Georgian Oil and Gas Corporation JSC

Consolidated Financial Statements for 2015

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Independent Auditors' Report

Board of Directors
Georgian Oil and Gas Corporation JSC

We have audited the accompanying consolidated financial statements of Georgian Oil and Gas Corporation JSC (the "Company") and its subsidiaries (the "Group"), which comprise the consolidated statement of financial position as at 31 December 2015, and the consolidated statements of profit or loss and other comprehensive income, changes in equity and cash flows for the year then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

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

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Group as at 31 December 2015, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards.

KPMG Georgia LLC

KPMG Georgia LLC
4 March 2016

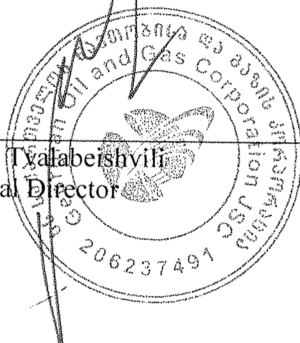
KPMG Georgia LLC, a company incorporated under the Laws of Georgia and a member firm of the KPMG network of independent member firms affiliated with KPMG International Cooperative ("KPMG International"), a Swiss entity.

’000 GEL	Note	2015	2014
Assets			
Property, plant and equipment	12	764,456	590,592
Prepayments for non-current assets	23	2,064	96,632
Intangible assets		86	101
Finance lease receivable	13	55,424	52,041
Loans given	14	61,341	138,765
Term deposits	15	61,074	44,372
Equity accounted investees	7	5,663	-
Deferred tax assets	11	14,381	2,063
Non-current assets		**964,489**	**924,566**
Loans given	14	5,763	16,482
Assets held for distribution		1,758	-
Inventories		8,825	198
Current tax assets		3,664	-
Taxes other than on income		5,019	14,573
Prepayments		48,147	23,348
Trade and other receivables	16	181,483	69,942
Cash and cash equivalents	17	191,088	181,799
Current assets		**445,747**	**306,342**
Total assets		**1,410,236**	**1,230,908**
Equity	18		
Share capital		610,901	572,691
Additional paid in capital		71,718	71,718
Fair value reserve for non-cash owner contributions		(282,181)	(282,181)
Retained earnings		276,171	230,420
Equity attributable to owners of the Company		**676,609**	**592,648**
Non-controlling interests	23	43,513	83,316
Total equity		**720,122**	**675,964**
Liabilities			
Loans and borrowings	20	587,172	456,910
Deferred tax liabilities	11	14,989	14,203
Non-current liabilities		**602,161**	**471,113**
Loans and borrowings	20	13,042	8,299
Trade and other payables	21	67,807	67,106
Taxes other than on income		5,039	5,181
Current tax liabilities		-	1,559
Provisions		2,065	1,686
Current liabilities		**87,953**	**83,831**
Total liabilities		**690,114**	**554,944**
Total equity and liabilities		**1,410,236**	**1,230,908**

The consolidated statement of financial position is to be read in conjunction with the notes to, and forming part of, the consolidated financial statements set out on pages 8 to 41.

'000 GEL	Note	2015	2014
Revenue	6	495,431	357,813
Cost of gas and oil		(337,154)	(224,346)
Depreciation		(26,866)	(20,056)
Personnel costs		(11,702)	(9,216)
Taxes, other than on income		(8,968)	(6,659)
Other expenses	8	(16,564)	(7,908)
Other income	9	2,381	2,408
Results from operating activities		**96,558**	**92,036**
Finance income	10	30,951	11,969
Finance costs	10	(86,951)	(10,540)
Net finance (costs)/income		**(56,000)**	**1,429**
Profit before income tax		**40,558**	**93,465**
Income tax expense	11	(4,342)	(9,576)
Profit and total comprehensive income for the year		**36,216**	**83,889**
Profit and total comprehensive income attributable to:			
Owners of the Company		76,019	85,655
Non-controlling interests		(39,803)	(1,766)
		36,216	**83,889**

These consolidated financial statements were approved by management on 4 March 2016 and were signed on its behalf by:



David Tvalabeishvili
General Director

Givi Bakhtadze
Financial Director

The consolidated statement of profit or loss and other comprehensive income is to be read in conjunction with the notes to, and forming part of, the consolidated financial statements set out on pages 8 to 42.

	Attributable to owners of the Company						
’000 GEL	**Share capital**	**Additional paid in capital**	**Fair value reserve for non-cash owner contributions**	**Retained earnings**	**Total**	**Non-controlling interests**	**Total equity**
Balance at 1 January 2014	**509,550**	**71,718**	**(282,181)**	**186,393**	**485,480**	**83,443**	**568,923**
Total comprehensive income							
Profit and total comprehensive income for the year	**-**	**-**	**-**	**85,655**	**85,655**	**(1,766)**	**83,889**
Transactions with owners of the Company							
Contributions and distributions							
Dividends	-	-	-	(33,000)	(33,000)	-	(33,000)
Distribution of non-cash assets, net of tax (see note 18(c))	-	-	-	(970)	(970)	-	(970)
Transfer of subsidiary, net of tax (see note 23)	-	-	-	(7,658)	(7,658)	-	(7,658)
Increase in share capital (see note 12)	63,141	-	-	-	63,141	-	63,141
Other contributions	-	-	-	-	-	1,639	1,639
Total contributions and distributions	**63,141**	**-**	**-**	**(41,628)**	**21,513**	**1,639**	**23,152**
Balance at 31 December 2014	**572,691**	**71,718**	**(282,181)**	**230,420**	**592,648**	**83,316**	**675,964**
Balance at 1 January 2015	**572,691**	**71,718**	**(282,181)**	**230,420**	**592,648**	**83,316**	**675,964**
Total comprehensive income							
Profit and total comprehensive income for the year	**-**	**-**	**-**	**76,019**	**76,019**	**(39,803)**	**36,216**
Transactions with owners of the Company							
Contributions and distributions							
Dividends (see note 18(c))	-	-	-	(29,361)	(29,361)	-	(29,361)
Distribution of non-cash assets, net of tax (see note 18(c))	-	-	-	(907)	(907)	-	(907)
Increase in share capital (see note 12)	38,210	-	-	-	38,210	-	38,210
Total contributions and distributions	**38,210**	**-**	**-**	**(30,268)**	**7,942**	**-**	**7,942**
Balance at 31 December 2015	**610,901**	**71,718**	**(282,181)**	**276,171**	**676,609**	**43,513**	**720,122**

The consolidated statement of changes in equity is to be read in conjunction with the notes to, and forming part of, the consolidated financial statements set out on pages 8 to 41.

	Note	2015	2014
’000 GEL			
Cash flows from operating activities			
Cash receipts from customers		425,656	370,055
Cash paid to suppliers and employees		(413,139)	(285,830)
Value added tax refund from the State		11,800	15,000
Cash from operations before income taxes and interest		**24,317**	**99,225**
Income tax paid		(17,105)	(7,769)
Interest paid		(40,918)	(30,406)
Interest received		37,436	18,815
Net cash from operating activities		**3,730**	**79,865**
Cash flows from investing activities			
Acquisition of property, plant and equipment		(101,934)	(137,285)
Decrease in term deposit		-	74,204
Repayment of loans given		120,015	-
Loans given		(2,402)	-
Acquisition of equity-accounted investee		(5,663)	-
Net cash from/(used in) investing activities		**10,016**	**(63,081)**
Cash flows from financing activities			
Dividends paid		(29,361)	(33,000)
Proceeds from borrowings		-	29,875
Repayment of borrowings		-	(29,765)
Cash distributed on the transfer of subsidiaries		-	(9,395)
Net cash used in financing activities		**(29,361)**	**(42,285)**
Net decrease in cash and cash equivalents		**(15,615)**	**(25,501)**
Cash and cash equivalents at 1 January		181,799	194,541
Effect of exchange rate fluctuations on cash and cash equivalents		24,904	12,759
Cash and cash equivalents at 31 December	17	**191,088**	**181,799**

During 2014 and 2015 the Group received non-cash contributions and made non-cash distributions to the Government of Georgia (see notes 12 and 18).

The consolidated statement of cash flows is to be read in conjunction with the notes to, and forming part of, the consolidated financial statements set out on pages 8 to 41.

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1. Reporting entity

(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 natural gas import and sale, rent of gas pipelines and the oil and gas exploration and extraction in Georgia. Following the completion of the Gardabani Combined Cycle Power Plant (CCPP) construction in July 2015, electricity generation was added to the Group's principal activities. On 7 September 2015 CCPP obtained the licence on operation for an unlimited period from Georgian National Energy and Water Supply Regulatory Commission (GNERC) and commenced generating revenue in accordance with the deregulated tariffs on the electricity market in Georgia. In accordance with the Government of Georgia order 475 dated 14 September 2015 Gardabani CCPP was granted the status of guaranteed capacity operator until 1 October 2040.

Since December 2006, when the Company has been granted the status of National Oil Company on behalf of the State of Georgia, the Company receives and sells the State's share of extracted oil and gas in Georgia in accordance with Production Sharing Agreements signed between the State and investors.

(b) Business environment

The Group's operations are 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, but are subject to varying interpretations and frequent changes which together with other legal and fiscal impediments contribute to the challenges faced by entities operating in Georgia. 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 accounting

(a) Statement of compliance

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRSs").

3. Functional and presentation currency

The national currency of Georgia is the Georgian Lari ("GEL"), which is the Company'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.

4. Use of estimates and judgments

The preparation of consolidated financial statements in conformity with IFRSs requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from those estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognised in the consolidated financial statements is included in the following notes:

- Note 13 Finance lease receivable – determination of whether the initial arrangement contains a finance lease and the fair value of the unguaranteed residual value at the end of the lease term;
- Note 17 Cash and cash equivalents – classification of term deposits with original maturities of more than three months as cash and cash equivalents;
- Note 11 Deferred tax assets and liabilities – determination of whether to recognise a temporary difference on initial recognition of the financial lease receivable; availability of future taxable profit against which carry-forward tax losses can be used;
- Note 23 Significant subsidiaries – determination of control over subsidiaries.

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year is included in the following notes:

- Note 15 Term deposits - recoverability of the term deposit pledged as collateral for a loan obtained by a state controlled entity;
- Note 22 (b) Credit risk – recoverability of trade and other receivables and loans given;

Measurement of fair values

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- *Level 1*: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- *Level 2*: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- *Level 3*: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability might be categorised in different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in note 22 (a) – accounting classifications and fair values.

5. Operating segments

Following the launch of the Gardabani CCPP in July 2015, a new strategic business unit was added to the reportable segments of the Group. The Group has five 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 (a related party).
- *Upstream activities*. Includes sale of oil from production sharing arrangements.
- *Oil transportation*. Includes income from transportation of oil through the territory of Georgia.
- *Electricity generation and supply*. Includes electricity sales and guaranteed capacity fees.

Information regarding the results of each reportable segment is included below. Performance is measured based on segment profit before personnel expenses, depreciation, finance income and cost and income tax, as included in the internal management reports that are reviewed by the Company's General Director. The 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

	Gas supply		**Pipeline rental**		**Upstream activities**		**Oil transportation**		**Electricity generation**		**Total**	
'000 GEL	**2015**	**2014**	**2015**	**2014**	**2015**	**2014**	**2015**	**2014**	**2015**	**2014**	**2015**	**2014**
External revenues	349,588	269,791	68,818	50,785	10,318	23,584	17,977	13,653	48,730	-	495,431	357,813
Cost of gas and oil	(312,147)	(224,346)	-	-	-	-	-	-	(25,007)	-	(337,154)	(224,346)
Reportable segment profit before unallocated costs, net finance cost and income tax	37,441	45,445	68,818	50,785	10,318	23,584	17,977	13,653	23,723	-	158,277	133,467

’000 GEL	**2015**	**2014**
Revenues		
Total revenue for reportable segments	495,431	357,813
Profit or loss		
Reportable segments profit	158,277	133,467
Unallocated amounts:		
Depreciation	(26,866)	(20,056)
Personnel costs	(11,702)	(9,216)
Net finance (costs)/income	(56,000)	1,429
Taxes other than on income	(8,968)	(6,659)
Other expenses	(16,564)	(7,908)
Other income	2,381	2,408
Consolidated profit before income tax	**40,558**	**93,465**

(ii) Geographical information

All of the Group’s revenues are generated in Georgia and all non-current assets are located in Georgia.

(iii) Major customer

In 2015 sales to one customer in the gas supply segment represented GEL 347,298 thousand which represents approximately 70 % of the Group’s total revenue (2014: GEL 267,190 thousand, 75%).

6. Revenue

’000 GEL	**2015**	**2014**
Sale of natural gas	349,588	269,791
Income from rent of gas pipelines	68,818	50,785
Income from electricity generation	48,730	-
Income from crude oil sales	10,318	23,584
Oil transportation fee	17,977	13,653
Total revenues	**495,431**	**357,813**

The Company rents its gas pipeline to Georgian Gas Transportation Company LLC. The rent agreement is valid until 1 January 2020. The lease payments are contingent on the volume of gas transported through the pipeline. Transactions with related parties are disclosed in note 26.

Oil transportation fee is received for the oil transit from Azerbaijan to Turkey through the Baku-Supsa pipeline.

Income from electricity generation and supply includes the income from guaranteed capacity fees of GEL 22,337 thousand and income from electricity generation of GEL 26,393 thousand.

7. Equity accounted investees

On 16 December 2015, the Group contributed 49.99% of the charter capital of Kartli Wind Power Station LLC, a subsidiary of Georgian Energy Development Fund JSC. As at 31 December 2015, the contribution amounted to GEL 5,381 thousand and the Group has a commitment to contribute an additional GEL 9,002 thousand upon the request of the party.

Kartli Wind Power Station LLC will construct the first wind power station in Georgia with a capacity of 20.7 MW. The feasibility study of the construction has been completed. The construction is expected to be completed by the end of September 2016.

8. Other expenses

'000 GEL	**2015**	**2014**
Professional services	4,810	491
Legal fees	3,302	1,888
Regulatory fees	2,265	802
Litigation settlement (see note 25 (b))	1,702	-
Office expenses and office equipment maintenance	1,233	682
Benefits to employees	676	469
Transportation, materials, repair and maintenance	647	286
Representative and business trip expenses	364	290
Write off and disposal of assets	-	786
Other	1,565	2,214
	16,564	**7,908**

9. Other income

'000 GEL	**2015**	**2014**
Oil processing	902	856
Customer penalties for late payment	124	166
Other	1,355	1,386
	2,381	**2,408**

10. Finance income and finance costs

'000 GEL	2015	2014
Recognised in profit or loss		
Interest income on bank deposits	9,544	-
Interest income on loans given	5,402	-
Customer late payment penalties	12,622	8,792
Unwinding of discount on finance lease receivable (note 13)	3,383	3,177
Finance income	**30,951**	**11,969**
Interest expense on loans and borrowings	(21,760)	-
Net foreign exchange loss	(65,191)	(10,416)
Interest expense on bank overdrafts	-	(124)
Finance costs	**(86,951)**	**(10,540)**
Net finance (costs)/income recognised in profit or loss	**(56,000)**	**1,429**

In 2015 the Group capitalised net interest on bonds issued in the amount of GEL 6,621 thousand (2014: GEL 3,592 thousand).This is the net result of interest expense on bonds issued of GEL 20,869 thousand (2014: GEL 32,174 thousand) and interest income on bank deposits and loans given of GEL 5,033 thousand (2014: GEL 15,336) and GEL 9,215 thousand (2014: GEL 13,246 thousand), respectively. Interest income was received from funds temporarily invested from the bond issuance proceeds in bank deposits and loans issued.

11. Income tax expense

(a) Amount recognized in profit and loss

The Group's applicable tax rate is the income tax rate of 15% for Georgian companies.

'000 GEL	2015	2014
Current tax expense		
Current year	15,875	16,861
Over provided in prior years	-	(2,938)
	15,875	**13,923**
Deferred tax expense		
Origination and reversal of temporary differences	(11,533)	(4,347)
	4,342	**9,576**

(b) Amount recognized in equity

In 2015 a current tax deduction of GEL 160 thousand (2014: GEL 171 thousand) related to the distribution of non-cash assets was recognized directly in equity.

Reconciliation of effective tax rate:

	2015		2014	
	’000 GEL	**%**	**’000 GEL**	**%**
Profit before income tax	40,558	100	93,465	100
Income tax at applicable tax rate	6,084	15	14,020	15
Non-deductible expenses	192	0	574	0
Under provided in prior years	-	-	(2,938)	(3)
Change in unrecognised temporary differences on finance lease receivable	(1,934)	(4)	(2,080)	(2)
	4,342	**11**	**9,576**	**10**

(c) Unrecognised deferred tax assets

No deferred tax asset has been recognized for the temporary difference between the tax and accounting base of the finance lease receivable that was contributed during 2010 (see note 13). Management has not recognized deferred tax on this temporary difference as the initial recognition of the financial lease affected neither accounting nor taxable profit or loss.

The unrecognised deferred tax asset on the above transaction as at 31 December 2015 is GEL 20,408 thousand (2014: GEL 22,342 thousand).

(d) Recognised deferred tax assets and liabilities

Deferred tax assets and liabilities are attributable to the following:

	Assets		Liabilities		Net	
’000 GEL	**2015**	**2014**	**2015**	**2014**	**2015**	**2014**
Property, plant and equipment	-	-	(77,441)	(15,498)	(77,441)	(15,498)
Inventories	349	279	-	-	349	279
Trade and other receivables	216	216	-	-	216	216
Loans and borrowings	957	620	-	-	957	620
Tax loss carry-forwards	75,254	2,243	-	-	75,254	2,243
Trade and other payables	57	-	-	-	57	-
Tax assets/(liabilities)	76,833	3,358	(77,441)	(15,498)	(608)	(12,140)
Set off of tax	(62,452)	(1,295)	62,452	1,295	-	-
Net tax assets/(liabilities)	**14,381**	**2,063**	**(14,989)**	**(14,203)**	**(608)**	**(12,140)**

Movement in temporary differences during the year:

'000 GEL	**1 January 2015**	**Recognised in profit or loss**	**31 December 2015**
Property, plant and equipment	(15,498)	(61,943)	(77,441)
Inventories	279	70	349
Trade and other receivables	216	-	216
Loans and borrowings	620	337	957
Tax loss carry-forwards	2,243	73,011	75,254
Trade and other payables	-	57	57
	(12,140)	**11,533**	**(608)**

'000 GEL	**1 January 2014**	**Recognised in profit or loss**	**31 December 2014**
Property, plant and equipment	(17,306)	1,808	(15,498)
Inventories	280	(1)	279
Trade and other receivables	203	13	216
Loans and borrowings	337	283	620
Tax loss carry-forwards	-	2,243	2,243
	(16,486)	**4,347**	**(12,140)**

Tax losses of GEL 1,136 thousand, GEL 14,953 thousand and GEL 485,606 thousand expire in 2023, 2024 and 2025 respectively. According to Georgian legislation tax losses can be carried forward for 5 years or 10 years if the Company selects so and notifies the tax authorities of this decision during the 5 year period. The Group management expect that they will select to utilize deferred tax assets during the 10 year period from the tax year in which the losses are incurred. The tax losses carried forward are related to Gardabani TPP LLC which is still in the start-up phase. Management have concluded that the status of a guaranteed capacity operator will be retained throughout the operation period of Gardabani TPP LLC at a tariff that will enable the business to operate at a level that will result in taxable profits sufficient to utilize tax losses carried forward.

The deductible temporary differences do not expire under current tax legislation. Deferred tax assets have been recognised in respect of these items because it is probable that future taxable profits will be available against which the Company can utilise the benefits therefrom.

12. Property, plant and equipment

'000 GEL	Gas and oil pipelines	Land and buildings	Electricity Generating Unit	Oil wells	Plant and equipment	Other	Under construction and uninstalled equipment	Total
Cost								
Balance at 1 January 2014	303,176	35,004	-	29,834	6,987	4,791	19,930	399,722
Additions	60,947	3,259	-	30	188	234	277,105	341,763
Transfers	2,655	-	-	-	(335)	-	(2,320)	-
Disposals	-	-	-	-	(180)	(131)	(6,597)	(6,908)
Balance at 31 December 2014	**366,778**	**38,263**	**-**	**29,864**	**6,660**	**4,894**	**288,118**	**734,577**
Balance at 1 January 2015	366,778	38,263	-	29,864	6,660	4,894	288,118	734,577
Additions	27,418	344	-	-	11,819	2,593	159,730	201,904
Transfers	16,611	55	391,563	-	-	113	(408,342)	-
Disposals	(96)	(1,077)	-	-	-	(11)	-	(1,184)
Balance at 31 December 2015	**410,711**	**37,585**	**391,563**	**29,864**	**18,479**	**7,589**	**39,506**	**935,297**
Depreciation and impairment losses								
Balance at 1 January 2014	92,489	4,450	-	19,084	5,048	2,896	6,179	130,146
Depreciation for the year	16,549	690	-	2,054	349	414	-	20,056
Disposals	-	-	-	-	-	(38)	(6,179)	(6,217)
Balance at 31 December 2014	**109,038**	**5,140**	**-**	**21,138**	**5,397**	**3,272**	**-**	**143,985**
Balance at 1 January 2015	109,038	5,140	-	21,138	5,397	3,272	-	143,985
Depreciation for the year	15,989	612	7,065	1,402	1,372	416	-	26,856
Balance at 31 December 2015	**125,027**	**5,752**	**7,065**	**22,540**	**6,769**	**3,688**	**0**	**170,841**
Carrying amounts								
At 1 January 2014	**210,687**	**30,554**	**-**	**10,750**	**1,939**	**1,895**	**13,751**	**269,576**
At 31 December 2014	**257,740**	**33,123**	**-**	**8,726**	**1,263**	**1,622**	**288,118**	**590,592**
At 31 December 2015	**285,684**	**31,833**	**384,498**	**7,324**	**11,710**	**3,901**	**39,506**	**764,456**

During 2015 the Government of Georgia contributed gas pipelines of GEL 27,471 thousand, land plots of GEL 326 thousand, plant and equipment of GEL 10,054 thousand and inventory of GEL 359 thousand (2014: gas pipeline of GEL 62,799 thousand and land plots of GEL 342 thousand) in the form of an increase in share capital. The nominal value of these assets approximates their fair value.

13. Finance lease receivable

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

The Group has recognized the finance lease receivable of GEL 39,229 thousand at the date when the title of the pipelines was transferred to the Group. The finance 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 and the present value of the net investment in the lease has been recognised in equity as a fair value adjustment for non-cash owner contributions.

'000 GEL	**2015**	**2014**
Finance lease receivable at 1 January	52,041	48,864
Unwinding of discount on finance lease receivable	3,383	3,177
Finance lease receivable at 31 December	**55,424**	**52,041**

Contingent rent related to oil transportation recognized in the consolidated statement of profit or loss and other comprehensive income during 2015 amounted to GEL 17,977 thousand (2014: GEL 13,653 thousand).

14. Loans given

'000 GEL	**2015**	**2014**
Non-current assets		
Loan given to the shareholder	-	89,887
Loan given to the state controlled entity	58,919	48,878
Loan given to third party	2,422	**-**
Total non-current	**61 341**	**138,765**
Current assets		
Short term-part of loan given to the shareholder	-	14,793
Short term part of loan given to the state controlled entity	5,763	1,689
Total current	**5,763**	**16,482**
	67,104	**155,247**

The unsecured loan given to the state controlled entity, originally bearing a contractual rate of interest of 11% per annum, was restructured in May 2014. As a result the rate of interest was changed to 9.5% and the principal repayments were rescheduled from 2014 to 2017. As at 31 December 2014 100 % of shares of a wholly owned subsidiary of the borrower with an estimated fair value approximately the same as the carrying value of the loan were pledged to secure the loan given to the state controlled entity. In February 2015 in accordance with the decision of the Government of Georgia, the key asset of that subsidiary was sold to a third party. The loan to the state controlled entity was not overdue and payments were made in accordance with loan repayment schedule. The

management believes that, if required, the State of Georgia (National Agency of State Property of the Ministry of Economy and Sustainable Development) will provide support to the extent permitted by the Georgian legislation to the state controlled entity to enable it to repay the loan.

The loan given to a third party bears the contractual rate of interest of 9.5% and matures within 2 years and is secured by the borrowers fixed assets.

The Group's exposure to credit risks and impairment losses related to loans are disclosed in note 22.

15. Term deposits

Terms and conditions of the term deposits are as follows:

				31 December 2015		**31 December 2014**	
'000 GEL	**Currency**	**Nominal interest rate**	**Year of maturity**	**Face value**	**Carrying amount**	**Face value**	**Carrying amount**
Non-current term deposit	USD	7.125%	2017	61,074	61,074	44,372	44,372
				61,074	**61,074**	**44,372**	**44,372**

The Group's non-current term deposits include GEL 23,949 thousand (2014: GEL 18,636 thousand) which have been pledged as collateral for a loan obtained by a state controlled entity in the agriculture sector. The Ministry of Agriculture of Georgia has confirmed its intent to provide support to the state controlled entity to enable it to repay the loan. The loan was not overdue at 31 December 2015. The management believes that, if required, The Ministry of Agriculture of Georgia will provide support to the extent permitted by the Georgian legislation to the state controlled entity and that there is no impairment risk.

The Group's exposure to credit and currency risks and impairment losses related to term deposits are disclosed in note 22.

16. Trade and other receivables

'000 GEL	**2015**	**2014**
Trade receivables	181,113	69,576
Other receivables	370	366
	181,483	**69,942**

The Group's exposure to credit and currency risks and impairment losses related to trade and other receivables are disclosed in note 22.

17. Cash and cash equivalents

’000 GEL	**2015**	**2014**
Bank balances	114,341	97 235
Call deposits	76,169	84 564
Restricted cash	578	-
Cash and cash equivalents in the consolidated statement of cash flows and in the consolidated statement of financial position	**191,088**	**181 799**

Call deposits represent term deposits with banks with maturities greater than three months from the acquisition date but for which the Group has the unilateral right to withdraw the deposits within a few days of providing notification without incurring significant penalties or loss of interest. Consequently, these term deposits have been classified in accordance with their nature which is that of a call deposit.

The Group’s exposure to interest rate risk and a sensitivity analysis for financial assets and liabilities are disclosed in note 22.

18. Equity

(a) Share capital

Number of shares unless otherwise stated	**Ordinary shares**	
	2015	**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 contributed	1,910,499	3,157,053
On issue at 31 December	30,545,028	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.

(b) Additional paid in capital

Additional paid in capital represents benefits provided to the Group by the Government of Georgia acting in its role of the shareholder and non-cash assets transferred by the Group to the Government of Georgia.

(c) Dividends and other distribution to shareholders

In 2015 dividends of GEL 29,361 thousand were declared and paid (2014: GEL 33,000 thousand were declared and paid). In 2015 non-cash assets with a carrying amount of GEL 1,067 thousand (2014: GEL 1,141 thousand) were transferred to the shareholder. The related tax effect on the distribution was GEL 160 thousand (2014: GEL 171 thousand).

(d) Non-controlling interests

Non-controlling interest represents the Partnership Fund JSC's contribution to the charter capital and its share of the cumulative retained earnings of Gardabani TPP LLC, a subsidiary of the Group (see note 23).

19. Capital management

The Group has no formal policy for capital management but management seeks to maintain a sufficient capital base for meeting the Group's operational and strategic needs, and to maintain confidence of market participants. This is achieved with efficient cash management, constant monitoring of Group's revenues and profit, and long-term investment plans mainly financed by the Group's operating cash flows. With these measures the Group aims for steady profits growth.

There were no changes in the Group's approach to capital management during the year.

Neither the Company nor its subsidiary are subject to externally imposed capital requirements.

20. Loans and borrowings

This note provides information about the contractual terms of the Group's interest-bearing loans and borrowings, which are measured at amortised cost. For more information about the Group's exposure to interest rate, foreign currency and liquidity risk, see note 22.

'000 GEL	2015	2014
Non-current liabilities		
Unsecured bond issue	587,172	456,910
	587,172	**456,910**
Current liabilities		
Current portion of unsecured bond issue	13,042	8,299
	13,042	**8,299**

Terms and debt repayment schedule

Terms and conditions of outstanding loans were as follows:

				31 December 2015		31 December 2014	
'000 GEL	Currency	Nominal interest rate	Year of maturity	Face value	Carrying amount	Face value	Carrying amount
Unsecured bond issue	USD	6.875%	2017	598,725	600,214	465,900	465,209
Total interest-bearing liabilities				**598,725**	**600,214**	**465,900**	**465,209**

In May 2012, the Group issued Eurobonds on the London Stock Exchange with a face value of USD 250 million maturing in May 2017. The bonds bear a contractual rate of interest of 6.875% per annum on the nominal amount. Initially, the proceeds were planned to be used for the Namakhvani Hydro Power Plant cascade construction and for general corporate purposes. The Namakhvani Hydro Power Plant was put on hold and subsequently, on 3 April 2014, the Group transferred its wholly owned subsidiary Namakhvani HPP JSC to the State (see note 7). The bond proceeds were instead used for the Gardabani Combined Cycle Power Plant (CCPP) construction (see note 23).

During 2015, the Group entered into a USD 30 million credit line agreement at 10 % interest rate with JSC VTB Bank Georgia. As at 31 December 2015, no amounts have been drawn down under this credit agreement.

21. Trade and other payables

’000 GEL	2015	2014
Trade payables	67,763	32,261
Construction payables	-	34,784
Other payables	44	61
	67,807	**67,106**

The Construction payables in 2014 represents the payables made for the construction of Gardabani CCPP and gas pipelines. The Group’s exposure to currency and liquidity risk related to trade and other payables is disclosed in note 22.

22. Fair values and risk management

(a) Accounting classifications and fair values

The estimates of fair value are intended to approximate 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. However given the uncertainties and the use of subjective judgment, the fair value should not be interpreted as being realisable in an immediate sale of the assets or transfer of liabilities.

(i) Measurement of fair values

Financial instruments not measured at fair value

Type	Fair value	Valuation technique	Significant unobservable inputs
Financial assets	Level 2	Discounted cash flows	Not applicable
Financial liabilities	Level 2	Discounted cash flows	Not applicable

The carrying values of financial assets and liabilities of the Group are a reasonable approximation of their fair values.

(b) Financial risk management

The Group has exposure to the following risks from its use of financial instruments:

- credit risk (see (b)(ii));
- liquidity risk (see (c);
- market risk (see (d).

(i) Risk management framework

The Supervisory Board has overall responsibility for the establishment and oversight of the Group’s risk management framework.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities.

(ii) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers, loans given, term deposits and cash and cash equivalents.

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was as follows:

	Carrying amount	
'000 GEL	**2015**	**2014**
Trade and other receivables	181,483	69,942
Loans given	67,104	155,247
Term deposits	61,074	44,372
Cash and cash equivalents	191,088	181,799
	500,749	**451,360**

(iii) Trade and other receivables

Credit risk is managed by requesting prepayments from customers or assessing their creditworthiness prior to extending credit. No collateral in respect of trade and other receivables is generally required.

The Group establishes an allowance for impairment that represents its estimate of incurred losses in respect of trade and other receivables.

The maximum exposure to credit risk for trade receivables at the reporting date by geographic region was:

	Carrying amount	
'000 GEL	**2015**	**2014**
Domestic	180,105	69,913
Euro-zone countries	-	8
CIS countries	1,378	21
	181,483	**69,942**

The maximum exposure to credit risk for trade receivables at the reporting date by type of customer was:

	Carrying amount	
'000 GEL	**2015**	**2014**
Gas distributors	143,222	67,509
Electricity distributors	19,655	-
Gas pipeline rentals	15,972	-
Others	2,634	2,433
	181,483	**69,942**

As at 31 December 2015 the Group had one customer whose balances exceeded 10% of total trade receivables (31 December 2014: one customer). The carrying value of these balances as at 31 December 2015 was GEL 143,222 thousand (31 December 2014: GEL 67,509 thousand).

Impairment losses

The ageing of trade and other receivables at the reporting date was as follows:

'000 GEL	**Gross 2015**	**Impairment 2015**	**Gross 2014**	**Impairment 2014**
Not past due	96,008	-	55,764	-
Past due 0-30 days	43,336	-	13,509	-
Past due 31-365 days	41,371	-	158	-
Past due more than one year	4,238	3,470	3,981	3,470
	184,953	**3,470**	**73,412**	**3,470**

The Group believes that the unimpaired amounts that are past due by more than 30 days are still collectible, based on historic payment behaviour and analysis of customer credit risk.

(iv) Loans given

The Group provided loans to the shareholder (see note 14), to a state controlled entity and to a third party company.

The loan to the shareholder was fully repaid in 2015.

The unsecured loan to the state controlled entity is not past due as at 31 December 2015. The management believes that, if required, the Government of Georgia (National Agency of State Property of the Ministry of Economy and Sustainable Development) will provide support to the extent permitted by the Georgian legislation to the state controlled entity to enable it to repay the loan.

The secured loan to a third party is not past due as at 31 December 2015.

(v) Term deposits and cash and cash equivalents

As at 31 December 2015 the Group had placements with 5 banks whose balances exceeded 10% of total term deposits and cash and cash equivalents (31 December 2014: 5 banks). The carrying value of these balances as of 31 December 2015 was GEL 234,550 thousand (31 December 2014: GEL 200,665 thousand). The long-term credit rating of the Banks according to Fitch Ratings as at 31 December 2015 was BB-.

(c) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation. The Group's liquidity management also involves monitoring the covenants embedded in the bond issue agreement.

Typically the Group ensures that it has sufficient cash on demand to meet expected operational expenses for a period of 60 days, including the servicing of financial obligations; this excludes the potential impact of extreme circumstances that cannot reasonably be predicted, such as natural disasters.

Exposure to liquidity risk

The following are the contractual maturities of financial liabilities at the reporting date. The amounts include estimated interest payments. It is not expected that the cash flows included in the maturity analysis could occur significantly earlier, or at significantly different amounts.

2015

	Carrying amount	Contractual cash flows	0-6 mths	6-12 mths	1-2 yrs	2-3 yrs
Non-derivative financial liabilities						
Unsecured bond issues	600,214	660,468	20,581	20,581	619,306	-
Trade and other payables	67,807	67,807	67,807	-	-	-
	668,021	**728,275**	**88,388**	**20,581**	**619,306**	**-**

2014

	Carrying amount	Contractual cash flows	0-6 mths	6-12 mths	1-2 yrs	2-3 yrs
Non-derivative financial liabilities						
Unsecured bond issues	465,209	545,976	16,015	16,015	32,031	481,915
Trade and other payables	67,106	67,106	39,104	28,002	-	-
	532,315	**613,082**	**55,119**	**44,017**	**32,031**	**481,915**

(d) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

(i) Currency risk

The Group is exposed to currency risk on sales, purchases and borrowings that are denominated in a currency other than the respective functional currencies of Group entities. The currency in which these transactions primarily are denominated is USD. Generally, the Group's borrowings are denominated in currencies that match the cash flows generated by the underlying operations of the Group. This provides an economic hedge without a need to enter into derivatives contracts.

The Group's exposure to foreign currency risk was as follows:

Exposure to currency risk

'000 GEL	USD-denominated 2015	USD-denominated 2014
Trade and other receivables	1,771	1,946
Loans given	67,104	155,247
Term deposits	61,074	44,372
Cash and cash equivalents	73,756	82,083
Trade and other payables	(24,145)	(42,360)
Loans and borrowings	(600,214)	(465,209)
Net exposure	**(420,654)**	**(223,921)**

The following significant exchange rates have been applied during the year:

in GEL	Average rate		Reporting date spot rate	
	2015	2014	2015	2014
USD	2.2702	1.7659	2.3949	1.8636

Sensitivity analysis

A reasonably possible 30% strengthening of the GEL, as indicated below, against USD at 31 December would have affected the measurement of financial instruments denominated in a foreign currency and increased/(decreased) profit or loss by the amounts shown below. The analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

'000 GEL	Profit or loss
31 December 2015	107,267
31 December 2014	57,100

A weakening of the GEL against USD at 31 December would have had the equal but opposite effect to the amounts shown above, on the basis that all other variables remain constant. There would be no impact directly in equity as a result of foreign currency fluctuations.

(ii) Interest rate risk

Changes in interest rates impact primarily loans and borrowings by changing either their fair value (fixed rate debt) or their future cash flows (variable rate debt). Management does not have a formal policy of determining how much of the Group's exposure should be to fixed or variable rates. However, at the time of raising new loans or borrowings management uses its judgment to decide whether it believes that a fixed or variable rate would be more favourable to the Group over the expected period until maturity.

Exposure to interest rate risk

At the reporting date the interest rate profile of the Group's interest-bearing financial instruments was as follows:

	Carrying amount	
'000 GEL	**2015**	**2014**
Fixed rate instruments		
Loans given	67,104	155,247
Term deposits	61,074	44,372
Cash and cash equivalents	191,088	181,799
Loans and borrowings	(600,214)	(465,209)
	(280,948)	**(83,791)**

Fair value sensitivity analysis for fixed rate instruments

The Group does not account for any fixed-rate financial instruments as fair value through profit or loss or as available-for-sale. Therefore a change in interest rates at the reporting date would not have an effect in profit or loss or in equity.

23. Significant subsidiaries and Non-controlling interest

In October 2013 a new subsidiary, Gardabani TPP LLC, was created by the Company and Partnership Fund JSC with 51% and 49% interest, respectively. The charter capital was defined at USD 100,000 thousand. The paid in charter capital as at 31 December 2015 amounted to GEL 171,349 thousand.

In accordance with the charter of the subsidiary, unanimous agreement is required for certain decisions. Management has concluded that the Group has control over the subsidiary because the Group is exposed to (has rights to) variable returns from its involvement with the subsidiary, and has the ability to affect those returns through its power over the subsidiary. The conclusion is based on the percentage of the ownership interest and the significance of decisions defined in the charter of the subsidiary for which only a simple majority of votes is required.

The subsidiary was created for the construction of Gardabani Combined Cycle Power Plant (CCPP). The construction works were completed in July 2015. The Gardabani CCPP began generating revenue from September 2015.

As at 31 December 2014 the prepayments for the construction of the plant in the amount of GEL 96,632 thousand were fully used for the construction of Gardabani CCPP in 2015.

The following table summarises the information relating to the Group's subsidiary Gardabani TPP LLC that has material NCI.

’000 GEL	**2015**	**2014**
NCI percentage	49%	49%
Non-current assets	442,313	383,401
Current assets	49,941	22,615
Non-current liabilities	(365,888)	(206,140)
Current liabilities	(37,564)	(29,843)
Net assets	**88,802**	**170,033**
Carrying amount of NCI	43,513	83,316
Revenue	48,977	-
Loss	(81,231)	(3,604)
Total comprehensive loss	**(81,231)**	**(3,604)**
Loss allocated to NCI	(39,803)	(1,766)
Cash flows from/(used in) operating activities	7,723	(30,268)
Cash flows used in investment activities	(78,524)	(126,537)
Cash flows from financing activities (dividends to NCI: nil)	71,052	164,371
Net increase in cash and cash equivalents	**251**	**7,566**

Starting from 1 January 2015 the Group changed the presentation of non-controlling interest and comparative information has been adjusted for consistency.

On 3 April 2014 the Group distributed its wholly owned non-operating subsidiary, Namakhvani HPP JSC, to the State of Georgia (National Agency of State Property). The subsidiary contributed GEL 78 thousand to the net profit for the year. The distribution of the subsidiary had the following effect on the Group’s assets and liabilities at the date of distribution.

’000 GEL	**Carrying amount at the date of distribution**
Non-current assets	
Property, plant and equipment	146
Current assets	
Inventories	92
VAT recoverable	1,148
Cash and cash equivalents	9,395
Current liabilities	
Trade and other payables	(5)
VAT and other taxes payable	(118)
Net identifiable assets and liabilities distributed	**10,658**
Tax effect on nominal amount of investment distributed	3,000
Net identifiable assets and liabilities distributed, net of tax	**7,658**
Cash and cash equivalents disposed of	**9,395**

24. Capital and other commitments

The Group had entered into contracts for construction of pipelines with outstanding capital commitments as at 31 December 2015 of GEL 30,163 thousand (31 December 2014: GEL 49,968 thousand). The capital commitments as at 31 December 2014 mainly represent the contractual commitments for the construction of Gardabani CCPP.

The Group is a party to a Supplemental Gas purchase agreement effective until 2026 in accordance with which the Group shall take and pay for or pay for if not taken certain quantities of gas and at predetermined prices, which are significantly below the current market price of natural gas. As at 31 December 2015 the total remaining amount of Supplemental Gas to be purchased and paid for amounted to GEL 1,002,546 thousand (31 December 2014: GEL 845,268 thousand). The Group is also a party to a gas sale agreement based on which its customer must take and pay for or pay for if not taken the whole quantity of gas purchased by the Group including the whole amount of the Supplemental Gas. As a result the Group considers that their commitment in respect of the purchase of Supplemental Gas is set off by the commitment of the Group's customer to buy that amount of gas and represents an effective back-to-back contractual arrangement whereby the Group passes its obligations towards the customer of the Group.

25. 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 has reached the settlement with regards to the claim brought by the foreign companies in 2010. The alleged counterparty initiated court proceedings in Israel aimed at the commencement of the respective arbitration proceedings with respect of this dispute. The arbitration proceedings itself started in March, 2014. Finally and conclusively, in August 2015, the dispute was settled by the parties against the payment by the Group of the settlement consideration.

(c) Taxation contingencies

The taxation system in Georgia is relatively new and is characterised by frequent changes in legislation, official pronouncements and court decisions, which are sometimes unclear, contradictory and subject to varying interpretation. 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.

The Government of Georgia has announced its intention to move to the so-called Estonian Model of corporate taxation, which moves the moment of taxation from when taxable profits are earned to when they are distributed. Legislation is being drafted to go before Parliament in the next two to three months. The introduction of this legislation could have a significant impact on the corporate tax profit of entities in Georgia.

(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.

26. Related party transactions

(a) Control relationships

As at 31 December 2015 and 2014 Georgian Oil and Gas Corporation JSC is wholly owned by Partnership Fund JSC. The ultimate controlling party of the Group is the Government of Georgia. The Group’s parent company produces publicly available financial statements.

(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	**2015**	**2014**
Salaries and bonuses	**922**	**697**

(c) Other related party transactions

The Group transacts in its daily operations with a number of entities that are either controlled, jointly controlled or under significant influence of the Government of Georgia. The Group has opted to apply the exemption in IAS 24 *Related Party Disclosures* that allows the presentation of reduced related party disclosures regarding transactions with government-related entities.

Management estimates that the aggregate amounts of other income and expenses and the related balances with Government-related entities, except as disclosed below are not significant.

The Group’s related party transactions are disclosed below. Transactions with the Government of Georgia are disclosed in notes 6, 12, 13, 14, 16 and 18 of these consolidated financial statements.

(i) Revenue

	Transaction value for the year ended 31 December		Outstanding balance as at 31 December	
'000 GEL	**2015**	**2014**	**2015**	**2014**
State controlled entities:				
Rent of pipelines	68,818	50,785	15,973	-
Income from electricity generation	43,236	-	16,754	-
	112,054	**50,785**	**32,727**	**-**

(ii) Expenses

	Transaction value for the year ended 31 December		Outstanding balance as at 31 December	
'000 GEL	**2015**	**2014**	**2015**	**2014**
State controlled entities:				
Purchase of gas	60,839	49,253	30,307	8,755
	60,839	**49,253**	**30,307**	**8,755**

(iii) Loans

'000 GEL	**Interest accrued**		**Outstanding balance**	
	2015	**2014**	**2015**	**2014**
Loans given:				
Shareholder	8,566	8,573	-	104,680
State controlled entity	5,763	4,673	64,682	50,567
	14,329	**13,246**	**64,682**	**155,247**

27. Subsequent events

On 9 February 2016 Gardabani TPP LLC obtained a GEL 5,211 thousand loan from Partnership Fund JSC to be repaid within 45 days. The loan bears interest of 9.5 % per annum and the credit facility amounts to USD 25,000 thousand.

In January 2016 the Group's interest in Kartli Wind Power Station LLC decreased to 21.4 %.

28. Basis of measurement

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

29. Significant accounting policies

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements, and have been applied consistently by Group entities.

(a) Basis of consolidation

(i) Non-controlling interests

Non-controlling interests are measured at their proportionate share of the acquiree's identifiable net assets at the acquisition date.

(ii) Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. The accounting policies of subsidiaries have been changed when necessary to align them with the policies adopted by the Group. Losses applicable to the non-controlling interests in a subsidiary are allocated to the non-controlling interests even if doing so causes the non-controlling interests to have a deficit balance.

(iii) Interests in equity-accounted investees

The Group's interests in equity-accounted investees comprise interests in associates.

Associates are those entities in which the Group has significant influence, but not control or joint control, over the financial and operating policies. Significant influence is presumed to exist when the Group holds between 20% and 50% of the voting power of another entity.

Interests in associates are accounted for using the equity method and are recognised initially at cost. The cost of the investment includes transaction costs.

The consolidated financial statements include the Group's share of the profit or loss and other comprehensive income of equity accounted investees, after adjustments to align the accounting policies with those of the Group, from the date that significant influence commences until the date that significant influence ceases.

When the Group's share of losses exceeds its interest in an equity-accounted investee, the carrying amount of that interest including any long-term investments, is reduced to zero, and the recognition of further losses is discontinued, except to the extent that the Group has an obligation or has made payments on behalf of the investee.

(iv) Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated.

(b) Revenue

(i) Sale of gas and oil

Revenue from the sale of gas and oil in the course of ordinary activities is measured at the fair value of the consideration received or receivable, net of returns, trade discounts and volume rebates.

Revenue is recognized when persuasive evidence exists, usually in the form of an executed sales agreement, that the significant risks and rewards of ownership have been transferred to the customer, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, there is no continuing management involvement with the goods, and the amount of revenue can be measured reliably. If it is probable that discounts will be granted and the amount

can be measured reliably, then the discount is recognized as a reduction of revenue as the sales are recognized.

The timing of the transfers of risks and rewards varies depending on the individual terms of the sales agreement. For sales of gas, the sale is recognized on the basis of metered usage of gas by customers. For sales of oil, transfer occurs upon loading the product onto the relevant carriers, inspection by an independent inspector and sealing of carriers based on FCA (Incoterms 2000) at Vaziani or Supsa (Georgia) stations. The seller is responsible for delivery of goods to the named points, uploading goods to the buyer's wagons and customs registration.

(ii) Electricity generation and supply

Revenue from the sale of electricity is recognised on the basis of metered delivery to the JSC Georgian State Electrosystem.

Revenue for the available capacity fee is recognised based on the number of days during the month the plant was ready to supply electricity at the agreed upon capacity. Daily capacity fee is set by Georgian National Energy and Water Supply Regulatory Commission (GNERC).

(iii) Rent of pipelines

Revenue from rent of gas pipelines is recognized in profit or loss on the basis of the metered gas transferred through the pipelines at the contract rate.

(iv) Services

Revenue from services rendered is recognized in profit or loss in proportion to the stage of completion of the transaction at the reporting date. The stage of completion is assessed by reference to surveys of work performed.

Oil transportation fees received in cash are recognized on the basis of the metered oil transferred through the pipelines at the contract rate for barrels of oil.

(c) Finance income and costs

The Group's finance income and finance costs include:

- interest income;
- unwinding of discount on finance lease receivable;
- interest expense.

Interest income or expense is recognised using the effective interest method.

Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognised in profit or loss using the effective interest method.

(d) Foreign currency transactions

Transactions in foreign currencies are translated to the respective functional currencies of Group entities at exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies at the reporting date are retranslated to the functional currency at the exchange rate at that date. The foreign currency gain or loss on monetary items is the difference between amortised cost in the functional currency at the beginning

of the period, adjusted for effective interest and payments during the period, and the amortised cost in foreign currency translated at the exchange rate at the end of the reporting period.

Non-monetary items in a foreign currency that are measured based on historical cost are translated using the exchange rate at the date of the transaction.

Foreign currency differences arising in retranslation are recognised in profit or loss.

(e) Employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid under short-term cash bonus or profit-sharing plans if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the obligation can be estimated reliably.

(f) Income tax

Income tax expense comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to items recognised directly in equity or in other comprehensive income.

(i) Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

(ii) Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss;
- temporary differences related to investments in subsidiaries and joint arrangements to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future.

A deferred tax asset is recognised for unused tax losses, unused tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax assets and liabilities, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

(g) Inventories

Inventories are measured at the lower of cost and net realisable value. The cost of inventories is based on the first-in first-out principle, and includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their existing location and condition. In the case of manufactured inventories and work in progress, cost includes an appropriate share of production overheads based on normal operating capacity.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

(h) Property, plant and equipment

(i) Recognition and measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses. Property, plant and equipment contributed by the shareholder are initially measured at fair value. The cost of property, plant and equipment at the date of adopting IFRS, 1 January 2008, was determined by reference to its fair value at that date (“deemed cost”).

Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and direct labour, any other costs directly attributable to bringing the asset to a working condition for their intended use, the costs of dismantling and removing the items and restoring the site on which they are located, and capitalized borrowing costs. Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

If significant parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and is recognized net within other income/other expenses in profit or loss.

(ii) Subsequent expenditure

The cost of replacing a component of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the component will flow to the Group, and its cost can be measured reliably. The carrying amount of the replaced component is derecognised. The costs of the day-to-day servicing of property, plant and equipment are recognised in profit or loss as incurred.

(iii) Depreciation

Items of property, plant and equipment are depreciated from the date that they are installed and are ready for use, or in respect of internally constructed assets, from the date that the asset is completed and ready for use. Depreciation is based on the cost of an asset less its residual value.

Depreciation is recognised in profit or loss on a straight-line basis over the estimated useful lives of each part of an item of property, plant and equipment, since this most closely reflects the expected pattern of consumption of the future economic benefits embodied in the asset. Leased assets are

depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Group will obtain ownership by the end of the lease term. Land is not depreciated.

The estimated useful lives of significant items of property, plant and equipment for the current and comparative periods are as follows:

- gas and oil pipelines 30-35 years;
- buildings 50 years;
- electricity generating unit 25 years;
- oil wells 4-9 years;
- plant and equipment 2-14 years;
- other 1-6 years.

Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

(i) Financial instruments

The Group classifies non-derivative financial assets into the loans and receivables.

The Group classifies non-derivative financial liabilities into the other financial liabilities category.

(i) Non-derivative financial assets

The Group initially recognizes loans and receivables and deposits on the date that they are originated. All other financial assets and financial liabilities are recognised initially on the trade date at which the Group becomes a party to the contractual provisions of the instrument.

The Group derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred. Any interest in transferred financial assets that is created or retained by the Group is recognized as a separate asset or liability.

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled or expire.

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the recognised amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

Loans and receivables

Loans and receivables are a category of financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are recognized initially at fair value plus any directly

attributable transaction costs. Subsequent to initial recognition loans and receivables are measured at amortised cost using the effective interest method, less any impairment losses.

Loans and receivables category comprise loans given, trade and other receivables, term deposits and cash and cash equivalents.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances, call deposits and highly liquid investments with maturities of three months or less from the acquisition date that are subject to insignificant risk of changes in their fair value.

(ii) Non-derivative financial liabilities-measurement

The Group classifies non-derivative financial liabilities into the other financial liability category. Such financial liabilities are recognized initially at fair value less any directly attributable transaction costs. Subsequent to initial recognition, these financial liabilities are measured at amortised cost using the effective interest method.

Other financial liabilities comprise loans and borrowings and trade and other payables.

(j) Share capital

Ordinary shares

Ordinary shares are classified as equity. Incremental costs directly attributable to issue of ordinary shares and share options are recognized as a deduction from equity, net of any tax effects.

Reduction of share capital

Share capital reductions and non-cash distributions are recognized at the carrying amount of the assets distributed. Non-cash distributions of the Company are out of scope of IFRIC 17 *Distributions of Non-cash Assets to Owners* since the ultimate controlling party controls the assets before and after the distribution.

Increase of share capital

Share capital increase is effected through issuance of new shares. When share capital is increased, any difference between the registered amount of share capital and the fair value of the assets contributed is recognized as a separate component of equity as fair value adjustment reserve for non-cash owner contributions.

(k) Impairment

(i) Non-derivative financial assets

A financial asset is assessed at each reporting date to determine whether there is any objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

Objective evidence that financial assets are impaired can include:

- default or delinquency by a debtor;
- restructuring of an amount due to the Group on terms that the Group would not consider otherwise;
- indications that a debtor or issuer will enter bankruptcy;
- adverse changes in the payment status of borrowers or issuers in the Group;
- economic conditions that correlate with defaults; or
- observable data indicating that there is measurable decrease in expected cash flows from a group of financial assets.

Financial assets measured at amortised cost

The Group considers evidence of impairment for these assets at both an individual asset and a collective level. All individually significant loans and receivables are individually assessed for impairment. Those found not to be impaired are then collectively assessed for any impairment that has been incurred but not yet identified. Assets that are not individually significant are collectively assessed for impairment by grouping together assets with similar risk characteristics.

In assessing collective impairment the Group uses historical trends of the probability of default, timing of recoveries and the amount of loss incurred, adjusted for management's judgement as to whether current economic and credit conditions are such that the actual losses are likely to be greater or less than suggested by historical trends.

An impairment loss is calculated as the difference between an asset's carrying amount, and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Losses are recognized in profit or loss and reflected in an allowance account. When the Group considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. Interest on the impaired asset continues to be recognized through the unwinding of the discount. When a subsequent event causes the amount of impairment loss to decrease and the decrease can be related objectively to an event occurring after the impairment was recognised, the decrease in impairment loss is reversed through profit or loss.

(ii) Non-financial assets

The carrying amounts of the Group's non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. An impairment loss is recognized if the carrying amount of an asset or its related cash-generating unit (CGU) exceeds its estimated recoverable amount.

For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGU.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

Impairment losses are recognized in profit or loss. Impairment losses recognized in respect of CGUs are allocated to reduce the carrying amounts of the assets in the CGU on a pro rata basis.

Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognized.

(l) Provisions

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost.

(m) Leased assets

Assets held by the Group under leases that transfer to the Group substantially all the risks and rewards of ownership are classified as finance leases. Upon initial recognition the leased asset is measured at an amount equal to the lower of its fair value and the present value of the minimum lease payments. Subsequent to initial recognition, the asset is accounted for in accordance with the accounting policy applicable to that asset.

When the Group is the lessor in a lease agreement that transfers substantially all of the risks and rewards incidental to ownership of the asset to the lessee, the arrangement is classified as a finance lease and a receivable equal to the net investment in the lease is recognized and presented within loans and receivables. Subsequently the recognition of finance income is based on a pattern reflecting a constant periodic rate of return on the Group's net investment in the finance lease.

Other leases are operating leases and the leased assets are not recognised on the Group's statement of financial position.

(n) Segment reporting

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components. All operating segments' operating results are reviewed regularly by the General Director to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available.

Segment results that are reported to the General Director include items directly attributable to a segment.

30. New standards and interpretations not yet adopted

A number of new Standards, amendments to Standards and Interpretations are not yet effective as at 31 December 2015, and have not been applied in preparing these consolidated financial statements. Of these pronouncements, potentially the following will have an impact on the Group's operations. The Group plans to adopt these pronouncements when they become effective.

New or amended standard	Summary of the requirements	Possible impact on consolidated financial statements
IFRS 9 *Financial Instruments*	IFRS 9, published in July 2014, replaces the existing guidance in IAS 39 *Financial Instruments: Recognition and Measurement*. IFRS 9 includes revised guidance on the classification and measurement of financial instruments, including a new expected credit loss model for calculating impairment on financial assets, and the new general hedge accounting requirements. It also carries forward the guidance on recognition and derecognition of financial instruments from IAS 39. IFRS 9 is effective for annual reporting periods beginning on or after 1 January 2018, with early adoption permitted.	The Group is assessing the potential impact on its consolidated financial statements resulting from the application of IFRS 9.
IFRS 15 *Revenue from Contracts with Customers*	IFRS 15 establishes a comprehensive framework for determining whether, how much and when revenue is recognised. It replaces existing revenue recognition guidance, including IAS 18 *Revenue*, IAS 11 *Construction Contracts* and IFRIC 13 *Customer Loyalty Programmes*. The core principle of the new standard is that an entity recognises revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The new standard results in enhanced disclosures about revenue, provides guidance for transactions that were not previously addressed comprehensively and improves guidance for multiple-element arrangements. IFRS 15 is effective for annual reporting periods beginning on or after 1 January 2018, with early adoption permitted.	The Group is assessing the potential impact on its consolidated financial statements resulting from the application of IFRS 15.
IFRS 16 *Leases*	IFRS 16 replaces the existing lease accounting guidance in IAS 17 *Leases,* IFRIC 4 *Determining whether an Arrangement contains a lease,* SIC-15 *Operating Leases – Incentives* and SIC-27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. It eliminates the current dual accounting model for lessees, which distinguishes between on-balance sheet finance leases and off-balance sheet operating leases. Instead, there is a single, on-balance sheet accounting model that is similar to current finance lease accounting. Lessor accounting remains similar to current practice – i.e. lessors continue to classify leases as finance and operating leases. IFRS 16 is effective for annual reporting periods beginning on or after 1 January 2019, early adoption is permitted if IFRS 15 *Revenue from Contracts with Customers* is also adopted.	The Group is assessing the potential impact on its consolidated financial statements resulting from the application of IFRS 16.