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Moscow, 19 December 2012 **PRESS-RELEASE**

ROSINTER REPORTS 9M 2012 UNAUDITED FINANCIAL RESULTS:

REVENUE GROWTH OF 3.6%

EBITDA MARGIN IMPROVED TO 4.9% IN 9M 2012 FROM 1.8% IN 9M 2011

OJSC Rosinter Restaurants Holding (Rosinter), the leading casual dining restaurants chain in Russia and CIS (Moscow Exchange MICEX-RTS ticker: ROST), announced today its financial results for 9M 2012 prepared in accordance with IFRS.

9M 2012 HIGHLIGHTS

- **Consolidated net revenue increased by 3.6% compared with 9M 2011 and stood at RUB 7,861 mln.**
- **Same store sales declined 1.6% during 9M 2012 as a result of a 2.4% increase in same store average check and a 4.0% decline in same store transactions.**
- **Operating profit before impairment amounted to RUB 253 mln for an operating margin before impairment of 3.2% compared with a margin of 0.4% in 9M 2011.**
- **EBITDA[1] before impairment and write–offs amounted to RUB 582 mln for a margin of 7.4% compared with a margin of 5.7% in 9M 2011.**
- **EBITDA[1] amounted to RUB 385 mln and EBITDA margin stood at 4.9% compared with a margin of 1.8% in 9M 2011.**
- **Net loss amounted to RUB 92 mln and net loss margin stood at 1.2% compared with a net loss margin of 3.6% in 9M 2011.**
- **Gross debt was RUB 1,369 mln, including RUB 503 mln long-term debt which represents 36.7% of total gross debt.**
- **Net debt decreased by 16.0% to RUB 1,064 mln, leading to a Net debt/EBITDA of 1.8x as at September 30, 2012 in comparison with 3.8x as at December 31, 2011.**

Kevin Todd, President and Chief Executive Officer, commented:

“Our nine month 2012 financial performance is in line with our expectation and reflects the consequences of a slow traffic flow dynamic that our new team has been addressing with a phased strategy since July this year.

This occasion is a good opportunity for me to provide an update on two of our most critical strategic priorities: Brand revitalization for IL Patio and Planet Sushi, our two proprietary core brands, and the reorganization of our overhead or support team as we prefer to call it.

The IL Patio and Planet Sushi brand revitalization projects are building momentum supported by an intensive short-term marketing plan that targets transaction growth. New enhanced menus, the initial step of the menu revitalization project, have already been launched for both brands and the test store for the IL Patio Genesis concept, a holistic refresh for restaurants, will open this month while the Planet Sushi Genesis concept is planned to open early 2Q 2013. Also, the Next Generation concepts for IL Patio and Planet Sushi, a major repositioning of the brands with a 10 years horizon, have made good progress and their tests stores are planned to open around mid 1H 2013.

We are looking forward to the initial results of the test stores, both for the Genesis and Next Generation stores, to refine the concepts for commercial rollout during 2H 2013. We target restaurant concepts that are compelling for our guests and that also have an appropriate level of return on investment.

On the organizational front, we have already released two of the growth blockages highlighted in our thorough review of the business by closing the brands/operations gap and by launching the new franchise support organization, and our current focus is to consolidate this cultural change within the organization during 2013 in order to achieve its full benefit in 2014. Also, we have completed the first step of our overhead reorganization that targets a more effective and lower cost support team.

I look forward to our next communication early February 2013 when we will provide our trade update for last quarter 2012 and hold a conference call for a business update and guidance for 2013. Meanwhile, on behalf of the Rosinter team let me wish all of you a very happy holiday season“.

Income Statement Summary

(RUB) thousands	9M 2012		9M 2011		% Change Y-o-Y
Net revenue	**7 861 055**	***100,0 %***	**7 588 906**	***100,0 %***	***3,6 %***
Incl. Revenue from restaurants and canteens	*7 522 372*	*95,7 %*	*7 275 260*	*95,9 %*	*3,4 %*
Incl. Revenue from franchising	*208 374*	*2,7 %*	*199 065*	*2,6 %*	*4,7 %*
Cost of sales	**6 375 637**	***81,1 %***	**6 155 792**	***81,1 %***	***3,6 %***
Incl. Food and beverages	*1 816 801*	*23,1 %*	*1 789 427*	*23,6 %*	*1,5 %*
Incl. Payroll and related taxes	*1 703 207*	*21,7 %*	*1 758 878*	*23,2 %*	*(3,2)%*
Incl. Rent	*1 458 418*	*18,6 %*	*1 247 397*	*16,4 %*	*16,9 %*
Incl. Utilities	*235 523*	*3,0 %*	*248 947*	*3,3 %*	*(5,4)%*
Incl. Materials	*225 117*	*2,9 %*	*244 960*	*3,2 %*	*(8,1)%*
Gross profit	**1 485 418**	***18,9 %***	**1 433 114**	***18,9 %***	***3,6 %***
SG&A Expenses	1 133 477	*14,4 %*	1 187 097	*15,6 %*	*(4,5)%*
Incl. Payroll and related taxes	*635 133*	*8,1 %*	*661 736*	*8,7 %*	*(4,0)%*
Incl. Advertising	*161 665*	*2,1 %*	*148 422*	*2,0 %*	*8,9 %*
Incl. Other expenses	*63 496*	*0,8 %*	*74 034*	*1,0 %*	*(14,2)%*
Incl.Increase in allowance for impairment of advances paid, taxes recoverable and receivables	*10 010*	*0,1 %*	*32 377*	*0,4 %*	*(69,1)%*
Start-up expenses for new restaurants	73 741	*0,9 %*	88 281	*1,2 %*	*(16,5)%*
Other gains	53 516	*0,7 %*	34 073	*0,4 %*	*57,1 %*
Other losses	79 097	*1,0 %*	161 774	*2,1 %*	*(51,1)%*
Incl. Loss on disposal of non-current assets	*45 394*	*0,6 %*	*93 464*	*1,2 %*	*(51,4)%*
Profit from operating activities before impairment	**252 619**	***3,2 %***	**30 035**	***0,4 %***	***741,1 %***
Losses from impairment of operating assets	150 997	*1,9 %*	204 784	*2,7 %*	*(26,3)%*
Profit/(loss) from operating activities after impairment	**101 622**	***1,3 %***	**(174 749)**	***(2,3)%***	***(158,2)%***
Financial expenses, net	130 795	*1,7 %*	127 574	*1,7 %*	*2,5 %*
Foreign exchange gains/(losses), net	1 565	*0,0 %*	(20 478)	*(0,3)%*	*(107,6)%*
Share of profits/(losses) of JV and associates	67	*0,0 %*	813	*0,0 %*	*(91,8)%*
Loss before tax	**(27 541)**	***(0,4)%***	**(321 988)**	***(4,2)%***	***(91,4)%***
Income tax	(64 187)	*(0,8)%*	45 383	*0,6 %*	*(241,4)%*
Net loss	**(91 728)**	***(1,2)%***	**(276 605)**	***(3,6)%***	***(66,8)%***
Profit/(loss) from operating activities after impairment	101 622	*1,3 %*	(174 749)	*(2,3)%*	*(158,2)%*
Depreciation and amortization	283 647	*3,6 %*	312 661	*4,1 %*	*(9,3)%*
EBITDA (1)	**385 269**	***4,9 %***	**137 912**	***1,8 %***	***179,4 %***
Loses from impairment	150 997	*1,9 %*	204 784	*2,7 %*	*(26,3)%*
EBITDA (1) before impairment	**536 266**	***6,8 %***	**342 696**	***4,5 %***	***56,5 %***
Loss on disposal of non-current assets	45 394	*0,6 %*	93 464	*1,2 %*	*(51,4)%*
EBITDA (1) before impairment and write-offs	**581 660**	***7,4 %***	**436 160**	***5,7 %***	***33,4 %***

In 9M 2012, ***consolidated revenue*** increased by 3.6% as compared with 9M 2011, driven by a 3.4% increase in Revenue from restaurants and canteens and by a 4.7% increase of revenue from franchising. Corporate restaurants and canteens revenue growth was mainly driven by the revenue growth of stores not included in the SSSG portfolio because they had been operating less than 18 months as at January 1, 2012 and the acquisition of the remaining 50% stake in Costa JV and its consolidation since June 2012 which accounted for 1.1% of consolidated revenue increase in 9M 2012 compared to 9M 2011. Our same store portfolio gross revenue declined in 9M 2012 by 1.6% as a result of a 2.4% increase of average check and a 4.0% decline in number of transactions. Franchise revenue increased mainly due to the increase in the number of franchised restaurants to 130 by September 30, 2012 from 120 by September 30, 2011.

Gross profit margin stood at 18.9% in 9M 2012 and 9M 2011. Improvements in Food and Beverage of 50 basis points, payroll and taxes of 150 basis points, utilities of 30 basis points and materials of 30 basis points were offset by a 220 basis points increase in rent, all measured as a percentage of total revenue.

Food and Beverage improvement as a percentage of total revenue of 50 basis points was mainly due to additional supply chain efficiency of 100 basis points which was partially offset by 50 basis points from purchase price inflation in 3Q 2012 which was not compensated by price increases. Payroll decrease by 150 basis points was mostly driven by an improved staff scheduling as well as by a reduction of social taxes rates. Rent increased by 220 basis points of which 90 basis points were driven by lease rent inflation, 40 basis points represented the effect of foreign currency rates growth of 7% in 9M 2012 compared to 9M 2011 and 30 basis points was a onetime rent discount in some of the Group's leased properties in 9M 2011. Additionally there was a reclassification of certain maintenance expenses from utilities to rent which decreased utilities expenses by 30 basis points and increased rent by the same level, all measured as a percentage of total revenue.

Selling, general and administrative expenses decreased as a percentage of revenue to 14.4% in 9M 2012 from 15.6% in 9M 2011 driven mainly by a decrease of 60 basis point in payroll, 30 basis point in allowance for impairment of advances paid, taxes recoverable and receivables and 20 basis points in other expenses, partially offset by a 10 basis point increase in advertising, all measured as a percentage of total revenue.

Payroll decreased as a result of headcount optimization and office cost reduction. Advertising increased by 10 basis points of total revenue mainly due to higher advertisement costs budgeted for this period.

Other gains increased 30 basis points as a percentage of total revenue in 9M 2012 in comparison with 9M 2011 due to the recognition of a onetime profit on the purchase of the remaining 50% stake in Costa JV, which became a 100% subsidiary of the Group. ***Other losses*** decreased 110 basis points as a percentage of total revenue in 9M 2012 in comparison to 9M 2011 mainly due to a similar decrease in Loss on disposal of non-current assets. As a consequence, an improvement in the contribution to the margin from other net gains and losses represented 140 basis points as a percentage of total revenue.

Losses from impairment of operating assets decreased to 1.9% of total revenue in 9M 2012 in comparison with 2.7% in 9M 2011. For more information please refer to note 4 of the financial statements for the 6 months ended 30 June 2012.

Profit from operating activity before impairment increased to 3.2% of total revenue in 9M 2012 from 0.4% in 9M 2011, while ***Profit from operating activity after impairment*** increased to 1.3% from a loss of 2.3% in 9M 2011.

Income taxes increase of 140 basis points of total revenue is a result of increased profitability of the group and its operating entities.

Net loss margin improved to 1.2% in 9M 2012 from 3.6% in 9M 2011, mainly as a result of an improvement of 120 basis points in SG&A expenses, 140 basis points in Other operating income and expenses, 80 basis points in Loses on impairment of operating assets, which were partially offset by an increase of 140 basis point in Income tax, all measured as a percentage of total revenue.

As a result, ***EBITDA margin*** in 9M 2012 increased to 4.9% from a margin of 1.8% in 9M 2011, while ***EBITDA margin before impairments*** stood at 6.8% in 9M 2012 in comparison to 4.5% in 9M 2011. Similar improvement trend is shown by ***EBITDA margin before impairments and write-offs,*** which increased to 7.4% in 9M 2012 from 5.7% in 9M 2011.

Cash Flow Performance

(RUB) thousands	9M 2012	9M 2011	% Change Y-o-Y
Net cash flow from operating activities	431 161	386 995	11,4 %
Incl. Cash flow before changes in operating assets and liabilities	*584 564*	*474 661*	*23,2 %*
Incl. Change in operating Assets and Liabilities	*10 821*	*36 113*	*(70,0)%*
Incl. Financial and tax cash outflow	*(164 224)*	*(123 779)*	*32,7 %*
Net cash flow used in investing activities	(185 400)	(455 651)	(59,3)%
Net cash flow from/(used in) financing activities	(173 353)	78 425	(321,0)%
Effect of exchange rates on cash and cash equivalents	(1 771)	(7 179)	(75,3)%
Net increase/(decrease) in cash & cash equivalent	**70 637**	**2 590**	**2627,8 %**
Cash & Cash equivalents at beginning of period	233 901	216 510	8,0 %
Cash & Cash equivalents at end of period	304 538	219 100	39,0 %

Cash flow from operating activities increased by 11.4% to RUB 431,161 thousand in 9M 2012 from RUB 386,995 thousand in 9M 2011. Cash flow before changes in operating assets and liabilities increased by 23.2% to RUB 584,564 thousand from RUB 474,661 thousand due to a better operating performance, which was partially offset by a 32.7% increase of financial and tax cash outflow.

Net cash used in investing activities decreased by 59.3% to RUB 185,400 thousand in 9M 2012 from RUB 455,651 thousand in 9M 2011, mainly due to a decrease of investment in new restaurants, to the proceeds from the repayment of related parties' loans for RUB 43,408 thousand in 9M 2012, and to the payment for the acquisition of a non-controlling interest in subsidiaries in 9M 2011 that did not recur in 9M 2012 for an amount of RUB 45,723 thousand.

Net cash used in financing activities increased by RUB 245,778 to RUB 173,353 thousand in 9M 2012 and was mainly invested in an increase of cash and cash equivalent and gross debt repayment as it is summarized in the table below.

Debt and Liquidity

(RUB) thousands	9M 2012		2011		% Change Y-o-Y
Total Gross Debt	**1 368 827**	**100,0 %**	**1 500 699**	**100,0 %**	**(8,8)%**
Short-term debt	866 195	63,3 %	1 210 931	80,7 %	(28,5)%
Long-term debt	502 632	36,7 %	289 768	19,3 %	73,5 %
Net Debt	**1 064 289**	**77,8 %**	**1 266 798**	**84,4 %**	**(16,0)%**
Net Debt / EBITDA [(2)]	**1,8**		**3,8**		**(51,7)%**

Total gross debt of the Group decreased by 8.8% while net debt decreased by 16.0% in 9M 2012 when compared with the corresponding figures as at December 31 2011. The maturity profile of our debt portfolio substantially improved with the long-term component increasing to 36.7% as at September 30, 2012 from 19.3% as at December 31, 2011. For more information please refer to note 9 of the financial statements for the 6 months ended 30 June 2012. Net debt/EBITDA ratio decreased to 1,8x as at September 30, 2012 from 3,8x as at December 31, 2011.

As at 30 November 2012 the Group signed two long-term loan contracts with Raiffeisenbank and Unicredit bank for the total amount of RUB 800 million, which will further improve the Group's debt maturity profile.

Gross debt maturity schedule as at September 30, 2012 is illustrated below.

(RUB) mln	Within 6M (4Q'12-1Q'13)	6M-12M (2Q'13-3Q'13)	12M-18M (4Q'13-1Q'14)	18M+ (2Q'14-3Q'14)	Total
Gross debt maturity	**309** **22.6 %**	**558** **40.7 %**	**378** **27.6 %**	**125** **9.1 %**	**1,369** **100.0 %**

[1] EBITDA is calculated by adding back depreciation and amortization to profit from operating activities after impairment. EBITDA measures are not measurements of our operating performance under IFRS and should not be considered as an alternative to profit for the year, operating profit or any other performance measures derived in accordance with IFRS or as an alternative to cash flow from operating activities or as a measure of our liquidity. Our approach to calculating EBITDA may differ from the approach of other companies.
[2] EBITDA is calculated over the 12 preceding calendar months.

Some information in this review may contain "forward-looking statements" which include all statements other than statements of historical fact. Such forward-looking statements can often be identified by words such as “plans”, “believes”, “anticipates”, “expects”, “intends”, “estimates”, “will”, “may”, “continue”, “should” and similar expressions. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the Company's and/or its Management control that could cause the actual results, performance or achievements of the Company to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Company's present and future business strategies and the environment in which the Company will operate in the future. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. These forward-looking statements speak only as at the date as of which they are made, and the Company and/or its Management does not intend and has no duty or obligation to supplement, amend, update or revise any of the forward-looking statements contained herein to reflect any change in the Company's and/or its Management expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based. The information and opinions contained in this review are provided as at the date of this review and are subject to change by the Company's own discretion without notice of any kind and form.

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Note to Editors:

As at 30 November 2012 OJSC Rosinter Restaurants Holding is the leading casual dining restaurant company in Russia and CIS, which operates 408 outlets in 43 cities in Russia, CIS and Central Europe, including Baltic countries. The chain has 381 casual dining restaurants, including 129 franchised restaurants, and 27 Costa Coffee outlets. The Company offers mainly casual dining Italian, Japanese and American cuisine under its proprietary brands IL Patio and Planet Sushi and its licensed brand T.G.I. Friday’s, and it also develops and operates the Costa Coffee chain in Russia under a license. Rosinter has been expanding in recent years its operations to airports and train stations where it serves currently guests in 40 outlets located in 7 transportation hubs. Rosinter Restaurants Holding is listed on the Moscow Exchange MICEX-RTS (rts.micex.ru) under the stock ticker ROST.

APPENDIX

Unaudited Interim Consolidated Income Statement

for the nine months ended September 30, 2012

(All amounts are in thousands of Russian Roubles, unless specified otherwise)

	For the nine months ended September 30,	
	2012	2011
	Unaudited	
Revenue	**7,861,055**	**7,588,906**
Cost of sales	(6,375,637)	(6,155,792)
Gross profit	**1,485,418**	**1,433,114**
Selling, general and administrative expenses	(1,133,477)	(1,187,097)
Start-up expenses for new restaurants	(73,741)	(88,281)
Other gains	53,516	34,073
Other losses	(79,097)	(161,774)
Profit from operating activities before impairment	**252,619**	**30,035**
Loss from impairment of operating assets	(150,997)	(204,784)
Profit/(loss) from operating activities after impairment	**101,622**	**(174,749)**
Financial income	18,509	13,969
Financial expense	(149,304)	(141,543)
Foreign exchange gains/(losses), net	1,565	(20,478)
Share of profits of joint venture and associates	67	813
Loss before income tax	**(27,541)**	**(321,988)**
Income tax (expense)/benefit	(64,187)	45,383
Net loss for the period	**(91,728)**	**(276,605)**
Attributable to:		
Equity holders of the parent entity	(87,480)	(270,220)
Non-controlling interests	(4,248)	(6,385)
Loss per share, basic, Russian Roubles	**(5.60)**	**(17.28)**
Loss per share, diluted, Russian Roubles	**(5.41)**	**(16.90)**

APPENDIX

Unaudited Interim Consolidated Statement of Financial Position

at September 30, 2012

(All amounts are in thousands of Russian Roubles, unless specified otherwise)

	September 30, 2012, unaudited	December 31, 2011, audited
ASSETS		
Non-current assets		
Property and equipment	1,962,614	2,123,855
Intangible assets	96,008	135,948
Goodwill	176,153	176,153
Investments in joint ventures and associates	4,862	4,795
Long-term loans due from related parties	18,084	104,336
Long-term receivables due from related parties	3,053	3,854
Deferred income tax asset	153,289	123,971
Other non-current assets	177,230	143,451
	2,591,293	**2,816,363**
Current assets		
Inventories	132,080	167,768
VAT and other taxes recoverable	107,747	102,306
Income tax recoverable	32,939	34,940
Trade and other receivables	204,250	196,124
Advances paid	142,406	184,319
Receivables from related parties	120,169	56,258
Short-term loans	15,278	7,524
Short-term loans due from related parties	56,909	100,198
Cash and cash equivalents	304,538	233,901
	1,116,316	**1,083,338**
TOTAL ASSETS	**3,707,609**	**3,899,701**
EQUITY AND LIABILITIES		
Equity		
Equity attributable to equity holders of the parent entity		
Share capital	2,767,015	2,767,015
Additional paid-in capital	2,204,190	2,204,816
Treasury shares	(413,085)	(416,732)
Other capital reserves	22,026	18,526
Accumulated losses	(3,708,803)	(3,621,323)
Translation difference	(76,305)	(72,847)
	795,038	**879,455**
Non-controlling interests	12,632	18,596
	807,670	**898,051**
Non-current liabilities		
Long-term loans and borrowings	502,632	289,768
Long-term liabilities to partners	44,196	48,519
Deferred income	1,858	8,050
Deferred income tax liabilities	73,747	59,165
	622,433	**405,502**
Current liabilities		
Trade and other payables	1,212,236	1,144,668
Short-term loans and borrowings	866,195	1,210,931
Payables to related parties	28,960	24,024
Short-term loans due to related parties	4,466	5,241
Short-term liabilities to partners	41,140	48,882
Deferred income	62,660	62,487
Income tax payable	61,849	99,915
	2,277,506	**2,596,148**
TOTAL EQUITY AND LIABILITIES	**3,707,609**	**3,899,701**

APPENDIX

Unaudited Interim Consolidated Statement of Cash Flows
for the nine months ended September 30, 2012

(All amounts are in thousands of Russian Roubles, unless specified otherwise)

	For the nine months ended September 30,	
	2012	**2011**
	Unaudited	
Operating activities		
Loss before tax	(27,541)	(321,988)
Adjustments to reconcile loss before tax to net cash provided by operating activities:		
Depreciation and amortization	283,647	312,661
Foreign exchange (gains)/losses, net	(1,565)	20,478
Financial income	(18,509)	(13,969)
Financial expense	149,304	141,543
Allowance for impairment of advances paid, taxes recoverable and receivables	10,010	32,377
Obsolescence/(reversal of obsolescence) of inventories	959	(1,431)
Loss on disposal of non-current assets	45,394	93,464
Impairment of assets	150,997	204,784
Share of joint venture's and associates' results	(67)	(813)
Write off and impairment of loans receivable from related parties	–	91
Gain on bargain purchase	(11,565)	–
Share based payment expenses	3,500	7,464
	584,564	**474,661**
Changes in operating assets and liabilities:		
Decrease in inventories	39,226	82,003
Iincrease in advances, taxes recoverable, receivables and other assets	(4,160)	(63,847)
(Increase)/decrease in receivables from/payables to related parties, net	(43,812)	64,644
Increase / (decrease) in trade and other payables	19,567	(46,687)
Net cash generated from operations	**595,385**	**510,774**
Interest paid	(105,739)	(94,549)
Interest received	9,919	6,070
Income tax paid	(68,404)	(35,300)
Net cash flows from operating activities	**431,161**	**386,995**
Investing activities		
Purchases of property and equipment	(217,086)	(368,620)
Loans issued to related parties	(1,417)	(45,573)
Proceeds from repayment of loans issued to related parties	43,408	–
Payments to acquire non-controlling interest in subsidiaries	–	(45,723)
Purchase of intangible assets	(17,178)	(10,866)
Proceeds from disposal of property and equipment	4,990	10,724
Proceeds from repayment of loans issued to third parties	1,883	4,407
Net cash flows used in investing activities	**(185,400)**	**(455,651)**

APPENDIX

Unaudited Interim Consolidated Statement of Cash Flows (continued)

	For the nine months ended September 30,	
	2012	2011
	Unaudited	
Financing activities		
Repayment of bank loans	(931,632)	(1,763,983)
Proceeds from bank loans	800,053	1,954,536
Payments to partners	(42,475)	(46,770)
Repayment of related party loans	(775)	(6,948)
Proceeds from related party loans	–	6,000
Acquisition of treasury shares	–	(61,729)
Proceeds from issue of shares	3,373	–
Repayment of lease obligations	(489)	(1,999)
Dividends paid to shareholders	(1,408)	(682)
Net cash flows used in financing activities	**(173,353)**	**78,425**
Effect of exchange rate on cash and cash equivalents	(1,771)	(7,179)
Net increase in cash and cash equivalents	70,637	2,590
Cash and cash equivalents at beginning of the period	**233,901**	**216,510**
Cash and cash equivalents at end of the period	**304,538**	**219,100**