# Open Joint Stock Company Magnitogorsk Iron & Steel Works and Subsidiaries

**Unaudited Condensed Consolidated Interim Financial Statements** 

For the Three Months Ended 31 March 2016

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STATEMENT OF MANAGEMENT'S RESPONSIBILITIES FOR THE PREPARATION AND APPROVAL OF THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS FOR THE THREE MONTHS ENDED 31 MARCH 2016

The following statement, which should be read in conjunction with the auditor's responsibilities stated in the auditor's report on review of the unaudited condensed consolidated interim financial statements set out on page 2, is made with a view to distinguishing the respective responsibilities of management and those of the auditor in relation to the unaudited condensed consolidated interim financial statements of Open Joint Stock Company Magnitogorsk Iron & Steel Works and its subsidiaries (the "Group").

Management is responsible for the preparation of the unaudited condensed consolidated interim financial statements as at 31 March 2016 and for the three months period then ended, in accordance with International Accounting Standard 34 "Interim Financial Reporting".

In preparing the unaudited condensed consolidated interim financial statements, management is responsible for:

- properly selecting and applying accounting policies;
- presenting information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- providing additional disclosures when compliance with the specific requirements in IFRS are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the Group's financial position and financial performance; and
- making an assessment of the Group's ability to continue as a going concern.

Management is also responsible for:

- designing, implementing and maintaining an effective and sound system of internal controls, throughout the Group;
- maintaining adequate accounting records that are sufficient to show and explain the Group's transactions and disclose with reasonable accuracy at any time the financial position of the Group, and which enable them to ensure that the condensed consolidated interim financial statements of the Group comply with IFRS;
- maintaining statutory accounting records in compliance with statutory legislation and accounting standards;
- taking such steps as are reasonably available to them to safeguard the assets of the Group; and
- preventing and detecting fraud and other irregularities.

The unaudited condensed consolidated interim financial statements for the three months ended 31 March 2016 were approved on 5 May 2016 by:

P.V. Shilyaev General Director

бухгалтерских документов

May 2016 Magnitogorsk, Russia

M.E. Khazova

Director of OOO MMK-ACCOUNTING CENTER, a specialized organization, which performs the accounting function for OJSC Magnitogorsk Iron & Steel Works



## Report on review of interim financial information

To the Shareholders and Board of Directors of OJSC Magnitogorsk Iron & Steel Works:

#### Introduction

We have reviewed the accompanying condensed consolidated interim statement of financial position of Open Joint Stock Company Magnitogorsk Iron & Steel Works and its subsidiaries (the "Group") as of 31 March 2016 and the related condensed consolidated statements of comprehensive income, changes in equity and cash flows for the three-month period then ended. Management is responsible for the preparation and presentation of this condensed consolidated interim financial information in accordance with International Accounting Standard 34, "Interim Financial Reporting". Our responsibility is to express a conclusion on this condensed consolidated interim financial information based on our review.

#### **Scope of Review**

We conducted our review in accordance with International Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity". A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

#### Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying condensed consolidated interim financial information is not prepared, in all material respects, in accordance with International Accounting Standard 34, "Interim Financial Reporting".

W Kriewatecharseloopers Archit

5 May 2016

Moscow, Russian Federation

# UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE THREE MONTHS ENDED 31 MARCH 2016

(In millions of U.S. Dollars, except per share data)

		Three month	
	Notes	2016	2015
REVENUE	4	1,050	1,511
COST OF SALES		(789)	(1,018)
GROSS PROFIT		261	493
General and administrative expenses	6	(52)	(61)
Selling and distribution expenses Other operating income, net	7	(86) 69	(99) 11
OPERATING PROFIT		192	344
Share of results of associates		(1)	1
Finance income		4	7
Finance costs		(28)	(38)
Reversal of impairment losses and provision for site restoration		6	- (46)
Foreign exchange gain (loss), net Other expenses		25 (9)	(46) (22)
PROFIT BEFORE INCOME TAX		189	246
INCOME TAX		(32)	(50)
PROFIT FOR THE PERIOD		157	196
OTHER COMPREHENSIVE INCOME/(LOSSES)			
Items, that will be reclassified subsequently to profit or loss		(2)	(70)
Net change in fair value of available-for-sale investments Disposal of investments revaluation reserve		62 (43)	(79)
Translation of foreign operations		(64)	(11)
Items, that will not be reclassified subsequently to profit or loss		(04)	(11)
Effect of translation to presentation currency		285	(113)
OTHER COMPREHENSIVE INCOME/(LOSS)			
FOR THE PERIOD, NET OF TAX TOTAL COMPREHENSIVE INCOME/(LOSS)		240	(203)
FOR THE PERIOD		397	(7)
Profit attributable to:			
Shareholders of the Parent Company		157	196
Non-controlling interests		-	-
		157	196
Total comprehensive income/(loss) attributable to:			
Shareholders of the Parent Company		396	(7)
Non-controlling interests		1	
		397	(7)
BASIC AND DILUTED EARNINGS PER SHARE (U.S. Dollars)		0.014	0.018
Weighted average number of ordinary shares outstanding (in thousands)		11,173,190	11,148,213

The notes on pages 5 to 19 are an integral part of these unaudited condensed consolidated interim financial statements.

# UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AT 31 MARCH 2016

(In millions of U.S. Dollars)

		31 March	31 December
	Notes	2016	2015
ASSETS			
NON-CURRENT ASSETS:			
Property, plant and equipment	8	3,993	3,764
Intangible assets		19	18
Investments in securities and other financial assets	9	2	214
Investments in associates		2	2
Deferred tax assets		77	65
Other non-current assets		30	30
Total non-current assets		4,123	4,093
CURRENT ASSETS:			
Inventories		816	877
Trade and other receivables		548	375
Investments in securities and other financial assets	9	648	359
Income tax receivable		1	14
Value added tax recoverable		63	70
Cash and cash equivalents	10	244	369
Total current assets		2,320	2,064
TOTAL ASSETS		6,443	6,157
EQUITY: Share capital	11	386	386
Treasury shares	11	-	(1)
Share premium		968	969
Investments revaluation reserve	9	140	121
Translation reserve		(5,720)	(5,940
Retained earnings		7,929	7,772
Equity attributable to shareholders of the Parent Company		3,703	3,307
Non-controlling interests		14	13
Total equity		3,717	3,320
NON-CURRENT LIABILITIES:			
Long-term borrowings	12	784	954
Retirement benefit obligations		13	13
Site restoration provision		138	126
Deferred tax liabilities		356	323
Total non-current liabilities		1,291	1,416
CURRENT LIABILITIES:			
Short-term borrowings and current portion of long-term borrowings	13	822	893
Current portion of retirement benefit obligations		3	3
Trade and other payables		587	516
Current portion of site restoration provision		8	8
Income tax payables		14	-
Net assets attributable to minority participants		1	1
Total current liabilities		1,435	1,421
TOTAL EQUITY AND LIABILITIES		6,443	6,157

Approved on 5 May 2016 by:

R.W. Shilyaev General Director OAO "MMK"

Для бухгалтерских документов

тинонерное металлургич

M.E. Khazova

Director of OOO MMK-ACCOUNTING CENTER, a specialized organization, which performs the accounting function for OJSC Magnitogorsk Iron & Steel Works

The notes on pages 5 to 19 are an integral part of these unaudited condensed consolidated interim financial statements.

## UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE THREE MONTHS ENDED 31 MARCH 2016

(In millions of U.S. Dollars)

_		Attributable to shareholders of the Parent Company							
				Investments				Non-	
	Share capital	Treasury shares	Share premium	revaluation reserve	Translation reserve	Retained earnings	Total	controlling interests	Total equity
BALANCE AT 1 JANUARY 2015	386	(13)	995	224	(5,140)	7,458	3,910	32	3,942
Profit for the period	-	-	=	-	-	196	196	-	196
Other comprehensive losses for the period, net of tax	-	-	=-	(79)	(124)	-	(203)	-	(203)
Total comprehensive (losses)/income for the period	-	-	-	(79)	(124)	196	(7)	-	(7)
Purchase of treasury shares	-	(24)	-	-	-	-	(24)	-	(24)
Issuance of ordinary shares from treasury shares	_	30	(5)	-	-	-	25	-	25
Deferred tax asset write-off relating to disposal of									
treasury shares	-	-	(18)	-	-	-	(18)	-	(18)
BALANCE AT 31 MARCH 2015	386	(7)	972	145	(5,264)	7,654	3,886	32	3,918
BALANCE AT 1 JANUARY 2016	386	(1)	969	121	(5,940)	7,772	3,307	13	3,320
Profit for the period	-	-	-	-	_	157	157	-	157
Other comprehensive income for the period, net of tax	-	-	-	19	220	-	239	1	240
Total comprehensive income for the period	-	-	-	19	220	157	396	1	397
Purchase of treasury shares	-	(62)	-	-	-	-	(62)	-	(62)
Issuance of ordinary shares from treasury shares	-	63	(1)	-	-	-	62	-	62
BALANCE AT 31 MARCH 2016	386	-	968	140	(5,720)	7,929	3,703	14	3,717

# UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE THREE MONTHS ENDED 31 MARCH 2016 (CONTINUED)

(In millions of U.S. Dollars)

		Three months ended 31 M		
	Notes	2016	2015	
OPERATING ACTIVITIES:				
Profit for the period		157	196	
Adjustments to profit for the period:		137	170	
Income tax		32	50	
Depreciation and amortization		94	123	
Reversal of impairment losses and provision for site restoration		(6)	-	
Finance costs		28	38	
Loss on disposal of property, plant and equipment	7	20	2	
Change in allowance for doubtful accounts receivable	,	(1)	(1)	
Change in inventory allowance		(20)	(1)	
Finance income		(4)	(7)	
Foreign exchange (income)/ loss, net		(25)	46	
Income from available-for-sale investments	7			
Gain on sale of available-for-sale investments	7	(3) (68)	(4)	
Share of results of associates	/		(1)	
	7	1	(1)	
Gain on disposal of subsidiaries	7	107	(6)	
		187	435	
Movements in working capital				
Increase in trade and other receivables		(141)	(119)	
Decrease/(increase) in value added tax recoverable		10	(8)	
Decrease in inventories		131	21	
Increase/(decrease) in trade and other payables		24	(20)	
Cash generated from operations		211	309	
Interest paid		(30)	(35)	
Income tax paid		(7)	(20)	
Net cash from operating activities		174	254	
INVESTING ACTIVITIES:				
		(70)	(61)	
Purchase of property, plant and equipment		(78)	(64)	
Purchase of intangible assets Proceeds from sale of subsidiaries		(1)	(1)	
		-	4	
Interest received		6	7	
Proceeds from sale available-for-sale investments		93	(07)	
Bank deposits		(79)	(97)	
Net cash used in investing activities		(59)	(151)	
FINANCING ACTIVITIES:				
Proceeds from borrowings		93	154	
Repayments of borrowings		(359)	(335)	
Purchase of treasury shares		(62)	(24)	
Proceeds from issuance of ordinary shares from treasury shares		62	25	
Net cash used in financing activities		(266)	(180)	
		\/	( - 4)	
NET DECREASE IN CASH AND CASH EQUIVALENTS		(151)	(77)	
CASH AND CASH EQUIVALENTS, beginning of period	10	369	327	
Effect of translation to presentation currency and exchange rate				
changes on the balance of cash held in foreign currencies		26	(41)	
CASH AND CASH EQUIVALENTS, end of period	10	244	209	

The notes on pages 5 to 19 are an integral part of these unaudited condensed consolidated interim financial statements.

## NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS FOR THE THREE MONTHS ENDED 31 MARCH 2016

(In millions of U.S. Dollars, unless otherwise stated)

#### 1. GENERAL INFORMATION

OJSC Magnitogorsk Iron & Steel Works ("the Parent Company") is an open joint stock company as defined by the Civil Code of the Russian Federation. The Parent Company was established as a state owned enterprise in 1932. It was incorporated as an open joint stock company on 17 October 1992 as part of and in accordance with the Russian Federation privatization program.

The Parent Company, together with its subsidiaries ("the Group"), is a producer of ferrous metal products. The Group's products are sold in the Russian Federation and internationally. The subsidiaries of the Parent Company are mainly involved in the various sub-processes within the production cycle of ferrous metal products or in the distribution of those products. The Group is also engaged in coal mining and sale thereof.

The Parent Company's registered office is 93, Kirova street, Magnitogorsk, Chelyabinsk region, Russia, 455000.

As at 31 March 2016 the Parent Company's major shareholders were Mintha Holding Limited with a 87.3% ownership interest (31 December 2015: 87.3%).

The ultimate beneficiary of the Parent Company is Mr. Viktor F. Rashnikov, the Chairman of its Board of Directors.

The effective and nominal ownership holdings of the Group's principal subsidiaries at 31 March 2016 did not change from 31 December 2015.

#### 2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

### Statement of compliance

These unaudited condensed consolidated interim financial statements for the three months ended 31 March 2016 have been prepared in accordance with IAS 34 "Interim financial reporting" ("IAS 34"). The consolidated statement of financial position at 31 December 2015 has been derived from the consolidated statement of financial position included in the Group's consolidated financial statements at 31 December 2015. These unaudited condensed consolidated interim financial statements do not include all of the information and disclosure required in the annual consolidated financial statements and should be read in conjunction with the Group's annual consolidated financial statements for the year ended 31 December 2015, which have been prepared in accordance with International Financial Reporting Standards ("IFRS").

The same accounting policies and methods of computation have been followed in these unaudited condensed consolidated interim financial statements as were applied in the preparation of the Group's consolidated financial statements for the year ended 31 December 2015, except for changes made due to adoption of new Standards and Interpretations becoming effective from 1 January 2016. Taxes on income in the interim periods are accrued using the tax rate that would be applicable to expected total annual profit and loss.

#### Adoption of new or revised standards and interpretations

The following new standards, amendments to standards and interpretations became effective for the Group from 1 January 2016:

• IFRS 14, Regulatory deferral accounts (issued in January 2014 and effective for annual periods beginning on or after 1 January 2016).

## NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS FOR THE THREE MONTHS ENDED 31 MARCH 2016

(In millions of U.S. Dollars, unless otherwise stated)

#### 2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

- Accounting for Acquisitions of Interests in Joint Operations Amendments to IFRS 11 (issued on 6 May 2014 and effective for the periods beginning on or after 1 January 2016).
- Clarification of Acceptable Methods of Depreciation and Amortisation Amendments to IAS 16 and IAS 38 (issued on 12 May 2014 and effective for the periods beginning on or after 1 January 2016).
- Agriculture: Bearer plants Amendments to IAS 16 and IAS 41 (issued on 30 June 2014 and effective for annual periods beginning 1 January 2016).
- Equity Method in Separate Financial Statements Amendments to IAS 27 (issued on 12 August 2014 and effective for annual periods beginning 1 January 2016).
- Sale or Contribution of Assets between an Investor and its Associate or Joint Venture Amendments to IFRS 10 and IAS 28 (issued on 11 September 2014 and effective for annual periods beginning on or after 1 January 2016).
- Annual Improvements to IFRSs 2014 (issued on 25 September 2014 and effective for annual periods beginning on or after 1 January 2016).
- Disclosure Initiative Amendments to IAS 1 (issued in December 2014 and effective for annual periods on or after 1 January 2016).
- Investment Entities: Applying the Consolidation Exception Amendment to IFRS 10, IFRS 12 and IAS 28 (issued in December 2014 and effective for annual periods on or after 1 January 2016).

These standards, amendments to standards and interpretations did not have a material impact on these condensed consolidated interim financial statements.

A number of new standards, amendments to standards and interpretations are not yet effective as at 31 March 2016, and have not been early adopted by the Group:

- IFRS 9 "Financial Instruments: Classification and Measurement" (issued in July 2014 and effective for annual periods beginning on or after 1 January 2018). The Group is currently assessing the impact of the standard on its consolidated financial statements.
- IFRS 15, Revenue from Contracts with Customers (issued on 28 May 2014 and effective for the periods beginning on or after 1 January 2018).
- IFRS 16 "Leases" (issued in January 2016 and effective for annual periods beginning on or after 1 January 2019).
- Recognition of Deferred Tax Assets for Unrealised Losses Amendments to IAS 12 (issued in January 2016 and effective for annual periods beginning on or after 1 January 2017).
- Disclosure Initiative Amendments to IAS 7 (issued on 29 January 2016 and effective for annual periods beginning on or after 1 January 2017).

Unless otherwise described above, the new standards, amendments to standards and interpretations are expected to have no impact or to have a non-material impact on the Group's consolidated condensed interim financial statements.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS FOR THE THREE MONTHS ENDED 31 MARCH 2016

(In millions of U.S. Dollars, unless otherwise stated)

#### 2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### **Estimates**

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

In preparing these unaudited condensed consolidated interim financial statements, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements as at and for the year ended 31 December 2015.

### **Basis of preparation**

The unaudited condensed consolidated interim financial statements of the Group are prepared on the historical cost basis except for the certain financial instruments which are reported in accordance with IAS 39 "Financial instruments: recognition and measurement" at fair value.

#### **Functional and presentation currency**

The individual financial statements of each Group entity are presented in the currency of the primary economic environment in which the entity operates (its functional currency).

The functional currency of the Group's entities except for MMK Metalurji and MMK Steel Trade AG is the Russian Rouble. The functional currency of MMK Metalurji and MMK Steel Trade AG is the US Dollar.

The presentation currency of the Group is the US dollar since the management considers the US dollar to be more appropriate for the understanding and comparability of consolidated financial statements. The results and financial position of each of the Group's subsidiaries were translated to the presentation currency as required by IAS 21, "The Effects of Changes in Foreign Exchange Rates". At 31 March 2016, the official exchange rates were: US\$ 1 = RUB 67.6076, US\$ 1 = EUR 0.8833 (31 December 2015: US\$ 1 = RUB 72.8827, US\$ 1 = EUR 0.9145). Exchange rates for the three months ended 31 March 2016 were used as: US\$ 1 = RUB 74.4939, US\$ 1 = EUR 0.9060 (three months ended 31 March 2015: US\$ 1 = RUB 62.2386, US\$ 1 = EUR 0.8826).

#### 3. SEASONAL OPERATIONS

The Group's operations are not affected significantly by seasonal or cyclical factors during the financial year.

## NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS FOR THE THREE MONTHS ENDED 31 MARCH 2016

(In millions of U.S. Dollars, unless otherwise stated)

#### 4. REVENUE

	Three months ended 31 March					
By product	2016	2015				
Hot rolled steel	467	681				
Galvanized steel	150	201				
Cold rolled steel	104	156				
Galvanized steel with polymeric coating	89	119				
Long steel products	81	135				
Tin plated steel	27	28				
Hardware products	20	22				
Wire, sling, bracing	18	28				
Coking production	17	22				
Band	14	22				
Scrap	7	3				
Slabs	7	8				
Tubes	6	8				
Formed section	2	8				
Coal	2	-				
Others	39	70				
Total	1,050	1,511				

	Three months ended 31 M				
By customer destination	2016	2015			
Russian Federation and the CIS	71%	74%			
Middle East	18%	15%			
Europe	7%	9%			
Europe Asia	3%	1%			
Africa	1%	1%			
Total	100%	100%			

#### 5. SEGMENT INFORMATION

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. IFRS 8 "Operating segments" requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker ("CODM") in order to allocate resources to the segments and to assess their performance, and for which discrete financial information is available.

The Group has identified the General Director of the Parent Company as its CODM.

Based on the current management structure and internal reporting the Group has identified the following segments:

- *Steel segment*, which includes Parent Company and its subsidiaries involved in production of steel, wire and hardware products. All significant assets, production and management and administrative facilities of this segment are located in the city of Magnitogorsk (Russian Federation);
- Steel segment (Turkey), which includes MMK Metalurji involved in production of steel. The two sites of this segment are located in Iskenderun and Istanbul (Turkey); and

## NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS FOR THE THREE MONTHS ENDED 31 MARCH 2016

(In millions of U.S. Dollars, unless otherwise stated)

#### 5. SEGMENT INFORMATION (CONTINUED)

• *Coal mining segment*, which includes OJSC Belon and its subsidiaries ("Belon Group") involved in mining and refining of coal. All significant assets, production and management and administrative facilities of this segment are located in the city of Belovo (Russian Federation).

The profitability of the three operating segments is primarily measured by CODM based on Segment EBITDA. Segment EBITDA is determined as segment's operating profit adjusted to exclude depreciation and amortisation expense and loss on disposal of property, plant and equipment, and to include the share of result of associates, including the impairment of investments in associates. Since this term is not a standard measure in IFRS the Group's definition of EBITDA may differ from that of other companies.

Inter-segment pricing is determined on a consistent basis using market benchmarks.

The following table presents measures of segment results for the three months ended 31 March 2016 and 2015:

		Three months ended 31 March								
	2016	2015	2016	2015	2016	2015	2016	2015	2016	2015
				Steel		Coal				
		Steel	(Tu	rkey)	mi	ining	Elimina	ations		Total
Revenue										
Sales to external customers	933	1,372	115	139	2	-	-	-	1,050	1,511
Inter-segment sales	40	43	-	-	41	43	(81)	(86)	-	-
Total revenue	973	1,415	115	139	43	43	(81)	(86)	1,050	1,511
Segment EBITDA	264	446	11	4	12	19	-	1	287	470
Depreciation and amortisation Loss on disposal of property,	(74)	(104)	(17)	(17)	(3)	(2)	-	-	(94)	(123)
plant and equipment	(2)	(2)	_	_	_	_	_	_	(2)	(2)
Share of results of associates	1	(1)	-	-	-	-	-	-	1	(1)
Operating profit per										
IFRS financial statements	189	339	(6)	(13)	9	17	-	1	192	344

A reconciliation from operating profit per IFRS financial statements to loss before taxation is included in the unaudited condensed consolidated statement of comprehensive income.

At 31 March 2016 and 31 December 2015, the segments' total assets and liabilities were reconciled to total assets and liabilities as follows:

			31 March	n 2016	
	Steel	Steel (Turkey)	Coal mining	Eliminations	Total
Total assets	7,449	961	276	(2,243)	6,443
Total liabilities	2,211	501	72	(58)	2,726
			31 Decemb	oer 2015	
	<del></del>	Steel	Coal		
	Steel	(Turkey)	mining	Eliminations	Total
Total assets	7,141	1,025	249	(2,258)	6,157
Total liabilities	2,310	559	67	(99)	2,837

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS FOR THE THREE MONTHS ENDED 31 MARCH 2016

(In millions of U.S. Dollars, unless otherwise stated)

#### 6. GENERAL AND ADMINISTRATIVE EXPENSES

	Three months ended	Three months ended 31 March			
	2016	2015			
Payroll and social taxes	25	34			
Taxes other than income tax	11	12			
Professional services	4	5			
Depreciation and amortisation	3	2			
Insurance	1	2			
Materials	1	1			
Research and development costs	1	1			
Other	6	4			
Total	52	61			

### 7. OTHER OPERATING (INCOME)/EXPENSES, NET

	Three months ended 31 March		
	2016	2015	
I are an discount of annual and and and annian and	2	2	
Loss on disposal of property, plant and equipment, net	2	2	
Reversal of provision for doubtful debtors	(1)	-	
Income from available-for-sale investments	(3)	(4)	
Net gains on sale of available-for-sale investments	(68)	-	
Net gains on sale of other assets	(1)	(2)	
Gain on disposal of subsidiaries	-	(6)	
Other operating losses/(gains), net	2	(1)	
Total	(69)	(11)	

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS FOR THE THREE MONTHS ENDED 31 MARCH 2016

(In millions of U.S. Dollars, unless otherwise stated)

### 8. PROPERTY, PLANT AND EQUIPMENT

		Machinery	Trans-			Constructi	
	Land and buildings	and equipment	portation equipment	Fixtures and fittings	Mining	on-in-	Total
	buildings	equipment	equipment	and numgs	assets	progress	Total
Gross book value							
At 1 January 2015	2,916	6,027	173	154	136	453	9,859
Additions	-	32	-	-	-	38	70
Transfers	6	22	1	5	-	(34)	-
Disposals	-	(35)	(1)	-	-	-	(36)
Disposals of subsidiaries	-	-	-	-	(26)	-	(26)
Effect of translation to	(0.6)	(100)	(6)	(5)	(7)	(10)	(212)
presentation currency	(86)	(190)	(6)	(5)	(7)	(18)	(312)
At 31 March 2015	2,836	5,856	167	154	103	439	9,555
Depreciation							
At 1 January 2015	(1,195)	(3,234)	(114)	(88)	(108)	(48)	(4,787)
Charge for the period	(15)	(104)	(3)	(3)	(1)	-	(126)
Disposals	-	31	1	-	-	-	32
Disposals of subsidiaries	-	-	-	-	26	-	26
Effect of translation to							
presentation currency	35	99	1	4	5	1	145
At 31 March 2015	(1,175)	(3,208)	(115)	(87)	(78)	(47)	(4,710)
Carrying amount							
At 1 January 2015	1,721	2,793	59	66	28	405	5,072
At 31 March 2015	1,661	2,648	52	67	25	392	4,845
	1,001	2,010		0,			1,010
Carrying amount had no							
impairment taken place							
At 1 January 2015	2,222	3,426	69	74	81	452	6,324
At 31 March 2015	2,145	3,247	64	72	53	437	6,018
Gross book value							
At 1 January 2016	2,405	4,954	141	129	87	382	8,098
Additions	-	28	-	-	_	53	81
Transfers	3	18	1	-	-	(22)	-
Site restoration provision	-	-	-	-	2	-	2
Disposals	(1)	(24)	(1)	-	-	(4)	(30)
Effect of translation to							
presentation currency	140	316	10	9	7	32	514
At 31 March 2016	2,547	5,292	151	138	96	441	8,665
Depreciation							
At 1 January 2016	(1,036)	(2,905)	(100)	(82)	(64)	(147)	(4,334)
Charge for the period	(12)	(77)	(2)	(3)	(1)	-	(95)
Reversal of impairment	-	-	-	-	-	3	3
Disposals	-	21	1	-	-	-	22
Effect of translation to							
presentation currency	(59)	(180)	(7)	(6)	(5)	(11)	(268)
At 31 March 2016	(1,107)	(3,141)	(108)	(91)	(70)	(155)	(4,672)
Carrying amount							
At 1 January 2016	1,369	2,049	41	47	23	235	3,764
At 31 March 2016	1,440	2,151	43	47	26	286	3,993
Carrying amount had no							
imnairment taken nlace							
impairment taken place At 1 January 2016	1,784	2,522	48	54	45	382	4,835

## NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS FOR THE THREE MONTHS ENDED 31 MARCH 2016

(In millions of U.S. Dollars, unless otherwise stated)

### 8 PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

During the three months ended 31 March 2016 and 31 March 2015 the Group did not capitalize borrowing costs.

At 31 March 2016 the Group recognized partial reversal of previously recognized impairment in amount of USD 3 million. No further impairment or reversal of previously recorded impairment was identified by management.

At 31 March 2016 and 31 December 2015, property, plant and equipment with carrying amounts of USD 622 million and USD 636 million, respectively, was pledged as security for certain long-term and short-term borrowings (Notes 12 and 13).

Capital commitments are disclosed in Note 15.

#### 9. INVESTMENTS IN SECURITIES AND OTHER FINANCIAL ASSETS

	31 March 2016	31 December 2015
	2010	2013
Non-current		
Available-for-sale investments, at fair value		
Listed equity securities	-	212
Unlisted securities	2	2
Total non-current	2	214
Current		
Available-for-sale investments, at fair value		
Listed equity securities	209	-
Financial assets, at fair value through profit or loss		
Trading debt securities	4	4
Share in mutual investment fund	2	1
<b>Bank deposits, USD</b> bearing interest rate of 1.65 – 2.52%		
(31 December 2015: 1.2 – 3.70%)	349	260
<b>Bank deposits, EUR</b> bearing interest rate of 0.50 – 1.50%		
(31 December 2015: 0.7 – 2.00%)	84	90
Bank deposits, RUB bearing interest rate of 10.51%	-	4
Total current	648	359

Non-current listed equity securities classified as available for sale represent investments in equity securities of a foreign entity, where the Group has less than a 20% equity interest and is unable to exercise significant influence. At 31 March 2016 and 31 December 2015, the revaluation reserve arising from unrealized holding gains on these securities was USD 140 million and USD 121 million, respectively.

Trading debt securities are liquid publicly traded bonds of Russian companies. They are reflected at periodend market value based on trade prices obtained from investment brokers.

Net gain on sale of available-for-sale investments for the three months ended 31 March 2016 was USD 68 million. These results are included in other operating income in the unaudited condensed consolidated statement of comprehensive income (Note 7).

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS FOR THE THREE MONTHS ENDED 31 MARCH 2016

(In millions of U.S. Dollars, unless otherwise stated)

### 10. CASH AND CASH EQUIVALENTS

	31 March	31 December
	2016	2015
Cash in banks, USD	164	43
Cash in banks, RUB	12	18
Cash in banks, EUR	21	31
Cash in banks, TRY	1	1
Bank deposits, USD bearing interest rate of 1.80% – 2.95%		
(31 December 2015: 0.62% – 1.20%)	23	199
Bank deposits, EUR bearing interest rate of 2.60%	-	11
Bank deposits, TRY bearing interest rate of 0.25% – 3.05%	2	-
Bank deposits, RUB bearing interest rate of 11.25%		
(31 December 2015: 3.50%-11.30%)	21	66
Total	244	369

#### 11. SHARE CAPITAL

#### **Common stock**

	31 March 2016	31 December 2015
Issued and fully paid common shares with a par value of RUB 1 each (in thousands)	11,174,330	11,174,330

Issued and net outstanding shares comprised the following:

Number of ordinary shares in thousands	Issued	Treasury shares	Net outstanding
Balance at 1 January 2016	11,174,330	(1,836)	11,172,494
Acquisition of treasury shares	, , , <u>-</u>	(237,834)	(237,834)
Re-issuance of treasury shares	-	239,225	239,225
Balance at 31 March 2016	11,174,330	(445)	11,173,885

Number of ordinary shares in thousands	Issued	Treasury shares	Net outstanding
Balance at 1 January 2015	11,174,330	(28,168)	11,146,162
Acquisition of treasury shares	-	(107,018)	(107,018)
Re-issuance of treasury shares	-	111,118	111,118
Balance at 31 March 2015	11,174,330	(24,068)	11,150,262

#### Treasury stock

At 31 March 2016 and 31 December 2015, the Group held 445 thousand and 1,836 thousand, respectively, issued common shares of the Parent Company as treasury stock.

All treasury stock is recorded at cost.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS FOR THE THREE MONTHS ENDED 31 MARCH 2016

(In millions of U.S. Dollars, unless otherwise stated)

#### 12. LONG-TERM BORROWINGS

	actual at				
	Type of interest rate	31 March 2016	31 December 2015	31 March 2016	31 December 2015
Secured loans, USD	Floating	6%	6%	126	154
Secured loans, EUR	Fixed	6%	6%	112	132
Unsecured loans, USD	Floating	4%	4%	480	571
Unsecured loans, EUR	Floating	1%	1%	66	97
Total				784	954

The information provided below refers to total long-term borrowings, including current portion, identified in Note 13.

#### Loans

The Group has various borrowing arrangements in RUB, USD and EUR denominations with various lenders. Those borrowings consist of unsecured and secured loans and credit facilities. At 31 March 2016 and 31 December 2015, the total unused element of all credit facilities was USD 1,155 million and USD 1,014 million, respectively.

At 31 March 2016 and 31 December 2015, long-term loans were secured by the Group's property, plant and equipment with a net carrying amount of USD 622 million and USD 636 million, respectively, and shares in a subsidiary with a carrying amount of net assets of USD 460 million and USD 466 million, respectively.

#### **Debt repayment schedule**

	31 March 2016
	2010
Periods of twelve months ending on 31 March	
2017 (presented as current portion of long-term borrowings, Note 13)	781
2018	611
2019	129
2020	44
Total	1,565

#### **Debt repayment schedule**

	31 December 2015
Periods of twelve months ending on 31 December	
2016 (presented as current portion of long-term borrowings, Note 13)	852
2017	681
2018	178
2019	95
Total	1,806

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS FOR THE THREE MONTHS ENDED 31 MARCH 2016

(In millions of U.S. Dollars, unless otherwise stated)

# 13. SHORT-TERM BORROWINGS AND CURRENT PORTION OF LONG-TERM BORROWINGS

Annual	interest	rate
Aimuai	mici est	rauc.

	actual at				
	Type of interest rate	31 March 2016	31 December 2015	31 March 2016	31 December 2015
	micrest rate	2010	2013	2010	2013
<b>Short-term borrowings:</b>					
Secured loans, USD	Floating	1%	1%	6	14
Secured loans, EUR	Floating	1%	1%	5	3
Unsecured loans, USD	Fixed	1%	1%	30	24
				41	41
Current portion of long-term borrowings:					
Unsecured listed bonds, RUB	Fixed	9%	9%	75	71
Secured loans, USD	Floating	6%	6%	61	63
Secured loans, USD	Fixed	4%	4%	31	36
Secured loans, EUR	Fixed	6%	6%	63	63
Unsecured loans, USD	Floating	3%	3%	323	327
Unsecured loans, EUR	Floating	1%	1%	68	66
Unsecured loans, RUB	Fixed	10%	10%	149	215
Unsecured loans, EUR	Fixed	3%	3%	11	11
				781	852
Total				822	893

The weighted average interest rates of short-term borrowings and current portion of long-term borrowings at 31 March 2016 and 31 December 2015 were as follows:

	31 March	31 December
	2016	2015
DVD 1	100/	100/
RUB-denominated	10%	10%
USD-denominated	4%	4%
EUR-denominated	3%	3%

At 31 March 2016 and 31 December 2015, short-term borrowings were secured by inventories and/or trade receivables of USD 10 million and USD 16 million, respectively.

Short-term borrowings and current portion of long-term borrowings are repayable as follows:

	31 March 2016	31 December	
-	2010	2015	
Due in:			
1 month	21	97	
1-3 months	87	225	
3 months to 1 year	714	571	
Total	822	893	

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS FOR THE THREE MONTHS ENDED 31 MARCH 2016

(In millions of U.S. Dollars, unless otherwise stated)

#### 14. RELATED PARTIES

#### Transactions and balances outstanding with related parties

Transactions between the Parent Company and its subsidiaries, which are related parties of the Parent Company, have been eliminated on consolidation and are not disclosed in this note.

The Group enters into transactions with related parties in the ordinary course of business for the purchase and sale of goods and services and in relation to the provision of financing agreements to and from the Group entities. Transactions with related parties are performed on terms that would not necessarily be available to unrelated parties.

Details of transactions with and balances between the Group and related parties at 31 March 2016 and 31 December 2015 and for the three months ended 31 March 2016 and 2015 are disclosed below.

### a) Transactions with associates of the Group

	Three months e	Three months ended 31 March		
	2016	2015		
Purchases	19	27		
	31 March	31 December		
Balances outstanding	2016	2015		
Accounts payable	2	1		

#### b) Transactions with other related parties

	Three months e	Three months ended 31 March		
	2016	2015		
Revenue	86	71		
Bank charges	-	1		
Delawar and dead Para	31 March	31 December		
Balances outstanding	2016	201		
Cash and cash equivalents	100	69		
Accounts receivable	65	21		
Accounts payable	<del>-</del>	1		

#### Remuneration of the Group's key management personnel

Key management personnel of the Group receive only short-term employment benefits. For the three months ended 31 March 2016 and 2015, key management personnel received as compensation USD 1 million and USD 4 million, respectively.

## NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS FOR THE THREE MONTHS ENDED 31 MARCH 2016

(In millions of U.S. Dollars, unless otherwise stated)

#### 15. COMMITMENTS AND CONTINGENCIES

#### **Capital commitments**

At 31 March 2016, the Group executed purchase agreements of approximately USD 128 million to acquire property, plant and equipment (31 December 2015 – USD 130 million). Penalties are payable or receivable under these agreements in certain circumstances and where supply terms are not adhered to. Management does not expect such conditions to result in a loss to the Group.

#### **Contingencies**

#### **Taxation contingencies in the Russian Federation**

Russian tax legislation which was enacted or substantively enacted at the end of the reporting period, is subject to varying interpretations when being applied to the transactions and activities of the Group. Consequently, tax positions taken by management and the formal documentation supporting the tax positions may be challenged tax authorities. Russian tax administration is gradually strengthening, including the fact that there is a higher risk of review of tax transactions without a clear business purpose or with tax incompliant counterparties. Fiscal periods remain open to review by the authorities in respect of taxes for three calendar years preceding the year when decisions about the review was made. Under certain circumstances reviews may cover longer periods.

The Russian transfer pricing legislation is to a large extent aligned with the international transfer pricing principles developed by the Organisation for Economic Cooperation and Development (OECD). This legislation provides the possibility for tax authorities to make transfer pricing adjustments and impose additional tax liabilities in respect of controlled transactions (transactions with related parties and some types of transactions with unrelated parties), provided that the transaction price is not arm's length.

Tax liabilities arising from transactions between companies are determined using actual transaction prices. It is possible, with the evolution of the interpretation of the transfer pricing rules, that such transfer prices could be challenged. The impact of any such challenge cannot be reliably estimated; however, it may be significant to the financial position and/or the overall operations of the Group.

The Group includes companies incorporated outside of Russia. The tax liabilities of the Group are determined on the assumption that these companies are not subject to Russian profits tax, because they do not have a permanent establishment in Russia. This interpretation of relevant legislation may be challenged but the impact of any such challenge cannot be reliably estimated currently; however, it may be significant to the financial position and/or the overall operations of the Group. In 2014, the Controlled Foreign Company (CFC) legislation introduced Russian taxation of profits of foreign companies and non-corporate structures (including trusts) controlled by Russian tax residents (controlling parties). Starting from 2015, CFC income is subject to a 20% tax rate. As a result, management reassessed the Group's tax positions and recognised current tax expense as well as deferred taxes for temporary differences that arose from the expected taxable manner of recovery of the relevant Group's operations to which the CFC legislation applies to and to the extent that the Group (rather than its owners) is obliged to settle such taxes.

As Russian tax legislation does not provide definitive guidance in certain areas, the Group adopts, from time to time, interpretations of such uncertain areas that reduce the overall tax rate of the Group. While management currently estimates that the tax positions and interpretations that it has taken can probably be sustained, there is a possible risk that an outflow of resources will be required should such tax positions and interpretations be challenged by the tax authorities. The impact of any such challenge cannot be reliably estimated; however, it may be significant to the financial position and/or the overall operations of the Group.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS FOR THE THREE MONTHS ENDED 31 MARCH 2016

(In millions of U.S. Dollars, unless otherwise stated)

#### 15. COMMITMENTS AND CONTINGENCIES (CONTINUED)

#### Russian business environment

The Russian Federation displays certain characteristics of an emerging market. Its economy is particularly sensitive to oil and gas prices. The legal, tax and regulatory frameworks continue to develop and are subject to frequent changes and varying interpretations. During 2015 the Russian economy was negatively impacted by low oil prices, ongoing political tension in the region and continuing international sanctions against certain Russian companies and individuals, all of which contributed to the country's economic recession characterised by a decline in gross domestic product. The financial markets continue to be volatile and are characterised by frequent significant price movements and increased trading spreads. Russia's credit rating was downgraded to below investment grade. This operating environment has a significant impact on the Group's operations and financial position. Management is taking necessary measures to ensure sustainability of the Group's operations. However, the future effects of the current economic situation are difficult to predict and management's current expectations and estimates could differ from actual results.

#### 16. FAIR VALUE OF FINANCIAL INSTRUMENTS

The estimated fair values of certain financial instruments have been determined using available market information or other valuation methodologies that require considerable judgment in interpreting market data and developing estimates. Accordingly, the estimates applied are not necessarily indicative of the amounts that the Group could realise in a current market exchange. The use of different assumptions and estimation methodologies may have a material impact on the estimated fair values.

Where it was available, management of the Group determined fair value of unlisted shares using a valuation technique that was supported by publicly available market information.

The carrying amounts of financial instruments such as cash and cash equivalents, bank deposits, trade and other receivables, short-term and floating rate long-term borrowings (except for listed bonds), trade and other payables are reasonable approximation their fair values as at 31 March 2016 and 31 December 2015 (Level 3 of fair value hierarchy).

For assets and liabilities carried at amortised cost the fair value of floating rate instruments is normally their carrying amount. The estimated fair value of fixed interest rate instruments is based on estimated future cash flows expected to be received discounted at current interest rates for new instruments with similar credit risks and remaining maturities. Discount rates used depend on the credit risk of the counterparty.

The following table presents the fair value of financial instruments other than those carried at amortised cost at the end of reporting period across the three levels of the fair value hierarchy defined in IFRS 13 Fair Value Measurement, with the fair value of each financial instrument categorised in its entirety based on the lowest level of input that is significant to that fair value management. The levels are defined as follows:

Level 1 (highest level): fair values measured using quoted prices (unadjusted) in active markets for identical financial instruments.

Level 2: fair values measured using quoted prices in active markets for similar financial instruments, or using valuation techniques in which all significant inputs are directly or indirectly based on observable market data.

## NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS FOR THE THREE MONTHS ENDED 31 MARCH 2016

(In millions of U.S. Dollars, unless otherwise stated)

### 16. FAIR VALUE OF FINANCIAL INSTRUMENTS (CONTINUED)

Level 3 (lowest level): fair values measured using valuation techniques in which any significant input is not based on observable market data.

	Level 1	Level 2	Level 3	Total
31 March 2016				
Available for sale investments, listed				
equity securities	209	-	-	209
Available for sale investments, unlisted				
equity securities	-	-	2	2
Trading debt securities	4	-	-	4
Share in mutual investment fund	2	-	-	2
Total assets	215	-	2	217
Listed bonds	73	-	-	73
Total liabilities	73	-	-	73
31 December 2015				
Available for sale investments, listed				
equity securities	212	_	_	212
Available for sale investments, unlisted	212			212
equity securities	_	_	2	2.
Trading debt securities	4	_	-	4
Share in mutual investment fund	1	_	_	1
Total assets	217	-	2	219
Listed bonds	68	_	_	68
Total liabilities	68	-	-	68

# 17. APPROVAL OF THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

The unaudited condensed consolidated interim financial statements for the three months ended 31 March 2016 were approved by the Group's management and authorized for issue on 5 May 2016.