01.01.2013

30.09.2013

#### Quarterly financial statement of the entrepreneur-TFI-POD

Tax number (MB):	3747034		
Company registration number (MBS):	070004039		
Personal identification number (OIB):	00872098033		
	VARTEKS d.d. VARAŽDIN		
Postal code and place	42000	VARAŽDIN	
Street and house number:	ZAGREBAČKA 94		
E-mail address:	info@varteks.com		
Internet address	www.varteks.com		
unicipality/city code and name	472 VARAŽDIN		
County code and name	5 VARAŽDINSKA		Number of employees: 1.824
Consolidated report:	YES		(quarter end)  NKD code: 1.413
Companies of the consolidati	ion subject (according to IFRS):	Seat:	MB:
	BURGTRADE G.m.b.h.	Eisenstadt, Austrija	00128280Y
	VARTEKS LOGISTIC d.o.o.	Varaždin, Hrvatska	01038133
	VARTEKS PRO d.o.o.	Varaždin, Hrvatska	1280511
	VARTEKS ESOP d.o.o.	Varaždin, Hrvatska	070092385
Bookkeeping service:			
Contact person:	Bolšec Vlado		
Telephone:	(please enter only contact person's fan 042/377-005		042/377-005
E-mail address:	vbolsec@varteks.com		
Family name and name:	Davidović Nenad (person authorized to represent the co	mnany)	
Documents to be		mpany)	

- 1. Financial statements (balance sheet, profit and loss statement, cash flow statement, statement of changes in equity, and notes to financial statements

  2. Statement of persons responsible for the drawing-up of financial statements
- 3. Report of the Management Board on the Company Status

L.S.

(signature of the person authorized to represent the company)

VARTEKSdd

/ Zagrebačka 94 / HR-42000 VARAŽDIN / 9

## Balance Sheet as of 30.09.2013.

Position	AOP	Previous period	Current period
1	2	3	4
ASSETS			
A) RECEIVABELS FOR SUBSCRIBED NOT PAID CAPITAL	001		710 505 500
B) NON-CURRENT ASSETS (003+010+020+029+033)  I. INTANGIBLE ASSETS (004 do 009)	002	781.778.733	743.505.580 3.702.069
Expenditure for development	003	6.796.816	3.702.069
Concessions, patents, licenses, trademarks, service marks, software and other rights	005	6.796.816	3.702.069
Goodwill	006	0.790.010	0.702.000
Advances for purchase of intangible assets	007		
5. Intangible assets in progress	008		
6. Other intangible assets	009		
II. PROPERTY, PLANT AND EQUIPMENT (011 do 019)	010	751.711.415	716.533.568
1. Land	011	185.830.699	178.962.809
2. Buildings	012	506.321.128	490.032.750
3. Plant and equipement	013	51.492.499	41.010.020
Tools, working inventory and transportation assets	014	6.992.292	5.403.015
5. Biological assets	015		
6. Advances for purchase of tangible assets	016	33.657	
7. Tangible assets in progress	017	809.082	892.926
8. Other tangible assets	018	232.058	232.048
9. Investment in real-estate	019		C
III. NON-CURRENT FINANCIAL ASSETS (021 do 028)	020	20.136.826	20.164.127
Share in related parties	021	14.822.645	16.426.265
2. Loans to related parties	022		
3. Participating interests (shares)	023	165.900	C
Loans to companies with participating interest	024		
5. Investments in securities	025		010.10
6. Loans, deposits, etc.	026	782.828	810.131
7. Other non-current financial assets	027	4.365.453	2.927.731
8. Equity-accounted investments	028	2 422 676	2 405 946
IV. RECEIVABLES (030 do 032)  1. Receivables from related parties	029	3.133.676	3.105.816
Receivables from related parties     Receivables arising from sales on credit	030		
3. Other receivables	031	3.133.676	3.105.816
V. DEFERRED TAX ASSET	032	3.133.070	5.105.010
C) CURRENT ASSETS (035+043+050+058)	034	92.868.091	77.299.421
I. INVENTORIES (036 do 042)	035	44.339.905	35.811.975
Raw materials and supplies	036	14.782.748	13.745.807
2. Production in progress	037	1.112.161	790.020
3. Finished products	038	12.466.999	13.406.895
4. Merchandise	039	15.443.737	7.466.599
5. Advances for inventories	040	534.260	379.488
6. Long term assets held for sale	041		23.166
7. Biological assets	042		
II. RECEIVABLES (044 do 049)	043	40.675.078	38.108.478
Receivables from related parties	044		74.091
Receivables from end-customers	045	21.927.121	19.734.257
Receivables from participating parties	046		
Receivables from employees and members of the company	047	175.158	184.149
5. Receivables from government and other institutions	048	17.899.925	17.741.345
6. Other receivables	049	672.874	374.636
III. CURRENT FINANCIAL ASSETS (051 do 057)	050	2.729.327	2.002.072
Share in related parties	051		
2. Loans to related parties	052		
Participating interests (shares)  A Leass to companies with participating interest	053		
Loans to companies with participating interest     Investments in securities.	054	4 000 045	4 500 040
Investments in securities     Loans, deposits, etc.	055	1.630.215	1.526.248 475.824
7. Other financial assets	056	1.099.112	4/3.824
IV. CASH AND CASH EQUIVALENTS	057 058	5.123.781	1.376.896
D) PREPAYMENTS AND ACCRUED INCOME	059	1.727.943	337.657
E) TOTAL ASSETS (001+002+034+059)	060	876.374.767	821.142.658
F) OFF BALANCE SHEET ITEMS	061	16.125.523	3.736.787

A) ISSUED CAPITAL AND RESERVES (063+064+065+071+072+075+078)	062	181.976.069	114.142.156
I. SUBSCRIBED SHARE CAPITAL	063	96.040.350	96.040.350
II. CAPITAL RESERVES	064		
III.RESERVES FROM PROFIT (066+067-068+069+070)	065	475.381	1.564.383
1. Legal reserves	066		
2. Reserve for own shares	067	9.182.650	9.182.650
Treasury shares and shares (deductible items)	068	9.182.650	9.182.650
Statutory reserves	069		
5. Other reserves	070	475.381	1.564.383
IV. REVALUATION RESERVES	071	273.081.818	267.315.189
V. RETAINED EARNINGS OR LOSS CARRIED FORWARD (073-074)	072	-45.942.412	-186.753.705
Retained earnings	073		
2. Loss carried forward	074	45.942.412	186.753.705
VI. NET PROFIT OR LOSS FOR THE PERIOD (076-077)	075	-141.679.068	-64.024.061
Net profit for the period	076		
2. Net loss for the period	077	141.679.068	64.024.061
VII. MINORITY INTEREST	078		
B) PROVISIONS (080 do 082)	079	86.622	97.659
Provisions for pensions, severance pay and similar libabilities	080		
2. Provisions for tax liabilities	081		
3. Other provisions	082	86.622	97.659
C) NON-CURRENT LIABILITIES (084 do 092)	083	174.631.076	148.829.582
Liabilites to related parties	084		
Liabilities for loans, deposits, etc.	085	3.388.461	
Liabilities to banks and other financial institutions	086	102.895.660	81.852.445
Liabilities for advances	087	102.000.000	01.002.110
5. Trade payables	088	76.500	148.340
6. Commitments on securities	089	70.000	110.010
Liabilities to companies with participating interest	090		
8. Other non-current liabilities	091		
9. Deferred tax liabilities	092	68.270.455	66.828.797
D) CURRENT LIABILITIES (094 do 105)	093	518.792.298	557.222.264
Liabilites to related parties	094	17.714	176.637
Liabilities for loans, deposits, etc.	095	6.896.145	6.278.426
Liabilities to banks and other financial institutions	096	181.130.167	224.833.062
Liabilities for advances	097	1.920.580	1.700.231
5. Trade payables	098	102.563.036	96.462.510
6. Commitments on securities	099	102.303.030	30.402.010
7. Liabilities to companies with participating interest	100		
8. Liabilities to emloyees	101	21.494.231	20.128.414
S. Clabilities to embyees     Taxes, contributions and similar liabilities	102	190.212.916	192.804.529
	102	190.212.910	192.004.029
10. Liabilities arising from share in the result			
11. Liabilities arising from non-current assets held for sale	104	14.557.509	14.838.455
12. Other current liabilities	105	888.702	850,997
E) ACCRUED EXPENSES AND DEFERRED INCOME		876.374.767	
F) TOTAL EQUITY AND LIABILITIES (062+079+083+093+106)	107		821.142.658
G) OFF BALANCE SHEET ITEMS	108	16.125.523	3.736.787
ADDITION TO BALANCE SHEET (only for consolidated financial statements)			
ISSUED CAPITAL AND RESERVES			105
1. Attributable to majority owners	109	181.976.069	135.279.587
2. Attributable to minority interest	110		

### Income statement period 01.01.2013. to 30.09.2013.

Varteks Group - Varaždin

Position	AOP			Current period	
		Cummulative	Quarter	Cummulative	Quarter
1	2	3	4	5	6
I. OPERATING INCOME (112 do 113)	111	202.450.049	71.580.596	122.953.281	38,623.893
1. Rendering of services	112	192.184.668	67.162.567	114.277.377	35.907.614
2. Other operating income	113	10.265.381 259.805.235	4.418.029 110.417.685	8.675.904 165.687.937	2.716.279 53.898.790
II. OPERATING COSTS (115+116+120+124+125+126+129+130)	114	3.589.202	2.521.588	-200.855	-2.006.837
Change in inventories of work in progress     Material expenses (117 do 119)	116	108.775.789	42.732.690		17.958.161
a) Costs of raw materials	117	100.775.765	42.732.030	30.321.413	17.500.101
b) Cost of goods sold	118				
c) Other material expenses	119				
3. Employee benefits expenses (121 do 123)	120	82.686.855	26.763.214	70.822.250	23.281.734
a) Net salaries	121	02.000.000			
b) Tax and contributions from salary expenses	122				
c) Contributions on salary	123				
4. Depreciation and amortisation	124	12.843.146	4.227.226	11.238.782	3.542.476
5. Other expenses	125	21.497.905	7.509.258	17.446.205	5.634.032
6. Write down of assets (127+128)	126	24.379.260	24.367.701	1.698.822	1.684.975
a) non-current assets (except financial assets)	127				
b) current assets (except financial assets)	128				
7. Provisions	129	160,000	160.000	0	
8. Other operating costs	130	5.873.078	2.136.008	5.761.314	3.804.249
III. FINANCIAL INCOME (132 do 136)	131	2.312.672	1.836.868	1.344.076	160.550
Interest, foreign exchange differences, dividens and similar income from related parties	132	0	0	835.720	C
2. Interest, foreign exchange differences, dividens and similar income from third parties	133	2.308.477	1.989.909	506.289	158,484
3. Income from investments in associates and joint ventures	134	2.000.417	0		(00.40
4. Unrealised gains (income) from financial assets	135		0		
5. Other financial income	136	4.195	-153.041	2.067	2.066
IV. FINANCIAL EXPENSES (138 do 141)	137	34.342.187	21.631.568		7.819.506
Interest, foreign exchange differences, dividens and similar income from related narries.	138	0	0		1.756.543
2. Interest, foreign exchange differences, dividens and similar income from third parties	139	34.328.239	21.620.088	19.934.796	6.062.963
3. Unrealised losses (expenses) from financial assets	140		0		(
4. Other financial expenses	141	13.948	11.480	95.357	(
V. SHARE OF PROFIT FROM ASSOCIATED COMPANIES	142				
VI. SHARE OF LOSS FROM ASSOCIATED COMPANIES	143			* '	
VII. EXTRAORDINARY - OTHER INCOME	144				
VIII. EXTRAORDINARY - OTHER EXPENSES	145				
IX. TOTAL INCOME (111+131+142+144)	146	204.762.721	73.417.464	124.297.357	38.784.443
X. TOTAL EXPENSES (114+137+143+145)	147	294.147.422	132.049.253	188.310.011	61.718.296
XI. PROFIT OR LOSS BEFORE TAXES (146-147)	148	-89.384.701	-58.631.789	-64.012.654	-22.933.853
1. Profit before taxes (146-147)	149	0	0		(
2. Loss before taxes (147-146)	150	89.384.701	58.631.789	64.012.654	22.933.853
XII. TAXATION	151	13.419	13.419		5.421
XII. PROFIT OR LOSS FOR THE PERIOD (148-151)	152	-89.398.120	-58.645.208	-64.024.060	-22.939.274
1. Profit for the period (149-151)	153	0	0	0	(
2. Loss for the period (151-148)	154	89.398.120	58.645.208	64.024.060	22.939.274
ADDITION TO PROFIT AND LOSS ACCOUNT (only for consolidated financial statements)					1
XIV. PROFIT OR LOSS FOR THE PERIOD	455				
Attributable to majority owners     Attributable to minority interest	155				
2. Attributable to minority interest STATEMENT OF OTHER COMPREHENSIVE INCOME (only for IFRS adopters)	156				
I. PROFIT OR LOSS FOR THE PERIOD (=152)	157	-89.398.120	-58.645.208	-64.024.060	-22.939.274
II. OTHER COMPREHENSIVE INCOME/LOSS BEFORE TAXES (159 TO 165)	157	3.119.991	3.119.991		139.186
Exchange differences from international settlement	159	3.118.891	3.119.991		139.100
Changes in revaluation reserves of long-term tangible and intangible assets	160	2.984.381	2.984.381		(
3. Profit or loss from re-evaluation of financial assets held for sale	161	2.304.301	2,904.301		(
4. Profit or loss from cash flow hedging	162	135.610	135.610		139.186
5. Profit or loss from hedging of foreign investments	163	100.010	0		133.100
6. Share of other comprehensive income/loss from associatied companies	164		0		(
7. Actuarial gains/losses from defined benefit plans	165		0		(
III. TAXATION OF OTHER COMPREHENSIVE INCOME FOR THE PERIOD	166		0		
IV. NET OTHER COMPREHENSIVE INCOME FOR THE PERIOD (158 TO 166)	167	3.119.991	3.119.991	278.136	139,186
V. COMPREHENSIVE INCOME OR LOSS FOR THE PERIOD (157+167)	168	-86.278.129	-55.525.217		-22.800.088
ADDITION TO STATEMENT OF OTHER COMPREHENSIVE INCOME (only for consolidated financial statements)		53,210,120	33.020.217	55.7 15.521	22.000.000
1. Attributable to majority owners	169	-86.278.129	-55.525.217	-63.745.924	-22.800.088

#### CASH FLOW STATEMENT - Indirect method

period 1.1.2013. to 30.9.2013.

HRK

	HRK				
Position	AOP oznaka	Previous period	Current period		
1	2	3	4		
CASH FLOWS FROM OPERATING ACTIVITIES					
Profit before tax	073	-89.384.701	-64.012.655		
Depreciation and amortisation	074	12.843.146	11.238.782		
3. Increase of current liabilities	075	51.736.300	0		
Decrease of current receivables	076		2.566.600		
5.Decrease of inventories	077	34.206.073	8.527.930		
6. Other cash flow increases	078	4.323.811	2.079.836		
I. Total increase of cash flow from operating activities	079	13.724.629	-39.599.507		
Decrease of current liabilities	080		4.655.210		
2. Increase of current receivables	081	17.391.208	0		
3. Increase of inventories	082		0		
4. Other cash flow decreases	083		0		
II. Total decrease of cash flow from operating activities	084	17.391.208	4.655.210		
A1) NET INCREASE OF CASH FLOW FROM OPERATING ACTIVITIES	085	0	0		
A2) NET DECREASE OF CASH FLOW FROM OPERATING ACTIVITIES	086	3.666.579	44.254.717		
CASH FLOW FROM INVESTING ACTIVITIES					
Proceeds from sale of non-current assets	087	87.601	27.033.812		
Proceeds from sale of non-current financial assets	088		0		
3. Interest received	089		0		
4. Dividend received	090		0		
Other proceeds from investing activities	091	17.954.371	1.438.279		
III. Total cash inflows from investing activities	092	18.041.972	28.472.091		
1. Purchase of non-current assets	093		0		
Purchase of non-current financial assets	094	16.161.621	1.437.720		
Other cash outflows from investing activities	095	10.101.021	0		
IV. Total cash outflows from investing activities	096	16.161.621	1.437.720		
B1) NET INCREASE OF CASH FLOW FROM INVESTING ACTIVITIES	097	1.880.351	27.034.371		
B2) NET DECREASE OF CASH FLOW FROM INVESTING ACTIVITIES	098	0	0		
CASH FLOW FROM FINANCING ACTIVITIES	038	0			
Proceeds from issue of equity securities and debt securities	099		0		
Proceeds from loans and borrowings	100		17.302.382		
Other proceeds from financing activities	101	6.587.587	17.302.302		
V. Total cash inflows from financing activities	102	6.587.587	17.302.382		
Repayment of loans and bonds	103	5.398.186	0		
Nepayment of loans and bonds     Dividends paid	104	5.396.166	0		
Repayment of finance lease	105		0		
Nepayment of inflance lease     Purchase of treasury shares			0		
5. Other cash outflows from financing activities	106		2 020 024		
VI. Total cash outflows from financing activities	107	5 200 400	3.828.921		
	108	5.398.186	3.828.921		
C1) NET INCREASE OF CASH FLOW FROM FINANCING ACTIVITIES	109	1.189.401	13.473.461		
C2) NET DECREASE OF CASH FLOW FROM FINANCING ACTIVITIES	110	0	0		
Total increases of cash flows	111	0	0 710 000		
Total decreases of cash flows	112	596.827	3.746.885		
Cash and cash equivalents at the beginning of period	113	1.932.074	5.123.781		
Increase of cash and cash equivalents	114				
Decrease of cash and cash equivalents	115	-596.827	-3.746.885		
Cash and cash equivalents at the end of period	116	1.335.247	1.376.896		

#### STATEMENT OF CHANGES IN EQUITY

period 01.01.2013 to 30.09.2013.

Position	AOP	Previous year	Current year
1	2	3	4
Subscribed share capital	001	96.040.350	96.040.350
2. Capital reserves	002		
3. Reserves from profit	003	475.381	1.564.383
4. Retained earnings or loss carried forward	004	-45.942.412	-186.753.705
5. Net profit or loss for the period	005	-141.679.068	-64.024.061
6. Revaluation of tangible assets	006	273.081.818	267.315.189
7. Revaluation of intangible assets	007	0	
8. Revaluation of available for sale assets	008	0	
9. Other revaliuation	009	0	
10. Total equity and reserves (AOP 001 to 009)	010	181.976.069	114.142.156
11. Foreign exchenge differences ffrom foreign investments	011		
12. Current and deferred taxes	012		
13. Cash flow hedge	013		
14. Change of accounting policies	014		
15. Correction of significant mistakes of prior period	015		
16. Other changes	016		
17.Total increase or decrease of equity (AOP 011 to 016)	017	0	0
17 a. Attributable to majority owners	018	181.976.069	114.142.156
17 b. Attributable to minority interest	019		

Notes to the Financial Reports

During the reporting period, on 5 February 2013 started a pre-bankruptcy settlement over Varteks d.d.

The settlement was used as a base for the Plan of financial restructuring of the company, and the pre-bankruptcy settlement was reached on 11 July 2013 at the Commercial Court in Varaždin.

On 7 February 2013 three affiliates owned by Varteks d.d. in amount of 100% merged with the parent company.

Varteks d.d. merged: Varteks odjeća d.o.o. Varaždin, Varteks Ludbreg d.o.o. Ludbreg and Varteks Bednja d.o.o. Bednja.

In the reporting period, business was presented together with data of the merged companies.

For Varteks Trade d.o.o. Slovenia, which was owned by the Varteks d.d. in amount of 100% a pre-bankruptcy settlement started on 19 March 2013, and the business of affiliate Varteks Plus d.o.o. in Serbia, also owned by the Varteks d.d. in amount of 100%, was put on hold.

Varteks d.d. Zagrebačka 94 42000 Varaždin

VARAZDIN, 12/27/2013.

## STATEMENT BY PERSONS RESPONSIBLE FOR THE COMPILATION OF THE REPORT FOR I-IX 2013

With this statement, pursuant to the Capital Market Act, we state that to our best knowledge,

- the set of financial reports for Varteks Group for 2013 (hereinafter: Group)
  which was compiled according to International Financial Reporting Standards
  and pursuant to the Croatian Accounting Act offers a comprehensive and
  truthful account of the assets and liabilities, losses and profits, the financial
  position and business activities of the Group.
- The management report contains the truthful account of the development of the Group's operations and position, along with a description of the most significant risks and uncertainties the Group is exposed to.

VARTEKS d. d. / Eagrebacka 94 / HR-42000 VARAŽDIN / 9

PERSON RESPONSIBLE:

Nenad Davidović

Board member responsible for finances

Contact person:

Marina Bradarić - Šlujo

Phone 042 / 377-230



In Varaždin, 28<sup>th</sup> November 2013.

In accordance with regulations of the Capital Market Act, Varteks d.d. Management Board headquartered in Varaždin submitted:

MANAGEMENT INTERIM REPORT FOR VARTEKS D.D.

For the period of 1st January to 30th September 2013.

# Indication of important events that have occurred during the reporting period of the business year and the impact of these events on the abridged set of financial statements

Varteks d.d. submitted at the end of 2012 pursuant to the Financial Transactions and Pre-Bankruptcy Settlement Act and based on the criterion of insolvency a request for the initiation of pre-bankruptcy settlement proceedings, which were officially initiated on February 5, 2013. The illiquidity accumulated during years of economic crisis significantly affected the company's business conditions and results, both in 2012 and in the first half of 2013. It is important to note that the following three affiliated production companies were integrated into the parent company Varteks d.d. at the beginning of 2013: Varteks odjeća d.o.o., Varteks Ludbreg d.o.o. and Varteks Bednja d.o.o. On this basis, certain operating revenue and expenditure items for 2013 cannot be compared to 2012 data.

Operating income for the nine months 2013<sup>th</sup> in the amount of HRK 111.9 million decreased by 35 percent compared to the same period of 2012<sup>th</sup>, observed in the way that data for year 2012. are consolidated with integrated affiliated companies. In terms of operating revenue structure, 57 percent was realized in exports. Illiquidity particularly impacted revenues due to the inability to procure new goods, raw materials and production materials, which affected production and the sale of the company's own products, as well as the overall funding of the season for the sale of products and goods in retail and wholesale networks on the domestic market and markets of countries of the former Yugoslavia.

In the examined period company operated with a loss of HRK 64.2 million, while the loss in the same time period in 2012 had amounted to HRK 89.3 million. A significant item which affected loss in that time period are interest costs of HRK 18.4 million and severance pays as part of the restructuring costs amounting to HRK 2.2 million.

#### Most significant risks and expectations for the remaining business year

The Financial Restructuring Plan for Varteks d.d. was adopted at the beginning of June, while a pre-bankruptcy settlement was concluded in line with the adopted plan on July 11, 2013 before the Commercial Court in Varaždin. The implementation of the financial restructuring measures determined by Plan is in progress. The plan defines a comprehensive solution and the consolidation of company operations. The drafting of an agreement to govern mutual relations with creditors holding separate satisfaction rights as part of the adopted Financial Restructuring Plan is in the final stage. Apart from obligation settlement options, the plan also defines a new credit line of EUR 10 million necessary to establish liquidity, stabilize business processes and continue company operations.

By year's end, it is necessary to implement a part of the measures provided for in the pre-bankruptcy settlement, which will not affect the reporting period of business in the nine months of  $2013^{th}$ .

Varteks d.d.

Zoran Košćec

Board Chairman

VARTEKS, d. d. d. / Zagrebačka 94 / HR-42000 VARAŽDIN / 9