#### PANEVĖŽIO STATYBOS TRESTAS AB

### CONSOLIDATED INTERIM FINANCIAL STATEMENTS FOR TWELVE MONTHS OF 2012

27 February 2013 Panevėžys



#### PANEVĖŽIO STATYBOS TRESTAS AB

Consolidated and Company Financial Statements for Twelve Months Ending 31 December 2012

#### Unaudited

Company register given code 147732969 Address of registered office P. Puzino Str. 1, LT-35173 Panevėžys, Lithuania

#### STATEMENT OF EXECUTIVE OFFICERS OF THE COMPANY

Hereby we confirm that on the basis of the information available to us, the Consolidated Interim Financial Statements for Twelve Months of 2012 made in accordance with the International Financial Reporting Standards is true and shows the assets, liabilities, financial state, and profit or loss of *Panevėžio statybos trestas* AB and companies of *Panevėžio statybos trestas* AB Company Group in a correct manner.

Dalius Gesevičius, Managing Director

Panevėžio statybos trestas AB

Dalė Bernotaitienė, Finance Director *Panevėžio statybos trestas* AB

ABerces



#### Main data about the issuer

Name of issuer

Public limited liability company Panevėžio statybos trestas

Authorized capital

16,350,000 Litas

Address of registered office

P. Puzino Str. 1, LT-35173 Panevėžys, Lithuania

Telephone

(+370 45) 505 503

Fax

(+370 45) 505 520

E-mail

pst@pst.lt

Legal-organization form

Public limited liability company

Registration date and place

30 October 1993, Panevėžys City Department

Registration No.

AB 9376

Code at the register of enterprises

147732969

VAT code

LT477329610

Administrator of legal entity register

State Enterprise Centre of Registers

Web address

www.pst.lt

#### Board

Remigijus Juodviršis, Chairman

Artūras Bučas

Gvidas Drobužas

Irma Abromavičienė

Vilius Gražys

#### Management

Dalius Gesevičius, Managing Director



#### Separate statement of financial position

ASSETS	31 Dec. 2012	31 Dec. 2011
Non-current assets	62,361,676	71,258,514
Intangible assets	189,483	21,105
Tangible non-current assets	15,057,724	17,340,459
Investment and amounts receivable in one		
year	46,700,848	53,423,459
Deferred tax assets	413,621	473,491
Current assets	138,197,334	137,341,907
Inventories	9,022,609	9,769,019
Advance payments	10,466,093	6,245,330
Amounts receivable	75,698,974	60,206,979
Other current assets	25,117,408	17,433,755
Cash and cash equivalents	17,892,250	43,686,824
TOTAL ASSETS	200,559,010	208,600,421

EQUITY AND LIABILITIES	31 Dec. 2012	31 Dec. 2011
Equity	131,868,420	130,434,694
Share capital	16,350,000	16,350,000
Reserves	6,963,400	7,553,805
Retained profit (loss)	108,555,020	106,530,889
Translation reserve		
Minority share		
Amounts payable and liabilities	68,690,590	78,165,727
Amounts payable in one year and long term liabilities	2,135,733	2,642,945
Loans and borrowings	0	537,785
Warranty provision	1,195,432	1,060,670
Deferred tax liabilities	940,301	1,044,490
Amounts payable in one year and short		
term liabilities	66,554,857	75,522,782
Loans and borrowings	539,517	1,582,227
Trade payables	42,547,398	35,536,154
Prepayments received	2,624,945	16,523,170
Current tax payable	19,858	2,060,324
Other liabilities	20,823,139	19,820,907
TOTAL EQUITY AND LIABILITIES:	200,559,010	208,600,421



#### Consolidated statement of financial position

ASSETS	31 Dec. 2012	31 Dec. 2011
ASSETS	31 Dec. 2012	31 Dec. 2011
Non-current assets	39,765,377	39,699,308
Intangible assets	363,992	179,792
Tangible assets	37,066,533	22,833,766
Other investment and amounts receivable		
in one year	148,777	14,632,296
Other intangible assets	2,186,075	2,053,454
Current assets	195,933,180	187,212,768
Inventories	59,167,530	50,023,833
Advance payments	15,276,564	8,624,496
Amounts receivable	84,146,547	71,635,644
Other assets	13,768,039	6,865,724
Cash and cash equivalents	23,574,500	50,063,071
TOTAL ASSETS:	235,698,557	226,912,076

EQUITY AND LIABILITIES	31 Dec. 2012	31 Dec. 2011
Equity	116,020,464	111,895,019
Share capital	16,350,000	16,350,000
Reserves	7,959,110	8,572,752
Retained profit (loss)	91,510,925	86,400,093
Translation reserve	200,429	572,174
Minority share	4,940,669	4,534,146
Amounts payable and liabilities	114.737,424	110,482,911
Amounts payable in one year and long term liabilities	13,823,282	5,099,692
Loans and borrowings	9,452,719	1,663,643
Provisions	2,122,089	1,981,768
Deferred tax liabilities	2,018,831	1,349,995
Grants and subsidies	38,250	45,900
Other payable amounts	191,393	58,386
Amounts payable in one year and short term liabilities	100,914,142	105,383,219
Loans and borrowings	14,376,391	16,333,899
Trade payables	50,152,221	39,590,984
Prepayments received	10,882,524	22,486,770
Current tax payable	68,275	2,093,659
Other liabilities	25,434,731	24,877,907
TOTAL EQUITY AND LIABILITIES:	235,698,557	226,912,076



#### Separate statement of comprehensive income

ITEM	31 Dec. 2012	31 Dec. 2011	SeptDec. 2012	SeptDec. 2011
SALE	262,847,052	218,714,318	78,309,374	65,657,347
COST OF SALE	24,743,0383	204,115,184	73,238,394	61,841,628
GROSS PROFIT (LOSS)	15,416,669	14,599,134	5,070,980	3,815,719
OPERATING EXPENSES	13,985,809	10,445,970	4,432,228	2,399,102
Sale	325,262	337,271	76,726	88,916
General and administration	13,660,547	10,108,699	4,355,502	2310,186
TYPICAL OPERATING PROFIT (LOSS)	1,430,860	4,153,164	638,752	1,416,617
OTHER ACTIVITIES	-74,687	-160,344	-55,958	-80,309
Income	980,420	890,500	224,099	227,738
Expenses FINANCIAL AND INVESTMENT	1,055,107	1,050,844	280,057	308,047
ACTIVITIES	955,743	573,717	147,953	1,083,199
Income	1,521,124	1,679,655	348,174	473,359
Expenses	565,381	1,105,938	200,221	-609,840
USUAL ACTIVITY PROFIT (LOSS)	2,311,916	4,566,537	730,747	2,419,507
WINDFALL PROFIT				
LOSSES				
PROFIT (LOSS) BEFORE TAXATION	2,311,916	4,566,537	730,747	2,419,507
PROFIT TAX	863,767	2,970,595	-381,482	1,515,093
NET PROFIT (LOSS)	1,448,149	1,595,942	1,112,229	904,414



#### Consolidated statement of comprehensive income

ITEM	31 Dec. 2012	31 Dec. 2011	SeptDec. 2012	SeptDec. 2011
SALE	300,141,797	285,548,556	88,965,084	85,797,641
COST OF SALE	277,378,650	264,018,822	82,769,689	80,943,862
GROSS PROFIT (LOSS)	22,763,147	21,529,734	6,195,395	4,853,779
OPERATING EXPENSES	20,062,923	15,514,030	5,395,715	4,183,644
Sale	1,013,686	756,346	237,032	197,886
General and administration	19,049,237	14,757,684	5,158,683	3,985,758
TYPICAL OPERATING PROFIT (LOSS)	2,700,224	6,015,704	799,680	670,135
OTHER ACTIVITIES	1,395,557	-345,564	-83,391	-160,986
Income	2,616,256	876,939	238,281	188,571
Expenses FINANCIAL AND INVESTMENT ACTIVITIES	1,220,699 2,522,949	1,222,503 -1,370,585	321,672 2,308,541	349,557 1,791,157
Income from other financial activities	3,998,037	973,660	2,680,580	365,193
Other expenses of financial activities	1,475,088	2,344,245	372,039	-1,425,964
USUAL ACTIVITY PROFIT (LOSS)	6,618,730	4,299,555	3,024,830	2,300,306
WINDFALL PROFIT				
LOSSES				
PROFIT (LOSS) BEFORE TAXATION	6,618,730	4,299,555	3,024,830	2,300,306
PROFIT TAX	1,567,163	3.405,089	132,881	1,393,847
NET PROFIT (LOSS)	5,051,567	894,466	2,891,949	906,459
ATTRIBUTABLE TO SHAREHOLDERS	4,511,611	1,467,942	2,041,334	848,886
ATTRIBUTABLE TO MINORITY INTEREST	539,956	-573,476	850,615	57,573





## Separate statement of changes in equity

In Litas	Authorized capital	FA revaluation	Legal	Deferred	Total
Balance as of 31 December 2010 Revaluation of tangible non-current assets Unrecognized profit (loss) for 2010 Net profit (loss) for 2010 Dividend	16,350,000	9,119,597 -2,604,824 -595,998	1,635,030	105,483,449 595,998 1,595,942 -1,144,500	132,588,076 -2,604,824 0 1,595,942 -1,144,500
Balance as of 31 December 2011 Unrecognized net profit (loss) for 2012 Net profit (loss) for 2012 Revaluation of fixed assets	16,350,000	<b>5,918,775</b> -575,982 -14,423	1,635,030	10 <b>6,530,889</b> 575,982 1,448,149	130,434,694 0 1,448,149 -14,423
Balance as of 31 December 2012	16,350,000	5,328,370	1,635,030	108,555,020	131,868,420

# Panevėžio statybos trestas AB Interim Financial Statements for 2012

# Consolidated statement of changes in equity

	Authorized capital	Revaluation	Legal	Influence of change in exchange rate	Accumulated profit	Losses per parent company share	Minority part	Total
Balance as of 1 January 2011	16,350,000	9,784,208	2,020,212	434,660	85,449,807	114,038,887	4,820,707	118,859,594
Change in revaluation reserve and deferred tax liability  Net profit (loss) for 2011  Dividend  Currency rate change		-637,968		137,514	637,968 1,467,942 -1,144,500	0 1,467,942 -1,144,500 137,514	-573,475	0 894,467 -1,144,500 424,428
Revaluation of tangible non- current assets Reserves formed		-2,604,824	11,124		-11,124	-2,604,824		-2,604,824
Balance as of 31 December 2011	16,350,000	6,541,416	2,031,336	572,174	86,400,093	111,895,019	4,534,146	116,429,165
Change in revaluation reserve and deferred tax liability  Net profit (loss) for 2012		-617,897			617,898 4,511,611	4,511,611	539,956	5,051,567
Influence of currency rate change				-371,745		.371,745	-133,433	-505,178
Revaluation of tangible non- current assets Reserves formed		-14,422	18,677		-18,677	-14,422		-14,422
Balance as of 31 December 2012	16,350,000	5,909,097	2,050,013	200,429	91,.510,925	116,020,464	4,940,669	120,961,133



#### Separate statement of cash flows

III Litas	JanDec. 2012	JanDec. 2011
Cash flow from operating activities		
Net profit (loss)	1,448,149	1,595,942
Depreciation and amortisation	3,846,816	4,865,840
Revaluation of non-current assets		387,147
Non-current asset transfer result	-74,263	-107,904
Income tax expense	863,767	2,970,595
Other non-monetary items	-73,084	-4,328,910
	6,011,385	5,382,710
Change in inventories	746,410	-6,830,118
Change in trade and other amounts receivable	-15,491,995	-21,302,652
Change in prepayments	-4,220,763	-5,389,144
Change in amounts receivable after one year	7,999,924	-123,540
Change in other assets	-5,603,675	-2,269,737
Change in trade payables	7,011,244	16,709,942
Change in prepayments received	-13,898,225	2,415,450
Change in provisions and other liabilities	2,761,979	5,740,302
	-14,683,716	-5,666,787
Income tax paid	-4,697,758	-1,736,597
Net cash from operating activities	-19381,474	-7,403,384
Cash flow from investing activities		
Acquisition of long term assets (excl. investment)	-1,727,367	-1,750,182
Transfer of long term assets (excl. investment)	83,513	174,583
Acquisition of investments	-500	0
Loans issued	-19,111,601	-28,260,616
Change in term deposits	0	23,310,915
Loans recovered	15,995,316	18,863,547
Dividends and interest received	380,349	1,619,308
Net cash used in investing activities	-4,380,290	13,957,555
Cash flow from financial activities		
Dividends paid	-15,067	-1,174,445
Repayments from loans and borrowings		
Payment of finance lease liabilities	-1,580,495	-2,161,267
Interest paid	-437,248	-379,155
Net cash from (used in) financing activities	-2,032,810	-3,714,867
Increase (decrease) in net cash flow	-25,794,574	2,839,304
Cash and its equivalent at the beginning of the		
period	43,686,824	40,847,520
Cash and its equivalent at the end of the period	17,892,250	43,686,824



#### Consolidated statement of cash flows

In Litas	JanDec.	JanDec.
	2012	2011
Cash flow from operating activities		#1#FF 1 1#FF
Net profit (loss)	5,051,567	894,466
Elimination of other non-monetary items	4.660.200	5 660 510
Depreciation and amortization costs	4,660,399	5,660,518
Income tax expense	1,567,163	3,405,089
Other non-monetary items	-2,482,560	-8,244,504
	8,796,569	1.715,569
Change in inventories	-9,143,697	-9,008,645
Change in amounts receivable	-12,510,903	-30,231,760
Change in prepayments	-6,652,068	-5,099,822
Change in other assets	1,589,956	-1,915,044
Change in trade payables	10,561,237	17,280,820
Change in prepayments received	-11,604,246	5,491,223
Change in provisions and other liabilities	1,317,293	7,171,475
	-17,645,859	-14,596,184
Income tax paid	-4,811,223	-3,431,397
Elimination of results from financial and investing		
activities	927,108	831,900
Net cash from operating activities	-21,529,974	-17,195,681
Cash flow from investing activities		
Acquisition of non-current tangible and intangible		
assets	-16,288,018	-2,992,152
Transfer of non-current assets	86,032	48,799
Investment acquisition	-1,000	0
Change in term deposits	0	23,244,953
Loans issued	-20,000	-2,595,061
Loans recovered	6,012,248	2,535,963
Dividends and interest received	362,748	907,215
Net cash used in investing activities	-9,847,990	21,149,717
Cash flow from financial activities		
Dividends and share of profit paid	-15,067	-1,174,445
Proceeds from loans and borrowings	7,608,329	1,329,113
Repayments from loans and borrowings	7,000,527	1,527,115
Payment of finance lease liabilities	-1,776,761	-2,373,423
Interest paid	-927,108	-831,900
	4,889,393	-3,050,655
Net cash from (used in) financing activities	4,009,393	-3,030,033
Increase (decrease) in net cash flow	-26,488,571	903,381
Cash and cash equivalent in the beginning of the		Department of States
period  Coch and coch equivalent at the and of the	50,063,071	49,159,690
Cash and cash equivalent at the end of the period	23,574,500	50,063,071



#### EXPLANATORY NOTE

#### **General Information**

Panevėžio statybos trestas AB (hereinafter "the Company") was established in 1957 and for a long tome was known as the North Lithuania Construction Trust (*Šiaurės Lietuvos statybos trestas*). In 1991 the Company was registered as a State Capital Company. On 30 October 1993 the State Capital Company was reorganized to a Public Limited Liability Company. Company code 147732969, VAT code LT477329610. Registration certificate No. 013732, issued on 27 September 2004 by the State Register Centre Panevėžys Branch.

The Company comprises the following branches: *Gerbusta*, *Pastatų apdaila*, *Genranga* and *Klaipstata*. These branches keep separate records, but their assets, liabilities and financial results are included when preparing financial accountability of the Company. The Company has its representative offices in Cherepovets, a branch in Kaliningrad, a permanent establishment in the United Kingdom of Great Britain and Northern Ireland and a permanent establishment registered in the Kingdom of Sweden this year. The financial year of the Company is the calendar year. The period of commercial-economic activities of the Company is unlimited.

The main activity of the Company and its subsidiaries (hereinafter "the Group") is designing and construction of various buildings, structures, facilities, communications and other similar objects in Lithuania and abroad, real estate development. In addition to the listed activities the Company rents out premises and equipment, resells utility and communication services.

As of 31 December 2012 the Group includes the parent company and 9 subsidiaries:

Subsidiaries	Type of activities	Share controlled (per cent)	Registered address
Skydmedis UAB	Production of wood constructions	100	Pramonės Str. 5, Panevėžys Tel.: +370 45 583341
Metalo meistrai UAB	Production of metal constructions	100	Tinklų Str. 7, Panevėžys, Tel. +370 45 464677
Vekada UAB	Electrical installation works	96	Marijonų Str. 36, Panevėžys Tel.: +370 45 461311
Vilniaus papėdė TŪB	Construction works	69	Švitrigailos Str. 8, Vilnius Tel.: +370 5 2609405
Alinita UAB	Ventilation and conditioning systems in buildings	100	Dubysos Str. 31, Klaipėda Tel.: +370 46 340363
KINGSBUD Sp.zo.o.	Wholesale in construction materials	100	A.Patli 16-400 Suwalki, Poland



PS TRESTS SIA	Construction	100	Vietalvas Str. 5, Riga
BALTILSTROIJ 000	Construction	100	Sovetskij Ave. 43, Kaliningrad Tel.: 0074012350435
PST Investicijos UAB	Real estate development	68	Konstitucijos Ave. 7, Vilnius Tel.:+370 5 2728213
Subsidiaries of PST investig	eijos UAB:		
Ateities projektai UAB	Real estate development and sales	100	Lvovo Str. 25, Vilnius
Šeškinės projektai UAB	Real estate development and sales	100	Lvovo Str. 25, Vilnius
Sakališkės UAB	Real estate development and sales	100	Lvovo Str. 25, Vilnius
Kauno erdvė UAB	Real estate development and sales	100	Lvovo Str. 25, Vilnius
Verkių projektas UAB	Real estate development and sales	100	Lvovo Str. 25, Vilnius
ISK Baltevromarket ZAO	Construction investment company	100	Chernyakhovsk Str. 6, Kaliningrad

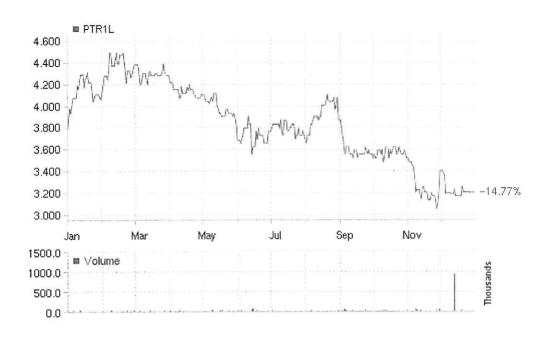
#### Authorized capital of the company and its structure

As of 31 December 31 2012, the authorized capital of the Company was 16,350,000 Litas, it was divided into 16,350,000 ordinary registered shares (hereinafter referred to as ORS), the par value of one share being 1.00 Litas. All shares are intangible and fully paid. The property right for the shares is proved by the record in the stock accounts. The shares of *Panevėžio statybos trestas* AB are traded at the Vilnius Stock Exchange. On 31 December 2012 the total number of the shareholders who under the ownership right held or controlled more than 5 percents of the authorized capital of the Company was 2270:

Name, surname of a shareholder (company name, type, headquarter address, company code)	Number of ordinary registered shares held by a shareholder under ownership right (pcs.)	Share of the authorized capital held (%)	Portion of votes granted by the shares held under the ownership right (%)	Portion of votes owned by the shareholder along with acting persons (%)
Panevėžio keliai AB S. Kerbedžio Str. 7, Panevėžys, Company code: 147710353	8,138,932	49.78	49.78	
SWEDBANK (Estonia) Clients Liivalaia, Tallin Estonia Company code:10060701	987,598	6.04	6.04	
Freely negotiable shares	7,223,470	44.18	44.18	



#### Variation in price of the company shares at the Stock Exchange for January through December 2012 (in Litas)



Last price 31 Dec. 2011	Average price for 2011	Highest price for 2011	Lowest price for 2011	Last price 31 Dec. 2011
3.764 Litas	3,565 Litas	4.554 Litas	3.056 Litas	3.208 Litas

#### Basis of interim financial statement preparation

The figures in the interim financial statement are presented in the national currency of Lithuania, Litas, which is also the Company's functional currency.

The same accounting principles were applicable to both - the interim financial statement and to the annual financial statement.

The following currency rates were used when preparing the interim financial statement:

Currency	31 Dec. 2012	31 Dec. 2011
1 EUR	3.4528	3.4528
1RUB	0.0859	0.0833
1 GBP	4.2015	4.1310
1 PLN	0.84739	0.7851



#### Principles of consolidation

Subsidiary companies are the companies controlled by the parent company. Such control is defined as a capability to a company to have determinant effect on other company, manage and influence financial and economic activities to get benefit from that company. For the purposes of control assessment the total available number of shareholders' votes at the General Meeting of Shareholders is considered. The financial statements of subsidiary companies are included into the Consolidated Financial Statement from the day of control gain and are excluded from the day of control loss. During consolidation of financial statement the income and expenses, amounts receivable and payable and unrealized results of the Company Group are eliminated.

#### Investment in non-current assets

In the year 2012 the investments of the Group in acquisition of non-current assets amounted to 16,288,018 Litas: *Panevėžio statybos trestas* AB acquired non-current assets for 1,727,367 Litas and *Verkių projektas* UAB invested 13,614,560 Litas in construction of the business centre *Ulonų verslo centras*. In 2012 the costs related to depreciation and amortization of assets of the Group amounted to 4,660,399 Litas, including 3,846,816 Litas accounted for in the Financial Statement of *Panevėžio statybos trestas* AB.

#### Loans

As of 31 December 2012, the Group had the loans in the amount of 23,197,601 Litas: all loans are of the Company Group of *PST investicijos* UAB including long-term and short-term bank credits in the amount of 19,427,720 Litas.

#### Guarantees, sureties

As of 31 December 2012, the guarantees issued by credit institutions for liabilities of *Panevėžio statybos trestas* AB amounted to 21,300,591 Litas, including 17,112,158 Litas for issued Performance Guarantees.

#### Transactions with associated parties

There were no significant transactions made with any associated parties.

#### Dividends

The Annual General Meeting of the Shareholders of *Panevėžio statybos trestas* AB that took place on 26 April 2012 made the decision to pay no dividends for the year 2011.



#### Significant changes in the interim financial statement during the reporting period

Referring to the unaudited data, the Company Group of *Panevėžio statybos trestas* AB (PST) was on the income of 300.1 mln. Litas, that is by 5.1 percents more than last year, and made net profit amounting to 5 mln. Litas. The PST Company was on the income of 262.8 mln. Litas and made net profit in the amount of 1.4 mln. Litas.

In 2012 *Panevėžio statybos trestas* AB successfully completed fulfilment of the contract with *Fortum Klaipėda* UAB for construction of Klaipėda CHP Plant, finished construction and put into use the real estate project *Ulonų verslo centras* (Ulonai Business Centre).



#### The performance results of Panevėžio statybos trestas AB Group and the Company (in thousands Litas):

	Group			Company		
	2010	2011	2012	2010	2011	2012
Income	200,529	285,549	300,142	168,903	218,714	262,847
Gross profit	29,495	21,530	22,763	21,807	14,599	15,417
Gross profit margin (per cent)	14.71	7.54	7.58	12.91	6.67	5.87
Net profit	17,865	0,894	5,052	10,145	1,596	1,448
Nets profit margin (per cent)	8.91	0.31	1.68	6.01	0.73	0.55
Profit per share (Litas)	0.94	0.09	0.28	0.62	0.10	0.09
Profit before taxes, interest, depreciation and amortization EBITDA	27,179	10,792	12,206	17,352	9,857	6,596
EBITDA margin (per cent)	13.6	3.8	4.07	10.3	4.51	2.51
Return on equity (per cent) (ROE)	15.7	0.80	4.35	7.65	1.22	1.10
Return on assets or asset profitability (ROA)	8.99	0.39	2.14	5.44	0.77	0.72
Return on investments (ROI)	12.82	0.73	3.75	7.4	1.2	1.08
Current liquidity ratio	2.69	1.79	1.94	2.25	1.82	2.08
Acid test (Quick) ratio	2.05	1.31	1.36	2.2	1.69	1.94
General liquidity ratio	1.43	1.01	1.01	2.46	1.67	1.92
Asset to equity ratio	0.57	0.49	0.49	0.71	0.63	0.66
Book value per share	6.97	6.84	7.10	8.11	7.98	8.07
Ratio of share price and book value (P/BV)	0.96	0.55	0.45	0.83	0.74	0.40

