counterparty, impairment is measured using the original effective interest rate before the modification of terms.

Impairment losses are always recognised through an allowance account to write down the asset's carrying amount to the present value of expected cash flows (which exclude future credit losses that have not been incurred) discounted at the original effective interest rate of the asset. The calculation of the present value of the estimated future cash flows of a collateralised financial asset reflects the cash flows that may result from foreclosure less costs for obtaining and selling the collateral, whether or not foreclosure is probable.

Uncollectible assets are written off against the related impairment loss provision after all the necessary procedures to recover the asset have been completed and the amount of the loss has been determined. Subsequent recoveries of amounts previously written off are credited to impairment loss account within the profit or loss for the year.

**Cash and cash equivalents.** Cash and cash equivalents includes cash on hand, deposits held at call with banks, and other short-term, highly liquid investments with original maturities of three months or less. For the purpose of the consolidated cash flow statement, cash and cash equivalents consist of cash as defined above, net of outstanding bank overdrafts, if any.

**Non-current assets classified as held for sale.** Non-current assets are classified in the statement of financial position as “non-current assets held for sale” if their carrying amount will be recovered principally through a sale transaction within twelve months after the reporting period. Assets are reclassified when all of the following conditions are met: (a) the assets are available for immediate sale in their present condition; (b) the Group’s management approved and initiated an active programme to locate a buyer; (c) the assets are actively marketed for sale at a reasonable price; (d) the sale is expected within one year; and (e) it is unlikely that significant changes to the plan to sell will be made or that the plan will be withdrawn.

Non-current assets classified as held for sale in the current period’s statement of financial position are not reclassified or re-presented in the comparative statement of financial position to reflect the classification at the end of the current period.

Non-current assets held for sale are measured at the lower of their carrying amount and fair value less costs to sell.

**Share capital.** Ordinary shares are classified as equity. Share premium is the difference between the fair value of the consideration received for the issue of shares and the nominal value of the shares. The share premium account can only be used for limited purposes, which do not include the distribution of dividends, and is otherwise subject to the provisions of the legislation in Luxembourg on reduction of share capital.

**Loans and borrowings.** Borrowings are recognised initially at fair value, net of transaction costs incurred, and are subsequently carried at amortised cost using the effective interest method. Any difference between the proceeds, net of transaction costs, and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method. Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least twelve months after the balance sheet date.

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

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

**Trade and other payables.** Trade payables are accrued when the counterparty performs its obligations under the contract and are carried at amortised cost using the effective interest method.

**Financial assistance payable.** Financial assistance payable is initially recognised at the fair value and carried at amortised cost using the effective interest method. Financial assistance is disclosed within trade and other payables.

**Provisions for liabilities and charges.** Provisions for liabilities and charges are non-financial liabilities of uncertain timing or amount. They are accrued when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made.

**Employee benefits - defined contribution plan.** The Group makes statutory unified social contribution to the Pension Fund of Ukraine in respect of its Ukrainian based employees. The contributions are calculated as a percentage of current gross salary and are expensed when incurred.

Wages, salaries, unified social contribution to Pension Fund of Ukraine, paid annual leave and sick leave, bonuses are accrued in the year in which the associated services are rendered by the employees of the Group.

**Functional and presentation currency.** The currency of each consolidated entity is the currency of the primary economic environment in which the entity operates. The functional currency for the majority of the consolidated entities is the Ukrainian hryvnia. As the Group’s management uses USD when monitoring operating results and financial conditions of the Group, the presentation currency of the financial statements is USD. All information in USD has been rounded to the nearest thousand, except when otherwise indicated. The results and financial position of all the group entities (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;

- income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and
- all resulting exchange differences are recognised in other comprehensive income.

Transactions denominated in currencies other than the relevant functional currency are translated into the functional currency using the exchange rate prevailing at the date of the transaction. Foreign exchange gains and losses resulting from settlement of such transactions and from the translation of foreign currency denominated monetary assets and liabilities at year end, are recognized in profit or loss. Translation at year end does not apply to nonmonetary items including equity investments. The effects of exchange rate changes on the fair value of equity securities are recorded as part of the fair value gain or loss.

When control over a foreign operation is lost, the previously recognised exchange differences on translation to a different presentation currency are reclassified from other comprehensive income to profit or loss for the year as part of the gain or loss on disposal. On partial disposal of a subsidiary without loss of control, the related portion of accumulated currency translation differences is reclassified to non-controlling interest within equity.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

The exchange rates used for translating foreign currency balances were:

	30 September 2015	31 December 2014
USD/UAH	21.53	15.77
USD/UAH average for the period	21.43	11.87
EUR/UAH	24.12	19.22
EUR/UAH average for the period	23.97	15.68

**Revenue recognition.** Revenues from sales of goods are recognised at the point of transfer of risks and rewards of ownership of the goods, normally when the goods are shipped. If the Group agrees to transport goods to a specified location, revenue is recognised when the goods are passed to the customer at the destination point.

Revenues from rendering of services are recognised in the accounting period in which the services are rendered, by reference to stage of completion of the specific transaction assessed on the basis of the actual service provided as a proportion of the total services to be provided.

Revenues are shown net of Value Added Tax and discounts. Revenues are measured at the fair value of the consideration received or receivable.

**Recognition of expenses.** Expenses are accounted for on an accrual basis. Cost of goods sold comprises the purchase price, fair value of agricultural produce, transportation costs, commissions relating to supply agreements and other related expenses.

**Finance income and costs.** Finance income and costs mainly comprise interest income and cash and cash equivalents and bank deposits, interest expense on borrowings and finance leases and exchange differences on borrowings.

**Segment reporting.** Operating segments are reported in a manner consistent with the internal reporting provided to the Group's chief operating decision maker. Segments whose revenue, result or assets are ten percent or more of all the segments are reported separately.

#### **4. Critical Accounting Estimates and Judgements in Applying Accounting Policies**

The Group makes estimates and assumptions that affect the amounts recognised in the consolidated financial statements. Estimates and judgements are continually evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Management also makes certain judgements, apart from those involving estimations, in the process of applying the Group's accounting policies. Judgements that have the most significant effect on the amounts recognised in the consolidated financial statements and estimates that can cause a significant adjustment to the carrying amount of assets and liabilities within the next year are:

**Biological assets.** In the absence of observable market prices for biological assets in their condition at the reporting dates, the fair value of biological assets was estimated as the present value of future net cash flows expected to be generated from the assets discounted at a current market-determined pre-tax rate.



Fair values of biological assets are based on the following key assumptions:

- expected crop yield on harvest is based on the prior years results;
- the average productive life of livestock is determined based on internal statistical information;
- evaluation of non-current livestock based on restorable principle;
- market prices for grains and meat are obtained from external sources (commodity exchanges, purchase prices stipulated by the State Reserve Fund in Ukraine etc.);
- cultivation, treatment, harvesting and production costs, including land lease costs are projected based on historical information and adjusted, where necessary, to conform with new raw materials and production techniques currently in use;
- time of harvest is estimated based on the historical data;
- the discount rate is estimated as weighted average cost of capital.

The methodology and assumptions used for estimating both the amount and timing of future cash flows are reviewed regularly to reduce any differences between estimates and actual numbers.

**Agricultural produce.** Agricultural produce is the harvested product of the Group's biological assets. It is recorded at its estimated fair value less costs to sell, at the point of harvest. The determination of fair value for a biological asset or agricultural produce is facilitated by grouping the produce according to significant attributes; for example, by type or quality. The fair value of each group of agricultural produce at the end of the reporting period is determined as lower of the available average market price for similar products at the point of harvest and net realizable value. The methodology and assumptions used for estimating both the amount and timing of future cash flows are reviewed regularly to reduce any differences between estimates and actual numbers.

**Allowance for doubtful receivables.** The Group periodically assesses recoverability of receivables from main non-related debtors. In the case objective evidence of uncollectability is in place, allowance is provided for the amount of doubtful receivables. No allowance for receivables from related parties is charged.

**Cost of inventories.** In accordance with IFRS at each reporting date the Company carries out assessment of goods for signs impairment of initial value. As at September 30, 2015 the Group's management uses method of individual assessment of each unit of goods. The same approach was used in 2014.

**Goodwill.** Goodwill is tested for impairment annually as at 31 December and when circumstances indicate that the carrying value may be impaired. Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in the future periods.

**Useful lives.** Management estimates are necessary to identify the useful lives of property, plant and equipment. Management uses its expertise and judgment in reassessing the remaining useful lives of major items at each reporting date.

**Subsidiaries.** The Group consolidates the result of Parisifia Trading Ltd (Cyprus), KSG Energy Group Ltd (Cyprus) and Abondanza S.A. (Switzerland) although it only holds 50% of the voting rights, because it has the power to govern its financial and operating policies through arrangements with the other 50% shareholder. The Group also consolidates the results of Pererobnyk PrJSC, a company in which it holds 25% of the voting rights, because it has the power to govern its financial and operating policies through its sole presence in the supervisory and management boards of the company and ability to determine remuneration of its representatives in these governance bodies. Majority of the supervisory and management board members are employees of other entities of the Group. Judgement is required to determine whether the substance of the relationship between the Group and a subsidiary indicates that the entity is controlled by the Group. In making this judgement management considered arrangements with the other shareholders of the subsidiary.

**Fair value measurement.** Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible to the Group.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1: Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2: Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

- Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

**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. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and level of future taxable profits together with future tax planning strategies.

**Assessment of goodwill for impairment.** For the purposes of assessing for impairment, the goodwill arising from the acquisition of subsidiaries was included in a separate cash flow generating group of assets.

The recoverable amount of goodwill was determined from its value in use based on the amount of estimated cash flows under five-year financial plans for such cash flow generating groups of assets approved by management.

The Group's management suggests that any reasonable change in main assumptions on which the estimate of the recoverable amount is based will not lead to the excess of carrying amount of the cash-generating unit over its recoverable amount.

## 5. Businesses' disposals and Disposal groups

As at 30 September 2015 the Company de-consolidated and classified following ex-subsidiaries as investments using equity method of accounting due to the fact, that control was transferred to third parties:

Unirem Agro Plus LLC, Dniproagrostandard LLC (Agricultural Company Chumaki LLC), Dniproagroprogress LLC , Agrofirma Vesna LLC , Vidrodzhennya LLC, Kolosyste LLC .

The financial result of such de-consolidation is shown in Note 16.

Besides, during the nine-months period the Group increased for the following entities:

Ranni Ranok LLC was established by Parisifia LTD with charter capital of 5,000 UAH (232 USD).

Pererobnyk LLC PE was established by Goncharovo Agricultural LLC (99,9%) and KSG Dnipro LLC (0,1%) with total charter capital of 10,000 UAH (464 USD).

## 6. Property, plant and equipment

Movement of property, plant and equipment for the nine months ended 30 September 2015 and 2014 was as follows:

<i>In thousands of US dollars</i>	Buildings and construction	Agricultural equipment	Vehicles and office equipment	Construction in progress	Total
<b>Carrying amount as at 1 January 2015</b>	<b>21,159</b>	<b>7,930</b>	<b>3,315</b>	<b>7,850</b>	<b>40,254</b>
Additions	-	-	-	1,604	1,604
Disposals	(436)	(638)	(18)	(932)	(2,024)
Transfers	-	-	295	(295)	-
Depreciation charge	(759)	(728)	(430)	-	(1,917)
Effect of de-consolidation	(130)	(1,093)	(124)	(299)	(1,646)
Exchange differences	(4,212)	(1,573)	(878)	(1,347)	(8,010)
<b>Carrying amount as at 30 September 2015 (unaudited)</b>	<b>15,622</b>	<b>3,898</b>	<b>2,160</b>	<b>6,581</b>	<b>28,261</b>

<i>In thousands of US dollars</i>	Buildings and construction	Agricultural equipment	Vehicles and office equipment	Construct ion in progress	Total
<b>Carrying amount as at 1 January 2014</b>	<b>45,037</b>	<b>21,782</b>	<b>5,121</b>	<b>18,387</b>	<b>90,327</b>
Additions	92	728	49	941	1,810
Disposals	(1)	(1,277)	(599)	(331)	(2,208)
Transfers	308	2,454	163	(2,925)	-
Depreciation charge	(1,592)	(1,875)	(596)	-	(4,063)
Effect of de-consolidation	-	-	-	-	-
Exchange differences	(17,056)	(8,307)	(1,809)	(6,950)	(34,122)
<b>Carrying amount as at 30 September 2014 (unaudited)</b>	<b>26,788</b>	<b>13,505</b>	<b>2,329</b>	<b>9,122</b>	<b>51,744</b>

**7. Intangible assets**

<i>In thousands of US dollars</i>	<b>30 September 2015 (unaudited)</b>	<b>31 December 2014</b>
Goodwill	2,155	3,836
Land lease rights	279	2,699
Other intangible assets	12	18
<b>Total intangible assets</b>	<b>2,446</b>	<b>6,553</b>

Movements in the carrying amount of land lease rights were as follows:

<i>In thousands of US dollars</i>	<b>2015</b>	<b>2014</b>
<b>At 1 January</b>		
Cost	5,139	14,810
Accumulated amortisation	(2,440)	(3,773)
<b>Carrying amount as at 1 January</b>	<b>2,699</b>	<b>11,037</b>
Acquisition / (Disposal)	-	-
Effect of de-consolidation	(1,056)	
Amortization charge	(669)	(1,051)
Exchange differences	(695)	(4,225)
<b>At 30 September</b>	<b>279</b>	<b>5,761</b>
Cost	3,388	10,585
Accumulated amortisation	(3,109)	(4,824)
<b>Carrying amount as at 30 September</b>	<b>279</b>	<b>5,761</b>

**8. Inventories and agricultural produce**

<i>In thousands of US dollars</i>	<b>30 September 2015 (unaudited)</b>	<b>31 December 2014</b>
Agricultural produce	4,387	1,358
Work in progress	796	1,051
Building materials	24	85
Agricultural stock	569	1,257
Goods for resale	580	177
Spare parts	27	93
Fuel	131	144
Other	502	144
<b>Total inventories and agricultural produce</b>	<b>7,016</b>	<b>4,309</b>

**9. Current biological assets**

<i>In thousands of US dollars</i>	<b>30 September 2015 (unaudited)</b>	<b>31 December 2014</b>
Crops in the field	933	3,407
Livestock husbandry	2,067	2,148
<b>Total current biological assets</b>	<b>3,000</b>	<b>5,555</b>

**9. Current biological assets (continued)**

The balances of crops in the field were as follows:

<i>In thousands of US dollars</i>	<b>30 September 2015 (unaudited), book value</b>	<b>Hectares as at 30 September 2015</b>	<b>31 December 2014, book value</b>	<b>Hectares as at 31 December 2014</b>
Coleseed (rape)	157	1,303	1,085	10,872
Wheat	218	5,506	2,053	14,136
Barley	4	353	269	5,027
sunflower	554	2,898	-	-
corn	-	-	-	-
<b>Total crops in the field</b>	<b>933</b>	<b>10,060</b>	<b>3,407</b>	<b>30,035</b>

Movements in crops in the field during the period consist of:

<i>In thousands of US dollars</i>	<b>2015 (unaudited)</b>	<b>2014</b>
<b>Carrying amount as at 1 January</b>	<b>3,407</b>	<b>31,497</b>
Purchases	-	-
Investments into future crops and livestock	5,362	-
Sales	-	-
Investments into future crops and livestock	-	13,951
Gain/(loss) arising from changes in fair value attributable to physical changes and changes in market prices	3,464	5,176
Harvested during the period	(7,839)	(27,068)
Effect of de-consolidation	(2,669)	-
Dead crops	(88)	-
Exchange differences	(704)	(16,353)
<b>Carrying amount as at 30 September</b>	<b>933</b>	<b>7,203</b>

**10. Trade and other accounts receivable**

<i>In thousands of US dollars</i>	<b>30 September 2015 (unaudited)</b>	<b>31 December 2014</b>
Trade accounts receivable (Short term)	6,457	4,514
Less: provision for trade accounts receivable	(2,295)	(3,185)
Loans issued	1,927	2,631
Less: provision for loans issued	(804)	(1,098)
Other financial receivables	3,284	2,335
Less: provision for financial receivables	(92)	(125)
<b>Total financial trade and other receivables</b>	<b>8,477</b>	<b>5,072</b>
Advances issued	266	2,144
Less: provision for advances issued	(217)	(296)
<b>Total trade and other accounts receivable</b>	<b>8,526</b>	<b>6,920</b>

## 11. Loans and borrowings

<i>In thousands of US dollars</i>	30 September 2015 (unaudited)	31 December 2014
<b>Long-term</b>		
Financial lease liabilities	523	789
Bank loans	10,274	10,274
<b>Total long-term loans and borrowings</b>	<b>10,797</b>	<b>11,063</b>
<b>Current</b>		
Financial lease liabilities	465	635
Bank loans	32,237	46,121
Other loans	6,497	8,870
<b>Total current loans and borrowings</b>	<b>39,199</b>	<b>55,626</b>

As at 30 September 2015 the Group's loans and borrowings consisted from the following categories:

<i>In thousands of US dollars</i>	30 September 2015 (unaudited)
Bank loans	31,223
Loan from related party	10,274
Interest payable	3,067
Accrued provision (reserve) for contingent liabilities	4,444
Financial lease liabilities	988
<b>Total bank and other loans</b>	<b>49,996</b>

The carrying value of the Groups' assets pledged as collateral for the Group's bank loans is as follows:

<i>In thousands of US dollars</i>	30 September 2015 (unaudited)	31 December 2014
Property, plant and equipment	6,828	9,760
Receivables (Property rights under agreements on agricultural produce selling)	4,585	3,368
Term deposit	1,938	2,646
Inventory	510	2,336
Biological assets	1,879	6,935
<b>Total carrying amount of collateral</b>	<b>15,740</b>	<b>25,046</b>

## 12. Trade and other accounts payable

<i>In thousands of US dollars</i>	30 September 2015 (unaudited)	31 December 2014
Trade payables	9,681	10,665
Payables for own promissory notes	955	1,304
Financial assistance received	11,185	5,694
Land lease payables		1,274
Promissory notes issued to GEM		213
Other accounts payable	2,869	2,243
<b>Total financial trade and other payables</b>	<b>24,690</b>	<b>21,393</b>
Prepayments received	2,023	2,617
Litigation reserve	283	387
Wage and salaries accrued	71	99
<b>Total trade and other payables</b>	<b>27,067</b>	<b>24,496</b>

**13. Revenue**

	Nine months ended 30 September	
	2015	2014
<i>In thousands of US dollars</i>	(unaudited)	(unaudited)
Sale of agricultural produce and processed food	8,757	17,642
Rendering of services	1,594	785
<b>Total revenue</b>	<b>10,351</b>	<b>18,427</b>

**14. Cost of sales**

	Nine months ended 30 September	
	2015	2014
<i>In thousands of US dollars</i>	(unaudited)	(unaudited)
Cost of goods sold	9,394	19,908
Cost of services rendered	1,063	519
<b>Total cost of sales</b>	<b>10,457</b>	<b>20,427</b>

Cost of goods sold for the 9 months ended 30 September 2015 contains of the following components:

	30 September 2015
<i>In thousands of US dollars</i>	(unaudited)
Incurred costs*	7,279
Revaluation effects	3,178
<b>Total cost of sales</b>	<b>10,457</b>

\* *Incurred costs* contains Additional depreciation & amortization 1,506 thousand US dollars, other IFRS adjustments 130 thousand US dollars.

**15. Selling, general and administrative expenses**

	Nine months ended 30 September	
	2015	2014
<i>In thousands of US dollars</i>	(unaudited)	(unaudited)
Informational, expert and consulting services	121	114
Crops storage and refining	17	118
Wages and salaries	106	346
Depreciation	87	266
Transport services	84	186
Bank services	69	72
Taxes, other than income tax	58	9
Materials	-	111
Other expenses	148	318
<b>Total selling, general and administrative expenses</b>	<b>690</b>	<b>1,540</b>

**16. Other income/ (expenses), net**

	<b>Nine months ended 30 September</b>	
	<b>2015</b>	<b>2014</b>
<i>In thousands of US dollars</i>	<b>(unaudited)</b>	<b>(unaudited)</b>
Gain/(Loss) on disposal of property, plant , equipment and other current assets*	3,364	(147)
Income from de-consolidation	471	
Income from equity method accounting of de-consolidated subsidiaries	991	
Gain on sale of other current assets	281	
Penalties and fines	(313)	(120)
Impairment of value-added tax receivable		(532)
Impairment of accounts receivable	(221)	
Write-off of damaged goods	-	(380)
Gain/(Loss) on disposal of subsidiary	-	(77)
Loss from dead crops	(88)	
Other income /(expenses), net	(387)	(650)
<b>Total other income/(expenses),net</b>	<b>4,098</b>	<b>(1,906)</b>

\*Gain/(Loss) on disposal of property, plant , equipment and other current assets relates to deals of subsidiaries' disposal and other changes in Group's structure which are not finalized as at 30 September 2015, thus such gain will be compensated by loss till the year end.

**17. Finance income and expenses**

	<b>Nine months ended 30 September</b>	
	<b>2015</b>	<b>2014</b>
<i>In thousands of US dollars</i>	<b>(unaudited)</b>	<b>(unaudited)</b>
<b>Finance income</b>		
Interest income	248	988
Foreign exchange gain	-	-
Other finance income	321	163
<b>Total finance income</b>	<b>569</b>	<b>1,151</b>
<b>Finance expenses</b>		
Interest expense on bank loans	(2,647)	(6,148)
Foreign exchange loss		(13,932)
Unwinding of discount on long-term financial liabilities	-	-
Other finance expenses	(66)	(592)
<b>Total finance expenses</b>	<b>(2,713)</b>	<b>(20,672)</b>

**18. Foreign exchange impact**

	<b>30 September 2015</b>
<i>In thousands of US dollars</i>	<b>(unaudited)</b>
Foreign exchange gain (EURO/USD)	1,177
Foreign exchange loss (UAH/USD)	(8,249)
<b>Total foreign exchange impact</b>	<b>(7,072)</b>

## 19. Operating segments

The Group has four reportable segments, as described below, which are the Group's strategic divisions. The strategic divisions offer different products and services, and are managed separately because they require different technology and marketing strategies. For each of the strategic divisions, the Group's CEO reviews internal management reports on at least quarterly basis. The operations in each of the Group's reporting segments are:

- *Crop production.* Crop production is the core business of the Group. It is generally focused on production of sunflower, wheat, barley, rapeseed, soybeans and other crops, such as corn, triticale, peas, and buckwheat. The main factors affecting the crop production segment are climatic conditions, land quality, plant nutrition and moisture levels in the arable land.
- *Food Processing.* Established relationships with retail chains provide the Group with opportunities to sell groceries and meat products. Currently the Group produces flour, sunflower oil, packaged crops, macaroni and meat products such as sausages and meat delicacies to retail chains.
- *Pigs' breeding.* A segment which deals with pigs' breeding and sale of respective livestock. Basic assets for sale in this segment are pigs in live weight.
- *Other operations.* This operating segment includes fruit and vegetable production, cultivation and the sale of farm animals (cattle), pellet production and the rendering of services to third parties. While this segment does not currently meet the threshold requiring separate segment disclosure, management believes it useful to distinguish this segment in its reporting.

Performance is measured based on segment profit or loss, as included in the internal management reports that are reviewed by the Group's CEO. Segment profit or loss is used to measure performance as management believes that such information is the most relevant in evaluating the results of the Group's segments relative to other entities that operate within these industries.

Group's assets and liabilities are not monitored by operating segments. Substantially all non-current assets relate to subsidiaries located in Ukraine.

Information about operating segments for the nine months ended 30 September 2015 is as follows:

<i>In thousands of US dollars</i>	<b>Crop production</b>	<b>Food Processing</b>	<b>Pigs' breeding</b>	<b>Other operations</b>	<b>Total</b>
Revenue	3,989	1,978	5,832	1,694	<b>13,493</b>
Inter-segment transactions	(922)	(159)	(1,496)	(565)	<b>(3,142)</b>
<b>Revenue from external customers</b>	<b>3,067</b>	<b>1,819</b>	<b>4,336</b>	<b>1,129</b>	<b>10,351</b>
Change in fair value of biological assets less estimated point-of- sale costs	3,464	-	4,619	53	<b>8,136</b>
Cost of sales	(4,862)	(1,479)	(3,029)	(1,087)	<b>(10,457)</b>
<b>Segment profit / (loss)</b>	<b>1,669</b>	<b>340</b>	<b>5,926</b>	<b>95</b>	<b>8,030</b>
Government grant received	-	-	-	-	724
Selling, general and administrative expenses	-	-	-	-	(690)
Other operating income / (expense), net	-	-	-	-	4,098
<b>Profit for the period</b>	-	-	-	-	<b>12,162</b>
Finance income	-	-	-	-	569
Finance expenses	-	-	-	-	(2,713)
Foreign currency exchange gain/(loss), net	-	-	-	-	<b>(7,501)</b>
Other income/(expenses), net	-	-	-	-	-
Income on Put Option and Warrants	-	-	-	-	-
<b>Profit before tax</b>	-	-	-	-	<b>2,517</b>
Income tax expense	-	-	-	-	(3)
<b>Profit for the period</b>	-	-	-	-	<b>2,514</b>



**KSG Agro S.A.**
**Notes to the Unaudited Interim Condensed Consolidated Financial Statements**

Information about operating segments for the nine months ended 30 September 2014 is as follows:

<i>In thousands of US dollars</i>	<b>Crop production</b>	<b>Food Processing</b>	<b>Pigs' breeding</b>	<b>Other operations</b>	<b>Total</b>
Revenue	10,026	472	5,926	2,934	<b>19,358</b>
Inter-segment transactions	(432)	-	-	(499)	(931)
<b>Revenue from external customers</b>	<b>9,594</b>	<b>472</b>	<b>5,926</b>	<b>2,435</b>	<b>18,427</b>
Change in fair value of biological assets less estimated point-of-sale costs	(10,266)	-	5,452	1,974	(2,840)
Cost of sales	(10,880)	(619)	(4,994)	(3,934)	(20,427)
<b>Segment profit / (loss)</b>	<b>(11,552)</b>	<b>(147)</b>	<b>6,384</b>	<b>475</b>	<b>(4,840)</b>
Government grant received	-	-	-	-	1,388
Selling, general and administrative expenses	-	-	-	-	(1,540)
Other operating income / (expense), net	-	-	-	-	(2,088)
<b>Profit for the period</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(7,080)</b>
Finance income	-	-	-	-	1,151
Finance expenses	-	-	-	-	(20,672)
Foreign currency exchange gain/(loss), net	-	-	-	-	-
Other income/(expenses), net	-	-	-	-	-
Income on Put Option and Warrants	-	-	-	-	126
<b>Profit before tax</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(26,475)</b>
Income tax expense	-	-	-	-	(14)
<b>Profit for the period</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(26,489)</b>

**Seasonality of operations.**

Crop production segment, due to seasonality and implications of IAS 41, in the first half of the year mainly reflects the sales of carried forward agricultural produce and effect of biological assets revaluation, while during the second half of the year it reflects sales of crops and effect of revaluation of agricultural produce harvested during the year. Also, crop production segment has seasonal requirements for working capital increase during November-May, to undertake land preparation work.

Food processing segment, pigs' breeding as well as other operations segment are not significantly exposed to the seasonal fluctuations.

**20. Related parties**

Significant related party balances outstanding at the reporting dates are.

	<b>30 September 2015 (unaudited)</b>		<b>31 December 2014</b>	
<i>In thousands of US dollars</i>	<b>Parent</b>	<b>Entities under common control</b>	<b>Parent</b>	<b>Entities under common control</b>
<b>Assets</b>				
Trade accounts receivable	-	551	-	337
Other financial receivables	-	-	-	338
Advances issued	-	-	-	-
Loans issued	-	-	-	116
<b>Liabilities</b>				
Trade and other accounts payable	-	848	-	2,889
Prepayments received	-	-	-	-
Loans	10,274	2,672	10,272	3,802
Interest payable	2,751	-	1,572	92

Except for loans from related parties, transactions with related parties are recorded at the contractual amounts agreed between the parties.

**21. Subsequent events**

Due to abnormal weather conditions: extremally low level of precipitation in the period of plant forming there is a risk of freeze and death of winter crops.

The deal of three subsidiaries' disposal (Unirem Agro Plus LLC, Dniproagrostandard LLC (Agricultural Company Chumaki LLC), Dniproagroprogress LLC) was enforced by court decision.