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## SOLTEQ PLC'S FINANCIAL STATEMENTS BULLETIN 1.1.- 31.12.2012

- On 22 March 2012, software service company Solteq Plc purchased the entire stock capital of Aldata Solution Finland Ltd from Aldata Solution Plc at a purchasing price of EUR 8.3 million. After the acquisition took place, the company's name was changed to Solteq Retail Oy. The company was merged into the Solteq Group from 1.3.2012.
- Solteq Plc's turnover increased 43.7 per cent and totalled 39.0 million euros (27.1 million euros). Solteq Retail Oy's turnover totalled 9.5 million euros is included in year 2012 figures beginning March 1.
- Solteq Plc's operating profit increased 87.8% and totalled 2.731 thousand euros (1.453 thousand euros). Solteq Retail Oy's operating profit totalled 0.9 million euros is included in year 2012 figures beginning March 1.
- The operating profit for the review period includes a total of 276 thousand EUR of one-time profit and expenses as gross. The instalments are sales profit from property, EUR 887 thousand, which is presented in other income for the financial period and 611 thousand EUR relating to the acquisition of Aldata Finland Solution Ltd, which is presented in other expenses for the financial period.
- Earnings per share were 0.12 euros (0.08 euros).
- On 20 March 2012, Solteq Plc decided on a directed issue of shares to Mutual insurance company Eläke-Fennia and Mutual pension insurance company Varma based on authorisation given in a company meeting on 23 March 2007 and again on 14 March 2012. After the subscription and registration of the shares issued during the Issuing of shares, the Company has 14.998.061 shares.
- On 12 July 2012 Solteq Plc released a stock exchange bulletin related to the plan Solteq Retail Ltd to merge with its parent Solteq Plc. The registration date for the implementation of the merger was 31 December 2012.
- The integration process of Solteq Plc and Aldata Solution Finland Oy was completed successfully in accordance with the original plan by the end of 2012. The operations and practices were harmonised, and Solteq Retail Oy was merged with Solteq Plc at the end of the year. We reached the objectives set for the integration extremely well.
- Board proposes to the Annual General Meeting that a dividend of EUR 0.04 per share will be paid for each share. In addition to this is proposed that the Board be authorised, on the basis of Chapter 13, Section 6, Sub-section 2 of the Finnish Companies Act, to decide on the distribution of a dividend amounting to a maximum of EUR 0.04 per share or of other assets from the distributable equity reserve, as well as decide on the timing and other details concerning the possible distribution.

### KEY FIGURES

Turnover by operation:

%	1-12/12	1-12/11
Softwareservices	61	64
Licences	32	30
Hardware	7	6

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## CEO Repe Harmanen:

### Significant steps forward in the Jubilee Year

Solteq's 30<sup>th</sup> anniversary year was in many ways extremely significant for the clients, the owners, the personnel and the whole company. It showed that we had made strategically right operative and strategic decisions and were going in the right direction. Operatively we should have been better in certain areas, but this leaves us an excellent basis for further development. We will continue the development work in 2013 to reach a phase in which we will be able to take new steps forward.

In the light of pure figures, the 30<sup>th</sup> financial year of our company was reasonably good, successful in certain areas. In addition to a corporate acquisition, we also grew organically by 8,5 %. We can be satisfied with this development: it shows that we have focused on the right things in the various sectors. The operating profit level that we achieved is in the right direction, and compared with the previous years, the development has been positive. During the past two years, we have made right decisions, and this will create a basis for flexibility in the cost structure. In view of reaching the next percentage units, the improvement of the operating profit will be more challenging than before, but we will continue our efforts.

### Solutions for wholesale, retail and service sectors

Since the establishment, going public in 1999 was the most significant step forward and change in Solteq's history – until last year. The purchase of Aldata Solution Finland Oy was the next milestone in the series of significant events in our history. It made us a larger company, but in view of our strategy and our clients, it also made us a special company. The purchase made us the only Finnish company that focuses on solutions for the wholesale, retail and service sectors, providing the clients comprehensive solutions that cover the whole supply chain from purchasing to store functions, digital commerce and client relationship analyses. Our service offering makes it possible to have all the services via one partner, Solteq.

As the result of a directed share issue, Solteq's ownership structure also changed in 2012. In terms of continuity, we got excellent new owners: Pension Fennia and Varma Mutual Pension Insurance Company. For us, it is important that leading Finnish pension insurance companies have decided to become part owners in our company.

### Client satisfaction in focus

One of the focuses in 2012 was the improvement of client satisfaction. The client satisfaction survey that we carried out showed overall improvements. Good feedback on successful client projects and enhanced cooperation with the clients encourage us to continue making improvements. I am not quite satisfied with the client satisfaction level yet. In the future, we need to be clearly the most sought after partner in the wholesale, retail and services sectors, an example for the others. In 2013, we will continue towards this goal by taking special measures.

### Ensuring continuity

The central pillar of our strategy is ensuring continuity. Ensuring continuity in our clients' operations, in the development of our solutions, for our personnel, and for other stake holders continues to be a matter of honour for us. Continuity is understood and adopted well in the Solteq community. Everyone at Solteq recognises its importance, and it is great to see that it has turned into concrete activities during the past year. We talk about it, we make it happen and we live it. Continuity is important, we appreciate it and we need it. As last year itself gave us possibilities for new forms of continuity in our operations, I can truly state that last year was the year of continuity for us.

### Right direction chosen

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The implementation of the strategy we published at the beginning of 2011 has proceeded well. We have taken the measures we have chosen when the time has been right, and the work continues. Strategic work is never completed – it develops all the time. We took the measures we had decided on more than two years ago and successfully reached intermediate goals. In autumn 2012, we performed an internal audit on the state of the strategy and on necessary readjustments owing to the merger. Minor readjustments were defined for the coming years, but as the merger process with Aldata Solution Finland complied with the strategies of both the companies, no significant changes needed to be implemented.

In addition to client satisfaction, important tasks for us in 2013 will be making the future happen and bringing new solutions to the market. We already started the work in 2012, and I believe that we will proceed well in the first half of the year 2013.

### **Look towards the future**

We all know what the economic situation in Finland and Europe is at the moment. The classical problem of forecasting the future is especially difficult right now. I, however, believe that we should not give way to pessimism but act on the basis of the information that is available. Readiness for change and prompt action play the key role. Expecting difficulties without knowing what the difficulties are inevitably leads to stagnancy. On the other hand, closing your eyes to realities is as dangerous.

We will not wallow in negativity but look towards the future with optimistic eyes, full of determination. We will develop the structure of our operations in such a way that we will always have the best possible reaction speed, preparedness and possibilities, and we act accordingly.

As to 2013, our estimate is that Solteq's turnover will be 40-43 million euros and the level of EBIT approx. 6-9%.

I would like to thank all our clients, our personnel, and our partners for excellent cooperation during the past year. Our promise for 2013 is that we will be a better partner for all our stakeholders and continue our shared journey with them. Our success depends on our stakeholder groups.

## **BUSINESS ENVIRONMENT AND BUSINESS DEVELOPMENT**

Solteq is a leading retail and service industry software service company. We offer long-term partnership and the markets' widest range of retail and service industry software services, from the optimisation of the entire supply chain to the management of consumer-customer information. Our technology-independent solutions help our customers to guide their business operations as efficiently and profitably as possible.

Since 1.7.2012, Solteq Plc's reported segments are Grocery and special retail, HoReCa; Wholesale trade, Logistics and Services and Service Business and Maintenance Management.

The aim of the segmentation is to respond to customer demand as a field total supplier and therefore to improve the availability of services and ease for our customers.

Solteq's turnover for the review period was 39.016 thousand euros (27.144 thousand euros). The turnover of the acquired company totalled 9.574 thousand euros is included in year 2012 figures. The organic growth on turnover without the positive impact of the acquisition was approx. 8.5%.

Solteq's operating profit was 2.731 thousand euros (1.453 thousand euros). The operating profit of the acquired company totalled 852 thousand euros is included in year 2012 figures beginning March 1.

The company's operating margin was 7.0 % (5.4 % in 2011).

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## Grocery and Special Retail, HoReCa

Solteq's *Grocery and Special Retail Segment* provides its clients with total solutions that they can utilise to improve efficiency in terms of logistics, store operations, customer service, point of sale operations, as well as loyal customer management.

The grocery and special retail solutions help optimise the management of the product selection, space, deliveries, logistics and customer satisfaction while increasing sales and improving the result. The solutions speed up the basic operations, improve delivery reliability, reduce storage value, increase stock turnover and enhance predictability. The store always has the right products in the right place, at the right time, and at the right price.

During the review period the revenue of the Grocery and Special Retail segment totalled 17.0 million euros and the operating result was 0.7 million euros.

## Wholesale Trade, Logistics and Services

Solteq's *Wholesale Trade, Logistics and Services Segment* provides its clients with ERP and financial management systems, as well as optimisation, integration and reporting solutions that support these systems.

Solteq's solutions help clients manage their operations and enhance purchases, sales, stock management and reporting. The systems can be utilised to improve delivery reliability, reduce storage value, increase stock turnover and enhance predictability. Materials flow management ensures that the right goods reach the right customers at the right time, packed in an optimal manner.

Solteq's wholesale trade, logistics and services systems improve the effectiveness of operations and enable more flexible and versatile customer service. At the same time, automated data management enhances the company's internal operations. Solteq's solutions are used daily by a large number of clients representing various industries and sectors, such as wholesale, retail and public administration.

During the review period the revenue of the Wholesale Trade, Logistics and Services segment totalled 16.9 million euros and the operating result was 2.3 million euros.

## Service Business and Maintenance Management

Solteq's *Service Business and Maintenance Management Segment* provides its clients with ERP and master data management solutions.

The enterprise resource planning solutions developed for the optimisation of service processes help clients manage their operations in many ways, for instance enhance production plant reliability, task and resources management, field work, sales and customer service, partner network management and materials management. The solutions are utilised by a large number of clients representing various industries and sectors, such as energy production, maintenance services, life cycle services, engineering and technical services of cities and municipalities, property management services, and home and care services.

The *Service Business and Maintenance Management Segment* also provides client companies with services and products related to business critical data (master data) in the form of master data improvement projects, data maintenance services outsourced to master data service centres, software technologies for master data management, and consultation services. The aim of these services is to ensure that the data in the systems that support the clients' enterprise resource planning and decision making processes are of high quality, compatible and up-to-date. Solteq's master data management solutions are used by clients across industries and sectors.

During the review period the revenue of the Enterprise resource planning of services segment totalled 5.1 million euros and the operating result was -0.3 million euros.

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## TURNOVER AND RESULT

Turnover increased by 43.7 % compared to the previous year and totalled 39.016 thousand euros (previous review period 27.144 thousand euros).

Turnover consists of several individual clienteles. At the most, one client corresponds to less than ten per cent of the turnover.

The profit for the review period increased 87.8% compared to the previous year and was 2.731 thousand euros (1.453 thousand euros), the operating profit before taxes was 2.433 thousand euros (1.280 thousand euros) and the operating profit for the review period was 1.697 thousand euros (897 thousand euros).

Growth in the operating profit results from the impact of the company acquisition on the financial result (852 thousand EUR), profitable organic growth and the accelerating actions in accordance with the Solteq Group's strategy.

The operating profit for the review period includes a total of 276 thousand EUR of one-time profit and expenses as gross. The instalments are sales profit from property, EUR 887 thousand, which is presented in other income for the financial period and 611 thousand EUR relating to the acquisition of Aldata Finland Solution Ltd, which is presented in other expenses for the financial period.

## BALANCE SHEET AND FINANCING

The total assets amounted to 27.096 thousand euros (17.374 thousand euros). Liquid assets totalled 1.242 thousand euros (277 thousand euros). In addition to liquid assets the company had unused account limits totalling 1.500 thousand euros at the end of the review period.

Solteq Group's interest-bearing liabilities were 6.430 thousand euros (4.169 thousand euros). As part of the corporate acquisition announced on 20 March 2012, Solteq signed a total of 3.500 thousand EUR of long-term funding agreements. At the same time, the main financial backer also changed.

The directed issue of shares, carried out during the review period on 20 March 2012 was entered in its entirety into the invested unrestricted equity fund. During the directed issue of shares, 2.849.632 new shares were subscribed as the subscription price was EUR 1.10. Therefore, the addition adjusted by the related costs of the directed issue to the invested unrestricted equity fund was 3.017 thousand EUR.

Solteq Group's equity ratio was 37.2 per cent (34.2 per cent).

As part of the financial arrangements for the funding of the corporate acquisition announced on 20.3.2012, the company bought and re-leased its office space properties in Tampere. The balance sheet value of the office space properties at the time of sale was 1.590 thousand EUR. The sales profit relating to the sale of commercial property shares, 887 thousand EUR, is presented in other income.

Of the corporate acquisition's 8.301 thousand EUR in the acquisition cost calculations, 6.529 thousand EUR of business value, 2.344 thousand EUR of allocated intangible rights and deferred tax debt of 574 thousand EUR were entered on the balance sheet.

Costs arising from the execution of the corporate acquisition are totally presented as part of the cash flow from business operations.

## INVESTMENTS, RESEARCH AND DEVELOPMENT

Gross investment during the review period was 7.439 thousand euros (473 thousand euros).

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Of the investments during the review period, 8.301 thousand EUR was connected to the corporate acquisition, and correspondingly, 1.590 thousand EUR of disinvestments was connected to the sale of the office space properties in Tampere. Otherwise, investments are replacement investments. The selling price of premises has shown in investment cash flow.

On 22 March 2012, Solteq Plc and Aldata Solution Plc completed a transaction in which Solteq Plc acquired Aldata Solution Finland Ltd, the daughter company under 100% ownership of Aldata Solution Plc. After the acquisition took place, the company's name was changed to Solteq Retail Oy. The company was merged into the Solteq Group from 1.3.2012.

## Research and development

Solteq's research and development costs consist mainly of personnel costs. When developing basic products, it is Solteq's strategy to cooperate with global actors such as SAP, Microsoft and Wincor-Nixdorf and utilize their resources and distribution channels. Own development efforts are focused on added value products and developing tailored service concepts.

During the review period product development costs were not amortized in accordance with IFRS standards (none in the reference year, either).

## PERSONNEL

The number of permanent employees at the end of the review period was 288 (212). The average number of personnel during the review period was 270 (211). In the end of the review period the number of personnel could be divided as follows: Grocery and special retail, HoReCa segment: 119 people; Wholesale trade, Logistics and Services: 89 people; Optimisation of supply and services processes 46 people and 34 people in shared functions. The increase of personnel contains the personnel of Solteq Retail Ltd, acquired in March 2012, a total of 75 employees.

## RELATED PARTY TRANSACTIONS

Solteq's related parties include the board of directors, managing director and the management team.

The company has on 17/7 and 31/8/2012 provided notification about an arrangement in which interest bearing loans and a directed issuance have been given to Solteq Management Team Oy, which is owned by management.

Solteq Management Team Oy is combined into consolidated financial statements on the basis of the shareholders' agreement.

## SHARES, SHAREHOLDERS AND TREASURY SHARES

Solteq Plc's equity on 31.12.2012 was 1.009.154,17 euros which was represented by 14.998.061 shares. The shares have no nominal value. The increase in the amount of shares during the review period is related to the directed issue of shares carried out on 20 March 2012, in which 2.849.632 new shares were subscribed. The subscription price of the shares was entered entirely into the invested unrestricted equity fund.

At the end of the review period, the amount of treasury shares in Solteq Plc and the group companies Solteq Management Oy's and Solteq Management Team Oy's possessions were 788.404 shares. The amount of treasury shares represented 5.3 % of the total amount of shares and votes at the end of the review period. The equivalent value of acquired shares was 53.048 euros.

During the review period, five flagging announcements were made. As a result of the directed issue of shares carried out in relation to the funding of the corporate acquisition in March,

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Mutual insurance company Eläke-Fennia's share exceeded the 10 per cent flagging threshold in accordance with the Securities Market Act, Ali Saadetdin's share decreased below the 25 per cent flagging threshold in accordance with the Securities Market Act, and Profiz Business Solution Plc's share fell below the 10 per cent flagging threshold in accordance with the Securities Market Act. The fourth flagging announcement was caused by a correction regarding Markku Pietilä's ownership share. In May Profiz Business Solution Plc's share exceeded the 10 per cent lagging threshold and the fifth flagging announcement was made.

After the directed issue of shares during the review period, Mutual insurance company Eläke-Fennia's ownership of Solteq is 13.3% and Mutual pension insurance company Varma's ownership is 4.3%.

## Exchange and share price

During the review period, the exchange of Solteq's shares on the Helsinki Stock Exchange was 1.9 million shares (1.6 million shares) and 2.1 million euros (1.7 million euros). The highest price during the review period was 1.39 euros and the lowest price was 0.99 euros. The weighted average price of the share was 1.16 euros and the price ending was 1.20 euros. The market value of the company's shares in the end of the review period totalled 18.0 million euros (11.9 million euros).

## Ownership

At the end of the review period, Solteq had a total of 1.804 shareholders (1.829 shareholders). Solteq's 10 largest shareholders owned 11.271 thousand shares, amounting to 75.2 per cent of the company's shares and votes. Solteq Plc board members owned a total of 5.502 thousand shares which equals 36.7 per cent of the company's shares and votes.

## ANNUAL GENERAL MEETING

At Solteq Plc's Annual General Meeting on 14 March 2012 the 2011 financial statements were adopted and the members of the board and the managing director were discharged from liability for the 2011 review period.

The Annual General Meeting accepted that the Board is authorized in accordance with the Finnish Companies Act 13 chapter 6§ 2 paragraph to decide on a maximum dividend of 0.05 euros per share or other distribution of funds from the distributable equity fund as well as to decide upon the timing of the distribution and other details was accepted. The authorization is valid until the beginning of the next Annual General Meeting.

The Annual General Meeting authorized the Board of Directors to decide on the purchase of the Company's own shares to improve the capital structure, to be used as a part of remuneration of personnel, to finance and execute business acquisitions and other business arrangements or to be further transferred or cancelled. The proposal includes authorization to take company's own shares as a pledge. According to the proposal, the total number of the shares purchased shall not exceed 10 percent of all shares of the Company and they can be purchased otherwise than in proportion to the shareholdings of the shareholders. The shares shall be purchased through public trading. The authorization includes that the Board of Directors may decide the terms and other matters concerning the purchase of own shares. The authorization is effective until the next Annual General Meeting.

The Annual General Meeting authorized the Board of Directors to give new shares or convey company's own shares. The authorization would be executed by one or more share issues, maximum total amount being 3.000.000 shares. The authorization includes a right to deviate from the shareholders' pre-emptive right of subscription. The authorization includes that the Board of Directors may decide the terms and other matters concerning the share issue. The authorization is effective until March 31, 2013. This authorization does not overrule earlier given authorizations by the Annual General Meeting.

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## BOARD OF DIRECTORS AND AUDITORS

Six members were elected to the Board of Directors. Ali Saadetdin, Seppo Aalto, Markku Pietilä, Sirpa Sara-aho and Jukka Sonninen continued as members of the board. Matti Roininen was elected as a new member of the Board. The Board elected Ali Saadetdin to act as the Chairman of the Board.

KPMG Oy Ab, Authorized Public Accountants, was re-elected as Solteq's auditors. Frans Kärki, APA, acted as the chief auditor.

## EVENTS AFTER THE REVIEW PERIOD

No events have occurred that require reporting after the review period.

## RISKS AND UNCERTAINTIES

The key uncertainties and risks in short term are related to the timing and pricing of business deals that are the basis for revenue, changes in the level of costs and the company's ability to manage extensive contract agreements and deliveries.

The key business risks and uncertainties of the company are monitored constantly as a part of the board of directors' and management team's duties. The company has not organized a separate internal audit organization or committee.

## PROSPECTS

For 2013, we estimate our turnover to be approx. 40-43 million EUR the level of EBIT approx. 6-9 %.

## PROPOSAL OF THE BOARD OF DIRECTORS ON THE DISPOSAL OF PROFIT FOR THE FINANCIAL YEAR

At the end of the financial period 2012, the distributable equity of the Group's parent company is 8 357 854,99 euros.

The Solteq Plc Board proposes to the Annual General Meeting that a dividend of EUR 0.04 per share will be paid for each share. In view of the current number of the shares, this would mean the distribution of approx. 600 thousand euros to the shareholders.

In addition to this is proposed that the Board be authorised, on the basis of Chapter 13, Section 6, Sub-section 2 of the Finnish Companies Act, to decide on the distribution of a dividend amounting to a maximum of EUR 0.04 per share or of other assets from the distributable equity reserve, as well as decide on the timing and other details concerning the possible distribution. In view of the current number of the shares, this would mean the distribution of approx. 600 thousand euros to the shareholders (in the Annual General Meeting 2012 the Board got an authorisation for a dividend, or other assets from the distributable equity reserve amounting to a maximum of EUR 0.05. The Board decided, based on this authorisation, on 26.9.2012 on a distribution of EUR 0.03).

The liquidity of the company is good, and in the Board's estimation the proposed distribution of dividends or other assets will not endanger the company's financial standing.

## Financial Reporting

This interim report has been prepared in accordance with the recognition and measurement principles of IFRS-standards as is Financial Statements 2011.

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The financial result is reported through three business areas: Grocery and special retail, HoReCa; Wholesale Trade, Logistics and Services and Service Business and Maintenance Management.

The most essential product and service types of the Solteq group of companies are software services, licenses and hardware sales.

All forecasts and estimates presented in the interim report are based on the current views of management on the economic environment and outlook. Because of this, the results can differ as a result of, among other factors, changes in economy, markets and competitive conditions, changes in the regulatory environment and other government actions.

The financial statements bulletin is audited. Balance sheet figures presented in the bulleting are based on the company's audited financial statements. The Auditor's Report was provided on 14/2/2013.

## FINANCIAL INFORMATION

### GROUP PROFIT AND LOSS ACCOUNT (TEUR)

	1.10.- 31.12.2012	1.10.- 31.12.2011	1.1.- 31.12.2012	1.1.- 31.12.2011
NET TURNOVER	11 205	7 652	39 016	27 144
Other operating income	0	6	900	15
Raw materials and services	-3 003	-2 102	-10 369	-6 383
Staff expenses	-5 426	-3 720	-19 304	-14 165
Depreciation and impairments	-280	-136	-1 126	-750
Other operating expenses	-1 617	-1 232	-6 386	-4 408
OPERATING RESULT	878	468	2 731	1 453
Financial income and expenses	-37	-35	-298	-174
RESULT BEFORE TAXES	841	433	2 433	1 280
Income taxes	-221	-151	-735	-383
RESULT FOR THE PERIOD	619	282	1 697	897



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## CURRENT ASSETS

Inventories	126	0
Short-term debtors	7 867	5 983
Cash and cash equivalents	1 242	277
Total current assets	9 235	6 260
<b>TOTAL ASSETS</b>	<b>27 096</b>	<b>17 374</b>

## EQUITY AND LIABILITIES

### CAPITAL AND RESERVES ATTRIBUTABLE TO THE SHAREHOLDERS OF THE PARENT COMPANY

Share capital	1 009	1 009
Company's own shares	-933	-835
Share premium account	75	75
Account for cash flow hedging	-49	-14
Unrestricted equity fund	6 368	3 801
Retained earnings	1 910	1 012
Result for the financial period	1 697	897
<b>Total equity</b>	<b>10 077</b>	<b>5 945</b>
<b>Non-current liabilities</b>		
Deferred tax liabilities	1 048	0
Other non-current liabilities	4 827	1 948
<b>Current liabilities</b>	<b>11 144</b>	<b>9 481</b>
<b>Total liabilities</b>	<b>17 019</b>	<b>11 429</b>
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>27 096</b>	<b>17 374</b>

FINANCIAL PERFORMANCE INDICATORS (IFRS)	2012	2011	2010	2009	2008
Net turnover MEUR	39,0	27,1	27,0	28,6	30,4
Change in net turnover	43,7 %	0,5 %	-5,4 %	-6,0 %	8,8 %

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Operating result MEUR	2,7	1,5	-4,3	1,5	1,5
% of turnover	7,0 %	5,4 %	-16,0 %	5,1 %	4,8 %
Result before taxes MEUR	2,4	1,3	-4,5	1,3	1,1
% of turnover	6,2 %	4,7 %	-16,6 %	4,7 %	3,7 %
Equity ratio, %	37,2	34,2	30,6	47,2	43,6
Gearing, %	51,5 %	65,4 %	132,8 %	66,7 %	58,5 %
Gross investments in non-current assets MEUR	7,4	0,5	0,2	0,7	0,9
Return on equity, %	21,2 %	16,0 %	-48,7 %	9,6 %	9,0 %
Return on investment, %	20,8 %	13,1 %	-29,3 %	9,1 %	9,0 %
Personnel at end of period	288	212	220	235	268
Personnel average for period	270	211	233	240	266

#### KEY INDICATORS PER SHARE

Earnings / share, e	0,12	0,08	-0,32	0,08	0,07
Earnings / share, e(diluted)	0,12	0,08	-0,32	0,08	0,07
Equity / share, e	0,67	0,52	0,45	0,84	0,80

#### SEGMENT INFORMATION

Turnover by segment:

Me	1-12/12	1-12/11	Change
Grocery and special retail, HoReCa	17,0	9,3	+7,7
Wholesale trade, Logistics and Services	16,9	11,5	+5,4
Service Business and Maintenance Management	5,1	6,3	-1,2
Total	39,0	27,1	11,9

Operating result by segment:

Me	1-12/12	1-12/11	Change
Grocery and special retail, HoReCa	0,7	0,8	-0,1
Wholesale trade, Logistics and Services	2,3	0,9	+1,4
Service Business and Maintenance Management	-0,3	-0,2	-0,1
Total	2,7	1,5	+1,2

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**QUARTERLY KEY INDICATORS (MEUR)**

	1Q/11	2Q/11	3Q/11	4Q/11
Net turnover	6,85	7,32	5,32	7,65
Operating result	0,37	0,32	0,29	0,47
Result before taxes	0,32	0,27	0,26	0,43
	1Q/12	2Q/12	3Q/12	4Q/12
Net turnover	8,85	10,4	8,52	11,21
Operating result	0,95	0,39	0,51	0,88
Result before taxes	0,84	0,32	0,44	0,84

**CASH FLOW STATEMENT (MEUR)**

	1-12/2012	1-12/2011
Cash flow from business operations	2,28	3,78
Cash flow from capital expenditure	-5,95	-0,47
Cash flow from financing activities		
Own shares	-0,10	-0,22
Return of equity (paid)	-0,45	0,00
Directed issue	3,02	0,00
Loan agreements	2,17	-2,94
Cash flow from financing activities	4,64	-3,16
Change in cash and cash equivalents	0,97	0,15

**TOTAL INVESTMENTS (TEUR)**

	1-12/2012	1-12/2011
Continuing operations, group total	7 439	471

Company cars procurement policy has been changed in 2011.

New purchases have been recorded in the balance sheet.

**LIABILITIES (MEUR)**

	31.12.2012	31.12.2011
Company quorantee for credit limits	10,00	2,28
Lease contracts, machinery & equipment	0,10	0,23
Lease liability, premises	4,08	1,42
Pledged shares	0,00	1,59

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## DISTRIBUTION OF HOLDINGS BY SECTOR DECEMBER 31, 2012

	Number of Shares and votes		Number
	holdings	%	
Private companies	73	18,2 %	2 728 911
Financial an insurance institutions	8	0,4 %	53 341
Public-sector organizations	3	17,7 %	2 658 719
Households	1 708	63,7 %	9 548 089
Non-profit organizations	5	0,0 %	4 381
Foreigners	7	0,0 %	4 620
Total	1 804	100,0 %	14 998 061
Total of Nominee-registered	7	0,1 %	20 047

## DISTRIBUTION BY NUMBER OS SHARES DECEMBER 31,2012

Number of shares	Number of Shares and votes		Number
	holdings	%	
1 - 100	336	0,2 %	25 610
101 - 1 000	1 005	3,3 %	490 452
1 001 - 10 000	389	8,4 %	1 266 298
10 001 - 100 000	62	11,3 %	1 693 543
100 001 - 1 000 000	8	17,8 %	2 668 757
1 000 000 -	4	59,0 %	8 853 401
Total	1 804	100,0 %	14 998 061
Total of nominee-registered	7	0,1 %	20 047

## MAJOR SHAREHOLDERS DECEMBER 31, 2012

	Shares and votes	
	Number	%
1. Saadetdin Ali	3 481 383	23,2
2. Eläke-Fennia Keskinäinen vakuutusyhtiö	2 000 000	13,3
3. Profiz Business Solution Oyj	1 709 812	11,4
4. Aalto Seppo	1 662 206	11,1
5. Keskinäinen Työeläkevakuutusyhtiö Varma	644 917	4,3
6. Pirhonen Jalo	513 380	3,4
7. Solteq Management Oy	400 000	2,7
8. Roininen Matti	353 200	2,4
9. Solteg Management Team Oy	350 000	2,3
10. Saadetdin Katiye	156 600	1,0
10 largest shareholders total	11 271 498	75,2 %
Total of nominee-registered	20 047	0,1 %
Others	3 706 516	24,7 %
Total	14 998 061	100,0 %

15.2.2013 at 9.00 am

## STATEMENT OF CHANGES IN GROUP EQUITY (TEUR)

A=Share capital  
 B=Company's own shares  
 C=Share premium account  
 D=Account for cash flow hedging  
 E=Unrestricted equity fund  
 F=Retained earnings  
 G=Total

	A	B	C	D	E	F	G
EQUITY 1.1.2011	1 009	-618	75	-20	7 213	-2 400	5 259
Total comprehensive income				6		897	903
Acquiring of own shares		-217					-217
Covering the losses					-3 413	3 413	0
EQUITY 31.12.2011	1 009	-835	75	-14	3 800	1 910	5 945
EQUITY 1.1.2012	1 009	-835	75	-14	3 800	1 910	5 945
Total comprehensive income				-34		1 697	1 663
Acquiring of own shares		-99					-99
Directed issue					3 017		3 017
Distribution of equity					-449		-449
EQUITY 31.12.2012	1 009	-933	75	-49	6 368	3 607	10 077

## CALCULATION OF FINANCIAL RATIOS

Solvency ratio, in percentage

$$\frac{\text{equity}}{\text{balance sheet total - advances received}} \times 100$$

15.2.2013 at 9.00 am

Gearing	interest bearing liabilities - cash, bank balances and securities ----- equity	X 100
Return on Equity (ROE) in percentage	profit or loss before taxation - taxes ----- equity	x 100
Profit from invested equity in percentage	profit or loss before taxation + interest expenses and other financing expenses ----- balance sheet total - non-interest bearing liabilities	x 100
Earnings per share	pre-tax result - taxes +/- minority interest ----- diluted average share issue corrected number of shares	
Diluted earnings per share	diluted profit before taxation - taxes +/- minority interest ----- diluted average share issue corrected number of shares	
Equity per share	equity ----- number of shares	

## ACQUISITIONS

### Solteq Retail Ltd (Aldata Solution Finland Ltd)

On 22 March 2012, Solteq acquired the entire capital stock of Aldata Solutions Plc's daughter company responsible for operations in Finland, Aldata Solution Finland Ltd. As a result of the corporate acquisition, Aldata Solution Finland Ltd became a daughter company entirely owned by Solteq Plc, and as of 30.3.2012, its trade name is registered as Solteq Retail Ltd.

The company offers software and related services to the retail industry. Its range of software is comprised of the Company's own software, whose product development is in Finland, and mediation products. Mediation products are order-supply chain management and optimisation

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products owned by the Aldata Group, which are offered in connection with the corporate acquisition based on agreed licence and distribution contracts, and Microsoft's ERP systems. At the end of 2011, Aldata Solution Finland Ltd had 77 employees. The company was merged into the Solteq Group from 1.3.2012.

The Group had no business acquisitions during financial year 2011.

## **The impact of the acquired company on Solteq Group**

Aggregate figures for the acquisition 1-12/2012

thousand EUR

Purchase price	
Fixed price, paid	8 301
<b>Total</b>	<b>8 301</b>

Price allocation	
Share capital	400
Distributable equity reserve	1 616
Share premium reserve	375
Retained earnings	-2 390
<b>Total</b>	<b>1</b>
<b>Remaining</b>	<b>8 300</b>

Intangible rights, technology	1 736
Intangible rights, customerships	608
Deferred tax	-574
Goodwill	6 529
<b>Total</b>	<b>8 300</b>

The goodwill value from the acquisition includes assets which are not separable, such as synergy advantages, skilful personnel, market share and access to the new markets.

Adjustments of the fair value to the other intangible assets reflect the value of Solteq Retail's customerships and technology.

Acquisition related costs	
Other operating expenses	611
<b>Total</b>	<b>611</b>

### **Impact on the Solteq Group's comprehensive income statement 1-12/2012**

Revenue*	9.574
Operating profit*	852

\*The amount of the revenue and the operating profit from acquisition date to the end of

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the reporting period. The acquired company is consolidated into the Solteq Group as of 1.3.2012

The revenue and the operating profit of the acquired company as the acquisition had taken place at the first day of the reporting period are not presented , because many significant pre-acquisition arrangements were performed in January and February 2012.

**Impact on the Solteq Group's number of personnel 75**

**Impact on the Solteq Group's assets and liabilities 31.12.2012**

Intangible assets	14
Tangible assets	40
<b>Non-current assets, total</b>	<b>54</b>
Trade and other receivables	1.180
Cash and cash equivalents	242
<b>Current assets, total</b>	<b>1.422</b>
<b>Assets total</b>	<b>1.476</b>
Financial liabilities	-565
<b>Current liabilities total</b>	<b>-565</b>
<b>Net identifiable assets and liabilities</b>	<b>911</b>
<b>Purchase price of the acquisition</b>	<b>8 301</b>
Intangible rights, technology *	1 502
Intangible rights, customerships *	545
Goodwill	6 529
Deferred tax liabilities	-501
Consideration paid, satisfied in cash 22.3.2012	8 301
Cash acquired	542
<b>Net cash outflow</b>	<b>7 759</b>

The company acquired during the reporting period is consolidated 100% into the Solteq Group as of the first day of the month when acquired.

\*Depreciations of the intangible rights during the reporting period are 94 thousand euros (technology) and 25 thousand euros (customerships)

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**Financial Reporting**

Solteq's Annual Report including audited financial statements for the year 2012 were published in the company's web site on 15/2/2013. The company does not publish a printed Annual Report.

Solteq Plc's financial information bulletins in 2013 have been scheduled as follows:

- Interim Report 1-3/2013 on Wednesday April 24, 2013 at 9 am
- Interim Report 1-6/2013 on Wednesday July 17, 2013 at 9 am
- Interim Report 1-9/2013 on Friday October 18, 2013 at 9 am

More investor information is available from Solteq's website at [www.solteq.com](http://www.solteq.com)

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