

#### **OTP BANK PLC.**

SEPARATE CONDENSED
FINANCIAL STATEMENTS IN ACCORDANCE
WITH INTERNATIONAL FINANCIAL
REPORTING STANDARDS AS ADOPTED
BY THE EUROPEAN UNION

FOR THE SIX MONTH PERIOD ENDED 30 JUNE 2012

#### OTP BANK PLC.

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### OTP BANK PLC. SEPARATE STATEMENT OF FINIANCIAL POSITION AS AT 30 JUNE 2012 (UNAUDITED) (in HUF mn)

	Note	30 June 2012	31 December 2011	30 June 2011
Cash, amounts due from banks and balances				
with the National Bank of Hungary		235,841	226,976	171,999
Placements with other banks, net of allowance for placement losses		974,497	897,980	690,376
Financial assets at fair value through profit		914,491	697,960	090,370
or loss	4.	249,093	272,577	296,033
Securities available-for-sale	5.	1,952,413	1,711,418	1,889,995
Loans, net of allowance for loan losses	6.	2,504,706	2,741,827	2,498,907
Investments in subsidiaries	<i>7</i> .	643,735	651,709	640,213
Securities held-to-maturity	8.	69,925	120,467	134,912
Property and equipment		72,506	73,161	71,518
Intangible assets		31,109	31,171	31,578
Other assets		48,994	57,404	70,604
TOTAL ASSETS		<u>6,782,819</u>	<u>6,784,690</u>	<u>6,496,135</u>
Amounts due to banks and Hungarian Government, deposits from the National				
Bank of Hungary and other banks		1,175,337	871,770	789,805
Deposits from customers	9.	3,289,546	3,416,221	3,439,855
Liabilities from issued securities	10.	400,181	453,423	427,383
Financial liabilities at fair value through profit				
or loss		233,707	345,955	142,462
Other liabilities		261,824	267,184	245,139
Subordinated bonds and loans		307,438	325,997	290,949
TOTAL LIABILITIES		<u>5,668,033</u>	<u>5,680,550</u>	<u>5,335,593</u>
Share capital		28,000	28,000	28,000
Retained earnings and reserves		1,091,948	1,081,659	1,136,199
Treasury shares		(5,162)	(5,519)	(3,657)
TOTAL SHAREHOLDERS' EQUITY		<u>1,114,786</u>	<u>1,104,140</u>	1,160,542
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		<u>6,782,819</u>	<u>6,784,690</u>	<u>6,496,135</u>





### SEPARATE CONDENSED STATEMENT OF RECOGNISED INCOME AND COMPREHENSIVE INCOME FOR THE SIX MONTH PERIOD ENDED 30 JUNE 2012

(in HUF	mn)	
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	Note	Six month period ended 30 June 2012	Six month period ended 30 June 2011	Year ended 31 December 2011
Interest Income	12.	360,434	298,462	633,355
Interest Expense	12.	<u>260,662</u>	<u>186,035</u>	387,537
NET INTEREST INCOME	12.	99,772	112,427	<u>245,818</u>
Provision for impairment on loan and placement losses	6.	20,529	24,768	76,439
NET INTEREST INCOME AFTER PROVISION FOR POSSIBLE LOAN AND PLACEMENT LOSSES		79,243	<u>87,659</u>	<u>169,379</u>
Net profit from fees and commissions		45,676	52,623	95,356
Net operating income		(2,257)	66,012	41,048
Other administrative expenses		106,425	88,246	180,040
PROFIT BEFORE INCOME TAX		16,237	118,048	125,743
Income tax		(6,690)	7,454	14,995
NET PROFIT FOR THE YEAR		22,927	110,594	<u>110,748</u>
Earnings per share (in HUF) Basic Diluted		<u>83</u> <u>83</u>	398 398	399 399

#### The comprehensive income items are as follows:

	Six month period ended 30 June 2012	Six month period ended 30 June 2011	Year ended 31 December 2011
NET PROFIT FOR THE YEAR	<u>22,927</u>	<u>110,594</u>	110,748
Fair value adjustment of securities available-for-sale	<u>13,779</u>	28,577	(22,606)
NET COMPREHENSIVE INCOME	<u>36,706</u>	<u>139,171</u>	<u>88,142</u>



# OTP BANK PLC. SEPARATE CONDENSED STATEMENT OF CASH FLOWS FOR THE SIX MONTH PERIOD ENDED 30 JUNE 2012 (UNAUDITED) (in HUF mn)

	Six month period ended 30 June 2012	Six month period ended 30 June 2011	Year ended 31 December 2011
Profit before income tax	16,237	118,048	125,743
Income tax paid	(2,400)	(2,029)	(11,557)
Depreciation and amortization	10,376	12,040	23,767
Provisions for impairment	51,804	32,074	155,915
Share-based payment	2,540	4,666	6,188
Unrealised (losses) / gains on fair value adjustment of securities available-for-sale and held for trading	(1,844)	1,552	1,757
Unrealised gains / (losses) on fair value adjustment of			
derivative financial instruments	16,337	6,367	(5,570)
Net changing in assets and liabilities in operating activities	<u>(41,990</u> )	93,975	55,058
Net cash (used in) /provided by operating activities	51,060	<u>266,693</u>	<u>351,301</u>
Net cash used in investing activities	( <u>240,614</u> )	( <u>206,184</u> )	( <u>378,209</u> )
Net cash provided by/ (used in) financing activities	<u>197,763</u>	<u>(59,497</u> )	84,919
Net increase in cash and cash equivalents	<u>8,209</u>	<u>1,012</u>	<u>58,011</u>
Cash and cash equivalents at the beginning of the period Cash and cash equivalents at the end of the period	146,208 154,417	88,197 <b>89,209</b>	88,197 146,208
Cash, amounts due from banks and balances with the National Bank of Hungary	226,976	171,677	171,677
Compulsory reserve established by the National Bank of	(90.769)	(02.400)	(92.490)
Hungary  Cash and cash equivalents at the beginning of the period	(80,768) <b>146,208</b>	(83,480) <b>88,197</b>	(83,480) <b>88,197</b>
Cash, amounts due from banks and balances with the National Bank of Hungary	235,841	171,999	226,976
Compulsory reserve established by the National Bank of	,	,	,
Hungary	<u>(81,424</u> )	<u>(82,790</u> )	(80,768)
Cash and cash equivalents at the end of the period	<u>154,417</u>	<u>89,209</u>	<u>146,208</u>



## OTP BANK PLC. SEPARATE STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY FOR THE SIX MONTH PERIOD ENDED 30 JUNE 2012 (UNAUDITED) (in HUF mn)

	Share Capital	Capital reserve	Share-based payment reserve	Retained earnings and reserves	Put option reserve	Treasury Shares	Total
Balance as at 1 January 2011	<u> 28,000</u>	<u>52</u>	<u>28</u>	<u>1,069,329</u>	( <u>55,468</u> )	( <u>3,729</u> )	<u>1,038,212</u>
Net profit for the year	-	-	-	110,594	-	-	110,594
Other comprehensive income	-	-	-	28,577	-	-	28,577
Share-based payment	-	-	4,666	-	-	-	4,666
Payments to ICES holders	-	-	-	(1,403)	-	-	(1,403)
Sale of treasury shares	-	-	-	-	-	2,651	2,651
Loss on sale of treasury shares	-	-	-	(16)	-	-	(16)
Acquisition of treasury shares	-	-	-	-	-	(2,579)	(2,579)
Dividend payable for 2010				(20,160)		=	(20,160)
Balance as at 30 June 2011	<u>28,000</u>	<u>52</u>	<u>4,694</u>	<u>1,186,921</u>	( <u>55,468</u> )	( <u><b>3,657</b></u> )	<u>1,160,542</u>
Balance as at 1 January 2012	<u>28,000</u>	<u>52</u>	<u>6,216</u>	<u>1,130,859</u>	( <u>55,468</u> )	( <u>5,519)</u>	<u>1,104,140</u>
Net profit for the year	-	-	-	22,927	-	-	22,927
Other comprehensive income	-	-	-	13,779	-	-	13,779
Share-based payment	-	-	2,540	-	-	-	2,540
Payments to ICES holders	-	-	-	(849)	-	-	(849)
Sale of treasury shares	-	-	-	-	-	1,835	1,835
Loss on sale of treasury shares	-	-	-	(108)	-	-	(108)
Acquisition of treasury shares	-	-	-	-	-	(1,478)	(1,478)
Dividend for the year 2011	<del>_</del>			(28,000)		<del></del>	(28,000)
Balance as at 30 June 2012	<u>28,000</u>	<u>52</u>	<u>8,756</u>	<u>1,138,608</u>	( <u>55,468</u> )	( <u>5,162</u> )	<u>1,114,786</u>

#### NOTE 1: ORGANIZATION AND BASIS OF FINANCIAL STATEMENTS

#### 1.1. General information

These interim condensed financial statements had been prepared in accordance with the prescriptions of IAS 34.

#### 1.2. Accounting

The Bank maintains its accounting records and prepares its statutory accounts in accordance with the commercial, banking and fiscal regulations prevailing in Hungary.

The functional currency of the Bank is the Hungarian Forint ("HUF").

Some of the accounting principles prescribed for statutory purposes are different from those generally recognized in international financial markets. Due to the fact that the Bank is listed on international and national stock exchanges, the Bank is obliged to present its financial position in accordance with the International Financial Reporting Standards ("IFRS"). Certain adjustments have been made to the Bank's Hungarian separate statutory accounts in order to present the separate financial position and results of operations of the Bank in accordance with all standards and interpretations approved by the International Accounting Standards Board ("IASB"), which are referred to as IFRS.

The separate financial statements have been prepared in accordance with IFRS as adopted by the European Union (the "EU"). IFRS as adopted by the EU do not currently differ from IFRS as issued by the IASB, except for portfolio hedge accounting under IAS 39 Financial Instruments: Recognition and Measurement ("IAS 39") which has not been approved by the EU. As the Bank does not apply portfolio hedge accounting under IAS 39, there would be no impact on these separate financial statements, had it been approved by the EU at the balance sheet date.

#### NOTE 2: SIGNIFICANT EVENTS DURING THE SIX MONTH PERIOD ENDED 30 JUNE 2012

#### Change in the accounting recognition of the special tax on financial institutions

The IFRS Interpretation Committee ('IFRIC') published a draft on the accounting method of the special tax on financial institutions. Accordingly, in Hungary the full year banking tax should be booked on 1 January. Thus in case of the Hungarian members of OTP Group the previous accounting method, which booked the yearly burden on a quarterly base, will change. As a result the whole amount of the banking tax for 2012 is going to be recognised in the financial statements for the three month period ended 31 March 2012. Accordingly, no further amount will be recognised for the rest of the year. Under Hungarian Accounting Standards there will be no change in the accounting method.

#### NOTE 3: POST BALANCE SHEET EVENTS

#### Amendment of the share swap agreement concluded with MOL Plc.

On 11 July 2012 the final maturity of the share swap agreement concluded with MOL Plc. on 16 April 2009, whereby OTP Bank has changed 24,000,000 OTP ordinary shares for 5,010,501 "A series" MOL shares, was amended. The amended final maturity is 11 July 2017, until whish any party can initiate cash or physical settlement of the transaction.

There is no change in the total number of ordinary shares held by OTP due to the amendment of the share swap agreement.



#### NOTE 4: FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (in HUF mn)

	30 June 2012	31 December 2011
Held for trading securities:		
Corporate shares	82,397	87,871
Hungarian government discounted Treasury Bills	11,702	4,146
Government bonds	8,161	22,846
Mortgage bonds	690	5,776
Securities issued by the NBH	658	1,715
garian government interest bearing Treasury Bills	331	115
Securities issued by credit institutions	27	2,093
Other securities	52	314
	<u>104,018</u>	<u>124,876</u>
Accrued interest	640	1,083
Total	<u>104,658</u>	<u>125,959</u>
Derivative financial instruments designated as held for trading:		
CCIRS <sup>1</sup> and mark-to-market CCIRS swaps designated as held for		
trading	71,573	66,281
Interest rate swaps designated as held for trading	39,727	39,442
Foreign currency swaps designated as held for trading	26,909	24,329
Other derivative transactions	6,226	<u>16,566</u>
	<u>144,435</u>	<u>146,618</u>
Total	<u>249,093</u>	<u>272,577</u>

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<sup>&</sup>lt;sup>1</sup> CCIRS: Cross Currency Interest Rate Swap



#### NOTE 5: SECURITIES AVAILABLE-FOR-SALE (in HUF mn)

	30 June 2012	31 December 2011
Mortgage bonds	786,875	863,422
Bonds issued by NBH	751,849	497,198
Government bonds	317,248	260,681
Other securities	60,714	49,623
-listed securities	<u>37,646</u>	<u>27,414</u>
in HUF	-	-
in foreign currency	37,646	27,414
-non-listed securities	23,068	22,209
in HUF	21,204	20,387
in foreign currency	1,864	1,822
Subtotal	1,916,686	1,670,924
Accrued interest	35,727	40,494
Total	<u>1,952,413</u>	<u>1,711,418</u>

#### NOTE 6: LOANS, NET OF ALLOWANCE FOR LOAN LOSSES (in HUF mn)

	30 June 2012	31 December 2011
Short-term loans and trade bills (within one year) Long-term loans and trade bills (over one year)	798,573 <u>1,838,737</u> <b>2,637,310</b>	995,053 1,891,447 <b>2,886,500</b>
Accrued interest	15,599	15,651
Provision of impairment on loan losses	<u>(148,203</u> )	(160,324)
Total	2,504,706	2.741.827

An analysis of the loan portfolio by type, before provision for impairment on loan losses, is as follows:

An analysis of the loan portions by type, before provi	30 June 2012	31 December 2011		
Corporate loans	1,846,865	70%	2,044,081	71%
Consumer loans	345,179	13%	350,256	12%
Municipality loans	293,786	11%	308,334	11%
Housing loans	90,944	4%	115,044	4%
Mortgage backed loans	60,536	2%	68,785	2%
Total	<u>2,637,310</u>	<u>100%</u>	<b>2,886,500</b>	<u>100%</u>



#### **NOTE 6:** LOANS, NET OF ALLOWANCE FOR LOAN LOSSES (in HUF mn) [continued]

An analysis of the loan	portfolio by curren	cv is as	follows:

An analysis of the loan portfolio by currency is as follows:		
	30 June 2012	31 December 2011
In HUF	36%	32%
In foreign currency	64%	68%
Total	100%	100%
Total	<u>100 / 0</u>	<u>100 / 6</u>
An analysis of the change in the provision for impairment on loan losses is		
	30 June 2012	31 December 2011
Balance as at 1 January	160,324	134,621
Provision for the period	33,804	129,912
Release of provision	(45,925)	(104,209)
Closing balance	148,203	160,324
	<u> </u>	<u> </u>
NOTE 7: INVESTMENTS IN SUBSIDIARIES (in HUF mn)		
	30 June 2012	31 December 2011
Investments in subsidiaries:		
Controlling interest	904,174	880,136
Other	1,021	1,021
	905,195	881,157
Provision for impairment	(261,460)	(229,448)
Total	<u>643,735</u>	<u>651,709</u>
An analysis of the change in the provision for impairment is as follows:		
	30 June 2012	31 December 2011
Balance as at 1 January	229,448	147,228
Provision for the period	32,012	83,531
Release of provision	-	(1,311)
Closing balance	261,460	229,448

#### Capital increase at OTP banka Srbija

The registered capital of OTP banka Srbija a.d. was increased by RSD 2,219,986,480 through conversion of the subordinated debt to ordinary shares.

As a result, the registered capital of the Serbian subsidiary grew from RSD 7,643,774,300 to RSD 9,863,760,780. Following the capital increase, the ownership ratio of OTP Bank reached 94.8%.

The Serbian Court of Registration registered the capital increase on 22 June 2012.



#### NOTE 8: SECURITIES HELD-TO-MATURITY (in HUF mn)

	30 June 2012	31 December 2011
Government bonds	63,504	55,260
Mortgage bonds	4,790	59,887
Hungarian government discounted Treasury bills	337	346
	<u>68,631</u>	<u>115,493</u>
Accrued interest	1,294	4,974
Total	<u>69,925</u>	<u>120,467</u>

#### **NOTE 9: DEPOSITS FROM CUSTOMERS (in HUF mn)**

	30 June 2012	31 December 2011
Within one year:		
In HUF	2,696,089	2,791,891
In foreign currency	544,949	582,330
	<u>3,241,038</u>	<u>3,374,221</u>
Over one year:		
In HUF	23,908	25,397
In foreign currency	3,137	4,645
	<u>27,045</u>	30,042
Subtotal	3,268,083	<u>3,404,263</u>
Accrued interest	21,463	11,958
Total	<u>3,289,546</u>	3,416,221

An analysis of deposits from customers by type, is as follows:

	30 June 2012	;	31 Decem 2011	ıber
Retail deposits	1,869,009	57%	1,978,914	58%
Corporate deposits	1,261,757	39%	1,260,824	37%
Municipality deposits	137,317	4%	164,525	5%
Total	<u>3,268,083</u>	<u>100%</u>	3,404,263	<u>100%</u>



#### **NOTE 10:** LIABILITIES FROM ISSUED SECURITIES (in HUF mn)

	30 June 2012	31 December 2011
Within one year:		
In HUF	269,873	312,155
In foreign currency	31,378	_54,820
	<u>301,251</u>	<u>366,975</u>
Over one year:		
In HUF	82,675	74,279
In foreign currency	5,046	2,245
	<u>87,721</u>	<u>76,524</u>
Subtotal	<u>388,972</u>	443,499
Accrued interest	11,209	9,924
Total	<u>400,181</u>	<u>453,423</u>

### NOTE 11: OFF BALANCE SHEET ITEMS AND DERIVATIVE FINANCIAL INSTRUMENTS (in HUF mn)

#### (a) Contingent liabilities and commitments

	30 June 2012	31 December 2011
Legal disputes (disputed value)	10,511,934	11,066,974
Commitments to extend credit	736,792	697,144
Guarantees arising from banking activities	418,558	642,165
Confirmed letters of credit	268	189
Other	1,138	1,081
Total	<u>11,668,690</u>	12,407,553

At the balance sheet date the Bank was involved in various claims and legal proceedings of a nature considered normal to its business. The level of these claims and legal proceedings corresponds to the level of claims and legal proceedings in previous years.

The Victims of Hungarian Holocaust initiated a class action against, amongst others, OTP Bank Plc. before the United States District Court Northern District of Illinois. OTP Bank Plc. emphasises that "Országos Takarékpénztár Nemzeti Vállalat' was established on 1 March 1949 with no predecessor. OTP Bank Plc. considers the claim against it entirely unfounded.

The Bank believes that the various asserted claims and litigations in which it is involved will not materially affect its financial position, future operating results or cash flows, although no assurance can be given with respect to the ultimate outcome of any such claim or litigation.

Provision due to legal disputes were HUF 422 million and HUF 408 million as at 30 June 2012 and 31 December 2011 respectively.



### NOTE 11: OFF BALANCE SHEET ITEMS AND DERIVATIVE FINANCIAL INSTRUMENTS (in HUF mn) [continued]

#### (b) Fair value of derivative instruments

(-,	Fair	value	Notional	value, net
	30 June 2012	31 December 2011	30 June 2012	31 December 2011
Interest rate swaps designated as held for trading				
Positive fair value of interest rate swaps designated as				
held for trading	39,727	39,442	31,878	34,064
Negative fair value of interest rate swaps designated				
as held for trading	(52,398)	(40,577)	(49,119)	(37,496)
Foreign exchange swaps designated as held for trading				
Positive fair value of foreign exchange swaps				
designated as held for trading	26,909	24,329	30,093	28,486
Negative fair value of foreign exchange swaps				
designated as held for trading	(10,578)	(52,810)	(10,847)	(48,163)
Interest rate swaps designated as fair value hedge				
Positive fair value of interest rate swaps designated in				
fair value hedge	1,604	2,329	(1,227)	3,526
Negative fair value of interest rate swaps designated in	(7.052)	(12.562)	(5.7.47)	(10,000)
fair value hedge	(7,952)	(12,563)	(5,747)	(10,980)
CCIRS designated as held for trading				
Positive fair value of CCIRS designated as held for trading	48,559	56,312	46,609	57,825
Negative fair value of CCIRS designated as held for	40,339	30,312	40,009	37,623
trading	(162,104)	(232,564)	(176,485)	(257,590)
Mark-to-market CCIRS designated as held for	(102,101)	(202,001)	(170,100)	(207,000)
trading				
Positive fair value of mark-to-market CCIRS				
designated as held for trading	23,014	9,969	8,203	(7,925)
Negative fair value of mark-to-market CCIRS				
designated as held for trading	(468)	(5,577)	(488)	(10,950)
Other derivative contracts designated as held for trading				
Positive fair value of other derivative contracts				
designated as held for trading	6,226	16,566	3,937	14,742
Negative fair value of other derivative contracts				
designated as held for trading	(8,159)	(14,428)	(6,354)	<u>(12,670</u> )
Derivative financial assets total	<u>146,039</u>	<u>148,947</u>	<u>119,493</u>	<u>130,718</u>
Derivative financial liabilities total	( <u>241,659</u> )	( <u>358,519</u> )	( <u>249,040</u> )	( <u>377,849</u> )
Derivative financial instruments total	<u>(95,620)</u>	( <u>209,572</u> )	( <u>129,547</u> )	( <u>247,131</u> )

As at 30 June 2012 the Bank has derivative instruments with positive fair values of HUF 146,039 million and negative fair values of HUF 241,659 million. Corresponding figures as at 31 December 2011 are HUF 148,947 million and HUF 358,519 million.

Positive fair values of derivative instruments designated as hedge accounting relationships are included in other assets, while positive fair values of derivative instruments designated as held for trading are included in financial assets at fair value through profit or loss. Negative fair values of hedging derivative instruments are included in other liabilities, negative fair values of derivatives held for trading are included in the negative fair value of derivative financial instruments designated as held for trading line.



#### **NOTE 12: NET INTEREST INCOME (in HUF mn)**

	Six month period ended 30 June 2012	Six month period ended 30 June 2011	Year ended 31 December 2011
Interest Income:			
Loans	110,241	108,483	230,529
Placements with other banks, net of allowance for placement			
losses	180,309	124,994	268,998
Securities available-for-sale	61,345	55,623	115,841
Securities held-to-maturity	4,166	5,083	9,637
Amounts due from banks and balances with National Bank of			
Hungary	3,589	3,256	6,274
Securities held for trading	<u>784</u>	1,023	<u>2,076</u>
Total Interest Income	<u>360,434</u>	<u>298,462</u>	633,355
Interest Expense:			
Amounts due to banks and deposits from the National Bank of			
Hungary, other banks and the Hungarian Government	167,850	97,727	214,376
Deposits from customers	70,557	65,233	128,253
Liabilities from issued securities	13,612	15,245	28,370
Subordinated bonds and loans	8,643	7,830	16,538
Total Interest Expense	260,662	186,035	387,537
NET INTEREST INCOME	<u>99,772</u>	<u>112,427</u>	<u>245,818</u>

#### NOTE 13: RELATED PARTY TRANSACTIONS (in HUF mn)

The Bank enters into transactions for services with a number of subsidiaries. Such transactions are conducted at rates which approximate market conditions.

Related party transactions can be detailed as follows:

#### Transactions related to OTP Mortgage Bank Ltd.:

	Six month period ended 30 June 2012	Six month period ended 30 June 2011
Loans sold to OTP Mortgage Bank Ltd. with recourse (including interest)	1,393	2,994
The gross book value of the loans sold	1,392	2,993
Fees and commissions received from OTP Mortgage Bank Ltd. relating to the loans	1,725	9,195
Provision for the repurchase obligation of non-performing loans originated by OTP Mortgage Bank Ltd.	-	217
Transactions related to OTP Factoring Ltd.:		
Transactions related to OTP Factoring Ltd.:	Six month period ended 30 June 2012	Six month period ended 30 June 2011
Transactions related to OTP Factoring Ltd.:  Loans sold to OTP Factoring Ltd. without recourse (including interest)	period ended	period ended
	period ended 30 June 2012	period ended 30 June 2011
Loans sold to OTP Factoring Ltd. without recourse (including interest)	period ended 30 June 2012 12,278	period ended 30 June 2011 22,781
Loans sold to OTP Factoring Ltd. without recourse (including interest) The gross book value of the loans	period ended 30 June 2012 12,278 35,983	period ended 30 June 2011 22,781 45,410