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# CENTRAL EUROPEAN MEDIA ENTERPRISES LTD. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts in US\$ 000's, except share data)

#### 22. RELATED PARTY TRANSACTIONS

#### Overview

There is a limited local market for many specialist television services in the countries in which we operate; many of these services are provided by parties known to be connected to our local shareholders, members of our management and Board of Directors or our equity investees. As stated in FASB Statement No. 57 "Related Party Disclosures" ("FAS 57 (ASC 850)") transactions involving related parties cannot be presumed to be carried out on an arm's-length basis, as the requisite conditions of competitive, free-market dealings may not exist. We will continue to review all of these arrangements.

# **Related Party Groups**

We consider our related parties to be those shareholders who have direct control and/or influence and other parties that can significantly influence management as well as our officers and directors; a "connected" party is one in relation to whom we are aware of the existence of an immediate family or business connection to a shareholder. We have identified transactions with individuals or entities associated with the following individuals or entities as related party transactions: Adrian Sarbu, our President and Chief Executive Officer, member of our Board of Directors and a shareholder in our Romania operations; Time Warner, beneficial owners of approximately 31.0% of our outstanding shares and the right to nominate two members of our Board of Directors; and Igor Kolomoisky, beneficial owner of approximately 2.6% of our outstanding shares and a member of our Board of Directors.

## **Related Party Transactions**

#### **Adrian Sarbu**

### Bulgaria:

We purchased programming from companies related to or connected with Mr. Sarbu in the year ended December 31, 2009 with a value of approximately US\$ 0.1 million (2008: US\$ 0.1 million; 2007: US\$ nil). The total amount payable at December 31, 2009 was US\$ nil (December 31, 2008, US\$ nil).

## Croatia:

We purchased programming from companies related to or connected with Mr. Sarbu in the year ended December 31, 2009 with a value of approximately US\$ 0.1 million (2008: US\$ 0.1 million; 2007: US\$ 20 thousand). The total amount payable at December 31, 2009 was US\$ 1 thousand (December 31, 2008: US\$ nil).

### Czech Republic:

We purchased programming from companies related to or connected with Mr. Sarbu in the year ended December 31, 2009 with a value of approximately US\$ 0.4 million (2008: US\$ 2.7 million; 2007: US\$ 0.7 million). The total amount payable at December 31, 2009 was US\$ nil (December 31, 2008: US\$ 0.2 million).

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#### Slovak Republic:

We purchased programming from companies related to or connected with Mr. Sarbu in the year ended December 31, 2009 with a value of approximately US\$ 0.1 million (2008: US\$ 1.9 million; 2007: US\$ 41 thousand). The total amount payable as at December 31, 2009 was US\$ nil (December 31, 2008: US\$ 0.2 million).

## Romania:

The total purchases from companies related to or connected with Mr. Sarbu in the year ended December 31, 2009 were approximately US\$ 35.4 million (2008: US\$ 47.1 million; 2007: US\$ 28.3 million). Of this, US\$ 28.3 million was in respect of purchases of programming rights. At December 31, 2009, we owed approximately US\$ 0.4 million to companies related to or connected with Mr. Sarbu (December 31, 2008: US\$ 1.3 million). The total sales to companies related to or connected with Mr. Sarbu in the year ended December 31, 2009 were approximately US\$ 0.9 million (2008: US\$ 1.9 million; 2007: US\$ 3.1 million). At December 31, 2009, we were owed approximately US\$ 1.5 million by companies related to or connected with Mr. Sarbu (December 31, 2008: US\$ 8.6 million).

Certain subsidiaries of the Company have entered into various production and distribution arrangements with Imagine in Action, Inc. and Abandon S.R.L., two television production and distribution companies controlled by Ms. Alma Sarbu, the daughter of Adrian Sarbu. Pursuant to these arrangements, Media Pro Entertainment paid these two companies an aggregate of approximately US\$ 0.3 million in the year ended December 31, 2009, including the period prior to our acquisition of Media Pro Entertainment.

On December 9, 2009 we acquired Media Pro Entertainment from companies related to or connected with Mr. Sarbu. See Note 3 "Acquisitions and Disposals: Romania".

On April 17, 2008 we acquired certain radio broadcasting assets of Radio Pro from companies related to or connected with Mr. Sarbu for a purchase price of RON 47.2 million (approximately US\$ 20.6 million).

#### Slovenia:

We purchased programming from companies related to or connected with Mr. Sarbu in the year ended December 31, 2009 with a value of approximately US\$ 0.1 million (2008: US\$ 25 thousand; 2007: US\$ 42 thousand). The total amount payable at December 31, 2009 was US\$ 29 thousand (December 31, 2008: US\$ nil).

#### Ukraine:

We purchased programming from companies related to or connected with Mr. Sarbu in the year ended December 31, 2009 with a value of approximately US\$ 0.7 million (2008: US\$ nil; 2007: US\$ nil). The total amount payable as at December 31, 2009 was US\$ nil (December 31, 2008: US\$ nil).

## **Time Warner**

# Bulgaria:

We purchased programming from companies related to or connected with Time Warner in the year ended December 31, 2009 with a value of approximately US\$ 37.0 million (2008: US\$ 0.2 million; 2007: US\$ nil). The total amount payable as at December 31, 2009 was US\$ 1.6 million (December 31, 2008: US\$ 0.1 million).

## Croatia:

We purchased programming from companies related to or connected with Time Warner in the year ended December 31, 2009 with a value of approximately US\$ 44 thousand (2008: US\$ 0.1 million; 2007: US\$ 0.2 million). The total amount payable as at December 31, 2009 was US\$ nil (December 31, 2008 US\$ 0.1 million).