

# Financial Statements 2010

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# Report of the Board of Directors

## Operational Performance

General uncertainty decreased on the markets and the prices of raw materials sold stabilized. The transportation volumes of raw materials important to Aspo increased.

In Aspo's operating areas, national economies and purchasing power have improved. General uncertainty in the financial markets continued, and it is still difficult to estimate future developments.

The EU commission continues to handle the tonnage tax. The financial statement does not include a possible change to the tonnage tax legislation that would be applied retrospectively.

### ESL Shipping

The shipping company's operating environment was challenging in early 2010. The difficult ice conditions increased costs, which weakened operating profit in the first quarter.

ESL Shipping exceeded last year's net sales level, but operating profit was below the 2009 level, which included a EUR 2.9 million non-recurring sales gain from m/s Kontula.

The cargo volumes for the steel industry were normal in 2010 and increased considerably from 2009. The cargo volume carried by ESL Shipping amounted to 13.1 million tons (10.7). Steel industry's share of the volume was 9.1 million tons (5.7). The cargo volume in the energy industry was below last year's and the forecasted amounts. The energy industry's share was 3.3 million tons (4.5). The international recession decreased sea freight prices, which exceptionally increased long-distance imports of coal and affected ESL Shipping's coal cargo volumes.

The shipping company time chartered m/s Princenborg until June 2010 and m/s Nassauborg and m/s Beatrix throughout the entire year. The time chartering of the two latter vessels continues until the summer of 2011. The 18,800 dwt vessel ordered from India was named m/s Alppila and will be completed in the spring of 2011. Two 56,150 dwt ice-strengthened dry cargo supramax class vessels have been ordered from the Korean Hyundai Mipo's Vinashi shipyard. The first vessel will possibly be completed already 2011 and the other in the spring of 2012. When the new vessels are completed, the shipping company's capacity will grow by 50 percent.

### Leipurin

The raw material prices in the food industry decreased in the first half of 2010, and made an

upturn in the fall due to a global increase in the demand for agricultural products.

Leipurin reached record net sales and operating profit in 2010. The growth in net sales and operating profit was in particular due to an increase in bakery raw material sales in Russia's new offices.

Leipurin is the market leader in Finland and in all the Baltic countries. The share of Russia, the Ukraine and the CIS markets was approximately 22% of Leipurin Group's total net sales in 2010.

The operations and profitability in bakery raw material sales developed well. Business operations were launched in Kazakhstan and Belarus in late 2010. Due to a low order book in early 2010, the operating profit from the machinery department was clearly below last year's result. Some of the project deliveries for bakery production lines agreed on in the summer were delivered in the fourth quarter and the rest will be delivered in 2011. Other food business operations showed moderate growth.

### Telko

Telko's operating environment improved considerably compared to 2009. The result was affected both by price increases in sold raw materials and a recovery in demand from 2009.

Telko reached record net sales and operating profit in 2010. The 2009 operating profit included a EUR 3.2 million non-recurring sales gain from the divestment of Hamina Terminal Services Oy's operations and EUR 2.3 million in non-recurring costs from storage loss and reorganization.

The restructuring that started in 2009 continued by shifting to an operational organization that supports cost-efficient operational growth in the future. The considerable net sales and operating profit growth in 2010 is proof of successful changes and cost efficiency.

Investments in new principals' products and in improving the service for key customers were particularly visible as considerable growth in the plastics business. Investments were made in growth markets by launching operations in Kazakhstan and Belarus, by establishing operations in the metropolises of Yaroslavl, Samara and Nizhny Novgorod in Russia and by launching operations in China. The share of Russia, the Ukraine and CIS countries was EUR 63.5 million (36.8) of total net sales in 2010.

In Finland and Scandinavia, Telko implemented a new ERP system in 2010.

### Kaukomarkkinat

In 2010, Kaukomarkkinat's net sales and comparable operating profit decreased. The 2009 operating profit included a non-recurring EUR -0.5 million sales loss from a divestment. Towards year-end, the order book of industrial product deliveries improved, but net sales and profitability decreased from the 2009 level.

At the beginning of the year, the sales and profitability of energy efficiency products was weak due to a harsh winter and decreased demand. The test success in heating and energy efficiency of Panasonic's air heat pumps represented by Kaukomarkkinat, the product expansion in the fall through the acquisition of KSM-Lämpötekniikka's operations to pellet plants and solar energy increased sales in the second half of the year.

In Finland, Kaukomarkkinat implemented a new ERP system at the beginning of 2011.

### Other operations

Other operations include Aspo Group's administration and other operations not belonging to the business units.

## Net Sales

Aspo Group's net sales grew by EUR 66.5 million or 20.2% to EUR 395.9 million (329.4).

The weakening of euro against other currencies in Aspo's main market areas had a favorable effect on Aspo's performance ability. During the fiscal period, currencies of the growth areas strengthened from 5% to over 10% against euro, which contributed to the growth in euro-denominated net sales and earnings. The strengthening of the currencies also increased the demand for imported products in the market areas in question.

Net sales grew strongly in Russia, the Ukraine and the CIS countries. Net sales growth in the market area was 57%. When ESL Shipping's raw material exports from Russia are included in the net sales figures, the importance of the area is emphasized further in Aspo's business operations. Calculated like this, the share of the market area of overall net sales is nearly 30%.

## Earnings

Aspo Group's operating profit for the period was EUR 17.9 million (15.3). The operating profit does not include any non-recurring costs or income. The 2009 operating profit included EUR 6.1 million

### Net sales by segment

|                  | 2010<br>MEUR | 2009<br>MEUR | Change<br>MEUR | Change<br>% |
|------------------|--------------|--------------|----------------|-------------|
| ESL Shipping     | 79.5         | 63.8         | 15.7           | 24.6        |
| Leipurin         | 108.7        | 99.3         | 9.4            | 9.5         |
| Telko            | 175.2        | 128.8        | 46.4           | 36.0        |
| Kaukomarkkinat   | 32.5         | 36.4         | -3.9           | -10.7       |
| Other operations | 0.0          | 1.1          | -1.1           | -100.0      |
| <b>Total</b>     | <b>395.9</b> | <b>329.4</b> | <b>66.5</b>    | <b>20.2</b> |

### Net sales by market area

|                              | 2010<br>MEUR | 2009<br>MEUR | Change<br>MEUR | Change<br>% |
|------------------------------|--------------|--------------|----------------|-------------|
| Finland                      | 167.1        | 151.8        | 15.3           | 10.1        |
| Nordic countries             | 51.9         | 30.0         | 21.9           | 73.0        |
| Baltic countries             | 43.8         | 37.0         | 6.8            | 18.4        |
| Russia + other CIS countries | 88.5         | 56.2         | 32.3           | 57.5        |
| Other countries              | 44.6         | 54.4         | -9.8           | -18.0       |
| <b>Total</b>                 | <b>395.9</b> | <b>329.4</b> | <b>66.5</b>    | <b>20.2</b> |

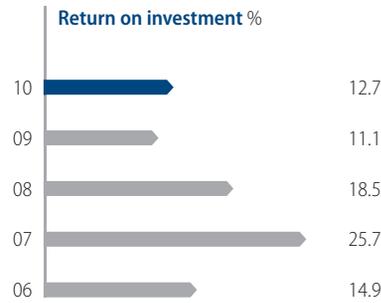
### Operating profit by segment

|                  | 2010<br>MEUR | 2009<br>MEUR | Change<br>MEUR | Change<br>% |
|------------------|--------------|--------------|----------------|-------------|
| ESL Shipping     | 11.5         | 14.7         | -3.2           | -21.8       |
| Leipurin         | 3.6          | 3.2          | 0.4            | 12.5        |
| Telko            | 6.8          | 3.1          | 3.7            | 119.4       |
| Kaukomarkkinat   | 0.6          | 0.5          | 0.1            | 20.0        |
| Other operations | -4.6         | -6.2         | 1.6            | 25.8        |
| <b>Total</b>     | <b>17.9</b>  | <b>15.3</b>  | <b>2.6</b>     | <b>17.0</b> |

### Investments by segment\*

|                  | 2010<br>MEUR | 2009<br>MEUR | Change<br>MEUR |
|------------------|--------------|--------------|----------------|
| ESL Shipping     | 11.1         | 3.1          | 8.0            |
| Leipurin         | 0.3          | 0.5          | -0.2           |
| Telko            | 0.9          | 2.5          | -1.6           |
| Kaukomarkkinat   | 0.8          | 0.6          | 0.2            |
| Other operations | 0.1          | 0.7          | -0.6           |
| <b>Total</b>     | <b>13.2</b>  | <b>7.4</b>   | <b>5.8</b>     |

\*without business acquisitions



in sales gains, EUR -0.5 million in sales losses, and non-recurring costs from reorganization and storage losses in Telko of EUR 2.3 million.

ESL Shipping's operating profit was EUR 11.5 million (EUR 11.8 million, plus EUR 2.9 million sales gain from m/s Kontula). Leipurin's operating profit was EUR 3.6 million (3.2). Telko's operating profit grew by EUR 3.7 million to EUR 6.8 million (EUR 3.1 million including non-recurring costs of EUR 2.3 million and a non-recurring sales gain of EUR 3.2 million from Hamina Terminal Services' operations). Kaukomarkkinat's operating profit was EUR 0.6 million (EUR 0.5 million including a sales loss of EUR -0.5 million from Metex Deutschland).

Other operations include Aspo Group's administration and a small share of other items not belonging to the business units. The operating profit of other operations was negative, and amounted to EUR -4.6 million (-6.2). Administration costs have decreased considerably since the fourth quarter in 2009.

Earnings per share was EUR 0.40 (0.33) and diluted earnings per share was EUR 0.41 (0.33). Equity per share was EUR 2.63 (2.59).

Aspo's financial targets are to achieve a return on investment and equity of over 20%, and an operating profit as percentage of net sales of over 5%. It also aims at distributing at least half of the annual profit in dividends on average. The targets set for the return on investment (ROI) and the return on equity (ROE) were not achieved in 2010 but both of them were on the increase. The return on investment was 12.7% (11.1) and the return on equity was 15.2% (13.0). The operating profit as percentage of net sales was 4.5% (4.6). When assessed on the basis of the Board's proposal on the distribution of dividends, the dividend payment target would

be within reach. In that case, dividend/earnings would be 106.2% (126.6). Effective dividend yield would be 5.1% (7.1), using the share closing price valid on the last day of the year.

## Investments

Group investments amounted to EUR 13.2 million (7.4) which mainly consists of ESL Shipping's advance payments for the vessels that are being built and docking of existing vessels. Other investments include the purchase of the Group's ERP system and maintenance investments.

## Financing

The Group's financing position remained unchanged during the year. The 2010 financing position was affected by the good profitability and strong operational cash flow, as well as the new vessel investments. For its part, the 2009 financial position was affected by considerable capital gains from business operation and vessel deals, as well as compensation from the cancellation of a vessel order from India.

The Group's liquidity was good and the amount of cash and cash equivalents on the closing date was EUR 7.1 million (11.5). There was a total of EUR 77.7 million (70.3) in interest-bearing liabilities on the consolidated balance sheet on the closing date. Interest-free liabilities totaled EUR 65.7 million (57.6).

Aspo Group's gearing was 101.5% (87.9) and the equity ratio was 33.2% (34.6).

The Group's cash flow from operations still remained strong. The Group reached a good operating profit level but working capital was tied up

in operational growth. The cash flow for January–December was EUR 9.6 million (13.0). At the end of the period the change in working capital stood at EUR -8.5 million (6.8).

The Group's free cash flow was EUR -1.8 million (33.9). ESL Shipping's first payments for the vessel investments lowered free cash flow in 2010.

The amount of binding revolving credit facilities signed between Aspo and its main financing banks stood at EUR 50 million (80) at the end of the period. At the end of the period, the binding revolving credit facilities remained fully unused. Aspo has a EUR 50 million commercial paper program of which EUR 5 million was in use at the end of the period. ESL Shipping signed a EUR 25 million credit agreement as part of the overall financing of approximately EUR 30 million of the first supramax vessel ordered from the Korean Hyundai Mipo's Vinashi shipyard.

## Convertible Capital Loan

Aspo Plc has EUR 12,200,000 in a convertible capital loan issued in 2009. The loan period is June 30, 2009–June 30, 2014. The loan will be repaid in one installment on June 30, 2014, assuming that the repayment conditions outlined in Chapter 12 of the Finnish Companies Act and the loan terms are met. The loan has a fixed interest rate of 7%.

The loan units can be converted into Aspo shares. Each EUR 50,000 subscription of the loan entitles the loan unit holder to convert the loan unit into 7,690 Aspo Plc shares. The conversion rate is EUR 6.50. The loan can be converted annually between January 2 and November 30. The conversion period ends on June 15, 2014. During 2010,

430,640 new shares were subscribed with 56 loan units.

## Related Party Loans

Aspo Plc has granted a EUR 2.8 million loan to Aspo Management Oy, one of the company's related parties and controlled by the company, as part of a new shareholding plan for the Group. The interest of the loan receivable is 3%. The loan receivable falls due on March 31, 2014 and it can be extended to March 31, 2016 at the latest. Aspo Plc's shares are used as collateral. The company has been consolidated in the financial statements. The loan is market-based.

## Risks and Risk Management

During 2010 the economic recession began to turn around slowly which lowered the risk levels in all sectors. The risks caused by the recession have been closely monitored in Aspo throughout the year and the materialization of the main risks has been prevented through different measures.

At the Group level, strategic risks are decreased by the fact that business operations are divided into four segments and operations are carried out in a wide geographical area. Operative risks have decreased and the likelihood of materialization is lower, but the changes in the market as an aftermath to the recession are constantly monitored. Quick positive changes in financial structures could also cause risks, as the customer or principal structure or technologies could change, and possibilities that require fast reaction could go unutilized. The recognition and handling of strategic and operative risks has been centralized in Aspo thanks to the establishment of an Audit Committee in April 2010.

Aspo is growing in emerging markets where growth risks are also affected by industrial and commercial investments, interest rate levels, exchange rates and customers' liquidity, as well as changes in legislation and import regulations. Consumer behavior is also reflected in the risks generated through business-to-business customers and the risk levels. Industrial demand in Western countries has improved as the economy has recovered and risk levels have decreased in general. The demand changes in emerging markets show a similar trend, but these changes are more difficult to predict.

The Group has avoided considerable exchange rate losses due to active hedging of currency

positions and currency flow. Credit loss risks have stabilized, but as an aftermath of the recession Aspo still keeps a close eye on its customers. The most significant credit loss provision made in the last quarter of 2009 was dissolved as the situation normalized in 2010.

The risks caused by the aftermath of the economic recession were monitored closely in Aspo. The business areas still continued carrying out risk analyses controlled by external assessors and making continuity plans. In order to ensure insurance coverage, the company reviewed the potential amounts of operating risks and loss risks, and made necessary corrections to the amount insured.

One of the tasks of the Audit Committee established by Aspo's Board of Directors is to monitor the efficiency of the Group's internal supervision, internal audits and risk management systems. The Audit Committee monitors the risk management process and carries out necessary measures in particular to prevent strategic risks. In accordance with the internal supervision principles approved by the Board of Directors in 2009, risk management is part of Aspo's internal supervision and its task is to ensure the implementation of the Group's strategy, development of financial results, shareholder value, dividend payment ability, and continuity in business operations. The operational management of the business areas is responsible for risk management. The management is responsible for defining sufficient measures, implementation, and for monitoring and ensuring that the measures are implemented as part of day-to-day operational control. Risk management is coordinated by Aspo's CFO, who reports to the Group CEO.

The goodwill reflects the performance ability of each segment with capital employed, and the related risks are monitored with segment-specific impairment testing at least annually. In 2010, there was no need to make changes to goodwill.

## Operational Risks

In operational risks, the main risks in terms of likelihood and effect are connected to the permanence of customer relationships, equipment sufficiency, maintaining the balance level and key personnel. Therefore, risk management in Aspo does not simply mean maintaining sufficient insurance coverage but it is an integral part of continuous operations and is built into all operational processes.

The main emphasis in the operational risks of the near future relate to the aftermath of the global

economic recession, visible also as structural market changes. Particular attention is paid to credit loss risks and stability in working capital across the whole Group.

### ESL Shipping

The main business risks for ESL Shipping are unfavorable changes in demand and competitive position, loss of customer confidence, labor conflicts, optimizing capacity and shipments, and an emergency or accident at sea. With long-term customer contracts and the constant monitoring and development of operations, ESL Shipping has been able to manage its risks successfully.

As a result of the exceptionally harsh early winter in 2010, ice and wind conditions caused operational risks to transportation but diminished strategic risks, thus strengthening ESL Shipping's position as a good cooperation partner for customers and principals.

A delay in the delivery of the 18,800 dwt vessel, currently under construction in India, had an adverse impact on the sufficiency of capacity. The lack of capacity was compensated by using time-charter vessels. However, two 56,150 dwt vessels ordered from a Korean company are expected to be completed on schedule.

### Leipurin

In Leipurin's operating area, the biggest risks relate to exchange rate risks and impacts of their materialization on the prices, especially in Russia; exchange rate risks are also recognized in the Baltics and Poland. The company has managed to keep the direct impacts of foreign exchange rate fluctuations under control. No significant losses have so far occurred. Other operational risks include international food crises and import restrictions. Strategic risks relate to barriers that could slow down the growth in the Russian trade, and its operational risks relating to potential changes in the markets and consumers' behavior. Leipurin has been successful in its risk management.

### Telko

In line with its strategy, Telko grows in the emerging markets (Russia, Ukraine, Belarus and China). The economic and industrial growth of these countries has a significant impact on Telko's ability to generate profit. Rapid changes in the emerging markets increase Telko's strategic and operational risks.

Risks are also caused by rapid fluctuations in the world market prices of raw materials. Abruptly

decreasing prices may weaken the profitability of stock products and increase the need for write-downs on inventories. Telko monitors the adequacy of its stock products on a regular basis.

The insecure situation in the financing sector may increase both credit loss and exchange rate risks in all of Telko's market areas. Telko has given up most of its credit insurance.

Other potential business-related risks include acquisitions between raw material suppliers, reorganization of distribution channels and changes in the legislation concerning the chemical industry. Their impacts may be either strategic or operational.

### Kaukomarkkinat

A decrease in customers' domestic market or export sales is a risk for Kaukomarkkinat. Selling of products based on energy saving technology may suffer if energy prices change. The main exchange rate risks are connected to the strengthening of the Japanese yen and rising import prices. In China, the economic situation and exchange rate fluctuations may affect customers' willingness to invest. Risk management has been successful; exchange rate fluctuations have not had a significant effect on earnings. The economic situation and competitiveness of the principals as well as the structural changes regarding the principals, will undoubtedly also effect on Kaukomarkkinat.

## Financial Risks

Aspo Group's financing and financial risk management are handled centrally by the parent company in accordance with the financial policy approved by the Board of Directors.

### Interest rate risks

Aspo hedges against interest rate risks by binding interest-bearing debt partly to floating rate loans and partly to fixed rate loans. The company also uses interest rate derivatives.

### Credit risks

The Group uses terms of payment based on advance payments and bank guarantees to hedge against credit risks.

### Exchange rate risks

Aspo Group's hedging measures include forwards and intra-Group currency transactions.

## Personnel

At the end of the period, the number of employees at Aspo Group was 712 (717) and the average during the fiscal period was 736 (723). The average number of officials during the year was 497 (492) and of employees was 239 (231). The number of personnel in the parent company consisting of officials was 12 (12) at the end of the period and 12 (15) on average during the period.

Of Aspo Group's personnel, 54% (59) work in Finland, 4% (4) in other Nordic countries, 10% (10) in Baltic countries, 22% (18) in Russia and other CIS countries, and 10% (9) in other countries. Men make up 62% (64) and women 38% (36) of employees. Of Aspo Group's employment contracts, 99% (99) are full time. During the financial year, 83 (30) new employment contracts were signed. The cost of all employment benefits within the Group in 2010 amounted to EUR 34.3 million (36.4).

### Rewarding

Aspo Group has a profit bonus system. Part of the Group's profit is paid as a profit bonus to the personnel fund. The aim is that the personnel fund uses the majority of the profit bonuses to purchase Aspo Plc shares. The long-term goal is that the personnel will become a considerable shareholder group in the company. All persons working at Aspo Group's Finnish subsidiaries are members of the personnel fund. Aspo's business areas pay part of their earnings as bonuses to the personnel. The calculation principals for the bonuses are decided on by business area.

In 2009, Aspo's Board decided to continue the 2006 management shareholding program by granting the people included in the plan the possibility to receive Aspo shares in the spring of 2010. On March 25, 2010, the Board decided to transfer 43,130 Aspo shares held by the company to employees included in the shareholding program.

In addition, in 2009 Aspo's Board of Directors made a decision on a shareholding program for the Group's key personnel. The potential gain is based on continuation of the key employees' employment relationships and Aspo Group's cumulative Earnings per Share indicator (EPS) in 2009–2011. The potential gain will be paid partly in Aspo shares and partly in cash between January and March 2012. The management shareholding program encompasses about 30 persons in Aspo's management and key personnel.

On October 26, 2010, the Board of Aspo decided on a new shareholding plan for the management

## Average personnel by segment

|                         | 2010       | 2009 |
|-------------------------|------------|------|
| <b>ESL Shipping</b>     |            |      |
| Office staff            | 30         | 32   |
| Crew members            | 156        | 167  |
|                         | <b>186</b> | 199  |
| <b>Leipurin</b>         |            |      |
| Office staff            | 174        | 164  |
| Non-office workers      | 60         | 32   |
|                         | <b>234</b> | 196  |
| <b>Telko</b>            |            |      |
| Office staff            | 197        | 177  |
| Non-office workers      | 16         | 24   |
|                         | <b>213</b> | 201  |
| <b>Kaukomarkkinat</b>   |            |      |
| Office staff            | 83         | 94   |
| Non-office workers      | 7          | 8    |
|                         | <b>90</b>  | 102  |
| <b>Other operations</b> |            |      |
| Office staff            | 13         | 25   |
| <b>Total</b>            | <b>736</b> | 723  |

of Aspo Group. The purpose of the plan is to enable considerable long-term ownership in Aspo for those involved in the plan. For the shareholding, the participants established a company called Aspo Management Oy, whose entire stock they own. Aspo Management Oy acquired 114,523 Aspo shares from the participants at market price and Aspo also assigned 322,637 shares at EUR 7.93 per share to the company in a directed share issue. As part of the arrangement, the Board decided to grant Aspo Management Oy a EUR 2,800,000 interest-bearing loan to finance the share purchase. The plan is valid until the spring of 2014, when it will be dissolved in a manner that will be decided on later. The plan will be extended for one year at a time if the share price of Aspo at the beginning of 2014, 2015 or 2016 is below the average price at which Aspo Management Oy acquired the Aspo shares it owns. There are restrictions on the right of disposal of the shares for the duration of the plan. The participants' holding in Aspo Management Oy will principally remain valid until the system is dissolved.

## Research and Development

Aspo Group's R&D focuses mainly on developing operations, procedures and production technol-

ogy without a separate organization, which means that the development investments are included in normal operational costs and are not itemized.

## Environment

Aspo Group's regular operations do not have any significant environmental impact. The Group companies follow Aspo's environmental policy with the main principle of continuously improving operations. Throughout its operations, Aspo supports the principles of sustainable development.

Aspo looks after the environment by taking initiatives and continuously monitoring the laws and recommendations connected to its operation and any revisions to these. Aspo wants to be a pioneer in all of its operations and also anticipates future developments in environmental regulations.

### ESL Shipping

ESL Shipping's operations and all its vessels are certified in accordance with the International Maritime Organization's International Safety Management Code for the Safe Operation of Ships and for Pollution Prevention (ISM). The certificate involves annual audits. ESL Shipping also has ISO 14001

environmental certification. The fleet has switched over to low-sulfur fuels.

ESL Shipping's m/s Pasila was the first Finnish cargo ship to have a ballast water cleaning system installed in 2010. The system prevents foreign flora and fauna from moving from one water area to another, and thus protects the ecosystem of the Baltic Sea. ESL Shipping intends to continue installing ballast water cleaning systems in its fleet.

### Leipurin

Leipurin pays particular attention to the quality and safety of food ingredients and the environmental impact of its operations. All raw material suppliers are ISO 9001:2000 certified. Certification has also committed the company to continually improving its operations. Leipurin takes environmental issues into account when choosing its suppliers, too.

### Telko

Telko adheres to industry regulations and recommendations in all of its operations, whether it is a question of the environment, products, or personnel. Telko is ISO 9001 certified. It has also committed itself to the chemical industry-oriented version of the Responsible Care – Vastuu huomisesta program. This program is committed to continual, voluntary improvements to environmental and health- and safety-related issues. Commitment has been verified by an external ESAD II assessment. Telko is also the first security- and quality-assessed chemical industry company in Russia. In addition, Telko has signed the Ethical and Business Principles of the European Association of Chemical Distributors FECC.

### Kaukomarkkinat

Kaukomarkkinat provides equipment and services that improve energy efficiency. Its products can use renewable energy such as biofuels and inexhaustible energy such as solar energy. Environmental issues play a highly important role for the company's suppliers: their commitment to sustainable development is evident in all their operations, all the way from product design and manufacture to recycling.

## Management and Auditors

Aspo Plc's Annual Shareholders' Meeting on April 7, 2010 re-elected Matti Arteva, Esa Karppinen, Roberto Lencioni, Gustav Nyberg, Kristina Pentti-

von Walzel, and Risto Salo to the Board of Directors for a one-year term. Gustav Nyberg has acted as the full-time Chairman of the Board and Matti Arteva as the Vice Chairman.

In 2010, the Board of Directors arranged ten meetings, of which three were teleconferences. The average participation rate was 99%.

In its meeting after the Shareholders' Meeting, the Board decided to form an Audit Committee and elected Roberto Lencioni as the Chairman of the Committee and Kristina Pentti-von Walzel and Risto Salo as Committee members. In 2010, the Audit Committee arranged three meetings.

eMBA Aki Ojanen has acted as the CEO of the company.

The authorized public accounting firm Price-waterhouseCoopers Oy has been the company's auditor. Mr. Jan Holmberg, APA, has acted as the auditor in charge.

## Shares and Shareholders

Aspo Plc's share capital on December 31, 2010, was EUR 17,691,729.57, and the total number of shares was 26,836,703, of which the company held 254,233 shares, i.e. 0.95% of the share capital. Aspo Plc has one share series. Each share entitles the shareholder to one vote at the shareholders' meeting. Aspo's share is quoted on NASDAQ OMX Helsinki Ltd's medium-sized companies group under industrial products and services.

During 2010, a total of 5,144,587 Aspo Plc shares were traded at EUR 38.7 million or 19.2% of the shares changed owners. During the period, the stock reached a high of EUR 8.31 and a low of EUR 5.91. The average share price was EUR 7.44 and the closing price at year-end was EUR 8.26. At the end of the financial year, the market capitalization excluding treasury shares was EUR 219.6 million.

At the end of the period, the number of Aspo Plc shareholders was 5,761. A total of 681,444 shares, or 2.5% of the total share capital, were nominee registered or held by non-domestic shareholders.

## Board Authorizations

The 2010 Annual Shareholders' Meeting authorized the Board to use funds included in distributable profit to repurchase a maximum of 500,000 company shares. The shares will be purchased through public trading, which means that the purchase will be made irrespective of the shareholders' holdings

and the price paid for the shares will be the market price of Aspo's shares at the time of the acquisition. The authorization does not exclude the Board's right to decide on a directed issue.

The shares will be acquired to finance and complete any acquisitions or other transactions, for the balancing of the financial risk in the company's share-ownership program, or for other purposes to be decided on by the Board of Directors.

The Board may not exercise the authorization if, after the acquisition, the company or its subsidiary were to possess or have as a pledge more than 10% of the company's stock. The Board of Directors has not utilized the authorizations granted for the acquisition of company-held shares in 2010.

The Annual Shareholders' Meeting also authorized the Board of Directors to decide on a share issue, through one or several installments, by treasury shares. An aggregate maximum amount of 1,120,000 shares may be conveyed on the basis of the authorization. The shares will be used to finance and complete any acquisitions or other transactions, to carry out the company's share-ownership program, or for other purposes to be decided on by the Board of Directors.

The authorization includes the right for the Board to decide on the terms and conditions applicable to the share issue, and thus also the right to decide on a directed share issue deviating from the shareholders' pre-emptive right on conditions laid down by law.

The authorizations are valid until the Annual Shareholders' Meeting of 2011, but no more than 18 months from the approval at the Shareholders' Meeting.

Based on the authorization by the 2010 Annual Shareholders' Meeting, the Board decided on a share issue directed at Aspo Management Oy, which is a company owned by Aspo Group's management. In the issue, 322,637 of Aspo's own shares were transferred as part of the share-ownership plan for Aspo Group's management. The transfer price of the shares was EUR 7.93 per share.

In addition, the Board decided based on the authorization by the 2009 Annual Shareholders' Meeting to transfer 43,130 Aspo shares held by the company to employees included in the 2006 share-ownership program.

## Events after the Financial Year

ESL Shipping Ltd has signed a new, long-term contract with Rautaruukki Corporation for the marine transport of raw materials on the Baltic Sea.

## Outlook for 2011

Aspo Group's current structure creates a good basis for operational growth. The Group seeks organic growth in particular in Russia and other CIS countries, as well as in the Ukraine and China. The business units also seek growth through acquisitions.

Aspo's aim is to improve its operating profit margin.

Aspo has the preconditions to increase its net sales and improve its earnings per share.

### ESL Shipping

The shipping company's capacity will grow thanks to m/s Alppila which will be completed this spring in India and a supramax vessel that will possibly be completed before year-end. Several vessels will be docked in 2011. In order to ensure winter traffic and dockings, the time charters of m/s Beatrix and m/s Nassauborg will continue until next summer, for the time being. A considerable share of the transportation capacity of 2011 has been covered with long-term agreements. Cargo volumes in the steel industry are expected to reach 2010 levels and cargo volumes in the energy sector will grow further from 2010 levels.

The change to the tonnage legislation that has been handed at the EU commission since the beginning of 2010 would, if applied, have a considerable effect on ESL Shipping's profit after taxes, and if investments are materialized in the balance sheet, it would have a non-recurring effect on the profit for the period.

### Leipurin

Organic growth is expected to continue. During 2011, Leipurin will continue its establishment in emerging markets and will further develop its new units in Kazakhstan, Belarus and the Ukraine. The new offices create a good foundation for several years of growth in bakery raw material sales. Bakery machine sales are expected to surpass last year's level. The launch of raw material sales to the other food industry (meat, dairy and soft drink industry) outside Finland that began in 2010 is expected to have a positive effect on net sales and profitability in 2011.

### Telko

Telko's current cost efficiency and expansion to new principals and new market areas create a good basis for continued profitable growth in 2011. The company will continue expanding in Russia, the Ukraine and the CIS countries, in accordance with its strategy. Additional new offices will be opened in major cities in Russia. The new units established in China, Kazakhstan and Belarus in 2010 will expand their operations.

### Kaukomarkkinat

During 2011, Kaukomarkkinat will expand its operations in local energy solutions where solar energy equipment as inexhaustible sources of energy, pellet boilers and plants as renewable energy solutions, and water, air and ground heat source pumps as energy efficient solutions become emphasized. In Finnish electronic operations, the product selection and services in data, AV and security products are developed. The order book for Far East project sales is higher than last year.

### Operational risks

The general economic situation is affecting industrial demand in northern Europe and the growth markets. It is difficult to foresee whether the growth in demand in Aspo's market areas will continue, or whether there will be any other sudden changes in business preconditions. Changes in the financial markets and in the value of currencies may have an effect on the Group's future profit development.

A more detailed account of the risk management policy and the main risks has been published on the company's website. More detailed information on financing risks can be found in the notes to the financial statements.

Aspo Plc's Corporate Governance Statement is published on the company's website on [www.aspo.fi](http://www.aspo.fi).

# Consolidated Income Statement

| 1 000 EUR  | Notes | 2010            | 2009     |
|--|-------|-----------------|----------|
| <b>Net sales</b>   | 1     | <b>395 932</b>  | 329 405  |
| Other operating income   | 3     | <b>1 309</b>    | 9 934    |
| Change in inventory of finished goods and work in progress +/- | 6     | <b>8 990</b>    | -3 600   |
| Share of associated companies' profit or loss                  | 17    | <b>196</b>      | 569      |
| Materials and services   | 6     | <b>-286 967</b> | -222 502 |
| Personnel costs  | 4     | <b>-34 288</b>  | -36 415  |
| Depreciation   | 5     | <b>-8 113</b>   | -8 863   |
| Other operating expenses                                       | 7     | <b>-59 165</b>  | -53 276  |
| <b>Operating profit</b>  |       | <b>17 894</b>   | 15 252   |
| Financial income   | 8     | <b>1 501</b>    | 1 679    |
| Financial expenses   | 8     | <b>-5 328</b>   | -5 254   |
| Total financial expenses                                       |       | <b>-3 827</b>   | -3 575   |
| <b>Profit before taxes</b>                                     |       | <b>14 067</b>   | 11 677   |
| Income taxes   | 9     | <b>-3 681</b>   | -3 062   |
| <b>Net profit for the period</b>                               |       | <b>10 386</b>   | 8 615    |
| <b>Other comprehensive income</b>                              |       |                 |          |
| Translation differences  |       | <b>1 247</b>    | -150     |
| Cash flow hedges   |       | <b>-884</b>     | 357      |
| Net result recognized directly to equity                       |       |                 | 203      |
| Income tax on other comprehensive income                       |       | <b>230</b>      | -92      |
| Other comprehensive income for the year, net of taxes          |       | <b>593</b>      | 318      |
| <b>Total comprehensive income</b>                              |       | <b>10 979</b>   | 8 933    |
| <b>Profit of the year attributable to</b>                      |       |                 |          |
| Parent company shareholders                                    |       | <b>10 339</b>   | 8 553    |
| Non-controlling interest                                       |       | <b>47</b>       | 62       |
| <b>Total comprehensive income attributable to</b>              |       |                 |          |
| Parent company shareholders                                    |       | <b>10 932</b>   | 8 871    |
| Non-controlling interest                                       |       | <b>47</b>       | 62       |
| <b>Earnings per share to parent company shareholders, EUR</b>  | 10    |                 |          |
| Earnings per share   |       | <b>0.40</b>     | 0.33     |
| Diluted earnings per share                                     |       | <b>0.41</b>     | 0.33     |

The notes presented on pages 54–82 form an integral part of the consolidated financial statements.

# Consolidated Balance Sheet

## Assets

| 1 000 EUR                                 | Notes | 2010           | 2009           |
|---|-------|----------------|----------------|
| <b>Non-current assets</b>                 |       |                |                |
| Other intangible assets                   | 11    | 15 937         | 16 642         |
| Goodwill                                  | 12    | 40 587         | 40 224         |
| Tangible assets                           | 13    | 54 420         | 50 111         |
| Investments held for trading              | 14    | 204            | 206            |
| Receivables                               | 15    | 603            | 211            |
| Shares in associated companies            | 16    | 1 705          | 1 556          |
| Deferred tax receivable                   | 17    | 689            | 412            |
| <b>Total non-current assets</b>           |       | <b>114 145</b> | <b>109 362</b> |
| <b>Current assets</b>                     |       |                |                |
| Inventories                               | 18    | 44 905         | 29 246         |
| Accounts receivable and other receivables | 19    | 44 757         | 43 307         |
| Income tax receivables for the period     |       | 1 873          | 1 423          |
| Cash and cash equivalents                 | 20    | 7 148          | 11 525         |
| <b>Total current assets</b>               |       | <b>98 683</b>  | <b>85 501</b>  |
| <b>Total assets</b>                       |       | <b>212 828</b> | <b>194 863</b> |

## Shareholders' equity and liabilities

| 1 000 EUR   | Notes | 2010           | 2009           |
|---|-------|----------------|----------------|
| <b>Shareholders' equity</b>                                 |       |                |                |
| Share capital   | 21    | 17 692         | 17 692         |
| Premium fund  | 21    | 4 351          | 4 351          |
| Treasury shares   | 21    | -4 532         | -3 778         |
| Translation differences                                     | 21    | 266            | -383           |
| Revaluation fund  | 21    | -654           |                |
| Invested unrestricted equity fund                           | 21    | 2 859          | 274            |
| Equity portion of the convertible bond                      | 21    | 2 572          | 2 572          |
| Retained earnings   | 21    | 35 826         | 37 554         |
| Net profit for the period                                   |       | 10 339         | 8 553          |
| <b>Total shareholders' equity belonging to shareholders</b> |       | <b>68 719</b>  | <b>66 835</b>  |
| Non-controlling interest                                    |       | 750            | 62             |
| <b>Total shareholders' equity</b>                           |       | <b>69 469</b>  | <b>66 897</b>  |
| <b>Long-term liabilities</b>                                |       |                |                |
| Deferred tax liability                                      | 17    | 13 233         | 13 538         |
| Loans   | 22    | 64 619         | 43 407         |
| Other liabilities   | 23    | 703            | 183            |
| <b>Total long-term liabilities</b>                          |       | <b>78 555</b>  | <b>57 128</b>  |
| <b>Short-term liabilities</b>                               |       |                |                |
| Provisions  | 25    | 226            | 174            |
| Loans and overdraft facilities                              | 22    | 13 074         | 26 925         |
| Accounts payable and other liabilities                      | 23    | 51 190         | 43 399         |
| Income tax liabilities for the period                       |       | 314            | 340            |
| <b>Total short-term liabilities</b>                         |       | <b>64 804</b>  | <b>70 838</b>  |
| <b>Total liabilities</b>                                    |       | <b>143 359</b> | <b>127 966</b> |
| <b>Total shareholders' equity and liabilities</b>           |       | <b>212 828</b> | <b>194 863</b> |

# Consolidated Cash Flow Statement

| 1 000 EUR   | 2010           | 2009           |
|---|----------------|----------------|
| <b>Operational cash flow</b>                                    |                |                |
| Operating profit  | 17 894         | 15 252         |
| Adjustments to operating profit                                 |                |                |
| Depreciation and impairment                                     | 8 113          | 8 863          |
| Sales gains and losses from fixed assets and investments        | -20            | -5 780         |
| Accrued personnel costs   | 709            | -852           |
| Share of associated companies' profit or loss                   | -455           | -569           |
| Change in working capital                                       |                |                |
| Inventories   | -15 509        | 4 696          |
| Current receivables   | -778           | 1 054          |
| Non-interest bearing current liabilities                        | 7 746          | 1 045          |
| Interest paid   | -4 779         | -5 509         |
| Interest received   | 1 158          | 235            |
| Dividends received  | 1              | 2              |
| Taxes paid  | -4 509         | -5 479         |
| <b>Operational cash flow</b>                                    | <b>9 571</b>   | <b>12 958</b>  |
| <b>Cash flow from investments</b>                               |                |                |
| Investments in tangible and intangible assets                   | -2 047         | -1 349         |
| Advance payments for vessels                                    | -9 894         | -2 337         |
| Gains on the sale of tangible and intangible assets             | 591            | 13 774         |
| Gains on the sale of business operations                        |                | 11 050         |
| Subsidiaries acquired less the cash flow at time of acquisition |                | -1 204         |
| Business operations acquired                                    | -349           |                |
| Subsidiaries sold   |                | 1 000          |
| Associated companies acquired                                   | 260            |                |
| <b>Cash flow from investments</b>                               | <b>-11 439</b> | <b>20 934</b>  |
| <b>Cash flow from financing</b>                                 |                |                |
| Repurchase of shares  | -938           |                |
| Repayments of short-term loans                                  | -15 969        | -36 663        |
| New short-term loans  | 1 116          | 3 950          |
| New long-term loans   | 25 965         | 28 555         |
| Repayments of long-term loans                                   | -1 835         | -20 000        |
| Dividends distributed   | -10 848        | -10 830        |
| <b>Cash flow from financing</b>                                 | <b>-2 509</b>  | <b>-34 988</b> |
| <b>Change in liquid funds</b>                                   | <b>-4 377</b>  | <b>-1 096</b>  |
| Liquid funds Jan. 1   | 11 525         | 12 621         |
| <b>Liquid funds at year-end</b>                                 | <b>7 148</b>   | <b>11 525</b>  |

The notes presented on pages 54–82 form an integral part of the consolidated financial statements.

# Statement of Changes in Shareholders' Equity

| 1 000 EUR  | Notes | Share capital | Premium fund | Revaluation fund | Invested unrestricted equity fund | Other funds | Treasury shares | Translation differences | Retained earnings | Total   | Non-controlling interest | Total shareholders' equity |
|--|-------|---------------|--------------|------------------|-----------------------------------|-------------|-----------------|-------------------------|-------------------|---------|--------------------------|----------------------------|
| <b>Shareholder's equity January 1, 2010</b>              |       | 17 692        | 4 351        | 0                | 274                               | 2 572       | -3 778          | -383                    | 46 107            | 66 835  | 62                       | 66 897                     |
| Comprehensive income                                     |       |               |              |                  |                                   |             |                 |                         |                   |         |                          |                            |
| Profit for the period                                    | 21    |               |              |                  |                                   |             |                 |                         | 10 339            | 10 339  | 47                       | 10 386                     |
| Other comprehensive income, net of taxes                 |       |               |              |                  |                                   |             |                 |                         |                   |         |                          |                            |
| Cash flow hedge  |       |               |              | -654             |                                   |             |                 |                         |                   | -654    |                          | -654                       |
| Translation difference                                   | 21    |               |              |                  | 4                                 |             |                 | 649                     | 594               | 1 247   |                          | 1 247                      |
| <b>Total comprehensive income</b>                        |       |               |              | -654             | 4                                 |             |                 | 649                     | 10 933            | 10 932  | 47                       | 10 979                     |
| Transactions with owners                                 |       |               |              |                  |                                   |             |                 |                         |                   |         |                          |                            |
| Dividend payment   |       |               |              |                  |                                   |             |                 |                         | -10 848           | -10 848 |                          | -10 848                    |
| Conversion of convertible capital loan                   |       |               |              |                  | 2 298                             |             |                 |                         |                   | 2 298   |                          | 2 298                      |
| Share-based incentive system                             |       |               |              |                  | 283                               |             | 183             |                         | -27               | 439     |                          | 439                        |
| Shareholding plan for Aspo Management                    |       |               |              |                  |                                   |             | -937            |                         |                   | -937    | 703                      | -234                       |
| Change in non-controlling interest                       |       |               |              |                  |                                   |             |                 |                         |                   |         | -62                      | -62                        |
| <b>Total transactions with owners</b>                    |       |               |              |                  | 2 581                             |             | -754            |                         | -10 875           | -9 048  | 641                      | -8 407                     |
| <b>Shareholder's equity December 31, 2010</b>            |       | 17 692        | 4 351        | -654             | 2 859                             | 2 572       | -4 532          | 266                     | 46 165            | 68 719  | 750                      | 69 469                     |
| <b>Shareholder's equity January 1, 2009</b>              |       | 17 692        | 4 351        | -265             | 248                               | 220         | -3 778          | -81                     | 47 570            | 65 957  | 13                       | 65 970                     |
| Comprehensive income                                     |       |               |              |                  |                                   |             |                 |                         |                   |         |                          |                            |
| Profit for the period                                    | 21    |               |              |                  |                                   |             |                 |                         | 8 553             | 8 553   | 62                       | 8 615                      |
| Other comprehensive income, net of taxes                 |       |               |              |                  |                                   |             |                 |                         |                   |         |                          |                            |
| Cash flow hedge  |       |               |              | 265              |                                   |             |                 |                         |                   | 265     |                          | 265                        |
| Net result recognized directly to equity                 |       |               |              |                  |                                   |             |                 |                         | 203               | 203     |                          | 203                        |
| Translation difference                                   | 21    |               |              |                  |                                   |             |                 | -302                    | 152               | -150    |                          | -150                       |
| <b>Total comprehensive income</b>                        |       |               |              | 265              |                                   |             |                 | -302                    | 8 908             | 8 871   | 62                       | 8 933                      |
| Transactions with owners                                 |       |               |              |                  |                                   |             |                 |                         |                   |         |                          |                            |
| Dividend payment   |       |               |              |                  |                                   |             |                 |                         | -10 830           | -10 830 |                          | -10 830                    |
| Equity portion of convertible capital loan, net of taxes |       |               |              |                  |                                   | 2 352       |                 |                         |                   | 2 352   |                          | 2 352                      |
| Share-based incentive system                             |       |               |              |                  |                                   |             |                 |                         | 547               | 547     |                          | 547                        |
| Transfer of funds  |       |               |              |                  | 26                                |             |                 |                         | -26               |         |                          |                            |
| Change in non-controlling interest                       |       |               |              |                  |                                   |             |                 |                         | -62               |         | -13                      | -13                        |
| <b>Total transactions with owners</b>                    |       |               |              |                  | 26                                | 2 352       |                 |                         | -10 371           | -7 993  | -13                      | -8 006                     |
| <b>Shareholder's equity December 31, 2009</b>            |       | 17 692        | 4 351        | 0                | 274                               | 2 572       | -3 778          | -383                    | 46 107            | 66 835  | 62                       | 66 897                     |

# Notes to the Consolidated Financial Statements

## Basic Information

Aspo Plc is a Finnish public corporation domiciled in Helsinki. Aspo Plc's shares are listed on NASDAQ OMX Helsinki Ltd.

Aspo is a conglomerate that focuses on sectors requiring extensive specialist knowledge. The Group's operations are organized into independent segments – ESL Shipping, Leipurin, Telko and Kaukomarkkinat. Other operations include Aspo Group's administration and other functions not belonging to the business units.

The Group's parent company is Aspo Plc. The parent company is domiciled in Helsinki and its registered address is Lintulahdenkuja 10, FI-00500 Helsinki, Finland.

A copy of the consolidated financial statements is available from Aspo Plc's head office at Lintulahdenkuja 10, FI-00500 Helsinki, Finland.

Aspo Plc's Board of Directors has approved the financial statements for issue at its meeting on February 14, 2011. Pursuant to the Finnish Companies Act, shareholders may either adopt or reject the financial statements at the Annual Shareholders' Meeting held after the issue, or may also decide to modify them.

## Accounting Principles

### Basis of presentation

Aspo Plc's consolidated financial statements have been drawn up in line with International Financial Reporting Standards (IFRS) approved in the EU, applying the standards and interpretations valid on December 31, 2010. The notes to the consolidated financial statements also comply with complementary Finnish Accounting Standards based on Finnish accounting legislation and Community legislation.

All figures in these financial statements are in EUR thousands and based on original acquisition costs of transactions, unless otherwise stated in the Accounting Principles.

As of January 1, 2010, the Group has adopted the following new and revised standards and interpretations:

- IFRS 3 (revised): Business Combinations and IAS 27 (revised): Consolidated and Separate Financial Statements. Significant changes relate to the accounting related recognition of conditional compensations and amortized acquisitions. These changes had no significant effect on the Group's profit or loss for the period or financial position.

As of January 1, 2010, the Group has applied the following standards, amendments and interpretations with no significant effect on reported information:

- IFRIC 12: Service Concession Arrangements.
- IFRIC 15: Agreements for the Construction of Real Estate.
- IFRIC 16: Net Investment in a Foreign Operation.
- IFRIC 17: Distribution of Non-Cash Assets to Owners.
- IFRIC 18: Transfers of Assets from Customers.
- IFRIC 9 and IAS 39 (amendment): Reassessment of Embedded Derivatives on Reclassification.
- IAS 39 (amendment): Eligible Hedged Items.
- IFRS 2 (amendment): Share-Based Payments – Group Cash-Settled Share-Based Payment Transactions.

IASB published changes to 12 standards in April 2009 as part of annual improvements to IFRS. These changes and interpretations have no significant effect on the consolidated financial statements.

### Principles of consolidation

The consolidated financial statements include the parent company Aspo Plc and all its subsidiaries. The term "subsidiary" refers to a company in which the parent company, directly or indirectly, owns more than 50% of the voting rights, or in which it otherwise exercises control. Associated companies, in which the Group owns 20 to 50% of the voting rights and at least a 20% holding, or in which it otherwise exercises significant control, have been consolidated using the equity method. If the Group's share of the associated company's losses exceeds the carrying amount, losses in excess of the carrying amount will not be consolidated unless the Group undertakes to fulfill the associated companies' obligations. Unrealized profits between the Group and an associated company are eliminated in accordance with the Group's ownership.

Subsidiaries acquired during the fiscal year have been consolidated from the time Aspo gained control over them. Divested operations are included up to the time Aspo surrendered control. Acquired subsidiaries are consolidated using the acquisition cost method, which involves measuring the acquired company's assets and liabilities at fair value at the time of acquisition. The goodwill acquisition cost is the amount by which the subsidiary acquisition cost exceeds the net fair value of the acquired identifiable assets, liabilities and conditional liabilities. As allowed by IFRS 1, acquisitions made before the adoption of IFRS have not been adjusted to comply with IFRS principles; instead, they remain at the FAS-compliant values.

According to IFRS, goodwill is not amortized; instead, it is tested annually for impairment.

Intra-Group transactions, receivables and liabilities and intra-Group profit distribution have been eliminated when preparing the consolidated financial statements.

The income statement shows the distribution of the fiscal year's profit between the parent company's shareholders and non-controlling shareholders. The interest that belongs to non-controlling shareholders is presented as a separate item under the Group's shareholders' equity.

### A unit established for a special purpose

Aspo Management Oy was established to allow participants to have a major long-term shareholding in Aspo Plc. It was consolidated in the same way as subsidiaries in the consolidated financial statements. Aspo Plc has control over Aspo Management Oy through shareholder and loan

contracts. As a result of this, Aspo Management Oy was consolidated in Aspo's consolidated financial statements. The control results from the application of contractual terms and conditions, such as the prohibition of transfer and pledge of Aspo Plc's shares managed by the company, and the voting restriction.

Aspo Management Oy's Articles of Association enable the participants to hold only securities issued by Aspo Plc or obtained on the basis of them. All transactions carried out by the company require a written permit from Aspo Plc. Aspo Plc or the companies under its control don't have a holding in the company. The company's income statement and balance sheet have been consolidated in the consolidated financial statements from the start of the arrangement. The consolidated financial statements deal with the investment made by the management in Aspo Management Oy as a portion of the non-controlling shareholders. Aspo Plc's shares held by Aspo Management Oy have been deducted from the Group's shareholders' equity in the consolidated financial statements.

On the basis of the shareholder contract, Aspo Management Oy is to be merged with Aspo Plc, or alternatively, immediately dissolved after the publication of financial statements for 2013. If the terms and conditions to postpone the dissolution materialize, the merging or dissolution will be implemented no later than after the publication of the financial statements for 2016.

Accounting Principles provide additional information about the treatment of share-based incentive schemes in accounting in connection with share-based payments.

#### Foreign currency items and their measurement

Foreign currency denominated transactions are recorded at the exchange rates valid on the transaction date. Foreign currency denominated receivables and liabilities outstanding at the end of the fiscal year will be measured using the rates of the closing date. The losses and gains arisen from foreign currency denominated transactions and the conversion of monetary items have been recorded in the income statement. Foreign exchange gains and losses related to business operations are included in the corresponding items above the operating profit. Foreign exchange gains and losses arisen from foreign currency denominated loans are included in financial income and expenses.

#### Foreign subsidiaries

Figures for the performance and financial position of the Group's units are measured in the main currency of the unit's business environment ("operational currency"). The consolidated financial statements are presented in euro, the parent company's operational and reporting currency. In the consolidated financial statements, the income statements of foreign subsidiaries are translated into euro using the average rate of the fiscal year. Balance sheet items are translated into euro using the exchange rates valid on the closing date. Translation differences are presented as a separate item under shareholders' equity. When the holding in a subsidiary is divested in its entirety or in part, the accumulated translation differences are recognized in the income statement as part of the sales profit or loss.

#### Segment reporting

Aspo's operating segments are ESL Shipping, Leipurin, Telko and Kaukomarkkinat.

The business segments are reported in a manner that is uniform with internal reporting to the operative decision maker of the company. The highest operative decision maker in the company is the Group's Board of Directors that makes strategic decisions. Inter-segment transactions are carried out at market prices.

#### Tangible assets

Fixed assets are recognized at original acquisition cost net of cumulative depreciation less impairment. Planned depreciation is calculated on a straight-line basis over the estimated useful economic life as follows:

|                          |             |
|--------------------------|-------------|
| Buildings and structures | 15–40 years |
| Vessels                  | 17–30 years |
| Pushers                  | 13 years    |
| Machinery and equipment  | 3–10 years  |
| Piping                   | 5–20 years  |
| Other tangible assets    | 3–40 years  |

Land is not depreciated.

A previously recorded write-down on tangible assets is reversed if the estimates used in the determination of the recoverable amount change. However, the post-reversal value must not exceed the value the asset had before the write-down in previous years. Sales profits and losses arising from the removal from use and disposal of tangible

assets are included in other operating income and expenses.

#### Goodwill and other intangible assets

The acquired subsidiaries are consolidated in the consolidated financial statements using the acquisition cost method. The acquisition cost is matched against assets and liabilities on the basis of their fair value at the time of acquisition. The remaining part of the acquisition cost is goodwill. Goodwill is not amortized; instead, its fair value is tested at least annually using the goodwill impairment test based on the fair market value (see Goodwill Impairment Test on page 66).

No depreciation is recognized for intangible assets with unlimited useful economic lives, but they are tested annually for impairment. The useful lives of the brands that belong to the Leipurin and Telko segments are estimated to be unlimited. The strong image and history of the brands support the management's view that the brands will affect cash flow generation over an indefinable period.

Other intangible assets are measured at original acquisition cost and amortized on a straight-line basis during their useful economic life. Other intangible assets include software programs and software licenses.

The Group assesses the balance sheet value of goodwill and other intangible assets annually, or more often if there are any signs of potential impairment. If such signs exist, the recoverable amount of the asset in question is determined. Impairment is assessed at the level of cash-flow generating units.

The recoverable amount is the fair value less costs to sell, or the use value, if higher. The cash flow based use value is determined by calculating the discounted current value of predicted cash flows. The discount rate of the calculations is based on the average cost of capital (WACC), which reflects the market's view of the time value of money and the risks involved in Aspo's business operations.

An impairment loss is recognized in the income statement if the carrying amount of an asset item is higher than its recoverable amount. Where an impairment loss is recognized for an asset item subject to depreciation, the asset item's useful economic life is re-estimated. An impairment recognized for assets other than goodwill is reversed if the estimates used in the determination of the recoverable amount change to a substantial extent. However, the post-reversal value must not exceed the value the asset had before the write-down in

previous years. An impairment loss recognized for goodwill is not reversed under any circumstances.

#### **Research and development costs**

As a rule, research and development costs are recognized as expenses at the time of their occurrence. However, development costs arising from the design of new products are capitalized in the balance sheet as intangible assets from the date when the product is technically and commercially feasible and expected to generate financial benefits in the future. Capitalized research and development costs will be amortized over their useful economic life.

#### **Inventories**

Inventories are measured at acquisition cost or net realizable value, if lower. The acquisition cost is determined using the FIFO (first in first out) method. The acquisition cost of finished goods and work in progress includes raw material purchase costs, direct manufacturing wages, other direct manufacturing costs, and a share of manufacturing overheads (based on regular operating capacity), borrowing costs excluded. Net realizable value is the actual sales price in the ordinary course of business, less costs from the completion of the product, and sales costs.

#### **Leasing agreements – Group as lessee**

Fixed asset leasing agreements where the Group assumes an essential part of the risks and benefits inherent in ownership are classified as financial leasing agreements. Assets acquired through financial leasing agreement are recorded in the balance sheet in the amount equaling the fair value of the leased asset at the start of the agreement or a current value of minimum leases, if lower. Leasing payments are divided into financial expenses and loan repayment. Corresponding leasing liabilities, less financial expenses, are included in other longer-term interest-bearing liabilities. The interest of finance is recognized in the income statement during the leasing period so that the interest rate for the remaining debt is the same for each financial year. Assets leased under financial leasing agreements will be depreciated either over their useful economic life or over the term of the leasing agreement, if shorter.

Fixed asset leasing agreements in which the material part of risks and benefits inherent in own-

ership remain with the lessor are classified as other leases (operational leasing), the rents of which are recognized in the income statement as expenses in equal amounts over the leasing period.

#### **Employee benefits**

Statutory pension cover is provided for by taking out insurance with pension insurance companies. In foreign units, the pension cover is arranged in accordance with local legislation and social security regulations. Payments towards defined-contribution pension schemes are recognized as expenses in the income statement during the relevant fiscal year.

#### **Share-based payments**

The Group has share-based incentive schemes for the management, where part of the bonus is paid as shares and the rest in cash. Note 29 shows more information on share-based arrangements. Options rights and assigned shares are valued at fair value at the time of assignment and recognized in the income statement as costs divided into even installments between the time the right is generated and the end of the validity of the incentive scheme. The effects of other than market based terms (e.g. profitability and profit growth target) are not included in the fair value but taken into account in the amount of options or shares to which a right is assumed to be generated, by the end of the period in which the right is generated. A contra entry of the cost is recorded under the shareholders' equity for proportions to be paid in shares, and proportions to be paid in cash are recognized as debts. The fair value for the proportion to be paid in cash is revalued on each reporting day.

Aspo Management Oy was established for the Group's share-ownership arrangements. It has been consolidated in the consolidated financial statements. Black & Scholes' model is used in the calculation of the fair value for ownership arrangements. The proportion of the fair value belonging to the past fiscal period was recognized in the consolidated financial statements.

#### **Share capital**

Ordinary shares are presented as the share capital. Transaction costs directly resulting from the issuance of new shares or options are recorded, after adjusting their tax effects, as a reduction of achieved payments under the shareholders' equity.

When the company buys its own shares, the compensation paid for the shares and the procurement related costs are recognized as a reduction in the shareholders' equity. When the shares are sold, the compensation, less direct transaction costs and the possible effect of income taxes, is recognized under the shareholders' equity.

#### **Provisions**

A provision is entered into the balance sheet if the Group has, as a result of a past event, a present legal or factual obligation that will probably have to be fulfilled, and the amount of the obligation can be reliably estimated. Warranty provisions include the cost of product repair or replacement if the warranty period is still effective on the closing date. Warranty provisions are determined on the basis of historical experience.

The amount recorded in provisions is the current value of the costs that are expected to occur when fulfilling the obligation.

#### **Income taxes**

The Group's taxes include taxes based on the Group companies' profits and losses for the fiscal year, adjustment of taxes from previous fiscal years and changes in deferred taxes. Income taxes are recorded in accordance with the tax rate valid in each country. Deferred tax liabilities or receivables are calculated from the temporary differences between accounting and taxation in accordance with the tax rate in force on the closing date or on the estimated tax payment date. Elements resulting in temporary differences include provisions, depreciation differences and confirmed losses. Deferred tax receivables are recognized from confirmed losses and other temporary differences to the extent that it is likely that they may be utilized in the future. The share of associated companies' profits or losses presented in the income statement is calculated from net profit or loss, and it includes the impact of taxes.

#### **Income recognition principles**

Revenue from the sale of products is recognized when the material risks and benefits associated with the ownership of the goods have transferred to the buyer. Revenue from services is recognized once the services have been rendered. Income and costs from long-term projects are recognized as revenue and expenses on the basis of the percentage

of completion when the outcome of the project is reliably assessable. The percentage of completion is determined by applying the proportion of the work-induced cost incurred by the time of review to the total estimated project cost. When it is likely that the project will generate losses, they will be expensed immediately. During the fiscal year, Aspo had no long-term projects under way. Government subsidies granted to compensate for costs incurred are recognized as income in the income statement, while costs related to the target of subsidy are expensed.

#### **Long-term assets classified as available for sale and discontinued operations**

Long-term asset items as well as assets and liabilities related to discontinued operations are classified as available for sale if the amount corresponding to their book value is mainly accumulated from the sale of the asset instead of its continued use. The preconditions for classifying an item as available for sale are met when the sale is very likely and the management is committed to the sale.

Immediately prior to classification as available for sale, the asset items in question or the assets and liabilities of the group to be surrendered are measured in accordance with applicable IFRS standards. From the point of classification onwards, the asset items available for sale are measured at book value or at a fair value, if lower, less the costs accumulated from the sale.

The results of discontinued operations are recorded as their own item in the consolidated income statement. The assets available for sale, groups of items to be surrendered and liabilities included in the groups of items to be surrendered are recorded in the balance sheet as separate items. In 2009 and 2010, the Group had no operations classified as such that will be discontinued.

#### **Accounts receivable**

Accounts receivable are recognized at acquisition cost. The Group writes down receivables if there is objective evidence that the receivable cannot be collected in full.

#### **Accounts payable**

Accounts payable are recognized at acquisition cost and treated as short-term liabilities if they expire within one year.

#### **Financial assets**

Financial assets are classified into loans and other receivables, investments held to maturity, financial assets available for sale, and financial assets recognized at fair value through profit and loss. The classification takes place in connection with the initial acquisition.

Loans and other receivables are recorded on the settlement date, and presented on the balance sheet at amortized cost using the effective interest rate method. Transaction costs are included in the original acquisition cost. Financial assets and liabilities recognized at fair value through profit and loss are recorded on the settlement date and measured at fair value.

Financial assets available for sale and financial assets recognized at fair value through profit and loss are measured at fair value, using quoted market prices and rates, or an imputed current value. Changes in the fair value of financial assets available for sale are recorded in the fair value reserve under shareholders' equity, taking the tax impact into account. When such an asset is sold or has generated an impairment loss, the accumulated changes in fair value are moved from shareholders' equity to profit or loss. Acquisitions or disposals of financial assets available for sale are recorded on the settlement date.

Investments in shares, fixed-income securities and convertible bonds are classified as financial assets available for sale.

Financial assets are derecognized when the Group has lost the contractual right to cash flows, or materially moved risks and revenue away from the Group.

An impairment is recognized in liabilities and receivables when the balance sheet value is higher than the recoverable amount.

#### **Financial liabilities**

Financial liabilities are recorded on the settlement date and recognized in the balance sheet at acquisition cost, less transaction costs. Interests are allocated on the maturity of the debt in the income statement, using the effective interest rate method.

The fair value of the share in debt of a convertible capital loan is determined by using the market interest rate of a corresponding debt on the date of issue. The share in debt is recognized at amortized cost, until it is completely amortized by converting

the loan into stock. The remainder of the money received – in other words, the share of equity less the effect of tax – is recorded under shareholders' equity.

#### **Cash and cash equivalents**

Cash and cash equivalents include cash funds, bank deposits and other highly liquid short-term (no more than three months) investments. Overdraft facilities are presented under other short-term liabilities.

#### **Derivatives**

Derivatives are originally booked at fair value on the day the Group becomes a contracting party, and are subsequently further measured at fair value.

The Group has applied hedge accounting to protect predicted foreign currency denominated cash flows arising from the acquisition of fixed assets. The change in the fair value of the effective share of hedging is recorded in other comprehensive income items and presented in the hedge fund that is included in the fair value reserve under shareholders' equity. Profits and losses recorded under shareholders' equity are transferred to the acquisition cost of the asset in question during the fiscal period when the hedged item is capitalized. Hedge accounting is not applied to other derivatives.

The relation between hedging instruments and hedged objects is documented at the start of hedging. Likewise, documents will be prepared for risk management targets and strategies used as guidelines when launching different hedging actions. At the start of hedging and continuously after this action, the Group prepares an estimate whether the derivatives used in hedging effectively abolish the changes in fair values of the hedged objects or in cash flows. The profit or loss relating to an inefficient share is immediately recognized as financial items of the income statement. When the hedging instrument expires or is sold or when hedging does not meet the preconditions set for the application of hedge accounting, retained profits and losses included at that time in the shareholders' equity remain in the shareholders' equity, and are transferred to the income statement only after recording the predicted transaction in the income statement. If the predicted transaction is not anymore expected to realize, the retained profit or loss presented under shareholders' equity

is immediately transferred to financial items of the income statement.

Changes in the fair value of derivatives associated with financial items are recorded in financial income and expenses. Changes in the fair value of other derivatives are recorded under other operating income and expenses.

Fair value is determined on the basis of quoted market prices and rates, the discounting of cash flows and options' value measurement models.

The fair value of currency forwards is calculated by discounting the predicted cash flows from the agreements in accordance with interest rates of the currencies sold, converting the discounted cash flows at the exchange rates valid on the closing date, and calculating the difference between the discounted values. Fair values of currency options are determined using commonly adopted option measurement models.

#### **Estimates**

When preparing financial statements in compliance with the IFRS practices, the Group's management must make assumptions and estimates that affect the assets and liabilities on the balance sheet at the time of preparation, the reporting of conditional assets and liabilities, and the income and expenses during the fiscal year. Estimates are used, for instance, to determine the amounts of items reported in the financial statements, to determine the goodwill and its expected yields and the useful life of tangible and intangible assets, as well as the validity of inventories and assets and liabilities. The estimates are based on experience and other well-founded assumptions that constitute the best current assessments of the management, but due to changes in the factors that form the basis for the markets and estimates, it is possible that the final figures may, sometimes significantly, deviate from the assessments used in the financial statements.

#### **Goodwill impairment test**

The Group tests the balance sheet value of goodwill annually or more often if there are any signs of potential impairment. An impairment loss recognized for goodwill is not reversed under any circumstances. Goodwill is allocated to the Group's cash flow generating units in which the management monitors goodwill in their internal reporting. The unit's recoverable amount is calculated on the basis of use value calculations. The cash flow based use value is determined by calculating the discounted current value of predicted cash flows. The discount rate of the calculations is determined through the weighted average cost of capital (WACC) that depicts the overall costs of shareholders' equity and liabilities, taking into account the particular risks related to asset items and location of operations. The weighted average cost of capital reflects the Group's average long-term financial structure. An impairment loss is immediately recognized in the income statement if the asset's carrying value is higher than its recoverable amount.

#### **Accounting principles requiring exercise of judgment and main sources of insecurity related to estimates**

The estimates made when preparing the financial statements are based on the management's best assessment on the closing date. The estimates are based on past experience and assumptions regarding the future development of the Group's financial operating environment and its effect on the Group's net sales and cost level. In the Group management's view, the role of assumptions and estimates is the most significant in goodwill impairment testing. Goodwill and its testing are discussed in more detail in Note 12.

#### **Application of new or amended IFRS Standards and IFRIC Applications**

As of January 1, 2011, Aspo applies the following revised or amended standards:

- IAS 24 (revised): Related Party Disclosures in Financial Statements.
- IAS 32 (amendment): Classification of Rights Issues.
- IFRIC 19: Extinguishing Financial Liabilities with Equity Instruments.
- IFRIC 14 (amendment): Prepayments of a Minimum Funding Requirement.

In the July of 2010, IASB published improvements to seven standards or interpretations as part of the annual improvements to IFRS project. The Group will adopt the amendments in 2011.

In 2012 or later, the Group will adopt the following standards, interpretations and amendments made to existing standards:

- IFRS 9: Financial Assets – Classification of Financial Assets.
- IFRS 7 (amendment): Disclosures – Transfers of Financial Assets.
- IAS 12 (amendment): Deferred Tax.

## 1. Net Sales and Segment Information

Aspo's operating segments are ESL Shipping, Leipurin, Telko, and Kaukomarkkinat.

ESL Shipping handles sea transportation of energy sector and industrial raw materials, and offers related services.

Leipurin serves the baking and other food industry by supplying ingredients, production machinery, and production lines, as well as bakery industry related expertise.

Telko acquires and supplies plastic raw materials and chemicals to industry. Its extensive customer service also covers technical support and the development of production processes.

Kaukomarkkinat specializes in energy efficiency technology, solutions to improve efficiency in the process industry, and security and digital products.

Other operations include Aspo Group's administration and other functions not belonging to the business units. The segment structure corresponds with the Group's organizational structure and internal reporting, where evaluation principles of assets and liabilities are in accordance with IFRS.

The assessment of each segment's profitability is based on the segment's operating profit. The Group's Board of Directors is responsible for

assessing the segments and making resourcing decisions.

The segment's assets and liabilities are items that the segment uses in its business operations or that can be reasonably allocated to the segment. Items that are not allocated to the segments include tax and financing items and joint Group items, which are mainly a result of the Group's centralized financing. Investments consist of increases in tangible fixed assets and intangible assets that will be used in more than one fiscal year. Pricing between segments is based on fair market prices.

### 1.1 Business segments

2010

| 1 000 EUR                               | ESL Shipping  | Leipurin      | Telko         | Kaukomarkkinat | Unallocated items | Group total    |
|---|---------------|---------------|---------------|----------------|-------------------|----------------|
| Sales outside the Group                 | 79 572        | 108 647       | 175 227       | 32 474         | 12                | 395 932        |
| Inter-segment sales                     |               | 47            | 7             | 72             | 32                |                |
| Net sales                               | 79 572        | 108 694       | 175 234       | 32 546         |                   | 395 932        |
| Share of profit in associated companies | 196           |               |               |                |                   | 196            |
| Operating profit                        | 11 526        | 3 545         | 6 756         | 640            | -4 573            | 17 894         |
| Net financial expenses                  |               |               |               |                |                   | -3 827         |
| Profit before taxes                     |               |               |               |                |                   | 14 067         |
| Income taxes                            |               |               |               |                |                   | -3 681         |
| <b>Net profit for the period</b>        |               |               |               |                |                   | <b>10 386</b>  |
| Depreciation on tangible assets         | 4 811         | 476           | 593           | 267            | 172               | 6 319          |
| Depreciation on intangible assets       | 34            | 562           | 820           | 348            | 30                | 1 794          |
| Segment's assets                        | 57 190        | 57 661        | 60 964        | 24 294         | 11 014            | 211 123        |
| Shares in associated companies          | 1 705         |               |               |                |                   | 1 705          |
| <b>Total assets</b>                     | <b>58 895</b> | <b>57 661</b> | <b>60 964</b> | <b>24 294</b>  | <b>11 014</b>     | <b>212 828</b> |
| Segment's liabilities                   | 8 300         | 13 461        | 22 038        | 6 427          | 93 133            | 143 359        |
| <b>Total liabilities</b>                | <b>8 300</b>  | <b>13 461</b> | <b>22 038</b> | <b>6 427</b>   | <b>93 133</b>     | <b>143 359</b> |
| <b>Investments</b>                      | <b>11 150</b> | <b>265</b>    | <b>889</b>    | <b>782</b>     | <b>63</b>         | <b>13 149</b>  |

## 2009

| 1 000 EUR                               | ESL Shipping  | Leipurin      | Telko         | Kauko-<br>markkinat | Unallocated<br>items | Group<br>total |
|---|---------------|---------------|---------------|---------------------|----------------------|----------------|
| Sales outside the Group                 | 63 830        | 99 363        | 128 794       | 36 303              | 1 115                | 329 405        |
| Inter-segment sales                     |               | 41            | 10            | 83                  |                      |                |
| Net sales                               | 63 830        | 99 404        | 128 804       | 36 386              |                      | 329 405        |
| Share of profit in associated companies | 574           |               |               | -5                  |                      | 569            |
| Operating profit                        | 14 661        | 3 213         | 3 104         | 530                 | -6 256               | 15 252         |
| Net financial expenses                  |               |               |               |                     |                      | -3 575         |
| Profit before taxes                     |               |               |               |                     |                      | 11 677         |
| Income taxes                            |               |               |               |                     |                      | -3 062         |
| <b>Net profit for the period</b>        |               |               |               |                     |                      | <b>8 615</b>   |
| Depreciation on tangible assets         | 4 926         | 447           | 1 110         | 430                 | 207                  | 7 120          |
| Depreciation on intangible assets       | 45            | 533           | 750           | 345                 | 70                   | 1 743          |
| Segment's assets                        | 51 675        | 55 775        | 44 728        | 23 013              | 18 116               | 193 307        |
| Shares in associated companies          | 1 556         |               |               |                     |                      | 1 556          |
| <b>Total assets</b>                     | <b>53 231</b> | <b>55 775</b> | <b>44 728</b> | <b>23 013</b>       | <b>18 116</b>        | <b>194 863</b> |
| Segment's liabilities                   | 7 714         | 14 119        | 15 130        | 3 735               | 87 268               | 127 966        |
| <b>Total liabilities</b>                | <b>7 714</b>  | <b>14 119</b> | <b>15 130</b> | <b>3 735</b>        | <b>87 268</b>        | <b>127 966</b> |
| <b>Investments</b>                      | <b>3 078</b>  | <b>542</b>    | <b>2 479</b>  | <b>568</b>          | <b>670</b>           | <b>7 337</b>   |

### 1.2 Geographic areas

The Group monitors its net sales in accordance with the following geographical division: Finland, the Nordic countries, the Baltics, Russia and other CIS countries (including Ukraine), and other countries. Net sales of the geographical regions is presented as per customer location and their assets as per location. Sales income from foreign customers is defined in accordance with IFRS regulations.

| 1 000 EUR                       | Net sales      |                | Assets*        |                |
|---------------------------------|----------------|----------------|----------------|----------------|
|                                 | 2010           | 2009           | 2010           | 2009           |
| Finland                         | 167 155        | 151 841        | 111 407        | 105 860        |
| Nordic countries                | 51 860         | 30 030         | 42             | 1 797          |
| Baltic countries                | 43 815         | 36 986         | 1 419          | 737            |
| Russia + other<br>CIS countries | 88 519         | 56 124         | 494            | 430            |
| Other countries                 | 44 583         | 54 424         | 94             | 126            |
| <b>Total</b>                    | <b>395 932</b> | <b>329 405</b> | <b>113 456</b> | <b>108 950</b> |

\* Long-term assets other than financial assets and assets related to taxes.

## 2. Acquired Operations

### Acquisition of operations in 2010

On November 1, 2010, Kaukomarkkinat acquired the operations of KSM Lämpötekniikka Oy, which is located in Kankaanpää, Finland. The acquisition generated goodwill of EUR 0.2 million. Net sales of these operations are estimated to total approximately EUR 1 million for the first operational year. The acquisition of these operations has no sig-

nificant effect on the Group's results or financial position.

### Acquisitions in 2009

On December 30, 2009, Leipurin acquired the entire stock of the Latvian company Raugs un citas preces SIA (RCP). The deal price was EUR 1.4 million and it had no significant effect on the Group's financial

position. The acquisition cost also included EUR 0.1 million in legal and other expert fees.

The acquisition generated goodwill of EUR 0.5 million based on the expected synergy benefits as a result of the RCP acquisition. According to the management, the goodwill is connected to the utilization of Leipurin's joint sales and marketing network in the Baltic region.

| 1 000 EUR  | 2010         | 2009         |
|--|--------------|--------------|
| Total gains from the sale of fixed assets        | 20           | 3 166        |
| Total gains from the sale of business operations |              | 3 171        |
| Overdue, suspension and insurance compensations  | 213          | 2 070        |
| Total rents and related remunerations            | 309          | 279          |
| Changes in values of FX forward contracts        |              | 348          |
| Other income                                     | 767          | 900          |
| <b>Total</b>                                     | <b>1 309</b> | <b>9 934</b> |

### 3. Other Operating Income

#### Personnel costs

| 1 000 EUR                            | 2010          | 2009          |
|--------------------------------------|---------------|---------------|
| Wages and salaries                   | 28 681        | 30 152        |
| Pension costs, contribution plans    | 2 854         | 3 586         |
| Option arrangements paid for in cash | 737           | 771           |
| Other indirect personnel costs       | 2 016         | 1 906         |
| <b>Total</b>                         | <b>34 288</b> | <b>36 415</b> |

Information regarding the employee benefits of senior management is presented in the Related parties section.

#### Personnel by segment at year-end

|                  | 2010       | 2009       |
|------------------|------------|------------|
| ESL Shipping     | 183        | 194        |
| Leipurin         | 226        | 218        |
| Telko            | 199        | 193        |
| Kaukomarkkinat   | 91         | 90         |
| Other operations | 13         | 22         |
| <b>Total</b>     | <b>712</b> | <b>717</b> |

#### Personnel by geographic area at year-end

|                              | 2010       | 2009       |
|------------------------------|------------|------------|
| Finland                      | 387        | 423        |
| Nordic countries             | 26         | 29         |
| Baltic countries             | 69         | 72         |
| Russia + other CIS countries | 159        | 129        |
| Other countries              | 71         | 64         |
| <b>Total</b>                 | <b>712</b> | <b>717</b> |

### 4. Employee Benefits and Personnel Information

At the end of the period, the number of employees at Aspo Group was 712 (717) and the average during the fiscal period was 736 (723). The average number of officials was 497 (492) and that of employees 239 (231).

| 1 000 EUR               | 2010         | 2009         |
|-------------------------|--------------|--------------|
| Intangible assets       | 1 794        | 1 743        |
| Buildings               | 148          | 820          |
| Vessels                 | 4 707        | 4 842        |
| Machinery and equipment | 1 464        | 1 458        |
| <b>Total</b>            | <b>8 113</b> | <b>8 863</b> |

### 5. Depreciation and Impairment

## 6. Materials and Services

| 1 000 EUR                           | 2010           | 2009           |
|-------------------------------------|----------------|----------------|
| Purchases during the period         |                |                |
| ESL Shipping                        | 15 769         | 10 381         |
| Leipurin                            | 87 497         | 78 394         |
| Telko                               | 150 494        | 101 477        |
| Kaukomarkkinat                      | 24 532         | 23 861         |
| Other operations                    | 7              | 1 000          |
| <b>Total</b>                        | <b>278 299</b> | <b>215 113</b> |
| Change in inventories               | -8 990         | 3 600          |
| Outsourced services                 |                |                |
| Leipurin                            | 4 732          | 3 866          |
| Telko                               | 3 373          | 3 019          |
| Kaukomarkkinat                      | 562            | 491            |
| Other operations                    | 1              | 13             |
| <b>Total</b>                        | <b>8 668</b>   | <b>7 389</b>   |
| <b>Total materials and services</b> | <b>277 977</b> | <b>226 102</b> |

## 7. Other Operating Expenses

| 1 000 EUR  | 2010          | 2009          |
|--|---------------|---------------|
| Rents  | 7 156         | 6 969         |
| ESL Shipping   | 36 906        | 28 579        |
| Leipurin   | 4 409         | 4 017         |
| Telko  | 5 364         | 6 696         |
| Kaukomarkkinat   | 2 838         | 3 085         |
| Other operations   | 2 492         | 2 696         |
| Fair value valuation of currency forwards,<br>not included in hedge accounting |               | 675           |
| Loss from assignment in tangible assets  |               | 559           |
| <b>Total</b>   | <b>59 165</b> | <b>53 276</b> |

### Auditors' fees

| 1 000 EUR      | 2010       | 2009       |
|----------------|------------|------------|
| Auditing       | 250        | 312        |
| Tax advice     | 69         | 66         |
| Other services | 99         | 114        |
| <b>Total</b>   | <b>418</b> | <b>492</b> |

| 1 000 EUR   | 2010          | 2009          |
|---|---------------|---------------|
| Dividend income from investments held for trading | 2             | 2             |
| Interest income from loans and other receivables  | 531           | 1 181         |
| Foreign exchange gains                            | 968           | 496           |
| <b>Total financial income</b>                     | <b>1 501</b>  | <b>1 679</b>  |
| Interest rate expenses                            | -4 049        | -4 802        |
| Foreign exchange losses                           | -1 279        | -452          |
| <b>Total financial expenses</b>                   | <b>-5 328</b> | <b>-5 254</b> |
| <b>Total financial income and expenses</b>        | <b>-3 827</b> | <b>-3 575</b> |

## 8. Financial Income and Expenses

The items above operating profit include EUR 0.1 million (-2.3) in exchange rate differences for 2010. Interest expenses include EUR 0.2 million (0.2) in fluctuating rents recognized as costs arisen from finance leasing agreements during the fiscal period.

### Taxes in the income statement

| 1 000 EUR                                    | 2010          | 2009          |
|--|---------------|---------------|
| Taxes for the period                         | -4 029        | -4 037        |
| Change in deferred taxes and tax receivables | 353           | 1 098         |
| Taxes from previous fiscal periods           | -5            | -123          |
| <b>Total</b>                                 | <b>-3 681</b> | <b>-3 062</b> |

## 9. Income Taxes

### Balancing calculation of the tax expense in the income statement and taxes calculated using the Group's parent company's tax rate (26%)

| 1 000 EUR  | 2010          | 2009          |
|--|---------------|---------------|
| Profit before taxes                                  | 14 067        | 11 677        |
| Taxes calculated using the parent company's tax rate | -3 657        | -3 036        |
| Impact of foreign subsidiaries' tax rates            | 616           | -68           |
| Taxes from previous fiscal periods                   | -5            | -123          |
| Other items  | -635          | 165           |
| <b>Taxes in the income statement</b>                 | <b>-3 681</b> | <b>-3 062</b> |
| Effective tax rate                                   | 26%           | 26%           |

### Income tax on other comprehensive income

| 1 000 EUR        | 2010 | 2009 |
|------------------|------|------|
| Cash flow hedges | 230  | 92   |

## 10. Earnings per Share

Earnings per share are calculated by dividing the profit or loss belonging to the parent company's shareholders by the weighted average number of outstanding shares during the fiscal year. When calculating the diluted earnings per share, the average number of shares was adjusted with the dilutive effect of the equity-based convertible capital loan.

| 1 000 EUR  | 2010   | 2009   |
|--|--------|--------|
| <b>Undiluted</b>   |        |        |
| Profit belonging to the shareholders of the company  | 10 339 | 8 553  |
| Average number of shares during period (1,000)   | 25 892 | 25 786 |
| Earnings per share, EUR  | 0.40   | 0.33   |
| Earnings per share excluding sales gain, EUR   |        | 0.16   |
| <b>Diluted</b>   |        |        |
| Profit belonging to the shareholders of the company  | 10 339 | 8 553  |
| Interest of the convertible capital loan (adjusted by tax effect)  | 958    | 581    |
| Conversion of convertible capital loan into shares (1,000)   | 1 876  | 2 307  |
| Average number of shares during period adjusted by the dilution effect from the convertible capital loan (1,000) | 27 768 | 28 093 |
| Diluted earnings per share, EUR  | 0.41   | 0.33   |

2010

| 1 000 EUR  | Intangible<br>rights | Other<br>intangible<br>assets | Total         |
|--|----------------------|-------------------------------|---------------|
| Acquisition cost, Jan. 1                                 | 9 956                | 11 971                        | 21 927        |
| Translation difference                                   | 2                    | 60                            | 62            |
| Increases  | 102                  |                               | 102           |
| Decreases  | -223                 |                               | -223          |
| <b>Acquisition cost, Dec. 31</b>                         | <b>9 837</b>         | <b>12 031</b>                 | <b>21 868</b> |
| Accumulated depreciation, Jan. 1                         | -4 179               | -2 186                        | -6 365        |
| Translation difference                                   | -2                   | 5                             | 3             |
| Accumulated depreciation<br>from decreases and transfers | 219                  |                               | 219           |
| Depreciation during the period                           | -291                 | -1 233                        | -1 524        |
| <b>Accumulated depreciation, Dec. 31</b>                 | <b>-4 253</b>        | <b>-3 414</b>                 | <b>-7 667</b> |
| <b>Book value, Dec. 31</b>                               | <b>5 584</b>         | <b>8 617</b>                  | <b>14 201</b> |

2009

| 1 000 EUR  | Intangible<br>rights | Other<br>intangible<br>assets | Total         |
|--|----------------------|-------------------------------|---------------|
| Acquisition cost, Jan. 1                                 | 13 421               | 9 188                         | 22 609        |
| Translation difference                                   | 8                    | 177                           | 185           |
| Increases  | 77                   |                               | 77            |
| Increases, business combination                          | 12                   | 185                           | 197           |
| Decreases  | -667                 | -167                          | -834          |
| Decreases, business divestments                          | -307                 |                               | -307          |
| Transfers between items                                  | -2 588               | 2 588                         |               |
| <b>Acquisition cost, Dec. 31</b>                         | <b>9 956</b>         | <b>11 971</b>                 | <b>21 927</b> |
| Accumulated depreciation, Jan. 1                         | -4 690               | -905                          | -5 595        |
| Transfers between items                                  | 191                  | -191                          |               |
| Accumulated depreciation<br>from decreases and transfers | 548                  | 167                           | 715           |
| Decreases, business divestments                          | 253                  |                               | 253           |
| Depreciation during the period                           | -481                 | -1 257                        | -1 738        |
| <b>Accumulated depreciation, Dec. 31</b>                 | <b>-4 179</b>        | <b>-2 186</b>                 | <b>-6 365</b> |
| <b>Book value, Dec. 31</b>                               | <b>5 777</b>         | <b>9 785</b>                  | <b>15 562</b> |

## 11. Other Intangible Assets

Intangible rights mainly consist of corporate brands described in Note 12, and also computer software programs and their licenses that are amortized on a straight-line basis over a period of three to five years. Refurbishment costs of premises and supplier relationships acquired in business combinations are included in other intangible assets.

## 12. Goodwill

Goodwill is allocated to the Group's cash flow generating units by business unit, depending on the level of goodwill monitoring in internal reporting. Every unit represents each of Aspo's operating segments. Goodwill is divided into the segments as follows: ESL Shipping EUR 0.8 million (0.8), Leipurin EUR 22.9 million (22.9), Telko EUR 5.1 million (5.0), and Kaukomarkkinat EUR 11.8 million (11.6).

The useful economic lives of brands included in Leipurin and Telko segments have been estimated to be unlimited. The strong image and history of these brands support the management's view that these brands will affect cash flow generation over an indefinable period. As for impairment, the brands have been tested. According to test results, there are no impairments to be expected.

### Impairment testing

Recoverable cash flows in impairment calculations are determined on the basis of the fair market value. Predicted cash flows are based on financial plans approved by the Group's management. Estimates regarding cash flows cover three years using conservative growth expectations, and subsequently, the cash flow is estimated cautiously, assuming even growth. The company has used growth assumptions of 1–3% as terminal values. These growth assumptions are based on a growth rate equal to inflation at the minimum. No impairment is recognized for the fiscal period and no impairment occurred according to impairment tests.

When estimating net sales, the assumption is that current operations can be maintained, and net sales will grow in a controlled manner at the rate estimated in financial plans.

The sales margin is estimated to follow net sales growth.

Due to continuous cost management, the costs are estimated to increase moderately as a result of the gradually weakening recession. Fixed costs are expected to grow as much as the rate of inflation.

The discount rate is determined through the weighted average cost of capital (WACC) that depicts the overall costs of shareholders' equity and

### Goodwill

| 1 000 EUR                        | 2010          | 2009   |
|----------------------------------|---------------|--------|
| Acquisition cost, Jan. 1         | 40 224        | 40 351 |
| Acquired operations              | 200           | 479    |
| Divested operations              |               | -626   |
| Translation difference           | 163           | 20     |
| <b>Acquisition cost, Dec. 31</b> | <b>40 587</b> | 40 224 |

### Allocation of goodwill

| 1 000 EUR        | 2010          | 2009   |
|------------------|---------------|--------|
| ESL Shipping     | 790           | 790    |
| Leipurin         | 22 884        | 22 873 |
| Telko            | 5 110         | 4 955  |
| Kaukomarkkinat   | 11 767        | 11 570 |
| Other operations | 36            | 36     |
| <b>Total</b>     | <b>40 587</b> | 40 224 |

### Brands

| 1 000 EUR    | 2010         | 2009  |
|--------------|--------------|-------|
| Leipurin     | 3 148        | 3 148 |
| Telko        | 2 155        | 2 155 |
| <b>Total</b> | <b>5 303</b> | 5 303 |

liabilities, taking into account the particular risks related to the asset items and location of operations. The discount rate is determined before taxes. The discount rate (WACC) used in calculations was 8.19% (9.05) before taxes.

### Factors influencing impairment testing and sensitivity analysis

The gradual upturn in the economy after the recession strengthens the validity of assumptions used in impairment testing. Assumptions are appropriate and tested operations have a sustainable basis. There are no indications of impairment in the business operations' goodwill but the result of future impairment testing depends on the materialization of estimated future cash flows. A substantial negative change in future cash flows, a substantial increase in interest rates or a high tying-up rate of

capital may result in a write-down of goodwill. It is the management's view that the estimates of future cash flows and the tying-up rate of capital used in the testing are likely.

Each unit has undergone a sensitivity analysis in which the values used as basic assumptions in the testing were lowered. As a result of this, the corporate value of the segment has become weaker. The changes and their effects are:

- WACC was raised to a maximum value of 20%, effect 17–20% (14–18).
- EBIT was cut down by 10%, effect approximately 7–10% (2).
- Sales growth was cut down by 10% annually, effect 13–17% (0–4).

The sensitivity analysis shows that there are no future impairment losses to be expected.

## 13. Tangible Assets

2010

| 1 000 EUR   | Land      | Buildings     | Machinery and equipment | Vessels         | Other tangible assets | Work in progress and advance payments | Total           |
|---|-----------|---------------|-------------------------|-----------------|-----------------------|---------------------------------------|-----------------|
| Acquisition cost, Jan. 1                              | 60        | 4 869         | 7 019                   | 166 119         | 558                   | 115                                   | 178 740         |
| Translation difference                                |           | 5             | 81                      |                 |                       |                                       | 86              |
| Increases   |           |               | 755                     | 1 152           |                       | 9 579                                 | 11 486          |
| Decreases   |           | -1 040        | -901                    | -500            | -152                  | -115                                  | -2 708          |
| <b>Acquisition cost, Dec. 31</b>                      | <b>60</b> | <b>3 834</b>  | <b>6 954</b>            | <b>166 771</b>  | <b>406</b>            | <b>9 579</b>                          | <b>187 604</b>  |
| Accumulated depreciation, Jan. 1                      |           | -3 685        | -5 795                  | -122 500        | -422                  |                                       | -132 402        |
| Translation difference                                |           | -4            | -9                      |                 |                       |                                       | -13             |
| Accumulated depreciation from decreases and transfers |           | 1 040         | 818                     |                 | 152                   |                                       | 2 010           |
| Depreciation during the period                        |           | -148          | -626                    | -4 707          | -2                    |                                       | -5 483          |
| <b>Accumulated depreciation, Dec. 31</b>              |           | <b>-2 797</b> | <b>-5 612</b>           | <b>-127 207</b> | <b>-272</b>           |                                       | <b>-135 888</b> |
| <b>Book value, Dec. 31</b>                            | <b>60</b> | <b>1 037</b>  | <b>1 342</b>            | <b>39 564</b>   | <b>134</b>            | <b>9 579</b>                          | <b>51 716</b>   |

2009

| 1 000 EUR   | Land      | Buildings     | Machinery and equipment | Vessels         | Other tangible assets | Work in progress and advance payments | Total           |
|---|-----------|---------------|-------------------------|-----------------|-----------------------|---------------------------------------|-----------------|
| Acquisition cost, Jan. 1                              | 212       | 23 885        | 10 665                  | 163 782         | 1 872                 | 9 863                                 | 210 279         |
| Translation difference                                |           | -15           | -45                     |                 | -20                   |                                       | -80             |
| Increases   |           | 47            | 493                     | 2 337           | 1                     | 689                                   | 3 567           |
| Increases, business combination                       |           |               | 176                     |                 |                       |                                       | 176             |
| Decreases   |           |               | -2 581                  |                 | -1                    | -10 305                               | -12 887         |
| Decreases, business divestments                       | -152      | -19 048       | -1 689                  |                 | -1 294                | -132                                  | -22 315         |
| <b>Acquisition cost, Dec. 31</b>                      | <b>60</b> | <b>4 869</b>  | <b>7 019</b>            | <b>166 119</b>  | <b>558</b>            | <b>115</b>                            | <b>178 740</b>  |
| Accumulated depreciation, Jan. 1                      |           | -15 581       | -9 011                  | -117 658        | -926                  |                                       | -143 176        |
| Translation difference                                |           | 15            |                         |                 | 21                    |                                       | 36              |
| Accumulated depreciation from decreases and transfers |           | 12 701        | 3 802                   |                 | 575                   |                                       | 17 078          |
| Depreciation during the period                        |           | -820          | -586                    | -4 842          | -92                   |                                       | -6 340          |
| <b>Accumulated depreciation, Dec. 31</b>              |           | <b>-3 685</b> | <b>-5 795</b>           | <b>-122 500</b> | <b>-422</b>           |                                       | <b>-132 402</b> |
| <b>Book value, Dec. 31</b>                            | <b>60</b> | <b>1 184</b>  | <b>1 224</b>            | <b>43 619</b>   | <b>136</b>            | <b>115</b>                            | <b>46 338</b>   |

### 13.1 Financial leasing arrangements

2010

| 1 000 EUR                                | Other intangible assets | Advance payments of intangible assets | Machinery and equipment | Total         |
|--|-------------------------|---------------------------------------|-------------------------|---------------|
| Acquisition cost, Jan. 1                 | 94                      | 991                                   | 4 707                   | 5 792         |
| Increases                                | 1 410                   | 528                                   | 299                     | 2 237         |
| Decreases                                | -21                     | -991                                  | -1 028                  | -2 040        |
| <b>Acquisition cost, Dec. 31</b>         | <b>1 483</b>            | <b>528</b>                            | <b>3 978</b>            | <b>5 989</b>  |
| Accumulated depreciation, Jan. 1         | -5                      |                                       | -934                    | -939          |
| Depreciation during the period           | -270                    |                                       | -836                    | -1 106        |
| Depreciation accumulated in decreases    |                         |                                       | 496                     | 496           |
| <b>Accumulated depreciation, Dec. 31</b> | <b>-275</b>             |                                       | <b>-1 274</b>           | <b>-1 549</b> |
| <b>Book value, Dec. 31</b>               | <b>1 208</b>            | <b>528</b>                            | <b>2 704</b>            | <b>4 440</b>  |

2009

| 1 000 EUR                                | Other intangible assets | Advance payments of intangible assets | Machinery and equipment | Total        |
|--|-------------------------|---------------------------------------|-------------------------|--------------|
| Acquisition cost, Jan. 1                 |                         |                                       | 3 069                   | 3 069        |
| Increases                                | 94                      | 991                                   | 3 947                   | 5 032        |
| Decreases                                |                         |                                       | -2 309                  | -2 309       |
| <b>Acquisition cost, Dec. 31</b>         | <b>94</b>               | <b>991</b>                            | <b>4 707</b>            | <b>5 792</b> |
| Accumulated depreciation, Jan. 1         |                         |                                       | -1 064                  | -1 064       |
| Depreciation during the period           | -5                      |                                       | -780                    | -785         |
| Depreciation accumulated in decreases    |                         |                                       | 910                     | 910          |
| <b>Accumulated depreciation, Dec. 31</b> | <b>-5</b>               |                                       | <b>-934</b>             | <b>-939</b>  |
| <b>Book value, Dec. 31</b>               | <b>89</b>               | <b>991</b>                            | <b>3 773</b>            | <b>4 853</b> |

### 14. Investments Held for Trading

2010

| 1 000 EUR                        | Unlisted shares |
|----------------------------------|-----------------|
| Acquisition cost, Jan. 1         | 206             |
| Decreases                        | -2              |
| <b>Acquisition cost, Dec. 31</b> | <b>204</b>      |
| <b>Book value, Dec. 31</b>       | <b>204</b>      |

2009

| 1 000 EUR                        | Unlisted shares |
|----------------------------------|-----------------|
| Acquisition cost, Jan. 1         | 193             |
| Increase, business combination   | 13              |
| <b>Acquisition cost, Dec. 31</b> | <b>206</b>      |
| <b>Book value, Dec. 31</b>       | <b>206</b>      |

## Other items included in long-term receivables

| 1 000 EUR                  | 2010       | 2009 |
|----------------------------|------------|------|
| Long-term loan receivables | 206        | 211  |
| Long-term derivatives      | 397        |      |
| <b>Total</b>               | <b>603</b> | 211  |

## 15. Long-term Receivables

## Shares in associated companies

| 1 000 EUR                                     | 2010         | 2009  |
|---|--------------|-------|
| Acquisition cost, Jan. 1                      | 1 556        | 925   |
| Share of associated companies' profit or loss | 196          | 569   |
| Effect from exchange rate                     | -47          | 62    |
| <b>Acquisition cost, Dec. 31</b>              | <b>1 705</b> | 1 556 |

## 16. Associated Companies

ESL Shipping Ltd has a 35% holding in the associated company Credo AB. The carrying amount does not include goodwill. The unlisted Credo AB's registered office is in Donsö, Sweden. The company's net sales for the fiscal year were EUR 3.8 million, assets EUR 22.2 million, and liabilities EUR 16.5 million. Kaukomarkkinat Oy has a 33.3% holding in associated company Roll Systems Oy. The unlisted Roll Systems Oy's registered office is in Valkeakoski, Finland.

## Deferred tax receivables

| 1 000 EUR                   | 2010       | 2009 |
|-----------------------------|------------|------|
| Cash flow hedges            | 230        |      |
| Employee benefits           | 92         | 171  |
| Other temporary differences | 367        | 241  |
| <b>Total</b>                | <b>689</b> | 412  |

## 17. Deferred Taxes

### Changes in deferred taxes

On December 31, 2010, the Group had a total of EUR 1.6 million of confirmed losses (0.5), on which no deferred tax receivables had been recognized because the Group is unlikely to accumulate taxable income against which the losses could be utilized before the losses expire. Deferred tax liability of a total EUR 2.2 million (1.6) of the retained earnings were not recognized, since the funds are permanently invested in the countries in question.

## Deferred tax liabilities

| 1 000 EUR                      | 2010          | 2009   |
|--------------------------------|---------------|--------|
| Depreciation in excess of plan | 8 141         | 8 933  |
| Convertible capital loan       | 1 467         | 880    |
| Tangible and intangible assets | 3 566         | 3 714  |
| Other                          | 59            | 11     |
| <b>Total</b>                   | <b>13 233</b> | 13 538 |

## Changes in deferred tax receivables

| 1 000 EUR  | 2010       | 2009 |
|--|------------|------|
| Deferred tax receivables, Jan. 1                     | 412        | 896  |
| Items recorded in the income statement               |            |      |
| Measurement of derivatives                           | 30         | -80  |
| Unutilized tax losses                                |            | -169 |
| Employee benefits                                    | -79        | 149  |
| Other temporary differences                          | 96         | -270 |
| Items recorded in the comprehensive income statement | 230        |      |
| Items recorded in shareholders' equity               |            | -114 |
| <b>Deferred tax receivables, Dec. 31</b>             | <b>689</b> | 412  |

### Changes in deferred tax liabilities

| 1 000 EUR  | 2010          | 2009          |
|--|---------------|---------------|
| Deferred tax liabilities, Jan. 1                                 | 13 538        | 13 971        |
| Items recorded in the income statement                           |               |               |
| Depreciation in excess of plan                                   | -792          | 46            |
| Intangible and tangible assets                                   | -148          | -1 003        |
| Other  | 48            | -396          |
| Items recorded in shareholders' equity, convertible capital loan | 587           | 857           |
| Acquisition  |               | 63            |
| <b>Deferred tax liabilities, Dec. 31</b>                         | <b>13 233</b> | <b>13 538</b> |

## 18. Inventories

An expense of EUR 1.1 million (1.1) was recognized for the past fiscal year for a write-down of inventories to net realizable value.

| 1 000 EUR              | 2010          | 2009          |
|------------------------|---------------|---------------|
| Materials and supplies | 3 806         | 3 090         |
| Finished goods         | 39 373        | 25 468        |
| Other inventories      | 1 726         | 688           |
| <b>Total</b>           | <b>44 905</b> | <b>29 246</b> |

## 19. Accounts Receivable and Other Receivables

The carrying amount is considered to be close to fair value. Accounts receivable do not involve significant credit loss risks. A total of EUR 0.3 million (0.6) were recognized as impairment loss from accounts receivable.

| 1 000 EUR  | 2010          | 2009          |
|--|---------------|---------------|
| Accounts receivable                                      | 39 213        | 33 385        |
| Refund from the Ministry of Transport and Communications | 1 790         | 1 743         |
| Advance payments   | 232           | 564           |
| VAT receivable   | 414           | 1 076         |
| Other deferred receivables                               | 3 108         | 6 539         |
| <b>Total</b>   | <b>44 757</b> | <b>43 307</b> |

## 20. Cash and Cash Equivalents

| 1 000 EUR         | 2010         | 2009          |
|-------------------|--------------|---------------|
| Commercial papers | 2            |               |
| Bank accounts     | 7 146        | 11 525        |
| <b>Total</b>      | <b>7 148</b> | <b>11 525</b> |

## 21. Shareholders' Equity

### Shares and share capital

On December 31, 2010, Aspo Plc's number of shares was 26,836,703 and the share capital was EUR 17.7 million.

The equity portion of Aspo's convertible capital loan is included in the shareholders' equity. Own shares held by the company are recognized as a decrease in shareholders' equity.

Shareholders' equity consists of the share capital, premium fund, revaluation fund, translation difference, invested unrestricted equity fund, and

retained earnings. Share subscriptions based on the convertible bond that were issued during the validity of the old Companies Act (29.9.1978/734) were recognized in the premium fund. The invested unrestricted equity fund includes other equity-type investments and share subscription price to the extent that it is not recognized in the share capital in accordance with a separate agreement. The revaluation fund includes the changes in the fair value of instruments involved in hedge accounting.

### Dividends

After the closing date, the Board of Directors has proposed that a dividend of EUR 0.42 per share be distributed for 2010. A dividend of EUR 0.42 per share was distributed for 2009 (EUR 0.42 for 2008).

### Shareholders' equity 2010

| 1 000 EUR                              | in 1,000s     | Share capital | Premium fund | Invested unrestricted equity fund | Treasury shares | Total         |
|--|---------------|---------------|--------------|-----------------------------------|-----------------|---------------|
| <b>January 1</b>                       | <b>25 786</b> | <b>17 692</b> | <b>4 351</b> | <b>274</b>                        | <b>-3 778</b>   | <b>18 539</b> |
| Conversion of convertible capital loan | 431           |               |              | 2 298                             |                 | 2 298         |
| Share-based incentive system           | 43            |               |              | 283                               | 183             | 466           |
| Shareholding plan for Aspo management  | -115          |               |              |                                   | -937            | -937          |
| Translation difference                 |               |               |              | 4                                 |                 | 4             |
| <b>December 31</b>                     | <b>26 145</b> | <b>17 692</b> | <b>4 351</b> | <b>2 859</b>                      | <b>-4 532</b>   | <b>20 370</b> |
| Own shares held by the Group           | 691           |               |              |                                   |                 |               |
| <b>Total number of shares</b>          | <b>26 836</b> |               |              |                                   |                 |               |

### Shareholders' equity 2009

| 1 000 EUR                     | in 1,000s     | Share capital | Premium fund | Invested unrestricted equity fund | Treasury shares | Total         |
|-------------------------------|---------------|---------------|--------------|-----------------------------------|-----------------|---------------|
| <b>January 1</b>              | <b>25 786</b> | <b>17 692</b> | <b>4 351</b> | <b>248</b>                        | <b>-3 778</b>   | <b>18 513</b> |
| Transfer to fund              |               |               |              | 26                                |                 | 26            |
| <b>December 31</b>            | <b>25 786</b> | <b>17 692</b> | <b>4 351</b> | <b>274</b>                        | <b>-3 778</b>   | <b>18 539</b> |
| Own shares held by the Group  | 620           |               |              |                                   |                 |               |
| <b>Total number of shares</b> | <b>26 406</b> |               |              |                                   |                 |               |

### Revaluation fund

| 1 000 EUR            | 2010 | 2009 |
|----------------------|------|------|
| Cash flow hedge fund | -654 |      |

### Appropriations

| 1 000 EUR                                  | 2010          | 2009          |
|--|---------------|---------------|
| Accumulated depreciation in excess of plan | 31 368        | 34 405        |
| Deferred taxes on excess depreciation      | -8 141        | -8 934        |
| <b>Total</b>                               | <b>23 227</b> | <b>25 471</b> |

### Equity portion of the convertible capital loan

| 1 000 EUR                                      | 2010  | 2009  |
|--|-------|-------|
| Equity portion of the convertible capital loan | 2 572 | 2 572 |

## 22. Loans

Aspo Plc has a total of EUR 12,200,000 in equity-based convertible bonds. The loan will be repaid in one installment on June 30, 2014, provided that the repayment conditions outlined in Chapter 12 of the Finnish Companies Act and the loan terms are met. The loan has a fixed interest rate of 7%. The capital notes can be converted into Aspo stock. Each share of the loan, worth EUR 50,000, entitles the loan shareholder to convert the loan share into 7,690 shares in Aspo Plc. The conversion price for the share is EUR 6.50. The loan can be converted annually between January 2 and November 30. The conversion period ends on June 15, 2014.

A total of 430,640 new shares corresponding to 56 loan shares, were subscribed in 2010.

The convertible capital loan is divided between equity-based and external financing in the financial statements. The share of the equity-based component is EUR 2.4 million.

### Long-term liabilities

| 1 000 EUR                | 2010          | 2009          |
|--------------------------|---------------|---------------|
| Loans                    | 45 583        | 21 049        |
| Pension loans            | 9 000         | 10 404        |
| Convertible capital loan | 10 036        | 11 954        |
| <b>Total</b>             | <b>64 619</b> | <b>43 407</b> |

### Short-term liabilities and used overdraft facilities

| 1 000 EUR                 | 2010          | 2009          |
|---------------------------|---------------|---------------|
| Loans                     | 9 902         | 22 021        |
| Used overdraft facilities | 1 768         | 4 097         |
| Pension loans             | 1 404         | 807           |
| <b>Total</b>              | <b>13 074</b> | <b>26 925</b> |

### Maturing of financial leasing liabilities

| 1 000 EUR  | 2010         | 2009         |
|--|--------------|--------------|
| <b>Financial leasing liabilities – total amount of minimum rents</b>   |              |              |
| Within one year  | 1 263        | 1 181        |
| After one year and within five years                                   | 3 673        | 4 168        |
| <b>Total</b>   | <b>4 936</b> | <b>5 349</b> |
| <b>Current value of minimum rents in financial leasing liabilities</b> |              |              |
| Within one year  | 995          | 1 087        |
| After one year and within five years                                   | 3 418        | 3 916        |
| <b>Total</b>   | <b>4 413</b> | <b>5 003</b> |
| Financial expenses accumulated in the future                           | 523          | 345          |

### Other long-term liabilities

| 1 000 EUR                     | 2010       | 2009       |
|-------------------------------|------------|------------|
| Share-based incentive system  | 321        | 171        |
| Long-term derivatives         | 382        |            |
| Financial leasing liabilities |            | 12         |
| <b>Total</b>                  | <b>703</b> | <b>183</b> |

## 23. Accounts Payable and Other Liabilities

### Accounts payable and other liabilities

| 1 000 EUR                             | 2010          | 2009          |
|---------------------------------------|---------------|---------------|
| Accounts payable                      | 31 949        | 25 348        |
| Advances received                     | 3 759         | 1 392         |
| Salaries and social contributions     | 5 271         | 3 004         |
| Employer contributions                | 1 084         | 1 839         |
| Accrued interest                      | 749           | 860           |
| VAT liability                         | 3 956         | 2 335         |
| Share-based incentive system          |               | 102           |
| Other short-term deferred liabilities | 4 422         | 8 519         |
| <b>Total</b>                          | <b>51 190</b> | <b>43 399</b> |

### Pension liabilities in the income statement

| 1 000 EUR          | 2010  | 2009  |
|--------------------|-------|-------|
| Contribution plans | 2 854 | 3 586 |

## 24. Pension Obligations

The Group has provided for statutory pension cover by taking out insurance with pension insurance companies. In foreign units, the pension cover is arranged in accordance with local legislation and social security regulations. The Group's pension schemes are treated as defined-contribution plans in the financial statements.

| 1 000 EUR            | Warranty and other provisions |
|----------------------|-------------------------------|
| <b>Dec. 31, 2009</b> | 174                           |
| Provisions in use    | 52                            |
| <b>Dec. 31, 2010</b> | <b>226</b>                    |

## 25. Provisions

The recorded provisions are based on best estimates on the closing date. Warranty provisions are primarily connected to the Group's product warranties and other provisions to pension and rent provisions.

## 26. Financial Risks and Financial Risk Management

### 26.1 Financial risk management principles and organization

The function of Aspo Group's financial risk management is to protect the operating margin and cash flows, and effectively manage fund-raising and liquidity. Aspo Group aims to develop the predictability of the results, future cash flows, and capital structure, and continuously adapt its operations to changes in the operating environment.

Financial risk management is based on the treasury policy approved by the Board of Directors, which defines the main principles for financial risk management in Aspo Group. The treasury policy defines general risk management objectives, the relationship between the Group's parent company and business units, the division of responsibility, and risk management-related reporting requirements. The treasury policy also defines the operating principles related to the management of currency risks, interest rate risks, and liquidity and refinancing risks.

Together with the Group Treasurer, the Group CEO is responsible for the implementation of financial risk management in accordance with the treasury policy approved by the Board of Directors. The business units are responsible for recognizing their own financial risks and managing them together with the parent company in accordance with the Group's treasury policy and more detailed instructions provided by the parent company.

### 26.2 Market risks

#### Currency risk

Aspo Group has subsidiaries, for example, in Scandinavia, the Baltics, as well as Russia and other CIS-countries (including Ukraine). All of Aspo Group's 14 operating countries used their own currency in 2010. Aspo Group's currency risk consists of foreign currency denominated receivables, liabilities, estimated currency flows, derivative agreements, and translation risks relating to the results and capital. Aspo Group's aim is to reduce the uncertainty related to fluctuations in results, cash flows, and balance sheet items.

In line with Aspo's strategy, an increasingly significant proportion of the operational volume of the Telko and Leipurin segments comes from Russia. Therefore, the main currency risks of these segments relate to the Russian ruble. Net sales and operating profit generated from Russia by the Telko and Leipurin segments would decrease if the Russian ruble weakened against the euro. ESL Ship-

ping's exchange rate risks are mainly connected to dollar denominated investments. In 2010, ESL Shipping made the largest vessel investment in its history. The total investment is worth about USD 80 million. Cash flows arising from the investment are scheduled for the period from 2010 to 2012. The company has protected investment related cash flows mainly with derivative contracts. On the closing date, Aspo Group's currency position mainly consisted of internal and external interest-free and interest-bearing receivables and liabilities, and currency derivatives.

The Aspo Group has investments in foreign subsidiaries. On the closing date of December 31, 2010, the Group's equity investments in foreign subsidiaries totaled EUR 28.0 million (22.5). Since these investments do not have a significant impact on the whole Group's shareholders' equity, the Group has not found it justifiable to hedge the investment related translation position. The table below shows the Group's share in the subsidiaries' equity by currency.

#### Interest rate risk

The effects of changes in the interest rate levels on Aspo Group's cash flow and earnings generate an interest rate risk. On December 31, 2010, the Group's interest-bearing liabilities totaled EUR 77.7 million (70.3) and cash and cash equivalents EUR 7.1 million (11.5). Aspo Group's loan portfolio is reviewed on the basis of the average interest rate, average maturity, and the ratio between fixed rate and variable rate loans. On the closing date, the average interest rate of interest-bearing liabilities was 2.9% (3.4), the average maturity 4.1 years (2.7) and the share of fixed-rate loans 36% (44).

#### Sensitivity to market risks

Aspo Group has exposure to interest rate and currency risks via financial instruments, such as financial assets and liabilities as well as derivative contracts, included in the balance sheet on the closing date. The currency position varies during the year and, accordingly, the position included in the balance sheet on the closing date does not necessarily reflect the situation during the fiscal year. The impact of foreign currency denominated sales and purchase transactions made during the year on the income statement is not taken into account in the sensitivity calculations unless they were hedged through derivatives.

The sensitivity analysis is used to analyze the impact of market trends on measurements.

#### Interest-bearing liabilities by currency

| 1 000 EUR    | 2010          | 2009          |
|--------------|---------------|---------------|
| EUR          | 74 522        | 66 236        |
| Other        | 3 171         | 4 096         |
| <b>Total</b> | <b>77 693</b> | <b>70 332</b> |

#### Accounts receivable by currency

| 1 000 EUR    | 2010          | 2009          |
|--------------|---------------|---------------|
| USD          | 1 196         | 1 837         |
| EUR          | 19 457        | 14 753        |
| SEK          | 919           | 424           |
| DKK          | 1 016         | 814           |
| EEK          | 2 470         | 1 453         |
| RUB          | 5 856         | 7 602         |
| UAH          | 1 703         | 1 028         |
| Other        | 6 596         | 5 474         |
| <b>Total</b> | <b>39 213</b> | <b>33 385</b> |

#### Investments in foreign subsidiaries

| 1 000 EUR    | Shareholders' equity 2010 | Shareholders' equity 2009 |
|--------------|---------------------------|---------------------------|
| SEK          | 2 437                     | 2 040                     |
| DKK          | 6 632                     | 6 008                     |
| EEK          | 4 183                     | 3 003                     |
| RUB          | 10 981                    | 7 534                     |
| NOK          | 101                       | 89                        |
| LVL          | 1 000                     | 1 794                     |
| LTL          | 879                       | 677                       |
| UAH          | 372                       | -351                      |
| PLN          | 1 381                     | 2 006                     |
| BYR          | 35                        |                           |
| CNY          | 470                       | 203                       |
| KZT          | 6                         |                           |
| EUR          | -484                      | -458                      |
| <b>Total</b> | <b>27 993</b>             | <b>22 545</b>             |

#### Cash and bank deposits and unutilized binding credit limit agreements

| 1 000 EUR              | 2010          | 2009          |
|------------------------|---------------|---------------|
| Cash and bank deposits | 7 148         | 11 525        |
| Credit limits          | 50 000        | 80 000        |
| <b>Total</b>           | <b>57 148</b> | <b>91 525</b> |

The sensitivity calculation regarding changes in the euro/dollar rate is based on the following assumptions:

- The exchange rate change of +/-10%.

- The position includes dollar denominated financial assets and liabilities, such as deposits, accounts receivable and other receivables, accounts payable, cash at hand and in banks, and derivatives.
- Future cash flows in dollars are not taken into account in the position.

The sensitivity calculation resulting from changes in interest rates is based on the following assumptions:

- The interest level changes by one percentage point.
- The position includes floating-rate interest-bearing financial liabilities and receivables.
- The calculation is based on balance sheet values on the closing date, and changes in capital during the year are not taken into account.

Market risks also have an impact on Aspo Group through items other than financial instruments. The oil price risk has an impact on Aspo Group's performance through transportation costs. The Group has hedged against this risk by means of contractual clauses. The fluctuations in raw material prices for chemicals and food also affect the Group's financial performance.

#### Hedge accounting

In 2010, cash flows relating to the vessel investment by ESL Shipping are mainly protected with derivative contracts. These derivative contracts fall within the scope of hedge accounting and their valuation differences are recognized under Aspo Group's equity. Effective shares of the changes in the fair values of derivatives within the scope of hedging, after adjusting their tax effects, amount to EUR -0.7 million (0.3), which is recognized in other comprehensive income items. Hedged, very likely transactions are estimated to take place in 2011 and 2012. The interest component in hedged currency forwards and the time-value of hedged options are recognized in the financial items of the income statement.

#### 26.3 Liquidity and refinancing risks

Aspo Group's objective is to ensure sufficient financing for operations in all situations and market conditions. In accordance with the treasury policy, the sources of financing are spread among a sufficient number of counterparties and different loan instruments. The sufficient number of binding financial agreements and sufficient maturity ensure Aspo Group's current and near future financing needs. During the 2010 fiscal year, the main focus in financing was on the extending of the maturity distribution.

#### Risks based on financial instruments

| 1 000 EUR   | 2010<br>Income<br>statement | 2010<br>Share-<br>holders'<br>equity | 2009<br>Income<br>statement | 2009<br>Share-<br>holders'<br>equity |
|---|-----------------------------|--------------------------------------|-----------------------------|--------------------------------------|
| +10% in the EUR/USD exchange rate                           | -220                        | -2 768                               |                             |                                      |
| -10% in the EUR/USD exchange rate                           | 220                         | 2 768                                |                             |                                      |
| Change of +100 basic points<br>in the market interest rates | -500                        |                                      | -115                        |                                      |
| Change of -100 basic points<br>in the market interest rates | 500                         |                                      | 115                         |                                      |

#### Accounts receivables by age

| 1 000 EUR                     | 2010          | 2009          |
|-------------------------------|---------------|---------------|
| Not matured                   | 28 769        | 24 313        |
| Matured 1-30 days ago         | 7 305         | 7 224         |
| Matured 31-60 days ago        | 2 663         | 1 076         |
| Matured more than 60 days ago | 476           | 772           |
| <b>Total</b>                  | <b>39 213</b> | <b>33 385</b> |

Aspo Group's main financing needs relate to the parent company Aspo Plc's acquisitions and ESL Shipping's vessel investments. The main financing source for Telko, Leipurin, and Kaukkomarkkinat is the cash flow from their operations. Liquidity is ensured through cash funds, issuing commercial papers, and binding account limits, as well as revolving credit facilities granted by selected cooperation banks.

At the end of 2010, Aspo Group's liquid cash funds totaled EUR 7.1 million (11.5). On the closing date, Aspo Plc had a domestic commercial paper program, worth EUR 50 million, of which EUR 5 million was in use. On the closing date, Aspo Plc also had revolving credit facilities granted by selected cooperation banks in the amount of EUR 50 million, which were unutilized in full. A binding financial agreement was signed for the vessel ordered from India by ESL Shipping. It is estimated to be completed in the spring of 2011. A long-term financial agreement was signed for the first of two supramax vessels ordered by ESL Shipping in 2010.

All considerable financial agreements include a financial covenant which is based on the equity ratio. Some significant financial agreements also include a financial covenant which is based on the ratio of the operating margin to net liabilities. The limits of financial covenants were not exceeded during the fiscal year.

#### 26.4 Credit and counterparty risks

The Group has credit risk from accounts receivables. The Telko and Leipurin segments have an international and highly diversified customer base, and no considerable customer risk centers. ESL Shipping's

accounts receivable are connected to long-term customer relationships with creditworthy companies. The turnover rate of its accounts receivable is high. All segments hedge against credit risks by using, when necessary, payment terms based on advance payments and bank guarantees.

Aspo Group's aim is to have low liquid cash funds. The counterparty risk is managed by selecting known and financially solvent domestic and international banks as counterparties. Excess funds are invested in bank deposits and short-term money market instruments. ESL Shipping's vessel investments also include advance payments made to the shipyard. Only well-known and solvent banks are selected as granters of bank guarantees given as collateral for the repayment of the advance payments. The derivative contract-based counterparty risk is managed by selecting well-known and solvent domestic banks as counterparties.

#### 26.5 Management of capital structure

The Group's objective is to achieve an optimal capital structure with which Aspo Group can ensure the operational framework for short- and long-term operations.

Potential reorganizations within Aspo Group, Aspo Plc's dividend policy, ESL Shipping's vessel investments, and the profitability of the subsidiaries' operations are the main factors that may affect the capital structure.

The development of Aspo Group's capital structure is mainly monitored through the equity ratio and net gearing. On December 31, 2010, the Group's equity ratio was 33.2% (34.6) and net gearing 101.5% (87.9).

## Maturity analysis

| 2010                                | Balance<br>sheet value<br>Dec 31,<br>2010 | Cash flow<br>2011 <sup>1</sup> | 2012    | 2013   | 2014    | 2015-   |
|-------------------------------------|---|--------------------------------|---------|--------|---------|---------|
| 1 000 EUR                           |   |                                |         |        |         |         |
| Loans                               | -50 107                                   | -9 792                         | -26 721 | -1 628 | -1 610  | -13 839 |
| Convertible capital loan            | -10 036                                   | -865                           | -865    | -865   | -13 065 |         |
| Pension loans                       | -10 404                                   | -1 748                         | -2 285  | -2 218 | -2 151  | -3 101  |
| Overdraft facility                  | -2 733                                    | -1 768                         | -965    |        |         |         |
| Financial leasing liabilities       | -4 413                                    | -1 263                         | -1 992  | -1 090 | -590    | -1      |
| Accounts payable, other liabilities | -51 893                                   | -51 190                        | -703    |        |         |         |
| <b>Derivative instruments</b>       |   |                                |         |        |         |         |
| Currency derivatives                |   |                                |         |        |         |         |
| In hedge accounting                 |   |                                |         |        |         |         |
| Cash flows to be paid               |   | -529                           | -182    |        |         |         |
| Not in hedge accounting             |   |                                |         |        |         |         |
| Cash flows to be paid               |   | -21                            |         |        |         |         |

<sup>1</sup>Repayments in 2011 are included in short-term items.

| 2009                                | Balance<br>sheet value<br>Dec 31,<br>2009 | Cash flow<br>2010 <sup>1</sup> | 2011   | 2012   | 2013   | 2014-   |
|-------------------------------------|---|--------------------------------|--------|--------|--------|---------|
| 1 000 EUR                           |   |                                |        |        |        |         |
| Loans                               | -38 066                                   | -21 730                        | -1 294 | -6 213 | -1 125 | -10 033 |
| Convertible capital loan            | -11 954                                   | -1 065                         | -1 065 | -1 065 | -1 062 | -16 073 |
| Pension loans                       | -11 211                                   | -1 190                         | -1 748 | -2 285 | -2 218 | -5 252  |
| Overdraft facility                  | -4 097                                    | -4 097                         |        |        |        |         |
| Financial leasing liabilities       | -5 003                                    | -1 181                         | -1 919 | -1 156 | -740   | -353    |
| Accounts payable, other liabilities | -43 573                                   | -43 573                        |        |        |        |         |
| <b>Derivative instruments</b>       |   |                                |        |        |        |         |
| Currency derivatives                |   |                                |        |        |        |         |
| Not in hedge accounting             |   |                                |        |        |        |         |
| Cash flows to be paid               |   | -675                           |        |        |        |         |
| Cash flows to be received           |   | 2                              |        |        |        |         |

<sup>1</sup>Repayments in 2010 are included in short-term items.

## Book values of financial assets and liabilities by measurement group

2010

| 1 000 EUR                                 | Financial assets/liabilities recognized at fair value through profit or loss | Loans and other receivables | Other liabilities | Financial assets available for sale | Financial liabilities recognized at amortized cost | Derivatives in hedge accounting | Book values of balance sheet items |
|---|--|-----------------------------|-------------------|-------------------------------------|--|---------------------------------|------------------------------------|
| <b>Long-term financial assets</b>         |  |                             |                   |                                     |  |                                 |                                    |
| Long-term receivables                     |  | 206                         |                   |                                     |  |                                 | 206                                |
| Derivative contracts                      |  |                             |                   |                                     |  | 397                             | 397                                |
| Other financial assets                    |  |                             |                   | 204                                 |  |                                 | 204                                |
| <b>Short-term financial assets</b>        |  |                             |                   |                                     |  |                                 |                                    |
| Accounts receivable and other receivables |  | 44 668                      |                   |                                     |  | 89                              | 44 757                             |
| <b>Book value by measurement group</b>    |  | 44 874                      |                   | 204                                 |  | 486                             | 45 564                             |
| <b>Long-term financial liabilities</b>    |  |                             |                   |                                     |  |                                 |                                    |
| Long-term interest-bearing liabilities    |  |                             |                   |                                     | 64 619   |                                 | 64 619                             |
| <b>Short-term financial liabilities</b>   |  |                             |                   |                                     |  |                                 |                                    |
| Short-term interest-bearing liabilities   |  |                             |                   |                                     | 13 074   |                                 | 13 074                             |
| Derivative contracts                      | 20   |                             |                   |                                     |  | 708                             | 728                                |
| Non-interest bearing current liabilities  |  |                             | 50 462            |                                     |  |                                 | 50 462                             |
| <b>Book value by measurement group</b>    | 20   |                             | 50 462            |                                     | 77 693   | 708                             | 128 883                            |

2009

| 1 000 EUR                                 | Financial assets/liabilities recognized at fair value through profit or loss | Loans and other receivables | Other liabilities | Financial assets available for sale | Financial liabilities recognized at amortized cost | Derivatives in hedge accounting | Book values of balance sheet items |
|---|--|-----------------------------|-------------------|-------------------------------------|--|---------------------------------|------------------------------------|
| <b>Long-term financial assets</b>         |  |                             |                   |                                     |  |                                 |                                    |
| Long-term receivables                     |  | 211                         |                   |                                     |  |                                 | 211                                |
| Derivative contracts                      | 2  |                             |                   |                                     |  |                                 | 2                                  |
| Other financial assets                    |  |                             |                   | 206                                 |  |                                 | 206                                |
| <b>Short-term financial assets</b>        |  |                             |                   |                                     |  |                                 |                                    |
| Accounts receivable and other receivables |  | 43 305                      |                   |                                     |  |                                 | 43 305                             |
| <b>Book value by measurement group</b>    | 2  | 43 516                      |                   | 206                                 |  |                                 | 43 724                             |
| <b>Long-term financial liabilities</b>    |  |                             |                   |                                     |  |                                 |                                    |
| Long-term interest-bearing liabilities    |  |                             |                   |                                     | 43 407   |                                 | 43 407                             |
| <b>Short-term financial liabilities</b>   |  |                             |                   |                                     |  |                                 |                                    |
| Short-term interest-bearing liabilities   |  |                             |                   |                                     | 26 925   |                                 | 26 925                             |
| Derivative contracts                      | 675  |                             |                   |                                     |  |                                 | 675                                |
| Non-interest bearing current liabilities  |  |                             | 42 724            |                                     |  |                                 | 42 724                             |
| <b>Book value by measurement group</b>    | 675  |                             | 42 724            |                                     | 70 332   |                                 | 113 731                            |

## 27. Derivative Contracts

Available market rates and prices are used to calculate fair values.

| 1 000 EUR                    | Face values<br>2010 | Fair values, net<br>2010 | Face values<br>2009 | Fair values, net<br>2009 |
|------------------------------|---------------------|--------------------------|---------------------|--------------------------|
| Currency derivatives         |                     |                          |                     |                          |
| Currency forwards (level 2)* | -765                | -21                      | -478                | -671                     |
| In hedge accounting          |                     |                          |                     |                          |
| Currency forwards (level 2)* | -30 381             | -711                     |                     |                          |
| Currency options (level 2)*  | -6 334              | -117                     |                     |                          |
| <b>Total</b>                 |                     | <b>-849</b>              |                     | <b>-671</b>              |

\*The fair value of financial instruments not traded on a functional market is determined by means of measurement methods. These measurement methods use verifiable information, if available, as much as possible, and company-specific estimates as little as possible. If all essential information needed in the determination of the fair value for an instrument is verifiable, the instrument is at level 2.

## 28. Guarantees and Commitments

As part of their ordinary business activities, the Group and some of its subsidiaries sign different agreements under which financial or performance guarantees are offered to third parties on behalf of these subsidiaries. These agreements are primarily made in order to support or improve Group companies' creditworthiness, which makes it easier to find sufficient financing.

### Collateral for own debt

| 1 000 EUR                            | 2010           | 2009          |
|--------------------------------------|----------------|---------------|
| Mortgages given                      | 27 454         | 37 500        |
| Bank guarantees                      | 41 095         | 33 553        |
| Other contingent liabilities         | 73             | 1 378         |
| Other leasing liabilities            |                |               |
| Within one year                      | 8 846          | 3 112         |
| After one year and within five years | 21 542         | 8 132         |
| After five years                     | 15 493         | 5 635         |
| <b>Total</b>                         | <b>114 503</b> | <b>89 310</b> |

### Guarantees given on behalf of associated companies

| 1 000 EUR  | 2010 | 2009 |
|------------|------|------|
| Guarantees | 50   | 50   |

### Guarantees given on behalf of others

| 1 000 EUR  | 2010 | 2009 |
|------------|------|------|
| Guarantees | 15   | 206  |

## Group companies

| Company                         | Country of incorporation | Holding % |
|---------------------------------|--------------------------|-----------|
| Aspo Plc, parent company        | Finland                  |           |
| Aspo Management Oy*             | Finland                  | 0.00      |
| Aspokem AB                      | Sweden                   | 100.00    |
| Aspokem Eesti AS                | Estonia                  | 100.00    |
| Aspokem International B.V.      | The Netherlands          | 100.00    |
| Aspotel Oy                      | Finland                  | 100.00    |
| Oy Bomanship Ab                 | Finland                  | 100.00    |
| ESL Shipping Oy                 | Finland                  | 100.00    |
| Hamina Terminal Services Oy     | Finland                  | 100.00    |
| ZAO Kauko                       | Russia                   | 100.00    |
| Kaukomarkkinat Oy               | Finland                  | 100.00    |
| Kaukomarkkinat Shanghai Ltd.    | China                    | 100.00    |
| OOO Kauko Rus                   | Russia                   | 100.00    |
| Kauko Time AB                   | Sweden                   | 100.00    |
| Laivanisännistöyhtiö Proomu 342 | Finland                  | 90.00     |
| Laivanisännistöyhtiö Proomu 343 | Finland                  | 90.00     |
| OOO Leipurien Tukku             | Russia                   | 100.00    |
| Leipurien Tukku Oy              | Finland                  | 100.00    |
| Leipurin Oy                     | Finland                  | 100.00    |
| LLC Leipurin                    | Ukraine                  | 100.00    |
| SIA Leipurin                    | Latvia                   | 100.00    |
| TOO Leipurin                    | Kazakhstan               | 100.00    |
| UAB Leipurin                    | Lithuania                | 100.00    |
| Leipurin Estonia AS             | Estonia                  | 100.00    |
| Leitok Oy                       | Finland                  | 100.00    |
| Molub-Alloy AB                  | Sweden                   | 100.00    |
| Opas Baltic AS                  | Estonia                  | 100.00    |
| Rauma Terminal Services Oy      | Finland                  | 100.00    |
| Suhi-Suomalainen Hiili Oy       | Finland                  | 100.00    |
| Telko Oy                        | Finland                  | 100.00    |
| FLLC Telko                      | Belarus                  | 100.00    |
| LLC Telko                       | Ukraine                  | 100.00    |
| OOO Telko                       | Russia                   | 100.00    |
| Telko UAB                       | Liettua                  | 100.00    |
| Telko Denmark A/S               | Denmark                  | 100.00    |
| Telko Latvia SIA                | Latvia                   | 100.00    |
| Telko Norway AS                 | Norway                   | 100.00    |
| Telko Plast & Gummi AB          | Sweden                   | 100.00    |
| Telko-Poland Sp. z o.o.         | Poland                   | 100.00    |
| Telko Shanghai Ltd.             | China                    | 100.00    |
| Oy Troili Ab                    | Finland                  | 100.00    |
| Wilfert Chemical Denmark A/S    | Denmark                  | 100.00    |
| Wilfert Chemical Nordic A/S     | Denmark                  | 100.00    |
| Wilfert Chemical Norway AS      | Norway                   | 100.00    |
| Wilfert Chemical Sweden AB      | Sweden                   | 100.00    |

\* The company has been established only for the purpose of managing Aspo Plc's shareholding arrangement. Aspo Plc is contractually entitled to exercise control in the company and in its decision-making.

## 29. Related Parties

### Group companies

Information on associated companies is presented in Note 16.

## Management benefits

### A Follow-on plan for the 2006 program

Aspo's Board of Directors decided in 2009 to continue the 2006 share-based incentive program for key persons and granted the involved persons the possibility to receive Aspo shares in the spring of 2010. The follow-on plan of the 2006 shareholding program was completed in the spring of 2010.

The 2006 shareholding program covers about 30 people. When the program ended, the persons involved were granted a total of 43,130 shares in Aspo Plc. According to the terms and conditions of the follow-on plan, those who received the shares were paid in cash a sum that covers taxes and tax-related costs arising from the value of the shares.

### The 2009 program

In March 2009, Aspo Plc's Board of Directors decided on a new shareholding program for Aspo Group's key personnel. The program's earning period started on January 1, 2009, and will end on December 31, 2011. Participation in the program and rewarding requires that the key employee acquires a number of Aspo Plc shares specified in advance by the Board of Directors.

The program's potential bonus is based on a continuation of the key person's employment relationship and Aspo Group's cumulative Earnings per Share indicator (EPS) in 2009–2011. The potential bonus will be paid partly in Aspo shares and partly in cash between January and March 2012. The proportion to be paid in cash covers taxes and tax-related costs arising from the bonus.

The program covers approximately 30 persons. The total of bonuses paid on the basis of the program corresponds at most with the value of 950,000 shares in Aspo Plc, including the portion paid in cash.

### Management's holding company

On October 26, 2010, the Board of Aspo Plc decided on a new shareholding program for Aspo Group's management. The purpose of the program is to enable considerable long-term shareholding in Aspo for those involved in the program. For the shareholding, the participants established a company called Aspo Management Oy, whose entire stock they own. Aspo Management Oy acquired 114,523 Aspo shares from the participants at market price and Aspo also assigned 322,637 shares at EUR 7.93 per share to the company in a directed share issue. As part of the arrangement, the Board

decided to grant Aspo Management Oy an interest-bearing loan, worth EUR 2,800,000, to finance the share purchase. The program is valid until the spring of 2014. After that, it will be dissolved in a manner to be decided upon at a later date. The program will be extended for one year at a time if the share price of Aspo at the beginning of 2014, 2015 or 2016 is below the average price at which Aspo Management Oy acquired the Aspo shares it owns. There are restrictions on the right of disposal of the shares for the duration of the program. As a rule, the participants' holding in Aspo Management Oy remains valid until the arrangement is dissolved.

### Other benefits

The retirement age of the CEO is 60. The CEO has a payment-based pension plan in which the pension is determined in accordance with the accumulated insurance savings at the time of retirement. The period of notice applied in the employment relationship of the CEO is six months. If notice is given by the company, severance pay corresponding to 18 months' salary will be paid in addition to the salary for the notice period.

Information on convertible bonds subscribed by the insiders is presented in the Corporate Governance section.

## Related party transactions Associated companies

| 1 000 EUR    | 2010         | 2009         |
|--------------|--------------|--------------|
| Services     | 4 073        | 3 611        |
| Receivables  | 201          | 201          |
| Liabilities  | 18           |              |
| <b>Total</b> | <b>4 292</b> | <b>3 812</b> |

## Share bonuses granted

|                             | Grant date     | Maximum number of shares awarded | Market value of share on grant date, EUR |
|-----------------------------|----------------|----------------------------------|--|
| Year 2009                   | March 10, 2009 | 425 000                          | 4.69                                     |
| Year 2006 continued program | March 10, 2009 | 43 150                           | 4.69                                     |

## Holding company of Aspo Management Oy

|           | Grant date       | Number of shares invested in the company | Market value of share on grant date, EUR |
|-----------|------------------|--|--|
| Year 2010 | October 26, 2010 | 437 160                                  | 8.10                                     |

## Share bonuses exercised during the fiscal year

|                             | Transfer date  | Number of shares transferred | Exercise price, weighted average, EUR |
|-----------------------------|----------------|------------------------------|---------------------------------------|
| Year 2006 continued program | March 25, 2010 | 43 130                       | 7.76                                  |

## Management benefits

| 1 000 EUR                         | 2010       | 2009       |
|-----------------------------------|------------|------------|
| CEO, salaries                     | 456        | 349        |
| CEO, share-based incentive system | 39         |            |
| CEO, bonuses                      | 88         | 85         |
| Members of the Board of Directors | 374        | 398        |
| <b>Total</b>                      | <b>957</b> | <b>832</b> |

# Key Figures

|  | IFRS<br>2010 | IFRS<br>2009 | IFRS<br>2008 | IFRS<br>2007 | IFRS<br>2006 |
|--|--------------|--------------|--------------|--------------|--------------|
| Net sales, MEUR  | 395.9        | 329.4        | 358.2*       | 208.9*       | 225.9        |
| Operating profit, MEUR   | 17.9         | 15.3         | 14.1*        | 25.4*        | 12.8         |
| Share of net sales, %  | 4.5          | 4.6          | 3.9          | 12.1         | 5.7          |
| Profit before taxes, MEUR  | 14.1         | 11.7         | 9.5*         | 24.3*        | 11.1         |
| Share of net sales, %  | 3.6          | 3.6          | 2.7          | 11.6         | 4.9          |
| Group  |              |              |              |              |              |
| Return on investment (ROI), %  | 12.7         | 11.1         | 18.5         | 25.7         | 14.9         |
| Return on equity (ROE), %  | 15.2         | 13.0         | 24.1         | 25.4         | 14.1         |
| Equity ratio, %  | 33.2         | 34.6         | 30.6         | 45.1         | 45.2         |
| Equity ratio excluding deferred tax liabilities, %                   | 39.6         | 41.6         | 37.1         | 51.8         | 51.7         |
| Gearing, %   | 101.5        | 87.9         | 124.9        | 32.4         | 35.7         |
| Gross investments in fixed assets, EUR million                       | 13.2         | 7.4          | 21.1         | 11.0         | 10.2         |
| Share of net sales, %  | 3.3          | 2.2          | 5.8          | 4.1          | 4.5          |
| Personnel, Dec. 31   | 712          | 717          | 827          | 699          | 694          |
| Average number of personnel  | 736          | 723          | 882          | 691          | 693          |
| <b>Share-specific indicators</b>                                     |              |              |              |              |              |
| Earnings/share (EPS), EUR, Continued                                 | 0.40         | 0.33         | 0.27         | 0.71         |              |
| Earnings/share (EPS), EUR, Discontinued                              |              |              | 0.33         | -0.12        |              |
| Earnings/share (EPS), EUR, Group                                     | 0.40         | 0.33         | 0.60         | 0.59         | 0.32         |
| Diluted earnings/share, EUR, Continued                               | 0.41         | 0.33         | 0.26         | 0.67         |              |
| Diluted earnings/share, EUR, Discontinued                            |              |              | 0.30         | -0.11        |              |
| Diluted earnings/share, EUR, Group                                   | 0.41         | 0.33         | 0.56         | 0.56         | 0.31         |
| Group  |              |              |              |              |              |
| Equity/share, EUR  | 2.63         | 2.59         | 2.56         | 2.43         | 2.26         |
| Nominal dividend/share, EUR (2010 proposed by Board of Directors)    | 0.42         | 0.42         | 0.42         | 0.42         | 0.41         |
| Share issue adjusted dividend/share, EUR                             | 0.42         | 0.42         | 0.42         | 0.42         | 0.41         |
| Dividend/earnings, %   | 106.2        | 126.6        | 70.1         | 71.3         | 128.9        |
| Effective dividend yield, %  | 5.1          | 7.1          | 10.4         | 6.5          | 6.0          |
| Price/earnings ratio (P/E)   | 20.7         | 17.8         | 6.7          | 10.9         | 21.1         |
| Diluted price/earnings ratio (P/E)                                   | 20.3         | 18.1         | 7.2          | 11.6         | 21.8         |
| Share price development  |              |              |              |              |              |
| average price, EUR   | 7.44         | 5.43         | 5.81         | 6.97         | 6.96         |
| lowest price, EUR  | 5.91         | 3.94         | 3.57         | 6.30         | 5.75         |
| highest price, EUR   | 8.31         | 6.20         | 6.90         | 7.80         | 8.62         |
| Closing price on the last day of trading during the fiscal year, EUR | 8.26         | 5.90         | 4.03         | 6.44         | 6.80         |
| Market cap, Dec. 31, MEUR  | 221.7        | 155.8        | 106.4        | 170.0        | 177.1        |
| excluding treasury shares, MEUR **                                   | 216.0        | 152.1        | 103.9        | 166.8        | 174.7        |
| Development of share turnover, 1,000                                 | 5 145        | 2 262        | 3 404        | 5 060        | 6 044        |
| Development of share turnover, %                                     | 19.2         | 8.6          | 12.9         | 19.2         | 23.2         |
| Total share trading, EUR 1,000                                       | 38 703       | 12 259       | 19 764       | 35 320       | 41 934       |
| Total number of shares, Dec. 31, 1,000                               | 26 837       | 26 406       | 26 406       | 26 399       | 26 048       |
| outstanding  | 26 145       | 25 786       | 25 786       | 25 908       | 25 690       |
| outstanding, average   | 25 892       | 25 786       | 25 827       | 25 807       | 25 368       |
| diluted number of shares, average                                    | 27 768       | 28 093       | 28 433       | 28 421       | 28 332       |

\* Continued operations

\*\* Treasury shares include the shares of Aspo Management Oy.

# Calculation Principles of Key Figures

|  |   |   |
|--|---|---|
| <b>Return on investment, % (ROI)</b>       | = | $\frac{\text{Profit before taxes} + \text{Interest and other financial expenses} \times 100}{\text{Balance sheet total} - \text{Interest-free liabilities (average)}}$              |
| <b>Return on equity, % (ROE)</b>           | = | $\frac{\text{Profit before taxes} - \text{Taxes} \times 100}{\text{Shareholders' equity} + \text{Non-controlling interest (average)}}$  |
| <b>Equity ratio, %</b>                     | = | $\frac{\text{Shareholders' equity} + \text{Non-controlling interest} \times 100}{\text{Balance sheet total} - \text{Advances received}}$  |
| <b>Gearing, %</b>                          | = | $\frac{\text{Interest-bearing liabilities} - \text{Liquid funds}}{\text{Shareholders' equity} + \text{Non-controlling interest}}$   |
| <b>Average number of personnel</b>         | = | Average number of personnel as the end of each month  |
| <b>Earnings per share (EPS), EUR</b>       | = | $\frac{\text{Profit before taxes} - \text{Income taxes on ordinary activities} - \text{Non-controlling interest}}{\text{Adjusted average number of shares during the fiscal year}}$ |
| <b>Shareholder's equity per share, EUR</b> | = | $\frac{\text{Shareholders' equity}}{\text{Adjusted number of shares on balance sheet date}}$  |
| <b>Adjusted dividend per share, EUR</b>    | = | $\frac{\text{Dividend per share paid for the fiscal year}}{\text{Share issue multiplier}}$  |
| <b>Dividend / earnings, %</b>              | = | $\frac{\text{Adjusted dividend per share} \times 100}{\text{Earnings per share}}$   |
| <b>Effective dividend yield, %</b>         | = | $\frac{\text{Adjusted dividend per share} \times 100}{\text{Average share price on closing day weighted with trading volume}}$  |
| <b>Price / earnings ratio (P/E)</b>        | = | $\frac{\text{Adjusted average share price on closing day}}{\text{Earnings per share}}$  |
| <b>Market value of shares, EUR</b>         | = | Number of shares outside the Group x Average share price on closing day weighted with trading volume  |

The impact of own shares has been eliminated in the calculation of key figures.

# Parent Company's Income Statement

| 1 000 EUR                                     | Notes | 2010          | 2009          |
|---|-------|---------------|---------------|
| Other operating income                        | 1.1   | 2 465         | 1 718         |
| Personnel costs                               | 1.2   | -2 550        | -3 095        |
| Depreciation and impairment                   | 1.3   | -48           | -95           |
| Other operating expenses                      | 1.4   | -4 548        | -4 001        |
| <b>Operating loss</b>                         |       | <b>-4 681</b> | <b>-5 473</b> |
| Financial income and expenses                 | 1.5   | -1 675        | 3 800         |
| <b>Loss before extraordinary items</b>        |       | <b>-6 356</b> | <b>-1 673</b> |
| Extraordinary items                           | 1.6   | 14 955        | 15 630        |
| <b>Profit before appropriations and taxes</b> |       | <b>8 599</b>  | <b>13 957</b> |
| Income taxes                                  | 1.7   | -2 351        | -2 132        |
| <b>Profit for the period</b>                  |       | <b>6 248</b>  | <b>11 825</b> |

# Parent Company's Balance Sheet

## Assets

| 1 000 EUR                       | Notes | 2010           | 2009    |
|---------------------------------|-------|----------------|---------|
| <b>Non-current assets</b>       |       |                |         |
| Intangible assets               | 2.1   | 6              | 37      |
| Tangible assets                 | 2.1   | 106            | 123     |
| Investments                     | 2.2   | 12 967         | 12 967  |
| <b>Total non-current assets</b> |       | <b>13 079</b>  | 13 127  |
| <b>Current assets</b>           |       |                |         |
| Long-term receivables           | 2.3   |                | 75      |
| Current receivables             | 2.3   | 103 352        | 133 506 |
| Cash and bank deposits          |       | 7              | 3 407   |
| <b>Total current assets</b>     |       | <b>103 359</b> | 136 988 |
| <b>Total assets</b>             |       | <b>116 438</b> | 150 115 |

## Shareholders' equity and liabilities

| 1 000 EUR   | Notes | 2010           | 2009    |
|---|-------|----------------|---------|
| <b>Shareholders' equity</b>                       |       |                |         |
| Share capital                                     | 2.4   | 17 692         | 17 692  |
| Premium fund                                      | 2.4   | 4 351          | 4 351   |
| Invested unrestricted equity fund                 | 2.4   | 5 889          | 248     |
| Retained earnings                                 | 2.4   | 6 071          | 5 095   |
| Profit for the period                             |       | 6 248          | 11 825  |
| <b>Total shareholders' equity</b>                 |       | <b>40 251</b>  | 39 211  |
| <b>Mandatory provisions</b>                       | 2.5   | <b>397</b>     | 288     |
| <b>Liabilities</b>                                |       |                |         |
| <b>Long-term liabilities</b>                      |       |                |         |
| Loans from financial institutions                 | 2.6   | 25 965         | 5 000   |
| Convertible capital loan                          | 2.6   | 12 200         | 15 000  |
| Loans from Group companies                        | 2.6   | 9 000          | 10 000  |
| <b>Total long-term liabilities</b>                |       | <b>47 165</b>  | 30 000  |
| <b>Short-term liabilities</b>                     |       |                |         |
| Loans from financial institutions                 | 2.7   | 5 000          | 20 000  |
| Debts to Group companies                          | 2.7   | 22 116         | 59 158  |
| Accounts payable                                  | 2.7   | 257            | 24      |
| Other liabilities                                 | 2.7   | 54             | 58      |
| Deferred liabilities                              | 2.7   | 1 198          | 1 376   |
| <b>Total short-term liabilities</b>               |       | <b>28 625</b>  | 80 616  |
| <b>Total liabilities</b>                          |       | <b>75 790</b>  | 110 616 |
| <b>Total shareholders' equity and liabilities</b> |       | <b>116 438</b> | 150 115 |

# Parent Company's Cash Flow Statement

| 1 000 EUR   | 2010          | 2009           |
|---|---------------|----------------|
| <b>Operational cash flow</b>                          |               |                |
| Operating loss  | -4 681        | -5 473         |
| Adjustments to operating loss                         | 198           | 428            |
| Change in working capital                             | 166           | 305            |
| Interest paid   | -2 756        | -3 796         |
| Interest received                                     | 175           | 1 434          |
| Dividends received                                    | 5 805         | 4              |
| Taxes paid  | -34           | -4 198         |
| <b>Operational cash flow</b>                          | <b>-1 127</b> | <b>-11 296</b> |
| <b>Cash flow from investments</b>                     |               |                |
| Investments in tangible and intangible assets         |               | -36            |
| <b>Cash flow from investments</b>                     |               | <b>-36</b>     |
| <b>Cash flow from financing</b>                       |               |                |
| Disposal of treasury shares                           | 2 841         |                |
| New long-term loans                                   | 20 000        | 15 000         |
| Change in short-term receivables                      | 15 421        | 69 771         |
| Change in short-term liabilities                      | -46 282       | -60 481        |
| Convertible capital loan                              |               | 15 000         |
| Loans from financial institutions, Cash pool accounts | 965           |                |
| Convertible capital loan amortized                    |               | -15 513        |
| Group contributions received                          | 22 300        |                |
| Group contributions paid                              | -6 670        |                |
| Dividends distributed                                 | -10 848       | -10 830        |
| <b>Cash flow from financing</b>                       | <b>-2 273</b> | <b>12 947</b>  |
| <b>Change in liquid funds</b>                         | <b>-3 400</b> | <b>1 615</b>   |
| Liquid funds Jan. 1                                   | 3 407         | 1 792          |
| <b>Liquid funds Dec. 31</b>                           | <b>7</b>      | <b>3 407</b>   |

# Notes to the Parent Company's Financial Statements

## Accounting principles

Aspo Plc's financial statements have been compiled in accordance with FAS. The accounting principles have not changed from the previous year. When compiling the financial statements, the management of the company must, in accordance with valid regulations and good accounting practice, make estimates and assumptions that affect the valuation and allocation of financial statement items. The actual figures may differ from the estimates.

## Foreign currency transactions

Foreign currency denominated transactions are recorded at the exchange rates valid on the transaction date. On the closing date, the receivables and liabilities on the balance sheet are valued at the exchange rates of the closing date. Outstanding hedging instruments for foreign currency denominated items are valued at the rate of the day, taking into account interest rates. Foreign exchange gains and losses related to business operations are recognized as net sales and operational expense adjustment items. Financing related foreign exchange gains and losses are recognized in financial income and expenses.

## Pensions

The company's pension coverage is arranged through pension insurance.

## Receivables

Receivables are valued at acquisition cost or probable value, if lower.

## Non-current assets and depreciations

Non-current assets are recognized in the balance sheet at direct acquisition cost, less depreciations made. The depreciation periods for non-current assets are:

- Other long-term costs 3–10 years
- Buildings 15–40 years
- Machinery and equipment 3–8 years
- Other tangible assets 5–40 years

## Leasing

Leasing payments are treated as rent expenses.

## Extraordinary items

Extraordinary income and expenses include items outside actual business operations, such as group contributions.

## Mandatory provisions

Mandatory provisions on the balance sheet include items that are either based on contracts or otherwise binding obligations, but have not yet materialized. Changes to mandatory provisions are included in the income statement.

## Income taxes

The income taxes in the income statement include taxes calculated on profit for the period based on Finnish tax legislation and adjustment of taxes from previous financial periods.

## Dividends

No recognition of the dividend proposed by the Board of Directors to the Annual Shareholders' Meeting was made in the financial statements. The dividends are only taken into account after the decision by the Annual Shareholders' Meeting.

| 1 000 EUR                             | 2010         | 2009         |
|---------------------------------------|--------------|--------------|
| Gains on the disposal of fixed assets |              | 2            |
| Other operating income, Group         | 900          | 905          |
| Rents, Group                          | 1 342        | 810          |
| Other rents                           | 221          |              |
| Other operating income                | 2            | 1            |
| <b>Total</b>                          | <b>2 465</b> | <b>1 718</b> |

## 1.1 Other Operating Income

### Personnel costs

| 1 000 EUR                               | 2010         | 2009         |
|---|--------------|--------------|
| Salaries and benefits                   | 1 703        | 1 876        |
| Share-based incentive system            | 289          | 270          |
| Profit bonus paid to the personnel fund | 3            | -17          |
| Pension costs                           | 428          | 759          |
| Other personnel costs                   | 127          | 207          |
| <b>Total</b>                            | <b>2 550</b> | <b>3 095</b> |

## 1.2 Notes Concerning Personnel and Board Members

### Management salaries and benefits

| 1 000 EUR                         | 2010       | 2009       |
|-----------------------------------|------------|------------|
| CEO, salaries                     | 456        | 349        |
| CEO, share-based incentive system | 39         |            |
| CEO, bonuses                      | 88         | 85         |
| Members of the Board of Directors | 374        | 398        |
| <b>Total</b>                      | <b>957</b> | <b>832</b> |

| 1 000 EUR               | 2010      | 2009      |
|-------------------------|-----------|-----------|
| Machinery and equipment | 17        | 29        |
| Intangible assets       | 31        | 66        |
| <b>Total</b>            | <b>48</b> | <b>95</b> |

## 1.3 Depreciation and Impairment

| 1 000 EUR             | 2010         | 2009         |
|-----------------------|--------------|--------------|
| Rents                 | 2 069        | 1 438        |
| Other expenses        | 2 479        | 2 563        |
| <b>Total</b>          | <b>4 548</b> | <b>4 001</b> |
| <b>Auditors' fees</b> |              |              |
| Auditing              | 41           | 40           |
| Tax advice            | 37           | 41           |
| Other services        | 35           | 90           |
| <b>Total</b>          | <b>113</b>   | <b>130</b>   |

## 1.4 Other Operating Expenses

## 1.5 Financial Income and Expenses

| 1 000 EUR   | 2010   | 2009   |
|---|--------|--------|
| <b>Dividend income</b>                                |        |        |
| From Group companies                                  |        | 5 800  |
| From others   | 5      | 4      |
| <b>Income from long-term investments</b>              | 5      | 5 804  |
| <b>Other interest and financial income</b>            |        |        |
| From Group companies                                  | 954    | 1 410  |
| From others   | 4      | 24     |
| <b>Total interest and other financial income</b>      | 958    | 1 434  |
| <b>Interest expenses and other financial expenses</b> |        |        |
| To Group companies                                    | -368   | -545   |
| To others   | -2 270 | -2 893 |
| <b>Total interest and other financial expenses</b>    | -2 638 | -3 438 |
| <b>Total financial income and expenses</b>            | -1 675 | 3 800  |

## 1.6 Extraordinary Items

| 1 000 EUR           | 2010   | 2009   |
|---------------------|--------|--------|
| <b>Income</b>       |        |        |
| Group contributions | 14 955 | 22 300 |
| <b>Expenses</b>     |        |        |
| Group contributions |        | -6 670 |
| <b>Total</b>        | 14 955 | 15 630 |

## 1.7 Income Taxes

| 1 000 EUR                           | 2010   | 2009   |
|-------------------------------------|--------|--------|
| Taxes from previous fiscal period   | 3      | -7     |
| Income taxes on extraordinary items | 3 888  | 4 064  |
| Change in deferred taxes            | -75    | 75     |
| Income taxes on ordinary activities | -1 465 | -2 000 |
| <b>Total</b>                        | 2 351  | 2 132  |

## 2.1 Intangible and Tangible Assets

| 1 000 EUR                                      | Intangible rights | Total intangibles | Land     | Buildings   | Machinery and equipment | Other tangible assets | Total tangibles |
|--|-------------------|-------------------|----------|-------------|-------------------------|-----------------------|-----------------|
| Acquisition cost, Jan. 1                       | 539               | 539               | 1        | 467         | 506                     | 125                   | 1 099           |
| <b>Acquisition cost, Dec. 31, 2010</b>         | <b>539</b>        | <b>539</b>        | <b>1</b> | <b>467</b>  | <b>506</b>              | <b>125</b>            | <b>1 099</b>    |
| Accumulated depreciation, Jan. 1               | -502              | -502              |          | -466        | -458                    | -52                   | -976            |
| Depreciation during the period                 | -31               | -31               |          |             | -17                     |                       | -17             |
| <b>Accumulated depreciation, Dec. 31, 2010</b> | <b>-533</b>       | <b>-533</b>       |          | <b>-466</b> | <b>-475</b>             | <b>-52</b>            | <b>-993</b>     |
| <b>Book value, Dec. 31, 2010</b>               | <b>6</b>          | <b>6</b>          | <b>1</b> | <b>1</b>    | <b>31</b>               | <b>73</b>             | <b>106</b>      |
| <b>Book value, Dec. 31, 2009</b>               | <b>37</b>         | <b>37</b>         | <b>1</b> | <b>1</b>    | <b>48</b>               | <b>73</b>             | <b>123</b>      |

| 1 000 EUR                              | Subsidiary shares | Other shares | Total         |
|--|-------------------|--------------|---------------|
| Acquisition cost, Jan. 1               | 12 809            | 158          | 12 967        |
| <b>Acquisition cost, Dec. 31, 2010</b> | <b>12 809</b>     | <b>158</b>   | <b>12 967</b> |
| <b>Acquisition cost, Dec. 31, 2009</b> | <b>12 809</b>     | <b>158</b>   | <b>12 967</b> |

## 2.2 Investments

### Long-term receivables

| 1 000 EUR               | 2010 | 2009 |
|-------------------------|------|------|
| Deferred tax receivable |      | 75   |

### Current receivables

| 1 000 EUR                               | 2010           | 2009    |
|---|----------------|---------|
| <b>Receivables from Group companies</b> |                |         |
| Dividend receivables                    |                | 5 800   |
| Group contribution receivables          | <b>14 955</b>  | 22 390  |
| Cash pool accounts                      | <b>709</b>     | 437     |
| Loan receivables                        | <b>87 507</b>  | 102 442 |
| Deferred receivable                     | <b>24</b>      | 35      |
|   | <b>103 195</b> | 131 104 |
| Other receivables                       |                | 26      |
| Deferred receivables <sup>*)</sup>      | <b>157</b>     | 2 376   |
| <b>Total current receivables</b>        | <b>103 352</b> | 133 506 |
| <sup>*)</sup> Main item                 |                |         |
| Tax receivable                          | <b>30</b>      | 2 272   |

## 2.3 Receivables

The deferred tax receivable from mandatory provision and from the temporary difference between accounting and tax depreciations have not been recognized. The deferred tax receivable from 2009 has been reversed as its utilization is unlikely in the next few years. The deferred tax receivable left unrecognized totals EUR 127,436.98.

## 2.4 Shareholders' Equity

Aspo Plc has a total of EUR 12,200,000 in equity-based convertible bonds. The loan will be repaid in one installment on June 30, 2014, provided that the repayment conditions outlined in Chapter 12 of the Finnish Companies Act and the loan terms are met. The loan has a fixed interest rate of 7%. The capital notes can be converted into Aspo stock. Each share of the loan, worth EUR 50,000, entitles the loan shareholder to convert the loan share into 7,690 shares in Aspo Plc. The conversion price for the share is EUR 6.50. The loan can be converted annually between January 2 and November 30. The conversion period ends on June 15, 2014.

A total of 430,640 new shares corresponding to 56 loan shares were subscribed in 2010.

| 1 000 EUR   | 2010          | 2009    |
|---|---------------|---------|
| Share capital, Jan. 1                             | 17 692        | 17 692  |
| <b>Share capital, Dec. 31</b>                     | <b>17 692</b> | 17 692  |
| Premium fund, Jan. 1                              | 4 351         | 4 351   |
| <b>Premium fund, Dec. 31</b>                      | <b>4 351</b>  | 4 351   |
| Invested unrestricted equity fund, Jan. 1         | 248           | 248     |
| Conversions of convertible capital loan           | 2 800         |         |
| Disposal of treasury shares                       | 2 841         |         |
| <b>Invested unrestricted equity fund, Dec. 31</b> | <b>5 889</b>  | 248     |
| Retained earnings, Jan. 1                         | 16 919        | 15 925  |
| Dividend payment                                  | -10 848       | -10 830 |
| <b>Retained earnings, Dec. 31</b>                 | <b>6 071</b>  | 5 095   |
| <b>Profit for the period</b>                      | <b>6 248</b>  | 11 825  |
| <b>Total shareholders' equity</b>                 | <b>40 251</b> | 39 211  |

Distributable unrestricted equity totals EUR 18,208,529.57 (17,167,926.09).

## 2.5 Mandatory Provisions

| 1 000 EUR                    | 2010 | 2009 |
|------------------------------|------|------|
| Share-based incentive system | 397  | 288  |

## 2.6 Long-Term Liabilities

| 1 000 EUR                          | 2010          | 2009   |
|------------------------------------|---------------|--------|
| Convertible capital loan           | 12 200        | 15 000 |
| <b>Total</b>                       | <b>12 200</b> | 15 000 |
| Loans from financial institutions  | 25 965        | 5 000  |
| Loans from Group companies         | 9 000         | 10 000 |
| <b>Total</b>                       | <b>34 965</b> | 15 000 |
| <b>Total long-term liabilities</b> | <b>47 165</b> | 30 000 |

## 2.7 Short-Term Liabilities

| 1 000 EUR                           | 2010          | 2009          |
|-------------------------------------|---------------|---------------|
| Loans from financial institutions   | 5 000         | 20 000        |
| Unpaid dividend 2004–2009           | 8             | 8             |
| Accounts payable                    | 257           | 24            |
| Other liabilities                   | 54            | 58            |
| Deferred liabilities*               | 1 190         | 1 368         |
| <b>Total</b>                        | <b>6 509</b>  | <b>21 458</b> |
| Debts to Group companies            |               |               |
| Group contributions                 |               | 6 670         |
| Cash pool accounts                  | 22 115        | 52 327        |
| Deferred liabilities                | 1             | 161           |
| <b>Total</b>                        | <b>22 116</b> | <b>59 158</b> |
| <b>Total short-term liabilities</b> | <b>28 625</b> | <b>80 616</b> |
| * Main items                        |               |               |
| Accrued interests                   | 483           | 601           |
| Accrued salaries                    | 650           | 548           |

## 2.8 Other Notes

### Unpaid lease payments

| 1 000 EUR                          | 2010       | 2009         |
|------------------------------------|------------|--------------|
| Payable in the next fiscal year    | 274        | 331          |
| Payable later                      | 429        | 662          |
| <b>Total</b>                       | <b>703</b> | <b>993</b>   |
| <b>Remainder value liabilities</b> | <b>176</b> | <b>194</b>   |
| <b>Total leasing liabilities</b>   | <b>879</b> | <b>1 187</b> |

### Other rental liabilities

| 1 000 EUR                       | 2010          | 2009          |
|---------------------------------|---------------|---------------|
| Payable in the next fiscal year | 1 449         | 1 379         |
| Payable later                   | 10 141        | 11 035        |
| <b>Total</b>                    | <b>11 590</b> | <b>12 414</b> |

### Guarantees on behalf of Group companies

| 1 000 EUR  | 2010    | 2009   |
|------------|---------|--------|
| Guarantees | 51 418* | 35 020 |

### Guarantees on behalf of associated companies

| 1 000 EUR  | 2010 | 2009 |
|------------|------|------|
| Guarantees | 50   | 50   |

\* Including the guarantee of EUR 5 000 000 in use on December 31, 2010. Total limit of the guarantee is EUR 25 000 000.

# Shares and Shareholders

## Share capital

On December 31, 2010, Aspo Plc's registered share capital totaled EUR 17,691,729.57 (2009: 17,691,729.57), consisting of 26,836,703 shares (26,406,063). During the fiscal year, a total of 430,649 shares were subscribed on the basis of the loan shares in the convertible capital loan. At the end of the fiscal year, the company's own shareholding was 254,233 shares (620,000); in other words, 0.95% (2.35) of the share capital.

## Shares

Aspo Plc has one share series. Each share entitles the shareholder to one vote at the Shareholders' Meeting. The company shares are quoted on NASDAQ OMX Helsinki Ltd in the medium-sized companies category and under the GICS classification Industrials. The trading code of the share is ASU1V.

## Dividend

Aspo Plc has an active, cash flow-based dividend distribution policy, the goal of which is to distribute, on average, at least half of the company's annual earnings to shareholders.

Aspo Plc's Board of Directors proposes to the Annual Shareholders' Meeting that a dividend of EUR 0.42 per share be paid for the fiscal year 2010, representing 106.2% of the Group's earnings.

## Authorizations

The 2010 Annual Shareholders' Meeting authorized the Board to decide on an acquisition of a maximum of 500,000 company-held shares by means of the unrestricted shareholders' equity of the company. The shares will be acquired through public trading, which means that the acquisition will be made irrespective of the shareholders' holdings, and the price paid for the shares will be the market price of Aspo's shares at the time of the acquisition. The authorization does not exclude the Board's right to decide on a directed issue.

The shares will be acquired to finance and complete any acquisitions or other transactions, for the balancing of the financial risk in the company's share-based incentive plan, or for other purposes to be decided upon by the Board of Directors.

The Board may not exercise the authorization if, after the acquisition, the company or its subsidiary were to possess or have as a pledge more than 10% of the company's stock. The Board of Directors has not utilized the authorizations entitling the company to acquire its own shares in 2010.

Moreover, the Annual Shareholders' Meeting authorized the Board of Directors to decide on a share issue, through one or several installments, by

## Major shareholders on December 31, 2010

|   | Number of shares  | Share of stock and voting rights % | Less own shares % |
|---|-------------------|------------------------------------|-------------------|
| Nyberg H.B.                                 | 2 000 000         | 7.45                               | 7.52              |
| Vehmas A.E.                                 | 1 471 680         | 5.48                               | 5.54              |
| Vehmas Tapio                                | 1 212 598         | 4.52                               | 4.56              |
| Ilmarinen Mutual Pension Insurance Co.      | 1 127 526         | 4.20                               | 4.24              |
| Vehmas Liisa                                | 1 078 250         | 4.02                               | 4.06              |
| Berling Capital Oy                          | 794 850           | 2.96                               | 2.99              |
| Estlander Henrik                            | 622 752           | 2.32                               | 2.34              |
| Nyberg Gustav                               | 591 085           | 2.20                               | 2.22              |
| Investment fund Nordea Nordic Small Cap     | 508 763           | 1.90                               | 1.91              |
| Mutual Employee Pension Insurance Co, Varma | 463 236           | 1.73                               | 1.74              |
| <b>Ten major shareholders, total</b>        | <b>9 870 740</b>  | <b>36.78</b>                       | <b>37.13</b>      |
| Nominee registrations                       | 280 906           | 1.06                               |                   |
| Other shares                                | 16 430 824        | 61.81                              |                   |
| <b>Total shares outstanding</b>             | <b>26 582 470</b> | <b>99.05</b>                       |                   |
| Own shares                                  | 254 233           | 0.95                               |                   |
| <b>Shares, total</b>                        | <b>26 836 703</b> | <b>100.0</b>                       |                   |

## Distribution of ownership on December 31, 2010, by number of shares

| Number of shares        | Number of owners | Share of owners % | Total shares      | Share of stock % | Less own shares % |
|-------------------------|------------------|-------------------|-------------------|------------------|-------------------|
| 1 – 100                 | 705              | 12.24             | 48 995            | 0.18             | 0.18              |
| 101 – 500               | 2 025            | 35.15             | 620 308           | 2.31             | 2.33              |
| 501 – 1 000             | 1 146            | 19.89             | 920 801           | 3.43             | 3.46              |
| 1 001 – 5 000           | 1 462            | 25.38             | 3 312 317         | 12.34            | 12.46             |
| 5 001 – 10 000          | 230              | 3.99              | 1 655 382         | 6.17             | 6.23              |
| 10 001 – 50 000         | 135              | 2.34              | 2 824 404         | 10.52            | 10.63             |
| 50 001 – 100 000        | 14               | 0.24              | 954 823           | 3.56             | 3.59              |
| 100 001 – 500 000       | 35               | 0.61              | 7 087 705         | 26.41            | 25.71             |
| 500 001 –               | 9                | 0.16              | 9 407 504         | 35.06            | 35.39             |
| Total in joint accounts |                  |                   | 4 464             | 0.02             | 0.02              |
| <b>Total</b>            | <b>5 761</b>     | <b>100.0</b>      | <b>26 836 703</b> | <b>100.0</b>     | <b>100.0</b>      |

## Distribution of ownership on December 31, 2010, by owner groups

| %                                       | Ownerships | Shares |
|---|------------|--------|
| 1. Households                           | 93.1       | 65.3   |
| 2. Companies                            | 5.1        | 16.3   |
| 3. Financial and insurance institutions | 0.4        | 5.4    |
| 4. Non-profit organizations             | 1.0        | 5.1    |
| 5. Public organizations                 | 0.1        | 6.5    |
| 6. Non-domestic                         | 0.3        | 1.5    |

treasury shares. An aggregate maximum amount of 1,120,000 shares may be conveyed on the basis of the authorization. The shares will be used to finance and complete any acquisitions or other transactions, to carry out the company's share-based incentive plan, or for other purposes to be decided on by the Board of Directors.

The authorization includes the right for the Board to decide on the terms and conditions applicable to the share issue, and thus also the right to decide on a directed share issue deviating from the shareholders' pre-emptive right on conditions laid down by law.

The authorizations are valid until the Annual Shareholders' Meeting for 2011, but no later than 18 months from the approval at the Shareholders' Meeting.

On the basis of the authorization by the 2010 Annual Shareholders' Meeting, the Board decided on a share issue directed at Aspo Management Oy, which is a company owned by Aspo Group's management. In the issue, 322,637 of Aspo's own shares were transferred to Aspo Group's management, as part of the shareholding program. The transfer price of the shares was EUR 7.93 per share.

In addition, the Board decided, on the basis of the authorization by the 2009 Annual Shareholders'

Meeting, to transfer 43,130 company-held shares to employees included in the 2006 shareholding program without any compensation.

### Share trading and share price development

In 2010, a total of 5,144,587 Aspo Plc shares were traded at EUR 38.7 million; in other words, 19.2% of the shares changed owners. The share reached a high of EUR 8.31 and a low of EUR 5.91 during the period. The average share price was EUR 7.44 and the closing price at year-end was EUR 8.26. The company has a liquidity providing agreement regarding its share with Nordea Bank Finland Plc.

At year-end, the market value of the share capital, less the company's own shares, was EUR 219.6 million. For the latest trading information, please visit: [www.aspo.com](http://www.aspo.com).

### Share ownership

Aspo's shares are included in the book-entry system maintained by Euroclear Finland Ltd (formerly Finnish Central Securities Depository Ltd).

No major changes occurred in Aspo Plc's ownership. At the end of 2010, the number of shareholders at Aspo totaled 5,761. Of these, 99.0% represented direct shareholding and 1.0% nominee

registrations. A total of 1.5% of the shares was held by foreign entities.

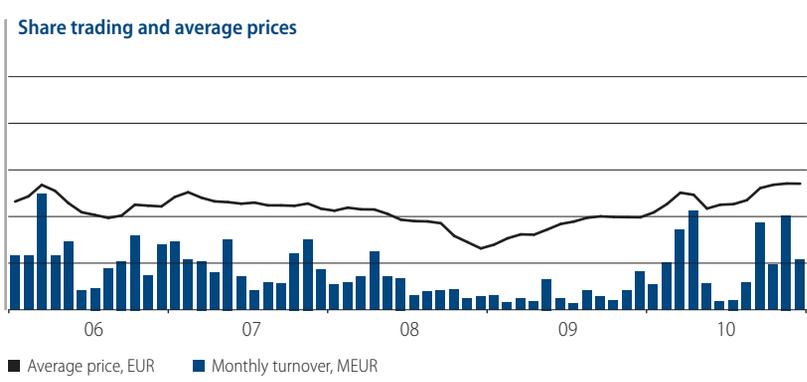
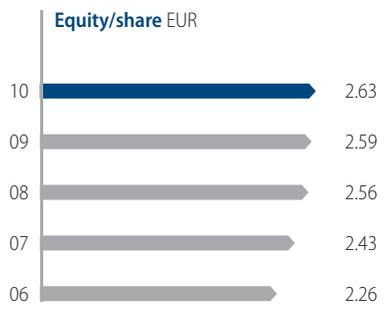
On December 31, 2010, ten largest shareholders owned a total of 36.78% of the company's shares and voting rights.

A list of major shareholders with monthly updates is shown on the corporate website at: [www.aspo.com](http://www.aspo.com).

### Shareholding by CEO and Board of Directors

On December 31, 2010, the total number of shares owned by the members of Aspo Plc's Board of Directors with their related parties was 2,125,685 shares, which represents 7.9% of the shares and voting rights. In addition, the Chairman of the Board had voting rights attached to a total of 500,000 shares, which corresponds to 1.86% of the share capital.

Six persons from the Group's management established Aspo Management Oy, one of the company's related parties and controlled by the company, and own its entire share capital. On December 31, 2010, Aspo Management Oy owned a total of 437,160 shares, which represents 1.63% of the share capital. The CEO at Aspo Plc accounted for 28.57% of Aspo Management Oy's shares.



# Proposal of the Board for the Distribution of Earnings

The parent company's distributable earnings totaled EUR 18,208,529.57 with the fiscal year's earnings totaling EUR 6,247,765.56.

The company's registered share capital on December 31, 2010 was 26,836,703 shares, of which the company held 254,233. After the financial year the Convertible Capital Loan units have been converted into 215,320 new shares. The company's registered share capital on March 4, 2011 is 27,052,023 shares.

The board proposes that the company's earnings be distributed as follows:

|   |                   |
|---|-------------------|
| - A dividend of EUR 0.42 per share be paid out on 26,797,790 shares | EUR 11,255,071.80 |
| - to be held in shareholders' equity                                | EUR 6,953,457.77  |
|   | <hr/>             |
|   | EUR 18,208,529.57 |

No significant changes have taken place in the company's financial position since the end of the financial year. The company's liquidity is good and in the opinion of the Board of Directors the proposed dividend will not put the company's solvency at risk.

Helsinki, March 4, 2011

Gustav Nyberg

Matti Arteva

Esa Karppinen

Roberto Lencioni

Kristina Pentti-von Walzel

Risto Salo

Aki Ojanen  
CEO

# Auditor's Report

## To the Annual General Meeting of Aspo Plc

We have audited the accounting records, the financial statements, the report of the Board of Directors and the administration of Aspo Plc for the period 1 January–31 December 2010. The financial statements comprise the consolidated statement of financial position, income statement, statement of comprehensive income, statement of changes in equity and statement of cash flows, and notes to the consolidated financial statements, as well as the parent company's balance sheet, income statement, cash flow statement and notes to the financial statements.

### Responsibility of the Board of Directors and the Managing Director

The Board of Directors and the Managing Director are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with International Financial Reporting Standards (IFRS) as adopted by the EU, as well as for the preparation of financial statements and the report of the Board of Directors that give a true and fair view in accordance with the laws and regulations governing the preparation of the financial statements and the report of the Board of Directors in Finland. The Board of Directors is responsible for the appropriate arrangement of the control of the company's accounts and finances, and the Managing Director shall see to it that the accounts of the company are in compliance with the law and that its financial affairs have been arranged in a reliable manner.

### Auditor's Responsibility

Our responsibility is to express an opinion on the financial statements, on the consolidated financial statements and on the report of the Board of Directors based on our audit. The Auditing Act requires that we comply with the requirements of professional ethics. We conducted our audit in accordance with good auditing practice in Finland. Good auditing practice requires that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and the report of the Board of Directors are free from material misstatement, and whether the members of the Board of Directors of the parent company and the Managing Director are guilty of an act or negligence which may result in liability in damages towards the company or whether they have violated the Limited Liability Companies Act or the articles of association of the company.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements and the report of the Board of Directors. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of financial statements and report of the Board of Directors that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements and the report of the Board of Directors.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### Opinion on the Consolidated Financial Statements

In our opinion, the consolidated financial statements give a true and fair view of the financial position, financial performance, and cash flows of the group in accordance with International Financial Reporting Standards (IFRS) as adopted by the EU.

### Opinion on the Company's Financial Statements and the Report of the Board of Directors

In our opinion, the financial statements and the report of the Board of Directors give a true and fair view of both the consolidated and the parent company's financial performance and financial position in accordance with the laws and regulations governing the preparation of the financial statements and the report of the Board of Directors in Finland. The information in the report of the Board of Directors is consistent with the information in the financial statements.

Helsinki 8 March 2011

PricewaterhouseCoopers Oy  
Authorised Public Accountants

Jan Holmberg  
Authorised Public Accountant

(Translation from the Finnish original)

# Information for Investors

## Basic share information

- Listed on: NASDAQ OMX Helsinki
- Industry sector: Industrials
- Category: Mid Cap
- Trading code: ASU1V
- ISIN code: FI0009008072

## Annual Shareholders' Meeting

The Aspo Plc Annual Shareholders' Meeting will be held in the Stock Exchange Building at Fabianinkatu 14, 00100 Helsinki on Tuesday, April 5, 2011 at 10:00 a.m.

The record date of the Annual Shareholders' Meeting is March 24, 2011. Shareholders should register for the meeting no later than on March 31, 2011 by 4 p.m. by telephone on +358 9 521 41 00, by fax on +358 9 521 49 99, by e-mail to ilmoittautuminen@aspo.fi or by letter to Aspo Plc, P.O. Box 70, FI-00501 Helsinki.

In connection with the registration, shareholders are requested to notify the company of any proxies authorized to exercise their voting rights. The proxies should be delivered to the company within the registration period.

## Dividend payments

Aspo's dividend policy is to distribute approximately at least half of the year's earnings in dividends. The Board of Directors will propose at the Annual Shareholders' Meeting that a dividend of EUR 0.42 per share be paid for 2010 on shares outstanding and that no dividend be paid for treasury shares.

- Ex-dividend date April 6, 2011
- Dividend record date April 8, 2011
- Dividend payment date April 15, 2011

## Financial reporting in 2011

- Financial Statements Bulletin February 14, 2011
- Annual Report for 2010 week 13
- Interim Report January–March May 11, 2011
- Interim Report January–June August 18, 2011
- Interim Report January–September October 26, 2011

Aspo's financial information is published on company's website at [www.aspo.com](http://www.aspo.com), including annual reports, interim reports and stock exchange releases in Finnish and in English. Aspo's printed annual report will be published in Finnish, Swedish and English. Reports can also be ordered by phone +358 9 521 40 50, by fax +358 9 521 49 99 or by e-mail from [jamima.lofstrom@aspo.com](mailto:jamima.lofstrom@aspo.com).

## Further investor information

Aspo's website at [www.aspo.com](http://www.aspo.com) offers also versatile further investor information, such as the latest share information and consensus estimates based on expectations and predictions by the analysts following Aspo.

At the web address [www.aspo.com](http://www.aspo.com) > news > news service it is possible to order all stock exchange releases and press releases to your e-mail.

## Address changes

Material will be sent to shareholders to the address shown in the shareholder register maintained by Euroclear Finland Ltd. Address changes should be notified to the manager of the shareholders' own book-entry account.

## Aspo Plc's investor relations

Aspo organizes frequent investor meetings with various stakeholder groups. The target is to provide for versatile information about Aspo and its operations to institutional and private investors, analysts and media representatives.

Aspo observes a three-week silent period preceding the publication of its results. During this time the company's representatives will not comment on the company's financial position.

For any further information concerning Aspo's investor relations issues, please contact

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