



INTERIM REPORT  
OF THE BOARD OF DIRECTORS  
FOR THE NINE MONTHS  
ENDED SEPTEMBER 30, 2012



### *Overview of the reporting period*

Traditionally, the third quarter is the high operational season for the Group's production subsidiaries. Under optimal terms, agricultural enterprises harvested and stored the early crops, started harvesting sugar beet, planted the winter crops and prepared the land for the new sowing season. At the beginning of September, the plants began to process sugar beet. As the result of modernization and improvements in technology, natural gas consumption per tonne of processed sugar beet decreased 7% and the total daily production capacity of the plants increased 6%.

Favourable weather conditions in September and October contributed to the active growth of sugar beet and increase in sugar content. This, combined with modern agri-technologies applied on our fields, resulted in a record harvest of over 2.5 million tonnes of sugar beet for ASTARTA. According to our estimates, processing of our own sugar beet and those supplied by local farmers will deliver approximately 400 thousand tonnes of white sugar. At the same time, we confirm our 2012 production guidance of 600 thousand tonnes of crops and increase our target for milk production up to 83 thousand tonnes.

We continue to develop our production assets and infrastructure. A 50-kiloton modern sugar silo was commissioned in the beginning of November. We complete the construction of a biogas station at one of our sugar plants. Likewise the construction of a soybean processing plant is well on schedule.

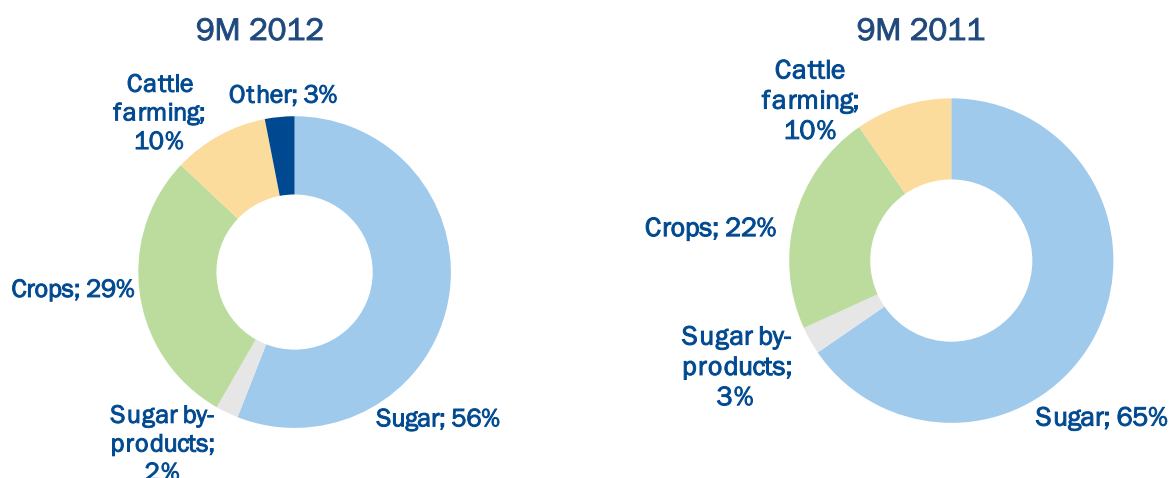
For the nine months of 2012, revenues grew 26% to EUR 235 million, EBITDA increased 6% to EUR 115 million, and net profit corrected 10% to EUR 84 million. ASTARTA substantially increased sales of the key products: volumes of crop sales grew by 60%, sugar by 54%, and milk by 33%. The main factors that influenced financial results include materially higher volumes of sales, and lower prices for sugar in Ukraine as the result of overproduction in the previous season. The cost of sales, selling and general expenses grew following both increased sales and higher prices for inputs and distribution. Exports grew five-fold, thus increasing its share in consolidated revenues to 26% and providing an important natural hedge against foreign currency risk.

Looking forward, we expect that the Ukrainian sugar market should gradually recover after last year's overproduction; a strong export demand for grains and oilseeds will be in place; a lasting development potential for ASTARTA's high quality milk segment to support diversification and profitability. Currently, we concentrate our efforts on the successful completion of this production season and the further development of industrial assets, combined with improved efficiency, to secure the Group's growth.

### Key financial highlights

For the nine months of 2012, ASTARTA demonstrated 26% y-o-y growth of consolidated revenues. The share of sugar and its by-products narrowed from 68% to 58%, mainly as a result of weaker pricing environment. Increased volumes of crop sales and resilient markets enhanced the segment's share from 22% to 29%. The share of revenues from cattle farming remained stable at 10%.

Figure 1. Revenue composition for nine months of 2012 and 2011



Proceeds from export sales grew 5.4 times to USD 67 million, contributing 26% to consolidated revenues.

Table 1. Selected financial data

(in thousands of EUR)	9M 2012	9M 2011
Revenues	235 497	187 334
Gross profit	69 203	78 642
Gross profit margin	29%	42%
EBIT	96 448	96 689
EBIT margin	41%	52%
EBITDA	115 060	108 698
EBITDA margin	49%	58%
Net profit	84 002	93 483
Net Profit Margin	36%	50%
Cash flows provided by operating activities	24 328	12 061
Cash flows used in investing activities	-23 244	-71 913
Cash flows provided by financing activities	1 007	60 655

Table 2. Selected financial ratios

	9M 2012	9M 2011
NET DEBT / EBITDA (LTM)	1,72	1,45
NET DEBT / SALES (LTM)	0,57	0,64
TOTAL DEBT RATIO	42%	44%
DEBT / EQUITY	55%	57%
CURRENT RATIO	2,75	2,37
QUICK RATIO	0,53	0,46

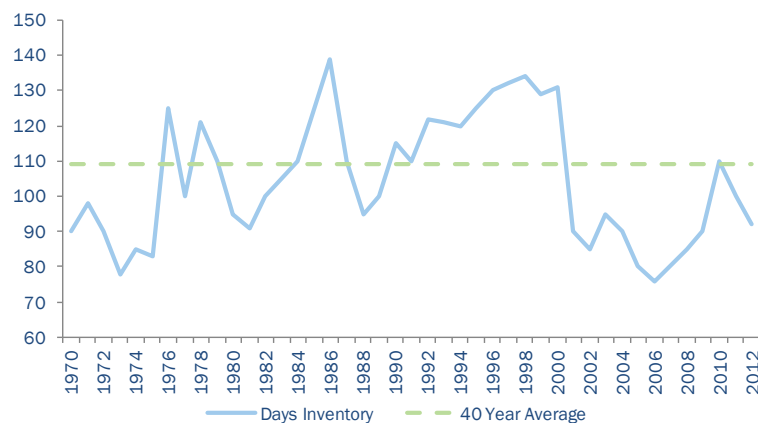
### Agricultural segment overview

Currently, the Group's subsidiaries are finishing the harvest of technical crops. Winter crops are successfully planted on 51 thousand hectares and are reported to be in good condition. Soil preparation for sowing sugar beet and other crops in spring 2013 is well on track.

The summer dry spell affected crops throughout the eastern and southern parts of Ukraine. According to the Ministry of Agricultural Policy estimates, grains production in Ukraine in 2012 will be 46 million tonnes, down 20% from 57 million tonnes harvested in 2011.

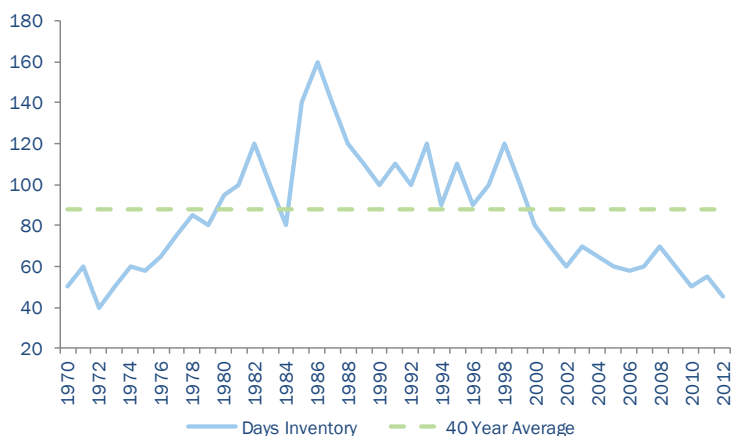
Such weather extremes were observed in many agricultural regions worldwide. Global crop prices surged in Q3 as the worst US drought since 1956 hampered crop development. In November 2012, the USDA released its latest WASDE report which showed corn and wheat global ending stocks down 11% and 12%, respectively y-o-y. Low inventories support prices for agricultural commodities as they make the balance of supply and demand highly vulnerable to any weather shocks.

Figure 2. Global wheat inventories



Source: USDA, company data

Figure 3. Global corn inventories



Source: USDA, company data

The Group's agricultural segment demonstrated 63% revenue growth y-o-y driven mainly by a 60% increase in the volume of crop sales. The volume of export sales of crops increased over five-fold, and exports contributed 58% to the segment's revenues.

### Sugar segment overview

In September, ASTARTA's sugar plants began the annual sugar production campaign. Fully provided with inputs and materials they continue the production season on schedule. As of the date of this report's publication, the sugar plants processed 1.8 million tonnes of sugar beet and produced over 240 thousand tonnes of white sugar, which is over 18% of the total sugar production in Ukraine. As a result of continued plant modernization, the consumption of natural gas (per tonne of sugar beet processed) decreased 7% and the combined processing capacity increased 6%.

During the nine months of 2012, ASTARTA's sugar sales volume grew 54% y-o-y. Despite domestic sugar price decline of nearly 31% y-o-y, sugar segment revenues increased by 8%. During the reporting period, ASTARTA used favourable market opportunities and exported more than 20 thousand tonnes of sugar that contributed 9% to sugar segment revenue. Molasses and pulp sales increased in volume terms by 24% and 20% respectively. Over 70% of sugar was sold to large confectioneries and soft drink producers.

The decreased area of sugar beet plantings in Ukraine this year and unfavourable weather conditions in the summer throughout the eastern and southern parts of the country resulted in a 13% reduction in the estimated sugar beet harvest for the country. This, combined with reduced sugar content, is expected to cause materially lower sugar production y-o-y. Currently, the need for cash by sugar producers to finance the beet processing campaign and availability of transitional stocks are putting pressure on sugar prices. Nevertheless, lower volumes of production in 2012, and the expected further decline in sugar output in 2013, should stimulate a recovery in domestic market prices. International sugar prices currently move sideways and are expected by many sector analysts to remain within the range for some quarters.

### ***Cattle farming segment overview***

According to the State Statistics Committee of Ukraine, in the nine months of 2012 the Ukrainian dairy segment increased milk production by 2.6% versus the same period last year. While milk production by agricultural enterprises in Ukraine reportedly grew 13% y-o-y, milk production by households continued to decline due to a 0.2% decrease in the number of cows in the private sector, thus illustrating a gradual shift of milk production from households to enterprises. Currently, households produce almost 78% of milk and farms produce the remaining 22%.

Same time, the cattle farming segment of ASTARTA demonstrated strong growth. For the nine months of 2012, ASTARTA produced 64 thousand tonnes of milk (+28% y-o-y) which was driven by an increase in the number of cows to more than 15 thousand heads (+17%) and an increase in milk yields by 9%. Sales revenues for the segment grew 31% y-o-y.

The Group pays a lot of attention to increasing efficiency in the milk segment. As a part of the development strategy, ASTARTA initiated the construction of a heifer complex for 5000 heads in the Poltava region to facilitate the quick and efficient birth and evolving of additional heifers. This facility shall accelerate herd development and increase milk yields.

### ***Material events during the reporting period***

- On 17 July 2012, “Astarta-Kyiv” LLC signed a Loan agreement with Ukrsootsbank for a UAH 250 mln. credit line approved for a 13 months period to finance working capital needs.
- On 14 August 2012, “Astarta-Kyiv” LLC signed a Loan agreement with Universal Bank for a UAH 120 mln. credit line approved for a two year period to finance working capital needs.
- On 20 September 2012, “Astarta-Kyiv” LLC signed a Loan agreement with “Credit Agricole” bank for a UAH 128 mln. credit line approved for a two year period to finance working capital needs.

### ***Material events after the reporting period***

- On 6 November 2012, “Astarta-Kyiv” and "Globinsky processing plant" LLC signed a Loan agreement with the International Finance Corporation for up to USD 40 mln. in a secured long-term loan for up to seven years.

## **Statement of the Board of Directors**

### **REPRESENTATION**

#### **of the Board of Directors of ASTARTA Holding N.V. on the compliance of the condensed consolidated interim financial statements**

The Board of Directors of ASTARTA Holding N.V. hereby represents that to the best of their knowledge the condensed consolidated interim financial statements of ASTARTA Holding N.V. for the nine months ended 30 September 2012 and the comparable information are prepared in accordance with the applicable accounting standards and that they give a true, fair and clear view of the assets, financial standing and financial results of ASTARTA Holding N.V., and that the interim statement for the nine months ended 30 September 2012 gives a true view of the developments, achievements and situation of the Company, including a description of the key risks and threats.

#### **Board of Directors of ASTARTA Holding N.V.**

V. Ivanchyk        \_\_\_\_ (signed) \_\_\_\_

P. Rybin            \_\_\_\_ (signed) \_\_\_\_

M.M.L.J. van Campen   \_ (signed) \_\_\_\_

V. Korotkov        \_ \_ (signed) \_\_\_\_

W.T. Bartoszewski   \_\_\_\_ (signed) \_\_\_\_

12 November 2012,

Amsterdam, The Netherlands

#### Caution note regarding forward-looking statements

Certain statements contained in this interim statement may constitute forecasts and estimates. There are risks, uncertainties and other factors that could cause actual results to differ from the forecasts and estimates, or implied by these forward-looking statements.

**ASTARTA HOLDING N.V.**

**CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS  
AS AT AND FOR THE THREE MONTHS ENDED 30 SEPTEMBER 2012**

*These condensed consolidated interim financial  
statements contain 30 pages*



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## CONDENSED CONSOLIDATED INTERIM STATEMENT OF FINANCIAL POSITION AS AT

<i>(in thousands of Ukrainian hryvnias)</i>	30 September 2012 (unaudited)	31 December 2011 (audited)	30 September 2011 (unaudited)
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	2,271,412	2,101,871	1,859,093
Intangible assets	69,396	84,318	76,735
Biological assets	5 271,518	209,935	201,134
Investments in equity accounted investees	-	-	10,023
Financial instruments available-for-sale	15,750	11,684	19,068
Long-term receivables	33	18,376	-
Other long-term assets	25,936	19,017	15,827
Long-term deposits	156,022	174,922	226,114
Deferred tax assets	290	1,809	399
	<u>2,810,357</u>	<u>2,621,932</u>	<u>2,408,393</u>
<b>Current assets</b>			
Inventories	6 1,840,718	1,999,638	1,497,108
Biological assets	5 1,594,911	563,425	1,299,238
Trade accounts receivable	295,930	303,670	187,031
Other accounts receivable and prepayments	408,322	269,026	360,080
Current income tax	611	667	634
Promissory notes available-for-sale	231	4	13,602
Short-term deposits	51,000	130,153	72,191
Cash and cash equivalents	66,501	53,211	37,173
	<u>4,258,224</u>	<u>3,319,794</u>	<u>3,467,057</u>
<b>Total assets</b>	<u>7,068,581</u>	<u>5,941,726</u>	<u>5,875,450</u>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Share capital	1,663	1,663	1,663
Additional paid-in capital	369,798	369,798	369,416
Retained earnings	3,310,001	2,405,670	2,479,540
Revaluation surplus	377,826	417,875	427,350
Currency translation adjustment	4,166	(1,693)	(6,283)
<b>Total equity attributable to equity holders of the company</b>	<u>4,063,454</u>	<u>3,193,313</u>	<u>3,271,686</u>
Non-controlling interests relating to open joint stock companies	2,771	3,672	1,144
<b>Total equity</b>	<u>4,066,225</u>	<u>3,196,985</u>	<u>3,272,830</u>
<b>Non-current liabilities</b>			
Loans and borrowings	1,247,799	1,121,125	943,941
Non-controlling interests relating to limited liability companies	111,916	100,613	93,499
Other long-term liabilities	21,279	29,651	24,822
Promissory notes issued	497	497	-
Deferred tax liabilities	70,110	83,505	74,946
	<u>1,451,601</u>	<u>1,335,391</u>	<u>1,137,208</u>
<b>Current liabilities</b>			
Short-term loans and borrowings	624,870	875,849	724,079
Current portion of long-term loans and borrowings	366,869	189,418	212,300
Trade accounts payable	230,948	95,068	248,598
Current income tax	148	1,917	91
Other liabilities and accounts payable	327,920	247,098	280,344
	<u>1,550,755</u>	<u>1,409,350</u>	<u>1,465,412</u>
<b>Total equity and liabilities</b>	<u>7,068,581</u>	<u>5,941,726</u>	<u>5,875,450</u>

## CONDENSED CONSOLIDATED INTERIM STATEMENT OF FINANCIAL POSITION AS AT

<i>(in thousands of Euros)</i>	30 September 2012 (unaudited)	31 December 2011 (audited)	30 September 2011 (unaudited)
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	215,503	201,715	171,424
Intangible assets	6,584	8,092	7,076
Biological assets	5 25,761	20,148	18,546
Investments in equity accounted investees	-	-	924
Financial instruments available-for-sale	1,494	1,121	1,758
Long-term receivables	3	1,764	-
Other long-term assets	2,461	1,826	1,459
Long-term deposits	14,803	16,787	20,850
Deferred tax assets	28	174	37
	<u>266,637</u>	<u>251,627</u>	<u>222,074</u>
<b>Current assets</b>			
Inventories	6 174,642	191,904	138,047
Biological assets	5 151,321	54,071	119,800
Trade accounts receivable	28,077	29,143	17,246
Other accounts receivable and prepayments	38,740	25,819	33,203
Current income tax	58	64	58
Promissory notes available-for-sale	22	-	1,254
Short-term deposits	4,839	12,491	6,657
Cash and cash equivalents	6,309	5,106	3,427
	<u>404,008</u>	<u>318,598</u>	<u>319,692</u>
<b>Total assets</b>	<u>670,645</u>	<u>570,225</u>	<u>541,766</u>
<b>EQUITY AND LIABILITIES</b>			
Equity			
Share capital	250	250	250
Additional paid-in capital	55,638	55,638	55,603
Retained earnings	319,850	232,329	237,401
Revaluation surplus	39,851	43,651	44,655
Currency translation adjustment	(30,060)	(25,407)	(36,232)
<b>Total equity attributable to equity holders of the company</b>	<u>385,529</u>	<u>306,461</u>	<u>301,677</u>
Non-controlling interests relating to open joint stock companies	263	352	105
<b>Total equity</b>	<u>385,792</u>	<u>306,813</u>	<u>301,782</u>
<b>Non-current liabilities</b>			
Loans and borrowings	118,387	107,593	87,039
Non-controlling interests relating to limited liability companies	10,618	9,656	8,621
Other long-term liabilities	2,019	2,846	2,289
Promissory notes issued	47	48	-
Deferred tax liabilities	6,652	8,014	6,911
	<u>137,723</u>	<u>128,157</u>	<u>104,860</u>
<b>Current liabilities</b>			
Short-term loans and borrowings	59,286	84,055	66,766
Current portion of long-term loans and borrowings	34,807	18,178	19,576
Trade accounts payable	21,912	9,124	22,923
Current income tax	14	184	8
Other liabilities and accounts payable	31,111	23,714	25,851
	<u>147,130</u>	<u>135,255</u>	<u>135,124</u>
<b>Total equity and liabilities</b>	<u>670,645</u>	<u>570,225</u>	<u>541,766</u>

**CONDENSED CONSOLIDATED INTERIM INCOME STATEMENT FOR THE THREE MONTHS ENDED 30 SEPTEMBER***(in thousands of Ukrainian hryvnias)*

		2012 (unaudited)	2011 (unaudited)
<b>Revenues</b>	7	935,883	806,636
Cost of revenues		(754,247)	(534,905)
Gain arising from remeasurement of agricultural produce to fair value		<u>166,040</u>	<u>159,061</u>
<b>Gross profit</b>		<u>347,676</u>	<u>430,792</u>
Changes in fair value of biological assets	12	115,548	87,564
Other operating income	8	7,475	4,290
General and administrative expense	9	(47,198)	(36,519)
Selling and distribution expense	10	(40,401)	(39,198)
Other operating expense	11	<u>(6,893)</u>	<u>(22,035)</u>
<b>Profit from operations</b>		<u>376,207</u>	<u>424,894</u>
Finance costs	13	(70,505)	(42,800)
Finance income	13	5,719	7,894
Other income (expense)		8,587	(1,676)
Gain on acquisition of subsidiaries		-	<u>26,607</u>
<b>Profit before tax</b>		<u>320,008</u>	<u>414,919</u>
Income tax (expense) benefit		<u>(3,742)</u>	<u>1,818</u>
<b>Net profit</b>		<u><u>316,266</u></u>	<u><u>416,737</u></u>
<b>Net profit attributable to:</b>			
Non-controlling interests of open joint stock company subsidiaries		(303)	(9)
Equity holders of the company		<u>316,569</u>	<u>416,746</u>
<b>Net profit</b>		<u><u>316,266</u></u>	<u><u>416,737</u></u>
Weighted average basic and diluted shares outstanding (in thousands of shares)		<u>25,000</u>	<u>25,000</u>
Basic and diluted earnings per share attributable to shareholders of the company (in Ukrainian hryvnias)		<u>12.66</u>	<u>16.67</u>

**CONDENSED CONSOLIDATED INTERIM INCOME STATEMENT FOR THE THREE MONTHS ENDED 30 SEPTEMBER***(in thousands of Euros)*

		2012 (unaudited)	2011 (unaudited)
<b>Revenues</b>	7	<b>92,088</b>	71,189
Cost of revenues		<b>(74,216)</b>	(47,208)
Gain arising from remeasurement of agricultural produce to fair value		<b>16,338</b>	14,038
<b>Gross profit</b>		<b>34,210</b>	38,019
Changes in fair value of biological assets	12	<b>11,370</b>	7,728
Other operating income	8	<b>736</b>	379
General and administrative expense	9	<b>(4,644)</b>	(3,223)
Selling and distribution expense	10	<b>(3,975)</b>	(3,459)
Other operating expense	11	<b>(678)</b>	(1,945)
<b>Profit from operations</b>		<b>37,019</b>	37,499
Finance costs	13	<b>(6,949)</b>	(3,777)
Finance income	13	<b>575</b>	697
Other income (expense)		<b>845</b>	(148)
Gain on acquisition of subsidiaries		<b>-</b>	2,348
<b>Profit before tax</b>		<b>31,490</b>	36,619
Income tax (expense) benefit		<b>(368)</b>	160
<b>Net profit</b>		<b>31,122</b>	36,779
<b>Net profit attributable to:</b>			
Non-controlling interests of open joint stock company subsidiaries		<b>(30)</b>	(1)
Equity holders of the company		<b>31,152</b>	36,780
<b>Net profit</b>		<b>31,122</b>	36,779
Weighted average basic and diluted shares outstanding (in thousands of shares)		<b>25,000</b>	25,000
Basic and diluted earnings per share attributable to shareholders of the company (in Euros)		<b>1.25</b>	1.47

## CONDENSED CONSOLIDATED INTERIM INCOME STATEMENT FOR THE NINE MONTHS ENDED 30 SEPTEMBER

(in thousands of Ukrainian hryvnias)

	2012	2011
	(unaudited)	(unaudited)
<b>Revenues</b>	<b>2,442,413</b>	2,114,293
Cost of revenues	(1,730,329)	(1,308,050)
Gain arising from remeasurement of agricultural produce to fair value	<u>4,021</u>	<u>79,410</u>
<b>Gross profit</b>	<b><u>716,105</u></b>	<b><u>885,653</u></b>
Changes in fair value of biological assets	<b>537,165</b>	405,097
Other operating income	<b>20,205</b>	7,553
General and administrative expense	(131,811)	(84,402)
Selling and distribution expense	(112,254)	(74,211)
Other operating expense	<u>(33,238)</u>	<u>(45,710)</u>
<b>Profit from operations</b>	<b><u>996,172</u></b>	<b><u>1,093,980</u></b>
Finance costs	(198,661)	(142,225)
Finance income	<b>27,042</b>	21,364
Other income	<b>9,637</b>	11,979
Gain on acquisition of subsidiaries	<u>23,664</u>	<u>104,001</u>
<b>Profit before tax</b>	<b><u>857,854</u></b>	<b><u>1,089,099</u></b>
Income tax benefit (expense)	<u>9,354</u>	<u>(31,046)</u>
<b>Net profit</b>	<b><u>867,208</u></b>	<b><u>1,058,053</u></b>
<b>Net profit attributable to:</b>		
Non-controlling interests of open joint stock company subsidiaries	(901)	(47)
Equity holders of the company	<u>868,109</u>	<u>1,058,100</u>
<b>Net profit</b>	<b><u>867,208</u></b>	<b><u>1,058,053</u></b>
Weighted average basic and diluted shares outstanding (in thousands of shares)	<u>25,000</u>	<u>25,000</u>
Basic and diluted earnings per share attributable to shareholders of the company (in Ukrainian hryvnias)	<u>34.72</u>	<u>42.32</u>

## CONDENSED CONSOLIDATED INTERIM INCOME STATEMENT FOR THE NINE MONTHS ENDED 30 SEPTEMBER

(in thousands of Euros)

	2012	2011
	(unaudited)	(unaudited)
<b>Revenues</b>	<b>235,497</b>	187,334
Cost of revenues	(167,176)	(115,721)
Gain arising from remeasurement of agricultural produce to fair value	<u>882</u>	<u>7,029</u>
<b>Gross profit</b>	<b><u>69,203</u></b>	<u>78,642</u>
Changes in fair value of biological assets	<b>52,013</b>	35,515
Other operating income	<b>1,948</b>	675
General and administrative expense	(12,706)	(7,508)
Selling and distribution expense	(10,815)	(6,585)
Other operating expense	<u>(3,195)</u>	<u>(4,050)</u>
<b>Profit from operations</b>	<b><u>96,448</u></b>	<u>96,689</u>
Finance costs	(19,166)	(12,642)
Finance income	<b>2,609</b>	1,899
Other income	<b>944</b>	1,046
Gain on acquisition of subsidiaries	<u>2,267</u>	<u>9,197</u>
<b>Profit before tax</b>	<b><u>83,102</u></b>	<u>96,189</u>
Income tax benefit (expense)	<u>900</u>	<u>(2,706)</u>
<b>Net profit</b>	<b><u>84,002</u></b>	<u>93,483</u>
<b>Net profit attributable to:</b>		
Non-controlling interests of open joint stock company subsidiaries	(87)	(5)
Equity holders of the company	<u>84,089</u>	<u>93,488</u>
<b>Net profit</b>	<b><u>84,002</u></b>	<u>93,483</u>
Weighted average basic and diluted shares outstanding (in thousands of shares)	<u>25,000</u>	<u>25,000</u>
Basic and diluted earnings per share attributable to shareholders of the company (in Euros)	<u>3.36</u>	<u>3.74</u>

## CONDENSED CONSOLIDATED INTERIM STATEMENT OF COMPREHENSIVE INCOME FOR THE NINE MONTHS ENDED 30 SEPTEMBER

(in thousands of Ukrainian hryvnias)

	2012 (unaudited)	2011 (unaudited)
<b>Net profit</b>	<b>867,208</b>	<b>1,058,053</b>
<b>Other comprehensive income (loss)</b>		
Currency translation differences	<u>5,859</u>	<u>(3,521)</u>
<b>Other comprehensive income (loss), net of tax</b>	<u>5,859</u>	<u>(3,521)</u>
<b>Total comprehensive income</b>	<u><u>873,067</u></u>	<u><u>1,054,532</u></u>
<b>Attributable to:</b>		
Non-controlling interests of open joint stock company subsidiaries	(901)	(47)
Equity holders of parent company	<u>873,968</u>	<u>1,054,579</u>
<b>Total comprehensive income as at 30 September</b>	<u><u>873,067</u></u>	<u><u>1,054,532</u></u>



**CONDENSED CONSOLIDATED INTERIM STATEMENT OF COMPREHENSIVE INCOME  
FOR THE NINE MONTHS ENDED 30 SEPTEMBER**

<i>(in thousands of Euros)</i>	<b>2012</b> <b>(unaudited)</b>	<b>2011</b> <b>(unaudited)</b>
<b>Net profit</b>	<b>84,002</b>	<b>93,483</b>
<b>Other comprehensive income (loss)</b>		
Currency translation differences	<u>(4,655)</u>	<u>(1,142)</u>
<b>Other comprehensive income (loss), net of tax</b>	<u>(4,655)</u>	<u>(1,142)</u>
<b>Total comprehensive income (loss)</b>	<u><u>79,347</u></u>	<u><u>92,341</u></u>
<b>Attributable to:</b>		
Non-controlling interests of open joint stock company subsidiaries	(89)	(7)
Equity holders of parent company	<u>79,436</u>	<u>92,348</u>
<b>Total comprehensive income as at 30 September</b>	<u><u>79,347</u></u>	<u><u>92,341</u></u>

**CONDENSED CONSOLIDATED INTERIM STATEMENT OF CASH FLOWS FOR THE NINE MONTHS ENDED 30 SEPTEMBER***(in thousands of Ukrainian hryvnias)*

	2012 (unaudited)	2011 (unaudited)
<b>Operating activities</b>		
<b>Profit before tax</b>	<b>857,854</b>	<b>1,089,099</b>
<i>Adjustments for:</i>		
Depreciation and amortization	193,530	135,448
(Recovery of) allowance for impairment of trade and other AR	(3,199)	14,272
Gain on acquisition of subsidiaries	4 (23,664)	(104,001)
(Gain) loss on sales of property, plant and equipment	(1,270)	6,282
Write down of inventories	2,858	1,763
Finance income	(27,042)	(21,364)
Interest expense	164,079	115,149
Gain from changes in fair value of biological assets	(537,165)	(405,097)
Loss arising from remeasurement of agricultural produce to fair value	(4,021)	(79,410)
Loss from promissory note transactions	4,305	-
Written off assets recovered	(3,728)	(2,729)
Non-controlling interests of limited liability company subsidiaries	22,868	23,129
Forex loss on loans and borrowings	11,454	3,221
<i>Working capital adjustments:</i>		
Decrease (increase) in inventories	178,661	(115,797)
Increase in trade and other receivables	(101,890)	(218,877)
Increase in biological assets due to other changes	(541,314)	(446,625)
Increase in trade and other payables	195,390	228,143
Income taxes paid	(3,316)	(2,581)
Interest paid	(141,120)	(78,654)
<b>Cash flows provided by operating activities</b>	<b>243,270</b>	<b>141,371</b>
<b>Investing activities</b>		
Purchase of property, plant and equipment, intangible assets and other non-current assets	(353,635)	(444,025)
Proceeds from sales of property, plant and equipment	1,459	2,469
Purchase of long-term investments	(4,066)	(4,773)
Sale of promissory notes available-for-sale	-	(10,888)
Interest received	18,322	17,823
Acquisition of subsidiaries net of cash acquired	4 (582)	(60,574)
Deposits withdrawal (placement)	98,053	(287,327)
<b>Cash flows used in investing activities</b>	<b>(240,449)</b>	<b>(798,934)</b>
<b>Financing activities</b>		
Proceeds from loans and borrowings	1,166,681	1,616,202
Principal payments on loans and borrowings	(1,122,293)	(901,706)
Transaction costs on loans and borrowings	(25,937)	(31,632)
Dividends paid to non-controlling interest shareholders of subsidiaries	(7,982)	-
<b>Cash flows provided by financing activities</b>	<b>10,469</b>	<b>682,864</b>
Net increase in cash and cash equivalents	13,290	25,301
Cash and cash equivalents as at 1 January	53,211	11,872
<b>Cash and cash equivalents as at 30 September</b>	<b>66,501</b>	<b>37,173</b>

**CONDENSED CONSOLIDATED INTERIM STATEMENT OF CASH FLOWS FOR THE NINE MONTHS ENDED 30 SEPTEMBER***(in thousands of Euros)*

	2012 (unaudited)	2011 (unaudited)
<b>Operating activities</b>		
<b>Profit before tax</b>	<b>83,102</b>	<b>96,189</b>
<i>Adjustments for:</i>		
Depreciation and amortization	18,612	12,009
(Recovery of) allowance for impairment of trade and other AR	(308)	1,268
Gain on acquisition of subsidiaries	4 (2,267)	(9,197)
(Gain) loss on sales of property, plant and equipment	(122)	558
Write down of inventories	275	157
Finance income	(2,609)	(1,899)
Interest expense	15,830	10,235
Gain from changes in fair value of biological assets	(52,013)	(35,515)
Loss arising from remeasurement of agricultural produce to fair value	(882)	(7,029)
Loss from promissory note transactions	415	-
Written off assets recovered	(365)	(238)
Non-controlling interests of limited liability company subsidiaries	2,206	2,056
Forex loss on loans and borrowings	1,102	286
<i>Working capital adjustments:</i>		
Decrease (increase) in inventories	17,070	(10,310)
Increase in trade and other receivables	(9,797)	(19,420)
Increase in biological assets due to other changes	(50,821)	(40,139)
Increase in trade and other payables	18,790	20,265
Income taxes paid	(319)	(229)
Interest paid	(13,571)	(6,986)
<b>Cash flows provided by operating activities</b>	<b>24,328</b>	<b>12,061</b>
<b>Investing activities</b>		
Purchase of property, plant and equipment, intangible assets and other non-current assets	(34,009)	(40,474)
Proceeds from sales of property, plant and equipment	140	219
Purchase of long-term investments	(391)	(424)
Sale of promissory notes available-for-sale	-	(967)
Interest received	1,768	1,584
Acquisition of subsidiaries net of cash acquired	4 (55)	(5,357)
Deposits withdrawal (placement)	9,303	(26,494)
<b>Cash flows used in investing activities</b>	<b>(23,244)</b>	<b>(71,913)</b>
<b>Financing activities</b>		
Proceeds from loans and borrowings	112,198	143,558
Principal payments on loans and borrowings	(107,929)	(80,093)
Transaction costs on loans and borrowings	(2,494)	(2,810)
Dividends paid to non-controlling interest shareholders of subsidiaries	(768)	-
<b>Cash flows provided by financing activities</b>	<b>1,007</b>	<b>60,655</b>
Net increase in cash and cash equivalents	2,091	803
Cash and cash equivalents as at 1 January	5,106	1,121
Currency translation difference	(888)	1,503
<b>Cash and cash equivalents as at 30 September</b>	<b>6,309</b>	<b>3,427</b>

## CONDENSED CONSOLIDATED INTERIM STATEMENT OF CHANGES IN EQUITY FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2012

(in thousands of Ukrainian hryvnias)

	Share capital (unaudited)	Additional paid-in capital (unaudited)	Retained earnings (unaudited)	Revaluation surplus (unaudited)	Currency translation adjustment (unaudited)	Sub - total (unaudited)	Non-controlling interests (unaudited)	Total equity (unaudited)
<b>As at 1 January 2012</b>	<b>1,663</b>	<b>369,798</b>	<b>2,405,670</b>	<b>417,875</b>	<b>(1,693)</b>	<b>3,193,313</b>	<b>3,672</b>	<b>3,196,985</b>
Net profit (loss)	-	-	868,109	-	-	868,109	(901)	867,208
Other comprehensive income, net of tax	-	-	-	-	5,859	5,859	-	5,859
Total comprehensive income	-	-	868,109	-	5,859	873,968	(901)	873,067
Acquisitions from non-controlling shareholders and other changes	-	-	(3,827)	-	-	(3,827)	-	(3,827)
Realisation of revaluation surplus, net of tax	-	-	40,049	(40,049)	-	-	-	-
<b>As at 30 September 2012</b>	<b>1,663</b>	<b>369,798</b>	<b>3,310,001</b>	<b>377,826</b>	<b>4,166</b>	<b>4,063,454</b>	<b>2,771</b>	<b>4,066,225</b>

## CONDENSED CONSOLIDATED INTERIM STATEMENT OF CHANGES IN EQUITY FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2012

(in thousands of Euros)	Attributable to equity holders of the company					Sub - total (unaudited)	Non- controlling interests (unaudited)	Total equity (unaudited)
	Share capital (unaudited)	Additional paid-in capital (unaudited)	Retained earnings (unaudited)	Revaluation surplus (unaudited)	Currency translation adjustment (unaudited)			
<b>As at 1 January 2012</b>	<b>250</b>	<b>55,638</b>	<b>232,329</b>	<b>43,651</b>	<b>(25,407)</b>	<b>306,461</b>	<b>352</b>	<b>306,813</b>
Net profit (loss)	-	-	84,089	-	-	84,089	(87)	84,002
Other comprehensive loss, net of tax	-	-	-	-	(4,653)	(4,653)	(2)	(4,655)
Total comprehensive income	-	-	84,089	-	(4,653)	79,436	(89)	79,347
Acquisitions from non-controlling shareholders and other changes	-	-	(368)	-	-	(368)	-	(368)
Realisation of revaluation surplus, net of tax	-	-	3,800	(3,800)	-	-	-	-
<b>As at 30 September 2012</b>	<b>250</b>	<b>55,638</b>	<b>319,850</b>	<b>39,851</b>	<b>(30,060)</b>	<b>385,529</b>	<b>263</b>	<b>385,792</b>

## CONDENSED CONSOLIDATED INTERIM STATEMENT OF CHANGES IN EQUITY FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2011

(in thousands of Ukrainian hryvnias)	Attributable to equity holders of the company					Sub - total (unaudited)	Non- controlling interests (unaudited)	Total equity (unaudited)
	Share capital	Additional paid-in capital	Retained earnings	Revaluation surplus	Currency translation adjustment			
	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)			
<b>As at 1 January 2011</b>	1,663	369,798	1,391,589	452,448	(2,762)	2,212,736	1,191	2,213,927
Net profit	-	-	1,058,100	-	-	1,058,100	-	1,058,100
Other comprehensive loss, net of tax	-	-	-	-	(3,521)	(3,521)	-	(3,521)
Total comprehensive income	-	-	1,058,100	-	(3,521)	1,054,579	(47)	1,054,532
Acquisitions from non-controlling shareholders and other changes	-	-	4,753	-	-	4,753	-	4,753
Realisation of revaluation surplus, net of tax	-	-	25,098	(25,098)	-	-	-	-
Other changes	-	(382)	-	-	-	(382)	-	(382)
<b>As at 30 September 2011</b>	<b>1,663</b>	<b>369,416</b>	<b>2,479,540</b>	<b>427,350</b>	<b>(6,283)</b>	<b>3,271,686</b>	<b>1,144</b>	<b>3,272,830</b>

## CONDENSED CONSOLIDATED INTERIM STATEMENT OF CHANGES IN EQUITY FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2011

<i>(in thousands of Euros)</i>	Attributable to equity holders of the company					Sub - total (unaudited)	Non- controlling interests (unaudited)	Total equity (unaudited)
	Share capital	Additional paid-in capital	Retained earnings	Revaluation surplus	Currency translation adjustment			
	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)			
<b>As at 1 January 2011</b>	250	55,638	141,177	46,969	(35,092)	208,942	112	209,054
Net profit	-	-	93,488	-	-	93,488	(5)	93,483
Other comprehensive loss, net of tax	-	-	-	-	(1,140)	(1,140)	(2)	(1,142)
Total comprehensive income	-	-	93,488	-	(1,140)	92,348	(7)	92,341
Acquisitions from non-controlling shareholders and other changes	-	-	422	-	-	422	-	422
Realisation of revaluation surplus, net of tax	-	-	2,314	(2,314)	-	-	-	-
Other changes	-	(35)	-	-	-	(35)	-	(35)
<b>As at 30 September 2011</b>	250	55,603	237,401	44,655	(36,232)	301,677	105	301,782

## 1 BACKGROUND

These condensed consolidated interim financial statements of ASTARTA Holding N.V. (the Company) for the three months ended 30 September 2012 were authorized for issue in accordance with a resolution of the directors on 12 November 2012.

The Company is a Dutch public company incorporated in Amsterdam, the Netherlands, on 9 June 2006 under Dutch law.

The Company's legal address is Koningslaan 17, 1075 AA, Amsterdam, the Netherlands.

On 4 July 2006 the shareholders of the Company contributed their shares in the Cyprus based company Ancor Investments Ltd to ASTARTA Holding N.V. After the contribution, ASTARTA Holding N.V. owns 100% of share capital of Ancor Investment Ltd.

Ancor Investments Ltd owns 99.98% of the capital of LLC Firm "Astarta-Kyiv" (Astarta-Kyiv) registered in Ukraine, which in turn controls a number of Ukrainian subsidiaries (hereinafter the Company and its subsidiaries are collectively referred to as the "Group").

The Group specializes in sugar production, crop growing and cattle farming. The croplands, sugar plants and cattle operations are mainly located in the Poltava, Vinnytsia, Khmelnytsky and Kharkiv oblasts (administrative regions) of Ukraine. The Group's business is vertically integrated because sugar is produced primarily using own-grown sugar beet.

During nine months ended 30 September 2012 the Group completed acquisitions of 4 companies (note 4) and established the following subsidiaries:

Subsidiary	Date of establishment
LLC "Tsukragroprom"	13.09.2012
LLC "Agricultural company Slobozhansk'ka Zhytnitsa"	27.08.2012
LLC "Volochnyts'k-tsukor"	27.08.2012
LLC "Globyns'kiy tsukor"	31.08.2012

As at 30 September 2012 Astarta Holding N.V. owns shares, directly and indirectly, in a number of subsidiaries and an associate with the following percentage of ownership:

Name	Activity	30 September 2012 % of ownership	31 December 2011 % of ownership	30 September 2011 % of ownership
<b>Subsidiaries:</b>				
Ancor Investments Ltd	Investment activities	100.00%	100.00%	100.00%
LLC Firm "Astarta-Kyiv"	Asset management	99.98%	99.98%	99.98%
LLC "APO "Tsukrovyk Poltavshchyny"	Sugar production	99.25%	98.53%	98.53%
LLC "Agricultural company "Dovzhenko"	Agricultural	97.03%	97.03%	97.03%
LLC "Shyshaki combined forage factory"	Fodder production	90.56%	82.71%	82.71%
LLC "Agricultural company "Dobrobut"	Agricultural	98.24%	98.11%	98.11%
LLC "Agricultural company "Musievske"	Agricultural	89.98%	89.98%	89.98%
LLC Globino canning factory "Globus"	Canning production, trade	99.98%	99.98%	99.98%
LLC "Dobrobut" (Novo-Sanzharskiy region)	Agricultural	99.98%	99.98%	99.98%
OJSC "Agricultural company "Agrocomplex"	Agricultural	83.80%	83.80%	83.80%
OJSC "Agricultural company "Zhdanivske"	Agricultural	97.97%	97.97%	97.97%
LLC "Investment company "Poltavazernoproduct"	Agricultural	98.68%	98.33%	98.33%
LLC "List-Ruchky"	Agricultural	74.99%	74.99%	74.99%
LLC "Agropromgaz"	Trade	89.98%	89.98%	89.98%
LLC "Khmilnitske"	Agricultural	99.09%	99.06%	99.19%



Name	Activity	30 September 2012 % of ownership	31 December 2011 % of ownership	30 September 2011 % of ownership
LLC "Volochnysk-Agro"	Agricultural	97.48%	92.79%	92.79%
LLC "Agricultural company "Mirgorodska"	Agricultural	89.98%	89.98%	89.98%
LLC "Kobelyatskiy combined forage factory"	Fodder production	98.56%	97.26%	97.26%
LLC "named after Ostrovskiy"	Agricultural	74.99%	74.99%	74.99%
SC "Agricultural company "Agro-Kors"	Agricultural	99.98%	99.98%	99.98%
LLC "Agricultural company "Khorolska"	Agricultural	99.88%	99.88%	-
LLC "Lan"	Agricultural	99.98%	_*	_*
LLC "Nika"	Agricultural	98.98%	99.98%	99.98%
LLC "Zhytnytsya Podillya"	Agricultural	74.99%	74.99%	74.99%
LLC "Astarta-Selektsiya"	Research and development	74.99%	74.99%	74.99%
LLC "Tarasivske"	Agricultural	_*_*_*	97.98%	97.98%
LLC "Agro-Tradex"	Trade	-	99.97%	99.97%
LLC "Zorya"	Agricultural	_*_*_*	99.48%	99.48%
LLC "Agrosvit Savyntsi"	Agricultural	98.98%	98.98%	98.98%
LLC "Pershe Travnya"	Agricultural	89.98%	89.98%	89.98%
LLC "Kolos"	Agricultural	89.98%	89.98%	89.98%
LLC "Khorolskiy combined forage factory"	Fodder production	99.98%	92.77%	92.77%
PC "Lan-M"	Agricultural	99.98%	99.98%	99.98%
LLC "Agricultural company "named after Vatutin"	Agricultural	_*_*_*	79.98%	79.98%
LLC "named after Vorovskiy"	Agricultural	_*_*_*	99.98%	99.98%
OJSC "Novoivanivskiy sugar plant"	Sugar production	94.28%	94.28%	-
PC "Kumanivske"	Agricultural	_*_*_*	99.98%	-
LLC "Zarichya"	Agricultural	99.98%	99.98%	-
LLC "Zbruch"	Agricultural	_*_*_*	99.98%	-
LLC "Geoexpertservice"	Agricultural	98.68%	98.33%	-
LLC "Investpromgaz"	Trade	99.93%	-	-
LLC "Tsukragromprom"	Trade	99.91%	-	-
LLC "Agricultural company Slobozhansk'ka Zhytnitsa"	Agricultural	50.99%	-	-
LLC "Volochnysk-tsukor"	Trade	97.48%	-	-
LLC "Globyns'kiy tsukor"	Sugar production	98.68%	-	-

\* agri-companies in the process of deregistration with the state authorities

\*\*Name of the subsidiary "Globino canning factory "Globus" was changed to LLC "Globino processing factory "Globus"

\*\*\*LLC "named after Vorovskiy" was merged with LLC "Agricultural company "Dobrobot" ; PC "Kumanivske" and LLC "Zbruch" were merged with LLC "Volochnysk-Agro"; LLC "Tarasivske", LLC "Zorya" and LLC "Agricultural company "named after Vatutin" were merged with LLC "Agricultural company "Khorolska"

**Associate:**

LLC "Agricultural company "Pokrovska"	Agricultural	49.99%	49.99%	49.99%
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## 2 BASIS OF PREPARATION

These condensed consolidated interim financial statements for the three months ended 30 September 2012 have been prepared in accordance with IAS 34 Interim Financial Reporting.

These condensed consolidated interim financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Company's annual financial statements for the year ended 31 December 2011 which have been prepared in accordance with IFRS.

### **New standards, interpretations and amendments thereof, adopted by the Group**

The accounting policies adopted in the preparation of the interim condensed consolidated financial statements are consistent with those followed in the preparation of the Group's annual financial statements for the year ended 31 December 2011.

The following amendments to IFRSs standards did not have any impact on the accounting policies, financial position or performance of the Group:

#### IAS 12 - Deferred Tax: Recovery of Underlying Assets (Amendment)

This amendment to IAS 12 includes a rebuttable presumption that the carrying amount of investment property measured using the fair value model in IAS 40 will be recovered through sale and, accordingly, that any related deferred tax should be measured on a sale basis. The presumption is rebutted if the investment property is depreciable and it is held within a business model whose objective is to consume substantially all of the economic benefits in the investment property over time, rather than through sale. Specifically,

IAS 12 will require that deferred tax arising from a non-depreciable asset measured using the revaluation model in IAS 16 should always reflect the tax consequences of recovering the carrying amount of the underlying asset through sale. Effective implementation date is for annual periods beginning on or after 1 January 2012.

The Group has both investment properties at fair value and assets under IAS 16 valued under the revaluation model. The jurisdictions in which the Group operates do not have a different tax charge for sale or consumption of the assets. While the amendment is applicable, it has no impact on the financial statement of the Group.

#### IFRS 7 - Disclosures - Transfers of financial assets (Amendment)

The IASB issued an amendment to IFRS 7 that enhances disclosures for financial assets. These disclosures relate to assets transferred (as defined under IAS 39). If the assets transferred are not derecognised entirely in the financial statements, an entity has to disclose information that enables users of financial statements to understand the relationship between those assets which are not derecognised and their associated liabilities.

If those assets are derecognised entirely, but the entity retains a continuing involvement, disclosures have to be provided that enable users of financial statements to evaluate the nature of, and risks associated with, the entity's continuing involvement in those derecognised assets. Effective implementation date is for annual periods beginning on or after 1 July 2011 with no comparative requirements.

#### IFRS 1 - Severe Hyperinflation and Removal of Fixed Dates for First-time Adopters (Amendment)

When an entity's date of transition to IFRS is on or after the functional currency normalisation date, the entity may elect to measure all assets and liabilities held before the functional currency normalisation date, at fair value on the date of transition to IFRS. This fair value may be used as the deemed cost of those assets and liabilities in the opening IFRS statement of financial position. However, this exemption may only be applied to assets and liabilities that were subject to severe hyperinflation. Effective implementation date is for annual periods beginning on or after 1 July 2011 with early adoption permitted. The Group has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

### 3 SIGNIFICANT ACCOUNTING POLICIES

The accounting policies and methods of computation adopted in the preparation of these condensed consolidated interim financial statements are the same as those applied by the Group in its annual financial statements for the year ended 31 December 2011.

The principal Ukrainian Hryvnia (“UAH”) exchange rates used in the preparation of the condensed consolidated interim financial statements are as follows:

Currency	Average reporting period rate		Reporting date rate	
	2012	2011	2012	2011
	EUR	10.3984	11.2582	10.5400
USD	8.1240	7.9833	8.1200	7.9430

### 4 BUSINESS COMBINATIONS

During the nine months ended 30 September 2012, the Group completed acquisitions of 4 entities. The purchase consideration consisted only of cash, and the direct costs related to these acquisitions are not significant.

Name	Country of incorporation	Activity	Date of acquisition	% of ownership as at the date of acquisition
PC "Mir"	Ukraine	Agricultural	01.01.2012	99.06%
LLC "Agricultural company "Pershe travnya"	Ukraine	Agricultural	07.01.2012	89.98%
LLC "Agricultural company "Kolos"	Ukraine	Agricultural	21.02.2012	89.98%
LLC "Investpromgaz"	Ukraine	Trade	01.04.2012	99.93%

The fair value of land lease rights acquired is recognized as part of the identifiable intangible assets at the date of acquisition. Management commissioned an independent appraiser to determine the fair value of the land lease rights.

PC “Mir”, LLC “Agricultural company "Pershe travnya”, LLC “Agricultural company "Kolos” were correspondingly consolidated into a business unit LLC “Volochnysk-Agro”, LLC “Pershe Travnya” and LLC “Kolos” at the acquisition date. From the dates of acquisition the net loss incurred by acquired companies amounted to UAH 50 thousand (EUR 4.6 thousand).

For the business combinations in 2012 and 2011 there are no significant differences between fair value and carrying value of acquired assets and liabilities. Non-controlling interest is measured as the non-controlling interests' proportionate share of the acquiree's identifiable net assets.

The acquisition of the companies had the following effect on assets and liabilities, which are stated at their fair values, as at the date they were acquired:

	Recognised fair value at acquisition	
	(in thousands of Ukrainian hryvnias)	(in thousands of Euros)
	(unaudited)	(unaudited)
<b>Non-current assets</b>		
Property, plant and equipment	9,917	943
Non-current biological assets	1,588	152
Intangible and other non-current assets	964	92
<b>Current assets</b>		
Inventories	14,850	1,423
Current biological assets	13,002	1,245
Other accounts receivable and prepayments	3,674	360
Cash and cash equivalents	17	2
<b>Non-current liabilities</b>		
Other long-term liabilities	(17,353)	(1,662)
Non-controlling interest	(227)	(22)
<b>Current liabilities</b>		
Trade accounts payable	(104)	(10)
Other liabilities and accounts payable	(2,065)	(199)
<b>Net identifiable assets, liabilities and contingent liabilities</b>	<b>24,263</b>	<b>2,324</b>
Excess of net assets acquired over consideration paid : acquisitions from third parties	23,664	2,267
Consideration paid	(599)	(57)
Cash acquired	17	2
<b>Net cash outflow</b>	<b>(582)</b>	<b>(55)</b>

During the nine months ended 30 September 2011, the Group completed acquisitions of 16 entities. The purchase consideration consisted only of cash, and the direct costs related to these acquisitions are not significant.

Name	Country of incorporation	Activity	Date of acquisition	% of ownership as at the date of acquisition
LLC "Tarasivske"	Ukraine	Agricultural	04.02.2011	97.98%
LLC "Nika"	Ukraine	Agricultural	11.02.2011	99.98%
LLC "Zhytnytsya Podillya"	Ukraine	Agricultural	21.02.2011	74.99%
PC "Valmer"	Ukraine	Agricultural	25.02.2011	99.98%
LLC "Zdobutok"	Ukraine	Agricultural	31.03.2011	99.98%
LLC "Chervona Zirka"	Ukraine	Agricultural	31.03.2011	99.98%
LLC "Niva"	Ukraine	Agricultural	04.04.2011	99.98%
PC "Ukraine"	Ukraine	Agricultural	18.04.2011	98.75%
LLC "Lan-Invest"	Ukraine	Agricultural	04.05.2011	99.98%
AC "Oriy"	Ukraine	Agricultural	25.05.2011	99.98%
LLC "Zorya"	Ukraine	Agricultural	02.06.2011	99.13%
PC "named after Suvorov"	Ukraine	Agricultural	09.06.2011	99.98%
LLC "Khorolsky combined forage factory"	Ukraine	Agricultural	22.07.2011	92.77%
PC "Lan-M"	Ukraine	Agricultural	04.08.2011	99.98%
LLC "Agricultural company "named after Vatutin"	Ukraine	Agricultural	23.08.2011	79.98%
LLC "named after Vorovsky"	Ukraine	Agricultural	13.09.2011	99.98%

The acquisition of the companies had the following effect on assets and liabilities, which are stated at their fair values, as at the date they were acquired:

	Recognised fair value at acquisition	
	<i>(in thousands of Ukrainian hryvnias)</i>	<i>(in thousands of Euros)</i>
	(unaudited)	(unaudited)
<b>Non-current assets</b>		
Property, plant and equipment	63,919	5,649
Construction in progress	2,911	257
Non-current biological assets	10,127	896
Intangible and other non-current assets	39,097	3,457
<b>Current assets</b>		
Inventories	35,293	3,121
Current biological assets	67,917	6,006
Trade accounts receivable	1,746	154
Other accounts receivable and prepayments	12,086	1,077
Cash and cash equivalents	12,488	1,104
<b>Non-current liabilities</b>		
Long-term loans and borrowings	(196)	(17)
Other long-term liabilities	(10,470)	(926)
<b>Current liabilities</b>		
Short-term loans and borrowings	(1,750)	(155)
Trade accounts payable	(14,396)	(1,273)
Other liabilities and accounts payable	(37,057)	(3,277)
Non-controlling interest acquired	(8,338)	(737)
<b>Net identifiable assets, liabilities and contingent liabilities</b>	<u>173,377</u>	<u>15,336</u>
Excess of net assets acquired over consideration paid : acquisitions from third parties	104,001	9,197
Goodwill	(3,686)	(322)
Consideration paid	(73,062)	(6,461)
Cash acquired	12,488	1,104
<b>Net cash outflow</b>	<u>(60,574)</u>	<u>(5,357)</u>

## 5 BIOLOGICAL ASSETS

As at 30 September biological assets comprise the following groups:

(in thousands of Ukrainian hryvnias)

	30 September 2012		31 December 2011		30 September 2011	
	Units	Amount (unaudited)	Units	Amount (audited)	Units	Amount (unaudited)
<b>Non-current biological assets:</b>						
Cattle	13,735	267,943	12,562	206,485	11,756	196,860
Other livestock		3,575		3,450		4,274
		<u>271,518</u>		<u>209,935</u>		<u>201,134</u>
<b>Current biological assets:</b>						
Cattle	15,570	222,455	15,650	194,752	15,490	204,868
Other livestock		7,640		6,709		9,491
		<u>230,095</u>		<u>201,461</u>		<u>214,359</u>
<b>Crops:</b>	<b>Hectares</b>		<b>Hectares</b>		<b>Hectares</b>	
Sugar beet	36,851	860,862	-	-	30,091	399,433
Corn	30,548	367,446	-	-	31,217	454,504
Soy	7,817	67,512	-	-	1,744	7,544
Wheat	14,778	58,654	51,299	352,369	44,500	204,750
Sunflower	904	8,114	-	-	2,573	17,335
Rye	1,012	2,228	1,448	3,122	79	453
Barley	-	-	1,823	6,255	134	526
Rape	-	-	88	218	-	-
Buckwheat	-	-	-	-	52	205
Peas	-	-	-	-	74	66
Oats	-	-	-	-	9	63
	<u>91,910</u>	<u>1,364,816</u>	<u>54,658</u>	<u>361,964</u>	<u>110,473</u>	<u>1,084,879</u>
		<u>1,594,911</u>		<u>563,425</u>		<u>1,299,238</u>
<b>Total biological assets</b>		<u>1,866,429</u>		<u>773,360</u>		<u>1,500,372</u>

As at 30 September biological assets comprise the following groups:

<i>(in thousands of Euros)</i>	<u>30 September 2012</u>		<u>31 December 2011</u>		<u>30 September 2011</u>	
	Units	Amount (unaudited)	Units	Amount (audited)	Units	Amount (unaudited)
<b>Non-current biological assets:</b>						
Cattle	13,735	25,422	12,562	19,816	11,756	18,152
Other livestock		339		332		394
		<u>25,761</u>		<u>20,148</u>		<u>18,546</u>
<b>Current biological assets:</b>						
Cattle	15,570	21,106	15,650	18,690	15,490	18,891
Other livestock		726		644		875
		<u>21,832</u>		<u>19,334</u>		<u>19,766</u>
<b>Crops:</b>	<b>Hectares</b>		<b>Hectares</b>		<b>Hectares</b>	
Sugar beet	36,851	81,676	-	-	30,091	36,831
Corn	30,548	34,862	-	-	31,217	41,909
Soy	7,817	6,405	-	-	1,744	696
Wheat	14,778	5,565	51,299	33,817	44,500	18,880
Sunflower	904	770	-	-	2,573	1,598
Rye	1,012	211	1,448	300	79	42
Barley	-	-	1,823	600	134	49
Rape	-	-	88	20	-	-
Buckwheat	-	-	-	-	52	19
Peas	-	-	-	-	74	5
Oats	-	-	-	-	9	5
	<u>91,910</u>	<u>129,489</u>	<u>54,658</u>	<u>34,737</u>	<u>110,473</u>	<u>100,034</u>
		<u>151,321</u>		<u>54,071</u>		<u>119,800</u>
<b>Total biological assets</b>		<u>177,082</u>		<u>74,219</u>		<u>138,346</u>

**6 INVENTORIES**

Inventories are as follows:

<i>(in thousands of Ukrainian hryvnias)</i>	30 September 2012 (unaudited)	31 December 2011 (audited)	30 September 2011 (unaudited)
Finished goods:			
Sugar and sugar production	217,436	952,961	210,280
Sugar beet	73,564	-	42,869
Agricultural produce	681,665	490,704	515,314
Cattle farming	945	689	872
Other production	5,776	5,143	24,127
Raw materials and consumables for:			
Sugar and sugar production	285,015	33,795	199,640
Agricultural produce	175,890	68,702	167,830
Cattle farming	97,283	63,756	68,519
Other production	697	1,353	3,359
Investments into future crops	302,447	382,535	264,298
	<b>1,840,718</b>	<b>1,999,638</b>	<b>1,497,108</b>

Inventories are as follows:

<i>(in thousands of Euros)</i>	30 September 2012 (unaudited)	31 December 2011 (audited)	30 September 2011 (unaudited)
Finished goods:			
Sugar and sugar production	20,630	91,455	19,390
Sugar beet	6,980	-	3,953
Agricultural produce	64,674	47,093	47,516
Cattle farming	90	66	80
Other production	548	493	2,225
Raw materials and consumables for:			
Sugar and sugar production	27,041	3,243	18,408
Agricultural produce	16,688	6,593	15,475
Cattle farming	9,230	6,119	6,318
Other production	65	130	312
Investments into future crops	28,696	36,712	24,370
	<b>174,642</b>	<b>191,904</b>	<b>138,047</b>



## 7 REVENUES

Revenues for the three months ended 30 September are as follows:

	<i>(in thousands of Ukrainian hryvnias)</i>		<i>(in thousands of Euros)</i>	
	<b>2012</b> <b>(unaudited)</b>	<b>2011</b> <b>(unaudited)</b>	<b>2012</b> <b>(unaudited)</b>	<b>2011</b> <b>(unaudited)</b>
Sugar and related sales:				
Sugar	<b>563,547</b>	497,591	<b>55,451</b>	43,914
Molasses	<b>13,811</b>	15,479	<b>1,359</b>	1,366
Pulp	<b>907</b>	3,396	<b>89</b>	300
Other sugar related sales	<b>22,466</b>	42,697	<b>2,212</b>	3,768
	<b>600,731</b>	559,163	<b>59,111</b>	49,348
Crops	<b>221,882</b>	167,913	<b>21,832</b>	14,819
Cattle farming	<b>78,036</b>	79,064	<b>7,678</b>	6,978
Other sales	<b>35,234</b>	496	<b>3,467</b>	44
	<b>335,152</b>	247,473	<b>32,977</b>	21,841
	<b>935,883</b>	806,636	<b>92,088</b>	71,189

During the three months ended 30 September 2012 and 2011 there were no sales settled through barter transactions.

## 8 OTHER OPERATING INCOME

Other operating income for the three months ended 30 September is as follows:

	<i>(in thousands of Ukrainian hryvnias)</i>		<i>(in thousands of Euros)</i>	
	<b>2012</b> <b>(unaudited)</b>	<b>2011</b> <b>(unaudited)</b>	<b>2012</b> <b>(unaudited)</b>	<b>2011</b> <b>(unaudited)</b>
Government subsidies relating to:				
Cattle farming	<b>5,279</b>	10	<b>520</b>	1
Crop production	<b>1,655</b>	2,524	<b>163</b>	223
Interest and financing costs	-	877	-	77
Other operating income	<b>541</b>	879	<b>53</b>	78
	<b>7,475</b>	4,290	<b>736</b>	379

## 9 GENERAL AND ADMINISTRATIVE EXPENSE

General and administrative expense for the three months ended 30 September is as follows:

	<i>(in thousands of Ukrainian hryvnias)</i>		<i>(in thousands of Euros)</i>	
	<b>2012</b> <b>(unaudited)</b>	<b>2011</b> <b>(unaudited)</b>	<b>2012</b> <b>(unaudited)</b>	<b>2011</b> <b>(unaudited)</b>
Salary and related charges	<b>29,735</b>	22,719	<b>2,926</b>	2,005
Professional services	<b>5,212</b>	3,147	<b>513</b>	278
Insurance	<b>3,125</b>	1,467	<b>307</b>	129
Rent	<b>1,858</b>	1,013	<b>183</b>	89
Fuel and other materials	<b>1,573</b>	1,603	<b>155</b>	141
Maintenance	<b>1,125</b>	585	<b>111</b>	52
Depreciation	<b>1,100</b>	1,013	<b>108</b>	89
Taxes other than corporate income tax	<b>1,096</b>	852	<b>108</b>	75
Office expenses	<b>865</b>	189	<b>85</b>	17
Communication	<b>697</b>	872	<b>69</b>	77
Bank charges	<b>351</b>	1,218	<b>35</b>	108
Transportation	<b>138</b>	696	<b>14</b>	61
Other	<b>323</b>	1,145	<b>30</b>	102
	<b>47,198</b>	<b>36,519</b>	<b>4,644</b>	<b>3,223</b>

## 10 SELLING AND DISTRIBUTION EXPENSE

Selling and distribution expense for the three months ended 30 September is as follows:

	<i>(in thousands of Ukrainian hryvnias)</i>		<i>(in thousands of Euros)</i>	
	<b>2012</b> <b>(unaudited)</b>	<b>2011</b> <b>(unaudited)</b>	<b>2012</b> <b>(unaudited)</b>	<b>2011</b> <b>(unaudited)</b>
Transportation	<b>19,699</b>	12,877	<b>1,938</b>	1,136
Salary and related charges	<b>9,189</b>	7,024	<b>904</b>	620
Fuel and other materials	<b>5,080</b>	5,152	<b>500</b>	455
Storage and logistics	<b>2,632</b>	1,202	<b>259</b>	106
Allowance for trade accounts receivable	<b>1,969</b>	4,003	<b>194</b>	353
Commissions	<b>651</b>	12	<b>64</b>	1
Customs duties and services	<b>424</b>	4,615	<b>42</b>	407
Professional services	<b>246</b>	1,789	<b>24</b>	158
Depreciation	<b>20</b>	423	<b>2</b>	37
Advertising	<b>6</b>	93	<b>1</b>	8
Other	<b>485</b>	2,008	<b>47</b>	178
	<b>40,401</b>	<b>39,198</b>	<b>3,975</b>	<b>3,459</b>

**11 OTHER OPERATING EXPENSE**

Other operating expense for the three months ended 30 September is as follows:

	<i>(in thousands of Ukrainian hryvnias)</i>		<i>(in thousands of Euros)</i>	
	<b>2012</b> <b>(unaudited)</b>	<b>2011</b> <b>(unaudited)</b>	<b>2012</b> <b>(unaudited)</b>	<b>2011</b> <b>(unaudited)</b>
Charity and social expenses	<b>5,337</b>	3,286	<b>525</b>	292
Other salary and related charges	<b>1,205</b>	622	<b>119</b>	55
Inventory written off	<b>674</b>	677	<b>66</b>	60
Penalties paid	<b>555</b>	422	<b>55</b>	38
Depreciation	<b>443</b>	360	<b>44</b>	32
Representative expenses	<b>144</b>	100	<b>14</b>	9
VAT written off	<b>75</b>	8,592	<b>7</b>	757
Canteen expenses	<b>27</b>	136	<b>3</b>	12
(Recovery of) allowance for other accounts receivable	<b>(1,744)</b>	6,580	<b>(172)</b>	578
Other	<b>177</b>	1,260	<b>17</b>	112
	<b><u>6,893</u></b>	<b><u>22,035</u></b>	<b><u>678</u></b>	<b><u>1,945</u></b>

**12 CHANGES IN FAIR VALUE OF BIOLOGICAL ASSETS**

Changes in fair value of biological assets represent increase (decrease) in the carrying value at the reporting date of livestock and crops as compared with the respective values at the beginning of the year. Increases (decreases) in fair value of biological assets for the three months ended 30 September are as follows:

	<i>(in thousands of Ukrainian hryvnias)</i>		<i>(in thousands of Euros)</i>	
	<b>2012</b> <b>(unaudited)</b>	<b>2011</b> <b>(unaudited)</b>	<b>2012</b> <b>(unaudited)</b>	<b>2011</b> <b>(unaudited)</b>
Non-current livestock	<b>42,229</b>	38,851	<b>4,155</b>	3,429
Current livestock	<b>26,494</b>	31,910	<b>2,607</b>	2,816
Crops	<b>46,825</b>	16,803	<b>4,608</b>	1,483
	<b><u>115,548</u></b>	<b><u>87,564</u></b>	<b><u>11,370</u></b>	<b><u>7,728</u></b>

**13 FINANCE (COSTS) INCOME**

Finance (costs) income for the three months ended 30 September is as follows:

	<i>(in thousands of Ukrainian hryvnias)</i>		<i>(in thousands of Euros)</i>	
	2012	2011	2012	2011
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
<b>Finance costs</b>				
Interest expense	(53,080)	(36,922)	(5,232)	(3,260)
Foreign currency exchange loss	(9,623)	(109)	(948)	(9)
Net profit attributable to non-controlling interests of limited liability company subsidiaries	(7,694)	(5,769)	(758)	(508)
Loss from promissory note transactions	(72)	-	(7)	-
Other finance costs	(36)	-	(4)	-
	<u>(70,505)</u>	<u>(42,800)</u>	<u>(6,949)</u>	<u>(3,777)</u>
<b>Finance income</b>				
Interest income	5,499	7,894	553	697
Other finance income	220	-	22	-
	<u>5,719</u>	<u>7,894</u>	<u>575</u>	<u>697</u>

**14 RELATED PARTY TRANSACTIONS**

The Group performs transactions with related parties in the ordinary course of business. Related parties comprise the Group associate, the shareholders, companies that are under control of the Group's owners, key management personnel and their close family members, and companies that are controlled or significantly influenced by shareholders. Prices for related party transactions are determined on an ongoing basis. The terms of some related party transactions may differ from market terms.

The following table provides the total amount of transactions that have been entered into with related parties during the three month ended 30 September 2012 as well as balances with related parties as of 30 September 2012:

<i>(in thousands of Ukrainian hryvnias )</i>	Sales to related parties:	Purchases from related parties:	Amounts owed by related parties:	Amounts owed to related parties:
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Companies under common control	14,772	656	21,076	1,636
Joint venture	456	-	30,357	-
Associate	1,024	520	975	171
	<u>16,252</u>	<u>1,176</u>	<u>52,408</u>	<u>1,807</u>

<i>(in thousands of Euros)</i>	Sales to related parties:	Purchases from related parties:	Amounts owed by related parties:	Amounts owed to related parties:
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Companies under common control	1,424	64	2,000	155
Joint venture	44	-	2,880	-
Associate	106	50	93	16
	<u>1,574</u>	<u>114</u>	<u>4,973</u>	<u>171</u>

The following table provides the total amount of transactions that have been entered into with related parties during the three month ended 30 September 2011 as well as balances with related parties as of 30 September 2011:

<i>(in thousands of Ukrainian hryvnias )</i>	Sales to related parties:	Purchases from related parties:	Amounts owed by related parties:	Amounts owed to related parties:
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Companies under common control	187	312	10,388	2,152
Associate	4,027	536	29,580	15,171
	<u>4,214</u>	<u>848</u>	<u>39,968</u>	<u>17,323</u>

<i>(in thousands of Euros)</i>	Sales to related parties:	Purchases from related parties:	Amounts owed by related parties:	Amounts owed to related parties:
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Companies under common control	17	28	958	199
Associate	356	48	2,728	1,399
	<u>373</u>	<u>76</u>	<u>3,686</u>	<u>1,598</u>

**15 EVENTS SUBSEQUENT TO THE STATEMENT OF FINANCIAL POSITION DATE**

On 06 November 2012 LLC "Astarta-Kyiv" and LLC "Globino processing factory "Globus" signed loan agreement with International Finance corporation. The loan was issued for seven year period and totaled USD 40 mln. The loan will be utilized with the purpose to finance the construction of a soybean crushing facility, the construction of a biogas facility, the expansion of agricultural land, the purchase of supporting farm machinery, storage and infrastructure to increase production volumes of crops and further modernization of sugar production.

12 November 2012,

Amsterdam, The Netherlands

The Board of Directors of ASTARTA Holding N.V.

V. Ivanchyk	____(signed)____
P. Rybin	____(signed)____
M.M.L.J. van Campen	____(signed)____
V. Korotkov	____(signed)____
W.T. Bartoszewski	____(signed)____



## **ASTARTA published interim report for the nine months of 2012**

For the nine months of 2012 revenues grew 26% to EUR 235 million, EBITDA increased 6% to EUR 115 million, and net profit corrected 10% to EUR 84 million. ASTARTA substantially increased sales of the key products: volumes of crop sales grew by 60%, sugar by 54%, and milk by 33%. Exports grew five-fold, thus increasing its share in consolidated revenues to 26%.

Currently, the Group's subsidiaries are finishing the harvest of technical crops. Winter crops are successfully planted on 51 thousand hectares and are reported to be in good condition. Soil preparation for sowing sugar beet and other crops in spring 2013 is well on track.

Modern agri-technologies, applied on our fields favour increase of yields of beet and sugar content. We expect that harvest of sugar beet in ASTARTA's farms will reach a record 2.5 million tonnes this year. According to our estimates, processing of our own sugar beet and those supplied by local farmers, will secure approximately 400 thousand tonnes of white sugar. As a result of modernization and improvements in technology at ASTARTA plants, natural gas consumption per tonne of processed sugar beet decreased 7% and the total daily production capacity of the plants increased 6%.

Cattle farming segment of ASTARTA demonstrates the strong dynamics. For the nine months of 2012, farms produced 64 thousand tonnes of milk (+28% y-o-y). In order to accelerate growth in the cattle farming, we started construction of a heifer-breeding complex for 5,000 heads. When it becomes fully operational, it shall advance milking herd development and increase milk yields.

### **Comments of Viktor Ivanchyk, CEO:**

*"Currently, we concentrate our efforts on the successful completion of this production season and the further development of ASTARTA' industrial assets. A 50-kiloton modern sugar silo was commissioned in the beginning of November. We complete the construction of a biogas station at one of our sugar plants. Likewise the construction of a soybean processing plant is well on schedule.*

*Profitability of the Group for the reporting period was influenced by low sugar prices in Ukraine following overproduction in 2011. However, diversified nature of our business, in particular contribution from growing sales of grains and oilseeds, and high quality milk strongly supported the financial performance. Looking forward, we expect that the Ukrainian sugar market should gradually recover; a strong export demand for grains and oilseeds will be in place; and a lasting development potential for the high quality milk segment will reinforce".*