



**General Commercial Reg. Number: 346001000**  
**AVLONAS ATTICA, DRASEZA PLACE (Industrial park Avlona)**

**ANNUAL FINANCIAL REPORT**  
**PERIOD FROM 1<sup>ST</sup> JANUARY TO 31<sup>ST</sup> DECEMBER 2015**  
**In accordance with International Financial Reporting Standards (IFRS)**  
**(As adopted by the European Union)**

It is asserted that this Annual Financial Report for 2015 (01.01.2015-31.12.2015) is conducted according to article 4 of the Law 3556/2007 and the relevant Decisions of the Hellenic Capital Market Commission is the one which approved by the Board of Directors of "ELTON INTERNATIONAL TRADING COMPANY S.A.", on March 29<sup>th</sup> 2016 and is posted on [www.elton.gr](http://www.elton.gr), where it will remain at the disposal of the investing public for at least five (5) years after its publication.

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## STATEMENTS OF THE MEMBERS OF THE BOARD

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The following members of the Board of Directors of the Company "ELTON INTERNATIONAL TRADING COMPANY S.A." and especially:

1. Nestor Papathanasiou of Dimitrios, Chairman of the Board of Directors and CEO
2. Alkistis Papathanasiou of Nestor, executive member of the Board
3. Katy Andreou of Ioannis, executive member of the Board,

with our above-mentioned status and according to article No. 4, paragraph 2, of the law 3556/2007, as it stands today, and as especially assigned from the Board of Directors of the Public Listed Company under the name "ELTON INTERNATIONAL TRADING COMPANY SA" (hereafter referred to as the "Company" or as "ELTON"), we state and we assert that to the best of our knowledge:

(a) The financial statements of the Company (and the consolidated) for the period 2015 (01.01.2015-31.12.2015), which were prepared according to the current accounting standards, depict in a truthful way the assets and the liabilities, the equity and the results of the Group and the Company, as well as the companies' which are included in the consolidation as total, and

(b) The Report of the Board of Directors of the Company presents in a truthful way the significant events that took place in the financial year of 2015, the evolution and the position of the Company, as well as the companies that are included in the consolidation as a total, including the main risks and uncertainties they face.

Avlonas Attica, March 29<sup>th</sup> 2016

The asserting,

President of BoD and CEO

Executive member of the  
Board

Executive member of the  
Board

Nestor D. Papathanasiou  
ID card AB 606775

Alkistis N. Papathanasiou  
ID card AE 105490

Katy I. Andreou  
ID card AB 237937

## Annual Report of the Board of Directors for the period 2015 (including the State of Corporate Governance)

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### INTRODUCTION

The present Report of the Board of Directors (from now on referred to as the "Report") which follows refers to the financial year of 2015 (01/01/2015 - 31/12/2015).

This Report, was compiled and is in line with the relevant stipulations of the law 3556/2007 (Government Gazette 91A'/30.04.2007) and the relevant executive decisions of the Hellenic Capital Market Commission and in particular the decision 7/448/11.10.2007 of the Board of the Capital Market Commission.

The present Report contains in a brief, but substantive manner all the important units, which are necessary, based on the above-mentioned legislative frame and depicts in a truthful way all the relevant indispensable according to the law information, in order to deduce a substantive and well-founded appraisal of the activity, during the time period in question, of the company "ELTON INTERNATIONAL TRADING COMPANY SA" (hereafter referred to as the "**Company**" or "**Issuer**" or as "**ELTON**") as well as the Group.

In the Group, apart from ELTON, also the following associated companies are included:

- a) ELTON CORPORATION SA, which is located in Bucharest Romania, Campului street 5, Pantelimon, in which ELTON participates a 100%.
- b) ELTON CORPORATION LTD, which is located in Sofia Bulgaria, Botevgradsko Shose Blvd., 2<sup>nd</sup> kilometer from the ring-road /direction to Varna/1855 Dolni Bogrov, in which ELTON participates a 100%.
- c) ELTON CORPORATION DOO, which is located in Belgrade Serbia, Sanje Zivanovica 27a, in which ELTON participates a 100%.
- d) ELTON PLS, which is located in Avlona Attica , Draiseza place , in which ELTON participates a 70%.
- e) ELTON CORPORATION O.O.O., which is located in Kiev Ukraine, Mezhygorskaya str.82 "A", office 303, 04080, in which ELTON participates a 100%.
- f) MARMARA ENDUSTRIYEL KIMYEVI MADDELER SANAYI VE TICARET ANONIM SIRKETI, which is located in Besiktas municipality of Istanbul, in which ELTON participates a 70% (indirect participation through the 100% subsidiary ELTON CORPORATION S.A. Romania)

This report was prepared in accordance with the terms and conditions of the pre-described legal framework, notably Article 4 of L.3556/2007 and Article 4 of Decision 7/448/11.10.2007 of the Board of the Capital Market Commission and accompanies the financial statements for the year 2015 (1.1.2015-31.12.2015).

Given that the Company also prepares consolidated financial statements, the present report is single, the main point of reference is the consolidated financial figures of the Company and

the associate companies, and the parent company's figures are referred to when it is considered necessary in order to better understand its content.

This Report is included integral, with the financial statements of the Company and the other elements and statements that are dictated by the law, in the Annual Financial Report that includes the Corporate Government Statement and refers to the financial year of 2015.

The sections of the Report and their content are as follows:

## **SECTION A**

### **Important Events during the Fiscal Year of 2015**

The important events which took place during the fiscal year 2015 (01.01.2015-31.12.2015) in the order they took place, for the Company and the Group are the following:

#### **27/03/2015 - Announcement of the Financial Calendar 2015**

In accordance with articles 4.1.2 and 4.1.4.3.1 of Rulebook of ASE, ELTON SA announces the Financial Calendar for the year 2015 according to which:

Announcement date of the annual Results 2014: Tuesday 31<sup>st</sup> March, 2015.

The Annual General Meeting of Shareholders will be held Wednesday 24<sup>th</sup> June 2015.

It is noticed that the Board of Directors of the Company intends to propose dividend distribution for the year 2014 to the Annual General Meeting.

Dividend right cut: Monday 29 June 2015.

Dividend 2014 beneficiaries: the shareholders of the Company who are registered in the files of the Intangible Securities System on Tuesday 30 June 2015.

Date of dividend payment is Monday 6 July 2015.

Details will be given by announcement of the company at a later date. The company retains the right to change the above dates if timely notification of the public by amending the present, according to the provisions of the Athens Exchange Rulebook.

#### **31/03/2015 - Publication of Financial Results 2014**

#### **29/05/2015 - Invitation to Annual General Meeting**

#### **29/05/2015 - Publication of Financial Results for First Quarter 2015**

#### **24/06/2015 - Decisions of the Annual General Assembly 24/06/2015**

It is announced that on 24/06/2015 at the offices of the company in the municipality of Avlona, place Draseza (Industrial Park) took place The Annual General Meeting of shareholders of our Company after the 25/05/2015 invitation of BoD, which was attended by twelve (12) shareholders (ten in person and two by proxy), representing a total of 21.811.003 shares, i.e. 81,5969 % of the share capital of the company.

On the issues of the agenda following decisions were taken:

1. Unanimously approved by votes 21.811.003 for total that were present 21.811.003, i.e. 100% of the present shareholders and votes, the Annual Financial Statements for the fiscal year 1/1-31/12/2014 and Financial Statements & Information of fiscal year 1/1-31/12/2014, which are included in the Annual Financial Report for the fiscal year 2014 according to the Article 4 of Law 3556/2007.
2. Unanimously approved by votes 21.811.003 for total that were present 21.811.003, i.e. 100% of the present shareholders and votes, the Board of Directors' Report and Audit Report of Independent Certified Auditor - Accountant on the annual Financial Statements for the fiscal year 1/1/2014-31/12/2014 and the information specified in Article 10 of L.3401/2005.
3. It was not approved by votes 15.718.435 for total those were present 21.811.003, i.e. 72,0665% of the present shareholders and votes, the dividend distribution of the company's profits for the fiscal year 1/1-31/12/2014.
4. Unanimously approved by votes 21.811.003 for total that were present 21.811.003, i.e. 100% of the present shareholders and votes, to discharge the Members of the Board of Directors and of the Auditors from any compensation liability regarding Annual Financial Statements and the activities during the fiscal year that ended on 31.12.2014.
5. Unanimously approved by votes 21.811.003 for total that were present 21.811.003, i.e. 100% of the present shareholders and votes, the fees of the Board of Directors members for the year 1/1/2014-31/12/2014.
6. Unanimously pre-approved by votes 21.811.003 for total that were present 21.811.003, i.e. 100% of the present shareholders and votes, the fees of the Board of Directors members for the year 1/1/2015-31/12/2015.
7. Elected by votes 21.806.694 for total that were present 21.811.003, i.e. 99,9802% of the present shareholders and votes, the audit firm SOL SA for the audit of annual year 2015.
8. Approved by votes 20.677.265 for the total that were present 21.811.003, i.e. 94,8020% of the present shareholders and votes, the election of new Board of Directors and definition of the independent not executive members, according to the article 3 of L.3016/2002 as applicable. The new Board of Directors will consist of Nestor Papathanasiou, Alkistis Papathanasiou, Electra Papathanasiou, Kathy Andreou, Michalis Chatzis and Christos Poulis. The mandate of the Board is three years.
9. Approved by votes 21.806.694 for total that were present 21.811.003, i.e. 99,9802% of the present shareholders and votes, the contracts for work and services with Board of Directors members and third parties in accordance with Article 23a of Codified 2190/20 as applicable.
10. Approved unanimously with 21.811.003 votes out of 21.811.003 were present, namely 100% of the present voting shareholders, the granting of guarantees license or other securities in subsidiaries in accordance with article 23a of CL 2190/20 as amended.

**24/06/2015 – Board of Directors Composition**

ELTON INTERNATIONAL TRADING COMPANY S.A. announces that the new Board of Directors elected by the Annual General Meeting of June 24, 2015, was constituted as follows:

- Nestor D. Papathanasiou, Chairman and Chief Executive Officer
- Alkisti N. Papathanasiou, Executive Member
- Kathy Andreou, Executive Member
- Electra N. Papathanasiou, Non-Executive Member
- Michalis Chatzis, Independent not Executive Member
- Christos K. Poulis, Independent not Executive Member

The term of the above Board of Directors is three years and expires on 23/06/2018.

**31/08/2015 - Publication of Financial Results of 1<sup>st</sup> half 2015****09/10/2015 - Announcement of Tax Audit results**

ELTON INTERNATIONAL TRADING COMPANY S.A. informs the investing public that is completed the Company's special tax audit for the year 2014, which was conducted by the auditors in accordance with Article 65A of N.4174 / 2013, as amended, and adopted the corresponding tax Certificate Conclusion without reservation.

**20/10/2015 - Announcement of business developments****ELTON SA Group in the Turkish market**

ELTON INTERNATIONAL TRADING COMPANY SA informs the investing public that the Group as part of its commercial activities further development, has entered into an initial agreement for the acquisition of a majority stake in Istanbul based company in which the Group had no participation up to date, with an object similar to the activity of Group, namely promoting raw Materials and Chemical raw Materials.

The estimated transaction price is not materially effecting the Group's financial position.

The agreement is subject to approval by the local authorities hence ELTON INTERNATIONAL TRADING COMPANY SA will further inform investors about any developments.

ELTON Group consistent in the implementation of its strategic planning and development, through this acquisition is achieving its penetration in one among the important and ever emerging market objectives, that of Turkey.

**30/11/2015 - Publication of Financial Results of nine months 2015****2/12/2015 - ELTON SA Group in the Turkish market with new Subsidiary Company**

ELTON INTERNATIONAL TRADING COMPANY SA, further to the as of 20/10/2015 respective Press Release, is proud to announce to the investing public that within the framework of the Group commercial activities and Business Development, an Istanbul based company majority stake acquisition process, has been successfully accomplished.

The Group had retained so far no participation whatsoever in the said Company.

Similar to the Group one, the new Group Company's activity objective, is the Raw Materials and Chemical Raw Materials Promotion and Distribution.

Specifically, through its fully owned subsidiary Elton Corporation S.A. Romania, Elton Group has acquired a 70% stake of the Joint Stock Company **"Marmara Endustriyel Kimyevi Maddeler Sanayi ve Ticaret Anonim Sirketi"** seated in Besiktas, Istanbul.

The Company currently Promotes and Distributes Raw Materials and Chemical Raw Materials to Industrial Sectors such as:

- Food
- Feed
- Industrial Applications
- Personal Care, House Care, Pharma, Detergents
- Water & Surface Treatment

The Group plans comprise the new Company's current business activity; progressive penetration to all the rest industrial areas and business units, the Group operates in.

Through its new Subsidiary Turkish Company, Elton Group ensures further access to a USD 800 bil. GDP and a of 78 mil people market while out of this total country population a direct access to a total 20 mil people market through the new Subsidiary's existing presence in Istanbul and Izmir (15 mil & 5 mil respectively).

Elton Group is moreover planning the new Subsidiary's further and progressive geographical presence deployment to new areas, domestic but not only.

YE 2015 turnover estimates for the Group Turkish Company is expected at the level of TRL 11 mil or Euro 3,6 mil.

The transaction price is not materially effecting the Group's financial position.

SE Regulation, Article 3.1.7 provisions, does not apply for this acquisition.

As transaction advisor Core Capital Partners, worked exclusively for Elton Group, substantially contributing to the Turkish market mapping.

ELTON Group consistent in the implementation of its strategic planning, through this acquisition successful accomplishment, has achieved its penetration in one among the most important and ever emerging markets, that of Turkey, consisting a potential base for further development plans.



## SECTION B

### Main Risks and Uncertainties

The Group is exposed to a variety of financial risks: market risk (including changes in exchange rates), credit risk, liquidity risk, cash flow risk and fair value risk from changes in interest rates.

The overall risk management of the Group focuses on the unpredictability of financial markets and seeks to minimize their potential negative effects on the financial performance of the Group.

#### **1. Market Risk**

##### **A. Foreign exchange risk**

The Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures. Foreign exchange risks arise from future commercial transactions, recognized assets and liabilities and investments having their head office and operate abroad. The Group has certain investments in subsidiaries that are depicted in the table below, whose assets are exposed to currency risks.

COMPANY	COUNTRY	PARTICIPATION PERCENTAGE	CONSOLIDATION METHOD
ELTON CORPORATION SA	ROMANIA	100%	FULL
ELTON CORPORATION LTD	BULGARIA	100%	FULL
ELTON CORPORATION DOO	SERBIA	100%	FULL
ELTON CORPORATION OOO	UKRAINE	100%	NOT CONSOLIDATED
MARMARA ENDUSTRIYEL KIMYEVI MADDELER SANAYI VE TICARET ANONIM SIRKETI	TURKEY	70%	FULL

##### **B. Price risk**

The Group is not exposed to debt securities price risk due to their total lack.

However is exposed to changes in the value of commodities traded (Bulk chemicals) and this because their price is directly related to the price of petroleum, as valued in the current market. The risk is managed through a similar change in selling prices of the goods available.

#### **2. Cash flow and fair value interest**

##### **A. Interest risk**

The Group has no interest-bearing assets and therefore income and operating cash flows are substantially independent of changes in market interest rates.

The Group's interest risk is increased by long-term and short-term borrowings.

In particular the long-term bond loan on December 31, 2015 of the Company and of the Group amounted to 1.666.664 euros while the short-term bond borrowings at 1.666.664 euros.

The long-term bond borrowing is a common bond loan of ten years duration with semi-annual installments and six month interest charge of total initial nominal value fifteen million (15.000.000) euros. The interest rate is with fixed part (spread) per annum and variable part which is equal to the EURIBOR of the interest period.

Short-term bank borrowings of the Group and of the Company amounting to 17.921.146 euros and 13.362.248 euros respectively, was concluded with a floating interest rate.

In case of +1% or -1% change of interest rate the effects on equity and results of the Group and the Company are presented below:

A) Increase in interest rate by 1%

The results for the year and equity of the Group and the Company would be burdened by 212.545 and 166.956 euros respectively.

B) Decrease in interest rate by 1%

The results of the year and the equity of the Group and the Company would increase by 212.545 and 166.956 euros respectively.

## **B. Credit risk**

Credit risk arises from cash and cash equivalents, deposits in banks, and credit reports of customers including significant receivables and transactions.

The Group has significant concentration of receivables, mainly because of the fact that the greatest number of its claims are relating to a limited number of customers, who are international prestige multinational companies, whether they are related parties within the meaning of IAS 24 and therefore the existence of credit risk is limited.

The Group and the Company make provision for doubtful customers.

On 31 December 2015 the total amount of customers' and other trade receivables was EUR 44.248.542 and EUR 31.705.293 respectively and the provisions for doubtful debts were 3.828.568 euros and 3.001.235 euros respectively i.e. 8,65% and 9,47% which the management of the Company considers satisfactory in an environment of increased credit fluctuations.

Also the debit balances of subsidiaries on December 31, 2015 amounted to EUR 673.532 which the Company's management believes that presenting no risk of non-collecting since subsidiaries are controlled 100% by the parent.

## **C. Capital management risk**

The capital management aims to ensure the Group the ability to continue its activities in order to provide profits to the shareholders and benefits for other interested parties, while maintaining a capital structure that minimizes the cost of capital. The tools of capital management are the dividend policy, the issuance or return of capital and trading assets.

The main index used in the management of capital is the leverage factor, which is calculated as net borrowing divided by total usable capital.

Net borrowing is calculated as total borrowings (including short and long term loans) minus cash and cash equivalents.

The total usable capital is calculated by the equity that is displayed in the balance sheet plus the net borrowing.

	<b>GROUP</b>		<b>COMPANY</b>	
	<b>31/12/2015</b>	<b>31/12/2014</b>	<b>31/12/2015</b>	<b>31/12/2014</b>
Total of borrowings	21.254.474	15.947.494	16.695.576	13.764.428
Less: Cash and cash equivalents	-5.492.326	-1.164.918	-3.450.156	-431.009
<b>Net Borrowing</b>	<b>15.762.148</b>	<b>14.782.576</b>	<b>13.245.420</b>	<b>13.333.419</b>
Equity	47.441.428	44.546.676	43.137.538	41.622.609
<b>Total usable capital</b>	<b>63.203.577</b>	<b>59.329.252</b>	<b>56.382.958</b>	<b>54.956.028</b>
<b>Leverage factor</b>	<b>24,94%</b>	<b>24,92%</b>	<b>23,49%</b>	<b>24,26%</b>

It is observed that the leverage factor on 31 December 2015 in both the Group and the Company appears in percentage slightly bigger than the previous fiscal year 2014, while for the Company the leverage factor is decreased due to the increase of Equity.

#### D. Liquidity Risk

Prudent liquidity risk management implies maintaining sufficient cash and the availability of financing through sufficient credit operations. The table below analyzes the financial liabilities of the Group and the Company classified in groups by date, calculated in accordance with the remaining period from the balance sheet date until the contractual maturity date.

<b>Group 31/12/2015</b>	<b>up to 1 year</b>	<b>from 1 until 5 years</b>	<b>over 5 years</b>	<b>Total</b>
Borrowing	19.587.810	1.666.664	0	21.254.474
Trade and other liabilities	17.184.326	0	0	17.184.326
<b>Total</b>	<b>36.772.136</b>	<b>1.666.664</b>	<b>0</b>	<b>38.438.800</b>

  

<b>Group 31/12/2014</b>	<b>up to 1 year</b>	<b>from 1 until 5 years</b>	<b>over 5 years</b>	<b>Total</b>
Borrowing	12.614.166	3.333.328	0	15.947.494
Trade and other liabilities	15.462.307	0	0	15.462.307
<b>Total</b>	<b>28.076.472</b>	<b>3.333.328</b>	<b>0</b>	<b>31.409.800</b>

  

<b>Company 31/12/2015</b>	<b>up to 1 year</b>	<b>from 1 until 5 years</b>	<b>over 5 years</b>	<b>Total</b>
Borrowing	15.028.912	1.666.664	0	16.695.576
Trade and other liabilities	12.185.469	0	0	12.185.469
<b>Total</b>	<b>27.214.381</b>	<b>1.666.664</b>	<b>0</b>	<b>28.881.045</b>

  

<b>Company 31/12/2014</b>	<b>up to 1 year</b>	<b>from 1 until 5 years</b>	<b>over 5 years</b>	<b>Total</b>
Borrowing	10.431.100	3.333.328	0	13.764.428
Trade and other liabilities	10.639.501	0	0	10.639.501
<b>Total</b>	<b>21.070.601</b>	<b>3.333.328</b>	<b>0</b>	<b>24.403.929</b>

Group considers that all of the obligations to suppliers are short term. In the same category include other short-term obligations and the tax liabilities.

#### **E. Fire risk**

The Group's fixed assets (buildings, warehouses, offices, machinery and furniture) and the inventories of the Company are fully insured against fire, lightning, storm, storm, other natural disasters and acts of terrorism.

The inventories that are in warehouses of the company are insured at their acquisition value against all these risks. Additionally, there are insurance programs for loss of gross profit as a consequence of business interruption, from coverage of property damage, as well as programs covering financial losses or contingent liabilities of third parties.

Despite security of facilities, stock and employees, in any partial or total destruction or accident related to the above risks, it cannot be provides any confirmation that the Company will be indemnified directly and in full by the insurance company.

In addition, the Group's buildings are in very good condition and have been taken all appropriate measures to address this risk and minimize its consequences.

### **SECTION C**

#### **Important Transactions with Related Parties**

This section includes the most important transactions between the Company and its related parties, as they are defined by International Accounting Standard 24.

Especially in this section include:

- a) Transactions between the Company and any related party made during the fiscal year 2015, which have materially affected the financial position or performance of the Company during this period,
- b) Any changes in the transactions between the Company and any related party described in the last annual report that could have a material effect on the financial position or performance of the Company during the fiscal year 2015.

Note that the reference to those transactions which follows includes the following items:

- a) The amount of such transactions for the period 1.1-31.12.2015,
- b) The outstanding balance at end of period (31.12.2015)
- c) The nature of the related party relationship with the issuer and
- d) Any information on transactions, which are necessary for an understanding of the financial position of the Company, but only if such transactions are substantial and not been concluded under normal market conditions.

In particular the transactions and the balances between the Company and the related legal entities (subsidiaries), as defined by the International Accounting Standard 24, for the period 1.1.2015-31.12.2015 and 31 December 2015 were as follows (amounts in euro):

**TRANSACTIONS OF ELTON SA WITH RELATED PARTIES 1/1-31/12/2015**

COMPANY	SALES	PURCHASES	RECEIVABLES	OBLIGATIONS
ELTON CORPORATION SA	520.856	1.765.933	83.197	1.478.037
ELTON CORPORATION LTD	166.321	171.796	395.650	18.787
ELTON CORPORATION DOO	81.617	0	194.685	0
<b>TOTAL</b>	<b>768.794</b>	<b>1.937.729</b>	<b>673.532</b>	<b>1.496.824</b>

**TRANSACTIONS OF ELTON SA WITH RELATED PARTIES 1/1-31/12/2014**

COMPANY	SALES	PURCHASES	RECEIVABLES	OBLIGATIONS
ELTON CORPORATION SA	471.533	478.625	85.660	112.402
ELTON CORPORATION LTD	200.786	44.606	468.457	0
ELTON CORPORATION DOO	66.169	0	138.215	0
<b>TOTAL</b>	<b>738.488</b>	<b>523.231</b>	<b>692.332</b>	<b>112.402</b>

Analytically and with the objective of specific determination of the above transactions are specified the following:

Transactions and balances with related natural persons, as defined by the International Accounting Standard 24, for the period 1.1-31.12.2015 and 31 December 2015 respectively for the period 1.1-31.12.2014 and December 31, 2014 were as follows (amounts in euros):

	GROUP		COMPANY	
	1/1-31/12/2015	1/1-31/12/2014	1/1-31/12/2015	1/1-31/12/2014
Transactions and fees of managers and members of the administration from payroll and profits	868.908	661.914	720.251	512.161
Receivables from managers and BoD members	0	0	0	0
Obligations to key management personnel and BoD members	74.337	74.337	74.337	74.337

There were no changes in the transactions between the Company and its connected persons which could have a material effect on the financial position and performance of the Company for the period 1.1-31.12.2015.

All transactions described above have been concluded under normal market conditions, ie under conditions identical to those that would apply for the same or similar transactions between independent enterprises.

**SECTION D****Detailed information according to Article 4 § 7 of L.3556/2007 as valid today  
(Explanatory Report)****Structure of the share capital of the Company**

The Company's share capital amounts to 16.038.112 euro. It is divided to 26.730.187 ordinary shares with a nominal value of 0,60 euro each.

The shares are nominal and registered and listed for trading on the Hellenic Exchange Market (under "Mid Cap") of the Athens Stock Exchange.

Each share empowers the entitlement of one vote at the General Assembly.

Each share provides all the rights and creates all the obligations identified by the Law and the Company's Articles of Association. The responsibility of shareholders is limited to the nominal value of their shares.

**Restrictions to the transfer of shares of the Company**

The transfer of shares is done as stipulated by Law and there are no restrictions from the Association.

**Important direct or indirect participations**

The significant holdings of the Company are the following:

- a) ELTON CORPORATION SA, Romanian subsidiary in which the Company holds 100% of shares and voting rights
- b) ELTON CORPORATION LTD, Bulgarian subsidiary in which the Company holds 100% of the share capital.
- c) ELTON CORPORATION DOO, Serbian subsidiary in which the Company holds 100% of the share capital.
- d) ELTON PLS A.E., subsidiary in Greece, in which the Company holds 70% equity.
- e) ELTON CORPORATION OOO, Ukrainian subsidiary, in which the Company holds 100% of the share capital.
- f) MARMARA ENDUSTRIYEL KIMYEVI MADDELER SANAYI VE TICARET ANONIM SIRKETI, associated in Turkey, in which participates 70% the Romanian subsidiary ELTON CORPORATION S.A. in the share capital.

Furthermore, at 31/12/2015 the significant (more than 5% of the total voting rights of the Company) direct or indirect participations to the share capital and to the voting rights of the Company, in the sense of articles 9 to 11 of the Law 3556/2007 are the following:

- Papathanasiou Nestor, 9.673.936 shares and voting rights - percentage 36,19% (direct participation).
- Papathanasiou Eleni, 4.896.630 shares and voting rights - percentage 18,32% (direct participation).

- Papathanasiou Panagiota, 3.568.336 shares and voting rights - percentage 13,35% (direct participation).
- Papathanasiou Alkistis, 1.914.045 shares and voting rights - percentage 7,16% (direct participation).

### **Shares that offer special control rights**

There are no shares that offer special control rights.

### **Limitations in voting rights**

There is no provision in the Statute of limitations on voting rights.

### **Agreements among shareholders of the Company**

The Company is not aware neither provided by its Articles of Association of any agreements among shareholders entailing limitations on the transfer of shares or limitations on the voting rights.

### **Rules of appointment and replacement of the Board of Directors members and amendment of Articles of Association that differ from the provisions of Law 2190/1920**

The rules concerning the appointment and replacement of members of the Board of Directors and the amendment of the provisions of the Articles of Association of the Company do not differ from those envisaged in Law 2190/1920.

### **Responsibility of the Board of Directors or some of its members to issue new shares or purchase own shares of the Company according to the Article 16 of Law 2190/1920**

There is no specific authority of the Board of Directors or certain members of the Board of Directors to issue new shares, while the Board of Directors has not been authorized by the General Meeting of shareholders to purchase own shares in accordance with Article 16 of Law 2190/1920.

### **Significant agreements which are put in force, amended or terminated in the event of a change in the control of the Company following a public offer**

The Company has no agreements which are put in force, amended or terminated in the event of a change in the control of the Company following a public offer.

### **Significant agreements with members of the Board of Directors or its employees**

There are not any significant agreements with members of the Board of Directors or its employees providing for the payment of compensation, especially in the case of resignation or dismissal without reasonable cause, or in case of any other public offer.

## **SECTION E**

### **Information for Labor issues**

The management of the companies of the Group is based on a team of experienced and qualified staffs, which have full knowledge of the companies' subject and market conditions and contribute to the proper functioning and development of the companies.

In these circumstances the company executives are in harmonious cooperation among themselves and with the general management of the company. The infrastructure of the company enables direct replacement of executive without significant impact on the progress of its work.

The relations of the managers with the working staff are excellent and there aren't any labor problems. The result of these relations is the lack of court cases involving labor issues.

The Group and the Company as at 31.12.2015 are employing 201 and 113 people respectively, against 199 and 113 respectively on 31.12.2014.

One of the basic principles governing the operation of the Group is the continuous training of personnel and the strengthening of corporate culture at all levels of operations and activities of the Group.

## **SECTION F**

### **Financial and non, basic performance indices and analysis of basic financial figures of Group and the Company as compared with the prior year.**

#### **Financial and non, basic performance indices of the Group**

	<b>31/12/2015</b>	<b>31/12/2014</b>	<b>Comments</b>
Current Assets/Total Assets	75,84%	73,12%	these ratios show the proportion of funds that have been allocated to current and fixed assets
Fixed Assets/Total Assets	24,16%	26,88%	
Equity/Total Obligations	116,23%	131,91%	this ratio points to economic self-sufficiency of the company
Total Obligations/Total Liabilities	46,24%	43,12%	these ratios show the leverage of the company
Equity/Total Liabilities	53,75%	56,88%	
Equity/Fixed Assets	222,46%	211,61%	this ratio shows the extent of funding the Company's assets from equity



Current Assets/Short term Obligations	182,00%	203,96%	this ratio shows the Company's ability to cover its short term obligations by current assets
Net Results before Taxes/Total Sales	3,43%	4,65%	this ratio illustrates the overall performance of the company compared to total revenue
Net Results before Taxes/Equity	7,62%	10,42%	this ratio illustrates the effectiveness of the Company's equity
Gross Results/Total Sales	15,71%	15,88%	this ratio illustrates the percentage size of the gross profit on sales of the Company

### **Basic financial figures of 2015**

The consolidated turnover of ELTON for the fiscal year 2015 amounted to 104,8 million euro from 98,78 million euro in the corresponding period of 2014, increased 6,11 %.

The turnover of the parent company amounted to 71,55 million euro from 69,23 million euro in year 2014, increased 3,35%.

Despite the continuing negative economic climate and during 2015, the gross profit margin maintained at a very good level, slightly decreased in both the Company with 15,67% and ELTON Group with 15,71% (the corresponding figures in 2014 were 15,79% in Company and 15,88% of the Group).

Consolidated earnings before interest, taxes, depreciation and amortization (EBITDA) for the financial year 2015 totaled 5,72 million euro from 6,30 million euro last year, representing decrease 9,14%.

Mother company's earnings before interest, taxes, depreciation and amortization (EBITDA) amounted in the fiscal year 2015 at 3,61 million euro from 4,47 million euros in 2014, representing decrease 19,18%.

Earnings before taxes (EBT) of the parent for 2015 amounted to 2,15 million euro from 3,33 million in 2014, decreased 35,33%.

Earnings before taxes (EBT) of the Group for 2015 amounted to 3,62 million euros, decreased 22,07% compared to 4,64 million euros in 2014.

Net profit (NIAT) after taxes of the parent for the financial year 2015 amounted to 1,50 million euro from 2,45 million in 2014, decreased 38,81%.

Net profit after tax (NIAT) of Group for the financial year 2015 amounted to 2,70 million euro from 3,49 million the previous year, decreased 22,76%.

### **Changes of key figures of Financial position Statement for the year 2015**

It follows a brief description of changes to other key figures for the fiscal year 2015. The significant changes are as follows:

Investments in subsidiary companies increased by € 2.000.000 representing an increase of 19.62%. The change is due to the parent company's participation in the capital increase of its subsidiary company in Romania ELTON CORPORATION ROMANIA SA.

Inventories at the end of the period the Group and the Company increased by € 2.429.071 and 1.654.776 respectively, representing an increase of 14,98% and 15,58% respectively, recording rational change due to growth and increasing of sizes while maintaining relatively stable weighting of turnover (2015 and 2014 respectively, Group 17,79% and 16,42%, Company 17,16% and 15,34%).

Cash and cash equivalents of the Group and the Company increased € 4.327.408 and € 3.019.147 respectively, i.e. increase of 371,48% and 700,48% respectively.

The increase is due both to the more efficient management of claims and also due to the increase of the short-term bank loans of the Company. The short term bank loans of the Company present in the fiscal year 2015 rise € 4.597.812 i.e. 44.08%.

Equity of Group and the Company increased at € 2.894.752 and € 1.514.929 respectively i.e. increase of 6,50% and 3,64% respectively. The equity increase is due to the continuously profitability of both the Group and the Company.

Current tax obligations of Group and the Company increased by € 1.012.358 and € 1.071.329 respectively, i.e. increase of 133,13% and 269,05% respectively. Increase is mainly due to the change of the income tax rate of the Company (from 26% to 29%) and also to the increase of the percentage of the advance payment of the income tax of the Company (from 80% to 100%).

## **SECTION G**

### **Corporate Governance Statement**

(The present statement is compiled according to article 43a paragraph 3 of the Law 2190/1920 and is part of the Annual Report of the Board of Directors of the Company)

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## **INTRODUCTION**

The term "corporate governance" describes the way with which companies are managed and controlled.

Corporate governance is stipulated as a system of relationships between the management of the Company, the Board of Directors, the shareholders and other interested parts and constitutes the structure through which the targets of the company are set, the means with which to achieve these targets are set and the observation of the performance of the management is monitored.

The application of corporate governance principles promotes the competitiveness of companies and the increased transparency it offers has as a result the improvement of overall transparency in economic activity of private companies and public organizations and institutions.

On October 2013, the new Code of Corporate Governance was published. This Code was drafted at the initiative of the Hellenic Federation of Enterprises (SEV), and was later on amended, in the context of its first review by the Hellenic Corporate Governance Council (HCGC).

The Hellenic Corporate Governance Council, was founded in 2012 and is the result of synergy of the Hellenic Exchanges Group (HELEX) and the Hellenic Federation of Enterprises (SEV) that together recognized the contribution of corporate governance to the continuous enhancement of the Greek corporate institutional framework and broader business environment and also to the increase of reliability of the Greek market. Hence, since then HCGC works towards this direction.

## **1. Code of Corporate Governance**

### **1.1 Disclosure of willing compliance of the Company with the Code of Corporate Governance**

In Greece the framework of corporate governance has been developed mainly via the adoption of mandatory legislation or regulation, such as 3016/2002, which mandates the participation of non-executives and independent non-executives on the boards of Greek listed companies, as well as the establishment of an internal control function and the adoption of internal charters.

Moreover, a number of other later laws such as 3693/2008, which mandates the creation of Audit Committees and a number of significant disclosure obligations as regards the ownership and governance of companies, and Law 3884/2010 on the rights of shareholders, which includes further obligations regarding disclosure of information to shareholders, prior to General Meetings, transposed several European directives in the area of the company law, for the protection and effective updating of the whole of the shareholders.

Moreover, the Law 3873/2010 incorporates into Greek legislation EU Directive 2006/46/EC, makes obligatory the adoption of a Code of Corporate Governance.

Our company is in full compliance with the above mentioned laws (and more specifically 2190/1920, 3016/2002 and 3693/2008), which comprise the minimum content of any Code of Corporate Governance and at the same time constitute such a Code, though an informal one.

In view of the above, the Company declares and the current fiscal year that at the present time it adopts as Corporate Governance Code (CGC) the Code of Corporate Governance was formed from the Hellenic Corporate Governance Council (HCGC), available at [http://www.helex.gr/documents/10180/906743/HCGC\\_GR\\_20131022.pdf/e8e7b6da-6dd0-4c30-90e9-79fe9ca8383d](http://www.helex.gr/documents/10180/906743/HCGC_GR_20131022.pdf/e8e7b6da-6dd0-4c30-90e9-79fe9ca8383d) and states is subject to that Code by the following deviations and exceptions.

#### 1.2 Deviations from the Code of Governance and explanation of the non-compliance. Specific provisions of the Code do not applied by the Company and explanation of the reasons for non-implementation

The company states that it conforms to all the legal obligations (law 2190/1920, law 3016/2002 and law 3693/2008).

These obligations embody the minimum of any Corporate Governance Code, of listed companies.

An important addition to the new Corporate Governance Code is the adoption of the standard of non-compliance of the Company with special practices of the Code. This means that the new Code follows the rule of “comply or explain” and requires from listed companies that choose to imply it, to publish their intentions and either comply with the whole of the Code’s special practices, or explain the reasons of non-compliance with specific provisions.

Regarding the above-mentioned additional practices and rules the new CGC applies, some deviations (including the case on the non-compliance) are observed in the current period, for which a short explanation follows.

## **Part A - BoD and its members**

### **I. Role and authority of the Board of Directors**

- The BoD has not created separate committees, to manage the procedure of nominations to the Board and for the preparation of proposals for election in the BoD concerning the remuneration of the members of the BoD and the Management Team.

This divergence is justified by the fact that the Company's policy regarding remuneration of members of the Board and Management Team members is considered regular, consistent, stable and reasonable, and always adjusted to the current economic environment conditions and Group's performance. This policy is always sustained and applied by the Board, in order to avoid cases of extortionate compensations, that don't coincide with the provided services and the general economic situation of the country.

Furthermore, the non-existence of a separate committee that manages the procedure of applying candidates for the election of the Board members is explained by the fact that the applying for election candidates, from the establishment of the Company since today, meets all the necessary prerequisites and provides all the guarantees for being elected as members of the Board of Directors. They also stand out for their high professional brilliance, their knowledge, qualifications and experience. They are also of exceptional moral and personal integrity and therefore since today, there is no need for forming such a committee.

## **II. Size and composition of the Board**

- The Board is not comprised from seven (7) to fifteen (15) members.

According to the Company's Articles of Association and in particular Article 11 paragraph 1 "the Company represented in court and out of court by its Board of Directors consisting of three (3) the minimum to nine (9) the maximum members." The organization and size of the Company does not justify the existence of a multitudinous board operation which would restrict the speed and flexibility needed to dynamically changing business environment.

- The Board is not comprised in majority by non-executive members.

The existing Board of the Company, consists today of six (6) members, three (3) of which are executive and the rest three (3) are non-executive members, in which two (2) independent and non-executive are included.

The present balanced composition of the Board, has ensured during all the previous years the productive and effective operation of the Company.

The presence of two (2) independent, non-executive members of the Board, ensures the needed objectivity and neutrality in the making of decisions, without any influences of psychological, professional, family or financial character from individuals conducting the management of the Company and act as a sufficient factor to the effective operation of the Board.

The before mentioned divergence from this particular rule of the Corporate Governance Code, cannot be set in specific time frames, since the Company with its current structure and operation is not willing to comply immediately with this requisition, which is considered not to correspond with its needs, structure and operational organization.

- The policy of diversity, including the genders equilibrium of the Board members, as this has been adopted by the Board will be available at the Company's site. In the Corporate Governance Code a special statement should be included: a) regarding the diversity policy of the Company regarding the composition of the Board and of the Management Team members and b) the percentage of each gender's representation respectively.

The present Board of Directors, and all previous compositions, consists of three (3) men and three (3) women ensuring the perfect balance between genders for its members. The diversity and balance among the members of the Board are not determined by specific written policies to be uploaded on the website of the Company.

### **III. Role and characteristics of the President of the BoD**

- There is no specific discern between the President and the CEO.

This non-compliance is due to the fact that it is not considered as needed, given the structure and operation of the Company. If the Company's needs alter in the future, this matter of discernment of the Chairman and CEO will be reevaluated.

- The BoD does not appoint an independent Vice President arising from its independent Members.

This divergence has not a negative impact on the achievement of corporate aims that are defined and supported in the most effective way of existing members and existing responsibilities.

### **IV. Duties and conduct of the members of the BoD**

- the BoD has not adopted as part of its internal rules, policies to ensure that the BoD holds enough information to make decisions regarding transactions between associated parties with the diligence of a prudent businessman. These policies should also be applied during transactions of the subsidiaries of the Company with the associated parties.

Corporate Governance Statement should include a special report on the policies applied by the Company, regarding all the above-mentioned.

Although such a special and specific policy towards that direction does not exist, one that forms the framework for provision of sufficient information from the side of the BoD, in order for decisions for transactions between associated parties to be made under the diligence of a prudent businessman, the BoD while managing the Company's business issues and therefore also to transactions between the Company and its associated parties, has the diligence of a prudent businessman, in order for these transactions to be absolutely transparent and in accordance with the markets terms and conditions, but also in absolute compliance with the existing regulative law, as defined by the relevant regulations of the corporate and tax legislation. The same diligence is also shown regarding transactions of the subsidiaries of the Company with associated parties.

If it is considered necessary, the Company will proceed to the formation of a business unit that will define the procedures for guaranteeing and obtaining on behalf of the BoD, enough information, in order to base its decisions for transactions between associated parties, following the standard of the prudent businessman. Nevertheless, this particular moment and due to the vertically integrated structures of the Company such a need does not exist.

- There is no obligation for analytical disclosure of any professional bounds of the BoD members (including important non-executive bounds to companies and non-profitable organizations) before their appointment in the BoD.

This deviation is justified by the fact that the members of the BoD are distinguished for their high level of education, their professionalism and their concrete devotion to the Company, and therefore besides the absence of a statutory analytical disclosure of any professional bounds of the members of the BoD, prior their election to the Board, they would proceed to such a disclosure, if they considered that any danger of conflict of interests existed.

#### **V. Nomination of candidates for the BoD**

- there was no discrepancy in maximum terms of four (4) years incumbency of Board members According to Article 11 paragraph 3 of the Articles of Association: "The term of service of Board members is three years, to be postponed until the deadline within which to meet the next Annual General Meeting, which may not exceed four years" .

- There is no committee for selecting candidates for the BoD.

This deviation is justified by the size, structure and operation of the Company and its BoD at the time being, which do not make necessary the existence of such a committee for selecting candidates.

Besides that, every time before the election of a new BoD or new member, the Management of the Company, assures the existence and appliance of a transparent procedure, evaluates the size and the composition of the BoD or its members to be elected, examines the qualifications, knowledge, views, skills, experience, morals and integrity of the candidates and therefore the mission of a committee for selecting candidates if that existed, is fully accomplished.

#### **VI. Operation of the BoD**

- There is no specific rule for the operation of the BoD.

This deviation is justified by the fact that the Company's Articles of Association and internal regulations are considered to be adequate for the organization and operation of the BoD and ensure the full, right and on time fulfillment of its duties and the satisfactory examination of all the matters upon which the BoD makes decisions.

- the BoD at the beginning of every calendar year does not adopt a calendar of convocations and a 12month program of actions, which is eligible to alterations, according to the Company's needs.

This divergence is easily understood by the fact that all the members of the BoD are residents of Attica and therefore the calling and convocation of the BoD is easy every time is required by the needs of the Company or law, without the existence of a strict pre-defined program of actions.

- There is no provision for the support of the BoD during its work by competent, specialized and experienced secretary, which will be present during the meetings.

This is justified by the fact that a state of the art technology exists to record and map the convocations of the BoD. Furthermore all BoD members have the ability, if it is considered necessary, to ask for support from the legal consultants of the Company, in order to ensure the compliance of the BoD with the existent legal and regulatory legislation.

It is noted that according to the new Corporate Governance Code, a high level employee or a legal consultant, can act as a secretary, whilst the purpose of the secretary is the provision of practical support to the chairman and to the rest of the members of the BoD, in person and as a whole, with aim the total compliance of the BoD with the legal and Memorandum regulations and provisions. The Company will examine in the near future, the need for such a secretary.

- There is no provision for existence of programs for the introductory information for the new members of the BoD or the constant education of the rest of the members.

This deviation is explained by the fact that as members of the BoD are proposed individuals with satisfactory and proven experience, high level of knowledge, as well as organizational and managerial skills. Besides that, the Group has as a basic rule the constant education and training of its employees and managers, but also the reinforcement of the corporate consciousness in all levels, by conducting frequently educational seminars according to the sector its member is working or the duties it is responsible for. Therefore the constant training and education is the philosophy of the Company regarding all of its operations and is not restricted to the level of the members of the BoD.

- There is no provision for the supply of sufficient resources to the committees of the BoD for the fulfillment of their obligations and for the hiring of external consultants to the degree they are needed.

This deviation is explained by the fact that the Management of the Company examines and approves such resources for the hiring of external consultants based every time on the needs of the company, for being able to control the operating expenses of the Company.

## **VII. Evaluation of the BoD**

-The assessing of BoD and its committees effectiveness does not take place at least every two (2) years and not based on specific process. The Board does not assess the performance of the President in a process directed by the Vice President or other independent non-executive member, in no existence of independent Vice President.

During the current period does not exist an institutional procedure aiming to assess the effectiveness of the BoD and its committees neither is assessed the performance of the Chairman of the BoD, during a procedure directed by the independent vice-president, or even another non-executive member of the BoD in absence of the independent vice- President .

Such a procedure is not considered to be necessary due to the organizational structure of the Company, since there are no boundaries between the members of the BoD. Therefore whenever weaknesses or malfunctions concerning the organization and operation of the BoD are identified, meetings are conducted and analytical discussions are made, during which the



problems are presented, critique is being made to decisions made and other actions or statements of all the members of the BoD take place. Besides, the BoD observes and re-evaluates regularly the implementation of their made decisions, based on time plans set, while the BoD is annually assessed by the Regular General Meeting of the shareholders of the company, conducted according to the regulations and the procedure described in detail in law 2190/1920 as well as to the Articles of Association of the Company.

The Company in order to comply with this particular rule the new Corporate Governance Code has introduced, is currently in a procedure of examining the necessity of introducing a system of control and evaluation of the BoD, though the time frame of its completion cannot be accurately defined.

## **Part B- Internal Audit**

### **I. Internal Control – Audit Committee**

- There is no special and specific rule for the operation of the audit committee

This divergence is explained by the fact that the basic duties and responsibilities of the audit committee are adequately described by the existing legislation. Therefore the Company does not consider necessary at the present time the formation of a specific internal rule for the operation of the above-mentioned committee, since what comes first is the adherence of the existing legislation.

- The audit committee does not convene at least four (4) times per year

This deviation is explained by the call and meeting of the audit committee when substantial matters regarding the procedure of financial information and credibility of the financial reports of the Company rise. Besides, the aim is the conducting of meetings with purpose, where is monitoring the effectiveness of internal audit procedures and management of the risks the Company, the regular examination of its internal audit system, the management of conflict of interests while conducting transactions with associated parties and to obtain sufficient information regarding the Company's financial performance.

- No specific funds are given out to the committee for the use of external consultants.

This deviation is justified by the current composition of the audit committee and the special knowledge and experience of its members, which ensures the correct and effective operation of the committee in a sufficient way. Therefore the external service of consultants is not considered to be necessary.

In any case, if it considered to be necessary, in order to improve the structure and operation of the committee, it is implicit that the Company will provide the budget needed.

## **Part C- Compensation**

### **I. Level and structure of the compensation**

- there is no committee of compensation, comprising exclusively of non -executive members, independent in their majority, which aims at defining the compensation of the executive and

non-executive members of the BoD and thus there are no rules for the tasks of this committee, the frequency of its convocations and other issues concerning its operation.

This divergence is explained by the way the Company is structured and organized, a way that does not require the establishment of such a committee. Until today the Management of the Company redacts the procedure of defining the compensation and ensures this procedure is characterized by objectivity, transparency, professionalism and is deprived by any conflicts of interest. Regarding the specification of compensation of the BoD members, executive and non-executive ones, the Management of the Company, acts with the principle of creating a long-term company value, the sustainability of balance and meritocracy, for the skill of executives, that have the needed qualifications for the effective operation of the Company.

The BoD, while defining the compensation of the BoD members and especially for the executive ones, takes into consideration the duties and responsibilities, their performance in relation to pre-defined quantitative and qualitative criteria, the economic environment, the performance and future prospects of the Company, the level of compensation for similar services in other relative companies, as well as the level of compensation of the Company's and Group's employees.

From the above described procedure for determining the remuneration of the Board members, executives and non-executives it arises that the formation of such a specific committee is not necessary, since the duties and responsibilities of such a committee are efficiently performed by the management of the Company.

- in the contracts of the executive members of the BoD, there is no provision that the BoD may ask for part or full refund of the bonuses paid due to the revised financial statements of previous years or in general wrong financial data that were used to calculate such a bonus.

This is explained by the fact that rights for bonuses rise, only after the final approval of financial statements. Also since today, because of the state of the art organization and auditing procedures, the phenomenon of a bonus calculation based on inaccurate financial statements and data has never occurred.

However, and for purposes of compliance with that Corporate Governance Code requirement, the Management of the Company is seriously considering importing to the relevant contracts of the executive members of the Board, provision for the right of the Board to require the return of all or part of the bonus that is awarded because of misconduct or false financial statements and other financial data.

- The compensation of every executive member of the BoD is not approved by the BoD after the proposal of the audit committee, without the presence of its executive members

This divergence is explained by the fact that such a committee does not exist.

## **Part D - Relationship with shareholders**

### **I. Communication with shareholders**

- The Company has not adopted a special practice regarding communication with its shareholders that includes the policy of the Company for questions made from shareholders to the B.o.D.

At this particular time, an established special procedure regarding questions made by shareholders to the BoD does not exist, since every shareholder has the ability to address the Investor's Relation Service, making requests and questions. In case it is considered necessary, these are transferred in groups to the BoD for further processing and the relative answer or update is given to the interested party.

Moreover the rules of article 39 of the law 2190/1920, describe in a detailed way the procedure of participation of the shareholders of minority to the General Assemblies of the Shareholders, a procedure always followed in every General Assembly, in order to ensure the valid and on time information of the shareholders, in relation to the evolvement of the corporate issues.

Despite all the above-mentioned safeguards, the Company examines the possibility of adoption of a special policy, for upgrading the procedure for shareholders setting questions to the Company, through the Investors Relation Service, although the direct communication of shareholders with BoD members is not considered to be necessary and appropriate.

## **II. The General Assembly of the share holders**

- No deviation was observed

General Note regarding the time point of release of the non-compliance of the Company with the special practices adopted by the new CGC

As it was mentioned before (Introduction of Corporate Governance Statement), the new CGC, as it stands from October 2013 follows the "comply or explain" rule and demands from the listed companies that choose to apply it, to publish their intention and either comply with the whole of the special practices of the Code, either explain the reasons for non-compliance with certain special practices.

Furthermore, the relevant explanation for non-compliance, is not only restricted to a simple mention of the general principle or the special practice with which the Company does not comply, but among others the Company should disclose whether this divergence is time framed and its intentions to comply with the codes principle.

The divergences of the Company from the practices established by the new CGC are not thought to be subject to a strict time-frame, taken into consideration that these practices do not correspond to the structure, organizational structure, tradition, corporate values and ownership status and needs of the Company and maybe the compliance with these practices makes more difficult the application of the substance of the code's principles.

In any case, no code can or is supposed to substitute the context of principles, values and structure of any Company and therefore the adoption of rules not compatible with these principles are not reasonable.

Nevertheless, the Company has already formed a working group, that examines the existing divergences from the special practices of the new CGC, investigates the possibility of compliance with these and evaluates the possibility of establishment of its own Corporate Governance Code, the identity and regulations of which, will respond to the needs and specificities of the Company. This would promote the long term success and robust the competitiveness of the Company. After the resolution of the new law for Corporate Governance the conditions will be suitable for the completion of that project.

### 1.3 Practices for corporate governance that the company applies over the provisions of the law

The company abides to the provisions of the text as in its legal framework concerning corporate governance. There are no practices applied over the above mentioned.

## **2. Board of Directors**

### 2.1 Composition and Services of the BoD

2.1.1 The company's BoD is composed, according to article 11 of the Articles of Association of the company, of three (3) up to nine (9) members, which are elected by the General Assembly of the Shareholders by absolute majority of the votes, which are represented in the Assembly. The members of the BoD may be Shareholders of the company or other natural entities (non-shareholders). The members of the BoD are unlimitedly re-electable and freely revocable from the General Assembly irrespective of the time their service ends.

The service of the BoD members is three (3) years, that start the following date of the election of the BoD and expiring the relevant date of the third year. In case upon the expiration of their service an new BoD has not been elected, their service is extended up to the first ordinary General Assembly which shall be converged upon the expiration of their service, which in no case can supersede four years. Each member has to participate in the deliberations of the BoD. Each member of the BoD has to keep confidential the confidential information of the company, which he may know thanks to his capacity.

2.1.2 The BoD convenes at the registered office of the company whenever the law, the Articles of Association or the needs of the company demand it after the invitation of its President or his replacement. In the invitation the agenda has to be clearly stated, or else decisions can only be made when all the members of the BoD are present and no one controverts the decision making. The BoD can convoke outside its registered seat, in another place, in or out of the country, if in the convocation all the members of the BoD are present and no one controverts the realization of the convocation and the decision making. The BoD may convoke via teleconference. In this case the invitation to the members of the BoD must include all the necessary information concerning their participation in the convocation. In the convocations of the BoD its President or his legal representative presides.

2.1.3 The BoD has quorum and dully convokes, when the 50% plus one (1) of the directors is present and represented. In no case however the number of the Directors who appear in person, may not be less than three (3).

2.1.4 The BoD decides with the absolute majority of the present or represented members. In case of halved votes the vote of the President does not dominates. Every Director has one (1) vote. Exceptionally may have two (2) votes when represents another director. The voting in the BoD is apparent, unless by its decision is defined that for a specific matter secret voting will be conducted, in which case the vote shall be by ballot.

2.1.5 The discussions and decisions of the BoD are kept in the minutes which are registered in a special book of minutes which can be kept by the software system. After the request of a Board member, the President is obliged to record to the minutes, accurate summary of his opinion. In the minutes is posted also a list of the present or represented directors during the convocation of the Board. Copies of minutes of meetings of the Board for which a registration requirement in the Companies Registry pursuant to Article 7a of Law 2190/20 as applicable, shall be submitted to the competent supervisory authority within twenty (20) days of the meeting of the Board. The minutes of the Board shall be signed by the President or if he is incapacitated from legal substitute. Nobody consultant cannot deny signing the minutes of meetings took place , but is entitled to request indicating the opinion in the minutes if they disagree with the decision taken . However, the non- signing of the minutes of the meeting by stander involves no nullity of the decision taken legally if the refusal to sign is referred. Copies and extracts of the minutes of the Board shall be authenticated by the Chairman or if he is incapacitated from legal substitute without requiring other validation.

2.1.6 The BoD may appoint some or all of its powers and jurisdictions (apart from those that require collective decision) and its representation to one or more persons, that may or may not be its members, also defining the extent of this appointment.

2.1.7 If possibly any member of the BoD, departs or deceases or is declared fallen for any reason before the expiration of its service, the remaining directors of the BoD, so long as they are at least three (3), are obliged to elect a replacer for the remaining of the service of the member who is replaced on condition that the replacement is not feasible from alternate members, who have been elected by the General Assembly. The above election by the Board shall be taken by the remaining members if they are at least three (3) and is valid for the remaining of the duty of the member being replaced. The decision of the election must be published according to the Article 7b of Law 2190/1920 and announced by the Board of Directors at the next General Assembly, which can replace the elected, even if it is not relevant item on the agenda.

2.1.8 If possibly any member of the BoD departs or deceases or is declared fallen for any reason before the expiration of its service, the remaining members may continue the management and representation of the company without replacing the fallen members,

according to the previous paragraph, with the prerequisite that they are over the half members, as they were before these facts. In any case the members cannot be less than three (3).

## 2.2 Information concerning the members of the BoD

2.2.1 The BoD of the company consists of six members and has the following members:

I) Nestor Papathanasiou, President of the BoD and CEO, executive member

II) Alkistis Papathanasiou, executive member

III) Katy Andreou, executive member

IV) Electra Papathanasiou, non-executive member

V) Michalis Chatzis, independent, non-executive member

VI) Christos Poulis, independent, non-executive member

The above mentioned BoD was elected by the annual ordinary Shareholder Meeting of the company, which took place on June 24<sup>th</sup> 2015 and its service is three years long lasting until June 23<sup>th</sup> 2018.

The above-mentioned BoD was re-assembled as a body, during its meeting on the 24<sup>th</sup> of June 2015, and this has been announced by the Ministry of Finance with number 76173/16.07.2015.

2.2.2 The brief resumes of the members of the BoD are:

I) Nestor Papathanasiou: Born in 1941.

Graduate of the Chemistry University of Athens, holder of the two years' postgraduate in the Economy University of Business Administration and business.(A.S.O.E.E.). He has many years of professional experience in the area of production, sales and marketing, working experience in the selling of chemicals products since 1978.

II) Alkistis Papathanasiou: Born in 1969.

Graduate of the Chemistry department of the Thessaloniki University. She is responsible of the Quality Assurance Department.

III) Katy Andreou: Born in 1967.

She is head Manager of sales department. Graduate of the Chemistry department of Athens University.

IV) Electra Papathanasiou: Born in 1975.

Graduate of the English college with many years of professional experience in Logistics and customers service.

V) Michalis Chatzis: Born in 1952.

Chemical engineer with Post graduate studies (M.S.C.) in operations research – Aston University of Birmingham, American Purchasing & Inventory control society Certificate. He has many years of professional experience as a director of Logistics, Property manager and operations manager of Greek and multinational major companies.

VI) Christos Poulis: Born in 1948.

He is Graduate of Panteion University. He has been Director of human resources on a large multinational company and member of its BoD for 25 years.

### 2.3 Audit Committee

2.3.1 The company in compliance with the Law 3693/2008 elected during its annual General Shareholders Meeting on June 20<sup>th</sup> 2012 an Audit Committee including comprising of the following members:

- 1) mrs. Electra Papathanasiou, non-executive member
- 2) mr. Michalis Chatzis, independent, non-executive member
- 3) mr. Christos Poulis, independent, non-executive member

2.3.2 The authorities and obligation of the Audit Committee are:

- a) Observing the procedure of financial information,
- b) The observation of the efficient operation of the system of internal control and the system of risk management, as well as the observation and support of the operation of the internal auditors of the company,
- c) The observation of the course of the obligatory check of the Company financial statements and of the group,
- d) The observation of issues contingent to the existence and preservation of the independence of the auditor especially on what concerns the providing of other services from the auditor.

2.3.3 Mission of the Audit Committee is ensuring the efficiency of the company's proceedings affairs, the control of the credibility of the financial information that is provided to the investing public and the shareholders of the company, the compliance of the company with the laws, the safeguard of investments and assets of the company and the detection and confrontation of the most important risks.

2.3.4 The audit committee during 2015 (01.01.2015-31.12.2015) convened four (4) times.

2.3.5 It is also clarified that the Auditor of the company who audits the annual and interim financial statements, does not offer any other auditing or other service to the company, or is connected to the company so his objectivity, impartiality and independence. This with the exception of special tax auditing, that is required by article 65 A N.4174/2013, upon which the "Annual Tax Certificate" is issued.

## **3. General Assembly of Shareholders**

### 3.1 Way of operation of the General Assembly and its basic Authorities

3.1.1 The General Assembly is the supreme body of the Company and is entitled to decide for any company matter and to conclude upon all matters, which are submitted or said.

More specifically it is exclusively competent to decide upon:

- a) The amendments of the articles of association. As amendments are meant also the increases or decreases of the capital share, apart from the cases are mentioned in article five (5) paragraph 1 of the Articles of Association and other cases that are enforced by law,
- b) The election of Auditors,

- c) The approval or reforming of the balance sheet and the annual financial statements of the Company,
- d) The distribution of annual profits,
- e) The merge, fracture, conversion, revival of the Company,
- f) The conversion of shares into public limited,
- g) The extension or abbreviation of the duration of the company,
- h) The dissolution of the Company and the appointment of liquidators,
- i) The appointment of members of the BoD, apart from the case of article 12 of the present and
- j) The approval of the election according to article 12 of the Articles of Association, the temporary members replacing the members that resigned, passed away or have fallen out of their position.

3.1.2 The decisions of the General Shareholders Meeting are obligatory for the shareholders that are absent or disagree.

3.1.3 The General Assembly is always convened by the BoD and convenes regularly at the seat of the company or in the district of the seat of the company, at least once in every business year and always in the first semester from the expiration of the business year. The General Assembly may convene at another place in Greece or abroad when the Assembly present or represented shareholders are representing the entire share capital with voting rights and one of them is opposed to the held of the meeting and decision making. The General Assembly may convene in the district of the municipality where the seat of the Athens Stock Exchange is.

The BoD may convene an extra ordinary Shareholders Meeting when it considers it is fit or if the shareholders that represent the required (by the law or the Articles of Association) percentage.

3.1.4 The Shareholder Meeting, with the exception of the repeating Meetings and those that simulate it, must convene twenty (20) days at least before its date including the non-working days. The date of publication of the invitation and the day of the General Assembly are not calculated.

In the invitation to the General Assembly, the date, year, day time and place of the General Assembly must be determined, the matters of the agenda, the shareholders that have the right to take part in the Shareholder Meeting as well as accurate directions of how to take part in Shareholder Meeting and exercise their rights in person or via representative or even from a distance. An invitation for the General Assembly is not required when the shareholders that are represented represent the total of the share capital and none of them contradict its realization and the making of decisions.

3.1.5 The Shareholder Meeting has a quorum and duly convokes in the matters of the agenda when in the said shareholders who represent one fifth (1/5) at least of the paid capital share are represented.

If such quorum is not achieved the General Assemble converges again in twenty (20) days from the date of the meeting which was cancelled since is invited for that purpose ten (10) at least



days earlier. The said repetitive meeting duly convokes for the matters of the initial agenda no matter what percentage of the share capital represented is.

3.1.6 The decisions of the General Assembly are taken by absolute majority of votes, which are represented.

Exceptionally, when it concerns decisions regarding: a) the alteration of the Company's nationality, b) the alteration of the Company's registered office, c) the alteration of the purposed or object of the Company's business, d) the alteration of the Company's shares to public limited, e) the increase of the obligations of shareholders, f) the increase of share capital, with the exception increases of Article 5 of the Statute or imposed by law or done by capitalization of reserves or decrease of the share capital, except if is done in accordance with paragraph 6 of article 16 of Codified Law 2190/20 as applicable, g) the issuance of Bond Loans according to articles 3a and 3b of 2190/1920, h) the alteration of the mode of distribution of profits, i) the merging, dispersion, alteration, revival of the company, ja) the extension or reduction of the duration of Company, jb) the company's dissolution, jb) the giving or renewing of authority to the BoD for increase of share capital according to par. 1 art. 13 of 2190/1920, and jc) every other case for which the law determines, the General Assembly has a quorum and duly convokes when shareholders representing two thirds (2/3) of the paid share capital are represented.

3.1.7 The President of the BoD or when he is hindered his lawful replacer presides temporarily in the General Assembly and defines as secretary one (1) of the shareholders who are present, until the list of shareholders is certified by the General Assembly, who are entitled to participate in the Assembly. After this control, the General Meeting begins its work and by vote elects the regular Bureau and a Secretary who shall act as vote- teller.

3.1.8 The discussions and the decisions of the General Assembly are restricted to the mattes of the agenda. The agenda is drawn by the BoD and includes the proposals of the BoD towards the Assembly, as well as proposals of auditors or shareholders towards the Assembly, who represent the one twentieth (1/20) of the paid Share Capital. The discussions and decisions of the General Assembly are registered in a special Book (Book of Minutes) and the relevant minutes are signed by the President and the Secretary of the Assembly.

Upon request of shareholder, the President of the Assembly is obliged to register in the minutes an accurate summary of shareholders' opinion. In this book is recorded and a list of present or represented at the General Assembly issued according with article 26 of the Statute. If in the General Assembly one (1) shareholder is present, the assembly is also attended by a Notary who countersign its minutes.

## 3.2 Shareholder Rights

### 3.2.1 Rights to participate and vote

3.2.1.1 The shareholders exercise their rights, concerning the management of the company, only in General Assemblies and according to the law and the Articles of Association. Each share gives the right for one vote in the General Assembly according to Law 2190/1920 as it stands today.

3.2.1.2 In the General Assemble anyone who appears as a shareholder in the Dematerialized Securities System which is managed by Athens Stock Exchange S.A. has a right to participate. The proof of shareholders identity is established by the relevant written assurance of the above mentioned organization or by direct electronic connection of the Company with the organization.

The person must be a shareholder five (5) days before the General Assembly (record date), and the relevant receipts or the electronic receipts concerning the shareholding capacity must come to the company at the latest the third (3) day before the General Assembly.

3.2.1.3 In the General Assembly only those who are shareholders in the said date have a right to participate in the General Assembly. In case of noncompliance to article 28a of the law 2190/1920, the said shareholder participates in the General Assembly only after its license.

3.2.1.4 The fulfilling of the above mentioned rights does not require the prior bound of the shareholders' shares or any other procedure that limits the possibility of selling or transferring shares in the time between the record date and the date of the General Assembly.

3.2.1.5 The shareholder participates in the General Assembly and votes either in person or via proxies. Each shareholder may appoint up to three (3) proxies. Legal entities may participate in the General Assembly appointing as proxies up to three natural entities. However, if the shareholder owns shares of the company that appears in more than one account, he may appoint different proxies. A proxy that acts on behalf of different shareholders may vote differently for each shareholder. The proxy must inform the Company before the beginning of the General Assembly, any fact that may be useful to assess the risk that the proxy may cater to interests other than the represented shareholder. A conflict of interests regarding this paragraph may rise when the proxy: a) is a shareholder controlling the Company, or another legal entity controlled by the particular shareholder, b) is a member of the BoD, or the management team of the Company, or a shareholder that controls the Company, or another legal entity controlled by a shareholder, which controls the Company, c) is an employee or auditor of the Company, or a shareholder that controls the Company, or another legal entity controlled by a shareholder, d) is a spouse or a first degree relative with one of the entities that are mentioned above in cases (a) to (c)

The appointment and reverse of a proxy takes place in writing and is announced to the company at least three (3) days before the date of the general Assembly.

### 3.2.2 Other rights of shareholders

3.2.2.1 Ten (10) days before the general Assembly each shareholder may take from the Company copies of the Annual Reports and the Reports of the BoD and the auditors. These documents should be submitted on time to the Company's Office, by the BoD.

3.2.2.2 Upon application of Shareholders that represent the one twentieth (1/20) of the paid capital, the BoD is obliged to convene an extra- ordinary General Assembly. The day of the Assembly must not abstain more than forty five (45) days from the date that the application was served to the Chairman of the BoD. The application must also contain the matters that are going to be discussed. If the General Assembly is not convened after twenty (20) days from the relevant application, the Assembly is convened by the shareholders with the expense of the company by decision of the First Instance Court of the headquarters of the Company, issued in the process of interim measures. This decision shall state the time and place of the meeting and the agenda.

3.2.2.3 By application of the shareholders that represent one twentieth (1/20) of the share capital, the BoD is obliged to add additional matters in the agenda that has already convene, if the relevant application comes to the BoD at least fifteen (15) days before the general Assembly. The additional matters have to be published, under the responsibility of the BoD, according to art. 26 of the law 2190/1920, seven (7) days at least before the General Assembly. If these matters are not published, the shareholders applicants may ask for the postponement of the General Assembly, according to paragraph 3 of article 39 of the law 2190/1920 and may also proceed to publish it themselves as stated before, with Company's expenses.

3.2.2.4 Upon application of the one twentieth (1/20) of the paid share capital, the Chairman of the General Assembly is obliged to postpone only once the taking of the decisions of the ordinary or extra- ordinary General Assembly and defines as date of the decision making the date mentioned in the application of the shareholders. The said date may not abstain more than thirty (30) days from when the postponement was granted. The adjourned General Assembly is a continuation of the previous one and does not require repetition of the formalities of publication of shareholders, and it may be attended by new shareholders, subject to the provisions of Articles 27 § 2 and 28 of the Law 2190/20 as applicable.

3.2.2.5 After an application of any shareholder, submitted to the Company at least five (5) days prior the General Assembly, the BoD has to present to the General Assembly the necessary information for the affairs of the company to the point that they are useful for the true estimation of the matters of the agenda.

3.2.2.6 Upon application of the one twentieth (1/20) of the paid share capital, which msut be submitted five (5) days before the General Assembly, the BoD must announce to the General Assembly, if it is ordinary, the amounts that in the last two years have been paid for any reason to the members of the BoD or its Directors or other employees as well as any other contract that was drawn up with the same persons. The BoD is required to give out such information if it is useful for the assessment of the matters of the agenda. The BoD may decline to give out such information and post in the minutes the relevant reason. Such reason may be, under the circumstances, the representation of the requesting shareholders to the Board pursuant to paragraphs 3 or 6 of article 18 of Codified Law 2190/20 as amended.

3.2.2.7 Upon application of the one fifth (1/5) of the paid share capital, which is submitted within the deadline of the previous paragraph, the BoD has to offer the General Assembly information regarding the course of company affairs and the assets of the company. The BoD may decline to give out such information and post in the minutes the relevant reason. Such reason may be, under the circumstances, the representation of the requesting shareholders to the Board in accordance with paragraph 3 or 6 of article 18 of Codified Law 2190/20 as valid if the respective members of the Board of Directors have received the relevant information in a sufficient manner.

3.2.2.8 In cases of § 3.2.2.5 and § 3.2.2.7 of this section, any dispute as to the correctness or otherwise of the reasons for refusal to provide information, is resolved by the First Instance Court of the Company's seat, with Decision issued by the proceedings for interim measures. In the same judgment the Court obliges the company to provide the information refused.

3.2.2.9 Shareholders of the company, that represent at least one twentieth (1/20) of the share capital have the right to ask for the control of the company from the Court of First Instance of the district in which the company has its registered address, in the ex parte proceedings. The control is ordered if are suspected actions that violate the provisions of the Laws or Articles of Association or resolutions of the General Assembly. In any case the request for control must be submitted within three (3) years from the approval of the financial statements for the year in which the alleged acts took place.

3.2.2.10 Company Shareholders representing one fifth (1/5) of the paid share capital, have the right to ask the control of the company by the First Instance Court of the district in which the company is located, as long as from the overall course of the Company it is believed that the administration of corporate affairs is not exercised according to the sound and prudent management.

3.2.2.11 In all cases of this section, the shareholders who ask for control must prove their shareholder status and the number of shares they held during the exercise of the right.

## **4. System of Internal Control and Risk Management**

### **4.1 Main characteristics of the Internal Control**

4.1.1. The Internal Control of the company is conducted by the Service of internal control according to the programmed control included in the Internal Rulebook of the company.

It is noted that the control on the base of which the relevant report is drawn up within the law 3016/2002, as it stands, and specifically in accordance with Articles 6, 7 and 8 of this law as well as Decision 5/204/2000 of the Hellenic Market Committee, as it stands after its alteration by the Decision of the BoD of the Hellenic Market Committee no 3/348/19.7.2005.

4.1.2 During the auditing the Service of Internal Control takes into account all the necessary books, files, bank accounts and portfolios of the company and asks for the complete and constant cooperation of the Management to ensure that all the necessary information and data provided, with the purpose to reach conclusions in their Report, does not entail substantial

inaccuracies. This control does not include any assessment of the appropriateness of the accounting principles that were adopted as well as the estimations made from the management as these are a matter of the legal auditor of the Company.

4.1.3 The scope of control is the evaluation of the general level of the procedures of the system of internal control. In any controlled period several scopes of control are chosen, while the organization and operation of the BoD is constantly controlled as well as the Service of Servicing Shareholders and Investor Relations that operate based on the law 3016/2002.

4.1.4 It is noted though, that the Internal Control and Risk Management systems, provide reasonable and not absolute security, due to the fact that they are designed to restrict the possibility of the upcoming risks, without being able to completely eliminate them.

#### 4.2 Risk management concerning the financial statements (company and consolidated)

The Group has invested in the development and maintenance of advanced IT infrastructures that through a series of safeguards ensure the correct display of figures. At the same time an analysis of the results is made on a daily basis covering all the important fields of business activity. The actual, historical and budgeted revenue and expense figures are compared with adequate explaining of all the important deviations.

### **5. Other managerial or supervisory committees of the company**

No other managerial or supervisory committees exist at the time. According to all the above mentioned and in the context of creating its own Corporate Governance Code, the Company examines the case of establishing such committees that will help substantially and not typically the BoD.

## **SECTION H**

### **Assessment for the evolution of the activities of the Company and the Group during 2016**

The global chemical production growth, combined with economic conditions, is expected is expected to continue at rhythms of 2015.

Predictions for the European recovery estimate that is expected to continue at very slow pace. However, the Eurozone will not regain soon the level of GDP reached in the first quarter of 2008, just before the onset of the financial crisis.

Efforts for exit from the crisis will continue to constrain achieving significant growth in southern Europe during 2016.

The European economies outside the euro are possible to record improved performance, while the emerging countries of Eastern Europe and the Balkans is estimated to achieve a significant increase in their GDP.

The chemical industry of the European Union passed a turning point in September 2013.

An upward trend achieved in the development of the quarters of 2014 with increased production of chemical products in the E.U. This fact marked the exit of the industry from a long, painful recession, according to the European Council of Chemical Companies.

It is expected the gradual recovery of the EU chemicals industry to continue in 2016 the pace of the previous year, but, like the overall economy, at a moderate pace.

Further and more detailed prediction for the prospects of the market is hampered due the liquidity and volatility that prevail in the economic and social environment.

The Group's management continues to focus its efforts both to new openings and reach new shares due to the reorganization of the market, and the consistent effort and further cost containment.

Avlonas Attica, March 29<sup>th</sup> 2016

The asserting,

President of BoD and CEO

Executive member of the Board  
the Board

Executive member of

Nestor D. Papathanasiou  
ID card AB 606775

Alkistis N. Papathanasiou  
ID card AE 105490

Katy I. Andreou  
ID card AB 237937

**INDEPENDENT AUDITOR'S REPORT****To the Shareholders of the Company "ELTON S.A."****Report on the Separate and Consolidated Financial Statements**

We have audited the accompanying separate and consolidated financial statements of the Company "ELTON S.A.", which comprise the separate and consolidated statement of financial position as of 31 December 2015, the separate and consolidated statements of comprehensive income, changes in equity and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

*Management's Responsibility for the Separate and Consolidated Financial Statements*

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

*Auditor's Responsibility*

Our responsibility is to express an opinion on these separate and consolidated financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the separate and consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the separate and consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the separate and consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the separate and consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's system of internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the separate and consolidated financial statements.

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

*Opinion*

In our opinion, the accompanying separate and consolidated financial statements present fairly, in all material respects, the financial position of the Company “ELTON S.A.” and its subsidiaries as of 31 December 2015, and of their financial performance and their cash flows for the year then ended in accordance with International Financial Reporting Standards, as adopted by the European Union.

**Reference to Other Legal and Regulatory Requirements**

- a) The Report of the Board of Directors includes a corporate governance statement which provides all information set out in paragraph 3d of article 43a of c.L. 2190/1920.
- b) We verified the consistency and the correspondence of the content of the Report of the Board of Directors with the accompanying separate and consolidated financial statements, under the legal frame of the articles 43a, 108 and 37 of c.L. 2190/1920.

Athens, 30 March 2016

SERAFIM DIM. MAKRIS

Certified Public Accountant Auditor

Institute of CPA (SOEL) Reg. No. 16311



Associated Certified Public Accountants s.a.  
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Institute of CPA (SOEL) Reg. No. 125



**ANNUAL FINANCIAL STATEMENTS**
**STATEMENT OF FINANCIAL POSITION**

(Amounts in euro)

	Note	GROUP		COMPANY	
		31/12/2015	31/12/2014	31/12/2015	31/12/2014
<b>ASSETS</b>					
<b>Non-current assets</b>					
Tangible fixed assets	6	16.476.505	17.059.383	11.398.112	11.922.236
Intangible assets	7	2.908.998	2.901.593	2.817.988	2.855.000
Goodwill	8	712.150	0	0	0
Investments in Subsidiaries	9	0	0	12.191.326	10.191.326
Not consolidated investments in subsidiaries	9	1.066.035	881.035	1.066.035	881.035
Deferred tax receivables	10	35.337	140.433	0	135.427
Other non-current assets	11	126.975	68.518	57.902	56.222
		<b>21.325.999</b>	<b>21.050.961</b>	<b>27.531.362</b>	<b>26.041.246</b>
<b>Current Assets</b>					
Inventories	12	18.648.025	16.218.954	12.276.893	10.622.117
Trade Receivables	13	40.419.974	37.744.292	28.704.058	29.023.679
Other current assets	14	2.371.200	2.137.392	2.293.088	2.096.190
Cash and cash equivalents	15	5.492.326	1.164.918	3.450.156	431.009
		<b>66.931.524</b>	<b>57.265.556</b>	<b>46.724.194</b>	<b>42.172.994</b>
<b>TOTAL ASSETS</b>		<b>88.257.523</b>	<b>78.316.517</b>	<b>74.255.556</b>	<b>68.214.240</b>
<b>EQUITY AND LIABILITIES</b>					
<b>Capital and reserves</b>					
Share Capital	16.1	16.038.112	16.038.112	16.038.112	16.038.112
Share premium	16.1	133.417	133.417	133.417	133.417
Other reserves	16.2	4.187.211	4.104.457	3.275.363	3.069.356
Profits carried forward	16.2	26.793.500	24.270.690	23.690.646	22.381.724
<b>Total shareholders' equity (a)</b>		<b>47.152.240</b>	<b>44.546.676</b>	<b>43.137.538</b>	<b>41.622.609</b>
<b>Non-controlling interests (b)</b>		289.189	0	0	0
<b>Total Equity (c) = (a) + (b)</b>		<b>47.441.428</b>	<b>44.546.676</b>	<b>43.137.538</b>	<b>41.622.609</b>
<b>LIABILITIES</b>					
<b>Long term liabilities</b>					
Bond loans (interest bearing)	17	1.666.664	3.333.328	1.666.664	3.333.328
Provisions for employee benefits	18	442.473	411.855	442.473	411.855
Other provisions	19	251.083	304.678	245.496	245.496
Grants of assets	19	1.471.262	1.530.351	1.471.262	1.530.351
Deferred tax obligations	10	201.911	88.038	77.743	0
Other long-term liabilities		10.566	25.119	0	0
<b>Total Long-term Liabilities</b>		<b>4.043.959</b>	<b>5.693.369</b>	<b>3.903.637</b>	<b>5.521.030</b>
<b>Short-term Liabilities</b>					
Short-term Borrowings	17	19.587.810	12.614.166	15.028.912	10.431.100
Suppliers	20	13.479.930	13.352.682	9.011.034	9.001.679
Current tax liabilities	21	1.772.783	760.425	1.469.525	398.196
Other short-term liabilities	20	1.931.613	1.349.200	1.704.909	1.239.626
<b>Total short-term Liabilities</b>		<b>36.772.136</b>	<b>28.076.472</b>	<b>27.214.381</b>	<b>21.070.601</b>
<b>Total Liabilities (d)</b>		<b>40.816.095</b>	<b>33.769.841</b>	<b>31.118.018</b>	<b>26.591.631</b>
<b>TOTAL EQUITY AND LIABILITIES (c) + (d)</b>		<b>88.257.523</b>	<b>78.316.517</b>	<b>74.255.556</b>	<b>68.214.240</b>

**INCOME STATEMENT**

(Amounts in euro)

	Note	GROUP		COMPANY	
		1.1-31.12.2015	1.1-31.12.2014	1.1-31.12.2015	1.1-31.12.2014
<b>Turnover</b>	<b>5.2</b>	<b>104.815.712</b>	<b>98.782.203</b>	<b>71.549.840</b>	<b>69.228.915</b>
Cost of Sales	22	88.344.792	83.095.476	60.335.758	58.300.481
<b>Gross Profit</b>		<b>16.470.920</b>	<b>15.686.727</b>	<b>11.214.082</b>	<b>10.928.434</b>
Other operating income	24	465.672	1.020.351	151.636	468.379
Distribution expenses	23	-8.313.646	-7.847.278	-5.667.946	-5.295.747
Administrative expenses	23	-3.331.332	-2.770.883	-2.596.965	-2.176.685
Other operating expenses	24	-426.580	-568.991	-131.292	-28.021
<b>Profit before taxes, financing &amp; investing results</b>		<b>4.865.034</b>	<b>5.519.926</b>	<b>2.969.514</b>	<b>3.896.359</b>
Financial income		98.305	29.619	153	28.017
Financial expenses		-1.346.740	-908.580	-819.261	-599.193
<b>Profit before taxes</b>		<b>3.616.598</b>	<b>4.640.965</b>	<b>2.150.405</b>	<b>3.325.183</b>
Income Tax	25	-918.435	-1.147.712	-653.125	-878.163
<b>Net Profit/(Loss) of period (A)</b>		<b>2.698.163</b>	<b>3.493.253</b>	<b>1.497.280</b>	<b>2.447.020</b>
<b>Attributable to:</b>					
<i>Owners of the parent</i>		2.711.168	3.493.253	1.497.280	2.447.020
<i>Non-controlling interests</i>		-13.005	0	0	0
<b>Other comprehensive income :</b>					
<u>Data that will not be reclassified subsequently to results</u>					
Deferred taxes on assets due to correction in the tax rate (from 26% to 29%)		22.273	0	22.273	0
Actuarial profits / (losses) on defined benefit pension plans (*)		-6.514	-76.004	-6.514	-76.004
Deferred taxes of actuarial profits / (losses) of defined benefit pension plans (*)		1.889	19.761	1.889	19.761
<u>Data that are reclassified subsequently to the results</u>					
Rate influence from the conversion of financial statements of subsidiaries in foreign currency		-123.253	-107.457	0	0
<b>Other comprehensive income after taxes (B)</b>		<b>-105.605</b>	<b>-163.700</b>	<b>17.648</b>	<b>-56.243</b>
<b>Total comprehensive income after taxes (A+B)</b>		<b>2.592.559</b>	<b>3.329.552</b>	<b>1.514.929</b>	<b>2.390.776</b>
<b>Attributable to:</b>					
Owners of the parent		2.602.563	3.329.552	1.514.929	2.390.776
<i>Non-controlling interests</i>		-10.004	0	0	0
		<b>2.592.559</b>	<b>3.329.552</b>	<b>1.514.929</b>	<b>2.390.776</b>
Depreciation of the period		<b>858.867</b>	<b>778.919</b>	<b>641.433</b>	<b>571.608</b>
<b>Profit before taxes, financing &amp; investing results and depreciation (EBITDA)</b>		<b>5.723.901</b>	<b>6.298.845</b>	<b>3.610.947</b>	<b>4.467.967</b>
<b>Profit after taxes per share -basic (in Euro)</b>	<b>26</b>	<b>0,1014</b>	<b>0,1307</b>	<b>0,0560</b>	<b>0,0915</b>

**STATEMENT OF CHANGES IN EQUITY**  
 (Amounts in euro)

<b>GROUP</b>	<b>Share Capital</b>	<b>Difference from shares issued above par</b>	<b>Other reserves</b>	<b>Profits carried forward</b>	<b>Total</b>	<b>Non Controlling interests</b>	<b>TOTAL EQUITY</b>
<b>Balance at 1st January 2014</b>	<b>16.038.112</b>	<b>133.417</b>	<b>11.816.726</b>	<b>14.565.378</b>	<b>42.553.634</b>	<b>0</b>	<b>42.553.634</b>
Net profit/(loss) of period	0	0	0	3.493.253	3.493.253		3.493.253
Other comprehensive income	0	0	-107.457	-56.243	-163.700		-163.700
<b>Total comprehensive income</b>	<b>0</b>	<b>0</b>	<b>-107.457</b>	<b>3.437.009</b>	<b>3.329.552</b>	<b>0</b>	<b>3.329.552</b>
Regular Reserve	0	0	135.939	-135.939	0		0
Reserve of Grant by Law 3299/2004			105.944	-105.944	0		0
Dividends distribution			0	-1.336.509	-1.336.509		-1.336.509
Transfers			-7.846.694	7.846.694	0		0
<b>Balance at 31st December 2014</b>	<b>16.038.112</b>	<b>133.417</b>	<b>4.104.457</b>	<b>24.270.690</b>	<b>44.546.677</b>	<b>0</b>	<b>44.546.677</b>
<b>Balance at 1st January 2015</b>	<b>16.038.112</b>	<b>133.417</b>	<b>4.104.457</b>	<b>24.270.690</b>	<b>44.546.677</b>	<b>0</b>	<b>44.546.677</b>
Net profit/(loss) of period	0	0	0	2.711.168	2.711.168	-13.005	2.698.163
Other comprehensive income	0	0	-123.253	17.648	-105.605	3.001	-102.604
<b>Total comprehensive income</b>	<b>0</b>	<b>0</b>	<b>-123.253</b>	<b>2.728.817</b>	<b>2.605.564</b>	<b>-10.004</b>	<b>2.595.560</b>
Regular Reserve	0	0	122.913	-122.913	0	0	0
Reserve of Grant by Law 3299/2004	0	0	83.094	-83.094	0	0	0
Acquisition of subsidiary	0	0	0	0	0	299.192	299.192
<b>Balance at 31st December 2015</b>	<b>16.038.112</b>	<b>133.417</b>	<b>4.187.211</b>	<b>26.793.500</b>	<b>47.152.240</b>	<b>289.189</b>	<b>47.441.428</b>

**STATEMENT OF CHANGES IN EQUITY**  
 (Amounts in euro)

<b>COMPANY</b>	<b>Share Capital</b>	<b>Difference from shares issued above par</b>	<b>Other reserves</b>	<b>Profits carried forward</b>	<b>Total</b>
<b>Balance at 1st January 2014</b>	<b>16.038.112</b>	<b>133.417</b>	<b>11.526.126</b>	<b>12.870.687</b>	<b>40.568.342</b>
Net profit/(loss) of period 1/1-31/12/14	0	0	0	2.447.020	2.447.020
Other comprehensive income	0	0	0	-56.243	-56.243
<b>Total comprehensive income</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>2.390.776</b>	<b>2.390.776</b>
Regular Reserve	0	0	135.939	-135.939	0
Reserve of Grant by Law 3299/2004	0	0	105.944	-105.944	0
Dividends distribution	0	0	0	-1.336.509	-1.336.509
Transfers	0	0	-8.698.652	8.698.652	0
<b>Balance at 31st December 2014</b>	<b>16.038.112</b>	<b>133.417</b>	<b>3.069.356</b>	<b>22.381.724</b>	<b>41.622.609</b>
<b>Balance at 1st January 2015</b>	<b>16.038.112</b>	<b>133.417</b>	<b>3.069.356</b>	<b>22.381.724</b>	<b>41.622.609</b>
Net profit/(loss) of period 1/1-31/12/15	0	0	0	1.497.280	1.497.280
Other comprehensive income	0	0	0	17.648	17.648
<b>Total comprehensive income</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>1.514.929</b>	<b>1.514.929</b>
Regular Reserve	0	0	122.913	-122.913	0
Reserve of Grant by Law 3299/2004	0	0	83.094	-83.094	0
<b>Balance at 31st December 2015</b>	<b>16.038.112</b>	<b>133.417</b>	<b>3.275.363</b>	<b>23.690.646</b>	<b>43.137.538</b>

CASH FLOW STATEMENT (indirect method) amounts in euro	GROUP		COMPANY	
	01/01- 31/12/2015	01/01- 31/12/2014	01/01- 31/12/2015	01/01- 31/12/2014
<b><u>Operating Activities</u></b>				
Profit before taxes (continuing operations)	3.616.598	4.640.965	2.150.405	3.325.183
Adjustments for:				
Depreciation and Amortization	857.617	778.919	641.433	571.608
Amortization of Grants	-59.089	-83.094	-59.089	-83.094
Provisions	1.182.906	1.097.039	918.413	638.717
Exchange Differences	121.041	-137.845	2.772	0
(Gain) or Loss from Investing activities	110.268	-2.042	122.720	-645
Interest and similar charges	1.164.020	878.961	819.109	571.176
Working capital changes				
Decrease/(increase) of inventory	-2.301.415	-884.590	-1.654.776	-595.744
Decrease/(increase) of trade receivables	-2.413.906	-2.225.163	-381.729	-972.926
(Decrease)/Increase of liabilities (except loans)	600.835	1.114.853	1.010.975	1.052.732
Less:				
Interest and similar charges paid	-1.020.041	-707.751	-697.147	-494.730
Tax paid	-286.284	-1.701.888	-2.915	-1.434.559
<b><u>Total cash/(used in) generated from operating activities (a)</u></b>	<b>1.572.551</b>	<b>2.768.364</b>	<b>2.870.171</b>	<b>2.577.719</b>
<b><u>Investing Activities</u></b>				
Acquisition of Subsidiary	-1.746.353	-53.000	-2.360.000	-603.000
Purchase of Intangible Assets, Property	-593.219	-2.947.217	-425.926	-2.776.106
Sale of fixed and Intangible assets	7.426	769	3.600	769
Interest received	109.703	28.018	153	28.017
<b><u>Total cash/(used in) generated from investing activities (b)</u></b>	<b>-2.222.444</b>	<b>-2.971.430</b>	<b>-2.782.173</b>	<b>-3.350.320</b>
<b><u>Financing Activities</u></b>				
Proceeds from Borrowings	9.902.451	5.043.796	6.000.000	2.800.000
Repayment of Borrowings	-4.925.151	-4.774.084	-3.068.852	-1.810.897
Dividends paid	0	-1.334.403	0	-1.334.403
<b><u>Total cash/(used in) generated from financing activities (c)</u></b>	<b>4.977.300</b>	<b>-1.064.691</b>	<b>2.931.148</b>	<b>-345.300</b>
<b><u>Net increase/(decrease) in Cash and Cash equivalents (a)+ (b)+(c)</u></b>	<b>4.327.408</b>	<b>-1.267.757</b>	<b>3.019.147</b>	<b>-1.117.901</b>
<b><u>Cash and Cash equivalents at the beginning of the period</u></b>	<b>1.164.918</b>	<b>2.432.675</b>	<b>431.009</b>	<b>1.548.910</b>
<b><u>Cash and Cash equivalents at the end of the period</u></b>	<b>5.492.326</b>	<b>1.164.918</b>	<b>3.450.156</b>	<b>431.009</b>

## NOTES TO THE FINANCIAL STATEMENTS

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### 1. General Information

ELTON CHEMICALS SA has been established in 1981 (Gov.3958/13.11.1981) and has General Commercial Reg. Number: 346001000. In 2002 the company changed its name from ELTON CHEMICALS Anonymous Trade Industrial Company (ELTON CHEMICALS SA) turned to ELTON INTERNATIONAL TRADING Anonymous Trade Industrial Company under name ELTON SA (Gov. 8469/8.8.2002). ELTON INTERNATIONAL TRADING COMPANY SA is licensed to practice Trade Representative Import and Export and has been registered with number 29945 in the Trade Representatives Register. Representative person for representative work is the President and Chief Executive Officer, Mr. Nestor D. Papathanasiou.

The web site address of the company is [www.elton.gr](http://www.elton.gr)

The composition of the Board of Directors is the following:

- Nestor D. Papathanasiou, President and CEO
- Alkistis N. Papathanasiou, executive member
- Katy I. Andreou, executive member
- Electra N. Papathanasiou, non-executive member
- Christos K. Poulis, non-executive independent member
- Michalis Chatzis, non-executive independent member

Main activity of the company is trading raw materials, additives, chemicals and other specialized products, which are mainly used as raw materials in various industries.

Part of Turnover comprises revenues from the sale of chemical products and services specifically in brokerage commissions from selling products companies represented by the company.

The consolidated financial statements of the company include the company and its subsidiaries (the Group). Subsidiaries are companies over which control is exercised by the parent.

Subsidiaries are fully consolidated (full consolidation) from the date that is taken control upon them and cease to be consolidated from the date that control ceases to exist.

The financial statements for the period January 1<sup>st</sup> – December 31<sup>st</sup> 2015 were approved by the Board of Directors on 29/3/2016.

## **2. Framework of the Financial Statements**

### **2.1. Basis of Preparation of annual Financial Statements**

The consolidated and simple financial statements of ELTON SA have been prepared under the historical cost and the going concern business (going concern) convention and are in accordance with International Financial Reporting Standards (IFRS) and the Interpretations of the Interpretations Committee of the International Financial Reporting Standards as they have been adopted by the European Union and IFRS that have been issued by the International Accounting Standards Board (IASB).

Due to the fact that the company is not affected by the provisions regarding portfolio hedging, which are not required by the adoption of IAS 39 which has been validated by the EU, these financial statements have been prepared in accordance with IFRS as adopted by the EU and IFRS as issued by the IASB.

The accounting policies used in the preparation and presentation of the annual financial statements are consistent with those used in preparing the financial statements at 31 December 2014.

The policies referred below have been applied consistently in all periods presented.

The preparation of financial statements in accordance with IFRS requires the use of estimations and judgments in applying the accounting policies of the Company. Important assumptions made by management in applying the accounting methods have been highlighted where appropriate.

### **2.2 Reclassification of prior year funds**

In the financial statements of the comparative period ended 31.12.2014 the Group and the Company made certain funds reclassifications of financial position and statement of changes in equity for the purpose of better display. This change does not involve any change in the results and Equity of the Group and company.

### **2.3 New standards, amendments to standards and interpretations**

Application of new and amended International Financial Reporting Standards (IFRS) for the current fiscal year 2015.

#### **New and amended IFRS that affect the amounts presented and / or disclosures in the consolidated financial statements**

In the current year, the Group has implemented a number of new and amended IFRS and interpretations issued by the International Accounting Standards Board (IASB), which are mandatory in accounting periods beginning on or after January 1, 2015.

**Amendments to IAS 19 Employee benefits** - Defined benefit plans: employee contributions (effective for annual periods beginning on or after 1 February 2015-IASB July 1, 2014)

The amendments clarify how contributions of employees or third parties related to the service should be attributed to periods of service. Furthermore, it allows a practical solution if the amount of contributions does not depend on the number of years of service. If the amount of contributions does not depend on the number of years of service, contributions are recognized as a deduction of the service cost in the period in which the corresponding service is provided. The implementation of these amendments has no significant impact on disclosures and / or the amounts recognized in the financial statements of the Group.

**Circle of Annual Improvements to IFRSs 2011-2013** (effective for annual accounting periods beginning on or after January 1, 2015-IASB July 1, 2014)

The Circle of Annual Improvements to IFRSs 2011-2013 makes amendments to the following standards:

**IFRS 1 First-time Adoption of International Financial Reporting Standards** (changes only concern the Basis for Conclusions)

It clarifies that an entity, in the first financial statements under IFRS, has the option between the application of existing and implementing IFRS or early implementation of a new or amended IFRS that is not yet mandatory, on condition that the new or amended IFRS permits early application. An entity is required to apply the same version of IFRS for all periods covered by the first IFRS financial statements.

**IFRS 3 Business Combinations** - Excludes joint ventures from its scope

Clarifies that IFRS 3 excludes from its scope the accounting treatment for the formation of the consortium.

**IFRS 13 Fair Value Measurement** - Scope of paragraph 52 (excluding the portfolio)

It clarifies that the exception of the portfolio of the scope defined in paragraph 52 of IFRS 13 includes all contracts accounted for and within the scope of IAS 39 or IFRS 9, regardless of whether they meet the definition of financial assets or liabilities as defined in IAS 32.

**IAS 40 Investment Property** - Clarifications as regards the relationship of IFRS 3 and IAS 40 when classifying property as investment property and owner-occupied property.

It clarifies that if a particular transaction fulfill the definition of both the business combination as defined in IFRS 3 and the investment property as defined in IAS 40, then it is required independently separate application of both standards.

The implementation of these amendments has no significant impact on disclosures and / or the amounts recognized in the financial statements of the Group.

**Circle of Annual Improvements to IFRSs 2010-2012** (effective for annual accounting periods beginning on or after 1 February 2015-IASB July 1, 2014)

The Circle of Annual Improvements to IFRSs 2010-2012 makes amendments to the following standards:

IFRS 2: Benefits depend on the value of shares - definition of "vesting condition"

Amend the definitions of "vesting condition" and "purchase condition" and adds definitions for 'efficiency condition' and 'service condition' (which was previously part of the definition of "vesting condition").

IFRS 3 Business Combinations (with consequential amendments to other standards) -

Accounting contingent price handling in a business combination

It clarifies that contingent price that has been classified as an asset or liability will be measured at fair value at each reporting date.

IFRS 8 Operating Segments - Aggregation of operating segments

It requires an entity to disclose management's estimates in applying the aggregation criteria for operating segments.

IFRS 8 Operating Segments - Reconciliation of total assets of the reportable segments with the assets of the entity

It clarifies that an entity must provide the reconciliation of the total of the assets of the reportable segments with the assets of the entity only if the segment assets are presented regularly.

IFRS 13 Fair Value Measurement - Short-term receivables and liabilities

It is clarified that IFRS 13 and the amendments to IFRS 9 and IAS 39 does not exclude the possibility of measurement of short-term receivables and payables with no stated interest rate on the amounts of invoices and without prepayment if the impact of the prepayment is not significant.

IAS 16 - Tangible assets and IAS 38 Intangible assets - adjustment method - proportional restatement of accumulated depreciation.

It specifies that when a tangible or intangible asset is revalued, the gross carrying value is adjusted in a manner consistent with the adjustment of the book value.



IAS 24 Related party disclosures - Key management personnel

It clarifies that a company which provides key management personnel services to the entity or to the parent company of the entity is a related party of the entity.

The implementation of these amendments has no significant impact on disclosures and / or the amounts recognized in the financial statements of the Group.

The following Standards, Amendments to Standards and Interpretations have been issued but are not yet effective for the year ended December 31, 2015:

1) Standards, Amendments to Standards and Interpretations adopted by the E.U. :

**IFRS 11 (Amendment) Accounting for investment in joint activity**

(effective for annual accounting periods beginning on or after January 1, 2016)

This amendment requires an investor to apply the acquisition method when acquires a holding in a joint activity which is an "enterprise" as defined by IFRS 3.

The Company's management does not expect that the implementation of these amendments will have a significant impact on the financial statements of the Group.

**IAS 16 and IAS 38 (Amendment) Clarification of permitted Methods of Depreciation**

(effective for annual accounting periods beginning on or after January 1, 2016)

These amendments clarify that the depreciation method based on the revenues generated by an activity is not suitable for the calculation of depreciation of an asset.

Also specify how the proceeds are not considered an appropriate basis for measuring the consumption of the economic benefits embodied in an intangible asset. This can be overcome only in limited cases where the intangible asset expressed as a revenue measure, or where it can be shown that the revenues and consumption of the economic benefits of the intangible asset are related in a large extent.

The Company's management does not expect that the implementation of these amendments will have a significant impact on the financial statements of the Group.

**IAS 16 and IAS 41 (Amendment) Agriculture: Permanent plantations** (effective for annual periods beginning on or after January 1, 2016)

These amendments incorporate "permanent plantations" within the scope of IAS 16 instead of IAS 41, allowing it to be accounted for as tangible assets and subsequently measured at cost or revalued amount in accordance with IAS 16. It introduces a definition for "permanent plantations".

The Company's management does not expect that the implementation of these amendments will have a significant impact on the financial statements of the Group.

**IAS 27 (Amendment) Separate Financial Statements - equity method**

(Effective for annual accounting periods beginning on or after January 1, 2016)

Is amended IAS 27 to allow the option of accounting for investments in subsidiaries, joint ventures and associates by the equity method in separate financial statements.

The Company's management does not expect that the implementation of these amendments will have a significant impact on the financial statements of the Group.

**Circle of Annual Improvements to IFRSs 2012-2014** (effective for annual accounting periods beginning on or after July 1, 2016)

The Circle of Annual Improvements to IFRSs 2012-2014 makes amendments to the following standards:

**IFRS 5 Non-current Assets held for Sale and Discontinued Operations**

Adds special instructions in IFRS 5 for the cases in which an entity reclassifies an asset from "held for sale" to "held for distribution" or vice versa and where accounting of "Held for distribution" is interrupted.

**IFRS 7 Financial Instruments: Disclosures**

Additional instructions to clarify whether a reconciliation for servicing a financial asset that is transferred constitutes a continuing involvement and clarifications regarding disclosures related to offsetting financial assets and liabilities in the condensed interim financial statements

**IAS 19 Employee Benefits**

Clarifies that high quality corporate bonds which used to estimate the discount rate for benefits to employees after retirement should be expressed in the same currency as the benefits to be paid.

**IAS 34 Interim Financial Reporting**

Clarifies the meaning "information disclosed elsewhere in the interim financial report" referred to the standard.

The Company's management does not expect that the implementation of these amendments will have a significant impact on the financial statements of the Group.

**IAS 1 (Amendment) Disclosures** (effective for annual accounting periods beginning on or after July 1, 2016)

The amendments clarify the instructions of IAS 1 concerning notions of materiality and concentration, presentation of subtotals, the structure of financial statements and disclosures of accounting policies.

The Company's management does not expect that the implementation of these amendments will have a significant impact on the financial statements of the Group.

2) Standards, Amendments to Standards and Interpretations which have not adopted by the E.U. :

**IFRS 9 Financial Instruments (2014)** (effective for annual periods beginning on or after January 1, 2018)

The final version of IFRS 9, which contains the accounting policies for financial instruments, replaces IAS 39. The standard includes accounting policies in the following areas:

- **Classification and Measurement.** Financial assets are classified based on the business model in which held and the characteristics of the contractual cash flows. The adoption of IFRS 9 (2014) introduces the category "fair value through other comprehensive income" for certain debt instruments. Financial liabilities are classified in a similar manner as in IAS 39, however there are differences in the measurement of the credit risk of the entity.
- **Impairment.** The adoption of IFRS 9 (2014) introduces an approach "expected credit losses" for the measurement of impairment of financial assets. So it is no longer necessary to precede a credit event to recognize a credit loss.
- **Hedge accounting.** Introduces an approach to hedge accounting that is designed to be more in line with how entities undertake risk management activities when undertaking financial and non-financial risks.
- **Delete.** The rules for the delete of financial assets and liabilities were transferred from IAS 39.

The Company's management considers that the application of this standard in the future will not have significant impact on the disclosure and / or the amounts recognized in the financial statements. However, it is not possible to make a reasonable estimate of the effect of the standard, until the Group to carry out a detailed review.

**IFRS 14 Deferred Accounts Regulated Prices** (effective for annual periods beginning on or after January 1, 2016)

IFRS 14 permits to an entity that adopts International Financial Reporting Standards for the first time to continue calculate, with some limited changes, the "balance of deferred regulated

prices accounts" under previous GAAP, both in initial adoption of IFRS and in subsequent financial statements. The objective of IFRS 14 is to specify the financial reporting requirements for the "balances of deferred regulated prices accounts" that arise when an entity provides goods or services at a price subject to specific rules. This standard does not apply to the Group as the Group adopts IFRS for the first time.

**IFRS 15 Revenue from Contracts with Customers** (effective for annual accounting periods beginning on or after January 1, 2018)

IFRS 15 provides a unified five-step model that applies to all contracts with customers. Provides guidance on issues such as the timing of revenue recognition, the accounting of variable price, the cost of fulfilling and taking up the contract and various related matters. They also introduce new disclosures about income.

The Company's management considers that the application of this standard in the future will not have significant impact on the disclosure and / or the amounts recognized in the financial statements. However, it is not possible to make a reasonable estimate of the effect of the standard, until the Group to carry out a detailed review.

**IFRS 16 Leases** (effective for annual accounting periods beginning on or after January 1, 2019)

IFRS 16 defines the way in which recognized, measured, presented and disclosed leases. As for the lessee the standard provides a unified accounting model under which the lessee recognizes the assets and liabilities in all lease contracts, unless they have maturity up of 12 months or the underlying asset is of little value. The lessor continues to classify leases into operating and financial with accounting approach essentially unchanged from IAS 17.

The Company's management considers that the application of this standard in the future will not have significant impact on the disclosure and / or the amounts recognized in the financial statements. However, it is not possible to make a reasonable estimate of the effect of the standard, until the Group to carry out a detailed review.

**IFRS 10 and IAS 28 (Amendment) sale or contribution of assets between an investor and an associate or joint venture** (effective for annual accounting periods beginning on or after January 1, 2016 - the implementation date indefinitely postponed)

Amendments to IFRS 10 and IAS 28 clarify the accounting treatment of the sale or contribution of assets from an investor in an associate or joint venture, as follows. It is required the full gain or loss recognition in the financial statements of the investor, resulting from the sale or contribution of the assets that make up a "business" (as defined in IFRS 3). Requires partial gain or loss recognition where the assets are not a "business". These requirements apply regardless of the legal form of the transaction.

The Company's management does not expect that the implementation of these amendments will have a significant impact on the financial statements.

**IFRS 10, IFRS 12 and IAS 28 (Amendment) Investment Companies: Application of exemption from consolidation requirement** (effective for annual accounting periods beginning on or after July 1, 2016)

The amendments clarify the application of the exemption for investment companies and their subsidiaries from the consolidation requirement. The Company's management does not expect that the implementation of these amendments will have a significant impact on the financial statements.

**IAS 12 (Amendment) Recognition of deferred tax assets in unrealized losses** (effective for annual periods beginning on or after January 1, 2017)

The amendments clarify the accounting treatment for the recognition of deferred tax assets in unrealized losses resulting from loans measured at fair value. The Company's Management does not expect that the implementation of these amendments will have a significant impact on the financial statements of the Group.

**IAS 7 (Amendment) Proposal disclosure** (effective for annual accounting periods beginning on or after January 1, 2017)

The amendments clarify that entities should provide disclosures to enable users of financial statements to evaluate changes in liabilities arising from financing operations. The Company's management does not expect that the implementation of these amendments will have a significant impact on the financial statements.

#### **2.4. Consolidated financial statements**

**Subsidiaries:** are all companies managed and controlled, directly or indirectly, by another company (parent), whether through ownership of the majority of shares in the company in which the investment was made, either through its dependence on the expertise provided by the Group. Namely, subsidiaries are the companies that are controlled by the parent. ELTON acquires and exercises control through voting rights. The existence of potential voting rights that are exercisable at the preparation time of the financial statements is taken into account in order to substantiate whether the Group controls another entity. Subsidiaries are fully consolidated (full consolidation) with the acquisition method from the date that control is taken over them and cease to be consolidated from the date that control ceases.

The purchase method of accounting is used to account for the acquisition of subsidiaries by the Group. The cost of an acquisition is measured as the fair value of the assets given, shares issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition. Identifiable assets acquired and liabilities and contingent

liabilities assumed in a business combination are measured initially at their fair values at the acquisition date, irrespective of the extent of any minority interest. The excess of the cost of acquisition over the fair value of the Group's share of the identifiable net assets acquired is recorded as goodwill. If the cost of acquisition is less than the fair value of the Group's share of the net assets of the subsidiary acquired, the difference is recognized directly in the income statement.

Inter-company transactions, balances and unrealized gains on transactions between group companies are eliminated. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries have been changed to ensure consistency with the policies adopted by the Group.

The Company accounts for its investment in subsidiaries, in its stand alone accounts, on the cost less impairment basis.

**Associates:** are entities over which the Group has significant influence but they do not fulfill the conditions to be classified as subsidiaries. The assumptions used by the group imply that voting rights percentage between 20% and 50% of a company suggests significant influence on the company. Investments in associates are accounted for using the equity method of accounting and are initially recognized at cost. At the end of every fiscal year, the cost is increased by the proportion of the investing company in the changes in equity of the invested company and decreased with the received dividends from the associate.

The Group's share of its associates' post-acquisition profits or losses is recognized in the income statement, and its share of post-acquisition movements in reserves is recognized in reserves. Accumulated changes affect the book value of investments in associated companies. When the Group's share of losses in an associate equals or exceeds its participation in the associate, including any other unsecured receivables, the Group does not recognize further losses, unless it has incurred obligations or made payments on behalf of the associate. Unrealized gains on transactions between the Group and its associates are eliminated to the extent of the Group's participation in the associates. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

Accounting policies of associates have been changed to ensure consistency with the policies adopted by the Group.

## 2.5. Segment reporting

The operational segments business sector is defined as a group of assets and operations engaged in providing products and services that are subject to risks and returns that are different from those of other business segments.

A geographical segment is a geographical region in which products and services are subject to risks and returns different from other areas. For the year 2015 the 68, 26% of the consolidated turnover derived from activities carried out in Greece.

## 2.6. Foreign exchange conversions

### Functional and presentation currency

The data of the financial statements of the companies of the Group are measured in the currency of the primary economic environment in which the Group operates (its functional currency).

The consolidated financial statements are reported in Euro, which is the functional currency and reporting currency of the parent company and all its subsidiaries.

### Transactions and balances

Transactions in foreign currencies are converted to the functional currency using the exchange rates prevailing at the transaction date. Profits and losses from foreign exchange differences arising from the settlement of such transactions during the period and from the conversion of monetary items expressed in foreign currency using the exchange rates at the balance sheet date are recorded in the results.

### Companies of the Group

The translation of the financial statements of the Group companies (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency of the Group is as follows:

- Assets and liabilities are translated at the rates prevailing at the balance sheet date,
- Revenues and expenses are translated at average exchange rates
- All resulting exchange differences are recognized in equity reserve and transferred to the income statement as part of the gain or loss on sale.
- The structure of the Group as at 31/12/2015 is as follows:

COMPANY	COUNTRY	PARTICIPATION PERCENTAGE	CONSOLIDATION METHOD
ELTON SA	GREECE	PARENT	
ELTON CORPORATION SA	ROMANIA	100%	FULL
ELTON CORPORATION LTD	BULGARIA	100%	FULL
ELTON CORPORATION DOO	SERBIA	100%	FULL
MARMARA ENDUSTRIYEL KIMYEVI MADDELER SANAYI VE TICARET ANONIM SIRKETI	TURKEY	70%	FULL
ELTON CORPORATION OOO	UKRAINE	100%	NOT CONSOLIDATED
ELTON PLS SA	GREECE	70%	NOT CONSOLIDATED

## 2.7. Tangible fixed assets

Fixed assets are reported in the Financial Statements at cost less subsequent depreciation and impairment. Cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group higher than the initially expected according to the initial return of the financial asset and under the assumption that the cost of the item can be measured reliably. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

In the current financial statements depreciation of other tangible fixed assets (excluding land which is not depreciated) is calculated with method over their estimated useful lives, which are as follows:

1. Buildings	25 to 50 years
2a Mechanical Equipment	3 to 15 years
2b Metal Tanks	15 years
2c. Photovoltaic	20 years
3. Cars	4 to 10 years
4. Other Equipment	5 to 10 years
4a. Furniture	4 to 10 years
4b. Electronic computers	3 to 7 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date. When the carrying amounts of the tangible assets are higher than their recoverable amount, the resulting difference (impairment loss) is recognized immediately as a loss in the income statement.

In case of sale of tangible assets, the difference between the sale proceeds and the carrying amount is recognized as profit or loss in the income statement. Repairs and maintenance are charged to the expenses of the period they occur.

Self-produced tangible assets constitute an addition to the cost of fixed assets on values that include the direct payroll cost of personnel involved (including the relevant costs), cost of materials and other general costs.

## 2.8. Intangible assets



Intangible assets include software licenses. Software licenses are valued at cost less depreciation. Depreciation is calculated using the straight-line method over the useful life of these assets, which range from 1 to 5 years.

Expenses required for the development and maintenance of the software are recognized as expenses when incurred.

### **2.9. Impairment of assets**

Assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment and whenever events or changes in circumstance indicate that the carrying amount may not be recoverable.

Assets that are subject to amortization are tested for impairment whenever events or changes in circumstance indicate that the carrying amount may not be recoverable.

The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. Impairment losses are recognized as an expense to the Comprehensive Income Statement, when they occur.

### **2.10. Financial assets**

Financial asset is any contract that creates a financial asset to one entity and a financial liability or equity instrument to another enterprise. Financial assets are recognized at cost, including additional direct costs. The company did not hold any investments other than those which are subsidiaries. In the parent company's balance sheet the investments in subsidiaries are carried at fair value.

### **2.11. Inventories**

At the date of balance sheet the inventories are stated at the lower of cost and net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less any costs related to sale. The acquisition cost of inventories is defined by the weighted average of the month. The cost of inventories does not include financial expenses.

For impaired inventories it has been formed provision of EUR 135.587.

### **2.12. Trade receivables**

Trade receivables are recognized initially at fair value and are then valued in their un-depreciated cost, using the real interest rate, less provision for impairment. In case the carried value or cost of a financial asset exceeds the present value, then the asset is valued at its recoverable amount, i.e. the present value of future cash flows of the asset, which is calculated based on the actual initial interest rate. The relevant loss is transferred directly to the income statement. Impairment losses, ie when there is objective evidence that the Group is not able to collect all amounts owed based on contractual terms and after having run out all possible legal actions to collect them, are recognized in the results.

### **2.13. Cash and cash equivalents**

Cash and cash equivalents include cash, sight deposits and short term up to 3 months with high liquidity and low risk investments.

### **2.14. Non-current assets classified as held for sale**

Assets held for sale include other assets (including goodwill) and tangible assets that the Group intends to sell within one year from the date of classification as "held for sale". The assets classified as "held for sale" are measured at the lower value between their book value immediately prior to their classification as held for sale and their fair value less the cost of sale. The assets classified as "held for sale" are not subject to amortization. The profit or loss arising from the sale and revaluation of "held for sale" assets included in "other income" and "other expenses" respectively in the income statement. The Group in the current fiscal has not classified non-current assets as held for sale.

### **2.15. Share capital**

Share capital includes common shares of the Company that are classified as equity. Expenses that were made for the issuance of the shares, presented after deducting the income tax, to a decrease of the proceeds. Expenses related to the issuance of shares for the acquisition of companies are included in cost of the acquired company. During the acquisition of own shares, the price paid - including related costs - is depicted as deducted equity (share premium reserve).

### **2.16. Income tax and deferred tax**

The period's charge with income tax consists of the current tax and deferred taxes, ie taxes or tax relief related to the financial benefits that arise during the period but have been or will be imputed by the tax authorities in different periods. Income tax is recognized in the income statement of the period, except from the tax that refers to transactions recorded directly in equity, in which case it is recorded directly in a similar way to equity.

Current income taxes include short term obligations or claims from fiscal authorities relating to taxes payable on the taxable income of the period and any additional income taxes from previous years.

Current taxes are measured according to the tax rates and tax laws applicable to the fiscal periods to which they relate, based on the taxable profit for the year. All changes to the short term tax assets or obligations are recognized as a component of tax expense in the income statement.

Deferred income tax is determined by the liability method that results from the temporary differences between the accounting value and taxation basis of assets and liabilities. Deferred

income tax is not accounted if it arises from initial recognition of an asset or liability in a transaction, other than a business combination, which at the time of the transaction did not affect either accounting or taxable profit or loss.

Deferred tax claims and liabilities are valued based on the tax rates expected to be applied in the period during which the claim or liability will be settled, taking into consideration tax rates (and tax laws) that have been enacted or essentially in effect until the balance sheet date. In case of failure to identify the timing of reversal of temporary differences, it applies the tax rate that is in effect on the following day of the balance sheet date.

Deferred tax claims are recognized to the extent that there will be future taxable profit for the use of the temporary differences that creates the deferred tax claim.

Deferred income tax is recognized for temporary differences that arise from investments in subsidiaries and associates, except in the case that reversal of the temporary difference is controlled by the Group and it is possible that the temporary differences will not reverse in the foreseeable future.

Most changes in deferred tax claims or liabilities are recognized as a part of the tax expenses in the income statement. Only the changes in assets or liabilities that affect the temporary differences are recognized directly in equity of the Group, such as the revaluation of property, result in the relevant change in deferred tax claims or liabilities to be charged against the relevant equity account.

## 2.17. Employee Benefits

**Short-term benefits:** Short-term employee benefits (except benefits from employment termination), monetary and non-monetary, are recognized as an expense when they accrue.

**Benefits after leaving the service:** According to the Greek Laws 2112/20, the Company pays the employees compensations for dismissals or resignations due to pensions. The aforementioned payments depend on the years of working experience, the remunerations, and the way of leaving the company (dismissal or resignation). The compensations for pensions and dismissals fall under the defined benefit plans according to the IFRS 19 «Employee benefits». The above obligations are calculated based on an actuarial projected unit credit method. The provisions that concern the fiscal year, are included in the relative personnel cost in the attached consolidated financial statements and consist of the current and previous personnel cost, the relative financial cost, the actuarial profits or losses and any other possible charges. According to the non-recognized actuarial profits or losses, the amended IAS 19 is applied, which includes a series of amendments regarding the accounting of defined benefit plans.

1. Actuarial gains and losses will be recognized in other comprehensive income and their definitive exclusion from the income statement.
2. Not recognizing more of the expected returns of investment of the program to the income statement but the recognition of such interest on the net liability/(claim) of benefit, calculated based on the discount rate that is used to measure the defined benefit obligation

3. Past service costs are recognized in the income statement in the period when a plan is amended.
4. Other changes include extended disclosures, as quantitative sensitivity analysis

### 2.18. Provisions

Provisions are recognized when the Group has a present legal or constructive obligation as a result of past events and when it is probable that an outflow of resources and estimating the amount of the obligation can be reliably estimated. Provisions are reviewed at each balance sheet date and adjusted to reflect the present value of the expenditure expected to be required for the settlement of the obligation. Contingent obligations are not recognized in the financial statements but are disclosed unless the possibility of an outflow of resources embodying economic benefits is minimal. Contingent claims are not recognized in the financial statements but disclosed when an inflow of economic benefits is probable.

### 2.19. Revenue and Expense Recognition

**Revenue:** Revenues include the fair value of projects, sales of goods and services, net of Value Added Tax, rebates and discounts. Intercompany revenues within the Group are eliminated in full. The recognition of revenue is as follows:

- **Sales of goods:** Sales of goods are recognized when the Group delivers the goods to the customers, the goods are accepted by the customers and collectability of the related receivables is reasonably assured.
- **Services:** Revenue from services is accounted for the period in which the services are provided, based on the stage of completion of the service in relation to all services.
- **Interest income:** Interest income is recognized on a time proportion basis using the actual interest rate method.
- **Dividends:** Dividends are recognized as income when there is right to receive payment.

**Expenses:** expenses are recognized in results on an accrual basis.

### 2.20. Leases

Leases of fixed assets, which transfer to the Group all the risks and benefits related to the ownership of an asset, regardless of the final transfer or not of the ownership title of that asset, are classified as finance leases. Finance leases are capitalized at the lease's inception at the lower of the fair value of the leased property or the present value of the minimum lease payments. Each lease is allocated between the liability and the financial charges so as to achieve a fixed interest rate on the remaining financial obligation. The corresponding rental obligations, net of financial charges, are reported in liabilities. The part of financial expenses relating to finance leases is recognized in income statement during the lease period. Fixed

assets that acquired through financial leasing are depreciated the shorter period of the useful life of the asset or the duration of the lease. There were no such leases until the period presented.

Lease agreements where the lessor transfers the right to use an asset for an agreed period, without transferring the risks and rewards of ownership of the asset are classified as operating leases. Payments made for operating leases (net of any incentives offered from the lessor) are recognized in the results proportionately by the lease period.

### **2.21. Distribution of dividends**

The distribution of dividends to parent company's shareholders is recognized as a liability in the financial statements on the date on which the distribution is approved by the General Assembly of Shareholders.

### **2.22. Grants**

Grants related to assets are government grants, which according to IAS 20 "Accounting for Government Grants", whose primary condition is that an enterprise qualifying for them should purchase, construct or any other way acquire long-term assets.

Government grants related to assets must be shown in the balance sheet either as deferred income or by deducting the accounting value of the related assets. The company chose to display the government grant of Law 3299/2004 as deferred income, which will be recorded in systematic and rational basis as revenue during the useful life of assets.

### **2.23. Suppliers and other obligations**

Suppliers and other liabilities are recognized initially at fair value and subsequently at the unamortized cost using the effective interest rate method.

### **2.24. Borrowing**

Loans are recorded initially at their fair value, less any costs to complete the transaction. Borrowings are subsequently valued at the unamortized cost using the effective interest rate method. Borrowings are classified as short term liabilities unless the Group has the right to defer the repayment of the liability for at least twelve months from the balance sheet date.

## **3. Risk management**

### **3.1 Financial risk factors**

The Group is exposed to a variety of financial risks such as market risk (changes in exchange rates, interest), credit risk, liquidity risk, cash flow risk and fair value interest rate risk.

The overall risk management of the Group focuses on the unpredictability of financial markets and seeks to minimize their potential negative effect in the financial performance of the Group.

## **a) Market Risk**

### **1. Foreign currency risk**

The Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures.

Foreign exchange risk arises from future commercial transactions, recognized assets and liabilities and investments which having their head office and operate abroad.

The Group has certain investments in subsidiaries that are depicted in the table below, whose assets are exposed to currency risks.

<b>COMPANY</b>	<b>COUNTRY</b>	<b>PARTICIPATION PERCENTAGE</b>	<b>CONSOLIDATION METHOD</b>
ELTON CORPORATION SA	ROMANIA	100%	FULL
ELTON CORPORATION LTD	BULGARIA	100%	FULL
ELTON CORPORATION DOO	SERBIA	100%	FULL
ELTON CORPORATION OOO	UKRAINE	100%	NOT CONSOLIDATED
MARMARA ENDUSTRIYEL KIMYEVI MADDELER SANAYI VE TICARET ANONIM SIRKETI	TURKEY	70%	FULL

### **2. Price Risk**

The Group is not exposed to securities price risk because of the complete lack thereof. However is exposed to changes in the value of goods moved (Bulk chemicals) and this because their price is directly linked to the price of petroleum, as it is valued in the current market. This risk is managed through a comparable change in selling prices of the goods available.

### **3. Cash flow and fair value interest**

#### **A. Interest risk**

The Group has no interest-bearing assets and therefore income and operating cash flows are substantially independent of changes in market interest rates.

The Group's interest risk is increased by long-term and short-term borrowings.

In particular the long-term bond borrowing on December 31<sup>st</sup> 2015 of the Company and of the Group amounted to 1.666.664 euros while the short-term debt borrowing at 1.666.664 euros.

The long-term bond borrowing is a common bond loan of ten years with semi-annual installments and six months interest charge at total nominal value of fifteen million (15.000.000) euros. The interest rate is with fixed part (spread) annually and variable part which is equal to the EURIBOR interest period.

Short-term bank borrowings of the Group and of the Company amounting to 17.921.146 euros and 13.362.248 euros respectively, concluded with a floating interest rate.

In case of interest rate change of +1% or -1%, influences of the equity and results of the Group and the Company are presented below:

A) Increase in interest rate by 1%

The results of the year and the equity of the Group and the Company would incur by 212.545 and 166.956 euros respectively.

B) Decrease in interest rate by 1%

The results of the year and the equity of the Group and the Company would increase by 212.545 and 166.956 euros respectively.

## **B. Credit risk**

Credit risk arises from cash and cash equivalents, deposits in banks, and credit reports of customers including significant claims and transactions.

The Group has significant concentration of claims, mainly because of the fact that the largest number of its claims is related to a limited number of customers, who are internationally renowned multinational companies, whether they are related parties within the meaning of IAS 24 and therefore the existence of credit risk is limited.

The Group and the Company are making provision for doubtful customers. On 31<sup>st</sup> December 2015 the total number of customers and other trade receivables was EUR 44.248.542 and EUR 31.705.293 respectively and provisions of doubtful were 3.828.568 euros and 3.001.235 euros respectively i.e. 8,65 % and 9,47 % which the management of the Company considers satisfactory in an environment of increased credit fluctuations.

Also the debit balances of the subsidiaries on December 31<sup>st</sup> 2015 amounted to EUR 673.532, which the Company's Management believes that present no risk of non-collection since subsidiaries are controlled 100% by the parent.

## **C. Capital risk management**

The capital management aims to ensure the Group's opportunity to continue its activities in order to provide profits to the shareholders and benefits for other interest parties, while maintaining a capital structure that minimizes the cost of capital. The capital management tools are the dividend policy, the issuance or return of capital and trading of assets.

The main index used in the management of capital is the leverage factor, which is calculated as net borrowing divided by total usable capital.

Net borrowing is calculated as total borrowings (including short and long term loans) minus cash and cash equivalents.

The total usable capital is calculated by the equity that is displayed in the balance sheet plus the net borrowing.

	<b>GROUP</b>		<b>COMPANY</b>	
	<b>31/12/2015</b>	<b>31/12/2014</b>	<b>31/12/2015</b>	<b>31/12/2014</b>
Total of borrowings	21.254.474	15.947.494	16.695.576	13.764.428
Less: Cash and cash equivalents	-5.492.326	-1.164.918	-3.450.156	-431.009
<b>Net Borrowing</b>	<b>15.762.148</b>	<b>14.782.576</b>	<b>13.245.420</b>	<b>13.333.419</b>
Equity	47.441.428	44.546.676	43.137.538	41.622.609
<b>Total usable capital</b>	<b>63.203.577</b>	<b>59.329.252</b>	<b>56.382.958</b>	<b>54.956.028</b>
<b>Leverage factor</b>	<b>24,94%</b>	<b>24,92%</b>	<b>23,49%</b>	<b>24,26%</b>

It is observed that the leverage factor on 31 December 2015 of the Group appears in percentage slightly bigger than the previous fiscal year 2014, while for the Company the leverage factor decreased due to the increase of the Equity.

#### D. Liquidity Risk

Prudent liquidity risk management implies maintaining sufficient cash and the availability of financing through sufficient credit operations. The table below analyzes the financial liabilities of the Group and the Company classified in groups by date, calculated in accordance with the remaining period from the balance sheet date until the contractual maturity date.

<b>GROUP 31/12/2015</b>	<b>up to 1 year</b>	<b>from 1 until 5 years</b>	<b>over 5 years</b>	<b>Total</b>
Borrowing	19.587.810	1.666.664	0	21.254.474
Trade and other liabilities	17.184.326	0	0	17.184.326
<b>Total</b>	<b>36.772.136</b>	<b>1.666.664</b>	<b>0</b>	<b>38.438.800</b>
<b>Group 31/12/2014</b>	<b>up to 1 year</b>	<b>from 1 until 5 years</b>	<b>over 5 years</b>	<b>Total</b>
Borrowing	12.614.166	3.333.328	0	15.947.494
Trade and other liabilities	15.462.307	0	0	15.462.307
<b>Total</b>	<b>28.076.472</b>	<b>3.333.328</b>	<b>0</b>	<b>31.409.800</b>
<b>COMPANY 31/12/2015</b>	<b>up to 1 year</b>	<b>from 1 until 5 years</b>	<b>over 5 years</b>	<b>Total</b>
Borrowing	15.028.912	1.666.664	0	16.695.576
Trade and other liabilities	12.185.469	0	0	12.185.469
<b>Total</b>	<b>27.214.381</b>	<b>1.666.664</b>	<b>0</b>	<b>28.881.045</b>
<b>COMPANY 31/12/2014</b>	<b>up to 1 year</b>	<b>from 1 until 5 years</b>	<b>over 5 years</b>	<b>Total</b>
Borrowing	10.431.100	3.333.328	0	13.764.428
Trade and other liabilities	10.639.501	0	0	10.639.501
<b>Total</b>	<b>21.070.601</b>	<b>3.333.328</b>	<b>0</b>	<b>24.403.929</b>

The Group considers that the total liabilities to suppliers are short term. In the same category includes other current liabilities as well as tax liabilities.



## **E. Fire risk**

The Group's fixed assets (buildings, warehouses, offices, machinery and furniture) and the inventories of the Company are fully insured against fire, lightning, storm, storm, other natural disasters and acts of terrorism.

The inventories that are in warehouses of the company are insured at their acquisition value against all these risks. Additionally, there are insurance programs for loss of gross profit as a consequence of business interruption, from coverage of property damage, as well as programs covering financial losses or contingent liabilities of third parties.

Despite security of facilities, stock and employees, in any partial or total destruction or accident related to the above risks, it cannot be provides any confirmation that the Company will be indemnified directly and in full by the insurance company.

In addition, the Group's buildings are in very good condition and have been taken all appropriate measures to address this risk and minimize its consequences.

## **4. Significant accounting estimations and judgments**

Accounting estimations and judgments must continually be assessed based on historical experience and other factors, including expectations for future events that are considered under the circumstances.

The Group conducts provisions relating to the future. The calculated accounting estimations will rarely be equal the related actual results.

The annual financial statements of December 31<sup>st</sup> 2015 were compiled with the basic accounting principles and estimations of the balance sheet of December 31<sup>st</sup> 2014.

## **5. Financial information by segment**

The operational segments business sector is defined as a group of assets and operations engaged in providing products and services that are subject to risks and returns that are different from those of other business segments.

A geographical segment is a geographical region in which products and services are subject to risks and returns different from other areas.

### **5.1 Primary reporting sector by Business Unit**

The financial statements of the Group by Business Unit for the periods 1/1-31/12/2015 & comparable 1/1-31/12/2014 analyzed as follows:

Period 01/01-31/12/2015	Cosmetics - Medical- Detergents	Water treatment - Yarns-Elastics	Food - Beverages- Feed	Industrial	Agrochemicals	Services	Total
Net Sales to third parties	18.991.550	15.033.273	32.110.904	22.043.132	16.431.676	205.178	<b>104.815.712</b>
EBITDA	1.036.887	820.775	1.753.167	1.203.495	897.124	11.202	<b>5.722.651</b>
Depreciation of the period							<b>-857.617</b>
Financial cost							<b>-1.248.436</b>
<b>Results before taxes</b>							<b>3.616.598</b>
Income Taxes							<b>-918.435</b>
<b>Profit after tax from ongoing activities</b>							<b>2.698.163</b>

Period 01/01-31/12/2014	Cosmetics - Medical- Detergents	Water treatment - Yarns-Elastics	Food - Beverages- Feed	Industrial	Agrochemicals	Services	Total
Net Sales to third parties	18.508.762	18.073.183	30.291.850	17.283.602	13.673.432	951.375	<b>98.782.203</b>
EBITDA	1.180.211	1.152.436	1.931.559	1.102.088	871.886	60.664	<b>6.298.845</b>
Depreciation of the period							<b>-778.919</b>
Financial cost							<b>-878.961</b>
<b>Results before taxes</b>							<b>4.640.965</b>
Income Taxes							<b>-1.147.712</b>
<b>Profit after tax from ongoing activities</b>							<b>3.493.253</b>

Allocation of Assets and Liabilities by Business Unit on December 31<sup>st</sup> 2015 on a consolidated basis and the comparable period December 31<sup>st</sup> 2014:

31/12/2015	Cosmetics - Medical- Detergents	Water treatment - Yarns-Elastics	Food - Beverages- Feed	Industrial	Agrochemicals	Services	Total
Assets of sector	15.991.373	12.658.402	27.038.206	18.560.884	13.835.894	172.765	88.257.523
Non allocated Assets	0	0	0	0	0	0	0
<b>Consolidated Assets</b>	<b>15.991.373</b>	<b>12.658.402</b>	<b>27.038.206</b>	<b>18.560.884</b>	<b>13.835.894</b>	<b>172.765</b>	<b>88.257.523</b>

31/12/2015	Cosmetics - Medical- Detergents	Water treatment - Yarns-Elastics	Food - Beverages- Feed	Industrial	Agrochemicals	Services	Total
Liabilities of sector	7.395.465	5.854.079	12.504.248	8.583.776	6.398.629	79.898	40.816.095
Non allocated liabilities	0	0	0	0	0	0	47.441.428
<b>Consolidated liabilities</b>	<b>7.395.465</b>	<b>5.854.079</b>	<b>12.504.248</b>	<b>8.583.776</b>	<b>6.398.629</b>	<b>79.898</b>	<b>88.257.523</b>

31/12/2014	Cosmetics - Medical- Detergents	Water treatment - Yarns-Elastics	Food - Beverages- Feed	Industrial	Agrochemicals	Services	Total
Assets of sector	14.674.119	14.328.783	24.015.988	13.702.787	10.840.572	754.269	78.316.517
Non allocated Assets	0	0	0	0	0	0	0
<b>Consolidated Assets</b>	<b>14.674.119</b>	<b>14.328.783</b>	<b>24.015.988</b>	<b>13.702.787</b>	<b>10.840.572</b>	<b>754.269</b>	<b>78.316.517</b>

31/12/2014	Cosmetics - Medical- Detergents	Water treatment - Yarns-Elastics	Food - Beverages- Feed	Industrial	Agrochemicals	Services	Total
Liabilities of sector	6.327.435	6.178.527	10.355.620	5.908.600	4.674.421	325.238	33.769.841
Non allocated liabilities	0	0	0	0	0	0	44.546.676
<b>Consolidated liabilities</b>	<b>6.327.435</b>	<b>6.178.527</b>	<b>10.355.620</b>	<b>5.908.600</b>	<b>4.674.421</b>	<b>325.238</b>	<b>78.316.517</b>

## 5.2 Allocation of sales by geographic area

The company's registered office and the main country of activity is Greece. The group's activities are mainly in Greece whereas operates in Romania, Bulgaria, Serbia and the last two months in Turkey (the financial figures are included in Romania).

Period 1/1-31/12/15	GREECE	ROMANIA	BULGARIA	SERBIA	TOTAL
Net sales to third parties	70.781.046	20.498.513	7.309.480	6.226.673	<b>104.815.712</b>

Period 1/1-31/12/14	GREECE	ROMANIA	BULGARIA	SERBIA	TOTAL
Net sales to third parties	68.490.427	17.425.968	6.224.674	6.641.134	<b>98.782.203</b>

Allocation of Assets and Liabilities by geographic area of activity on December 31<sup>st</sup> 2015 and December 31<sup>st</sup> 2014 at consolidated level

31/12/2015	GREECE	ROMANIA	BULGARIA	SERBIA	TOTAL
Assets of sector	61.390.698	15.143.156	7.685.856	4.037.813	88.257.523
Non allocated Assets	0	0	0	0	0
<b>Consolidated Assets</b>	<b>61.390.698</b>	<b>15.143.156</b>	<b>7.685.856</b>	<b>4.037.813</b>	<b>88.257.523</b>

31/12/2015	GREECE	ROMANIA	BULGARIA	SERBIA	TOTAL
Liabilities of sector	29.621.194	5.319.515	4.267.277	1.608.109	40.816.095
Non allocated liabilities	31.769.504	9.823.641	3.418.579	2.429.704	47.441.428
<b>Consolidated liabilities</b>	<b>61.390.698</b>	<b>15.143.156</b>	<b>7.685.856</b>	<b>4.037.813</b>	<b>88.257.523</b>

31/12/2014	GREECE	ROMANIA	BULGARIA	SERBIA	TOTAL
Assets of sector	57.330.582	10.089.079	6.849.373	4.047.483	78.316.517
Non allocated Assets	0	0	0	0	0
<b>Consolidated Assets</b>	<b>57.330.582</b>	<b>10.089.079</b>	<b>6.849.373</b>	<b>4.047.483</b>	<b>78.316.517</b>

31/12/2014	GREECE	ROMANIA	BULGARIA	SERBIA	TOTAL
Liabilities of sector	26.479.229	2.311.688	3.145.388	1.833.537	33.769.841
Non allocated liabilities	30.851.353	7.777.392	3.703.985	2.213.946	44.546.676
<b>Consolidated liabilities</b>	<b>57.330.582</b>	<b>10.089.079</b>	<b>6.849.373</b>	<b>4.047.483</b>	<b>78.316.517</b>

Sales refer to the country which are established the customers. The total assets refer to geographical location.

## 6. Tangible Assets

The fixed assets of the Group and the Company are analyzed as follows:

<b>GROUP</b>	<b>Land &amp; Buildings</b>	<b>Mechanical equipment &amp; transportation</b>	<b>Furniture &amp; other equipment</b>	<b>Tangible assets under construction &amp; advances</b>	<b>Total</b>
<b><u>Cost value</u></b>					
Balance at 1st January 2014	17.758.955	4.348.630	1.358.617	0	23.466.202
Additions	23.488	255.331	64.148	80.945	423.912
Exchange differences	1.108	-7.026	-1.133	-310	-7.361
Reductions	0	-8.537	-24.836	0	-33.374
<b>Balance at 31st December 2014</b>	<b>17.783.550</b>	<b>4.588.398</b>	<b>1.396.796</b>	<b>80.635</b>	<b>23.849.380</b>
Acquisition of subsidiary	0	232.514	106.732	0	339.246
Additions	10.950	215.022	28.790	160.869	415.631
Exchange differences	-17.035	608	-5.598	-425	-22.450
Reductions	0	-225.668	-4.140	-153.821	-383.628
Value impairment	-219.309	0	0	0	-219.309
<b>Balance at 31st December 2015</b>	<b>17.558.156</b>	<b>4.810.874</b>	<b>1.522.580</b>	<b>87.258</b>	<b>23.978.869</b>
<b><u>Depreciation</u></b>					
Balance at 1st January 2014	2.350.520	2.696.348	1.078.264	0	6.125.132
Additions	394.770	249.132	57.385	0	701.286
Exchange differences	-239	-2.224	-683	0	-3.146
Reductions	0	-8.537	-24.739	0	-33.276
<b>Balance at 31st December 2014</b>	<b>2.745.052</b>	<b>2.934.718</b>	<b>1.110.227</b>	<b>0</b>	<b>6.789.997</b>
Acquisition of subsidiary	0	182.300	83.682	0	265.982
Additions	395.346	228.243	55.534	0	679.123
Exchange differences	-1.980	3.162	-6.374	0	-5.192
Reductions	0	-224.806	-2.740	0	-227.546
<b>Balance at 31st December 2015</b>	<b>3.138.417</b>	<b>3.123.617</b>	<b>1.240.329</b>	<b>0</b>	<b>7.502.364</b>
<b>Undepreciated value at 31st December 2015</b>	<b>14.419.739</b>	<b>1.687.257</b>	<b>282.251</b>	<b>87.258</b>	<b>16.476.505</b>
<b>Undepreciated value at 31st December 2014</b>	<b>15.038.499</b>	<b>1.653.680</b>	<b>286.569</b>	<b>80.635</b>	<b>17.059.383</b>

COMPANY	Land & Buildings	Mechanical equipment & transportation means	Furniture & other equipment	Tangible assets under construction & advances	Total
<b>Cost value</b>					
<b>Balance at 1st January 2014</b>	<b>12.366.801</b>	<b>3.916.289</b>	<b>1.245.356</b>	<b>0</b>	<b>17.528.445</b>
Additions	21.467	164.464	36.465	30.000	252.396
Reductions	0	-1.281	-24.836	0	-26.118
<b>Balance at 31st December 2014</b>	<b>12.388.267</b>	<b>4.079.472</b>	<b>1.256.985</b>	<b>30.000</b>	<b>17.754.724</b>
Additions	10.950	167.850	19.788	87.088	285.675
Reductions	0	-187.366	-1.908	-117.088	-306.362
Value impairment	-219.309	0	0	0	-219.309
<b>Balance at 31st December 2015</b>	<b>12.179.908</b>	<b>4.059.955</b>	<b>1.274.865</b>	<b>0</b>	<b>17.514.728</b>
<b>Depreciation</b>					
<b>Balance at 1st January 2014</b>	1.893.995	2.463.436	998.231	0	5.355.663
Additions	259.749	196.544	46.553	0	502.846
Reductions	0	-1.281	-24.739	0	-26.020
<b>Balance at 31st December 2014</b>	<b>2.153.744</b>	<b>2.658.699</b>	<b>1.020.045</b>	<b>0</b>	<b>5.832.488</b>
Additions	260.343	167.089	43.938	0	471.370
Reductions	0	-185.334	-1.908	0	-187.242
<b>Balance at 31st December 2015</b>	<b>2.414.087</b>	<b>2.640.454</b>	<b>1.062.075</b>	<b>0</b>	<b>6.116.616</b>
<b>Undepreciated value at 31st December 2015</b>	<b>9.765.821</b>	<b>1.419.501</b>	<b>212.790</b>	<b>0</b>	<b>11.398.112</b>
<b>Undepreciated value at 31st December 2014</b>	<b>10.234.523</b>	<b>1.420.773</b>	<b>236.940</b>	<b>30.000</b>	<b>11.922.236</b>

There are no mortgages or encumbrances on fixed assets against borrowings.

The additions to the fixed assets of the Group and of the Company are mainly improvements of buildings and purchase of vehicles, machinery and equipment.

In fiscal year 2015, was conducted impairment control of the Company's properties by independent evaluators. From their estimation arose EUR 219.309 impairment loss, charged to the Net profit of period (A).

## 7. Intangible assets

<b>GROUP</b>	<b>Accounting programms</b>	<b>Goodwill- Other rights</b>	<b>Total</b>
<b><u>Cost value</u></b>			
<b>Balance at 1st January 2014</b>	<b>806.596</b>	<b>299.506</b>	<b>1.106.102</b>
Additions	44.697	2.513.263	2.557.960
Exchange differences	-225	-902	-1.127
Reductions	-600	0	-600
<b>Balance at 31st December 2014</b>	<b>850.468</b>	<b>2.811.867</b>	<b>3.662.335</b>
Additions	150.022	36.733	186.755
Exchange differences	-361	-467	-828
Reductions	0	0	0
<b>Balance at 31st December 2015</b>	<b>1.000.129</b>	<b>2.848.133</b>	<b>3.848.262</b>
<b><u>Depreciation</u></b>			
<b>Balance at 1st January 2014</b>	<b>667.343</b>	<b>16.564</b>	<b>683.907</b>
Additions	73.900	3.839	77.739
Exchange differences	-227	-104	-331
Reductions	-573	0	-573
<b>Balance at 31st December 2014</b>	<b>740.443</b>	<b>20.299</b>	<b>760.742</b>
Additions	48.711	130.094	178.806
Exchange differences	-252	-31	-283
Reductions	0	0	0
<b>Balance at 31st December 2015</b>	<b>788.903</b>	<b>150.362</b>	<b>939.265</b>
<b>Undepreciated value at 31st December 2015</b>	<b>211.227</b>	<b>2.697.771</b>	<b>2.908.998</b>
<b>Undepreciated value at 31st December 2014</b>	<b>110.025</b>	<b>2.791.568</b>	<b>2.901.593</b>

<b>COMPANY</b>	<b>Accounting programms</b>	<b>Goodwill- Other rights</b>	<b>Total</b>
<b><u>Cost value</u></b>			
<b>Balance at 1st January 2014</b>	<b>762.136</b>	<b>290.000</b>	<b>1.052.136</b>
Additions	23.710	2.500.000	2.523.710
Transfers	0	0	0
Reductions	-600	0	-600
<b>Balance at 31st December 2014</b>	<b>785.246</b>	<b>2.790.000</b>	<b>3.575.246</b>
Additions	133.050	0	133.050
Transfers	0	0	0
Reductions	0	0	0
<b>Balance at 31st December 2015</b>	<b>918.296</b>	<b>2.790.000</b>	<b>3.708.296</b>
<b><u>Depreciation</u></b>			
<b>Balance at 1st January 2014</b>	<b>636.827</b>	<b>15.230</b>	<b>652.057</b>
Additions	65.861	2.901	68.762
Reductions	-573	0	-573
<b>Balance at 31st December 2014</b>	<b>702.115</b>	<b>18.131</b>	<b>720.246</b>
Additions	42.161	127.901	170.063
Reductions	0	0	0
<b>Balance at 31st December 2015</b>	<b>744.276</b>	<b>146.032</b>	<b>890.308</b>
<b>Undepreciated value at 31st December 2015</b>	<b>174.020</b>	<b>2.643.968</b>	<b>2.817.988</b>
<b>Undepreciated value at 31st December 2014</b>	<b>83.131</b>	<b>2.771.869</b>	<b>2.855.000</b>

Intangible assets include software licenses, trademarks and supplier contracts. Intangible assets are valued at cost less depreciation. Depreciation is calculated using the straight-line method over the useful life of these assets, which ranges from 5 to 20 years.

## 8. Surplus value/ Goodwill

	<b>Goodwill</b>
<b><u>Acquisition value</u></b>	
<b>Balance at 1st January 2015</b>	-
Additions due to business combinations	712.150
Derecognition of goodwill	-
<b>Balance at 31st December 2015</b>	<b>712.150</b>
<b><u>Impairments</u></b>	
<b>Balance at 1st January 2015</b>	-
Impairment loss in period	-
Inversion of impairment loss	-
<b>Balance at 31st December 2015</b>	<b>0</b>
<b>Net book value at 31st December 2015</b>	<b>712.150</b>

ELTON Group through its 100% subsidiary company ELTON CORPORATION SA Romania, acquired a participating interest of 70% in SA "Marmara Endustriyel Kimyevi Maddeler Sanayi ve Ticaret Anonim Sirketi" located in the Municipality of Besiktas Istanbul and 31/10/2015 was the date of the effective exercise control over of the company's activities.

The total acquisition price amounted to 1.410.266 euro and the value of assets and liabilities acquired, and how goodwill was assayed is as follows:

	<u>Marmara Endustriyel</u>
<b>Current Assets</b>	
Cash and cash equivalents	23.913
Trade Receivables	1.490.163
Inventories	318.272
Other current assets	103.089
<b>Non-current assets</b>	
Tangible fixed assets	82.066
Other non-current assets	14.445
<b>Short-term Liabilities</b>	
Suppliers	261.734
Other short-term liabilities	148.431
Short-term Borrowings	624.475
<b>Equity at 31/10/2015</b>	<u>997.308</u>
Total price paid for the acquisition of 70%	1.410.266
plus: not controlling interests (30%)	299.192
minus: Equity	-997.308
<b>Goodwill on acquisition</b>	<u><u>712.150</u></u>

## 9. Investments in subsidiaries

In company's statements, participation in subsidiaries is relating to participations in companies that are not listed on the Stock Exchange.

The parent's ownership participation percentage in foreign companies is 100%, and therefore there is not arising any minority interest in the consolidated results report.

In the company's financial statements, investments in subsidiaries are valued at cost less any impairment losses. In consolidated financial statements the value of participation in subsidiaries is eliminated in full.

The investments of the parent in subsidiaries at 31 December 2015 and 2014 were as follows:



<b>COMPANY</b>	<b>31/12/2015</b>	<b>31/12/2014</b>
ELTON CORPORATION SA	8.689.839	6.689.839
ELTON CORPORATION EOOD	397.682	397.682
ELTON CORPORATION DOO	3.103.805	3.103.805
<b>TOTAL</b>	<b>12.191.326</b>	<b>10.191.326</b>

The main financial figures of three consolidated subsidiaries are presented in the table below:

<b>COMPANY</b>	<b>Country</b>	<b>Assets</b>	<b>Obligations</b>	<b>Income</b>	<b>Results before taxes</b>
ELTON CORPORATION SA	Romania	16.728.124	5.397.125	22.301.661	1.319.773
ELTON CORPORATION EOOD	Bulgaria	7.728.466	4.750.805	7.614.910	-71.208
ELTON CORPORATION DOO	Serbia	4.050.676	1.861.620	6.240.019	216.378

In October 2015 took place increase of the subsidiary's share capital in Romania (ELTON CORPORATION SA) by EUR 2 million to acquire the 70% of the indirect subsidiary in Turkey. Noted that in December 2011 was founded the subsidiary ELTON CORPORATION OOO based in Kharkov, Ukraine.

The parent participation is 100% and the subsidiary is not consolidated due to the absence of significant activities until 31/12/2015.

Also on October 11<sup>th</sup> 2010 was established the subsidiary ELTON PLS based in Greece.

The participation of the parent company is 70% and the subsidiary is not consolidated due to absence of substantive effects until 31/12/2015.

The investments of the parent in unconsolidated subsidiaries at December 31<sup>st</sup> 2015 and 2014 are as follows:

<b>COMPANY</b>	<b>31/12/2014</b>	<b>Period changes</b> (amounts intended for the increase in share capital of subsidiary)	<b>31/12/2015</b>
ELTON CORPORATION OOO	181.035	360.000	541.035
ELTON PLS S.A.	700.000	-175.000	525.000
<b>TOTAL</b>	<b>881.035</b>	<b>185.000</b>	<b>1.066.035</b>

### Impairment test

Because of the continuous negative results during recent years that subsidiary ELTON PLS had it was performed impairment test of the participation and specifically it was chosen this particular control to build throughout the Company as the cash-generating unit (CGU - Cash Generating Unit).

To calculate the value of the company there were used cash flow forecasts based on assessments by the Management covering a five-year period.

These assessments take into account the long-term contracts already concluded with customers.

Cash flows after the first five years occurred by using an estimated growth rate 1% which mainly reflects the forecasts of the Management on the industry growth prospects and of the country.

The prepayment rate that was used for the prepayment of the cash flows arising from the application of that method is variable and ranges from 12,3% to 13,4% for the five years and 12,7% for over unlimited time and was based on the following:

- The risk-free interest rate (risk free rate) was determined based on the AAA bond rate in the Eurozone and is equal to 0,69%.
- The additional rate of return (market risk premium) for an investment in a mature market was set at 15,44%
- The risk due to the activity of the company in Greece (country risk) was set at 2%.

The results of this method have shown that on December 31<sup>st</sup> 2015, the value of the investment in the subsidiary was impaired 175.000 euros, the amount by which the accounting amount of the investment exceeds the value determined and was charged to the profit for the year (A).

### 10. Deferred tax

Deferred taxes are calculated on temporary differences, according to the liability method, using tax rates applicable in the countries where the companies of the Group are active.

The calculation of deferred taxes of the Group and the Company are reviewed each year, so that the balance on the balance sheet to reflect the current tax rates.

Deferred tax receivables / liabilities as they result from temporary tax differences are as follows:

GROUP	Change of Tax Rate					
	Balance on 1/1/2015	Recognition at the results statement	Recognition in Other Comprehensive Income	Recognition at the results statement	Recognition in Other Comprehensive Income	Balance on 31/12/2015
(amounts in euro)						
Provision for staff indemnities	107.082	6.990	1.889	10.076	2.280	128.317
Provision for doubtful receivables	96.521	-290.000	-	11.137	-	-182.342
Provision for obsolete inventory	33.800	-	-	3.900	-	37.700
Provision of participations impairment	-	50.750	-	-	-	50.750
Value adjustment of land	85.234	63.600	-	-	19.993	168.827
Tangible fixed assets	-209.281	-35.111	-	-24.725	-	-269.117
Intangible assets	-60.962	-32.713	-	-7.034	-	-100.709
<b>Total</b>	<b>52.395</b>	<b>-236.485</b>	<b>1.889</b>	<b>-6.647</b>	<b>22.273</b>	<b>-166.574</b>

GROUP	Change of Tax Rate					
	Balance on 1/1/2014	Recognition at the results statement	Recognition in Other Comprehensive Income	Recognition at the results statement	Recognition in Other Comprehensive Income	Balance on 31/12/2014
(amounts in euro)						
Provision for staff indemnities	83.017	4.304	19.761	-	-	107.083
Provision for doubtful receivables	520.321	-423.800	-	-	-	96.521
Provision for obsolete inventory	33.800	-	-	-	-	33.800
Value adjustment of land	85.234	-	-	-	-	85.234
Tangible fixed assets	-187.335	-21.946	-	-	-	-209.281
Intangible assets	-65.598	4.636	-	-	-	-60.962
<b>Total</b>	<b>469.440</b>	<b>-436.806</b>	<b>19.761</b>	<b>0</b>	<b>0</b>	<b>52.395</b>

COMPANY	Change of Tax Rate					
	Balance on 1/1/2015	Recognition at the results statement	Recognition in Other Comprehensive Income	Recognition at the results statement	Recognition in Other Comprehensive Income	Balance on 31/12/2015
(amounts in euro)						
Provision for staff indemnities	107.082	6.990	1.889	10.076	2.280	128.317
Provision for doubtful receivables	96.521	-290.000	-	11.137	-	-182.342
Provision for obsolete inventory	33.800	-	-	3.900	-	37.700
Provision of participations impairment	-	50.750	-	-	-	50.750
Value adjustment of land	173.272	63.600	-	-	19.993	256.865
Tangible fixed assets	-214.286	-29.312	-	-24.725	-	-268.324
Intangible assets	-60.962	-32.713	-	-7.034	-	-100.709
<b>Total</b>	<b>135.427</b>	<b>-230.685</b>	<b>1.889</b>	<b>-6.647</b>	<b>22.273</b>	<b>-77.743</b>

COMPANY	Change of Tax Rate					
	Balance on 1/1/2014	Recognition at the results statement	Recognition in Other Comprehensive Income	Recognition at the results statement	Recognition in Other Comprehensive Income	Balance on 31/12/2014
(amounts in euro)						
Provision for staff indemnities	83.017	4.304	19.761	-	-	107.083
Provision for doubtful receivables	520.321	-423.800	-	-	-	96.521
Provision for obsolete inventory	33.800	-	-	-	-	33.800
Value adjustment of land	173.272	-	-	-	-	173.272
Tangible fixed assets	-194.252	-20.034	-	-	-	-214.286
Intangible assets	-65.598	4.636	-	-	-	-60.962
<b>Total</b>	<b>550.560</b>	<b>-434.894</b>	<b>19.761</b>	<b>0</b>	<b>0</b>	<b>135.428</b>

The deferred tax receivables and liabilities at the Statement of Financial Position are as follows:

	GROUP		COMPANY	
	31/12/2015	31/12/2014	31/12/2015	31/12/2014
Deferred tax receivables	385.594	410.676	473.632	410.676
Deferred tax liabilities	-552.168	-270.243	-551.375	275.248
<b>Deferred tax receivables at Balance Sheet</b>	<b>35.337</b>	<b>140.433</b>	<b>0</b>	<b>135.428</b>
<b>Deferred tax Liabilities at Balance Sheet</b>	<b>-201.911</b>	<b>-88.038</b>	<b>-77.743</b>	<b>0</b>

The above deferred tax receivables of the Group amounting to € 35.337 come from ELTON CORPORATION SA (Romania) and are not offset against deferred tax liabilities of other companies located in other countries as the ability by IAS 12 is not provided to offset deferred tax receivables with obligations that are not reported in the same Tax Authority.

The income tax rates of the parent and its subsidiaries are as follows:

Country	Income Tax Rate
Greece	29%
Romania	16%
Bulgaria	10%
Serbia	15%

### 11. Other non-current assets

Other non-current assets relating to long-term receivables are analyzed as follows:

	GROUP		COMPANY	
	31/12/2015	31/12/2014	31/12/2015	31/12/2014
<b>Other non-current assets</b>				
Guarantees	126.975	68.518	57.902	56.222
	<b>126.975</b>	<b>68.518</b>	<b>57.902</b>	<b>56.222</b>

### 12. Inventories

Inventories of the Group and the Company are analyzed as follows:

	GROUP		COMPANY	
	31/12/2015	31/12/2014	31/12/2015	31/12/2014
Inventories	16.666.814	14.700.497	10.302.430	9.105.551
Finished and semi-finished products	846.269	896.091	845.756	896.091
Raw & Auxiliary materials, packing items	1.134.942	622.366	1.128.707	620.475
<b>Total</b>	<b>18.648.025</b>	<b>16.218.954</b>	<b>12.276.893</b>	<b>10.622.117</b>
Less: Provision for scrap, slow moving and damaged inventory (see liabilities "Other Provisions")	(135.587)	(189.182)	(130.000)	(130.000)
<b>Total net liquidating value</b>	<b>18.512.438</b>	<b>16.029.772</b>	<b>12.146.893</b>	<b>10.492.117</b>

On the Group's stocks there are pledges to secure bank loans.

The Group takes all the necessary measures (insurance, storage) to minimize the risk and potential damages due to natural disasters, theft, fire, etc.

### 13. Customers and other trade receivables

Customers and other trade receivables of the Group and the Company are analyzed as follows:

	GROUP		COMPANY	
	31/12/2015	31/12/2014	31/12/2015	31/12/2014
<b>Trade and other receivables</b>				
Customers	27.149.262	23.462.368	17.246.628	15.307.012
Notes receivable	213.067	60.288	210.195	60.288
Promissory Notes in delay	181.025	102.364	181.025	102.364
Cheques receivable	11.574.503	13.305.216	9.433.001	12.056.761
Checks in delay	3.434.947	3.473.889	3.434.947	3.473.889
Advances for purchase of inventories	1.695.737	524.599	1.199.496	524.599
	<b>44.248.542</b>	<b>40.928.725</b>	<b>31.705.293</b>	<b>31.524.913</b>
Less: Provision for doubtful debts	(3.828.568)	(3.184.433)	(3.001.235)	(2.501.235)
<b>Grand total of customers and other trade receivables</b>	<b>40.419.974</b>	<b>37.744.292</b>	<b>28.704.058</b>	<b>29.023.679</b>

In fiscal year 2015 it was formed a provision for doubtful debts in the Group and the Company amounting to 644.135 euros and 500.000 euros respectively.

According to management's estimates, the amounts of provisions 3.828.568 and 3.001.235 euros for the Group and the Company respectively, are considered sufficient to cover possible losses arising from the non-collection of receivables. All the above claims are short-term and are not required to prepay them at the balance sheet date.

Also the debit balances of subsidiaries on 31 December 2015 amounted to EUR 673.532, which the Company's management believes that present no risk of non-collection since subsidiaries are controlled 100% by the parent.

#### 14. Other current assets

Other receivables of the Group and the Company are analyzed as follows:

	GROUP		COMPANY	
	31/12/2015	31/12/2014	31/12/2015	31/12/2014
<b>Other current assets</b>				
Sundry Debtors	2.186.391	2.018.360	2.138.158	1.977.158
Accounts of advances-credits	19.444	47.985	19.444	47.985
Deferred expenses	165.365	71.046	135.486	71.046
	<b>2.371.200</b>	<b>2.137.392</b>	<b>2.293.088</b>	<b>2.096.190</b>

Furthermore, the sundry debtors are analyzed as follows:

	GROUP		COMPANY	
	31/12/2015	31/12/2014	31/12/2015	31/12/2014
<b>Sundry debtors</b>				
Advance payment of Tax Income	463.870	366.128	463.870	366.128
Receivables from the Greek State (Investment Law 3299/2004)	1.157.000	1.157.000	1.157.000	1.157.000
Other Debtors	565.521	495.232	517.288	454.030
	<b>2.186.391</b>	<b>2.018.360</b>	<b>2.138.158</b>	<b>1.977.158</b>

All the above claims are short-term and do not require prepayment at the balance sheet date.

## 15. Cash and cash equivalents

	GROUP		COMPANY	
	31/12/2015	31/12/2014	31/12/2015	31/12/2014
<b>Cash and cash equivalents</b>				
Cash	13.200	9.259	5.575	3.900
Sight and time deposits	5.479.126	1.155.659	3.444.581	427.109
	<b>5.492.326</b>	<b>1.164.918</b>	<b>3.450.156</b>	<b>431.009</b>

Sight deposits and cash are cash and cash equivalents presented in the cash flow statement.

## 16. Equity

### 16.1 Share capital and share premium

The share capital of the Company is analyzed as follows:

	Number of shares	Nominal value per share	Share capital	Above par	Total
31/12/2014	26.730.187	0,60	16.038.112	133.417	16.171.529
+/- Acts during 2015	0		0	0	0
<b>31st December 2015</b>	<b>26.730.187</b>		<b>16.038.112</b>	<b>133.417</b>	<b>16.171.529</b>

The shares are registered and listed for trading in the Exchange Market (under "Mid Cap") of the ASE. In the year 2015 the share capital remained unchanged.

### 16.2 Other reserves and retained earnings

The other reserves of the Group are analyzed as follows:

	<b>GROUP</b>		<b>COMPANY</b>	
	<b>31/12/2015</b>	<b>31/12/2014</b>	<b>31/12/2015</b>	<b>31/12/2014</b>
<b>Reserves and Retained Earnings</b>				
Statutory reserves	1.627.977	1.505.064	1.495.441	1.372.528
Extraordinary reserves	1.066.491	1.066.491	1.066.491	1.066.491
Untaxed reserves	713.431	630.338	713.431	630.338
Other Reserves	2.357.194	10.203.888	0	8.698.652
Reserves of Exchange Differences	-1.577.882	-1.454.629	0	0
Retained earnings	26.793.500	16.423.996	23.690.646	13.683.072
	<b>30.980.711</b>	<b>28.375.147</b>	<b>26.966.009</b>	<b>25.451.080</b>

### **16.3 Dividends**

Dividends payable in accordance with the IASF are recognized as a liability at the date of approval by the General Meeting of Shareholders of the proposed distribution by the Board of Directors.

According to the decision of the Board of Directors will be proposed to the Annual General Meeting of shareholders not to be paid dividend.

### **17. Loan liabilities**

The borrowings at 31 December 2015 are analyzed as follows:

	<b>GROUP</b>		<b>COMPANY</b>	
	<b>31/12/2015</b>	<b>31/12/2014</b>	<b>31/12/2015</b>	<b>31/12/2014</b>
<b>Long Term Loans</b>				
Bond Borrowing	1.666.664	3.333.328	1.666.664	3.333.328
	<b>1.666.664</b>	<b>3.333.328</b>	<b>1.666.664</b>	<b>3.333.328</b>
<b>Short Term Loans</b>				
Bank Borrowings	17.921.146	10.947.502	13.362.248	8.764.436
Bond Borrowing	1.666.664	1.666.664	1.666.664	1.666.664
	<b>19.587.810</b>	<b>12.614.166</b>	<b>15.028.912</b>	<b>10.431.100</b>
<b>Total borrowings</b>	<b>21.254.474</b>	<b>15.947.494</b>	<b>16.695.576</b>	<b>13.764.428</b>

The maturity dates of the loans of the Group and the Company are as follows:



**MATURITY DATES OF LONG-TERM LOANS**

From 1 to 5 years

1.666.664

The Group in 2007 issued a bond loan of EUR 15.000.000 divided into 18 bonds. Each bond has a nominal value of 833.332 euro with an issue price at the par, interest rate with fixed part (spread) per annum and variable part which is equal to the EURIBOR of the interest period. The expiry of the bond is the year 2017. The above loan is granted without requiring any guarantees or other tangible collateral. This obligation was registered at cost, which reflects the fair value of the received amounts.

**18. Employee benefits obligations due to termination of service**

Based on IASF the Group recognizes as a liability the present value of the legal commitment that has been undertaken of the lump sum indemnity to staff members who are leaving due to dismissal or retirement.

The provision pursuant to IAS 19 that is based on independent actuarial report is required to be recorded in the balance sheet and income statement of each company.

According to the labor law, employees entitled to an indemnity in case of dismissal or retirement, the amount of which varies depending on salary, years of service and the manner of termination (dismissal or retirement). Employees who resign or fairly dismissed are not entitled to compensation. In Greece, employees who are retiring are entitled to 40% of such indemnity according to Law 2112/1920. These programs are not funded and are defined benefit plans in accordance with IAS 19.

In the Group was not created other provision and this why the subsidiaries in the Balkans have no obligation to compensate their staff in the event of dismissal.

The following table presents the amounts recorded in the Financial Statements of the Group and the Company after the adoption of the revised IAS 19 on 31.12.2015 and 31.12.2014 respectively:

	<b>GROUP</b>		<b>COMPANY</b>	
	<b>31/12/2015</b>	<b>31/12/2014</b>	<b>31/12/2015</b>	<b>31/12/2014</b>
<b>Balance sheet liabilities for:</b>				
Pension benefits	442.473	411.855	442.473	411.855
<b>Total</b>	<b>442.473</b>	<b>411.855</b>	<b>442.473</b>	<b>411.855</b>
<b>Charges to results</b>				
Pension benefits	69.905	62.713	69.905	62.713
<b>Total</b>	<b>69.905</b>	<b>62.713</b>	<b>69.905</b>	<b>62.713</b>
<b>Actuarially (profit) / loss (other comprehensive income)</b>				
Pension benefits	6.514	76.004	6.514	76.004
<b>Total</b>	<b>6.514</b>	<b>76.004</b>	<b>6.514</b>	<b>76.004</b>

The amounts recorded in the balance sheet are the following:

	GROUP		COMPANY	
	31/12/2015	31/12/2014	31/12/2015	31/12/2014
Present value of obligation at end of period	442.473	411.855	442.473	411.855
Actual value of plan assets at end of period	0	0	0	0
<b>Net liability in the balance sheet for registration at the end of period</b>	<b>442.473</b>	<b>411.855</b>	<b>442.473</b>	<b>411.855</b>

The amounts that have been registered in the income statement are as follows:

	GROUP		COMPANY	
	31/12/2015	31/12/2014	31/12/2015	31/12/2014
Cost of current service	25.637	17.134	25.637	17.134
Interest expense	9.885	11.814	9.885	11.814
Cost (result) of Settlement	34.384	33.765	34.384	33.765
<b>Total included in employee benefits</b>	<b>69.906</b>	<b>62.713</b>	<b>69.906</b>	<b>62.713</b>

Change in the liability on the balance sheet:

	GROUP		COMPANY	
	31/12/2015	31/12/2014	31/12/2015	31/12/2014
<b>Net liability to register in the balance sheet at the beginning of the year</b>	<b>411.855</b>	<b>319.296</b>	<b>411.855</b>	<b>319.296</b>
Employer contributions paid	-45.801	-46.158	-45.801	-46.158
Expense to be registered in the income statement	69.905	62.713	69.905	62.713
Benefits paid during the year by Employer	0	0	0	0
Actuarial (profits) / losses	6.514	76.004	6.514	76.004
<b>Net liability to register in the balance sheet at the end of the year</b>	<b>442.473</b>	<b>411.855</b>	<b>442.473</b>	<b>411.855</b>

The main actuarial assumptions used for accounting purposes are as the following:

	GROUP		COMPANY	
	31/12/2015	31/12/2014	31/12/2015	31/12/2014
	%	%	%	%
Interest rate	2,00%	2,40%	2,00%	2,40%
Salary increase	2,00%	2,20%	2,00%	2,20%
Inflation	2,00%	2,00%	2,00%	2,00%

## 19. Other Provisions / Grants

The balances of provisions and grants on 31<sup>st</sup> December 2015 are analyzed as follows:

	GROUP		COMPANY	
	31/12/2015	31/12/2014	31/12/2015	31/12/2014
Provision for unaudited tax fiscal years	115.496	115.496	115.496	115.496
Provision for obsolete inventories	135.587	189.182	130.000	130.000
<b>Other Provisions</b>	<b>251.083</b>	<b>304.678</b>	<b>245.496</b>	<b>245.496</b>
<b>Grants of assets</b>	<b>1.471.262</b>	<b>1.530.351</b>	<b>1.471.262</b>	<b>1.530.351</b>

At the account "Grants of Assets" it has been registered grant related to assets. Grants related to assets are government grants, which according to IAS 20 "Accounting for Government Grants", have as primary condition that an enterprise which is qualifying them should purchase, construct or otherwise acquire long-term assets. Government grants related to assets must be shown in the balance sheet either as deferred income or by deducting the accounting value of the related assets.

The company chose to display the government grant of L.3299/2004 as deferred income, which will be recorded in a systematic and rational basis in untaxed reserves during the useful life of assets.

In the current year amount 59.089 euro (2014: 83.094 euro) registered in favor of the results.

## 20. Suppliers and other liabilities

Analysis of balances of suppliers and other related liabilities of the Group and of the Company is as follows:

	GROUP		COMPANY	
	31/12/2015	31/12/2014	31/12/2015	31/12/2014
<b>Suppliers and other payables</b>				
Suppliers	12.921.956	12.917.548	8.454.597	8.566.546
Notes payable	64.681	0	64.681	0
Cheques payable	1	110.044	1	110.044
Advances from customers	493.293	325.089	491.756	325.089
	<b>13.479.930</b>	<b>13.352.682</b>	<b>9.011.035</b>	<b>9.001.679</b>

It follows the analysis of other short term liabilities:

	GROUP		COMPANY	
	31/12/2015	31/12/2014	31/12/2015	31/12/2014
<b>Other Short Term Liabilities</b>				
Insurance institutions	280.775	225.218	198.663	188.658
Dividends payable	2.197	2.197	2.197	2.197
Sundry creditors	1.519.826	1.076.553	1.427.001	1.018.761
Accrued Expenses	128.815	45.232	77.049	30.010
	<b>1.931.613</b>	<b>1.349.200</b>	<b>1.704.910</b>	<b>1.239.626</b>

All of the above liabilities are short-term and is not needed prepayment at the balance sheet date.

## 21. Current tax liabilities

Current tax liabilities of the Group and the Company are analyzed as follows:

	GROUP		COMPANY	
	31/12/2015	31/12/2014	31/12/2015	31/12/2014
<b>Current tax liabilities</b>				
Settlement Account of income tax	469.161	63.883	412.995	514
Other Liabilities from taxes	1.303.622	696.542	1.056.530	397.682
<b>Total</b>	<b>1.772.783</b>	<b>760.425</b>	<b>1.469.525</b>	<b>398.196</b>

## 22. Cost of sales

The cost of sales is analyzed as follows:

	GROUP		COMPANY	
	1/1-31/12/2015	1/1-31/12/2014	1/1-31/12/2015	1/1-31/12/2014
<b>Cost of Sales</b>				
Cost of inventories recognized as an expense	88.192.331	82.942.673	60.183.297	58.147.678
Remuneration & Personnel expenses	38.260	45.677	38.260	45.677
Third party Fees & Expenses	111.946	101.960	111.946	101.960
Third party utilities and services	0	2.864	0	2.864
Taxes - Duties	0	0	0	0
Sundry Expenses	608	0	608	0
Depreciation of fixed assets	1.648	2.303	1.648	2.303
Operating provisions	0	0	0	0
	<b>88.344.792</b>	<b>83.095.476</b>	<b>60.335.758</b>	<b>58.300.481</b>

### 23. Administrative expenses - distribution

The administrative and distribution expenses are analyzed as follows:

	GROUP		COMPANY	
	1/1-31/12/2015	1/1-31/12/2014	1/1-31/12/2015	1/1-31/12/2014
<b>Administrative Expenses</b>				
Personnel payroll and expenses	1.385.776	1.454.027	1.014.869	1.082.808
Third party Fees & expenses	392.368	336.197	302.103	309.864
Third party utilities and services	468.225	348.392	385.393	306.332
Taxes and Duties	74.922	77.079	66.771	69.872
Sundry Expenses	226.014	225.949	126.971	125.192
Depreciation of fixed assets	349.896	297.883	306.549	251.261
Operating Provisions	434.132	31.356	394.309	31.356
	<b>3.331.332</b>	<b>2.770.883</b>	<b>2.596.965</b>	<b>2.176.685</b>

	<b>GROUP</b>		<b>COMPANY</b>	
	<b>1/1-31/12/2015</b>	<b>1/1-31/12/2014</b>	<b>1/1-31/12/2015</b>	<b>1/1-31/12/2014</b>
<b>Distribution Expenses</b>				
Personnel payroll and expenses	4.392.010	4.127.486	3.308.516	3.133.999
Third party Fees & expenses	333.192	168.225	162.769	80.605
Third party utilities and services	780.876	707.188	573.916	493.800
Taxes and Duties	117.440	126.393	92.446	102.781
Sundry Expenses	1.591.138	1.390.271	697.063	635.162
Depreciation of fixed assets	506.070	461.302	333.235	318.044
Operating Provisions	592.920	866.413	500.000	531.356
	<b>8.313.646</b>	<b>7.847.278</b>	<b>5.667.946</b>	<b>5.295.747</b>

#### **24. Other operating income / expenses**

Other operating income and expenses are analyzed as follows:

	<b>GROUP</b>		<b>COMPANY</b>	
	<b>1/1-31/12/2015</b>	<b>1/1-31/12/2014</b>	<b>1/1-31/12/2015</b>	<b>1/1-31/12/2014</b>
<b>Other operating income</b>				
Amortisation of grants L.3299/2004	59.089	83.094	59.089	83.094
Manpower Employment Organization subsidies	1.369	155.026	1.369	155.026
Income from rents	22.650	22.650	22.650	22.650
Extraordinary income	283.069	33.479	62.434	33.479
Exchange Differences	0	409.930	0	6.811
Prior years' income	26.133	158.016	0	158.016
Other operating income	73.361	158.156	6.093	9.303
	<b>465.671</b>	<b>1.020.351</b>	<b>151.635</b>	<b>468.379</b>

	GROUP		COMPANY	
	1/1-31/12/2015	1/1-31/12/2014	1/1-31/12/2015	1/1-31/12/2014
<b>Other operating expenses</b>				
Extraordinary expenses	316.182	14.883	20.894	14.883
Extraordinary losses	107.626	0	107.626	0
Exchange Differences	2.772	554.108	2.772	13.138
	<b>426.580</b>	<b>568.991</b>	<b>131.292</b>	<b>28.021</b>

## 25. Income Tax

By Law 4324/2015 of 16.07.2015 the corporate tax rate increased from 26% to 29% for income gained from 1.1.2015. This change resulted in an increase in deferred tax receivables by EUR 15.626,24.

The income tax charged to comprehensive income, is analyzed as follows:

Income Tax	GROUP		COMPANY	
	31/12/2015	31/12/2014	31/12/2015	31/12/2014
Income Tax	644.530	707.706	412.995	440.069
Deferred tax expense / (income)	271.505	436.806	237.730	434.894
Other non-incorporated taxes	2.400	3.200	2.400	3.200
	<b>918.435</b>	<b>1.147.712</b>	<b>653.125</b>	<b>878.163</b>

Further the income tax presented in the income statement is analyzed in the following tables:

	GROUP	
	1.1-31.12.2015	1.1-31.12.2014
<b>Profit before Taxes</b>	3.616.598	4.640.965
Income Tax based of application of each country tax rate	867.238	1.108.826
Additional 3% tax on income from property	0	0
Taxes not included in operating cost	2.400	3.200
Tax effect of not deductible expenses for tax purposes	48.797	57.291
Permanent differences	0	0
Tax of non taxable income	0	-21.604
<b>Taxes in the income statement</b>	<b>918.435</b>	<b>1.147.712</b>

	<b>COMPANY</b>	
	<b>1.1-31.12.2015</b>	<b>1.1-31.12.2014</b>
<b>Profit before Taxes</b>	2.150.405	3.325.183
Income taxes calculated at the applicable tax rate	623.617	864.548
Additional 3% tax on income from property	0	0
Taxes not included in operating cost	2.400	3.200
Tax effect of not deductible expenses for tax purposes	27.107	32.020
Permanent differences	0	0
Tax of non taxable income	0	-21.604
<b>Taxes in the income statement</b>	<b>653.125</b>	<b>878.163</b>

## 26. Earnings per share

	<b>GROUP</b>		<b>COMPANY</b>	
	<b>1/1-31/12/2015</b>	<b>1/1-31/12/2014</b>	<b>1/1-31/12/2015</b>	<b>1/1-31/12/2014</b>
Profit attributable to the owners of the parent	2.711.168	3.493.253	1.497.280	2.447.020
Weighted average number of shares	26.730.187	26.730.187	26.730.187	26.730.187
<b>Earnings after taxes per share - basic (in €)</b>	<b>0,1014</b>	<b>0,1307</b>	<b>0,0560</b>	<b>0,0915</b>

## 27. Unaudited tax years

The unaudited tax years of the companies of the Group are as follows:

<b>Company name</b>	<b>Unaudited tax fiscal years</b>
ELTON INTERNATIONAL TRADING COMPANY SA (Greece)	2009-2010
ELTON CORPORATION S.A. (Romania)	2010-2015
ELTON CORPORATION L.T.D (Bulgaria)	2010-2015
ELTON CORPORATION D.O.O. (Serbia)	2010-2015

From the year 2011 onwards, the Greek Societes Anonymes and Limited Liability Companies whose annual financial statements obligatorily audited by auditors and audit firms registered in



the public registers of Law 3693/2008, are required to take "Annual Certificate" which is provided in Article 65A of Law 4174/2013, that is issued after a tax audit performed by the same statutory auditor or audit firm that audits the annual financial statements.

Upon completion of the tax audit, the statutory auditor or audit firm is issuing to the company "Tax Compliance Report" and then the statutory auditor or audit firm is submitting it electronically to the Ministry of Finance.

For the Company, the "Tax Compliance Report" for the years of 2011-2014 was issued without substantial adjustments in the tax expense and the tax provision, such as those presented in the financial statements. The tax audit for the year 2015 already carried out by certified auditors.

Upon completion of the tax audit, the Company's Management does not expect that any significant tax liabilities to arise beyond those recorded and reported in the financial statements.

## **28. Transactions with related parties**

Transactions with these parties take place at strictly commercial basis and on normal commercial terms.

The Group is not involved in any transaction of unusual nature or content which is material to the Group, or companies and persons closely associated with it, and has no intention to enter into such transactions in the future.

None of the transactions contain special or unusual terms and conditions. The cumulative amounts of sales and purchases for the year 2015 compared to 2014 and the balances of receivables and the Company's obligations arising from transactions with the affiliated within the meaning of IAS 24, of its parties are as follows:

TRANSACTIONS OF ELTON SA WITH RELATED PARTIES				
COMPANY	SALES		PURCHASES	
	31/12/2015	31/12/2014	31/12/2015	31/12/2014
ELTON CORPORATION SA	520.856	471.533	1.765.933	478.625
ELTON CORPORATION LTD	166.321	200.786	171.796	44.606
ELTON CORPORATION DOO	81.617	66.169	0	0
<b>TOTAL</b>	<b>768.794</b>	<b>738.488</b>	<b>1.937.729</b>	<b>523.231</b>

TRANSACTIONS OF ELTON SA WITH RELATED PARTIES				
COMPANY	RECEIVABLES		OBLIGATIONS	
	31/12/2015	31/12/2014	31/12/2015	31/12/2014
ELTON CORPORATION SA	83.197	85.660	1.478.037	112.402
ELTON CORPORATION LTD	395.650	468.457	18.787	0
ELTON CORPORATION DOO	194.685	138.215	0	0
<b>TOTAL</b>	<b>673.532</b>	<b>692.332</b>	<b>1.496.824</b>	<b>112.402</b>

Group Companies' Purchases- Sales of period 1/1- 31/12/2015					
Sale Company	Purchase Company				Total
	ELTON INT.TR.COM.SA	ELTON SA	ELTON LTD	ELTON DOO	
ELTON INTERNATIONAL TRADING CO.SA	*	520.856	166.321	81.617	<b>768.794</b>
ELTON CORPORATION SA	1.765.933	*	26.365	10.850	<b>1.803.148</b>
ELTON CORPORATION LTD	171.796	112.624	*	21.010	<b>305.430</b>
ELTON CORPORATION DOO	0	2.746	10.600	*	<b>13.346</b>
<b>Total</b>	<b>1.937.729</b>	<b>636.226</b>	<b>203.286</b>	<b>113.477</b>	<b>2.890.718</b>

Group Companies' Purchases- Sales of period 1/1- 31/12/2014					
Sale Company	Purchase Company				Total
	ELTON INT.TR.COM.SA	ELTON SA	ELTON LTD	ELTON DOO	
ELTON INTERNATIONAL TRADING CO.SA	*	471.533	200.786	66.169	738.488
ELTON CORPORATION SA	478.625	*	28.945	66.412	573.982
ELTON CORPORATION LTD	44.606	77.744	*	0	122.350
ELTON CORPORATION DOO	0	0	2263	*	2263
<b>Total</b>	<b>523.231</b>	<b>549.277</b>	<b>231.994</b>	<b>132.581</b>	<b>1.437.083</b>

<b>Group Companies' Receivables - Obligations at 31/12/2015</b>					
<b>Claim of</b>	<b>Obligation of</b>				<b>Total</b>
	ELTON INT.TR.COM.SA	ELTON SA	ELTON LTD	ELTON DOO	
ELTON INTERNATIONAL TRADING CO.SA	*	83.197	395.650	194.685	<b>673.532</b>
ELTON CORPORATION SA	1.478.037	*	0	37.816	<b>1.515.853</b>
ELTON CORPORATION LTD	18.787	0	*	21.010	<b>39.797</b>
ELTON CORPORATION DOO	0	0	12.863	*	<b>12.863</b>
<b>Total</b>	<b>1.496.824</b>	<b>83.197</b>	<b>408.513</b>	<b>253.511</b>	<b>2.242.045</b>

  

<b>Group Companies' Receivables - Obligations at 31/12/2014</b>					
<b>Claim of</b>	<b>Obligation of</b>				<b>Total</b>
	ELTON INT.TR.COM.SA	ELTON SA	ELTON LTD	ELTON DOO	
ELTON INTERNATIONAL TRADING CO.SA	*	85.660	468.457	138.215	692.332
ELTON CORPORATION SA	112.402	*	4.043	59.912	176.357
ELTON CORPORATION LTD	0	9.316	*	0	9.316
ELTON CORPORATION DOO	0	0	2.263	*	2.263
<b>Total</b>	<b>112.402</b>	<b>94.976</b>	<b>474.763</b>	<b>198.127</b>	<b>880.268</b>

The Company carries out its transactions with related parties, within the framework of its business and a pure commercial basis.

There are no loans to the related parties, apart from the following loan guarantees of one year: amount of two million euros (2.000.000€) to subsidiary «ELTON CORPORATION ROMANIA S.A.»,

amount of one million euros (1.000.000€) to subsidiary «ELTON CORPORATION DOO BELGRADE»,

amount of two million euros (2.000.000€) to subsidiary «ELTON CORPORATION EOOD»,

amount of one million euros (1.000.000€) to subsidiary «ELTON CORPORATION OOO» and

amount of one million euros (1.000.000€) to subsidiary «ELTON P.L.S. SA»

There are no bad debts or provisions for bad debts between related parties (subsidiaries) of the Group.

Details of the fees and transactions of directors and members of management as well as the balances of receivables and liabilities related to them on the periods 1.1-31.12.2015 and 1.1-31.12.2014 were as follows (amounts in euros):

	<b>GROUP</b>		<b>COMPANY</b>	
	<b>1/1-31/12/2015</b>	<b>1/1-31/12/2014</b>	<b>1/1-31/12/2015</b>	<b>1/1-31/12/2014</b>
Transactions and fees of managers and members of the administration from payroll and profits	868.908	661.914	720.251	512.161
Receivables from managers and BoD members	0	0	0	0
Obligations to key management personnel and BoD members	74.337	74.337	74.337	74.337

There were no changes in the transactions between the Company and its connected persons which could have a material effect on the financial position and performance of the Company for the period 1.1-31.12.2015.

### 29. Number of employees

The number of employees at the end of the period was as follows: Group **201**, Company **113**. The number of employees at the end of the corresponding period last year was: Group **199**, Company **113**.

### 30. Contingent Claims - Obligations

#### *Information regarding contingent obligations*

There are no legal or under arbitration cases of the Company or its subsidiaries and decisions of courts or arbitration authorities who have or may have a material effect on the financial status or operation of the Company and the Group.

#### *Information regarding contingent claims*

The Company is involved in some litigation claims in the ordinary course of its business, the majority of which relates to a claim for collecting of customers bad debts.

### 31. Commitments

The Group and the Company are leasing tangible assets (transport means) under operating leases. The future total payable leases according to the operating leases and taking into account to the annual readjustment are as follows:

	GROUP		COMPANY	
	31/12/2015	31/12/2014	31/12/2015	31/12/2014
Up to 12 months	247.259	281.710	192.189	210.438
Between 13-60 months	302.800	180.207	271.896	92.439
<b>Total</b>	<b>550.059</b>	<b>461.917</b>	<b>464.085</b>	<b>302.877</b>

### 32. Remuneration of Auditors

The remuneration of the auditors for the year 2015 was:

(a) Audit of financial statements: Group: € 32.500,00 Company: € 17.000,00.

(b) Tax Audit: Company: 12.000,00 euros.

Apart from the above audit services, other services are not provided by the auditors.

### 33. Encumbrances

There aren't any encumbrances on the property of the parent Company and its subsidiaries.

### 34. Events after the balance sheet date

There are not significant events after the balance sheet date.

Avlonas Attica, March 29<sup>th</sup> 2016

PRESIDENT & CEO	B.O.D. MEMBER	FINANCIAL MANAGER	GROUP FINANCIAL MANAGER
NESTOR D.PAPATHANASIOU	ALKISTIS N.PAPATHANASIOU	STYLIANOS D.VASILIOU	ANTONIOS GIASSARIS
ID card num.AB606775	ID card num.AE105490	ID card num.T132250	ID card num.E237863

CHAPTER 5 Financial Statements & Information period 1.1.2015 -31.12.2015

<b>ELTON INTERNATIONAL TRADING COMPANY S.A.</b> Company's No in the Registry of S.A.: 346001000 General Commercial Reg.Number 7951/06/0/06/05 Head Office: Avlonas Athiki, Draseza place (Industrial zone Avlonas)				
<b>FINANCIAL STATEMENTS AND INFORMATION of period from 1st January 2015 until 31st December 2015</b>				
(published according to K.N. 2190/20, article 135 for companies that issue annual financial statements consolidated and non, according to IAS). The following data and information derived from the financial statements aim to provide general information about the financial position and results of ELTON INTERNATIONAL TRADING COMPANY SA. We advise the reader, before making any investment decision or other transaction with the company, to visit the web site where the financial statements and the report of the auditor were required.				
<b>COMPANY INFORMATION</b>				
Website:	www.elton.gr			
Board of Directors:	Nector D. Papathanasiou President and CEO Athini N. Papathanasiou and Katy Androu executive members. Ekdra N. Papathanasiou non executive member Christos Poulis and Michalis Hatzi non executive independent members.			
Date of Financial Statements' approval by the Board:	29/3/2016			
Certified Auditor	Serafim Maitis S.O.E.L. 16311			
Audit firm:	SOL AE OE			
Type of Audit Review:	Unqualified opinion			
<b>1.1. STATEMENT OF FINANCIAL POSITION</b> (consolidated and company's) Amounts in euro				
	GROUP		COMPANY	
	31/12/2015	31/12/2014	31/12/2015	31/12/2014
<b>ASSETS</b>				
Fixed Assets	16.476.505	17.059.383	11.398.112	11.922.236
Intangible Assets	2.908.998	2.901.593	2.817.988	2.855.000
Other non current Assets	1.940.497	1.089.986	13.315.263	11.264.010
Inventories	18.648.025	16.218.954	12.276.893	10.622.117
Trade Receivables	40.419.974	37.744.292	28.704.058	29.023.679
Other current Assets	7.863.526	3.302.310	5.743.244	2.527.199
<b>TOTAL ASSETS</b>	<b>88.257.523</b>	<b>78.316.517</b>	<b>74.255.556</b>	<b>68.214.248</b>
<b>EQUITY AND LIABILITIES</b>				
Share Capital	16.038.112	16.038.112	16.038.112	16.038.112
minus: purchase of company's own shares	0	0	0	0
Other net Equity	31.114.128	28.508.564	27.099.426	25.584.497
Equity attributable to the equity holders of the parent	47.152.240	44.546.676	43.137.538	41.622.609
Minority Interest (b)	289.188	0	0	0
Total Equity (c)=(a)+(b)	47.441.428	44.546.676	43.137.538	41.622.609
Long Term Borrowings	1.666.664	3.333.328	1.666.664	3.333.328
Provisions/Other Long Term Liabilities	2.377.295	2.360.041	2.236.373	2.187.702
Short Term Borrowings	19.587.810	12.614.166	15.028.912	10.431.100
Other Short Term Liabilities	17.184.326	15.462.307	12.185.469	10.639.501
Total Liabilities (d)	40.816.095	33.769.841	31.118.018	26.591.631
<b>TOTAL EQUITY AND LIABILITIES (c)+(d)</b>	<b>88.257.523</b>	<b>78.316.517</b>	<b>74.255.556</b>	<b>68.214.248</b>
<b>1.2. INCOME STATEMENT</b> (consolidated and company's) Amounts in euro				
	GROUP		COMPANY	
	1/1 - 31/12/2015	1/1 - 31/12/2014	1/1 - 31/12/2015	1/1 - 31/12/2014
Turnover	104.815.712	98.782.203	71.549.840	69.228.915
Gross Profit	16.470.920	15.686.727	11.214.082	10.928.434
Profit (loss) before taxes, financing & investing results	4.865.034	5.519.926	2.969.514	3.896.369
Profit before taxes	3.616.598	4.640.965	2.150.405	3.325.183
Profit (loss) after Taxes (A)	2.698.163	3.493.253	1.497.280	2.447.020
Attributable to: Owners of the parent company	2.711.168	3.493.253	1.497.280	2.447.020
Minority Interest	(13.005)	0	0	0
Other comprehensive income after tax (B)	(105.605)	(163.700)	17.648	(56.243)
Total comprehensive income after tax (A)+(B)	2.592.559	3.329.552	1.514.929	2.390.776
Attributable to: Owners of the parent company	2.602.563	3.329.552	1.514.929	2.390.776
Minority Interest	(10.004)	0	0	0
Earnings after taxes per share (€)	0,1014	0,1307	0,0560	0,0915
Profit before taxes, financing & investing results and depreciation (EBITDA)	5.722.963	6.238.845	3.610.947	4.467.967
<b>1.4 STATEMENT OF CHANGES IN EQUITY</b> (consolidated and company's) Amounts in euro				
	GROUP		COMPANY	
	31/12/2015	31/12/2014	31/12/2015	31/12/2014
Equity at the beginning of the period (1/1/2015 and 1/1/2014 respectively)	44.546.677	42.553.634	41.622.609	40.568.342
Total comprehensive income after tax	2.711.168	3.493.253	1.497.280	2.447.020
Exchange differences	(123.253)	(107.457)	0	0
Dividends distribution	0	(1.336.509)	0	(1.336.509)
Actuarially profit / (loss) on defined benefit pension plans	17.648	(56.243)	17.648	(56.243)
Company acquisition	289.188	0	0	0
Equity at the end of the period (31.12.2015 and 31.12.2014 respectively)	<b>47.441.428</b>	<b>44.546.676</b>	<b>43.137.538</b>	<b>41.622.609</b>
Avlonas Athika, 29th March 2016				
PRESIDENT & CEO	B.O.D. MEMBER	FINANCIAL MANAGER	GROUP C.F.O.	
NECTOR D. PAPANATHANASIOU	ALK.N.PAPANATHANASIOU	ST.D.VASILIOU	ANTONIS GIASSARIS	
ID card num. AB605775	ID card num. AE105490	ID card num.T 132250	ID card num. E 237863	
<b>1.3 CASH FLOW STATEMENT</b> Consolidated and Company's (amounts in euro)				
	GROUP		COMPANY	
	1/1-31/12/2015	1/1-31/12/2014	1/1-31/12/2015	1/1-31/12/2014
Operating Activities				
Profit before taxes	3.616.598	4.640.965	2.150.405	3.325.183
Adjustments for:				
Depreciation and Amortization	857.617	778.919	641.433	571.608
Amortization of grants	(59.089)	(83.094)	(59.089)	(83.094)
Provisions	1.182.906	1.097.039	918.413	638.717
Exchange Differences	121.041	(137.845)	2.772	0
(Sale) or Loss from Investing activities	110.268	(2.042)	122.720	(645)
Interest and similar charges	1.164.020	878.961	819.109	571.176
Working capital changes				
Decrease / (increase) of Inventory	(2.301.415)	(884.590)	(1.654.775)	(595.744)
Decrease / (increase) of trade receivables	(2.413.906)	(2.225.163)	(381.729)	(972.926)
(Decrease) / Increase of liabilities (except loans)	600.835	1.114.853	1.010.575	1.052.732
Loans:				
Interest and similar charges paid	(1.020.041)	(707.751)	(697.147)	(494.730)
Tax paid	(285.240)	(1.701.888)	(2.515)	(1.434.559)
<b>Total cash / (used in) generated from operating activities (a)</b>	<b>1.572.591</b>	<b>2.768.364</b>	<b>2.878.171</b>	<b>2.577.719</b>
Investing Activities				
Acquisition of Subsidiary	(1.746.353)	(53.000)	(2.360.000)	(603.000)
Purchase of Intangible Assets, Property	(593.219)	(2.947.217)	(425.926)	(2.776.106)
Sale of fixed and intangible assets	7.426	769	3.600	769
Interest received	109.703	28.018	153	28.017
Dividends received	0	0	0	0
<b>Total cash / (used in) generated from investing activities (b)</b>	<b>(2.222.444)</b>	<b>(2.971.438)</b>	<b>(2.782.173)</b>	<b>(3.350.320)</b>
Financing Activities				
(Buy) / sale of company's own shares	0	0	0	0
Proceeds from increase of share capital	0	0	0	0
Proceeds from Borrowings	9.902.451	5.043.796	6.000.000	2.800.000
Repayment of Borrowings	(4.925.151)	(4.774.084)	(3.068.852)	(1.810.897)
Repayment of Finance Lease Liabilities	0	0	0	0
Dividends paid	0	(1.334.403)	0	(1.334.403)
<b>Total cash / (used in) generated from financing activities (c)</b>	<b>4.977.300</b>	<b>(1.064.691)</b>	<b>2.931.148</b>	<b>(345.300)</b>
<b>Net Increase/(decrease) in Cash and Cash equivalents (a)+(b)+(c)</b>	<b>4.327.488</b>	<b>(1.267.757)</b>	<b>3.019.147</b>	<b>(1.117.901)</b>
Cash and Cash Equivalents at the beginning of the period	1.164.918	2.432.675	431.895	1.548.910
Cash and Cash Equivalents at the end of the period	<b>5.492.406</b>	<b>1.164.918</b>	<b>3.451.042</b>	<b>431.009</b>
<b>1.5 ADDITIONAL DATA AND INFORMATION</b>				
1. The companies of the Group with their respective countries of residence and percentage holdings, included in the consolidated financial statements				
	COMPANY	COUNTRY	PERCENTAGE HOLDING	CONSOLIDATION METHOD
	ELTON INTERNATIONAL TRADING COMPANY SA	GREECE	PARENT	
	ELTON CORPORATION SA	ROMANIA	100%	FULL
	ELTON CORPORATION LTD	BULGARIA	100%	FULL
	ELTON CORPORATION DOO	SERBIA	100%	FULL
	NARMAARA INDUSTRIJEL	TURKEY	70%	FULL
2. The Company has been audited by the tax authorities up to and including the financial year 2014 (except 2009-2010). The unqualified tax years for the Group subsidiaries are the following: ELTON CORPORATION SA (2010-2014), ELTON CORPORATION LTD (2010-2014), ELTON CORPORATION DOO (2010-2014). The Company and the Group have formed provisions for tax unqualified fiscal years amounting to € 115.496. For the year 2015 the company has benefited from the tax audit of Certified Auditors Accountants provided by the provisions of Article 65 A N.4174/2013. This audit is in progress and the related tax certificate will be granted after the publication of the financial statements of year 2015.				
3. There are no encumbrances on the property.				
4. There is not any litigation or arbitration or administrative court that may have a material effect on the financial position of the Company and its subsidiaries.				
5. Number of employees at the end of the current period: Group 201 Company 113, (31/12/2014: Group 199, Company 113).				
6. On the above financial statements compiled same basic accounting principles as at the Balance Sheet 31/12/2014. The Group and the Company have made provisions for bad debts up to 31/12/2015 amounting to 3.828.568 and 3.091.235 euros respectively and provisions for discoloured inventories amounting to 135.587 euros for the Group and 130.000 euros for the Company. Until 31st December 2015 the provision for staff compensation in the Group and the Company was 442.473 euros.				
8. Cumulative amounts of sales and purchases, since the beginning of the year and the balances of receivables and payables of the Group and the Company at the end of the year, resulting from its transactions with associated parties, according to the IFRS 24, are as follows:				
	GROUP		COMPANY	
	1/1-31/12/2015	1/1-31/12/2015	1/1-31/12/2015	1/1-31/12/2015
Sales	0	768.794	0	768.794
Purchases	0	1.937.729	0	1.937.729
Receivables from associated parties	0	673.532	0	673.532
Payables to associated parties	0	1.496.824	0	1.496.824
Directors' and Managers' remuneration	868.908	720.251	0	720.251
Receivables from Managers and Directors	0	0	0	0
Payables to Managers and Directors	74.337	74.337	0	74.337
9. The other comprehensive income after tax are:				
	GROUP		COMPANY	
	31/12/2015	31/12/2014	31/12/2015	31/12/2014
Exchange Differences	-123.253	-107.457	0	0
Deferred taxes	24.162	19.761	24.162	19.761
Actuarially profit/loss	-6.514	-76.004	-6.514	-76.004
<b>TOTAL</b>	<b>-105.605</b>	<b>-163.700</b>	<b>17.648</b>	<b>-56.243</b>

## Information of article 10 L.3401/2005

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The following announcements / disclosures published or made available to the public under the E.U. Community or national legislation, and are posted on the Company web site

([www.elton.gr](http://www.elton.gr)) : "News" - > "Press releases" - > 2015

<http://www.elton.gr/Content.php?ContentID=30&Year=2015&Type=Press> or have been sent to the Daily Official List Announcements and are posted on the website of Athens Exchange S.A.

([www.helex.gr](http://www.helex.gr)) at the following link: <http://www.helex.gr/el/web/guest/company-announcements2/-/select-company/825>

Below is a detailed representation of these announcements and disclosures:

### **27/03/2015\_Announcement of the Financial Calendar 2015**

[http://www.helex.gr/el/web/guest/permalink/-/asset\\_publisher/contentdispl/content/announcement-2776-2015-no-english-translation-available-](http://www.helex.gr/el/web/guest/permalink/-/asset_publisher/contentdispl/content/announcement-2776-2015-no-english-translation-available-)

### **31/03/2015\_Publication of Financial Results 2014**

[http://www.helex.gr/el/web/guest/permalink/-/asset\\_publisher/contentdispl/content/announcement-3320-2015-no-english-translation-available-](http://www.helex.gr/el/web/guest/permalink/-/asset_publisher/contentdispl/content/announcement-3320-2015-no-english-translation-available-)

### **29/05/2015\_Publication of Financial Results for First Quarter 2015**

[http://www.helex.gr/el/web/guest/permalink/-/asset\\_publisher/contentdispl/content/announcement-6125-2015-no-english-translation-available-](http://www.helex.gr/el/web/guest/permalink/-/asset_publisher/contentdispl/content/announcement-6125-2015-no-english-translation-available-)

### **29/05/2015\_Invitation to Annual General Meeting**

[http://www.helex.gr/el/web/guest/permalink/-/asset\\_publisher/contentdispl/content/announcement-6208-2015-no-english-translation-available-](http://www.helex.gr/el/web/guest/permalink/-/asset_publisher/contentdispl/content/announcement-6208-2015-no-english-translation-available-)

### **24/06/2015\_Decisions of the Annual General Assembly 24/06/2015**

[http://www.helex.gr/el/web/guest/permalink/-/asset\\_publisher/contentdispl/content/announcement-7654-2015-no-english-translation-available-](http://www.helex.gr/el/web/guest/permalink/-/asset_publisher/contentdispl/content/announcement-7654-2015-no-english-translation-available-)

### **24/06/2015\_Board of Directors Composition**

[http://www.helex.gr/el/web/guest/permalink/-/asset\\_publisher/contentdispl/content/announcement-7655-2015-no-english-translation-available-](http://www.helex.gr/el/web/guest/permalink/-/asset_publisher/contentdispl/content/announcement-7655-2015-no-english-translation-available-)

### **31/08/2015\_Publication of Financial Results of 1st half 2015**

[http://www.helex.gr/el/web/guest/permalink/-/asset\\_publisher/contentdispl/content/announcement-9485-2015-no-english-translation-available-](http://www.helex.gr/el/web/guest/permalink/-/asset_publisher/contentdispl/content/announcement-9485-2015-no-english-translation-available-)

**09/10/2015\_Announcement of Tax Audit results**

[http://www.helex.gr/el/web/guest/permalink/-/asset\\_publisher/contentdispl/content/announcement-10679-2015-no-english-translation-available-](http://www.helex.gr/el/web/guest/permalink/-/asset_publisher/contentdispl/content/announcement-10679-2015-no-english-translation-available-)

**20/10/2015\_Announcement of business developments**

[http://www.helex.gr/el/web/guest/permalink/-/asset\\_publisher/contentdispl/content/announcement-of-business-developments-](http://www.helex.gr/el/web/guest/permalink/-/asset_publisher/contentdispl/content/announcement-of-business-developments-)

**30/11/2015\_Publication of Financial Results of nine months 2015**

[http://www.helex.gr/el/web/guest/permalink/-/asset\\_publisher/contentdispl/content/announcement-12606-2015-no-english-translation-available-](http://www.helex.gr/el/web/guest/permalink/-/asset_publisher/contentdispl/content/announcement-12606-2015-no-english-translation-available-)

**2/12/2015\_ELTON SA Group in the Turkish market with new Subsidiary Company**

[http://www.helex.gr/el/web/guest/permalink/-/asset\\_publisher/contentdispl/content/elton-sa-group-in-the-turkish-market-new-subsidiary-company](http://www.helex.gr/el/web/guest/permalink/-/asset_publisher/contentdispl/content/elton-sa-group-in-the-turkish-market-new-subsidiary-company)

In the company's website: [www.elton.gr](http://www.elton.gr) are uploaded the Annual financial statements, audit reports of the external certified auditor and reports of the Board of Directors of the Company.