

Financial Statements for the Year ended December 31, 2009 and Report of the Statutory Auditor on the Limited Statutory Examination

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# Deloitte.

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#### Report of the statutory auditor on the limited statutory examination

To the General Meeting of STEMCOR RISK MANAGEMENT AG, ZUG

As statutory auditor, we have examined the financial statements (balance sheet, income statement and notes) of Stemcor Risk Management AG for the year ended December 31, 2009.

These financial statements are the responsibility of the Board of Directors. Our responsibility is to perform a limited statutory examination on these financial statements. We confirm that we meet the licensing and independence requirements as stipulated by Swiss law.

We conducted our examination in accordance with the Swiss Standard on the Limited Statutory Examination. This standard requires that we plan and perform a limited statutory examination to identify material misstatements in the financial statements. A limited statutory examination consists primarily of inquiries of company personnel and analytical procedures as well as detailed tests of company documents as considered necessary in the circumstances. However, the testing of operational processes and the internal control system, as well as inquiries and further testing procedures to detect fraud or other legal violations, are not within the scope of this examination.

Based on our limited statutory examination, nothing has come to our attention that causes us to believe that the financial statements and the proposed appropriation of available earnings do not comply with Swiss law and the company's articles of incorporation.

**Deloitte AG** 

George Hashimoto Licensed Audit Expert Auditor in Charge Dmitry Ustinov Licensed Audit Expert

Zurich, May 14, 2010 GJH/DUS/mip

#### **Enclosures**

- Financial statements (balance sheet, income statement and notes)
- Proposed appropriation of available earnings

### BALANCE SHEET AS OF DECEMBER 31, 2009 AND 2008

		2009		2008	
		CHF	USD	<u>CHF</u>	<u>USD</u>
<u>ASSETS</u>					
CURRENT ASSETS					
Bank and cash funds Trade accounts receivable		4,485,554	4,322,176	2,074,539	1,965,084
Third parties		361,176	348,021	1,049,319	993,956
Related companies Other receivables		543,871 899,663	524,062 866,894	<u>-</u>	-
Inventory	2	1,702,883	1,640,858	1,133,540	1,073,733
Prepayments		29,001	27,945		*
Total current assets		8,022,148	7,729,956	4,257,398	4,032,773
TOTAL ASSETS		8,022,148	7,729,956	4,257,398	4,032,773

See notes to the financial statements

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# BALANCE SHEET AS OF DECEMBER 31, 2009 AND 2008

		2009		2008	
	NOTES	CHF	<u>USD</u>	CHE	<u>USD</u>
LIABILITIES AND SHAREHOLDERS' EQUITY					
CURRENT LIABILITIES Accounts payable:					
Third parties		263,046	253,465	1,544	1,463
Related companies		3,997,241	3,851,649	1,638,381	1,551,938
Accrued liabilities and provisions	_	1,597,658	1,539,466	1,523,555	1,443,170
Total current liabilities		5,857,945	5,644,580	3,163,480	2,996,571
SHAREHOLDERS' EQUITY					
Share capital	4	100,000	85,960	100,000	85,960
Legal reserve		50,000	47,803	-	-
Available earnings	-	2,014,203	1,951,613	993,918	950,242
Total shareholders' equity		2,164,203	2,085,376	1,093,918	1,036,202
TOTAL LIABILITIES AND					
SHAREHOLDERS' EQUITY		8,022,148	7,729,956	4,257,398	4,032,773

See notes to the financial statements

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# INCOME STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2009 AND THE PERIOD FROM OCTOBER 1, 2007 (DATE OF INCORPORATION) TO DECEMBER 31, 2008

		January 1, 2009 - December 31, 2009		October 1, 2007 - December 31, 2008	
	<u>NOTES</u>	CHE	USD	<u>CHF</u>	USD
Turnover	2	45,337,588	41,705,076	37,679,626	35,231,066
Cost of goods sold		(42,315,537)	(38,925,156)	(35,182,465)	(32,896,180)
GROSS PROFIT		3,022,051	2,779,920	2,497,161	2,334,886
OPERATING EXPENSES					
General and administrative expenses		(1,468,664)	(1,350,993)	(1,076,922)	(1,006,939)
Total operating expenses		(1,468,664)	(1,350,993)	(1,076,922)	(1,006,939)
OPERATING PROFIT		1,553,387	1,428,927	1,420,239	1,327,947
OTHER INCOME / (EXPENSES) Interest income Interest expense Translation differences		599 (2,109) (70,272)	551 (1,940)	4,161 (3,024) (22,366)	3,891 (2,828)
Total other income / (expenses)		(71,782)	(1,389)	(21,229)	1,063
PROFIT BEFORE TAXATION		1,481,605	1,427,538	1,399,010	1,329,010
TAXATION		(411,320)	(378,364)	(405,092)	(378,768)
NET PROFIT FOR THE YEAR/PERIOD		1,070,285	1,049,174	993,918	950,242
AVAILABLE EARNINGS, BEGINNING OF THE YEAR/PERIOD		993,918	950,242	-	•
ALLOCATION TO LEGAL RESERVE		(50,000)	(47,803)	_	
AVAILABLE EARNINGS, END OF THE YEAR/PERIOD		2,014,203	1,951,613	993,918	950,242

See notes to the financial statements

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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2009 AND THE PERIOD FROM OCTOBER 1, 2007 (DATE OF INCORPORATION) TO DECEMBER 31, 2008

#### 1. GENERAL

Stemcor Risk Management AG was incorporated on October 1, 2007 in Zug, Switzerland. The principal activity of the Company is trading in steel futures for the purpose of providing risk management services to the Stemcor group companies. The directors do not anticipate any change in the business activities in the coming year.

#### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

<u>Translation of Financial Statements to Swiss Francs</u> - As permitted by Swiss law, the Company maintains its accounting records in US Dollars ("USD"). As required by Swiss law, these statutory financial statements are presented in Swiss Francs. Balance sheet items other than shareholders' equity are translated at the exchange rate in effect at the balance sheet date.

The shareholders' equity is translated at the historical exchange rate. The statement of income is translated at the average exchange rate for the year. The loss resulting from this translation is charged to the statement of income, whereas gains are deferred.

<u>Foreign Currency Translation</u> - The financial records of the Company are maintained USD. The financial statements have been prepared on the basis that the USD is the functional currency. All assets and liabilities other than USD denominated assets and liabilities are translated at period-end rates.

<u>Inventory</u> - Inventory consists of stock held at an approved London Metal Exchange ("LME") warehouse prior to warranting and is valued at the lower of cost or net realisable value.

<u>Turnover</u> - Turnover represents the amounts of sales and services provided.

### 3. ULTIMATE PARENT COMPANY

The ultimate parent company is Stemcor Holdings Limited, which is incorporated in Great Britain and registered in England and Wales. The parent company is ultimately controlled by Mr. R.D. Oppenheimer, the Chairman, and his relatives, who in aggregate have an interest of 71% in the issued share capital of Stemcor Holdings Limited.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2009 AND THE PERIOD FROM OCTOBER 1, 2007 (DATE OF INCORPORATION) TO DECEMBER 31, 2008

#### 4. SHARE CAPITAL

The Company was incorporated with a share capital of CHF 100,000 represented by 1,000 registered shares with a par value of CHF 100 each.

#### 5. CONTINGENT LIABILITIES

At December 31, 2009 the Company had no material contingent liabilities other than in the normal course of trade.

#### 6. RISK ASSESSMENT

The Company is fully integrated into the Stemcor Group-wide risk assessment and management process. The corporate risk management function coordinates the processes and reports to the Board of Directors of the Company on risk and risk management on a regular basis. The risk management system is designed and implemented to identify, assess, reduce and mitigate risks that arise in the course of the Company's business at an early stage. Identified risks are regularly reviewed together with an assessment of their potential impact and related probability. Such risks are managed Group wide through numerous organizational and procedural measures. Organizationally the responsibility for risk assessment and management is allocated to the business Groups. Corporate functions provide the necessary support and controlling activities to ensure effectiveness of the risk management system.

## PROPOSED APPROPRIATION OF AVAILABLE EARNINGS

(expressed in Swiss francs)

The Directors of Stemcor Risk Management AG propose that the balance of available earnings at December 31, 2009 amounting to CHF 2,014,203 be carried forward.