

BENRUBI

"H. BENRUBI AND SON" SA

FINANCIAL DATA AND INFORMATION FOR THE YEAR ENDED 31 DECEMBER 2009 (from 1 January to 31 December 2009)

REGISTRATION No1264/06/B/86/40, REGISTERED OFFICES: 27 AGIOY THOMAS STR, 151 24, MAROUSSI

(Published according to C.L. 2190/1920, article 135 concerning enterprises that prepare annual individual and consolidated financial statements according to International Financial Reporting Standards IFRS)

The following data and information aim to provide a general briefing for the financial position and the results of operations of "H. BENRUBI AND SON" S.A. and its Group. Therefore, we advise, the reader, before proceeding to any kind of investment decision or other transaction with the Company, to visit the Company's web site, at the address www.benrubi.gr, where the Financial Statements according to the International Financial Reporting Standards accompanied with the Review Report of the Certified Auditor Accountant (when required) are presented.

COMPANY DATA

Registered Office: 27 Ag. Thoma, 151 24 Paradeisos, Maroussi - **Company's Registrar No.:** 1264/06/B/86/40 - **Competent Prefecture:** Ministry of Development - **Board of Directors:** Sam Benrubi, Chairman, Executive Member - Aiki Benrubi, Vice Chairman & Managing Director, Executive Member - Dimitris Giannakopoulos, Executive Member - Nora Benrubi, Non-Executive Member - Maria Papathanasiou, Non-Executive Member - Emmanouel Kritsotakis, Independent Non-Executive Member - Ioannis Olympios, Independent Non-Executive Member - **Date of approval by the Board of Directors of the Annual Financial Statements:** 26 March 2010
- Certified Public Accountant Auditor: Dimitrios V. Kouteas, Institute of CPA Reg. No.: 11051 -
Audit Firm: Associated Certified Public Accountants - SOL S.A. - **Type of Review Report:** Unqualified Opinion - Emphasis of Matter.
 The emphasis refers to matter relevant to providing for disputed tax liabilities of a subsidiary company. - **Website address:** www.benrubi.gr.

CASH FLOW STATEMENT

Indirect Method	Amounts reported in €			
	CONSOLIDATED		COMPANY	
	01.01-31.12.2009	01.01-31.12.2008	01.01-31.12.2009	01.01-31.12.2008
Operating Activities				
Profit/(loss) before taxes (continued operations)	-2.199.246,44	-1.244.908,19	-2.144.171,75	-1.103.313,60
<i>Plus/Less adjustments for:</i>				
Depreciation and Amortisation	1.330.996,45	864.961,71	1.303.038,01	832.571,58
Provisions	3.044.279,44	795.109,18	3.019.279,44	981.109,18
Results (revenues, expenses, profit and losses) from investing activities	-296.256,33	456.196,70	-292.339,58	458.792,63
Interest expense and similar charges	1.330.023,28	1.967.532,23	1.328.422,77	1.883.247,21
Tangible and intangible assets impairment	0,00	0,00	0,00	0,00
<i>Plus/Less adjustments from operating activities before changes in working capital:</i>				
Decrease/(increase) of Inventory	4.117.769,54	-971.961,70	4.114.336,28	-1.582.359,08
Decrease/(increase) in trade & other receivables	3.396.619,80	942.219,28	3.594.833,54	107.286,86
(Decrease)/increase in short term liabilities(loans liabilities not included)	5.057.605,27	1.156.939,12	5.062.830,73	1.432.663,81
Less:				
Interest expense and similar charges paid	-1.330.023,28	-1.967.532,23	-1.328.422,77	-1.883.247,21
Income Tax paid	-5.428.543,71	593.946,16	-5.421.907,07	587.485,09
Net cash generated from Operating Activities (a)	9.023.224,02	2.592.502,26	9.235.899,60	1.714.236,47
Cash Flows from Investing Activities				
Acquisition of subsidiaries, associates, joint-ventures and other investments	230.360,03	-2.415.768,66	230.360,03	-3.566.631,66
Purchases of property, plant and equipment and intangible assets	-4.466.164,88	-4.357.798,53	-4.466.164,88	-4.349.584,97
Proceeds from sale of property, plant and equipment and intangible assets	675.210,16	1.888.088,38	675.210,16	1.888.088,38
Interest received	6.410,28	7.853,77	2.493,53	5.257,84
Dividends received	49.815,38	0,00	49.815,38	0,00
Net cash used in Investing Activities (b)	-3.504.369,03	-4.877.625,04	-3.508.285,78	-6.022.870,41
Cash Flows from Financing Activities				
Cash received from increase of share capital	0,00	-11.508,63	0,00	0,00
Payments for decrease of share capital	0,00	0,00	0,00	0,00
Borrowings inflows (bank loans)	0,00	4.336.120,45	0,00	6.159.802,73
Borrowings payback (bank loans)	-6.576.799,73	0,00	-6.573.280,55	0,00
Repayments of finance lease obligations (installments)	0,00	0,00	0,00	0,00
Dividends paid	-29.224,68	-837.756,85	-29.224,68	-837.756,85
Net cash used in Financing Activities (c)	-6.606.024,41	3.486.854,97	-6.602.505,23	5.322.045,88
Net increase/(decrease) in cash and cash equivalents for the year (a) + (b) + (c)	-1.087.169,42	1.201.732,19	-874.891,41	1.013.411,94
Cash and cash equivalents at beginning of the year	2.146.868,14	945.135,95	1.792.153,17	778.741,23
Cash and cash equivalents at end of the year	1.059.698,72	2.146.868,14	917.261,76	1.792.153,17

BALANCE SHEET

	Amounts reported in €			
	CONSOLIDATED		COMPANY	
	31.12.2009	31.12.2008	31.12.2009	31.12.2008
ASSETS				
Property, plant and equipment	23.503.040,09	18.736.146,57	23.486.643,02	18.691.791,07
Investment property	14.157.743,64	13.829.144,55	14.157.743,64	13.829.144,55
Other non-current assets	4.856.971,91	5.921.133,11	4.908.101,37	6.309.966,35
Inventories	10.004.506,96	14.182.276,50	9.976.474,04	14.150.810,32
Trade receivables	22.135.290,01	24.914.432,05	22.179.201,01	25.131.283,72
Other current assets	5.786.811,07	7.826.749,95	5.642.063,69	7.469.997,63
TOTAL ASSETS	80.444.363,68	85.409.882,73	80.350.226,77	85.582.993,64
EQUITY & LIABILITIES				
Share capital	8.430.420,18	8.430.420,18	8.430.420,18	8.430.420,18
Retained earnings and reserves attributable to the Company's equity holders	30.852.191,95	29.638.780,68	30.588.865,25	29.661.407,87
Capital and reserves attributable to the Company's equity holders (a)	39.282.612,13	38.069.200,86	39.019.285,43	38.091.828,05
Minority interest (b)	19.639,06	22.963,86	0,00	0,00
Total Equity (c) = (a) + (b)	39.302.251,19	38.092.164,72	39.019.285,43	38.091.828,05
Long-term borrowings	14.431.133,38	16.886.300,00	14.431.133,38	16.886.300,00
Provisions/Other long-term liabilities	2.454.581,13	2.320.119,22	2.434.581,13	2.300.119,22
Short-term borrowings	14.596.388,62	18.718.021,73	14.596.388,62	18.714.502,55
Other current liabilities	9.660.009,36	9.393.277,06	9.868.838,21	9.590.243,82
Total Liabilities (d)	41.142.112,49	47.317.718,01	41.330.941,34	47.491.165,59
TOTAL EQUITY AND LIABILITIES (c) + (d)	80.444.363,68	85.409.882,73	80.350.226,77	85.582.993,64

CHANGES IN EQUITY

	Amounts reported in €			
	CONSOLIDATED		COMPANY	
	31.12.2009	31.12.2008	31.12.2009	31.12.2008
Total Equity				
(at 01.01.2009 and 01.01.2008 respectively)	38.092.164,72	37.676.635,90	38.091.828,05	38.316.230,79
Total Income after taxes	1.210.086,47	-1.151.590,70	927.457,38	-1.791.522,26
Increase/decrease of share capital	0,00	-472.900,00	0,00	-472.900,00
Dividends paid	0,00	-555.851,88	0,00	-555.851,88
Purchase/(sale) of own shares	0,00	2.595.871,40	0,00	2.595.871,40
Equity Balance				
(at 31.12.2009 and 31.12.2008 respectively)	39.302.251,19	38.092.164,72	39.019.285,43	38.091.828,05

INCOME STATEMENT

Amounts Reported in €	CONSOLIDATED		COMPANY	
	01.01-31.12.2009	01.01-31.12.2008	01.01-31.12.2009	01.01-31.12.2008
	(continued operations)		(continued operations)	
Sales Revenue	41.590.106,73	50.339.271,94	41.471.116,90	50.085.574,33
Gross profit	17.781.090,51	18.439.763,68	17.664.976,70	18.245.486,42
Profit/(loss) before interest and tax (EBIT)	2.809.380,44	2.237.845,27	2.841.771,65	2.286.662,50
Profit/(loss) before taxes	-2.199.246,44	-1.244.908,19	-2.144.171,75	-1.103.313,59
Profit/(loss) for the period after taxes (a)	-2.541.951,48	-1.360.777,27	-2.486.876,79	-1.199.058,23
Equity holders of the Company	-2.538.626,68	-1.347.288,19	-2.486.876,79	-1.199.058,23
Minority interest	-3.324,80	-13.489,08	0,00	0,00
Other income for the period after taxes (b)	3.752.037,95	209.186,57	3.414.334,17	-592.464,03
Total income for the period after taxes (a)+ (b)	1.210.086,47	-1.151.590,70	927.457,38	-1.791.522,26
Equity holders of the Company	1.213.411,27	-1.138.101,62	927.457,38	-1.791.522,26
Minority interest	-3.324,80	-13.489,08	0,00	0,00
Basic Profit/(Loss) (after taxes) per share - (expressed in € per share)	-0,2740	-0,1454	-0,2684	-0,1294
Profit/(loss) before interest, tax, depreciation and amortisation (EBITDA)	4.140.376,89	3.102.806,98	4.144.809,66	3.119.234,08
Proposed share per dividend (in euro)	0,0000	0,0000	0,0000	0,0000

ADDITIONAL DATA AND INFORMATION

- The annual financial statements of the Parent and the Group for the period 2009 (01.01.2009 to 31.12.2009) as well as those for the previous period 2008 (01.01.2008 to 31.12.2008) have been prepared in accordance with the International Financial Reporting Standards.
- The Companies of the Group with their respective addresses and the percentages of ownership, are as follows : Full consolidation method : a) H. BENRUBI AND SON SA (Parent-Greece/Paradeisos, Maroussi), b) IMAPRO SA (93,20%-Greece/Paradeisos, Maroussi), c) BENRUBI BULGARIA (100% - Sofia Bulgaria) (see Note 6 of the Financial Statements)
- The merger by absorption of ELECTROLINK S.A. by H.BENRUBI & SON S.A. according to the provisions of Regulatory Law 2190/1920 and L.2166/93, whereby the transformation Balance Sheet issue date was set to be the 31st December 2008 has been concluded on 07.05.2009 (Ministry of Development Decision No K2-4508 / 07.05.2009). The Financial Statements of the Parent company as at 31.12.2009 include the assets, liabilities and results of the period 01.01.2009-07.05.2009 of the merged subsidiary ELECTROLINK S.A.. Therefore and for the purpose of sound information the figures of the previous period have been restated, in order to be comparable to those of the current period (see Note 2.2 of the Financial Statements).
- The un-audited tax years (see Note 30 of the Financial Statements) are as follows: a) H. BENRUBI AND SON SA year 2009, b) IMAPRO AE, year 2009, and c) BENRUBI BULGARIA LTD, years 2007 to 2009.
- The financial statements of the Parent company and its subsidiaries are included only in the consolidated financial statements of the Group, which are prepared by the parent. The consolidated financial statements of the company are not included in any other consolidated financial statements prepared by other companies.
- The financial period of the consolidated companies has not changed.
- There are no charges upon the undertaking within the Group.
- The subsidiary IMAPRO SA was audited during 2007 by the tax authorities for the fiscal years 2001, 2003 and 2003 and an income tax difference of a total amount of € 1.599.840,72 emerged. Appeals were lodged against the relevant audit sheets in schedule. The anticipated in favour of the company outcome of these appeals is based on our perception that the determination of the results for all three years as performed by the audit with the addition of the relevant book differences is arbitrary, since in the overwhelming majority of cases, the audit rejected the tax deductibility of the related expenses due to the misapplication of the law and bad estimation of the situation. It is stated that the tax audit for the fiscal years from 2004 to 2008 recognized in fact the tax deductibility of the related expenses. Therefore the Company did not form a provisions for tax liabilities pending the final outcome of the appeals (see Note 32 of the Financial Statements). Except for the above case, there are no other differences in disputes or under arbitration, neither judgement of a court nor other administrative body, which may have any material impact on the financial position or operation of the Company or the Group.
- The employed personnel of the Parent company reads 129 persons as at 31.12.2009 and of the Group 132 persons, while it read 165 and 168 persons as at 31.12.2008 respectively.
- The earnings per share were calculated on the basis of the average weighted number of the total shares.
- The transactions carried out with related parties, as these are defined by IAS 24, are as follows: Company: a) Income € 271.193,59 b) Receivables € 695.774,01 c) Transactions and remuneration with Top Management and BOD members € 1.813.698,83. The amounts concerning the previous period are as follows: a) Income € 502.812,30 b) Expenses € 529.956,85 c) Receivables € 935.960,81 d) Transactions and remuneration with Top Management and BOD members € 2.258.096,62. Moreover, there are no receivables and payables from or to directors and key management personnel of the Group, while the transactions and remuneration with Top Management and BOD members are the same as those of the Parent company amounting to € 1.813.698,83 for the period 2009 01.01.2009 - 31.12.2009 and € 2.258.096,62 for the respective period of 2008.
- The formation of the provisions for the Group at 31.12.2009 amount to € 1.812.306,60 and for the Parent Company to € 1.389.737,68. For the un-audited fiscal years of the companies of the Group the provisions for the Group amount to € 221.769,87 and for the Parent Company to € 201.769,87 (see Note 21 of the Financial Statements). No provisions have been formed for any kind of disputes or under arbitration cases.
- The amounts of income/expenses, which were recognised in the current period directly in the equity of the Group and the Company are analysed, as follows: Investment property fair value € 1.669.343,66, Deferred Tax on the Investment property's fair value € -333.868,73, Financial assets € 2.332.137,07, Deferred tax on the evaluation of the participation in IMAPRO SA € 84.425,95. All the above concern the Parent Company. Moreover, in the Parent Company there is an evaluation difference of the participation in IMAPRO S.A. amounting to -337.703,78 €.
- The Group does not hold any own shares at the end of the current period.
- On March 9th, 2010, Mrs. Aiki S. BENRUBI, and Mrs. Nora S. BENRUBI, as well as Mr. Sam H. BENRUBI, transferred to Sandrina S.A., via Stock Exchange transactions, all the Stock they directly own, i.e. 2.297,476, 2.022,372 and 65,875 shares, representing a percentage of 24,80%, 21,83% and 0,71% respectively of the share capital and of the voting rights issued by the Company, for a price equal to € 3,48 per share sold. As a result of the above transactions (arranged among the persons participating thereto), Sandrina S.A. (the Proposing Party) became obliged to launch a Public Offer, which has in fact been submitted to the Commodities Commission and to the Company's Board of Directors on March 9th, 2010. The Public Offer concerns, according to the above, the acquisition by the Proposing Party of all the shares which, directly or indirectly, are not owned by the Proposing Party and by the persons acting in concert with the Proposing Party, on March 9th, 2010, that is, the date when the Proposing Party became obliged to launch a Public Offer, i.e. 4,878,475 Shares or a percentage of 52,66% of the paid share capital and of the voting rights issued by the Company. The Proposing Party, already on March 26th, 2010, held directly (by having acquired it via the Athens Stock Exchange) 8,022.411 shares issued by the Company or a percentage of 86,596% of the share capital and of the voting rights of the latter.
- The annual financial statements have been approved by the Board of Directors of H. BENRUBI AND SON SA on 26 March 2010 and have been posted in the internet (website address : www.benrubi.gr).

Maroussi, 26 March 2010

THE CHAIRMAN OF THE BOARD OF DIRECTORS

THE VICE CHAIRMAN
AND MANAGING DIRECTOR

THE FINANCE DIRECTOR

THE HEAD OF ACCOUNTS DEPT.

SAM H. BENRUBI
ID. No. N 257479

ALIKI S. BENRUBI
ID. No. AB 340629

ILIAS S. CHRISTAKOS
ID. No. T 504978

ANTONIOS E. ANDROULAKIS
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