



საქართველოს ნავთობისა და აირის კორპორაცია
Georgian Oil & Gas Corporation

Georgian Oil and Gas Corporation JSC

**Unaudited Interim Consolidated
Condensed Financial Statements for the six
months ended 30 June 2015**

Contents

Condensed Consolidated Interim Statement of Financial Position	3
Condensed Consolidated Interim Statement of Comprehensive Income	4
Condensed Consolidated Interim Statement of Changes in Equity	5
Consolidated Statement of Cash Flows	6
Notes to the Condensed Consolidated Interim Financial Statements	7

Georgian Oil and Gas Corporation JSC
Interim Consolidated Statement of Financial Position as at 30 June 2015

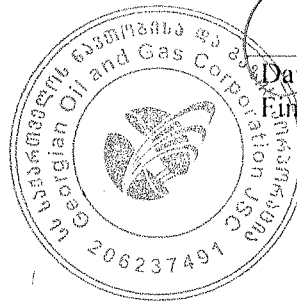
'000 GEL	Note	30 June 2015	31 December 2014
		<u>Uuaudited</u>	<u>Audited</u>
Assets			
Property, plant and equipment	11	727,794	590,592
Prepayments for non-current assets		29,093	96,632
Intangible assets		92	101
Finance lease receivable	12	53,691	52,041
Loans given	13	153,860	138,765
Term deposits	14	46,639	44,372
Deffered tax assets		8,918	2,063
Non-current assets		<u>1,020,087</u>	<u>924,566</u>
Loans given	13	41,716	16,482
Inventories		525	198
Current tax assets		1,744	-
Value added tax recoverable		18,190	14,573
Prepayments for current assets and expenses		65 055	23 348
Trade and other receivables		88 677	69 942
Cash and cash equivalents		137,396	181,799
Current assets		<u>353,302</u>	<u>306,342</u>
Total assets		<u>1,373,388</u>	<u>1,230,908</u>
Equity			
Share capital	15	600,031	572,691
Additional paid in capital		71,718	71,718
Fair value adjustment reserve for non-cash owner contributions		(282,181)	(282,181)
Retained earnings		204,049	230,420
Equity attributable to owners of the Company		<u>593,617</u>	<u>592,648</u>
Non-controlling interests		83,961	83,316
Total equity		<u>677,578</u>	<u>675,964</u>
Liabilities			
Loans and borrowings	16	551,620	456,910
Deferred tax liabilities		14,203	14,203
Non-current liabilities		<u>565,823</u>	<u>471,113</u>
Loans and borrowings	16	19,428	8,299
Trade and other payables		75,642	67,106
Payable to Shareholder		29,361	
Current tax liabilities		3,871	1,559
Taxes other than on income		-	5,181
Provisions		1,686	1,686
Current liabilities		<u>129,988</u>	<u>83,831</u>
Total liabilities		<u>695,811</u>	<u>554,944</u>
Total equity and liabilities		<u>1,373,388</u>	<u>1,230,908</u>

Georgian Oil and Gas Corporation JSC
Interim Consolidated Statement of Changes in Equity for the six months ended 30 June 2015

'000 GEL	Note	Six month ended	
		June 2015	June 2014
		Unaudited	Unaudited
Revenue	6	234,402	180,840
Cost of gas		(168,888)	(109,754)
Depreciation and amortization		(9,796)	(8,170)
Personnel costs		(4,794)	(4,337)
Taxes, other than on income		(2,642)	(2,936)
Other expenses	7	(4,904)	(4,094)
Other income	8	5,147	6,930
Results from operating activities		48,526	58,478
Finance income	9	1,650	18,567
Finance costs	9	(46,657)	(15,255)
Net finance income		(45,007)	3,312
Profit before income tax		3,518	61,791
Income tax expense	10	(528)	(9,584)
Profit and total comprehensive income for the year		2,991	52,207

These condensed consolidated interim financial statements were approved by management on 14 August 2015 and were signed on its behalf by:

David Tvaibeshvili
General Director



David Vardiashvili
Financial Director

'000 GEL	<u>Attributable to equity holders of the Company</u>						
	<u>Share capital</u>	<u>Fair value adjustment reserve for non-cash owner contributions</u>	<u>APIC</u>	<u>Retained earnings</u>	<u>Total</u>	<u>Non-controlling interests</u>	<u>Total equity</u>
Balance at 1 January 2014	509,550	(282,181)	71,718	186,393	485,480	83,443	568,923
Profit and total comprehensive income for 6 months of 2014	-	-	-	52,207	52,207	-	52,207
Contributions by and distributions to owners							
Increase in share capital	1,594	-	-	-	1,594	-	1,594
Increase in non-controlling interest in subsidiary	-	-	-	-	-	1,458	1,458
Distribution of non-cash assets	-	-	-	(1,141)	(1,141)	-	(1,141)
Transfer of subsidiary	-	-	-	(9,791)	(9,791)	-	(9,791)
Balance at 30 June 2014	511,144	(282,181)	71,718	227,668	528,348	84,901	613,250
Balance at 1 January 2015	572,691	(282,181)	71,718	230,420	592,648	83,316	675,964
Profit and total comprehensive income for 6 months of 2015	-	-	-	2,991	2,991	-	2,991
Contributions by and distributions to owners							
Increase in share capital	27,340	-	-	-	27,340	-	27,340
Increase in non-controlling interest in subsidiary	-	-	-	-	-	645	645
Dividends to equity holders	-	-	-	(29,361)	(29,361)	-	(29,361)
Balance at 30 June 2015	600,031	(282,181)	71,718	204,049	593,616	83,961	677,578

	Six months ended June 2015	Six months ended June 2014
Cash flows from operating activities		
Cash receipts from customers	242,194	193, 829
Cash paid to suppliers and employees	(246,745)	(167, 827)
Cash flows from operations before income taxes and interest paid	(4,551)	26, 002
Income tax paid	(6,112)	(1, 600)
Net interest paid	(18,599)	(4, 260)
Cash flows from operating activities	(29,262)	20, 142
Cash flows from investing activities		
Decrease in term deposits	-	83,106
Acquisition of property, plant and equipment	(35,630)	(7, 536)
Investing in other companies	(8,823)	(100,542)
Cash flows used in investing activities	(44,453)	(24,972)
Cash flows from financing activities		
Proceeds from borrowings	-	29,875
Repayment of borrowings	-	(29,787)
Cash distributed on the transfer of subsidiary	-	(9,791)
Net cash from/(used in) financing activities	-	(9, 703)
Effect of exchange rate fluctuations on cash and cash equivalents	29,312	4,913
Net increase/(decrease) in cash and cash equivalents	(73,716)	(14, 533)
Cash and cash equivalents at the beginning of the period	181,799	194, 541
Cash and cash equivalents at 30 June	137,396	184, 922

Note	Page	Note	Page
1. Background	8	11. Property, plant and equipment	14
2. Basis of preparation	9	12. Finance lease receivable	15
3. Significant accounting policies	9	13. Loans given	15
4. Operating segments	10	14. Term deposits	16
5. Seasonality of operations	13	15. Equity	16
6. Revenue	13	16. Loans and borrowings	17
7. Other expenses	13	17. Financial risk management	17
8. Other income	13	18. Contingencies	17
9. Finance income and finance cost	14	19. Related party transactions	18
10. Income tax expense	14		

1. Background

(a) Organisation and operations

Georgian Oil and Gas Corporation JSC (the “Company”) and its subsidiaries (the “Group”) comprise Georgian Joint Stock and Limited Liability Companies as defined in the “Law of Georgia on Entrepreneurs”. The Company was established as a 100% state-owned enterprise by the order of the Ministry of Economy of Georgia on 21 March 2006, on the basis of three Georgian state-owned companies: Georgian International Oil Corporation JSC, Georgian Gas International Corporation JSC and Teleti Oil Company JSC.

In 2006 and 2007, respectively, Georgian International Oil Corporation JSC and Georgian Gas International Corporation JSC ceased legal existence and the assets and liabilities were transferred to the Company. In November 2007 the shares in Teleti Oil Company JSC were taken over by the Government of Georgia. Related party transactions are detailed in note 26.

The Company’s registered office is 21 Kakheti Highway, Tbilisi 0190, Georgia.

The Group’s principal activities are the importation and sale of gas, the rental of gas pipelines, oil and gas exploration and extraction in the territory of Georgia.

Since December 2006, the Company has been granted the status of “National Oil Company” on behalf of the State of Georgia, receives and disposes of the State’s share of extracted oil and gas produced by contractors in the territory of Georgia in accordance with the “Law of Georgia on Oil and Gas” and production sharing agreements signed between the State and the contractors. The Group has not recognized an intangible asset for this right as the Group does not control the right.

(b) Business environment

Georgian business environment

The Group’s operations are primarily located in Georgia. Consequently, the Group is exposed to the economic and financial markets of Georgia which display characteristics of an emerging market. The legal, tax and regulatory frameworks continue development, The consolidated financial statements reflect management’s assessment of the impact of the Georgian business environment on the operations and the financial position of the Group. The future business environment may differ from management’s assessment.

2. Basis of preparation

(a) Statement of compliance

These condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standard IAS 34 Interim Financial Reporting. These do not include all of the information required for full annual financial statements and should be read in conjunction with the consolidated financial statements of the Group as at and for the year ended 31 December 2014.

(b) Basis of measurement

The consolidated condensed financial statements are prepared on the historical cost basis.

(c) Functional and presentation currency

The national currency of Georgia is the Georgian Lari (“GEL”), which is the Group’s functional currency and the currency in which these consolidated financial statements are presented. All financial information presented in GEL has been rounded to the nearest thousand, except when otherwise indicated.

(d) Use of estimates and judgments

The preparation of interim financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In preparing these condensed consolidated interim financial statements, the significant judgments made by management in applying the Group’s accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements as at and for the year ended 31 December 2014.

(e) Oil and gas reserves

There are a number of uncertainties in estimating quantities of oil and gas reserves, including many factors beyond the control of the Group. Oil and gas reserve estimates are based upon engineering evaluations of assay values derived from samplings of oil wells and other openings. Additionally, declines in the market price of oil and gas may render certain reserves containing relatively lower volumes uneconomic to continue in production. Further, availability of operating and environmental permits, changes in operating and capital costs, and other factors could materially affect the Group’s oil and gas reserve estimates. The Group uses the above estimates in evaluating the impairment of property, plant and equipment and extraction licenses and rights.

3. Significant accounting policies

The accounting policies applied by the Group in these condensed consolidated interim financial statements are the same as those applied by the Group in its consolidated financial statements as at the year ended 31 December 2014.

4. Operating segments

The Group has four reportable segments, as described below, which are the Group's strategic business units. The strategic business units offer different products and services, and are managed separately. For each of the strategic business units, the Company's General Director reviews internal management reports on at least a quarterly basis. The following summary describes the operations in each of the Group's reportable segments:

- *Gas Supply*. Includes purchase and sale of gas.
- *Pipeline rental*. Includes rental income earned by the Company from the lease of gas pipelines to Georgian Gas Transportation Company LLC.
- *Upstream activities*. Includes sale of oil from production sharing arrangements.
- *Oil transportation*. Includes transportation of oil through the territory of Georgia.

Information regarding the results of each reportable segment is included below. Performance is measured based on segment profit before infrastructure costs, central overheads, interest and income tax, as included in the internal management reports that are reviewed by the Company's General Director. Segment profit is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries. The Company's General Director does not monitor segment assets or liabilities.

(i) *Information about reportable segments*

'000 GEL	Gas supply		Pipeline rental		Upstream activities*		Oil transportation		Total	
	Six months ended		Six months ended		Six months ended		Six months ended		Six months ended	
	30 June	30 June	30 June	30 June	30 June	30 June	30 June	30 June	30 June	30 June
	2015	2014	2015	2014	2015	2014	2015	2014	2015	2014
External revenues	187,204	135,187	33,458	24,951	4,670	14,169	9,069	6,533	234,402	180, 840
Cost of gas	(168,888)	(109,754)		-		-		-	(168,888)	(109, 754)
Reportable segment profit before unallocated costs, net finance cost and income tax	18, 316	25, 433	33, 458	24, 951	4,670	14, 169	9, 069	6, 533	65, 514	71, 086

* Product sharing arrangements are considered as joint operations and the revenue from oil sales is recognised only when it is sold to third parties

'000 GEL	Six months ended	
	30 June 2015	30 June 2014
Revenues		
Total revenue for reportable segments	234,402	180,840
Profit or loss		
Total profit or loss for reportable segments	65,514	71,086
Unallocated personnel expenses	(4,794)	(4,337)
Unallocated depreciation and amortization expenses	(9,796)	(8,170)
Net finance income/(costs)	(45,007)	3,312
Other net unallocated (costs)/income	(2,399)	(100)
Consolidated profit from continuing operations before income tax	3,518	61,791

(ii) Geographical information

All of the Group's revenue is from its non-current assets located in Georgia.

(iii) Major customer

During the 6 months of 2015, one customer of the Group's gas supply segment represented approximately 80% of the Group's total revenue (GEL 234,402 thousand). During the 6 months of 2014, one customer of the Group's gas supply segment represented approximately 75% of the Group's total revenue (GEL 180,840 thousand).

5. Seasonality of operations

Gas supply and pipeline rental revenues follow a seasonal pattern with an annual base-load of gas and a large heating peak occurring during the winter season. Natural gas obtained from suppliers is utilized to meet the peak heating season requirements. The Group's other revenues remain relatively stable during the year.

6. Revenue

'000 GEL	Six months ended	
	June 2015	June 2014
Sales of gas	187,204	135,187
Rent of gas pipelines	33,458	24,951
Income from crude oil	4,670	14,169
Oil transportation fee	9,069	6,533
Total revenues	234,402	180,840

The Company rents its gas pipeline to Georgian Gas Transportation Company LLC (former subsidiary). The contract is valid until 1 January 2020. The lease payments are contingent on the volume of gas transported through the leased gas pipeline.

7. Other expenses

'000 GEL	6 months ended June 2015	6 months ended June 2014
Banking, consulting and other professional services	(2 708)	(2,155)
Office and related equipment maintenance	(129)	(192)
Representative and business trip expenses	(125)	(140)
Transportation, materials and repair and maintenance	(250)	(132)
Communication expenses	(34)	(29)
Other	(1 657)	(1,446)
	(4 904)	(4,094)

8. Other income

'000 GEL	6 months ended June 2015	6 months ended June 2014
Customer penalties for late payment	4,035	6,157
Oil processing	435	429
Other	677	344
	5,147	6,930

9. Finance income and finance costs

'000 GEL	<u>6 months ended June 2015</u>	<u>6 months ended June 2014</u>
Recognised in profit or loss		
Interest income on bank deposits	-	9,635
Interest accrued on given loans	-	6,436
Unwinding of discount on finance lease receivable	1,650	1,550
Net foreign exchange gain	-	946
Finance income	<u>29,239</u>	<u>18,567</u>
Interest expense on bonds payable	-	(15,255)
Net foreign exchange loss	(46,657)	-
Finance costs	<u>(46,657)</u>	<u>(15,255)</u>
Net finance costs recognised in profit or loss	<u>(45,007)</u>	<u>3,312</u>

During the six months of 2015 the Group capitalised net interest on bonds issued in the amount of GEL 3,186 thousand. This is the net result of interest expense on bonds issued of GEL 19,182 thousand and interest income on bank deposits and loans given of GEL 7,432 thousand and GEL 8,564 thousand, respectively. Interest income was received from funds temporarily invested from the bond issuance proceeds in bank deposits and loans issued. tax rate expected for the full financial year applied to the pre-tax income of the interim

10. Income tax expense

Income tax is recognised based on management's best estimate of the weighted average annual income tax rate expected for the full financial year applied to the pre-tax income of the interim periods. The Group's consolidated effective tax rate for the six month period ended 30 June 2015 was 15.0 percent (six month period ended 30 June 2014: 15.5 percent). The statutory tax rate is 15 percent.

11. Property, plant and equipment

In thousand GEL	Gas and oil pipes	Land and Buildings	Oil wells	Plant and equipment	Other	CIP	Total
Opening net book amount as at 1 January 2015	257,740	33,123	8,726	1,263	1,622	288,118	590,592
Additions	25,021	2,300	-	2,276	7,074	110,940	147,611
Disposals	(178)	(441)	-	-	(66)	-	(684)
Depreciation	(7,811)	(317)	(802)	(368)	(427)	-	(9,725)
Closing net book amount as at 30 June 2015	274,773	34,665	7,925	3,171	8,203	399,058	727,794

12. Finance lease receivable

In 1996 the Government of Georgia entered into a 30 year arrangement with a consortium of oil companies that undertook major rehabilitation of existing pipeline from the border with Azerbaijan to the Georgian Black Sea coast and construction of Supsa oil terminal.. The arrangement granted the oil companies the right to transport oil across Georgia through that pipeline. The pipeline infrastructure on Georgian territory, being the property of the Government of Georgia and ownership of this infrastructure was transferred to the Company in June-July 2010 through a contribution to its charter capital with a nominal value of GEL 269,299 thousand. In exchange for the oil companies use of the pipeline, the Group receives a transit fee for each barrel of oil transported through the pipeline. Management has determined that the initial arrangement contained a finance lease at inception.

The Group has recognized a lease receivable of GEL 39,229 thousand at the date that title was transferred to the business. The lease receivable is the present value of the net investment in the lease comprising the present value of the assets' unguaranteed residual value at the end of the lease term. The difference of GEL 230,070 thousand between the nominal amount and the present value of the net investment in the lease has been recognized in equity as fair value adjustment for non-cash owner contributions.

	30 June	31 December
	2015	2014
'000 GEL		
Balance at the beginning of the year/date of title transfer	52,041	48,864
Unwinding of discount on finance lease receivable	1,650	3,175
Balance at the end of the period	53,691	52,041

Contingent rents related to oil transportation recognized in the consolidated statement of comprehensive income during six months of 2015 amounted to GEL 9,069 thousand (6 months of 2014 GEL 6,533 thousand).

13. Loans given

	30 June	31 December
	2015	2014
'000 GEL		
<i>Non-current</i>		
Loan given to the shareholder	93 137	89,887
Loans given to state controlled entity	60 723	48,878
Total non-current	153 860	138,765
<i>Current</i>		
Current portion of loans given to shareholder	38 915	14,793
Current portion of loans given to state controlled entity	2 801	1,689
Total current	41 716	16,482
	195,576	155,247

Loan given to the shareholder bears a contractual rate of interest of 9% per annum and is repayable in equal semi-annual instalments from 2015 to 2019. The loan was given for the purpose of construction of Gardabani Combined Cycle Power Plant (CCPP).

Loans given to state controlled entity bears a contractual rate of interest of 11% per annum and was overdue for over 2 months at 31 December 2013. In April 2014, the Group signed a restructuring agreement with the borrower. The contractual rate of interest was changed to 9.5% and a repayment schedule was agreed with payments scheduled from 2014 to 2017. 100% shares of a wholly owned subsidiary of the borrower with an estimated fair value approximating the carrying value of the loan were pledged to secure the loan given to state controlled entity. In addition management believes that the National Agency of State Property of the Ministry of Economy and Sustainable Development of Georgia will provide further support to the extent permitted by the Georgian legislation, if required, to the state controlled entity to enable it to repay these loans.

14. Term deposits

Terms and conditions of the term deposits are as follows:

'000 GEL	Currency	Nominal interest rate	Year of maturity	30 June 2015		31 December 2014	
				Face value	Carrying amount	Face value	Carrying amount
Non-current term deposit	USD	7.125%	2017	46,639	46,639	44,372	44,372
				46,639	46,639	44,372	44,372

The Group's non-current term deposits include GEL 22,483 thousand (2014: 17,691 thousand) which have been pledged as collateral for a loan obtained by a state controlled entity. The Ministry of Agriculture has confirmed its intent to provide support to the state controlled entity to enable it to repay the loan. The loan obtained by the state controlled entity was not overdue at 30 June 2015.

15. Equity

Share capital

Number of shares unless otherwise stated

	Ordinary shares	
	30 June 2015	31 December 2014
Par value	GEL 20	GEL 20
On issue at 1 January	28,634,529	25,477,476
Issue of shares in exchange for non-cash assets	922,749	3,157,053
Acquisition of own shares in exchange for non-cash assets		-
On issue at the reporting date	29,557,278	28,634,529

Ordinary shares

The holders of ordinary shares are entitled to receive dividends as declared from time to time, and are entitled to one vote per share at meetings of the Company.

16. Loans and borrowings

In May 2012 the Group issued bonds with a face value of USD 250 million maturing in May 2017.

17. Financial risk management

The Group's financial risk management objectives and policies are consistent with those disclosed in the consolidated financial statements as at and for the year ended 31 December 2014.

18. Contingencies

(a) Insurance

The insurance industry in the Georgia is in a developing state and many forms of insurance protection common in other parts of the world are not yet generally available. The Group does not have full coverage for its plant facilities, business interruption, or third party liability in respect of property or environmental damage arising from accidents on Group property or relating to Group operations. Until the Group obtains adequate insurance coverage, there is a risk that the loss or destruction of certain assets could have a material adverse effect on the Group's operations and financial position.

(b) Litigation

The Group is defending a claim brought in a court in Israel in 2010 by counterparty seeking to appoint an arbitrator and commence arbitration proceedings in Israel in respect of the alleged non-performance by the Company of a contract allegedly entered into in 2003 and allegedly amended in 2004 by the Company's predecessor. In 2010, the Group hired legal advisors to represent the Group in the dispute. The Group disputes the validity of the claim. As of the date of this Condensed Consolidated Interim Financial Statements, the parties have only exchanged procedural motions and no claim for damages has yet been served on the Company. Based on its understanding of the claim, management assesses the likelihood that the Group may be liable for an amount up to USD 5 million under the alleged contract as possible. Management assesses the probability that the Group will also be required to pay accrued interest as well as other damages and lost profits in respect of the claim as remote. Management considers the claim to be without merit and intends to contest the claim vigorously."

(c) Taxation contingencies

The taxation system in Georgia is relatively new and is characterised by frequent changes in legislation, official pronouncements and court decisions. In the event of a breach of tax legislation, no liabilities for additional taxes, fines or penalties may be imposed by the tax authorities after six years have passed since the end of the year in which the breach occurred.

These circumstances may create tax risks in Georgia that are more significant than in other countries. Management believes that it has provided adequately for tax liabilities based on its interpretations of applicable Georgian tax legislation, official pronouncements and court decisions. However, the interpretations of the relevant authorities could differ and the effect on these consolidated financial statements, if the authorities were successful in enforcing their interpretations, could be significant.

(d) Environmental matters

The enforcement of environmental regulation in Georgia is evolving and the enforcement posture of government authorities is continually being reconsidered. The Company periodically evaluates its obligations under environmental regulations. As obligations are determined, they are recognized immediately. Potential liabilities, which might arise as a result of changes in existing regulations, civil litigation or legislation, cannot be estimated but could be material. In the current enforcement climate under existing legislation, management believes that there are no significant liabilities for environmental damage.

19. Related party transactions

(a) Control relationships

The Company was wholly owned by the state of Georgia represented by the Ministry of Economic Development of Georgia as at 31 December 2010. In November 2011, 24% and in August 2013, the remaining 76% interest in Georgian Oil and Gas Corporation JSC was transferred to JSC Partnership Fund, a wholly state owned entity. The ultimate controlling party of the Group is the Government of Georgia.

(b) Transactions with key management personnel

(i) Key management remuneration

Key management received the following remuneration during the year, which is included in personnel costs:

'000 GEL	6 months of	
	2015	2014
Salaries and bonuses	334	296

(c) Other related party transactions

The Group's other related party transactions are disclosed below. The transactions with Georgian Gas Transportation Company are presented from the date it was transferred to the Government of Georgia.

(i) Revenue

'000 GEL	Transaction value for the year ended 30 June	
	2015	2014
State controlled entities:		
Rent of pipelines	33,458	24,951
	33,458	24,951

All outstanding balances with related parties are to be settled in cash within six months of the reporting date. None of the balances are secured.

(ii) Expenses

'000 GEL	Transaction value for the year ended 30 June		Outstanding balance as at 30 June 31 December	
	2015	2014	2015	2014
State controlled entities:				
Purchase of Gas	26,439	18,614	148	8,755
	26,439	18,614	148	8,755

(iii) Loans given

'000 GEL	Interest accrued		Outstanding balance	
	6 months of		30 June	31 December
	2015	2014	2015	2014
Shareholder	5,763	4,136	132,052	104,680
State controlled entity	2,801	2,300	63,524	50,567
	8,564	6,436	195,576	151,247