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The new Trainers' House Plc was formed by the merger of Satama Interactive Plc and Trainers' House Oy on 31 December 2007. The shares of Trainers' House Plc (TRH1V) are listed on the Helsinki Stock Exchange (0MX). The informal part of this report focuses on describing the operations of the new company formed by the merger.

In the official financial statements, Trainers' House is an associated company of Satama (45% share) from 5 November 2007 until the merger of 31 December 2007. The balance sheets of Trainers' House and Satama were combined on 31 December 2007.



## Trainers' House Plc

The Growth System Company



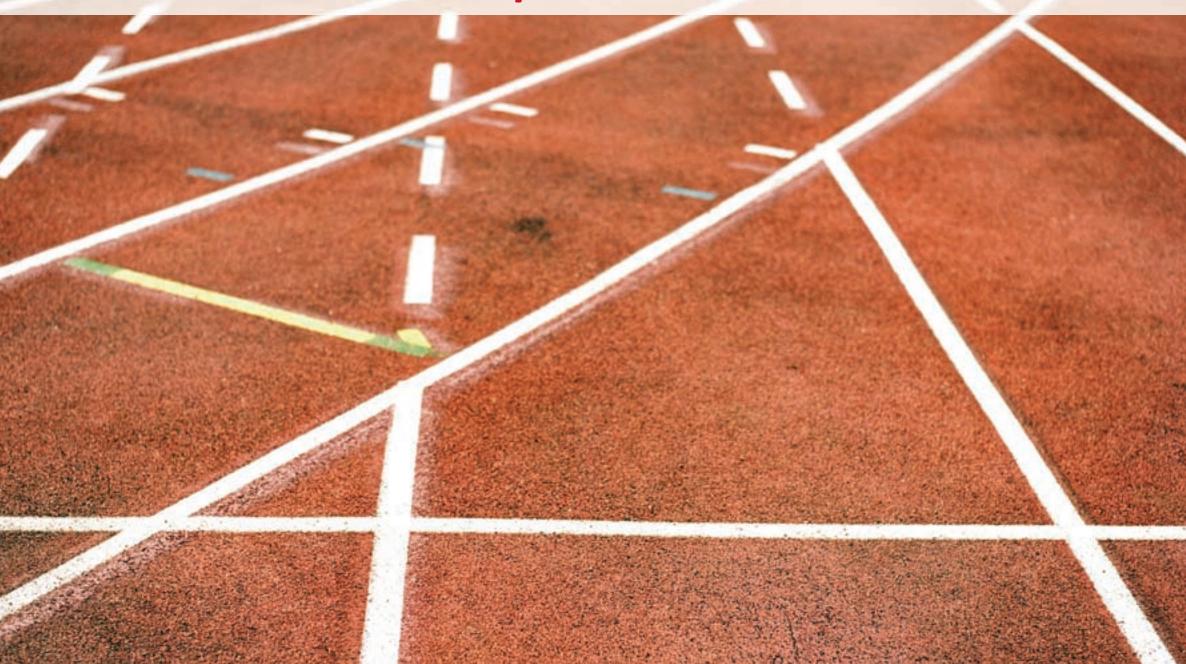
Trainers' House Plc is a growth system company formed by the merger of Satama Interactive Plc and Trainers' House Oy on 31 December 2007. Satama continues as a part of the Trainers' House Group. The mission of Trainers' House is to help its customers to grow. The Group employs about 400 experts. In Finland, the Group has offices in Ruoholahti and Hernesaari, Helsinki, and in Tampere and Turku. The Group's international operations are based in Düsseldorf, Stockholm and St. Petersburg.

The business idea of Trainers' House is to translate the customer's vision into strategic everyday operation, and competitive advantage into customer benefits and cash flow. Companies experience growth when an idea stemming from the customer environment is leveraged effectively using the following three tools:

Marketing & Communications (Access), Training (Success) and Management Systems (Process).







The new Trainers' House Group was formed when the shareholders of Satama Interactive Plc, a company listed on the Helsinki Stock Exchange (OMX), and Trainers' House approved the merger of the two companies in their Extraordinary General Meetings held on 5 November 2007.

The merger was carried out in two phases. In the first phase, Satama purchased 45% of the shares in Trainers' House from the shareholders of Trainers' House. In the transaction, the largest shareholder of Trainers' House, Jari Sarasvuo, sold 10,934,975 shares and other shareholders employed by the company sold a total of 2,553,955 shares. The cash consideration was approximately EUR 33.1 million, and the share purchase was financed entirely with bank loans.

In the second phase, on 31 December 2007, Trainers' House was merged into Satama through an absorption merger and the shareholders of Trainers' House received 33,340,567 new Satama shares for consideration of the remaining 55% of the shares in Trainers' House. In connection with the merger, the name of Satama Interactive Plc was changed to Trainers' House Plc. The name Satama will continue to be used in marketing many of the company's services.

The new Trainers' House is a growth system company. The shares of Trainers' House Plc (TRH1V) are listed on the Helsinki Stock Exchange (OMX).

The pro forma net sales of the Trainers' House Group for 2007 were EUR 46.6 million. Operating profit before the amortization of intangible assets resulting from business acquisitions was EUR 7.3 million. After the amortization, the operating profit was EUR 4.2 million.

The Group employs about 400 experts. In Finland, the Group has offices in Ruoholahti and Hernesaari, Helsinki, and in Tampere and Turku. The Group's international operations are based in Düsseldorf, Stockholm and St. Petersburg.

## CEO's Review





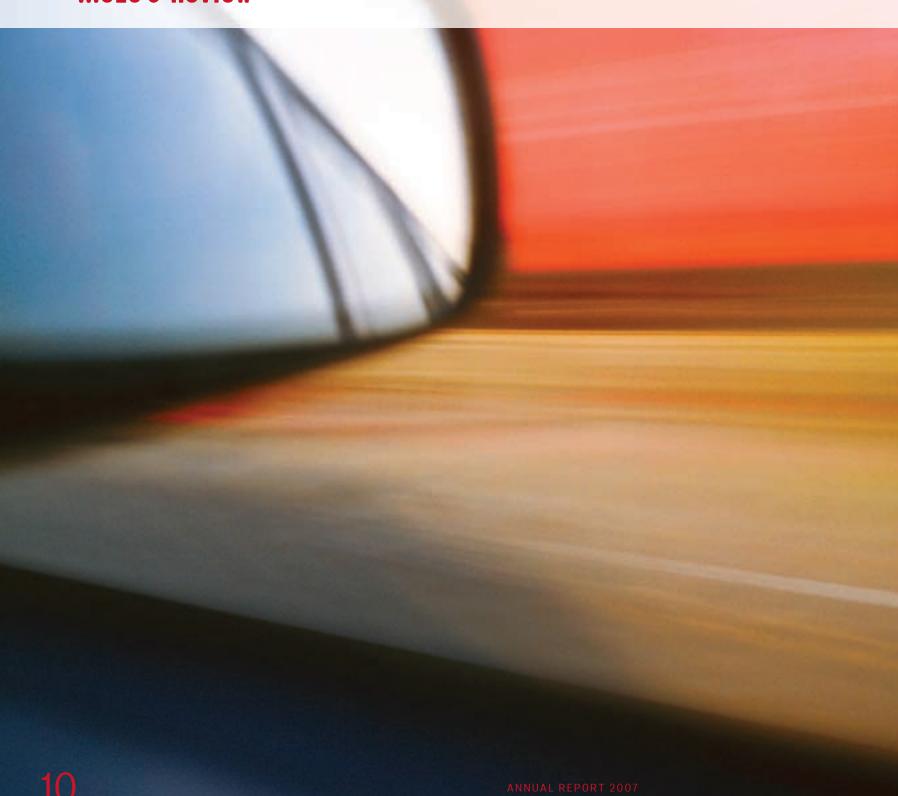
Training is like turpentine: it is strong stuff that evaporates quickly. At Trainers' House, we had been thinking for a long time of ways to make the growth boost caused by training in organizations a permanent part of everyday operations. We realized that a service able to deliver that objective could be designed with the help of information systems.

We concluded that by combining training with the opportunities offered by marketing and growth management systems, we could generate cash flow and produce a solid core process for the entire organization. This process would create growth, enable the generation of significant competitive advantage and improve internal efficiency in a concrete manner. We call this process the Growth System.

We discovered that the marketing and training company Trainers' House needed the services of a technology expert able to design modern management systems at the very core of customer organizations during today's technological and economic transition. We spent several years looking for an outside partner that would enable us to achieve this vision. However, we failed.

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## ...CEO's Review



We had been keeping an eye on Satama for several years. We knew that Satama possessed the kind of expertise we needed to help our customers achieve their goals. We also knew that Satama did not alone have a story strong enough to result in real long-term success. This was true even though the company's financial performance rose to an entirely new level in 2007, thanks to the new management. Likewise, despite its successful history, Trainers' House was unable to achieve international success on its own.

In our discussions with Satama's management, we quickly realized that by combining our strengths, we could achieve the objectives of both companies. Together, we can be a part of the productivity and innovation revolution that turns challenges into prosperity. Together, we can develop innovative services that combine the best competencies of both companies and have a chance to succeed also in the international market.

During the negotiations, the management and key employees of both companies became extremely enthusiastic about the prospect and agreed to pursue a shared future. After the negotiations, it was easy to initiate concrete measures leading up to the merger. The combined company is already well on its way to success.

The combination of marketing & communications, training and growth management systems is unique in the markets and therefore our key competitive advantage. The markets have welcomed our new organization open-mindedly and enthusiastically. The merged companies Trainers' House and Satama have been strong operators in their respective fields in Finland.

Satama has also been one of the leading companies in its field in Europe. Our shared story is very clear: we want to help our customers to grow. We also plan to grow, aggressively. However, growth is not an objective but hard work.

We have set ourselves demanding targets. We have the courage to leave the history behind and renew ourselves in anticipation of market demands. We have a growth idea and a clear vision: Trainers' House will be a growing cash flow machine that pays dividends regularly and seeks to become the world's best growth system company.

In accordance with our strategy, we aim to double our cash flow in Finland. Internationalization is based on company's key areas of expertise and BLARP ("Business Live Action Role Play") Growth System concept, located at the core of our customer organizations.

Nothing significant can be achieved without real and symbolic sacrifices. As the largest shareholder and CEO of Trainers' House Plc, I will be working without pay until the objectives described above have been achieved and secured.

I would like to take this opportunity to thank our customers and partners for the year 2007.

I would also like to thank especially our employees, as our success is based above all on their efforts and our shared love of the truth.

Land

# Mission, Vision and Strategy

## Mission

Trainers' House helps its customers to grow.

## Vision

Trainers' House is the best growth system company in the world.

## Strategy

## Clear goals drive operations

Trainers' House aims to achieve growth by further strengthening its cash flow in the domestic markets as well as by launching international operations. Internationalization is based on company's key areas of expertise and BLARP ("Business Live Action Role Play") Growth System concept.

Organic growth is supported by acquisitions both domestically and abroad. Mature markets are not to be entered by establishing new business units but through acquisitions and allies. As far as emerging markets are concerned, also so-called "greenfield" model is possible. Our long-term objective is to see the cash flow of international operations exceed that of domestic operations.

Software as a Service (SaaS) type of systems will, in the future, create a focal source of value created for our customers.

## **Enablers of growth**

Trainers' House helps its customers to grow. The growth is based on our three areas of expertise, each of which produces concrete, quantifiable results.

## **ACCESS – Marketing and Communications**

Access provides gravitational tools for leadership. This means marketing and communications that create leads and new opportunities: the ability to stand out for the right reasons, to get your customers to listen to you, and to generate better opportunities for growth. Access services enable companies to manage resources more efficiently through their customers' calendars.

## **SUCCESS - Training**

Trainers' House defines learning – the outcome of training – as the ability to adapt intelligently in the face of challenges that restrict growth. Learning can only happen through facing challenges.

We implement both tailored and standard training services to support the growth of our customers. Tailored training programs, focused on the customer's core processes, are and will remain the main part of our training operations.

## **PROCESS - Management Systems**

In order to really capitalize on a growth idea, the practices essential for growth should be integrated into the enterprise's business processes. The way to do this is by means of indicators and management systems and by strategically commercializing processes and successfully turning concepts into saleable products.

The route to building a management system should begin with determining which processes are critical for growth and which indicators will be used to measure them. The next step is then to devise management systems that support these processes. The process should always start with practical considerations, never with theoretical reflection or information systems. The objective is to devise optimal procedures and management systems for each process in order to enable growth in the most effective way.

## **BLARP Growth System**

BLARP Growth System is created by combining these three growth enablers: Access, Success and Process, into a single core process within an organization. The Growth System includes both mode of operation and the SaaS based BLARP Growth Management System.

Access creates better leads and offers. Success converts the opportunities into cash flow. BLARP Growth Management System, in turn, converts the opportuni-

ties into every day processes. It makes the employees to co-live the story of the company and makes it possible for the management to follow the growth in real time.

Building the BLARP Growth System to our customers includes three phases:

- 1. Clarification i.e. setting the goals and building the mode of operation
- 2. Breakthrough i.e. internal and external launch of the program
- Verification i.e. making sure that the change will happen and sustainable results are ensured.

The core competence of Trainers' House is crystallized in BLARP Growth System –concept. It is also the corner stone in making the company international.

## Financial targets

The company's long-term financial objectives are:

The company will target 15% annual organic growth of net sales and 15% operating profit, and will aim to pay 30–50% of its annual profit as a dividend.

We expect to meet these targets when our Growth System concepts are finalized and internationalized.





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## Market and Industry Review



The merged companies Trainers' House Oy and Satama Interactive Group have been strong operators in their respective fields in Finland. Satama has also been one of the leading companies in its field in Europe. The new Trainers' House combines the training expertise of the old Trainers' House with the marketing and systems development expertise of Satama into a Growth System Company.

The company's product offering is unique in the markets, and there are no real competitors offering a similar service concept. The company's potential competitors include, for example, training companies and advertising agencies in Finland and abroad.

Growth management systems play a key role in the future growth and success of Trainers' House. Growth management systems are software products sold to customers as continuous services. Initially, the continuous SaaS services will have a minor role in the company's net sales. In services provided by the Process business group, traditional project work is still the delivery model in use. However, the share of continuous services is expected to increase rapidly in the future.

Trainers' House aims to ensure that its customers have a clear mission, strategy and quantifiable marketing activities. Through training, the benefits of marketing are transferred efficiently to the entire organization. Growth management systems are used to manage and measure the achievement of targets. We believe that the strong position of Trainers' House as a provider of training as well as user-friendly and innovative systems services creates a solid foundation for the company to become a powerful player also in the new market area of continuous services.

The demand for the services of Trainers' House is affected by the general economic climate as well as the need to strengthen the role of sales and marketing in customer organizations. This development need does not depend much on economic cycles. To succeed, companies must invest in sales and marketing in both good and bad times.

Our key strengths include a strong cash flow, unique product offering, highly skilled personnel, broad distribution of sales responsibilities across the organization, systematic management of sales and the ability to change the internal and external operating environment of customer organizations through our services.

Trainers' House is an established operator in Finland, but we aim to grow also internationally through organic growth and acquisitions.





The implementation of the strategy of Trainers' House is divided into three service areas: Access, Success and Process. These areas are supported by the Clarity business unit. We offer our services under the brands of Trainers' House and Satama.



trainers' **House** 

Access provides tools for gravitational leadership. This means marketing and communications that create leads and new opportunities: the ability to stand out for the right reasons, to get your customers to listen to you, and to generate better opportunities for growth. Access services enable companies to manage resources more efficiently through their customers' calendars.

## Creative and measurable growth power for marketing

Our goal is to generate effective and measurable marketing and to help our customers to target their marketing investments more wisely at concepts and marketing efforts that really generate growth. Our ability to accelerate growth and improve performance is based on over 10 years of experience in designing and implementing digital marketing communications that are measured and managed in real time.

We create ideas, stories and functions that open up opportunities for sales staff, generate cash flow, build reputation and increase market value. We help our customers to craft a marketing message that really stands out, and to make their brand promise unforgettable. We measure the return on marketing investments (ROI) and determine the best means for reaching the customer's objectives.

## Freedom to enrich online services

Rich user experience and ease of use are emphasized in online transactions. We design and implement high-quality digital productions and partner with other companies active in the marketing and advertising domain, such as advertising agencies.

## Boosting sales with digital marketing

Consumers make most of their buying decisions at the last moment – at the point of sale. Thanks to electronic screens and other digital signage, We help our customers to target their message at the right place at the right time in the retail space. Marketing becomes even more compelling when you give your audience an opportunity to participate instead of just watching. Interactive solutions boost sales by turning the message into a personal experience.

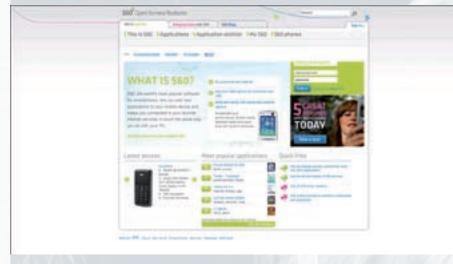
## Personal marketing and influencing

The purpose of a strategy is to help the company to grow. And growth comes from customers. They should be engaged in the growth process as early as possible. Our Opportunity Creation services include, for example, concept design for and implementation of a strategic marketing campaign, which allow the customer to focus on redeeming their promises and implementing their corporate strategy.

With its new strategy, Trainers' House wants to expand its clientele. Locating potential customers is the most challenging task for salespeople. The process takes a lot of time and the benefits appear distant when compared to the work at hand. Our Interest Creation services focus on arousing the interest of customers and creating encounters in accordance with the company's strategy.

## Nokia S60 Online Marketing and Modular Campaign Concepts

NOKIA



and the world leader in mobility, is driving the transformation and growth of the converging internet and communications industries. Our client was the Nokia S60 Marketing Unit. S60 is a symbian platform allowing the user to customize his/her mobile device by adding applications and software. The main features are the handling of multimedia, connectivity to web communities, web browsing and the possibility of multitasking. Currently the licensees using the platform for their smart phones include Nokia, Samsung, LG, Panasonic and Lenovo.

Client: Nokia, the world's leading mobile phone supplier

Challenge: Client wanted to increase the awareness of the S60 brand, its functionalities and the amount of visitors to all online channels. Also, client wanted to generate more downloads and reach different target groups in the European countries.

Solution: We developed a modular campaign concept which was adapted to the needs of different licensees in different countries and could focus on specific functionalities of S60 supported devices. These campaign sites were driving traffic to the main S60 channels (S60.com and S60.mobi). Both campaign sites and the main S60 online channels were supported by banner campaigns related to S60 device launches and events. The success of the different campaign sites, banner campaigns and online channels was measured by our Analytics Business Unit.

Results: The amount of visitors on the S60.com site during 2007 doubled (from 60 000 to 120 000 weekly), the amount of S60.mobi visitors and downloads increased by 15 %. The presence on social media networks generated further interest and awareness and reached new audiences.

www.s60.com





# ACCESS

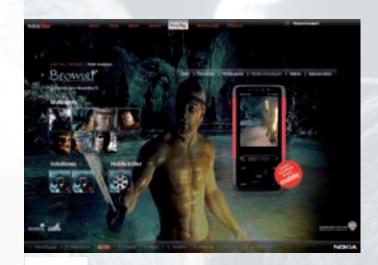
## Better online decisions

We are one of the largest and most experienced service providers in the Web Analytics field in Europe. We offer services in Web analytics consultancy, search engine optimization (SEO), search engine marketing (SEM) and market research.

Electronic channels present cost-effective and impressive opportunities for businesses, but making the right decisions is not always easy. Sometimes objectives become blurred, at other times the success of a campaign remains a mystery or businesses miss out on the best opportunities for pushing extra sales.

Ability to make better decisions plays a key role in business operations involving online channels. They can be used to generate valuable data for management, sales, marketing, customer service and information management.

Search engine marketing has become an important part of digital marketing, and new media and advertising channels are becoming available continuously. Businesses use keyword advertising and search engine optimization to boost the marketing of their products and services, and to direct potential customers to their website.









## **Nokia Zine Your World - Your Mobile**

Client: Nokia, the world's leading mobile phone supplier and the world leader in mobility, is driving the transformation and growth of the converging internet and communications industries.

Challenge: Client wanted to launch a mobility lifestyle service, which was strategically positioned specifically targeting the youth market that strategically positions to increase Nokia brand retention and commitment amongst this target demographic, to increase sales and ASP and to bring long-term financial efficiency for Nokia.

Solution: We designed and implemented the world's leading mobility lifestyle service, Nokia Zine, enabling youth to communicate, create and share experiences with their p-to-p groups locally and globally. The service content is up-to-the-minute, diverse and updated weekly, ranging from the latest music videos and movies to extreme sports news, info about upcoming Nokia Trends Lab events and a wide

range of mobile games and free mobile downloads. Interactive elements such as high score competitions and video rating are also integral to the site, as is information about the latest Nokia products and mobile technology trends.

Results: Launched in May 2007, Nokia Zine attracted tens of thousands of visitors by the end of the year 2007. The average time these visitors spent on the site was an unprecedented 15 minutes (7.5 page views per visit) – meaning that visitors typically engaged deeply with Nokia's Zine's content. These results were particularly impressive as there were no direct marketing campaigns promoting the service. Users instead found the site through Nokia's online and mobile services, or newsletters. Visually renewed Nokia Zine was launched in December 2007. The service has successfully activated its target youth group throughout Europe. www.nokiazine.net

## Lehtikuva Oy Digital Display Window for Picture Stock

Client: Founded in 1951, Lehtikuva is the largest and most versatile picture agency in Finland. Lehtikuva started as a provider of news pictures and has evolved into a notable international picture agency and a one-stop shop for pictures. The market-leader in Finland, Lehtikuva is also one of the largest Nordic picture agencies.

Challenge: Hehkuva is Lehtikuva's domestic stock collection of interesting, moving and content-rich pictures. The challenge was to launch the picture stock in international markets and, at the same time, create a professional digital display window that can be accessed online and also used as a sales tool.

**Solution:** We suggested three creative concepts to Lehtikuva. A common nominator to all of them was the fact that superb pictures

sell themselves. The idea behind the selected concept is simple: each picture consists of dots and a closer look reveals that the dots are in fact other pictures. The user can zoom in deeper and deeper by clicking the pictures and find an endless number of new pictures.

Behind the elegant exterior of the service lies an advanced maintenance solution. Lehtikuva can maintain the picture stock online. New pictures go through a sophisticated analysis and pre-processing process after which the users can admire them online.

Results: The marketing site has been a hit in picture agency fairs.
Rumour has it that visitors have viewed the hehkuva.com site even on competitor's stands. The site has also proved hugely successful.
Thanks to the appealing interactive design, visitors spend a long time on the site despite its limited text content.

www.hehkuva.com

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## Nokia The Social Media Marketing Measurement Framework

Customer: Nokia, the world's leading mobile phone supplier and the world leader in mobility is driving the transformation and growth of the converging Internet and communications industries.

Challenge: Not surprisingly the phenomenon which has come to be known as social media was quickly embraced by Nokia as a way to reach and serve their customers. As with all marketing activities Nokia wanted to measure how effective the social media initiatives were at meeting their business objectives.

The challenges with measuring the effect of social media were numerous. You first need to know which social media to target, which tools to use to develop your strategy and finally how to measure your success. In ordinary marketing activities you try to direct traffic from various sources to a web site which is easily measurable with standard web analytics tools. However with social media activities you need to find on what is going on outside your sphere of direct influence and measure the effect of "buzz" which doesn't necessarily translate into a click to your website. The main challenge was that holistically, social media has not been measured before in relation to business objectives and so there were no benchmarks to examine.

Solution: We created a social media measurement framework, a process which allows Nokia to plan which social media to use by finding the most influential sources of discussion or activity and most importantly measure the success of the resulting campaigns. The framework defined the difference between various types of social media and defined how to measure each one as part of an overall campaign strategy. Key performance indicators (KPIs) were introduced as performance flags thus allowing Nokia to standardize their approach to measuring the effect of social media marketing and optimization.

Results: As a result the framework is being added to the "Nokia Guiding Principles" media pack which will be distributed worldwide throughout Nokia.







trainers' **HOUSE** 

Trainers' House defines learning – the outcome of training – as the ability to adapt intelligently in the face of challenges that restrict growth. Learning can only happen through facing challenges. We implement both tailored and standard training services to support the growth of our customers. Tailored training programmes focused on the customer's core processes are and will remain the main part of our training operations.

## **Tailored Training Programmes**

Tailored training programmes are developed to support the customer at all organizational levels in the form of executive, manager, sales and team training programmes all the way to hands-on training provided to individuals.

## **Standard Training Programmes**

Standard training programmes provide tools for selfmanagement and personal growth. The programmes are targeted at the key members of an organization, for whom the training provides an opportunity for personal development and peer support in an exclusive training group.

## **Internal Fortress**

Internal Fortress focuses on self-management and personal growth. The programme is aimed at giving participants ingredients for a balanced life and productive work. Internal Fortress is designed for the key members of organizations. These can be experts, managers or directors.

## Influential Leader

Influential Leader is designed for directors, heads of departments and managers who wish to improve their skills for dealing with subordinates and/or situations where they need to convince and drive stakeholders. The programme comprises three intensive training modules and a one-on-one sparring interview.

## Train the Trainer

Train the Trainer is designed for sales, marketing and managing directors – in other words, leadership professionals. We make sure that the chosen participants form a stimulating group where they can grow with the support and in the company of their peers.

## In Spire

In Spire is a management training course designed for top executives and those aspiring to join them. We make sure that the chosen participants form a stimulating group where they can grow with the support and in the company of their peers. The course covers inspiring training events in Finland, world-class summits and one-on-one sparring sessions, and offers unique networking opportunities for executives looking to rise up to the next level.

## Finnair Technical Services Future-Ready Managers





Client: Finnair Technical Services is part of the Aviation business unit of the Finnair Group. Finnair Technical Services employ some 1,600 people, with an annual turnover of approximately 200 million euros.

Challenge: Finnair Technical Services has very skilled and quality-conscious employees. Efficiency increases have been realised through measures such as launching a competitiveness project and cutting the workforce. Our cooperation aimed at helping the managers deal with the various challenges they face in this changed working and management environment. More specific aims included expediting strategy implementation, developing the management culture further and increasing the managerial skills.

Solution: After thorough groundwork, we planned a manager training programme. The change in the management culture was supported by means of an employee survey. The survey results helped identify the concrete results for the manager training programme: arranging performance reviews and group discussions, and analysing the working atmosphere survey results and identifying areas for development.

The training programme was launched in the autumn of 2007 in mixed group sessions. During the spring of 2008, the training will continue in small function-specific groups. The managers meets regularly in check point sessions and the employee's representatives attend their own training sessions. We have also created a handbook for the managers to support the new management culture.

Results: According to the steering committee, managers and employee's representatives, the training programme has been well received. The training participants find that the issues handled in training sessions are relevant to their work and give them excellent tools for every-day management challenges. Many practical challenges have been solved during the training sessions. Employee's representatives find the aims of the project sensible and feel that all employees will benefit from the change in management culture. The change is off to a good start.

TECHNICAL SERVICES

ANNUAL REPORT 2007



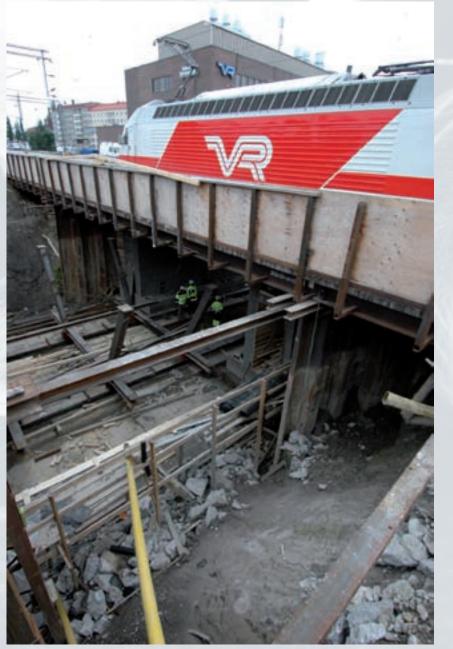
## VR-Track Ltd The Management Lever Training Programme

Client: VR-Track Ltd is a subsidiary of the VR Group. VR-Track is the biggest and most versatile track constructor in Finland with 2,300 employees and an annual turnover of 240 million euros.

Challenge: VR-Track adopted a new organization structure at the beginning of 2004. It was a major change in operating practises, and driven primarily from the point of view of supervisor operation. Together with the client management, we specified the most essential points to be repaired: Clarifying the role of the supervisors and providing new tools to the challenges of every-day leadership.

Solution: We planned a training programme where we trained some 650 people in 3 years, from supervisors and central experts to the managing director. Together with the upper management, we defined VR-Track's vision for the year 2010 and clarified the central strategic messages. The programme comprised of joint training events and coaching sessions for the management. In the training events, we formulated new leadership rules for VR-Track supervisors.

Results: As a result of our cooperation, there has been a considerable improvement in VR-Track's employee satisfaction.









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## Harmonia Group

## Sales Training and Implementation of New Ways of Working

Client: Harmonia companies sell and market food supplements and cosmetics. Harmonia's role is to be a Star Maker. It wants to help its customers grow. Harmonia's customers (pharmacies, health stores and department stores) play an important role in improving the well-being and quality of life of the consumers.

**Challenge:** The challenge was to increase interest in Harmonia's products and, at the same time, drive profitable growth in a very competitive market.

Solution: We turned the strategy into a story with the management, introduced it to each employee and encouraged them to implement it in their daily work. The story shifted the focus from product qualities to the value for consumers. We helped Harmonia's sales and training personnel adopt a new, active sales method and help their customers in communicating the value of the product to the consumers. We also developed a new mode of operations for sales management together to make the new operating practice a permanent one.

Results: The sales of Harmonia's food supplements increased by 60% in one year in a very competitive market. A year after we started our cooperation, monthly sales has increased by 155% when compared to the same period at the start of the project.





In order to really capitalize on a growth idea, the practices essential for growth should be integrated into the enterprise's business processes. The way to do this is by means of indicators and management systems and by strategically commercializing processes and successfully turning concepts into saleable products.

The route to building a management system should begin with determining which processes are critical for growth and which indicators will be used to measure them. The next step is then to devise management systems that support these processes. The process should always start with practical considerations, never with theoretical reflection or information systems. The objective is to devise optimal procedures and management systems for each process so as to enable growth in the most effective way.

## trainers' HOUSE

## **BLARP - Growth Management System**

## A growth system that makes the necessary inevitable

A business cannot grow profitably unless it can manage growth through three key processes: customers, value and staff. BLARP is a unique management system for growth companies. It has been specifically designed to take into account the mutual dependency and interaction of these three processes.

BLARP helps businesses to integrate growth-generating measures into their existing business processes and corporate culture. This will keep growth going even when people's enthusiasm and self-discipline fail. BLARP involves every member of the organization in marketing and innovation, and gives the management tools for monitoring the organization in real time.

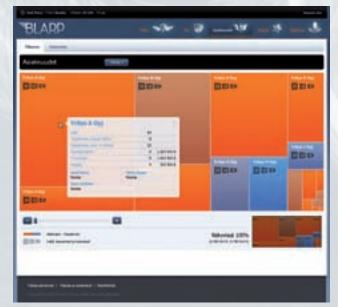
BLARP turns management systems into management media, which drive employees to really live and breathe the corporate story and to understand their own role in it.

## BLARP









## **BLARP** Growth System Clarifies Management

The BLARP (Business Live Action Role Play) growth system is a means of encouraging people to use their time for growthpromoting activities: community-oriented use of time and customer-oriented management of skills and ideas. The **BLARP** growth system consists of an operating model and a management system which create market- and possibility-oriented processes and a corporate culture based on cooperation.

A company cannot grow profitably unless it can manage growth by means of three important processes: customer, value and personnel processes. BLARP considers the relations between these processes and their effects on one another. With the system, marketing, innovation and objectives are shared by the whole company, and it gives managers tools for real-time monitoring. As a role-based management system, **BLARP** can be customised for various roles from support processes to sales.

BLARP makes customer relationship management and prospecting more effective and provides up-to-date data on sales activities which makes it possible to manage sales factors. Efficient self-management tools keep the objectives on the forefront and employees can use their time on growth-promoting activities. As regards the community, BLARP encourages sharing of information and leveraging the skills of others in reaching the common objectives. Comprehensive metrics enable the use of incentives, if desired.

Trainers' House is carrying out several **BLARP** growth system implementation projects in various industries. Technology wholesaler HL Group is one of the first **BLARP** customers.

The **BLARP** management system is used online as a SaaS service (Software as a Service). The system is accessed with a browser or mobile device. As a service, **BLARP** does not require heavy initial investment, long-term IT projects or continuous maintenance. The system is updated quarterly by adding new features that draw from growth management best practices. **BLARP** is based on Microsoft's Dynamics CRM and SharePoint technologies.

www.blarp.fi



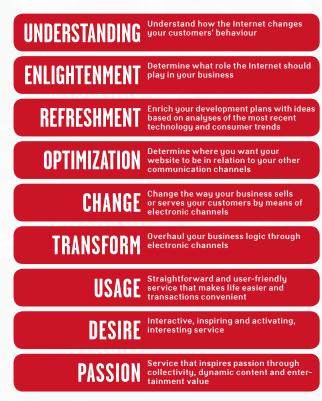
## **Online Strategies**

## Boosting online investment activity

We help our customers to understand the role that the Internet plays in their business, and support them in developing their online business strategies and concepts. We design and execute straightforward and

user-friendly digital services that enhance the user experience and make life easier. The services are developed with an analytical approach to meet business needs – without forgetting the end user.

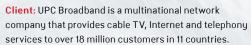
## Key criteria for the development of online business strategies and services include:



## **UPC Broadband Storytelling in 3D**











Challenge: UPC Broadband renewed its visual image and wanted to showcase its new, customer-oriented strategy, vision and brand identity in a way that would inspire its employees. The need to localise the presentation into 10 different languages posed an added





Solution: We created a three-part animation that brought 2D line art into life in 3D environment. One story was published weekly, each showcasing a new part of the vision in an entertaining way and completely without words so there was no need for localizing any content. Animated cartoons told the story of the industry's past and present and showcased the customer-oriented future vision of UPC Broadband.





Results: Entertaining and easy-to-follow story opened up the core message without any words, i.e. there was no need for localization at all. Modern storytelling method passed on the message much more effectively than a traditional presentation.









## trainers'

## e-Working Environments and Communications

## Interaction!

From the perspective of leadership, face-to-face meetings are the most effective way to interact. To-day, however, more and more interaction takes place in electronic work environments. The trendsetters amongst your staff are quick to adopt new procedures; the challenge is to get the majority of employees on board.

We design and implement dynamic work environments that support the implementation of an enterprise's business strategy, boost the productivity of employees and create conditions for efficient interaction and collectivity. The work environments activate the majority of employees to adopt new methods and tools quickly.

## Deliver your message effectively

Today's information overflow has made it difficult to get your message across. It may not reach its target audience, and even if it does, it has to stand out and be compelling enough to make a difference. We help our customers to deliver their message to the market and to all stakeholders by weaving unforgettable stories.

In the end, a business strategy is a story about how to reach success. A good brand is essentially a product that has a good story attached to it. Employees need a story in which they play an important part in the everchanging organization.

## **Technology Solutions**

## e-Solutions, here you are!

Our technology solutions are based on Microsoft products and technologies. We are Finland's leading Microsoft expert, in recognition of which Microsoft chose Satama as its Finnish Solution Partner of the Year in 2007. We have a great deal of expertise in Microsoft's SharePoint 2007, Dynamics CRM 4.0 and Business Intelligence solutions. Our experience guarantees reliable deliveries: almost 100% of our projects meet the targets we set together with our customers.

Of the time required in deploying an intranet environment, 70% is spent on matching the technology to the customer's needs and 30% on changing procedures and activating users. We want to reverse this ratio. In our Sherpa product, we have bundled together ten years' worth of experience in the best practices of electronic work environments, collectivity and Microsoft's productivity innovations. Sherpa maximizes the value of investments.

Our support services offer our customers comprehensive support for their ITIL processes, from software support to solution management and development. We also provide training services for implemented solutions. Our analytics and market research services help our customers to understand their own customers and to identify and prioritize development needs.

## Ensto Oy Intranet Revamp Brings Efficiency and Networking



**Customer:** Ensto is a Finnish family-run business that specializes in electrical systems and solutions. The company operates internationally and currently employs around 1,500 people in 17 different countries.

Challenge: The customer wanted to boost its business by revamping its intranet. The intranet revamp is associated with a more extensive vision of transforming Ensto from a product-oriented company into a customer-oriented one. A further aim was to increase solidarity among the staff.

Solution: Trainers' House investigated different solutions and settled on efficient, modern tools that now allow Ensto's staff to access the most recent information easily via the company intranet. The concept and the resulting solution help improve Ensto's internal communications and drive its strategy more efficiently. For example, the company management can use the new and improved intranet to communicate business goals and achievements more efficiently and make financial information available throughout the organization in real time using the webcasting application.

ENSTO

Outcome: The revamped CRM system and the new intranet that now supports it allow Ensto to document customer information more efficiently. Keeping track of customer references and communicating them to interested parties is now also more straightforward. The new intranet tools, such as virtual workspaces, have helped to advance and facilitate interaction between units based in different countries. Fewer documents are now sent as e-mail attachments and more than 30 virtual teams already operate in Ensto's intranet.



## Personnel



At the beginning of the year 2007, the Satama Interactive Group employed 366 people of whom 51 were located abroad. Along the merger of Trainers' House Oy and Satama, total headcount increased by 87 people. In conjunction with divestment of the Dutch operations, headcount was decreased by 60 people. At the end of the year, the new Trainers' House Group employed 400 people (Trainers' House 56 people, Satama 304 people and Ignis 31 people), of whom 391 were located in Finland and 9 people abroard, in Düsseldorf and Stockholm.

As a result of the transfer of business concluded in June, five Satama employees were transferred to Ramblas Digital Oy, a joint venture owned by Satama and Eastway Sound & Lighting Oy that focuses on digital event marketing.

During 2007, the Group hired a total of 121 new employees. The recruitment market was difficult in 2007, and the recruitment process related to many competencies crucial for Trainers' House and Satama took longer than expected.

A majority of the recruitments were strategic new recruitments. For example, expertise in Web analytics and search engine optimization was strengthened considerably in 2007 through targeted recruitments. Senior employees were mainly replaced with new talent from within the organization. This target was achieved well.

In order to recruit Microsoft experts, we organized training programmes that allowed the company to hire talented but less experienced individuals and to train them quickly as specialists in new technologies. The training programmes were implemented using our own experts.

In autumn 2007, Trainers' House 0y implemented the Growth Academy training programme tailored for economics students. The seven-part programme offered





free of charge to 75 students included the opportunity to gain working life experiences through various sales and marketing assignments. The Growth Academy was a great success, and the programme will be organized again in spring and autumn 2008.

The hot recruitment market was reflected as high employee turnover. During 2007, several companies emerged in the digital marketing and communications industry, whose founders and employees were mainly Satama's former employees.

In terms of personnel, the structure remained similar to that of the previous year. At the end of 2007, the average age of the company's employees was about 33 years. 41% of employees were women and 59% men. In Finland, the Group's employees represented more than ten nationalities.

In 2007 we continued to make significant investments in competence development. The cornerstones of competence development continued to be an effective induction programme, semi-annual performance reviews and supervised on-the-job learning. Major improvements were made in the performance review procedures in 2007.

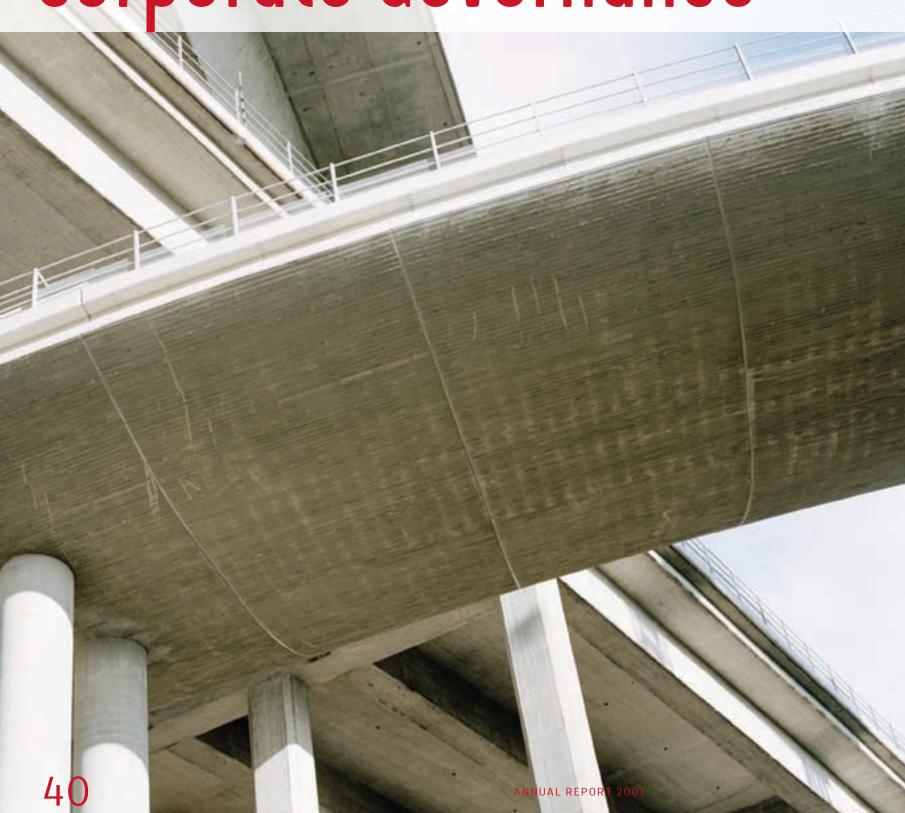
In 2007, particular focus areas in competence development included supervisory and sales work, and project management. Significant investments were also made in the development of management team

procedures and management processes. The active development efforts are reflected positively on the business and operational results of the financial year. Employee satisfaction was surveyed twice in 2007. In June, the company conducted the annual employee satisfaction survey, while the Trust Index® employee survey of the Great Place to Work® Institute was conducted in November as part of the Best Workplaces in Finland survey. Both surveys indicated that employee satisfaction had clearly improved since 2006.

Satama participated in the Best Workplaces in Finland survey on the general list for the third time, and was once again ranked as one of the best workplaces in the country. On the general list, Satama was ranked as the tenth best workplace out of the about 60 organizations participating in the survey. The Best Workplaces in Finland survey is based on a model developed by the US-based Great Place to Work® Institute. It is a globally recognized standard for comparing workplaces. The survey is conducted by Great Place to Work Institute Finland Oy.

In terms of personnel, one of the most important events in 2007 was the merger of Satama and Trainers' House Oy announced in August. As a result of active and open internal communication, the merger did not cause any significant problems in the organization. Both organizations quickly embraced the synergy created by the merger.

Corporate Governance



Trainers' House Plc is a public limited company registered in Finland and headquartered in Helsinki. The management of Trainers' House complies with Finnish law and the Articles of Association, according to which control and administration are divided among the Annual General Meeting, the Board of Directors and the CEO.

Trainers' House implements the Corporate Governance Guidelines drafted by the Helsinki Stock Exchange (OMX), the Central Chamber of Commerce and the Confederation of Finnish Industries (EK).

## **Annual General Meeting**

In the Annual General Meeting (AGM), shareholders exercise their voting rights regarding company matters.

The AGM is held every year within six months from the end of the financial year. The Board of Directors calls the AGM and decides the time and venue of the meeting. The invitation to the AGM is announced to shareholders in at least two print publications designated by the AGM, three months before the AGM at the earliest and 17 days before at the latest.

The AGM elects the Trainers' House Board of Directors and auditors, decides on their compensation and discharges the company's management from liability. Matters to be discussed at the AGM and the shareholders' right to attend are defined in the Trainers' House Articles of Association and in the invitation to the AGM.

The Board of Directors will call an Extraordinary General Meeting when it considers one necessary or when it is so required by law.

## **Board of Directors**

In accordance with the Articles of Association, the AGM elects three to eight members for the Trainers' House Board of Directors. For the 2007–2008 term of office, the Board of Directors comprises six members. The term of office of the members of the Board expires at the adjournment of the first AGM following their election.

The Board of Directors elects a chairman from among its members. Since 2007, Aarne Aktan has acted as Chairman of the Board. The work of the Board of Directors is organized in accordance with the charter in effect at the time. The members of the Board of Directors are presented on pages 46–49.

## CEO

The Board of Directors appoints the company's CEO and determines the CEO's compensation, benefits and terms of employment. The CEO is not a member of the Board of Directors. The CEO is responsible for the company's operational management in accordance with the applicable legislation and the instructions provided by the Board of Directors. The CEO operates under the Board's authority. The CEO of Trainers' House is Jari Sarasyuo.

He is directly responsible for strategic planning, strategy implementation and any investments these necessitate, as well as for ensuring the legal compliance of accounting practices and the reliable organization of asset management. He is also in charge of the practical organization of bookkeeping, accounting and reporting. Furthermore, Trainers' House's investor relations, communications and marketing functions report directly to him. The CEO supervises all decisions concerning executive level personnel as well as important operational decisions. He also ensures that the Group's subsidiaries act in the interest of the parent company and follow the Group's strategy.

The CEO, with the assistance of a management team, is responsible for day-to-day business operations. The management team prepares and makes decisions in matters falling under the CEO's authority.

## **Management Team Responsibilities**

The responsibilities of the management team include strategic planning and strategy implementation; management of business operations; monitoring of financial performance; annual planning; and handling of investments,

## ...Corporate Governance

acquisitions and expansion or downsizing plans. The management team convenes at least twice a month.

## **Management Team Compensation**

The Board of Directors approves the salary level offered to the CEO and to those reporting directly to the CEO; this includes consideration of grounds for bonuses and the allocation of stock options. The bonuses paid to the CEO are determined annually. The targets are set on the basis of the company's financial result, sales targets, customer satisfaction, human resource development, as well as specific personal quality targets.

The CEO and the operational management of Trainers' House are presented on pages 52–53, and their Trainers' House shares and stock options are presented on pages 52–53.

## **Auditing**

The current auditing firm for Trainers' House is Price-waterhouseCoopers Oy with Markku Marjomaa, Authorized Public Accountant, as responsible auditor. In accordance with the Articles of Association, the Annual General Meeting appoints the auditors of Trainers' House. The auditor must be an auditing firm approved by the Finnish Central Chamber of Commerce.

The auditor is responsible for auditing the company's bookkeeping, accounts and governance in the year for which the auditor is appointed. This responsibility ceases at the Annual General Meeting following the appointment. The practical audit will consist of audits on business operations and corporate governance during the financial year, and of the actual audit after the closing of accounts.

## **Internal Auditing**

The purpose of internal auditing is to use systematic methodology for analyzing and developing the risk management, internal control, management and administrative processes of the Trainers' House Group. Internal audits shall evaluate risks related to the company's management and administration systems,

functions and information systems, as well as the adequacy and efficiency of internal control procedures related to the following:

- Reliability and integrity of financial and operational information
- · Profitability and efficiency of functions
- Safeguarding of assets
- · Compliance with laws, regulations and contracts

Any unit or function of the Trainers' House Group may be subjected to an internal audit. Internal auditing services are purchased from Tuokko Auditing Ltd (PKF), an external, independent, professional and sufficiently resourced service provider selected by the Board of Directors. The Board of Directors is responsible for ensuring that internal auditing is organized appropriately and can be carried out independently.

## Internal Control and Risks

Trainers' House aims to increase its shareholder value within the boundaries set by legislation and social responsibilities.

This section of the report describes the practices, systems and methods used by the management of Trainers' House to ensure efficient, cost-effective and reliable operations.

The risk factors affecting the company's business, financial performance and market value can be divided into five main categories: market and business risks, personnel-related risks, technology and information security risks, financial risks and legal risks.

Trainers' House protects itself against the negative impact of other risks by means of comprehensive insurance policies. These include, for example, statutory insurance, liability and property insurance and legal expenses insurance. The level of insurance coverage, insurance rates and excess are audited every year in collaboration with the insurance company.

The following description of risks is not comprehensive. Trainers' House carries out continuous operational risk assessment and makes every effort to protect itself as effectively as possible from the risk factors identified.

## **Internal Control**

The internal management and control system of Trainers' House is based on the Finnish Companies Act, the Securities Market Act, the company's Articles of Association and the company's own internal practices. Trainers' House complies with the Corporate Governance Recommendation for Listed Companies issued by the Helsinki Stock Exchange (OMX), the Central Chamber of Commerce and the Confederation of Finnish Industries EK. Responsibility for the company's management and control is divided between the Annual General Meeting, the Board of Directors and the CEO. Internal control refers to all practices, systems and methods with which the company management aims to ensure efficient, cost-effective and reliable operations. Trainers' House aims to increase its shareholder value within the boundaries set by legislation and social responsibilities.

The Board of Directors is responsible for organizing the internal control. The Board has the ultimate responsibility for the company's vision, strategic objectives and the business objectives based on them. The Board is also responsible for supervising the company's accounting practices and asset management, and for organizing operations appropriately. The Board approves the internal control guidelines applied to the entire Group.

The CEO is directly responsible for strategy implementation and any investments it requires, and for ensuring the legal compliance of the accounting practices and the reliable organization of asset management. The CEO, with the assistance of the management team, is responsible for day-to-day business operations. The company's executive management is responsible for internal control, auditors for external auditing and internal auditors for internal auditing.

## **Internal Control Practices and Procedures**

It is the CEO's duty to organize the accounting and control mechanisms in practice. The CEO supervises all decisions concerning executive level personnel as well as important operational decisions. He also ensures that the Group's subsidiaries act in the interest of the parent company and follow the Group's strategy. The Group's management team is responsible for business operations management and administrative supervision in the Group's day-to-day operations.

The Group has clearly defined the authorizations regarding the approval of matters related to investments and employees. The key duties of the Group's management team are:

- 1. Discussing strategic and annual plans
- 2. Supervising business operations and financial activities
- 3. Discussing investments, acquisitions and significant expansion or downsizing plans

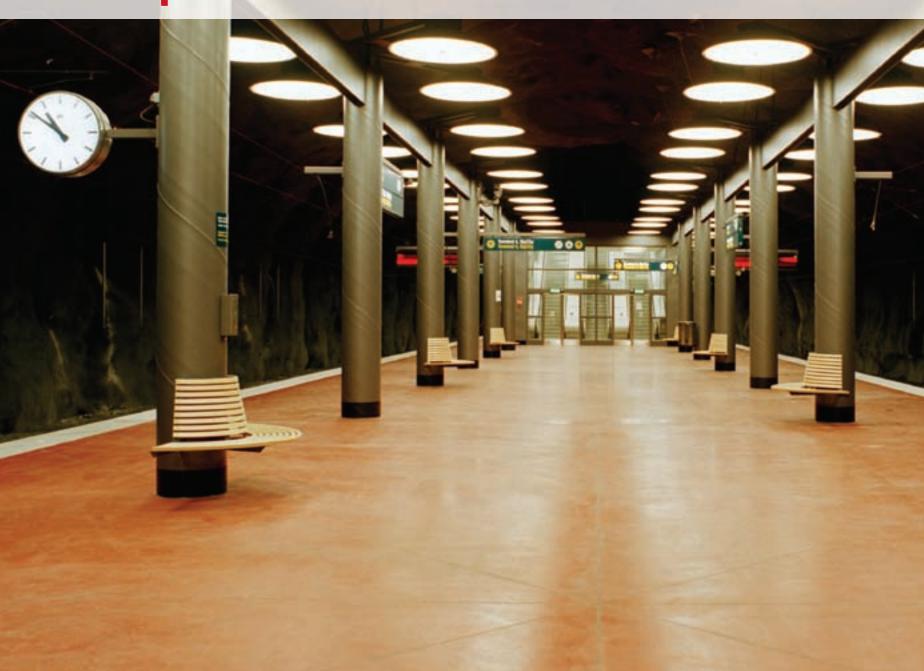
## **Reporting and Control Systems**

The Group uses reporting systems required for the efficient supervision of business activities. Internal control is linked to the corporate vision, strategic objectives and the business objectives based on them. The achievement of business objectives and the Group's financial performance are monitored monthly using a control system that covers the entire Group. As an essential part of this control system, actual results and updated forecasts are reviewed monthly at the meetings of the Group's management team. The control system includes, for example, comprehensive sales reporting, income statements, rolling net sales and profit forecasts, as well as key figures on business operations.

## **Market and Business Risks**

Trainers' House is an expert organization. Market and business risks are part of regular business operations, and their extent is difficult to define. Typical risks in this field are associated with, for example, general economic development, distribution of the clientele,

## ...Corporate Governance



technology choices and development of the competitive situation and personnel expenses.

Risks are managed through the efficient planning and regular monitoring of sales, human resources and business costs, enabling a quick response to changes in the operating environment.

## **Financial Risks**

Trainers' House's objective in managing financial risks is to secure the availability of its own and borrowed capital at competitive terms, and to alleviate the effects of adverse market developments on the company's operations.

Financial risks are divided into four categories: liquidity risks, interest rate risks, currency risks and credit risks. Each risk is being followed separately. Liquidity risk is decreased through adequate cash flow, binding credit limits and through efficient accounts receivable tracking. Interest rate risk is managed through the floating and fixed loans ratio. Additionally, interest exchange agreements or other derivative contracts can be used in managing interest rate risks. Currency risks are yet insignificant, because Trainers' House operates principally in the euro zone.

## **Personnel-Related Risks**

The success of Trainers' House as an expert organization depends on its ability to attract and retain skilled employees. Personnel risks are managed with competitive salaries and incentive schemes as well as investments in employee training, career opportunities and general job satisfaction.

## **Technology and Information Security Risks**

Technology forms a key part of the business operations of Trainers' House. Technological risks include, for example, supplier risks, risks related to internal systems and the challenges and information security risks caused by technological changes. This risk is managed with long-term cooperation with technology suppliers, appropriate information security systems, employee training and regular information security audits.

## Legal Risks

Trainers' House's legal risks are mostly related to its customer agreements. Typically the risks involve responsibility regarding delivery and the management of immaterial rights.

Risks related to responsibilities beyond the scope of the customer agreements mainly involve immaterial rights. Satama has specified internal agreement guidelines for the management of risks related to agreements and immaterial rights. The company has identified no unusual agreement risks.

## **Insiders**

Trainers' House Plc applies the Helsinki Stock Exchange (OMX) regulations on insider trading. In the Trainers' House Group, the so called "closed window" (the period prior to the publication of financial reports during which permanent insiders are prohibited from trading in the company's shares) is 21 days. Trainers' House's Guidelines for Insiders require that permanent insiders notify the company's insider officer in advance of their intention to trade in the company's shares. The Guidelines recommend that company shares be purchased for long-term investment and to time any share transactions so that they take place as soon as possible after the release of interim reports and financial statements.

In addition to the statutory restrictions, Trainers' House specifies trading restrictions on a project-by-project basis, if necessary, where people participating in the planning, preparation and implementation of major projects that could affect the company's share price (such as business acquisitions) are defined as project-specific insiders. Trainers' House monitors insider trading regularly and arranges training on issues related to insider trading.

Trainers' House's insider officer is the company's CFO, Mirkka Vikström. A register of insiders is maintained in the SIRE system of Finnish Central Securities Depository Ltd.



## Board of Directors



## 1. Aarne Aktan

Chairman of the Board Member of the Board since 2006

Year of birth: 1973 Education: B.Sc. (Econ.)

Main occupation: CEO, Quartal Oy

## Work experience:

Quartal Oy, CEO, 1998-

Kauppamainos Bozell Oy, Account Manager, 1997–1998 Aarne Aktan is one of the pioneers in Finnish Internet technology. He has in-depth personal experience in turning an IT business into a European success story both through organic growth and business acquisitions.

## Other current positions of trust:

Quartal Flife Oy, Chairman of the Board Quartal Flife AG, Member of the Board Quartal Corporate Governance Solutions Oy, Chairman of the Board Great Expectations Capital Oy, Chairman of the Board

Shares 3.021.000 pcs, directly and through a company controlled by Mr. Aktan.

## 2. Manne Airaksinen

Independent Member of the Board since 2004

Year of birth: 1966 Education: LL.M

Main occupation: Senior Advisor, Roschier, Attorneys Ltd.

## Work experience:

Roschier Attorneys Ltd, Senior Advisor, 2006-Confederation of Finnish Industries EK, Chief Advisor, 2005–2006 Ministry of Justice Finland, Counselor of Legislation, 1993–2005 University of Helsinki, Institute of International Economic Law, Researcher, 1992–1993

Headline Companies, Lawyer, 1990–1992 Juridical consulting, lectures, conciliation procedural, 1992– Mr. Airaksinen has published several books and scientific articles on competition and corporate law.

## Other current positions of trust:

Talentum Oyj, Member of the Board, 2003–

Ownership: None



## ...Board of Directors



## 3. Timo Everi

Independent Member of the Board since 2006 **Year of birth:** 1963

Main occupation: CEO, Hasan & Partners Oy

## Work experience:

Hasan & Partners Oy, CEO, 2007-Wataniya Telecom, Kuwait, Director, 2004–2006 Hasan & Partners Oy, Creative Director, Copywriter, 1991–2004

Erma & Horelli Oy, Copywriter, 1989–1991
Turkama & Kumppanit Oy, Account Manager, 1988–1989
Timo Everi is an internationally experienced and celebrated expert in marketing and sales strategies and creative planning. He regularly gives lectures at universities and vocational institutions both in Finland and abroad.

## Other current positions of trust:

Esaton Oy (Hasan & Partners), Member of the Board, 1999– Commagenes Oy (Hugo Boss Helsinki), Chairman of the Board, 1998–

Oy IFK-Hockey Ab, Member of the Board, 2007-

Ownership: Shares 29.700 pcs

## 4. Kai Seikku

Independent Member of the Board since 31.12.2007

Year of birth: 1965 Education: M.Sc. (Econ.)

Main occupation: CEO, HKScan Oyj

## Work experience:

HKScan Oyj, CEO, 2005-Hasan & Partners Oy, CEO, 1999–2005 McCann-Erickson, Country Manager, 2002–2005 The Boston Consulting Group, (Stockholm, Helsinki), Business Management Consultant, 1993–1999 SIAR-Bossard, Consultant, 1991–1993

## Other current positions of trust:

AS Rakvere Lihakombinaat, Chairman of the Board
AS Tallegg, Chairman of the Board
Sokolów S.A., Vice Chairman of the Board
Scan AB, Member of the Board
Finnish Food and Drink Industries' Federation (ETL),
Member of the Board
Trainers' House, Member of the Board
Alma Media Oyj, Member of the Board

Ownership: Shares 204.446 pcs

## 5. Petteri Terho

Independent Member of the Board since 2007

Year of birth: 1969 Education: LL.M

 $\textbf{Main occupation:} \ \textit{Head of New Growth Opportunities,}$ 

Nokia-Siemens Network

## Work experience:

Nokia-Siemens Network, Head of New Growth Opportunities,

Novator Partners LLC, Director, 2006-2007 Nokia Networks, Director, Head of Marketing Operations

CEMEA, 2005–2006

Nokia Networks, Director, Strategy & Business Development, 2004–2006

Nokia Early Stage Technology Fund, Managing Partner, 2001–2004

Speed Ventures Oy, CEO, 1999–2001 Andersen Consulting Oy, Consultant, 1999 Aura Capital Oy, Director and Member of the Board,

Ajanta Oy, Advisor, 1995–1996

Other current positions of trust: None

Ownership: None

## 6. Matti Vikkula

Independent Member of the Board since 2006

Year of birth: 1960

Education: B.Sc. (Econ.), Helsinki School of Economics

Main occupation: CEO, Ruukki Group Oyj

## Work experience:

Ruukki Group Oyj, CEO, 2007–

Elisa Oyj, Executive Vice President, 2006–2007 Saunalahti Group Oyj, CEO, 2001–2007

PricewaterhouseCoopers, Partner,1998–2001

Mecrastor Coopers & Lybrand Oy, Management Consultant,

996-1998

Nobiscum-Group, Managing Director, 1990–1992 Deputy Managing Director, 1989–1990

Elka Microsystems Oy, Managing Director, 1989

## Other current positions of trust:

Kristina Cruises Oy, Chairman of the Board, 1995– Ruukki Group Oyj, Member and/or Chairman of the Board, 2005–2007

Inter-Marathon Oy, Chairman of the Board, 1998-

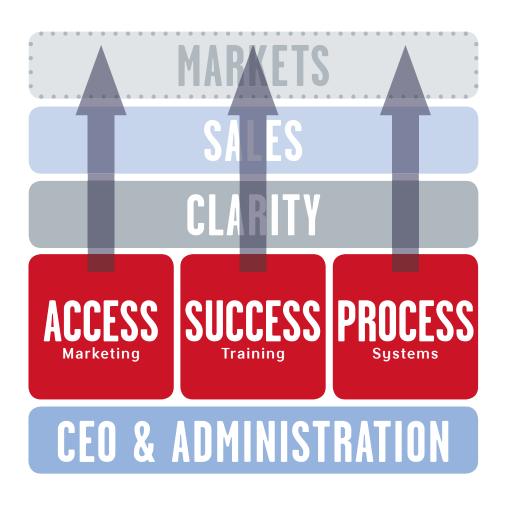
## 0wnership

Inter-Marathon Oy, a company controlled by Mr Matti Vikkula, has entered into forward trading contracts, which, once matured, will result in the company owning a total of 1.000.000 shares in Trainers' House Plc. According to their present terms and conditions, the forward trading contracts will mature in 19 September 2008.



# Organization and Operational Management





## ... and Operational Management



## Vesa Honkanen Main occupation: Senior Vice President, Trainers' House Plc, 2008-Year of birth: 1956 Education: M.Sc. (Eng.)

## Work experience:

Trainers' House Plc, Senior Vice President, 2008-Trainers' House Oy, CEO, 2003–2007, Senior Vice President, 2002

Aston R5, CEO, 1998–2002

Trainers' House Oy, Training Consultant, 1997–1998 Tiedonhallinta Oy (later Solteq Plc), Sales Director, 1988–1997 Ou International Business Machines Ab, Sales, 1983–1988 Nokia Corporation, Development Engineer, 1981–1983

## Other current positions of trust:

Glitnir Plc, Member of the Board, 2006-Glitnir Pankki Oy, Member of the Board, 2007–

Ownership: Shares 900.984 pcs



## Jarmo Lönnfors

Main occupation: Senior Vice President, Trainers' House Plc, 2008-Year of birth: 1961 Education: M.Sc. (Econ.)

## Work experience:

Trainers' House Plc, Senior Vice President, 2008-Satama Interactive Plc, CEO, 2006–2007 Fujitsu Services, Director, 2006 Fujitsu Services AS, Denmark, Managing Director, 2005-Fujitsu Services, Director, 2004–2005 Fujitsu Services, Director, Application Group, 2003–2004 ICL Invia (Fujitsu Invia as of 1 April 2002), Country Manager, Invia Solutions, Director, 2000–2003

## Other current positions of trust: None

Shares 151.500 pcs, 180.000 stock options 2006A series



## Jari Sarasvuo

Main occupation: CEO, Trainers' House Plc, 2008-Year of birth: 1965 Education: Studies at Helsinki School of Economics

## Work experience:

Trainers' House Plc, CEO, 2008-Trainers' House Oy, Chairman of the Board, 1990–2007 Länsiväylä, Uusi Suomi, Suomen Kuvalehti, Kymmenen Uutiset, Journalist/Reporter

Radio City, Contactor Magazine, Writers' Studio, managerial duties Hyvät, Pahat ja Rumat, Minä ja Sarasvuo, Diili, TV programmes Entrepreneur since 1990

Jari Sarasvuo has published several books on sales, economics and self-development. He has established a firm position as a corporate trainer and as an executor of corporate growth strategies. As a multitalented visionary he was awarded in the Entrepreneur of the Year competition in 2003 (Growth Entrepreneur of the Year, Service Industry).

## Other current positions of trust:

GSP Group Oy, Member of the Board, 2007-

Shares 24.256.600 pcs, directly and through a company controlled by Mr. Sarasvuo



## Mirkka Vikström

Main occupation: CFO, Trainers' House Plc, 2008-**Education:** Business college graduate (financial administration)

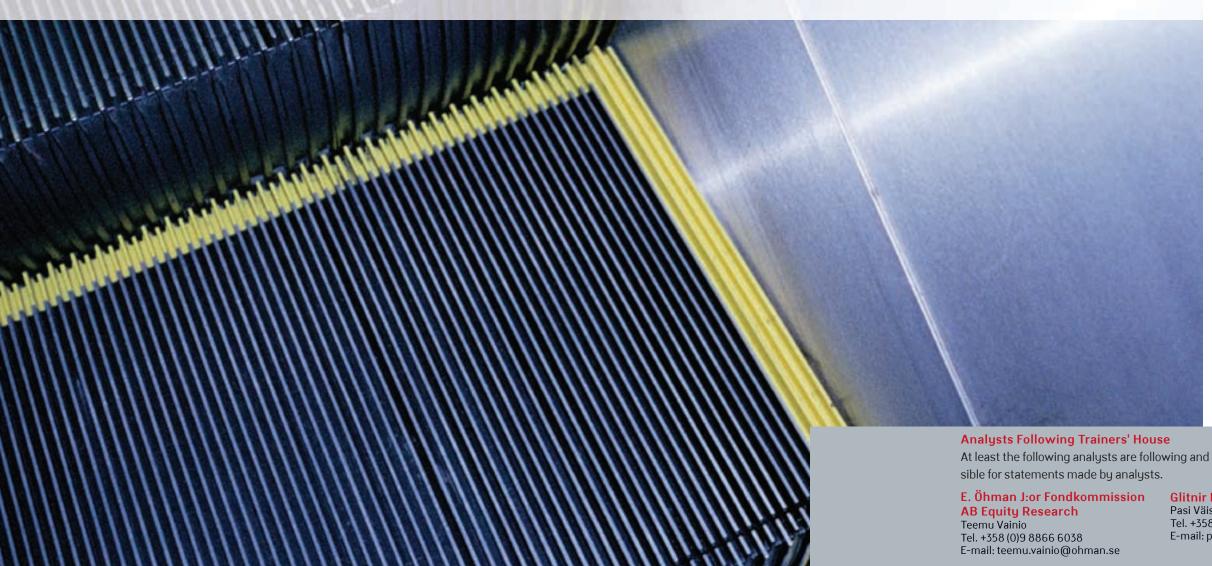
## Work experience:

Trainers' House Plc, CF0, 2008-Trainers' House 0y, CF0, 2006–2007 Trainers' House Oy, Financial Manager, 2001–2006 Medix Biochemica Oy, Financial Assistant, 1999–2000 Waco Finland Oy, Personal Ledger, 1996–1999 Grundig Oy, Credit Controller, 1985-1986 Teknovisio Oy, Credit Controller, 1983-1984

Other current positions of trust: None

Ownership: Shares 210.895 pcs

# Information for Investors



## Calendar for 2008

The Annual General Meeting of Trainers' House Plc will be held on **Tuesday**, **1 April 2008**, **at 2:00 pm**.

In 2008, interim reports will be published as follows: Interim Report 1 Jan 2008 – 31 March 2008, 24 April 2008, at 8:30 am

Interim Report 1 Jan 2008 – 30 June 2008, 7 August 2008, at 8:30 am

Interim Report 1 Jan 2008 – 30 September 2008, 23 October 2008, at 8:30 am

## Dividends

The Board of Directors will propose to the Annual General Meeting that a dividend of EUR 0.04 per share be paid for the financial year 2007. The dividend will be paid to shareholders entered in the shareholder register maintained by Finnish Central Securities Depository Ltd on the record date. The record date for dividend payment will be 4 April 2008. The dividend payment date will be 11 April 2008.

At least the following analysts are following and analyzing Trainers' House Plc. Trainers' House shall not be responsible for statements made by analysts.

## Glitnir Bank Pasi Väisänen Tel. +358 (0)9 6134 6311

Tel. +358 (0)9 6134 6311 E-mail: pasi.vaisanen@glitnir.fi

## ...for Investors



## **Requests for Financial Information**

To subscribe to our newsletter and order financial reports, please visit www.trainershouse.fi > Investors.

## **Contact Information**

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Martti Ojala, Director, IR, tel. +358 (0)40-570 7920, E-mail: martti.ojala@trainershouse.fi

## Trainers' House Plc (HQ)

Porkkalankatu 11 FI-00180 Helsinki Tel. +358 (0)9 435 330 Fax +358 (0)9 4353 3200 E-mail: info@trainershouse.fi

## Satama HELSINKI

Henry Fordin katu 6 FI-00150 Helsinki Tel. +358 (0)207 581 581 Fax +358 (0)207 581 899 E-mail: helsinki@satama.com

## Satama TAMPERE

Finlaysoninkuja 21 FI-33210 Tampere Tel. +358 (0)207 581 581 Fax +358 (0)207 581 894 E-mail: tampere@satama.com

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## trainers' **House**

## trainers' **HOUSE**

# 2007 FINANCIAL STATEMENTS

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## BOARD OF DIRECTORS' REPORT 1 JANUARY — 31 DECEMBER 2007

## Genera

The corporate structure of Trainers' House Plc (former Satama Interactive Plc) changed fundamentally in 2007. Satama purchased the entire share capital of Trainers' House 0y, which merged into Satama on 31 December 2007. In connection with the merger, the combined company adopted the trade name Trainers' House Plc.

The transaction was carried out in two phases as follows:

In the first phase Satama purchased from the share-holders of Trainers' House approximately 45.0% of their shares. The purchase price of the shares was approximately EUR 33.1 million, which was paid in cash. The share purchase was financed entirely with bank loans.

In the second phase, on 31 December 2007, Trainers' House was merged into Satama through an absorption merger and the current shareholders of Trainers' House received 33,340,567 new Satama shares for consideration of the remaining 55% of the shares in Trainers' House. Satama's share capital was not increased in connection with the merger. The increase in shareholders' equity was recorded in the distributable non-restricted equity fund. The shares paid as merger consideration were registered in the Trade Register on 31 December 2007 and immediately granted all shareholder rights. At the time of the merger, these shares accounted for 44.7% of the company's share capital and votes.

The Board of Directors appointed Jari Sarasvuo as the company's CEO effective 31 December 2007. At the same time, Sarasvuo resigned from the Board of Directors. The previous CEO of Satama Interactive Plc, Jarmo Lönnfors, continues as the Senior Vice President responsible for marketing and management systems. In accordance with the decision of the Extraordinary General Meeting of 5 November 2007, Kai Seikku became a member of the company's Board of Directors on 31 December 2007.

The merger created a business growth company, which combines the training expertise of the old Trainers' House with the marketing and network technology expertise of Satama into a unique growth system. Following the transaction, the company has a strong position in the industry within Finland and great potential to achieve growth, a strong cash flow and high profitability.

As part of the refocusing of operations, the Group divested its Dutch operations for a total consideration of EUR 8.1 million in December 2007. The transaction resulted in a non-recurring EUR 3.3 million capital gain for Trainers' House.

During 2007, the company became aware of 15 notices of change in ownership passing the disclosure threshold. The company's share capital changed considerably in connection with the merger of Trainers' House with Satama on 31 December 2007. The company's CEO Jari Sarasvuo and his controlled company Isildur Oy currently hold a total of 32.4% of the share capital of Trainers' House Plc. The Finnish Financial Supervision Authority has granted an exemption to Jari Sarasvuo and Isildur Oy regarding the obligation to present a mandatory redemption offer concerning the company. The terms and conditions of the exemption require that the combined shareholding of Mr. Sarasvuo and Isildur Oy in Trainers' House Plc will decline to 30% or under within one (1) year from the date that the new shares have been registered. Information on notices of change in ownership is available on the company's website at www.trainershouse.fi

## **Development of Net Sales and Profit**

The financial statements of the Trainers' House Group (former Satama Interactive) have been compiled in accordance with the International Financial Reporting Standards (IFRS).

The Group divested its Dutch operations in 2007. The net profit of the company's Dutch operations from the beginning of 2007 to the date of the divestment agreement and the related non-recurring capital gain are presented in the profit from divested operations. The financial information for 2005 and 2006 has been adjusted to correspond to the structure of the continuing and divested operations.

The service offering of Trainers' House includes an increasing amount of media services related to, for example, measurement and analytics, which are purchased from external service providers. As the portion of these services in the service offering is increasing, the company decided to change the accounting principles for media services from gross to net basis as of 1 January 2007. Under these principles, only the mark-up portion of media services is included in net sales. The financial information for 2006 has been adjusted to comply with the new accounting principles.

## The following key figures describe the Group's financial performance for continuing operations:

	2007	2006	2005
Net sales, EUR	29 988 578,69	28 394 932,55	22 270 177,64
Operating profit, EUR	2 119 332,38	187 296,09	838 632,41
Operating profit, % of net sales	7,1	0,7	3,8
Return on equity, %	11,5	0,2	11,7
Return on investment, %	3,5	1,0	5,9
Equity-to-assets ratio, %	56,0	71,9	75,6
Profit/share, EUR	0,12	0,00	0,06
Shareholders' equity/share, EUR	0,92	0,53	0,52



The profitability of Satama's continuing operations improved significantly in 2007, and the company's operating profit was clearly the best in its 10-year history. The result was negatively affected by the net result of items related to the share purchase of Trainers' House Oy, totalling EUR 0.4 million. These items were entered for the period of two months from the acquisition date until the end of 2007. The items include a share of the result of the associated company (EUR 0.1 million), interest on the financing of the share purchase (EUR -0.3 million), as well as the depreciation of intangible assets related to the acquisition (EUR -0.2 million). The result was positively affected by the divestment of Satama's Dutch operations, totalling EUR 3.8 million (including a capital gain of EUR 3.3 million).

The financial result was also influenced by an increase in deferred tax receivables. The deferred tax assets are recognised in the balance sheet to the extent that the company will likely be able to utilize them in the future against taxable income. The management of the Trainers' House Group expects that all confirmed losses of the Group's Finnish companies can be utilised within their period of validity. A tax receivable for the Finnish companies dated 31 December 2007 has therefore been entered in the maximum amount, EUR 9.1 million. The Group's confirmed losses in Finland as of 31 December 2006 totalled EUR 37.3 million.

Group management, as well as a unit providing administrative functions for group companies, have been operating as part of the parent company Trainers' House Plc. The company has not had any production and its net sales consist solely of intra-group services. The parent company's financial statements have been drafted in accordance with Finnish laws and regulations.

## The following information is described in the consolidated financial statements as follows:

	Section:
Shareholder distribution	Shareholders
Information on shareholders	Shareholders
Management ownership	Note 32 to the consolidated financial statements
Key figures per share	Key figures per share
Key figures representing financial performance	Key figures representing financial performance

## Financing, Solvency and Risks

On 31 December 2007, the liquid assets of the Trainers' House Group amounted to EUR 17.1 million (EUR 0.5 million in 2006 and EUR 3.3 million in 2005). The equity-to-assets ratio was 56.0% (71.9% in 2006 and 75.6% in 2005) and net gearing 27.6% (-0.9% in 2006 and -15.7% in 2005). The first phase in the acquisition of Trainers' House Oy was financed entirely with bank loans. At the end of 2007, the Group had interest-bearing liabilities to the amount of EUR 34.3 million.

Cash flow from operations totalled EUR 2.1 million (EUR -0.6 million in 2006 and EUR 1.0 million in 2005). Cash from investments totalled EUR -19.9 million (EUR -2.8 million in 2006 and EUR -7.5 million in 2005) and cash from financing came to EUR 34.4 million (EUR 0.7 million in 2006 and EUR 1.4 million in 2005).

The investments mostly involved the acquisition of Trainers' House Oy. The acquisition cost totalled EUR 74.7 million, of which EUR 10.2 million was allocated in intangible

assets with a limited useful life and EUR 9.6 million in trademarks with an unlimited useful life. The acquisition generated goodwill in the amount of EUR 43.7 million. The cash flow impact of the acquisition was EUR 26.9 million. The rest of the investments mainly involved the replacement of IT hardware. The cash flow from investments was affected positively to the amount of EUR 7.9 million by the divestment of Satama's Dutch operations. The largest item affecting the cash flow from financing was the long-term loan of EUR 34.0 million taken for the acquisition of Trainers' House 0y.

As Satama operates primarily within the euro zone, there are no substantial exchange rate fluctuation risks. A bad debt provision, which is booked on the basis of ageing and case-specific risk analyses, covers risks to accounts receivable. Further details on financial risk management can be found in the notes to the consolidated financial statements (Section 27, Financial Risk Management).

## **Personnel**

## Key figures on the Group's personnel for continuing operations:

	2007	2006	2005
Average number of personnel	329	329	272
Personnel at the end of the period	400	324	334
Salaries and compensations EUR	15 036 841,13	15 267 125,47	11 594 531,87

### **Research and Development**

In 2007, the Group's research and development costs totalled EUR 1.9 million (EUR 1.2 million in 2006 and EUR 0.8 million in 2005), representing 6.3% of net sales (4.1% in 2006 and 3.8% in 2005).

### **Shares and Share Capital**

At the end of 2007, Trainer's House Plc had issued 74,577,375 shares. This figure includes 7,217,171 own shares received in connection with the merger. The company's registered share capital was EUR 866,941.67. The share capital comprises shares of a single class, with each share entitling one vote. Satama's share capital increased by a total of EUR 7,883.81 during the period under review, as a result of subscriptions made on account of the 2003B warrants issued under the personnel's option programme. The total number of new shares subscribed for was 375,000.

The company's shares have been listed on the OMX Nordic Exchange since 2000. Until 28 December 2007, the company's shares were listed under the name Satama Interactive Plc (SAIIV) and as of 31 December 2007 under the name Trainers' House Plc (TRHIV).

# **Personnel Option Programmes**

Trainers' House has two option programmes for its personnel, included in the personnel's commitment and incentive scheme.

The Annual General Meeting held on 26 March 2003 decided to commence an employee option programme involving 2,000,000 warrants. Due to the resulting subscriptions, the company's share capital can rise by a maximum of EUR 42,046.98 and the number of shares by a maximum of 2,000,000. One million of the warrants are titled 2003B and the other million 2003C. The subscription period for shares converted under the 2003B warrants ran from 1 February 2005 to 1 February 2007, and the subscription price was EUR 0.36 per share. The subscription period for shares converted under the 2003C warrants runs from 1 February 2006 to 1 February 2008, and the subscription price is EUR 1.11 per share. The number of new shares subscribed for with the 2003B warrants during 2007 was 375,000. The total number of new shares subscribed for with the 2003B warrants was 1,000,000. During 2007 no shares were subscribed for with the 2003C warrants. The number of new shares subscribed for with the 2003C warrants during 2008 is 656,500.

The Annual General Meeting held on 29 March 2006 decided to commence an employee option programme involving 2,000,000 warrants. Due to the resulting subscriptions, the share capital of Trainers' House Plc may increase by a maximum of EUR 42,046.98 and the number of shares by a maximum of 2,000,000. Half of the warrants are titled 2006A and the other half 2006B. The subscription period for shares converted under the 2006A warrant is to begin on a date determined by the Board of Directors after publication of the interim report for the second quarter of 2008, but not later than on 1 September 2008, and to end on 28 February 2009. The subscription period for the shares converted under the 2006B warrant is to begin on a date determined by the Board of Directors after publication of

the interim report for the second quarter of 2009, but not later than on 1 September 2009, and end on 28 February 2010. The subscription price for shares converted under the 2006A warrant is EUR 1.02, and for shares converted under the 2006B warrant EUR 1.17.

### **Authorizations by the Board of Directors**

The Annual General Meeting of 21 March 2007 authorised the Board of Directors to decide on a share issue, which may be either liable to charge or free of charge, including issuing of new shares and the transfer of own shares possibly in the company's possession.

Under the authorization, the Board of Directors has a right to decide on an issue of option rights and other special rights that entitle, against payment, to receive new shares or shares possibly in the company's possession.

With these authorizations related to share issue and/or issue of special rights, whether on one or on several occasions, a maximum of 8,000,000 new shares may be issued and/or own shares possessed by the company may be transferred, which corresponds to approximately 19.4% of the company shares issued and outstanding before the merger.

The Board of Directors is otherwise authorised to decide on all terms regarding the share issue and issue of special rights, including the right to also decide on a directed share issue and a directed issue of special rights. Shareholders' pre-emptive subscription rights can be deviated from, provided that there is significant financial reason for the company to do so. The authorization is, however, not to be used for incentive schemes for the personnel.

The authorizations shall remain in force until 30 June 2008. The authorizations had not been exercised on 31 December 2007.

The Annual General Meeting also authorised the Board of Directors to decide on the repurchase of the company's own shares. The shares could be acquired for the value decided by the Board of Directors, which is based on the fair value at the time of the acquisition as determined in public trading. Own shares may be acquired only with non-restricted equity.

Under the authorization, whether on one or on several occasions, a maximum of 4,000,000 own shares, which corresponds to approximately 9.7% of the company shares issued and outstanding before the merger, may be acquired.

The Board of Directors is otherwise authorised to decide on all conditions related to the acquisition of own shares, including the manner of acquisition of shares. The authorization does not exclude the right of the Board of Directors to decide on a directed acquisition of own shares as well, if there is significant financial reason for the company to do so.

The authorization shall remain in force until 30 June 2008. The authorization had not been exercised on 31 December 2007.



### **Board of Directors and Auditor**

Satama's Annual General Meeting was held on 21 March 2007. Manne Airaksinen, Aarne Aktan, Timo Everi and Matti Vikkula were re-elected as members of the Board of Directors until the following Annual General Meeting. Jari Sarasvuo and Petteri Terho were elected as new members of the Board of Directors. Authorised Public Accountants PricewaterhouseCoopers Oy was re-elected as the company's auditor. Markku Marjomaa, APA, has been acting as the responsible auditor.

In connection with the merger, the members of Satama's Board of Directors continued on the Board of Trainers' House Plc except for Jari Sarasvuo, who was appointed as the combined company's CEO. In accordance with the decision of the Extraordinary General Meeting of 5 November 2007, Kai Seikku became an independent member of the company's Board of Directors on 31 December 2007. Mr. Seikku had previously acted as a member of the Board of Trainers' House Oy.

### **Shareholder Agreements**

To the knowledge of the company, the shareholders have no mutual agreements related to the operation or ownership of the company.

# Disputes

On 5 January 2007, the Helsinki Court of Appeal dismissed all charges in the legal proceedings addressing suspected delay of Trainers' House Plc's (former Satama Interactive Plc) profit warning in the spring of 2000; all charges against the members of the company's Board of Directors and CEO of the time were dismissed. As no appeals have been made against the decision, it remains legally valid. In its ruling, the Helsinki Court of Appeal also found unwarranted the State Prosecutor's claim that a fine should be imposed on Trainers' House Plc.

### Long-term Goals

Trainers' House Plc's Board of Directors has set the following long-term financial objectives for the company:

The company will target 15% annual organic growth and 15% operating profit, and will aim to pay 30–50% of its annual profit as a dividend.

The company expects to achieve these goals once the growth system concepts have been completed and launched internationally.

# Short-term Business Risks and Factors of Uncertainty

The general outlook in the company's operating environment is currently uncertain, which may influence the decisions made by the company's customers and thereby affect the financial position of Trainers' House Plc. Other than this factor, the Trainers' House Plc is not aware of any extraordinary risks that could have a significant negative impact on the company's growth and profitability.

# **About Risks**

The Trainers' House Group is an expert organization. Market and business risks are part of regular business operations, and their extent is difficult to define. Typical risks in this field are associated with, for example, general eco-

nomic development, distribution of the clientele, technology choices and development of the competitive situation and personnel expenses. Risks are managed through the efficient planning and regular monitoring of sales, human resources and business costs, enabling a quick response to changes in the operating environment.

The success of the Group as an expert organization also depends on its ability to attract and retain skilled employees. Personnel risks are managed with competitive salaries and incentive schemes as well as investments in employee training, career opportunities and general job satisfaction.

Risks are discussed in more detail on the company's website at: www.trainershouse.fi > Investors.

# **Board's Proposal Concerning Distributable Assets**

At the end of 2007, the parent company's distributable assets amounted to EUR 39.4 million. The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.04 per share be paid for 2007, totalling EUR 2.7 million with the share capital of the time of the Annual General Meeting.

### **Events After the Balance Sheet Date**

No major events have taken place in the Group since the balance sheet date.

CONSOLIDATED INCOME STATEMENT, IFRS

EUR	Note	1.131.12.2007	1.131.12.2006
Continuing operations			
NET SALES	1.	29 988 578,69	28 394 932,55
Other income from operations	4.	60 953,96	175 060,23
Costs:			
Materials and services	5.	-3 437 368,12	-3 582 499,15
Costs resulting from employee benefits	6.	-18 663 194,68	-18 728 814,10
Depreciation	7.	-713 380,20	-642 555,68
Other operating expenses	8.	-5 116 257,27	-5 428 827,76
		-27 930 200,27	-28 382 696,69
OPERATING PROFIT		2 119 332,38	187 296,09
Financial income	10.	62 083,37	36 637,45
Financial expenses	10.	-320 815,00	-21 893,37
Share from profit/loss of associated company	15.	-102 992,47	-4 112,76
PROFIT BEFORE TAX		1 757 608,28	197 927,41
Tax	11.	3 081 853,84	-146 839,35
Profit for the period from continuing operations		4 839 462,12	51 088,06
Divested operations			
Profit for the period from divested operations	2.	3 822 001,48	32 269,07
PROFIT FOR THE PERIOD		8 661 463,60	83 357,13
Distribution:			
Shareholders of the parent company		8 661 463,60	83 357,13
Earnings per share as calculated from the profit			
attributable to shareholders of the parent company:			
Undiluted earnings/share (EUR),			
continuing operations	12.	0,12	0,00
Diluted earnings/share (EUR),			
continuing operations	12.	0,12	0,00
Undiluted earnings/share (EUR),			
divested operations	12.	0,09	0,00
Diluted earnings/share (EUR),			
divested operations	12.	0,09	0,00

The notes comprise a significant component of the financial statements.



CONSOLIDATED BALANCE SHEET, IERS

EUR	Note	31.12.2007	31.12.2006
ASSETS			
Non-current assets			
Property, Plant and Equipment	13.	1 705 859,44	1 591 318,17
Goodwill	14.	52 466 758,51	9 952 725,64
Other intangible assets	14.	20 161 666,34	147 612,15
Financial assets	16.	229 903,55	42 558,48
Receivables	20.	23 970,00	159 940,59
Deferred tax receivables	17.	9 149 483,45	5 689 131,91
Total non-current assets		83 737 641,29	17 583 286,94
Current assets			
Inventories	19.	14 594,74	
Accounts receivable and other receivables	20.	11 689 668,67	12 150 329,52
Cash and cash equivalents	21.	17 119 611,24	546 811,89
Total current assets		28 823 874,65	12 697 141,41
TOTAL ASSETS		112 561 515,94	30 280 428,35
SHAREHOLDERS' EQUITY AND LIABILITIES			
Issued capital and reserves attributable to equity			
holders of the parent company	22.		
Share capital		866 941,67	859 057,86
Share issue		255 914,94	
Share premium fund		13 227 766,22	13 100 650,03
Translation difference		-2 179,20	-770,34
Distributable non-restricted equity fund		31 348 075,20	
Retained earnings		7 889 299,34	7 620 209,38
Profit for the period		8 661 463,60	83 357,13
Total shareholders' equity		62 247 281,77	21 662 504,06
Non-current liabilities			
Deferred tax liabilities	17.	5 739 151,27	
Financial liabilities	25.	34 012 140,27	298 111,71
Other liabilities	26.		75 000,00
Total non-current liabilities		39 751 291,54	373 111,71
Current liabilities			
Provisions	24.	63 700,00	160 000,00
Financial liabilities	25.	281 762,00	
Accounts payable and other liabilities	26.	10 217 480,63	8 084 812,58
Total current liabilities		10 562 942,63	8 244 812,58
Total liabilities		50 314 234,17	8 617 924,29
TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES		112 561 515,94	30 280 428,35

The notes comprise a significant component of the financial statements.

CONSOLIDATED CASH FLOW STATEMENT IERS

EUR	Note	1.131.12.2007	1.131.12.2006
CASH FLOW FROM OPERATIONS			
Profit for the period		8 661 463,60	83 357,13
Adjustments:			
Business activities not involving money transactions	29.	-1 889 187,50	1 018 947,50
Profit for the period from divested operations		-3 822 001,48	
Other adjustments		-142 854,87	6 509,72
Changes in working capital:			
Change in accounts receivable and other receivables		-1 898 468,50	-3 551 093,39
Change in inventories		-14 594,74	
Change in accounts payable and other liabilities		1 547 067,30	1 792 937,12
Interest paid and other financial expenses		-323 506,70	-24 406,22
Interest received		15 138,99	33 432,22
Income taxes paid		-6 279,70	
Net cash from operations		2 126 776,40	-640 315,92
CASH FLOW FROM INVESTMENTS			
Acquisition cost of subsidiaries minus cash			
and cash equivalents at the time of acquisition	3.	-26 857 933,66	-729 195,45
Divestment of subsidiaries minus cash			
and cash equivalents at the time of divestment	2.	7 857 398,16	
Acquisition cost of associated companies			-4 112,76
Other investments		-187 345,07	
Investments in tangible and intangible assets		-751 277,57	-2 058 676,13
Net cash from investments		-19 939 158,14	-2 791 984,34
CASH FLOW FROM FINANCING			
Funds received from share issue		390 914,94	345 416,68
Increase in short-term loans		281 762,00	62 495,00
Decrease in short-term loans		-62 495,00	02 .55,55
Increase in long-term loans		34 352 870,00	298 111,71
Decrease in long-term loans		-713 841,44	250 111,11
Increase in long-term receivables		135 970,59	
Decrease in long-term receivables		133 310,33	-2 673,04
Net cash from financing		34 385 181,09	703 350,35
		34 303 101,03	103 330,33
CHANGE IN CASH EQUIVALENTS		16 572 799,35	-2 728 949,91
Cash and cash equivalents at the beginning of the period		546 811,89	3 275 761,80
Cash and cash equivalents at the end of the period	21.	17 119 611,24	546 811,89
Change during the period		16 572 799,35	-2 728 949,91

10



STATEMENT OF CHANGES IN CONSOLIDATED FOULTY, IERS

	Issued capital		ibutable to equity			Distributable		
EUR	Share capital	Share issue	Premium fund	Translation difference	Treasury shares	non-restricted equity fund	Retained earninas	Total
Total equity on 1 Jan 2006	843 424,80	13 860,00	12 792 265,09	-1 255,55			7 544 902,72	21 193 197,06
Translation difference				485,21				485,21
Cost of share-based								
payments							40 047,98	40 047,98
Items recognized directly								
in equity				485,21			40 047,98	40 533,19
Profit for the period							83 357,13	83 357,13
Total gains and losses				485,21			123 405,11	123 890,32
Stock options used	15 633,06	-13 860,00	308 384,94					310 158,00
Use of own shares							102 732,50	102 732,50
Repurchase of own shares							-67 473,82	-67 473,82
Total equity on 31 Dec 2006	859 057,86	0,00	13 100 650,03	-770,34			7 703 566,51	21 662 504,06

				Translation		Distributable non-restricted		
EUR	Share capital	Share issue	Premium fund	difference	Treasury shares	equity fund	Retained earnings	Total
Total equity on 1 Jan 2007	859 057,86		13 100 650,03	-770,34			7 703 566,51	21 662 504,06
Translation difference				-1 408,86				-1 408,86
Cost of share-based								
payments							185 732,83	185 732,83
Items recognized directly								
in equity				-1 408,86			185 732,83	184 323,97
Profit for the period							8 661 463,60	8 661 463,60
Total gains and losses				-1 408,86			8 847 196,43	8 845 787,57
Stock options used	7 883,81	255 914,94	127 116,19					390 914,94
Trainers' House Oy								
acquisition					-8 660 605,20	40 008 680,40		31 348 075,20
merger					8 660 605,20	-8 660 605,20		0,00
Total equity on 31 Dec 2007	866 941,67	255 914,94	13 227 766,22	-2 179,20	0,00	31 348 075,20	16 550 762,94	62 247 281,77

The notes comprise a significant component of the financial statements.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### **General Information**

The parent company Trainers' House Plc was formed on 31 December 2007, when Trainers' House 0y (TH 0y) was merged with Satama Interactive Plc, a company listed on the Helsinki Stock Exchange (0MX) under the symbol SAl1V. In connection with the merger, the new company adopted the name Trainers' House Plc and the stock exchange symbol TRH1V. The company's domicile is Helsinki, and its address is Porkkalankatu 11, 00180 Helsinki, Finland. A copy of the consolidated financial statements is available at www.trainershouse.fi or from the head office of the parent company at Porkkalankatu 11, 00180 Helsinki, Finland.

Trainers' House is a business growth company. The merged companies Trainers' House and Satama have been strong operators in their respective fields in Finland. Satama has also been one of the key companies in its field in Europe. The new Trainers' House combines the training expertise of the old Trainers' House with the marketing and systems development expertise of Satama.

At its meeting on 26 February 2008, the Board of Trainers' House Plc approved these financial statements for publication. Under the Finnish Limited Liability Companies Act, shareholders are entitled to approve or reject the financial statements at the Annual General Meeting that convenes after the financial statements have been published. The Annual General Meeting may also decide on amendments to the financial statements.

### Comparability of Figures

As part of the refocusing of operations, the Group divested its Dutch operations in December 2007. The financial result of the Dutch operations for 2007 and the related capital gain are reported under divested operations. The financial information for 2006 has been adjusted to correspond to the structure of the continuing and divested operations.

The service offering of Trainers' House (former Satama) includes an increasing amount of media services related to, for example, measurement and analytics, which are purchased from external service providers. As the portion of these services in the service offering is increasing, the company decided to change the accounting principles for media services from gross to net basis as of 1 January 2007. Under these principles, only the mark-up portion of media services is included in net sales. The financial information for 2006 has been adjusted to comply with the new accounting principles.

### **Basis of Preparation**

The consolidated financial statements have been prepared in accordance with the International Financial Reporting Standards (IFRS) and in conformance with IAS and IFRS standards and SIC and IFRIC interpretations valid on 31 December 2006. International accounting standards refer to standards and interpretations approved for application in the European Union as provided for in Finnish Accounting Act and regulations based on the procedure laid down in Regulation (EC) No 1606/2002 of the European Parliament and of the Council. The notes to the consolidated financial statements are also in accordance with the Finnish accounting and business legislation supplementing the IFRS regulations.

The figures shown in the consolidated financial statements are based on original acquisition costs with the expectation of finance assets entered at fair value and recorded as profit or loss, which have been valued at fair value. Share-based payments have also been entered at fair value.

The Group has applied all the standards, amendments and interpretations published by the IASB entered into force on 1 January 2007.

The IFRS 7 Financing Instruments: Disclosures standard and the amendments to the IAS 1 Presentation of Financial Statements standard. These changes have increased the amount of informa-

tion presented in the notes to the consolidated financial statements.

IFRIC 8 Scope of IFRS 2 and IFRIC 10 Interim Financial Reporting and Impairment. These changes have not had a significant impact on the financial statements.

IFRIC 7 Applying the Restatement Approach under IAS 29 Financial Reporting in Hyperinflationary Economies and IFRIC 9 Reassessment of Embedded Derivatives. These changes have not affected the financial statements.

The preparation of financial statements in accordance with IFRS requires the management to make estimates and assumptions and to exercise judgement in applying the accounting principles. Information on the discretion that the management has used in applying the accounting principles of the consolidated financial statements that has the most significance on the figures shown in the financial statements is given under "Critical Accounting Estimates and Judgements".

### **Accounting Principles**

#### **Subsidiaries**

The consolidated financial statements include the parent company Trainers' House Plc (former Satama Interactive Plc) and all its subsidiaries. The subsidiaries included in the financial statements are companies controlled by the Group: companies where the Group controls more than half of voting rights or otherwise exercises authority. Companies acquired during the period were consolidated as of the date on which the Group acquired control of the subsidiary, and divested companies were consolidated up to the date on which the Group lost control of the subsidiary.

The subsidiaries were consolidated by means of the cost method, according to which the assets and liabilities of the subsidiary are recognized at fair value at the time of acquisition, to which figure the direct costs related to the acquisition are added. Goodwill comprises the part of the cost that exceeds the fair value of the net assets of the acquired company. All intra-group transactions, receivables and liabilities have been eliminated. Unrealized profits have been eliminated, and unrealized losses have been eliminated when they have not resulted from impairment. The accounting principles of the financial statements of the subsidiaries have been converted to correspond with the accounting principles of the consolidated financial statements.

### **Associated Companies**

Associated companies are companies where the Group exercises a considerable influence. The Group is considered to exercise a considerable influence when holds 20–50% of a company's voting rights or when the Group otherwise exercises a considerable influence but not authority. Associated companies are consolidated using the equity method. If the Group's share of an associated company's losses exceeds the book value of the investment, the value of the investment in the balance sheet will be reduced to zero and the losses exceeding the book value will not be consolidated, unless the Group has committed to fulfilling the obligations of the associated company. An investment in an associated company includes the goodwill generated from its acquisition. The Group's share of the profit or loss of associated companies is presented as a separate item after the operating profit.

### Foreign Currency Translation

Figures on the financial performance and standing of Group companies are presented in the currency of each company's primary operating environment. The consolidated financial statements have been presented in euro, which is the operating and reporting currency of the parent company.

Foreign currency transactions have been translated into the operating currency using the exchange rate of the transaction date. In



practice, the exchange rate used is often an approximation of the The amortization periods for other intangible assets are as folexchange rate of the transaction date. Monetary items have been translated into the operating currency using the exchange rate of the closing date. Non-monetary items, which have been valued at fair value, have been translated into the operating currency using the exchange rate of the valuation date. Otherwise, non-monetary items have been valued using the exchange rate of the transaction

The translation differences from foreign currency transactions and monetary items are recognized in the income statement. The exchange gains and losses are included in the corresponding items above operating profit.

In the income statements of foreign Group companies, income and expenses have been translated into euro using the average exchange rate of the financial year, while balance sheets have been translated using the exchange rate of the closing date. The translation of the profit for the financial year with different exchange rates in the income statement and balance sheet causes a translation difference that is recognized in shareholders' equity. Translation differences resulting from translating items accumulated in the shareholders' equity as a result of the elimination of the acquisition cost of foreign subsidiaries after the acquisition are recognized in shareholders' equity. When a subsidiary is wholly or partly divested, the accumulated translation differences are recognized as capital gain or loss in the income statement.

### **Borrowing Costs**

Office furniture

Borrowing costs are recognized as expenses for the financial period in which they were incurred.

### Property, Plant and Equipment

Property, plant and equipment are valued at historical cost less accumulated depreciation and impairment. The assets are depreciated by means of straight-line depreciation based on the estimated useful life. The estimated depreciation periods are as follows:

Renovation of facilities 5-10 years Cars 4 years Machinery and equipment IT equipment 2 years

The residual value of the assets and their useful life are reviewed all financial statements and, if necessary, adjusted to indicate changes expected in the asset's economic benefits. Capital gains and losses resulting from the disposal and divestment of property, plant and equipment are entered as other operating income or expenses.

5 years

### Goodwill

Goodwill generated through business acquisitions comprises the difference between the acquisition cost and the acquired identifiable net assets valued at fair value. Goodwill is valued at historical cost less impairment. In addition, expenses directly related to an acquisition, such as expert fees, are included in the acquisition cost. Goodwill is allocated to cash generating units and is tested annually for any impairment. Goodwill is not amortized.

### Other Intangible Assets

Intangible assets are recognized on the balance sheet at cost if the cost of the asset can be measured reliably and it is probable that the expected economic benefits of the asset will flow to the Group.

Intangible assets with indefinite useful life are not subject to depreciation but are tested annually for any impairment. Intangible assets with a limited useful life are amortized using a straight line method over their estimated useful life.

0	0
Computer software licences	2 years
Customer registers	5 years
Customer relationships	5 years
Non-compete agreements	3 years
Order book	1 year
Other agreements	5 years

Trademarks are considered to have an indefinite useful life.

The residual value of the assets and their useful life are reviewed all financial statements and, if necessary, adjusted to indicate changes expected in the asset's economic benefits. Subsequent expenditure related to intangible assets is only capitalized if the economic benefits to the Group generated by the expenditure exceeds the level originally anticipated. Otherwise, such expenditure is expensed as incurred.

### Research and Development Costs

Research and development costs are expensed in the financial period incurred. Development costs are recognized as intangible assets on the balance sheet from the date that the product is technically feasible, it can be utilized commercially and it is expected to generate future economic benefits. The Group had no capitalized development costs in the periods under review.

#### Inventories

Inventories are stated at the lower of cost or net realizable value. The net realizable value is the expected selling price in the ordinary course of business less the estimated costs of product completion and selling expenses. Cost is determined using the FIFO method. The cost of finished products and work in progress includes raw materials, direct labour, other direct costs and an allocable proportion of variable and fixed production overheads based on normal capacity.

### Leases

### Group as Lessee

Leases on property, plant and equipment where the Group has substantially all risks and rewards incident to ownership are classified as finance leases. Assets acquired using finance leases are capitalized at the inception of the lease at the lower of the fair value of the leased property or the present value of the minimum lease payments. Assets acquired under finance lease are depreciated over their useful life or within the shorter lease term.  $\dot{\rm T}he$  lease payments are divided into financial expenses and reductions of the liability so as to achieve a constant interest rate on the outstanding liability in each financial period. Lease liabilities are included in financial liabilities.

Leases where the lessor retains the risks and rewards of ownership are classified as operating leases. Payments made under operating leases are recognized as expenses in the income statement on a straight-line basis over the lease period.

### Impairment of Tangible and Intangible Assets

On each balance sheet date, the carrying amounts of assets are reviewed to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated. Irrespective of whether there is any indication of impairment, the recoverable amount of the following items is estimated annually: goodwill and intangible assets with an indefinite useful life. The need to recognize impairment is examined at the level of cash generating units; that is, on the lowest unit level essentially independent of other units and whose cash flows can be distinguished from other cash flows.

The impairment recognized is the amount by which the balance sheet value of the asset exceeds its recoverable amount. The recoverable amount is the higher of fair value less costs to sell or value in

use. The value in use is principally based on the discounted net cash flow that can be realized with the asset in question in the future. The discount rate is the pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the asset.

An impairment loss is recognized immediately in the income statement. If the impairment loss is allocated to a cash generating unit, it is first allocated to reduce the carrying amount of any goodwill allocated to the cash generating unit and then to the carrying amounts of the other assets of the unit on a pro rata basis. In connection with the recognition of an impairment loss, the depreciation period of the given asset is re-evaluated. An impairment loss is cancelled if there are indications that a change in circumstances has taken place and the recoverable amount of an asset has changed since the recognition of the impairment loss. Impairment losses are only reversed to the carrying amount of the asset without impairment loss recognition. An impairment loss recognized on goodwill is never reversed.

### **Employee Benefits**

#### Pension obligations

The Group's pension arrangements are defined contribution plans, and the contributions are recognized in the income statement for the financial period in which they are made. In the defined contribution plans, the Group makes fixed payments to a separate unit. Pension coverage for the employees of the Group's Finnish companies is based on the Finnish statutory TyEL insurance provided by an external pension insurance company. The Group's foreign subsidiaries have arranged the pension coverage of employees in accordance with local legislation. The company has no legal or actual obligation to make additional payments if the pension insurance company is unable to pay out the benefits.

### Share-based payments

The Group has applied the IFRS 2 Share-based Payment standard to all share option schemes involving options granted after 7 November 2002 that did not vest before 1 January 2005. Expenses from prior option arrangements are not included in the income statement. Option rights are valued at fair value at the time of issue and expensed in equal instalments in the income statement over the vesting period. The cost determined at the time of issuing the options is based on the Group's estimate of the number of options that are expected to become exercisable at the end of the vesting period. Estimates on the final number of the options that will vest are updated on each balance sheet date, and any changes to the estimates are recognized in the income statement. The fair value is determined using the Black-Scholes pricing model. When the options are exercised, the proceeds received less any transaction costs are recognized in equity. In accordance with the terms of the options granted before the new Limited Liability Companies Act (624/2006) entered into force on 1 September 2006, proceeds from exercised option rights have been recognized in share capital and the premium fund. In accordance with the terms of option schemes introduced after the new Limited Liability Companies Act entered into force, proceeds from exercised option rights are credited to the distributable non-restricted equity fund.

### **Provisions**

A provision is recognized when the Group has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation or that the obligation will result in a financial loss, and a reliable estimate can be made of the amount of the obligation. Provisions are recognized at the present value of the expenditures required to settle the obligation. The discount rate used in the calculation of present value reflects current market assessments of the time value of money and the risks specific to the liability.

The provisions are related to restructuring activities and onerous contracts. A restructuring provision is recognized once the Group has drafted a detailed restructuring plan and has started to imple-

ment the plan or has announced its main features. The Group recognizes a provision for onerous contracts where the unavoidable costs of meeting the obligations exceed the expected benefits.

#### Taxes

Tax expenses in the income statement comprise tax based on taxable income for the period and deferred tax. Tax on taxable income for the period is calculated using the tax rates confirmed by the balance sheet date in each country. Taxes are adjusted with any taxes from previous periods. The tax effects of items recognized directly in equity are also recognized in equity.

Deferred taxes are calculated on all temporary differences between the carrying amount and taxable value, using the statutory tax bases confirmed by the balance sheet date. Deferred taxes are not recognized on non-deductible goodwill or the undistributed profits of subsidiaries to the extent that it is probable that the temporary difference will not reverse in the foreseeable future. Likewise, deferred taxes are not recognized on the initial recognition of an asset or liability other than in a business combination which, at the time of the transaction, does not affect neither accounting income nor taxable profit.

All deferred taxes are included in the balance sheet. A deferred tax assets are recognized to the extent that it is probable that taxable income will be available against which the deductible temporary differences can be utilized. The largest temporary differences arise from the depreciation of property, plant and equipment, unused tax losses and measurement at fair value in connection with acquisitions.

### Revenue Recognition

Revenue from the rendering of services is recognized once the service has been completed. Revenue for services provided is measured at the fair value of the consideration receivable. When calculating net sales, revenue from sales is adjusted with indirect taxes and discounts. Service revenue is recognized on the percentage of completion basis. The stage of completion is determined on the basis of the proportion of costs incurred for work performed to date compared to the total estimated costs.

Interest income is recognized using the effective interest method and dividend income when a shareholder's right to receive payment is established.

### Financial Assets and Liabilities

### Financial assets

Financial assets are classified in accordance with the IAS 39 Financial Instruments: Recognition and Measurement standard into the following categories: financial assets at fair value through profit or loss, and loans and receivables. Financial assets are classified on initial recognition on the basis of the purpose of their acquisition.

Financial assets at fair value through profit or loss are measured at fair value and investments are measured at fair value using quoted market prices in an active market. Any unrealized and realized gains or losses from changes in fair value are recognized in the income statement for the period in which they occur.

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and not held for trading. They are measured at amortized cost. Loans and other receivables are presented as current or non-current financial assets depending on their nature: assets expiring after 12 months are presented in non-current assets.

Transaction costs are included in the carrying amount at initial recognition for financial assets not measured at fair value through profit or loss. All purchases and sales are recognized on the trade date. Financial assets are derecognized from the balance sheet when the Group has lost its contractual right to receive the cash



flows or when it has transferred substantially all of the risks and rewards of ownership of the asset.

### Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits, together with short-term, highly liquid investments. Cash equivalents have a maturity of three months or less from the date of acquisition.

### Financial liabilities

Financial liabilities are measured at fair value upon initial recognition based on the consideration received. Transaction costs are included in the original carrying amount of financial liabilities. Subsequently, financial liabilities are measured at amortized cost using the effective interest method. Financial liabilities are included in non-current and current liabilities and they can be interest-bearing or non-interest-bearing.

The principles applied to the measurement of financial assets and liabilities at fair value are described in Note 28.

### Impairment of financial assets

The Group assesses at each balance sheet date whether there is any objective evidence that a financial asset or group of financial assets is impaired. The group recognizes an impairment loss on trade receivables, when there is objective evidence that a receivable is not collectible. Borrower's significant financial difficulties, probability of a bankruptcy or delinquency in payments exceeding 90 days are indicators of impairment for a trade receivable.

### **Share Capital**

Outstanding ordinary shares are presented as share capital. Expenditure related to own equity issues or acquisitions are presented as allowance for equity. If Trainers' House Plc repurchases own equity instruments, their acquisition cost is deducted from equity.

### **Operating Profit**

The IAS 1 Presentation of Financial Statements standard does not define the concept of operating profit. The Group uses the following definition: operating profit is the net sum calculated by adding other operating income to net sales; deducting costs from materials and services, costs resulting from employee benefits, depreciations, possible impairment losses as well as other operating expenses. All other income statement items are presented under operating profit. Exchange differences are included in operating profit if they have arisen from business-related items. In other cases they are recognized in financial items.

### **Critical Accounting Estimates and Judgements**

Preparation of the financial statements requires the Group management to make certain estimates and assumptions concerning future events, and the realized results can differ from these estimates and assumptions. In addition, the management must exercise its judgment in applying the accounting principles of the financial statements. The estimates and assumptions represent the management's best knowledge of current events and actions at the balance sheet date. They are based on historical experience and assumptions on, for example, the development of sales and costs in the Group's operating environment as considered most probable on the balance sheet date. The Group regularly monitors the accuracy of estimates and assumptions as well as the factors influencing them in cooperation with its business units, using several internal and external information providers. Possible changes in the estimates and assumptions are recognized in the income statement and balance sheet in the period during which the estimate or assumption is adjusted, and also in all subsequent periods.

Critical judgements concerning the future and risk factors related to estimates on the balance sheet date, which pose a considerable risk of significantly changing the carrying amounts of

assets and liabilities during the next financial year are presented below. The Group management has considered the following areas of the financial statements to be most critical because the principles involved in preparing them are the most complex for the Group and require the most use of estimates and assumptions (for example, in the recognition of assets). In addition, possible changes in estimates and assumptions made concerning these areas are considered to have the greatest financial impact.

Determining the fair value of assets acquired through business combinations

In connection with significant business combinations, the Group has employed the services of an outside advisor in assessing the fair value of tangible and intangible assets. For tangible assets, comparisons have been made with the market prices of corresponding assets, and estimates have been made on impairment resulting from the asset's age, wear and other such factors. The determination of the fair value of intangible assets is based on estimated cash flows related to the asset, since no information has been available on the market prices of corresponding assets. Further information on the determination of the fair value of assets acquired through business combinations is presented in Note 3.

### Impairment testing

Annual impairment tests are carried out in the Group on goodwill and intangible assets with an indefinite useful life, and indications of impairment are assessed as described above under "Accounting Principles". The recoverable amounts of cash generating units are determined by calculations based on value in use. These calculations require the use of estimates.

#### Deferred tax assets

The deferred tax assets are recognized in the balance sheet in the extent that the company will likely be able to utilize in the future against taxable income. The Group management expects that all confirmed losses of the Group's Finnish companies can be utilized within their period of validity. A tax receivable for the Finnish companies has therefore been entered in the maximum amount. Deferred tax assets are examined annually in connection with the preparation of the financial statements.

### **New or Amended IFRS Standards**

The standards, interpretations and their amendments presented below have been published, but they are not yet effective, and the Group has not applied them prior to their obligatory entry into force

In 2008, the Group will adopt the following new and amended standards and interpretations published by the IASB:

IFRIC 11 Group and Treasury Share Transactions, IFRIC 12 Service Concession Arrangements and IFRIC 14 IAS 19 – The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction. The Group estimates that these new interpretations will not affect the consolidated financial statements.

In 2009, the Group will adopt the following new and amended standards and interpretations published by the IASB:

Amendments to IAS 1 Presentation of Financial Statements, amendments to IAS 23 Borrowing Costs, amendments to IFRS 2 Share-based Payment, IFRS 8 Operating Segments and IFRIC 13 Customer Loyalty Programmes. The Group management is currently assessing how these standards and amendments to interpretations will affect the consolidated financial statements.

In 2010, the Group will adopt the following new and amended standards and interpretations published by the IASB:

Amendments to IFRS 3 Business Combinations and amendments to IAS 27 Consolidated and Separate Financial Statements. The Group management is currently assessing how these standards and amendments to interpretations will affect the consolidated financial statements.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS. IFRS

### 1. Segment Information

Segment information is given on the basis of the business and geographical segments of the Group. The Group's primary reporting format is business segments. The Company is assessing how the training business acquired on 31 December 2007, will affect segment reporting. The entire Group is reported within the Online Business Services segment. The secondary reporting format is geographical segments, for which net sales are reported based on the geographical location of customers and Group companies and assets/liabilities based on the location of assets.

Inter-segment transactions are priced at fair market values.

Segment assets are operating assets that are employed by the segment in its operations. Capital expenditure comprises additions to property, plant and equipment and intangible assets to be employed over several periods.

The service offering of Trainers' House (former Satama) includes an increasing amount of media services related to, for example, measurement and analytics, which are purchased from external service providers. As the portion of these services in the service offering is increasing, the company decided to change the accounting principles for media services from gross to net basis as of 1 January 2007. Under these principles, only the mark-up portion of media services is included in net sales. The financial information for 2006 has been adjusted to comply with the new accounting principles.

The Group divested its Dutch operations in 2007 (Note 2). The financial information for 2006 has been adjusted to correspond to the structure of the continuing and divested operations.

Business segment Online business services			2007	200
Net sales			29 988 578,69	28 394 932,5
Operating Profit			2 119 332,38	187 296,0
Profit for the period from continuing operations	s		4 839 462,12	51 088,0
Profit for the period from divested operations			3 822 001,48	32 269,0
Assets			112 561 515,94	30 280 428,3
Liabilities			50 314 234,17	8 617 924,29
Investments			64 369 913,00	2 394 288,70
Depreciation			713 380,20	642 555,6
Other costs not involving payments				
Option schemes			185 732,83	40 047,9
2007				
Geographical segments	Finland	Rest of Europe	Other countries	Group tot
Net sales by target country 1)	27 314 391,67	1 890 318,49	783 868,53	29 988 578,6
Net sales by country of origin 2)	29 406 976,85	581 601,84		29 988 578,6
Assets 2)	111 090 595,33	1 470 920,61		112 561 515,9
Investments 2)	64 369 913,00			64 369 913,0
2006				
Geographical segments	Finland	Rest of Europe	Other countries	Group tot
Net sales by target country 1)	24 377 768,58	2 867 940,44	1 149 223,53	28 394 932,5
Net sales by target country i)		857 354.10		28 394 932.5
Net sales by country of origin 2)	27 537 578,45	857 354,10		20 334 332,3
	27 537 578,45 24 808 383,95	5 472 044,40		30 280 428,3

- 1) Net sales by target country are sales to parties outside the Group
- 2) Net sales, assets and investments are given based on the location of Group companies

### 2. Divested Operations

As part of the refocusing of operations, the Group sold its Dutch operations to Lost Boys N.V., a Dutch subsidiary of LBI International AB, for a total consideration of EUR 8.1 million in December 2007. The transaction resulted in a non-recurring EUR 3.3 million capital gain for Trainers' House. A provision of EUR 1.5 million was made from the purchase price to cover premises expenses and

other restructuring expenses to be paid by Trainers' House. The transaction also included an additional price due in 2008, which is subject to net sales and profitability targets specified for the divested operations. The additional consideration is to be paid in cash. Lost Boys N.V. assumed control over the divested operations on 1 November 2007.

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The financial result of the divested operations, the capital gain from their divestment, and the share of the divested operations from the cash flow are as follows:

	1.131.10.2007	1.131.12.200
FINANCIAL RESULT OF DUTCH OPERATIONS		
Income	6 089 478,16	6 146 734,15
Expenses	-4 079 726,92	-6 132 606,12
Restructuring provisions	-1 503 929,00	
Profit before taxes	505 822,24	14 128,03
Taxes	188,00	18 141,04
Net profit	506 010,24	32 269,07
Capital gain from divestment of Dutch operations before taxes	3 315 991,24	
Taxes	0,00	
Capital gain from divestment of Dutch operations after taxes	3 315 991,24	
Profit for the period from divested operations	3 822 001,48	32 269,0
Effect of the sale of Dutch operations on the Group's financial position	31.10.2007	
Property, plant and equipment	474 283,97	
Goodwill	1 258 602,44	
Other intangible assets	19 683,57	
Receivables	2 359 129,35	
Cash and cash equivalents	216 823,84	
Trade and other payables	-1 048 433,25	
Total assets and liabilities	3 280 089,92	
Paid in cash	8 074 222,00	
Cash and cash equivalents in divested unit	-216 823,84	
Net cash flow	7 857 398,16	

# 3. Acquisitions

### Acquisitions in 2007

On 28 August 2007, Satama Interactive Plc, Trainers' House Oy and the shareholders of Trainers' House signed a Combination Agreement, according to which Satama will purchase 45% of shares in Trainers' House and Trainers' House will merge into Satama by the end of 2007. The business operations of Trainers' House consist of the training operations of Trainers' House Oy and the marketing operations of Ignis Oy.

The transaction was carried out in two phases as follows: In the first phase Satama purchased from the shareholders of Trainers' House approximately 45.0% of the shares in Trainers' House. The purchase price of the shares was approximately EUR 33.1 million, which was paid in cash. The share purchase was financed entirely with bank loans.

In the second phase, on 31 December 2007, Trainers' House was merged into Satama through an absorption merger and the current shareholders of Trainers' House received 33,340,567 new Satama shares for consideration of the remaining 55% of the shares in Trainers' House. The total price of the shares, EUR 40.0 million, represented the closing price on the merger date, EUR 1.20 per share. Satama's share capital was not increased in connection with the merger. The increase in shareholders' equity was recorded in the distributable non-restricted equity fund. The shares paid as merger consideration were registered in the Trade Register on 31 December 2007 and immediately granted all shareholder rights.

The amount of the merger consideration was based on the mutual relationship between the values of Satama and Trainers' House. The parties and their shares have been valued on the basis of generally accepted valuation principles.

For Trainers' House, the valuation has primarily been based on a financial analysis of the company's projected cash flows, and for Satama, on the company's market capitalization on the Helsinki Stock Exchange (OMX).

In connection with the merger, Satama adopted the trade name Trainers' House Plc. The transaction created a company that provides growth management services and employee training, and delivers business-critical sales and marketing systems. After the transaction, the company has a strong position in the industry in Finland and a great potential to achieve growth, a strong cash flow and high profitability. The arrangement is not expected to create any significant cost savings. These were the key factors behind the generated goodwill of EUR 43.7 million.

The acquisition cost included consultancy fees in the amount of EUR 1.1 million. Had the acquired companies been consolidated as of 1 January 2007, the Group's net sales for 2007 would have totalled EUR 46.6 million and net profit EUR 5.7 million. The financial result of Trainers' House Oy for the last two months of 2007 is included in the consolidated financial statements as an associated company after the operating profit. The balance sheets of acquired companies have been consolidated as of 31 December 2007.

### The assets and liabilities measured at their acquisition-date fair value were as follows:

EUR	Note	Fair value recognized in consolidation	Book value before consolidation
Property, plant and equipment	13.	898 623,20	898 623,20
Intangible assets	14.	69 689,27	69 689,27
Trademarks (included in intangible assets)	14.	9 643 800,00	
Customer relationships (included in intangible assets)	14.	4 914 800,00	
Customer registers (included in intangible assets)	14.	859 600,00	
Order book (included in intangible assets)	14.	1 056 300,00	
Non-compete agreements (included in intangible assets)	14.	1149 200,00	
Other agreements (included in intangible assets)	14.	2 263 300,00	
Inventories		14 594,74	14 594,74
Trade and other receivables		3 051 865,06	3 051 865,06
Other assets		8 889 373,60	8 889 373,60
Cash and cash equivalents		7 802 363,65	7 802 363,65
Total assets		40 613 509,52	20 726 509,52

EUR	Note	Fair value recognized in consolidation	Book value before consolidation
Deferred tax liabilities	17.	-5 798 565,95	-627 945,95
Interest-bearing debt		-634 632,00	-634 632,00
Trade and other payables		-3 125 254,95	-3 125 254,95
Total liabilities		-9 558 452,90	-4 387 832,90
Net assets		31 055 056,62	16 338 676,62
Acquisition cost		74 668 977,71	
Goodwill	14.	43 680 031,94	
Cash consideration		33 604 054,05	
Cash and cash equivalents in acquired subsidiaries		-7 802 363,65	
Net cash flow		25 801 690,40	
Consideration			
Paid in cash		33 604 054,05	
Direct costs related to acquisitions		1 056 243,26	
New shares paid as merger consideration		40 008 680,40	
Total consideration		74 668 977,71	
Fair value of acquired net assets		-31 055 056,62	
Result of associated company		66 110,85	
Goodwill		43 680 031,94	

Tangible assets acquired as a result of business combination are measured at fair value based on the market prices of corresponding assets, considering the asset's age, wear and other such factors.

Intangible assets acquired in a business combination are recognized separately from goodwill where they satisfy the definition of an intangible asset and their fair values can be measured reliably. In connection with completed business combinations, the Group has acquired the following intangible assets: The fair value of acquired trademarks is determined on the basis of estimated discounted royalties, which have been avoided through the ownership of the particular trademarks. The fair value of customer relationships, customer registers and order books has been determined based on their estimated useful life and the discounted net cash flow from existing customer relationships. The fair value of non-compete agreements has been determined on the basis of the estimated loss of market share likely to result without the existence of the particular agreements during their validity.

### Acquisitions in 2006

In 2006, the Satama Group made four small business acquisitions. On 21 April 2006, the Group acquired the entire share capital of the Finnish company Aboavista Oy. The acquisition was paid in cash. An additional consideration may become payable contingent upon the financial performance of the company and the invoicing and sales generated by the transferred employees under certain terms and conditions during the following two years. The company was consolidated on 1 April 2006 and was merged into Satama Finland Oy on 31 December 2006.

On 12 May 2006, Satama acquired the entire share capital of the Finnish company Marketing Communication Agency Heimo Oy. The acquisition was paid in cash. An additional consideration may become payable contingent upon the financial performance of the company and the invoicing and sales generated by the transferred employees under certain terms and conditions during the following three years. The company was consolidated on 1 May 2006 and was merged into Satama Finland Oy on 31 December 2006.

31 October 2006, Satama acquired the entire share capital of the Finnish company Fimentor Oy. Part of the acquisition was paid in cash and the remainder by transferring 143,600 treasury shares to the sellers. The company was consolidated on 1 October 2006.

On 9 November 2006, Satama acquired the entire share capital of the Finnish company The Uncles Oy. The acquisition was paid in cash. The company was consolidated on 1 November 2006.

The acquired companies are experts in digital services. The combined result of the businesses since their consolidation amounts to EUR -0.04 million, which has been included in the consolidated income statements for 2006. Had the acquired companies been consolidated as of 1 January 2006, the Group's net sales for 2006 would have totalled EUR 36.5 million and profit EUR 0.1 million.

The acquisitions have been combined because individually they are not essential. The total consideration for the acquisitions was EUR 1.1 million. Goodwill in the amount of EUR 1.2 million was recognized on the basis of expected synergy and the experienced personnel of the acquired companies.



# The following assets and liabilities arising from the acquisitions were recognized:

EUR	Note	Fair value recognized in consolidation	Book value before consolidation
Property, plant and equipment	13.	14 308,94	14 308,94
Intangible assets	14.	2 581,64	2 581,64
Trade and other receivables		166 420,39	166 420,39
Cash and cash equivalents		154 198,00	154 198,00
Total assets		337 508,97	337 508,97
Trade and other payables		-393 985,99	-393 985,99
Total liabilities		-393 985,99	-393 985,99
Net assets		-56 477,02	-56 477,02
Acquisition cost		1 096 384,66	1 096 384,66
Goodwill	14.	1 152 861,68	1 152 861,68
Cash consideration		883 393,45	
Cash and cash equivalents in acquired subsidiaries		-154 198,00	
Net cash flow		729 195,45	
Consideration			
Paid in cash + possible additional price		958 393,45	
Fair value of treasury shares transferred		137 991,21	
Total consideration		1 096 384,66	
Fair value of acquired net assets		56 477,02	
Goodwill		1 152 861,68	

The fair value of treasury shares is based on the market capitalization at the time of acquisition.

Property, plant and equipment acquired in the aforementioned acseparately from goodwill where they satisfy the definition of an inquisitions are valued at fair value. Intangible assets are recognized tangible asset and their fair values can be measured reliably.

# 4. Other Income from Operations

	2007	2006
Proceeds from sale of property, plant and equipment	3 050,72	4 185,94
Other income	57 903,24	170 874,29
Total	60 953,96	175 060,23

# 5. Materials and Services

	2007	2006
Raw materials and consumables	53 434,29	198 376,07
External services - subcontracting	3 383 933,83	3 384 123,08
Total	3 437 368,12	3 582 499,15

# 6. Costs Resulting from Employee Benefits

	2007	2006
Wages, salaries and fees	15 036 841,13	15 267 125,47
Pension costs – defined contribution plans	2 480 029,53	2 486 481,04
Options to be paid as shares	185 732,83	40 047,98
Other personnel expenses	960 591,19	935 159,61
Total	18 663 194,68	18 728 814,10

Average number of personnel	2007	2006
In Finland	320	320
Abroad	9	9
Continuing operations, total	329	329
Divested operations	40	41
Total	369	370
Personnel at year-end		
In Finland	391	316
Abroad	9	8
Continuing operations, total	400	324
Divested operations		42
	100	7.5.5
Total	400	366

Information on the emoluments of the management is given in Note 32 Related Party Transactions. Information on stock options is given in Note 23 Share-based Payments.

# 7. Depreciation and Impairment

	2007	2006
Depreciation by asset type		
Property, plant and equipment		
Machinery and equipment	-329 188,52	277 985,88
Other tangible assets	-257 087,78	238 590,15
Total	-586 276,30	516 576,03
Intangible assets		
Intangible rights	-127 103,90	125 979,65
Total depreciation and impairment	-713 380,20	642 555,68

Impairment losses have not been booked for years 2006-2007.

# 8. Other Operating Expenses

	2007	2006
Voluntary personnel expenses	1 250 007,87	1 169 147,75
IT costs	558 843,27	531 565,33
Other costs	3 307 406,13	3 728 114,68
Total	5 116 257,27	5 428 827,76

In 2007, the Group paid the following fees to the auditor, PricewaterhouseCoopers: statutory audit EUR 94,751.60 (2006: EUR 83,659.86), tax advice EUR 18,696.58 (2006: EUR 4,050.00) and other fees EUR 295,283.76 (2006: EUR 16,228.43).

Other operating expenses include exchange rate differences in the amount of EUR 55,188.26 for 2007 (2006: EUR 4,274.19).

# 9. Research and Development Costs

The income statement includes EUR 1.9 million of research and development costs expensed in 2007 (2006: EUR 1.2 million).

# 10. Financial Income and Expenses

	2007	2006
Interest income on receivables at amortized cost	14 463,19	32 566,34
Gain on financial assets at fair value		
through profit or loss	5 675,47	4 071,11
Sales revenue from financial assets at fair value		
through profit or loss	41 944,71	
Total interest and financial income	62 083,37	36 637,45
Interest expenses on liabilities at amortized cost		
Financial loans	-282 098,18	
Other liabilities	-38 716,82	-21 893,37
Total interest and financial expenses	-320 815,00	-21 893,37
Financial income and expenses		
include exchange rate differences (net)	-8 184,04	8 196,79



# 11. Taxes

	2007	2006
Tax on taxable income for the period	-552 271,81	-162 594,09
Paid tax on taxable income for the period	-6 467,70	
Deferred tax	3 640 593,35	15 754,74
Total	3 081 853,84	-146 839,35

Tax on the taxable income for the period in the income statement is deducted from the deferred tax receivables stated on the balance sheet. A tax receivable dated 31 December 2007 has been entered for the Finnish Group companies in the maximum amount with the assumption that all confirmed losses can be utilized within their period of validity (Note 17).

	2007	2006
Profit before tax	1757 608,28	197 927,41
Tax at the parent company's tax rate	-456 978,15	-51 461,13
Tax exempt income	20 478,40	118 966,11
Non-deductible expenses	-122 239,76	-214 344,33
Increase in deferred tax receivables	3 640 593,35	
Taxes in the income statement	3 081 853,84	-146 839,35

# 12. Earnings per Share

The undiluted earnings per share are calculated by dividing the ding during the financial year. Treasury shares are not included profit for the period attributable to equity holders of the parent in the number of outstanding shares. company by the weighted average number of shares outstan-

	2007	2006
Profit for the period attributable to equity holders of the parent company (EUR)		
Continuing operations	4 839 462,12	51 088,06
Profit for the period attributable to equity holders of the parent company (EUR)		
Divested operations	3 822 001,48	32 269,07
Weighted average number of shares		
during the period, qty	41 204 959	40 385 862
Undiluted earnings/share (EUR/share)		
Continuing operations	0,12	0,00
Undiluted earnings/share (EUR/share)		
Divested operations	0,09	0,00

Diluted earnings per share are calculated by adjusting number of shares to assume conversion of all dilutive potential ordinary shares. The Group has share options, which increase the number of potential dilutive ordinary shares (warrants 2003C, 2006A and 2006B). Share options have a dilutive effect when the subscription price of an option is lower than the fair value of the share. The dilutive effect is the number of shares that will have to be issued for no consideration, because the consideration received from the exercise of the options is not sufficient for issuing a corresponding number of shares at fair value. The fair value of the share is the average market price of the shares during the period.

	2007	2006
Profit for the period attributable to equity holders		
of the parent company (EUR)		
Continuing operations	4 839 462,12	51 088,06
Profit for the period attributable to equity holders		
of the parent company (EUR)		
Divested operations	3 822 001,48	32 269,07
Weighted average number of shares		
during the period, qty	41 204 959	40 385 862
Effect of stock options, qty	208 219	223 315
Diluted average number of shares, qty	41 413 178	40 609 177
Diluted earnings/share (EUR/share),		
continuing operations	0,12	0,00
Diluted earnings/share (EUR/share),		
divested operations	0,09	0,00

# 13. Property, Plant and Equipment

	Machinery and equipment	Other tangible assets	Tota
Acquisition cost 1 Jan 2007	7 925 170,41	3 331 510,49	11 256 680,90
Increases	277 085,92		277 085,92
Business combinations	869 451,92	29 171,28	898 623,20
Decreases	-8 514,59		-8 514,59
Divestments	-1 078 055,50	-460 019,70	-1 538 075,20
Acquisition cost 31 Dec 2007	7 985 138,16	2 900 662,07	10 885 800,23
Accumulated depreciation and impairment 1 Jan 2007	-7 467 393,14	-2 197 969,59	-9 665 362,73
Decreases	7 907,01		7 907,01
Divestments	997 196,66	66 594,57	1 063 791,23
Depreciation for the period	-329 188,52	-257 087,78	-586 276,30
Accumulated depreciation and impairment 31 Dec 2007	-6 791 477,99	-2 388 462,80	-9 179 940,79
Carrying amount 1 Jan 2007	457 777,27	1 133 540,90	1 591 318,17
Carrying amount 31 Dec 2007	1 193 660,17	512 199,27	1705 859,44
Acquisition cost 1 Jan 2006	7 446 686,96	2 691 220,39	10 137 907,35
Increases	474 830,20	640 290,10	1 115 120,30
Business combinations	14 308,94		14 308,94
Decreases	-10 655,69		-10 655,69
Acquisition cost 31 Dec 2006	7 925 170,41	3 331 510,49	11 256 680,90
Accumulated depreciation and impairment 1 Dec 2006	-7 095 080,58	-1 892 784,87	-8 987 865,45
Decreases	4 476,95		4 476,95
Depreciation for the period	-376 789,51	-305 184,72	-681 974,23
Accumulated depreciation and impairment 31 Dec 2006	-7 467 393,14	-2 197 969,59	-9 665 362,73
Carrying amount 1 Jan 2006	351 606,38	798 435,52	1 150 041,90
Carrying amount 31 Dec 2006	457 777,27	1 133 540,90	1 591 318,17

The share of the acquisition cost of machinery and equipment included in PP&E still pending depreciation was EUR 1,193,660.17 on 31 December 2007 (EUR 457,777.27 on 31 December 2006).

### Finance leases

PP&E includes assets leased using finance leases as follows:

31.12.2007	Machinery and equipment
Business combinations	629 537,00
Carrying amount	629 537,00

# 14. Intangible Assets

	Goodwill 1)	Trademarks 2)	Other intangible assets 3)	Total
Acquisition cost 1 Jan 2007	9 952 725,64		1 901 768,55	11 854 494,19
Increases	92 603,37		433 191,77	525 795,14
Business combinations	43 680 031,94	9 643 800,00	10 312 889,27	63 636 721,21
Decreases			-229 039,38	-229 039,38
Divestments	-1 258 602,44		-243 861,37	-1 502 463,81
Acquisition cost 31 Dec 2007	52 466 758,51	9 643 800,00	12 174 948,84	74 285 507,35
Accumulated depreciation and impairment 1 Jan 2007			-1 754 156,40	-1 754 156,40
Divestments			224 177,80	224 177,80
Depreciation for the period			-127 103,90	-127 103,90
Accumulated depreciation and impairment 31 Dec 2007			-1 657 082,50	-1 657 082,50
Carrying amount 1 Jan 2007	9 952 725,64	0,00	147 612,15	10 100 337,79
Carrying amount 31 Dec 2007	52 466 758,51	9 643 800,00	10 517 866,34	72 628 424,85
Acquisition cost 1 Jan 2006	8 978 322,85		1775 445,29	10 753 778,14
Increases			126 306,72	126 306,72
Business combinations	1 152 861,68		2 581,64	1 155 443,32
Decreases	-178 458,89		-2 565,10	-181 023,99
Acquisition cost 31 Dec 2006	9 952 725,64		1 901 768,55	11 854 494,19
Accumulated depreciation and impairment 1 Dec 2006			-1 621 698,79	-1 621 698,79
Depreciation for the period			-132 457,61	-132 457,61
Accumulated depreciation and impairment 31 Dec 2006			-1 754 156,40	-1 754 156,40
Carrying amount 1 Jan 2006	8 978 322,85		153 746,50	9 132 069,35
Carrying amount 31 Dec 2006	9 952 725,64		147 612,15	10 100 337,79

<sup>1)</sup> Goodwill has not been amortized since 1 January 2004.

<sup>2)</sup> Trademarks are tested annually for impairment (unlimited useful life, strong trademark awareness supports the management's understanding that trademarks have an indefinite effect on the generation of cash flow)

<sup>5)</sup> Other intangible assets include computer software, as well as customer relationships, customer registers, order books, non-compete agreements and other agreements acquired in connection with business combination.



### Allocation of goodwill

The entire Trainers' House Group (former Satama) is considered a in business combinations are allocated to this unit for the purpose single cash generating unit. The Company is assessing how the of impairment testing. Strong trademark awareness supports the business operations acquired on 31 December 2007, will affect management's understanding that trademarks have an indefinite this. Goodwill and the carrying amounts of trademarks acquired effect on the generation of cash flow.

### The carrying amounts of goodwill and trademarks are as follows:

	2007	2006
Goodwill	52 466 758,51	9 952 725,64
Trademarks	9 643 800,00	
Total	62 110 558,51	9 952 725,64

### Impairment testing

Trainers' House carries out impairment testing at least once a year to ensure that the balance sheet values of goodwill and trademarks do not exceed fair values. In impairment testing, the recoverable amount is determined on the basis of value in use. The estimated recoverable cash flows are based on 5-year projections prepared by the management, where the most important assumptions are the planned growth of net sales and the operating margin. The forecasts used in the calculations are therefore mostly based on the management's estimates of future development. The key components of the profitability requirement are a risk-free profit margin, a market risk premium and an industry-specific beta factor.

erage cost of capital, which describes the total cost of equity and debt, taking into account the risks related to an asset. The discount rate is 7.25% (2006: 10.0%). Cash flows following the forecast period approved by the management have been extrapolated at a constant 2% growth factor. The growth factor used corresponds the realized growth in the industry sector. According to the company's management, reasonable changes in the assumptions used in the calculations will not lead to the carrying amounts of assets exceeding their recoverable amounts. No impairment was recognized based on the results of the impairment testing.

The discount rate has been calculated using the weighted av-

# 15. Investments in Associated Companies

Associated companies	2007	2006
Ramblas Digital Oy, Helsinki		
0wnership	46 %	46 %
Assets	1 158 538,43	76 785,27
Liabilities	1 176 093,58	88 558,96
Net sales	1 341 415,68	203 526,68
Profit/loss for the period	9 999,35	-20 231,33
Start of the period	0,00	0,00
Share of loss for the period	-102 992,47	-4 112,76
Increases	33 604 054,05	8 940,80
Decreases	-33 501 061,58	-4 828,04
End of the period	0,00	0,00

In November 2007, Satama acquired 45% of the share capital of Trainers' House Oy (Note 3). Trainers' House Oy was merged with Trainers' House Plc (former Satama Interactive Plc) on 31 December 2007. The Group's share of 45% of the loss of Trainer's House as an associated company, EUR -102,992.47, comprises the following three items: share of the profit of Trainers' House Oy for the last two months of 2007 was EUR 66,110.58, share of the depreciation of acquisition cost allocated in the same period was EUR -228,518.00 and the resulting tax liability was EUR +59,414.68.

The Group did not recognize its share of the profit of Ramblas Digital Oy for 2007. The Group did not recognize its full share of the losses of Ramblas Digital Oy for 2006 to the extent that the carrying amount of the associated company on the consolidated balance sheet would have been negative after the deduction. The Group is not committed to fulfilling the obligations of Ramblas Digital. The unrecognized share of the losses of the associated company is EUR 593.95 (2006: 5,193.65). The carrying amount of the investment made in the associated company was reduced to zero already in the consolidated financial statements for 2006.

# 16. Financial Assets at Fair Value Through Income Statement

Financial Assets	2007	2006
Carrying amount 1 Jan	42 558,48	38 592,37
Reclassified from other intangible assets	521,38	
Business combinations	228 768,40	
Change in fair value through profit or loss		3 966,11
Sales	-41 944,71	
Carrying amount 31 Dec	229 903,55	42 558,48

Financial assets are entered at fair value through profit or loss. They include an investment insurance and quotes shares classified on initial recognition into this group.

During the period, the Group sold all its shares in 24/7 Real Media Inc. The Group's ownership in the company had been less than 1%. The disposal is reported under financial income (Note 10).

A Rahasto-Optimi investment insurance was recognized at fair value at EUR 226,059.00. The investment insurance was acquired in connection with the merger of Trainers' House 0y on 31 December 2007, and its maturity date is 1 March 2008. The insured party is the CEO of Trainers' House Plc, Jari Sarasvuo, and the beneficiary is Trainers' House Plc.

# 17. Deferred Tax Receivables and Liabilities

		Recognized in		
	31.12.2006	the income statement	Acquisitions	31.12.2007
Deferred tax receivables				
Losses carried forward	6 165 598,17	3 640 593,35		9 806 191,5
Tax for the period with a deduction				
effect on deferred tax receivables	-476 466,26	-552 271,81		-1 028 738,0
Business combinations			372 030,00	372 030,00
Total deferred tax receivables	5 689 131,91	3 088 321,54	372 030,00	9 149 483,4
Deferred tax liabilities				
Fair value measurement of tangible and				
intangible assets in acquisition			5 170 620,00	5 170 620,0
Business combinations			568 531,27	568 531,2
Total deferred tax liabilities			5 739 151,27	5 739 151,2

Changes in deferred tax receivables and liabilities in 2006			
		Recognized in	
	31.12.2005	the income statement	31.12.2006
Deferred tax receivables			
Losses carried forward	6 165 598,17		6 165 598,17
Tax for the period with a deduction			
effect on deferred tax receivables	-304 691,34	-171 774,92	-476 466,26
Total deferred tax receivables	5 860 906,83	-171 774,92	5 689 131,9
Deferred tax liabilities			
Fair value measurement of intangible			
assets in acquisition	-15 754,74	15 754,74	0,00
Total deferred tax liabilities	-15 754,74	15 754,74	0,00

At the end of 2007, the Group's losses carried forward in Finland totalled EUR 37.3 million (2006: EUR 38.3 million). A tax receivable dated 31 December 2007 has been entered for the Finnish Group companies in the maximum amount with the assumption that all confirmed losses can be utilized within their period of validity. The losses in Finland will expire in 2010–2012. The Group has confirmed losses also in Germany, Sweden and the Netherlands totalled EUR 11.8 million that have not been taken into account when entering the tax receivable.



### 18. Non-current Receivables

	2007	2006
Rental guarantees on premises	23 970,00	159 940,59
Total non-current receivables	23 970,00	159 940,59

Balance sheet values best represent the maximum amount of the credit risk, excluding the fair value of collateral, in cases where other parties are unable to fulfil their obligations in relation to financial instruments. Receivables do not contain any significant concentrations of credit risk. The fair values of receivables are described in Note 28.

# 19. Inventories

	2007	2006
Raw materials and consumables	14 594,74	

The inventories were acquired in the business combination.

# 20. Trade and Other Receivables

	2007	2006
Loans and other receivables		
Trade receivables	10 434 852,42	11 310 773,66
Receivables from associated companies	110 000,00	50 000,00
Other receivables	599 636,16	175 646,21
Prepaid expenses and accrued income		
Personnel expenses	145 284,98	106 655,63
Other	399 895,11	507 254,02
Total prepaid expenses and accrued income	545 180,09	613 909,65
Total current receivables	11 689 668,67	12 150 329,52

The Group makes a provision for credit losses for all receivables over 90 days past due. The Group has not recognized any credit losses from trade receivables during the period (2006: 17,366.72). A credit loss is recognized when a receivable is permanently lost due to, for example, a customer's bankruptcy.

Receivables from associated companies include other receivables totalling EUR 60,000 and a capital loan to Ramblas Digital 0y in the amount of EUR 50,000. The interest rate of the loan is 4,0 %.

Receivables do not contain any significant concentrations of credit risk. Balance sheet values best represent the maximum amount of the credit risk in cases where other parties are unable to fulfil their obligations in relation to financial instruments. The fair values of receivables are described in Note 28.

### Ageing of trade receivables and recognized credit losses

		Recognized	Net		Recognized	Net
	2007	credit losses	2007	2006	credit losses	2006
Undue	7 836 458,22		7 836 458,22	9 400 916,26		9 400 916,26
Due						
Less than 30 days	1 569 032,35		1 569 032,35	999 105,68		999 105,68
30-60 days	441 652,87		441 652,87	701 290,60		701 290,60
61–90 days	385 715,86		385 715,86	192 254,46		192 254,46
Over 90 days	445 150,23	-243 157,11	201 993,12	302 849,43	-285 642,77	17 206,66
Total	10 678 009,53	-243 157,11	10 434 852,42	11 596 416,43	-285 642,77	11 310 773,66

### Current receivables by currency:

	2007	2006
Euro	11 578 097,84	12 130 364,82
USD	23 453,23	13 230,43
GBP	37 883,39	
SEK	50 234,21	6 734,27
Total	11 689 668,67	12 150 329,52

# 21. Cash and Cash Equivalents

	2007	2006
Cash and bank accounts	13 859 269,70	546 811,89
Certificates of deposit (1–3 months)	3 260 341,54	
Total	17 119 611,24	546 811,89

Balance sheet values best represent the maximum amount of the credit risk, excluding the fair value of collateral, in cases where other parties are unable to fulfil their obligations in relation to financial instruments. Cash and cash equivalents do not contain any significant concentrations of credit risk. The fair values of certificates of deposit included in cash and cash equivalents are described in Note 28.

### Cash and cash equivalents in accordance with cash flow statement:

	2007	2006
Cash, bank accounts and certificates of deposit	17 119 611,24	546 811,89

### 22. Equity

cc. Equity					Distributable		
	Number of of shares	Share capital	Share issue	Premium fund	non-restricted equity fund	Treasury shares	Total
31.12.2005	40 118 208	843 424,80	13 860,00	12 792 265,09		0,00	13 649 549,89
Shares subscribed with options							
Registered 8 Feb 2006	208 600	4 385,50	-13 860,00	127 032,50			117 558,00
Purchase of treasury shares							
15.85.9.2006	-143 600					-102 732,52	-102 732,52
Use of treasury shares							
31.10.2006	143 600					102 732,52	102 732,52
Shares subscribed with options							
Registered 20 Nov 2006	325 000	6 832,63		110 167,37			117 000,00
Registered 8 Dec 2006	210 000	4 414,93		71 185,07			75 600,00
31.12.2006	40 861 808	859 057,86	0,00	13 100 650,03		0,00	13 959 707,89
Shares subscribed with options							
Registered 19 Feb 2007	375 000	7 883,81		127 116,19			135 000,00
Shares subscribed with options							
Subscriptions 1 Nov - 31 Dec 200			255 914,94				255 914,94
Trainers' House Oy:							
Acquisition 31 Dec 2007	33 340 567				40 008 680,40	-8 660 605,20	31 348 075,20
Merger 31 Dec 2007	-7 217 171				-8 660 605,20	8 660 605,20	0,00
31.12.2007 outstanding shares	67 360 204	866 941,67	255 914,94	13 227 766,22	31 348 075,20	0,00	45 698 698,03

The share capital of Trainers' House Plc (former Satama Interactive Plc) comprises shares of a single class. The number of shares is not limited. The stated value of the share is EUR 0.02 (not exact). All issued and subscribed shares have been paid for in full.

# The Group's equity reserves are described below:

### Share premium fund

Where the terms of options were determined in accordance with the old Limited Liability Companies Act (734/1978), proceeds from exercised option rights less transaction expenses have been recognized in share capital and the premium fund.

### Distributable non-restricted equity fund

The distributable non-restricted equity fund contains other quasiequity investment instruments and the subscription price of shares when this is not separately recorded in share capital. In accordance with the Limited Liability Companies Act (624/2006), which entered into force on 1 September 2006, all proceeds from exercised option rights are credited to the distributable non-restricted equity fund.

When Trainers' House Oy was merged into Satama through an absorption merger, the shareholders of Trainers' House received 33,340,567 new Satama shares as merger consideration. The total price of the shares, EUR 40.0 million, represented the closing price on the merger date, EUR 1.20 per share. Satama's share capital was not increased in connection with the merger. The increase in shareholders' equity was recorded in the distributable non-restricted equity fund. The shares paid as merger consideration were registered in the Trade Register on 31 December 2007.

### Treasury shares

In connection with the merger of Trainers' House 0y, the company's 7,217,171 shares in Satama representing approximately 9.7% of the share capital were recorded against the distributable non-restricted equity fund. The shares are valued at the closing price on the balance sheet date, EUR 1.20 per share.

In 2006, treasury shares included an acquisition cost related to the purchase of treasury shares. Based on the authorization of the General Meeting held on 29 March 2006, the company bought 143,600 shares from the stock exchange between 15 August and 5 September 2006, which correspond to approximately 0.3% of the entire share capital. The average share price was EUR 0.71. The acquisition cost, EUR 102,732.52, was deducted from shareholders' equity. On 31 October 2006, the company used all of the 143,600 treasury shares to purchase the shares of Fimentor 0y at EUR 137,991.21 (EUR 0.96 per share). The profit of EUR 35,258.68 was entered in retained earnings.



### Translation differences

Translation differences include translation differences from converting the financial statements of foreign subsidiaries.

#### Share issue

Share issue includes the amount paid for exercised share options, which has not yet been registered in the share capital.

### Dividends

After the balance sheet date, the Board of Directors has proposed that a dividend of EUR 0.04 per share be paid.

### 23. Share-based Payments

The Group has had option arrangements since 1999. Options granted after 7 November 2002 that did not vest before 1 January 2005 have been entered in the financial statements in accordance with IFRS 2 Share-based Payments. Options granted prior to 7 November 2002 have not been expensed in the financial statements

Options under warrant 2002A were offered to employees during 2003 and 2004. The options vested before 1 January 2005, and therefore the options were not expensed in the income statement.

Options under warrant 2003B have been offered to employees since 2004. The options vested on 1 February 2005. A total cost of EUR 759,487.84 has been expensed for the financial years of 2004–2006.

Options under warrant 2003C have been offered to employees since 2006. The options vested on 1 February 2006 and a total cost of EUR 75,969.50 has been expensed for the financial years of 2006–2007.

Options under warrant 2006A have been offered to employees since 2007. A total cost of EUR 134,171.62 has been expensed for 2007.

Option rights are offered to key employees of the Group on the basis of the commitment and incentive scheme. The options represent a right to subscribe for the company's shares at a subscription price determined in the terms of the options. The option rights are freely transferable once they have vested. Options are forfeited if their holder leaves the company before the options have vested. The right to dividends and other rights resulting from the shares subscribed for with the option rights are granted once the increase in share capital has been entered in the Trade Register.

### 2002A

The Annual General Meeting held on 27 March 2002 decided to issue employee option programme involving 2,000,000 warrants titled 2002A. Due to the resulting subscriptions, the company's share capital can rise by a maximum of EUR 42,046.98 and the number of shares by a maximum of 2,000,000. The subscription period ran from 1 February 2004 to 1 February 2006,

and the subscription price was EUR 0.63 per share. The number of new shares subscribed for with the warrants during 2006 was 208,600. The total number of new shares subscribed for with the warrants was 1,654,287.

### 2003B and 2003C

The Annual General Meeting held on 26 March 2003 decided to commence an employee option programme involving 2,000,000 warrants. Due to the resulting subscriptions, the company's share capital can rise by a maximum of EUR 42,046.98 and the number of shares by a maximum of 2,000,000. One million of the warrants are titled 2003B and the other million 2003C. The subscription period for shares converted under the 2003B warrants ran from 1 February 2005 to 1 February 2007, and the subscription price was EUR 0.36 per share. The subscription period for shares converted under the 2003C warrants runs from 1 February 2006 to 1 February 2008, and the subscription price is EUR 1.11 per share. The number of new shares subscribed for with the 2003B warrants during 2007 was 375,000. The total number of new shares subscribed for with the 2003B warrants was 1,000,000. During 2007 no shares were subscribed for with the 2003C warrants. The number of new shares subscribed for with the 2003C warrants during 2008 is 656,500.

### 2006A and 2006B

The Annual General Meeting held on 29 March 2006 decided to commence an employee option programme involving 2,000,000 warrants. Due to the resulting subscriptions, the company's share capital can rise by a maximum of EUR 42,046.98 and the number of shares by a maximum of 2,000,000. Half of the warrants are titled 2006A and the other half 2006B. The subscription period for shares converted under the 2006A warrant is to begin on a date determined by the Board of Directors after publication of the interim report for the second quarter of 2008, but not later than on 1 September 2008, and to end on 28 February 2009. The subscription period for the shares converted under the 2006B warrant is to begin on a date determined by the Board of Directors after publication of the interim report for the second quarter of 2009, but not later than on 1 September 2009, and end on 28 February 2010. The subscription price for shares converted under the 2006A warrant is EUR 1.02, and for shares converted under the 2006B warrant EUR 1.17.

# The principal terms and conditions of the option schemes are described below:

Share-based options	Warrant 2002A	Warrant 2003B	Warrant 2003C	Warrant 2006A	Warrant 2006B
Nature of the arrangement	Share options	Share options	Share options	Share options	Share options
Date of grant	1.1.2003	1.1.2004	1.1.2006	1.6.2007	n/a
Number of instruments granted	2 000 000	1 000 000	1000000	1 000 000	1 000 000
Exercise price (EUR)	0,63	0,36	1,11	1,02	1,17
Share price at the date of grant (EUR)	0,74	1,08	0,81	1,17	n/a
Subscription period	1.2.04-1.2.06	1.2.05-1.2.07	1.2.06-1.2.08	n/a - 28.2.09	n/a - 28.2.10
Vesting conditions	Employment at Employment at Employment at Employment at Employr the beginning of the beginning of the beginning of the begin				
	subscription	subscription	subscription	subscription	subscription
	period	period	period	period	period
Settlement	Shares	Shares	Shares	Shares	Shares
Expected volatility		52 %	34 %	33 %	n/a
Expected option life at grant date (years)		2-3	1	2	n/a
Risk-free interest rate		2,5 %	3,0 %	4,4 %	n/a
Expected dividend (dividend yield)		0 %	0 %	0 %	n/a
Expected departures (grant date)		0 %	0 %	10 %	n/a
Expected outcome of meeting performance criteria					
(at the grant date)		n/a	n/a	n/a	n/a
Fair value per granted instrument determined					
at the grant date		759 487,84	75 969,50	287 510,61	n/a
Valuation model		Black-Scholes	Black-Scholes	Black-Scholes	n/a

The Group applies the Black-Scholes pricing model. The expected volatility has been determined by calculating the historical volatility of the Group's share price, which has been adjusted with a general coefficient expected to cause varia-

tions in the historical volatility. The historical volatility is calculated on the basis of the weighted average vesting period of the options.

# Movements in the number of share options outstanding and their related weighted average exercise prices are as follows:

	2	:007		2006
	Weighted average exercise price EUR per share	Number of options	Weighted average exercise price EUR per share	Number of options
Outstanding at start of year	0,44	1 375 000	0,53	2 442 313
Granted	1,10	2 000 000		
Exercised	0,63	-589 054	0,43	-721 600
Forfeited			0,63	-345 713
Outstanding at end of year	1,10	2 785 946	0,44	1 375 000
Exercisable at year-end	1,11	785 946	0,44	1 375 000

The average price of options exercised during the financial year was EUR 0.63 (2006: EUR 0.43) and options were exercised evenly throughout the year. The Group received EUR 390,914.94 for the exercised options, of which EUR 7,883.81 was recorded in share

capital, EUR 127,116.19 in the premium fund and EUR 255,914.94 in a share issue (in 2006, the Group received EUR 324,018.00, of which EUR 15,633.06 was recorded in share capital and EUR 308,384.94 in the premium fund).

### The exercise prices and vesting years of share options outstanding at the end of the year are given below:

Vesting year	Exercise price (EUR)	31.12.2007 Number of shares	31.12.2006 Number of shares
2007	0,36		375 000
2008	1,11	785 946	1 000 000
2009	1,02	1 000 000	
2010	1,17	1 000 000	

The fair value of shares included in options granting shares has been based on the listed share price. Dividend payments were not expected, which is why dividends have not been taken into account in calculating the fair value of the options.

### 24. Provisions

	2007	2006
Provisions 1 January	160 000,00	0,00
Additions		1 277 000,00
Amounts used	-96 300,00	-784 616,32
Amounts reversed		-332 383,68
Provisions 31 December	63 700,00	160 000,00

### Restructuring provision

In the first half of 2006, Satama failed to pursue its strategic goals and to improve its financial performance as expected. As a result, the Board of Directors launched a major restructuring programme in order to improve profitability. Satama's CEO and COO

resigned, and the company began codetermination negotiations in its Finnish operations. In June 2006, restructuring provisions for non-recurring expenses were made in the amount of EUR 1.3 million.

### 25. Financial Liabilities

	2007	2006
Non-current financial liabilities at amortized cost		
Bank loans	33 659 270,27	166 668,00
Finance lease liabilities	352 870,00	
Bank overdraft		131 443,71
Total	34 012 140,27	298 111,71
Current financial liabilities at amortized cost		
Bank loans		62 495,00
Finance lease liabilities	281 762,00	
Total	281 762,00	62 495,00

The fair values of liabilities are described in Note 28.

# The parent company took a bank loan in 2007 consisting of three euro-denominated financial instruments, whose key interest and amortization terms are as follows:

	Loan type	Principal	Loan period	Reference rate
Financial instrument A	Amortizing term loan	24 286 200,00	5 years	6-month Euribor
Financial instrument B	Bullet loan	9 713 800,00	6 years	6-month Euribor
Financial instrument C	Credit line	5 000 000,00	5 years	1–6-month Euribor

Financial instrument C has not been used yet.

The interest margins of the loans are based on the total liabilities to EBITDA ratio, varying for financial instrument A between 0.75% p.a. and 1.75% p.a. and for financial instruments B and C between 0.80% p.a. and 2.20% p.a. The Group's average interest rate is 5.4%.

The loan taken in 2006 is a euro-denominated bank loan with a fixed interest rate of 5.1 %, which was taken by Satama Netherlands Holding B.V. The loan was repaid in full during 2007.

# Cash flows from instalments and financial expenses related to the financial liabilities (financial instrument C is not included).

	2008	2009	2010	2011	2012-	Total
Loans from financial						
institutions						
Instalment	11 427 533,00	4 857 240,00	4 857 240,00	4 857 240,00	8 000 747,00	34 000 000,00
Financial expenses/ interest	1 506 487,29	1 232 365,01	952 697,25	671 094,50	581 284,38	4 943 928,43

# Maturity of finance lease liabilities

Total minimum lease payments	Instalment	Financial expenses/interest
Less than 1 year	270 925,00	10 837,00
1-5 years	344 882,00	7 988,00
Total finance leasing liabilities	634 632,00	

# 26. Trade and Other Payables

	2007	2000
Current financial liabilities at amortized cost		
Advances received	1 376 754,00	148 836,3
Trade payables	1 520 584,11	1 492 024,3
Other liabilities	2 395 112,25	2 765 003,7
Accrued expenses and deferred income		
Personnel expenses	2 921 228,31	2 780 164,5
Other accrued expenses and deferred income	2 003 801,96	898 783,5
Total accrued expenses and deferred income	4 925 030,27	3 678 948,1
Total current liabilities	10 217 480,63	8 084 812,58
	2007	200
Non-current financial liabilities at amortized cost		
Purchase price debt		75 000,0

The fair values of liabilities are described in Note 28.

### Non-interest-bearing current liabilities by currency:

	2007	2006
Euro	10 152 960,93	7 996 273,82
SEK	64 519,70	88 538,76
Total	10 217 480,63	8 084 812,58

### 27. Financial Risk Management

The Group is exposed to several financial risks in its normal business operations. The objective of Trainers' House's hedging activities is to minimize the negative effects of changes in the financial market on the Group's financial performance. Financial risks are divided into four categories: liquidity risks, interest rate risks, currency risks and credit risks. The general principles applied to the Group's hedging activities are approved by the Board of Directors. The Group evaluates and obtains, when necessary, the instruments required to protect itself against risks.

### Liquidity risks

The Group aims to assess continuously and monitor the amount of money required for financing business operations in order to allow sufficient liquid assets for the Group to finance its operations and repay its loans falling due. The Group aims to secure the availability and flexibility of financing by using credit limits. The Group has a EUR 5.0 million credit limit at its disposal (2006: EUR 2.0 million). The amount of unused credit limits was EUR 5.0 million on 31 December 2007 (2006: EUR 1.9 million).

### Interest rate risks

The Group's liquid assets have been invested in short-term interest rate instruments, and therefore there are no significant interest rate risks. The Group's income and operational cash flows are mostly independent of interest rate fluctuations.

The company's interest risk mainly involves the floating rate loans taken in 2007. In accordance with the terms of the loan agreements, the company shall hedge a part of the interest flows using an interest rate swap agreement. Such an agreement was signed at the beginning of 2008. The interest risk is monitored using a sensitivity analysis.

### Currency risks

As Satama operates primarily within the euro zone, the exchange rate fluctuation risks have been insignificant so far. The main in-

voicing currency is euro. At the balance sheet date, the Group has no significant currency-denominated balance sheet items.

#### Credit risks

The Group has no significant concentrations of credit risk, as the range of customers is wide and it only allows credit to companies with a high credit rating. A bad debt provision, which is booked on the basis of ageing and case-specific risk analyses, covers risks to accounts receivable. The amount of credit losses entered through profit and loss was not significant in 2007 or 2006.

### Capital management

The objective of the Group's capital management is to support the Group's operations by ensuring normal operational conditions through optimal capital structure and to create shareholder value through maximum profitability. An optimal capital structure also ensures a lower cost of capital.

The capital structure can be adjusted, for example, through dividends and share issues. The Group may adjust the amount of dividends paid or capital returned to shareholders, or the number of new shares issued, or the decide on the sale of assets to reduce the amount of debt. The development of the Group's capital structure is monitored continuously using the gearing ratio, for which the Group has specified a strategic target level. At the end of 2007, the Group's net interest-bearing debt totalled EUR 17.2 million (EUR -0.2 million) and gearing was 27.6% (2006: -0.9%). Gearing is calculated by dividing net interest-bearing debt by the amount of shareholders' equity. Net interest-bearing debt includes interest-bearing liabilities less cash and cash equivalents.

The Group's interest-bearing loans involve covenants. During the period, the company has fulfilled the terms of the these covenants.

### The Group's gearing figures are presented below:

	2007	2006
Total interest-bearing liabilities	34 293 902,27	360 606,71
Cash and bank deposits	-17 119 611,24	-546 811,89
Net interest-bearing debt	17 174 291,03	-186 205,18
Shareholders' equity	62 247 281,77	21 662 504,06
Gearing ratio	27,6 %	-0,9 %



### 28. Fair Value of Financial Assets and Liabilities

The principles applied to the measurement of all financial instruments at fair value are described below: In addition, the table specifies the fair values and carrying amounts of each asset in detail. The same principles are applied to the values stated on the consolidated balance sheet.

	Note	Carrying amount 2007	Fair value 2007	Carrying amount 2006	Fair value 2006
Financial assets					
Financial assets at fair value					
through profit or loss	16.	229 903,55	229 903,55	42 558,48	42 558,48
Non-current receivables	18.	23 970,00	23 970,00	159 940,59	159 940,59
Trade and other receivables	20.	11 689 668,67	11 689 668,67	12 150 329,52	12 150 329,52
Certificates of deposit (cash and cash equivalents)	21.	3 260 341,54	3 260 341,54		
Financial liabilities					
Bank loans	25.	33 659 270,27	33 659 270,27	229 163,00	229 163,00
Finance lease liabilities	25.	634 632,00	634 632,00		
Trade and other payables	26.	10 217 480,63	10 217 480,63	8 084 812,58	8 084 812,58
Purchase price debt	26.			75 000,00	75 000,00

### Bank loans

The fair values of liabilities are based on discounted cash flows. The discount interest rate is the rate at which the Group would be able to obtain loans from outside parties at the balance sheet date. The total interest rate comprises a risk-free interest rate and a company-specific risk premium.

Group's bank loans have floating rates and the calculation basis for the interest are provided in the Note 25 Financial Liabilities. Interest period is six months. When calculating fair values, the change on the interest percentage is seen immaterial for the Group, hence the fair value is seen to correspond the carrying amounts on the balance sheet date.

### Finance lease liabilities

Fair value is measured by discounting future cash flows by the interest rate of corresponding leases.

#### Trade and other receivables

The carrying amount of receivables is their fair value, because discounting would not have a significant effect on them due to their maturity.

### Trade and other payables

The carrying amount of trade and other payables is their fair value, because discounting would not have a significant effect on them due to their maturity.

### Discount rates used in measuring fair value

	2007	
Bank loans		
Financial instument A	5,97 %	
Financial instrument B	5,64 %	

# 29. Adjustments to Cash Flow from Operations

	2007	2006
Business activities not involving money transactions:		
Employee benefits	185 732,83	40 047,98
Depreciation	891 423,67	814 431,84
Exchange rate differences	8 184,04	-7 453,89
Deferred taxes	-3 082 041,84	171 774,92
Share from profit/loss of associated company	102 992,47	4 112,76
Provision for credit losses	4 521,33	
Change in fair value through profit or loss		-3 966,11
Total	-1 889 187,50	1 018 947,50

### **30. Other Lease Agreements**

Group as lessee

# Minimum lease payments under non-cancellable leases:

	2007	2006
No later than 1 year	1 917 870,65	1 426 893,98
1–5 years	1 661 071,57	2 218 888,25
	3 578 942,22	3 645 782,22

average duration of leases is between three to six years and they normally include an option to continue the lease after its origi-

The Group has leased nearly all office premises in its use. The nal expiry date. The income statement for 2007 includes rental expenses from other leases in the amount of kEUR 779 (2006:

# 31. Contingent Liabilities

Commitments and contingent liabilities	2007	2006
Collateral given for own liabilities		
Rental guarantees / liabilities	2 882 285,45	3 037 336,80
Other contingent liabilities	887 249,52	1 945 970,46

# **32. Related Party Transactions**

Group companies	Domicile Domicile	Group holding	Parent company holding
Parent company Trainers' House Plc 1)	Helsinki		
Satama Finland Oy	Helsinki	100 %	100 %
Satama MST 0y	Helsinki	100 %	100 %
Ignis Oy	Helsinki	100 %	100 %
Fimentor Oy	Helsinki	100 %	100 %
the Uncles Oy	Helsinki	100 %	
Interweb Oy	Helsinki	100 %	100 %
Seiren Solutions Oy	Helsinki	100 %	100 %
Ignis People Oy	Helsinki	100 %	100 %
Ignis Air force Oy	Helsinki	100 %	100 %
Ignis Artillery Oy	Helsinki	100 %	100 %
Ignis Marines Oy	Helsinki	100 %	100 %
Satama Netherlands Holding B.V.	Amsterdam	100 %	100 %
NeoMotion GmbH	Düsseldorf	100 %	100 %
Satama Sverige AB	Stockholm	100 %	100 %
Satama UK Ltd	London	100 %	100 %

1) Former Satama Interactive Plc. When Trainers' House Oy was merged with Satama Interactive Plc on 31 December 2007, the combined company adopted the trade name Trainers' House Plc.

Key management compensation	2007	2006
Salaries and other short-term employee benefits	725 749,65	744 450,30
Salary and benefits in connection with dismissals		287 068,70
Share-based payments	31 267,56	17 712,00
Total	757 017,21	1 049 231,00
CEO Jari Sarasvuo	0,00	
Former CEO Jarmo Lönnfors	210 378,00	26 179,00
Former CEO Jan Sasse		312 772,00
Acting CEO Tuomas Airisto		60 190,00
Board members		
Airaksinen Manne	24 000,00	22 500,00
Aktan Aarne	42 000,00	18 000,00
Aula Pekka (former member)		4 500,00
Everi Timo	24 000,00	18 000,00
Länsiö Jussi (former member)	9 000,00	33 000,00
Palviainen Harri (former member)		4 500,00
Sarasvuo Jari (former member)	18 000,00	
Seikku Kai		
Terho Petteri	18 000,00	
Vikkula Matti	24 000,00	18 000,00

The Board of Trainers' House Plc appointed Jari Sarasvuo as the company's CEO effective 31 December 2007. At the same time, Sarasvuo resigned from the Board of Directors. In accordance with the decision of the Extraordinary General Meeting, Kai Seikku became a member of the company's Board of Directors on 31 December 2007. The company's previous CEO, Jarmo Lönnfors, continues as the Senior Vice President responsible for marketing and management systems.

On 31 December 2007, CEO Jari Sarasvuo and his controlled company Isildur Oy held a total of 24,156,000 shares in Trainers' House Plc, representing 32.4% of the entire share capital. The CEO has no share options.

On 31 December 2007, the total number of share options held by the company's management was 580,000 (2006: 300,000). The options held by the management have the same terms as the options held by other employees.

### 33. Events After the Balance Sheet Date

No major events have taken place in the Group since the balance sheet date.  $\,$ 

The CEO has a six-month term of notice. The company has a Rahasto-Optimi investment insurance in which the insured party is the CEO of Trainers' House Plc, Jari Sarasvuo, and the beneficiary is Trainers' House Plc. The investment matures on 1 March 2008. Also the Company holds three payment based extra pension insurances, where insured is Jari Sarasvuo. Old Trainers' House Oy has according to the payment agreement paid Yritysoptimi and Rahasto-Optimi insurances during the financial year 2007 in total of EUR 11.154,28. Other pension insurance of Yritysoptimi has no payments anymore. Pension entitlement period, including all insurances, starts 1 July 2020 and ends 30 June 2045. Insurances include life insurance.

No loans have been granted to the CEO or the Board members of Group companies.



PARENT COMPANY'S FINANCIAL STATEMENTS, FAS

	Note	1.131.12.2007	1.131.12.2006
NET SALES	1.	4 105 550,78	3 004 939,31
Other income from operations	2.	14 715,15	5 849,35
other moonie nom operations	Σ.	14 715,13	3 043,33
Costs:			
Personnel expenses	3.	-2 367 841,28	-1 745 936,35
Depreciation	6.	-469 541,07	-365 924,23
Other operating expenses	5.	-3 689 142,36	-2 435 014,71
		-6 526 524,71	-4 546 875,29
OPERATING PROFIT/LOSS		-2 406 258,78	-1 536 086,63
Financial income and expenses	7.	-55 912,98	187 438,53
PROFIT/LOSS BEFORE EXTRAORDINARY			
ITEMS, APPROPRIATIONS AND TAX		-2 462 171,76	-1 348 648,10
TIEMO, ALT ROL RIATIONO AND TAX			
Extraordinary items	8.	3 896 023,10	2 208 849,42

# PARENT COMPANY'S BALANCE SHEET, FAS

UR	Note	31.12.2007	31.12.2006
ASSETS			
Non-current assets			
Intangible assets	10.	59 335 208,38	857 986,21
Property, plant and equipment	10.	337 206,81	161 755,58
Investments	11.		
Investments in subsidiaries		10 846 802,87	10 806 802,87
Other investments		1 888,78	754 945,43
		70 521 106,84	12 581 490,09
Current assets			
Inventories	12.	14 594,74	
Non-current receivables	13.	542 436,53	821 266,18
Deferred tax assets	17.	1 350 000,00	1 350 000,00
Current receivables	13.	7 369 250,43	5 312 083,91
Marketable securities		3 098 226,54	
Cash and bank deposits		13 236 766,20	1 518,60
		25 611 274,44	7 484 868,69
TOTAL ASSETS		96 132 381,28	20 066 358,78
LIABILITIES			
Shareholders' Equity	14.		
Share capital		866 941,67	859 057,86
Share issue		255 914,94	
Share premium fund		13 506 602,20	13 379 486,01
Distributable non-restricted equity fund		33 363 736,54	
Retained earnings		4 554 106,66	3 693 905,34
Profit for the period		1 433 851,34	860 201,32
		53 981 153,35	18 792 650,53
Liabilities			
Non-current liabilities	18.	39 289 593,88	131 443,71
Current liabilities	18.	2 861 634,05	1 142 264,54
TOTAL LIABILITIES		96 132 381,28	20 066 358,78

# PARENT COMPANY'S FINANCIAL STATEMENTS, FAS

	1.131.12.2007	1.131.12.2006
CASH FLOW FROM OPERATIONS:		
Profit/loss before extraordinary items	-2 462 171,76	-1 348 648,10
Adjustments:		
Depreciations	469 541,07	365 924,23
Unrealized exchange gains and losses	247,35	303,80
Other non-cash transactions	665 755,54	-3 966,11
Financial income and expenses		-183 776,22
Other adjustments	-36 219,24	-8 962,33
Cash flow before change in working capital	-1 362 847,04	-1 179 124,73
Change in working capital		
Change in trade and other receivables	-6 575 164,77	-335 182,00
Change in inventories	-14 597,74	
Change in trade and other payables	2 073 733,15	264 933,19
Change in working capital	-4 516 029,36	-70 248,81
Net cash flow from operating activities before financial items and taxes	-5 878 876,40	-1 249 373,54
Interest paid and other financial expenses	-480 121,88	-35 068,27
Dividends received from operations	375,00	105,00
Interest received from operations	198 913,75	17 447,70
Cash flow before extraordinary items	-6 159 709,53	-1 266 889,11
Cash flow from business operations due to extraordinary items		
Cash flow from operations (A)	-6 159 709,53	-1 266 889,11
CASH FLOW FROM INVESTMENTS:		
Investments in tangible and intangible assets	-537 406,70	-472 140,84
Capital gains on tangible and intangible assets		1 939,35
Other investments	754 945,43	-1 410 605,33
Loans granted	4 800 352,30	-1760 839,81
Acquisition of subsidiaries	-25 801 690,40	,
Interest income from investments	186 258,47	199 747,31
Cash flow from investments (B)	-20 597 540,90	-3 441 899,32
CASH FLOW FROM FINANCING:		
Proceeds from share issues	390 914,94	324 018,00
Change in treasury shares		35 258,68
Increase in current loans		3 586 000,00
Repayment of current loans	-354 363,64	-3 214 871,55
Increase in non-current loans	42 074 222,00	131 443,71
Repayment of non-current loans	-2 916 071,83	
Group contributions received	3 896 023,10	2 208 849,42
Cash flow from financing (C)	43 090 724,57	3 070 698,26
NET CHANGE IN CASH AND CASH EQUIVALENTS (A+B+C)	16 333 474,14	-1 638 090,17
Cash and cash equivalents at the beginning of the period	1 518,60	1 639 608,77
Cash and cash equivalents at the end of the period	16 334 992,74	1 518,60



# PARENT COMPANY'S NOTES, FAS

### **ACCOUNTING PRINCIPLES**

### OF THE PARENT COMPANY'S FINANCIAL STATEMENTS

The Group's parent company, Trainers' House Plc (former Satama Interactive Plc), is a Finnish public limited company founded in accordance with Finnish laws whose office is in Helsinki, Finland, at Porkkalankatu 11, 00180 Helsinki.

Trainers' House Plc was formed on 31 December 2007, when Trainers' House Oy was merged with Satama Interactive Plc, a company listed on the Helsinki Stock Exchange (OMX) under the symbol SAI1V. In connection with the merger, the new company adopted the name Trainers' House Plc and the stock exchange symbol TRH1V.

The parent company's financial statements have been drafted in accordance with Finnish laws and regulations. The relevant Finnish laws are based on the provisions of directives 4 and 7 of the European Union.

# **Comparability of Figures**

The balance sheets of Trainers' House and Satama were combined on 31 December 2007.

As a result, the balance sheet figures are not comparable with the figures given for 2006.

### **VALUATION PRINCIPLES**

### **Fixed assets**

Fixed assets are recognized at cost in the balance sheet less planned depreciation. Planned depreciations are calculated by type on a straight-line basis according to their useful life. The useful lives are as follows:

### **Intangible Assets**

Merger loss 20 years Renovation of facilities 5-10 years Computer software licences 2 years

### **Tangible Assets**

Cars 4 years

Machinery and equipment
IT equipment 2 years
Office furniture 5 years

The merger loss was recognized in connection with the merger of Trainers' House 0y and Satama Interactive Plc. The merger loss has been capitalized and its depreciation period is 20 years. The depreciation period was determined based on the strategic importance of the acquisition of Trainers' House 0y. The cash flow of Trainers' House 0y will form most of the combined company's cash flow in the future. Furthermore, while assessing the acquisition of the company, one of the valuation criteria used was the so called discounted free cash flow method. In accordance with this method a significant part of the company's value is formed by calculative cash flows which will be created also after 20 years.

### **Inventories**

Inventories are stated using the FIFO method at the lower of acquisition cost or replacement cost or probable net realizable value. The value of inventories includes variable overheads and an allocable proportion of fixed acquisition and production costs.

### **Foreign Currency Transactions**

Foreign currency transactions are recorded at the exchange rate of the transaction date. Receivables and liabilities in foreign currencies have been translated into euro using the average exchange rate issued by the European Central Bank on the balance sheet date.

### **Extraordinary Items**

Extraordinary items include Group contributions received from subsidiaries during the financial year.

# 1. Net Sales by Business Segment and Market Area

	2007	2006
Net sales by business segment		
Online business services		1 650,00
Intra-group services	4 105 550,78	3 003 289,31
Total	4 105 550,78	3 004 939,31
Net sales by geographical segment		
Finland	3 899 965,78	2 810 557,31
Rest of Europe	205 585,00	194 382,00
Total	4 105 550,78	3 004 939,31

# 2. Other Income from Operations

	2007	2006
Capital gains on disposal of fixed assets	2 985,15	1 939,35
Other	11 730,00	3 910,00
Total	14 715,15	5 849,35

# 3. Personnel Expenses

	2007	2006
Wages, salaries and fees		
Board of Directors	159 000,00	118 500,00
CEOs	210 378,00	530 242,00
Other wages, salaries and fees	1 567 942,37	820 442,71
Pension costs	328 895,07	215 982,22
Other personnel expenses	101 625,84	60 769,42
Total	2 367 841,28	1 745 936,35
Average number of personnel		
Employees	35	22
Personnel at year-end		
Employees	85	26

Pension obligations concerning the management, see Note 32 Related party Transactions to the consolidated financial statements. No loans have been granted to the CEO or the Board members.

### 4. Auditor's Fees

	2007	2006
Authorized Public Accountants PricewaterhouseCoopers Oy		
Statutory audit	54 262,51	36 670,00
Tax advice	18 696,58	4 050,00
Other fees	295 283,76	4 735,88

5. Other operating expenses for 2007 in the amount of EUR 3.7 million (2006: EUR 2.4 million) includes non-recurring consultancy fees in the amount of EUR 0.8 million related to the acquisition of Trainers' House Oy.

# 6. Depreciation and Impairment

	2007	2006
Depreciation by asset type		
Intangible assets	360 545,22	280 805,48
Tangible assets	108 995,85	85 118,75
Total	469 541,07	365 924,23

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# 7. Financial Income and Expenses

	2007	2006
Dividend income from others	375,00	105,00
Dividend income nom others	3/3,00	103,00
Other interest and financial income		
From Group companies	186 258,47	122 241,20
From others	12 655,28	17 368,94
Total other interest and financial income	198 913,75	139 610,14
Impairment of long-term investments		
and reversal of impairment		
Group companies		
Reversal of impairment	1 014 972,35	77 506,11
Others		
Reversal of impairment	10 346,37	3 966,11
Sales loss	-676 101,91	
Total impairment and reversal of impairment	349 216,81	81 472,22
Interest and other financial expenses		
To Group companies	-36 868,56	-20 495,63
To others	-567 549,98	-13 253,20
Total interest and other financial expenses	-604 418,54	-33 748,83
Total financial income and expenses	-55 912,98	187 438,53
Financial income and expenses include exchange rate differences (net)	-247,35	-303,80

# 8. Extraordinary Items

	2007	2006
Extraordinary income		
Group contributions	3 896 023,10	2 208 849,42

# 9. Taxes

	2007	2006
Tax on extraordinary items	1 012 966,01	574 300,85
Tax on operating activities	-1 012 966,01	-574 300,85
Total	0,00	0,00

# 10. Intangible and Tangible Assets

	Intangible assets	Intangible assets	Tangible assets	
	Merger loss	Intangible rights	Machinery and equipment	Total
Acquisition cost 1 Jan 2007		4 113 341,98	2 366 739,32	6 480 081,30
Increases	58 345 609,70	492 679,07	284 447,08	59 122 735,85
Decreases		-521,38	-962,82	-1 484,20
Acquisition cost 31 Dec 2007	58 345 609,70	4 605 499,67	2 650 223,58	65 601 332,95
Accumulated depreciation and impairment 1 Jan 2007		-3 255 355,77	-2 204 983,74	-5 460 339,51
Depreciation for the period		-360 545,22	-108 995,85	-469 541,07
Accumulated depreciation of decreases			962,82	962,82
Accumulated depreciation 31 Dec 2007		-3 615 900,99	-2 313 016,77	-5 928 917,76
Carrying amount 31 Dec 2007	58 345 609,70	989 598,68	337 206,81	59 672 415,19
Carrying amount 31 Dec 2006	0,00	857 986,21	161 755,58	1 019 741,79

	Intangible rights	Machinery and equipment	Total
Acquisition cost 1 Jan 2006	3 818 922,99	2 192 617,86	6 011 540,85
Increases	294 418,99	174 121,46	468 540,45
Acquisition cost 31 Dec 2006	4 113 341,98	2 366 739,32	6 480 081,30
Accumulated depreciation and impairment 1 Jan 2006	-2 974 550,29	-2 121 391,38	-5 095 941,67
Depreciation for the period	-280 805,48	-85 118,75	-365 924,23
Accumulated depreciation of decreases		1 526,39	1 526,39
Accumulated depreciation 31 Dec 2006	-3 255 355,77	-2 204 983,74	-5 460 339,51
Carrying amount 31 Dec 2006	857 986,21	161 755,58	1 019 741,79
Carrying amount 31 Dec 2005	844 372,70	71 226,48	915 599,18

# 11. Investments

	Shares Group companies	Shares Other	Total
Acquisition cost 1 Jan 2007	31 510 541,46	2 146 081,90	33 656 623,36
Increases	40 000,00	1 888,78	41 888,78
Divestments		-754 945,43	-754 945,43
Acquisition cost 31 Dec 2007	31 550 541,46	1 393 025,25	32 943 566,71
Accumulated impairment 1 Jan 2007	-20 703 738,59	-1 391 136,47	-22 094 875,06
Accumulated impairment and			
reversal of impairment 31 Dec 2007	-20 703 738,59	-1 391 136,47	-22 094 875,06
Carrying amount 31 Dec 2007	10 846 802,87	1 888,78	10 848 691,65
Carrying amount 31 Dec 2006	10 806 802,87	754 945,43	11 561 748,30

	Shares	Shares	
	Group companies	Other	Total
Acquisition cost 1 Jan 2006	30 099 936,13	2 146 081,90	32 246 018,03
Increases	1 410 605,33		1 410 605,33
Acquisition cost 31 Dec 2006	31 510 541,46	2 146 081,90	33 656 623,36
Accumulated impairment 1 Jan 2006	-20 703 738,59	-1 395 102,58	-22 098 841,17
Reversal of impairment in the period		3 966,11	3 966,11
Accumulated impairment and			
reversal of impairment 31 Dec 2006	-20 703 738,59	-1 391 136,47	-22 094 875,06
Carrying amount 31 Dec 2006	10 806 802,87	754 945,43	11 561 748,30
Carrying amount 31 Dec 2005	9 396 197,54	750 979,32	10 147 176,86

Group companies: see Note 32 Related Party Transactions to the consolidated financial statements.

During the period, the company sold all its shares in First Hop 0y and 24/7 Real Media Inc. The capital gain from the sale of shares in Real Media Inc, EUR 10,346.37, and the capital loss from the sale of shares in First Hop 0y, EUR 676,101.91, are included in the financial items.

# 12. Inventories

	2007	2006
Raw materials and consumables	14 594,74	

# 13. Receivables

	2007	2006
Non-current receivables		
Receivables from Group companies		
Loan receivables	542 436,53	821 266,18
Deferred tax receivables	1 350 000,00	1 350 000,00
Current receivables		
Trade receivables	1 902 120,49	
Receivables from Group companies		
Trade receivables	862 992,62	580 355,86
Loan receivables	3 889 899,95	4 511 875,10
Other receivables	63 305,82	101 513,31
Group companies total	4 816 198,39	5 193 744,27
Other receivables	360 061,32	16 046,37
Prepaid expenses and accrued income		
Other	290 870,23	102 293,27
Total prepaid expenses and accrued income	290 870,23	102 293,27
Total current receivables	7 369 250,43	5 312 083,91



# 14. Shareholders' Equity

	2007	2006
Restricted equity		
Share capital 1 Jan 2007 / 1 Jan 2006	859 057,86	843 424,80
Shares subscribed with options	·	
Registered 8 Feb 2006		4 385,50
Registered 20 Nov 2006		6 832,63
Registered 28 Dec 2006		4 414,93
Registered 19 Feb 2007	7 883,81	
Share capital 31 Dec 2007 / 31 Dec 2006	866 941,67	859 057,86
Share issue 1 Jan 2006		13 860,00
Shares subscribed with options, registered 8 Feb 2006		-13 860,00
Option rights 1 Nov – 31 Dec 2007	255 914,94	
Share issue 31 Dec 2007 / 31 Dec 2006	255 914,94	0,00
Premium fund 1 Jan 2007 / 1 Jan 2006	13 379 486,01	13 035 842,39
Shares subscribed with options		
Registered 8 Feb 2006		127 032,50
Registered 20 Nov 2006		110 167,37
Registered 28 Dec 2006		71 185,07
Registered 19 Feb 2007	127 116,19	
Use of treasury shares 31 Oct 2006		35 258,68
Premium fund 31 Dec 2007 / 31 Dec 2006	13 506 602,20	13 379 486,01
Total restricted equity	14 629 458,81	14 238 543,87
Non-restricted equity		
Distributable non-restricted equity fund 1 Jan 2007	0,00	
Acquisition of Trainers' House Oy 31 Dec 2007	40 008 680,40	
Purchase of treasury shares in connection with the		
merger with Trainers' House Oy 31 Dec 2007	-6 644 943,86	
Distributable non-restricted equity fund 31 Dec 2007	33 363 736,54	
Retained earnings 1 Jan 2007 / 1 Jan 2006	4 554 106,66	3 693 905,34
Profit for the period 31 Dec 2007 / 31 Dec 2006	1 433 851,34	860 201,32
Retained earnings 31 Dec 2007 / 31 Dec 2006	5 987 958,00	4 554 106,66
Total non-restricted equity	39 351 694,54	4 554 106,66
Total shareholders' equity 31 Dec 2007 / 31 Dec 2006	53 981 153,35	18 792 650,53

# 15. Distributable Funds

	2007	2006
Retained earnings	4 554 106,66	3 693 905,34
Profit for the period	1 433 851,34	860 201,32
Distributable non-restricted equity fund	33 363 736,54	
Total	39 351 694,54	4 554 106,66

16. Composition of Share Capital

The parent company's share capital comprises shares of a single class. On 31 December 2007, the company's share capital was the consolidated financial statements. EUR 866,941.67, consisting of 74,577,375 shares each entitling to

# 17. Deferred Tax Assets and Liabilities

	2007	2006
Deferred tax receivables		
From losses carried forward	1 350 000,00	1 350 000,00

# 18. Liabilities

	2007	2006
Non-current liabilities		
Liabilities to Group companies		
Loan	5 289 593,88	
To others		
Bank loans	34 000 000,00	
Bank overdraft		131 443,71
Total non-current liabilities	39 289 593,88	131 443,71

The parent company took a bank loan in 2007. For a more detailed itemization, see Note 25 Interest-bearing Liabilities to the consolidated financial statements. The parent company's checking account had a limit of EUR 2.0 million in 2006. The annual interest on the limit, which is payable in advance, is 0.25%. An annual interest of 0.5% over 1-week Euribor is payable on the amount drawn from the limit.

	2007	2006
Current liabilities		
Trade payables	1 013 922,88	263 393,12
Liabilities to Group companies		
Trade payables	30 101,77	35 791,42
Other liabilities	69 973,94	424 337,58
Accrued expenses and deferred income	9 391,97	
Group companies total	109 467,68	460 129,00
Other liabilities	633 304,69	71 777,26
Accrued expenses and deferred income		
Holiday pay liabilities (including social expenses)	324 748,82	185 696,21
Other accrued expenses and deferred income	780 189,98	161 268,95
Total accrued expenses and deferred income	1 104 938,80	346 965,16
Total current liabilities	2 861 634,05	1142 264,54

# 19. Contingent Liabilities

	2007	2006
Collateral given for own liabilities		
Rental guarantees / liabilities	1 413 135,64	1 425 607,47
Other contingent liabilities	754 522,99	754 522,99
Leasing commitments		
Payable in the following financial year	563 319,64	170 503,32
Payable in subsequent years	683 213,81	43 227,50
Guarantees given on behalf of Group companies		
Other guarantees / contingent liabilities	132 726,53	175 398,76

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# SHARE CAPITAL, STOCK OPTION RIGHTS AND BOARD AUTHORIZATIONS

At the end of the period, Trainer's House Plc had issued 74,577,375 shares. This figure includes 7,217,171 own shares received in connection with the merger. The company's registered share capital was EUR 866,941.67. The stated value of the share is EUR 0.02 (not exact). The share capital comprises shares of a single class, with each share entitling to one vote. The share capital increased by a total of EUR 7,883.81 during the period as a result of subscriptions made on account of the 2003B warrants issued under the personnel's option programme. The total number of new shares subscribed for was 375,000.

The company's shares have been listed on the OMX Nordic Exchange since 2000. Until 28 December 2007, the company's shares were listed under the name Satama Interactive Plc (SAI1V) and as of 31 December 2007 under the name Trainers' House Plc (TRHIV).

The Annual General Meeting held on 26 March 2003 decided to commence an employee option programme involving 2,000,000 warrants. Due to the resulting subscriptions, the company's share capital can rise by a maximum of EUR 42,046.98 and the number of shares by a maximum of 2,000,000. One million of the warrants are titled 2003B and the other million 2003C. The subscription period for shares converted under the 2003B warrants ran from 1 February 2005 to 1 February 2007, and the subscription price was EUR 0.36 per share. The subscription period for shares converted under the 2003C warrants runs from 1 February 2006 to 1 February 2008, and the subscription price is EUR 1.11 per share. The number of new shares subscribed for with the 2003B warrants during 1 January - 30 June 2007 was 375,000. The total number of new shares subscribed for with the 2003B warrants was 1,000,000. During 2007 no shares were subscribed for with the 2003C warrants. The number of new shares subscribed for with the 2003C warrants during 2008 is 656,500.

The Annual General Meeting held on 29 March 2006 decided to commence an employee option programme involving 2,000,000 warrants. Due to the resulting subscriptions, the Satama Interactive share capital may increase by a maximum of EUR 42.046.98 and the number of shares bu a maximum of 2,000,000. Half of the warrants are titled 2006A and the other half 2006B. The subscription period for shares converted under the 2006A warrant is to begin on a date determined by the Board of Directors after publication of the interim report for the second quarter of 2008, but not later than on 1 September 2008, and to end on 28 February 2009. The subscription period for the shares converted under the 2006B warrant is to begin on a date determined by the Board of Directors after publication of the interim report for the second quarter of 2009, but not later than on 1 September 2009, and end on 28 February 2010. The subscription price for shares converted under the 2006A warrant is EUR 1.02, and for shares converted under the 2006B warrant EUR 1.17.

Satama's Annual General Meeting of 21 March 2007 authorized the Board of Directors to decide on a share issue, which may be either liable to charge or free of charge,

At the end of the period, Trainer's House Plc had issued including issuing of new shares and the transfer of own 74,577,375 shares. This figure includes 7,217,171 own shares possibly in the company's possession.

Under the authorization, the Board of Directors has a right to decide on an issue of option rights and other special rights that entitle, against payment, to receive new shares or shares possibly in the company's possession.

With these authorizations related to share issue and/or issue of special rights, whether on one or on several occasions, a maximum of 8,000,000 new shares may be issued and/or own shares possessed by the company may be transferred, which corresponds to approximately 19.4% of the company shares issued and outstanding before the merger.

The Board of Directors is otherwise authorized to decide on all terms regarding the share issue and issue of special rights, including the right to also decide on a directed share issue and a directed issue of special rights. Shareholders' pre-emptive subscription rights can be deviated from, provided that there is significant financial reason for the company to do so. The authorization is, however, not to be used for incentive schemes for the personnel.

The authorizations shall remain in force until 30 June 2008. The authorizations had not been exercised on 31 December 2007.

The Annual General Meeting also authorized the Board of Directors to decide on the repurchase of the company's own shares. The shares could be acquired for the value decided by the Board of Directors, which value is based on the fair value at the time of the acquisition as determined in public trading. Own shares may be acquired only with non-restricted equity.

Under the authorization, whether on one or on several occasions, a maximum of 4,000,000 own shares, which corresponds to approximately 9.7% of the company shares issued and outstanding before the merger, may be acquired.

The Board of Directors is otherwise authorized to decide on all conditions related to the acquisition of own shares, including the manner of acquisition of shares. The authorization does not exclude the right of the Board of Directors to decide on a directed acquisition of own shares as well, if there is significant financial reason for the company to do so

The authorization shall remain in force until 30 June 2008. The authorization had not been exercised on 31 December 2007.

In addition, the Annual General Meeting decided that certain amendments shall be made to the articles of association, based on the changes in the Finnish Companies Act and other mainly technical issues, to clarify the articles of association and to ensure that they conform with the current provisions of the Companies Act.

# SHAREHOLDERS

# Division of Shareholdings by Shareholder Group on 31 December 2007

	%	Shares
Private enterprises	17,4	12 973 598
Finance and insurance institutions	17,5	13 030 606
Public organizations	6,5	4 850 000
Private persons	57,1	42 563 034
Non-profit organizations	0,1	85 024
International shareholders	0,1	89 200
Nominee accounts held by custodian banks	1,3	985 913
Total	100,0	74 577 375

# Division of shareholdings by size of holding on 31 December 2007

		Share of all		
Shares	Number of shares	shareholders, %	Total number of shares	Share of all shares, %
1–1 000	4 756	80,5 %	1 058 886	1,4 %
1 001–10 000	954	16,1 %	3 234 202	4,4 %
10 001–100 000	155	2,6 %	4 705 168	6,3 %
over 100 001	47	0,8 %	65 579 119	87,9 %
Total	5 912	100,0 %	74 577 375	100,0 %

### Shareholders on 31 December 2007

	Shares, qty	Share of all shares and votes, %
Jari Sarasvuo	23 956 600	32,1 %
Nordea Pankki Suomi Oyj	10 216 036	13,7 %
Quartal Oy	2 094 063	2,8 %
Varma Mutual Pension Insurance Company	1 930 000	2,6 %
Ilmarinen Mutual Pension Insurance Company	1 900 000	2,5 %
Serkamo Ritva	1 446 672	1,9 %
Aho Antti	1 373 326	1,8 %
Uurasmaa Kristiina	1 172 978	1,6 %
Evli-Select Evli-Select	1 000 000	1,3 %
Fennia Mutual Pension Insurance Company	1 000 000	1,3 %
Kaleva Mutual Insurance Company	1 000 000	1,3 %
Nominee acccounts held by custodian banks	985 913	1,3 %
Own shares held by the Company	7 217 171	9,7 %

# **Shareholders' Agreements**

The company is not aware of any shareholders' agreements pertaining to the operation or ownership of the company.

### Share Ownership of the Board of Directors and the CEO

The company's CEO Jari Sarasvuo and his controlled company Isildur Oy currently hold a total of 24,156,600 shares, which represents 32.4% of the shares and votes in the company. The Finnish Financial Supervision Authority has granted an exemption to Jari Sarasvuo and Isildur Oy regarding the obligation to present a mandatory redemption offer concerning the company. The terms and conditions of the exemption require that the combined shareholding of Mr. Sarasvuo and Isildur Oy in Trainers' House Plc will decline to 30% or under within one (1) year from the date that the new shares have been registered.

The number of shares in Trainers' House Plc owned by either members of the Board or the CEO personally, or through controlled Companies on 31 December 2007 was 24,390,746, which represents 32.7% of the shares and votes in the company. At the end of the period, members of the Board or the CEO did not have any option rights.

Furthermore, members of the Board of Directors and the CEO, either personally or through controlled companies, were parties to forward contracts, which once matured, will result in the ownership of 1,600,00 shares in Trainers' House Plc.



### KEY FIGURES REPRESENTING FINANCIAL PERFORMANCE

Key figures representing financial performance and key figures per share have been calculated in accordance with decision no. 538/2002 of the Finnish Ministry of Finance and the general guidelines issued by the Finnish Accounting Board. Key figures for the year 2003 are based on financial statements produced in accordance with the Finnish Accounting Standards (FAS) and key figures for the years 2004–2007 are based on financial statements drafted in accordance with the International Financial Reporting Standards (IFRS).

### **NOTES ON THE FIGURES**

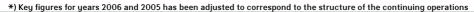
The company has changed the accounting principles for media services from gross to net basis as of 1 January 2007. Under these principles, only the mark-up portion of media services is included in net sales. The financial information for previous years has been adjusted to comply with the new accounting principles.

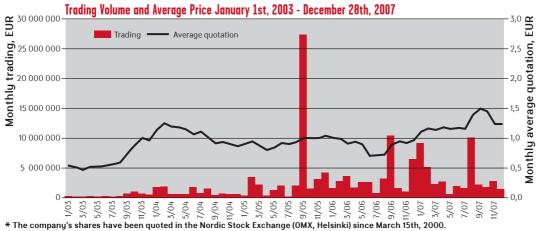
	IFRS 2007	IFRS 2006 *)	IFRS 2005 *)	IFRS 2004	FAS 2003
Net sales, EUR	29 988 578,69	28 394 932,55	22 270 177,64	23 602 058,74	21 356 089,7
Operating profit/loss, EUR	2 119 332,38	187 269,09	838 632,41	640 310,97	-1 282 179,5
% of net sales	7,1 %	0,7 %	3,8 %	2,7 %	-6,0 %
Profit/loss before extraordinary items, EUR					-857 624,4
% of net sales					-4,0 9
Profit/loss before tax, EUR	1757 608,28	197 927,41	1 095 450,99	863 242,94	-857 624,4
% of net sales	5,9 %	0,7 %	4,9 %	3,7 %	-4,0 9
Profit/loss for the period, EUR	4 839 462,12	51 088,06	2 254 842,80	528 841,11	491 566,5
% of net sales	16,1 %	0,2 %	10,1 %	2,2 %	2,3 9
Return on equity, %	11,5 %	0,2 %	11,7 %	2,5 %	2,4
Return on investment, %	3,5 %	1,0 %	5,8 %	4,5 %	-4,1 '
Debt-equity ratio, %	55,1 %	1,7 %	0,0 %	0,0 %	
Gearing, %	27,6 %	-0,9 %	-15,5 %	-48,1 %	
Equity-to-assets ratio, %	56,0 %	71,9 %	75,6 %	79,2 %	81,7 9
Gross investments, EUR	64 369 913,00	1 842 863,10	7 065 554,33	1 487 149,75	373 649,9
% of net sales	214,6 %	6,5 %	31,7 %	6,3 %	1,7 9
Personnel at the end of the year	400	324	334	292	26
Personnel on average	329	329	272	281	25

<sup>\*)</sup> Key figures for years 2006 and 2005 has been adjusted to correspond to the structure of the continuing operations

# **KEY FIGURES PER SHARE**

	IFRS 2007	IFRS 2006 *)	IFRS 2005 *)	IFRS 2004	FAS 2003
Earnings per share, EUR	0,12	0,00	0,06	0,01	0,01
Diluted earnings per share, EUR	0,12	0,00	0,06	0,01	
Charachaldanalanada ana FUD	0.00	0.57	0.57	0.45	0.55
Shareholders' equity per share, EUR Diluted shareholders' equity per share, EUR	0,92 0,92	0,53 0,53	0,53 0,52	0,45 0,44	0,55 0,55
Diluted snareholders equity per snare, EUR	0,92	0,53	0,52	0,44	0,55
Dividend	-	-	-	-	-
Dividend per share, EUR	-	-	-	-	-
Dividend per profit/loss, %	-	-	-	-	-
Effective dividend yield, %	-	-	-	-	-
Price per earnings ratio (P/E), EUR	10,22	790,51	17,93	64,20	76,85
Development of share price during the year					
Average trading price, EUR	1,23	0,89	0,95	1,08	0,74
Lowest trading price, EUR	1,00	0,62	0,74	0,81	0,42
Highest trading price, EUR	1,60	1,05	1,06	1,35	1,08
Trading price on closing of accounts, EUR	1,20	1,00	1,04	0,88	0,98
Market capitalization, EUR	80 832 244,80	40 861 808,00	41 722 936,32	33 952 618,48	37 810 870,58
Development in trading volume					
Trading volume, EUR	40 310 266,84	36 984 561,92	46 623 889,02	10 190 291,11	3 354 907,81
Trading volume, qty	32 968 083	41 880 419	47 654 671	9 463 347	4 557 426
Trading volume, %	80,0	103,7	122,6	24,5	11,8
Adjusted average number of shares during					
the year	41 204 959	40 385 862	38 876 104	38 582 521	38 547 787
Adjusted average number of shares during					
the year including dilution	41 413 178	40 609 177	39 620 567	40 078 087	38 547 787
Adjusted number of shares on					
December 31st	67 360 204	40 861 808	40 118 208	38 582 521	38 582 521
Adjusted number of shares on					
December 31st including dilution	67 677 277	41 085 123	40 862 671	40 078 087	38 582 521







# **CALCULATION OF KEY FIGURES**

Return on equity, % (ROE)	=	Profit/loss after finance items - tax	x 100
		Shareholders' equity (average during the year)	
Return on investment, % (ROI)	=	Profit/loss after finance items + interests and other finance expenses	
		Balance sheet total - non-interest-bearing liabilities (average during the year)	_
Debt-equity ratio, %	=	Interest bearing liabilities Shareholders' equity	_ x 100
		Snareholders equity	
Gearing, %	=	Net interest bearing liabilities	_ x 100
		Shareholders' equity	
Equity-to-assets ratio, %	=	Shareholders' equity	_ x 100
		Balance sheet total - advances received	
FAS earnings per share (EPS)	=	Profit/loss before extraordinary items - tax	
		Adjusted average number of shares during the year	_
IFRS earnings per share (EPS)	=	Profit/loss for the period - dividend attributable to preferred sto	ock
		Adjusted average number of shares during the year	
Dividend per share	=	Dividend for the period	
		Adjusted number of shares on closing of accounts	
Dividend per earnings, %	=	Dividend for the period	_ x 100
		Earnings per share (EPS)	
Effective dividend yield, %	=	Dividend per share	_ x 100
		Closing quotation of the financial year	
Shareholders' equity per share	=	Shareholders' equity	_
		Adjusted number of shares on closing of accounts	
Price per earnings ratio (P/E)	=	Adjusted closing quotation of the financial year	
		Earnings per share	
Market capitalization of the capital stock	=	Number of shares on closing of accounts x last trading price at o	closing

# HELSINKI, FEBRUARY 26TH, 2008

### Aarne Aktan

Chairman of the Board of Directors

### Manne Airaksinen

Member of the Board of Directors

### Timo Everi

Member of the Board of Directors

### Kai Seikku

Member of the Board of Directors

### Petteri Terho

Member of the Board of Directors

# Matti Vikkula

Member of the Board of Directors

# Jari Sarasvuo

CE0

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# **AUDITORS' REPORT**

### To the shareholders of Trainers' House Oyi

We have audited the accounting records, the financial statements, the report of the Board of Directors and the administration of Trainers' House Oyj for the period 1.1. - 31.12.2007. The Board of Directors and the CEO have prepared the consolidated financial statements, prepared in accordance with International Financial Reporting Standards as adopted by the EU, as well as the report of the Board of Directors and the parent company's financial statements, prepared in accordance with prevailing regulations in Finland, containing the parent company's balance sheet, income statement, cash flow statement and notes to the financial statements. Based on our audit, we express an opinion on the consolidated financial statements, as well as on the report of the Board of Directors and the parent company's financial statements and administration.

We conducted our audit in accordance with Finnish Standards on Auditing. Those standards require that we perform the audit to obtain reasonable assurance about whether the report of the Board of Directors and the financial statements are free of material misstatement. An audit includes examining on a test basis evidence supporting the amounts and disclosures in the report of the Board of Directors and in the financial statements, assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. The purpose of our audit of the administration is to examine whether the members of the Board of Directors and the CEO's of the parent company have complied with the rules of the Companies' Act.

### **Consolidated financial statements**

In our opinion the consolidated financial statements, prepared in accordance with International Financial Reporting Standards as adopted by the EU, give a true and fair view, as defined in those standards and in the Finnish Accounting Act, of the consolidated results of operations as well as of the financial position.

# Parent company's financial statements,

# report of the Board of Directors and administration

In our opinion the parent company's financial statements have been prepared in accordance with the Finnish Accounting Act and other applicable Finnish rules and regulations. The parent company's financial statements give a true and fair view of the parent company's result of operations and of the financial position.

In our opinion the report of the Board of Directors has been prepared in accordance with the Finnish Accounting Act and other applicable Finnish rules and regulations. The report of the Board of Directors is consistent with the consolidated financial statements and the parent company's financial statements and gives a true and fair view, as defined in the Finnish Accounting Act, of the result of operations and of the financial position.

The consolidated financial statements and the parent company's financial statements can be adopted and the members of the Board of Directors and the CEO's of the parent company can be discharged from liability for the period audited by us. The proposal by the Board of Directors regarding the disposal of distributable funds is in compliance with the Companies' Act.

Helsinki, 3 March 2008

PricewaterhouseCoopers Oy Authorised Public Accountants

Markku Marjomaa Authorised Public Accountant

# trainers' **HOUSE**