

# Interim Report

## January – June 2013

t2 Russia Holding AB

corporate reg. no. 556469-7836

# INTERIM REPORT JANUARY-JUNE 2013

The Board of Directors herewith presents the interim report for t2 Russia Holding AB, corporate reg. no. 556469-7836, and its subsidiaries for January 1 – June 30, 2013.

The figures presented in this report refer to Q2 2013. The figures shown in parentheses refer to the comparable periods in 2012.

t2 Russia Holding AB is the parent company of a number of wholly owned companies incorporated in the Russian federation. t2 Russia Holding AB and its subsidiaries are referred to as “t2 Russia” in this interim year report.

t2 Russia Holding AB is owned by Airport Alliance (Netherlands) B.V., Netherlands (99.9 percent) and Limited Liability Company ”VTB Infrastructure Investments”, Russia (0.1 percent). The ultimate parent company is VTB Bank (Open Joint-Stock Company) (“VTB”), which indirectly owns 100 percent of the company. Previously during the year, t2 Russia Holding AB was owned by t2 Russia Telecom B.V, Netherlands (99.9 percent) and t2 Russia Two AB, Sweden (0.1 percent). The ultimate parent company was t2 AB (“t2”), which indirectly owned 100 percent of the company.

## t2 RUSSIA

t2 Russia offers mobile telephony services, mainly prepaid services to the residential market and also services to the corporate market.

t2 Russia has GSM licences in 43 regions covering approximately 62 million inhabitants. t2 Russia’s strategy is to have a balanced approach to grow market share and profitability in regions, which were launched after 2009, and to protect market share and sustain profitability in more mature regions. Market share of all t2 regions is 33,23% as per 1Q2013.

The overall operational development in the first half of 2013 was characterized by a balanced competitive environment in combination with a robust customer intake. t2 Russia continued to pursue market share during H1 2013, especially in regions that have not yet reached critical mass. Going forward the company will maintain its ambition to stay competitive in the market and grow its customer base, leading to maintained level of marketing expenses, In H1 2014, EBITDA amounted to RUR 11 554 (10 096) million, equivalent to a margin of 36 (36) per cent.

The total customer base grew by 519,000 (996,000) customers in H1 2013 . During the last 6 months t2 Russia continued the constant customer growth despite competitors’ advantage in providing 3G services. The total customer base amounted to 23.2 (21.6) million at the end of Q2 2013. The churn level of the total customer base was steady during H1 2013 with slightly decrease in Q2 2013, helped by a fairly stable market environment. t2 Russia will maintain its effort to be best in class in customer retention and continue to work with a commission structure to the retail channels in order to further enhance the quality of customer intake.

Despite an impact from customer base growth in newcomer and challenger regions with lower initial service usage, and generally high competitive pressure throughout t2 Russia’s footprint, MoU for the total operations increased by 5 per cent compared to the year-earlier period, amounting to 265 (253). ARPU was RUR 231 (223).

t2 Russia will keep looking for possibilities to carefully expand its operations through new licences as well as by complementary acquisitions.

## **DIVIDEND**

On March 7, 2013 the Annual General Meeting (AGM) decided to pay a dividend of SEK 2,100,000,000 to the shareholders. On April 3, 2013 the extra ordinary general meeting decided to pay an extra dividend of SEK 365,116,680 to the shareholders.

## **FINANCIAL GUIDANCE**

The following assumptions should be taken into account when estimating the operational performance of the Russian mobile operations in 2013:

- t2 Russia expects total revenue of between RUR 65,100– 65,500 million.
- t2 Russia expects EBITDA of between RUR 22,900 – 23,300 million.

## **OTHER ITEMS**

### **Risks and uncertainty factors**

t2 Russia's operations are affected by a number of external factors. The risk factors considered to be most significant to t2 Russia's future development are operating risks such as the availability of frequencies and telecom licences, the political and economic environment in Russia, integration of new business models, destructive price competition, changes in regulatory legislation and financial risks such as currency risk, interest risk, liquidity risk and credit risk. In addition to the risks described in t2 Russia's annual report for 2012 (see Directors' report and Note 2 of the report for a detailed description of t2 Russia's risk exposure and risk management), no additional significant risks are estimated to have developed.

# Income statement

RUB million	Note	2013	2012	2012
		Jan 1-Jun 30	Jan 1-Jun 30	Full year
Net sales		31 787	28 236	59 523
Cost of services sold		-16 680	-14 846	-31 252
<b>Gross profit</b>		<b>15 107</b>	<b>13 390</b>	<b>28 271</b>
Selling expenses		-3 917	-3 599	-7 531
Administrative expenses		-2 275	-1 916	-3 795
Other operating income		53	21	58
Other operating expenses		-44	-42	-51
<b>Operating profit, EBIT</b>		<b>8 924</b>	<b>7 855</b>	<b>16 953</b>
Interest income/costs		-1 289	-1 533	-3 160
Other financial items	1	-363		
<b>Profit after financial items, EBT</b>		<b>7 272</b>	<b>6 323</b>	<b>13 794</b>
Group Contribution, t2 Group		-	26	-456
Income tax	2	-1 402	-1 370	-3 901
<b>NET PROFIT</b>		<b>5 871</b>	<b>4 979</b>	<b>9 437</b>

## Comprehensive income

RUB million	Note	2013	2012	2012
		Jan 1-Jun 30	Jan 1-Jun 30	Full year
<b>Net profit</b>		<b>5 871</b>	<b>4 979</b>	<b>9 437</b>
<b>Components that may be reclassified to net profit</b>				
Exchange rate differences		-378	124	317
Exchange rate differences, tax effect			191	-77
<b>Total components that may be reclassified to net profit</b>		<b>-378</b>	<b>315</b>	<b>240</b>
<b>TOTAL COMPREHENSIVE INCOME FOR THE PERIOD</b>		<b>5 492</b>	<b>5 294</b>	<b>9 677</b>

## Change in equity

RUB million	Note	Jun 30, 2013			June 30, 2012			Dec 31, 2012		
		Attributable to		Total equity	Attributable to		Total equity	Attributable to		Total equity
		equity holders of the parent company	Non-controlling interests		equity holders of the parent company	Non-controlling interests		equity holders of the parent company	Non-controlling interests	
<b>Equity, January 1</b>		<b>10 008</b>	<b>-</b>	<b>10 008</b>	<b>11 001</b>	<b>-</b>	<b>11 001</b>	<b>11 001</b>	<b>-</b>	<b>11 001</b>
Net profit for the period		5 871	-	5 871	4 979	-	4 979	9 437	-	9 437
Other comprehensive income for the period, net of tax		-378	-	-378	315	-	315	240	-	240
<b>Total comprehensive income for the period</b>		<b>5 492</b>	<b>-</b>	<b>5 492</b>	<b>5 294</b>	<b>-</b>	<b>5 294</b>	<b>9 677</b>	<b>-</b>	<b>9 677</b>
<b>Other changes in equity</b>										
Share-based payments	5	2	-	2	14	-	14	23	-	23
Shareholders' contribution	4	-	-	-	-	-	-	-	-	-
Dividends	4	-11 776	-	-11 776	-10 846	-	-10 846	-10 693	-	-10 693
<b>EQUITY, END OF PERIOD</b>		<b>3 727</b>	<b>-</b>	<b>3 727</b>	<b>5 462</b>	<b>-</b>	<b>5 462</b>	<b>10 008</b>	<b>-</b>	<b>10 008</b>

# Balance sheet

RUB million	Note	Jun 30, 2013	Jun 30, 2012	Dec 31, 2012
<b>ASSETS</b>				
<b>NON-CURRENT ASSETS</b>				
Goodwill		3 773	3 773	3 773
Other intangible assets		7 041	4 538	6 585
<b>Intangible assets</b>		<b>10 814</b>	<b>8 311</b>	<b>10 358</b>
Tangible assets		29 144	30 936	29 529
Other financial assets	6	44	28	21
Deferred tax assets		3 727	3 297	3 315
<b>NON-CURRENT ASSETS</b>		<b>43 729</b>	<b>42 572</b>	<b>43 223</b>
<b>CURRENT ASSETS</b>				
Inventories		123	202	89
Current receivables	6	3 132	3 131	3 327
Cash and cash equivalents	6	4 292	572	2 099
<b>CURRENT ASSETS</b>		<b>7 547</b>	<b>3 905</b>	<b>5 515</b>
<b>ASSETS</b>		<b>51 276</b>	<b>46 477</b>	<b>48 738</b>
<b>EQUITY AND LIABILITIES</b>				
<b>EQUITY</b>				
Attributable to equity holders of the parent company	4	3 727	5 462	10 008
<b>EQUITY</b>		<b>3 727</b>	<b>5 462</b>	<b>10 008</b>
<b>LONG-TERM LIABILITIES</b>				
Interest-bearing liabilities, t2 Group	6	-	4 351	532
Other interest-bearing liabilities	3, 6	31 003	26 341	26 632
Deferred tax liability		1 646	1 461	1 365
<b>LONG-TERM LIABILITIES</b>		<b>32 649</b>	<b>32 153</b>	<b>28 529</b>
<b>SHORT-TERM LIABILITIES</b>				
Other interest-bearing liabilities	3, 6	7 010	476	464
Non-interest-bearing liabilities, t2 Group	6	-	-	643
Other non-interest-bearing liabilities	6	7 890	8 386	9 094
<b>SHORT-TERM LIABILITIES</b>		<b>14 900</b>	<b>8 862</b>	<b>10 201</b>
<b>EQUITY AND LIABILITIES</b>		<b>51 276</b>	<b>46 477</b>	<b>48 738</b>

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# Cash flow statement

RUB million	Note	2013	2012	2012	2013	2013	2012	2012	2012	2012
		Jan 1-Jun 30	Jan 1-Jun 30	Full year	Q2	Q1	Q4	Q3	Q2	Q1
<b>OPERATING ACTIVITIES</b>										
Operating profit		8 924	7 855	16 953	4 619	4 305	4 484	4 614	4 119	3 737
Adjustments for non-cash items in operating profit		2 615	2 207	4 708	1 318	1 296	1 527	973	1 237	970
Financial items paid		-221	-1 233	-3 252	138	-360	-1 296	-723	-904	-329
Taxes paid	2	-1 455	-1 168	-4 028	-617	-838	-2 336	-524	-419	-750
<b>Cash flow from operations before changes in working capital</b>		<b>9 862</b>	<b>7 662</b>	<b>14 380</b>	<b>5 458</b>	<b>4 404</b>	<b>2 379</b>	<b>4 340</b>	<b>4 033</b>	<b>3 628</b>
Changes in working capital		-1 365	-283	1 159	224	-1 589	1 529	-88	-199	-84
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		<b>8 497</b>	<b>7 379</b>	<b>15 539</b>	<b>5 682</b>	<b>2 815</b>	<b>3 908</b>	<b>4 252</b>	<b>3 835</b>	<b>3 544</b>
<b>INVESTING ACTIVITIES</b>										
Capital expenditure in intangible and tangible assets, CAPEX		-2 864	-3 285	-6 081	-1 339	-1 525	-1 158	-1 638	-2 164	-1 122
<b>Cash flow after CAPEX</b>		<b>5 632</b>	<b>4 093</b>	<b>9 458</b>	<b>4 342</b>	<b>1 290</b>	<b>2 750</b>	<b>2 614</b>	<b>1 671</b>	<b>2 422</b>
Acquisition of shares and participations		-22			-22		0			
Sale of shares and participations	2				2	0				
Other financial assets			0	0			0	0	0	0
Cash flow from investing activities		-2 884	-3 285	-6 081	-1 359	-1 525	-1 158	-1 638	-2 164	-1 122
<b>CASH FLOW AFTER INVESTING ACTIVITIES</b>		<b>5 613</b>	<b>4 093</b>	<b>9 458</b>	<b>4 323</b>	<b>1 290</b>	<b>2 750</b>	<b>2 614</b>	<b>1 671</b>	<b>2 422</b>
<b>FINANCING ACTIVITIES</b>										
Change in net borrowings from t2 Group		-1 175	-7 338	-11 481	-8 845	7 671	-1 647	-2 496	-8 209	871
Change in net lending to t2 Group		0		0	0	0				
Other change of loans		10 213	12 922	12 883	10 662	-449	-12	-27	5 965	6 957
Dividends	4	-11 776	-10 846	-10 693	-1 771	-10 005	215	-62	-650	-10 197
Other financing activities	8									
<b>Cash flow from financing activities</b>		<b>-2 738</b>	<b>-5 263</b>	<b>-9 291</b>	<b>46</b>	<b>-2 783</b>	<b>-1 444</b>	<b>-2 584</b>	<b>-2 894</b>	<b>-2 369</b>
<b>NET CHANGE IN CASH AND CASH EQUIVALENTS</b>		<b>2 875</b>	<b>-1 169</b>	<b>167</b>	<b>4 368</b>	<b>-1 493</b>	<b>1 307</b>	<b>30</b>	<b>-1 223</b>	<b>54</b>
Cash and cash equivalents at beginning of period		2 099	1 260	1 260	489	2 099	864	572	579	1 260
Exchange rate differences in cash and cash equivalents		-682	481	672	-565	-117	-72	262	1 215	-734
<b>CASH AND CASH EQUIVALENTS AT END OF THE PERIOD</b>		<b>4 292</b>	<b>572</b>	<b>2 099</b>	<b>4 292</b>	<b>489</b>	<b>2 099</b>	<b>864</b>	<b>572</b>	<b>579</b>

## Number of customers

	Note	Number of customers		Net intake								
		2013 Jun 30	2012 Jun 30	2013 Jan 1 - Jun 30	2012 Jan 1 - Jun 30	2012 Full year	2013 Q2	2013 Q1	2012 Q4	2012 Q3	2012 Q2	2012 Q1
by thousands												
Mobile	7	23 150	21 633	515	996	2 080	348	166	373	710	692	304
<b>TOTAL</b>		<b>23 150</b>	<b>21 633</b>	<b>515</b>	<b>996</b>	<b>2 080</b>	<b>348</b>	<b>166</b>	<b>373</b>	<b>710</b>	<b>692</b>	<b>304</b>

## Net sales

	2013 Jan 1 - Jun 30	2012 Jan 1 - Jun 30	2012 Full year	2013 Q2	2013 Q1	2012 Q4	2012 Q3	2012 Q2	2012 Q1
RUB million									
Net sales	31 787	28 236	59 523	16 377	15 410	15 871	15 416	14 438	13 798
External net sales	<b>31 787</b>	<b>28 236</b>	<b>59 523</b>	<b>16 377</b>	<b>15 410</b>	<b>15 871</b>	<b>15 416</b>	<b>14 438</b>	<b>13 798</b>

## EBITDA and EBIT

	2013 Jan 1 - Jun 30	2012 Jan 1 - Jun 30	2012 Full year	2013 Q2	2013 Q1	2012 Q4	2012 Q3	2012 Q2	2012 Q1
RUB million									
<b>EBITDA</b>	<b>11 554</b>	<b>10 096</b>	<b>21 749</b>	<b>5 937</b>	<b>5 616</b>	<b>5 801</b>	<b>5 852</b>	<b>5 353</b>	<b>4 742</b>
Depreciation/amortization and other impairment	-2 630	-2 240	-4 795	-1 318	-1 311	-1 317	-1 238	-1 235	-1 006
<b>EBIT</b>	<b>8 924</b>	<b>7 855</b>	<b>16 953</b>	<b>4 619</b>	<b>4 305</b>	<b>4 484</b>	<b>4 614</b>	<b>4 119</b>	<b>3 737</b>

## Key ratios

	2013 Jan 1 - Jun 30	2012 Jan 1 - Jun 30	2012	2011	2010	2009
RUB million						
Net sales	31 787	28 236	59 523	51 858	42 746	31 581
Number of customers (by thousands)	23 150	21 633	22 716	20 636	18 438	14 451
EBITDA	11 554	10 096	21 749	20 263	14 942	10 287
EBIT	8 924	7 855	16 953	16 207	11 666	7 670
EBT	7 272	6 323	13 794	13 628	10 558	5 503
Net profit	5 871	4 979	9 437	10 578	8 416	4 497
EBITDA margin, %	36,3	35,8	36,5	39,1	35,0	32,6
EBIT margin, %	28,1	27,8	28,5	31,3	27,3	24,3
Cash flow from operating activities	8 497	7 379	15 539	13 799	13 918	5 542
Paid CAPEX	2 864	3 285	6 081	7 564	6 677	8 776
Cash flow after CAPEX	5 632	4 093	9 458	6 236	7 241	-3 234
Equity	3 727	5 462	10 008	8 563	-24 682	-32 094
Total assets	51 276	46 477	48 738	41 341	55 468	43 628
Net debt	34 069	31 134	26 358	23 214	58 391	61 730



# NOTES

## ACCOUNTING PRINCIPLES AND DEFINITIONS

The interim year report for the Group was prepared in accordance with IAS 34.

### New and amended IFRS standards and IFRIC interpretations

The amended IFRS standards and IFRIC interpretations, which became effective January 1, 2013, have had no material effect on the consolidated financial statements.

In all other respects, t2 Russia has presented its interim year report in accordance with the accounting principles and calculation methods used in the 2012 Annual Report. The description of these principles and definitions is found in the Annual Report 2012.

## NOTE 1 OTHER FINANCIAL ITEMS

RUB million	2013 Jan 1- Jun 30	2012 Jan 1- Jun 30	2012 full year
Exchange rate differences, external	-640	124	317
Exchange rate differences, t2 Group	308	0	0
Other financial expenses	-31	-124	-317
<b>Total other financial items</b>	<b>-363</b>	<b>0</b>	<b>0</b>

## NOTE 2 TAXES

In Q4 2012, t2 Russia paid withholding tax for dividend of RUB -1 021 million RUB.

## NOTE 3 CONTINGENT LIABILITIES

The parent company t2 Russia Holding AB and the group company t2 Financial Services AB have provided irrevocable undertakings for the group company OJSC Saint-Petersburg Telecom's obligations related to the bonds issued during 2011 and 2012.

## NOTE 4 TRANSACTIONS WITH RELATED PARTIES

In Q1 2013, the parent company t2 Russia Holding AB paid a dividend of RUB 10 032 million RUB to the t2 Group. On April 3, 2013 the parent company t2 Russia Holding AB paid an extra dividend of 1 744 million RUB to the t2 Group.

In Q1 2013, the parent company t2 Russia Holding AB received a shareholders' contribution of RUB 58 million from the t2 Group related to the incentive program costs.

t2 Sweden provided management and technical services to the t2 Russia Group till 04 April 2013. t2 AB issued long-term incentive programmes to a number of employees in the t2 Russia Group, for additional information please refer to Note 5.

Apart from above stated transactions with companies within the t2 Group, no other significant related party transactions have been carried out in Q1 2013.

At 04 April 2013 VTB Group has acquired 100% of shareholders' equity t2 Russia Group. VTB Group plans to develop further the business of t2 Russia for the purpose of realization of the investment.

VTB Group provided a long term loan in amount of 10 590 470 kRUB in April 2013 for t2 Russia Holding AB. t2 Russia Investments AB was sold to VTB Group in June 2013.

Apart from above stated transactions with companies within the VTB Group, no other significant related party transactions have been carried out in Q2 2013.

## **NOTE 5 INCENTIVE PROGRAMS (LTI)**

The parent company of the t2 Group, t2 AB (publ), has issued long-term incentive programs (LTI) to a number of employees in the t2 Russia Group.

The exercise of the share rights in LTI 2010/ 2011 was conditional upon the fulfilment of certain retention and performance based conditions for the t2 Group. The LTI programmes 2010-2011 were executed and paid to employees by 04 April 2013.

As a result of changed ownership of the t2 Russia Group LTI program 2012 was replaced by the internal retention program (not based on share rights).

### **LTI 2012**

	2013 Jan 1–Jun 30	Cumulative from start
Number of share rights		
Allocated June 15, 2012		197,810
Outstanding as of January 1, 2013	167,560	
Forfeited	-3,000	-33,250
Replaced with internal retention programme	-164,560	-164,560
<b>Total outstanding share rights</b>	<b>0</b>	<b>0</b>

### **LTI 2011**

	2013 Jan 1–Jun 30	Cumulative from start
Number of share rights		
Allocated June 17, 2011		201,320
Outstanding as of January 1, 2013	161,493	
Allocated, compensation for dividend	-	14,411
Forfeited	-4,858	-59,096
Exercised	-156,635	-156,635
<b>Total outstanding share rights</b>	<b>0</b>	<b>0</b>

**LTI 2010**

	2013 Jan 1–Jun 30	Cumulative from start
Number of share rights		
Allocated June 9, 2010		106,400
Outstanding as of January 1, 2013	75,381	
Allocated, compensation for dividend	-	23,126
Forfeited	-	-54,142
Exercised	-75,384	-75,384
<b>Total outstanding share rights</b>	<b>0</b>	<b>0</b>

**NOTE 6 FINANCIAL ASSETS AND LIABILITIES**

t2 Russia's financial assets consist mainly of receivables from end customers and resellers and cash and cash equivalents. t2 Russia's financial liabilities consist mainly of bonds issued on the Russian market and loans from t2 Group, to finance the operations and the t2 Russia Group's acquisition of the Russian entities, as well as accounts payables. In Q2 2013, compared to Q1 2013, no transfers were made between the different levels in the fair value hierarchy and no significant changes were made to valuation techniques, inputs used or assumptions.

Since accounts receivables, accounts payables and other short-term liabilities are short-term, discounting of cash flows does not cause any material differences in their carrying amount.

**NOTE 7 NUMBER OF CUSTOMERS**

In Q2 2013, number of customers in Russia increased by 23 150 thousands customers.