

QUARTERLY REPORT ON THE FINANCIAL RESTRUCTURING OF VARTEKS D.D. JANUARY 1 – DECEMBER 31, 2013

Varaždin, February 14, 2014

The set of attached statements cover the company's operating results in the time period January 1 - December 31, 2013 (provisional/unaudited), while the Quarterly Report on Financial Restructuring covers the time period from the entry into force of Varaždin Commercial Court Decision No. Stpn-51/13-8 of July 11, 2013 to December 31, 2013

1. PRE-BANKRUPTCY SETTLEMENT MEASURES AND IMPLEMENTATION THEREOF

Measure 1 under the concluded Pre-Bankruptcy Settlement

Interest write-off

Established interest write-off by creditor categories:

- Category 1 state narrower: Established interest for write-off amounting to a total of 28,764,330.46 HRK
- Category 2 state other: Established interest for write-off amounting to a total of 5,562,317.13 HRK
- Category 3 city of Varaždin: Established interest for write-off amounting to a total of 24,011.55 HRK
- Category 5 financial institutions without separate satisfaction rights (except for creditors holding exclusion rights): Established interest for write-off amounting to a total of 2,263,606.27 HRK
- Category 7 strategic suppliers and suppliers with payment security instruments: Established interest for write-off amounting to a total of 1,386,219.72 HRK
- Category 8 other suppliers: Established interest for write-off amounting to a total of 897,869.74 HRK

<u>Implementation of measure 1 under the concluded Pre-Bankruptcy</u> <u>Settlement</u>

Measure implementation realized under a Commercial Court decision and implemented through provisional/unaudited business reports for 2013

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2484008 - 1100417652 Raiffeisenbank Austria d.d.

Zagrel

VARTEKS d.d. / Zagrebačka 94 / HR-42000 VARAŽDIN / tel. +385 42 377 105 / fax.+385 42 377 284 / P.P. 32 / info@varteks.com / www.varteks.com

/ Terneljni kapital 96.040.350,00 kn, uplaćen u cijelosti i podjeljen na 1.920.807 redovnih dionica, svaka nominalne vrijednosti 50 kn.
Društvo je upisano u registar Trgovačkog suda u Varaždinu, poslovni broj iz upisnika Tt: 95/463-2 [MBS] 070004039, M.B. 3747034, OIB: 00872098033.
Upravá: predsjednik Zoran Košćec, članovi Miljenko Vidaček, Nenad Davidović. Predsjednik Nadzornog odbora: Milan Horvat.





Measure 2 under the concluded Pre-Bankruptcy Settlement

Debt write-off

Established debt write-off by creditor categories:

- Category 1 state narrower: Established debt write-off amounting to a total of 156,842,237.21 HRK
- Category 2 state others: Established debt write-off amounting to a total of 4,849,278.82 HRK
- Category 3 city of Varaždin: Established debt write-off amounting to a total of 3,730,175.76 HRK
- Category 5 financial institutions without separate satisfaction rights (except for creditors holding exclusion rights): Established debt write-off amounting to a total of 8,574,219.04 HRK

<u>Implementation of measure 2 under the concluded Pre-Bankruptcy</u> <u>Settlement</u>

Measure implementation realized under a Commercial Court decision and implemented through provisional/unaudited business reports for 2013

Measure 3 under the concluded Pre-Bankruptcy Settlement

Converting creditor claims into capital

For category 1 – state narrower: Measure was adopted to convert part of the claims into capital, i.e. recapitalization through part of the claims amounting to 15,000,000.00 HRK

<u>Implementation of measure 3 under the concluded Pre-Bankruptcy</u> <u>Settlement</u>

An official Commercial Court decision on recapitalization with aforementioned value was received after December 31, 2013, hence the recapitalization will be entered into business books in 2014.

Measure 4 under the concluded Pre-Bankruptcy Settlement

Transfer of assets to settle claims

Established claims settlement values through asset transfers/sales by creditor categories:

- Category 1 state narrower: Part of the claims to be settled through real estate transfers/sales amounting to a total of 65,244,860.00 HRK / settlement through cession or sale of 22 real estate assets
- Category 3 city of Varaždin: Part of the claims to be settled through real estate transfers/sales amounting to a total of 1,081,643.00 HRK / settlement through cession or sale of 1 real estate asset

<u>Implementation of measure 4 under the concluded Pre-Bankruptcy</u> <u>Settlement</u>

The settlement of part of the claims from the Pre-Bankruptcy Settlement through the transfer/sale of real estate assets is also linked to the regulation and implementation of debt settlement towards creditors holding separate satisfaction rights who have retained their right to separate settlement and whose claims are not subject to the Pre-

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Bankruptcy Settlement, but are regulated as an integral part of the Financial Restructuring Plan through the separate Agreement on Mutual Relations and Additional Funding for Varteks.

Apart from Varteks d.d., signatories to the agreement are also the following creditors holding separate satisfaction rights: Croatian Ministry of Finance, Zagrebačka banka d.d. Zagreb, Croatian Bank for Reconstruction and Development d.d. Zagreb, Privredna banka Zagreb d.d. Zagreb, Raiffeisenbank Austria d.d. Zagreb, Vaba d.d. banka Varaždin and Croatia osiguranje d.d. Zagreb.

The agreement was harmonized and signed, and in accordance with the established elements of the agreement and measure 4 of the pre-bankruptcy settlement, the required postings were made in the company's business books in 2013.

Measure 5 under the concluded Pre-Bankruptcy Settlement

Deferral of claims due dates

For category 7 – strategic suppliers and suppliers with payment security instruments - a measure was adopted to settle claims through the deferral of claims amounting to a total of 33,522,056.76 HRK. A new due date was established within one year from the entry into force of the concluded Pre-Bankruptcy Settlement.

<u>Implementation of measure 5 under the concluded Pre-Bankruptcy</u> <u>Settlement</u>

The settlement of part of the claims from the Pre-Bankruptcy Settlement through a newly established due date within one year from the entry into force of the concluded Pre-Bankruptcy Settlement is linked to the Agreement on Mutual Relations and Additional Funding for Varteks. The agreement was signed in the fourth quarter of 2013, and once it was signed by all participants and once all established requirements under the agreement were fulfilled, the necessary documentation was drawn up for the approval of a loan as additional funding for Varteks. It was signed in 2014, and claims will be settled in full in line with requirements under the Pre-Bankruptcy Settlement, i.e. in 2014, within the established due date within one year from the entry into force of the concluded Pre-Bankruptcy Settlement.

Measure 6 under the concluded Pre-Bankruptcy Settlement

Debt rescheduling (repayment in installments and changes to due dates)

The concluded Pre-Bankruptcy Settlement includes debt rescheduling with a one-year grace period and a repayment period of 5 years through 60 equal monthly installments.

Established claims settlement values through debt rescheduling by creditor categories:

- Category 2 state other: Part of the claims to be settled through debt rescheduling amounting to a total of 24,290,688.71 HRK
- Category 3 City of Varaždin: Part of the claims to be settled through debt rescheduling amounting to a total of 4,513,620.63 HRK

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- Category 5 financial institutions without creditors holding separate satisfaction rights (except for creditors holding exclusion rights): Part of the claims to be settled through debt rescheduling amounting to a total of 1,742,318.03 HRK
- Category 8 other suppliers: Part of the claims to be settled through debt rescheduling amounting to a total of 11,332,174.52 HRK

<u>Implementation of measure 6 under the concluded Pre-Bankruptcy</u> <u>Settlement</u>

In accordance with established Pre-Bankruptcy Settlement conditions, claims to be settled through debt rescheduling have not yet become due.

2. OTHER ELEMENTS RELATED TO THE COMPANY'S FINANCIAL RESTRUCTURING AND PRE-BANKRUPTCY SETTLEMENT

- At a hearing held on May 13, 2013 before Settlement Council HR03, the offset of established claims of 2,378,418.18 HRK was adopted and performed.
- In accordance with the Financial Restructuring Plan, claims of creditors from the category "creditors holding exclusion rights" will be settled in line with applicable agreements.
- In accordance with the Financial Restructuring Plan, the implementation of the Pre-Bankruptcy Settlement is related to the regulation of liabilities towards creditors holding separate satisfaction rights and the use of new funding sources to cover negative cash flows and restructuring costs with new debits with an estimated value of a total of 75.8 million HRK.
- The implementation of Varteks's financial restructuring and achieving the required liquidity includes the implementation of the concluded Pre-Bankruptcy Settlement and the Agreement on Mutual Rights and Additional Funding for Varteks.
- The implementation of these two documents will be conducted in line with the specified activities.

3. ATTACHMENTS TO THE QUARTERLY REPORT ON THE FINANCIAL RESTRUCTURING OF VARTEKS D.D.

- Attachments relate to the quarterly business reports for the time period January 1 – December 31, 2013. The operational implementation of adopted financial restructuring measures is currently underway, and through the business results for 2013 it was implemented in the manner established in the Pre-Bankruptcy Settlement (recapitalization as established in the item "Implementation of measure 3 under the concluded Pre-Bankruptcy Settlement" will be implemented in 2014) and in the Agreement on Mutual Relations and Additional Funding for Varteks.

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Attachments include:

- Balance Sheet as of December 31, 2013 (provisional/unaudited)
- Profit and Loss Statement for the time period January 1 December 31, 2013 (provisional/unaudited)
- Cash Flow Statement for the time period January 1 December 31, 2013 (provisional/unaudited)
- Statement that no actions have been undertaken which would put creditors in an unequal position

VARTEKS D.D.

Board Chairman

Zoran Košćec

VARTEKSdd

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Balance Sheet as of 31.12.2013.

Position	AOP	Previous period	Current period (net)
1	2	(net)	4
ASSETS			
A) RECEIVABELS FOR SUBSCRIBED NOT PAID CAPITAL	001	0	(
B) NON-CURRENT ASSETS (003+010+020+029+033)	002	780.973.966	401.154.737
I. INTANGIBLE ASSETS (004 to 009)	003	5.611.683	2.946.418
Expenditure for development	004		
Concessions, patents, licenses, trademarks, service marks, software and other rights	005	5.611.683	2.946.418
3. Goodwill	006		
4. Advances for purchase of intangible assets	007		
5. Intangible assets in progress	800		
6. Other intangible assets	009		
II. PROPERTY, PLANT AND EQUIPMENT (011 to 019)	010	750.079.612	388.610.256
1. Land	011	185.830.699	72.089.888
Buildings Plant and equipement	012	505.420.384	278.421.058
Tools, working inventory and transportation assets	013 014	50.788.026	32.905.419
Biological assets 5. Biological assets	014	6.966.466	4.962.593
Advances for purchase of tangible assets	016	33.657	
7. Tangible assets in progress	017	809.082	
8. Other tangible assets	018	231.298	231.298
9. Investment in real-estate	019	201.230	201.230
III. NON-CURRENT FINANCIAL ASSETS (021 to 028)	020	22.148.995	6.451.020
Share in related parties	021	16.834.814	348.548
2. Loans to related parties	022	10.00	0.101010
3. Participating interests (shares)	023	165.900	165.900
Loans to companies with participating interest	024		
5. Investments in securities	025		
6. Loans, deposits, etc.	026	782.828	1.571.119
7. Other non-current financial assets	027	4.365.453	4.365.453
Equity-accounted investments	028		
IV. RECEIVABLES (030 to 032)	029	3.133.676	3.147.043
Receivables from related parties	030	2.579.386	2.623.073
Receivables arising from sales on credit	031		
3. Other receivables	032	554.290	523.970
V. DEFERRED TAX ASSET	033		
C) CURRENT ASSETS (035+043+050+058)	034	94.441.932	181.746.895
I. INVENTORIES (036 to 042)	035	38.686.495	29.896.453
Raw materials and supplies	036	14.190.529	14.214.647
Production in progress Finished products	037	545.413	656.376
4. Merchandise	038	12.362.516	8.615.253
5. Advances for inventories	039	11.054.563 533.474	5.215.505 1.194.672
6. Long term assets held for sale	040	533.474	1.194.072
7. Biological assets	041		
II. RECEIVABLES (044 to 049)	043	51.452.392	144.272.119
Receivables from related parties	044	19.442.740	5.251.302
Receivables from end-customers	045	15.241.025	132.900.219
Receivables from participating parties	046		
4. Receivables from employees and members of the company	047	202.127	157.629
5. Receivables from government and other institutions	048	16.218.825	5.749.249
6. Other receivables	049	347.675	213.720
III. CURRENT FINANCIAL ASSETS (051 to 057)	050	2.772.605	2.837.001
Share in related parties	051		
2. Loans to related parties	052	713.808	
Participating interests (shares)	053		
Loans to companies with participating interest	054		
5. Investments in securities	055	1.057.888	2.294.913
6. Loans, deposits, etc.	056	1.000.909	542.088
7. Other financial assets	057		
IV. CASH AND CASH EQUIVALENTS	058	1.530.440	4.741.322
D) PREPAYMENTS AND ACCRUED INCOME	059	507.369	222.307
E) TOTAL ASSETS (001+002+034+059) F) OFF BALANCE SHEET ITEMS	060 061	875.923.267 15.056.729	583.123.939

EQUITY AND LIABILITIES			
A) ISSUED CAPITAL AND RESERVES (063+064+065+071+072+075+078)	062	200.008.698	270.113.132
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	1,070,176
1. Legal reserves	066		110701170
2. Reserve for own shares	067	9.182.650	9.182.650
3. Treasury shares and shares (deductible items)	068	9.182.650	9.182.650
4. Statutory reserves	069	0.102.000	0.102.000
5. Other reserves	070	475.381	1.070.176
IV. REVALUATION RESERVES	071	273.081.818	174.015.099
V. RETAINED EARNINGS OR LOSS CARRIED FORWARD (073-074)	072	-42,975,527	-66.929.299
1. Retained earnings	073	-42.370.021	-00.525.255
2. Loss carried forward	074	42.975.527	66.929.299
VI. NET PROFIT OR LOSS FOR THE PERIOD (076-077)	075	-126.613.324	65.916.806
Net profit for the period	076	-120.013.324	
2. Net loss for the period		100 010 004	65.916.806
VII. MINORITY INTEREST	077	126.613.324	
	078		
B) PROVISIONS (080 to 082)	079	86.622	9.086.622
Provisions for pensions, severance pay and similar libabilities	080		9.000.000
2. Provisions for tax liabilities	081		
3. Other provisions	082	86.622	86.622
C) NON-CURRENT LIABILITIES (084 to 092)	083	174.473.856	80.683.660
Liabilities to related parties	084		
2. Liabilities for loans, deposits, etc.	085	3.288.461	1.588.671
Liabilities to banks and other financial institutions	086	102.838.440	81.970
4. Liabilities for advances	087		
5. Trade payables	088	76.500	33.731.499
6. Commitments on securities	089		
7. Liabilities to companies with participating interest	090		
8. Other non-current liabilities	091		1.777.745
9. Deferred tax liabilities	092	68.270.455	43.503.775
D) CURRENT LIABILITIES (094 to 105)	093	500.614.490	222.389.827
Liabilites to related parties	094	56.767.277	295.795
2. Liabilities for loans, deposits, etc.	095	6.784.305	151.244
Liabilities to banks and other financial institutions	096	179.177.310	133.687.765
4. Liabilities for advances	097	1.919.672	1.176.082
5. Trade payables	098	91.711.020	40.388.508
6. Commitments on securities	099		
7. Liabilities to companies with participating interest	100		
8. Liabilities to employees	101	9.402.771	18.705.959
9. Taxes, contributions and similar liabilities	102	140.584.102	7.966.930
10. Liabilities arising from share in the result	103		7,1000,000
11. Liabilities arising from non-current assets held for sale	104		
12. Other current liabilities	105	14.268.033	20.017.544
E) ACCRUED EXPENSES AND DEFERRED INCOME	106	739.601	850.698
F) TOTAL EQUITY AND LIABILITIES (062+079+083+093+106)	107	875.923.267	583,123,939
G) OFF BALANCE SHEET ITEMS	108	15.056.729	4.793.702
ADDITION TO BALANCE SHEET (only for consolidated financial	100	13.030.729	4.793.702
statements)			
A) ISSUED CAPITAL AND RESERVES			
Attributable to majority owners	109		
Attributable to minority interest	110		

VARTEKS DD

Board member :

Nenad Davidović

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Income statement period 01.01.2013, to 31.12.2013,

Taxpayer: 00872098033; Varteks d.d Varaždin	2013.		
Position	AOP	Previous period	Current period
1	2	3	4
I. OPERATING INCOME (112 to 113)	111	258.762.289	369.496.33
1. Rendering of services	112	227.135.540	146.124.77
2. Other operating income	113	31.626.749	223.371.56
II. OPERATING COSTS (115+116+120+124+125+126+129+130)	114	336.080.935	278.632.59
Change in inventories of work in progress	115	5.135.625	3.785.24
2. Material expenses (117 to 119)	116	198.046.806	66.482.01
a) Costs of raw materials	117	44.765.815	37.984.20
b) Cost of goods sold	118	43.747.968	13.061.32
c) Other material expenses	119	109.533.023	15.436.48
3. Employee benefits expenses (121 to 123)	120	44.707.046	91.875.57
a) Net salaries	121	28.298.442	60.712.90
b) Tax and contributions from salary expenses	122	10.218.940	18.993.549
c) Contributions on salary	123	6.189.664	12.169.12
4. Depreciation and amortisation	124	16.245.632	14.800.110
5. Other expenses	125	19.142.803	23.037.47
6. Write down of assets (127+128)	126	37.544.419	5.314.76
a) non-current assets (except financial assets)	127	183.793	(
b) current assets (except financial assets)	128	37.360.626	5.314.76
7. Provisions	129		9.000.000
8. Other operating costs	130	15.258.604	64.337.404
III. FINANCIAL INCOME (132 to 136)	131	3.321.466	2.453.346
Interest, foreign exchange differences, dividens and similar income from related parties	132	448.253	1.768.484
2. Interest, foreign exchange differences, dividens and similar income from third parties	133	2.841.352	682.796
3. Income from investm. in associates and joint vent.	134	0	(
4. Unrealised gains (income) from financial assets	135	0	(
5. Other financial income	136	31.861	2.066
V. FINANCIAL EXPENSES (138 to 141)	137	52.616.144	27.400.280
Interest, foreign exchange differences, dividens and similar income from related parties	138	658.627	2.026.842
Interest, foreign exchange differences, dividens and similar income from third parties	139	49.916.366	23.655.983
3. Unrealised losses (expenses) from financial assets	140	2.041.151	1.579.701
4. Other financial expenses	141	0	137.754
V. SHARE OF PROFIT FROM ASSOCIATED COMPANIES	142	0	(0),,,,
VI. SHARE OF LOSS FROM ASSOCIATED COMPANIES	143	0	(
VII. EXTRAORDINARY - OTHER INCOME	144	0	(
VIII. EXTRAORDINARY - OTHER EXPENSES	145	0	(
IX. TOTAL INCOME (111+131+144)	146	262.083.755	371.949.680
X. TOTAL EXPENSES (114+137+143+145)	147	388.697.079	306.032.874
XI. PROFIT OR LOSS BEFORE TAXES (146-147)	148	-126.613.324	65.916.806
1. Profit before taxes (146-147)	149	0	65.916.806
2. Loss before taxes (147-146)	150	126.613.324	
XII. TAXATION	151	0	
XIII. PROFIT OR LOSS FOR THE PERIOD (148-151)	152	-126.613.324	65.916.806
1. Profit for the period (149-151)	153	o	65.916.806
2. Loss for the period (151-148)	154	126.613.324	
ADDITION TO PROFIT AND LOSS ACCOUNT (only for consolidated			
financial statements)			
XIV. PROFIT OR LOSS FOR THE PERIOD			
1. Attributable to majority owners	155		
2. Attributable to minority interest	156		

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Board member:

Nenad Davidović

CASH FLOW STATEMENT - Indirect method

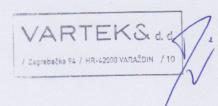
period 01.01.2013. to 31.12.2013.

Taxpayer: 00872098033; Varteks d.d Varaždin				
Position	AOP oznaka	Previous period	Current period	
1	ОZПАКА 2	3	4	
CASH FLOWS FROM OPERATING ACTIVITIES	-			
Profit before tax	001	-126.613.324	65.916.806	
Depreciation and amortisation	002	16.245.632		
Increase of current liabilities	003		14.800.116	
Decrease of current receivables	003	93.594.052		
5.Decrease of inventories	005	43.479.819	8.790.042	
6. Other cash flow increases	006	2.268.161	331.763	
I. Total increase of cash flow from operating activities (001 to 006)	007	30.804.321	89.838.727	
Decrease of current liabilities	008	0	226.102.057	
Increase of current receivables	009	0		
3. Increase of inventories	010	0	92.819.727	
4. Other cash flow decreases	011	-		
	011	32.805.603		
II. Total decrease of cash flow from operating activities (008 to 011) A1) NET INCREASE OF CASH FLOW FROM OPERATING ACTIVITIES	012	32.805.603	318.921.784	
(007-012) A2) NET DECREASE OF CASH FLOW FROM OPERATING ACTIVITIES	013	0	0	
(012-007)	014	2.001.282	229.083.057	
CASH FLOW FROM INVESTING ACTIVITIES		company design		
Proceeds from sale of non-current assets	015	5.462.691	349.334.505	
Proceeds from sale of non-current financial assets	016	0	16.486.266	
3. Interest received	017	0	C	
4. Dividend received	018	0	0	
5. Other proceeds from investing activities	019	2.500.538	0	
III. Total cash inflows from investing activities (015 to 019)	020	7.963.229	365.820.771	
Purchase of non-current assets	021	326.482	C	
Purchase of non-current financial assets	022	0	C	
Other cash outflows from investing activities	023	76.977	801.658	
IV. Total cash outflows from investing activities (021 to 023)	024	403.459	801.658	
B1) NET INCREASE OF CASH FLOW FROM INVESTING ACTIVITIES	025	7,559,770	365.019.113	
B2) NET DECREASE OF CASH FLOW FROM INVESTING ACTIVITIES	026	0	0	
CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds from issue of equity securities and debt securities	027	0	0	
Proceeds from loans and borrowings	028	22.264.449	0	
Other proceeds from financing activities	029	5.884.146	13.187.628	
V. Total cash inflows from financing activities (027 to 029)	030	28.148.595	13.187.628	
Repayment of loans and bonds	031	33.270.703	145.912.802	
2. Dividends paid	032	0	(10.012.002	
3. Repayment of finance lease	033	0	0	
Purchase of treasury shares	034	0	0	
Other cash outflows from financing activities	035	0	0	
VI. Total cash outflows from financing activities (031 to 035)	036	33.270.703	145.912.802	
C1) NET INCREASE OF CASH FLOW FROM FINANCING ACTIVITIES (030-036)	037	0	145.512.602	
C2) NET DECREASE OF CASH FLOW FROM FINANCING ACTIVITIES (036-030)	038	5.122.108	132.725.174	
Total increases of cash flows (013 – 014 + 025 – 026 + 037 – 038)	039	436.380	3.210.882	
Total decreases of cash flows (014 - 013 + 026 - 025 + 038 - 037)	040	0	0	
Cash and cash equivalents at the beginning of period	041	1.094.060	1.530.440	
Increase of cash and cash equivalents	042	436.380	3.210.882	
Decrease of cash and cash equivalents	043	0	0	
Cash and cash equivalents at the end of period	044	1.530.440	4.741.322	

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Board member:

Nenad Davidović





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Varaždin, February 14, 2014

STATEMENT

By which we declare that we have not taken any action which would result in bringing creditors in an unequal position.

VARTEKS D.D.

Board Chairman

Zoran Košćec

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