

Condensed consolidated interim financial information and independent auditors' review report for the nine month period ended 30 September 2012 (Unaudited)



### For the nine month period ended 30 September 2012

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# RSM. Albazie & Co.

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### Independent auditors' report on review of condensed consolidated interim financial information

The Board of Directors of Independent Petroleum Group Company S.A.K. (Closed) State of Kuwait

### Introduction

We have reviewed the accompanying condensed consolidated statement of financial position of Independent Petroleum Group Company S.A.K. (Closed) ("the Parent Company") and its subsidiaries (together the "Group") as at 30 September 2012, the condensed consolidated statements of income and comprehensive income for the three month and nine month periods ended 30 September 2012, the condensed consolidated statement of changes in equity and cash flows for the nine month period ended 30 September 2012 ("the condensed consolidated interim financial information"). Management is responsible for the preparation and presentation of this condensed consolidated interim financial information in accordance with International Accounting Standard, IAS 34 "Interim Financial Reporting". Our responsibility is to express a conclusion on this condensed consolidated interim financial information based on our review.

### Scope of review

We conducted our review in accordance with International Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity". A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

### Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying condensed consolidated interim financial information is not prepared, in all material respects, in accordance with IAS 34 "Interim Financial Reporting".

### Report on Other legal and Regulatory Requirements

Furthermore, based on our review, the condensed consolidated interim financial information is in agreement with the accounting records. We further report that nothing has come to our attention indicating any contravention during the nine month period ended 30 September 2012, of the Kuwait Commercial Companies Law of 1960, as amended, or of the Parent Company's Memorandum and Articles of Association, that might have had a material effect on the Group's activities or on its financial position.

Nayef M. Al Bazie License No 91-A

RSM Albazie & Co.

Safi A. Al-Mutawa License No. 138 - A of KPMG Safi Al-Mutawa & Partners

 ${\bf Member\ firm\ of\ KPMG\ International}$ 

Kuwait: 23 October 2012

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### Condensed consolidated statement of income

for the nine month period ended 30 September 2012

		Three months end	ed 30 September	Nine months ende	d 30 September
	Notes	2012 KD '000 (Unaudited)	2011 KD '000 (Unaudited)	2012 KD '000 (Unaudited)	2011 KD '000 (Unaudited)
Sales		345,894	331,030	870,194	957,629
Cost of sales		(343,822)	(332,158)	(865,098)	(956,142)
Gross profit / (loss) Net interest relating to oil		2,072	(1,128)	5,096	1,487
marketing operations	3	(1,543)	(1,205)	(102)	(2,730)
Net results of oil marketing Operations Share of results of joint		529	(2,333)	4,994	(1,243)
venture and associates General and administrative	9 & 10	1,302	1,165	2,700	3,422
expenses		(611)	(294)	(1,759)	(998)
Staff costs		(892)	(662)	(2,827)	(2,501)
Depreciation		(42)	(48)	(129)	(125)
Operating profit / (loss)		286	(2,172)	2,979	(1,445)
Dividend income Gain / (loss) on investments at fair value through		-	266	155	352
statement of income		1,583	(2,778)	2,364	(2,593)
Net other expense	4	(409)	(26)	(375)	(146)
Profit / (loss) before provisions for contribution to Kuwait Foundation for the Advancement of Sciences (KFAS), National		(103)			(2.10)
Labour Support Tax		1.460	(4.710)	£ 100	(2.020)
(NLST) and Zakat		1,460	(4,710)	5,123	(3,832)
Contribution to KFAS NLST and Zakat		(13)	8	(46)	-
Profit / (loss) for the period		1,447	(4,702)	5,077	(3,832)
Earnings per share (fils)	5	10.00	(32.51)	35.10	(26.50)



## Condensed consolidated statement of comprehensive income

for the nine month period ended 30 September 2012

	Three mont		Nine mont 30 Septe	* **
	2012 KD '000 (Unaudited)	2011 KD '000 (Unaudited)	2012 KD '000 (Unaudited)	2011 KD '000 (Unaudited)
Profit / (loss) for the period	1,447	(4,702)	5,077	(3,832)
Other comprehensive income / (loss): Changes in fair value of investments available for				
sale	-	24	2	(130)
Foreign currency translation adjustments  Movement in share of	352	186	336	(783)
associates' hedging reserve	_		41_	159_
Other comprehensive income / (loss) for the period Total comprehensive income / (loss) for the	352	210	379	(754)
period	1,799	(4,492)	5,456	(4,586)



## Condensed consolidated statement of financial position

as at 30 September 2012

	Notes	30 September 2012 KD '000 (Unaudited)	31 December 2011 KD '000 (Audited)	30 September 2011 KD '000 (Unaudited)
ASSETS		(,	(/	(onadarou)
Current assets				
Cash on hand and at banks	6	65,973	27,139	11,833
Investments at fair value through statement			·	,
of income	7	42,385	39,561	38,477
Trade and other receivables	8	184,995	206,725	165,078
Inventories		26,761	79,343	64,431
Total current assets		320,114	352,768	279,819
Non-current assets			"	
Other loans		3,012	3,159	3,452
Investments available for sale	7	24,551	24,297	9,772
Investment in joint venture	9	3,853	3,795	3,604
Investment in associates	10	20,292	18,204	17,472
Property and equipment	11	19,461	22,438	22,717
Total non-current assets		71,169	71,893	57,017
Total assets		391,283	424,661	336,836
LIABILITIES AND EQUITY				
Current liabilities				
Due to banks		226,273	196,009	166,585
Trade and other payables		77,623	145,815	100,049
Current portion of term loan		1,019	1,008	997
Total current liabilities		304,915	342,832	267,631
Non-current liabilities			<u></u>	
Non-current portion of term loan		8,425	9,088	9,239
Provision for staff indemnity		1,766	2,020	1,973
Total non-current liabilities		10,191	11,108	11,212
Total liabilities		315,106	353,940	278,843
Equity				
Share capital	12	15,225	15,225	15,225
Share premium		22,587	22,587	22,587
Legal reserve		6,553	6,553	6,553
General reserve		606	606	606
Fair value reserve		21,593	21,591	7,085
Foreign currency translation adjustments		(2,676)	(3,012)	(3,432)
Share of associates' hedging reserve		(222)	(263)	(291)
Treasury shares reserve		1,429	1,429	1,429
Treasury shares	13	(2,770)	(2,770)	(2,770)
Retained earnings		13,852	8,775	11,001
Total equity		76,177	70,721	57,993
Total liabilities and equity		391,283	424,661	336,836

The accompanying notes set out on pages 9 to 16 form an integral part of this condensed consolidated interim financial information.

Khalaf Ahmad Al-Khalaf Chairman

Ghazi Fahad Al-Nafisi Vice Chairman Waleed Jaber Hadeed
Executive Managing Director



# Condensed consolidated statement of changes in equity for the nine month period ended 30 September 2012

Total KD '000	(Unaudited)	70,721	5,077	379	5,456	76,177
Retained earnings KD '000	(Unaudited)	8,775	5,077		5,077	13,852
Treasury shares KD '000	(Unaudited)	(2,770)	1	1	·	(2,770)
Treasury shares reserve KD '000	(Unaudited)	1,429	•	•	,	1,429
Parent Company Share of associates' hedging reserve KD '000	(Unaudited)	(263)	•	41	41	(222)
Attributable to equity holders of the Parent Company Foreign Share of currency associates' Fair value translation hedging reserve adjustments reserve KD '000 KD '000	(Unaudited)	(3,012)	•	336	336	(2,676)
Attributable to Fair value reserve KD '000	(Unaudited)	21,591	•	2	2	21,593
General reserve KD '000	(Unaudited)	909	ı	•	1	909
Legal reserve KD '000	(Unaudited)	6,553	1	·	r	6,553
Share premium KD '000	(Unaudited)	22,587	1	, [	•	22,587
Share capital KD :000	(Unaudited)	15,225	•	•		15,225
		Balance at i January 2012 Total	comprehensive income for the period Profit for the period	Total other comprehensive income	Total comprehensive income for the period	Balance at 30 September 2012



# Condensed consolidated statement of changes in equity

for the nine month period ended 30 September 2012

	Total KD '000 (Unaudited)	66,871	(3,832)	(754)	(4,586)	(4,336)	44	57,993
	Retained earnings KD '000 (Unaudited)	19,169	(3,832)	-	(3,832)	(4,336)	1	11,001
	Treasury shares KD '000 (Unaudited)	(2,807)	•	1		ı	37	(2,770)
*	Treasury shares reserve KD '000 (Unaudited)	1,422	•	1			7	1,429
e Parent Compan	Share of associates' hedging reserve KD '000	(450)	,	159	159	•	•	(291)
Attributable to equity holders of the Parent Company	Foreign currency translation adjustments KD '000	(2,649)	•	(783)	(783)	•	1	(3,432)
Attributable to	Fair value reserve KD '000 (Unaudited)	7,215	•	(130)	(130)	•	•	7,085
	General reserve KD '000 (Unaudited)	909	1	1	1	•		909
	Legal reserve KD '000 (Unaudited)	6,553	1		1	ı	1	6,553
	Share premium KD '000 (Unaudited)	22,587	•	1	•	•	1	22,587
	Share capital KD '000 (Unaudited)	15,225	ı	1		,	1	15,225
		Balance at I January 2011 Total comprehensive	income for the period Loss for the period Total other	comprehensive (loss) / income	comprehensive (loss) / income for the period Transactions with	owners, recognised directly in equity Dividends for 2010 (note 17)	shares	Balance at 30 September 2011



### Condensed consolidated statement of cash flows

for the nine month period ended 30 September 2012

		Nine months ended 30 September		
		2012	2011	
	Note	KD '000	KD '000	
		(Unaudited)	(Unaudited)	
OPERATING ACTIVITIES				
Profit/ (loss) before provisions for contribution to KFAS, NLST				
and Zakat		5,123	(3,832)	
Adjustments for:				
Depreciation		2,179	1,869	
Interest expense		4,218	2,765	
Investment income		(2,364)	2,593	
Dividend income		(155)	(352)	
Share of results of joint venture and associates		(2,700)	(3,422)	
Interest income		(4,202)	(140)	
Provision for staff indemnity		153	83	
		2,252	(436)	
Changes in operating assets and liabilities:				
Trade and other receivables		21,485	(33,270)	
Inventories		52,582	6,745	
Trade and other payables		(68,772)	31,914	
Cash generated from operations		7,547	4,953	
Interest received		4,448	255	
Payment to KFAS		-	(42)	
Directors' fees paid		-	(80)	
Payment of staff indemnity		(407)	(91)	
Net cash generated from operating activities		11,588	4,995	
INVESTING ACTIVITIES				
Dividends received		2,662	2,486	
Increase in time deposits		(446)	-	
Decrease in other loans		182	653	
Proceeds from sale of fixed assets		1,038	1,233	
Purchase of property and equipment		(23)	(9,733)	
Investment in associates		(2,076)		
Net cash generated from /(used in) investing activities		1,337_	(5,361)	
FINANCING ACTIVITIES				
Increase / (decrease) in due to banks		30,264	(741)	
(Decrease) / increase in term loans		(652)	5,278	
Dividends paid		-	(4,336)	
Proceeds from disposal of treasury shares		-	44	
Interest paid		(3,682)	(2,722)	
Net cash generated from /(used in) financing activities		25,930	(2,477)	
Effect of foreign currency translation		(467)	(131)_	
Net increase / (decrease) in cash and cash equivalents		38,388	(2,974)	
Cash and cash equivalents at beginning of the period		26,374	14,052	
Cash and cash equivalents at end of the period	6	64,762	11,078	



### Notes to the condensed consolidated interim financial information

for the nine month period ended 30 September 2012

### 1. Incorporation and activities

Independent Petroleum Group Company S.A.K. (Closed) ("the Parent Company") was incorporated on 11 September 1976 as a Closed Kuwaiti Shareholding Company. The Parent Company was listed on the Kuwait Stock Exchange on 10 December 1995.

The condensed consolidated interim financial information of the Parent Company as at and for the nine month period ended 30 September 2012 comprises the Parent Company and its subsidiaries (together referred to as "the Group"). The main activities of the Group are the trading of crude oil and petroleum products, strategic investments and joint ventures in petroleum storage facilities, terminal and distribution facilities and other activities related to the petroleum industry and consulting services in the petroleum and petrochemicals fields, ownership of vessels, shipchartering and other ancillary services.

The registered address of the Parent Company is P.O. Box 24027, Safat 13101, State of Kuwait.

This condensed consolidated interim financial information for the nine month period ended 30 September 2012 was authorized for issue by the Chairman on behalf of the Board of Directors on 23 October 2012.

### 2. Basis of preparation

### a) Statement of compliance

The condensed consolidated interim financial information has been prepared in accordance with International Accounting Standard 34 "Interim Financial Reporting".

The condensed consolidated interim financial information do not include all of the information and footnotes required for complete financial statements prepared in accordance with International Financial Reporting Standards. In the opinion of management, all adjustments consisting of normal recurring accruals considered necessary for a fair presentation have been included. Operating results for the nine month period ended 30 September 2012 are not necessarily indicative of the results that may be expected for the year ending 31 December 2012. For further information, refer to the consolidated financial statements and notes thereto for the year ended 31 December 2011.

The accounting policies used in the preparation of the condensed consolidated interim financial information for the period are consistent with those used in the preparation of the annual consolidated financial statements for the year ended 31 December 2011.

### b) Judgments and estimates

The preparation of condensed consolidated interim financial information requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.



### Notes to the condensed consolidated interim financial information

for the nine month period ended 30 September 2012

In preparing these condensed consolidated interim financial information, the significant judgments made by management in applying the Group's accounting policies and key source of estimation uncertainty were the same as those that applied to the annual audited consolidated financial statements for the year ended 31 December 2011.

### 3. Net interest relating to oil marketing operations

	Three mon 30 Sept		Nine months ended 30 September		
	2012 KD '000 (Unaudited)	2011 KD '000 (Unaudited)	2012 KD '000 (Unaudited)	2011 KD '000 (Unaudited)	
Interest income Interest expense	46 (1,589)	20 (1,225)	4,116 (4,218)	(2,765)	
	(1,543)	(1,205)	(102)	(2,730)	

### 4. Net other expense

	Three mon 30 Sept		Nine months ended 30 September		
	2012 KD '000 (Unaudited)	2011 KD '000 (Unaudited)	2012 KD '000 (Unaudited)	2011 KD '000 (Unaudited)	
Reimbursement of legal					
fees awarded	-	-	797	-	
Gain / (loss) on sale of					
vessel (G.Star)	80	-	(877)	-	
Net foreign exchange					
(loss) / gain	(535)	(35)	(418)	465	
Gain /(loss) on sale of					
vessel (G.Nomad)	-	4	-	(716)	
Miscellaneous income	46	5	123	105	
	(409)	(26)	(375)	(146)	



Notes to the condensed consolidated interim financial information

for the nine month period ended 30 September 2012

### 5. Earnings per share

6.

Earnings per share is computed by dividing the profit for the period by the weighted average number of shares outstanding during the period as follows:

		nths ended tember	Nine months ended 30 September			
	2012 KD '000 (Unaudited)	2011 KD '000 (Unaudited)	2012 KD '000 (Unaudited)	2011 KD '000 (Unaudited)		
Profit / (loss) for the period	1,447	(4,702)	5,077	(3,832)		
	Shares	Shares	Shares	Shares		
Weighted average number of issued shares outstanding during the period Weighted average number of treasury	152,250	152,250	152,250	152,250		
shares outstanding during the period	(7,620)	(7,620)	(7,620)	(7,657)		
Weighted average number of shares outstanding during the period	144,630	144,630	144,630	144,593		
Earnings per share (fils)	10.00	(32.51)	35.10	(26.50)		
Cash on hand and at ba	nks					
		30 September 2012 KD '000 (Unaudited)	31 December 2011 KD '000 (Audited)	30 September 2011 KD '000 (Unaudited)		
Cash on hand and at bank Call accounts and time de Cash and cash equivalent	eposits s	27,673 37,089 64,762	1,233 25,141 26,374	1,140 9,938 11,078		
Time deposits with mature three months	ny exceeding	1,211	765	755		
		65,973	27,139	11,833		



Notes to the condensed consolidated interim financial information for the nine month period ended 30 September 2012

### 7. Investments

	30 September 2012 KD '000 (Unaudited)	31 December 2011 KD '000 (Audited)	30 September 2011 KD '000 (Unaudited)
Investments at fair value through statement of income:			
Held for trading:	44.400		
Managed portfolios	41,189	38,364	37,614
Quoted securities	1,196	1,197	863
	42,385	39,561	38,477
Investments available for sale:			
Quoted securities	173	176	180
Unquoted securities	24,378	24,121	9,592
	24,551	24,297	9,772

Investments at fair value through statement of income with a carrying amount of KD 41,189 thousands (31 December 2011: KD 38,364 thousands and 30 September 2011: KD 37,614 thousands) are pledged as collateral against amounts due to banks.

The unquoted securities also include an investment of 12.5% in Asia Petroleum Ltd. carried at cost of KD 1,137 thousands (31 December 2011: KD 1,137 thousands and 30 September 2011: KD 1,137 thousands).

### 8. Trade and other receivables

During the period ended 30 September 2012, the Group received USD 85.67 million (KD 23.95 million) as full and final settlement of an outstanding receivable, inclusive of all interest, arbitration and legal costs from one of its customers against whom the Group had raised and won an arbitration award through the ICC International Court of Arbitration. Interest received as per the award amounted to USD 14.44 million (KD 4.02 million) (Note 3). Legal fees received as per the award amounted to USD 2.87 million (KD 0.79 million) and is presented as part of net other expenses (Note 4).



Notes to the condensed consolidated interim financial information

for the nine month period ended 30 September 2012

### 9. Investment in joint venture

The Group has a 50% equity shareholding with equivalent voting power in Uniterminals Ltd, Lebanon. Following are the details of share of results from joint venture recorded during the period ended as below:

	Three mor		Nine mon 30 Sept	
	2012 KD '000 (Unaudited)	2011 KD '000 (Unaudited)	2012 KD '000 (Unaudited)	2011 KD '000 (Unaudited)
Share of results from Uniterminals Ltd,	206	252	001	0.4.5
Lebanon	396	352_	896	815
	396	352	896	815

The Group's share in the net assets and results of joint venture included in the condensed consolidated interim financial information was based on their respective management accounts for the nine month period ended 30 September 2012 (2011: nine month period ended 30 September 2011).

### 10. Investment in associates

Following are the details of share of results from associates recorded during the period ended as below:

	Three months ended 30 September		Nine months ended 30 September	
	2012 KD '000 (Unaudited)	2011 KD '000 (Unaudited)	2012 KD '000 (Unaudited)	2011 KD '000 (Unaudited)
Share of results from Horizon Singapore Terminals Private Ltd Share of results from	458	421	1,350	1,259
Arab Tank Terminals L.L.C. Share of results from	96	94	321	306
Inpetro SARL Share of results from	69	136	24	487
Horizon Djibouti Holdings Ltd. Share of results from Horizon Tangiers	221	162	666	555
Terminals SA.	62	_	(557)	-
	906	813	1,804	2,607



### Notes to the condensed consolidated interim financial information

for the nine month period ended 30 September 2012

The Group's share in the net assets and results of associate companies included in the condensed consolidated interim financial information was based on their respective management accounts for the nine month period ended 30 September 2012 (2011: nine month period ended 30 September 2011).

During the period, the Group paid an additional amount of KD 2,076 thousands towards its share of 32.5% in Horizon Tangiers Terminals SA., representing an investment in petroleum storage terminal in Morocco.

### 11. Property and equipment

Property and Equipment as at 30 September 2012 include KD 17,435 thousands (31 December 2011: KD 20,726 thousands, 30 September 2011: KD 19,458 thousands) related to ships owned by one of the subsidiaries, D&K Holdings L.L.C. Term loan fully relates to the financing of these vessels which are mortgaged against the term loan.

### 12. Share capital

The authorised, issued and fully paid share capital consists of 152,250,000 shares of 100 fils each (31 December 2011: 152,250,000 shares of 100 fils each and 30 September 2011: 152,250,000 shares of 100 fils each).

### 13. Treasury shares

	30 September 2012 KD '000 (Unaudited)	31 December 2011 KD '000 (Audited)	30 September 2011 KD '000 (Unaudited)
Number of shares	7,620,000	7,620,000	7,620,000
Percentage of issued shares	5%	5%	5%
Market value (KD '000)	2,553	2,553	2,819
Cost (KD '000)	2,770	2,770	2,770

### 14. Related party transactions

These represent transactions with related parties in the normal course of business. The related party transactions and balances included in the condensed consolidated interim financial information are as follows:

		Three months ended 30 September		Nine months ended 30 September	
		2012 KD '000 (Unaudited)	2011 KD '000 (Unaudited)	2012 KD '000 (Unaudited)	2011 KD '000 (Unaudited)
a)	Revenues and expenses: Sales	83,659	60,631	188,865	119,013
	Storage expense	1,222	1,139	3,582	3,563



### Notes to the condensed consolidated interim financial information

for the nine month period ended 30 September 2012

b)	Key management compensation Salaries and other				
	short-term benefits	196	200	586	590
	Termination				
	benefits	20	20	60	63

### c) Due from / to related parties:

	30 September 2012 KD '000 (Unaudited)	31 December 2011 KD '000 (Audited)	30 September 2011 KD '000 (Unaudited)
Due from related parties			
Trade and other receivables	14,911	14,135	22,873
Other loans	3,012	3,159	3,452
Due to related parties			
Trade and other payables	1,993	2,020	2,235

### 15. Segment information

The Group primarily operates on trading of crude oil and petroleum products. The trading of crude oil and petroleum products is also related to storage and distribution operations. These operations are inter-related and subject to similar risks and returns. The management has determined that the Group is considered to have a single reportable operating segment. The Group operates in different geographic locations. Information about the Group's reportable operating segment is summarised as follows:

_	Three months ended 30 September			r
	2012		2011	
	Segment revenues KD '000 (Unaudited)	Segment results KD '000 (Unaudited)	Segment revenues KD '000 (Unaudited)	Segment results KD '000 (Unaudited)
Africa and Middle East Europe and South	304,771	1,365	294,395	(473)
America	-	-	26,443	(1,023)
Asia and Far East	41,123	466	10,192	328
	345,894	1,831	331,030	(1,168)
Unallocated corporate items		(1,545)		(1,004)
Operating profit / (loss)		286		(2,172)



### Notes to the condensed consolidated interim financial information

for the nine month period ended 30 September 2012

	Nine months ended 30 September			•
_	2012		2011	
	Segment revenues KD '000 (Unaudited)	Segment results KD '000 (Unaudited)	Segment revenues KD '000 (Unaudited)	Segment results KD '000 (Unaudited)
Africa and Middle East Europe and South	775,968	6,329	831,720	4,110
America	17,006	(54)	105,625	(2,326)
Asia and Far East	77,220	1,419	20,284	395
	870,194	7,694	957,629	2,179
Unallocated corporate				•
items		(4,715)		(3,624)
Operating profit/ (loss)		2,979		(1,445)

### 16. Contingent liabilities and commitments

### Contingent liabilities

	30 September 2012 KD '000 (Unaudited)	31 December 2011 KD '000 (Audited)	30 September 2011 KD '000 (Unaudited)
Letters of guarantee and bid bonds	3,578	14,277	7,881
Letters of credit	83,668	156,355	115,521
	87,246	170,632	123,402
Commitments	•		
Investments in projects	5,753	7,742	6,731

### 17. Annual general assembly

The Shareholders' Annual General Assembly held on 21 March 2012 approved the annual audited consolidated financial statements for the year ended 31 December 2011. No dividends were declared for the year ended 31 December 2011.

The Shareholders' Annual General Assembly held on 27 March 2011 approved the annual audited consolidated financial statements for the year ended 31 December 2010 and payment of a cash dividend of 30 fils per share for the year ended 31 December 2010.