FAGE INTERNATIONAL S.A.

ANNUAL REPORT
For the Year
Ended December 31, 2012

March 28, 2013

This report (the "Annual Report") includes the consolidated financial statements and other information of FAGE INTERNATIONAL S.A. and its subsidiaries (the " FAGE Group") as of and for the year ended December 31, 2012.

This Annual Report is being provided to Holders of the Senior Notes pursuant to the requirements of the Indenture governing such Senior Notes.

This report is organized as follows:

SECTION A

Summary Analysis of Senior Notes issued by FAGE INTERNATIONAL S.A. and FAGE USA DAIRY INDUSTRY, INC.

On January 29, 2010, FAGE International S.A. ("FAGE International") and FAGE USA Dairy Industry, Inc. ("FAGE USA") issued $150,000,000 principal amount of their 9⅞% Senior Notes due 2020 (the "Original Senior Notes") under an indenture, dated as of January 29, 2010, as amended and supplemented (the "Indenture"), by and among the FAGE International and FAGE USA, as co-issuers, FAGE Luxembourg S.à r.l., a wholly owned subsidiary of FAGE International ("FAGE Luxembourg"), and FAGE Dairy Industry S.A. ("FAGE Greece"), a wholly owned subsidiary of FAGE International, as guarantors, The Bank of New York Mellon, acting through its London Branch, as trustee, The Bank of New York Mellon, as U.S. registrar and paying agent, and the Bank of New York Mellon (Luxembourg) S.A., as Luxembourg registrar.

On December 17, 2012, the FAGE International and FAGE USA completed the placement of an additional $250,000,000 aggregate principal amount of their 9⅞% Senior Notes due 2020 (the "Additional Senior Notes" and, together with the Original Senior Notes, the "Senior Notes"). The Additional Senior Notes comprise a single series with the Original Senior Notes for all purposes under the Indenture, which was further amended and supplemented to (i) add certain covenant provisions relating to the making of investments, asset disposals and other distributions to, engaging in affiliate transactions for the benefit of and providing credit support to FAGE Greece, (ii) add certain provisions to exclude FAGE Greece from triggering certain Events of Default (as defined therein), (iii) add customary terms relating to the prompt public disclosure of certain material events and (iv) make certain other amendments.

The Senior Notes have not been, nor will they be, registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), or any state securities laws and, unless so registered, may not be offered or sold except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. Accordingly, the Senior Notes were offered and sold only to "Qualified Institutional Buyers" (as defined in Rule 144A under the Securities Act) and pursuant to offers and sales occurring outside the United States within the meaning of Regulation S under the Securities Act. The Indenture is not required to be, nor will it be, qualified under the U.S. Trust Indenture Act of 1939, as amended.

A copy of the Indenture is available from FAGE International upon request. This Annual Report is being provided to Holders of the Senior Notes pursuant to Section 4.02 of the Indenture.

The FAGE International is a corporation which is organized under the laws of the Grand Duchy of Luxembourg and was incorporated on September 25, 2012. Its registered office is located at 5 rue du Kiem, L-1857 Luxembourg, Grand Duchy of Luxembourg. FAGE International has a share capital of $50,002 and is registered with the Luxembourg Register of Commerce and Companies under number B 171645. FAGE International's website is www.fage.eu.The reference to this website is an inactive textual reference only and none of the information contained on this website is incorporated into this Annual Report. References to the FAGE Group include, unless the context requires otherwise, FAGE International S.A. and its consolidated subsidiaries (FAGE Luxembourg S.à r.l., FAGE Dairy Industry S.A., FAGE U.K. Limited, FAGE USA Holdings, Inc., FAGE USA, Corp., FAGE USA Dairy Industry, Inc., FAGE Italia S.r.l, FAGE Deutschland GmbH, FAGE Commercial S.A. (Xylouris), Zagas S.A., Agroktima Agios Ioannis S.A. and Iliator S.A.).The FAGE Group operates principally in the United States, the Hellenic Republic, also known as Greece, and, through its subsidiaries, elsewhere in Europe.

FAGE USA is a corporation which is organized under the laws of the State of New York and was incorporated on February 17, 2005. Its principal place of business is 1 Opportunity Drive, Johnstown Industrial Park, Johnstown, New York 12095, U.S.A. FAGE USA's U.S. Employer Identification Number is 83-0419718. FAGE USA is wholly owned by FAGE USA Holdings, Inc., a New York corporation, which in turn is wholly owned by FAGE.

FAGE Greece is a *société anonyme* which is organized under the laws of the Hellenic Republic and was incorporated on December 30, 1977. Its principal place of business is located at 35 Hermou Street, 144 52 Metamorfossi, Athens, Greece. FAGE Greece's Greek tax identification number is 094061540.

FAGE Luxembourg is a private limited liability company (*société à responsabilité limitée*) which is organized under the laws of the Grand Duchy of Luxembourg and was incorporated on September 25, 2012. Its registered office is located at 5 rue du Kiem, L-1857 Luxembourg, Grand Duchy of Luxembourg. FAGE Luxembourg has a share capital of $20,000 and is registered with the Luxembourg Register of Commerce and Companies under number B 171651.

Following the issuance of the Additional Senior Notes, the FAGE International redeemed, on January 16, 2013, all of the €101.5 million aggregate principal amount of its outstanding 7½% Senior Notes due 2015.

INFORMATION REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report contains forward-looking statements. The following cautionary statements identify important factors that could cause our actual results to differ materially from those projected in the forward-looking statements made in this Annual Report. Any statements that are not statements of historical fact, including statements about our expectations, beliefs, plans, objectives, assumptions or future events or performance, are forward-looking in nature. These forward-looking statements include statements regarding: our financial position; our expectations concerning future operations, strategy, margins, profitability, liquidity and capital resources; other plans and objectives for future operations; and all other statements that are not historical facts. These statements are often, but not always, made through the use of words or phrases such as "will likely result," "are expected to," "will continue," "believe," "is anticipated," "estimated," "intends," "expects," "plans," "seek," "projection," "future," "objective," "probable," "target," "goal," "potential," "outlook" and similar expressions. These statements involve estimates, assumptions and uncertainties which could cause actual results to differ materially from

those expressed. We have based these forward-looking statements on our current expectations and projections about future events. Although we believe that these statements are based on reasonable assumptions, they are subject to numerous factors, risks and uncertainties that could cause actual outcomes and results to be materially different from those projected. It is also possible that any or all of the events described in forward-looking statements may not occur.

Any forward-looking statements are qualified in their entirety by reference to the factors discussed throughout this Annual Report. Among the key factors that may have a direct bearing on our results of operations are:

- risks associated with our high leverage and debt service obligations;
- the impact of restrictive debt covenants on our operating flexibility;
- uncertainties associated with general economic and political conditions in Greece, across Europe and in the United States;
- factors affecting our ability to compete in a competitive market;
- consumer demand for our products and loyalty to our brands;
- prices of raw materials that we use in our products;
- currency exchange rates and their effects on our financial condition, business and results of operations;
- the impact of present or future government regulations affecting our operations in the countries where we operate;
- uncertainties associated with our ability to implement our business strategy, including our expansion in the United States; and
- any event that could have a material adverse effect on our brands or reputation, such as product contamination or protracted quality control difficulties.

These and other factors are discussed in “Risk Factors” and elsewhere in this Annual Report.

Because the risk factors referred to in this Annual Report could cause actual results or outcomes to differ materially from those expressed in any forward-looking statements made in this Annual Report by us or on our behalf, you should not place undue reliance on any of these forward-looking statements. Further, any forward-looking statement speaks only as of the date on which it is made, and we undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which the statement is made or to reflect the occurrence of unanticipated events. New factors will emerge in the future, and it is not possible for us to predict which factors they will be. In addition, we cannot assess the impact of each factor on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those described in any forward-looking statements.

In addition, this Annual Report contains certain information concerning the Greek, EU and U.S. markets for dairy products that is forward-looking in nature and is based on a variety of assumptions regarding the ways and trends in which these markets will develop in the future. In certain cases, these assumptions have been derived from independent market research referred to in this Annual Report. Some market information is also based on our good faith estimates or derived from our review of internal surveys and statistics and our own knowledge of market conditions. If any of the assumptions regarding the dairy markets in which we operate are incorrect, actual market results could be different from those predicted. Although we do not know what impact any such differences may have on our business, our future results of operations and financial condition could be materially and adversely affected. Any statements regarding past trends or activities should not be taken as a representation that such trends or activities will continue in the future. Investors are urged to review carefully and consider the various disclosures made in this Annual Report that attempt to advise them of the factors affecting our business.

DEFINITIONS

The following terms used in this Annual Report have the meanings assigned to them below:

"2015 Senior Notes"	The 7½% Senior Notes due 2015 issued by FAGE International (as successor to FAGE Greece).
"Additional Senior Notes"	The $250,000,000 principal amount of 9⅞% Senior Notes due 2020 issued by FAGE International and FAGE USA on December 17, 2012 pursuant to the Indenture.
"Euro", "euro", "EUR" or "€"	Euro, the currency of the European Union member states participating in the European Monetary Union.
"FAGE International"	FAGE International S.A., one of the Issuers of the Senior Notes.
"FAGE Greece"	FAGE Dairy Industry S.A., one of Guarantors of the Senior Notes.
the "FAGE Group", "we", "us" and "our"	FAGE International S.A., one of the issuers of the Senior Notes and its consolidated subsidiaries (including any of their predecessors) described collectively as a corporate group except where the context requires otherwise.
"FAGE Luxembourg"	FAGE Luxembourg S.ar.l., one of the Guarantors of the Senior Notes.
"FAGE USA"	FAGE USA Dairy Industry, Inc., one of the issuers of the Senior Notes.
"Guarantors"	FAGE Greece and FAGE Luxembourg.
"IFRS"	International Financial Reporting Standards issued by the International Accounting Standards Board (IASB) and endorsed by the European Union
"Indenture"	The indenture governing the Senior Notes.
"Original Senior Notes"	The $150,000,000 principal amount of 9⅞% Senior Notes due 2020 issued by FAGE International (as successor to FAGE Greece) and FAGE USA on January 29, 2010 pursuant to the Indenture.
"pounds", "GBP" or "£"	Pounds sterling, the currency of the United Kingdom.
"Senior Notes"	The Original Senior Notes and the Additional Senior Notes.
"U.S. dollar", "USD", "$" or "U.S.$"	United States dollar, the currency of the United States of America.
"U.S. GAAP"	Accounting principles generally accepted in the United States of America.

PRESENTATION OF FINANCIAL AND OTHER DATA

Internal Restructuring

On October 1, 2012, the FAGE Group completed an internal restructuring designed to enhance the efficiency of its corporate structure and to better reflect the increasingly international nature of our business. As a result of the restructuring, FAGE International, which was incorporated on September 25, 2012 in Luxembourg and is beneficially owned and controlled by Messrs. Ioannis and Kyriakos Filippou, is the parent company for all of our subsidiaries. Our operations in Greece are conducted through our Greek subsidiary, FAGE Greece (our former parent company). Our operations outside of Greece currently are conducted through our newly formed Luxembourg subsidiary, FAGE Luxembourg.

In connection with the restructuring, FAGE International S.A., the new parent company, is now one of the two primary obligors (together with FAGE USA) on the Senior Notes. FAGE Greece, our principal Greek subsidiary, and FAGE Luxembourg, our principal subsidiary for our non-Greek operations, have entered into guarantees by which they have fully and unconditionally guaranteed the obligations under the Senior Notes. Guarantees by a Luxembourg entity are subject to certain limitations under Luxembourg law. See “Risk Factors—Risks Relating to Our Indebtedness and Our Structure—The insolvency laws and regulations of the European Union, Luxembourg and Greece may not be as favorable to holders of the Senior Notes as U.S. insolvency laws and regulations or those of other jurisdictions with which you may be familiar—Luxembourg guarantee limitations.”

FAGE USA

FAGE USA, one of the issuers of the Senior Notes, is an indirect, wholly owned subsidiary of FAGE International, the other issuer. FAGE USA is a corporation incorporated in the State of New York that engages in the production and distribution of dairy products. This Annual Report does not include separate financial statements for FAGE USA. The financial information of FAGE USA is fully consolidated into our consolidated financial statements, which are included elsewhere in this Annual Report.

Financial Information

Unless otherwise indicated, financial information in this Annual Report has been presented on a consolidated basis. For periods prior to the restructuring, the consolidated financial statements of the FAGE Group reflect the consolidation of FAGE Dairy Industry S.A. (our former parent company) and its subsidiaries. Beginning with the restructuring on October 1, 2012, the consolidated financial statements of the FAGE Group reflect the consolidation of FAGE International S.A. (the new parent company) and its subsidiaries. The effects of the restructuring on our consolidated financial statements were mainly related to (i) additional operating expenses for FAGE International, (ii) the tax liability for FAGE International and FAGE Luxembourg, (iii) the effect on our consolidated equity of share capital paid in the FAGE Group and certain reclassifications within equity to reflect the new legal structure and (iv) the recognition of a deferred tax asset relating to an increase in the tax basis of our intellectual property that was recognized in connection with the restructuring as described in Note 7 to the financial statements.

The consolidated financial information for the FAGE Group has been presented as of and for the years ended December 31, 2012 and 2011, and presents the consolidated net assets, financial position and results of operations of the FAGE Group during the periods presented. The consolidated financial statements of the FAGE Group have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as endorsed by the European Union. You should read the consolidated financial statements of the FAGE Group included at the end of this Annual Report, including the notes thereto (collectively, the “Consolidated Financial Statements”), together with “Management's Discussion and Analysis of Financial Condition and Results of Operations” and “Selected Consolidated Financial Information.” Some financial information in this Annual Report has been rounded and, as a result, the numerical figures shown as totals in this Annual Report may vary slightly from the exact arithmetic aggregation of the figures that precede them.

The FAGE Group adopted the U.S. dollar as its reporting currency effective October 1, 2012 and FAGE International S.A. adopted the U.S. dollar as its reporting and functional currency effective October 1, 2012. Solely for your convenience, this Annual Report contains translations of certain euro amounts into U.S. dollars at specified rates. These U.S. dollar amounts do not represent actual U.S. dollar amounts, nor could such euro amounts necessarily have been converted into U.S. dollars at the rates indicated. Unless otherwise indicated, euro amounts have been translated into U.S. dollars at the rate of U.S. $1.3194 per euro, which was the equivalent rate of the euro as reported by the European Central Bank in its foreign exchange rates report as at December 31, 2012.

If you are in the United States or otherwise familiar with U.S. GAAP but not familiar with IFRS, you should consult your own professional advisors for an understanding of the differences between IFRS and U.S. GAAP and how those differences could affect the financial information contained in this Annual Report.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying our accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the Consolidated Financial Statements, are disclosed in the financial statements.

The Consolidated Financial Statements have been prepared based on a calendar year and are presented in U.S. dollars rounded to the nearest thousand. The Consolidated Financial Statements have been prepared under the historical cost convention except for available-for-sale financial assets, derivative financial instruments and land, which are measured at fair value.

The accounting policies set out in the notes to the Consolidated Financial Statements have been consistently applied to all periods presented except for changes arising through amendments or revisions to IFRS and the issuance of new accounting pronouncements. The amendments and revisions to IFRS as well as the new accounting pronouncements did not have a material effect on the Consolidated Financial Statements.

Industry Data

This Annual Report contains information concerning the U.S. market for yogurt, the Greek dairy market and the dairy markets of certain other countries in which we conduct business. We operate in an industry in which it is difficult to obtain precise industry and market information. We have obtained the market and competitive position data in this Annual Report from industry publications and from surveys or studies conducted by third parties that we believe to be reliable, including research information produced by Euromonitor International for the U.S. market and AC Nielsen Retail Measurement Services, a division of The Nielsen Company ("Nielsen"), for the Greek market. We cannot assure you of the accuracy and completeness of such information, and we have not independently verified the market and competitive position data contained in this Annual Report. In addition, in many cases, statements in this Annual Report regarding the dairy industry and our competitive position in the dairy industry are based on our experience and our own investigation of market conditions. There can be no assurance that any of these assumptions are accurate or correctly reflect our competitive position in the industry, and none of these internal surveys or information have been verified by independent sources, which may have estimates or opinions regarding industry-related information which differ from ours.

ENFORCEABILITY OF CIVIL LIABILITIES

FAGE International and FAGE Luxembourg are organized under the laws of Luxembourg and FAGE Greece is organized under the laws of Greece. Certain of the executive officers and directors of the Issuers and the Guarantors and certain experts named herein presently reside outside of the United States, principally in Greece. In addition, a significant portion of our assets are located in Greece. As a result, it will be necessary for investors to comply with Luxembourg or Greek law in order to obtain an enforceable judgment against any such foreign resident persons or assets of such entities, including an order to foreclose upon such assets. Although we have agreed under the terms of the Indenture pursuant to which the Senior Notes were issued to accept service of process in the United States by an agent designated for such purpose, it may not be possible for investors to (i) effect service of process within the United States upon our officers, directors and certain experts named herein and (ii) realize in the United States upon judgments against such persons obtained in such courts predicated upon civil liabilities of such persons, including any judgments predicated upon U.S. federal securities laws, to the extent such judgments exceed such person's U.S. assets.

We have been advised by Loyens & Loeff, our Luxembourg counsel, that although there is no treaty between Luxembourg and the United States regarding the reciprocal enforcement of judgments, a valid, final and conclusive judgment against FAGE International or FAGE Luxembourg obtained from a state or federal court of the United States, which judgment remains in full force and effect, may be enforced through a court of competent jurisdiction in Luxembourg, subject to compliance with the following enforcement procedures of Article 678 *et seq.* of the Luxembourg New Code of Civil Procedure:

- the foreign court must properly have had jurisdiction to hear and determine the matter, both according to its own laws and to the Luxembourg international private law conflict of jurisdiction rules;
- the foreign court must have applied the law which is designated by the Luxembourg conflict of laws rules or, at least, the order must not contravene the principles underlying those rules (although some first instance decisions rendered in Luxembourg—which have not been confirmed by the Luxembourg Court of Appeal—no longer apply this condition);
- the decision of the foreign court must be enforceable in the jurisdiction in which it was rendered;
- the foreign court has acted in accordance with its own procedural laws;

- the judgment was obtained in compliance with the rights of the defendant (*i.e.*, following proceedings where the defendant had the opportunity to appear, was granted the necessary time to prepare its case and, if it appeared, could present a defense);

- the decision of the foreign court must not have been obtained by fraud; and

- the decisions and the considerations of the foreign court must not be contrary to Luxembourg international public policy rules or have been given in proceedings of a tax, penal or criminal nature (which would include awards of damages made under civil liabilities provisions of the U.S. federal securities laws, or other laws, to the extent that the same would be classified by Luxembourg courts as being of a penal or punitive nature (for example, fines or punitive damages)) or rendered subsequent to an evasion of Luxembourg law (*fraude à la loi*). Ordinarily an award of monetary damages would not be considered as a penalty, but if the monetary damages include punitive damages such punitive damages may be considered as a penalty.

If an original action is brought in Luxembourg, without prejudice to specific conflict of law rules, Luxembourg courts may refuse to apply the designated law (i) if the choice of such foreign law was not made bona fide or (ii) if the foreign law was not pleaded and proved or (iii) if pleaded and proved, such foreign law was contrary to mandatory Luxembourg laws or incompatible with Luxembourg public policy rules. In an action brought in Luxembourg on the basis of U.S. federal or state securities laws, Luxembourg courts may not have the requisite power to grant the remedies sought.

We have been advised by G.S. Kostakopoulos & Associates, Greek counsel to the FAGE Group, that, although there is no treaty between Greece and the United States regarding the reciprocal enforcement of judgments, a valid, final and conclusive judgment for a definite amount (both in respect of principal and interest) against FAGE Greece and/or its officers and directors from a state or federal court of the United States, which judgment remains in full force and effect, may be enforced without a further review on the merits through a court of competent jurisdiction in Greece, subject to compliance with the following enforcement procedures of Articles 323 and 905 of the Greek Code of Civil Procedure:

- the judgment is also enforceable under the laws of the jurisdiction concerned;

- the judgment is not contrary to mandatory provisions of Greek law, the principles of *bonos mores* or public order and international public policy and the U.S. court has not applied laws held by Greek courts to be of a tax, penal, criminal or punitive nature. On this last point there is no precedent under Greek law; however, there is precedent with lower courts that have refused to declare enforceable in Greece U.S. judgments awarding punitive damages, in circumstances other than under U.S. securities laws, and have reduced the amount of damages enforceable in Greece to a figure deemed in the opinion of the Greek court to be compensatory;

- the judgment was issued by a competent court of the jurisdiction concerned, both according to Greek and U.S. law, and was confirmed by a competent Greek court, pursuant to the general principles of the Greek Code of Civil Procedure;

- it was established that the unsuccessful litigant in the proceedings leading to the judgment had not been deprived of its rights to participate in such proceedings other than by the application of the procedural rules of the jurisdiction concerned that apply to nationals and non-nationals of that jurisdiction; and

- the judgment is not contrary to a previous judgment issued by a competent Greek court involving the same dispute and constituting *res judicata*.

RISK FACTORS

You should carefully consider the risks described below in addition to the other information set forth in this Annual Report.

Risks Relating to Our Business

We operate in a competitive industry, and competitive pressures could have a material adverse effect on our business.

We compete in highly competitive markets with companies of varying sizes. Numerous brands and products compete for shelf space and sales, with competition based primarily on brand recognition, price, product, quality, taste, variety and convenience. A number of these competitors, including multinational dairy companies, have broader product lines and substantially greater financial and other resources than we have. These competitors may succeed in developing new or enhanced products that are more attractive to consumers than our products. These competitors may also prove to be more successful in marketing and selling their products. From time to time our competitors may be able to devote greater financial and other resources to advertising and other competitive activities and may, in addition, sell products below cost in an attempt to gain market share from us. There can be no assurance that we will be able to maintain our market shares and margins, including our leading positions in the U.S. and Greek dairy industries, or otherwise compete successfully with these other companies. These and other competitive pressures could cause our products to lose market share or result in significant price erosion, which could have a material adverse effect on our business, financial condition and results of operations. There can be no assurance that we will continue to compete successfully with such other companies.

Our business depends on our positive brand image and our reputation for high-quality products. If product recalls or other events threaten our brand image or the reputation of our products, our business and financial results could suffer.

We rely heavily on our positive brand image and our reputation as a quality producer of dairy products. Any event that could have an adverse impact on our brands or reputation, such as product contamination or protracted, actual or perceived, quality control difficulties, could have a material adverse effect on our business or results of operations. We use several ingredients in manufacturing our products, which increases the risk of contamination, either accidental or malicious. While we believe that these incidents, should they occur, would generally be localized, any contamination could be expensive to remedy, cause delays in manufacturing and adversely affect our reputation and brand image.

For the products that we produce or market, the risk of contamination is classified into four categories: microbiological, chemical, physical and allergic, and depends on the nature of the products in each individual case. This risk of contamination exists at each stage of the production cycle: at the time of purchase and delivery of raw materials; the production process; the packaging of products; the stocking and delivery of finished products to distributors and food retailers; and the storage and shelving of finished products at the points of final sale. For example, certain of our products must be maintained within certain temperature ranges to retain their flavor and nutritional value and to avoid contamination or deterioration. While we have implemented state-of-the art internal control systems in all of our manufacturing facilities at each stage of the production cycle, these systems, no matter how reliable and sophisticated or efficient they may be, can only provide reasonable assurance and not an absolute guarantee with respect to the achievement of our objectives due to the limits inherent in any control process. Therefore, we cannot assure you that there will never be an internal control failure or that a contamination or other similar adverse event could not occur that would have a material adverse effect on our reputation, sales or prospects.

In addition, historically our results have been adversely affected by events affecting certain of our agricultural raw materials. Such events could adversely affect the dairy industry in the future, reducing demand and requiring us to expend additional funds for advertising in order to restore public confidence in our products.

International expansion is a critical component of our business strategy. If our expansion is constrained by our manufacturing capacity or by other factors, or if economic conditions in our international markets deteriorate, our business and financial results may be materially and adversely affected.

We have been increasingly active in international markets, particularly in the United States, the United Kingdom, Italy and Germany, and we intend to continue pursuing an international growth strategy. Our expansion strategy has included: (i) the construction and expansion of a factory in Johnstown, New York to produce our yogurt product line in the United States, which started commercial production in April 2008; and (ii) the export of our yogurt products (mainly *FAGE® Total®*) from our facilities in the United States and Greece to an increasing number of countries worldwide. As a result of our international footprint, we are increasingly susceptible to economic, regulatory and competition risks in the international markets in which we operate or that we seek to penetrate in the future. Should the economic, competitive and regulatory market environment of our international markets deteriorate, our financial results may be materially adversely affected.

In particular, the success of our international expansion will depend on our ability to maintain sufficient manufacturing capacity in the United States and Greece to serve our international markets. Based on our experience with yogurt sales in the United States in the past 14 years, our management believes there is significant growth potential for our yogurt products in the U.S. market and that new manufacturing capacity is necessary in order to meet current and future demand. To meet increasing demand in the U.S. market, we have been continuously expanding production and warehouse capacity at our Johnstown, New York facility. We cannot assure you that we will be able to sufficiently expand our production capacity to keep pace with international demand for our products.

We are dependent on sales of a single product family comprised of a limited number of products.

Our product offering is limited to a single product family comprised of a limited number of products. Historically, we have derived a substantial portion of our revenue and profitability from sales of our yogurt products, and we expect to continue to derive a significant portion of our revenue from sales of such products for the foreseeable future. A decline in the price of these products, whether due to competition or otherwise, or our inability to increase sales of these products, would harm our business and operating results more seriously than it would if we derived significant revenue from a variety of product lines.

Our business may be materially and adversely affected by economic and political conditions in Greece.

Our operating results depend on the prevailing economic conditions in the markets in which we operate, such as levels of employment, interest rates, levels of inflation, rates of taxation and levels of GDP growth, and on conditions affecting the yogurt market specifically. Approximately 31.1% of our sales are generated by our operations in Greece and, as a result, our operating results are particularly dependent on prevailing economic conditions in that country.

In early 2010, Greece faced a public debt crisis that resulted in the combined intervention of the European Central Bank, the International Monetary Fund and the European Commission and necessitated bilateral loans from other Eurozone Member States and a strict economic and financial adjustment program closely scrutinized by the European Commission. The European Central Bank has also taken a series of measures in order to enhance liquidity in the Greek financial markets.

The abovementioned fiscal measures, together with other factors (including the sharp contraction of liquidity in the Greek financial system), have reduced disposable income and discretionary spending by our Greek customers and unemployment in Greece remains high, all of which have resulted in reduced demand for our products in the Greek market. Fuel price increases, along with local economic disruptions and general economic and political uncertainty, have also adversely affected consumer confidence, which may further dampen discretionary spending over time. Furthermore, economic conditions in Greece have led certain of our customers to be unable to pay for our products on a timely basis or at all. In an effort to reduce our credit exposure to delinquent clients, we have decided to reduce, and in some instances even stop, sales to less creditworthy clients, which has also negatively impacted sales. In 2012, we recorded a decrease in our sales in value of 26.9% and a decrease of 25.4% in sales in volume in the Greek market compared to 2011.

Our operating results also may be negatively impacted if Greece were to exit the Eurozone. If Greece reverts to using its own national currency, that currency is expected to sharply decline in value against the euro and the U.S. dollar and, since a significant amount of our sales is generated in the Greek market, the amount of total sales in our reporting currency may decline. As a result, our ability to make payments due under the Senior Notes might be affected. An exit from the Eurozone by Greece may also further decrease our Greek customers' purchasing power and increase unemployment in Greece, thereby further reducing demand for our products in Greece.

As a result of the economic crisis and the measures aimed at addressing it, our sales volumes and pricing strategies in Greece may be adversely affected for an indeterminate period of time. While the ultimate outcome and impact of the current financial and credit crisis in Greece cannot be predicted, it may have a material adverse effect on our results of operations and financial condition.

Prices for our raw materials fluctuate significantly, and we may not be able to pass on cost increases to our customers.

The primary raw material that we use is cow's milk. Plastic and paper for packaging materials also are significant components of our cost of sales. The prices of many of our raw materials are affected by fluctuations in commodities markets, governmental agricultural policies, the operations of suppliers, political upheavals and acts of God, such as severe weather conditions. While we source raw material from a wide range of suppliers or believe we can source them from alternate suppliers, we cannot provide assurance that we would be able to obtain sufficient supplies from other sources or that, in the event of a supply disruption, a rise in commodities prices or other adverse event that affects our sources, our raw material costs would not materially increase. For example, the prices of milk collected in the Greek market in the year ended December 31, 2012 increased by 5.3% compared to 2011. To the extent that we are able to obtain sufficient quantities of raw materials in the event of a supply disruption, our ability to pass through any increase in raw material costs to our customers would depend upon competitive conditions and pricing methods employed in the various markets in which we sell our products. If supplies of these materials become scarce or prices otherwise increase significantly and remain high for an

extended period of time, there can be no assurance that we would be able to pass on any or all of the effects of such price increases to our customers.

The failure to enforce and maintain our trademarks and our other intellectual property could materially and adversely affect our business.

We have registered certain names used by our products as trademarks or service marks in the countries where we operate. The success of our business strategy depends on our continued ability to use our existing trademarks and service marks in order to increase brand awareness and further develop our branded products. There can be no assurance that all of the steps we have taken to protect our intellectual property will be adequate. If our efforts to protect our intellectual property are not adequate, or if any third party misappropriates or infringes on our intellectual property, either in print or on the Internet, the value of our brands may be harmed, which could have a material adverse effect on our business, including the failure of our brands and branded products to achieve and maintain market acceptance.

In addition, we may be subject to claims alleging that we have infringed on the intellectual property of others. For example, on September 16, 2011, General Mills, Inc. ("General Mills") commenced a lawsuit against the FAGE Group claiming that our use of *FAGE® Total®* for certain of our products infringes General Mills' TOTAL mark for cereal and constitutes unfair competition. We believe we have meritorious defenses to the claims asserted against us by General Mills now pending in the U.S. District Court for the Northern District of New York and intend to defend ourselves vigorously.

Evolving consumer tastes could decrease demand for our products.

Consumer tastes are susceptible to change. For instance, increased focus on nutrition or concerns about obesity and lactose intolerance may lead to lower consumer demand for certain of our dairy desserts. If we are unable to respond to changes in consumer preferences quickly and effectively, our sales or margins could be materially and adversely affected.

Consolidation in the supermarket sector has led to the concentration of our customer base, which could increase pressure on the prices of our products.

Our major customers are supermarkets. For the year ended December 31, 2012, no single customer accounted for more than 10% of our sales. There is an increasing trend towards consolidation in the supermarket sector. These consolidations have concentrated sales channels, increased the bargaining power of the major supermarkets and intensified price competition among these retailers. In addition, consolidation in the supermarket sector could cause us to lose customers. Increased pricing pressure from our large customers in the future or the loss of customers due to industry consolidation could have a material adverse effect on our results of operations.

Any disruption to our manufacturing and distribution operations could materially and adversely affect our financial condition or results.

We could experience disruption to our manufacturing and distribution capabilities for reasons beyond our control. These disruptions could include, among others, extreme weather, fire, theft, inadequate supplies of materials or services, or system failures or other events or developments beyond our control. Any significant disruptions could adversely affect our ability to produce and sell our products, which could cause our performance to suffer. We have arranged insurance policies to cover both the assets as well as losses due to business interruption emanating from external perils (basically due to physical phenomena and other sudden and unforeseen risks, as specifically identified in the respective insurance policies).

Strikes or other industrial actions could disrupt our operations or make it more costly to operate our facilities.

We are exposed to the risk of strikes and other industrial actions. We estimate that approximately [27.4]% of our employees in Greece are members of a labor union, and we may experience lengthy consultations with the labor unions or even strikes, work stoppages or other industrial actions in the future. Strikes or other industrial actions could disrupt our operations and make it more costly to operate our facilities.

We will be exposed to foreign exchange risks that may materially and adversely affect our financial condition and results of operations.

Our products are currently sold in 35 countries. In addition, we expect to further increase our international exposure due to our increased investments in the United States, the United Kingdom and other countries in which we conduct business. We generate a significant percentage of our revenues in currencies other than the U.S. dollar, our reporting currency. As a result, our financial position and results of operations are subject to currency translation risks. Significant fluctuations in the exchange rates between foreign currencies and our reporting currency might affect our ability to make payments due under the Senior Notes.

As a food producer, we are subject to significant government regulation.

As a manufacturer of products intended for human consumption, we are subject to extensive governmental regulation. Our operations, production facilities and products are subject to European Union, U.S. and Greek laws and regulations concerning, among other things, health and safety matters, agricultural production, food manufacture, product labelling and advertising. In 2008, we completed the construction of a factory to produce yogurt in the United States and received the approval and consent of the U.S. Food and Drug Administration to operate this production facility. Although we do not expect that compliance with existing laws and regulations will have a material adverse effect upon our operating results, we cannot predict the effect, if any, of laws and regulations that may be enacted in the future, or of changes and enforcement of existing laws and regulations that are subject to regulatory discretion.

We are also subject to regulation with respect to the composition, packaging, labeling, advertising and safety of our products, the health, safety and working conditions of our employees and our competitive and marketplace conduct. From time to time, additional legislative initiatives may be introduced which may affect our operations and the conduct of our business, and there can be no assurance that in the future the cost of complying with such initiatives or the effects of such initiatives will not have a material adverse effect on our business.

Environmental laws and regulations may subject us to significant costs and liabilities.

Our business operations and ownership and operation of real property are subject to a broad range of environmental laws and regulations in each of the jurisdictions in which we operate, including European Union, Greek and U.S. federal and state laws and regulations. These laws and regulations impose increasingly stringent environmental protection standards on us and affect air emissions, wastewater discharges, the use and handling of hazardous materials, noise levels, waste disposal practice and environmental clean-up, among other things. In addition, new laws and regulations, stricter enforcement of existing laws and regulations, the discovery of previously unknown contamination at our or other sites or the imposition of new cleanup requirements could require us to incur future costs that would have a negative effect on our results of operations or cash flow. Environmental laws can impose cleanup liability on owners or occupiers of a contaminated property even if they did not cause the contamination, and our properties have not been investigated for the presence of soil or groundwater contamination. As a result, we may be exposed to substantial environmental costs and liabilities, including liabilities associated with our sold properties and past activities.

While we believe that we are in substantial compliance with environmental laws and regulations, we cannot predict future environmental liabilities or ensure that the amounts we may provide or budget for in the future will be adequate.

We are subject to regulation by competition authorities in the jurisdictions in which we operate, which could adversely affect our business and profitability.

Our business and operations are subject to regulation by European Union and national competition authorities in the United States, Luxembourg and Greece, among other jurisdictions. If such regulatory authorities were to determine that we engaged in unfair market practices, we could be subject to fines and or injunctive measures with respect to the scope of our operations in such jurisdictions or face negative publicity that could damage the value of our brand. We cannot assure you that we will not be subject to fines or other measures by such competition authorities in the future.

Our business is seasonal and depends on weather conditions.

Revenues from certain of our products and trading activities experience seasonal fluctuations, resulting in uneven cash flow throughout the year and uneven requirements for working capital. This seasonality also requires us to adjust production in anticipation of fluctuating demand. Certain of our products, such as dairy desserts, and trading activities also depend on weather conditions. There can be no assurance that we will continue to manage our seasonal businesses successfully, or that adverse weather conditions will not have a material adverse effect on our business.

The interests of our controlling shareholders may be inconsistent with the interests of the holders of the Senior Notes.

FAGE International is beneficially owned entirely by Messrs. Ioannis and Kyriakos Filippou. By virtue of this ownership, they have the ability to control our management, policies and financing decisions and to elect all the directors of FAGE International and its subsidiaries. In addition, we purchase goods and services from a number of companies controlled by the members of the Filippou family. In certain circumstances, the interests of our equity owners may not necessarily be aligned with the interests of the holders of the Senior Notes. See “Ownership of Share Capital” and “Related Party Transactions.”

Product liability claims could have a material adverse effect on our business.

We face an inherent risk of exposure to product liability claims if any of the products we sell cause injury or illness. We have obtained liability insurance for product liability claims. However, we cannot assure you that this insurance will continue to be available at a reasonable cost, or that any insurance that we obtain will be adequate to cover product liability claims against us. We generally obtain contractual indemnification from parties supplying our products, but this form of indemnification is limited, as a practical matter, to the creditworthiness and financial resources of the indemnifying party. If we do not have adequate insurance or contractual indemnification available, losses associated with product liability claims could have a material adverse effect on our business, operating results and financial condition.

Risks Relating to Our Indebtedness and Our Structure

Our high leverage and debt service obligations could materially and adversely affect our business, financial condition or results of operations.

We are highly leveraged and have significant debt service obligations. As of December 31, 2012, our consolidated indebtedness was $508.6 million. In addition, subject to the restrictions in the Indenture, we may incur additional indebtedness from time to time. We anticipate that our high leverage will continue for the foreseeable future.

Our high leverage could have important consequences to you, including:

- our substantial indebtedness could materially adversely affect us by making it more difficult for us to satisfy our obligations under the Senior Notes and our other payment obligations;
- our ability to obtain additional financing for working capital, capital expenditures, acquisitions, research and development, advertising or general corporate purposes may be limited;
- a substantial portion of our cash flow from operations must be dedicated to the payment of interest on the Senior Notes and any other indebtedness, thereby reducing the funds available to us for other operations and the pursuit of other business opportunities that require cash;
- we may be hindered in our ability to adjust rapidly to changing market conditions and demand for new products;
- we may be more vulnerable in the event of a downturn in general economic conditions or in our business; and
- we may be placed at a disadvantage when compared to our competitors that have less debt.

Any inability to generate sufficient cash from operations to service our indebtedness or obtain additional financing, as needed, would have a material adverse effect on us.

Our ability to pay interest on the Senior Notes, to satisfy our other debt obligations and to fund planned capital expenditures will depend upon our future operating performance and our ability to generate cash, which will be affected by prevailing economic conditions and financial, business, competitive, regulatory, legislative and other factors, certain of which are beyond our control. If our cash flow and capital resources are insufficient to fund our debt service obligations, we may be forced to reduce or delay capital expenditures, sell assets, obtain additional equity capital or restructure our debt. There can be no assurance that our cash flow and capital resources will be sufficient for payment of our indebtedness in the future. In the absence of such operating results and resources, we could face substantial liquidity problems and might be required to dispose of material assets or operations or reduce or delay capital expenditures to meet our debt service and other obligations, any of which could have a material adverse effect on us, and there can be no assurance as to the timing of such sales or the proceeds that we could realize therefrom. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources.”

We are subject to significant restrictive debt covenants, which limit our operating flexibility.

The Indenture governing the Senior Notes contains, and our other debt instruments may contain, covenants that significantly restrict our ability to, among other things:

- incur additional indebtedness;
- pay dividends or make other distributions in respect of our capital stock;
- make certain other restricted payments and investments;

- repurchase or redeem capital stock;
- create liens;
- issue shares of subsidiaries;
- impose restrictions on the ability of our subsidiaries to pay dividends or make other payments to us;
- repurchase shares;
- transfer or sell assets, including capital stock of subsidiaries;
- merge or consolidate with other entities;
- enter into transactions with affiliates; and
- engage in certain types of business.

These covenants could limit our ability to plan for or react to changing market conditions or meet capital or liquidity needs or otherwise restrict our activities or business plans or adversely affect our ability to finance our future operations and capital needs and our ability to pursue acquisitions, investments, corporate restructurings and other business activities that could be in our interest but restricted by these covenants.

The insolvency laws and regulations of the European Union, Luxembourg and Greece may not be as favorable to holders of the Senior Notes as U.S. insolvency laws and regulations or those of other jurisdictions with which you may be familiar.

FAGE International and FAGE Luxembourg are incorporated in Luxembourg. FAGE Greece is incorporated in Greece and we conduct a significant portion of our business in Greece. Accordingly, insolvency proceedings with respect to FAGE International, FAGE Luxembourg or FAGE Greece may proceed under, and be governed by, European Union, Luxembourg or Greek insolvency laws. The insolvency laws of the European Union, Luxembourg and Greece may not be as favorable to your interests as those of the United States or other jurisdictions with which you may be familiar. The following is a brief description of certain aspects of the insolvency laws in the European Union, Luxembourg and Greece. In the event that FAGE International, FAGE Luxembourg or FAGE Greece or any subsidiary thereof experiences financial difficulty, it is not possible to predict with certainty the outcome of insolvency or similar proceedings.

European Union insolvency law

FAGE International, FAGE Luxembourg and FAGE Greece are organized under the laws of Member States of the European Union. Pursuant to Council Regulation 1346/2000 of 29 May 2000 on insolvency proceedings (the "EU Insolvency Regulation"), which applies within the European Union, other than Denmark, the courts of the Member State in which a company's "center of main interests" (as that term is used in Article 3(1) of the EU Insolvency Regulation, hereafter, "COMI") is situated have jurisdiction to open main insolvency proceedings. The determination of where a company has its COMI is a question of fact on which the courts of the different Member States may have differing and even conflicting views.

Although there is a presumption under Article 3(1) of the EU Insolvency Regulation that a company has its COMI in the Member State in which it has its registered office in the absence of proof to the contrary, Preamble 13 of the EU Insolvency Regulation states that the COMI of a "debtor should correspond to the place where the debtor conducts the administration of its interests on a regular basis and is therefore ascertainable by third parties". The courts have taken into consideration a number of factors in determining the COMI of a company, including where board meetings are held, the location where the company conducts the majority of its business or has its head office and the location where the majority of the company's creditors are established. A company's COMI may change from time to time but is determined for the purposes of deciding which courts have competent jurisdiction to open insolvency proceedings at the time of the filing of the insolvency petition.

The EU Insolvency Regulation applies to insolvency proceedings that are collective insolvency proceedings of the types referred to in Annex A to the EU Insolvency Regulation and to winding-up proceedings referred to in Annex B of the EU Insolvency Regulation.

If the COMI of a company is in one Member State (other than Denmark) under Article 3(2) of the EU Insolvency Regulation, the courts of another Member State (other than Denmark) have jurisdiction to open insolvency proceedings against that company only if such company has an "establishment" in the territory of such other Member State. An

"establishment" is defined to mean a place of operations where the company carries on non-transitory economic activity with human means and goods. The effects of those insolvency proceedings opened in that other Member State are restricted to the assets of the company situated in such other Member State.

Where main proceedings have been opened in the Member State in which the company has its COMI, any proceedings opened subsequently in another Member State in which the company has an establishment (secondary proceedings) are limited to "winding-up proceedings" listed in Annex B of the EU Insolvency Regulation. Where main proceedings in the Member State in which the company has its COMI have not yet been opened, territorial insolvency proceedings can only be opened in another Member State where the company has an establishment where either (a) insolvency proceedings cannot be opened in the Member State in which the company's COMI is situated under that Member State's law or (b) the territorial insolvency proceedings are opened at the request of a creditor that is domiciled, habitually resident or has its registered office in the other Member State or whose claim arises from the operation of the establishment.

The courts of all Member States (other than Denmark) must recognize the judgment of the court opening main proceedings which will be given the same effect in the other Member States so long as no secondary proceedings have been opened there. The liquidator appointed by a court in a Member State which has jurisdiction to open main proceedings (because the company's COMI is there) may exercise the powers conferred on him/her by the law of that Member State in another Member State (such as to remove assets of the company from that other Member State) subject to certain limitations so long as no insolvency proceedings have been opened in that other Member State or any preservation measure taken to the contrary further to a request to open insolvency proceedings in that other Member State where the company has assets.

Luxembourg insolvency law

FAGE International and FAGE Luxembourg (together, the "Luxembourg Obligors") are incorporated under the laws of the Grand Duchy of Luxembourg and have their registered offices in the Grand Duchy of Luxembourg. Accordingly, Luxembourg courts should have, in principle, jurisdiction to open main insolvency proceedings with respect to the Luxembourg Obligors, as entities having their registered office and central administration (*administration centrale*) and COMI, as used in the EU Regulation, in the Grand Duchy of Luxembourg, such proceedings to be governed by Luxembourg insolvency laws. According to the EU Insolvency Regulation, there is a rebuttable presumption that a company has its COMI in the jurisdiction in which it has the place of its registered office. As a result, there is a rebuttable presumption that the COMI of the Luxembourg Obligors is in the Grand Duchy of Luxembourg and consequently that any "main insolvency proceedings" (as defined in the EU Insolvency Regulation) would be opened by a Luxembourg court and be governed by Luxembourg law. However, the determination of where any of the Luxembourg Obligors has its COMI is a question of fact, which may change from time to time.

Under Luxembourg insolvency laws, the following types of proceedings (the "Insolvency Proceedings") may be opened against the Luxembourg Obligors:

- bankruptcy proceedings (*faillite*), the opening of which is initiated by the relevant Luxembourg Obligor, by any of its creditors or by Luxembourg courts *ex officio*. The managers/directors of the relevant Luxembourg Obligor have the obligation to file for bankruptcy within one month if the relevant Luxembourg Obligor is in a state of cessation of payment (*cessation de paiement*). Following such a request, the Luxembourg courts having jurisdiction may open bankruptcy proceedings, if the relevant Luxembourg Obligor (i) is in default of payment (*cessation des paiement*) and (ii) has lost its commercial creditworthiness (*ébranlement de crédit*). If a court finds that these conditions are satisfied, it may also open *ex officio* bankruptcy proceedings, absent a request made by the relevant Luxembourg Obligor. The main effects of such proceedings are (i) the suspension of all measures of enforcement against the relevant Luxembourg Obligor, except, subject to certain limited exceptions, for secured creditors, and (ii) the payment of the Luxembourg Obligor's creditors in accordance with their ranking upon the realization of the Luxembourg Obligor's assets;

- controlled management proceedings (*gestion controlée*), the opening of which may only be requested by the relevant Luxembourg Obligor and not by its creditors; and

- composition proceedings (*concordat préventif de faillite*), the obtaining of which is requested by the relevant Luxembourg Obligor only after having received prior consent from creditors holding at least 75% of the claims against such Luxembourg Obligor. The obtaining of such composition proceedings will trigger a provisional stay on enforcement of claims by creditors.

In addition to these proceedings, the ability of the holders of Senior Notes to receive payment on the Senior Notes may be affected by a decision of a Court to grant a stay on payments (*sursis de paiement*) or to put the relevant guarantor into judicial liquidation (*liquidation judiciaire*). Judicial liquidation proceedings may be opened at the request of the public prosecutor against companies pursuing an activity violating criminal laws or that are in serious breach or violation of the

commercial code or of the laws governing commercial companies dated August 10, 1915, as amended. The management of such liquidation proceedings will generally follow similar rules as those applicable to bankruptcy proceedings.

The Luxembourg Obligors' liabilities in respect of the Senior Notes will, in the event of a liquidation of a Luxembourg Obligor following bankruptcy or judicial liquidation proceedings, rank after the cost of liquidation (including any debt incurred for the purpose of such liquidation) and the Luxembourg Obligor's debts that are entitled to priority under Luxembourg law. Preferential debts under Luxembourg law include, among others:

- certain amounts owed to the Luxembourg Revenue;
- value-added tax and other taxes and duties owed to the Luxembourg Customs and Excise;
- social security contributions; and
- remuneration owed to employees.

For the avoidance of doubt, the above list is not exhaustive.

During insolvency proceedings, all enforcement measures by unsecured creditors are suspended.

Luxembourg insolvency laws may also affect transactions entered into or payments made by the Luxembourg Obligors during the period before bankruptcy, the so-called "hardening period" (*période suspecte*), which is a maximum of six months, as from the date on which the Commercial Court formally adjudicates a person bankrupt, and, as for specific payments and transactions, during an additional period of ten days before the commencement of such period preceding the judgment declaring bankruptcy, except that in certain specific situations the court may set the start of the suspect period at an earlier date, if the bankruptcy judgment was preceded by another insolvency proceedings (*e.g.*, a suspension of payments or controlled management proceedings) under Luxembourg law. These situations are:

- pursuant to article 445 of the Luxembourg Code of Commerce, specified transactions (such as, in particular, the granting of a security interest for antecedent debts; the payment of debts which have not fallen due, whether payment is made in cash or by way of assignment, sale, set-off or by any other means; the payment of debts which have fallen due by any means other than in cash or by bill of exchange; the sale of assets or entering into transactions generally without consideration or with substantially inadequate consideration) entered into during the suspect period (or the ten days preceding it) will be set aside or declared null and void, if so requested by the insolvency receiver; article 445 does not apply to financial collateral arrangements and set-off arrangements subject to the Luxembourg law of August 5, 2005 on financial collateral arrangements (the "Luxembourg Collateral Law"), such as Luxembourg law pledges over shares or receivables.

- pursuant to article 446 of the Luxembourg Code of Commerce, payments made for matured debts for consideration, as well as other transactions concluded during the hardening period (*période suspecte*), are subject to cancellation by the court upon proceedings instituted by the insolvency receiver if they were concluded with the knowledge of the bankrupt's cessation of payments; article 446 does not apply to financial collateral arrangements and set-off arrangements subject to the Collateral Law, such as Luxembourg law pledges over shares or receivables.

- regardless of the hardening period (*période suspecte*), article 448 of the Luxembourg Code of Commerce and article 1167 of the Luxembourg Civil Code (*action paulienne*) give any creditor the right to challenge any fraudulent payments and transactions made prior to the bankruptcy.

In principle, a bankruptcy order rendered by a Luxembourg court does not result in automatic termination of contracts except for *intuitu personae* contracts, that is, contracts for which the identity of the company or its solvency were crucial. The contracts, therefore, subsist after the bankruptcy order. However, the insolvency receiver may choose to terminate certain contracts so as to avoid worsening the financial situation of the company. As of the date of adjudication of bankruptcy, no interest on any unsecured claim will accrue vis-à-vis the bankruptcy estate. Insolvency proceedings may therefore have a material adverse effect on a Luxembourg company's business and assets and the Luxembourg company's respective obligations under the Senior Notes.

The bankruptcy receiver decides whether or not to continue performance under ongoing contracts (*i.e.*, contracts existing before the bankruptcy order). The bankruptcy receiver may elect to continue the business of the debtor, provided the bankruptcy receiver obtains the authorization of the court and such continuation does not cause any prejudice to the creditors. However, two exceptions apply:

- the parties to an agreement may contractually agree that the occurrence of a bankruptcy constitutes an early termination or acceleration event; and

- *intuitu personae* contracts (*i.e.*, contracts whereby the identity of the other party constitutes an essential element upon the signing of the contract) are automatically terminated as of the bankruptcy judgment since the debtor is no longer responsible for the management of the company. Parties can agree to continue to perform under such contracts.

The bankruptcy receiver may elect not to perform the obligations of the bankrupt party that are still to be performed after the bankruptcy under any agreement validly entered into by the bankrupt party prior to the bankruptcy. The counterparty to that agreement may make a claim for damages in the bankruptcy and such claim will rank *pari passu* with claims of all other unsecured creditors and/or seek a court order to have the relevant contract dissolved. The counterparty may not require specific performance of the contract.

Luxembourg guarantee limitations

Any liabilities (other than liabilities of direct or indirect subsidiaries of FAGE Luxembourg) deriving from any finance documents guaranteed by FAGE Luxembourg under any finance documents shall be limited at any time, with no double counting, to an aggregate amount not to exceed:

- ninety-five percent (95%) of FAGE Luxembourg's own funds (*capitaux propres*) (as referred to in article 34 of Law of 19 December 2002 regarding the register of commerce and companies as well as the company's accountancy and annual accounts (the "2002 Law")) increased by the amount of its subordinated debt (as referred to in article 34 of the 2002 Law) as reflected in its interim accounts available on December 17, 2012 (i.e. the date on which the Indenture was amended and restated); and

- ninety-five percent (95%) of FAGE Luxembourg's own funds (*capitaux propres*) (as referred to in article 34 of the 2002 Law) increased by the amount of its subordinated debt (as referred to in article 34 of the 2002 Law) as reflected in its last annual accounts (approved by a shareholders' meeting) available on the date the guarantee is called.

The registration of the Senior Notes, the guarantees and the transaction documents (and any document in connection therewith) with the *Administration de l'Enregistrement et des Domaines* in Luxembourg may be required in the case of legal proceedings before Luxembourg courts or in the case that the Senior Notes, the guarantees and the transaction documents (and any document in connection therewith) must be produced before an official Luxembourg authority (*autorité constituée*). In such case, either a nominal registration duty or an ad valorem duty (or, for instance, 0.24% of the amount of the payment obligation mentioned in the document so registered) will be payable depending on the nature of the document to be registered.

The Luxembourg courts or the official Luxembourg authority may require that the Senior Notes, the guarantees and the transaction documents (and any document in connection therewith) and any judgment obtained in a foreign court be translated into French or German.

Greek insolvency law

If FAGE Greece is declared bankrupt in Greece, Greek law (i.e. the Greek Bankruptcy Code, Law 3588/2007, as currently in force) will apply. Under Greek law, upon a declaration of bankruptcy, all the assets of the bankrupt party are placed under the control of a receiver appointed by the bankruptcy court to be held for the benefit of all creditors. After a court declaration of bankruptcy, the bankrupt party may, following an application to, and approval by, the bankruptcy court, continue to manage its assets with the cooperation of a receiver. In addition, certain transactions occurring prior to the declaration of bankruptcy will or may be subject to revocation, usually following a court judgment after an examination on the merits of the particular transactions, if they are executed by the bankrupt party during the so-called "suspect period" and are damaging to creditors. Such period is the time between the day of cessation of payments, which is determined by the bankruptcy court and may predate the declaration of bankruptcy by up to two years, and the date of the declaration of bankruptcy.

The following transactions of the bankrupt party are mandatorily subject to revocation under article 42 of Greek Bankruptcy Code:

- donations (with certain exemptions) and any gratuitous legal acts, as well as agreements of the bankrupt party, where the consideration it receives is disproportionately small compared to its performance;

- payments of debts that are not due;

- payments of debts due other than in cash or through the agreed-upon performance;

- *in rem* security rights, including pre-notices of mortgages or any other securities and guaranties for a previous indebtedness, that the bankrupt party had no obligation to secure or for security of new obligations of the bankrupt party, in replacement of those that already exist.

The bankruptcy court will revoke the transactions in the above categories and third parties shall, in principle, be obligated to transfer back the acquired asset of the bankrupt party.

Certain other transactions entered into up to five years prior to the entry into bankruptcy will also be revoked by the bankruptcy court if it is concluded by the court that they were entered into with a malicious intent to prevent creditors from satisfying their bona fide claims.

Moreover, the bankruptcy court may revoke any payments or transactions (including the issuance of notes or guarantees or the granting of mortgages or other security documents) during the suspect period if the person who transacted with the bankrupt party knew that the latter was in a state of cessation of payments and if such payments or transactions were detrimental to the creditors of the bankrupt party.

Under Greek law, the following claims will rank senior in priority to the Senior Notes, and the claims of the holders of the Senior Notes, being unsecured, will rank *pari passu* with those of all other unsecured creditors:

- legal expenses, the receiver's remuneration and claims against the bankrupt party arising post-bankruptcy;

- claims under credit facilities granted to the bankrupt party on the basis of the procedure of rehabilitation or a reorganization plan approved by the bankruptcy court;

- all secured claims, in accordance with the date of the perfection of the respective security interest on the asset liquidated;

- attorneys' and employees' claims. Employees' claims include salaries for up to two years prior to the declaration of bankruptcy and severance payments without any time restriction;

- claims of farmers or farmers' unions from sales of agricultural products up to two years prior to the declaration of bankruptcy;

- taxes due to the Greek State for the fiscal year in which the bankruptcy was declared and the previous fiscal year; and

- social security claims for up to two years prior to the declaration of bankruptcy, without any penalties.

Following the effective date of the new Greek Bankruptcy Code in September 2008, all other special insolvency proceedings previously applicable to large over indebted enterprises (such as those under art. 44-46B of Law 1892/1990) have been repealed.

Our failure to comply with the covenants contained in the Indenture governing the Senior Notes, including as a result of events beyond our control, could result in an event of default which could materially and adversely affect our operating results and our financial condition.

The Indenture governing the Senior Notes requires us to comply with various covenants. If there were an event of default under any of these covenants that was not cured or waived, the holders of the Senior Notes representing 25 percent of the principal amount of Senior Notes outstanding could cause all amounts under the Senior Notes to be due and payable immediately (and not on the scheduled maturity of the Senior Notes). If the Senior Notes were accelerated upon an event of default, our assets and cash flow may not be sufficient to repay our then-outstanding obligations under the Senior Notes in full or in part.

Enforcing your rights as a holder of the Senior Notes across multiple jurisdictions may be difficult.

The Senior Notes are co-issued jointly and severally by FAGE International and FAGE USA and guaranteed by FAGE Greece and FAGE Luxembourg. FAGE International and FAGE Luxembourg are incorporated under the laws of Luxembourg, FAGE USA is incorporated under the laws of the State of New York, and FAGE Greece is incorporated under the laws of Greece. In the event of bankruptcy, insolvency or a similar event, proceedings could be initiated in any of these jurisdictions and in the jurisdiction of organization of any Material Subsidiary (as defined herein) of FAGE International that provides a guarantee of the Senior Notes in the future. Your rights under the Senior Notes (and any guarantee of the Senior

Notes) therefore will be subject to the laws of several jurisdictions, and you may not be able to effectively enforce your rights in multiple bankruptcy, insolvency and other similar proceedings. Moreover, such multi-jurisdictional proceedings are typically complex and costly for creditors and often result in substantial uncertainty and delay in the enforcement of creditors' rights.

In addition, the bankruptcy, insolvency, administrative and other laws of any future guarantors' jurisdictions of incorporation may be materially different from, or in conflict with, one another in certain areas, including creditors' rights, priority of creditors, the ability to obtain post-petition interest and the duration of the insolvency proceeding. The application of these various laws in multiple jurisdictions could trigger disputes over which jurisdiction's law should apply and could adversely affect your ability to enforce your rights and to collect payment in full under the Senior Notes and any future guarantee of the Senior Notes.

Risks Relating to the Senior Notes

The Senior Notes are structurally subordinated to the liabilities of the subsidiaries of FAGE International (other than FAGE USA, FAGE Greece and FAGE Luxembourg).

The Senior Notes are issued jointly and severally by FAGE International and FAGE USA, FAGE International's wholly owned indirect subsidiary. With the exception of FAGE Greece and FAGE Luxembourg, which are guarantors of the Senior Notes, none of FAGE International's other subsidiaries is an issuer or guarantor of the Senior Notes. Accordingly, holders of indebtedness of, and trade creditors of, those non-guarantor (and non-issuer) subsidiaries of FAGE International will be entitled to payments of their claims from the assets of such subsidiaries before these assets are made available for distribution to either of the Issuers.

The subsidiaries of FAGE International (other than FAGE USA, FAGE Greece and FAGE Luxembourg) that did not guarantee the Senior Notes generated 9.3% of our total sales for the year ended December 31, 2012 and represented 1.9% of our total assets as of December 31, 2012. As of December 31, 2012, the subsidiaries of FAGE International (other than FAGE USA, FAGE Greece and FAGE Luxembourg) had approximately $5.8 million of liabilities, including trade payables but excluding inter-company obligations, all of which ranked structurally senior to the Senior Notes.

FAGE International, a co-issuer of the Senior Notes, is a holding company, and therefore its ability to repay its indebtedness, including the Senior Notes, is dependent on the cash flow generated by its subsidiaries and its subsidiaries' ability to make distributions to FAGE International.

FAGE International is a holding company with no significant operations or material assets other than the capital stock of its subsidiaries. As a result, its ability to repay its indebtedness, including the Senior Notes, is dependent on the generation of cash flow by its subsidiaries and its subsidiaries' ability to make such cash available to FAGE International, by dividend, debt repayment or otherwise. The requirement of the subsidiaries to make these payments may be rendered unenforceable and will be subject to, among other things, applicable state laws.

You may be subject to Luxembourg withholding tax with respect to payments on the Senior Notes.

Except as provided for by the Luxembourg laws of 21 June 2005 (the "Laws of 21 June 2005") implementing the Council Directive 2003/48/EC on the taxation of savings income (the "Savings Directive") and the law of 23 December 2005 as amended (the "Law of 23 December 2005") (introducing a domestic withholding tax on certain interest payments to Luxembourg resident individuals only), under the existing laws of Luxembourg there is no withholding tax on payments of principal, premium or interest, or on accrued but unpaid interest, in respect of the Senior Notes, nor is any Luxembourg withholding tax payable upon redemption or repurchase of the Senior Notes.

Under the Savings Directive, each Member State of the European Union ("Member State") is required to provide to the tax authorities of another Member State details of payments of interest or other similar income paid by a person within its jurisdiction to an individual beneficial owner resident in, or a residual entity (within the meaning of article 4.2 of the Savings Directive) established in, that other Member State or certain dependent or associated territories (the "Territories" and each individually, a "Territory"). However, for a transitional period, Luxembourg will (unless during such period such it elects otherwise) instead operate a withholding system in relation to such payments. Under such a withholding system, tax will be deducted unless, with respect to Luxembourg, the recipient of the payment elects instead for an exchange of information procedure or provides a tax residence certificate in the form prescribed by the Savings Directive to the person making the payment. The current rate of withholding is 35% (since July 1, 2011).

A proposal for amendments to the Savings Directive has been published, including a number of suggested changes, which, if implemented, would broaden the scope of the rules described above. We cannot predict the effect, if any, of Luxembourg laws and regulations that may be enacted in the future, or of changes and enforcement of existing laws and regulations that are subject to regulatory discretion.

We may not be able to finance a change of control offer required by the Indenture.

The Indenture contains provisions relating to certain events constituting a "Change of Control" of FAGE International. Upon the occurrence of such a Change of Control, we will be required to offer to repurchase all outstanding Senior Notes at a price equal to 101% of their aggregate principal amount, plus accrued and unpaid interest to the date of repurchase. If a Change of Control were to occur, we may not have sufficient funds available, or may not be able to obtain the funds needed, to pay the purchase price for all of the Senior Notes tendered by holders deciding to accept the repurchase offer. The restrictions in the instruments governing our other existing and future indebtedness may also prohibit us from being provided with the funds necessary to purchase any Senior Notes prior to their stated maturity, including upon a Change of Control.

A Change of Control may result in a mandatory prepayment event or cause the acceleration of other indebtedness. In any case, third-party financing may be required in order to provide the funds necessary for us to make the change of control offer. We may not be able to obtain such additional financing.

The Senior Notes may not be actively traded and, as a result, your ability to transfer the Senior Notes will be limited.

We cannot assure you as to the liquidity of any market for the Senior Notes, the ability of holders of the Senior Notes to sell them or the price at which holders of the Senior Notes may be able to sell them. The liquidity of any market for the Senior Notes will depend on the number of holders of the Senior Notes, prevailing interest rates, the market for similar securities and other factors, including general economic conditions and our own financial condition, results of operations and prospects, as well as recommendations of securities analysts.

The liquidity of, and trading market for, the Senior Notes may also be hurt by declines in the market for high-yield securities generally. Such a decline may affect any liquidity and trading of the Senior Notes independent of our financial performance and prospects.

Transfers of the Senior Notes are restricted, which may adversely affect the value of the Senior Notes.

You may not offer the Senior Notes in the United States except pursuant to an exemption from, or a transaction not subject to, the registration requirements of the Securities Act and applicable U.S. state securities laws, or pursuant to an effective registration statement. The Senior Notes and the Indenture contain provisions that restrict the Senior Notes from being offered, sold or otherwise transferred except pursuant to the exemptions available pursuant to Rule 144A and Regulation S, or other exceptions, under the Securities Act. Furthermore, we have not registered the Senior Notes under any other country's securities laws. It is your obligation to ensure that your offers and sales of the Senior Notes within the United States and other countries comply with applicable securities laws.

You may have difficulty enforcing your rights against us and our directors and officers.

FAGE International and FAGE Luxembourg are organized in Luxembourg and FAGE Greece is organized in the Hellenic Republic. Certain of our executive officers and directors and certain experts named herein presently reside outside of the United States, principally in Greece. In addition, a significant portion of our assets are located in Greece. As a result, it will be necessary for investors to comply with Luxembourg or Greek law in order to obtain an enforceable judgment against any such foreign resident persons or assets of the FAGE Group, including an order to foreclose upon such assets. Although we will agree under the terms of the Indenture to accept service of process in the United States by an agent designated for such purpose, it may not be possible for investors to (i) effect service of process within the United States upon our officers, directors and certain experts named herein and (ii) realize in the United States upon judgments against such persons obtained in such courts predicated upon civil liabilities of such persons, including any judgments predicated upon U.S. federal securities laws, to the extent such judgments exceed such person's U.S. assets.

SELECTED CONSOLIDATED FINANCIAL INFORMATION

The following table presents selected consolidated financial information of the FAGE Group for the dates and periods indicated and should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the audited Consolidated Financial Statements as of and for the years ended December 31, 2011 and 2012, included elsewhere herein. The Consolidated Financial Statements have been prepared in accordance with IFRS. The information presented below for the year ended December 31, 2010, has been derived from our previously issued audited consolidated financial statements in Euro, which have been prepared in accordance with IFRS not included herein, after giving effect to necessary adjustments for their translation into U.S. dollar. See also "Management's Discussion and Analysis of Financial Condition and Results of Operations."

	Year ended December 31,		
	2010	2011	2012
	($ thousands)		
Statement of Income Data:			
Sales……	447,156	539,217	550,111
Cost of sales……	(258,682)	(324,944)	(314,243)
Gross profit……	188,474	214,273	235,868
Selling, general and administrative expenses	(146,966)	(171,903)	(170,795)
Other income.....	378	1,023	404
Other expenses	(2,501)	(561)	(1,038)
Profit from operations.....	39,385	42,832	64,439
Financial income/(expenses), net…	(28,477)	(27,888)	(29,414)
Impairment loss…….	(263)	(174)	-
Gain/(loss) on derivatives…….	(1,578)	(305)	(575)
Foreign exchange gains/(losses), net……	4,475	(34)	(2,208)
Share of (losses)/gains of associate accounted for under the equity method……	(100)	(187)	-
Profit before income taxes	13,441	14,244	32,242
Income tax benefit/(expense)……	(3,957)	(9,159)	68,602
Net profit……..	9,484	5,085	100,844

	Year ended December 31,		
	2010	2011	2012
	($ thousands)		
Balance Sheet Data:			
Cash and cash equivalents ..	54,361	44,435	128,036
Trade and other receivables	69,819	87,021	105,093
Inventories.....	32,928	37,781	39,319
Net property, plant and equipment.....	304,902	328,951	327,177
Total assets.....	502,193	545,165	865,670
Short-term borrowings.....	15,000	31,875	132,632
Trade accounts payable and due to related companies	55,518	70,655	57,868
Total debt	282,181	296,551	508,552
Net debt[(2)]	227,820	252,116	241,582
Total equity	102,191	103,953	208,801

	Year ended December 31,		
	2010	2011	2012
	($ thousands)		
Other Financial Data:			
Cash flow from operating activities	25,278	54,979	49,028
Cash flow used in investing activities	(23,652)	(55,670)	(20,193)
Cash flow from/(used in) financing activities	16,098	(9,386)	51,553
EBITDA[3].....	64,541	65,610	88,043
Capital expenditures	(22,951)	(55,361)	(19,707)
Selected Ratios:			
Ratio of net debt to EBITDA[1] [2]….	3.5x	3.8x	2.7x
Ratio of EBITDA to financial income/(expenses), net[2]	2.3x	2.3x	3.0x

(1) Net debt represents short-term borrowings plus long-term interest-bearing loans and borrowings less cash and cash equivalents less cash held for redemption of the 2015 Senior Notes and accrued interest thereon.

(2) EBITDA is defined as net profit/(loss) plus income tax benefit/(expense), financial income/(expenses), net and depreciation and amortization. The reconciliation of net profit/(loss) to EBITDA is as follows:

	Year ended December 31,		
	2010	2011	2012
	($ thousands)		
Net profit	9,484	5,085	100,844
Income tax (benefit)/expense..	3,957	9,159	(68,602)
Financial (income)/expenses, net	28,477	27,888	29,414
Depreciation and amortization	22,623	23,478	26,387
EBITDA	64,541	65,610	88,043

EBITDA serves as an additional indicator of our operating performance and not as a replacement for measures such as cash flows from operating activities and operating income. We believe that EBITDA is useful to investors as a measure of operating performance because it eliminates variances caused by the amounts and types of capital employed and amortization policies and helps investors evaluate the performance of our underlying business. In addition, we believe that EBITDA is a measure commonly used by analysts and investors in our industry. Accordingly, we have disclosed this information to permit a more complete analysis of our operating performance. Other companies may calculate EBITDA in a different way. EBITDA is not a measurement of financial performance under IFRS and should not be considered an alternative to cash flow provided by or used in operating activities or as a measure of liquidity or an alternative to net profit/(loss) as an indicator of our operating performance or any other measure of performance derived in accordance with IFRS.

The table below sets forth the period-end and average exchange rates (representing, for any day, the rates published by the European Central Bank in its foreign exchange rates report) for U.S. dollars, expressed in dollars per €1.00, for the years indicated.

Year ended December 31,	Period End	Average
2010	1.3362	1.3207
2011	1.2939	1.4000
2012	1.3194	1.2932

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis should be read in conjunction with the Consolidated Financial Statements, including the notes thereto, and the other financial information included elsewhere herein.

Overview

We are a leading international dairy company with a focus on yogurt. We have a significant and growing presence in the U.S. yogurt market, growing international sales outside of the United States, and the leading market position in the Greek yogurt market. We have grown from our origins in Greece in 1926 to become an international company with sales in 35 countries. We manufacture, distribute and sell a wide range of dairy products, including yogurt and dairy desserts, milk and milk creams, and modern packaged cheese. For the year ended December 31, 2012, approximately 57.1% of our sales and 71.3% of our EBITDA were generated in the United States and 42.9% of our sales and 28.7% of our EBITDA were generated in Europe, primarily in Greece, the United Kingdom and Italy.

We market our yogurt worldwide under the FAGE® Total® brand. We believe that this highly recognized brand conveys an image of superior taste and quality and enables us to enter new markets, expand our business in existing markets and bring new products to market. In the United States, our yogurt is the fourth largest yogurt brand overall in terms of sales and our plain yogurt is the leading plain yogurt in the U.S. market. In Greece, we complement our leading market share in yogurt with a broad range of other dairy product lines.

The products that we manufacture are produced in our state-of-the-art, highly automated facilities. Our U.S. facility, located in Johnstown, New York, which started commercial production in April 2008 and is the largest of our facilities in terms of production capacity, manufactures yogurt products for the U.S. market and the rest of the Americas. We have three facilities in Greece that serve all of our markets outside of the Americas and have the capacity to expand their production to accommodate expected increases in demand in the United Kingdom, Italy, Germany and other international markets. We have our own distribution units in the United Kingdom, Italy and Germany and a comprehensive distribution network in Greece.

We distribute our products to approximately 280 supermarket chains, with approximately 75,000 retail outlets in 35 countries, primarily in the United States and throughout Europe. We also sell our products to bakeries, confectionaries, dairy stores and other smaller, sometimes seasonal, convenience stores. Our total number of full-time employees as of December 31, 2012 was approximately 1,018.

The FAGE Group has been continuously owned since it was founded in 1926 by the family of Mr. Athanassios Filippou and substantially all of our assets and operations are held by it directly or indirectly.

Key Line Items of Our Consolidated Statements of Income

Sales. Our sales comprise revenues generated primarily from sales of the dairy products that we manufacture or distribute to our customers and are shown net of intra-group or inter-company transactions. The amount of these revenues is driven primarily by the volume of products sold and the prices at which they are sold. Accordingly, growth of sales is primarily driven by increasing selling volumes, which can offset lower average prices per unit sold, and product innovation and the creation of new products that attract higher prices.

Our sales are primarily in the United States and the European Union. Outside of Greece, we sell primarily yogurt. Over the last three years, from 2009 to 2012, the contribution of sales in value in markets outside of Greece to our total sales in value increased from 33.4% to 68.9%. The contribution of sales in value in markets outside of Greece to our total sales in value increased from 56.6% for the year ended December 31, 2011 to 68.9% for the year ended December 31, 2012.

Sales of our products in the Greek market accounted for approximately 68.6%, 53.3% and 40.2% of our sales volume and 54.5%, 43.4% and 31.1% of our sales revenues for the years ended December 31, 2010, 2011 and 2012, respectively.

We believe that our sales are positively affected by volume growth driven by the strength of our brand and the quality, diversity and innovation of our product line and our general policy of annual price increases consistent with annual inflation rates. Our sales are also affected by our decisions to enter or exit certain product categories as well as competitive market pressures that impact the prices for our products.

Gross profit. Gross profit represents our sales less cost of sales. Our cost of sales consists primarily of the cost of raw materials (mainly milk, fruit, honey and cultures), packaging, labor expenses, energy costs, depreciation and other

manufacturing costs. Factors that have affected our cost of sales include fluctuations in prices for milk and other raw materials and our ability to re-engineer our processes and make our operations more efficient.

Over the past five years we have focused on improving our operating efficiency through technological and other capital improvements to our production facilities. After we moved the production of all of the yogurt that we sell in the United States to our manufacturing facility in Johnstown, New York in 2008, we re-engineered operations in our Greek facilities and achieved significant savings in operating costs. We have consolidated and optimized our raw milk supply chain, rationalized our product mix by discontinuing slow-selling items and introduced other modifications to improve production processes and methods. These initiatives have lowered unit production costs, thereby contributing to our improvement in gross profit.

We have introduced a number of new high-margin products, such as *Fruyo®*, a low-fat strained yogurt with fruit pieces blended in that is available in seven fruit flavors. We plan to make additional investments with the aim of further enhancing new product capabilities in our production facilities. We have significantly improved our overall gross profit by focusing on our higher-margin products with broader appeal in a wider range of markets and exiting less profitable product lines.

We view our gross profit as the primary driver of the success of our business. Continued growth of our gross profit will depend on increasing our sales and successfully expanding our international presence while managing our operating efficiency and costs. We anticipate that future volume growth will come mainly from increased sales in our international markets and from our premium-priced products.

Selling, general and administrative expenses. Selling, general and administrative expenses ("SG&A") consist primarily of shipping and handling costs, advertising costs, payroll, third-party fees and depreciation. Overall, we believe that SG&A as a percentage of sales is largely linear and we anticipate that it will continue to evolve in line with sales in the future.

Financial income/expenses. Financial income consists primarily of interest income on cash at banks and on time deposits. Financial expenses consist primarily of interest costs on the Senior Notes and other short and long-term indebtedness, net of interest costs capitalized to property, plant and equipment.

Impairment loss. Our impairment losses in recent years have been due primarily to the impairment of the value of available-for-sale financial assets, which include shares of related companies.

Factors and Trends Affecting Our Results of Operations

Increasing Sales in the United States. Our sales volume in the United States has grown from 8,900 tons in 2007 to close to 63,000 tons in 2012. Based on our experience with yogurt sales in the United States in the past 14 years, management believes there is significant growth potential for our yogurt products in the U.S. market and new manufacturing capacity is necessary in order to meet current and future demand. As of December 31, 2012, we have invested approximately $189,2 million for the construction and expansion of a state-of-the-art, highly automated production facility in Johnstown, New York to produce and distribute FAGE® Total yogurt products. The plant started commercial production in April 2008. Our capital expenditures have been higher than their historical levels in recent years, due in large part to the expansion of our U.S. plant. Since the plant has become operational, our U.S. production of yogurt has positively affected our gross margins and profitability since our production costs have been substantially reduced by lower U.S. milk prices and the efficiency of our new production facility. Furthermore, transatlantic transportation costs and duties for goods sold in the United States have been eliminated. Our U.S. facility currently has capacity to produce 85,000 tons of yogurt annually. To meet increasing U.S. demand, we are further expanding production capacity at our Johnstown, New York facility. The expansion will utilize existing milk receiving, pasteurizing, processing and cold storage warehouse operations and add incubation, separator, processing, filling, packaging and cooling tunnel operations. The expansion is expected to begin early in 2013 and is expected to be completed by the end of the first quarter of 2014. Following this expansion, our U.S. production capacity ultimately will reach a total of approximately 160,000 tons of yogurt annually. The estimated capital investment for the project will be approximately $100.0 million and will be financed primarily with proceeds from the issuance of the Additional Senior Notes. We intend to continue to make the investments necessary for us to capitalize on growing U.S. demand for our products.

Increasing Sales to Export Markets. Our yogurt sales volume outside of the United States and Greece also has increased. We serve these markets both through local distributors and through exports from Greece. We have our own distribution units in the United Kingdom, Italy and Germany. Our Greek facilities currently export more than half of the yogurt and dairy desserts that they produce and we expect exports to continue to grow. Because our Greek facilities currently operate at approximately 70% of capacity, we are in a position to expand production in Greece to accommodate the expected increases in demand in international markets and to capitalize on lower labor costs in Greece in recent years.

Economic Conditions in Greece. The deterioration of economic conditions in the past several years has led to worsening of expectations both in the business and consumer environments. The general decline in demand for consumer goods in Greece, including food products, has negatively affected our sales and those of other Greek dairy market participants.

Changes to Product Portfolio. In recent years, we have improved our profitability by eliminating lower-margin products from our portfolio and focusing on more profitable products with a broader appeal in a wider range of markets. In September 2011, we launched our *Fruyo*® yogurt brand to respond to consumer demand for thicker and tastier fruit yogurt. We plan to continue to evaluate our product line with a view towards focusing on higher-margin products.

Prices for Raw Materials and Other Manufacturing Costs. The price of cow's milk and many of our other raw materials have fluctuated significantly in recent years due to the high volatility of the prices of commodities and energy internationally. For example, the price of milk collected in the Greek market in the year ended December 31, 2012 increased by 5.3% compared to 2011. We have also sought to manage our payroll costs and maintain production in areas with lower labor costs. In the future, we will seek to continue to purchase raw materials at cost-effective prices in order to remain profitable.

Fluctuations in Currency Exchange Rates. Our sales as reported in our consolidated financial statements are affected by the fluctuation of currency exchange rates due to the substantial amount of revenues that we generate in currencies other than our reporting currency. Currency rate fluctuations may affect our reported sales adversely (if our reporting currency appreciates with respect to the currency in which our revenues are generated) or positively (if our reporting currency depreciates with respect to the currency in which our revenues are generated). Through September 30, 2012, our reporting currency was the euro. We adopted the U.S. dollar as our reporting currency as of October 1, 2012.

Results of Operations for the FAGE Group

The following table sets forth, for the periods indicated, certain items in the FAGE Group's consolidated statements of income expressed as percentages of sales:

	Twelve months ended December 31,	
	2012	**2011**
Sales	100.0%	100.0%
Cost of sales	(57.1)	(60.3)
Gross profit	42.9	39.7
Selling, general and administrative expenses	(31.0)	(31.9)
Other income	0.1	0.2
Other expenses	(0.3)	(0.1)
Profit from operations	11.7	7.9
Financial income/(expenses), net	(5.4)	(5.2)
Impairment gain/(loss)	-	-
(Loss)/gain on derivatives	(0.1)	(0.1)
Foreign exchange (losses)/gains, net	(0.3)	-
Profit before income taxes	5.9	2.6
Income tax benefit/(expense)	12.4	(1.7)
Net profit	18.3%	0.9%

Sales. Our sales in value for the year ended December 31, 2012 amounted to $550.1 million, an increase of $10.9 million, or 2.0%, compared to sales of $539.2 million for the year ended December 31, 2011. Sales in value for the year ended December 31, 2012 were negatively affected by the strengthening of the U.S. dollar against the Euro. The respective exchange rates, for the years 2012 and 2011, were, €1=$1.2932 and €1=$1.400. This negative impact for the year ended December 31, 2012 was $19.5 million or 3.6% of sales. The increase in sales in value for the year ended December 31, 2012 was mainly due to increases in sales in value in the United States, the United Kingdom and Italy by 27.1%, 10.5% and 26.4%, respectively. These increases were partially offset by a decrease in sales in value of 26.9% in Greece.

Our sales in volume for the year ended December 31, 2012 decreased by 0.9% as compared to the year ended December 31, 2011. This resulted from increases in sales in volume in the United States, the United Kingdom and Italy by 32.2%, 7.1% and 29.2%, respectively, which were offset by a decrease of 25.4% in sales in volume in Greece. The expansion of our existing product range, the change of our overall product mix towards new higher-value products, increasing household penetration and broader distribution are the main reasons for the sustained growth of our sales in value in the United States and other markets outside of Greece, which was 27.1% on average for the year ended December 31, 2012 as compared to the year ended December 31, 2011. The main reasons for the decrease in our sales in the Greek market were the sustained economic crisis in Greece and its impact on consumer demand, as well as our reduction of sales to less creditworthy clients

in an attempt to reduce our credit exposure. The latter has had a negative impact on sales volume, but it also has diminished our risk of bad debt losses in light of the significant liquidity problems experienced by Greek retailers. Our sales outside of Greece accounted for 68.9% of our total sales in value the year ended December 31, 2012, as compared to 56.6% for the year ended December 31, 2011.

Gross profit. Gross profit for the year ended December 31, 2012 was $235.9 million, an increase of $21.6 million, or 10.1%, from $214.3 million for the year ended December 31, 2011. Gross profit as a percentage of sales for the year ended December 31, 2012 was 42.9%, compared to 39.7% for the year ended December 31, 2011. The main reasons for this improvement were:

- the prices of milk collected in the U.S. market and used for the U.S. yogurt facility decreased by 8.1% comparing the years ended December 31, 2012 and 2011; and

- the strengthening of the U.S. dollar against the euro. The respective exchange rates for the years 2012 and 2011 were €1=$1.2932 and €1=$1.40. The positive impact on gross profit was $12.8 million, or 2.3%.

This improvement was partially offset by an increase in the prices of milk (as a raw material) collected in the Greek market by 5.3% and an increase in the prices of milk imported from the European market by 1.9%, comparing the years ended December 31, 2012 and 2011.

*Selling, general and administrative expenses. S*elling, general and administrative expenses ("SG&A") for the year ended December 31, 2012 were $170.8 million, a decrease of $1.1 million, or 0.6%, from $171.9 million in 2011. This was mainly due to the decrease in shipping and handling costs and payroll expenses, which was due to the decrease in sales in volume by 25.4% in the Greek market. As a percentage of sales, selling, general and administrative expenses were 31.0% for the year ended December 31, 2012 and 31.9% for the year ended December 31, 2011.

Other income/(expenses), net. Net other expenses for the year ended December 31, 2012 amounted to $0.6 million. Net other income for the year ended December 31, 2011 amounted to $0.4 million.

Profit from operations. Profit from operations for the year ended December 31, 2012 was $64.4 million, an increase of $21.6 million, or 50.5% as compared to profit from operations of $42.8 million for the year ended December 31, 2011. This is mainly due to the increase in gross profit. As a percentage of sales, profit from operations was 11.7% for the year ended December 31, 2012 as compared to 7.9% for the year ended December 31, 2011.

Financial income/(expenses) net. Net financial expenses increased by $1.5 million, or 5.4% from $27.9 million for the year ended December 31, 2011 to $29.4 million for the year ended December 31, 2012. This increase is mainly due to the higher than usual capital expenditures of $55.4 million for the year ended December 31, 2011, which led to a decrease in capitalized interest expenses from $2.3 million for the year ended December 31, 2011 to $0.6 million for the year ended December 31, 2012. Financial income/(expenses), net as percentage of sales was 5.4% for the year ended December 31, 2012 and 5.2% for the year ended December 31, 2011.

Impairment gain/(loss). Impairment loss for the year ended December 31, 2011 was $0.2 million. This loss relates to the impairment recognized on the available for sale financial assets. There was no impairment loss for the year ended December 31, 2012.

Loss on derivatives. Loss on derivatives for the year ended December 31, 2012 amounted to $0.6 million. During the year ended December 31, 2011, we entered into a forward contract in order to mitigate the effects of sharp fluctuations in the UK£/€ rate. At December 31, 2011, the unrealized loss from the valuation of this contract amounted to $0.3 million.

Foreign exchange losses/(gains), net. Net foreign exchange losses for the year ended December 31, 2012 were $2.2 million, mainly relating to the Euro denominated 2015 Senior Notes and the change in our reporting currency from the Euro to the U.S. dollar. Net foreign exchange losses for the year ended December 31, 2011 were $0.03 million.

Profit before income taxes. Profit before income taxes for the year ended December 31, 2012 was $32.2 million, compared to profit before income taxes of $14.2 million for the year ended December 31, 2011. Profit before income taxes as a percentage of sales was 5.9% for the year ended December 31, 2012 and 2.6% for the year ended December 31, 2011. The main reasons for this improvement were the improvement in gross profit and the decrease in Selling, general and administrative expenses.

Income tax benefit/(expense). Net income tax benefit for the year ended December 31, 2012 was $68.6 million. This is mainly due to the recognition of a deferred tax asset of $80.5 million. Current income tax expense for the year ended December 31, 2012 amounted to $12.2 million, mainly related to income from the U.S. operations. Income tax expense for the year ended December 31, 2011 was $9.2 million.

Net profit. Net profit for the year ended December 31, 2012 was $100.8 million, as compared to net profit of $5.1 million for 2011. The main reasons for this improvement were the income tax benefit due to the recognition of a deferred tax asset and the improvement in the profit before income taxes.

Liquidity and Capital Resources

Our principal sources of liquidity are existing cash balances, cash flow from operations and available amounts under our various lines of credit maintained with several banks. Our principal liquidity needs are debt service (primarily interest on the Senior Notes), shareholder payments, capital expenditures and working capital. We believe that our available capital resources will be sufficient to fund our liquidity needs.

Sources of capital. We fund our operating costs through cash from operations and short-term borrowings under various lines of credit. The available credit lines for the FAGE Group as of December 31, 2012 amounted to $50.0 million with Citibank N.A. in the United States. This credit line is secured by inventories and accounts receivable. The entire amount of this credit line was undrawn as of December 31, 2012 (see Note 24). There are no credit lines available for FAGE Greece as of December 31, 2012. FAGE Greece repaid all of its short-term borrowings in December 2012 before the new issuance of the Additional Senior Notes.

Cash at banks and cash equivalents as of December 31, 2012 amounted to $128.0 million compared to $44.4 million on December 31, 2011 (See Note 27). This increase of $83.6 million was mainly due to: first, cash from financing activities of $51.6 million relating to the issuance of the Additional Senior Notes, after the deduction of cash held for the redemption of the 2015 Senior Notes ($138.9 million) and the repayment of all of our the short-term borrowings, and second, the positive balance after deducting net cash used in investing activities ($20.2 million) from net cash from operating activities ($49 million).

We believe that this amount ($128.0 million), together with the unused lines of credit, is sufficient to finance both the operations and the investment program of the FAGE Group.

Cash flow data.

	Year ended December 31,	
	2012	**2011**
($ thousands)		
Cash flow from/(used in) operating activities	49,028	54,979
Cash flow from/(used in) investing activities	(20,193)	(55,670)
Cash flow from/(used in) financing activities	51,553	(9,386)
Effect of exchange rates changes on cash	3,213	151
Cash and cash equivalents at beginning of year	44,435	54,361
Cash and cash equivalents at year-end	**128,036**	**44,435**

Cash flow from/(used in) operating activities. Net cash from operating activities for the year ended December 31, 2012 was $49.0 million, compared to net cash from operating activities of $55.0 million for the year ended December 31, 2011. Net cash from operating activities for 2012 was positively affected by the operating profit before working capital changes, which amounted to $91.5 million compared to $70.2 million for the year ended December 31, 2011. The main reason for this improvement was the increase in profit before income taxes from $14.2 million in 2011 to $32.2 million in 2012. The improvement in net cash from operating activities resulting from the operating profit before working capital changes was offset by the fact that the working capital changes from ($9.5) million in 2011 increased to ($30.2) million in 2012. The main reason for this was the fact that trade accounts payable of $18.9 million in 2011 decreased to ($7.3) million in 2012. This decrease in our trade accounts payable was due to: (1) the fact that a significant part of the capital expenditures and investment activities of the FAGE Group in 2011 of $55.7 million was pending on December 31, 2011 and was paid early in 2012 and (2) since the sales in value relating to the Greek operations in 2012 decreased by 26.9% compared to 2011, the accounts payable on December 31, 2012 fluctuated at lower levels than the respective amount on December 31, 2012.

Cash flow from/(used in) investing activities. Net cash used in investing activities amounted to $20.2 million and $55.7 million for the years ended December 31, 2012 and 2011, respectively. Of that, an amount of $7.3 million related to capital expenditures (primarily maintenance) for the facilities in Greece and $12.4 million related to capital expenditures for the expansion of the U.S. facility.

Cash flow from/(used in) financing activities. Net cash from financing activities for 2012 was $51.6 million due to the issuance of the Additional Senior Notes after the deduction of cash held for the redemption of the 2015 Senior Notes ($138.9 million) and the repayment of all our short-term borrowings. Net cash used in financing activities for 2011 was $9.4 million.

Principal Risks and Uncertainties for the Remainder of 2013

Risk assessment and evaluation is an integral part of the management process throughout the FAGE Group. Risks are identified and evaluated and appropriate risk management strategies are implemented at each level. The key business risks are identified by the senior management team. The Board of Directors in conjunction with senior management identifies major business risks faced by the Group and determines the appropriate course of action to manage these risks. The principal risks and uncertainties faced by the FAGE Group are summarized below:

- first, we are exposed to aggressive competition in the domestic Greek market;
- second, we are exposed to currency exchange rate fluctuations, particularly in relation to the euro and the U.K. sterling;
- third, price fluctuations in raw materials could adversely affect the Group's manufacturing costs; and
- fourth, the current economic crisis could continue to adversely affect consumer spending for the Group's products, particularly in Greece, Italy, the United Kingdom and the United States.

The Board of Directors regularly monitors all of the above risks and appropriate actions are taken to mitigate those risks or address the potential adverse consequences.

Quantitative and Qualitative Disclosures About Market Risk

We are exposed to market risk, primarily from foreign currency and interest rate fluctuations. We generally do not hedge our exposure to foreign currency and interest rate risks. We do not hold any derivatives for trading or speculative purposes. Changes in the fair value of derivatives are recorded in current earnings along with the change in the fair value of the underlying hedged item.

We enter into transactions denominated in foreign currencies related to the sales and purchases of goods. Therefore, we were not exposed to market risk related to possible foreign currency fluctuations, which is mitigated to a certain extent by the set-off of credit and debit balances in the same currencies. We are subject to currency exchange risks due to our international exposure relating to our sales in the Eurozone and U.K. markets. For the year ended December 31, 2012, 42.6% of our sales were denominated in currencies other than the U.S. dollar, while 46.5% of our costs were denominated in currencies other than the U.S. dollar.

As of December 31, 2012, the Group was not exposed to interest rate fluctuations because all of its loans and borrowings bore fixed interest rates. As at December 31, 2011, $31.9 million, or 10.2%, of our loans and borrowings bore variable interest rates. A hypothetical 1% increase in interest rates on our variable-rate debt for a period of one year would have decreased our profit before tax by approximately $0.3 million the impact on net profit would have been less due to the tax impact.

We are also exposed to fluctuations in the cost of raw materials. The primary raw material that we use is cow's milk. Plastic and paper for packaging materials also are significant components of our cost of sales. The prices of many of our raw materials are affected by governmental agricultural policies, the operations of suppliers, political upheavals and acts of God such as severe weather conditions. To the extent that we are able to obtain sufficient quantities of raw materials in the event of a supply disruption, our ability to pass through any increase in raw material costs to our customers depends upon competitive conditions and pricing methods employed in the various markets in which we sell our products.

Contractual Obligations

The following table sets forth the FAGE Group's contractual obligations as of December 31, 2012.

	Total	Less than 1 year	1-5 years	More than 5 years
		($ thousands)		
Interest-bearing loans and borrowings	533,895	133,895	-	400,000
Operating lease obligations	2,474	568	1,203	703
Obligations under service agreements[(1)]	5,832	5,832	-	-
Investment in U.S.[(2)]	2,928	2,928	-	-
	545,129	143,223	1,203	400,703

(1) Represents service agreements for the provision of corporate management and consulting services relating to marketing, engineering and financing matters.

(2) Represents agreements with various suppliers for the acquisition of equipment and for additional warehouse space.

Critical Accounting Policies

The discussion and analysis of financial condition and results of operations are based upon the Consolidated Financial Statements, which have been prepared in accordance with IFRS as endorsed by the European Union. The preparation of these financial statements requires management to make estimates and judgments that affect the reported amount of assets, liabilities, revenues and expenses and related disclosures of contingent assets and liabilities. On an ongoing basis, management evaluates its estimates, including those related to revenue recognition, doubtful accounts and long-lived assets. Management bases its estimates on historical experience and on various other assumptions and factors (including expectations of future events) that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the value of such assets and liabilities that are not readily available from other sources. Actual results may differ from these estimates under different assumptions or conditions. We believe that, of our significant accounting policies, the following may involve a higher degree of judgment and complexity:

Accounts receivable credit and collection. We have established criteria for granting credit to customers, which are generally based upon the size of the customer's operations and consideration of relevant financial data. Business generally is conducted with such customers under normal terms with collection expected within sixty days after shipment. At each balance sheet date, all potentially uncollectible accounts are assessed individually for purposes of determining the appropriate allowance for doubtful accounts. The balance of such allowance for doubtful accounts is appropriately adjusted by recording a charge to the consolidated statement of income for the reporting period. Any amount written off with respect to customer account balances is charged against the existing allowance for doubtful accounts. It is our policy not to write off an account until all possible legal action has been exhausted.

Property, plant and equipment. Plant and equipment are stated at cost, net of subsidies provided by the Greek State, less accumulated depreciation and less any accumulated impairment losses. Borrowing costs incurred during the period of construction that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost of the asset using the related borrowing rate. Repairs and maintenance costs are expensed as incurred. Significant improvements are capitalized to the cost of the related asset if such improvements increase the life of the asset, increase its production capacity or improve its efficiency. The cost and related accumulated depreciation of assets retired or sold are removed from the accounts at the time of sale or retirement, and any gain or loss is included in the consolidated statements of income. For statutory reporting purposes, we were obliged to revalue our property, plant and equipment at various dates following the provisions of the respective mandatory tax laws. These revaluations have been reversed in the Consolidated Financial Statements, after giving effect to the related deferred income taxes. The reversal of the net revaluation gains is reflected in the component of equity "net revaluation surplus."

Since December 31, 2008, land, following initial recognition at cost, is measured at fair value less impairment losses recognized after the date of the revaluation. We decided to change our accounting policy for the measurement of land as, based on management's judgment, it will provide more relevant and reliable information about the value of such assets. Additionally, the property market in Greece has been steadily increasing in the years since first acquisition of these assets and management believes that using revalued amounts will impart more accurate information as to the appropriate value that we will receive from this class of assets. Valuations are performed frequently enough to ensure that the fair value of a revalued asset does not differ materially from its carrying amount.

Any revaluation surplus is credited to the assets revaluation reserve included in the "net revaluation reserve" in the equity section of the balance sheet, except to the extent that it reverses a revaluation decrease of the same asset previously recognized in the income statement, in which case the increase is recognized in the income statement. A revaluation deficit is recognized in the income statement, except to the extent that it offsets an existing surplus on the same asset recognized in the asset revaluation reserve.

Upon disposal, any revaluation reserve relating to the particular asset being sold is transferred to retained earnings.

Depreciation rates and useful lives. Our assets are depreciated over their estimated remaining useful lives. These useful lives are periodically reassessed to determine whether the original period continues to be appropriate. The actual lives of these assets can vary depending on a variety of factors such as technological innovation and maintenance programs.

Goodwill. Goodwill on acquisitions is initially measured at cost, being the excess of the cost of the business combination over the acquirer's interest in the net fair value of the identifiable assets and liabilities and contingent liabilities of a subsidiary or associate at the date of acquisition. Goodwill on acquisitions of subsidiaries is reflected separately in the balance sheet. Goodwill is tested annually for impairment and carried at cost less accumulated impairment losses. The annual impairment test requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires us to make estimate of the expected future cash flows from the cash-generating unit and also to choose a suitable discount rate in order to calculate the present value of those cash flows. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Negative goodwill is recognized where the fair value of our interest in the net assets of the acquired entity exceeds the cost of acquisition and is recognized in income immediately.

Impairment of assets. With the exception of goodwill and other intangible assets with indefinite useful life, which are tested for impairment on an annual basis, the carrying values of other non-current assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Whenever the carrying value of an asset exceeds its recoverable amount, an impairment loss is recognized in the consolidated statement of income. The recoverable amount is measured as the higher of net selling price and value in use. Net selling price is the amount obtainable from the sale of an asset in an arm's length transaction between knowledgeable, willing parties, after deducting any direct incremental selling costs, while value in use is the present value of estimated future cash flows expected to arise from continuing use of the asset and from its disposal at the end of its useful life. For the purpose of assessing impairment, assets are grouped at the lowest level for which there are separately identifiable cash flows. Impairment losses which were accounted for in prior years are reserved only when there is sufficient evidence that the assumptions used in determining the recoverable amount have changed. In these circumstances, the related reversal is recognized in income.

Income taxes. Current and deferred income taxes are computed based on the separate financial statements of each of the entities included in the Consolidated Financial Statements, in accordance with the tax rules in force in Luxembourg or other tax jurisdictions in which entities operate. Income tax expense consists of income taxes for the current year based on each entity's profits as adjusted in its tax returns and deferred income taxes, using substantively enacted tax rates as well as provision for additional income taxes which may arise from future tax audits. The final clearance of income taxes may be different from the relevant amounts which are included in the Consolidated Financial Statements. Deferred income taxes are provided using the liability method for all temporary differences arising between the tax base of assets and liabilities and their carrying values for financial reporting purposes. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry-forward of unused tax credits and unused tax losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and level of future taxable profits together with future tax planning strategies. For transactions recognized directly in equity, any related tax effects are also recognized directly in equity. Deferred tax is calculated using substantively enacted tax rates at the balance sheet date.

In accordance with Luxembourg tax regulations, the corporate tax rate applied by companies for fiscal years 2011 and 2012 was 28.80%.

U.S. corporations generally are subject to U.S. federal corporate income tax at a 35% rate. Reduced rates of tax apply to income amounts below specified thresholds, but the benefit of these reduced rates is recaptured at higher levels of income. In addition, corporations doing business in New York State are generally subject to a 6.5% corporate income tax.

Derecognition of financial assets. When we have transferred our rights to receive cash flows from an asset or have entered into a pass-through arrangement, management exercises judgment to determine whether we have neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, and we recognize a new asset to the extent of our continuing involvement in the asset. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that we could be required to repay. Furthermore management engages in making estimates of the value of the guarantee to determine the amount of the continuing involvement.

Significant judgment. The preparation of financial statements in accordance with IFRS requires the use of critical accounting estimates. It also requires management to exercise its judgment in the process of applying the accounting policies which have been adopted. One significant judgment is the selection of presentation and functional currency.

OUR INDUSTRY

The worldwide market for Greek and Greek-style dairy products and, in particular, Greek yogurt has grown rapidly in recent years, largely driven by a growing demand for low-fat and high-protein food products that are perceived to be better for consumers.

We believe that dairy companies active in the non-fat and low-fat categories are well positioned to take advantage of trends in overall dietary habits, such as the gradual change in the perception of yogurt from a condiment to a side dish or stand-alone snack as well as the growing consumer preference for certain yogurt types with a high degree of nutritional and positive health characteristics. We believe that retail sales of Greek and Greek-style yogurt are well-positioned to continue to outperform the overall yogurt market and will likely continue to benefit from an ability to command premium prices.

The U.S. Yogurt Market

The U.S. yogurt market is rapidly growing. Yogurt retail sales in the United States have risen from an estimated $5.2 billion in 2007 to $6.9 billion in 2011 at a compound annual growth rate of 7.6%. In volume terms, yogurt sales in the United States have risen from an estimated 1,578,000 metric tons in 2007 to 1,994,800 metric tons in 2011 at a compound annual growth rate of 5.3%. Per capita consumption of yogurt in the United States is still relatively low at 6.2 kg/year, compared with 9.8kg/year in Greece and 15.4kg/year in Western Europe overall.

The U.S. yogurt market's volume can be analyzed in three relatively distinct categories: flavored, representing approximately 30.0% of the category, fruit, representing 61.0%, and plain, accounting for the remaining 9.0%. Among these categories, the fastest growing is the plain yogurt category, for which retail sales in the United States have risen from an estimated $324 million in 2007 to $619 million in 2011 at a compound annual growth rate of 17.6%. Growth in the plain yogurt category is driven by Greek strained yogurt. We are reported by Euromonitor and IRI to be the leading plain yogurt brand in the United States, accounting for approximately one third of the plain yogurt market.

Our principal competitors in the U.S. yogurt market are General Mills, with its Yoplait products, Groupe Danone, with its Dannon, Stonyfield and Oikos products and Chobani, Inc. Together, General Mills and Groupe Danone account for a joint market share across all product categories that exceeds 54.0% in terms of sales value. Private-label products account for approximately 10.0% of the market in terms of sales value. We are reported by IRI to be the fourth largest market participant in terms of sales value, accounting for approximately a 5.2% share of the yogurt market, all of which is through our *FAGE® Total®* brand. However, due to certain limitations in the availability of data from certain food retailers, our management, based on actual sales volumes, believes that our market share is significantly understated.

The U.K. Yogurt Market

The total U.K. yogurt market was valued at £1.24 billion for the fifty-two weeks ended December 31, 2012. Yogurt household penetration in the United Kingdom is high and increasing, while the market is categorized according to consumers' needs and the latest healthy diet trends. *Total®* yogurt participates in the Greek and Greek-style yogurt category of the U.K. yogurt market. The following table presents the size and growth rates of the U.K. yogurt market by volume and value for the years ended December 31, 2010, 2011 and 2012.

	Volume			Value		
	2010	**2011**	**2012**	**2010**	**2011**	**2012**
		(metric tons)			**(£ thousands)**	
Total Yogurt Market	486,933	494,341	474,275	1,153,611	1,201,963	1,240,458
% annual change		1.5%	(4.1)%		4.2%	3.2%
Category in which we compete:						
Greek and Greek-Style Yogurt	32,320	42,932	54,027	88,612	119,600	164,191
% annual change		32.8%	25.8%		35.0%	37.3%

Figures have been restated to include Muller, Danone and Ocado.

Source: Nielsen Scanning data, December 31, 2012.

Total® is the second largest brand in terms of sales in the Greek and Greek-style category of the U.K. yogurt market, with a 18.8% share of market value. Private label products account for 27.1% of the segment while other major brands in the category are Müller, Rachel's, Yeo Valley, Activia and Oikos. The following table presents the main participants in the U.K. Greek and Greek-style yogurt category, together with their market positions for the year ended December 31, 2012.

	Greek and Greek-Style Yogurt	
	Value Share	Volume Share
FAGE Total®	18.8	11.5
Private Label	27.1	35.6
Yeo Valley Organic	6.7	5.4
Müller	28.9	31.7
Chobani	0.1	0.1
Rachel's Dairy	6.3	4.8
Danone Activia	4.6	3.7
Dannon Oikos	6.1	5.6
Onken Biopot	0.1	0.1

Source: Nielsen Scanning data, December 31, 2012.

The Italian Yogurt Market

The total Italian yogurt market was valued at €1,468 billion for the year ended December 31, 2012. We operate in the plain white yogurt market, which accounts for 11.9% of the total market and consists of two distinct product categories: full-fat, representing approximately 53.9% of the plain white yogurt market; and low-fat, accounting for the remaining 46.1%.

The following table presents the size and growth rates of the Italian yogurt and dairy desserts markets by volume and value for the four years ended December 31, 2012.

	Volume			Value		
	2010	2011	2012	2010	2011	2012
	(metric tons)			(€ thousands)		
Total Yogurt Market	354,501	364,274	362,676	1,420,560	1,474,947	1,467,594
% annual change		2.8%	(0.4)%		3.8%	(0.5)%
Categories in which we compete:						
Full-Fat White Yogurt Market	27,522	29,029	29,644	85,757	91,803	94,522
% annual change		5.4%	2.1%		7.1%	3.0%
Low-Fat White Yogurt Market	18,553	20,356	23,601	59,653	67,649	80,714
% annual change		9.7%	15.9%	—	13.4%	19.3%
Dairy Desserts Market	30,149	28,513	27,138	157,567	147,557	142,980
% annual change		(5.4)%	(4.8)%		(6.5%)	(3.1)%

Source: IRI Scanning data, 2009-2012.

For the year ended December 31, 2012, the Italian yogurt market experienced a decrease of 0.4% in volume and 0.5% in value as compared to the year ended December 31, 2011.

Other market participants in the Italian plain white yogurt market are Danone, Müller, private-label products, and the local participants Cooperative Latteria Vipiteno soc. Agricola and Yomo (a Granarolo s.p.a. company). In the Italian

dairy desserts business, Müller is our primary competitor. The following table presents the main participants in the Italian market, together with their market positions in value terms by product category for the year ended December 31, 2012.

	Low-Fat White Market	Full-Fat White Market
FAGE Total®	#2	#4
	21.8%	7.3%
Danone	#6	NA
	3.7%	
Müller	#4	#1
	11.9%	22.3%
Latteria Vipiteno	#3	#3
	12.0%	12.2%
Yomo + Granarolo	#5	#6
	4.0%	5.3%
Private Labels	#1	#2
	24.3%	20.3%

Source: IRI Scanning data, December 31, 2012.

The Greek Yogurt Market

In Greece, the dairy market consists of five principal product categories: yogurt, dairy desserts, UHT and evaporated milk and milk creams, refrigerated milk (fresh and ESL milk) and cheese. Within these product categories, we focus primarily on the yogurt market, which was valued at approximately € 317.4 million for the twelve months ended November 30, 2012. We hold the leading market position in the yogurt market in Greece. Since 2009, sales volume in the Greek dairy market has been declining, while competitive conditions and the deteriorating macroeconomic environment have reduced the ability of operators to generate value growth comparable to historical levels.

The following table presents the size and growth rates of the Greek yogurt market by volume and value in the three years ended December 31, 2011 and the twelve months ended November 30, 2012.

	Volume			Value		
	2010	2011	Twelve months ended November 30, 2012	2010	2011	Twelve months ended November 30, 2012
	(metric tons)			(€ thousands)		
Yogurt	82,846	77,390	73,037	345,528	341,078	317,374
% annual change		(6.6)%	(5.6)%		(1.3)%	(6.9)%

Source: Nielsen MarketTrack, December 2011-November 2012.

Nielsen survey figures are derived by extrapolation from a sample of an estimated 70% of the Greek market for yogurt.

Yogurt has traditionally been a staple of the Greek diet. In the twelve months ended November 30, 2012, the Greek market for yogurt was approximately 73,037 metric tons in volume (a decrease of approximately 5.6% compared to 2011) and approximately € 317.4 million in value (a decrease of approximately 6.9% compared to 2011). Despite adverse economic conditions, Greece continues to have a high per capita rate of yogurt consumption (9.8 kg/year). In contrast to other countries where yogurt is typically only a dessert or breakfast product, in Greece it is mainly consumed as a stand-alone snack or as part of a meal. In recent years, the yogurt market in Greece experienced decreases in terms of volume with an estimated average annual decrease of approximately 5.6% between 2010 and 2012. Over this same period, the value of the Greek yogurt market is estimated to have decreased by nearly 4.0% annually. The market trend in 2011 of declining value and volume of yogurt sales continued in the twelve months ended November 30, 2012, during which the prolonged economic recession and its negative effects on consumer demand and behavior led to decreases in volume and value of the Greek yogurt market.

The Greek yogurt market is very competitive. Our principal competitor in Greece is Vivartia S.A. (formerly Delta). We also compete with Mevgal S.A. and Agno Dairy Industry S.A., two Northern Greek dairies, Danone and Friesland/Campina. We also compete with a number of other regional and local dairy businesses, as well as some other foreign dairy companies. We and Vivartia are large players in the Greek dairy market with a significant presence across product categories. The large international producers (such as Danone) are generally present only in selected product categories and do not compete across the entire range of dairy products.

The following table presents the main participants in the Greek yogurt market, together with their market positions for the twelve months ended November 30, 2012.

	Yogurt
FAGE	#1
	21.6%
Vivartia	#3
	14.8%
Friesland/Campina	#7
	6.1%
Mevgal	#6
	6.4%
Danone	#8
	5.9%
Olympos	#5
	8.6%
Kri-Kri	#4
	9.9%
Private Label	#2
	15.0%
	88.3%

Source: Nielsen MarketTrack, annualized figures for all bi-monthly periods within the twelve months ended November 30, 2012.

BUSINESS

Overview

We are a leading international dairy company with a focus on yogurt. We have a significant and growing presence in the U.S. yogurt market, growing international sales outside of the United States, and the leading market position in the Greek yogurt market. We have grown from our origins in Greece in 1926 to become an international company with sales in 35 countries. We manufacture, distribute and sell a wide range of dairy products, including yogurt and dairy desserts, milk and milk creams, and modern packaged cheese. For the year ended December 31, 2012, approximately 57.1% of our sales and 71.3% of our EBITDA were generated in the United States and 42.9% of our sales and 28.7% of our EBITDA were generated in Europe.

We market our yogurt worldwide under the *FAGE® Total®* brand. We believe that this highly recognized brand conveys an image of superior taste and quality and enables us to enter new markets, expand our business in existing markets and bring new products to market. In the United States, our yogurt is the fourth largest yogurt brand overall in terms of sales and our plain yogurt is the leading plain yogurt in the U.S. market. In Greece, we complement our leading market share in yogurt with a broad range of other dairy product lines.

The products that we manufacture are produced in our state-of-the-art, highly automated facilities. Our U.S. facility, located in Johnstown, New York, which started commercial production in April 2008 and is the largest of our facilities in terms of production capacity, manufactures yogurt products for the U.S. market and the rest of the Americas. We have three facilities in Greece that serve all of our markets outside of the Americas and have the capacity to expand their production to accommodate expected increases in demand in the United Kingdom, Italy, Germany and other international markets. We have our own distribution units in the United Kingdom, Italy and Germany and a comprehensive distribution network in Greece.

We distribute our products to approximately 280 supermarket chains, with approximately 75,000 retail outlets in 35 countries, primarily in the United States and throughout Europe. We also sell our products to bakeries, confectionaries, dairy stores and other smaller, sometimes seasonal, convenience stores. Our total number of full-time employees as of December 31, 2012 was approximately 1,018.

For the year ended December 31, 2012, we had sales of $550.1 million and EBITDA of $88.0 million. Sales and EBITDA for the year ended December 31, 2011 amounted to $539.2 million and $65.6 million, respectively.

Competitive Strengths

We believe that our position as one of the leading dairy companies in the markets in which we compete can be attributed to, and will continue to be supported by, a number of competitive strengths, which include the following:

Strong Trademark and Brand Image. We believe the *FAGE® Total®* trademark conveys an image of superior taste and quality that has allowed us to reinforce and expand our leading positions in the yogurt market in the United States, Greece and other international markets. We believe that we pioneered the Greek yogurt market and our brand has been instrumental in changing consumer preferences and driving the rapid growth of this market internationally. We have been recognized in a 2009 survey by BrandSpark International for the quality of our products as part of a consumer survey involving over 50,000 U.S. and 25,000 Canadian shoppers. *FAGE® Total 0%* yogurt received the fifth highest score for products sold in the United States (and the highest score for a food product) in a survey by a leading marketing and brand research company. This survey of consumers for over 180 brands, ranging from food to health and beauty to household care products, measured a brand's power to generate referrals to friends and family. In a large corporate image survey conducted in Greece by Centrum in May 2010, we were ranked the most respected company by consumers among all companies in all sectors of the Greek market.

Distinctive Products of Superior Quality. We believe that our products are recognized by consumers for their superior quality and taste. This reputation for product quality has been built during our 87-year history through advanced technical expertise and significant investment in sophisticated production facilities. We offer some of the most distinctively Greek yogurt products. In the yogurt market, we believe that our traditional strained yogurt, produced using our own proprietary recipe and process, has a fuller, richer taste and a thicker texture than that of other yogurts sold in the United States and Europe. We believe that our superior product quality and distinctive product offering provide growth opportunities in international markets, where our strained yogurt offers a superior culinary experience, and underpin our leading position in Greece as Greek consumers typically prefer authentic Greek dairy products.

Leading Market Positions in the United States and Greece and Rapidly Growing International Presence. In the United States, a market with significant opportunity given its large size, relatively low capital consumption and high growth potential, our yogurt is the fourth largest yogurt brand overall in terms of sales. We believe that the popularity of our plain yogurt product lines will enable us to continue to increase our sales in the United States in light of the fact that plain yogurt

is a relatively small but growing segment of the overall U.S. yogurt market. In Greece, according to recent market share data provided by Nielsen and management estimates, we have the leading market position in yogurt. Our sales also are growing rapidly in key European countries such as the United Kingdom, Italy and Germany.

State-of-the-Art Production Facilities and Processes. Between January 1, 2008 and December 31, 2012, we invested approximately $123.8 million in building our state-of-the-art, highly automated production facility in the United States, which started commercial production in April 2008. We also have invested approximately $34.3 million in upgrading and modernizing our facilities in Greece. Our U.S. facility currently has capacity to produce approximately 85,000 tons of yogurt annually and we plan to expand our production capacity. The expansion is expected to begin early in 2013 and is expected to be completed by the end of the first quarter of 2014. Following this expansion, U.S. production capacity ultimately will reach a total of approximately 160,000 tons of yogurt annually, which will enable us to meet the growing demand for our products and further optimize our production costs. Our Greek facilities currently export more than half of the yogurt and dairy desserts that they produce and have the capacity to expand their production to accommodate expected increases in demand in the United Kingdom, Italy, Germany and other international markets. Our capital expenditure and investment program as well as our active management of our entire manufacturing footprint have allowed us to benefit from higher productivity, lower production costs and improved operating efficiencies, as increased automation and greater capacity utilization have lowered our per unit production costs. We have been recognized for the strength of our manufacturing practices by Silliker, Inc., an international network of food safety testing and consulting laboratories. We believe that our production processes afford us a competitive advantage as they enable us to produce distinctive products of the highest quality. We protect our manufacturing knowhow vigorously and invest extensively in our people to ensure that they follow the highest standards of production.

Strength of Management. We are owned and strategically led by the Filippou family, which has been active in the dairy industry for the past 87 years. The Filippou family has successfully introduced several innovative trends in the dairy industry, particularly over the last 30 years. For example, the Filippou family developed the packaged yogurt, one of the most profitable product groups in the Greek dairy market, as well as innovative ESL milk products, the fastest-growing product category in the Greek milk market. Our present management team has made strategic decisions to support and strengthen our competitive position and profitability, and has demonstrated leadership in expanding the FAGE Group from its origins in Greece to international markets, particularly the United States, the United Kingdom, Italy and Germany. Our strong corporate culture and loyal shareholders, management and employees have enabled us to successfully weather significant macroeconomic challenges and to continue to expand our business over our nearly nine-decade history.

Business Strategy

Our general strategy is to reinforce and expand our leading market positions through continued investment, innovation and promotion, further develop our international operations and penetrate new and expand existing international markets.

Grow Our Business and Expand Our Production Capacity in the United States. Since we introduced our *FAGE® Total®* product line in the United States in 1998, consumers have responded very favorably to this authentic Greek yogurt and sales have grown considerably. Our sales volume in the United States has grown from 8,900 tons in 2007 to over 60,000 tons in 2012. Based on our experience with yogurt sales in the United States in the past 14 years, management believes there is significant growth potential for our yogurt products in the U.S. market. Our cumulative investment in our state-of-the-art, highly automated production facility in the United States, which started commercial production in April 2008, amounted to $194.7 million as of December 31, 2012. We believe that our U.S. plant's production capability and standards are among the highest in the dairy industry both from a technological as well as an efficiency point of view. Our U.S. facility currently has the capacity to produce over 85,000 tons of yogurt annually. To meet increasing U.S. demand, we are further expanding production capacity at our Johnstown, New York facility. The expansion will utilize existing milk receiving, pasteurizing, processing and cold storage warehouse operations and add incubation, separator, processing, filling, packaging and cooling tunnel operations. The expansion is expected to begin early in 2013 and is expected to be completed by the end of the first quarter of 2014. Following this expansion, our U.S. production capacity ultimately will reach a total of approximately 160,000 tons of yogurt annually. The estimated capital investment for the project will be approximately $100.0 million and will be financed primarily with proceeds from the issuance of the Additional Senior Notes. We intend to continue to make the investments necessary for us to capitalize on growing U.S. demand for our products.

Grow in International Markets. We plan to continue to grow in attractive international markets. We own our distribution units in the United Kingdom, Germany and Italy and we plan to continue making investments to streamline the production and distribution of our products internationally. We intend to continue to actively pursue opportunities to introduce our products to new geographical areas.

Develop, Launch and Promote New and Innovative Product Lines. Our product development effort will be focused on further extending our product offerings in the yogurt market by introducing new, higher-margin yogurt products and launching new fruit yogurt products. For example, in September 2011 in Italy we launched *Fruyo®*, a fruit yogurt made from our low-fat strained yogurt with large fruit pieces and no preservatives or colorings, responding to consumer demand

for tastier and thicker fruit yogurt. We launched *Fruyo*® in the U.S. market in the first quarter of 2013.

Further Improve Efficiency and Profitability. Our management is committed to improving the efficiency of our production and distribution processes in order to enhance our profitability. Through our U.S. facility, we have significantly enhanced the profitability of our U.S. operations. We have achieved significant savings by re-engineering our Greek production facilities and by consolidating our raw milk supply chain and rationalizing our product mix. We have also enhanced efficiency by negotiating more favorable terms with our suppliers, reducing other costs of sales and eliminating lower-margin products from our product portfolio. As part of this effort, we have ceased the production and distribution of certain of our smaller product lines in favor of higher-margin products with broader appeal in a wider range of markets. We plan to further develop and promote higher-margin products.

Pursue Profitable and Cash-Generative Opportunities in Greece. In Greece, we will seek to maintain our leadership position in yogurt by continuing our intensive promotional plans, communicating the value of our brands and the superior attributes of our products to enhance brand image and strengthening our relationship with consumers through advertising, event sponsorships and other activities. We intend to capitalize on lower labor costs, excess capacity and the highly trained personnel at our production facilities in Greece to meet anticipated increases in demand in other European countries and to continue to expand exports of our products from Greece to existing and new international markets.

Company History

We are owned and strategically led by the Filippou family, which has been involved with the Greek dairy industry for the past 87 years. Today, third-generation members of the Filippou family run and manage our operations and lead our expansion in international markets. The FAGE Group is the successor to a business founded in 1926 by the establishment of the first dairy shop in Athens by the family of Mr. Athanassios Filippou, the grandfather of today's Chief Executive Officer and Chairman. In 1954, Mr. Ioannis Filippou, son of Mr. Athanassios Filippou, entered the family business and helped to create the first wholesale distribution network for yogurt. By 1964, the first yogurt and pastry production facility in Galatsi, Athens was founded by the two sons of Mr. Athanassios Filippou, Messrs. Ioannis and Kyriakos Filippou. In 1975, the yogurt plant was relocated from Galatsi to the property that we own at Metamorfossi in Attica, where our largest production facility in Greece remains to this day.

During the period from our inception until the mid-1970s, we were involved primarily in the small-scale production and distribution of traditional Greek yogurt. Until that time, retail outlets typically sold yogurt as a commodity product in bulk quantities, and the consumer often was unaware of the manufacturer. In 1975, we were the first company to introduce branded yogurt products into the Greek market. These products, which carried the *FAGE*® trademark, were sold in smaller, sealed tubs and presented in attractively designed packaging. Over the last three decades, branded yogurt products have steadily replaced the traditional bulk varieties, transforming the Greek yogurt industry into a predominantly branded market.

Our commercial success in selling yogurt and the positive image of the *FAGE*® trademark have enabled us to diversify into other product areas of the dairy industry. In 1991, we entered the cheese market with what is now the leading packaged cheese brand *Trikalino*®, which is produced in our cheese plant in Trikala. In 1997 we entered the ESL milk market in Greece. In November 1995, we launched our yogurt for children, under the brand name *Junior*®, which is the leader in the children's yogurt category of the market. In May 2003, we launched a new ESL milk, *GALA 10*, which is produced in a new modern plant in Amyntaio. We attribute our profitable growth in part to our success in entering new businesses and our ability to adapt to changing market conditions by targeting higher-margin businesses and exiting less-profitable product lines. We believe that success in our markets depends on consistently engaging consumers with new products and improvements to existing products, and we have continuously launched new products to meet changing consumer tastes. In 2009, we introduced *Total 2%* split cup yogurt, *Velvet* yogurt, *Nouvelle* cream and the first yogurt mousse under the *Sensia* brand name to our range of products. In 2011, we launched *Fruyo*®, a low-fat strained yogurt with fruit pieces blended in that is available in seven fruit flavors.

From our roots as a local Athens dairy producer, we have expanded throughout Greece as well as internationally. We began exporting yogurt to the United Kingdom and Italy in 1983 and to the United States in 1998. We enjoy a growing market presence in the United States and key European countries such as the United Kingdom, Italy, Germany and Cyprus.

In June 2000, FAGE USA Holdings, Inc. (formerly FAGE USA, Corp.) was incorporated as a wholly owned subsidiary of FAGE Greece, which was then the parent company of the FAGE Group, to import, distribute and promote *FAGE*® *Total* in the U.S. market. After only four years of sales in the United States and with sales of 2,146 tons of imported yogurt in 2004, we saw significant growth potential for our yogurt products in the U.S. market. In late 2004, we decided to invest in new manufacturing capacity in the United States in order to meet current and future demand and increase the profitability of our U.S. sales through the elimination of transportation costs and import duties. In February 2005, we established FAGE USA Dairy Industry, Inc., a wholly owned subsidiary of FAGE USA Holdings, Inc., to build and operate a state-of-the-art yogurt manufacturing facility in Johnstown, New York. Our initial plan was to invest $33.0 million, to build a facility with an annual capacity of 6,000 tons. While we were designing and constructing the new facility, U.S. sales

growth and customer feedback were so strong that our management team instructed our engineers to increase the facility's capacity, first to 12,000 tons and then gradually to its current capacity of over 85,000 tons. The facility started commercial production in April 2008. Since June 2008, all of the yogurt that we sell in the United States has been produced at our manufacturing facility in Johnstown, New York.

On October 1, 2012, we completed an internal restructuring designed to enhance the efficiency of our corporate structure and to better reflect the increasingly international nature of our business. As a result of the restructuring, FAGE International, which was incorporated on September 25, 2012 and is beneficially owned and controlled by Messrs. Ioannis and Kyriakos Filippou, is the parent company for all of our subsidiaries. Our operations in Greece are conducted through our Greek subsidiary, FAGE Greece (our former parent company). Our operations outside of Greece currently are conducted through our newly formed Luxembourg subsidiary, FAGE Luxembourg.

Products

We have an extensive range of products with a focus on innovation. Our product lines include 115 products marketed under 30 individual brand names. These products include a wide variety of yogurt, modern packaged cheeses, ESL milk, UHT milk and milk creams, and dairy desserts. Our dairy products are marketed under the *FAGE®* trademark, with brand names such as *Total®, Ageladitsa®*, *Fruyo®, Junior®, Velvet®* and *Glykokoutalies FAGE®* in desserts and *Regato FAGE®, Junior®, Trikalino, Flair®* and *Gouda FAGE®* in cheese. Milk creams are marketed under the *FAGE®* trademark. ESL Milk is marketed under the *Farma, GALA 10* and *ABC®* trademarks. Chocolate milk is marketed under the brand names *N'JOY®* and *Junior®*. We also distribute fresh fruit juices produced by European Milk and Flour Industry S.A. ("Evga"). Members of the Filippou family own Evga. See "Related Party Transactions."

We believe that Greek yogurt has a fuller, richer taste and a thicker texture than that of other yogurt sold in the United States and other parts of Europe. These distinctive characteristics have developed through the use of different ingredients and production processes. Our yogurts are made according to our family recipe using our proprietary production methods. To make our strained yogurt, we pasteurize the milk and add our own yogurt culture for a slow fermentation process. The yogurt culture is produced at our plant and helps to create the distinctive *FAGE® Total* yogurt flavor. The yogurt then undergoes our proprietary straining process, which removes the watery whey and gives our yogurt its thick, creamy texture. Approximately four pounds of milk are needed to make one pound of *FAGE® Total* strained yogurt.

Our yogurt products include: strained and set Greek yogurts made from fresh milk, cream and yogurt culture; low-fat and fat-free yogurt made using skimmed milk; yogurts with honey, strawberries and other fruits; and yogurts flavored or mixed with fruit juice, fruit pieces, fruit preserves, cereals and other ingredients. We were the first to offer products in the enriched food and children's yogurt sectors.

Our five major yogurt brands are *Total®, Ageladitsa®, Fruyo®, Velvet®* and *Junior®*. The *Total®* line is a strained yogurt made from cow's milk or skimmed cow's milk and is produced in six variations: *Total®* (classic, 10% fat), *Total® 5%, Total® 2%* (low fat), *Total® 0%* (fat-free), *Total® split-cup* and *Total® 2% split-cup* with sweet fruit preserves and honey. *Ageladitsa®* is a set yogurt made from cow's milk and is produced in three variants: *Ageladitsa®* (classic, 4% fat), *Ageladitsa® 2%* (low-fat) and *Ageladitsa® 0%* (fat-free). *Fruyo®* is a fruit yogurt launched in 2011 that replaced the brand *Siloue®,* responding to consumer desires for a tastier and thicker fruit yogurt. *Junior®* is the leading brand in yogurt products specifically designed for children. We also produce strained yogurt made from cow's milk that is sold in one kilogram containers under the *Family FAGE®* name. In the bulk business, we produce strained yogurt in five and ten kilogram containers.

In February 2008, the new brand *Velvet®*, a stirred cow's milk yogurt, was launched to capitalize on a new trend towards creamy texture yogurts. In September 2008, we launched a new range of strained yogurts, *Total® 2% with fruits or honey,* in an innovative "split-cup" packaging (with the fruit or honey in a separate compartment of the packaging, to be mixed only at the time of consumption), which we believe preserves all the taste and flavor of the ingredients.

In February 2009, we extended the *Total® 2%* split cup in two new flavors, apple-quince and fig. We also launched a new product line, *Sensia Mousse®*, in four flavors, which is a yogurt with mousse texture and small fruit pieces. We launched two new products under the brand *Family®*, which is a yogurt in packaging of 1 kilogram made from cow's milk in 2% and 8% fat, plain and with fruit. In September 2009, we launched a new product in the Italian market called *Dolce Bianco®*, which is stirred yogurt with sugar from grapes.

In 2010 and 2011, we introduced new successful flavors, such as blueberry and pomegranate-blackberry, in our *Total* split-cup product range. In May 2011, we launched a new TV and social media advertising campaign for *Ageladitsa*, aiming to revitalize and modernize what is one of the most renowned yogurt brands in the Greek market. This campaign resulted in a strong turnaround in sales for the brand and substantial rejuvenation of the brand's image.

Sales and Marketing

We seek to increase sales to our customer base, which primarily consists of food retailers, by promoting consumer loyalty to products carrying the *FAGE*® and *Total* brands and our other brand lines. We believe that consumer loyalty and product preference are the main drivers of our sales, and that retailers stock our goods in response to consumer demand for such products. We support our brands and products by engaging in integrated marketing and communication programs designed to further strengthen the position and value of our brands. The largest part of our advertising expenditure is for TV advertising and we also invest in print, cinema and radio advertising. Beginning in 2011, we have engaged in Internet social media activities for certain of our brands. Trade marketing activities, undertaken in cooperation with supermarkets and other retailers, typically target higher-volume sales and consist of competitions, gifts or price reductions. Consumer promotional activities include our major brands and newly introduced products. Other promotional activities include prominent in-store displays, marketing activities with key accounts and direct mail.

We strive to enhance our long-term relationships with our food retailers by offering greater product variety, better service and more value than our competitors offer. In addition, we employ key account managers to drive our sales and sales account representatives responsible for ensuring the broad distribution and sale of our products through retail outlets.

To promote international sales of our yogurt products, we rely on 37 independent sales representatives and distributors in 26 countries. *FAGE*® yogurt is marketed as authentic Greek dairy product that is of superior taste and quality.

Customers

We distribute our products to approximately 280 supermarket chains, with approximately 75,000 retail outlets in 35 countries, primarily in the United States and throughout Europe. We also sell our products to bakeries, confectionaries, dairy stores and other smaller, sometimes seasonal, convenience stores. No one customer accounted for more than 10% of our sales in 2012. We believe that the wide availability of our products enhances our strong brand image, which further assists in maintaining consumer demand for *FAGE*® products.

Distribution

We distribute our products to the U.S. market from our U.S. production facility through regional grocery distributors directly to regional and national grocery store chains and warehouse chains and indirectly to independent and local stores. Deliveries are arranged with common carriers.

We distribute our products to the Greek market through an extensive and well-organized distribution network using our own vehicles as well as vehicles owned by our distributors and third-party transport service providers.

We distribute our products to other international markets through our own distribution units in the United Kingdom, Italy and Germany and through 37 sales representatives and distributors in 26 countries. Products sold to our customers outside of the Americas are shipped from Greece and delivered to approximately 20,000 retail outlets in the countries of destination.

Suppliers and Raw Materials

The principal raw materials used in our fresh dairy products are fresh cow's milk, semi-processed cow and ewe-goat milk cheese mass (baski), low-fat condensed milk, milk cream, and the fruit and other ingredients that are included in certain of our yogurt products. Raw materials are purchased from multiple suppliers in the United States, Greece and other parts of the European Union, and we are not dependent on any single supplier. We also purchase non-food materials, such as plastic and other packaging, from multiple suppliers.

We select our suppliers based on an assessment of their quality, punctuality in delivery, stability and ongoing cooperation. While we do not have any long-term written supply contracts, we have not experienced any significant problems in supplying our operations. Management believes that our sources of raw materials are adequate for our anticipated needs.

Governmental Regulation

FAGE USA and our operations in the United States are subject to regulation by the U.S. Food and Drug Administration, the U.S. Department of Agriculture and the U.S. Federal Trade Commission under applicable laws relating to the use, manufacture, packaging, registration, licensing, labeling, distribution, storage, marketing, development, processing, advertising, transportation or sale of its food products (including the U.S. Federal Food, Drug and Cosmetic Act, as amended, the Agricultural Marketing Act of 1946, as amended, the Public Health Security and Bioterrorism Preparedness and Response Act of 2002, the Food Allergen Labeling and Consumer Protection Act of 2004, the U.S. Federal Trade

Commission Act, the Organic Food Productions Act of 1990, the Sanitary Food Transportation Act, the Nutrition Labeling and Education Act of 1990, the Fair Packaging and Labeling Act, the FDA Food Safety Modernization Act and, in each case, the rules, regulations and guidelines promulgated thereunder), as well as laws and regulations administered and enforced by the New York State Department of Agriculture and Markets.

Luxembourg and Greece are members of the European Union, and as a result we are subject to certain regulations adopted by the European Union.

Economic and Monetary Union. Pursuant to the Treaty for the European Union, Member States must formulate their economic policies in light of general guidelines issued by the European Council (the "Council"). The Council reviews the economic policies of the Member States and may issue recommendations.

Health and Safety Regulations. Pursuant to European Union directives, the Greek government has implemented regulations respecting the production, packaging, labeling, storage and transportation of milk and dairy products. In accordance with such regulations, among other required steps, we have implemented the HAACP Standard, a systematic approach to the recognition and control of potential hazards in the production process.

Environmental Matters

Our business operations and ownership and operation of real property are subject to a broad range of environmental laws and regulations in each of the jurisdictions in which we operate, including Greek, European Union, and U.S. federal and state laws and regulations. These laws and regulations impose increasingly stringent environmental protection standards on us and affect air emissions, wastewater discharges, the use and handling of hazardous materials, noise levels, waste disposal practice and environmental clean-up, among other things. In addition, new laws and regulations, stricter enforcement of existing laws and regulations, the discovery of previously unknown contamination at our or other sites or the imposition of new cleanup requirements could require us to incur future costs that would have a negative effect on our results of operations or cash flow. Environmental laws can impose cleanup liability on owners or occupiers of a contaminated property even if they did not cause the contamination, and our properties have not been investigated for the presence of soil or groundwater contamination.

We believe that we are in substantial compliance with environmental laws and regulations and that currently we have no liabilities under environmental requirements that we would expect to have a material adverse effect on our business, results of operations or financial condition.

Employees

Our total number of full-time employees as of December 31, 2012 was approximately 1,018. We promote the recruitment, development and retention of well qualified managers and employees. U.S., Greek, U.K. and Italian legislation provides for mandatory minimum wage levels for our employees. Pursuant to our agreement with the union representing our Greek employees, we typically pay our employees more than the legislation requires and provide certain additional employee benefits. We believe that our relationship with our employees is good and we have not experienced any work stoppages due to labor unrest in the last five years. The following table sets forth a breakdown of employees by main category of activity:

	Number of Employees
Production process	621
General and administrative	116
Selling and distribution	281
	1,018

Research and Development

We place significant emphasis on our research and development activities. Our Quality Assurance and Research and Development ("QARD") division is staffed by 44 employees who work in six laboratories in four different locations, with our main QARD facility located at our Athens plant. Most of our QARD employees have many years of experience in the dairy sector and some have advanced degrees. The QARD director reports directly to our Chief Executive Officer.

Our QARD activities include development of new products as well as regular review of product quality, safety parameters and legal compliance for existing products. Over the last five years, we have developed approximately 98 new product variants of yogurt, cheese, milk, milk creams and dairy desserts. Based on our experience, we expect to be able to

develop approximately 20 new products per year. We continuously research new ingredients and alternative sources of supplies to improve the quality of our products and manage our costs. Our QARD division also develops and implements food safety programs for our production lines in accordance with ISO 20000 safety standards, and it was instrumental in the extension of our production technology for *FAGE® Total* strained yogurt to our U.S. production facility.

Trademarks and Patents

All of our products are marketed under registered trademarks. We consider our *FAGE®* trademark, as well as our other major product brands, to be important competitive advantages and material to our business. We actively take steps to protect our intellectual property rights when and where we deem appropriate. Trademarks are registered in the United States, Greece and certain other European countries.

Properties

The following table sets forth our principal owned properties:

Location	Approximate Building Area (in square meters)
Metamorfossi, Athens (Yogurt Facility)	52,729
Johnstown Industrial Park, Johnstown, New York, U.S.A. (Yogurt Facility)	20,777
Amyntaio (Milk and Milk Creams Facility)	15,732
Trikala (Cheese Facility)	4,095
Thessaloniki (Distribution Facility)	3,352

Our main Greek facility in Metamorfossi, Athens, houses our principal yogurt production facilities. As of December 31, 2012, we also leased 11 properties, of which five are in Greece, one is in the United States, two are in the United Kingdom, one is in Italy, one is in Luxembourg and one is in Germany. These leased properties consist primarily of warehouses and office space. Most of the commercial leases will expire between 2013 and 2020, subject to Greek statutory provisions that enable commercial and industrial tenants to extend the contractual term of a lease for a period of 6 to 12 years in total.

Legal Proceedings

Between 1998 and 2006, we filed applications with the United States Patent and Trademark Office to register the FAGE TOTAL word mark and label designs for Greek strained yogurt and tzatziki. In 2000 and 2008, General Mills, Inc. ("General Mills") filed oppositions to these applications on the grounds that the mark FAGE TOTAL for yogurt and tzatziki is likely to cause confusion with General Mills' trademark TOTAL for wheat flakes and ready-to-eat cereal. On September 14, 2011, the Trademark Trial and Appeal Board (the "TTAB") held that there is a likelihood of confusion between General Mills' TOTAL mark for cereal and the FAGE TOTAL mark for yogurt, but also found that there was no evidence of confusion during thirteen (13) years of simultaneous use in the marketplace. However, the TTAB held that no likelihood of confusion existed between General Mills' TOTAL mark for cereal and the FAGE TOTAL mark for tzatziki and dismissed General Mills' opposition to our application to register its FAGE TOTAL mark for tzatziki.

On September 16, 2011, General Mills and General Mills IP Holdings II, LLC (collectively the "General Mills Claimants") commenced a lawsuit against us in the United States District Court for the District of Minnesota (the "Minnesota Litigation") claiming that our use of FAGE TOTAL for yogurt infringes General Mills' TOTAL mark for cereal and constitutes unfair competition under the Lanham Act (15 U.S.C. § 1051, et seq.), Minnesota statutes and common law, and seeking an injunction prohibiting our use of the FAGE TOTAL mark for yogurt and other dairy products, as well as damages, disgorgement of profits, treble damages and attorney's fees. On September 30, 2011, we commenced a lawsuit against the General Mills Claimants in the United States District court for the Northern District of New York (the "New York Litigation"), seeking: (a) an appeal of the TTAB decision refusing to register the FAGE TOTAL mark for yogurt pursuant to 15 U.S.C. § 1071(b); and (b) a declaration that our use of FAGE TOTAL for yogurt and other dairy products does not infringe General Mills' TOTAL mark for wheat flake cereal. In January 2012, the General Mills Claimants filed a cancellation action with the TTAB seeking cancellation of our incontestable registration for FAGE TOTAL and design for Feta cheese.

On June 4, 2012, the parties filed a joint motion to transfer the Minnesota litigation to New York. The Minnesota court ordered the transfer on June 4, 2012. On June 21, 2012, the New York court entered an order approving the parties' Stipulation to Consolidate the Minnesota litigation with the New York litigation under Civil Action No. 6:11-cv-11774. On July 23, 2012, General Mills applied for leave to file a Second Amended Complaint to add claims under New York State statutes and common law that are similar to claims under Minnesota State statutes and common law that it asserted in the First Amended Complaint. General Mills' application for leave to file a Second Amended Complaint was granted and we have denied the essential elements of General Mills' amended claims. On November 13, 2012, General Mills filed a

Stipulation with the court withdrawing its claim for actual damages measured by General Mills' lost sales. General Mills continues to seek monetary remedies under a reasonable royalty theory and disgorgement of profits. General Mills withdrew its Third Claim for Relief for Federal Dilution under 15 U.S.C. § 1152(c), its Sixth Claim for Relief for Minnesota State Law Dilution and its Eighth Claim for Relief under N.Y. Gen. Bus. Law § 360-1. A trial on this matter is scheduled to begin on June 17, 2013.

We believe we have meritorious defenses to the claims asserted against it by General Mills now pending in the U.S. District Court for the Northern District of New York and intend to defend ourselves vigorously. There are no claims for monetary damages asserted against us in the cancellation action described above. In connection with the foregoing, our management does not believe that the ultimate outcome of the pending actions described above is reasonably likely to have a material adverse effect on our consolidated financial condition or results of operations.

On September 25, 2012, FAGE UK Limited and FAGE Greece sued Chobani UK Limited and Chobani, Inc. of the USA (collectively "Chobani") for extended passing off in the Chancery Division of the English High Court. The claim related to the Defendants' launch of a range of "Greek Yoghurt" products in the United Kingdom which were made in the USA. The FAGE companies applied for an interim injunction.

On October 17, 2012, Chobani served a defense and counterclaim. The latter alleged that we committed a trade libel by making some statements about the Chobani "Greek Yoghurt" products in a letter of September 14, 2012 to the Camden Trading Standards Office in London. On October 22, 2012, we served a reply and defense to the counterclaim and strenuously denied the allegations of trade libel.

The application for an interim injunction was heard on October 31, 2012 in London. On November 8, 2012, Mr. Justice Briggs granted our application and ordered that, on the Defendants' undertaking to the Court from December 1, 2012 not to advertise, offer for sale, sell or supply any yoghurt product described as "Greek Yogurt" or "Greek Yoghurt" which has not been made in Greece, and that an expedited trial should start on or soon after February 18, 2013.

The trial was held from February 19 to February 27, 2013. The Judge handed down his judgment on March 26, 2013. In it, he upheld our rights in extended passing off for "Greek Yoghurt" and held that our claim to restrain Chobani from passing-off its American-made yoghurt in the UK with the description "Greek Yoghurt" had succeeded, and granted a permanent injunction to that effect. Chobani's counterclaim in trade libel was dismissed. The Judge ordered that Chobani should pay our legal costs of the proceedings and make a substantial payment on account. Permission to appeal was refused; so if Chobani want to take the case further they will have to apply for permission to the Court of Appeal itself.

On January 30 2013, we issued extended passing-off proceedings against Danone Limited for launching its new Danio "Greek Yoghurt" products in the UK, made in Poland. We were granted an ex parte injunction on January 30, 2013, and this injunction was maintained inter partes on February 6, 2013. Danone's (extended) period to serve a defense expires on April 15, 2013.

We are involved in various other legal proceedings incidental to the conduct of our business. Management does not believe that the outcome of any of these other legal proceedings will have a material adverse effect on our financial condition or results of operations. We maintain product liability insurance that we believe is adequate at the present time in light of our prior experience.

MANAGEMENT

The following table identifies each of the directors and executive officers of FAGE International. Directors are elected for a term of six years or until their successors are elected and qualified. The address of each director and executive officer of FAGE International is 5 Rue du Kiem, L-1857, Luxembourg.

Name	Age	Position
Athanassios-Kyros Filippou	44	Chairman of the Board
Athanassios Filippou	47	Vice Chairman and Chief Executive Officer
Christos Koloventzos	58	Chief Financial Officer and Director
Robert Shea	51	Financial Controller and Director
Ioannis Ravanis	45	Director
David Freedman	58	Director

Mr. Athanassios-Kyros Filippou has been the Chairman of the Board of Directors of FAGE International since its inception in September 2012. He is the Chairman of the Board of Directors of FAGE USA and since December 20, 2012, the Vice Chairman and Chief Executive Officer of FAGE Greece. He has served as the Vice Chairman and Chief Executive Officer of Evga from 2003 to 2007, its first Vice Chairman and Chief Executive Officer from 2007 to 2010, its Vice Chairman from October 2010 to February 2011 and its Chairman since February 2011, the Vice Chairman of Mornos S.A. ("Mornos") from 2005 to 2009 and its first Vice Chairman and Chief Executive Officer from 2009 to 2011 and its Chairman and Chief Executive Officer since January 9, 2013, a director of Palace S.A. ("Palace") and its Vice Chairman from 2004 to 2011 and its Chairman and Chief Executive Officer since 2011, a director of Agan S.A. since 2000, its Chief Executive Officer since 2007 and its Chairman and Chief Executive Officer since June 2012 and a director of Dafnos S.A. since 2007 and its Vice Chairman since July 2011. He is the son of Mr. Kyriakos Filippou. See "Ownership of Share Capital" and "Related Party Transactions."

Mr. Athanassios Filippou has been Vice Chairman and Chief Executive Officer of FAGE International since its inception in September 2012. He is the Vice Chairman and Chief Executive Officer of FAGE USA. He is the son of Mr. Ioannis Filippou. See "Ownership of Share Capital" and "Related Party Transactions."

Mr. Christos Koloventzos has been Chief Financial Officer and a Director of FAGE International since its inception in September 2012. He is also the Chief Financial and Administrative Officer and a Director of FAGE Greece and the Treasurer of FAGE USA. Previously he was the Group Financial and Administrative Director of Bingo S.A., a wafer and chocolate manufacturer, from 1990 to 1995, and Financial Controller of Phosphoric Fertilizer Industry (PFI) from 1984 to 1990.

Mr. Robert Shea has been the Financial Controller and a Director of FAGE International since its inception in September 2012. He is also the Secretary and Chief Financial Officer of FAGE USA. Previously, he held the position of Financial Controller of FAGE USA since May 2008. He was an Associate V.P. of Sanofi-Aventis Pharmaceuticals, Inc. and held various other positions within Sanofi and its predecessor companies since 1992.

Mr. Ioannis Ravanis has been a Director of FAGE International since its inception in September 2012. He is also the Executive Vice President, Manufacturing and Operations of FAGE USA. He has been with the FAGE Group for his entire career, holding various positions of increasing responsibility. He moved to the United States in 2006 to oversee construction of our U.S. manufacturing facility.

Mr. David Freedman has been a Director of FAGE International since its inception in September 2012. He also has been the Vice President of Sales of FAGE USA since July 2009. Previously, he held the position of Sales Director for the Energizer Holdings Inc. division of the Energizer Personal Care Company. Mr. Freedman has over 20 years of U.S. sales management experience.

The following table identifies each of the directors and executive officers of FAGE USA. Directors hold office until the next annual meeting of stockholders of FAGE USA and until their successors are elected and qualified. Officers hold office until their successors are elected and qualified. The address of each director and executive officer of FAGE USA is 1 Opportunity Drive, Johnstown Industrial Park, Johnstown, New York 12095, U.S.A.

Name	Age	Position
Athanassios-Kyros Filippou	44	Chairman
Athanassios Filippou	47	Vice Chairman and Chief Executive Officer and a Director
Ioannis Ravanis	45	Executive Vice President, Manufacturing and Operations and a Director
Christos Koloventzos	58	Treasurer and a Director
Robert Shea	51	Secretary, Chief Financial Officer and a Director
David Freedman	58	Vice President of Sales and a Director

The following table identifies each of the directors and executive officers of FAGE Greece. Directors are elected for a term of three years or until their successors are elected and qualified. Officers hold office until their successors are elected and qualified. The address of each director and executive officer of FAGE Greece is 35 Hermou Street, 144 52, Metamorfossi, Athens, Greece.

Name	Age	Position
Kyriakos Filippou	74	Lifelong Honorary Chairman of the Board (non-executive Director)
Ioannis Filippou	77	Lifelong Honorary Chairman of the Board (non-executive Director)
Dimitrios Filippou	44	Chairman of the Board
Athanassios-Kyros Filippou	44	Chief Executive Officer and Managing Director
Dimitra Filippou	71	Director (non-executive Director)
Spyros Gianpapas	59	Chief Quality Assurance, R&D and Regional Plants Officer and Director
Christos Koloventzos	58	Chief Financial and Administrative Officer and Director
Christos Krommydas	55	Chief Athens Plant Officer and Director
Alexis Alexopoulos	51	Chief Commercial Officer and Director
Ioanna Skreki	58	Office Manager and Director
Emmanuel Papaefthimiou	62	Director

The following is biographical information for each of the directors and executive officers of FAGE Greece who are not directors or executive officers of FAGE International or FAGE USA.

Mr. Kyriakos Filippou is Lifelong Honorary Chairman of the Board of FAGE Greece. He had been FAGE Greece's Chief Executive Officer or its Chairman in alternate years from 1989 to 2005. Previously, he was a Managing Director of FAGE Greece from 1977 to 1989. He has been (a) the Chairman of the Board of ELBISCO HOLDING S.A., a public company that is listed on the Athens Stock Exchange and that produces and sells biscuits and snacks and distributes bread through its subsidiaries, and that is controlled by him and members of his family and companies controlled by him from 1990 until June 2012, (b) the Chairman of the Board of Mornos, a plastic packaging producer owned by members of his family and companies controlled by them, from 2000 until December 2011, and (c) the Chairman of the Board of Agan S.A., a service company owned by Palace, by him and by Mr. Athanassios-Kyros Filippou, from 2002 until June 2012. In addition, Mr. Filippou holds interests, directly and indirectly, in these and several other companies. He is the brother of Mr. Ioannis Filippou. See "Ownership of Share Capital" and "Related Party Transactions."

Mr. Ioannis Filippou is Lifelong Honorary Chairman of the Board of FAGE Greece. He had been FAGE Greece's Chairman or its Chief Executive Officer in alternate years from 1989 to 2005. He currently holds the position of Chairman of Iofil. He is the brother of Mr. Kyriakos Filippou. See "Ownership of Share Capital" and "Related Party Transactions."

Mr. Dimitrios Filippou has been the Chairman of the Board of Directors of FAGE Greece since December 20, 2012. He currently holds the positions of Chairman and Chief Executive Officer of HQF, Chief Executive Officer of Iofil, and Chairman and Chief Executive Officer of Vis. He is the son of Mr. Ioannis Filippou. See "Ownership of Share Capital" and "Related Party Transactions."

Mrs. Dimitra Filippou is a Director of FAGE Greece, a position she has held since 2002. She has held the position of Vice Chairman of the Board of Directors of Agan S.A., a service company owned by Palace, by Mr. Kyriakos Filippou and by Mr. Athanassios-Kyros Filippou, since 2003. Mrs. Dimitra Filippou is the wife of Mr. Kyriakos Filippou. See "Ownership of Share Capital" and "Related Party Transactions."

Mr. Spyros Gianpapas has been the Chief Quality Assurance, R&D and Regional Plants Officer and Director of FAGE Greece since 2006. Previously he was the Quality Control, Research, and Development Manager and held various managerial positions from 1984 to 2006.

Mr. Christos Krommydas has been the Chief Athens Plant Officer and a Director of FAGE Greece since 2006. He previously held various managerial positions in FAGE Greece's Production Department since 1986.

Mr. Alexis Alexopoulos has been a Director of FAGE Greece since July 2007 and the Chief Commercial Officer since July 2010. He previously held the position of Marketing and Communication Director since 2002.

Mrs Ioanna Skreki is a Director of FAGE Greece since January 2012, and Office Manager since 1979.

Mr. Emmanuel Papaefthimiou is a Director of FAGE Greece, a position he has held since 1995. He was the Exports/Imports Logistics Manager of FAGE Greece from 1984 to 2005.

Compensation of Directors and Executive Officers

We paid an aggregate of $9.7 million for both of the years ended December 31, 2012 and 2011 to our executive officers and directors. We have no share option or other share-based compensation. Of these amounts, $7.0 million and $7.1 million have been paid to the shareholders and family members in the years ended December 31, 2012 and 2011, respectively.

OWNERSHIP OF SHARE CAPITAL

FAGE International

FAGE International is beneficially owned and controlled by Messrs. Ioannis and Kyriakos Filippou, the sons of our late founder, Mr. Athanassios Filippou.

FAGE USA

FAGE USA is wholly owned by FAGE USA Holdings, Inc., which in turn is wholly owned by FAGE Luxembourg, a wholly owned subsidiary of FAGE International.

RELATED PARTY TRANSACTIONS

Transactions with Family-Owned Companies

The beneficial owners of FAGE International, Messrs. Ioannis and Kyriakos Filippou, and members of their respective families (including Messrs. Athanassios Filippou, Athanassios-Kyros Filippou and Dimitrios Filippou) own interests, directly and indirectly, in several companies. We purchase goods and services from certain of such companies in the ordinary course of our business. We believe that in each case the terms of such transactions are comparable to those that would be attainable by us in the ordinary course of business from unaffiliated third parties under similar circumstances. The following briefly describes the material transactions between such companies.

Mornos S.A.: We purchase plastic yogurt tubs, aluminum yogurt tub tops and other packaging products from Mornos. Members of Mr. Kyriakos Filippou's family and companies that he controls own 100% of Mornos. Mr. Athanassios- Kyros Filippou is the Chairman of the Board of Mornos. Our purchases from Mornos totaled $16.2 million and $17.2 million for the years ended December 31, 2012 and 2011, respectively.

Vis S.A. ("Vis"): We purchase packaging materials from Vis, a public company that is listed on the Athens Stock Exchange. Mr. Ioannis Filippou, members of his family and a company owned by them own 72.5% of Vis and we own 7.1% of Vis. Mr. Dimitrios Filippou is Chairman and Managing Director of Vis. Our purchases from Vis totaled $3.1 million and $3.9 million for the years ended December 31, 2012 and 2011, respectively.

European Milk and Flour Industry S.A. ("Evga"): We are the exclusive distributor in Greece of fresh and UHT fruit juices produced by Evga. Evga is 100% owned by members of Mr. Kyriakos Filippou's family and companies controlled by him. Mr. Athanassios-Kyros Filippou, the son of Mr. Kyriakos Filippou, is the Chairman of the Board of Directors of Evga. Evga produces fresh and UHT fruit juices and ice cream. We purchase Evga's fresh fruit juices, which bear the *EVGA* trademark, at a negotiated discounted price and sell them to retailers at a mark-up. Evga retains responsibility for all marketing, advertising and promotion costs. Our purchases from Evga totaled $0.9 million and $3.9 million for the years ended December 31, 2012 and 2011, respectively. From time to time, we sell to Evga various raw materials for its products. Our sales to Evga totaled $0.2 million and $0.6 million for the years ended December 31, 2012 and 2011, respectively. Finally, Evga provides consulting services to us relating to research and technology. We paid $3.2 million and $3.9 million for these services for the years ended December 31, 2011 and 2010, respectively.

Iofil S.A. ("Iofil"): Iofil provides corporate management services to us and other companies controlled by the Filippou family. Iofil is 100% owned by Mr. Ioannis Filippou, members of his family and a company that they own. Mr. Ioannis Filippou is Chairman of the Board of Directors and Mr. Dimitrios Filippou is the Managing Director of Iofil. Iofil is an industrial, commercial, advertising and services company and is also the controlling shareholder of Vis. Pursuant to an agreement with us, continuing through 2012, Iofil provides us with corporate management services. Services provided to us for the years ended December 31, 2012 and 2011, amounted to $6.2 million and $6.0 million, respectively. Additionally, we purchase packaging materials from Iofil. Our purchases of packaging materials from Iofil totaled $13.4 million and $15.4 million for the years ended December 31, 2012 and 2011, respectively. Iofil also provided advertising services to us in the amount of $2.6 million and $6.1 million for the years ended December 31, 2012 and 2011, respectively.

Agan S.A. ("Agan"): Agan is a service company owned by Palace, Mr. Kyriakos Filippou and Mr. Athanassios-Kyros Filippou. Mr. Athanassios-Kyros Filippou, the son of Mr. Kyriakos Filippou, is the Chairman of the Board of Directors of Agan and Mrs. Dimitra Filippou, the wife of Mr. Kyriakos Filippou, is the Vice Chairman. Additionally, we purchase packaging materials from Agan. Our purchases of packaging materials from Agan totaled $3.4 million and $5.0 million for the years ended December 31, 2012 and 2011, respectively.

Palace S.A. ("Palace"): Palace is a construction and services company that is 100% owned by the family of Mr. Kyriakos Filippou. It provides corporate management services to other companies controlled by the Filippou family. Pursuant to an agreement with us since 2011, Palace provides us with corporate management services. Services provided to us by Palace for the years ended December 31, 2012 and 2011, amounted to $2.3 million and $2.1 million, respectively.

Ioannis Nikolou ULP: Mr. Ioannis Nikolou is the brother-in-law of Mr. Ioannis Filippou and is one of our sales representatives. As such, he buys products from us at a discounted price and resells them at a marked-up price, with the difference being retained as his commission. We determine the discounts offered to and mark-ups charged by our sales representatives in a uniform manner. Purchases from us by Ioannis Nikolou totaled $2.0 million and $3.0 million for the years ended December 31, 2012 and 2011, respectively. Ioannis Nikolou derives a standard commission on resale of such purchased products.

G.S. Kostakopoulos & Associates: We engage the law firm G.S. Kostakopoulos & Associates for various legal services. Mr. Georgios Kostakopoulos, the managing partner of the firm, is the brother-in-law of Messrs. Ioannis and Kyriakos Filippou. Our payments to G.S. Kostakopoulos & Associates were approximately $0.7 million and $0.3 million for the years ended December 31, 2012 and 2011, respectively.

Alpha Phi S.à r.l.: Alpha Phi is a company owned by the Filippou family. It provides consulting services to the FAGE Group. Services provided to us by Alpha Phi for the years ended December 31, 2012 and 2011, amounted to $0.6 million and $0.

Theta Phi S.à r.l. : Theta Phi is a company owned by the Filippou family. It provides consulting services to the FAGE Group. Services provided to us by Theta Phi for the years ended December 31, 2012 and 2011, amounted to $0.6 million and $0.

Compensation to Family Members

In addition to the relationships described above, certain members of the Filippou family also are directors of the FAGE Group or provide various services to us. The aggregate compensation paid by the Group in this respect to members of the Filippou family for the years ended December 31, 2012 and 2011, were $7.0 million and $7.1 million, respectively.

RISK MANAGEMENT OBJECTIVES AND POLICIES:

Our principal financial liabilities are comprised of short-term borrowings, interest-bearing loans and borrowings and trade and other payables. It is recalled that the FAGE International S.A. became issuer under the 2015 Senior Notes as successor to FAGE Greece in October 1, 2012. The 2015 Senior Notes were listed on the Irish Stock Exchange Limited and were repaid on January 16, 2013. The main purpose of these financial liabilities is to raise funds for our operations and investments. We also have trade and other receivables and cash and cash equivalents that are derived directly from our operations. We also hold certain available for sale investments.

We are exposed to a) Market Risk (comprised mainly of interest rate risk, foreign exchange risk and fair value risk), b) Credit Risk and c) Liquidity Risk, which are further discussed below:

a) Market Risk

(i) Interest rate risk: As of December 31, 2012, we were not exposed to interest rate fluctuation loans and borrowings bore fixed interest rates. As of December 31, 2011, of our loans and borrowings of $31.8 million, or 10.2%, of our loans and borrowings bore variable interest rates. As of December 31, 2010, loans and borrowings of $15.0 million or 5.0% of the Group's loans and borrowings, bore variable interest rates.We do not use derivative financial instruments to hedge the interest rate risk on its debt obligations. The following table demonstrates the sensitivity to reasonably possible change in the variable interest rates, with all other variables held constant, of our profit before tax. There is no impact on our equity.

	Increase/ decrease in basis points	Effect on profit before tax
2011	+15	52
	-15	(52)
2010	+15	22
	-15	(22)

(ii) ***Foreign Currency Risk:*** We enter into transactions denominated in foreign currencies related to the sales and purchases of goods. Therefore, we are exposed to market risk related to possible foreign currency fluctuations, which is mitigated to a certain extent by the set-off of credit and debit balances in the same currencies. Due to the fact that the FAGE Group has increased its international exposure due to its sales to the Eurozone and U.K. markets, its financial position and results of operations are increasingly subject to currency translation risks. As of December 31, 2012 and 2011, approximately 42.6% and 51.1%, respectively, of the FAGE Group's sales were denominated in currencies other than the functional currency of the FAGE Group which, starting October 1, 2012, is the US$, and 46.5% and 58.7%, respectively, of costs were denominated in foreign currencies. The following table demonstrates the sensitivity to a reasonably possible change in the U.S. dollar and British pound exchange rate, with all other variables held constant, of the FAGE Group's profit before tax and the FAGE Group's equity.

		Increase/ decrease in foreign currency rate	Effect on profit before tax	Effect on equity
2012	€ Euro	+5%	260	104
		-5%	(260)	(104)
	GB pound	+5%	(12)	(4)
		-5%	12	4
2011	€ Euro	+5%	815	85
		-5%	(815)	(85)
	GB pound	+5%	(46)	(3)
		-5%	46	3
2010	Euro	+5%	1,027	(15)
		-5%	(1,027)	15
	GB pound	+5%	20	29
		-5%	(20)	(29)

(iii) ***Fair Value Risk:*** The carrying amounts reflected in the accompanying consolidated statement of financial position for cash and cash equivalents, trade and other receivables, trade and other payables and accrued and other current liabilities approximate their respective fair values due to the relatively short-term maturity of these financial instruments. The fair values of available for sale financial assets in the accompanying consolidated statement of financial position reflect their fair value. The fair value of variable rate loans and borrowings and other long-term liabilities approximate their carrying amounts. The fair value of the Senior Notes at December 31, 2012, 2011 and 2010, amounted to $432.0 million, $225.9 million and $274.0 million, respectively.

b) Credit Risk: Our maximum exposure to credit risk due to the failure of counterparties to perform their obligations as at December 31, 2012 and 2011, in relation to each class of recognized financial assets, is the carrying amount of those assets as indicated in the accompanying consolidated statement of financial position. Concentrations of credit risks are limited with respect to receivables due to the large number of customers comprising our customer base. We generally do not require collateral or other security to support customer receivables. There was no customer that accounted for more than 10% of our revenue or receivables in 2012.

c) Liquidity Risk: We manage liquidity risk by monitoring forecasted cash flows and ensuring that adequate banking facilities and reserve borrowing facilities are maintained. We have sufficient undrawn borrowing facilities that can be utilized to fund any potential shortfall in cash resources.

Prudent liquidity risk management implies the availability of funding through adequate amounts of committed credit facilities, cash and marketable securities and the ability to close out those positions as and when required by the business or project.

The table below summarizes the maturity profile of financial liabilities at December 31, 2012, 2011 and 2010, respectively, based on contractual undiscounted payments.

Year ended December 31, 2012	1 to 12 months	2 to 5 years	Over 5 years	Total
		($ in thousands)		
Interest-bearing loans and borrowings	39,500	158,000	518,500	716,000
Short-term borrowings	138,498	-	-	138,498
Trade and other payables	57,868	-	-	57,868
	235,866	158,000	518,500	912,366

Year ended December 31, 2011	1 to 12 months	2 to 5 years	Over 5 years	Total
		($ in thousands)		
Interest-bearing loans and borrowings	24,660	220,101	209,251	454,013
Short-term borrowings	33,630	-	-	33,630
Trade and other payables	70,655	-	-	70,655
	128,945	220,101	209,251	558,297

Year ended December 31, 2010	1 to 12 months	2 to 5 years	Over 5 years	Total
		($ in thousands)		
Interest bearing loans and borrowings	24,983	235,531	224,062	484,576
Short-term borrowings	15,795	-	-	15,795
Trade and other payables	55,518	-	-	55,518
	96,296	235,531	224,062	555,889

2011 and 2010 figures have been restated as a result of the change in the presentation currency of the Group.

Capital Management: We manage our capital structure and make adjustments to it, in light of changes in economic conditions. We monitor capital using a gearing ratio, which is net debt divided by total equity plus net debt. We include within net debt interest-bearing loans and borrowings, trade and other payables, less cash and cash equivalents, excluding discontinued operations. We fund our operating costs through cash from operations and short-term borrowings under various lines of credit maintained with several banks. As of December 31, 2012, the available credit lines amounted to $50.0 million. Furthermore, in 2011 we had a trade account receivable agreement for financing of up to $14.0 million with ABN Amro Bank, which was repaid in 2012. The related agreement on December 31, 2010 amounted to $22.5 million.

	December 31,		
	2012	**2011**	**2010**
		($ in thousands)	
		(restated*)	**(restated*)**
Interest bearing loans and borrowings	375,920	264,676	267,181
Short-term borrowings	132,632	31,875	15,000
Trade and other payables	57,868	70,655	55,518
Less cash and cash equivalents	(128,036)	(44,435)	(54,361)
Less cash held for redemption of 2015 Senior Notes and accrued interest thereon	(138,934)	-	-
Net debt	**299,450**	**322,771**	**283,338**
Total equity	**208,801**	**103,953**	**102,191**
Equity and net debt	**508,251**	**426,724**	**385,529**
Gearing ratio	**58.9%**	**75.6%**	**73.5%**

Financial Instruments: Set out below is a comparison by category of carrying amounts and fair values of all of the financial instruments that are carried in the consolidated financial statements:

	Carrying amount			Fair value		
	December 31,			December 31,		
	2012	2011	2011	2012	2011	2010
	($ in thousands)					
			(restated*)		(restated*)	
Financial assets						
Cash and cash equivalents	128,036	44,435	54,361	128,036	44,435	54,361
Less cash held for redemption of 2015 Senior Notes and accrued interest thereon	(138,934)	-	-	(138,934)	-	-
Available-for-sale investments	648	613	799	648	613	799
Trade receivables	75,591	61,881	47,451	75,591	61,881	47,451
Financial liabilities						
Short-term borrowings	132,632	31,875	15,000	132,632	31,875	15,000
Interest-bearing loans and borrowings:						
Fixed rate borrowings	375,920	264,676	267,181	432,000	225,862	274,003

Fair value hierarchy

We use the following hierarchy for determining and disclosing the fair value of financial instruments by valuing technique:
Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.
Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.
Level 3: techniques which use inputs which have a significant effect on the recorded fair value that are not based on observable market data.

During the reporting period there was a transfer between Level 1 to Level 2 due to the fact that Elbisco Holdings S.A. unlisted itself in 2012.

	Fair value			Fair value hierarchy
	2012	2011	2010	
	($ in thousands)			
		(restated*)	(restated*)	
Financial assets				
Available-for-sale investments	326	499	681	Level 1
Available-for-sale investments	322	114	118	Level 2
Financial liabilities				
Fixed rate borrowings	432,000	225,862	274,003	Level 1

Recent Developments:

On January 16, 2013, the FAGE Group repaid the outstanding balance and the accrued interest on the 2015 Senior Notes amounting to $138.9 million.

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Independent auditor's report

To the Shareholders of
FAGE International S.A.
5, rue du Kiem
L-1857 Luxembourg

Report on the consolidated financial statements

We have audited the accompanying consolidated financial statements of FAGE International S.A., which comprise the consolidated statement of financial position as at 31 December 2012, the consolidated statement of income, the consolidated statement of comprehensive income, the consolidated statement of changes in equity, the consolidated cash flow statement for the year then ended 31 December 2012, and a summary of significant accounting policies and other explanatory information.

Board of Directors' responsibility for the consolidated financial statements

The Board of Directors is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union and for such internal control as the Board of Directors determines is necessary to enable the preparation and presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Responsibility of the "réviseur d'entreprises agréé"

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing as adopted for Luxembourg by the "Commission de Surveillance du Secteur Financier". Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the judgement of the "réviseur d'entreprises agréé", including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the "réviseur d'entreprises agréé" considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements give a true and fair view of the financial position of FAGE International S.A. as at 31 December 2012, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

Report on other legal and regulatory requirements

The consolidated Directors' report, which is the responsibility of the Board of Directors, is consistent with the consolidated financial statements.

ERNST & YOUNG
Société Anonyme
Cabinet de révision agréé

Werner WEYNAND

Luxembourg, 28 March 2013

SECTION D

INDEX TO ANNUAL CONSOLIDATED FINANCIAL STATEMENTS

FAGE INTERNATIONAL S.A.
CONSOLIDATED STATEMENTS OF INCOME
FOR THE YEAR ENDED DECEMBER 31, 2012
(All amounts in thousands of U.S. dollars, except share and per share data)

		Year ended December 31	
	Notes	**2012**	**2011**
			(restated*)
Sales		550,111	539,217
Cost of sales		(314,243)	(324,944)
Gross profit		**235,868**	**214,273**
Selling, general and administrative expenses	5	(170,795)	(171,903)
Other income		404	1,023
Other expenses		(1,038)	(561)
PROFIT FROM OPERATIONS		**64,439**	**42,832**
Financial expenses	6	(29,426)	(28,151)
Financial income	6	12	263
Impairment loss	12	0	(174)
Loss on derivatives		(575)	(305)
Foreign exchange gains/(losses), net		(2,208)	(34)
Share of losses of associate accounted for under the equity method	11	-	(187)
PROFIT BEFORE INCOME TAXES		**32,242**	**14,244**
Income tax (expense)/benefit	7	68,602	(9,159)
NET PROFIT		**100,844**	**5,085**
Attributable to:			
Equity holders of the parent		100,844	5,085
		100,844	**5,085**
Earnings per share			
Basic and diluted		2,016.80	101.70
Weighted average number of shares, basic and diluted		**50,002**	**50,002**

*2011 amounts have been restated as a result of the change in the presentation currency as further detailed in note 2.4 to the financial statements.

The accompanying notes are an integral part of these financial statements.

FAGE INTERNATIONAL S.A.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED DECEMBER 31, 2012
(All amounts in thousands of U.S. dollars)

	Notes	2012	2011 (restated*)
Net profit for the year		**100,844**	**5,085**
Devaluation of land		-	(3,571)
Income tax		-	714
	8	-	(2,857)
Exchange gains/(losses) on translation of foreign operations		3,986	(466)
Net unrealized gains/(losses) on available for sale financial assets		25	-
Income tax		(7)	-
	12	18	-
Other comprehensive income/(loss) for the year, net of tax		**4,004**	**(3,323)**
Total comprehensive income for the year, net of tax		**104,848**	**1,762**
Attributable to:			
Equity holders of the parent		104,848	1,762
		104,848	**1,762**

*2011 amounts have been restated as a result of the change in the presentation currency as further detailed in note 2.4 to the financial statements.

The accompanying notes are an integral part of these financial statements.

FAGE INTERNATIONAL S.A.
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS AT DECEMBER 31, 2012
(All amounts in thousands of U.S. dollars)

	Notes	December 31, 2012	2011 (restated*)	2010 (restated*)
ASSETS				
Non-Current Assets				
Property, plant and equipment	8	327,177	328,951	304,902
Intangible assets	9	3,388	4,231	5,171
Goodwill	10	6,411	6,252	6,412
Investments in associate accounted for under the equity method		-	-	179
Available for sale financial assets	12	116	114	118
Other non-current assets	13	472	497	557
Deferred income taxes	7	110,285	27,753	21,991
Total non-current assets		**447,849**	**367,798**	**339,330**
Current Assets:				
Inventories	14	39,319	37,781	32,928
Trade and other receivables	15	105,093	87,021	69,819
Due from related companies	16	2,842	2,606	1,470
Prepaid income taxes	7	3,065	4,485	2,708
Available for sale financial assets	12	532	499	681
Current asset from continuing involvement in transferred trade receivables	15	-	540	495
Cash and cash equivalents	17	128,036	44,435	54,361
Cash restricted	17	-	-	401
Cash held for redemption of 2015 Senior Notes and accrued interest thereon	17	138,934	-	-
Total current assets		**417,821**	**177,367**	**162,863**
TOTAL ASSETS		**865,670**	**545,165**	**502,193**
EQUITY AND LIABILITIES				
Equity attributable to equity holders of the parent Company				
Share capital	18	50	52,237	52,237
Share premium		51,728	-	-
Other reserves		459	-	-
Land revaluation surplus		45,145	45,145	48,002
Reversal of fixed assets statutory revaluation surplus		(44,410)	(44,410)	(44,410)
Accumulated profit/(losses)		104,834	3,990	(1,095)
Legal, tax free and special reserves	19	47,456	47,456	47,456
Other components of equity		3,538	(466)	-
		208,800	**103,952**	**102,190**
Non-controlling interests		**1**	**1**	**1**
Total Equity		**208,801**	**103,953**	**102,191**
Non-Current Liabilities				
Interest-bearing loans and borrowings	21	375,920	264,676	267,181
Provision for severance pay on retirement	22	3,848	3,694	3,573
Deferred income taxes	7	50,240	47,408	35,726
Other non-current liabilities		-	46	-
Total non-current liabilities		**430,008**	**315,824**	**306,480**
Current Liabilities:				
Trade accounts payable	23	51,619	58,870	39,986
Due to related companies	16	6,249	11,785	15,532
Short-term borrowings	24	132,632	31,875	15,000
Income taxes payable		250	483	239
Current liability from continuing involvement in transferred trade receivables	15	-	540	495
Accrued and other current liabilities	25	36,111	21,835	22,270
Total current liabilities		**226,861**	**125,388**	**93,522**
Total liabilities		**656,869**	**441,212**	**400,002**
TOTAL EQUITY AND LIABILITIES		**865,670**	**545,165**	**502,193**

*2011 and 2010 amounts have been restated as a result of the change in the presentation currency as further detailed in note 2.4 to the financial statements.

The accompanying notes are an integral part of these financial statements.

FAGE INTERNATIONAL S.A.
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEAR ENDED DECEMBER 31, 2012
(All amounts in thousands of U.S. dollars)

	Share capital	Share premium	Land revaluation surplus	Reversal of Fixed Assets Statutory Revaluation Surplus	Legal, tax free and special reserves	Other reserves	Retained earnings / (losses)	Unrealised gains/(losses) on available for sale financial assets	Foreign exchange gains/losses	Total	Minority interests	Total equity
Balance, December 31, 2010*	**52,237**	**-**	**48,002**	**(44,410)**	**47,456**	**-**	**(1,095)**	**-**	**-**	**102,190**	**1**	**102,191**
Devaluation of land at fair value net of deferred tax*	-	-	(2,857)	-			-	-	-	(2,857)	-	(2,857)
Profit for the year*	-	-	-	-	-		5,085	-	-	5,085	-	5,085
Other comprehensive income/(loss)*	-	-	-	-	-	-	-	-	(466)	(466)	-	(466)
Total comprehensive income/(loss)*	**-**	**-**	**(2,857)**	**-**	**-**	**-**	**5,085**	**-**	**(466)**	**1,762**	**-**	**1,762**
Balance, December 31, 2011*	**52,237**	**-**	**45,145**	**(44,410)**	**47,456**	**-**	**3,990**	**-**	**(466)**	**103,952**	**1**	**103,953**
Effect of Group restructuring	(52,187)	51,728	-	-	-	459	-	-	-	-	-	-
Profit for the year	-	-	-		-	-	100,844	-	-	100,844	-	100,844
Other comprehensive income	-	-	-		-	-	-	18	3,986	4,004	-	4,004
Total comprehensive income	**(52,187)**	**51,728**	**-**	**-**	**-**	**459**	**100,844**	**18**	**3,986**	**104,848**	**-**	**104,848**
Balance, December 31, 2012	**50**	**51,728**	**45,145**	**(44,410)**	**47,456**	**459**	**104,834**	**18**	**3,520**	**208,800**	**1**	**208,801**

*2011 and 2010 amounts have been restated as a result of the change in the presentation currency as further detailed in note 2.4 to the financial statements.

The accompanying notes are an integral part of these financial statements.

FAGE INTERNATIONAL S.A.
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEAR ENDED DECEMBER 31, 2012
(All amounts in thousands of U.S. dollars)

		THE GROUP	
		December 31,	
	Notes	2012	2011
			(restated*)
Operating activities			
Profit/(loss) before income taxes		32,242	14,244
Adjustments to reconcile to net cash provided by operating activities:			
Depreciation and amortization	4	26,387	23,478
Provision for severance pay on retirement	22	1,376	2,008
Provision for doubtful accounts receivable	15	1,478	1,649
Financial income	6,17	(12)	(263)
Financial expenses	6	29,426	28,151
Valuation of derivatives		575	305
(Gain)/loss on disposal of property, plant and equipment		13	7
Devaluation of land and fair value		-	214
Impairment loss on available for sale financial assets	12	-	174
Losses on equity investees accounted for under the equity method	11	-	187
Operating profit before working capital changes		**91,485**	**70,154**
(Increase)/Decrease in:			
Restricted cash	17	-	401
Inventories	14	(1,538)	(4,853)
Trade and other receivables	15	(19,550)	(18,851)
Due from related companies	16	(236)	(1,136)
Increase/(Decrease) in:			
Trade accounts payable	23	(7,251)	18,884
Due to related companies	16	(5,536)	(3,747)
Accrued and other current liabilities	25	3,887	(230)
Working capital changes		**(30,224)**	**(9,532)**
Income taxes paid		(10,989)	(3,864)
Payment of staff indemnities	22	(1,222)	(1,887)
(Increase)/decrease in other non-current assets	13	24	62
Increase/(decrease) in other long term liabilities		(46)	46
Net Cash from Operating Activities		**49,028**	**54,979**
Investing Activities:			
Capital expenditure for property, plant and equipment	8	(19,707)	(55,361)
Additions to intangible assets	9	(718)	(782)
Proceeds from disposal of property, plant and equipment		220	210
Interest and other related income received	6	12	263
Net Cash used in Investing Activities		**(20,193)**	**(55,670)**
Financing Activities:			
Proceeds from short and long-term borrowings	21	273,550	31,875
Repayments of short and long-term borrowings		(65,875)	(15,000)
Cash held for redemption of 2015 Senior Notes and coupon accrued interest thereon	17	(138,934)	-
Interest paid		(17,188)	(26,261)
Net Cash from/(used in) Financing Activities		**51,553**	**(9,386)**
Net increase/(decrease) in cash and cash equivalents		**80,388**	**(10,077)**
Effect of exchange rates changes on cash		3,213	151
Cash and cash equivalents at beginning of year	17	44,435	54,361
Cash and cash equivalents at December 31	17	**128,036**	**44,435**

*2011 amounts have been restated as a result of the change in the presentation currency as further detailed in note 2.4 to the financial statements.

The accompanying notes are an integral part of these financial statement

1. CORPORATE INFORMATION:

FAGE International S.A. ("FAGE International") is a corporation organized under the laws of the Grand Duchy of Luxembourg on September 25, 2012. Its registered office is located at 5 rue du Kiem, L-1857 Luxembourg, Grand Duchy of Luxembourg. FAGE International has a share capital of $50,002 and is registered with the Luxembourg Register of Commerce and Companies under number B 171645.

References to the Group include, unless the context requires otherwise, FAGE International and its consolidated subsidiaries (FAGE Luxembourg S.à r.l., FAGE USA Holdings, Inc., FAGE USA, Corp., FAGE USA Dairy Industry, Inc., FAGE U.K. Limited, FAGE Italia S.r.l, FAGE Deutschland GmbH, FAGE Dairy Industry S.A., FAGE Commercial S.A. (Xylouris), Zagas S.A., Agroktima Agios Ioannis S.A. and Iliator S.A.). FAGE International operates principally in the United States, the Hellenic Republic, also known as Greece, and, through its subsidiaries, elsewhere in Europe.

FAGE International succeeded the previous parent of the Group, Fage Dairy Industry S.A. following the Group's internal restructuring completed on October 1, 2012 and which was designed to enhance the efficiency of the Group's corporate structure and to better reflect the increasingly international nature of the Group's business. The reorganization is further detailed in Note 10 to the financial statements.

As a result of the restructuring, FAGE International S.A., became the parent company for all of the Group subsidiaries. Management has concluded that, as the beneficial owners of the Group remained the same, FAGE International as the parent is a continuation of the Group which had FAGE Dairy Industry S.A. as its parent. Since October 1, 2012, the Group operations in Greece are conducted through the Greek subsidiary, FAGE Dairy Industry S.A. (the former parent company). The Group's operations outside of Greece currently are conducted through the newly formed Luxembourg subsidiary, FAGE Luxembourg S.à r.l.

The Group's total number of employees as of December 31, 2012 and 2011, was approximately 1,018 and 1,098, respectively.

2. BASIS OF PRESENTATION:

2.1 ***Basis of Preparation of Financial Statements:*** The accompanying financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union (EU).

These financial statements have been prepared under the historical cost convention except for the measurement of available for sale financial assets, derivative financial instruments and land which have been measured at fair value.

The preparation of financial statements, in accordance with IFRS, requires the use of critical accounting estimates. It also requires management to exercise its judgment in the process of applying the accounting policies which have been adopted. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 2.5.

2.2 ***Basis of consolidation***

The consolidated financial statements comprise the financial statements of the Group and its subsidiaries as at December 31, 2012.

Subsidiaries are fully consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date when such control ceases. The financial statements of the subsidiaries are prepared for the same reporting period as the parent company, using consistent accounting policies. All intra-group balances, transactions, unrealised gains and losses resulting from intra-group transactions and dividends are eliminated in full.

Losses within a subsidiary are attributed to the non-controlling interest ("NCI") even if that results in a deficit balance.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- Derecognizes the assets (including goodwill) and liabilities of the subsidiary
- Derecognizes the carrying amount of any non-controlling interest
- Derecognizes the cumulative translation differences, recorded in equity
- Recognizes the fair value of the consideration received
- Recognizes the fair value of any investment retained
- Recognizes any surplus or deficit in profit or loss
- Reclassifies the parent's share of components previously recognized in other comprehensive income
- to profit or loss or retained earnings, as appropriate.

2.3 Summary of Significant Accounting Policies

2.3 (a) Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, measured at acquisition date fair value and the amount of any non-controlling interest in the acquiree. For each business combination, the acquirer measures the non controlling interest in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition costs incurred are expensed and included in administrative expenses.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, the acquisition date fair value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date through profit or loss.
Any contingent consideration to be transferred by the acquirer will be recognized at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration which is deemed to be an asset or liability will be recognized in accordance with IAS 39 either in profit or loss or as a change to other comprehensive income. If the contingent consideration is classified as equity, it should not be remeasured until it is finally settled within equity.

Goodwill is initially measured at cost being the excess of the aggregate of the consideration transferred and the amount recognized for non-controlling interest over the net identifiable assets acquired and liabilities assumed. If this consideration is lower than the fair value of the net assets of the subsidiary acquired, the difference is recognized in profit or loss.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill forms part of a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this circumstance is measured based on the relative values of the operation disposed of and the portion of the cash-generating unit retained.

(b) ***Investments in Associates:*** The Group's investments in other entities in which FAGE exercises significant influence and are neither a subsidiary nor a joint venture are accounted for using the equity method. Under this method the investment in associates is initially recognized at cost and subsequently increased or decreased to recognize the investor's share of the profit or loss of the associate, changes in the investor's share of net assets of the associate since the acquisition. The consolidated statement of income reflects the Group's share of the results of operations of the associate. When there has been a change recognized directly in the equity of the associate, the Group recognizes its share of such change, in the statement of changes in equity. Unrealized gains and losses resulting from transactions between the Group and the associate are eliminated to the extent of the interest in the associate. The financial statements of the associate are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group. After application of the equity method, the Group determines whether it is necessary to recognize an impairment loss on its investment in the associate. At each reporting date, the Group determines whether there is objective evidence that the investment in the associate is impaired. Upon loss of significant influence over the associate, the Group measures and recognizes any retained investment at its fair value.

(c) ***Functional and Presentation Currency:*** Following the restructuring of the Group, the Group changed its presentation currency from euro to the U.S. dollar and accordingly the consolidated financial statements are presented in US dollar which is also the parent company's functional currency. The 2012 consolidated financial statements are the first financial statements that are presented in U.S. dollars and all comparative information has been restated in accordance with the requirements of IAS 21 and IAS 8 (additional information is presented in Note 2.4).

Each entity in the group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. The financial statements of FAGE Dairy Industry S.A., FAGE Italia S.r.l, FAGE Deutschland GmbH, FAGE Commercial S.A. (Xylouris), Zagas S.A., Agroktima Agios Ioannis S.A. and Iliator S.A are presented in euros. The separate financial statements of FAGE U.K. Limited are presented in British Pounds, and the separate financial statements of FAGE USA Holdings, Inc. FAGE USA, Corp., FAGE USA Dairy Industry, Inc. are presented in U.S. dollars. Transactions in foreign currencies are initially recorded at the functional currency rate ruling at the date of the transaction. At the balance sheet dates, monetary assets and liabilities, which are denominated in foreign currencies, are adjusted to reflect the functional currency rate of exchange ruling at that date. Gains or losses resulting from foreign currency remeasurement are reflected in the accompanying consolidated statement of income. Gains or losses from transactions are also reflected in the consolidated statement of income. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

As at the reporting date, all balance sheet accounts of those foreign subsidiaries are translated into US dollars using the exchange rate in effect at the reporting date. Revenues and expenses are translated at the weighted average rate of exchange

rate prevailing during the year. The exchange differences arising on translation for consolidation are recognized as a component of other comprehensive income, which balance amounted to $3,986 and $(466) at December 31, 2012 and 2011, respectively. On disposal of a foreign subsidiary (entity) the component of other comprehensive income relating to that particular foreign operation is recognized in the consolidated statement of income.

Translation gains/(losses) are reported in other reserves, a component of equity, which balance amounted to $3,520 and $(466) at December 31, 2012 and 2011, respectively. On disposal of a foreign subsidiary (entity) the deferred cumulative amount recognized in equity relating to that particular foreign operation is recognized in the consolidated statement of income.

(d) ***Advertising Costs:*** All advertising costs are expensed as incurred and are included in selling, general and administrative expenses in the consolidated statement of income. Advertising costs for the years ended December 31, 2012 and 2011, were $47,258 and $47,680, respectively.

(e) ***Intangible Assets:*** Intangible assets consist of product development costs, the customer network and employment contract acquired through a business combination (Note 9) and software. Purchased intangible assets are capitalized at cost while those acquired through business combinations are capitalized at fair value at the date of acquisition. Following initial recognition, those intangibles are carried at cost less accumulated amortization and any accumulated impairment losses.

Amortization of intangible assets is computed based on the straight-line method at rates, which approximate average useful lives. The rates used are as follows:

Classification	**Annual Rates**
Customer network	6.7%
Employment contract	25%
Product development costs	20%
Software costs	20%

(f) ***Research and Product Development Costs:*** Research costs are expensed as incurred. Development expenditure is mainly incurred for developing products. Costs incurred for the development of an individual project are recognized as an intangible asset only when the requirements of IAS 38 Intangible Assets are met. Development expenditures on an individual project are recognized as an intangible asset when the Group can demonstrate:
- the technical feasibility of completing the intangible asset so that the asset will be available for use or sale;
- its intention to complete and the Group's ability to use or sell the asset;
- how the asset will generate future economic benefits;
- the availability of resources to complete the asset; and
- the ability to measure reliably the expenditure during development.

Following initial recognition, those development costs are carried at cost less accumulated amortization and any accumulated impairment losses. Amortization of the asset begins when development is complete and the asset is available for use. It is amortized over the period of expected future benefit. Amortization is recorded in cost of sales. During the period of development, the asset is tested for impairment annually

(g) ***Revenue Recognition:*** The Group recognizes revenues, net of trade discounts and sales incentives, when the significant risks and rewards of ownership of the goods have passed to customers and can be reliably measured. Shipping and handling costs are classified as part of selling, general and administrative expenses. Such costs for the years ended December 31, 2012 and 2011, amounted to $45,579 and $48,531, respectively. Furthermore, trade support actions that are generally invoiced to the Group by customers are accounted for as a reduction of sales rather than selling expenses.

Interest Income is recognized as interest accrues using the effective interest method that is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument to the net carrying amount of the financial asset.

Dividend income is recognized when the right to receive payment is established with the approval for distribution by the General Assembly of shareholders.

(h) ***Property, Plant and Equipment:*** Property, plant and equipment (excluding land) are stated at cost, net of subsidies provided by the Greek State and New York State, less accumulated depreciation and less any accumulated impairment losses. Borrowing costs incurred during the period of construction that is directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost of the asset using the related borrowing rate (see also (q)). Repairs and maintenance costs are expensed as incurred. Significant improvements are capitalized to the cost of the related asset if such improvements increase the life of the asset, increase its production capacity or improve its efficiency. The cost and related accumulated depreciation of assets retired or sold are removed from the accounts at the time of sale or retirement, and any gain or loss is included in the consolidated statements of income. For statutory reporting purposes, certain companies of the Group were obliged to revalue their property, plant and equipment at various dates following the provisions of the respective mandatory tax laws. These revaluations have been reversed in the consolidated financial statements, after giving effect to the related deferred income taxes. The reversal of the net revaluation gains is reflected in the component of equity "Reversal of fixed assets statutory revaluation surplus".

Since December 31, 2011, land following initial recognition at cost, is measured at fair value less impairment losses recognized after the date of the revaluation. Valuations will be performed frequently enough to ensure that the fair value of a revalued asset does not differ materially from its carrying amount.

Any revaluation surplus net of tax is recorded in other comprehensive income and credited to the assets revaluation reserve included in "Land revaluation surplus" in the equity section of the statement of financial position, except to the extent that it reverses a revaluation decrease of the same asset previously recognized in the statement of income, in which case the increase is recognized in the statement of income. A revaluation deficit is recognized in the statement of income, except to the extent that it offsets an existing surplus on the same asset recognized in the asset revaluation reserve.

Upon disposal, any revaluation reserve relating to the particular asset being sold is transferred to retained earnings.

(i) ***Depreciation:*** Depreciation is computed based on the straight-line method at rates, which approximate average useful lives. Land is not depreciated.

The rates used are as follows:

Classification	**Annual Rates**
Buildings	3%
Machinery and equipment	7%
Transportation equipment	12%-15%
Furniture and fixtures	15%

(j) ***Impairment of Non-financial assets:***
With the exception of goodwill which is tested for impairment on an annual basis, the carrying values of other non-financial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying value may not be recoverable. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs to sell and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Whenever the carrying value of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. An impairment loss is recognized in the consolidated statement of income. 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. In determining fair value less costs to sell, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the income statement unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

(k) ***Financial Instruments – initial recognition and subsequent measurement:***

i) ***Financial Assets***

Initial recognition and measurement of financial assets

Financial assets which fall in the scope of IAS 39 are classified based on their nature and their characteristics in the following four categories:

- financial assets at fair value through profit and loss,
- loans and receivables,
- held-to-maturity investments, and
- available-for-sale financial assets.

All financial assets are recognized initially at fair value plus directly attributable transaction costs, except in the case of financial assets recorded at fair value through profit and loss. The Group determines the classification of its financial assets at initial recognition and, where allowed and appropriate, re-evaluates this designation at each reporting date.

All regular way purchases and sales of financial assets are recognized on the trade date, which is the date that the Group commits to purchase the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

Subsequent measurement of financial assets

The subsequent measurement of financial assets depends on their classification as described below:

(i) Financial assets at fair value through profit and loss: Financial assets are classified as held for trading if they are acquired for the purpose of selling in the near term. Such assets are carried in the statement of financial position at fair value.Gains or losses on investments held for trading are recognized in income.

The Group evaluates its financial assets held for trading, other than derivatives, to determine whether the intention to sell them in the near term is still appropriate. When, in rare circumstances, the Group is unable to trade these financial assets due to inactive markets and management's intention to sell them in the foreseeable future significantly changes, the Group may elect to reclassify them. The reclassification to loans and receivables, available-for-sale or held to maturity depends on the nature of the asset. This evaluation does not affect any financial assets designated at fair value through profit or loss using the fair value option at designation, as these instruments cannot be reclassified after initial recognition.

(ii) Loans and receivables: Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such assets are carried at amortized cost using the effective interest method, less impairment. Gains and losses are recognized in income when the loans and receivables are derecognized or impaired, as well as through the amortization process.

(iii) Held-to-maturity investments: Primary financial assets with fixed or determinable payments and fixed maturity are classified as held-to-maturity when the Group has the positive intention and ability to hold to maturity. Investments intended to be held for an undefined period are not included in this classification. Held-to-maturity investments are carried at amortized cost using the effective interest method. For investments carried at amortized cost, gains and losses are recognized in income when the investments are derecognized or impaired, as well as through the amortization process.

(iv) Available-for-sale financial assets: Available-for-sale financial investments include equity investments and debt securities which are not classified in any of the three above mentioned categories. After initial recognition available-for sale financial assets are measured at fair value with gains or losses being recognized as a separate component of other comprehensive income. On disposal, impairment or derecognition of the investment, the cumulative gain or loss is transferred to the consolidated statement of income. Interest earned while holding available-for-sale financial investments is reported as interest income using the EIR method.

The fair value of investments that are actively traded in organized financial markets is determined by reference to quoted market bid prices at the close of business on the balance sheet date. For investments where there is no active market, fair value is determined using valuation techniques. Such techniques include using recent arm's length market transactions; reference to the current market value of another instrument, which is substantially the same; discounted cash flow analysis and option pricing models.

The Group evaluates whether the ability and intention to sell its available-for-sale financial assets in the near term is still appropriate. When, in rare circumstances, the Group is unable to trade these financial assets due to inactive markets and Management's intention to do so significantly changes in the foreseeable future, the Group may elect to reclassify these financial assets. Reclassification to loans and receivables is permitted when the financial assets meet the definition of loans and receivables and the Group has the intent and ability to hold these assets for the foreseeable future or until maturity. Reclassification to the held to maturity category is permitted only when the entity has the ability and intention to hold the financial asset accordingly.

Derecognition of financial assets

(i) Financial assets: A financial asset (or, where applicable a part of a financial asset or part of a group of similar financial assets) is derecognized where:

- the rights to receive cash flows from the asset have expired;
- the Group retains the right to receive cash flows from the asset, but has assumed an obligation to pay them in full without material delay to a third party under a "pass-through" arrangement; or
- The Group has transferred its rights to receive cash flows from the asset and either (a) has transferred substantially all the risks and rewards of the assets, or (b) has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset. Where the Group has transferred its rights to receive cash flows from an asset and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognized to the extent of the Group's continuing involvement in the asset. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay. Where continuing involvement takes the form of a written and/or purchase option (including a cash-settled option or similar provision) on the transferred asset, the extent of the Group's continuing involvement is the amount of the transferred asset that the Group may repurchase, except that in the case of a written put option (including a cash-settled option or similar provision) on an asset measured at fair value, the extent of the Group's continuing involvement is limited to the lower of the fair value of the transferred asset and the option exercise price.

Impairment of financial assets

The Group assesses at each reporting date whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset (an incurred 'loss event') and that loss event has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganization and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

(i) Financial assets carried at amortized cost

For financial assets carried at amortized cost, the Group first assesses whether objective evidence of impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognized are not included in a collective assessment of impairment.

If there is objective evidence that an impairment loss has been incurred, the amount of the loss is measured as the difference between the assets' carrying amount and the present value of estimated future cash flows (excluding future expected credit losses that have not yet been incurred). The present value of the estimated future cash flows is discounted at the financial assets' original effective interest rate. If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate.

The carrying amount of the asset is reduced through the use of an allowance account and the amount of the loss is recognized in the statement of income. Interest income continues to be accrued on the reduced carrying amount and is accrued using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. The interest income is recorded as part of finance income in the statement of income. Loans together with the associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to the Group. If, in a subsequent year, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognized, the previously recognized impairment loss is increased or reduced by adjusting the allowance account. If a future write-off is later recovered, the recovery is credited to finance costs in the statement of income.

(ii) Available-for-sale financial investments

For available-for-sale financial investments, the Group assesses at each reporting date whether there is objective evidence that an investment or a group of investments is impaired.

In the case of equity investments classified as available-for-sale, objective evidence would include a significant or prolonged decline in the fair value of the investment below its cost. 'Significant' is evaluated against the original cost of the investment and 'prolonged' against the period in which the fair value has been below its original cost. Where there is evidence of impairment, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that investment previously recognized in the statement of income – is removed from other comprehensive income and recognized in the statement of income. Impairment losses on equity investments are not reversed through the statement of income; increases in their fair value after impairment are recognized directly in other comprehensive income.

In the case of debt instruments classified as available-for-sale, impairment is assessed based on the same criteria as financial assets carried at amortized cost. However, the amount recorded for impairment is the cumulative loss measured as the difference between the amortized cost and the current fair value, less any impairment loss on that investment previously recognized in the statement of income. Future interest income continues to be accrued based on the reduced carrying amount of the asset, using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. The interest income is recorded as part of finance income. If, in a subsequent year, the fair value of a debt instrument increases and the increase can be objectively related to an event occurring after the impairment loss was recognized in the statement of income, the impairment loss is reversed through the statement of income.

ii) Financial Liabilities

Initial recognition and subsequent measurement of financial liabilities

Financial liabilities within the scope of IAS 39 are classified as financial liabilities at fair value through profit or loss, loans and borrowings, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The Group determines the classification of its financial liabilities at initial recognition. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings, plus directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, bank overdrafts, loans and borrowings, financial guarantee contracts, and derivative financial instruments.

Subsequent measurement
The measurement of financial liabilities depends on their classification as follows:

(i) Financial liabilities at fair value through profit or loss
Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.
Financial liabilities are classified as held for trading if they are acquired for the purpose of selling in the near term. This category includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by IAS 39. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognized in the statement of income.
The Group has not designated any financial liabilities upon initial recognition as at fair value through profit or loss.

(ii) Loans and borrowings
All loans and borrowings are initially recognized at cost, being the fair value of the consideration received net of issue costs associated with the borrowing. After initial recognition, interest bearing loans and borrowings are subsequently measured at amortized cost using the effective interest rate method. Gains and losses are recognized in the statement of income when the liabilities are derecognized as well as through the effective interest rate (EIR) method amortization process.
Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance costs in the statement of income.

(iii) Financial guarantee contracts
Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the best estimate of the expenditure required to settle the present obligation at the reporting date and the amount recognized less cumulative amortization.

Derecognition of financial liabilities
A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires.
When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognized in the statement of income.

iii) Offsetting of financial instruments
Financial assets and financial liabilities are offset and the net amount reported in the consolidated statement of financial position if, and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

iv) Fair value of financial instruments
The fair value of financial instruments that are traded in active markets at each reporting date is determined by reference to quoted market prices or dealer price quotations (bid price for long positions and ask price for short positions), without any deduction for transaction costs.
For financial instruments not traded in an active market, the fair value is determined using appropriate valuation techniques. Such techniques may include using recent arm's length market transactions; reference to the current fair value of another instrument that is substantially the same; a discounted cash flow analysis; or other valuation models.
An analysis of fair values of financial instruments and further details as to how they are measured are provided in Note 15.

(l) Derivative financial instruments and hedge accounting

Initial recognition and subsequent measurement
The Group uses derivative financial instruments such as forward currency contracts, interest rate swaps and forward commodity contracts to hedge its foreign currency risks, interest rate risks and commodity price risks, respectively. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

The fair value of commodity contracts that meet the definition of a derivative as defined by IAS 39 but are entered into in accordance with the Group's expected purchase requirements are recognized in the statement of income in cost of sales.
Any gains or losses arising from changes in the fair value of derivatives are recorded directly in the statement of income, except for the effective portion of cash flow hedges, which is recognized in other comprehensive income.

For the purpose of hedge accounting, hedges are classified as:

- Fair value hedges when hedging the exposure to changes in the fair value of a recognized asset or liability or an unrecognized firm commitment (except for foreign currency risk)
- Cash flow hedges when hedging exposure to variability in cash flows that is either attributable to a particular risk associated with a recognized asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognized firm commitment
- Hedges of a net investment in a foreign operation

At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which the Group wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes identification of the hedging instrument, the hedged item or transaction, the nature of the risk being hedged and how the entity will assess the effectiveness of changes in the hedging instrument's fair value in offsetting the exposure to changes in the hedged item's fair value or cash flows attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in fair value or cash flows and are assessed on an ongoing basis to determine that they actually have been highly effective throughout the financial reporting periods for which they were designated.

(m) ***Inventories:*** Inventories are stated at the lower of cost or net realizable value. Cost of finished and semi-finished products includes all costs incurred in bringing inventories to their current location and state of manufacture and comprises raw materials, labor, an applicable amount of production overhead (based on normal operating capacity, but excludes borrowing costs) and packaging. The cost of raw materials and finished goods is determined based on the weighted average method. Net realizable value for finished goods is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale. The net realizable value for raw materials is the estimated replacement cost in the ordinary course of business.

(n) ***Accounts Receivable Credit and Collection:*** The Group has established criteria for granting credit to customers, which are generally based upon the size of the customer's operations and consideration of relevant financial data. Business is generally conducted with such customers under normal terms with collection expected within sixty days after shipment. At each balance sheet date, all potentially uncollectible accounts are assessed individually for purposes of determining the appropriate allowance for doubtful accounts. The balance of such allowance for doubtful accounts is appropriately adjusted by recording a charge to the consolidated statement of income of the reporting period. Any amount written-off with respect to customer account balances is charged against the existing allowance for doubtful accounts. It is the Group's policy not to write-off an account until all possible legal action has been exhausted. (see also (k)).

(o) ***Cash and Cash Equivalents:*** The Group considers time deposits and other highly liquid investments with original maturity of three months or less, to be cash equivalents.

For the purpose of the consolidated cash flow statement, cash and cash equivalents consist of cash at hand and in banks and of cash and cash equivalents as defined above.

(p) ***Non-current assets held for sale and discontinued operations****:* Non-current assets and disposal groups classified as held for sale are measured at the lower of carrying amount and fair value less costs to sell. Non-current assets and disposal groups are classified as held for sale if their carrying amounts will be recovered through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the asset or disposal group is available for immediate sale in its present condition, Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification. In the consolidated statement of income of the reporting period, and of the comparable period of the previous year, income and expenses from discontinued operations are reported separate from normal income and expenses down to the level of profit after taxes, even when the Group retains a non controlling interest in the subsidiary alter the sale. The resulting profit or loss (after taxes) is reported separately in the statement of income.
Property, plant and equipment and intangible assets once classified as held for sale are not depreciated/amortized.

(q) ***Borrowing Costs:*** Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

(r) ***Reserve for Staff Retirement Indemnities:*** Staff retirement obligations are calculated at the present value of the future retirement benefits deemed to have accrued at the reporting date, based on the employees earning retirement benefit rights steadily throughout the working period. The reserve for retirement obligations is calculated on the basis of financial and actuarial assumptions detailed in Note 25 and are determined using the projected unit credit actuarial valuation method. Net pension costs for the period are included in payroll in the accompanying consolidated statements of income and consist of the present value of benefits earned in the year, interest cost on the benefit obligation, past service cost, actuarial gains or losses recognized in the year and any additional pension charges. Past service costs are recognized on a straight-line basis over the average period until the benefits under the plan become vested. In the event that a defined benefit plan is initiated or modified and the relative benefits have already vested, the corresponding prior period cost is recognized in the current

year's consolidated statement of income. Actuarial gains or losses are recognized based on the corridor approach over the average remaining service period of active employees and included as a component of net pension cost for a year if, as of the beginning of the year the cumulative unrecognized actuarial gains or losses exceed 10% of the present value of the projected benefit obligation. The retirement benefit obligations are not funded.

(s) ***Income Taxes (Current and Deferred):*** Current and deferred income taxes are computed based on the tax rates and tax laws that are enacted or substantively enacted, at the reporting date in the countries where the Group operates and generates taxable income. Income tax expense consists of income taxes for the current year based on each entity's profits as adjusted in its tax returns, additional income taxes resulting from the audits of the tax authorities and deferred income taxes.

Current income tax relating to items recognized directly in equity is recognized in equity and not in the income statement. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred income taxes are provided using the liability method for all temporary differences arising between the tax base of assets and liabilities and their carrying values for financial reporting purposes at the reporting date.

Deferred income tax liabilities are recognized for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interest in joint ventures, except where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry-forward of unused tax credits and unused tax losses can be utilized, except:

- Where the deferred income tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interest in joint ventures, except where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future and there will be available taxable profit which will be used against temporary differences.

Deferred tax assets are reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

For transactions recognized directly in equity, any related tax effects are also recognized directly in equity and not in the consolidated statement of income.

Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

(t) ***Leases:***

Group as a lessee

Finance leases, which transfer to the Group substantially all the risks and benefits incidental to ownership of the leased item, are capitalised at the inception of the lease, at the fair value of the leased item, or if lower, at the present value of the minimum lease payments. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged directly against statement of income. Capitalised leased assets are depreciated over the estimated useful life of the asset or, if there is no reasonable certainty that the Group will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term. As at December 31, 2012, 2011 and 2010, the Group had no finance leases.

Leases where the Group retains substantially all the risks and benefits of ownership of the asset are classified as operating leases. Operating lease payments are recognized as an expense in the consolidated statement of income on a straight-line basis over the lease term.

(u) ***Provisions and Contingencies:*** Provisions are recognized when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources embodying economic benefits will be required to settle this obligation, and a reliable estimate of the amount of the obligation can be made. Provisions are reviewed at each reporting date and adjusted to reflect the present value of the expenditure expected to be required to settle the obligation.

When the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate the risks specific to the liability.

Contingent liabilities are not recognized in the consolidated financial statements but are disclosed unless the possibility of an outflow of resources embodying economic benefits is remote. Contingent assets are not recognized in the consolidated financial statements but are disclosed when an inflow of economic benefits is probable.

(v) ***Operating Segment Reporting:*** The Group produces dairy products. It operates primarily in Greece and the United States of America and has also certain foreign activities in other European Union Countries. Due to the nature of the products and the manner in which they are marketed to customers, the business is operated and managed as one business segment distinguished between the European operations and the U.S. subsidiaries' operations. Intra-segment balances and transactions have been eliminated on consolidation.

(w) ***Government grants:*** Under various incentive laws, the Greek State as well as the New York State provides subsidies for property, plant and equipment. Government grants are recognized where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognized as income over the period necessary to match the grant on a systematic basis to the costs that it is intended to compensate. Where the grant relates to an asset, it is recognized as deferred income and released to income in equal amounts over the expected useful life of the related asset.The Group accrues for such subsidies when it meets the related contractual obligations and reflects such subsidies as a reduction of the related asset cost [See Notes 2(h) and 11].

Where the Group receives non-monetary grants, the asset and the grant are recorded gross at nominal amounts and released to the statement of income over the expected useful life and pattern of consumption of the benefit of the underlying asset by equal annual installments. Where loans or similar assistance are provided by governments or related institutions with an interest rate below the current applicable market rate, the effect of this favorable interest is regarded as additional government grant.

(x) ***Share Capital:*** Share capital represents the par value of the Parent company's shares in issue. Any excess of the fair value of the consideration received over the par value of the shares issued is recognized as "share premium" in shareholders' equity. Incremental external costs directly attributable to the issue of new shares are shown as a deduction in equity, net of tax, from the proceeds.

(y) ***Earnings/(Loss) per Share:*** Basic earnings/(loss) per share is computed by dividing net income/(loss) attributable to the shareholders of the parent by the weighted average number of ordinary shares outstanding during each year.

Diluted earnings/(loss) per share amounts is calculated by dividing the net income/(loss) attributable to the shareholders of the parent by the weighted average number of ordinary shares outstanding each year as adjusted for the effects of dilutive instruments.

(z) ***Dividend Distribution:*** Dividend distribution to the shareholders of FAGE International is recognized as a liability in the consolidated financial statements in the period in which the dividends are approved by the Company's shareholders.

2.4 Changes in Accounting Policies

The accounting policies adopted are consistent with those of the previous financial year except for the adoption of new or amended standards and interpretations effective as of 1 January 2012 as well as the change in the presentation and functional currency. These changes are as follows:

A) The Group has adopted the following amended IFRS as of January 1, 2012:

- **IFRS 7 Financial Instruments: Disclosures - Enhanced Derecognition Disclosure Requirements (Amendment)**

The amendment requires additional disclosure about financial assets that have been transferred but not derecognized to enable the user of the financial statements to understand the relationship with their associated liabilities. In addition, the amendment requires disclosures about continuing involvement in derecognized assets to enable the user to evaluate the nature of, and risks associated with, such involvement. The adoption of the amendment did not have an impact on its financial position or results of operations.

- **IAS 12 Income Taxes (Amended) –Recovery of Underlying Assets**

The amendment clarifies the determination of deferred tax on investment property measured at fair value. The amendment introduces a rebuttable presumption that deferred tax on investment property measured using the fair value model in IAS 40 should be determined on the basis that its carrying amount will be recovered through sale. Furthermore, it introduces the requirement that deferred tax on non-depreciable assets that are measured using the revaluation model in IAS 16 always be measured on a sale basis of the asset. The adoption of the amendment did not have an impact on its financial position or results of operations.

B) On October 1, 2012, the Group adopted the U.S. dollar as its presentation currency, which is also the functional currency of the new parent of the Group:

Presentation currency:
Management decided that effective October 1, 2012 the Group's presentation currency shall be the US dollar, the currency at which the majority of the Group's operations, as well as its loans, are denominated. The comparative information has been restated in U.S. dollar in accordance with the requirements of IAS 21 and IAS 8. The 2011 and 2010 comparatives and associated notes have been retranslated from euros to U.S. dollar using the procedures outlined below:

- assets and liabilities were translated into U.S. dollars at closing rates of exchange on the relevant reporting dates;
- income and expenses were translated into U.S. dollars at average rates of exchange as they are a suitable proxy for the prevailing rates at the date of transactions;
- differences resulting from the retranslation on the opening balance of net assets and the results for the period have been recorded in Other Comprehensive Income (which have not impacted the total value of equity, but has resulted in reclassifications between previously reported translation differences and retained earnings; and
- share capital, share premium and other reserves were translated at historical rates prevailing at the dates of the transactions or translated with the rate of January 1, 2011 if the rates of the transactions were earlier than this date.

The exchange rates used were:
1/1/2011 €1: $1.3362
31/12/2011: €1: $1.2939, GBP1: $1.5490
31/12/2012: €1: $1.3194, GBP1: $1.6167
Year 2011 average: €1: $1.4000, GBP1: $1.6068
Year 2012 average: €1: $1.2932, GBP1: $1.5928

This was accounted for as a voluntary change in accounting policy and in accordance with IAS 1.10 the Group has disclosed also the December 31, 2010 accounts being the date of the first transition into USD.

Functional currency:
As noted earlier, as a result of the reorganization, FAGE International S.A. has succeeded FAGE Dairy Industry S.A. as parent of the Group. As a significant majority of the new parent's revenues and costs are earned and incurred in U.S. dollar and having considered the aggregate effect of all relevant factors, Management concluded that the functional currency of the new parent, since its incorporation, shall be the U.S. dollar.

2.5 Significant Accounting Judgments, Estimates and Assumptions

The estimates and assumptions that have a risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are as follows:

(a) ***Allowance for doubtful accounts receivable***: The Group's management periodically reassess the adequacy of the allowance for doubtful accounts receivable in conjunction with its credit policy and taking into consideration reports from its legal counsel on recent developments of the cases they are handling.

(b) ***Provision for income taxes:*** According to IAS 12, income tax provisions are based on estimations as to the taxes that shall be paid to the tax authorities and includes the current income tax for each fiscal year, the provision for additional taxes which may arise from future tax audits and the recognition of future tax benefits. The final clearance of income taxes may be different from the relevant amounts which are included in these consolidated financial statements.

(c) ***Depreciation rates and useful lives:*** The Group's assets are depreciated over their estimated remaining useful lives. These useful lives are periodically reassessed to determine whether the original period continues to be appropriate. The actual lives of these assets can vary depending on a variety of factors such as technological innovation and maintenance programs.

(d) ***Goodwill and impairment test:*** The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make estimate of the expected future cash flows from the cash-generating unit and also to choose a suitable discount rate in order to calculate the present value of those cash flows.

(e) ***Impairment of Property, plant and equipment:*** Property, plant and equipment are tested for impairment when there are indicators that the carrying amounts may not be recoverable. When value in use calculations are undertaken, management estimates the expected future cash flows from the asset or cash-generating unit and chooses a suitable discount rate in order to calculate the present value of those cash flows.

(f) ***Deferred Tax Assets:*** Deferred tax assets are recognized for all unused tax losses to the extent that it is probable that taxable profits will be available against which the losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and level of future taxable profits together with future tax planning strategies. In the current year, Management has recognized a deferred tax asset of $80.5 million, relating to the increase of the tax base of its intellectual property, as explained further in Note 7. Management, assessing the tax regime and its applicability in the related case, has concluded that the special provisions of the related tax regime are fully applicable in the case of the Group's subsidiary FAGE Luxembourg S.à r.l., that the related amount is fully recoverable on the basis of the future profits of that subsidiary and that no changes are expected in the tax deductibility profile of the components comprising the tax basis of its intellectual property, allowing it to reliably measure the resulting deferred tax asset.

(g) ***Derecognition of financial assets:*** When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, management exercises judgment to determine whether it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, and recognizes a new asset to the extent of the Group's continuing involvement in the asset.
Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay. Furthermore management engages in making estimates of the value of the guarantee to determine the amount of the continuing involvement.

(h) ***Measurement of land at fair value:*** The Group's policy is to measure land at revalued amounts (estimated fair values), as these are determined by independent appraisal firms, less any impairment losses recognized after the date of revaluation. Valuations are performed frequently enough to ensure that the fair value of the revalued asset does not differ materially from its carrying amount.

(i) ***Provisions:*** The Group records provisions for risks and contingencies that may arise from legal cases which may result in outflow of economic benefits for their settlement. The provisions are recorded based on the amount of the legal case and the possibilities related to the final outcome of the case.

2.6 Standards issued but not yet effective

The Group has not early adopted any standard, interpretation or amendment that was issued but is not yet effective.

- **IAS 1 Financial Statement Presentation (Amended) – Presentation of Items of Other Comprehensive Income**
  The amendment is effective for annual periods beginning on or after 1 July 2012. The amendments to IAS 1 change the grouping of items presented in OCI. Items that could be reclassified (or 'recycled') to profit or loss at a future point in time (for example, net gain on hedge of net investment, exchange differences on translation of foreign operations, net movement on cash flow hedges and net loss or gain on available-for-sale financial assets) would be presented separately from items that will never be reclassified (for example, actuarial gains and losses on defined benefit plans and revaluation of land and buildings). The amendment affects presentation only and has no impact on the Group's financial position or performance. The Group does not expect that the amendment will have an impact on its financial position or results of operations.

- **IAS 19 Employee Benefits (Revised)**
  The amendment is effective for annual periods beginning on or after 1 January 2013. The IASB has issued numerous amendments to IAS 19. These range from fundamental changes such as removing the corridor mechanism and the concept of expected returns on plan assets to simple clarifications and re-wording. The Group expects that the revised standard will have an impact on its financial position and results of operations mainly due to the fact that the revised standard removes the corridor mechanism, which will lead to recognition of the full defined benefit liability through recognition of the previously unrecognized actuarial loss with a corresponding debit in the opening balance of the equity of the earliest period presented in those financial statements. An additional small impact is expected in the results of operations as actuarial gains and losses will be recorded directly through other comprehensive income.

- **IAS 28 Investments in Associates and Joint Ventures (Revised)**
  The Standard is effective for annual periods beginning on or after 1 January 2013. For companies that apply IFRS as adopted by the EU, the effective date is 1 January 2014. As a consequence of the new IFRS 11 Joint arrangements and IFRS 12 Disclosure of Interests in Other Entities, IAS 28 Investments in Associates, has been renamed IAS 28 Investments in Associates and Joint Ventures, and describes the application of the equity method to investments in joint ventures in addition to associates. The Group does not expect that the revision to the standard will have an impact on its financial position or results of operations.

- **IAS 32 Financial Instruments: Presentation (Amended) - Offsetting Financial Assets and Financial Liabilities**
  The amendment is effective for annual periods beginning on or after 1 January 2014.These amendments clarify the meaning of "currently has a legally enforceable right to set-off". The amendments also clarify the application of the IAS 32 offsetting criteria to settlement systems (such as central clearing house systems) which apply gross settlement mechanisms that are not simultaneous. The Group does not expect that the amendment will have an impact on its financial position or results of operations.

- **IFRS 7 Financial Instruments: Disclosures (Amended) - Offsetting Financial Assets and Financial Liabilities**
  The amendment is effective for annual periods beginning on or after 1 January 2013. The amendment requires an entity to disclose information about rights to set-off and related arrangements (e.g. collateral agreements). The disclosures would provide users with information that is useful in evaluating the effect of netting arrangements on an entity's financial position. The new disclosures are required for all recognized financial instruments that are set off in accordance with IAS 32 Financial Instruments: Presentation. The disclosures also apply to recognized financial instruments that are subject to an enforceable master netting arrangement or similar agreement, irrespective of whether they are set off in accordance with IAS 32. The Group does not expect that the amendment will have an impact on its financial position or results of operations.

- **IFRS 9 Financial Instruments: Classification and Measurement**
  The new standard is effective for annual periods beginning on or after 1 January 2015. IFRS 9, as issued, reflects the first phase of the IASBs work on the replacement of IAS 39 and applies to classification and measurement of financial assets and financial liabilities as defined in IAS 39. The standard was initially effective for annual periods beginning on or after 1 January 2013, but amendments to IFRS 9 Mandatory Effective Date of IFRS 9 and Transition Disclosures, issued in December 2011, moved the mandatory effective date to 1 January 2015. In subsequent phases, the IASB will address hedge accounting and impairment of financial assets. The adoption of the first phase of IFRS 9 will have an effect on the classification and measurement of financial assets, but will not have an impact on classification and measurements of financial liabilities. The Group will quantify the effect in conjunction with the other phases, when the final standard including all phases is issued. This standard has not yet been endorsed by the EU. The Group does not expect that the new standard will have an impact on its financial position or results of operations.

- **IFRS 10 Consolidated Financial Statements; IAS 27 Separate Financial Statements**
  The new standard is effective for annual periods beginning on or after 1 January 2014. For companies that apply IFRS as adopted by the EU, the effective date is 1 January 2014. IFRS 10 replaces the portion of IAS 27 Consolidated and Separate Financial Statements that addresses the accounting for consolidated financial statements. It also addresses the issues raised in SIC-12 Consolidation — Special Purpose Entities.

  IFRS 10 establishes a single control model that applies to all entities including special purpose entities. The changes introduced by IFRS 10 will require management to exercise significant judgment to determine which entities are controlled and therefore are required to be consolidated by a parent, compared with the requirements that were in IAS 27. The Group does not expect that the new standard will have an impact on its financial position or results of operations.

- **IFRS 11 Joint Arrangements**
  The new standard is effective for annual periods beginning on or after 1 January 2013. For companies that apply IFRS as adopted by the EU, the effective date is 1 January 2014. IFRS 11 replaces IAS 31 Interests in Joint Ventures and SIC-13 Jointly-controlled Entities — Non-monetary Contributions by Venturers. IFRS 11 removes the option to account for jointly controlled entities (JCEs) using proportionate consolidation. Instead, JCEs that meet the definition of a joint venture must be accounted for using the equity method. The Group does not expect that the new standard will have an impact on its financial position or results of operations.

- **IFRS 12 Disclosures of Interests in Other Entities**
  The new standard is effective for annual periods beginning on or after 1 January 2013. For companies that apply IFRS as adopted by the EU, the effective date is 1 January 2014. IFRS 12 includes all of the disclosures that were previously in IAS 27 related to consolidated financial statements, as well as all of the disclosures that were previously included in IAS 31 and IAS 28. These disclosures relate to an entity's interests in subsidiaries, joint arrangements, associates and structured entities. A number of new disclosures are also required. The Group does not expect that the standard will have an impact on its financial position or results of operations.

- **IFRS 13 Fair Value Measurement**
  The new standard is effective for annual periods beginning on or after 1 January 2013. IFRS 13 establishes a single source of guidance under IFRS for all fair value measurements. IFRS 13 does not change when an entity is required to use fair value, but rather provides guidance on how to measure fair value under IFRS when fair value is required or permitted. The Group does not expect that the new standard will have an impact on its financial position or results of operations.

- **IFRIC 20 Stripping Costs in the Production Phase of a Surface Mine**
  The interpretation is effective for annual periods beginning on or after 1 January 2013.This interpretation applies to waste removal (stripping costs) incurred in surface mining activity, during the production phase of the mine.The interpretation addresses the accounting for the benefit from the stripping activity. Management has assessed that the new interpretation will not have an impact on its financial position or results of operations as it is not relevant to its operations.

- The IASB has issued the Annual Improvements to IFRSs – 2009 – 2011 Cycle, which contains amendments to its standards and the related Basis for Conclusions. The annual improvements project provides a mechanism for making necessary, but non-urgent, amendments to IFRS. The effective date for the amendments is for annual periods beginning on or after 1 January 2013. This project has not yet been endorsed by the EU. The Group does not expect that the amendment will have an impact on its financial position or results of operations.

- ***IAS 1 Presentation of Financial Statements:*** This improvement clarifies the difference between voluntary additional comparative information and the minimum required comparative information. Generally, the minimum required comparative period is the previous period.
- ***IAS 16 Property, Plant and Equipment:*** This improvement clarifies that major spare parts and servicing equipment that meet the definition of property, plant and equipment are not inventory.
- ***IAS 32 Financial Instruments, Presentation:*** This improvement clarifies that income taxes arising from distributions to equity holders are accounted for in accordance with IAS 12 Income Taxes.

- ***IAS 34 Interim Financial Reporting:*** The amendment aligns the disclosure requirements for total segment assets with total segment liabilities in interim financial statements. This clarification also ensures that interim disclosures are aligned with annual disclosures.

- **Transition Guidance (Amendments to IFRS 10, IFRS 11 and IFRS 12)**
  The guidance is effective for annual periods beginning on or after 1 January 2014. The IASB issued amendments to IFRS 10 Consolidated Financial Statements, IFRS 11 Joint Arrangements and IFRS 12 Disclosure of Interests in Other Entities. The amendments change the transition guidance to provide further relief from full retrospective application. The "date of initial application" in IFRS 10 is defined as "the beginning of the annual reporting period in which IFRS 10 is applied for the first time". The assessment of whether control exists is made at "the date of initial application" rather than at the beginning of the comparative period. If the control assessment is different between IFRS 10 and IAS 27/SIC-12, retrospective adjustments should be determined. However, if the control assessment is the same, no retrospective application is required. If more than one comparative period is presented, additional relief is given to require only one period to be restated. For the same reasons, IASB has also amended IFRS 11 Joint Arrangements and IFRS 12 Disclosure of Interests in Other Entities to provide transition relief. This guidance has not yet been endorsed by the EU. The Group does not expect that the amendment will have an impact on its financial position or results of operations.
- **Investment Entities (Amendments to IFRS 10, IFRS 12 and IAS 27)**
  The amendment is effective for annual periods beginning on or after 1 January 2014. The amendment applies to a particular class of business that qualify as investment entities. The IASB uses the term ''investment entity'' to refer to an entity whose business purpose is to invest funds solely for returns from capital appreciation, investment income or both. An investment entity must also evaluate the performance of its investments on a fair value basis. Such entities could include private equity organizations, venture capital organizations, pension funds, sovereign wealth funds and other investment funds. Under IFRS 10 Consolidated Financial Statements, reporting entities were required to consolidate all investees that they control (i.e. all subsidiaries). The Investment Entities amendment provides an exception to the consolidation requirements in IFRS 10 and requires investment entities to measure particular subsidiaries at fair value through profit or loss, rather than consolidate them. The amendment also sets out disclosure requirements for investment entities. This amendment has not yet been endorsed by the EU. The Group does not expect that the amendment will have an impact on its financial position or results of operations.

2.7 Approval of Financial Statements:

FAGE International's Board of Directors approved the separate and consolidated financial statements for the year ended December 31, 2012, on March 28, 2013. The above mentioned financial statements are subject to the final approval by the Annual General Assembly of Shareholders.

3. PAYROLL COST:

Payroll cost in the accompanying consolidated financial statements is analyzed as follows:

	Year ended December 31,	
	2012	**2011 (restated)**
Wages and salaries	42,626	44,188
Social security costs	8,353	9,432
Provision for severance pay on retirement (Note 22)	1,302	2,141
Other staff costs	3,665	3,858
Total payroll	**55,946**	**59,619**
Less: amounts charged to cost of production	(28,148)	(28,227)
amounts capitalized to cost of production	(2,339)	(2,348)
Payroll expensed (Note 5)	**25,459**	**29,044**

Amounts paid to directors and executive officers included in payroll are described in Note 5.

4. DEPRECIATION AND AMORTIZATION:

Depreciation and amortization in the accompanying consolidated financial statements is analyzed as follows:

	Year ended December 31,	
	2012	**2011 (restated)**
Depreciation on property, plant and equipment (Note 8)	24,593	21,827
Amortization of intangible assets (Note 9)	1,794	1,651
Total depreciation and amortization	**26,387**	**23,478**
Less: amounts charged to cost of production	(18,853)	(17,322)
Depreciation and amortization expensed (Note 5)	**7,534**	**6,156**

5. SELLING, GENERAL AND ADMINISTRATIVE EXPENSES:

Selling, general and administrative expenses in the accompanying consolidated statements of income are analyzed as follows:

	Year ended December 31,	
	2012	**2011 (restated)**
Shipping and handling costs [Note 2.3(g)]	45,579	48,531
Advertising costs [Note 2.3(d)]	47,258	47,680
Third party fees	32,950	27,020
Payroll (Note 3)	25,459	29,044
Depreciation and amortization (Note 4)	7,534	6,156
Repairs and maintenance	2,026	2,045
Travelling and entertainment	2,238	2,381
Allowance for doubtful accounts (Note 15)	1,478	1,785
Other	6,273	7,261
Total	**170,795**	**171,903**

Compensation paid to directors and executive officers for the years ended December 31, 2012 and 2011, included in payroll and third party fees, amounted to $9,721 and $9,696, respectively.Of these amounts, $6,997 and $7,098 have been paid to the shareholders and family members in the years ended December 31, 2012 and 2011, respectively.

6. FINANCIAL INCOME/(EXPENSES):

Financial income/(expenses) in the accompanying consolidated statements of income is analyzed as follows:

	Year ended December 31,	
	2012	**2011 (restated)**
Financial expenses on loans and borrowings (Note 21)	(27,566)	(27,185)
Interest on short-term borrowings (Note 24)	(2,385)	(3,032)
Other	(109)	(203)
	(30,060)	(30,420)
Less: amounts capitalized in property, plant and equipment (Note 8)	634	2,269
Total financial expenses	**(29,426)**	**(28,151)**
Interest earned on cash at banks and on time deposits (Note 17)	12	259
Other financial income	-	4
Total financial income	**12**	**263**
Total financial income/(expenses), net	**(29,414)**	**(27,888)**

7. INCOME TAXES:

In accordance with Luxembourg tax regulations, the corporate tax rate applied by companies for fiscal years 2012 and 2011 was 28.80%. The corporate tax rate for fiscal year 2013 and subsequent years will be 29.2%.

Income tax expense/(benefit) reflected in the accompanying consolidated statements of income is analyzed as follows:

	December 31,	
	2012	**2011 (restated)**
Income taxes:		
Current income tax expense	12,177	2,120
Deferred income tax expense/(benefit)	(80,779)	7,039
Total income tax reported in the statements of income	**(68,602)**	**9,159**

Deferred income tax expense/(benefit) for the year ended December 31, 2012 includes a deferred income tax benefit. As part of the restructuring which took place in September 2012, the Group increased the tax basis of its intellectual property. The tax basis of its intellectual property has been assessed at $630.5 million as compared to its carrying value of $1.1 million. Management, considering the tax deductibility profile of the related asset, as well its recoverability, recognized a deferred tax asset of $80.5 million using the

substantively enacted tax rate of 29.2% (applicable for year 2013, and onwards) over an amount of $187.4 million and 29.2% over 20% of the remaining amount of $442.1 million.

The reconciliations of the provision for income taxes to the amount determined by the application of the Luxembourg statutory tax rate to pretax income for 2012 and by the application of the Greek statutory rate to pretax income for 2011 are summarized as follows:

	December 31,	
	2012	**2011**
		(restated*)
Profit/(loss) before income taxes	**32,242**	**14,244**
Income tax charge/(benefit) calculated at the nominal applicable tax rate (28.80% for 2012 and 20.0% for 2011)	9,286	2,849
Tax effect of USA tax credits	(3,570)	(3,578)
Tax effect of change in statutory tax rate	-	456
Tax effect of non-tax deductible impairment losses	60	315
Tax effect of recognition deferred tax assets on intagibles	(79,523)	-
Tax effect of different tax rates of subsidiaries	2,541	4,886
Effect of non recognition of deferred tax asset on losses	1,760	1,252
Reversal of deferred income tax on previously recognized tax losses	-	700
Tax effects of non-taxable income and expenses not deductible for tax purposes	844	2,279
Provision for income taxes reported in the consolidated statement of income	**(68,602)**	**9,159**
Effective income tax rate	**(212.8)%**	**64.3%**

Tax laws and related regulations in certain of the tax jurisdictions in which the Group operates are subject to interpretations by the tax authorities. Tax returns are filed annually but the profits or losses declared for tax purposes remain provisional until such time, as the tax authorities examine the returns and the records of the taxpayer and a final assessment is issued. Tax losses, to the extent accepted by the tax authorities, can be used to offset profits of the five fiscal years following the fiscal year to which they relate.

At December 31, 2012, the Group has accumulated tax carry forward losses of $51,984 out of which, if not utilized to offset future taxable income, $49,243 expire through 2017 (inclusive) and $2,741 expire through 2028. The Management has recognized a deferred tax asset of $3,180 on tax carry forward losses of $17,999 as it believes that these will be utilized prior to expiration. No deferred tax asset has been recognized on the tax carry forward losses of $33,985 as Management has assessed that they did not meet the recognition criteria.

With respect to the Group's subsidiaries, their books and records have not been audited by the tax authorities for the following periods:

Company's Name	**Unaudited Periods**
FAGE International S.A.	2012
FAGE Luxembourg S.à r.l.	2012
FAGE USA Holdings, Inc.	2000-2012
FAGE USA, Corp.	2009-2012
FAGE USA Dairy Industry, Inc.	2005-2012
FAGE U.K. Limited	2006-2012
FAGE Italia S.r.l.	2003-2012
FAGE Deutschland GmbH	2012
FAGE Dairy Industry S.A.	2008-2012
FAGE Commercial S.A.	2010-2012
Agroktima Agios Ioannis S.A.	2010-2012
Zagas S.A.	2007-2012
Iliator S.A.	2010-2012

Pending the tax examination of the related unaudited tax years, the Group, based upon previous years' tax examinations and past interpretations of the tax laws, believes they have recognized adequate provisions for probable future tax assessments.

The deferred income taxes relate to the temporary differences between the book values and the tax bases of assets and liabilities and are calculated using the applicable statutory income tax rates.

	December 31,		
	2012	**2011**	**2010**
		(restated*)	**(restated*)**
Beginning balance (net deferred tax liability)	(19,656)	(13,735)	(15,140)
(Charge)/credit to the consolidated statement of income	80,779	(7,039)	2,096
Translation difference	(1,071)	404	(762)
Directly charged against other comprehensive income	(7)	714	71
Ending balance (net deferred tax liability)	**60,045**	**(19,656)**	**(13,735)**

Deferred income tax assets and liabilities recognized in the accompanying consolidated statement of financial position and consolidated statement of income are analyzed as follows:

	Consolidated Balance Sheets		
	December 31,		
	2012	2011	2010
		(restated*)	(restated*)
Deferred income tax liabilities			
- Property, plant and equipment	42,954	40,579	31,518
- Land revaluation to fair value	8,638	8,527	9,527
- Investments	901	912	1,005
- Deferred costs	878	-	-
- Unrealized foreign exchange gains	-	-	-
- Other	7	13	63
Gross deferred income tax liabilities	**53,378**	**50,031**	**42,113**
Deferred income tax assets			
- Intangible asset	(79,523)	(446)	(269)
- Staff retirement indemnities	(770)	(739)	(715)
- Tax loss carry forwards	(3,402)	(3,122)	(4,124)
- Investments	(2,485)	(1,294)	(1,420)
- Investment tax credits	(25,420)	(23,213)	(20,556)
- Accounts receivable	(1,806)	(1,487)	(1,200)
- Other	(17)	(75)	(94)
Gross deferred income tax assets	**(113,423)**	**(30,376)**	**(28,378)**
Less: deferred income tax assets separately classified	110,285	27,753	21,991
	(3,138)	**(2,623)**	**(6,387)**
Net deferred tax liabilities	**50,240**	**47,408**	**35,726**

	Consolidated Statements of Income	
	December 31,	
	2012	2011
		(restated*)
Deferred income tax liabilities		
- Property, plant and equipment	2,018	9,013
- Investments	-	(66)
- Other	53	(34)
Deferred income tax assets		
- Deferred costs	412	(202)
- Intagible asset	(79,523)	-
- Staff retirement indemnities	(16)	(50)
- Tax loss carry forwards	(222)	942
- Investments	(1,096)	88
- Investment tax credits	(2,125)	(2,302)
- Accounts receivable	(280)	(350)
Deferred income tax charge/(benefit) in statement of income	**(80,779)**	**7,039**

Amounts charged directly to equity

	2012	2011	2010
		(restated*)	(restated*)
Unrealized gains on available for sale financial assets	**7**	**-**	**-**
Land devaluation at fair value	**-**	**(714)**	**-**

As at December 31, 2012, the prepaid income taxes for the Group amounted to $3,065 ($4,485 and $2,708 as at December 31, 2011 and 2010, respectively).

8. PROPERTY, PLANT AND EQUIPMENT:

Property, plant and equipment (excluding land since December 31, 2008) are stated at original cost, net of related Greek State subsidies of $9,238 concerning FAGE Dairy Industry S.A. at December 31, 2012 and 2011, for both of the years, plus interest costs capitalized during periods of construction for qualifying assets based upon the weighted average borrowing rate of 9.34% for both 2012 and 2011. Based on the Group's accounting policy land is measured at its fair value.

Property, plant and equipment are analyzed as follows:

	Land	Buildings	Machinery and equipment	Transportation equipment	Furniture and fixtures	Construction in progress (CIP)	Total
COST							
At January 1, 2011*	**63,572**	**105,180**	**267,603**	**5,112**	**33,898**	**8,367**	**483,732**
Additions	139	4,267	10,045	289	3,996	36,625	55,361
Transfers from CIP		13,178	20,613			(33,791)	-
Foreign currency remeasurement	(2,000)	(1,626)	(6,129)	(131)	(1,054)	(31)	(10,971)
Devaluation	(3,499)	-	-	-	-	-	(3,499)
Disposals	(74)		(251)	(389)	(632)		(1,346)
At December 31, 2011*	**58,138**	**120,999**	**291,881**	**4,881**	**36,208**	**11,170**	**523,277**
Additions		1,144	16,399	170	537	1,457	19,707
Transfers from CIP*			6,884			(6,884)	-
Foreign currency remeasurement	1,135	1,009	3,836	84	646	12	6,722
Disposals	(120)	(94)	(6,158)	(137)	(288)		(6,797)
At December 31, 2012	**59,153**	**123,058**	**312,842**	**4,998**	**37,103**	**5,755**	**542,909**
ACCUMULATED DEPRECIATION							
At January 1, 2011*	**-**	**(25,624)**	**(121,483)**	**(4,232)**	**(27,491)**	**-**	**(178,830)**
Depreciation expense	-	(3,316)	(16,363)	(264)	(1,884)	-	(21,827)
Foreign currency remeasurement	-	679	3,517	122	864	-	5,182
Disposals	-		241	296	612	-	1,149
At December 31, 2011*	**-**	**(28,261)**	**(134,088)**	**(4,078)**	**(27,899)**	**-**	**(194,326)**
Depreciation expense		(3,650)	(18,368)	(263)	(2,312)	-	(24,593)
Foreign currency remeasurement		(436)	(2,319)	(75)	(546)	-	(3,376)
Disposals		34	6,154	100	275	-	6,563
At December 31, 2012		**(32,313)**	**(148,621)**	**(4,316)**	**(30,482)**	**-**	**(215,732)**
NET BOOK VALUE							
At December 31, 2011	**58,138**	**92,738**	**157,793**	**803**	**8,309**	**11,170**	**328,951**
At December 31, 2012	**59,153**	**90,745**	**164,221**	**682**	**6,621**	**5,755**	**327,177**

*2011 amounts have been restated as a result of the change in the presentation currency, as further detailed in note 2.4.

Cumulative capital expenditure relating to the investment in the United States as of December 31, 2012 and 2011 amounted to $194,668 and $182,819, respectively, which relates to construction costs for the Group's plant.

Since December 31, 2008, the Group has measured land using the revaluation model. In year 2008, the Group engaged American Appraisal (Hellas) Limited, an accredited independent valuer, to determine the fair value of its land. Fair value of land is determined with the market approach, by reference to market based evidence. This means that valuations performed by the valuer are based on active market prices, adjusted for any difference in location or condition of the specific property. The date of the revaluation was December 31, 2008. This resulted in a revaluation surplus amounting to $56,805, shown in the statement of comprehensive income as well as in equity component "land revaluation surplus", net of deferred taxes of $9,407.

The Group engaged American Appraisal (Hellas) Limited to determine the fair value of its land as at December 31, 2011. The measurement resulted in a devaluation of $3,366 shown in the statement of comprehensive income and in the equity component "land revaluation surplus", net of deferred taxes, of $673. No update of the valuation was performed for year 2012 as the Group determined that no significant fluctuation in value has occurred since its previous valuation. If the land was measured using the cost model, its carrying amount as of December 31, 2012 would be approximately $5.0 million.

9. INTANGIBLE ASSETS:

Intangible assets in the accompanying financial statements are analyzed as follows:

	Customer network	Development costs	EDP license fees/expenses	Total
Balance, January 1, 2011	**1,780**	**1,289**	**2,102**	**5,171**
Additions	-	782	-	782
Foreign currency remeasurement	37	(41)	(67)	(71)
Amortization (Note 4)	(207)	(467)	(977)	(1,651)
Balance, December 31, 2011	**1,610**	**1.563**	**1,058**	**4,231**
Additions	-	718	-	718
Foreign currency remeasurement	180	31	22	233
Amortization (Note 4)	(216)	(582)	(996)	(1,794)
Balance, December 31, 2012	**1,574**	**1,730**	**84**	**3,388**

2011 amounts have been restated as a result of the change in the presentation currency, as further detailed in note 2.4.

10. CONSOLIDATED SUBSIDIARIES AND GOODWILL

CONSOLIDATED SUBSIDIARIES

On October 1, 2012, the Group completed an internal restructuring designed to enhance the efficiency of the Group's corporate structure and to better reflect the increasingly international nature of the Group's business.

As part of the restructuring, in September 2012, FAGE Dairy Industry S.A. formed a new Luxembourg subsidiary, namely FAGE Luxembourg S.à r.l.. The latter entity became the holder of all non-Greek subsidiaries and intellectual property of the FAGE Group, after they were transferred by FAGE Dairy Industry S.A. to this entity upon its incorporation through a contribution in kind on September 25, 2012.

In September 2012, FAGE International S.A. became the beneficial owner of the shares of FAGE Dairy Industry S.A.

On October 1, 2012, FAGE Dairy Industry S.A. transferred the shares of FAGE Luxembourg S.à r.l. to FAGE International S.A., while the latter through a substitution agreement assumed the obligations of FAGE Dairy Industry S.A. with respect to the Senior Notes due 2015 and 2020 with an exchange of promissory notes issued by FAGE Dairy Industry S.A. of an equal nominal amount.

As a result of the restructuring, FAGE International S.A., a Luxembourg corporation which was incorporated on September 25, 2012 and is beneficially owned and controlled by Messrs. Ioannis and Kyriakos Filippou, became the parent company for all of the Group's subsidiaries. Management has concluded that, as the beneficial owners of the Group remained the same, the Group of FAGE International S.A. is a continuation of the FAGE Dairy Industry S.A. Group. Since October 1, 2012, the Group's operations in Greece are conducted through the Greek subsidiary, FAGE Dairy Industry S.A. (the former parent company). The Group's operations outside of Greece currently are conducted through the newly formed Luxembourg subsidiary, FAGE Luxembourg S.à r.l.

In connection with the restructuring, on October 1, 2012, FAGE International S.A., the new parent company, became the primary obligor on the 2015 Senior Notes and one of the two primary obligors (together with FAGE USA Dairy Industry, Inc.) on the 2020 Senior Notes. FAGE Dairy Industry S.A., the principal Greek subsidiary, and FAGE Luxembourg S.à. r.l., the principal subsidiary for the non-Greek operations, entered into new guarantees by which they have fully and unconditionally guaranteed the obligations under the Senior Notes.

The consolidated financial statements as at December 31, 2012, 2011 and 2010, include the financial statements of FAGE International S.A. and its subsidiaries listed below:

	Equity interest				
	December 31, 2012	December 31, 2011	December 31, 2010	Country of incorporation	
FAGE Luxembourg S.à r.l (subgroup analyzed below)	100.0%	-	-	Luxembourg	Holding company (incorporated on September 25, 2012) of FAGE USA Holdings, Inc., FAGE Italia S.r.l., FAGE U.K. Limited and FAGE Deutschland GmbH.
FAGE Dairy Industry S.A (subgroup analyzed below)	100.0%	-	-	Greece	Greek operating subsidiary with its primary activity the operation of the Group's Greek production facilities and distribution of its products in Greece.

FAGE Luxembourg S.à r.l. subgroup has the following subsidiaries:

FAGE USA Holdings, Inc.	100.0%	-	-	USA	Holding company of FAGE USA Dairy Industry, Inc., and FAGE USA, Corp.
FAGE Italia S.r.l.	100.0%	-	-	Italy	Distribution network covering Italy
FAGE U.K. Limited	100.0%	-	-	United Kingdom	Distribution network covering the United Kingdom
FAGE Deutschland GmbH	100.0%	-	-	Germany	Distribution network covering Germany

FAGE USA Holdings, Inc. subgroup has the following subsidiaries:

	Equity interest				
	December 31, 2012	**December 31, 2011**	**December 31, 2010**	**Country of incorporation**	
FAGE USA Dairy Industry, Inc.	100.0%	100.0%	100.0%	USA	U.S. operating subsidiary with its primary activity being the operation of the Group's U.S. yogurt production facility and the distribution of its products in the U.S.
FAGE USA, Corp.	100.0%	100.0%	100.0%	USA	U.S. operating subsidiary (incorporated in July 2009) with its primary activity being the provision of sales and marketing services to FAGE USA Dairy Industry, Inc.

FAGE Dairy Industry S.A. subgroup has the following subsidiaries:

FAGE Commercial S.A. (Xylouris)	100.0%	100.0%	100.0%	Greece	Commercial
Zagas S.A.	100.0%	100.0%	100.0%	Greece	Cheese producer—non operating
Agroktima Agios Ioannis S.A.	100.0%	100.0%	100.0%	Greece	Agricultural and farm development ceased operations
Iliator S.A.	97.0%	97.0%	97.0%	Greece	Construction—not operating

FAGE Luxembourg S.à r.l : FAGE Luxembourg S.à r.l, which was incorporated on September 25, 2012, is a holding company of FAGE USA Holdings, Inc., FAGE Italia S.r.l., FAGE U.K. Limited and FAGE Deutschland GmbH.

FAGE USA Holdings, Inc.: FAGE USA Holdings, Inc. is the holding company of FAGE USA, Corp. and FAGE USA Dairy Industry, Inc.

FAGE USA Dairy Industry, Inc.: FAGE USA Dairy Industry, Inc. is a wholly owned subsidiary of FAGE USA Holdings, Inc. and is a company which imports, manufactures and distributes the Group's products in the U.S. market.

FAGE USA, Corp.: FAGE USA, Corp. is a wholly owned subsidiary of FAGE USA Holdings, Inc. and is a company providing sales and marketing services.

FAGE U.K. Limited: On April 13, 2005, FAGE acquired 100% of the share capital of its distributor in the United Kingdom, Gordon Conrad Limited (subsequently renamed to FAGE U.K. Limited), for a consideration of $6,997.

FAGE Italia S.r.l.: FAGE Italia S.r.l. is a 100% owned Italian distribution company. FAGE acquired its interest in FAGE Italia S.r.l. in three tranches (88.87% in 1993, 11.12% in 2004 and 0.01% in 2006) for a total consideration of $858.

FAGE Deutschland GmbH: FAGE Deutschland GmbH is a 100% owned German distribution company.

FAGE Dairy Industry S.A.: FAGE Dairy Industry S.A. is the Group's Greek operating subsidiary with its primary activity the operation of the Group's Greek production facilities and distribution of its products in Greece.

FAGE Commercial S.A. (Xylouris): FAGE acquired 100% of Xylouris S.A. (Xylouris) in seven tranches (35% in 1995, 12% in 1996, 4% in 1997, 17% in 2002, 3.75% in 2003, 28.24% in 2004 and 0.01% in 2006) for a total consideration of $2,681. Xylouris was a cheese producer in Crete. During December 2008 it was renamed to FAGE Commercial S.A. and it operates as a commercial company.

Zagas S.A.: Zagas S.A. (Zagas) is a cheese producer in Agrinio. FAGE acquired its participating interest of 100% of Zagas in two tranches (99.99% in 2001 and 0.01% in 2006), for a total consideration of $4,072. The Group is in process of selling the property, plant and equipment of this subsidiary (note 8).

Agroktima Agios Ioannis S.A.: FAGE acquired 100% of Agroktima Agios Ioannis S.A. (Agroktima) in three tranches (33.24% in 1998, 66.75% in 2000 and 0.01% in 2006) for a total consideration of $2,089. Agroktima was an agricultural and farm development company which ceased operations in 2007.

Iliator S.A.: The Group has a participation interest of 97% in Iliator S.A., a construction company which is not operating.

GOODWILL

The carrying value of goodwill reflected in the accompanying consolidated statements of financial position is analyzed as follows:

	December 31, 2012	December 31, 2011 (restated*)	December 31, 2010 (restated*)
Foods Hellas S.A. (FAGE Dairy Industry S.A.)	1,710	1,677	1,732
Voras S.A. (FAGE Dairy Industry S.A.)	2,800	2,746	2,835
FAGE Italia S.r.l.	375	367	379
FAGE U.K. Limited	1,526	1,462	1,466
Total	**6,411**	**6,252**	**6,412**

The movement in goodwill is analyzed as follows:

	THE GROUP
Balance at January 1, 2011 (restated)	**6,412**
Less: Foreign currency remeasurement	(160)
Balance at December 31, 2011 (restated)	**6,252**
Plus: Foreign currency remeasurement	159
Balance at December 31, 2012	**6,411**

Goodwill is tested annually for impairment on December of each year or more frequently when circumstances indicated that the carrying value maybe impaired. The Group identifies two cash generating units, the European and the U.S.

The annual impairment test for goodwill was based on the value in use approach which was used to determine the recoverable amount of the cash generating units of the Group to which goodwill is allocated. Cash flow projections are based on financial forecasts approved by management covering a five-year period. The pre-tax discount rate applied to cash flow projections was 12.3% and cash flows beyond the five-year period were extrapolated using a 2.0% growth rate which is the expected average growth rate for the specific industry.

Key assumptions used in the value in use calculation with respect to the above impairment tests are as follows:

Budgeted gross margin: The basis used to determine the value assigned to the budgeted gross margins is the average actual gross margins achieved by each cash-generating unit in the preceding five-year period.

Capital needs: All the necessary estimated acquisitions of fixed assets as well as working capital needs and maintenance needs were taken into account, based on the latest five years' actual needs, in order for the cash-generating units to maintain their production capacity and market share.

Discount rates: Discount rates represent the current market assessment of the risks specific to each cash generating unit , taking into consideration the time value of money and individual risks of the underlying assets that have not been incorporated in the cash flow estimates. The discount rate calculation is based on the specific circumstances of the Group and its operating segments and is derived from its weighted average cost of capital (WACC). The WACC takes into account both debt and equity. The cost of equity is derived from the expected return on investment by the Group's investors. The cost of debt is based on the interest bearing borrowings the Group is obliged to service.

Management did not identify any impairment at the Group level as a result of this test.

Sensitivity to changes in assumptions
With regard to the assessment of value in use of the cash generating units of the Group, management believes that a reasonable change in any of the above key assumptions could not cause the current value of these cash generating units to materially exceed their recoverable amounts.

11. INVESTMENT IN ASSOCIATE ACCOUNTED FOR UNDER THE EQUITY METHOD:

Bizios S.A. (Bizios) was incorporated on November 10, 1997. During 1997, FAGE Dairy Industry S.A. purchased 45% of the voting shares for a cash consideration of $6,274.

FAGE's investment in Bizios is accounted for using the equity method. In this respect, losses of $0 and $187 have been recognized in the accompanying consolidated statements of income for the year ended December 31, 2012 and 2011, respectively. The carrying value of the investment in Bizios as at December 31, 2012, 2011 and 2010, amounted to $0 for all of the years then ended and is included in the accompanying consolidated statements of financial position.

12. AVAILABLE FOR SALE FINANCIAL ASSETS:

Available for sale financial assets are analyzed as follows:

	December 31,		
	2012	**2011**	**2010**
		(restated*)	**(restated*)**
Shares—listed & unlisted:			
Vis S.A. (listed)	326	296	339
Elbisco Holdings S.A. (**unlisted in 2012**)	206	203	342
Total Available for Sale Financial Assets in Current Assets	**532**	**499**	**681**
Shares—unlisted:			
Packing Hellas Development S.A.	116	114	118
Total Available for Sale Financial Assets in Non Current Assets	**116**	**114**	**118**

Available for sale financial assets consist of investments in ordinary and preferred shares and, therefore, have no fixed maturity date or coupon rate.

In 2012 Elbisco Holdings S.A.,unlisted itself from the Athens Stock Exchange.

The above-mentioned investments have been classified as available for sale and the listed are carried at their fair value with the difference in the fair values reflected in other comprehensive income.

For the year ended December 31, 2012, gains of $18 (net of deferred income taxes of $7) were recognized and reported in other comprehensive income while, for the year ended December 31, 2011, losses of $174 were recognized and reported in the statements of income, as it was determined that the related investments had been impaired.

13. OTHER NON-CURRENT ASSETS:

Other non-current assets are analyzed as follows:

	December 31, 2012	**December 31, 2011 (restated*)**	**December 31, 2010 (restated*)**
Utility deposits	420	390	383
Other	52	107	174
	472	**497**	**557**

14. INVENTORIES:

Inventories are analyzed as follows:

	December 31, 2012	**December 31, 2011 (restated*)**	**December 31, 2010 (restated*)**
Merchandise	1,381	1,832	2,361
Finished and semi-finished products	16,256	16,728	13,180
Raw materials and supplies	21,682	19,221	17,387
	39,319	**37,781**	**32,928**

As at December 31, 2012 there were no circumstances identified that would lead the Group to establish provision for inventories. Effective in April 2012, the credit agreement of $50,000 (See Note 24) was amended to incorporate certain inventory into the borrowing base. At December 31, 2012 the amount outstanding under this facility was $0.

15. TRADE AND OTHER RECEIVABLES:

Trade and other receivables are analyzed as follows:

	December 31, 2012	December 31, 2011 (restated*)	December 31, 2010 (restated*)
Trade:			
—In U.S. dollars	24,399	23,395	15,136
—In foreign currencies	54,434	41,065	35,008
	78,833	**64,460**	**50,144**
—Less: allowance for doubtful accounts	(3,242)	(2,579)	(2,692)
	75,591	**61,881**	**47,452**
Other:			
—Value added tax	20,348	18,472	15,742
—Prepaid taxes, other than income taxes	1	25	843
—Prepaid expenses	5,158	2,534	538
—Advances to suppliers	9,298	9,492	9,834
—Various debtors	3,292	2,717	2,477
	38,097	**33,240**	**29,434**
—Less: allowance for doubtful accounts	(8,595)	(8,100)	(7,067)
	29,502	**25,140**	**22,367**
	105,093	**87,021**	**69,819**

The movement of the allowance for doubtful accounts during the years ended December 31, 2012 and 2011 was as follows:

	Trade	Other	Total
Balance at January 1, 2011*	**2,692**	**7,067**	**9,759**
Provision (Note 5)	426	1,359	1,785
Utilization	(456)	-	(456)
Foreign currency remeasurement	(83)	(326)	(409)
Balance at December 31, 2011*	**2,579**	**8,100**	**10,679**
Provision (Note 5)	658	820	1,478
Utilization		(501)	(501)
Foreign currency remeasurement	5	176	181
Balance at December 31, 2012	**3,242**	**8,595**	**11,837**

*2011 amounts have been restated as a result of the change in the presentation currency, as further detailed in note 2.4.

The Group, in late 2007 and in the context of its efforts to re-organize its raw material cost base, decided and withdrew from certain milk zones and small suppliers. This action, amongst other effects, resulted in increases in the provision for doubtful debts and in the write off of receivable balances as, for certain prepayments to suppliers, the possibilities of collection were significantly reduced.

On March 21, 2008, FAGE Greece entered into an accounts receivable transfer agreement under which it could obtain up to $45 million from ABN AMRO Bank, for trade accounts receivable that would be transferred, amounting 100% to 85% of amount collected. Using this agreement the Group financed its operations. The Group reduced its line of financing through the ABN AMRO trade accounts receivable to $22 million as at December 31, 2010 and to $14 million as at December 31, 2011. On April 2, 2012 the Group ceased utilizing and cancelled the ABN AMRO facility.

Moreover, as at December 31, 2011 and 2010 amounts of $540 and $495, respectively, are disclosed both in current assets and current liabilities representing its continuing involvement in the transferred trade receivables.

The consolidated income statement for the year ended December 31, 2012 reflects a charge of $1,478 ($1,785 at December 31, 2011) for additional allowance for doubtful accounts.

During the year ended December 31, 2012 and 2011 accounts receivable amounting to $501 and $456 were respectively written-off by the Group utilizing the allowance established in prior years for those receivables.

The ageing analysis of trade accounts receivable is as follows:

	Total	Neither past due nor Impaired	Past due but not impaired	
		Current	Over 60 days	Over 180 days
2012	75,591	43,035	32,556	-
2011	61,881	41,538	20,343	-
2010	47,452	37,701	9,751	-

It is the Group's policy to attach liens against the property of most of its delinquent customers. Due to the prolonged and complex legal procedures in Greece, it is not unusual for the collection process to take three to five years before a case is finalised.

16. RELATED PARTIES:

The Group purchases goods and services from and makes sales of goods to certain related companies in the ordinary course of business. Such related companies consist of affiliates or companies which have common ownership and/or management with the Group.

Account balances with related companies are as follows:

	December 31,		
	2012	**2011**	**2010**
		(restated*)	**(restated*)**
Due from:			
- Ioannis Nikolou ULP	1,024	996	943
- Evga S.A.	1,761	1,610	527
- Agan S.A.	57	-	-
	2,842	**2,606**	**1,470**
Due to:			
- Iofil S.A.	1,710	5,011	7,746
- Mornos S.A.	2,435	4,371	5,434
- Vis S.A.	257	1,394	1,366
- Agan S.A.	-	1,009	986
- Palace S.A.	243	-	-
- G.S. Kostakopoulos & Associates	408	-	-
- Alpha Phi S.à r.l.	598	-	-
- Theta Phi S.à r.l.	598	-	-
	6,249	**11,785**	**15,532**

Transactions with related companies for the years ended December 31, 2012 and 2011, are analyzed as follows:

	Purchases from related parties		Sales to related parties	
	2012	**2011**	**2012**	**2011**
		(restated*)		**(restated*)**
Inventories, materials and supplies	37,033	45,360	2,246	3,562
Advertising and media	2,612	6,136	-	-
Other services	12,516	10,303	-	-
	52,161	**61,799**	**2,246**	**3,562**

Purchases of inventories, materials and supplies from related parties represent approximately 13.0% and 18.3% of the Group's total purchases for the years ended December 31, 2012 and 2011, respectively.

Advertising, media buying and other services from related parties represent approximately 26.5% and 28.4% of the Group's total respective costs for the years ended December 31, 2012 and 2011, respectively.

Mornos S.A.: The Group purchases plastic yogurt tubs, aluminum yogurt tub tops and other packaging products from Mornos. Members of Mr. Kyriakos Filippou's family and companies that he controls own 100% of Mornos. Mr. Athanassios-Kyros Filippou is the Chairman of the Board of Mornos. The Group's purchases from Mornos totalled $16,179 and $17,216 for the years ended December 31, 2012 and 2011, respectively.

Vis S.A.: The Group purchases packaging materials from Vis, a public company that is listed on the Athens Stock Exchange. Mr. Ioannis Filippou, members of his family and a company owned by them own 72.5% of Vis and we own 7.1% of Vis. Mr. Dimitrios Filippou is Chairman and Managing Director of Vis. Purchases from Vis totalled $3,124 and $3,857 for the years ended December 31, 2012 and 2011, respectively.

European Milk and Flour Industry S.A.: The Group is the exclusive distributor in Greece of fresh fruit juices produced by Evga. Evga is 100% owned by members of Mr. Kyriakos Filippou's family and companies controlled by him. Mr. Athanassios-Kyros Filippou, the son of Mr. Kyriakos Filippou, is the Chairman of the Board of Directors of Evga. Evga produces fresh and UHT fruit juices and ice cream. The Group purchases Evga's fresh fruit juices, which bear the *EVGA* trademark, at a negotiated discounted price and sells them to retailers at a mark-up. Evga retains responsibility for all marketing, advertising and promotion costs. The Group's purchases from Evga totalled $924 and $3,875 for the years ended December 31, 2012 and 2011, respectively. From time to time, the Group sells to Evga various raw materials for its products. Sales to Evga totalled $243 and $566 for the years ended December 31, 2012 and 2011, respectively. As of September 2009, pursuant to an agreement with the Group, continuing through 2012, Evga provides consulting services to the Group relating to

research and technology. Such services provided for the years ended December 31, 2012 and 2011, amounted to $3,246 and $3,934, respectively.

Iofil S.A.: Iofil provides corporate management services to the Group and other companies controlled by the Filippou family. Iofil is 100% owned by members of Mr. Ioannis Filippou's family and a company that they own. Mr. Ioannis Filippou is Chairman of the Board of Directors and Mr. Dimitrios Filippou is the Managing Director of Iofil. Iofil is an industrial, commercial, advertising and services company and is also the controlling shareholder of Vis. Pursuant to an agreement with the Group, continuing through 2012, Iofil provides the Group with corporate management services. Services provided to the Group for the years ended December 31, 2012 and 2011, amounted to $6,220 and $6,034 for the years ended December 31, 2012 and 2011, respectively. Additionally, the Group purchases packaging materials from Iofil. The Group's purchases of packaging materials from Iofil totalled $13,439 and $15,365 for the years ended December 31, 2012 and 2011, respectively. Iofil also provided advertising services to the Group in the amount of $2,611 and $6,136 for the years ended December 31, 2012 and 2011, respectively.

Agan S.A.: Agan is a service company owned by Palace, Mr. Kyriakos Filippou and Mr. Athanassios-Kyros Filippou. Mr. Kyriakos Filippou is the Chairman of the Board of Directors of Agan, Mrs. Dimitra Filippou, the wife of Mr. Kyriakos Filippou, is the Vice Chairman and Mr. Athanassios-Kyros Filippou, the son of Mr. Kyriakos Filippou, is the Chief Executive Officer of Agan. The Group's purchases of packaging materials from Agan totalled $3,366 and $5,047 for the years ended December 31, 2012 and 2011, respectively.

Palace S.A : Palace is a construction and services company that is 100% owned by the family of Mr. Kyriakos Filippou. It provides corporate management services to other companies controlled by the Filippou family. Pursuant to an agreement with us since 2011, Palace provides us with corporate management services. Services provided to the Group by Palace for the years ended December 31, 2012 and 2011, amounted to $2,328 and $2,100, respectively.

Ioannis Nikolou ULP: Mr. Ioannis Nikolou is the brother-in-law of Mr. Ioannis Filippou and is one of the Company's sales representatives. As such, he buys products from the Group at a discounted price and resells them at a marked-up price, with the difference being retained as his commission. The Group determines the discounts offered to and mark-ups charged by its sales representatives in a uniform manner. Purchases from the Group by Ioannis Nikolou totalled $1,992 and $2,981 for the years ended December 31, 2012 and 2011, respectively. Ioannis Nikolou derives a standard commission on resale of such purchased products.

Bizios: Bizios is a cheese manufacturing company in which FACE Dairy Industry S.A. has a 45% participating stake. Mr. Zissis Bizios and Mr. Nikos Bizios own equally the remaining 55% of the company. The Company had no sales to or purchases from Bizios for the years ended December 31, 2012 and 2011, respectively.

G.S. Kostakopoulos & Associates: The Group engages the law firm G.S. Kostakopoulos & Associates for various legal services. Mr. Georgios Kostakopoulos, the managing partner of the firm, is the brother-in-law of Messrs. Ioannis and Kyriakos Filippou. The Group's payments to G.S. Kostakopoulos & Associates were approximately $722 and $335 for the years ended December 31, 2012 and 2011, respectively.

Alpha Phi S.à r.l : Alpha Phi is a company owned by the Filippou family. It provides consulting services to the Group. Services provided to the Group by Alpha Phi for the years ended December 31, 2012 and 2011, amounted to $598 and $0, respectively.

Theta Phi S.à r.l : Theta Phi is a company owned by the Filippou family. It provides consulting services to the Group. Services provided to the Group by Theta Phi for the years ended December 31, 2012 and 2011, amounted to $598 and $0, respectively.

Total Compensation to Key Management Personnel: Compensation and related costs to directors and executive officers are analyzed as follows:

	December 31,	
	2012	**2011 (restated*)**
Compensation paid to shareholders and family members as directors and executive officers (Note 5)	6,997	7,098
Compensation to other directors and executive officers	2,414	2,306
	9,411	9,404
Payments to state pension plans	310	292
	9,721	**9,696**

Certain additional related party disclosures are provided in Note 27 in the consolidated financial statements.

17. CASH AND CASH EQUIVALENTS:

Cash and cash equivalents are analyzed as follows:

	December 31,		
	2012	**2011**	**2010**
		(restated*)	**(restated*)**
Cash in hand	421	365	267
Cash at banks	127,615	44,070	54,094
	128,036	**44,435**	**54,361**

Cash at banks earns interest at floating rates based on monthly bank deposit rates. Interest earned on cash at banks and time deposits is accounted for on an accrual basis and amounted to $12 and $259 for the years ended December 31, 2012 and 2011, respectively, for the Group and is included in financial income in the accompanying consolidated statements of income (Note 6).

Cash and cash equivalents for the Group at December 31, 2012 consists of $11,477 denominated in foreign currencies and $116,559 in U.S. dollars ($15,796 and $28,639 at December 31, 2011 and $13,614 and $40,747 at December 31, 2010, respectively).

Cash restricted as at December 31, 2010 amounted to $401. There was no cash restricted as at December 31, 2012 and 2011.

Furthermore, as at December 31, 2012, the Group had cash which was deposited for the redemption of the 2015 Senior Notes and accrued interest and which was used to extinguish in January 2013 the 2015 Senior Notes together with accrued interest, of an amount of $ 138,934 and which was separately disclosed in the statement of financial position.

18. SHARE CAPITAL, SHARE PREMIUM AND NET REVALUATION SURPLUS:

FAGE International S.A., which was incorporated on September 25, 2012 in Luxembourg and is beneficially owned and controlled by Messrs. Ioannis and Kyriakos Filippou, is the parent company for all of our subsidiaries.

At December 31, 2012, and following the restructuring of the Group, FAGE International S.A.'s authorized, issued and fully paid share capital consisted of 50,002 common shares in registered form, having a par value of $1.00 each and a share premium reserve of $51,728.

The share capital for the Group as at December 31, 2011 and 2010, amounted to $52,237.

The movement of share capital and share premium as a result of the reorganization was as follows:

	December 31, 2012	**December 31, 2011 (restated*)**	**Movement**
Share capital	50	52,237	(52,187)
Share premium	**51,728**	**-**	**51,728**
	51,778	**52,237**	**(459)**

19. LEGAL, TAX FREE AND SPECIAL RESERVES:

Legal, tax free and special reserves for the Group refer to such reserves of FAGE Dairy Industry S.A.(the previous parent of the Group) and are analyzed as follows:

	December 31,		
	2012	**2011**	**2010**
		(restated*)	**(restated*)**
Legal reserve	3,660	3,660	3,660
Tax free reserves			
- Law 1892/1990 (Art. 12)	32,904	32,904	32,904
- Reserve for non taxable income	838	838	838
- Reserves established under various laws prior to 1978	138	138	138
	33,880	33,880	33,880
Special reserves			
- Law 1892/1990 (Art. 23a)	8,886	8,886	8,886
- Law 3296/2004	1,030	1,030	1,030
	9,916	9,916	9,916
	47,456	**47,456**	**47,456**

Legal Reserve:

Under Greek corporate law, corporations are required to transfer a minimum of 5% of their annual net profit as reflected in their statutory books to a legal reserve, until such reserve equals one-third of the outstanding share capital. The above reserve cannot be distributed during the existence of the FAGE Dairy Industry S.A.

Tax Free Reserves:

(a) Under the provisions of Law 1892/1990 (Art. 12), corporations were allowed to establish tax free reserves equal to sixty percent of their pre-tax profits, as reflected in their statutory books, generated from manufacturing activities, after allowing for legal reserve, dividends and Board of Directors fees, but limited to sixty percent of the capital expenditures made in the respective year under this law. This incentive expired on December 31, 2004. According to the Greek tax regulations, this reserve is exempt from income tax, provided it is not distributed to shareholders. FAGE Dairy Industry S.A. has no intention of distributing this reserve and, accordingly, has not provided for deferred income tax liability that would be required in the event the reserve is distributed

(b) Other tax free reserves have been recorded under various Greek laws. According to the Greek tax regulations, these reserves are exempt from income tax, provided they are not distributed to the shareholders. FAGE Dairy Industry S.A. has no intention of distributing these reserves and, accordingly, has not provided for deferred income tax liability that would be required in the event these reserves are distributed.

If the above reserves are distributed then, income taxes will be payable at the then prevailing rates.

Special Reserves:

(a) Under the provisions of Law 1892/1990 (Art. 23a) the FAGE Dairy Industry S.A.submitted to the Greek State a business plan concerning the expansion and upgrading of certain production units, during the period from 1995 through 1997. The FAGE Dairy Industry S.A. was obliged to record its own contribution as a special reserve out of each year's profits as reflected in the statutory books. The reserve cannot be distributed for a period of ten years from the completion of the business plan.

(b) Under the provisions of Law 3296/2004 the FAGE Dairy Industry S.A. was obliged to record, as a special reserve, the balance of the allowance for doubtful accounts receivable reflected in its statutory books which had not been off-set against specific account receivable balances.

20. DIVIDENDS:

In accordance with the Luxembourg law dated August 1915 on commercial companies, as amended and restated from time to time (the "Law"), and the articles of association of FAGE International:

1. Five per cent (5%) of our annual net profits must be allocated to the reserve required by law. This allocation ceases when the legal reserve reaches an amount equal to ten per cent (10%) of our share capital which is currently set at $50,002.-.

2. The general meeting of FAGE International's shareholders determines the allocation of the balance of the annual net profits at the annual general meeting. The general meeting of FAGE International's shareholders may decide on the payment of an annual dividend, to transfer the balance to a reserve account, or to carry it forward in accordance with the applicable legal provisions. Annual dividends are distributions made to FAGE International's shareholders after the end of a financial year, which are paid out of the amount of the profits at the end of such financial year plus any profits carried forward, less any losses carried forward and sums to be placed to the legal reserve or any other reserve in accordance with the law on commercial companies, 10th August, 1915, as amended and restated from time to time or the articles of association of FAGE International. In accordance with the Law, except for cases of reductions of subscribed capital, no distributions (incl. dividends) to shareholders may be made when on the closing date of the last financial year the net assets as set out in the annual accounts are, or following such a distribution would become, lower than the amount of the subscribed capital plus the reserves which may not be distributed under law or by virtue of the articles of association of FAGE International. In excess, any distribution made in infringement of this latter rule must be returned by the shareholders who have received it if FAGE International proves that the shareholders knew of the irregularity of the distributions made in their favor or could not, in the circumstances, have been unaware of it.

3. The Board of Directors of FAGE International (the "Board") may distribute interim dividends subject to the following conditions:

    a. the Board must draw up interim accounts;

    b. the interim accounts show that sufficient profits and other reserves (including share premium) are available for distribution; it being understood that the amount to be distributed may not exceed the profits made since the end of the last financial year for which the annual accounts have been approved, if any, increased by profits carried forward and distributable reserves, and reduced by losses carried forward and sums to be allocated to the legal or a statutory reserve;

    c. the decision to distribute interim dividends must be taken by the Board within two (2) months from the date of the interim accounts; and

d. the approved external auditors (réviseur d'entreprises agréé) must prepare a report addressed to the Board which must verify whether the above conditions have been satisfied.

21. INTEREST BEARING LOANS AND BORROWINGS:

Interest bearing loans and borrowings are analyzed as follows:

	December 31, 2012	December 31, 2011 (restated*)	December 31, 2010 (restated*)
(a) Senior Notes due 2015	-	131,308	135,600
(b) Senior Notes due 2020	400,000	150,000	150,000
Total long-term debt	400,000	281,308	285,600
Less: Unamortized issuance costs	(24,080)	(16,632)	(18,419)
	375,920	**264,676**	**267,181**

(a) Senior Notes due 2015:

In January 2005, the Group completed the issuance of debt securities (2015 Senior Notes) at an aggregate face amount of $171.5 million with maturity date on January 15, 2015. The net proceeds of the 2015 Senior Notes, after issuance costs, of $165.4 million were used to (i) redeem all of the previously outstanding debt securities plus accrued and interest thereon of approximately $98.3 million, (ii) the repayment of outstanding short-term borrowings under various lines of credit maintained by the Group with several banks of approximately $46.7 million and, (iii) the acquisition of its distributor in the United Kingdom (Note 10).

The 2015 Senior Notes bore nominal interest at a rate of 7.5% per annum (effective rate 8.03% per annum), payable semi-annually on each January 15 and July 15 and commencing on July 15, 2005. The 2015 Senior Notes were redeemable in whole or in part, at the option of the Group, at any time on or after January 15, 2010. The 2015 Senior Notes were listed on the Irish Stock Exchange.

The indebtedness evidenced by the 2015 Senior Notes constituted a general unsecured senior obligation of FAGE Dairy Industry S.A. and ranked ***pari passu*** in right of payment with all other senior indebtedness and would have ranked senior in right of payment to all subordinated indebtedness of FAGE International S.A.

The 2015 Senior Notes Indenture contains certain covenants that, among other things, limited the type and amount of additional indebtedness that may be incurred by FAGE International S.A. and its subsidiaries and imposed certain limitations on investments, loans and advances, sales or transfers of assets, liens, dividends and other payments, the ability of FAGE International S.A. and its subsidiaries to enter into sale-leaseback transactions, certain transactions with affiliates and certain mergers. The Group was in compliance with the terms of the Indenture as of December 31, 2012 and December 31, 2011.

During 2008, the Group repurchased in privately negotiated transactions 2015 Senior Notes with an aggregate face amount of $5,338 for $2,707. The repurchased 2015 Senior Notes have been canceled. The difference of $2,631 was disclosed as gain from repurchase of Senior Notes, in the 2008 consolidated statement of income. During 2009, the Group repurchased in privately negotiated transactions 2015 Senior Notes with an aggregate face amount of $5,899 for $2,995. The repurchased 2015 Senior Notes have been canceled. The difference of $2,904 was disclosed as gain from repurchase of Senior Notes, in the 2009 consolidated statement of income. Moreover, during the year ended December 31, 2010 the Group redeemed $26,388 of the 2015 Senior Notes paying a premium for early repayment of $990 which is included in financial expenses.

All of the remaining outstanding 2015 Senior Notes were repaid in January 2013, together with accrued interest thereon. As a result, at December 31, 2012, the 2015 Senior Notes are disclosed as short-term debt (See Note 24).

(b) Senior Notes due 2020:

In January 2010, the Group completed the issuance of debt securities (2020 Senior Notes) at an aggregate face amount of $150 million with maturity date on February 1, 2020. The net proceeds of the 2020 Senior Notes, after issuance costs, of approximately $125.7 million were used to (i) redeem $26.4 million of the 2015 Senior Notes and $60.7 million of other long-term debt, and, (ii) the balance for capital expenditures and other general corporate purposes.

In December 2012, the Group completed the issuance of additional debt securities (2020 Senior Notes) at an aggregate face amount of $250 million with maturity date on February 1, 2020. The net proceeds of these 2020 Senior Notes (after issuance premium and issuance costs) of approximately $239.5 million were used to (i) redeem $138.9 million of the 2015 Senior Notes and the coupon accrued to that date, (ii)$22.6 million of short-term borrowings and, (iii) the balance for capital expenditures and other general corporate purposes.

The 2020 Senior Notes bear nominal interest at a rate of 9.875% per annum (effective rate 10.75% per annum), payable semi-annually on each February 1 and August 1 and commencing on August 1, 2010. The 2020 Senior Notes are redeemable in whole or in part, at the option of the Group, at any time on or after February 1, 2015.

The indebtedness evidenced by the 2020 Senior Notes constitutes a general unsecured senior obligation of FAGE Dairy Industry S.A. and ranks ***pari passu*** in right of payment with all other senior indebtedness and will rank senior in right of payment to all subordinated indebtedness of FAGE Dairy Industry S.A.

The 2020 Senior Notes Indenture contains certain covenants that, among other things, limit the type and amount of additional indebtedness that may be incurred by FAGE International S.A. and its subsidiaries and imposes certain limitations on investments, loans and advances, sales or transfers of assets, liens, dividends and other payments, the ability of FAGE International S.A. and its subsidiaries to enter into sale-leaseback transactions, certain transactions with affiliates and certain mergers. The Group was in compliance with the terms of the Indenture as of December 31, 2012 and December 31, 2011.

Finance expenses on the Group's interest-bearing loans and borrowings for the years ended December 31, 2012 and 2011, amounted to $27,566 and $27,185 respectively and are included in financial expenses in the accompanying consolidated statements of income (Note 6).

The annual principal payments required to be made on all loans subsequent to December 31, 2012 and 2011, are as follows:

	December 31, 2012	December 31, 2011 (restated*)	December 31, 2010 (restated*)
Within one year	-	-	-
1-5 years	-	131,308	135,600
Over 5 years	400,000	150,000	150,000
	400,000	**281,308**	**285,600**

22. PENSION AND STAFF RETIREMENT INDEMNITIES:

(a) ***State Pension:*** In various countries where the Group operates there are defined contribution plans. FAGE Greece's employees are covered by one of several Greek State sponsored pension funds. Each employee is required to contribute a portion of their monthly salary to the fund, with FAGE Greece also contributing a portion. Upon retirement, the pension fund is responsible for paying the employees retirement benefits. As such, FAGE Greece has no legal or constructive obligation to pay future benefits under this plan. FAGE Greece 's contributions to the pension funds for the years ended December 31, 2012 and 2011, have been recorded to expenses and were $3,477 and $3,968, respectively.

(b) ***Staff Retirement Indemnities:*** For FAGE Greece**,** under Greek labor law, employees and workers are entitled to termination/retirement payments in the event of dismissal or retirement with the amount of payment varying in relation to the employee's or worker's compensation, length of service and manner of termination (dismissed or retired). Employees or workers who resign or are dismissed with cause are not entitled to termination payments. The indemnity payable in case of retirement is equal to 40% of the amount which would be payable upon dismissal without cause. In Greece, local practice is that pension plans are not funded. In accordance with this practice, FAGE Greece does not fund these plans. FAGE Greece charges operations for benefits earned in each period with a corresponding increase in pension liability. Benefit payments made each period to retirees are charged against this liability.

The movements in the net liability in the accompanying consolidated statement of financial position are as follows:

	December 31,		
	2012	2011 (restated*)	2010 (restated*)
Net liability at beginning of the year	**3,694**	**3,573**	**3,917**
Actual benefits paid by the Company	(1,222)	(1,887)	(2,598)
Expense recognized in the consolidated statements of income (Note 3)	1,301	2,141	2,538
Foreign currency remeasurement	75	(133)	(284)
Net liability at end of the year	**3,848**	**3,694**	**3,573**

An international firm of independent actuaries estimated the Group's liabilities arising from the obligation to pay retirement indemnities. The details and principal assumptions of the actuarial study as at December 31, 2012 and 2011, are as follows:

	December 31,		
	2012	**2011**	**2010**
		(restated*)	**(restated*)**
Present value of unfunded obligations	4,599	4,398	4,821
Unrecognized actuarial net loss	(751)	(704)	(1,248)
Net liability in balance sheet	**3,848**	**3,694**	**3,573**
Components of net periodic pension cost:			
Service cost	315	465	293
Interest cost	211	227	272
Amortization of unrecognized net actuarial loss	32	103	65
Amortization of unrecognized past service cost	(74)	-	12
Regular charge to operations	484	795	642
Additional cost of extra benefits	817	1,344	1,896
Total charge to operations	**1,301**	**2,139**	**2,538**
Reconciliation of benefit obligation:			
Present value of obligation at start of year	4,398	5,051	4,951
Service cost	315	465	293
Interest cost	211	227	272
Benefits paid	(1,222)	(1,887)	(2,598)
Additional cost of extra benefits	817	1,344	1,896
Actuarial net (gain)/loss	171	(441)	362
Foreign currency remeasurement	(91)	(361)	(355)
Present value of obligation at the end of year	**4,599**	**4,398**	**4,821**
Principal Assumptions:			
Discount rate	**3.6%**	**4.80%**	**4.50%**
Rate of compensation increase	**0% till 2015**	**4.50%**	**4.50%**
	4.50% thereafter	**-**	**-**
Increase in consumer price index	**2.00%**	**2.00%**	**2.00%**

Additional cost of extra benefits relate to benefits paid to employees who became redundant. Most of these benefits were not expected within the terms of this plan and, accordingly, the excess of benefit payments over existing reserves have been treated as an additional pension charge. The additional pension charge for the years ended December 31, 2012 and 2011, amounted to $817 and $1,344, respectively.

23. TRADE ACCOUNTS PAYABLE:

Trade accounts payable are analyzed as follows:

	December 31,	December 31,	December 31,
	2012	**2011**	**2010**
		(restated*)	**(restated*)**
Suppliers in U.S. dollars	14,438	17,008	5,758
Suppliers in other currencies	37,181	41,862	34,228
	51,619	**58,870**	**39,986**

24. SHORT-TERM BORROWINGS:

Short-term borrowings are draw-downs under various lines of credit maintained by the Group with several banks. The use of these facilities for the Group is presented below:

	December 31,	December 31,	December 31,
	2012	**2011**	**2010**
		(restated*)	**(restated*)**
Credit lines available	50,000	65,527	40,388
Unused credit lines	(50,000)	(33,652)	(25,388)
Short-term borrowings	**-**	**31,875**	**15,000**
2015 Senior Notes classified as short-term borrowings	**132,632**	**-**	**-**

The weighted average interest rates on short-term borrowings for the years ended December 31, 2012 and 2011, was 6.36% and 5.98%, respectively.

Interest on short-term borrowings for the years ended December 31, 2012 and 2011, totalled $2,385 and $3,032, respectively, for the Group and is included in interest expense in the accompanying consolidated statements of income (Note 6).

On December 17, 2010, FAGE USA Dairy Industry, Inc. jointly with FAGE Greece, entered into an eighteen-month revolving loan agreement with Citibank N.A. This facility was cancelled when the Group entered into the new loan agreement (see below). At December 31, 2011 and 2010, the amount outstanding under this facility was $0 and $15,000 respectively.

On October 27, 2011, FAGE USA Dairy Industry, Inc., jointly with FAGE Greece and FAGE USA Holdings, Inc., as guarantors, entered into a sixty-month revolving loan agreement with Citibank N.A. The committed value is up to $50,000 available at a minimum of $1,000 (or maximum available) and $500 increments thereafter. At the borrower's option, the loans are available on a one, two, three, or six-month interim basis. The loans carry an interest rate of corresponding interim LIBOR. plus 3.5% or Citigroup published Alternate Base Rate plus 2.5%, and interest is payable at each quarter and interim period end. The commitment was secured by accounts receivable amounting to $26,940 of both FAGE Greece and FAGE USA Dairy Industry, Inc. ($6,418 attributable to FAGE Greece and $20,522 attributable to FAGE USA Dairy Industry, Inc.). The maximum borrowing amount is determined by the computed borrowing base (percentage of eligible receivables) determined at each month's end. Effective in April 2012, the credit agreement of $50,000 was amended to incorporate certain inventory into the borrowing base. At December 31, 2012, 2011 and 2010 the amount outstanding under this facility was $0, $16,500 and $15,000, respectively.

2015 Senior Notes amounting to $132,632 as at December 31, 2012 were classified as short-term borrowings as they were repaid on January 16, 2013 together with interest accrued to that date, while the balance of unamortized expenses of $1.4 million was transferred to the statement of income.

25. ACCRUED AND OTHER CURRENT LIABILITIES:

The amount reflected in the accompanying consolidated balance sheets is analyzed as follows:

	December 31, 2012	December 31, 2011 (restated*)	December 31, 2010 (restated*)
Taxes withheld:			
Payroll	429	403	361
Third parties	141	22	120
Milk producers	67	-	92
Other	423	450	373
	1,060	**875**	**946**
Advances from customers	**1,070**	**1,034**	**1,164**
Accrued interest	21,204	10,783	10,930
Social security funds payable	1,715	1,883	2,014
Accrued and other liabilities	11,062	7,260	7,216
	33,981	**19,926**	**20,160**
Total	**36,111**	**21,835**	**22,270**

26. SEGMENT INFORMATION:

The Group produces dairy products and operates primarily in the United States, Greece and other European countries. Due to the nature of the products and the manner in which they are marketed to customers, the business is operated and managed as one business segment distinguished between the European operations and the U.S. operations. Accordingly, no operating results by individual or group of products are produced and neither are the Group's assets and liabilities analyzed by various product groups. Intra-segment balances and transactions have been eliminated on consolidation.

Segment information for the years ended December 31, 2012, 2011 and 2010, is analyzed as follows:

	Year ended December 31, 2012			
	European operations	U.S. operations	Eliminations	Consolidated
Revenues				
Net sales to external customers	235,782	314,329	-	550,111
Inter-segment sales	48,109	-	(48,109)	-
Segment revenues	283,891	314,329	(48,109)	550,111
Results				
Profit before income tax	(5,192)	37,434	-	32,242
Segment result net profit/(loss)	76,152	24,692	-	100,844

Other segment information:				
Capital expenditures:				
Tangible and intangible fixed assets	7,982	12,443	-	20,425
Depreciation and amortization	14,758	11,629	-	26,387
Impairment losses recognized in statement of income	-	-	-	-
Financial expenses	15,711	13,715	-	29,426
Loss on derivatives	575	-	-	575
Income tax (benefit)/expense	(81,344)	12,742	-	(68,602)

	Year ended December 31, 2011			
	European operations	**U.S. operations**	**Eliminations**	**Consolidated**
Revenues				
Net sales to external customers	292,130	247,087	-	539,217
Inter-segment sales	33,452	-	(33,452)	-
Segment revenues	325,582	247,087	(33,452)	539,217
Results				
Segment result net profit/(loss)	(19,052)	24,137	-	5,085
Other segment information:				
Capital expenditures:				
Tangible and intangible fixed assets	7,861	48,282	-	56,143
Depreciation and amortization	14,357	9,121	-	23,478
Impairment losses recognized in statement of income	174	-	-	174
Financial expenses	16,350	11,801	-	28,151
Loss on derivatives	305	-	-	305
Income tax (benefit)/expense	1,337	7,822	-	9,159

2011 figures have been restated as a result of the change in the presentation currency of the Group.

The following table presents segment assets and liabilities of the Group as at December 31, 2011 and 2010.

December 31, 2012	**European operations**	**U.S. operations**	**Eliminations**	**Consolidated**
Segment assets	555,427	335,634	(25,391)	865,670
Segment liabilities	423,798	258,462	(25,391)	656,869
December 31, 2011	**European operations**	**U.S. operations**	**Eliminations**	**Consolidated**
Segment assets	303,278	251,771	(9,884)	545,165
Segment liabilities	260,767	190,329	(9,884)	441,212
December 31, 2010	**European operations**	**U.S. operations**	**Eliminations**	**Consolidated**
Segment assets	310,821	198,660	(7,288)	502,193
Segment liabilities	245,204	162,086	(7,288)	400,002

2011 and 2010 figures have been restated as a result of the change in the presentation currency of the Group.

27. CONTINGENCIES AND COMMITMENTS:

(a) Litigation and claims:

(i) In September 2006, the Greek Competition Authority initiated an investigation into price fixing in the Greek dairy market. FAGE Dairy Industry S.A. was one of the 17 Greek domestic and foreign companies that have been identified in the investigation. In December 2007, the Greek Competition Authority announced the imposition of fines on certain dairy companies and supermarkets in Greece, including FAGE Dairy Industry S.A. The fine imposed on FAGE Dairy Industry S.A. amounted to $12,402. The Group understands that the total fines announced by the Competition Authority against all of the identified companies amount to approximately $100,934. FAGE Dairy Industry S.A. challenged the amount of the fine in the courts in Greece and a provision of $12,402 was recognized and included in the financial statements as at December 31, 2007. During 2009 there was an irrevocable decision in favor of FAGE Dairy Industry S.A. and the fine was reduced by $4,424. Accordingly, a benefit of $4,424 was recognized and included in the 2009 statements of income. Moreover, this amount has been set-off with other tax liabilities. We have also challenged at the Supreme Administrative Court the legality of the imposition of the fine itself. The case has not yet been heard.

In addition, following the imposition of this fine, FAGE Dairy Industry S.A. and several other dairy companies have had to defend against lawsuits brought by milk producers claiming damages and loss of income. There are currently two of these lawsuits pending against FAGE Dairy Industry S.A., which the Company believes that are entirely without merit. Similar lawsuits against other dairy companies already have been dismissed.

(ii) In July 2007, there was a press report suggesting that a preliminary investigation by a State prosecutor had led to sufficient evidence being gathered to charge Greece's four largest dairy companies (including FAGE Dairy Industry S.A.) with price fixing. According to the report, the State prosecutor is expected to request that the related dairy companies be charged with serial extortion, a criminal offence. During his investigation, the State prosecutor questioned a number of milk producers who alleged that the four companies threatened to stop buying milk from them if they did not lower their prices. The State prosecutor alleged that there was evidence to suggest that the dairy firms colluded and acted as a cartel to force down the price at which they purchased milk. However, FAGE Dairy Industry S.A. believes that its policy concerning the prices paid to milk producers was on an arm's length basis consistent with proper market practices and that the allegations were unfounded. To date, no charges have been brought against FAGE Dairy Industry S.A.

(iii) Until 1999, FAGE Dairy Industry S.A. had for many years purchased UHT extended shelf life milk from a supplier, which in turn purchased the milk from a Belgian producer. As part of the financing arrangements, FAGE Dairy Industry S.A. issued a letter of guarantee to the Belgian company through a bank in Greece and, under the terms of the guarantee, FAGE Dairy Industry S.A. agreed to pay to the bank any amounts required to be paid by it under the letter of guarantee. Following the discovery of dioxin-contaminated cattle feed in Belgium, the European Commission in June 1999 prohibited the export and distribution of affected products, including milk, and, in turn, the Greek Ministry of Agriculture prohibited the importation and distribution of such animal products originating from Belgium. As a result, FAGE Dairy Industry S.A. withdrew all of the Belgian company's products from the Greek market, informed the Belgian company that it would not accept further shipments and returned certain shipments of milk to Belgium. In 2000, the Belgian company sought to enforce the letter of guarantee against the bank, which brought third party proceedings against FAGE Dairy Industry S.A.. A decision was issued by the Court of First Instance in Athens which determined that the bank was required to pay the Belgian company the amount of $1.8 million, including an immediate payment of $0.4 million, and that FAGE Dairy Industry S.A. was required to pay to the bank whatever amounts it was required to pay to the Belgian company. FAGE Dairy Industry S.A. has filed an appeal contesting the above decisions, which was heard by the Appeals Court in Greece in September 2010. The Appeals Court of Greece issued the final decision No 5313/2010, according to which FAGE Dairy Industry S.A. was required to pay the amount of $1.8 million. This amount was paid on February 9, 2011. FAGE Dairy Industry S.A. filed an appeal contesting the above decision before the Supreme Court of Greece, which was heard in May 2012. The Supreme Court of Greece issued a decision, which rejected the plea of FAGE Dairy Industry S.A. in the Court of Cassation and ordered a retrial (de novo trial) on the Belgian company's counter-petition.

(iv) Between 1998 and 2006, we filed applications with the United States Patent and Trademark Office to register the FAGE TOTAL word mark and label designs for Greek strained yogurt and tzatziki. In 2000 and 2008, General Mills, Inc. ("General Mills") filed oppositions to these applications on the grounds that the mark FAGE TOTAL for yogurt and tzatziki is likely to cause confusion with General Mills' trademark TOTAL for wheat flakes and ready-to-eat cereal. On September 14, 2011, the Trademark Trial and Appeal Board (the "TTAB") held that there is a likelihood of confusion between General Mills' TOTAL mark for cereal and the FAGE TOTAL mark for yogurt, but also found that there was no evidence of confusion during thirteen (13) years of simultaneous use in the marketplace. However, the TTAB held that no likelihood of confusion existed between General Mills' TOTAL mark for cereal and the FAGE TOTAL mark for tzatziki and dismissed General Mills' opposition to our application to register its FAGE TOTAL mark for tzatziki.

On September 16, 2011, General Mills and General Mills IP Holdings II, LLC (collectively the "General Mills Claimants") commenced a lawsuit against us in the United States District Court for the District of Minnesota (the "Minnesota Litigation") claiming that our use of FAGE TOTAL for yogurt infringes General Mills' TOTAL mark for cereal and constitutes unfair competition under the Lanham Act (15 U.S.C. § 1051, et seq.), Minnesota statutes and common law, and seeking an injunction prohibiting our use of the FAGE TOTAL mark for yogurt and other dairy products, as well as damages, disgorgement of profits, treble damages and attorney's fees. On September 30, 2011, we commenced a lawsuit against the General Mills Claimants in the United States District court for the

Northern District of New York (the "New York Litigation"), seeking: (a) an appeal of the TTAB decision refusing to register the FAGE TOTAL mark for yogurt pursuant to 15 U.S.C. § 1071(b); and (b) a declaration that our use of FAGE TOTAL for yogurt and other dairy products does not infringe General Mills' TOTAL mark for wheat flake cereal. In January 2012, the General Mills Claimants filed a cancellation action with the TTAB seeking cancellation of our incontestable registration for FAGE TOTAL and design for Feta cheese.

On June 4, 2012, the parties filed a joint motion to transfer the Minnesota litigation to New York. The Minnesota court ordered the transfer on June 4, 2012. On June 21, 2012, the New York court entered an order approving the parties' Stipulation to Consolidate the Minnesota litigation with the New York litigation under Civil Action No. 6:11-cv-11774. On July 23, 2012, General Mills applied for leave to file a Second Amended Complaint to add claims under New York State statutes and common law that are similar to claims under Minnesota State statutes and common law that it asserted in the First Amended Complaint. General Mills' application for leave to file a Second Amended Complaint was granted and we have denied the essential elements of General Mills' amended claims. On November 13, 2012, General Mills filed a Stipulation with the court withdrawing its claim for actual damages measured by General Mills' lost sales. General Mills continues to seek monetary remedies under a reasonable royalty theory and disgorgement of profits. General Mills withdrew its Third Claim for Relief for Federal Dilution under 15 U.S.C. § 1152(c), its Sixth Claim for Relief for Minnesota State Law Dilution and its Eighth Claim for Relief under N.Y. Gen. Bus. Law § 360-1. A trial on this matter is scheduled to begin on June 17, 2013.

We believe we have meritorious defenses to the claims asserted against it by General Mills now pending in the U.S. District Court for the Northern District of New York and intend to defend ourselves vigorously. There are no claims for monetary damages asserted against us in the cancellation action described above. In connection with the foregoing, our management does not believe that the ultimate outcome of the pending actions described above is reasonably likely to have a material adverse effect on our consolidated financial condition or results of operations.

(v) On September 25, 2012, FAGE UK Limited and FAGE Greece sued Chobani UK Limited and Chobani, Inc. of the USA (collectively "Chobani") for extended passing off in the Chancery Division of the English High Court. The claim related to the Defendants' launch of a range of "Greek Yoghurt" products in the United Kingdom which were made in the USA. The FAGE companies applied for an interim injunction.

On October 17, 2012, Chobani served a defense and counterclaim. The latter alleged that we committed a trade libel by making some statements about the Chobani "Greek Yoghurt" products in a letter of September 14, 2012 to the Camden Trading Standards Office in London. On October 22, 2012, we served a reply and defense to the counterclaim and strenuously denied the allegations of trade libel.

The application for an interim injunction was heard on October 31, 2012 in London. On November 8, 2012, Mr. Justice Briggs granted our application and ordered that, on the Defendants' undertaking to the Court, from December 1, 2012 not to advertise, offer for sale, sell or supply any yoghurt product described as "Greek Yogurt" or "Greek Yoghurt" which has not been made in Greece and that an expedited trial should start on or soon after February 18, 2013.

The trial was held from February 19 to February 27, 2013. The Judge handed down his judgment on March 26, 2013. In it, he upheld our rights in extended passing off for "Greek Yoghurt" and held that our claim to restrain Chobani from passing-off its American-made yoghurt in the UK with the description "Greek Yoghurt" had succeeded, and granted a permanent injunction to that effect. Chobani's counterclaim in trade libel was dismissed. The Judge ordered that Chobani should pay our legal costs of the proceedings and make a substantial payment on account. Permission to appeal was refused; so if Chobani want to take the case further they will have to apply for permission to the Court of Appeal itself.

On January 30 2013, we issued extended passing-off proceedings against Danone Limited for launching its new Danio "Greek Yoghurt" products in the UK, made in Poland. We were granted an ex parte injunction on January 30, 2013, and this injunction was maintained inter partes on February 6, 2013. Danone's (extended) period to serve a defense expires on April 15, 2013.

(vi) We are involved in various other legal proceedings incidental to the conduct of our business. Management does not believe that the outcome of any of these other legal proceedings will have a material adverse effect on our financial condition or results of operations. We maintain product liability insurance that we believe is adequate at the present time in light of our prior experience.

(b) Commitments:

(i) Service Agreements:

The Group has entered into agreements with Iofil, Evga and Palace, related companies, for the provision of corporate management and consulting services. These agreements expire in 2013.

Future minimum amounts payable under these agreements for the Group as at December 31, 2012, 2011 and 2010, are as follows:

	December 31, 2012	December 31, 2011 (restated*)	December 31, 2010 (restated*)
Within 1 year	5,832	11,153	11,518
1-5 years	-	-	11,518
	5,832	**11,153**	**23,036**

(ii) Operating Lease Commitments:

As of December 31, 2012, 2011 and 2010, the Group has entered into a number of operating lease agreements relating to the rental of buildings and transportation equipment most of which expire on various dates through 2020.

Rental expense included in the accompanying consolidated statements of income for the years ended December 31, 2012 and 2011, amounted to $1,791 and $2,325, respectively.

Future minimum rentals payable under non-cancelable operating leases as at December 31, 2012, 2011 and 2010, are as follows:

	December 31, 2012	December 31, 2011 (restated*)	December 31, 2010 (restated*)
Within one year	568	653	909
1-5 years	1,203	1,133	1,220
Over 5 years	703	691	559
Total	**2,474**	**2,477**	**2,688**

(iii) Letters of Guarantee:

At December 31, 2012, 2011 and 2010, the Group had outstanding bank letters of guarantee in favor of various parties amounting to $415 and $2,232 and $2,330, respectively. Such guarantees have been provided for the good execution of agreements and for the participation in biddings.

(iv) Investment in USA:

To meet increasing demand in the U.S. market the Group is engaged in expanding production and warehouse capacity. The Group has signed agreements with various suppliers for the acquisition of equipment and for additional warehouse space. Future minimum amounts payable under these agreements as at December 31, 2012, amounted to $2,928 which are all due within one year, of which an amount of $90 is denominated in Euro.

28. RISK MANAGEMENT OBJECTIVES AND POLICIES:

The Group's principal financial liabilities comprise of short-term borrowings, interest-bearing loans and borrowings and trade and other payables. The main purpose of these financial liabilities is to raise funds for the Group's operations and investments. The Group also has trade and other receivables and cash and cash equivalents that are derived directly from its operations. The Group also holds certain available for sale investments.

The Group is exposed to a) Market Risk (comprised mainly of interest rate risk, foreign exchange risk and fair value risk), b) Credit Risk and c) Liquidity Risk, which are further discussed below:

a) Market Risk

(i) Interest rate risk: As of December 31, 2012, 2011 and 2010, the Group was not exposed to interest rate fluctuations because all of its loans and borrowings bore fixed interest rates. As of December 31, 2011, loans and borrowings of $31,875 or 10.2% of the Group's loans and borrowings, bore variable interest rates. As of December 31, 2010, loans and borrowings of $15,000 or 5.0% of the Group's loans and borrowings, bore variable interest rates.The Group does not use derivative financial instruments to hedge the interest rate risk on its debt obligations. The following table demonstrates the sensitivity to reasonably possible change in the variable interest rates, with all other variables held constant, of the Group's profit before tax. There is no impact on the Group's equity.

	Increase/ decrease in basis points	Effect on profit before tax
2011	+15	52
	-15	(52)
2010	+15	22
	-15	(22)

(ii) ***Foreign Currency Risk:*** The Group enters into transactions denominated in foreign currencies related to the sales and purchases of goods. Therefore, the Group is exposed to market risk related to possible foreign currency fluctuations, which is however, mitigated to a certain extent by the set-off of credit and debit balances in the same currencies. Due to the fact that the Group has increased its international exposure due to the sales to the Eurozone and UK markets, its financial position and results of operations are increasingly subject to currency translation risks. As of December 31, 2012 and 2011, approximately 42.6% and 54.1%, respectively, of the Group's sales were denominated in currencies other than the presentaton currency of the Group, which starting October 1, 2012, is the U.S. dollar, and 46.5% and 58.7%, respectively, of costs were denominated in foreign currencies. The following table demonstrates the sensitivity to a reasonably possible change in the US dollar and British pound exchange rate, with all other variables held constant, of the Group's profit before tax and the Group's equity.

		Increase/ decrease in foreign currency rate	Effect on profit before tax	Effect on equity
2012	Euro	+5%	260	104
		-5%	(260)	(104)
	GB pound	+5%	(12)	(4)
		-5%	12	4
2011	Euro	+5%	815	85
		-5%	(815)	(85)
	GB pound	+5%	(46)	(3)
		-5%	46	3
2010	Euro	+5%	1,027	(15)
		-5%	(1,027)	15
	GB pound	+5%	20	29
		-5%	(20)	(29)

(iii) ***Fair Value Risk:*** The carrying amounts reflected in the accompanying consolidated statement of financial position for cash and cash equivalents, trade and other receivables, trade and other payables and accrued and other current liabilities approximate their respective fair values due to the relatively short-term maturity of these financial instruments. The fair values of available for sale financial assets in the accompanying consolidated statement of financial position reflect their fair value. The fair value of variable rate loans and borrowings and other long-term liabilities approximate their carrying amounts. The fair value of the Group's Senior Notes at December 31, 2012, 2011 and 2010, amounted to $432,000, $225,862 and $274,003, respectively.

b) Credit Risk: The Group's maximum exposure to credit risk, due to the failure of counter parties to perform their obligations as at December 31, 2012, 2011 and 2010, in relation to each class of recognized financial assets, is the carrying amount of those assets as indicated in the accompanying consolidated statement of financial position. Concentrations of credit risks are limited with respect to receivables due to the large number of customers comprising the Group's customer base. The Group generally does not require collateral or other security to support customer receivables. There was no customer which accounted for more than 10% of the Group's revenue or receivables.

c) Liquidity Risk: The Group manages liquidity risk by monitoring forecasted cash flows and ensuring that adequate banking facilities and reserve borrowing facilities are maintained. The Group has sufficient undrawn borrowing facilities that can be utilised to fund any potential shortfall in cash resources.

Prudent liquidity risk management implies the availability of funding through adequate amounts of committed credit facilities, cash and marketable securities and the ability to close out those positions as and when required by the business or project.

The table below summarizes the maturity profile of financial liabilities at December 31, 2012, 2011 and 2010, respectively, based on contractual undiscounted payments.

Year ended December 31, 2012	1 to 12 months	2 to 5 years	Over 5 years	Total
		($ in thousands)		
Interest bearing loans and borrowings	39,500	158,000	518,500	716,000
Short-term borrowings	138,498	-	-	138,498
Trade and other payables	57,868	-	-	57,868
	235,866	158,000	518,500	912,366

Year ended December 31, 2011	1 to 12 months	2 to 5 years	Over 5 years	Total
		($ in thousands)		
Interest bearing loans and borrowings	24,660	220,101	209,251	454,012
Short-term borrowings	33,630	-	-	33,630
Trade and other payables	70,655	-	-	70,655
	128,945	220,101	209,251	558,297

Year ended December 31, 2010	1 to 12 months	2 to 5 years	Over 5 years	Total
		($ in thousands)		
Interest bearing loans and borrowings	24,983	235,531	224,062	484,576
Short-term borrowings	15,795	-	-	15,795
Trade and other payables	55,518	-	-	55,518
	96,296	235,531	224,062	555,889

2011 and 2010 figures have been restated as a result of the change in the presentation currency of the Group.

Capital Management: The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. The Group monitors capital using a gearing ratio, which is net debt divided by total equity plus net debt. The Group includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents, excluding discontinued operations. The Group funds its operating costs through cash from operations and short-term borrowings under various lines of credit maintained with several banks. As of December 31, 2012, the available credit lines amounted to $50,000. Furthermore, the Group kept in 2011 a trade account receivable agreement for financing of up to $14,003 with ABN Amro Bank, which was repaid in 2012. The related agreement on December 31, 2010 amounted to $22,478.

	December 31,		
	2012	**2011**	**2010**
		($ in thousands)	
		(restated*)	**(restated*)**
Interest bearing loans and borrowings	375,920	264,676	267,181
Short-term borrowings	132,632	31,875	15,000
Trade and other payables	57,868	70,655	55,518
Less cash and cash equivalents	(128,036)	(44,435)	(54,361)
Less cash held for redemption of 2015 Senior Notes and accrued interest thereon	(138,934)	-	-
Net debt	**299,450**	**322,771**	**283,338**
Total equity	**208,801**	**103,953**	**102,191**
Equity and net debt	**508,251**	**426,724**	**385,529**
Gearing ratio	**58.9%**	**75.6%**	**73.5%**

Financial Instruments: Set out below is a comparison by category of carrying amounts and fair values of all of the financial instruments that are carried in the consolidated financial statements:

	Carrying amount			Fair value		
	December 31,			December 31,		
	2012	2011	2010	2012	2011	2010
	($ in thousands)					
			(restated*)			(restated*)
Financial assets						
Cash and cash equivalents	128,036	44,435	54,361	128,036	44,435	54,361
Less cash held for redemption of 2015 Senior Notes and accrued interest thereon	(138,934)	-	-	(138,934)	-	-
Available-for-sale investments	648	613	799	648	613	799
Trade receivables	75,591	61,881	47,451	75,591	61,881	47,451
Financial liabilities						
Short-term borrowings	132,632	31,875	15,000	132,632	31,875	15,000
Interest-bearing loans and borrowings:						
Fixed rate borrowings	375,920	264,676	267,181	432,000	225,862	274,003

Fair value hierarchy

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuing technique:
Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.
Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly
Level 3: techniques which use inputs which have a significant effect on the recorded fair value that are not based on observable market data.

During the reporting period there was a transfer between Level 1 to Level 2 due to the fact that Elbisco Holdings S.A. unlisted itself in 2012.

	Fair value			Fair value hierarchy
	2012	2011	2010	
	($ in thousands)			
		(restated*)	(restated*)	
Financial assets				
Available-for-sale investments	326	499	681	Level 1
Available-for-sale investments	322	114	118	Level 2
Financial liabilities				
Fixed rate borrowings	432,000	225,862	274,003	Level 1

29. SUBSEQUENT EVENTS:

On January 16, 2013, the Group repaid the outstanding balance of and accrued interest on the 2015 Senior Notes amounting to $138.9 million while the balance of unamortized expenses of $1.4 million were transferred to the statement of income at that date.