

# AB INVL BALTIC FARMLAND

CONSOLIDATED INTERIM CONDENSED NOT-AUDITED FINANCIAL STATEMENTS  
FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2014 PREPARED ACCORDING TO  
INTERNATIONAL FINANCIAL REPORTING STANDARDS AS ADOPTED BY THE EUROPEAN  
UNION

**AB INVL BALTIC FARMLAND**

**CONSOLIDATED INTERIM CONDENSED FINANCIAL STATEMENTS FOR THE NINE MONTHS ENDED 30  
SEPTEMBER 2014**

(all amounts are in LTL thousand unless otherwise stated)

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**GENERAL INFORMATION**

**Board of Directors**

Mr. Alvydas Banys (chairman of the Board)  
Ms. Indrė Mišeikytė  
Mr. Darius Šulnis

**Management**

Mr. Darius Šulnis (director)

**Address and company code**

Registration address  
Kalvarijų Str. 11A-20,  
Vilnius,  
Lithuania

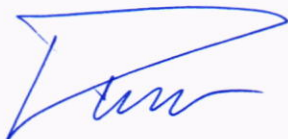
Office address  
Šeimyniškių Str. 1A,  
Vilnius,  
Lithuania

Company code 303299781

**Banks**

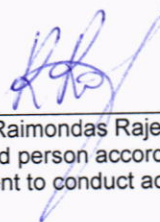
AB DNB Bankas  
AB Šiaulių Bankas

The financial statements were approved and signed by the Management and the Board of Directors on 29<sup>th</sup> October 2014.



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Mr. Darius Šulnis  
Director



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Mr. Raimondas Rajeckas  
Authorized person according to the  
agreement to conduct accounting

## **AB INVL BALTIC FARMLAND**

### **CONSOLIDATED INTERIM CONDENSED FINANCIAL STATEMENTS FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2014**

(all amounts are in LTL thousand unless otherwise stated)

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## **Management report**

INVL Baltic Farmland has 100% in 18 companies owning more than 3 thousand hectares of agricultural land in the most fertile regions of Lithuania that is rented to farmers and agricultural companies. In the long time period the company seeks to gain profit from growth of rent as well as increase of land value.

According to valuation, which took place in the middle of 2014, the total value of the managed land was LTL 36.5 million, or LTL 12.1 thousand per hectare. Compared to evaluation passed in the end of 2013, land portfolio decreased by 1.2 percent. For the period of the first 9 months of 2014 average rent per ha was LTL 377. Revenue generated during the period was equal to LTL 0.5 million and net profit was LTL 0.2 million. At the same time consolidated equity has reached LTL 34.2 million.

There are notable future changes in the management of INVL Baltic Farmland secondary companies as Sigita Bizuliene in October has stepped down from director position and from the beginning of 2015 is leaving the group.

Since May 2014 changes to the Agricultural Land Acquisition temporary law entered into force. Under these changes, the persons cannot acquire more than 500 hectares of agricultural land. Also, the amount of people having pre-emptive right to purchase the land was expanded. Restrictions define that persons who own more than 25 percent of shares in agricultural land companies, as well as persons who own more than 25 percent in several companies are held as related parties. Therefore, those willing to purchase additional agricultural land have to have documents proving that the person, during the last 10 years before the deal, was engaged in agricultural activity for at least 3 years and has declared his farmland as well as crop. For legal entities restrictions define that they have to additionally provide documents proving that more than 50 percent of their business annual income comes from farming activities and company is economically sound.

The above mentioned correction determines that the public joint-stock company INVL Baltic Farmland and its Group companies will not be able to invest directly in agricultural land in Lithuania, also cannot take control in companies owning the agricultural land.

Also in May 2014, the prohibition for foreigners to buy land in Lithuania has expired. It was sought to extend the restrictions expiry term by the referendum, but it did not happen.

According to the market overview published by Lithuanian Ministry of Agriculture in October, during the first seven months of 2014 cumulative size of the land that was purchased in 2014 was down by 30.4 percent when compared to the same period in 2013 and by 22.7 percent when compared to 2012. Further on in August a number of transactions compared to July was down by 14.3 percent indicating continuing downward trend in agricultural land market.

According to the Centre of Registers, in the real estate register agricultural land makes 65.8 percent of total land in the second half of 2014 while in the end of 2013 this proportion was 60.4 percent.

Slowdown in the number of agricultural land transactions and shift in land purpose proportions are the effects triggered by the law that has entered into force in May 2014.

**AB INV L BALTIC FARMLAND****CONSOLIDATED INTERIM CONDENSED FINANCIAL STATEMENTS FOR THE NINE MONTHS ENDED 30  
SEPTEMBER 2014**

(all amounts are in LTL thousand unless otherwise stated)

**Interim consolidated income statement**

	<b>Nine months of 2014</b>	<b>III Quarter 2014</b>
	Unaudited	
<b>Sales revenue</b>	<b>466</b>	<b>274</b>
Other income	8	1
Net gains (losses) on disposal of subsidiaries	-	-
Net gains (losses) from fair value adjustments on investment property	6	-
Employee benefits expenses	(38)	(23)
Exchange's, depository's and brokers' fees for securities	5	(13)
Other taxes	(14)	(7)
Accounting expenses	(20)	(13)
Valuation expenses	(23)	(23)
Vehicles maintenance and rent costs	(9)	(5)
Depreciation and amortisation	(4)	(2)
Allowance of trade receivables (recoveries of its)	(61)	(64)
Other expenses	(22)	(18)
<b>Operating profit (loss)</b>	<b>239</b>	<b>107</b>
Finance costs	(1)	-
<b>Profit (loss) before income tax</b>	<b>238</b>	<b>107</b>
Income tax credit (expenses)	(44)	(25)
<b>PROFIT (LOSS) FOR THE PERIOD</b>	<b>194</b>	<b>82</b>
Attributable to:		
Equity holders of the parent	194	82
Non-controlling interests	-	-
Basic and diluted earnings (deficit) per share (in LTL)	0.06	0.03

**AB INV L BALTIC FARMLAND****CONSOLIDATED INTERIM CONDENSED FINANCIAL STATEMENTS FOR THE NINE MONTHS ENDED 30  
SEPTEMBER 2014**

(all amounts are in LTL thousand unless otherwise stated)

**Interim consolidated statement of comprehensive income**

	<b>Nine months of 2014</b>	<b>III Quarter 2014</b>
	Unaudited	
<b>Profit (loss) for the year</b>	<b>194</b>	<b>82</b>
Net other comprehensive income (loss) that may be subsequently reclassified to profit or loss subsequent periods	-	-
Net other comprehensive income (loss) not to be reclassified to profit or loss	-	-
<b>Other comprehensive income (loss) for the period, net of tax</b>	-	-
<b>TOTAL COMPREHENSIVE INCOME FOR THE PERIOD, NET OF TAX</b>	<b>194</b>	<b>82</b>
Attributable to:		
Equity holders of the parent	194	82
Non-controlling interests	-	-

**AB INVL BALTIC FARMLAND****CONSOLIDATED INTERIM CONDENSED FINANCIAL STATEMENTS FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2014**

(all amounts are in LTL thousand unless otherwise stated)

**Interim consolidated statement of financial position**

	<b>As at 30 September 2014</b>	
	Unaudited	
<b>ASSETS</b>		
<b>Non-current assets</b>		
Property, plant and equipment		3
Investment properties	6	36,456
Intangible assets		13
Deferred income tax asset		34
<b>Total non-current assets</b>		<b>36,506</b>
<b>Current assets</b>		
Trade and other receivables		408
Prepayments and deferred charges		6
Cash and cash equivalents		496
<b>Total current assets</b>		<b>910</b>
<b>Total assets</b>		<b>37,416</b>
<b>EQUITY AND LIABILITIES</b>		
<b>Equity</b>		
<b>Equity attributable to equity holders of the parent</b>		
Share capital	3	3,294
Share premium	3	4,789
Reserves	3	11,093
Retained earnings		15,001
		<b>34,177</b>
<b>Non-controlling interests</b>		-
<b>Total equity</b>		<b>34,177</b>
<b>Liabilities</b>		
<b>Non-current liabilities</b>		
Deferred income tax liability		2,892
<b>Total non-current liabilities</b>		<b>2,892</b>
<b>Current liabilities</b>		
Current borrowings	3	-
Trade payables		13
Income tax payable		19
Advances received		284
Other current liabilities		31
<b>Total current liabilities</b>		<b>347</b>
<b>Total liabilities</b>		<b>3,239</b>
<b>Total equity and liabilities</b>		<b>37,416</b>

**AB INVL BALTIC FARMLAND**

**CONSOLIDATED INTERIM CONDENSED FINANCIAL STATEMENTS FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2014**

(all amounts are in LTL thousand unless otherwise stated)

**Consolidated statement of changes in equity**

Group	Equity attributable to equity holders of the parent								
	Share capital	Own shares	Share premium	Reserves			Subtotal	Non-controlling interests	Total equity
				Legal reserve	Reserve of purchase of own shares	Retained earnings (accumulated deficit)			
<b>Balance as at 29 April 2014</b>	<b>3,294</b>	-	<b>4,789</b>	<b>454</b>	<b>10,659</b>	<b>14,807</b>	<b>34,003</b>	-	<b>34,003</b>
Profit (loss) for the nine months of 2014	-	-	-	-	-	194	194	-	194
Other comprehensive income (loss) for the nine months of 2014	-	-	-	-	-	-	-	-	-
<b>Total comprehensive income (loss) for the nine months of 2014</b>	-	-	-	-	-	<b>194</b>	<b>194</b>	-	<b>194</b>
Own shares buy back	-	-	-	-	(20)	-	(20)	-	(20)
Changes in reserves	-	-	-	-	-	-	-	-	-
<b>Balance as at 30 September 2014 (unaudited)</b>	<b>3,294</b>	-	<b>4,789</b>	<b>454</b>	<b>10,639</b>	<b>15,001</b>	<b>34,177</b>	-	<b>34,177</b>

**AB INVL BALTIC FARMLAND****INTERIM CONSOLIDATED CONDENSED FINANCIAL STATEMENTS FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2014**

(all amounts are in LTL thousand unless otherwise stated)

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**Consolidated statement of cash flows**

	<b>Nine months of 2014</b>
	Unaudited
<b>Cash flows from (to) operating activities</b>	
Net profit (loss) for the period	194
<b>Adjustments for non-cash items and non-operating activities:</b>	
Valuation (gain) loss, net	-
Depreciation and amortization	4
(Gain) loss on disposal of property, plant and equipment	-
(Gain) loss on disposal of subsidiaries	-
Interest (income)	(1)
Interest expenses	1
Deferred taxes	25
Current income tax expenses	19
Allowances	61
	<hr/>
<b>Changes in working capital:</b>	
Decrease (increase) in trade and other receivables	307
Decrease (increase) in other current assets	2
(Decrease) increase in trade payables	(18)
(Decrease) increase in other current liabilities	(460)
	<hr/>
<b>Cash flows (to) from operating activities</b>	<b>134</b>
Income tax (paid)	(6)
	<hr/>
<b>Net cash flows (to) from operating activities</b>	<b>128</b>
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**AB INVL BALTIC FARMLAND****INTERIM CONSOLIDATED CONDENSED FINANCIAL STATEMENTS FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2014**

(all amounts are in LTL thousand unless otherwise stated)

**Consolidated statement of cash flows (cont'd)**

		<b>Nine months of 2014</b>
		Unaudited
<b>Cash flows from (to) investing activities</b>		
(Acquisition) of non-current assets (except investment properties)		-
Proceeds from sale of non-current assets (except investment properties)		-
(Acquisition) of investment properties		-
Proceeds from sale of investment properties		-
(Acquisition) and establishment of subsidiaries, net of cash acquired		-
Proceeds from sales of subsidiaries, net of cash disposed		-
Loans (granted)		-
Repayment of granted loans		1,657
Interest received		1
<b>Net cash flows (to) investing activities</b>		<b>1,658</b>
<b>Cash flows from (to) financing activities</b>		
Cash flows related to Group owners		
(Acquisition) of own shares		-
Dividends (paid) to equity holders of the parent		-
Cash flows related to other sources of financing		
Cash received according to split-off terms	3	338
Proceeds from loans		-
(Repayment) of loans	3	(2,268)
Interest (paid)		(1)
		(1,931)
<b>Net cash flows (to) from financial activities</b>		<b>(1,931)</b>
<b>Impact of currency exchange on cash and cash equivalents</b>		-
<b>Net (decrease) increase in cash and cash equivalents</b>		<b>(145)</b>
<b>Cash and cash equivalents at the beginning of the period</b>	<b>3</b>	<b>641</b>
<b>Cash and cash equivalents at the end of the period</b>		<b>496</b>

*(the end)*

## AB INVL BALTIC FARMLAND

### INTERIM CONSOLIDATED CONDENSED FINANCIAL STATEMENTS FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2014

(all amounts are in LTL thousand unless otherwise stated)

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## Notes to the interim condensed financial statements

### 1 General information

AB INVL Baltic Farmland (hereinafter the Company) is a joint stock company registered in the Republic of Lithuania. It was established on 29 April 2014, following the split-off of 14.45% assets, equity and liabilities from AB Invalda LT (code 121304349). Entities, which business is investment into agricultural land and its rent, were transferred to the Company (hereinafter split-off). More details about the split-off are disclosed in Note 3.

The registration address is as follows:

Kalvarijų str. 11A-20,  
Vilnius,  
Lithuania.

The address of the office is as follows:

Šeimyniškių str. 1A,  
Vilnius,  
Lithuania.

These financial statements cover the interim financial period of the Company, starting from the Company's establishment date 29 April 2014 and ending on 30 September 2014.

The Company manages shares of entities investing into agricultural land. Now the Company has 100% in 18 companies owning more than 3 thousand hectares of agricultural land in Lithuania (detailed list of subsidiaries is presented below), that is rented to farmers and agricultural companies. The Company focuses on growth of quality of owned land and environmental sustainability. The Group is operated in one segment – agricultural land segment.

Investments into agricultural land are classified as long term and are recommended for investors who are satisfied with the return on rent and possible income from increase of agricultural land prices. Since prices of agricultural products are determined in the world markets, this investment allow to participate in the world food supply chain.

The Company's share capital is divided into 3,294,209 ordinary registered shares with the nominal value of LTL 1 each. All the shares of the Company were fully paid. Subsidiaries did not hold any shares of the Company. The Company bought-back 1,950 own shares during the implementation of the share buy-back procedure which finished on 30 September 2014. Given the fact that the treasury shares do not grant voting rights, the total amount of voting rights in INVL Baltic Farmland equalled to 3,292,259 units as of 3 October 2014. As at 30 September 2014 the shareholders of the Company were (by votes)\*:

	<b>Number of votes held</b>	<b>Percentage</b>
UAB LJB Investments	1,002,724	30.44
Mrs. Irena Ona Mišeikiene	952,072	28.90
UAB Lucrum Investicija	743,546	22.57
Mr. Alvydas Banyš	252,875	7.68
Ms. Indrė Mišeikytė	65,758	2.00
Other minor shareholders	277,234	8.41
Total	<u>3,294,209</u>	<u>100.00%</u>

\* Some shareholders have sold part of their shares under repo agreement (so did not hold the legal ownership title of shares), but they retained the voting rights of transferred shares.

The Company's shares are traded on the Baltic Secondary List of NASDAQ OMX Vilnius from 4 June 2014.

**AB INVL BALTIC FARMLAND****INTERIM CONSOLIDATED CONDENSED FINANCIAL STATEMENTS FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2014**

(all amounts are in LTL thousand unless otherwise stated)

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**1 General information (cont'd)**

The Group consists of the Company and the following directly owned subsidiaries (hereinafter the Group):

<b>Company</b>	<b>Registration country</b>	<b>Share of the stock held by the Group (%)</b>	<b>Main activities</b>
UAB Avižėlė	Lithuania	100.00	Agricultural land investor
UAB Beržytė	Lithuania	100.00	Agricultural land investor
UAB Dirvolika	Lithuania	100.00	Agricultural land investor
UAB Duonis	Lithuania	100.00	Agricultural land investor
UAB Ekotra	Lithuania	100.00	Agricultural land investor
UAB Kvietukas	Lithuania	100.00	Agricultural land investor
UAB Laukaitis	Lithuania	100.00	Agricultural land investor
UAB Lauknešys	Lithuania	100.00	Agricultural land investor
UAB Linažiedė	Lithuania	100.00	Agricultural land investor
UAB Pušaitis	Lithuania	100.00	Agricultural land investor
UAB Puškaitis	Lithuania	100.00	Agricultural land investor
UAB Sėja	Lithuania	100.00	Agricultural land investor
UAB Vasarojus	Lithuania	100.00	Agricultural land investor
UAB Žalvė	Lithuania	100.00	Agricultural land investor
UAB Žemgalė	Lithuania	100.00	Agricultural land investor
UAB Žemynėlė	Lithuania	100.00	Agricultural land investor
UAB Žiemkentys	Lithuania	100.00	Agricultural land investor
UAB Cooperor	Lithuania	100.00	Dormant

**2 Basis of preparation and accounting policies**

The principal accounting policies applied in preparing the Group's financial statements for the nine months ended 30 September 2014 are as follows:

**2.1. Basis of preparation**

The interim condensed financial statements for the nine months ended 30 September 2014 have been prepared in accordance with IAS 34 Interim Financial Reporting.

These financial statements have been prepared on a historical cost basis, except for investment properties that have been measured at fair value. The financial statements are presented in thousands of Litas (LTL) and all values are rounded to the nearest thousand except when otherwise indicated.

## **2 Basis of preparation and accounting policies (cont'd)**

Adoption of new Standards and Interpretations, which are mandatory from 1 January 2014, is noted below.

### *IFRS 10 Consolidated Financial Statements*

IFRS 10 replaces all of the guidance on control and consolidation in IAS 27 *Consolidated and separate financial statements* and SIC-12 *Consolidation - special purpose entities*. IFRS 10 changes the definition of control so that the same criteria are applied to all entities to determine control. This definition is supported by extensive application guidance. IFRS 10 had no impact on the Group's consolidation structure.

### *IFRS 11 Joint Arrangements*

IFRS 11 replaces IAS 31 *Interests in Joint Ventures* and SIC-13 *Jointly Controlled Entities—Non-Monetary Contributions by Ventures*. Changes in the definitions have reduced the number of types of joint arrangements to two: joint operations and joint ventures. The existing policy choice of proportionate consolidation for jointly controlled entities has been eliminated. Equity accounting is mandatory for participants in joint ventures. The Group has used equity accounting for the interests in joint ventures already. IFRS 11 had no impact on the Group's financial statements for nine months ended 30 September of 2014.

### *IFRS 12 Disclosure of Interest in Other Entities*

IFRS 12 applies to entities that have an interest in a subsidiary, a joint arrangement, an associate or an unconsolidated structured entity. IFRS 12 sets out the required disclosures for entities reporting under the two new standards: IFRS 10, *Consolidated financial statements*, and IFRS 11, *Joint arrangements*, and replaces the disclosure requirements currently found in IAS 28, *Investments in associates*. IFRS 12 requires entities to disclose information that helps financial statement readers to evaluate the nature, risks and financial effects associated with the entity's interests in subsidiaries, associates, joint arrangements and unconsolidated structured entities. To meet these objectives, the new standard requires disclosures in a number of areas, including significant judgments and assumptions made in determining whether an entity controls, jointly controls, or significantly influences its interests in other entities, extended disclosures on share of non-controlling interests in group activities and cash flows, summarised financial information of subsidiaries with material non-controlling interests, and detailed disclosures of interests in unconsolidated structured entities. None of these disclosure requirements are applicable for interim condensed consolidated financial statements. Accordingly, the Group has not made such disclosures.

### *IAS 27 Separate Financial Statements*

IAS 27 was changed and its objective is now to prescribe the accounting and disclosure requirements for investments in subsidiaries, joint ventures and associates when an entity prepares separate financial statements. The guidance on control and consolidated financial statements was replaced by IFRS 10 *Consolidated Financial Statements*. The amendment had no impact on the Group's financial statements for nine months ended 30 September of 2014.

### *IAS 28 Investments in Associates and Joint Ventures*

The amendment of IAS 28 resulted from the Board's project on joint ventures. When discussing that project, the Board decided to incorporate the accounting for joint ventures using the equity method into IAS 28 because this method is applicable to both joint ventures and associates. With this exception, other guidance remained unchanged. The amendment had no impact on the Group's financial statements for nine months ended 30 September of 2014.

### *Amendments to IAS 32 Financial Instruments: Presentation - Offsetting Financial Assets and Financial Liabilities*

The amendment added application guidance to IAS 32 to address inconsistencies identified in applying some of the offsetting criteria. This includes clarifying the meaning of 'currently has a legally enforceable right of set-off' and that some gross settlement systems may be considered equivalent to net settlement. The amendment had no impact on the Group's financial statements for nine months ended 30 September of 2014.

## AB INVL BALTIC FARMLAND

### INTERIM CONSOLIDATED CONDENSED FINANCIAL STATEMENTS FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2014

(all amounts are in LTL thousand unless otherwise stated)

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## 2 Basis of preparation and accounting policies (cont'd)

### Transition Guidance Amendments to IFRS 10, IFRS 11 and IFRS 12

The amendments clarify the transition guidance in IFRS 10 *Consolidated Financial Statements*. Entities adopting IFRS 10 should assess control at the first day of the annual period in which IFRS 10 is adopted, and if the consolidation conclusion under IFRS 10 differs from IAS 27 and SIC 12, the immediately preceding comparative period (that is, year 2013 for a calendar year-end entity that adopts IFRS 10 in 2014) is restated, unless impracticable. The amendments also provide additional transition relief in IFRS 10, IFRS 11, *Joint Arrangements*, and IFRS 12, *Disclosure of Interests in Other Entities*, by limiting the requirement to provide adjusted comparative information only for the immediately preceding comparative period. Further, the amendments will remove the requirement to present comparative information for disclosures related to unconsolidated structured entities for periods before IFRS 12 is first applied. The amendment had no impact on the Group's financial statements for nine months ended 30 September of 2014.

### Amendments to IFRS 10, IFRS 12 and IAS 27 - *Investment entities*

The amendment introduced a definition of an investment entity as an entity that (i) obtains funds from investors for the purpose of providing them with investment management services, (ii) commits to its investors that its business purpose is to invest funds solely for capital appreciation or investment income and (iii) measures and evaluates its investments on a fair value basis. An investment entity will be required to account for its subsidiaries at fair value through profit or loss, and to consolidate only those subsidiaries that provide services that are related to the entity's investment activities. IFRS 12 was amended to introduce new disclosures, including any significant judgements made in determining whether an entity is an investment entity and information about financial or other support to an unconsolidated subsidiary, whether intended or already provided to the subsidiary. The amendment had no impact on the Group's financial statements for nine months ended 30 September of 2014.

### Amendments to IAS 39 - *Novation of Derivatives and Continuation of Hedge Accounting*

The amendments will allow hedge accounting to continue in a situation where a derivative, which has been designated as a hedging instrument, is novated (i.e parties have agreed to replace their original counterparty with a new one) to effect clearing with a central counterparty as a result of laws or regulation, if specific conditions are met. The amendments are not relevant to the Group currently, because it has not recognised any hedging instrument.

## 2.2. Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries. The financial statements of the subsidiaries are prepared for the same reporting year as the parent company, using consistent accounting policies.

Subsidiaries are all entities (including structured entities) over which the group has control. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases. All intra-group balances, transactions, income and expenses, unrealised gains and losses and dividends resulting from intra-group transactions that are recognised in assets, are eliminated in full.

Non-controlling interest is the equity in a subsidiary not attributable, directly or indirectly, to a parent and is presented separately in the consolidated income statement and within equity in the consolidated statement of financial position, separately from parent shareholders' equity. The group treats transactions with non-controlling interests as transactions with equity owners of the group. For purchases from non-controlling interests, the difference between any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

When the group ceases to have control, any retained interest in the entity is remeasured to its fair value, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss or retained earnings, as appropriate.

## **AB INVL BALTIC FARMLAND**

### **INTERIM CONSOLIDATED CONDENSED FINANCIAL STATEMENTS FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2014**

(all amounts are in LTL thousand unless otherwise stated)

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## **2 Basis of preparation and accounting policies (cont'd)**

### **2.3. Functional and presentation currency**

The consolidated financial statements are prepared in local currency of the Republic of Lithuania, Litas (LTL), and presented in LTL thousand. Litas is the Company's functional and the Group's and the Company's presentation currency. Starting from 2 February 2002 Lithuanian Litas is pegged to euro at the rate of 3.4528 Litas for 1 euro. The exchange rates in relation to other currencies are set daily by the Bank of Lithuania.

As these financial statements are presented in LTL thousand, individual amounts were rounded. Due to the rounding, totals in the tables may not add up.

### **2.4. Business combinations and goodwill**

The group applies the acquisition method of accounting to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition-related costs are expensed as incurred from 1 January 2010 (until that they were included in the acquisition cost). Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the group recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the recognised amounts of acquiree's identifiable net assets.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date through profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration, which is deemed to be an asset or liability, will be recognised in accordance with IAS 39 either in profit or loss or as a change to other comprehensive income. If the contingent consideration is classified as equity, it should not be remeasured until it is finally settled within equity. In instances where the contingent consideration does not fall within the scope of IAS 39, it is measured in accordance with the appropriate IFRS.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the group's share of the identifiable net assets acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interest recognised and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the income statement.

### **2.5. Property, plant and equipment**

Property, plant and equipment is stated at cost, excluding the costs of day to day servicing, less accumulated depreciation and accumulated impairment losses. Such cost includes the cost of replacing part of the plant and equipment when the cost is incurred, if the recognition criteria are met. Replaced parts are written off.

The carrying values of property, plant and equipment are reviewed for impairment when events or change in circumstances indicate that the carrying value may not be recoverable.

Depreciation is calculated using the straight-line method over the following estimated useful lives.

Other non-current assets	3–6 years
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The asset residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at each financial year end to ensure that they are consistent with the expected pattern of economic benefits from items in property, plant and equipment. An item of property, plant and equipment 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 the income statement within "other income" in the year the asset is derecognised.

## **AB INVL BALTIC FARMLAND**

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(all amounts are in LTL thousand unless otherwise stated)

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## **2 Basis of preparation and accounting policies (cont'd)**

### **2.6. Investment properties**

Properties that are held for long-term rental yields or for capital appreciation or both, and that are not occupied by the companies in the consolidated Group, are classified as investment properties. Investment properties also include properties that are being constructed or developed for future use as investment properties.

Land held under operating leases is classified and accounted for by the Group as investment property when the rest of the definition of investment property is met.

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are carried at fair value, which reflects market conditions at the reporting date. Gains or losses arising from changes in the fair values of investment properties are included in the income statement in the year in which they arise.

Investment properties are derecognised when either they have been disposed of or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gains or losses on the retirement or disposal of an investment property are recognised in the income statement within "Net gains (losses) from fair value adjustments on investment property" in the year of retirement or disposal.

Transfers are made to investment property when, and only when, there is a change in use, evidenced by the end of owner occupation, commencement of an operating lease to another party. Transfers are made from investment property when, and only when, there is a change in use, evidenced by commencement of owner occupation or commencement of development with view to sale.

For a transfer from investment property to owner occupied property or inventories, the deemed cost of property for subsequent accounting is its fair value at the date of change in use. If the property occupied by the Group as an owner occupied property becomes an investment property, the Group accounts for such property in accordance with the policy adopted for property, plant and equipment up to the date of change in use. For a transfer from inventories to investment property, any differences between fair value of the property at that date and its previous carrying amount are recognised in the income statement.

### **2.7. Intangible assets other than goodwill**

Intangible assets are measured initially at cost. Intangible assets are recognised if it is probable that future economic benefits that are attributable to the asset will flow to the enterprise and the cost of asset can be measured reliably. After initial recognition, intangible assets are measured at cost less accumulated amortisation and any accumulated impairment losses. The useful lives of intangible assets other than goodwill are assessed to be finite. Intangible assets are amortised using the straight-line method over the best estimate of their useful lives.

#### Software

The costs of acquisition of new software are capitalised and treated as an intangible asset if these costs are not an integral part of the related hardware. Software is amortised during 3 years.

Costs incurred in order to restore or maintain the future economic benefits that the Group and the Company expect from the originally assessed standard of performance of existing software systems are recognised as an expense when the restoration or maintenance work is carried out.

#### Other intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is fair value as at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses. Other intangible assets are amortised during 3 - 4 years.

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(all amounts are in LTL thousand unless otherwise stated)

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## **2 Basis of preparation and accounting policies (cont'd)**

### **2.8. Impairment of non-financial assets**

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash generating unit's fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. 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. In determining fair value less costs to sell, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded subsidiaries or other available fair value indicators.

Impairment losses of continuing operations are recognised in the income statement within "impairment, write-down and provisions".

For assets excluding goodwill, an assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the Group makes an estimate of recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the income statement. Impairment losses recognised in relation to goodwill are not reversed for subsequent increases in its recoverable amount.

### **2.9. Financial assets**

Financial assets within the scope of IAS 39 are classified as either financial assets at fair value through profit or loss, loans and receivables, held to maturity investments, available-for-sale financial assets, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The classification depends on the purpose for which the financial assets were acquired. When financial assets are recognised initially, they are measured at fair value, plus, in the case of financial asset or financial liability not at fair value through profit or loss, directly attributable transaction costs.

The Group determines the classification of its financial assets at initial recognition.

All regular way purchases and sales of financial assets are recognised on the settlement date. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

#### Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement loans and receivables are subsequently carried at amortised cost using the effective interest method less any allowance for impairment. Amortised cost is calculated taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction costs. Gains and losses are recognised in the income statement when the loans and receivables are derecognised or impaired, as well as through amortisation process. They are included in current assets, except for maturities greater than 12 months after the end of the reporting period. These are classified as non-current assets.



## **2 Basis of preparation and accounting policies (cont'd)**

### **2.10. Impairment of financial assets**

#### Assets carried at amortised cost

The Group assesses at each reporting date whether is any objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

The criteria that the group uses to determine that there is objective evidence of an impairment loss include:

- Significant financial difficulty of the issuer or obligor;
- A breach of contract, such as a default or delinquency in interest or principal payments;
- The group, for economic or legal reasons relating to the borrower's financial difficulty, granting to the borrower a concession that the lender would not otherwise consider;
- It becomes probable that the borrower will enter bankruptcy or other financial reorganisation;
- The disappearance of an active market for that financial asset because of financial difficulties; or
- Observable data indicating that there is a measurable decrease in the estimated future cash flows from a portfolio of financial assets since the initial recognition of those assets, although the decrease cannot yet be identified with the individual financial assets in the portfolio, including:
  - (i) Adverse changes in the payment status of borrowers in the portfolio; and
  - (ii) National or local economic conditions that correlate with defaults on the assets in the portfolio.

The group first assesses whether objective evidence of impairment exists.

If there is objective evidence that an impairment loss on loans and receivables carried at amortised cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future expected credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). If a loan or held-to-maturity investment has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract. The carrying amount of the asset is reduced through use of an allowance account. The amount of the loss is recognised in profit or loss within "impairment, write-down, allowances and provisions".

The Group assesses whether objective evidence of impairment exists individually for financial assets. When financial asset is assessed as uncollectible and all collateral has been realised or has been transferred to the Group the impaired asset is derecognised. The objective evidence for that is insolvency proceedings against the debtor is initiated and the debtor has not enough assets to pay to creditors, the debtor could not be found.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed. Any subsequent reversal of an impairment loss is recognised in profit or loss within "impairment, write-down, allowances and provisions", to the extent that the carrying value of the asset does not exceed its amortised cost at the reversal date.

In relation to trade receivables, a provision for impairment is made when there is objective evidence (such as the probability of insolvency or significant financial difficulties of the debtor) that the Group will not be able to collect all of the amounts due under the original terms of the invoice. The carrying amount of the receivable is reduced through use of an allowance account. Impaired debts are derecognised when they are assessed as uncollectible.

### **2.11. Cash and cash equivalents**

Cash and cash equivalents in the statement of financial position comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less.

For the purpose of the cash flow statement, cash and cash equivalents comprise cash on hand and in current bank account as well as deposit in bank with an original maturity of three months or less.

## **2 Basis of preparation and accounting policies (cont'd)**

### **2.12. Financial liabilities**

Financial liabilities within the scope of IAS 39 are classified as financial liabilities at fair value through profit or loss, loans and borrowings, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The Group determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognised initially at fair value and in the case of loans and borrowings, plus directly attributable transaction costs.

The measurement of financial liabilities depends on their classification as follows:

#### Trade payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities. Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

#### Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the income statement 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 12 months after the end of the reporting period.

### **2.13. Derecognition of financial assets and liabilities**

#### Financial assets

A financial asset (or, where applicable a part of a financial asset or part of a group of similar financial assets) is derecognised when:

- the rights to receive cash flows from the asset have expired;
- the Group and the Company retain the right to receive cash flows from the asset, but have assumed an obligation to pay them in full without material delay to a third party under a “pass through” arrangement; or
- the Group or the Company have transferred their rights to receive cash flows from the asset and either (a) have transferred substantially all the risks and rewards of the asset, or (b) has neither transferred nor retained substantially all the risks and rewards of the asset, but have transferred control of the asset.

Where the Company has transferred its rights to receive cash flows from an asset and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognised to the extent of the Group's continuing involvement in the asset. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

#### Financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in the income statement.

## **2 Basis of preparation and accounting policies (cont'd)**

### **2.14. Leases**

The determination of whether an arrangement is, or contains a lease is based on the substance of the arrangement at inception date of whether the fulfilment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset. A reassessment is made after inception of the lease only if one of the following applies:

- a) There is a change in contractual terms, other than a renewal or extension of the arrangement;
- b) A renewal option is exercised or extension granted, unless the term of the renewal or extension was initially included in the lease term;
- c) There is a change in the determination of whether fulfilment is dependant on a specified asset; or
- d) There is a substantial change to the asset.

Where a reassessment is made, lease accounting shall commence or cease from the date when the change in circumstances gave rise to the reassessment for scenarios a), c) or d) and at the date of renewal or extension period for scenario b).

#### Operating lease

##### *Group as a lessee*

Leases where the lessor retains all the risk and benefits of ownership of the asset are classified as operating leases. Operating lease payments (net of any incentives received from the lessor) are recognised as an expense in the income statement on a straight-line basis over the lease term.

##### *Group as a lessor*

Leases where the Group does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Initial direct costs incurred in negotiating an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

## **2 Basis of preparation and accounting policies (cont'd)**

### **2.15. Revenue recognition**

The group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and when specific criteria have been met for each of the group's activities as described below. The group bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

Revenue is measured at the fair value of the consideration received, excluding discounts, rebates, and other sales taxes or duty. The following specific recognition criteria must also be met before revenue is recognised.

#### Rental income

Rental income arising from operating leases on investment properties is accounted for on a straight-line basis over the lease terms. When the Group provides incentives to its tenants, the cost of incentives is recognised over lease term, on a straight-line basis, as a reduction of rental income.

According to agreements land rent consists of two parts - a fixed rent for a year and a variable part equal to land tax paid to the State for the year. In the first quarter fixed rental fee are invoiced to the tenants. The Group recognized trade receivables and deferred revenues. Over the financial year deferred revenue is recognized as rental income on a straight line basis. In the statement of financial position deferred revenue are presented within section " Advances received ". In the fourth quarter variable part of the rent are invoiced to the tenants, when the tax authorities provide an estimate of the land tax. In the same quarter, the rental income equal to the size of the variable rent and land tax expenses are recognised.

#### Interest income

Income is recognised as interest accrues (using the effective interest method that is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument to the net carrying amount of the financial asset).

### **2.16. Cash and non-cash distribution to equity holders of the parent**

The Company recognises a liability to make cash or non-cash distributions to equity holders of the parent when the distribution is authorised and the distribution is no longer at the discretion of the Company. In Lithuania a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity. The liability for non-cash distributions is measured at the fair value of the assets to be distributed with subsequent fair value re-measurement recognised directly in equity as adjustment to the amount of the distribution.

Upon distribution of non-cash assets, any difference between the carrying amount of the liability and the carrying amount of the assets distributed is recognised in the statement of profit or loss.

### **2.17. Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective assets. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Capitalisation of borrowing costs commences when the activities to prepare the asset are in progress and expenditures and borrowing costs are incurred. Borrowing costs are capitalised until the assets are substantially ready for their intended use. If the resulting carrying amount of the asset exceeds its recoverable amount, an impairment loss is recorded.

## **2 Basis of preparation and accounting policies (cont'd)**

### **2.18. Current and deferred income tax**

The tax expense for the period comprises current and deferred tax. Tax is recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted by the end of the reporting period in the countries where the Company and its subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

The standard income tax rate in Lithuania was 15 % in 2014. Starting from 2010, tax losses can be transferred at no consideration or in exchange for certain consideration between the group companies if certain conditions are met.

Deferred income taxes are calculated using the liability method. Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Deferred income tax assets and liabilities are measured using the tax rates expected to apply to taxable income in the years in which those temporary differences are expected to reverse based on tax rates enacted or substantially enacted at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- Where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss;
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

By Lithuanian Income Tax Law shall be not taxed sale of shares of an entity, registered or otherwise organised in a state of the European Economic Area or in a state with which a treaty for the avoidance of double taxation has been concluded and brought into effect and which is a payer of corporate income tax or an equivalent tax, to another entity or a natural person where the entity transferring the shares held more than 25% of voting shares in that entity for an uninterrupted period of at least two years. If mentioned condition is met or will be met by judgement of the management of the Company, there are not recognised any deferred tax liabilities or assets in respect of temporary differences associated with this investments.

Deferred income tax asset has been recognised in the statement of financial position to the extent the management believes it will be realised in the foreseeable future, based on taxable profit forecasts. If it is believed that part of the deferred income tax asset is not going to be realised, this part of the deferred tax asset is not recognised in the financial statements.

Deferred tax asset are not recognised:

- Where the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss;
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

Tax losses can be carried forward for indefinite period, except for the losses incurred as a result of disposal of securities and/or derivative financial instruments. Such carrying forward is disrupted if the Company changes its activities due to which these losses incurred except when the Company does not continue its activities due to reasons which do not depend on the Company itself. The losses from disposal of securities and/or derivative financial instruments can be carried forward for 5 consecutive years and only be used to reduce the taxable income earned from the transactions of the same nature. From 1 January 2014 current year taxable profit could be decreased by previous year tax losses only up to 70%.

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 profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

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(all amounts are in LTL thousand unless otherwise stated)

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**2 Basis of preparation and accounting policies (cont'd)**

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

**2.19. Share capital**

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are recognised in equity as a deduction, net of tax, from the proceeds. Where any group company purchases the company's equity share capital (treasury shares), the consideration paid, including any directly attributable incremental costs (net of income taxes) is deducted from equity attributable to the company's equity holders until the shares are cancelled or reissued. Where such shares are subsequently reissued, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effects, is included in equity attributable to the company's equity holders.

**2.20. Employee benefits**

Social security contributions

The Company and the Group pay social security contributions to the state Social Security Fund (the Fund) on behalf of its employees based on the defined contribution plan in accordance with the local legal requirements. A defined contribution plan is a plan under which the Group pays fixed contributions into the Fund and will have no legal or constructive obligations to pay further contributions if the Fund does not hold sufficient assets to pay all employees benefits relating to employee service in the current and prior period. Social security contributions are recognised as expenses on an accrual basis and included in payroll expenses.

Bonus plans

The Company and the Group recognises a liability and an expense for bonuses where contractually obliged or where there is a past practice that has created a constructive obligation.

**2.21. Contingencies**

Contingent liabilities are not recognised in the financial statements. They are disclosed unless the possibility of an outflow of resources embodying economic benefits is remote.

A contingent asset is not recognised in the financial statements but disclosed when an inflow or economic benefits is probable.

**2.22. Events after the reporting period**

Events after the reporting period that provide additional information about the Group's position as at the end of the reporting period (adjusting events) are reflected in the financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes when material.

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**3 Split-off**

On 21 March 2014 the split-off terms of AB Invalda LT (code 121304349) were announced. The Extraordinary General Shareholders Meeting approved the terms of the Company's split-off on 28 April 2014. The Split-off was completed on 29 April 2014. According to the terms, three entities AB INVL Baltic Farmland, AB INVL Baltic Real Estate and AB INVL Technology, comprising 47.95% of AB Invalda LT assets calculated at carrying amounts, were split-off from AB Invalda LT. Following the split-off, 14.45% of the assets, equity and liabilities were transferred to the Company.

The Company's equity was formed in accordance with procedure set forth in the terms of the split-off, whereas assets received and liabilities assumed were estimated at fair values at the date of Split-off. Investments into subsidiaries were estimated according to their equity, which represents the fair value (3 level). The main assets of subsidiaries are investment properties, which are estimated at fair value (Note 6). The carrying amounts of trade receivables, other assets and liabilities are approximated their fair value. Subsidiaries have not any identifiable assets and liabilities, which are not recognised in their balance sheet.

Below the starting statement of financial position of the Group is presented:

	<u>As at 29 April 2014</u>
Intangible assets	17
Property, plant and equipment	3
Investment properties	36,456
Deferred income tax asset	68
Loans granted	1,657
Prepayments	8
Trade and other receivables	1,114
Cash and cash equivalents	641
<b>Total assets</b>	<b>39,964</b>
Share capital	3,294
Share premium	4,789
Reserves	11,113
Retained earnings	14,807
<i>Total equity</i>	<i>34,003</i>
Deferred income tax liability	2,901
Borrowings	2,268
Trade payables	31
Income tax payable	6
Advances received	746
Other liabilities	9
<i>Total liabilities</i>	<i>5,961</i>
<b>Total equity and liabilities</b>	<b>39,964</b>

During the split-off part of liability rising from credit agreement with Šiaulių bankas was transferred to the Company. The credit was fully repaid in the beginning of May 2014.

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**4 Seasonality of operations**

There is no seasonality of operations in the Group.

**5 Exchange's, depository's and brokers' fees for securities**

The Group had suffered one-off expenses for admission of securities into exchange trading lists of LTL 24 thousand.

**6 Investment properties**

<b>Fair value hierarchy</b>	<b>Level 2</b>
<b>Balance as at 29 April 2014</b>	<b>36,456</b>
Additions	-
Subsequent expenditure	-
Disposals	-
Gain from fair value adjustment	-
Loss from fair value adjustment	-
<b>Balance as at 30 September 2014</b>	<b><u>36,456</u></b>
<b>Unrealised gains and losses for the period included within 'Net gains (losses) from fair value adjustments on investment property' in the income statement</b>	<b><u>-</u></b>

Investment properties are stated at fair value and are valued by accredited valuer UAB korporacija Matininkai using sales comparison method. The valuation was performed in July 2014. Most of analogues transactions, on which property's fair value was based, took part during the period from January till April of 2014. Therefore, the investment properties are recognised at newly established fair value at the starting date of the Group activities on 29 April 2014. There were no significant changes in the market in August and September 2014 that could have an effect on the value of those investment properties, therefore the updated valuation was not performed as at 30 September 2014.

The fair value represents the price that would be received selling an asset in an orderly transaction between market participants at the measurement date. An investment property's fair value was based on the market approach by reference to sales in the market of comparable properties. Market approach refers to the prices of the analogues transactions in the market. These values are adjusted for differences in key attributes such as land size and productivity. The most significant input into this valuation approach is price per hectare.

There were no changes to the valuation techniques during the period.

There were no restrictions on the realisation of investment properties or the remittance of income and proceeds of disposals during the nine months of 2014. No material contractual obligations to purchase, construct, repair or enhance investment properties existed at the end of the period.



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**7 Acquisition of own shares**

From 14 August 2014 until 30 September 2014 the share buy-back was implemented. Maximum number of shares to be acquired was 16,471. Share acquisition price established at EUR 2.86 (LTL 9.88) per share. The shareholders had offered to the Company 1,950 shares. A liability of LTL 20 thousand for the value of own shares purchase amount, including brokerage fees, was recognised in the statements of financial position of the Group, correspondingly decreasing the reserve of purchase of own shares. The acquired shares were settled on 3 October 2014. Acquired own shares do not have voting rights.

After above mentioned transactions the shareholders of the Company are (by votes):

	<b>Number of votes held</b>	<b>Percentage</b>
UAB LJB Investments	1,002,724	30.46
Mrs. Irena Ona Mišeikiene	952,072	28.92
UAB Lucrum Investicija	743,546	22.58
Mr. Alvydas Banyš	252,875	7.68
Ms. Indrė Mišeikytė	65,758	2.00
Other minor shareholders	275,284	8.36
Total	<u>3,292,259</u>	<u>100.00%</u>

**8 Related party transactions**

The related parties of the Group were the shareholders of the Company (note 1) and the entities of the group of AB Invalda LT. The Group was established after the split-off from Invalda LT (transactions were with AB Invalda LT, UAB BAIP, UAB Cedus Invest).

The Group's transactions with related parties during the nine months of 2014 and related quarter-end balances were as follows:

<b>Nine months of 2014 Group</b>	<b>Amounts in LTL</b>			
	<b>Sales to related parties</b>	<b>Purchases from related parties</b>	<b>Receivables from related parties</b>	<b>Payables to related parties</b>
AB Invalda LT (accounting services)	-	20,400	-	1,089
UAB BAIP (Information technology maintenance services)	-	750	-	181
UAB Cedus Invest (loan)	1,225	-	-	-
	<u>1,225</u>	<u>21,150</u>	<u>-</u>	<u>1,270</u>
Liabilities to shareholders and management	-	-	-	-

## **AB INVL BALTIC FARMLAND**

### **INTERIM CONSOLIDATED CONDENSED FINANCIAL STATEMENTS FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2014**

(all amounts are in LTL thousand unless otherwise stated)

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#### **9 Important events, which have occurred during 2014**

On 20 May 2014 the company informed that the Supervisory Authority of the Bank of Lithuania decided to treat the information submitted in the split-off terms of Invalda LT, AB related documentation, in the list of references related to INVL Baltic Farmland, AB, in the description of the risk factors as information equivalent to the information that is required to be disclosed in the prospectus of INVL Baltic Farmland, AB. The Board of INVL Baltic Farmland decided to apply NASDAQ OMX Vilnius stock exchange to admit company's shares into the Secondary list since 4 June 2014.

On 30 May 2014 INVL Baltic Farmland, AB disclosed its managed assets and plans. The company owns 18 companies, managed about 3 thousand hectares of land. The total value of the managed land was LTL 36.972 million (EUR 10.7 million). Consolidated shareholders' equity amounted to LTL 34.313 million (EUR 9.94 million).

The General Shareholders Meeting of INVL Baltic Farmland, AB that was held on 25 June 2014 approved resolution to purchase of own shares. A reserve for purchase of own shares, which is equal to LTL 10,659,595.78, was formed in INVL Baltic Farmland. Max number of shares to be acquired – the total nominal value of own shares acquired during the whole period may not exceed 1/10 of share capital. The period during which the company may acquire its own shares - 12 months from the day of this resolution. The maximum one share acquisition price – EUR 4.00 (LTL 13.81), minimum one share acquisition price – EUR 2.86 (LTL 9.88). Purchased own shares may be cancelled by the decision of the General Shareholders Meeting or sold by the decision of the Board upon the condition that minimum sale price for one share isn't lower than value of consolidated equity per one share calculated according to the last financial statements of INVL Baltic Farmland, which was announced before the decision of the Board, and the sale procedure will ensure equal possibilities for all shareholders to purchase these shares.

On 8 August 2014 INVL Baltic Farmland announced unaudited results for 6 months of 2014. Consolidated net profit as well as consolidated net profit attributable to shareholders of INVL Baltic Farmland amounted to LTL 112 thousand (EUR 32.4 thousand).

On 12 August 2014 the Board of INVL Baltic Farmland, AB taking into account that INVL Baltic Farmland's share price on NASDAQ OMX Vilnius stock exchange is more than 5 percent lower than the equity value per one share (EUR 3 or LTL 10.36) and considering the Resolution of the General Shareholders meeting held on 25 June 2014, initiated an acquisition of own ordinary registered LTL 1 (one) nominal value shares. Share acquisition started on 14 August 2014. Share acquisition ended on 30 September 2014. Max number of shares to be acquired: 16,471. Share acquisition price: EUR 2.86 (LTL 9.88) per share's.

On 30 September 2014 INVL Baltic Farmland, AB finished implementation of the share buy-back procedure. The company acquired 0.06 % of own shares for the total amount of EUR 5,577 (LTL 19,256). INVL Baltic Farmland, AB could purchase up to 16,471 units of shares. During the share buy-back procedure it was offered to buy 1,950 units of shares. The acquired 1,950 units of shares were settled in euros on 3 October. Authorised capital of the company is LTL 3,294,209; it is divided into 3,294,209 ordinary registered shares with nominal value LTL 1 each. Given the fact that the treasury shares do not grant voting rights, the total amount of voting rights in INVL Baltic Farmland (ISIN LT0000128753) equalled to 3,292,259 units.