

Dovre Group Plc

Financial statements

February 14, 2013 at 08:45 a.m.

**DOVRE GROUP FINANCIAL STATEMENTS (IFRS) JANUARY 1 – DECEMBER 31, 2012**
**Q4: Dovre Group's net sales continued strong growth**

*As of the fourth quarter of 2012, the Group's Software business area is reported under discontinued operations and thus impacts only the Group's net result. In 2012, the Group reclassified certain sales-related expenses, which increased the net sales and travel expenses of the Group's Project Personnel business area. Income statement comparatives for 2011 have been changed accordingly.*

(Unless otherwise stated, last year's corresponding period in parentheses.)

**SUMMARY**
**October – December 2012**

- Net sales for continuing operations EUR 25.7 (18.9) million – growth 36%
- Project Personnel: net sales EUR 23.1 (16.9) million – growth 37%
- Consulting: net sales EUR 2.6 (2.1) million – growth 27%
- Operating result for continuing operations EUR 0.6 (0.7) million
- Operating result 2.5% (3.6%) of net sales
- Result for the period incl. discontinued operations EUR 0.7 (0.7) million
- Earnings per share incl. discontinued operations EUR 0.01 (0.01)
- Net cash flow from operating activities incl. discontinued operations EUR 1.3 (1.7) million
  
- *Net sales incl. Software (discontinued operations): EUR 26.9 (20.0) million*
- *Operating result incl. Software (discontinued operations): EUR 0.9 (0.9) million*

**January – December 2012**

- Net sales for continuing operations EUR 94.1 (73.3) million – growth 28%
- Project Personnel: net sales EUR 85.0 (66.6) million – growth 28%
- Consulting: net sales EUR 9.2 (7.0) million – growth 32%
- Operating result for continuing operations EUR 3.4 (4.4) million. Comparable operating result for continuing operations EUR 3.4 (2.7) million – growth 28%
- Comparable operating result 3.6% (3.6%) of net sales
- Result for the period incl. discontinued operations EUR 2.9 (3.2) million. Comparable result for the period incl. discontinued operations EUR 2.9 (2.0) million
- Earnings per share incl. discontinued operations EUR 0.05 (0.05). Comparable earnings per share incl. discontinued operations EUR 0.05 (0.02)
- Net cash flow from operating activities incl. discontinued operations EUR 2.8 (2.0) million
- Board of Directors proposes to the AGM a dividend of EUR 0.02 (0.01) per share
  
- *Net sales incl. Software (discontinued operations): EUR 98.9 (77.2) million – growth 28%*
- *Comparable operating result incl. Software (discontinued operations): EUR 4.3 (3.2) million – growth 34%*

*Comparables for 2011 exclude the gain from the closure of the defined benefit pension plan in Norway in Q1 (impact on the operating result approx. EUR 1.7 million and the result for the period approx. EUR 1.2 million).*

Guidance 2012 (incl. discontinued operations):

In 2012, net sales and comparable operating result are expected to grow over 20% from 2011.

Guidance 2013 for continuing operations:

In 2013, net sales and operating result are expected to grow from 2012.

The financial information presented in the financial statements is based on the company's audited financial statements. The auditor's report was issued on February 13, 2013.

## KEY FIGURES

(EUR million)	10-12 2012	10-12 2011	Change %	1-12 2012	1-12 2011 *)	Change %
Net sales, continuing operations	25.7	18.9	36.3 %	94.1	73.3	28.4 %
Operating result, continuing operations	0.6	0.7	-5.2 %	3.4	4.4	-21.5 %
% of Net sales	2.5 %	3.6 %		3.6 %	5.9 %	
Result for the period, incl. discontinued operations	0.7	0.7	-11.9 %	2.9	3.2	-10.4 %
% of Net sales	2.5 %	3.9 %		3.0 %	4.4 %	
Net cash flow from operations	1.3	1.7	-21.8 %	2.8	2.0	40.9 %
Debt-equity ratio (Gearing), %	-27.0 %	-34.6 %	-22.4 %	-27.0 %	-34.6 %	-22.4 %
Earnings per share, EUR (incl. discontinued operations)						
Basic	0.01	0.01	-12.6 %	0.05	0.05	-11.1 %
Diluted	0.01	0.01	-12.4 %	0.05	0.05	-10.7 %

\*) Including one-time item

## JANNE MIELCK, CEO

Our net sales grew strongly throughout 2012 and we saw the growth in net sales accelerating towards the end of the year. In the fourth quarter of 2012, our net sales grew 36% compared to the fourth quarter of 2011. Project Personnel, our biggest business area, increased its net sales by 37% and Consulting by 27%. Geographically, our net sales grew most strongly in Norway and Australia.

Our operating result in the last quarter of 2012 was EUR 0.6 million. In the second half of 2012, our operating result was affected by investments in business operations and development across the Group.

In 2012, our net sales grew by 28%. Project Personnel increased its net sales by 28% and Consulting by 32% from 2011. Again, geographically our net sales grew most strongly in Norway and Australia.

The Group's comparable operating result in 2012 was EUR 3.4 million, which was approx. EUR 0.7 million and 28% higher than in 2011. Despite strong growth in net sales, our net cash flow from operations has increased.

In the first half of 2012, we acquired a minority share in SaraRasa Biomass Pte., a renewable energy project developer based in Singapore, and invested in SaraRasa Bioindo Pte. Ltd., which is the company's first development project. The project is progressing according to plan. In the third quarter of 2012, SaraRasa Bioindo agreed a financing round with the Finnish Fund for Industrial Cooperation (Finnfund), which also became a shareholder in the company.

In the third quarter of 2012, our Consulting business area expanded its operations into the renewable energy market. Initially, the business area focuses specifically on projects in bio-renewables in Europe and South East Asia. The move is part of the business area's current operations and for its part strengthens our ability to operate in a new, growing market sector.

In the fourth quarter of 2012, we signed a new global frame agreement with a customer, which is one of the world's largest publicly traded oil and gas companies as well as currently one of the Group's two main customers. The frame agreement is valid for five years.

At the end of the year, Dovre Group received a notice for a call of option to acquire Safran Software Solutions AS, previously part of the Group's Software business area. The completion of the sales process is estimated to take place during spring 2013. In case the transaction is completed, the expected consideration for the shares is on the level of EUR 5 million.

Organizational changes in the Group that were announced in the first half of 2012 have strengthened our business areas. We continue our work to improve our operations in accordance with our new strategy.

## **FUTURE OUTLOOK**

General economic insecurity has not affected investment levels among Project Personnel business area's customers in the Oil and Gas industry and we expect demand for the business area's services to remain strong in key market areas. Market demand supports opportunities for growth, but the competitive market creates pressure on profitability.

Current market outlook in the Nordic countries, an important market for the Group's Consulting business area, is positive, although uncertainty in the export industry in Finland and Sweden may affect customers' investment levels. In 2012, the business area expanded its operations into the renewable energy sector in Europe and South East Asia and continues its expansion in these two key market areas.

We will continue developing the Group in accordance with our strategy, which was released on January 25, 2013.

In 2013, net sales and operating result are expected to grow from 2012.

Guidance for 2013 applies to the Group's continuing operations.

This future outlook is based on forecasts approved by Dovre Group's Board of Directors.

## **NET SALES**

As of the fourth quarter of 2012, the Group's Software business area is reported under discontinued operations. At same time, the Group's reporting structure was changed so that the Group no longer allocates certain intra-Group charges to segments. Comparatives for 2011 have been updated according to the new reporting structure.

In 2012, the Group reclassified certain sales-related expenses, which increased the net sales and travel expenses of the Project Personnel business area by EUR 5.8 (4.7) million.

### **October – December 2012**

In Q4, net sales for the Group's continuing operations increased by 36.3% totaling EUR 25.7 (18.9) million. Project Personnel accounted for 90 (90) % and Consulting for 10 (10) % of the Group's net sales. Net sales for Project Personnel increased by 36.8% totaling EUR 23.1 (16.9) million. Net sales for Consulting grew by 26.7% totaling EUR 2.6 (2.1) million.

By market area, EMEA accounted for 55 (49) %, AMERICAS for 39 (46) %, and APAC for 6 (5) % of the Group's net sales. Net sales for EMEA increased by 51.3% totaling EUR 14.0 (9.3) million. Net sales for AMERICAS increased by 17.8% totaling EUR 10.1 (8.6) million. Net sales for APAC grew by 64.7% totaling 1.6 (1.0) million.

Approximately one fifth of the growth in net sales incurred from exchange rate variations in favor of the Group.

In Q4, net sales for the Group's discontinued operations were EUR 1.2 (1.2) million.

### **January – December 2012**

During the financial year, net sales for the Group's continuing operations increased by 28.4% totaling EUR 94.1 (73.3) million. Project Personnel accounted for 90 (90) % and Consulting for 10 (10) % of the Group's net sales. Net sales for Project Personnel increased by 27.6% totaling EUR 85.0 (66.6) million. Net sales for Consulting grew by 31.5% totaling EUR 9.2 (7.0) million.

By market area, EMEA accounted for 52 (44) %, AMERICAS for 42 (51) %, and APAC for 6 (6) % of the Group's net sales. Net sales for EMEA increased by 53.5% totaling EUR 49.2 (32.0) million. Net sales for AMERICAS increased by 6.4% totaling EUR 39.4 (37.1) million. Net sales for APAC grew by 32.8% totaling 5.5 (4.2) million.

Approximately one quarter of the growth in net sales incurred from exchange rate variations in favor of the Group.

During the financial year, net sales for the Group's discontinued operations were EUR 4.9 (3.9) million.

#### Net sales by reporting segment (continuing operations)

(EUR million)	10-12 2012	10-12 2011	Change %	1-12 2012	1-12 2011	Change %
Project Personnel	23.1	16.9	36.8	85.0	66.6	27.6
Consulting	2.6	2.1	26.7	9.2	7.0	31.5
Net sales between segments	0.0	-0.1	-87.3	-0.1	-0.3	-76.7
Group total	25.7	18.9	36.3	94.1	73.3	28.4

#### Net sales by market area (continuing operations)

(EUR million)	10-12 2012	10-12 2011	Change %	1-12 2012	1-12 2011	Change %
EMEA	14.0	9.3	51.3	49.2	32.0	53.5
AMERICAS	10.1	8.6	17.8	39.4	37.1	6.4
APAC	1.6	1.0	64.7	5.5	4.2	32.8
Group total	25.7	18.9	36.3	94.1	73.3	28.4

Dovre Group's key markets by area are:

- EMEA: Finland, Norway, and Sweden
- AMERICAS: Canada and the US
- APAC: Australia and Sakhalin (Russia)

#### PROFITABILITY

As of the fourth quarter of 2012, the Group's Software division is reported under discontinued operations. The Group's segment reporting has further been changed so that the Group no longer allocates certain intra-Group charges to segments. Unallocated expenses include customer agreements and relations and their amortization as well as share-based compensation recognized as expense in the income statement. In addition, unallocated items include the release of the provision for the defined benefit pension plan in Norway in the first quarter of 2011, which improved Project Personnel's operating result by approx. EUR 1.7 million. Comparatives for 2011 have been updated according to the new reporting structure.

#### Operating result October – December 2012

In Q4, operating result for the Group's continuing operations was EUR 0.6 (0.7) million. Project Personnel business area's operating result was EUR 0.7 (0.7) million. Consulting business area's operating result was EUR 0.4 (0.4) million. Operating result for Other functions was EUR -0.3 (-0.4) million.

In Q4, operating result for the Group's discontinued operations was EUR 0.3 (0.2) million.

## Operating result January – December 2012

During the financial year, operating result for the Group's continuing operations was EUR 3.4 (4.4) million. Project Personnel business area's operating result was EUR 3.9 (3.6) million. Consulting business area's operating result was EUR 1.4 (0.9) million. Operating result for Other functions was EUR -1.6 (-1.6) million.

The Group's comparable operating result EUR 3.4 (2.7) million.

During the financial year, operating result for the Group's discontinued operations was EUR 0.9 (0.5) million.

## Operating result by reporting segment (continuing operations)

(EUR million)	10-12 2012	10-12 2011	Change %	1-12 2012	1-12 2011 *)	Change %
Project Personnel	0.7	0.7	-2.6	3.9	3.6	7.1
Consulting	0.4	0.4	6.5	1.4	0.9	60.5
Other functions	-0.3	-0.4	8.3	-1.6	-1.6	0.9
Operating result between segments	0.0	0.0	-145.4	0.0	0.0	15.8
Unallocated	-0.1	-0.1	-15.2	-0.3	1.5	-119.5
Group total	0.6	0.7	-5.9	3.4	4.4	-21.5

\*) Including one-time item

## Result October – December 2012

In Q4, result before taxes for the Group's continuing operations was EUR 0.5 (0.8) million and after taxes and including discontinued operations EUR 0.7 (0.7) million. Discontinued operations accounted for EUR 0.2 (0.1) million of the Group's result. In Q4/2011, the tax expense included EUR 0.2 million increase in deferred tax payable which was due to a with-holding tax on subsidiaries' accumulated earnings.

The Group's earnings per share incl. discontinued operations was EUR 0.01 (0.01).

The Group's return on average capital employed before taxes was 11.4 (20.1) %.

## Result January – December 2012

During the financial year, result before taxes for the Group's continuing operations was EUR 3.2 (4.2) million and after taxes and including discontinued operations EUR 2.9 (3.2) million. Discontinued operations accounted for EUR 0.7 (0.4) million of the Group's result. In Q1/2011, the release of the provision for the defined benefit pension plan in Norway improved the result by approx. EUR 1.2 million. In 2011, the tax expense included EUR 0.2 million increase in deferred tax payable which was due to a with-holding tax on subsidiaries' accumulated earnings.

The Group's earnings per share incl. discontinued operations was EUR 0.05 (0.05). The Group's comparable earnings per share incl. discontinued operations was EUR 0.05 (0.02).

The Group's return on average capital employed before taxes was 14.3 (26.3) %. In 2011, average capital employed before taxes was affected by a one-time item.

## CASH FLOW, FINANCING, AND INVESTMENTS

On December 31, 2012, the Group balance sheet total was EUR 40.5 (33.7) million.

The cash and cash equivalents for the Group's continuing operations totaled EUR 7.5 (7.9) million at the end of the period. Including discontinued operations, the Group's cash and cash equivalents totaled EUR 9.3 (7.9) million at the end of the period. In addition, the parent company and the subsidiaries have unused credit

limits. The Group's cash and cash equivalents increased by EUR 1.3 (2.3) million during January – December 2012.

The equity ratio was 56.8 (60.5) %. The debt-equity ratio (gearing) was -27.0 (-34.6) %. On December 31, 2012, the interest-bearing liabilities amounted to EUR 1.3 (0.9) million, accounting for 3.2 (2.6) % of the Group's shareholders' equity and liabilities. Of the interest-bearing liabilities, EUR 0.0 (0.0) million were non-current and EUR 1.3 (0.9) million current.

The net cash flow from operating activities was EUR 2.8 (2.0) million. This includes the EUR -0.9 (-0.6) million change in working capital. EUR 0.9 (1.0) million were paid in taxes.

The net cash flow from investing activities was EUR -1.4 (0.2) million. Gross investments totaled EUR 1.7 (0.1) million, including the Group's investment, EUR 1.5 million, in a project development company based in Singapore and in the company's first development project.

The net cash flow from financing activities was EUR -0.2 (0.2) million. The Group drew new loans worth of EUR 0.4 (0.8) million and paid back existing loans worth of EUR 0.0 (1.0) million. The Group paid a total of EUR 0.6 (0.0) million in dividends during the financial year. In 2011, stock options exercised during the financial year increased the net cash flow from financing activities by EUR 0.3 million.

The balance sheet goodwill totaled EUR 7.8 (7.5) million on December 31, 2012. No indications of impairment of assets exist.

## RESEARCH AND DEVELOPMENT

The Group's research and development costs were EUR 0.1 (0.1) million, representing 0.1 (0.1) % of the Group's net sales. A total of EUR 0.1 (0.1) million of capitalized research and development costs were in the Group's balance sheet on December 31, 2012.

## CHANGES IN DOVRE GROUP

On February 16, 2012, Dovre Group Plc announced Mikko Marsio's appointment to the Group's Executive Team as of March 5, 2012. On March 30, 2012, the company announced the resignation of Michael Critch, a member of the Group's Executive Team.

Dovre Group Plc's fully owned subsidiary Camako Oy was merged into its parent company on May 1, 2012.

On May 29, 2012, Dovre Group Plc announced changes in the responsibilities of the members of the Group's Executive Team. Arve Jensen was appointed as Head of Dovre Group's Project Personnel business area and Petri Karlsson as Head of the Group's Consulting business area as of June 1, 2012. As of June 1, 2012, the Group's Executive Team includes, with respective areas of responsibility, Janne Mielck (CEO), Heidi Karlsson (CFO), Mikko Marsio (Business Development), Arve Jensen (Project Personnel), Petri Karlsson (Consulting), and Juha Pennanen (Software).

## PERSONNEL

The Group's personnel expenses for continuing operations were EUR 80.2 (60.5) million during the financial year. The comparable personnel expenses for continuing operations were EUR 80.2 (62.2) million.

The personnel expenses of the Project Personnel business area were EUR 72.6 (54.2) million. The personnel expenses of the Consulting business area were EUR 6.7 (5.2) million. The personnel expenses of Other functions were EUR 0.9 (1.0) million.

In Q1/2011, the release of the provision for the defined benefit pension plan in Norway decreased the Group's personnel expenses by EUR 1.7 million.



During the financial year, the number of personnel employed by the Group's continuing operations averaged 434 (382).

During the financial year, the Group's personnel expenses for discontinued operations were EUR 3.5 (2.7) million and the average number of personnel employed 27 (26).

#### Personnel by reporting segment (average) (continuing operations)

	10-12 2012	10-12 2011	Change %	1-12 2012	1-12 2011	Change %
Project Personnel	401	326	23.0	379	331	14.5
Consulting	55	48	14.6	50	47	6.4
Other functions	6	4	50.0	5	4	25.0
Total	462	378	22.2	434	382	13.6

On December 31, 2012, Dovre Group's continuing operations employed 461 (381) people worldwide. Of these, 401 (329) were employed by the Project Personnel business area, 54 (48) by the Consulting business area, and 6 (4) by Other functions.

In the Project Personnel business area 40 (42) % of the employees were independent contractors.

#### BUSINESS PERFORMANCE

Our net sales grew strongly throughout 2012 and we saw the growth in net sales accelerating towards the end of the year. Our comparative operating result improved from 2011. In the second half of 2012, our operating result was affected by investments in business operations and development. Organizational changes in the Group announced in the first half of 2012 have strengthened our business areas. We continue our work to improve our operations in accordance with our new strategy.

Our Project Personnel business area increased its net sales in all market areas in 2012, with Norway and Australia experiencing strong growth throughout the year. In North America, our net sales took an upward turn in the second half of 2012. We signed a new global frame agreement with a customer, which is one of the world's largest publicly traded oil and gas companies as well as currently one of the Group's two main customers. The frame agreement is valid for five years.

Our Consulting business has developed positively throughout 2012, mainly due to our success in Norway where both customer demand and utilization have remained high. In the second half of 2012, the business area expanded its operations into the renewable energy market. Initially, the business area focuses specifically on projects in bio-renewables in Europe and South East Asia. The business area's service offering for actors involved in renewable energy projects covers project management services and solutions across the project life-cycle.

At the end of the financial year, Dovre Group received a notice for a call of option to acquire Safran Software Solutions AS, previously part of the Group's Software business area. The completion of the sales process is estimated to take place during spring 2013.

In the first half of 2012, Dovre Group acquired a minority share in SaraRasa Biomass Pte. Ltd., a renewable energy project developer based in Singapore, and invested in the company's first development project SaraRasa Bioindo Pte. Ltd., a pellet processing plant using wood biomass and located in Indonesia. The plant is expected to start production in spring 2013. In the third quarter of 2012, SaraRasa Bioindo agreed a financing round with the Finnish Fund for Industrial Cooperation (Finnfund), which also became a shareholder in the company.

The streamlining of the Group's legal structure was completed during the first quarter of 2012.

**SHARES, SHARE HOLDERS, OPTION RIGHTS, AND AUTHORIZATION TO ISSUE SHARES**

On January 1, 2012, Dovre Group Plc's share capital was EUR 9,603,084.48 and the total number of shares 62,895,751. The share capital and the total number of shares did not change during the financial year.

**Trading and market capitalization**

In January – December, 2012, approximately 9.2 (10.1) million Dovre Group shares were traded on the NASDAQ OMX Helsinki Ltd., corresponding to an exchange of approximately EUR 3.9 (4.3) million.

From January 1 to December 31, 2012, the lowest quotation was EUR 0.32 (0.28) and the highest quotation was EUR 0.58 (0.51). On December 31, 2012, the closing quotation was EUR 0.53 (0.34).

The period-end market capitalization was approximately EUR 33.3 (21.4) million.

**Shareholders**

On December 31, 2012, the number of registered shareholders of Dovre Group Plc totaled 2,927 (2,864) including 8 nominee registers. 0.9 (1.2) % of the Group's shares are nominee-registered.

On December 31, 2012, the ownership of the Board of Directors and CEO accounted for 9.1 (5.4) % of all the shares, or 5,734,475 (3,398,640) shares.

**Option rights**

The subscription period for Dovre Group Plc's 2010A option plan begun on March 1, 2012. No shares were subscribed for with the option rights during the financial year.

In Q4, the Group did not grant any options under the Group's 2010 option plans. A total of 20,000 options granted under the 2010B option plan were returned to the company.

During the financial year, the Group granted a total 825,000 options under the 2010C option plan. A total of 150,000 options granted under the 2010B option plan and 75,000 options granted under the 2010C option plan were returned to the company.

At the end of the financial year, a total of 2,450,000 options were outstanding under the 2010 option plan. The company has in reserve 750,000 of these.

**The Authorization of the Board of Directors**

The Annual General Meeting held on March 15, 2012, decided to authorize the Board of Directors to decide on the repurchase of a maximum of 6,200,000 of the Company's own shares, corresponding to approx. 9.9% of the Company's total number of shares. The repurchase authorization is valid until June 30, 2013.

In addition, the Annual General Meeting authorized the Board of Directors to decide on the issuance of shares as well as the issuance of special rights. By virtue of the authorization, the Board is entitled to decide on the issuing of a maximum of 12,400,000 new shares, corresponding to approximately 20% of the Company's total number of shares. The Board is entitled to decide on the conveying of a maximum 6,200,000 own shares held by the Company. The number of shares to be issued to the Company shall not exceed 6,200,000 including the number of own shares acquired by the Company by virtue of the authorization to repurchase the Company's own shares. Additionally, the Board is authorized to grant special rights entitling to shares. The maximum number of shares to be thus issued is 5,000,000 whereby this maximum number is included in the maximum number of shares noted above. The authorization is valid until June 30, 2013.

The Board did not exercise the authorizations granted by the Annual General Meeting held on March 15, 2012 during the financial year.



## CORPORATE GOVERNANCE

Dovre Group Plc's Annual General Meeting, held on March 15, 2012, set the number of Board members to five. The following five members were elected as the members of the Board: Ilari Koskelo, Antti Manninen, Leena Mäkelä, Hannu Vaajoensuu, and Ossi Pohjola as a new member. In its first meeting held after the Annual General Meeting, the Board of Directors elected Hannu Vaajoensuu as the Chairman and Antti Manninen as the Vice Chairman of the Board.

Authorized public accountants Ernst & Young Oy continued as the Group's auditor, with APA Mikko Järventausta as the auditor in charge.

A separate stock exchange bulletin outlining the other decisions of the Annual General Meeting was issued on March 15, 2012.

Dovre Group complies with the Finnish Corporate Governance Code with the following exception:

The company's Board does not have any designated board committees. The establishment of committees has not been deemed necessary due to the size of the company and the Board.

The Corporate Governance Statement for 2012 has been composed in accordance with Recommendation 54 of the Corporate Governance Code of the Finnish Securities Market Association and Chapter 2, Section 6 of the Finnish Securities Market Act. The Corporate Governance Statement has been issued separately from the Annual Review by Dovre Group Plc Board of Directors.

Dovre Group's corporate governance principles are available on the company's website at [www.dovregroup.com](http://www.dovregroup.com).

## SHORT-TERM RISKS AND UNCERTAINTIES

The success of the Project Personnel business area is influenced by the energy sector market as well as investment levels in the Oil and Gas industry. The business area expands its business to new geographical market areas. Growth in new market areas requires investments and includes risks. The business area's identified main risks are maintaining its overall competitiveness, profitability, and its key resources in an ever more competitive market environment. Project Personnel business is project-based by nature, thus adding an element of uncertainty to forecasting.

The Oil and Gas industry in general involves risks, and single projects may experience delays or accidents. Such situations may affect the operating result of the Project Personnel business area. Dovre Group is responsible for the work performed by its consultants. However, the company has no overall responsibility for project deliveries.

Current market outlook in the Nordic countries, an important market for the Group's Consulting business area, is positive, although uncertainty in the export industry in Finland and Sweden may affect customers' investment levels. The business area is expanding its business in the renewable energy market. Growth in a new market area requires investments and includes risks. Project delivery involves risks which are due to both customers and the Group's own personnel.

Dovre Group has two major customers, each of which accounts for more than 10% of the Group's net sales. The Group has extensive delivery agreements with these clients and is thus dependent on its key customers and the long-term frame agreements signed with them.

Dovre Group has invested in a new company SaraRasa Bioindo Pte. Ltd. The build-up phase involves a number of risks, including, for example, organizational set-up, construction of production capacity, legal and regulatory issues, and commercial agreements, especially feedstock purchase and end-product sale agreements. As the company's main operations are located in Indonesia, the company is exposed to high political risk.

The Group's reporting currency is the euro. The Group's most important functional currencies are the Canadian dollar, the Norwegian crown, and the US dollar. Currency fluctuations can affect the company's net sales. Assets and liabilities in foreign currencies can also result in foreign exchange gains or losses. The Group is hedging its currency positions.

## OTHER EVENTS DURING THE FINANCIAL YEAR

On October 29, 2012, Dovre Group Plc announced that the Group had secured a global frame agreement with a customer, which is one of the world's largest publicly traded oil and gas companies as well as currently one of the Group's two main customers. The frame agreement is valid for five years. Dovre Group was selected as one of a limited number of suppliers to provide professional services to the customer.

On December 28, 2012, Dovre Group Plc announced that the company had received a notice from SNA Holding AS to call its option to acquire the entire share capital of Dovre Group's fully-owned Norwegian subsidiary Safran Software Solutions AS. The option is based on an agreement signed between Dovre Group Plc and SNA Holding AS in 2009. The completion of the sales process, including contract negotiations and due diligence, is estimated to take place during spring 2013. In case the transaction is completed, the expected consideration for the shares is on the level of EUR 5 million.

## EVENTS AFTER THE FINANCIAL YEAR

In its meeting on January 24, 2013, the Board of Directors of Dovre Group Plc approved the company's new strategy and the company's updated long-term financial objectives for 2013 - 2017. The company announced the new strategy on January 25, 2013. In accordance with the new strategy, Dovre Group will focus on providing project management services, covering project personnel and consulting, to the energy sector world-wide and aims to become the most advanced player in its field. The company's long-term financial objective is an operating profit margin on the level of 5-10% with an average annual net sales growth of more than 15%. Dovre Group's Project Personnel business area provides high quality professionals for major investment projects. Project Personnel business area aims to improve its competitiveness by building up state-of-the-art recruiting and service operations that utilize latest technologies. The Group's Consulting business area offers management and project management consulting services. The business area seeks growth especially in the renewable energy market with initial focus on biorenewables. The business area's expansion will be supported by selective acquisitions.

The Group renewed its Executive Team upon the release of the new strategy. As of January 25, 2013, the Group's Executive Team consists of Janne Mielck (CEO), Heidi Karlsson (CFO), Arve Jensen (Project Personnel), and Petri Karlsson (Consulting).

In its meeting on January 24, 2013, the Board of Directors of Dovre Group Plc has approved a new option plan 2013 based on the authorization given by the Annual General Meeting on March 15, 2012. Under this plan, a total of 3,000,000 stock options are offered for subscription to Dovre Group's key personnel. The dilution effect of the stock option plan is less than 5% of the total number of Dovre Group shares. Each stock option entitles the holder to subscribe for one share in Dovre Group.

The option plan is divided into three series. The number of stock options, the subscription period, and the subscription price, which is based on the final daily ratings of the company's share in public trading, are as follows:

- Option Series 2013A: a maximum of 1,000,000 stock options can be given, the subscription price is the trade volume weighted average rating during 1 February - 31 March 2013, and the subscription period 1.3.2015 - 29.2.2018
- Option Series 2013B: a maximum of 1,000,000 stock options can be given, the subscription price is the trade volume weighted average rating during 1 February - 31 March 2014, and the subscription period 1.3.2016 - 28.2.2019
- Option Series 2013C: a maximum of 1,000,000 stock options can be given, the subscription price is the trade volume weighted average rating during 1 February - 31 March 2015, and the subscription period 1.3.2017 - 28.2.2020

The full terms and conditions of the 2013 option plan are available at [www.dovregroup.com](http://www.dovregroup.com).

In its meeting on January 24, 2013, the Board of Directors of Dovre Group Plc decided to cancel a total of 345,000 2010A stock options and a total of 380,000 2010B stock options. After the cancellation, the remaining 555,000 2010A stock options entitle holders to subscribe for 555,000 shares of Dovre Group Plc. The remaining 395,000 2010B stock options entitle holders to subscribe for 395,000 shares of Dovre Group Plc.

#### **BOARD OF DIRECTORS' PROPOSAL FOR DIVIDEND**

The parent company's distributable funds are EUR 12,120,269.42. The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.02 per share to be paid, corresponding to EUR 1,257,915.02 based on the total number of shares (62,895,751).

The Company having decided to dissolve the unrestricted equity fund and to reduce the share capital of the Company in order to set off losses from prior financial years at the Annual General Meeting held on March 17, 2011, the payment of the dividend is conditional on the creditor protection procedure in accordance with Chapter 14, Sections 3-5 of the Finnish Companies Act/requires public notice and registration procedure in accordance with Chapter 14, Sections 3-5 of the Finnish Companies Act. The procedure is estimated to take four (4) months.

The Board of Directors further proposes that the dividend, conditional on the creditor protection procedure as noted in the previous paragraph, is paid to a shareholder who on the record date March 19, 2013, is registered as a shareholder in the Company's shareholders' register maintained by Euroclear Finland Ltd. The dividend is paid on August 15, 2013.

No significant changes have occurred in the company's financial position after the end of the financial year. The company's liquidity is good, and the proposed distribution of dividend poses no risk to the company's financial standing.

#### **BRIEFING FOR PRESS AND FINANCIAL ANALYSTS**

Dovre Group organizes a briefing on financial statements 2012 and the Group's new strategy to the press and financial analysts on Thursday, February 14, 2013, at 11 a.m. The briefing will be held at Event Arena Bank, Unioninkatu 20, Helsinki.

Helsinki, February 13, 2013

Dovre Group Plc  
Board of Directors

For additional information, please contact

DOVRE GROUP PLC

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### **Dovre Group's Financial Reporting in 2013**

Dovre Group Plc's Annual Report 2012, including the Group's financial statements for January 1 – December 31, 2012, will be available on the company website by February 21, 2013.

Dovre Group releases its 2013 interim reports as follows:

- Interim report for January 1 – March 31, 2013 on Thursday, April 25, 2013
- Interim report for January 1 – June 30, 2013 on Thursday, July 25, 2013
- Interim report for January 1 – September 30, 2013 on Thursday, October 24, 2013.

### **Annual General Meeting**

Dovre Group Plc's Annual General Meeting has been planned to be held at Suomalainen Klubi in Helsinki (address: Kansakoulukuja 3) on Thursday, March 14, 2013, starting at 2:30pm.

### **Distribution**

NASDAQ OMX Helsinki Ltd  
Major media  
[www.dovregroup.com](http://www.dovregroup.com)

## SUMMARY OF FINANCIAL STATEMENTS AND NOTES

The interim report has been prepared in line with IAS 34 and the same accounting principles have been applied as in the 2011 financial statements. Key indicator calculations remain unchanged and have been presented in the 2011 financial statements. The financial information presented in the financial statements is based on the company's audited financial statements. The auditor's report was issued on February 13, 2013.

### Changes to comparatives for 2011

In the fourth quarter of 2012, Dovre Group harmonized the presentation of expense reimbursements received from customers in the income statement across Group companies. The Group has reclassified comparatives for 2011 as well as previously reported quarters in 2012 in accordance with the requirements of IAS 1. As a result of the reclassification, the Group's net sales and other expenses in 2011 grew by EUR 4.7 million. The reclassification did not affect the Group's operating result. The Group announced the reclassification in December 2012. In addition, having received a notice for a call of option to acquire Safran Software Solutions AS in the fourth quarter of 2012, the Group has changed comparatives for 2011 in accordance with IFRS 5. As of the fourth quarter of 2012, Safran Software Solutions, previously part of the Group's Software business area, is reported under discontinued operations. As part of the change of the Group's reporting structure, the Group no longer allocates the parent company's certain intra-Group charges to segments. Comparatives for 2011 have been updated according to the new reporting structure.

## CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

(EUR thousand)	10-12 2012	10-12 2011	Change %	1-12 2012	1-12 2011 *)	Change %
NET SALES, continuing operations	25 709	18 860	36.3	94 069	73 273	28.4
Other operating income	53	32	68.0	87	82	6.1
Material and services	-46	-76	-40.0	-219	-180	21.7
Employee benefits expense	-21 614	-16 038	34.8	-80 183	-60 460	32.6
Depreciation and amortization	-109	-110	-0.5	-428	-443	-3.4
Other operating expenses	-3 345	-1 984	68.6	-9 907	-7 915	25.2
OPERATING RESULT, continuing operations	649	685	-5.2	3 419	4 357	-21.5
Financing income	50	146	-66.0	351	403	-12.9
Financing expenses	-113	-28	301.6	-374	-517	-27.7
Share of results in associates	-43			-156		
RESULT BEFORE TAX, continuing operations	543	802	-32.3	3 240	4 243	-23.6
Tax on income from operations	-73	-207	-64.9	-1 033	-1 453	-28.9
RESULT FOR THE PERIOD, CONTINUING OPERATIONS	470	595	-20.9	2 207	2 790	-20.9
Discontinued operations:						
Result for the period, discontinued operations	183	147	24.6	662	412	60.7
RESULT FOR THE PERIOD	653	742	-11.9	2 869	3 202	-10.4
Other comprehensive income						
Translation differences	-264	476	-155.5	290	128	126.6
Other comprehensive income for the period, net of tax	-264	476	-155.5	290	128	126.6
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	389	1 218	-68.0	3 159	3 330	-5.1

**ALLOCATION OF COMPREHENSIVE  
RESULT FOR THE PERIOD**

Result attributable to shareholders of the parent

653      742      -11.9      2 869      3 202      -10.4

**ALLOCATION OF COMPREHENSIVE  
RESULT FOR THE PERIOD**

Result attributable to shareholders of the parent

389      1 218      -68.0      3 159      3 330      -5.1

**Earnings/share EUR**

Basic, incl. discontinued operations

0.01      0.01      -12.6      0.05      0.05      -11.1

Diluted, incl. discontinued operations

0.01      0.01      -12.4      0.05      0.05      -10.7

**Comprehensive earnings/share EUR**

Basic

0.01      0.02      -68.2      0.05      0.05      -5.8

Diluted

0.01      0.02      -68.2      0.05      0.05      -5.4

\*) Including one-time item

**CONSOLIDATED STATEMENT OF FINANCIAL POSITION**

(EUR thousand)

Dec. 31,      Dec. 31,      Change  
2012      2011      %

**ASSETS**
**Non-current assets**

Intangible assets

856      1 119      -23.5

Goodwill

7 803      7 491      4.2

Tangible assets

123      83      48.2

Investments in associates

1 296      933      38.9

Available-for-sale investments

0      75      -100.0

Trade receivables and other receivables

25      242      -89.7

Deferred tax asset

121      102      18.6

Non-current assets

10 224      10 045      1.8

**Current assets**

Trade receivables and other receivables

19 201      15 724      22.1

Tax receivable, income tax

41      19      115.8

Cash and cash equivalents

7 503      7 941      -5.5

Current assets

26 745      23 684      12.9

**Assets held for sale**

3 553      0

**TOTAL ASSETS**

40 522      33 729      20.1

**EQUITY AND LIABILITIES**
**Shareholders' equity**

Share capital

9 603      9 603      0.0

Reserve for invested non-restricted equity

346      346      0.0

Revaluation reserve

79      127      -37.8

Translation differences

1 101      818      34.6

Retained earnings

11 884      9 524      24.8



Shareholders' equity	23 013	20 418	12.7
Non-current liabilities			
Deferred tax liability	799	989	-19.2
Other long-term liabilities	25	23	8.7
Non-current liabilities	824	1 012	-18.6
Current liabilities			
Short-term liabilities, interest-bearing	1 286	870	47.8
Trade payables and other liabilities	13 010	11 028	18.0
Tax liability, income tax	761	362	110.2
Current provisions	0	39	-100.0
Current liabilities	15 057	12 299	22.4
Liabilities held for sale	1 628	0	
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>40 522</b>	<b>33 729</b>	<b>20.1</b>

### CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

- a) Share capital
- b) Reserve for non-restricted equity
- c) Revaluation reserve
- d) Translation differences
- e) Retained earnings
- f) Equity attributable to shareholders of the parent
- g) Non-controlling interest
- h) Shareholders' equity total

EUR thousand	a)	b)	c)	d)	e)	f)	g)	h)
<b>SHAREHOLDERS' EQUITY Jan 1, 2011</b>	<b>15 917</b>	<b>4 976</b>	<b>179</b>	<b>690</b>	<b>-5 197</b>	<b>16 564</b>	<b>155</b>	<b>16 718</b>
<b>Comprehensive income</b>								
Profit/loss for the period					3 202	3 202		3 202
Other comprehensive income								
Translation differences				128		128		128
Transfers between items			-52		52			
<b>Total comprehensive income</b>	<b>0</b>	<b>0</b>	<b>-52</b>	<b>128</b>	<b>3 254</b>	<b>3 330</b>	<b>0</b>	<b>3 330</b>
<b>Transactions with shareholders</b>								
Reduction of the share capital and dissolution of the reserve for non-restricted fund	-6 314	-4 976			11 290	0		0
Share based compensation					51	51		51
Dividend distribution		346				346		346
Change in non-controlling interest *)					127	127	-155	-28
<b>Total transactions with shareholders</b>	<b>-6 314</b>	<b>-4 630</b>	<b>0</b>	<b>0</b>	<b>11 468</b>	<b>524</b>	<b>-155</b>	<b>369</b>
<b>SHAREHOLDERS' EQUITY Dec. 31, 2011</b>	<b>9 603</b>	<b>346</b>	<b>127</b>	<b>818</b>	<b>9 524</b>	<b>20 418</b>	<b>0</b>	<b>20 418</b>

\*) Dovre Group recognized the non-controlling interest due to a call option that gives present access to benefits associated with the ownership interest.

EUR thousand	a)	b)	c)	d)	e)	f)	g)	h)
<b>SHAREHOLDERS' EQUITY Jan 1, 2012</b>	<b>9 603</b>	<b>346</b>	<b>127</b>	<b>818</b>	<b>9 524</b>	<b>20 418</b>	<b>0</b>	<b>20 418</b>
<b>Comprehensive income</b>								
Profit/loss for the period					2 869	2 869		2 869
Other comprehensive income								
Translation differences			7	283		290		290
Transfers between items			-55		55	0		
<b>Total comprehensive income</b>	<b>0</b>	<b>0</b>	<b>-48</b>	<b>283</b>	<b>2 924</b>	<b>3 159</b>	<b>0</b>	<b>3 159</b>
<b>Transactions with shareholders</b>								
Share based compensation					65	65		65
Dividend distribution					-629	-629		-629
<b>Total transactions with shareholders</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>-564</b>	<b>-564</b>	<b>0</b>	<b>-564</b>
<b>SHAREHOLDERS' EQUITY Dec. 31, 2012</b>	<b>9 603</b>	<b>346</b>	<b>79</b>	<b>1 101</b>	<b>11 884</b>	<b>23 013</b>	<b>0</b>	<b>23 013</b>

**CONSOLIDATED STATEMENT OF CASH FLOWS**

(EUR thousand)	10-12 2012	10-12 2011	1-12 2012	1-12 2011
<b>Cash flow from operating activities</b>				
Operating result, continued operations	649	690	3 419	4 357
Operating result, discontinued operations	252	231	883	545
Adjustments				
Depreciation/Amortization	111	110	433	446
Gain on disposal of investment	-5	-1	-5	-1
Loss on disposal	0	19	0	19
Personnel expenses	16	242	65	-1 628
Non-cash transactions	-18	0	0	0
<b>Adjustments, total</b>	<b>104</b>	<b>370</b>	<b>493</b>	<b>-1 164</b>
Changes in working capital				
Trade and other receivables, increase (-) / decrease (+)	1 336	487	-3 934	-1 839
Trade and other payables, increase (+) / decrease (-)	-552	446	2 986	1 202
<b>Changes in working capital, total</b>	<b>784</b>	<b>933</b>	<b>-948</b>	<b>-637</b>
Interest paid	-25	-26	-59	-101
Interest received	19	23	77	68
Other financial expenses paid and received	-42	15	-132	-139
Income taxes paid	-412	-542	-915	-958
<b>Net cash generated by operating activities</b>	<b>1 329</b>	<b>1 694</b>	<b>2 818</b>	<b>1 971</b>
<b>Cash flow from investing activities</b>				
Investments in tangible and intangible assets	-90	-15	-184	-57
Proceeds from sale of tangible and intangible assets	0	55	0	55
Proceeds from available-for-sale financial assets	80	2	80	188
Purchase of shares in associates	0	0	-1 485	0
Dividends received	0	1	0	1
Increase (-) / decrease (+) in loans receivable	218	0	218	0
<b>Net cash generated by investing activities</b>	<b>208</b>	<b>43</b>	<b>-1 371</b>	<b>187</b>
<b>Cash flow from financing activities</b>				
Stock options exercised	0	0	0	346
Repayments of long-term loans	0	-52	0	-408
Proceeds from short-term loans	30	0	448	776
Repayments of short-term loans	0	-33	-16	-550
Dividends paid	0	0	-629	0
<b>Net cash generated by financing activities</b>	<b>30</b>	<b>-85</b>	<b>-197</b>	<b>164</b>
<b>Change in cash and cash equivalents</b>	<b>1 567</b>	<b>1 652</b>	<b>1 250</b>	<b>2 322</b>
Translation differences	-99	226	116	99
Cash and cash equivalents at beginning of the period	7 839	6 063	7 941	5 520
<b>Cash and cash equivalents at end of the period</b>	<b>9 307</b>	<b>7 941</b>	<b>9 307</b>	<b>7 941</b>
Cash and cash equivalents at end of the period				
Continued operations	7 502			
Discontinued operations	1 805			
Cash and cash equivalents at end of the period, total	9 307			

## SEGMENT REPORTING

The Group's segment information is based on the Group's internal financial reporting and has been produced in accordance with IFRS standards. The Group's reporting structure was changed in the fourth quarter of 2012 after the Group received a notice for a call of option to acquire Safran Software Solutions AS, previously part of the Group's Software business area. As part of the change of the Group's reporting structure, the Group no longer allocates the parent company's certain intra-Group charges to segments. Unallocated expenses include customer agreements and relations and their amortization, share-based compensation recognized as expense in the income statement, financial items, and income taxes. Comparatives for 2011 have been updated according to the new reporting structure.

2012 EUR thousand	Project Personnel	Consulting	Other functions	Elimi- nations	Unallocated	Group total
<b>INCOME STATEMENT</b>						
External net sales	84 905	9 164				94 069
Internal net sales	62	0	0	-62		0
<b>Net sales</b>	<b>84 967</b>	<b>9 164</b>	<b>0</b>	<b>-62</b>	<b>0</b>	<b>94 069</b>
<b>Operating result</b>	<b>3 883</b>	<b>1 379</b>	<b>-1 582</b>	<b>22</b>	<b>-283</b>	<b>3 419</b>
Financing income and expenses					-23	-23
Income taxes					-1 033	-1 033
Share of results in associates			-156			-156
Discontinued operations			662			662
<b>Result for the period</b>	<b>3 883</b>	<b>1 379</b>	<b>-1 076</b>	<b>22</b>	<b>-1 339</b>	<b>2 869</b>
<b>BALANCE SHEET</b>						
Assets	24 058	3 070	156	-58	8 447	35 673
Investments in associates			1 296			1 296
Assets held for sale			3 553			3 553
<b>Assets total</b>	<b>24 058</b>	<b>3 070</b>	<b>1 452</b>	<b>-58</b>	<b>8 447</b>	<b>40 522</b>
<b>OTHER INFORMATION</b>						
Net sales, goods	0	564	0	0	0	564
Net sales, services	84 916	8 590	0	0	0	93 506
Investments	83	11	90	0	0	184
Depreciation/Amortization	-304	-121	-22	19		-428

2012 EUR thousand	Project Personnel	Consulting	Other functions	Elimi- nations	Unallocated	Group total
<b>INCOME STATEMENT</b>						
External net sales	66 304	6 969			0	73 273
Internal net sales	266	0	0	-266	0	0
<b>Net sales</b>	<b>66 570</b>	<b>6 969</b>	<b>0</b>	<b>-266</b>	<b>0</b>	<b>73 273</b>
<b>Operating result</b>	<b>3 625</b>	<b>859</b>	<b>-1 597</b>	<b>19</b>	<b>1 451</b>	<b>4 357</b>
Financing income and expenses					-114	-114
Income taxes					-1 453	-1 453
Share of results in associates						0
Discontinued operations			412			412
<b>Result for the period</b>	<b>3 625</b>	<b>859</b>	<b>-1 185</b>	<b>19</b>	<b>-116</b>	<b>3 202</b>
<b>BALANCE SHEET</b>						
Assets	19 641	2 837	1 155	-77	9 240	32 796
Investments in associates			933			933
<b>Assets total</b>	<b>19 641</b>	<b>2 837</b>	<b>2 088</b>	<b>-77</b>	<b>9 240</b>	<b>33 729</b>

<b>OTHER INFORMATION</b>						
Net sales, goods		319	0	0	0	319
Net sales, services	66 304	6 650	0	0	0	72 954
Investments	22	31	99	-95	0	57
Depreciation/Amortization	-319	-119	-23	17	0	-444

## DISCONTINUED OPERATIONS

On December 28, 2012, Dovre Group Plc received a notice from SNA Holding AS to call its option to acquire the entire share capital of Dovre Group's fully-owned Norwegian subsidiary Safran Software Solutions AS. The completion of the sales process is estimated to take place during spring 2013. The following table presents the subsidiary's statement of income excluding certain intra-Group items:

EUR thousand	2012	2011
<b>NET SALES</b>	4 854	3 910
Other operating income	1	0
Employee benefits expense	-3 485	-2 687
Depreciation	-5	-3
Other operating expenses	-482	-675
<b>OPERATING RESULT</b>	883	545
Financing income	27	48
Financing expenses	-44	-48
<b>RESULT BEFORE TAX</b>	866	545
Tax on income from operations	-204	-133
<b>RESULT FOR THE PERIOD, DISCONTINUED OPERATIONS</b>	662	412

Balance sheet items of discounted operations included in the Group's assets and liabilities held for sale in 2012:

<b>ASSETS</b>	
Tangible assets	16
Deferred tax asset	1
Trade receivables and other receivables	798
Cash and cash equivalents	1 805
<b>TOTAL ASSETS, DISCONTINUED OPERATIONS *)</b>	2 620
<b>LIABILITIES</b>	
Trade payables and other liabilities	1 420
Tax liability, income tax	208
<b>TOTAL LIABILITIES, DISCONTINUED OPERATIONS</b>	1 628

\*) Balance sheet item includes also the parent company Dovre Group Plc's shares in Kiinteistö Oy Kuukoti (see: Related party transactions)

Cash flow from discounted operations, excluding intra-Group items:

EUR thousand	2012	2011
Net cash generated by operating activities	896	311
Net cash generated by investing activities	198	0
Change in cash and cash equivalents	1 094	311

## RELATED PARTY TRANSACTIONS

(EUR thousand)	Dec. 31, 2012	Dec. 31, 2011
Investments in associates		
Carrying value, opening balance	933	933
Additions	1 485	0
Share of profit and loss in associates	-156	0
Translation differences	-33	0
Transfer to assets held for sale	-933	0
At the end of the period	1 296	933

Additions includes the Group's investments in a project development company based in Singapore and in the company's first development project. Both investments are treated as associates, because the Group has significant influence in the companies due to Board memberships.

Transfer to assets held for sales includes the parent company Dovre Group Plc's shares in Kiinteistö Oy Kuukoti in accordance with IFRS 5.

## GROUP COMMITMENTS AND CONTINGENT LIABILITIES

(EUR thousand)	Dec. 31, 2012	Dec. 31, 2011
Collateral for own commitments		
Trade receivables pledged as collateral	3 402	3 224
Pledged shares *)	933	933
Future minimum lease payments under non-cancellable operating leases		
Not later than one year	710	181
Later than one year and not later than five years	549	218
Total	1 259	399

\*) Comparative for 2011 corrected

## AVERAGE NUMBER OF SHARES

Average number of shares	1-12 2012	1-12 2011
Undiluted	62,895,751	62,428,751
Diluted	63,063,235	62,859,985

Number of shares at the end of the period

	Dec. 31, 2012	Dec. 31, 2011
Undiluted	62,895,751	62,895,751
Diluted	63,131,751	63,086,371



**GROUP INCOME STATEMENT QUARTERLY**

(EUR thousand)	2012 1-3	2011 1-3 *)	2012 4-6	2011 4-6	2012 7-9	2011 7-9	2012 10-12	2011 10-12
NET SALES, continuing operations	22 040	18 906	23 218	17 765	23 102	17 743	25 709	18 860
Other operating income	13	20	20	16	1	14	53	32
Material and services	-62	-47	-53	-21	-58	-35	-46	-76
Employee benefits expense	-18 849	-14 321	-19 718	-14 975	-20 003	-15 125	-21 614	-16 038
Depreciation and amortization	-106	-103	-109	-128	-103	-104	-109	-110
Other operating expenses	-2 122	-2 125	-2 227	-2 136	-2 213	-1 671	-3 345	-1 984
OPERATING RESULT, continuing operations	913	2 330	1 130	521	727	821	649	685
% of Net sales	4.1 %	12.3 %	4.9 %	2.9 %	3.1 %	4.6 %	2.5 %	3.6 %
Financing income	140	37	151	137	10	84	50	146
Financing expenses	-120	-244	-30	-250	-112	6	-113	-28
Share of results in associates	-13	0	-67	0	-33	0	-43	0
RESULT BEFORE TAX, continuing operations	920	2 122	1 185	407	592	911	543	802
% of Net sales	4.2 %	11.2 %	5.1 %	2.3 %	2.6 %	5.1 %	2.1 %	4.3 %
Tax on income from operations	-302	-769	-411	-185	-246	-292	-73	-207
Result from discontinued operations	177	81	90	40	211	144	183	147
RESULT FOR THE PERIOD	795	1 435	864	262	557	762	653	742
% of Net sales	3.6 %	7.6 %	3.7 %	1.5 %	2.4 %	4.3 %	2.5 %	3.9 %

\*) Including one-time item

**KEY FINANCIAL PERFORMANCE INDICATORS**

The Group's key financial performance indicators have been calculated for the Group's continuing operations excluding result for the period, return on equity, and earnings per share, which include both continuing and discontinued operations.

(EUR million)	10-12 2012	10-12 2011	1-12 2012	1-12 2011 *)
Net sales, continuing operations	25.7	18.9	94.1	73.3
Operating result, continuing operations	0.6	0.7	3.4	4.4
% of Net sales	2.5 %	3.6 %	3.6 %	5.9 %
Result before taxes, continuing operations	0.5	0.8	3.2	4.2
% of Net sales	2.1 %	4.3 %	3.4 %	5.8 %
Result for the period	0.7	0.7	2.9	3.2
% of Net sales	2.5 %	4.0 %	3.0 %	4.4 %
Return on equity, %	11.5 %	15.1 %	13.2 %	17.2 %
Return on investment, % **)	11.4 %	20.1 %	14.3 %	26.3 %
Interest-bearing liabilities	1.3	0.9	1.3	0.9
Cash and cash equivalents	7.5	7.9	7.5	7.9
Debt-equity ratio (Gearing), %	-27.0 %	-34.6 %	-27.0 %	-34.6 %
Equity-ratio, %	56.8 %	60.5 %	56.8 %	60.5 %

Balance sheet total	40.5	33.7	40.5	33.7
Gross investments	0.1	0.0	1.7	0.1
% of Net sales	0.4 %	0.0 %	1.8 %	0.1 %
Research & Development costs	0.0	0.0	0.1	0.1
% of Net sales	0.2 %	0.1 %	0.1 %	0.1 %
Personnel average for the period	462	378	434	382
Personnel at the end of the period	461	381	461	381
Earnings per share, EUR				
Basic, incl. discontinued operations	0.01	0.01	0.05	0.05
Diluted, incl. discontinued operations	0.01	0.01	0.05	0.05
Equity per share, EUR	0.37	0.32	0.37	0.32

\*) Including one-time item

\*\*) Refers to return on average capital employed before taxes and in 2012 has been calculated for continuing operations. Key indicator calculation remains unchanged and has been presented in the 2011 financial statements.

**LARGEST SHAREHOLDERS AS OF DECEMBER 31, 2012**

	Shareholder	Shares	% Holding
1	Etola Erkki	16 900 000	26.9 %
	<i>Etra Capital Oy *)</i>	<i>15 000 000</i>	<i>23.8 %</i>
	<i>Etola Erkki</i>	<i>1 900 000</i>	<i>3.0 %</i>
2	Koskelo Ilari	4 372 286	7.0 %
	<i>Koskelo Ilari</i>	<i>3 072 286</i>	<i>4.9 %</i>
	<i>Navdata Oy **)</i>	<i>1 300 000</i>	<i>2.1 %</i>
3	Sijoitusrahasto Evli Suomi	3 098 320	4.9 %
4	Mäkelä Pekka	1 982 375	3.2 %
5	Siik Rauni	1 250 000	2.0 %
6	Hinkka Petri	1 000 000	1.6 %
7	Siik Seppo Sakari	900 000	1.4 %
8	Kefura Ab	845 000	1.3 %
9	Paasi Kari	765 000	1.2 %
10	Oy Etsmo Ab	750 121	1.2 %
11	Virkki Risto	750 000	1.2 %
12	Ruokostenpohja Ismo	657 967	1.0 %
13	Schütt Christian	640 000	1.0 %
14	Manninen Antti	601 500	1.0 %
	<i>Manninen Antti</i>	<i>300 000</i>	<i>0.5 %</i>
	<i>Amlax Oy ***)</i>	<i>301 500</i>	<i>0.5 %</i>
15	Thominvest Oy	600 000	1.0 %
16	Hinkka Invest Oy	583 390	0.9 %
17	Vaajoensuu Hannu	545 000	0.9 %
	<i>Havacment Oy ****)</i>	<i>215 000</i>	<i>0.3 %</i>
	<i>Vaajoensuu Henri ****)</i>	<i>165 000</i>	<i>0.3 %</i>
	<i>Vaajoensuu Petra ****)</i>	<i>165 000</i>	<i>0.3 %</i>
18	Jokinen Reino	434 050	0.7 %
19	Olsson Vesa	433 000	0.7 %
20	Karppinen Sakari	400 490	0.6 %
	20 largest shareholders (total)	37 508 499	59.6 %
	Nominee registered shares (total)	544 293	0.9 %
	Total remaining	24 842 959	39.5 %
	Total	62 895 751	100.0 %

\*) Erkki Etola holds control in Etra Capital Oy.

\*\*) Ilari Koskelo, member of Dovre Group's Board of Directors, holds control in Navdata Oy.

\*\*\*) Antti Manninen, Vice-Chairman of Dovre Group's Board of Directors, holds control in Amlax Oy.

\*\*\*\*) Hannu Vaajoensuu, Chairman of Dovre Group's Board of Directors, holds control in Havacment Oy. Henri and Petra Vaajoensuu are Hannu Vaajoensuu's family members living in the same household with him.