

#### PRESS RELEASE

## DIXY GROUP ANNOUNCES CONSOLIDATED UNAUDITED IFRS RESULTS FOR THE NINE MONTHS OF 2011

Moscow, December 7, 2011

DIXY Group (RTS, MICEX: DIXY) – one of Russia's leading retailers of foods and everyday products - announces consolidated unaudited IFRS results for the nine months of 2011.

#### Key Results of the Nine Months and the Third Quarter of 2011

- During the nine months of 2011, the combined Company opened 168 new stores, having increased pro-forma selling space (including Victoria Group from the beginning of 2010 and 2011) by 11,7% year-on-year, while DIXY Group standalone selling space increased by 17% year-on-year.
- Consolidated Revenue for the third quarter 2011 increased by 89.2% (100.1% in USD) year-on-year to RUR 29.2 bln (USD 1.0 mln). Revenue for the nine months increased by 48.2% (55.9% in USD) to RUR 68.3 bln (USD 2.4 bln).
- Consolidated Gross Profit for the third quarter increased by 129.2% (142.7% in USD) to RUR 8.1 bln (USD 279 mln), while Gross Margin increased by 490 bp year-on-year to 27.7% of sales compared to 22.8% for the same period of 2010. Gross Profit for the nine months increased by 66.9% (75.5% in USD) to RUR 18.0 bln (USD 626 mln), while respective Gross Margin increased by 300 bp year-on-year to 26.4% of sales compared to 23.4% for the same period of 2010.
- Consolidated EBITDA for the third quarter increased by 228.1% (249.8% in USD) year-on-year to RUR 1.7 bln (USD 60 mln), while EBITDA margin increased by 260 bp to the level of 6.0% from 3.4% in the same period of 2010. EBITDA for the nine months increased by 86% (95.6% in USD) year-on-year to RUR 4.3 bln (USD 149 mln), while EBITDA margin increased by 130 bp year-on-year to the level of 6.3% from 5.0% in the same period of 2010.
- Consolidated Net Profit for the third quarter amounted to RUR 293 mln (USD 10 mln) for a Net Margin of 1.0% of sales compared to a net loss for the same period of 2010.
   Net Profit for the nine months amounted to RUR 850 mln (USD 30 mln) compared to a

net loss for the same period of 2010. Net Margin amounted to 1.2% of sales.

 Consolidated Net Cash from Operating Activities for the third quarter amounted to RUR 682 mln (USD 23 mln) compared to negative net cash from operating activities for the same period of 2010. Net Cash from Operating Activities for the nine months increased by 158.9% (172.2% in USD) over the same period of 2010 to RUR 1.9 bln (USD 69 mln).

New stores were opened in the Central, Northwest and Urals Federal Districts through long-term lease agreements, except for six acquired stores (3 hypermarkets Megamart in the Urals and 3 neighborhood stores DIXY – one in St-Petersburg and two in the Central Federal District). In September 2011 the total number of stores exceeded a thousandth store mark, and as of November 30, 2011, the Company operated 1,050 stores.

In the third quarter of 2011 the Company conducted a significant part of the 38 neighborhood stores Kvartal rebranding in the Northwest region, planned for 2011. As a result, 19 stores were rebranded into DIXY format. As of November 30, 2011, 31 Kvartal is rebranded into DIXY format.

In the third quarter of 2011 DIXY Group continued to implement marketing initiatives on optimization of assortment and floor space, improvement of external and internal design of stores and their clearer positioning, as well as improvement of customer service and better marketing communications (in particular, in September the advertising campaign developed jointly by DIXY and Saatch&Saatchi and launched in June 2011, was named best in the industry at the retail chain competition held during 10th annual Retail Business Russia 2011 international summit). These efforts have led to an 8.0% increase in like-folike sales for DIXY format, and to a 10.5% increase in average ticket (with the highest ticket growth of 11.2% in the Central Federal District).

The efficiency of the promotional activities was made possible also by means of increased levels of centralization of deliveries (rate of deliveries through own distribution centers) and logistical service (success of delivery rate) with DIXY format centralization rate at 84% in the third quarter of 2011, and general logistics service level at 87%.

#### DIXY Group Financial Results for the Nine Months and the Third Quarter of 2011

These consolidated results are unaudited and preliminary since some items, such as goodwill, NMA, PPE, deferred taxes, favorable/unfavorable lease obligations are based on a preliminary auditor estimates, and can be changed later upon finalization of the valuation. All respective changes will be reflected in the audited IFRS financial statements for the full year of 2011.

1. DIXY Group unaudited consolidated financial results, including Victoria Group results from the date of acquisition on 15 June 2011

#### Nine Months of 2011 Year-on-year

**Revenue** increased by 48.2% (55.9% in USD) to RUR 68.3 bln (USD 2.4 bln).

**Cost of Sales** as a percentage of Revenue decreased by 300 bp to 73.6%.

**Gross Profit** increased by 66.9% (75.5% in USD) to RUR 18.0 bln (USD 626 mln). **Gross Margin** increased by 300 bp year-on-year to 26.4% of sales compared to 23.4% for the same period of 2010.

**EBITDA** increased by 86% (95.6% in USD) to RUR 4.3 bln (USD 149 mln). **EBITDA** margin increased by 130 bp year-on-year to the level of 6.3% from 5.0% in the same period of 2010.

**Net Profit** amounted to RUR 850 mln (USD 30 mln) compared to a net loss for the same period of 2010. **Net Margin** amounted to 1.2% of sales.

**Net Cash from Operating Activities** increased by 158.9% (172.2% in USD) over the same period of 2010 to RUR 1.9 bln (USD 69 mln).

#### Third Quarter of 2011 Year-on-year

**Revenue** increased by 89.2% (100.1% in USD) to RUR 29.2 bln (USD 1.0 mln).

Cost of Sales as a percentage of Revenue decreased by 300 bp to 72.3%.

**Gross Profit** increased by 129.2% (142.7% in USD) to RUR 8.1 bln (USD 279 mln). **Gross Margin** increased by 490 bp year-on-year to 27.7% of sales compared to 22.8% for the same period of 2010.

**EBITDA** increased by 228.1% (249.8% in USD) to RUR 1.7 bln (USD 60 mln). **EBITDA** margin increased by 260 bp year-on-year to the level of 6.0% from 3.4% in the same period of 2010.

**Net Profit** amounted to RUR 293 mln (USD 10 mln) for a **Net Margin** of 1.0% of sales compared to a net loss for the same period of 2010.

**Net Cash from Operating Activities** amounted to RUR 682 mln (USD 23 mln) compared to negative net cash from operating activities for the same period of 2010.

# 1.1. DIXY Group Unaudited Consolidated Financial Results, Including Victoria Group Results from the Date of Acquisition on 15 June 2011 Income Statement Highlights

RUR, mln.	3Q 2011	3Q 2010	Δ%	9mo 2011	9mo 2010	$\Delta$ %
Revenue	29,158	15,413	89.2%	68,326	46,105	48.2%
incl. Retail	28,836	15,315	88.3%	67,738	45,809	47.9%
Cost of Sales	21,095	11,895	77.3%	50,318	35,316	42.5%
as % of Sales	72.3%	77.2%		73.6%	76.6%	
Gross Profit	8,063	3,518	129.2%	18,008	10,789	66.9%
as % of Sales	27.7%	22.8%		26.4%	23.4%	
EBITDA	1,743	531	228.1%	4,276	2,299	86.0%
EBITDA, %	6.0%	3.4%		6.3%	5.0%	
Operating Profit	932	110	750.2%	2,351	1,009	133.0%
as % of Sales	3.2%	0.7%		3.4%	2.2%	
Net Profit	293	-163		850	-37	
as % of Sales	1.0%	-1.1%		1.2%	-0.1%	

# 1.2. DIXY Group Unaudited Consolidated Financial Results, Including Victoria Group Results from the Date of Acquisition on 15 June 2011 Revenue by Format.

RUR, mln.	3Q 2011	3Q 2010	Δ%	9mo 2011	9mo 2010	Δ%
Revenue	29,158	15,413	89.2%	68,326	46,105	48.2%
incl. Retail	28,836	15,315	88.3%	67,738	45,809	47.9%
DIXY	16,835	13,026	29.2%	49,008	39,011	25.6%
MEGAMART	2,059	1,754	17.4%	5,872	5,202	12.9%
MINIMART	609	535	13.8%	1,778	1,596	11.4%
Kvartal/Deshevo/Kopilka	5,936			7,146		
Victoria	3,159			3,672		
CASH	237			262		
Gross Profit	8,063	3,518	129.2%	18,008	10,789	66.9%
as % of Sales	27.7%	22.8%		26.4%	23.4%	

# 1.3. DIXY Group Unaudited Consolidated Financial Results, Including Victoria Group Results from the Date of Acquisition on 15 June 2011 Cost of Sales.

RUR, mln.	3Q 2011	3Q 2010	$\Delta$ %	9mo 2011	9mo 2010	$\Delta$ %
Cost of Goods Sold	20,349	11,498	77.0%	48,542	34,103	42.3%
as % of Sales	69.8%	74.6%		71.0%	74.0%	
Transportation Costs	218	89	145.1%	403	229	76.5%
as % of Sales	0.7%	0.6%		0.6%	0.5%	
Shrinkage of Inventories	528	307	71.7%	1,373	985	39.5%
as % of Sales	1.8%	2.0%		2.0%	2.1%	
TOTAL	21,095	11,895	77.3%	50,318	35,316	42.5%
as % of Sales	72.3%	77.2%		73.6%	76.6%	

1.4.DIXY Group Unaudited Consolidated Financial Results, Including Victoria Group Results from the Date of Acquisition on 15 June 2011 Selling, General & Administrative Expenses (SG&A).

RUR, mln.	3Q 2011	3Q 2010	Δ%	9mo 2011	9mo 2010	$\Delta$ %
Salaries as % of Sales	3,287 11.3%	1,580 10.2%	108.1%	7,242 10.6%	4,520 9.8%	60.2%
Lease Expenses	1,374	662	107.7%	2,981	1,880	58.5%
as % of Sales	4.7%	4.3%		4.4%	4.1%	
D&A	777	422	84.3%	1,777	1,290	37.7%
D&A, %	2.7%	2.7%		2.6%	2.8%	
Utilities, Repair and Maintenance Expenses	556	264	110.4%	1,304	825	58.0%
as % of Sales	1.9%	1.7%	770.770	1.9%	1.8%	00.070
Transportation and Handling Expenses	78	13	476.9%	120	42	188.3%
as % of Sales	0.3%	0.1%		0.2%	0.1%	
Advertising Expenses	212	57	271.5%	376	178	111.1%
as % of Sales	0.7%	0.4%		0.6%	0.4%	
Other Expenses	848	411	106.3%	1,856	1,044	77.8%
as % of Sales	2.9%	2.7%		2.7%	2.3%	
TOTAL SG&A	7,132	3,409	109.2%	15,657	9,780	60.1%
as % of Sales	24.5%	22.1%		22.9%	21.2%	

Selling, General & Administrative Expenses for the nine months of 2011 increased by 60.1% year-on-year, while increasing as a percentage of Revenue by 170 bp over the same period of 2010 from 21.2% to 22.9% of Revenue. The larger part of the increases was due to the higher share of expenses in the Revenue of the Victoria Group, which is, in its turn, related to the lower rate of Revenue growth for the Victoria Group due to the rebranding of all Kvartal stores in the Northwest region. Apart from this, the Salaries Expense increase for the nine months includes, amongst other, a 60 bp increase from social tax increase and salaries indexation in some business units. In the same manner, increase in Other Expenses by 20 bp in the third quarter, causing Other Expenses increase for the nine months, is resulting from an impairment of unfinished construction by the DIXY Group and disposal of assets as a result of inventory review at the Victoria Group, acquired in June 15, 2011.

# 1.5. DIXY Group Unaudited Consolidated Financial Results, Including Victoria Group Results from the Date of Acquisition on 15 June 2011 Non-operating Gains and Losses.

RUR, mln.	3Q 2011	3Q 2010	$\Delta$ %	9mo 2011	9mo 2010	$\Delta$ %
Operating Profit	932	110	750.2%	2,351	1,009	133.0%
Finance Costs (Net)	-395	-183	115.7%	-833	-523	59.3%
Net FX Result	1	-10		-9	-105	
Profit before Tax	538	-83		1,509	381	295.9%
Income Tax Expense*	-245	-80	206.4%	-659	-418	57.4%
Net Profit	293	-163		850	-37	
Net Margin, %	1.0%	-1.1%		1.2%	-0.1%	

<sup>\*</sup>effective tax rate for the nine months of 2011 is 43.6%, and 45.5% for the third quarter of 2011.

# 1.6. DIXY Group Unaudited Consolidated Financial Results, Including Victoria Group Results from the Date of Acquisition on 15 June 2011. Cash Flow Statement Highlights.

RUR, mln.	3Q 2011	3Q 2010	Δ <b>%</b>	9mo 2011	9mo 2010	Δ%
Net Cash Flows (Used						
in)/Generated from Operating Activities	682	-33		1,990	769	158.9%
Net Cash from Operating Activities before Changes in	4.750	000	474 40/	4.007	0.070	04.00/
Working Capital	1,752	639	174.4%	4,307	2,378	81.2%
Change in Working Capital	-374	-211	77.0%	-721	-352	104.9%
Net Interest and Income Tax Paid Net Cash Used in Investing	-696	-460	51.3%	-1,595	-1,257	27.0% 1,624.2
Activities	-1,394	-319	337.4%	-15,807	-917	%
Net Cash Generated from/(Used in) Financing Activities	-163	286		13,263	-714	
Net Increase/(Decrease) in Cash & Cash Equivalents	-875	-65	1,245.9%	-554	-862	35.8%
Cash and Cash Equivalents at the End of the Period	1,043	470	122.1%	1,043	470	122.1%

## 2. DIXY Group unaudited pro-forma interim financial statements, including Victoria results from the beginning of the year\*

#### Nine Months of 2011 Year-on-year

**Revenue** increased by 90.7% (100.5% in USD) to RUR 87.9 bln (USD 3.1 bln).

Cost of Sales as a percentage of Revenue decreased by 390 bp to 72.7%.

Gross Profit increased by 122.7% (134.2% in USD) to RUR 24.0 bln (USD 835 mln)

**Gross Margin** increased by 390 bp year-on-year to 27.3% of sales compared to 23.4% for the same period of 2010.

**EBITDA** increased by 144.3% (157.0% in USD) to RUR 5.6 bln (USD 195 mln). **EBITDA margin** increased by 140 bp year-on-year to the level of 6.4% from 5.0% for the same period of 2010.

**Net Profit** amounted to RUR 1.1 mln (USD 37 mln) for a **Net Margin** of 1.2% of sales compared to net loss for the same period last year.

\*Pro-forma financial statements differ from a simple sum of financial results of DIXY Group and Victoria Group in particular because of a change in reporting policy regarding recognition of sales through agent agreements in Kaliningrad region.

# 2.1. DIXY Group Unaudited Pro-forma Interim Financial Statements, Including Victoria from the Beginning of the Year.

**Income Statement Highlights.** 

RUR, mln.		9mo 2011	9mo 2010	Δ%
Revenue		87,906	46,105	90.7%
	incl. Retail	86,995	45,809	89.9%
Cost of Sales		63,882	35,316	80.9%
	as % of Sales	72.7%	76.6%	
<b>Gross Profit</b>		24,024	10,789	122.7%
	as % of Sales	27.3%	23.4%	
EBITDA		5,618	2,299	144.3%
	EBITDA, %	6.4%	5.0%	
Operating Profit		2,981	1,009	195.4%
	as % of Sales	3.4%	2.2%	
Net Profit		1,068	-37	
	as % of Sales	1.2%	-0.1%	

# 2.2. DIXY Group Unaudited Pro-forma Interim Financial Statements, Including Victoria from the Beginning of the Year.

Revenue by Format.

RUR, mln.		9mo 2011	9mo 2010	Δ%
Revenue		87,906	46,105	90.7%
	incl. Retail	86,995	45,809	89.9%
	DIXY	49,008	39,011	25.6%
	MEGAMART	5,872	5,202	12.9%
	MINIMART	1,778	1,596	11.4%
	Kvartal/Deshevo/Kopilka	19,932		
	Victoria	9,691		
	CASH	714		
Gross Profit		24,024	10,789	122.7%
	as % of Sales	27.3%	23.4%	

# 2.3. DIXY Group Unaudited Pro-forma Interim Financial Statements, Including Victoria from the Beginning of the Year Cost of Sales.

RUR, mln.		9mo 2011	9mo 2010	Δ%
Cost of Goods Sold		61,840	34,103	81.3%
	as % of Sales	70.3%	74.0%	
Transportation Costs		452	229	97.7%
	as % of Sales	0.5%	0.5%	
Shrinkage of Inventories		1,589	985	61.5%
	as % of Sales	1.8%	2.1%	
TOTAL		63,882	35,316	80.9%
	as % of Sales	72.7%	76.6%	

## 2.4. DIXY Group Unaudited Pro-forma Interim Financial Statements, Including Victoria from the Beginning of the Year.

Selling, General & Administrative Expenses (SG&A).

RUR, mln.		9mo 2011	9mo 2010	Δ%
Salaries		9,753	4,520	115.8%
as	% of Sales	11.1%	9.8%	
Lease Expenses		3,856	1,880	105.1%
as	% of Sales	4.4%	4.1%	
D&A		2,489	1,290	93.0%
	D&A, %	2.8%	2.8%	
Utilities, Repair and Maintenanc	е			
Expenses		1,905	825	130.9%
as	% of Sales	2.2%	1.8%	
Transportation and Handling Ex	penses			40 / 00/
	•	246	42	491.6%
	% of Sales	0.3%	0.1%	
Advertising Expenses		461	178	158.5%
as	% of Sales	0.5%	0.4%	
Other Expenses		2,333	1,044	123.5%
as	% of Sales	2.7%	2.3%	
TOTAL SG&A		21,043	9,780	115.2%
as	% of Sales	23.9%	21.2%	

## 2.5. DIXY Group Unaudited Pro-forma Interim Financial Statements, Including Victoria from the Beginning of the Year.

Non-operating Gains and Losses.

RUR, mln.	9mo 2011	9mo 2010	$\Delta$ %
Operating Profit	2,981	1,009	195.4%
Finance Costs (Net)	-984	-523	
Net FX Result	-66	-105	
Profit before Tax	1,931	381	406.6%
Income Tax Expense*	-862	-418	
Net Profit	1,068	-37	
Net Margin, %	1.2%	-0.1%	

<sup>\*</sup>effective tax rate for the nine months of 2011 is 44.7%

# 2.6. DIXY Group Unaudited Pro-forma Interim Financial Statements, Including Victoria from the Beginning of the Year.

Cash Flow Statement Highlights.

RUR, mln.	9mo 2011	9mo 2010	$\Delta$ %
Net Cash Flows (Used in)/Generated from Operating			
Activities	2,399	769	212.1%
Net Cash from Operating Activities before Changes in			
Working Capital	5,625	2,378	136.6%
Change in Working Capital	-1,095	-352	
Net Interest and Income Tax Paid	-2,130	-1,257	
Net Cash Used in Investing Activities	-16,413	-917	
Net Cash Generated from/(Used in) Financing Activities	13,460	-714	
Net Increase/(Decrease) in Cash & Cash			
Equivalents	-554	-862	
Cash and Cash Equivalents at the End of the Period	1,043	470	122.1%

#### KEY STATISTICS OF THE COMBINED COMPANY FOR THE NINE MONTHS & 3Q OF 2011

### **Key Operational Statistics**

	9mo 2011	9mo 2010	$\Delta$ %
Total Number of Stores	1,017	844	20.5%
New Store Openings*	168	78	115.4%
DIXY Group	152	71	114.1%
Victoria Group	16	7	128.6%
Total Space, sqm	849,113	768,752	10.5%
Total Selling Space, sqm	376,749	337,369	11.7%
Neighborhood Stores	294,427	265,162	11.0%
DIXY	214,902	182,481	17.8%
Kvartal/Deshevo/Kopilka	79,525	82,681	-3.8%
Supermarkets	43,161	39,035	10.6%,
Victoria	37,675	33,549	12.3%
Minimart	5,486	5,486	
Hypermarkets	39,161	33,172	18.1%,
Megamart	36,110	30,121	19.9%
Cash&carry КЭШ	3,051	3,051	
•			
Total Number of Permanent Employees	33,151	30,033	10.4%
DIXY Group	21,321	17,726	20.3%
Victoria Group	11,830	12,307	-4.0%

### Average Basket Size by Format, RUR (VAT included)

RUR	3Q 2011	3Q 2010	Δ%	9mo 2011	9mo 2010	Δ%
Neighborhood Stores	222.9	200.6	11.1%	230.4	208.9	10.3%
DIXY	226.9	203.4	11.6%	233.5	211.5	10.4%
Kvartal/Deshevo/Kopilka	212.2	194.9	8.9%	223.0	203.6	9.5%
Supermarkets	434.3	404.9	7.3%	451.4	422.1	6.9%
Victoria	442.6	417.0	6.1%	463.2	436.1	6.2%
Minimart	396.6	352.5	12.5%	396.6	361.5	9.7%
Hypermarkets						
Megamart	521.0	477.5	9.1%	528.0	497.5	6.1%
Cash&carry						
CASH	2,169.8	1,920.0	13.0%	2,222.8	1,868.3	19.0%

### **Number of Stores and Store Openings**

	Number of stores as of 30 September 2011	Number of New Store Openings*
Neighborhood Stores		
DIXY	753	149
Kvartal/Deshevo/Kopilka	217	14
Supermarkets		
Victoria	21	2
Minimart	8	0
Hypermarkets		
Megamart	17	3
Cash&carry		
CASH	1	0
TOTAL	1,017	168

<sup>\*</sup> For the period from 01.01.2011 to 30. 09.2011 there were closed 19 DIXY stores, 1 Megamart and 34 Kvartal stores (including 19 stores closed for rebranding into DIXY format).

## Combined Company Debt (Pro-forma) as of 30 September 2011

	As of 2011	30	September	% of Total
Total debt*			18,311	
Short-term Debt			6,680	36%
Long-term Debt			11,631	64%
Net Debt			17,268	
Net Debt/EBITDA			2.3	

<sup>\*</sup>Total debt does not include financial lease obligations

### **Exchange rates (Central Bank of the Russian Federation)**

	30 September 2011	30 September 2011
RUR/USD eop	31.8751	30.4030
RUR/USD average (nine months)	28.7664	30.2538



**OJSC DIXY Group (RTS, MICEX: DIXY)** is one of Russia's leading retailers of foods and everyday products.

The first DIXY store opened in 1999 in Moscow and, after the period of intense organic development and purchase of Victoria Group in June, 2011, as of November 30, 2011, the Group operated 1,050 stores, including 795 DIXY neighborhood stores, 207 stores under the "Kvartal", "Deshevo", "Semeynaya Kopilka" brands, 21 Victoria supermarkets, 18 MEGAMART (compact hypermarket) stores, 8 MINIMART (supermarket) stores and 1 CASH (cash&carry) store.

The Company operates in three Federal Districts of Russia: Central, Northwest, Urals, and in Kaliningrad region.

As of November 30, 2011, the Company had a total of 384,011 square meters of selling space. The Company is the third largest among Russian national retail operators in the food retail market by revenue, selling area and number of stores and employs over 33,000 people.

In May 2007 the Company raised USD 360 million in its IPO on the RTS and MICEX. A controlling stake in DIXY Group, OJSC (54.4%) is owned by the Mercury Group of Companies, a diversified holding company.

In 2010, DIXY's total revenue reached RUR 64.7 billion, Victoria's total revenue reached RUR 34.0 billion

The Russian business magazine *Expert* rates DIXY Group as one of the Top-100 largest Russian companies.

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#### **APPENDIX**

# 1. DIXY Group Unaudited Consolidated Financial Results, Including Victoria Group from the Date of Acquisition on 15 June 2011

### 1.1. BALANCE SHEET

### **ASSETS**

	30 Sept 2011	31 Dec 2010
Non-current assets		
Property, plant and equipment	23 316 704	12 835 446
Capital advances	1 673 415	942 112
Goodwill	14 592 922	358 478
Other Intangible assets	5 733 543	298 851
Initial lease costs	105 544	144 205
Loans	383	5 047
Trade and other receivables	-	2 724
Deferred tax asset	672 052	397 482
Investment in equity	-	
	46 094 563	14 984 345
Current assets		
Inventories	5 622 528	3 873 123
Trade and other receivables	2 143 065	1 514 900
Taxes recoverable and prepayments	1 787 744	1 113 736
Loans	129 917	134 066
Initial lease costs	35 818	45 446
Cash and cash equivalents	1 042 865	1 596 680
	10 761 937	8 277 951
TOTAL ASSETS	56 856 500	23 262 296
EQUITY AND LIABILITIES  Equity attributable to equity holders of the Parent		
Share capital	1 248	860
Additional paid-in capital	20 437 001	4 111 405
Retained earnings	2 766 761	1 916 147
	23 205 010	6 028 412
Non-controlling interest	- 301	-
TOTAL EQUITY	23 204 709	6 028 412
Non-current liabilities Bonds	-	-
Borrowings	11 522 113	6 038 938
Finance leases	109 355	242 377
Unfavourable operating lease commitments	118 617	
Deferred tax liability	2 227 943	234 733
Current liabilities	13 978 028	6 516 048
Trade and other payables	10 796 937	7 208 994
Contingent consideration payable	1 000 000	
Borrowings	6 513 489	6 442
Current portion of Bonds	-	2 929 452
·		

Finance leases	166 116	161 878
Advances from customers	147 528	69 270
Tax liability, other than income taxes	744 157	278 217
Income taxes payable	215 977	62 375
Unfavourable operating lease commitments	54 409	
Provisions for liabilities and charges	35 150	1 208
	19 673 763	10 717 836
	33 651 791	17 233 884
TOTAL EQUITY AND LIABILITIES	56 856 500	23 262 296

### 1.2. INCOME STATEMENT

1.2. INCOME STATEMENT	9mo 2011	9mo 2010
Revenue	68 326 413	46 105 133
Cost of sales	(50 318 479)	(35 316 297)
Cost of goods sold	(53 339 839)	(37 303 450)
Supplier bonuses	4 797 866	3 200 174
Transportation costs	(403 330)	(228 521)
Shrinkage of inventories	(1 373 176)	(984 500)
Gross profit	18 007 934	10 788 836
General and administrative expenses	(15 656 794)	(9 779 710)
Operating profit	2 351 140	1 009 126
Finance income	30 663	22 488
Finance costs	(863 966)	(545 460)
Foreign exchange (loss)/gain, net	(8 956)	(105 038)
Profit/ (loss) before income tax	1 508 881	`381 116
Income tax expense	(658 547)	(418 264)
Profit for the year	850 334	(37 148)
Total comprehensive profit for the year	850 334	(37 148)
Attributable to:		
Equity holders of the Parent	850 613	(37 324)
Equity holders of the non-controlling interest	(279)	176
	850 334	(37 148)

### 1.3. CASH FLOW STATEMENT

Cash flows from operating activities :	9mo 2011	9mo 2010
	-	_
Profit/(loss) before income tax	1 508 881	381 116
Adjustments for:		
Depreciation of property, plant and equipment	1 593 538	1 159 255
Amortisation of intangible assets	160 476	58 685
Amortisation of initial lease costs	42 458	72 228
Amortisation of unfavourable lease agreements	(19 352)	
Gain less losses on disposals of property, plant and equipment	41 490	14 457
and intangible assets		
(Decrease)/ increase in provision for impairment of taxes	(15 920)	67 797
recoverable and prepayments		
Increase in provision for impairment of trade and other receivables	7 290	10 281
Write-down/(reversal of write-down) of inventory to net realizable	(1 674)	(14 243)
value	(	(* * = * * *)
Finance costs	863 966	545 460
Interest income on loans and cash deposits	(30 663)	(22 488)
Provision for impairment of assets	147 588	-
Unrealised foreign exchange losses/(gains) on borrowings	8 956	105 040
Operating cash flows before working capital changes	4 307 035	2 377 588
Decrease in trade and other receivables	241 491	197 643
Decrease in inventories	231 303	352 190
Increase in taxes recoverable and prepayments	(351 068)	(214 633)
Decrease in trade and other payables	(830 704)	(719 434)
(Decrease)/increase in tax liabilities other than income tax	(31 567)	99 393
Increase/(decrease) in advances from customers	`19 076	(67 230)
Cash generated from operations	3 585 565	2 025 518
Income taxes paid	(877 371)	(627 155)
Interest paid	(717 982)	(629 515)
Net cash from operating activities-continuing operations	1 990 212	<b>768 848</b>
Net cash from operating activities-discontinued operations	1 000 212	700040
Net cash from operating activities	1 990 212	768 848
Cash flows from investing activities:		
Purchase of property, plant and equipment	(4 366 456)	(938 832)
Proceeds from sale of property, plant and equipment	130 806	17 880
Purchase of non-contolling interest in subsidiary		(3 365)
Initial Lease costs paid	(3 850)	(2 276)
Acquisition of subsidiaries, net of cash acquired	(12 411963)	
Loans repaid	5 536 652	397 839
Disbursement of loans	(4 852 278)	(381 535)
Interest received	186 074	12 470
Purchases of intangible assets	(25 647)	(18 910)
Net cash used in investing activities-continuing operations	(15 806 662)	(916 729)
Net cash used in investing activities	(15 806 662)	(916 729)
	(10 000 002)	(515125)

Cash flows from financing activities		
Proceeds from loans and borrowings	8 336 513	5 871 929
Repayment of loans and borrowings	(2 010 651)	(6 486 977)
Repayment of bonds	(2 856 650)	
Buy-out of shares	(411 564)	(7 001)
Proceeds from new issuance of shares	8 734 891	
Proceeds from sale of treasury shares	1 221 049	
Contributions from shareholders	392 258	
Finance lease payments	(143 212)	(92 321)
Net cash from financing activities-continuing operations	13 262 634	(714 370)
Net cash from financing activities	13 262 634	(714 370)
Net decrease in cash and cash equivalents	(553 815)	(862 252)
Cash and cash equivalents at the beginning of the year	1 596 680	1 331 856
Cash and cash equivalents at the end of the year	1 042 865	469 604

# 2. DIXY Group Unaudited Pro-forma Interim Financial Statements, Including Victoria from the Beginning of the Year

### 2.1. BALANCE SHEET

ASSETS	30 Sept 2011	31 Dec 2010
Non-current assets Property, plant and equipment		
	23 316 704	12 835 446
Capital advances	1 673 415	942 112
Goodwill	14 826 401	358 478
Other Intangible assets	5 718 166	298 851
Initial lease costs	105 544	144 205
Loans	383	5 047
Trade and other receivables	-	2 724
Deferred tax asset	672 052	397 482
	46 312 665	14 984 345
Current assets		
Inventories	5 622 528	3 873 123
Trade and other receivables	2 125 656	1 514 900
Taxes recoverable and prepayments	1 787 744	1 113 736
Loans	129 917	134 066
Initial lease costs	35 818	45 446
Cash and cash equivalents	1 042 865	1 596 680
	10 744 528	8 277 951
TOTAL ASSETS	57 057 193	23 262 296

### **EQUITY AND LIABILITIES**

Equity attributable to equity holders of the Parent

Share capital	1 248	860
Additional paid-in capital	20 437 001	4 111 405
Retained earnings	2 984 486	1 916 147
_	23 422 735	6 028 412
Non-controlling interest	- 301	-
TOTAL EQUITY	23 422 434	6 028 412
Non-current liabilities		
Borrowings	11 522 113	6 038 938
Finance leases	109 355	242 377
Unfavourable operating lease commitments	118 617	2.20
Deferred tax liability	2 228 320	234 733
,	13 978 405	6 516 048
Current liabilities		
Trade and other payables	10 796 937	7 208 994
Contingent consideration payable	1 000 000	
Borrowings	6 513 489	6 442
Current portion of Bonds	-	2 929 452
Finance leases	166 116	161 878
Advances from customers	147 528	69 270
Tax liability, other than income taxes	744 157	278 217
Income taxes payable	215 977	62 375
Unfavourable operating lease commitments	54 409	
Provisions for liabilities and charges	17 741	1 208
	19 656 354	10 717 836
	33 634 759	17 233 884
TOTAL EQUITY AND LIABILITIES	57 057 193	23 262 296

### 2.2. INCOME STATEMENT

Continuing operations	9mo 2011	9mo 2010
Revenue	87 905 973	46 105 133
Cost of sales	(63 881 667)	(35 316 297)
Cost of goods sold	(68 000 998)	(37 303 450)
Supplier bonuses	6 160 525	3 200 174
Transportation costs	(451 704)	(228 521)
Shrinkage of inventories	(1 589 490)	(984 500)
Gross profit	24 024 306	10 788 836
General and administrative expenses	(21 043 130)	(9 779 710)
Operating profit	2 981 176	1 009 126
Finance income Finance costs	68 765 (1 052 818)	22 488 (545 460)

	1 068 415	(37 148)
Equity holders of the non-controlling interest	77	176
Attributable to: Equity holders of the Parent	1 068 338	(37 324)
Total comprehensive profit for the year	1 068 415	(37 148)
Profit for the year	1 068 415	(37 148)
Income tax expense	(862 497)	(418 264)
Foreign exchange (loss)/gain, net Profit/ (loss) before income tax	(66 211) <b>1 930 912</b>	(105 038) <b>381 116</b>

### 2.3. CASH FLOW STATEMENT

Cash flows from operating activities :	9mo 2011	9mo 2010
Profit/(loss) before income tax	4 000 040	204 440
Adjustments for:	1 930 912	381 116
Depreciation of property, plant and equipment	1 979 738	1 159 255
Amortisation of intangible assets	517 534	58 685
Amortisation of initial lease costs	42 458	72 228
Amortisation of unfavourable lease agreements	(50 234)	
Gain less losses on disposals of property, plant and equipment and intangible assets	52 720	14 457
(Decrease)/ increase in provision for impairment of taxes recoverable and prepayments	(18 520)	67 797
(Decrease)/ increase in provision for impairment of trade and other receivables	(12 944)	10 281
Write-down/(reversal of write-down) of inventory to net realizable value	(14 750)	(14 243)
Finance costs	1 052 818	545 460
Interest income on loans and cash deposits	(68 765)	(22 488)
Provision for impairment of assets	147 588	-
Unrealised foreign exchange losses on borrowings	66 211	105 040
Operating cash flows before working capital changes	5 624 765	2 377 588
Decrease in trade and other receivables	408 697	197 643
Decrease in inventories	562 719	352 190
Increase in taxes recoverable and prepayments	(292 950)	(214 633)
Decrease in trade and other payables	(1 945 760)	(719 434)
Increase in tax liabilities other than income tax	93 700	99 393
Increase/(decrease) in advances from customers	78 258	(67 230)
Cash generated from operations	4 529 429	2 025 518
Income taxes paid	(1 206 867)	(627 155)
Interest paid	(923 094)	(629 515)
Net cash from operating activities discontinuing operations	2 399 468	768 848
Net cash from operating activities discontinued operations	2 200 469	768 848
Net cash from operating activities	2 399 468	700 040
Cash flows from investing activities:		
Purchase of property, plant and equipment	(4 634 599)	(938 832)
Proceeds from sale of property, plant and equipment	158 866	17 880
Purchase of non-contolling interest in subsidiary		(3 365)
Initial Lease costs paid	(3 850)	(2 276)
Acquisition of subsidiaries, net of cash acquired	(12 649 724)	22-22
Loans repaid	5 622 066	397 839
Disbursement of loans	(5 082 278)	(381 535)
Interest received	228 629	12 470
Purchases of intangible assets  Net cash used in investing activities-continuing operations	(52 202) <b>(16 413 092)</b>	(18 910) <b>(916 729)</b>
net cash used in investing activities-continuing operations	(10 413 092)	(310 / 23)

Cash flows from financing activities		
Proceeds from loans and borrowings	9 043 038	5 871 929
Repayment of loans and borrowings	(2 322 029)	(6 486 977)
Repayment of bonds	(2 856 650)	
Buy-out of shares	(411 564)	(7 001)
Proceeds from new issuance of shares	8 734 891	
Proceeds from sale of treasury shares	1 221 049	
Contributions from shareholders	392 258	
Finance lease payments	(143 212)	(92 321)
Dividend payment	(197 973)	
Net cash from financing activities-continuing operations	13 459 808	(714 370)
Net cash from financing activities	13 459 808	(714 370)
Net decrease in cash and cash equivalents	(553 815)	(862 252)
Cash and cash equivalents at the beginning of the year	1 596 680	1 331 856
Cash and cash equivalents at the end of the year	1 042 865	469 604