Ukrproduct Group

Annual Report 2017

27 June 2018

Table of Contents

Chairman and Chief Executive's Statement

Trading

For the year ended 31 December 2017 ("FY2017"), the Ukrainian economy showed encouraging growth in GDP, with increased wages leading to an improvement in consumer confidence. As a result, whilst the operating environment remains competitive, the Group's trading conditions have improved domestically. In addition, the weakening of the hryvna has provided the Group with additional business development opportunities in its export markets. Ukrproduct's strategy has been to continue to focus on cash generation, ensure that its product offerings and service levels remain competitive, exploit export opportunities and to seek further cost efficiencies.

For FY2017 the Group reports improved revenue of UAH 1.0 billion (approximately £31 million) as well as a stronger gross margin, with the Group increasing sales of branded products in its key segments of packaged butter and processed cheese. The Group has also pursued several export opportunities resulting in the doubling of export revenues in FY2017 primarily as a result of increased sales in packaged butter. Private label sales were lower in FY2017 as the Company pursued stronger margin revenue streams. The Group also reports increased kvass beverage sales as new products were introduced to the market in FY2017.

Growth in sales of butter led to more skimmed milk powder being produced as a related product. Whilst the sale of skimmed milk powder itself is lossmaking, due to the global market price imposed, the overall milk processing business is profitable.

Ukrproduct's spray drying facility at its Starokonstantyniv plant, which produces powdered milk, afforded the opportunity to enhance profits, by providing a service for drying milk requested by other manufacturers of dairy products, hereby enhancing the Group's profits.

As a result, the Group reports an operating profit of UAH 16.2 million (approximately £0.5 million) in FY2017, compared with an operating loss of UAH 7.4 million (approximately £0.2 million) in FY2016. The operating profit for FY2017 included lower finance charges related to the outstanding debt with EBRD.

Following the Group's increase in gross profit, the Group recorded and improved EBITDA of 3.5% , however, an overall loss of £1.115 million for the year is recorded, due to the negative impact of exchange rate differences.

Financial Position

As at 31 December 2017, the Group reports total liabilities of UAH 428.0 million (approximately £11.3 million), with cash balances of UAH 18.7 million (approximately £0.5 million). However, post year end, the Group's financial position was improved following the UAH 65.0 million (approximately £1.8 million) new loan agreement with PJSC Creditwest Bank ("Creditwest") and the subsequent repayment, in full, of the OTP Bank Loan, and, in March 2018, Ukrproduct made a scheduled repayment of €177,175 to EBRD.

Outlook

Ukrproduct will continue to work to enhance its operating profitability and cash flow generation and continue to seek to improve its competitive position in the markets in which it operates. The year 2018 is showing a continued improvement in financial performance.

Jack Rowell
Chairman

Alexander Slipchuk
Chief Executive Officer

The Board of Directors

As of the date of the approval of the 2017 Annual Report, the Board members are as follows:

Name	Position	Date appointed
Jack Rowell	Non-executive Chairman	November 2004
Sergey Evlanchik	Executive Director	April 2008
Alexander Slipchuk	Chief Executive Officer	November 2004
Yuriy Hordiychuk	Chief Operational Officer	January 2013

All directors were re-elected at Annual General Meeting on 20 July 2017.

Jack Rowell
Non-executive Chairman

Dr. Rowell has acted as Chairman of a number of companies in the public and private sector, mainly within the food production industry. He was previously an executive director on the board of Dalgety plc responsible for the consumer foods division. Jack also served as Chairman of Celsis plc. He has also been Manager of Bath Rugby, then the Champions of England and the English national team. Prior to this, Dr. Rowell was CEO of Golden Wonder Ltd. and Lucas Food Ingredients (also part of the Dalgety Food Group). He was educated at Oxford University and is a Chartered Accountant.

Alexander Slipchuk
Chief Executive Officer

Alexander Slipchuk is responsible for the Group's overall performance and strategy implementation and is a founder of Ukrproduct Group. He studied at Far-Eastern High Engineering Marine School in Russia and graduated as a maritime navigator in 1989. Together with Sergey Evlanchik, Alexander established the securities house Alfa-Broker in 1994, developed the equity trading business in the far east of the Russian Federation, and acquired initial stakes in the companies that later became part of Ukrproduct Group. Later in 1998, Alexander took on the executive positions at the Molochnik and the Starakonstantinovskiy Dairy plants, Ukrproduct's two main operating assets.

Sergey Evlanchik
Executive Director

Sergey Evlanchik studied at Vladivostok State University of Economics & Service in the Russian Federation and at Oxford University in the UK, where he received his MBA degree. Together with Alexander Slipchuk, he established the equity trading group, Alfa-Broker in 1994 in the Far East of the Russian Federation. After the recess of the Russian and Ukrainian equity markets in 1998, Mr Evlanchik refocused his activities on business development in the industrial sector of Ukraine, particularly within the dairy industry, where he joined the companies that would subsequently form Ukrproduct Group in 2004. Sergey then led the Group to its successful listing on the AIM market of the London Stock Exchange in 2005. In 2011 under the leadership of Sergey Evlanchik the Group secured debt finance with EBRD focused on energy and production efficiency upgrade of the existing production facilities.

Yuriy Hordiychuk
Chief Operational Officer

Yuri Hordiychuk has been with the Group since 2002. Firstly, he was Director of the Provision of Raw Materials at the company, and in 2005 was promoted to Director of Production. The next significant step in the career of Mr. Hordiychuk was taken in 2008, when he was promoted to General Director of the Company and in 2013 he has appointed Chief Operational Officer. Yuri has more than ten years of experience of administrative activity and a degree in “Production Organization Management”. In 2006, Mr. Hordiychuk graduated with MBA from the School of Economics (Russia) and earned a degree in “Logistics and Supply Chains Management”.

Remuneration Committee Report

This report is prepared by the Remuneration Committee of the Board and sets out the Group's policy on the remuneration of the Directors, with a description of service agreements and remuneration packages for each Director.

Remuneration Committee

The Remuneration Committee comprises one non-executive Director, Jack Rowell. This Committee is scheduled to meet at least twice per annum to advise the Board on the Group's remuneration strategy and to determine the terms of employment and total remuneration of the respective Executive Directors of the Group and of its subsidiary companies, including the granting of share options. Among others, the objective of this Committee is to attract, retain and motivate Executives capable of delivering the Group's objectives. The Remuneration Committee is also responsible for the evaluation of the performance of Executive Directors.

The Remuneration Committee held two meetings during 2017.

Remuneration Policy

The Group's remuneration policy is to provide remuneration packages which:

- are designed to attract, motivate and retain high calibre Executives;
- are competitive and in line with comparable businesses;
- are rooted in practices exercised in countries where the Group operates;
- intend to align the interests of the Executives with those of the shareholders by means of fixed and performance related remuneration; and
- set challenging performance targets and motivate Executives to achieve those targets both in the short and long-term.

Base salary

The Committee on an annual basis reviews base salaries of the respective Executive Directors of the company and its subsidiaries, taking into account job responsibilities, competitive market rates and the performance of the Executive concerned. Consideration is also given to the cost of living and the Director's professional experience. While determining the base salaries, the Committee also considers general aspects of the employment terms and conditions of employees elsewhere in the Group.

Incentive bonus plans and equity arrangements

The Committee continues to plan to introduce long-term equity incentive arrangements to make the overall Executive Remuneration structure more performance-related, more competitive and aligned with shareholders' interests subject to an improving environment in Ukraine.

Service contracts

The appointments of the respective Executive Directors of the company and its subsidiaries are valid for an indefinite period and may be terminated with three months notice given by either party at any time. The company or subsidiary's policy for compensation for loss of office is to provide compensation which reflects the Group's or that subsidiary company's contractual obligations.

Bonus Scheme

The Committee has established a cash bonus scheme for Executive Directors based on the overall performance of the Group and/or respective subsidiary company and attainment of the operating profit targets.

Non-executive Directors

The appointments of non-executive Directors are valid for an indefinite period and may be terminated with three months notice given by either party at any time. The decision to re-appoint, as well as the determination of the fees of the non-executive Directors, rests with the Board. The non-executive Directors may accept appointments with other companies, although any such appointment is subject to the Board's approval and terms and conditions of Service Agreements.

Directors' remuneration

Details of the Directors' cash remuneration are outlined below:

	Annual Salary/fee		Bonus		Non-cash compensation		Total cash remuneration	
	2017	2016	2017	2016	2017	2016	2017	2016
	£ 000	£ 000	£ 000	£ 000	£ 000	£ 000	£ 000	£ 000
Executive								
Alexander Slipchuk	45.0	40.0	-	-	-	-	45.0	40.0
Sergey Evlanchik	35.0	40.0	-	-	-	-	35.0	40.0
Yuriy Hordiychuk	15.0	15.0	-	-	-	-	15.0	15.0
	95.0	95.0					95.0	95.0
Non-executive								
Dr Jack Rowell	23.6	23.2	-	-	-	-	23.6	23.2

Share based payments

In 2009 the company granted share options to Jack Rowell. In February 2013 given the decline of market share price the exercise price for these options was reset to 10 pence and the exercise period extended until 2017. As at the date of this report these options were not exercised and have lapsed. At 31 December 2017 there are no outstanding options issued by Company.

Corporate Governance Report

Corporate Governance Policy

Effective corporate governance is a priority of the Board and outlined below are details of how the Company has applied the principles set out in The UK Corporate Governance Code (the "Code") revised in April 2016 by the Financial Reporting Council. Under the rules of AIM, a market operated by the London Stock Exchange, the company is not required to comply with the Code and the Board considered that the size of the Group does not warrant compliance with all of the Code's requirements. The Board fully supports the principles on which the Code is based and seeks to comply with best practice in such respects as they consider appropriate for a Group of its size and nature. The Board has a wide range of experience directly relevant to the Group and its activities and its structure ensures that no one individual or group dominates the decision making process.

As of 28 September 2018, following the resent issue of amended AIM Rules for Companies the Company will be required to follow a recognized corporative governments code on a "comply or explain" basis.

The Board is considering what corporate governance code is most appropriate and will update shareholders in due course.

The Board

The Board consists of one non-executive and three Executive Directors. The roles of the Chairman of the Board and the Chief Executive of the Group are held separately with a clear division of responsibility between them. The Chairman of the Board is an independent non-executive Director.

Within the scope of the corporate governance procedures, the Board meets regularly to consider the financial results, budgets, and major items of capital expenditure of all the Group's companies. This body is also responsible for formulating, reviewing and approving the Group's strategy and the phases of its development.

The Board met four times during 2017.

Board Committees

The Board is assisted by the Audit and Remuneration Committees.

Audit Committee

The Audit Committee consists of one non-executive Director, Jack Rowell. The member of the Audit Committee has relevant financial experience. This Committee, *inter alia*, is responsible for reviewing the Annual and Interim financial statements, in addition to the systems of internal control and risk management, and also for ensuring the integrity of the financial information reported to the shareholders.

The Audit Committee met twice during 2017.

Remuneration Committee

The Remuneration Committee comprises one non-executive Director, Jack Rowell. This Committee is scheduled to meet at least twice per annum to advise the Board on the Group's remuneration strategy and to determine the terms of employment and total remuneration of the Executive Directors, including the granting of share options. Among others, the objective of this Committee is to attract, retain and motivate Executives capable of delivering the Group's objectives. The Remuneration Committee is also responsible for the evaluation of the performance of Executive Directors.

The Remuneration Committee held two meetings during 2017.

Relations with shareholders

The Group is commited to maintain regular contact with its institutional and private shareholders via regulatory announcements, fund managers, financial analysts and brokers through a series of presentations, conference calls and meetings. All corporate materials, including annual reports, financial results statements and other information, are available on the Group's website www.ukrproduct.com

The Board believes that it is essential to discuss the Companies results with its major shareholders and keep them updated with regards to the Group's financial performance, strategy and business developments. The Chairman is also accessible to shareholders.

The Board invites all shareholders to attend the company's Annual General Meeting and encourages them to exercise their voting right and participate with questions.

Internal Control

The Group adheres to comprehensive and strictly regulated budgeting and reporting procedures that are aimed at more efficient internal control and risk management. The Board is responsible for the Group's system of internal control and for reviewing its effectiveness, however, it is recognised that any control system can only provide reasonable and not absolute assurance against material misstatement or loss.

The principal elements of the internal control system are as follows:

- documented policies, procedures and authorisation levels;
- clearly defined lines of responsibility in the organisational structure of the Group;
- a management structure which facilitates ease of communication both vertically and horizontally; and
- annual budgeting and monthly reporting procedures.

The annual budgets consist of monthly budgets, which are updated each month once actual figures become available. Due to the dynamic development of the macroeconomic environment of the country the Group operates in, variances in actual figures for sales, prices and other underlying assumptions from those forecasted may occur. Hence, the budget is flexed to better reflect the future of the Group. Such variances by each company within the Group are discovered and recommendations for further actions are formulated.

The internal control system is further enforced by the Group's internal audit department. The main objectives of the internal audit function are to ensure the safety of the Group's assets and the reliability of accounting records. The internal audit department is responsible for auditing the financial statements and accounting procedures of the companies within the Group, as well as for disclosing and reducing various types of risks related to Group operations. The Group's controlling and risks analysis department is responsible for identifying the possible issues in the Group's processes, the ongoing optimization of operations and risk management.

Corporate Social Responsibility Report

Corporate Social Responsibility

The Board is committed to developing and implementing corporate social responsibility (CSR) policies aimed at:

- Promoting equality and fairness among employees, partners and suppliers
- Ensuring safe working conditions
- Maintaining the Group's corporate reputation and dedication to business ethics
- Supporting the communities in which the Group operates
- Establishing long-term and healthy relationships with the Group's partners, customers and other affiliated parties.

The main elements of the Group's approach towards fulfilling the above objectives are as follows:

Employees

The Group is committed to ensuring equal opportunities to all its employees, both current and prospective. Each employee's efforts are highly valued and the Board believes that a diverse mix of the workforce facilitates innovation, efficiency and teamwork. As a matter of corporate policy, regular training and development workshops are conducted for Ukrproduct's staff. These are aimed at all employee groups, including managerial, technical and production personnel. The training programmes encourage staff to progress up the career ladder and are central to the Group's continuing growth and success.

Health and safety

Management at business units within the Group are responsible for developing and maintaining the underlying practices that provide for a safe working environment. Special attention is given to the production facilities, where the equipment, including lighting, air conditioning, workspace and other constituents, undergo constant reviews and improvements. Regular monitoring is carried out to ensure that the required standards are met and that employees use the provided communication channels to further improve their surrounding working conditions.

Customers

Customer satisfaction is at the core of the Group's business model. Therefore, the Board is keen to continue supplying the customers with high quality, affordable products required by current market demands. The Group's segmentation practices are aimed at segregating various customer groups in order to meet their respective needs with maximum efficiency. In addition, regular market research and surveys are conducted to ensure maximum value is consistently offered to customers.

Environment

The Group recognises the importance of good environmental practices and seeks to minimise any negative impact that its operations or products might have on the production sites and surrounding areas. The Group adopted the environmental laws and regulations of Ukraine to reduce, control and eliminate various types of pollution and to protect natural resources. Ukrproduct monitors and controls all its production facilities regularly in order to ensure that air quality is not adversely impacted by its operations. The Group focuses on cutting water and energy consumption, as well as reducing the volumes of waste. Collection and processing of waste have been organised through the local waste collection plants. The Group's development programme puts specific emphasis on acquiring and installing only the most advanced and environmentally-friendly production and auxiliary equipment.

Food safety

Food safety is one of key priorities for the Group. Ukrproduct is committed to produce high quality and safe food and ensures that high standards are maintained within its supplier base. The certified food safety management system in compliance with ISO 22000 was implemented by the Group. This system provides the possibility to fully monitor all production stages - from forage control and sound health of the cattle to the final product distribution.

Community support

The Group is keen to further enhance and maintain its partnership with local communities by supporting their initiatives and charitable events. The Group contributes cash donations and gifts, as well as employee time, by encouraging staff to participate as volunteers.

Directors' Report

The Directors present their report and the audited consolidated financial statements of Ukrproduct Group Ltd (referred to as the "Company" and together with its subsidiaries as "the Group") for the year ended 31 December 2017.

Principal Activities and business review

Ukrproduct Group Ltd (the "Company" or "Ukrproduct") is a holding company for a group of food and beverages businesses located in Ukraine. The principal activities of Ukrproduct Group are the production and distribution of highly branded dairy foods and beverages (kvass) in Ukraine and the export of milk powder. The Group is one of the leading branded food producers in Ukraine with its own nationwide distribution network. More detailed commentary on the Group's activities during the year, its financial performance, future plans, and prospects are outlined in the Chairman and Chief Executive's Statement.

Results and Dividends

The results of the Group for the year are set out on page 20 and show a net loss for the year of approximately £1.1 million (2016: approximately £1.5 million).

The Board has decided not to recommend the payment of a dividend in respect of the year ended 31 December 2017 (2016:Nil).

Directors

Details of members of the Board of Directors are shown on page 5.

The Directors' interests in the share capital of the company as at 31 December 2017 and 31 December 2016 are shown below:

	Shares		Share options	
	2017	**2016**	**2017**	**2016**
Executive				
Sergey Evlanchik	14,967,133	14,967,133	-	-
Alexander Slipchuk	14,939,133	14,939,133	-	-
Non-executive				
Dr Jack Rowell	138,690	138,690	-	130,290

Powers of the Directors

Subject to the Company's Memorandum and Articles of Association, Companies (Jersey) Law 1991, as amended and any directions given by special resolution, the business of the company shall be managed by the Directors who may exercise all such powers of the company. The rules in relation to the appointment and replacement of Directors are set out in the Company's Articles of Association.

Financial Risks Facing the Group

The principal risks of the business are credit risk, liquidity risk and market risk, including fair value or cash flow interest-rate risk and foreign exchange risk. The main purpose of the Group's risk management programme is to evaluate, monitor and manage these risks and to minimise potential adverse effects on the Group's financial performance and shareholders. The Chief Financial Officer of the Group is in charge of risk management and introduction of all policies as approved by the Board of Directors.

For further details of the Group's risk management please see note 5 on page 39-42.

Employees

The Group is committed to ensuring provision of equal opportunities for all employees, which is reflected by its selection, recruitment and training policies. The Group considers its employees to be one of its most valuable assets and rewards high performance through competitive remuneration and incentive schemes. The Directors also consider it a priority to give employees the opportunity to communicate their ideas and opinions to all levels of management, both directly and through various surveys. The average number of employees of the Group during the year ended 31 December 2017 was 899 (2016: 918).

Payment Policy

The Group has a general set of guidelines for paying its suppliers based on specific criteria. However, it is normal practice to agree payment terms with a specific supplier when entering into a purchase contract. The Group seeks to abide by the payment terms agreed whenever it is satisfied that the goods or services have been provided in accordance with the agreed terms and conditions.

Going concern

These consolidated financial statements have been prepared on the assumption that the Group is able to continue its operations on a going concern basis for the foreseeable future.

For the year ended 31 December 2017, the cumulative losses amounted to approximately £1.1million (year ended 31 December 2016 approximately £1.5million). As at 31 December 2017, the Group continued to breach certain loan covenant terms of its loan with European Bank for Reconstruction and Development.

These conditions indicate a significant uncertainty with regard to the Group’s ability to continue its operations on a going concern basis.

According to Management, the Group's ability to continue its operations on going concern basis is permissible based on the following assumptions:

1. The Group received a waiver from the EBRD as at 19 December 2017 in respect of the final quarter of 2017 and dated 20 June in respect of the first quarter of 2018;
2. The Group continues to settle obligations regarding EBRD loan agreement on a timely basis and has paid two tranches after the reporting date within applicable deadlines;
3. During 2017 the Group extended the loan agreements with OTP Bank three times. In December 2017, the Group received confirmation regarding funding of the Group by the Creditwest Bank Ukraine. Funding was approved for 65 million UAH (GBP£1.7 million) by means of refinancing the loan of OTP Bank 32.3 million UAH including additional budgeting. In February 2018, the Group met all requirements of Creditwest Bank Ukraine and signed a loan agreement.

Ukrproduct’s strategy has been to continue to focus on cash generation, ensure that its product offerings and service levels remain competitive, exploit export opportunities and to seek further cost efficiencies. This brought about improvement in 2017 and will be conditioned.

Annual General Meeting

Ukrproduct's AGM will be held on 20 July, 2018. The Notice of AGM and agenda will be sent to shareholders no less than 21 days prior to the date of the meeting.

Auditors

Baker Tilly Isle of Man LLC was appointed as the Group's auditors for the 2017 financial year by the resolution of the Directors held on 20 July 2017. A resolution to reappoint them will be proposed at the forthcoming AGM.

Statement as to disclosure of information to the auditor

All of the current Directors have taken the necessary steps to make themselves aware of any information needed by the Group's auditors for the purposes of their audit and to establish that the auditors are aware of that information. The directors are not aware of any relevant audit information of which the auditors are unaware.

Jack Rowell
Chairman

27 June 2018

The directors are responsible for the preparation of the consolidated financial statements in accordance with applicable Jersey law and other regulations and enactments in force at the time. The Companies (Jersey) Law 1991, as amended requires the directors to prepare financial statements for each year in accordance with Generally Accepted Accounting Principles. Under that law, the directors have elected to prepare the consolidated financial statements in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union. Under company Law, the directors must not approve the consolidated financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and of its profit or loss for the period ended.

In preparing these consolidated financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- state that the financial information complies with IFRS as adopted by the European Union, subject to any material departures disclosed and explained in the consolidated financial statements; and
- prepare the consolidated financial statements on the going concern basis unless it is inappropriate to presume that the Group will continue in business.

The board of directors confirms that the Group has complied with the above mentioned requirements in preparing its consolidated financial statements.

The directors are also responsible for:

- implementing and maintaining an efficient and reliable system of internal controls in the Group;
- keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the Group;
- taking reasonable steps to safeguard the assets of the Group and to prevent and detect fraud and other irregularities; and
- the maintenance and integrity of the Group's website.

On behalf of the Directors:

INDEPENDENT AUDITOR’S REPORT TO THE MEMBERS OF UKRPRODUCT GROUP LIMITED

We have audited the consolidated financial statements of Ukrproduct Group Limited (the Group) for the year ended 31 December 2017 which comprise the Consolidated Statement of Comprehensive Income, the Consolidated Statement of Financial Position, the Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

In our opinion the financial statements:
• give a true and fair view of the state of the group’s affairs as at 31st December 2017, and of the group’s results for the year then ended;
• have been properly prepared in accordance with IFRSs as adopted by the European Union.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor’s responsibilities for the audit of the financial statements section of our report. We are independent of the group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC’s Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material uncertainty related to going concern

As detailed in Note 2.1(b) to the consolidated financial statements a number of matters regarding material uncertainties which may cast significant doubt over the Group’s ability to continue as a going concern have been highlighted and include:
a) the Group incurred a loss of GBP1,115,000 for the year ended 31 December 2017. This loss was primarily due to the volatile political and economic situation in Ukraine which has resulted in a number of challenges to the Group, including but not limited to the significant devaluation of the local currency and high rates of inflation.
b) the Group has continued to breach the loan covenant terms of the loan with European Bank for Reconstruction and Development (“EBRD”) both during and post year end.

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor’s report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Matters on which we are required to report by exception

In the light of our knowledge and understanding of the group and the parent company and its environment obtained in the course of the audit, we have not identified material misstatements in the directors’ report.

Responsibilities of directors

As explained more fully in the statement of directors’ responsibilities, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the group’s and the parent company’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or the parent company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs (UK), we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit 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 group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the group's or the parent company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the group or the parent company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies (Jersey) Law 1991 requires us to report to you if, in our opinion:

- proper accounting records have not been kept; or
- proper returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- we have not received all the information and explanations which to the best of our knowledge and belief are necessary for the purposes of our audit.

Use of our report

This report is made solely to the Company's members, as a body, in accordance with the terms of our engagement letter dated 20th September 2016. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Robert Kirkham
For and on behalf of Baker Tilly Isle of Man LLC
Chartered Accountants
PO Box 95
2a Lord Street
Douglas
Isle of Man
27 June 2018

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	Note	year ended 31 December 2017 £ '000	year ended 31 December 2016 £ '000
Revenue	**8**	30 525	20 190
Cost of sales	**9**	(27 267)	(18 071)
GROSS PROFIT		**3 258**	**2 119**
Administrative expenses	**9**	(1 031)	(930)
Selling and distribution expenses	**9**	(1 561)	(1 367)
Other operating expenses	**9**	(156)	(17)
PROFIT / (LOSS) FROM OPERATIONS		**510**	**(195)**
Net finance expenses	**11**	(437)	(623)
Foreign exchange loss, net	**10**	(1 250)	(743)
LOSS BEFORE TAXATION		**(1 177)**	**(1 561)**
Income tax expenses	**13**	62	77
LOSS FOR THE YEAR		**(1 115)**	**(1 484)**
Attributable to:			
Owners of the Parent		(1 115)	(1 484)
Non-controlling interests		-	-
Earnings per share:	**26**		
Basic		(2,81)	(3,74)
Diluted		(2,81)	(3,74)
OTHER COMPREHENSIVE INCOME:			
Items that may be subsequently reclassified to profit or loss			
Currency translation differences		(113)	513
Items that will not be reclassified to profit or loss			
Gain on revaluation of property, plant and equipment		-	-
Income tax in respect of revaluation reserve		-	-
OTHER COMPREHENSIVE INCOME, NET OF TAX		**(113)**	**513**
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		**(1 228)**	**(971)**
Attributable to:			
Owners of the Parent		(1 228)	(971)
Non-controlling interests		-	-

The notes on pages 24 - 57 are an integral part of these consolidated financial statements.

	Note	As at 31 December 2017 £ '000	As at 31 December 2016 £ '000
ASSETS			
Non-current assets			
Property, plant and equipment	**14**	6 288	7 511
Intangible assets	**15**	543	656
		6 831	**8 167**
Current assets			
Inventories	**17**	2 426	1 855
Trade and other receivables	**18**	2 171	2 507
Current taxes	**19**	271	230
Other financial assets	**20**	30	18
Cash and cash equivalents	**21**	496	175
		5 394	**4 785**
TOTAL ASSETS		12 225	12 952
EQUITY AND LIABILITIES			
Equity attributable to owners of the parent			
Share capital	**22**	3 967	3 967
Share premium	**23**	4 562	4 562
Translation reserve	**23**	(14 894)	(14 781)
Revaluation reserve	**23**	3 769	3 935
Retained earnings		3 478	4 427
		882	**2 110**
Non-controlling interests		-	-
TOTAL EQUITY		**882**	**2 110**
Non-Current Liabilities			
Bank loans	**24**	5 716	-
Long-term payables		459	441
Deferred tax liabilities	**16**	262	363
		6 437	**804**
Current liabilities			
Bank loans	**24**	1 318	7 162
Trade and other payables	**25**	3 565	2 854
Current income tax liabilities		-	10
Other taxes payable		23	12
		4 906	**10 038**
TOTAL LIABILITIES		**11 343**	**10 842**
TOTAL EQUITY AND LIABILITIES		**12 225**	**12 952**

The notes on pages 24 - 57 are an integral part of these consolidated financial statements.

Ukrproduct Group
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
AS AT 31 December 2017
(in thousand GBP, unless otherwise stated)

	Attributable to owners of the parent							
	Share capital	Share premium	Revaluation reserve	Retained earnings	Translation reserve	**Total**	Non-controlling interests	**Total Equity**
	£ '000	£ '000	£ '000	£ '000	£ '001	**£ '000**	£ '000	**£ '000**
As At 1 January 2016	**3 967**	**4 562**	**4 192**	**5 654**	**(15 294)**	**3 081**	**-**	**3 081**
Loss for the year	-	-	-	(1 484)	-	**(1 484)**	-	**(1 484)**
Other comprehensive income								
Gain on revaluation of property, plant and equipment	-	-		-	-	**-**	-	**-**
Currency translation differences	-	-	-	-	513	**513**	-	**513**
Total comprehensive income	**-**	**-**	**-**	**(1 484)**	**513**	**(971)**	**-**	**(971)**
Depreciation on revaluation of property, plant and equipment	-	-	(248)	248	-	**-**	-	**-**
Reduction of revaluation reserve	-	-	(9)	9	-	**-**	-	**-**
As At 31 December 2016	**3 967**	**4 562**	**3 935**	**4 427**	**(14 781)**	**2 110**	**-**	**2 110**
Loss for the year	-	-	-	(1 115)	-	**(1 115)**	-	**(1 115)**
Other comprehensive income								
Currency translation differences	-		-	-	(113)	**(113)**	-	**(113)**
Total comprehensive income	**-**	**-**	**-**	**(1 115)**	**(113)**	**(1 228)**	**-**	**(1 228)**
Depreciation on revaluation of property, plant and equipment	-	-	(166)	166	-	**-**	-	**-**
As At 31 December 2017	**3 967**	**4 562**	**3 769**	**3 478**	**(14 894)**	**882**	**-**	**882**

The notes on pages 24 - 57 are an integral part of these consolidated financial statements.

	Note	year ended 31 December 2017 £ '000	year ended 31 December 2016 £ '000
Cash flows from operating activities			
Loss before taxation		(1 177)	(1 561)
Adjustments for:			
Exchange difference	**10**	1 250	743
Depreciation and amortisation	**9**	553	589
Loss on disposal of non-current assets	**9**	8	25
Write off of receivables/payables		(5)	32
Impairment of inventories	**9**	82	120
Loss from disposal of subsidiaries			(3)
Interest income	**11**	-	(1)
Interest expense on bank loans	**11**	437	624
Operation cash flow before working capital changes		**1 148**	**568**
Increase in inventories		(653)	(472)
Decrease / (increase) in trade and other receivables		298	(933)
Increase in trade and other payables		473	1 122
Changes in working capital		**118**	**(283)**
Cash generated from operations		**1 266**	**285**
Interest received		1	1
Income tax paid		(31)	(32)
Net cash generated by operating activities		**1 236**	**254**
Cash flows from investing activities			
Purchases of property, plant and equipment and intangible assets		(93)	(217)
Proceeds from sale of property, plant and equipment		1	17
Repayments of loans issued		(15)	(11)
Net cash used in investing activities		**(107)**	**(211)**
Cash flows from financing activities			
Interest paid	**24**	(378)	(372)
Decrease in short term borrowing		-	(63)
Repayments of long term borrowing	**24**	(259)	-
Net cash used in financing activities		**(637)**	**(435)**
Net increase / (decrease) in cash and cash equivalents		**492**	**(392)**
Effect of exchange rate changes on cash and cash equivalents		(171)	474
Cash and cash equivalents at the beginning of the year		**175**	**93**
Cash and cash equivalents at the end of the year	**21**	**496**	**175**

These consolidated financial statements were approved and authorised for issue by the Board of Directors on 19 June 2018 and were signed on its behalf by:

Alexander Slipchuk
Chief Executive Officer
2018

The notes on pages 24 - 57 are an integral part of these consolidated financial statements.

1. GROUP AND PRINCIPAL ACTIVITIES

(a) Introduction

The Company is a public limited liability entity registered in Jersey with a registered office at 26 New Street, St Helier, Jersey, JE2 3RA, Channel Islands.
The Group's overall management and production facilities are based in Ukraine, with the HQ in Kyiv. The Group commands leading positions in the Ukrainian processed cheese and packaged butter markets and owns a range of widely recognisable trademarks in Ukraine, including "Nash Molochnik" (translated as Our Dairyman), "Narodniy Product" (People's Product) "Molendam" and "Vershkova Dolina" (Creamy Valley). The average number of employees of the Group during the year ended 31 December 2017 was 899 (2016: 918).

(b) Share capital

Shareholders structure as at 31 December is as follows:

	Year ended 31 December 2017	Year ended 31 December 2016
Ukrproduct Group		
Slipchuk Alexander	34,89%	34,89%
Evlanchik Sergey	34,96%	34,96%
Shares are on free sale on the stock exchange	22,81%	22,81%
Treasury shares	7,34%	7,34%
	100,00%	**100,00%**

(c) Ukrainian environment

The Group conducts its operations mainly in Ukraine. In 2017 Ukrainian economy continued its recovery after a significant shift in 2016 that resulted in an increase of GDP of 2.5% (and 2.3% in 2016).
In 2017, the economy of Ukraine showed signs of recovery in numerous areas, in particular the growth of GDP resumed and inflation rate was taken under control. The manufacturing and domestic trade domains grew by 5% in 2017. The NBU rate fluctuated between 12.5-14%. This is a reflection of CPI 2017 in Ukraine.
The growth of pensions and wages in Ukraine was observed in 2017. This growth led to an increase in the purchasing power of the population.
Stabilization of Ukrainian economy is dependent first of all on economic reforms' implementation and creation of anti-corruption norms. The government took the responsibility of directing its policy toward association with EU, implementation of reforms aimed at elimination of existing imbalances in economy, public finances and public administration and, as well, towards improvement of the investment environment.
Further adverse developments in the political, macroeconomic and/or international trade conditions may further adversely affect the Group's financial position and performance in a manner not currently determinable. Macroeconomic stability remains dependent upon cooperation with the IMF and international donors.

The final resolution and the effects of the political and economic crisis are difficult to predict but may have further severe effects on the Ukrainian economy.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

2.1. Basis of preparation

The consolidated financial statements have been prepared on a historical cost basis, except for property, plant and equipment which have been measured at fair value. The consolidated financial statements are presented in British Pounds Sterling (GBP) and all values are rounded to the nearest thousand (£000) except where otherwise indicated.

(a) Statement of compliance

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards, International Accounting Standards and Interpretations issued by the International Accounting Standards Board (IASB), as adopted by the European Union (collectively "IFRS").

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. Further information is provided in note 3.

2.1. Basis of preparation (continued)

(b) Going concern

These consolidated financial statements have been prepared on the assumption that the Group is able to continue its operations on an going concern basis in the near future.
For the year that ended on 31 December 2017, the cumulative losses amounted to 1,115 mln GBP (1,484 mln GBP - For the year that ended on 31 December 2016). Although as at 31 December 2017 the Group increased its cash flow from operations and met all EBRD covenants but one, overall it has continued to breach the covenant requirements of the loan with European Bank for Reconstruction and Development that indicates a significant uncertainty with regard to the Group to continue its operations on a going concern basis.
According to Management, the assumption of the Group's ability to continue its operations on going concern basis is sustainable, as:
1. The Group received waivers from EBRD - in respect of the annual financial statements for 2017 and the first quarter of 2018;
2. The Group continues to repay a loan to EBRD according to the agreement and timely settled the last two tranches after the reporting date;
3. The Company increased its cash flow from operations;
4. During 2017, the Group kept prolonging the loan agreements with OTP Bank. In December 2017, the Group received an offer of for 65 mln UAH (1.723 mln GBP) from Creditwest Bank Ukraine to allow both refinance of its loan with OTP and increase of its working capital. In February 2018, the Group met all requirements of Creditwest Bank Ukraine, signed a loan agreement and refinance its loan with OTP moving its entire working capital facility to Creditwest Bank Ukraine.
The Group current strategy is to further expand its export sales worldwide with a focus on Asia and Africa. CIS markets also remain strategically important for the Group not least Kazakhstan where to the Company increased its export volumes.Ukrproduct is also looking to expand domestic sales in Ukraine driven in part by the introduction of new products and rebranding. The Group continues to boost its dairy processing volumes via close cooperation with local farmers and cooperatives, thereby increasing its capacity utilization.

(c) Consolidation principles

The consolidated financial statements comprise the financial statements of Ukrproduct Group Limited and its subsidiaries as at 31 December 2017.

Subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.
Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if, and only if, the Group has:
- Power over the investee (i.e., existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee
- The ability to use its power over the investee to affect its returns
Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:
- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights
The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

All intra-group balances, income and expenses and unrealised gains and losses resulting from intra-group transactions are eliminated in full on consolidation. A change in the ownership interest of a subsidiary, without a change of control, is accounted for as an equity transaction, that is, as transactions with owners in their capacity as owners. Profit or loss and each component of other comprehensive income are attributed to the owners of the parent and to the non-controlling interests. Total comprehensive income is attributed to the owners of the parent and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

If the Group loses control over a subsidiary, it:
- Derecognises the assets (including goodwill) and liabilities of the subsidiary
- Derecognises the carrying amount of any non-controlling interests
- Derecognises the cumulative translation differences, recorded in equity
- Recognises the fair value of the consideration received
- Recognises any investment retained in the former subsidiary at its fair value at the date when control is lost
- Recognises any surplus or deficit in profit or loss
- Reclassifies the parent's share of components previously recognised in other comprehensive income to profit or loss.

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair value of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

Acquisition-related costs are expensed as incurred.

Non-controlling interests represent a portion of profits or losses and net assets not owned by the Group. Non-controlling interests are presented separately from parent share capital in equity in the Consolidated statement of financial position.

(in thousand GBP, unless otherwise stated)

2.1. Basis of preparation (continued)

(c) Consolidation principles (continued)

Consolidated financial statements of the Group include the following companies:

Group's company	Country of incorporation	Effective ownership ratio As at 31 December 2017	2016	Principal activities
Molochnik LLC*	Ukraine	100%	100%	Holder of some assets
Starokonstantinovskiy Molochniy Zavod SC*****	Ukraine	100%	100%	Production
Starkon-Moloko LLC*****	Ukraine	-	100%	Owner of property & equipment
Krasilovsky Molochny Zavod Private Enterprise SC*****	Ukraine	100%	100%	Owner of land assets
Molochaia Dolina LLC*****	Ukraine	100%	100%	Owner of land assets
Zhiviy Kvas LLC*****	Ukraine	100%	100%	Production
Milk Investments Private Enterprise SC*****	Ukraine	-	100%	Owner of equipment
Invest Garantiya Private Enterprise*****	Ukraine	-	100%	Owner of equipment
Business Invest Management LLC*****	Ukraine	-	100%	Owner of equipment
Favorit-Konsulting Private Enterprise*****	Ukraine	-	100%	Owner of equipment
Avtopark Starokonstantinov LLC*****	Ukraine	-	100%	Owner of fleet of vehicles
ATP Centr LLC*****	Ukraine	-	100%	Owner of fleet of vehicles
Lider-Product LLC***	Ukraine	100%	100%	Sales & Distribution
Alternatyvni investytsiyi UCVF**	Ukraine	100%	100%	Asset management
Ukrproduct Group LLC	Ukraine	100%	100%	Holder of some assets and operating companies
LinkStar Limited	Cyprus	100%	100%	Holder of Group's trademarks and assets
Solaero Global Alternative Fund Limited	Cyprus	100%	100%	Holder of Group's trademarks and assets
Dairy Trading Corporation Limited	BVI	100%	100%	Export operations
Reliable Logistics Services LTD	BVI	-	100%	Holder of distribution network
St. Invest Holding LTD	BVI	-	100%	Holder of distribution network
Ukrproduct Group LTD	Jersey			Parent company traded on AIM

2.1. Basis of preparation (continued)

(c) Consolidation principles (continued)

* The companies are held through Ukrproduct Group CJSC which is a 100%-owned subsidiary of the Company

** Subsidiaries of Solaero Global Alternative Fund Limited, the Group's specialised distribution companies.

*** Subsidiaries of Krasilovsky Molochny Zavod Private Enterprise SC.

**** Subsidiaries of Molochnik LLC, the Group's specialised distribution companies.

***** Subsidiaries of Alternatyvni investytsiyi UCVF.

Alternatyvni investytsiyi UCVF is a limited life entity and is due to cease to exist on 5 April 2022

(d) Reorganisation

In order to reduce costs, the Group continues to actively restructure the group with the following being noted:

During 2017 the following entities have been mergered with Starokonstantinovskiy Molochniy Zavod SC: Avtopark Starokonstantinov LLC, Milk Investments Private Enterprise SC, Starkon-Moloko LLC, Invest Garantiya Private Enterprise, Favorit-Konsulting Private Enterprise, ATP Centr LLC, Business Invest Management LLC. Reliable Logistics Services LTD and St. Invest Holding LTD were liquidated. The effect of reorganization is administration expenses and income tax saving. The amount of savings is 1,5 million UAH per year (GBP 43k).

(e) Accounting for acquisitions of companies under common control

Acquisitions of controlling interests in companies that were previously under the control of the ultimate beneficiaries of the Company are accounted for as if the acquisition had occurred at the beginning of the earliest comparative period presented or, if later, at the date on which control was obtained by the ultimate beneficiaries of the Company. The assets and liabilities acquired are recognised at their book values. The components of equity of the acquired companies are added to the same components within Group equity except that any share capital of the acquired companies is recorded as a part of merger reserve. The cash consideration for such acquisitions is recognised as a liability to or a reduction of receivables from related parties, with a corresponding reduction in equity, from the date the acquired company is included in these consolidated financial statements until the cash consideration is paid.
No goodwill is recognised where the Group acquires additional interests in the acquired companies from the ultimate controlling shareholders. The difference between the share of net assets acquired and the cost of investment is recognised directly in equity.

2.2. Significant accounting policies

Significant accounting policies given below have been consistently applied by the Group in the preparation of these financial statements, unless otherwise stated.

2.2.1. Foreign currency transactions

(a) Functional and presentation currency

The Ukrainian Hryvnia is the currency of the primary economic environment in which the majority of the Group companies operate.
Transactions in currencies that differ from the functional currency are considered to be foreign currency transactions.
Management has considered what would be the most appropriate presentation currency for consolidated IFRS financial statements and has concluded that the Group should use British Pounds Sterling (hereinafter "GBP" or £) as the Group's presentation currency. This is because the Ukrainian Hryvnia is not a major convertible or recognisable currency outside of Ukraine, and also because the Group's public shareholder base is located predominantly in the UK.

(in thousand GBP, unless otherwise stated)

2.2. Significant accounting policies (continued)

2.2.1. Foreign currency transactions (continued)

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains or losses resulting from the settlement of such transactions and from the translation at the year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of comprehensive income, except when deferred in equity as qualifying cash flow hedges and qualifying net investment hedges. Foreign exchange gains and losses are presented in the Consolidated statement of Comprehensive Income within "Foreign exchange loss, net ".

The financial results and financial position of the Group's companies are translated into the presentation currency as follows:

- For current year, all assets and liabilities are translated at the rate effective at the reporting date. Income and expense items are translated at rates approximating to those ruling when the transactions took place;
- Equity items are translated into the presentation currency using the historical rate;
- For comparative figures, all assets and liabilities are translated at the closing rate existing at the relevant reporting date. Income and expense items are translated at rates approximating to those ruling when the transactions took place;
- All exchange differences resulting from the application of the translation methods described above are recognised directly in equity as a separate component of equity;
- Income and expenses for each income statement are translated at monthly average exchange rates; and
- All resulting exchange differences are recognised as a separate component of equity within "Translation reserve".

The principal UAH exchange rates used in the preparation of Consolidated financial statements are as follows:

Currency	31 December 2017	Average exchange rate for 2017	31 December 2016	Average exchange rate for 2016
UAH/GBP	37,73	34,29	33,32	34,62
UAH/USD	28,07	26,60	27,19	25,59
UAH/EUR	33,50	30,08	28,42	28,31

- Foreign currency can be freely converted within Ukraine at a rate close to the rate of the National Bank of Ukraine. At present, the UAH is not a freely convertible currency outside Ukraine.

2.2.2. Cash and cash equivalents

Cash and cash equivalents comprise cash on hand, deposits held on call with banks and other short-term highly liquid investments with original maturities of three months or less. Bank overdrafts are included in current liabilities in the Consolidated Statement of Financial Position.

2.2.3. Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average method. Net realisable value is the estimated selling price in the ordinary course of business less applicable variable selling expenses.
The Group identifies the following types of inventories:
- raw and other materials (including main and auxiliary operating supply and materials);
- work in progress (including semi finished products);
- finished goods;
- other inventories (including fuel, packaging, building materials, spare parts, other materials, goods of little value and high wear goods).

The cost of finished goods and semi finished products comprises raw materials, direct labour, other direct costs and related production overheads (based on normal operating capacity) but excludes borrowing costs. The cost of raw materials and other inventories comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.
At each reporting date the Group analyses inventories to determine whether they are damaged, obsolete or slow-moving or whether their net realisable value has declined. The net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses. The Group periodically checks inventories to determine whether they are damaged, obsolete or slow-moving or if their net realisable value has declined for any other reason and reduces accordingly the value of inventory to properly reflect in the Consolidated Statement of Comprehensive Income within Cost of sales.

2.2. Significant accounting policies (continued)

2.2.4. Property, plant and equipment

(a) Recognition and measurement of property, plant and equipment

The cost of an item of property, plant and equipment is recognised as an asset only if: 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 and the entity expects to use the items during more than one period (more than 12 months).

The Group adopts the revaluation model (as defined in IAS 16: Property, Plant and Equipment) for all classes of assets, except office equipment which is carried at cost. Management believes that this policy provides more reliable and relevant financial information because it better reflects the value in use of such assets to the Group.

All significant categories of property, plant and equipment are subsequently carried at fair value at the date of revaluation, less any subsequent accumulated depreciation and subsequent accumulated impairment losses. Changes in fair value are recognised in equity (the "Revaluation reserve"). An appropriate transfer is made from the revaluation reserve to the retained earnings when assets are expensed through the statement of Comprehensive Income (e.g. through depreciation, impairment or sale).

Subsequent costs that increase future economic benefits of the item of property, plant and equipment also increase its carrying amount. Otherwise, the Group recognises subsequent costs as expenses of the period in which they were incurred. The Group classifies costs, associated with property, plant and equipment, for the following categories: repairs and maintenance; capital repairs, including modernisation.

(b) Impairment of property, plant and equipment

At each reporting date the Group assesses the carrying value of its property, plant and equipment to determine whether there is any evidence that the assets have lost part of their value as a result of impairment. If such evidence exists, the expected recoverable amount of such an asset is calculated to determine the amount of impairment loss, if any. In case it is not practicable to determine the expected recoverable amount of a separate asset, the Group determines the expected recoverable amount of a cash generating unit, to which the asset belongs.

When, according to estimates, the expected recoverable amount of an asset (or a cash generating unit) is lower than its carrying value, the carrying value of an asset (or a cash generating unit) is reduced to its expected recoverable amount. Impairment losses are immediately recognised as expenses, except when the asset is carried at revalued price. In such cases, the impairment loss is considered as a decrease in the revaluation reserve. If the impairment loss is subsequently reversed, the asset's carrying value (or a cash generating unit) is increased to the revised estimate of its expected recoverable amount. In such a case, the increased carrying value should not exceed the carrying value that could be determined in case the impairment loss for an asset (or a cash generating unit) was not recognised in previous years. The reversal of the impairment loss is immediately recognised as income.

Gains and losses on disposals are determined by comparing proceeds with the carrying amount and are included in profit and loss on disposal of non-current assets.

(c) Depreciation and useful life

Depreciation of an asset begins when it becomes available for use. Depreciation of an asset terminates with the termination of its recognition. Depreciation does not terminate when an asset is idle or if it is removed from active use and is intended for disposal, unless it is already fully depreciated.

Depreciation is applied to all items of property, plant and equipment with the exception of land. The Group calculates the depreciation using the straight line method to allocate their cost or revalued amounts to their residual values over their estimated useful lives. The Group has applied the production method of depreciation to all production equipment as management considered this method to be the most appropriate for the production assets.

(in thousand GBP, unless otherwise stated)

2.2. Significant accounting policies (continued)

2.2.4. Property, plant and equipment (continued)

(c) Depreciation and useful life (continued)

Terms of useful lives by groups of property, plant and equipment (except for those depreciated under production method) are listed below:

Group of property, plant and equipment	Useful life
Buildings	7 - 62 years
Plant and machinery	2 - 20 years
Vehicles	5 - 12 years
Instruments, tools and other equipment	2 - 20 years

The assets' residual values, useful lives and methods of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate. As at 31 December 2016 the management of the Group has changed useful life for buildings from 10-50 years to 7-62 years. Impact of any changes arising from estimates made in prior periods is recorded as a change in an accounting estimate.

2.2.5. Assets under construction

Assets under construction are reported at their cost of construction including costs charged by third parties and the capitalisation of the Group's material costs incurred. No depreciation is charged on assets during construction. Upon the completion, the Group assesses whether there is any indication that an asset may be impaired. If any such indication exists, the Group performs impairment testing as described in note 2.2.19. Unless an indication of impairment exists, all accumulated costs of the asset are transferred to the relevant fixed asset category and depreciated at applicable rates from the time the asset is completed and ready for use.

2.2.6. Intangible assets

(a) Recognition and measurement of intangible assets

Intangible assets are recognised at historical cost less accumulated amortisation and accumulated impairment losses.
The Group recognises an item as an intangible asset, if it meets the following criteria for recognition: it is probable that the Group will receive future economic benefits associated with the asset and costs of the asset can be reasonably estimated.

The Group identifies the following types of intangible assets:

- Computer software licenses;
- Trademarks.

Acquired computer software licenses are capitalised on the basis of the costs incurred to acquire and bring to use the specialised software.

Trademarks are shown at historical cost.

An intangible asset is derecognised at disposal, or when the Group no longer expects receipt from this asset of any economic benefits. The profit from cancellation or disposal is defined by the difference between net proceeds on the sale and the carrying value of intangible assets. If the intangible asset is exchanged for a similar asset, the value of the acquired asset is equal to the value of the disposed asset.

(b) Amortisation and useful life

Costs of computer software licenses are amortised over their estimated useful lives using the straight-line method (1-10 years). The amortisation expense is included within Administrative expenses in the Consolidated Statement of Comprehensive Income.

Trademarks have finite useful lives and are carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method to allocate the cost of trademarks over their estimated useful lives (11-18 years). The amortisation expense is included within Selling and Distribution expenses in the Consolidated Statement of Comprehensive Income.

2.2. Significant accounting policies (continued)

2.2.6. Intangible assets (continued)

(c) Business combinations and goodwill

The consideration transferred for the acquisition of a subsidiary is the fair value of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition-related costs are expensed as incurred.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, the acquisition date fair value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value as at the acquisition date through profit and loss.

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration which is deemed to be an asset or liability, will be recognised in accordance with IFRS 9 "Financial Instruments" either in profit or loss or as change to other comprehensive income. If the contingent consideration is classified as equity, it shall not be remeasured until it is finally settled within equity.

Goodwill is initially measured at cost being the excess of the consideration transferred over the Group's net identifiable assets acquired and liabilities assumed. If this consideration is lower than the fair value of the net assets of the subsidiary acquired, the difference is recognised in profit or loss.

Goodwill is not amortised but is subject to testing for impairment as at the reporting date or more frequently, if events or changes in circumstances indicate the possibility of reducing its usefulness. At the acquisition date, goodwill is allocated to each asset or group of assets that generate cash, and benefits from which are expected to be received upon consolidation. The amount of impairment is determined by assessing the recoverable amount, which may be obtained for a cash generating asset (group of cash generating assets) to which goodwill relates. Where the recoverable amount is less than the book value of cash generating asset (group of cash generating assets), impairment is recognised.

2.2.7. Financial assets

The Group classifies its financial assets as: financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments, available for-sale financial assets. Management determines the classification of financial assets at initial recognition and re-evaluates this designation at every reporting date.

(i) Financial assets at fair value through profit or loss
This category comprises only "in-the-money" derivatives. They are carried at the reporting date at fair value with changes in fair value recognised in the statement of Comprehensive Income. The Group does not have any assets held for trading nor does it voluntarily classify any financial assets as being at fair value through profit or loss.

(ii) Loans and receivables
These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise principally through the provision of goods and services to customers (trade receivables), but also incorporate other types of contractual monetary asset. They are carried at amortised cost using the effective interest method less any impairment.

From time to time, the Group may renegotiate the terms of trade receivables due from customers with which it has previously had a good trading history. Such renegotiations will lead to changes in the timing of payments rather than changes to the amounts owed and, in consequence, the new expected cash flows are discounted at the original effective interest rate.

(iii) Financial assets held to maturity
The Group has not classified any of its financial assets as held to maturity.

(iiii) Available-for-sale (AFS) financial assets
The Group has not classified any of its financial assets as AFS.

2.2. Significant accounting policies (continued)

2.2.7. Financial assets (continued)

(a) Initial recognition

Financial assets at fair value through profit and loss are initially recorded at fair value. All other financial assets are initially recorded at fair value plus transaction costs. Fair value at initial recognition is best evidenced by the transaction price. A gain or loss on initial recognition is only recorded if there is a difference between fair value and transaction price which can be evidenced by other observable current market transactions in the same instrument or by a valuation technique whose inputs include only data from observable markets.

All purchases and sales of financial instruments that require delivery within the time frame established by regulation or market convention ("regular way" purchases and sales) are recorded at trade date, which is the date that the Group commits to deliver a financial instrument. All other purchases and sales are recognised on the settlement date with the change in value between the commitment date and settlement date not recognised for assets carried at cost or amortised cost; recognised in the statement of Comprehensive Income for trading investments; and recognised in equity for assets classified as available-for-sale.

(b) Fair value estimation principles

Fair value of financial instruments is based at their market value, established at the reporting date, less transaction costs. If market value is not available, fair value of the instrument is determined by means of pricing and discounted cash flow models.

If a discounted cash flow model is applied, the determination of future cash flows is based on optimal management estimations and the discounting rate is market rate for similar financial instruments predominated as at reporting date. If the price model is used entering figures are based on average market data predominated as at reporting date.

(c) Subsequent measurement

Subsequent to initial recognition all financial assets at fair value through profit or loss and all available-for-sale instruments 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.

Loans and receivables are measured at amortised cost less impairment losses. amortised cost is calculated using the effective interest rate method. Premiums and discounts, including initial transaction costs, are included in the carrying amount of the related instrument and amortised based on the effective interest rate of the instrument.

(d) Impairment of financial assets

The Group assesses at each reporting date whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset (an incurred 'loss event') and that loss event has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and where observable data indicates that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

(e) Derecognition

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

2.2.8. Financial liabilities

The Group classifies its financial liabilities into categories depending on the purpose for which the liability was acquired. The Group has not classified any of its liabilities at fair value through profit and loss.

Financial liabilities held at amortised cost include the following items:

Trade payables and other short-term monetary liabilities, which are recognised at amortised cost.

Bank borrowings, overdrafts, promissory notes and bonds issued by the Group are initially carried at fair value, being the amount advanced net of any transaction costs directly attributable to the issue of the instrument. Such interest bearing liabilities are subsequently measured at amortised cost using the effective interest rate method, which ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liability carried in the statement of Financial Position. "Interest expense" in this context includes initial transaction costs and interest payable on redemption, as well as any interest or coupon payable while the liability is outstanding.

2.2. Significant accounting policies (continued)

2.2.8. Financial liabilities (continued)

(a) Initial recognition

Financial liabilities are initially recognised at fair value, adjusted in case of borrowings for directly attributable transaction expenses.

(b) Subsequent measurement

Trade and other accounts payable initially recognised at fair value, are subsequently accounted for at amortised cost at effective interest rate method.

Borrowings and liabilities initially recognised at fair value less transaction costs, are subsequently measured at amortised cost; any difference between the amount of received resources and the sum of repayment is represented as interest cost using the effective interest rate method during the period, when borrowings were received.

(c) Derecognition

A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expires.

2.2.9. Share capital

The ordinary shares are classified as share capital. The difference between the fair value of consideration received and the nominal value of issued share capital is recognised as share premium.

2.2.10. Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. Revenue is measured simultaneously with an increase in asset or decrease in liabilities, which causes the increase in shareholders' equity (excluding the capital increase through contributions from members of the enterprise), provided that the amount of income can be reasonably estimated. Revenue is reflected in the amount of the fair value of assets received.

Revenue is the amount of cash or cash equivalents received or receivable. However, in case of delay in receipt of cash or cash equivalents, the fair value of the consideration may be less than received or the nominal amount of cash expected to be received. When the arrangement effectively constitutes a financing transaction, the fair value of the consideration is determined by discounting all future receipts using an imputed rate of interest. Revenue (proceeds) from sale of products (goods, works and services) is not corrected by an amount of related doubtful and uncollectible receivables. The amount of such debt is recognised as expenses of the Group.

Revenue comprises the invoiced value of sales of goods and services net of value added tax, rebates and discounts after eliminating sales within the Group. Revenues and expenses are recognised on an accruals basis.

(a) Revenue from sale of goods (products)

Revenue from the sale of goods (products) is recognised when all the following conditions are satisfied:

- the significant risks and rewards of ownership of the goods have passed to the buyer;
- the Group is no longer involved in the management to the extent that is usually associated with ownership, and has no control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Group; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

(b) Revenue from rendering of services

The revenue from rendering of services is recognised when all the following conditions are satisfied:

- the amount of revenue can be reliably measured;
- inflow of economic benefits related to the transaction is probable;
- the stage of completion of the transaction at the end of the reporting period can be measured reliably; and
- the costs incurred for the transaction and the costs to complete the transaction can be measured reliably.

2.2. Significant accounting policies (continued)

2.2.11. Expenses recognition

Expenses are recognised by the Group when the following conditions are met: the amount of expenses can be reliably measured, it is probable that future economic, outflow will occur.

Expenses which can not be related directly to a gain in a certain period, are shown as a part of expenses of the period they were incurred in.

If an asset provides economic benefits receivable during several reporting periods, expenses are calculated by allocating its value on a systematic basis over respective reporting periods.

Writing off of deferred expenses is made on a straight-line basis within the periods to which they relate, during which the receipt of economic benefits is expected.

Expenses which were incurred in the reporting period but relate to production of semi-finished products which will be further processed to finished goods and sold in future reporting periods, are accounted for in the current period in the item "Work-in-progress", included within "Inventories" in the Consolidated Statement of Financial Position.

2.2.12. Financial expenses

Interest expenses and other costs on borrowings to finance construction or production of qualifying assets are capitalized during the period of time that is required to complete and prepare the asset for its intended use. All other borrowing costs are expensed. Net financial expenses are recorded in the Consolidated Statement of Comprehensive Income.

2.2.13. Value added tax

VAT is levied at two rates: 20% on Ukrainian domestic sales and imports of goods, works and services and, 0% on export of goods and provision of works or services to be used outside Ukraine.

VAT output equals the total amount of VAT collected within a reporting period, and arises on the earlier of the date of shipping goods to a customer or the date of receiving payment from the customer. VAT input is the amount that a taxpayer is entitled to offset against their VAT liability in the reporting period. Rights to VAT input arise on the earlier of the date of payment to the supplier or the date goods are received.

2.2.14. Tax

Taxation has been provided for in the financial statements in accordance with relevant legislation currently in force. The charge for taxation in the Consolidated Statement of Comprehensive Income for the year comprises current tax and changes in deferred tax.

Current tax is the amount of income tax payable/recoverable in respect of taxable profit/tax loss for the period determined in accordance with rules established by the tax authorities in respect of which income tax shall be paid/refundable.

Current tax liabilities and assets are measured at the amount expected to be paid to or recovered from the taxation authorities, using the tax rates and laws that have been enacted, or substantively enacted, by the reporting date.

Deferred tax assets and liabilities are calculated in respect of temporary differences using the liability method. Deferred income taxes are provided on all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes, except in situations where the deferred tax arising on initial recognition of goodwill or of an asset or liability in a transaction that is not a deal to merge companies and which, at the time of its commission, has no effect on accounting or taxable profit or loss.

Assessment of deferred tax liabilities and deferred tax assets reflects the tax consequences that would arise depending on the ways in which the Group assumes the reporting date of realisation or settlement of the carrying value of its assets or liabilities.

A deferred tax asset is recognised only to the extent to which there is a substantial probability that future taxable profit, which may be reduced by the amount of deductible temporary differences, will be received. Deferred tax assets and liabilities are measured at tax rates, the use of which is expected in the period of the asset or liability is settled, based on the provisions of the legislation enacted, or declared (and practically adopted) at that date.

Deferred income taxes are recognised for all temporary differences associated with investments in subsidiaries and associated companies and joint activities, except in cases where the Group controls the timing of the reversal of temporary differences, and where there is a significant probability that the temporary difference will not will be reduced in the foreseeable future.

The Group reviews the carrying amount of deferred tax assets at each reporting date and reduces it to the extent to which there is no longer the probability that there will be sufficient taxable profits, which allow to realise the benefits of part or all of this deferred tax asset. Any such reduction is restored to the extent to which there is the likelihood that sufficient taxable profit is accrued.

Deferred tax assets and liabilities are not discounted.

2.2. Significant accounting policies (continued)

2.2.15. Share-based payments

Where share options are awarded to employees, the fair value of the options at the date of grant is charged to the Consolidated Statement of Comprehensive Income over the vesting period. Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to the statement of Comprehensive Income over the remaining vesting period. Where equity instruments are granted to persons other than employees, the statement of Comprehensive Income is charged with the fair value of goods and services received. Where fair value of goods and services received from persons other than employees is difficult to identify, the fair value of the instruments granted is charged to the statement of Comprehensive Income over the vesting period. The fair value of options to be expensed is determined on the basis of adjusted Black-Scholes model as set out in note 28.

2.2.16. Pension costs

The Group contributes to the Ukrainian mandatory state pension scheme, social insurance and employment funds in respect of its employees. The Group's pension scheme contributions are expensed as incurred and are included in staff costs. The Group does not operate any other pension schemes.

2.2.17. Share issue costs

All qualifying transaction costs in respect of the issue of shares are accounted for as a deduction from share premium, net of any related tax deduction. Qualifying transaction costs include the costs of preparing the prospectus, accounting, tax and legal expenses, underwriting fees and valuation fees in respect of the shares and of other assets.

2.2.18. Leases

A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership. Leases other than finance leases are classified as operating leases.

(a) Group as a lessee

Operating lease expenses are recognised as expenses in the period to which they relate, on a straight-line basis over the lease period.

(b) Group as a lessor

Operating lease income is recognised in "Other operating income" as income in the period to which it relates, over the lease term on a systematic and rational basis.

2.2.19. Impairment of assets

In respect of all assets, the Group conducts the following procedures ensuring accounting for these assets at an amount, not exceeding their recoverable amount:

- at each reporting date the condition of these assets is analyzed for impairment.
- in case any impairment indicators exist, the amount of expected recovery of such asset is calculated to determine the amount of losses from impairment, if any. If it is impossible to determine the amount of losses from impairment of a separate asset, the Group determines the amount of estimated impairment of the cash-generating unit, to which the asset belongs.

The amount of expected recovery is the higher of two estimates: net selling price and "value in use" of the asset. In estimating value in use of asset, estimated future cash flows are discounted to their current value using a pre-tax discount rate that reflects current market estimates of time value of money and risks related to the asset.

If according to estimates the amount of expected recovery of assets (or a cash-generating unit) is less than its book value, the book value of asset (or a cash-generating unit) is reduced to the amount of expected recovery. Losses from impairment are recognised as expenses directly in the Consolidated Statement of Comprehensive Income.

2.2.20. Contingent liabilities and assets

Contingent liabilities are potential liabilities of the Group arising from past events the existence of which will be confirmed only by the occurrence or non-occurrence of one or more future events, which are not under the complete control of the Group, or current obligations resulting from past events are not recognised in the financial reporting in connection with the fact that the Group does not consider an outflow of resources embodying economic benefits, and required to settle liabilities as probable, or the value of liabilities can not be reliably determined.

The Group does not recognise contingent liabilities in the financial statements. The Group discloses information about contingent liabilities in the notes to the financial statements except when the probability of outflow of resources required to settle the obligation, is unlikely.

Contingent assets are not recognised in the consolidated financial statements, but disclosed in the Notes where there is a sufficient probability of future economic benefits.

2.2. Significant accounting policies (continued)

2.2.21. Related parties

Parties are considered to be related if one of the parties has a possibility to control or considerably influence the operational and financial decisions of another company, which is defined in IAS 24 "Related Party Disclosures".

While considering any relationship which can be defined as a related party transaction, the Group takes into consideration the substance of the transaction not just its legal form.

The Group classifies the related parties according to existing criteria in the following categories:

a) companies that directly or indirectly, through one or more intermediaries, exercise control over the Group, are controlled by it, or together with it are under common control (this includes holding companies, subsidiaries and fellow subsidiaries of the parent company);

b) associates are companies whose activities are significantly influenced by the Group, but are neither subsidiaries, nor joint ventures of the investor;

c) individuals, directly or indirectly holding ordinary shares that give them a possibility to significantly influence the Group's activities;

d) key management personnel are persons having authority and responsibility for planning, managing and controlling the activities of the Group, including directors and senior officials (as well as the non-executive director and close relatives of these individuals); and

e) companies, large blocks of shares with voting rights of which are owned directly or indirectly by any person described in paragraphs (c) or (d), or a person influenced significantly by such persons. This includes enterprises owned by directors or major shareholders of the Group, and companies which have a common key management member with the Group.

2.2.22. Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible to the Group.
A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.
All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:
• Level 1: Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
• Level 2: Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
• Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

2.2.23. Dividends

Equity dividends are recognised in the consolidated financial statements when they become legally payable. Interim dividends are recognised when they are paid. In the case of final dividends, this is when approved by the shareholders at the AGM.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the Group's consolidated financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the end of the reporting period. However, uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

In the process of applying the Group's accounting policies, management has made the following judgments, which have the most significant effect on the amounts recognised in the financial statements:

(a) Estimates of fair value of property, plant and equipment based on revaluation

The Group is required, periodically as determined by the directors, to conduct revaluations of its property, plant and equipment. Such revaluations are conducted by independent valuers who employ the valuation methods in accordance with International Valuation Standards such as cost approach, comparative (market) approach and revenue (income) approach.

(b) Useful lives of intangible assets and property, plant and equipment

Intangible assets and property, plant and equipment are amortised or depreciated over their useful lives. Useful lives are based on the management's estimates of the period that the assets will generate revenue, which are periodically reviewed for continued appropriateness. Due to the long life of certain assets, changes to the estimates used can result in significant variations in the carrying value. Further information is contained in notes 14 and 15.

(c) Inventory

The Group reviews the net realisable value of, and demand for, its inventory on a quarterly basis to ensure recorded inventory is stated at the lower of cost or net realisable value. Factors that could impact estimated demand and selling prices are the timing and success of future technological innovations, competitor actions, supplier prices and economic trends. Further information is contained in note 17.

(d) Legal proceedings

In accordance with IFRS the Group only recognises a provision where there is a present obligation from a past event, a transfer of economic benefits is probable and the amount of costs of the transfer can be estimated reliably. In instances where the criteria are not met, a contingent liability may be disclosed in the notes to the financial statements. Realisation of any contingent liabilities not currently recognised or disclosed in the financial statements could have a material effect on the Group's financial position. Application of these accounting principles to legal cases requires the Group's management to make determinations about various factual and legal matters beyond its control. The Group reviews outstanding legal cases following developments in the legal proceedings and at each reporting date, in order to assess the need for provisions in its financial statements. Among the factors considered in making decisions on provisions are the nature of litigation, claim or assessment, the legal process and potential level of damages in the jurisdiction in which the litigation, claim or assessment has been brought, the progress of the case (including the progress after the date of the financial statements but before those statements are issued), the opinions or views of legal advisers, experience on similar cases and any decision of the Group's management as to how it will respond to the litigation, claim or assessment.

(e) Income taxes

The Group is subject to income tax in several jurisdictions and significant judgment is required in determining the provision for income taxes. During the ordinary course of business, there are many transactions and calculations for which the ultimate tax determination is uncertain. As a result, the Group recognises tax liabilities based on estimates of whether additional taxes and interest will be due. These tax liabilities are recognised when, despite the Group's belief that its tax return positions are supportable, the Group believes that certain positions are likely to be challenged and may not be fully sustained upon review by tax authorities. The Group believes that its accruals for tax liabilities are adequate for all open audit years based on its assessment of many factors including past experience and interpretations of tax law. This assessment relies on estimates and assumptions and may involve a series of complex judgments about future events. To the extent that the final tax outcome of these matters is different than the amounts recorded, such differences will impact income tax expense in the period in which such determination is made. Further information is contained in notes 13 and 16.

(f) Quality claims

The Group supplies consumers and industrial customers in Ukraine with dairy products manufactured in accordance with the current laws, food safety standards and technical requirements of the relevant Ukrainian authorities. The Group voluntarily applies non-domestic standards – ISO and HASSP – to some of the Group's operations. For the industrial customers both domestically and outside of Ukraine, the food products are manufactured to the technical specifications agreed with the buyers in advance of the sale. In instances where the quality criteria and/or technical specifications are not met or the delivery of products are made close to expiry date, a quality claim may arise and the corresponding contingent liability may be disclosed in the notes to the financial statements. Realisation of any such contingent liabilities not currently recognised or disclosed in the financial statements could have a material effect on the Group's financial position. Application of these accounting principles to quality claims requires the Group's management to make determinations about the future matters that may, at the time of determination, be beyond management's control. Among the factors considered in making decisions on quality claims provisions are: the nature of the claim, the quantifiable variances in quality giving rise to a claim, the potential loss from satisfying the claim and any decision of the Group's management as to how it will respond to the claim.

(in thousand GBP, unless otherwise stated)

3. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS (CONTINUED)

(g) Transfer pricing

Starting from 1 September 2013 the Tax Code of Ukraine introduced new, based on the OECD transfer pricing guidelines, rules for determining and applying fair market prices, which significantly changed transfer pricing ("TP") regulations in Ukraine. The Group exports Skimmed milk powder and performs intercompany transactions, which is in the scope of the Ukrainian TP regulations. The Group has submitted the controlled transaction report for the year ended 31 December 2016 within the required deadline, and has prepared all necessary documentation on controlled transactions for the year ended 31 December 2017 as required by legislation and plans to submit report. Management believes that the Group has been in compliance with all requirements of effective tax legislation.

4. ADOPTION OF NEW AND REVISED IFRS

4.1. New and amended standards and interpretations

The following standards were adopted by the Group on 1 January 2017:

Amendments to existing standards	**Key issues**
§ IAS 7 Statement of Cash Flow	Requires companies to disclose information about changes in their liabilities arising from financing activities.
§ IAS 12 Income Tax	Clarifies how to account for deferred tax assets related to debt instruments measured at fair value.
§ Annual Improvements to IFRS Standards 2014-2016 Cycle	Minor amendments to IFRS 12.

Apart from the additional disclosure changes in liabilities arising from financing activities in Note 24, the adoption of new or revised standards did not have any effect on the consolidated financial position or performance of the Group and any disclosures in the Group's consolidated financial statements.

Standards issued but not yet effective
At the date of authorization of these consolidated financial statements, the following Standards and Interpretations, as well as amendments to the Standards were in issue but not yet effective:

International Financial Reporting Standards ("IFRS")	Effective for annual period beginning on or after
§ IFRS 9 Financial Instruments	1 January 2018
§ IFRS 15 Revenue from Contracts with Customers	1 January 2018
§ IFRS 16 Leases	1 January 2019
§ IFRS 17 Insurance Contracts	1 January 2021
Amendments to existing standards and interpretations	
§ Amendments to IFRS 10 and IAS 28 – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	Deferred indefinitely
§ Amendments to IFRS 2 – Classification and Measurement of Share-based Payment Transactions:	1 January 2018
§ Amendments to IFRS 4 – Applying IFRS 9 Financial Instruments with IFRS 4 Insurance Contracts	1 January 2018
§ Annual Improvements to IFRS Standards 2014-2016 Cycle IAS 12 Income Taxes and IAS 28 Investment in Associates	1 January 2018
§ IFRIC Interpretation 22 Foreign Currency Transactions and Advance Consideration	1 January 2018
§ Amendments to IAS 40 – Transfers of Investment Property	1 January 2018
§ Amendments to IAS 28 – Long-term Interests in Associates and Joint Ventures	1 January 2019
§ Clarification to IFRS 15 Revenue from Contracts with Customers	1 January 2018
§ Amendments to IFRS 9 – Prepayment Features with Negative Compensation	1 January 2019
§ IFRIC Interpretation 23 – Uncertainty over Income Tax Treatment	1 January 2019
§ Annual Improvements to IFRS Standards 2015-2017 Cycle Including amendments to IFRS 3 Business Combinations and IAS 23 Borrowing Costs	1 January 2019

Management is currently evaluating the impact of the adoption of IFRS 9 "Financial Instruments", IFRS 15 "Revenues from Contracts with Customers" and IFRS 16 "Leases". For other Standards and Interpretations management anticipates that their adoption in future periods will not have a material effect on the consolidated financial statements of the Group in future periods.

5. FINANCIAL RISK MANAGEMENT

The principal risks facing the Group's business are credit risk, liquidity risk and market risk, including fair value or cash flow interest-rate risk and foreign exchange risk. The main purpose of the Group's risk management programme is to evaluate, monitor and manage these risks and to minimise potential adverse effects on the Group's financial performance and shareholders. The Chief Executive Officer of the Group is in charge of risk management and introduction of all policies as approved by the Board of Directors.

(a) Principal financial instruments

The principal financial instruments used by the Group, from which financial instrument risk arises, are as follows:
- trade and other receivables
- loans issued
- cash and cash equivalents
- bank loans and overdrafts
- trade and other payables

The principal financial instruments are as follows:

	Year ended 31 December 2017 £ '000	Year ended 31 December 2016 £ '000
Financial assets		
Loans and receivables:		
- trade and other receivables (excluding non-financial assets)	2 046	2 390
- cash and cash equivalents	496	175
- other financial assets	30	18
	2 572	**2 583**
Financial liabilities		
Held at amortised cost:		
- non-current bank loans	5 716	-
- long-term payables	459	441
- current bank loans	1 318	7 162
- trade and other payables (excluding non-financial liabilities)	2 171	2 594
- interest payable	55	23
	9 719	**10 220**

(b) General objectives, policies and processes

The Group's overall risk management programme recognises the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. Risk management is carried out by the Group Chief Executive Officer (CEO) under policies approved by the Board of Directors (the "Board"). The Group CEO identifies and evaluates financial risks in close co-operation with the Group's operating units. The Board provides broad guidance and operating principles for overall risk management, as well as written policies covering specific areas, such as foreign exchange risk, interest-rate risk, credit risk, and investing excess liquidity.

The Board has overall responsibility for the determination of the Group's risk management objectives and polices and, whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the group's finance function. The Board receives monthly updates from Head of Internal Audit through which it reviews the effectiveness of the processes put in place and the appropriateness of the objectives and policies it sets. The Group's internal operating auditors review the risk management policies and processes and report their findings to CEO and the Audit Committee, if and when necessary. The overall objective of the Board is to set polices that seek to reduce risk as far as possible without unduly affecting the Group's competitiveness and flexibility. Further details regarding these policies are laid out below.

5. FINANCIAL RISK MANAGEMENT (CONTINUED)

(c) Credit risk

Credit risk is the risk that a counterparty will not be able to meet its obligations in full when due. Ukrproduct Group is mainly exposed to credit risk from credit sales to customers in Ukraine. The Group manages its credit risk through the Group's risk assessment policy by evaluating each new customer before signing a contract using the following criteria: trading history and the strength of own balance sheet. The Group attempts to reduce credit risk by conducting periodic reviews which includes obtaining external ratings and in certain cases bank references.

According to the Group's risk assessment policy, implemented locally, every new customer is appraised before entering contracts; trading history and the strength of their own balance sheet being the main indicators of creditworthiness. While starting the commercial relationship with the Group, a new customer is offered the terms that are substantially tighter than those for the existing customers and stipulate, as a rule, the cash-on-delivery payments terms and no-returns policy (quality-related claims exempted). If the relationship progresses successfully, the terms are gradually relaxed to fall in line with the Group's normal business practices and local specifics as required by the market. The Group's periodic review includes external ratings, when available, and in some cases bank references. Purchase limits are established for each customer, which represents the maximum open amount without requiring approval from the CEO. These limits are reviewed quarterly. Customers that fail to meet the Group's benchmark creditworthiness may transact with the Group on a prepayment basis only.

Quantitative disclosures of the credit risk exposure in relation to Trade and other receivables, which are neither past due nor impaired, are made in note 18. The Group does not rate trade receivables by category or recoverability as the Group's historical default rates have been negligible in the past (less than 5%); essentially all trade receivables due to the Group had been recovered. In the future, the default rate on trade receivables overdue is expected to remain stable or even fall because in Ukraine the Group deals increasingly with the modern-format retailers whose creditworthiness is conducive to the payment discipline required by the Group.
Maximum exposure to the Trade and other receivables component of credit risk at the reporting date is the fair value of Trade and other receivables. There is no collateral held as security or other credit enhancements.

The Group's credit controllers monitor the utilisation of the credit limits on a daily basis by customer and apply the delivery stop orders immediately if the individual limits are exceeded. The Group's procedure for recovery of the trade receivables past due includes the following steps:

- identification of the date and exact amount of the receivable past due, termination of all further deliveries and forwarding to the customer of the details of the amount due and the notice of the failure to pay - 3 days after the past due date
- delivery to the customer of the formal claim for the amount overdue and the visit of the representative of the commercial credit control department to the customer premises- 2 weeks thereafter
- filing a claim to the commercial court for repayment of the amount overdue and late payment fees - 2 weeks thereafter
- obtaining a court order for repayment of the amount due and collaboration with bailiff - 2 weeks thereafter.

As a result of the credit control and risk assessment procedures, the Group does not expect any significant losses from non-performance by the counterparties at the reporting date from any of the financial instruments currently employed in the business.

Credit risk also arises from cash and cash equivalents and deposits with banks and financial institutions. The Group reviews the banks and financial institutions it deals with to ensure that standards of credit worthiness are maintained.

Maximum exposure to the cash and cash equivalents and deposits with banks and financial institutions component of credit risk at the reporting date is the fair value of the cash balances due from such banks and financial institutions. There is no collateral held as security or other credit enhancements.

Cash at bank and short term deposits are kept on the accounts in the following banks:

Bank	Year ended 31 December 2017 Rating	Year ended 31 December 2016 Rating	Year ended 31 December 2017 £ '000	Year ended 31 December 2016 £ '000
JSC OTP Bank	uaA+	Baa1	267	56
Bank of Cyprus	caa1	Caa2	-	2
PJSC Raiffeisen Bank Aval	caa2	Ca	191	83
Other	Caa2	Caa3	23	20
			481	**161**

5. FINANCIAL RISK MANAGEMENT (CONTINUED)

(c) Credit risk (continued)

The Group does not enter into derivatives to manage credit risk, although in certain isolated cases may take steps to mitigate such risks if it is sufficiently concentrated.

The Group is also exposed to a credit risk with regard to loans issued to third parties, related parties and employees. This risk is considered to be low and is managed according to the Group's risk assessment policy.

The Group's exposure to credit risk, where the carrying value of financial assets is unsecured, is as shown below:

	Year ended 31 December 2017 £'000	Year ended 31 December 2017 £'000	Year ended 31 December 2016 £'000	Year ended 31 December 2016 £'000
	Carrying Value	Maximum exposure (unsecured)	Carrying Value	Maximum exposure (unsecured)
Cash and cash equivalents	496	496	175	175
Trade receivables	1 997	1 997	2 390	2 390
Other financial assets	30	30	18	18
	2 523	2 523	2 583	2 583

(d) Liquidity risk

Liquidity risk is a function of the possible difficulty to be encountered in raising funds to meet financial obligations. The Group's policy is to ensure that it will always have sufficient cash to enable it to meet its obligations as they fall due by maintaining the minimum cash balances and agreed overdraft facilities. The Group also seeks to reduce liquidity risk by fixing interest rates and hence cash flows on substantially all of its borrowings.

The Group's operating divisions (plants) have different liquidity requirement profiles. As the Group's products have short-cycled and long-cycled production, the liquidity risk of each plant is monitored and managed centrally by the Group Treasury function. Each plant has a cash facility based on cash budgets with the Group Treasury. The cash budgets are set locally and agreed by the CEO in advance.

The CEO (and the Board, if requested) receives rolling quarterly cash flow projections on a monthly basis as well as information regarding the daily cash balances at each plant and overall. In the ordinary course of business, the Group relies on a combination of the available overdraft facilities and cash balances to fund the on-going liquidity needs. Capital expenditures are usually funded through longer-term bank loans. In case of the inadequate cash balances and the overdraft facilities close to the agreed ceilings, the Group is expected to revert to the emergency funding made available through temporary freeze to the current portion of capital spending, immediate operating cost reductions, postponement of payments to the third parties, and expansion of the overdraft ceilings. Although undesirable and never occurring in the past, such emergency funding is the last resort on which the Group may have to draw while ensuring the ongoing continuity of the business.

(e) Market risk

Market risk may arise from the Group's use of interest bearing, tradable and foreign currency financial instruments. Market risk comprises fair value interest rate risk, foreign exchange risk and commodity price risk and is further assessed below:

(i) Interest-rate risk

The Group's interest-rate risk arises only from short-term credits, and is considered to be insignificant. The Group analyses the interest rate exposure on a year basis.

A sensitivity analysis is performed by applying various interest rate scenarios to the borrowings. A change of interest rate by 1 percentage points (being the maximum reasonably possible expectation of changes in interest rates) would cause a decrease in interest expense by GBP -8,560 (decrease 2016: -1%-GBP 9,700).

5. FINANCIAL RISK MANAGEMENT (CONTINUED)

(ii) Foreign exchange risk

Regardless of the increase of sales in Ukraine, the Group's management believes that currency risk is rather high. This risk can be expressed in the growth of currencies of dependent raw materials (vegetable fats), packaging materials, energy resources and fuel. The Group does the best to minimize this risk by replacing raw materials and other components. An increase in export sales is another step taken to deal with exchange risks. All sales are made in a stable currency.
Purchase of raw milk, main semi-processed products and other components of the cost price are produced in Ukraine and are represented in hryvnia. All Group's outstanding balances of the trade accounts payable are in UAH. Currency analysis is provided in Note 29.

The Group has a long-term loan from European Bank of Reconstruction and Development ("EBRD") for the purpose of modernization of Starokonstantinovskiy Molochniy Zavod SC. This debt is denominated in Euro. Therefore, the Group is exposed to the exchange rate risk that lies in the possibility of Euro (EUR) appreciation against Hryvna (UAH). The sensitivity analysis shows that EUR appreciation against Hryvna by 3% would cause exchange rate profit of 3% being GBP 204 thousand (2016 by 4%: GBP 240 thousand).

(iii) Commodity price risk

The Ukrainian economy has been characterized by high rates of inflation. This situation can result in higher NBU rates that will increase the lending rate of Ukrainian banks. The Group tends to experience inflation-driven increase in certain costs, including salaries and rents, fuel costs that are sensitive to rises in the general price level in Ukraine. The management of the Group believes there exists high risk of Ukrainian minimum wage growth. In this situation, due to competitive pressures, it may not be able to raise the prices charged for products and services sufficiently to preserve operating margins. Accordingly, high rates of inflation in Ukraine could increase the Group's cost and decrease its operating margins. Minimization of risk can be achieved by means of rapid response to the market-growth rates and the timeliness of raising prices for finished products.
The Group controls the prices for branded products through timely changes of sales prices according to the market development and competition.

The Group is also exposed to commodity price risk for skimmed milk powder ("SMP"). The price for this product is determined by the world and domestic market. The profitability of SMP was adversely affected by higher raw milk prices.

The Group is rather dependent on the world price of skimmed milk powder. For instance, a 5% change in the SMP prices would lead to a change in Gross Profit of GBP 196 thousand in 2017.

(f) Operational risk

Operational risk is a risk arising from systems failure, human error, fraud or external events. When controls fail to work, this could have legal consequences or lead to financial losses. The Group can not expect that all operational risks have been eliminated, but with the help of control system and by monitoring the reaction to potential risks, the Group may manage such risks. The control system provides an effective separation of duties, access rights, approval and verification, personnel training, and valuation procedures.

6. CAPITAL MANAGEMENT POLICIES

The Group's definition of the capital is ordinary share capital, share premium, accumulated retained earnings and other equity reserves. The Directors view their role as that of corporate guardians responsible for preservation and growth of the capital, as well as for generation of the adequate returns to shareholders.

The Group's objectives when maintaining and growing capital are:
- to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders,
- to identify the appropriate mix of debt, equity and partner sharing opportunities in order to balance the highest returns to shareholders overall with the most advantageous timing of investment flows,
- to provide an adequate return to shareholders by delivering the products in demand by the customers at prices commensurate with the level of risk and expectations of shareholders.

The Group sets the amount of capital it requires in proportion to risk. The Group manages its capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the current trading environment. The Group's core assets consist predominantly of the property, plant and equipment – the resources that have proven their ability to withstand the competitive erosion and inflationary pressure.

6. CAPITAL MANAGEMENT POLICIES (CONTINUED)

In order to maintain or adjust the capital structure, the Group may issue new shares, adjust the amount of dividends paid to shareholders, repay the debt, return capital to shareholders or sell assets to improve the cash position. Historically, the first three methods were used to achieve and support the desired capital structure. The Group monitors capital on the basis of the net debt to equity ratio (D/E ratio). This ratio is calculated as net debt to shareholder equity. Net debt is calculated as total debt (as shown in the Statement of Financial Position) less cash and cash equivalents.

Traditionally, the Group's conservative strategy was to maintain the D/E ratio at 0.6 (60%) maximum. The Directors believe that for the Group, as an operating company and a public entity, the maintenance of the prudent debt policy is crucial in preserving the capital of the business.
However as at December 31, 2017 despite the fact that the Company did not increase the amount of its borrowings the amount of debt increased as result of the Hryvnia devaluation leading to the D/E ratio at 7.93. The Group's management believes that this coefficient level is rather high. The reason for this increase is linked to exchange differences the majority of which relate to the EBRD loan.

The D/E ratios at 31 December 2017 and At 31 December 2016 were as follows:

	Year ended 31 December 2017 £ '000	Year ended 31 December 2016 £ '000
Total debt	7 493	7 603
Less: Cash and cash equivalents	(496)	(175)
Net debt	**6 997**	**7 428**
Total equity	**882**	**2 110**
D/E ratio	**793,3%**	**352,0%**

7. SEGMENT INFORMATION

At 31 December 2017, the Group was organised internationally into four main business segments:

1) Branded products – processed cheese, hard cheese, packaged butter and spreads
2) Beverages – kvass, other beverages
3) Non-branded products – skimmed milk powder, other skimmed milk products
4) Distribution services and other – resale of third-party goods and processing services.

The segment results for the year ended 31 December 2017 are as follows:

	Branded products	Beverages	Non-branded products	Distribution services and other	Un-allocated	Total
	£ '000	£ '000	£ '000	£ '000	£ '000	£ '000
Sales	**19 351**	**951**	**6 620**	**3 603**	**-**	**30 525**
Gross profit	**3 304**	**456**	**(1 377)**	**875**	**-**	**3 258**
Administrative expenses	(524)	(86)	(41)	(93)	(287)	**(1 031)**
Selling and distribution expenses	(1 189)	(132)	(62)	(178)	-	**(1 561)**
Other operating expenses	-	(25)	-	-	(131)	**(156)**
Profit from operations	**1 591**	**213**	**(1 480)**	**604**	**(418)**	**510**
Finance expenses, net	-	-	-	-	(437)	**(437)**
Loss from exchange differences	-	-	-	-	(1 250)	**(1 250)**
Profit before taxation	**1 591**	**213**	**(1 480)**	**604**	**(2 105)**	**(1 177)**
Taxation	-	-	-	-	62	**62**
Loss for the year	**1 591**	**213**	**(1 480)**	**604**	**(2 043)**	**(1 115)**
Segment assets	7 277	1 243	2 803	-	-	**11 323**
Unallocated corporate assets	-	-	-	-	902	**902**
Consolidated total assets	**7 277**	**1 243**	**2 803**	**-**	**902**	**12 225**
Segment liabilities	2 364	-	147	240	-	**2 751**
Unallocated corporate liabilities	-	-	-	-	8 330	**8 330**
Unallocated deferred tax	-	-	-	-	262	**262**
Consolidated total liabilities	**2 364**	**-**	**147**	**240**	**8 592**	**11 343**
Depreciation and amortisation	302	55	196	-	-	**553**

The unallocated corporate liabilities represent bank loans, overdrafts and accruals.

7. SEGMENT INFORMATION (CONTINUED)

The segment results for the year ended 31 December 2016 are as follows:

	Branded products	Beverages	Non-branded products	Distribution services and other	Un-allocated	Total
Sales	**13 947**	**890**	**4 828**	**525**	**-**	**20 190**
Gross profit	**1 901**	**440**	**(338)**	**116**	**-**	**2 119**
Administrative expenses	(584)	(109)	75	(36)	(276)	**(930)**
Selling and distribution expenses	(1 123)	(231)	123	(48)	(88)	**(1 367)**
Other operating expenses	-	(3)	(21)	-	7	**(17)**
Profit from operations	**194**	**97**	**(161)**	**32**	**(357)**	**(195)**
Finance expenses, net	-	-	-	-	(623)	**(623)**
Income from exchange differences	-	-	-	-	(743)	**(743)**
Profit before taxation	**194**	**97**	**(161)**	**32**	**(1 723)**	**(1 561)**
Taxation	-	-	-	-	77	**77**
Loss for the year	**194**	**97**	**(161)**	**32**	**(1 646)**	**(1 484)**
Segment assets	8 047	1 361	3 063	-	-	**12 471**
Unallocated corporate assets	-	-	-	-	481	**481**
Unallocated deferred tax	-	-	-	-	-	**-**
Consolidated total assets	**8 047**	**1 361**	**3 063**	**-**	**481**	**12 952**
Segment liabilities	2 641	-	-	-	-	**2 641**
Unallocated corporate liabilities	-	-	-	-	7 838	**7 838**
Unallocated deferred tax	-	-	-	-	363	**363**
Consolidated total liabilities	**2 641**	**-**	**-**	**-**	**8 201**	**10 842**
Depreciation and amortisation	322	56	211	-	-	**589**

Secondary reporting format - geographical segments:

Sales by country (consignees)	Year ended 31 December 2017 £ '000	Sales by country (consignees)	Year ended 31 December 2016 £ '000
Ukraine	17 484	Ukraine	14 044
Kazakhstan	2 293	Moldova	1 179
Holland	2 378	Georgia	1 001
Moldova	1 598	Nigeria	885
Nigeria	1 492	Malaysia	579
Azerbaijan	1 253	Egypt	545
Poland	819	Netherlands	567
Kongeriget Danmark	693	Azerbaijan	528
Georgia	689	Kazakhstan	177
Egypt	600	Other countries	685
Mexico	501	-	-
Turkmenistan	245	-	-
Canada	229	-	-
Other countries	251	-	-
Total	**30 525**	**Total**	**20 190**

The majority of the Group's assets and liabilities are in Ukraine. Sales to the countries in Europe represent sales to international traders of milk powders located in Europe. These traders consequently resell the milk powders to other countries worldwide.

The Group has no customers volume of sales to which exceeds 10% from the total amount.

8. REVENUE

For the years ended 31 December 2017 and 31 December 2016, sales revenue was presented as follows:

	Year ended 31 December 2017 £ '000	Year ended 31 December 2016 £ '000
General revenue	**31 349**	**20 783**
Branded (including bonuses)	**19 954**	**14 422**
Beverages (including bonuses)	**1 066**	**960**
Non-branded products	**6 621**	**4 828**
Distribution services (including bonuses)	**3 708**	**573**
Charge of bonuses	(824)	(593)
Total revenue (excluding bonuses)	**30 525**	**20 190**

Bonuses are compensation granted to the Group's main customers within its distribution network.
Bonuses are accounted for based on a fixed percentage of the product sold by customers who comprise retail networks and distributors. Cash compensation is paid on a periodic basis during the year.

9. EXPENSES BY NATURE

For the years ended 31 December 2017 and 31 December 2016, items of expenses were presented as follows:

	Year ended 31 December 2017 £ '000	Year ended 31 December 2016 £ '000
Cost of sales	**(27 267)**	**(18 071)**
Including:		
Raw materials and consumables used, cost of goods sold, manufacture overheads etc.	(25 012)	(16 262)
Wages and salaries, social security costs (Note 12)	(1 814)	(1 311)
Depreciation	(441)	(498)
Administrative expenses	**(1 031)**	**(930)**
Including:		
Wages and salaries, social security costs (Note 12)	(428)	(383)
PR, nominated broker, secretary, legal services etc.	(176)	(192)
Lease and current repair and maintenance	(69)	(74)
Security	(70)	(48)
Communication	(44)	(41)
Bank service	(53)	(39)
Taxes and compulsory payments	(22)	(21)
IT materials, household expenses, reading materials	(12)	(15)
Audit fees	(8)	(14)
Amortisation and depreciation	(29)	(10)
Other	(120)	(93)
Selling and distribution expenses	**(1 561)**	**(1 367)**
Including:		
Wages and salaries, social security costs (Note 12)	(411)	(333)
Delivery costs	(380)	(285)
Promotion	(308)	(212)
Lease and current repair and maintenance	(141)	(174)
Impairment of inventories	(82)	(120)
Amortisation and depreciation	(79)	(79)
Veterinary certificates, medical examination, permits	(58)	(62)
Packaging	(60)	(57)
Other	(42)	(45)
Other operating expenses	**(156)**	**(17)**
Including:		
Penalties	(105)	-
Impairment of trade receivables	(10)	(40)
Impairment of inventories	(23)	(28)
Profit / (loss) on disposal of non-current assets	(8)	(25)
Amortisation and depreciation	(4)	(2)
Wages and salaries, social security costs (Note 12)	(3)	(1)
Other*	(3)	79
Including:		
other operating incomes	-	1 596
other operating expenses	-	(1 584)
net operations	-	12

Expense item Other* in the category of expenses Other operating expenses consists of net on operations GBP 12,000, which were classified as income from other operating activities, as these are export sales of the attracted products, which is not the main activity of the company. In 2017 such operations were not conducted.

10. FOREIGN EXCHANGE LOSS, NET

For the years ended 31 December 2017 and 31 December 2016 item foreign exchange loss, net consists of:

exchange difference in trade and other receivables	(5)	(15)
exchange difference in trade and other payables	(190)	(320)
exchange difference in short and long credits	(1 039)	(461)
effect of exchange rate changes and restatements on cash and cash equivalents	(16)	53
Total foreign exchange loss, net	**(1 250)**	**(743)**

11. NET FINANCE COSTS

For the years ended 31 December 2017 and 31 December 2016, financial income/(expenses) were presented as follows:

	Year ended 31 December 2017 £ '000	Year ended 31 December 2016 £ '000
Finance income		
Interest income	-	1
Total interest income	**-**	**1**
Finance expense		
Interest expense on bank loans	(437)	(624)
Total finance expense	**(437)**	**(624)**
Net finance expense recognised in income statement	**(437)**	**(623)**

12. EMPLOYEE BENEFIT EXPENSES

For the years ended 31 December 2017 and 31 December 2016, employee benefit expenses were presented as follows:

	Year ended 31 December 2017 £ '000	Year ended 31 December 2016 £ '000
Wages and salaries (including key management personnel)	(2 217)	(1 688)
Social security costs	(439)	(340)
	(2 656)	**(2 028)**
Average number of employees	899	918

	Year ended 31 December 2017 £ '000	Year ended 31 December 2016 £ '000
Wages and salaries of operating personnel	(1 814)	(1 311)
Wages and salaries of administrative personnel	(428)	(383)
Wages and salaries of distribution personnel	(411)	(333)
Wages and salaries of personnel related to other operating expenses	(3)	(1)
	(2 656)	**(2 028)**

Wages and salaries of key management personnel:

For the year ended 31 December 2017, remuneration of the Group's key management personnel amounted to GBP 118,564 (2016: GBP 118,218).

Key management personnel received only short term benefits during the years ended 31 December 2017 and 31 December 2016.

The key management personnel are those persons remunerated by the Group who are members of the Board of Directors of the Company (Ukrproduct Group Ltd).

13. INCOME TAX EXPENSES

For the years ended 31 December 2017 and 31 December 2016, income tax expenses were presented as follows:

	Year ended 31 December 2017 £ '000	Year ended 31 December 2016 £ '000
Current tax charge - Ukraine	1	(41)
Current tax charge - non-Ukraine	1	1
Deferred tax relating to the origination and reversal of temporary differences	(64)	(37)
Total income tax expenses	**(62)**	**(77)**

Differences in treatment of certain elements of financial statements by IFRS and Ukrainian statutory taxation regulations give rise to temporary differences. The tax effect of the movement on these temporary differences is recognised at the rate of 18% (2016: 18%).

The numerical reconciliation between tax charge and the product of accounting profit multiplied by the applicable tax rate(s) is provided in the following table.

	Year ended 31 December 2017 £ '000	Year ended 31 December 2016 £ '000
Profit before tax:		
Ukraine	4	223
Cyprus	(149)	(413)
Other (BVI, Jersey)	(1 032)	(1 371)
Profit before tax, total	**(1 177)**	**(1 561)**
Tax calculated at domestic tax rates applicable to profits in the relevant countries		
Ukraine (2017: 18%, 2016: 18%)	1	40
Cyprus (10%)	-	-
	1	**40**
Tax calculated at domestic tax rates applicable to net income not subject to tax and expenses not deductible for tax purposes		
Ukraine	(64)	(118)
Cyprus	1	1
	(63)	**(117)**
Tax charge		
Ukraine	(63)	(78)
Cyprus	1	1
	(62)	**(77)**
The weighted average applicable tax rate		
Ukraine	18%	18%
Cyprus	Nil	Nil
BVI, Jersey	Nil	Nil
	0%	**-3%**

There are a number of laws related to various taxes imposed by both central and regional governmental authorities. Although laws related to these taxes have not been in force for significant periods, the practice of taxation and implementation of regulations are well established, documented with a sufficient degree of clarity and adhered to by the taxpayers. Nevertheless, there remain certain risks in relation to the Ukrainian tax system: few court precedents with regard to tax related issues exist; different opinions regarding legal interpretation may arise both among and within government ministries and regulatory agencies; tax compliance practice is subject to review and investigation by a number of authorities with overlapping responsibilities.

Generally, tax declarations remain subject to inspection for an indefinite period. In practice, however, the risk of retroactive tax assessments and penalty charges decreases significantly after three years. The fact that a year has been reviewed does not preclude the Ukrainian tax service performing a subsequent inspection of that year.
The Group's management believes that it has adequately provided for tax liabilities in the accompanying financial statements; however, the risk remains that those relevant authorities could take different positions with regard to interpretive issues.

During the period under review, the Ukrainian companies within the Group paid royalties and interest charges on the outstanding credits to another Group company – Solaero Global Alternative Fund Limited (Cyprus). These payments were not taxable in Ukraine due to the existing Double Taxation Treaty between Ukraine and Cyprus.

14. PROPERTY, PLANT AND EQUIPMENT

In accordance with IAS 16 "Property, Plant and Equipment", the Group carries out revaluations, with sufficient regularity to ensure that the carrying amount does not differ materially from fair value. An independent valuation of the Group's property, plant and equipment was undertaken by BGS Assets LLC as at 31 December 2015 . As at 31 December 2017, it is the Group's opinion that the values haven't significantly changed.

The Group is divided into two cash-generating units (CGU)

Diary production
Diary productions consists of production assets for butter, cheese, protein and skimmed diary products:
- Production assets of SE Starokostyantynivski Diary Plant and two other units in Zhytomir and Letychiv;
- Group vehicle park used for raw material and product transportation;
- "Nash Molochnik", "Vershkova Dolyna" and "Narodny product" trade marks.

Beverage production
Beverage production combines the production assets of Live kvass "Arseniivsky". It consists of:
- Production assets of "Zhyvyi Kvass" LTD and,
- "Arseniivsky" Trade mark.

Main assumptions used in utility value calculation
Utility value calculation for production both diary products and beverages is sensitive to the following assumptions:

Gross profit margin – Gross profit margin is based on 2018 budget value and takes into consideration trends of value indexes for 2018-2022

Discount rate – Discount rate posturizes current market estimates risks , specific for each CGU, inclusive of cash cost and individual risks and corresponding assets excluded from the cash flow valuation. Discount rate calculation based on specific Group circumstances and operational segment and is issued from Weighted Average Capital Cost (WACC). WACC takes into account both loan and owned capital. The value of owned capital is calculated on the basis of predicted return on investment of group investors. Specific segment risks are included in usage of separate facts of beta-testing. Beta factors are estimated annualy using generally accessible market data. WACC is used in the model for both CGU in 21,5%.

Production value increase – is derived from published consumer price index for Ukraine or world price tendencies for export product groups.
Increase of raw material price – Forecast is obtained got from published index for Ukraine.
Predicted increase data – The data are based on published industry research in Ukraine and management estimates.
Assumption regarding business segment – Using the data on industry for increase factors these assumptions are important as management estimates the changability of the unit position in comparison with competitors in the period forcasted.

The growth of sales of branded products on the local market is related to the development of sales of the brands "Nash Molochnik" and "Narodny Product". In 2017, the Group increased its sales and exports by 2 times due to the growth of world prices on butter and the creation of new markets.

Industry forecast is not used for kvass (beverage) sales forecasting, as the Group produces the unique product "Zhyviy Kvass" that has no competitors in Ukraine by its nature. The model is based on own dynamic forecast of the management. Brand developement plans include:
- Extension of brand presence in distribution networks;
- Kvass in kegs sales increase;
- Extension of beverage product range (production of white kvass)

The given product is dependent on weather conditions.

As for estimated value from using both CGU, management considers any possible changes in any of key positions mentioned above cannot lead to significant excess of unit aquisition cost compared to the amount of its expected compensation.

14. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

As at 31 December 2017 and 31 December 2016, property, plant and equipment were presented as follows:

	Assets under Construction £ '000	Land and Buildings £ '000	Plant and Machinery £ '000	Vehicles £ '000	Instruments, tools and other equipment £ '000	Total £ '000
Cost or valuation						
At 1 January 2016	**162**	**2 306**	**3 702**	**617**	**682**	**7 469**
Additions	205	-	-	-	-	**205**
Transfers to/from AUC	(131)	5	32	23	71	**-**
Elimination of depreciation						
Gain on revaluation						
Disposals	-	(3)	(7)	(44)	(23)	**(77)**
Exchange differences on translation to the presentation	14	152	247	40	47	**500**
At 31 December 2016	**250**	**2 460**	**3 974**	**636**	**777**	**8 097**
Accumulated depreciation						
At 1 January 2016	**-**	**1**	**-**	**-**	**51**	**52**
Depreciation charge	-	134	215	112	75	**536**
Elimination of depreciation						
Disposals	-	-	(1)	(4)	(21)	**(26)**
Exchange differences on translation to the presentation	-	7	8	4	5	**24**
At 31 December 2016	**-**	**142**	**222**	**112**	**110**	**586**
Cost or valuation						
At 1 January 2017	**250**	**2 460**	**3 974**	**636**	**777**	**8 097**
Additions	125	-	-	-	-	**125**
Transfers to/from AUC	(347)	81	258	18	(10)	**-**
Disposals	-	-	(5)	(9)	(17)	**(31)**
Exchange differences on translation to the presentation	(9)	(295)	(488)	(75)	(88)	**(955)**
At 31 December 2017	**19**	**2 246**	**3 739**	**570**	**662**	**7 236**
Accumulated depreciation						
At 1 January 2017	**-**	**142**	**222**	**112**	**110**	**586**
Depreciation charge	-	124	197	109	62	**492**
Disposals	-	-	(3)	(3)	(16)	**(22)**
Exchange differences on translation to the presentation	-	(24)	(44)	(23)	(17)	**(108)**
At 31 December 2017	**-**	**242**	**372**	**195**	**139**	**948**
Net book amount At 31 December 2017	**19**	**2 004**	**3 367**	**375**	**523**	**6 288**
Net book amount at 31 December 2016	**250**	**2 318**	**3 752**	**524**	**667**	**7 511**
Net book amount at 31 December 2015	**162**	**2 305**	**3 702**	**617**	**631**	**7 417**

As at 31 December 2017 the Group has no contractual commitments to purchase of property, plant and equipment.

Fixed assets with a net book value of GBP 4,829 thousand At 31 December 2017 (2016: GBP 5,366 thousand) were pledged as collateral for loans.

As at 31 December 2017 any prepayments for property, plant and equipment were included within Assets under construction in the amount of GBP 1 thousand (2016: GBP 62 thousand)

As at 31 December 2017 fully depreciated assets included within property, plant and equipment with the original cost of GBP 78 thousand (2016: GBP 32 thousand)

It's impracticable to provide information about the carrying amounts of all classes of assets, except office equipment, if they were measured using the cost model without undue cost and efforts.

15. INTANGIBLE ASSETS

As at the reporting dates intangible assets were presented as follows:

	Computer software	Trade marks	Total
	£ '000	£ '000	£ '000
Cost or valuation			
At 1 January 2016	**29**	**761**	**790**
Additions	-	-	-
Disposals	(3)	-	(3)
Impairment loss			-
Exchange differences on translation to the presentation currency	2	159	161
At 31 December 2016	**28**	**920**	**948**
Accumulated amortisation			
At 1 January 2016	**26**	**168**	**194**
Amortisation charge for the year	1	52	53
Impairment loss			
Disposals	(3)	-	(3)
Exchange differences on translation to the presentation currency	3	45	48
At 31 December 2016	**27**	**265**	**292**
Cost or valuation			
At 1 January 2017	**28**	**920**	**948**
Additions	-	-	-
Disposals	-	-	-
Exchange differences on translation to the presentation currency	(3)	(79)	(82)
At 31 December 2017	**25**	**841**	**866**
Accumulated amortisation			
At 1 January 2017	**27**	**265**	**292**
Amortisation charge for the year	1	60	61
Disposals	-	-	-
Exchange differences on translation to the presentation currency	(4)	(26)	(30)
At 31 December 2017	**24**	**299**	**323**
Net book amount At 31 December 2017	**1**	**542**	**543**
Net book amount at 31 December 2016	**1**	**655**	**656**
Net book amount at 31 December 2015	**3**	**593**	**596**

The remaining amortization periods of the intangible assets are as follows:
- Computer software 1-10 years;
- Trademarks 11-18 years;

The Group performed its annual impairment test in December 2017 and 2016. The Group considers the relationship between its market capitalisation and its book value, among other factors, when reviewing for indicators of impairment. As at 31 December 2017, the market capitalisation of the Group was below the book value of its equity, indicating a potential impairment of goodwill and impairment of the assets of the operating segment. In addition, the overall decline in construction and development activities around the world, as well as the ongoing economic uncertainty, have led to a decreased demand in both the trademark "Zhyviy Kvas" and Group of the trademarks within the "Diary segment" CGUs.

Trademark "Zhyviy Kvas"
The recoverable amount of the trade mark "Zhyviy Kvas" CGU, GBP 2 065 thousand as at 31 December 2017, has been determined based on a value in use calculation using cash flow projections from financial budgets approved by senior management covering a five-year period. The projected cash flows have been updated to reflect the recovering demand for products and services. The discount rate applied to cash flow projections is 24.4% (2016: 25.1%). The growth rate used to extrapolate the cash flows of the unit beyond the five-year period is 0 %. As a result of the analysis, management did not identify an impairment for this CGU.

Group of the trademarks within the "Diary segment"
The recoverable amount of the three trademarks within the "Diary segment" CGU, GBP 1 668 thousand as at 31 December 2017, is also determined based on a value in use calculation using cash flow projections from financial budgets approved by senior management covering a five-year period. The projected cash flows have been updated to reflect the decreased recovering for products and services. The pre-tax discount rate applied to the cash flow projections is 24.4% (2016: 25.1%). The growth rate used to extrapolate the cash flows of the unit beyond the five-year period is 0 %. As a result of the analysis, management did not identify an impairment for this CGU.

16. DEFERRED TAX ASSETS AND LIABILITIES

For the year ended 31 December 2017, deferred tax assets and liabilities were presented as follows:

	As at 31 December 2017 £ '000		As at 31 December 2016 £ '000	
Deferred tax assets at the beginning of the year	**-**	**-**	**(46)**	**-**
Deferred tax liability at the beginning of the year	**-**	**363**	**-**	**466**
Deferred tax liability recognised in SOCI during the year	-	(25)	-	(28)
Reduction in deferred tax due to decrease in property, plant and equipment revaluation reserve because of amortisation	-	(39)	46	(55)
Exchange differences on translation to the presentation currency	-	(37)	-	(20)
Deferred tax assets at the end of the year	**-**	**-**	**-**	**-**
Deferred tax liability at the end of the year	**-**	**262**	**-**	**363**

17. INVENTORIES

As at the reporting dates inventories were presented as follows:

	As at 31 December 2017 £ '000	As at 31 December 2016 £ '000
Finished goods	1 559	1 006
Raw materials	369	312
Work in progress	109	107
Other inventories	389	430
	2 426	**1 855**

During 2017, GBP 23,211 thousand (2016: GBP 15,261 thousand) was recognised as an expense in cost of sales. Inventories with a net book value of GBP 318 thousand At 31 December 2017 (2016:GBP 360 thousand) were pledged as collateral for loans.

18. TRADE AND OTHER RECEIVABLES

As at the reporting dates receivables were presented as follows:

	As at 31 December 2017 £ '000	As at 31 December 2016 £ '000
Trade receivables	1 997	2 390
Other receivables	49	-
Prepayments	125	117
	2 171	**2 507**

The Group's management believes that the carrying value for trade and other receivables is a reasonable approximation of their fair value. The amount of overdue but unimpaired accounts receivable is insignificant and is not disclosed in this note.

Maturity of trade receivables as at 31 December 2017 and 31 December 2016 is presented as follows:

	Total	**Neither past** due nor impaired	**Past due but not impaired** <30 days	30-60 days	61-90 days	91-120 days	>120 days
	£ '000	£ '000	£ '000	£ '000	£ '000	£ '000	£ '000
2017	1 997	1 496	257	115	113	2	14
2016	2 390	1 366	109	23	588	291	13

Provisions were created for impaired trade and other receivables and holiday allowance.

For the year ended 31 December 2017, provisions were presented as follows:

	As at 31 December 2017 £ '000	As at 31 December 2016 £ '000
Impaired trade and other receivables at the beginning of the year	**287**	**947**
Accrual / (Reversal)	10	(696)
Use of allowances	(44)	-
Effect of translation to presentation currency	(31)	36
Impaired trade and other receivables at the end of the year	**222**	**287**

19. CURRENT TAXES

As at the reporting dates current taxes were presented as follows:

	As at 31 December 2017 £ '000	As at 31 December 2016 £ '000
VAT receivable	175	138
Current income tax prepayments	95	89
Other prepaid taxes	1	3
	271	**230**

20. OTHER FINANCIAL ASSETS

Loans and receivables	As at 31 December 2017 £ '000	As at 31 December 2016 £ '000
Loans issued to related parties	11	8
Loans issued to third parties	11	6
Loans issued to employees	8	4
	30	**18**

Loans issued are short term in nature, repayable on demand and are interest free.

21. CASH AND CASH EQUIVALENTS (EXCLUDING BANK OVERDRAFTS)

As at the reporting dates cash and cash equivalents were presented as follows:

	As at 31 December 2017 £ '000	As at 31 December 2016 £ '000
Cash in hand - on UAH	15	14
Cash in bank - on UAH	226	98
Bank - in other currencies	255	63
	496	**175**

22. SHARE CAPITAL

As at the reporting dates share capital was presented as follows:

	Authorised			
	As at 31 December 2017 Number '000	As at 31 December 2017 £ '000	As at 31 December 2016 Number '000	As at 31 December 2016 £ '000
Ordinary shares of 10p each	60 000	6 000	60 000	6 000

	Issued and fully paid at beginning and end of the year			
	As at 31 December 2017 Number '000	As at 31 December 2017 £ '000	As at 31 December 2016 Number '000	As at 31 December 2016 £ '000
Ordinary shares of 10p each				
At beginning of the year	39 673	3 967	39 673	3 967
Own shares acquired	-	-	-	-
At end of the year (excluding shares held as treasury shares)	**39 673**	**3 967**	**39 673**	**3 967**

	Held as treasury shares			
	As at 31 December 2017 Number '000	As at 31 December 2017 £ '000	As at 31 December 2016 Number '000	As at 31 December 2016 £ '000
Ordinary shares of 10p each				
At beginning of the year	3 145	315	3 145	315
At end of the year	**3 145**	**315**	**3 145**	**315**

As at 31 December 2017 and 31 December 2016 the Company held a total of 3 144 800 Ordinary Shares as treasury shares and the total number of Ordinary Shares in issue (excluding shares held as treasury shares) was 39 673 049

23. OTHER RESERVES

At the reporting date other reserves were presented as follows:

	Share premium	Translation reserve	Revaluation reserve	Total other reserves
	£ '000	£ '000	£ '000	£ '000
At 1 January 2016	**4 562**	**(15 294)**	**4 192**	**(6 540)**
Depreciation on revaluation of property, plant and equipment	-	-	(248)	**(248)**
Gain on revaluation of property, plant and equipment	-	-		
Reduction of revaluation reserve	-	-	(9)	**(9)**
Exchange differences on translation to the presentation currency	-	513	-	**513**
At 31 December 2016	**4 562**	**(14 781)**	**3 935**	**(6 284)**
Depreciation on revaluation of property, plant and equipment	-	-	(166)	**(166)**
Reduction of revaluation reserve	-	-	-	**-**
Exchange differences on translation to the presentation currency	-	(113)	-	**(113)**
At 31 December 2017	**4 562**	**(14 894)**	**3 769**	**(6 563)**

The following describes the nature and purpose of each reserve within owners' equity.

Reserve	**Description and purpose**
Share premium	Amount subscribed for share capital in excess of nominal value.
Revaluation	Gains arising on the revaluation of the Group's property. The balance on this reserve is wholly undistributable.
Retained earnings	Cumulative net gains and losses recognised in the consolidated income statement.
Translation	Amount of all foreign exchange differences arising from the translation of the financial information of foreign subsidiaries.

24. BANK LOANS AND OVERDRAFTS

As at 31 December 2017 the Group has two loans: a loan from OTP Bank in the amount of 856 thousand GBP (in UAH 32,3 million) and EBRD in the amount of 6,178 thousand GBP (in EUR 6,959 thousand).

During 2017, the Group fulfilled its obligations under the EBRD loan in accordance with the agreement. The Group applied installments of payments and in accordance with an agreement between all parties; the payment of the tranche in December was postponed to subsequent periods.

Fixed assets with a net book value of GBP 4,829 thousand at 31 December 2017 (2016: GBP 5,366 thousand) were pledged as collateral for both loans:

- assets pledged as security for the EBRD loan include property and land in Starokonstantinov, equipment for dairy production and production of hard cheese, as well as TMs. Fixed assets pledged as security total 3,403 thousand GBP. The intangible assets pledged total 213 thousand GBP;

- assets pledged as security for the for the OTP loan include property and land in Zhitomir and in Krasiliv, together with equipment for the production of processed cheese, and the company's vehicles. Fixed assets pledged as security total 1,426 thousand GBP. Also, inventories with a net book value of GBP 318 thousand at 31 December 2017 (2016:GBP 360 thousand) were pledged as collateral for the OTP loan.

During 2017, the Group prolonged agreement with OTP Bank three times. The last tranche extension with OTP related to the 6 March 2018 loan repayment. In December, the Group received confirmation of expansion of crediting with Creditwest Bank Ukraine for the amount of 65 million UAH. Funds received would be used to settle the outstanding balance with OTP and to open additional budgeting backed by Zhiviy Kvass equipment. The loan term is 3 years, the interest rate - 18%.

In 2018, the Group fulfilled conditions of the Creditwest Bank Ukraine and in February 2018 the first Tranche from Creditwest Bank Ukraine was received and repayment of the loan balance with OTP Bank was carried out. With the refinancing of OTP bank the pledge was transferred to Creditwest Bank Ukraine. Non-current assets located in Zhytomyr and transport were pledged as collateral for Creditwest Bank Ukraine. Also, to extend the credit line, the company has provided equipment for production of Zhiviy Kvass.

Bank	Currency	Type	Opening date	Termination date	Interest rate	Limit £ '000	As At 31 December 2017 £ '000	As at 31 December 2016 £ '000
EBRD	EUR	Loan	31.03.2011	30.11.2024	5-7%	7 368	6 178	6 193
OTP Bank	UAH	Credit line	30.05.2011	06.03.2018	18,87%	1 060	856	969
							7 034	**7 162**

The average interest rate as At 31 December 2017 was 5,27% (2016: 6,57%).

Maturity of financial liabilities

	Year ended 31 December 2017 £ '000	Year ended 31 December 2016 £ '000
On demand	-	-
In less than 1 year	1 318	7 162
In more than 1 year	5 716	-
	7 034	**7 162**

24. BANK LOANS AND OVERDRAFTS (CONTINUED)

Interest rate profile of financial liabilities

	Floating rate	Fixed rate	As at 31 December 2017	As at 31 December 2016
	£ '000	£ '000	£ '000	£ '000
On demand	-	-	-	-
Expiry within 1 year	856	462	1 318	7 162
Expiry in more then 1 years	-	5 716	5 716	-
	856	**6 178**	**7 034**	**7 162**

The currency profile of the Group's financial liabilities is as follows:

	Floating rate liabilities	Fixed rate liabilities	Total as At 31 December 2017	Total as at 31 December 2016
	£ '000	£ '000	£ '000	£ '000
UAH	856	-	856	969
EUR	-	6 178	6 178	6 193
	856	**6 178**	**7 034**	**7 162**

The book value and fair value of financial liabilities are as follows:

	Book value as At 31 December 2017	Fair value as At 31 December 2017	Book value as at 31 December 2016	Fair value as at 31 December 2016
	£ '000	£ '000	£ '000	£ '000
Bank loans	7 034	7 034	7 162	7 162
Bank overdrafts	-	-	-	-
	7 034	**7 034**	**7 162**	**7 162**

Reconciliation of liabilities arising from financing activities

	As at 31 December 2016	Financing cash flows	Non-cash changes			As at 31 December 2017
			Accrual of interst	Foreign exchange movement	Effect from translation to presentation	
	£ '000	£ '000	£ '000	£ '000	£ '000	£ '000
Bearing loans and borrowings	7 162	(259)	-	1 011	(880)	7 034
Interest	23	(378)	415	2	(9)	53
Interest-bearing loans and borrowings	**7 185**	**(637)**	**415**	**1 013**	**(889)**	**7 087**

25. TRADE AND OTHER PAYABLES

At the reporting date trade and other payables were presented as follows:

	As at 31 December 2017	As at 31 December 2016
	£ '000	£ '000
Trade payables	1 637	2 364
Other payables	534	230
Prepayments received	1 114	85
Accruals	146	100
Interests payable	55	23
Provisions	79	52
	3 565	**2 854**

The Group's management believes that the carrying value for trade and other payables is a reasonable approximation of their fair value.

For the year ended 31 December 2017, provisions were presented as follows:

	As at 31 December 2017	As at 31 December 2016
	£ '000	£ '000
Holiday allowance at the beginning of the year	**52**	**49**
Accrual / (Reversal)	163	50
Use of allowances	(126)	(86)
Effect of translation to presentation currency	(10)	39
Holiday allowance at the end of the year	**79**	**52**

26. EARNINGS PER SHARE

Basic earnings per share have been calculated by dividing net profit attributable to the ordinary shareholders by the weighted average number of shares in issue.

	Year ended 31 December 2017 £ '000	Year ended 31 December 2016 £ '000
Net profit attributable to ordinary shareholders	(1 115)	(1 484)
Weighted number of ordinary shares in issue	39 673 049	39 673 049
Basic earnings per share, pence	**(2,81)**	**(3,74)**
Diluted average number of shares	39 673 049	39 629 619
Diluted earnings per share, pence	**(2,81)**	**(3,74)**

27. DIVIDENDS

Due to the business circumstances dictating prudence and cash conservation, the Board has decided not to pay a final dividend in respect of the year ended 31 December 2017.

28. SHARE-BASED PAYMENTS

The Company operates an equity-settled share based remuneration scheme for employees.

	2017 Weighted average exercise price £	Number	2016 Weighted average exercise price £	Number
Outstanding at beginning of the year	0,100	130 290	0,100	130 290
Granted during the year	-	-	-	-
Forfeited during the year	-	-	-	-
Exercised during the year	-	-	-	-
Lapsed during the year	0,100	130 290	-	-
Change in option terms	-	-	-	-
Outstanding at the end of the year	-	-	0,100	130 290
Exercisable at the end of the year	-	-	0,100	130 290

During the period under review the Company did not grant options to any parties.
All options that were given to the Directors were valid until February 2017. They were not used. Therefore the options were canceled in the current year.

29. CURRENCY ANALYSIS

Currency analysis for the year ended 31 December 2017 is set out below:

	UAH	USD	GBP	EUR	Total
Assets					
Trade and other receivables	1 919	125	2		**2 046**
Current taxes	194	77	-	-	**271**
Other financial assets	30	-	-	-	**30**
Cash and cash equivalents	241	251	-	4	**496**
Total assets	**2 384**	**453**	**2**	**4**	**2 843**
Liabilities					
Bank borrowings	856	-	-	6 178	**7 034**
Trade and other payable	2 146	17	57	231	**2 451**
Current income tax liabilities	-	-	-	-	**-**
Other taxes payable	23	-	-	-	**23**
Total Liabilities	**3 025**	**17**	**57**	**6 409**	**9 508**

Currency analysis for the year ended 31 December 2016 is set out below:

	UAH	USD	GBP	EUR	Total
Assets					
Trade and other receivables	1 396	994	0		**2 390**
Current taxes	230	-	-	-	**230**
Other financial assets	18	-	-	-	**18**
Cash and cash equivalents	112	55	-	8	**175**
Total assets	**1 756**	**1 049**	**0**	**8**	**2 813**
Liabilities					
Bank borrowings	969	-	-	6 193	**7 162**
Trade and other payable	2 537	5	65	162	**2 769**
Current income tax liabilities	10	-	-	-	**10**
Other taxes payable	12	-	-	-	**12**
Total Liabilities	**3 528**	**5**	**65**	**6 355**	**9 953**

29. CURRENCY ANALYSIS (CONTINUED)

14 % strengthening of Hryvnia rate against the following currencies as At 31 December 2017 and 2016, would increase /decrease the amount of profits /or losses for the period by the amounts mentioned below. This analysis was conducted based on the assumption that all other variables, in particular, interest rates, remained unchanged. The change of GBP exchange rate does not have impact on the result as all the balances in GBP are attributable to the Group's companies where GBP is a functional currency.

	Increase/ decrease in rate	Effect on income before tax in 2017 £ '000	Effect on income before tax in 2016 £ '000
USD	3%	13	144
EUR	18%	(1 153)	(704)
USD	-3%	(13)	(144)
EUR	-18%	1 153	704

30. RELATED PARTY TRANSACTIONS

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial or operational decisions as defined by IAS 24 "Related Party Disclosures". In considering each possible related party relationship, attention is directed to the substance of the relationship, not merely the legal form.
Transactions and balances between the Group companies and other related parties are set out below. Remuneration of key management personnel is disclosed in note 12.

Sales of goods and services to related parties and purchases from related parties are summarised below. All sales and purchases were with related parties under common control of the ultimate beneficiaries of the Company.

	Year ended 31 December 2017 £ '000	Year ended 31 December 2016 £ '000
Sales	-	1
Cost of sales	27	4
Administrative expenses	15	14
Other operational expenses	-	1

Balances due from/(to) related parties at each period end are shown below.

	As at 31 December 2017 £ '000	As at 31 December 2016 £ '000
Receivables and prepayments	24	26
Other financial assets	11	8
Trade and other payables	63	2

In 2017, the Group's commercial relationships with the related parties comprised sales, purchases, provision. The terms and conditions for the contracts with the related parties were similar to the terms and conditions applied in dealings with unrelated parties. There were no guarantees given to or provided by from the Group to related parties and vice versa.

The ultimate controlling owners and beneficiaries of the related parties were Messrs Alexander Slipchuk and Sergey Evlanchik.

31. COMMITMENTS AND CONTINGENCIES

(a) Economic environment

The Group carries out most of its operations in Ukraine. Laws and other regulatory acts affecting the activities of Ukrainian enterprises may be subject to changes and amendments within a short period of time. As a result, assets and operating activity of the Group may be exposed to the risk in case if any unfavourable changes take place in political and economic environment.

(b) Taxation

As a result of the unstable economic environment in Ukraine, the Ukrainian tax authorities pay increasing attention to business communities. In this regard, local and national tax legislation are constantly changing. Provisions of various legislative and regulatory legal acts are not always clearly-worded, and their interpretations depend on the opinion of tax authority officers and the Ministry of Finance. It is common practice for disagreements between local, regional and republican taxation authorities to arise. A system of fines and penalties for claimed or revealed violations exists in corresponding regulatory legal acts, laws and decisions. Penalties include confiscation of amount in dispute (in case of law violation) as well as fines. These facts create tax risks, which means that the Group may be exposed to the risk of additional tax liabilities, fines and penalties. These risks far exceed risks in countries with advanced tax systems.

(in thousand GBP, unless otherwise stated)

31. COMMITMENTS AND CONTINGENCIES (CONTINUED)

(c) Retirement and other liabilities

Employees of the Group receive pension benefits from the Pension Fund, a Ukrainian Government organization in accordance with the applicable laws and regulations of Ukraine. The Group is required to contribute a specified percentage of the payroll to the Pension Fund to finance the benefits. The only obligation of the Group with respect to this pension plan is to make the specified contributions from salaries. As At 31 December 2017 and 2016 the Group had no liabilities for supplementary pensions, health care, insurance benefits or retirement indemnities to its current or former employees.

(d) Compliance with covenants

The Group is subject to certain covenants related primarily to its borrowings. Non-compliance with such covenants may result in negative consequences for the Group. As at 31 December 2017 and as at 31 March 2018 the Group had been in breach of certain covenants regarding the loan with EBRD. But EBRD have provided waivers in respect of these breaches and therefore no further commitments /contingencies have arisen. The covenants breached included: Bank Debt to EBITDA ratio.

(e) Other

The amount of uncancellable lease commitments is insignificant.
As of 31 December 2017 the Group does not possess any finance lease and hire purchase commitments, capital commitments and guarantees.

32. SUBSEQUENT EVENTS

(a) EBRD - breach of loan covenants

According to the results of the work of the 1st quarter of 2018 the company did not fulfill the covenants of the EBRD. EBRD released waver.

The Group continues to fulfil obligations for EBRD and payment of loan agreement is as scheduled.

As well, The Group continues fulfill its obligations regarding Restructuration plan EBRD

(b) Foreign exchange rates

Post year end, the Ukrainian Hryvnia continued to devalue against the EUR, GBP. As for USD Ukrainian Hryvnia strengthened. In particular, according to the National Bank of Ukraine the following are key exchange rates:

Currency	27 June 2018
UAH/GBP	34,67
UAH/USD	26,19
UAH/EUR	30,57

(c) Creditwest Bank Ukraine

On 07 February 2018, Ukrproduct is pleased to announce that it has drawn down UAH 32.3 million (856 thousand GBP) (the "Loan") under the terms of the loan agreement with PJSC "CREDITWEST BANK" (the "CreditWest Loan Agreement") in order to fully repay all amounts outstanding to OTP Bank. Accordingly, the Company has no outstanding liabilities to OTP Bank. The Group has no OTP debts. Loan is pledged against certain real estate and property assets of the Company.

Public Joint Stock Company "WEST FINANCE AND CREDIT BANK" (hereinafter – PJSC "CREDITWEST BANK") was established on 4 October 2006. The bank is fully owned by Turkish conglomerate, ALTINBAŞ HOLDING ANONİM ŞIRKETİ, which operates in the energy, finance, jewelry, logistics and education sectors. The Bank has been rated by the international rating agency, JCR Eurasia Rating at 'AA-(Ukr)' on the Long Term National Scale with 'Positive' outlook and at 'A-1+ (Ukr)' on the Short Term National Scale, which denote investment grade credit ratings. PJSC "CREDITWEST BANK" has also been rated by the national rating agency IBI-Rating with a long-term credit rating of 'uaAA' grade (under the National Rating Scale) with 'Positive' outlook and the Bank Deposit Reliability Rating at level "5+" (excellent reliability).

As a result, after refinancing there remains approximately UAH 32.7 million (866 thousand GPB) available to the Company under the terms of the CreditWest Loan Agreement.

In February 2018 refinancing OTP was performed. In March, 2018, the company fulfilled a number of obligations under the loan agreement with CreditWest and was able to expand the credit line to UAH 65 million (1 722 thousand GBP). Production in Zhytomyr, vehicles and production equipment of the Zhiviy Kvass were pledged as a safety measure.

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Financial Calendar

31 December 2017	Financial year's end
27 June 2018	Announcement of full year 2017 results
03 August 2018	Annual General Meeting

Analysis of shareholding – at 31 December 2017

Size of shareholdings	Number of holders	% of total	Total holdings, shares	% of total
Up to 5,000 shares	30	34	56 699	0,13%
5,001 to 50,000 shares	27	30	610 259	1,43%
50,001 to 200,000 shares	14	23	1 307 040	3,05%
Over 200,000 shares	17	13	40 843 851	95,39%
Total	88	100	42 817 849	100,00%

As at December 31, 2017 there were 42,817,849 ordinary shares of Ukrproduct Group Ltd in issue, including 29,906,266 shares, or approximately 69.85%, held by the founding shareholders Messrs Alexander Slipchuk (14,939,133 shares/34.89%) and Sergey Evlanchik (14,967,133 shares/34.96%); and 3,144,800 or approximately 7.34% being treasury shares. Approximately 77.51% of the Company's ordinary shares are not in public hands.

Administrative enquiries

All enquiries relating to individual shareholder matters should be made to the registrar at: Neville Registrars, Neville House, 18 Laurel Lane, Halesowen, B63 3DA. The registrar will assist with enquiries regarding any change of circumstances (e.g. name, address, bank account details, bereavement, lost certificates, dividend payment and transfer of shares). All correspondence should be clearly marked "Ukrproduct Group Ltd" and quote the full name and address of the registered holder of the shares.

Investor Relations

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