



# AUDITED CONDENSED CONSOLIDATED FINANCIAL RESULTS FOR THE YEAR ENDED 31 DECEMBER 2013

Incorporated and registered in the Isle of Man with registered number 001211V  
Registered as an external company with limited liability under the laws of South Africa Registration number: 2009/00025/10  
Registered office: 2nd Floor, Anglo International House, Lord Street, Douglas, Isle of Man, IM1 4LN  
AIM share code: NEPI BVB share code: NEP JSE share code: NEP ISIN: IM00B23XCH02 ("NEPI", "the Group" or "the Company")

## NEW EUROPE PROPERTY INVESTMENTS PLC

### DIRECTORS' COMMENTARY

**DISTRIBUTABLE EARNINGS**  
The Group has achieved distributable earnings of 13.92 euro cents per share for the second half of the financial year ended 31 December 2013, which is in line with the earnings guidance issued on 6 August 2013. This result, combined with the 11.87 euro cents per share for the first half of the financial year, represents a 23.5% improvement in recurring income per share when compared to 2012.  
This improvement is due to the continued strong performance of the Group's assets and the favourable impact of acquisitions and developments completed during the financial year, which are detailed below.

**DISTRIBUTION**  
The Board of Directors has resolved to set the 2013 full year distribution to 26.79 euro cents per share, an improvement of 15% over the 23.29 euro cents distribution declared in relation to 2012. Accordingly, the Board has declared a final distribution of 13.86 euro cents per share for the six months ended 31 December 2013.

**OPTION TO RECEIVE CAPITAL RETURN**  
Consistent with the practice introduced in 2012, the Board has resolved to offer shareholders the option to receive their distribution as either cash or an issue of fully-paid shares up to a ratio of 2.742 new shares for each 100 held.

A circular that contains details of this resolution, accompanied by announcements on the Stock Exchange News Service (SENS) of the Johannesburg Stock Exchange (JSE), the Regulatory News Service (RNS) of the London Stock Exchange (LSE) and the Bucharest Stock Exchange (BVB), will be issued in due course.

**RETAINED DISTRIBUTABLE EARNINGS**  
In recent years the Board has adopted a policy of retaining non-recurring distributable earnings and considering them for distribution as the Group increasingly pursued various property developments that are expected to have a positive impact on per share distributions once complete, but that are earnings dilutive during construction. This policy was devised during the 2011 financial year to maintain a constant growth profile in per share distributions during the construction phase at an annualised target rate of 15% over a three-year period (from the 2010 base). In the second half of the 2013 financial year, the Group achieved its three-year growth target in distribution per share without making use of retained distributable earnings. The balance of retained distributable earnings carried forward from prior financial periods on 31 December 2013, after the final period distribution of 2013, is €6.7 million.

This amount will be considered for distribution during 2014 and 2015. The Group will continue to focus on maximising long-term distribution per share by investing in further development opportunities with acceptable risk profiles, even if these lead to a short-term reduction in year-on-year distribution growth. As a result the growth in distributable earnings per share could be irregular in the future.

**ACQUISITIONS AND DEVELOPMENTS**  
The Group completed the acquisition and development of a number of properties during 2013. The effective date of an acquisition, or opening date of a development, is detailed in brackets after the property name. Further information is available in previous announcements. All figures relating to populations are estimates.

**RETAIL PROPERTY ACQUISITIONS AND DEVELOPMENTS**  
**Aupark Zilina (31 July 2013):** The Group has acquired Aupark Zilina, a regional mall with 21,958m<sup>2</sup> of retail Gross Leasable Area (GLA), situated in the historic centre of Zilina, Slovakia, 200 km from the capital Bratislava and close to the Czech and Polish borders. Zilina, with a population of 85,000 is the country's third largest city, an important industrial hub and the capital of a region with 700,000 residents. Within 30-minute drive of the shopping centre are 380,000 citizens. Major tenants include international brands such as Billa, C&A, Deichmann, H&M and New Yorker.

**City Park (31 October 2013):** The Group has acquired City Park, a mall of 29,284m<sup>2</sup> GLA situated in Constanta, Romania. It is located on a busy intersection close to the centre and a short distance from Mamaia, the country's most popular seaside resort. The Constanta metropolitan area has 425,000 residents, while Mamaia attracts large numbers of visitors each summer holiday. City Park hosts a wide range of global fashion brands such as Bershka, Koton, LC Waikiki, Mango, Marks & Spencer, Orsay, Oysho, Pull & Bear, Stradivarius and Zara, as well as a Cora hypermarket, several international fast food brands like KFC, McDonalds and Pizza Hut, and various other international and national tenants. City Park has existing, approved building rights, which NEPI intends to utilise to develop a substantial fashion and leisure extension.

**Deva Shopping Centre (31 July 2013):** The Group has acquired a regional shopping centre with 42,180m<sup>2</sup> GLA in Deva, Romania, the capital of Hunedoara county. In addition to Deva's population of 56,000, the catchment area includes 220,000 residents within a 45-minute drive of the centre. Major tenants include Metro Cash & Carry, Real Hypermarket (in the process of being re-branded as an Auchan Hypermarket), Praktiker DIY, dm, Domo, Jysk and Takko. The acquisition includes 29,000m<sup>2</sup> of land intended for extensions.

**Severin Shopping Centre (1 May 2013):** The Group has acquired Severin Shopping Centre in Drobeta-Turnu Severin, Romania, which has 16,546m<sup>2</sup> GLA and 23,000m<sup>2</sup> of additional land intended for extensions. Major tenants include Altax, Carrefour, Deichmann, Lee Cooper, New Yorker, Orsay and Takko.

**Shopping City Galati (21 November 2013):** The Group has completed the development of Shopping City Galati in Romania, a completed shopping centre, which has 27,206m<sup>2</sup> of GLA, houses various international brands, including Carrefour, C&C, C&A, Deichmann, dm, H&M, Intersport, KFC and New Yorker. It was completed in six months from the issue of the building permit and the Group owns enough land for a substantial future extension.

**Strip mall developments:** The Group opened four Kaufland extensions in Romania: Alexandria (2 May 2013), Petrosani (24 October 2013), Sighisoara (14 November 2013) and Sfantu Gheorghe (21 November 2013).

### OFFICE PROPERTY ACQUISITIONS

**The Lakvevi (1 January 2013):** The Group has acquired The Lakvevi in north-east Bucharest, Romania, a landmark A-grade building, including office space and ground-floor retail. The building comprises a total GLA of 25,564m<sup>2</sup> and 485 parking spaces. It is located close to NEPI's Floreasca Business Park in the emerging office corridor between Floreasca and Barbu Vacarescu streets. Tenants include Alcon, Colgate-Palmolive, Huawei, Philips, PricewaterhouseCoopers and Royal Bank of Scotland.

**DISPOSALS**  
**Retail Park Pitesti (29 April 2013):** As announced in August 2012, the hypermarket section of Retail Park Pitesti was sold to the Auchan Group for a total consideration of €29.4 million.

**DEVELOPMENT PIPELINE**  
The Group has steadily been increasing its exposure to developments in the past few years. Developments and redvelopments of a number of properties in 2011, 2012 and 2013 have made significant contributions to growth in recurring income per share. The Group's development pipeline, including redevelopment opportunities and extensions of secured acquisitions, has increased to €386 million (estimated at cost), of which €91 million had been incurred by 31 December 2013. This represents an increase of €179 million compared to the position on 31 December 2012.

**RETAIL PROPERTY DEVELOPMENTS AND EXTENSIONS**  
**Mega Mall:** The Group has acquired a 70% interest in a permitted development on the former Electroparataj factory site in Bucharest, and in conjunction with Austrian development group Real4You commenced construction of a 70,000m<sup>2</sup> GLA mall. The 51,000m<sup>2</sup> site is located close to the national football stadium, in the city's densely populated east area which currently lacks retail space. Mega Mall is visible from a major vehicle artery and has excellent access to public transport, including trams, buses and trolley buses. A metro station is planned in front of the mall and the centre is expected to connect to it. Leasing efforts are progressing well and the opening is planned for the second quarter of 2015.

**Shopping City Targu Jiu:** The Group has secured a series of adjoining plots of land with a total area of 40,000m<sup>2</sup> in Targu Jiu, Romania, and has commenced construction of a regional shopping centre with 27,000m<sup>2</sup> GLA. Targu Jiu is the capital of Gorj county, and with its population of 78,000 it is the largest city. Employment levels in the county are high, it has one of the highest per capita income levels in the country, and purchasing power is relatively high. A series of large industrial developments are anticipated to occur in the area, which could stimulate further economic growth. Currently there are no major retail developments in Targu Jiu. The site is located in the most densely populated area of the city, near the existing Kaufland hypermarket, and there are an additional 150,000 residents within a 30-minute drive. Lease agreements have been signed with tenants for 50% of the GLA, including Carrefour, the anchor hypermarket. The targeted opening date is October 2014.

**Vulcan Value Centre:** The Group owns a 78,000m<sup>2</sup> former factory site, located in an under-served and densely populated area of Bucharest, where it is developing a value centre with 24,900m<sup>2</sup> GLA, anchored by a hypermarket and other value tenants. The site has good vehicular access to two major boulevards, excellent access to trams and buses, and should attract many pedestrians from the surrounding densely populated area. A building permit has recently been issued after an unplanned delay which was outside the Group's control, and construction commenced. The targeted opening date is September 2014. More than 65% of the development has been let to international and national tenants, including a Carrefour hypermarket, dm, C&A, Domo, H&M, Takko and KFC.

**Strip mall developments:** Further to the four Kaufland value centres opened during 2013, the Group expects to open a similar centre in Vaslui in the second quarter of 2014, and intends to pursue other opportunities in similar sized Romanian cities which are under-served by modern retail facilities.

**Retail extensions:** Various retail extensions are planned to commence subject to obtaining the necessary authorisations, permits and tenant commitments. These include extensions to NEPI's retail assets in Brasov, Braila, Constanta, Deva and Drobeta-Turnu Severin.

### OFFICE PROPERTY DEVELOPMENTS

**City Business Centre:** The Group owns City Business Centre in Timisoara, Romania, a city that is home to a growing back-office activities and services market that offers a skilled labour force, low costs and proximity to Western Europe. The Group also has a forward purchase agreement for two additional buildings in City Business Centre, with 20,000m<sup>2</sup> GLA, the second is still under development. An initial early payment of €8 million was made to the vendor in February 2013 through a secured loan.

**The Office Cluj-Napoca:** In February 2013 the Group commenced the first of three phases of a joint venture office development situated in the city centre of Cluj-Napoca. This will include up to 54,000m<sup>2</sup> of a prime office GLA. Cluj is in the north-west of Romania and is the country's second largest city by population. The first phase of 19,600m<sup>2</sup> GLA is planned to be completed and delivered in April 2014. Significant tenant interest has been generated for what will be Cluj's first A-grade office development.

**Piata Victoriei Office Development:** Permits should soon be available for a landmark office development on land owned by NEPI in a prime location in central Bucharest.

### OTHER HIGHLIGHTS

The Group has grown significantly during 2013 and as a result NEPI has been included in the JSE mid-cap index. The total number of shareholders increased from 3,479 at the end of 2012 to 6,011 at the end of 2013; the daily trade in shares also increased.

On 31 December 2013, the Adjusted Net Asset Value (NAV) was 28.5% higher than it was at the end of the previous year. Vacancy level is decreasing; calculated as a portion of available rentable area (excluding the rentable areas covered by earn-out arrangements in City Business Centre, Timisoara) at the end of 2013 it was 2.33% compared to 4.8% the previous year (3.56% on a like-for-like basis). Non-recoverable tenant income for 2013 amounted to €87.9€, equivalent to 0.14% of contractual rental income and expense recoveries for the year. Due to the growth in activity, the Group increased its focus on corporate governance to ensure that adequate internal controls are in place to manage risks.

Two new directors joined the Board in September 2013, Alexandru Morar and Tiberiu Smaranda. The Group also augmented its management team by recruiting additional experienced asset management, leasing, project development and finance professionals.

**SIBIU SHOPPING CITY DEBT ACQUISITION**  
Further to the previous announcements regarding Argo Real Estate Opportunities Fund Limited (Argo), an AIM listed company, which was suspended from trading on 30 August 2013 and had commenced unsubstantiated and vexatious legal proceedings against NEPI and Volksbank in relation to the Sibiu Shopping City debt acquisition by the Group, the Board has decided not to pursue the acquisition of the debt any further due to the refusal of KBC bank (the lead arranger and agent for a consortium of banks) to approve the transfer of debt from Volksbank to NEPI. The Group is considering available legal remedies.

**CASH MANAGEMENT AND DEBT**  
Throughout the financial year the Company raised €253 million via the issue of new ordinary shares, €84 million in new third-party debt facilities and €63 million in extended secured third-party debt facilities. On 31 December 2013 the Group's gearing ratio (interest bearing debt less cash divided by investment property and listed property shares) decreased to 22.5%, compared to 25% at 31 December 2012. The average interest rate (including hedging costs) of the debt was approximately 4.5% during the financial year. The weighted-average maturity may increase further in the coming financial periods as further loans are taken, while the impact of a potential increase in the base rate (Euribor) has been limited by extending or concluding new interest rate hedges to five years or more, mostly by means of acquiring interest rate caps.

The Group ended the year with €117 million in cash and listed property shares, and will continue to hold investment large cash and liquid resources to fund its development pipeline and take advantage of new investment opportunities, as and when they arise.

In addition to the cash balances, the Group has an undrawn, secured revolving facility with UniCredit Tiriac Bank for €9.5 million. Further secured debt facilities will be considered during the current financial year.

### PROSPECTS

NEPI has maintained high levels of growth in recurring distributable earnings per share over the course of the past six years, and as a result has achieved a nominal average compounded annual growth rate of 12.7% in distribution per share from 2008 to 2013.

The development pipeline detailed above ensures that the Group is well placed to pursue further attractive investment opportunities and grow its recurring distributable earnings in 2014 and beyond. In addition, the Group will continue to explore further acquisitions and development opportunities in Romania and other central-eastern European countries, with initiatives already underway. Relevant announcements will be made as and when appropriate.

### EARNINGS GUIDANCE

The Board is confident that recurring distributable earnings per share for the first half of 2014 will range from 13.90 to 14.20 euro cents per share (compared to 11.87 euro cents per share for the six months ended on 30 June 2013) based on the assumptions that a stable macroeconomic environment prevails, no major corporate failures occur and no further shares will be issued during the period.

Consequently growth in distribution per share of 15% is expected to be achieved for the interim period ending 30 June 2014. This forecast has not been audited or reviewed by NEPI's auditors.

By order of the Board of Directors,

**Martin Slabbert** **Victor Semionov**  
Chief Executive Officer Finance Director  
5 February 2014

**Transfer secretaries and settlement agent**  
Computershare Investor Services (Proprietary) Limited, 70 Marshall Street, Johannesburg, 2001, South Africa (PO Box 61051, Marshalltown, 2107, South Africa)  
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**Directors**  
Dan Plesanu (Chairman)\*, Martin Slabbert (Chief Executive Officer), Alexandru Morar\*, Desmond de Beer\*\*, Dewald Joubert\*, Jeffrey Zidel\*, Michael Mills\*, Tiberiu Smaranda\*, Victor Semionov (Finance Director)  
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### CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	Pro forma Unaudited 31 Dec 2013	IFRS Reported Audited 31 Dec 2012	IFRS Audited 31 Dec 2013	IFRS Restated Audited 31 Dec 2012
<b>ASSETS</b>				
<b>Non-current assets</b>	<b>920 924 337</b>	<b>444 666 197</b>	<b>898 039 548</b>	<b>418 853 914</b>
Investment property	872 465 600	416 674 175	807 465 172	356 732 724
Investment property at fair value	758 623 401	393 966 226	703 811 000	339 851 226
Investment property under development	113 842 199	22 707 949	103 654 172	118 881 498
Goodwill	16 217 650	13 188 795	16 217 650	13 188 498
Investments in joint ventures	-	-	5 054 987	3 546 212
Long-term loans granted to joint ventures	-	-	37 063 751	30 368 931
Other long-term assets	29 831 099	14 727 635	29 828 090	14 995 846
Financial assets at fair value through profit or loss	2 409 988	75 592	2 409 988	75 592
<b>Current assets</b>	<b>148 359 320</b>	<b>185 176 059</b>	<b>141 606 515</b>	<b>176 894 494</b>
Trade and other receivables	31 443 288	15 798 975	28 035 680	9 748 620
Financial investments at fair value through profit or loss	61 078 624	81 865 443	61 078 624	81 865 443
Cash and cash equivalents	55 837 408	87 511 641	52 492 211	85 280 431
Investment property held for sale	1 561 080	28 665 158	1 561 080	28 665 158
<b>Total assets</b>	<b>1 070 844 737</b>	<b>658 507 414</b>	<b>1 041 207 143</b>	<b>624 413 566</b>
<b>EQUITY AND LIABILITIES</b>				
<b>Equity attributable to equity holders</b>	<b>712 236 188</b>	<b>393 622 378</b>	<b>712 236 188</b>	<b>393 622 378</b>
Share capital	1 946 514	1 352 629	1 946 514	1 352 629
Share premium	611 949 336	355 026 520	611 949 336	355 026 520
Share-based payment reserve	23 851 992	15 491 810	23 851 992	15 491 810
Currency translation reserve	(1 228 783)	(1 228 783)	(1 228 783)	(1 228 783)
Accumulated profit	76 595 473	22 980 202	76 595 473	22 980 202
Non-controlling interest	(878 344)	-	(878 344)	-
<b>Total liabilities</b>	<b>358 608 549</b>	<b>264 885 036</b>	<b>328 970 955</b>	<b>230 791 188</b>
<b>Non-current liabilities</b>	<b>244 542 953</b>	<b>147 151 095</b>	<b>232 259 858</b>	<b>120 605 636</b>
Loans and borrowings	185 624 100	117 100 152	173 567 674	92 935 525
Deferred tax liabilities	50 160 259	22 321 189	50 677 581	21 567 836
Other long-term liabilities	4 059 129	-	4 059 129	-
Financial liabilities at fair value through profit or loss	4 699 465	7 729 574	3 955 474	6 102 275
<b>Current liabilities</b>	<b>114 065 596</b>	<b>117 733 941</b>	<b>96 711 097</b>	<b>110 185 552</b>
Trade and other payables	29 973 879	12 985 200	28 807 208	9 773 420
Loans and borrowings	80 511 506	102 048 042	64 465 953	97 781 406
Tenant deposits	3 580 211	2 700 699	3 437 936	2 630 726
<b>Total equity and liabilities</b>	<b>1 070 844 737</b>	<b>658 507 414</b>	<b>1 041 207 143</b>	<b>624 413 566</b>

### RECONCILIATION OF NET ASSET VALUE TO ADJUSTED NET ASSET VALUE

	Pro forma Unaudited 31 Dec 2013	IFRS Reported Audited 31 Dec 2012	IFRS Audited 31 Dec 2013	IFRS Restated Audited 31 Dec 2012
Net asset value per the Statement of financial position	712 236 188	393 622 378	712 236 188	393 622 378
Loans in respect of the Initial Share Scheme	11 574 006	12 489 022	11 574 006	12 489 022
Deferred tax liabilities	50 160 259	22 321 189	50 677 581	21 567 836
Goodwill	(16 217 650)	(13 188 795)	(16 217 650)	(13 188 795)
Deferred tax liabilities for joint ventures	-	-	(517 322)	753 353
<b>Adjusted net asset value</b>	<b>757 752 803</b>	<b>415 243 794</b>	<b>757 752 803</b>	<b>415 243 794</b>
Net asset value per share	3.56	2.83	3.56	2.83
<b>Adjusted net asset value per share</b>	<b>3.70</b>	<b>2.88</b>	<b>3.70</b>	<b>2.88</b>
Number of shares for net asset value per share purposes	199 836 882	139 258 914	199 836 882	139 258 914
Number of shares for adjusted net asset value per share purposes	204 544 236	144 362 152	204 544 236	144 362 152

### CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (SAME AMOUNTS FOR PRO FORMA AND IFRS)

	Share capital	Share premium	Share-based payment reserve	Currency translation reserve	Accumulated profit	Non-controlling interest	Total
<b>Balance at 1 January 2012</b>	955 693	227 844 770	7 456 257	(2 650 522)	1 652 742	-	235 258 940
Transactions with owners	396 936	127 181 750	8 035 553	-	(11 775 989)	-	123 838 250
- Issue of shares	391 735	125 943 296	-	-	-	-	126 335 031
- Issue cost recognised to equity	-	(332 117)	-	-	-	-	(332 117)
- Share-based payment reserve	-	-	9 258 789	-	-	-	9 258 789
- Sale of shares issued under the Initial Share Scheme	1 110	326 324	-	-	2 110 345	-	3 247 459
- Sale of shares issued under the Current Share Scheme	530	183 367	(158 795)	-	-	-	25 102
- Vesting of shares issued under the Current Share Scheme	3 561	1 060 880	(1 064 441)	-	-	-	-
- Earnings distribution	-	-	-	-	(11 775 989)	-	(11 775 989)
Total comprehensive income	-	-	-	1 421 739	33 103 449	-	34 525 188
- Other comprehensive income	-	-	-	1 421 739	-	-	1 421 739
- Profit for the year	-	-	-	-	33 103 449	-	33 103 449
<b>Balance at 31 December 2012</b>	1 352 629	355 026 520	15 491 810	(1 228 783)	22 980 202	-	393 622 378
<b>Balance at 1 January 2013</b>	1 352 629	355 026 520	15 491 810	(1 228 783)	22 980 202	-	393 622 378
Transactions with owners	593 885	256 922 816	8 360 182	-	(3 848 681)	-	262 028 202
- Issue of shares	578 530	251 690 691	-	-	-	-	252 281 221
- Share-based payment reserve	-	-	11 388 810	-	-	-	11 388 810
- Sale of shares issued under the Initial Share Scheme	3 959	1 260 256	-	-	2 110 345	-	3 247 560
- Sale of shares issued under the Current Share Scheme	1 369	489 590	(490 959)	-	-	-	2 525 490
- Vesting of shares issued under the Initial Share Scheme	-	-	954 637	-	-	-	954 637
- Vesting of shares issued under the Current Share Scheme	10 027	3 482 279	(3 492 306)	-	-	-	-
- Earnings distribution	-	-	-	-	(3 848 681)	-	(3 848 681)
Total comprehensive income	-	-	-	57 463 952	(878 344)	-	56 585 608
- Profit for the year	-	-	-	57 463 952	(878 344)	-	56 585 608
<b>Balance at 31 December 2013</b>	1 946 514	611 949 336	23 851 992	(1 228 783)	76 595 473	(878 344)	712 236 188

### BANK LOANS AND BORROWINGS REPAYMENT PROFILE (SAME AMOUNTS FOR PRO FORMA AND IFRS)

	Outstanding amount	Available for drawdown	2014
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