

# **Ronson Europe N.V.**

Interim Financial Report  
for the six months  
ended  
30 June 2012

**Interim Financial Report for the six months ended 30 June 2012**

---

**CONTENTS**

|  | <b>Page</b> |
|--|-------------|
| <b>Directors' report</b>   | 1           |
| <b>Interim Condensed Consolidated Financial Statements for the six months ended 30 June 2012</b> |             |
| Interim Consolidated Statement of Financial Position   | 21          |
| Interim Consolidated Statement of Comprehensive Income   | 22          |
| Interim Consolidated Statement of Changes in Equity  | 23          |
| Interim Consolidated Statement of Cash Flows   | 24          |
| Notes to the Interim Condensed Consolidated Financial Statements                                 | 25          |
| Independent Auditors' Report on Review of Interim Condensed Consolidated Financial Statements    | 40          |

## Directors' report

---

# Directors' Report

## General

### Introduction

Ronson Europe N.V. (hereinafter "the Company"), a Dutch public company with its registered office located in Rotterdam, the Netherlands, was incorporated on 18 June 2007. The Company through its subsidiaries (hereinafter "the Group"), is active in the development and sale of residential units, primarily apartments, in multi-family residential real-estate projects and single family or semi-detached housing to individual customers in Poland.

The shares of the Company are traded on the Warsaw Stock Exchange since 5 November 2007. As at 30 June 2012, 64.2% of the outstanding shares are held by I.T.R. Dori B.V. (hereinafter "ITR Dori"), 15.3% of the outstanding shares are held by GE Real Estate CE Residential B.V. (hereinafter "GE Real Estate") with the remaining 20.5% of the outstanding shares being held by other investors, including Amplico Otworthy Fundusz Emerytalny and ING Otworthy Fundusz Emerytalny with each party holding an interest of between 5% and 10% of the outstanding shares. For major shareholders of the Company reference is made to page 19. On 8 August 2012, the market price was PLN 0.7 per share giving the Company a market capitalization of PLN 190.6 million.

### Company overview

The Company is an experienced and dynamic residential real estate developer expanding its geographic reach to major metropolitan areas across Poland. Leveraging upon its large portfolio of secured sites, the Company believes it is well positioned to maintain its position as a leading residential development company throughout Poland.

The Company aims to maximize value for its shareholders through selective geographical expansion in Poland and by creating a portfolio of real estate development properties. Management believes the Company has positioned itself strongly to navigate the volatile economic environment in which the Company has found itself over the past several years. On the one hand, the Polish economy appears to remain stable, which potentially bodes well for the Company's prospects. On the other hand, the debt and euro crises, which continue to play out in much of Europe, and with increasing volatility in recent months, may continue to have a negative impact on the Polish economy and the Company's overall prospects. As a result, the Company continues to adhere to a development strategy that allows it to adjust quickly to these uncertain conditions by spreading risks through (i) closely monitoring its projects, (ii) potentially modifying the number of projects and their quality and sizes, (iii) considering various other geographical locations to commence development, and (iv) maintaining its conservative financial policy compared to other regional residential developers.

As at 30 June 2012, the Group is in the midst of developing nine projects comprising a total of 1,217 units, with a total area of 74,800 m<sup>2</sup>. The construction of 553 units, with a total area of 37,000 m<sup>2</sup>, is expected to be completed during the remainder of 2012. Moreover the Group operates six completed projects, in which as of date of this report 108 units with a total usable area of 11,850 m<sup>2</sup> were still available for purchase.

In addition, the Group has a pipeline of 21 projects in different stages of preparation, representing approximately 4,700 residential units with a total area of approximately 334,700 m<sup>2</sup> for future development in Warsaw, Poznań, Wrocław and Szczecin. The Group is considering commencing development of one new stage of one of the projects that are currently under construction comprising 40 units with a total area of 2,200 m<sup>2</sup> and two new projects comprising 210 units with a total area of 16,800 m<sup>2</sup> before the end of the year.

During second quarter of 2012 the Company signed two preliminary agreements to purchase two plots of land in Warsaw, which will allow the Group to develop two new projects that will comprise approximately 1,200 units with the total area of 74,500 m<sup>2</sup>. For additional information, see "Business highlights during the six months ended 30 June 2012 - E. Land purchase" (page 6).

Despite challenging market conditions, the Company's sales results have been gradually improving since the end of 2008, which was the most difficult period for the Company as well as for the entire market, until the end of 2011. During 2010, the Company net sales amounted to PLN 173.3 million with a total of 270 units sold, whereas during 2011 net sales amounted to PLN 191.9 million with a total of 358 units sold. During the six months ended 30 June 2012 net sales amounted to 168 units with the total value PLN 70.3 million compared to net sales of 213 units with a total value of PLN 123.8 million for the same period last year.

## Directors' report

---

### Market overview

The Polish economy has proven to be relatively strong even in the recent turbulent times, which in combination with the general paucity of dwellings in Poland (in comparison to all other European countries) creates, what management believes to be, solid long term prospects for further development of the residential real estate market in spite of the volatility that has characterized the market for the past four years. Management believes the Company is well positioned to adapt to changing market conditions and is preparing new projects for development, which will be distinguished in the market by their location, quality and attractive pricing.

In 2010, the construction of over 158,000 new apartments was commenced, which was only 10% lower than in the peak year of 2008. The trend observed in 2010 continued in 2011 when the construction of approximately 162,000 new apartments was commenced, and in the first half of 2012, with the commencement of construction of 80,700 new apartments, which was by 0.8% higher than during the same period in 2011. Out of the mentioned numbers, construction of 63,000 and 64,700 units was commenced by developers in 2010 and in 2011, respectively. This trend appears to confirm that many developers have been able to prepare projects and arrange for relevant financing to meet customer demand. Simultaneously, the number of apartments completed in Poland during the first half of 2012 reached over 68,000, 25% more than in the same period in the previous year and 7% more than during first six months of 2010. This has resulted in increased competition among real estate developers, which has, in turn, led to increased customer demands and expectations relating to quality, advanced stage of construction and expectations for lower priced apartments. Moreover, an increasing number of customers indicate interest in more "economical-sized" apartments, i.e. the same number of rooms in a smaller area. Such trends result also from changes in regulations, which limited the amount of mortgage offered to customers by the banking sector in Poland (so called "Recommendation T" implemented by the Polish Financial Supervision Authority imposing, among others, new criteria of evaluating customers) as well as a decreased attractiveness of the governmental program supporting families buying their first apartment (by subsidizing costs of the mortgage loans).

The Company's management believes that, despite many changes and new challenges, the Polish residential market is still very attractive. The Company's management is aware of shifting trends as well as increasing demands by the Company's customers and has implemented internal processes aimed at improving customer service and responding positively to new customer requirements. The Company has also prepared itself to the new requirements resulting from implementation of new legislation, which came into force in Poland in April 2012. The new legislation requires, amongst other matters, that more detailed information is provided to the customers and that the contract for apartment purchase must be concluded in front of a notary. Moreover, construction processes (of new projects offered for sale after 29 April 2012) must be financed through debt and equity only or by additional bank guarantees or bank involvement in monitoring the construction process in order to increase the security of customers' money, if such money is used for financing the project. The Company's management is closely monitoring these new requirements and believes that potential difficulties that may occur should not decrease the Company's ability to arrange financing of its projects. In fact, management believes these new requirements may negatively affect the smaller and less experienced developers and thus increase the competitive advantage for more experienced market players like Ronson.

In addition, to further minimize market risk, the Company is taking a very selective approach when initiating new projects. In the preparation phase of all projects, great emphasis is put on splitting the projects into smaller parts. Management is also cognizant of the tightened credit markets. Accordingly, when planning its newest projects, the Company has prepared for increased costs of debt financing as well as for more demanding debt facility structures that are being imposed by the lending banks especially anticipating the new developers' law.

## Directors' report

### Business highlights during the six months ended 30 June 2012

#### A. Projects completed

The table below presents information on the two projects that were completed (i.e. completing all construction works and receiving occupancy permit) during the six months ended 30 June 2012:

| Project name               | Location | Number of units | Area of units (m <sup>2</sup> ) |
|----------------------------|----------|-----------------|---------------------------------|
| Sakura I <sup>(*)</sup>    | Warsaw   | 120             | 8,100                           |
| Impressio I <sup>(*)</sup> | Wrocław  | 70              | 4,400                           |
| <b>Total</b>               |          | <b>190</b>      | <b>12,500</b>                   |

(\*) For additional information see section 'B. Results breakdown by projects' below.

#### B. Results breakdown by project

Revenue from the sale of residential units is recognized upon the transfer to the buyer of significant risks and rewards of the ownership of the residential unit, i.e. upon signing of the protocol of technical acceptance and the transfer of the key to the buyer of the residential unit. Total revenue of the Group recognized during the six months ended 30 June 2012 amounted to PLN 41.9 million, whereas cost of sales amounted to PLN 32.9 million, which resulted in a gross profit amounting to PLN 9.0 million and a gross margin of 21.5%.

The following table specifies revenue, cost of sales, gross profit and gross margin during the six months ended 30 June 2012 on a project by project basis:

| Project name           | Information on the delivered units |                                 | Revenue <sup>(*)</sup> |               | Cost of sales <sup>(**)</sup> |               | Gross profit   | Gross margin |
|------------------------|------------------------------------|---------------------------------|------------------------|---------------|-------------------------------|---------------|----------------|--------------|
|                        | Number of units                    | Area of units (m <sup>2</sup> ) | PLN (thousand)         | %             | PLN (thousand)                | %             | PLN (thousand) | %            |
| Sakura I               | 49                                 | 2,986                           | 22,976                 | 54.9%         | 17,150                        | 52.2%         | 5,826          | 25.4%        |
| Impressio I            | 22                                 | 1,444                           | 9,421                  | 22.5%         | 8,454                         | 25.7%         | 967            | 10.3%        |
| Imaginarium III        | 6                                  | 468                             | 4,870                  | 11.6%         | 3,518                         | 10.7%         | 1,352          | 27.8%        |
| Imaginarium II         | 1                                  | 73                              | 749                    | 1.8%          | 566                           | 1.7%          | 183            | 24.4%        |
| Galileo                | 2                                  | 139                             | 896                    | 2.1%          | 589                           | 1.8%          | 307            | 34.3%        |
| Constans               | 1                                  | 252                             | 1,295                  | 3.1%          | 1,249                         | 3.8%          | 46             | 3.6%         |
| Gardenia               | 1                                  | 172                             | 684                    | 1.6%          | 680                           | 2.1%          | 4              | 0.6%         |
| Nautica I              | 1                                  | 72                              | 572                    | 1.4%          | 472                           | 1.4%          | 100            | 17.5%        |
| Other                  | N.A.                               | N.A.                            | 406                    | 1.0%          | 207                           | 0.6%          | 199            | 49.0%        |
| <b>Total / Average</b> | <b>83</b>                          | <b>5,606</b>                    | <b>41,869</b>          | <b>100.0%</b> | <b>32,885</b>                 | <b>100.0%</b> | <b>8,984</b>   | <b>21.5%</b> |

(\*) Revenue is recognized upon the transfer of significant risks and rewards of the ownership of the residential unit to the buyer, i.e. upon signing of the protocol of technical acceptance and the transfer of the key of the residential unit to the buyer.

(\*\*) Cost of sales allocated to the delivered units proportionally to the expected total value of the project.

#### Sakura I

The construction of the Sakura I project was completed in May 2012. The Sakura I project was developed on a part of a land strip of 21,000 m<sup>2</sup> located in the Mokotów district in Warsaw (Kłobucka Street). The Sakura I project comprise 1 eleven-storey, multi-family residential building with a total of 99 apartments and 21 commercial units and an aggregate floor space of 8,100 m<sup>2</sup>.

## Directors' report

---

### Business highlights during the six months ended 30 June 2012 (cont'd)

#### **B. Results breakdown by project (cont'd)**

##### *Impressio I*

The construction of the Impressio I project was completed in June 2012. The Impressio I project was developed on a part of a land strip of 14,500 m<sup>2</sup> located in the Grabiszyn district in Wrocław. The Impressio I project comprises 3 four-storey, multi-family residential buildings with a total of 70 apartments and an aggregate floor space of 4,400 m<sup>2</sup>.

##### *Imaginarium III*

The construction of the Imaginarium III housing estate was completed in November 2011. The Imaginarium III project was developed on a land strip of 7,600 m<sup>2</sup> located in the Bielany district in Warsaw (Gwiaździsta Street) and is situated next to the Imaginarium I and Imaginarium II projects. The project is a continuation of the Imaginarium I and Imaginarium II concept in terms of quality and design. The Imaginarium III housing estate comprises 2 four-storey, multi-family buildings with total 45 apartments with an aggregate usable floor space of 3,800 m<sup>2</sup>.

##### *Imaginarium II*

The construction of the Imaginarium II housing estate was completed in August 2009. This project was developed on part of a land strip of 7,042 m<sup>2</sup> located in the Bielany district in Warsaw. The Imaginarium II housing estate comprises 3 four-storey, multi-family buildings with total 65 apartments with an aggregate usable floor space of 4,700 m<sup>2</sup>.

##### *Galileo*

The construction of the Galileo project was completed in March 2009. The Galileo project was developed on a land strip of 8,598 m<sup>2</sup> located in the city centre district of Poznań. The Galileo housing project comprises 5 six-storey, multi-family residential buildings with a total of 226 apartments and 6 commercial units with an aggregate floor space of 16,700 m<sup>2</sup>.

##### *Constans*

The first, second and the third phases of the Constans housing project were completed in July 2010, November 2010 and June 2011, respectively. This project was developed on part of a land strip of 36,377 m<sup>2</sup> located in Konstancin near Warsaw. The first, second and the third phases of the Constans housing project comprise 8 semi-detached units (total 16 units) with an aggregate floor space of 4,471 m<sup>2</sup>, 5 semi-detached units (total 10 units) with an aggregate floor space of 2,758 m<sup>2</sup> and 4 semi-detached units (total 8 units) with an aggregate floor space of 2,176 m<sup>2</sup>, respectively.

##### *Gardenia*

The Gardenia project was completed in December 2010. The project was developed on a land strip of 7,129 m<sup>2</sup> located in Józefosław near Warsaw. The Gardenia project, a single family housing (houses in a row) project, comprise 22 units with an aggregate floor space of 3,683 m<sup>2</sup>.

##### *Nautica I*

The construction of the Nautica I project was completed in June 2010. The Nautica I project was developed on a land strip of 9,698 m<sup>2</sup> located in the Ursynów district in Warsaw (Stryjeńskich Street). The project comprises 4 five-storey, multi-family residential buildings with a total of 148 apartments and 1 commercial unit and an aggregate floor space of 10,648 m<sup>2</sup>.

##### *Other*

Other revenues are mainly associated with sales of the parking places and storages in other projects that were completed in previous years, as well as rental revenues.

## Directors' report

### Business highlights during the six months ended 30 June 2012 (cont'd)

#### C. Units sold during the year

The table below presents information on the total units sold (i.e. total number of units for which the Company signed the preliminary sale agreements with the clients), during the six months ended 30 June 2012:

| Project name        | Location | Units sold until<br>31 December 2011 | Units sold during<br>the six months ended<br>30 June 2012 | Units for sale as at<br>30 June 2012 | Total        |
|---------------------|----------|--------------------------------------|---|--------------------------------------|--------------|
| Gemini I (*)        | Warsaw   | 154                                  | -   | 2                                    | 156          |
| Galileo (*)         | Poznań   | 229                                  | -   | 2                                    | 231          |
| Imaginarium II (*)  | Warsaw   | 64                                   | 1   | -                                    | 65           |
| Imaginarium III (*) | Warsaw   | 43                                   | 1   | 1                                    | 45           |
| Constans (*)        | Warsaw   | 13                                   | 1   | 20                                   | 34           |
| Sakura I (*)        | Warsaw   | 57                                   | 19  | 44                                   | 120          |
| Impressio I (*)     | Wrocław  | 22                                   | 9   | 39                                   | 70           |
| Gemini II (**)      | Warsaw   | 137                                  | 18  | 27                                   | 182          |
| Naturalis I (**)    | Warsaw   | 13                                   | 1   | 38                                   | 52           |
| Naturalis II (**)   | Warsaw   | 16                                   | 10  | 34                                   | 60           |
| Naturalis III (**)  | Warsaw   | -                                    | 11  | 49                                   | 60           |
| Sakura II (**)      | Warsaw   | -                                    | 25  | 111                                  | 136          |
| Verdis I (**)       | Warsaw   | 60                                   | 20  | 59                                   | 139          |
| Panoramika I (**)   | Szczecin | 9                                    | 3   | 78                                   | 90           |
| Chilli I (**)       | Poznań   | 11                                   | 4   | 15                                   | 30           |
| Chilli II (**)      | Poznań   | -                                    | -   | 20                                   | 20           |
| Espresso I (**)     | Warsaw   | 21                                   | 34  | 155                                  | 210          |
| Verdis II (***)     | Warsaw   | -                                    | 11  | 67                                   | 78           |
| <b>Total</b>        |          | <b>849</b>                           | <b>168</b>  | <b>761</b>                           | <b>1,778</b> |

(\*) For information on the completed projects see "Business highlights during the six months ended 30 June 2012 – B. Results breakdown by project" (pages 3 and 4).

(\*\*) For information on current projects under construction, see "Outlook for the remainder of 2012 and for 2013 – B. Current projects under construction" (pages 14-16).

(\*\*\*) For additional information, see "Outlook for the remainder of 2012 and for 2013 – D. Projects for which the sales process commenced and the construction work is planned to commence in the near future" (page 17).

#### D. Commencements of new projects

The table below presents information on the five projects that for which construction and/or sales commenced during the six months ended 30 June 2012:

| Project name                                     | Location | Number of units | Area of units (m <sup>2</sup> ) |
|--|----------|-----------------|---------------------------------|
| Espresso I (*)                                   | Warsaw   | 210             | 9,500                           |
| Chilli II (*)                                    | Poznań   | 20              | 1,600                           |
| Młody Grunwald I (previously named Eclipse) (**) | Poznań   | 136             | 8,400                           |
| Belchatowska 28 I (previously named Newton) (**) | Poznań   | 24              | 1,700                           |
| Verdis II (**)                                   | Warsaw   | 78              | 4,900                           |
| <b>Total</b>                                     |          | <b>468</b>      | <b>26,100</b>                   |

(\*) For information on current projects under construction, see "Outlook for the remainder of 2012 and for 2013 – B. Current projects under construction" (pages 14-16).

(\*\*) For additional information, see "Outlook for the remainder of 2012 and for 2013 – D. Projects for which the sales process commenced and the construction work is planned to commence in the near future" (page 17).

**Directors' report**

---

**Business highlights during the six months ended 30 June 2012 (cont'd)*****E. Land purchase***

In March 2012, the Group acquired a parcel of land with an area of 2,636 m<sup>2</sup> located in Wrocław, Krzyki District, at Jutrzenki Street ("Land 2"). Land 2 is located nearby a plot of land with an area of 14,918 m<sup>2</sup> which the Group had purchased in the past ("Land 1"). In combination, Land 1 and Land 2 shall allow the Group to build multifamily buildings that will comprise 300 units with an aggregate floor space of 16,100 m<sup>2</sup>.

In June 2012, the Group entered into preliminary purchase and sale agreements with private individuals for plots of land with an area of 118.4 thousand m<sup>2</sup> located in Warsaw, district Mokotów at Jaśminowa Street. Conclusion of the final sales agreement transferring of the ownership of the properties is expected to be finalized during the first half of 2014. It is assumed that the project planned in this plot shall comprise nearly 650 units with the total aggregate floor space of 50,000 m<sup>2</sup>.

In June 2012, the Group through a joint venture entity (Ronson IS Sp. z o.o. sp.sk.), in which the Group holds a 50% interest ("JV"), entered into a preliminary agreement regarding the purchase of the plot of land with an area of 8.9 thousand m<sup>2</sup> located in Warsaw, district Wola at Skierniewicka and Wolska Streets. The final sales agreement transferring of the ownership of the land is expected to be finalized during the second half of 2012. It is assumed that the project planned in this plot shall comprise nearly 550 units with the total aggregate floor space of 24,500 m<sup>2</sup>.

**Financial information**

The Interim Condensed Consolidated Financial Statements as included in this Interim Financial Report on pages 21 through 39 have been prepared in accordance with International Financial Reporting Standards ("IFRS"), in particular in accordance with IAS 34 and IFRSs endorsed by the European Union. At the date of authorisation of these Interim Condensed Consolidated Financial Statements, in light of the current process of IFRS endorsement in the European Union and the nature of the Group's activities, there is no difference between the IFRSs applied by the Group and the IFRSs endorsed by the European Union. IFRSs comprise standards and interpretations accepted by the International Accounting Standards Board ("IASB") and the International Financial Reporting Interpretations Committee ("IFRIC").

The Interim Condensed Consolidated Financial Statements do not include all the information and disclosures required in annual consolidated financial statements, and should be read in conjunction with the Group's annual consolidated financial statements as at 31 December 2011. For additional information see Note 3 of the Interim Condensed Consolidated Financial Statements.



**Directors' report****Overview of results**

The Company's net profit for the six months ended 30 June 2012 was PLN 1,909 thousand and can be summarized as follows:

|   | <b>For the six months</b>                 |                |
|---|---|----------------|
|   | <b>30 June</b>                            |                |
|   | <b>2012</b>                               | <b>2011</b>    |
|   | <b>PLN</b>                                |                |
|   | <b>(thousands, except per share data)</b> |                |
| Revenue   | 41,869                                    | 39,934         |
| Cost of sales   | (32,885)                                  | (32,486)       |
| <b>Gross profit</b>   | <b>8,984</b>                              | <b>7,448</b>   |
| Selling and marketing expenses  | (2,662)                                   | (2,532)        |
| Administrative expenses   | (7,185)                                   | (6,867)        |
| Other expenses  | (663)                                     | (795)          |
| Other income  | 692                                       | 522            |
| <b>Result from operating activities</b>   | <b>(834)</b>                              | <b>(2,224)</b> |
| Finance income  | 2,183                                     | 2,387          |
| Finance expense   | (446)                                     | (375)          |
| <b>Net finance income</b>   | <b>1,737</b>                              | <b>2,012</b>   |
| <b>Profit/(loss) before taxation</b>  | <b>903</b>                                | <b>(212)</b>   |
| Income tax benefit  | 821                                       | 775            |
| <b>Net profit for the year before non-controlling interests</b>                 | <b>1,724</b>                              | <b>563</b>     |
| Non-controlling interests   | 185                                       | -              |
| <b>Net profit for the year attributable to the equity holders of the parent</b> | <b>1,909</b>                              | <b>563</b>     |
| <b>Net earnings per share (basic and diluted)</b>                               | <b>0.007</b>                              | <b>0.002</b>   |

**Revenue**

Total revenue increased by PLN 2.0 million (4.8%) from PLN 39.9 million during the six months ended 30 June 2011 to PLN 41.9 million during the six months ended 30 June 2012, which is primarily explained by an increase in the average selling price per m<sup>2</sup>, due to the decrease in the number single family houses delivered to the customers which had a significant lower selling price per m<sup>2</sup> compared to the average selling price in other projects. This increase was partly offset by a decrease in apartments delivered to the customers in terms of area size (in m<sup>2</sup>).

## Directors' report

---

### Overview of results (cont'd)

#### *Cost of sales*

Cost of sales increased by PLN 0.4 million (1.2%) from PLN 32.5 million during the six months ended 30 June 2011 to PLN 32.9 million during the six months ended 30 June 2012, which is primarily explained by increase in average total cost of sales per m<sup>2</sup>, due to the decrease in the number single family houses delivered to the customers which had lower total cost of sales per m<sup>2</sup> compared to the average total cost of sales in other projects. This increase was partly offset by a decrease in apartments delivered to the customers in terms of area size (in m<sup>2</sup>).

#### *Gross margin*

The gross margin during the six months ended 30 June 2012 was 21.5% which compares to a gross margin during the six months ended 30 June 2011 of 18.7%. The increase in gross margin is primarily explained by a decrease in the number of units delivered to customers in two projects during the six month period ended 30 June 2012, namely Constans and Gardenia. Both projects include single family houses which had a significant lower gross margins compared to the average gross profit margin realized by the Group on all of its projects taken as a whole.

#### *Selling and marketing expenses*

Selling and marketing expenses increased by PLN 0.1 million (5.1%) from PLN 2.5 million for the six months ended 30 June 2011 to PLN 2.6 million for the six months ended 30 June 2012.

#### *Administrative expenses*

Administrative expenses increased by PLN 0.3 million (4.6%) from PLN 6.9 million for the six months ended 30 June 2011 to PLN 7.2 million for the six months ended 30 June 2012. The increase is primarily the net effect of increasing personnel expenses, which reflects the growing scale of the Company's operations.

#### *Other expenses*

Other expenses decreased by PLN 0.1 million from PLN 0.8 million for the six months ended 30 June 2011 to PLN 0.7 million for the six months ended 30 June 2012.

#### *Other income*

Other income increased by PLN 0.2 million from PLN 0.5 million for the six months ended 30 June 2011 to PLN 0.7 million for the six months ended 30 June 2012.

**Directors' report****Overview of results (cont'd)***Net finance income/(expense)*

Finance income/(expense) is accrued and capitalized as part of the cost price of inventory to the extent this is directly attributable to the construction of residential units. Unallocated finance income/(expense) not capitalized is recognized in the statement of comprehensive income.

The table below shows the finance income/(expense) before capitalization into inventories and the total finance income/(expenses) capitalized into inventories:

|                                     | <b>For the six months ended 30 June 2012</b> |                                  |  |
|-------------------------------------|--|----------------------------------|--|
|                                     | <b>PLN (thousands)</b>                       |                                  |  |
|                                     | <b><u>Total amount</u></b>                   | <b><u>Amount capitalized</u></b> | <b><u>Recognized as profit or loss</u></b> |
| Finance income                      | 2,234  | (51)                             | 2,183                                      |
| Finance expense                     | (9,981)                                      | 9,535                            | (446)                                      |
| <b>Net finance (expense)/income</b> | <b><u>(7,747)</u></b>                        | <b><u>9,484</u></b>              | <b><u>1,737</u></b>                        |
|                                     | <b>For the six months ended 30 June 2011</b> |                                  |  |
|                                     | <b>PLN (thousands)</b>                       |                                  |  |
|                                     | <b><u>Total amount</u></b>                   | <b><u>Amount capitalized</u></b> | <b><u>Recognized as profit or loss</u></b> |
| Finance income                      | 2,387  | -                                | 2,387                                      |
| Finance expense                     | (7,688)                                      | 7,313                            | (375)                                      |
| <b>Net finance (expense)/income</b> | <b><u>(5,301)</u></b>                        | <b><u>7,313</u></b>              | <b><u>2,012</u></b>                        |

Net finance expenses before capitalization increased by PLN 2.4 million (46.1%) from PLN 5.3 million during the six months ended 30 June 2011 to PLN 7.7 million during the six months ended 30 June 2012, which was a result of an increase in finance expense due to an increase in loans and borrowing that related mainly to the issuance of the bonds during April 2011, offset in part by an increase in finance income due to an increase in short-term deposits kept by the Company on bank accounts.

*Income tax benefit*

During the six months ended 30 June 2012, the Group realized a tax benefit of PLN 0.8 million (90.9% of the net profit before tax) in comparison to a tax benefit of PLN 0.8 million (365.6% of the net loss before tax) for the six months ended 30 June 2011. The negative effective tax rate during the six months ended 30 June 2012, which resulted in a tax benefit, is explained by the recognition of tax assets created during the six months ended 30 June 2012. The recognition of the tax assets took place after an organisational restructuring of the Group, which allowed the Company to utilize certain tax losses that in prior periods were deemed not to be usable.

*Non-controlling interests*

Non-controlling interests comprise the share of minority shareholders in losses from subsidiaries that are not 100% owned by the Company and amounted to PLN 185 thousand (positive) for the six months ended 30 June 2012. There were no minority shareholders during the six months ended 30 June 2011.

**Directors' report****Overview of selected details from the Interim Consolidated Statement of Financial Position**

The following table presents selected details from the Interim Consolidated Statement of Financial Position in which material changes had occurred.

|                      | <b>As at<br/>30 June 2012</b> | <b>As at 31<br/>December 2011</b> |
|----------------------|-------------------------------|-----------------------------------|
|                      | <b>PLN (thousands)</b>        |                                   |
| Inventory            | <u>683,313</u>                | <u>631,317</u>                    |
| Advances received    | <u>128,812</u>                | <u>87,391</u>                     |
| Loans and borrowings | <u>214,992</u>                | <u>211,284</u>                    |

*Inventory*

The balance of inventory is PLN 683.3 million as of 30 June 2012 as compared to PLN 631.3 million as of 31 December 2011. Inventory increased primarily as a result of the Group's investments associated with direct construction costs for a total amount of PLN 66.6 million, an increase in Land and related expense for a total amount of PLN 4.7 million and a net finance expense capitalized for a total amount of PLN 9.5 million. The increase was offset by cost of sales recognized for a total amount of PLN 32.5 million.

*Advances received*

The balance of advances received is PLN 128.8 million as of 30 June 2012 as compared to PLN 87.4 million as of 31 December 2011. The increase was a result of advances received from clients regarding sales of residential units for a total amount PLN 83.3 million, which increase was offset by revenues recognized from the sale of residential units for a total amount of PLN 41.9 million.

*Loans and borrowings*

The total of short-term and long-term loans and borrowings is PLN 215.0 million as of 30 June 2012 compared to PLN 211.3 million as of 31 December 2011. The increase was primarily the effect of proceeds from bank loans for a total amount of PLN 13.4 million. The increase was offset in part by repayments of bank loans for the total amount PLN 10.8 million. Of the mentioned PLN 215.0 million, an amount of PLN 94.5 million comprises facilities maturing no later than 30 June 2013.

The maturity structure of the loans and borrowings reflects the Company's activities in the past 4 to 5 years to partially refinance some of its land acquisitions with short-term and medium-term banking facilities. In addition, for the majority of projects where construction works have already commenced, the Company also entered into loan agreements regarding the financing of construction costs. The Company intends to repay its loans and borrowings, both received for land purchases as well as for construction works from the proceeds expected from customers buying apartments in the projects co-financed with the particular loans.

**Directors' report****Overview of selected details from the Interim Consolidated Statement of Financial Position (cont'd)***Loans and borrowings (cont'd)*

The loans and borrowings may be split into four categories: 1) floating rate bond loans, 2) banking loans related to residential projects which are completed or under construction, 3) banking loans granted for the financing of land purchases related to projects where the Company has not entered into loan facilities regarding the financing of construction works, and 4) loans from third parties.

Floating rate bond loans as at 30 June 2012 amounted to PLN 88.1 million comprising a loan principal amount of PLN 87.5 million plus accrued interest of PLN 1.7 million minus one-time costs directly attributed to the bond issuances which are amortized based on the effective interest method (PLN 1.1 million). The bonds are not secured and mature in April 2014.

The bank loans supporting completed projects or projects under construction are tailored to the pace of construction works and of sales. As at 30 June 2012, loans in this category amounted to PLN 39.0 million.

The bank loans granted to finance the land purchases as at 30 June 2012 amounted to PLN 81.1 million in total.

Loans from third parties as at 30 June 2012 amounted to PLN 6.8 million.

**Overview of cash flows results**

The Group funds its day-to-day operations principally from cash flows provided by its operating activities, loans and borrowings under its loan facilities.

The following table sets forth the cash flows on a consolidated basis:

|  | <b>For the six months ended</b> |                 |
|--|---------------------------------|-----------------|
|  | <b>30 June</b>                  |                 |
|  | <b>2012</b>                     | <b>2011</b>     |
|  | <b>PLN (thousands)</b>          |                 |
| Cash flows (used in)/from operating activities | <u>(12,913)</u>                 | <u>7,495</u>    |
| Cash flows from/(used in) investing activities | <u>1,241</u>                    | <u>(38,696)</u> |
| Cash flow from/(used in) financing activities  | <u>3,023</u>                    | <u>50,338</u>   |

The Company's net cash outflow used in operating activities for the six months ended 30 June 2012 amounted to PLN 12.9 million which compares to a net cash inflow from operating activities during the six months ended 30 June 2011 amounting to PLN 7.5 million. The decrease is principally explained by:

- a net cash outflow used for inventory amounting to PLN 42.6 million during the six months ended 30 June 2012 as compared to a net cash outflow used in inventory amounting to PLN 23.1 million during the six months ended 30 June 2011; the main reason for increasing cash outflow used in inventory was increasing the number of projects under construction, and
- a net cash outflow used for trade and other receivables and prepayments amounting to PLN 5.7 million during the six months ended 30 June 2012 as compared to a net cash inflow from trade and other receivables and prepayments amounting to PLN 1.3 million during the six months ended 30 June 2011, and
- a net cash inflow from trade and other payables and accrued expenses amounting to PLN 2.1 million during the six months ended 30 June 2012 as compared to a net cash inflow from trade and other payables and accrued expenses amounting to PLN 7.2 million during the six months ended 30 June 2011.

## Directors' report

---

### Overview of cash flows results (cont'd)

This effect was offset in part by an increase in the net cash inflow from advances received from clients regarding sales of residential units from cash inflow PLN 66.9 million during the six months ended 30 June 2011, which were offset by revenue recognized for a total amount of PLN 39.9 million, to advances received in the amount of PLN 83.3 million during the six months ended 30 June 2012, which were offset by revenue recognized for a total amount of PLN 41.9 million.

The Company's net cash inflow from investing activities amounting to PLN 1.2 million during the six months ended 30 June 2012 compared to a net cash outflow used in investing activities totaling PLN 38.7 million during the six months ended 30 June 2011. The increase is principally explained by:

- the investment in securities in an open end investment fund amounting to PLN 30.0 million during the six months ended 30 June 2011 compared to nil during the six months ended 30 June 2012;
- a net cash outflow used for granting of loans to third parties amounting to PLN 0.8 million during the six months ended 30 June 2012 compared to PLN 5.6 million during the six months ended 30 June 2011, and
- a net cash inflow from collateralized short-term bank deposits amounting to PLN 1.5 million during the six months ended 30 June 2012 compared net cash outflow used in collateralized short-term bank deposits of PLN 1.0 million during the six months ended 30 June 2011.

The Company's net cash inflow from financing activities totaled PLN 3.0 million during the six months ended 30 June 2012 compared to a net cash inflow totaling PLN 50.3 million in the six months ended 30 June 2011. The decrease is primarily due to:

- the proceeds from the issuance of bonds (net of costs) amounting to PLN 85.7 million during the six months ended 30 June 2011 compared to nil during the six months ended 30 June 2012;
- a repayment of secured bank loans amounting to PLN 6.3 million during the six months ended 30 June 2011 compared to a repayment of secured bank loans amounting to PLN 10.7 million during the six months ended 30 June 2012.

The decrease is partly offset by the effects of a repayment of related parties loans amounting to PLN 26.5 million during the six months ended 30 June 2011 compared to nil during the six months ended 30 June 2012, as well as effects of the proceeds from bank loans amounting to PLN 0.2 million during the six months ended 30 June 2011 compared to PLN 13.4 million during the six months ended 30 June 2012.

## Directors' report

### Selected financial data

| PLN/EUR         | Exchange rate of Euro versus the Polish Zloty |                       |                       |                          |
|-----------------|---|-----------------------|-----------------------|--------------------------|
|                 | Average exchange rate                         | Minimum exchange rate | Maximum exchange rate | Period end exchange rate |
| 2012 (6 months) | 4.245   | 4.106                 | 4.514                 | 4.261                    |
| 2011 (6 months) | 3.954   | 3.840                 | 4.080                 | 3.987                    |

Source: National Bank of Poland ("NBP")

| Selected financial data                              | EUR   |             | PLN         |             |
|--|---|-------------|-------------|-------------|
|  | (thousands, except per share data and number of shares) |             |             |             |
|  | For the six months ended 30 June or as at 30 June       |             |             |             |
|  | 2012  | 2011        | 2012        | 2011        |
| Revenues   | 9,863   | 10,100      | 41,869      | 39,934      |
| Gross profit   | 2,116   | 1,884       | 8,984       | 7,448       |
| Profit/(loss) before taxation                        | 213   | (54)        | 903         | (212)       |
| Profit for the period                                | 406   | 142         | 1,724       | 563         |
| Cash flows (used in)/from operating activities       | (3,042)   | 1,896       | (12,913)    | 7,495       |
| Cash flows from/(used in) investment activities      | 292   | (9,787)     | 1,241       | (38,696)    |
| Cash flows from financing activities                 | 712   | 12,731      | 3,023       | 50,338      |
| (Decrease)/Increase in cash and cash equivalents     | (2,037)   | 4,840       | (8,649)     | 19,137      |
| Inventory  | 160,364   | 147,278     | 683,313     | 587,196     |
| Total assets   | 191,199   | 192,794     | 814,697     | 768,670     |
| Advances received                                    | 30,230  | 17,886      | 128,812     | 71,311      |
| Long term liabilities                                | 29,846  | 50,499      | 127,172     | 201,341     |
| Short term liabilities (including advances received) | 60,395  | 36,385      | 257,344     | 145,066     |
| Equity attributable to owners of the parent company  | 100,003   | 104,826     | 426,112     | 417,940     |
| Share capital  | 5,054   | 5,054       | 20,762      | 20,762      |
| Average number of equivalent shares (basic)          | 272,360,000   | 272,360,000 | 272,360,000 | 272,360,000 |
| Average number of equivalent shares (diluted)        | 272,999,333   | 272,999,333 | 272,999,333 | 272,999,333 |
| Net earnings per share (basic and diluted)           | 0.002   | 0.001       | 0.007       | 0.002       |

\* Information is presented in EUR solely for presentation purposes. Due to changes in the Polish Zloty against the Euro exchange rate over the past year, the Statement of Financial Position data may not accurately reflect the actual comparative financial position of the Company. The reader should consider changes in the PLN / EUR exchange rate from 1 January 2011 to 30 June 2012, when reviewing this data.

Selected financial data were translated from PLN into EUR in the following way:

(i) Statement of financial position data were translated using the period end exchange rate published by the National Bank of Poland for the last day of the period.

(ii) Statement of comprehensive income and cash flows data were translated using the arithmetical average of average exchange rates published by the National Bank of Poland.

## Directors' report

### Outlook for the remainder of 2012 and for 2013

#### A. Completed projects

The table below presents information on the total residential units in the ten completed projects/stages that the Company expects to sell and deliver during the remainder of 2012 and 2013:

| Project name                    | Location | Total units | Number of residential units sold <sup>(*)</sup> |  |            | Number of residential units delivered <sup>(*)</sup> |  |            | Number of residential units expected to be delivered <sup>(*)</sup> |
|---------------------------------|----------|-------------|---|--|------------|--|--|------------|---|
|                                 |          |             | Until 31 December 2011                          | During the 6 months ended 30 June 2012 | Total      | Until 31 December 2011                               | During the 6 months ended 30 June 2012 | Total      |   |
| Galileo <sup>(**)</sup>         | Poznań   | 231         | 229   | -                                      | 229        | 227  | 2                                      | 229        | 2   |
| Constans <sup>(**)</sup>        | Warsaw   | 34          | 13  | 1                                      | 14         | 12   | 1                                      | 13         | 21  |
| Gardenia <sup>(**)</sup>        | Warsaw   | 22          | 22  | -                                      | 22         | 21   | 1                                      | 22         | -   |
| Sakura I <sup>(**)</sup>        | Warsaw   | 120         | 57  | 19                                     | 76         | -  | 49                                     | 49         | 71  |
| Impressio I <sup>(**)</sup>     | Wrocław  | 70          | 22  | 9                                      | 31         | -  | 22                                     | 22         | 48  |
| Nautica I <sup>(**)</sup>       | Warsaw   | 149         | 149   | -                                      | 149        | 148  | 1                                      | 149        | -   |
| Nautica II <sup>(**)</sup>      | Warsaw   | 3           | 3   | -                                      | 3          | 2  | -                                      | 2          | 1   |
| Imaginarium II <sup>(**)</sup>  | Warsaw   | 65          | 64  | 1                                      | 65         | 64   | 1                                      | 65         | -   |
| Imaginarium III <sup>(**)</sup> | Warsaw   | 45          | 43  | 1                                      | 44         | 36   | 6                                      | 42         | 3   |
| Gemini I <sup>(**)</sup>        | Warsaw   | 156         | 154   | -                                      | 154        | 154  | -                                      | 154        | 2   |
| <b>Total</b>                    |          | <b>895</b>  | <b>756</b>                                      | <b>31</b>                              | <b>787</b> | <b>664</b>   | <b>83</b>                              | <b>747</b> | <b>148</b>  |

<sup>(\*)</sup> For the purpose of disclosing information related to the particular projects, the word "sell" ("sold") is used, that relates to signing the preliminary sale agreement with the client for the sale of the apartment; whereas the word "deliver" ("delivered") relates to the transferring of significant risks and rewards of the ownership of the residential unit to the client.

<sup>(\*\*)</sup> For information on the completed projects see "Business highlights during the six months ended 30 June 2012 – B. Results breakdown by project" (pages 3 to 4).

#### B. Current projects under construction

The table below presents information on projects for which completion is scheduled in the remainder of 2012, 2013 and 2014. The Company has obtained construction permits for all ten projects and has commenced construction.

| Project name  | Location | Total area of units (m <sup>2</sup> ) | Total units | Units sold until 30 June 2012 | Expected completion of construction |
|---------------|----------|---------------------------------------|-------------|-------------------------------|-------------------------------------|
| Naturalis I   | Warsaw   | 2,900                                 | 52          | 14                            | 2013                                |
| Naturalis II  | Warsaw   | 3,400                                 | 60          | 26                            | 2012                                |
| Naturalis III | Warsaw   | 3,400                                 | 60          | 11                            | 2013                                |
| Sakura II     | Warsaw   | 8,300                                 | 136         | 25                            | 2013                                |
| Verdis I      | Warsaw   | 9,400                                 | 139         | 80                            | 2012                                |
| Panoramika I  | Szczecin | 5,300                                 | 90          | 12                            | 2012                                |
| Gemini II     | Warsaw   | 13,900                                | 182         | 155                           | 2012                                |
| Chilli I      | Poznań   | 2,100                                 | 30          | 15                            | 2012                                |
| Chilli II     | Poznań   | 1,600                                 | 20          | -                             | 2013                                |
| Espresso I    | Warsaw   | 9,500                                 | 210         | 55                            | 2014                                |
| <b>Total</b>  |          | <b>59,800</b>                         | <b>979</b>  | <b>393</b>                    |                                     |



**Directors' report**

---

**Outlook for the remainder of 2012 and for 2013 (cont'd)*****B. Current projects under construction (cont'd)******Naturalis I, II and III****Description of project*

The first 3 phases of the Naturalis project are being developed on a part of a land strip of 31,800 m<sup>2</sup> located in Łomianki near Warsaw. The first, second and third phase of this project will comprise 1 four-storey, multi-family residential building with a total of 52 apartments and an aggregate floor space of 2,900 m<sup>2</sup>, 1 four-storey, multi-family residential building with a total of 60 apartments and an aggregate floor space of 3,400 m<sup>2</sup>, and 1 four-storey, multi-family residential building with a total of 60 apartments and an aggregate floor space of 3,400 m<sup>2</sup>, respectively. In total the Naturalis project shall comprise approximately 490 units with a total estimated flat usable area of 30,200 m<sup>2</sup>.

*Stage of development*

The construction of the first, the second and the third phases of the Naturalis project commenced in September 2010, December 2010 and December 2011, respectively, while completion is expected in the first quarter of 2013, the third quarter of 2012 and the second quarter of 2013, respectively.

***Sakura II****Description of project*

The Sakura II project is being developed on a part of a land strip of 21,000 m<sup>2</sup> located in the Mokotów district in Warsaw (Kłobucka Street) the project is a continuation of Sakura I, which was completed in May 2012. The Sakura II project will comprise 1 seven and eleven-storey, multi-family residential building with a total of 136 apartments and an aggregate floor space of 8,300 m<sup>2</sup>. In total, the Sakura project shall comprise around 500 units with a total estimated flat usable area of 30,800 m<sup>2</sup>.

*Stage of development*

The construction of the Sakura II project commenced in October 2011 and expected to be completed in the second quarter of 2013.

***Verdis I****Description of project*

The Verdis project is being developed on a part of a land strip of 16,300 m<sup>2</sup> located in the Wola district in Warsaw (Sowińskiego Street). The first phase of this project will comprise 3 seven, eight and ten-storey, multi-family residential buildings with a total of 128 apartments and 11 commercial units and an aggregate floor space of 9,400 m<sup>2</sup>. In total, the Verdis project shall comprise around 380 units with a total estimated flat usable area of 26,100 m<sup>2</sup>.

*Stage of development*

The construction of the first phase of the project commenced in November 2010 and is expected to be completed in the third quarter of 2012.

***Panoramika I****Description of project*

The first phase of the Panoramika project is being developed on a part of a land strip of 30,300 m<sup>2</sup> located in Szczecin at Duńska Street. The first phase of this project will comprise 2 four and five-storey, multi-family residential buildings with a total of 90 apartments and an aggregate floor space of 5,300 m<sup>2</sup>. In total, the Panoramika project shall comprise around 514 units with a total estimated flat usable area of 36,700 m<sup>2</sup>.

*Stage of development*

The construction of the first phase of the project commenced in November 2010 and is expected to be completed in the third quarter of 2012.

**Directors' report**

---

**Outlook for the remainder of 2012 and for 2013 (cont'd)*****B. Current projects under construction (cont'd)******Gemini II****Description of project*

The second phase of the Gemini project is being developed on a land strip of 4,703 m<sup>2</sup> located in the Ursynów district in Warsaw (KEN Avenue) situated next to the subway station Imielin, the project is a continuation of Gemini I, which was completed in 2010. The Gemini II project will comprise 2 eight and eleven-storey, multi-family residential buildings with a total of 167 apartments and 15 commercial units and an aggregate floor space of 13,900 m<sup>2</sup>.

*Stage of development*

The construction of the second phase of the project commenced in March 2011 and is expected to be completed in the fourth quarter of 2012.

***Chilli I and II****Description of project*

The first and the second phases of the Chilli project are being developed on a part of a land strip of 39,604 m<sup>2</sup> located in Tulce near Poznań. The first phase and the second phase of this project will comprise 30 units with an aggregate floor space of 2,100 m<sup>2</sup> and 20 units with an aggregate floor space of 1,600 m<sup>2</sup>, respectively. In total the Chilli project shall comprise around 274 units with a total estimated usable area of 17,800 m<sup>2</sup>.

*Stage of development*

The construction of the first and the second phase of Chilli project commenced in June 2011 and May 2012, respectively, while completion is expected in the third quarter of 2012 and the third quarter of 2013, respectively.

***Espresso I****Description of project*

The first phase of the Espresso project is being developed on a part of a land strip of 16,192 m<sup>2</sup> located in Warszawa at Jana Kazimierza Street. The first phase of this project will comprise 210 units with an aggregate floor space of 9,500 m<sup>2</sup>. In total, the Espresso project shall comprise around 688 units with a total estimated usable area of 35,900 m<sup>2</sup>.

*Stage of development*

The construction of the first phase of the project commenced in March 2012 and is expected to be completed in the first quarter of 2014.

**Directors' report**

---

**Outlook for the remainder of 2012 and for 2013 (cont'd)*****C. Projects for which construction work is planned to commence during the remainder of 2012***

As the Company is aware of increasing competition in the market, the Company has been careful to manage the number of new projects and the makeup of such projects in order to best satisfy consumer demand. During the remainder of 2012, the Company is considering the commencement of development of another one stage of currently run projects and two new projects, which management believes are well suited to current customer requirements, including smaller apartments at more economical prices. Furthermore, in order to minimize market risk, the Company's management breaks down the new projects into relatively smaller stages. In the event of any market deterioration or difficulties with securing financing by the banks for the considered projects, management may further delay some of those plans.

***a) New Projects******Magellan***

The Magellan project will be developed on a part of a land strip of 12,150 m<sup>2</sup> located in Warsaw at Magazynowa Street. The project will comprise 273 units with an aggregate floor space of 21,600 m<sup>2</sup> and will be divided into 2 or more phases. The Company is considering commencing the first phase of this project during the remainder of 2012. The first stage is to comprise 140 units with an aggregate floor space of 11,100 m<sup>2</sup>.

***Tamka***

The Tamka project will be developed on a land strip of 2,515 m<sup>2</sup> located in Warsaw city centre at Tamka Street. The project will comprise around 70 units with an aggregate floor space of 5,700 m<sup>2</sup>. The Company is considering commencing construction of the project before the end of 2012.

***b) New stages of existing projects******Chilli III***

The Chilli III project is a continuation of Chilli I which is currently under construction and Chilli II which is already offered for sale (see page 16). The Chilli III project will comprise 40 units with an aggregate floor space of 2,200 m<sup>2</sup>. The Company considers commencing development of this project during the remainder of 2012.

***D. Projects for which the sales process commenced and the construction work is planned to commence in the near future******Verdis II***

The Verdis II project is a continuation of Verdis I which is currently under construction. The Verdis II project will comprise 78 units with an aggregate floor space of 4,900 m<sup>2</sup>. In February 2012, the Company has started the sales process of the first building from the total of two buildings in Verdis II project which comprises 24 units with an aggregate floor space of 1,800 m<sup>2</sup> and in May 2012, the Company has started the sales process of the second building from the total of two buildings in Verdis II project which comprises 54 units with an aggregate floor space of 3,100 m<sup>2</sup>. The construction work is planned to commence beginning of the third quarter of 2012.

***Belchatowska 28 (previously named Newton)***

The Belchatowska 28 project will be developed on a land strip of 10,908 m<sup>2</sup> located in Poznań at Belchatowska Street. The project will comprise 50 units with an aggregate floor space of 3,700 m<sup>2</sup>. In April 2012, the Company started the sales process of the first phase of this project comprising 24 units with an aggregate floor space of 1,700 m<sup>2</sup>. The construction work is planned to commence in the beginning of the fourth quarter of 2012.

***Młody Grunwald (previously named Eclipse)***

The Młody Grunwald project will be developed on a land strip of 15,449 m<sup>2</sup> located in Poznań at Jeleniogórska Street. The project will comprise 428 units with an aggregate floor space of 25,000 m<sup>2</sup>. The Company has started the sales process of the first phase of this project comprising 136 units with an aggregate floor space of 8,400 m<sup>2</sup>. The construction work is planned to commence in the beginning of the third quarter of 2012.

**Directors' report****Outlook for the remainder of 2012 and for 2013 (cont'd)*****E. Value of the preliminary sales agreements signed with clients for which revenue has not been recognized in the Consolidated Statement of Comprehensive Income for the six months ended 30 June 2012***

The current volume and value of the preliminary sales agreements signed with the clients do not impact the Statement of Comprehensive Income account immediately but only after final settlement of the contracts with the customers (for more details see under "A – Completed projects" above on page 14). The table below presents the value of the preliminary sales agreements executed with the Company's clients in particular for units that have not been recognized in the Consolidated Statement of Comprehensive Income:

| <b>Project name</b>            | <b>Location</b> | <b>Value of the preliminary sales agreements signed with clients in thousands of PLN</b> | <b>Completed / expected completion of construction</b> |
|--------------------------------|-----------------|--|--|
| Nautica I <sup>(*)</sup>       | Warsaw          | 33   | Completed  |
| Constans <sup>(*)</sup>        | Warsaw          | 1,295  | Completed  |
| Imaginarium III <sup>(*)</sup> | Warsaw          | 1,535  | Completed  |
| Gemini I <sup>(*)</sup>        | Warsaw          | 94   | Completed  |
| Sakura I <sup>(*)</sup>        | Warsaw          | 14,077   | Completed  |
| Impressio I <sup>(*)</sup>     | Wrocław         | 4,702  | Completed  |
| Verdis I <sup>(**)</sup>       | Warsaw          | 36,056   | 2012   |
| Naturalis II <sup>(**)</sup>   | Warsaw          | 7,671  | 2012   |
| Gemini II <sup>(**)</sup>      | Warsaw          | 95,947   | 2012   |
| Panoramika I <sup>(**)</sup>   | Szczecin        | 3,864  | 2012   |
| Chilli I <sup>(**)</sup>       | Poznań          | 4,481  | 2012   |
| Naturalis I <sup>(**)</sup>    | Warsaw          | 3,233  | 2013   |
| Naturalis III <sup>(**)</sup>  | Warsaw          | 2,597  | 2013   |
| Sakura II <sup>(**)</sup>      | Warsaw          | 10,052   | 2013   |
| Espresso I <sup>(**)</sup>     | Warsaw          | 15,536   | 2014   |
| Verdis II <sup>(***)</sup>     | Warsaw          | 4,214  | 2013   |
| <b>Total</b>                   |                 | <b>205,387</b>   |  |

<sup>(\*)</sup> For information on the completed projects see "Business highlights during the six months ended 30 June 2012 – B. Results breakdown by project" (pages 3 and 4).

<sup>(\*\*)</sup> For information on current projects under construction, see under "B" above (pages 14-16).

<sup>(\*\*\*)</sup> For additional information, see under "D" above (page 17).

***F. Main risks and uncertainties during the remainder of 2012***

The economic situation in Europe and in Poland and the ongoing uncertainties in the housing market make it very difficult to predict results for 2012. The level of development of the Polish economy, the performance of the banking industry and consumers' interest in new housing projects, as well as increasing competition in the market are considered to be the most significant uncertainties for the financial year ending 31 December 2012

## Directors' report

### Additional information to the report

To the best of the Company's knowledge, as of the date of publication of this short report for the six months ended 30 June 2012 (8 August 2012), the following shareholders are entitled to exercise over 5% of the voting rights at the General Meeting of Shareholders in the Company:

#### Shares

|                                     | As of<br>8 August 2012<br>Number of shares /<br>% of shares | Increase in<br>number of<br>shares | As of<br>30 June 2012<br>Number of shares /<br>% of shares | Increase in<br>number<br>of shares | As of<br>31 December 2011<br>Number of shares /<br>% of shares |
|-------------------------------------|---|------------------------------------|--|------------------------------------|--|
| <b>Shares issued</b>                | <b>272,360,000</b>  | -                                  | <b>272,360,000</b>   | -                                  | <b>272,360,000</b>   |
| <b>Major shareholders:</b>          |   |                                    |  |                                    |  |
| I.T.R. Dori B.V.                    | 174,898,374<br>64.2%  | -                                  | 174,898,374<br>64.2%                                       | -                                  | 174,898,374<br>64.2%   |
| GE Real Estate CE Residential B.V.  | 41,800,000<br>15.3%   | -                                  | 41,800,000<br>15.3%  | -                                  | 41,800,000<br>15.3%  |
| Amplico Otworthy Fundusz Emerytalny | N/A<br>Between 5%-10%.                                      | N/A                                | N/A<br>Between 5%-10%.                                     | N/A                                | N/A<br>Between 5%-10%.   |
| ING Otworthy Fundusz Emerytalny     | N/A<br>Between 5%-10%.                                      | N/A                                | N/A<br>Between 5%-10%.                                     | N/A                                | N/A<br>Between 5%-10%.   |

#### *Changes in ownership of shares and rights to shares by Management Board members in the six months ended 30 June 2012 and until the date of publication of this report*

#### Shares

The following members of the Management Board own shares in the Company:

- Mr Ronen Ashkenazi as at 30 June 2012 and as at the day of publishing this report, indirectly held 18.5% of the shares and voting rights in a 50% shareholder of I.T.R Dori B.V. and, as a result, thus indirectly held a 5.9% interest in the Company.
- Mr Israel Greidinger, as at 30 June 2012 and as at the day of publishing this report, indirectly held 40.8% of the shares and 43.8% of the voting rights in Israel Theatres Ltd, a 50% shareholder of I.T.R Dori B.V. and, as a result, thus indirectly held 13.1% of the shares and 14.1% of the voting rights in the Company.

#### Shares options

The members of the Management Board did not individually receive rights to shares or options on shares in the Company during the period from 1 January 2012 until 8 August 2012. Rights to shares that were granted to individual members of the Management Board before 1 January 2012 but which have not been exercised are as follows:

- Mr Andrzej Gutowski: a right to subscribe to a total number of 150,000 shares in the capital of the Company with a nominal value of EUR 0.02 each, for an issue price per share equal to PLN 5.75, one third per year on the anniversary date of the date of 5 November 2007 for three successive years. The share options will expire on 5 November 2012.

## Directors' report

---

### Additional information to the report (cont'd)

#### *Changes in ownership of shares and rights to shares by Supervisory Board members in the six months ended 30 June 2012 and until the date of publication of the report*

The members of the Supervisory Board did not individually own any shares and/or rights to shares in the Company during the period from 1 January 2012 until 8 August 2012.

#### *Other*

As of 30 June 2012, the Company has issued guarantees for bank loans granted to subsidiaries amounting to a total of PLN 26,500 thousand.

As of 30 June 2012, the Group had no litigations for claims or liabilities that in total would exceed 10% of the Group's equity.

The following net movements in the Group's main provisions took place during the six months ended 30 June 2012:

- a decrease in the provision for deferred tax liabilities of PLN 182 thousand (a decrease of PLN 551 thousand during the six months ended 30 June 2011).

#### *Responsibility statement*

The Management Board confirms that, to the best of its knowledge, these Interim Condensed Consolidated Financial Statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), in particular in accordance with IAS 34 and IFRSs endorsed by the European Union. At the date of authorisation of these Interim Condensed Consolidated Financial Statements, in light of the current process of IFRS endorsement in the European Union and the nature of the Group's activities, there is no difference between the IFRSs applied by the Group and the IFRSs endorsed by the European Union. IFRSs comprise standards and interpretations accepted by the International Accounting Standards Board ("IASB") and the International Financial Reporting Interpretations Committee ("IFRIC"). The Interim Condensed Consolidated Financial Statements give a true and fair view of the state of affairs of the Group at 30 June 2012 and of the net result for the period then ended.

The Directors' report in this Interim Financial Report gives a true and fair view of the situation on the balance sheet date and of developments during the six months period together with a description of the principal opportunities and risks associated with the expected development of the Group for the remaining months of the financial year. The half-year management board report gives a true and fair view of the important events of the past six-month period and their impact on the half-year financial statements, as well as the principal risks and uncertainties for the six-month period to come, and the most important related party transactions.

### The Management Board

**Shraga Weisman**  
Chief Executive Officer

**Tomasz Łapiński**  
Chief Financial Officer

**Andrzej Gutowski**  
Sales and Marketing Director

**Israel Greidinger**

**Ronen Ashkenazi**

**Karol Pilniewicz**

**Rotterdam, 8 August 2012**

**Interim Condensed Consolidated Financial Statement for the six months ended 30 June 2012****Interim Consolidated Statement of Financial Position**

| As at  |             | 30 June 2012<br>(Reviewed/<br>Unaudited) | 31 December<br>2011<br>(Audited) |
|--|-------------|--|----------------------------------|
| <i>In thousands of Polish Zlotys (PLN)</i>                 | <i>Note</i> |  |                                  |
| <b>Assets</b>  |             |  |                                  |
| Property and equipment                                     |             | 8,461                                    | 8,949                            |
| Investment property  |             | 9,249                                    | 9,249                            |
| Loans granted to third parties                             |             | 1,761                                    | 928                              |
| Deferred tax assets  |             | 6,481                                    | 5,843                            |
| <b>Total non-current assets</b>                            |             | <b>25,952</b>                            | <b>24,969</b>                    |
| Inventory  | 9           | 683,313                                  | 631,317                          |
| Trade and other receivables and prepayments                |             | 18,082                                   | 12,354                           |
| Income tax receivable                                      |             | 338                                      | 187                              |
| Short-term bank deposits - collateralized                  |             | 1,039                                    | 2,512                            |
| Cash and cash equivalents                                  |             | 85,973                                   | 94,622                           |
| <b>Total current assets</b>                                |             | <b>788,745</b>                           | <b>740,992</b>                   |
| <b>Total assets</b>  |             | <b>814,697</b>                           | <b>765,961</b>                   |
| <b>Equity and liabilities</b>                              |             |  |                                  |
| Share capital  |             | 20,762                                   | 20,762                           |
| Share premium  |             | 282,873                                  | 282,873                          |
| Retained earnings  |             | 122,477                                  | 120,568                          |
| <b>Equity attributable to equity holders of the parent</b> |             | <b>426,112</b>                           | <b>424,203</b>                   |
| Non-controlling interests                                  |             | 4,069                                    | 4,254                            |
| <b>Total equity</b>  |             | <b>430,181</b>                           | <b>428,457</b>                   |
| <b>Liabilities</b>   |             |  |                                  |
| Floating rate bond loans                                   | 10          | 86,477                                   | 86,180                           |
| Secured bank loans   | 11          | 27,277                                   | 21,746                           |
| Loans from third parties                                   |             | 6,752                                    | 5,726                            |
| Other payables   |             | 539                                      | 384                              |
| Deferred tax liability                                     |             | 6,127                                    | 6,309                            |
| <b>Total non-current liabilities</b>                       |             | <b>127,172</b>                           | <b>120,345</b>                   |
| Trade and other payables and accrued expenses              |             | 33,798                                   | 31,832                           |
| Floating rate bond loans                                   | 10          | 1,667                                    | 1,667                            |
| Secured bank loans   | 11          | 92,819                                   | 95,965                           |
| Advances received  |             | 128,812                                  | 87,391                           |
| Income tax payable   |             | 2  | 43                               |
| Provisions   |             | 246                                      | 261                              |
| <b>Total current liabilities</b>                           |             | <b>257,344</b>                           | <b>217,159</b>                   |
| <b>Total liabilities</b>                                   |             | <b>384,516</b>                           | <b>337,504</b>                   |
| <b>Total equity and liabilities</b>                        |             | <b>814,697</b>                           | <b>765,961</b>                   |

*The notes included on pages 25 to 39 are an integral part of these interim condensed consolidated financial statements*

## Interim Condensed Consolidated Financial Statement for the six months ended 30 June 2012

### Interim Consolidated Statement of Comprehensive Income

|  |             | For the 6<br>months<br>ended<br>30 June<br>2012<br>(Reviewed) /<br>(unaudited) | For the 3<br>months<br>ended<br>30 June<br>2012<br>(Unaudited) /<br>(unreviewed) | For the 6<br>months<br>ended<br>30 June<br>2011 (*)<br>(Reviewed) /<br>(unaudited) | For the 3<br>months<br>ended<br>30 June<br>2011 (*)<br>(Unaudited) /<br>(unreviewed) |
|--|-------------|--|--|--|--|
| <i>PLN (thousands, except per share data and number of shares)</i> | <i>Note</i> |  |  |  |  |
| Revenue  |             | 41,869   | 34,603   | 39,934   | 5,805  |
| Cost of sales  |             | (32,885)   | (27,485)   | (32,486)   | (4,274)  |
| <b>Gross profit</b>  |             | <b>8,984</b>   | <b>7,118</b>   | <b>7,448</b>   | <b>1,531</b>   |
| Selling and marketing expenses                                     |             | (2,662)  | (1,599)  | (2,532)  | (1,833)  |
| Administrative expenses  |             | (7,185)  | (3,402)  | (6,867)  | (3,453)  |
| Other expenses   |             | (663)  | (228)  | (795)  | (240)  |
| Other income   |             | 692  | 196  | 522  | 126  |
| <b>Result from operating activities</b>                            |             | <b>(834)</b>   | <b>2,085</b>   | <b>(2,224)</b>   | <b>(3,869)</b>   |
| Finance income   |             | 2,183  | 1,098  | 2,387  | 1,599  |
| Finance expense  |             | (446)  | (348)  | (375)  | (134)  |
| <b>Net finance income/(expense)</b>                                |             | <b>1,737</b>   | <b>750</b>   | <b>2,012</b>   | <b>1,465</b>   |
| <b>Profit/(loss) before taxation</b>                               |             | <b>903</b>   | <b>2,835</b>   | <b>(212)</b>   | <b>(2,404)</b>   |
| Income tax benefit/(expense)                                       | 12          | 821  | 71   | 775  | 180  |
| <b>Profit/(loss) for the period</b>                                |             | <b>1,724</b>   | <b>2,906</b>   | <b>563</b>   | <b>(2,224)</b>   |
| Other comprehensive income   |             | -  | -  | -  | -  |
| <b>Total comprehensive income for the period, net of tax</b>       |             | <b>1,724</b>   | <b>2,906</b>   | <b>563</b>   | <b>(2,224)</b>   |
| <b>Total comprehensive income attributable to:</b>                 |             |  |  |  |  |
| Owners of the parent company                                       |             | 1,909  | 2,993  | 563  | (2,224)  |
| Non-controlling interests  |             | (185)  | (87)   | -  | -  |
|  |             | <b>1,724</b>   | <b>2,906</b>   | <b>563</b>   | <b>(2,224)</b>   |
| Weighted average number of equivalent shares (basic)               |             | 272,360,000  | 272,360,000  | 272,360,000  | 272,360,000  |
| Weighted average number of equivalent shares (diluted)             |             | 272,999,333  | 272,999,333  | 272,999,333  | 272,999,333  |
| <b>Net earnings/(loss) per share (basic)</b>                       |             | <b>0.007</b>   | <b>0.011</b>   | <b>0.002</b>   | <b>(0.008)</b>   |
| <b>Net earnings/(loss) per share (diluted)</b>                     |             | <b>0.007</b>   | <b>0.011</b>   | <b>0.002</b>   | <b>(0.008)</b>   |

(\*) Restated, for additional information see note 17.

*The notes included on pages 25 to 39 are an integral part  
of these interim condensed consolidated financial statements*



**Interim Condensed Consolidated Financial Statement for the six months ended 30 June 2012****Interim Consolidated Statement of Changes in Equity**

| <i>In thousands of Polish Zlotys (PLN)</i>          | <u>Attributable to the Equity holders of parent</u> |                      |                          |                | <u>Non-controlling interests</u> | <u>Total equity</u> |
|---|---|----------------------|--------------------------|----------------|----------------------------------|---------------------|
|   | <u>Share capital</u>                                | <u>Share premium</u> | <u>Retained earnings</u> | <u>Total</u>   |                                  |                     |
| <b>Balance at 1 January 2012</b>                    | <b>20,762</b>                                       | <b>282,873</b>       | <b>120,568</b>           | <b>424,203</b> | <b>4,254</b>                     | <b>428,457</b>      |
| <b><i>Comprehensive income:</i></b>                 |   |                      |                          |                |                                  |                     |
| Profit for the six months ended 30 June 2012        | -   | -                    | 1,909                    | 1,909          | (185)                            | 1,724               |
| Other comprehensive income                          | -   | -                    | -                        | -              | -                                | -                   |
| <b>Total comprehensive income</b>                   | <b>-</b>  | <b>-</b>             | <b>1,909</b>             | <b>1,909</b>   | <b>(185)</b>                     | <b>1,724</b>        |
| <b>Balance at 30 June 2012 (Reviewed/unaudited)</b> | <b>20,762</b>                                       | <b>282,873</b>       | <b>122,477</b>           | <b>426,112</b> | <b>4,069</b>                     | <b>430,181</b>      |

| <i>In thousands of Polish Zlotys (PLN)</i>                      | <u>Attributable to the Equity holders of parent</u> |                      |                          |                | <u>Non-controlling interests</u> | <u>Total equity</u> |
|---|---|----------------------|--------------------------|----------------|----------------------------------|---------------------|
|   | <u>Share capital</u>                                | <u>Share premium</u> | <u>Retained earnings</u> | <u>Total</u>   |                                  |                     |
| <b>Balance at 1 January 2011</b>                                | <b>20,762</b>                                       | <b>282,873</b>       | <b>113,742</b>           | <b>417,377</b> | <b>-</b>                         | <b>417,377</b>      |
| Non-controlling interest arising on a acquisition of subsidiary | -   | -                    | -                        | -              | 4,323                            | 4,323               |
| <b><i>Comprehensive income:</i></b>                             |   |                      |                          |                |                                  |                     |
| Profit for the six months ended 30 June 2011 (*)                | -   | -                    | 563                      | 563            | -                                | 563                 |
| Other comprehensive income                                      | -   | -                    | -                        | -              | -                                | -                   |
| <b>Total comprehensive income</b>                               | <b>-</b>  | <b>-</b>             | <b>563</b>               | <b>563</b>     | <b>-</b>                         | <b>563</b>          |
| <b>Balance at 30 June 2011 (Reviewed/unaudited) (*)</b>         | <b>20,762</b>                                       | <b>282,873</b>       | <b>114,305</b>           | <b>417,940</b> | <b>4,323</b>                     | <b>422,263</b>      |

(\*) Restated, for additional information see note 17.

*The notes included on pages 25 to 39 are an integral part of these interim condensed consolidated financial statements.*

**Interim Condensed Consolidated Financial Statement for the six months ended 30 June 2012****Interim Consolidated Statement of Cash Flows**

|  | <b>For the 6 months<br/>ended<br/>30 June 2012<br/>(Reviewed) /<br/>(unaudited)</b> | <b>For the 6 months<br/>ended<br/>30 June 2011<br/>(Reviewed) /<br/>(unaudited)</b> |
|--|---|---|
| <i>In thousands of Polish Zlotys (PLN)</i>   |   |   |
| <b>Cash flows from/(used in) operating activities</b>  |   |   |
| Profit/(loss) for the period   | 1,724   | 563   |
| <i>Adjustments to reconcile profit for the period to net cash used in operating activities</i> |   |   |
| Depreciation   | 385   | 257   |
| Finance expense  | 446   | 375   |
| Finance income   | (2,183)   | (2,387)   |
| Profit on sale of property and equipment   | (239)   | (11)  |
| Write-down of inventory  | (99)  | -   |
| Income tax benefit   | (821)   | (775)   |
| <b>Subtotal</b>  | <b>(787)</b>  | <b>(1,978)</b>  |
| Decrease/(increase) in inventory   | (42,610)  | (23,078)  |
| Decrease/(increase) in trade and other receivables and prepayments                             | (5,728)   | 1,292   |
| Increase/(decrease) in trade and other payables and accrued expenses                           | 2,121   | 7,240   |
| Increase/(decrease) in provisions  | (15)  | (977)   |
| Increase/(decrease) in advances received   | 41,421  | 26,964  |
| <b>Subtotal</b>  | <b>(5,598)</b>  | <b>9,463</b>  |
| Interest paid  | (9,296)   | (4,546)   |
| Interest received  | 2,172   | 2,046   |
| Income tax paid  | (191)   | 532   |
| <b>Net cash (used in)/from operating activities</b>  | <b>(12,913)</b>   | <b>7,495</b>  |
| <b>Cash flows from/(used in) investing activities</b>  |   |   |
| Acquisition of property and equipment  | (221)   | (315)   |
| Acquisition of investment property   | -   | (455)   |
| Investment in other current financial assets   | -   | (30,001)  |
| Acquisition of newly consolidated subsidiary, net of cash acquired                             | -   | (1,341)   |
| Short-term bank deposit – collateralized   | 1,473   | (960)   |
| Loans granted to third parties   | (771)   | (5,635)   |
| Proceeds from sales of property and equipment  | 760   | 11  |
| <b>Net cash from/(used in) investing activities</b>  | <b>1,241</b>  | <b>(38,696)</b>   |
| <b>Cash flows from/(used in) financing activities</b>  |   |   |
| Proceeds from bank loans   | 13,388  | 206   |
| Bank charges   | (375)   | (563)   |
| Proceeds from bond loans, net of charges   | -   | 85,775  |
| Repayment of loans received from third parties   | -   | (2,317)   |
| Loans received from third parties  | 771   | -   |
| Repayment of loans received from related parties   | -   | (26,475)  |
| Repayment of bank loans  | (10,761)  | (6,288)   |
| <b>Net cash from/(used in) financing activities</b>  | <b>3,023</b>  | <b>50,338</b>   |
| <b>Net change in cash and cash equivalents</b>   | <b>(8,649)</b>  | <b>19,137</b>   |
| Cash and cash equivalents at beginning of period   | 94,622  | 94,888  |
| <b>Cash and cash equivalents at end of period</b>  | <b>85,973</b>   | <b>114,025</b>  |

*The notes included on pages 25 to 39 are an integral part of these interim condensed consolidated financial statements.*

**Interim Condensed Consolidated Financial Statement for the six months ended 30 June 2012**

---

**Notes to the Interim Condensed Consolidated Financial Statements****Note 1 – General and principal activities**

Ronson Europe N.V. (hereinafter “the Company”), a Dutch public company with its registered office located in Rotterdam, the Netherlands, was incorporated on 18 June 2007. The Company (together with its Polish subsidiaries, “the Group”) is active in the development and sale of residential units, primarily apartments, in multi-family residential real-estate projects and single family or semi-detached housing projects to individual customers in Poland. Moreover, the Group leases real estate to third parties.

The shares of the Company are traded on the Warsaw Stock Exchange since 5 November 2007. As at 30 June 2012, 64.2% of the outstanding shares are held by ITR Dori, 15.3% of the outstanding shares are held by GE Real Estate with the remaining 20.5% of the outstanding shares being held by other investors, including Amplico OFE and ING OFE with each party holding an interest of between 5% and 10% of the outstanding shares.

The Interim Condensed Consolidated Financial Statements of the Group have been prepared for the six months ended 30 June 2012 and contain comparative data for the six months ended 30 June 2011 and as at 31 December 2011. The Interim Condensed Consolidated Financial Statements of the Company for the six months ended 30 June 2012 comprise the Group, and have been reviewed by the Company’s external auditors. The Interim Condensed Consolidated Statement of Comprehensive Income and respective notes cover also the three months ended 30 June 2012 and contain comparative data for the three months ended 30 June 2011 – these data were not subject to review or audit by an independent auditor.

The information about the companies from which the financial data are included in these Interim Condensed Consolidated Financial Statements and the extent of ownership and control are presented in Note 7.

The Interim Condensed Consolidated Financial Statements for the six months ended 30 June 2012 were authorised for issuance by the Management Board on 8 August 2012.

**Note 2 – Basis of preparation of Interim Condensed Consolidated Financial Statements**

These Interim Condensed Consolidated Financial Statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”), in particular in accordance with IAS 34 and IFRSs endorsed by the European Union. At the date of authorisation of these Interim Condensed Consolidated Interim Financial Statements, in light of the current process of IFRS endorsement in the European Union and the nature of the Group’s activities, there is no difference between the IFRSs applied by the Group and the IFRSs endorsed by the European Union. IFRSs comprise standards and interpretations accepted by the International Accounting Standards Board (“IASB”) and the International Financial Reporting Interpretations Committee (“IFRIC”).

The Interim Condensed Consolidated Financial Statements do not include all the information and disclosures required in annual consolidated financial statements, and should be read in conjunction with the Group’s annual consolidated financial statements as at 31 December 2011.

The Consolidated Financial Statements of the Group for the year ended 31 December 2011 are available upon request from the Company’s registered office at Weena 210-212, 3012 NJ Rotterdam, the Netherlands or at the Company’s website: [www.ronson.pl](http://www.ronson.pl)

These Interim Consolidated Financial statements have been prepared on the assumption that the Group is a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the normal course of its operations.

**Interim Condensed Consolidated Financial Statement for the six months ended 30 June 2012**

---

**Notes to the Interim Condensed Consolidated Financial Statements****Note 3 – Summary of significant accounting policies**

Except as described below, the accounting policies applied by the Company in these Interim Condensed Consolidated Financial Statements are the same as those applied by the Company in its consolidated financial statements for the year ended 31 December 2011.

The following new standards and amendments to standards are mandatory for the first time for the financial year beginning 1 January 2012.

- Amendment to IFRS 7 *Financial Instruments – Disclosures: Transfer of Financial Assets* – effective for financial years beginning on or after 1 July 2011,

Adoption of the above new standards and amendments to standards did not have impact on the financial position or performance of the Group.

**Note 4 – The use of estimates and judgments**

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of income and expenses during the reporting period. Actual results may differ from these estimates.

In preparing these Interim Condensed Consolidated Financial Statements, the significant judgements made by the Management Board in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those applied to the consolidated financial statements for the year ended 31 December 2011.

**Note 5 – Functional and reporting currency**

Items included in the financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in thousands of Polish Zloty ("PLN"), which is the Group's functional and presentation currency.

Transactions in currencies other than the functional currency are accounted for at the exchange rates prevailing at the date of the transactions. Gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in currencies other than the functional currency are recognized in the statement of comprehensive income.

**Note 6 – Seasonality**

The Group's activities are not of a seasonal nature. Therefore, the results presented by the Group do not fluctuate significantly during the year due to the seasonality.

## Interim Condensed Consolidated Financial Statement for the six months ended 30 June 2012

### Notes to the Interim Condensed Consolidated Financial Statements

#### Note 7 – Composition of the Group

The details of the Polish companies whose financial statements have been included in these Consolidated Financial Statements, the year of incorporation and the percentage of ownership and voting rights directly held or indirectly by the Company as at 30 June 2012, are presented below and on the following page.

| Entity name  | Year of incorporation | Share of ownership & voting rights at the end of |                  |
|--|-----------------------|--|------------------|
|  |                       | 30 June 2012                                     | 31 December 2011 |
| <b>a. held directly by the Company :</b>   |                       |  |                  |
| 1. Ronson Development Management Sp. z o.o.  | 1999                  | 100.0%   | 100.0%           |
| 2. Ronson Development 2000 Sp. z o.o.  | 2000                  | 100.0%   | 100.0%           |
| 3. Ronson Development Warsaw Sp. z o.o.  | 2000                  | 100.0%   | 100.0%           |
| 4. Ronson Development Investment Sp. z o.o.  | 2002                  | 100.0%   | 100.0%           |
| 5. Ronson Development Metropol Sp. z o.o.  | 2002                  | 100.0%   | 100.0%           |
| 6. Ronson Development Properties Sp. z o.o.  | 2002                  | 100.0%   | 100.0%           |
| 7. Ronson Development Apartments Sp. z o.o.  | 2003                  | 100.0%   | 100.0%           |
| 8. Ronson Development Enterprise Sp. z o.o.  | 2004                  | 100.0%   | 100.0%           |
| 9. Ronson Development Company Sp. z o.o.   | 2005                  | 100.0%   | 100.0%           |
| 10. Ronson Development Creations Sp. z o.o.  | 2005                  | 100.0%   | 100.0%           |
| 11. Ronson Development Buildings Sp. z o.o.  | 2005                  | 100.0%   | 100.0%           |
| 12. Ronson Development Structure Sp. z o.o.  | 2005                  | 100.0%   | 100.0%           |
| 13. Ronson Development Poznań Sp. z o.o.   | 2005                  | 100.0%   | 100.0%           |
| 14. EEE Development Sp. z o.o.   | 2005                  | 100.0%   | 100.0%           |
| 15. Ronson Development Innovation Sp. z o.o.   | 2006                  | 100.0%   | 100.0%           |
| 16. Ronson Development Wrocław Sp. z o.o.  | 2006                  | 100.0%   | 100.0%           |
| 17. Ronson Development Capital Sp. z o.o.  | 2006                  | 100.0%   | 100.0%           |
| 18. Ronson Development Sp. z o.o.  | 2006                  | 100.0%   | 100.0%           |
| 19. Ronson Development Construction Sp. z o.o.   | 2006                  | 100.0%   | 100.0%           |
| 20. Ronson Development City Sp. z o.o.   | 2006                  | 100.0%   | 100.0%           |
| 21. Ronson Development Village Sp. z o.o. <sup>(1)</sup>   | 2007                  | 100.0%   | 100.0%           |
| 22. Ronson Development Conception Sp. z o.o.   | 2007                  | 100.0%   | 100.0%           |
| 23. Ronson Development Architecture Sp. z o.o.   | 2007                  | 100.0%   | 100.0%           |
| 24. Ronson Development Skyline Sp. z o.o. <sup>(1)</sup>   | 2007                  | 100.0%   | 100.0%           |
| 25. Ronson Development Continental Sp. z o.o.  | 2007                  | 100.0%   | 100.0%           |
| 26. Ronson Development Universal Sp. z o.o. <sup>(1)</sup>   | 2007                  | 100.0%   | 100.0%           |
| 27. Ronson Development Retreat Sp. z o.o.  | 2007                  | 100.0%   | 100.0%           |
| 28. Ronson Development South Sp. z o.o.  | 2007                  | 100.0%   | 100.0%           |
| 29. Ronson Development West Sp. z o.o. <sup>(1)</sup>  | 2007                  | 100.0%   | 100.0%           |
| 30. Ronson Development East Sp. z o.o.   | 2007                  | 100.0%   | 100.0%           |
| 31. Ronson Development North Sp. z o.o.  | 2007                  | 100.0%   | 100.0%           |
| 32. Ronson Development Providence Sp. z o.o.   | 2007                  | 100.0%   | 100.0%           |
| 33. Ronson Development Finco Sp. z o.o.  | 2009                  | 100.0%   | 100.0%           |
| 34. Ronson Development Partner 2 sp. z o.o. (previous name Ronson Development Nautica Sp. z o.o.)                            | 2010                  | 100.0%   | 100.0%           |
| 35. Ronson Development Skyline 2010 Sp. z o.o.   | 2010                  | 100.0%   | 100.0%           |
| 36. Ronson Development Partner 3 Sp. z o.o.  | 2012                  | 100.0%   | n.a.             |
| <b>b. held indirectly by the Company :</b>   |                       |  |                  |
| 37. AGRT Sp. z o.o.  | 2007                  | 100.0%   | 100.0%           |
| 38. Ronson Development Partner 2 Sp. z o.o.- Panoramika Sp.k. (previous name Ronson Development sp. z o.o.- Community Sp.k.) | 2007                  | 100.0%   | 100.0%           |
| 39. Ronson Development Sp z o.o. - Estate Sp.k.  | 2007                  | 100.0%   | 100.0%           |
| 40. Ronson Development Sp. z o.o. - Home Sp.k.   | 2007                  | 100.0%   | 100.0%           |
| 41. Ronson Development Sp z o.o - Horizon Sp.k.  | 2007                  | 100.0%   | 100.0%           |
| 42. Ronson Development Partner 3 Sp. z o.o.- Sakura Sp.k. (previous name Ronson Development Sp. z o.o.- Landscape sp.k.)     | 2007                  | 100.0%   | 100.0%           |
| 43. Ronson Development Sp z o.o -Town Sp.k.  | 2007                  | 100.0%   | 100.0%           |
| 44. Ronson Development Destiny Sp. z o.o.  | 2007                  | 100.0%   | 100.0%           |
| 45. Ronson Development Millenium Sp. z o.o.  | 2007                  | 100.0%   | 100.0%           |
| 46. Ronson Development Sp. z o.o. - EEE 2011 Sp.k. (previous name Ronson Development Sp. z o.o. - Eclipse Sp.k.)             | 2009                  | 100.0%   | 100.0%           |
| 47. Ronson Development Sp.z o.o. - Apartments 2011 Sp.k. (previous name Ronson Development Sp. z o.o. - Magellan Sp.k.)      | 2009                  | 100.0%   | 100.0%           |

(1) The Company has the power to govern the financial and operating policies of this entity and to obtain benefits from its activities, whereas Kancelaria Rady Prawnego Jarosław Zubrzycki holds the legal title to the shares of this entity.

## Interim Condensed Consolidated Financial Statement for the six months ended 30 June 2012

### Notes to the Interim Condensed Consolidated Financial Statements

#### Note 7 – Composition of the Group (cont'd)

| Entity name  | Year of incorporation | Share of ownership & voting rights at the end of |                  |
|--|-----------------------|--|------------------|
|  |                       | 30 June 2012                                     | 31 December 2011 |
| <b>b. held indirectly by the Company :</b>   |                       |  |                  |
| 48. Ronson Development Sp. z o.o. - Idea Sp.k. (previous name Ronson Development Sp. z o.o. - Monet Sp.k.)   | 2009                  | 100.0%   | 100.0%           |
| 49. Ronson Development Sp. z o.o. - Destiny 2011 Sp.k. (previous name Ronson Development Sp. z o.o. - Orion Sp.k.)   | 2009                  | 100.0%   | 100.0%           |
| 50. Ronson Development Sp. z o.o. - Enterprise 2011 Sp.k. (previous name Ronson Development Sp. z o.o. - Osiedle Hrabskie Sp.k.)   | 2009                  | 100.0%   | 100.0%           |
| 51. Ronson Development Partner 2 Sp. z o.o. - Retreat 2011 Sp.k. (previous name Ronson Development Sp. z o.o. - Plejada Sp.k. and Ronson Development Sp. z o.o. - Retreat 2011 Sp.k) | 2009                  | 100.0%   | 100.0%           |
| 52. Ronson Development Sp. z o.o. - Wrocław 2011 Sp.k. (previous name Ronson Development Sp. z o.o. - Renoir   | 2009                  | 100.0%   | 100.0%           |
| 53. Ronson Development Sp. z o.o. - 2011 Sp.k. (previous name Ronson Development Sp. z o.o. - Renaissance Sp.k.)   | 2009                  | 100.0%   | 100.0%           |
| 54. Ronson Development Sp. z o.o. - Gemini 2 Sp.k. (previous name Ronson Development Sp. z o.o. - Tamka Sp.k.)   | 2009                  | 100.0%   | 100.0%           |
| 55. Ronson Development Sp. z o.o. - Verdis Sp.k. (previous name Ronson Development Sp. z o.o. - Copernicus Sp.k.)  | 2009                  | 100.0%   | 100.0%           |
| 56. Ronson Espresso Sp. z o.o. (previous name Landex Sp. z o.o.)   | 2010                  | 68.4%  | 68.4%            |
| 57. Ronson Development Apartments 2010 Sp. z o.o.  | 2010                  | 100.0%   | 100.0%           |
| 58. Ronson Development 2010 Sp. z o.o.   | 2010                  | 100.0%   | 100.0%           |
| 59. Ronson Development Retreat 2010 Sp. z o.o.   | 2010                  | 100.0%   | 100.0%           |
| 60. Ronson Development Enterprise 2010 Sp. z o.o.  | 2010                  | 100.0%   | 100.0%           |
| 61. Ronson Development Wrocław 2010 Sp. z o.o.   | 2010                  | 100.0%   | 100.0%           |
| 62. EEE Development 2010 Sp. z o.o.  | 2010                  | 100.0%   | 100.0%           |
| 63. Ronson Development Nautica 2010 Sp. z o.o.   | 2010                  | 100.0%   | 100.0%           |
| 64. Ronson Development Gemini 2010 Sp. z o.o.  | 2010                  | 100.0%   | 100.0%           |
| 65. Ronson IS sp. z o.o. (previous name Ronson Development Gemini Sp. z o.o. and Ronson Development Invest p. zo.o.)   | 2010                  | 50.0%  | 100.0%           |
| 66. Ronson Development Sp. z o.o. - Naturalis Sp.k.  | 2011                  | 100.0%   | 100.0%           |
| 67. Ronson Development Sp. z o.o. - Impressio Sp.k.  | 2011                  | 100.0%   | 100.0%           |
| 68. Ronson Development Sp. z o.o. - Continental 2011 Sp.k.   | 2011                  | 100.0%   | 100.0%           |
| 69. Ronson Development Sp. z o.o. - Providence 2011 Sp.k.  | 2011                  | 100.0%   | 100.0%           |
| 70. Ronson Development Partner 2 Sp. z o.o. - Capital 2011 Sp. k. (previous name Ronson Development Sp. z o.o. - Capital 2011 Sp.k.)   | 2011                  | 100.0%   | 100.0%           |
| 71. Ronson Development Sp. z o.o. - Architecture 2011 Sp.k.  | 2011                  | 100.0%   | 100.0%           |
| 72. Ronson IS sp. z o.o. Sp.k.   | 2012                  | 50.0%  | n.a.             |

**Interim Condensed Consolidated Financial Statement for the six months ended 30 June 2012****Notes to the Interim Condensed Consolidated Financial Statements****Note 8 – Segment reporting**

The Group's operating segments are defined as separate entities developing particular residential projects, which for reporting purposes were aggregated. The aggregation for reporting purpose is based on geographical locations (Warsaw, Poznań, Wrocław and Szczecin) and type of activity (development of apartments, development of houses). Moreover, for one particular entity the reporting was based on type of income: rental income from investment property.

According to the Management Board's assessment, the operating segments identified have similar economic characteristics. Aggregation based on the type of development within the geographical location has been applied since primarily the location and the type of development determine the average margin that can be realized on each project and the project's risk factors. Considering the fact that the production process for apartments is different from that for houses and considering the fact that the characteristics of customers buying apartments slightly differ from those of customers interested in buying houses, aggregation by type of development within the geographical location has been used for segment reporting and disclosure purposes.

Segment results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated indirectly based on reasonable criteria. Unallocated items mainly comprise head office expenses and income tax assets and liabilities, unallocated cash and cash equivalents, other financial assets and floating rate bond loans.

Data presented in the table below are aggregated by type of development within the geographical location:

*In thousands of Polish Zlotys  
(PLN)*

|                            | As at 30 June 2012 (Reviewed)/(unaudited) |               |              |               |          |               |              |               |              |               |                |
|----------------------------|---|---------------|--------------|---------------|----------|---------------|--------------|---------------|--------------|---------------|----------------|
|                            | Warsaw                                    |               |              | Poznań        |          | Wrocław       |              | Szczecin      |              | Unallocated   | Total          |
|                            | Apartments                                | Houses        | Rental       | Apartments    | Houses   | Apartments    | Houses       | Apartments    | Houses       |               |                |
| <b>Segment assets</b>      | 410,592                                   | 59,794        | 9,249        | 97,412        | -        | 86,304        | 4,072        | 72,101        | 7,394        | -             | 746,918        |
| Unallocated assets         | -   | -             | -            | -             | -        | -             | -            | -             | -            | 67,779        | 67,779         |
| <b>Total assets</b>        | <b>410,592</b>                            | <b>59,794</b> | <b>9,249</b> | <b>97,412</b> | <b>-</b> | <b>86,304</b> | <b>4,072</b> | <b>72,101</b> | <b>7,394</b> | <b>67,779</b> | <b>814,697</b> |
| <b>Segment liabilities</b> | 218,643                                   | 12,566        | -            | 33,339        | -        | 3,600         | -            | 19,185        | -            | -             | 287,333        |
| Unallocated liabilities    | -   | -             | -            | -             | -        | -             | -            | -             | -            | 97,183        | 97,183         |
| <b>Total liabilities</b>   | <b>218,643</b>                            | <b>12,566</b> | <b>-</b>     | <b>33,339</b> | <b>-</b> | <b>3,600</b>  | <b>-</b>     | <b>19,185</b> | <b>-</b>     | <b>97,183</b> | <b>384,516</b> |

*In thousands of Polish Zlotys  
(PLN)*

|                            | As at 31 December 2011 (audited) |               |              |               |          |               |              |               |              |               |                |
|----------------------------|----------------------------------|---------------|--------------|---------------|----------|---------------|--------------|---------------|--------------|---------------|----------------|
|                            | Warsaw                           |               |              | Poznań        |          | Wrocław       |              | Szczecin      |              | Unallocated   | Total          |
|                            | Apartments                       | Houses        | Rental       | Apartments    | Houses   | Apartments    | Houses       | Apartments    | Houses       |               |                |
| <b>Segment assets</b>      | 347,600                          | 63,405        | 9,195        | 94,050        | -        | 90,068        | 3,606        | 63,582        | 7,373        | -             | 678,879        |
| Unallocated assets         | -                                | -             | -            | -             | -        | -             | -            | -             | -            | 87,082        | 87,082         |
| <b>Total assets</b>        | <b>347,600</b>                   | <b>63,405</b> | <b>9,195</b> | <b>94,050</b> | <b>-</b> | <b>90,068</b> | <b>3,606</b> | <b>63,582</b> | <b>7,373</b> | <b>87,082</b> | <b>765,961</b> |
| <b>Segment liabilities</b> | 181,636                          | 14,844        | -            | 31,714        | -        | 5,912         | -            | 17,279        | -            | -             | 251,385        |
| Unallocated liabilities    | -                                | -             | -            | -             | -        | -             | -            | -             | -            | 86,119        | 86,119         |
| <b>Total liabilities</b>   | <b>181,636</b>                   | <b>14,844</b> | <b>-</b>     | <b>31,714</b> | <b>-</b> | <b>5,912</b>  | <b>-</b>     | <b>17,279</b> | <b>-</b>     | <b>86,119</b> | <b>337,504</b> |

## Interim Condensed Consolidated Financial Statement for the six months ended 30 June 2012

### Notes to the Interim Condensed Consolidated Financial Statements

#### Note 8 - Segment reporting (cont'd)

|   | For the six months ended 30 June 2012 (Reviewed)/(unaudited) |              |            |            |          |            |            |              |            |                |              |
|---|--|--------------|------------|------------|----------|------------|------------|--------------|------------|----------------|--------------|
|   | Warsaw   |              |            | Poznań     |          | Wroclaw    |            | Szczecin     |            | Unallocated    | Total        |
|   | Apartments   | Houses       | Rental     | Apartments | Houses   | Apartments | Houses     | apartments   | Houses     |                |              |
| Revenue                                 | 29,241   | 1,979        | 332        | 896        | -        | 9,421      | -          | -            | -          | -              | 41,869       |
| Segment result                          | 5,141  | (255)        | 168        | 45         | -        | 912        | (2)        | (117)        | (1)        | -              | 5,891        |
| Unallocated result                      | -  | -            | -          | -          | -        | -          | -          | -            | -          | (6,725)        | (6,725)      |
| <b>Result from operating activities</b> | <b>5,141</b>   | <b>(255)</b> | <b>168</b> | <b>45</b>  | <b>-</b> | <b>912</b> | <b>(2)</b> | <b>(117)</b> | <b>(1)</b> | <b>(6,725)</b> | <b>(834)</b> |
| Net finance income/(expense)            | 281  | 8            | -          | 34         | -        | 21         | -          | -            | -          | 1,393          | 1,737        |
| <b>Loss before taxation</b>             | <b>5,422</b>   | <b>(247)</b> | <b>168</b> | <b>79</b>  | <b>-</b> | <b>933</b> | <b>(2)</b> | <b>(117)</b> | <b>(1)</b> | <b>(5,332)</b> | <b>903</b>   |
| Income tax benefit/(expense)            |  |              |            |            |          |            |            |              |            |                | 821          |
| <b>Profit/(loss) for the period</b>     |  |              |            |            |          |            |            |              |            |                | <b>1,724</b> |
| Capital expenditure                     | -  | -            | -          | -          | -        | -          | -          | -            | -          | 221            | 221          |

|   | For the six months ended 30 June 2011 (Reviewed)/(unaudited) |              |            |              |          |              |            |              |            |                |                |
|---|--|--------------|------------|--------------|----------|--------------|------------|--------------|------------|----------------|----------------|
|   | Warsaw   |              |            | Poznań       |          | Wroclaw      |            | Szczecin     |            | Unallocated    | Total          |
|   | Apartments   | Houses       | Rental     | Apartments   | Houses   | Apartments   | Houses     | Apartments   | Houses     |                |                |
| Revenue                                 | 12,581   | 15,844       | 300        | 11,209       | -        | -            | -          | -            | -          | -              | 39,934         |
| Segment result                          | 1,236  | (342)        | 182        | 3,876        | -        | (164)        | (3)        | (195)        | (3)        | -              | 4,587          |
| Unallocated result                      | -  | -            | -          | -            | -        | -            | -          | -            | -          | (6,811)        | (6,811)        |
| <b>Result from operating activities</b> | <b>1,236</b>   | <b>(342)</b> | <b>182</b> | <b>3,876</b> | <b>-</b> | <b>(164)</b> | <b>(3)</b> | <b>(195)</b> | <b>(3)</b> | <b>(6,811)</b> | <b>(2,224)</b> |
| Net finance income/(expense)            | 210  | 96           | -          | 127          | -        | (8)          | -          | 9            | -          | 1,578          | 2,012          |
| <b>Loss before taxation</b>             | <b>1,446</b>   | <b>(246)</b> | <b>182</b> | <b>4,003</b> | <b>-</b> | <b>(172)</b> | <b>(3)</b> | <b>(186)</b> | <b>(3)</b> | <b>(5,233)</b> | <b>(212)</b>   |
| Income tax benefit/(expense)            |  |              |            |              |          |              |            |              |            |                | 775            |
| <b>Profit/(loss) for the period</b>     |  |              |            |              |          |              |            |              |            |                | <b>563</b>     |
| Capital expenditure                     | -  | -            | -          | -            | -        | -            | -          | -            | -          | 315            | 315            |



## Interim Condensed Consolidated Financial Statement for the six months ended 30 June 2012

### Notes to the Interim Condensed Consolidated Financial Statements

#### Note 8 - Segment reporting (cont'd)

*In thousands of Polish Zlotys (PLN)*

For the three months ended 30 June 2012 (unaudited)/(unreviewed)

|   | Warsaw       |              |           | Poznań       |          | Wroclaw    |            | Szczecin     |            | Unallocated    | Total        |
|---|--------------|--------------|-----------|--------------|----------|------------|------------|--------------|------------|----------------|--------------|
|   | Apartments   | Houses       | Rental    | Apartments   | Houses   | Apartments | Houses     | Apartments   | Houses     |                |              |
| <b>Revenue</b>                          | 24,328       | 684          | 170       | -            | -        | 9,421      | -          | -            | -          | -              | 34,603       |
| <b>Segment result</b>                   | 3,898        | (221)        | 93        | (280)        | -        | 867        | (7)        | (145)        | (7)        | -              | 4,198        |
| Unallocated result                      | -            | -            | -         | -            | -        | -          | -          | -            | -          | (2,113)        | (2,113)      |
| <b>Result from operating activities</b> | <b>3,898</b> | <b>(221)</b> | <b>93</b> | <b>(280)</b> | <b>-</b> | <b>867</b> | <b>(7)</b> | <b>(145)</b> | <b>(7)</b> | <b>(2,113)</b> | <b>2,085</b> |
| Net finance income/(expense)            | 209          | 9            | -         | 41           | -        | 10         | -          | 1            | -          | 480            | 750          |
| <b>Loss before taxation</b>             | <b>4,107</b> | <b>(212)</b> | <b>93</b> | <b>(239)</b> | <b>-</b> | <b>877</b> | <b>(7)</b> | <b>(144)</b> | <b>(7)</b> | <b>(1,633)</b> | <b>2,835</b> |
| Income tax benefit/(expense)            |              |              |           |              |          |            |            |              |            |                | 71           |
| <b>Profit/(loss) for the period</b>     |              |              |           |              |          |            |            |              |            |                | <b>2,906</b> |
| <b>Capital expenditure</b>              | -            | -            | -         | -            | -        | -          | -          | -            | -          | 150            | 150          |

*In thousands of Polish Zlotys (PLN)*

For the three months ended 30 June 2011 (unaudited)/(unreviewed)

|   | Warsaw       |              |            | Poznań       |          | Wroclaw      |            | Szczecin     |            | Unallocated    | Total          |
|---|--------------|--------------|------------|--------------|----------|--------------|------------|--------------|------------|----------------|----------------|
|   | Apartments   | Houses       | Rental     | Apartments   | Houses   | Apartments   | Houses     | Apartments   | Houses     |                |                |
| <b>Revenue</b>                          | 765          | 1,330        | 168        | 3,542        | -        | -            | -          | -            | -          | -              | 5,805          |
| <b>Segment result</b>                   | (957)        | (282)        | 134        | 1,109        | -        | (174)        | (1)        | (150)        | (2)        | -              | (323)          |
| Unallocated result                      | -            | -            | -          | -            | -        | -            | -          | -            | -          | (3,546)        | (3,546)        |
| <b>Result from operating activities</b> | <b>(957)</b> | <b>(282)</b> | <b>134</b> | <b>1,109</b> | <b>-</b> | <b>(174)</b> | <b>(1)</b> | <b>(150)</b> | <b>(2)</b> | <b>(3,546)</b> | <b>(3,869)</b> |
| Net finance income/(expense)            | 120          | 99           | -          | 41           | -        | (5)          | -          | 10           | -          | 1,200          | 1,465          |
| <b>Loss before taxation</b>             | <b>(837)</b> | <b>(183)</b> | <b>134</b> | <b>1,150</b> | <b>-</b> | <b>(179)</b> | <b>(1)</b> | <b>(140)</b> | <b>(2)</b> | <b>(2,346)</b> | <b>(2,404)</b> |
| Income tax benefit/(expense)            |              |              |            |              |          |              |            |              |            |                | 180            |
| <b>Profit/(loss) for the period</b>     |              |              |            |              |          |              |            |              |            |                | <b>(2,224)</b> |
| <b>Capital expenditure</b>              | -            | -            | -          | -            | -        | -            | -          | -            | -          | 144            | 144            |

## Interim Condensed Consolidated Financial Statement for the six months ended 30 June 2012

### Notes to the Interim Condensed Consolidated Financial Statements

#### Note 9 – Inventory

Movements in Inventory during the six months ended 30 June 2012 were as follows:

| <i>In thousands of Polish Zlotys (PLN)</i> | Opening balance 01<br>January 2012 | Transferred to<br>property and<br>equipment | Transferred to<br>finished units | Additions     | Closing balance 30<br>June 2012 |
|--|------------------------------------|---|----------------------------------|---------------|---------------------------------|
| Land and related expense                   | 399,143                            | (55)  | (21,293)                         | 4,738         | 382,533                         |
| Construction costs                         | 104,839                            | (122)                                       | (45,880)                         | 66,612        | 125,449                         |
| Planning and permits                       | 21,872                             | (5)   | (1,924)                          | 2,549         | 22,492                          |
| Borrowing costs <sup>(1)</sup>             | 61,438                             | (13)  | (4,137)                          | 9,484         | 66,772                          |
| Other                                      | 3,627                              | (2)   | (1,049)                          | 1,177         | 3,753                           |
| <b>Work in progress</b>                    | <b>590,919</b>                     | <b>(197)</b>                                | <b>(74,283)</b>                  | <b>84,560</b> | <b>600,999</b>                  |

  

| <i>In thousands of Polish Zlotys (PLN)</i> | Opening balance 01<br>January 2012 | Transferred from<br>work in progress | Recognized in the<br>statement of<br>comprehensive<br>income | Closing balance 30<br>June 2012 |
|--|------------------------------------|--------------------------------------|--|---------------------------------|
| <b>Finished goods</b>                      | <b>40,497</b>                      | <b>74,283</b>                        | <b>(32,466)</b>  | <b>82,314</b>                   |

  

| <i>In thousands of Polish Zlotys (PLN)</i> | Opening balance 01<br>January 2012 | Revaluation write down recognized in<br>statement of comprehensive income |           | Closing balance 30<br>June 2012 |
|--|------------------------------------|---|-----------|---------------------------------|
|  |                                    | Increase  | Release   |                                 |
| <b>Write-down</b>                          | <b>(99)</b>                        | <b>-</b>  | <b>99</b> | <b>-</b>                        |

  

|   |                |  |  |                |
|---|----------------|--|--|----------------|
| <b>Total inventories at the lower<br/>of cost or net realizable value</b> | <b>631,317</b> |  |  | <b>683,313</b> |
|---|----------------|--|--|----------------|

(1) Borrowing costs are capitalized to the value of inventory with 9.1% average effective capitalization interest rate.

## Interim Condensed Consolidated Financial Statement for the six months ended 30 June 2012

### Notes to the Interim Condensed Consolidated Financial Statements

#### Note 9 – Inventory (cont'd)

Movements in Inventory during the year ended 31 December 2011 were as follows:

| <i>In thousands of Polish Zlotys (PLN)</i> | Opening balance 1<br>January 2011 | Share in work in<br>progress of a joint<br>venture | Transferred to<br>finished goods | Additions      | Closing balance 31<br>December 2011 |
|--|-----------------------------------|--|----------------------------------|----------------|-------------------------------------|
| Land and related expense                   | 380,257                           | 12,711   | (11,033)                         | 17,208         | 399,143                             |
| Construction costs                         | 23,069                            | 85   | (25,570)                         | 107,255        | 104,839                             |
| Planning and permits                       | 17,845                            | 230  | (1,055)                          | 4,852          | 21,872                              |
| Borrowing costs <sup>(1)</sup>             | 47,419                            | 211  | (2,874)                          | 16,682         | 61,438                              |
| Other                                      | 2,216                             | 38   | (563)                            | 1,936          | 3,627                               |
| <b>Work in progress</b>                    | <b>470,806</b>                    | <b>13,275</b>                                      | <b>(41,095)</b>                  | <b>147,933</b> | <b>590,919</b>                      |

| <i>In thousands of Polish Zlotys (PLN)</i> | Opening balance 01<br>January 2011 | Transferred from<br>work in progress | Recognized in the<br>statement of<br>comprehensive<br>income | Closing balance 31<br>December 2011 |
|--|------------------------------------|--------------------------------------|--|-------------------------------------|
| <b>Finished goods</b>                      | <b>74,610</b>                      | <b>41,095</b>                        | <b>(75,208)</b>  | <b>40,497</b>                       |

| <i>In thousands of Polish Zlotys (PLN)</i>                                | Opening balance 01<br>January 2011 | Revaluation write down recognized in<br>statement of comprehensive income |              | Closing balance 31<br>December 2011 |
|---|------------------------------------|---|--------------|-------------------------------------|
|   |                                    | Increase  | Utilization  |                                     |
| <b>Write-down</b>   | <b>(1,887)</b>                     | <b>-</b>  | <b>1,788</b> | <b>(99)</b>                         |
| <b>Total inventories at the lower of<br/>cost or net realizable value</b> | <b>543,529</b>                     |   |              | <b>631,317</b>                      |

(1) Borrowing costs are capitalized to the value of inventory with 8.1% average effective capitalization interest rate.

**Interim Condensed Consolidated Financial Statement for the six months ended 30 June 2012****Notes to the Interim Condensed Consolidated Financial Statements****Note 10 – Floating rate bond loans**

The table below presents the movement in Floating rate bond loans during the six months ended 30 June 2012 and during the year ended 31 December 2011:

| <i>In thousands of Polish Zloty (PLN)</i> | <b>For the six<br/>months ended<br/>30 June 2012<br/>(Reviewed/<br/>Unaudited)</b> | <b>For the<br/>year<br/>ended<br/>31 December<br/>2011 (Audited)</b> |
|---|--|--|
| <b>Opening balance</b>                    | <b>87,847</b>  | -  |
| Proceeds from bond loans                  | -  | 87,500   |
| Issue cost                                | -  | (1,724)  |
| Issue cost amortization                   | 286  | 404  |
| Accrued interest                          | 4,123  | 5,633  |
| Interest repayment                        | (4,112)  | (3,966)  |
| <b>Total closing balance</b>              | <b>88,144</b>  | <b>87,847</b>  |
| <b>Closing balance includes:</b>          |  |  |
| Current liabilities                       | 1,667  | 1,667  |
| Non-current liabilities                   | 86,477   | 86,180   |
| <b>Total closing balance</b>              | <b>88,144</b>  | <b>87,847</b>  |

**Note 11 – Secured bank loans**

The following non-current and current Secured bank loans were issued and repaid during the six months ended 30 June 2012 and during the year ended 31 December 2011:

| <i>In thousands of Polish Zloty (PLN)</i>                | <b>For the six<br/>months ended<br/>30 June 2012<br/>(Reviewed/<br/>Unaudited)</b> | <b>For the<br/>year<br/>ended<br/>31 December<br/>2011 (Audited)</b> |
|--|--|--|
| <b>Opening balance</b>                                   | <b>117,711</b>   | <b>123,914</b>   |
| New bank loan drawdown                                   | 13,388   | 1,946  |
| Bank loans repayments                                    | (10,761)   | (8,150)  |
| Bank charges   | (375)  | (631)  |
| Bank charges amortization                                | 209  | 487  |
| Accrued interest/(interest repayment) on bank loans, net | (76)   | 145  |
| <b>Total closing balance</b>                             | <b>120,096</b>   | <b>117,711</b>   |
| <b>Closing balance includes:</b>                         |  |  |
| Current liabilities                                      | 92,819   | 95,965   |
| Non-current liabilities                                  | 27,277   | 21,746   |
| <b>Total closing balance</b>                             | <b>120,096</b>   | <b>117,711</b>   |

The maturity dates of the loans have been presented in the annual consolidated financial statements for the year ended 31 December 2011. The majority of loans maturing in 2012 shall be extended until 2013, while the management plans to repay part of the loans. For more details please see Note 18 Events during the period (Bank Loans) and Note 19 Subsequent events (Bank Loans).

**Interim Condensed Consolidated Financial Statement for the six months ended 30 June 2012****Notes to the Interim Condensed Consolidated Financial Statements****Note 12 – Income tax**

|   | For the 6<br>months ended<br>30 June<br>2012<br>(Reviewed) /<br>(unaudited) | For the 3<br>months ended<br>30 June<br>2012<br>(Unaudited) /<br>(unreviewed) | For the 6<br>months ended<br>30 June<br>2011<br>(Reviewed) /<br>(unaudited) | For the 3<br>months ended<br>30 June<br>2011<br>(Unaudited) /<br>(unreviewed) |
|---|---|---|---|---|
| <i>In thousands of Polish Zlotys (PLN)</i>        |   |   |   |   |
| <b>Current tax expense/(benefit)</b>              | <b>(1)</b>  | <b>18</b>   | <b>57</b>   | <b>26</b>   |
| <b>Deferred tax expense/(benefit)</b>             |   |   |   |   |
| Origination and reversal of temporary differences | 148   | 484   | 1,370   | 1,022   |
| Expense/(benefit) of tax losses recognized        | (968)   | (573)   | (2,202)   | (1,228)   |
| <b>Total deferred tax expense/(benefit)</b>       | <b>(820)</b>  | <b>(89)</b>   | <b>(832)</b>  | <b>(206)</b>  |
| <b>Total income tax expense/(benefit)</b>         | <b>(821)</b>  | <b>(71)</b>   | <b>(775)</b>  | <b>(180)</b>  |

**Note 13 – Investment commitments, Contracted proceeds not yet received and Contingencies****(i) Investment commitments:**

The amounts in the table below present unpaid investment commitments of the Group in respect of construction services to be rendered by the general contractors:

|  | As at 30 June<br>2012<br>(Reviewed/<br>Unaudited) | As at 31<br>December 2011<br>(Audited) |
|--|---|--|
| <i>In thousands of Polish Zlotys (PLN)</i> |   |  |
| Espresso I                                 | 35,236  | -                                      |
| Gemini II                                  | 16,495  | 33,141                                 |
| Sakura II                                  | 15,925  | 26,188                                 |
| Verdis I                                   | 11,242  | 20,103                                 |
| Naturalis III                              | 7,795   | 11,917                                 |
| Chilli II                                  | 4,536   | -                                      |
| Panoramika I                               | 3,920   | 9,973                                  |
| Naturalis I                                | 3,390   | 5,972                                  |
| Naturalis II                               | 624   | 2,779                                  |
| Chilli I                                   | 346   | 3,673                                  |
| Sakura I                                   | 245   | 5,303                                  |
| Impressio I                                | 240   | 622                                    |
| Constans                                   | -   | 184                                    |
| Imaginarium III                            | -   | 178                                    |
| <b>Total</b>                               | <b>99,994</b>                                     | <b>120,033</b>                         |

**Interim Condensed Consolidated Financial Statement for the six months ended 30 June 2012****Notes to the Interim Condensed Consolidated Financial Statements****Note 13 – Investment commitments, Contracted proceeds not yet received and Contingencies (cont'd)****(ii) Contracted proceeds not yet received:**

The table below presents amounts to be received from the customers having bought apartments from the Group and which are based on the value of the sale and purchase agreements signed with the clients until 30 June 2012 after deduction of payments received at the reporting date (such payments being presented in the Interim Consolidated Statement of Financial Position as Advances received):

| <i>In thousands of Polish Zlotys (PLN)</i> | <b>As at 30 June<br/>2012</b>    | <b>As at 31<br/>December 2011</b> |
|--|----------------------------------|-----------------------------------|
|  | <b>(Reviewed/<br/>Unaudited)</b> | <b>(Audited)</b>                  |
| Gemini II                                  | 26,856                           | 41,100                            |
| Espresso I                                 | 10,699                           | 5,540                             |
| Verdis I                                   | 8,993                            | 15,020                            |
| Sakura II                                  | 7,247                            | -                                 |
| Sakura I                                   | 5,802                            | 9,981                             |
| Verdis II                                  | 3,355                            | -                                 |
| Naturalis II                               | 3,293                            | 2,145                             |
| Impressio I                                | 2,260                            | 5,446                             |
| Naturalis III                              | 2,224                            | -                                 |
| Panoramika I                               | 1,535                            | 1,611                             |
| Chilli I                                   | 1,388                            | 2,699                             |
| Constans                                   | 1,165                            | 1,165                             |
| Naturalis I                                | 1,079                            | 1,877                             |
| Imaginarium III                            | 977                              | 1,095                             |
| Gemini I                                   | 24                               | 36                                |
| Nautica I                                  | 20                               | 565                               |
| Nautica II                                 | -                                | 1,528                             |
| Gardenia                                   | -                                | 675                               |
| Galileo                                    | -                                | 946                               |
| <b>Total</b>                               | <b>76,917</b>                    | <b>91,429</b>                     |

**(iii) Contingencies:**

None.

**Note 14 – Financial risk management****(i) Financial risk factors**

The Group's activities expose it to a variety of financial risks: market risk (including real estate market risk and fair value interest rate risk), credit risk and liquidity risk. The interim condensed consolidated financial statements do not include all financial risk management information and disclosures required in the annual financial statements, and should be read in conjunction with the group's annual financial statements as at 31 December 2011. There have been no changes in the risk management department since year end or in any risk management policies.

**(ii) Liquidity risk**

Compared to year end, there was no material change in the contractual undiscounted cash out flows for financial liabilities, except for the assumption of new loans and redemption of existing loans during the six months period ended 30 June 2012 as described in Note 11.

**Interim Condensed Consolidated Financial Statement for the six months ended 30 June 2012**

---

**Notes to the Interim Condensed Consolidated Financial Statements****Note 14 – Financial risk management (cont'd)****(iii) Market (price) risk**

The Group's exposure to marketable and non-marketable securities price risk did not exist because the Group had not invested in securities during the six months period ended 30 June 2012.

**(iv) Fair value estimation**

The investment in the marketable securities is measured at fair value based on daily quotations and is classified as Level 1.

During the six months ended 30 June 2012 there were no significant changes in the business or economic circumstances that affect the fair value of the group's financial assets and financial liabilities.

**(v) Interest rate risk**

All the loans and borrowings of the Group are bearing variable interest rate, which creates an exposure to a risk of changes in cash flows due to changes in interest rates.

**Note 15 – Related party transactions**

There were no significant transactions and balances with related parties during six months ended 30 June 2012 other than those already disclosed in the 2011 annual accounts.

**Note 16 – Impairment losses and provisions**

During the six months ended 30 June 2012 and 30 June 2011, no material impairment losses were incurred.

The following net movements in the Group's main provisions took place during the six months ended 30 June 2012 and during the three months ended 30 June 2012:

- *Provision for deferred tax liabilities:* during the six months ended 30 June 2012 a decrease of PLN 182 thousand (during the six months ended 30 June 2011 a decrease of PLN 551 thousand) and during the three months ended 30 June 2012 an increase of PLN 636 thousand (during the three months ended 30 June 2011 an increase of PLN 27 thousand).

**Note 17 – Restatement of the results for the six months ended 30 June 2011**

Borrowing costs in respect of the bonds issued in April 2011 are included in the finance expense capitalized as part of the cost price of inventory during the six months period ended 30 June 2012. As at 30 June 2011, these costs were not capitalized. The capitalization of the borrowing costs of the bonds as of the date of issuance (18 April 2011) resulted in a restatement of the consolidated total comprehensive income for the six months ended 30 June 2011, the impact of which amounted to a gain of PLN 1,374 thousand which is the net effect of negative finance expenses amounting to PLN 1,697 thousand and additional income tax expenses amounting to PLN 323 thousand.

The incorrect capitalization of borrowing costs was corrected by the company in the third quarter of 2011 and therefore it was correctly stated in the financial statements for the financial year ended 31 December 2011.

**Interim Condensed Consolidated Financial Statement for the six months ended 30 June 2012**

---

**Notes to the Interim Condensed Consolidated Financial Statements****Note 18 – Events during the period****Land purchase**

In March 2012, the Group acquired a parcel of land with an area of 2,636 m<sup>2</sup> located in Wrocław, Krzyki District, at Jutrzenki Street ("Land 2"). Land 2 is located nearby a plot of land with an area of 14,918 m<sup>2</sup> which the Group had purchased in the past ("Land 1"). In combination, Land 1 and Land 2 shall allow the Group to build multifamily buildings that will comprise 300 units with an aggregate floor space of 16,100 m<sup>2</sup>.

In June 2012, the Group entered into preliminary purchase and sale agreements with private individuals for plots of land with an area of 118.4 thousand m<sup>2</sup> located in Warsaw, district Mokotów at Jaśminowa Street. Conclusion of the final sales agreement transferring of the ownership of the properties is expected to be finalized during the first half of 2014. It is assumed that the project planned in this plot shall comprise nearly 650 units with the total aggregate floor space of 50,000 m<sup>2</sup>.

In June 2012, the Group through a joint venture entity (Ronson IS Sp. z o.o. sp.sk.), in which the Group holds a 50% interest ("JV"), entered into a preliminary agreement regarding the purchase of the plot of land with an area of 8.9 thousand m<sup>2</sup> located in Warsaw, district Wola at Skierniewicka and Wolska Streets. The final sales agreement transferring of the ownership of the land is expected to be finalized during the second half of 2012. It is assumed that the project planned in this plot shall comprise nearly 550 units with the total aggregate floor space of 24,500 m<sup>2</sup>.

**Bank loans**

In January 2012, the Company entered into annexes to loan facilities with Millennium Bank for financing land acquisitions for a total amount of PLN 11.0 million. The repayment dates were extended to 30 July 2012.

In April 2012, the Company entered into a loan agreement with Alior Bank S.A. for financing the construction costs of the first stage of the Espresso project (Warsaw, Jana Kazimierza Street) for a total amount of PLN 41.0 million. The repayment date of this loan is 31 March 2015.

In May 2012, the Company entered into an annex to the loan agreement with Bank Pekao S.A. with respect to the financing of the Sakura project (Warsaw, Kłobucka Street). Based on the annex to the loan agreement, the bank will extend its financing also to the second stage of Sakura project (up to a total amount of PLN 33.5 million). The repayment date of the tranche available for the second stage of this project is 30 September 2014. Based on the signed annex, the repayment date of 50% of the loan granted in the past for financing the land purchase in this project (PLN 10.0 million) was extended also to 30 September 2014.

**Completions of projects**

In April 2012, the Group completed the construction of the Sakura I project comprising 120 units with a total area of 8,100 m<sup>2</sup>.

In June 2012, the Group completed the construction of the Impressio I project comprising 70 units with a total area of 4,400 m<sup>2</sup>.

**Commencements of new projects**

In February and May 2012, the Company commenced sales of the Verdis II project. In total the Verdis II project will comprise 78 units with an aggregate floor space of 4,900 m<sup>2</sup>.

In March 2012, the Group commenced the construction of the Espresso I project (the sales process commenced earlier) comprising 210 units with an aggregate floor space of 9,500 m<sup>2</sup>.

In April 2012, the Company commenced sales of new projects Młody Grunwald and Bełchatowska 28 as well as the next stages of currently run projects Chilli.

In May 2012, the Group commenced the construction of the Chilli II project (the sales process commenced earlier) comprising 20 units with an aggregate floor space of 1,600 m<sup>2</sup>.



**Interim Condensed Consolidated Financial Statement for the six months ended 30 June 2012**

---

**Notes to the Interim Condensed Consolidated Financial Statements****Note 19 – Subsequent events****Bank loans**

In July 2012, the Company entered into annexes to loan facilities with Bank BZWBK with an aggregate value of PLN 55.4 million. The annexes provide that the respective final repayment dates specified in the Loan Agreements are postponed from 1 July 2012 until 31 August 2012. Moreover, management is involved in discussions with the Bank with respect to conditions of cooperation in development of one of the residential projects by one of the subsidiaries in Poznań (“Młody Grunwald”, previously named “Eclipse”). Construction of this project is expected to be commenced in August 2012. The management board expects that conditions of future financing of the subsidiaries will be agreed with the Bank jointly with the conditions of the construction facility related to the mentioned project and that the relevant loan agreements will be executed with the Bank by end of August 2012.

In July 2012, the Company entered into annexes to loan facilities with Millennium Bank for financing land acquisitions for a total amount of PLN 11.0 million. The repayment dates have been extended to 29 July 2013, however the Company is obliged to repay PLN 2.2 million before final repayment date in monthly instalments of PLN 0.2 million.

**Completions of projects**

In July 2012, the Group completed the construction of the Chilli II project comprising 30 units with a total area of 2,100 m<sup>2</sup>.

**Commencements of new projects**

In August 2012, the Group commenced the construction of the Verdis II project (the sales process commenced earlier) comprising 78 units with an aggregate floor space of 4,900 m<sup>2</sup>.

**The Management Board**

\_\_\_\_\_  
**Shraga Weisman**  
Chief Executive Officer

\_\_\_\_\_  
**Tomasz Łapiński**  
Chief Financial Officer

\_\_\_\_\_  
**Andrzej Gutowski**  
Sales and Marketing Director

\_\_\_\_\_  
**Israel Greidinger**

\_\_\_\_\_  
**Ronen Ashkenazi**

\_\_\_\_\_  
**Karol Pilniewicz**

**Rotterdam, 8 August 2012**

## Independent Auditors' Report on Review of Interim Condensed Consolidated Financial Statements



Ernst & Young Accountants LLP  
Euclideslaan 1  
3584 BL Utrecht, The Netherlands  
P.O. Box 3053  
3502 GB Utrecht, The Netherlands  
Tel.: +31 (0) 88 - 407 1000  
Fax: +31 (0) 88 - 407 3030  
www.ey.nl

### **Review report**

To the board of directors, the supervisory board and shareholders of Ronson Europe N.V.

#### *Introduction*

We have reviewed the accompanying interim consolidated statement of financial position of Ronson Europe N.V., Rotterdam (the "Company") as at June 30, 2012, and the related interim consolidated statements of comprehensive income, changes in equity and cash flows for the six-month period then ended and notes to the interim condensed consolidated financial statements. Management is responsible for the preparation and presentation of these interim condensed consolidated financial statements in accordance with International Financial Reporting Standard IAS 34 Interim Financial Reporting as adopted by the European Union ("IAS 34"). Our responsibility is to express a conclusion on these condensed interim consolidated financial statements based on our review.

#### *Scope*

We conducted our review in accordance with International Standard on Review Engagements 2410, "Review of interim Financial Information Performed by the Independent Auditor of the Entity". A review of interim financial statements consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

#### *Opinion*

Based on our review, nothing has come to our attention that causes us to believe that the accompanying interim condensed consolidated financial statements are not prepared, in all material respects, in accordance with IAS 34.

Amsterdam, August 8, 2012

Ernst & Young Accountants LLP

A handwritten signature in blue ink, appearing to read "J.H. de Prie".

J.H. de Prie