

**Argo Group Limited**  
**(“Argo” or the “Company”)**

**Annual Report and Accounts for the Year ended 31 December 2011**

Argo today announces its final results for the year ended 31 December 2011.

The Company will today make available its report and accounts for the year ended 31 December 2011 on the Company’s website [www.argogrouplimited.com](http://www.argogrouplimited.com).

**Key highlights for the twelve months ended 31 December 2011**

- Revenues US\$11.2 million (2010: US\$10.9 million)
- Operating profit US\$2.1 million (2010: US\$1.2 million)
- Profit before tax US\$2.2 million (2010: US\$2.5 million)
- Maintained balance sheet strength - net assets US\$43.4 million (2010: US\$44.4 million) after dividend payment and share buybacks totalling US\$2.8 million (2010: US\$1.7 million)
- Final dividend declared - 2.0c (1.3p) per share (2010: 1.9c, 1.2p) in respect of year ended 31 December 2011
- Purchase of two shopping parks resulting in Argo Real Estate Opportunities Fund Limited (“AREOF”), a company to which the Group provides management services, becoming the largest listed retail property company operating in Romania

Commenting on the results and outlook, Kyriakos Rialas, Chief Executive of Argo said:

"Despite a very difficult year for the whole of the hedge fund industry, Argo managed to produce a profit in 2011 through active cost control and sustainability of its income. We successfully completed the merger of our property assets under a listed company, AREO, and maintained our strong balance sheet and liquidity while at the same time buying back some more shares and increasing the dividend payout. We begin the new year on a positive note as we undertake a number of initiatives to sanitise our funds and reconfirm our mandate as fully described in the accounts."

**Enquiries**

**Argo Group Limited**

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**CHAIRMAN’S STATEMENT**

**The Group and its objective**

Argo’s primary business is to deliver a diversified approach to investing in emerging markets. Its investment objective is to provide investors with absolute returns in the funds that it manages by investing in, inter alia, fixed income, special situations, local currencies and interest rate strategies, private equity, real estate, quoted equities, high yield corporate debt and distressed debt, although not every fund invests in each of these asset classes.

Argo was listed on the AIM market in November 2008 and has a performance track record dating back to 2000.

## **Business and operational review**

This report sets out the results of Argo Group Limited for the year ended 31 December 2011.

The year under review proved challenging given the low level of new inflows into the Argo funds and continuing redemptions. Assets under management (“AUM”) decreased by 19.4% to US\$325.4 million from their level at 31 December 2010. Despite flat-to-negative fund performance during the year the decrease in AUM of US\$75.9 million was mainly due to the accelerated payment of redemptions following the lifting of the gate from the Argo Global Special Situations Fund (“AGSSF”). The Argo funds have yet to regain their high-water mark.

The Group generated revenues of US\$11.2 million (2010: US\$10.9 million) for the year ended 31 December 2011 with management fees accounting for US\$9.2 million (2010: US\$10.0 million). The Group benefitted from a one-off fee of US\$1.1 million which is included in other income.

During the year the Group continued with its cost saving initiatives with total costs falling to US\$9.0 million (2010: US\$9.7 million). Overall, the financial statements show an operating profit for the year of US\$2.1 million (2010: US\$1.2 million) with earnings per share being maintained at US\$0.03 (2010: US\$0.03).

Argo has maintained its strong balance sheet with over US\$27.4 million (2010: US\$27.5 million) in net current assets. The Group has held its net asset position of US\$43.4 million (2010: US\$44.4 million) even after paying a dividend of US\$1.4 million (2010: US\$1.1 million) and buying back shares at a total cost of US\$1.4 million (2010: US\$0.6 million).

Net current assets include investments in The Argo Fund (“TAF”) and AREOF at fair values of US\$15.6 million and US\$0.9 million respectively. Since the year end the Board has approved the investment of a further US\$2 million in TAF.

## **Business and operational review (continued)**

Following on from the Argo funds’ consolidation of their real estate assets in Romania the Group subscribed US\$0.99 million of its cash resources to acquire new shares in AREOF. Furthermore, the Group has provided AREOF with a notice of deferral in relation to the amounts due from the provision of investment management services, under which it will not demand payment of such amounts until the Group judges that AREOF is in a position to pay the outstanding liability. These amounts accrued or receivable at 31 December 2011 total US\$2,480,165 (€1,915,333).

The number of employees of the Group at the year end increased to 42 (2010: 26) mainly due to the acquisition of the holding companies of the two shopping parks in Romania and the subsequent transfer of staff to the Argo Group.

In order to retain and properly incentivise its qualified personnel, the Company intends to continue paying its employees variable compensation in the form of a cash bonus in the aggregate amount of 30%-50% of profit before tax. To further incentivise personnel and to align their interests with those of the shareholders the Group granted options during the year over 5,900,000 shares to directors and employees under The Argo Group Limited Employee Stock Option Plan.

## **Fund performance**

Performance across the range of Argo funds was very mixed for the year. The main fund, TAF, was marginally ahead, by 0.10%, as was the Argo Distressed Credit Fund (“ADCF”), by 1.18%; by comparison, the main hedge fund indices showed a negative return of around 1% for the same period.

Managing the Argo funds continued to be a challenge against the back-drop of multiple sovereign debt downgrades, declining economic growth and austerity measures with markets becoming very volatile and difficult to trade.

### The Argo Funds

| Fund                                | Launch date | 2011 Year total | 2010 Year total | Since inception | Annualised performance | Sharpe ratio | Down months | AUM   |
|-------------------------------------|-------------|-----------------|-----------------|-----------------|------------------------|--------------|-------------|-------|
|                                     |             | %               | %               | %               | CAGR %                 |              |             | US\$m |
| The Argo Fund                       | Oct-00      | 0.10            | 8.55            | 134.50          | 8.65                   | 0.75         | 23 of 135   | 95.7  |
| Argo Global Special Situations Fund | Aug-04      | -35.21          | 8.21            | -4.46           | 0.32                   | 0.02         | 23 of 89    | 6.0   |
| AGSSF Holdings                      | Feb-09      | -37.98          | -1.50           | -34.20          | -10.50                 | -0.49        | 16 of 35    | 75.0  |
| Argo Distressed Credit Fund         | Oct-08      | 1.18            | 10.32           | 24.57           | 7.16                   | 0.83         | 13 of 39    | 25.7  |
| Argo Real Estate Opportunities Fund | Aug-06      | 178.23          | 2.65            | -24.22          | -6.45                  | N/A          | N/A         | 97.7* |
| Argo Capital Partners Fund          | Aug-06      | -50.81          | -24.5           | -53.3           | -13.3                  | N/A          | N/A         | 25.3  |
| Total                               |             |                 |                 |                 |                        |              |             | 325.4 |

\* NAV only officially measured twice a year, March and September.

AGSSF Holdings Limited (“AHL”) comprises assets that are currently more difficult to liquidate. In the first half of the year it delivered an encouraging year-to-date return of 5.54% which was in part driven by a disposal of equity in a European IT services company. At the end of the year AHL felt the impact of the Greek crisis which saw the complete write down of its equity interest in a Greek telecommunications company. The immediate challenges facing the Fund remain engineering exits for the Greek investment and defaulted loans to an Indonesian petrochemical plant.

AREOF continues to operate in a particularly challenging and difficult environment in which regional and global property markets have remained weak despite some initial signs of recovery and the economic and financing background has been most uncertain. Tenants continue to seek rent concessions, albeit at a slightly reduced level from the previous year. Against this backdrop, in September 2011 AREOF successfully completed the purchase of a further two shopping parks, ERA Shopping Park Iasi and ERA Shopping Park Oradea, in Romania, from funds advised by the Argo Group. Following the purchase of these assets AREOF has become the largest listed owner and operator of retail parks in the country thus making it more marketable to international investors over the long term. Further information may be found in the published accounts of AREOF on its website at [www.argoproperty.com](http://www.argoproperty.com).

AREOF is currently finalising a major asset management initiative on its Sibiu Shopping City retail park to attract further leading international tenants and strengthen its income deriving from this asset. AREOF has successfully renegotiated terms with its bankers and continues to maintain tenant occupancy at around 98%-100%. The Fund’s adjusted Net Asset Value was US\$97.7 million (€75.4 million) as at 30 September 2011, compared with US\$35.9 million (€27.1 million) a year earlier.

Argo Capital Partners Fund (“ACPF”), a private equity fund closed to new subscriptions, was invested in three projects at the year end. ACPF reported a negative return of 50.81% for the year (2010: -24.5%) mainly due to the complete write down of its investment in the Greek telecommunications company. This Fund has suffered mainly from the lack of liquidity and demand for private equity assets in emerging markets. Whilst the intention was to sell some portfolio investments in 2011 it is disappointing that difficult operating conditions hindered this process. However, in September 2011 we completed the disposal of the two shopping parks, ERA Shopping Park Iasi and ERA Shopping Park Oradea, to AREOF. This transaction represented an internal consolidation of Argo’s real estate interests in Romania and thus measures were taken to ensure there were no conflicts of interest. The transaction was an all paper deal resulting in ACPF owning 24.5% of the issued shares in the combined AREOF group. Funds advised by Argo control a combined 73.9% of the AREOF group.

### **Dividends and share purchase programme**

Underlining the Board's confidence in the future prospects of the Group, the directors recommend a final dividend of 2.0c (1.3p) per share (2010: 1.9c, 1.2p). The final dividend will be paid on 20 June 2012 to shareholders who are on the Register of Members on 25 May 2012.

Going forward, the Company intends, subject to its financial performance, to pay a final dividend each year.

During the year the directors authorised the repurchase of 6,235,000 shares at a total cost of US\$1.4 million this marking the successful conclusion of the share purchase programme that was announced two years ago. The Board has decided for the time being to abstain from a renewal of the share purchase programme but reserves the right to buy back its own shares on an ad hoc basis if and when the opportunity arises.

### **Outlook**

Conditions in global financial markets are once again characterised by uncertainty amid investor anxiety about the future of the Eurozone. The hedge fund model is rapidly changing with investors challenging fee structures and managers increasingly seeking three-year lockups. This uncertainty has made attracting new investors to Argo's funds difficult. Nevertheless, the Group is carrying out a number of initiatives to make its funds in emerging markets more attractive to new investors when market conditions improve.

AREOF's asset base has almost doubled after certain other funds advised by the Group injected the ERA Shopping Park Iasi and ERA Shopping Park Oradea into AREOF. As a consequence, AREOF is now the largest listed retail property fund operating in Romania. Following on from this AREOF has successfully been admitted to the Open Market of the Frankfurt Stock Exchange. The Board believes this transaction along with the dual-listing and the potential for cost savings will make AREOF more attractive to investors and expects the discount to net asset value at which the Fund's shares currently trade to narrow significantly.

Since the year end Argo has completed a significant fund restructuring exercise, effective 1 February 2012, to reconfirm its mandate with the investor base of AHL and ACPF and to attract new liquidity. The portfolio assets of AHL and ACPF have been transferred into a new fund, Argo Special Situations Fund LP (SSF), in exchange for ordinary partnership interests in SSF with the objective of acquiring follow-on investments and maximising the value of the assets. The fundraising initiative is currently underway with existing and new investors being invited to subscribe for two-year preference shares targeting a 13.5% annualised return. As part of this restructuring exercise the high-water mark for earning performance fees has been re-set to zero. SSF is a closed-ended fund with a realisation period of three years subject to extension.

Argo retains a strong balance sheet and is well-equipped to deal with the volatile economic conditions being faced by global financial markets. The business will continue to look for opportunities and invest in infrastructure where necessary whilst operating as cost-effectively as possible.

The Board is confident that with its talented team the Group can continue to meet the ongoing economic challenges and is well placed to benefit from an eventual global recovery and in particular the emerging markets sector.

**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME  
YEAR ENDED 31 DECEMBER 2011**

|  | Note    | Year ended<br>31 December<br>2011<br>US\$'000       | Year ended<br>31 December<br>2010<br>US\$'000       |
|--|---------|---|---|
| Management fees  |         | 9,214   | 10,034  |
| Incentive fees   |         | 91  | 434   |
| Other income   |         | 1,845   | 480   |
| <b>Revenue</b>   | 2(e), 3 | 11,150  | 10,948  |
| Legal and professional expenses  |         | (397)   | (614)   |
| Management and incentive fees payable  | 2(f)    | (79)  | (444)   |
| Operational expenses   |         | (1,730)   | (1,931)   |
| Employee costs   | 4       | (6,130)   | (5,864)   |
| Foreign exchange gain/(loss)   |         | 28  | (134)   |
| Amortisation of intangible assets  | 9       | (683)   | (651)   |
| Depreciation   | 10      | (35)  | (99)  |
| <b>Operating profit</b>  | 6       | 2,124   | 1,211   |
| Interest income on cash and cash equivalents                                     |         | 45  | 57  |
| Unrealised (loss)/gain on investments  |         | (13)  | 1,226   |
| <b>Profit on ordinary activities before taxation</b>                             | 3       | 2,156   | 2,494   |
| Taxation   | 7       | (260)   | (267)   |
| <b>Profit for the year after taxation attributable to members of the Company</b> | 8       | 1,896   | 2,227   |
| <b>Other comprehensive income</b>  |         |   |   |
| Exchange differences on translation of foreign operations                        |         | (111)   | (469)   |
| <b>Total comprehensive income for the year</b>                                   |         | 1,785   | 1,758   |
|  |         | <b>Year ended<br/>31 December<br/>2011<br/>US\$</b> | <b>Year ended<br/>31 December<br/>2010<br/>US\$</b> |
| <b>Earnings per share (basic)</b>  | 8       | 0.03  | 0.03  |
| <b>Earnings per share (diluted)</b>  | 8       | 0.02  | 0.03  |

**CONSOLIDATED STATEMENT OF FINANCIAL POSITION  
AS AT 31 DECEMBER 2011**

|                                      | Note     | At 31 December<br>2011<br>US\$'000 | At 31 December<br>2010<br>US\$'000 |
|--------------------------------------|----------|------------------------------------|------------------------------------|
| <b>Assets</b>                        |          |                                    |                                    |
| <b>Non-current assets</b>            |          |                                    |                                    |
| Intangible assets                    | 9        | 15,942                             | 16,615                             |
| Fixtures, fittings and equipment     | 10       | 70                                 | 41                                 |
| Loans and advances receivable        | 14       | 38                                 | 253                                |
| <b>Total non-current assets</b>      |          | <b>16,050</b>                      | <b>16,909</b>                      |
| <b>Current assets</b>                |          |                                    |                                    |
| Investments                          | 11       | 16,539                             | 15,563                             |
| Trade and other receivables          | 12       | 3,314                              | 1,312                              |
| Cash and cash equivalents            | 13       | 8,358                              | 11,907                             |
| Loans and advances receivable        | 14       | 240                                | 5                                  |
| <b>Total current assets</b>          |          | <b>28,451</b>                      | <b>28,787</b>                      |
| <b>Total assets</b>                  | <b>3</b> | <b>44,501</b>                      | <b>45,696</b>                      |
| <b>Equity and liabilities</b>        |          |                                    |                                    |
| <b>Equity</b>                        |          |                                    |                                    |
| Issued share capital                 | 15       | 674                                | 737                                |
| Share premium                        |          | 30,878                             | 32,199                             |
| Revenue reserve                      |          | 14,123                             | 13,645                             |
| Foreign currency translation reserve | 2(d)     | (2,250)                            | (2,139)                            |
| <b>Total equity</b>                  |          | <b>43,425</b>                      | <b>44,442</b>                      |
| <b>Current liabilities</b>           |          |                                    |                                    |
| Trade and other payables             | 16       | 913                                | 1,054                              |
| Taxation payable                     | 7        | 163                                | 200                                |
| <b>Total current liabilities</b>     | <b>3</b> | <b>1,076</b>                       | <b>1,254</b>                       |
| <b>Total equity and liabilities</b>  |          | <b>44,501</b>                      | <b>45,696</b>                      |

**CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY  
YEAR ENDED 31 DECEMBER 2011**

|   | Issued<br>share<br>capital<br>2010<br>US\$'000 | Share<br>premium<br>2010<br>US\$'000 | Revenue<br>reserve<br>2010<br>US\$'000 | Foreign<br>currency<br>translation<br>reserve<br>2010<br>US\$'000 | Total<br>2010<br>US\$'000 |
|---|--|--------------------------------------|--|---|---------------------------|
| <b>As at 1 January 2010</b>                                     | 769  | 32,772                               | 12,544                                 | (1,670)   | 44,415                    |
| <b>Total comprehensive income</b>                               |  |                                      |  |   |                           |
| Profit for the period after taxation                            | -  | -                                    | 2,227                                  | (469)   | 1,758                     |
| <b>Transactions with owners recorded<br/>directly in equity</b> |  |                                      |  |   |                           |
| Dividends to equity holders                                     | -  | -                                    | (1,126)                                | -   | (1,126)                   |
| Purchase of own shares  | (32)   | (573)                                | -                                      | -   | (605)                     |
| <b>As at 31 December 2010</b>                                   | 737  | 32,199                               | 13,645                                 | (2,139)   | 44,442                    |

|   | Issued<br>share<br>capital<br>2011<br>US\$'000 | Share<br>premium<br>2011<br>US\$'000 | Revenue<br>reserve<br>2011<br>US\$'000 | Foreign<br>currency<br>translation<br>reserve<br>2011<br>US\$'000 | Total<br>2011<br>US\$'000 |
|---|--|--------------------------------------|--|---|---------------------------|
| <b>As at 1 January 2011</b>                                     | 737  | 32,199                               | 13,645                                 | (2,139)   | 44,442                    |
| <b>Total comprehensive income</b>                               |  |                                      |  |   |                           |
| Profit for the period after taxation                            | -  | -                                    | 1,896                                  | (111)   | 1,785                     |
| <b>Transactions with owners recorded<br/>directly in equity</b> |  |                                      |  |   |                           |
| Dividends to equity holders (note 15)                           | -  | -                                    | (1,418)                                | -   | (1,418)                   |
| Purchase of own shares (note 15)                                | (63)   | (1,321)                              | -                                      | -   | (1,384)                   |
| <b>As at 31 December 2011</b>                                   | 674  | 30,878                               | 14,123                                 | (2,250)   | 43,425                    |

**CONSOLIDATED STATEMENT OF CASH FLOWS**  
**YEAR ENDED 31 DECEMBER 2011**

|  | Note | Year ended<br>31 December<br>2011<br>US\$'000 | Year ended<br>31 December<br>2010<br>US\$'000 |
|--|------|---|---|
| <b>Net cash inflow from operating activities</b>                             | 18   | 354   | 932   |
| <b>Cash flows from investing activities</b>                                  |      |   |   |
| Interest received on cash and cash equivalents                               |      | 45  | 57  |
| Purchase of current asset investments  | 11   | (988)   | -   |
| Purchase of fixtures, fittings and equipment                                 | 10   | (64)  | (8)   |
| <b>Net cash (used in)/generated from investing activities</b>                |      | (1,007)                                       | 49  |
| <b>Cash flows from financing activities</b>                                  |      |   |   |
| Repurchase of own shares   | 15   | (1,384)                                       | (605)   |
| Dividends paid   | 15   | (1,418)                                       | (1,126)                                       |
| <b>Net cash used in financing activities</b>                                 |      | (2,802)                                       | (1,731)                                       |
| <b>Net decrease in cash and cash equivalents</b>                             |      | (3,455)                                       | (750)   |
| Cash and cash equivalents at 1 January 2011 and 1 January 2010               |      | 11,907  | 13,069  |
| Foreign exchange loss on cash and cash equivalents                           |      | (94)  | (412)   |
| <b>Cash and cash equivalents as at 31 December 2011 and 31 December 2010</b> |      | 8,358   | 11,907  |

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

For the year ended 31 December 2011

**1. CORPORATE INFORMATION**

The Company is domiciled in the Isle of Man under the Companies Act 2006. Its registered office is at 33-37 Athol Street, Douglas, Isle of Man, IM1 1LB and the principal place of business is at 10 Vasilissis Frederikis Street, 1066 Nicosia, Cyprus. The principal activity of the Company is that of a holding company and the principal activity of the wider Group is that of an investment management business. The functional and presentational currency of the Group undertakings is US dollars. The Group has 42 (2010: 26) employees.

**Wholly owned subsidiaries**

**Country of incorporation**

Argo Capital Management (Cyprus) Limited  
 Argo Capital Management Limited  
 Argo Capital Management Property Limited  
 Argo Capital Management (Asia) Pte. Ltd.  
 North Asset Management Srl  
 North Asset Management Sarl  
 Argo Investor Services AG

Cyprus  
 United Kingdom  
 Cayman Islands  
 Singapore  
 Romania  
 Luxembourg  
 Switzerland

## 2. ACCOUNTING POLICIES

### (a) Accounting convention

These consolidated financial statements have been prepared on a historical cost basis, except for the revaluation of certain financial instruments, and in accordance with International Financial Reporting Standards.

These accounts have been prepared on the basis that the Company is a going concern.

### (b) Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries. Subsidiaries are consolidated from the date upon which control is transferred to the Company and cease to be consolidated from the date upon which control is transferred from the Company.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with those used by the Company. All intra-group transactions, balances, income and expenses are eliminated on consolidation.

### (c) Business combinations

The acquisition of subsidiaries is accounted for using the acquisition method. The cost of the acquisition is measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed and equity instruments issued by the Group in exchange for control of the acquiree, plus any costs directly attributable to the business combination.

The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under IFRS 3 are recognised at their fair value at the acquisition date.

#### Goodwill

Goodwill arising on the consolidation represents the excess of the cost of the acquisition over the Company's interest in the fair value of the identifiable assets and liabilities of a subsidiary at the date of acquisition. Any excess of the Company's interest in the fair value of the identifiable assets and liabilities over the cost of the acquisition (negative goodwill) is immediately recognised in the Consolidated Statement of Comprehensive Income. Goodwill is initially recognised as an asset at cost and is subsequently measured at cost less any accumulated impairment losses. Goodwill which is recognised as an asset is reviewed at least annually for impairment. Any impairment is recognised immediately in the Consolidated Statement of Comprehensive Income.

#### Intangible assets

The Group's principal intangible asset is a fund management contract recorded at directors' valuation at the date of acquisition. The directors' valuation is based on the underlying share price of the vendor and its assets under management at the time of acquisition. This intangible asset has a finite life and is amortised on a straight line basis over the period of the contract. Impairment tests are undertaken annually to determine any diminution in the recoverable amount below carrying value. The Group does not capitalise internally generated goodwill or intangible assets.

#### Impairment of intangible assets

At each balance sheet date the Group reviews the carrying amounts of its intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any.

Recoverable amount is the higher of fair value less costs to sell and value in use. 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 for which the estimates of future cash flows have been adjusted.

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an

expense immediately, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

**(d) Foreign currency translation**

The consolidated financial statements are expressed in US dollars. Transactions denominated in currencies other than US dollars have been translated at the rate of exchange prevailing at the date of the transaction. Assets and liabilities in other currencies are translated to US dollars at the rates of exchange prevailing at the balance sheet date. The resulting profits or losses are reflected in the Consolidated Statement of Comprehensive Income.

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated at exchange rates prevailing on the balance sheet date. Income and expense items are translated at the average exchange rates for the year. Exchange differences arising, if any, are classified as equity and transferred to the Group's foreign currency translation reserve. Such translation differences are recognised in the Consolidated Statement of Comprehensive Income as income or as expenses in the year of the operation's disposal.

**(e) Revenue**

Revenue is recognised to the extent that it is probable that economic benefit will flow to the Group and the revenue can be reliably measured.

**Management and incentive fees receivable**

The Group recognises revenue for providing management services to mutual funds. Revenue accrues on a monthly basis on completion of management services and is based on the assets under management of each mutual fund.

Incentive fees generally arise monthly or annually, however for the Argo funds incentive fees may arise monthly, annually or on realisation of an investment. In addition, for the Argo Real Estate Opportunities Fund Ltd ("AREOF") (managed by Argo Capital Management Property Ltd) incentive fees may be triggered at any time on realisation of a property asset.

**Management and incentive fees receivable (continued)**

The management and incentive fees receivable from AREOF are defined in the management contract between that company and Argo Capital Management Property Ltd. The management contract has a fixed term expiring on 31 July 2018.

During the year the Group provided AREOF with a notice of deferral in relation to the amounts due from the provision of investment management services, under which it will not demand payment of such amounts until the Group judges that AREOF is in a position to pay the outstanding liability. These amounts accrued or receivable at 31 December 2011 total US\$2,480,165 (€1,915,333). In the directors' view these amounts are fully recoverable and they have therefore concluded that it is appropriate to continue to recognise income from these investment management services.

**(f) Management and incentive fees payable**

The Group pays management and incentive fees based on a proportion of fees receivable from mutual funds. Fees payable are accrued on a monthly basis consistent with revenue streams earned.

**(g) Depreciation**

Plant and equipment is initially recorded at cost and depreciated on a straight-line basis over the expected useful lives of the assets as follows:

|                                 |                          |
|---------------------------------|--------------------------|
| Leasehold                       | 33 1/3% per annum        |
| Fixtures and fittings           | 10% to 33 1/3% per annum |
| Office equipment                | 10% to 33 1/3% per annum |
| Computer equipment and software | 20% to 33 1/3% per annum |

**(h) Investments held at fair value through profit or loss**

All investments are classified as held at fair value through profit or loss. Investments are initially recognised at fair value. Transaction costs are expensed as incurred.

After initial recognition, investments are measured at fair value, with unrealised gains and losses on investments and impairment of investments recognised in the Consolidated Statement of Comprehensive Income. Investments held at fair value in managed mutual funds are valued at fair value of the net assets as provided by the administrators of those funds. Investments in the management shares of The Argo Fund Ltd, Argo Capital Investors Fund SPC (comprising the segregated portfolio Argo Global Special Situations Fund SP), Argo Capital Partners Fund Ltd, Argo Distressed Credit Fund Limited and AGSSF Holdings Limited are stated at fair value, being the recoverable amount.

**(i) Trade date accounting**

All 'regular way' purchases and sales of financial assets are recognised on the 'trade date', i.e. the date that the entity commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of the asset within the time frame generally established by regulation or convention in the market place.

**(j) Financial instruments**

Financial assets and liabilities are recognised on the Consolidated Statement of Financial Position when the Company becomes party to the contractual provisions of the instrument.

Non-derivative financial instruments include trade and other receivables, cash and cash equivalents, loans and borrowings and trade and other payables. The initial and subsequent measurement of non-derivative financial instruments is dealt with below.

**Trade and other receivables**

Trade and other receivables do not carry any interest and are stated at their original invoice amount as reduced by appropriate allowances for estimated irrecoverable amounts. An estimate for doubtful debts is made when collection is no longer probable. Bad debts are written off when identified.

**Cash and cash equivalents**

Cash and cash equivalents are defined as cash in hand, demand deposits and short-term, highly liquid investments which are readily convertible to known amounts of cash, subject to insignificant risk of changes in value, and have a maturity of less than six months from the date of acquisition.

For the purposes of the cash flow statement, cash and cash equivalents consist of cash in hand and bank deposits.

**Trade payables**

Trade payables are not interest bearing and are stated at their nominal value.

**(k) Loans and borrowings**

All loans and borrowings payable are initially recognised at cost, calculated as the fair value of the consideration received less issue costs where applicable. After initial recognition, all interest-bearing loans and borrowings are subsequently measured at amortised cost. Amortised cost is calculated by using the effective interest method, taking into account any issue costs, and discounts and premiums on settlement.

All loans and borrowings receivable are initially recognised at cost and subsequently measured at amortised cost.

**(l) Current taxation**

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amounts are those enacted or substantially enacted by the balance sheet date.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the Consolidated Statement of Comprehensive Income because it excludes items of income or expense that are taxable or deductible in other periods or because it excludes items that are never taxable or deductible.

**(m) Deferred taxation**

Deferred income tax is provided for using the liability method on temporary timing differences at the balance sheet date between the tax basis of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred tax liabilities are recognised in full for all temporary differences. Deferred tax assets are recognised for all deductible temporary differences, carried forward unused tax credits and unused tax losses to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and carry-forward of unused tax credits and unused losses can be utilised.

The carrying amount of deferred income tax assets is revalued at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised. Unrecognised deferred income tax assets are reassessed at each balance sheet date and are recognised to the extent that it is probable that future taxable profits will allow the deferred tax asset to be recovered. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability settled, based on tax rates that have been enacted or substantively enacted at the balance sheet date.

**(n) Accounting estimates, assumptions and judgements**

The preparation of the consolidated financial statements necessitates the use of estimates, assumptions and judgements. These estimates, assumptions and judgements affect the reported amounts of assets, liabilities and contingent liabilities at the balance sheet date as well as affecting the reported income and expenses for the year. Although the estimates are based on management's knowledge and best judgment of information and financial data, the actual outcome may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that and prior periods, or in the period of the revision and future periods if the revision affects both current and future periods.

In the process of applying the Group's accounting policies, which are described above, management has made the following judgements that have the most significant effect on the amounts recognised in the consolidated financial statements:

- Management and incentive fees
- Intangibles (note 9)

It has been assumed that, when available, the audited financial statements of the funds under the Group's management will confirm the net asset values used in the calculation of management and performance fees receivable.

**(o) Operating leases**

Costs in respect of operating leases are charged on a straight line basis over the lease term. Benefits, such as rent free periods, received and receivable as incentives to take on operating leases are spread on a straight line basis over the lease term, or, if shorter than the full lease term, over the period to the review date on which the rent is first expected to be adjusted to the prevailing market rent.

**(p) Financial instruments and fair value hierarchy**

The following represents the fair value hierarchy of financial instruments measured at fair value in the Statement of Financial Position. The hierarchy groups financial assets and liabilities into three levels based on the significance of inputs used in measuring the fair value of the financial assets and liabilities. The fair value hierarchy has the following levels:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The level within which the financial asset or liability is classified is determined based on the lowest level of significant input to the fair value measurement.

**(q) Future changes in accounting policies**

IASB (International Accounting Standards Board) and IFRIC (International Financial Reporting Interpretations Committee) have issued the following standards and interpretations with an effective date after the date of these financial statements:

| <b>New/Revised International Financial Reporting Standards (IAS/IFRS)</b>  | <b>Effective date</b><br>(accounting periods commencing on or after) |
|--|--|
| IAS 1 Presentation of Financial Statements - Amendments to revise the way other comprehensive income is presented (June 2011)                                  | 1 July 2012  |
| IAS 12 Income Taxes – Limited scope amendment (recovery of underlying assets) (December 2010)  | 1 January 2012   |
| IAS 19 Employee Benefits - Amendment resulting from the Post-Employment Benefits and Termination Benefits projects (as amended in June 2011)                   | 1 January 2013   |
| IAS 27 Consolidated and Separate Financial Statements – Reissued as IAS 27 Separate Financial Statements (as amended in May 2011)                              | 1 January 2013   |
| IAS 28 Investments in Associates – Reissued as IAS 28 Investments in Associates and Joint Ventures (as amended in May 2011)                                    | 1 January 2013   |
| IAS 32 Financial Instruments Presentation – Amendments to application guidance on the offsetting of financial assets and financial liabilities (December 2011) | 1 January 2014   |
| IFRS 7 Financial Instruments: Disclosures – Amendments enhancing disclosures about transfers of financial assets (October 2010)                                | 1 July 2011  |
| IFRS 7 Financial Instruments: Disclosures – Amendments enhancing disclosures about offsetting of financial assets and financial liabilities (December 2011)    | 1 January 2013   |
| IFRS 7 Financial Instruments: Disclosures – Amendments requiring disclosures about the initial applicable of IFRS 9 (December 2011)                            | 1 January 2015   |
| IFRS 9 Financial Instruments - Classification and measurement of financial assets (as amended in December 2011)  | 1 January 2015   |
| IFRS 9 Financial Instruments – Accounting for financial liabilities and derecognition (as amended in December 2011)  | 1 January 2015   |
| IFRS 10 Consolidated Financial Statements (May 2011)   | 1 January 2013   |
| IFRS 11 Joint Arrangements (May 2011)  | 1 January 2013   |
| IFRS 12 Disclosure of Interests in Other Entities (May 2011)   | 1 January 2013   |
| IFRS 13 Fair Value Measurement (May 2011)  | 1 January 2013   |

The directors do not expect the adoption of these standards and interpretations to have a material impact on the Group's financial statements in the period of initial application, except for IFRS 9 Financial Instruments, which becomes mandatory for the Group's 2015 consolidated financial statements and could change the classification and measurement of financial assets. The Group does not plan to adopt this standard early and the extent of the impact has not been determined.

Any standard adopted during the year has presentational impact only; it is therefore not necessary to adjust comparative information.

**(r) Dividends payable**

Interim and final dividends are recognised when declared.

### 3. SEGMENTAL ANALYSIS

The Group operates as a single asset management business.

The operating results of the companies set out in note 1 above are regularly reviewed by the directors of the Group for the purposes of making decisions about resources to be allocated to each company and to assess performance. The following summary analyses revenues, profit or loss, assets and liabilities:

|                                  | Argo Group Ltd | Argo Capital Management (Cyprus) Limited | Argo Capital Management Limited | Argo Capital Management Property Limited | Other    | Year ended 31 December 2011 |
|----------------------------------|----------------|--|---------------------------------|--|----------|-----------------------------|
|                                  | 2011           | 2011                                     | 2011                            | 2011                                     | 2011     | 2011                        |
|                                  | US\$'000       | US\$'000                                 | US\$'000                        | US\$'000                                 | US\$'000 | US\$'000                    |
| Revenues from external customers | -              | 6,520                                    | 1,123                           | 3,503                                    | 4        | 11,150                      |
| Intersegment revenues            | 5,222          | -  | 2,942                           | -  | 488      | 8,652                       |
| Reportable segment profit/(loss) | 4,792          | (2,388)                                  | (1,237)                         | 1,180                                    | (202)    | 2,145                       |
| Intersegment profit/(loss)       | 5,222          | (7,850)                                  | 2,455                           | -  | 169      | (4)                         |
| Reportable segment assets        | 49,441         | 2,285                                    | 3,410                           | 3,946                                    | 445      | 59,527                      |
| Reportable segment liabilities   | 83             | 332                                      | 835                             | 114                                      | 65       | 1,429                       |

Revenues, profit or loss, assets and liabilities may be reconciled as follows:

|  | Year ended 31 December 2011 |
|--|-----------------------------|
|  | US\$'000                    |
| <b>Revenues</b>                                      |                             |
| Total revenues for reportable segments               | 19,802                      |
| Elimination of intersegment revenues                 | (8,652)                     |
| <b>Group revenues</b>                                | <b>11,150</b>               |
| <b>Profit or loss</b>                                |                             |
| Total profit for reportable segments                 | 2,145                       |
| Elimination of total intersegment losses             | 4                           |
| Other unallocated amounts                            | 7                           |
| <b>Profit on ordinary activities before taxation</b> | <b>2,156</b>                |
| <b>Assets</b>  |                             |
| Total assets for reportable segments                 | 59,527                      |
| Elimination of intersegment receivables              | (373)                       |
| Elimination of Company's cost of investments         | (14,653)                    |
| <b>Group assets</b>                                  | <b>44,501</b>               |
| <b>Liabilities</b>                                   |                             |
| Total liabilities for reportable segments            | 1,429                       |
| Elimination of intersegment payables                 | (353)                       |
| <b>Group liabilities</b>                             | <b>1,076</b>                |

|                                  | Argo Group Ltd | Argo Capital Management (Cyprus) Limited | Argo Capital Management Limited | Argo Capital Management Property Limited | Other    | Year ended 31 December 2010 |
|----------------------------------|----------------|--|---------------------------------|--|----------|-----------------------------|
|                                  | 2010           | 2010                                     | 2010                            | 2010                                     | 2010     | 2010                        |
|                                  | US\$'000       | US\$'000                                 | US\$'000                        | US\$'000                                 | US\$'000 | US\$'000                    |
| Revenues from external customers | -              | 7,845                                    | 38                              | 3,063                                    | 2        | 10,948                      |
| Intersegment revenues            | 3,084          | -  | 3,057                           | -  | 547      | 6,688                       |
| Reportable segment profit/(loss) | 3,692          | 1,699                                    | (1,283)                         | (1,737)                                  | 127      | 2,498                       |
| Intersegment profit/(loss)       | 3,084          | (4,500)                                  | 3,057                           | (2,257)                                  | 547      | (69)                        |
| Reportable segment assets        | 47,455         | 5,112                                    | 4,622                           | 2,881                                    | 603      | 60,673                      |
| Reportable segment liabilities   | 88             | 514                                      | 851                             | 80                                       | 43       | 1,576                       |

Revenues, profit or loss, assets and liabilities may be reconciled as follows:

|  | Year ended 31 December 2010 |
|--|-----------------------------|
|  | US\$'000                    |
| <b>Revenues</b>                                      |                             |
| Total revenues for reportable segments               | 17,636                      |
| Elimination of intersegment revenues                 | (6,688)                     |
| <b>Group revenues</b>                                | <b>10,948</b>               |
| <b>Profit or loss</b>                                |                             |
| Total profit for reportable segments                 | 2,498                       |
| Elimination of total intersegment losses             | 69                          |
| Other unallocated amounts                            | (73)                        |
| <b>Profit on ordinary activities before taxation</b> | <b>2,494</b>                |
| <b>Assets</b>  |                             |
| Total assets for reportable segments                 | 60,673                      |
| Elimination of intersegment receivables              | (325)                       |
| Elimination of Company's cost of investments         | (14,652)                    |
| <b>Group assets</b>                                  | <b>45,696</b>               |
| <b>Liabilities</b>                                   |                             |
| Total liabilities for reportable segments            | 1,576                       |
| Elimination of intersegment payables                 | (322)                       |
| <b>Group liabilities</b>                             | <b>1,254</b>                |

#### 4. EMPLOYEE COSTS

|                       | Year ended<br>31 December<br>2011<br>US\$'000 | Year ended<br>31 December<br>2010<br>US\$'000 |
|-----------------------|---|---|
| Wages and salaries    | 5,540   | 5,399   |
| Social security costs | 524   | 421   |
| Other                 | 66  | 44  |
|                       | <hr/> 6,130                                   | <hr/> 5,864                                   |

#### 5. KEY MANAGEMENT PERSONNEL REMUNERATION

Included in employee costs are payments to:

|  | Year ended<br>31 December<br>2011<br>US\$'000 | Year ended<br>31 December<br>2010<br>US\$'000 |
|--|---|---|
| Directors and key management personnel | <hr/> 3,245                                   | <hr/> 3,561                                   |

The remuneration of the directors of the Company for the year was as follows:

|                                    | Salaries<br>US\$'000 | Fees<br>US\$'000 | Benefits<br>US\$'000 | Cash<br>bonus<br>US\$'000 | Year ended<br>31 December<br>2011<br>US\$'000 | Year ended<br>31 December<br>2010<br>US\$'000 |
|------------------------------------|----------------------|------------------|----------------------|---------------------------|---|---|
| <b>Executive<br/>Directors</b>     |                      |                  |                      |                           |   |   |
| Kyriakos Rialas                    | 243                  | -                | -                    | 195                       | 438   | 530   |
| Andreas Rialas                     | 232                  | -                | 2                    | 981                       | 1,215   | 700   |
| <b>Non-Executive<br/>Directors</b> |                      |                  |                      |                           |   |   |
| Michael Kloter                     | -                    | 85               | -                    | -                         | 85  | 74  |
| David Fisher                       | -                    | 40               | -                    | -                         | 40  | 39  |
| Ken Watterson                      | -                    | 40               | -                    | -                         | 40  | 39  |

#### 6. OPERATING PROFIT

Operating profit is stated after charging:

|                          | Year ended<br>31 December<br>2011<br>US\$'000 | Year ended<br>31 December<br>2010<br>US\$'000 |
|--------------------------|---|---|
| Auditors' remuneration   | 99  | 111   |
| Depreciation             | 35  | 99  |
| Amortisation             | 683   | 651   |
| Directors' fees          | 2,696   | 2,592   |
| Operating lease payments | 486   | 530   |

#### 7. TAXATION

Taxation rates applicable to the parent company and the Cypriot, UK, Singaporean, Luxembourg, Swiss and Romanian subsidiaries range from 0% to 26.5% (2010: 0% to 28%).

**Income Statement**

|   | Year ended<br>31 December<br>2011<br>US\$'000 | Year ended<br>31 December<br>2010<br>US\$'000 |
|---|---|---|
| Taxation charge for the year on Group companies | 260   | 273   |
| Over provision in respect of prior years        | -   | (6)   |
| <b>Tax on profit on ordinary activities</b>     | <b>260</b>                                    | <b>267</b>                                    |

The tax charge for the year can be reconciled to the profit per the Consolidated Statement of Comprehensive Income as follows:

|  | Year ended<br>31 December<br>2011<br>US\$'000 | Year ended<br>31 December<br>2010<br>US\$'000 |
|--|---|---|
| Profit before tax  | 2,156   | 2,494   |
| Applicable Isle of Man tax rate for Argo Group Limited of 0%                       | -   | -   |
| Timing differences   | 4   | 16  |
| Non-deductible expenses  | 19  | 16  |
| Non-taxable income   | (11)  | (14)  |
| Other adjustments  | -   | (4)   |
| Tax effect of different tax rates of subsidiaries operating in other jurisdictions | 248   | 253   |
| Tax charge   | 260   | 267   |

**Balance Sheet**

|                         | At 31 December<br>2011<br>US\$'000 | At 31 December<br>2010<br>US\$'000 |
|-------------------------|------------------------------------|------------------------------------|
| Corporation tax payable | 163                                | 200                                |

**8. EARNINGS PER SHARE**

Earnings per share is calculated by dividing the net profit for the period by the weighted average number of shares outstanding during the period.

|   | Year ended<br>31 December<br>2011<br>US\$'000 | Year ended<br>31 December<br>2010<br>US\$'000 |
|---|---|---|
| Net profit for the year after taxation attributable to members            | 1,896   | 2,227   |
|   | <b>No. of shares</b>                          | <b>No. of shares</b>                          |
| Weighted average number of ordinary shares for basic earnings per share   | 70,411,827                                    | 75,150,213                                    |
| Effect of dilution  | 5,900,000                                     | -   |
| Weighted average number of ordinary shares for diluted earnings per share | 76,311,827                                    | 75,150,213                                    |

|                              | Year ended<br>31 December<br>2011<br>US\$ | Year ended<br>31 December<br>2010<br>US\$ |
|------------------------------|---|---|
| Earnings per share (basic)   | 0.03                                      | 0.03                                      |
| Earnings per share (diluted) | 0.02                                      | 0.03                                      |

## 9. INTANGIBLE ASSETS

|   | Fund<br>management<br>contracts<br>US\$'000 |
|---|---|
| <b>Cost</b>                                     |   |
| At 1 January 2010                               | 18,633                                      |
| Foreign exchange movement                       | (79)  |
| At 31 December 2010                             | 18,554                                      |
| Foreign exchange movement                       | 86  |
| At 31 December 2011                             | 18,640                                      |
| <b>Amortisation and impairment</b>              |   |
| At 1 January 2010                               | 1,180                                       |
| Amortisation of Argo business intangible assets | 651   |
| Foreign exchange movement                       | 108   |
| At 31 December 2010                             | 1,939                                       |
| Amortisation of Argo business intangible assets | 683   |
| Foreign exchange movement                       | 76  |
| At 31 December 2011                             | 2,698                                       |
| <b>Net book value</b>                           |   |
| At 31 December 2010                             | 16,615                                      |
| At 31 December 2011                             | 15,942                                      |

The Group tests intangible assets annually for impairment, or more frequently if there are indications that the intangible assets may be impaired. The recoverable amounts of the intangible assets that have been reviewed for impairment are separately identifiable business units within the Group. The value in use approach has been used as the businesses were not considered saleable in their current form due to certain factors, the main being reliance on certain key individuals.

At the balance sheet date the carrying value of goodwill was US\$14.8m (2010: US\$14.9m) after a prior year restatement of cost to write off pre-acquisition goodwill of US\$0.1m against revenue reserves.

The key assumptions on which the directors have based their five year discounted cash flow analysis are a pre-tax discount rate of 15% (2010: 15%), an inflation rate of 5% (2010: 5%) and a weighted average growth in assets under management (which determine management and performance fee income) of 7% to 12% (2010: 10% to 12.5%), with 2.1% to 3.6% (2010: 3% to 3.75%) of this estimated to be from annual profits. The assumption of growth in assets under management has been based on the historic performance of existing funds as well as forecast performance on funds restructured since the year end and new product initiatives currently under development. The calculations use cash flow projections based on actual operating results. The result of this review has been compared to the carrying value of goodwill and accordingly the directors have concluded that there is no impairment to goodwill. As an added sensitivity, if the estimated discount rate applied to the discounted cash flows had been 25% higher (2010: 25% higher) or the estimated growth rate of assets under management had been 20% lower (2010: 25% lower) there would still have been no

impairment of goodwill as the net present value of future cash flows would still have been higher than the carrying value of goodwill.

At the balance sheet date the carrying value of the AREOF management contract is US\$1.0m (2010: US\$1.8m), net of amortisation. The intangible asset is being amortised over 5 years and 44 days, being the remaining period of the contract from the date of acquisition. During the period the Group successfully renegotiated the extension of this management contract by five years from the current termination date of 31 July 2013 to 31 July 2018.

## 10. FIXTURES, FITTINGS AND EQUIPMENT

|                                 | <b>Fixtures,<br/>fittings<br/>&amp; equipment<br/>US\$ '000</b> |
|---------------------------------|---|
| <b>Cost</b>                     |   |
| At 1 January 2010               | 299   |
| Additions                       | 8   |
| Disposals                       | -   |
| Foreign exchange movement       | (12)  |
| At 31 December 2010             | 295   |
| Additions                       | 64  |
| Disposals                       | -   |
| Foreign exchange movement       | (2)   |
| At 31 December 2011             | 357   |
| <b>Accumulated Depreciation</b> |   |
| At 1 January 2010               | 163   |
| Depreciation charge for period  | 99  |
| Disposals                       | -   |
| Foreign exchange movement       | (8)   |
| At 31 December 2010             | 254   |
| Depreciation charge for period  | 35  |
| Disposals                       | -   |
| Foreign exchange movement       | (2)   |
| At 31 December 2011             | 287   |
| <b>Net book value</b>           |   |
| At 31 December 2010             | 41  |
| At 31 December 2011             | 70  |

## 11. INVESTMENTS AT FAIR VALUE THROUGH PROFIT OR LOSS

|    |                                 | <b>At 31<br/>December<br/>2011<br/>Total cost<br/>US\$ '000</b> | <b>At 31<br/>December<br/>2011<br/>Fair value<br/>US\$ '000</b> |
|----|---------------------------------|---|---|
| 10 | Investment in management shares | -   | -   |
| 10 | The Argo Fund Ltd               | -   | -   |
| 10 | Argo Capital Investors Fund SPC | -   | -   |

|     |                                 |   |   |
|-----|---------------------------------|---|---|
| 10  | Argo Capital Partners Fund      | - | - |
| 100 | Argo Distressed Credit Fund Ltd | - | - |
| 100 | AGSSF Holdings Ltd              | - | - |
|     |                                 | - | - |

| Holding    | Investment in ordinary shares           | Total cost<br>US\$ '000 | Fair value<br>US\$ '000 |
|------------|---|-------------------------|-------------------------|
| 66,435     | The Argo Fund Ltd                       | 14,343                  | 15,579                  |
| 10,899,021 | Argo Real Estate Opportunities Fund Ltd | 988                     | 960                     |
|            |   | 15,331                  | 16,539                  |

| Holding | Investment in management shares | At 31<br>December<br>2010<br>Total cost<br>US\$ '000 | At 31<br>December<br>2010<br>Fair value<br>US\$ '000 |
|---------|---------------------------------|--|--|
| 10      | The Argo Fund Ltd               | -  | -  |
| 10      | Argo Capital Investors Fund SPC | -  | -  |
| 10      | Argo Capital Partners Fund Ltd  | -  | -  |
| 100     | Argo Distressed Credit Fund Ltd | -  | -  |
| 100     | AGSSF Holdings Ltd              | -  | -  |
|         |                                 | -  | -  |

| Holding | Investment in ordinary shares | Total cost<br>US\$ '000 | Fair value<br>US\$ '000 |
|---------|-------------------------------|-------------------------|-------------------------|
| 66,435  | The Argo Fund Ltd             | 14,343                  | 15,563                  |
|         |                               | 14,343                  | 15,563                  |

## 12. TRADE AND OTHER RECEIVABLES

|                                | At 31<br>December<br>2011<br>US\$ '000 | At 31<br>December<br>2010<br>US\$ '000 |
|--------------------------------|--|--|
| Trade receivables              | 2,591                                  | 1,060                                  |
| Other receivables              | 50                                     | 41                                     |
| Prepayments and accrued income | 673                                    | 211                                    |
|                                | 3,314                                  | 1,312                                  |

The directors consider that the carrying amount of trade and other receivables approximates their fair value. All trade receivable balances are recoverable within one year from the balance sheet date

During the year the Group provided AREOF (to whom it provides investment management services) with a notice of deferral in relation to the amounts due from the provision of investment management services, under which it will not demand payment of such amounts until the Group judges that AREOF is in a position to pay the outstanding liability. These amounts accrued or receivable at 31 December 2011 total US\$2,480,165 (€1,915,333).

In the audited financial statements of AREOF at 30 September 2011, a material uncertainty surrounding the refinancing of bank debts was referred to in relation to the basis of preparation of the financial statements. In the view of the directors of AREOF, discussions with the banks are continuing satisfactorily and they have therefore concluded that it is appropriate to prepare those financial statements on a going concern basis.

### 13. CASH AND CASH EQUIVALENTS

Included in cash and cash equivalents is a balance of US\$100,000 (2010: US\$100,000) which represents a bank guarantee in respect of credit cards issued to Argo Capital Management Property Limited. Due to the nature of this balance it is not freely available.

### 14. LOANS AND ADVANCES RECEIVABLE

|   | At 31 December<br>2011<br>US\$'000 | At 31 December<br>2010<br>US\$'000 |
|---|------------------------------------|------------------------------------|
| Deposits on leased premises - current     | 240                                | 5                                  |
| Deposits on leased premises - non-current | 38                                 | 253                                |
|   | <u>278</u>                         | <u>258</u>                         |

The deposits on leased premises are retained by the lessor until vacation of the premises at the end of the lease term as follows:

|                                | At 31 December<br>2011<br>US\$'000 | At 31 December<br>2010<br>US\$'000 |
|--------------------------------|------------------------------------|------------------------------------|
| Current:                       |                                    |                                    |
| Lease expiring within one year | 240                                | 5                                  |

|  | At 31 December<br>2011<br>US\$'000 | At 31 December<br>2010<br>US\$'000 |
|--|------------------------------------|------------------------------------|
| Non-current:   |                                    |                                    |
| Lease expiring in second year after balance sheet date | -                                  | 33                                 |
| Lease expiring in third year after balance sheet date  | 38                                 | 220                                |
|  | <u>38</u>                          | <u>253</u>                         |

### 15. SHARE CAPITAL

The Company's authorised share capital is unlimited ordinary shares with a nominal value of US\$0.01.

|                                  | 31 December<br>2011<br>No. | 31 December<br>2011<br>US\$'000 | 31 December<br>2010<br>No. | 31 December<br>2010<br>US\$'000 |
|----------------------------------|----------------------------|---------------------------------|----------------------------|---------------------------------|
| Issued and fully paid            |                            |                                 |                            |                                 |
| Ordinary shares of US\$0.01 each | 67,428,494                 | 674                             | 73,663,494                 | 737                             |
|                                  | <u>67,428,494</u>          | <u>674</u>                      | <u>73,663,494</u>          | <u>737</u>                      |

The directors recommend a final dividend of 2.0c (1.3p) per share (2010: 1.9c, 1.2p) for the year ended 31 December 2011. The final dividend for the year ended 31 December 2010 of US\$1,418,257 was paid on 22 June 2011 to ordinary shareholders who were on the Register of Members on 27 May 2011. Going forward, the Company intends, subject to its financial performance, to pay a final dividend each year.

During the year the directors authorised the repurchase of 6,235,000 shares at a total cost of US\$1.4 million.

### 16. TRADE AND OTHER PAYABLES

|                          | At 31 December<br>2011<br>US\$ '000 | At 31 December<br>2010<br>US\$ '000 |
|--------------------------|-------------------------------------|-------------------------------------|
| Trade and other payables | 68                                  | 49                                  |

|                              |     |       |
|------------------------------|-----|-------|
| Other creditors and accruals | 845 | 1,005 |
|                              | 913 | 1,054 |

Trade and other payables are normally settled on 30-day terms.

## 17. OBLIGATIONS UNDER OPERATING LEASES

Operating lease payments represent rentals payable by the Group for certain of its business premises. The leases have no escalation clauses or renewal or purchase options and no restrictions imposed on them.

As at the balance sheet date, the Group had outstanding future minimum lease payments under non-cancellable operating leases, which fall due as follows.

|   | At 31 December<br>2011<br>US\$ '000 | At 31 December<br>2010<br>US\$ '000 |
|---|-------------------------------------|-------------------------------------|
| Operating lease liabilities:            |                                     |                                     |
| Within one year                         | 420                                 | 440                                 |
| In the second to fifth years inclusive  | 167                                 | 305                                 |
| Present value of minimum lease payments | 587                                 | 745                                 |

## 18. RECONCILIATION OF NET CASH INFLOW FROM OPERATING ACTIVITIES TO PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

|  | Year ended<br>31 December<br>2011<br>US\$ '000 | Year ended<br>31 December<br>2010<br>US\$ '000 |
|--|--|--|
| Profit on ordinary activities before taxation                  | 2,156  | 2,494  |
| Interest income  | (45)   | (57)   |
| Amortisation of intangible assets                              | 683  | 651  |
| Depreciation   | 35   | 99   |
| Decrease in payables   | (141)  | (1,638)  |
| (Increase)/decrease in receivables                             | (2,022)  | 97   |
| Decrease/(increase) in fair value of current asset investments | 13   | (1,226)  |
| Net foreign exchange (gain)/loss                               | (28)   | 134  |
| Income taxes (paid)/repaid                                     | (297)  | 378  |
| Net cash inflow from operating activities                      | 354  | 932  |

## 19. RELATED PARTY TRANSACTIONS

All Group revenues derive from funds or entities in which two of the Company's directors, Andreas Rialas and Kyriakos Rialas, have an influence through directorships and the provision of investment advisory services.

At the balance sheet date the Company holds investments in The Argo Fund Limited and AREOF. These investments are reflected in the accounts at a fair value of US\$15,578,970 and US\$959,694 respectively.

During the period the Group provided AREOF (to whom it provides investment management services) with a notice of deferral in relation to the amounts due from the provision of investment management services, under which it will not demand payment of such amounts until the Group judges that AREOF

is in a position to pay the outstanding liability. These amounts accrued or receivable at 31 December 2011 total US\$2,480,165 (€1,915,333).

Michael Kloter, the non-executive chairman, is also partner in a legal firm which supplies services to the Group. This firm charged US\$Nil (2010: US\$7,180) for services rendered to the Group in the year.

David Fisher, a non-executive director of the Company, is also a non-executive director of AREOF.

## 20. FINANCIAL INSTRUMENTS RISK MANAGEMENT

### (a) Use of financial instruments

The wider Group has maintained sufficient cash reserves not to use alternative financial instruments to finance the Group's operations. The Group has various financial assets and liabilities such as trade and other receivables, loans and advances, cash, short-term deposits, and trade and other payables which arise directly from its operations.

The Group's non-subsidiary investments in funds were entered into with the purpose of providing seed capital for these funds.

### (b) Market risk

Market risk is the risk that a decline in the value of assets adversely impacts on the profitability of the Group, either as a result of an asset not meeting its expected value or through the decline of assets under management generating lower fees. The principal exposures of the Group are in respect of its seed investments in its own funds. Lower management fee and incentive fee revenues could result from a reduction in asset values.

### (c) Capital risk management

The primary objective of the Group's capital management is to ensure that the Company has sufficient cash and cash equivalents on hand to finance its ongoing operations. This is achieved by ensuring that trade receivables are collected on a timely basis and that excess liquidity is invested in an optimum manner. This is achieved by placing fixed short-term deposits or using interest bearing bank accounts.

At the year-end cash balances were held at Royal Bank of Scotland, Laiki Bank, Bank of Cyprus, United Overseas Bank, Bancpost and UBS AG.

### (d) Credit/counterparty risk

The Group will be exposed to counterparty risk on parties with whom it trades and will bear the risk of settlement default. Credit risk is concentrated in the funds under management as detailed in note 11. Trade receivables are normally settled on 30-day terms (note 12).

The Group's principal financial assets are bank and cash balances, trade and other receivables and investments held at fair value through profit or loss. These represent the Company's maximum exposure to credit risk in relation to financial assets and are represented by the carrying amount of each financial asset in the balance sheet.

### (e) Liquidity risk

Liquidity risk is the risk that the Group may be unable to meet its payment obligations. This would be the risk of insufficient cash resources and liquid assets, including bank facilities, being available to meet liabilities as they fall due.

The main liquidity risks of the Group are associated with the need to satisfy payments to creditors. Trade receivables and trade payables are normally on 30-day terms (note 12).

### (f) Foreign exchange risk

Foreign exchange risk is the risk that the Group will sustain losses through adverse movements in currency exchange rates.

The Group is subject to short-term foreign exchange movements between the calculation date of fees in currencies other than US dollars and the date of settlement. The Group holds cash balances in US dollars, Sterling, Singapore dollars, Swiss Francs, Romanian Lei and Euros.

If there was a 5% increase or decrease in the exchange rate between the US dollar and the other operating currencies used by the Group at 31 December 2011 the exposure would be a profit or loss to the Consolidated Statement of Comprehensive Income of approximately US\$148,000 (2010: US\$74,000).

**(g) Interest rate risk**

The interest rate profile of the Group at 31 December 2011 is as follows:

|  | <b>Total as per<br/>balance<br/>sheet<br/>US\$ '000</b> | <b>Variable<br/>interest rate<br/>instruments*<br/>US\$ '000</b> | <b>Fixed<br/>interest rate<br/>instruments<br/>US\$ '000</b> | <b>Instruments<br/>on which no<br/>interest is<br/>receivable<br/>US\$ '000</b> |
|--|---|--|--|---|
| <b>Financial Assets</b>                                    |   |  |  |   |
| Financial assets at fair value through profit or loss      | 16,539  | -  | -  | 16,539  |
| Loans and receivables                                      | 3,592   | -  | -  | 3,592   |
| Cash and cash equivalents                                  | 8,358   | 35   | 5,747  | 2,576   |
|  | <u>28,489</u>   | <u>35</u>  | <u>5,747</u>   | <u>22,707</u>   |
| <b>Financial liabilities</b>                               |   |  |  |   |
| Financial liabilities at fair value through profit or loss | 913   | -  | -  | 913   |

\* Changes in the interest rate may cause movements.

The average interest rate at the year end was 0.24%. Any movement in interest rates would have an immaterial effect on the profit/loss for the period.

The interest rate profile of the Group at 31 December 2010 is as follows:

|  | <b>Total as per<br/>balance<br/>sheet<br/>US\$ '000</b> | <b>Variable<br/>interest rate<br/>instruments*<br/>US\$ '000</b> | <b>Fixed<br/>interest rate<br/>instruments<br/>US\$ '000</b> | <b>Instruments<br/>on which no<br/>interest is<br/>receivable<br/>US\$ '000</b> |
|--|---|--|--|---|
| <b>Financial Assets</b>                                    |   |  |  |   |
| Financial assets at fair value through profit or loss      | 15,563  | -  | -  | 15,563  |
| Loans and receivables                                      | 1,570   | -  | -  | 1,570   |
| Cash and cash equivalents                                  | 11,907  | 600  | 8,282  | 3,025   |
|  | <u>29,040</u>   | <u>600</u>   | <u>8,282</u>   | <u>20,158</u>   |
| <b>Financial liabilities</b>                               |   |  |  |   |
| Financial liabilities at fair value through profit or loss | 1,054   | -  | -  | 1,054   |

\* Changes in the interest rate may cause movements.

The average interest rate at the year end was 0.5%. Any movement in interest rates would have an immaterial effect on the profit/loss for the period.

**(h) Fair value**

The carrying values of the financial assets and liabilities approximate the fair value of the financial assets and liabilities and can be summarised as follows:

|   | <b>At 31<br/>December<br/>2011<br/>US\$ '000</b> | <b>At 31<br/>December<br/>2010<br/>US\$ '000</b> |
|---|--|--|
| <b>Financial Assets</b>                               |  |  |
| Financial assets at fair value through profit or loss | 16,539   | 15,563   |

|                              |        |        |
|------------------------------|--------|--------|
| Loans and receivables        | 3,592  | 1,570  |
| Cash and cash equivalents    | 8,358  | 11,907 |
|                              | 28,489 | 29,040 |
| <b>Financial Liabilities</b> |        |        |
| Trade and other payables     | 913    | 1,054  |

Financial assets and liabilities, other than investments, are either repayable on demand or have short repayment dates. The fair value of investments is stated at the redemption prices quoted by fund managers and is based on the fair value of the underlying net assets of the funds because, although the funds are listed, there is no active market.

#### Fair value hierarchy

The table below analyses financial instruments measured at fair value at the end of the reporting period by the level of the fair value hierarchy (note 2p).

|   | At 31 December 2011  |                      |                      | Total<br>US\$ '000 |
|---|----------------------|----------------------|----------------------|--------------------|
|   | Level 1<br>US\$ '000 | Level 2<br>US\$ '000 | Level 3<br>US\$ '000 |                    |
| Financial assets at fair value through profit or loss | 960                  | 15,579               | -                    | 16,539             |

|   | At 31 December 2010  |                      |                      | Total<br>US\$ '000 |
|---|----------------------|----------------------|----------------------|--------------------|
|   | Level 1<br>US\$ '000 | Level 2<br>US\$ '000 | Level 3<br>US\$ '000 |                    |
| Financial assets at fair value through profit or loss | -                    | 15,563               | -                    | 15,563             |

## 21. SHARE-BASED INCENTIVE PLANS

On 14 March 2011 the Group granted options over 5,900,000 shares to directors and employees under The Argo Group Limited Employee Stock Option Plan. All options are exercisable in four equal tranches over a period of four years at an exercise price of 24p per share.

The fair value of the options granted during the period was measured at the grant date using a Black-Scholes model that takes into account the effect of certain financial assumptions, including the option exercise price, current share price and volatility, dividend yield and the risk-free interest rate. The fair value of the options granted is spread over the vesting period of the scheme and the value is adjusted to reflect the actual number of shares that are expected to vest.

The principal assumptions for valuing the options are:

|  |      |
|--|------|
| Exercise price (pence)                     | 24.0 |
| Weighted average share price at grant date | 12.0 |
| Weighted average option life (years)       | 10.0 |
| Expected volatility (% p.a.)               | 2.11 |
| Dividend yield (% p.a.)                    | 10.0 |
| Risk-free interest rate (% p.a.)           | 5.0  |

The fair value of options granted is recognised as an employee expense with a corresponding increase in equity. The total charge to employee costs in respect of this incentive plan is nil. There were no share option programmes in place in the prior period.

The number and weighted average exercise price of the share options during the period is as follows:

| Weighted average<br>exercise price | No. of share<br>options |
|------------------------------------|-------------------------|
|------------------------------------|-------------------------|

|                                    |       |           |
|------------------------------------|-------|-----------|
| Outstanding at beginning of period | N/A   | Nil       |
| Granted during the period          | 24.0p | 5,900,000 |
| Forfeited during the period        | 24.0p | (435,000) |
| Outstanding at end of period       | 24.0p | 5,465,000 |
| Exercisable at end of period       | N/A   | Nil       |

The options outstanding at 31 December 2011 have an exercise price of 24p and a weighted average contractual life of 10 years, with the first tranche of shares being exercisable on or after 1 May 2012. Outstanding share options are contingent upon the option holder remaining an employee of the Group. They expire after 10 years.

The weighted average fair value of the options issued during the period was nil.

## **22. CLAIM RELATING TO LAWSUIT AGAINST FORMER GROUP COMPANY**

Argo Group Limited (“Argo”) had been named as an additional defendant in a lawsuit filed against Absolute Capital Management Holdings Limited (now named ACMH Limited (“ACMH”)) and others. The suit had been filed in the United States District Court for the District of Colorado, by an investor in several of ACMH's investment funds. This litigation arose after the demerger of Argo from ACMH. The plaintiff, The Cascade Fund LLP (“Cascade”), had made a number of claims against ACMH and had been seeking to include Argo assets as part of the ACMH asset pool available to it by way of compensation.

In April 2010 the Colorado court dismissed Cascade’s action against ACMH for failure to state a claim, following which Cascade filed a second amended complaint. On 31 March 2011 the court dismissed Cascade’s second amended complaint and dismissed Cascade’s claim against Argo and ACMH in its entirety.

Argo is pleased to report that Cascade did not appeal the order of the Colorado court issued on 31 March 2011 thus concluding the matter.

## **23. EVENTS AFTER THE BALANCE SHEET DATE**

The directors consider that there has been no event since the year end that has a significant effect on the Group’s position.