

# INVL Baltic Farmland

## INVL Baltic Farmland, AB Consolidated Interim Report for 6 months\* of 2014

Prepared in accordance with The Rules for the Preparation and the Submission of the Periodic and Additional Information. approved by the decision No. 03-48 of the Board of the Bank of Lithuania passed on 28 February 2013.

Approved by the Board of INVL Baltic Farmland, AB on 7 August 2014.

\* The report covers the first interim financial period of the Company, starting from the Company's establishment date on 29 April 2014 and ending on 30 June 2014.

# INVL Baltic Farmland

## Translation note:

**This version of the Consolidated Interim Report for 6 months of 2014 is a translation from the original, which was prepared in Lithuanian language. All possible care has been taken to ensure that the translation is an accurate representation of the original. However, in all matters of interpretation of information, views or opinions, the original language version takes precedence over this translation.**

## CONTENTS

I. GENERAL INFORMATION.....	3
1. Reporting period for which the report is prepared.....	3
2. General information about the Issuer and other companies comprising the Issuer's group .....	3
2.1. Information about the Issuer.....	3
2.2. Information on company's goals, philosophy and strategy.....	3
2.3. Information about the Issuer's group of companies .....	4
3. Agreements with intermediaries on public trading in securities .....	5
4. Information on Issuer's branches and representative offices .....	5
II. INFORMATION ABOUT SECURITIES .....	6
5. The order of amendment of Issuer's Articles of Association .....	6
6. Structure of the authorized capital.....	6
6.1. Information about the Issuer's treasury shares.....	6
7. Trading in Issuer's securities as well as securities, which are deemed to be a significant financial investment to the Issuer on a regulated market .....	6
8. Shareholders.....	8
III. ISSUER'S MANAGING BODIES .....	9
9. The managing bodies of the Issuer.....	9
10. Information on the amounts calculated by the Issuer, other assets transferred and guarantees granted to the Members of the Board, director and company providing accounting services .....	11
IV. INFORMATION ABOUT THE ISSUER'S AND ITS GROUP COMPANIES' ACTIVITY.....	11
11. Overview of the Issuer and its group activity .....	11
11.1. Business environment .....	11
11.2. Significant Issuer's and its group events during the reporting period and since the end of it, affect on the financial statement .....	13
The Company.....	13
The company group .....	14
12. A description of the principal advantages, risks and uncertainties .....	14
12.1. Advantages of investments.....	14
12.2. Risk factors .....	15
13. Significant investments made during the reporting period .....	18
14. Information on the related parties' transactions.....	18
15. Activity plans and forecast of the Issuer and it's group.....	18

# INVL Baltic Farmland

## I. GENERAL INFORMATION

### 1. Reporting period for which the report is prepared

The report covers the first interim financial period of INVL Baltic Farmland, starting from the Company's establishment date on 29 April 2014 and ending on 30 June 2014. The report is unaudited.

### 2. General information about the Issuer and other companies comprising the Issuer's group

#### 2.1. Information about the Issuer

Name of the Issuer	The public joint-stock INVL Baltic Farmland, hereinafter INVL Baltic Farmland, AB
Code	303299781
Registered address	Kalvariju str. 11A-20, LT-09310, Vilnius, Lithuania
Address	Seimyniskiu str. 1A, LT-09312, Vilnius, Lithuania
Telephone	+370 5 279 0601
Fax	+370 5 279 0530
E-mail	<a href="mailto:farmland@invaldalt.com">farmland@invaldalt.com</a>
Website	<a href="http://www.invlbalticfarmland.lt">www.invlbalticfarmland.lt</a>
Legal form	public joint-stock company
Date and place of registration	29 April 2014. Register of Legal Entities
Register in which data about the Company are accumulated and stored	Register of Legal Entities

#### 2.2. Information on company's goals, philosophy and strategy

The public joint-stock company INVL Baltic Farmland was established on 29 April 2014 on the basis of a part of assets split-off from Invalda LT, AB (code 121304349). The split-off terms are published on website [http://www.invaldalt.com/en/main/news/Material\\_events?ID=929](http://www.invaldalt.com/en/main/news/Material_events?ID=929). Following the split-off, 14.45% of assets, equity and liabilities of Invalda LT, AB were transferred to INVL Baltic Farmland, AB.

INVL Baltic Farmland manages shares of companies investing into agricultural land. Invalda LT started investing into agricultural land in 2004 through a subsidiary company Ekotra. INVL Baltic Farmland has 100% in 18 companies owning more than 3 thousand hectares of agricultural land in Lithuania. More than 99% of land is rented to farmers and agricultural companies.

INVL Baltic Farmland focuses on growth of quality of owned land and environmental sustainability.

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.

Shares of INVL Baltic Farmland are listed on NASDAQ OMX Vilnius stock exchange since 4 June 2014.

INVL Baltic Farmland, AB later will apply to the Bank of Lithuania for closed-end investment company license and in its essence will become similar to investment fund.

# INVL Baltic Farmland

## 2.3. Information about the Issuer's group of companies

INVL Baltic Farmland has 100% in 18 companies owning more than 3 thousand hectares of agricultural land in the most fertile regions of Lithuania.

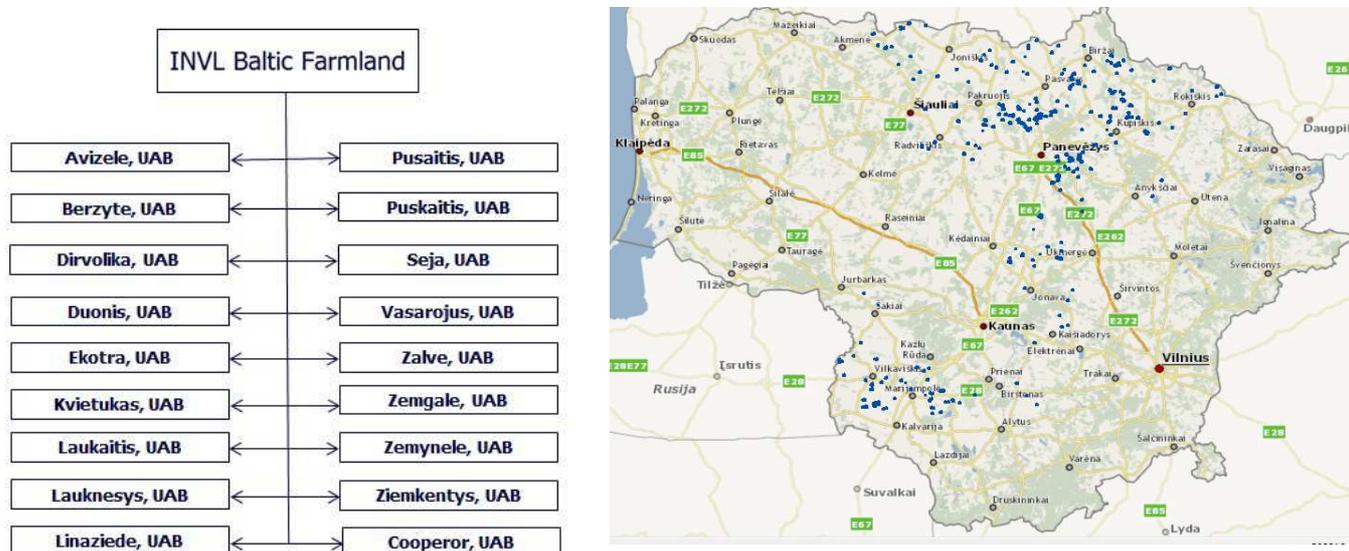


Fig. 2.3.1. Group structure and agricultural land portfolio of INVL Baltic Farmland, AB as of 30 June 2014. Plots belonging to the company are in the most fertile areas of Lithuania. They are highlighted in blue.

Table 2.3.2.. Information about companies of INVL Baltic Farmland group.

Company name	District of company's activities	Owned land plot, hectares	Cultivated cropland area, hectares
Avizele, UAB	Rokiskis dist., Anyksciai dist.	113.22	107.15
BerzYTE, UAB	Birzai dist.	149.83	145.72
Dirvolika, UAB	Akmene dist., Joniskis dist., Siauliai dist.	199.44	192.03
Duonis, UAB	Jonava dist., Kedainiai dist., Ukmerge dist.	184.01	176.30
Ekotra, UAB	Vilkaviskis dist.	239.42	229.37
Kvietukas, UAB	Pakruojis dist., Pasvalys dist.	124.61	118.62
Laukaitis, UAB	Pakruojis dist., Pasvalys dist., Siauliai dist.	204.10	193.44
Lauknesys, UAB	Birzai dist., Pasvalys dist.	109.56	107.84
Linaziede, UAB	Alytus dist., Jonava dist., Kaisiadorys dist., Prienai dist.	85.59	81.10
Pusaitis, UAB	Radviliskis dist.	82.44	81.10
Puskaitis, UAB	Marijampole dist., Prienai dist., Vilkaviskis dist.	210.74	204.20
Seja, UAB	Kedainiai dist.	91.40	88.67
Vasarojus, UAB	Anyksciai dist., Panevezys dist., Ukmerge dist.	391.27	384.23
Zalve, UAB	Kupiskis dist.	216.88	201.72
Zemgale, UAB	Birzai dist., Kupiskis dist., Panevezys dist.	226.31	217.59
Zemynele, UAB	Sakiai dist., Vilkaviskis dist.	72.23	70.47
Ziemkentys, UAB	Panevezys dist., Pasvalys dist.	414.84	406.47
<b>Total</b>		<b>3115.89</b>	<b>3006.02</b>

# INVL Baltic Farmland

Table 2.3.3. Information about group companies management.



The manager of land owning companies is Sigita Bizuliene, who has more than ten years of experience in acquiring, leasing and selling agricultural land.

Education	Aleksandras Stulginskis university, Master Degree of forest economy. Kaunas Technology university, Master Degree of business economy.
Work experience	<p>Since January 2013 – director of companies owning agricultural land:</p> <ul style="list-style-type: none"> <li>Avizele, UAB</li> <li>Berzyte, UAB</li> <li>Dirvolika, UAB</li> <li>Duonis, UAB</li> <li>Ekotra, UAB</li> <li>Kvietukas, UAB</li> <li>Laukaitis, UAB</li> <li>Lauknesys, UAB</li> <li>Linaziede, UAB</li> <li>Pusaitis, UAB</li> <li>Puskaitis, UAB</li> <li>Seja, UAB</li> <li>Vasarojus, UAB</li> <li>Zalve, UAB</li> <li>Zemgale, UAB</li> <li>Zemynele, UAB</li> <li>Ziemkentys, UAB</li> </ul> <p>2012 – 2013 - project manager at Inreal valdymas, UAB.                  2007 – 2011 director of Invalda LT group companies owning agricultural land.                  2007 project manager at Inreal valdymas, UAB.                  2005 – 2007 assistant to project manager at Inreal valdymas, UAB.</p>
Owned amount of shares in INVL Baltic Farmland, AB	-
Participation in other companies	-

### 3. Agreements with intermediaries on public trading in securities

INVL Baltic Farmland has signed the agreement with this intermediary:

- Finasta, AB FMI (Maironio str. 11, Vilnius, Lithuania. tel. +370 5 203 2233) – the agreement on management of securities accounting.

### 4. Information on Issuer's branches and representative offices

INVL Baltic Farmland, AB has no branches or representative offices.

# INVL Baltic Farmland

## II. INFORMATION ABOUT SECURITIES

### 5. The order of amendment of Issuer's Articles of Association

The Articles of Association of INVL Baltic Farmland, AB may be amended by resolution of the General Shareholders' Meeting, passed by more than 2/3 of votes (except in cases provided for by the Law on Companies of the Republic of Lithuania).

Actual wording of the Articles of Association is dated as of 29 April 2014.

### 6. Structure of the authorized capital

Table 6.1. Structure of INVL Baltic Farmland, AB authorised capital as of 30 June 2014.

Type of shares	Number of shares, units	Total voting rights granted by the issued shares, units	Nominal value, LTL	Total nominal value, LTL	Portion of the authorised capital, %
Ordinary registered shares	3,294,209	3,294,209	1	3,294,209	100

All shares are fully paid-up and no restrictions apply on their transfer.

#### 6.1. Information about the Issuer's treasury shares

INVL Baltic Farmland or its subsidiary have not implemented acquisition of shares in INVL Baltic Farmland directly or indirectly under the order of subsidiary by persons acting by their name.

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.

### 7. Trading in Issuer's securities as well as securities, which are deemed to be a significant financial investment to the Issuer on a regulated market

Table 7.1. Main characteristics of INVL Baltic Farmland, AB shares admitted to trading

Shares issued, units	3,294,209
Shares with voting rights, units	3,294,209
Nominal value, LTL	1
Total nominal value, LTL	3,294,209
ISIN code	LT0000128753
Name	INL1L
Exchange	NASDAQ OMX Vilnius
List	Baltic Secondary List
Listing date	4 June 2014

Company uses no services of liquidity providers.

# INVL Baltic Farmland

Table 7.2. Trading in INVL Baltic Farmland, AB shares

	6 months of 2014*
Share price, EUR	
- open	3.000
- high	3.450
- low	3.000
- medium	3.269
- last	3.240
Turnover, units	2,436
Turnover, EUR	7,982.92
Traded volume, units	35

\* Data as of 4 June 2014, since the beginning of the listing of the company in the Stock Exchange.

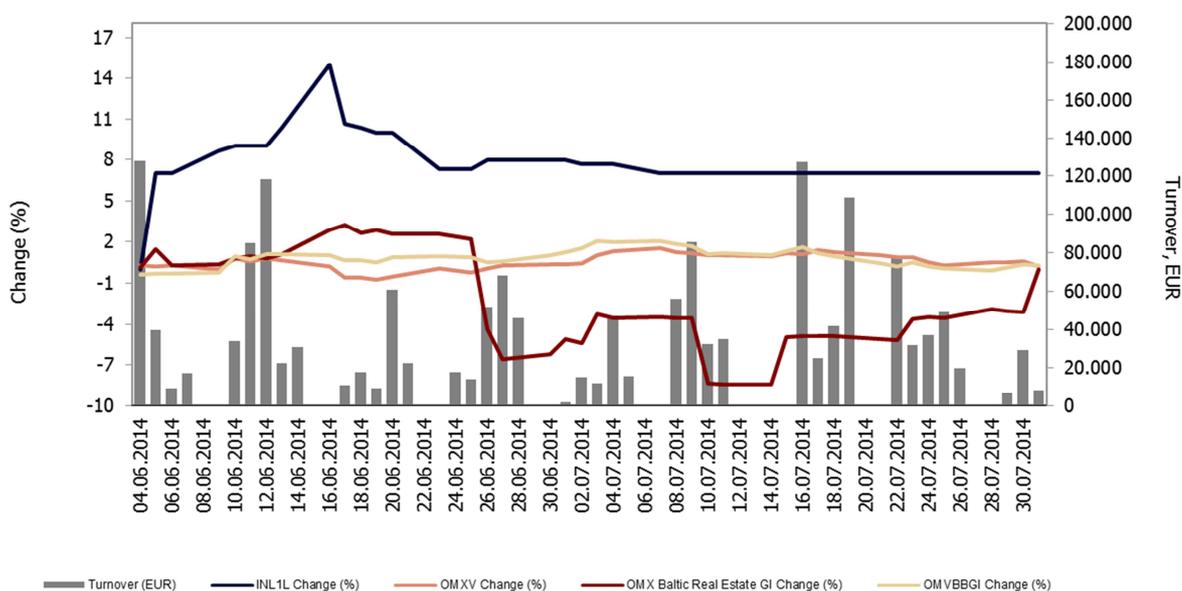


Fig. 7.3. Turnover of INVL Baltic Farmland, AB shares, change of share price and indexes<sup>1</sup>

<sup>1</sup> OMX index is an all-share index which includes all the shares listed on the Main and Secondary lists on the NASDAQ OMX Vilnius with exception of the shares of the companies where a single shareholder controls at least 90% of the outstanding shares. The OMX Baltic Real Estate GI index is based on the Industry Classification Benchmark (ICB) developed by FTSE Group (FTSE).

# INVL Baltic Farmland

## 8. Shareholders

Table 8.1. Shareholders who held title to more than 5% of INVL Baltic Farmland, AB authorised capital and/or votes as of 30 June 2014.

Name of the shareholder or company	Number of shares held by the right of ownership, units	Share of the authorised capital held, %	Share of the votes, %		
			Share of votes given by the shares held by the right of ownership, %	Indirectly held votes, %	Total, %
LJB Investments, UAB code 300822575, Juozapavičiaus str. 9A, Vilnius	1,002,724	30.4	30.4	0	30.4
Irena Ona Mišeikienė	952,072	28.9	28.9	0	28.9
Lucrum Investicija, UAB code 300806471. Šeimyniškių str. 3, Vilnius	677,788	20.6	20.6	2.0 <sup>2</sup>	22.6
Alvydas Banys	252,875	7.7	7.7	55.0 <sup>3</sup>	62.7
Darius Šulnis	0,00	0.00	0.00	62.7 <sup>4</sup>	62.7
Indrė Mišeikytė	65,758	2.00	2.00	60.7 <sup>5</sup>	62.7

The total number of shareholders in INVL Baltic Farmland increase 3800.

There are no shareholders entitled to special rights of control.

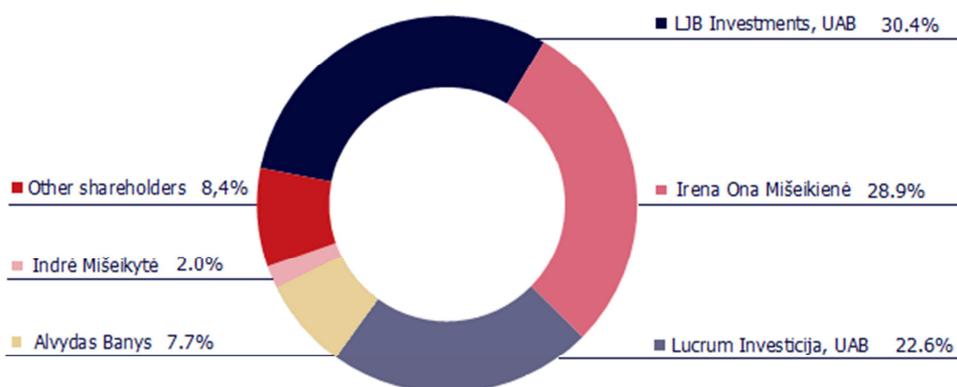


Fig. 8.2. Votes as of 30 June 2014

<sup>2</sup> Lucrum Investicija, UAB has 2% of votes according to a repurchase agreement.

<sup>3</sup> According to Part 6 of Paragraph 1 of Article 24 and Paragraph 2 of Article 24 of the Law on Securities of the Republic of Lithuania, it is considered that Alvydas Banys has votes of LJB Investments, a company controlled by him, and also votes of Darius Sulnis and Indre Miseikyte, managers of INVL Baltic Farmland.

<sup>4</sup> According to Part 6 of Paragraph 1 of Article 24 and Paragraph 2 of Article 24 of the Law on Securities of the Republic of Lithuania, it is considered that Darius Sulnis has votes of Lucrum Investicija, a company controlled by him, and also votes of Alvydas Banys and Indre Miseikyte, managers of INVL Baltic Farmland.

<sup>5</sup> According to Paragraph 2 of Article 24 of the Law on Securities of the Republic of Lithuania, it is considered that Indre Miseikyte has votes of Alvydas Banys and Darius Sulnis, managers of INVL Baltic Farmland.

# INVL Baltic Farmland

## III. ISSUER'S MANAGING BODIES

### 9. The managing bodies of the Issuer



The governing bodies of INVL Baltic Farmland, AB are: the General Shareholders' Meeting, sole governing body – the director and a collegial governing body – the Board. The Supervisory Board is not formed. Information about Members of the Board and director of the company.

The Board of INVL Baltic Farmland, AB was elected during the General Shareholders' Meeting of INVL Baltic Farmland, AB the company split-off from Invalda LT, AB on 28 April 2014. Mr. Banys was elected as the Chairman of the Board. Mr. Šulnis and Ms. Mišeikytė were elected as the Members of the Board. Mr. Šulnis was appointed as the director of the company on 28 April 2014.



Alvydas Banys – Chairman of the Board

The term of office	From 2014 until 2017
Educational background and qualifications	Vilnius Gediminas Technical University. Faculty of Civil Engineering. Master in Engineering and Economics. Junior Scientific co-worker. Economic's Institute of Lithuania's Science Academy.
Work experience	Since 1 July 2013 Invalda LT, AB - Advisor Since 2007 LJB Investments, UAB - Director Since 2007 JLB Property, UAB - Director 1996 – 2006 Invalda, AB - Vice President 1996 – 2007 Nenuorama, UAB - President
Owned amount of shares in INVL Baltic Farmland, AB	Personally: 252,875 units of shares, 7.7 % of authorised capital, 7.7 % of votes. Together with controlled company LJB Investments: 1,255,599 units of shares, 38.1 % of authorized capital, 38.1 % of votes. Total votes (together with Members of the Board of INVL Baltic Farmland) – 62.7 %.
Participation in other companies	Invalda LT, AB – Chairman of the Board BAIP Grupe, UAB – Member of the Board Invalda LT Investments, UAB – Chairman of the Board INVL Baltic Real Estate, AB – Chairman of the Board INVL Technology, AB – Chairman of the Board
Owned shares and votes of other companies	Invalda LT, AB – 91.59 % (together with people acting in concert) INVL Baltic Real Estate, AB – 50.3 % (together with people acting in concert) INVL Technology, AB – 50.3 % (together with people acting in concert) LJB Property, UAB – 99.99 %. LJB Investments, UAB – 82.26 %. Gulbinu Turizmas, UAB – 7.7 %.

# INVL Baltic Farmland



Indrė Mišeikytė – Member of the Board

The term of office	From 2014 untill 2017
Educational background and qualifications	Vilnius Gedimino Technical University. Faculty of Architecture. Master in Architecture
Work experience	Since May 2012 Invalda LT, AB - Advisor Since June 2013 Invalda Privatus Kapitalas, AB – Advisor Since 2002 Inreal Valdymas, UAB - Architect Since 2002 Gildeta, UAB - Architect
Owned amount of shares in INVL Baltic Farmland, AB	Personally: 65,758 units of shares, 2 % of authorised capital, 2 % of votes. Total votes (together with Members of the Board of INVL Baltic Farmland) – 62.7 %.
Participation in other companies	Invalda LT, AB – Member of the Board Invalda Privatus Kapitalas, AB – Member of the Board INVL Baltic Real Estate, AB – Member of the Board INVL Technology, AB – Member of the Board
Owned shares and votes of other companies	Invalda LT, AB – 91.59 % (together with people acting in concert) INVL Baltic Real Estate, AB – 50.3 % (together with people acting in concert) INVL Technology, AB – 50.3 % (together with people acting in concert) DIM Investment, UAB – 25 %. Tuta, UAB – 5.25 %.



Darius Šulnis – Member of the Board, director

The term of office	From 2014 untill 2017
Educational background and qualifications	Duke University (USA). Business Administration. Global Executive MBA. Vilnius University. Faculty of Economics. Master in Accounting and Audit. Financial broker's license (General) No. A109.
Work experience	2006 – 2011 Invalda, AB – President. 2011 – 2013 Invalda, AB – Advisor. Since May 2013 Invalda LT, AB – President. 2002 – 2006 Invalda Real Estate, UAB (current name Inreal Valdymas) – Director 1994 – 2002 FBC Finasta, AB – Director
Owned amount of shares in INVL Baltic Farmland, AB	Personally: 0 units of shares, 0,00 % of authorised capital and votes. Together with controlled company Lucrum Investicija: 677,788 units of shares, 20.6 % of authorised capital, 22.6 % of votes (including votes granted by the shares transferred by the repurchase agreement). Total votes (together with Members of the Board of INVL Baltic Farmland) – 62.7 %.

*continued on the next page*

# INVL Baltic Farmland

*the beginning of the table is on the previous page*

Participation in other companies	Invalda LT, AB – Member of the Board, the president Invaldos Nekilnojamojo Turto Fondas, AB – Chairman of the Board Litagra, UAB – Member of the Board BAIP Grupe, UAB – Chairman of the Board Invalda LT Investments, UAB – director, Member of the Board INVL Baltic Real Estate, AB – director, Member of the Board INVL Technology, AB – director, Member of the Board
Owned shares and votes of other companies	Invalda LT, AB – 91.59 % (together with people acting in concert) INVL Baltic Real Estate, AB – 50.3 % (together with people acting in concert) INVL Technology, AB – 50.3 % (together with people acting in concert) Lucrum Investicija, UAB – 100 %. Golfas, UAB – 31 %.

Invalda LT, AB provides accounting services and preparation of the documents related with bookkeeping for INVL Baltic Farmland, AB according to an agreement signed on 30 April 2014 No. 20140430/03.

## **10. Information on the amounts calculated by the Issuer, other assets transferred and guarantees granted to the Members of the Board, director and company providing accounting services**

Members of Board of INVL Baltic Farmland, AB did not receive annual benefit (bonus) since the start of activity of the company until the end of the reporting period.

The calculated remuneration to the director of the Company totalled to 2.048 litas, on the average 1.000 litas per month.

The payment for the company providing accounting services amounted to 400 litas since the beginning of company's activity until the end of the reporting period.

During the reporting period the Issuer transferred no assets, granted no guarantees, paid no bonuses or dividends and made no special payouts for the Company's manager and Members of the Board.

## **IV. INFORMATION ABOUT THE ISSUER'S AND ITS GROUP COMPANIES' ACTIVITY**

### **11. Overview of the Issuer and its group activity**

#### **11.1. Business environment**

##### **Agricultural sector**

INVL Baltic Farmland has 100% in 18 companies owning more than 3 thousand hectares of agricultural land in the most fertile regions of Lithuania. At the end of July 2014 98.9 percent of land was 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.

Cadastral measurements of the land plots as well as land plots soil tests, which have not been carried out in 2013, have been finalized in the first half of 2014.

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 can not take control in companies owning the agricultural land.

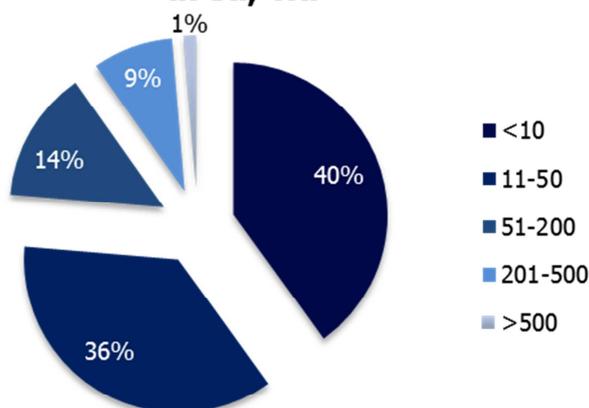
Also in May 2014, the prohibition for foreigners to buy land in Lithuania has expired. It was sought to extend the restrictions expiry term by the referendum, but it did not happen.

# INVL Baltic Farmland

According to the data of National Paying Agency, Lithuanian farmers declared working 2765.9 thousand hectares of agricultural land in 2013.

According to the data of Centre of Registers, the size of about 40.1 percent of agricultural farms is less than 10 hectare. Land market in Lithuania is not concentrated, as only 57 of land-ownership hold more than 500 hectares, which together amounts for only about 1.3 percent of common areas.

## Land-ownership according to owned area, ha



Centre of Registers, 2014

From 2011 to 2013 farmland price in Lithuania has been growing 12-20 percent per annum. Farmland market has reached very high pace already in 2013 due to numerous factors such as increase in farmers' productivity, good economic results, growing European Union subsidies and other. During the last quarter of 2013 a number of deals jumped by 69.9 percent, while during the whole 2013 trading activity was the highest during the whole history since the independence of Lithuania. Therefore, farmland price during 2013 alone has risen on average by 20.2 percent. Despite such strong moves in the market, farmland price in Lithuania is still relatively low compared to Poland and most of other European Union countries.

### Group key figures

30 June 2014	
Controlled cultivated cropland area, ha	3006
Book value of land, LTL thousand	36,456*
Average rental income per hectare in 2014, LTL	382
Consolidated equity, LTL thousand	34,115
Number of shares	3,294,209
Book value of one share, LTL	10.36

\*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 June-July 2014.

# INVL Baltic Farmland

## The balance sheet and profit (loss) summary reports

Balance sheet, LTL thousand	30 June 2014
Investment property	36,456
Trade receivables	688
Deferred tax assets	55
Cash	388
Other assets	34
Deferred income tax liabilities	2,899
Other current liabilities	607
<i>Deferred income</i>	<i>554</i>
<i>Other liabilities</i>	<i>53</i>
Consolidated equity	34,115
Profit (loss), LTL thousand	30 June 2014
Revenue	192
Income before tax	131
Net profit	112

### 11.2. Significant Issuer's and its group events during the reporting period and since the end of it, affect on the financial statement

#### The Company

- 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.

# INVL Baltic Farmland

## The group

Since the beginning of the activity of the Issuer until the end of the reporting period, there were no important events in the activities of the land owning companies. The companies rented agricultural land for farmers and agricultural companies and performed usual activity during the reporting period.

## 12. A description of the principal advantages, risks and uncertainties

### 12.1. Advantages of investments

#### *Agricultural land in Lithuania is undervalued*

Agricultural land prices in Lithuania are among the lowest in the European Union, and much lower than in neighbouring Poland. This is caused by increased land fragmentation and other reasons.

#### *Land allows saving core capital and has a low risk*

After recent market turmoil, investors are paying more and more attention on capital preservation. Investment in agricultural land is backed by assets which has only a small possibility of devaluation. Historical data shows that land, in the long term, is characterized by strong core capital preservation features. Unlike investments in exhaustible metals, oil and gas resources, a well-managed agricultural land is a completely renewable resource, which remains productive forever.

#### *Land is a good protection against inflation*

Agricultural land, as an asset class, has a positive correlation with inflation. Historically, agricultural land values rose faster than inflation, therefore agricultural land is an effective insurance against inflation and a capital preservation tool. It may be attractive to investors, who are worried about governments' inflationary policies.

#### *Land generates stable income*

Unlike other popular insurance against inflation measures, such as precious metals, land provides a regular income to the investor, which, in the low interest environment, is often higher than the deposit or bond interest. Although land investment does not bring the highest income in the real estate sector, not depreciating assets with strong price growth potential and close to 100 % occupation (unlike commercial real estate, high-quality agricultural land demand is always high, regardless of the economic environment) generate the income.

#### *Investment in land is characterized by lower income volatility*

By placing agricultural land in a diversified portfolio, investors can reduce the risk of income shortage at a time when other assets generate little or no income. While the long-term rise in agricultural commodity prices positively affect the value of land, short-term fluctuations in the price of production are assumed by the farmer rather than the landowner.

#### *Historically, land had higher yield*

In developed countries agricultural land had higher profits than other asset classes, including equities, bonds and commercial real estate, despite the lower risk (measured as the standard deviation of the annual return).

#### *Land is an attractive diversification tool*

Agricultural land yield has a low or even negative correlation with traditional asset classes like stocks and bonds, and a small positive correlation with residential and commercial real estate. These features make farmland an attractive diversification tool that can reduce the impact of general market fluctuations on diversified portfolio.

#### *Agricultural land advantages compared with other real estate investments*

Investment in agricultural land is classified as a real estate, but has unique features. This allowed agricultural land to protect itself from extreme falls in the value of assets, which were experienced by residential and commercial property during the crisis.

# INVL Baltic Farmland

## 12.2. Risk factors

Information, provided in this section, should not be considered complete and covering all aspects of the risk factors associated with the activity and securities of the public joint-stock company INVL Baltic Farmland.

### **Risk factors, associated with activities of INVL Baltic Farmland**

#### *Restriction of the purchase of agricultural land*

The public joint-stock company INVL Baltic Farmland will invest in agricultural land in Lithuania through its owned private companies. In 1 May 2014 changes to the Agricultural Land Acquisition temporary law (No. IX-1314) entered into force, providing restrictions of the purchase of agricultural land (including restriction of purchase of shares in the legal entity owning agricultural land). These restrictions mean that the public joint-stock company INVL Baltic Farmland and its owned private companies will not be able to purchase agricultural land additionally and/or acquire shares in companies owning agricultural land.

Prohibition stated in the law can reduce the amount of buyers of agricultural land, owned by subsidiaries of the public joint-stock company INVL Baltic Farmland, and thus the liquidity and price of the asset.

#### *The total investment risk*

The value of the investment in agricultural land can vary in the short term, depending on the harvest, prices of agricultural products, local demand and supply fluctuations, competition between farmers and financial situation. Investment in agricultural land should be carried out in the medium and long term, so that investor can avoid the short-term price fluctuations. Investing in real estate is connected with the long-term risks. After failure of investments or under other ill-affected circumstances (having been unable to pay for the creditors) the bankruptcy proceedings may be initiated.

#### *Agricultural production and other commodity price volatility risk*

Agricultural products and other commodities prices are historically characterized by very large fluctuations, on which, in many cases, depends the price of agricultural land. The main factor affecting profitability of agricultural business is the price of the crop (wheat, canola, etc.), but fuel, labor, fertilizers' and other commodity prices also affect the cost of agricultural activity, therefore their increase lowers profit margins and reduces the ability to pay higher prices for agricultural land leases. If high fuel, fertilizer and labor costs coincide with the fall of agricultural output prices, farmers and investors in the agricultural sector may suffer a loss.

#### *Common agricultural risk*

The public joint-stock company INVL Baltic Farmland will seek to lease its owned agricultural land to farmers and agricultural companies for the highest price possible. Factors that could adversely affect the agricultural sector may be: weather conditions (floods, droughts, heavy rains, hail, frost, weeds, pests, diseases, fire, climate change related worsening conditions and others). Any of these factors, together or separately, could have a negative impact on farmers' incomes and farmland values. Part of the risks, not all, can be insured, but the insurance costs reduce agricultural profitability, thus not all Lithuanian farmers do it.

#### *Reliance on the European Union and national subsidies*

Lithuanian and the European Union farmers' activities and profits are highly dependent on the European Union's Common Agricultural Policy (CAP) - EU and national subsidies for agricultural activities. Recent changes to the CAP are valid for the period 2014-2020 and provide that direct payments for the Lithuanian farmers in 2014 will average 149 euros, in 2020 - 196 euros per hectare (now Lithuania payments to farmers equal 144 euros) and will form 75 percent of all EU farmers received payments average.

Elimination of direct payments could have a negative impact on agricultural land rents and values.

#### *Land illiquidity risk*

Investments in agricultural land under certain market conditions are relatively illiquid, thus finding buyers for these lands can take time. Investors may consider the investment in agricultural land only if they do not have needs for the sudden liquidity.

# INVL Baltic Farmland

## *Risk of legislative and regulatory changes*

Lithuanian law, the European Union directives and other legislative changes may affect the income of farmers and agricultural land rents. For example, changes affecting agricultural products price controls, export restrictions, customs entry or withdrawal, more stringent environmental restrictions could adversely affect the profitability of agriculture.

## *Tax increase risk*

Tax laws change may lead to a greater taxation of the public joint-stock company INVL Baltic Farmland and its group companies, which in turn may reduce the profits and assets of the company.

## *Inflation and deflation risk*

It is likely that during its operational period the public joint-stock company INVL Baltic Farmland will face both inflation and deflation risks as investments in agricultural land are long term. If the profit from the agriculture land rent will be less than the inflation rate, it will result in loss of purchasing power. It is estimated that investment in agricultural land profitability is highly correlated with inflation.

## *Credit risk*

The public joint-stock company INVL Baltic Farmland will seek to lease agricultural land plots in the highest price possible to farmers in Lithuania and agricultural companies. There is a risk that tenants of the land will not fulfil their obligations - it would adversely affect the profit of the public joint-stock company INVL Baltic Farmland. Large parts of liabilities not fulfilled in time may cause disturbances in activities of the public joint-stock company INVL Baltic Farmland, there might be a need to seek additional sources of financing, which may not always be available.

The public joint-stock company INVL Baltic Farmland also bears the risk of holding funds in bank accounts or investing in short-term financial instruments.

## *Liquidity risk*

The public joint-stock company INVL Baltic Farmland may be faced with a situation where it will not be able to settle with suppliers and other creditors in time. The company will seek to maintain adequate liquidity levels or secure funding in order to reduce this risk.

## *Currency risk*

The public joint-stock company INVL Baltic Farmland forms agricultural land rental transactions in

Litas or Euros; therefore the currency risk is low. Lithuania plans to adopt the Euro since 2015. There is a risk that before the introduction the fixed LTL/EUR rate may change, which may reduce the investment value of the public joint-stock company INVL Baltic Farmland.

Changes in the currency (Litas turning into Euros) affect the recalculation of the authorised capital as well as amount of shares in the company, therefore the part of the authorised capital owned by the shareholders after the recalculation may change slightly due to the rounding.

## *Interest rate risk*

Interest rate risk mainly includes loans with a variable interest rate. The public joint-stock company INVL Baltic Farmland plans to use very small amount of debt. Rising interest rates worldwide may adversely affect the values of property - agricultural land.

## *Large shareholders risk*

Three shareholders of the public joint-stock company INVL Baltic Farmland together with related parties at the start of company's activities will hold more than 60 percent of shares and their voting will influence the election of the Members of the Boards of company, essential decisions regarding management of the public joint-stock company INVL Baltic Farmland, operations and financial position. There is no guarantee that the decisions made by the major shareholders' will always coincide with the opinion and interest of the minority shareholders. Large shareholders have the right to block the proposed solutions of other shareholders.

# INVL Baltic Farmland

## *The Split-Off from the public joint-stock company Invalda LT risk*

The public joint-stock company INVL Baltic Farmland established in the process of Split-Off of the public joint-stock company Invalda LT and took over 14.45 percent of assets, equity and liabilities of the public joint-stock company Invalda LT. If certain public joint-stock company's Invalda LT obligations will not be distributed to all companies operating after the separation, then all post-split-off-based companies will be jointly liable for it. Each of the companies' responsibility will be limited by the size of equity, attributable under the Split-Off conditions.

When any obligation of the public joint-stock company Invalda LT under the terms of the Split-Off will be assigned to one of the company, established after the Split-Off, that company will be liable to answer the obligation. If this company does not meet the whole or part of the obligation, and there is no additional guarantee provided to creditors under the Company Law, all post-split-off companies will be jointly liable for that obligation (or part of it). Each of the companies' responsibility will be limited by the size of equity, attributable under the split-off conditions.

## **Market-related risks**

### *Market risk*

Shareholders of the public joint-stock company INVL Baltic Farmland bear the risk of incurring losses due to adverse changes in the market price of the shares. The stock price drop may be caused by negative changes in assets value and profitability of the company, general stock market trends in the region and the world. Trading of shares of the public joint-stock company INVL Baltic Farmland may depend on comments of the brokers and analysts and published independent analyzes of the company and its activities. The unfavorable analysts' outlook of the shares of the public joint-stock company INVL Baltic Farmland may adversely affect the market price of the shares. Non-professional investors assessing the shares are advised to seek the assistance of intermediaries of public trading or other experts in this field.

### *Liquidity risk*

If demand for shares decreases or they are deleted from the stock exchange, investors will face the problem of realization of shares. If the financial situation of the public joint-stock company's INVL Baltic Farmland deteriorates, the demand for company's shares may drop, which will lead to fall in share price.

### *Dividend payment risk*

Dividend payment to the shareholders of the public joint-stock company INVL Baltic Farmland is not guaranteed and will depend on the profitability, investment plans and the overall financial situation of the company.

### *Tax and legal risk*

Changes in the equity-related legislation or state tax policy can change shares attractiveness of the public joint-stock company INVL Baltic Farmland. This may reduce the liquidity of the shares of the company and/or price.

### *Inflation risk*

When inflation increases, the risk, that the stock price change may not offset the current rate of inflation, appears. In this case, the real returns from capital gain on market shares for traders may be less than expected.

### *The initial stock price risk*

The shares of the public joint-stock company INVL Baltic Farmland, prior to inclusion in the stock market, have not been publicly traded. As a result, their stock price, having added them to the trading list, will be determined on the basis of the purchase and sale orders, which may depend on subjective factors, such as the market and the economic situation, as well as performance evaluation of the public joint-stock company INVL Baltic Farmland, the interest of investors. As a result, the initial share price may not reflect accurately the true value and have high fluctuations.

### *The legal status change risk*

The public joint-stock company INVL Baltic Farmland intends to apply for closed-end investment company license, issued by the bank of Lithuania. This will lead to changes in the shareholders' protection of the company and certain operating restrictions. Closed-end investment company shareholders are under no obligation to publish an official tender offer, the company has a limited duration and is a subject to certain diversification requirements. Becoming a closed-end investment company will influence only certain restrictions on the activities and supervision, which may increase the company's operating costs.

# INVL Baltic Farmland

## **13. Significant investments made during the reporting period**

During the reporting period INVL Baltic Farmland, AB has not made any acquisitions.

## **14. Information on the related parties' transactions**

Information on the related parties' transactions is disclosed in consolidated interim condensed unaudited financial statements' explanatory notes for 6 months of 2014.

## **15. Activity plans and forecast of the Issuer and it's group**

INVL Baltic Farmland intends to apply for a closed-end investment company licence and in its essence will become similar to fund.

Management of INVL Baltic Farmland, AB, will be transferred to Invalda LT Investments, company owned by Invalda LT. Company does not plan to finance its activities with considerable amount of borrowed capital. Generated cash flow should be used for dividend payments or buying up of own shares.

After closed-end investment company license is granted, the company plans to evaluate the investment environment and attract additional capital.

Director



Darius Šulnis

# AB INVL BALTIC FARMLAND

CONSOLIDATED INTERIM CONDENSED NOT-AUDITED FINANCIAL STATEMENTS  
FOR THE SIX MONTHS ENDED 30 JUNE 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 SIX MONTHS ENDED 30 JUNE 2014**

(all amounts are in LTL thousand unless otherwise stated)

---

**GENERAL INFORMATION**

**Board of Directors**

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

**Management**

Mr. Darius Šulnis (president)

**Address and company code**

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

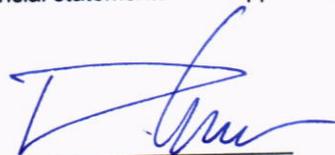
Office address  
Šeimyniškių Str. 1A,  
Vilnius,  
Lithuania

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 7<sup>th</sup> August 2014.



Mr. Darius Šulnis  
Director



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

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

(all amounts are in LTL thousand unless otherwise stated)

**Interim consolidated income statement**

		<b>I Half Year 2014</b>
		Unaudited
<b>Sales revenue</b>		<b>192</b>
Other income		7
Net gains (losses) on disposal of subsidiaries		-
Net gains (losses) from fair value adjustments on investment property	6	-
Employee benefits expenses		(15)
Exchange's, depository's and brokers' fees for securities	5	(31)
Other taxes		(7)
Accounting expenses		(7)
Vehicles maintenance and rent costs		(4)
Premises rent and utilities		(1)
Depreciation and amortisation		(2)
Allowance of trade receivables (recoveries of its)		3
Other expenses		(3)
<b>Operating profit (loss)</b>		<b>132</b>
Finance costs		(1)
<b>Profit (loss) before income tax</b>		<b>131</b>
Income tax credit (expenses)		(19)
<b>PROFIT (LOSS) FOR THE PERIOD</b>		<b>112</b>
Attributable to:		
Equity holders of the parent		112
Non-controlling interests		-
Basic and diluted earnings (deficit) per share (in LTL)		0.03

**AB INV L BALTIC FARMLAND**

**CONSOLIDATED INTERIM CONDENSED FINANCIAL STATEMENTS FOR THE SIX MONTHS ENDED 30 JUNE 2014**

(all amounts are in LTL thousand unless otherwise stated)

---

**Interim consolidated statement of comprehensive income**

	<u>I Half Year 2014</u>
	Unaudited
<b>Profit (loss) for the year</b>	<b><u>112</u></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>-</b>
<b>TOTAL COMPREHENSIVE INCOME FOR THE PERIOD, NET OF TAX</b>	<b><u>112</u></b>
Attributable to:	
Equity holders of the parent	112
Non-controlling interests	-

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

(all amounts are in LTL thousand unless otherwise stated)

**Interim consolidated statement of financial position**

	<b>As at 30 June 2014</b>	
	Unaudited	
<b>ASSETS</b>		
<b>Non-current assets</b>		
Property, plant and equipment		3
Investment properties	6	36,456
Intangible assets		15
Deferred income tax asset		55
<b>Total non-current assets</b>		<b>36,529</b>
<b>Current assets</b>		
Trade and other receivables		688
Prepayments and deferred charges		16
Cash and cash equivalents		388
<b>Total current assets</b>		<b>1,092</b>
<b>Total assets</b>		<b>37,621</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	11,113
Retained earnings		14,919
		<b>34,115</b>
<b>Non-controlling interests</b>		<b>-</b>
<b>Total equity</b>		<b>34,115</b>
<b>Liabilities</b>		
<b>Non-current liabilities</b>		
Deferred income tax liability		2,899
<b>Total non-current liabilities</b>		<b>2,899</b>
<b>Current liabilities</b>		
Current borrowings	3	-
Trade payables		34
Income tax payable		8
Advances received		554
Other current liabilities		11
<b>Total current liabilities</b>		<b>607</b>
<b>Total liabilities</b>		<b>3,506</b>
<b>Total equity and liabilities</b>		<b>37,621</b>

**AB INVL BALTIC FARMLAND**

**CONSOLIDATED INTERIM CONDENSED FINANCIAL STATEMENTS FOR THE SIX MONTHS ENDED 30 JUNE 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 I half year of 2014	-	-	-	-	-	112	112	-	112
Other comprehensive income (loss) for the I half year of 2014	-	-	-	-	-	-	-	-	-
<b>Total comprehensive income (loss) for the I half year of 2014</b>	-	-	-	-	-	<b>112</b>	<b>112</b>	-	<b>112</b>
Changes in reserves	-	-	-	-	-	-	-	-	-
<b>Balance as at 30 June 2014 (unaudited)</b>	<b>3,294</b>	-	<b>4,789</b>	<b>454</b>	<b>10,659</b>	<b>14,919</b>	<b>34,115</b>	-	<b>34,115</b>

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

(all amounts are in LTL thousand unless otherwise stated)

**Consolidated statement of cash flows**

	<u>I Half Year 2014</u>
	Unaudited
<b>Cash flows from (to) operating activities</b>	
Net profit (loss) for the period	112
<b>Adjustments for non-cash items and non-operating activities:</b>	
Valuation (gain) loss, net	-
Depreciation and amortization	2
(Gain) loss on disposal of property, plant and equipment	-
(Gain) loss on disposal of subsidiaries	-
Interest (income)	(1)
Interest expenses	1
Deferred taxes	11
Current income tax expenses	8
Allowances	(3)
	<hr/>
<b>Changes in working capital:</b>	
Decrease (increase) in trade and other receivables	150
Decrease (increase) in other current assets	(8)
(Decrease) increase in trade payables	3
(Decrease) increase in other current liabilities	(190)
	<hr/>
<b>Cash flows (to) from operating activities</b>	<b>85</b>
Income tax (paid)	(6)
	<hr/>
<b>Net cash flows (to) from operating activities</b>	<b>79</b>
	<hr/>

*(cont'd on the next page)*

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

		<b>I Half Year 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	279
Proceeds from loans		-
(Repayment) of loans	3	(2,268)
Interest (paid)		(1)
		(1,990)
<b>Net cash flows (to) from financial activities</b>		<b>(1,990)</b>
<b>Impact of currency exchange on cash and cash equivalents</b>		<b>-</b>
<b>Net (decrease) increase in cash and cash equivalents</b>		<b>(253)</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>388</b>

(the end)

## AB INVL BALTIC FARMLAND

### INTERIM CONSOLIDATED CONDENSED FINANCIAL STATEMENTS FOR THE SIX MONTHS ENDED 30 JUNE 2014

(all amounts are in LTL thousand unless otherwise stated)

---

## 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 first interim financial period of the Company, starting from the Company's establishment date 29 April 2014 and ending on 30 June 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). More than 99% of land 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. As at 30 June 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
Mrs. 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 SIX MONTHS ENDED 30 JUNE 2014**

(all amounts are in LTL thousand unless otherwise stated)

---

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

The Group consists of the Company and the following directly and indirectly 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 six months ended 30 June 2014 are as follows:

**2.1. Basis of preparation**

The interim condensed financial statements for the six months ended 30 June 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 six months ended 30 June 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 six months ended 30 June 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 six months ended 30 June 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 six months ended 30 June of 2014.

## **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 six months ended 30 June 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 six months ended 30 June 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.

## **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
--------------------------	-----------

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.

## **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.

## **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 there 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 substantively 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.

## **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.

## AB INVL BALTIC FARMLAND

### INTERIM CONSOLIDATED CONDENSED FINANCIAL STATEMENTS FOR THE SIX MONTHS ENDED 30 JUNE 2014

(all amounts are in LTL thousand unless otherwise stated)

#### 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.

**AB INVL BALTIC FARMLAND**

**INTERIM CONSOLIDATED CONDENSED FINANCIAL STATEMENTS FOR THE SIX MONTHS ENDED 30 JUNE 2014**

(all amounts are in LTL thousand unless otherwise stated)

---

**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 June 2014</b>	<b>36,456</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>-</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 June and in July 2014. Most of analogues transaction, on which property's fair value was based, were from 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.

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 1<sup>st</sup> half year of 2014. No material contractual obligations to purchase, construct, repair or enhance investment properties existed at the end of the period.

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

(all amounts are in LTL thousand unless otherwise stated)

---

**7 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 1<sup>st</sup> half year of 2014 and related half year-end balances were as follows:

<b>I Half Year 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)	-	7,300	-	25,290
AB Invalda LT (split-off)	-	-	59,261	-
UAB BAIP (Information technology maintenance services)	-	300	-	545
UAB Cedus Invest (loan)	1,225	-	-	-
	<u>1,225</u>	<u>7,600</u>	<u>59,261</u>	<u>25,835</u>
Liabilities to shareholders and management	-	-	-	-