

# **THRACE PLASTICS Co. S.A.**

## **ANNUAL FINANCIAL REPORT**

(PARENT & CONSOLIDATED)

January 1<sup>st</sup> to December 31<sup>st</sup> 2013

(In accordance with Law 3556/2007)

Company Reg. No. 11188/06/B/86/31 General Commerce Reg. No. 12512246000 Domicile: Magiko, Municipality of Avdira, Xanthi Greece Offices: 20 Marinou Antypa Str., 17455 Alimos, Attica Greece

The accompanying Financial Statements, have been approved by the Board of Directors of THRACE PLASTICS Co. S.A. on March 21<sup>st</sup> 2014 and have been posted on the internet at the company's website <u>www.thracegroup.gr</u>.



## Information regarding the preparation of the Annual Financial Report for the period from January 1<sup>st</sup> to December 31<sup>st</sup> 2013

The present Financial Report, which refers to the period from 1.1.2013 to 31.12.2013, was prepared in accordance with article 5 of L.3556/2007 and the relevant decision issued by the Board of Directors of the Hellenic Capital Market Commission under Reg. No. 7/448/29.10.2007. The present Report was approved by the Board of Directors of THRACE PLASTICS Co. S.A. on March 21<sup>st</sup> 2014, and has been posted on the company's website <u>www.thracegroup.gr</u> where such will remain available to investors for a period of at least 5 years from the publication date and includes:

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## STATEMENTS BY REPRESENTATIVES OF THE BOARD OF DIRECTORS

(according to article 4 par. 2 of L 3556/2007)

We hereby state that to our knowledge, the Annual Financial Statements (Parent and Consolidated) of THRACE PLASTICS Co. S.A., which concern the period from January 1st 2013 to December 31st 2013, were prepared in accordance with the accounting standards in effect, accurately present the Assets and Liabilities, Equity and Results of the Company, as well as those of the companies included in the consolidation and considered aggregately as a whole.

We also state that to our knowledge, the Annual Report by the Company's Board of Directors accurately presents the developments, performance and position of the Company, as well as of the companies included in the consolidation and considered aggregately as a whole, including the description of basic risks and uncertainties such face.

Xanthi, 21<sup>st</sup> March 2014

The signatories:

The Chairman of the Board and Chief Executive Officer	The Vice-Chairman	The Member of the Board
Konstantinos St. Chalioris	Theodosios A. Kolyvas	George Braimis



#### ANNUAL REPORT BY THE BOARD OF DIRECTORS

### OF THRACE PLASTICS Co. S.A.

#### ON THE FINANCIAL STATEMENTS OF THE YEAR FROM 1-1-2013 TO 31-12-2013

#### INTRODUCTION

The present Annual Management Report by the Board of Directors (hereinafter the "Report") was prepared in accordance with the relevant provisions of Law 2190/1920, Law 3556/2007 and the relevant to such executive decisions issued by the Hellenic Capital Market Commission, as well as the relevant provisions of Law 3873/2010.

The Report includes the total required information with an objective and adequate manner and with the principle of providing substantial and not typical information with regards to the issues included in such.

Despite the fact that the Company prepares consolidated and non-consolidated financial statements, the present Report constitutes a single report referring mainly to the consolidated financial data.

It is noted that the present Report includes, along with the 2013 financial statements, the required by law data and statements in the Annual Financial Report, which concern the financial year ended on 31 December 2013.

The sections of the Report and the contents of such are as follows:

#### **SECTION I:** Significant events that took place during 2013

On **07.01.2013**, the company Thrace Plastics SA announced the establishment of a new company, named "Thrace Greenhouses SA", located in the municipality of Topeirou in Xanthi and controlled by 100% by the Company. The activity of the new company will be to construct greenhouses for tomato production by applying the method of hydroponic cultivation and the utilization of geothermal energy. The initial investment is forecasted to reach  $\in$  1.7 million and is expected to be implemented within this year.

On **05.03.2013**, following its announcement of 08.11.2012, the company Thrace Plastics SA informed investors regarding the signing of a definitive agreement for the sale of the participation (50%) held by the subsidiary Thrace Plastics Pack ABEE in Thrace Teknik, which is based in Istanbul, for a total amount of 818,000 Euro.

The company Thrace Teknik produces packaging containers for ice cream, dairy and other foods and has an annual turnover of around 5.6 million, while it reported only marginal losses for the previous year



The Company's management proceeded to this move because it does not consider Turkey as a market with potential for further development in the sector of operation and through the abovementioned transaction, the Group not only reduced its consolidated net debt of 2.5 million, but it also will increase its liquidity with the equivalent amount of this transaction.

It is noted that during the last fiscal year of 2012, Thrace Teknik represented only 1.1% of the Group's turnover.

On **27.03.2013**, in response to a question of the SEC, the company "Thrace Plastics SA" ("Company") announced to its investors the following: a) no accounts of the Company and/ or other Group companies are kept in Cyprus and CPB banks in Cyprus, b) the Company and/ or other Group companies are not exposed to securities (shares, bonds, etc.) or other financial instruments of the abovementioned banks. c) Sales in Cyprus for the year of 2012 represented less than 0.5 % of the consolidated turnover. d) In view of the abovementioned and given the percentage of turnover of the Group in Cyprus, any effects on turnover, the results and financial position of the Company and the Group are practically negligible. e) A subsidiary of the Group has taken out loans from the National Bank of Greece (Cyprus) amounting to  $\notin$  3.6 million. This fact does not, however, negate any of our abovementioned points and estimates.

On **29.05.2013**, the Annual General Meeting of Shareholders was held in Magiko of Xanthi

The Annual General Meeting adopted the following resolutions on the following issues of the agenda, as these decisions are presented based on the voting results by subject, in accordance with the provisions of article 10 of Law 3884/2010, and posted on the Company's website.

With regards to the 1st issue, the shareholders unanimously approved the Annual Financial Statements (Company and consolidated) of the Company for the fiscal year 1/1/2012-31/12/2012 along with the Annual Management Report of the Board of Directors and the Report of the Chartered Auditor-Accountant, just in the form that have been published.

With regards to the  $2^{nd}$  issue, the shareholders unanimously approved the profit distribution for the fiscal year of 2012 (1.1.2012-31.12.2012), the distribution (payment) of dividends and the provision to the Board of the necessary authorizations. Specifically, the shareholders approved of the distribution of a total dividend of  $\leq$  1,570,592.31 Euro, which will be distributed by the result of the fiscal year of 2012 and, in particular, it approved of the dividend distribution of 0.046 Euro (gross amount) per share, of which amount, according to Law 3943/2011, the dividend tax rate of 25% is withheld, and therefore the total payable amount of the dividend per share will amount to 0.035 Euro.

From the dividend distribution are exempt 1,075,434 treasury shares held by the Company. As a cutoff date was set Monday, the 10<sup>th</sup> June 2013, in accordance with Article 5.2 of the Regulation of the Athens Exchange. Dividend Recipients Determination date (record date) was set Wednesday, the 12<sup>th</sup> of June 2013, and dividend payment date, Tuesday, the 18<sup>th</sup> of June, 2013. As paying bank, was defined Piraeus Bank and also, the Board of Directors was provided with the necessary powers of attorney in order to carry out any relevant issue to be executed, so as the abovementioned taken decision on the distribution of dividends to be implemented.

With regards to the 3rd issue, the shareholders unanimously discharged the members of the Board of Directors and the Certified Auditor-Accountant from any indemnities paid for damages stemming



from these Annual Financial Statements, the activities and the management of the fiscal year 2012.

With regards to the 4th issue, the shareholders unanimously approved of the remuneration and allowances which were paid to members of the Board for the provision of their services during the fiscal year of 2012 and pre-approved of the remuneration of such persons for the fiscal year 2013 until the date of the next Annual General Meeting that will take place in 2014.

With regards to the 5th issue, the shareholders unanimously elected the company «PricewaterhouseCoopers S.A." for conducting the regular audit of the annual and semi-annual financial statements (company and consolidated ) for the fiscal year 2013 (1/1/2013-31/12/2013), which will appoint the audit to its member Mr. Konstantinos Michalatos of Ioannis with CPA License Reg. No. 17701 as Regular Certified Auditor and to Mr. Dimitrios Sourbis of Andreas with CPA License Reg. No. 16891 as deputy Certified Auditor. It was also decided that the specific audit firm will undertake the process of issuing the annual certificate and the annual report of the company's tax compliance for 2013, as set out in Article 82, par. 5 of L.2238/1994 and authorized the Board to proceed to a final agreement with the above audit firm regarding the its remuneration, which, however, will not exceed the amount of 70,000 euro plus VAT.

With regards to the 6th issue, the shareholders unanimously approved the granting of permission, in accordance with article 23 par. 1 of C.L. 2190/20, as currently in effect, to the Members of the Board of Directors, the General Managers and the Company's Managers, to participate in the Boards of Directors or the Management of the Group's companies.

With regards to the 7th issue, the shareholders unanimously approved the reduction of the Company's share capital by the amount of 427,440.00 euro by reducing the total number of shares from 45,949,500 to 45,094,620 ordinary, registered shares, due to the cancellation of 854,880 treasury shares, in accordance with Article 16 of C.L. 2190/1920, as in effect today, which shares were acquired by the Company pursuant to the Extraordinary General Meeting's Resolution of 03.11.2008, and the amendment of Article 5 of the Articles of Association, as a result of the abovementioned decision, so that after the cancellation of the treasury shares, the share capital will amount to 22,547,310 euro divided into 45,094,620 ordinary, registered shares with a nominal value of 0.50 each.

With regards to the 8th issue, the Chairman of the General Meeting, Mr. Christos Siatis, briefed shareholders on the progress and prospects of the Group for the year 2013.

On **17.10.2013**, the company " Thrace Plastics SA " announced, pursuant to the provisions of paragraph 4.1.3.1 of the Athens Exchange Regulation and of Article 10, par. 1 of Law 3340/2005, that following the special tax audit for fiscal year 2012, conducted by the lawful auditors in accordance with a. 82, par. 5 of Law 2238/1994, both for the Company and its subsidiary companies «Thrace Non-Wovens & Geosynthetics S.A.", "THRACE PLASTICS EXTRUDED POLYSTERENE S.A.", "THRACE SARANDIS S.A.", and "THRACE PLASTIC PACK S.A.", respective tax certificates were issued without reservation.

On **22.11.2013**, the Annual General Meeting of Shareholders was held in Magiko of Xanthi.

The Extraordinary General Meeting took the following decision on the sole item on the agenda as this decision is presented based on the results of the voting, according to article 10 of Law 3884/2010, which have been posted on the website of the Company.

Especially in the 1st and sole issue to decide on, the shareholders unanimously approved the extension, supplementing and amendment of the purpose of the Company and the consequent amendment of Article 3 of the Articles of Association, in the form which had just been published and

announced by the Company. Specifically, after the abovementioned amendment to Article 3 concerning the purpose of the Company, it now has as follows:

### A. The purpose of the Company is :

1. To produce plastic packaging materials of agricultural and related products and plastic materials in general.

2. The in any way and by any means (physical or electronic), in general, trading of the aforementioned and similar to such products in Greece and abroad.

3. The representation of foreign commercial or industrial houses and companies in general.

4. The cooperation in any way with any physical or legal entity on the items produced and traded by the Company .

5. The participation and cooperation with existing or with Companies to be set up in Greece or abroad of any corporate form or format and the exercise of trading in general.

6. The completion of accounting and tax activities, the provision of services of organization, computerization, management, business collaboration, staffing, the provision of financial and investment advice to any form of company and organization, in general, both of the public and private sector in Greece and abroad.

7. The provision by the Company alone or jointly with other physical or legal entities, both domestically and abroad, of management services, secretarial services, organizational services, financial analysis services, cost accounting assessment services, monitoring services, supervision services, services of preparing statistics, technical and economic studies and analyses in relation to any trading, industrial, financial or investment activity, in general.

8. The provision of consultancy and, in general, services for the conduct, expansion, development, testing, management and improvement of any activity or of any commercial, industrial, economic and investment activity.

9. The provision of services in the area of marketing and sales, strategic communication, organization, coordination and management of communication activities and public relations. The advertising, the promotion of sales, conferences - seminars and exhibitions in Greece and abroad and any kind of similar activities.

10. The compilation of financial and investment studies, operational research studies and feasibility studies for natural or legal entities, the research of prospects of specific economic sectors or business activity, the organization and execution of all kinds of scientific, educational and training programs in Greece and abroad.

11. The provision of internet services , such as development and hosting, digitization of directories, photographs etc.

12. The overall provision of services to any natural or legal entity in Greece or abroad, in order to facilitate all these activities.

13. The by any means acquisition and exploitation of any right, trademark, patent or franchise necessary, useful or relevant for the purposes pursued by the Company.



#### B. To achieve its purpose, the Company may :

1. Establish or participate in any kind or type of existing companies or companies under establishment, with similar, related or similar purpose.

2 . Establish subsidiaries, branches, factories, agencies, offices and any other type of site or simply appoint representatives anywhere domestically or abroad.

3 .Acquire rights of any kind on immovable property or lease any kind of movable or immovable property in Greece, as well as all kinds of transportation means.

4. Provide guarantees and enter into guarantee contracts to or with any natural or legal entity, domestic or foreign, within the existing, permitted statutory framework, as long as they adjoin the achievement of corporate objectives or they are considered necessary for their fulfillment.

5. Develop and trade trademarks, licenses, know-how and other intellectual, commercial and industrial property rights.

6. Represent any company, domestic or foreign, with identical, related or similar purpose, on its behalf or on behalf of third parties, under commission or participation in profits.

7. To carry out any activity, which the Company considers appropriate or ancillary to the abovementioned purposes and generally any activity deemed directly or indirectly necessary, suitable or proper for the attainment of the abovementioned objectives.

#### **SECTION II: Main Risks and Uncertainties**

The financial assets used by the Group, mainly consist of bank deposits, bank overdrafts, receivable and payable accounts and loans.

The Group's activities, in general, create several financial risks. Such risks include market risk (foreign exchange risk and risk from changes of raw materials prices), credit risk, liquidity risk and interest rate risk.

#### **D** Risk of Price Fluctuations of Raw Materials

The Company is exposed to fluctuations in the price of polypropylene (represents 55% of the cost of sales), which are faced by a similar change in the selling price of the final product. The possibility that the increase in the price of polypropylene cannot be fully passed on to the selling price, causes the compression of margins.

#### **Credit Risks**

The Group is exposed to credit risks, and in order to manage such consistently, it consistently applies a clearly defined credit policy that is continuously monitored and reviewed, in order to assure that the provided credit does not exceed the credit limit per customer. Also, insurance contracts are made to cover sales per customer, while collaterals are not required on the assets of customers. During the preparation date of the Financial Statements, provisions were made for doubtful customer receivables and the Management considers that there is no other substantial credit risk that is not covered by insurance coverage or provisions.



The following table presents an analysis of the maturity of trade and other receivables on 31/12/2013:

Maturity of Trade Receivables for 2013	Group	Company	
01 – 30 days	27,204	2,215	
31 – 90 days	18,156	3,382	
91 – 180 days	3,867	1,014	
180 days and over	8,357	3,640	
Subtotal	57,585	10,251	
Provisions for doubtful receivables	(8,439)	(2,461)	
Total	49,146	7,790	

The above amounts are expressed in terms of days of delay in the table below:

Analysis of delayed customer receivables in 2013	Group	Company
Timely receivables	34,314	5,157
Overdue receivables Overdue receivables with doubtful	14,833	2,633
provisions	8,439	2,461
<b>Subtotal</b> Provisions for doubtful customer	57,586	10,251
receivables	(8,439)	(2,461)
Total	49,146	7,790

The following table presents an analysis of the maturity of trade and other receivables on 31/12/2012:

Maturity of Trade Receivables for 2012	Group	Company	
01 – 30 days	23,554	2,762	
31 – 90 days	24,150	3,526	
91 – 180 days	4,717	1,069	
180 days and over	7,385	2,881	
Subtotal	59 <i>,</i> 806	10,238	
Provisions for doubtful debts	(8,152)	(2,406)	
01 – 30 days	51,654	7,832	

The above amounts are expressed in terms of days of delay in the table below:

Analysis of delayed customer receivables in 2012	Group	Company
Timely receivables	34,702	6,151
Overdue receivables Overdue receivables with doubtful	16,952	1,681
provisions	8,153	2,406
<b>Subtotal</b> Provisions for doubtful customer	59,807	10,238
receivables	(8,153)	(2,406)
Total	51,654	7,832

## **Liquidity Risk**

The monitoring of liquidity risk is focused on managing cash inflows and outflows on a constant basis, in order for the Group to have the ability to meet its cash flow obligations. The management of liquidity risk is applied by maintaining cash equivalents and approved bank credits. During the preparation date of the financial statements, there were adequate, unused bank credits, approved to the Group, which are considered sufficient to face a possible shortage of cash equivalents.

Short-term liabilities are renewed at their maturity, as they are part of the approved bank credits.

The following table presents the liabilities –loans provided according to their maturity dates.

Group 2013	Up to 1 month	•		Over 1 year	Total
Suppliers	17,351	16,686	8	-	34,045
Other short-term liabilities Short-term debt	10,197 22,752	2,011 22,693	521 18,338	-	12,729 63,783
Long-term debt	806	720	327	9,759	11,612
Other long-term liabilities	-	-	-	1,413	1,413
Total 31.12.2013	51,106	42,110	18,194	11,172	123,582

Company 2013	Up to 1 month	1-6 months	6-12 months	Over 1 year	Total
Suppliers	719	1,306	-	-	2,025
Other short-term liabilities	1,234	273	13	-	1,520
Short-term debt		9,005	9,005	-	18,010
Long-term debt	-	-	-	4,000	4,000
Other long-term liabilities	-	-	-	145	145
Total 31.12.2013	1,953	10,584	9,018	4,145	25,700



Group	Up to 1 month	1-6 months	6-12 months	Over 1 year	Total
Suppliers	16,680	11,308	4	-	27,992
Other liabilities	8,914	1,909	1.660	-	12,483
Short-term debt	995	5,444	61,577	-	68,016
Long-term debt Other long-term	470	-	-	12,722	13,192
liabilities	-	-	-	1,226	18,181
Total 31.12.2012	27,059	18,661	63,241	13,948	139,864

Company	Up to 1 month	1-6 months	6-12 months	Over 1 year	Total
Suppliers	1,440	829	-	-	2,269
Other liabilities	1,865	329	-	-	2,194
Short-term debt	-	-	22,009		22,009
Long-term debt Other long-term	-	-	-	-	-
liabilities	_	-	-	171	171
Total 31.12.2012	3,305	1,158	22,009	171	26,643

## **G** Foreign exchange risk

The Group is exposed to foreign exchange risks arising from existing or expected cash flows in foreign currency and investments that have been made in foreign countries. The management of the various risks is made by the use of natural hedge instruments. In particular, the Group's policy is to take out loans at the level of balances in foreign currency for the rest of the customers too.

## Sensitivity Analysis of Changes in Foreign Exchange.

Effect of changes in foreign exchange on the financial statements from the conversion of foreign subsidiaries' financial statements.

## The amounts concern the year 2013

		Foreign currency						
Change of foreign currency against Euro	USD	GBP	NOK	SEK	RSD	RON	BGN	HKD
Profit before								
tax								
+5%	531	1,207	230	223	27	162	234	3
-5%	(531)	(1,207)	(230)	(223)	(27)	(162)	(234)	(3)
Equity								
+5%	361	965	166	174	23	136	211	2
-5%	(361)	(965)	(166)	(174)	(23)	(136)	(211)	(2)

### The amounts concern the year 2012

		Foreign Currency						
Change of foreign currency against Euro	USD	GBP	NOK	SEK	RSD	RON	BGN	TRY
Profit before								
tax								
+5%	571	1,346	199	213	29	130	282	156
-5%	(571)	(1,346)	(199)	(213)	(29)	(130)	(282)	(156)
Equity								
+5%	371	1,016	143	157	26	109	254	137
-5%	(371)	(1,016)	(143)	(157)	(26)	(109)	(254)	(137)

#### □ Interest rate Risk

The Group's long-term loans have been provided by Greek and foreign banks and are mainly issued in Euro. The repayment period varies, according to the loan contract, while long-term loans are mainly linked to Euribor plus a margin.

The Group's short-term loans have been provided by several banks, under Euribor, plus a margin and Libor plus a margin.

It is estimated that a change in the average annual interest rate by 1 percentage point, will result in a (charge) / improvement of Earnings Before Tax as follows:

Possible interest rate change	Effect on Earnings before Tax				
	Grou	ир	Comp	any	
	2013	2012	2013	2012	
1% interest rate increase	(752)	(823)	(221)	(221)	
1% interest rate decrease	752	823	221	221	

## Capital Adequacy Risk

The Group controls capital adequacy using the Net Debt to Operating Profit ratio and the Net Bank Debt to Equity ratio. The Group's objective in relation to capital management is to ensure the ability for its smooth operation in the future, while providing satisfactory returns to shareholders and benefits to other parties, as well as to maintain an ideal capital structure so as to ensure a low cost of capital. For this purpose, it systematically monitors working capital in order to maintain the lowest possible level of external financing.

Capital Adequacy Risk	Grou	Group		any
	2013	2012	2013	2012
Long-term debt	11,493	13,046	4,000	-
Short-term debt	63,659	67,924	18,010	22,009
Total debt	75,152	80,970	22,010	22,009
Minus cash & cash equivalents	42,530	46,408	15,028	15,870
Net debt	32,622	34,562	6,982	6,139
EBITDA (Total Activity)	20,024	25,000	182	(795)
NET BANK DEBT /EBITDA	1.6	1.4	38.3	n/a
EQUITY (Total Activity)	112,242	109,585	77,992	80,614
NET BANK DEBT / EQUITY	0.29	0.32	0.09	0.08

## **SECTION III: Significant Transactions with Related Parties**

The most significant transactions between the Company and its related parties, as such are defined by International Accounting Standard 24, are described below:

## (amounts in thousand euro)

		Other	
Sales-Income	Sales	Income	Total
	1 0 2 4	2 077	4 001
Thrace NW & Geosynthetics	1.924	2,077	4,001
Thrace Ipoma	2,130	-	2,130
Thrace Sarantis	2,137	93	2,230
Thrace Plastics Pack	307	981	1,288
Synthetic Packaging	211	110	321
Don & Low	-	765	765
Total	6,709	4,026	10,735

	Other			
Purchases-Expenses	Purchases	Purchases Expenses		
Thrace NW & Geosynthetics	3,145	14	3,159	
Thrace Ipoma	676	-	676	
Total	3,821	14	3,835	



<b>Customers-Receivables</b>	31.12.2013
Thrace Sarantis	945
Thrace Plastics Pack	1,520
Thrace Ipoma	502
Thrace Non Woven &	
Geosynthetics	205
Don & Low	189
Synthetic Packaging	33
Total	3,394

- The remuneration of senior executives and members of Management amounted, in 2013, to € 1,203 thousand, at the parent level, compared to € 1,335 thousand in 2012, and to € 3,791 thousand, at the Group level, compared to €3,398 thousand in 2012.
- The Company has issued letters of guarantee in favor of third parties, amounting to € 1,683 thousand while it has provided guarantees in favor of its subsidiaries for security against loans amounting to € 18,677 thousand.
- During 2013, the total fees of the company's legal auditors amounted to € 704 thousand for the Group and to € 278 thousand for the Company, according to those stated in article 43a of C.L. 2190/1920, as amended by article 30 of L. 3756/2009.
- There were no changes in transactions between the Company and its related parties, that could have had substantial effects on the financial position and performance of the Company during 2013.

All transactions described above have taken place under normal market terms.

# SECTION IV: Analytical Information according to Article 4 par. 7 of Law 3556/2007, as currently in effect

The Company, according to article 4 par. 7 of L. 3556/2007 is obliged to include in the present Report, analytical information regarding a series of issues, as follows:

## **1. Structure of Company's share capital**

The Company's share capital amounts to twenty two million, five hundred and forty-seven thousand, three hundred and ten euro ( $\leq 22,547,310.00$ ) and is divided into forty five million, ninety-four thousand, six hundred and twenty (45,094,620) shares, with a nominal value of  $\leq 0.50$  each. All Company shares are common, registered, with voting rights, and are listed on the Securities Market of the Athens Exchange and specifically in the Main Market under the Chemicals – Specialized Chemicals sector. The structure and the formation of the Company's share capital is presented in detail in article 5 of the Company's Articles of Association. The Company's shares were listed on the Athens Exchange on 26 June 1995.

## 2. Limitations to the transfer of Company shares

The transfer of Company shares takes place as stipulated by the Law and there are no limitations regarding such transfers in its Articles of Association.



### 3. Significant direct or indirect participations according to the definition of Law 3556/2007

With regards to significant participations in the share capital and voting rights of the Company, according to the definition of provisions of articles 9 to 11 of L. 3556/2007, Mr. Konstantinos Chalioris holds, on 31/12/2013, a percentage of 40.601 % of the Company's share capital and Mrs. Eufimia Chalioris holds, on 31/12/2013, a percentage of 20.226 % of the Company's share capital. No other physical or legal entity owned a percentage over 5% of the share capital. The data regarding the number of shares and voting rights held by individuals with a significant participation, have been derived from the Shareholder Registry kept by the Company and from disclosures provided to the Company according to Law.

#### 4. Shares incorporating special control rights

There are no Company shares that provide special control rights to owners.

#### 5. Limitations on voting rights

According to the Company's Articles of Association, there are no limitations on voting rights.

#### 6. Agreements of Company shareholders

To the knowledge of the Company there are no shareholder agreements, which result in limitations on the transfer of shares or limitations on the exercise of voting rights, that emanate from its shares.

## 7. Rules for appointment and replacement of Board members and the amendment of the Articles of Association, which deviate from the provisions of C.L.2190/1920

The rules stated by the Company's Articles of Association regarding the appointment and replacement of its Board of Directors' members and the amendment of the provisions of its Articles of Association, do not differ from those stipulated by C.L. 2190/1920. It is noted that the Company's Articles of Association have fully conformed to the provisions of L. 2190/1920, by means of the resolution of the Ordinary General Shareholders' Meeting, taken on the 24th of June, 2008.

## 8. Responsibility of the Board of Directors or specific Board members for the issuance of new shares or the purchase of treasury shares.

According to paragraph 13 of article 13 of C.L. 2190/1920, as currently in effect, the Board of Directors increases the share capital of the Company by issuing new shares, in the context of the approved by the General Meeting Stock Option Plans, for the acquisition of company shares by beneficiaries.

According to the provisions of article 16 of C.L. 2190/1920, as currently in effect, the Company may acquire treasury shares, only following approval by the General Meeting, up to 1/10 of its paid up share capital, under the specific terms and procedures stipulated by the provisions of article 16 of CL 2190/1920, as currently in effect.

There are no opposite statements in the Company's article of Association.

## 9. Significant agreements made by the Company and put into effect, amended or terminated in case of a change in the Company's control following a tender offer.

There are no such agreements, which are put into effect, amended or terminated, in case of a change in the Company's control following a tender offer.



## **10.** Significant agreements made by the Company with Board members or the Company's personnel

There are no agreements of the Company with the members of its Board of Directors or its personnel, which provide for the payment of indemnity specifically in case of resignation or termination of employment without reasonable cause or of termination of their term or employment, due to a tender offer.

#### **SECTION V: Treasury Shares**

The Ordinary General Meeting of the 20<sup>th</sup> of April 2012 approved the treasury share buyback program of the Company through the Athens Exchange, in accordance with Article 16 of C.L. 2190/1920, as currently in effect, and the provision of authorizations to the Board of Directors for the implementation of that program. Specifically, the decision included the purchase of own shares up to 10% of the Company's existing shares (currently 45,949,500), excluding in any case treasury shares already owned by the Company (currently 854,880), namely based on the current above numbers up to a maximum of 4,509,462 treasury shares (of the relevant absolute number to be amended accordingly, in case of corporate events during the plan, that result in a change in the number of the Company's shares) with a price range from fifty cents (50) of a euro up to two (2) euro, whereas the duration of the buyback plan will not exceed 24 months beginning from April the 23rd of 2012.

During the period from 23 April 2012 until 31.12.2013, there had been acquired 220,554 treasury shares at an average purchase price of EUR 0.60 (in absolute numbers) by Alpha Finance S.A.

## **SECTION VI: Information on Labor and Environmental Issues**

The Group employed, on 31 December 2013, a total of 1,568 employees, from which approximately 688 are employed in Greece.

As regards to the management of human resources, the Management derives its valuable experience from abroad and applies efforts to improve the working conditions at all levels, mainly with regards to issues involving education, hygiene and security. Specifically, the security of employees and of the operation of facilities, was and is a top priority for Management and for this reason a large amount of money is allocated, annually, for employee education and in order to ensure conditions of absolute security for employees. In the Group's plants, guidance and education of staff is continuous and under the full guidance of supervisors and heads of departments.

The Company has particular awareness on environmental issues as well. In this context it has adopted and applies production methods that are environmentally friendly and that do not create gas and liquid waste, while it has achieved a 100% recycling of the remains of its products.

#### **SECTION VII: Company Branches**

The activity of the Thrace Plastics Group is distinguished into three sectors.

The **Technical Fabrics** sector which has an international orientation and owns production facilities in Xanthi (Thrace Non-Wovens & Geosynthetics), Scotland (Don & Low LTD), in Italy (Composite Solutions Spa) and the U.S. (Thrace Linq Inc and Lumite Inc.) and trading companies in Australia (Don



& Low Australia Pty Ltd) and China (Thrace Asia). Main products of the industry are geotextiles, insulation films and technical fabrics for agricultural and industrial uses.

The **Packaging** sector which is oriented to the European market with emphasis in South East European countries, Scandinavia, the United Kingdom and Ireland. Specifically, it includes facilities and operates through eleven Group companies, including the parent company in Greece, companies in Ireland, the UK, Sweden, Norway, Bulgaria, Romania and Serbia. The sector's products include Industrial Packaging Products that mainly concern bags, big bags and pallet films for packaging of lubricants, fish food, animal food as well as chemical and inert materials and Consumer Product Packaging with applications in the packaging of food and chemicals.

The **Agricultural sector**, which concerns the company's "Thrace Greenhouses S.A." activities which was established in January 2013 and is located in the municipality of Topeirou in Xanthi, is controlled 100% by the Company and it's main activity concerns the construction of greenhouses for tomato production by applying the method of hydroponic cultivation and the utilization of geothermal energy.



#### **SECTION VIII: Evolution and Performance of the Group**

#### 1. Group Results

The following table presents the course of the Group's results throughout the year2013, compared to 2012:

2013 CONSOLIDATED RESULTS				
(amounts in thousand euro)	2013	2012	% Μετ.	
Turnover	265,322	264,748	0.2%	
Gross Profit	47,717	51,227	-6.9%	
Gross Profit Margin	18.0%	19.3%		
Other Operating Income	2,913	2,982	-2.3%	
As % of Turnover	1.1%	1.1%		
Distribution Expenses	22,228	22,698	- <b>2</b> .1%	
As % of Turnover	8.4%	8.6%		
Administrative Expenses	15,410	14,885	3.5%	
As % of Turnover	5.8%	5.6%		
Other Operating Expenses	2,352	2,306	2.0%	
As % of Turnover	0.9%	0.9%		
Expenses from foreign exchange differences	149	181	-17.7%	
EBIT	10,491	14,139	-25.8%	
EBIT Margin	4.0%	5.3%		
EBITDA from continued operations	20,024	24,572		
EBITDA from discontinued operations*	0	428	100.0%	
Total EBITDA	20,024	25,000	-19.9%	
EBITDA Margin	7.5%	9.4%		
Interest & Related (Expenses)/Income	-4,584	-5,050	- <b>9.2%</b>	
Other Financial Income/(Expenses)	-428	-1,006	-57.5%	
Income/(Expenses) from affiliated companies	898	0	100.0%	
EBT	6,377	8,083	-21.1%	
EBT Margin	2.4%	3.1%		
Income Tax	2,497	2,280	66.5%	
Tax from Reserves of Law 4172 article 72 *	1,300			
EAT (from continued operations)	2,580	5,803	-55.5%	
Earnings/(Losses) after tax from discontinued operations **	0	-180		
Total EAT	2,580	5,623	-54.1%	
EAT Margin	1.0%	2.1%		
Minority Interest	94	-145		
EATAM (from continued operations)	2,486	5,948	-58.2%	
Earnings/(Losses)AT&MI (from discontinued operations) **	0	-180		
Total EATAM	2,486	5,768	-56.9%	
EATAM Margin	0.9%	2.2%		

\* In addition, in the current financial year, and following the application of article 72, paragraph 11 of taxation law 4172/2013 concerning the obligation for independent taxation, with tax rate 19%, of the recorded tax free reserves based on L. 2238/1994, a provision of euro 1.3 million was formed. This obligation will arise within the following financial year. Until 31/12/2014, the company will call for an extraordinary General Shareholders' Meeting where it would propose the distribution or capitalization of the tax free reserves, and within two months from the above decision the Company will be required to pay the corresponding tax.

\*\* The discontinued operations concern the sale of the (50%) participation held by the Group's 100% subsidiary Thrace Plastics Pack SA in the company Thrace Teknkik, based in Istanbul. The sale was concluded in the beginning of March 2013 (The Company provided relevant information to investors on 8-11-2012 when the binding agreement was signed and on 5-03-2013 when the sale was concluded).



#### Turnover

#### €265,322 (+0.2%)

At Group level, sales volume remained at similar levels compared to last year. With regards to individual sectors, the Sector of Technical Fabrics presented a decrease in sales volume of 6.8% compared to last year, as opposed to the Packaging Sector, which increased its sales volume by 13.9%.

#### **Gross Profit** €47,717 (-6.9%)

The gross profit margin amounted to 18.0% in fiscal year 2013 compared to 19.3% in 2012. In Technical Fabrics Sector gross profit margin decreased by 4 percentage points, while, instead, the Packaging Industry showed an improvement of 3.1 percentage points in fiscal year 2013 compared to fiscal year 2012.

#### Other Operating Income €2,913 (-2.3%)

Other Operating Income mainly concern income from grants.

Distribution Expenses €22,228 (-2.1%)

Distribution expenses as a percentage of turnover amounted to 8.4% versus 8.6% the previous year.

#### Administrative Expenses €15,410 (+3.5%)

Administrative Expenses amounted to 5.8% as a percentage of Turnover, compared to 5.6% during 2012.

#### Other Operating Expenses €2,352 (+2.0%)

Other operating expenses relate mainly to provisions for doubtful receivables and personnel indemnities.

#### EBIT €10,491(-25.8%)

The EBIT margin amounted to 4.0% from 5.3% in 2012.

## EBITDA €20,024 (-19.9%)

The EBITDA margin amounted to 7.5% from 9.4% in 2012.

#### Interest and Related Expenses €4,584 (-9.2%)

The decrease is mainly attributed to the decrease of interest rates.

#### Other Financial Expenses € 428 (-57.5%)

The decrease compared to last year arises because of the revised IAS 19, under which, amounts that the subsidiary company Don & Low LTD had included, in fiscal year 2012, in the financial results of the statement of comprehensive income, under the revised IAS 19, are now recognized, in fiscal year 2013, as other comprehensive income.

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## Earnings before Tax €6,3

## €6,377 (-21.1%)

The EBT Margin amounted to 2.4% compared to 3.1% the previous year.

## EATAM €2,486 (-56.9%)

The EATAM amounted to 0.9% compared to 2.2% the previous year.

The tax for 2013 amounted to  $\notin$  3,797 thousand. As already reported in the current year, pursuant to Article 72, par.11 of Tax Law 4172/2013, on the obligation of autonomous taxation at a rate of 19 %, of the according to L.2238/1994 tax exempt reserves, a provision of  $\notin$  1,300 was formed, liability which will arise within the next fiscal year. By 31.12.2014, the company will convene an Extraordinary General Meeting which will propose the distribution or capitalization of its tax-free reserves and, within two months after the decision, is required to pay the relevant tax. The Company follows a conservative policy according to which it does not calculate any deferred tax receipts on available tax losses.

## 2. Parent Company Results

The company's turnover amounted to 17,122 euro presenting a decrease of 32.0 % compared with the fiscal year 2012. Gross profit in fiscal year 2013 amounted to 1,041 Euro increased by 5.2 % compared to last year. Earnings before Interest, Taxes, Depreciation and Amortization amounted to 182 euro in 2013 compared to a loss of 794 euro last year. Profit before tax amounted to 1,171 euro in 2013 compared to 9,437 euro in 2012, presenting a decrease of 87.6 %. The result of the year 2013 includes an amount of  $\notin$  3,075 which concerns the dividend from a related, foreign company. The loss after tax amounted to 508 euro compared to Profit of 7,985 euro in 2012.

#### 3. Results per Business Unit

The following table summarizes the course of results of the sectors in which the Group operates (Technical Fabrics, Packaging and Others) for 2013:

RESULTS PER BUSINESS UNIT							
	Тес	hnical Fabri	ics		Packaging	<u> </u>	Other (1)
(amounts in thousand €)	2013	2012	% Change	2013	2012	% Change	2013
Turnover	163,513	168,647	-3.0%	112,062	109,108	2.7%	0
Gross Profit	24,189	31,730	-23.8%	22,610	18,668	21.1%	0
Gross Profit Margin	14.8%	18.8%		20.2%	17.1%		
Total EBITDA	9,497	18,498	-48.7%	10,683	6,032	77.1%	-158
EBITDA Margin	5.8%	11.0%		9.5%	5.5%		

Notes:

(1) It concerns the activity of "Thermokipia Thrakis SA".

(2) Any differences apearing as compared to the published results are due to eliminations between business units.



## 4. Consolidated Balance Sheet of the Group

The following table summarizes the basic Balance Sheet information as of 31.12.2013:

CONSOLIDATED BALANCE SHEET				
(amounts in thousand euro)	31.12.2013	31.12.2012	% Change	
Tangible Fixed Assets	73,771	77,797	-5.2%	
Investment Property	110	110	0.0%	
Intangible Assets	10,839	10,546	2.8%	
Other Long-term Receivables	495	425	16.5%	
Deferred Tax Assets	116	626	-81.5%	
Total Fixed Assets	85,331	89,504	-4.7%	
Inventories of A' and B' Materials	19,125	12,909	48.2%	
Finished and Semi-Finished Inventories	32,453	33,140	- <b>2</b> .1%	
Merchandise Inventory	8,413	7,247	16.1%	
Provision for Inventory Impairment	-1,992	-2,349	-15.2%	
Advances for Purchase of Inventories	83	117	-29.1%	
Income Tax Prepaid	446	812	-45.1%	
Trade Receivables	49,147	51,654	-4.9%	
Debtors and other Accounts	15,979	11,804	35.4%	
Derivatives	27	39	-30.8%	
Cash & Cash Equivalents	42,530	46,408	-8.4%	
Total Current Assets	166,211	161,781	2.7%	
Total Assets from Discontinued Operation *	0	2,812	-100.0%	
TOTAL ASSETS	251,542	254,097	-1.0%	
Shareholders' Equity	112,242	109,585	2.4%	
Minority Interest	1,463	1,373	6.6%	
TOTAL EQUITY	113,705	110,958	2.5%	
Long-term Liabilities				
Long-term Loans	11,493	13,045	-11.9%	
Provisions for Employee Benefits	6,417	11,457	-44.0%	
Other Long-term Liabilities	9,172	6,725	36.4%	
Total Long-term Liabilities	27,082	31,227	-13.3%	
Short-term Liabilities				
Short-term Bank Debt	63,659	67,924	-6.3%	
Suppliers	33,822	27,819	21.6%	
Other Short-term Liabilities	13,274	13,277	0.0%	
Total Short-term Liabilities	110,755	109,020	1.6%	
TOTAL LIABILITIES	137,837	140,247	-1.7%	
Liabilities from Discontinued Operation *	0	2,892	-100.0%	
TOTAL EQUITY & LIABILITIES	251,542	254,097	-1.0%	
* Concerning the sale of the participation in Thrace Teknil	-		2.0/0	
Net Bank Debt	32,622	34,561	-5.6%	
Net Bank Debt/Equity	0.3	0.3		

#### **Fixed Assets** €85,331 (-4.7%)

The total fixed assets amounted to € 85,331 thousand, introducing a decrease of 4.7%.

Current Assets €166,211 (+2.7%)



Inventories, as of 31.12.2013, compared to 2012, had as follows:

#### 31.12.2013 31.12.2012

Inventory of Raw Materials	19,125	12,909	48.2%
Inventory of Finished and Unfinished goods	32,453	33,140	-2.1%
Inventory of merchandise	8,413	7,247	16.1%
Provision for impairment of inventory	-1,992	-2,349	-15.2%
Advance payments for Inventory purchases	83	117	-29.1%

The average Inventories turnover amounted to 92 days compared to 73 in 2012.

Trade Receivables amounted to € 49,147 decreased by 4.9% compared to 2012.

The average Trade Receivables Turnover amounted to 69 days compared to 73 days in 2012.

## Equity €113,705 (+2.5%)

Equity amounted to € 113,705 thousand, posting an increase of 2.5% compared to the previous year.

## Provisions for Employee Benefits €6,417 (-44.0%)

The decrease is due to the significant decrease of the actuarial deficit of the Don & Low LTD pension plan.

The total liability of the Don & Low LTD pension plan on 31.12.2013, is analyzed as follows:

(amounts in thousand euro)	31.12.2013	31.12.2012
Present Value of Liabilities	118,747	116,162
Present Value of Fixed Assets	113,950	106,482
Actuarial Deficit	4,798	9,680

The asset allocation of the plan is as follows:

(amounts in thousand €)	31.12.2013	31.12.2012
Shares	96,917	86,386
Bonds	15,713	14,827
Real Estate/Other	1,319	5,269
Total	113,950	106,482

## Net Bank Debt €32,622 (-5.6%)

The Net Bank Debt / Equity ratio amounted to 0.3, at the same level with previous year.

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### **Suppliers**

#### €33,822 (+21.6%)

The average Turnover of Suppliers amounted to 52 days compared to 44 days the previous year.

#### **5. Financial Ratios**

Following the above analysis, some basic Financial Ratios are hereafter presented:

Capital Structure	2013	2012
Total Debt/ Equity	1.2	1.3
Net Debt/ Equity	0.3	0.3
Net Debt/EBITDA	1.6	1.4
Net Fixed Assets on Total Assets	0.3	0.3
Equity /Net Fixed Assets	1.5	1.4
Capital Gearing		
Equity / Assets	0.5	0.4
Interest Coverage	2.3	2.3
Liquidity		
Current Ratio	1.5	1.5
Quick Ratio-Acid Ratio	1.5	1.5
Profitability Ratios (%)		
Gross Profit	18.0%	19.3%
EBITDA	7.5%	9.3%
EBT	2.4%	3.7%
EATAM	0.9%	2.7%
Turnover Ratios (in days)		
Average Customer Turnover	69	73
Average Inventory Turnover	92	86
Average Suppliers Turnover	52	44

## **SECTION IX: Proposed Dividend for 2013**

The Board of Directors will propose to the Annual General Meeting of the Company's shareholders a dividend distribution for the fiscal year of 2013 amounting to 2,243,703 euro, i.e. 0.05 euro per share.

#### **SECTION X: Group Outlook for 2014**

With regards to the course of the 1<sup>st</sup> quarter results of the current year, it is estimated that the Group's sales will be increased compared to the first quarter of 2013 with a corresponding improvement in operating profitability.

The primary concern of the Group's Management is to maintain and enhance profitable growth that will remain firmly committed to its strategic objectives for the current year as well, which include: high geographic and product diversification, the development of innovative products with high added value, the improvement of operational efficiency and the maintenance of a sound financial structure.

In this context, for the fiscal year of 2014, there has been elaborated and implemented an investment program of 9 million euro, of which 5 million relating to investments made by the Group's subsidiaries in Greece.



## **SECTION XI: Corporate Governance Statement**

The current Corporate Governance Statement is compiled according to the provisions of a.43a, par. 3d of PL. 2190/1920, as it is currently in effect, constitutes special section of the Annual Management Report of the Board of Directors and contains the entire information required by the law.

Specifically, the structure of the Corporate Governance Statement is as follows:

- I. Compliance Statement with Corporate Governance Code
- II. Deviations from the Corporate Governance Code and Justification of Such
- III. Corporate Governance Practices applied by the Company apart from those stated by law
- IV. Description of the internal control and risk management system as regards to the process for preparing financial statements
- V. Information regarding the company's audit process (information stipulated by items (c), (d), (f), (h) and (i) of paragraph 1 of article 10 of Directive 2004/25/EC)
- VI. Board of Directors and Committees
- VII. General Meeting and Shareholders' Rights

#### I. Compliance Statement with Corporate Governance Code

Law 3873/2010, which incorporated the 2006/46/EC Directive of the European Union into the Greek legislation, essentially enacts the adoption of the Corporate Governance Law from companies and at the same time sets the obligation of compiling the current Statement.

The Company, in compliance with the provisions and regulations of the above Law, compiled and applies its own Corporate Governance Law.

The text and the content of the Code are generally available to the registered website of the Company <u>www.thracegroup.com</u>. The present Code was prepared by the Company and aims at the constant improvement of corporate institutional framework and the broader business environment, as well as the improvement of the competitiveness of the Company as a whole. During the preparation of the present Code were taken into account all the principles of corporate governance to be followed by the Company, as required by the current legislation (C.L.2190/1920, L.3016/2002, as amended and in force today, L.3693/2008 and L.3884/2010 ) as well as the Corporate Governance Code, which was written by the Hellenic Federation of Enterprises (hereafter "SEV"), and then amended in the context of the first revision by the Hellenic Corporate Governance Council (hereafter "ESED") and was published in October, 2013.

It is noted that for reasons of completion the aforementioned Corporate Governance Code (Hereafter the "Code") which has been conducted and adopted by the Company has been approved by the Board of Directors and has to be submitted to the Hellenic Capital Market Commission.



#### II. Deviations from the Corporate Governance Code and Justification of Such

The Company decided to compile and apply its own Corporate Governance Law, so that a framework of corporate governance is formulated by taking into account the Company's specific operation requirements and by thus recognizing the needs emanating from the Company's organization and operation. For this reason, deviations observed from the contents of the Code, are quite limited and in any case are not a subject of detailed analysis and certainly of justification.

Solely for formality reasons, certain deviations from the Code are presented for the year 2013:

#### **1.** The Board of Directors never convened via teleconference during the year

No relevant need arose and as a result no meeting occurred via teleconference during the year. In all board meetings the required by law and the Company's articles of association quorum was met as the board members were able to be physically present in these meetings.

## 2. The Board of Directors did not prepare at the beginning of year any time schedule with dates, with regard to its meetings

The absence of a predefined and strict time schedule with dates for the board meetings is due to the practical easiness to call for such a meeting every time it is required by the law or the Company's needs. In this context all matters and subjects can be dealt effectively each time they arise, without the Company having to comply with a predefined and strict time schedule.

## III. Corporate Governance Practices applied by the Company, apart from those stipulated by law

As regards to corporate governance issues, the Company applies the provisions of laws 2190/1920, 3016/2002 and 3693/2007, which have been incorporated in its Memorandum of Association, its Internal Operation Regulation and in the Audit Manual it has prepared. Moreover, the Company applies its own Corporate Governance Code, which is in line with the provisions of the above laws and includes a series of additional Corporate Governance practices which are included in the Code's stipulations, the whole text of which has been posted on the company's website <u>www.thracegroup.com</u>.

## IV. Description of the internal controls system and risk management system of the Company as regards to the procedure of preparing financial statements.

The Internal Controls System consists of the operations established by the Company in order to ensure its assets, identify and handle the most significant risks it faces or that it may face in the future, ensure that the financial data based on which the financial statements are prepared are correct and accurate, as well as to ensure that the Company's adheres to the Law, as well as to the principles and policies decided by Management.

In order to develop this System, the Company has studied and applied several Policies, Procedures and Regulations, that have been incorporated in its Internal Operation Regulation. With its application the Company covers the Management of Possible Risks in relation to the procedure for preparing Financial Statements in the following three (3) levels:

1) Entity level controls,



- 2) Financial reporting process controls,
- 3) IT controls

Specifically:

## 1) Entity level controls

<u>Role and Responsibilities of the Board of Directors</u>: The Board of Directors decides on any action that concerns Management of the Company, Management of its assets and in general on anything that relates to the achievement of its objective.

Additionally, the Board of Directors:

- Defines the responsibilities of each Division and assigns each Manager to delegate responsibilities to his/her employees.
- Is responsible to recruit the Company's Senior Executives and to define their remuneration policy.
- Is responsible to appoint the Company's Internal Auditors and to define their remuneration.
- Is responsible to prepare a report with detailed transactions of the Company with its related parties, which is disclosed to the regulatory authorities.

<u>Preparation of Budget and Supervising its Implementation at the Management level</u>: The Annual Budget, which is also a guide for the Group's financial development, is prepared on an annual basis (consolidated and also per sector/subsidiary) and is presented to the Company's Board of Directors for approval. The Statements with the actual results are issued periodically, accompanied by the condensed reports including the deviations and are discussed at the Board level.

<u>Internal Operation Regulation</u>: The Company's Internal Operation Regulation is also the manual for its Internal Controls System, which amongst others includes the following:

- Guidance on handling the different operations
- Delegation of responsibilities
- Authorizations and limits of expense approvals
- Instructions for Controls on the basic sections of the Internal Controls System.

The adequacy of the Internal Controls System is monitored on a systematic basis by the Audit Committee through regular meetings that take place with the Internal Audit Service in the context of monitoring the Company's Annual Audit Program.

## 2) Financial reporting process controls

In order to ensure that the financial data, based on which the financial statements of both the Company and the Group, are correct and accurate, the Company applies specific controls that include the following:

- The records from the Company's accounting department are applied based on a specific process that requires all receipts/documents to be original, sealed with a standardized stamp and carry the respective signed approvals.
- The Company maintains a Certified Fixed Asset Registry in the Fixed Assets sub-system and applies depreciations according to the International Accounting Standards and Tax Rates in effect. Depreciations are reviewed by the Operational Head of the Finance Department.
- The accounting department carries out periodic reconciliation of balances of payroll, customers, suppliers accounts, VAT etc.
- The Operational Head of Financial Services is responsible for updating the Chart of Accounts (namely any changes and opening of new accounts).



- The Group prepares the consolidated and also the separate per Group sector/subsidiary budget on an annual basis for the next financial year, and such budgets are presented to the Company's Board of Directors for approval.
- Each month a detailed presentation is prepared per sector/subsidiary and on a consolidated Group level, for the financial results. This presentation is disclosed to the Group's Management.
- Companies that constitute the Group follow common accounting applications and procedures in line with the International Financial Reporting Standards (IFRS).
- At the end of each period, the accounting departments of the parent and subsidiary companies prepare their financial statements according to the International Financial Reporting Standards (IFRS).
- The Financial Services of the Group collect all the necessary data from subsidiaries and factories, consolidation entries are applied and the financial statements are prepared according to the International Financial Reporting Standards (IFRS).
- There are specific processes for the finalization of financial statements, which include deadlines for submission, responsibilities and information for the required disclosures.
- The financial statements are reviewed by the company's Audit Committee and Board of Directors.

## 3) IT controls

The Financial Services Division of the Group is responsible for maintaining the Company's IT applications. This Division has established powerful IT controls, which ensure the support of the direct and also the long-term objectives of the Company and the Group as well. All applied processes are described in detail in the Company's Internal Operation Regulation. The most significant of such are presented below:

- Back Up Process (in Hardware): According to the Operation Regulation, the IT Service develops the appropriate infrastructure and ensures that such is compatible with another company that has a respective IT system to cover each other's needs in cases of damage in the Company's central IT system.
- Safekeeping (Confidential) of the Company's Computer Files: The IT Service applies the appropriate systems that ensure the "non" leakage of the Company's IT data.
- Files Software of the Central Computer: Particular emphasis is given to the access of the space where the Central Computer is installed, in order to allow such access only by IT employees that have been authorized by Management. The access is controlled adequately. The Operation Regulation defines who can access data whose possible alteration may result in calculation changes (i.e. invoices, payroll, discounts etc.).
- Files Software of the Peripheral Computers: Access to files and computer software is provided to specific individuals with the use of personal passwords.
- Processes for Protection of the **Central Computer and Peripheral Computers:** In the context of protecting the Group's IT system, and taking advantage of the latest technology available, the IT Service applies the most advanced protection techniques, such as antivirus security software, e-mail security, firewalls etc.

The Board of Directors of the company monitors the adequacy of the Company's Internal Controls System on a continuous basis, given that:

- It has approved the Company's Internal Operation Regulation which has incorporated the appropriate Policies, Processes and Regulations that consist the Internal Controls System applied by the company.
- The Company's Board members are recipients of the reports prepared by the Company's Internal Audit service. Through such reports, several sections/operations of the Company are assessed as well as the adequacy of Internal Control Systems applied in such.



## V. Information regarding the Company's control status (Information of items (c), (d), (f), (h) and (i) of paragraph 1 of article 10 of Directive 2004/25/EC)

## Significant direct or indirect participations (including indirect participations through pyramid structures or cross-participation) according to the definition of article 85 of directive 2001/34/EC

As regards to significant participations in the share capital and voting rights of the Company, according to the definition of **article 85 of directive 2001/34/EC**, Mr. Konstantinos Chalioris owned a percentage of 40.601% of the Company's share capital on 31/12/2013 and Ms Eufimia Chaliori owned a percentage of 20.226% of the Company's share capital on 31/12/2013. No other physical or legal entity owns a percentage over **10%** of the Company's share capital. Data regarding the number of shares and voting rights of individuals owning significant participations, has been derived by the Shareholders' registry kept by the Company and the disclosures notified to the Company according to Law.

#### Owners of any type of titles that provide special control rights and description of such rights.

There are no Company titles that provide owners with special control rights.

Any kind of limitations on voting rights, such as limitations on voting rights of owners that hold a specific percentage or number of votes, the exercise deadlines for voting rights, or systems through which, with the cooperation of the company, financial entitlements that emanate from the titles are distinguished from the ownership of the titles  $\cdot$ 

The Company's Memorandum of Association provides no limitations to voting rights emanating from its shares any type of ownership titles.

Rules that regard the appointment and replacement of Board members as well as regarding amendment of the Memorandum of Association  $\cdot$ 

The rules included in the Company's Memorandum of Association, both as regards to the appointment and the replacement of Board Members and as regards to its amendments, do not differ from those stated by C.L. 2190/1920. It is noted that the Company's Memorandum of Association is fully in line with the provisions of L 2190/1920, based on the resolution by the Ordinary General Meeting of shareholders dated 24 June 2008.

The authorities of Board members, specifically as regards to the ability to issue or buyback shares

According to par. 13 article 13 of CL 2190/1920, as currently in effect, the Board of Directors increases the Company's share capital by issuing new shares in the context of implementing the approved by the General Meeting Stock Option Plans, for purchase of Company shares by beneficiaries.

According to the provisions of article 16 of CL 2190/1920, as currently in effect, the Company may acquire its own shares, only following an approval by the General Meeting, up to 1/10 of the paid up share capital, under the specific terms and procedures stipulated by the provisions of article 16 of CL 2190/1920, as currently in effect. There is no provision in the Company's Memorandum of Association that states otherwise.



### VI. Board of Directors and Committees

#### 1) Composition of the Board of Directors

According to the Memorandum of Association, the Company is managed by a Board of Director which consists of five to nine (5-9) members. The Board members are elected by the General Meeting of shareholders, amongst shareholders or not, for a five-year term, which is automatically extended until the first ordinary General Meeting following the end of their term, without however extending over six-years.

- In case of resignation, death or in any other way loss of the capacity of a Board member, the remaining members may either elect members of such in replacement of the above or may continue the management and representation of the company without the replacement of past members, with the condition that the number of the remaining members is not less than half of the number of members during the time such events occurred. In any case, the Board members cannot be less than three (3).

-In case of electing a replacement, the decision for the election is subject to the disclosure requirements of article 7b of C.L. 2190/1920, as currently in effect, and is announced by the Board of Directors at the forthcoming General Meeting, which can replace those elected, even if the relevant issue had not been included in the daily agenda.

- The actions of the elected temporary replacement are valid even if the General Meeting does not validate his/her possible election or even if it has elected or not another final member of the Board.

- The term of an elected Board member is terminated when and whenever the term of the replaced member would have been terminated.

The present Board of Directors consists of eight (8) members, from which four (4) are executive, one (1) is non-executive and three (3) are independent non-executive.

#### The following table presents the members of the Board of Directors

Board Member	Position in the Board
Konstantinos Chalioris	Chairman & Chief Executive Officer
Theodosios Kolyvas	Executive Vice-Chairman
George Braimis	Executive Member
Stephen Duffy	Executive Member
Christos Siatis	Non-Executive Member
Konstantinos Gianniris	Independent Non-Executive Member
Ioannis Apostolakos	Independent Non-Executive Member
Petros Fronistas	Independent Non-Executive Member

The above eight-member (8-member) Board of Directors was elected by the Annual General Meeting of shareholders dated 20 April 2012, was formed into a body on the same date, has a five-year term and specifically until the convocation of the 2017 Annual General Meeting, while it meets the conditions of Law 3016/2002 as currently in effect and the provisions of the Corporate Governance Law.

From the above members, Messieurs Konstantinos Chalioris, Theodosios Kolyvas, George Braimis, Konstantinos Gianniris, Ioannis Apostolakos and Petros Fronistas have Greek nationality. Mr. Christos Siatis has Cypriot nationality, while Mr. Stephen Duffy British nationality.

The CVs of the Company's Board members, are as follows:



## Konstantinos Chalioris, Chairman of the Board & CEO, age 52

He has 30 years experience in the Plastics Industry. From 1999 he has served as Chief Executive Officer and through the adoption of modern and flexible practices was able to maintain continuous development of the Group within the continuously changing conditions of the global market. Carrying on the vision of the founder Stavros Chalioris, he set the Company on a global path by realizing a series of investments, which included either acquisitions or the establishment of new companies both in Europe and in America. Specifically, in 1999 the acquisition of the Scottish company Don & Low, a former subsidiary of the multinational Shell group, opened the way for the Company to become a global supplier of synthetic fabrics in the next years. In 2000 the acquisition of the sector of industrial packaging in the Nordic region. During the four year period 2002-2006, the Company realized a series of investments in the Rigid Packaging sector, and as a result it currently holds a leading position in consumer products packaging in the broader Balkans regions. Finally during 2007-2008 the Company entered the North American market dynamically, by acquiring a production and commercial base in the synthetic fabrics sector in two states.

## Theodosios Kolyvas, Vice Chairman of the Board, age 70

Mr. Kolyvas is a graduate of the Economics Department of the Athens University of Economics and Business (AUEB). He has been with the Company since 1982. Until 2002 he held the position of Head of Financial Services. With multi-year experience and given his deep knowledge of corporate issues, he has assisted the CEO essentially in exercising his duties, he has supported the Company's development and has contributed in promoting issues on all levels of the Company's business activity. He has been Vice-Chairman of the Board since 2009.

## George Braimis, Executive Member, age 48

Mr. George Braimis is a Mechanical Engineer, with a MSc degree from Imperial College of Science of the University of London and an MBA from the Hellenic Business Administration Company and Insead University. He has significant professional experience, holding management positions in industrial companies mainly in the packaging and food sectors. For almost 14 years he worked at the Philippou Group and specifically from 1994 to 2000 at the company "FAGE S.A." as Maintenance Manager, from 2004 to 2009 at the company "Mornos S.A." serving as CEO and from 2009 until March 2011 at the company "EVGA S.A." as Vice-Chairman of the Board and CEO, while he maintained his position at "Mornos S.A." until August 2010 as Vice-Chairman. Also, during the three-year period 2001-2004, Mr. Braimis worked at the Frigoglass Group as Head of Technical Support overseeing all plants in Nigeria. From April 2011 Mr. George Braimis assumed responsibilities of Managing Director of the Packaging Business Unit of Thrace Plastics Group, a position that was added to the Group's organizational structure in order to contribute to achieving Management's objectives both in the domestic market and abroad (S-E Europe, Scandinavia, Ireland and the United Kingdom).

## Christos Siatis, Non-Executive Member, age 65

An Associate Member of the Fellows of Chartered Accountants of England and Whales. He is a Certified Public Accountant by the Cyprus Institute of Chartered Accountants and Member of the Hellenic Association of Certified Accountants (SOEL). He began his career in 1981 at the auditing firm Kostouris – Michailidis (Grant Thornton) in Athens. In 1993 he became Managing Partner of the Greek company and in 1997 he assumed the position of Territory Senior Partner at the company that resulted from the merger of Kostouris-Michailidis and Coopers & Lybrand. In 1998 he was elected Chairman and Chief Executive Officer of the company PricewaterhouseCoopers in Greece. At the same time he was exercising his Management responsibilities at the above auditing firms, Mr. Siatis activates as Consultant providing advisory services to senior management of large firms.



### Stephen Duffy, Executive Member, age 67

A Member of the Chartered Institute of Management Accountants and the Chartered Association of Certified Accountants. Mr. Duffy began his career in the electric energy production sector and between 1970 and 1982 he worked in companies of the Steel sector in Great Britain holding several management positions. In 1982 he was hired by the consultants firm Arthur Young (subsequently renamed to Ernst & Young) in the section of reorganization of problematic companies and from 1989 until 1995 he worked at the firm PE International PLC, based in London, where he provided advisory services to several companies. From 1996 until today he works at Don & Low Ltd holding senior management positions, while currently he is Executive Chairman of the company.

#### Konstantinos Gianniris, Independent Non-Executive Member, age 69

A graduate of the Business Administration Department of the University of Piraeus and of the Law School of Athens University. He has served as Chief Executive Officer, General Manager or Senior Management Executive at large Greek companies of the private sector (laso, Athens Euroclinic, Izola, Selman, A.G. Petzetakis, Soulis etc.). He has established the Institute of Internal Auditors, for which he served as Chairman for seven years. He has established the Association of Greek Clinics, for which he served as Chairman for 2 years, while currently he is Honorary Chairman. He also participates in the Board of Directors of the companies Elastron S.A..

#### Ioannis Apostolakos, Independent Non-Executive Member, age 50

He has an M.B.A. from University of Wales, and a bachelors degree from the Business Administration Department of the Athens University of Economics and Business (AUEB). Mr. Ioannis Apostolakos has served as senior management executive in the past in the Credit and Investment Banking units of the Ergasias Bank Group (currently named Efg Eurobank Ergasias), Omega Securities (currently Efg Eurobank Ergasias), Sigma Securities (currently Piraeus Securities) and the Piraeus Bank Group. Also, he has been BoD Member of Piraeus Investments, listed on Athens Exchange, BoD Member of Piraeus Consultancy, Vice Chairman of a group companies in the apparent and footwear sector, listed on European Exchange, whereas until recently he was Executive Advisor and BoD Member in a food company. He activates as advisor to the management of companies in Greece and abroad.

#### Petros Fronistas, Independent Non-Executive Member, age 69

A Graduate of the Athens University of Economic and Business (AUEB) and the Early Childhood Education Academy. He worked from 1964 to 2011 at the Group of National Bank of Greece holding several management positions from 1989. Specifically from 1989 to 1993 he served as Deputy General Manager at Athens Bank (a company of the National Bank of Greece Group until its sale). During the two-year period 1993-1994 he served as Deputy Manager of the Corporate Banking Division. From 1994 to 1995 he served as General Manager of ETHNOFACT S.A., while during 1995-1998 as Head of the Overdue Receivables Division. From May 1998 until August 2002 Mr. Fronistas held the position of Corporate Banking Manager and from 2002 to 2004 he served as Management Consultant in the Corporate Credit Division. During the two-year period 2004-2005 Mr. Fronistas assumed responsibilities of Chairman of the Board of Aspis Leasing S.A., of the Aspis Bank Group, with executive responsibilities. From May 2005 to March 2009 he served as General Manager of the National Bank of Greece in Cyprus and following until February 2010 he assumed responsibilities of Deputy CEO. From February 2010 to June 2011 he served as CEO of Ethniki Leasing S.A.

The Independent Non-Executive Members, Messieurs Konstantinos Gianniris, Ioannis Apostolakos and Petros Fronistas, meet the independence criteria as such are defined by L 3016/2002.



Companies outside the Group in which the Board members participate	Position		
Civil non-Profit Company Stavros	Vice-Chairman of		
Chalioris the Board			
Xanthi Photovoltaic Park S.A.	Chief Executive		
	Officer		
Paros Photovoltaic Park S.A.	Chief Executive		
	Officer		
Eyterpi S.A.	Chief Executive		
	Officer		
Thaleia S.A.	Chief Executive		
	Officer		
	Chairman		
Kleio Technical Tourism Real Estate Board Member Commercial Company			
Thaleia S.A. Board Memb			
Green Cola S.A. Director			
Spouses Trading LLC Director			
Evolution Maritime Management Co	Director		
Skylark Shipping & Trading LLC Director			
Skyevo Shipping & Trading LLC	Director		
Elastron S.A. Board Member			
	which the Board members participateCivil non-Profit Company Stavros ChaliorisXanthi Photovoltaic Park S.A.Paros Photovoltaic Park S.A.Eyterpi S.A.Erato S.A.Thaleia S.A.Kleio Technical Tourism Real Estate CommercialEyterpi S.A.Kleio Technical Tourism Real Estate CommercialCommercial Commercial CompanyXanthi Photovoltaic Park S.A.Paros Photovoltaic Park S.A.Farte S.A.Kleio Technical Tourism Real Estate Commercial CompanyXanthi Photovoltaic Park S.A.Paros Photovoltaic Park S.A.Thaleia S.A.Green Cola S.A.Spouses Trading LLCEvolution Maritime Management CoSkylark Shipping & Trading LLCSkyevo Shipping & Trading LLC		

#### The following table presents the external professional commitments of Board members

#### 2) Responsibilities of the Board of Directors

The Board of Directors is the administrative body that decides on any action that concerns the Company's Management, the management of its assets and in general anything that refers to achieving its objective.

According to the Company's Memorandum of Association:

The Board of Directors is responsible for the representation, administration and unlimited management of corporate affairs. It decides on any issue that concerns the company's management, the achievement of the company objective and the management of company assets, including the issue of common and convertible bond loans. Only decisions, which according to the provisions of Law, are subject explicitly to the responsibility of the General Meeting of shareholders, are excluded.

The Board of Directors may appoint, for any time period and under any conditions it deems necessary each time, to exercise its representation and duties in general, fully or partially to one or more of its members or Managers or Executive advisors or other employees of the Company or third parties or committees, defining however each time their authority and the signatures that bind the Company.



Specifically, the main responsibilities of the BoD (in the sense that the relevant decision making requires the prior approval of the BoD or, if necessary, ex post ratification by the BoD), should include:

- The representation , administration and unlimited management of corporate affairs

- The decision making for each decision relating to the Company's management

- The achievement of the corporate objective and management of corporate assets including the issuance of common and exchangeable bonds. The decisions, which according to the provisions of the Law or the Articles of Association or any other valid, binding and firm agreement, are explicitly subject to the exclusive responsibility of the General Meeting of Shareholders, are excluded

- The approval of the long-term strategy and the operational objectives of the Company

- The approval of the annual budget and business plan and the decision making on major capital expenditures, acquisitions and divestments

- The selection and, when necessary, the replacement of the executive management of the Company , as well as the supervision of the plan of the succession

- The performance testing of the senior Management and the harmonization of the remuneration of the executives with the long-term interests of the Company and its shareholders

- Ensuring the reliability of the financial statements and data of the Company, the financial information systems and the data and information disclosed to public, as well as ensuring the effectiveness of internal control and risk management systems

- The vigilance regarding existing and potential conflicts of interest of the Company, on one side, and the Management, the members of the BoD or the major shareholders, on the other side, and the appropriate treatment of such conflicts. For this purpose, the BoD should follow a transactions surveillance process

- Ensuring the existence of an effective process of regulatory compliance of the Company

- The responsibility for decision making and monitoring of the effectiveness of the company's management system, including the decision-making processes and the delegation of authorities and duties to other employees, and

- The formulation, dissemination and application of the basic values and principles governing the Company 's relations with all parties, whose interests are linked to those of the Company

## 3) Operation of the Board of Directors

As regards to the operation of the Board, the Company's Memorandum of Association states the following:

## Formation of the Board of Directors

- The Board of Directors, as soon as it is elected and specifically during its first meeting, elects from its members and for the entire period of its term a Vice-Chairman and Chairman, whereas if the Chairman is absent or unable the Vice-Chairman substitutes such, and if the latter is absent or unable then the advisor that is appointed by means of a decision by the Board of Directors substitutes such.

- The Chairman of the Board of Directors presides the Board meetings, manages its activities and informs the Board of Directors on the Company's operation.

- The Board of Directors may elect one of its members as Chief Executive Officer or Executive Advisor, it may appoint responsibilities of the CEO to the Chairman or Vice-Chairman of the Board and it may elect the deputy CEO or Executive Advisor from its members.

- The responsibilities of the CEO and Executive Advisor are defined by means of a decision by the Board.



## **Decision Making**

- The Board of Directors is considered to be in quorum and meets validly given that half plus one member are present or represented at the meeting. However the number of members present in person cannot be less than three (3). To establish quorum, possible fractions are omitted.

- The decisions of the Board of Directors are made with absolute majority or the members present and represented at the meeting.

#### **Representation of Board Members**

A Board member that is absent may be represented by another member. Each Board member may represent only one absent member, with a written authorization.

#### Minutes of the Board of Directors

- Copies or excerpts of the Board of Directors' Minutes are certified by the Chairman or his/her legal representative or by a member of the Board that has specifically been authorized for such by a decision from the Board.

- The preparation and signing of minutes by all Board members or their representative constitutes a decision by the Board of Directors, even if a meeting has not previously taken place.

#### **Remuneration of Board Members**

The members of the Board may receive remuneration for each of their presence in person at Board meetings, only if such is approved with a special decision by the Ordinary General Meeting.

#### 4) Board Meetings

#### According to the Company's Memorandum of Association

- The Board of Directors convenes at the company's registered offices each time such is required by Law or the company's needs.

- The Board of Directors may convene through teleconference. In this case, the invitation towards Board members includes all information necessary for their participation in the meeting.

- The Board meetings may be presided by the Chairman or his/her substitute.

At the beginning of each calendar year, the Board adopts a meetings calendar and a 12-month action plan, which are reviewed according to company needs, in order to ensure the proper, complete and prompt fulfillment of their duties, as well as the adequate assessment of all issues on which it makes decisions.

During 2013, 19 Board meetings took place. All Board members participated in 7 meetings.

#### 5) Audit Committee

Fully in compliance with the provisions and stipulations of L 3693/2008, during the annual General Meeting of shareholders that took place on 30.06.2009 the Company elected an Audit Committee with the objective to support the Board in performing its duties as regards to financial reporting, internal controls and supervising the regular audits.

The Audit Committee is consisting of three (3) non-executive members, of whom one (1) at least is an independent non-executive member. All the members of the Audit Committee are appointed by the General Meeting of Shareholders, and the independent non-executive member who presides



over the Audit Committee should have proven sufficient knowledge in accounting and auditing matters.

The Audit Committee has the following responsibilities:

- monitors the financial reporting process and the integrity of the financial statements of the Company. In addition, the audit committee should monitor any formal announcements relating to the Company's financial performance, and review the essentials of financial statements that involve significant judgments and estimates on behalf of the Management,
- reviews the Company's internal financial controls and monitors the effectiveness of the Company's internal control and risk management systems. For this purpose, the audit committee should review the Company's internal control and risk management system on a periodic basis, in order to ensure that main risks are properly identified, managed and disclosed,
- should review conflicts of interests in the transactions of the Company with the related to it entities and submit relevant reports to the BoD,
- ?
- should examine the existence and the content of those procedures under which personnel of the Company may, in confidence, raise concerns about possible illegalities and irregularities in financial reporting or other matters relating to the operation of the Company. The audit committee should ensure the existence of procedures for the effective and independent investigation of such matters and for their appropriate confrontation,
- should ensure the functioning of the internal control department in accordance with international standards for the professional application of internal control,
- should determine and review the internal regulation of operation of the internal audit department of the Company,
- should monitor and examine the proper operation of the internal audit department and review its quarterly audit reports,
- ensure the independence of the internal audit department by proposing to the BoD the appointment and removal of the head of the internal audit department,
- should, via the BoD, make recommendations to the General Meeting, in relation to the appointment, re-appointment and removal of the external auditor and approve the remuneration and terms of engagement of the external auditor,
- should review and monitor the external auditor 's independence and objectivity and the effectiveness of the audit process, taking into account relevant professional and regulatory requirements in Greece,
- should examine and monitor the provision of additional services to the Company by the auditing company that engages the regular auditor/auditors.

The Audit Committee consists of the following non-Executive Members:

Konstantinos Gianniris	Independent Non-Executive
	Board Member, Chairman of the
	Committee

Christos Siatis	Non-Executive Board Member
Ioannis Apostolakos	Independent Non-Executive
	Board Member

## Meetings – The frequency of each Board member present each year during meetings

The Committee convenes at least four (4) times a year. The Chairman of the Committee decides on the frequency and time schedule of the meetings. The external auditors are entitled to request a meeting by the Committee if they deem necessary.

During 2013 the Committee convened 5 times and all members were present during the meetings, whereas all issues mentioned in the Operation Regulation were discussed and handled, the basic of which are as follows:

- Supervision and approval of the Internal Audit Service's activities
- Evaluation of the Financial Statements as to their completeness and consistency
- Opinion on the selection of the auditing firm
- Ensuring the independence of the Certified Public Accountants

## 6) Recruitment – Remuneration of Executive Board Members & Senior Executives and Board Member Nominee Committee

During 2011 and following a relevant provision in the SEV Code, the role of the Recruitment – Remuneration of Executive Board Members & Senior Executives and Board Member Nominee Committee was expanded and the committee was more systematically organized. The responsibilities of the Committee will be described in the Company's Internal Operation Regulation and mainly include the following:

As regards to proposing nominee Board members:

- the definition of criteria for the selection and of processes for appointing Board members
- the periodic review of the size and composition of the Board
- the assessment of the existing balance of qualifications, knowledge and experience in the Board, and based on such the evaluation, clear description of the role and skills needed to fill vacant positions
- the submission of proposals to the Board for nominee members

As regards to remuneration of Board members:

- the submission of proposals to the Board regarding remuneration of executive Board members as well as senior executives
- defining the remuneration (fixed and variable) and benefits strategy
- the assessment and submission of proposals to the Board (and through such to the General Meeting of shareholders, when required) as regards to stock option plans
- the establishment of principles that govern the Corporate Social Responsibility policy

The "Recruitment – Remuneration of Executive Board Members & Senior Executives and Board Member Nominee Committee" consists of the following two (2) Non-Executive Members:

Konstantinos Gianniris Independent Non-Executive Member,

# THRACE GROUP

	Chairman of the Committee
Christos Siatis	Non-Executive Member

### Meetings

The Committee convened twice (2) during 2013.

**Note:** The particular committee, following the adoption by the Company of its own Corporate Governance Code, was replaced by the Remuneration and Board Member Nominee Committee, which is comprised of the same members. The responsibilities of the above committee are presented in the following paragraphs.

The responsibilities of the committee in relation to the designation of the remuneration policy of the executive members of the BoD, as well as of the management executives, and the determination of the overall remuneration policy of the Company should include:

- making proposals to the BoD with regards to the remuneration of each executive Board member, including the bonus and the incentive payments based on share options award

- reviewing and making proposals to the BoD on the total annual package of variable (i.e. except for the salary) compensations in the company

- reviewing and making proposals to the BoD (and, via the BoD, to the General Meeting of shareholders, when required) on the stock option or share award programs

- making proposals on targets for variable, performance-related compensations or targets related to stock-options or share award programs

- making proposals to the BoD on any business policy related to remuneration

The responsibilities of the Committee, with regards to the nomination of the Board members, should include:

- setting selection criteria and appointment procedures for the Board members

- periodically assessing the size and composition of the BoD, as well as the submission to it of the proposals for consideration on its desired profile

- assessing the current balance of skills, knowledge and experience within the BoD, and based on this assessment, recording a clear description of the role and capabilities required for filling vacancies

- completing the process of identifying and selecting candidates

- making proposals to the BoD for the nomination of its members

### VII. General Meeting and Shareholders' Rights

### **1. Basic Authorities**

The General Meeting of the Company's shareholders is the highest body of the company and is entitled to decide on any issue that concerns the Company, while its legal decisions also bind shareholders that are not present or who disagree.

Issues regarding invitation, convening and conducting General Meetings of shareholders, that are not defined by the Company's Memorandum of Association, are those according to the relevant provisions of C.L. 2190/1920 and L. 3884/2010, as currently in effect.

### 2. Convening the General Meeting

The General Meeting convenes at the company's registered offices or in a district of another municipality within the prefecture of its domicile or another municipality near the domicile. The General Meeting may also convene in the district of the municipality where the domicile of the relevant stock exchange (where the Company's shares are listed) is located.



According to the Memorandum of Association, participation in voting remotely during the General Meeting of shareholders is permitted given the prior dispatch to shareholders of the daily agenda issues and relevant voting ballots accompanying such issues at least five (5) days prior to the General Meeting. The issues and voting ballots may be provided and submitted online through the internet. Shareholders that vote in this manner are calculated to define quorum and majority, given that the relevant ballots have been received by the company at least two (2) full days prior to the day of the General Meeting.

# 3. Representation of shareholders at the General Meeting

Shareholders that have the right to participate in the General Meeting may be represented in such by legally authorized proxies.

# 4. Chairman of the General Meeting

The Chairman of the Board of Directors temporarily serves as chairman of the General Meeting, or if he is unable his substitute, as defined by the Memorandum of Association or if the latter is unable also, then the oldest in age from the present Members. Those appointed by the Chairman serve as temporary Secretary of the General Meeting.

Following the reading of the final list of shareholders that have voting rights, the Meeting proceeds with electing a Chairman and a Secretary who also serves as a vote teller.

# 5. Obiligations emanating from the clauses of Law 3884/2010

The Company should display on its website at least 20 days before the General Meeting both in Greek and in English language, information with regards to:

• the date, time and location of the convocation of the General Meeting of shareholders,

• key attendance rules and practices, including the right to introduce topics to the agenda, the right to pose questions, as well as the deadlines by which those rights may be exercised,

• voting procedures, proxy procedural terms and the forms to be used for proxy voting,

• the proposed agenda for the meeting, including draft decisions for discussion and vote, and any accompanying documents

• the proposed list of candidates for Board membership and their CVs (whenever the issue of members' nomination arises), and

• the total number of outstanding shares and voting rights at the date of the convocation.

• A summary of the minutes of the General Meeting of shareholders, including the results of voting on each resolution of the General Meeting, should also be available on the Company's website, translated in English, within fifteen (15) days after the General Meeting of shareholders1.

• The company Secretary, as well as the internal Auditor shall attend the General Meeting of shareholders and be available to provide information on matters relevant to their responsibilities posed for discussion and on questions or explanations required by the shareholders. The Chairman of the General meeting of shareholders should allow sufficient time to deal with shareholders' questions.

### Participation and Voting Right

Anyone who appears as a shareholder on the records of the Dematerialized Securities System managed by "Hellenic Exchanges S.A." (HELEX), which keeps records of the Company's securities (shares), has the right to participate in the General Meeting of shareholders. The shareholder capacity is evidenced by submitting the relevant written certification by HELEX or alternatively, by the Company's online connection with the records of HELEX. The shareholder's capacity must be in effect during the beginning of the fifth (5<sup>th</sup>) day prior to the date of the General Meeting (record date), and the relevant certification or electronic certification regarding the shareholder capacity must be provided to the Company at least the third (3<sup>rd</sup>) day prior to the date of the General Meeting. For the 1<sup>st</sup> Repeated General Meeting, the shareholder capacity must be in effect on the



beginning of the fourth (4<sup>th</sup>) day prior to the date of the 1<sup>st</sup> Repeated General Meeting, while the relevant written or electronic certification that certifies the shareholder capacity must be provided to the Company at least the third (3<sup>rd</sup>) day prior to the date of the aforementioned Repeated Meeting. Only those that have the shareholder capacity during the respective record date is considered by the Company to have the right of participation and voting at the General Meeting. In the cases of non-compliance with the provisions of article 28a of C.L. 2190/1920, the said shareholder participates in the General Meeting only after the latter's permission. It is noted that the exercise of the above rights (participation and voting) does not require the blockage of the beneficiary's shares or any other relevant process, which limits the ability to sell or transfer shares during the time period between the record date and the date of the General Meeting.

### **Minority Rights of Shareholders**

(a) With the request of shareholders that represent one twentieth (1/20) of the paid up share capital, the Board of Directors of the Company is obliged to list additional issues on the General Meeting's daily agenda, if the relevant request is received by the Board at least fifteen (15) days prior to the General Meeting. The request for the listing of additional issues on the daily agenda is accompanied by a justification or by a draft resolution for approval by the General Meeting and the revised daily agenda is published in the same manner as the previous daily agenda, at least thirteen (13) days prior to the General Meeting date and at the same time is disclosed to shareholders on the Company's website together with the justification or draft resolution submitted by the shareholders according to those stipulated by article 27 par. 3 of c.l. 2190/1920.

(b) With the request of shareholders that represent one twentieth (1/20) of the paid up share capital, the Board of Directors provides shareholders, according to those stated by article 27 par. 3 of c.l. 2190/1920, at least six (6) days prior to the date of the General Meeting, access to the draft resolutions on issues that have been included in the initial or revised daily agenda, if the relevant request is received by the Board of Directors at least seven (7) days prior to the date of the General Meeting.

(c) Following a request of any shareholder that is submitted to the Company at least five (5) full days prior to the General Meeting, the Board of Directors is obliged to provide to the General Meeting the specifically required information on the Company's affairs, to the extent that such are useful for the real assessment of the daily agenda issues. The Board of Directors may decline the provision of such information for reasonable cause, which is stated in the minutes. The Board of Directors may respond collectively to shareholders' requests with the same content. There is no obligation to provide information when the relevant information is already available on the Company's website, especially in the form of questions and answers.

(d) Following a request by shareholders that represent one fifth (1/5) of the paid up share capital, which is submitted to the Company at least five (5) full days prior to the General Meeting, the Board of Directors is obliged to provide to the General Meeting information on the development of corporate affairs and the financial position of the Company. The Board of Directors may decline the provision of such information for reasonable cause, which is stated in the minutes. Respective deadlines for exercising minority rights of shareholders also hold for Repeated General Meetings. In all the aforementioned cases, shareholders submitting requests must evidence their shareholder capacity and the number of shares owned when exercising the relevant right. Such evidence is provided by submitting the certification by the authority that keeps records of the specific securities or by certifying the shareholders' capacity through the online connection between the authority and the Company.

### Process for exercising voting rights through a proxy

The shareholder participates in the Extraordinary General Meeting and votes either in person or through a proxy. Each shareholders may appoint up to three (3) proxies. Legal entities participate in



the General Meeting by appointing up to three (3) persons as representatives. However, if a shareholders owns Company shares, which appear in more than one securities accounts, this limitation does not obstruct the said shareholder from appointing different proxies for the shares that appear in each security account in relation to the General Meeting. A proxy that acts on behalf of more than one shareholder, can vote separately for each shareholder. A shareholder proxy must disclose to the Company, prior to the beginning of the Extraordinary General Meeting, any specific event that may be useful to shareholders in assessing the risk of the proxy serving other interests than those of the represented shareholder. According to the definition of the present paragraph, there might be conflict of interests specifically when the proxy:

a) is a shareholder that exercises control on the Company or is another legal entity controlled by the shareholder,

b) is a member of the Board of Directors or generally the management of the Company or of a shareholder that exercising control on the Company, or another legal entity that is controlled by a shareholder who exercising control of the Company,

c) is an employee or certified public accountant of the Company or shareholder that exercising control of the Company, or another legal entity controlled by the shareholder who exercising control of the Company,

d) is a spouse or first degree relative with one of the persons mentioned above in cases (a) through (c).

The appointment and revocation of a proxy is applied in written and disclosed to the Company in the same form, at least three (3) days prior to the date of the General Meeting.

The Company will post the form it uses to appoint proxies on its website. This form is filled in and submitted signed by the shareholder to the Company's Shareholders' Department or is sent by fax to the latter at least three (3) days prior to the date of the Extraordinary General Meeting.

The beneficiary shareholder is requested to confirm the successful dispatch and receipt of the proxy form by the Company.

# • Shareholders' Rights

# Shareholders' Rights & their exercise

The Company has issued common registered shares listed on the Athens Exchange, and registered in immaterial form in the records of the Dematerialized Securities System. There are no special rights in favor of specific shareholders.

The acquisition of Company shares implies ipso jure acceptance of its Memorandum of Association and of the legal decisions made by its relevant bodies.

Each share provides rights corresponding to the respective percentage of share capital such represents. The responsibility of shareholders is limited respectively to the nominal value of shares owned. In case of co-ownership of a share, the rights of the co-beneficiaries are exercised only by a joint representative of such. The co-beneficiaries are responsible with solidarity and entirely for fulfilling the obligations that emanate from the common share.

Each Company share incorporates all the rights and obligations defined by C.L. 2190/1920 and its Memorandum of Association, and specifically:

- The right to participate and vote in the General Meeting.
- The right to receive dividend from the Company's earnings.
- The right on the product of liquidation, or respectively the capital depreciation that corresponds to the share, given that such is decided by the General Meeting. The General Meeting of the Company's shareholders maintains all its rights during liquidation.
- The pre-emptive right in any increase of the Company's share capital that takes place by cash and through the issue of new shares, as well as the pre-emptive right in any issue of convertible bonds, given that the General Meeting that approves the increase does not decide differently.
- The right to receive a copy of the financial statements and reports by the certified public accountants and Board of Directors of the Company.



• The rights of minority shareholders described below.

The right to participate in the General Meeting and exercise voting rights through electronic means or by mail is currently not provided, as the Company is expecting the issuance of the relevant ministerial decision, as stated by I. 3884/2010.

# **Minority Rights**

The following minority rights are provided according to C.L. 2190/1920:

Shareholders that own 1/20<sup>th</sup> of the share capital and voting rights are entitled to make the following requests and the Company is obliged to satisfy such (under the conditions stated by law):

- Request towards the Company's Board to convene an Extraordinary General Meeting of shareholders.
- Request towards the Company's Board to enlist an additional issue on the daily agenda of the general meeting, which has already convened.
- Request towards the Chairman of the General Meeting to postpone only once the decision making by the General Meeting.
- Request that the Company's Board provides shareholders with draft resolutions on issues included in the daily agenda.
- Request that the decision making on any issue of the General Meeting's daily agenda take place with open voting.
- Request for audit of the Company by the relevant courts in the district where it resides.
- Request towards the Board to announce during a forthcoming ordinary General Meeting the amounts that were paid, during the last two years, to each Board Member or to managers of the Company as well as any benefit paid towards such persons for any purpose or according to any contract between them and the Company.

Shareholders that own 1/5<sup>th</sup> of the share capital and voting rights are entitled to make the following requests and the Company is obliged to satisfy such (under the conditions stated by law):

- Request that the Company's Board provides information on the development of corporate affairs and the assets of the Company during the forthcoming General Meeting.
- Request for audit of the Company by the relevant court, given that it is conceived from the overall development of corporate affairs that the management of such is not exercised as required by proper and prudent management.

Shareholders that represent two percent (2/100) of the paid up share capital may request the annulment of a resolution by the General Meeting of shareholders, if such was made without providing the required information requested by shareholders under their minority right or by abusing authority of the majority.

Shareholders that represent one tenth (1/10) of the paid up share capital may request by the Board or the Company's liquidators to exercise all the Company's claims against the Board members that emanate from the management of corporate affairs.

Shareholders that represent one third (1/3) of the paid up share capital may request its liquidation before the relevant court, if a significant reason exists for such, which in an obvious manner renders the continuance of the Company impossible.

Any shareholder may request by the Board of Directors to provide the requested specific information on the Company's affairs at the forthcoming General Meeting, to the extent that such information is useful for the real assessment of the Daily Agenda issues.



The present Statement of Corporate Governance contains all the required by Law elements, constitutes integral part of the Annual Management Report of the Company's Board of Directors and is incorporated as such in the Report.

### Xanthi, 21 March 2014

Konstantinos Chalioris Chairman of BoD & Chief Executive Officer





# Independent Auditor's Report

To the Shareholders of "THRACE PLASTICS Co S.A."

#### **Report on the Separate and Consolidated Financial Statements**

We have audited the accompanying separate and consolidated financial statements of THRACE PLASTICS Co S.A. which comprise the separate and consolidated statement of financial position as of 31 December 2013 and the separate and consolidated statement of comprehensive income, statement of changes in equity and cash flow statement 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 control 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 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 separate and consolidated financial statements present fairly, in all material respects, the financial position of the THRACE PLASTICS Co S.A. and its subsidiaries as at December 31, 2013, and their financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards, as adopted by the European Union.

#### **Reference on Other Legal and Regulatory Matters**

- a) Included in the Board of Directors' Report is the corporate governance statement that contains the information that is required by paragraph 3d of article 43a of Codified Law 2190/1920.
- b) We verified the conformity and consistency of the information given in the Board of Directors' report with the accompanying separate and consolidated financial statements in accordance with the requirements of articles 43a, 108 and 37 of Codified Law 2190/1920.



Athens, 22 March 2014

PricewaterhouseCoopers SA 268 Kifissias Avenue , 152 32 Halandri AM SOEL 113 INDEPENDENT AUDITOR

Konstantinos Michalatos AM SOEL 17701



# ANNUAL STATEMENT OF COMPREHENSIVE INCOME (CONSOLIDATED AND NON-CONSOLIDATED)

	Group		oup	Company		
	Note	1/1 - 31/12/2013	1/1 - 31/12/2012 <b>(1</b>	) 1/1 - 31/12/2013	1/1 - 31/12/2012	
Turnover		265,322	264,748	17,122	25,193	
Cost of Sales	5	(217,605)	(213,521)	(15,530)	(24,203)	
Gross Profit/(loss)		47,717	51,227	1,592	990	
Other Operating Income	4	2,913	2,982	4,806	3,735	
Distribution Expenses	5	(22,228)	(22,698)	(977)	(1,252)	
Administrative Expenses	5	(15,410)	(14,885)	(5,031)	(4,462)	
Other Operating Expenses	7	(2,352)	(2,306)	(1,283)	(1,198)	
Income/(Expenses) from fx differences		(149)	(181)	(22)	48	
Earnings/(loss) before interest and tax (EBIT)		10,491	14,139	(915)	(2,139)	
Interest & related (expenses) / income	8	(4,584)	(5,050)	(976)	(1,358)	
Other Financial (expenses) / income	8	(428)	(1,006)	(13)	(2)	
Income / (Expenses) from related companies	8	898		3,075	12,936	
Earnings / (loss) before Tax (EBT)		6,377	8,083	1,171	9,437	
Income Tax	10	(2,497)	(2,280)	(379)	(1,452)	
Tax of Reserves L. 4172, article 72	10	(1,300)		(1,300)		
Taxes		(3,797)	(2,280)	(1,679)	(1,452)	
Earnings / (loss) after tax (A) continued operations		2,580	5,803	(508)	7,985	
Earnings / (loss) after tax (A) discontinued operations	30	-	(180)	-	-	
Earnings / (loss) after tax (EAT)		2,580	5,623	(508)	7,985	
Other comprehensive income						
Items to be transferred to the results		(4.007)				
FX differences from translation of foreign Balance Sheets		(1,287)	364	-	-	
Items not to be transferred to the results		2 546	4 029	(20)	2	
Actuarial Profit / (Loss)		3,546	4,038	(20)	2	
Other comprehensive income after taxes (B) continued operat	lons	2,259	4,402	(20)	Z	
Total comprehensive income after taxes (A) + (B) continued operations			40.205	(520)		
		4,839	10,205	(528)	7,987	
Total comprehensive income after taxes (A) + (B) discontinued operations	30	-	(180)	-	-	
Total comprehensive income after taxes (A) + (B)		4,839	10,025	(528)	7,987	

(1) Revised due to the amended IAS 19 (Employee Benefits), see note 20.1.



# ANNUAL STATEMENT OF COMPREHENSIVE INCOME (CONSOLIDATED AND NON-CONSOLIDATED)

	Gi	roup	Compan	y
Continued operations	1/1 - 31/12/2013	1/1 - 31/12/2012	1/1 - 31/12/2013	1/1 - 31/12/2012
Earnings / (loss) after tax (A)				
Attributed to:				
Owners of the parent	2,486	5,948	(508)	7,985
Minority interest	94	(145)	-	-
Total comprehensive income after taxes (A) + (B)				
Attributed to:				
Owners of the parent Minority interest	4,749 90	10,356 (151)	-	-
Winority interest	50	(131)	-	-
Discontinued operations				
Earnings / (loss) after tax (A)				
Attributed to:				
Owners of the parent	-	(180)	-	-
Minority interest	-	-	-	-
<u>Total operations</u>				
Earnings / (loss) after tax (A)				
Attributed to:				
Owners of the parent	2,486	5,768	-	-
Minority interest	94	(145)	-	-
Total comprehensive income after taxes (A) + (B)				
Attributed to:				
Owners of the parent	4,749	10,176	_	-
	-,,, -3			
Minority interest	50	(151)	-	-
Earnings / (loss) allocated to shareholders from continued				
operations per share (A) Number of shares	45,016	45 016		
	-	45,016	-	-
Earnings/(loss) per share	<sup>9</sup> <b>0.0552</b>	0.1321	-	-
Earnings / (loss) allocated to shareholders from discontinued operations per share				
Number of shares	-	45,016	-	-
Earnings/(loss) per share	9 _	(0.0039)	-	-
Earnings / (loss) allocated to shareholders from total operations per share				
Number of shares	45,016	45,016	-	-
Earnings/(loss) per share	<sup>9</sup> <b>0.0552</b>	0.1281	-	-



# ANNUAL STATEMENT OF FINANCIAL POSITION (CONSOLIDATED AND NON-CONSOLIDATED)

	Group		up	Company	
	Note	31/12/2013	31/12/2012	31/12/2013	31/12/2012
ASSETS					
Non-Current Assets					
Tangible fixed assets	11	73,771	77,797	7,740	8,626
Investment property	11	110	110	110	110
Intangible Assets	11	10,839	10,546	116	152
Participation in subsidiaries & related companies	1	-	-	68,735	67,636
Other long term receivables		495	425	81	116
Deferred tax assets	21	116	626		-
Total non-Current Assets	-	85,331	89,504	76,782	76,640
Current Assets					
Inventories	12	58,082	51,064	2,831	3,629
Income tax prepaid		446	812	1,289	1,979
Trade receivables	13	49,147	51,654	7,790	7,832
Debtors and other accounts	13	15,979	11,804	2,142	2,163
Derivatives	23	27	39	-	-
Cash and Cash Equivalents	14	42,530	46,408	15,028	15,869
Total Current Assets	-	166,211	161,781	29,080	31,472
TOTAL ASSETS CONTINUED OPERATIONS	-	251,542	251,285	105,862	108,112
Assets from discontinued operations	30	-	2,812	-	-
TOTAL ASSETS	=	251,542	254,097	105,862	108,112
EQUITY AND LIABILITIES					
EQUITY					
Share Capital	15	22,547	22,975	22,547	22,975
Share premium	15	21,914	21,927	22,027	22,027
Other reserves	16	36,167	33,152	27,263	26,834
Retained earnings		31,614	31,531	6,155	8,777
Total Shareholders' equity	-	112,242	109,585	77,992	80,613
Minority Interest	_	1,463	1,373	<u> </u>	
Total Equity	-	113,705	110,958	77,992	80,613
Long Term Liabilities					
Long Term loans	17	11,493	13,045	4,000	-
Provisions for Employee Benefits	20	6,417	11,457	336	395
Other provisions	10	915	617	150	120
Income Tax	10	1,300	-	1,300	-
Deferred Tax Liabilities	21	5,724	4,882	385	341
Other Long Term Liabilities Total Long Term Liabilities	19	<u>1,233</u> 27,082	<u>1,226</u> 31,227	<u>145</u> 6,316	171
	-	27,002		0,310	
Short Term Liabilities		<b>63 650</b>	<b>CT 004</b>	40.040	22.000
Short Term loans	17	63,659	67,924	18,010	22,009
Income Tax	10	1,263	1,513	-	-
Short-term liabilities towards related parties	22	263	66	3	3
Suppliers	22	33,822	27,819	2,018	2,269
Other short-term liabilities	22	11,748	11,698	1,523	2,191
Total Short Term Liabilities	-	110,755	109,020	21,554	26,472
TOTAL LIABILITIES FROM CONTINUED OPERATIONS	-	137,837	140,247	27,870	27,499
Liabilities of discontinued operation	30	-	2,892	-	-
TOTAL LIABILITIES	-	137,837	143,139	27,870	27,499
TOTAL LIABILITIES AND EQUITY	-	251,542	254,097	105,862	108,112

Group

# ANNUAL STATEMENT OF CHANGES IN EQUITY (CONSOLIDATED)

	Share Capital	Share Premium	Other Reserves	Treasury shares reserve	Reserve of FX differences from translation of subsidiaries	Retained earnings	Total before minority interest	Minority interest	Total
Balances as at 01/01/2012	22,975	21,927	31,268	(556)	(1,237)	24,957	99,334	1,530	100,864
Profit / (loss) for the period	-	-	-	-	-	5,768	5,768	(145)	5,623
Other comprehensive income	-	-	-	-	364	4,044	4,408	(6)	4,402
Distribution of earnings	-	-	3,289	-	-	(3,289)	-	-	-
Dividends	-	-	-	-	-		-	-	-
Changes in percentages	-	-	104	-	-	(170)	(66)	(6)	(72)
Other changes	-	-	51	-	-	223	274	-	274
Purchase of treasury shares	-	-	-	(133)	-		(133)	-	(133)
Changes during the period	-	-	3,444	(133)	364	6,576	10,251	(157)	10,094
Balances as at 31/12/2012	22,975	21,927	34,712	(689)	(873)	31,533	109,585	1,373	110,958
Balances as at 01/01/2013	22,975	21,927	34,712	(689)	(873)	31,533	109,585	1,373	110,958
Profit / (loss) for the period	-	-	-	-	-	2,486	2,486	94	2,580
Other comprehensive income	-	-	-	-	(1,287)	3,550	2,263	(4)	2,259
Distribution of earnings	-	-	3,744	-	-	(3,744)	-	-	-
Dividends	-	-	-	-	-	(2,094)	(2,094)	-	(2,094)
Changes in percentages	-	-	-	-	-	-	-	-	-
Other changes	-	(13)	132	-	-	(117)	2	-	2
Purchase of treasury shares	(427)	-	(129)	556	-	-	-	-	-
Changes during the period	(427)	(13)	3,747	556	(1,287)	81	2,657	90	2,747
Balances as at 31/12/2013	22,548	21,914	38,459	(133)	(2,160)	31,614	112,242	1,463	113,705

(1) Revised due to the amended IAS 19 (Employee Benefits), see note 20.1.

# **ANNUAL STATEMENT OF CHANGES IN EQUITY (NON-CONSOLIDATED)**

#### Company

	Share Capital	Share Premium	Other Reserves	Treasury shares reserve	Reserve of FX differences from translation of subsidiaries	Retained earnings	Total
Balances as at 01/01/2012	22,975	22,027	27,507	(556)	16	791	72,760
Profit / (loss) for the period	-	-	-	-		7,985	7,985
Other comprehensive income/(expenses)	-	-	-	-	-	2	2
BoD Remuneration	-	-	-	-	-	-	-
Distribution of earnings	-	-	-	-	-	-	-
Dividends	-	-	-	-	-	-	-
Changes in percentages	-	-	-	-	-	-	-
Purchase of treasury shares	-	-	-	(133)	-	-	(133)
Spin-off	-	-	-	-	-	-	-
Changes during the period	-	-	-	(133)	-	7,987	7,854
Balances as at 31/12/2012	22,975	22,027	27,507	(689)	16	8,778	80,614
Balances as at 01/01/2013	22,975	22,027	27,507	(689)	16	8,778	80,614
Profit / (loss) for the period	-	-	-	-	-	(508)	(508)
Other comprehensive income/(expenses)	-	-	-	-	-	(20)	(20)
BoD Remuneration	-	-	-	-	-	-	-
Distribution of earnings	-	-	-	-	-	-	-
Dividends	-	-	-	-	-	(2,094)	(2,094)
Changes in percentages	-	-	-	-	-	-	-
Purchase of treasury shares	(427)	-	(129)	556	-	-	-
Changes during the period	(427)	-	(129)	556	-	(2,622)	(2,622)
Balances as at 31/12/2013	22,548	22,027	27,378	(133)	16	6,156	77,992



#### ANNUAL STATEMENT OF CASH FLOWS (CONSOLIDATED AND NON-CONSOLIDATED)

#### Indirect method

	Note	lote Group		Company		
	note	1/1 - 31/12/2013	1/1 - 31/12/2012	1/1 - 31/12/2013	1/1 - 31/12/2012	
Cash flows from Operating Activities						
Earnings before Taxes and Minority Interest form						
continued operations		6,377	<b>8,083</b> <sup>1</sup>	1,171	9,437	
Earnings before Taxes and Minority Interest from			(400)			
discontinued operations		-	(180)	-	-	
<u>Plus / (minus) adjustments for:</u>		0 533	10 759	1 007	1 245	
Depreciation/Amortization		9,533 (2,126)	10,758	1,097	1,345	
Provisions FX differences		(2,126) 288	(822) 274	(161) 22	(49) (48)	
(Profit)/loss from sale of fixed assets		4	8	(10)	(48)	
Income from investments		(873)	-	(3,130)	(12,936)	
Interest charges & related (income)/expenses		5,011	6,338	989	1,360	
Operating Profit before adjustments in working capital		18,214	24,459	(22)	(896)	
(Increase)/decrease in receivables		573	1,105	112	1,879	
(Increase)/decrease in Inventories		(7,909)	(1,316)	773	3,173	
Increase/(decrease) in liabilities (apart from banks)		6,583	(577)	(335)	(2,636)	
Cash generated from operating activities		17,461	23,671	528	1,520	
Interest Paid		(5,125)	(5,771)	(1,495)	(1,554)	
Other financial income / (expenses)		15	720	-	-	
Taxes paid		(2,625)	(1,131)	-	-	
Cash flows from operating activities (a)		9,726	17,489	(967)	(34)	
Investing Activities						
Proceeds from sales of tangible and Intangible assets		565	53	13	5	
Interest received		612	414	488	240	
Dividends received		-	-	2,500	9,966	
Increase of participations in subsidiaries		-	(128)	(750)	-	
Other income from investments		482	-	55	-	
Purchase of tangible assets		(7,136)	(5,842)	(221)	(58)	
Purchase of intangible assets & other investments		-	(178)	(14)	(1)	
Changes in minority interest			(26)			
Cash flow from investing activities (b)		(5,477)	(5,707)	2,071	10,152	
Financing Activities						
Increase in subsidiary holdings		-	-	(400)	-	
Receipt of grants-subsidies		54	3,173	18	2,474	
Proceeds from loans		10,685	991	4,000	-	
Purchase of treasury shares		-	(133)	-	(133)	
Repayment of Loans		(16,591)	(3,543)	(3,999)	(123)	
Financial leases		(212)	(100)	-	-	
Dividends Paid		(1,564)		(1,564)	-	
Cash flow from financing activities (c)		(7,628)	388	(1,945)	2,218	
Net increase /(decrease) in Cash and Cash Equivalents		(3,379)	12,170	(841)	12,336	
Cash and Cash Equivalents at beginning of period	14	46,408	33,743	15,869	3,533	
Contribution of cash from absorbed company		-	26	,	-	
The effect of exchange rate differences on cash held		(499)	493	-	-	
Cash and Cash Equivalents at end of period from		. ,				
discontinued operations			(24)	-	-	
Cash and Cash Equivalents at end of period	14	42,530	46,408	15,028	15,869	

(1) Revised due to the amended IAS 19 (Employee Benefits), see note 20.1.



#### 1. Foundation and Activities of the Group

The company THRACE PLASTICS Co. S.A. (hereinafter the "Company") was founded in 1977 and is based in Magiko of municipality of Avdiron in Xanthi, Northern Greece, and is registered in the Public Companies (S.A.) Register under Reg. No. 11188/06/B/86/31 and in the General Commercial Register under Reg. No. 12512246000. The main activity of the Company is the production and distribution of Polypropylene (PP) products.

In a short period of time the Company evolved into a Group of companies (hereinafter "the Group"), by acquiring or establishing new entities, all of which operate in two segments, the technical fabrics business unit and the packaging business unit.

The Company's shares are listed on the Athens Stock Exchange since June 26, 1995.

The Company's shareholders with equity stake higher than 5%, as of 31/12/2013, are the following ones:

Chalioris Konstantinos	40.60%
Chaliori Eyfimia	20.22%

The Group maintains production and trade facilities in Greece, Scotland, Northern Ireland, Ireland, Sweden, Norway, Serbia, Bulgaria, Romania, and U.S.A. On December 31st 2013 the Group employed in total 1,568 employees, from which 68 were employed by the Company.

The participation of each company as regards to their subsidiaries on 31 December 2013 is analyzed as follows:

Company	Registered Offices	Participation Percentage	Consolidation Method
Thrace Plastics Co. S.A.	GREECE-Xanthi	Parent	Full
Don & Low LTD	SCOTLAND-Forfar	100.00%	Full
Don & Low Australia Pty LTD	AUSTRALIA	100.00%	Full
Thrace Nonwoven & Geosynthetics S.A.	GREECE-Xanthi	100.00%	Full
Saepe Ltd	CYPRUS-Nicosia	100.00%	Full
Thrace Asia	HONG KONG	100.00%	Full
Thrace Plastics Pack S.A.	GREECE-Ioannina	92.84%	Full
Thrace Greiner Packaging SRL	ROMANIA-Sibiu	50.00%	Proportionate
Thrace Teknik Ambalaj Sanaii A.S.	TURKEY-Istanbul	50.00%	Proportionate
Thrace Plastics Packaging D.O.O.	SERBIA-Nova Pazova	100.00%	Full
Thrace Plastics Extruded Polysterene S.A.	GREECE-Thiva	100.00%	Full
Trierina Trading LTD	CYPRUS-Nicosia	100.00%	Full
Thrace Ipoma A.D.	BULGARIA-Sofia	99.89%	Full
Synthetic Holdings LTD	N.IRELAND-Belfast	100.00%	Full
Synthetic Packaging LTD	IRELAND -Clara	100.00%	Full
Arno LTD	IRELAND -Dublin	100.00%	Full
Synthetic Fabrics LTD	N.IRELAND-Belfast	100.00%	Full



Synthetic Polybulk A.B.	SWEDEN -Köping	100.00%	Full
Synthetic Polybulk A.S.	NORWAY-Brevik	100.00%	Full
Lumite INC.	USA-Georgia	50.00%	Proportionate
Adfirmate LTD	CYPRUS-Nicosia	100.00%	Full
Delta Real Estate Investments LLC	USA-South Carolina	100.00%	Full
Thrace Ling INC.	USA-South Carolina	28.99 %	Proportionate
Thrace Sarantis S.A.	GREECE-Xanthi	50.00%	Proportionate
Pareen LTD	CYPRUS-Nicosia	100.00%	Full
Thrace Ling INC.	USA-South Carolina	71.01%	Proportionate
Marzena LTD	CYPRUS-Nicosia	100.00%	Full
Thermokipia Thrakis SA	GREECE-Xanthi	100.00%	Full

The value of the Company's participations, in subsidiaries, on 31 December 2013, is as follows:

Company	2013	2012			
COMPANIES CONSOLIDATED WITH THE FULL CONSO	DLIDATION METHOD				
DON & LOW LTD	33,953	33,953			
THRACE PLASTICS PACK S.A.	15,508	15,508			
THRACE NON WOVENS & GEOSYNTHETICS S.A.	5,710	5,747			
SYNTHETIC HOLDINGS LTD	4,607	4,607			
PAREEN LTD	7,121	7,121			
MARZENNA	1	1			
THERMOKIPIA THRAKIS SA	735	-			
COMPANIES CONSOLIDATED WITH THE PROPORTIONATE CONSOLIDATION METHOD					
THRACE - SARANTIS SA	1,100	700			
Total	68,735	67,637			

#### 2. Basis for the preparation of the Financial Statements

#### 2.1 Basis for Presentation

The present financial statements have been prepared according to the International Financial Reporting Standards (I.F.R.S.), including the International Accounting Standards (I.A.S.) and interpretations that have been issued by the International Financial Reporting Interpretations Committee (I.F.R.I.C.), as such have been adopted by the European Union until 31 December 2013. The basic accounting principles that were applied for the preparation of the financial statements for the year ended on 31 December 2013 are the same as those applied for the preparation of the financial statements for the year ended on 31 December 2012 and are described in such.



When deemed necessary, the comparative data have been reclassified in order to conform to possible changes in the presentation of the data of the present year.

Differences that possibly appear between accounts in the financial statements and the respective accounts in the notes, are due to rounding.

The financial statements have been prepared according to the historic cost principle, as such is disclosed in the company's accounting principles presented below.

Moreover, the Group's and Company's financial statements have been prepared according to the "going concern" principle taking into account all the macroeconomic and microeconomic factors and their effect on the smooth operation of the group and company.

The financial statements were approved by the Board of Directors on 24/3/2014 and are subject to approval by the General Meeting.

The financial statements of the Group THRACE PLASTICS Co. S.A. are posted on the internet, on the website www.thracegroup.gr.

### 2.2 New standards, amendments of standards and interpretations

Certain new standards, amendments to standards and interpretations have been issued that are mandatory for periods beginning during the current financial year or subsequent years. The Group's assessment regarding the effect of these new standards, amendments to standards and interpretations is presented below.

### Standards and Interpretations effective for the current financial year

### IAS 1 (Amendment) "Presentation of Financial Statements"

The amendment requires entities to separate items presented in other comprehensive income into two groups, based on whether or not such may be recycled to profit or loss in the future.

The amendment does apply to the Group, but the amounts of the other total income are not expected to be recorded back to the results.

### IAS 19 (Amendment) "Employee Benefits"

This amendment makes significant changes to the recognition and measurement of defined benefit pension costs and termination benefits (eliminates the corridor approach) and to the disclosures for all employee benefits. The key changes relate mainly to recognition of actuarial gains and losses, recognition of past service cost / curtailment, measurement of pension expense, disclosure requirements, treatment of expenses and taxes relating to defined benefit plans and distinction between "short-term" and "other long-term" benefits.

The amendment applies to the Group and the relevant effect is presented in note 20.1.



#### IAS 12 (Amendment) "Income Taxes"

The amendment to IAS 12 provides a practical approach for measuring deferred tax liabilities and deferred tax assets when investment property is measured using the fair value model according to IAS 40 "Investment Property".

The amendment applies to the Group but with insignificant effect in the financial statements.

#### IFRS 13 "Fair Value Measurement"

IFRS 13 provides new guidance on the measurement of fair value and disclosure requirements. The requirements of the standard do not extend the use of fair value accounting but provide guidance on its application for cases where its use is required by other standards. IFRS 13 provides a precise definition of fair value as well as guidance on the measurement of fair value and the disclosure requirements, regardless of the standard according to which the use of fair value is applied. Moreover, the disclosure requirements have been extended to cover all the assets and liabilities that are measured at fair value and not only financial assets and liabilities.

The amendment applies to the Group and has been taken into account in the cases required.

#### IFRS 7 (Amendment) "Financial Instruments: Disclosures"

The IASB has published this amendment to include further information that will enable users of an entity's financial statements to evaluate the effect or potential effect of netting arrangements, including rights of offsetting associated with the entity's recognized financial assets and recognized financial liabilities, on the entity's financial position.

The amendment applies to the Group and has been taken into account in the cases required.

# **IAS 36 (Amendment) "Recoverable amount disclosures for non-financial assets"** (effective for annual accounting periods beginning on or after 1 January 2014)

This amendment requires: a) the disclosure of the recoverable amount of an asset of cash generating unit when an impairment loss has been recognized or reversed and b) detailed disclosures regarding the measurement of fair value minus the selling expenses when an impairment loss is recognized or reversed. Also, it removes the requirement to disclose the recoverable amount when a cash generating unit includes goodwill or intangible assets with an indefinite useful life and when there is no impairment.

The Group has applied voluntarily this amendment in the current financial year.

# Amendments to standards that form part of the IASB's (International Accounting Standards Board) 2011 annual improvements project

The amendments set out below describe the key changes to IFRS following the publication in May 2012 of the results of the IASB's annual improvements project.



# IAS 1 "Presentation of financial statements"

The amendment provides clarifications on the disclosure requirements for comparative information when an entity provides a third balance sheet either (a) as required by IAS 8 "Accounting policies, changes in accounting estimates and errors" or (b) voluntarily.

### IAS 16 "Property, plant and equipment"

The amendment clarifies that spare parts and servicing equipment are classified as property, plant and equipment rather than inventory when they meet the definition of property, plant and equipment, i.e. when they are used for more than one period.

# IAS 32 "Financial instruments: Presentation"

The amendment clarifies that income tax related to distributions is recognized in the results and income tax related to the costs of equity transactions is recognized in equity, in accordance with IAS 12.

# IAS 34 "Interim financial reporting"

The amendment clarifies the disclosure requirements for segment assets and liabilities in interim financial statements, in line with the requirements of IFRS 8 "Operating segments".

# Standards and Interpretations effective from periods beginning on or after 1 January 2014

# **IFRS 9 "Financial Instruments"** (effective for annual accounting periods beginning on or after 1 January 2015)

IFRS 9 is the first phase of the IASB's project to replace IAS 39 and deals with the classification and measurement of financial assets and financial liabilities. The IASB intends to expand IFRS 9 in subsequent phases in order to add new requirements for impairment and hedge accounting. The Group is currently assessing the impact of IFRS 9 on its financial statements. The Group cannot adopt IFRS 9 in advance as it has not been endorsed by the EU. Only once approved will the Group decide if IFRS 9 will be adopted prior to 1 January 2015.

# IFRS 9 "Financial Instruments: Hedging accounting and amendments in IFRS 9, IFRS 7 and IAS 39" (applied for annual periods beginning on or after 1 January 2015)

The International Accounting Standards Board (IASB) issued the IFRS 9 Hedging Accounting, the third phase in the replacement process of IAS 39, which establishes an approach of hedging accounting based on principles and handles inconsistencies and weaknesses of the current model of IAS 39. The second amendment requires the recognition in other comprehensive income of the changes in the fair value of a liability of an economic entity which is attributed to changes of credit risk of the particular entity. The third amendment removes the mandatory application date of IFRS 9. The amendments have not been adopted by the European Union.

# **IFRS 7 (Amendment) "Financial Instruments: Disclosures"** (effective for annual accounting periods beginning on or after 1 January 2015)

The amendment requires additional disclosures during the transition from IAS 39 to IFRS 9. The amendment has not been endorsed yet by the European Union.



# **IAS 32 (Amendment) "Financial Instruments: Presentation"** (effective for annual accounting periods beginning on or after 1 January 2014)

This amendment to the application guidance of IAS 32 clarifies some of the requirements for offsetting financial assets and financial liabilities on the statement of financial position.

# **Group of standards on consolidation and joint arrangements** (effective for annual accounting periods beginning on or after 1 January 2014)

The IASB has published five new standards on consolidation and joint arrangements: IFRS 10, IFRS 11, IFRS 12, IAS 27 (amendment) and IAS 28 (amendment). These standards are effective for annual accounting periods beginning on or after 1 January 2014. Earlier application is permitted only if the entire "package" of five standards is adopted at the same time. The Group is in the process of assessing the impact of the new standards on its consolidated financial statements. The main provisions are as follows:

### IFRS 10 "Consolidated Financial Statements"

IFRS 10 replaces all of the guidance on control and consolidation in IAS 27 and SIC 12. The new standard changes the definition of control as a factor for determining which entities should be consolidated. This definition is supported by extensive application guidance that addresses the different ways in which a reporting entity (investor) might control another entity (investee). The revised definition of control focuses on the need to have both power (the current ability to direct the activities that significantly influence returns) and variable returns (can be positive, negative or both) before control is present. The new standard also includes guidance on participating and protective rights, as well as on agency/ principal relationships.

### IFRS 11 "Joint Arrangements"

IFRS 11 provides for a more realistic reflection of joint arrangements by focusing on the rights and obligations of the arrangement, rather than its legal form. The types of joint arrangements are reduced to two: joint operations and joint ventures. Proportional consolidation of joint ventures is no longer allowed. Equity accounting is mandatory for participants in joint ventures. Entities that participate in joint operations will follow accounting similar to that applied for joint assets or joint operations today. The standard also provides guidance for parties that participate in joint and also provides guidance for parties that participate in joint assets or joint arrangements but do not have joint control.

The change in the consolidation method will affect the Group and will be applied as required.

### IFRS 12 "Disclosure of Interests in Other Entities"

IFRS 12 requires entities to disclose information, including significant judgments and assumptions, which enable users of financial statements to evaluate the nature, risks and financial effects associated with the entity's interests in subsidiaries, associates, joint arrangements and unconsolidated structured entities. An entity can provide any or all of the above disclosures without having to apply IFRS 12 in its entirety, or IFRS 10 or 11, or the amended IAS 27 or 28.

### IAS 27 (Amendment) "Separate Financial Statements"

This Standard is issued concurrently with IFRS 10 and together, the two IFRSs supersede IAS 27 *"Consolidated and Separate Financial Statements"*. The amended IAS 27 prescribes the accounting and disclosure requirements for investment in subsidiaries, joint ventures and associates when an entity prepares separate financial statements. At the same time, the Board relocated to IAS 27



requirements from IAS 28 "Investments in Associates" and IAS 31 "Interests in Joint Ventures" regarding separate financial statements.

#### IAS 28 (Amendment) "Investments in Associates and Joint Ventures"

IAS 28 "Investments in Associates and Joint Ventures" replaces IAS 28 "Investments in Associates". The objective of this Standard is to define the accounting for investments in associates and to set out the requirements for the application of the equity method when accounting for investments in associates and joint ventures, following the issue of IFRS 11.

# IFRS 10, IFRS 11 and IFRS 12 (Amendment) "Consolidated financial statements, joint arrangements and disclosure of interests in other entities: Transition guidance" (effective for annual accounting periods beginning on or after 1 January 2014)

The amendment to the transition requirements in IFRSs 10, 11 and 12 clarifies the transition guidance in IFRS 10 and limits the requirements to provide comparative information for IFRS 12 disclosures only to the period that immediately precedes the first annual period of IFRS 12 application. Comparative information for disclosures relating to interests in unconsolidated structured entities, is not required.

# **IFRS 10, IFRS 12 and IAS 27 (Amendment) "Investment entities"** (effective for annual accounting periods beginning on or after 1 January 2014)

The amendment to IFRS 10 defines an investment entity and introduces an exception from consolidation. Many investment funds and similar entities that qualify as investment entities will be exempt from consolidating most of their subsidiaries, which will be accounted for at fair value through profit or loss, although control is exercised on such. The amendments to IFRS 12 introduce disclosures that an investment entity needs to make.

### IFRIC 21 "Levies" (effective for annual accounting periods beginning on or after 1 January 2014)

This interpretation defines the accounting treatment of a liability for a levy imposed by the government and that is not income tax. The interpretation clarifies that the obligating event based on which the obligation to pay the levy should have been created (one of the criteria for the recognition of liability according to IAS 37) is the action as such is described in the relevant law that imposes the levy's payment. The interpretation may lead to the recognition of a liability in the future, particularly as regards to levies that are imposed as a result of conditions that are effective on a specific date. The interpretation has not yet been adopted by the European Union.

# **IAS 39 (Amendment) "Financial instruments: Recognition and measurement"** (effective for annual accounting periods beginning on or after 1 January 2014)

This amendment allows the continuance of hedge accounting when a derivative, which has been defined as a hedging instrument, is novated in order to be settled by a central counterparty as a result of laws or regulations, given that specific conditions are met.

# **IAS 19 Revised (Amendment) "Employee Benefits"** (applied for annual periods beginning on or after <u>1<sup>st</sup> July 2014</u>)

The amendment is of limited scope and applies to the contributions made by employees or third parties to defined benefit plans. It simplifies the accounting of contributions when they are not dependent of the employee's years of service, for example, employees' contributions are calculated as a fixed percentage of payroll. The amendment has not been adopted by the European Union.



#### Annual Improvements in IFRS of 2012 (applied for annual periods beginning on or after 1<sup>st</sup> July 2014)

The following amendments describe the major changes that have been made in seven IFRS as result of the Circle 2010-2012 of the annual improvement program of IASB. These amendments have not been adopted by the European Union.

#### IFRS 2 "Share-based payment"

The amendment clarifies the definition of the "fulfillment condition" and defines distinctively the "yield term" and the "service term".

#### IFRS 3 "Business combinations"

The amendment clarifies how the obligation for a contingent payment which fulfills the definition of financial instrument is classified as financial obligation or as an item of the net worth based on the provisions of IAS 32 "Financial Instruments: Presentation". In addition, it clarifies that any contingent payment, financial or non financial, which is not an item of the net worth, is recorded at fair value through the results.

#### IFRS 8 "Operating Segments"

The amendment requires the disclosure of the management's estimates with regard to the aggregation of the operating segments.

#### IFRS 13 "Fair Value Measurement"

The amendment clarifies that the standard does not exclude the option of calculating the short-term assets and liabilities based on the amounts of invoices in cases the discounting effect is not significant.

### IAS 16 "Property, Plant and Equipment" and IAS 38 "Intangible Assets"

Both standards have been amended in order to clarify the approach by which the underappreciated value of an asset and the accumulated depreciation are treated in a company which applies the adjustment method.

### IAS 24 "Related Party Disclosures"

The standard was amended to include as related party a company providing services equivalent with ones of a major managerial official in the economic entity or the parent company of the economic entity.

### Annual Improvements in IFRS of 2013 (applied for annual periods beginning on or after 1<sup>st</sup> July 2014)

The following amendments describe the major changes that have been made in four IFRS as result of the Circle 2011-2013 of the annual improvement program of IASB. These amendments have not been adopted by the European Union.

### IFRS 3 "Business Combinations"

The amendment clarifies that the IFRS 3 does not apply in the recording of the formulation of any joint activity based on IFRS 11 in the financial statements of the particular joint activity.



### IFRS 13 "Fair Value Measurement"

The amendment clarifies that the exception provided from the IFRS 13 for portfolio of financial assets and liabilities is applied in all contracts (including the non financial ones) with the context of application of IAS 39/IFRS 9.

#### IAS 40 "Investment Property"

The amendment of the standard was made in order to clarify that IAS 40 and IFRS 3 are not mutually excluded.

#### IFRS 1 "First-time Adoption of International Financial Reporting Standards"

The amendment clarifies how an entity adopting the IFRS for the first-time has the option to apply either the preceding or the new version of a revised standard when its premature adoptions is permitted.

#### 2.3 Management Estimations

The preparation of Financial Statements in accordance with International Financial Reporting Standards (IFRS) requires management to make estimates and assumptions that may affect, the accounting balances of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the amounts of revenues and expenses that have been recognized during the reported period. The use of the available information, which is based in historical data and assumptions and the implementation of subjective evaluation are necessary in order to conduct estimates. The actual future results may differ from the above estimates and these differences may affect the Financial Statements. Estimates and relative assumptions are revised constantly. The revisions in accounting estimations are recognized in the period they occur if the revision affects only the specific period or the revised period and the future periods if the revisions affect the current and the future periods.

The basic estimations and subjective judgments that refer to data, the evolution of which could affect the accounts of the Financial Statements during the next twelve months, are as follows:

### 2.3.1 Doubtful debts

The Group and Company calculate impairment on the value of trade receivables when there is data or evidence that indicates that the collection of the receivable overall or part of the receivable is not likely. The Group's Management periodically reviews the adequacy of the created provision for doubtful debts together with its credit policy and taking into account data from the Legal Service, which result from processing historic data and recent developments on cases it handles.

### 2.3.2 Provision for income tax

The provision for income tax according to I.A.S. 12 is calculated by estimating taxes that will be paid to the tax authorities and includes the current income tax for each financial year and a provision for additional taxes that may arise in future tax audits. In order to define the Group's and Company's provision for income tax, an essential understanding of the above is required. The finalization of income tax may differ from the relevant amounts booked in the Group's and Company's financial statements and such differences will affect income tax and the provisions for deferred taxes.



# 2.3.3 Provisions for employee benefits

The liability for employee benefits is defined according to a study by independent actuaries. The final liability may differ from the actuarial calculation due to different real data as regards to the discount rate, inflation, wage increases, demographics and other data.

### 2.3.4 Depreciation/amortization of tangible and intangible assets

The Group and the Company calculate depreciation/amortization on tangible and intangible assets based on estimation of the useful life of such. The residual value and useful life of such assets are reviewed and defined at the end of each reporting period, if deemed necessary.

# 2.3.5 Legal cases

The Group and the Company recognize a provision for pending legal cases according to information from its Legal Service.

# 2.3.6 Impairment of participations

The Group and the Company recognize provisions for impairment of participations taking into account the future benefits that will result from such.

# 2.3.7 Estimation of impairment of goodwill

The Group examines if goodwill has suffered any impairment on an annual basis, according to the Group's accounting principle (see note 2.7.1). The recoverable amounts of the cash flow generating units have been defined according to fair value. Such calculations require the use of estimations.

### 2.4 Basis of Consolidation

### 2.4.1 Subsidiaries

Subsidiaries are those companies, which are, directly or indirectly, controlled by the parent Company. Control exists when the Company has the power to govern the financial and operating principles of a company so as to obtain benefits from its activities. To establish the existence of control, any minority interest that may be exercised or amended are taken into account. The Financial Statements of the subsidiaries are included in consolidated Financial Statements from the date the control on them was exercised until the cease of this control. The Financial Statements of subsidiaries are consolidated using the full consolidation method at the same date and using the same accounting policies as the ones referring to the Group. When needed, the accounting principles of subsidiaries are amended in order to ensure the consistency of such with the principles adopted by the Group.

### 2.4.2 Related Companies

Related companies are those in which the Group has a significant effect but it does not control their financial and operational activities. The Consolidated Financial Statements include the analogy of the Group on the recognized profit or losses of the related companies based on the net equity method, from the period where the effect started till the dated this effect ceased to exist. When the losses attributed to the Group exceed the book value of the participation on the related company, the book



value is reduced to zero and no further losses are recognized unless the Group has created liabilities or realized payments regarding the related company.

# 2.4.3 Intra-company balances and transactions – profit and losses deleted during consolidation

Intra-company balances and transaction, as well as profit and losses arising from intra-company transactions are erased during the preparation of Consolidated Financial Statements.

#### 2.5 Tangible Fixed Assets

Tangible assets are stated at book cost, net of any grants received, less accumulated depreciation and any impairment in value. Any adjustments that might have taken place (on land or buildings) based on Greek legislation are reversed. Expenses for replacement of part of fixed assets are included in the value of the asset if they can be estimated accurately and increase the future benefits of the Group from such. The repairs and maintenance of fixed assets charge the results, in the period when such are realized. The acquisition cost and the related accumulated depreciation of assets retired or sold, are removed from the accounts at the time of sale or retirement, and any gain or loss is included in the Results.

Depreciation is charged in the Results based on the straight-line method over the estimated useful life of assets. The estimated useful life of each category of asset is presented below:

Category	Depreciation rate	Useful life
Buildings and technical works	2.5% - 5%	20 - 40 years
Machinery and technical installations	7% - 10%	10 - 14 years
Specialized mechanical equipment	12% - 15%	7 - 8 years
Vehicles	10% - 20%	5 - 10 years
Furniture and fixture	10% - 30%	3 - 10 years

Land and plots are not depreciated, however they are reviewed for impairment. Residual values and economic life of fixed assets might be adjusted if necessary at the time financial statements are prepared. Fixed assets, that have been impaired, are adjusted to reflect their recoverable amount (Note 2.8). The remaining value, if not negligible, is re-estimated on an annual basis.

#### 2.6 Intangible Assets

#### 2.6.1 Goodwill

The acquisition of a subsidiary by the Group is accounted for based on the acquisition method. The acquisition cost of a subsidiary is the fair value of assets acquired, shares issued and liabilities assumed during the transaction date, plus possible expenses directly linked to the transaction. The individual assets, liabilities and contingent liabilities acquired in a business combination are measured during the acquisition at fair value regardless of the participation percentage. The acquisition cost above fair value of the individual assets acquired, is booked as goodwill. If the total acquisition cost is less than the fair value of the individual assets acquired, the difference is registered directly in the results.



Increases of the Group's participation in subsidiaries are recognized as transactions in equity. The difference between the acquisition cost and the participation in the new equity of the subsidiary acquired, is recognized directly in the Group's equity. Profit or losses from the sale of a participation percentage that does not lead to loss of control on the subsidiary by the Group, is also recognized in the Group's equity.

Goodwill is not amortized but the balance of goodwill is subject regularly (at least annually) to a review for possible impairment. This review is carried out according to the provisions of I.A.S. 36 "Impairment of Assets". Therefore, after initial recognition, goodwill is measured at acquisition cost, minus possible cumulative impairment losses. The impairment loss on goodwill is not subsequently offset after its recognition. The goodwill that arises from acquisitions of associate companies is included in the value of the investment.

### 2.6.2 Other Intangible Assets

Other intangible assets mainly refer to software and industrial ownership rights. Their values are stated at acquisition cost, less the accumulated depreciation and any impairment losses. Amortization of intangible assets is registered in the Results, based on the straight-line method over the estimated useful life of assets. The following table depicts the estimated useful life of assets:

Category	Amortization Rate	Useful Life
Industrial ownership rights	20%	5 years
Software	20%	5 years

Subsequent expenses on the capitalized intangible assets are capitalized only when they increase the future benefits that are attributed to the specific asset. All other expenses are recorded when they incur.

### 2.7 Impairment of Assets

With the exception of intangible assets with an indefinite life, which are reviewed for impairment at least on an annual basis, the book values of other long-term assets are reviewed for impairment when events or changes in conditions indicate that the book value may not be recoverable. When the book value of an asset exceeds its recoverable amount, the respective impairment loss is registered in the results. The recoverable amount is defined as the largest value between the net sales price and the value in use. Net sale price is the amount that can be received from the sale of an asset, in the context of an arm's length transaction in which the parties have full knowledge and voluntarily proceed, after the deduction of any additional direct cost for sale of the asset. Value in use is the present value of estimated future cash flows expected to be realized from the continuous use of an asset and from the revenue expected to result from its sale and the end of its estimated useful life. For purposes of defining impairment, assets are grouped at the lowest level for which cash flows can be recognized separately.

### 2.8 Inventories

Inventories are stated at the lower of cost (acquisition or production) and net realizable value. Net realizable value represents the estimated selling price in the ordinary course of business, less any selling cost. Cost includes all cost of purchase, cost of materials, costs of production and other costs



incurred in bringing the inventories to their present condition. The cost of inventories is calculated using the weighted average method.

#### 2.9 Accounts Receivable – Provisions from Doubtful Debts

Accounts receivable are initially recognized at fair value and subsequently measured at net book cost using the effective interest rate, less any provisions for impairment. Impairment provisions are recognized when there is objective indication that the Group is not in a position to collect all the amounts due according to the contractual terms.

Accounts receivable include open balances, checks and notes receivable from customers and other debtors. Serious financial problems of the customers, the possibility or default or financial reorganization and the inability to regularly perform payments are considered indications that the receivable is impaired. The amount of the impairment provision is the difference between the book value of the receivables and the present value of estimated future cash flows, discounted with the effective interest rate. The amount of impairment loss is registered as an expense in the results and included in "Other Expenses".

#### 2.10 Cash & cash equivalents

For purposes of preparing the Statement of Cash Flows, the category of cash & cash receivables include cash in hand, cash equivalents, such as site deposits and short-term time deposits, namely those with a maturity less than three months from the preparation date of the Financial Statements.

### 2.11 Foreign exchange translations

#### 2.11.1 Operating currency and presentation currency

The data in the financial statements of the Group's companies are registered in the currency of the primary economic environment, in which each Company operates ("operating currency").

The consolidated financial statements are presented in Euro, which is the operating valuation currency and presentation currency of the parent Company.

#### 2.11.2 Transactions and balances

The amounts that result from transactions in foreign currency are translated to Euro with the exchange rate in effect during the date of the transactions. Monetary assets and liabilities in foreign currency are translated, during the balance sheet date, to Euro based on the exchange rate in effect on that date. Any foreign exchange differences (profit or losses) that result from such a translation, are registered in the Results. The translation of Financial Statements of subsidiaries, whose currencies are other than the Euro, is done as follows:

a) The Assets and Liabilities are translated to Euro, based on the closing exchange rate during the Balance Sheet date. The comparative data are presented, based on the Euro exchange rage, during the respective preparation dates of the Financial Statements.



b) The Income Statement accounts are translated to Euro, based on the average exchange rate of the respective year. The resulting foreign exchange differences of cases a and b, as well as those that result from monetary assets that are part of the net investment in foreign subsidiaries, are registered directly in equity and transferred to the Results upon sale of the subsidiaries.

### 2.12 Acquisition of Treasury Shares

The paid price to acquire Treasury Shares, including the relevant expenses for their purchase, is presented as a deduction of Equity. Any profit or loss from the sale of Treasury Shares, net of direct transaction costs and taxes, is recognized directly in Equity, in the account "Treasury Share Reserve".

#### 2.13 Dividends

Payable dividends are presented as a liability during the time when such are approved by the Annual General Meeting of Shareholders.

#### 2.14 Income

### 2.14.1 Income from Sales of Goods and Services

Income from the sale of goods, after the deduction of turnover discounts, sales incentives and the corresponding VAT, is recognized when all significant risks and awards emanating from ownership of the goods.

The income and expenses related to the sale can be measured at fair value.

Income from the provision of services is registered in the Results according to the completion stage of the transaction, during the Balance Sheet date.

The basic product categories are the technical fabrics and the packaging items. The Group mainly produces on order basis. The Group accepts returns of products only in cases of deficiencies and lack of appropriate product standards.

#### 2.14.2 Government Grants - Subsidies

Government grants on tangible and intangible assets, are deducted from the book value of the asset for which they were received. The relevant income is recognized with the form of reduced depreciation amounts during the useful life of the relevant asset. Government grants that concern payroll expenses are recognized as income during the period that such relate to the respective expenses and are presented in the Income Statement in the account "Other Operating Income".

### 2.14.3 Income from Dividends – Interim Dividends

Income from dividends are recognized in the Income Statement as income, during the date when such are approved by the Annual General Meeting of Shareholders. Interim dividends are recognized during the date such are approved by the Extraordinary General Meeting of Shareholders.

#### 2.14.4 Interest Income

HRACE GROUP

Interest income is recognized on an accrual basis.

#### 2.15 Expenses

Expenses are recognized in the Results on an accrual basis.

#### 2.16 Leases

Lease in which the lessor transfers the rights and obligations (risks) arising from the ownership of an asset, is assumed as a financial lease and accounts as the acquisition of an asset and the undertaking of a liability. In this case the rents are divided in financial expenses (interest) and reduction of the liability. Financial expenses are recorded directly in the Results.

The financial lease appears in the lower cost between their fair value and the present value of the minimum rent payment at the beginning of the lease less accumulated depreciation or impairment loss.

If from the lease agreement the rights and liabilities (risks) arising from the ownership of an asset are not transferable, the lease is assumed operational for the lessor and the rents are recorded as expenses when they incur using the direct method for the duration of the lease.

#### 2.17 Income Tax

Tax burden for the year relates to current and deferred taxes.

Current income taxes are payable taxes on taxed income for the year based on effective tax rates as of the balance sheet date, as well as additional income taxes relating to previous years.

Deferred taxes are tax burden/exemptions relating to current year's profit (or losses) that will be charged by the tax authorities in future years. Deferred income taxes are calculated according to tax rates effective as of the dates they will be paid, on the difference between accounting and tax base of individual assets and liabilities, provided that these differences imply time deviations, which will be erased in future.

Deferred tax receivables are recognized only to the extent they imply future taxable income, which will be offset by these deferred tax receivables. Deferred tax receivables might be lowered any time when it is not evident that such future tax relaxation will be certain.

Current and deferred tax is recorded in the Results or directly in Equity, if it relates to elements directly recognized in Equity.

The Group offsets deferred tax receivables with deferred tax liabilities, only if:

- a) It has a legal applicable right to offset current tax receivables with current tax liabilities.
- b) The deferred tax receivables and liabilities relate to income taxes imposed by the same tax authority.

#### 2.18 Employee benefits



### 2.18.1 Defined contribution plans

Liabilities for defined contribution plans are fully recorded as expense in the Results at the time they incur, with fulfillment of the liability.

### 2.18.2 Defined benefit plans

The net liability of the Group, relating to the defined benefit plan is estimated independently for each plan with the estimation of future benefits the employees are entitled to, based on their working years in current and previous periods. The future benefits are discounted at present value following the deductions of the fair value of the assets in the plan. The discount rate is the yield to maturity, at the balance sheet date, of the bonds that have a maturity that approaches the maturity of the liabilities. The defined benefit liability is calculated by an independent actuary, using the projected unit credit method.

When the benefits of a plan improve, the proportion of the increased benefit that refer to the past working length of the employees is recorded as expense in the Results using the straight-line method on the average fiscal years until the full recognition of the benefits. To the extent that the benefits are given instantly, the expense is recorded directly in the results.

### 2.18.3 Liability of DON & LOW LTD & SYNTHETIC HOLDINGS LTD Group

Subsidiary companies DON & LOW LTD, SYNTHETIC PACKAGING LTD and THRACE POLYBULK A.B have defined benefit pension plans for their personnel. These plans define a specific amount of pension that each employee will receive at the time of his retirement. The amount is a result of a series of factors such as the age, the time working for the specific employer and the level of wage.

Net liabilities of the above companies with regard to their pension plans have been calculated separately for each plan, by estimating the amount of future benefits that correspond to each employee, according to aggregate years of service. The amount is then discounted to present value in order to calculate the total liability of the plan. The fair value of the plan's assets is finally deducted from the total liability in order to calculate the net actuarial surplus or deficit of the plan at the Balance Sheet date.

The actuarial profits and losses arising from the adjustment of working years as well as the changes in the estimation of the actuarial officer have are recognized in equity through other comprehensive income during the period when such arise.

All the above calculations are made based on an actuarial study, while estimations are made for the interim periods. The discount rate is derived from the yield of long-term bonds rated AA, with maturity equal to the that of the plan's liabilities. The relevant calculation method is called "Projected Unit Credit Method".

### 2.19 Provisions

Provisions are recognized only when there is a liability, due to events that have occurred and it is likely (namely more possible than not) that there settlement will create an outflow, the amount of which can be estimated reliably. The recognition of provisions is based on the present value of capital flows that may be needed for the above liabilities to be settled. Amounts paid in order to arrange the repayment of such liabilities are deducted from the recorded provisions. The amounts are also reviewed at the periods when the Financial Statements are prepared. Provisions for any future losses should not be recognized. Compensation received from third parties and relate to the



aggregate amount or part of the estimated capital flow, should be recognized on the asset side only when there is certainty for the final payment of the corresponding amount.

#### 2.20 Financial instruments

The Group's investments are classified in the following categories. The classification depends on the purpose for which the investment was acquired. Management defines the classification during initial recognition and reviews the classification at the end of each reporting period.

#### 2.20.1 Financial Derivatives

The group uses financial derivatives, mainly forward foreign exchange contracts, to hedge risks that emanate from changes in exchange rates.

Financial derivatives are measured at fair value, during the balance sheet date. The fair value of forward contracts is calculated based on the market prices of contracts with respective maturities (valuation of  $1^{st}$  level of IFRS 7).

#### 2.20.2 Loans and Receivables

Such include non-derivative financial assets with fixed or predefined payments, which are not traded on active markets and there is no intention to sell such. They are included in current assets, apart from those with a maturity over 12 months from the balance sheet date. The latter are included in non-current assets.

#### 2.21 Interest Bearing Loans

Loans are initially recognized at fair value, less any possible expenses directly linked to the relevant transaction. Subsequently loans are valued at net book cost. Any difference between the received amount, net of relevant expenses, and the repayment value is recognized in the results during the borrowing period based on the effective interest rate method. Loans are characterized as short-term liabilities except if the Group has the final right to postpone repayment for at least 12 months after the balance sheet date. Bank overdrafts are included in short-term debt in the balance sheet and in investment activities in the statement of cash flows.

### 2.22 Suppliers and Other Creditors

Suppliers and other liabilities are initially recognized at fair value and subsequently measured according to amortized cost, while the effective interest rate method is used. Liabilities are classified as short-term if payment is expected in less than one year. If not, then such are included in long-term liabilities.

#### 2.23 Equity

The share capital includes common shares of the Company. The difference between the nominal value of shares and their issue price is registered in the "Share Premium" account. Direct expenses for the issue of shares, are presented after the deduction of the relevant income tax and reduce the issue proceeds, namely as a deduction from the share premium.



During the purchase of treasury shares, the amount paid, including the relevant expenses is recorded as deduction from the shareholders' equity. No profit or loss is recognized in the statement of comprehensive income from the purchase, sale, issuance or cancellation of treasury shares. Expenses which are realized for the issuance of shares are recorded after the deduction of the relevant income tax, as deduction from the product of the issue.

#### 2.24 Segment Reporting

The Group applies I.F.R.S. 8 for monitoring its business segments. Segments are defined based on the structure of the Group's companies, given that the Group's management (CODM – Chief Operating Decision Maker) is responsible to make economic decisions, it monitors the financial information separately as presented by the parent Company and by each subsidiary. A segment is a distinct portion of the Group, which involves the production of products or services.

#### 3. Exchange rates

Thrace Plastics Co. S.A. translates the Statements of Comprehensive Income of its subsidiaries to Euro at the average exchange rate and the Statements of Financial Position at the closing exchange rate of each period. The exchange rates used for the translation of the financial statements to Euro, are as follows:

Currency	Average exchange rate (foreign currency per 1 Euro)			
	1.1- 31.12.2013	1.1- 31.12.2012	2013	2012
Great Britain Pound (GBP)	0.8493	0.8109	0.8337	0.8161
Romanian Lei (RON)	4.4190	4.4593	4.4710	4.4445
Serbian Dinar (RSD)	113.1369	113.1277	114.6421	113.7183
Turkish Pound (TRY)	2.5335	2.3135	2.9605	2.3551
Bulgarian Lev (BGN)	1.95583	1.95583	1.95583	1.95583
U.S.Dollar (USD)	1.3281	1.2848	1.3791	1.3194
Swedish Krone (SEK)	8.6515	8.7041	8.8591	8.5820
Norwegian Krone (NOK)	7.8067	7.4751	8.3630	7.3483
Hong Kong Dollar (HKD)	10.3016	9.9663	10.6933	10.2260

### 4. Other Operating Income

Other Operating Income	Group		Company	
	2013	2012	2013	2012
Grants (*)	1,721	1,897	159	618
Gains on disposal of fixed assets	68	61	10	5

# HRACE GROUP

Income from rents	70	51	753	153
Income from provision of services	34	270	3,792	2,792
Other operating income	1,020	704	92	167
Total	2,913	2,983	4,806	3,735

(\*) The amount of grants mainly concerns grant / subsidy of the personnel payroll cost. Industrial companies located in borderland areas are entitled to such grant in accordance with the provisions of L. 1767/88, L. 1836/89 and L. 1563/85 and their amendments.

# 5. <u>Analysis of Expenses (Production-Administrative-Distribution)</u>

Analysis of Expenses (Production-Administrative-Distribution)	Group		Company		
	2013	2012	2013	2012	
Payroll expenses	51,255	50,959	4,425	7,288	
Third party fees - expenses	3,249	3,060	1,009	866	
Electric power	12,936	13,238	495	1,296	
Other third party benefits	12,651	12,589	1,081	1,335	
Transfer expenses	11,612	12,344	286	381	
Sundry expenses - Consumables	5,884	6,138	133	697	
Depreciation / Amortization	9,533	10,413	546	1,184	
Subtotal	107,120	108,741	7,975	13,047	
Cost of consumed inventories recognized as					
an expense	148,122	142,363	13,562	16,870	
Total	255,242	251,104	21,538	29,917	

The analysis of expenses per operating category, is as follows:

Analysis of expenses	Gro	Group		bany
	2013	2012	2013	2012
Cost of sales	217,605	213,521	15,530	24,203
Administrative	15,410	14,885	5,031	4,462
Distribution	22,228	22,698	977	1,252
Total	255,242	251,104	21,538	29,917

### 6. Payroll Expenses

#### Payroll expenses are as follows:

Payroll expenses	Group	)	Company	
	2013	2012	2013	2012
Wages	17,250	17,088	3,278	3,770



Employer contributions	3,045	2,781	522	506
Retirement benefits	647	385	-	-
Total	20,942	20,254	3,800	4,276
Day-wages	24,463	24,798	477	2,340
Employer contribution	3,965	4,087	133	682
Retirement benefits	951	924	-	(22)
Total	29,378	29,809	610	3,000
Subtotal	50,320	50,063	4,410	7,276
Other expenses	935	896	15	12
Grand Total	51,255	50,959	4,425	7,288

The number of employed staff at the Group and Company at the end of the present financial year, was as follows:

Number of employees	Group		Company	
	2013	2012	2013	2012
Regular employees	570	590	44	59
Day-wage employees	998	984	24	98
Total	1,568	1,574	68	157

The total staff of companies that are based in Greece, is primarily insured with the Social Security Organization (I.K.A.), both as regards to medical care and as regards to primary pension.

### 7. Other Operating Expenses

Other Operating Expenses	Group	)	Compar	ıy
	2013	2012	2013	2012
Provisions for doubtful receivables	403	771	55	310
Other taxes non-incorporated in operating cost	115	86	65	157
Depreciations	20	20	551	161
Staff indemnities	482	553	201	326
Other operating expenses	1,276	646	355	14
Provision for impairment of mech. equip.	56	230	56	230
Total	2,352	2,306	1,283	1,198

# 8. Financial income/(expenses)

# THRACE GROUP

# 8.1 Interest and related (expenses) / income

Interest and related (expenses) / income	Group		ated (expenses) / income Group Company		ny
	2013	2012	2013	2012	
Interest and interest related income	674	533	517	240	
Interest charges and related costs	(5,258)	(5,583)	(1,493)	(1,597)	
Total	(4,584)	(5,050)	(976)	(1,358)	

# 8.2 Other financial (expenses) / income

Other financial (expenses)/income	Grou	D	Company	
	2013	2012	2013	2012
Foreign exchange differences	187	31	-	(2)
Financial Result of Pension Plans	(627)	(1,098)	(13)	-
Financial derivatives	12	61	-	-
Total	(428)	(1,006)	(13)	(2)
Income from sale of associated company	898	-	-	-
Income from dividends before tax	-	-	3,075	12,936

# 9. Earnings per share

Earnings after tax, per share, are calculated by dividing net earnings (after tax) allocated to shareholders, by the weighted average number of shares outstanding during the relevant financial year, after the deduction of possible treasury shares.

### 9.1 Earnings per share

Basic earnings per share (continued operations)	2013	2012
Earnings allocated to shareholders	2,486	5,948 <sup>(1)</sup>
Number of shares outstanding (weighted)	45,016	45,016
Basic and adjusted earnings per share (Euro in absolute terms)	0.0552	0.1321

 $^{(1)}\,$  Revised earnings due to IAS 19 (Employee benefits). See note 20.1.

Basic earnings per share (discontinued operations)	2013	2012
Earnings allocated to shareholders	-	(180)
Number of shares outstanding (weighted)	-	45,016
Basic and adjusted earnings per share (Euro in absolute terms)	-	(0.0039)



Basic earnings per share (total operations)	2013	2012
Earnings allocated to shareholders	2,486	5,768
Number of shares outstanding (weighted)	45,016	45,016
Basic and adjusted earnings per share (Euro in		
absolute terms)	0.0552	0.1281

By means of a resolution by the Annual General Meeting dated 20 April 2012, a share buyback program was approved. As a result of this decision, on 31 December 2012 the Company owned 220,554 treasury shares, with an average acquisition price of euro 0.60 (in absolute terms).

#### 10. Income Tax

From 23 January 2013, the new tax law 4110/2013 was set in effect, altering the income tax rate of legal entities in Greece to 26% (from 20% in 2012) for the financial year 2013 and onwards. The analysis of tax charged in the year's Results, is as follows:

Income Tax	me Tax Group		Company	
	2013	2012	2013	2012
Income tax	(1,599)	(2,905)	-	-
Provision for tax on un-audited fiscal years	(315)	(325)	(30)	(30)
Non-exempt taxes of foreign operations	(329)	-	(297)	(1,565)
Tax Provision L. 4172 article 72	(1,300)	-	(1,300)	-
Deferred tax (expense)/income	(254)	950	(51)	143
Total	(3,797)	(2,280)	(1,678)	(1,452)

Income tax (reconciliation with the effective tax rate) is analyzed as follows:

Income Tax	Group		Company	
	2013	2012	2013	2012
(Earnings)/losses before tax	6,377	8,083 (1)	1,171	9,437
Income tax rate	26%	20%	26%	20%
Corresponding income tax	(1,658)	(1,616)	(304)	(1,887)
Tax difference due to different tax rate	760	(115)	102	-
Non tax-deductible expenses	(669)	(284)	(77)	(361)
Unrecognized tax receivable due to non- recognized tax losses	(371)	(680)	128	117
Tax-exempt reserves	85	740	-	-
Tax of foreign operation not offset	(329)	-	(297)	(1,565)
Income not subject to tax	-	-	304	2,274
Provision for un-audited fiscal years	(315)	(325)	(30)	(30)
Tax Provision L. 4172 article 72	(1,300)	-	(1,300)	-
Other	157	(490)	-	-
Income Tax	(3,797)	(2,280)	(1,678)	(1,452)

<sup>(1)</sup> Revised earnings due to IAS 19 (Employee benefits). See note 20.1.

In Greece, the results reported to tax authorities are deemed temporary and are subject to audit by the tax authorities until financial year 2010, included. Therefore, for the non-audited fiscal years there is the possibility that additional tax may be imposed on such when they are audited by the tax authorities.

The Greek companies of the Group, have created a provision amounting to euro 925 which is considered as adequate to cover possible liabilities that will arise from a tax audit.

In addition, in the current financial year, and following the application of article 72, paragraph 11 of taxation law 4172/2013 concerning the obligation for independent taxation, with tax rate 19%, of the recorded tax free reserves based on L. 2238/1994, a provision of euro 1.3 million was formed. This obligation will arise within the following financial year. Until 31/12/2014, the company will call for an extraordinary General Shareholders' Meeting where it would propose the distribution or capitalization of the tax free reserves, and within two months from the above decision the Company will be required to pay the corresponding tax.

From 2011 and after, Greek Société Anonyme Companies and Limited Liability Companies, whose annual financial statements must by audited by Legal Certified Auditors that are registered in the public Registry of Law 3693/2008, are obliged to receive an "Annual Certificate", as stipulated by par. 5 of article 82 of L.2238/1994. The relevant certificate is issued after tax audit conducted by the same Legal Certified Auditor or audit firm that audits the annual financial statements. Following the completion of the tax audit, the Legal Auditor or audit firm issues a "Tax Compliance Report" for the Company, which is accompanied by the Notes on Detailed Information. The latest within ten days from the final approval date of the Company's financial statements by the General Meeting of Shareholders, the aforementioned Report and the relevant Notes are submitted electronically to the Ministry of Finance by the Legal Auditor or the audit firm. The Ministry of Finance will subsequently select a sample of companies corresponding to at least 9% for a tax review by the relevant tax audit services of the Ministry.

This audit must be completed in a period not longer than eighteen months from the date the "Tax Compliance Report" is submitted to the Ministry of Finance.

According to the decision 1236/2013 of the Ministry of Finance, the financial year 2011 will be deemed as irrevocable on 30 April 2014.

The tax audit for the financial years 2011 and 2012 was completed by the audit firm "PricewaterhouseCoopers SA" and revealed no significant tax obligations apart from those recorded and depicted in the Financial Statements.

For the financial year 2013, a tax audit is already performed by PricewaterhouseCoopers SA. This audit is underway and the relevant tax certificate is expected to be issued following the release of the 2013 financial statements. If until the completion of the tax audit additional tax liabilities arise, we assess that such will not have a substantial effect on the financial statements.

The financial years that have not been audited by the tax authorities, as regards to the Greek companies, are reported below:



Company	Tax un-audited fiscal years
THRACE PLASTICS S.A.	2008-2010
THRACE NON WOVENS & GEOSYNTHETICS S.A.	2005-2010
THRACE PLASTICS PACK S.A.	2007-2010
THRACE PLASTICS EXTRUDED POLYSTERENE S.A.	2007-2010
THRACE-SARANTIS S.A.	2010
THERMOKIPIA THRAKIS SA	-

Moreover, the possibility of additional taxes being imposed also holds for companies based abroad, whose tax un-audited fiscal years are analyzed as follows:

Company	Tax un-audited fiscal years
DON & LOW LTD	
SYNTHETIC (HOLDINGS) LTD	-
SYNTHETIC PACKAGING LTD	2006-2013
ARNO LTD	-
SYNTHETIC FABRICS LTD	-
THRACE POLYBULK A.B	2006-2013
THRACE POLYBULK A.S	2013
THRACE GREINER PACKAGING SRL.	2002-2013
TRIERINA TRADING LTD	2013
THRACE IPOMA A.D.	2004-2013
THRACE TEKNIK AMBALAJ SANAII A.S.	2004-2013
THRACE PLASTICS PACKAGING D.O.O.	2013
LUMITE INC.	2010-2013
THRACE LINQ INC.	2009-2013
ADFIRMATE LTD	2013
DELTA REAL ESTATE INV. LLC	2009-2013
PAREEN LTD	2013
MARZENA LTD	2013
SAEPE LTD	2013
CANUTTE LTD	2013
THRACE ASIA LTD	2012-2013

# 11. Tangible Assets and Intangible Assets

# 11.1 Tangible Fixed Assets

Tangible Assets							
Group 2013	Fields – land plots	Building s & technica l works	Machiner y & technical facilities	Vehicles	Furnitur e & other equipme nt	Fixed assets under construc tion or installati on	Total
ACQUISITION COST							
Acquisition cost							
31.12.2012	4,693	53,471	196,682	1,413	7,610	1,929	265,798
Foreign exchange difference	(96)	(814)	(1,735)	(44)	(156)	(29)	(2,874)
Additions	1	550	3,066	237	165	2,947	6,968
Sales / transfers	-	(7)	1,011	(102)	132	(2,610)	(1,576)
Acquisition cost 31.12.2013	4,598	53,221	199,026	1,503	7,750	2,236	268,315
DEPRECIATIONS Cumulative depreciations 31.12.2012	-	(20,675)	(159,477)	(893)	(6,955)	-	(188,000)
Foreign exchange difference Depreciations for the		251	1,354	20	141	-	1,766
period		(1,579)	(7,454)	(157)	(222)	-	(9,412)
Sales / transfers		-	1,008	92	2	-	1,102
Cumulative depreciations 31.12.2013	-	(22,003)	(164,569)	(938)	(7,034)	-	(194,544)
NET BOOK VALUE							
31.12.2012	4,693	32,797	37,207	520	654	1,927	77,797
31.12.2013	4,598	31,198	34,457	566	716	2,236	73,771

Tangible Assets							
Group 2012	Fields – land plots	Building s & technica l works	Machiner y & technical facilities	Vehicles	Furnitur e & other equipme nt	Fixed assets under construc tion or installati on	Total
ACQUISITION COST Acquisition cost							
31.12.2011 Foreign exchange	4,734	52,695	193,947	1,225	7,415	1,239	261,255
difference	(41)	245	1,736	19	92	(11)	2,039
Additions	-	61	3,774	287	112	2,820	7,054



Sales / transfers	-	470	(402)	(118)	5	(1,544)	(1,589)
Impairment Provision			(230)				(230)
Discontinued Operations			(2,142)		(13)	(575)	(2,731)
Acquisition cost							
31.12.2012	4,693	53,471	196,682	1,413	7,610	1,929	265,798
DEPRECIATIONS							
Cumulative depreciations							
31.12.2011	-	(18,939)	(151,255)	(780)	(6,582)	-	(177,556)
Foreign exchange							
difference	-	(153)	(1,720)	(12)	(90)	-	(1,975)
Depreciations for the							
period	-	(1,583)	(8,310)	(163)	(299)	-	(10,355)
Sales / transfers	-		627	62	7	-	696
Discontinued Operations		-	1,181		9	-	1,190
Cumulative depreciations							
31.12.2012	-	(20,675)	(159,477)	(893)	(6 <i>,</i> 955)	-	(188,000)
NET BOOK VALUE							
31.12.2011	4,734	33,756	42,692	445	833	1,239	83,699
31.12.2012	4,693	32,796	37,206	520	655	1,929	77,798

Tangible Assets							
Company 2013	Fields – land plots	Building s & technica l works	Machiner y & technical facilities	Vehicles	Furnitur e & other equipme nt	Fixed assets under construc tion or installati on	Total
ACQUISITION COST							
Acquisition cost							
31.12.2012	381	9,156	31,117	248	982	-	41,883
Additions	-	22	35	34	107	23	221
Sales / transfers	-	-	(5)	(13)	-	-	(18)
Impairment provision		(56)					(56)
Acquisition cost							
31.12.2013	381	9,122	31,147	270	1,089	23	42,030
DEPRECIATIONS Cumulative depreciations 31.12.2012	_	(4,716)	(27,385)	(221)	(936)	_	(33,258)
Depreciations for the	-	(4,710)	(27,385)	(221)	(550)	-	(33,238)
period	-	(242)	(773)	(6)	(26)	-	(1,047)
Sales / transfers	-	-	2	13	-	-	15
Cumulative depreciations 31.12.2013	-	(4,958)	(28,156)	(214)	(961)	-	(34,290)
NET BOOK VALUE							
31.12.2012	381	4,440	3,732	27	46	-	8,626
31.12.2013	381	4,164	2,991	55	127	23	7,740



Tangible Assets							
Company 2012	Fields – land plots	Buildings & technical works	Machinery & technical facilities	Vehicles	Furni ture & other equip ment	Fixed assets under construc tion or installati on	Total
ACQUISITION COST							
Acquisition cost							
31.12.2011	381	9,138	31,303	248	974	12	42,056
Additions	-	6	44	-	8	-	58
Sales / transfers	-	12	-	-	-	(12)	
Impairment provision			(230)				(230)
Acquisition cost							
31.12.2012	381	9,156	31,117	248	982	-	41,884
DEPRECIATIONS							
Cumulative depreciations							
31.12.2011	-	(4,471)	(26,360)	(216)	(915)	-	(31,963)
Depreciations for the							
period	-	(245)	(1,025)	(4)	(21)	-	(1,295)
Sales / transfers	-					-	
Cumulative depreciations							
31.12.2012	-	(4,716)	(27,385)	(220)	(936)		(33,258)
NET BOOK VALUE							
31.12.2011	381	4,668	4,943	32	59	12	10,093
31.12.2012	381	4,440	3,732	27	46		8,626

The above table for the Group includes a property that was acquired with financial leasing with a cost of Euro 1,519 during 31/12/2012 and cumulative depreciations amounting to Euro 135.

There are no liens and guarantees on the Company's tangible fixed assets, while the liens on the Group's tangible assets amount to Euro 12,491.



# 11.2 Intangible Assets

Intangible Assets	Group			Compan	y .
	Concessions & industrial property rights	Company goodwill	Total	Concessions & industrial property rights	Total
ACQUISITION COST					
Acquisition cost					
31.12.2012	1,188	10,239	11,427	768	768
Foreign exchange					
difference	-	(156)	(156)	-	-
Additions	609	-	609	14	14
Acquisition cost					
31.12.2013	1,797	10,083	11,880	782	782
AMORTIZATION					
Cumulative amortization					
31.12.2012	(881)	-	(881)	(616)	(616)
Foreign exchange					
difference	(38)	-	(38)	-	-
Amortization for the					
period	(121)	-	(121)	(50)	(50)
Cumulative amortization					
31.12.2013	(1,040)	-	(1,040)	(666)	(666)
NET BOOK VALUE					
31.12.2012	307	10,239	10,546	152	152
31.12.2013	757	10,083	10,839	116	116



Intangible Assets	Group			Compan	y
	Concessions & industrial property rights	Company goodwill	Total	Concessions & industrial property rights	Total
ACQUISITION COST					
Acquisition cost					
31.12.2011	954	10,156	11,110	767	767
Foreign exchange					
difference	182	83	265		
Additions	144		144	1	1
Discontinued Operations	(92)		(92)		
Acquisition cost					
31.12.2012	1,188	10,239	11,427	768	768
AMORTIZATION					
Cumulative amortization					
31.12.2011	(642)		(642)	(566)	(566)
Foreign exchange					
difference	(179)		(179)		
Amortization for the					
period	(74)		(74)	(50)	(50)
Discontinued Operations	14		14		
Cumulative amortization					
31.12.2012	(881)		(881)	(616)	(616)
NET BOOK VALUE					
31.12.2011	312	10,156	10,468	201	201
31.12.2012	307	10,239	10,546	153	152

The Group monitors annually if the surplus value of the above companies has been impaired according to the Group's accounting principle (see note 2.7.1).

For this purpose, the companies are valued annually from independent certified valuator. The valuator utilizes the discounted cash flow methodology via which the companies are valued on the basis of future cash flows in order to define their utilization value.

The basic assumptions include a) sales growth up to 3% annually for the first 5 years and 0.5% for the infinity, b) weighted average cost of capital (WACC) of 6-8%, and c) profit before interest and taxes margin of 3-6%.

For the valuation purposes, it has been adopted not only the basic scenario and the best case scenario which assumes sales growth of 5% and gross profit growth of 2%, but also the worst case scenario which assumes corresponding negative growth rates.

Taking into account all three scenarios, the valuation of the companies is such that does not allow for any underestimation of their surplus value.



# **11.3 Investment Property**

Investment Property	Group	Company
Balance as at 1.1.2013	110	110
Additions / (Reductions)	-	-
Depreciation	-	-
Foreign exchange differences	-	-
Balance as at 31.12.2013	110	110
Balance as at 31.12.2012	110	110

# 12. Inventories

Inventories	Group		Company	
	2013	2012	2013	2012
Merchandise	8,413	7,247	1,477	300
Finished and semi-finished products	32,453	33,140	151	2,442
Raw & auxiliary materials	19,125	12,909	1,145	770
Provision for impairment of inventory *	(1,992)	(2,349)	(25)	-
Prepayments for purchases of inventories	83	117	83	117
Total	58,082	51,064	2,831	3,629

(*) Provision for Impairment of Inventory	Group	Company
Opening Balance 1/1/2012	1,942	-
Additional Provision	407	-
Total 31/12/2012	2,349	-
Reverse Entry of Provision	(357)	-
Provision	-	25
Total 31/12/2013	1,992	25

## 13. Trade and other receivables

# 13.1 Trade Receivables

Trade Receivables	Group		Company	
	2013	2012	2013	2012
Customers	45,115	44,570	2,042	2,832
Notes – checks postdated Doubtful customers – Checks – notes	5,791	8,691	1,940	2,431
overdue	5,366	4,877	2,447	1,939
Trade receivables (related companies)	1,319	1,668	3,822	3,036
Provisions for doubtful debts	(8,444)	(8,153)	(2,461)	(2,406)
Total	49,147	51,654	7,790	7,832

Analysis of provisions for doubtful receivables	Group	Company
Opening Balance 1/1/2012	7,737	2,096
Additional Provisions	893	310
Reverse Entry of Provisions	(461)	-
Realized Provisions	(16)	-
Total 31/12/2012	8,153	2,406
Opening Balance 1/1/2013	8,153	2,406
Additional Provisions	602	55
Reverse Entry of Provisions	(311)	-
Realized Provisions	_	-
Total 31/12/2013	8,444	2,461

The fair value of the receivables approaches their book value. The dispersion of the Group's sales is deemed as satisfactory. There is no concentration of sales into a limited number of customers and therefore there is no increased risk of income loss or increased credit risk.

## **13.2** Debtors and other accounts

Debtors and other accounts	Group		Company	
	2013	2012	2013	2012
Other Receivables	5,078	2,853	143	232
Investment Grant Receivable	2,304	2,304	-	-
Grants Receivables (OAED)	1,055	5,734	1,874	1,732
Accrued Income	1,210	913	125	199
Total	15,979	11,804	2,142	2,163

# 14. Cash & cash equivalents

Cash & cash equivalents	Group		Сотр	any
	2013	2012	2013	2012
Cash in hand	22	110	6	4
Sight and term deposits	42,508	46,298	15,022	15,865
Total	42,530	46,408	15,028	15,869

## Credit rating of cash & cash equivalents (Fitch)

Approximately 50% of the Group's cash and cash equivalents are deposited with dispersion in the Greek systemic banks. The Group's Management deems that there are no risks associated with the above deposits in the current period. The remaining balance of cash and cash equivalents is held by banking institutions abroad with credit rating higher than "A".

Following, cash & cash equivalents are categorized according to the credit rating of banks where the relevant deposits are placed.

Credit rating of cash & cash equivalents	Group		Company	
	2013	2012	2013	2012
ААА	-	-		-
AA-	1,505	808		-
A+	516	572		-
A	18,183	17,677		-
A-	1,748	-		-
BBB	260	981		-
BB+	-	-		-
В	-	-		-
B-	20,252	302	15,022	-
BB-	-	546		2
ссс	-	24,243		15,861
Other	44	1,169		2
Total	42,508	46,298	15,022	15,865

## 15. Share Capital and Share Premium Reserve

The last change (decrease) in the share capital by 427 thous. euro was approved by the Annual General Shareholders" Meeting on 29<sup>th</sup> May 2013, via the cancellation of 854,880 treasury shares, and by the Ministry of Development on 15 July 2013.



The company's share capital amounts as of 31 December 2013, to 22,547,310 euro divided by 45,094,620 shares with a nominal value of 0.50 euro per share.

Based on the decision of the AGM on 20<sup>th</sup> April 2012, the Company approved the purchase of own shares. Following the above, the Company held, as of 31/12/2013, 220,554 treasury shares with an average acquisition price of euro 0.60 (on absolute number).

# 16. <u>Reserves</u> 16.1 Statutory Reserve

In accordance with the provisions of Greek Law, the creation of a statutory reserve – by transferring to such a reserve an amount equal to 5% of the annual after tax profits realized – is mandatory until the time the reserve reaches the 1/3 of the Company's share capital. The statutory reserve can be distributed only upon the dissolution of the Company. However it can be used to offset accumulated loss.

# 16.2 Tax-exempt and Other Reserves

These reserves were formed by the application of special provisions of laws for development. In case of their distribution will be taxed with the tax rate prevailing at the time of their distribution.

## 16.3 Foreign exchange difference reserves

These reserves are formed from the translation of the Assets, Liabilities and Results of subsidiaries based abroad into EUR according to the exchange rate as of the accounting policies mentioned in note 2.12.

During the present period, the strengthening of the euro against foreign currencies and particularly against the British pound, resulted in the increase of the reserve that mainly arises from the translation of the Balance Sheet of the foreign subsidiary during the consolidation process. (See analysis of note 3).

## 17. Bank Debt

The Group' s long term loans have been granted from Greek and foreign banks. The repayment time varies, according to the loan contract, while most loans are linked to Euribor plus a margin.

The Group's short term loans have been granted from various banks with interest rates of Euribor plus a margin of 2-5% and Libor plus a margin of 2%. The book value of loans approaches their fair value during 31/12/2013.

Analytically, bank debt at the end of the year was as follows:

Debt	Group		Company	
	2013	2012	2013	2012
Long-term loans	11,493	13,046	4,000	-
Short-term loans				
Long-term debt payable in the next year	5,509	6,633	-	-
Short-term debt	58,150	61,291	18,010	22,009
Short-term loans	63,659	67,924	18,010	22,009
Total	75,152	80,970	22,010	22,009

The maturity of loans is as follows:

Maturity of Loans	Gro	Group		pany
	2013	2012	2013	2012
Up to 1 year	63,659	67,924	18,010	22,009
From 1 – 3 years	11,493	13,046	4,000	-
Over 3 years	-	-	-	-

#### 18. Operating leases

The Company has signed operating leasing contracts, for use of buildings and vehicles. The liabilities that emanate from such contracts are analyzed as follows:

Operating leases	Group	Company
Liability up to 1 year	1,317	178
Liability up to 5 years	3,005	176
Liability over 5 years	432	-
Total	4,754	354

The amounts of leases charged during the year amount to Euro 223 for the Company and Euro 788 for the Group.

## 19. Financial leases

Financial leases	Group	Company
Liability up to 1 year	184	
Liability up to 5 years	790	
Liability over 5 years	178	
Total	1,152	



Total financial leases are included in other long-term liabilities in the Balance Sheet. The largest amount of euro 1,124 concerns a financial lease of property of the subsidiary THRACE-SARANTIS SA.

#### 20. Employee Benefits

The liabilities of the Company and the Group towards its employees in providing them with certain future benefits, depending on the length of service is calculated by an actuarial study and is reported on the basis of the accrued entitlement, as at the date of the Balance Sheet, that is anticipated to be paid, discounted to its present value by reference to the anticipated time of payment. The liability for the Company and the Group, as presented in the Balance Sheet, is analyzed as follows:

Employee Benefits	Group		Company	
	2013	2012	2013	2012
Provision for staff indemnities of the parent				
Company *	336	395	336	395
Provision for staff indemnities of other Greek				
companies*	1,173	960		
Provision for staff indemnities of Thrace				
lpoma**	56	49		
Pension plan of Don & Low Ltd**	4,798	9,680		
Pension plan of Thrace Polybulk A.S. **	54	(8)		
Pension plan of Synthetic Packaging Ltd**	-	381		
Total provision at the end of the year	6,417	11,457	336	395

\* Non-financed plans

\*\* Financed plans

#### 20.1 Changes due to the revised IAS 19

There was no effect in the equity and the liabilities of the Group and the Company due to the revised IAS 19. There was an effect on the Group's statement of comprehensive income from Don & Low Itd as the amounts which had been recorded in the financial results of the statement of comprehensive income based on the revised IAS 19, have been now recorded in other comprehensive income.

Following the above, these changes affected the statement of comprehensive income as follows:

Changes due to the revised IAS 19	Group
	2012
Proft / (losses), after taxes (A)	
Profit / (losses), prior to accounting principle change	7,106
Reverse entry of actuarial profit / losses	(1,726)
Change in deferred taxation	423
Profit / (losses), following accounting principle change	5,803
Other Comprehensive Income (B)	

	1
Total income prior to accounting principle change	3,099
Reverse entry of actuarial profit / losses	1,726
Change in deferred taxation	(423)
Other Comprehensive Income following accounting principle change	
(B)	4,402
Total comprehensive income after taxes (A+B)	
prior to accounting principle change	10,205
Change in aggregate comprehensive income	-
Aggregate comprehensive income after taxes (A+B)	
following accounting principle change	10,205

# 20.2 Provision for staff indemnities

# 20.2.1 Provision for staff indemnities of Greek companies

Provision for staff indemnities of Greek companies	<b>Companies of Greece</b>		Company	
and the second se	2013	2012	2013	2012
Amounts recognized in the balance sheet				
Present value of liabilities Net liability recognized in the balance	1,509	1,355	336	395
sheet	1,509	1,355	336	395
Amounts recognized in the results				
Cost of current employment	57	76	11	32
Net interest on the liability / (asset)	46	63	13	31
Ordinary expense in the account of results	103	139	24	63
Recognition of prior service cost Cost of curtailment / settlements / service	-	(88)	-	(24)
termination	356	479	142	269
Other expense / (income)	(5)	3	(52)	(251)
Total expense in the account of results	454	533	115	57
Change in the present value of the liability Present value of liability at the beginning of				
period	1,355	1,318	395	670
Cost of current employment	57	76	11	32
nterest cost	46	63	13	31
Benefits paid from the employer Cost of curtailment / settlements / service	(437)	(598)	(201)	(330)
termination	356	479	142	269
Other expense / (income)	(5)	3	(52)	(251)
Cost of prior service during the period Actuarial loss / (profit) – financial	-	(88)	-	(24)
assumptions Actuarial loss / (profit) – demographic	110	180	21	39
assumptions Actuarial loss / (profit) – evidence from the	-	(78)	-	(31)
period Present value of liability at the end of	28	(1)	7	(11)
period	1,509	1,355	336	395

Adjustments				
Adjustments profit / (loss) in the liabilities	(110)	(4.02)	(24)	(0)
due to change of assumptions Empirical adjustments profit / (loss) in	(110)	(102)	(21)	(9)
liabilities	3	1	(7)	11
Total actuarial profit / (loss) in the Net				
Worth	(107)	(101)	(28)	2
Changes in the Net Liability recognized in				
Balance Sheet				
Net liability / receivable at the beginning of				
year	1,355	1,318	395	670
Benefits paid from the employer	(437)	(598)	(201)	(330)
Total expense recognized in the account of	45.4	53.4	445	
results	454	534	115	57
Total amount recognized in the Net Worth	137	101	27	(2)
Net liability at the end of year	1,509	1,355	336	395
Cumulative amount in the Net Worth				
Profit / (Loss)	(744)	(637)	(194)	(166)
Money flows				
Expected benefits from the plan in the				
following year	3	36	-	33
Actuarial Assumptions				
Discount rate	3.00%	3.47%	3.00%	3.47%
Inflation	2.00%	2.00%	2.00%	2.00%
Average annual increase of salaries	2.00%	2.00%	2.00%	2.00%
Duration of liabilities	17.79 years	17.79 years	17.79 years	17.79 years
		•	-	-

The calculation of the provision for staff retirement indemnities of the Group's Greek companies was estimated according to 40% of the defined indemnity per employee and day wage according to Greek law.

# 20.2.2 Provision for staff indemnities of THRACE IPOMA AD

Provision for staff indemnities of Thrace Ipoma AD	2013	2012
Amounts recognized in the balance sheet		
Present value of liabilities	56	49
Net liability recognized in the balance sheet	56	49
Amounts recognized in the results		
Cost of current employment	9	7
Net interest on the liability / (asset)	2	2
Ordinary expense in the account of results Cost of curtailment / settlements / service	11	9
termination	(2)	-

Total expense in the account of results	9	9
Change in the present value of the liability Present value of liability at the beginning of		
period	49	44
Cost of current employment	9	7
Interest cost	2	2
Benefits paid from the employer Cost of curtailment / settlements / service	-	(4)
termination	(2)	-
Cost of prior service during the period Actuarial loss / (profit) – financial	-	-
assumptions	3	-
Actuarial loss / (profit) – demographic assumptions Actuarial loss / (profit) – evidence from the	(4)	-
period	(1)	-
Present value of liability at the end of period	56	49
Adjustments		
Adjustments profit / (loss) in the liabilities		
due to change of assumptions	(3)	-
Empirical adjustments profit / (loss) in	_	
liabilities	5	-
Total actuarial profit / (loss) in the Net Worth	2	-
Changes in the Net Liability recognized in Balance Sheet Net liability / receivable at the beginning of		
year	49	44
Benefits paid from the employer	-	(4)
Total expense recognized in the account of	2	<b>a</b>
results	9	9
Total amount recognized in the Net Worth	(2)	
Net liability at the end of year	56	49
Cumulative amount in the Net Worth Profit / (Loss)	2	-
Money flows Expected benefits from the plan in the	_	
following year	7	-
Actuarial Assumptions		
Discount rate	4.00%	4.50%
Inflation	2.80%	4.40 %
Average annual increase of salaries	5.00%	5.00%
Duration of liabilities	10.4 years	11.8 years

## 20.3 Pension Plans

## 20.3.1 Pension Plan of DON & LOW LTD

The Pension Plan of the subsidiary DON & LOW LTD is a defined benefit plan that operates as an independent legal entity having the form of a trust. This means that its assets are independent to those of the company DON & LOW LTD.

The accounting entries of the plan based on the revised IAS 19 is as follows:

Provision for staff indemnities of Don & Low LTD	2013	Revised 2012 based
		on IAS 19
Amounts recognized in the balance sheet		
Present value of liabilities	118,748	116,162
Fair value of the plan's assets	(113,950)	(106,482)
Net liability recognized in the balance sheet	4,798	9,680
Amounts recognized in the results		
Cost of current employment	1,060	986
Net interest on the liability / (asset)	353	740
Ordinary expense in the account of results	1,413	1,726
Other expense / (income)	235	247
Foreign exchange differences	31	(12)
Total expense in the account of results	1,679	1,961
Change in the present value of the liability		
Present value of liability at the beginning of	116 160	107.095
period Cost of surrent employment	116,162	107,985 987
Cost of current employment	1,060	
Interest cost	4,828	5,303
Benefits paid from the employer	(6,359)	(3,823)
Other expense / (income) Actuarial loss / (profit) – financial	706	740
assumptions	3,532	2,466
Actuarial loss / (profit) – evidence from the	-,	_,
period	1,177	-
Foreign exchange differences	(2,360)	2,504
Present value of liability at the end of period	118,748	116,162
Change in the value of assets		
Value of the plan's assets at the beginning of		
period	106,482	92,661
Income from interest	4,474	4,563
Return on assets	9,537	9,002
Employer's contributions	1,413	1,480
Employees' contributions	471	494
Benefits paid from the plan	(6,358)	(3,823)
Foreign exchange differences	(2,069)	2,105
Adjustments	113,950	106,482
Adjustments profit / (loss) in the liabilities	(0.555)	( )
due to change of assumptions	(3,532)	(2,466)

Empirical adjustments profit / (loss) in		
liabilities	(1,177)	-
Empirical adjustments profit / (loss) in assets Total actuarial profit / (loss) in the Net	9,537	9,002
Worth	4,828	6,536
Foreign exchange differences	90	(42)
Total amount recognized in the Net Worth	4,918	6,494
Asset allocation*		
Equities	96,917	86,386
Bonds	15,713	14,827
Property / Other	1,319	5,269
Total	113,949	106,482
Changes in the Net Liability recognized in		
Balance Sheet		
Net liability / receivable at the beginning of	0.000	45.224
year	9,680	15,324
Benefits paid from the employer Total expense recognized in the account of	(1,413)	(1,480)
results	1,648	1,973
Total amount recognized in the Net Worth	(4,828)	(6,536)
Foreign exchange differences	(290)	399
Net liability at the end of year	4,798	9,680
Cumulative amount in the Net Worth Profit		
/ (Loss)	7,969	3,290
Money flows		
Expected benefits from the plan in the		
following year	(6,358)	(3,823)
Actuarial Assumptions		
Discount rate	4.50%	4.40%
Inflation	3.50%	2.90%
Future increases of salaries	3.75%	3.65%
Duration of liabilities	17 years	17 years

\* The plan's assets are recorded at their fair value.

The category property-other mainly includes the plan's cash and cash equivalents.

Due to the revised IAS 19, amounts that had been previously recorded in the financial results, have been now recorded in other comprehensive income.

Following the above, the change in the net liability depicted in the balance sheet is analyzed as follows:



Provision for staff indemnities of Don & Low LTD	Revised 2012 based on IAS 19	2012	Foreign exchange differences	Change
Total amount recognized in the account of results	(1,961)	(205)	30	(1,726)
Total amount recognized in the Net Worth	6,536	4,779	(30)	1,726

Therefore, the change in the statement of comprehensive income and the liability is zero.

The demographic assumptions are as follows:

A) The average pension age is 62 years.

B) the life expectancy is based on the normal mortality tables.

# 20.3.2 Pension Plan of the companies of the Group SYNTHETIC (HOLDINGS) LTD

Two subsidiaries of the associate company SYNTHETIC HOLDINGS LTD, have defined benefit pension plans, which are described below.

# 20.3.2.1 Pension Plan of SYNTHETIC PACKAGING

The Pension Plan of the subsidiary company Synthetic Packaging LTD is a defined benefit plan and operates as a separate legal entity with the form of a trust. This means that the assets are entirely separate from the assets of the company Synthetic Packaging LTD.

The accounting entries of the plan based on the revised IAS 19 is as follows:

Provision for staff indemnities of Synthetic Packaging	2013	2012
Amounts recognized in the balance sheet		
Present value of liabilities	-	900
Fair value of the plan's assets	-	(519)
Net liability recognized in the balance sheet	-	381
Amounts recognized in the results		
Cost of current employment	(8)	(20)
Net interest on the liability / (asset)	(2)	(11)
Ordinary expense in the account of results Cost of curtailment / settlements / service	(10)	(31)
termination	359	-
Total expense in the account of results	349	(31)
<b>Change in the present value of the liability</b> Present value of liability at the beginning of		
period	900	629
Cost of current employment	11	29
Interest cost	8	33

Benefits paid from the employer	-	(8)
Cost of curtailment / settlements / service		
termination	(916)	-
Other expense / (income)	(3)	-
Actuarial loss / (profit) – financial		247
assumptions	-	217
Present value of liability at the end of period	0	900
Change in the value of assets		
Value of the plan's assets at the beginning of		
period	519	430
Expected Return on assets	(532)	53
Employer's contributions	13	35
Employees' contributions	3	9
Benefits paid from the plan	(3)	(8)
Adjustments profit / (loss) in the liabilities		
due to change of assumptions	-	(239)
Empirical adjustments profit / (loss) in		
liabilities	-	31
Empirical adjustments profit / (loss) in assets	-	22
Total actuarial profit / (loss) in the Net		(100)
Worth	-	(186)
Total amount recognized in the Net Worth	-	(186)
Changes in the Net Liability recognized in		
Balance Sheet		
Net liability / receivable at the beginning of		
year	381	199
Benefits paid from the employer	-	(35)
Total expense recognized in the account of		
results	(349)	31
Total amount recognized in the Net Worth	(32)	186
Net liability at the end of year	-	381
Cumulative amount in the Net Worth Profit		
/ (Loss)	-	-
, (2000)		
Money flows		
Expected benefits from the plan in the		
following year	-	-
Actuarial Assumptions	2.001	2.60%
Discount rate	3.60%	3.60%
Inflation	2.50%	2.50%
Future increases of salaries	2.50%	2.50%
Duration of liabilities		

The demographic assumptions are as follows:

A) The average retirement age is 65 years old.

B) The life expectancy is based on the normal mortality tables.



# 20.3.2.2 Pension Plan of THRACE POLYBULK A.S.

The Company THRACE POLYBULK A.S. has a defined benefit Pension Plan, which is covered by the Life Insurance Company "Storebrand".

The accounting entries of the plan based on the revised IAS 19 is as follows:

Provision for staff indemnities of Thrace Polybulk A.S.	2013	2012
Amounts recognized in the balance sheet		
Present value of liabilities	1,026	860
Fair value of the plan's assets	(972)	(868)
Net liability recognized in the balance sheet	54	(8)
Amounts recognized in the results		
Cost of current employment	140	138
Net interest on the liability / (asset)	-	3
Ordinary expense in the account of results	140	141
Other expense / (income)	5	5
Foreign exchange differences	(10)	3
Total expense in the account of results	136	149
Change in the present value of the liability Present value of liability at the beginning of period	860	811
Cost of current employment	141	137
Interest cost	32	23
Other expense / (income)	(33)	(23)
Actuarial loss / (profit) – financial	(55)	(23)
assumptions	151	(133)
Foreign exchange differences	(123)	45
Present value of liability at the end of period	1,026	860
Change in the value of assets		
Value of the plan's assets at the beginning of period	868	684
Income from interest	27	14
Expected Return on assets	(43)	(34)
Employer's contributions	241	(54)
Foreign exchange differences	(120)	40
Adjustments	972	868
Adjustments profit / (loss) in the liabilities	J12	000
due to change of assumptions	151	(133)
Empirical adjustments profit / (loss) in assets	44	34
Total actuarial profit / (loss) in the Net		
Worth	195	(99)
Foreign exchange differences	(13)	(2)
Total amount recognized in the Net Worth	182	(101)

Balance Sheet

Net liability / receivable at the beginning of year	(8)	128
Benefits paid from the employer	(275)	(188)
Total expense recognized in the account of		
results	146	146
Total amount recognized in the Net Worth	195	(100)
Foreign exchange differences	(3)	5
Net liability at the end of year	54	(8)
Cumulative amount in the Net Worth Profit		
/ (Loss)	-	-
(1000)		
Money flows		
Expected benefits from the plan in the		
following year	-	204
Actuarial Assumptions		
Discount rate	4.00%	3.90%
Inflation	3.50%	3.25%
Future increases of salaries	3.75%	3.50%

The demographic assumptions are as follows:

A) The average retirement age is 67 years old.

B) The life expectancy is based on the normal mortality tables.

# 21 Deferred Taxes

## Group

A. Change of deferred tax in the results	2013	2012
As at 1 January	(4,256)	(3,211)
Change in the results	(283)	950
Foreign exchange differences	22	30
Change in statement of comprehensive income	(107)	(389)
Change in equity	(984)	(1,636)
As at 31 December	(5,608)	(4,256)

B. Deferred tax liabilities	Depreciations	Other	Total
As at 1 January 2012	(5,307)	(1,484)	(6,791)
Change in the results Change in statement of comprehensive income	(192)	129	(63)
Foreign exchange differences	(33)	-	(33)
Change in equity	11	(3)	8

As at 31 December 2012	(5,521)	(1,358)	(6,879)
Change in the results Change in statement of comprehensive income	(786)	43	(743) -
Foreign exchange differences	45	88	133
Change in equity	-	9	9
As at 31 December 2013	(6,262)	(1,218)	(7,480)

C. Deferred tax assets	Liabilities for employee benefits	Provisions	Non- recognized taxes	Other	Total
As at 1 January 2012	4,109	882	-	(1,412)	3,579
Change in the results Change in statement of	343	147	159	355	1,004
comprehensive income Foreign exchange	25	10	-	32	67
differences	92	0	(5)	(54)	33
Change in equity	(2,080)	14	-	7	(2,059)
As at 31 December 2012	2,489	1,054	154	(1,073)	2,624
Change in the results Change in statement of	18	437	(49)	52	459
comprehensive income Foreign exchange	(2)	-	-	(105)	(107)
differences	(91)	-	(7)	(13)	(110)
Change in equity	(994)	-	-	-	(994)
As at 31 December 2013	1,420	1,490	98	(1,138)	1,872

# Company

A. Change of deferred tax in the results	2013	2012
As at 1 January	(341)	(483)
Change in the results	(51)	143
Foreign exchange differences	-	-
Change in statement of comprehensive income	-	-
Change in equity	7	(1)
As at 31 December	(385)	(341)

B. Deferred tax liabilities	rred tax liabilities Depreciations O		Total
As at 1 January 2012	(1,018)	(6)	(1,025)
Change in the results	135	-	135
As at 31 December 2012	(884)	(6)	(889)
Change in the results	(231)	4	(228)
As at 31 December 2013	(1,115)	(2)	(1,117)

C. Deferred tax assets

Liabilities for

Provisions

Other



As at 1 January 2012	134	408	-	542
Change in the results	(55)	62		7
Change in equity	-	-		-
As at 31 December 2012	79	470		549
Change in the results	15	161		176
Change in equity	7			7
As at 31 December 2013	101	631		732

In the statement of financial position, deferred tax assets and liabilities are offset per Company, while in the specific table deferred tax assets and liabilities are presented in detail. Therefore, any reconciliation is made in the change between assets and liabilities.

# 22 Suppliers and Other Short-Term Liabilities

Suppliers and Other Short-Term Liabilities	Group		Company	
	2013	2012	2013	2012
Suppliers	33,440	27,484	2,021	2,268
Sundry creditors	1,898	1,638	232	293
Liabilities from taxes and pensions	2,712	3,042	716	1,204
Dividends payable	29	26	29	26
Customer prepayments	382	335	54	73
Personnel salaries payable	1,127	1,216	377	545
Accrued expenses – Other accounts payable	5,982	5,775	113	222
Total other short-term liabilities	45,570	39,516	3,542	4,631
Liabilities towards related companies	263	66	3	3
Total short-term liabilities	45,833	39,582	3,545	4,634

The fair value of the liabilities approaches the book values.

## 23 Financial Derivatives

The Group enters into forward foreign exchange contracts to cover foreign exchange risk from the receipt of receivables and payments of suppliers in foreign currencies. Such contracts have several maturity dates, according to the date of the expected receipt or payment. The valuation of the Company's open positions on 31 December 2013 is as follows:

2013 Currency	Open Position	Forward purchase / (sale) amount	Forward purchase / (sale) value	Market Value	Valuation Profit/(Loss)	
USD	Sale	1,400	1,043	1,015	28	



GBP		Sale	250	299	300	(1)
Total			1,650	1,342	1,315	27
	2012 Currency	Open Position	Forward purchase / (sale) amount	Forward purchase / (sale) value	Market Value	Valuation Profit/(Loss)
USD		Sale	1,500	1,164	1,137	27
GBP		Sale	500	625	613	12
Total			2,000	1,789	1,750	39

## 24 Factoring

During 2010 the Company Thrace Plastics Pack signed a Factoring agreement with ABC Factors. According to I.A.S. 39, on 31/12/2013 the amount of euro 2,218 that has been received by the Company from ABC Factors and corresponds to customers with the right to recourse (uninsured) has been registered in Loans.

#### 25 <u>Segment reporting</u>

The operating segments are based on the different group of products, the structure of the Group's management and the internal reporting system. From the present financial year and onwards the Group's activity will be distinguished into two segments, the technical fabrics segment and the packaging segment. The activity of the parent Company is included in the Packaging segment.

The group's operating segments are as follows:

#### **Technical Fabrics**

Production and trade of technical fabrics for industrial and technical use.

#### Packaging

Production and trade of packaging products, plastic bags, plastic boxes for packaging of food and paints and other packaging materials for agricultural use.

BALANCE SHEET FOR 31.12.2013	TECHNICA L FABRICS	PACKAGING	NON- CLASSIFI ED	WRITE-OFF OF TRANSACTI ONS BETWEEN SEGMENTS	GROUP	TECHNICAL FABRICS
Segment assets	135,367	116,910	1,880	-	(2,615)	251,542
Total consolidated assets	135,367	116,910	1,880	-	(2,615)	251,542



INCOME STATEMENT FOR THE PERIOD FROM 1.1 - 31.12.2013	TECHNICAL FABRICS	PACKAGING	OTHER	WRITE-OFF OF TRANSACTIO NS BETWEEN SEGMENTS	GROUP
Turnover	163.513	112.062	-	(10.252)	265.322
Cost of sales	(139.324)	(89.452)	-	11.171	(217.605)
Gross profit	24,189	22,610	-	918	47,717
Other operating income	1,834	4,233	-	(3,153)	2,913
Distribution expenses	(11,683)	(10,425)	-	(120)	(22,228)
Administrative expenses	(8,512)	(9,168)	(87)	2,357	(15,410)
Other operating expenses	(137)	(2,144)	(72)	-	(2,353)
Income/Expenses from FX differences	(371)	222	-	-	(149)
Operating profit / (loss)	5,319	5,328	(158)	2	10,491
Interest & related (expenses)/income	(1,655)	(2,904)	(24)	-	(4,584)
Other Financial (expenses)/income	(363)	834	-	-	470
Earnings / (losses) before tax					
(Continued Operations)	3,301	3,257	(183)	2	6,377
Total Earnings / (losses) before tax	3,301	3,257	(183)	2	6,377
Depreciations	4,178	5,355	-	-	9,533
Total Earnings / (losses) before interest depreciation & amortization	9,497	10,683	(158)	2	20,024

BALANCE SHEET FOR 31.12.2012	TECHNICAL FABRICS	PACKAGING	NON- CLASSIFIED	WRITE-OFF OF TRANSACTIO NS BETWEEN SEGMENTS	GROUP
Segment assets	134,468	118,699	-	(1,882)	251,285
Total consolidated assets	134,468	118,699	-	(1,882)	251,285

ΚΑΤΑΣΤΑΣΗ ΑΠΟΤΕΛΕΣΜΑΤΩΝ ΠΕΡΙΟΔΟΥ ΑΠΟ 1.1 - 31.12.2012	ΤΕΧΝΙΚΑ ΥΦΑΣΜΑΤΑ	ΣΥΣΚΕΥΑΣΙΑ	ΑΠΑΛΟΙΦΗ ΣΥΝΑΛΛΑΓΩΝ ΜΕΤΑΞΥ ΤΟΜΕΩΝ	ομινοΣ
Turnover	168,647	109,108	(13,006)	264,749
Cost of sales	(136,918)	(90,439)	13,835	(213,522)
Gross profit	31,730	18,668	829	51,227
Other operating income	2,253	3,187	(2,457)	2,983
Distribution expenses	(11,827)	(11,672)	10	(23,489)
Administrative expenses	(7,785)	(7,927)	1,618	(14,094)



1

(189)	(2105)	(12)	(2306)
(125)	(110)	54	(181)
14,056	41	43	14,139
(1,512)	(3,538)		(5,050)
789	(69)		(1,006)
13,332	(3,566)	43	8,083
-	(181)	-	(181)
13,332	(3,747)	43	7,902
4,442	5,990	-	10,433
	325		325
18,498	6,032	43	24,572
	428		428
18,498	6,460	43	25,000
	(125) 14,056 (1,512) 789 13,332 13,332 4,442 18,498	(125)       (110)         14,056       41         (1,512)       (3,538)         789       (69)         13,332       (3,566)         -       (181)         13,332       (3,747)         4,442       5,990         325         18,498       6,032         428	(125)       (110)       54         14,056       41       43         (1,512)       (3,538)       (3,538)         789       (69)       -         13,332       (3,566)       43         -       (181)       -         13,332       (3,747)       43         4,442       5,990       -         325       -       -         18,498       6,032       43

#### 26 Dividend

The General Shareholders" Meeting on 29 May 2013 approved the annual financial statements of the financial year 2012 and decided the distribution of a dividend of 2,094,123 euro (0.0466 euro per share). The net amount received by the shareholders after the deduction of the withheld tax of 25% amounts to euro 1,570,592.31 (euro 0.035 per share).

## 27 Transactions with Related Parties

The transactions with subsidiaries and related companies are presented below. The transactions of the parent with the Group's subsidiaries, are analyzed as follows:

2013	Group	Company
Income	4,141	11,255
Expenses	4,141	3,904
Receivables	1,255	3,810
Liabilities	226	3

The transactions between the Group's companies and related companies are analyzed as follows:

2012	Group	Company
Income	11	9
Expenses	280	173

Receivables	64	54
Liabilities	37	-

Remuneration of Board of Directors	Gro	oup	Com	pany
	2013	2012	2013	2012
Remuneration of Board of Directors	3,791	3,398	1,203	1,335

The Company has provided loan guarantees for the account of its subsidiaries for an amount of euro 18,677.

Guarantees for Subsidiaries	2013	2012
Thrace Non Wovens & Geosynthetics SA	10,182	6,843
Lumite	-	464
Thrace Ipoma AD	2,200	1,500
Thermokipia Thrakis SA	584	-
Thrace Plastics Pack SA	5,711	-

# 28 Commitments and Contingent Liabilities

On 31 December 2013 there are no significant legal issues pending that may have a material effect in the financial position of the Companies in the Group.

An amount of taxes – surcharges of euro 171 that emerged from the tax audit of fiscal years 2006 and 2007 is under dispute by the Company's Management and will be resolved in the tax courts. With regard to the above amount, no provision has been formed.

The Company, and the Group's companies have issued letters of guarantee concerning the Greek State, suppliers and customers.

The Company has issued letters of guarantee in favor of third parties, amounting to euro 1,683.

## 29 <u>Fees of auditing firms</u>

During the financial year 2013, the total fees of the Company's and Group's legal auditors, are analyzed as follows, according to those stated in article 43a of C.L. 2190/1920, as amended by article 30 of L. 3756/2009:

Fees of auditing firms	Group		Company	
	2013	2012	2013	2012
Fees of auditing services	409	405	55	76
Fees of other services	295	96	223	27
Total	704	501	278	103



#### 30 Discontinued Operations

Due to the signing of the final agreement for the sale of the subsidiary, by 50%, company under the name "'Thrace Teknik Ambalaj Sanaii A.S.' for a consideration of 818 thousand euro on 5th March 2013, the particular activity was recorded in the financial statements of the year ending on 31 December 2013, as discontinued activity.

	Discontinued Operations
	1/1 - 31/12/2012
Turnover	3,110
Cost of Goods Sold	(2,816)
Gross Profit / (Loss)	294
Other Operating Income	130
Distribution Expenses	(162)
Administration Expenses	(145)
Other Operating Expenses	0
Income / (Expenses) from Foreign Exchange Differences	(15)
Operating Profit / (Loss) before taxes, financial and investment results	102
Interest and related (expenses) / income	(283)
Other Financial (expenses) / income	0
Proft / (Losses) before taxes	(181)
Income Tax	0
Proft / (Losses) after taxes	(181)

	Discontinued Operations
	31/12/2012
ASSETS	
Non Current Assets	
Self-utilized Tangible Fixed Assets	1,417
Intangible Fixed Assets	71
Other Long-Term Receivables	-
Deferred Tax Receivables	12
Total Non Current Assets	1,500
	375

#### Current Assets

Current Assets	
Inventories	
Income Tax prepaid	8
Customer Receivables (Affiliated Companies)	54
Customer Receivables	679
Debtors and Other Accounts	170
Cash and Cash Equivalents	25
Total Current Assets	1,312
TOTAL ASSETS	2,812
SHAREHOLDERS' EQUITY & LIABILITIES	
Shareholders' Equity	
Share Capital	940
Share Premium Reserve	0
Other Reserves	(110)
Results carried forward	(909)
Total Shareholders' Equity	(80)
Long-Term Liabilities	
Long-term Loans	-
Provisions from Employee Benefits	-
Other Provisions	-
Deferred Tax Liabilities	-
Other Long-Term Liabilities	463
Total Long-Term Liabilities	463
Short-Term Liabilities	
Short-Term Loans	1,387
Income Tax	11
Short-Term Liabilities to Affiliated Companies	0
Suppliers	839
Other Short-Term Liabilities	191
Derivatives	
Provisions	
Total Short-Term Liabilities	2,428
TOTAL LIABILITIES	2,892
	2,092
TOTAL SHAREHOLDERS' EQUITY & LIABILITIES	2,812



Cash Flows	Discontinued Activities 2012
Cash from operating activities	144
Cash from investing activities	(135)
Cash from financing activities	4
Increase of cash	13
Cash at 31.12.2011	12
Cash at 31.12.2012	25

## 31 <u>Reclassifications of accounts</u>

In the present financial statements, the comparative data of the previous financial year have been adjusted for comparison purposes. Specifically, amount of euro 791 was transferred from the distribution expenses to the administrative expenses and amount of euro 378 was transferred from the other operating expenses to the distribution expenses.

#### 32 Risk Management

The financial assets used by the Group, mainly consist of bank deposits, bank overdrafts, receivable and payable accounts and loans.

In general, the Group's activities create several financial risks. Such risks include market risk (foreign exchange risk and risk from changes and raw materials prices), credit risk, liquidity risk and interest rate risk.

## **32.1** Risk from fluctuation of prices of raw materials

The Company is exposed to fluctuations in the price of polypropylene (which represents 55% of cost of sales), which is faced with a corresponding change in the sale price of the final product. The possibility that the increase in polypropylene prices will not be fully transferred to the sale price, induces pressure on profit margins.

## 32.2 Credit risk

The Group is exposed to credit risk, and in order to manage such consistently, it applies a clearly defined credit policy that is continuously monitored and reviewed, in order to assure that the provided credit does not exceed the credit limit per customer. Also, insurance contracts are made to cover sales per customer, while collateral is not required on the assets of customers. During the preparation date of the financial statements, provisions were made for doubtful debts and the Management considers that there is no other substantial credit risk that is not covered by insurance coverage or provisions.

The following table presents an analysis of the maturity of trade and other receivables on 31/12/2013:

Maturity of Trade Receivables (Customers) 2013	Group	Company
01 – 30 days	27,204	2,215
31 – 90 days	18,156	3,382
91 – 180 days	3,867	1,014
Over 180 days	8,357	3,640
Subtotal	57,585	10,251
Provision for doubtful receivables	(8,439)	(2,461)
Total	49,146	7,790

The above amounts are presented on the basis of days of delay in the following table:

Analysis of Balances of Customers in Delay of Year 2013	Group	Company
Receivables in due time	34,314	5,157
Receivables overdue Receivables overdue for which a provision for	14,833	2,633
doubtful receivables has been made	8,439	2,461
Subtotal	57,586	10,251
Provision for doubtful receivables	(8,439)	(2,461)
Total	49,146	7,790

For the amounts with over 90 days of delay, which have been classified as doubtful, the Group has proceeded with provisions that are deemed as sufficient.

The corresponding amounts of customer maturity and delay for the year 2012 are presented in the following tables:

Maturity of Trade Receivables (Customers) 2012	Group	Company
01 – 30 days	23,554	2,762
31 – 90 days	24,150	3,526
91 – 180 days	4,717	1,069
Over 180 days	7,385	2,881
Subtotal	59,807	10,238
Provision for doubtful receivables	(8,153)	(2,406)
Total	51,654	7,832

Analysis of Balances of Customers in Delay of Year 2013

Group

Company



Receivables in due time	34,702	6,151
Receivables overdue Receivables overdue for which a provision for	16,952	1,681
doubtful receivables has been made	8,153	2,406
Subtotal	59,807	10,238
Provision for doubtful receivables	(8,153)	(2,406)
Total	51,654	7,832

# 32.3 Liquidity risk

The monitoring of liquidity risk is focused on managing cash inflows and outflows on a constant basis, in order for the Group to have the ability to meet its cash flow obligations. The management of liquidity risk is applied by maintaining cash equivalents and approved bank credits. During the preparation date of the financial statements, there were adequate cash reserves and also available unused approved bank credits towards the Group, which are considered sufficient to face a possible shortage of cash equivalents.

Short-term liabilities are renewed at their maturity, as they are part of the approved bank credits.

The following table presents the liabilities –loans according to their maturity dates.

Group 2013	Up to 1 month	1-6 months	6-12 months	Over one year	Total
Suppliers	17,351	16,686	8	-	34,045
Other short-term liabilities Short-term debt	10,197 22,752	2,011 22,693	521 18,338	-	12,729 63,783
Long-term debt	806	720	327	9,759	11,612
Other long-term debt	-	-	-	1,413	1,413
Total 31.12.2013	51,106	42,110	19,194	11,172	123,582

Company 2013	Up to 1 month	1-6 months	6-12 months	Over one year	Total
Suppliers	719	1,306	-	-	2,025
Other short-term liabilities	1,234	273	13	-	1,520
Short-term debt		9,005	9,005	-	18,010
Long-term debt	-	-	-	4,000	4,000
Other long-term debt	-	-	-	145	145
Total 31.12.2013	1,953	10,584	9,018	4,145	25,700

Group 2012	Up to 1 month	1-6 months	6-12 months	Over one year	Total
Suppliers	16,680	11,308	4	-	27,992
Other short-term liabilities	8,914	1,909	1,660	-	12,483
Short-term debt	995	5,444	61,577	-	68,016
Long-term debt	470	-	-	12,722	13,192

Other long-term debt				1,226	1,226
Total 31.12.2012	27,059	18,661	63,241	13,948	122,909

Company 2012	Up to 1 month	1-6 months	6-12 months	Over one year	Total
Suppliers	1,440	829	-	-	2,269
Other short-term liabilities	1,865	329	-	-	2,194
Short-term debt	-	-	22,009		22,009
Long-term debt	-	-	-	-	-
Other long-term debt				171	171
Total 31.12.2012	3,305	1,158	22,009	171	26,643

#### 32.4 Foreign exchange risk

The Group is exposed to foreign exchange risk that arises from existing or expected cash flows in foreign currency and from investments in foreign countries. The management of several risks is applied with the use of natural hedging instruments. Specifically, the Group's policy is to contract loans in the corresponding currency for the amount of customer balances in foreign currency.

Effect of exchange rate changes in the financial statements of the Group from the translation of balance sheets of foreign subsidiaries.

#### Amounts concerning the year 2013

		Foreign Currency								
Change in Exchange Rate against the Euro Earnings before	USD	GBP	NOK	SEK	RSD	RON	BGN	HKD		
tax										
+5%	531	1,207	230	223	27	162	234	3		
-5%	(531)	(1,207)	(230)	(223)	(27)	(162)	(234)	(3)		
Equity +5%	361	965	166	174	23	136	211	2		
-5%	(361)	(965)	(166)	(174)	(23)	(136)	(211)	(2)		

## Amounts concerning the year 2012

		Foreign Currency						
Change in Exchange Rate against the Euro Earnings before	USD	GBP	NOK	SEK	RSD	RON	BGN	TRY
<b>tax</b> +5%	571	1,346	199	213	29	130	282	156



-5%	(571)	(1,346)	(199)	(213)	(29)	(130)	(282)	(156)
Equity +5%	371	1,016	143	157	26	109	254	137
-5%	(371)	(1,016)	(143)	(157)	(26)	(109)	(254)	(137)

## 32.5 Interest rate risk

The Group's long-term loans have been provided by Greek and foreign banks and are issued, mainly in Euro. The repayment period varies, according to the loan contract and long-term loans are mainly linked to Euribor plus a margin.

The Group's short-term loans have been provided by several banks, under Euribor, plus a margin and Libor plus a margin.

It is estimated that a change in the average annual interest rate by 1 percentage point, will result in a (charge) / improvement of earnings before tax as follows:

Possible interest rate change	Effect on earnings before tax				
	Group		Company		
	2013	2012	2013	2012	
1% interest rate increase	(752)	(823)	(221)	(221)	
1% interest rate decrease	752	823	221	221	

## 32.6 Capital Adequacy Risk

The Group controls capital adequacy using the Net Bank Debt to Operating Profit ratio and the ratio of Net Bank Debt to Equity. The Group's objective in relation to capital management is to ensure its smooth operation aiming at providing satisfactory returns for shareholders and benefits for other parties, as well as to maintain an ideal capital structure in order to ensure a low cost of capital. For this purpose the Group systematically monitors working capital, in order to maintain the lowest possible level of external financing.

<b>2013</b> 11,493 63,659	<b>2012</b> 13,046	<b>2013</b> 4,000	2012
	,	4,000	-
63.659			
,-00	67,924	18,010	22,009
75,152	80,970	22,010	22,009
42,530	46,408	15,028	15,870
32,622	34,562	6,982	6,139
	25.000	402	(705)
20,024	25,000	182	(795)
	42,530	42,530 46,408 32,622 34,562 20,024 25,000	42,530       46,408       15,028         32,622       34,562       6,982         20,024       25,000       182



EQUITY (Total Activity)	112,242	109,585	77,992	80,614
NET BANK DEBT / EQUITY	0.29	0.32	0.09	0.08

# 33 Significant Events

Following, the significant events that took place during financial year 2013, are presented.

- On 07.01.2013, the company "Thrace Plastics SA " announced the establishment of a new company, named "Thrace Greenhouses S.A.", which has is located in the municipality of Topeirou in Xanthi and is controlled by 100% by the Company. The object of activity of the new company will be to construct greenhouses for tomato production by applying the method of hydroponic cultivation and the utilization of geothermal energy. The initial investment is projected to reach  $\in$  1.7 million and is expected to be implemented within this year.

- On 05.03.2013, the company Thrace Plastics SA informed investors regarding the signing of a definitive agreement for the sale of the participation (50%) held by the subsidiary Thrace Plastics Pack ABEE in Thrace Teknik, which is based in Istanbul, for a total amount of 818,000 Euro, the repayment of which will take place gradually.

The company Thrace Teknik produces packaging containers for ice cream, dairy and other foods and has an annual turnover of around 5.6 million, while it reported only marginal losses in the previous year

The Company's management proceeded to this move because it does not consider Turkey as a market with potential for further development in the sector of operation and through the abovementioned transaction, the Group not only reduced its consolidated net debt of 2.5 million, but it also will increase its liquidity with the equivalent amount of this transaction.

It should be noted that during the last fiscal year of 2012, Thrace Teknik represented only 1.1% of the Group's turnover.

- On 30.07.2013, the company Thrace Plastics SA informed investors that the Annual General Meeting of Shareholders held on the 29th of May, 2013, decided, among other things, on the decrease of its share capital by the amount of 427,440.00 euro, by reducing the total number of shares from 45,949,500 to 45,094,620 ordinary, registered shares, due to cancellation of 854,880 treasury shares in accordance with Article 16 of C.L.2190/1920.

These 854,880 shares were purchased during the period from 11.04.2008 to 03.11.2010, in execution of the by 03.11.2008 resolution of the General Meeting of Shareholders. After this reduction, the Company's share capital amounts, now, to 22,547,310.00 euro, divided into 45,094,620 common, registered shares with a nominal value of Euro 0.50 each.

On 18.07.2013, was recorded in the General Commercial Registry (GCR), the number K2 - 4989/15.07.2013 decision of the Deputy Minister of Development and Competitiveness, according to which the amendment of Article 5 of the company's Articles of Association was



approved. The Board of Directors of the Athens Exchange, during its meeting held on 25.07.2013, was informed on this reduction of the Company's share capital through the cancellation of treasury shares.

Following the above, the Company's decision states that, from 31.07.2013, the trading of its 854,880 shares on the ASE has ceased.

# 34 Events after the balance sheet date

There are no events subsequent to the date of the balance date, which affect the financial statements of the group.

The Financial Statements were prepared in accordance with International Financial Reporting Standards as adopted by the European Union, approved by the Board of Directors, on March 21, 2014, and signed by the representatives of such.

The Chairman of the Board and Chief Executive Officer	The Vice Chairman	The Head Accountant		
KONSTANTINOS ST. CHALIORIS	THEODOSIOS A. KOLYVAS	SPYRIDON A. NTAKAS	FOTINI K. KYRLIDOU	
ID No. AI 569344	ID No. AI 101026	ID No. AE 044759	ID No. AK 104541 Prof. Lic. No. O.E.E 34806 A' CLASS	



THRACE GROUP		THRAC	E PLAS	STICS Co. S.A.				
		Company Reg. No. Registered offic	: 11188/06/B/86/31, G	nneral Commerce Reg. No. : 12512246000 PALITY of AVDIRA, XANTHI, GREECE				
		Data and informat	ion for the period fr	m 1 January 2013 to 31 December 2013				
Publis The following data and information, that are derived from the financial statements, aim at p	hed in accordance with C.L. 219 providing general information on the finar	0/20, article 135 for c ncial position and results o	ompanies that prepa M THRACE PLASTICS C	re financial statements, consolidated and non-consolidated accordin . S.A., and the THRACE PLASTICS GROUP. Therefore, before proceeding with any kin the work proceeding with any kink the summer the second statement of the	g to LF.R.S. d of investment choice or	other transaction with the Cor	npany, readers should r	refer to the compar
	website when	e the financial statements	are available together wi	h the audit report by the Certified Public Accountant, when applicable. Board of Directors' Composition: Kon/nos Chaloris, Chairman & CEO - Executive				
Approval date of th	e annual financial statements by the Relevant Au			Theodosios A. Kolyvas, Vice-Chairman, Execu Braimis P. George, Director - Executive Member	tive Member			
	Company W	lebsite: <u>www.thr</u>	acegroup.gr	Stephen B. Duffy, Director - Executive Member				
	Certified Public Accountant - A Auditin		Konstantinos CPA (SOEL) nouseCoopers AE	License Reg. No. 17701 Christos P. Slatis, Director - Executive Member Kon/nos L Gianniris, Director - Independent No	Executive Member			
	Type of audit i			Ibannis G. Apostolakos, Director - Independent	Non Executive Member			
Amounts in thousand Euro, unless stated other				Fronistas Ch. Petros, Director - Independent N				
STATEMENT OF FINA				STAT	MENT OF CASH FLOWS			
ASSETS	GROUP 31/12/2013 31/12	2/2012 31/12/20	COMPANY 13 31/12/2012		1/1 - 31/12/2	GROUP 013 1/1 - 31/12/2012		MPANY 1/1 - 31/12/2
Tangble fixed assets		7,797 7,7	40 8,626	Operating activities Earnings (losses) before taxes and minority interest from continued operations	6,37		1,171	9,4
Investment property	110		10 0,626	Earnings (losses) before taxes and minority interest from clonardea operations Earnings (losses) before taxes and minority interest from discontinued operation		- (180)	-	9,4
Intangible assets Participations in subsidiaries & related companies	10,839 1	10,546 1 - 68.7	16 152 35 67,636	Pus/Minus adjustments for:				
Other non-current assets	611		81 116	Depreciations	9,53		1,097	1,3
Financial assets at fair value through results Inventories	27 58.082 5	39 51.064 <b>2.8</b>	 31 3.629	Provisions Foreign exchange differences	(2,1)		(161) 22	
Trade receivables	49,147 5	51,654 7,7	90 7,832	(Profit)/loss from sale of fixed assets		4 8	(10)	
Other current assets Cash & cash equivalents		12,616 3,4 16.408 15,0		Income from investments Financial (income) / expenses	(8)		(3,130) 989	(12,9
TOTAL ASSETS CONTINUED OPERATIONS	251,542 25	51,285 105,8		Pirancia (income) / expenses Operating profit before changes in working capital	18,21		(22)	1,3
Total assets from discontinued operations TOTAL ASSETS		2,812 54,097 <b>105,8</b>	- · · ·	(Increase) / Decrease of receivables	51	73 1,105	112	1,8
EQUITY & LIABILITIES				(Increase) / Decrease of inventories	(7,90	09) (1,316)	773	3,1
Share capital Other equity		22,975 22,5 36,610 55,4		(Decrease) / Increase of liabilities (apart from banks) Cash equivalents from operating activities	6,58	33 (577)	(335)	(2,6
Total Shareholders' Equity (a)	112,242 10	09,585 77,9		Minus:				
Minority interest (b) Total Equity (c) = (a) + (b)		1,373		Interest expenses and related expenses paid Taxes	(5,11		(1,495)	(1,5
Long-term debt	11,493 1	13,045 4,0	- 00	Total inflows(outflows) from operating activities (a)	9,72		(967)	
Provisions/Other-long-term liabilities Short-term bank debt		18,182 2,3 37,924 18,0		Investment activities Proceeds from sales of tangible and intangible assets		<b>5</b> 53	13	
Other-short-term liabilities	47,096 4	1,096 3,5	44 4,463	Interest received	50		488	2
Total liabilities (d) TOTAL EQUITY & LIABILITIES FROM CONTINUED OPERATIONS (c) + (d)		40,247 27,8 51,205 105,8		Dividends received Increase of share capital in subsidiary		 - (128)	2,500 (750)	9,9
Liabilities from discontinued operations		2,892		Other investment income	48		55	
TOTAL EQUITY AND LIABILITIES STATEMENT OF CI		54,097 105,8	62 108,112	Purchases of tangible fixed assets Purchase of intangible assets and other investments	(7,13	<ul> <li>(5,842)</li> <li>(178)</li> </ul>	(221) (14)	(
of Atlantation of a				Changes in minority interest		- (26)		
	GROUP 1/1 - 31/12/2013 1/1 - 31		COMPANY 2013 1/1 - 31/12/2012	Total inflows / (outflows) from investment activities (b) Financing activities	(5,4)	(5,707)	2,071	10,1
Total equity at beginning of period (01/01/2013 and 01/01/2012				Increase of participation in subsidiary			(400)	
respectively)	110,958 10	0,864 <b>80,6</b>	14 72,760	Purchase of treasury shares Receipts from grants - subsidies		- (133) 54 3,173	- 18	(1 2,4
Earnings / (losses) for the period after taxes (continued and discontinued operations)	2,580	5,623 (5	i <b>08)</b> 7,985	Proceeds from issued / undertaken loans	10,68	<b>35</b> 991	4,000	2,7
Total comprehensive income after taxes	2.259	4,402	(20) 2	Finance leases Repayments of loans	(21 (16,55		- (3.999)	(1
Distributed dividends	(2,094)	- (2,0		Dividends paid	(1,50	54) -	(1,564)	
Issued shares Purchase of treasury shares	-	(72)	- (133)	Total inflows / (outflows) from financing activities (c) Net increase / (decrease) in cash & cash equivalents	(7,63	28) 388	(1,945)	2,2
Other changes	2	274	<u> </u>	for the period (a) + (b) + (c)	(3,37		(841)	12,3
Total equity at end of period (31/12/2013 and 31/12/2012 respectively)	113,705 11	10,958 77,9	92 80,614	Cash & cash equivalents at the beginning of the period Contribution of cash from absorbed company	46,40	08 33,743	15,869	3,5
				Effect from changes of exchange rates on cash & cash equivalents	(49	<b>99)</b> 493		
				Change from discontinued operations Cash & cash equivalents at the end of the period	42,53	- (24) 30 46,408	15,028	15,8
				* Revised due to the amended IAS 19			,	10,0
			STATEMENT OF COM	PREHENSIVE INCOME				
			GROUP		COMPANY			
Note: There are no discontinued operations in 2013.	1/1 - 31/12/2013	Contin		12/2012				
Turnover	Continued Operation 265,322		ions d	Total 1/1 - 31 267.858 17,	12/2013	1/1 - 31/12/2012 25.193		
Gross profit/(losses)	47,717	51,2	27 294	51,521 1,4		990		
Earnings/(losses) before Interest and Taxes (EBIT) Earnings / (losses) before Taxes	10,491 6,377	14,13		14,241 (9 7,903 1,		(2,139) 9,437		
Earnings / (losses) after Taxes (A)	2,580	5,80	3 (180)	5,623 (5		7,985		
- Owners of the parent - Mnority interest	2,486 94	5,94 (14		5,768 (145)		-		
Other comprehensive income after taxes (B)	2,259	4,40	2 -	4,402 (	0)	2		
Total comprehensive income after taxes (A) + (B) - Owners of the parent	4,839 4,749	10,20		10,025 (5	28)	7,987		
- Mnority interest	90	(15	I) -	(151)				
Earnings / (losses) after taxes per share – basic (in €)	0.0552	0.13	21 (0.0039)	0.1281				
Earnings/ (losses) before interest, Taxes, Depreciation & Amortization (EBITDA)	20.024	24.5	72 428	25.000				
Amon szálloll (EDI DA)	20,024	24,5		25,000 A & INFORMATION				
				8. Other comprehensive income concerns:				
<ol> <li>Information regarding the Group structure, participations in subsidiaries and their consolidation reported in note 10 of the notes.</li> </ol>	on method are presented in note 1 of the	notes, while the tax unaud	ited financial years are			GROUP		MPANY
The basic accounting principles of the balance sheet for 31/12/2012 have been followed.				FX differences from Balance Sheet translations	<u>1.1 - 31.12.2</u> (1,2		1.1 - 31.12.2013	1.1 - 31.12.201
3. There are no judicial or under arbitration differences of judicial or arbitration bodies, that may	y have a significant effect on the financial	position of the Company	and Group.	Actuarial Profit / (loss)	3,5	46 4,038	(20)	
4. The following liens or collateral have been written on fixed assets		GROUP			2,2	59 4,402	(20)	
		12,49	n -			coour		
5. Number of employed staff at the end of each period:	GROUP 31/12/2013 31/12	2/2012 31/12/201	COMPANY 3 31/12/2012	9. The cumulative provisions that have been recorded amount to:		GROUP		MPANY
			68 157		1.1 - 31.12.2			1.1 - 31.12.2
6. The transactions between related parties, according to LA.S. 24, are as follow s:				Provision for doubtful debt Provision for staff indemnities	8,4 6,4		2,461 336	2,4
		GROUP		Provision for inventory impairment	1,9	92 2,349	25	
i) Income ii) Expenses		4,1 4,4		Provisions for tax differences from unaudited fiscal years Provision for taxation of tax free reserves L. 4172	9 1,30		150 1,300	1
ii) Receivables		1,3		10. No company of the Group ow ns treasury shares, apart from the parent compa	ty which by means of a de	cision issued by the Ordinary	General Shareholders'	Meeting convened
<ul> <li>k) Liabilities</li> <li>k) Transactions &amp; Remunantion of Board members and serior executives</li> </ul>		2 3,7		20/04/2012, it owned on 31/12/2013, 220,554 treasury shares.	,	,		
v) Transactions & Remuneration of Board members and senior executives		3,7	. 1,203	l				
				<ol> <li>Income tax in the statement of comprehensive income is analyzed as follow s:</li> </ol>		GROUP		MPANY
<ol> <li>Due to the sale of the Group's participation in Thrace Teknik, the comparative items have been</li> </ol>	to amended accordingly. Date in an	ented in pote 30 -t +	ancial Statements	hoome Tax	<u>1.1 - 31.12.2</u> 1,5		1.1 - 31.12.2013	
7. Due to the sale of the Group's participation in Thrace Teknik, the comparative items have been Due to the revision of IAS 19, the comparative items of the Group have been adjusted. Note				Provision for tax of un-audited fiscal years	3	15 325	- 30	
				Non-exempt taxes from abroad Tax provision L. 4172, article 72	3 1,3		297 1,300	1,
				Deferred tax	25	4 (950)	51	(
			Avdira, 21 March 2014	Total	3,7	2,280	1,678	1
	The Vice-Chairman			The Head of Financial Services		The Ver	Accountant	
The Chairman and Chief Executive Officer						ine Heat		
The Chairman and Chief Executive Officer	The vice-chairman							
The Chairman and Chief Executive Officer	The vice-charman							
The Chairman and Chief Executive Officer	The vice-charman							
The Chairman and Chief Excessive Officer KONSTANTINOS ST. CHALIORIS	THEODOSIOS A. KOLYVA	s		FYRDON A. NTAKAS D No. AE 044759			. KYRLIDOU AK 104541	



# INFORMATION OF ARTICLE 10 OF LAW 3401/2005

During 2013 the Company published the following press releases/announcements, relevantly informing investors:

December 18, 20	13
	THRACE PLASTICS Co. S.A. Dividend Lapse of fiscal year 2007
November 21, 20	13
	THRACE PLASTICS Co. S.A. Commentary on Nine-Month Results
November 14, 20	13
	THRACE PLASTICS Co. S.A. Notification on the draft amendment to the Articles of Association
November 1, 201	3
	THRACE PLASTICS Co. S.A. Prenotice of the Extraordinary General Meeting of Shareholders
October 17, 2013	
	THRACE PLASTICS Co. S.A. Tax Certificate Issuance
August 29, 2013	
	THRACE PLASTICS Co. S.A. Financial Results of the First Half of 2013
August 01, 2013	
	THRACE PLASTICS Co. S.A. Notification of the new amount of the s/c
August 01, 2013	
1.1.1. 20 2012	THRACE PLASTICS Co. S.A. Notification
July 30, 2013	
June 5, 2013	THRACE PLASTICS Co. S.A. Update on Dividend Cut and Payment (Correction)
June 3, 201	THRACE PLASTICS Co. S.A. Update on Dividend Cut and Payment
	THRACE PLASTICS Co. S.A. Notification on the Resolutions of the Annual GMoS
May 29, 2013	
	THRACE PLASTICS Co. S.A. Draft Amendment of the Articles of Association
May 28, 2013	
	THRACE PLASTICS Co. S.A. Commentary on First Quarter of 2013 Results
May 24, 2013	
	THRACE PLASTICS Co. S.A. Invitation of the Ordinary GMoS
May 2,2013	
	THRACE PLASTICS Co. S.A. Update regarding the question of SEC
March 27, 2013	
	THRACE PLASTICS Co. S.A. Commentary on the Group's 2012 Results
March 21, 2013	
	THRACE PLASTICS Co. S.A. Notification
March 5, 2013	
	THRACE PLASTICS Co. S.A. Establishment of a new company
January 7, 2013	



# FINANCIAL INFORMATION WEBSITE

The Annual Financial Statements of the Company (Company and Consolidated ), the Audit Report of the Chartered Auditor-Accountant and the Board of Directors' Report, as well as the Annual Financial Statements, the audit certificates of the Chartered Auditor-Accountant and the Reports of the Board of Directors of the companies that are incorporated in the consolidated financial statements of "THRACE PLASTICS SA" are registered on the internet at <u>www.thracegroup.gr</u>