

BELUPO d.d. and its Subsidiaries,
Koprivnica
Annual report 31 December 2017

This version of the annual report is a translation from the original, which was prepared in Croatian language. All possible care has been taken to ensure that the translation is an accurate representation of the original. However, in all matters of interpretation of information, views or opinions, the original language version of the report takes precedence over this translation.

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1. DESCRIPTION OF BUSINESS ACTIVITIES

Belupo Pharmaceuticals and Cosmetics Inc. Koprivnica (hereinafter referred to as: Belupo) is a joint stock company whose core business is the production and distribution of drugs, pharmaceuticals, ancillary medicinal substances and other chemical products.

The company number of Belupo is 03805140, PIN 74181493335, and its registered headquarters is at the address: Ulica Danica 5, 48000 Koprivnica.

The share capital of the Company amounts to HRK 579,087,600.00 and is divided into 5,790,876 ordinary registered shares with a nominal value of HRK 100.00 each.

Historical development

An overview of some of the most significant events in the history of the Belupo Group:

Year	EVENT
1970	Podravka began preparations for manufacturing pharmaceutical and chemical products, thus creating conditions to enter into a new strategic business area
1971	Project for the construction of a drug factory completed.
1972	The first factory opened in Ludbreg.
1981	The New drug factory constructed with central warehouse, tower, dispatch facility, energy plant and administration building.
1999	Construction of a new factory for solid dosage forms.
2000	Opening of representative offices in Moscow, Prague and Belgrade Belupo - member of the association of manufacturers of generic drugs Golden plaque for the most successful company in the county in the category of large trade companies
2002	Daughter company established in Slovenia with headquarters in Ljubljana Plaque «Golden Marten» for the most successful company in the county in the category of large trade companies
2003	Crystal Bowl for the Event Project of the Year, FESTO 2001, Opatija, Croatia; OTC NEWS Marketing & Creative Award 2002, Copenhagen, Denmark Grand Global The Best In Healthcare Communications Worldwide in 2002, The New York Festivals, New York, USA GRAND GLOBAL - SOCIAL COMMITMENT Gold plaque for business excellence of the County Chamber Koprivnica Daughter company established in Slovakia with headquarters in Bratislava

MANAGEMENT REPORT (continued)

Year	EVENT
2004	Construction of a factory for semi-solid and liquid drugs completed
2005	A new microbiological lab and a new facility for control and quality assurance built Daughter company established in Macedonia, with headquarters in Skopje
2006	Plaque “Golden Marten” for the most successful large company in the Koprivnica – Križevci County Ginkgo – awarded the Croatian Quality symbol
2007	Chain of pharmacies - Pharmacies Deltis Pharm established, which today has 10 pharmacies
2008	Acquisition of majority share in Farmavita - pharmaceutical company in Bosnia and Herzegovina Employer Partner Certificate
2009	“Golden key” for the best Croatian exporters to Bosnia and Herzegovina in 2008. Superbrand for Belupo and Lupocet
2010	Farmavita – Manufacturing licence
2011	Neofen – Trusted Brand 2011 A new blister line in the amount of HRK 13 million
2012	Start of construction of new modern storage facilities Plaque «Golden Marten» for the most successful company in the county in the category of large trade companies
2013	Representative offices established in Poland, the Ukraine and Kazakhstan Start of a new investment cycle of Belupo - construction of two new factories A new warehouse for finished goods for domestic market opened and put into operation
2014	Decision and Licence for the wholesale of pharmaceutical products issued to Belupo Lupocet Best Buy Award Health 2014/2015. Farmavita, the most desirable employer in the pharmaceutical industry in Bosnia and Herzegovina for 2014 Farmavita established a representative office in Priština, Kosovo
2015	Contract on the first phase of construction of the new factory signed. The start of the construction of the main building of the new Belupo factories of the future. Plaque "Golden Marten" for business excellence in 2014, in the category of large Croatian companies. The Faculty of Pharmacy and Biochemistry, University of Zagreb and Belupo signed a Cooperation Agreement and Letter of Support. Farmavita – opening of a new business – storage facility.

MANAGEMENT REPORT *(continued)*

2016	Belupo's factories of the future received an occupancy permit. Belupo was presented a Certificate of Appreciation for supporting the scientific work of the Croatian Academy of Medical Sciences.
2017	Belupo received the “Lider Invest” award for continuous investment in the competition for the best large, medium-sized and small production investments. Belupo's factory for solid, semi-liquid and liquid dosage forms covering 20.608 m ² was completed after four years of construction. Belupo obtained a manufacturing license for the New solid, semi-solid and liquid dosage forms factory.

Description of the Belupo Group – organisational structure of the Group

GROUP COMPANIES	Belupo Ltd., Slovenia 100% Belupo Inc.
	Belupo s.r.o., Slovakia 100% Belupo Inc.
	Belupo dooel. Macedonia 100% Belupo Ltd.
	Pharmacies Deltis pharm, Croatia 100% Belupo Ltd.
	Farmavita Ltd., B&H 65% Belupo Inc.
REPRESENTATIVE OFFICES of Belupo Inc.	Moscow, Russia
	Prague, Czech Republic
	Sarajevo, B&H
	Belgrade, Serbia
	Priština, Kosovo
	Skopje, Macedonia
	Warsaw, Poland
	Kiev, the Ukraine
	Almaty, Kazakhstan

Markets of the Belupo Group

In 2017, the Belupo Group realised sales of its products in the Croatian market and in foreign markets.

Through its organisational units, the Group is present in the following foreign markets: in Russia, the Ukraine, Kazakhstan, Slovakia, Slovenia, the Czech Republic, Poland, Bosnia and Herzegovina, Serbia, Montenegro, Kosovo and Macedonia. Sales have also been achieved in Albania, Turkey, Iraq, Libya Denmark and Germany through cooperation with other distributors who are not part of the Group.

The most significant foreign markets are South-Eastern, Central and Eastern Europe - the most significant part of foreign sales was achieved in the markets of Bosnia and Herzegovina and Russia.

South-Eastern Europe

Bosnia and Herzegovina, Macedonia, Serbia, Montenegro, Albania and Kosovo.

Eastern Europe

Russia, The Ukraine and Kazakhstan.

Central Europe

Czech Republic, Slovakia, Slovenia and Poland

New markets

Turkey, Iraq, Libya

Belupo - outlicensing

Denmark and Germany

Production programme

Belupo manufactures the following products:

- Prescription drugs
 - Food for special medical purposes
- Non-prescription drugs and medicinal products
 - Herbal medicines
 - Food supplements
 - Cosmetics
 - Non-prescription drugs
 - Auxiliary substances

Belupo has products in its production programme that belong to the following anatomical therapeutic chemical classifications:

A preparations acting on the alimentary tract and metabolism

B preparations acting on blood and blood forming organs

C preparations acting on the cardiovascular system

D preparations for skin treatment - dermatologicals

G preparations acting on the genito-urinary system and sex hormones

J preparations for treating systemic infections

MANAGEMENT REPORT (*continued*)

L preparations for treating malignant diseases and immunomodulating agents

M preparations acting on the musculo-skeletal system

N preparations acting on the nervous system

P preparations for treating infections caused by parasites

R preparations acting on the respiratory system

S preparations for sensory organs

These groups of drugs are produced in a variety of forms such as tablets, capsules, film-tablets, solutions, lotions (in spray form), creams, ointments, gels, syrups, suspensions, pessaries, suppositories, powders and vials.

2. THE ASSEMBLY, SUPERVISORY BOARD, MANAGEMENT BOARD, AUDIT COMMITTEE

Company Assembly

The Company Assembly consists of the Management Board of Podravka Inc.

Supervisory Board

President	Marin Pucar
Vice-President	Davor Doko
Member	Petar Miladin
Member	Branka Perković
Member	Željko Dragec

Management Board

President	Hrvoje Kolarić
Member	Ksenija Punčikar

Audit Committee

President	Davor Doko (since 23 October 2017)
Member	Marin Pucar (since 23 October 2017)
Member	Branka Perković

3. BUSINESS ACTIVITIES OF THE BELUPO GROUP IN 2017

Consolidated and unconsolidated statement of comprehensive income for the year ended 31 December 2017

		Group		Company	
	Notes	2017	2016	2017	2016
(in thousands of HRK)					
Revenue	7	869,303	816,944	641,826	592,006
Cost of goods sold	9a	(399,164)	(388,809)	(271,551)	(255,128)
Gross profit from sales		470,139	428,135	370,275	336,878
Non-production cost of the new factory	9b	(25,376)	-	(25,376)	-
Gross profit		444,763	428,135	344,899	336,878
Other income	8	503	15,899	499	15,880
General and administrative expenses	9b	(115,904)	(108,317)	(94,974)	(86,924)
Selling and distribution expenses	9c	(59,228)	(64,388)	(31,661)	(36,492)
Marketing expenses	9d	(178,295)	(158,354)	(155,110)	(137,575)
Other expenses	11	(9,084)	(2,294)	(8,877)	(2,636)
Operating profit		82,755	110,681	54,776	89,131
Finance income	13	4,573	1,170	36,953	2,961
Finance costs	14	(11,270)	(13,572)	(9,171)	(11,378)
Profit before tax		76,058	98,279	82,558	80,714
Income tax	15	(21,456)	(21,653)	(18,159)	(20,417)
Profit for the year		54,602	76,626	64,399	60,297
Other comprehensive income:					
Actuarial gains		104	66	78	130
Foreign operations – foreign currency translation differences		(1,468)	(640)	-	-
Total comprehensive income for the year		53,238	76,052	64,477	60,427
Profit attributable to:					
The equity holders of the parent		47,870	71,138		
Non-controlling interests		6,732	5,488		
		54,602	76,626		
Total comprehensive income attributable to:					
The equity holders of the parent		47,013	70,821		
Non-controlling interests	28	6,225	5,231		
		53,238	76,052		

Consolidated statement of financial position as at 31 December 2017

	Notes	Group		Company	
		31 December 2017	31 December 2016	31 December 2017	31 December 2016
<i>(in thousands of HRK)</i>					
ASSETS					
Non-current assets					
Intangible assets	17	91,835	96,274	48,201	50,161
Property, plant and equipment	18	835,859	808,265	743,983	711,960
Financial assets	20,23	292	333	37,971	13,874
Investments in subsidiaries	19	-	-	99,664	99,664
Deferred tax assets	16	127,038	145,396	130,778	148,955
		1,055,024	1,050,268	1,060,597	1,024,614
Current assets					
Inventories	21	182,785	179,710	138,292	135,181
Trade and other receivables	22	299,837	365,775	237,768	305,288
Loan receivables	23	-	-	4,305	2,898
Income tax receivable		277	3,937	17	3,918
Cash and cash equivalents	24	89,162	81,344	77,630	70,875
		572,061	630,766	458,012	518,160
Total assets		1,627,085	1,681,034	1,518,609	1,542,774
SHAREHOLDERS' EQUITY AND LIABILITIES					
Shareholders' equity					
Share capital	25	579,087	410,087	579,087	410,087
Reserves	26	102,161	152,401	101,037	150,342
Retained earnings*	27	235,286	257,511	236,103	241,799
Attributable to the equity holders of the parent		916,534	819,999	916,227	802,228
Non-controlling interests	28	35,207	44,757		
		951,741	864,756	916,227	802,228
Non-current liabilities					
Loans and borrowings	29	442,139	427,386	420,378	416,622
Provisions	30	6,617	7,392	5,624	6,426
Deferred tax liability	16	2,907	3,332	-	-
		451,663	438,110	426,002	423,048
Current liabilities					
Trade and other payables	31	107,659	291,149	85,496	264,338
Financial liabilities at fair value through profit or loss	32	-	914	-	914
Loans and borrowings	29	110,818	78,694	88,166	48,559
Income tax payable		302	1,482	-	-
Provisions	30	4,902	5,929	2,718	3,687
		223,681	378,168	176,380	317,498
		675,344	816,278	602,382	740,546
Total shareholders' equity and liabilities		1,627,085	1,681,034	1,518,609	1,542,774

4. EVENTS AFTER THE BUSINESS YEAR END

No significant business events occurred after the balance sheet date at the Company or the Group that would require corrections or disclosure in the reports.

5. AWARDS AND RECOGNITION IN THE YEAR 2017

OCTOBER 2017

Hrvoje Kolarić awarded for promoting pharmacy in the economy



The President of the Croatian Pharmaceutical Society, Mr Darko Takač, mr. pharm., at the solemn session of the Assembly held on 25 October, presented the award “Recognition for Promoting Pharmacy in the Economy” to the President of the Belupo Management Board, Mr Hrvoje Kolarić, mr. pharm., MBA.

This is an annual award given by the Society to distinguished individuals, masters of pharmacy, who promote the principles of excellence and accountability in the economy and thus enhance the reputation of the profession.

Thanking the profession for acknowledging his efforts to link pharmacy as a scientific discipline with pharmaceuticals as a strategic industrial branch, Mr Hrvoje Kolarić announced his further endeavours in stimulating the growth of domestic production, as every new workplace in pharmaceuticals multiplies the number of jobs in affiliated organizations.

Belupo received the “Lider invest” award for continuous investment at their competition for the best large, medium-sized and small production investments



On 27 October at the Westin Hotel in Zagreb Belupo received a special award from the editorial board of Lider for continuous investments. Ms Ksenija Punčikar, member of the Management Board, received the award from the chief editor of the weekly magazine Lider, Mr Miodrag Šajatović.

6. BUSINESS EVENTS THAT HAVE MARKED THE YEAR 2016

MAY 2017

The opening ceremony of the largest Croatian greenfield investment



The Croatian Prime Minister, Andrej Plenković, ceremoniously opened Belupo's new factory of solid, semi-solid and liquid dosage forms worth HRK 535 million on 16 May. In the coming years, their capacities will be sufficient for the growing needs of new market expansion and new manufacturing niches. Along with state-of-the-art technology and organization of processes according to the latest standards of good manufacturing practice, this factory represents one of the most modern pharmaceutical facilities in the region. The newly opened production lines will increase production capacities by 150 percent compared to the existing ones and provide for the production of 100 million packaging of medications annually.

JULY 2017

Nutraceuticals becomes part of the Business Development and Registration Sector

The Management Boards of both Podravka and Belupo have decided at their last sessions that from 1 July the Nutraceuticals Sector of Podravka will become part of Belupo's organizational scheme. The Nutraceuticals department, whose project tasks are to develop new product groups in both the pharmaceutical and nutritional section, will be part of the Business Development and Registration Sector, and the director of the Department will continue to be Lenkica Penava.

New members of the Supervisory Board of Belupo elected

Marin Pucar, Petar Miladin and Davor Doko are new members of the Supervisory Board of Belupo, elected at the General Assembly of Belupo d.d. on May the 9th 2017 for a mandate of four years.

NOVEMBER 2017

Belupo receives manufacturing licence for the New factory of solid, semi-solid and liquid dosage forms



The Agency for Medicinal Products and Medical Devices of the Republic of Croatia on 27 November 2017 issued Belupo d.d. a manufacturing licence, confirming that the Factory for solid, semi-solid and liquid dosage forms meets all legally-stipulated conditions regarding space, equipment, personnel and documents and applies all principles of good manufacturing practice. The manufacturing licence encompasses all of Belupo's

newly-built facilities, enabling the drugs manufactured in the new plant to be placed on the market. In addition to the manufacturing licence, Belupo has also been granted a new Good Manufacturing Practice Certificate (GMP), which provides the assurance that all manufacturing processes for medicinal products and / or medical devices are manufactured in accordance with good manufacturing practice and the manufacturing licence. Hence, Belupo confirms once again that it is a pharmaceutical company that meets the highest European regulatory standards and provides patients with safe, effective and high quality medicines.

Transformation of Belupo by the Lean Six Sigma Methodology



During a period of seven months, Belupo will transform its business processes and corporate culture, which will directly contribute to increasing efficiency and reducing operating costs. The Lean Six Sigma Programme will combine three key factors for company success - employees, processes and customers.

7. RESEARCH AND DEVELOPMENT

In 2017, Belupo's portfolio increased with 6 new products in the Croatian market (in N, R, D and enteral foods) and 32 products in external markets (in groups N, R, D, M, A, G and medicinal products).

New products Pregabalin Belupo 150 mg and 300 mg capsules in the prescription drug segment that belong to the group of drugs for treating epilepsy, neuropathic pain and generalized anxiety disorder, have been introduced to the Croatian market.

The new brand in the non-prescription drug segment comprises of Naxil 200 mg effervescent tablets and Naxil forte 600 mg effervescent tablets from the group of preparations for cough and cold treatment.

Apart from the introduction of new brands, the existing Belodin brand has been extended with Belodin A Derm gel from the group of antihistamines for local application.

A new extension to the enteral food portfolio is Nutribel Complex, a dietary product for oncology patients.

Belupo's newly registered and marketed products in the European Union markets are: Pregabalin Belupo 150 mg and 300 mg capsules in the markets of Slovenia, Slovakia and the Czech Republic. In these three markets Belobaza cream was also released in the status of a medicinal product, in the market of Slovakia Viner 100 mg chewable tablets and the dietary supplement – Maxi omega capsules, and in the market of Slovenia Zaracet 37.5 + 325 mg film-coated tablets.

Belupo's southeast markets have registered and released the following products from the existing portfolio: Alopurinol 100 mg tablets in Macedonia, Sona gel in Albania, Betiden gel in Bosnia and Herzegovina and Portalak syrup, Sona gel, Lorsilan 2.5 mg tablets, Beloderm cream and ointment and Afloderm cream and ointment in Montenegro.

Other markets released the following: Kazakhstan 6 products: Monler 10 mg film-coated tablets, Beloderm Express spray, Belosalic spray, Belakne cream, Aciklovir cream and Neofen spray. The market of the Ukraine released Neofen spray and Neofen gel, Kurdistan released Medazol vaginalettes, and Bocwana released Normabel 5 mg film-coated tablets.

8. EMPLOYEES

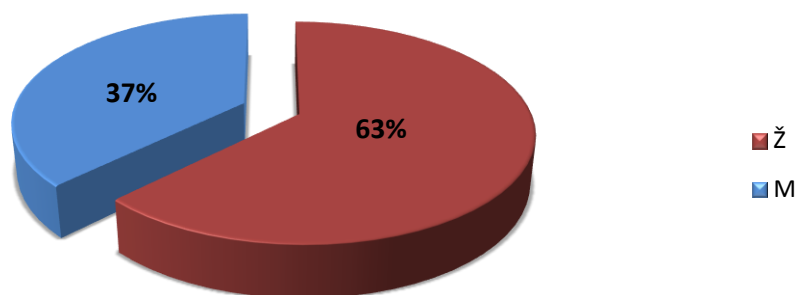
Belupo is a modern and efficient company whose success is based on high quality standards, and these high quality standards are also reflected in our human resource management. Belupo is a pharmaceutical company that cares for people and appreciates their importance, because they are the holders of all the activities and the main factor that gives the company its competitive advantage in the highly demanding market.

A lot of effort and resources are invested in working conditions, motivation systems, competence development, promotion and remuneration systems, increase of efficiency as well as a host of other programmes that contribute to Belupo's excellence in human resource management.

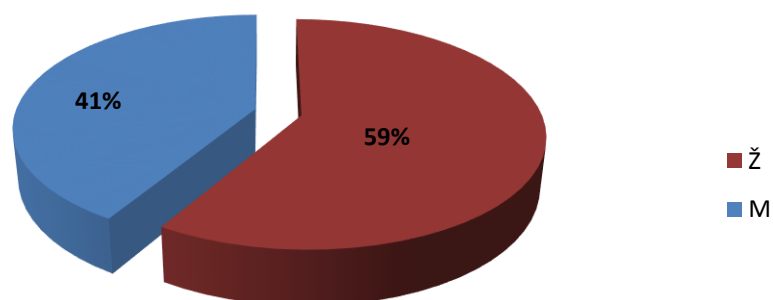
Knowledge is the power with which Belupo successfully faces all challenges of the business environment and we consider investment in knowledge as an investment in business development with manifold returns. We are a team of educated and dedicated professionals who with our enthusiasm, desire for quality and excellence have contributed to the growth of Belupo during all these years.

In 2017, the Belupo Group had 1,408 employees and Belupo d.d. had 1,169 employees. The structure of employees by gender and level of education in the Belupo Group and Belupo d.d. respectively, is shown below:

**Gender structure of employees in 2017
of Belupo Group**

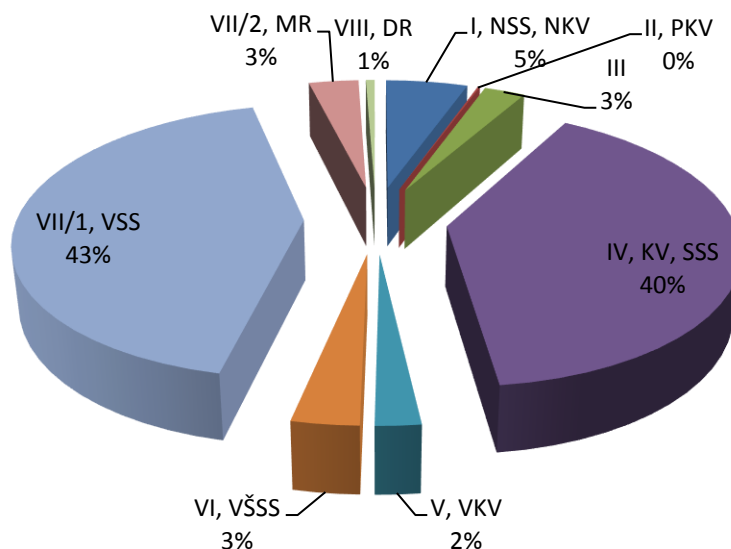


**Employee structure of Belupo Inc. in
2017**

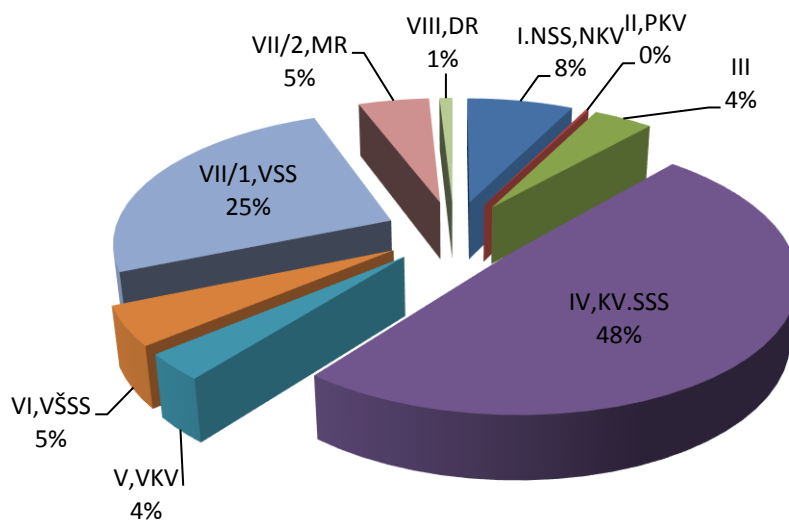


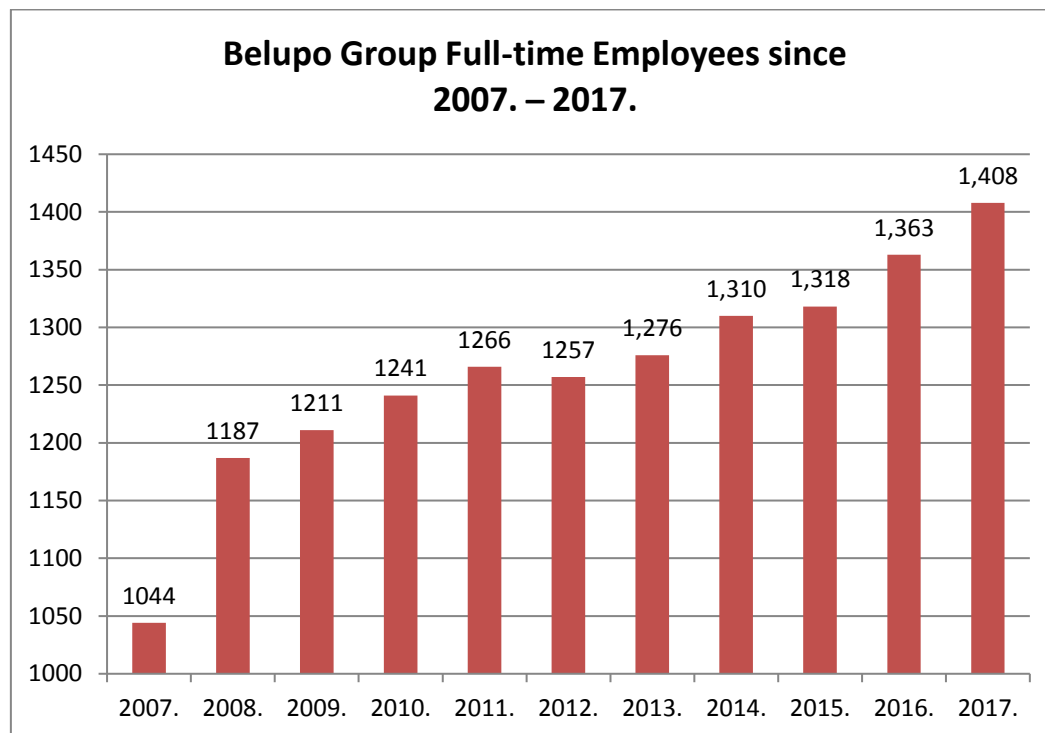
The gender structure of Belupo Group employees constitutes 63% women and 37% men and of Belupo Inc. 59% women and 41% men. Due to such a high proportion of women in the structure of employees, the understanding of sociological, economic and psychological aspects and consequences is extremely important. Belupo encourages motherhood with high maternity incentives and thus maximally supports pregnancy of its employees and emphasises the social importance of the family.

Educational structure of Belupo Group employees in 2017



Educational structure of Belupo Inc. employees in 2017



Belupo Group employment trends 2007-2017

During the year 2017, the implementation of the development programme “Recipe for Excellence” continued. Six employees with higher education degrees eager for additional engagement that were included in the “Recipe for Excellence” programme on the basis of the company's internal application at the end of 2015, have throughout the whole year of 2017 been increasing their level of business competencies through modules structured according to their individual development needs.

During 2017, the Human Resources Development sector continued to work on key activities for improving the organizational climate through thematic sessions organized by the Workers' Council.

In the first quarter of 2017, the use of a tool called “Reverse Feedback 360°” continued in order to assess the development of key company and leadership competencies of the executive and middle management. Based on collected assessments, 57 managers were provided guidance for their further advancement.

Further strengthening of managerial competencies was the underlying aim of the internal training programme “Excellence in Leadership” held from March to June 2017 that focused on five key leadership competences for assistant directors, sales leaders, product managers, and senior level managers. The modules covered the areas of communication, emotional intelligence, personality traits and motivation, teamwork and co-operation, management and change management skills, coaching and giving and receiving feedback.

Evaluation followed upon the completion of the “Excellence in Leadership” programme, and 15 participants provided feedback on programme achievements, suggestions for further continuance and running of the same programme for other lower level managers.

9. SAFETY AT WORK

Belupo invests great energy, knowledge and significant resources in activities that promote a health keeping culture.

The Safety at Work Service is in charge of the prevention of accidents at work, the emergence of occupational diseases and other illnesses related to work as well as for the protection of the working environment. Continued implementation of planned activities is aimed at improving the working conditions and controlling the implementation of legal provisions related to safety at work.

Throughout the entire year of 2017, activities of the Safety at Work Service were directed to improving and controlling working conditions in all sectors of Belupo, as well as the education and training of employees. Under the new Regulations on Risk Assessment (Official Gazette NN 71/14), estimates of job risks in 6 sectors and audits of risk assessments for jobs with computers in 6 sectors were carried out.

Compliance with the basic rules of safety at work was checked through periodic tests of the following:

- machinery and equipment,
- electrical installations,
- testing of the working environment (noise, vibration, lighting, microclimate, chemical hazards of dust and organic solvent vapours).

According to the plan for the year 2017, tests on machinery, equipment and the working environment were carried out in 8 sectors, tests for chemical hazards in 3 sectors and tests on electrical installations in one sector. The machines, devices and the working environment were examined in the Extension of the existing production.

Practical evacuation and rescue exercises were carried out at Pharmacies Deltis Pharm, Supervision and Energy Centre, Solid Drugs Production, Semi-solid and Liquid Drugs Production and Logistics.

Five internal controls were performed in the Semi-solid and Liquid Drugs Production, Solid Drugs Production and Logistics. No deficiencies were observed.

Care for the health of employees is demonstrated through various types of medical examinations. The monitoring of the health of employees working in special conditions is carried out regularly by the contracted healthcare physician. Healthcare physician is also responsible for controlling the health of employees working at computers for more than 4 hours a day, as well as for exceptional examinations every 36 months for employees not working in special working conditions, but in the course of work are in contact with raw materials. In accordance with the GMP norms, the employer has the obligation to send all the employees who perform visual inspection work to specialist ophthalmologists for regular check-ups. During 2017, 134 employees had carried out eye and colour recognition tests and a total of 525 employees went through medical examinations.

Particular attention is paid to timely training and education for safety at work and in 2017 total of 105 employees were trained. In addition to the training of new employees, their safety at work and fire protection skills are also tested. The Safety at Work Service independently performs training of general safety at work, safety at work in laboratories, offices and for working with computers according to the programme approved by the Ministry of the Economy, Labour and Entrepreneurship (present Ministry of Economy, Entrepreneurship and Crafts).

The Safety at Work Service organized professional training for employees working on the assembly and handling of mobile scaffolds for 6 employees, as well as for 8 employees handling hydraulic platforms. There was also a course organized for 54 employees working with hazardous chemicals in cooperation with the Croatian Institute of Toxicology and Anti-Doping.

In 2017, 6 employees were injured, of which 3 injuries were not acknowledged.

- place of work - 4 injuries
- fieldwork - 2 injuries

There was a total of 15 days of sick-leave at a cost of HRK 5.028,40.

10. ENVIRONMENTAL PROTECTION

Environmental Activities

In 2017, the training of new employees and revision of all operating instructions describing preparation procedures for all types of waste disposal, continued to be performed regularly.

Waste management

The environment is most often polluted by waste, therefore, proper waste disposal continues to be systematically implemented. Waste is recorded according to working units, separated for recycling and waste designated for thermal processing is properly stored. Preparations for the supervision by authorities in charge of drug manufacturing as well as testing of machines for new production has increased the quantities of technological waste at the location. Efficient waste management enables all the generated waste to be disposed of, recycled or thermally processed in a safe and environmentally responsible manner.

In 2017, Belupo recorded 32 types of waste in a total amount of 280 tons.

Treatment / on total amount	Recycling	Thermal processing	Landfill
Quantity of waste %	54,6 %	39,6 %	5,8 %

Most of the waste has with adequate management become a secondary raw material, thus supporting the aim to preserve natural resources and reduce the cost of waste disposal at landfills. Technological waste is thermally processed.

Quantities of packaging waste generated from the sales of drugs is regularly reported to the Fund for Environmental Protection and Energy Efficiency and a corresponding fee is paid, accordingly.

For imported electrical and electronic waste, records on imported quantities are kept on a monthly basis and reported to the Environmental Protection and Energy Efficiency Fund. An appropriate fee is paid in accordance with the Regulations.

Air protection

Great attention is given to air emissions by monitoring the emissions of dust and organic solvents from technological discharges and emissions of NO₂, CO, SO₂ and CO₂ from energy discharges.

Pursuant to statutory regulations, an authorized institution regularly measures air emissions from immovable sources of technological facilities and from immovable energy sources.

During 2017, air emissions from the gas fuelled boiler room were measured at two old energy discharges and three new ones. The emission limit values are within the allowed boundaries of which records are kept and the measured results reported to the Croatian Environment and Nature Agency.

All built-in dust reduction filters are controlled regularly, as well as the devices using activated carbon for solvent-absorbing. Plant operation is automated and the regeneration of activated carbon is performed upon saturation, and computerized records of plant operation monitoring also ensure monitoring of emissions into the atmosphere. Plants using organic solvents are registered in the Register

at the Ministry of Environmental Protection and Nature and by keeping mandatory logbooks on the consumption of organic solvents the amount of solvent consumption is regulated.

For the purpose of protecting the air from fluorinated greenhouse gases, records of all refrigeration devices using controlled or substitute ozone depleting agents and servicing and controlling permeation through authorized service providers are regularly updated. During 2017, permeability of controlled substances from refrigeration units was regularly examined.

Water protection

Water protection is carried out in accordance with the Water Permit for wastewater discharge for the location of Podravka's factories at Danica. Technological and sanitary waters are drained from the Belupo location by a separate sewage where they are mixed with wastewater from other factories and transported to the mechanical and biological treatment plant. Wastewater is regularly analysed at certified laboratories in accordance with legal provisions and the Water Permit. Due to proper handling of hazardous substances and waste not being released into the drainage system, waste waters meet the legal limit values. Storm water does not burden the treatment plant, but is transported by separate sewage into a natural recipient.

All disinfection agents are properly recorded. Maintenance and cleaning of the wastewater drainage system is regularly performed. In case of accidental pollution of premises and the internal drainage system, procedures according to the Water Protection Emergency Response Plan, with which all employees are familiar, are followed reducing the risks of water pollution to the lowest possible level.

Supervision of risks

In order to avoid the possibility of an incident with hazardous substances the Risk Assessment and Operational Plan for Protection and Rescue has been prepared elaborating potential effects on material goods and the possible harm to both employees and the environment resulting from the use of hazardous substance, thus reducing the risk of incident to a minimum.

The quantities of hazardous substances are regularly updated in accordance with new regulations and reported to the Environmental Protection Agency and the State Directorate for Protection and Rescue, accordingly.

Proper handling of hazardous substances and chemicals is an integral part of employee training that reduces the possibility of an incident to a minimum.

Pollutant emission register

All pollution and emissions into the environment are separately reported for all types of waste with the ultimate mode, place of disposal and the calculation of the amount of discharge of emissions into the air and water through the Environmental Pollution Register of the Croatian Environment Agency.

Supervision over the implementation of environmental protection legislation

In 2017, the inspection of the Ministry of Environment and Nature Protection checked the implementation of the environmental protection legislation. Belupo Inc. fully meets all regulations on environmental protection and no certificate of violation was issued.

11. DEVELOPMENT PLAN

Belupo's prime goal is to strengthen its current market position in both Croatian and foreign markets (focus on the markets of Eastern and South-Eastern Europe, export of OTC preparations). We continue the expansion of the product range of drugs within the group of drugs for the treatment of cardiovascular diseases, the dermatological range of products and drugs with effect on the central nervous system, and also plan portfolio diversification of Rx drugs (groups A, L, R) and increased development of synthetic OTC drugs.

The designing and construction of new production capacities in solid, semi-solid and liquid forms will introduce new technological processes and new forms in modern packaging, which will further provide options for better monitoring of changes in focused markets with increased competitive advantage. This will result in even a greater need of staffing development teams, with the ultimate goal of optimizing the time for generic drug release.

12. NEW PRODUCTS IN THE YEAR 2017

CROATIAN MARKET

Belupo's OTC programme portfolio has been enriched with two new drugs that were released on the Croatian market in the third quarter - NAXIL 200 mg effervescent tablets and NAXIL forte 600 mg effervescent tablets.

NAXIL and NAXIL FORTE effervescent tablets contain the active substance acetylcysteine and belong to the pharmacotherapeutic group: Cough and cold preparations, expectorants, mucolytics, ATC classification code: R05CB01.



Therapeutic Indications: Acetylcysteine is used when it is necessary to reduce the bronchial secretion viscosity in airways for cough alleviation in respiratory-related diseases associated with productive cough such as asthma, bronchitis, emphysema, mucoviscidosis and bronchitis.

NAXIL 200 mg effervescent tablets are intended for children older than 2 years and adults, while NAXIL FORTE 600 mg effervescent tablets are intended for adults.

NAXIL 200 mg is available on the market in packaging of 20 effervescent tablets while NAXIL FORTE 600 mg can be found in 10 mg and 20 mg effervescent tablet packs.

In the Croatian market, Belupo's portfolio of enteric food from the Rx programme was enriched with a new dietary product for oncology patients that went on the market as Nutribel Complex in mid-November. Nutribel Complex is a high-calorie, high-protein, nutritionally complete liquid food with



added eicosapentaenoic acid (EPA), fibre and medium chain triglycerides (MCT). It is intended for dietary nutrition of patients with or under the risk of malnutrition, especially oncological patients, patients with cachexia and chronic catabolic diseases.

Nutribel Complex is used as a dietary supplement in a recommended quantity of 2 packs a day and is only provided with medical supervision. Nutribel Complex is marketed in a chocolate flavour and in a 200 ml packaging.



Belupo extended its famous BELODIN brand with a new non-prescription drug **BELODIN A Derm 1 mg/g gel** at the end of the year. The drug belongs to the pharmacotherapeutic group: Antipruritics, including antihistamines, anaesthetics and similar; Antihistamines for topical application, ATC classification code: D04AA13. One gram of BELODIN A Derm gel contains 1 mg of dimetindenmaleat. It is a clear,

colourless homogeneous gel.

Therapeutic Indications: The drug is used for short-term relief of itching that accompanies skin reactions such as rash, nettle-rash, insect bites, sunburn and surface burns (1st degree).

How does Belodin A Derm work? The drug stops the itching by blocking histamine the organism releases during an allergic reaction. The gel penetrates into the skin, quickly alleviating itching and irritation within minutes. It also has a local anaesthetic effect.

The drug is sold without a prescription, in pharmacies and specialized retail stores for selling medicines.

Pregabalin Belupo 150 mg and 300 mg were released for sale in Croatia in 2017 as a new product for this market. It belongs to the pharmacotherapeutic group: Antiepileptics, other antiepileptics, ATC classification code: N03AX16. Pregabalin is indicated for the treatment of epilepsy, neuropathic pain and generalized anxiety disorder (GAD) in adults. One hard capsule contains 75 mg, 150 mg or 300 mg pregabalin. Currently, we are present in the Croatian market with doses of 150 and 300 mg in a packaging of 56 tablets and a 75 mg dose will soon be available. Peripheral neuropathic pain can cause various diseases, such as diabetes or herpes zoster. For treating epilepsy it is never used as monotherapy but most commonly as adjunctive therapy in the treatment of various forms of epilepsy (with partial seizures, with or without secondary generalization) in adults. It is very effective in eliminating symptoms of generalized anxiety disorder (GAD), such as long-term excessive anxiety or agitation that is difficult to control.



INTERNATIONAL MARKETS



A new product that in the first six months of 2017 appeared in the Slovakian market is Maxi Omega for heart and blood vessels protection.



The Slovenian market has completed its portfolio with Belobaza 100 g, a medicinal product in airless pump tubes, used for daily protection and care of sensitive skin in children and adults. It is used alone for skin regeneration after treatment with local corticosteroids, but also in combination with local corticosteroids. This medicinal product is also released to the markets of Slovakia and the Czech Republic in packaging of 100 g and 400 g.

Belupo released a new product Vivaira (Viner) in the Russian market, available in various forms (4 x 100 mg, 1 x 25 mg, 1 x 50 mg, 2 x 50 mg, 4 x 50 mg, 1 x 100 mg and 2 x 100 mg). Vivaira are chewable tablets used for erectile dysfunction treatment.



New products were launched in Belupo's international markets in the third quarter. In the Kazakhstan market, the following products appeared within the dermatological segment, which are already present

on other Belupo markets: Aciclovir Cream 2 g, 5 g, 10 g; Aciclovir tablets 35 x 400 mg, Belakne cream 30 g, Beloderm spray 20 ml, 50 ml and Belosalic spray 50 ml.



Betiden gel 30 g (dimetinden) - in the market of Bosnia and Herzegovina. Betiden gel contains dimethinden, an active substance from the group of antihistamines, used in the treatment and alleviation of skin reactions caused by surface burns, insect bites, rashes and sunburn.

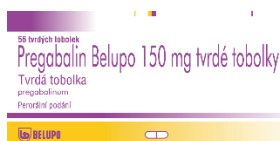


Neofen spray 50 ml and Neofen plus gel 50 g - in the Ukrainian market. Neofen gel is an analgesic and anti-inflammatory drug that is used locally for the treatment of rheumatic pain, muscle aches, back pain, pain and swelling caused by dislocation, muscle strains and other sports injuries and neuralgia.



Neofen spray 50 ml – in the Kazakhstan market. Neofen spray contains ibuprofen and is used for pain relief, reducing swelling and inflammation, and causes a feeling of cooling in the painful area.

Pregabalin 150 mg and 300 mg - in the Czech and Slovak markets. Pregabalin Belupo belongs to a group of drugs used in treating epilepsy, neuropathic pain and generalized anxiety disorder (GAD) in adults.



Medazol vaginalettes and FURSEMID BELUPO tablets, 20 x 40 mg, were released in the market of Kurdistan.



13. EXPOSURE AND RISK MANAGEMENT

In 2017, the Group's business operations were marked by a number of factors that influenced the level of risk exposure to unforeseen and negative changes which may have effect on the achievement of Company goals. Therefore, price movements of raw materials and energy on the world market, changes in exchange rates of currencies of countries where we operate, the price movement of capital, the state of the economy in the country and the degree of liquidity, etc. should all be mentioned.

The Group aims to manage the potential risks in a way that they are continuously monitored, promptly defined and their intensity recognised in order to find the best response strategy whilst minimising their negative impact on the Group. Communication between the Board and the management, their understanding of risks from their own field of responsibility and adoption of concrete measures are key elements for protection from unforeseen losses.

The following is an overview of the major risks and activities performed as the Group's response for effective risk management.

Market risk

The fact that most of the raw material for the pharmaceutical industry is purchased on the international market increases the risk of price changes. Contracts are concluded with fixed prices in the longer term, and the prices of raw material for the Company's strategic products are continuously negotiated. The Group does not use forward contracts to manage price risks of pharmaceutical raw material. The Group's sales take place in the domestic and foreign markets, of which each has its own specific pricing regulations on which the Group has no influence. This represents a market risk sought to be avoided by continuous monitoring of changes and business conditions, as well as prompt response to each individual market.

Currency risk

The exposure to foreign currency risk arises from transactions taking place in foreign currencies and are subject to exchange rate fluctuations. The outflows in foreign currencies are mainly denominated in EUR and USD, whilst foreign currency inflows are largely denominated in RUB and EUR. The most significant foreign exchange risk for the Group in 2017 was represented by the large exchange rate volatility of the RUB.

As protection against the currency risk of the RUB the Group used spot and forward foreign exchange transactions (spot and forward contracts), and part of the inflow was used to cover expenses for the Representative Office in Moscow. The Company's Treasury continuously, on a daily basis, monitors the movement of foreign exchange rates and takes appropriate action in agreement with the Management Board.

Interest rate risk

Due to the fact that the Group uses loans with fixed and variable interest rates, the Group is exposed to interest rate risk.

Credit risk

The Group is exposed to the risk of inability to collect its receivables, both at home and abroad. Collection of receivables from customers at home depends on the dynamics of payment of the Croatian Institute for Healthcare Insurance (CIHI). The balance of trade receivables is continuously monitored and actions implemented as protection from settlement risk. A part of the trade receivables abroad is secured by insurance policies of the Croatian Credit Insurance, Zagreb.

Liquidity risk

The Group faces liquidity risk due to uncertainty of collection, which depends on the dynamics of payment of the CIHI in the domestic market and the situation of individual economies in foreign markets. The Group manages this risk by continuously monitoring cash flow and planning of its activities and in case of unforeseen circumstances has agreed credit lines and reserved funds.

14. VISION, MISSION, KEY VALUES AND STRATEGY

VISION

BELUPO is a pharmaceutical company that achieves more by its distinctive partnership approach. In Central and Eastern Europe we have ensured growth and long-term value for employees, consumers and society as a whole with our selected therapeutic groups.

MISSION

Let's nurture healthy together.

KEY VALUES

Trust, passion, pleasure, creativity and innovation, excellence.

With quality as our imperative, we create a desirable working place in a modern organisation with open communication that encourages creativity in everything we do.

COMPANY STRATEGY

The development of new products and increase of sales, both in Croatia and in 16 European export markets is the strategic objective for all Belupo's employees. The strategy of company growth is achieved through a synergy of both organic and inorganic growth – with strong focus on business internationalisation and strengthening of our market position in Croatia.

STATEMENT OF MANAGEMENT'S RESPONSIBILITIES

The Management Board is required to prepare the separate financial statements of Belupo d.d. ("the Company") and the consolidated financial statements of Belupo Group ("the Group") for each financial year which give a true and fair view of the financial position of the Company and the Group and of the results of their operations and cash flows, in accordance with International Financial Reporting Standards as adopted by the European union, and is responsible for maintaining proper accounting records to enable the preparation of the separate and the consolidated financial statements at any time. It has a general responsibility for taking such steps which are reasonably available to it to safeguard the assets of the Company and the Group and to prevent and detect fraud and other irregularities.

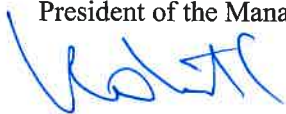
The Management Board is responsible for selecting suitable accounting policies to conform with applicable accounting standards and then apply them consistently; make judgements and estimates that are reasonable and prudent; and prepare the financial statements on a going concern basis unless it is inappropriate to presume that the Company and the Group will continue in business. After making enquiries, the Management Board has a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. For this reason, the Management Board continues to adopt the going concern basis in preparing the separate financial statements.

The Management Board is also responsible for the preparation of the Management report in accordance with the Croatian Accounting Act. The Management report is authorised and signed by the Management Board. The Management Board is responsible for the submission to the Supervisory Board of its Management report together with the consolidated and unconsolidated financial statements, following which the Supervisory Board is required to approve the annual financial statements for submission to the General Assembly of Shareholders for adoption.

The Annual report that includes the Management report and Financial statements is authorised by the Management Board and signed below to signify this.

Signed on behalf of the Management Board:

Hrvoje Kolarić
President of the Management Board



Belupo d.d.

BELUPO
lijeikovi i kozmetika, d.d.
KOPRIVNICA

Ksenija Punčikar
Member of the Management board



Ulica Danica 5
48 000 Koprivnica
Republic of Croatia
24 April 2018



Independent Auditors' Report to the shareholder of Belupo d.d.

Opinion

We have audited the financial statements of Belupo d.d. ("the Company") and its subsidiaries ("the Group"), which comprise the statements of financial position of the Company and the Group as at 31 December 2017, and the statements of comprehensive income, cash flows and changes in equity of the Company and the Group for the year then ended, and notes, comprising significant accounting policies and other explanatory information.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Company and the Group as at 31 December 2017 and of their financial performance and their cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union ("EU IFRS").

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing. Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company and the Group in accordance with the ethical requirements that are relevant to our audit of the financial statements in Croatia and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other information

Management is responsible for the other information. The other information comprises the Management Report included in the Annual Report of the Company and the Group, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

With respect to the Management Report, we also performed procedures required by the Accounting Act in Croatia ("Accounting Act"). Those procedures include considering whether the Management Report has been prepared in accordance with the requirements of Articles 21 and 24 of the Accounting Act.

Based solely on the work required to be undertaken in the course of the audit of the financial statements and procedures above, in our opinion:

- the information given in the Management Report for the financial year for which the financial statements are prepared, is consistent, in all material respects, with the financial statements;
- the Management Report has been prepared, in all material respects, in accordance with the requirements of Articles 21 and 24 of the Accounting Act.

In addition, in light of the knowledge and understanding of the entity and its environment obtained in the course of the audit, we are also required to report if we have identified material misstatements in the Management Report. We have nothing to report in this respect.

This report of our audit is intended solely for the use of the persons entitled to receive the financial statements of the Company and the Group and is not to be used for any other purpose. It is not to be distributed to the public and is not to be relied upon by any other person. It is not to be used for any other purpose than the one for which it was prepared.



Independent Auditors' Report to the shareholder of Belupo d.d. (continued)

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation of the financial statements that give a true and fair view in accordance with EU IFRS, and for such internal control as management determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's and the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's and the Group's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with International Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with International Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's and the Group's internal controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

This report of our audit in accordance with the applicable auditing standards was prepared in the Croatian language. All amounts are expressed in the currency that the entity has designated as its functional currency. However, in all instances of representation of information, always compare the original language version of our report. Every amount is in thousands of Euros.



Independent Auditors' Report to the shareholder of Belupo d.d. (continued)

Auditors' Responsibilities for the Audit of the Financial Statements (continued)

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's and the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company and the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial statements of the Group. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal controls that we identify during our audit.

KPMG Croatia 1.2.2.

KPMG Croatia d.o.o. za reviziju
Croatian Certified Auditors
Eurotower, 17th floor
Ivana Lučića 2a
10000 Zagreb
Croatia

24 May 2018

KPMG Croatia
d.o.o. za reviziju
Eurotower, 17. kat
Ivana Lučića 2a, 10000 Zagreb

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This report is the property of KPMG Croatia d.o.o. za reviziju and is to be used for the purpose of the audit only. It is not to be distributed to third parties. The report is to be kept confidential and is not to be used for any other purpose. The report is to be kept confidential and is not to be used for any other purpose.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2017

		<i>Group</i>		<i>Company</i>	
	Notes	2017	2016	2017	2016
<i>(in thousands of HRK)</i>					
Revenue	7	869,303	816,944	641,826	592,006
Cost of goods sold	9a	(399,164)	(388,809)	(271,551)	(255,128)
Gross profit from sales		470,139	428,135	370,275	336,878
Non-production cost of the new factory	9b	(25,376)	-	(25,376)	-
Gross profit		444,763	428,135	344,899	336,878
Other income	8	503	15,899	499	15,880
General and administrative expenses	9b	(115,904)	(108,317)	(94,974)	(86,924)
Selling and distribution expenses	9c	(59,228)	(64,388)	(31,661)	(36,492)
Marketing expenses	9d	(178,295)	(158,354)	(155,110)	(137,575)
Other expenses	11	(9,084)	(2,294)	(8,877)	(2,636)
Operating profit		82,755	110,681	54,776	89,131
Finance income	13	4,573	1,170	36,953	2,961
Finance costs	14	(11,270)	(13,572)	(9,171)	(11,378)
Profit before tax		76,058	98,279	82,558	80,714
Income tax	15	(21,456)	(21,653)	(18,159)	(20,417)
Profit for the year		54,602	76,626	64,399	60,297
Other comprehensive income:					
Actuarial gains		104	66	78	130
Foreign operations – foreign currency translation differences		(1,468)	(640)	-	-
Total comprehensive income for the year		53,238	76,052	64,477	60,427
Profit attributable to:					
The equity holders of the parent		47,870	71,138		
Non-controlling interests		6,732	5,488		
		54,602	76,626		
Total comprehensive income attributable to:					
The equity holders of the parent		47,013	70,821		
Non-controlling interests	28	6,225	5,231		
		53,238	76,052		

The accompanying policies and notes form an integral part of these financial statement.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2017

	Notes	Group		Company	
		31 December 2017	31 December 2016	31 December 2017	31 December 2016
<i>(in thousands of HRK)</i>					
ASSETS					
Non-current assets					
Intangible assets	17	91,835	96,274	48,201	50,161
Property, plant and equipment	18	835,859	808,265	743,983	711,960
Financial assets	20.23	292	333	37,971	13,874
Investments in subsidiaries	19	-	-	99,664	99,664
Deferred tax assets	16	127,038	145,396	130,778	148,955
		1,055,024	1,050,268	1,060,597	1,024,614
Current assets					
Inventories	21	182,785	179,710	138,292	135,181
Trade and other receivables	22	299,837	365,775	237,768	305,288
Loan receivables	23	-	-	4,305	2,898
Income tax receivable		277	3,937	17	3,918
Cash and cash equivalents	24	89,162	81,344	77,630	70,875
		572,061	630,766	458,012	518,160
Total assets		1,627,085	1,681,034	1,518,609	1,542,774
SHAREHOLDERS' EQUITY AND LIABILITIES					
Shareholders' equity					
Share capital	25	579,087	410,087	579,087	410,087
Reserves	26	102,161	152,401	101,037	150,342
Retained earnings*	27	235,286	257,511	236,103	241,799
Attributable to the equity holders of the parent		916,534	819,999	916,227	802,228
Non-controlling interests	28	35,207	44,757		
		951,741	864,756	916,227	802,228
Non-current liabilities					
Loans and borrowings	29	442,139	427,386	420,378	416,622
Provisions	30	6,617	7,392	5,624	6,426
Deferred tax liability	16	2,907	3,332	-	-
		451,663	438,110	426,002	423,048
Current liabilities					
Trade and other payables	31	107,659	291,149	85,496	264,338
Financial liabilities at fair value through profit or loss	32	-	914	-	914
Loans and borrowings	29	110,818	78,694	88,166	48,559
Income tax payable		302	1,482	-	-
Provisions	30	4,902	5,929	2,718	3,687
		223,681	378,168	176,380	317,498
		675,344	816,278	602,382	740,546
Total shareholders' equity and liabilities		1,627,085	1,681,034	1,518,609	1,542,774

The accompanying policies and notes form an integral part of these financial statements

CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2017

<i>Group (in thousands of HRK)</i>	Notes	Share capital	Other reserves	Retained earnings	Attributable to the equity holders of the parent	Non-controlling interests	Total
Balance at 1 January 2016.		410,087	69,229	300,921	780,237	39,526	819,763
Profit for the year		-	-	71,138	71,138	5,488	76,626
Other comprehensive income		-	(317)	-	(317)	(257)	(574)
Total comprehensive income		-	(317)	71,138	70,821	5,231	76,052
<i>Transactions with owners recognized directly in capital</i>							
Transfer to other reserves	26	-	14,548	(14,548)	-	-	-
Increase of share capital	27	-	69,000	-	69,000	-	69,000
Dividend declared	27	-	-	(100,000)	(100,000)	-	(100,000)
Capital premium		-	(59)	-	(59)	-	(59)
Total Transactions with owners recognized directly in capital		-	83,489	(114,548)	(31,059)	-	(31,059)
Balance at 31 December 2016.		410,087	152,401	257,511	819,999	44,757	864,756
Balance at 1 January 2017.		410,087	152,401	257,511	819,999	44,757	864,756
Profit for the year		-	-	47,870	47,870	6,732	54,602
Other comprehensive income		-	(857)	-	(857)	(507)	(1,364)
Total comprehensive income		-	(857)	47,870	47,013	6,225	53,238
<i>Transactions with owners recognized directly in capital</i>							
Transfer to other reserves	26	-	20,095	(20,095)	-	-	-
Increase of share capital	25	169,000	(69,000)	-	100,000	-	100,000
Dividend declared	27,28	-	-	(50,000)	(50,000)	(15,775)	(65,775)
Capital premium	26	-	(478)	-	(478)	-	(478)
Total Transactions with owners recognized directly in capital		169,000	(49,383)	(70,095)	49,522	(15,775)	33,747
Balance at 31 December 2017.		579,087	102,161	235,286	916,534	35,207	951,741

The accompanying policies and notes form an integral part of these financial statements

UNCONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2017

Company (in thousands of HRK)

	Notes	Share capital	Other reserves	Retained earnings	Total
Balance at 1 January 2016.		410,087	66,723	296,050	772,860
Profit for the year		-	-	60,297	60,297
Other comprehensive income		-	130	-	130
Total comprehensive income		-	130	60,297	60,427
<i>Transactions with owners recognized directly in capital</i>					
Transfer to other reserves	26	-	14,548	(14,548)	-
Dividend declared	27	-	-	(100,000)	(100,000)
Increase of share capital	27	-	69,000	-	69,000
Capital premium	26	-	(59)	-	(59)
Total Transactions with owners recognized directly in capital		-	83,489	(114,548)	(31,059)
Balance at 31 December 2016.		410,087	150,342	241,799	802,228
Balance at 1 January 2017.		410,087	150,342	241,799	802,228
Profit for the year		-	-	64,399	64,399
Other comprehensive income		-	78	-	78
Total comprehensive income		-	78	64,399	64,477
<i>Transactions with owners recognized directly in capital</i>					
Transfer to other reserves	26	-	20,095	(20,095)	-
Prijenos u rezerve za reinvestiranu dobit		-	-	-	-
Dividend declared	27	-	-	(50,000)	(50,000)
Increase of share capital	25	169,000	(69,000)	-	100,000
Capital premium	26	-	(478)	-	(478)
Total Transactions with owners recognized directly in capital		169,000	(49,383)	(70,095)	49,522
Balance at 31 December 2017.		579,087	101,037	236,103	916,227

The accompanying policies and notes form an integral part of these financial statements

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 DECEMBER 2017

<i>(in thousands of HRK)</i>	<i>Group</i>		<i>Company</i>	
	2017	2016	2017	2016
Profit for the year	54,602	76,626	64,399	60,297
Depreciation of property, plant and equipment	35,981	29,111	29,751	22,885
Depreciation of intangible assets	12,059	12,472	8,027	8,440
Impairment loss on intangible assets	-	-	-	-
Impairment loss on property, plant and equipment	-	1,907	-	1,907
Impairment loss on investments in subsidiaries	-	-	-	-
Loss/(Gain) on sale of property, plant and equipment	1,795	379	1,746	725
Interest expense and Other financial expenses	7,716	9,902	(26,928)	7,770
Foreign exchange difference	(3,318)	1,688	(1,840)	2,019
Tax expense	21,456	21,653	18,159	20,417
	130,291	153,738	93,314	124,460
Increase/ (Decrease) of provisions	(1,685)	3,425	(1,675)	1,452
Change in inventories	(3,075)	(24,567)	(3,111)	(13,344)
Change in trade and other receivables	65,264	(35,606)	66,921	(35,331)
Change in trade and other payables	(83,114)	53,662	(78,235)	60,942
Cash generated from Operations	107,681	150,652	77,214	138,179
Interest paid	(14,613)	(6,318)	(12,745)	(4,067)
Income tax paid	(1,076)	10,885	3,901	13,535
Net cash generated from Operations	91,992	155,219	68,370	147,647
Cash flow from investing activities				
Acquisition of property, plant and equipment	(63,652)	(394,039)	(61,883)	(391,583)
Proceeds from the sale of property, plant and equipment	637	913	528	495
Acquisition of intangible assets	(9,824)	(11,497)	(8,232)	(10,645)
Proceeds from sale of financial assets	209,506	251,484	209,506	251,484
Acquisition of financial assets	(210,178)	(251,758)	(210,178)	(251,758)
Loans and deposits given	(45)	-	(28,641)	(17,272)
Proceeds from loans given	25	-	2,882	720
Interest received	2,701	314	3,128	314
Dividend received	-	-	32,043	1,688
Incentives received	3,774	-	3,774	-
Net cash generated used in investing activities	(67,056)	(404,583)	(57,073)	(416,557)
Cash flow from financing activities				
Proceeds from borrowings	141,881	607,713	93,344	542,864
Repayment of borrowings	(108,999)	(363,157)	(47,886)	(280,053)
Proceeds from share capital	-	-	-	-
Dividends paid	(50,000)	-	(50,000)	-
Net cash generated from financing activities	(17,118)	244,556	(4,542)	262,811
Net increase in cash and cash equivalents	7,818	(4,808)	6,755	(6,099)
Cash and cash equivalents at beginning of the year	81,344	86,152	70,875	76,974
Cash and cash equivalents at end of the year	89,162	81,344	77,630	70,875

The accompanying policies and notes form an integral part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

NOTE 1 – GENERAL INFORMATION

Belupo lijekovi i kozmetika d.d., Koprivnica (“the Company”) is a joint stock company incorporated in Croatia. The principal activity of the Company and its subsidiaries (“the Group”) is manufacture and distribution of drugs, pharmaceutical products, cosmetics, auxiliary medical preparations and other chemicals.

The Group is headquartered in Koprivnica, at the address Danica 5, Republic of Croatia.

Corporate governance and management

General Assembly

The General Assembly of the Company consists of the management of Podravka d.d.

Supervisory Board

President	Marin Pucar
Vice President	Davor Doko
Member	Branka perković
Member	Željko Dragec
Member	Petar Miladin

Management Board

President	Hrvoje Kolarić
Member	Ksenija Punčikar

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

NOTE 2 – BASIS OF PREPARATION

(i) *Statement of compliance*

The consolidated financial statements and unconsolidated financial statements have been prepared in accordance with International Financial Reporting Standards as adopted by the EU (“IFRS”).

The financial statements were approved by the Management Board on 24 April 2018.

(ii) *Basis of measurement*

The consolidated financial statements and unconsolidated financial statements have been prepared on the historical cost basis, except for certain financial instruments that are measured at fair values.

(iii) *Functional and presentation currency*

The Group maintains its accounting records in the Croatian language, in Croatian kuna and in accordance with Croatian law and the accounting principles and practices observed by enterprises in Croatia. The accounting records of the Croatian and foreign subsidiaries are maintained in accordance with regulations effective in those jurisdictions.

These financial statements are prepared in the Croatian kuna (“HRK”), which is also the functional currency, rounded to the nearest thousand.

(iv) *Use of estimates and judgements*

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of revision and future periods if the revision affects both current and future periods.

Judgments made by management in the application of IFRS that have significant effect on the financial statements and estimates with a significant risk of material adjustments in the next year are discussed in Note 5.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies adopted in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented.

3.1. Basis of consolidation

The consolidated financial statements incorporate the financial statements of Belupo d.d. (“the Company”) and entities controlled by the Company (its subsidiaries) as at and for the year ended 31 December 2017. Control is achieved where the Company has the power to govern the financial and operating policies of an investee so as to obtain benefits from its activities.

Subsidiaries

Subsidiaries are all entities (including special purpose entities) over which the Group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group and are de-consolidated from the date that control ceases.

Business combinations

The Group uses the acquisition method of accounting to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest’s proportionate share of the acquiree’s net assets.

The excess of consideration transferred, the amount of any non-controlling interest in the acquiree and acquisition date fair value of any previous equity interest in the acquiree over the fair value of the Group’s share of the identifiable net assets acquired is recorded as goodwill. If this is less than the fair value of the net assets of the subsidiary acquired in the case of bargain purchase, the difference is recognised directly in the statement of comprehensive income.

Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised gains arising from intra-group transactions, are eliminated in preparing the consolidated financial statements. Unrealised gains arising from transactions with associates and jointly controlled entities are eliminated to the extent of the Company’s interest in the enterprise. Unrealised gains arising from transactions with associates are eliminated against the investment in the associate. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

Investments in subsidiaries

Subsidiaries are entities in which the Company has the power, directly or indirectly, over the operations. Control is achieved where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

Investments in subsidiaries are recognized at cost and subsequently at cost less impairment losses. Testing of investments in subsidiaries for impairment is conducted on an annual basis.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continue)

3.2. Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sale of goods and services in the ordinary course of the Group's activities. Revenue is shown, net of value-added tax, returns, rebates and discounts, costs of listing and various promotional and marketing activities that form an integral part of purchase contracts.

Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Group's activities as described below.

Sales of products and trade goods – wholesale

Group manufactures and sells its own products in the wholesale market. Sales of goods are recognised when Group has delivered the products to the wholesaler, the wholesaler has full discretion over the price to sell, and there is no unfulfilled obligation that could affect the wholesaler's acceptance of the products.

Delivery does not occur until the products have been shipped to the specified location, the risks of loss has been transferred to the wholesaler and either of the following has occurred: the wholesaler has accepted the products in accordance with the contract, the acceptance provisions have lapsed or Group has objective evidence that all criteria for acceptance has been satisfied.

Products are sold with discounts and customers have a right to return faulty products in the wholesale market. Sales are recorded based on the price specific in the sales contracts, net of estimated discounts and returns at the time of sale. Accumulated experience is used to estimate the discounts and returns. The discounts are assessed based on anticipated annual purchases.

Sales of products and goods – retail

Sales of goods sold in retail stores are recognised when the Group sells a product to the customer. Retail sales are usually in cash or by credit card. The recorded revenue includes credit card fees payable for the transaction. Such fees are included in distribution costs. The Group does not operate any customer loyalty programmes.

Sales of services

Sales of services are recognised in the accounting period in which the services are rendered, by reference to stage of completion of the specific transaction assessed on the basis of the actual service provided as a proportion of the total services to be provided.

Finance income

Finance income comprises interest income on funds invested, changes in the fair value of financial assets at fair value through profit or loss and foreign currency gains. Interest income is recognised as it accrues, using the effective interest method. Dividend income is recognised when the right to receive payment is established.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continue)

3.3. Leases

The Group leases certain property, plant and equipment. Leases of property, plant and equipment, where the Group has substantially all the risks and rewards of ownership, are classified as finance leases. Finance leases are capitalized at the inception of the lease at the lower of fair value of the leased property or the present value of minimum lease payments. Each lease payment is allocated between the liability and finance charges so as to achieve a constant rate on the balance outstanding. The interest element of the finance costs is charged to the statement of comprehensive income over the lease period. The property, plant and equipment acquired under finance leases are depreciated over the shorter of the useful life of the asset and the lease term.

Leases where the significant portion of risks and rewards of ownership are not retained by the Group are classified as operating leases. Payments made under operating leases are charged to the statement of comprehensive income on a straight-line basis over the period of the lease.

3.4. Foreign currencies

Transactions and balances in foreign currency

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated to the functional currency at the exchange date. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

Non-monetary assets and items that are measured based on historical cost in a foreign currency are not translated using new exchange rates.

Non-monetary assets and liabilities that are measured based on a historical cost in a foreign currency are translated using the exchange rate at the date of transaction.

As at 31 December 2017 the official exchange rate for EUR 1 and USD 1 was HRK 7.513648 and HRK 6.269733 respectively (31 December 2016: HRK 7.557787 and HRK 7,168536, respectively).

(i) Group companies

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The consolidated financial statements are presented in Croatian kuna ("HRK"), which is also the Company's functional currency.

Income and expense items and cash flows of foreign operations that have a functional currency different from the presentation currency are translated into the Company's presentation currency at rates approximating the foreign exchange rates ruling at the dates of transactions (average exchange rates for the month) and their assets and liabilities are translated at the exchange rates ruling at the year end.

All resulting exchange differences are recognised in a separate component of equity.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continue)

3.5. Borrowing costs

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the statement of comprehensive income over the period of the borrowings using the effective interest method.

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are charged to the statement of income in the period incurred.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

3.6. Share-based payments

Share-based payments refer to equity instruments of the owner, Podravka d.d., provided by the Group to its employees. The Group accounts for the transaction with its employees as cash-settled, irrespective of how the subsidiary obtains the equity instruments to satisfy its obligations to its employees.

For cash-settled share-based payment transactions, the Group measures the goods or services acquired and the liability incurred at the fair value of the liability. Until the liability is settled, the Group remeasures the fair value of the liability at the end of each reporting period and at the date of settlement, with any changes in fair value recognised in the statement of comprehensive income for the period.

3.7. Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received. Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred revenue in the consolidated statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets. Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continue)

3.8. Dividends

Dividend distribution to the Group's shareholders is recognised as a liability in the financial statements in the period in which the dividends are approved by the Group's shareholders.

3.9. Taxation

(i) Income tax

Income tax expense comprises current and deferred tax. Income tax expense is recognised in profit or loss except to the extent that it relates to items recognised directly in equity, in which case it is recognised in other comprehensive income.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

(ii) Deferred tax assets and liabilities

Deferred tax is recognised using the balance sheet liability method, and to account for temporary differences between the carrying amounts of assets and liabilities used for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for the following temporary differences: the initial recognition of goodwill, the initial recognition of an asset or liability in a transaction other than a business combination and that affects neither accounting nor taxable profit, and differences relating to investments in subsidiaries and jointly controlled companies it is probable that the situation will not change in the near future. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws in effect at the reporting date.

Deferred tax assets are recognized for unused tax losses, unused tax credits and temporary tax differences in the extent that it is probable that future taxable profits will be available to neutralize them. Deferred tax assets are reduced to the extent that it is no longer likely to be available as tax relief. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax liabilities and assets, and if they relate to taxes that accounted for the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities are realized simultaneously.

(iii) Tax exposures

In determining the amount of current and deferred tax, the Group takes into account the impact of uncertain tax positions and whether additional taxes and interest may be due. This assessment relies on estimates and assumptions and may involve a series of judgements about future events. New information may become available that causes the Group to change its judgement regarding the adequacy of existing tax liabilities; such changes to tax liabilities will impact tax expense in the period that such a determination is made.

(iv) Value added tax (VAT)

The Tax Authorities require the settlement of VAT on a net basis. VAT related to sales and purchases is recognised and disclosed in the statement of financial position on a net basis. Where a provision has been made for impairment of receivables, impairment loss is recorded for the gross amount of the debtor, including VAT.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continue)

3.10. Property, plant and equipment

Property, plant and equipment is included in the statement of financial position at historical cost less accumulated depreciation and provision for impairment, where required. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent expenditure is included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the statement of comprehensive income during the financial period in which they are incurred.

Land and assets under construction are not depreciated. Depreciation of other items of property, plant and equipment is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives, as follows:

Buildings	10 to 50 years
Equipment	2 to 40 years

The residual value of an asset is the estimated amount that the Group would currently obtain from disposal of the asset less the estimated costs of disposal, if the asset were already of the age and in the condition expected at the end of its useful life. The residual value of an asset is nil if the Group expects to use the asset until the end of its physical life. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each reporting date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing the proceeds with carrying amount, and are recognised within line item 'other gains – net' in the statement of comprehensive income.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continue)

3.11. Intangible assets

Distribution rights, registration files and registration

Distribution rights, rights of registration files use and registration have a finite useful life and are carried at cost less accumulated amortisation and impairment, if any. Amortisation is calculated using the straight-line method to allocate the cost of distribution rights, rights to use registration files and registrations over their estimated useful lives.

Pharma rights

Other rights are carried at cost and have an indefinite useful life, since based on an analysis of all of the relevant factors at the reporting date, there is no foreseeable limit to the period of time over which identified rights are expected to generate net cash inflows. Intangible assets with indefinite useful lives are tested annually for impairment and are stated at cost less accumulated impairment loss.

Software and licences

Acquired computer software licences are capitalised on the basis of the costs incurred to acquire and bring to use the specific software. These costs are amortised over their estimated useful lives.

Computer software and licences	2 to 10 years
Rights of registration files use, distribution rights and registration	5 to 15 years
Development costs	10 years

Internally-generated intangible assets - research and development costs

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development (or from the development phase of an internal project) is recognised if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continue)

3.11 Intangible assets (continued)

Internally-generated intangible assets - research and development expenditure (continued)

The amount initially recognised for internally-generated intangible assets is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is recognised in statement of comprehensive income in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

3.12. Impairment of property, plant and equipment and intangible assets

At each reporting date, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease in accordance with the relevant Standard containing requirements for revaluation of the underlying asset(s).

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately as income, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase in accordance with the relevant Standard containing requirements for revaluation of the underlying asset(s).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continue)

3.13. Inventories

Inventories of raw materials and spare parts are stated at the lower of cost, determined using the weighted average method, and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

The cost of work-in-process and finished goods comprise raw materials, direct labour, other direct costs and related production overheads (based on normal operating capacity).

Trade goods are carried at the lower of purchase cost and selling price (less applicable taxes and margins).

Low valued inventory and tools are expensed when put into use.

3.14. Trade receivables

Trade receivables are recognised initially at cost which is equal to the fair value at the moment of recognition and subsequently measured at amortised cost using the effective interest method, less an allowance for impairment. An impairment allowance for trade receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy, and default or delinquency in payments are considered indicators that the trade receivable may be impaired. The amount of the allowance is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the effective interest rate computed at the date of initial recognition.

3.15. Cash and cash equivalents

Cash and cash equivalents comprise cash in hand, deposits held at call with banks and other short-term highly liquid instruments with original maturities of three months or less. Bank overdrafts are included within current liabilities on the statement of financial position.

3.16. Share capital

Share capital consists of ordinary shares

3.17. Employee benefits

(i) Pension obligations and post-employment benefits

In the normal course of business through salary deductions, the Group makes payments to mandatory pension funds on behalf of its employees as required by law. All contributions made to the mandatory pension funds are recorded as salary expense when incurred. In addition, the Group is not obliged to provide any other post-employment benefits.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continue)

3.17 Employee benefits (continued)

(ii) *Termination benefits*

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits when it is demonstrably committed to either: terminating the employment of current employees according to a detailed formal plan without possibility of withdrawal; or providing termination benefits as a result of an offer made to encourage voluntary redundancy.

(iii) *Regular retirement benefits*

Benefits falling due more than 12 months after the reporting date are discounted to their present value based on the calculation performed at each reporting date by an independent actuary, using assumptions regarding the number of staff likely to earn regular retirement benefits, estimated benefit cost and the discount rate which is determined as the average expected rate of return on investment in government bonds. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised immediately in profit or loss.

(iv) *Long-term employee benefits*

The Group recognises a liability for long-term employee benefits (jubilee awards) evenly over the period the benefit is earned based on actual years of service. The long-term employee benefit liability is determined annually by an independent actuary, using assumptions regarding the likely number of staff to whom the benefits will be payable, estimated benefit cost and the discount rate which is determined as the average expected rate of return on investment in government bonds. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised immediately in profit or loss.

(v) *Short-term employee benefits*

The Group recognises a provision for bonuses where contractually obliged or where there is a past practice that has created a constructive obligation.

(vi) *Share-based compensation*

The Group operates a cash-settled share-based compensation plan for shares of the owner, Podravka d.d. The fair value of the employee services received in exchange for the grant of the options is recognised as an expense. The total amount to be expensed over the vesting period is determined by reference to the fair value of the options granted, excluding the impact of any non-market vesting conditions (for example, profitability and sales growth targets). Non-market vesting conditions are included in assumptions about the number of options that are expected to vest (become exercisable). At each reporting date, the estimates of the number of options that are expected to become exercisable are revised as well as the estimation of the fair value of the liability since these are cash-settled share based payments. The impact of the revision to original estimates, if any, is recognised in the statement of comprehensive income over the remaining vesting period, with a corresponding adjustment to liabilities.

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continue)

3.18. Provisions

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event and it is probable (i.e. more likely than not) that an outflow of resources will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate. Where the effect of discounting is material, the amount of the provision is the present value of the expenditures expected to be required to settle the obligation, determined using the estimated risk free interest rate as the discount rate. Where discounting is used, the reversal of such discounting in each year is recognized as a financial expense and the carrying amount of the provision increases in each year to reflect the passage of time.

Provisions for restructuring costs are recognized when the Group has a detailed formal plan for the restructuring that has been communicated to parties concerned.

3.19. Financial assets

Financial assets are recognised and derecognised on the trade date where the purchase or sale of a financial asset is under a contract whose terms require delivery of the investment within the timeframe established by the market concerned, and are initially measured at fair value, plus transaction costs, except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value.

Financial assets are classified into as ‘financial assets at fair value through profit or loss’, ‘investments held to maturity’, ‘available-for-sale financial assets’ and ‘loans and receivables’. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees on points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset, or, where appropriate, a shorter period.

Income is recognised on an effective interest basis for debt instruments other than those financial assets designated as at financial assets at fair value through profit or loss.

Financial assets at fair value through profit or loss

Financial assets are classified as at financial assets at fair value through profit or loss where the financial asset is either held for trading or it is designated as at financial assets at fair value through profit or loss.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near future; or
- it is a part of an identified portfolio of financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continue)

3.19 Financial assets (continue)

Financial assets at fair value through profit or loss (continued)

A financial asset other than a financial asset held for trading may be designated as at financial assets at fair value through profit or loss upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial asset forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and IAS 39 *Financial Instruments: Recognition and Measurement* permits the entire combined contract (asset or liability) to be designated as at fair value through profit and loss.

Financial assets are stated at fair value, with any resultant gain or loss recognised in statement of comprehensive income. The net gain or loss recognised in statement of comprehensive income incorporates any dividend or interest earned on the financial asset. Fair value is determined in the manner described in notes.

Investments held-to-maturity

Held-to-maturity investments are non-derivative financial assets with fixed or determinable payments and fixed maturity dates that the Group has the positive intent and ability to hold to maturity. Subsequent to initial recognition, held-to-maturity investments are measured at amortised cost using the effective interest method less any impairment.

Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated as available-for-sale or are not classified as (a) loans and receivables, (b) held-to-maturity investments or (c) financial assets at fair value through profit or loss.

Unlisted shares and listed redeemable notes held by the Group that are traded in an active market are classified as being AFS and are stated at fair value. Fair value is determined in the manner described in note 6. Gains and losses arising from changes in fair value are recognised directly in equity in the investments revaluation reserve with the exception of impairment losses, interest calculated using the effective interest method and foreign exchange gains and losses on monetary assets, which are recognised directly in statement of comprehensive income. Where the investment is disposed of or is determined to be impaired, the cumulative gain or loss previously recognised in the investments revaluation reserve is included in statement of comprehensive income for the period.

Dividends on available-for-sale equity instruments are recognised in statement of comprehensive income when the Group's right to receive the dividends is established.

The fair value of available-for-sale monetary financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate prevailing at the end of the reporting period. The foreign exchange gains and losses that are recognised in profit or loss are determined based on the amortised cost of the monetary asset. Other foreign exchange gains and losses are recognised in other comprehensive income.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continue)

3.19 Financial assets (continue)

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables are measured at amortised cost using the effective interest method, less any impairment.

Interest income is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial.

Impairment of financial assets

Financial assets, other than those at fair value through profit and loss, are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been affected.

For available-for-sale equity investments, a significant or prolonged decline in the fair value of the security below its cost is considered to be objective evidence of impairment.

For all other financial assets, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as a default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

For certain categories of financial assets, such as trade receivables, assets that are assessed not to be impaired individually are, in addition, assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period of 360 days, as well as observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, the amount of the impairment is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate.

For financial assets carried at cost, the amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss.

When an available-for-sale financial asset is considered to be impaired, cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss in the period.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continue)

3.19 Financial assets (continue)

Impairment of financial assets (continued)

For financial assets measured at amortised cost, if, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

In respect of available-for-sale equity securities, impairment losses previously recognised in profit or loss are not reversed through profit or loss. Any increase in fair value subsequent to an impairment loss is recognised in other comprehensive income and accumulated under the heading of investments revaluation reserve. In respect of AFS debt securities, impairment losses are subsequently reversed through profit or loss if an increase in the fair value of the investment can be objectively related to an event occurring after the recognition of the impairment loss.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire; or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

3.20. Financial liabilities and equity instruments issued by the Group

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recorded at the proceeds received, net of direct issue costs.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continue)

3.20 Financial liabilities and equity instruments issued by the Group (continue)

Financial liabilities

Financial liabilities are classified as either financial liabilities at fair value through profit and loss or other financial liabilities.

Financial liabilities at fair value through profit or loss

Financial liabilities are classified as financial liabilities at fair value through profit and loss where the financial liability is either held for trading or it is designated as at financial liabilities at fair value through profit or loss.

A financial liability is classified as held for trading if:

- it has been incurred principally for the purpose of repurchasing in the near future; or
- it is a part of an identified portfolio of financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

A financial liability other than a financial liability held for trading may be designated as at financial assets at fair value through profit or loss upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and IAS 39 *Financial Instruments: Recognition and Measurement* permits the entire combined contract (asset or liability) to be designated as financial liabilities at fair value through profit or loss.

Financial liabilities as financial liabilities at fair value through profit or loss are stated at fair value, with any resultant gain or loss recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liability. Fair value is determined in the manner described in notes.

Other financial liabilities

Other financial liabilities, including borrowings, are initially measured at fair value, net of transaction costs.

Other financial liabilities are subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continue)

3.20 Financial liabilities and equity instruments issued by the Group (continue)

Contracts on financial guarantee

Agreement on the financial guarantee is a contract under which the issuer is obligated to pay the holder a certain sum as compensation for loss suffered by the owner because the borrower has not fulfilled its obligation to pay under the terms of a debt instrument.

Financial guarantee contracts issued by the Group initially measured at fair value and subsequently, if they are not destined for at fair value through profit or loss, the higher of:

- the amount of the obligation under the contract, which is determined in accordance with IAS 37 Provisions, Contingent Liabilities and Contingent Assets ",
- original amount minus the cumulative depreciation, if any, are recognized in accordance with revenue recognition policies.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire.

NOTE 4 – NEW STANDARDS AND INTERPRETATIONS NOT YET ADOPTED (“IFRS”)

4.1. Issued and not yet adopted standards and interpretations

Certain standards, amendments and interpretations of existing standards are issued that are applicable but not mandatory for the period ending 31 December 2017 and/or have not been adopted by the European Union and as such have not been applied in the preparation of these financial statements. These standards are not expected to have any significant impact on the financial statements of the Group and the Company. An overview follows:

a) IFRS 15 Revenue based on customer agreements

IFRS 15 establishes a comprehensive framework for determining the manner and timing of revenue recognition. It replaces the existing revenue recognition guidelines, including IAS 18 Revenue, IAS Construction Contracts and IFRIC 13 Customer Loyalty Programs. IFRS 15 is effective for annual periods starting on or after 1 January 2018, with permitted earlier application. This new standard is not expected to have any significant impact on the consolidated financial statements of the Company. The Group has already implemented accounting policy changes and partially applied provisions of the new IFRS 15.

b) IFRS 9 Financial Instruments

In July 2014, the International Accounting Standards Board issued the final version of IFRS 9 Financial Instruments. IFRS 9 is effective for annual periods beginning on or after 1 January 2018 with permitted earlier application. The Group plans to apply IFRS 9 from 1 January 2018. This new standard is not expected to have any significant impact on the Group's consolidated financial statements since the carrying amount of financial assets and liabilities is approximately equal to their fair value.

c) IFRS 16 Leases

IFRS 16 introduces a single lessee accounting model. The lessee acknowledges the right to use assets which represents the right to use the basic assets and lease liabilities that represent the obligation of lease payment. There are exceptions to short-term leases and leases of low value items. The lessor's accountancy remains similar to the existing standard – that is, the lessees continue to classify leases as financial or operating.

The standard is effective for annual periods beginning on or after 1 January 2019. Earlier application is permitted for entities subject to *IFRS 15 Revenues from customer contracts* on or before the date of first application of IFRS 16. For now, the most significant identified impact is that the Group will recognize new assets and liabilities under operating leases for transport and IT equipment.

For now, the most significant identified impact is that the Group will recognize new assets and liabilities under operating leases for transport and IT equipment.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

NOTE 5 – KEY ACCOUNTING JUDGEMENTS AND ESTIMATES

Critical judgements in applying accounting policies

The preparation of financial statements in accordance with IFRS required to make judgements, estimates and assumptions about the carrying amounts of assets, liabilities, revenues and costs. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

(i) Recognition of deferred tax assets

The net deferred tax asset represents income taxes recoverable through future deductions from taxable profits and is recorded in the statement of financial position. Deferred income tax assets are recorded to the extent that realisation of the related tax benefit is probable. In determining future taxable profits and the amount of tax benefits that are probable in the future, management makes judgements and applies estimation based on previous years taxable profits and expectations of future income that are believed to be reasonable under the existing circumstances.

(ii) Useful lives of property, plant and equipment

The Group reviews the estimated useful lives of property, plant and equipment at the end of each annual reporting period.

During 2017, based on a review of the useful life of long-term assets, the Management Board has estimated that a particular long-term asset - property, plant and equipment increases or decreases its useful life. The total effect of the change of useful life on the accrued depreciation in 2017 is HRK 120 thousand positive on the result.

(iii) Actuarial estimates used in determining the retirement bonuses

The cost of defined benefits is determined using actuarial estimates. Actuarial estimates involve assumptions about discount rates, future salary increases and the mortality or fluctuation rates. Due to the long-term nature of those plans, these estimates contain an element of uncertainty.

(iv) Impairment test for investments in subsidiaries and pharma rights

The Group and Company tests rights for impairment on an annual basis in accordance with accounting policy. For the purposes of impairment testing rights with indefinite useful lives have been allocated to cash generating units within reportable segments at their carrying amount at the reporting date as follows:

	Pharma rights <i>(in HRK thousand)</i>
Total	36,025

The recoverable amount of cash generating units is determined based on value-in-use calculations. These calculations use cash flow projections from financial budgets approved by management and cover a period of five years.

The key assumptions underlying the projections of future cash flows

- revenue average growth rate in the period from 2018-2022 of 2.40%
- savings and optimize consumption, reduce the cost of central services
- improve the conditions of purchase with suppliers

NOTE 5 – KEY ACCOUNTING JUDGEMENTS AND ESTIMATES (continue)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

(iv) *Impairment test for investments in subsidiaries and pharma rights(continue)*

In cash flows beyond the five year period have been extrapolated with a terminal growth rate of 2% while the net present value of future cash flows was calculated using discount rates based on the weighted average cost of capital of 9.29% after tax (for assets which generate the majority of revenue on the Croatian market).

In 2017, the Group had no costs for impairment of the value of intangible assets – pharma rights.

(In 2016. the Group had no costs for impairment of the value of intangible assets – pharma rights)

In 2017, the Company had no costs for impairment of the value of intangible assets - pharma rights.

(In 2016. the Company had no costs for impairment of the value of intangible assets - pharma rights)

(v) *Impairment of trade receivables*

The Group regularly checks the collectability of each of the receivable separately and if there are indicators that the receivable is not collectable, the Group records impairment allowance no matter of the past due period.

NOTE 6 – DETERMINATION OF FAIR VALUES

The Company has a system of controls in the context of a fair value measurement, which includes the overall responsibility of the Management Board and Finance functions related to the monitoring of all significant fair value measurement, consultation with outside experts and, in the context of the above, reporting on the same bodies in charge of corporate management.

The fair values are measured in relation to the information collected from third parties, in which case Management Board and Finance function assessed the extent to which evidence gathered from third parties provided that the above estimates of fair value meet the requirements of IFRSs, including the level of the fair value hierarchy in which to these estimates should be classified.

All significant issues related to the assessment of fair value reporting to the Supervisory and Audit Committee.

The fair values are categorized into different levels in the fair value hierarchy based on the input variables used in the valuation techniques as follows:

- Level 1 - quoted prices (unadjusted) in active markets for identical assets or commitments.
- Level 1 - inputs that are not quoted prices included within Level 1 that are the input variables for assets or liabilities that are visible either directly (eg., as prices) or indirectly (eg, derived from prices)
- Level 3 - inputs for the asset or liability that are not based on observable market data (input variables that are not visible).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

NOTE 6 – DETERMINATION OF FAIR VALUES (continue)

The Company has made the following significant estimates of fair value in the context of preparing the financial statements, which are further explained in the notes:

(i) Share-based payments

The fair value of the employee share purchase plan is measured using Black-Scholes model. Measurement inputs include the share price on the measurement date, expected volatility (based on an evaluation of the historical volatility of the Company's share price, particularly over the historical period commensurate with the expected term) expected term of the instruments (based on historical experience and general option holder behaviour), expected dividends, and the risk-free interest rate (based on government bonds). Service and non-market performance conditions attached to the transaction are not taken into account in determining fair value.

(ii) Trade and other receivables

The fair values of trade receivables and other receivables are estimated at the present value of future cash flows, discounted at the market rate of interest at the measurement date. Short-term receivables with no stated interest rate are measured at the original invoice amount if effect of discounting is immaterial. Fair value is determined at initial recognition and, for disclosure purposes, at each annual reporting date.

(iii) Non-derivative financial liabilities

Fair value, at initial recognition and for disclosure purposes, is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the measurement date.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

NOTE 7 – REVENUE

	<i>Group</i>		<i>Company</i>	
	2017	2016	2017	2016
	<i>(in thousands of HRK)</i>		<i>(in thousands of HRK)</i>	
Revenue from sales	859,105	808,593	638,800	589,085
Revenue from services	10,198	8,351	3,026	2,921
	869,303	816,944	641,826	592,006

NOTE 8 – OTHER INCOME

	<i>Group</i>		<i>Company</i>	
	2017	2016	2017	2016
	<i>(in thousands of HRK)</i>		<i>(in thousands of HRK)</i>	
Income from liabilities write off	4	27	-	-
Gain / (loss) on sale of property, plant and equipment - net	-	-	-	-
Government grants	230	179	230	179
Foreign exchange gains on receivables and payables	-	15,372	-	15,380
Other income	269	321	269	321
	503	15,899	499	15,880

NOTE 9a – COST OF GOODS SOLD

	<i>Group</i>		<i>Company</i>	
	2017	2016	2017	2016
	<i>(in thousands of HRK)</i>		<i>(in thousands of HRK)</i>	
Material and and cost of goods sold	291,384	268,747	177,795	160,061
Staff costs	64,750	66,185	60,505	62,599
Depreciation and amortisation	18,900	19,405	16,508	17,038
Energy	8,089	9,655	7,242	8,679
Other	16,041	24,817	9,501	6,751
	399,164	388,809	271,551	255,128

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

NOTE 9b – GENERAL AND ADMINISTRATIVE EXPENSES

	<i>Group</i>		<i>Company</i>	
	2017	2016	2017	2016
	<i>(in thousands of HRK)</i>		<i>(in thousands of HRK)</i>	
Staff costs	68,523	60,799	57,281	48,991
Services	20,343	21,085	16,214	17,576
Depreciation and amortisation	8,786	8,766	7,099	7,150
Other	18,252	17,667	14,380	13,207
Total	115,904	108,317	94,974	86,924
Non-production cost of the new factory	25,376	-	25,376	-

In 2017, Belupo's new production factory, the largest greenfield investment in the company's history was completed, with manufacturing regulatory requirements fulfilled at the end of 2017. Within cost of production in 2017 there is HRK 25,376 thousand which relates to fixed costs of the new factory which do not relate to products sold and are related to obtaining the regulatory permits required for products to be on the market.

NOTE 9c - SELLING AND DISTRIBUTION EXPENSES

	<i>Group</i>		<i>Company</i>	
	2017	2016	2017	2016
	<i>(in thousands of HRK)</i>		<i>(in thousands of HRK)</i>	
<i>Includes:</i>				
Staff costs	33,993	32,492	18,206	18,176
Depreciation and amortisation	6,923	7,132	1,738	1,837
Provision for trade receivables, net	(6,603)	4,007	(7,560)	1,149
Energy	2,096	2,212	1,412	1,574

NOTE 9d – MARKETING EXPENSES

	<i>Group</i>		<i>Company</i>	
	2017	2016	2017	2016
	<i>(in thousands of HRK)</i>		<i>(in thousands of HRK)</i>	
<i>Includes:</i>				
Staff costs	63,216	56,453	56,867	50,781
Depreciation and amortisation	6,054	6,280	5,056	5,300
Raw materials and supplies and spare parts	4,011	3,644	3,431	3,138

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

NOTE 10 – EXPENSES BY NATURE

	<i>Group</i>		<i>Company</i>	
	2017	2016	2017	2016
	<i>(in thousands of HRK)</i>		<i>(in thousands of HRK)</i>	
Raw materials and supplies and cost of goods sold	336,210	317,707	205,519	185,777
Staff costs	235,588	215,929	197,965	180,547
Advertising and promotion	57,225	49,337	48,388	40,636
Depreciation and amortisation	48,040	41,583	37,778	31,325
Services	41,406	38,578	34,080	32,797
Entertainment	20,430	18,152	16,238	14,441
Rental costs	8,650	8,180	6,267	5,834
Transport	9,194	8,396	8,901	8,101
Telecommunication	2,316	2,237	1,736	1,671
Other taxes and contributions	4,407	2,782	3,883	2,245
Provisions for trade receivables, net	1,034	4,007	77	1,149
Insurance premiums	3,349	2,686	2,889	2,138
Per diems and travelling expenses	6,305	6,647	4,866	5,375
Other expenses	3,812	3,647	10,085	4,083
	777,966	719,868	578,672	516,119

NOTE 11 – OTHER EXPENSES

	<i>Group</i>		<i>Company</i>	
	2017	2016	2017	2016
	<i>(in thousands of HRK)</i>		<i>(in thousands of HRK)</i>	
Interest expense on trade payables	4	8	4	4
Impairment loss on intangible assets	-	-	-	-
Impairment loss on property, plant and equipment	-	1,907	-	1,907
Impairment loss on investments in subsidiaries	58	-	-	-
Loss on disposal of property, plant, equipment	1,735	372	1,746	718
Foreign exchange gains on receivables and payables	7,287	-	7,127	-
Other expenses	-	7	-	7
	9,084	2,294	8,877	2,636

NOTE 12 – STAFF COSTS

	<i>Group</i>		<i>Company</i>	
	2017	2016	2017	2016
	<i>(in thousands of HRK)</i>		<i>(in thousands of HRK)</i>	
Salaries	216,959	202,598	182,549	172,103
Transportation	2,808	2,676	2,386	2,277
Unused vacation and jubilee awards	872	2,123	673	742
Termination benefits	8,534	221	8,355	140
Other	6,415	8,311	4,002	5,285
	235,588	215,929	197,965	180,547

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

NOTE 12 – STAFF COSTS (continue)

As at 31 December 2017, the number of staff employed by the Group was 1,408 (2016: 1,363 employees).

In 2017 the Group has accrued early retirement in the amount of HRK 8,355 thousand to 52 employees (2016: 221 thousand for 3 employees), paid to early retirement in the amount of HRK 8,355 thousand to 52 employees (2016: 693 thousand to 5 employees) and accrued retirement benefits in the amount of HRK 179 thousand to one employee (2016.: 47 thousand to 2 employees) and paid retirement benefits in the amount of HRK 179 thousand to one employee (2016: HRK 47 thousand to one employee).

As at 31 December 2017, the number of staff employed by the Company was 1,169, of which 237 were employed in representative offices (2016: 1,133 employees, of which 230 were employed in representative offices).

In 2017 the Company has accrued early retirement in the amount of HRK 8,355 thousand for 52 employees (2016: 140 thousand for one employee), paid to early retirement in the amount of HRK 8,355 thousand to 52 employees (2016: 606 thousand to 3 employees).

NOTE 13 – FINANCE INCOME

	<i>Group</i>		<i>Company</i>	
	2017	2016	2017	2016
	<i>(in thousands of HRK)</i>		<i>(in thousands of HRK)</i>	
Interest on related party loans	-	-	502	104
Interest on deposits, receivables and other finance income	355	334	354	333
Guarantee fee	2,958	836	2,958	836
Dividends	-	-	32,043	1,688
Exchange rate differences on loans and financial assets	1,260	-	1,096	-
	4,573	1,170	36,953	2,961

NOTE 14 – FINANCE COSTS

	<i>Group</i>		<i>Company</i>	
	2017	2016	2017	2016
	<i>(in thousands of HRK)</i>		<i>(in thousands of HRK)</i>	
Interest expense on borrowings and finance lease	9,862	8,774	7,945	6,639
Other financial expenses	1,408	1,275	1,226	1,215
Exchange rate differences on loans and financial assets	-	3,523	-	3,524
	11,270	13,572	9,171	11,378

During 2017, the Company and the Group had investments on which interest expenses were capitalized in facilities and equipment in the amount of HRK 3,044 thousand (2016: 3,797 thousand), using the estimated capitalization rate 2,20% (2016: 3,96%).

Other financing costs relate to the costs of allocated options in the employee stock ownership program in the capital increase of the parent company by a public offering of new ordinary shares (for details, see Note 26), and the cost of bank charges and fees for guarantees on received loans.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

NOTE 15 – INCOME TAX EXPENSE

Income tax expense comprises the following:

	<i>Group</i>		<i>Company</i>	
	2017	2016	2017	2016
	<i>(in thousands of HRK)</i>		<i>(in thousands of HRK)</i>	
Current tax	3,540	3,529	-	-
Deferred tax	17,916	18,124	18,159	20,417
Tax expense	21,456	21,653	18,159	20,417

	<i>Group</i>		<i>Company</i>	
	2017	2016	2017	2016
	<i>(in thousands of HRK)</i>		<i>(in thousands of HRK)</i>	
Profit before taxation	76,058	98,279	82,558	80,714
Income tax 18%	13,690	19,656	14,860	16,143
Effects of non-deductible expenses	4,421	3,764	3,533	2,980
Tax incentive adjustment for capital investment	5,613	-	5,613	-
Effects of non-taxable income and other incentives	(532)	(1,227)	(5,847)	(384)
Effect of the change in tax rates on the deferred taxes	-	1,232	-	1,678
Effect of different tax rates	(1,736)	(1,772)	-	-
Tax expense	21,456	21,653	18,159	20,417
<i>Effective tax rate</i>	<i>28%</i>	<i>22%</i>	<i>22%</i>	<i>25%</i>

From 1 January 2017, according to Art. 28. of the income tax regulation, the tax rate in the Republic of Croatia was reduced from 20% to 18%. In accordance with the International Accounting Standard, the Group and the Company have recognised deferred tax assets and liabilities as at 31 December 2016 at a tax rate of 18%, i.e. at the rate at which the asset or liability will be realized in the future.

NOTE 16 – DEFERRED TAX ASSETS AND LIABILITIES

Tax incentives for capital investment

Tax breaks for investment are considered incentives resulting from government incentives that the Company and the Group provide tax relief income tax or other taxes specified in future periods, and are linked to the construction or acquisition of certain assets and / or implementation of certain activities and / or satisfaction certain specific conditions stipulated by relevant regulations for investment incentives by the competent authorities. Tax incentives for investments are initially recognized as deferred tax assets and income tax in the amount lower than the maximum authorized height exemptions and deductions for the amount that it is estimated that it will be able to achieve the Group during the term of the incentive measures. Deferred tax assets recognized as a result of tax credits for investments reversed during the period of the incentive measures, that is, until the expiration of benefits (if the same specified) subject to the availability of tax obligations in the coming years as a result of the use of incentives may reduce.

Based on the Act to the encouraging investment and improving the investment environment, in March 2015, the Company obtained the status of the incentive measure. By confirming the Ministry of Economy, the Company approved the use of tax incentives in support of the eligible costs of new employment linked to investment projects and incentives for capital investment costs of the project within the permitted amount of tax relief for investments of 163,717 thousand HRK for which the Company will have the ability to reduce future tax obligations arising from income tax and / or receiving cash amount as a stimulus for employment in the framework of the investment project. The Company stated tax relief for investments has the right to use in the next 10 years from the date of approval by the relevant authorities. For investments in the amount of HRK equivalent of over 3 million EUR, the recipient of incentive measures tax liability is reduced as a whole, provided that a minimum of 15 new jobs linked to the investment. The investments are subject to the supervision of the competent institutions and the Company may not reduce the number of new jobs (related to the conditions of incentives) in addition to other conditions, in the period of using the incentive measures, with a minimum period of 5 years.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

NOTE 16 – DEFERRED TAX ASSETS AND LIABILITIES (continue)

If the terms of the tax incentives do not realize, the Company will have for the entire period for which it approved funds have an obligation to return the funds derived from the use of the tax advantage increased by statutory interest on arrears. Internal projections of the Company for the next period indicate the realization of taxable profits and meet the criteria for the realization of support for the eligible costs of new jobs associated with the investment in accordance with the decision of the Ministry of Economy. The projections indicate that future taxable profit will be sufficient for the use of tax incentives in its entirety.

Based on the assessment of efficiency tax credits by the Board, the financial statements for 2015. The Company and the Group are initially recognized the entire amount approved tax relief as deferred tax assets and tax revenue. In 2017, the tax relief was used in the value of calculated current income tax in the amount of HRK 12,383 thousand and in the amount of HRK 5,613 thousand as subsidies received from 2014 and 2017. (in 2016, in the value of calculated current income tax in the amount of HRK 20,280 thousand as incentives for employees employed at the new production site). In the coming years deferred tax assets related to tax relief in the amount of 115,910 thousand HRK will be used in accordance with the availability of the tax liability that the Company will be able to reduce on the basis of incentives and / or the extent to which the Company will receive sums of money as incentives for employment within investment project.

Deferred tax assets-Group

2017	Opening balance	Recognized in statement of comprehensive income	Recognised in equity	Translation reserves	Closing balance
Trade and other payables	3,969	(332)	(13)	(2)	3,622
Inventories	2,623	25	-	-	2,648
Intangible assets	4,147	-	-	-	4,147
Trade and other receivables	224	250	-	(2)	472
Unutilised tax losses carried forward	527	(288)	-	-	239
Tax incentives for capital investment	133,906	(17,996)	-	-	115,910
	145,396	(18,341)	(13)	(4)	127,038

2016	Opening balance	Recognized in statement of comprehensive income	Recognised in equity	Translation reserves	Closing balance
Trade and other payables	2,132	1,862	(25)	-	3,969
Inventories	2,130	493	-	-	2,623
Intangible assets	4,608	(461)	-	-	4,147
Trade and other receivables	754	(530)	-	-	224
Unutilised tax losses carried forward	-	527	-	-	527
Tax incentives for capital investment	154,347	(20,441)	-	-	133,906
	163,971	(18,550)	(25)	-	145,396

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

NOTE 16 – DEFERRED TAX ASSETS AND LIABILITIES (continue)

Deferred tax liability-Company

2017	Opening balance	Recognized in statement of comprehensive income	Closing balance
Intangible assets	597	(118)	479
Property, plant and equipment	2,735	(307)	2,428
	3,332	(425)	2,907

2016	Opening balance	Recognized in statement of comprehensive income	Closing balance
Intangible assets	716	(119)	597
Property, plant and equipment	3,042	(307)	2,735
	3,758	(426)	3,332

Deferred tax assets-Company

2017	Opening balance	Recognized in statement of comprehensive income	Recognised in equity	Closing balance
Trade and other payables	3,380	(858)	(18)	2,504
Inventories	1,957	710	-	2,667
Investment in subsidiaries	9,675	-	-	9,675
Trade and other receivables	37	(15)	-	22
Tax incentives for capital investment	133,906	(17,996)	-	115,910
	148,955	(18,159)	(18)	130,778

2016	Opening balance	Recognized in statement of comprehensive income	Recognised in equity	Closing balance
Trade and other payables	2,540	865	(25)	3,380
Inventories	1,507	450	-	1,957
Investments in subsidiaries	10,750	(1,075)	-	9,675
Trade and other receivables	253	(216)	-	37
Tax incentives for capital investment	154,347	(20,441)	-	133,906
	169,397	(20,417)	(25)	148,955

From 1 January 2017, according to Art. 28. of the income tax regulation, the tax rate in the Republic of Croatia was reduced from 20% to 18%. In accordance with the International Accounting Standard, the Group and the Company have recognised deferred tax assets and liabilities as at 31 December 2016 at a tax rate of 18%, i.e. at the rate at which the asset or liability will be realized in the future.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

NOTE 17 –INTANGIBLE ASSETS

Group:

<i>(in thousands of HRK)</i>	Software and licences	Distribution rights, right of registration file use and registration	Pharma rights	Development costs	Assets under construction	Total
Cost						
At 1 January 2016	23,660	117,797	59,065	15,680	12,984	229,186
Effects of movements in exchange rates	(13)	(79)	-	-	(5)	(97)
Additions	-	-	-	-	11,497	11,497
Transfers	899	5,274	-	-	(6,173)	-
Disposals and write offs	-	(963)	-	-	(42)	(1,005)
At 31 December 2016	24,546	122,029	59,065	15,680	18,261	239,581
Accumulated amortisation						
At 1 January 2016	(18,944)	(83,898)	(23,040)	(5,505)	-	(131,387)
Effects of movements in exchange rates	8	29	-	-	-	37
Charge for the year	(1,380)	(9,524)	-	(1,568)	-	(12,472)
Disposals and write offs	-	515	-	-	-	515
At 31 December 2016	(20,316)	(92,878)	(23,040)	(7,073)	-	(143,307)
Carrying amount at 31 December 2016	4,230	29,151	36,025	8,607	18,261	96,274
Cost						
At 1 January 2017	24,546	122,029	59,065	15,680	18,261	239,581
Effects of movements in exchange rates	(8)	(51)	-	-	(2)	(61)
Additions	-	-	-	-	9,824	9,824
Transfers	398	2,183	-	2,027	(4,608)	-
Disposals and write offs	-	(1,538)	-	-	(1,943)	(3,481)
At 31 December 2017	24,936	122,623	59,065	17,707	21,532	245,863
Accumulated amortisation						
At 1 January 2017	(20,316)	(92,878)	(23,040)	(7,073)	-	(143,307)
Effects of movements in exchange rates	4	18	-	-	-	22
Charge for the year	(1,273)	(9,172)	-	(1,614)	-	(12,059)
Disposals and write offs	-	1,316	-	-	-	1,316
At 31 December 2017	(21,585)	(100,716)	(23,040)	(8,687)	-	(154,028)
Carrying amount at 31 December 2017	3,351	21,907	36,025	9,020	21,532	91,835

Intangible assets under construction relates to the capitalized costs of drug development and acquired registration dossiers for which the approval of the Agency for Health Care is in progress.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

NOTE 17 –INTANGIBLE ASSETS (continue)

Company:

(in thousands of HRK)

	Software and licences	Rights of registration file use and registration	Development costs	Assets under construction	Total
Cost					
At 1 January 2016	20,873	63,879	15,680	12,499	112,931
Additions	-	-	-	10,645	10,645
Transfers	833	4,496	-	(5,329)	-
Disposals and write offs	-	(963)	-	(29)	(992)
At 31 December 2016	21,706	67,412	15,680	17,786	122,584
Accumulated amortisation					
At 1 January 2016	(17,243)	(41,750)	(5,505)	-	(64,498)
Charge for the year	(1,098)	(5,774)	(1,568)	-	(8,440)
Disposals and write offs	-	515	-	-	515
At 31 December 2016	(18,341)	(47,009)	(7,073)	-	(72,423)
Carrying amount at 31 December 2016	3,365	20,403	8,607	17,786	50,161
Cost					
At 1 January 2017	21,706	67,412	15,680	17,786	122,584
Additions	-	-	-	8,232	8,232
Transfers	276	874	2,027	(3,177)	-
Disposals and write offs	-	(1,538)	-	(1,943)	(3,481)
At 31 December 2017	21,982	66,748	17,707	20,898	127,335
Accumulated amortisation					
At 1 January 2017	(18,341)	(47,009)	(7,073)	-	(72,423)
Charge for the year	(1,027)	(5,386)	(1,614)	-	(8,027)
Disposals and write offs	-	1,316	-	-	1,316
At 31 December 2017	(19,368)	(51,079)	(8,687)	-	(79,134)
Carrying amount at 31 December 2017	2,614	15,669	9,020	20,898	48,201

Intangible assets under construction relates to the capitalized costs of drug development and acquired registration dossiers for which the approval of the Agency for Health Care is in progress.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

NOTE 18 – PROPERTY, PLANT AND EQUIPMENT

Group:

<i>(in thousands of HRK)</i>	Land and buildings	Equipment	Assets under construction	Total
Cost				
At 1 January 2016	464,021	535,776	127,774	1,127,571
Effects of movements in exchange rates	(647)	(345)	(7)	(999)
Additions	-	22	394,017	394,039
Transfers	130	9,749	(9,879)	-
Disposals and write offs	-	(4,195)	-	(4,195)
At 31 December 2016	463,504	541,007	511,905	1,516,416
Accumulated amortisation				
At 1 January 2016	(268,007)	(412,792)	-	(680,799)
Effects of movements in exchange rates	103	170	-	273
Charge for the year	(10,114)	(18,997)	-	(29,111)
Disposals and write offs	-	3,393	-	3,393
Impairment loss	-	(1,907)	-	(1,907)
At 31 December 2016	(278,018)	(430,133)	-	(708,151)
Carrying amount at 31 December 2016	185,486	110,874	511,905	808,265
Cost				
At 1 January 2017	463,504	541,007	511,905	1,516,416
Effects of movements in exchange rates	(371)	(197)	(5)	(573)
Additions	-	42	64,166	64,208
Transfers	182,174	357,575	(539,749)	-
Disposals and write offs	-	(4,741)	(2)	(4,743)
At 31 December 2017	645,307	893,686	36,315	1,575,308
Accumulated amortisation				
At 1 January 2017	(278,018)	(430,133)	-	(708,151)
Effects of movements in exchange rates	61	88	-	149
Charge for the year	(12,224)	(23,757)	-	(35,981)
Disposals and write offs	-	4,534	-	4,534
At 31 December 2017	(290,181)	(449,268)	-	(739,449)
Carrying amount at 31 December 2017	355,126	444,418	36,315	835,859

Land and buildings of the Group in the amount of 295,909 thousand HRK (2016.: 137,353 thousand HRK) have been pledged as collateral for loan liabilities of Belupo Group and as a guarantee for the loan liabilities of the parent company Podravka d.d.

Assets under construction is largely relates to investments in new production capacity.

Out of the total increase in property, plant and equipment in the amount of HRK 64,208 thousand, 556 thousand refers to equipment purchased through a financial lease agreement.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

NOTE 18 – PROPERTY, PLANT AND EQUIPMENT (continue)

Company:

(in thousands of HRK)

	Land and buildings	Equipment	Assets under construction	Total
Cost				
At 1 January 2016	360,495	499,482	127,045	987,022
Additions	-	-	391,583	391,583
Transfers	100	7,374	(7,474)	-
Disposals and write offs	-	(2,501)	-	(2,501)
At 31 December 2016	360,595	504,355	511,154	1,376,104
Accumulated amortisation				
At 1 January 2016	(248,109)	(393,001)	-	(641,110)
Charge for the year	(7,096)	(15,789)	-	(22,885)
Disposals and write offs	-	1,758	-	1,758
Impairment loss	-	(1,907)	-	(1,907)
At 31 December 2016	(255,205)	(408,939)	-	(664,144)
Carrying amount at 31 December 2016	105,390	95,416	511,154	711,960
Cost				
At 1 January 2017	360,595	504,355	511,154	1,376,104
Additions	-	8	61,875	61,883
Transfers	182,174	355,177	(537,351)	-
Disposals and write offs	-	(4,004)	(2)	(4,006)
At 31 December 2017	542,769	855,536	35,676	1,433,981
Accumulated amortisation				
At 1 January 2017	(255,205)	(408,939)	-	(664,144)
Charge for the year	(9,223)	(20,528)	-	(29,751)
Disposals and write offs	-	3,897	-	3,897
Impairment loss	-	-	-	-
At 31 December 2017	(264,428)	(425,570)	-	(689,998)
Carrying amount at 31 December 2017	278,341	429,966	35,676	743,983

Assets under construction were mostly related to new production capacities in Belupo d.d.

On 31 December 2017, buildings and land of the Company with a net book value of 261,596 thousand HRK have been pledged as collateral for credit liabilities and credit obligations of the parent company Podravka d.d. (2016: 101,191 thousand HRK).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

NOTE 19 - INVESTMENTS IN SUBSIDIARIES

Name of subsidiary	Country	Ownership interest in %		Principal business
		2017	2016	
Farmavita d.o.o., Sarajevo	Bosnia and Herzegovina	65	65	Production and distribution of pharmaceuticals
Ljekarne Deltis Pharm, Koprivnica	Croatia	100	100	Drugstore
Belupo d.o.o., Ljubljana	Slovenia	100	100	Distribution of pharmaceuticals
Belupo s.r.o., Bratislava	Slovakia	100	100	Distribution of pharmaceuticals
Belupo d.o.o.el, Skopje	Macedonia	100	100	Distribution of pharmaceuticals
Carrying amount of the investment		99,664	99,664	

During 2017, the Company has not reduced the value of investment in subsidiary Ljekarne Deltis Pharm (2016: 0).

NOTE 20 – NON-CURRENT FINANCIAL ASSETS

	Group		Company	
	2017	2016	2017	2016
	(in thousands of HRK)		(in thousands of HRK)	
Non-current borrowings	-	-	37,848	13,767
Deposits	125	108	123	107
Other	167	225	-	-
	292	333	37,971	13,874

The fair value of non-current financial assets approximates the carrying amounts, as the contracted interest rates reflect market rates.

NOTE 21 – INVENTORIES

	Group		Company	
	2017	2016	2017	2016
	(in thousands of HRK)		(in thousands of HRK)	
Finished goods	126,980	120,741	87,689	91,587
Raw materials and supplies	50,662	54,930	45,460	39,555
Work in progress	5,143	4,039	5,143	4,039
	182,785	179,710	138,292	135,181

During 2017, the Group has recognized the impairment loss for the total amount of 1,232 thousand HRK (2016: 1,916 thousand HRK abolished impairment). The impairment losses are included in the income statement under "Cost of goods sold".

During 2017, the Company has recognized the impairment loss for the total amount of 909 thousand HRK expensed (2016: 2,067 thousand HRK abolished impairment), which refers to the test result of damaged stock and stock which has passed the expiration date. The impairment losses are included in the income statement under "Cost of goods sold".

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

NOTE 22 – TRADE AND OTHER RECEIVABLES

	<i>Group</i>		<i>Company</i>	
	2017	2016	2017	2016
	<i>(in thousands of HRK)</i>		<i>(in thousands of HRK)</i>	
Trade receivables	312,814	396,561	207,495	275,991
Less: Provisions for impairment	(27,989)	(42,943)	(12,290)	(28,113)
Net trade receivables	284,825	353,618	195,205	247,878
Advances given to suppliers	5,589	4,521	5,564	4,505
Trade receivables from related parties	372	365	28,546	46,391
Prepaid expenses and other receivables from related parties	688	846	799	914
Other receivables	8,363	6,425	7,654	5,600
Total current receivables	299,837	365,775	237,768	305,288

Movements in the provision for impairment of trade receivables are as follows:

	<i>Group</i>		<i>Company</i>	
	2017	2016	2017	2016
	<i>(in thousands of HRK)</i>		<i>(in thousands of HRK)</i>	
At 1 January	42,943	40,303	28,113	28,180
Collected	(10)	(17)	(3)	(7)
Impairment loss recognised	(6,680)	4,024	(7,557)	1,156
Amounts written-off	(8,264)	(1,367)	(8,263)	(1,216)
At 31 December	27,989	42,943	12,290	28,113

Impairment loss on trade receivables and reversal of impairment loss on trade receivables is included within 'Selling and distribution costs'.

Ageing analysis of trade receivables past due but not impaired:

	<i>Group</i>		<i>Company</i>	
	2017	2016	2017	2016
	<i>(in thousands of HRK)</i>		<i>(in thousands of HRK)</i>	
0-90 days	253,704	291,382	213,715	242,760
91-180 days	19,417	44,589	3,779	34,330
181-360 days	9,090	14,297	3,886	12,094
	2,986	3,715	2,371	5,085
	285,197	353,983	223,751	294,269

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

NOTE 22 – TRADE AND OTHER RECEIVABLES (continue)

Other receivables consist of the following:

	<i>Group</i>		<i>Company</i>	
	2017	2016	2017	2016
	<i>(in thousands of HRK)</i>		<i>(in thousands of HRK)</i>	
Net VAT receivable	3,183	1,219	3,174	1,024
Prepaid expenses	4,165	4,514	3,551	4,031
Receivables from employees	525	481	495	452
Other receivables	490	211	434	93
	8,363	6,425	7,654	5,600

NOTE 23 – RECEIVABLES ON LOANS GRANTED

	<i>Group</i>		<i>Company</i>	
	2017	2016	2017	2016
	<i>(in thousands of HRK)</i>		<i>(in thousands of HRK)</i>	
Non-current borrowings				
Loans to related parties	-	-	37,848	13,767
Total non-current borrowings	-	-	37,848	13,767
Current borrowings				
Loans to related parties	-	-	4,305	2,898
Total current borrowings	-	-	4,305	2,898
Total loans	-	-	42,153	16,665

NOTE 24 – CASH AND CASH EQUIVALENTS

	<i>Group</i>		<i>Company</i>	
	2017	2016	2017	2016
	<i>(in thousands of HRK)</i>		<i>(in thousands of HRK)</i>	
Cash at bank	85,915	78,646	74,570	68,305
Cash in hand	216	136	28	9
Deposits	3,031	2,562	3,032	2,561
	89,162	81,344	77,630	70,875

Cash on bank accounts refers to transaction accounts at commercial banks with an average interest rate of 0.17%.

Deposits refer to deposits at commercial banks with maturity up to three months carrying a variable interest rate ranging from 0.1% to 4.91%.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

NOTE 25 – SHARE CAPITAL

The share capital of the Company amounts to HRK 579,087,600.00 and consists of 5,790,876 ordinary shares, with a nominal value of HRK 100 each, all held by Podravka d.d., Koprivnica.

On 20 February 2017, the General Assembly made a decision to increase the share capital by entering the rights-claims in the amount of HRK 100,000,000.00. The Commercial Court of Varaždin on 09 March 2017 issued a Decision on the increase of the share capital and change of provisions of the Articles of Association of Belupo d.d. in the amount of HRK 100,000,000.00 (2016: the Company registered an increase in share capital in the amount of HRK 69,000,000.00). The amount of HRK 189,738 thousand is recognized within the share capital in respect of reinvested earnings from previous periods. If changes in this share capital occur in the coming periods, the tax relief could be reversed, which could potentially result in a tax expense and liability, accordingly.

Dividend distribution

On 26 July 2017, the General Assembly declared a dividend of HRK 25,000,000.00, respectively 4.31 HRK per share and on 15 December 2017 the payment to the owner amounted to HRK 25,000,000.00 or HRK 4.31 per share. As of 31 December 2017, the profit was paid to the owner. The Company and the Group as at 31 December 2017 reported development costs in the total amount of HRK 17,752 thousand (2016: HRK 17,080 thousand).

NOTE 26 –RESERVES

Group

<i>(in thousands of HRK)</i>	Legal reserves	Other reserves	Translation reserves	Total
At 1 January 2016	14,711	52,220	2,298	69,229
Exchange differences	-	-	(383)	(383)
Aktuarski dobici	6,000	77,548	-	83,548
Actuarial gains	-	66	-	66
Capital profit	-	(59)	-	(59)
At 31 December 2016	20,711	129,775	1,915	152,401
At 1 January 2017	20,711	129,775	1,915	152,401
Exchange differences	-	-	(961)	(961)
Transfer to reserves	-	(48,905)	-	(48,905)
Actuarial gains	-	104	-	104
Capital profit	-	(478)	-	(478)
At 31 December 2017	20,711	80,496	954	102,161

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

NOTE 26 –RESERVES (continue)

Company

<i>(in thousands of HRK)</i>	Legal reserves	Other reserves	Translation reserves	Total
At 1 January 2016	14,505	52,218	-	66,723
Transfer to reserves	6,000	77,548	-	83,548
Actuarial gains	-	130	-	130
Capital profit	-	(59)	-	(59)
At 31 December 2016	20,505	129,837	-	150,342
At 1 January 2017	20,505	129,837	-	150,342
Transfer to reserves	-	(48,905)	-	(48,905)
Actuarial gains	-	78	-	78
Capital profit	-	(478)	-	(478)
At 31 December 2017	20,505	80,532	-	101,037

The legal reserve is required under Croatian Law according to which the Company is required to build up legal reserves to a minimum of twentieth part (5%) of the profit for the year until the total reserve reaches five percent (5%) of the share capital. Reserves are non-distributable.

Other reserves mainly comprise statutory reserves recorded in accordance with the Company's Articles of Association. Company Statute does not define distributivity of these reserves (Companies Act - Statutory reserves may be used only for the purposes prescribed by the Articles of Association). However, these reserves can be distributed based on the General assembly's decision for the purposes prescribed by the law. Capital gains within Other reserves in the amount of 771 thousand HRK relates to the employee stock ownership program, explained below.

Translation reserve relates to foreign exchange differences on foreign operations.

Employee stock ownership program (ESOP program)

In accordance with the decision of the General Assembly of the parent company Podravka d.d. of 3 June 2015, a program of organized employee stock ownership (ESOP program) has been launched at the level of the Podravka Group which consists of Podravka dd, Danica doo, Belupo dd and Ljekarne Deltis Pharm. ESOP program includes giving rights to workers in the primary subscription and payment of shares in the share capital increase of the parent company Podravka dd public offering, conducted in June 2015. The program also includes a system of rewarding employees who have acquired shares in the first round of registration in such a way that if a worker-shareholder retains all such acquired shares for two years, he will receive one additional share for every ten acquired, or if they are retained for three years, awarded him two additional shares for each ten acquired.

As part of the ESOP there were 14,534 shares enrolled in 2015., relating to workers of Belupo Group. The fair value of the shares at the date of issue amounted to HRK 300 and exercise price of additional shares is also 300 HRK.

As at 31 December 2017 as part of the ESOP there were 13,186 shares enrolled, which relate to workers of Belupo Group (2016: 13,871 shares).

On August 2, 2017, in accordance with the Employees stock ownership program from 2015, bonus shares in the amount of 1,406 were allocated to employees holding the shares from the first round of registration in June 2015 at a price of HRK 311.77 in the total value of HRK 438 thousand.

The cost of additional shares under the ESOP is recognized under financial costs.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

NOTE 27– RETAINED EARNINGS

	<i>Group</i>		<i>Company</i>	
	2017	2016	2017	2016
	<i>(in thousands of HRK)</i>		<i>(in thousands of HRK)</i>	
At 1 January	257,511	300,921	241,799	296,050
Transfer to other reserves	(20,095)	(8,548)	(20,095)	(8,548)
Transfer to legal reserves	-	(6,000)	-	(6,000)
Profit for the year	47,870	71,138	64,399	60,297
Share capital increase from reinvested profit	-	-	-	-
Dividend declared	(50,000)	(100,000)	(50,000)	(100,000)
At 31 December	235,286	257,511	236,103	241,799

During 2017, the General Assembly approved a dividend in the amount of HRK 50,000 thousand which was not settled on 31 December 2017 (2016: approved dividend in the amount of HRK 100,000 thousand which was registered into the Company's initial share capital in 2017).

NOTE 28 – NON-CONTROLLING INTEREST

	2017	2016
	<i>(in thousands of HRK)</i>	
At 1 January	44,757	39,526
Share in profit / (loss) for the year	6,225	5,231
Dividend paid to minority shareholder	(15,775)	-
At 31 December	35,207	44,757

Non-controlling interest arose on the acquisition of a 65% equity share in Farmavita d.o.o. Sarajevo in 2008.

Shortened financial statements for Farmavita d.o.o. Sarajevo are presented below.

<i>Statement of financial position</i>	2017	2016
Non-current assets	69,669	71,606
Current assets	119,933	132,316
Current liabilities	(52,682)	(78,654)
Non-current liabilities	(59,826)	(24,715)
Net assets	77,094	100,553

<i>Statement of comprehensive income or loss for the year</i>		
Revenue from sale	181,660	183,917
Profit or loss after tax	23,063	19,510
Other comprehensive income or loss	(507)	(257)
Total comprehensive income or loss for the year	22,556	19,253

<i>Statement of cash flows</i>		
Net increase / decrease in cash and cash equivalents	2,057	1,523

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

NOTE 29 - LOANS AND BORROWINGS

	<i>Group</i>		<i>Company</i>	
	2017	2016	2017	2016
	<i>(in thousands of HRK)</i>		<i>(in thousands of HRK)</i>	
Non-current borrowings				
Borrowings from related parties	15,329	-	-	-
Foreign banks and banks in Croatia	426,174	426,500	420,378	416,622
Finance lease obligations	636	886	-	-
	442,139	427,386	420,378	416,622
Current borrowings				
Borrowings from related parties	806	-	-	-
Foreign banks and banks in Croatia	109,332	77,880	88,166	48,559
Finance lease obligations	680	814	-	-
	110,818	78,694	88,166	48,559
Total borrowings	552,957	506,080	508,544	465,181

Group:

Bank borrowings of HRK 536,792 thousand HRK (2016: HRK 506,080 thousand) are secured by mortgages over the land and buildings of the Group.

During 2017, the Group recorded a financial activity or payment and receipt of loans with and without the use of money. Total transactions on loans received amounted to HRK 141,881 thousand (2016: HRK 607,713 thousand), while the total cash loan repayment amounted to HRK 108,999 thousand (2016: HRK 363,157 thousand). Total non-cash transactions (excluding exchange rate differences) on loans received amounted to HRK 16,331 thousand, while there were no non-cash transactions on loan repayment. These non-cash transactions are excluded from the Cash Flow Statement.

Company:

Bank borrowings of HRK 508,544 thousand HRK are secured by mortgages over the land and buildings of the Company (2016: bank borrowings of HRK 465,181 thousand are secured by mortgages over the land and buildings of the Company).

During 2017, the Company recorded a financial activity or payment and receipt of loans with and without the use of money. Total cash transactions on loans received amounted to HRK 93,344 thousand (2016: HRK 542,864 thousand), while total cash loan repayment amounted to HRK 47,886 thousand (2016: HRK 280,053 thousand). These non-cash transactions are excluded from the Cash Flow Statement.

Borrowing terms and conditions

During 2015, the Company and the co-debtor, Pharmacies Deltis Pharm, concluded a Loan Agreement with HBOR in the total amount of HRK 304,000 thousand for a term of 7 years, with a grace period of one year.

The Company used EUR 37,164 thousand of the above mentioned amount.

According to the above-mentioned HBOR loan, the Company is obliged to meet the following borrowing terms and conditions stated in the Agreement:

- Notify HBOR before paying loans within the Podravka Group, and in other cases a prior approval of HBOR is necessary for loan payments.
- In the event of non-payment of a loan obligation or if the share of capital and reserves of the Company falls below 30.00% of the balance sheet value, the Company shall not pay the profits without prior consent of HBOR.

If the Company acts contrary to this point, HBOR is entitled to terminate the Loan Agreement. During 2016, the Company, Podravka d.d. and Žito d.d. have concluded a Loan Agreement with the EBRD in the total amount of EUR 123,000 thousand for a term of 7 years.

The Company used EUR 38,550 thousand of the above amount, of which EUR 36,249 thousand for refinancing all short and long-term loans, except HBOR's loans, and EUR 2,301 thousand for the approval of long-term loans to the associated company, Farmavita d.d.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

NOTE 29 - LOANS AND BORROWINGS (continue)

The Group's financial lease obligations are as follows:

	Minimum lease payments		Finance costs		Present value of minimum lease payments	
	2017	2016	2017	2016	2017	2016
	<i>(in thousands of HRK)</i>					
Up to one year	727	881	47	66	680	815
From one to five years	655	920	19	35	636	885
Less: future finance charges	(66)	(101)	66	101		
Present value of minimum lease payments	1,316	1,700			1,316	1,700

Included in financial statements in:

Current borrowings	680	815
Non-current borrowings	636	885
	1,316	1,700

The exposure of the Group's borrowings to interest rate changes based on the contractual repricing dates at the reporting dates are as follows:

	Group		Company	
	2017	2016	2017	2016
	<i>(in thousands of HRK)</i>		<i>(in thousands of HRK)</i>	
Up to 6 months	64,622	50,931	44,083	24,279
6 – 12 months	46,196	27,763	44,083	24,280
1 – 5 years	359,936	311,266	340,596	300,502
More than 5 years	82,203	116,120	79,782	116,120
	552,957	506,080	508,544	465,181

The repayment schedule of non-current borrowings is as follows:

	Group		Company	
	2017	2016	2017	2016
	<i>(in thousands of HRK)</i>		<i>(in thousands of HRK)</i>	
Between 1 and 2 years	93,845	79,718	88,166	75,126
Between 2 and 5 years	266,091	231,548	252,430	225,376
More than 5 years	82,203	116,120	79,782	116,120
	442,139	427,386	420,378	416,622

The effective interest rates at the reporting date were as follows:

	2017			2016		
	HRK	EUR	Other	HRK	EUR	Other
	%	%	%	%	%	%
Non-current borrowings						
Banks in Croatia	-	3	-	0	3	-
Banks in foreign countries	-	1.24	4.62	-	1	4.87
Finance lease obligations	-	-	4.86	-	-	6.23
Current borrowings						
Banks	-	-	3.95	0	-	4.8

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

NOTE 29 - LOANS AND BORROWINGS (continue)

The carrying amounts of long-term borrowings with fixed interest rate approximate their fair values. The carrying amounts of short-term borrowings approximate their fair values, and the discounting effect is not significant because of the short-term nature of the borrowings.

The carrying amounts of the Group's borrowings are denominated in the following currencies:

	<i>Group</i>		<i>Company</i>	
	2017	2016	2017	2016
	<i>(in thousands of HRK)</i>		<i>(in thousands of HRK)</i>	
HRK	-	-	-	-
BAM	44,412	40,899	-	-
EUR	508,545	465,181	508,544	465,181
	552,957	506,080	508,544	465,181

Many of the borrowings are denominated in HRK. Therefore, the effect of changes in the foreign exchange rates would not have a significant impact on the amount of the borrowings.

The Group has the following unused loan facilities:

	<i>Group</i>		<i>Company</i>	
	2017	2016	2017	2016
	<i>(in thousands of HRK)</i>		<i>(in thousands of HRK)</i>	
Variable rate facilities:				
Expiring within one year	117,842	318,288	94,991	300,899
	117,842	318,288	94,991	300,899

Group:

Total unused credit facilities of HRK 117,842 thousand refer to framework borrowings with banks and allowed overdrafts per transaction account.

Company:

Total unused credit facilities of HRK 94,994 thousand refer to framework borrowings at RBA d.d. ZAGREB and SBERBANK d.d. allowed overdrafts per transaction account at RBA d.d. ZAGREB.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

NOTE 30 – PROVISIONS

Group

<i>(in thousands of HRK)</i>	Jubilee awards and retirement benefits	Unused holidays	Bonuses	Share based payments	Legal cases	Total
Non-current	6,072	-	-	1,320	-	7,392
Current	271	2,097	3,561	-	-	5,929
At 31 December 2016	6,343	2,097	3,561	1,320	-	13,321
Increase/decrease of provision	682	2,334	2,208	(415)	30	4,839
Utilised during the year	(431)	(2,097)	(3,561)	(552)	-	(6,641)
At 31 December 2017	6,594	2,334	2,208	353	30	11,519
Non-current	6,264	-	-	353	-	6,617
Current	330	2,334	2,208	-	30	4,902
	6,594	2,334	2,208	353	-	11,519

Company

<i>(in thousands of HRK)</i>	Jubilee awards and retirement benefits	Unused holidays	Bonuses	Share based payments	Legal cases	Total
Non-current	5,106	-	-	1,320	-	6,426
Current	271	1,239	2,177	-	-	3,687
At 31 December 2016	5,377	1,239	2,177	1,320	-	10,113
Increase of provision	448	1,369	1,017	-	30	2,864
Utilised / cancelled during the year	(252)	(1,239)	(2,177)	(967)	-	(4,635)
At 31 December 2017	5,573	1,369	1,017	353	30	8,342
Non-current	5,271	-	-	353	-	5,624
Current	302	1,369	1,017	-	30	2,718
	5,573	1,369	1,017	353	-	8,342

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

NOTE 31 – TRADE AND OTHER PAYABLES

	<i>Group</i>		<i>Company</i>	
	2017	2016	2017	2016
	<i>(in thousands of HRK)</i>		<i>(in thousands of HRK)</i>	
Trade payables	67,588	139,969	51,893	118,445
Trade payables due to related parties	4,246	21,877	4,252	21,880
Other payables	35,825	129,303	29,351	124,013
	107,659	291,149	85,496	264,338

At 31 December 2017, the carrying amounts of trade and other payables approximate their fair values due to the short-term nature of those liabilities.

Other payables include the following:

	<i>Group</i>		<i>Company</i>	
	2017	2016	2017	2016
	<i>(in thousands of HRK)</i>		<i>(in thousands of HRK)</i>	
Salaries and other liabilities to employees	17,699	14,709	14,270	11,527
Dividend declared and payable (related party)	-	100,000	-	100,000
Interest on borrowings from banks	465	1,849	356	1,721
Interest liabilities for interest to related parties	69	-	-	-
Deferred income	7,457	4,163	7,457	4,162
Contributions and other taxes payable	1,744	1,435	17	13
Value Added Tax	801	268	-	-
Other	7,590	6,879	7,251	6,590
	35,825	129,303	29,351	124,013

NOTE 32 – FINANCIAL LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS

	<i>Group</i>		<i>Company</i>	
	2017	2016	2017	2016
	<i>(in thousands of HRK)</i>		<i>(in thousands of HRK)</i>	
Forward contracts	-	914	-	914
	-	914	-	914

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

NOTE 33 – RETIREMENT BENEFIT PLANS

Defined benefit plan

According to the Collective Agreement, the Group and the Company have an obligation to pay jubilee awards, retirement and other benefits to employees. The Group operates defined benefit schemes for qualifying employees.

The Group and the Company pays pension contributions on behalf of its employees in accordance with applicable legal regulations. These contributions form the basis of social benefits payable out of the Croatian national pension fund to Croatian employees upon their retirement.

The present value of the defined benefit obligation, the related current service cost and past service cost were measured using the Projected Credit Unit Method.

The actuarial estimates have been derived on the basis of the following key assumptions:

	<i>Group</i>		<i>Company</i>	
	2017	2016	2017	2016
Discount rate	2.40%	2.80%	2.40%	2.80%
Fluctuation rate	4.81%	4.78%	4.81%	4.78%
Average expected remaining working life (years)	22	21	22	21

The amounts recognised in the statement of comprehensive income in respect of the defined benefit plan:

	<i>Group</i>		<i>Company</i>	
	2017	2016	2017	2016
	<i>(in thousands of HRK)</i>		<i>(in thousands of HRK)</i>	
Current service cost	551	313	300	278
Interest expense	131	149	124	139
Other actuarial adjustments	-	707	24	67
Benefits paid	(431)	(390)	(252)	(337)
	251	779	196	147

Changes in the present value of the defined benefit obligation during the period:

	<i>Group</i>		<i>Company</i>	
	2017	2016	2017	2016
	<i>(in thousands of HRK)</i>		<i>(in thousands of HRK)</i>	
At 1 January	6,343	5,564	5,377	5,230
Current service cost	551	313	300	278
Interest expense	131	149	124	139
Benefits paid	(431)	(390)	(252)	(337)
Other actuarial adjustments	-	707	24	67
At 31 December	6,594	6,343	5,573	5,377

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

NOTE 34 – FINANCIAL INSTRUMENTS

34.1. Capital risk management

Net debt to equity ratio (Gearing ratio)

Belupo Group reviews the capital structure on an semi-annual basis.

As part of this review, the Group considers the cost of capital and the risks associated with each class of capital.

The gearing ratio at the reporting date was as follows:

	<i>Group</i>		<i>Company</i>	
	2017	2016	2017	2016
	<i>(in thousands of HRK)</i>		<i>(in thousands of HRK)</i>	
Debt (long and short-term borrowings)	552,957	506,080	508,544	465,181
Cash and cash equivalents	(89,162)	(81,344)	(77,630)	(70,875)
Net debt	463,795	424,736	430,914	394,306
Equity	951,741	864,756	916,227	802,228
<i>Net debt to equity ratio</i>	48.73%	49.12%	47.03%	49.15%

Debt is defined as long and short-term borrowings. Equity includes all capital and reserves.

34.2. Significant accounting policies

Details of the significant accounting policies and methods adopted, including the criteria for recognition. The basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed within notes.

34.3. Categories of financial instruments

	<i>Group</i>		<i>Company</i>	
	2017	2016	2017	2016
	<i>(in thousands of HRK)</i>		<i>(in thousands of HRK)</i>	
Financial assets				
Trade and other receivables	292,298	360,408	230,685	299,869
Cash and cash equivalents	89,162	81,344	77,630	70,875
Other financial assets	125	333	42,276	13,874
	381,585	442,085	350,591	384,618
Financial liabilities				
Borrowings	551,641	504,380	508,544	465,181
Trade and other payables	99,370	186,986	78,008	160,176
Liabilities for finance lease	1,316	1,700	-	-
Liabilities at fair value through profit or loss	-	914	-	914
	652,327	693,980	586,552	626,271

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

NOTE 34 – FINANCIAL INSTRUMENTS (continue)

34.4. Financial risk management objectives

The Group operates internationally and finances its operations using foreign currency denominated borrowings to a significant extent. As a result, the Group is exposed to the effect of changes in market prices of bulk raw pharmaceuticals and of exchange differences and changes in interest rates. In addition, due to credit terms extended to its customers, the Group is exposed to the risk of default.

The Treasury function at Belupo provides financial services and coordinates the financial operations of the Group on the domestic and international markets, and monitors and manages the financial risks relating to the operations of Belupo d.d. The principal risks include market risk (including currency risk, interest rate risk and price risk), credit risk and liquidity risk.

The significant risks, together with the methods used to manage these risks, are described below. In 2017 the Group used derivatives in order to potentially manage exchange rate fluctuations of the Russian Ruble. The Group does not use any derivatives to manage its risks or for speculative purposes.

34.5. Market risk

Commodity risk management (price risk)

Volatility in the prices of bulk pharmaceuticals is a pervasive element of the Group's business environment. The Purchase function has been centralised, which in itself provides the Group the status of a reputable customer on the market, with a fine starting position to negotiate prices. Fixed rate, long-term framework agreements are entered into, with the terms and conditions defined in line with the market trends.

Market risk exists due to the fact that the sales prices are regulated by the State, and Belupo is not able to exercise any influence in forming the prices.

Sales function based risk

The Group does not use any forward agreements to manage its exposure to the risk of fluctuation in bulk pharmaceutical prices.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

NOTE 34 – FINANCIAL INSTRUMENTS (continue)

34.6. Foreign exchange risk management

The Group undertakes certain transactions denominated in foreign currencies. Hence, exposures to exchange rate fluctuations arise. During the year 2017 the Group used a forward contract with Raiffeisen Bank Zagreb in order to potentially manage exchange rate fluctuation of the Russian Ruble. As at 31 December 2017, the Group had no unrealized futures contracts.

Gains and losses arising from changes in market value of foreign currency forward contracts are recognized in the statement of comprehensive income under 'net financial income/costs'.

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the reporting date are as follows:

	<i>Group</i>				<i>Company</i>			
	Liabilities		Assets		Liabilities		Assets	
	2017	2016	2017	2016	2017	2016	2017	2016
	<i>(in thousands of HRK)</i>				<i>(in thousands of HRK)</i>			
BAM	55,205	53,180	78,781	89,928	-	-	-	-
EUR	254,834	332,544	56,721	87,300	249,974	328,665	110,010	130,908
USD	2,408	1,541	351	652	2,411	1,534	350	652
RUB	-	-	57,417	69,335	-	-	57,417	69,335
Other currencies	402	368	2,282	3,308	348	305	1,646	1,130

Foreign currency sensitivity analysis

The Group is mainly exposed to the fluctuations in the exchange rate of the Croatian Kuna to the Euro, the US dollar, the BAM and Russian ruble RUB, since the most of the trading in bulk pharmaceuticals on the international market is done in Euros, US dollars, BAMs and RUBs.

The following table details the Group's sensitivity to a 1.0 % decrease in 2017 in the Croatian HRK against the relevant foreign currencies (2016: 1.0% decrease). The sensitivity rates below are used when reporting foreign currency risk internally to key management personnel and represents management's assessment of a reasonably likely change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for percentage change in foreign currency rates. The sensitivity analysis includes monetary assets and monetary liabilities in foreign currencies. A negative number below indicates a decrease in profit and other equity where the Croatian HRK changes by above mentioned percentage against the relevant currency. For a reverse proportional change of the Croatian HRK against the relevant currency, there would be an equal and opposite impact on profit and other equity.

The exposure to the fluctuations in exchange rates is mainly attributable to the borrowings, trade payables and receivables and receivables from related companies denominated in EUR, BAM, USD and RUB.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

NOTE 34 – FINANCIAL INSTRUMENTS (continue)

34.6. Foreign exchange risk management (continue)

	<i>Group</i>				<i>Company</i>			
	EUR impact		USD impact		EUR impact		USD impact	
	2017	2016	2017	2016	2017	2016	2017	2016
	<i>(in thousands of HRK)</i>				<i>(in thousands of HRK)</i>			
Profit	1,981	2,452	21	9	815	1,978	21	9
Loss	-	-	-	-	-	-	-	-

	BAM impact		RUB impact		BAM impact		RUB impact	
	2017	2016	2017	2016	2017	2016	2017	2016
	<i>(in thousands of HRK)</i>				<i>(in thousands of HRK)</i>			
Profit	-	-	-	-	-	-	-	-
Loss	(236)	367	(574)	(693)	-	-	(574)	(693)

34.7. Interest rate risk management

The Group is exposed to interest rate risk as it borrows funds at both fixed and floating interest rates. Part of the Group's borrowings are at variable rates.

Interest rate sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates at the reporting date. For variable interest rates, the analysis was prepared in such a way as to calculate the effect of a reasonably possible increase in interest rates on borrowings with variable interest rates on the expected contractual cash flows of such borrowings in relation to those calculated using the interest rate applicable at the end of the current reporting period. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of a reasonably likely change in interest rates.

FOR THE YEAR ENDED 31 DECEMBER 2017

34.7. Interest rate risk management (continue)

The estimated effect of a reasonably possible change in interest rates on the Group's and Company's result before tax for the reporting period is as follows:

<i>Company as at 31 December 2016</i>	Contractual cash flows	up to 1 year	from 1 to 2 years	from 2 to 5 years	over 5 years
		<i>(in thousands of HRK)</i>			
At current interest rates	488,492	55,128	80,774	235,605	116,985
At current interest rates + 50 basis points	496,314	57,333	82,669	239,037	117,275
Effect of increase of interest rate by 50 bp	(7,822)	(2,205)	(1,895)	(3,432)	(290)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

NOTE 34 – FINANCIAL INSTRUMENTS (continue)

34.8. Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group has adopted a „Credit Risk Management Procedure“, which it applies in dealing with customers, and obtains sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults.

Customers are classified into risk groupings based on the financial performance indicators and own trading records, and appropriate credit risk mitigation measures are taken for each risk class.

Customers are classified mainly on the basis of official financial statements of customers and credit ratings supplied by independent rating agencies, and the Group's history of trading with each customer.

The Group's exposure and the credit ratings of its counterparties are continuously monitored, and credit exposure is controlled by counterparty limits that are reviewed at least annually.

The Group transacts with pharmaceutical wholesalers and drugstores in Croatia and abroad.

The maximum concentration of credit risk is related to wholesalers. The Group has no significant credit exposures that would not be covered by collateral.

34.9. Liquidity risk management

Ultimate responsibility for liquidity risk management rests with the board of directors which has built an appropriate liquidity risk management framework for the management of the Group's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves and credit lines, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

Liquidity risk analysis tables

The following tables detail the Group's remaining contractual maturity for its financial liabilities presented in the statement of financial position.

The tables have been drawn up based on the undiscounted cash flows of financial liabilities on maturity. The table includes both interest and principal cash flows.

The liquidity risk analysis presented below does not indicate any likelihood of liquidity shortfall of the Group for a shorter period.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

NOTE 34 – FINANCIAL INSTRUMENTS (continue)

34.9. Liquidity risk management (continue)

Liquidity risk analysis tables (continue)

The following tables detail the Group's remaining contractual maturity for its financial liabilities presented in the statement of financial position.

The tables have been drawn up based on the undiscounted cash flows of financial liabilities on maturity. The table includes both interest and principal cash flows.

The liquidity risk analysis presented below does not indicate any likelihood of liquidity shortfall of the Group for a shorter period.

Group

Group as at 31 December 2017	Net book value	Contracted cashflow	Up to one year	1 - 5 years	over 5 years
			(in thousands of HRK)		
Non-interest bearing liabilities:					
Trade and interest payables	99,370	99,370	99,370	-	-
	99,370	99,370	99,370	-	-
Interest bearing liabilities					
Financial lease liabilities	1,316	1,382	727	655	-
Borrowings	551,641	593,800	122,583	386,226	84,991
	552,957	595,182	123,310	386,881	84,991
	652,327	694,552	222,680	386,881	84,991
Non-interest bearing assets:					
	292,298	292,298			
Trade receivables (including bills of exchange)			292,272	26	-
Cash and cash equivalents	89,162	-	-	-	-
	381,460	292,298	292,272	26	-
Interest bearing assets:					
Long-term deposits	125	125	-	125	-
	125	125	-	125	-
	381,585	292,423	292,272	151	-
Net liquidity	(270,742)	(402,129)	69,592	(386,730)	(84,991)

The Group's non-interest bearing liabilities up to one month comprise mainly trade payables of HRK 42,246 thousand (2016: HRK 88,336 thousand) and amounts due to employees of HRK 17,699 thousand (2016: HRK 14,709 thousand).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

NOTE 34 – FINANCIAL INSTRUMENTS (continue)

34.9. Liquidity risk management (continue)

Liquidity risk analysis tables (continue)

Group

<i>Group as at 31 December 2016</i>	Net book value	Contracted cashflow	Up to one year	1 - 5 years	over 5 years
			(in thousands of HRK)		
<i>Non-interest bearing liabilities:</i>					
Interest rate swap	914	914	914	-	-
Trade and interest payables	186,986	186,986	186,986	-	-
	187,900	187,900	187,900	-	-
<i>Interest bearing liabilities</i>					
Financial lease liabilities	1,700	1,800	878	922	-
Borrowings	504,380	544,577	88,000	336,248	120,329
	506,080	546,377	88,878	337,170	120,329
	693,980	734,277	276,778	337,170	120,329
<i>Non-interest bearing assets:</i>					
Trade receivables (including bills of exchange)	360,408	360,408	360,268	140	-
Cash and cash equivalents	81,344	-	-	-	-
	441,752	360,408	360,268	140	-
<i>Interest bearing assets:</i>					
Long-term deposits	108	108	-	108	-
	108	108	-	108	-
	441,860	360,516	360,268	248	-
Net liquidity	(252,120)	(373,761)	83,490	(336,922)	(120,329)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

NOTE 34 – FINANCIAL INSTRUMENTS (continue)

34.9. Liquidity risk management (continue)

Liquidity risk analysis tables (continue)

Company

<i>Company as at 31 December 2017</i>	Net book value	Contracted cashflow	Up to one year 1 - 5 years over 5 years (in thousands of HRK)		
<i>Non-interest bearing liabilities:</i>					
Trade and interest payables	78,008	78,008	78,008	-	-
	78,008	78,008	78,008	-	-
<i>Interest bearing liabilities</i>					
Borrowings	508,544	546,185	98,500	365,175	82,510
	508,544	546,185	98,500	365,175	82,510
	586,552	624,193	176,508	365,175	82,510
<i>Non-interest bearing assets:</i>					
Trade receivables (including bills of exchange)	230,685	230,685	230,685	-	-
Cash and cash equivalents	77,630	-	-	-	-
	308,315	230,685	230,685	-	-
<i>Interest bearing assets:</i>					
Long-term loans	42,153	47,881	6,005	37,499	4,377
Long-term deposits	123	123	-	123	-
	42,276	48,004	6,005	37,622	4,377
	350,591	278,689	236,690	37,622	4,377
Net liquidity	(235,961)	(345,504)	60,182	(327,553)	(78,133)

The Company's non-interest bearing liabilities up to one month comprise mainly trade payables of HRK 38,320 thousand (2016: HRK 81,812 thousand) and amounts due to employees of HRK 14,270 thousand (2016: HRK 11,527 thousand).

Interest bearing liabilities include short-term and long-term borrowings and finance lease obligations.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

NOTE 34 – FINANCIAL INSTRUMENTS (continue)

34.9. Fair value of financial instruments (continue)

Liquidity risk analysis tables (continue)

Company

<i>Company as at 31 December 2016</i>	Net book value	Contracted cashflow	Up to one year	1 - 5 years	over 5 years
			<i>(in thousands of HRK)</i>		
<i>Non-interest bearing liabilities:</i>					
Interest rate swap	914	914	914	-	-
Trade and interest payables	160,176	160,176	160,176	-	-
	161,090	161,090	161,090	-	-
<i>Interest bearing liabilities</i>					
Borrowings	465,181	503,477	57,638	325,510	120,329
	465,181	503,477	57,638	325,510	120,329
	626,271	664,567	218,728	325,510	120,329
<i>Non-interest bearing assets:</i>					
Trade receivables (including bills of exchange) and other receivables	299,869	299,869	299,869	-	-
Cash and cash equivalents	70,875	-	-	-	-
	370,744	299,869	299,869	-	-
<i>Interest bearing assets:</i>					
Long-term loans	16,665	18,095	3,296	12,593	2,206
Long-term deposits	107	-	-	107	-
	16,772	18,095	3,296	12,700	2,206
	387,516	317,964	303,165	12,700	2,206
Net liquidity	(238,755)	(346,603)	84,437	(312,810)	(118,123)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

NOTE 34 – FINANCIAL INSTRUMENTS (continue)

34.10. Fair value of financial instruments

The fair values of financial assets and financial liabilities are determined as follows:

- the fair value of financial assets and financial liabilities with standard terms and conditions and traded on active liquid markets is determined with reference to quoted market prices;
- the fair value of other financial assets and financial liabilities (excluding derivative instruments) is determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices from observable current market transactions and dealer quotes for similar instruments.

Financial instruments held to maturity in the normal course of operations are carried at the lower of cost and the net amount less portion repaid.

Fair value is determined as the amount at which a financial instrument can be exchanged between willing and knowledgeable parties in an arm's-length transaction, except in the event of forced sale or liquidation. The fair value of a financial instruments is the one quoted on the securities market or obtained using the discounted cash flow method.

At 31 December 2016 the carrying amounts of cash, short-term deposits, receivables, short-term liabilities, accrued expenses, short-term borrowings and other financial instruments approximate their fair market values due to the short-term nature of those assets and liabilities.

34.10.1 Fair value measurements recognised in the consolidated statement of financial position

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into 3 Levels depending on the fair value:

Group and Company

	Level 1	Level 2	Level 3	Total
	<i>(in thousands of HRK)</i>			
	31 December 2017			
<i>Financial liabilities at fair value through profit or loss</i>				
Derivative financial instruments – forward contracts	-	-	-	-
Liabilities for share based payments (cash settled)	-	353	-	353

In 2017, the Company used forward contracts with commercial banks with the primary purpose of controlling the fluctuation of the Russian ruble exchange rate with respect to foreign currency sales and purchase in that currency. As at 31 December 2017, the Group had no unrealized futures contracts.

Gains and losses recognized as changes in the market value of currency forward contracts are recorded in the Statement of Comprehensive Income under “Financial income / net costs”.

Measurement of fair value

The fair value of the forward contract is based on the foreign exchange rate quotation. In accordance with the input variables used, the estimate is categorized in the fair value hierarchy as level 2 (see Note 6).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

NOTE 34 – FINANCIAL INSTRUMENTS (continue)

34.10. Fair value of financial instruments (continue)

34.10.1 Fair value measurements recognised in the consolidated statement of financial position (continue)

	Level 1	Level 2	Level 3	Total
	<i>(in thousands of HRK)</i>			
	31 December 2016			
<i>Financial assets at fair value through profit or loss</i>				
Derivative financial instruments – forward contracts	-	914	-	914
<i>Financial liabilities at fair value through profit or loss</i>				
Liabilities for share based payments (cash settled)	-	1,320	-	1,320

NOTE 35 – SHARE BASED PAYMENTS

Employee share options

Options for the purchase of Podravka d.d. shares are granted to key management of Belupo d.d. The exercise price of the granted option equals the weighted average share price of Podravka d.d. shares per the Zagreb Stock Exchange in the year for which the option is granted. The vesting period normally starts from 1 January for the year for which the option is granted. Options are acquired separately for each business year.

All the terms and conditions apply, unless circumstances arise as provided in each of the contracts applicable to the periods that implies an early termination of a mandate, breach of contractual provisions, relocation within the company, etc., in which case such an option generally becomes exercisable within three years or six months from the occurrence of any of the circumstances described above.

The following share-based payment arrangements were in existence in the current and comparative periods:

Option series	Number of options	Grant date	Vesting conditions	Expiry date	Exercise price	Fair value at the grant date
31 Dec 2015	2,000	2015	in accordance with performance and labor contract	30 Jun 2018	318.79	334.01
31 Dec 2015	6,938	2015	in accordance with performance and labor contract	31 Dec 2020	300.00	334.01
31 Dec 2016	7,146	2016	in accordance with performance and labor contract	31 Dec 2021	348.67	377.50
31 Dec 2017	5,000	2017	in accordance with performance and labor contract	31 Dec 2022	352.15	270.00
	21,084					

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

NOTE 35 – SHARE BASED PAYMENTS (continue)

Fair value measurement

The fair value of the employee share options and the share appreciation rights is measured using the Black-Scholes formula. Measurement inputs include the share price on the measurement date, the exercise price of the instrument, expected volatility (based on an evaluation of the historical volatility of the Company's share price, particularly over the historical period commensurate with the expected term), expected term of the instruments (based on historical experience and general option holder behaviour), expected dividends, and the risk-free interest rate (based on government bonds). Service and non-market performance conditions attached to the transactions are not taken into account in determining fair value.

Input variables for calculation of fair value:

	Series 31 Dec 2017 Period less than 2,5 years	Series 31 Dec 2017 Period less than 5 years	Series 31 Dec 2016 Period less than 2,5 years	Series 31 Dec 2016 Period less than 5 years	Series 31 Dec 2015 than 2,5 years	Series 31 Dec 2015 less than 5 years
The fair value of options at the date of issue in HRK	-	36.25	-	119.20	66.71	122.77
Grant date share price (in HRK and lipas)	-	270.00	-	377.50	334.01	334.01
Exercise price (in HRK and lipas)	-	352.15	-	348.67	318.79	300.00
Expected volatility (%)	-	0.17	-	0.18	0.16	0.19
Option life (years)	-	5	-	5	2.5	5
Risk-free interest rate (%)	0.00%	4.55%	0.00%	4.88%	5.57%	6.13%

Expense recognized in profit or loss

	2017 (in thousands of HRK)	2016
Share based payment transactions	(415)	729
Utilised during the year	(552)	(608)
	(967)	121

Movement in number of share options and respective exercise prices is as follows:

	2017		2016	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
Balance at the beginning of the year	24,391	314.64	24,545	288.66
Granted during the year	5,000	352.15	7,146	348.67
Unused / transfered options	(2,000)	297	-	-
Exercised during the year	(6,307)	296.59	(7,300)	260.62
Balance at year end	21,084	-	24,391	-

As at 31 December 2017 there were 5,000 (2016: 7,146) options granted whose vesting period starts at 1 January 2018.

In 2017, 6,307 options of the 2014 series were used, while 2000 options of the 2014 series expired.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

NOTE 36 – RELATED PARTY TRANSACTIONS

Name of subsidiary	Country	Ownership interest in %		Principal business
		2017	2016	
Farmavita d.o.o., Sarajevo	Bosnia and Herzegovina	65	65	Production and distribution of pharmaceuticals
Ljekarne Deltis Pharm, Koprivnica	Croatia	100	100	Drugstore
Belupo d.o.o., Ljubljana	Slovenia	100	100	Distribution of pharmaceuticals
Belupo s.r.o., Bratislava	Slovakia	100	100	Distribution of pharmaceuticals
Belupo d.o.o.el, Skopje	Macedonia	100	100	Distribution of pharmaceuticals
Carrying amount of the investment		99,664	99,664	

Related party transactions include business transactions within the Podravka Group companies. Items resulting from these transactions included in the statement of comprehensive income and balances included in the statement of financial position as at 31 December 2017 and 31 December 2016, are as follows:

REVENUE

Income from sales of goods and merchandise and services:

	<i>Group</i>		<i>Company</i>	
	2017	2016	2017	2016
	<i>(in thousands of HRK)</i>		<i>(in thousands of HRK)</i>	
<i>Company outside the Belupo Group</i>				
<i>Income from sales of goods and merchandise:</i>				
Podravka d.d., Koprivnica	<u>22</u>	<u>22</u>	-	-
	22	22	-	-
<i>Revenue from services</i>				
Podravka d.d., Koprivnica	<u>1,805</u>	<u>1,683</u>	<u>1,805</u>	<u>1,683</u>
	1,805	1,683	1,805	1,683
<i>Company inside the Belupo Group</i>				
<i>Income from sales of goods and merchandise:</i>				
Farmavita d.o.o, Sarajevo	-	-	24,408	28,656
Belupo d.o.o., Bratislava	-	-	25,788	22,815
Belupo d.o.o.el, Skopje	-	-	10,133	9,718
Belupo d.o.o., Ljubljana	-	-	11,977	9,599
Ljekarne Deltis Pharm, Koprivnica	-	-	1,137	1,176
	<u>-</u>	<u>-</u>	<u>73,443</u>	<u>71,964</u>
<i>Revenue from services</i>				
Farmavita d.o.o, Sarajevo	-	-	46	46
Belupo d.o.o., Bratislava	-	-	333	308
Belupo d.o.o.el, Skopje	-	-	18	29
Belupo d.o.o., Ljubljana	-	-	171	171
Ljekarne Deltis Pharm, Koprivnica	-	-	231	298
	<u>-</u>	<u>-</u>	<u>799</u>	<u>852</u>
	1,827	1,705	76,047	74,499
Finance costs				
Podravka d.d., Koprivnica	2,958	836	2,958	836
Other related parties	-	-	32,545	1,792
	<u>2,958</u>	<u>836</u>	<u>35,503</u>	<u>2,628</u>
Total expenses	4,785	2,541	111,550	77,127

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

NOTE 36 – RELATED PARTY TRANSACTIONS (continue)

EXPENSES

<i>Remuneration to key management</i>	<i>Group</i>		<i>Company</i>	
	2017	2016	2017	2016
	<i>(in thousands of HRK)</i>		<i>(in thousands of HRK)</i>	
Salaries	8,405	7,777	8,405	7,777
	8,405	7,777	8,405	7,777
<i>Operating expenses outside Belupo Group:</i>				
Podravka d.d., Koprivnica	19,564	16,610	19,212	16,255
Podravka d.o.o., Ljubljana	181	178	-	-
Podravka d.o.o.el., Skopje	45	45	-	-
Podravka d.o.o., Sarajevo	-	(1)	-	-
<i>Operating expenses inside Belupo Group:</i>				
Ljekarne Deltis Pharm, Koprivnica	-	-	(137)	(106)
Farmavita d.o.o., Sarajevo	-	-	(5,275)	(16,679)
Belupo s.r.o., Bratislava	-	-	262	279
Belupo d.o.o.el., Skopje	-	-	80	-
	19,790	16,832	14,142	(251)
Finance costs				
Podravka d.d., Koprivnica	124	4,254	124	4,254
	124	4,254	124	4,254
Total expenses	19,914	21,086	14,266	4,003

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

NOTE 36 – RELATED PARTY TRANSACTIONS (continue)

RECEIVABLES FOR GOODS AND SERVICES

	<i>Group</i>		<i>Company</i>	
	Short-term trade receivables for goods and services		Short-term trade receivables for goods and services	
	2017	2016	2017	2016
	<i>(in thousands of HRK)</i>		<i>(in thousands of HRK)</i>	
<i>Company inside the Belupo Group:</i>				
Farmavita d.o.o., Sarajevo	-	-	12,071	28,692
Ljekarne Deltis Pharm, Koprivnica	-	-	8,494	12,395
Belupo d.o.o.el., Skopje	-	-	2,547	3,618
Belupo s.r.o., Bratislava	-	-	1,686	-
Belupo d.o.o., Ljubljana	-	-	3,399	1,331
<i>Company outside the Belupo Group:</i>				
Podravka d.d., Koprivnica	372	365	349	355
Total trade receivables – Group entities	372	365	28,546	46,391

Additionally, during 2017, the General Assembly voted and approved a dividend of HRK 50,000, which was paid out on 31 December 2017 (2016: HRK 100,000 thousand that remained unpaid on 31 December 2016).

PAYABLES FOR GOODS AND SERVICES

	<i>Group</i>		<i>Company</i>	
	Short-term trade payables for goods and services		Short-term trade payables for goods and services	
	2017	2016	2017	2016
	<i>(in thousands of HRK)</i>		<i>(in thousands of HRK)</i>	
<i>Company inside the Belupo Group:</i>				
Ljekarne Deltis Pharm, Koprivnica	-	-	21	4
Belupo s.r.o., Bratislava	-	-	97	87
<i>Company outside the Belupo Group:</i>				
Podravka d.d., Koprivnica	4,244	21,877	4,134	21,789
Podravka d.o.o.el., Skopje	4	-	-	-
Podravka Sarajevo	(2)	-	-	-
Total trade payables – Group entities	4,246	21,877	4,252	21,880

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

NOTE 36 – RELATED PARTY TRANSACTIONS (continue)

OTHER RECEIVABLES AND PREPAID EXPENSES OF THE FUTURE PERIOD

	<i>Group</i>		<i>Company</i>	
	Other receivables		Other receivables	
	2017	2016	2017	2016
	<i>(in thousands of HRK)</i>		<i>(in thousands of HRK)</i>	
<i>Company inside the Belupo Group:</i>				
Farmavita d.o.o., Sarajevo	-	-	111	68
Total other receivables from related parties	-	-	111	68

	<i>Group</i>		<i>Company</i>	
	Total prepaid expenses of the future period and outstanding revenue collection		Total prepaid expenses of the future period and outstanding revenue collection	
	2017	2016	2017	2016
	<i>(in thousands of HRK)</i>		<i>(in thousands of HRK)</i>	
<i>Company outside the Belupo Group:</i>				
Podravka d.d., Koprivnica	688	846	688	846
Total prepaid expenses of the future period and outstanding revenue collection	688	846	688	846

As at 31 December 2017, the Company has a receivable for a loan granted to a subsidiary company within the Belupo Group in the amount of HRK 42,153 thousand.

OTHER PAYABLES

	<i>Group</i>		<i>Company</i>	
	Other paybels		Other paybels	
	2017	2016	2017	2016
	<i>(in thousands of HRK)</i>		<i>(in thousands of HRK)</i>	
<i>Company outside the Belupo Group:</i>				
Podravka d.d., Koprivnica	23	100,000	-	100,000
Total other payables to related parties	23	100,000	-	100,000

As at 31 December 2017, the Group has a liability towards a minority shareholder in the amount of HRK 16,135 thousand.

GIVEN GUARANTEES AND WARRANTIES

	<i>Group</i>		<i>Company</i>	
	2017	2016	2017	2016
	<i>(in thousands of HRK)</i>		<i>(in thousands of HRK)</i>	
Podravka d.d., Koprivnica	630,092	865,803	630,092	865,803
Farmavita d.o.o., Sarajevo	32,378	-	32,378	36,782
Mirna d.d., Rovinj	2,000	24,673	2,000	24,673
	664,470	890,476	664,470	927,258

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

NOTE 37a – CONTINGENT LIABILITIES

For guarantees and warranties contingent liabilities are not reported in the statement of financial position as at 31 December, as the discretion of the Board of the Group as at 31 December 2017 and 2016 no contingent liability will arise for the Group and the Company.

	<i>Group</i>		<i>Company</i>	
	2017	2016	2017	2016
	<i>(in thousands of HRK)</i>		<i>(in thousands of HRK)</i>	
Podravka d.d. - revolving loan guarantee	120,000	355,000	120,000	355,000
Podravka d.d. - corporate guarantees	359,819	488,130	359,819	488,130
Podravka d.d. - guarantee	150,273	22,673	150,273	22,673
Farmavita d.o.o. - corporate guarantee	32,378	-	32,378	36,782
Mirna d.d. - co-debtor on loans and frameworks	2,000	24,673	2,000	24,673
Bank guarantee	3,757	-	3,757	-
	668,227	890,476	668,227	927,258

NOTE 37b – CAPITAL COMMITMENTS

Group:

As at 31 December 2017, the Group had contracted and unrealized liabilities in the amount of HRK 18,913 thousand, most of which are related to the construction of a new factory in Belupo d.d. (31 December 2016: HRK 41.8 million for investments in Belupo d.d.).

Company:

As at 31 December 2017 the Company had capital commitments in the amount of HRK 18,913 thousand for capital investments (31 December 2016: HRK 41.8 million for capital investments). Contracted payment of operating lease commitments for the use of means of transport is as follows:

	<i>Group</i>		<i>Company</i>	
	2017	2016	2017	2016
	<i>(in thousands of HRK)</i>		<i>(in thousands of HRK)</i>	
1 year or less	2,983	2,774	2,687	2,532
One to five years	4,555	6,550	3,965	5,884
	7,538	9,324	6,652	8,416