

# **Atorka Group hf**

**Consolidated Financial Statements 2005**



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## The Board of Director's and the CEO Report

Atorka Group hf (Atorka) is a progressive international investment company. Atorka's main investment strategy is to invest in companies, with strong cash flow generation, experienced management and growth potential, organic or external. Atorka looks, in general, to hold its investments for three to five years depending on an overall estimate for each given investment.

These Consolidated Financial Statements comprise the financial statement of the parent company Atorka Group hf and all its subsidiaries. They have been prepared in accordance with International Financial Accounting Standards and are covered by IFRS 1, First-time Adoption of IFRS. The total changes in Group's shareholders equity, as a result of adoption of IFRS, is a ISK 169 million decrease.

In note 11 to the 2005 financial statement of Atorka Group hf (published 20 February 2006), it is stated that if the Company's holdings in specific investment projects is not reduced, the assets, liabilities, revenues and expenses of these companies will be included in the financial statements as of the date of purchase, in line with IFRS no. 27 (Consolidated and separate financial statements). It has been established that this reduction did not take place; therefore, in accordance with this and a agreement with the Register of Annual Accounts, Atorka Group's Board of Directors has decided to re-do the Company's financial statements for 2005 and to prepare Consolidated Financial Statements for the Group. The effects is that net profit is 2,3 million lower and total equity is ISK 195,5 million higher than in previously reported 2005 financial statement.

It is the Board's opinion that all information necessary to perceive the Group's status as at 31 December 2005, its operational results for the period 1 January to 31 December 2005 and the Group's financial development is presented in the Consolidated Financial Statements. The Group's net profit after taxes amounted to ISK 1.489 million and the Group's equity amounted to ISK 9.940. For further information the Board of Directors and Chief Executive Officer refer to the 2005 Financial Statement Board of Director's and the CEO Report (published 20 February 2006).

The Board of Directors and Chief Executive Officer of Atorka Group hf hereby ratify the Consolidated Financial Statements of Atorka Group hf for the year 2005 with their signatures.

Kópavogur, 30 March 2007.

### Board of Directors of Atorka Group hf

Þorsteinn Vilhelmsson

Karl Axelsson

Hrafn Magnússon

Örn Andrússon

Ólafur Njáll Sigurðsson

### Chief Executive Officer of Atorka Group hf

Magnús Jónsson

## Independent Auditor's Report

### To the Shareholders and Board of Directors of Atorka Group hf

We have audited the accompanying consolidated financial statements of Atorka Group hf (the Group) and its subsidiaries which comprise the consolidated income statement for the year 2005 and the consolidated balance sheet as of 31 December 2005, statement of changes in equity and consolidated cash flow statement for the year then ended and a summary of significant accounting policies and other explanatory notes.

#### Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the EU. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

#### Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

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

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

#### Opinion

In our opinion, the accompanying consolidated financial statements give a true and fair view of the financial position of the Group as of 31 December 2005, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the EU.

Reykjavík, 30 March 2007.

### PricewaterhouseCoopers hf

Kristinn Freyr Kristinsson

Sighvatur Halldórsson

## Consolidated Income Statement

|   | Notes | 2005               | 2004             |
|---|-------|--------------------|------------------|
| <b>Financial Income</b>   |       |                    |                  |
| Dividend income.....  |       | 219.279            | 746.141          |
| Fair value changes on investments and other financial assets..... |       | 1.722.177          | 3.021.897        |
| Interest income and other related financial income.....           | 5     | 782.106            | 69.938           |
| Interest expenses.....  | 5     | <u>(1.344.761)</u> | <u>(250.609)</u> |
| <b>Net financial income</b>                                       |       | <u>1.378.800</u>   | <u>3.587.367</u> |
| <br>  |       |                    |                  |
| <b>Operating income</b>   |       |                    |                  |
| Sales.....  |       | 16.288.242         | 0                |
| Other operating income .....                                      |       | <u>740.863</u>     | <u>0</u>         |
| <b>Total operating income</b>                                     |       | <u>17.029.105</u>  | <u>0</u>         |
| <br>  |       |                    |                  |
| <b>Operating expenses</b>   |       |                    |                  |
| Cost of sales, production - and processing cost.....              |       | 13.167.034         | 0                |
| Administrative and other operating expenses.....                  |       | <u>4.299.994</u>   | <u>211.013</u>   |
| <b>Total operating expenses</b>                                   |       | <u>17.467.028</u>  | <u>211.013</u>   |
| <br>  |       |                    |                  |
| Net (loss) of disposal group held for sale.....                   |       | (19.327)           | 0                |
| Reversal of badwill and impairment of goodwill.....               | 6     | 301.721            | (140.000)        |
| <br>  |       |                    |                  |
| <b>Profit before income tax</b>                                   |       | <u>1.223.271</u>   | <u>3.236.354</u> |
| <br>  |       |                    |                  |
| Income tax.....   | 8     | 265.793            | (343.874)        |
| <br>  |       |                    |                  |
| <b>Net profit</b>   |       | <u>1.489.065</u>   | <u>2.892.480</u> |
| <br>  |       |                    |                  |
| <b>Attributable to:</b>   |       |                    |                  |
| Equity holders of the company.....                                |       | 1.484.660          | 2.892.480        |
| Minority Interest.....  |       | <u>4.405</u>       | <u>0</u>         |
|   |       | <u>1.489.065</u>   | <u>2.892.480</u> |
| <br>  |       |                    |                  |
| <b>Earnings per share</b>   |       |                    |                  |
| Basic and diluted.....  | 9     | 0,54               | 1,16             |
| <br>  |       |                    |                  |
| <b>Segment information</b>  | 4     |                    |                  |

The notes on pages 8 - 28 are an integral part of the consolidated financial statements.

## Consolidated Balance Sheet

| Assets  | Notes | 31.12 2005               | 1.1 2005                 |
|---|-------|--------------------------|--------------------------|
| <b>Non-current assets</b>   |       |                          |                          |
| Property, plant and equipment .....   | 11    | 3.549.147                | 1.125.208                |
| Goodwill and other intangible assets .....                                    | 12    | 5.867.809                | 2.891.716                |
| Loans and receivables .....   | 14    | 219.543                  | 1.391.760                |
| Available for sale financial assets .....                                     | 24    | 2.511                    | 0                        |
| Deferred income tax assets .....  | 19    | 248.238                  | 88.945                   |
|   |       | <u>9.887.248</u>         | <u>5.497.629</u>         |
| <b>Current assets</b>   |       |                          |                          |
| Inventories and construction in progress .....                                | 13    | 2.642.020                | 671.370                  |
| Trade and other receivables .....   | 14    | 3.953.497                | 2.010.361                |
| Financial assets at fair value through profit and loss .....                  | 23    | 12.268.318               | 9.119.408                |
| Derivative financial instruments .....  | 16    | 15.939                   | 240.866                  |
| Cash and cash equivalents .....   | 15    | 2.809.732                | 4.406.133                |
|   |       | <u>21.689.506</u>        | <u>16.448.137</u>        |
| Assets in disposal group classified as held for sale .....                    |       | 1.961.013                | 0                        |
| <b>Total assets</b>   |       | <u><u>33.537.766</u></u> | <u><u>21.945.766</u></u> |
| <b>Equity</b>   |       |                          |                          |
| <b>Capital and reserves attributable to equity holders of Atorka Group hf</b> |       |                          |                          |
| Share capital .....   | 21    | 2.741.737                | 2.732.398                |
| Share premium .....   |       | 3.114.687                | 3.070.171                |
| Fair value and other reserves .....   | 22    | 505.626                  | 208.638                  |
| Retained earnings .....   |       | 3.569.502                | 2.957.914                |
|   |       | <u>9.931.552</u>         | <u>8.969.121</u>         |
| <b>Minority interest</b>  |       | <u>8.240</u>             | <u>3.177</u>             |
| <b>Total equity</b>   |       | <u>9.939.792</u>         | <u>8.972.298</u>         |
| <b>Liabilities</b>  |       |                          |                          |
| <b>Non-current liabilities</b>  |       |                          |                          |
| Borrowings .....  | 18    | 14.191.555               | 10.031.597               |
| Deferred income tax liabilities .....   | 19    | 1.024.585                | 1.070.379                |
| Retirement benefit obligations .....  | 29    | 56.136                   | 27.526                   |
|   |       | <u>15.272.276</u>        | <u>11.129.503</u>        |
| <b>Current liabilities</b>  |       |                          |                          |
| Trade and other payables .....  | 17    | 5.145.432                | 1.410.605                |
| Current tax liabilities .....   |       | 98.770                   | 63.627                   |
| Borrowings .....  | 18    | 1.438.254                | 339.882                  |
| Derivative financial instruments .....  | 16    | 4.378                    | 29.850                   |
|   |       | <u>6.686.834</u>         | <u>1.843.965</u>         |
| Liabilities in disposal group classified as held for sale .....               |       | 1.638.864                | 0                        |
| <b>Total liabilities</b>  |       | <u>23.597.974</u>        | <u>12.973.468</u>        |
| <b>Total equity and liabilities</b>   |       | <u><u>33.537.766</u></u> | <u><u>21.945.766</u></u> |

The notes on pages 8 - 28 are an integral part of the consolidated financial statements.

## Consolidated Statement of Changes in Shareholders' Equity

|  | Share<br>capital | Share<br>premium | Fair value<br>and other<br>reserves | Retained<br>earnings | Minority<br>interest | Total            |
|--|------------------|------------------|-------------------------------------|----------------------|----------------------|------------------|
| <b>Balance at 31 December 2004</b>                       | 2.732.398        | 3.070.171        | 208.638                             | 3.127.032            | 3.177                | 9.141.416        |
| Adoption of IFRS (note 30) .....                         |                  |                  |                                     | (169.118)            |                      | (169.118)        |
| <b>Balance at 1 January 2005</b>                         | 2.732.398        | 3.070.171        | 208.638                             | 2.957.914            | 3.177                | 8.972.298        |
| <b>Balance at 1 January 2005</b>                         | 2.732.398        | 3.070.171        | 208.638                             | 2.957.914            | 3.177                | 8.972.298        |
| Currency translation differences .....                   |                  |                  | 189.652                             |                      | 658                  | 190.309          |
| Net profit .....   |                  |                  |                                     | 1.484.660            | 4.405                | 1.489.065        |
| <b>Total recognised income and<br/>expenses for 2005</b> | 0                | 0                | 189.652                             | 1.484.660            | 5.063                | 1.679.374        |
| Purchases of treasury shares .....                       | (572.879)        | (2.810.225)      |                                     |                      |                      | (3.383.104)      |
| Sales of treasury shares .....                           | 582.218          | 2.854.741        |                                     | 52.883               |                      | 3.489.842        |
| Contribution to legal reserve .....                      |                  |                  | 107.337                             | (107.337)            |                      |                  |
| Dividend .....   |                  |                  |                                     | (818.617)            |                      | (818.617)        |
| <b>Balance at 31 December 2005</b>                       | <u>2.741.737</u> | <u>3.114.687</u> | <u>505.626</u>                      | <u>3.569.502</u>     | <u>8.240</u>         | <u>9.939.792</u> |

The notes on pages 8 - 28 are an integral part of the consolidated financial statements.

## Consolidated Cash Flow Statement

2005

### Cash flows from operating activities

|  |                |
|--|----------------|
| Net profit .....                               | 2.007.285      |
| Adjustments for items not affecting cash ..... | (2.636.411)    |
| Changes in working capital .....               | 978.883        |
|  | <u>349.757</u> |

### Cash flows to investing activities

|   |                    |
|---|--------------------|
| Purchase of shares in companies / acquisition of subsidiaries ..... | (18.483.892)       |
| Proceeds from sale of shares in companies .....                     | 9.761.204          |
| Proceeds from sale of other securities .....                        | (25.485)           |
| Purchase of property, plant and equipment .....                     | (541.900)          |
| Purchase of intangibles .....                                       | (62.082)           |
| Loans made .....  | 1.388.551          |
| Other changes .....   | 80.500             |
| Proceeds from sale of PPE .....                                     | 153.894            |
|   | <u>(7.729.210)</u> |

### Cash flows from financing activities

|   |                  |
|---|------------------|
| Proceeds from (purchase of) treasury shares ..... | 1.203.496        |
| Proceeds from borrowings .....                    | 8.008.363        |
| Repayments of borrowings .....                    | (2.606.080)      |
| Dividends paid to group shareholders .....        | (818.618)        |
|   | <u>5.787.161</u> |

### Net decrease in cash and cash equivalents

(1.592.293)

|   |           |
|---|-----------|
| Exchange gains/(losses) on cash and bank overdrafts ..... | (4.109)   |
| Cash and cash equivalents at beginning of year .....      | 4.406.133 |

### Cash and cash equivalents at end of the year

2.809.732

### Operating, investing and financing activities not affecting cash flows:

|                          |           |
|--------------------------|-----------|
| Purchase of shares ..... | 1.175.697 |
|--------------------------|-----------|

The notes on pages 8 - 28 are an integral part of the consolidated financial statements.



## Notes to the Consolidated Financial Statements

### 1. General information

Atorka Group hf (the Company) is a strategic investment company, listed on the Icelandic Stock Exchange. The Company invests in equity share capital both in Iceland and abroad. The Company's main investment approach is to build controlling stakes in the companies it invests its capital. The Company also invests in stock on a no-controlling basis but on a much smaller scale.

These Consolidated Financial Statements comprise the financial statements of the Atorka Group hf and its subsidiaries ("the Group") as listed in note 27.

The Company is a limited liability company incorporated and domiciled in Iceland. The address of its registered office is Hlíðarsmári 1, Kópavogur.

These Consolidated Financial Statements have been approved for issue by the board of directors on 30 March 2007.

### 2. Summary of significant accounting policies

#### 2.1 Basis of preparation

The financial statements of Atorka Group hf have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the EU. They are covered by IFRS 1, International Financial Reporting Standards, First-time Adoption of IFRS, because they are the Company's first IFRS financial statements.

The accounting policies, as adopted by the EU, depart from full IFRS in a few standards, interpretations and amendments in some areas related to the Company's operations:

IFRS 7, Financial Instruments: Disclosures, and a complementary Amendment to IAS 1, Presentation of Financial Statements - Capital Disclosures (effective from 1 January 2007). IFRS 7 introduces new disclosures to improve the information about financial instruments. It requires the disclosure of qualitative and quantitative information about exposure to risks arising from financial instruments. The Company assessed the impact of IFRS 7 and the amendment to IAS 1 and concluded that the main additional disclosures will be the sensitivity analysis to market risk and the capital disclosures required by the amendment of IAS 1.

The Company will apply IFRS 7 and the amendment to IAS 1 from annual periods beginning 1 January 2007.

The financial statements of the Company have been prepared in accordance with Icelandic Generally Accepted Accounting Principles (GAAP) until 31 December 2004. GAAP differs in some areas from IFRS. In preparing the financial statements, management has amended certain accounting and valuation methods applied in the GAAP financial statements to comply with IFRS. The comparative figures for 2004 were restated to reflect these adjustments where they were appropriate.

Reconciliation and descriptions of the impact of the transition from GAAP to IFRS on the Company's equity, balance sheet and net income are provided in note 30.

The financial statements of the Company have been prepared under the historical cost convention, as modified by the revaluation of financial assets (including derivative instruments) at fair value through profit or loss.

The preparation of Consolidated Financial Statements in accordance with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the Consolidated Financial Statements, are disclosed in Note 3.

## Notes to the Consolidated Financial Statements

### 2.2 Group accounting

#### Subsidiaries

Subsidiaries, which are those entities in which the Group has an interest of more than one half of the voting rights or otherwise has power to govern the financial and operating policies are consolidated. The existence and effect of potential voting rights that are presently exercisable or presently convertible are considered when assessing whether the Group controls another entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date on which control ceases.

The purchase method of accounting is used to account for the acquisition of subsidiaries by the Group. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The excess of the cost of acquisition over the fair value of the Group's share of the identifiable net assets acquired is recorded as goodwill.

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

### 2.3 Segment reporting

A business segment is a group of assets and operations engaged in providing products or services that are subject to risks and returns that are different from those of other business segments. A geographical segment is engaged in providing products or services within a particular economic environment that are subject to risks and returns that are different from those of segments operating in other economic environments. Business segments are defined in note 4.

### 2.4 Foreign currency translation

#### Functional and presentation currency

Items included in the financial statements of each entity in the Group are measured using the currency that best reflects the economic substance of the underlying events and circumstances relevant to that entity ("the functional currency"). The consolidated financial statements are presented in Icelandic Króna (ISK), which is the Group's functional and presentation currency.

#### Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at the year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement.

## Notes to the Consolidated Financial Statements

### Group companies

The results and financial position of all the group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- (ii) income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- (iii) all resulting exchange differences are recognised as a separate component of equity (cumulative translation adjustment).

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

### 2.5 Non-current assets and disposal groups classified as held for sale

Disposal group represent a subsidiary which is held for sale. Liabilities connected with the disposal group are recognised as a special liability on the balance sheet. The presentation and measurement of these assets and liabilities are based on IFRS 5, Non-Current Assets Held for Sale and Discontinued Operation. Items included under non-current assets held for sale are recognised at the lower of carrying amount or fair value less cost to sell, taken into account the measurement requirement exception in IFRS 5.

### 2.6 Property, plant and equipment

Land and buildings comprise mainly factories and offices. All property, plant and equipment (PPE) is shown at cost less subsequent depreciation and impairment, except for land, which is shown at cost less impairment. Cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

Depreciation on assets is calculated using the straight-line method to allocate the cost of each asset to its residual value over its estimated useful life, as follows:

|                            |             |
|----------------------------|-------------|
| Land and buildings .....   | 20-50 years |
| Production equipment ..... | 5-15 years  |
| Other equipment .....      | 3-8 years   |

Major renovations are depreciated over the remaining useful life of the related asset or to the date of the next major renovation, whichever is sooner.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (see note 2.8).

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the income statement. Borrowing costs are expensed as incurred.

## Notes to the Consolidated Financial Statements

### 2.7 Intangible assets

#### Goodwill

Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of the net identifiable assets of the acquired subsidiary/associate at the date of acquisition. Goodwill is tested annually for impairment and carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. Each of those cash-generating units represents the Group's investment in each country of operation by each primary reporting segment (note 2.3).

#### Research and development

Research expenditure is recognised as an expense as incurred. Costs incurred on development projects (relating to the design and testing of new or improved products) are recognised as intangible assets when it is probable that the project will be a success, considering its commercial and technological feasibility, and costs can be measured reliably. Other development expenditures are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period. Development costs that have a finite useful life and that have been capitalised are amortised from the commencement of the commercial production of the product on a straight-line basis over the period of its expected benefit, not exceeding five years.

#### Computer software

Acquired computer software licenses are capitalised on the basis of the costs incurred to acquire and bring to use the specific software. These costs are amortised over their estimated useful lives (three to five years).

Costs associated with developing or maintaining computer software programmes are recognised as an expense as incurred. Costs that are directly associated with the production of identifiable and unique software products controlled by the Group, and that will probably generate economic benefits exceeding costs beyond one year, are recognised as intangible assets. Direct costs include the software development employee costs and an appropriate portion of relevant overheads.

#### Other intangible assets

Expenditure to acquire patents, trademarks and licenses is capitalised and amortised using the straight-line method over their useful lives, but not exceeding 3 years. Intangible assets are not revalued.

### 2.8 Impairment of assets

Assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units).

## Notes to the Consolidated Financial Statements

### 2.9 Investments

The Group classifies its investments in the following categories: loans and receivables and financial assets at fair value through profit or loss. The classification depends on the purpose for which the investments were acquired. Management determines the classification of its investments at initial recognition and re-evaluates this designation at every reporting date.

#### Financial assets at fair value through profit or loss

This category has two sub-categories: financial assets held for trading and those designated at fair value through profit or loss at inception. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term or if so designated by management. Derivatives are also categorized as held for trading. Assets in this category are classified as current assets if they are either held for trading or are expected to be realized within 12 months of the balance sheet date.

#### Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and with no intention of trading. They are included in current assets, except for maturities greater than 12 months after the balance sheet date. These are classified as non-current assets. Loans and receivables are included in receivables and prepayments in the balance sheet (see note 14).

Purchases and sales of investments are recognized on trade-date – the date on which the Group commits to purchase or sell the asset. Investments are initially recognized at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Investments are derecognized when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Realized and unrealized gains and losses, arising from changes in the fair value of the financial assets at fair value through profit or loss category, are included in the income statement in the period in which they arise.

The fair values of quoted investments are based on current bid prices. If the market for a financial asset is not active (and for unlisted securities), the Group establishes fair value by using valuation techniques. These include the use of recent arm's length transactions, reference to other instruments that are substantially the same and discounted cash flow analysis refined to reflect the issuer's specific circumstances.

The Group assesses at each balance sheet date whether there is objective evidence that a financial asset or a group of financial assets is impaired.

### 2.10 Derivative financial instruments and hedging activities

Derivatives are initially recognized at fair value on the date a derivative contract is entered into and are subsequently remeasured at their fair value. Derivatives with a positive market value are capitalized but derivatives with negative market value are recorded as liability.

The Company has committed in derivatives to diminish its currency risk. All shifts in derivatives fair value are immediately declared to the income statement. The Company does not designate any derivative as an hedging instruments and therefore does not use hedge accounting based on the IFRS requirements.

## Notes to the Consolidated Financial Statements

### 2.11 Inventories

Inventories are stated at the lower of cost or net realisable value. Cost is determined using the first-in, first-out (FIFO) method. The cost of finished goods and work in process comprises raw materials, direct labour, other direct costs and related production overheads (based on normal operating capacity) but excludes borrowing costs. Net realisable value is the estimated selling price in the ordinary course of business, less the costs of completion and selling expenses. Costs of inventories include the transfer from equity of gains/losses on qualifying cash flow hedges relating to inventory purchases. Provision is raised against slow moving items.

### 2.12 Construction contracts in progress

Contractual construction in progress are stated at its foreseeable sales price related to its percentage of completeness. If a loss on work in progress is foreseeable it is immediately charged to income.

### 2.13 Trade and other receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for impairment of trade receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of receivables. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the effective interest rate. The amount of the provision is recognised in the income statement.

### 2.14 Cash and cash equivalents

Cash and cash equivalents includes cash in hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less. Bank overdrafts are shown within borrowings in current liabilities on the balance sheet.

### 2.15 Share capital

Ordinary shares are classified as equity.

Where the Company or its subsidiaries purchases the Company's equity share capital, the consideration paid including any attributable incremental external costs net of income taxes is deducted from total shareholders' equity as treasury shares until they are cancelled. Where such shares are subsequently sold or reissued, any consideration received is included in shareholders' equity.

### 2.16 Borrowings

Borrowings are recognized initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the income statement over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

## Notes to the Consolidated Financial Statements

### 2.17 Deferred income tax

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, if the deferred income tax arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss, it is not accounted for. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries, except where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

### 2.18 Employee benefits

Profit sharing and bonus plans

Under some circumstances, a liability for key employee benefits in the form of profit sharing and bonus plans is recognised in other provisions when there is no realistic alternative but to settle the liability and at least the following condition is met:

- there is a formal plan and the amounts to be paid are determined before the time of issuing the financial statements.

Liabilities for profit sharing and bonus plans are expected to be settled within 12 months and are measured at the amounts expected to be paid when they are settled.

### 2.19 Revenue recognition

Revenue comprises the invoiced value for the sale of goods and services net of value-added tax, commissions and discounts, and after eliminating sales within the Group. Revenue from the sale of goods is recognised when significant risks and rewards of ownership of the goods are transferred to the buyer. Revenue from sales of goods is based on the stage of completion determined by reference to work performed to date as a percentage of total work to be performed.

Interest income is recognised on a time proportion basis, taking account of the principal outstanding and the effective rate over the period to maturity. When a receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loans is recognised either as cash is collected or on a cost-recovery basis as conditions warrant.

Dividends are recognised when the right to receive payment is established.

## Notes to the Consolidated Financial Statements

### 2.20 Leases

Leases of property, plant and equipment where the Group has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised 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. Each lease payment is allocated between the liability and finance charges so as to achieve a constant rate on the finance balance outstanding. The corresponding rental obligations, net of finance charges, are included in other long-term payables. The interest element of the finance cost is charged to the income statement over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The property, plant and equipment acquired under finance leases are depreciated over the shorter of the useful life of the asset or the lease term.

Leases where a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the income statement on a straight-line basis over the period of the lease.

### 2.21 Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's financial statements in the period in which the dividends are approved by the Company's shareholders.

### 2.22 Share based compensation

The Company has entered into share-based contracts with its employees which enable employees, to buy shares in the Company at market price. Under these contracts the employee has the right to receive, and the Company the obligation to pay a cash payment representing the shortfall between the market share price and the strike price according to the contract. These contracts are cash settled share based contract under IFRS 2. On each reporting date an obligation will be treated as a liability, if the fair value of the strike price under the contract exceeds the market price, and treated as an employee cost in the income statement.

## 3. Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results.

#### (a) Estimated impairment of goodwill

The Group tests annually whether goodwill has suffered any impairment, in accordance with the accounting policy stated in Note 2.7. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations require the use of estimates.

#### (b) Income taxes

The Group is subject to income taxes in numerous jurisdictions. Significant judgement is required in determining the worldwide provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

#### (c) Fair value of investments:

The Group reviews the fair value of all investments on every reporting date. The fair value of financial instruments that are not quoted in active markets are determined by using valuation techniques. Where valuation techniques (for example, models) are used to determine fair values, they are validated and periodically reviewed by qualified personnel independent of the area that created them. All models are certified before they are used, and models are calibrated to ensure that outputs reflect actual data and comparative market prices. To the extent practical, models use only observable data, however areas such as market risk, volatilities and correlations require management to make estimates. Changes in assumptions about these factors could affect reported fair value of financial instruments.



## Notes to the Consolidated Financial Statements

### 4. Segment information

#### Business segments

At 31 December 2005, the Group is organised on a worldwide basis into three main business segments (industries): (1) Financial and investments, (2) Plastic industry and (3) Healthcare sector.

The financial and investment segment includes the parent company Atorka Group hf and Atorka ráðgjöf ehf.

The plastic industry segment includes Promens hf and Eignarhaldsfélagið Bolar hf and their subsidiaries.

The healthcare segment includes Líf hf, FH8 ehf and Eignarhaldsfélagið Parlogis ehf and their subsidiaries.

The segment results for the year 2005 are as follows:

|                               | Financial<br>& investm. | Plastic<br>industry | Healthcare<br>sector | Group            |
|-------------------------------|-------------------------|---------------------|----------------------|------------------|
| Total operating income .....  | 8                       | 5.626.057           | 11.403.040           | 17.029.105       |
| Operating expenses .....      | 612.568                 | 5.559.805           | 11.294.655           | 17.467.028       |
| Operating profit (loss)       | (612.560)               | 66.252              | 108.384              | (437.924)        |
| Other financial income .....  | 1.612.555               | (254.869)           | 21.115               | 1.378.800        |
| Net loss of disp. group ..... |                         |                     |                      | (19.327)         |
| Impairment of goodwill .....  | (248.836)               | 550.557             |                      | 301.721          |
| Profit before tax .....       |                         |                     |                      | 1.223.271        |
| Income tax expense .....      |                         |                     |                      | 265.793          |
| <b>Profit for the year</b>    |                         |                     |                      | <b>1.489.065</b> |

The segment assets and liabilities at 31 December 2005 and capital expenditure for the year then ended are as follows:

|                           | Financial<br>& investm. | Plastic<br>industry | Healthcare<br>sector | Elimination /<br>unallocated | Group      |
|---------------------------|-------------------------|---------------------|----------------------|------------------------------|------------|
| Assets .....              | 22.155.808              | 11.246.448          | 7.494.236            | (7.358.726)                  | 33.537.766 |
| Liabilities .....         | 12.045.935              | 8.096.697           | 6.333.486            | (2.878.145)                  | 23.597.974 |
| Capital expenditure ..... | 0                       | 473.419             | 81.082               | 0                            | 554.501    |

#### Secondary reporting format - geographical segments

|                         | 2005              |
|-------------------------|-------------------|
| <b>Operating income</b> |                   |
| Iceland .....           | 13.977.246        |
| Other countries .....   | 3.051.859         |
|                         | <u>17.029.105</u> |
| <b>Total Assets</b>     |                   |
| Iceland .....           | 28.612.218        |
| Other countries .....   | 4.925.549         |
|                         | <u>33.537.767</u> |

Total assets are allocated based on where the assets are located.

## Notes to the Consolidated Financial Statements

### 5. Finance costs – net

|  | 2005               | 2004             |
|--|--------------------|------------------|
| Interest expense:                            |                    |                  |
| - bank borrowings .....                      | (1.328.510)        | (250.609)        |
| - net foreign exchange loss .....            | (12.543)           | 0                |
| - other interest expenses .....              | (3.708)            | 0                |
| Total interest expense                       | <u>(1.344.761)</u> | <u>(250.609)</u> |
| Interest income .....                        | 341.299            | 69.938           |
| Net foreign exchange transaction gains ..... | 440.807            | 0                |
| Total interest income                        | <u>782.106</u>     | <u>69.938</u>    |
| Finance cost - net                           | <u>(562.655)</u>   | <u>(180.671)</u> |

### 6. Reversal of badwill, impairment of goodwill

|                              | 2005           | 2004             |
|------------------------------|----------------|------------------|
| Impairment of goodwill ..... | (248.836)      | (140.000)        |
| Reversal of badwill .....    | 550.557        | 0                |
|                              | <u>301.721</u> | <u>(140.000)</u> |

In 2005 a reversal of badwill net of ISK 301 million is included in the income statement. This amount is explained by the charge of ISK 249 million due to an impairment of goodwill relating to the merge with Afl fjárfestingarfélag hf and Isla ehf and an income of ISK 551 million due to a negative goodwill arising from the acquisition of Bonar Plastic France.

### 7. Employee benefit expense

|  | 2005             | 2004          |
|--|------------------|---------------|
| Wages .....  | 2.673.911        | 14.840        |
| Related expenses .....                                   | 452.134          | 1.984         |
|  | <u>3.126.045</u> | <u>16.824</u> |
| Staff costs analyses as follows in the income statement: |                  |               |
| Cost of sales, production - and processing cost .....    | 1.370.726        | 0             |
| Administrative and other operating expenses .....        | 1.755.319        | 16.824        |
|  | <u>3.126.045</u> | <u>16.824</u> |
| Number of employees                                      | 4.566            | 2             |

### 8. Income tax expense

|                    | 2005             | 2004           |
|--------------------|------------------|----------------|
| Current tax .....  | 32.512           | 331.489        |
| Deferred tax ..... | (298.305)        | 12.385         |
|                    | <u>(265.793)</u> | <u>343.874</u> |

The tax on the Group's profit before tax differs from the theoretical amount that would arise using the weighted average tax rate applicable to profits of the consolidated companies as follows:

|   |                  |                |
|---|------------------|----------------|
| Profit before tax .....   | 1.223.271        | 3.236.354      |
| Tax calcul. at domestic tax rates applicable to profits in the respective countries ..... | 219.969          | 582.544        |
| Income not subject to tax .....   | (485.762)        | (238.670)      |
| Tax charge .....  | <u>(265.793)</u> | <u>343.874</u> |

## Notes to the Consolidated Financial Statements

### 9. Earnings per share

Basic earnings per share is calculated by dividing the net profit attributable to shareholders by the weighted average number of outstanding shares in issue during the period, excluding ordinary shares purchased by the Company and held as treasury shares.

|  | 2005        | 2004        |
|--|-------------|-------------|
| Net profit attributable to shareholders .....                | 1.484.660   | 2.892.480   |
| Weighted average number of outstanding shares in issue ..... | 2.737.067   | 2.509.889   |
| Earnings per share, basic and diluted .....                  | <u>0,54</u> | <u>1,16</u> |

### 10. Dividend per share

The dividends paid in 2005 and 2004 were 818,6 million ISK and 178,7 million ISK respectively or ISK 0,3 per share in 2005 and ISK 0,1 per share in 2004.

### 11. Property, plant and equipment

|   | Land &<br>buildings | Other<br>equipment | Total            |
|---|---------------------|--------------------|------------------|
| <b>At 31 December 2004</b>                    |                     |                    |                  |
| Cost .....                                    | 541.473             | 1.824.366          | 2.365.839        |
| Accumulated depreciation .....                | (176.414)           | (1.064.217)        | (1.240.631)      |
| Net book amount                               | <u>365.059</u>      | <u>760.149</u>     | <u>1.125.208</u> |
| <b>Year ended 31 December 2005</b>            |                     |                    |                  |
| Opening net book amount .....                 | 365.059             | 760.149            | 1.125.208        |
| Business combination / new subsidiaries ..... | 1.894.111           | 1.135.305          | 3.029.416        |
| Exchange differences .....                    | (4.496)             | (17.180)           | (21.676)         |
| Additions .....                               | 59.163              | 495.338            | 554.501          |
| Disposals .....                               | (389.066)           | (448.858)          | (837.924)        |
| Depreciation charge .....                     | (41.893)            | (258.484)          | (300.377)        |
| Closing net book amount                       | <u>1.882.876</u>    | <u>1.666.271</u>   | <u>3.549.147</u> |
| <b>At 31 December 2005</b>                    |                     |                    |                  |
| Cost .....                                    | 2.067.288           | 2.694.353          | 4.761.641        |
| Accumulated depreciation .....                | (184.832)           | (1.027.662)        | (1.212.494)      |
| Net book amount                               | <u>1.882.456</u>    | <u>1.666.691</u>   | <u>3.549.147</u> |

## Notes to the Consolidated Financial Statements

### 12. Intangible assets

|  | Goodwill         | Other<br>intangibles | Total            |
|--|------------------|----------------------|------------------|
| <b>At 31 December 2004</b>             |                  |                      |                  |
| Cost .....                             | 3.025.106        | 6.610                | 3.031.716        |
| Accumulated depreciation .....         | (139.012)        | (988)                | (140.000)        |
| Net book amount                        | <u>2.886.094</u> | <u>5.622</u>         | <u>2.891.716</u> |
| <b>Year ended 31 December 2005</b>     |                  |                      |                  |
| Opening net book amount .....          | 2.886.094        | 5.622                | 2.891.716        |
| Additions / new subsidiaries .....     | 3.460.073        | 68.958               | 3.529.031        |
| Exchange differences .....             | (4.422)          | (855)                | (5.277)          |
| Disposals .....                        | (532.199)        | (2)                  | (532.201)        |
| Impairment / Amortisation charge ..... | (14.110)         | (1.350)              | (15.460)         |
| Closing net book amount                | <u>5.795.436</u> | <u>72.373</u>        | <u>5.867.809</u> |
| <b>At 31 December 2005</b>             |                  |                      |                  |
| Cost .....                             | 5.773.300        | 151.656              | 5.924.956        |
| Accumulated depreciation .....         | (13.415)         | (43.732)             | (57.147)         |
| Net book amount                        | <u>5.759.885</u> | <u>107.924</u>       | <u>5.867.809</u> |

### 13. Inventories

|                              | 2005             | 2004           |
|------------------------------|------------------|----------------|
| Inventories for resale ..... | 1.922.587        | 430.312        |
| Production inventories ..... | 719.433          | 241.058        |
|                              | <u>2.642.020</u> | <u>671.370</u> |

### 14. Trade and other receivables

|   | 2005             | 2004             |
|---|------------------|------------------|
| Trade receivables – net .....           | 2.966.656        | 838.559          |
| Other receivables and prepayments ..... | 1.206.384        | 2.563.562        |
|   | 4.173.040        | 3.402.121        |
| Less non-current portion .....          | (219.543)        | (1.391.760)      |
| Current portion .....                   | <u>3.953.497</u> | <u>2.010.361</u> |

### 15. Cash and cash equivalents

|                                | 2005             | 2004             |
|--------------------------------|------------------|------------------|
| Cash at bank and in hand ..... | <u>2.809.732</u> | <u>4.406.133</u> |

## Notes to the Consolidated Financial Statements

### 16. Derivative financial instruments

At the end of the year the Group has engaged in derivative contracts. They are presented among assets or liabilities depending on whether market value is positive or negative.

|   | 31 December 2005 |             | 31 December 2004 |             |
|---|------------------|-------------|------------------|-------------|
|   | Assets           | Liabilities | Assets           | Liabilities |
| Forward foreign exchange contracts - held for trading ..... | 15.939           | 4.378       | 240.866          | 29.850      |

Gains in equity on forward foreign exchange contracts as of 31 December 2005 will be released to the income statement at various dates up to twelve months from the balance sheet date.

### 17. Trade and other payables

|                      | 2005             | 2004             |
|----------------------|------------------|------------------|
| Trade payables ..... | 2.494.005        | 591.584          |
| Other payables ..... | 2.651.427        | 819.022          |
|                      | <u>5.145.432</u> | <u>1.410.605</u> |

### 18. Borrowings

|                       | 2005              |
|-----------------------|-------------------|
| Non-current:          |                   |
| Bank borrowings ..... | <u>14.191.555</u> |
| Current:              |                   |
| Bank overdrafts ..... | 28.497            |
| Bank borrowings ..... | <u>1.409.757</u>  |
|                       | <u>1.438.254</u>  |
| Total borrowings      | <u>15.629.809</u> |

|  | Finance lease liabilities | Other borrowings   | Total 2006         |
|--|---------------------------|--------------------|--------------------|
| Liabilities in currency:                   |                           |                    |                    |
| Liabilities in CHF .....                   | 0                         | 143.545            | 143.545            |
| Liabilities in EUR .....                   | 0                         | 2.054.286          | 2.054.286          |
| Liabilities in GBP .....                   | 0                         | 84.659             | 84.659             |
| Liabilities in ISK, index linked .....     | 0                         | 10.905.490         | 10.905.490         |
| Liabilities in ISK, non index linked ..... | 0                         | 1.317.555          | 1.317.555          |
| Liabilities in JPY .....                   | 0                         | 51.052             | 51.052             |
| Liabilities in NOK .....                   | 0                         | 75.282             | 75.282             |
| Liabilities in USD .....                   | 0                         | 965.845            | 965.845            |
| Liabilities in other currency .....        | 1.782                     | 30.311             | 32.093             |
|  | <u>1.782</u>              | <u>15.628.027</u>  | <u>15.629.809</u>  |
| Current maturates .....                    | <u>(1.782)</u>            | <u>(1.436.472)</u> | <u>(1.438.254)</u> |
|  | <u>0</u>                  | <u>14.191.555</u>  | <u>14.191.555</u>  |

Annual maturates of non-current liabilities:

|                 |          |                   |                   |
|-----------------|----------|-------------------|-------------------|
| Year 2006 ..... | 0        | 409.491           | 409.491           |
| Year 2007 ..... | 0        | 1.715.862         | 1.715.862         |
| Year 2008 ..... | 0        | 1.488.295         | 1.488.295         |
| Year 2009 ..... | 0        | 700.161           | 700.161           |
| Later .....     | 0        | 9.877.746         | 9.877.746         |
|                 | <u>0</u> | <u>14.191.555</u> | <u>14.191.555</u> |

## Notes to the Consolidated Financial Statements

### 19. Deferred income tax

Deferred income taxes are calculated in full on temporary differences under the liability method.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred income taxes relate to the same fiscal authority. The following amounts, determined after appropriate offsetting, are shown in the consolidated balance sheet:

|                              | <b>2005</b>    |
|------------------------------|----------------|
| Deferred tax assets .....    | (248.238)      |
| Deferred tax liability ..... | 1.024.585      |
|                              | <u>776.347</u> |

The gross movement on the deferred income tax account is as follows:

|   |                |
|---|----------------|
| Beginning of year .....                                 | 981.434        |
| Exchange differences and changes within the group ..... | (66.577)       |
| Income statement charge .....                           | (265.793)      |
| Less current tax .....                                  | (10.772)       |
| Other changes .....                                     | 138.054        |
| End of year .....                                       | <u>776.347</u> |

Deferred income tax liability (assets) analyses on the following items:

|                                    |                |
|------------------------------------|----------------|
| Non-current assets .....           | 1.205.005      |
| Taxable loss carried forward ..... | (428.659)      |
|                                    | <u>776.347</u> |

### 20. Commitments

#### House rental agreement

In the year 2004 two companies in the Healthcare segment signed a 15 year non-cancellable house rental agreement one for Krókhals 14 and the other for Lyngháls 13 in Reykjavík. These properties are fully occupied by operating companies within the Healthcare segment. Terms and conditions are usual and customary.

### 21. Share capital

| Summary of share capital:               | <b>2005</b>      | <b>2004</b>      |
|---|------------------|------------------|
| Total authorized number of shares ..... | 2.773.650        | 2.773.650        |
| Treasury shares .....                   | (31.913)         | (41.252)         |
|   | <u>2.741.737</u> | <u>2.732.398</u> |

## Notes to the Consolidated Financial Statements

### 22. Fair value and other reserves

|  | Legal<br>reserve | Cumulative<br>translation<br>adjustment | Total          |
|--|------------------|---|----------------|
| Balance at 1 January 2005 .....        | 208.638          | 0                                       | 208.638        |
| Currency translation differences ..... |                  | 189.652                                 | 189.652        |
| Contribution to legal reserve .....    | 107.337          |   | 107.337        |
| Balance at 31 December 2005 .....      | <u>315.975</u>   | <u>189.652</u>                          | <u>505.626</u> |

### 23. Financial assets at fair value through profit and loss

|                      | 2005              | 2004             |
|----------------------|-------------------|------------------|
| Domestic             |                   |                  |
| Listed .....         | 7.860.635         | 4.948.960        |
| Unlisted .....       | <u>206.076</u>    | <u>158.072</u>   |
|                      | 8.066.711         | 5.107.032        |
| Foreign              |                   |                  |
| Listed .....         | 4.114.832         | 3.874.671        |
| Unlisted .....       | <u>0</u>          | <u>36.698</u>    |
|                      | 4.114.832         | 3.911.369        |
| Domestic bonds ..... | 86.775            | 101.007          |
| Total .....          | <u>12.268.318</u> | <u>9.119.408</u> |

Changes in fair values of financial assets at fair value through profit and loss are recorded in fair value changes on investments and other financial assets in the income statement.

### 24. Available-for-sale investments

|                         |              |
|-------------------------|--------------|
| Beginning of year ..... | 0            |
| Additions .....         | <u>2.511</u> |
| End of year .....       | <u>2.511</u> |

Available-for-sale investments are unlisted equity securities traded on inactive markets.

## Notes to the Consolidated Financial Statements

### 25. Business combination

In March 2005 the Group acquired 100% of the share capital of Austurbakki hf. and in September 2005 the Group acquired 100% of the share capital of Bonar Plastics.

The details of the net assets acquired and goodwill are as follows:

|  | Austurbakki | Bonar<br>Plastics | Total       |
|--|-------------|-------------------|-------------|
| Cash paid .....                                | 392.887     | 2.970.051         | 3.362.938   |
| Direct costs relating to the acquisition ..... | 0           | 186.938           | 186.938     |
| Fair value of shares issued .....              | 392.887     | 0                 | 392.887     |
| Total purchase consideration .....             | 785.774     | 3.156.988         | 3.942.763   |
| Fair value of net assets acquired .....        | (294.112)   | (3.329.865)       | (3.623.977) |
| Goodwill / (badwill) .....                     | 491.662     | (172.877)         | 318.785     |

### 26. Related party transactions

The Company has not granted any loans to the members of the Board of Directors or to the top management persons. That includes also all companies owned by these persons.

#### Management salaries and benefits

Compensation to top management for their work for the Group and their shares in the Company are as follows:

|  | Wages and<br>benefits | Shares at the<br>end of year |
|--|-----------------------|------------------------------|
| Magnús Jónsson, CEO of Atorka Group hf .....         | 14.050                | 385.758                      |
| Þorsteinn Vilhelmsson, chairman .....                | 3.400                 | 989.945                      |
| Hrafn Magnússon, board member .....                  | 600                   | 175                          |
| Karl Axelsson, board member .....                    | 2.250                 | 1.300                        |
| Örn Andrésson, board member .....                    | 600                   | 52.494                       |
| Styrmir Þór Bragason, former managing director ..... | 200.697               | 0                            |
| Two former board members .....                       | 3.650                 | 48.201                       |
| Two managing directors .....                         | 13.274                | 70.000                       |
|  | <u>238.521</u>        | <u>1.547.873</u>             |

Shares at the end of the year refers to holdings in the name of the parties in question themselves, their spouses, children who are not financially competent or legal entities in which they are involved.

Included in the compensation to the former managing director is cost due to a settlement of stock option agreement amounted to ISK 160 million.

CEO and managing directors worked part time of the year 2005 by the Company.

In the year 2005 the Company entered in to a contractual relationship with the CEO and the two managing directors. Originally these contracts were based on put option rights on purchased shares in the Company. These contracts have been amended and now these key employees of the Company have the right to receive, and the Company the obligation to pay, cash payment representing the shortfall between the market share price and the strike price according to the contract. This obligation will be active in a three years pro-rata vesting period starting from the contract date of 30 September and 28 December 2005.



## Notes to the Consolidated Financial Statements

The nominal amount of shares related to the contracts with the three key employees are in total 115 million ISK and the CEO holds ISK 45 millions but the two managing directors ISK 35 million each. The market price on the contract date was 6,05 per share and the strike price, when exercisable, will represent that price plus accrued interest calculated from the contract date. The accounting treatment of this contract in the 2005 financial statements is based on cash settled share based contract under IFRS 2 and on each reporting date an obligation will be treated as a liability if the fair value of the strike price under the contract exceeds the market price on the reporting date. At year end 2005 no obligation exists.

### 27. Principal subsidiaries

At the period-end the Company owned the following subsidiaries that are all included in the consolidation.

| Name of subsidiary                   | Location  | Ownership | Principal activity |
|--------------------------------------|-----------|-----------|--------------------|
| Eignarhaldsfélag Icepharma ehf ..... | Iceland   | 100%      | Holding company    |
| Icepharma hf .....                   | Iceland   | 100%      | Operating company  |
| Eignarhaldsfélag Parlogis ehf .....  | Iceland   | 100%      | Holding company    |
| Parlogis hf .....                    | Iceland   | 100%      | Operating company  |
| Eignarhaldsfélag AIB ehf .....       | Iceland   | 100%      | Holding company    |
| A. Karlsson hf .....                 | Iceland   | 100%      | Operating company  |
| Besta ehf .....                      | Iceland   | 100%      | Operating company  |
| UAB IIsanta .....                    | Lithuania | 100%      | Operating company  |
| Lif hf .....                         | Iceland   | 100%      | Holding company    |
| Atorka ráðgjöf ehf .....             | Iceland   | 100%      | Holding company    |
| Austurbakki hf .....                 | Iceland   | 100%      | Operating company  |
| Promens hf .....                     | Iceland   | 84%       | Holding company    |
| Promens International BV .....       | Holland   | 100%      | Holding company    |
| Sæplast Asia .....                   | Hong Kong | 100%      | Operating company  |
| Sæplast Dalvík .....                 | Iceland   | 100%      | Operating company  |
| Sæplast Holland .....                | Holland   | 100%      | Operating company  |
| Sæplast India .....                  | India     | 79%       | Operating company  |
| Sæplast UK .....                     | UK        | 100%      | Operating company  |
| Tempra ehf .....                     | Iceland   | 100%      | Operating company  |
| Tæknimenn ehf .....                  | Iceland   | 100%      | Operating company  |
| Eignarhaldsfélagið Bolar hf .....    | Iceland   | 100%      | Holding company    |
| Sæplast Canada Ltd .....             | Canada    | 100%      | Operating company  |
| Sæplast Norge AS .....               | Norway    | 100%      | Operating company  |
| Sæplast Alesund .....                | Norway    | 100%      | Operating company  |

At year end 2004 Atorka Group gained control over Lif hf and Sæplast hf. Lif hf and Sæplast hf are not included in the 2004 Income Statement.

### 28. Fees to Auditors

|  | 2005          | 2004         |
|--|---------------|--------------|
| Audit of financial statements .....          | 14.144        | 1.052        |
| Review of interim financial statements ..... | 8.749         | 1.403        |
| Other services .....                         | 16.198        | 2.671        |
|  | <u>39.091</u> | <u>5.126</u> |

## Notes to the Consolidated Financial Statements

### 29. Retirement benefit obligations

|                                 | 2005          |
|---------------------------------|---------------|
| <b>Balance sheet obligation</b> |               |
| Pension benefits .....          | <u>56.136</u> |
| <b>Income statement charge</b>  |               |
| Pension benefits .....          | <u>9.029</u>  |

The amounts recognised in the income statement are as follows:

|   |              |
|---|--------------|
| Current service cost .....                            | 8.788        |
| Interest cost .....                                   | 4.511        |
| Expected return on plan assets .....                  | (4.222)      |
| Net actuarial losses recognised during the year ..... | (81)         |
| Past service cost .....                               | 33           |
| Total   | <u>9.029</u> |

## Notes to the Consolidated Financial Statements

### 30. Transition to International Financial Reporting Standards (IFRS)

#### 30.1 Basis of the transition

##### 30.1.1 Application of IFRS 1

The consolidated financial statements for the year ended 31 December 2005 will be the first annual consolidated financial statements that comply with IFRS. These consolidated financial statements have been prepared as described in Note 2.1. The Company has applied IFRS 1 in preparing these financial statements.

The transition date for the Company is 1 January 2004. The Company prepared its opening IFRS balance sheet at that date. The reporting date of these financial statements is 31 December 2005. The Company's IFRS adoption date is 1 January 2005.

In preparing these financial statements in accordance with IFRS 1, the Company must restate all its assets and liabilities retroactively in accordance with IFRS.

##### 30.1.2 Exceptions from full retrospective application - elected by the Company

The Company has elected to apply the following optional exemptions from full retrospective application.

###### (a) Designation of financial assets

The Company reclassified various securities as financial assets at fair value through profit and loss.

###### (b) Exemption from restatement of comparatives for IAS 32 and IAS 39.

The Company has elected to apply this exemption. It applies previous GAAP rules to derivatives, financial assets and financial liabilities and to hedging relationships for the 2004 comparative information. The adjustments required for differences between GAAP and IAS 32 and IAS 39 are determined and recognized at 1 January 2005.

##### 30.1.3 Exceptions from full retrospective application followed by the Company

###### (a) Estimates exception

Estimates under IFRS at 1 January 2004 should be consistent with estimates made for the same date under previous GAAP, unless there is evidence that those estimates were in error.

###### (b) Assets held for sale and discontinued operations exception

IFRS 5 is applied from 1 January 2005 and onward, i.e. assets held for sale and discontinued operations are recognized in accordance with IFRS 5 only from 1 January 2005.

### 30.2 Reconciliation between IFRS and GAAP

The following reconciliation provides a quantification of the effect of the transition to IFRS.

| 30.2.1 Reconciliation of equity                                | 1.1 2004         | 31.12 2004       |
|--|------------------|------------------|
| Equity under previous GAAP .....                               | 4.093.739        | 9.141.416        |
| Subsidiary included in consolidation according to IAS 27 ..... | 0                | (169.118)        |
| <b>Total equity under IFRS</b>                                 | <u>4.093.739</u> | <u>8.972.298</u> |

Subsidiary which was 100% owned by the Company, Isla ehf, is included in the consolidated financial statements. Previously, Isla ehf was accounted at cost. The effect of these changes is ISK 169 million reduction in equity 31 December 2004.

The Company gained control over Isla ehf on 1 October 2004. Isla ehf was merged into the Company on 1 January 2005.

## Notes to the Consolidated Financial Statements

### 30.2.2 Reconciliation of equity 1 January 2005

| Previous GAAP                              |                   |                            | IFRS                          |                   |  |
|--|-------------------|----------------------------|-------------------------------|-------------------|--|
| <b>Assets</b>                              |                   | <b>Change in valuation</b> | <b>Change in presentation</b> |                   | <b>Assets</b>  |
|  |                   |                            |                               |                   | <b>Non-current assets</b>                              |
|  |                   |                            |                               |                   | PPE  |
| Goodwill .....                             | 273.892           | (19.794)                   | 2.637.618                     | 2.891.716         | Goodwill   |
|  |                   |                            | 1.391.760                     | 1.391.760         | Loans and other receivables                            |
|  |                   |                            | 88.945                        | 88.945            | Deferred tax assets                                    |
|  | <u>273.892</u>    | <u>(19.794)</u>            | <u>5.243.531</u>              | <u>5.497.629</u>  |  |
|  |                   |                            | 671.370                       | 671.370           | <b>Current assets</b>                                  |
| Other securities .....                     | 91.770            | 9.236                      | (101.006)                     |                   | Inventories  |
| Shares in companies .....                  | 11.843.648        | (170.000)                  | (2.554.240)                   | 9.119.407         | Financial assets at fair value through profit and loss |
| Longterm debt to relat. company .....      | 710.198           |                            | (710.198)                     |                   |  |
| Subordinated loan to related company ..... | 100.030           |                            | (100.030)                     |                   |  |
| Forward rate exch derivatives .....        | 211.016           |                            | 29.850                        | 240.866           | Derivative financial instruments                       |
| Current assets and prep. exp. ....         | 409.818           | (96.033)                   | 1.696.576                     | 2.010.360         | Loans and other receivables                            |
| Cash and cash equivalents .....            | <u>3.389.674</u>  | <u>58.857</u>              | <u>957.602</u>                | <u>4.406.133</u>  | Cash and cash equivalents                              |
|  | 16.756.155        | (197.941)                  | (110.078)                     | 16.448.136        |  |
| <b>Total assets</b>                        | <u>17.030.047</u> | <u>(217.735)</u>           | <u>5.133.453</u>              | <u>21.945.766</u> | <b>Total assets</b>                                    |
| <b>Equity and liabilities</b>              |                   |                            |                               |                   | <b>Equity and liabilities</b>                          |
| <b>Equity</b>                              |                   |                            |                               |                   | <b>Equity</b>  |
| Share capital .....                        | 2.764.476         | (32.078)                   |                               | 2.732.398         | Share capital  |
| Share premium .....                        | 3.160.213         | (90.042)                   |                               | 3.070.171         | Share premium  |
| Legal reserve .....                        | 208.638           |                            |                               | 208.638           | Legal reserve  |
| Accumul. comprehensive income .....        | 1.549.139         | (48.478)                   | (1.500.661)                   |                   |  |
| Retained earnings .....                    | <u>1.455.773</u>  | <u>1.480</u>               | <u>1.500.661</u>              | <u>2.957.914</u>  | Retained earnings                                      |
|  | 9.138.239         | (169.118)                  | 0                             | 8.969.121         |  |
| Minority interest                          | 0                 |                            | 3.177                         | 3.177             | Minority interest                                      |
| <b>Total equity</b>                        | <u>9.138.239</u>  | <u>(169.118)</u>           | <u>3.177</u>                  | <u>8.972.299</u>  | <b>Total equity</b>                                    |
| <b>Liabilities</b>                         |                   |                            |                               |                   | <b>Non-current liabilities</b>                         |
| Subordinated loan .....                    | 428.571           |                            | 9.603.026                     | 10.031.597        | Borrowings   |
| Deferred income tax liability .....        | 614.850           | (48.618)                   | 504.147                       | 1.070.380         | Tax liabilities  |
|  |                   |                            | 27.526                        | 27.526            | Retirement benefit oblig.                              |
|  | <u>1.043.421</u>  | <u>(48.618)</u>            | <u>10.134.700</u>             | <u>11.129.503</u> |  |
| Unpaid dividend .....                      | 62.223            |                            | (62.223)                      |                   |  |
| Domestic liabilities .....                 | 1.500.000         |                            | (1.500.000)                   |                   | <b>Current liabilities</b>                             |
| Domestic index linked liabilities .....    | 5.039.161         |                            | (4.699.279)                   | 339.882           | Borrowings   |
| Accrued liabilities .....                  | 247.003           |                            | 1.163.601                     | 1.410.604         | Trade and other payables                               |
|  |                   |                            | 63.627                        | 63.627            | Current tax liabilities                                |
|  |                   |                            | 29.850                        | 29.850            | Derivative financial instruments                       |
|  | <u>6.848.387</u>  | <u>0</u>                   | <u>(5.004.423)</u>            | <u>1.843.964</u>  |  |
| <b>Total liabilities</b>                   | <u>7.891.808</u>  |                            |                               | <u>12.973.467</u> | <b>Total liabilities</b>                               |
| <b>Total equity and liabilities</b>        | <u>17.030.047</u> | <u>(217.735)</u>           | <u>5.133.454</u>              | <u>21.945.766</u> | <b>Total equity and liabilities</b>                    |

## Notes to the Consolidated Financial Statements

### 30.2.3 Reconciliation of net income for the year 2004

Adoption of IFRS has a small impact on income for the year 2004. The presentation of the income statement has changed

| <u>Previous GAAP</u>   |                  | Change in<br>presentation | Change in<br>valuation | <u>IFRS</u>      |   |
|--|------------------|---------------------------|------------------------|------------------|---|
| <b>Financial income (expenses)</b>                               |                  |                           |                        |                  | <b>Financial income</b>   |
| Interest income, index and<br>foreign exchange adjustments ..... | 267.144          | (199.012)                 | 1.806                  | 69.938           | Interest income and other related<br>financial income           |
| Dividend income .....  | 746.141          |                           |                        | 746.141          | Dividend income   |
| Interest expenses .....  | (250.609)        |                           |                        | (250.609)        | Interest expenses   |
|  |                  |                           |                        |                  | Fair value changes on investments<br>and other financial assets |
|  | <u>762.676</u>   |                           | 3.021.897              | <u>3.021.897</u> |   |
|  |                  |                           |                        | <u>3.587.367</u> |   |
| Realized profit on shares .....                                  | 1.399.282        | (1.399.282)               |                        |                  |   |
| <b>Net financial income</b>                                      | 2.161.958        |                           |                        | 3.587.367        | <b>Net financial income</b>                                     |
| <b>Operating expenses</b>  |                  |                           |                        |                  | <b>Operating expenses</b>                                       |
| Administration cost .....  | 147.844          |                           | 63.169                 | 211.013          | Administrative and other oper. exp.                             |
| Other operating expenses .....                                   | 63.169           |                           | (63.169)               | 0                |   |
| Impairment of goodwill .....                                     | 140.000          | (140.000)                 |                        |                  |   |
|  | <u>351.013</u>   |                           |                        | <u>211.013</u>   |   |
|  |                  |                           |                        |                  | Impairment of goodwill  |
|  |                  |                           |                        | (140.000)        |   |
| <b>Net earnings before tax</b>                                   | 1.810.945        |                           |                        | 3.236.354        | <b>Net profit before taxes</b>                                  |
| Income tax .....   | (87.300)         | (256.249)                 | (325)                  | (343.874)        | Income tax  |
| <b>Net earnings</b>  | 1.723.645        |                           |                        | <u>2.892.480</u> | <b>Net profit</b>   |
| <b>Other comprehensive income</b>                                |                  |                           |                        |                  |   |
| Unrealized gain on shares .....                                  | 1.423.603        | (1.423.603)               |                        |                  |   |
| Income tax .....   | (256.249)        | 256.249                   |                        |                  |   |
|  | <u>1.167.354</u> |                           |                        |                  |   |
| <b>Comprehensive income posted<br/>to stockholders' equity</b>   | <u>2.890.999</u> | 0                         | 1.481                  |                  |   |