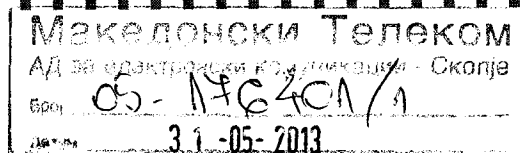


Makedonski Telekom AD Skopje
Kej 13 Noemvri br. 6 1000 Skopje



To: Securities and Exchange Commission of the RoM
26 Dimitrija Cupovski, 1000 Skopje

Date: May, 2013

Subject: Annual Report for the year 2012

Dear Sirs / Madams,

Pursuant to Articles 154, 160 and 164 of the Law on Securities, related to the annual reporting obligation of Makedonski Telekom AD – Skopje for 2012, enclosed is the complete material for the annual reporting for 2012, which includes:

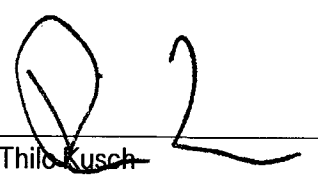
1. Annual reporting of Basic Data of Makedonski Telekom AD Skopje for the year 2012;
2. Audited Financial Statements of Makedonski Telekom AD – Skopje for the year ended 31 December 2012 in accordance with the International Financial Reporting Standards (IFRS);
3. Audited Consolidated Financial Statements of Makedonski Telekom AD – Skopje for the year ended 31 December 2012 in accordance with the IFRS;
4. Annual report on the operations of the Group of Makedonski Telekom AD - Skopje in 2012;
5. Statement for info accuracy.

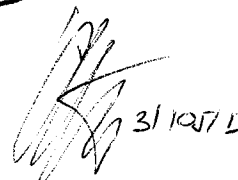
In accordance with the respective by-laws, the complete material for the annual reporting for 2012 shall be posted in an electronic format on the website of the Securities and Exchange Commission through the respective module.

Yours faithfully,


Oliver Kosturanov
President of the Board of Directors

Мaкeдoнcки Тeлeкoм
AД за eлeктpoнcки кoмyникaции - Cкoпje


Thilo Kusch
Chief Executive Officer


31/05/13

Makedonski Telekom AD – Skopje
Address Kej 13 Noemvri br. 6 1000 Skopje R.Macedonia
Contact Phone +389 2 3100 200 ; Fax +389 2 3100 300; Contact center 171
e-mail: kontakt@telekom.mk; www.telekom.mk
ID number 5168660



Makedonski Telekom AD Skopje
Kej 13 Noemvri br. 6, 1000 Skopje

To: Securities and Exchange Commission of the RoM
Date: May 2013
Subject: Annual Reporting of Basic Data of Makedonski Telekom AD - Skopje
for the year 2012

1. General data

Name of the company	MAKEDONSKI TELEKOM, JOINT STOCK COMPANY FOR ELECTRONIC COMMUNICATIONS - SKOPJE
Address of the registered office	Kej 13 Noemvri No.6, Skopje
Telephone and fax	3100 200; 3100 300
E-mail address	kontakt@telekom.mk
URL address	http://www.telekom.mk

2. Legal status

Registration number	5168660
Activity code	61.10
Activities description (main activity)	wire line telecommunications
Decision number from the Central Registry	08-03/3843/1 dated 11.05.2006
Date of establishment (day, month and year)	29.01.2001
Status changes of the company (acquisition, merger, transformation and division)	<ul style="list-style-type: none"> - 29.01.2001 (Privatization and change of the company's status from a state owned joint stock company for telecommunications Makedonski Telekomunikacii – Skopje into a Joint Stock Company for telecommunications Makedonski Telekomunikacii - Skopje), - 05.03.1998 (Transformation of the public enterprise for telecommunications Makedonski Telekomunikacii C.O. Skopje into a state owned joint stock company for telecommunications Makedonski Telekomunikacii-Skopje), - 12.08.1997 (Establishment – organization of a public enterprise for telecommunications Makedonski Telekomunikacii C.O. Skopje).
Number of branch offices	44
Number of employees at the end of the year	1,236
Management system <ul style="list-style-type: none"> o One tier o Two tier 	One tier
Name and last name of the procurist	Daniel Szasz

Makedonski Telekom AD – Skopje
Address Kej 13 Noemvri br. 6, 1000 Skopje R. Macedonia
Contact Phone +389 2 3100 200 ; Fax +389 2 3100 300; Contact center 171
e-mail: kontakt@telekom.mk; www.telekom.mk
ID number 5168660



Makedonski Telekom AD Skopje
Kej 13 Noemvri br. 6, 1000 Skopje

3. Data on the capital and changes of the capital of the company

Total value of the share capital	9,583,887,733.00 MKD
Number of issued shares	
- Ordinary shares	95,838,780
- Preference shares (Golden share)	1
Nominal value of the shares	100.00 MKD per ordinary share and 9,733.00 MKD per preference share
Has a share issue been performed in the respective period of the shares of the joint stock company	No
-Type of share issue	/
-Number of issued shares	0
-Total value of issued shares	/
Has a split of shares of the joint stock company been performed in the period and data relating thereto	/
Number of shareholders at the end of the year	3,879
Number and percentage of treasury ordinary and preference shares in the share capital on the last day of the year (percentage rounded up to two decimals)	9,583,878 ordinary treasury shares (10.00% of the total number of issued shares of Makedonski Telekom - AD Skopje).
Data on the purchase of treasury shares by the joint stock company	
- date and manner of purchase	At the Government auction / regular trading held from 5 th till 9 th of June 2006, the Company purchased 10.00% of the Government shareholding in Makedonski Telekom AD - Skopje.
- legal basis for purchase	The treasury shares were purchased in accordance with Resolution No. 021-98576/1 of the Company's Shareholders' Assembly.
- quantity	9,583,878
- price per share	Out of 9,583,878 purchased treasury shares, 9,488,040 shares were purchased for a price of MKD 389 and 95,838 shares were purchased for a price of MKD 390.
Data on any significant changes that have been part of the prospectus (especially data on the legal, financial and business operations of the issuer, investment risk and rights arising from the offered securities) if the joint stock company has issued a prospectus in the last 12 months	Makedonski Telekom AD - Skopje has not issued a prospectus.
International identification number of the shares issued by the Company - ISIN number	Ordinary shares MKMTSK101019; Preference shares MKMTSK121017
Account (s) / transaction account (s) of the joint stock company and the title of the institution keeping it.	200000090141316, Stopanska banka AD - Skopje 200000025661051, Stopanska banka AD - Skopje 530010701543218, Ohridska banka AD - Ohrid 530010101543122, Ohridska banka AD - Ohrid

Makedonski Telekom AD – Skopje
Address Kej 13 Noemvri br. 6, 1000 Skopje R. Macedonia
Contact Phone +389 2 3100 200 ; Fax +389 2 3100 300; Contact center 171
e-mail: kontakt@telekom.mk; www.telekom.mk
ID number 5168660



Makedonski Telekom AD Skopje
Kej 13 Noemvri br. 6, 1000 Skopje

4. Financial data and financial condition of the joint stock company

Price of the ordinary shares if they have been traded on the stock exchange or another organized market	
- highest	MKD 545.00
- lowest	MKD 450.00
Price of the preference shares if they have been traded on the stock exchange or another organized market	
- highest	/
- lowest	/
Market capitalization, if the shares are traded on the stock exchange or another organized market	MKD 49,836 million
Changes in the accounting policies	There are no changes
Date of the Shareholders' Assembly meeting at which the audited annual report was adopted	29.03.2013
Data on the members of the management board, supervisory board and members of the Board of Directors, as well as their shareholding in the share capital of the joint stock company: -name and surname, date and place of birth, nationality, citizenship; - description of the position and the appointment date; -number and type of shares issued by the company owned, expressed as an absolute number and a percentage amount of the share capital of the company, and -a more specific description of the legal basis (trade transactions or non-trade transfer) for the purchase of the shares	<ol style="list-style-type: none"> 1. Oliver Kosturanov - President / Non-Executive member of the Board of Directors; date of appointment 30.04.2010, with mandate as of 01.05.2010, 2. Daniel Szasz - Executive member of the Board of Directors/Chief Executive Officer; date of appointment 11.05.2011 with mandate as of 01.07.2011, 3. Nazim Bushi - Vice President/ Non-Executive member of the Board of Directors; date of appointment 30.04.2010, with mandate as of 01.05.2010, 4. Christopher Mark Mattheisen - Non-Executive member of the Board of Directors; date of appointment 04.11.2009, 5. Janos Szabo - Non-Executive member of the Board of Directors; date of appointment 10.12.2010, with mandate as of 31.07.2011 (re-appointed), 6. Robert Pataki - Non-Executive member of the Board of Directors; date of appointment 30.12.2011 with a mandate as of 01.01.2012, 7. Thomas Panhans - Non-Executive member of the Board of Directors; date of appointment 04.04.2012 with a mandate as of 01.04.2012, 8. Susanne Krgomann - Non-Executive member of the Board of Directors; date of appointment 04.04.2012, with mandate as of 01.04.2012, 9. Goran Ivanovski - Non-Executive member of the Board of Directors; date of appointment 10.12.2010, with mandate as of 29.11.2010 (re-appointed) 10. Tamas Vagany, Independent member of the Board of Directors; date of appointment 10.12.2010 with mandate as of 01.01.2011, 11. Manojil Jakovleski, Independent member of the Board of Directors; date of appointment 14.04.2011 with mandate as of 18.05.2011, 12. Aleksandar Stojkov, Independent member of the Board of Directors; date of appointment 14.04.2011 with mandate as of 18.05.2011, 13. Miklos Vaszily - Independent member of the Board of Directors; date of appointment 25.06.2010, with mandate as of 01.08.2010. <p>* As of 31.12.2012, the members of the Board of Directors of Makedonski Telekom AD - Skopje do not own shares issued by the Company.</p>

Makedonski Telekom AD – Skopje
Address Kej 13 Noemvri br. 6, 1000 Skopje R. Macedonia
Contact Phone +389 2 3100 200 ; Fax +389 2 3100 300; Contact center 171
e-mail: kontakt@telekom.mk; www.telekom.mk
ID number 5168660



Makedonski Telekom AD Skopje
Kej 13 Noemvri br. 6, 1000 Skopje

Data on the individuals and/or legal entities that own more than 5% of the shares of the company (name and surname; passport number and passport issuing country for foreign residents; for legal entities: name, registered office, address, registry number), number and percent of the owned ordinary and preference shares (percentage rounded up to two decimals)	<p>Stonebridge Communications AD - Skopje (under liquidation); Kej 13 Noemvri br. 6, 1000 Skopje; Reg. No. 5489610; 48,877,780 ordinary shares; 56.67% of the total number of voting shares; 51.00% of the total number of shares</p> <p>Government of the Republic of Macedonia; Ilinden Blvd bb, 1000 Skopje; Reg. No. 4064674; 33,364,875* shares; 38.68% of the total number of voting shares; 34.81% of the total number of shares</p> <p>*33,364,874 ordinary shares and 1 (one) preference cumulative share (golden share) which has one voting right and special rights in accordance with the Company Statute. It has restriction on tradable and non-tradable transfer.</p>
Data on all contracts for remuneration of the members of the management board, supervisory board or the board of directors, i.e. the persons with special responsibilities and authorizations	The remuneration amount of the Company's BoD members and the Company's key management remuneration amount are presented in note 28 of the non-consolidated audited financial statements for the year 2012.
Data on the transactions between the joint stock company and the related parties (date of transaction, number of purchased/sold shares, percentage of the total number of shares)	The transactions with related parties are presented in notes 7, 13 and 27 of the non-consolidated audited financial statements for the year 2012.
Dividend per ordinary share (in an absolute amount and percentage compared to the nominal value, rounded up to two decimals)	
- previous year	Gross amount of 71.46 MKD (71.46% of the nominal value)
- 2 years before	Gross amount of 68.95 MKD (68.95% of the nominal value)
- 3 years before	Gross amount of 75.01 MKD (75.01% of the nominal value)
Dividend per preference share (in an absolute amount and percentage compared to the nominal value, rounded up to two decimals)	
- previous year	Gross amount of 71.46 MKD (0.73% of the nominal value)
- 2 years before	Gross amount of 68.95 MKD (0.71% of the nominal value)
- 3 years before	Gross amount of 75.01 MKD (0.77% of the nominal value)

Makedonski Telekom AD – Skopje
Address Kej 13 Noemvri br. 6, 1000 Skopje R. Macedonia
Contact Phone +389 2 3100 200 ; Fax +389 2 3100 300; Contact center 171
e-mail: kontakt@telekom.mk; www.telekom.mk
ID number 5168660

Makedonski Telekom AD Skopje
Kej 13 Noemvri br. 6, 1000 Skopje



5. Business activities that have a significant impact on the market price of the securities

Name of the stock exchange or another organized market where the Company's securities are traded	Macedonian Stock Exchange JSC Skopje
Listing of the securities of the joint stock company and the stock exchange where they are listed	The Company's shares are not listed on the Stock Exchange. The Company's shares are traded on the market segment of the Regular Market (market of joint stock companies with special reporting obligations - ordinary shares).
Legal issues (comments by the management bodies/ management on all court procedures involving the joint stock company as a plaintiff or defendant the value of which is at least 5% of the value of the Company's capital calculated according to the last audited annual financial statements)	/
Other significant issues which have an impact on the price of the securities (significant events which are not encompassed with the previous paragraphs and which might have an impact on the price of the securities, such as – finding strategic partners, important business endeavors, new inventions, changes in the dominant/key position on the market, etc.)	/

Makedonski Telekom AD – Skopje
Address Kej 13 Noemvri br. 6, 1000 Skopje R. Macedonia
Contact Phone +389 2 3100 200 ; Fax +389 2 3100 300; Contact center 171
e-mail: kontakt@telekom.mk; www.telekom.mk
ID number 5168660

Makedonski Telekom AD - Skopje

Separate Financial Statements

For the year ended

31 December 2012

With the Report of the Auditor Thereon

Contents

Independent Auditor's Report

Separate financial statements

Separate statement of financial position	1
Separate statement of comprehensive income	2
Separate statement of cash flows	3
Separate statement of changes in equity	4
Notes to the separate financial statements	5



Independent auditor's report

To the Board of Directors and Shareholders of Makedonski Telekom AD - Skopje

We have audited the accompanying stand alone financial statements of Makedonski Telekom AD - Skopje, which comprise the statement of financial position as of 31 December 2012 and the statement of comprehensive income, statement of changes in equity and cash flow statement for the year then ended and a summary of significant accounting policies and other explanatory notes.

Management's responsibility for the stand alone financial statements

Management is responsible for the preparation and fair presentation of these stand alone financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of stand alone financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these stand alone financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the stand alone financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the stand alone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the stand alone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the stand alone financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control.

An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the stand alone financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.



Opinion

In our opinion, the accompanying stand alone financial statements give a true and fair view of the financial position of Makedonski Telekom AD – Skopje as of 31 December 2012, and of its financial performance and its cash flows for the year than ended in accordance with International Financial Reporting Standards.

PricewaterhouseCoopers REVIZIJA DOO
PricewaterhouseCoopers REVIZIJA DOO

Skopje,


18 February 2013



Separate statement of financial position

In thousands of denars	Note	As at 31 December	
		2012	2011
Assets			
Current assets			
Cash and cash equivalents	5	237,874	540,752
Deposits with banks	6	4,266,310	5,706,966
Trade and other receivables	7	1,922,470	1,945,451
Other taxes receivable	8	10,749	22,621
Inventories	9	178,443	170,415
Assets held for sale	10	1,715	549,116
Total current assets		6,617,561	8,935,321
Non-current assets			
Property, plant and equipment	11	12,692,136	10,661,336
Advances for property, plant and equipment		12,024	13,248
Intangible assets	12	712,893	693,371
Investment in subsidiaries		2,792,171	2,792,171
Trade and other receivables	7	328,608	311,685
Financial assets at fair value through profit and loss		50,828	54,083
Total non-current assets		16,588,660	14,525,894
Total assets		23,206,221	23,461,215
Liabilities			
Current liabilities			
Trade and other payables	13	2,482,592	1,952,899
Other taxes payable	8	20,824	1,381
Provision for other liabilities and charges	14	57,144	44,317
Total current liabilities		2,560,560	1,998,597
Non-current liabilities			
Trade and other payables	13	648,845	-
Provision for other liabilities and charges	14	107,077	360,735
Total non-current liabilities		755,922	360,735
Total liabilities		3,316,482	2,359,332
Equity			
Share capital		9,583,888	9,583,888
Share premium		540,659	540,659
Treasury shares		(3,738,358)	(3,738,358)
Other reserves		1,916,777	1,916,777
Retained earnings		11,586,773	12,798,917
Total equity	15	19,889,739	21,101,883
Total equity and liabilities		23,206,221	23,461,215

The separate financial statements set out on pages 1 to 42 were authorised for issue on 18 February 2013 by the Management of Makedonski Telekom AD - Skopje, and are subject to review and approval by the Board of Directors on 25 February 2013 and by the shareholders on date that will be subsequently agreed.


Daniel Szasz
Chief Executive Officer


Slavko Projkoski
Chief Finance Officer

Separate statement of comprehensive income

In thousands of denars	Note	Year ended 31 December	
		2012	2011
Revenues	16	7,352,808	8,097,102
Depreciation and amortisation		(2,046,300)	(1,800,081)
Personnel expenses	17	(1,092,866)	(1,061,668)
Payments to other network operators		(1,714,814)	(1,753,415)
Other operating expenses	18	(1,944,957)	(1,875,318)
Operating expenses		(6,798,937)	(6,490,482)
Dividend income	19	3,358,784	3,746,236
Other operating income	20	933,887	101,378
Operating profit		4,846,542	5,454,234
Finance expenses	21	(50,956)	(62,723)
Finance income	22	155,827	177,956
Finance income - net		104,871	115,233
Profit for the year		4,951,413	5,569,467
Total comprehensive income for the year		4,951,413	5,569,467
Earnings per share (EPS) information:			
Basic and diluted earnings per share (in denars)		57.40	64.57

Separate statement of cash flows

In thousands of denars	Note	Year ended 31 December	
		2012	2011
Operating activities			
Profit before tax		4,951,413	5,569,467
Adjustments for:			
Depreciation and amortisation		2,046,300	1,800,081
Write down of inventories to net realisable value	18	1,195	5,927
Fair value losses on financial assets	21	3,254	11,425
Impairment/(reversal) on trade and other receivables	18	10,056	(56,443)
Reversal of impairment on advances given to suppliers		(11,233)	-
Net release of provisions	14	(138,920)	(57,265)
Net gain on disposal of property, plant and equipment	20	(711,225)	(19,375)
Dividend income	19	(3,358,784)	(3,746,236)
Interest expense	21	28,636	-
Interest income	22	(155,827)	(177,956)
Effect of foreign exchange rate changes on cash and cash equivalents		1,155	799
Cash generated from operations before changes in working capital		2,666,020	3,330,424
(Increase)/decrease in inventories		(9,223)	38,882
Decrease/(increase) in receivables		15,009	(99,518)
Decrease in payables		(3,161)	(297,816)
Cash generated from operations		2,668,645	2,971,972
Interest paid		(59)	-
Income taxes received		-	8,882
Cash flows generated from operating activities		2,668,586	2,980,854
Investing activities			
Acquisition of property, plant and equipment		(1,737,851)	(1,391,619)
Acquisition of intangible assets		(63,743)	(170,804)
Loans collected		2,354	791
Deposits collected from banks		5,718,616	8,160,765
Deposits placed with banks		(4,277,263)	(8,086,663)
Dividends received		3,358,784	3,746,236
Proceeds from sale of property, plant and equipment		35,478	59,112
Interest received		156,873	180,847
Cash flows generated from investing activities		3,193,248	2,498,665
Financing activities			
Dividends paid		(6,163,557)	(5,947,479)
Cash flows used in financing activities		(6,163,557)	(5,947,479)
Net decrease in cash and cash equivalents		(301,723)	(467,960)
Cash and cash equivalents at 1 January		540,752	1,009,511
Effect of foreign exchange rate changes on cash and cash equivalents		(1,155)	(799)
Cash and cash equivalents at 31 December	5	237,874	540,752

Separate statement of changes in equity

In thousands of denars	Note	Share capital	Share premium	Treasury shares	Other reserves	Retained earnings	Total
Balance at 1 January 2011		9,583,888	540,659	(3,738,358)	1,916,777	13,176,929	21,479,895
Total comprehensive income for the year		-	-	-	-	5,569,467	5,569,467
Dividend payment		-	-	-	-	(5,947,479)	(5,947,479)
Balance at 31 December 2011	15	9,583,888	540,659	(3,738,358)	1,916,777	12,798,917	21,101,883
Balance at 1 January 2012		9,583,888	540,659	(3,738,358)	1,916,777	12,798,917	21,101,883
Total comprehensive income for the year		-	-	-	-	4,951,413	4,951,413
Dividend payment		-	-	-	-	(6,163,557)	(6,163,557)
Balance at 31 December 2012	15	9,583,888	540,659	(3,738,358)	1,916,777	11,586,773	19,889,739

Notes to the separate financial statements

1. GENERAL INFORMATION

1.1. About the Company

These separate financial statements relate to Makedonski Telekom AD - Skopje, (hereinafter referred as: "the Company") a joint stock company incorporated and domiciled in the Republic of Macedonia.

The Company's immediate parent company is AD Stonebridge Communications – Skopje, under voluntary liquidation, solely owned by Magyar Telekom Plc. registered in Hungary. The ultimate parent company is Deutsche Telekom AG registered in Federal Republic of Germany.

The Company is the leading fixed line service provider in Macedonia.

The Macedonian telecommunications sector is regulated by the Electronic Communications Law ("ECL") enacted in March 2005. Under the ECL, the Company has been designated as a Significant Market Power operator ("SMP") in the market for fixed line voice telephone networks and services, including the market for access to the networks for data transmission and leased lines.

During 2012, there were several amendments in the ECL and also most of the existing Rulebooks were implemented or amended by the Agency for Electronic Communications (the "Agency"): retail price regulation; technical, usage and other conditions for relevant types of electronic communication networks and infrastructure, associate infrastructure capacities and facilities; determination of calculation method for number usage and annual fees; assignment of numbers and series of numbers from the numbering plan; general terms and conditions; "underground cabling"; Local bit-stream access; wholesale leased lines; minimal set of leased lines.

In December 2012, the Agency has announced starting of the new round market analysis on wholesale markets: 4 – Call origination, 5 – Call termination and 6 – Call transit services in public telephone networks on fix location. The final document is expected to be published in the first quarter of 2013.

On 5 April 2012, The Agency developed and published general Regulatory strategy for the period of next 5 years (2012-2016). The official document is "Five years regulatory strategy of AEC". Main focuses of the strategy are: fostering of wholesale and retail services regulation, introduction of pure LRIC (for fixed and mobile voices, SMS etc), NGA and FTTH regulation in line with NGA recommendation and refarming and frequency allocation for 4 G services.

Domestic electronic communication market is highly competitive and there is trend of price decreasing, both for fixed and mobile services. With amendments of the Rulebook for retail regulation, the Agency specified the manner and procedure for regulation of the retail prices for fixed voice telephone networks and services of the operator with significant market power on relevant retail markets. Ex-ante retail regulation shall be based on price squeeze methodology.

These activities resulted in price decrease of some wholesale and retail services of the Company. On retail side, standard monthly subscription for business customers was decreased (on equal level with residential one). On wholesale side there were changes in fees for interconnection (termination and origination), ULL, Bit-stream access and wholesale line rental (WLR).

The Company has a cost based price obligation for the Regulated wholesale services, using Long Run Incremental Costs methodology ("LRIC"). In August 2012, the Agency published the draft results from its own developed LRIC Bottom – up costing model for Local Bit Stream (cost based) and for retail and wholesale Leased Lines, ducts and dark fibre and minimal set of leased lines (cost based). As a result, on 15 January 2013, the Agency brought a decision for decrease of the fees and approved the changed Reference offer for provision of physical access and usage of electronic communication infrastructure and associated facilities (ducts and dark fibre). The new fees will be implemented as of 1 February 2013.

In line with the PSTN migration of the Company's network, process that will last until end of 2013, the Agency approved proposed modifications of the Company's Wholesale Offers (processes, technical conditions and prices) applicable as of 1 January 2012.

In addition, the Agency approved the Reference offers for WS DLL, Local Bit-stream access and Minimal set of leased lines and new changed methodologies of calculation of prices (length-dependent) were implemented. The WS DLL and Local Bit-stream access fees have been decreased as of 1 December 2012 and the fees for minimal set of leased lines as of 1 January 2013.

Starting with August 2006, the Company has more than 100 shareholders, as a result of the sale of Governmental shares through auction organized by the Government during June 2006. According to the Law on securities it qualifies as company

Notes to the separate financial statements

with special reporting obligations, which mainly, encompasses provision of quarterly, semi-annual and annual financial information to the Securities Exchange Commission of the Republic of Macedonia.

The Company's registered address is "Kej 13 Noemvri" No 6, 1000, Skopje, Republic of Macedonia. The average number of employees based on the working hours during 2012 was 1,252 (2011: 1,250).

1.2. Investigation into certain consultancy contracts

On 13 February 2006, Magyar Telekom Plc., the controlling owner of the Company, (via Stonebridge Communications AD - Skopje (under liquidation), majority shareholder of the Company), announced that it was investigating certain contracts entered into by another subsidiary of Magyar Telekom Plc. to determine whether the contracts were entered into in violation of Magyar Telekom Plc. policy or applicable law or regulation. Magyar Telekom's Audit Committee retained White & Case, as its independent legal counsel to conduct the internal investigation. Subsequent to this on 19 February 2007, the Board of Directors of the Company, based on the recommendation of the Audit Committee of the Company and the Audit Committee of Magyar Telekom Plc., adopted a resolution to conduct an independent internal investigation regarding certain contracts in Macedonia.

Based on publicly available information, as well as information obtained from Magyar Telekom and as previously disclosed, Magyar Telekom's Audit Committee conducted an internal investigation regarding certain contracts relating to the activities of Magyar Telekom and/or its affiliates in Montenegro and Macedonia that totalled more than EUR 31 million. In particular, the internal investigation examined whether Magyar Telekom and/or its Montenegrin and Macedonian affiliates had made payments prohibited by U.S. laws or regulations, including the U.S. Foreign Corrupt Practices Act (the "FCPA"). The Company has previously disclosed the results of the internal investigation.

Magyar Telekom's Audit Committee informed the U.S. Department of Justice (the "DOJ") and the U.S. Securities and Exchange Commission (the "SEC") of the internal investigation. The DOJ and the SEC commenced investigations into the activities that were the subject of the internal investigation. For further information about the internal investigation, please refer to the financial statements of the Company for the previous years.

In 2011, Magyar Telekom entered into final settlements with the DOJ and the SEC to resolve the DOJ's and the SEC's investigations relating to Magyar Telekom. The settlements concluded the DOJ's and the SEC's investigations.

Magyar Telekom has entered into a two-year deferred prosecution agreement (the "DPA") with the DOJ, under which Magyar Telekom was charged with a violation of the anti-bribery provisions of the FCPA and two violations of the books and records provisions of the FCPA. In accordance with the DPA, on 29 December 2011, the DOJ filed a criminal information (the "Information") setting out these charges in the U.S. District Court for the Eastern District of Virginia. Magyar Telekom has agreed to admit to the DOJ's allegations and to acknowledge responsibility for the acts as charged in the Information. Magyar Telekom has agreed to pay a criminal penalty of USD 59.6 million to cooperate with the DOJ in future investigations, to refrain from any violations of U.S. federal criminal law, to continue to operate a compliance program and to report to the DOJ annually regarding the compliance program during the term of the DPA. The DOJ will seek to dismiss the charges upon conclusion of the two-year term, unless Magyar Telekom violates the terms of the DPA.

On 29 December 2011, the SEC filed in the U.S. District Court for the Southern District of New York a Complaint (the "Complaint") and a proposed Final Judgment against Magyar Telekom (the "Final Judgment"). Without admitting or denying the allegations in the Complaint, Magyar Telekom consented to the filing of the Complaint and entry of the Final Judgment to resolve the SEC's investigation. The Complaint alleged civil violations of the FCPA's anti-bribery, books and records and internal control provisions. The Final Judgment, which was approved by the U.S. District Court for the Southern District of New York on 3 January 2012, permanently enjoined Magyar Telekom from violating these provisions and required Magyar Telekom to pay USD 25.2 million for disgorgement of profits and USD 6.0 million of prejudgment interest thereon.

The final settlements recognize the DOJ's and the SEC's consideration of Magyar Telekom's self-reporting, thorough internal investigation, remediation and cooperation with the DOJ's and the SEC's investigations. Magyar Telekom has undertaken several remedial measures to address the issues identified during the course of these investigations. These measures include steps designed to revise and enhance Magyar Telekom's internal controls, as well as the establishment of the Corporate Compliance Program. The Corporate Compliance Program promotes awareness of Magyar Telekom's compliance policies and procedures through training, the operation of a whistleblower hotline, and monitoring of, and communications with, employees and subsidiaries of Magyar Telekom. Magyar Telekom remains fully committed to responsible corporate behaviour.

Notes to the separate financial statements

On 6 January 2012 Magyar Telekom paid a criminal penalty of USD 59.6 million pursuant to the settlement with the DOJ and on 23 January 2012 Magyar Telekom paid USD 25.2 million for disgorgement of profits and USD 6.0 million of prejudgment interest pursuant to the settlement with the SEC, totalling USD 90.8 million paid with respect to the settlements with the DOJ and the SEC.

The above-referenced settlement by Magyar Telekom and associated liability was not recorded in the financial statements of the Company. These amounts were reflected in the consolidated financial statements of Magyar Telekom and are not reflected in the financial statements of the Company.

According to the information provided to the Company by Magyar Telekom Plc., on 2 December 2009, the Audit Committee of Magyar Telekom Plc., provided the Magyar Telekom's Board of Directors with a "Report of Investigation to the Audit Committee of Magyar Telekom Plc." dated 30 November 2009 (the "Final Report").

In relation to the issuance of the Final Report and the information provided to the Company by Magyar Telekom, in January 2010 the Chairman of the Company's Board of Directors requested third party legal and tax expertise for assessment of the potential accounting and tax implications arising from the transactions conducted by the Company and its subsidiary subject to the Final Report.

The external experts prepared reports (the "Reports") on their assessment and submitted the Reports to the Chairman of the Company's BoD and the Management of the Company and its subsidiary accordingly. As a result, based on the analysis of the Tax and Legal experts and information available to the Management related to the transactions subject of the Final Report, amount of MKD 216,577 thousand has been identified as potential tax impact, together with related penalty interest, as of 31 December 2009 arising from the transactions conducted by the Company and its subsidiary subject to the Final Report. In 2010 the amount related to the identified potential tax impact, together with related penalty interest, amounted to MKD 227,972 thousand, which were paid in 2010 upon an executive decision issued by the Public Revenue Office. In addition, the value of one contract of MKD 105,147 thousand capitalised within treasury shares was corrected in 2009 financial statements and was accounted for as though these payments had been expensed in 2006 rather than capitalized as part of treasury shares as originally reported. The other contracts that were identified by the Final Report and the reports of the tax and legal experts related to transactions undertaken by the Company were expensed in the related periods (2001-2007).

In May 2008, the Ministry of Interior ("MOI") of the Republic of Macedonia ("RoM") submitted to the Company an official written request for information and documentation regarding certain payments for consultancy services and advance dividend, as well as certain procurements and contracts. In June 2008 the Company submitted copies from the requested documents.

In October 2008 the Investigation Judge from the Primary Court Skopje 1 – Skopje (the criminal court), has issued an official written order to the Company to handover certain original documentation. Later in October 2008, the Company officially and personally handed over the requested documentation. Additional MOI requests in written were submitted and the Company provided the requested documentation.

We understand, based on public information available as of 10 December 2008, that the MOI Organized Crime Department submitted the files to the Basic Public Prosecution Office of Organized Crime and Corruption, with a proposal to bring criminal charges against Attila Szendrei (former CEO of Makedonski Telekom AD - Skopje), Rolf Plath (former CFO of Makedonski Telekom AD - Skopje), Mihail Kefaloyannis (former member of the Board of Directors in Stonebridge and former member of the Board of Directors in Telemacedonia) and Zoltan Kisjuhász (former CEO of Stonebridge and former non-executive member of the Board of Directors of Makedonski Telekom AD - Skopje) on the account of a reasonable doubt for committed criminal act. These individuals are proposed to be charged with having "abuse of office and authorizations" in their position in Makedonski Telekom AD - Skopje by concluding consultancy contracts for which there was no intention or need for any services in return.

The Primary Court Skopje 1 in Skopje, Investigative Department for Organized Crime delivered a summon to the Company in connection with the criminal charges against the above stated persons and asked for a statement whether the Company has suffered any damages on the basis of the said consultancy contracts.

After several postponements of the court hearing related to the investigation procedure handled in the Primary Court Skopje 1 Skopje, on the hearing held on 13 April 2009, the representatives of Makedonski Telekom AD Skopje declared the position of the Company that taking into consideration the ongoing independent internal investigation conducted by White & Case, approved by the Company's BoD, it was premature to preannounce any damage which may be caused by means of the implementation of the mentioned contracts or with reference to them. An expertise was performed on 11 May 2010 and the experts from Ministry of Justice of the Republic of Macedonia – Court Expertise Office – Skopje, asked for some additional

Notes to the separate financial statements

documents from Company's side in order to prepare the expertise. The experts asked additional information related to certain agreements concluded in 2005 and 2006, and related invoices. The Company has collected and submitted requested information/documentation to the Court Expertise Office on 1 November 2010.

On 14 March 2011, the Company received from the Primary Court Skopje 1 a copy of the "Finding and Opinion", dated November 2010, issued by the Bureau of Judicial Expertise to the Primary Court Skopje 1 as a result of the expertise procedure. The "Finding and Opinion" addresses and contains conclusions regarding five contracts entered into with Chaptex and Cosmotelco in 2005 and 2006 and formerly reviewed by the Audit Committee of Magyar Telekom. The "Finding and Opinion" concludes that, based on these contracts, expenditures in the amount of EUR 3.975 million were made by the Company and Stonebridge to Chaptex "without evidence for performed services"; accordingly, shareholders of the Company and Stonebridge in the proportion of their shareholding, suffered damages in the aforementioned aggregate amount as result of decreased proceeds for payment of dividend in 2005 and 2006.

Based on publically available information, we understand that the Public Prosecutor has filed an indictment in 2011 against Mr. Szendrei, Mr. Kisjuhász and Mr. Plath, but not against Mr. Kefaloyannis. The court hearing has taken place at the end of 2011, but it was postponed since the court could not provide presence of any of the defendants. The Company, as damaged party in this case, has not received official court invitation for the hearing.

Pursuant to the questions posed by the investigative judge, it could be concluded that the public prosecutor has addressed the Company as party damaged by the actions of the defendants. However, based on the content of the order for expertise issued by the investigative judge, and on the basis of the expert opinion, it can be concluded that now damaged parties are shareholders of the Company (Stonebridge AD Skopje, Republic of Macedonia and minority shareholders) and therefore the state budget, as the Republic of Macedonia is a shareholder in the Company. Therefore, the public prosecutor should clear out who is considered as damage party in this particular case, which is of significant importance for the position of the Company in this proceeding and its further actions. At the moment there aren't any indications that the Company could be found liable and made to pay any penalties or fines for the criminal procedure which is initiated against the individuals and accordingly the Company did not record any provision.

On 23 February 2012 the Company received a request for documentation from the Financial Police Office of the Ministry of Finance of RoM related to certain consultancy contract and underlying documentation, which were also provided to White & Case during the internal investigation. The Company responded to the request accordingly.

We have not become aware of any information as a result of a request from any regulators or other external parties, other than as described above, from which we have concluded that the financial statements may be misstated, including from the effects of a possible illegal act.

Notes to the separate financial statements

2. SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies adopted in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1. Basis of preparation

The financial statements of Makedonski Telekom AD – Skopje have been prepared in accordance with International Financial Reporting Standards ("IFRS").

The financial statements are presented in Macedonian denars rounded to the nearest thousand.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Company's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 4. Actual results may differ from those estimated.

2.1.1. Standards, amendments and interpretations effective and adopted by the Company in 2012

- IFRS 7 (amended). The IASB published an amendment to IFRS 7 Amendments to IFRS 7 Financial Instruments: Disclosures in October 2010. The amendment requires quantitative and qualitative disclosures regarding transfers of financial assets that do not result in entire derecognition, or that result in continuing involvement. This is intended to allow users of financial statements to improve their understanding of such transactions (for example, securitizations), including understanding the possible effects of any risks that may remain with the entity that transferred the assets. The amendments also require additional disclosures if a disproportionate amount of such transactions are undertaken around the end of a reporting period. The application of the amendment is required for annual periods beginning on or after 1 July 2011. An earlier application is permitted. The adoption of the amended standard did not result in significant changes in the financial statements disclosures of the Company.

2.1.2. Standards, amendments and interpretations effective in 2012 but not relevant for the Company

- IFRS 1 (amended). The IASB amended IFRS 1 in January 2010 and in December 2010. As the Company has been reporting according to IFRS for many years, neither the original standard, nor any revision to that is relevant for the Company.
- IAS 12 (amended). In December 2010, the IASB issued the pronouncement "Deferred Tax: Recovery of Underlying Assets - Amendments to IAS 12". The new pronouncement "Deferred Tax: Recovery of Underlying Assets - Amendments to IAS 12" sets presumptions for the recovery (e.g. use or sale) of certain assets. This is relevant in cases where the type of recovery has different tax consequences. The pronouncement sets the rebuttable presumption that the carrying amount of investment property that is measured using the fair value model in IAS 40 will be recovered through sale. Moreover, the carrying amount of a non-depreciable asset measured using the revaluation model in IAS 16 is always deemed to be recovered through sale. The amendment supersedes SIC 21 and shall be applied for annual periods beginning on or after 1 January 2012. Earlier application is permitted. As the Company does not have investment properties or non-depreciable asset measured using the revaluation model in IAS 16, the amended standard did not have any impact on the Company's financial statements.

2.1.3. Standards, amendments and interpretations that are not yet effective and have not been early adopted by the Company

- IAS 1 (amended). The IASB published amendments to IAS 1 Presentation of Financial Statements in June 2011. The amendments to IAS 1 retain the 'one or two statement' approach at the option of the entity and only revise the way other comprehensive income is presented: requiring separate subtotals for those elements which may be reclassified to the profit or loss section of the income statement (recycled) and those elements that will not. The application of the amendment is required for annual periods beginning on or after 1 July 2012.
- IAS 19 (amended). The IASB published amendments to IAS 19 - Employee Benefits in June 2011. The amendments focus on the following key areas:

Notes to the separate financial statements

- Recognition (only defined benefit plans) - elimination of the "corridor approach"
- Presentation (only defined benefit plans) - gains and losses that arises from re-measurements should be presented (only) in other comprehensive income (elimination of the remaining options)
- Disclosures - enhancing of disclosure requirements, e.g.
 - the characteristics of a company's defined benefit plans,
 - amounts recognized in the financial statements,
 - risks arising from defined benefit plans and
 - participation in multi-employer plans
- Improved / clarified guidance relating to several areas of the standard, e.g.
 - classification of benefits,
 - recognition of termination benefits and
 - interest rate relating to the expected return on the plan assets

The application of the amendment is required for annual periods beginning on or after 1 January 2013. We do not expect that the adoption of the amended standard would result in significant changes in the financial statements of the Company.

- IFRS 7 (amended). In December 2011 the IASB issued Disclosures – Offsetting Financial Assets and Financial Liabilities – Amendments to IFRS 7. The amendments clarify the accounting requirements for offsetting financial instruments and introduce new disclosure requirements that aim to improve the comparability of financial statements prepared in accordance with IFRS and US GAAP. The application of the amendment is required for annual periods beginning on or after 1 January 2013. The Company is currently analysing the possible changes in the disclosures in the financial statements of the Company.
- IFRS 9 Financial Instruments. The standard forms the first part of a three-phase project to replace IAS 39 (Financial Instruments: Recognition and Measurement) with a new standard, to be known as IFRS 9 Financial Instruments. IFRS 9 prescribes the classification and measurement of financial assets and liabilities. The remaining phases of this project, dealing with the impairment of financial instruments and hedge accounting, as well as a further project regarding derecognition, are in progress.

Financial assets – At initial recognition, IFRS 9 requires financial assets to be measured at fair value. After initial recognition, financial assets continue to be measured in accordance with their classification under IFRS 9. Where a financial asset is classified and measured at amortized cost, it is required to be tested for impairment in accordance with the impairment requirements in IAS 39. IFRS 9 defines the below rules for classification.

- IFRS 9 requires that financial assets are classified as subsequently measured at either amortized cost or fair value. There are two conditions needed to be satisfied to classify financial assets at amortized cost: (1) The objective of an entity's business model for managing financial assets has to be to hold assets in order to collect contractual cash flows; and (2) The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Where either of these conditions is not satisfied, financial assets are classified at fair value.
- Fair Value Option: IFRS 9 permits an entity to designate an instrument, that would otherwise have been classified in the amortized cost category, to be at fair value through profit or loss if that designation eliminates or significantly reduces a measurement or recognition inconsistency ('accounting mismatch').
- Equity instruments: The default category for equity instruments is at fair value through profit or loss. However, the standard states that an entity can make an irrevocable election at initial recognition to present all fair value changes for equity investments not held for trading in other comprehensive income. These fair value gains or losses are not reported as part of a reporting entity's profit or loss, even when a gain or loss is realized. Only dividends received from these investments are reported in profit or loss.
- Embedded derivatives: The requirements in IAS 39 for embedded derivatives have been changed by no longer requiring that embedded derivatives be separated from financial asset host contracts.

Notes to the separate financial statements

- Reclassification: IFRS 9 requires reclassification between fair value and amortized cost when, and only when there is a change in the entity's business model. The 'tainting rules' in IAS 39 have been eliminated.

Financial liabilities – IFRS 9 "Financial Instruments" sets the requirements on the accounting for financial liabilities and replaces the respective rules in IAS 39 "Financial Instruments: Recognition and Measurement". The new pronouncement:

- Carries forward the IAS 39 rules for the recognition and derecognition unchanged.
- Carries forward most of the requirements in IAS 39 for classification and measurement.
- Eliminates the exception from fair value measurement for derivative liabilities that are linked to and must be settled by delivery of an unquoted equity instrument.
- Changes the requirements related to the fair value option for financial liabilities to address own credit risk.

An entity shall apply IFRS 9 for annual periods beginning on or after 1 January 2015. Earlier adoption is permitted. A reporting entity must apply IFRS 9 retrospectively. For entities that adopt IFRS 9 for periods before 1 January 2012 the IFRS provides transition relief from restating comparative information. The Company is currently analysing the possible changes in the financial statements of the Company that will be a result of the adoption of the new standard.

- IFRS 10, IFRS 11, IFRS 12, IAS 27 (amended) and IAS 28 (amended). The IASB published IFRS 10 Consolidated Financial Statements, IFRS 11 Joint Arrangements, IFRS 12 Disclosures of Interests in Other Entities and amendments to IAS 27 Separate Financial Statements and IAS 28 Investments in Associates and Joint Ventures in May 2011.

IFRS 10 replaces the consolidation guidance in IAS 27 Consolidated and Separate Financial Statements and SIC-12 Consolidation – Special Purpose Entities by introducing a single consolidation model for all entities based on control, irrespective of the nature of the investee (i.e., whether an entity is controlled through voting rights of investors or through other contractual arrangements as is common in special purpose entities). Under IFRS 10, control is based on whether an investor has:

- power over the investee;
- exposure, or rights, to variable returns from its involvement with the investee; and
- the ability to use its power over the investee to affect the amount of the returns.

IFRS 11 introduces new accounting requirements for joint arrangements, replacing IAS 31 Interests in Joint Ventures. The option to apply the proportional consolidation method when accounting for jointly controlled entities is removed. Additionally, IFRS 11 eliminates jointly controlled assets to now only differentiate between joint operations and joint ventures. A joint operation is a joint arrangement whereby the parties that have joint control have rights to the assets and obligations for the liabilities. A joint venture is a joint arrangement, whereby the parties that have joint control have rights to the net assets.

IFRS 12 will require enhanced disclosures about both consolidated entities and unconsolidated entities in which an entity has involvement. The objective of IFRS 12 is to require information so that financial statement users may evaluate the basis of control, any restrictions on consolidated assets and liabilities, risk exposures arising from involvements with unconsolidated structured entities and non-controlling interest holders' involvement in the activities of consolidated entities.

The requirements relating to separate financial statements are unchanged and are included in the amended IAS 27 Separate Financial Statements. The other portions of IAS 27 are replaced by IFRS 10.

IAS 28 Investments in Associates and Joint Ventures is amended for conforming changes based on the issuance of IFRS 10, IFRS 11 and IFRS 12.

In June 2012 the IASB published amendments to IFRS 10, IFRS 11 and IFRS 12 on transition guidance. These amendments provide additional transition relief to IFRSs 10, 11 and 12, limiting the requirement to provide adjusted comparative information to only the preceding comparative period. For disclosures related to unconsolidated structured entities, the amendments will remove the requirement to present comparative information for periods before IFRS 12 is first applied.

Notes to the separate financial statements

An entity shall apply this package of five new and revised standards (including the amendments) for annual periods beginning on or after 1 January 2013. We do not expect that their adoption would result in significant changes in the financial statements of the Company.

- IFRS 13 The IASB published IFRS 13 Fair Value Measurement in May 2011 in order to replace the guidance on fair value measurement in existing IFRS accounting literature with a single standard. The IFRS is the result of joint efforts by the IASB and FASB to develop a converged fair value framework. IFRS 13 defines fair value, provides guidance on how to determine fair value and requires disclosures about fair value measurements. However, IFRS 13 does not change the requirements regarding which items should be measured or disclosed at fair value. IFRS 13 seeks to increase consistency and comparability in fair value measurements and related disclosures through a 'fair value hierarchy'. The hierarchy categorizes the inputs used in valuation techniques into three levels. The hierarchy gives the highest priority to (unadjusted) quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. If the inputs used to measure fair value are categorized into different levels of the fair value hierarchy, the fair value measurement is categorized in its entirety in the level of the lowest level input that is significant to the entire measurement (based on the application of judgment). The new standard should be applied for annual periods beginning on or after 1 January 2013. Earlier application is permitted. We do not expect that the adoption of the new standard would result in significant changes in the financial statements of the Company.
- IAS 32 (amended). In December 2011 the IASB issued Offsetting Financial Assets and Financial Liabilities (Amendments to IAS 32). These amendments are to the application guidance in IAS 32, 'Financial instruments: Presentation', and clarify some of the requirements for offsetting financial assets and financial liabilities on the balance sheet. The application of the amendment is required for annual periods beginning on or after 1 January 2014. The Company is currently analysing the possible changes in the disclosures in the financial statements of the Company that will be a result of the amendment of the standard.

2.1.4. Standards, amendments and interpretations that are not yet effective and not relevant for the Company's operations

- IFRIC 20 In October 2011, the IASB published IFRIC 20 Stripping Costs in the Production Phase of a Surface Mine. The interpretation shall be applied for annual periods beginning on or after 1 January 2013. Earlier application is permitted. As the Company does not have mining activity, the interpretation will not have any impact on the Company's financial statements.
- IFRS 1 The IASB amended IFRS 1 in March 2012 and in May 2012. The amendments should be applied for annual periods beginning on or after 1 January 2013. As the Company has been reporting according to IFRS for many years, neither the original standard, nor any revision to that is relevant for the Company.
- IFRS 10, IFRS 12 and IAS 27 (amended) Investment Entities. In October 2012, the IASB issued Investment Entities (Amendments to IFRS 10, IFRS 12 and IAS 27). These amendments include: the creation of a definition of an investment entity; the requirement that such entities measure investments in subsidiaries at fair value through profit or loss instead of consolidating them; new disclosure requirements for investment entities; and requirements for an investment entity's separate financial statements. The amendments are effective from 1 January 2014 with early adoption permitted. As the Company does not have investment entities, the amendment will not have any impact on the Company's financial statements.

2.2. Investments in subsidiaries

Investments in subsidiaries are accounted for at cost less impairment. Cost includes direct attributable costs of investment.

The subsidiaries of the Company and the ownership interest are presented below:

	Country of incorporation	Ownership interest As at 31 December 2012	Ownership interest As at 31 December 2011
T-Mobile Macedonia AD	Macedonia	100	100
e-Makedonija	Macedonia	100	100

T-Mobile Macedonia AD is the leading mobile service provider in Macedonia, while e-Makedonija is a foundation, established to support application and development of information technology in Macedonia.

Notes to the separate financial statements

2.3. Foreign currency translation

2.3.1. Functional and presentation currency

The separate financial statements are presented in thousands of Macedonian denars, which is the Company's functional and presentation currency.

2.3.2. Transactions and balances

Transactions in foreign currencies are translated to denars at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the financial statement date are translated to denars at the foreign exchange rate ruling at that date. Foreign exchange differences arising on translation are recognized in the Profit for the year (Finance income/expenses). Non-monetary financial assets and liabilities denominated in foreign currency are translated to denars at the foreign exchange rate ruling at the date of transaction.

The foreign currencies deals of the Company are predominantly EURO (EUR) and United States Dollars (USD), based.

The exchange rates used for translation at 31 December 2012 and 31 December 2011 were as follows:

	2012	2011
	MKD	MKD
1 USD	46.65	47.53
1 EUR	61.50	61.51

2.4. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets of the Company include, cash and cash equivalents, deposits with banks, equity instruments of another entity (available-for-sale and at fair value through profit or loss) and contractual rights to receive cash (trade and other receivables) or another financial asset from another entity.

Financial liabilities of the Company include liabilities that originate from contractual obligations to deliver cash or another financial asset to another entity (non-derivatives). In particular, financial liabilities include trade and other payables.

2.4.1. Financial assets

The Company classifies its financial assets in the following categories:

- (a) financial assets at fair value through profit or loss
- (b) loans and receivables
- (c) available-for-sale financial assets (AFS)

The classification depends on the purpose for which the financial asset was acquired. Management determines the classification of financial assets at their initial recognition.

Regular way purchases and sales of financial assets are recognized on the trade-date, the date on which the Company commits to purchase or sell the asset. Investments are initially recognized at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially recognized at fair value, and transaction costs are expensed within Profit or Loss.

The Company assesses at each financial statement date whether there is objective evidence that a financial asset is impaired. There is objective evidence of impairment if as a result of loss events that occurred after the initial recognition of the asset have an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

Impairment losses of financial assets are recognized in the Profit for the year against allowance accounts to reduce the carrying amount until the derecognition of the financial asset, when the net carrying amount (including any allowance for

Notes to the separate financial statements

impairment) is derecognized from the Statement of financial position. Any gains or losses on derecognition are calculated and recognized as the difference between the proceeds from disposal and the (net) carrying amount derecognized.

Financial assets are derecognized when the rights to receive cash flows from the investments have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership.

(a) Financial assets at fair value through profit or loss

This category comprises those financial assets designated at fair value through profit or loss at inception. A financial asset is classified in this category if the Company manages such asset and makes purchase and sale decisions based on its fair value in accordance with the Company investment strategy for keeping investments within portfolio until there are favourable market conditions for their sale.

'Financial assets at fair value through profit or loss' are subsequently carried at fair value. Gains or losses arising from changes in the fair value of the 'financial assets at fair value through profit or loss' category are recognized in the Profit for the year (Finance income/expenses) in the period in which they arise.

Dividend income from financial assets at fair value through profit or loss is recognized in the Profit for the year when the Company's right to receive payments is established and inflow of economic benefits is probable.

(b) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except those with maturities over 12 months after the financial statement date. These are classified as non-current assets.

The following items are assigned to the "loans and receivables" measurement category:

- cash and cash equivalents
- deposits with bank
- trade receivables
- other receivables
- employee loans
- receivables and loans to third parties

Loans and receivables are initially recognized at fair value and subsequently carried at amortized cost using the effective interest method.

Cash and cash equivalents

Cash and cash equivalents include cash on hand, call deposits held with banks and other short-term highly liquid investments with original maturities of three months or less.

Should an impairment on cash and cash equivalents occur, it would be recognized in the Profit for the year (Finance expenses).

Trade and other receivables

Trade and other receivables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method, less provision for impairment. A provision for impairment of trade and other receivables is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of the receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganization, and default or delinquency in payments are considered indicators that the trade receivable is impaired.

If there is objective evidence that an impairment loss on loans and receivables carried at amortized cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). The carrying amount of the asset is reduced through the use of an allowance account, and the amount of the loss is recognized in the Profit for the year (Other operating expenses – Impairment losses on trade and other receivables).

Notes to the separate financial statements

The Company's policy for collective assessment of impairment is based on the ageing of the receivables due to the large number of relatively similar type of customers.

Individual valuation is carried out for the largest customers and international customers and also for customers under litigation and bankruptcy proceedings. In 2011 the Company performed detailed analysis of the customers' portfolios and included in the individual valuation also the customers of interconnection services. Itemized valuation is also performed in special circumstances.

When a trade receivable is established to be uncollectible, it is written off against the Profit for the Year (Other operating expenses – Impairment losses on trade and other receivables) with a parallel release of the cumulated impairment on the allowance account for trade receivables. Subsequent recoveries of amounts previously written off are credited against the recognized loss in the Profit for the year.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized (such as an improvement in the debtor's credit rating), the previously recognized impairment loss shall be reversed by adjusting an allowance account. The reversal shall not result in a carrying amount of the financial asset that exceeds what the amortized cost would have been had the impairment not been recognized at the date the impairment is reversed. The amount of the reversal shall be recognized in the Profit for the year as a reduction to Other operating expenses (Impairment losses on trade and other receivables).

Amounts due to, and receivable from, other network operators are shown net where a right of set-off exists and the amounts are settled on a net basis (such as receivables and payables related to international traffic).

Employee loans

Employee loans are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method.

Difference between the nominal value of the loan granted and the initial fair value of the employee loan is recognized as prepaid employee benefits. Interest income on the loan granted calculated by using the effective interest method is recognized as finance income, while the prepaid employee benefits are amortized to Personnel expenses evenly over the term of the loan.

Impairment losses on Employee loans, if any, are recognized in the Profit for the year (Personnel expenses).

(c) Available-for-sale financial assets (AFS)

Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless management intends to dispose of the investment within 12 months of the financial statement date. Purchases and sales of investments are recognized on the trade-date – the date on which the Company commits to purchase or sell the asset.

Subsequent to initial recognition all available-for-sale financial assets are measured at fair value, except that any instrument that does not have a quoted market price in an active market and whose fair value cannot be reliably measured is stated at cost, including transaction costs, less impairment losses. The intention of the Company is to dispose these assets when there are favourable market conditions for their sale. Changes in the fair value of financial assets classified as available for sale are recognized in Other comprehensive income. When financial assets classified as available for sale are sold or impaired, the accumulated fair value adjustments recognized in equity are included in the Profit for the year as gains and losses from investment securities.

The Company assesses at each financial statement date whether there is objective evidence that a financial asset is impaired. There is objective evidence of impairment if as a result of loss events that occurred after the initial recognition of the asset have an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated. If any such evidence exists for AFS financial assets, the cumulative unrealized gain (if any) is reclassified from Other comprehensive income to Profit for the year, and any remaining difference is also recognized in the Profit for the year (Finance income). Impairment losses recognized on equity instruments are not reversed through the Profit for the year.

When AFS financial assets are sold or redeemed, therefore derecognized, the fair value adjustments accumulated in equity are reclassified from Other comprehensive income to Profit for the year (Finance income).

Notes to the separate financial statements

2.4.2. Financial liabilities

Trade and other payables

Trade and other payables (including accruals) are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method. The carrying values of trade and other payables approximate their fair values due to their short maturity.

Long term financial liabilities are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method.

2.5. Inventories

Inventories are stated at the lower of cost or net realisable value. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated selling expenses.

The cost of inventories is based on weighted average cost formula and includes expenditure incurred in acquiring the inventories and bringing them to their existing location and condition.

Phone sets are often sold for less than cost in connection with promotions to obtain new subscribers with minimum commitment periods. Such loss on the sale of equipment is only recorded when the sale occurs as they are sold as part of a profitable service agreement with the customer and if the normal resale value is higher than the cost of the phone set. If the normal resale value is lower than costs, the difference is recognized as impairment immediately.

Impairment losses on Inventories are recognized in Other operating expenses (Write down of inventories to net realisable value).

2.6. Non-current assets held for sale

An asset is classified as held for sale if it is no longer needed for the future operations of the Company, and has been identified for sale, which is highly probable and expected to take place within 12 months. These assets are accounted for at the lower of carrying value or fair value less cost to sell. Depreciation is discontinued from the date of designation to the held for sale status. When an asset is designated for sale, and the fair value is determined to be lower than the carrying amount, the difference is recognized in the Profit for the year (Depreciation and amortisation) as an impairment loss.

2.7. Property, plant and equipment (PPE)

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses (see note 2.9).

The cost of an item of PPE comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. The initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located is also included in the costs if the obligation incurred can be recognized as a provision according to IAS 37 – Provisions, Contingent Liabilities and Contingent Assets.

The cost of self-constructed assets includes the cost of materials and direct labour.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognized. All other repairs and maintenance are charged to the Profit for the year during the financial period in which they are incurred.

When assets are scrapped, the cost and accumulated depreciation are removed from the accounts and the loss is recognized in the Profit for the year as depreciation expense.

When assets are sold, the cost and accumulated depreciation are removed from the accounts and any related gain or loss, determined by comparing proceeds with carrying amount, is recognized in the Profit for the year (Other operating income).

Depreciation is charged to the Profit for the year on a straight-line basis over the estimated useful lives of items of property, plant and equipment. Assets are not depreciated until they are available for use. Land is not depreciated. The assets useful

Notes to the separate financial statements

lives and residual values are reviewed, and adjusted if appropriate, at least once a year. For further details on the groups of assets impacted by the most recent useful life revisions see note 11.

The estimated useful lives are as follows:

	2012	2011
	Years	Years
Buildings	20-40	20-40
Aerial and cable lines	20-25	20-25
Telephone exchanges	10	10
Computers	4	4
Furniture and fittings	4-10	4-10
Vehicles	4-10	4-10
Other	2-15	2-15

2.8. Intangible assets

Intangible assets that are acquired by the Company are stated at cost less accumulated amortisation and impairment losses (see note 2.9).

Subsequent expenditure on capitalised intangible assets is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is expensed as incurred.

The useful lives of concession and licenses are determined based on the underlying agreements and are amortized on a straight line basis over the period from availability of the frequency for commercial use until the end of the initial concession or license term. No renewal periods are considered in the determination of useful life (see note 12).

The estimated useful lives are as follows:

	2012	2011
	Years	Years
Software and software licences	2-5	2-5
Concession	18	18

Amortisation is charged to the Profit for the year on a straight-line basis over the estimated useful lives of intangible assets. Intangible assets are amortised from the date they are available for use. The assets useful lives are reviewed, and adjusted if appropriate, at least once a year.

In determining whether an asset that incorporates both intangible and tangible elements should be treated under IAS 16 - Property, Plant and Equipment or as an intangible asset under IAS 38 - Intangible Assets, management uses judgment to assess which element is more significant and recognizes the assets accordingly.

2.9. Impairment of PPE and intangible assets

Assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment.

Assets that are subject to amortisation or depreciation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of the asset's fair value less costs to sell and its value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units - CGUs).

Impairment losses are recognized in the Profit for the year (Depreciation and amortisation). Non-financial assets that suffered impairment are reviewed for possible reversal of the impairment at each reporting date.

Notes to the separate financial statements

2.10. Provisions and contingent liabilities

Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made.

Provisions are measured and recorded as the best estimate of the expenditure required to settle the present obligation at the financial statement date. The estimate can be calculated as the weighted average of estimated potential outcomes or can also be the single most likely outcome. The provision charge is recognized in the Profit for the year within the expense corresponding to the nature of the provision.

No provision is recognized for contingent liabilities. A contingent liability is a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity; or a present obligation that arises from past events but is not recognized because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or the amount of the obligation cannot be measured with sufficient reliability.

2.11. Share capital

Ordinary shares are classified as equity.

2.12. Treasury shares

When the Company purchases its equity share capital (treasury shares), the consideration paid, including any directly attributable incremental costs (net of income taxes), is deducted from equity attributable to the Company's equity holders until the shares are cancelled or reissued. When such shares are subsequently reissued, any consideration received (net of any directly attributable incremental transaction costs and the related income tax effects) is included in equity attributable to the Company's equity holders.

2.13. Other reserves

Under local statutory legislation, the Company is required to set aside 15 percent of its net statutory profit for the year in a statutory reserve until the level of the reserve reaches 1/5 of the share capital. These reserves are used to cover losses and are not distributed to shareholders except in the case of bankruptcy of the Company.

2.14. Revenues

Revenues for all services and equipment sales (see note 16) are shown net of VAT and discounts. Revenue is recognized when the amount of the revenue can be reliably measured, and when it is probable that future economic benefits will flow to the Company and specific criteria of IAS18 on the sale of goods and rendering of services are met for the provision of each of the Company's services and sale of goods.

Customers of the Company are granted loyalty awards (credit points) based on their usage of the Company's services including timely payment of their invoices. Loyalty awards can be accumulated and redeemed to obtain future benefits (e.g. handsets, telecommunication equipment, etc.) from the Company. When customers earn their credit points, the fair value of the credit points earned are deducted from the revenue invoiced to the customer, and recognized as Other liabilities (deferred revenue). On redemption (or expiry) of the points, the deferred revenue is released to revenue as the customer collected (or waived) the undelivered element of the deemed bundle.

Revenues from operating leases are recognized on a straight line basis over the period the services are provided.

2.14.1. Fixed line telecommunications revenues

Revenue is primarily derived from services provided to customer subscribers and other third parties using telecommunications network, and equipment sales.

Customer subscriber arrangements typically include an equipment sale, subscription fee and charge for the actual voice, internet, data or multimedia services used. The Company considers the various elements of these arrangements to be

Notes to the separate financial statements

separate earnings processes and recognizes the revenue for each of the deliverables using the residual method. These units are identified and separated, since they have value on a standalone basis and are sold not only in a bundle, but separately as well. Therefore the Company recognizes revenues for all of these elements using the residual method that is the amount of consideration allocated to the delivered elements of the arrangements equals the total consideration less the fair value of the undelivered elements.

The Company provides customers with narrow and broadband access to its fixed and TV distribution networks. Service revenues are recognized when the services are provided in accordance with contractual terms and conditions. Airtime revenue is recognized based upon minutes of use and contracted fees less credits and adjustments for discounts, while subscription and flat rate revenues are recognized in the period they relate to.

Revenue and expenses associated with the sale of telecommunications equipment and accessories are recognized when the products are delivered, provided there are no unfulfilled company obligations that affect the customer's final acceptance of the arrangement.

Revenues from premium rate services (voice and non-voice) are recognized on a gross basis when the delivery of the service over the network is the responsibility of the Company, the Company establishes the prices of these services and bears substantial risks of these services, otherwise presented on a net basis.

Third parties using the telecommunications network include other telecommunications providers which terminate or transit calls on the network. These wholesale (incoming) traffic revenues are recognized in the period of related usage. A proportion of the revenue received is often paid to other operators (interconnect) for the use of their networks, where applicable. The revenues and costs of these terminate or transit calls are stated gross in these separate financial statements as the Company is the principal supplier of these services using its own network freely defining the pricing of the service, and recognized in the period of related usage.

2.14.2. System integration and IT revenues

Contracts for network services consist of the installation and operation of communication networks for customers. Revenues for voice and data services are recognized under such contracts when used by the customer.

Revenue from system integration contracts requiring the delivery of customized products and/or services is generally covered by fixed-price contracts and revenue is recognized based on percentage of completion taking into account the proportion that contract costs incurred for work performed to date bear to the estimated total contract costs.

Revenue from hardware and sales is recognized when the risk of ownership is substantially transferred to the customer, provided there are no unfulfilled obligations that affect the customer's final acceptance of the arrangement. Any costs of these obligations are recognized when the corresponding revenue is recognized.

Revenues from construction contracts are accounted for using the percentage-of-completion method. The stage of completion is determined on the basis of the costs incurred to date as a proportion of the estimated total costs. Receivables from construction contracts are classified in the Statement of financial position as Trade and other receivables.

2.15. Dividend Income

Dividend income is recognized in the Profit for the year when the Company's right to receive payments is established and inflow of economic benefits is probable.

2.16. Employee benefits

2.16.1. Short term employee benefits and pensions

The Company, in the normal course of business, makes payments on behalf of its employees for pensions, health care, employment and personnel tax which are calculated according to the statutory rates in force during the year, based on gross salaries and wages. Holiday allowances are also calculated according to the local legislation. The Company makes these contributions to the Governmental and private funds. The cost of these payments is charged to the Profit for the year in the same period as the related salary cost. No provision is created for holiday allowances for non-used holidays as according the local legislation the employer is obliged to provide condition for usage, and the employee to use the annual holiday within one year. This is also exercised as Company policy and according the historical data employees use their annual holiday within the

Notes to the separate financial statements

one year legal limit. The Company does not operate any other pension scheme or post retirement benefits plan and consequently, has no obligation in respect of pensions. The Company has contractual obligation to pay to employees three average monthly salaries in Republic of Macedonia at their retirement date according the Collective agreement between the Company and the Trade Union of the Company, for which appropriate liability is recognized in the financial statements measured at the present value of three average monthly salaries together with adjustments incorporated in the actuarial calculation. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high quality bonds that are denominated in the currency in which the benefits will be paid. In addition, the Company is not obligated to provide further benefits to current and former employees.

2.16.2. Bonus plans

The Company recognizes a liability and an expense for bonuses taking into consideration the financial and operational results. The Company recognizes a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

2.16.3. Termination benefits

Termination benefits are payable whenever an employee's employment is terminated before the nominal retirement date or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Company recognizes termination benefits when it is demonstrably committed to either terminate the employment of current employees according to a detailed formal plan without the possibility of withdrawal or to provide termination benefits as a result of an offer made to encourage voluntary redundancy.

2.17. Marketing expenses

Marketing costs are expensed as incurred. Marketing expenses are disclosed in note 18.

2.18. Taxes

2.18.1. Income tax

Companies do not have to pay income tax on their profit before tax (earned since 1 January 2009) until that profit is distributed in a form of dividend or other forms of profit distributions. If dividend is paid, 10% income tax is payable at the moment of the dividend payment, regardless of whether in monetary or non-monetary form, to the foreign non resident legal entities and, foreign and domestic individuals. The dividends paid out to the resident legal entities are tax exempted. Apart of distribution of dividends, the tax is still payable on the non-deductable expenses incurred in that fiscal year, decreased by the amount of tax credits and other tax reliefs (see note 2.19).

2.18.2. Deferred income tax

Due to the changes in the Macedonian tax legislation effective from 1 January 2009, the tax rate for undistributed profits was effectively reduced to zero, as tax is only payable when profits are distributed. According IAS 12.52A, deferred tax assets and liabilities should be measured using the undistributed rate. This resulted in reversal of part of the deferred tax asset and all deferred tax liability balances as of 31 December 2009, and reversal of all deferred tax assets as of 31 December 2010. In line with the requirements of SIC 25, the Company accounted the impact of this change in the profit and loss in 2009 and 2010, respectively.

Notes to the separate financial statements

2.19. Tax on non-deductable expenses

At the end of fiscal year companies are liable to pay tax on non deductible expenses, regardless of their financial results. The basis is expenses which are not within the scope of the company business i.e. non deductible expenses (representation expenses, gifts etc) less tax credits and other tax reliefs. The tax on non-deductable expenses is recognized in the Profit for the year (Other operating expenses) against Other taxes (see note 8).

2.20. Leases

2.20.1. Operating lease – Company as lessor

Assets leased to customers under operating leases are included in Property, plant and equipment in the Statement of financial position. They are depreciated over their expected useful lives on a basis consistent with similar fixed assets. Rental income is recognized on a straight-line basis over the lease term.

2.20.2. Operating lease – Company as lessee

Costs in respect of operating leases are charged to the Profit for the year on a straight-line basis over the lease term.

2.21. Earnings per share

Basic earnings per share is calculated by dividing profit attributable to the equity holders of the Company for the period by the weighted average number of common stocks outstanding.

2.22. Dividend distribution

Dividends are recognized as a liability and debited against equity in the Company's separate financial statements in the period in which they are approved by the Company's shareholders.

2.23. Comparative information

In order to maintain consistency with the current year presentation, certain items may have been reclassified for comparative purposes. Material changes in disclosures, if any, are described in detail in the relevant notes.

3. FINANCIAL RISK MANAGEMENT

3.1. Financial risk factors

The Company does not apply hedge accounting for its financial instruments, all gains and losses are recognized in the Profit for the year except financial assets classified as available for sale that are recognized in Other comprehensive income. The Company is exposed in particular to credit risks related to its financial assets and risks from movements in exchange rates, interest rates, and market prices that affect its assets and liabilities. Financial risk management aims to limit these market risks through ongoing operational and finance activities.

The detailed descriptions of risks, the management thereof as well as sensitivity analyses are provided below. Sensitivity analyses include potential changes in profit before tax. The potential impacts disclosed (less tax) are also applicable to the Company's Equity.

3.1.1. Market risk

Market risk is defined as the 'risk that the fair value or value of future cash flows of a financial instrument will fluctuate because of changes in market prices' and includes interest rate risk, currency risk and other price risk.

As the vast majority of the revenues and expenses of the Company arise in MKD, the functional currency of the Company is MKD, and as a result, the Company objective is to minimize the level of its financial risk in MKD terms.

For the presentation of market risks, IFRS 7 requires sensitivity analyses that show the effects of hypothetical changes of relevant risk variables on profit or loss and shareholders' equity. The periodic effects are determined by relating the

Notes to the separate financial statements

hypothetical changes in the risk variables to the balance of financial instruments at the financial statement date. The balances at the end of the reporting period are usually representative for the year as a whole, therefore the impacts are calculated using the year end balances as though the balances had been constant throughout the reporting period. The methods and assumptions used in the sensitivity calculations have been updated to reflect the current economic situation.

a) Foreign currency risk

The functional currency of the Company is the Macedonian denar.

The foreign exchange risk exposure of the Company is related to holding foreign currency cash balances, and operating activities through revenues from and payments to international telecommunications carriers as well as capital expenditure contracted with vendors in foreign currency.

The currency giving rise to this risk is primarily the EUR. The Company uses cash deposits in foreign currency, predominantly in EUR, and cash deposits in denars linked to foreign currency, to economically hedge its foreign currency risk in accordance with the available banks offers. The Company manages the foreign exchange risk exposure through maintaining higher amount of deposits in EUR as a proven stable currency.

The foreign currency risk sensitivity information required by IFRS 7 is limited to the risks that arise on financial instruments denominated in currencies other than the functional currency in which they are measured.

The Company accumulated more cash in EUR and USD than its trade payables in EUR and USD. At 31 December 2012, if MKD would have been 1% (2011: 1%) weaker or stronger against EUR, profit would have been MKD 35,394 thousand (2011: 41,193 MKD thousand) in net balance higher or lower, respectively. At 31 December 2012, if MKD would have been 1% (2011: 1%) weaker or stronger against USD, profit would have been MKD 513 thousand (2011: MKD 878 thousand) in net balance higher or lower, respectively.

b) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

Change in the interest rates and interest margins may influence financing costs and returns on financial investments.

The interest rate risk and return on investment is of secondary importance compared to the safety and liquidity objectives described above. The Company is minimizing interest rate risk through defining of fixed interest rates in the period of the validity of certain financial investments. On the other hand fix term deposits may be prematurely terminated, since the contracts contain a clause that, the bank will calculate and pay interest by interest rate which is valid on the nearest maturity period of the deposit in accordance with the interest rates given in the offer.

In case of significant increase of the market interest rates, deposit may be terminated and replaced by new deposit with interest rate more favourable for the Company at lowest possible cost.

The investments are limited to relatively low risk financial investment forms in anticipation of earning a fair return relative to the risk being assumed.

The Company has no interest bearing liabilities, while it incurs interest rate risk on cash deposits with banks and loans to employees. No policy to hedge the interest rate risk is in place. Changes in market interest rates affect the interest income on deposits with banks.

The Company had MKD 4,504,162 thousand deposits (including call deposits) as at 31 December 2012, 1% rise in market interest rate would have caused (ceteris paribus) the interest received to increase with approximately MKD 45,042 thousand annually, while similar decrease would have caused the same decrease in interest received. Amount of deposit is MKD 6,247,685 thousand (including call deposits) as at 31 December 2011, therefore 1% rise in market interest rate would have caused (ceteris paribus) the interest received to increase with approximately MKD 62,477 thousand annually, while similar decrease would have caused the same decrease in interest received.

c) Other price risk

The Company's investments are in equity of other entities that are publically traded on the Macedonian Stock Exchange, both on its Official and Regular market. The management continuously monitors the portfolio equity investments based on fundamental and technical analysis of the shares. All buy and sell decisions are subject to approval by the relevant Company's bodies. In line with the Company strategy, the investments within portfolio are kept until there are favourable market conditions for their sale.

Notes to the separate financial statements

As part of the presentation of market risks, IFRS 7 also requires disclosures on how hypothetical changes in risk variables affect the price of financial instruments. As at 31 December 2012 and 31 December 2011, the Company holds investments, which could be affected by risk variables such as stock exchange prices.

The Company had MKD 50,828 thousand investments in equity of other entities that are publically traded on the Macedonian Stock Exchange as at 31 December 2012, 20% rise in market price would have caused (ceteris paribus) MKD 10,166 thousand gain, while similar decrease would have caused the same loss in the Profit for the year. The amount of the investments in equity of other entities that are publically traded on the Macedonian Stock Exchange is MKD 54,083 thousand as at 31 December 2011, therefore 20% rise in market price would have caused (ceteris paribus) MKD 10,817 thousand gain, while similar decrease would have caused the same loss in the Profit for the year.

3.1.2. Credit risk

Credit risk is defined as the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation.

The Company is exposed to credit risk from its operating activities and certain financing activities.

Counterparty limits are determined based on the provided Letter of guarantees in accordance with the market conditions of those banks willing to issue a bank guarantee. The total amount of bank guarantees that will be provided should cover the amount of the projected free cash of the Company.

With regard to financing activities, transactions are primarily to be concluded with counterparties (banks) that have at least a credit rating of BBB+ (or equivalent) or where the counterparty has provided a guarantee where the guarantor has to be at least BBB+ (or equivalent).

In cases where Company's available funds are exceeding the total amount of the provided bank guarantees mentioned above, the financial investment of the available free cash is to be performed in accordance to the evaluation of the bank risk based on CAEL methodology ratings as an off – site rating system.

The depositing decisions are made based on the following priorities:

- To deposit in banks (Deutsche Telekom core banks, if possible) with provided bank guarantee from the banks with the best rating and the best quality wording of the bank guarantee.
- To deposit in banks with provided bank guarantee from the banks with lower rating and poorer quality wording of the bank guarantee.
- If the total amount of deposits cannot be placed in banks covered with bank guarantees with at least BBB+ rating (or equivalent credit rating), then depositing will be performed in local banks without bank guarantee. In this case, the determination of counterparty limits per banks shall be performed in accordance with CAEL methodology (evaluation of bank risk components – capital, assets, earning and liquidity).

CAEL methodology evaluates banks' financial ratios as an integral part of the four CAEL components - Capital, Assets, Earnings and Liquidity. The final score of the banks (on a scale from 1 to 5) is related to the banks' operations and performance for the analysed period. The Company policy is to invest in banks, which final score varies within following 3 ranges:

A - Banks with evaluation from 1.84 to 2.45 – investments not exceeding 80% from the bank shareholder's capital.

B - Banks with evaluation from 2.46 to 3.07 – investments not exceeding 70% from the bank shareholder's capital.

C - Banks with evaluation from 3.08 to 3.69 – investments not exceeding 60% from the bank shareholder's capital.

The process of managing the credit risk from operating activities includes preventive measures such as creditability checking and prevention barring, corrective measures during legal relationship for example reminding and disconnection activities, collaboration with collection agencies and collection after legal relationship as litigation process, court proceedings, involvement of the executive unit and factoring. The overdue payments are followed through a debt escalation procedure based on customer's type, credit class and amount of debt.

The credit risk is controlled through credibility checking – which determines that the customer is not indebted and the customer's credit worthiness and through preventive barring – which determinates the credit limit based on the customer's previous traffic revenues.

Notes to the separate financial statements

The Company has no significant concentration of credit risk with any single counter party or group of counter parties having similar characteristics.

The Company's procedures ensure on a permanent basis that sales are made to customers with an appropriate credit history and not exceed an acceptable credit exposure limit.

The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the Statement of financial position. Consequently, the Company considers that its maximum exposure is reflected by the amount of debtors net of provisions for impairment recognized and the amount of cash deposits in banks at the financial statement date.

Largest amount of one deposit in 2012 is MKD 1,699,245 thousand, denominated in EUR 27,630 thousand, (2011: MKD 1,383,862 thousand). In addition, the Company has deposits with 4 domestic banks (2011: 4 domestic banks).

3.1.3. Liquidity risk

Liquidity risk is the risk that an entity may encounter difficulty in meeting obligations associated with financial liabilities.

Liquidity risk is defined as the risk that the Company could not be able to settle or meet its obligations on time.

The investment portfolio shall remain sufficiently liquid to meet all operating requirements that can be reasonably anticipated. This is accomplished by structuring the portfolio so that financial instruments mature concurrently with cash needs to meet anticipated demands.

The Company's policy is to maintain sufficient cash and cash equivalents to meet its commitments in the foreseeable future. Any excess cash is mostly deposited in commercial banks.

The Company's liquidity management process includes projecting cash flows by major currencies and considering the level of necessary liquid assets, considering business plan, historical collection and outflow data. Monthly, semi-annually and annually cash projections are prepared and updated on a daily basis by the Cash Management Department.

The tables below show liabilities at 31 December 2012 and 2011 by their remaining contractual maturity. The amounts disclosed in the maturity table are the contractual undiscounted cash flows. Such undiscounted cash flows differ from the amount included in the statement of financial position because the statement of financial position amount is based on discounted cash flows. As the financial liabilities are paid from the cash generated from the ongoing operations, the maturity analysis of the financial assets as at the end of the reporting periods (in comparison with the financial liabilities) would not be useful, therefore, is not included in the tables below.

The maturity structure of the Company's financial liabilities as at 31 December 2012 is as follows:

In thousands of denars	Total	Demand and less than 1 month	From 1 to 3 months	From 3 to 12 months	From 12 months to 5 years
Trade payables	677,300	306,765	370,337	198	-
Liabilities to related parties	672,400	575,066	97,160	174	-
Other financial liabilities	1,109,640	132,969	-	195,334	781,337
	<u>2,459,340</u>	<u>1,014,800</u>	<u>467,497</u>	<u>195,706</u>	<u>781,337</u>

The maturity structure of the Company's financial liabilities as at 31 December 2011 is as follows:

In thousands of denars	Total	Demand and less than 1 month	From 1 to 3 months	From 3 to 12 months	From 12 months to 5 years
Trade payables	621,321	290,382	302,972	27,967	-
Liabilities to related parties	505,948	326,213	179,735	-	-
Other financial liabilities	37,656	37,656	-	-	-
	<u>1,164,925</u>	<u>654,251</u>	<u>482,707</u>	<u>27,967</u>	<u>-</u>

Notes to the separate financial statements

3.2. Capital risk management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. The total amount of equity managed by the Company, as at 31 December 2012, is MKD 17,169,567 thousand, as per local GAAP (2011: MKD 17,686,517 thousand). Out of this amount MKD 9,583,888 thousand (2011: MKD 9,583,888 thousand) represent share capital and MKD 1,916,777 thousand (2011: MKD 1,916,777 thousand) represent statutory reserves, which are not distributable (see note 2.13). The Company has also acquired treasury shares (see notes 2.12 and 15.1). The transaction is in compliance with the local legal requirements that by acquiring treasury shares the total equity of the Company shall not be less than the amount of the share capital and reserves which are not distributable to shareholders by law or by Company's statute. In addition, according the local legal requirements dividends can be paid out to the shareholders in amount that shall not exceed the net profit for the year as presented in the financial statements of the Company, increased for the undistributed net profit from previous years or increased for the other distributable reserves, i.e. reserves that exceed the statutory reserves and other reserves defined by the Company's statute. The Company is in compliance with all statutory capital requirements.

3.3. Fair value estimation

Cash and cash equivalents, trade receivables and other current financial assets mainly have short term maturity. For this reason, their carrying amounts at the reporting date approximate their fair values.

The fair value of the non-current portion of trade receivables comprising of employee loans is determined by using discounted cash-flow valuation technique.

Financial assets available for sale include investment in equity instruments that are measured at fair value.

The fair value of publicly traded financial assets at fair value through profit and loss is based on quoted market prices at the financial statement date.

Financial liabilities included in the category Trade and other payables mainly have short term maturity. For this reason, their carrying amounts at the reporting date approximate their fair values.

The fair value of the long term financial liabilities is determined by using discounted cash-flow valuation technique.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The Company makes estimates and assumptions concerning the future. Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The most critical estimates and assumptions are outlined below.

4.1. Useful lives of assets

The determination of the useful lives of assets is based on historical experience with similar assets as well as any anticipated technological development and changes in broad economic or industry factors. The appropriateness of the estimated useful lives is reviewed annually, or whenever there is an indication of significant changes in the underlying assumptions. We believe that the accounting estimate related to the determination of the useful lives of assets is a critical accounting estimate since it involves assumptions about technological development in an innovative industry and heavily dependent on the investment plans of the Company. Further, due to the significant weight of depreciable assets in our total assets, the impact of any changes in these assumptions could be material to our financial position, and results of operations. As an example, if the Company was to shorten the average useful life of its assets by 10%, this would result in additional annual depreciation and amortisation expense of approximately MKD 227,367 thousand (2011: MKD 197,573 thousand). See note 11 and 12 for the changes made to useful lives in the reported years.

The Company constantly introduces a number of new services or platforms including, but not limited to the fibre-to-the-home rollout. In case of the introduction of such new services, the Company conducts a revision of useful lives of the already existing platforms, but in the vast majority of the cases these new services are designed to co-exist with the old platforms, resulting in no change-over to the new technology. Consequently, the useful lives of the older platforms usually do not require shortening.

In 2012 the Company conducted an item by item revision of the useful life of assets affected by the PSTN migration project of the Company, which in general resulted in shortening of their useful life.

Notes to the separate financial statements

4.2. Estimated impairment of property, plant and equipment, and intangibles

We assess the impairment of identifiable property, plant, equipment and intangibles whenever there is a reason to believe that the carrying value may materially exceed the recoverable amount and where impairment of value is anticipated. The calculations of recoverable amounts are primarily determined by value in use calculations, which use a broad range of estimates and factors affecting those. Among others, we typically consider future revenues and expenses, technological obsolescence, discontinuance of services and other changes in circumstances that may indicate impairment. If impairment is identified using the value in use calculations, we also determine the fair value less cost to sell (if determinable), to calculate the exact amount of impairment to be charged. As this exercise is highly judgmental, the amount of a potential impairment may be significantly different from that of the result of these calculations. Management has performed an impairment test based on a 10 years cash flow projection and used a perpetual growth rate of 2% (2011: 2%) to determine the terminal value after 10 years. The Company uses fair values less cost to sell calculation. The discount rate used was 9.46% (2011: 9.39%). The impairment test did not result in impairment.

4.3. Estimated impairment of trade and other receivables

We calculate impairment for doubtful accounts based on estimated losses resulting from the inability of our customers to make the required payments. For the largest customers, international customers and for customers under litigation and bankruptcy proceedings impairment is calculated on an individual basis, while for other customers it is estimated on a portfolio basis, for which we base our estimate on the ageing of our account receivables balance and our historical write-off experience, customer credit-worthiness and recent changes in our customer payment terms (see note 2.4.1 (b)). These factors are reviewed periodically, and changes are made to the calculations when necessary. In 2011 the Company performed detailed analysis of the customers' portfolios and included in the individual valuation also the customers of interconnection services. In addition, the Company analysed the nature of the business (residential, business, fixed line etc.) as well as the collection efficiency, which resulted in changes in the calculations and lower impairment of trade and other receivables in 2011. In 2012 the Company carried out detailed analysis on the groups of customers on which collective assessment of impairment is performed which resulted in further segmentation of the business customers as well as changes in the related impairment rates due to different payment behaviour, resulting in lower impairment of trade and other receivables in 2012. If the financial condition of our customers were to deteriorate, actual write-offs of currently existing receivables may be higher than expected and may exceed the level of the impairment losses recognized so far (see note 3.1.2).

4.4. Provisions

Provisions in general are highly judgmental, especially in case of legal disputes. The Company assesses the probability of an adverse event as a result of a past event and if the probability of an outflow of economic benefits is evaluated to be more than 50%, the Company fully provides for the total amount of the estimated liability (see note 2.10). As the assessment of the probability is highly judgmental, in some cases the evaluation may not prove to be in line with the eventual outcome of the case. In order to determine the probabilities of an adverse outcome, the Company uses internal and external legal counsel.

4.5. Subscriber acquisition costs

Subscriber acquisition costs primarily include the loss on the equipment sales (revenues and costs presented on a gross basis) and fees paid to subcontractors that act as agents to acquire new customers. The Company's agents also spend a portion of their agent fees for marketing the Company's products, while a certain part of the Company's marketing costs could also be considered as part of the subscriber acquisition costs. The up-front fees collected from customers for activation or connection are marginal compared to the acquisition costs. These revenues and costs are recognized when the customer is connected to the Company's fixed network. No such costs or revenues are capitalized or deferred. These acquisition costs (losses) are recognized immediately as they are not accurately separable from other marketing costs. The total amount of agent fees in 2012 is MKD 13,512 thousand (2011: MKD 10,556 thousand).

Notes to the separate financial statements

5. CASH AND CASH EQUIVALENTS

In thousands of denars	2012	2011
Call deposits	237,852	540,719
Cash on hand	22	33
	<u>237,874</u>	<u>540,752</u>

The interest rate on call deposits is in range from 1.00% p.a. to 1.25% p.a. (2011: from 0.30% p.a. to 2.25% p.a.). These deposits have maturities of less than 3 months.

The carrying amounts of the cash and cash equivalents are denominated in the following currencies:

In thousands of denars	2012	2011
MKD	174,022	160,346
EUR	62,468	380,387
USD	1,351	5
Other	33	14
	<u>237,874</u>	<u>540,752</u>

Following is the breakdown of call deposits by categories and by credit rating of the Guarantor (see note 3.1.2):

In thousands of denars	2012	2011
Credit rating of the Guarantor : A+	58,538	9,668
Credit rating of the Guarantor : A	115,400	267,510
Credit rating of the Guarantor : BBB	-	251,472
Credit rating of the Guarantor : BBB-	50,627	-
Credit rating of the Guarantor : B-	-	12,069
Credit rating of the Guarantor : CCC	13,287	-
	<u>237,852</u>	<u>540,719</u>

6. DEPOSITS WITH BANKS

Deposits with banks represent cash deposits in reputable domestic banks, with interest rates in range from 1.15% p.a. to 2.70% p.a. (2011: from 1.30% p.a. to 4.35% p.a.) and with maturity between 3 and 12 months.

The carrying amounts of the deposits with banks are denominated in the following currencies:

In thousands of denars	2012	2011
MKD	350,026	1,840,692
EUR	3,916,284	3,866,274
	<u>4,266,310</u>	<u>5,706,966</u>

Following is the breakdown of deposits with banks by categories and by credit rating of the Guarantor (see note 3.1.2):

In thousands of denars	2012	2011
Credit rating of the Guarantor : A+	4,026,939	4,061,623
Credit rating of the Guarantor : A	239,371	1,254,062
Credit rating of the Guarantor : BBB	-	391,263
Credit rating of the Guarantor : B-	-	18
	<u>4,266,310</u>	<u>5,706,966</u>

Notes to the separate financial statements

7. TRADE AND OTHER RECEIVABLES

In thousands of denars	2012	2011
Trade debtors – domestic	2,306,053	2,446,738
Less: allowance for impairment	(947,741)	(987,740)
Trade debtors – domestic – net	1,358,312	1,458,998
Trade debtors – foreign	27,566	39,203
Receivables from related parties	645,353	566,842
Loans to third parties	3,500	3,470
Less: allowance for impairment	(3,500)	(3,470)
Loans to third parties – net	-	-
Loans to employees	116,055	120,119
Other receivables	12,188	3,605
Financial assets	2,159,474	2,188,767
Advances given to suppliers	76,737	78,761
Less: allowance for impairment	(62,817)	(74,050)
Advances given to suppliers – net	13,920	4,711
Prepayments and accrued income	77,684	63,658
	<u>2,251,078</u>	<u>2,257,136</u>
Less non-current portion: Other receivables	-	(1,774)
Less non-current portion: Loans to employees	(96,218)	(98,572)
Less non-current portion: Trade debtors – domestic	(232,390)	(211,339)
Current portion	<u>1,922,470</u>	<u>1,945,451</u>

Receivables from related parties represent receivables from T-Mobile Macedonia AD Skopje, Magyar Telekom Group and Deutsche Telekom Group (see note 27).

Loans to employees are collateralised by mortgages over real estate or with promissory note.

Loans to third parties represent loan with reference interest rate of 6 months EURIBOR with margin of 0.3%. Loans granted to employees carry effective interest rates of 6.25% p.a and 9.45% p.a. (2011: 6.25% p.a. and 9.45% p.a.).

Other receivables contain restricted cash in amount of MKD 1,987 thousand, as at 31 December 2011, representing performance guaranties issued for sales projects. As at 31 December 2012 there are no such types of guarantees.

All non-current receivables are due within 15 years of the financial statement date.

As at 31 December 2012, domestic trade debtors of MKD 1,156,605 thousand (2011: MKD 1,326,979 thousand) are impaired. The ageing of these receivables is as follows:

In thousands of denars	2012	2011
Less than 30 days	97,138	165,974
Between 31 and 180 days	85,711	154,991
Between 181 and 360 days	44,872	55,931
More than 360 days	928,884	950,083
	<u>1,156,605</u>	<u>1,326,979</u>

As at 31 December 2012, domestic trade receivables in amount of MKD 117,659 thousand (2011: MKD 34,756 thousand) were past due but not impaired. These are mainly related to customers for interconnection services assessed on individual basis in accordance with past Company experience and current expectations. In 2012 with the detailed analysis on the groups of customers on which collective assessment of impairment is performed, specified business and governmental customers that belong to certain age bands are past due but not impaired based on past experience of payment behaviour (see notes 2.4.1 and 4.3).

Notes to the separate financial statements

The analysis of these past due domestic trade receivables is as follows:

In thousands of denars	2012	2011
Less than 30 days	37,824	154
Between 31 and 60 days	28,763	12,230
Between 61 and 90 days	13,943	5,379
Between 91 and 180 days	18,707	16,083
Between 181 and 360 days	18,406	901
More than 360 days	16	9
	<u>117,659</u>	<u>34,756</u>

The total amount of the provision for domestic trade debtors is MKD 947,741 thousand (2011: MKD 987,740 thousand). Out of this amount MKD 885,542 thousand (2011: MKD 910,661 thousand) relate to provision made according the ageing structure of the above receivables, while the amount of MKD 4,037 thousand (2011: MKD 3,573 thousand) is from customers under liquidation and bankruptcy which are fully impaired. In addition, the Company has a specific provision calculated in respect of a certain group of customers in amounting to MKD 58,162 thousand (2011: MKD 73,506 thousand).

The amount of impairment is mainly a result of receivables which are overdue more than 720 days. The total amount of fully impaired receivables is MKD 859,670 thousand (2011 MKD 880,443 thousand). These receivables are mainly from two way disconnected customers, dismantled customers, litigated customers and customers that are no longer using the Company services.

The fair values of financial assets within trade and other receivables category are as follows:

In thousands of denars	2012	2011
Trade debtors – domestic	1,358,312	1,458,998
Trade debtors – foreign	27,566	39,203
Receivables from related parties	645,353	566,842
Loans to employees	116,055	120,119
Other receivables	12,188	3,605
	<u>2,159,474</u>	<u>2,188,767</u>

Movement in allowance for impairment of domestic trade debtors

In thousands of denars	2012	2011
Impairment losses at 1 January	987,740	1,133,490
Charge/(reversal) for the year	10,056	(56,443)
Write off	(50,055)	(89,307)
Impairment losses at 31 December	<u>947,741</u>	<u>987,740</u>

Movement in allowance for impairment of advances given to suppliers

In thousands of denars	2012	2011
Impairment losses at 1 January	74,050	74,050
Reversal of impairment losses	(11,233)	-
Impairment losses at 31 December	<u>62,817</u>	<u>74,050</u>

Amounts charged to the allowance account are generally written off when there is no expectation of recovering additional cash.

As at 31 December 2012, foreign trade receivables in amount of MKD 19,929 thousand (2011: MKD 34,276 thousand) were past due but not impaired. These relate to a number of international customers assessed on individual basis in accordance with past Company experience and current expectations.

Notes to the separate financial statements

The analysis of these past due foreign trade receivables is as follows:

In thousands of denars	2012	2011
Less than 30 days	4,387	3,544
Between 31 and 60 days	2,212	2,615
Between 61 and 90 days	1,386	2,354
Between 91 and 180 days	359	3,032
Between 181 and 360 days	604	438
More than 360 days	10,981	22,293
	<u>19,929</u>	<u>34,276</u>

The Company has renegotiated domestic trade receivables in carrying amount of MKD 35,888 thousand (2011: MKD 29,020 thousand). The carrying amount of loans and receivables, which would otherwise be past due, whose terms have been renegotiated is not impaired if the collectability of the renegotiated cash flows are considered ensured.

The carrying amounts of the Company's non-current trade and other receivables are denominated in MKD.

The carrying amounts of the Company's current trade and other receivables are denominated in the following currencies:

In thousands of denars	2012	2011
MKD	1,571,843	1,634,790
EUR	349,366	306,414
USD	38	1,205
Other	1,223	3,042
	<u>1,922,470</u>	<u>1,945,451</u>

The credit quality of trade receivables that are neither past due nor impaired is assessed based on historical information about counterparty default rates.

Following is the credit quality categories of neither past due nor impaired domestic trade receivables:

In thousands of denars	2012	2011
Group 1	502,811	577,846
Group 2	193,773	209,999
Group 3	102,815	85,819
	<u>799,399</u>	<u>873,664</u>

Following is the credit quality categories of neither past due nor impaired foreign trade receivables:

In thousands of denars	2012	2011
Group 1	1,480	2,787
Group 2	6,157	2,140
	<u>7,637</u>	<u>4,927</u>

Group 1 – customers that on average are paying their bills before due date.

Group 2 – customers that on average are paying their bills on due date.

Group 3 – customers that on average are paying their bills after due date.

8. OTHER TAXES

Commencing from 1 January 2009 and during 2010 the Government of the Republic of Macedonia has introduced several modifications and changes in the Profit Tax Law. According these changes the base for computation of income tax are non-deductible expenses incurred during the fiscal year, while the income tax is payable at the moment of profit distribution in a form of dividend to a foreign legal entities, foreign and domestic individuals. Dividend distribution among domestic companies is tax exempted. Therefore as of 31 December 2011 the tax computed on non-deductable expenses are presented as part of Other operating expenses in the Profit for the year and Other taxes in the Financial position statement (see note 18).

Notes to the separate financial statements

Up to now the tax authorities had carried out a full-scope tax audits at the Company for 2005 and the years preceding. Additionally, audit of personal income tax was carried out by the tax authorities for the period 1 January 2005 to 31 March 2006. During 2010 there was tax audit conducted by the Public revenue office for income tax for 2008 and 2009, withholding tax for 2007 and 2008 and VAT for 2009. In addition, in 2011 the Public revenue office conducted tax audit for withholding tax for 2010 and tax audit over certain service contracts from Transfer pricing perspective which were without any findings. In 2012 the Public revenue office conducted tax audit for VAT for August 2012 at the Company which was without findings.

The tax authorities may at any time inspect the books and records within 5 years subsequent to the reported tax year, and may impose additional tax assessments and penalties. In a case of tax evasion or tax fraud the statute of limitations may be extended up to 10 years. The Company's management is not aware of any circumstances, which may give rise to a potential material liability in this respect other than those provided for in these consolidated financial statements.

8.1. Other taxes receivable

In thousands of denars	2012	2011
VAT receivable	7,406	565
Receivable for tax on non-deductable expenses	3,343	22,056
	<u>10,749</u>	<u>22,621</u>

8.2. Other taxes payable

In thousands of denars	2012	2011
VAT payable	20,603	1,381
Payable for monthly advance payment for tax on non-deductable expenses	221	-
	<u>20,824</u>	<u>1,381</u>

9. INVENTORIES

In thousands of denars	2012	2011
Materials	128,623	118,706
Inventory for resale	56,566	59,433
Write down of inventories to net realisable value	(6,746)	(7,724)
	<u>178,443</u>	<u>170,415</u>

Movement in allowance for inventories to net realizable value:

In thousands of denars	2012	2011
Allowance at 1 January	7,724	4,429
Charged to expense	1,195	5,927
Write off	(2,173)	(2,632)
Allowance at 31 December	<u>6,746</u>	<u>7,724</u>

Allowance for inventory mainly relates to obsolete materials (mainly cables, routers and splitters) and trade goods. Write down of inventories to net realizable value is based on the analysis of lower cost and net realizable value at the financial statement dates.

10. NON-CURRENT ASSETS HELD FOR SALE

Non-current assets held for sale represent property, plant and equipment, mainly buildings, within the Company which carrying amount will be recovered principally through sale transaction or exchange rather than through continuing use which is not considered by management to be probable. Management intentions are to sell these assets within one year, subject to extension in certain circumstances. There is a plan to sell or exchange these assets and either the management has started to actively market them at a reasonable price or there is already an arrangement for sale with a specific customer. In 2011 the Company signed an agreement to provide three of its administrative buildings and cash consideration in exchange for one

Notes to the separate financial statements

new building in 2012. Accordingly, the carrying amounts of these three buildings in amount of MKD 536,553 thousand were reclassified to assets held for sale in the financial position as of 31 December 2011. In 2012 the transaction was completed and the new acquired building in amount of MKD 2,078,954 thousand was recognized as PPE (see note 11) while the sold administrative buildings were derecognized with carrying amount of MKD 538,663 thousand at the moment of derecognition, resulting in a net gain of MKD 700,720 thousand recognized in Other operating income (see note 14 and 20).

11. PROPERTY, PLANT AND EQUIPMENT

In thousands of denars	Land	Buildings	Telecomm unication equipment	Other	Assets under construction	Total
Cost						
At 1 January 2011	6,292	3,902,210	20,745,740	2,608,666	800,107	28,063,015
Additions	990	18,745	766,624	229,167	201,408	1,216,934
Transfer from assets under construction (see note 12)	-	6,553	287,800	221,180	(625,852)	(110,319)
Disposals	-	(15)	(226,458)	(140,959)	-	(367,432)
Transfer to assets held for sale	-	(676,398)	-	(87,923)	-	(764,321)
At 31 December 2011	7,282	3,251,095	21,573,706	2,830,131	375,663	28,037,877
Depreciation						
At 1 January 2011	-	1,578,477	13,047,972	1,728,643	-	16,355,092
Charge for the year	-	100,087	1,235,617	244,858	-	1,580,562
Disposals	-	(8)	(207,211)	(126,850)	-	(334,069)
Transfer to assets held for sale	-	(139,845)	-	(85,199)	-	(225,044)
At 31 December 2011	-	1,538,711	14,076,378	1,761,452	-	17,376,541
Carrying amount						
At 1 January 2011	6,292	2,323,733	7,697,768	880,023	800,107	11,707,923
At 31 December 2011	7,282	1,712,384	7,497,328	1,068,679	375,663	10,661,336
Cost						
At 1 January 2012	7,282	3,251,095	21,573,706	2,830,131	375,663	28,037,877
Additions	702	2,096,702	901,255	350,923	608,308	3,957,890
Transfer from assets under construction (see note 12)	-	3,971	214,288	17,060	(327,918)	(92,599)
Disposals	(12)	(3,109)	(378,525)	(186,302)	-	(567,948)
Transfer to assets held for sale	-	-	-	(36,659)	-	(36,659)
At 31 December 2012	7,972	5,348,659	22,310,724	2,975,153	656,053	31,298,561
Depreciation						
At 1 January 2012	-	1,538,711	14,076,378	1,761,452	-	17,376,541
Charge for the year	-	103,406	1,446,860	297,775	-	1,848,041
Disposals	-	(3,109)	(378,297)	(172,418)	-	(553,824)
Transfer to assets held for sale	-	-	-	(34,548)	-	(34,548)
Transfer between group of assets (see note 12)	-	-	37	(29,822)	-	(29,785)
At 31 December 2012	-	1,639,008	15,144,978	1,822,439	-	18,606,425
Carrying amount						
At 1 January 2012	7,282	1,712,384	7,497,328	1,068,679	375,663	10,661,336
At 31 December 2012	7,972	3,709,651	7,165,746	1,152,714	656,053	12,692,136

Notes to the separate financial statements

In 2011, the Company signed an agreement to provide three of its administrative buildings and cash consideration in exchange for new building in 2012. The Company will pay the difference between the purchase price of the new building and the selling price of the existing buildings in six equal yearly instalments starting from the moment the whole transaction is completed. The transaction was accounted for under IAS 16 as asset exchange transaction with commercial substance as the configuration (risk, timing and amount) of the cash flows of the asset received differs from the configuration of the cash flows of the asset transferred; the amount of the cash paid is showing that the fair values of the exchanged buildings are different and the assets exchanged are used in the ordinary course of business and are not idle. Taking into account that the payment of the liability is deferred beyond normal credit terms the liability was discounted to its present value (see note 14). However, as the fair value of the new building can be considered to be more accurately and precisely determinable compared to the fair values of the old buildings the impact of the discounting was presented as affecting the fair value of the old assets and recognized as gain on sale of PPE in Profit for the year (see note 20), which derives also from observable market data for the fair value of the old buildings. In 2012, the Company completed the transaction for purchase and sale of buildings with an exchange which resulted in recognition of the acquired building in PPE at fair value in amount of MKD 2,078,954 thousand (see note 10). The selling price for the three old buildings was MKD 1,085,530 thousand and the trade-in value of these buildings did not and will not result in cash received.

The reviews of the useful lives and residual values of property, plant and equipment during 2012 affected the lives and residual values of a several types of assets. The assets affected by the change of useful life were mainly vehicles, as well as equipment under the PSTN migration project where the useful life of all assets affected by the migration was shortened to reflect the planned dynamic of the migration. The change of the useful life on the affected assets was made due to technological changes and business plans of the Company.

The reviews result in the following change in the original trend of depreciation in the current and future years:

In thousands of denars	2012	2013	2014	2015	After 2015
Increase/(decrease) in depreciation	83,817	69,886	(32,838)	7,628	(77,203)
	83,817	69,886	(32,838)	7,628	(77,203)

12. INTANGIBLE ASSETS

In thousands of denars	Software and software licences	Concession	Other	Total
Cost				
At 1 January 2011	2,271,927	154,757	32,155	2,458,839
Additions	168,604	-	-	168,604
Transfer from assets under construction (see note 11)	110,319	-	-	110,319
At 31 December 2011	2,550,850	154,757	32,155	2,737,762
Amortisation				
At 1 January 2011	1,730,478	85,976	30,344	1,846,798
Charge for the year	188,320	8,598	675	197,593
At 31 December 2011	1,918,798	94,574	31,019	2,044,391
Carrying amount				
At 1 January 2011	541,449	68,781	1,811	612,041
At 31 December 2011	632,052	60,183	1,136	693,371

Notes to the separate financial statements

In thousands of denars	Software and software licences	Concession	Other	Total
Cost				
At 1 January 2012	2,550,850	154,757	32,155	2,737,762
Additions	154,966	-	-	154,966
Disposal	(2,939)	-	-	(2,939)
Transfer from assets under construction (see note 11)	92,599	-	-	92,599
At 31 December 2012	2,795,476	154,757	32,155	2,982,388
Amortisation				
At 1 January 2012	1,918,798	94,574	31,019	2,044,391
Charge for the year	188,524	8,598	1,136	198,258
Disposal	(2,939)	-	-	(2,939)
Transfer between group of assets (see note 11)	29,785	-	-	29,785
At 31 December 2012	2,134,168	103,172	32,155	2,269,495
Carrying amount				
At 1 January 2012	632,052	60,183	1,136	693,371
At 31 December 2012	661,308	51,585	-	712,893

The reviews of the useful lives of intangible assets during 2012 affected the lives of a number of assets, mainly including software. The change on the useful life of the affected assets was made according to technological changes and business plans of the Company.

The reviews result in the following change in the original trend of amortisation in the current and future years.

In thousands of denars	2012	2013	2014	2015	After 2015
(Decrease)/increase in amortisation	(49,147)	(35,806)	24,263	60,690	-
	(49,147)	(35,806)	24,263	60,690	-

13. TRADE AND OTHER PAYABLES

In thousands of denars	2012	2011
Trade payables		
-Domestic	577,694	482,971
-Foreign	99,606	138,350
Liabilities to related parties	672,400	505,948
Other financial liabilities	968,860	37,656
Financial liabilities	2,318,560	1,164,925
Accrued expenses	679,848	654,046
Deferred revenue	52,741	55,107
Advances received	45,523	44,056
Other	34,765	34,765
	3,131,437	1,952,899
Less non-current portion:		
Other financial liabilities	(648,845)	-
Current portion	2,482,592	1,952,899

Liabilities to related parties represent liabilities to T-Mobile Macedonia AD Skopje, Magyar Telekom Group and Deutsche Telekom Group (see note 27).

In the category Other financial liabilities MKD 835,887 thousand (2011: nil) represent the carrying amount of long term payables related to the transaction for purchase and sale of buildings with an exchange (see note 10, 11 and 20). These liabilities are recognized initially at fair value and subsequently measured at amortized cost using the effective interest

Notes to the separate financial statements

method. The unwinding of the discount is being recognized in Interest expense in Profit and loss. The carrying amount of these liabilities approximates their fair value as the related cash flows are discounted with an interest rate of 6% p.a. which is the observable at the market for similar long term financial liabilities. Given that the fair value of the newly acquired building is more accurately and precisely determined compared to the fair values of the sold buildings the impact of the discounting affects the fair value of the old assets and is presented as part of the net gain in Other operating income in amount of MKD 153,854 thousand.

The carrying amounts of the current portion of trade and other payables are denominated in the following currencies:

In thousands of denars	2012	2011
MKD	1,632,679	1,412,012
EUR	788,703	433,727
USD	52,662	89,057
Other	8,548	18,103
	<u>2,482,592</u>	<u>1,952,899</u>

14. PROVISION FOR OTHER LIABILITIES AND CHARGES

In thousands of denars	Legal cases	Other	Total
1 January 2011	560,813	20,329	581,142
Additional provision	29,107	13,034	42,141
Unused amount reversed	(98,592)	(814)	(99,406)
Used during period	<u>(113,118)</u>	<u>(5,707)</u>	<u>(118,825)</u>
31 December 2011	<u>378,210</u>	<u>26,842</u>	<u>405,052</u>

In thousands of denars	Legal cases	Other	Total
1 January 2012	378,210	26,842	405,052
Additional provision	25,975	19,217	45,192
Unused amount reversed	(175,230)	(8,882)	(184,112)
Used during period	<u>(99,550)</u>	<u>(2,361)</u>	<u>(101,911)</u>
31 December 2012	<u>129,405</u>	<u>34,816</u>	<u>164,221</u>

Analysis of total provisions:

In thousands of denars	2012	2011
Non-current (legal cases and other)	107,077	360,735
Current	<u>57,144</u>	<u>44,317</u>
	<u>164,221</u>	<u>405,052</u>

Provisions for legal cases relate to certain legal and regulatory claims brought against the Company.

One legal case is in process against the Company relating to a dispute with a competitor, which alleges that the Company has abused its dominant position on the market and is seeking damages of MKD 100,521 thousand. The information usually required by IAS 37 is not disclosed. Management recognizes a provision for its best estimate of the obligation but does not disclose the information required by paragraph 85 of IAS 37 because the management believes that to do so would seriously prejudice the outcome of the case. In addition, there are numerous legal cases for which provisions were recognized, none of which are individually material, therefore not disclosed. Management does not expect that the outcome of these legal claims will give rise to any significant loss beyond the amounts provided at 31 December 2012.

Other includes provision made for the contractual obligation of the Company to pay to employees certain amounts at their retirement date (see note 2.16.1) and provision made for the Variable II incentive program (see note 28). The provision is recognized against Personnel expenses in the Profit for the year.

15. CAPITAL AND RESERVES

Share capital consists of the following:

Notes to the separate financial statements

In thousands of denars	2012	2011
Ordinary shares	9,583,878	9,583,878
Golden share	10	10
	<u>9,583,888</u>	<u>9,583,888</u>

Share capital consists of one golden share with a nominal value of MKD 9,733 and 95,838,780 ordinary shares with a nominal value of MKD 100 each.

The golden share with a nominal value of MKD 9,733 is held by the Government of the Republic of Macedonia. In accordance with Article 16 of the Statute, the golden shareholder has additional rights not vested in the holders of ordinary shares. Namely, no decision or resolution of the Shareholders' Assembly related to: generating, distributing or issuing of share capital; integration, merging, separation, consolidation, transformation, reconstruction, termination or liquidation of the Company; alteration of the Company's principal business activities or the scope thereof; sale or abandonment either of the principal business activities or of significant assets of the Company; amendment of the Statute of the Company in such a way so as to modify or cancel the rights arising from the golden share; or change of the brand name of the Company; is valid if the holder of the golden share, votes against the respective resolution or decision. The rights vested in the holder of the golden share are given in details in the Company's Statute.

As at 31 December 2012 and 2011, the ordinary shares of the Company were held as follows:

In thousands of denars	2012	%	2011	%
Stonebridge AD Skopje, in liquidation	4,887,778	51.00	4,887,778	51.00
Government of the Republic of Macedonia	3,336,497	34.81	3,336,497	34.81
The Company (treasury shares)	958,388	10.00	958,388	10.00
International Finance Corporation (IFC)	179,698	1.88	179,698	1.88
Other minority shareholders	221,527	2.31	221,527	2.31
	<u>9,583,888</u>	<u>100.00</u>	<u>9,583,888</u>	<u>100.00</u>

15.1. Treasury shares

The Company acquired 9,583,878 of its own shares, representing 10% of its shares, through the Macedonian Stock Exchange during June 2006. The total amount paid to acquire the shares, net of income tax, was MKD 3,843,505 thousand. The shares are held as treasury shares.

As a result of the findings of the Investigation, for one consultancy contract, the payments of which was erroneously capitalized as part of treasury shares in 2006 has been retrospectively derecognized from treasury shares (see note 1.2).

The amount of treasury shares of MKD 3,738,358 thousand (after restatement), has been deducted from shareholders' equity. The Company has the right to reissue these shares at a later date. All shares issued by the Company were fully paid.

16. REVENUES

In thousands of denars	2012	2011
Voice retail	2,285,762	2,937,930
Voice wholesale	2,052,139	2,113,151
Internet	1,217,820	1,259,505
Data	884,207	999,334
Equipment	319,777	317,512
TV	412,531	311,182
Other revenues	180,572	158,488
	<u>7,352,808</u>	<u>8,097,102</u>

Notes to the separate financial statements

17. PERSONNEL EXPENSES

In thousands of denars	2012	2011
Salaries	690,176	705,514
Contributions on salaries	236,124	228,002
Bonus payments	148,956	140,341
Other staff costs	124,559	73,149
Capitalised personnel costs	(106,949)	(85,338)
	<u>1,092,866</u>	<u>1,061,668</u>

Other staff costs mainly include termination benefits for 29 employees leaving the Company in 2012 (2011: 5 employees), holiday's allowance and other benefits.

Bonus payments also include the cost for MTIP and Variable II program (see note 28).

18. OTHER OPERATING EXPENSES

In thousands of denars	2012	2011
Purchase cost of goods sold	367,412	366,597
Services	330,059	392,928
Materials and maintenance	274,824	282,074
Energy	222,434	208,358
Subcontractors	187,862	213,234
Marketing and donations	164,708	180,033
Royalty payments for IPTV programs	158,147	106,167
Fees, levies and local taxes	69,666	72,637
Consultancy	81,803	44,558
Rental fees	35,081	34,436
Insurance	12,586	14,204
Impairment losses on trade and other receivables	10,056	(56,443)
Write down of inventories to net realisable value	1,195	5,927
Write down of inventories	3,014	-
Tax on non-deductable expenses	2,337	1,262
Other	23,773	9,346
	<u>1,944,957</u>	<u>1,875,318</u>

Services mainly include expenses for postal fees, expenses for maintenance of IT equipment and other service fees (such as cleaning, security and mobile telecommunication services).

In order to maintain consistency with the current year presentation expenses presented in 2011 as Other in the amount of MKD 82,003 thousand were excluded from the Other operating expenses category in these financial statements and reclassified to Other operating income (see note 20). The reclassification had no impact on equity or net profit.

19. DIVIDEND INCOME

The major part of dividend income in 2012 is dividend received from T-Mobile Macedonia AD Skopje in the amount of MKD 3,355,499 thousand (2011: MKD 3,742,954 thousand).

20. OTHER OPERATING INCOME

In thousands of denars	2012	2011
Net gain on sale of PPE	711,225	19,375
Other	222,662	82,003
	<u>933,887</u>	<u>101,378</u>

Other mainly includes net income from release of provisions.

Notes to the separate financial statements

In 2012 the Company completed the transaction for purchase and sale of buildings with an exchange which resulted in a gain on sale of its three administrative buildings in amount of MKD 691,161 thousand (see note 10).

In order to maintain consistency with the current year presentation expenses presented in 2011 as Other in the amount of MKD 82,003 thousand were excluded from the Other operating expenses category in these financial statements and reclassified to Other operating income (see note 18). The reclassification had no impact on equity or net profit.

21. FINANCE EXPENSES

In thousands of denars	2012	2011
Interest expense	28,636	26,630
Bank charges and other commissions	16,838	22,114
Fair value trough profit and loss	3,254	11,425
Net foreign exchange loss	2,227	2,554
	<u>50,955</u>	<u>62,723</u>

22. FINANCE INCOME

In thousands of denars	2012	2011
Interest income	155,827	177,956
	<u>155,827</u>	<u>177,956</u>

Interest income is generated from financial assets classified as loans and receivables.

23. DIVIDENDS

The Shareholders' Assembly of the Company, at its meeting, held on 4 April 2012 adopted a Resolution for the dividend payment for the year 2011. The Resolution on dividend payment for 2011 is in the amount of MKD 6,163,557 thousand from the net profit for the year 2011. The dividend was paid out in April 2012. Up to date of issuing of these separate financial statements, no dividends have been declared for 2012.

24. LEASES AND OTHER COMMITMENTS

24.1. Operating lease commitments – where the Company is the lessee:

Operating lease commitments – where the Company is the lessee, are mainly from lease of business premises and other telecommunications facilities.

The future aggregate minimum lease payments under non-cancellable operating leases are as follows:

In thousands of denars	2012	2011
Not later than 1 year	30,426	29,348
Later than 1 year and not later than 5 years	23,110	26,644
Later than 5 years	325	158
	<u>53,861</u>	<u>56,150</u>

24.2. Operating lease commitments – where the Company is the lessor:

Operating lease commitments – where the Company is the lessor are mainly from lease of working premises.

The future aggregate minimum lease receivables under non-cancellable operating leases are as follows:

In thousands of denars	2012	2011
Not later than 1 year	839	514
Later than 1 year and not later than 5 years	2,402	76
	<u>3,241</u>	<u>590</u>

Notes to the separate financial statements

24.3. Capital commitments

The amount authorized for capital expenditure as at 31 December 2012 was MKD 355,872 thousand (2011: MKD 2,380,451 thousand). In 2011 the Company signed an agreement to exchange 3 of its administrative buildings along with cash consideration for one new building in 2012, which resulted in an amount authorized for capital expenditure as at 31 December 2011 of MKD 2,079,038 thousand (see note 10). The amount authorized for capital expenditure as at 31 December 2012 mainly relates to telecommunication assets.

25. ADDITIONAL DISCLOSURES ON FINANCIAL ASSETS

The Company classifies fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- (a) quoted prices (unadjusted) in active markets for identical assets (Level 1);
- (b) inputs other than quoted prices included within Level 1 that are observable for the asset, either directly or indirectly (Level 2); and
- (c) inputs for the asset that are not based on observable market data (Level 3).

The level in the fair value hierarchy within which the fair value measurement is categorized in its entirety is determined on the basis of the lowest level input that is significant to the fair value measurement in its entirety. The significance of an input is assessed against the fair value measurement in its entirety.

There was no transfer between Level 1 and Level 2 financial assets.

25.1. Financial assets – Carrying amounts and fair values

The table below shows the categorization of financial assets as at 31 December 2011.

Assets In thousands of denars	Loans and receivables	Financial assets			At fair value through profit and loss (Level 1)	Carrying amount	Fair value
		Held- to- maturity	Available-for- sale (Level 2)				
Cash and cash equivalents	540,752	-	-	-	-	540,752	540,752
Deposits with banks	5,706,966	-	-	-	-	5,706,966	5,706,966
Trade and other receivables	2,188,767	-	-	-	-	2,188,767	2,188,767
Financial assets at fair value through profit and loss	-	-	-	-	54,083	54,083	54,083

The table below shows the categorization of financial assets as at 31 December 2012.

Assets In thousands of denars	Loans and receivables	Financial assets			At fair value through profit and loss (Level 1)	Carrying amount	Fair value
		Held- to- maturity	Available-for- sale (Level 2)				
Cash and cash equivalents	237,874	-	-	-	-	237,874	237,874
Deposits with banks	4,266,310	-	-	-	-	4,266,310	4,266,310
Trade and other receivables	2,159,474	-	-	-	-	2,159,474	2,159,474
Financial assets at fair value through profit and loss	-	-	-	-	50,828	50,828	50,828

Notes to the separate financial statements

Loans and receivables are measured at amortized cost, while available-for-sale and held-for-trading assets are measured at fair value.

Cash and cash equivalents, bank deposits, trade receivables and other current financial assets mainly have short times to maturity. For this reason, their carrying amounts at the end of the reporting period approximate their fair values.

Financial assets available for sale include insignificant investment in equity instruments, measured at fair value.

Financial assets at fair value through profit or loss include investments in equity instruments in the amount of MKD 50,828 thousand (2011: MKD 54,083 thousand) calculated with reference to the Macedonian Stock Exchange quoted bid prices. Changes in fair values of other financial assets at fair value through profit or loss are recorded in finance income/expenses in the Profit for the year (see note 21 and 22). The cost of these equity investments is MKD 31,786 thousand (2011: MKD 31,786 thousand).

25.2. Other disclosures about financial instruments

The Company was exposed to risks that arise from the possible drawdown of guarantees in a nominal amount of MKD 1,987 thousand as at 31 December 2011. These guarantees were issued by Macedonian banks on behalf of the Company as collaterals to secure the fulfilment of the Company's certain contractual obligations. The Company has been delivering on its contractual obligations and expects to continue doing so in the future, therefore no drawdown of the guarantees has happened so far, and is not expected to happen in the future. As at 31 December 2012 there are no such types of guarantees

There were no financial assets or liabilities, which were reclassified into another financial instrument category.

No financial assets were transferred in such a way that part or all of the financial assets did not qualify for de-recognition.

26. CONTINGENCIES

The Company has contingent liabilities in respect of legal and regulatory claims arising in the ordinary course of business. The major part of the contingent liabilities relate to 11 requests for initiating misdemeanour procedures from regulatory bodies for alleged breach of certain deadlines for decision upon subscriber's request and related to alleged abuse of dominant position on the market. The maximum possible fine for each individual case is 4% in 8 cases; 7% in 1 case and 10% in 2 cases of the annual revenue from the previous year, in accordance with the local legislation. Management believes, based on legal advice, that it is not probable that a significant liability will arise from these claims because of unsubstantial basis for initiating of these misdemeanour procedures. It is not anticipated by the management that any material liabilities will arise from the contingent liabilities other than those provided for (see note 14).

27. RELATED PARTY TRANSACTIONS

All transactions with related parties arise in the normal course of business and their value is not materially different from the terms and conditions that would prevail in arms-length transactions.

Transactions with related parties include provision and supply of telecommunication services and equipment, loans granted and supply of management consultancy services. The amounts receivable and payable are disclosed in the appropriate notes (see note 7 and 13).

Notes to the separate financial statements

The revenues and expenses with the Company's related parties are as follows:

In thousands of denars	2012		2011	
	Revenues	Expenses	Revenues	Expenses
T-Mobile Macedonia AD Skopje	705,667	1,105,389	708,430	1,183,803
Magyar Telekom Group				
Magyar Telekom Plc	3,032	44,359	21,415	47,659
Telemakedonija AD	181	-	249	-
IQSYS Magyar Telekom	-	2,770	-	7,481
T-Systems Magyarország Zrt.	-	923	-	-
Novatel	2,289	-	3,438	-
Deutsche Telekom Group				
Deutsche Telekom AG	1,438,548	200,297	1,463,671	230,569
Hrvatski Telekom	-	35,016	-	-
T-Systems	11,138	6,174	9,856	2,221
OTE Globe	22,508	30,435	19,712	32,173
Romtelekom	-	913	-	1,814
Detecon	-	5,784	-	3,119

The receivables and payables with the Company's related parties are as follows:

In thousands of denars	2012		2011	
	Receivables	Payables	Receivables	Payables
T-Mobile Macedonia AD Skopje	383,966	543,547	308,115	377,209
Magyar Telekom Group				
Magyar Telekom Plc	-	7,084	3,567	38,549
Telemakedonija AD	6	-	23	-
T-Systems Magyarország Zrt.	-	1,845	-	1,845
Novatel	389	378	565	489
Deutsche Telekom Group				
Deutsche Telekom AG	247,056	87,031	244,418	59,160
T-Systems	5,094	7,445	2,546	7,518
Hrvatski Telekom	-	33	-	-
OTE Globe	8,842	8,800	7,608	11,181
Romtelekom	-	6,054	-	1,814
Detecon	-	5,783	-	311
Slovak Telekom	-	4,400	-	7,872

28. KEY MANAGEMENT COMPENSATION

The compensation of key management from the Company, including taxation charges and contributions, is presented below:

In thousands of denars	2012	2011
Short-term employee benefits (including taxation)	99,244	124,237
State contributions on short-term employee benefits	8,201	6,005
Share-based payments	4,870	10,030
	<u>112,315</u>	<u>140,272</u>

Notes to the separate financial statements

The remuneration of the members of the Company's Board of Directors amounted to MKD 6,140 thousand (2011: MKD 6,200 thousand) included in Short-term employee benefits.

The share-based payments represent compensation of key management from the Company as part of a Mid Term Incentive Plan (MTIP) launched by Magyar Telekom Plc., whereby the targets to be achieved are based on the performance of the Magyar Telekom Plc. shares. Participants include top and senior managers of the Magyar Telekom Group.

The MTIP is operated by Magyar Telekom Plc. while the compensation of key management from the Company related to the MTIP is incurred by the Company (for MTIP programs launched 2008, 2009 and 2010) and is included in Personnel expenses (Bonus Payments) recognized against Other provisions (see notes 17 and 14).

A new variable performance-based long-term-incentive program, named Variable II Program, was launched in 2012 as part of the global, DT Group-wide compensation tool for the companies that promotes the medium and long-term value enhancement of DT Group, aligning the interests of management and shareholders.

The Variable II Program for 2012 is applicable from 1 January 2012 until 31 December 2015, with two bridging programs: Variable II Bridging program I, with implementation period from 1 January 2012 to 31 December 2013 and Variable II Bridging program II, with implementation period from 1 January 2012 to 31 December 2014.

The Variable II is measured based on the fulfilment of four equally weighted Group long term performance parameters (adjusted earnings per share (EPS); adjusted return on capital employed (ROCE); customer satisfaction and employee satisfaction). Each parameter determines a quarter of the award amount. Levels of target achievement are capped at 150% and target achievement levels greater than 150% are disregarded in all four performance parameters. The assessment period is four years and is based on average target achievement across the four years planned.

Program participants are Company's top managers who have accepted participation in the designated time frame.

The expenses incurred by the Company related to the Variable II program are shown within share-based payments.

29. EVENTS AFTER THE FINANCIAL STATEMENT DATE

There are no events after the financial statement date that would have impact on the 2012 profit for the year, separate statement of financial position or cash flows.

Makedonski Telekom AD - Skopje

Consolidated Financial Statements

For the year ended

31 December 2012

With the Report of the Auditor Thereon

Contents

Independent Auditor's Report

Consolidated financial statements

Consolidated statement of financial position	1
Consolidated statement of comprehensive income	2
Consolidated statement of cash flows	3
Consolidated statement of changes in equity	4
Notes to the consolidated financial statements	5



Independent auditor's report

To the Board of Directors and Shareholders of Makedonski Telekom AD - Skopje

We have audited the accompanying consolidated financial statements of Makedonski Telekom AD – Skopje (the “Company”) and its subsidiaries T-Mobile Macedonia AD Skopje and E-Makedonija foundation – Skopje (together “the Group”), which comprise the consolidated statement of financial position as of 31 December 2012 and the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated cash flow statement for the year then ended and a summary of significant accounting policies and other explanatory notes.

Management's responsibility for the consolidated financial statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the consolidated financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control.

An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.



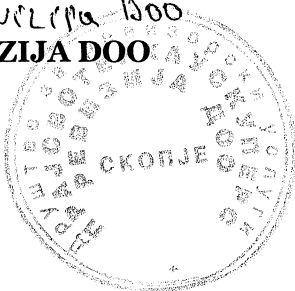
Opinion

In our opinion, the accompanying consolidated financial statements give a true and fair view of the financial position of the Group as of 31 December 2012, and of its financial performance and its cash flows for the year than ended in accordance with International Financial Reporting Standards.

PricewaterhouseCoopers Revizija Doo
PricewaterhouseCoopers REVIZIJA DOO

Skopje,

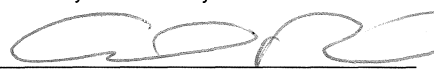
18 February 2013




Consolidated statement of financial position

In thousands of denars	Note	As at 31 December	
		2012	2011
Assets			
Current assets			
Cash and cash equivalents	5	425,234	1,078,115
Deposits with banks	6	6,369,058	7,943,462
Trade and other receivables	7	3,048,777	3,079,753
Other taxes receivable	8	26,269	59,850
Inventories	9	423,025	579,450
Assets held for sale	10	36,001	628,252
Total current assets		10,328,364	13,368,882
Non-current assets			
Property, plant and equipment	11	14,794,283	12,924,131
Advances for property, plant and equipment		22,925	24,149
Intangible assets	12	2,069,223	2,519,139
Trade and other receivables	7	358,763	329,634
Financial assets at fair value through profit and loss		50,828	54,083
Other non-current assets		612	612
Total non-current assets		17,296,634	15,851,748
Total assets		27,624,998	29,220,630
Liabilities			
Current liabilities			
Trade and other payables	13	3,472,172	3,082,231
Other taxes payable	8	74,288	53,324
Provision for other liabilities and charges	14	123,529	132,349
Total current liabilities		3,669,989	3,267,904
Non-current liabilities			
Trade and other payables	13	726,681	85,275
Provision for other liabilities and charges	14	113,821	369,583
Total non-current liabilities		840,502	454,858
Total liabilities		4,510,491	3,722,762
Equity			
Share capital		9,583,888	9,583,888
Share premium		540,659	540,659
Treasury shares		(3,738,358)	(3,738,358)
Other reserves		2,475,068	2,475,068
Retained earnings		14,253,250	16,636,611
Total equity	15	23,114,507	25,497,868
Total equity and liabilities		27,624,998	29,220,630

The consolidated financial statements set out on pages 1 to 47 were authorised for issue on 18 February 2013 by the Management of Makedonski Telekom AD - Skopje, and are subject to review and approval by the Board of Directors on 25 February 2013 and by the shareholders on date that will be subsequently agreed.


Daniel Szasz
Chief Executive Officer


Slavko Projkoski
Chief Finance Officer

Consolidated statement of comprehensive income

In thousands of denars	Note	Year ended 31 December	
		2012	2011
Revenues	16	13,814,872	15,694,588
Depreciation and amortisation		(3,753,492)	(3,610,804)
Personnel expenses	17	(1,549,605)	(1,538,747)
Payments to other network operators		(1,548,379)	(1,566,762)
Other operating expenses	18	(4,401,452)	(4,406,611)
Operating expenses		(11,252,928)	(11,122,924)
Other operating income	19	1,103,275	199,505
Operating profit		3,665,219	4,771,169
Finance expenses	20	(98,833)	(92,568)
Finance income	21	213,810	238,603
Finance income - net		114,977	146,035
Profit for the year		3,780,196	4,917,204
Total comprehensive income for the year		3,780,196	4,917,204
Earnings per share (EPS) information:			
Basic and diluted earnings per share (in denars)		43.83	57.01

Consolidated statement of cash flows

In thousands of denars	Note	Year ended 31 December	
		2012	2011
Operating activities			
Profit before tax		3,780,196	4,917,204
Adjustments for:			
Depreciation and amortisation		3,753,492	3,610,804
(Recovery)/write down of inventories to net realisable value		(4,886)	9,245
Fair value losses on financial assets	20	3,254	11,425
Impairment losses on trade and other receivables	18	64,560	595
Reversal of impairment on advances given to suppliers		(11,233)	-
Net release of provisions	14	(106,039)	(133,214)
Net gain on disposal of property, plant and equipment	19	(839,731)	(22,544)
Dividend income	21	(3,285)	(3,282)
Interest expense	20	63,974	42,408
Interest income	21	(210,525)	(231,004)
Effect of foreign exchange rate changes on cash and cash equivalents		2,136	(344)
Cash generated from operations before changes in working capital		6,491,913	8,201,293
Decrease/(increase) in inventories		161,310	(83,701)
(Increase)/decrease in receivables		(20,486)	70,082
Decrease in payables		(146,482)	(643,382)
Cash generated from operations		6,486,255	7,544,292
Interest paid		(694)	(1,494)
Income taxes received		-	8,882
Cash flows generated from operating activities		6,485,561	7,551,680
Investing activities			
Acquisition of property, plant and equipment		(2,653,832)	(1,863,018)
Acquisition of intangible assets		(143,701)	(631,358)
Loans collected/(granted)		812	(17,158)
Deposits collected from banks		8,357,056	11,066,115
Deposits placed with banks		(6,778,369)	(10,804,232)
Dividends received		3,285	3,282
Proceeds from sale of property, plant and equipment		33,984	68,207
Interest received		208,016	237,660
Cash flows used in investing activities		(972,749)	(1,940,502)
Financing activities			
Dividends paid		(6,163,557)	(5,947,479)
Cash flows used in financing activities		(6,163,557)	(5,947,479)
Net decrease in cash and cash equivalents		(650,745)	(336,301)
Cash and cash equivalents at 1 January		1,078,115	1,414,072
Effect of foreign exchange rate changes on cash and cash equivalents		(2,136)	344
Cash and cash equivalents at 31 December	5	425,234	1,078,115

Consolidated statement of changes in equity

In thousands of denars	Note	Share capital	Share premium	Treasury shares	Other reserves	Retained earnings	Total
Balance at 1 January 2011		9,583,888	540,659	(3,738,358)	2,475,068	17,666,886	26,528,143
Total comprehensive income for the year		-	-	-	-	4,917,204	4,917,204
Dividend payment		-	-	-	-	(5,947,479)	(5,947,479)
Balance at 31 December 2011	15	9,583,888	540,659	(3,738,358)	2,475,068	16,636,611	25,497,868
Balance at 1 January 2012		9,583,888	540,659	(3,738,358)	2,475,068	16,636,611	25,497,868
Total comprehensive income for the year		-	-	-	-	3,780,196	3,780,196
Dividend payment		-	-	-	-	(6,163,557)	(6,163,557)
Balance at 31 December 2012	15	9,583,888	540,659	(3,738,358)	2,475,068	14,253,250	23,114,507

Notes to the consolidated financial statements

1. GENERAL INFORMATION

1.1. About the Company

These consolidated financial statements relate to the group of Makedonski Telekom AD - Skopje, which includes Makedonski Telekom AD - Skopje, T-Mobile Macedonia AD Skopje and e-Makedonija foundation – Skopje (hereinafter referred as: "the Group").

Makedonski Telekom AD – Skopje, (hereinafter referred as: "the Company") is a joint stock company incorporated and domiciled in the Republic of Macedonia.

The Group's immediate parent company is AD Stonebridge Communications – Skopje, under voluntary liquidation, solely owned by Magyar Telekom Plc. registered in Hungary. The ultimate parent company is Deutsche Telekom AG registered in Federal Republic of Germany.

The Company is the leading fixed line service provider while T-Mobile Macedonia AD (hereinafter referred as: "the subsidiary") is the leading mobile service provider in Macedonia. e-Makedonija is a foundation, established to support application and development of information technology in Macedonia.

The Macedonian telecommunications sector is regulated by the Electronic Communications Law ("ECL") enacted in March 2005. Under the ECL, the Company has been designated as a Significant Market Power operator ("SMP") in the market for fixed line voice telephone networks and services, including the market for access to the networks for data transmission and leased lines.

During 2012, there were several amendments in the ECL and also most of the existing Rulebooks were implemented or amended by the Agency for Electronic Communications (the "Agency"): retail price regulation; technical, usage and other conditions for relevant types of electronic communication networks and infrastructure, associate infrastructure capacities and facilities; determination of calculation method for number usage and annual fees; assignment of numbers and series of numbers from the numbering plan; general terms and conditions; cultural SMS; educations (school info) SMS; "underground cabling"; Local bit-stream access; wholesale leased lines; minimal set of leased lines.

Several by-laws were enacted in the third quarter of 2012 amendments of the bylaw for free-of-charge provision of SMSs for promotion of the national and cultural heritage of a relevant state body; bylaw on general terms and conditions for usage of electronic communication services was modified in the quality of service domain; bylaw on control and measurement of quality of services parameters by the Agency. Up to date, there are no activities with state bodies regarding free-of-charge provision of SMSs for promotion of the national and cultural heritage; accordingly there is no financial impact on these financial statements.

In December 2012, the Agency has announced starting of the new round market analysis on wholesale markets: 4 – Call origination, 5 – Call termination and 6 – Call transit services in public telephone networks on fix location. The final document is expected to be published in the first quarter of 2013.

On 5 April 2012, The Agency developed and published general Regulatory strategy for the period of next 5 years (2012-2016). The official document is "Five years regulatory strategy of AEC". Main focuses of the strategy are: fostering of wholesale and retail services regulation, introduction of pure LRIC (for fixed and mobile voices, SMS etc), NGA and FTTH regulation in line with NGA recommendation and refarming and frequency allocation for 4 G services.

Domestic electronic communication market is highly competitive and there is trend of price decreasing, both for fixed and mobile services. With amendments of the Rulebook for retail regulation, the Agency specified the manner and procedure for regulation of the retail prices for fixed voice telephone networks and services of the operator with significant market power on relevant retail markets. Ex-ante retail regulation shall be based on price squeeze methodology.

These activities resulted in price decrease of some wholesale and retail services of the Company. On retail side, standard monthly subscription for business customers was decreased (on equal level with residential one). On wholesale side there were changes in fees for interconnection (termination and origination), ULL, Bit-stream access and wholesale line rental (WLR).

The Company has a cost based price obligation for the Regulated wholesale services, using Long Run Incremental Costs methodology ("LRIC"). In August 2012, the Agency published the draft results from its own developed LRIC Bottom – up costing model for Local Bit Stream (cost based) and for retail and wholesale Leased Lines, ducts and dark fibre and minimal set of leased lines (cost based). As a result, on 15 January 2013, the Agency brought a decision for decrease of the fees and

Notes to the consolidated financial statements

approved the changed Reference offer for provision of physical access and usage of electronic communication infrastructure and associated facilities (ducts and dark fibre). The new fees will be implemented as of 1 February 2013.

In line with the PSTN migration of the Company's network, process that will last until end of 2013, the Agency approved proposed modifications of the Company's Wholesale Offers (processes, technical conditions and prices) applicable as of 1 January 2012.

In addition, the Agency approved the Reference offers for WS DLL, Local Bit-stream access and Minimal set of leased lines and new changed methodologies of calculation of prices (length-dependent) were implemented. The WS DLL and Local Bit-stream access fees have been decreased as of 1 December 2012 and the fees for minimal set of leased lines as of 1 January 2013.

Based on the second round analysis on Market 16 and LRIC cost model, Mobile Termination Rate ("MTR") has been defined with a glide path decrease in a timeframe of four years (until 2013). In September 2011, the price for the national MTR was decreased to 3.1 MKD and was planned to continue decreasing by 0.1 MKD/min each year down to 2.9 MKD/min by September 2013. At the same time, the Agency regulated the MTRs for ONE and VIP (VIP was designated with SMP on this market in the second round analysis) with a four year glide path.

In May 2012, the Agency made a revision of the calculation of MTR of all three mobile operators and imposed new glide path. As from 1 June 2012 until 31 August 2013, the subsidiary's MTR were set at 3.0 MKD/min, while ONE and VIP Operator's MTR were set at 4.0 MKD/min. MTR symmetry to 1.2 MKD/min calculated using Bottom-up LRIC+ will be applied from 1 September 2013, and a further decrease to 0.9 MKD/min calculated using Bottom-up pure LRIC will be applied from 1 September 2014.

In October 2011 the Agency announced public call for submission of requests for acquiring a radiofrequency license for mobile services in 790 – 862 MHz frequency band, as well as in the 1800 MHz.

In August 2012, a Public Tender with a Public Auction for one radiofrequency license of 2 x 10 MHz in 790 - 862 MHz band (LTE) for public mobile services was published. Since the minimum number of two interested operators for the auction to take place was not met, in September 2012 the tender was re-opened under a procedure without public auction. The due date for submission of bids was 24 October 2012. The tender was unsuccessful because no existing or new operator submitted a bid.

In August 2012, a Public Tender for radiofrequencies of 2 x 10 MHz at 1800 MHz (GSM, DCS and IMT-2000/UMTS) for public mobile services was published and concluded in September 2012. VIP Operator won the license.

In October 2012, the Agency requested changes of subsidiary's RIO in the direction of allowing termination of transited traffic into a subsidiary network. This intervention of the Agency was made in the RIOs of all operators in order to enable wider space for transit of traffic.

Starting with August 2006, the Company has more than 100 shareholders, as a result of the sale of Governmental shares through auction organized by the Government during June 2006. According to the Law on securities it qualifies as company with special reporting obligations, which mainly, encompasses provision of quarterly, semi-annual and annual financial information to the Securities Exchange Commission of the Republic of Macedonia.

The Company's registered address is "Kej 13 Noemvri" No 6, 1000, Skopje, Republic of Macedonia. The average number of employees based on the working hours during 2012 was 1,655 (2011: 1,670).

1.2. Investigation into certain consultancy contracts

On 13 February 2006, Magyar Telekom Plc., the controlling owner of the Company, (via Stonebridge Communications AD - Skopje (under liquidation), majority shareholder of the Company), announced that it was investigating certain contracts entered into by another subsidiary of Magyar Telekom Plc. to determine whether the contracts were entered into in violation of Magyar Telekom Plc. policy or applicable law or regulation. Magyar Telekom's Audit Committee retained White & Case, as its independent legal counsel to conduct the internal investigation. Subsequent to this on 19 February 2007, the Board of Directors of the Company, based on the recommendation of the Audit Committee of the Company and the Audit Committee of Magyar Telekom Plc., adopted a resolution to conduct an independent internal investigation regarding certain contracts in Macedonia.

Based on publicly available information, as well as information obtained from Magyar Telekom and as previously disclosed, Magyar Telekom's Audit Committee conducted an internal investigation regarding certain contracts relating to the activities of Magyar Telekom and/or its affiliates in Montenegro and Macedonia that totalled more than EUR 31 million. In particular, the

Notes to the consolidated financial statements

internal investigation examined whether Magyar Telekom and/or its Montenegrin and Macedonian affiliates had made payments prohibited by U.S. laws or regulations, including the U.S. Foreign Corrupt Practices Act (the "FCPA"). The Company has previously disclosed the results of the internal investigation.

Magyar Telekom's Audit Committee informed the U.S. Department of Justice (the "DOJ") and the U.S. Securities and Exchange Commission (the "SEC") of the internal investigation. The DOJ and the SEC commenced investigations into the activities that were the subject of the internal investigation. For further information about the internal investigation, please refer to the financial statements of the Company for the previous years.

In 2011, Magyar Telekom entered into final settlements with the DOJ and the SEC to resolve the DOJ's and the SEC's investigations relating to Magyar Telekom. The settlements concluded the DOJ's and the SEC's investigations.

Magyar Telekom has entered into a two-year deferred prosecution agreement (the "DPA") with the DOJ, under which Magyar Telekom was charged with a violation of the anti-bribery provisions of the FCPA and two violations of the books and records provisions of the FCPA. In accordance with the DPA, on 29 December 2011, the DOJ filed a criminal information (the "Information") setting out these charges in the U.S. District Court for the Eastern District of Virginia. Magyar Telekom has agreed to admit to the DOJ's allegations and to acknowledge responsibility for the acts as charged in the Information. Magyar Telekom has agreed to pay a criminal penalty of USD 59.6 million to cooperate with the DOJ in future investigations, to refrain from any violations of U.S. federal criminal law, to continue to operate a compliance program and to report to the DOJ annually regarding the compliance program during the term of the DPA. The DOJ will seek to dismiss the charges upon conclusion of the two-year term, unless Magyar Telekom violates the terms of the DPA.

On 29 December 2011, the SEC filed in the U.S. District Court for the Southern District of New York a Complaint (the "Complaint") and a proposed Final Judgment against Magyar Telekom (the "Final Judgment"). Without admitting or denying the allegations in the Complaint, Magyar Telekom consented to the filing of the Complaint and entry of the Final Judgment to resolve the SEC's investigation. The Complaint alleged civil violations of the FCPA's anti-bribery, books and records and internal control provisions. The Final Judgment, which was approved by the U.S. District Court for the Southern District of New York on 3 January 2012, permanently enjoined Magyar Telekom from violating these provisions and required Magyar Telekom to pay USD 25.2 million for disgorgement of profits and USD 6.0 million of prejudgment interest thereon.

The final settlements recognize the DOJ's and the SEC's consideration of Magyar Telekom's self-reporting, thorough internal investigation, remediation and cooperation with the DOJ's and the SEC's investigations. Magyar Telekom has undertaken several remedial measures to address the issues identified during the course of these investigations. These measures include steps designed to revise and enhance Magyar Telekom's internal controls, as well as the establishment of the Corporate Compliance Program. The Corporate Compliance Program promotes awareness of Magyar Telekom's compliance policies and procedures through training, the operation of a whistleblower hotline, and monitoring of, and communications with, employees and subsidiaries of Magyar Telekom. Magyar Telekom remains fully committed to responsible corporate behaviour.

On 6 January 2012 Magyar Telekom paid a criminal penalty of USD 59.6 million pursuant to the settlement with the DOJ and on 23 January 2012 Magyar Telekom paid USD 25.2 million for disgorgement of profits and USD 6.0 million of prejudgment interest pursuant to the settlement with the SEC, totalling USD 90.8 million paid with respect to the settlements with the DOJ and the SEC.

The above-referenced settlement by Magyar Telekom and associated liability was not recorded in the consolidated financial statements of the Group. These amounts were reflected in the consolidated financial statements of Magyar Telekom and are not reflected in the consolidated financial statements of the Company.

According to the information provided to the Company by Magyar Telekom Plc., on 2 December 2009, the Audit Committee of Magyar Telekom Plc., provided the Magyar Telekom's Board of Directors with a "Report of Investigation to the Audit Committee of Magyar Telekom Plc." dated 30 November 2009 (the "Final Report").

In relation to the issuance of the Final Report and the information provided to the Company by Magyar Telekom, in January 2010 the Chairman of the Company's Board of Directors requested third party legal and tax expertise for assessment of the potential accounting and tax implications arising from the transactions conducted by the Company and its subsidiary subject to the Final Report.

The external experts prepared reports (the "Reports") on their assessment and submitted the Reports to the Chairman of the Company's BoD and the Management of the Company and its subsidiary accordingly. As a result, based on the analysis of the Tax and Legal experts and information available to the Management related to the transactions subject of the Final Report, amount of MKD 248,379 thousand has been identified as potential tax impact, together with related penalty interest, as of 31

Notes to the consolidated financial statements

December 2009 arising from the transactions conducted by the Company and its subsidiary subject to the Final Report. In 2010 the amount related to the identified potential tax impact, together with related penalty interest, amounted to MKD 261,834 thousand out of which MKD 227,972 thousand related to the Company were paid in 2010 upon an executive decision issued by the Public Revenue Office. In 2012 the amount of MKD 36,724 thousand related to the identified potential tax impact, together with related penalty interest, in the subsidiary was paid upon an executive decision issued by the Public Revenue Office (see note 14). In addition, the value of one contract of MKD 105,147 thousand capitalised within treasury shares was corrected in 2009 consolidated financial statements and was accounted for as though these payments had been expensed in 2006 rather than capitalized as part of treasury shares as originally reported. The other contracts that were identified by the Final Report and the reports of the tax and legal experts related to transactions undertaken by the Company and its subsidiary were expensed in the related periods (2001-2007).

In May 2008, the Ministry of Interior ("MOI") of the Republic of Macedonia ("RoM") submitted to the Company an official written request for information and documentation regarding certain payments for consultancy services and advance dividend, as well as certain procurements and contracts. In June 2008 the Company submitted copies from the requested documents. In the same period, T-Mobile Macedonia has also received similar requests for provision of certain documentation to the Ministry of Interior of RM and they were submitted accordingly.

In October 2008 the Investigation Judge from the Primary Court Skopje 1 – Skopje (the criminal court), has issued an official written order to the Company to handover certain original documentation. Later in October 2008, the Company officially and personally handed over the requested documentation. Additional MOI requests in written were submitted and the Company provided the requested documentation.

We understand, based on public information available as of 10 December 2008, that the MOI Organized Crime Department submitted the files to the Basic Public Prosecution Office of Organized Crime and Corruption, with a proposal to bring criminal charges against Attila Szendrei (former CEO of Makedonski Telekom AD - Skopje), Rolf Plath (former CFO of Makedonski Telekom AD - Skopje), Mihail Kefaloyannis (former member of the Board of Directors in Stonebridge and former member of the Board of Directors in Telemacedonia) and Zoltan Kisjuhász (former CEO of Stonebridge and former non-executive member of the Board of Directors of Makedonski Telekom AD - Skopje) on the account of a reasonable doubt for committed criminal act. These individuals are proposed to be charged with having "abuse of office and authorizations" in their position in Makedonski Telekom AD - Skopje by concluding consultancy contracts for which there was no intention or need for any services in return.

The Primary Court Skopje 1 in Skopje, Investigative Department for Organized Crime delivered a summon to the Company in connection with the criminal charges against the above stated persons and asked for a statement whether the Company has suffered any damages on the basis of the said consultancy contracts.

After several postponements of the court hearing related to the investigation procedure handled in the Primary Court Skopje 1 Skopje, on the hearing held on 13 April 2009, the representatives of Makedonski Telekom AD Skopje declared the position of the Company that taking into consideration the ongoing independent internal investigation conducted by White & Case, approved by the Company's BoD, it was premature to preannounce any damage which may be caused by means of the implementation of the mentioned contracts or with reference to them. An expertise was performed on 11 May 2010 and the experts from Ministry of Justice of the Republic of Macedonia – Court Expertise Office – Skopje, asked for some additional documents from Company's side in order to prepare the expertise. The experts asked additional information related to certain agreements concluded in 2005 and 2006, and related invoices. The Company has collected and submitted requested information/documentation to the Court Expertise Office on 1 November 2010.

On 14 March 2011, the Company received from the Primary Court Skopje 1 a copy of the "Finding and Opinion", dated November 2010, issued by the Bureau of Judicial Expertise to the Primary Court Skopje 1 as a result of the expertise procedure. The "Finding and Opinion" addresses and contains conclusions regarding five contracts entered into with Chaptex and Cosmotelco in 2005 and 2006 and formerly reviewed by the Audit Committee of Magyar Telekom. The "Finding and Opinion" concludes that, based on these contracts, expenditures in the amount of EUR 3.975 million were made by the Company and Stonebridge to Chaptex "without evidence for performed services"; accordingly, shareholders of the Company and Stonebridge in the proportion of their shareholding, suffered damages in the aforementioned aggregate amount as result of decreased proceeds for payment of dividend in 2005 and 2006.

Based on publically available information, we understand that the Public Prosecutor has filed an indictment in 2011 against Mr. Szendrei, Mr. Kisjuhász and Mr. Plath, but not against Mr. Kefaloyannis. The court hearing has taken place at the end of 2011, but it was postponed since the court could not provide presence of any of the defendants. The Company, as damaged party in this case, has not received official court invitation for the hearing.

Notes to the consolidated financial statements

Pursuant to the questions posed by the investigative judge, it could be concluded that the public prosecutor has addressed the Company as party damaged by the actions of the defendants. However, based on the content of the order for expertise issued by the investigative judge, and on the basis of the expert opinion, it can be concluded that now damaged parties are shareholders of the Company (Stonebridge AD Skopje, Republic of Macedonia and minority shareholders) and therefore the state budget, as the Republic of Macedonia is a shareholder in the Company. Therefore, the public prosecutor should clear out who is considered as damage party in this particular case, which is of significant importance for the position of the Company in this proceeding and its further actions. At the moment there aren't any indications that the Company could be found liable and made to pay any penalties or fines for the criminal procedure which is initiated against the individuals and accordingly the Group did not record any provision.

On 23 February 2012 the Company received a request for documentation from the Financial Police Office of the Ministry of Finance of RoM related to certain consultancy contract and underlying documentation, which were also provided to White & Case during the internal investigation. The Company responded to the request accordingly.

We have not become aware of any information as a result of a request from any regulators or other external parties, other than as described above, from which we have concluded that the financial statements may be misstated, including from the effects of a possible illegal act.

Notes to the consolidated financial statements

2. SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies adopted in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1. Basis of preparation

The consolidated financial statements of Makedonski Telekom AD – Skopje have been prepared in accordance with International Financial Reporting Standards ("IFRS").

The consolidated financial statements are presented in Macedonian denars rounded to the nearest thousand.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 4. Actual results may differ from those estimated.

2.1.1. Standards, amendments and interpretations effective and adopted by the Group in 2012

- IFRS 7 (amended). The IASB published an amendment to IFRS 7 Amendments to IFRS 7 Financial Instruments: Disclosures in October 2010. The amendment requires quantitative and qualitative disclosures regarding transfers of financial assets that do not result in entire derecognition, or that result in continuing involvement. This is intended to allow users of financial statements to improve their understanding of such transactions (for example, securitizations), including understanding the possible effects of any risks that may remain with the entity that transferred the assets. The amendments also require additional disclosures if a disproportionate amount of such transactions are undertaken around the end of a reporting period. The application of the amendment is required for annual periods beginning on or after 1 July 2011. An earlier application is permitted. The adoption of the amended standard did not result in significant changes in the financial statements disclosures of the Group.

2.1.2. Standards, amendments and interpretations effective in 2012 but not relevant for the Group

- IFRS 1 (amended). The IASB amended IFRS 1 in January 2010 and in December 2010. As the Group has been reporting according to IFRS for many years, neither the original standard, nor any revision to that is relevant for the Group.
- IAS 12 (amended). In December 2010, the IASB issued the pronouncement "Deferred Tax: Recovery of Underlying Assets - Amendments to IAS 12". The new pronouncement "Deferred Tax: Recovery of Underlying Assets - Amendments to IAS 12" sets presumptions for the recovery (e.g. use or sale) of certain assets. This is relevant in cases where the type of recovery has different tax consequences. The pronouncement sets the rebuttable presumption that the carrying amount of investment property that is measured using the fair value model in IAS 40 will be recovered through sale. Moreover, the carrying amount of a non-depreciable asset measured using the revaluation model in IAS 16 is always deemed to be recovered through sale. The amendment supersedes SIC 21 and shall be applied for annual periods beginning on or after 1 January 2012. Earlier application is permitted. As the Group does not have investment properties or non-depreciable asset measured using the revaluation model in IAS 16, the amended standard did not have any impact on the Group's financial statements.

2.1.3. Standards, amendments and interpretations that are not yet effective and have not been early adopted by the Group

- IAS 1 (amended). The IASB published amendments to IAS 1 Presentation of Financial Statements in June 2011. The amendments to IAS 1 retain the 'one or two statement' approach at the option of the entity and only revise the way other comprehensive income is presented: requiring separate subtotals for those elements which may be reclassified to the profit or loss section of the income statement (recycled) and those elements that will not. The application of the amendment is required for annual periods beginning on or after 1 July 2012.
- IAS 19 (amended). The IASB published amendments to IAS 19 - Employee Benefits in June 2011. The amendments focus on the following key areas:

Notes to the consolidated financial statements

- Recognition (only defined benefit plans) - elimination of the "corridor approach"
- Presentation (only defined benefit plans) - gains and losses that arises from re-measurements should be presented (only) in other comprehensive income (elimination of the remaining options)
- Disclosures - enhancing of disclosure requirements, e.g.
 - the characteristics of a company's defined benefit plans,
 - amounts recognized in the financial statements,
 - risks arising from defined benefit plans and
 - participation in multi-employer plans
- Improved / clarified guidance relating to several areas of the standard, e.g.
 - classification of benefits,
 - recognition of termination benefits and
 - interest rate relating to the expected return on the plan assets

The application of the amendment is required for annual periods beginning on or after 1 January 2013. We do not expect that the adoption of the amended standard would result in significant changes in the financial statements of the Group.

- IFRS 7 (amended). In December 2011 the IASB issued Disclosures – Offsetting Financial Assets and Financial Liabilities – Amendments to IFRS 7. The amendments clarify the accounting requirements for offsetting financial instruments and introduce new disclosure requirements that aim to improve the comparability of financial statements prepared in accordance with IFRS and US GAAP. The application of the amendment is required for annual periods beginning on or after 1 January 2013. The Group is currently analysing the possible changes in the disclosures in the financial statements of the Group.
- IFRS 9 Financial Instruments. The standard forms the first part of a three-phase project to replace IAS 39 (Financial Instruments: Recognition and Measurement) with a new standard, to be known as IFRS 9 Financial Instruments. IFRS 9 prescribes the classification and measurement of financial assets and liabilities. The remaining phases of this project, dealing with the impairment of financial instruments and hedge accounting, as well as a further project regarding derecognition, are in progress.

Financial assets – At initial recognition, IFRS 9 requires financial assets to be measured at fair value. After initial recognition, financial assets continue to be measured in accordance with their classification under IFRS 9. Where a financial asset is classified and measured at amortized cost, it is required to be tested for impairment in accordance with the impairment requirements in IAS 39. IFRS 9 defines the below rules for classification.

- IFRS 9 requires that financial assets are classified as subsequently measured at either amortized cost or fair value. There are two conditions needed to be satisfied to classify financial assets at amortized cost: (1) The objective of an entity's business model for managing financial assets has to be to hold assets in order to collect contractual cash flows; and (2) The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Where either of these conditions is not satisfied, financial assets are classified at fair value.
- Fair Value Option: IFRS 9 permits an entity to designate an instrument, that would otherwise have been classified in the amortized cost category, to be at fair value through profit or loss if that designation eliminates or significantly reduces a measurement or recognition inconsistency ('accounting mismatch').
- Equity instruments: The default category for equity instruments is at fair value through profit or loss. However, the standard states that an entity can make an irrevocable election at initial recognition to present all fair value changes for equity investments not held for trading in other comprehensive income. These fair value gains or losses are not reported as part of a reporting entity's profit or loss, even when a gain or loss is realized. Only dividends received from these investments are reported in profit or loss.
- Embedded derivatives: The requirements in IAS 39 for embedded derivatives have been changed by no longer requiring that embedded derivatives be separated from financial asset host contracts.

Notes to the consolidated financial statements

- Reclassification: IFRS 9 requires reclassification between fair value and amortized cost when, and only when there is a change in the entity's business model. The 'tainting rules' in IAS 39 have been eliminated.

Financial liabilities – IFRS 9 “Financial Instruments” sets the requirements on the accounting for financial liabilities and replaces the respective rules in IAS 39 “Financial Instruments: Recognition and Measurement”. The new pronouncement:

- Carries forward the IAS 39 rules for the recognition and derecognition unchanged.
- Carries forward most of the requirements in IAS 39 for classification and measurement.
- Eliminates the exception from fair value measurement for derivative liabilities that are linked to and must be settled by delivery of an unquoted equity instrument.
- Changes the requirements related to the fair value option for financial liabilities to address own credit risk.

An entity shall apply IFRS 9 for annual periods beginning on or after 1 January 2015. Earlier adoption is permitted. A reporting entity must apply IFRS 9 retrospectively. For entities that adopt IFRS 9 for periods before 1 January 2012 the IFRS provides transition relief from restating comparative information. The Group is currently analysing the possible changes in the financial statements of the Group that will be a result of the adoption of the new standard.

- IFRS 10, IFRS 11, IFRS 12, IAS 27 (amended) and IAS 28 (amended). The IASB published IFRS 10 Consolidated Financial Statements, IFRS 11 Joint Arrangements, IFRS 12 Disclosures of Interests in Other Entities and amendments to IAS 27 Separate Financial Statements and IAS 28 Investments in Associates and Joint Ventures in May 2011.

IFRS 10 replaces the consolidation guidance in IAS 27 Consolidated and Separate Financial Statements and SIC-12 Consolidation – Special Purpose Entities by introducing a single consolidation model for all entities based on control, irrespective of the nature of the investee (i.e., whether an entity is controlled through voting rights of investors or through other contractual arrangements as is common in special purpose entities). Under IFRS 10, control is based on whether an investor has:

- power over the investee;
- exposure, or rights, to variable returns from its involvement with the investee; and
- the ability to use its power over the investee to affect the amount of the returns.

IFRS 11 introduces new accounting requirements for joint arrangements, replacing IAS 31 Interests in Joint Ventures. The option to apply the proportional consolidation method when accounting for jointly controlled entities is removed. Additionally, IFRS 11 eliminates jointly controlled assets to now only differentiate between joint operations and joint ventures. A joint operation is a joint arrangement whereby the parties that have joint control have rights to the assets and obligations for the liabilities. A joint venture is a joint arrangement, whereby the parties that have joint control have rights to the net assets.

IFRS 12 will require enhanced disclosures about both consolidated entities and unconsolidated entities in which an entity has involvement. The objective of IFRS 12 is to require information so that financial statement users may evaluate the basis of control, any restrictions on consolidated assets and liabilities, risk exposures arising from involvements with unconsolidated structured entities and non-controlling interest holders' involvement in the activities of consolidated entities.

The requirements relating to separate financial statements are unchanged and are included in the amended IAS 27 Separate Financial Statements. The other portions of IAS 27 are replaced by IFRS 10.

IAS 28 Investments in Associates and Joint Ventures is amended for conforming changes based on the issuance of IFRS 10, IFRS 11 and IFRS 12.

In June 2012 the IASB published amendments to IFRS 10, IFRS 11 and IFRS 12 on transition guidance. These amendments provide additional transition relief to IFRSs 10, 11 and 12, limiting the requirement to provide adjusted comparative information to only the preceding comparative period. For disclosures related to unconsolidated structured entities, the amendments will remove the requirement to present comparative information for periods before IFRS 12 is first applied.

Notes to the consolidated financial statements

An entity shall apply this package of five new and revised standards (including the amendments) for annual periods beginning on or after 1 January 2013. We do not expect that their adoption would result in significant changes in the financial statements of the Group.

- IFRS 13 The IASB published IFRS 13 Fair Value Measurement in May 2011 in order to replace the guidance on fair value measurement in existing IFRS accounting literature with a single standard. The IFRS is the result of joint efforts by the IASB and FASB to develop a converged fair value framework. IFRS 13 defines fair value, provides guidance on how to determine fair value and requires disclosures about fair value measurements. However, IFRS 13 does not change the requirements regarding which items should be measured or disclosed at fair value. IFRS 13 seeks to increase consistency and comparability in fair value measurements and related disclosures through a 'fair value hierarchy'. The hierarchy categorizes the inputs used in valuation techniques into three levels. The hierarchy gives the highest priority to (unadjusted) quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. If the inputs used to measure fair value are categorized into different levels of the fair value hierarchy, the fair value measurement is categorized in its entirety in the level of the lowest level input that is significant to the entire measurement (based on the application of judgment). The new standard should be applied for annual periods beginning on or after 1 January 2013. Earlier application is permitted. We do not expect that the adoption of the new standard would result in significant changes in the financial statements of the Group.
- IAS 32 (amended). In December 2011 the IASB issued Offsetting Financial Assets and Financial Liabilities (Amendments to IAS 32). These amendments are to the application guidance in IAS 32, 'Financial instruments: Presentation', and clarify some of the requirements for offsetting financial assets and financial liabilities on the balance sheet. The application of the amendment is required for annual periods beginning on or after 1 January 2014. The Group is currently analysing the possible changes in the disclosures in the financial statements of the Group that will be a result of the amendment of the standard.

2.1.4. Standards, amendments and interpretations that are not yet effective and not relevant for the Group's operations

- IFRIC 20 In October 2011, the IASB published IFRIC 20 Stripping Costs in the Production Phase of a Surface Mine. The interpretation shall be applied for annual periods beginning on or after 1 January 2013. Earlier application is permitted. As the Group does not have mining activity, the interpretation will not have any impact on the Group's financial statements.
- IFRS 1 The IASB amended IFRS 1 in March 2012 and in May 2012. The amendments should be applied for annual periods beginning on or after 1 January 2013. As the Group has been reporting according to IFRS for many years, neither the original standard, nor any revision to that is relevant for the Group.
- IFRS 10, IFRS 12 and IAS 27 (amended) Investment Entities. In October 2012, the IASB issued Investment Entities (Amendments to IFRS 10, IFRS 12 and IAS 27). These amendments include: the creation of a definition of an investment entity; the requirement that such entities measure investments in subsidiaries at fair value through profit or loss instead of consolidating them; new disclosure requirements for investment entities; and requirements for an investment entity's separate financial statements. The amendments are effective from 1 January 2014 with early adoption permitted. As the Group does not have investment entities, the amendment will not have any impact on the Group's financial statements.

2.2. Consolidation

2.2.1. Subsidiaries

Subsidiaries are those enterprises controlled by the Company. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an enterprise, generally accompanying a shareholding of more than half of the voting rights, so as to obtain benefits from its activities. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

Intra-group balances and transactions, and any unrealised gains arising from intra-group transactions, are eliminated in preparing the consolidated financial statements.

Notes to the consolidated financial statements

The subsidiaries of the Company and the ownership interest are presented below:

	Country of incorporation	Ownership interest As at 31 December 2012	Ownership interest As at 31 December 2011
T-Mobile Macedonia AD	Macedonia	100	100
e-Makedonija	Macedonia	100	100

2.3. Foreign currency translation

2.3.1. Functional and presentation currency

The consolidated financial statements are presented in thousands of Macedonian denars, which is the Company's functional and presentation currency.

2.3.2. Transactions and balances

Transactions in foreign currencies are translated to denars at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the financial statement date are translated to denars at the foreign exchange rate ruling at that date. Foreign exchange differences arising on translation are recognized in the Profit for the year (Finance income/expenses). Non-monetary financial assets and liabilities denominated in foreign currency are translated to denars at the foreign exchange rate ruling at the date of transaction.

The foreign currencies deals of the Group are predominantly EURO (EUR) and United States Dollars (USD), based. The exchange rates used for translation at 31 December 2012 and 31 December 2011 were as follows:

	2012 MKD	2011 MKD
1 USD	46.65	47.53
1 EUR	61.50	61.51

2.4. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets of the Group include, cash and cash equivalents, deposits with banks, equity instruments of another entity (available-for-sale and at fair value through profit or loss) and contractual rights to receive cash (trade and other receivables) or another financial asset from another entity.

Financial liabilities of the Group include liabilities that originate from contractual obligations to deliver cash or another financial asset to another entity (non-derivatives). In particular, financial liabilities include trade and other payables.

2.4.1. Financial assets

The Group classifies its financial assets in the following categories:

- (a) financial assets at fair value through profit or loss
- (b) loans and receivables
- (c) available-for-sale financial assets (AFS)

The classification depends on the purpose for which the financial asset was acquired. Management determines the classification of financial assets at their initial recognition.

Regular way purchases and sales of financial assets are recognized on the trade-date, the date on which the Group commits to purchase or sell the asset. Investments are initially recognized at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially recognized at fair value, and transaction costs are expensed within Profit or Loss.

Notes to the consolidated financial statements

The Group assesses at each financial statement date whether there is objective evidence that a financial asset is impaired. There is objective evidence of impairment if as a result of loss events that occurred after the initial recognition of the asset have an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

Impairment losses of financial assets are recognized in the Profit for the year against allowance accounts to reduce the carrying amount until the derecognition of the financial asset, when the net carrying amount (including any allowance for impairment) is derecognized from the Consolidated statement of financial position. Any gains or losses on derecognition are calculated and recognized as the difference between the proceeds from disposal and the (net) carrying amount derecognized.

Financial assets are derecognized when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership.

(a) Financial assets at fair value through profit or loss

This category comprises those financial assets designated at fair value through profit or loss at inception. A financial asset is classified in this category if the Group manages such asset and makes purchase and sale decisions based on its fair value in accordance with the Group investment strategy for keeping investments within portfolio until there are favourable market conditions for their sale.

'Financial assets at fair value through profit or loss' are subsequently carried at fair value. Gains or losses arising from changes in the fair value of the 'financial assets at fair value through profit or loss' category are recognized in the Profit for the year (Finance income/expenses) in the period in which they arise.

Dividend income from financial assets at fair value through profit or loss is recognized in the Profit for the year when the Group's right to receive payments is established and inflow of economic benefits is probable.

(b) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except those with maturities over 12 months after the financial statement date. These are classified as non-current assets.

The following items are assigned to the "loans and receivables" measurement category:

- cash and cash equivalents
- deposits with bank
- trade receivables
- other receivables
- employee loans
- receivables and loans to third parties

Loans and receivables are initially recognized at fair value and subsequently carried at amortized cost using the effective interest method.

Cash and cash equivalents

Cash and cash equivalents include cash on hand, call deposits held with banks and other short-term highly liquid investments with original maturities of three months or less.

Should an impairment on cash and cash equivalents occur, it would be recognized in the Profit for the year (Finance expenses).

Trade and other receivables

Trade and other receivables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method, less provision for impairment. A provision for impairment of trade and other receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy

Notes to the consolidated financial statements

or financial reorganization, and default or delinquency in payments are considered indicators that the trade receivable is impaired.

If there is objective evidence that an impairment loss on loans and receivables carried at amortized cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). The carrying amount of the asset is reduced through the use of an allowance account, and the amount of the loss is recognized in the Profit for the year (Other operating expenses – Impairment losses on trade and other receivables).

The Group's policy for collective assessment of impairment is based on the ageing of the receivables due to the large number of relatively similar type of customers.

Individual valuation is carried out for the largest customers and international customers and also for customers under litigation and bankruptcy proceedings. In 2011 the Group performed detailed analysis of the customers' portfolios and included in the individual valuation also the customers of interconnection services. Itemized valuation is also performed in special circumstances.

When a trade receivable is established to be uncollectible, it is written off against the Profit for the Year (Other operating expenses – Impairment losses on trade and other receivables) with a parallel release of the cumulated impairment on the allowance account for trade receivables. Subsequent recoveries of amounts previously written off are credited against the recognized loss in the Profit for the year.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized (such as an improvement in the debtor's credit rating), the previously recognized impairment loss shall be reversed by adjusting an allowance account. The reversal shall not result in a carrying amount of the financial asset that exceeds what the amortized cost would have been had the impairment not been recognized at the date the impairment is reversed. The amount of the reversal shall be recognized in the Profit for the year as a reduction to Other operating expenses (Impairment losses on trade and other receivables).

Amounts due to, and receivable from, other network operators are shown net where a right of set-off exists and the amounts are settled on a net basis (such as receivables and payables related to international traffic).

Employee loans

Employee loans are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method.

Difference between the nominal value of the loan granted and the initial fair value of the employee loan is recognized as prepaid employee benefits. Interest income on the loan granted calculated by using the effective interest method is recognized as finance income, while the prepaid employee benefits are amortized to Personnel expenses evenly over the term of the loan.

Impairment losses on Employee loans, if any, are recognized in the Profit for the year (Personnel expenses).

(c) Available-for-sale financial assets (AFS)

Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless management intends to dispose of the investment within 12 months of the financial statement date. Purchases and sales of investments are recognized on the trade-date – the date on which the Group commits to purchase or sell the asset.

Subsequent to initial recognition all available-for-sale financial assets are measured at fair value, except that any instrument that does not have a quoted market price in an active market and whose fair value cannot be reliably measured is stated at cost, including transaction costs, less impairment losses. The intention of the Company is to dispose these assets when there are favourable market conditions for their sale. Changes in the fair value of financial assets classified as available for sale are recognized in Other comprehensive income. When financial assets classified as available for sale are sold or impaired, the accumulated fair value adjustments recognized in equity are included in the Profit for the year as gains and losses from investment securities.

The Group assesses at each financial statement date whether there is objective evidence that a financial asset is impaired. There is objective evidence of impairment if as a result of loss events that occurred after the initial recognition of the asset have an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably

Notes to the consolidated financial statements

estimated. If any such evidence exists for AFS financial assets, the cumulative unrealized gain (if any) is reclassified from Other comprehensive income to Profit for the year, and any remaining difference is also recognized in the Profit for the year (Finance income). Impairment losses recognized on equity instruments are not reversed through the Profit for the year.

When AFS financial assets are sold or redeemed, therefore derecognized, the fair value adjustments accumulated in equity are reclassified from Other comprehensive income to Profit for the year (Finance income).

2.4.2. Financial liabilities

Trade and other payables

Trade and other payables (including accruals) are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method. The carrying values of trade and other payables approximate their fair values due to their short maturity.

Long term financial liabilities are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method.

2.5. Inventories

Inventories are stated at the lower of cost or net realisable value. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated selling expenses.

The cost of inventories is based on weighted average cost formula and includes expenditure incurred in acquiring the inventories and bringing them to their existing location and condition.

Phone sets are often sold for less than cost in connection with promotions to obtain new subscribers with minimum commitment periods. Such loss on the sale of equipment is only recorded when the sale occurs as they are sold as part of a profitable service agreement with the customer and if the normal resale value is higher than the cost of the phone set. If the normal resale value is lower than costs, the difference is recognized as impairment immediately.

Impairment losses on Inventories are recognized in Other operating expenses (Write down of inventories to net realisable value).

2.6. Non-current assets held for sale

An asset is classified as held for sale if it is no longer needed for the future operations of the Group, and has been identified for sale, which is highly probable and expected to take place within 12 months. These assets are accounted for at the lower of carrying value or fair value less cost to sell. Depreciation is discontinued from the date of designation to the held for sale status. When an asset is designated for sale, and the fair value is determined to be lower than the carrying amount, the difference is recognized in the Profit for the year (Depreciation and amortisation) as an impairment loss.

2.7. Property, plant and equipment (PPE)

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses (see note 2.9).

The cost of an item of PPE comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. The initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located is also included in the costs if the obligation incurred can be recognized as a provision according to IAS 37 – Provisions, Contingent Liabilities and Contingent Assets.

In 2011, Law on acting with illegally built facilities was enacted, according to which the Group will incur certain expenditures related to obtaining complete documentation for base stations and fix line infrastructure in accordance to applicable laws in Republic of Macedonia. The Group capitalises those expenditures as incurred. The capitalised expenditures are included within Property, plant and equipment (see note 11).

The cost of self-constructed assets includes the cost of materials and direct labour.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be

Notes to the consolidated financial statements

measured reliably. The carrying amount of the replaced part is derecognized. All other repairs and maintenance are charged to the Profit for the year during the financial period in which they are incurred.

When assets are scrapped, the cost and accumulated depreciation are removed from the accounts and the loss is recognized in the Profit for the year as depreciation expense.

When assets are sold, the cost and accumulated depreciation are removed from the accounts and any related gain or loss, determined by comparing proceeds with carrying amount, is recognized in the Profit for the year (Other operating income).

Depreciation is charged to the Profit for the year on a straight-line basis over the estimated useful lives of items of property, plant and equipment. Assets are not depreciated until they are available for use. Land is not depreciated. The assets useful lives and residual values are reviewed, and adjusted if appropriate, at least once a year. For further details on the groups of assets impacted by the most recent useful life revisions see note 11.

The estimated useful lives are as follows:

	2012	2011
	Years	Years
Buildings	20-40	20-40
Aerial and cable lines	20-25	20-25
Telephone exchanges	7-10	10
Base stations	10	10
Computers	4	4
Furniture and fittings	4-10	4-10
Vehicles	4-10	4-10
Other	2-15	2-15

2.8. Intangible assets

Intangible assets that are acquired by the Group are stated at cost less accumulated amortisation and impairment losses (see note 2.9).

Subsequent expenditure on capitalised intangible assets is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is expensed as incurred.

The useful lives of concession and licenses are determined based on the underlying agreements and are amortized on a straight line basis over the period from availability of the frequency for commercial use until the end of the initial concession or license term. No renewal periods are considered in the determination of useful life (see note 12).

The estimated useful lives are as follows:

	2012	2011
	Years	Years
Software and software licences	2-5	2-5
Concession	18	18
3G licence and 2G 1800 MHz licence	10	10

Amortisation is charged to the Profit for the year on a straight-line basis over the estimated useful lives of intangible assets. Intangible assets are amortised from the date they are available for use. The assets useful lives are reviewed, and adjusted if appropriate, at least once a year.

In determining whether an asset that incorporates both intangible and tangible elements should be treated under IAS 16 - Property, Plant and Equipment or as an intangible asset under IAS 38 - Intangible Assets, management uses judgment to assess which element is more significant and recognizes the assets accordingly.

2.9. Impairment of PPE and intangible assets

Assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment.

Notes to the consolidated financial statements

Assets that are subject to amortisation or depreciation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of the asset's fair value less costs to sell and its value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units - CGUs).

Impairment losses are recognized in the Profit for the year (Depreciation and amortisation). Non-financial assets that suffered impairment are reviewed for possible reversal of the impairment at each reporting date.

2.10. Provisions and contingent liabilities

Provisions are recognized when the Group has a present legal or constructive obligation as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made.

Provisions are measured and recorded as the best estimate of the expenditure required to settle the present obligation at the financial statement date. The estimate can be calculated as the weighted average of estimated potential outcomes or can also be the single most likely outcome. The provision charge is recognized in the Profit for the year within the expense corresponding to the nature of the provision.

No provision is recognized for contingent liabilities. A contingent liability is a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity; or a present obligation that arises from past events but is not recognized because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or the amount of the obligation cannot be measured with sufficient reliability.

2.11. Share capital

Ordinary shares are classified as equity.

2.12. Treasury shares

When the Group purchases its equity share capital (treasury shares), the consideration paid, including any directly attributable incremental costs (net of income taxes), is deducted from equity attributable to the Group's equity holders until the shares are cancelled or reissued. When such shares are subsequently reissued, any consideration received (net of any directly attributable incremental transaction costs and the related income tax effects) is included in equity attributable to the Group's equity holders.

2.13. Other reserves

Under local statutory legislation, the Group members are required to set aside 15 percent of its net statutory profit for the year in a statutory reserve until the level of the reserve reaches 1/5 of the share capital. These reserves are used to cover losses and are not distributed to shareholders except in the case of bankruptcy of the Group members.

2.14. Revenues

Revenues for all services and equipment sales (see note 16) are shown net of VAT, discounts and after elimination of sales within the Group. Revenue is recognized when the amount of the revenue can be reliably measured, and when it is probable that future economic benefits will flow to the Group and specific criteria of IAS18 on the sale of goods and rendering of services are met for the provision of each of the Group's services and sale of goods.

Customers of the Group are granted loyalty awards (credit points) based on their usage of the Group's services including timely payment of their invoices. Loyalty awards can be accumulated and redeemed to obtain future benefits (e.g. handsets, telecommunication equipment, etc.) from the operators of the Group. When customers earn their credit points, the fair value of the credit points earned are deducted from the revenue invoiced to the customer, and recognized as Other liabilities (deferred revenue). On redemption (or expiry) of the points, the deferred revenue is released to revenue as the customer collected (or waived) the undelivered element of the deemed bundle.

Notes to the consolidated financial statements

Revenues from operating leases are recognized on a straight line basis over the period the services are provided.

2.14.1. Fixed line and mobile telecommunications revenues

Revenue is primarily derived from services provided to customer subscribers and other third parties using telecommunications network, and equipment sales.

Customer subscriber arrangements typically include an equipment sale, subscription fee and charge for the actual voice, internet, data or multimedia services used. The Group considers the various elements of these arrangements to be separate earnings processes and recognizes the revenue for each of the deliverables using the residual method. These units are identified and separated, since they have value on a standalone basis and are sold not only in a bundle, but separately as well. Therefore the Group recognizes revenues for all of these elements using the residual method that is the amount of consideration allocated to the delivered elements of the arrangements equals the total consideration less the fair value of the undelivered elements.

The Group provides customers with narrow and broadband access to its fixed, mobile and TV distribution networks. Service revenues are recognized when the services are provided in accordance with contractual terms and conditions. Airtime revenue is recognized based upon minutes of use and contracted fees less credits and adjustments for discounts, while subscription and flat rate revenues are recognized in the period they relate to.

Revenue and expenses associated with the sale of telecommunications equipment and accessories are recognized when the products are delivered, provided there are no unfulfilled company obligations that affect the customer's final acceptance of the arrangement.

Revenues from premium rate services (voice and non-voice) are recognized on a gross basis when the delivery of the service over the network is the responsibility of the Group, the Group establishes the prices of these services and bears substantial risks of these services, otherwise presented on a net basis.

Customers may also purchase prepaid mobile, public phone and internet credits ("prepaid cards") which allow those customers to use the telecommunication network for a selected amount of time. Customers must pay for such services at the date when the card is purchased. Revenues from the sale of prepaid cards are recognized when used by the customers or when the cards expired with unused traffic.

Third parties using the telecommunications network include roaming customers of other service providers and other telecommunications providers which terminate or transit calls on the network. These wholesale (incoming) traffic revenues are recognized in the period of related usage. A proportion of the revenue received is often paid to other operators (interconnect) for the use of their networks, where applicable. The revenues and costs of these terminate or transit calls are stated gross in these consolidated financial statements as the Group is the principal supplier of these services using its own network freely defining the pricing of the service, and recognized in the period of related usage.

2.14.2. System integration and IT revenues

Contracts for network services consist of the installation and operation of communication networks for customers. Revenues for voice and data services are recognized under such contracts when used by the customer.

Revenue from system integration contracts requiring the delivery of customized products and/or services is generally covered by fixed-price contracts and revenue is recognized based on percentage of completion taking into account the proportion that contract costs incurred for work performed to date bear to the estimated total contract costs.

Revenue from hardware and sales is recognized when the risk of ownership is substantially transferred to the customer, provided there are no unfulfilled obligations that affect the customer's final acceptance of the arrangement. Any costs of these obligations are recognized when the corresponding revenue is recognized.

Revenues from construction contracts are accounted for using the percentage-of-completion method. The stage of completion is determined on the basis of the costs incurred to date as a proportion of the estimated total costs. Receivables from construction contracts are classified in the Consolidated statement of financial position as Trade and other receivables.

Notes to the consolidated financial statements

2.15. Employee benefits

2.15.1. Short term employee benefits and pensions

The Group, in the normal course of business, makes payments on behalf of its employees for pensions, health care, employment and personnel tax which are calculated according to the statutory rates in force during the year, based on gross salaries and wages. Holiday allowances are also calculated according to the local legislation. The Group makes these contributions to the Governmental and private funds. The cost of these payments is charged to the Profit for the year in the same period as the related salary cost. No provision is created for holiday allowances for non-used holidays as according to the local legislation the employer is obliged to provide condition for usage, and the employee to use the annual holiday within one year. This is also exercised as Group policy and according to the historical data employees use their annual holiday within the one year legal limit. The Group does not operate any other pension scheme or post retirement benefits plan and consequently, has no obligation in respect of pensions. The Group has a legal obligation to pay to employees two average monthly salaries in Republic of Macedonia at their retirement date, for which appropriate liability is recognized in the consolidated financial statements measured at the present value of two average monthly salaries together with adjustments incorporated in the actuarial calculation. Further to the legal obligation the Company has contractual obligation to pay to employees three average monthly salaries in Republic of Macedonia at their retirement date according to the Collective agreement between the Company and the Trade Union of the Company. Accordingly, appropriate liability for one additional salary for the Company's employees is recognized in the consolidated financial statements measured at the present value of one average monthly salary together with adjustments incorporated in the actuarial calculation. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high quality bonds that are denominated in the currency in which the benefits will be paid. In addition, the Group is not obligated to provide further benefits to current and former employees.

2.15.2. Bonus plans

The Group recognizes a liability and an expense for bonuses taking into consideration the financial and operational results. The Group recognizes a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

2.15.3. Termination benefits

Termination benefits are payable whenever an employee's employment is terminated before the nominal retirement date or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognizes termination benefits when it is demonstrably committed to either terminate the employment of current employees according to a detailed formal plan without the possibility of withdrawal or to provide termination benefits as a result of an offer made to encourage voluntary redundancy.

2.16. Marketing expenses

Marketing costs are expensed as incurred. Marketing expenses are disclosed in note 18.

2.17. Taxes

2.17.1. Income tax

Companies do not have to pay income tax on their profit before tax (earned since 1 January 2009) until that profit is distributed in a form of dividend or other forms of profit distributions. If dividend is paid, 10% income tax is payable at the moment of the dividend payment, regardless of whether in monetary or non-monetary form, to the foreign non resident legal entities and, foreign and domestic individuals. The dividends paid out to the resident legal entities are tax exempted. Apart of distribution of dividends, the tax is still payable on the non-deductable expenses incurred in that fiscal year, decreased by the amount of tax credits and other tax reliefs (see note 2.18).

Notes to the consolidated financial statements

2.17.2. Deferred income tax

Due to the changes in the Macedonian tax legislation effective from 1 January 2009, the tax rate for undistributed profits was effectively reduced to zero, as tax is only payable when profits are distributed. According IAS 12.52A, deferred tax assets and liabilities should be measured using the undistributed rate. This resulted in reversal of part of the deferred tax asset and all deferred tax liability balances as of 31 December 2009, and reversal of all deferred tax assets as of 31 December 2010. In line with the requirements of SIC 25, the Group accounted the impact of this change in the profit and loss in 2009 and 2010, respectively.

2.18. Tax on non-deductible expenses

At the end of fiscal year companies are liable to pay tax on non deductible expenses, regardless of their financial results. The basis is expenses which are not within the scope of the company business i.e. non deductible expenses (representation expenses, gifts etc) less tax credits and other tax reliefs. The tax on non-deductible expenses is recognized in the Profit for the year (Other operating expenses) against Other taxes (see note 8).

2.19. Leases

2.19.1. Operating lease – Group as lessor

Assets leased to customers under operating leases are included in Property, plant and equipment in the Consolidated statement of financial position. They are depreciated over their expected useful lives on a basis consistent with similar fixed assets. Rental income is recognized on a straight-line basis over the lease term.

2.19.2. Operating lease – Group as lessee

Costs in respect of operating leases are charged to the Profit for the year on a straight-line basis over the lease term.

2.20. Earnings per share

Basic earnings per share is calculated by dividing profit attributable to the equity holders of the Company for the period by the weighted average number of common stocks outstanding.

2.21. Dividend distribution

Dividends are recognized as a liability and debited against equity in the Group's financial statements in the period in which they are approved by the Company's shareholders.

2.22. Segments

The operating segments of the Group are based on the business lines, fixed line and mobile, which is consistent with the internal reporting provided to the chief operating decision maker, the Chief Executive Officer (CEO), who is advised by the Group Management Committee (GMC) of the Company. The CEO is responsible for allocating resources to, and assessing the performance of, the operating segments. The accounting policies and measurement principles of the operating segments are the same as those applied for the Group described in the Significant accounting policies (see note 2). In the financial statements, the Group's segments are reported in a manner consistent with the internal reporting. The two operating segments, fixed line and mobile, are represented by the two separate legal entities, Makedonski Telekom AD – Skopje and T-Mobile AD Skopje, respectively.

The operating segments' revenues include revenues from external customers as well as the internal revenues generated from other segments. The operating segments, being two separate legal entities, charge revenues for the services delivered to the other operating segments identically as for external customers.

The operating segments' results are monitored by the CEO and the GMC to EBITDA (Earnings before interest, tax, depreciation and amortisation), which is defined by the Group as Operating profit without Depreciation and amortisation expense.

Notes to the consolidated financial statements

Another important KPI monitored at segment level is capital expenditure (Capex), which is determined as the additions to PPE and Intangible assets.

2.23. Comparative information

In order to maintain consistency with the current year presentation, certain items may have been reclassified for comparative purposes. Material changes in disclosures, if any, are described in detail in the relevant notes.

3. FINANCIAL RISK MANAGEMENT

3.1. Financial risk factors

The Group does not apply hedge accounting for its financial instruments, all gains and losses are recognized in the Profit for the year except financial assets classified as available for sale that are recognized in Other comprehensive income. The Group is exposed in particular to credit risks related to its financial assets and risks from movements in exchange rates, interest rates, and market prices that affect its assets and liabilities. Financial risk management aims to limit these market risks through ongoing operational and finance activities.

The detailed descriptions of risks, the management thereof as well as sensitivity analyses are provided below. Sensitivity analyses include potential changes in profit before tax. The potential impacts disclosed (less tax) are also applicable to the Group's Equity.

3.1.1. Market risk

Market risk is defined as the 'risk that the fair value or value of future cash flows of a financial instrument will fluctuate because of changes in market prices' and includes interest rate risk, currency risk and other price risk.

As the vast majority of the revenues and expenses of the Group arise in MKD, the functional currency of the Company and of all Group entities is MKD, and as a result, the Group objective is to minimize the level of its financial risk in MKD terms.

For the presentation of market risks, IFRS 7 requires sensitivity analyses that show the effects of hypothetical changes of relevant risk variables on profit or loss and shareholders' equity. The periodic effects are determined by relating the hypothetical changes in the risk variables to the balance of financial instruments at the financial statement date. The balances at the end of the reporting period are usually representative for the year as a whole, therefore the impacts are calculated using the year end balances as though the balances had been constant throughout the reporting period. The methods and assumptions used in the sensitivity calculations have been updated to reflect the current economic situation.

a) Foreign currency risk

The functional currency of the Company and of the Group is the Macedonian denar.

The foreign exchange risk exposure of the Group is related to holding foreign currency cash balances, and operating activities through revenues from and payments to international telecommunications carriers as well as capital expenditure contracted with vendors in foreign currency.

The currency giving rise to this risk is primarily the EUR. The Group uses cash deposits in foreign currency, predominantly in EUR, and cash deposits in denars linked to foreign currency, to economically hedge its foreign currency risk in accordance with the available banks offers. The Group manages the foreign exchange risk exposure through maintaining higher amount of deposits in EUR as a proven stable currency.

The foreign currency risk sensitivity information required by IFRS 7 is limited to the risks that arise on financial instruments denominated in currencies other than the functional currency in which they are measured.

The Group accumulated more cash in EUR and USD than its trade payables in EUR and USD. At 31 December 2012, if MKD would have been 1% (2011: 1%) weaker or stronger against EUR, profit would have been MKD 40,463 thousand (2011: 49,188 MKD thousand) in net balance higher or lower, respectively. At 31 December 2012, if MKD would have been 1% (2011: 1%) weaker or stronger against USD, profit would have been MKD 404 thousand (2011: MKD 677 thousand) in net balance higher or lower, respectively.

Notes to the consolidated financial statements

b) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

Change in the interest rates and interest margins may influence financing costs and returns on financial investments.

The interest rate risk and return on investment is of secondary importance compared to the safety and liquidity objectives described above. The Group is minimizing interest rate risk through defining of fixed interest rates in the period of the validity of certain financial investments. On the other hand fix term deposits may be prematurely terminated, since the contracts contain a clause that, the bank will calculate and pay interest by interest rate which is valid on the nearest maturity period of the deposit in accordance with the interest rates given in the offer.

In case of significant increase of the market interest rates, deposit may be terminated and replaced by new deposit with interest rate more favourable for the Group at lowest possible cost.

The investments are limited to relatively low risk financial investment forms in anticipation of earning a fair return relative to the risk being assumed.

The Group has no interest bearing liabilities, while it incurs interest rate risk on cash deposits with banks and loans to employees. No policy to hedge the interest rate risk is in place. Changes in market interest rates affect the interest income on deposits with banks.

The Group had MKD 6,788,159 thousand deposits (including call deposits) as at 31 December 2012, 1% rise in market interest rate would have caused (ceteris paribus) the interest received to increase with approximately MKD 67,882 thousand annually, while similar decrease would have caused the same decrease in interest received. Amount of deposit is MKD 9,013,304 thousand (including call deposits) as at 31 December 2011, therefore 1% rise in market interest rate would have caused (ceteris paribus) the interest received to increase with approximately MKD 90,133 thousand annually, while similar decrease would have caused the same decrease in interest received.

c) Other price risk

The Group's investments are in equity of other entities that are publically traded on the Macedonian Stock Exchange, both on its Official and Regular market. The management continuously monitors the portfolio equity investments based on fundamental and technical analysis of the shares. All buy and sell decisions are subject to approval by the relevant Company's bodies. In line with the Group strategy, the investments within portfolio are kept until there are favourable market conditions for their sale.

As part of the presentation of market risks, IFRS 7 also requires disclosures on how hypothetical changes in risk variables affect the price of financial instruments. As at 31 December 2012 and 31 December 2011, the Group holds investments, which could be affected by risk variables such as stock exchange prices.

The Group had MKD 50,828 thousand investments in equity of other entities that are publically traded on the Macedonian Stock Exchange as at 31 December 2012, 20% rise in market price would have caused (ceteris paribus) MKD 10,166 thousand gain, while similar decrease would have caused the same loss in the Profit for the year. The amount of the investments in equity of other entities that are publically traded on the Macedonian Stock Exchange is MKD 54,083 thousand as at 31 December 2011, therefore 20% rise in market price would have caused (ceteris paribus) MKD 10,817 thousand gain, while similar decrease would have caused the same loss in the Profit for the year.

3.1.2. Credit risk

Credit risk is defined as the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation.

The Group is exposed to credit risk from its operating activities and certain financing activities.

Counterparty limits are determined based on the provided Letter of guarantees in accordance with the market conditions of those banks willing to issue a bank guarantee. The total amount of bank guarantees that will be provided should cover the amount of the projected free cash of the Group.

With regard to financing activities, transactions are primarily to be concluded with counterparties (banks) that have at least a credit rating of BBB+ (or equivalent) or where the counterparty has provided a guarantee where the guarantor has to be at least BBB+ (or equivalent).

Notes to the consolidated financial statements

In cases where Group's available funds are exceeding the total amount of the provided bank guarantees mentioned above, the financial investment of the available free cash is to be performed in accordance to the evaluation of the bank risk based on CAEL methodology ratings as an off – site rating system.

The depositing decisions are made based on the following priorities:

- To deposit in banks (Deutsche Telekom core banks, if possible) with provided bank guarantee from the banks with the best rating and the best quality wording of the bank guarantee.
- To deposit in banks with provided bank guarantee from the banks with lower rating and poorer quality wording of the bank guarantee.
- If the total amount of deposits cannot be placed in banks covered with bank guarantees with at least BBB+ rating (or equivalent credit rating), then depositing will be performed in local banks without bank guarantee. In this case, the determination of counterparty limits per banks shall be performed in accordance with CAEL methodology (evaluation of bank risk components – capital, assets, earning and liquidity).

CAEL methodology evaluates banks' financial ratios as an integral part of the four CAEL components - Capital, Assets, Earnings and Liquidity. The final score of the banks (on a scale from 1 to 5) is related to the banks' operations and performance for the analysed period. The Group policy is to invest in banks, which final score varies within following 3 ranges:

A - Banks with evaluation from 1.84 to 2.45 – investments not exceeding 80% from the bank shareholder's capital.

B - Banks with evaluation from 2.46 to 3.07 – investments not exceeding 70% from the bank shareholder's capital.

C - Banks with evaluation from 3.08 to 3.69 – investments not exceeding 60% from the bank shareholder's capital.

The process of managing the credit risk from operating activities includes preventive measures such as creditability checking and prevention barring, corrective measures during legal relationship for example reminding and disconnection activities, collaboration with collection agencies and collection after legal relationship as litigation process, court proceedings, involvement of the executive unit and factoring. The overdue payments are followed through a debt escalation procedure based on customer's type, credit class and amount of debt.

The credit risk is controlled through credibility checking – which determines that the customer is not indebted and the customer's credit worthiness and through preventive barring – which determinates the credit limit based on the customer's previous traffic revenues.

The Group has no significant concentration of credit risk with any single counter party or group of counter parties having similar characteristics.

The Group's procedures ensure on a permanent basis that sales are made to customers with an appropriate credit history and not exceed an acceptable credit exposure limit.

The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the Consolidated statement of financial position. Consequently, the Group considers that its maximum exposure is reflected by the amount of debtors net of provisions for impairment recognized and the amount of cash deposits in banks at the financial statement date.

Largest amount of one deposit in 2012 is MKD 1,699,245 thousand, denominated in EUR 27,630 thousand, (2011: MKD 1,383,862 thousand). In addition, the Group has deposits with 4 domestic banks (2011: 4 domestic banks).

3.1.3. Liquidity risk

Liquidity risk is the risk that an entity may encounter difficulty in meeting obligations associated with financial liabilities.

Liquidity risk is defined as the risk that the Group could not be able to settle or meet its obligations on time.

The investment portfolio shall remain sufficiently liquid to meet all operating requirements that can be reasonably anticipated. This is accomplished by structuring the portfolio so that financial instruments mature concurrently with cash needs to meet anticipated demands.

The Group's policy is to maintain sufficient cash and cash equivalents to meet its commitments in the foreseeable future. Any excess cash is mostly deposited in commercial banks.

Notes to the consolidated financial statements

The Group's liquidity management process includes projecting cash flows by major currencies and considering the level of necessary liquid assets, considering business plan, historical collection and outflow data. Monthly, semi-annually and annually cash projections are prepared and updated on a daily basis by the Cash Management Department.

The tables below show liabilities at 31 December 2012 and 2011 by their remaining contractual maturity. The amounts disclosed in the maturity table are the contractual undiscounted cash flows. Such undiscounted cash flows differ from the amount included in the statement of financial position because the statement of financial position amount is based on discounted cash flows. As the financial liabilities are paid from the cash generated from the ongoing operations, the maturity analysis of the financial assets as at the end of the reporting periods (in comparison with the financial liabilities) would not be useful, therefore, is not included in the tables below.

The maturity structure of the Group's financial liabilities as at 31 December 2012 is as follows:

In thousands of denars	Total	Demand and less than 1 month	From 1 to 3 months	From 3 to 12 months	From 12 months to 5 years
Trade payables	1,061,792	600,921	459,006	1,865	-
Liabilities to related parties	230,402	128,131	102,097	174	-
Other financial liabilities	1,115,064	138,393	-	195,334	781,337
	<u>2,407,258</u>	<u>867,445</u>	<u>561,103</u>	<u>197,373</u>	<u>781,337</u>

The maturity structure of the Group's financial liabilities as at 31 December 2011 is as follows:

In thousands of denars	Total	Demand and less than 1 month	From 1 to 3 months	From 3 to 12 months	From 12 months to 5 years
Trade payables	1,299,188	892,508	378,713	27,967	-
Liabilities to related parties	191,561	125,516	66,045	-	-
Other financial liabilities	42,291	42,291	-	-	-
	<u>1,533,040</u>	<u>1,060,315</u>	<u>444,758</u>	<u>27,967</u>	<u>-</u>

3.2. Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. The total amount of equity managed by the Company, as at 31 December 2012, is MKD 17,169,567 thousand, as per local GAAP (2011: MKD 17,686,517 thousand). Out of this amount MKD 9,583,888 thousand (2011: MKD 9,583,888 thousand) represent share capital and MKD 1,916,777 thousand (2011: MKD 1,916,777 thousand) represent statutory reserves, which are not distributable (see note 2.13). The Company has also acquired treasury shares (see notes 2.12 and 15.1). The transaction is in compliance with the local legal requirements that by acquiring treasury shares the total equity of the Company shall not be less than the amount of the share capital and reserves which are not distributable to shareholders by law or by Company's statute. In addition, according the local legal requirements dividends can be paid out to the shareholders in amount that shall not exceed the net profit for the year as presented in the financial statements of the Company, increased for the undistributed net profit from previous years or increased for the other distributable reserves, i.e. reserves that exceed the statutory reserves and other reserves defined by the Company's statute. The Company is in compliance with all statutory capital requirements.

3.3. Fair value estimation

Cash and cash equivalents, trade receivables and other current financial assets mainly have short term maturity. For this reason, their carrying amounts at the reporting date approximate their fair values.

The fair value of the non-current portion of trade receivables comprising of employee loans is determined by using discounted cash-flow valuation technique.

Financial assets available for sale include investment in equity instruments that are measured at fair value.

Notes to the consolidated financial statements

The fair value of publicly traded financial assets at fair value through profit and loss is based on quoted market prices at the financial statement date.

Financial liabilities included in the category Trade and other payables mainly have short term maturity. For this reason, their carrying amounts at the reporting date approximate their fair values.

The fair value of the long term financial liabilities is determined by using discounted cash-flow valuation technique.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The Group makes estimates and assumptions concerning the future. Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The most critical estimates and assumptions are outlined below.

4.1. Useful lives of assets

The determination of the useful lives of assets is based on historical experience with similar assets as well as any anticipated technological development and changes in broad economic or industry factors. The appropriateness of the estimated useful lives is reviewed annually, or whenever there is an indication of significant changes in the underlying assumptions. We believe that the accounting estimate related to the determination of the useful lives of assets is a critical accounting estimate since it involves assumptions about technological development in an innovative industry and heavily dependent on the investment plans of the Group. Further, due to the significant weight of depreciable assets in our total assets, the impact of any changes in these assumptions could be material to our financial position, and results of operations. As an example, if the Group was to shorten the average useful life of its assets by 10%, this would result in additional annual depreciation and amortisation expense of approximately MKD 417,055 thousand (2011: MKD 395,068 thousand). See note 11 and 12 for the changes made to useful lives in the reported years.

The Group constantly introduces a number of new services or platforms including, but not limited to, the Universal Mobile Telecommunications System (UMTS) based broadband services in the mobile communications and the fibre-to-the-home rollout. In case of the introduction of such new services, the Group conducts a revision of useful lives of the already existing platforms, but in the vast majority of the cases these new services are designed to co-exist with the old platforms, resulting in no change-over to the new technology. Consequently, the useful lives of the older platforms usually do not require shortening.

In 2011 the Group started a major project for Radio Access Network modernization in the mobile segment. The Group conducted an item by item revision of the useful life of the related assets, which in general resulted in shortening of their useful life. In 2012 the Group also conducted an item by item revision of the useful life of assets affected by the PSTN migration project of the Company, which in general resulted in shortening of their useful life.

4.2. Estimated impairment of property, plant and equipment, and intangibles

We assess the impairment of identifiable property, plant, equipment and intangibles whenever there is a reason to believe that the carrying value may materially exceed the recoverable amount and where impairment of value is anticipated. The calculations of recoverable amounts are primarily determined by value in use calculations, which use a broad range of estimates and factors affecting those. Among others, we typically consider future revenues and expenses, technological obsolescence, discontinuance of services and other changes in circumstances that may indicate impairment. If impairment is identified using the value in use calculations, we also determine the fair value less cost to sell (if determinable), to calculate the exact amount of impairment to be charged. As this exercise is highly judgmental, the amount of a potential impairment may be significantly different from that of the result of these calculations. Management has performed an impairment test based on a 10 years cash flow projection and used a perpetual growth rate of 2% (2011: 2%) to determine the terminal value after 10 years. The Group uses fair values less cost to sell calculation. The discount rate used was 9.46% (2011: 9.39%). The impairment test did not result in impairment.

4.3. Estimated impairment of trade and other receivables

We calculate impairment for doubtful accounts based on estimated losses resulting from the inability of our customers to make the required payments. For the largest customers, international customers and for customers under litigation and bankruptcy proceedings impairment is calculated on an individual basis, while for other customers it is estimated on a portfolio basis, for which we base our estimate on the ageing of our account receivables balance and our historical write-off

Notes to the consolidated financial statements

experience, customer credit-worthiness and recent changes in our customer payment terms (see note 2.4.1 (b)). These factors are reviewed periodically, and changes are made to the calculations when necessary. In 2011 the Group performed detailed analysis of the customers' portfolios and included in the individual valuation also the customers of interconnection services. In addition, the Group analysed the nature of the business (residential, business, fixed line, mobile etc.) as well as the collection efficiency, which resulted in changes in the calculations and lower impairment of trade and other receivables in 2011. In 2012 the Group carried out detailed analysis on the groups of customers on which collective assessment of impairment is performed which resulted in further segmentation of the business customers as well as changes in the related impairment rates due to different payment behaviour, resulting in lower impairment of trade and other receivables in 2012. If the financial condition of our customers were to deteriorate, actual write-offs of currently existing receivables may be higher than expected and may exceed the level of the impairment losses recognized so far (see note 3.1.2).

4.4. Provisions

Provisions in general are highly judgmental, especially in case of legal disputes. The Group assesses the probability of an adverse event as a result of a past event and if the probability of an outflow of economic benefits is evaluated to be more than 50%, the Group fully provides for the total amount of the estimated liability (see note 2.10). As the assessment of the probability is highly judgmental, in some cases the evaluation may not prove to be in line with the eventual outcome of the case. In order to determine the probabilities of an adverse outcome, the Group uses internal and external legal counsel.

4.5. Subscriber acquisition costs

Subscriber acquisition costs primarily include the loss on the equipment sales (revenues and costs presented on a gross basis) and fees paid to subcontractors that act as agents to acquire new customers. The Group's agents also spend a portion of their agent fees for marketing the Group's products, while a certain part of the Group's marketing costs could also be considered as part of the subscriber acquisition costs. The up-front fees collected from customers for activation or connection are marginal compared to the acquisition costs. These revenues and costs are recognized when the customer is connected to the Group's fixed or mobile networks. No such costs or revenues are capitalized or deferred. These acquisition costs (losses) are recognized immediately as they are not accurately separable from other marketing costs. The total amount of agent fees in 2012 is MKD 212,873 thousand (2011: MKD 277,286 thousand).

5. CASH AND CASH EQUIVALENTS

In thousands of denars	2012	2011
Call deposits	419,101	1,069,842
Cash on hand	<u>6,133</u>	<u>8,273</u>
	<u>425,234</u>	<u>1,078,115</u>

The interest rate on call deposits is in range from 0.30% p.a. to 1.27% p.a. (2011: from 0.30% p.a. to 2.25% p.a.). These deposits have maturities of less than 3 months.

The carrying amounts of the cash and cash equivalents are denominated in the following currencies:

In thousands of denars	2012	2011
MKD	305,539	636,070
EUR	92,180	409,035
USD	27,402	32,871
Other	<u>113</u>	<u>139</u>
	<u>425,234</u>	<u>1,078,115</u>

Notes to the consolidated financial statements

Following is the breakdown of call deposits by categories and by credit rating of the Guarantor (see note 3.1.2):

In thousands of denars	2012	2011
Credit rating of the Guarantor : A+	205,406	9,669
Credit rating of the Guarantor : A	115,400	267,511
Credit rating of the Guarantor : BBB	-	761,641
Credit rating of the Guarantor : BBB-	75,535	-
Credit rating of the Guarantor : B-	-	31,021
Credit rating of the Guarantor : CCC	22,760	-
	<u>419,101</u>	<u>1,069,842</u>

6. DEPOSITS WITH BANKS

Deposits with banks represent cash deposits in reputable domestic banks, with interest rates in range from 1.10% p.a. to 2.70% p.a. (2011: from 1.30% p.a. to 4.35% p.a.) and with maturity between 3 and 12 months.

The carrying amounts of the deposits with banks are denominated in the following currencies:

In thousands of denars	2012	2011
MKD	1,748,591	3,097,200
EUR	<u>4,620,467</u>	<u>4,846,262</u>
	<u>6,369,058</u>	<u>7,943,462</u>

Following is the breakdown of deposits with banks by categories and by credit rating of the Guarantor (see note 3.1.2):

In thousands of denars	2012	2011
Credit rating of the Guarantor : A+	5,994,020	4,550,660
Credit rating of the Guarantor : A	375,038	2,474,898
Credit rating of the Guarantor : BBB	-	917,886
Credit rating of the Guarantor : B-	-	18
	<u>6,369,058</u>	<u>7,943,462</u>

Notes to the consolidated financial statements

7. TRADE AND OTHER RECEIVABLES

In thousands of denars	2012	2011
Trade debtors – domestic	3,978,526	4,244,740
Less: allowance for impairment	(1,719,381)	(1,736,823)
Trade debtors – domestic – net	2,259,145	2,507,917
Trade debtors – foreign	93,014	125,720
Receivables from related parties	460,052	345,731
Loans to third parties	3,500	3,470
Less: allowance for impairment	(3,500)	(3,470)
Loans to third parties – net	-	-
Loans to employees	139,030	140,360
Other receivables	17,495	7,367
Financial assets	2,968,736	3,127,095
Advances given to suppliers	119,365	106,495
Less: allowance for impairment	(62,923)	(74,156)
Advances given to suppliers – net	56,442	32,339
Prepayments and accrued income	382,362	249,953
	<u>3,407,540</u>	<u>3,409,387</u>
Less non-current portion: Other receivables	-	(1,774)
Less non-current portion: Loans to employees	(115,709)	(116,521)
Less non-current portion: Trade debtors – domestic	(243,054)	(211,339)
Current portion	<u>3,048,777</u>	<u>3,079,753</u>

Receivables from related parties represent receivables from Magyar Telekom Group and Deutsche Telekom Group (see note 27).

Loans to employees are collateralised by mortgages over real estate or with promissory note.

Loans to third parties represent loan with reference interest rate of 6 months EURIBOR with margin of 0.3%. Loans granted to employees carry effective interest rates of 6.25% p.a. and 9.45% p.a. (2011: 6.25% p.a. and 9.45% p.a.).

Other receivables contain restricted cash in amount of MKD 1,987 thousand, as at 31 December 2011, representing performance guaranties issued for sales projects. As at 31 December 2012 there are no such types of guarantees.

All non-current receivables are due within 15 years of the financial statement date.

As at 31 December 2012, domestic trade debtors of MKD 2,098,075 thousand (2011: MKD 2,324,981 thousand) are impaired. The ageing of these receivables is as follows:

In thousands of denars	2012	2011
Less than 30 days	213,589	330,152
Between 31 and 180 days	185,852	292,736
Between 181 and 360 days	87,970	108,830
More than 360 days	1,610,664	1,593,263
	<u>2,098,075</u>	<u>2,324,981</u>

As at 31 December 2012, domestic trade receivables in amount of MKD 193,029 thousand were past due but not impaired (2011: MKD 150,863). These are mainly related to customers for interconnection services assessed on individual basis in accordance with past Group experience and current expectations. In 2012 with the detailed analysis on the groups of customers on which collective assessment of impairment is performed, specified business and governmental customers that belong to certain age bands are past due but not impaired based on past experience of payment behaviour (see notes 2.4.1 and 4.3).

Notes to the consolidated financial statements

The analysis of these past due domestic trade receivables is as follows:

In thousands of denars	2012	2011
Less than 30 days	67,654	103,899
Between 31 and 60 days	38,016	21,456
Between 61 and 90 days	21,570	5,886
Between 91 and 180 days	35,914	17,420
Between 181 and 360 days	27,296	1,586
More than 360 days	2,579	616
	<u>193,029</u>	<u>150,863</u>

The total amount of the provision for domestic trade debtors is MKD 1,719,381 thousand (2011: MKD 1,736,823 thousand). Out of this amount MKD 1,529,962 thousand (2011: MKD 1,450,377 thousand) relate to provision made according the ageing structure of the above receivables, while the amount of MKD 37,817 thousand (2011: MKD 119,221 thousand) is from customers under liquidation and bankruptcy which are fully impaired. In addition, the Group has a specific provision calculated in respect of a certain group of customers in amounting to MKD 151,602 thousand (2011: MKD 167,225 thousand).

The amount of impairment is mainly a result of receivables which are overdue more than 720 days. The total amount of fully impaired receivables is MKD 1,514,762 thousand (2011: MKD 1,518,106 thousand). These receivables are mainly from two way disconnected customers, dismantled customers, litigated customers and customers that are no longer using the Group services.

The fair values of financial assets within trade and other receivables category are as follows:

In thousands of denars	2012	2011
Trade debtors – domestic	2,259,145	2,507,917
Trade debtors – foreign	93,014	125,720
Receivables from related parties	460,052	345,731
Loans to employees	139,030	140,360
Other receivables	17,495	7,367
	<u>2,968,736</u>	<u>3,127,095</u>

Movement in allowance for impairment of domestic trade debtors:

In thousands of denars	2012	2011
Impairment losses at 1 January	1,736,823	1,853,221
Charged to expense	64,560	595
Write off	(82,002)	(116,993)
Impairment losses at 31 December	<u>1,719,381</u>	<u>1,736,823</u>

Movement in allowance for impairment of advances given to suppliers

In thousands of denars	2012	2011
Impairment losses at 1 January	74,156	74,156
Reversal of impairment losses	(11,233)	-
Impairment losses at 31 December	<u>62,923</u>	<u>74,156</u>

Amounts charged to the allowance account are generally written off when there is no expectation of recovering additional cash.

As at 31 December 2012, foreign trade receivables in amount of MKD 60,695 thousand (2011: MKD 110,651 thousand) were past due but not impaired. These relate to a number of international customers assessed on individual basis in accordance with past Group experience and current expectations. The analysis of these past due foreign trade receivables is as follows:

Notes to the consolidated financial statements

In thousands of denars	2012	2011
Less than 30 days	21,483	27,800
Between 31 and 60 days	6,337	13,808
Between 61 and 90 days	20,931	7,323
Between 91 and 180 days	359	18,478
Between 181 and 360 days	604	438
More than 360 days	10,981	42,804
	<u>60,695</u>	<u>110,651</u>

The Group has renegotiated domestic trade receivables in carrying amount of MKD 46,019 thousand (2011: MKD 41,102 thousand). The carrying amount of loans and receivables, which would otherwise be past due, whose terms have been renegotiated is not impaired if the collectability of the renegotiated cash flows are considered ensured.

The carrying amounts of the Group's non-current trade and other receivables are denominated in MKD.

The carrying amounts of the Group's current trade and other receivables are denominated in the following currencies:

In thousands of denars	2012	2011
MKD	2,305,260	2,558,923
EUR	732,708	508,414
USD	8,505	6,721
Other	2,304	5,695
	<u>3,048,777</u>	<u>3,079,753</u>

The credit quality of trade receivables that are neither past due nor impaired is assessed based on historical information about counterparty default rates.

Following is the credit quality categories of neither past due nor impaired domestic trade receivables:

In thousands of denars	2012	2011
Group 1	993,116	1,093,918
Group 2	275,040	300,597
Group 3	176,212	163,042
	<u>1,444,368</u>	<u>1,557,557</u>

Following is the credit quality categories of neither past due nor impaired foreign trade receivables:

In thousands of denars	2012	2011
Group 1	26,162	12,929
Group 2	6,157	2,140
	<u>32,319</u>	<u>15,069</u>

Group 1 – fixed line related customers that on average are paying their bills before due date and mobile related customers with no disconnections in the last 12 month.

Group 2 – fixed line related customers that on average are paying their bills on due date and mobile related customers with up to 3 disconnections in the last 12 month.

Group 3 – fixed line related customers that on average are paying their bills after due date and mobile related customers with more than 3 disconnections in the last 12 month.

8. OTHER TAXES

Commencing from 1 January 2009 and during 2010 the Government of the Republic of Macedonia has introduced several modifications and changes in the Profit Tax Law. According these changes the base for computation of income tax are non-deductible expenses incurred during the fiscal year, while the income tax is payable at the moment of profit distribution in a form of dividend to a foreign legal entities, foreign and domestic individuals. Dividend distribution among domestic

Notes to the consolidated financial statements

companies is tax exempted. Therefore as of 31 December 2011 the tax computed on non-deductable expenses are presented as part of Other operating expenses in the Profit for the year and Other taxes in the Financial position statement (see note 18).

Up to now the tax authorities had carried out a full-scope tax audits at the Company for 2005 and the years preceding. Additionally, audit of personal income tax was carried out by the tax authorities for the period 1 January 2005 to 31 March 2006. During 2010 there was tax audit conducted by the Public revenue office for income tax for 2008 and 2009, withholding tax for 2007 and 2008 and VAT for 2009. In addition, in 2011 the Public revenue office conducted tax audit for withholding tax for 2010 and tax audit over certain service contracts from Transfer pricing perspective which were without any findings. In 2012 the Public revenue office conducted tax audit for VAT for August 2012 at the Company which was without findings.

In 2012 the Public revenue office carried out a tax audit in the subsidiary for income tax (including tax on non-deductable expenses) for the years 2009 to 2011 and tax audit for VAT for 2009. No significant findings were identified, except those explained in note 1.2.

The tax authorities may at any time inspect the books and records within 5 years subsequent to the reported tax year, and may impose additional tax assessments and penalties. In a case of tax evasion or tax fraud the statute of limitations may be extended up to 10 years. The Company's management is not aware of any circumstances, which may give rise to a potential material liability in this respect other than those provided for in these consolidated financial statements.

8.1. Other taxes receivable

In thousands of denars	2012	2011
VAT receivable	9,395	556
Receivable for tax on non-deductable expenses	<u>16,874</u>	<u>59,294</u>
	<u>26,269</u>	<u>59,850</u>

8.2. Other taxes payable

In thousands of denars	2012	2011
VAT payable	68,861	52,654
Other taxes payable	2,228	670
Payable for monthly advance payment for tax on non-deductable expenses	<u>3,199</u>	<u>-</u>
	<u>74,288</u>	<u>53,324</u>

9. INVENTORIES

In thousands of denars	2012	2011
Materials	162,622	178,810
Inventory for resale	270,804	418,100
Write down of inventories to net realisable value	<u>(10,401)</u>	<u>(17,460)</u>
	<u>423,025</u>	<u>579,450</u>

Movement in allowance for inventories to net realizable value:

In thousands of denars	2012	2011
Allowance at 1 January	17,460	10,847
Charged to expense	(4,886)	9,245
Write off	<u>(2,173)</u>	<u>(2,632)</u>
Allowance at 31 December	<u>10,401</u>	<u>17,460</u>

Allowance for inventory mainly relates to trade goods. Write down of inventories to net realizable value is based on the analysis of lower cost and net realizable value at the financial statement dates.

Notes to the consolidated financial statements

10. NON-CURRENT ASSETS HELD FOR SALE

Non-current assets held for sale represent property, plant and equipment, mainly buildings and technical equipment, within the Group which carrying amount will be recovered principally through sale transaction or exchange rather than through continuing use which is not considered by management to be probable. Management intentions are to sell these assets within one year, subject to extension in certain circumstances. There is a plan to sell or exchange these assets and either the management has started to actively market them at a reasonable price or there is already an arrangement for sale with a specific customer. Out of the total amount of MKD 36,001 thousand (2011: MKD 628,252 thousand) presented as assets held for sale in the Consolidated statement of financial position MKD 1,715 thousand (2011: MKD 549,115 thousand) are part of the fixed line segment and MKD 34,286 thousand (2011: MKD 79,137 thousand) are part of the mobile segment. In 2011 the Group signed an agreement to provide four of its administrative buildings and cash consideration in exchange for one new building in 2012. Accordingly, the carrying amounts of these four buildings in amount of MKD 615,690 thousand were reclassified to assets held for sale in the Consolidated statement of financial position as at 31 December 2011. Out of this amount MKD 536,553 thousand were part of the fixed line segment while MKD 79,137 thousand were part of the mobile segment. In 2012 the transaction was completed and the new acquired building in amount of MKD 2,294,230 thousand was recognized as PPE (see note 11) while the sold administrative buildings were derecognized with carrying amount of MKD 626,164 thousand at the moment of derecognition, resulting in a net gain of MKD 828,481 thousand recognized in Other operating income (see note 13 and 19). The amount of MKD 34,286 thousand that are part of the mobile segment represents old equipment swapped under the RAN modernization project started in 2011 (see note 4.1). As the management's intention is to recover the carrying amount of these assets through sale and there is plan to sell these assets, the carrying amount of the swapped assets was reclassified to assets held for sale in the Statement of financial position as at 31 December 2012.

11. PROPERTY, PLANT AND EQUIPMENT

In thousands of denars	Land	Buildings	Telecommunication equipment	Other	Assets under construction	Total
Cost						
At 1 January 2011	6,353	4,196,917	28,438,703	4,079,615	1,116,089	37,837,677
Additions	990	22,861	902,004	289,942	436,146	1,651,943
Transfer from assets under construction (see note 12)	-	6,769	428,974	274,377	(935,565)	(225,445)
Disposals	-	(1,529)	(390,417)	(378,610)	(466)	(771,022)
Transfer to assets held for sale	-	(784,612)	-	(87,923)	-	(872,535)
At 31 December 2011	7,343	3,440,406	29,379,264	4,177,401	616,204	37,620,618
Depreciation						
At 1 January 2011	-	1,643,604	18,488,530	2,793,357	-	22,925,491
Charge for the year	-	105,383	2,213,243	428,434	-	2,747,060
Disposals	-	(1,522)	(361,907)	(358,514)	-	(721,943)
Transfer to assets held for sale	-	(168,922)	-	(85,199)	-	(254,121)
At 31 December 2011	-	1,578,543	20,339,866	2,778,078	-	24,696,487
Carrying amount						
At 1 January 2011	6,353	2,553,313	9,950,173	1,286,258	1,116,089	14,912,186
At 31 December 2011	7,343	1,861,863	9,039,398	1,399,323	616,204	12,924,131

Notes to the consolidated financial statements

In thousands of denars	Land	Buildings	Telecommunication equipment	Other	Assets under construction	Total
Cost						
At 1 January 2012	7,343	3,440,406	29,379,264	4,177,401	616,204	37,620,618
Additions	702	2,096,733	1,090,913	388,443	1,482,215	5,059,006
Transfer from assets under construction (see note 12)	-	222,844	481,012	38,722	(1,105,930)	(363,352)
Transfer between group of assets (see note 12)	(4)	(37,031)	18,083	(1,635)	341	(20,246)
Disposals	(12)	(6,859)	(2,412,103)	(230,831)	-	(2,649,805)
Transfer to assets held for sale	-	(11,510)	(1,418,545)	(55,438)	-	(1,485,493)
At 31 December 2012	8,029	5,704,583	27,138,624	4,316,662	992,830	38,160,728
Depreciation						
At 1 January 2012	-	1,578,543	20,339,866	2,778,078	-	24,696,487
Charge for the year	-	105,589	2,091,634	457,666	-	2,654,889
Disposals	-	(6,859)	(2,411,875)	(215,753)	-	(2,634,487)
Transfer to assets held for sale	-	(10,262)	(1,384,259)	(49,644)	-	(1,444,165)
Transfer between group of assets (see note 12)	-	69,148	176,527	(151,954)	-	93,721
At 31 December 2012	-	1,736,159	18,811,893	2,818,393	-	23,366,445
Carrying amount						
At 1 January 2012	7,343	1,861,863	9,039,398	1,399,323	616,204	12,924,131
At 31 December 2012	8,029	3,968,424	8,326,731	1,498,269	992,830	14,794,283

In 2011, the Group signed an agreement to provide four of its administrative buildings and cash consideration in exchange for one new building in 2012. The Company will pay the difference between the purchase price of the new building and the selling price of the existing buildings in six equal yearly instalments starting from the moment the whole transaction is completed. The transaction was accounted for under IAS 16 as asset exchange transaction with commercial substance as the configuration (risk, timing and amount) of the cash flows of the asset received differs from the configuration of the cash flows of the asset transferred; the amount of the cash paid is showing that the fair values of the exchanged buildings are different and the assets exchanged are used in the ordinary course of business and are not idle. Taking into account that the payment of the liability is deferred beyond normal credit terms the liability was discounted to its present value (see note 13). However, as the fair value of the new building can be considered to be more accurately and precisely determinable compared to the fair values of the old buildings the impact of the discounting was presented as affecting the fair value of the old assets and recognized as gain on sale of PPE in Profit for the year (see note 19), which derives also from observable market data for the fair value of the old buildings. In 2012, the Group completed the transaction for purchase and sale of buildings with an exchange which resulted in recognition of the acquired building in PPE at fair value in amount of MKD 2,294,230 thousand (see note 10). The selling price for the four old buildings was MKD 1,300,791 thousand and the trade-in value of these buildings did not and will not result in cash received.

In 2012, the Group capitalised MKD 40,384 thousand expenditures related to obtaining complete documentation for base stations in accordance to applicable laws in Republic of Macedonia (see note 2.7).

The reviews of the useful lives and residual values of property, plant and equipment during 2012 affected the lives and residual values of a several types of assets. The assets affected by the change of useful life were mainly vehicles, mobile exchanges as well as equipment under the PSTN migration project where the useful life of all assets affected by the migration was shortened to reflect the planned dynamic of the migration. The change of the useful life on the affected assets was made due to technological changes and business plans of the Group member companies.

Notes to the consolidated financial statements

The reviews result in the following change in the original trend of depreciation in the current and future years.

In thousands of denars

	2012	2013	2014	2015	After 2015
Increase/(decrease) in depreciation	106,544	54,541	(43,976)	6,401	(91,375)
	<u>106,544</u>	<u>54,541</u>	<u>(43,976)</u>	<u>6,401</u>	<u>(91,375)</u>

12. INTANGIBLE ASSETS

In thousands of denars	Software and software licences	Concession, 2G and 3G licence	Other	Total
Cost				
At 1 January 2011	6,857,727	891,406	32,155	7,781,288
Additions	535,583	-	-	535,583
Transfer from assets under construction (see note 11)	225,445	-	-	225,445
Disposals	(408,362)	-	-	(408,362)
At 31 December 2011	<u>7,210,393</u>	<u>891,406</u>	<u>32,155</u>	<u>8,133,954</u>
Amortisation				
At 1 January 2011	4,959,487	201,319	30,344	5,191,150
Charge for the year	722,381	85,494	675	808,550
Disposals	(384,885)	-	-	(384,885)
At 31 December 2011	<u>5,296,983</u>	<u>286,813</u>	<u>31,019</u>	<u>5,614,815</u>
Carrying amount				
At 1 January 2011	<u>1,898,240</u>	<u>690,087</u>	<u>1,811</u>	<u>2,590,138</u>
At 31 December 2011	<u>1,913,410</u>	<u>604,593</u>	<u>1,136</u>	<u>2,519,139</u>
In thousands of denars	Software and software licences	Concession, 2G and 3G licence	Other	Total
Cost				
At 1 January 2012	7,210,393	891,406	32,155	8,133,954
Additions	171,368	-	-	171,368
Transfer from assets under construction (see note 11)	363,352	-	-	363,352
Disposals	(1,653,782)	-	-	(1,653,782)
Transfer between group of assets (see note 11)	20,246	-	-	20,246
At 31 December 2012	<u>6,111,577</u>	<u>891,406</u>	<u>32,155</u>	<u>7,035,138</u>
Amortisation				
At 1 January 2012	5,296,983	286,813	31,019	5,614,815
Charge for the year	1,011,975	85,492	1,136	1,098,603
Disposals	(1,653,782)	-	-	(1,653,782)
Transfer between group of assets (see note 11)	(93,721)	-	-	(93,721)
At 31 December 2012	<u>4,561,455</u>	<u>372,305</u>	<u>32,155</u>	<u>4,965,915</u>
Carrying amount				
At 1 January 2012	<u>1,913,410</u>	<u>604,593</u>	<u>1,136</u>	<u>2,519,139</u>
At 31 December 2012	<u>1,550,122</u>	<u>519,101</u>	<u>-</u>	<u>2,069,223</u>

Notes to the consolidated financial statements

The reviews of the useful lives of intangible assets during 2012 affected the lives of a number of assets, mainly including software. The change on the useful life of the affected assets was made according to technological changes and business plans of the Group member companies.

The reviews result in the following change in the original trend of amortisation in the current and future years.

In thousands of denars

	2012	2013	2014	2015	After 2015
Increase/(decrease) in amortisation	22,309	(38,312)	22,144	31,372	(37,513)
	<u>22,309</u>	<u>(38,312)</u>	<u>22,144</u>	<u>31,372</u>	<u>(37,513)</u>

13. TRADE AND OTHER PAYABLES

In thousands of denars

	2012	2011
Trade payables		
-Domestic	731,161	648,678
-Foreign	330,631	650,510
Liabilities to related parties	230,402	191,561
Other financial liabilities	<u>974,284</u>	<u>42,291</u>
Financial liabilities	2,266,478	1,533,040
Accrued expenses	1,395,974	1,055,990
Deferred revenue	444,851	489,109
Advances received	56,562	54,600
Other	<u>34,988</u>	<u>34,767</u>
	<u>4,198,853</u>	<u>3,167,506</u>
Less non-current portion:		
Deferred revenue	(77,836)	(85,275)
Other financial liabilities	<u>(648,845)</u>	<u>-</u>
Current portion	<u>3,472,172</u>	<u>3,082,231</u>

Liabilities to related parties represent liabilities to Magyar Telekom Group and Deutsche Telekom Group (see note 27).

Non-current deferred revenues have maturity up to 10 years from the date of the Consolidated statement of financial position.

In the category Other financial liabilities MKD 835,887 thousand (2011: nil) represent the carrying amount of long term payables related to the transaction for purchase and sale of buildings with an exchange (see note 10, 11 and 19). These liabilities are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method. The unwinding of the discount is being recognized in Interest expense in Profit and loss. The carrying amount of these liabilities approximates their fair value as the related cash flows are discounted with an interest rate of 6% p.a. which is the observable at the market for similar long term financial liabilities. Given that the fair value of the newly acquired building is more accurately and precisely determined compared to the fair values of the sold buildings the impact of the discounting affects the fair value of the old assets and is presented as part of the net gain in Other operating income in amount of MKD 153,854 thousand.

The carrying amounts of the current portion of trade and other payables are denominated in the following currencies:

In thousands of denars	2012	2011
MKD	1,988,223	2,110,773
EUR	1,399,098	844,881
USD	76,303	107,282
Other	<u>8,548</u>	<u>19,295</u>
	<u>3,472,172</u>	<u>3,082,231</u>

Notes to the consolidated financial statements

14. PROVISION FOR OTHER LIABILITIES AND CHARGES

In thousands of denars	Legal cases	Other	Total
1 January 2011	854,401	61,141	915,542
Additional provision	42,465	21,517	63,982
Unused amount reversed	(194,763)	(2,433)	(197,196)
Used during period	(271,880)	(8,516)	(280,396)
31 December 2011	<u>430,223</u>	<u>71,709</u>	<u>501,932</u>

In thousands of denars	Legal cases	Other	Total
1 January 2012	430,223	71,709	501,932
Additional provision	91,150	25,511	116,661
Unused amount reversed	(217,239)	(5,461)	(222,700)
Used during period	(108,343)	(50,200)	(158,543)
31 December 2012	<u>195,791</u>	<u>41,559</u>	<u>237,350</u>

Analysis of total provisions:

In thousands of denars	2012	2011
Non-current (legal cases and other)	113,821	369,583
Current	<u>123,529</u>	<u>132,349</u>
	<u>237,350</u>	<u>501,932</u>

Provisions for legal cases relate to certain legal and regulatory claims brought against the Group.

One legal case is in process against the Company relating to a dispute with a competitor, which alleges that the Company has abused its dominant position on the market and is seeking damages of MKD 100,521 thousand. The information usually required by IAS 37 is not disclosed. Management recognizes a provision for its best estimate of the obligation but does not disclose the information required by paragraph 85 of IAS 37 because the management believes that to do so would seriously prejudice the outcome of the case. In addition, there are numerous legal cases for which provisions were recognized, none of which are individually material, therefore not disclosed.

Management does not expect that the outcome of these legal claims will give rise to any significant loss beyond the amounts provided at 31 December 2012.

Other includes provision made for the legal or contractual obligation of the Group to pay to employees certain amounts at their retirement date (see note 2.15.1) and provision made for the Variable II incentive program (see note 28). The provision is recognized against Personnel expenses in the Profit for the year. In addition, as a result of the findings of the Investigation, the identified impact was recognized under Provision for other liabilities and charges in amount of MKD 36,019 thousand as at 31 December 2011, which provision was used during 2012 (see note 1.2).

15. CAPITAL AND RESERVES

Share capital consists of the following:

In thousands of denars	2012	2011
Ordinary shares	9,583,878	9,583,878
Golden share	<u>10</u>	<u>10</u>
	<u>9,583,888</u>	<u>9,583,888</u>

Share capital consists of one golden share with a nominal value of MKD 9,733 and 95,838,780 ordinary shares with a nominal value of MKD 100 each.

The golden share with a nominal value of MKD 9,733 is held by the Government of the Republic of Macedonia. In accordance with Article 16 of the Statute, the golden shareholder has additional rights not vested in the holders of ordinary shares.

Notes to the consolidated financial statements

Namely, no decision or resolution of the Shareholders' Assembly related to: generating, distributing or issuing of share capital; integration, merging, separation, consolidation, transformation, reconstruction, termination or liquidation of the Company; alteration of the Company's principal business activities or the scope thereof; sale or abandonment either of the principal business activities or of significant assets of the Company; amendment of the Statute of the Company in such a way so as to modify or cancel the rights arising from the golden share; or change of the brand name of the Company; is valid if the holder of the golden share, votes against the respective resolution or decision. The rights vested in the holder of the golden share are given in details in the Company's Statute. As at 31 December 2012 and 2011, the ordinary shares of the Company were held as follows:

In thousands of denars	2012	%	2011	%
Stonebridge AD Skopje, in liquidation	4,887,778	51.00	4,887,778	51.00
Government of the Republic of Macedonia	3,336,497	34.81	3,336,497	34.81
The Company (treasury shares)	958,388	10.00	958,388	10.00
International Finance Corporation (IFC)	179,698	1.88	179,698	1.88
Other minority shareholders	221,527	2.31	221,527	2.31
	<u>9,583,888</u>	<u>100.00</u>	<u>9,583,888</u>	<u>100.00</u>

15.1. Treasury shares

The Company acquired 9,583,878 of its own shares, representing 10% of its shares, through the Macedonian Stock Exchange during June 2006. The total amount paid to acquire the shares, net of income tax, was MKD 3,843,505 thousand. The shares are held as treasury shares.

As a result of the findings of the Investigation, for one consultancy contract, the payments of which was erroneously capitalized as part of treasury shares in 2006 has been retrospectively derecognized from treasury shares (see note 1.2).

The amount of treasury shares of MKD 3,738,358 thousand (after restatement), has been deducted from shareholders' equity. The Company has the right to reissue these shares at a later date. All shares issued by the Company were fully paid.

16. REVENUES

In thousands of denars	2012	2011
Fixed line revenues		
Voice retail	2,277,680	2,925,866
Voice wholesale	1,890,069	1,950,786
Internet	1,205,191	1,253,675
Data	442,220	553,817
TV	416,715	316,043
Equipment	318,209	313,990
Other fixed line revenues	<u>103,566</u>	<u>87,421</u>
	<u>6,653,650</u>	<u>7,401,598</u>
Mobile revenues		
Voice retail	4,312,346	5,201,450
Voice wholesale	1,094,772	1,125,927
Data	809,426	992,935
Equipment	359,888	425,788
Internet	266,595	193,411
Content	75,364	118,769
Other mobile revenues	149,609	117,661
Voice visitor	<u>93,222</u>	<u>117,049</u>
	<u>7,161,222</u>	<u>8,292,990</u>
	<u>13,814,872</u>	<u>15,694,588</u>

Notes to the consolidated financial statements

17. PERSONNEL EXPENSES

In thousands of denars	2012	2011
Salaries	976,310	1,000,458
Contributions on salaries	330,316	320,087
Bonus payments	231,855	235,705
Other staff costs	173,579	102,195
Capitalised personnel costs	(162,455)	(119,698)
	<u>1,549,605</u>	<u>1,538,747</u>

Other staff costs mainly include termination benefits for 43 employees leaving the Group in 2012 (2011: 9 employees), holiday's allowance and other benefits.

Bonus payments also include the cost for MTIP and Variable II program (see note 28).

18. OTHER OPERATING EXPENSES

In thousands of denars	2012	2011
Purchase cost of goods sold	1,404,611	1,495,422
Services	792,577	888,681
Marketing and donations	404,295	466,432
Materials and maintenance	339,201	318,490
Subcontractors	276,934	302,569
Energy	326,742	298,663
Fees, levies and local taxes	305,785	244,366
Royalty payments for IPTV programs	158,147	107,397
Rental fees	134,241	131,410
Consultancy	106,166	69,891
Tax on non-deductable expenses	34,034	29,381
Insurance	18,231	21,011
Impairment losses on trade and other receivables	64,560	595
Write down of inventories to net realisable value	-	9,246
Write off of inventories	14,347	1,506
Other	21,581	21,551
	<u>4,401,452</u>	<u>4,406,611</u>

Services mainly include agent commissions, postal expenses, expenses for maintenance of IT equipment and other service fees (such as cleaning, security and other).

In order to maintain consistency with the current year presentation expenses presented in 2011 as Other in the amount of MKD 176,961 thousand were excluded from the Other operating expenses category in these financial statements and reclassified to Other operating income (see note 19). The reclassification had no impact on equity or net profit.

19. OTHER OPERATING INCOME

In thousands of denars	2012	2011
Net gain on sale of PPE	839,731	22,544
Other	263,544	176,961
	<u>1,103,275</u>	<u>199,505</u>

Other mainly includes net income from release of provisions.

In 2012 the Group completed the transaction for purchase and sale of buildings with an exchange which resulted in a gain on sale of its four administrative buildings in amount of MKD 828,481 thousand (see note 10).

Notes to the consolidated financial statements

In order to maintain consistency with the current year presentation expenses presented in 2011 as Other in the amount of MKD 176,961 thousand were excluded from the Other operating expenses category in these financial statements and reclassified to Other operating income (see note 18). The reclassification had no impact on equity or net profit.

20. FINANCE EXPENSES

In thousands of denars	2012	2011
Interest expense	63,974	42,408
Bank charges and other commissions	28,095	38,735
Fair value through profit and loss	3,254	11,425
Net foreign exchange loss	3,510	-
	<u>98,833</u>	<u>92,568</u>

21. FINANCE INCOME

In thousands of denars	2012	2011
Interest income	210,525	231,004
Net foreign exchange gain	-	4,317
Dividend income	3,285	3,282
	<u>213,810</u>	<u>238,603</u>

Dividend income is from financial asset at fair value through profit and loss. Interest income is generated from financial assets classified as loans and receivables.

22. DIVIDENDS

The Shareholders' Assembly of the Company, at its meeting, held on 4 April 2012 adopted a Resolution for the dividend payment for the year 2011. The Resolution on dividend payment for 2011 is in the amount of MKD 6,163,557 thousand from the net profit for the year 2011. The dividend was paid out in April 2012. Up to date of issuing of these consolidated financial statements, no dividends have been declared for 2012.

23. REPORTABLE SEGMENTS AND INFORMATION

23.1. Reportable segments

The Group's reportable segments are: fixed line and mobile segment.

The fixed line segment provides local, national and international long distance telephone services, VoIP services, leased line services, Internet services and TV distribution services under the T-Home brand.

The mobile segment provides mobile telecommunication services under the T-Mobile brand.

23.2. Information regularly provided to the chief operating decision maker

The following tables present the segment information by reportable segment regularly provided to the Chief operating decision maker of the Company, reconciled to the corresponding Group numbers. The information regularly provided to the GMC includes several measures of profit which are considered for the purposes of assessing performance and allocating resources, including EBITDA adjusted for the impact of certain items considered as "special influence". These items vary year-over-year in nature and magnitude. Management believes that EBITDA is the segment measure that is most consistent with the measurement principles used in measuring the corresponding amounts in these financial statements.

Notes to the consolidated financial statements

Revenues

In thousands of denars	2012	2011
Total Fixed Line segment revenues	7,352,808	8,097,102
Less: Fixed Line segment revenues from other segment	<u>(705,465)</u>	<u>(708,430)</u>
Fixed Line segment revenues from external customers	6,647,343	7,388,672
Total Mobile segment revenues	8,278,894	9,509,271
Less: Mobile segment revenues from other segment	<u>(1,111,365)</u>	<u>(1,203,355)</u>
Mobile segment revenues from external customers	7,167,529	8,305,916
Total revenues of the Group	<u>13,814,872</u>	<u>15,694,588</u>

None of the Group's external customers represent a significant source of revenue.

Segment results (EBITDA)

In thousands of denars	2012	2011
Fixed Line segment	3,927,850	3,997,906
Mobile segment	<u>3,490,861</u>	<u>4,384,067</u>
Total EBITDA of the Group	7,418,711	8,381,973
Depreciation and amortisation of the Group	<u>3,753,492</u>	<u>3,610,804</u>
Total operating profit of the Group	<u>3,665,219</u>	<u>4,771,169</u>
Finance income – net	<u>114,977</u>	<u>146,035</u>
Profit before income tax of the Group	<u>3,780,196</u>	<u>4,917,204</u>

Capital expenditure (CAPEX) on PPE and Intangible assets

In thousands of denars	2012	2011
Fixed Line segment	4,112,856	1,385,538
Mobile segment	<u>1,117,517</u>	<u>801,988</u>
Total capital expenditure on PPE and Intangible assets of the Group	<u>5,230,373</u>	<u>2,187,526</u>

The amounts disclosed as "Capital expenditure on PPE and Intangible assets" correspond to the "Investment" line disclosed in notes 11 and 12.

24. LEASES AND OTHER COMMITMENTS

24.1. Operating lease commitments – where the Group is the lessee:

Operating lease commitments – where the Group is the lessee, are mainly from lease of business premises and other telecommunications facilities.

The future aggregate minimum lease payments under non-cancellable operating leases are as follows:

In thousands of denars	2012	2011
Not later than 1 year	116,538	118,174
Later than 1 year and not later than 5 years	251,442	274,788
Later than 5 years	<u>68,680</u>	<u>93,054</u>
	<u>436,660</u>	<u>486,016</u>

24.2. Operating lease commitments – where the Group is the lessor:

Operating lease commitments – where the Group is the lessor are mainly from lease of land sites for base stations.

Notes to the consolidated financial statements

The future aggregate minimum lease receivables under non-cancellable operating leases are as follows:

In thousands of denars	2012	2011
Not later than 1 year	24,215	22,340
Later than 1 year and not later than 5 years	95,834	87,381
Later than 5 years	30,664	45,418
	<u>150,713</u>	<u>155,139</u>

24.3. Capital commitments

The amount authorized for capital expenditure as at 31 December 2012 was MKD 429,598 thousand (2011: MKD 2,742,054 thousand). In 2011 the Group signed an agreement to exchange 4 of its administrative buildings along with cash consideration for one new building in 2012, which resulted in an amount authorized for capital expenditure as at 31 December 2011 of MKD 2,294,323 thousand (see note 10). The amount authorized for capital expenditure as at 31 December 2012 mainly relates to telecommunication assets.

25. ADDITIONAL DISCLOSURES ON FINANCIAL ASSETS

The Group classifies fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- (a) quoted prices (unadjusted) in active markets for identical assets (Level 1);
- (b) inputs other than quoted prices included within Level 1 that are observable for the asset, either directly or indirectly (Level 2); and
- (c) inputs for the asset that are not based on observable market data (Level 3).

The level in the fair value hierarchy within which the fair value measurement is categorized in its entirety is determined on the basis of the lowest level input that is significant to the fair value measurement in its entirety. The significance of an input is assessed against the fair value measurement in its entirety.

There was no transfer between Level 1 and Level 2 financial assets.

25.1. Financial assets – Carrying amounts and fair values

The table below shows the categorization of financial assets as at 31 December 2011.

Assets In thousands of denars	Financial assets			At fair value		Carrying amount	Fair value
	Loans and receivables	Held-to- maturity	Available-for- sale (Level 2)	through profit and loss (Level 1)			
Cash and cash equivalents	1,078,115	-	-	-		1,078,115	1,078,115
Deposits with banks	7,943,462	-	-	-		7,943,462	7,943,462
Trade and other receivables	3,127,095	-	-	-		3,127,095	3,127,095
Other non-current assets	-	-	612	-		612	612
Financial assets at fair value through profit and loss	-	-	-	54,083		54,083	54,083

Notes to the consolidated financial statements

The table below shows the categorization of financial assets as at 31 December 2012.

Assets In thousands of denars	Financial assets				Carrying amount	Fair value
	Loans and receivables	Held-to- maturity	Available-for- sale (Level 2)	At fair value through profit and loss (Level 1)		
Cash and cash equivalents	425,234	-	-	-	425,234	425,234
Deposits with banks	6,369,058	-	-	-	6,369,058	6,369,058
Trade and other receivables	2,968,736	-	-	-	2,968,736	2,968,736
Other non-current assets	-	-	612	-	612	612
Financial assets at fair value through profit and loss	-	-	-	50,828	50,828	50,828

Loans and receivables are measured at amortized cost, while available-for-sale and held-for-trading assets are measured at fair value.

Cash and cash equivalents, bank deposits, trade receivables and other current financial assets mainly have short times to maturity. For this reason, their carrying amounts at the end of the reporting period approximate their fair values.

Financial assets available for sale include insignificant investment in equity instruments, measured at fair value.

Financial assets at fair value through profit or loss include investments in equity instruments in the amount of MKD 50,828 thousand (2011: MKD 54,083 thousand) calculated with reference to the Macedonian Stock Exchange quoted bid prices. Changes in fair values of other financial assets at fair value through profit or loss are recorded in finance income/expenses in the Profit for the year (see note 20 and 21). The cost of these equity investments is MKD 31,786 thousand (2011: MKD 31,786 thousand).

25.2. Other disclosures about financial instruments

The Group was exposed to risks that arise from the possible drawdown of guarantees in a nominal amount of MKD 1,987 thousand as at 31 December 2011. These guarantees were issued by Macedonian banks on behalf of the Company, or its subsidiary, as collaterals to secure the fulfilment of the Group's certain contractual obligations. The Group has been delivering on its contractual obligations and expects to continue doing so in the future, therefore no drawdown of the guarantees has happened so far, and is not expected to happen in the future. As at 31 December 2012 there are no such types of guarantees.

There were no financial assets or liabilities, which were reclassified into another financial instrument category.

No financial assets were transferred in such a way that part or all of the financial assets did not qualify for de-recognition.

26. CONTINGENCIES

The Company and the subsidiary have contingent liabilities in respect of legal and regulatory claims arising in the ordinary course of business. The major part of the contingent liabilities relate to 18 requests for initiating misdemeanour procedures from regulatory bodies for alleged breach of certain deadlines for decision upon subscriber's request and related to alleged abuse of dominant position on the market. The maximum possible fine for each individual case is 4% in 15 cases; 7% in 1 case and 10% in 2 cases of the annual revenue from the previous year, in accordance with the local legislation. Management believes, based on legal advice, that it is not probable that a significant liability will arise from these claims because of unsubstantial basis for initiating of these misdemeanour procedures. One contingent liability in amount of MKD 978,661 thousand relate to legal case with Newsphone S DOO Skopje for possible damage compensation with regards to lost future profits as a result of termination of contract by the subsidiary. It is not anticipated by the management that any material liabilities will arise from the contingent liabilities other than those provided for (see note 14).

27. RELATED PARTY TRANSACTIONS

All transactions with related parties arise in the normal course of business and their value is not materially different from the terms and conditions that would prevail in arms-length transactions.

Notes to the consolidated financial statements

Transactions with related parties include provision and supply of telecommunication services and equipment, loans granted and supply of management consultancy services. The amounts receivable and payable are disclosed in the appropriate notes (see note 7 and 13).

The revenues and expenses with the Company's related parties are as follows:

In thousands of denars	2012		2011	
	Revenues	Expenses	Revenues	Expenses
Magyar Telekom Group				
Magyar Telekom Plc	5,767	46,456	22,448	51,764
IQSYS Magyar Telekom	-	2,770	-	7,481
T-Systems Magyarország Zrt.	-	923	-	-
Telemakedonija AD	181	-	249	-
Crnogorski Telekom	543	2,361	569	2,658
Novatel	2,289	-	3,438	-
Deutsche Telekom Group				
Deutsche Telekom AG	1,447,652	249,748	1,475,886	274,134
Hrvatski Telekom	2,834	39,227	5,856	11,779
Slovak Telekom	240	352	200	393
Polska Telefonía Cyfrowa	342	486	332	570
T-Mobile Czech Republic	369	746	453	1,215
T-Mobile Austria	3,786	5,857	4,784	6,102
Everything Everywhere Limited	173	1,387	1,176	1,515
T-Mobile USA	4	1,233	438	1,685
T-Systems	11,138	14,038	9,856	4,517
T-Mobile Netherlands BV	1,241	1,161	1,232	1,360
T-Mobile International UK Limited	-	616	-	803
Detecon	-	8,845	-	5,359
OTE Globe	22,509	30,435	19,712	32,173
Romtelekom	-	913	-	1,814
Cosmo Bulgaria Mobile	865	5,428	697	5,824
Albanian Mobile Communications	954	5,685	718	5,427
Cosmote Romanian Mobile Telecommunications	50	367	22	455
COSMOTE-Mobile Telecom. S.A.	3,125	11,653	3,106	14,874
Entity controlled by subsidiary's key management personnel				
Mobico DOOEL	343	161	582	107

Notes to the consolidated financial statements

The receivables and payables with the Company's related parties are as follows:

In thousands of denars	2012		2011	
	Receivables	Payables	Receivables	Payables
Magyar Telekom Group				
Magyar Telekom Plc	8,526	7,084	4,728	38,549
T-Systems Magyarország Zrt.	-	1,845	-	1,845
Telemakedonija AD	6	-	23	-
Crnogorski Telekom	6,395	-	-	1,324
Novatel	389	378	565	489
Deutsche Telekom Group				
Deutsche Telekom AG	247,057	172,147	244,418	102,541
Hrvatski Telekom	13,205	33	-	4,221
Slovak Telekom	457	4,400	287	7,872
Polska Telefonia Cyfrowa	9	-	-	440
T-Mobile Czech Republic	298	-	-	144
T-Mobile Austria	15,623	-	4,819	-
Everything Everywhere Limited	-	4,110	-	3,875
T-Mobile USA	2,217	-	-	262
T-Systems	5,094	9,636	2,546	8,667
T-Mobile Netherlands BV	-	6,880	-	7,617
T-mobile International UK Limited	-	138	-	185
Detecon	-	8,845	-	535
OTE Globe	8,842	8,800	7,608	11,181
Romtelekom	-	6,054	-	1,814
Cosmo Bulgaria Mobile	56,875	-	25,673	-
Albanian Mobile Communications	15,641	-	8,078	-
Cosmote Romanian Mobile Telecommunications	376	-	831	-
COSMOTE-Mobile Telecom. S.A.	78,937	-	46,041	-
Entity controlled by subsidiary's key management personnel				
Mobico DOOEL	105	52	114	-

28. KEY MANAGEMENT COMPENSATION

The compensation of key management from the Company, including taxation charges and contributions, is presented below:

In thousands of denars	2012	2011
Short-term employee benefits (including taxation)	99,244	124,237
State contributions on short-term employee benefits	8,201	6,005
Share-based payments	4,870	10,030
	<u>112,315</u>	<u>140,272</u>

The remuneration of the members of the Company's Board of Directors amounted to MKD 6,140 thousand (2011: MKD 6,200 thousand) included in Short-term employee benefits.

The share-based payments represent compensation of key management from the Company as part of a Mid Term Incentive Plan (MTIP) launched by Magyar Telekom Plc., whereby the targets to be achieved are based on the performance of the Magyar Telekom Plc. shares. Participants include top and senior managers of the Magyar Telekom Group.

The MTIP is operated by Magyar Telekom Plc. while the compensation of key management from the Company related to the MTIP is incurred by the Company (for MTIP programs launched 2008, 2009 and 2010) and is included in Personnel expenses (Bonus Payments) recognized against Other provisions (see notes 17 and 14).

Notes to the consolidated financial statements

A new variable performance-based long-term-incentive program, named Variable II Program, was launched in 2012 as part of the global, DT Group-wide compensation tool for the companies that promotes the medium and long-term value enhancement of DT Group, aligning the interests of management and shareholders.

The Variable II Program for 2012 is applicable from 1 January 2012 until 31 December 2015, with two bridging programs: Variable II Bridging program I, with implementation period from 1 January 2012 to 31 December 2013 and Variable II Bridging program II, with implementation period from 1 January 2012 to 31 December 2014.

The Variable II is measured based on the fulfilment of four equally weighted Group long term performance parameters (adjusted earnings per share (EPS); adjusted return on capital employed (ROCE); customer satisfaction and employee satisfaction). Each parameter determines a quarter of the award amount. Levels of target achievement are capped at 150% and target achievement levels greater than 150% are disregarded in all four performance parameters. The assessment period is four years and is based on average target achievement across the four years planned.

Program participants are Company's top managers who have accepted participation in the designated time frame.

The expenses incurred by the Company related to the Variable II program are shown within share-based payments.

29. EVENTS AFTER THE FINANCIAL STATEMENT DATE

There are no events after the financial statement date that would have impact on the 2012 profit for the year, consolidated statement of financial position or cash flows.

Makedonski Telekom AD – Skopje
Kej 13 Njemvri No. 6, 1000 Skopje

Македонски Телеком	
АД за електронски комуникации - Скопје	
Број	052-FO383/1
Датум	20-06-2013

T

ANNUAL REPORT on the operations of the Group of Makedonski Telekom AD - Skopje in 2012

On 13 February 2006, Magyar Telekom Plc., the controlling owner of Makedonski Telekom AD – Skopje (the Company), (via Stonebridge Communications AD - Skopje (under liquidation), majority shareholder of the Company), announced that it was investigating certain contracts entered into by another subsidiary of Magyar Telekom Plc. to determine whether the contracts were entered into in violation of Magyar Telekom Plc. policy or applicable law or regulation. Magyar Telekom's Audit Committee retained White & Case, as its independent legal counsel to conduct the internal investigation. Subsequent to this, on 19 February 2007, the Board of Directors of the Company, based on the recommendation of the Audit Committee of the Company and the Audit Committee of Magyar Telekom Plc., adopted a resolution to conduct an independent internal investigation regarding certain contracts in Macedonia.

Based on publicly available information, as well as information obtained from Magyar Telekom and as previously disclosed, Magyar Telekom's Audit Committee conducted an internal investigation regarding certain contracts relating to the activities of Magyar Telekom and/or its affiliates in Montenegro and Macedonia that totalled more than EUR 31 million. In particular, the internal investigation examined whether Magyar Telekom and/or its Montenegrin and Macedonian affiliates had made payments prohibited by U.S. laws or regulations, including the U.S. Foreign Corrupt Practices Act (the "FCPA"). The Company has previously disclosed the results of the internal investigation.

Magyar Telekom's Audit Committee informed the U.S. Department of Justice (the "DOJ") and the U.S. Securities and Exchange Commission (the "SEC") of the internal investigation. The DOJ and the SEC commenced investigations into the activities that were the subject of the internal investigation. For further information about the internal investigation, please refer to the financial statements of the Company for the previous years.

In 2011, Magyar Telekom entered into final settlements with the DOJ and the SEC to resolve the DOJ's and the SEC's investigations relating to Magyar Telekom. The settlements concluded the DOJ's and the SEC's investigations.

Magyar Telekom has entered into a two-year deferred prosecution agreement (the "DPA") with the DOJ, under which Magyar Telekom was charged with a violation of the anti-bribery provisions of the FCPA and two violations of the books and records provisions of the FCPA. In accordance with the DPA, on 29 December 2011, the DOJ filed a criminal information (the "Information") setting out these charges in the U.S. District Court for the Eastern District of Virginia. Magyar Telekom has agreed to admit to the DOJ's allegations and to acknowledge responsibility for the acts as charged in the Information. Magyar Telekom has agreed to pay a criminal penalty of USD 59.6 million, to cooperate with the DOJ in future investigations, to refrain from any violations of U.S. federal criminal law, to continue to operate a compliance program and to report to the DOJ annually regarding the compliance program during the term of the DPA. The DOJ will seek to dismiss the charges upon conclusion of the two-year term, unless Magyar Telekom violates the terms of the DPA.

On 29 December 2011, the SEC filed in the U.S. District Court for the Southern District of New York a Complaint (the "Complaint") and a proposed Final Judgment against Magyar Telekom (the "Final Judgment"). Without admitting or denying the allegations in the Complaint, Magyar Telekom consented to the filing of the Complaint and entry of the Final Judgment to resolve the SEC's investigation. The Complaint alleged civil violations of the FCPA's anti-bribery, books and records and internal control provisions. The Final Judgment, which was approved by the U.S. District Court for the Southern District of New York on 3 January 2012, permanently enjoined Magyar Telekom from violating these provisions and required Magyar Telekom to pay USD 25.2 million for disgorgement of profits and USD 6.0 million of prejudgment interest thereon.

The final settlements recognize the DOJ's and the SEC's consideration of Magyar Telekom's self-reporting, thorough internal investigation, remediation and cooperation with the DOJ's and the SEC's investigations. Magyar Telekom has undertaken several remedial measures to address the issues identified during the course of these investigations. These measures include steps designed to revise and enhance Magyar Telekom's internal controls, as well as the establishment of the Corporate Compliance Program. The Corporate Compliance Program promotes awareness of Magyar Telekom's

compliance policies and procedures through training, the operation of a whistleblower hotline, and monitoring of, and communications with, employees and subsidiaries of Magyar Telekom. Magyar Telekom remains fully committed to responsible corporate behaviour.

On 6 January 2012 Magyar Telekom paid a criminal penalty of USD 59.6 million pursuant to the settlement with the DOJ and on 23 January 2012 Magyar Telekom paid USD 25.2 million for disgorgement of profits and USD 6.0 million of prejudgment interest pursuant to the settlement with the SEC, totalling USD 90.8 million paid with respect to the settlements with the DOJ and the SEC.

The above-referenced settlement by Magyar Telekom and associated liability was not recorded in the consolidated financial statements of the Company. These amounts were reflected in the consolidated financial statements of Magyar Telekom and are not reflected in the consolidated financial statements of the Company.

According to the information provided to the Company by Magyar Telekom Plc., on 2 December 2009, the Audit Committee of Magyar Telekom Plc., provided the Magyar Telekom's Board of Directors with a "Report of Investigation to the Audit Committee of Magyar Telekom Plc." dated 30 November 2009 (the "Final Report").

In relation to the issuance of the Final Report and the information provided to the Company by Magyar Telekom, in January 2010 the Chairman of the Company's Board of Directors requested third party legal and tax expertise for assessment of the potential accounting and tax implications arising from the transactions conducted by the Company and its subsidiary (T-Mobile Macedonia) subject to the Final Report.

The external experts prepared reports (the "Reports") on their assessment and submitted the Reports to the Chairman of the Company's BoD and the Management of the Company and its subsidiary accordingly. As a result, based on the analysis of the Tax and Legal experts and information available to the Management related to the transactions subject of the Final Report, amount of MKD 248,379 thousand has been identified as potential tax impact, together with related penalty interest, as of 31 December 2009 arising from the transactions conducted by the Company and its subsidiary subject to the Final Report. In 2010, the amount related to the identified potential tax impact, together with related penalty interest, amounted to MKD 261,834 thousand out of which MKD 227,972 thousand related to the Company were paid in 2010 upon an executive decision issued by the Public Revenue Office. In 2012, the amount of MKD 36,724 thousand related to the identified potential tax impact, together with related penalty interest, in the subsidiary was paid upon an executive decision issued by the Public Revenue Office. In addition, the value of one contract of MKD 105,147 thousand capitalised within treasury shares was corrected in 2009 consolidated financial statements and was accounted for as though these payments had been expensed in 2006 rather than capitalized as part of treasury shares as originally reported. The other contracts that were identified by the Final Report and the reports of the tax and legal experts related to transactions undertaken by the Company and its subsidiary were expensed in the related periods (2001-2007).

In May 2008, the Ministry of Interior ("MOI") of the Republic of Macedonia ("RoM") submitted to the Company an official written request for information and documentation regarding certain payments for consultancy services and advance dividend, as well as certain procurements and contracts. In June 2008 the Company submitted copies from the requested documents. In the same period, the subsidiary has also received similar requests for provision of certain documentation to the Ministry of Interior of RM and they were submitted accordingly.

In October 2008, the Investigation Judge from the Primary Court Skopje 1 – Skopje (the criminal court), has issued an official written order to the Company to handover certain original documentation. Later in October 2008, the Company officially and personally handed over the requested documentation. Additional MOI requests in written were submitted and the Company provided the requested documentation.

We understand, based on public information available as of 10 December 2008, that the MOI Organized Crime Department submitted the files to the Basic Public Prosecution Office of Organized Crime and Corruption, with a proposal to bring criminal charges against Attila Szendrei (former CEO of Makedonski Telekom AD - Skopje), Rolf Plath (former CFO of Makedonski Telekom AD - Skopje), Mihail Kefaloyannis (former member of the Board of Directors in Stonebridge and former member of the Board of Directors in Telemacedonia) and Zoltan Kisjuhász (former CEO of Stonebridge and former non-executive member of the Board of Directors of Makedonski Telekom AD - Skopje) on the account of a reasonable doubt for committed criminal act. These individuals are proposed to be charged with having "abuse of office and authorizations" in their position in Makedonski Telekom AD - Skopje by concluding consultancy contracts for which there was no intention or need for any services in return.

The Primary Court Skopje 1 in Skopje, Investigative Department for Organized Crime delivered a summon to the Company in connection with the criminal charges against the above stated persons and asked for a statement whether the Company has suffered any damages on the basis of the said consultancy contracts.

After several postponements of the court hearing related to the investigation procedure handled in the Primary Court Skopje 1 Skopje, on the hearing held on 13 April 2009, the representatives of Makedonski Telekom AD Skopje declared the position of the Company that taking into consideration the ongoing independent internal investigation conducted by White & Case, approved by the Company's BoD, it was premature to preannounce any damage which may be caused by means of the implementation of the mentioned contracts or with reference to them. An expertise was performed on 11 May 2010 and the experts from Ministry of Justice of the Republic of Macedonia – Court Expertise Office – Skopje, asked for some additional documents from Company's side in order to prepare the expertise. The experts asked additional information related to certain agreements concluded in 2005 and 2006, and related invoices. The Company has collected and submitted requested information/documentation to the Court Expertise Office on 1 November 2010.

On 14 March 2011, the Company received from the Primary Court Skopje 1 a copy of the "Finding and Opinion", dated November 2010, issued by the Bureau of Judicial Expertise to the Primary Court Skopje 1 as a result of the expertise procedure. The "Finding and Opinion" addresses and contains conclusions regarding five contracts entered into with Chaptex and Cosmotelco in 2005 and 2006 and formerly reviewed by the Audit Committee of Magyar Telekom. The "Finding and Opinion" concludes that, based on these contracts, expenditures in the amount of EUR 3.975 million were made by the Company and Stonebridge to Chaptex "without evidence for performed services"; accordingly, shareholders of the Company and Stonebridge in the proportion of their shareholding, suffered damages in the aforementioned aggregate amount as result of decreased proceeds for payment of dividend in 2005 and 2006.

Based on publically available information, we understand that the Public Prosecutor has filed an indictment in 2011 against Mr. Szendrei, Mr. Kisjuhász and Mr. Plath, but not against Mr. Kefaloyannis. The court hearing has taken place at the end of 2011, but it was postponed since the court could not provide presence of any of the defendants. The Company, as damaged party in this case, has not received official court invitation for the hearing.

Pursuant to the questions posed by the investigative judge, it could be concluded that the public prosecutor has addressed the Company as party damaged by the actions of the defendants. However, based on the content of the order for expertise issued by the investigative judge, and on the basis of the expert opinion, it can be concluded that now damaged parties are shareholders of the Company (Stonebridge AD Skopje, Republic of Macedonia and minority shareholders) and therefore the state budget, as the Republic of Macedonia is a shareholder in the Company. Therefore, the public prosecutor should clear out who is considered as damage party in this particular case, which is of significant importance for the position of the Company in this proceeding and its further actions. At the moment there aren't any indications that the Company could be found liable and made to pay any penalties or fines for the criminal procedure which is initiated against the individuals and accordingly the Group did not record any provision.

On 23 February 2012 the Company received a request for documentation from the Financial Police Office of the Ministry of Finance of RoM related to certain consultancy contract and underlying documentation, which were also provided to White & Case during the internal investigation. The Company responded to the request accordingly.

We have not become aware of any information as a result of a request from any regulators or other external parties, other than as described above, from which we have concluded that the financial statements may be misstated, including from the effects of a possible illegal act.

This Annual Report on the operation refers to the Group of Makedonski Telekom AD - Skopje, which includes Makedonski Telekom AD – Skopje (hereinafter referred to as: "MKT"), T-Mobile Macedonia AD Skopje (hereinafter referred to as: "TMMK") and the e-Macedonia Foundation – Skopje (hereinafter jointly referred as the: "the Group").

MKT is a joint stock company incorporated and domiciled in the Republic of Macedonia for the provision of telecommunication services.

The Group's immediate parent company is AD Stonebridge Communications – Skopje, under voluntary liquidation, solely owned by Magyar Telekom Plc., registered in Hungary. The ultimate parent company is

Deutsche Telekom AG registered in the Federal Republic of Germany.

MKT is the primary fixed line service provider in Macedonia. MKT's objectives for the forthcoming years comprise being a leading provider of technology in Macedonia and providing quality services with attractive prices in order to be prepared for the increasing competition.

MKT provides traditional fixed line telecommunication services and content services within the scope of the fixed line network, broadband services and integrated solutions, including TV over Internet Protocol ("IPTV"). At the end of 2012, MKT had 296,592 PSTN lines and 33,660 ISDN channels, compared to 316,025 and 37,016 respectively, at the end of 2011. The fixed line penetration was marked with a similar movement, stabilizing at 14.9% at the end of 2012. The number of ADSL connections increased to 169,798 at the end of 2012, compared to 161,705 as of 31 December 2011. The number of IPTV customers at the end of 2012 reached 67,475 customers (including 3 Play, IPTV only and 2 MAX) compared to 40,722 customers at the end of 2011. The number of Fibre to the Home ("FTTH") customers reached 12,548 at the end of 2012.

In 2012, approximately 19.7% of the total revenues of the Group were comprised of the voice revenues from domestic fixed line telecommunication services. The mobile service revenues contributed with 47.7%, while the fixed line international telecommunication services contributed with 10.4% to the total revenues. The fixed line internet and data services contributed with 12.1% of the total revenues, while 10.1% of the total fixed and mobile revenues were derived from other services.

The revenue from domestic fixed line telecommunication services still marks a downward movement, mainly due to the decreased number of fixed-line customers and a decrease of the outgoing traffic. Slight decrease of MKT revenues from international incoming traffic, mainly as a result of the lower incoming minutes from fixed and mobile termination. The portion of the revenues from mobile services decreased due to the intensified competition and the decreased subscriber base, partly compensated by the increased revenues from domestic mobile operators and mobile internet services. Fixed line internet revenues remained stable even though the competition from cable operators is intensifying. IPTV revenues have grown mainly due to growing number of IPTV subscribers.

TMMK is the leading mobile service provider in Macedonia, dedicated to provide up-to-date technologies and advanced service offerings, commensurate to the highest technological and service standards..

TMMK had a customer base of 1,181,437 at the end of 2012, compared to 1,265,243 at the end of 2011. The mobile market penetration in Macedonia is over 108 percent, which shows the trend of individuals owning multiple SIM cards. As a result of the market saturation, TMMK especially focuses on retaining the customers in order to protect the market share.

The decline in the number of TMMK subscribers in 2012 is mainly due to the very aggressive pricing offers by the competitors. The pricing offers are accompanied by strong marketing campaigns with a focus on a very low price level.

The Macedonian mobile market was characterized by highly competitive campaigns and offers in 2012. Due to the increased competitiveness and in order to prevent the churn and encourage the usage, TMMK launched various campaigns, price plans and additional services specially designed to meet the subscribers' needs, with a focus on value instead of price. These offers are targeting different customer segments.

In 2012, TMMK introduced several products that differentiate TMMK on the mobile market and provide additional value for the customers.

TMMK is continuously working on creating a market demand for mobile Internet and stimulating mobile data usage via device/data price plans.

In 2011, MKT and TMMK started the implementation of the New Accommodation Plan proposed by the MKT and TMMK joint Group Real Estate Committee, that envisages an exchange of assets by purchase of a new Office Building in Skopje downtown at a price of EUR 37,300,000 (excluding VAT) and sale of three office buildings of MKT and the Headquarters of TMMK at a total price of EUR 21,150,000 (excluding VAT) to the same Investor, based on the respective resolutions and conclusion of the MKT Board of Directors (Resolution No. 20/2011 dated 22 March 2011; Resolution No. 47/2011 dated 21 December 2011; and the BoD Conclusion per minutes of the meeting held on 22 July 2011), the Resolution of the MKT Shareholders' Assembly (Arch. No. 02-137047/1 dated 14 April 2011) and the resolutions of the TMMK Board of Directors (Resolution 17/2011 dated 22 March 2011; and Resolution 41/2011 dated 21 December 2011), and obtained in accordance with the Statutes of both Companies (MKT and TMMK). The difference in the amount of EUR 16,150,000 between the above-stated purchasing and selling price is to be paid by MKT in six equal yearly instalments. The first payment is to become due after MKT and TMMK have obtained co-ownership of the new Office Building. Upon the respective resolutions, a Contract and Annex to this Contract related to the sale of the office buildings and the purchase of the new Office Building were signed.

The exchange of the buildings – takeover of the new Office Building and hand over of the three MKT buildings and the Headquarters of TMMK – was completed in 2012 and the transaction was accordingly reflected in the accounting records in 2012. The details of the transaction and the financial effects are disclosed in the Explanatory notes to the Consolidated Annual Accounts and the Financial statements of MKT for 2012.

Sustainable rationalization of costs and increase of efficiency by consolidation of business space and employees, improvement of the quality of the working place in accordance with the international standards and optimization of the operating expenses through reduction of the maintenance costs and avoidance of additional investments in renovation of the of the three MKT buildings and the Headquarters of TMMK, decrease of rent costs, are considered as the main rationales behind the New Accommodation Plan.

Regulation and Pricing

The Macedonian law concerning the electronic communications (Law on Electronic Communications - "LEC") was enacted on 5 March 2005. Thus, by means of certain transitional provisions, the country's telecommunication regulations were harmonized with the European Union ("EU") regulatory framework. Furthermore, a number of strict obligations for the existing operators were stipulated.

On 29 June 2011 MKT and R3 Infomedia DOO Skopje were designated as Universal Service ("US") providers. MKT was designated as a US provider for fixed telephony services, public payphones and equivalent access for disabled end-users, while R3 Infomedia DOO Skopje was designated as a US provider for unique subscriber directory and directory enquiry. The operators were obliged to start providing the services from 1 January 2012 and to do so for the following five years. MKT started providing the services based on the US designation.

The amendments of the LEC published in the Official Gazette of RoM No.13/2012 on 27 January 2012 comprised the following: obligation for presentation of Calling Line Identification Presentation ("CLIP") and location data for emergency calls, obligation for free-of-charge SMS for promotion of cultural heritage of the Republic of Macedonia, discretionary right of the Agency for Electronic Communications ("the Agency") to impose accounting separation obligation to certain operators with Significant Market Power ("SMP"), creation of electronic register for the telecommunication terminal equipment for mobile communication services by the Agency, control and measurement of the quality parameters of the public communications services by the Agency which should be in line with the recommendations and standards of the EU and fostering the IP exchange development. Also, the annual fees to the Agency should be in line with the Agency's annual budget.

The amendments of the LEC published in the Official Gazette of the RM No. 59/2012 on 11 May 2012 introduced an auctioning procedure for assignment of radiofrequencies. The amendments of the LEC published in the Official Gazette of the RM No.123/2012 on 2 October 2012 imposed an obligation to the mobile operators for

free-of-charge transmission of SMS messages of the Ministry of Education and Science's project E-School Diary.

On 5 April 2012 the Agency published the general Regulatory strategy for the period of the next 5 years (2012-2016). The official document is "Five years regulatory strategy of AEC". Main focuses of the strategy are: fostering of wholesale and retail services regulation, introduction of methodology of pure Long Run Incremental Costs ("LRIC") for fixed and mobile voice services, SMS, etc., Next Generation Access ("NGA") and Fibre to the Home ("FTTH") regulation in line with NGA recommendation and refarming and frequency allocation for 4G services.

In December 2012, the Agency has announced starting of the new round of market analyses on wholesale markets: 4- Call origination, 5- Call termination and 6- Call transit services in public telephone networks on fix location. The final document is expected to be published in the first quarter of 2013.

Regulation of Fixed Line Business

In line with the new notification procedure introduced by the Agency in November 2009 and the obligation for re-notification of the entities, until 30 September 2012 the Agency had registered 43 providers of public fixed telephony services.

Under the LEC, MKT has been designated as an SMP operator on the market of fixed line voice telephony networks and services, including the market of access to the networks for data transmission and leased lines. MKT, as an SMP operator, has the obligation to enable its subscribers to access publicly available telephone services of any interconnected operator with an officially signed interconnection contract.

According to the current bylaws, MKT has an obligation to publish reference offers for the wholesale products for interconnection, Unbundling Local Loop ("ULL"), local Bit-stream Access ("BSA"), Wholesale Line Rental ("WLR") and wholesale leased lines. Furthermore, a new Rulebook on access and use of specific network assets was published by the Agency on 7 December 2010, by which an obligation was imposed on MKT to offer access to ducts and dark fibre. Initial Fibre to the "x" ("FTTx") regulation was introduced in the second quarter of 2011 with the obligation for Reference Access Offer ("RAO") for ducts and dark fibre imposed on MKT by the Agency. The approved reference offer was published on 5 December 2011 and is fully in line with the introduced Rulebook for specific network access and elements and applicable as of 1 January 2012.

In 2012, most of the existing Rulebooks were implemented or amended by the Agency: retail price regulation; technical, usage and other conditions for relevant types of electronic communication networks and infrastructure, associate infrastructure capacities and facilities; determination of calculation method for number usage and annual fees; assignment of numbers and series of numbers from the numbering plan; general terms and conditions; cultural SMS; educations (school info) SMS; "underground cabling"; Local bit-stream access; wholesale leased lines; minimal set of leased lines.

In August 2012 the Agency published the draft results from its own-developed LRIC Bottom-up costing model for Local Bit-stream (cost based) and for retail and wholesale Leased Lines, ducts and dark fibre and minimal set of leased lines (cost based). As a result, the Agency brought a decision for decrease of the fees and approved the changed Reference offer for provision of physical access and usage of electronic communication infrastructure and associated facilities (ducts and dark fibre). New fees will be implemented from 1 February 2013.

The Reference offers for Wholesale digital leased lines ("WS DLL"), Local Bit-stream access and Minimal set of leased lines were also approved by the Agency and new changed methodologies of calculation of prices (length-dependent) were implemented. The WS DLL and Local Bit-stream access fees have been decreased as of 1 December 2012 and the fees for minimal set of leased lines from 1 January 2013.

The latest changes in the Reference Unbundled Offer ("RUO") were published on 21 June 2011 in line with the amended bylaw with shortened deadlines for provisioning of services and introduction of unbundling of non-active local loops.

In September 2011, new Number Portability ("NP") procedures were applied for all operators in Macedonia. The entire exchange of the data on NP between the operators is implemented through the central database ("CDB") with shorter deadlines for porting - two days in fixed network and one day in mobile network. As of 1 September 2011, MKT and TMMK introduced beep signal which informs the customers that their call is made towards a ported number. The signal is unified for all operators.

Based on the new amended changes in the LEC from 27 January 2012, not all SMP operators are obliged to keep separate accounting records for their wholesale and retail activities.

Regulated retail prices

The Agency started a process for development and implementation of the methodology for retail price regulation. The applied methodology shall be price squeeze. For that purpose, the Agency has engaged Analysis Mason as consultants for the development of a methodology for price squeeze testing.

With the amendments of the Rulebook for retail regulation, the Agency specified the manner and procedure for regulation of the retail prices for fixed voice telephony networks and services of the operator with significant market power on the relevant retail markets. The ex-ante retail regulation is based on price squeeze methodology. These activities have resulted in price decrease of some wholesale and retail services of MKT. On the retail side, the standard monthly subscription for business customers was decreased (on equal level with the residential one). On the wholesale side there were changes in the fees for interconnection (termination and origination), Unbundled Local Loop, Bit-stream access and wholesale line rental.

The Agency publicly announced the Final Document for implementation of LRIC Bottom-up model for regulated retail prices for Minimal set of leased lines. The Minimal set is linked to the Wholesale Leased lines new monthly fees according to the LRIC Bottom-up model with additional mark up from 11 to 20%.

Retail ADSL service on standalone basis (so called Naked DSL) was launched in November 2011.

Regarding the individual pricing offers, especially tenders, both for fixed and for mobile telephony, MKT and TMMK are faced with a constant pressure from the competitors which are in a position to offer lower prices, usually below costs, in order to increase their customer base as a result of the under-regulation.

Regulated Wholesale Prices

MKT has a cost based price obligation for the Regulated wholesale services, using LRIC. The results from the Bottom - up LRIC costing model are implemented as of 1 April 2011, which resulted in reduction of the monthly fee for ULL and interconnection rates (for origination, termination and transit), as well as reduction of the monthly fees for interconnection links and collocation. On 21 November 2011, MKT published its Reference Interconnection Offer ("RIO") changes in line with the decision of the Agency for LRIC-based monthly fees for leasing of physical collocation and virtual collocation. The Agency also approved new monthly fees for managing, maintenance and support of signalling links and administration and maintenance of interconnection agreements. The RIO changes are applicable from 1 December 2011 for all Interconnection Partners.

As of 1 November 2011, MKT stopped offering PSTN and ISDN services for its customers as well as for its wholesale partners and all newly committed services are based on Internet Protocol ("IP") technology. In line with the PSTN migration of MKT network, the Agency approved the proposed modifications of MKT WLR Reference Offer and BSA Offer applicable as of 1 January 2012. The IP MATERIO (Internet Protocol Reference Interconnection Offer of MKT) is in a phase of preparation and submission to the Agency, in advance to the process of introduction of IP Interconnection. Other fixed operators are ready for IP Interconnection, whereas the mobile operators cause certain delay in the introduction of IP Interconnection with mobile network.

Along with the retail price repositioning of the bundle packages, in May 2012, the monthly fees for ULL decreased to MKD 210.

On 5 December 2011 MKT published its amended BSA offer. The terminology of all services in the offer is harmonised with the MKT retail terminology and PSTN migration of MKT network. In line with this, a possibility for migration towards other BSA levels or Standalone BSA was introduced. All wholesale customers are obliged to have Integrated Access Device ("IAD") due to the fact that all MKT services will be IP based. The amended offer is applied from 1 January 2012.

On the public meeting held on 14 October 2011, the Agency presented a detailed plan for Bottom-up LRIC model developed by consultants, which is expected to result in changes of the BSA pricing models and which will modify the service description.

On 29 December 2011, the Agency published an inception report for the development of a Bottom-up LRIC Model for Bit-stream Services. By the end of January 2012, MKT submitted to the Agency all data requested in details for development of a Bottom - up LRIC Model for Bit-stream Services.

In October 2012 the Agency publicly announced the Final Documents for implementation of Bottom-up LRIC modelled regulated wholesale services, in terms of:

- Wholesale Leased lines (terminating and backbone parts)
- Bit-stream Access (level 2, 3 and 4)
- Specific network elements ducts and dark fibre.

The new prices are cost-based as described in the Bottom-up LRIC model, the impact is lower monthly fees (cost based) than previously set. The monthly fees from Level 4 of Bit-stream access retain the retail minus approach as a resale offer.

Regulation of Mobile Business

The retail services provided by the mobile network operators in Macedonia are currently not subject to price regulation. Since 2007, TMMK and ONE have been designated with an SMP status on the market for voice call termination services in mobile communication networks, whereby several obligations were imposed on them, such as: interconnection and access, non-discrimination in interconnection and access, accounting separation and price control and cost accounting.

TMMK's first RIO was approved by the Agency in July 2008. Based on the second round analysis of call termination services in public mobile communication networks on 30 July 2010, TMMK received a Decision for changing the RIO by which the Mobile Termination Rate ("MTR") was defined with a glide path decrease in a timeframe of four years (until 2013). In September 2011, the price for the national MTR was decreased to 3.1 MKD/min. and was planned to continue decreasing by 0.1 MKD/min. each year down to 2.9 MKD/min. by September 2013. At the same time, the Agency regulated the MTRs for ONE and VIP (VIP was designated with SMP on this market in the second round analysis) with a four year glide path.

In May 2012, the Agency made a revision of the calculation of MTR of all three mobile operators and imposed new glide path. As from 1 June 2012 until 31 August 2013, TMMK's MTRs were set at 3.0 MKD/min., while ONE and VIP Operator's MTRs were set at 4.0 MKD/min. MTR symmetry to 1.2 MKD/min. calculated using Bottom-up LRIC+ will be applied from 1 September 2013, and a further decrease to 0.9 MKD/min. calculated using Bottom-up pure LRIC will be applied from 1 September 2014.

In July 2010, the Agency concluded market analysis of the market for access and call origination service in the public mobile communication networks and brought a decision by which TMMK was designated with SMP status on this market. As a result of the SMP designation, TMMK was obliged to prepare and publish RAO. TMMK's RAO was approved by the Agency on 27 November 2010.

According to the information from the Agency published on 11 November 2010 and the analyses of the access and call origination market, a virtual mobile operator was announced with the assignment of 100,000 numbers to WTI Macedonia for the provision of services.

ONE won the first tender for 3G radiofrequencies published by the Agency in November 2007 and started 3G commercial operations on 12 August 2008. TMMK won a license for 3G radiofrequencies on the second tender published by the Agency in September 2008 and started 3G commercial operations on 11 June 2009.

On 6 June 2009, TMMK acquired a 2G license in the 1800 MHz band, on a public tender published by the Agency on 10 January 2009, thus obtaining additional spectrum for 2G services.

In March 2011, the Agency concluded a market analysis of the market of SMS termination services, and in May 2011 all three mobile operators TMMK ONE and VIP, were designated with SMP status on the SMS termination market. In June 2011, all three mobile operators submitted draft RIOs with the SMS termination service included, and in July 2011 the RIOs were approved by the Agency.

In October 2011, the Agency announced a public call for submission of requests for acquiring a radiofrequency license for mobile services in 790 – 862 MHz as well as in the 1800 MHz band. In accordance with the national radiofrequency assignment plan, the 790 – 862 MHz band shall be used for Long Term Evolution ("LTE"), and the Global System for Mobile Communications ("GSM") frequency bands at 900 MHz and 1800 MHz may be used for Universal Mobile Telecommunications System ("UMTS") (3G) technology.

Based on the received requests by interested parties, in August 2012, a Public Tender with a Public Auction for one radiofrequency license of 2 x 10 MHz in 790 - 862 MHz band (LTE) for public mobile services was published. Since the minimum number of two interested operators for the auction to take place was not met, in September 2012 the tender was re-opened under a procedure without public auction. The due date for submission of bids was 24 October 2012. The tender was unsuccessful because no existing or new operator submitted a bid.

Also based on the received requests by interested parties, in July 2012, a Public Tender for radiofrequencies of 2 x 10 MHz at 1800 MHz (GSM, DCS and IMT-2000/UMTS) for public mobile services was published and concluded in September 2012. VIP Operator won the license. Approximately at the same time, VIP Operator acquired modification of the existing licences for mobile services at 900 MHz and 1800 MHz allowing implementation of UMTS in these bands.

In October 2012, TMMK acquired modification of the existing radiofrequency licences for mobile services at 900 MHz and 1800 MHz allowing implementation of UMTS in these bands.

In October 2012, the Agency requested changes of TMMK's RIO in the direction of allowing termination of transited traffic into TMMK's network. This intervention of the Agency was made in the RIOs of all operators in order to enable wider space for transit of traffic.

Macedonia and the European Union

The Republic of Macedonia signed the Stabilization and Association Agreement with the EU and its Member States on 9 April 2001. The Macedonian Parliament ratified the Agreement on 12 April 2001, reaffirming the strategic interest and the political commitment to the integration with the EU. The Stabilization and Association Agreement was ratified and it has been in force since 1 April 2004.

On 17 December 2005, the EU decided to grant the Republic of Macedonia an EU candidate status. Following the candidate status, the EU must set a date for the start of the negotiations regarding the full accession, encompassing all aspects of the EU membership, including trade, environment, competition and health. Macedonia, as a candidate country, should harmonize its legislation with the EU.

On 14 October 2009, the European Commission issued the 2009 Progress Report. Macedonia received a recommendation from the European Commission for the opening of the accession negotiations. The country made significant progress and substantially addressed the key reform priorities, known as eight plus one benchmarks.

Based on the Progress Report issued in October 2012, Progress can be reported on the information society and media, notably in the area of electronic communications and information society services. In the case of audiovisual policy, the activities of the Broadcasting Council increased, but a non-discriminatory approach needs to be ensured. Adoption of a media law in line with EU acquis remains a priority. The country partly meets its priorities in the area of the information society and media. Overall, the preparations in this area are moderately advanced.

Competition

The competition in the telecommunications business is well-developed in almost all segments. Several main players shape the telecommunications market in Macedonia.

Telekom Slovenia is offering various services under the brand name ONE: mobile and fixed voice, mobile and fixed broadband internet and TV. In May 2012 ONE launched prepaid mobile offer followed with an aggressive marketing campaign and significantly increased their customer base, as well as market share to 23.3% (source: Report for electronic communication development Q3 2012, the Agency). In the fixed segment ONE offered low price triple play bundles (fix voice/internet/TV). However, the number of their TV customers declined to 37,862 in Q3 2012 compared to 49,003 in Q3 2011 (source: Report for electronic communication development Q3 2012, the Agency).

Other major competitor is the mobile operator VIP which has limited its services to mobile based services only. With an aggressive pricing policy, which continued in 2012 as well, they have achieved a significant market share of 27.2% (source: Report for electronic communication development Q3 2012, the Agency). VIP purchased 3G licence in August 2012, and added 3G services to their portfolio, which enables them to be more competitive on the mobile Internet market.

The cable operators also have a significant role in the telecommunications market and, as providers of cable television as their main service they are well-established on the Macedonian market. Most of them offer internet broadband services and fixed voice services. Telekabel and Blizoo are the biggest cable providers among over 70 active cable operators. Blizoo offers Hybrid Fibre Coaxial ("HFC") services – optic near your home with very high data rate for internet services and digital television. With aggressive marketing approach and low pricing schemes and discounts, currently Blizoo has positioned itself on the market as an operator with very attractive service portfolio and has reached significant market growth.

The product portfolio of all operators is driven by bundle products. Cable operators are bundling their TV offer with internet and fixed voice services. The fixed voice service of the cable operators is usually perceived as a value added service as the cable operators are charging very low access fee or presenting the fixed voice service as free of charge and including also free traffic in their own network bundled in the offer. As the overall market is price sensitive, the price perception plays a major role in the customers' choice and thus the cable operators' offers are seen as more competitive than MKT's in terms of prices.

The trend of NP increased in 2012, for both mobile and fixed numbers. By the end of 2012 there were 102,095 fixed ported numbers and 90,109 mobile ported numbers in total (source: The Agency official web site).

With all the main telecommunication services of MKT and TMMK, such as providing different bundle offers – a combination of different services, MKT and TMMK still have the biggest market share. As at 31 December 2012 MKT has fixed voice market share (including wholesale) of 72.8%, fixed broadband internet market share

(including wholesale) of 54% and TV market share of 17% (source: internal best expert estimates). In the third quarter of 2012 the market share of TMMK was 49.5% (source: Report for electronic communication development in the third quarter of 2012, the Agency). The Agency uses the market share calculation method based on the total number of active SIM cards which were used in the previous three months.

Marketing and Sales

Operating in a highly competitive environment in all telecommunication segments, MKT and TMMK are focused on new services and on the retention of the existing customers. Marketing activities based on customer needs and habits are performed in order to build strong customer relations. Loyalty schemes and handset upgrade programs are also intensively used in order to increase the customer satisfaction and to decrease the customer churn rate.

The main focus in 2012 on the fixed market was put on the repositioning of the fix portfolio by introducing more benefits for the customers within the bundled double and triple play services, as well as in the single voice product tariff options. Several major campaigns were launched for achieving the planned sales results and for increasing the awareness of the benefits provided with the services. In addition, mobile internet service was introduced as part of the bundles. The IPTV services are continuously extended with new content and features – exclusive UEFA content, TV library, etc. All these actions resulted in an increase of the IPTV customer base by 66% as of 31 December 2012 compared to 2011. According to the internal best expert estimates, in the fourth quarter of 2012, MKT became the operator with the highest market share on the pay-TV market in Macedonia, achieving largest number of TV customers.

The increased FTTH coverage and benefits of the fibre-based product offers improved the customer base over fibre for 154% as of 31 December 2012 compared to 2011.

On the mobile services market, as a response to the aggressive price movements of the competition, new concepts and offers for the post-paid and prepaid segment were created (Option "O", weekly packages containing voice, SMS and Internet). One of the main focuses in 2012 was the mobile data segment, where voice data bundles for both residential and business customers were enriched with additional value: more minutes within own network and Internet traffic volume. The attractive handsets offers contribute to the gross additions and retention in both the prepaid and the post-paid segment.

MKT and TMMK have developed different sales channels in order to serve the customers from different segments. MKT and TMMK use a direct sales channel, such as own retail network, direct sales agents, account managers (for Small and Medium Enterprises ("SME") and VIP residential customers), and key account managers (for large business customers); indirect sales channel based on indirect master dealers with their own network of shops, partner shops and freelancers; on-line sales channel and call centre which performs telesales.

Since November 2011 the MKT call centre started operationally to perform sales activity (with pre-arranged delivery at home). During 2012, the same process was established for mobile portfolio. Also, IP Multimedia Subsystem ("IMS") migration and activity related to it were performed by the call centre.

In September 2012 a Save Desk program was created in TMMK as a tool for decreasing the number of voluntary churners. Subscribers are contacted after their request for contact termination and special offers/services for contract prolongation are proposed.

The main sales channels are the MKT and TMMK shops. There are 42 joint shops (41 shops and 1 kiosk). On 4 October 2012 a new shop was open in Skopje City Mall (according to the latest DT 2010+ shop concept). All shops are offering the complete TMMK and MKT product portfolio under the same conditions and with the same customer service level.

Another channel of the distribution network of TMMK and MKT is the dealers' cooperation. At the end of 2012, the network consisted of 10 master dealers with 60 shops as TMMK partners and 8 master dealers with 70 shops as MKT partners. The majority of the master dealers' shops are joint shops offering the full MKT and TMMK portfolio, except for cash collection. TMMK's prepaid and post-paid packages (with or without handsets) are available in all dealers' shops. In addition, prepaid vouchers are also available in more than 4,000 kiosks which sell prepaid packages without handsets. Since May 2011 the customers were given an opportunity to renew their contracts in the dealers' shops.

Technicians took active role as salesmen for the fixed portfolio in the last quarter in 2012. During 2012 this channel was established as a regular sales channel after piloting in 2010 and 2011.

A part of the MKT product portfolio (e.g. telephone sets, TV sets, computers, printers, network equipment) is available to the customers using payment by instalments through their telephone bill.

In addition, TMMK is using subsidized handsets and a high quality service as strong tools for customer retention and churn prevention both in the residential and the business segment.

In 2012, the direct agents put a strong emphasis on the sale of FTTH products for the residential and Small-Office-Home-Office ("SOHO") customers. The account managers and key account managers are deeply involved in the sale of telecommunication and Internet services with customized Information and Communication Technologies ("ICT") solutions and data services. Since September 2011 they are working as joint agents/account managers offering the complete MKT and TMMK portfolio.

Research and Development

MKT and TMMK, as technological leaders in telecommunication market in Macedonia, continuously strive to build and maintain a network that is technologically advanced, flexible, and cost-efficient, with determined objective to satisfy our users' demands and expectations. In 2012, we have proceeded with development of all network segments: Access, Core and Transport Networks as well as Service Platforms.

In 2012 we continued with expanding FTTH as a powerful network for sustainable future. FTTH Network enables greater efficiency, and stands as a foundation for profitable growth in growth areas like cloud computing, entertainment, business services, etc. We have finished 2012 with 88,068 FTTH Homes Passed, covering 15% of the Households in Macedonia. There is 54% increase of homes passed in 2012 compared to 2011.

ADSL capacities were also extended during 2012, covering 45% of the households with the installed ports.

The increasing demand for video and data services requires extension of the transport network capacity. During 2012, the capacities of IP/ Multi-protocol label switching ("MPLS") network were extended according to the traffic increase.

In terms of Service Platforms, the main focus in MKT was the development of IPTV with new applications and support of the rapid growth of IPTV customers. During 2012 MKT expanded its footprint in the TV business, activated Pay-per-View services (per match/monthly/season) and for this built-up dedicated studio. UEFA content was delivered in high HD quality. The number of TV customers is increased as well.

The IMS Platform was commercially launched in 2011 and it is used for the provisioning of VoIP as part of the 2Play and 3Play services and as a base for PSTN network migration towards the all IP network. At the end of 2012, the total number of migrated customer was 165,860. The area of host Gevgelija is the first migrated PSTN area to all IP at the end of 2012.

In 2012, MKT continued with the extension of Ethernet over the copper and optic cable capacities for provisioning of data services for business customers. This extension enabled support of new business customers, modernization of Time Division Multiplex ("TDM") network with migration of the existing business users towards "All IP" network.

During 2012, a Radio Access Network ("RAN") Modernization trial project was successfully realized. Additionally, modernization of microwave links was in the focus during 2012. In the Core network, all TMMK subscribers have been migrated to the new MSC Blade Cluster servers. This leads to big improvements in the local node service availability and stability mechanisms.

In 2011, the implementation of M-Wallet project started as a base for mobile payment services. During 2012, the implementation of the project continued. Commercial launch is planned for 2013. Additionally, new services/features are implemented such as Smart SMS, Intelligent Border roaming, etc.

As part of the "Internet Everywhere" project, MKT and TMMK extend the network reaching 500 hot-spot locations across Macedonia. At these locations, in an easy and simple manner via Wi-Fi, citizens can connect to the best and fastest internet from their favourite places: coffee bars, restaurants, hotels, beaches, shopping malls, taxi vehicles and in the public city transport.

In order to increase the operational efficiency, implementation of Alarm Umbrella and Trouble Ticketing System started in 2011 and continued during 2012. At the end of the year, 37 systems were integrated with Alarm Umbrella and 6 systems integrated with with Trouble Ticketing.

In line with the determination to be a technology leader in the country and even broader in the region, in 2013, MKT and TMMK will continue with the development of the network in order to provide high quality services, increased customer satisfaction, increased network availability, increased operational efficiency and secure long-term evolution.

Information technology

Consolidation and modernization of the IT systems and infrastructure, while reducing the complexity of the IT architecture and improving the IT security standards was the main focus in 2012. The goal was to improve the support and automation of the corporate processes and to improve the One Company customer experience.

Integration of the IT infrastructure and architecture is a prerequisite for the implementation of common processes on MKT Group level and increasing the process efficiency.

The main achievements in 2012 were:

- Consolidation of the SAP systems for MKT and TMMK - Migration (rollout) of TMMK system into a separate organizational elements in the existing SAP system of MKT and thus enabling a functional and process alignment between the two legal entities.
- Implementation of a T-Number in the Call Centre - Consolidation of all Call Centre numbers to one number for residential and one number for business customers, which leads to improvement of the customer experience as they should remember only one number and can be served for all information and services with one call.
- Upgrade of the Retail Billing system for fix customers and consolidation of HW platforms with the mobile retail billing – the main benefits of this project are the lower maintenance costs, the possibility to implement the additional functionalities introduced in the latest Rating and Billing Manager version as well as the possibility to replace the customized enhancements by core functionalities present in the latest Rating and Billing Manager version.

- Implementation of fix and mobile portfolio repositioning into MKT and TMMK business support systems (billing and customer care systems).
- The consolidation of the Data Centre infrastructure continues in the direction of virtualization of server, storage and network resources, thus enabling a solid ground for implementation of Cloud concepts for internal use as well as for product offering for external customers.

IT has taken a significant role in the implementation of the new Fix/Mobile Converged products/services and development of ICT concept. In 2012, the MKT Group developed an ICT strategy concept focusing on the development of ICT revenues, with performed market analysis and strategic positioning. The execution of this strategy concept began in 2012 with several successful implementations of Custom Cloud solutions mainly for the Public Sector and identified a potential for additional customers in the Large Enterprise Sector, as well as implementation of pilot cloud products for the general SME and residential market segments. Within this initiative, we have enlarged our resource pools with implementation of virtualization technologies and we are continuing with the implementation of the automation and self-service layers in the upcoming period.

The IT security standards have been improved by implementing several security relevant systems that decrease the operational risks and improve customer and personal data protection.

In the course of 2012, MKT and TMMK continued with the activities of the project for implementation of a new consolidated CRM system. This system should enable a comprehensive view of customers and further sharpen the customer focus of MKT and TMMK.

The logo of Macedonian Telekom, featuring a stylized 'T' composed of small squares, followed by the company name in Cyrillic and English, and a signature line.
Македонски Телеком
АД за електронски комуникации - Скопје

Dániel Szász
Chief Executive Officer
Makedonski Telekom AD – Skopje



Makedonski Telekom AD Skopje
Kej 13 Noemvri br. 6, 1000 Skopje

To: Securities and Exchange Commission of the RoM
26 Dimitrija Cupovski, 1000 Skopje

Date: May, 2013

STATEMENT

In accordance with the Law on Securities of the RoM, I, Thilo Kusch, Chief Executive Officer of Makedonski Telekom AD – Skopje hereby affirm that the complete delivered material for the annual reporting for the year ended as of 31.12.2012 is accurate and reliable.

22 Т
Македонски Телеком
АД "Електронски комуникации" - Скопје

Thilo Kusch
Chief Executive Officer

er *[Signature]* 3/12/13

Address Makedonski Telekom AD – Skopje
Kej 13 Noemvri br. 6, 1000 Skopje R.Macedonia
Contact Phone +389 2 3100 200 ; Fax +389 2 3100 300; Contact center 171
e-mail: kontakt@telekom.mk; www.telekom.mk
ID number 5168660