

Makedonski Telekom AD Skopje  
Orca Nikolov bb 1000 Skopje



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

Date: May, 2012

Subject: Annual Report for the year 2011

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 2011, enclosed is the complete material for the annual reporting for 2011, which includes:

1. Annual reporting of Basic Data of Makedonski Telekom AD Skopje for the year 2011;
2. Audited Financial Statements of Makedonski Telekom AD - Skopje for the year ended 31 December 2011 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 2011 in accordance with the IFRS;
4. Annual report on the operations of the Group of Makedonski Telekom AD - Skopje in 2011;
5. Statement for info accuracy.

In accordance with the respective by-laws, the complete material for the annual reporting for 2011 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

  
Македонски Телеком  
АД за електронски комуникации - Скопје

  
Daniel Szasz  
Chief Executive Officer

25/05/12



Makedonski Telekom AD Skopje  
Orce Nikolov bb, 1000 Skopje

**To:** Securities and Exchange Commission of the RoM  
**Date:** May 2012  
**Subject:** Annual Reporting of Basic Data of Makedonski Telekom AD - Skopje  
for the year 2011

## 1. General data

Name of the company	MAKEDONSKI TELEKOM, JOINT STOCK COMPANY FOR ELECTRONIC COMMUNICATIONS - SKOPJE
Address of the registered office	Orce Nikolov bb, Skopje
Telephone and fax	3100 200; 3100 300
E-mail address	<a href="mailto:kontakt@telekom.mk">kontakt@telekom.mk</a>
URL address	<a href="http://www.telekom.mk">http://www.telekom.mk</a>

## 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"><li>- 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),</li><li>- 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),</li><li>- 12.08.1997 (Establishment - organization of a public enterprise for telecommunications Makedonski Telekomunikacii C.O. Skopje).</li></ul>
Number of branch offices	46
Number of employees at the end of the year	1,263
Management system	One tier
<input type="radio"/> One tier <input type="radio"/> Two tier	
Name and last name of the procurist	Daniel Szasz



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### 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	3,919
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 <sup>th</sup> till 9 <sup>th</sup> 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





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 Orce Nikolov bb, 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 568.00
- 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	04.04.2012
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"> <li>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,</li> <li>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,</li> <li>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,</li> <li>4. Christopher Mark Mattheisen - Non-Executive member of the Board of Directors; date of appointment 04.11.2009,</li> <li>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),</li> <li>6. Klaus - Thomas Nitschke - Non-Executive member of the Board of Directors; date of appointment 04.11.2009,</li> <li>7. Guenter Mossal - Non-Executive member of the Board of Directors; date of appointment 04.11.2009,</li> <li>8. Gabor Pal - Non-Executive member of the Board of Directors; date of appointment 25.06.2010, with mandate as of 01.07.2010,</li> <li>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)</li> <li>10. Boris Stavrov - Non-Executive member of the Board of Directors; date of appointment 04.12.2008,</li> <li>11. Tamas Vagany, Independent member of the Board of Directors; date of appointment 10.12.2010 with mandate as of 01.01.2011,</li> <li>12. Manojil Jakovleski, Independent member of the Board of Directors; date of appointment 14.04.2011 with mandate as of 18.05.2011,</li> <li>13. Aleksandar Stojkov, Independent member of the Board of Directors; date of appointment 14.04.2011 with mandate as of 18.05.2011,</li> <li>14. Miklos Vasziily - Independent member of the Board of Directors; date of appointment 25.06.2010, with mandate as of 01.08.2010.</li> </ol> <p>* As of 31.12.2011, the members of the Board of Directors of Makedonski Telekom AD-Skopje do not own shares issued by the Company.</p>





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<p>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>	<p>Stonebridge Communications AD - Skopje (under liquidation); Orce Nikolov bb, 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>
<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</p>	<p>The remuneration amount of the Company's BoD members and the Company's key management remuneration amount are presented in note 29 of the non-consolidated audited financial statements for the year 2011.</p>
<p>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)</p>	<p>The transactions with related parties are presented in notes 7, 13 and 28 of the non-consolidated audited financial statements for the year 2011.</p>
<p>Dividend per ordinary share (in an absolute amount and percentage compared to the nominal value, rounded up to two decimals)</p>	
<p>- previous year</p>	<p>Gross amount of 68.95 MKD (68.95% of the nominal value)</p>
<p>- 2 years before</p>	<p>Gross amount of 75.01 MKD (75.01% of the nominal value)</p>
<p>- 3 years before</p>	<p>Gross amount of 71.42 MKD (71.42% of the nominal value)</p>
<p>Dividend per preference share (in an absolute amount and percentage compared to the nominal value, rounded up to two decimals)</p>	
<p>- previous year</p>	<p>Gross amount of 68.95 MKD (0.71% of the nominal value)</p>
<p>- 2 years before</p>	<p>Gross amount of 75.01 MKD (0.77% of the nominal value)</p>
<p>- 3 years before</p>	<p>Gross amount of 71.42 MKD (0.73% of the nominal value)</p>



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#### 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**

Separate Financial Statements

For the year ended

31 December 2011

With the Report of the Auditor Thereon



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### Independent Auditor's Report

### Separate financial statements

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## **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 2011 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 2011, 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,**

**20 February 2012**



Separate statement of financial position

In thousands of denars	Note	As at 31 December	
		2011	2010
<b>Assets</b>			
<b>Current assets</b>			
Cash and cash equivalents	5	540,752	1,009,511
Deposits with banks	6	5,706,966	5,777,401
Trade and other receivables	7	1,945,451	1,724,088
Other taxes receivable	8	22,621	92,161
Income tax receivable		-	8,882
Inventories	9	170,415	215,224
Assets held for sale	10	549,116	38,139
<b>Total current assets</b>		<b>8,935,321</b>	<b>8,865,406</b>
<b>Non-current assets</b>			
Property, plant and equipment	11	10,661,336	11,707,923
Advances for property, plant and equipment		13,248	12,272
Intangible assets	12	693,371	612,041
Investment in subsidiaries		2,792,171	2,792,171
Trade and other receivables	7	311,685	315,279
Financial assets at fair value through profit and loss		54,083	65,125
<b>Total non-current assets</b>		<b>14,525,894</b>	<b>15,504,811</b>
<b>Total assets</b>		<b>23,461,215</b>	<b>24,370,217</b>
<b>Liabilities</b>			
<b>Current liabilities</b>			
Trade and other payables	13	1,952,899	2,309,180
Other taxes payable	8	1,381	-
Provision for other liabilities and charges	14	44,317	60,753
<b>Total current liabilities</b>		<b>1,998,597</b>	<b>2,369,933</b>
<b>Non-current liabilities</b>			
Provision for other liabilities and charges	14	360,735	520,389
<b>Total non-current liabilities</b>		<b>360,735</b>	<b>520,389</b>
<b>Total liabilities</b>		<b>2,359,332</b>	<b>2,890,322</b>
<b>Equity</b>			
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		12,798,917	13,176,929
<b>Total equity</b>	15	<b>21,101,883</b>	<b>21,479,895</b>
<b>Total equity and liabilities</b>		<b>23,461,215</b>	<b>24,370,217</b>

The separate financial statements set out on pages 1 to 41 were authorised for issue on 20 February 2012 by the Management of Makedonski Telekom AD - Skopje, and are subject to review and approval by the Board of Directors on 27 February 2012 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	
		2011	2010
Revenues	16	8,097,102	8,483,703
Depreciation and amortisation		(1,800,081)	(1,829,676)
Personnel expenses	17	(1,061,668)	(1,146,979)
Payments to other network operators		(1,753,415)	(1,695,818)
Other operating expenses	18	<u>(1,793,315)</u>	<u>(2,075,769)</u>
<b>Operating expenses</b>		<b>(6,408,479)</b>	<b>(6,748,242)</b>
Dividend income	19	3,746,236	4,021,920
Other operating income	20	<u>19,375</u>	<u>22,042</u>
<b>Operating profit</b>		<b>5,454,234</b>	<b>5,779,423</b>
Finance expenses	21	(62,723)	(68,389)
Finance income	22	<u>177,956</u>	<u>314,895</u>
Finance income - net		<u>115,233</u>	<u>246,506</u>
<b>Profit before income tax</b>		<b>5,569,467</b>	<b>6,025,929</b>
Income tax expense	23	<u>-</u>	<u>(53,069)</u>
<b>Profit for the year</b>		<b>5,569,467</b>	<b>5,972,860</b>
<b>Total comprehensive income for the year</b>		<b><u>5,569,467</u></b>	<b><u>5,972,860</u></b>
<b>Earnings per share (EPS) information:</b>			
Basic and diluted earnings per share (in denars)		<u>64.57</u>	<u>69.25</u>

**Separate statement of cash flows**

In thousands of denars	Note	Year ended 31 December	
		2011	2010
<b>Operating activities</b>			
Profit before tax		5,569,467	6,025,929
Adjustments for:			
Depreciation and amortisation		1,800,081	1,829,676
Write down of inventories to net realisable value	18	5,927	4,872
Fair value losses/(gains) on financial assets	21/22	11,425	(3,159)
(Reversal)/Impairment on trade and other receivables	18	(56,443)	18,845
Net release of provisions	14	(57,265)	(44,742)
Net gain on disposal of equipment		(19,375)	(22,042)
Dividend income	19	(3,746,236)	(4,021,920)
Interest income	22	(177,956)	(270,891)
Effect of foreign exchange rate changes on cash and cash equivalents		799	2,859
<b>Cash generated from operations before changes in working capital</b>		<b>3,330,424</b>	<b>3,519,427</b>
Decrease/(Increase) in inventories		38,882	(85,181)
Increase in receivables		(99,518)	(227,512)
Decrease in payables		(297,816)	(196,580)
<b>Cash generated from operations</b>		<b>2,971,972</b>	<b>3,010,154</b>
Income taxes received		8,882	95,455
<b>Cash flows generated from operating activities</b>		<b>2,980,854</b>	<b>3,105,609</b>
<b>Investing activities</b>			
Acquisition of property, plant and equipment		(1,391,619)	(1,799,608)
Acquisition of intangible assets		(170,804)	(94,214)
Loans collected		791	1,713
Deposits collected from banks		8,160,765	14,023,032
Deposits placed with banks		(8,086,663)	(12,758,614)
Dividends received		3,746,236	4,021,920
Proceeds from sale of equipment		59,112	28,542
Interest received		180,847	353,200
<b>Cash flows generated from investing activities</b>		<b>2,498,665</b>	<b>3,775,971</b>
<b>Financing activities</b>			
Dividends paid		(5,947,479)	(6,470,029)
<b>Cash flows used in financing activities</b>		<b>(5,947,479)</b>	<b>(6,470,029)</b>
Net (decrease)/increase in cash and cash equivalents		(467,960)	411,551
Cash and cash equivalents at 1 January		1,009,511	600,819
Effect of foreign exchange rate changes on cash and cash equivalents		(799)	(2,859)
<b>Cash and cash equivalents at 31 December</b>	5	<b>540,752</b>	<b>1,009,511</b>



**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 2010		9,583,888	540,659	(3,738,358)	1,916,777	13,674,098	21,977,064
Total comprehensive income for the year		-	-	-	-	5,972,860	5,972,860
Dividend payment		-	-	-	-	(6,470,029)	(6,470,029)
Balance at 31 December 2010	15	9,583,888	540,659	(3,738,358)	1,916,777	13,176,929	21,479,895
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

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.

In January 2012 changes of ECL were published, with main focus on presentation ("CLIP") and location for emergency call, annual fees for the Agency for Electronic Communications ("the Agency"), measurement of quality parameters, free SMS's for national and culture heritage from all operators and IP exchange development. The Company and other operators and service providers are paying an annual fee in amount of 0.5% from the annual revenue of the operator or service provider realised with the use of public communication network and provision of public communication services during previous year (or the part of the year when the operator or service provider started with its commercial services), but not more than 250,000 EUR. The Agency is developing general strategy for the period of next 5 years (2012-2017). Publishing of the official document for the Agency strategy is expected by the end of the first quarter in 2012.

On 29 June 2011 the Company was designated as Universal Services ("US") provider for fixed telephone services, public payphones and equivalent access for disabled end users. The Company started providing the services as of 1 January 2012 and is obliged to do so for the following 5 years.

The Company has a cost based price obligation for the Regulated wholesale services, using Long Run Incremental Costs methodology ("LRIC"). During December 2010, the Agency published results from its own developed LRIC Bottom – up costing model. The results from the costing model are implemented as of 1 April 2011 which implies with reduction of the monthly fee for Unbundled Local Loop ("ULL") and interconnection rates (for origination, termination and transit), as well the monthly fees for interconnection links and collocation.

Based on the Agency analysis for the relevant markets 1-6 related to fixed voice retail services and the program of the Agency for 2011, the Agency with engaged consultants started the process for development and implementation of the methodology for retail price regulation in October 2011. These activities will result in more intensive regulation on the Company retail fees.

On 14 October 2011 the Agency presented detailed plan for Bottom – up LRIC model developed by consultants which is expected to result in changes of Bit Stream Access ("BSA") pricing models and will modify service description.

In line with the PSTN migration of the Company's network, the Agency approved proposed modifications of the Company's Wholesale Offers (processes, technical conditions and prices) applicable as of 1 January 2012. As of November 2011 the Company introduced its retail ADSL service on standalone basis (so called Naked DSL). Customers are not obliged to have PSTN subscription anymore. The same service will be offered on the wholesale level as well.

Initial light FTTx regulation was introduced in the second quarter in 2011 with the imposed obligation for Referent Access Offer for ducts and dark fibre imposed on the Company by the Agency. New reference offer for access to the Company network (for ducts and dark fibre) was introduced in December 2011. Agency announced development of Bottom – up LRIC model by consultants for ducts, dark fibre and leased lines also.

As of September 2011 new number portability procedures are applied for all operators in Macedonia. The entire exchange of the data on number portability between the operators is implemented through the central database ("CDB") and shorter deadlines are implemented in fixed network (2 days for porting) and mobile network (1 days for porting) accordingly. The Company introduced beep signal informing its customers their call is towards ported number as of 1 September 2011. The signal is unified for all operators.

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 "Orce Nikolov" Street bb, 1000, Skopje, Republic of Macedonia. The average number of employees during 2011 was 1,250 (2010: 1,265).

### 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 year ended 31 December 2010.

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.

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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 separate financial statements of the Company. These amounts were reflected in the consolidated financial statements of Magyar Telekom and are not reflected in the separate 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 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 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.

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 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 Company in 2011**

- IAS 24 (revised) Related Party Disclosures. In November 2009, the IASB issued a revised version of IAS 24 Related Party Disclosures. Until now, if a government controlled, or significantly influenced, an entity, the entity was required to disclose information about all transactions with other entities controlled, or significantly influenced by the same government. The revised standard still requires disclosures that are important to users of financial statements but eliminates requirements to disclose information that is costly to gather and of less value to users. It achieves this balance by requiring disclosure about these transactions only if they are individually or collectively significant. Furthermore the IASB has simplified the definition of related party and removed inconsistencies. The Company adopted the revised standard as of 1 January 2011. As the Company in 2011 does not have transactions that are individually or collectively material with companies controlled by the Government of Republic of Macedonia the revised standard did not have a significant impact on the disclosures in the Company's financial statements.

#### **2.1.2. Standards, amendments and interpretations effective in 2011 but not relevant for the Company**

- IAS 32 (amended) Financial Instruments. The IASB published an amendment to IAS 32 Financial Instruments: Presentation in October 2009. The amendment clarifies the classification of rights issues as equity or liabilities for rights issues that are denominated in a currency other than the functional currency of the issuer. These rights issues are recorded as derivative liabilities before the amendment. The amendment requires that such right issues offered pro rata to all of an entity's existing shareholders are classified as equity. The classification is independent of the currency in which the exercise price is denominated. The amendment did not have any impact on the Company's financial statements as the Company has no such instruments.
- IFRS 1 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.
- IFRIC 14 (amended) IAS 19 – The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction. In November 2009, the IASB issued an amendment to IFRIC 14, which corrects an unintended consequence of IFRIC 14. Without the amendments, in some circumstances entities are not permitted to recognize some voluntary prepayments for minimum funding contributions as an asset. The amendment permits such an entity to treat the benefit of such an early payment as an asset. The amended interpretation is not applicable to the Company as the Company has no funded defined post-retirement benefit schemes.
- IFRIC 19 Extinguishing Financial Liabilities with Equity Instruments. This interpretation issued in November 2009 clarifies the requirements of IFRSs when an entity renegotiates the terms of a financial liability with its creditor and the creditor agrees to accept the entity's shares or other equity instruments to settle the financial liability fully or partially. The interpretation did not have any impact on the Company's financial statements as the Company does not extinguish any of its financial liabilities with equity instruments.
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Notes to the separate 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:
  - 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). 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. We do not expect that the adoption of the amended standard would result in significant changes in the financial statements disclosures 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

## Notes to the separate financial statements

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.
- 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

## Notes to the separate financial statements

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.

An entity shall apply this package of five new and revised standards 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.

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

- 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 will not have any impact on the financial statements.
- 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.

## 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 2011	As at 31 December 2010
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 2011 and 31 December 2010 were as follows:

	2011	2010
	MKD	MKD
1 USD	47.53	46.31
1 EUR	61.51	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 in the Profit for the year.

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



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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 equity. 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.

#### **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 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.

## Notes to the separate financial statements

The estimated useful lives are as follows:

	2011	2010
	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:

	2011	2010
	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.

### 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.

## Notes to the separate financial statements

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 separate earnings processes for IFRS purposes 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.



## Notes to the separate financial statements

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 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 Company policy and according to the historical data employees use their annual holiday within the 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 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 separate financial statements measured at the present value of two 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

## Notes to the separate financial statements

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. Income 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-deductible expenses incurred in that fiscal year, decreased by the amount of tax credits and other tax relief's (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.

### **2.19. Tax on non-deductible expenses**

At the end of fiscal year the 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, provisions, gifts etc) less tax credits and other tax relief's. The tax on non-deductible 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.

Notes to the separate financial statements

#### **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**

The comparative information as presented in these separate financial statements is consistent with the current year presentation and no items have been reclassified for comparative purposes.

### **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 or 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 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.

## Notes to the separate financial statements

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 2011, if MKD would have been 1% (2010: 1%) weaker or stronger against EUR, profit would have been MKD 41,193 thousand (2010: 41,500 MKD thousand) in net balance higher or lower, respectively. At 31 December 2011, if MKD would have been 1% (2010: 1%) weaker or stronger against USD, profit would have been MKD 878 thousand (2010: MKD 1,022 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 6,247,685 thousand deposits (including call deposits) as of 31 December 2011, 1% rise in market interest rate would have caused (*ceteris paribus*) the interest received to increase with approx. MKD 62,477 thousand annually, while similar decrease would have caused the same decrease in interest received. Amount of deposit is MKD 6,786,872 thousand (including call deposits) as of 31 December 2010, therefore 1% rise in market interest rate would have caused (*ceteris paribus*) the interest received to increase with approx. MKD 67,869 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.

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 of 31 December 2011 and 31 December 2010, the Company holds investments, which could be affected by risk variables such as stock exchange prices.

The Company had MKD 54,083 thousand investments in equity of other entities that are publically traded on the Macedonian Stock Exchange as of 31 December 2011, 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. The amount of the investments in equity of other entities that are publically traded on the Macedonian Stock Exchange is MKD 65,125 thousand as of 31 December 2010, therefore 20% rise in market price would have caused (*ceteris paribus*) MKD 13,025 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.

## Notes to the separate financial statements

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.

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.



Notes to the separate financial statements

The following table represents Company exposure to credit risk in 2011 and 2010:

In thousands of denars	2011	2010
Deposits with banks	5,706,966	5,777,401
Cash and cash equivalents	540,719	1,009,471
Trade debtors – domestic	1,458,998	1,556,551
Trade debtors – foreign	39,203	39,057
Loans to employees	120,119	123,035
Receivables from related parties	566,842	251,470
Other receivables	3,605	11,443
	<u>8,436,452</u>	<u>8,768,428</u>

Cash and cash equivalents in the table above exclude cash on hand as no credit risk exists for this category.

Largest amount of one deposit in 2011 is MKD 1,383,862 thousand, denominated in EUR 22,500 thousand, (2010: MKD 1,383,862 thousand). In addition, the Company has deposits with 4 domestic banks (2010: 5 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.

### 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 2011, is MKD 17,686,517 thousand, as per local GAAP (2010: MKD 17,470,439 thousand). Out of this amount MKD 9,583,888 thousand (2010: MKD 9,583,888 thousand) represent share capital and MKD 1,916,777 thousand (2010: 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.

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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.

### **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 197,573 thousand (2010: MKD 194,410 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.

#### **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% (2010: 2%) to determine the terminal value after 10 years. The Company uses fair values less cost to sell calculation. The discount rate used was 9.39% (2010: 9.38%). 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. 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).

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**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 2011 is MKD 10,556 thousand (2010: MKD 7,778 thousand).

**5. CASH AND CASH EQUIVALENTS**

In thousands of denars	2011	2010
Call deposits	540,719	1,009,471
Cash on hand	33	40
	<u>540,752</u>	<u>1,009,511</u>

The interest rate on call deposits is in range from 0.30% p.a. to 2.25% p.a. (2010: from 0.50% p.a. to 2.00% 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	2011	2010
MKD	160,346	993,990
EUR	380,387	15,404
USD	5	113
Other	14	4
	<u>540,752</u>	<u>1,009,511</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	2011	2010
Credit rating of the Guarantor : A+	9,668	816,177
Credit rating of the Guarantor : A	267,510	142,576
Credit rating of the Guarantor : A-	-	44,965
Credit rating of the Guarantor : BBB	251,472	-
Credit rating of the Guarantor : BB+	-	5,753
Credit rating of the Guarantor : B-	12,069	-
	<u>540,719</u>	<u>1,009,471</u>

**6. DEPOSITS WITH BANKS**

Deposits with banks represent cash deposits in reputable domestic banks, with interest rates in range from 1.30% p.a. to 4.35% p.a. (2010: from 1.00% 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:

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In thousands of denars	2011	2010
MKD	1,840,692	1,317,224
EUR	<u>3,866,274</u>	<u>4,460,177</u>
	<u>5,706,966</u>	<u>5,777,401</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	2011	2010
Credit rating of the Guarantor : A+	4,061,623	1,634,103
Credit rating of the Guarantor : A	1,254,062	1,238,307
Credit rating of the Guarantor : A-	-	2,904,952
Credit rating of the Guarantor : BBB	391,263	-
Credit rating of the Guarantor : BB+	-	39
Credit rating of the Guarantor : B-	18	-
	<u>5,706,966</u>	<u>5,777,401</u>

## 7. TRADE AND OTHER RECEIVABLES

In thousands of denars	2011	2010
Trade debtors – domestic	2,446,738	2,690,041
Less: allowance for impairment	<u>(987,740)</u>	<u>(1,133,490)</u>
Trade debtors – domestic – net	1,458,998	1,556,551
Trade debtors – foreign	39,203	39,057
Receivables from related parties	566,842	251,470
Loans to third parties	3,470	3,088
Less: allowance for impairment	<u>(3,470)</u>	<u>(3,088)</u>
Loans to third parties– net	-	-
Loans to employees	120,119	123,035
Other receivables	<u>3,605</u>	<u>11,443</u>
Financial assets	2,188,767	1,981,556
Advances given to suppliers	78,761	80,296
Less: allowance for impairment	<u>(74,050)</u>	<u>(74,050)</u>
Advances given to suppliers – net	4,711	6,246
Prepayments and accrued income	<u>63,658</u>	<u>51,565</u>
	<u>2,257,136</u>	<u>2,039,367</u>
Less non-current portion: Other receivables	(1,774)	(8,714)
Less non-current portion: Loans to employees	(98,572)	(99,363)
Less non-current portion: Trade debtors -domestic	<u>(211,339)</u>	<u>(207,202)</u>
Current portion	<u>1,945,451</u>	<u>1,724,088</u>

Receivables from related parties represent receivables from T-Mobile Macedonia AD Skopje, Magyar Telekom Group and Deutsche Telekom Group (see note 28).

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. (2010: 6.25% p.a., 7% p.a. and 9.45% p.a.).

Other receivables contain restricted cash in amount of MKD 1,987 thousand (2010: MKD 9,570 thousand) representing performance guaranties issued for sales projects.

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

As of 31 December 2011, domestic trade debtors of MKD 1,326,979 thousand (2010: MKD 1,503,455 thousand) are impaired. The ageing of these receivables is as follows:

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In thousands of denars	2011	2010
Less than 30 days	165,974	172,964
Between 31 and 180 days	154,991	226,489
Between 181 and 360 days	55,931	55,956
More than 360 days	<u>950,083</u>	<u>1,048,046</u>
	<u>1,326,979</u>	<u>1,503,455</u>

As of 31 December 2011, domestic trade receivables in amount of 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 (see note 2.4.1). The analysis of these past due domestic trade receivables is as follows:

In thousands of denars	2011
Less than 30 days	154
Between 31 and 60 days	12,230
Between 61 and 90 days	5,379
Between 91 and 180 days	16,083
Between 181 and 360 days	901
More than 360 days	<u>9</u>
	<u>34,756</u>

The total amount of the provision for domestic trade debtors is MKD 987,740 thousand (2010: MKD 1,133,490 thousand). Out of this amount MKD 910,661 thousand (2010: MKD 1,125,017 thousand) relate to provision made according the ageing structure of the above receivables, while, the amount of MKD 3,573 thousand (2010: MKD 1,007 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 73,506 thousand (2010: MKD 7,466 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 880,443 thousand (2010 MKD 923,264 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	2011	2010
Trade debtors – domestic	1,458,998	1,556,551
Trade debtors – foreign	39,203	39,057
Receivables from related parties	566,842	251,470
Loans to employees	120,119	123,035
Other receivables	<u>3,605</u>	<u>11,443</u>
	<u>2,188,767</u>	<u>1,981,556</u>

Movement in allowance for impairment of domestic trade debtors

In thousands of denars	2011	2010
Impairment losses at 1 January	1,133,490	1,425,985
(Reversal)/Charge for the year	(56,443)	18,845
Write off	<u>(89,307)</u>	<u>(311,340)</u>
Impairment losses at 31 December	<u>987,740</u>	<u>1,133,490</u>

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

As of 31 December 2011, foreign trade receivables in amount of MKD 34,276 thousand (2010: MKD 27,009 thousand) were past due but not impaired. These relate to a number of international customers assessed on individual basis in accordance

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with past Company experience and current expectations. The analysis of these past due foreign trade receivables is as follows:

In thousands of denars	2011	2010
Less than 30 days	3,544	3,299
Between 31 and 60 days	2,615	624
Between 61 and 90 days	2,354	426
Between 91 and 180 days	3,032	7,565
Between 181 and 360 days	438	7,448
More than 360 days	22,293	7,647
	<u>34,276</u>	<u>27,009</u>

The Company has renegotiated domestic trade receivables in carrying amount of MKD 29,020 thousand (2010: MKD 33,437 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 the following currencies:

In thousands of denars	2011	2010
MKD	<u>311,685</u>	<u>315,279</u>
	<u>311,685</u>	<u>315,279</u>

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

In thousands of denars	2011	2010
MKD	1,634,790	1,580,309
EUR	306,414	138,812
USD	1,205	280
Other	3,042	4,687
	<u>1,945,451</u>	<u>1,724,088</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	2011	2010
Group 1	577,846	632,897
Group 2	209,999	110,937
Group 3	85,819	235,550
	<u>873,664</u>	<u>979,384</u>

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

In thousands of denars	2011	2010
Group 1	2,787	9,419
Group 2	2,140	2,629
	<u>4,927</u>	<u>12,048</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.

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## 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).

### 8.1. Other taxes receivable

In thousands of denars	2011	2010
VAT receivable	565	62,611
Receivable for tax on non-deductable expenses	<u>22,056</u>	<u>29,550</u>
	<u>22,621</u>	<u>92,161</u>

### 8.2. Other taxes payable

In thousands of denars	2011	2010
VAT payable	<u>1,381</u>	<u>-</u>
	<u>1,381</u>	<u>-</u>

## 9. INVENTORIES

In thousands of denars	2011	2010
Materials	118,706	131,972
Inventory for resale	59,433	87,681
Write down of inventories to net realisable value	<u>(7,724)</u>	<u>(4,429)</u>
	<u>170,415</u>	<u>215,224</u>

Movement in allowance for inventories to net realizable value:

In thousands of denars	2011	2010
Allowance at 1 January	4,429	7,894
Charged to expense	5,927	4,872
Write off	<u>(2,632)</u>	<u>(8,337)</u>
Allowance at 31 December	<u>7,724</u>	<u>4,429</u>

Allowance for inventory relates to obsolete materials (mainly cables) and inventory for resale (mainly routers and PC-s). 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 3 of its administrative buildings and cash consideration in exchange for one new building in 2012. Accordingly, the carrying amounts of these 3 buildings in amount of MKD 536,553 thousand were reclassified to assets held for sale in the financial position as of 31 December 2011.



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**11. PROPERTY, PLANT AND EQUIPMENT**

In thousands of denars	Land	Buildings	Telecomm unication equipment	Other	Assets under construction	Total
<b>Cost</b>						
At 1 January 2010	6,292	3,854,976	19,564,286	2,632,917	723,658	26,782,129
Additions	-	37,001	1,085,436	226,603	706,972	2,056,012
Transfer from assets under construction (see note 12)	-	2,427	409,034	125,913	(615,374)	(78,000)
Disposals	-	(15,716)	(313,016)	(376,767)	(15,149)	(720,648)
Transfer to assets held for sale	-	(26,841)	-	-	-	(26,841)
Transfer between group of assets (see note 12)	-	50,363	-	-	-	50,363
At 31 December 2010	6,292	3,902,210	20,745,740	2,608,666	800,107	28,063,015
<b>Depreciation</b>						
At 1 January 2010	-	1,454,462	12,128,001	1,856,457	-	15,438,920
Charge for the year	-	125,412	1,182,652	238,451	-	1,546,515
Disposals	-	(8,658)	(262,681)	(366,272)	-	(637,611)
Transfer to assets held for sale	-	(24,367)	-	-	-	(24,367)
Transfers between categories (see note 12)	-	31,628	-	7	-	31,635
At 31 December 2010	-	1,578,477	13,047,972	1,728,643	-	16,355,092
<b>Carrying amount</b>						
At 1 January 2010	6,292	2,400,514	7,436,285	776,460	723,658	11,343,209
At 31 December 2010	6,292	2,323,733	7,697,768	880,023	800,107	11,707,923
<b>At 31 December 2011</b>						
In thousands of denars	Land	Buildings	Telecomm unication equipment	Other	Assets under construction	Total
<b>Cost</b>						
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
<b>Depreciation</b>						
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
<b>Carrying amount</b>						
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

The reviews of the useful lives and residual values of property, plant and equipment during 2011 affected the lives and residual values of a several types of assets. The assets affected by the change of useful life were mainly modems/routers and

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special tools. The change on the useful life on the affected assets was made due to technological changes and business plans of the Company.

The review results in the following change in the original trend of depreciation in the current and future years.

In thousands of denars	2011	2012	2013	2014	After 2014
Increase / (decrease) in depreciation	13,131	56,894	63,562	(39,971)	(93,616)
	<u>13,131</u>	<u>56,894</u>	<u>63,562</u>	<u>(39,971)</u>	<u>(93,616)</u>

**12. INTANGIBLE ASSETS**

In thousands of denars	Software and software licences	Concession	Other	Total
<b>Cost</b>				
At 1 January 2010	2,068,946	154,757	76,074	2,299,777
Additions	124,981	-	6,444	131,425
Transfer from assets under construction (see note 11)	78,000	-	-	78,000
Transfers between categories (see note 11)	-	-	(50,363)	(50,363)
At 31 December 2010	<u>2,271,927</u>	<u>154,757</u>	<u>32,155</u>	<u>2,458,839</u>
<b>Amortisation</b>				
At 1 January 2010	1,542,248	77,379	55,629	1,675,256
Charge for the year	188,230	8,597	6,349	203,176
Transfers between categories (see note 11)	-	-	(31,634)	(31,634)
At 31 December 2010	<u>1,730,478</u>	<u>85,976</u>	<u>30,344</u>	<u>1,846,798</u>
<b>Carrying amount</b>				
At 1 January 2010	<u>526,698</u>	<u>77,378</u>	<u>20,445</u>	<u>624,521</u>
At 31 December 2010	<u>541,449</u>	<u>68,781</u>	<u>1,811</u>	<u>612,041</u>
<b>At 31 December 2011</b>				
In thousands of denars	Software and software licences	Concession	Other	Total
<b>Cost</b>				
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	<u>2,550,850</u>	<u>154,757</u>	<u>32,155</u>	<u>2,737,762</u>
<b>Amortisation</b>				
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	<u>1,918,798</u>	<u>94,574</u>	<u>31,019</u>	<u>2,044,391</u>
<b>Carrying amount</b>				
At 1 January 2011	<u>541,449</u>	<u>68,781</u>	<u>1,811</u>	<u>612,041</u>
At 31 December 2011	<u>632,052</u>	<u>60,183</u>	<u>1,136</u>	<u>693,371</u>

The reviews of the useful lives of intangible assets during 2011 affected the lives of a number of assets mainly including software. The reviews primarily resulted in the extension of the useful lives as a result of later expected replacement of the affected assets than originally estimated.

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

In thousands of denars	2011	2012	2013	2014	After 2014
(Decrease) / increase in amortisation	(29,801)	(1,097)	11,969	10,684	8,245
	<u>(29,801)</u>	<u>(1,097)</u>	<u>11,969</u>	<u>10,684</u>	<u>8,245</u>

**13. TRADE AND OTHER PAYABLES**

In thousands of denars	2011	2010
Trade payables		
-Domestic	482,971	720,424
-Foreign	138,350	156,340
Liabilities to related parties	505,948	469,354
Other liabilities	37,656	112,249
Financial liabilities	1,164,925	1,458,367
Accrued expenses	654,046	721,270
Deferred revenue	55,107	54,570
Advances received	44,056	40,208
Other	34,765	34,765
	<u>1,952,899</u>	<u>2,309,180</u>

Liabilities to related parties represent liabilities to T-Mobile Macedonia AD Skopje, Magyar Telekom Group and Deutsche Telekom Group (see note 28).

The ageing analysis of domestic and foreign trade payables are as follows:

In thousands of denars	2011	2010
Less than 90 days	545,216	797,071
Between 90 and 180 days	34,011	42,610
More than 181 days	42,094	37,083
	<u>621,321</u>	<u>876,764</u>

The table above does not represent a contractual maturity but rather an ageing analysis where the major part of the payables are within 90 days which is the Company's regular term for payment to suppliers.

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

In thousands of denars	2011	2010
MKD	1,412,012	1,724,747
EUR	433,727	464,429
USD	89,057	102,550
Other	18,103	17,454
	<u>1,952,899</u>	<u>2,309,180</u>

**14. PROVISION FOR OTHER LIABILITIES AND CHARGES**

In thousands of denars	Legal cases	Other	Total
1 January 2010	625,802	231,758	857,560
Additional provision	76,565	22,567	99,132
Unused amount reversed	(137,850)	(6,024)	(143,874)
Used during period	(3,704)	(227,972)	(231,676)
31 December 2010	<u>560,813</u>	<u>20,329</u>	<u>581,142</u>

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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	(113,118)	(5,707)	(118,825)
31 December 2011	<u>378,210</u>	<u>26,842</u>	<u>405,052</u>

Analysis of total provisions:

In thousands of denars	2011	2010
Non-current (legal cases and other)	360,735	520,389
Current	<u>44,317</u>	<u>60,753</u>
	<u>405,052</u>	<u>581,142</u>

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

Three legal cases are 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 264,450 thousand; 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; and a misdemeanour procedure initiated by a regulatory body for alleged abuse of dominant position on the market by the Company with maximum possible fine of 10% of the annual revenue from the previous year, in accordance with the local legislation. 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 these cases. 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 2011.

Other includes provision made for the legal obligation of the Company to pay to employees two average monthly salaries in Republic of Macedonia at their retirement date (see note 2.16.1) and provision made for Magyar Telekom's Mid Term Incentive Plan ("MTIP") (see note 29). 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 (see note 1.2).

## 15. CAPITAL AND RESERVES

Share capital consists of the following:

In thousands of denars	2011	2010
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. 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 of 31 December 2011, the ordinary shares of the Company were held as follows:

Notes to the separate financial statements

In thousands of denars	2011	%
Stonebridge AD Skopje, in liquidation	4,887,778	51.00
Government of the Republic of Macedonia	3,336,497	34.81
The Company (treasury shares)	958,388	10.00
International Finance Corporation (IFC)	179,698	1.88
Other minority shareholders	221,527	2.31
	<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	2011	2010
Voice retail	2,937,930	3,401,760
Voice wholesale	2,113,151	1,922,963
Internet	1,259,505	1,284,049
Data	999,334	1,036,982
Equipment	317,512	359,350
TV	311,182	298,534
Other revenues	158,488	180,065
	<u>8,097,102</u>	<u>8,483,703</u>

**17. PERSONNEL EXPENSES**

In thousands of denars	2011	2010
Salaries	705,514	747,027
Contributions on salaries	228,002	242,725
Bonus payments	140,341	152,974
Other staff costs	73,149	92,754
Capitalised personnel costs	(85,338)	(88,501)
	<u>1,061,668</u>	<u>1,146,979</u>

Other staff costs mainly include holiday's allowance, termination benefits for 5 employees leaving the Company in 2011 (2010: 15 employees) and other benefits.

Bonus payments also include the cost for MTIP (see note 29).

Notes to the separate financial statements

## 18. OTHER OPERATING EXPENSES

In thousands of denars	2011	2010
Services	392,928	406,969
Purchase cost of goods sold	366,597	405,602
Materials and maintenance	282,074	365,208
Premium rate services	213,234	216,232
Energy	208,358	180,222
Marketing and donations	180,033	203,045
Fees, levies and local taxes	70,111	36,584
Consultancy	44,558	75,070
Rental fees	34,436	37,322
Insurance	14,204	13,780
Write down of inventories to net realisable value	5,927	4,872
Tax on non-deductable expenses	1,262	22,405
Impairment losses on trade and other receivables	(56,443)	18,845
Other	36,036	89,613
	<u>1,793,315</u>	<u>2,075,769</u>

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

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 2010 and 2011 the tax computed on non-deductable expenses are presented as part of Other operating expenses in the Profit for the year and as part of Other taxes in the Financial position statement (see note 8).

## 19. DIVIDEND INCOME

The major part of dividend income in 2011 is dividend received from T-Mobile Macedonia AD Skopje in the amount of MKD 3,742,954 thousand (2010: MKD 4,019,131 thousand).

## 20. OTHER OPERATING INCOME

Other operating income represents gain on sale of PPE.

## 21. FINANCE EXPENSES

In thousands of denars	2011	2010
Interest expense	26,630	41,660
Bank charges and other commissions	22,114	26,083
Fair value and available for sale – loss	11,425	646
Net foreign exchange loss	2,554	-
	<u>62,723</u>	<u>68,389</u>

## 22. FINANCE INCOME

In thousands of denars	2011	2010
Interest income	177,956	270,891
Net foreign exchange gain	-	40,254
Fair value gain	-	3,750
	<u>177,956</u>	<u>314,895</u>

Notes to the separate financial statements

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

**23. INCOME TAX EXPENSE**

Recognized in the Profit for the year:

In thousands of denars	2011	2010
Current tax expense		
Current year	-	17,416
Deferred tax expense		
Origination and reversal of temporary differences	-	35,653
Total income tax in profit for the year	-	53,069

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. In addition, the income tax shall apply at the moment of the distribution of the profits in a form of dividends. Subsequently, as long as the undistributed profits are retained within the company the income tax would not be applied (see note 2.18).

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

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 separate financial statements.

**24. DIVIDENDS**

The Shareholders' Assembly of the Company, at its meeting, held on 14 April 2011 adopted a Resolution for the dividend payment for the year 2010. The Resolution on dividend payment for 2010 is in the amount of MKD 5,947,479 thousand from the net profit for the year 2010. The dividend was paid out in April 2011. Up to date of issuing of these separate financial statements, no dividends have been declared for 2011.

**25. LEASES AND OTHER COMMITMENTS**

**25.1. 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	2011	2010
Not later than 1 year	29,348	28,095
Later than 1 year and not later than 5 years	26,644	37,341
Later than 5 years	158	276
	<u>56,150</u>	<u>65,712</u>

**25.2. 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.



Notes to the separate financial statements

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

In thousands of denars	2011	2010
Not later than 1 year	514	554
Later than 1 year and not later than 5 years	76	378
	<u>590</u>	<u>932</u>

**25.3. Capital commitments**

The amount authorized for capital expenditure as at 31 December 2011 was MKD 301,413 thousand (2010: MKD 244,821 thousand). In addition, 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).

**26. 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.

**26.1. Financial assets – Carrying amounts and fair values**

The table below shows the categorization of financial assets as at 31 December 2010.

Assets In thousands of denars	Loans and receivables	Financial assets			Carrying amount	Fair value
		Held-to- maturity	Available-for- sale (Level 2)	At fair value through profit and loss (Level 1)		
Cash and cash equivalents	1,009,511	-	-	-	1,009,511	1,009,511
Deposits with banks	5,777,401	-	-	-	5,777,401	5,777,401
Trade and other receivables	1,724,088	-	-	-	1,724,088	1,724,088
Financial assets at fair value through profit and loss	-	-	-	65,125	65,125	65,125

Notes to the separate financial statements

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

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	540,752	-	-	-	540,752	540,752
Deposits with banks	5,706,966	-	-	-	5,706,966	5,706,966
Trade and other receivables	1,945,451	-	-	-	1,945,451	1,945,451
Financial assets at fair value through profit and loss	-	-	-	54,083	54,083	54,083

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 54,083 thousand (2010: MKD 65,125 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 (2010: MKD 31,786 thousand).

## 26.2. Other disclosures about financial instruments

The Company is also 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 (2010: MKD 9,570 thousand). These guarantees were issued by Macedonian banks on behalf of 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.

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.

## 27. CONTINGENCIES

The Company has contingent liabilities in respect of legal and regulatory claims arising in the ordinary course of business. It is not anticipated by the management of the Company that any material liabilities will arise from the contingent liabilities other than those provided for (see note 14).

## 28. 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	2011		2010	
	Revenues	Expenses	Revenues	Expenses
T-Mobile Macedonia AD Skopje	708,430	1,183,803	694,405	1,064,570
Magyar Telekom Group				
Magyar Telekom Plc	21,415	47,659	23,579	66,107
IQSYS Magyar Telekom	-	7,481	-	11,282
Telemakedonija AD	249	-	248	-
Crnogorski Telekom	-	-	12	-
Novatel	3,438	-	2,697	151
Origo Zrt	-	-	-	469
Deutsche Telekom Group				
Deutsche Telekom AG	1,463,671	230,569	1,321,963	213,278
Hrvatski Telekom	-	-	21	-
T-Systems	9,856	2,221	6,268	2,030
Detecon	-	3,119	-	21,111
OTE Globe	19,712	32,173	18,847	16,047
Romtelekom	-	1,814	198	150

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

In thousands of denars	2011		2010	
	Receivables	Payables	Receivables	Payables
T-Mobile Macedonia AD Skopje	308,115	377,209	148,573	359,293
Magyar Telekom Group				
Magyar Telekom Plc	3,567	38,549	1,784	50,269
IQSYS Magyar Telekom	-	1,845	-	5,635
Telemakedonija AD	23	-	21	-
Novatel	565	489	367	1,553
Deutsche Telekom Group				
Deutsche Telekom AG	244,418	59,160	97,362	37,329
OTE Globe	7,608	11,181	925	-
Romtelekom	-	1,814	66	7,884
T-Systems	2,546	7,518	2,372	3,733
Detecon	-	311	-	3,658
Slovak Telekom	-	7,872	-	-

## 29. KEY MANAGEMENT COMPENSATION

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

In thousands of denars	2011	2010
Short-term employee benefits (including taxation)	124,237	115,636
State contributions on short-term employee benefits	6,005	6,185
Share-based payments	10,030	1,591
	<u>140,272</u>	<u>123,412</u>

Notes to the separate financial statements

The remuneration of the members of the Company's Board of Directors amounted to MKD 6,200 thousand (2010: MKD 4,650 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).

**30. EVENTS AFTER THE FINANCIAL STATEMENT DATE**

There are no events after the financial statement date that would have impact on the 2011 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 2011

With the Report of the Auditor Thereon

## Contents

### Independent Auditor's Report

### Consolidated financial statements

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## **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 2011 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 2011, 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,**

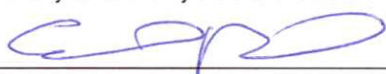
**20 February 2012**



**Consolidated statement of financial position**

In thousands of denars	Note	As at 31 December	
		2011	2010
<b>Assets</b>			
<b>Current assets</b>			
Cash and cash equivalents	5	1,078,115	1,414,072
Deposits with banks	6	7,943,462	8,205,444
Trade and other receivables	7	3,079,753	3,119,685
Other taxes receivable	8	59,850	94,732
Income tax receivable		-	8,882
Inventories	9	579,450	504,994
Assets held for sale	10	628,252	38,139
<b>Total current assets</b>		<b>13,368,882</b>	<b>13,385,948</b>
<b>Non-current assets</b>			
Property, plant and equipment	11	12,924,131	14,912,186
Advances for property, plant and equipment		24,149	23,172
Intangible assets	12	2,519,139	2,590,138
Trade and other receivables	7	329,634	315,279
Financial assets at fair value through profit and loss		54,083	65,125
Other non-current assets		612	305
<b>Total non-current assets</b>		<b>15,851,748</b>	<b>17,906,205</b>
<b>Total assets</b>		<b>29,220,630</b>	<b>31,292,153</b>
<b>Liabilities</b>			
<b>Current liabilities</b>			
Trade and other payables	13	3,082,231	3,721,905
Other taxes payable	8	53,324	28,761
Provision for other liabilities and charges	14	132,349	388,202
<b>Total current liabilities</b>		<b>3,267,904</b>	<b>4,138,868</b>
<b>Non-current liabilities</b>			
Trade and other payables	13	85,275	97,802
Provision for other liabilities and charges	14	369,583	527,340
<b>Total non-current liabilities</b>		<b>454,858</b>	<b>625,142</b>
<b>Total liabilities</b>		<b>3,722,762</b>	<b>4,764,010</b>
<b>Equity</b>			
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		16,636,611	17,666,886
<b>Total equity</b>	15	<b>25,497,868</b>	<b>26,528,143</b>
<b>Total equity and liabilities</b>		<b>29,220,630</b>	<b>31,292,153</b>

The consolidated financial statements set out on pages 1 to 44 were authorised for issue on 20 February 2012 by the Management of Makedonski Telekom AD - Skopje, and are subject to review and approval by the Board of Directors on 27 February 2012 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	
		2011	2010
Revenues	16	15,694,588	17,209,122
Depreciation and amortisation		(3,610,804)	(3,161,352)
Personnel expenses	17	(1,538,747)	(1,696,490)
Payments to other network operators		(1,566,762)	(1,595,239)
Other operating expenses	18	(4,229,650)	(4,896,321)
<b>Operating expenses</b>		<b>(10,945,963)</b>	<b>(11,349,402)</b>
Other operating income	19	22,544	13,809
<b>Operating profit</b>		<b>4,771,169</b>	<b>5,873,529</b>
Finance expenses	20	(92,568)	(181,478)
Finance income	21	238,603	436,347
Finance income - net		146,035	254,869
<b>Profit before income tax</b>		<b>4,917,204</b>	<b>6,128,398</b>
Income tax expense	22	-	(78,192)
<b>Profit for the year</b>		<b>4,917,204</b>	<b>6,050,206</b>
<b>Total comprehensive income for the year</b>		<b>4,917,204</b>	<b>6,050,206</b>
<b>Earnings per share (EPS) information:</b>			
Basic and diluted earnings per share (in denars)		57.01	70.14

**Consolidated statement of cash flows**

In thousands of denars	Note	Year ended 31 December	
		2011	2010
<b>Operating activities</b>			
Profit before tax		4,917,204	6,128,398
Adjustments for:			
Depreciation and amortisation		3,610,804	3,161,352
Write down/(recovery) of inventories to net realisable value		9,245	(25,727)
Fair value losses/(gains) on financial assets	20/21	11,425	(3,158)
Impairment losses on trade and other receivables	18	595	147,407
Net release of provisions	14	(133,214)	(42,931)
Net gain on disposal of equipment		(22,544)	(13,809)
Dividend income	21	(3,282)	(2,789)
Interest expense	20	42,408	250
Interest income	21	(231,004)	(382,028)
Effect of foreign exchange rate changes on cash and cash equivalents		(344)	589
<b>Cash generated from operations before changes in working capital</b>		<b>8,201,293</b>	<b>8,967,554</b>
(Increase)/decrease in inventories		(83,701)	50,072
Decrease/(increase) in receivables		70,082	(637,162)
Decrease in payables		(643,382)	(510,118)
<b>Cash generated from operations</b>		<b>7,544,292</b>	<b>7,870,346</b>
Interest paid		(1,494)	(250)
Income taxes received		8,882	112,518
<b>Cash flows generated from operating activities</b>		<b>7,551,680</b>	<b>7,982,614</b>
<b>Investing activities</b>			
Acquisition of property, plant and equipment		(1,863,018)	(2,493,217)
Acquisition of intangible assets		(631,358)	(475,505)
Loans (granted)/collected		(17,158)	1,713
Deposits collected from banks		11,066,115	17,210,256
Deposits placed with banks		(10,804,232)	(16,843,686)
Dividends received		3,282	2,789
Proceeds from sale of equipment		68,207	34,698
Interest received		237,660	473,607
<b>Cash flows used in investing activities</b>		<b>(1,940,502)</b>	<b>(2,089,345)</b>
<b>Financing activities</b>			
Dividends paid		(5,947,479)	(6,470,029)
<b>Cash flows used in financing activities</b>		<b>(5,947,479)</b>	<b>(6,470,029)</b>
Net decrease in cash and cash equivalents		(336,301)	(576,760)
Cash and cash equivalents at 1 January		1,414,072	1,991,421
Effect of foreign exchange rate changes on cash and cash equivalents		344	(589)
<b>Cash and cash equivalents at 31 December</b>	5	<b>1,078,115</b>	<b>1,414,072</b>

**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 2010		9,583,888	540,659	(3,738,358)	2,475,068	18,086,709	26,947,966
Total comprehensive income for the year		-	-	-	-	6,050,206	6,050,206
Dividend payment		-	-	-	-	(6,470,029)	(6,470,029)
Balance at 31 December 2010	15	9,583,888	540,659	(3,738,358)	2,475,068	17,666,886	26,528,143
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

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.

In January 2012 changes of ECL were published, with main focus on presentation ("CLIP") and location for emergency call, annual fees for the Agency for Electronic Communications ("the Agency"), measurement of quality parameters, free SMS's for national and culture heritage from all operators and IP exchange development. The Company and other operators and service providers are paying an annual fee in amount of 0.5% from the annual revenue of the operator or service provider realised with the use of public communication network and provision of public communication services during previous year (or the part of the year when the operator or service provider started with its commercial services), but not more than 250,000 EUR. The Agency is developing general strategy for the period of next 5 years (2012-2017). Publishing of the official document for the Agency strategy is expected by the end of the first quarter in 2012.

On 29 June 2011 the Company was designated as Universal Services ("US") provider for fixed telephone services, public payphones and equivalent access for disabled end users. The Company started providing the services as of 1 January 2012 and is obliged to do so for the following 5 years.

The Company has a cost based price obligation for the Regulated wholesale services, using Long Run Incremental Costs methodology ("LRIC"). During December 2010, the Agency published results from its own developed LRIC Bottom – up costing model. The results from the costing model are implemented as of 1 April 2011 which implies with reduction of the monthly fee for Unbundled Local Loop ("ULL") and interconnection rates (for origination, termination and transit), as well the monthly fees for interconnection links and collocation.

Based on the Agency analysis for the relevant markets 1-6 related to fixed voice retail services and the program of the Agency for 2011, the Agency with engaged consultants started the process for development and implementation of the methodology for retail price regulation in October 2011. These activities will result in more intensive regulation on the Company retail fees.

On 14 October 2011 the Agency presented detailed plan for Bottom – up LRIC model developed by consultants which is expected to result in changes of Bit Stream Access ("BSA") pricing models and will modify service description.

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

As of November 2011 the Company introduced its retail ADSL service on standalone basis (so called Naked DSL). Customers are not obliged to have PSTN subscription anymore. The same service will be offered on the wholesale level as well.

Initial light FTTx regulation was introduced in the second quarter in 2011 with the imposed obligation for Referent Access Offer for ducts and dark fibre imposed on the Company by the Agency. New reference offer for access to the Company network (for ducts and dark fibre) was introduced in December 2011. Agency announced development of Bottom – up LRIC model by consultants for ducts, dark fibre and leased lines also.

## Notes to the consolidated financial statements

As of September 2011 new number portability procedures are applied for all operators in Macedonia. The entire exchange of the data on number portability between the operators is implemented through the central database ("CDB") and shorter deadlines are implemented in fixed network (2 days for porting) and mobile network (1 days for porting) accordingly. The Company and its subsidiary introduced beep signal informing its customers their call is towards ported number as of 1 September 2011. The signal is unified for all operators.

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 four years time frame (until 2013). As of September 2011 the price for the national MTR is decreased to 3.1 MKD and will continue decreasing for 0.1 MKD each year down to 2.9 MKD/min in September 2013. At the same time current MTR's for ONE and VIP are 3.4 MKD/min and 4.6 MKD/min respectively which will decrease to equal MTR of 2.9 MKD in September 2013.

SMS termination service is officially regulated at level of 2MKD/SMS.

On 13 October 2011 the Agency announced public call for LTE (790 – 862 MHz frequency band). In December 2011 the subsidiary sent to Agency an express of interest for the license.

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 "Orce Nikolov" Street bb, 1000, Skopje, Republic of Macedonia. The average number of employees during 2011 was 1,670 (2010: 1,726).

### 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 year ended 31 December 2010.

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.

Notes to the consolidated financial statements

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 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 the subsidiary, as of 31 December 2011 the amount related to the identified potential tax impact (together with related penalty interest) amounted to MKD 36,019 thousand (see note 14). In addition, the value of one contract 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.

## Notes to the consolidated financial statements

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.

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 2011

- IAS 24 (revised) Related Party Disclosures. In November 2009, the IASB issued a revised version of IAS 24 Related Party Disclosures. Until now, if a government controlled, or significantly influenced, an entity, the entity was required to disclose information about all transactions with other entities controlled, or significantly influenced by the same government. The revised standard still requires disclosures that are important to users of financial statements but eliminates requirements to disclose information that is costly to gather and of less value to users. It achieves this balance by requiring disclosure about these transactions only if they are individually or collectively significant. Furthermore the IASB has simplified the definition of related party and removed inconsistencies. The Group adopted the revised standard as of 1 January 2011. As the Group in 2011 does not have transactions that are individually or collectively material with companies controlled by the Government of Republic of Macedonia, the revised standard did not have a significant impact on the disclosures in the Group's financial statements.

#### 2.1.2. Standards, amendments and interpretations effective in 2011 but not relevant for the Group

- IAS 32 (amended) Financial Instruments. The IASB published an amendment to IAS 32 Financial Instruments: Presentation in October 2009. The amendment clarifies the classification of rights issues as equity or liabilities for rights issues that are denominated in a currency other than the functional currency of the issuer. These rights issues are recorded as derivative liabilities before the amendment. The amendment requires that such right issues offered pro rata to all of an entity's existing shareholders are classified as equity. The classification is independent of the currency in which the exercise price is denominated. The amendment did not have any impact on the Group's financial statements as the Group has no such instruments.
- IFRS 1 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.
- IFRIC 14 (amended) IAS 19 – The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction. In November 2009, the IASB issued an amendment to IFRIC 14, which corrects an unintended consequence of IFRIC 14. Without the amendments, in some circumstances entities are not permitted to recognize some voluntary prepayments for minimum funding contributions as an asset. The amendment permits such an entity to treat the benefit of such an early payment as an asset. The amended interpretation is not applicable to the Group as the Group has no funded defined post-retirement benefit schemes.
- IFRIC 19 Extinguishing Financial Liabilities with Equity Instruments. This interpretation issued in November 2009 clarifies the requirements of IFRSs when an entity renegotiates the terms of a financial liability with its creditor and the creditor agrees to accept the entity's shares or other equity instruments to settle the financial liability fully or partially. The interpretation did not have any impact on the Group's financial statements as the Group does not extinguish any of its financial liabilities with equity instruments.

Notes to the consolidated 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:
  - 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). 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. We do not expect that the adoption of the amended standard would result in significant changes in the financial statements disclosures 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

## Notes to the consolidated financial statements

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.
- 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

## Notes to the consolidated financial statements

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.

An entity shall apply this package of five new and revised standards 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.

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

- 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 will not have any impact on the Group's financial statements.
- 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.

## **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 2011	Ownership interest As at 31 December 2010
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 2011 and 31 December 2010 were as follows:

	2011 MKD	2010 MKD
1 USD	47.53	46.31
1 EUR	61.51	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 in the Profit for the year.

## 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 equity. 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 estimated. If any such evidence exists for AFS financial assets, the cumulative unrealized gain (if any) is reclassified from Other

## Notes to the consolidated financial statements

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.

### 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 subsidiary will incur certain expenditures related to obtaining complete documentation for base stations in accordance to applicable laws in Republic of Macedonia. The Group will capitalise those expenditures as incurred. No such expenditures occurred in 2011.

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 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.



## Notes to the consolidated financial statements

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:

	2011	2010
	Years	Years
Buildings	20-40	20-40
Aerial and cable lines	20-25	20-25
Telephone exchanges	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:

	2011	2010
	Years	Years
Software and software licences	2-15	2-15
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.

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).

## Notes to the consolidated financial statements

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.

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.

## Notes to the consolidated financial statements

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 for IFRS purposes 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.

## **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 the local legislation the employer is obliged to provide condition for usage, and the employee to use the annual holiday within one

## Notes to the consolidated financial statements

year. This is also exercised as Group policy and according 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. 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. Income 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-deductible expenses incurred in that fiscal year, decreased by the amount of tax credits and other tax reliefs (see note 2.18).

#### **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 the 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, provisions, 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).

Notes to the consolidated financial statements

## **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.

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**

The comparative information as presented in these consolidated financial statements is consistent with the current year presentation and no items have been reclassified for comparative purposes.

## **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.

Notes to the consolidated financial statements

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 or 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 2011, if MKD would have been 1% (2010: 1%) weaker or stronger against EUR, profit would have been MKD 49,188 thousand (2010: 58,321 MKD thousand) in net balance higher or lower, respectively. At 31 December 2011, if MKD would have been 1% (2010: 1%) weaker or stronger against USD, profit would have been MKD 677 thousand (2010: MKD 934 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 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.

## Notes to the consolidated financial statements

The Group had MKD 9,013,304 thousand deposits (including call deposits) as of 31 December 2011, 1% rise in market interest rate would have caused (ceteris paribus) the interest received to increase with approx. MKD 90,133 thousand annually, while similar decrease would have caused the same decrease in interest received. Amount of deposit is MKD 9,611,091 thousand (including call deposits) as of 31 December 2010, therefore 1% rise in market interest rate would have caused (ceteris paribus) the interest received to increase with approx. MKD 96,111 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 of 31 December 2011 and 31 December 2010, the Group holds investments, which could be affected by risk variables such as stock exchange prices.

The Group had MKD 54,083 thousand investments in equity of other entities that are publically traded on the Macedonian Stock Exchange as of 31 December 2011, 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. The amount of the investments in equity of other entities that are publically traded on the Macedonian Stock Exchange is MKD 65,125 thousand as of 31 December 2010, therefore 20% rise in market price would have caused (ceteris paribus) MKD 13,025 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).

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.

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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.

The following table represents Group exposure to credit risk in 2011 and 2010:

In thousands of denars	2011	2010
Deposits with banks	7,943,462	8,205,444
Cash and cash equivalents	1,069,842	1,405,647
Trade debtors – domestic	2,508,031	2,758,465
Trade debtors – foreign	125,720	93,681
Loans to employees	140,360	123,036
Receivables from related parties	345,617	198,785
Other receivables	7,367	13,837
	<u>12,140,399</u>	<u>12,798,895</u>

Cash and cash equivalents in the table above exclude cash on hand as no credit risk exists for this category.

Largest amount of one deposit in 2011 is MKD 1,383,862 thousand, denominated in EUR 22,500 thousand, (2010: MKD 1,383,862 thousand). In addition, the Group has deposits with 4 domestic banks (2010: 5 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.

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.



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### 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 2011, is MKD 17,686,517 thousand, as per local GAAP (2010: MKD 17,470,439 thousand). Out of this amount MKD 9,583,888 thousand (2010: MKD 9,583,888 thousand) represent share capital and MKD 1,916,777 thousand (2010: 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.

## 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 395,068 thousand (2010: MKD 340,281 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.

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#### 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% (2010: 2%) to determine the terminal value after 10 years. The Group uses fair values less cost to sell calculation. The discount rate used was 9.39% (2010: 9.38%). 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 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. 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 2011 is MKD 277,286 thousand (2010: MKD 338,550 thousand).

### 5. CASH AND CASH EQUIVALENTS

In thousands of denars	2011	2010
Call deposits	1,069,842	1,405,647
Cash on hand	8,273	8,425
	<u>1,078,115</u>	<u>1,414,072</u>

The interest rate on call deposits is in range from 0.30% p.a. to 2.25% p.a. (2010: from 0.50% p.a. to 2.00% p.a.). These deposits have maturities of less than 3 months.

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

In thousands of denars	2011	2010
MKD	636,070	1,360,206
EUR	409,035	42,579
USD	32,871	11,283
Other	139	4
	<u>1,078,115</u>	<u>1,414,072</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	2011	2010
Credit rating of the Guarantor : A+	9,669	816,177
Credit rating of the Guarantor : A	267,511	475,581
Credit rating of the Guarantor : A-	-	80,983
Credit rating of the Guarantor : BBB	761,641	-
Credit rating of the Guarantor : BB+	-	32,906
Credit rating of the Guarantor : B-	31,021	-
	<u>1,069,842</u>	<u>1,405,647</u>

## 6. DEPOSITS WITH BANKS

Deposits with banks represent cash deposits in reputable domestic banks, with interest rates in range from 1.30% p.a. to 4.35% p.a. (2010: from 1.00% 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	2011	2010
MKD	3,097,200	2,019,238
EUR	4,846,262	6,186,206
	<u>7,943,462</u>	<u>8,205,444</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	2011	2010
Credit rating of the Guarantor : A+	4,550,660	2,235,141
Credit rating of the Guarantor : A	2,474,898	1,843,416
Credit rating of the Guarantor : A-	-	4,125,897
Credit rating of the Guarantor : BBB	917,886	-
Credit rating of the Guarantor : BB+	-	990
Credit rating of the Guarantor : B-	18	-
	<u>7,943,462</u>	<u>8,205,444</u>

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**7. TRADE AND OTHER RECEIVABLES**

In thousands of denars	2011	2010
Trade debtors – domestic	4,244,854	4,611,686
Less: allowance for impairment	(1,736,823)	(1,853,221)
Trade debtors – domestic – net	2,508,031	2,758,465
Trade debtors – foreign	125,720	93,681
Receivables from related parties	345,617	198,785
Loans to third parties	3,470	3,088
Less: allowance for impairment	(3,470)	(3,088)
Loans to third parties– net	-	-
Loans to employees	140,360	123,036
Other receivables	7,367	13,837
Financial assets	3,127,095	3,187,804
Advances given to suppliers	106,495	110,247
Less: allowance for impairment	(74,156)	(74,156)
Advances given to suppliers – net	32,339	36,091
Prepayments and accrued income	249,953	211,069
	<u>3,409,387</u>	<u>3,434,964</u>
Less non-current portion: Other receivables	(1,774)	(8,714)
Less non-current portion: Loans to employees	(116,521)	(99,363)
Less non-current portion: Trade debtors – domestic	(211,339)	(207,202)
Current portion	<u>3,079,753</u>	<u>3,119,685</u>

Receivables from related parties represent receivables from Magyar Telekom Group and Deutsche Telekom Group (see note 28).

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. (2010: 6.25% p.a., 7% p.a. and 9.45% p.a.).

Other receivables contain restricted cash in amount of MKD 1,987 thousand (2010: MKD 10,391 thousand) representing performance guaranties issued for sales projects.

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

As of 31 December 2011, domestic trade debtors of MKD 2,324,981 thousand (2010: MKD 2,470,668 thousand) are impaired. The ageing of these receivables is as follows:

In thousands of denars	2011	2010
Less than 30 days	330,152	339,428
Between 31 and 180 days	292,736	366,614
Between 181 and 360 days	108,830	124,699
More than 360 days	1,593,263	1,639,927
	<u>2,324,981</u>	<u>2,470,668</u>

As of 31 December 2011, domestic trade receivables in amount of MKD 150,921 thousand were past due but not impaired. These are mainly related to customers for interconnection services assessed on individual basis in accordance with past Group experience and current expectations (see note 2.4.1). The analysis of these past due domestic trade receivables is as follows:

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In thousands of denars	2011
Less than 30 days	103,957
Between 31 and 60 days	21,456
Between 61 and 90 days	5,886
Between 91 and 180 days	17,420
Between 181 and 360 days	1,586
More than 360 days	616
	<u>150,921</u>

The total amount of the provision for domestic trade debtors is MKD 1,736,823 thousand (2010: MKD 1,853,221 thousand). Out of this amount MKD 1,450,377 thousand (2010: MKD 1,697,080 thousand) relate to provision made according the ageing structure of the above receivables, while, the amount of MKD 119,221 thousand (2010: MKD 97,552 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 167,225 thousand (2010: MKD 58,589 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 1,518,106 thousand (2010: MKD 1,563,368 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	2011	2010
Trade debtors – domestic	2,508,031	2,758,465
Trade debtors – foreign	125,720	93,681
Receivables from related parties	345,617	198,785
Loans to employees	140,360	123,036
Other receivables	7,367	13,837
	<u>3,127,095</u>	<u>3,187,804</u>

Movement in allowance for impairment of domestic trade debtors:

In thousands of denars	2011	2010
Impairment losses at 1 January	1,853,221	2,064,471
Charged to expense	595	147,407
Write off	(116,993)	(358,657)
Impairment losses at 31 December	<u>1,736,823</u>	<u>1,853,221</u>

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

As of 31 December 2011, foreign trade receivables in amount of MKD 110,651 thousand (2010: MKD 49,011 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:

In thousands of denars	2011	2010
Less than 30 days	27,800	17,758
Between 31 and 60 days	13,808	3,318
Between 61 and 90 days	7,323	1,839
Between 91 and 180 days	18,478	11,001
Between 181 and 360 days	438	7,448
More than 360 days	42,804	7,647
	<u>110,651</u>	<u>49,011</u>

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The Group has renegotiated domestic trade receivables in carrying amount of MKD 41,102 thousand (2010: MKD 46,056 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 the following currencies:

In thousands of denars	2011	2010
MKD	<u>329,634</u>	<u>315,279</u>
	<u>329,634</u>	<u>315,279</u>

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

In thousands of denars	2011	2010
MKD	2,558,923	2,822,730
EUR	508,414	286,501
USD	6,721	5,745
Other	<u>5,695</u>	<u>4,709</u>
	<u>3,079,753</u>	<u>3,119,685</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	2011	2010
Group 1	1,093,974	1,500,640
Group 2	300,597	178,600
Group 3	<u>163,042</u>	<u>254,575</u>
	<u>1,557,613</u>	<u>1,933,815</u>

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

In thousands of denars	2011	2010
Group 1	12,929	42,041
Group 2	<u>2,140</u>	<u>2,629</u>
	<u>15,069</u>	<u>44,670</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 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).

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**8.1. Other taxes receivable**

In thousands of denars	2011	2010
VAT receivable	556	62,611
Receivable for tax on non-deductable expenses	<u>59,294</u>	<u>32,121</u>
	<u>59,850</u>	<u>94,732</u>

**8.2. Other taxes payable**

In thousands of denars	2011	2010
VAT payable	52,654	25,433
Other taxes payable	<u>670</u>	<u>3,328</u>
	<u>53,324</u>	<u>28,761</u>

**9. INVENTORIES**

In thousands of denars	2011	2010
Materials	178,810	193,627
Inventory for resale	418,100	322,214
Write down of inventories to net realisable value	<u>(17,460)</u>	<u>(10,847)</u>
	<u>579,450</u>	<u>504,994</u>

Movement in allowance for inventories to net realizable value:

In thousands of denars	2011	2010
Allowance at 1 January	10,847	44,912
Charged to expense	9,245	(25,727)
Write off	<u>(2,632)</u>	<u>(8,338)</u>
Allowance at 31 December	<u>17,460</u>	<u>10,847</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.

**10. NON-CURRENT ASSETS HELD FOR SALE**

Non-current assets held for sale represent property, plant and equipment, mainly buildings, 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 628,252 thousand (2010: MKD 38,139 thousand) presented as assets held for sale in the Consolidated statement of financial position MKD 549,115 thousand (2010: MKD 38,139 thousand) are part of the fixed line segment and MKD 79,137 thousand (2010: nil) are part of the mobile segment. In 2011 the Group signed an agreement to provide 4 of its administrative buildings and cash consideration in exchange for one new building in 2012. Accordingly, the carrying amounts of these 4 buildings in amount of MKD 615,690 thousand were reclassified to assets held for sale in the Consolidated statement of financial position as of 31 December 2011. Out of this amount MKD 536,553 thousand are part of the fixed line segment and MKD 79,137 thousand are part of the mobile segment.

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11. PROPERTY, PLANT AND EQUIPMENT

In thousands of denars	Land	Buildings	Telecommunication equipment	Other	Assets under construction	Total
<b>Cost</b>						
At 1 January 2010	6,353	4,009,997	26,124,952	4,609,075	985,471	35,735,848
Additions	-	37,584	1,235,963	438,323	1,124,931	2,836,801
Transfer from assets under construction (see note 12)	-	2,427	700,146	127,747	(965,659)	(135,339)
Disposals	-	(15,716)	(313,016)	(406,636)	(28,654)	(764,022)
Transfer to assets held for sale	-	(26,841)	-	-	-	(26,841)
Transfer between categories (see note 12)	-	189,466	690,658	(688,894)	-	191,230
At 31 December 2010	6,353	4,196,917	28,438,703	4,079,615	1,116,089	37,837,677
<b>Depreciation</b>						
At 1 January 2010	-	1,492,891	16,562,413	3,273,262	-	21,328,566
Charge for the year	-	129,466	1,670,828	414,852	-	2,215,146
Disposals	-	(8,658)	(262,682)	(380,065)	-	(651,405)
Transfer to assets held for sale	-	(24,367)	-	-	-	(24,367)
Transfers between categories (see note 12)	-	54,272	517,971	(514,692)	-	57,551
At 31 December 2010	-	1,643,604	18,488,530	2,793,357	-	22,925,491
<b>Carrying amount</b>						
At 1 January 2010	6,353	2,517,106	9,562,539	1,335,813	985,471	14,407,282
At 31 December 2010	6,353	2,553,313	9,950,173	1,286,258	1,116,089	14,912,186
<b>At 31 December 2011</b>						
In thousands of denars	Land	Buildings	Telecommunication equipment	Other	Assets under construction	Total
<b>Cost</b>						
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
<b>Depreciation</b>						
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
<b>Carrying amount</b>						
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

The reviews of the useful lives and residual values of property, plant and equipment during 2011 affected the lives and residual values of a several types of assets. The assets affected by the change of useful life were mainly modems/routers, special tools and equipment under Radio Access Network modernization project including application of residual value where



Notes to the consolidated financial statements

applicable. The change on the useful life on the affected assets was made due to technological changes and business plans of the Group member companies.

The review results in the following change in the original trend of depreciation in the current and future years.

In thousands of denars

	2011	2012	2013	2014	After 2014
Increase/(decrease) in depreciation	453,731	166,692	(10,813)	(144,014)	(499,882)
	<u>453,731</u>	<u>166,692</u>	<u>(10,813)</u>	<u>(144,014)</u>	<u>(499,882)</u>

**12. INTANGIBLE ASSETS**

In thousands of denars	Software and software licences	Concession, 2G and 3G licence	Other	Total
<b>Cost</b>				
At 1 January 2010	6,187,734	891,406	204,157	7,283,297
Additions	556,300	-	17,464	573,764
Transfer from assets under construction (see note 11)	135,339	-	-	135,339
Disposals	(19,882)	-	-	(19,882)
Transfer between categories (see note 11)	(1,764)	-	(189,466)	(191,230)
At 31 December 2010	<u>6,857,727</u>	<u>891,406</u>	<u>32,155</u>	<u>7,781,288</u>
<b>Amortisation</b>				
At 1 January 2010	4,223,467	115,827	78,258	4,417,552
Charge for the year	755,524	85,492	6,364	847,380
Disposals	(16,232)	-	-	(16,232)
Transfers between categories (see note 11)	(3,272)	-	(54,278)	(57,550)
At 31 December 2010	<u>4,959,487</u>	<u>201,319</u>	<u>30,344</u>	<u>5,191,150</u>
<b>Carrying amount</b>				
At 1 January 2010	<u>1,964,267</u>	<u>775,579</u>	<u>125,899</u>	<u>2,865,745</u>
At 31 December 2010	<u>1,898,240</u>	<u>690,087</u>	<u>1,811</u>	<u>2,590,138</u>
In thousands of denars	Software and software licences	Concession, 2G and 3G licence	Other	Total
<b>Cost</b>				
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>
<b>Amortisation</b>				
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>
<b>Carrying amount</b>				
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>

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The reviews of the useful lives of intangible assets during 2011 affected the lives of a number of assets mainly including software. The reviews primarily resulted in the extension of the useful lives as a result of later expected replacement of the affected assets than originally estimated.

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

In thousands of denars

	2011	2012	2013	2014	After 2014
(Decrease)/increase in amortisation	(62,589)	(3,302)	43,342	14,188	8,361
	<u>(62,589)</u>	<u>(3,302)</u>	<u>43,342</u>	<u>14,188</u>	<u>8,361</u>

### 13. TRADE AND OTHER PAYABLES

In thousands of denars

	2011	2010
Trade payables		
-Domestic	648,678	899,102
-Foreign	650,510	822,654
Liabilities to related parties	191,561	175,618
Other liabilities	<u>42,291</u>	<u>139,650</u>
Financial liabilities	1,533,040	2,037,024
Accrued expenses	1,055,990	1,046,838
Deferred revenue	489,109	647,976
Advances received	54,600	53,104
Other	<u>34,767</u>	<u>34,765</u>
	<u>3,167,506</u>	<u>3,819,707</u>
Less non-current portion: Deferred revenue	<u>(85,275)</u>	<u>(97,802)</u>
Current portion	<u>3,082,231</u>	<u>3,721,905</u>

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

Liabilities to related parties represent liabilities to Magyar Telekom Group and Deutsche Telekom Group (see note 28).

The ageing analysis of domestic and foreign trade payables are as follows:

In thousands of denars	2011	2010
Less than 90 days	1,136,733	1,625,501
Between 90 and 180 days	96,771	56,110
More than 181 days	<u>65,684</u>	<u>40,145</u>
	<u>1,299,188</u>	<u>1,721,756</u>

The table above does not represent a contractual maturity but rather an ageing analysis where the major part of the payables are within 90 days which is the Company's regular term for payment to suppliers.

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

In thousands of denars	2011	2010
MKD	2,110,773	2,910,473
EUR	844,881	683,174
USD	107,282	110,465
Other	<u>19,295</u>	<u>17,793</u>
	<u>3,082,231</u>	<u>3,721,905</u>

Notes to the consolidated financial statements

**14. PROVISION FOR OTHER LIABILITIES AND CHARGES**

In thousands of denars	Legal cases	Other	Total
1 January 2010	975,209	268,907	1,244,116
Additional provision	279,281	26,230	305,511
Unused amount reversed	(342,418)	(6,024)	(348,442)
Used during period	(57,671)	(227,972)	(285,643)
31 December 2010	<u>854,401</u>	<u>61,141</u>	<u>915,542</u>

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>

Analysis of total provisions:

In thousands of denars	2011	2010
Non-current (legal cases and other)	369,583	527,340
Current	<u>132,349</u>	<u>388,202</u>
	<u>501,932</u>	<u>915,542</u>

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

Three legal cases are 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 264,450 thousand; 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; and a misdemeanour procedure initiated by a regulatory body for alleged abuse of dominant position on the market by the Company with maximum possible fine of 10% of the annual revenue from the previous year, in accordance with the local legislation. 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 these cases. 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 2011.

Other includes provision made for the legal obligation of the Group to pay to employees two average monthly salaries in Republic of Macedonia at their retirement date (see note 2.15.1) and provision made for Magyar Telekom's Mid Term Incentive Plan ("MTIP") (see note 29). 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 of 31 December 2011 (2010: MKD 33,862 thousand) (see note 1.2).

**15. CAPITAL AND RESERVES**

Share capital consists of the following:

In thousands of denars	2011	2010
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>

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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 of 31 December 2011, the ordinary shares of the Company were held as follows:

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

Notes to the consolidated financial statements

**16. REVENUES**

In thousands of denars	2011	2010
Fixed line revenues		
Voice retail	2,925,866	3,389,509
Voice wholesale	1,950,786	1,755,359
Internet	1,253,675	1,279,933
Data	553,817	600,401
TV	316,043	296,981
Equipment	313,990	358,617
Other fixed line revenues	87,421	110,256
Total Fixed line revenue	<u>7,401,598</u>	<u>7,791,056</u>
Mobile revenues		
Voice retail	5,201,450	6,308,534
Voice wholesale	1,125,927	1,140,398
Data	992,935	1,060,645
Equipment	425,788	333,233
Internet	193,411	172,921
Content	118,769	107,699
Other mobile revenues	117,661	133,525
Voice visitor	117,049	161,111
Total Mobile revenue	<u>8,292,990</u>	<u>9,418,066</u>
	<u>15,694,588</u>	<u>17,209,122</u>

**17. PERSONNEL EXPENSES**

In thousands of denars	2011	2010
Salaries	1,000,458	1,056,628
Contributions on salaries	320,087	335,535
Bonus payments	235,705	253,211
Other staff costs	102,195	168,313
Capitalised personnel costs	(119,698)	(117,197)
	<u>1,538,747</u>	<u>1,696,490</u>

Other staff costs mainly include holiday's allowance, termination benefits for 9 employees leaving the Group in 2011 (2010: 52 employees) and other benefits.

Bonus payments also include the cost for MTIP (see note 29).

Notes to the consolidated financial statements

**18. OTHER OPERATING EXPENSES**

In thousands of denars	2011	2010
Purchase cost of goods sold	1,495,422	1,597,978
Services	888,681	1,077,111
Marketing and donations	466,432	492,468
Materials and maintenance	318,490	442,402
Premium rate services	302,569	316,116
Energy	298,663	244,825
Fees, levies and local taxes	146,892	180,866
Rental fees	131,410	115,213
Consultancy	69,891	96,736
Tax on non-deductable expenses	29,381	92,586
Insurance	21,011	21,528
Impairment losses on trade and other receivables	595	147,407
Other	60,213	71,085
	<u>4,229,650</u>	<u>4,896,321</u>

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

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 2010 and 2011 the tax computed on non-deductable expenses are presented as part of Other operating expenses in the Profit for the year and as part of Other taxes in the Financial position statement (see note 8).

**19. OTHER OPERATING INCOME**

Other operating income represents gain on sale of PPE.

**20. FINANCE EXPENSES**

In thousands of denars	2011	2010
Interest expense	42,408	131,765
Bank charges and other commissions	38,735	49,067
Fair value and available for sale - loss	11,425	646
	<u>92,568</u>	<u>181,478</u>

**21. FINANCE INCOME**

In thousands of denars	2011	2010
Interest income	231,004	382,028
Net foreign exchange gain	4,317	47,781
Dividend income	3,282	2,789
Fair value gain	-	3,749
	<u>238,603</u>	<u>436,347</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.

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## 22. INCOME TAX EXPENSE

Recognized in the Profit for the year:

In thousands of denars	2011	2010
Current tax expense		
Current year	-	17,416
Deferred tax expense		
Origination and reversal of temporary differences	-	60,776
Total income tax in profit for the year	-	78,192

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. In addition, the income tax shall apply at the moment of the distribution of the profits in a form of dividends. Subsequently, as long as the undistributed profits are retained within the company the income tax would not be applied (see note 2.17).

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.

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.

## 23. DIVIDENDS

The Shareholders' Assembly of the Company, at its meeting, held on 14 April 2011 adopted a Resolution for the dividend payment for the year 2010. The Resolution on dividend payment for 2010 is in the amount of MKD 5,947,479 thousand from the net profit for the year 2010. The dividend was paid out in April 2011. Up to date of issuing of these consolidated financial statements, no dividends have been declared for 2011.

## 24. REPORTABLE SEGMENTS AND INFORMATION

### 24.1. 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.

### 24.2. 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.

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Revenues

In thousands of denars	2011	2010
Total Fixed Line segment revenues	8,097,102	8,483,703
Less: Fixed Line segment revenues from other segment	<u>(708,430)</u>	<u>(694,405)</u>
Fixed Line segment revenues from external customers	7,388,672	7,789,298
Total Mobile segment revenues	9,509,271	10,490,872
Less: Mobile segment revenues from other segment	<u>(1,203,355)</u>	<u>(1,071,048)</u>
Mobile segment revenues from external customers	8,305,916	9,419,824
Total revenues of the Group	<u>15,694,588</u>	<u>17,209,122</u>

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

Segment results (EBITDA)

In thousands of denars	2011	2010
Fixed Line segment	3,997,906	3,953,869
Mobile segment	<u>4,384,067</u>	<u>5,081,012</u>
Total EBITDA of the Group	8,381,973	9,034,881
Depreciation and amortisation of the Group	<u>3,610,804</u>	<u>3,161,352</u>
Total operating profit of the Group	<u>4,771,169</u>	<u>5,873,529</u>
Finance income – net	<u>146,035</u>	<u>254,869</u>
Profit before income tax of the Group	<u>4,917,204</u>	<u>6,128,398</u>

Capital expenditure (CAPEX) on PPE and Intangible assets

In thousands of denars	2011	2010
Fixed Line segment	1,385,538	2,187,437
Mobile segment	<u>801,988</u>	<u>1,223,128</u>
Total capital expenditure on PPE and Intangible assets of the Group	<u>2,187,526</u>	<u>3,410,565</u>

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

**25. LEASES AND OTHER COMMITMENTS**

**25.1. Operating lease commitments – where the Group is the lessee:**

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

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

In thousands of denars	2011	2010
Not later than 1 year	118,174	105,382
Later than 1 year and not later than 5 years	274,788	266,612
Later than 5 years	<u>93,054</u>	<u>104,623</u>
	<u>486,016</u>	<u>476,617</u>

**25.2. 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.



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

In thousands of denars	2011	2010
Not later than 1 year	22,340	21,790
Later than 1 year and not later than 5 years	87,381	85,322
Later than 5 years	<u>45,418</u>	<u>63,942</u>
	<u>155,139</u>	<u>171,054</u>

**25.3. Capital commitments**

The amount authorized for capital expenditure as at 31 December 2011 was MKD 447,731 thousand (2010: MKD 437,188 thousand). In addition, 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).

**26. 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.

**26.1. Financial assets – Carrying amounts and fair values**

The table below shows the categorization of financial assets as at 31 December 2010.

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	1,414,072	-	-	-	1,414,072	1,414,072
Deposits with banks	8,205,444	-	-	-	8,205,444	8,205,444
Trade and other receivables	3,119,685	-	-	-	3,119,685	3,119,685
Other non-current assets	-	-	305	-	305	305
Financial assets at fair value through profit and loss	-	-	-	65,125	65,125	65,125

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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	3,079,753	-	-	-	-	3,079,753	3,079,753
Other non-current assets	-	-	612	-	-	612	612
Financial assets at fair value through profit and loss	-	-	-	54,083	-	54,083	54,083

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 54,083 thousand (2010: MKD 65,125 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 (2010: MKD 31,786 thousand).

## 26.2. Other disclosures about financial instruments

The Group is also 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 (2010: MKD 10,391 thousand). 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.

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.

## 27. CONTINGENCIES

The Company has contingent liabilities in respect of legal and regulatory claims arising in the ordinary course of business. It is not anticipated by the management of the Company that any material liabilities will arise from the contingent liabilities other than those provided for (see note 14).

The subsidiary has contingent liabilities in respect to routine legal proceedings arising in the ordinary course of business. The major 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. Based on legal advice, the Management expects that it is not probable that an outflow of resources embodying economic benefits will be required to settle these obligations and consequently no provision was recorded.

## 28. 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	2011		2010	
	Revenues	Expenses	Revenues	Expenses
<b>Magyar Telekom Group</b>				
Magyar Telekom Plc	22,448	51,764	24,687	77,256
IQSYS Magyar Telekom	-	7,481	-	11,282
Telemakedonija AD	249	-	248	-
Crnogorski Telekom	569	2,658	869	4,433
Novatel	3,438	-	2,697	151
Origo Zrt	-	-	-	469
<b>Deutsche Telekom Group</b>				
Deutsche Telekom AG	1,475,886	274,134	1,335,641	264,831
Hrvatski Telekom	5,856	11,779	16,953	24,893
Slovak Telekom	200	393	208	285
Polska Telefonia Cyfrowa	332	570	317	544
T-Mobile Czech Republic	453	1,215	450	1,269
T-Mobile Austria	4,784	6,102	5,469	6,080
Everything Everywhere Limited	1,176	1,515	2,176	1,388
T-Mobile USA	438	1,685	565	1,484
T-Systems	9,856	4,517	6,268	3,069
T-Mobile Netherlands BV	1,232	1,360	1,078	1,576
T-Mobile International UK Limited	-	803	-	948
Detecon	-	5,359	-	25,875
OTE Globe	19,712	32,173	18,847	16,047
Romtelekom	-	1,814	198	150
Cosmo Bulgaria Mobile	697	5,824	731	4,942
Albanian Mobile Communications	718	5,427	690	4,953
Cosmote Romanian Mobile Telecommunications	22	455	23	476
COSMOTE-Mobile Telecom. S.A.	3,106	14,874	2,641	13,355

Notes to the consolidated financial statements

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

In thousands of denars	2011		2010	
	Receivables	Payables	Receivables	Payables
<b>Magyar Telekom Group</b>				
Magyar Telekom Plc	4,728	38,549	2,210	56,283
IQSYS Magyar Telekom	-	1,845	-	5,635
Telemakedonija AD	23	-	21	-
Crnogorski Telekom	-	1,324	8,052	-
Novatel	565	489	367	1,553
<b>Deutsche Telekom Group</b>				
Deutsche Telekom AG	244,418	102,541	97,363	85,023
Hrvatski Telekom	-	4,221	-	2,805
Slovak Telekom	287	7,872	81	-
Polska Telefonía Cyfrowa	-	440	-	339
T-Mobile Czech Republic	-	144	559	-
T-Mobile Austria	4,819	-	548	-
Everything Everywhere Limited	-	3,875	-	1,001
T-Mobile USA	-	262	-	286
T-Systems	2,546	8,667	2,372	3,859
T-Mobile Netherlands BV	-	7,617	-	2,313
T-mobile International UK Limited	-	185	-	216
Detecon	-	535	-	8,421
OTE Globe	7,608	11,181	925	-
Romtelekom	-	1,814	66	7,884
Cosmo Bulgaria Mobile	25,673	-	24,073	-
Albanian Mobile Communications	8,078	-	8,778	-
Cosmote Romanian Mobile Telecommunications	831	-	753	-
COSMOTE-Mobile Telecom. S.A.	46,041	-	52,617	-

## 29. KEY MANAGEMENT COMPENSATION

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

In thousands of denars	2011	2010
Short-term employee benefits (including taxation)	124,237	115,636
State contributions on short-term employee benefits	6,005	6,185
Share-based payments	10,030	1,591
	<u>140,272</u>	<u>123,412</u>

The remuneration of the members of the Company's Board of Directors amounted to MKD 6,200 thousand (2010: MKD 4,650 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).

## 30. EVENTS AFTER THE FINANCIAL STATEMENT DATE

There are no events after the financial statement date that would have impact on the 2011 profit for the year, consolidated statement of financial position or cash flows.



## ANNUAL REPORT on the operations of the Group of Makedonski Telekom AD - Skopje in 2011

*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 year ended 31 December 2010.*

*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 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 the subsidiary, as of 31 December 2011 the amount related to the identified potential tax impact (together with related penalty interest) amounted to MKD 36,019 thousand. In addition, the value of one contract of MKD 105,147 thousand capitalised within treasury shares was corrected in 2009 financial statements and 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.*

*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.*

*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. Its exclusive rights in fixed line telecommunication services expired in December 2004. These exclusive rights included local, national and international long-distance public voice services, voice over IP services, leased line services and building and operating public voice network services. 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 2011, MKT had 316,025 PSTN lines and 37,016 ISDN channels, compared to 340,142 and 38,558 respectively, at the end of 2010. The fixed line penetration was marked with a similar movement, stabilizing at 15.9% at the end of 2011. The number of ADSL connections increased to 161,705 at the end of 2011, compared to 152,668 as of 31 December 2010. The number of IPTV customers at the end of 2011 reached 40,722 customers (including 3 Play, IPTV only and 2 MAX) compared to 30,486 customers at the end of 2010. The number of Fibre To The Home ("FTTH") customers reached 4,939 at the end of 2011.

In 2011, approximately 21.7% of the total revenues of the Group were comprised of the voice revenues from domestic fixed line telecommunication services. The mobile services contributed with 48.7%, while the international telecommunication services contributed with 9.3% to the total revenues. The internet and data services contributed with 11.7% of the total revenues, while 8.6% of the total revenues were derived from other services.

The revenue from domestic fixed line telecommunication services still marks a downward movement mainly due to decreased number of fixed line customers and a decrease of the outgoing traffic. The increased revenue of MKT from international incoming traffic is mainly a result of the increased termination rates. The portion of the revenues from mobile services decreased due to the intensified competition (especially in the prepaid and the business segment) and the decreased subscriber base, partly compensated by the increased revenues in Voice wholesale and Mobile internet services. The Internet and IPTV revenues have grown, mainly due to the increased number of DSL subscribers and the 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 of the T-Mobile Group.

TMMK had customer base of 1,265,243 at the end of 2011, compared to 1,295,285 at the end of 2010. The mobile market penetration in Macedonia is over 122 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 2011 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 2011. 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 2011, 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 price of EUR 37,300,000 (excluding VAT) and sale of three office buildings of



MKT and the Headquarters of TMMK at 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 the both Companies (MKT and TMMK). The difference in 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 - is planned to happen in 2012 once the new Office Building is turnkey ready, constructed and finalized respecting all requirements of MKT and TMMK.

Sustainable rationalization of costs and increase of efficiency by consolidation of business space and employees, improvement of quality of 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 main rationales behind the New Accommodation Plan.

### **Regulation and Pricing**

Macedonian law concerning 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 info media DOO Skopje were designated as Universal service ("US") providers. MKT was designated as US provider for fixed telephone services, public payphones and equivalent access for disabled end users, while R3 info media DOO Skopje was designated as US provider for unique subscriber directory and directory enquiry. Operators were obliged to start providing the services from 1 January 2012 and to do so for the next five years. MKT started providing the services based on US designation.

The latest amendments of the LEC were published in the Official Gazette of RoM No.13/2012 on 27 January 2012 comprising the following: obligation for presentation Calling Line Identification Presentation ("CLIP") and location data for emergency call, obligation for free of charge SMS for promotion of cultural heritage of Republic of Macedonia, discretion 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 annual fees to the Agency should be in line with the Agency's annual budget.

Currently the Agency is developing general strategy for the period of next five years (2012-2017). Publishing of the official document for Agency strategy is expected by the end of the first quarter in 2012. Main focus of the Agency strategy are: fostering of wholesale and retail services regulation, introduction of pure Long Run Incremental Cost ("LRIC") for fixed and mobile voices, SMS etc, Next Generation Networks ("NGN") and FTTH regulation in line with NGN recommendation and reframing and frequency allocation for 4G services.



## 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 2011 the Agency had registered 42 providers of public fixed telephone services.

Under the LEC, MKT has been designated as a SMP operator on the market of fixed line voice telephone 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 current by-laws, 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 Referent 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.

The Agency announced development of Bottom - up LRIC model by consultants for ducts, dark fibre and leased lines also. In 2012 price cuts for these services are expected as well.

The latest changes in the Referent 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 toward ported number. The signal is unified for all operators.

Based on the new amended changes in ECL 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 process for development and implementation of the methodology for retail price regulation. Applied methodology shall be price squeeze. For that purpose, the Agency has engaged Analysys Mason as consultants to develop methodology for price squeeze testing.

Since MKT is designated as SMP on relevant retail market 1- Access to publicly available telephone network at fixed location for residential and non-residential customers and market 2 - Publicly available telephone services at fixed location for residential and non-residential customers, MKT is expected to be the most affected operator in the retail price regulation.

These activities are expected to result in price decrease of some retail services (business monthly fee, fixed-to mobile, international outgoing calls). By the end of 2011 MKT submitted all data requested by the Agency for development of price squeeze model and methodology for retail price regulation. More intensive retail regulation is expected as of May 2012.



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 mobile telephony, MKT and TMMK are faced with a constant pressure from the competitors which are in position to offer lower prices usually below costs in order to increase their customer base as a result of 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 Referent Interconnection Offer ("RIO") changes in line with the Agency decision 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 link and administration and maintenance of interconnection agreements. 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 proposed modifications of MKT WLR Reference Offer and BSA Offer applicable as of 1 January 2012. In parallel MKT will harmonize the process of PSTN migration with the Wholesale operators.

The Agency imposed new decreased monthly fees for Local Loop Unbundling ("LLU"). The current monthly fee for LLU is MKD 331.08.

On 5 December 2011 MKT published its amended BSA offer. The terminology of all services in the offer is harmonised with 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. Amended offer are applied from 1 January 2012.

On the public meeting held on 14 October 2011 the Agency presented detailed plan for Bottom - up LRIC model developed by consultants which is expected to result in changes of BSA pricing models and will modify service description. The Agency stated that prices will be set on a level of an efficient operator and initial LRIC Bottom - up results are expected in the first quarter of 2012. On 29 December 2011, the Agency published inception report for 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.

The level of the wholesale regulated prices directly depends on MKT's retail regulated prices.

#### 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 it will 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, while introducing asymmetry between all three mobile operators which will lead to equal MTR of 2.9 MKD/min in September 2013. In September 2011, ONE and VIP also decreased their MTRs respectively to the Agency's decisions for each of them.

In July 2010, the Agency concluded market analysis of the market for access and call origination service in 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 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 T-Mobile, 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, 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 were published by the Agency. In accordance with the national radiofrequency assignment plan, the 790 – 862 MHz 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. The due date for submission of the requests for acquiring licences in the two bands was 1 December 2011. TMMK submitted requests for both calls. No results were published so far.

#### 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 2011 progress was made in the field of electronic communications and information society services. Alignment with the EU *acquis* is advancing and most of the key competitive safeguards were introduced. The country's approximation with Digital Agenda Europe actions is progressing. Some progress can be reported in the area of audiovisual policy, including an Action Plan for full digital switch-over and use of the digital dividend. However, the country only partially meets the EU requirements in this area. Further efforts are necessary with regard to the capacity of the Broadcasting Council whose ability to monitor the market effectively remains inadequate.

## 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. During 2011 ONE offered several bundled portfolios, both in fixed and mobile segment, with unlimited minutes in its own mobile network and specific offer for free of charge calls from fixed ONE line toward ONE mobile network. ONE also launched the cheapest single fix voice offer on the market in 2011.

Other major competitor is the mobile operator VIP which has limited its services to mobile base services only. With an aggressive pricing policy, which continued in 2011 they have achieved a significant market share of 24.30% and thus surpassed ONE which has market share of 22.38% (source: Report for electronic communication development Q3 2011, the Agency). VIP has a GSM license only, compared to T-Mobile and ONE which have GSM and UMTS licences.

The Cable operators also have a significant role on 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 (former Cabletel, rebranded in Blizoo in last quarter of 2011) are the biggest Cable providers among over 70 active Cable operators trying to gain nation-wide role. 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 have positioned itself on the market as an operator with very attractive service portfolio and has reached significant market growth in a very short time.

The product portfolio of all Operators is driven by bundle products. Cable operators are successfully bundling their TV offer with internet and fixed voice services. The fixed voice service of the Cable operators is usually perceived as 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 overall market is price sensitive, the price perception plays major role in the customers' choice thus cable operators' offers are seen as more competitive than MKTs in terms of prices.

The trend of NP is stable for 2011, for both mobile and fixed numbers. By the end of 2011 there are 76,762 fixed ported numbers and 59,354 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 2011 MKT has fixed voice market share (including wholesale) of 76%, fixed broadband internet market share (including wholesale) of 57% and TV market share of 10% (source: internal best expert estimates). In the third quarter of 2011 the market share of TMMK was 53.32% (source: Report for electronic communication development Q3 2011, 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 introducing and promoting new services and retaining the existing customers. Marketing activities based on customer needs and habits are performed 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 2011 on the fixed market was put on the sales and migrations to the bundled double and triple play services, through several major campaigns for achieving the planned sales results, as well as for increasing the awareness of the benefits provided with the services. Activities for the single voice users offering new attractive tariff models with loyalty contracts continued in 2011 which managed to increase the loyalty customer base. In addition, the IPTV services are continuously extended with new content and features.

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 "0" and Pre-Paid loyalty). One of the main focuses in 2011 was the mobile data segment, where voice and data bundles for both residential and business customers were introduced.

In 2011 intensive promotion of internet usage on all platforms was made (fixed, mobile and hotspot access) with the "Internet Everywhere" program. The aim of the program is to increase mobile internet revenues, to drive fixed broadband differentiation and to increase customer satisfaction.

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 free lancers; on-line sales channel and call centre which performs telesales.

Since November 2011 MKT call centre started operationally to perform sales activity (with pre-arranged delivery at home. Also IP Multimedia Subsystem ("IMS") migration and activity related to it were performed by call centre.

The main sales channels are the MKT and TMMK shops. There are 45 joint shops (42 shops and 3 kiosks). 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 2011, the network consisted of 13 master dealers with 95 shops as TMMK partners and 15 master dealers with 116 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 6,000 kiosks which sell prepaid packages without handsets. Since May 2011 the customers were given an opportunity to renew their contracts in the dealers' shops.

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 2011, 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 complete MKT and TMMK portfolio.

## **Research and Development**

MKT and TMMK continue to maintain fixed and mobile telecommunication networks at a high technological level in order to meet requirements for growing subscriber base and to provide a solid base for a wide range of products and services that will satisfy the customers' demands. During 2011, development continued in all segments of the network: Access, Transport and Service Platforms.

The main activities related to the access network in 2011 were:

- Extension of fixed Broadband access through extension of ADSL capacities and extension of capacities and coverage of FTTH network;
- Start of Radio Access Network ("RAN") modernization project.

In the fix access network the existing copper-wire network is used as basis for providing broadband services based on DSL technologies. In order to support higher speed of Internet packages and IPTV services, ADSL2+ technology is used. At the end of 2011, total number of installed ASDL 2+ ports was 219,600.

FTTH is foreseen as the main direction for the development of fixed access network. Beside Skopje, FTTH is implemented in other regions in the country as well. At the end of 2011, the total number of Homes passed was 57,050.

At the end of 2011, the 2G radio access network consisted of 582 base stations sites providing 99.9% population coverage. The 3G radio access network consisted of 173 NodeBs sites providing 80% population coverage allowing the subscribers to use high speed mobile Internet. In 2011 RAN modernization project started. .

The increasing demand for video and data services requires extension of the transport network capacity. During 2011, capacities of IP/MPLS network are extended according to the traffic increase. Taking into consideration increasing trend of IP services, activities for provisioning of Quality of Service (QoS) started during 2011 and are planned to be finalised in 2012. Additionally, in order to improve security of the services, extension and upgrade of Intrusion prevention system was done.

In terms of Service Platforms, the main focus in MKT is the development of IPTV with new applications and implementation of IMS Platform. During 2011 some of the additional benefits introduced for IPTV users were additional channels, Facebook on TV, additional functionalities provided by new IPTV client etc.

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.

IMS offers possibilities that can be used in future for the provision of new services and applications, converged fixed and mobile services, multimedia services, etc., bringing increased customer satisfaction and improved live style.

Based on new IMS platform, modernization of the fixed telephone network and migration of PSTN towards all IP Network started in 2011 using broadband access.

In 2011, MKT continued with 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.

In 2011 TMMK implemented the VPN service in the network. The VPN is an Intelligent Network ("IN") based service, which is targeting the business subscribers with advanced services. In 2011 implementation of M-Wallet project started as a base for mobile payment services.

In order to protect Mobile network from SMS spamming and spoofing as well as to create solid security foundation, SMS firewall is implemented.

During 2011 as part of the "Internet Everywhere" project, MKT and TMMK have created a network with 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 operational efficiency, implementation of Alarm Umbrella and Trouble Ticketing System started in 2011 and it will continue during 2012. The systems will be connected to the equipment used in the fixed and mobile networks.

In line with the determination to be technology leader in the Country and even broader in the region, in 2012 MKT and TMMK will continue 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**

Following the corporate integration strategy, the IT areas of MKT and TMMK have been focused on the consolidation of the IT systems and infrastructure, while reducing the complexity of the IT architecture and improving the IT security standards.

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 2011 were:

- Implementation of common Interconnect Billing System for MKT and TMMK which enabled consolidation of the data and processes in the Interconnect, International and Wholesale business domain.
- Consolidation of Mediation systems for MKT and TMMK - migration of MKT Mediation system into Mediation Zone system of TMMK, which was already using DT standards. Implementation of such solution improved the efficiency by reducing the processing time and thus decreasing operational costs.
- Implementation of Identity and Central Access Rights Management System for MKT. The system provides automatic user accounts creation in IT applications, central access rights management and single sign-on for all IT systems/applications in MKT IT environment. The project continues in 2012 with integration of TMMK IT systems.
- Implementation of Business Process Management System (common workflow for MKT and TMMK) for more accurate and faster processing of business critical activities and increased visibility into operational efficiencies and bottlenecks. The implementation of common workflow management system will support unification of the processes in MKT and TMMK.

IT has taken a significant role in the implementation of the new of Fix/Mobile Converged products/services and development of ICT concept.





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.

Starting from 2010 MKT and TMMK are working on the project for implementation of a new consolidated CRM system as part of the Deutsche Telekom Group NG CRM Project. This system should enable a 360-degree customer insight and further sharpen the customer focus of MKT and TMMK.



Daniel Szasz  
Chief Executive Officer  
Makedonski Telekom AD – Skopje



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Circa Nikolev bb 1000 Skopje

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

Date: May, 2012

### STATEMENT

In accordance with the Law on Securities of the RoM, I, Daniel Szasz, 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 31.12.2011 is accurate and reliable.

Daniel Szasz  
Chief Executive Officer