

### Contents

Etteplan in Brief	3
Etteplan in 2006	4
CEO's Review	6
Operating Environment	8
Product Development	. 10
Delivery Design	. 12
Personnel	14
Information for Shareholders	. 16
Financial Statements	. 17
Review by the Board of Directors	. 18
Consolidated Income Statement	. 21
Consolidated Balance Sheet	. 21
Consolidated Cash Flow Statement	. 22
Consolidated Statement	
of Changes in Equity	. 22
Notes to the Consolidated	
Financial Statements	. 23
Parent Company's Income Statement	. 38
Parent Company's Balance Sheet	. 38
Parent Company's Cash Flow Statement	. 39
Notes to the Parent Company's	
Financial Statements	. 39
Key Figures for Financial Trends	
Key Figures for Shares	. 44
Formulas for the Key Figures	. 45
Shares and Shareholders	. 46
Board of Directors dividend proposal	49
Auditor's Report	. 49
Corporate Governance	. 50
Board of Directors, Auditors and	
Extended Management Group	. 52
Contact Information	. 54

# ETTEPLAN IN BRIEF

Etteplan Oyj provides high-quality industrial technology design services for large and medium-large international industrial companies. Its business operations are divided into the Product Development and Delivery Design segments.

The company's services are mechanical design, electronics and embedded systems design, automation and electrical design as well as product information content production. Etteplan's customers use these services to construct such things as production facilities, paper machines, hoists, lifts, materials handling equipment and vehicles.

The company's primary market areas are the Nordic countries and Central Europe; China and Russia are up and coming market areas. Etteplan's strengths lie in its skilled personnel, long-term customer relationships based on partnership, sound experience in decentralized business operations and continual development. Partners who are successful in their own fields of business are an important part of our success.

# **66** We respond faster **99**

### **MISSION**

Etteplan provides high-quality industrial technology design services for its customers' product development and delivery design projects.

### **VISION**

Etteplan will be the leading company in its field of business in the Nordic countries and a significant actor in Central Europe.

Profitable growth will continue.

### **STRATEGY**

The main objective of Etteplan is to expand in a profitable manner. This objective is reached through organic growth and acquisitions.

Etteplan shall respond faster than its competitors to changes in the market and customers.

The company shall generate added value for its customers by acting fast, committed and trustworthly.

### **VALUES**

- Customer satisfaction
- Personnel well-being
- · Professional ways of working

Etteplan is a company of service-minded, enthusiastic, well-conducted professionals.

# **ETTEPLAN IN 2006**

### March

Etteplan acquired Integrated e-Solutions Finland and strengthened its software design services for the electronics and telecommunications sector.



The Annual General Meeting approved the proposal of the Board of Directors to pay a dividend of EUR 0.20 per share, or a total of EUR 1,922,586, for the 2005 financial year.

The Annual General Meeting authorized the Board of Directors to decide to take one or more convertible bonds and/or issue option rights and/or increase the share capital through a rights issue. The Annual General Meeting authorized the Board of Directors to acquire and convey the company's own shares to a maximum of ten (10) per cent of the company's share capital and the aggregate number of voting rights attached to the shares.

### May

Etteplan acquired the entire share capital of ABA TeknikPartner AB. The company, which was chosen as the best design service provider for Volvo cars, offers product development services primarily for the Swedish automobile industry. The company's name was changed to Etteplan TeknikPartner AB.

### **June**

Etteplan raised its 75 per cent ownership in Etteplan Technical Systems AB to 100 per cent.

In order to streamline its corporate image, the subsidiary EPE Design Oy was transferred to come under the Etteplan name and its operations as an independent company were discontinued.

### September

Etteplan acquired the shares outstanding in Etteplan Design Center Oy by purchasing the remaining 19 per cent shareholding from Kone Corporation.

Etteplan acquired a minority interest in Etteplan Consulting (Shanghai) Co., Ltd., increasing its 80% holding to 100%.

### **October**

Etteplan and Larox Corporation signed a letter of intent concerning the expansion of the design cooperation that has already been ongoing for some 20 years. Some of Larox's employees in Finland transferred to Etteplan on 1 January 2007 under their current terms of employment.





### **November**

Etteplan increased its shareholding in Etteplan Industriteknik AB to 100 per cent.

### **December**

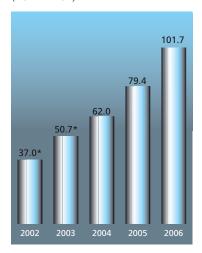
Konette GmbH's name was changed to Etteplan Engineering GmbH in order to streamline its corporate image.

DokuMentori Oy, which is part of the Etteplan Group, entered into a framework agreement with John Deere Forestry Oy concerning the transfer of product information content production to DokuMentori Oy.

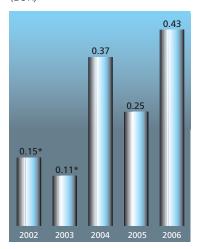


Key Figures				
EUR million	2006	20	05	Change %
Revenue	101.7	79	9.4	28
Operating profit	6.8	3	.4	100
Earnings per share	0.43	0.	25	72
Return on investment %	24.6	18	3.2	
Gross investments	12.5	8	.3	51
Average personnel	1 501	1 2	230	22

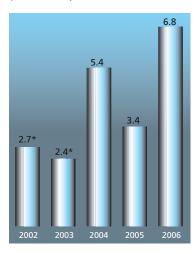
# Revenue 2002–2006 (EUR million)



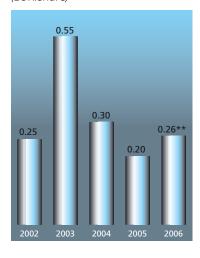
# Earnings per share 2002–2006 (EUR)



# **Operating profit 2002–2006** (EUR million)



**Dividends 2002–2006** (EUR/share)



<sup>\*</sup> Comparison figures are according to FAS

<sup>\*\*</sup> Proposal by the Board of Directors

# **CEO'S REVIEW**

tteplan has grown profitably for a number of years now, and this momentum was kept up in 2006. Growth exceeded our strategic target, and profitability improved substantially at the same time. Overall demand in the industrial design field grew. In the Nordic countries, major M&A arrangements were carried out, which contributed to the process of consolidation in the sector.

The general economic situation moved in a direction favourable to us. Large production investments in the emerging economies led to increased demand for capital goods, particularly among manufacturers of transport, lifting and hoisting equipment. We benefited from the market situation, because most of our customers operate as manufacturers of capital goods.

We grew both organically and via acquisitions. Of our total increase in sales volumes of about 28%, organic growth made up more than 7%. This significant trend was driven by the good demand situation and stepped-up internal operational efficiency. The price benefits deriving from the general trend in the industry were only modest, because the long-term cooperation that we carry on with our main customers kept our price level stable.

A good example of a successful acquisition is Etteplan's purchase of ABA TeknikPartner AB. The transaction brought an expansion of our customer base and reduced our exposure to business cycles. Concurrently, it further strengthened our position within the vehicle manufacturing industry, especially in the Nordic countries.

During the past year, we launched an internal Profile Raising programme aiming at setting ourselves apart from competitors and showing our customers why it pays to use Etteplan's services. We honour our customer promise by responding quickly to changes in the market and in customers' businesses and by demonstrating strong commitment and reliability. Our corporate image is gaining a sharper focus as our subsidiaries increasingly go over to using the Etteplan name.

Etteplan pushed ahead with building an international presence. The inputs into operations in China and Russia led to landing important orders and assignments. The axis of the geographical distribution of our personnel shifted to the international market. At the end of the report period, nearly half of our employees were already working outside Finland's borders.





In a year of strong growth, we also acted as a responsible corporate citizen. Because our operations are underpinned by skilled and motivated staff, we offer our employees varied and challenging assignments along with training and support for leisure time activities. We assess environmental affairs internally according to our certified quality system. Attending to financial obligations in an examplary fashion is one of our company's cardinal principles.

During the report period we achieved the most important objectives in line with our strategy. We diversified our customer base, continued to go global and beat our growth targets, whilst concurrently improving profitability. The company's key objective in 2007 is to continue profitable growth organically and by means of M&A arrangements. The market situation at the start of the year makes us well placed to achieve this and our other set objectives.

In 2006, we had a good year of profitable growth. Our main financial indicators (net revenue, operating profit and earnings per share) were the best in the company's recent history. Our experienced staff "stretched themselves," performing at peak levels, and the new colleagues who joined us via acquisitions took a positive attitude towards the change of employer.

I wish to warmly thank all of our staff at Etteplan for your solid commitment to the company and to achieving our objectives. My thanks go to our customers and shareholders for your confidence in our company. Buoyed by the good market situation in 2007 and with the job contribution of our skilled and motivated employees, the fundamentals are in place for increasing shareholder value.

Heikki Hornborg

CEO

# **OPERATING ENVIRONMENT**

tteplan operates in the industrial design sector, where demand is primarily influenced by the ongoing trend in customer industries. Development in the sector is also shaped by changing operating models as well as by corporate restructuring.

The sector benefited during the past year from cyclical upturns in several industrial sectors, and investments in product development and production rose in the Nordic countries.

# **Growth determines development**

The industrial design sector grew by almost 10 per cent during the report period, and

demand from Etteplan's customers rose more or less accordingly.

Large production investments in emerging economies led to an increased volume of goods and material transfers in particular as well as to rising prices for raw materials and consequently to growing demand for investments. The paper and pulp, base metals, energy and transport sectors were among those industries that underwent vigorous growth whereas growth in information technology and the automobile industry was more moderate.

Due to flexibility in design resources, the sector was able to respond to demand. This partially explained why the markets witnessed no significant price rises. Longterm framework agreements with major customers also bolstered price stability. However, demand exceeded supply in some sectors and resources had to be sought from elsewhere, such as from countries with lower production costs.

A shortage of personnel in Finland and Sweden became apparent in some specialist areas. Consequently, larger staff turnover raised costs somewhat.

The internationalization of the sector increased competition. From Etteplan's perspective, this apparently favourable trend lies in preserving the strong position of product development both in Finland



and in Sweden. The trend in transferring production to countries with lower production costs looks set to continue. There was an increase to some degree in design subcontracting, particularly in former East European countries, India and the Far East.

The demand for large design projects grew in neighbouring areas, and the demand for product information content production rose in line with expectations. The provision of services by the Product Development segment continued on a strong footing in Finland and Sweden.

Acquisitions in customer sectors shaped the field of activities for industrial design

in, for instance, wood processing and the cable machine industry. The internal trend towards consolidation continued.

# Good outlook in the Nordic countries

The outlook for industrial design is good at present, although growth in the world economy is expected to slow down to some degree towards the end of the current year. The Nordic countries – principally Finland and Sweden – will maintain their competitiveness and forge ahead in their development.

The threats in the near future include the increasing gravity of conflicts, terrorism and currency fluctuations that may hold

back investments and inputs into product development. Although China and Russia are key markets of growth, they also constitute significant areas of risk. Their fast-developing social systems have not yet achieved stability.

The political climate in the world has changed and raised the importance of energy dependency as one of the crucial factors affecting the future.

Besides working with traditional energy sources, Etteplan also played a role during the past year in developing new energy sources, such as wind power.



# PRODUCT DEVELOPMENT

### The Product Development segment provides integrated design and specialist services for product development.

■he segment offers multi-sector design, implementation and measurement services for product development as well as services for product information content production. Etteplan's customers use these services to manufacture such things as lifts, materials handling equipment, hoists and vehicles.

These solutions, which enhance the competitiveness of customers, are grounded in sound expertize in industrial technology design and product development processes as well as in the company's ability to respond quickly to changes in customers and the market.

### A rise in order backlog and integrated deliveries

Demand and order backlog for the segment's services rose briskly in the period under review, which was attributable to the healthy economic trend in the company's customer segments.

The area of priority in the provision of design services continued to shift from individual projects to integrated deliveries, and the focus of demand fluctuated within the segment.

The demand for design assignments requiring innovations and high product development expertize centred on the Nordic countries and Central Europe.

The product development business performed particularly well in Germany where cooperation between different areas of design reached new heights. This trend in integration generated even better opportunities for Etteplan to serve its customers.

Product information content production played an increasingly stronger role as part of the segment's total offerings. This was due primarily to sound expertize in developing product information content production and its associated products and services as well as to making optimum use of synergy benefits.

The company consolidated its position as a software designer for information systems in the pharmaceutical industry and boosted its market share in this particular business area.

Product development services performed well in Sweden and exceeded expectations. The company is confident that this favourable trend will continue for the foreseeable future.

To give a further boost to its areas of expertize and customer service, the com-

A strong local presence will become an increasingly vital competitive edge in international customer service. pany devoted considerable effort to recruiting new specialists.

### Demand set to strengthen

The future for the segment looks bright. The sound economic trend among customers has given rise to positive expectations, especially for 2007. For instance, the industrial, telecommunications and health care sectors are expected to perform well.

The significance of a local presence is the keynote to international customer service. Etteplan's role as a local partner is gaining strength because the company supplies high-quality consultation and solutions to the unique challenges that its customers encounter. It also generates good growth potential for Etteplan.

The demand for product information content production is on the rise. The commercialization of a service based on high specialist skills and the multichannel production of information are vital factors for growth. This will contribute towards an increase in the number of integrated deliveries, and the company is confident that their relative proportion will rise.

The company believes that design assignments requiring innovations and high product development expertize will continue to centre on the Nordic countries and Central Europe.

Etteplan intends to take its customer relations to even deeper levels. Local cooperation based on partnership is a vital competitive factor, and the company aims to be the first viable alternative for customers.

# TeknikPartner comes under Etteplan

In May 2006 Etteplan acquired the Swedish ABA TeknikPartner AB. Established in 1995, the company provides product de-

velopment services primarily for the automobile industry in Sweden.

TeknikPartner's revenue in 2005 amounted to just over EUR 14 million, and it had 225 employees. The company operates out of three locations in Sweden: Gothenburg, Stockholm and

Trollhättan.

TeknikPartner, which has undergone rapid and profitable growth in recent years, was a breakthrough for Etteplan, enabling it to become a significant supplier for the automobile and truck industry in the Nordic countries. The acquisition of the company supported Etteplan's growth strategy by expanding its operations to the automobile industry, which in Europe is the largest sector to use industrial technology design services.

The outcome of the transaction means that Etteplan can offer even more extensive services to its customers in the automobile industry, especially in Sweden and Finland. The transaction also consolidated Etteplan's position as a major player in the industrial technology design sector in Sweden.

The acquisition of the Swedish company that now bears the name Etteplan TeknikPartner AB was Etteplan's breakthrough into the automobile and truck

industry in the Nordic

countries.

TeknikPartner also benefited from the transaction. As part of Etteplan, a leading group in the design sector in the Nordic countries, the company will gain even better opportunities to develop and step up its operations as well as enlarge its customer base. In the future, TeknikPartner will be able to provide its customers with improved flexibility, a more extensive sphere of expertize and additional resources.



# **DELIVERY DESIGN**

The Delivery Design segment provides services for the design of production facilities and the machinery and equipment in them.

he segment offers wide-ranging design services as well as associated commissioning, site supervision and training services. These enable customers to construct such things as paper machines, materials handling equipment and to carry out production facility investments.

The services that support the competitiveness of customers vary from designing individual pieces of equipment to extensive, internationally decentralized integrated deliveries. Due to standardized and efficient design processes, specialists

from several fields can be designated to customer projects.

# Increased demand and intensified operations

Demand rose during the period under review, and the demand and order backlog showed vigorous growth particularly in the latter half of the year. The background to this trend was attributable to the sound economic trend in customer sectors.

Strategic partnerships with customers gained further strength. This trend benefited both Etteplan and its customers because deeper cooperation enabled both parties to make even greater and more efficient use of available resources.

Besides actively maintaining customer relations, Etteplan successfully landed new

customers. The new partnerships served to increase the order backlog, which chalked up robust overall growth during the review period.

The segment showed profitable growth, which was primarily attributable to several successful integrated deliveries to key customers. The relative proportion of integrated deliveries also continued to rise, and customer satisfaction, as measured by our quality system, indicated an improvement. This was reflected in the new agreements forged between Etteplan and its customers as well as the general increase in the number of projects.

The past year was characterized by a shift in the focus of demand within the segment; the relative proportion of services for the telecommunications sector



The relative proportion of integrated deliveries within Delivery Design continued to rise, and the scope of projects is expected to increase still further.

declined in comparison with services for traditional industry.

# Integrated deliveries poised to increase

Strengthened customer relations in the period under review have generated positive expectations for the future. In contrast with individual deliveries, the number of large design projects makes up an increasing amount of the workload, and projects are expected to further increase in magnitude.

In addition to traditional design assignments, the company has also supplied integrated deliveries for automation on the turnkey principle. These projects frequently include maintenance and servicing for an agreed period.

Besides assignments to construct traditional nuclear power and hydropower plants, the company has also worked on new energy sources, such as wind power.

Overall, demand looks good. The order backlog from principal customer groups – the mechanical engineering and automobile industries and machine and equipment manufacturers – is on a firm footing, which is evidenced by the healthy demand for industrial technology at Etteplan. As for investments in production facilities, prospects for the St Petersburg region in particular look promising.

As competition at the international level stiffens, the company will continue to give increasing consideration to cost effectiveness. The company has also devoted substantial effort to enhancing its competitive edge in a number of ways.

# **Etteplan and Larox expand cooperation**

Etteplan and Larox Corporation expanded their cooperation of some twenty years in the fields of design and documentation for delivery product and project maintenance.

This closer cooperation with Larox puts Etteplan's strategy into effect. According to the strategy, the company shall operate as a partner to its global customers by providing them with high-quality industrial technology design services, thus enabling them to concentrate on developing their core business areas. This expanded cooperation will further boost Etteplan's position as a leading design company in the Nordic countries.

The enhanced cooperation assures Larox the proficient and flexible availability of design services. As part of the agreement, ten employees from Larox's Lappeenranta location transferred to Etteplan under their current terms of employment.

Larox is a leading mechanical engineering company in its sector, and it is responsible for developing, designing and manufacturing industrial filters as well as for their after sales services. The company is a full-service solution provider for separating solids from liquids by filtration. Larox technology is used worldwide, primarily in applications for the mining, metallurgy and chemical processing industries.



Deepening its partnership with Larox, which manufactures industrial filters, promoted Etteplan's opportunities as a strategic partner for its customers.

Larox operates in more than 40 countries, and it employs over 440 people. The company's main office is in Lappeenranta, and it has production facilities in Lappeenranta and Utrecht, the Netherlands. Net sales in 2006 came to EUR 122.8 million, of which more than 95 per cent were generated outside Finland.

# **PERSONNEL**

# Etteplan is a service-minded, well-managed company of enthusiastic professionals.

tteplan has undergone vigorous expansion in recent years, so there has been a significant rise in the number of personnel working at the company. This trend continued in a similar vein during the period under review and by the end of the year, the company employed 1,568 specialists. A major aspect was a shift in the geographic distribution of personnel towards the international markets. At the end of 2006 almost half of all employees were working outside Finland.

Etteplan's asset is its specialist competence in product development and delivery design processes for industrial design, which is based on customer needs. Thus, the prime factor behind the success of the company is its competent personnel who are committed to providing customer service.

### **New personnel policy**

With respect to demanding design projects, the company's internal activities underwent development during the review period with the aim of meeting the needs of old and new employees as well as those of customers. Since Etteplan's objective is to respond faster than its competitors to changes in the market and customers, working conditions need to be in good shape.

In order to take working conditions to an even higher level, the company developed a new personnel policy for the Group. The policy is the means for establishing a common approach to all personnel matters. The personnel policy serves to make

day-to-day work more effective, reinforces corporate identity and the company's distinctive characteristics, and it strengthens commitment to the company. Similarly, it enhances internal transparency, which is vital in a time of vigorous growth.

The new policy provides enhanced opportunities for employees to develop in tune with the company because it was born out of their needs. It indicates the nature of good management and operations within the company. Moreover, the policy matches the internal expectations of employees and management. Working practices in the various Group companies and universal human resource management models were used as the basis for the preparatory work.

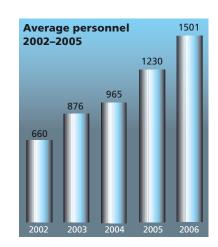
The groundwork for developing a new intranet got underway during the review period. An intranet is already up and running, but work is ongoing to take it a stage further. It will be fine-tuned to become a source of information for all activities as well as a tool for personnel to turn to when working on challenging design projects.

# Profiling programme and brand management

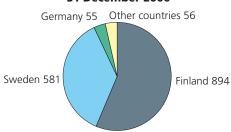
The main implementation of the internal Profile Raising programme, which started last July, is scheduled for 2007. The company's new brand management guide will also be published during the course of the current year, and increased effort will be made into entrenching the company's values. These measures will sharpen the company's competitive edge and augment personnel commitment.

It is important for the company to know that each individual employee can be proud of having the opportunity to work at Etteplan. The Etteplan Business Academy, which will refine management and sales skills, will be launched in 2007. At the same time, work will start on drawing up a training programme for specialists to further their career development goals.

Responsible corporate citizenship involves management development and investing in personnel. Etteplan aims to implement this by offering engrossing and challenging tasks as well as by supporting on-the-job development and recreational activities. In turn, these measures will foster commitment to customer service, which will be manifested by the company's ability to respond faster than its competitors to changes in the market and customers.



Personnel of the Group per country 31 December 2006





# INFORMATION FOR SHAREHOLDERS

### **Annual General Meeting**

Etteplan Oyj's Annual General Meeting will be held on 29 March 2007 beginning at 1.00 p.m. at the Sibelius Hall in Lahti. All shareholders who have been entered, no later than on 19 March 2007, as shareholders in the Shareholder Register maintained by Finnish Central Securities Depository Ltd (APK) are entitled to participate in the Annual General Meeting.

A shareholder who wishes to participate in the Annual General Meeting must register with the company by 4.00 p.m. on 22 March 2007 either by email to info@ette.com or by telephone on +358 10 307 2006. Registration may also be made in writing to Etteplan Oyj, Yhtiökokous (Annual General Meeting), Terveystie 18, 15860 Hollola, Finland. When registering by mail, the letter must reach the company before the close of the registration period.

Proxies authorizing a representative to vote on behalf of a shareholder at the meeting should be delivered to the company before the close of the registration period.

### **Dividend payout**

The Board of Directors is proposing to the Annual General Meeting that a dividend of EUR 0.26 per share be paid for the 2006 financial year. If the Annual General Meeting approves the Board of Directors' proposal on the dividend payout, the dividends will be paid to shareholders who are registered on the record date, 3 April 2007, in the Shareholder Register that is kept by Finnish Central Securities Depository Ltd (APK). The dividend payout date proposed by the Board of Directors is 12 April 2007.

# Basic information about the share

The Etteplan share has been quoted under the trading code of ETT1V in the Industrials sector within the Small Cap segment of the Nordic Exchange as from 2 October 2006. The total number of shares on 31 December 2006 was 9,772,930. The company's share was previously listed on the Main List of the Helsinki Stock Exchange.

### **Financial information**

Etteplan Oyj will publish three Interim Reports in 2007 as follows:

Interim Report January-March 2007 27 April 2007 Interim Report January-June 2007 8 August 2007 Interim Report January-September 2007 26 October 2007

Immediately following their publication, the Interim Reports will be available on, and can be printed out from, the company's website at www.etteplan.com. The Interim Reports are published in Finnish and English.

### **Annual reports**

The Annual Report will be mailed to all shareholders. Finnish and English versions of the Annual Report and Interim Reports can be ordered from Etteplan Oyj, Terveystie 18, 15860 Hollola, Finland, tel. +358 10 307 1010, fax +358 10 307 1012, or email: info@ette.com. The Annual Report, Interim Reports, stock exchange releases and other information on Etteplan Oyj are available at www. etteplan.com.

Shareholders are requested to report changes of address to the party (bank or stockbroker) where the shareholder's book-entry account is kept.

# Financial analysts following Etteplan

Evli Bank Plc Timo Heinonen P.O. BOX 1081 00101 Helsinki

Finland

(visiting address:

Aleksanterinkatu 19 A, 00100 Helsinki)

Tel. +358 9 4766 9635

FIM Securities Ltd Lauri Saarela Pohjoisesplanadi 33 A 00100 Helsinki

Finland

Tel. +358 9 6134 6307

OKO Bank plc Mikael Nummela P.O. BOX 362 00101 Helsinki Finland (visiting address:

Teollisuuskatu 1 b, 00510 Helsinki)

Tel. +358 10 252 4414

OsakeTieto FSMI Oy Gideon Bolotowsky Henry Fordin katu 5 K 00150 Helsinki Finland

Tel. +358 9 6811 9910

# FINANCIAL STATEMENTS

# REVIEW BY THE BOARD OF DIRECTORS 1 JANUARY – 31 DECEMBER 2006

During 2006, Etteplan grew, went international and cemented its position as one of the leading industrial technology design companies in the Nordic countries. In May. the company acquired the entire share capital of ABA Teknikpartner AB, thereby becoming a major player in the automotive industry. In line with its strategy, Etteplan has also grown through closer cooperation with customers by taking on outsourced design services. Examples of this include the agreements with John Deere Forestry Oy and Larox Corporation. Systematic strengthening of customer relationships in all main business areas has forged a foundation for organic growth.

As a result of solid demand and enhanced internal procedures, the company's operating profit has doubled and units that were in the red last year have noticeably improved their results. The company's profitability has risen, especially during the second half of last year, with the fourth quarter result being the year's best.

During 2006 Etteplan acquired the entire share capital of its formerly subsidiary companies Etteplan Design Center Oy, Etteplan Technical Systems AB and Etteplan Consulting (Shanghai) Co., Ltd.

### **Revenue and result**

The Etteplan Group's revenue increased significantly compared to the previous year. Revenue grew by 28.1% to EUR 101.7 million (EUR 79.4 million in 2005). Growth was attributable to the acquisition of the entire share capital of ABA Teknik-partner AB, as well as to organic growth, which accounted for 7.3%.

Operating profit amounted to EUR 6.8 million (EUR 3.4 million), or 6.7% of revenue (4.3%). Operating profit rose by 100.0% on the previous year. Profit for the financial year before taxes and minority interest totalled EUR 6.7 million (EUR 3.4 million). Net profit for the financial year amounted to EUR 4.2 million (EUR 2.2 million).

Earnings per share were EUR 0.43 (EUR 0.25). Equity per share was EUR 2.31 (EUR 1.99). The return on investment increased to 24.6% (18.2%) and the return on equity to 20.9% (12.8%).

### **Business operations**

Etteplan operates as a partner to large and medium-sized internationally operating industrial companies, providing industrial technology design services. The Group's design services are divided into two segments: Delivery Design and Product Development.

The Delivery Design segment provides services for the design of machinery and devices, as well as production facilities. Mechanical, electrical, automation and plant design and commissioning services are provided for project and equipment suppliers as well as for plant owners and operators. The Product Development segment provides design services for product development. The services are based on long-term partnerships with customers and are aimed to ensure the customer's competitiveness in the future. In addition, the company has an accredited laboratory that is specialized in electromagnetic disturbance measurements. Etteplan's customer base comprises equipment manufacturers and end-users in the wood-processing industry as well as the process, automotive, lifting and hoisting equipment and electronics industries.

The Product Development segment's revenue has almost doubled as a result of acquisitions made and accounts for close to half of the Group's revenue. Demand grew steadily towards the end of the year and the segment's profitability showed a notable improvement.

Vigorous growth in the Delivery Design segment was seen in Sweden in particular, where organic growth amounted to 15%. In Finland, organic growth reached a level of about 10%. The good level of demand that began in the spring has led to a shortage of resources in certain areas. The segment's profitability improved on the previous year.

### Major events in 2006

In March, Etteplan Oyj strengthened its operations in software design services for the electronics and telecommunications sector. The company entered into an agreement with Integrated e-Solutions Finland under the terms of which the business operations of the company were integrated into Etteplan.

Also in March, Etteplan Oyj's Annual General Meeting decided to follow the Board of Director's proposal and distribute a dividend of EUR 0.20 per share for 2005. It also granted the Board of Directors the authorization to take convertible loans, issue option rights, increase share capital with a rights issue, and buy back and transfer the company's own shares.

Etteplan acquired the entire share capital of the Swedish company ABA Teknik-Partner AB in May. The company was established in 1995 and offers product development services, primarily to the Swedish automotive industry. The acquisition strengthened Etteplan's position as a notable player in the industrial technology design sector in Sweden. The number of people working for the Etteplan Group in Sweden rose to almost 600 as a result of the transaction.

In June, the company increased its 75% holding in Etteplan Technical Systems AB to 100%. The 100% holding is expected to bolster synergies between the Group's Swedish companies.

In order to clarify the company's corporate image, the business and personnel of the Group's subsidiary EPE Design Oy were transferred to Etteplan Oyj in June, and EPE Design Oy's operations as a separate company were discontinued.

Etteplan acquired a 19% holding in Etteplan Design Center Oy from KONE Corporation in September and completed the planned increase of its 81% holding to 100%.

Also in September, Etteplan acquired a minority interest in Etteplan Consulting (Shanghai) Co., Ltd., increasing its 80% holding to 100%.

In October, Etteplan and Larox Corporation signed a letter of intent to broaden their two decades of design cooperation. As part of the agreement, 10 salaried employees working on delivery project and product maintenance design and documentation tasks at Larox's Finnish locations transferred to Etteplan as existing employees as of 1 January 2007.

In November Etteplan increased its shareholding in Etteplan Industriteknik AB to 100 per cent.

In December, Etteplan Group company DokuMentori Oy signed a framework agreement with John Deere Forestry Oy concerning the transfer of its technical documentation to DokuMentori Oy. As part of the agreement, 10 of John Deere Forestry's documentation employees transferred to DokuMentori as existing employees on 1 December 2006.

In order to clarify Etteplan's corporate image, Konette GmbH changed its name to Etteplan Engineering GmbH in December.

### **Personnel**

The Etteplan Group's operations and number of personnel have grown steadily. During the financial year, the Group employed an average of 1,501 people (1,230), an increase of 22.0%. At the end of the period on 31 December 2006, the payroll numbered 1,586 employees (1,294). The increases in staff were mainly due to acquisitions and to organic growth attributable to outsourcing by key customers. At the end of the period, the Group employed 894 people in Finland, 581 in Sweden, 55 in Germany and 56 in other countries.

### **Capital expenditures**

The Group's total capital expenditures increased by 51% to EUR 12.5 million (EUR 8.3 million). The largest single investment was the acquisition of the entire share

capital of ABA TeknikPartner AB. Other capital expenditures were earmarked for the implementation and development of business operations.

### Risks and risk management

Risk management within the Group encompasses corporate governance within the Group as well as the management of operational and financial risks. The Group's corporate governance guidelines and quality system are the means used for the supervision of administrative risk within the Group. The risks are itemized in the Notes to the financial statements.

Owing to their nature, the company's business operations involve no significant credit, environmental or foreign currency risks.

### **Financial position**

Etteplan's financial structure has changed as a result of the acquisitions made by the company and their financing arrangements. Total assets at 31 December 2006 increased by 46.9% to EUR 55.2 million (EUR 37.6 million). Balance sheet goodwill rose to EUR 16.6 million (EUR 8.9 million). The Group's cash and cash equivalents as well as marketable securities rose to EUR 6.2 million (EUR 4.9 million). The Group's interest-bearing liabilities increased as a result of the acquisitions and stood at EUR 10.8 million (EUR 2.2 million) at the end of the period. The equity ratio was 42.6% (54.7%). Liquidity remained good throughout the period.

# Shares, share price trend and share buy-back

The Etteplan Oyj share (ETTIV) has been quoted in the Nordic Exchange's Small Cap market capitalization group in the Industrials sector as of 2 October 2006. Previously, the company's share was listed on the Main List of the Helsinki Stock Exchange.

The company's share capital at 31 December 2006 was EUR 2,443,232.50 and the number of shares outstanding was 9,772,930. The company has one series of shares and the accounting countervalue of

a share is EUR 0.25. All shares confer an equal right to a dividend and the company's funds.

The number of Etteplan Oyj shares traded during the financial year was 4,469,523, to a total value of EUR 26.5 million. The share price low was EUR 4.78, the average EUR 5.93 and the closing price EUR 6.90. Market capitalization at 31 December 2006 was EUR 67.5 million and it had 1,792 shareholders.

Etteplan increased its share capital by 159,800 shares and EUR 39,950 by means of a directed share issue in June. The new shares were used as payment in a share swap to raise the company's holding in Etteplan Technical Systems AB. The increase in share capital was reported in a stock exchange release dated 19 June 2006. The new shares became subject to public trading on the Helsinki Stock Exchange on 20 June 2006.

Also in June, the company transferred 200 of its own shares as payment in a share swap, which was reported in a stock exchange release dated 19 June 2006.

During the financial year, the company bought back 63,022 of its own shares. The shares were used as consideration in the purchase of 5,882 ProTang AB series B shares owned by ProTang personnel. These B shares originated from a rights issues arising out of ProTang's convertible loan program and were directed at the company's personnel. A consideration of EUR 410,273.22 was paid, which was reported in a stock exchange release dated 29 November 2006.

The company did not hold any of its own shares on 31 December 2006.

In accordance with the Securities Market Act, Chapter 2, Article 9, Etteplan Oyj issued five notifications of changes in shareholding during the financial year. Stock exchange releases were issued on 4 January 2006, 8 March 2006, 19 June 2006 and 6 September 2006 (two announcements).

# Share issue authorizations, the exercise of authorizations and the option programme

The Annual General Meeting held on 29 March 2006 granted the Board of Directors the authorization to:

- decide, within one year from the date of the Annual General Meeting to take one or more convertible bonds and/or issue option rights and/or decide to increase the share capital in one or more lots by using new issue so that when issuing convertible bonds or option rights or new issues together, the Board of Directors' unexercised, valid authorizations shall, however, with regard to the total amount of increase and the total number of voting rights attached to the shares to be issued, correspond to no more than one-fifth of the registered share capital and the aggregate number of voting rights attached to the shares at the date of the resolution of the General Meeting of Shareholders concerning the authorization and the decision of the Board of Directors to increase the share capital. Pursuant to the authorization the company's share capital may be increased by a maximum of EUR 480.656.50.
- decide to acquire the company's own shares in one or more lots to the effect that the company may use funds distributable as profit otherwise than in proportion to the holdings of the shareholders. The authorization includes the right to acquire the company's shares in public trade at the applicable quoted price to the effect that the total accounting par value and the voting rights attached to the acquired shares shall be no more than ten (10) per cent of the company's share capital and the aggregate number of voting rights after the acquisition of the shares.
- decide to convey, in one or more lots, the company's own shares acquired pursuant to the authorization set forth. The authorization to the Board of Directors includes the right to convey to the effect that the aggregate accounting par value and the voting rights attached to the shares shall be no more than ten (10) per cent of the company's share capital and the aggregate number of voting rights attached to the shares at the time of the conveyance.

The authorizations to increase the share capital, to take convertible loans and/or issue option rights, and buy back and

transfer own shares (granted to the Board of Directors at the Annual General Meeting held on 29 March 2006) that were not exercised during the report period remain valid. The authorizations exercised during the report period are detailed above. The authorizations granted to the Board of Directors are presented in detail in a stock exchange release dated 29 March 2006.

The company does not currently have a share option programme.

### Board of Directors, CEO and auditors

The members of Etteplan Oyj's Board of Directors during the report period were Tapani Mönkkönen, Chairman, and Tapio Hakakari, Heikki Hornborg, Pertti Nupponen and Matti Virtaala. Board members Tapio Hakakari, Pertti Nupponen and Matti Virtaala were independent of the company in 2006.

The company's Chief Executive Officer was Heikki Hornborg, M. Sc. (Tech.).

The company's auditor was Pricewater-houseCoopers Oy, a firm of authorized public accountants, with Mika Kaarisalo APA acting as chief auditor.

As of 1 January 2006, the company has complied with the amended Insider Guidelines issued by the Helsinki Stock Exchange. Etteplan's statutory insiders include the members of the Board of Directors, the CEO, the Executive Vice President and the auditor. Furthermore, the members of the Management Group are considered as Etteplan's public insiders.

# Board of Directors' proposal for the disposal of profits

The parent company's distributable share-holders' equity according to the balance sheet at 31 December 2006 is EUR 10.1 million.

The Board of Directors is proposing to the Annual General Meeting, which will convene on 29 March 2007, that on the dividend payout date a dividend of EUR 0.26 per share be paid on the company's externally owned shares and that the remainder be transferred to retained earnings. In accordance with the Board of Directors' proposal, the record date for the dividend payout is 3 April 2007 and the dividend will be paid on 12 April 2007.

No substantial changes to the company's financial position have occurred after the end of the financial year. The company's

liquidity is good and in the view of the Board of Directors the proposed dividend payout does not jeopardize the company's solvency.

# Major events after the close of the financial year

In January, Etteplan Oyj acquired the entire share capital of the Kouvola-based company LCA Engineering Oy. The company was established in 1993 and offers process and plant design services to industrial companies and machinery and equipment manufacturers, primarily those in the wood processing industry. The agreement will bolster Etteplan's position in wood processing industry projects in particular, as well as in investment projects in Russia.

Etteplan increased its share capital by EUR 49,086.75 in February with a directed share issue of 196,347 shares. The shares were used as payment in the acquisition of LCA Engineering Oy. The new shares were registered in the Trade Register on 7 February 2007 and became subject to trade on the stock exchange together with the old shares on 8 February 2007. After the issue, share capital amounted to EUR 2,492,319.25 and the total number of shares to 9,969,277. The increase in share capital was reported in a stock exchange release dated 7 February 2007.

### **Outlook for the future**

The company has set internationalization and profitable growth as its main objectives. A solid level of demand for industrial technology design services continues in the company's main market areas. The company estimates that in 2007 the revenue will increase and the operating profit will improve. Growth is achieved both through acquisitions and organically.

Hollola, 9 February 2007

Etteplan Oyj

**Board of Directors** 

### **CONSOLIDATED INCOME STATEMENT**

1 000 EUR	Note	1.131.12.2006		1.131.12.2005	
Revenue	3	101 698		79 365	
Other operating income	4	219		98	
Materials and services	5	-6 728		-2 920	
Staff costs	6	-71 111		-58 072	
Other operating expenses		-15 213		-13 129	
Depreciation and amortisation	7	-2 042		-1 930	
Operating profit		6 823	6.7%	3 411	4.3%
Financial income	8	172		120	
Financial expenses	9	-299		-103	
Profit before taxes		6 695		3 429	
Income taxes	10	-2 096		-1 167	
<b>Profit for the financial year</b> Net profit for the financial year		4 599		2 262	
attributable to minority interest		-427		-17	
Net profit for the financial year attributable					
to equity holders of the Company		4 172	4.1%	2 244	2.8%
Basic earnings per share, EUR	11	0.43		0.25	
Diluted earnings per share, EUR	11	0.43		0.25	

### **CONSOLIDATED BALANCE SHEET**

1 000 EUR	Note	31.12.2006		31.12.2005	
ASSETS					
Non-current assets					
Property, plant and equipment	12	2 759		3 491	
Goodwill	13	18 580		8 921	
Other intangible assets	14	2 124		1 953	
nvestments available for sales	15	425		465	
Other long-term receivables	17	852		0	
Deferred tax assets	23	88		96	
Non-current assets, total			24 829		14 926
Current assets					
5tocks	16	0		25	
Trade and other receivables	17	24 191		17 676	
Financial assets at fair value through income statement	18	0		475	
Current tax assets	17	28		35	
Cash and cash equivalents	19	6 174		4 445	
Current assets, total			30 393		22 65
TOTAL ASSETS			55 222		37 582
Share capital Share premium account Cumulative translation adjustment Retained earnings Net profit for the financial year Capital attributable to equity holders, total	20	2 443 9 179 43 6 759 4 172 22 596		2 403 8 269 -252 6 439 2 244	
Minority interest		872		1 360	
Equity, total			23 468		20 463
Non-current liabilities					
Deferred tax liability	23	1 046		193	
Non-current interest-bearing liabilities	21	8 967		1 414	
Non-current liabilities, total			10 013		1 606
Current liabilities				-	
Current interest-bearing liabilities	21	1 837		766	
rade and other payables	22	19 904		14 746	
Current liabilities, total			21 741		15 512
Liabilities, total			31 754		17 119
TOTAL EQUITY AND LIABILITIES			55 222		37 582

### **CONSOLIDATED CASH FLOW STATEMENT**

1 000 EUR	1.1.–31.12.2006	1.1.–31.12.2005
Operating cash flow		
Cash receipts from customers	99 290	73 864
Cash receipts from other operating income	194	78
Operating expenses paid	90 851	72 836
Operating cash flow before financial items and taxes	8 633	1 106
Interest and payment paid for financial expenses	249	103
Interest received	172	120
Income taxes paid	1 782	980
Operating cash flow ( A )	6 773	144
Investing cash flow		
Purchase of tangible and intangible assets	1 612	1 614
Acquisition of subsidiaries	9 952	672
Proceeds from sale of tangible and intangible assets	212	295
Purchase of other investment	476	845
Proceeds from sale of investmenst	464	0
Investment cash flow ( B )	-11 363	-2 836
Financing cash flow		
Proceeds from issuance of share capital	0	317
Short-term loans, increase	1 332	0
Short-term loans, decrease	1 332	28
Long-term loans, increase	11 335	1 423
Long-term loans, decrease	3 108	0
Dividend paid and other profit distribution	1 923	1 305
Financing cash flow ( C )	6 305	409
Variation in working capital ( $A + B + C$ ) increase ( $+$ )	/ decrease ( - ) 1 715	-2 284
Assets in the beginning of the period	4 445	6 601
Exchange gains or losses on cash and bank equivalents	-14	-128
Assets at the end of the period	6 174	4 445

### **CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**

1 000 EUR	Share capital	Share premium account	Cumulative translation adjustment	Retained earnings	Minority interest	Total
Equity 1.1.2005	434	5 434	-19	7 743	1 208	14 800
Dividends				-1 305	-213	-1 518
Share issue	1 969	2 835				4 804
Changes in ownership					348	348
Net profit for the financial period				2 244	17	2 261
Translation adjustment			-232			-232
Equity 31.12.2005	2 403	8 269	-251	8 682	1 360	20 463

1000 EUR	Share Capital	Share Premium Account	Cumulative translation adjustment	Retained earnings	Minority interest	Total
Equity 1.1.2006	2 403	8 269	-251	8 682	1 360	20 463
Dividends				-1 923	-184	-2 107
Share issue	40	910				950
Changes in ownership intr					-731	-731
Net profit for the financial period				4 172	427	4 599
Translation adjustment			294			294
Equity 31.12.2006	2 443	9 179	43	10 931	872	23 468

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### **COMPANY PROFILE**

The parent company of the Etteplan Group is Etteplan Oyj. Etteplan Oyj (the Company) is a Finnish public limited company that has been established under Finnish law. The Company is domiciled in Hollola. The Company's shares are listed on the Nordic Exchange List.

Etteplan Oyj and its subsidiaries provide highquality industrial technology design services. The business is divided into two segments: Product Development and Delivery Design. The Other Operations segment consists of administration. The Group's main market area is Europe. In respect of our core customers, Etteplan's service extends worldwide.

A copy of the consolidated financial statements can be obtained from our website at www. etteplan.com or from the Head Office of the Group's parent company at the address Terveystie 18, 15860 Hollola.

Etteplan Oyj's Board of Directors approved these financial statements for publication at its meeting on 8 February 2007.

# ACCOUNTING POLICY APPLIED IN THE CONSOLIDATED FINANCIAL STATEMENTS

### **BASIS OF PREPARATION**

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) and in conformity with the international accounting standards (IAS/IFRS) in force at 31 December 2006 as well as the interpretations of the International Financial Reporting Interpretations Committee (SIC and IFRIC). In the Finnish Accounting Act and the regulations based on it, International Financial Reporting Standards refer to the standards and the interpretations that are issued regarding them that have been approved for application within the EU in accordance with the procedure prescribed in EU regulation (EC) 1606/2002. The notes to the consolidated financial statements are also in accordance with Finnish accounting and company legislation.

The consolidated financial statements have been prepared based on historical cost, except for financial assets and liabilities that are measured at fair value through profit or loss. For business combinations prior to 2004, the carrying amount of goodwill has been treated according to previous accounting policies and that amount has been used as the deemed cost of goodwill in accordance with IFRS. Figures in the financial statement are presented in thousands of euros.

Standards and interpretations that came into force in 2006 did not have an effect on the Group's result of operations or balance sheet position.

The following standards and interpretations have been published and are in force in the financial year beginning on 1 January 2007. In the view of the company's management, they do not have a significant effect on the Group's result or balance sheet position:

- IFRIC 8, Scope of IFRS 2. The interpretation provides guidance on the application of IFRS 2 when the fair value of the services received differs from that of the equity instruments.
- IFRIC 10, Interim Financial Reporting and Impairment. The interpretation forbids the reversal of impairment losses recognized in an interim report at a later date during the financial year.
- IFRS 7, Financial Instruments: Disclosures. Increased the amount of disclosures of financial instruments required in the notes to the financial statements.

As regards the published standard IFRS 8, Operating Segments, the company's management has not as yet evaluated the effects of the standard on segment reporting. The standard includes provisions on the definition of operating segments and their disclosure in segment reporting. The standard must be complied with in the financial periods beginning on 1 January 2009 or thereafter.

In preparing the consolidated financial statements in accordance with IFRS, the Company's management must make estimates and assumptions that have an effect on the amounts of assets and liabilities in the balance sheet as well as on income and expenses for the financial year. The estimates are based on management's current best knowledge and it is therefore possible that the outcomes may deviate from these estimates. Information about the matters in which management has exercised judgment in the application of the Group accounting principles, and which have the greatest impact on the figures disclosed in the financial statements, is presented under "Critical accounting judgements and key sources of uncertainty".

### **SUBSIDIARIES**

The consolidated financial statements include the financial statement information of Etteplan Oyj and subsidiaries belonging to the Group, from which all intra-Group transactions, internal receivables and liabilities as well as internal distribution of profit have been eliminated. The accounting policies applied in the financial statements of the subsidiaries have been adjusted, as necessary, in accordance with the accounting policies of Etteplan Oyj. Subsidiaries are companies in which the Group has a controlling interest. Control means the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. Etteplan Oyj does not have associates or joint ventures.

Intra-Group share ownership has been eliminated using the acquisition cost method. Sub-

sidiaries acquired during the financial year have been included in the consolidated financial statements from the time when the Group has obtained control. The transferred assets and direct costs originating from the acquisition are measured at fair value at the time of the acquisition and included in the acquisition cost. Identifiable assets and liabilities of the acquired business operations have been measured at fair value. The portion of the acquisition cost that exceeds the fair value of the net assets of acquired business operations has been recorded in the balance sheet as goodwill. If the fair value of the acquired net assets is higher than their acquisition cost, the difference has been recorded in the income statement.

In the consolidated financial statements, the minority interest in subsidiaries has been stated as a separate item. The allocation of profit for the financial year to equity holders of the parent and to minority interest is presented in the income statement, and the minority interest is shown in the consolidated balance sheet in equity, separately from the parent shareholders' equity.

### **FOREIGN CURRENCY TRANSLATION**

The consolidated financial statements are presented in euros, which is the currency of the business environment and the presentation currency of the Group's parent company. Foreign currency transactions have been translated into the functional currency at the exchange rate on the date of the transaction. Foreign currency-denominated receivables and liabilities in the balance sheet at the balance sheet date have been translated into euros at the exchange rate at the balance sheet date. Exchange differences resulting from transactions denominated in a foreign currency are recorded in the corresponding accounts in the income statement above operating profit. Exchange differences on financing transactions are recorded in financial income and expenses.

The balance sheet items of subsidiaries outside the euro zone have been translated into euros at the exchange rate at the balance sheet date and their income statement items at the average exchange rate during the month in guestion. The average exchange rate for the month of each transaction has been calculated as the average of the rate on the last day of the previous month and the last day of the transaction month. Translating the profit for the financial year using different rates in the income statement and the balance sheet leads to a translation difference that is recorded in equity. Cumulative translation differences on post-acquisition equity items, which have arisen on the elimination of the acquisition cost of foreign subsidiaries, are recorded in equity.

Goodwill arising from the acquisition of foreign operations after 1 January 2004 and the fair value adjustments to the carrying amounts of the assets and liabilities of said foreign operations, which are made in connection with the acquisition, are treated as the assets and liabili-

ties of said foreign operations and translated into euros using the exchange rates at the balance sheet date. The goodwill amounts of acquisitions prior to 1 January 2004 and their fair value adjustments have been recorded in euro amounts.

### PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment have been measured in the balance sheet at cost less accumulated depreciation and impairment. Assets are depreciated on a straight-line basis over their estimated useful life. Land areas are not depreciated because they are not considered to have a carrying period. The useful lives of property, plant and equipment are:

Computers 3 years
Vehicles 5 years
Office furniture and fixtures 5 years
Renovations of premises 5/7 years

Maintenance and repair costs are expensed when they are incurred. Major basic improvement investments are capitalized and depreciated in the income statement over their useful lives. The useful lives of assets are checked in each financial statement. Capital gains and losses from the retirement and sale of property, plant and equipment are included in either other operating income or expenses.

Assets leased under agreements that are classified as finance leases have been capitalized under property, plant and equipment in the consolidated balance sheet at the fair value of the leased asset or the present value of the minimum lease payments, whichever is lower. Lease obligations arising from finance lease agreements are presented in interest-bearing non-current and current liabilities. Finance leases lead to depreciation and interest expenses on assets that are capitalized during the relevant financial periods. Assets acquired under a finance lease agreement are depreciated over their useful life. If the Group does not assume ownership of the asset at the end of the lease period, depreciation is recorded over the lease period or the useful life, whichever is shorter.

### **COSTS OF DEBT**

Costs of debt are expensed in the financial period in which they were incurred.

### **PUBLIC GRANTS**

Grants received as compensation for expenses incurred are recognized as revenue in the income statement while the expenses in question are expensed. Such grants are disclosed under other operating income.

### **INTANGIBLE ASSETS**

### **GOODWILL**

Goodwill corresponds to that part of the acquisition cost which exceeds the Group's share of the fair value, at the date of purchase, of the net asset value of an acquiree. The goodwill arising from the combination of businesses prior to 1 January 2004 corresponds to the carrying amount according to the previous FAS, which has been used as the deemed cost. Neither the classification of these acquisitions nor their treatment in the financial statements has been adjusted in preparing the Group's opening IFRS balance sheet. Goodwill is measured at historical cost less impairment. Goodwill is

not amortized but is tested for impairment annually and always if there is objective evidence of goodwill impairment. Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units that are expected to benefit from the business combination in which the goodwill arose.

### OTHER INTANGIBLE ASSETS

Intangible assets include software licences and intangible rights. Intangible assets are recorded in the balance sheet at historical cost. Assets with limited useful lives are amortized on a straight-line basis over their useful lives. The depreciation periods of other intangible assets are:

Software 3-7 years

### **IMPAIRMENT OF ASSETS**

Goodwill is not amortized but is tested for impairment annually and always if there is objective evidence of goodwill impairment. If there is objective evidence of goodwill impairment, the recoverable amount is determined for that cash-generating unit to which the goodwill relates. The cash-generating unit is the smallest possible independent cash-generating group of assets. The recoverable amount is the utility value of capital. The utility value is the estimated future net cash flow discounted to present value from the cash-generating unit in question. The essential assumptions for impairment tests are presented in Note 13 to the financial statements: Goodwill. Material acquisitions of companies and goodwill arising from them are presented in Note 2: Acquired businesses.

The assets from which amortizations have been recognized are always tested for impairment if there is objective evidence of goodwill impairment. On each balance sheet day, it is evaluated whether there is objective evidence of goodwill impairment in the financial assets recognized in the balance sheet. The recoverable amount for financial assets is either their fair value or the present value of future cash flows.

### **INVENTORIES**

On 31 December 2005, inventories consist of purchases of materials and prototype parts that are required for projects and have been inventoried at the balance sheet date, and they are measured at the lower of cost or the repurchase price.

### **LEASE AGREEMENTS**

Lease agreements in which all the risks and rewards incident to ownership remain with the lessor are treated as other lease agreements (operating leases). Contractual lease payments are entered as expenses in the income statement over the lease period.

Leases that transfer substantially all the risks and rewards incident to ownership are classified as finance leases. The fair value of leased assets is recorded, at the inception of the lease, under assets in the balance sheet and as a finance lease liability on the liabilities side. If the fair value cannot be determined, the value is calculated as the present value of minimum

lease payments. In calculating the present value the discount rate applied is either the internal rate of return in the lease or, if it cannot be determined, the interest rate on incremental borrowing as determined by management. Assets acquired under finance leases are depreciated over their useful lives or the lease periods, whichever is shorter.

### **AVAILABLE-FOR-SALE INVESTMENTS**

Marketable securities classified as available-forsale investments are recorded at fair value at the balance sheet date.

### **RECEIVABLES**

Receivables are entered in the balance sheet at cost or at lower fair value. Receivables are assessed regularly in respect of collectability and available collateral. If a credit loss is observed on a trade receivable, the credit loss is recorded in other operating expenses in the income statement.

### **RECOGNITION OF INCOME**

## INCOME FROM SERVICES AND MATERIALS

Revenue includes income from design activities and sales of materials and supplies for projects, adjusted for indirect taxes, discounts and exchange differences on currency-denominated sales. As a rule, services are recognized when the service is rendered. Sales of materials are recognized when the risks and rewards incident to ownership have been transferred to the buyer. Generally this takes place on assignment of materials. Revenue from construction contracts is recognized according to the percentage of completion. Income from leases is recognized for the period of lease.

### **CONSTRUCTION CONTRACTS**

Contracts whose outcome can be assessed reliably are recognized as income and expenses on the basis of the percentage of completion at the time of calculation. The basis for determining the percentage of completion has been changed. The percentage of completion of a contract is still evaluated on the basis of project progress, but instead of working hours completed, progress is calculated from the proportion of costs materialized to the estimated total cost of the contract. The change in the calculation of the percentage of completion has not been deemed to have a significant effect on the Group's revenue in the present or comparison periods. In the case of contracts whose outcome cannot be assessed reliably, project expenditure is expensed in the period in which it arises. Likewise, the amount of income recognized from a project does not exceed expenditure. The total loss on a contract that will probably result in a loss is expensed immediately.

### **INTEREST AND DIVIDENDS**

Interest income has been recorded using the effective interest rate method. Dividend income has been recognized when the shareholder has gained the right to receive payment.

### **EMPLOYEE BENEFITS**

### **PENSION OBLIGATIONS**

The Group's pension arrangements are defined contribution plans. In such plans, the Group

makes fixed payments to an external insurance company. The Group does not have a legal or constructive obligation to make additional payments if the recipient cannot pay the pension benefits in question. The payments for defined contribution plans are expensed in the accounting period to which they are allocated.

Termination benefits are recorded as a liability and an expense when employment is terminated before the normal retirement of an employee or when an employee is paid compensation as a consequence of voluntary redundancy. Termination benefits are recorded when the Company is demonstrably committed to the termination of employment in accordance with a detailed formal plan or has made the employee a compensation proposal to promote voluntary redundancy. Benefits falling due later than 12 months from the balance sheet date are discounted to their present value.

### SHARE-BASED PAYMENT

At the end of the 2006 financial year, there were no equity-based benefits. The Company's share option scheme ended on 31 January 2005.

### **INCOME TAXES**

The taxes in the consolidated income statement include the current tax for Group companies, taxes from previous financial periods and the change in deferred taxes. Current tax is calculated on taxable income using the tax rate in force in each country. In the case of items entered directly in shareholders' equity, the tax effect is recognized in equity.

Deferred taxes are recognized on all temporary differences between carrying amounts and their taxable values. The most significant temporary differences arise from the amortizations of property, plant and equipment, from lease agreements and the provisions of foreign subsidiaries. Deferred taxes are determined using the tax base in force at the balance sheet date or the enacted tax base at the time of tax base transition.

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

### SHAREHOLDERS' EQUITY

Shareholders' equity includes the share capital, the share premium fund and other equity items in accordance with the legislation of different countries. When Etteplan Oyj buys back its own shares, the compensation paid for the shares and the buyback costs reduce shareholders' equity. Etteplan Oyj has one series of shares.

# FINANCIAL ASSETS AND LIABILITIES

The Group's financial assets and liabilities are classified in the following categories in accordance with IAS 39 Financial Instruments: financial assets at fair value through profit or loss, other receivables, and cash and cash equivalents.

Financial assets at fair value through profit or loss include financial assets maturing within 12 months and they are measured at fair value on the basis of published price quotations in well-functioning markets. Both realized and unrealized profits and losses due to changes in fair value are recognized in the income statement in the financial year when they have arisen.

Other receivables are financial assets with fixed or measurable payments that are not quoted in well-functioning markets and are not held for trading. They are measured at the periodized cost and included under "Trade receivables and other receivables" in the balance sheet. If a receivable falls due no later than within 12 months, it is recorded in current financial assets, and if it is payable in over 12 months, it is recorded in non-current financial assets.

Available-for-sale financial assets are assets that have not been classified in another category. They are included in non-current assets unless the Company intends to hold them for less than 12 months from the balance sheet date, in which case they are presented in current assets. Available-for-sale financial assets comprise shares that are measured at cost because their fair value cannot be measured reliably.

Cash and cash equivalents include cash in hand and deposits held at call with banks. Items included under cash and cash equivalents have maturities of three months or less from the date of acquisition. Cash and cash equivalents are derecognized when the Group's contractual right to receive cash flows has expired or substantially all the risks and rewards incident to ownership have been transferred from the Group.

Financial liabilities are booked at their fair value on the basis of the consideration received. Financial liabilities are included in current and non-current liabilities and may be either interest-bearing or non-interest-bearing.

On the balance sheet date, the Group evaluates where there is evidence for the impairment of a financial asset item or group. An impairment loss is recognized on trade receivables if there is evidence that the receivables cannot be recovered in full. No credit losses were recognized during the financial year.

### **OPERATING PROFIT**

Operating profit is an item in the income statement that is obtained by adding other operating income to revenue, and deducting operational expenses, depreciation and impairment losses. Operating profit includes exchange rate differences on items related to operations.

# CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF UNCERTAINTY

Forward-looking estimates and assumptions are made while preparing the financial statements. The outcomes may deviate from these estimates and assumptions. In addition, judgement must be exercised in the application of the accounting policy. The estimates are based on management's best knowledge on the bal-

ance sheet date. Any changes to estimates and assumptions are entered in the accounts in the financial period when the estimate or assumption is amended.

The key assumptions concerning the future and uncertainties concerning the estimates made at the balance sheet date that cause a risk of changes in the carrying amounts of assets and liabilities during the next financial period are:

### **FAIR VALUE MEASUREMENT**

In business combinations, tangible assets have been compared with the market prices of equivalent assets, and the decline in the value of acquired assets due to various factors has been estimated. The fair value measurement of tangible assets is based on estimates of asset-related cash flows. Management believes that the estimates and assumptions are sufficiently precise for use as the basis of fair value measurement. Any indications of the impairment of tangible and intangible assets are reviewed annually.

# CUSTOMER AGREEMENTS AND ACCOUNTS IN ACQUISITIONS

Acquirees in general have a limited number of major customer accounts and agreements. In management's view these customer accounts and agreements cannot as a rule be considered to constitute an asset item that is to be recorded in the balance sheet, because customer agreements are by their nature non-binding framework agreements and cannot thus be treated or sold separately. With respect to customer accounts and agreements, it must also be taken into account that they are valid for the time being and a probable useful life cannot be reliably set for them.

### **IMPAIRMENT TESTING**

The Group tests goodwill and intangible assets with unlimited useful lives for impairment annually. Indications of impairment are evaluated as described above. The recoverable amounts of cash-generating units are based on value in use calculations. Estimates are required when making these calculations.

### RECOGNITION OF INCOME

As presented in the section concerning the policy for recognition of income, the income and expenses of construction contracts are recognized on the basis of the percentage of completion when the end result of the contract can be reliably estimated. Percentage of completion recognition is based on the expected income and expenses of the contract and the measurement of project progress. If the estimates of the contract outcome change, the sales and profits recognized as income are amended in the financial period when the change first becomes known and can be evaluated. The expected loss on a contract is expensed immediately.

### **RISK MANAGEMENT**

The objective of risk management within the Group is to identify major risk factors as well as to manage and mitigate the detrimental impact of risks. Risk management encompasses corporate governance within the Group as well as the management of operational and financial risks. The Group's management and financial administration assess risks and take measures to avert them in cooperation with the Management Group and the management for corporate planning. Etteplan Oyj's Board of Directors defines the general principles of risk management, and it monitors the development of risks and risk concentrations.

### **ADMINISTRATIVE RISK**

The Group's corporate governance guidelines and quality system are the means used to supervise administrative risk within the Group.

### **OPERATIONAL RISKS**

The operational risks that have an effect on the profitability of the Group's business operations are general cyclical fluctuations in the economy, the level of industrial capital expenditure affecting design operations, assignment and customer relationship management, data security and securing the commitment of management and key personnel. The dispersion of operations in several different industrial segments evens out the impact of cyclical fluctua-

tions within the various sectors. The Group's property and liability risks are duly covered with appropriate insurances and the Group has data security guidelines.

### **FINANCIAL RISKS**

Etteplan Oyj's business operations involve financial risks, such as foreign currency, interest, refinancing and liquidity risks and operational credit risks. The Group's financial risk management concentrates on minimizing the unfavourable impacts of changes within the financial markets on the Group's financial result.

### **FOREIGN CURRENCY RISK**

Etteplan operates in the international arena, and its business operations involve transaction and translation risks generated by fluctuations in exchange rates. The Group has no major transaction risks because business transactions are mainly handled in the currency of the project country of each Group company, primarily the euro and the Swedish Krona. The Group's translation risk refers to the impact of fluctuations in exchange rates from translating balance sheet items of subsidiaries into euros; the Group takes steps to minimize translation risk by financing the need for working capital in local currencies whenever this is feasible. No hedging measures have been taken with respect to the translation differences in goodwill involved in the Group's overseas company acquisitions and investment, but these levels are monitored in conjunction with impairment tests for goodwill.

### **INTEREST RISK**

The impacts from changes in interest rates on the value of interest-bearing receivables and liabilities in different currencies generate interest risk. The Group's cash assets are invested in risk-free, interest-bearing investments. Hedging interest is the means taken to manage the extent of interest risk on the fixed and fluctuating interest-bearing loans in its loan portfolio as well as on long-term credits.

### **REFINANCING AND LIQUIDITY RISK**

The Group has negotiated adequate credit facilities in order to minimize refinancing and liquidity risk and cover estimated financing needs.

### **OPERATIONAL CREDIT RISKS**

The Group has no noteworthy credit risk concentrations. A considerable proportion of business operations focus on large financially solid companies that operate internationally. Based on experience, credit losses are minimal. The Group has guidelines to ensure that services are sold only to customers who have a proper credit rating.

### 1. SEGMENT INFORMATION

Segment reporting is divided into business segments and geographical segments. Group's primary format for reporting segment information is business segments. Business segments are based on Group's internal organisation structure. Pricing of transactions between segments are entered at fair market price.

Segment assets are primarily tangible and intangible fixed assets, current assets, stocks, financial leasing objects and receivables. Segment liabilities are trade and other payables, accrued expenses and advance payments by the customers. Investments consist of the increase of tangible and intangible assets including acquisitions. Unallocated items include financial items. The segments follow the same calculation principles as the Group which have been discribed in Notes to the Consolidated Financial Statements.

### **Business segments**

Business segment is a business group which provides services and in which risks and profitability deviate from that of other business segments. The Group's business operations are divided into two segments: Product Development and Delivery Design. The Product Development segment provides design services in product development for its key customers. The Delivery Design segment provides services for the design of machines, equipment and production facilities. Other operations include non-allocated costs of the Group administration.

1.1.–31.12.2006 1 000 EUR	Product Development	Delivery Design	Other	Eliminations	Group total
Sales to others Sales total	46 526	57 015		-1 843	101 698 101 698
Operating profit of the segment Financial expenses - net Profit before income taxes and minorit Income taxes Minority interest Profit for the financial year	2 460 y interest	5 105	-742		6 823 -127 6 695 -2 096 -427 4 172
Assets Unallocated assets Assets, total	28 189	20 372	371		48 932 6 290 55 222
Liabilities Unallocated liabilities Liabilities, total	8 863	10 833	208		19 904 11 850 31 754
Capital expenditure Depreciation and amortisation	11 557 1 289	690 734	265 19		12 512 2 042

### 1. SEGMENT INFORMATION

1.1.–31.12.2005 1 000 EUR	Product Development	Delivery Design	Other	Eliminations	Group total
Sales to others Sales between business segments Sales total	26 062 15 26 077	53 303 121 53 424		-136	79 365 136 79 501
Operating profit of the segment Unallocated expenses Operating profit Financial expenses - net Profit before income taxes and minority Income taxes Minority interest Profit for the financial year	1 823 interest	2 464	-306	-32	3 949 -538 3 411 17 3 428 -1 167 -17 2 244
Assets Unallocated assets Assets, total	12 723	19 320	1 283	-794	32 532 4 955 37 487
Liabilities Unallocated liabilities Liabilities, total	5 895	8 582	155	-307	14 325 2 600 16 925
Capital expenditure Depreciation and amortisation	3 788 880	4 306 1 000	217 50		8 311 1 930

### **Geographical segments**

A geographical segment is by geographical division defined business group in which services are provided in certain economical environment and in which risks and profitability deviate from parts operating in other economical environment. Parent company's state of origin is Finland. The parent company is similarly the company to run business. Italy and China are included in the group Others. Sales has been allocated to geographical area according to the location of the trading unit. Assets and capital expenditure have been allocated based on where they are located.

### 1.1.-31.12.2006

1 000 EUR	Finland	Sweden	Germany	Other	Group
Sales	56 283	39 471	4 081	1 863	101 698
Assets	21 100	32 135	857	1 130	55 222
Capital expenditure	3 375	8 943	29	165	12 512

### 1.1.-31.12.2005

1 000 EUR	Finland	Sweden	Germany	Other	Group
Sales	47 229	25 723	4 359	2 054	79 365
Assets	28 319	7 134	1 318	811	37 582
Capital Expenditure	5 378	2 733	99	102	8 312

### 2. BUSINESS COMBINATIONS

### 2.1. Etteplan TeknikPartner AB

On 31 May 2006 the Group acquired a 100 per cent stake in ABA TeknikPartner AB, a company that provides design services. The acquired business operation increased the Group's revenue in financial year 2006 by a total of EUR 10,756 thousand and operating profit by EUR 592 thousand. Company agreements and customerships are not recognized as an asset in connection with this acquisition as the customer agreements are non-binding outline agreements by nature and therefore cannot be separated or sold as such. According to Etteplan Oyj's management's opinion the cost of acquisition exceeding the net assets of the acquired company is goodwill by nature as it is related to competence of the management and personnel of the acquired company.

### Details of net assets acquired and goodwill are as follows:

1 000 EUR	Fair value	Carrying amount
Purchase consideration:		
- Cash paid	8 956	8 956
- Fair value of shares issued	0	0
Total purchase consideration	8 956	8 956
Fair value of net assets acquired	1 065	3 102
Goodwill	7 890	5 854
The assets and liabilities arising from the acquisition a	re as follows:	
Cash and cash equivalents	531	531
Intangible assets	0	1 998
Property, plant and equipment	124	124
Trade receivables	4 343	4 343
Other receivables	556	556
Current payables	-3 746	-3 707
Deferred tax income net	-743	-743
Net assets	1 065	3 102
Net assets acquired	1 065	3 102
Purchase consideration settled in cash	8 956	8 956
Cash and cash equivalents in subsidiary acquired	531	531
Cash outflow on acquisition	8 425	8 425

### 2.2. Integrated e-Solutions Finland

On 1 April 2006 Integrated e-Solutions Finland were combined into the parent company Etteplan Oyj. The amount of the business acquisition paid in cash was EUR 379 thousand. Intangible and tangible assets were not transfered in connection with this acquisition. According to Etteplan Oyj's management's opinion the cost of acquisition exceeding the net assets of the acquired company is goodwill by nature as it is related to the competence of the management and personnel and to the market position of the acquired business and to the targeted operational synergies.

### **NOTES TO THE INCOME STATEMENT**

### 3. Revenue

Turnover consists of design business and the sales of materials related to projects adjusted with indirect taxes, discounts and differences in exchange rates. In Group's revenues EUR 4 425 thousand (EUR 3 643 thousand in 2005) has been recognized from the construction contracts. The Income statement included EUR 493 thousand revenue from work in progress according to the percentage of completion and prepayments to the Balance Sheet EUR thousand (EUR 143 thousand in 2005).

1 000 EUR	2006	2005
4. Other operating income		
Sales profit of tangible and intangible assets	25	20
Insurance compensation	88	0
Other operating income	106	78
Other operating income, total	219	98
5. Materials and services		
Materials	1 862	1 202
Change in stocks	25	-25
Services from Others	4 840	1 744
Materials and services, total	6 728	2 920
6. Number of personnel and staff expenses		
Number of personnel		
Personnel, average	1 501	1 230
At year-end	1 586	1 294
Of which		
Design personnel	1 511	1 242
Administration personnel	75	52
Personnel, total	1 586	1 294
Staff costs		
Wages and salaries	54 142	44 576
Pension costs - defined constribution plans	7 166	6 618
Other voluntary indirect employee costs	9 803	6 878
Staff costs, total	71 111	58 072

Employee benefits of the CEO and Board of Directors are disclosed in item Related party transactions.

1 000 EUR	2006	2005
7. Depreciation and amortisation		
Intangible assets	726	615
Property, plant and equipment	1 316	1 315
Depreciation and amortisation, total	2 042	1 930
8. Financial income		
Dividend income from assets held for sale	8	26
Interest income	76	77
Capital gain from assets held for sale, net	4	0
Other finance income	84	18
Financial income, total	172	120
9. Financial expenses		
Interest expenses on loans from financial institutions	280	54
Other financial expenses	20	49
Financial expenses, total	299	103
10. Income tax expenses		
Current income tax	1 923	1 122
Income tax from previous years	19	52
Deferred tax (Note 23)	154	-7
Total	2 096	1 167

Reconcilation between the Income tax in Income Statement and the theoretical amount of tax that would arise using the Group's domestic tax rate (2006: 26%, 2005: 26%).

### **NOTES TO THE INCOME STATEMENT**

1 000 EUR	2006	2005
Profit before taxes	6 695	3 429
Income tax according to tax rate 26 % (2005: 26 %)	1 741	891
Effect of tax rates of external subsidiaries	44	57
Losses for which no deferred income tax asset was recognised	179	142
Expenses not deductible for tax purposes	18	31
Previous deferred tax assets change	96	0
Income tax from previous years	19	52
Income taxes in income statement	2 096	1 174

The effective tax rate was 31% (2005: 33%). The decrease was caused by a change in the profitability of the Group's foreign subsidiaries.

### 11. Earnings per share

Basic earnings per share is calculated by dividing the profit attributable to equity holders for the financial year by the weighted average number of externally owned shares during the financial year. In the calculation the shares purchased by the Company are excluded.

	2006	2005
D (1) (4 000 511)	4.470	
Profit attributable to equity holders (1 000 EUR)	4 172	2 244
Weighted average number of shares (1 000 pcs)	9 699	8 957
Basic earnings per share (EUR per share)	0,43	0,25

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding the conversion of all ordinary shares with dilutive effect. The share options have a dilutive effect when the issue price of the share option is lower than the fair value of the share. The share options did not have dilutive effect on the weighted average number of shares at the year end.

	2006	2005
Profit attributable to equity holders of the Company (1 000 EUR)  Profit used to determine diluted earnings per share (1 000 EUR)	4 172 4 172	2 244
Weighted average number of ordinary shares for diluted earnings per share (1 000 pcs)	9 699	8 957
Diluted earnings per share (EUR per share)	0,43	0,25

1 000 EUR	2006	2005	
12. Property, plant and equipment Land and water areas			
Acquisition cost 1.1.	19	19	
Book value 31.12.	19	19	
Construction			
Acquisition cost 1.1.	594	541	
ncreases 1.1.–31.12.	19	53	
Decreases 1.1.–31.12.	74	0	
Acquisition cost 31.12.	540	594	
Accumulated depreciation 1.1.	258	238	
Depreciation for the financial year	31	20	
Accumulated depreciation 31.12.	289	258	
Book value 31.12.	251	336	
Machinery and equipment			
Acquisition cost 1.1.	10 276	9 058	
ncreases 1.1.–31.12.	997	1 551	
Decreases 1.1.–31.12.	357	333	
Acquisition cost 31.12.	10 916	10 276	
Accumulated depreciation 1.1.	7 141	5 846	
Depreciation for the financial year	1 286	1 295	
Accumulated depreciation 31.12.	8 427	7 141	
Book value 31.12.	2 489	3 135	
Finance leases	C		
Machinery and equipment includes assets purchased b	y finance lease:		
Acquisition cost 1.1.	584	89	
ncreases 1.1.–31.12.	439	495	
Decreases 1.1.–31.12. Acquisition cost 31.12.	1 1 022	0 584	
Accumulated depreciation 1.1.	148	18	
Depreciation for the financial year	274	130	
Accumulated depreciation 31.12.	422	148	
Book value 31.12.	600	436	
13. Goodwill			
Acquisition cost 1.1.	8 921	3 743	
ncreases 1.1.–31.12.	1 724	0	
Business acquisitions 1.1.–31.12.	7 891	5 279	
Exchange difference	45	-101	
Acquisition cost 31.12.	18 580	8 921	
Book value 31.12.	18 580	8 921	
Goodwill is allocated to business segments's			
cash-generating business units as follows:	Delivery Design 2006	Product Development 2006	Total 2006
Finland	402	3 545	3 947
Sweden	3 752	10 694	14 446
Germany	0	0	0
Other	187	0	187
Total	4 341	14 240	18 580
Goodwill is allocated to business segments's			
cash-generating business units as follows:	Delivery Design	Product Development	Total
Einland	2005	2005	2005
Finland	402	2 968	3 370
Sweden	3 445	2 059	5 503
Germany	0	0	0
		0	17
Other Total	47 3 894	0 5 027	47 8 921

16 Investories

Goodwill is allocated to cash-generating units for determination of impairement. The value-in-use calculation is based on financial estimates on income, cost and investments approved by management for a five year period. Cash flows beyond the time period are extrapolated based on a growth rate of 1%. The discount rate used in the calculation is 10% and is based on weighted average cost of capital before tax. An impairment is booked as cost in the statement of income if the discounted cash flow of the CGU is lower than it's goodwill and operating assets. No impairment has been booked during the fiscal year.

Sensitivity analysis on invoicing rate, sales margin, growth and change in discounting rate of +/-3% has been performed impairement in connection with the value-in-use calculations. Based on the sensitivity analysis no essential losses have been foreseen.

1 000 EUR	2006	2005	
14. Other intangible assets			
Acquisition cost 1.1.	5 222	3 971	
Increases 1.1.–31.12.	913	1 250	
Decreases 1.1.–31.12.	16	0	
Acquisition cost 31.12.	6 118	5 222	
Accumulated depreciation 1.1.	3 269	2 654	
Depreciation for the financial year	726	615	
Accumulated depreciation 31.12.	3 994	3 269	
Book value 31.12.	2 124	1 953	
15. Investments available for sale			
Acquisition cost 1.1.	465	464	
Increases 1.1.–31.12.	0	40	
Decreases 1.1.–31.12.	40	39	
Acquisition cost 31.12.	425	465	

Investments available-for-sale comprise mainly marketable equity securities which are valued at their historical cost as shares are not intended to be actively traded on the active markets. Share amounts recognized in the balance sheet are minor and do not have essential effect on the consolidated balance sheet. Investments available-for-sale are classified as non-current assets unless they are expected to be realized during the next twelve months after the reporting date or unless selling them is necessary to acquire working capital.

16. Investories			
Stocks	0	25	
Total	0	25	
17. Trade and other receivables			
Other long term receivables	852	0	
Trade receivables	22 801	16 293	
Other receivables	476	194	
Accrued income	943	1 224	
Total	25 071	17 712	
Main items included in accrued income			
Prepaid leasing rents	84	22	
Amortised tax	28	35	
Prepaid office rents	184	113	
Other	646	1 054	
Main items included in accrued income, total	943	1 224	
Receivables do not contain essential cumulated credit ris	ks.		
18. Financial assets at fair value throug incom	e statement		
At the begining of financial year	475	234	
Increase	0	250	
Decrease	-475	0	
Increase/decrease (-) of revaluation	0	-9	
At the end of the financial year	0	475	
Short-term	0	475	

1 000 EUR	2006	2005	
19. Cash and cash equivalents			
Cash in bank and in hand	6 125	4 394	
Short-term bank deposits	49	51	
Total	6 174	4 445	

Cash and cash equivalents in the balance sheet are corresponding with the financial assets in Cash flow statement. The effective interest rates on short-term bank deposits are on the average 2,6% and these deposits have an average maturity same as the common maturity level in current accounts.

20. Changes in shareholders' equity		
Share capital 1.1.	2 403	427
Share issue	40	1 976
Share capital, total	2 443	2 403
Share premium account	5 058	5 058
Share issue	4 121	3 211
Share premium account 31.12.	9 179	8 269
Retained earnings 1.1.	8 432	7 743
Translation difference	293	-252
Transfer from reserve of own shares	0	0
Dividends paid	-1 923	-1 305
Retained earnings 31.12.	6 802	6 187
Profit for the financial year	4 172	2 244
Minority interest	872	1 360
Shareholders' equity total	23 468	20 463

### Dividends

The Board of Directors has proposed a dividend of EUR 0.26 to be paid.

### **Shares**

1 000 pcs	2006	2006	
Number of shares 1.1.	9 613	4 342	
Share issue	160	5 271	
Shares total 31.12.	9 773	9 613	
1 000 EUR	2006	2005	
21. Interest-bearing loans			
Non-current interest bearing loans			
Loans from financial institutions	7 119	60	
Leasing liabilities	323	295	
Pension loans	1 524	1 059	
Non-current interest-bearing loans, total	8 967	1 414	
Current			
Loans from financial institutions	1 512	555	
Leasing liabilities	325	183	
Pension loans	0	29	
Current interest-bearing loans, loans	1 837	766	

Carrying value of the remaining interest bearing liabilities of the Group is considered to approximate their fair value. The repayment schedule of the long term bank loan is based on equal quartely installments up till 30.5.2013.

The average interest rate of the finance lease agreements in year 2006 is 4.23% (3.85% in year 2005). The interest of the long term bank loan is based on 3 month euribor, the interest risk is limited, through a collar agreement, within the range of 3.65%-4.45%.

1 000 EUR	2006	2005	
Due dates of the financial leasing liabilities			
Finance lease obligation - minimum lease payments			
For payment one year	331	187	
Between 1 and 5 years	314	252	
Over 5 years	0	0	
Total	645	439	
Future financial expenses from leases	23	18	
Present value of the finance lease is due as follows:	0	0	
For one year	325	175	
Between 1 and 5 years	324	303	
Over 5 years			
Total	649	477	
22. Trade and other payables			
Prepayments	114	151	
Accounts payable	2 381	1 469	
Other liabilities	6 316	4 917	
Accrued expenses	11 093	8 208	
Trade and other payables, total	19 904	14 746	
Main items included in accrued expenses			
Holiday pay debt	5 728	4 044	
Accrued income tax	382	229	
Accrued social security costs	3 304	2 054	
Other	1 679	1 882	
Main items included in accrued expenses	11 093	8 208	
23. Deferred tax assets and liabilities			
Deferred tax asset			
At the beginning of the financial year	96	0	
Charge/credited to income statement	-83	96	
Business acquisitions, -sales and other	75	0	
At the end of the financial year	88	96	
Deferred tax asset			
Deferred tax asset Other temporary differences	13	0	
	13 13	0	
Other temporary differences			
Other temporary differences Total			
Other temporary differences Total  Deferred tax liabilities	13	0	
Other temporary differences Total  Deferred tax liabilities At the beginning of the financial year Credited to the income statement	13 193	0 75	
Other temporary differences Total  Deferred tax liabilities At the beginning of the financial year	13 193 -13	0 75 2	
Other temporary differences Total  Deferred tax liabilities At the beginning of the financial year Credited to the income statement Credited to equity At the end of the financial year	13 193 -13 866	0 75 2 116	
Other temporary differences Total  Deferred tax liabilities At the beginning of the financial year Credited to the income statement Credited to equity At the end of the financial year  Deferred tax liabilities	13 193 -13 866	0 75 2 116	
Other temporary differences Total  Deferred tax liabilities At the beginning of the financial year Credited to the income statement Credited to equity At the end of the financial year  Deferred tax liabilities Appropriations	13 193 -13 866 1 046	75 2 116 193	
Other temporary differences Total  Deferred tax liabilities At the beginning of the financial year Credited to the income statement Credited to equity At the end of the financial year  Deferred tax liabilities	13 193 -13 866 1 046	75 2 116 193	
Other temporary differences Total  Deferred tax liabilities At the beginning of the financial year Credited to the income statement Credited to equity At the end of the financial year  Deferred tax liabilities Appropriations Other temporary differences Total	13  193 -13 866 1 046  50 118	75 2 116 193 25 -32	
Other temporary differences Total  Deferred tax liabilities At the beginning of the financial year Credited to the income statement Credited to equity At the end of the financial year  Deferred tax liabilities Appropriations Other temporary differences Total  24. Minority interest	13  193 -13 866 1 046  50 118 167	75 2 116 193 25 -32	
Other temporary differences Total  Deferred tax liabilities At the beginning of the financial year Credited to the income statement Credited to equity At the end of the financial year  Deferred tax liabilities Appropriations Other temporary differences Total  24. Minority interest At the beginning of the financial year	13  193 -13 866 1 046  50 118	75 2 116 193 25 -32	
Other temporary differences Total  Deferred tax liabilities At the beginning of the financial year Credited to the income statement Credited to equity At the end of the financial year  Deferred tax liabilities Appropriations Other temporary differences Total  24. Minority interest At the beginning of the financial year Changes in ownership	13  193 -13 866 1 046  50 118 167	75 2 116 193 25 -32 -7	
Other temporary differences Total  Deferred tax liabilities At the beginning of the financial year Credited to the income statement Credited to equity At the end of the financial year  Deferred tax liabilities Appropriations Other temporary differences Total  24. Minority interest At the beginning of the financial year	13  193 -13 866 1 046  50 118 167  1 360 -731	75 2 116 193 25 -32 -7	
Other temporary differences Total  Deferred tax liabilities At the beginning of the financial year Credited to the income statement Credited to equity At the end of the financial year  Deferred tax liabilities Appropriations Other temporary differences Total  24. Minority interest At the beginning of the financial year Changes in ownership Share of the profit of the subsidiary	13  193 -13 866 1 046  50 118 167  1 360 -731 427	75 2 116 193 25 -32 -7 1 208 348 17	

### **OTHER NOTES**

### 25. Adjustments to the consolidated cash flows

Major non-cash transactions include an equity issue as consideration in acquisition of subsidiary

### 26. Other rental agreements

Group companies have rented the most of their office premises. Most of the rental agreements are made for the time being. Index and other clauses differ from one another. Office premises rents for 2006 were EUR 2 484 thousand.

### 27. Pledges, mortgages and guarantees

1 000 EUR	2006	2005	
Liabilities for which have guaranteed by business mortage			
Pension loans	952	1 382	
Loans from financial institutions	226	1 092	
Other debts	0	6	
Business mortage	546	1 430	
Book value of pledged shares	0	215	
Other contingencies			
Pension loans	72	0	
Loans from financial institutions	277	1 394	
Pledged invoices	2 341	1 226	
Term deposits including interests	23	47	
Leasing liabilites			
For payment in next financial year	890	470	
For payment later	863	712	
Total	6 190	7 974	

### 28. Events occurring after the balance sheet date

In January, Etteplan Oyj acquired the entire share capital of the Kouvola-based company LCA Engineering Oy. LCA engineering Oy offers process and plant design services to industrial companies and machinery and equipment manufacturers, primarily those in the wood processing industry. The effect of acquisition of LCA Engineering Oy into the revenue is estimated to be EUR 2,7 million and into the net profit for the financial year EUR 0,4 million. LCA Engineering Oy shall be consolidated into the Group from the beginning of the acquisition month.

The increase in share capital was reported in a stock exchange release dated 7 February 2007. Etteplan increased its share capital by EUR 49 thousand in February with a directed share issue of 196,347 shares. The shares were used as payment in the acquisition of LCA Engineering Oy. The new shares were registered in the Trade Register on 7 February 2007 and became subject to trade on the stock exchange together with the old shares on 8 February 2007. After the issue, share capital amounted to EUR 2,492 thousand and the total number of shares to 9,969 thousand.

### Details of net assets acquired and goodwill are as follows:

1 000 EUR	Fair value	Carrying amount	
Purchase consideration:			
- Cash paid	887	887	
- Fair value of shares issued	1 290	1 290	
Total purchase consideration	2 177	2 177	
Fair value of net assets acquired	508	508	
Goodwill	1 669	1 669	
The assets and liabilities arising from the acquisition	are as follows:		
Cash and cash equivalents	548	548	
Intangible assets	3	3	
Tangible asset	18	18	
Trade receivables	465	465	
Other receivables	23	23	
Current liabilities	-550	-550	
Net assets	508	508	
Net assets acquired	508	508	
Purchase consideration settled in cash	887	887	
Cash and cash equivalents in subsidiary acquired	548	548	
Cash outflow on acquisition	339	339	

#### 29. Related-party transactions

The Group's related-party includes Board of Directors and CEO. As the transactions with related-party are recognized those business transactions which are not eliminated in consolidation. Related-party transactions are priced according to Group's normal pricing basis and sales conditions.

#### Group relationships between parent and subsidiaries 31.12.2006

The subsidiaries in Etteplan-Group are:

Company	Domicile	Group's holding	
Parent company Etteplan Oyj	Hollola		
Ette-Consulting Oy	Hollola	100%	
Ette-Engineering Oy	Pori	100%	
Ette-Ins Oy	Pori	100%	
Insinööritoimisto N.Liukkonen Oy	Hollola	100%	
Insinööritoimisto Raskon Oy	Hollola	100%	
Insinööritoimisto Keskilinja Oy	Jyväskylän mlk	100%	
Etteplan Metals Processing Oy	Hollola	100%	
NATLABS Oy	Hyvinkää	100%	
Etteplan Design Center Oy	Hyvinkää	100%	
Etteplan Engineering GmbH	Bochum	100%	
Etteplan Production Lines Oy	Hollola	100%	
EPE Design Oy	Hyvinkää	100%	
Etteplan Industriteknik Ab	Upplands Väsby	100%	
Etteplan Technical Systems AB	Alingsås	100%	
Prekam AB	Malmö	80%	
ProTang AB	Västerås	73,16%	
ProTang Teknikinformation Ab	Västerås	100%	
Di&Esse Etteplan Srl	Bernate Ticino	93,75%	
Etteplan Consulting (Shanghai) Co., Ltd. Shanghai	Shanghai	100%	
DokuMentori Oy	Tampere	70%	
Etteplan Teknikpartner Ab	Göteborg	100%	

# The following transactions were carried out with related parties:

1 000 EUR	2006	2005	
Sales of services			
To other in related-party	99	138	
Total	99	138	
Purchase of goods and services			
Office premises rents			
Key management personnel	92	92	
From other in related-party	217	214	
Total	309	306	
Receivables and payables year end balances arising Receivables from related parties	from sales and purchase of goods and servi	ces	

15

15

There were no loans to the related-party and from related-party at 31.12.2006 nor 31.12.2005. The company did not have loans from the related-party during the corresponding period.

# **Employee benefits of the management**

From other in related-party

Total

The management of Etteplan Oyj includes the Board of Directors and Managing Director.

Salaries and fees to Managing Directors and Board of Directors	S	
paid and recognized in income statement, EUR 1 000	2006	2005
Board of Directors and CEO, total	258	231

The annual emolument for an executive member of the Board of Directors passes by the Annual General Meeting. The company has taken out supplementary pension insurance for one member of the Board, which allows him to retire at the age of 60. According to the bonus system regulations that were approved by the Board of Directors, the CEO is paid a profit-related bonus the amount of which depends on the Group's operating profit.

The company has taken out supplementary pension insurance for the CEO and to one Member of the Board of Directors, employed by the Group which allows them to retire at the age of 60.

Stock options have not been granted for the company's management during 2006. Etteplan Oyj's share option programme ended in 31. January 2005.

## Information on management holdings

	Shares	
1 000 pcs	31.12.2006	
Hornborg Heikki, <i>Managing Director</i>	573	
Mönkkönen Tapani, chairman of the Board of Directors	2 038	
Hakakari Tapio, member of the Board of Directors	100	
Nupponen Pertti, member of the Board of Directors	1	
Total	2 712	

3

# **PARENT COMPANY'S INCOME STATEMENT**

1 000 EUR	Note	1.131.12.2006 FAS	1.1.–31.12.	2005 FAS	
Revenue	30	43 799	30	6 780	
Variation in work in progress	30	<b>43 /39</b>	٠.	-503	
Other operating income	31	488		542	
Materials and services	32	-18 116	-1	3 253	
Staff costs	33	-15 090	-1	3 277	
Depreciation and amortisation expenses	34	-958		-849	
Other operating expenses		-6 509	-	5 628	
Operating profit		3 613	8.3 %	3 812	10.4 %
Financial income and expenses	35	1 813		894	
Profit before extraordinary items		5 426		4 706	
Extraordinary items	36	-462		-806	
Profit before appropriations and taxes		4 964	:	3 900	
Appropriations	37	167		21	
Income taxes	38	-856		-787	
Net profit for the financial year		4 275	9.8 %	3 135	8.5 %

# **PARENT COMPANY'S BALANCE SHEET**

1 000 EUR	Note	31.12.2006 FAS	31.12.2005 FAS
ASSETS			
Non-current assets		4.500	
Intangible assets	39	1 539	1 256
Tangible assets	40	884	1 345
Investments	41		
Shares in group companies		25 591	13 965
Other investments		27	67
Investments, total		25 617	14 032
Non-current assets, total		28 040	16 633
Current assets			
Current receivables	42	11 108	10 089
Cash and cash equivalents		521	564
Current assets, total		11 629	10 653
TOTAL ASSETS		39 669	27 286
EQUITY AND LIABILITIES			
Equity	43		
Share capital		2 443	2 403
Share premium account		9 179	8 269
Retained earnings		5 783	4 570
Net profit for the financial year		4 275	3 135
Equity, total		21 680	18 378
Appropriations	44	186	353
I in hilliainn			
Liabilities	45	7.071	2.44
Long-term liabilities	45	7 071	341
Current liabilities	46	10 731	8 214
Liabilities, total		17 803	8 555
TOTAL EQUITY AND LIABILITIES		39 669	27 286

# PARENT COMPANY'S CASH FLOW STATEMENT

1 000 EUR	1.1.–31.12.2006	1.131.12.2005
Operating cash flow		
Cash receipts from customers	44 351	32 186
Cash receipts from other operating income	465	533
Operating expenses paid	39 055	30 147
Operating cash flow before financial items and taxes	5 761	2 572
Interest and payment paid for financial expenses	212	33
Interest received	51	38
Income taxes paid	996	991
Cash flow from extraordinary items (net)	0	-250
Operating cash flow ( A )	4 602	1 337
Investing cash flow		
Purchase of tangible and intangible assets	904	1 526
Acquisition of subsidiaries	10 658	1 158
Proceeds from sale of tangible and intangible assets	104	80
Purchase of other investment	0	40
Interest received	33	38
Dividend received	712	888
Investment cash flow ( B )	-10 714	-1 718
Financing cash flow		
Proceeds from issuance of share capital	0	317
Long-term loans, increase	10 332	0
Long-term loans, decrease	2 341	28
Dividend paid and other profit distribution	1 923	1 305
Financing cash flow ( C )	6 068	-1 015
Variation in working capital ( A + B + C ) increase ( +	) / decrease ( - ) -43	-1 395
Assets in the beginning of the period	564	1 960
Assets at the end of the period	521	564

# NOTES TO THE PARENT COMPANY'S FINANCIAL STATEMENTS

# PARENT COMPANY'S ACCOUNTING POLICIES

## **BASIS OF PREPARATION**

The financial statements of the parent company Etteplan Oyj have been prepared in accordance with Finnish accounting and company legislation (FAS).

# RECOGNITION OF INCOME AND CONSTRUCTION CONTRACTS

Revenue includes income from design activities and sales of materials and supplies for projects. The parent company's recognition of income and construction contracts accounting principles correspond to that of consolidated financial statements.

# RESEARCH AND DEVELOPMENT EXPENDITURE

Research and development expenditure has been recorded as an expense in the year in which it is incurred.

# MEASUREMENT OF PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment has been capitalized in the balance sheet at cost less depreciation according to plan and with possible impairment loss. Depreciation according to plan is based on the estimated useful life of

the asset item. Land areas are not depreciated because they are not considered to have a carrying period.

The useful lives of other tangible assets are:

Software	5 years
Computers	3 years
Vehicles	5 years
Office furniture and fixtures	5 years
Renovations of premises	5 vears

Maintenance and repair costs are recognized as an expense as they are incurred. Major basic improvement investments are capitalized and depreciated in the income statement over their useful life. Capital gains and losses arising on the retirement and sale of property, plant and equipment are included either in other operating income or expenses.

### **INCOME TAXES**

Income taxes based on taxable earnings are periodized in the separate financial statements. Taxes in the income statement include taxes based on taxable earnings for the period as well as taxes for previous periods. Current tax is calculated on taxable income using the tax rate that is in force in each country.

# ACCUMULATED APPROPRIATIONS IN THE PARENT COMPANY

Accumulated appropriations for the parent company comprise the depreciation difference. The accumulated depreciation difference between depreciation according to plan and book depreciation totals EUR 8 thousand for machinery and equipment and EUR 179 for long-term expenditure. The associated tax liability for the depreciation difference is EUR 48 thousand, which is not recorded in the parent company's balance sheet.

# PENSION ARRANGEMENTS

Pension security for the employees of the parent company has been arranged with external pension insurance companies. Pension expenses are recorded as expenses in the year in which they are incurred.

### **LEASE AGREEMENTS**

Contractual lease payments are entered as expenses in the income statement over the lease period.

# PARENT COMPANY'S NOTES TO THE INCOME STATEMENT

1 000 EUR	2006 FAS	2005 FAS
30. Turnover by area		
Finland	43 799	36 780
Turnover consists of design business.		
31. Other operating income		
Sales profit of tangible and intangible assets	23	9
Insurance compensation	77	0
Other operating income	387	533
Other operating income, total	488	542
32. Materials and services	F0	40
Materials Services from Others	50 18 065	48 13 205
Materials and services, total	18 116	13 253
22. Normhau of marsaynal and stoff armanas		
33. Number of personnel and staff expenses  Number of personnel		
Personnel, average	321	300
At year-end	323	308
Of which		
Design personnel	305	291
Administration personnel	18	17
Personnel, total	323	308
Staff expenses		
Nages and salaries	12 282	10 682
Pancian aynancas	1 934	1 814
Other voluntary indirect employee costs Staff expenses, total	874 15 090	781 13 277
Other voluntary indirect employee costs Staff expenses, total Employee benefits of the CEO and Board of Directors are disclosed in item Re  34. Depreciation and amortisation Other long-term expenditure and intangible assets	874 15 090 lated party transactions. 474	13 277 393
Other voluntary indirect employee costs Staff expenses, total Employee benefits of the CEO and Board of Directors are disclosed in item Re  34. Depreciation and amortisation Other long-term expenditure and intangible assets  Machinery and equipment	874 15 090 lated party transactions. 474 485	13 277 393 457
Other voluntary indirect employee costs Staff expenses, total Employee benefits of the CEO and Board of Directors are disclosed in item Re  84. Depreciation and amortisation Other long-term expenditure and intangible assets Machinery and equipment Depreciation and amortisation, total	874 15 090 lated party transactions. 474	13 277 393
Other voluntary indirect employee costs Staff expenses, total  Employee benefits of the CEO and Board of Directors are disclosed in item Re  34. Depreciation and amortisation Other long-term expenditure and intangible assets Machinery and equipment Depreciation and amortisation, total  35. Financial income and expenses	874 15 090 lated party transactions. 474 485	13 277 393 457
Other voluntary indirect employee costs Staff expenses, total  Employee benefits of the CEO and Board of Directors are disclosed in item Re  34. Depreciation and amortisation Other long-term expenditure and intangible assets Machinery and equipment Depreciation and amortisation, total  35. Financial income and expenses Dividend income	874 15 090 lated party transactions. 474 485 958	13 277 393 457 849
Other voluntary indirect employee costs Staff expenses, total Employee benefits of the CEO and Board of Directors are disclosed in item Re  84. Depreciation and amortisation Other long-term expenditure and intangible assets Machinery and equipment Depreciation and amortisation, total  85. Financial income and expenses Dividend income From Group companies	874 15 090 lated party transactions. 474 485	13 277 393 457
Other voluntary indirect employee costs Staff expenses, total  Employee benefits of the CEO and Board of Directors are disclosed in item Re  34. Depreciation and amortisation Other long-term expenditure and intangible assets Machinery and equipment Depreciation and amortisation, total  35. Financial income and expenses Dividend income From Group companies From others	874 15 090 lated party transactions. 474 485 958	13 277 393 457 849
Other voluntary indirect employee costs Staff expenses, total  Employee benefits of the CEO and Board of Directors are disclosed in item Re  34. Depreciation and amortisation Other long-term expenditure and intangible assets Machinery and equipment Depreciation and amortisation, total  35. Financial income and expenses Dividend income From Group companies From others Dividend income, total	874 15 090 lated party transactions. 474 485 958	13 277 393 457 849 888 3
Other voluntary indirect employee costs Staff expenses, total  Employee benefits of the CEO and Board of Directors are disclosed in item Re  34. Depreciation and amortisation Other long-term expenditure and intangible assets Machinery and equipment Depreciation and amortisation, total  35. Financial income and expenses Dividend income From Group companies From others Dividend income, total  Interest and financial income	874 15 090 lated party transactions. 474 485 958	13 277 393 457 849 888 3
Other voluntary indirect employee costs Staff expenses, total  Employee benefits of the CEO and Board of Directors are disclosed in item Re  34. Depreciation and amortisation Other long-term expenditure and intangible assets Machinery and equipment Depreciation and amortisation, total  35. Financial income and expenses Dividend income From Group companies From others Dividend income, total  Interest and financial income From Group companies From Others	874 15 090 lated party transactions. 474 485 958 1 938 3 1 942	13 277  393 457 849  888 3 891  0 36
Other voluntary indirect employee costs Staff expenses, total  Employee benefits of the CEO and Board of Directors are disclosed in item Re  34. Depreciation and amortisation Other long-term expenditure and intangible assets Machinery and equipment Depreciation and amortisation, total  35. Financial income and expenses Dividend income From Group companies From others Dividend income, total  Interest and financial income From Group companies From Others	874 15 090 lated party transactions. 474 485 958 1 938 3 1 942	13 277  393 457 849  888 3 891
Other voluntary indirect employee costs Staff expenses, total  Employee benefits of the CEO and Board of Directors are disclosed in item Re  34. Depreciation and amortisation Other long-term expenditure and intangible assets Machinery and equipment Depreciation and amortisation, total  35. Financial income and expenses Dividend income From Group companies From others Dividend income, total  Interest and financial income, total	874 15 090 lated party transactions. 474 485 958 1 938 3 1 942 29 54 83	393 457 849 888 3 891 0 36
Other voluntary indirect employee costs Staff expenses, total  Employee benefits of the CEO and Board of Directors are disclosed in item Re  34. Depreciation and amortisation Other long-term expenditure and intangible assets Machinery and equipment Depreciation and amortisation, total  35. Financial income and expenses Dividend income From Group companies From others Dividend income, total  Interest and financial expenses To others	874 15 090 lated party transactions. 474 485 958 1 938 3 1 942	13 277  393 457 849  888 3 891  0 36
Other voluntary indirect employee costs Staff expenses, total  Employee benefits of the CEO and Board of Directors are disclosed in item Re  34. Depreciation and amortisation Other long-term expenditure and intangible assets Machinery and equipment Depreciation and amortisation, total  35. Financial income and expenses Dividend income From Group companies From others Dividend income, total  Interest and financial income From Group companies From others Interest and financial income, total  Interest and financial expenses To others To others Interest and financial expenses, total	874 15 090 lated party transactions. 474 485 958 1 938 3 1 942 29 54 83	13 277  393 457 849  888 3 891  0 36 36
Other voluntary indirect employee costs Staff expenses, total  Employee benefits of the CEO and Board of Directors are disclosed in item Re  34. Depreciation and amortisation Other long-term expenditure and intangible assets Machinery and equipment Depreciation and amortisation, total  35. Financial income and expenses Dividend income From Group companies From others Dividend income, total  Interest and financial income From Group companies From others Interest and financial income, total  Interest and financial expenses To others Interest and financial expenses To others Interest and financial expenses, total  Financial income and expenses, total	874 15 090 lated party transactions.  474 485 958  1 938 3 1 942  29 54 83  212 212	13 277  393 457 849  888 3 891  0 36 36 33 33
Other voluntary indirect employee costs Staff expenses, total  Employee benefits of the CEO and Board of Directors are disclosed in item Re  34. Depreciation and amortisation Other long-term expenditure and intangible assets Machinery and equipment Depreciation and amortisation, total  35. Financial income and expenses Dividend income From Group companies From others Dividend income, total  Interest and financial income From Group companies From others Interest and financial income, total  Interest and financial expenses To others Interest and financial expenses To others Interest and financial expenses, total  Financial income and expenses, total  36. Extraordinary items	874 15 090 lated party transactions.  474 485 958  1 938 3 1 942  29 54 83  212 212	13 277  393 457 849  888 3 891  0 36 36 33 33
Other voluntary indirect employee costs Staff expenses, total  Employee benefits of the CEO and Board of Directors are disclosed in item Re  34. Depreciation and amortisation Other long-term expenditure and intangible assets Machinery and equipment Depreciation and amortisation, total  35. Financial income and expenses Dividend income From Group companies From others Dividend income, total  Interest and financial income From Group companies From others Interest and financial income, total  Interest and financial expenses To others Interest and financial expenses, total  Financial income and expenses, total  36. Extraordinary items Group contribution	874 15 090 lated party transactions.  474 485 958  1 938 3 1 942  29 54 83  212 212 1 813	13 277  393 457 849  888 3 891  0 36 36 33 33 33
Pension expenses Other voluntary indirect employee costs Staff expenses, total  Employee benefits of the CEO and Board of Directors are disclosed in item Re 34. Depreciation and amortisation Other long-term expenditure and intangible assets Machinery and equipment Depreciation and amortisation, total  35. Financial income and expenses Dividend income From Group companies From others Dividend income, total Interest and financial income From Group companies From others Interest and financial income, total Interest and financial expenses To others Interest and financial expenses, total Financial income and expenses, total  36. Extraordinary items Group contribution  37. Appropriations Difference between depreciations according to the plan and booked depreciation	874 15 090 lated party transactions.  474 485 958  1 938 3 1 942  29 54 83  212 212 1 813	13 277  393 457 849  888 3 891  0 36 36 33 33 33
Other voluntary indirect employee costs Staff expenses, total  Employee benefits of the CEO and Board of Directors are disclosed in item Re  34. Depreciation and amortisation Other long-term expenditure and intangible assets Machinery and equipment Depreciation and amortisation, total  35. Financial income and expenses Dividend income From Group companies From others Dividend income, total  Interest and financial income From Group companies From others Interest and financial income, total  Interest and financial expenses To others Interest and financial expenses, total  Sinancial income and expenses, total  36. Extraordinary items Group contribution  37. Appropriations Difference between depreciations according to the plan and	874 15 090 lated party transactions.  474 485 958  1 938 3 1 942  29 54 83  212 212 1 813  462	393 457 849 888 3 891 0 36 36 33 33 894

# PARENT COMPANY'S NOTES TO THE BALANCE SHEET

1 000 EUR	2006 FAS	2005 FAS
39. Intangible assets		
Acquisition cost 1.1.	3 526	2 554
Increases 1.1.–31.12.	380	972
Decreases 1.1.–31.12.	2	0
Acquisition cost 31.12.	3 903	3 526
Accumulated depreciation 1.1.	2 270	1 877
Depreciation for the financial year	417	393
Accumulated depreciation 31.12.	2 687	2 270
Book value 31.12.	1 217	1 256
Goodwill		
Acquisition cost 1.1.	379	0
Increases 1.1.–31.12.	57	0
Acquisition cost 31.12.	322	0
Book value 31.12.	322	0
Intangible assets, total	1 539	1 256
40. Property, plant and equipment		
Acquisition cost 1.1.	5 265	5 031
Increases 1.1.–31.12.	146	388
Decreases 1.1.–31.12.	122	154
Acquisition cost 31.12.	5 288	5 265
Accumulated depreciation 1.1.	3 920	3 463
Depreciation for the financial year	485	457
Accumulated depreciation 31.12.	4 405	3 920
Book value 31.12.	884	1 345
Tangible assets, total	884	1 345
41. Investments		
Interests in Group companies		
Acquisition cost 1.1.	13 965	8 013
Increases 1.1.–31.12.	11 625	5 953
Acquisition cost 31.12.	25 591	13 965
Own shares		
Acquisition cost 1.1.	0	0
ncreases 1.1.–31.12.	416	0
Decreases 1.1.–31.12.	416	0
Acquisition cost 31.12.	0	0
Other investments		
Acquisition cost 1.1.	27	27
ncreases 1.1.–31.12.	0	40
Acquisition cost 31.12.	27	67
nvestments, total	25 617	14 032

# PARENT COMPANY'S NOTES TO THE BALANCE SHEET

1 000 EUR	2006 FAS	2005 FAS
Current assets		
42. Trade and other receivables		
rade receivables	8 548	8 807
From group companies		
Frade receivables	244	240
Other receivables	2 149	933
Total	2 393	1 173
Other receivables	40	1
Accrued income	128	108
Fotal	168	109
rade and other receivables, total	11 108	10 089
43. Changes in shareholders' equity		
Share capital 1.1.	2 403	434
Share issue	40	1 969
Share capital, total	2 443	2 403
Share premium account	8 269	5 058
Share issue	910	3 21
Share premium account 31.12.	9 179	8 269
Reserve of own shares 1.1.	0	(
ncrease (+) / Decrease (-)	0	(
Reserve of own shares 31.12.	0	(
Retained earnings 1.1.	7 705	5 875
Dividends paid	-1 923	-1 305
Retained earnings 31.12.	5 783	4 570
Profit for the financial year	4 275	3 135
Shareholders' equity total	21 680	18 378
Distributable funds 31.12.		
Retained earnings	5 783	4 570
Profit for the financial year	4 275	3 135
Distributable funds 31.12.	10 058	7 705
Shares		
1 000 pcs	2006	2005
Number of shares 1.1.	9 613	4 342
Share issue	160	5 271
Shares total 31.12.	9 773	9 613
44. Accumulated appropriations Accumulated appropriations for the company comprise the accur		3 01
1 000 EUR	2006 FAS	2005 FAS
45. Long-term liabilities		
Loans from financial institutions	7 071	(
Pension loans	0	341

# PARENT COMPANY'S NOTES TO THE BALANCE SHEET

1 000 EUR	2006 FAS	2005 FAS
46. Current liabilities		
Loans from financial institutions	1 286	0
Pension loans	0	26
Prepayments	38	61
Accounts payable	591	799
Payables to group companies		
Accounts payable	3 423	1 506
Other payables	1 019	2 325
Total	4 441	3 832
Other liabilities	1 470	1 262
Accrued expenses	2 905	2 236
Current liabilities, total	10 731	8 214
Main items included in accrued expenses		
Salaries and accrued social security costs	2 720	1 982
Income taxes	43	183
Other	143	71
Main items included in accrued expenses	2 905	2 236

# **PARENT COMPANY'S LIABILITIES AND QUARANTEES**

1 000 EUR	2006	2005			
Parent company's pledges, mortgages and guarantees					
Liabilities for which have quaranteed by business mortage	320	1 430			
Other contingencies					
Pension loans	72	367			
Term deposits including interests	17	16			
Leasing liabilites					
For payment in next financial year	513	192			
For payment later	505	304			
Total	1 426	2 310			

# **KEY FIGURES FOR FINANCIAL TRENDS**

1 000 EUR, Financial period 1.1.–31.12.	2006 IFRS	2005 IFRS	2004 IFRS	2003 FAS	2002 FAS
Revenue	101 698	79 365	61 967	50 662	37 011
Increase in revenue, %	28.1	28.1	22.3	36.9	9.4
Operating profit	6 823	3 411	5 442	2 395	2 724
% of revenue	6.7	4.3	8.8	4.7	7.4
Profit before taxes and minority interest	6 695	3 429	5 485	2 444	2 753
% of revenue	6.6	4.3	8.9	4.8	7.4
Profit for the financial year	4 172	2 244	3 211	964	1 270
Return on equity, %	20.9	12.8	25.9	9.6	12.6
Return on investment, %	24.6	18.2	34.7	16.1	19.7
Equity ratio, %	42.6	54.7	52.9	57.2	63.4
Gross investments	12 512	8 311	2 384	2 772	4 497
% of revenue	12.3	10.5	3.8	5.5	12.2
Dept-equity ratio, %	19.7	-13.4	-36.7	-37.1	-43.4
Personnel, average	1 501	1 230	965	876	660
Personnel at year end	1 586	1 294	1 049	936	723

# **KEY FIGURES FOR SHARES**

Financial period 1.1.–31.12		2006 IFRS	2005 IFRS	2004 IFRS	2003 FAS	2002 FAS
Earnings per share, EUR		0.43	0.25	0.37	0.11	0.15
Equity per share, EUR		2.31	1.99	1.57	1.45	1.45
Dividend per share		0.26*	0.20	0.15	0.28	0.13
Dividend per profit, %		61%	80%	41%	242%	82%
Effective dividend return, %		3.8 %	4.2	3.6	9.4	6.2
P/E-ratio, EUR		16.04	19.04	22.14	25.77	13.30
Share price	lowest	4.78	4.10	2.75	1.50	1.95
	highest	7.10	6.24	4.25	3.24	3.22
	average for the year	5.93	5.41	3.16	2.21	2.66
Market capitalisation		67 433	45 855	35 825	25 049	17 312
Number of shares traded		4 470	4 369	2 624	1 492	781
Percentage of shares traded		46%	49%	30%	18%	9%
Adjusted average number of sh	ares during					
the financial year, (1 000 pcs)	, and the second	9 699	8 957	8 617	8 481	8 350
Adjusted average number of shares at year end (1 000 pcs)		9 773	9 613	8 685	8 549	8 501

<sup>\*</sup> proposal by the Board of Directors

# **FORMULAS FOR THE KEY FIGURES**

# Return on equity (ROE)

(Profit before taxes and minority interest - taxes) x 100 (Shareholders' equity + minority interest) average

#### **Return on investment (ROI)**

(Profit before taxes and minority interest + interest and other financial expenses) x 100 (Balance sheet total – non-interest bearing debts) average

## **Debt-equity ratio, %**

(Interest-bearing debts – cash and cash equivalent and marketable securities) x 100 Shareholders' equity + minority interest

# **Equity ratio, %**

(Shareholders' equity + minority interest) x 100 Balance sheet total – advances received

# **Earnings per share**

(Profit before taxes and minority interest – taxes – minority interest) Average number of shares during the financial year

# **Equity per share**

Shareholders' equity
Adjusted number of shares at the end of the financial year

# **Dividend per share**

Dividend for year Adjusted number of shares during the financial year

# Dividend as percentage of earnings

Dividend per share x 100 Earnings per share

# Effective dividend yield, %

Dividend per share x 100 Adjusted last traded share price

# Price/earnings ratio (P/E)

Adjusted last traded share price Earnings per share

### **Share price trend**

For each financial year, the adjusted low and high actual traded prices are given as well as the average price for the financial year adjusted for share issues.

Average price = Total turnover of shares in euros

Number of shares traded during the financial year

# **Market capitalization**

Number of shares at year-end x last traded price of year

## Trend in share turnover, in volume and percentage figures

The trend in turnover of shares is given as the number of shares traded during the year and as the percentage of traded shares relative to issued stock during the year.

# SHARES AND SHAREHOLDERS

# **Share capital**

Etteplan Oyj's fully paid-in share capital at 31 December 2006, as entered in the Trade Register, was EUR 2,443,232.50 and the company had 9,772,930 shares. The accounting par value of a share is EUR 0.25. The company has one series of shares. Each share entitles its holder to cast one vote at General Meetings of shareholders and it confers an equal right to dividends.

According to the Articles of Association, the company's minimum share capital is EUR 2,000,000 and the maximum share capital is EUR 20,000,000, within which limits the share capital can be raised or lowered without amending the Articles of Association.

In June 2006 Etteplan increased its share capital by 159,800 shares and EUR 39,950 through a directed issue. The new shares were used as payment in the exchange of shares related to raising Etteplan's ownership in Etteplan Technical Systems AB. The share capital increase was disclosed in a stock exchange release published on 19 June 2006. The new shares were admitted for public trading on the Helsinki Stock Exchange at 20 June 2006.

In June 2006 the company disposed of 200 of its own shares (treasury shares) that had been held by the company as payment in an exchange of shares. The disposal of the shares was disclosed in a stock exchange release published on 19 June 2006.

The company bought back 63,022 of its own shares during the financial year. The said shares were used as consideration in an exchange of shares. Consideration paid for the shares amounted to EUR 410,273.22. The company reported the disposal of shares in a stock exchange release published on 29 November 2006.

At 31 December 2006 the company did not hold any of its own shares.

# Share issues and valid authorizations

The Annual General Meeting held on 23 March 2006 passed a resolution to cancel and remove from the Trade Register the company's previously resolved authorizations. The Annual General Meeting granted the Board of Directors an authorization to decide, within one year from the date of the Annual General Meeting and in disapplication of shareholders' pre-emptive right to subscribe for shares, to take one or more convertible bonds and/or issue option rights, and/or decide to increase the share capital in one or more lots through a rights issue by a maximum of EUR 480,656.50. The Annual General Meeting authorized the Board of Directors to decide on acquiring the company's own shares in one or more lots to the effect that the company can buy back the company's shares to a maximum of ten (10) per cent of the company's share capital and the aggregate number of voting rights attached to the shares. Shares can be obtained for use as consideration in possible acquisitions or for use in carrying out other structural arrangements. The Annual General Meeting also granted the Board of Directors an authorization to decide to convey, in one or more lots, the company's own shares to the effect that the aggregate accounting par value and the voting rights attached to the shares shall be no more than ten (10) per cent of the company's share capital and the aggregate number of voting rights attached to the shares at the time of the transfer.

# **Stock option rights**

The company has no stock option programme in force.

# Quotation of the shares

The Etteplan Oyj share (ETT1V) has been quoted in the Industrials sector within the Small Cap segment of the Nordic Exchange as from 2 October 2006. The company's shares were previously quoted on the Main List of the Helsinki Stock Exchange.

# Share price trend and turnover

The number of Etteplan Oyj shares traded during 2006 was 4,469,523, to a total value of EUR 26.5 million. The share price low was EUR 4.78, the average EUR 5.93 and the closing price was EUR 6.90. The company's market capitalization at 31 December 2006 was EUR 67.5 million.

# **Shareholders**

At the end of 2006, the company had 1,792 registered shareholders. Entered in the nominee register were a total of 577,952 shares, or 5.91 per cent of the shares. At 31 December 2006 the members of the company's Board of Directors and the CEO owned a total of 2,712,110 shares, or 27.75% of the entire shares outstanding.

During the financial year Etteplan Oyj published five notifications of changes in shareholdings in compliance with Chapter 2, Section 9 of the Securities Markets Act. The changes were disclosed in stock exchange releases published on 4 January 2006, 8 March 2006, 19 June 2006 and 6 September 2006 (two notifications).

# Major shareholders, 31 December 2006

	Number of shares	Holding of shares %
Mönkkönen Tapani	2 037 800	20.85
Evli Bank Plc.	764 904	7.83
Hornborg Heikki	573 310	5.87
Mutual Insurance Company Pension Fennia	451 800	4.62
Ingman Finance Oy Ab	411 020	4.21
Leimark Invest Oy Ab	330 000	3.38
Mandatun Finnish Small Cap Fund	294 900	3.02
Nordea Bank Finland Plc.	291 632	2.98
Nordea Life Assurance Finland Ltd	259 239	2.65
Aiff Ulf	234 160	2.40
Nordea Fennia Plus Mutual Fund	197 800	2.02
Tuori Klaus	179 312	1.83
Oy Fincorp Ab	179 086	1.83
Svenska Handelsbanken Ab (publ), Filialverksamheten i Finland	137 662	1.41
Varma Mutual Pension Insurance Company	129 164	1.32
Tuori Aino Mirjami	128 448	1.31
Placeringsfonden Aktia Capital	124 100	1.27
Mutual Fund Evli Select	112 800	1.15
Tuori Kaius Tapani	109 185	1.12
Fondita Nordic Micro Cap Investment Fund	100 560	1.03
Other shareholders	2 726 048	27.89
Total	9 772 930	100.00
Nominee-registrated shares	577 952	5.91

# Breakdown of shareholdings by size class, 31 December 2006

Number of shares	Shareholders	Proportion of shareholders, %	Number of shares	Proportion of shares, %
1-10	9	0.50	36	0
11-50	23	1.28	822	0.00
51-100	159	8.87	15 541	0.15
101-500	1 008	56.25	281 044	2.87
501-1000	260	14.50	211 751	2.16
1001-	333	18.58	9 263 736	94.79
Total	1 792	100,00	9 772 930	100,00

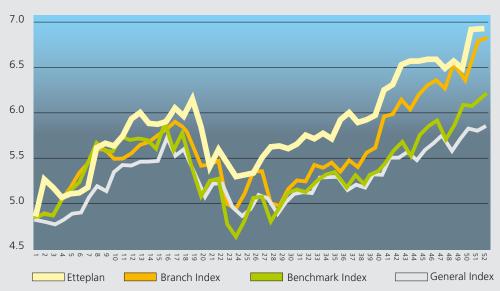
# Breakdown of shareholdings by owner group, 31 December 2006

S	hareholders	Number of shares	Number of nominee- registrated shares	Proportion of shares, %
Companies	108	1 206 305	729	12.35
Financial and insurance institutions	22	2 224 853	564 128	28.53
Public sector entities	4	678 464	0	6.94
Households	1 625	4 557 837	0	46.63
Non-profit institutions	16	174 176	0	1.78
National economy total (domestic sector)	1 775	8 841 635	564 857	96.25
European Union	11	8 763	13 095	0.22
Other countries and international organizations	6	344 580	0	3.52
Foreigners total	17	353 343	13 095	3.75
Total	1 792	9 194 978	577 952	100,00

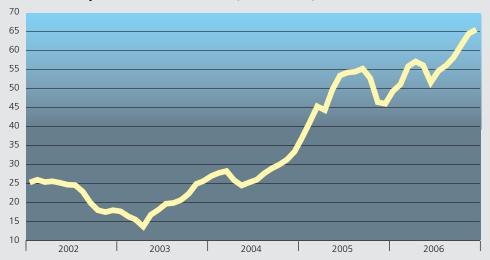
# Share turnover and average share price 2006



# **Share price trend in 2006 (EUR)**



# Market capitalization 2002-2006 (EUR million)



# **BOARD OF DIRECTORS DIVIDEND PROPOSAL**

At 31 December 2006, the parent company's distributable equity amounted to EUR 10.1 million, of which the net profit for the financial year was EUR 4.3 million.

The Board of Directors proposes that from the distributable funds at the disposal of the Annual General Meeting, a dividend of EUR 0.26 be paid on each share held by parties outside the company, to a total amount of EUR 2.6 million. The Board of Directors further proposes that the remainder of the parent company's distributable funds, totalling EUR 7.5 million, is to be retained and carried forward. The company's liquidity is good, and the Board of Directors judges that the proposed distribution of profits will not jeopardise the company's solvency.

It is proposed that the dividend be paid on 12 April 2007.

Gothenburg, 8 February 2007

Tapani Mönkkönen Heikki Hornborg

Chairman of the Board CEO and member of the Board

Matti Virtaala Tapio Hakakari Pertti Nupponen

Member of the Board Member of the Board Member of the Board

# **Auditor's Report**

# To the shareholders of Etteplan Oyj

We have audited the accounting records, the report of the Board of Directors, the financial statements and the administration of Etteplan Oyj for the period 1.1.–31.12.2006. The Board of Directors and the Managing Director 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, the parent company's financial statements and the 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 Managing Director 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 Managing Directors 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.

Turku, March 2, 2007

PricewaterhouseCoopers Oy Authorised Public Accountants

Mika Kaarisalo Authorised Public Accountant

# CORPORATE GOVERNANCE

#### General

The company's administration is organized in accordance with the Finnish Companies Act, Etteplan's Articles of Association and other relevant legislation and regulations. Pursuant to the Helsinki Stock Exchange's Recommendation on Corporate Governance, Etteplan Oyi complies in all respects with the guidelines issued by the Central Chamber of Commerce and the Confederation of Finnish Industry and Employers concerning the governance of publicly traded companies, with the exception of a Supervisory Board and Committees to the Board of Directors because the company does not have such administrative bodies. The company's Board of Directors handles all matters pertaining to it in a full assembly.

Supervision and management of the company is divided among the General Meeting of shareholders, the Board of Directors and the CEO.

# **General Meeting** of shareholders

The Annual General Meeting is held each year at latest in June. The General Meeting of shareholders is the company's highest decision-making body. In accordance with the Finnish Companies Act and Etteplan's Articles of Association, the General Meeting of shareholders passes resolutions on the following:

- amendments to the Articles of Association
- approval of the financial statements
- distribution of profit
- the acquisition and transfer of treasury shares
- stock option programmes
- the election of the members of the Board of Directors and their emoluments
- the election of the auditors and the fees for the audit

# **Board of Directors**The tasks of the Board of Directors

The Board of Directors is responsible for the company's management and for the due organization of the company's operations in accordance with the relevant legislation and Etteplan's Articles of Association. The Board of Directors monitors the company's operations and management and it approves the major decisions affecting the company's strategy, capital expenditures, organization, the emolument and bonus systems covering manage-

ment as well as finances. The Board of Directors is responsible for the due organization of the company's management and operations as well as for ensuring that the supervision of the company's accounting and treasury management is appropriately arranged. The Board of Directors annually appraises its activities and working practices. A written working order, which includes the above-mentioned matters, has been drawn up for the Board of Directors.

The Board of Directors draws up a list of the proposed Chairman and members of the Board of Directors for the General Meeting of shareholders.

# The composition of the Board of Directors

According to the Articles of Association, the Board of Directors shall have a minimum of three and a maximum of seven members. The Chairman and the Board of Directors are elected for a term of one year at the Annual General Meeting. The Annual General Meeting held on 29 March 2006 elected Tapani Mönkkönen as Chairman of the Board and Tapio Hakakari, Heikki Hornborg, Pertti Nupponen and Matti Virtaala as the members of the Board. Tapio Hakakari, Pertti Nupponen and Matti Virtaala were impartial members in 2006.

The Board of Directors met 14 times during 2006. The average rate of attendance at Board meetings amounted to 91 per cent.

#### CEO

The Board of Directors appoints a CEO for the company in accordance with the Finnish Companies Act. The parent company's CEO furthermore acts as the Group's Chief Executive Officer. The CEO is responsible for managing the Group's daily operations in accordance with the regulations and instructions issued by the Board of Directors. Heikki Hornborg has been the CEO since 1997.

A written CEO agreement has been drawn up for the Chief Executive Officer.

# **Management group**

The CEO appoints an appropriate Management Group from the standpoint of line operations. The Management Group assists the CEO as well as develops and monitors all matters entrusted to the company's management, including those connected with the Group and busi-

ness unit strategies, acquisitions, divestments and mergers and major capital expenditures, disinvestments, the company's image, monthly reporting, interim reports, investor relations and the main principles of the human resource policy. The Board of Directors approves the appointment of the members to the Management Group. The members of the Management Group in 2006 were Heikki Hornborg, Ulf Aiff, Pia Björk, Risto Koivunen and Jukka Rausti. In 2006 the Extended Management Group also comprised Tom Andersson, Jari Kivelä and Juha Näkki in addition to the previously mentioned members.

# Compensation Compensation of members of the Board of Directors

According to the resolution passed by the Annual General Meeting 2006, the annual emolument for an executive member of the Board of Directors comes to EUR 11,000 and the emolument for each impartial member of the Board comes to EUR 13,000 a year.

#### **Compensation for the CEO**

As from 1 April 2006, CEO Heikki Hornborg's monthly salary has amounted to EUR 12,000. In addition, he has car and phone benefits. Furthermore, according to the bonus system regulations that were approved by the Board of Directors, the CEO is paid a profit-related bonus the amount of which depends on the Group's operating profit. The company has taken out supplementary pension insurance for the CEO, which allows him or her to retire at the age of 60. In instances of dismissal, the Chief Executive Officer is entitled to receive compensation amounting to twenty-four months' salary. The period of notice for a Chief Executive Officer is 6 months.

# **Insider regulations**

As of 27 April 2000, the company has complied with the insider guidelines issued by the Helsinki Stock Exchange, the Central Chamber of Commerce and the Confederation of Finnish Industry and Employers. As of 1 January 2006, the company has complied with the amended Insider Guidelines issued by the Helsinki Stock Exchange.

In accordance with Finland's Securities Markets Act, Etteplan Oyj's insiders comprise insiders with the duty to declare, permanent companyspecific insiders and project-specific insiders.

#### Insider register

The company's public insiders with the duty to declare and their shareholdings, 31 December 2006

Name	Grounds	Number of shares
Aiff, Ulf	Other	234 160
Björk, Pia	Other	-
Hakakari, Tapio	Member of the Board	100 000
Hornborg, Heikki	Member of the Board	573 310
Kaarisalo, Mika	Auditor	-
Koivunen, Risto	Othe	-
Mönkkönen, Tapani	Chairman of the Board	2 037 800
Nupponen, Pertti	Member of the Board	1 000
Rausti, Jukka	Executive Vice President	-
Virtaala, Matti	Member of the Board	-

Due to the nature of their position, Etteplan's statutory insiders include the members of the Board of Directors, the CEO, the Executive Vice President and the chief auditor from a firm of independent public accountants. Moreover, the members of the Management Group are entered in the public insider register.

The company maintains a permanent company-specific insider register, which includes front-line managers for business operations, financial administration and those people working for the company on the basis of an employment or other contract who receive insider information.

A project-specific insider register is created by decision of the company's Board of Directors, CEO or Management Group.

The company's insider guidelines direct insiders to restrict their trading in company shares to such times when the markets have as precise information as possible of the factors influencing the value of the company's share. Consequently, Etteplan's public and permanent company-specific insiders may only trade in company securities after a period of six (6) weeks following the announcements of financial results provided that a person is not registered in a project-specific insider register.

Etteplan Oyj's insider registers are maintained by the company's Head Office, which updates the information that must be entered into the public insider register for the Finnish Securities Depository (APK) pertaining to insiders with the duty to declare.

#### Information on insider holdings

Information about the holdings of Etteplan Oyj's insiders with the duty to declare is retained in the NetSire service of the Finnish Securities Depository (APK). The insider registers of issuers are on public display at the Finnish Securities Depository (APK), Urho Kekkosen katu 5 C, 00100 Helsinki, Finland.

# **Auditors**

The Annual General Meeting elects one regular auditor to audit corporate governance and accounts. The auditor must be a firm of inde-

pendent public accountants authorized by the Central Chamber of Commerce. In 2006 the Annual General Meeting elected PricewaterhouseCoopers Oy, a firm of authorized public accountants, with Mika Kaarisalo, APA, acting as chief auditor. In 2006 audit fees came to a total of EUR 85,340. In addition, fees paid for services other than the audit amounted to EUR 14,474. The term of the auditor ends at the close of the first Annual General Meeting following its election.

A summary of the Group's audit report is compiled for the Board of Directors. The auditors of the Group companies also report separately to the management of each company within the Group. The auditors attend at least one meeting of the Board of Directors during the financial year.

# Risks and risk management

Risk management within the Group encompasses corporate governance within the Group as well as the management of operational and financial risks. The Group's corporate governance guidelines and quality system are the means used for the supervision of administrative risk within the Group. The risks are itemized in the Notes to the Financial Statements.

The operational risks that have an effect on the profitability of the Group's business operations are general cyclical fluctuations in the economy, the level of industrial capital expenditure affecting design operations, customer relationship management, securing the commitment of management and key personnel, and data security. The Group operates within several industrial segments, which evens out the impact of cyclical fluctuations within the various sectors. The Group has no credit risk concentrations because business operations focus mainly on large financially solid companies that operate internationally. The Group has guidelines to ensure the creditworthiness of customers. The Group does its utmost to secure the commitment of key personnel through career planning based on mapping out expertise and up-todate bonus systems. The Group has data security guidelines, which are supervised as part of the quality system. The Group's property and liability risks are duly covered with appropriate insurances.

The Group's business operations involve no significant foreign currency or interest risks. Transaction risk refers to the impact of fluctuations in exchange rates on the Group's results. The Group has no major transaction risks because business transactions are mainly handled in the currency of the project country of each Group company, primarily the euro and the Swedish Krona. The Group's company acquisitions and capital expenditures outside the euro area involve translation differences with respect to shareholders' equity and goodwill. These translation differences are taken into consideration in conjunction with impairment tests for goodwill. In other respects the Group takes steps to minimize translation risk by financing business operations in local currencies or by hedging when necessary. Variations in interest rates are of no particular consequence to company results because the company hedges interest risk on long-term liabilities.

The management and mitigation of the impact of risks is an operating principle of the Group. The Board of Directors and the Management Group control the development of risks and risk concentrations. The Group's financial administration oversees risk management in accordance with the guidelines approved by the company's Board of Directors. The Group's financial administration identifies and assesses administrative, operational and financial risks and takes measures to avert them in cooperation with the Board of Directors, the Management Group and the management for corporate planning.

Internal auditing within the Group is an administrative function reporting directly to the CEO and it is part of the Group's financial administration. Internal control is supported by the quality system as well as by working on the Boards of subsidiaries. Internal auditing may be augmented as necessary by purchasing external services. The Group's internal control is organized according to a system, which includes monthly reporting that compares actual performance to the budgeted plan and the actual performance in the preceding year. The operative Income Statement is reconciled with regular bookkeeping and interim reports.



BOARD OF DIRECTORS

Tapani Mönkkönen, Heikki Hornborg, Tapio Hakakari, Pertti Nupponen, Matti Virtaala.



**EXTENDED MANAGEMENT GROUP**Heikki Hornborg, Jukka Rausti, Pia Björk, Risto Koivunen, Ulf Aiff, Jari Kivelä, Tom Andersson, Juha Näkki.



### Tapani Mönkkönen

b. 1946, B.Sc. (Eng.)
Chairman of Etteplan Oyj's Board of Directors from 1997
Member of the Board from 1983
Managing Director of Laitesuunnittelu Oy 1972–1988,
Chief Executive Officer of
Etteplan Oy 1991–1997
Chairman of the Board of
Logister Ltd, Länsihydro Ltd,
Movelift Oy, Nostolift Oy,
Nostorent Oy, Renton Oy and
Satanosto Oy
Number of Etteplan shares,
31 December 2006: 2 037 800

#### Heikki Hornborg

b. 1949, M.Sc. (Tech.)
Member of the Board 1985–1991
and from 1997
Chief Executive Officer of Etteplan
Oyj 1985-1989 and from 1997
Technical Director and Plant
Manager of Lohja Caravans Oy
1991–1997, Technical Director of
Wärtsilä Sanitec Oy 1989–1991,
Production Manager at Kone Oy
1982–1985

Number of Etteplan shares, 31 December 2006: 573 310

# Tapio Hakakari

b. 1953, LL.M. Member of the Board from 2004 Impartial member of the Board Employed by KONE Corporation 1983-1994, Director, Administration of KCI Konecranes Plc 1994-1998, as well as Director and Secretary of the Board of Directors of KONE Corporation 1998-2006 Chairman of the Board of Directors of Esperi Care Oy as well as Member of the Board of Directors of Cargotec Corporation, Martela Oyj and Suomen Autoteollisuus Oy Number of Etteplan shares, 31 December 2006: 100 000

## Pertti Nupponen

b. 1961, D.Sc. (Econ. & Bus. Adm.), M.Sc. (Tech.)
Member of the Board from 2005
Impartial member of the Board
Group Vice President, Scandinavian Branch of Consolis SAS
from 2005, Chief Financial Officer
of Consolis Oy Ab 2002–2005,
Senior Vice President, Corporate
Development of Sanitec Oyj Abp
2000–2002 and Vice President,
Controlling of Sanitec Oyj Abp
1998–1999
Number of Etteplan shares,

31 December 2006: 1 000

#### **Matti Virtaala**

b. 1951, B.Sc. (Eng.), Industrial Counsellor Member of the Board from 2002 Impartial member of the Board President of Abloy Oy from 1989 Chairman of the Board of Kermansavi Oy and Tulikivi Corporation No Etteplan shares.

#### **Auditors**

PricewaterhouseCoopers Oy, Authorized Public Accountants, with Mika Kaarisalo (APA) as the auditor in charge



## Heikki Hornborg

b. 1949, M.Sc. (Tech.)
Member of the Management
Group 1985–1991 and from 1997
Member of the Board of Directors
1985–1991 and from 1997
Chief Executive Officer of Etteplan
Oyj 1985–1989 and from 1997
Number of Etteplan shares,
31 December 2006: 573 310

# Jukka Rausti

b. 1947, M.Sc. (Eng.), B.Sc. (Business Admin.)
Member of the Management
Group from 2000
Executive Vice President of
Etteplan Oyj from 2000
No Etteplan shares.



# Pia Björk

b. 1957, M.Sc. (Economics) Member of the Management Group from 2002 Vice President Corporate Planning of Etteplan Oyj from 2002 CFO, Vice President Corporate Planning of Etteplan Oyj from 2005 No Etteplan shares.

#### **Risto Koivunen**

b. 1954, M.Sc. (Eng.) Member of the Management Group from 2002 Vice President of Etteplan Oyj from 2002 No Etteplan shares.



# **Ulf Aiff**

b. 1955, M.Sc. (Electrical Engineering) Member of the Management Group from 2003 Vice President of Etteplan Oyj from 2003 Number of Etteplan shares, 31 December 2006: 234 160

#### Jari Kivelä

b. 1960, B.Sc. (Eng.)
Member of Extented Management Group from 2006
Member of Management Group 2002–2005
Vice President of Etteplan Oyj from 2002
Number of Etteplan shares,
31 December 2006: 2 000



# **Tom Andersson**

b. 1967, B.Sc. (Eng.) Member of Extented Management Group from 2006 Vice President of Etteplan Oyj from 2005 No Etteplan shares.

#### Juha Näkki

b. 1973, M.Sc. (Eng.) Member of Extented Management Group from 2006 Vice President of Etteplan Oyj from 2005 No Etteplan shares.

# CONTACT INFORMATION

# **FINLAND**

# **Etteplan Oyj**

# Hollola

Administration, CEO
Terveystie 18
FIN-15860 HOLLOLA
Tel. +358 10 307 1010
Fax +358 10 307 1012
firstname.lastname@ette.com
info@ette.com
www.etteplan.com

# Hyvinkää

P.O. Box 1300 (visiting adress Koneenkatu 12) FIN-05801 HYVINKÄÄ Tel. +358 10 307 1020 Fax +358 10 307 1021

#### Hämeenlinna

Wetterhoffinkatu 4 A FIN-13100 HÄMEENLINNA Tel. +358 10 307 1050 Fax +358 10 307 1051

#### Iisalmi

Ahmolantie 6 FIN-74510 PELTOSALMI Tel. +358 10 307 1310

### **Imatra**

Lappeentie 12 FIN-55100 IMATRA Tel. +358 10 307 1060 Fax +358 10 307 1061

#### Joensuu

Teollisuuskatu 13 FIN-80100 JOENSUU Tel. +358 10 307 1070 Fax +358 10 307 1071

## Jyväskylä

Konttisentie 8 FIN-40800 VAAJAKOSKI Tel. +358 10 307 1080 Fax +358 10 307 1081

# Järvenpää

Emalikatu 10 A FIN-04440 JÄRVENPÄÄ Tel. +358 10 307 1090 Fax +358 10 307 1091

## Karjaa

Tammisaarentie 45 FIN-10320 KARJAA Tel. +358 10 307 1100 Fax +358 10 307 1101

### Kokkola

Isokatu 11 B FIN-67100 KOKKOLA Tel. +358 10 307 1110 Fax +358 10 307 1111

#### Kotka

William Ruthin katu 1 FIN-48600 KOTKA Tel. +358 10 307 1120 Fax +358 10 307 1121

#### Kouvola

Kauppamiehenkatu 4 FIN-45100 KOUVOLA Tel. +358 10 307 1130 Fax +358 10 307 1131

## Kuopio

Haapaniementie 10 FIN-70100 KUOPIO Tel. +358 10 307 1140 Fax +358 10 307 1141

# Lappeenranta

Ratakatu 47 FIN-53100 LAPPEENRANTA Tel. +358 10 307 1150 Fax +358 10 307 1151

#### Mikkeli

Savilahdenkatu 10 A 28 FIN-50100 MIKKELI Tel. +358 10 307 1160 Fax +358 10 307 1161

## Oulu

Kiilakiventie 1 FIN-90250 OULU Tel. +358 10 307 1170 Fax +358 10 307 1171

# Pori

Palokunnantie 12 FIN-28360 PORI Tel. +358 10 307 1180 Fax +358 10 307 1181

### Raahe

Rantakatu 8 A FIN-92100 RAAHE Tel. +358 10 307 1190 Fax +358 10 307 1191

#### Raisio

Tuijussuontie 10 FIN-21280 RAISIO Tel. +358 10 307 1200 Fax +358 10 307 1200

# Salo

Tehdaskatu 13 FIN-24100 SALO Tel. +358 10 307 1210 Fax +358 10 307 1211

## Savonlinna

Lypsyniemenkatu 5 FIN-57200 SAVONLINNA Tel. +358 10 307 1220 Fax +358 10 307 1221

#### **Tampere**

Postitorvenkatu 14 FIN-33840 TAMPERE Tel. +358 10 307 1230 Fax +358 10 307 1231

#### **Tornio**

Hallituskatu 6 FIN-95400 TORNIO Tel. +358 10 307 1260 Fax +358 10 307 1261

#### Vaasa

Dynamotie 2 FIN-65320 VAASA Tel. +358 10 307 1270 Fax +358 10 307 1271

#### Valkeakoski

Teollisuustie 1 FIN-37600 VALKEAKOSKI Tel. +358 10 307 1280 Fax +358 10 307 1281

#### Vantaa

P.O. Box 216 (Ensimmäinen savu) FIN-01511 VANTAA Tel. +358 10 307 1290 Fax +358 10 307 1292

#### **Varkaus**

Rajakatu 19 B FIN-78200 VARKAUS Tel. +358 10 307 1300 Fax +358 10 307 1301

# **Etteplan Design Center Oy**

P.O. Box 1300 (visiting adress Myllykatu 3, door 25) FIN-05801 HYVINKÄÄ Tel. +358 10 307 1030 Fax +358 10 307 1031 firstname.lastname@ette.com

# **Etteplan Technical Information Oy**

# **Tampere**

P.O. Box 52 (Patamäenkatu 7) FIN-33901 TAMPERE Tel. +358 10 307 1240 Fax +358 10 307 1241 firstname.lastname@ette.com

#### Turku

Rydönnotko 1 FIN-20360 TURKU Tel. +358 10 307 1250 Fax +358 10 307 1251

# **LCA Engineering Oy**

P.O. Box 28 (Savonkatu 23) FIN-45101 KOUVOLA Tel. +358 5 742 210 Fax +358 5 311 8215 firstname.lastname@lca.fi

# **NATLABS Oy**

P.O. Box 1300 (visiting adress Koneenkatu 12) FIN-05801 HYVINKÄÄ Tel. +358 10 307 1040 Fax +358 10 307 1041 firstname.lastname@ette.com

# **SWEDEN**

# Etteplan Industriteknik AB Karlstad

Gjuterigatan 28

SE-652 21 KARLSTAD
Tel. +46 54 852 600
Fax +46 54 854 770
fistname.lastname@ette.com
info.karlstad@ette.com
www.etteplan.com/eit

# Etteplan Technical Systems AB Alingsås

Stora Torget 3 SE-441 30 ALINGSÅS Tel. +46 322 669 900 Fax +46 322 669 940 firstname.lastname@ette.com www.etteplan.com

# Göteborg

Gamlestadsvägen 2-4, B19 SE-415 02 GÖTEBORG Tel. +46 31 807 900 Fax +46 31 807 999

# Jönköping

Herkulesvägen 6A SE- 553 03 JÖNKÖPING Tel. +46 36 348 700 Fax +46 36 348 729

# Linköping

Diskettgatan 11 SE-583 35 LINKÖPING Tel. +46 13 233 780 Fax +46 13 233 799

# Norrköping

Sankt Persgatan 19 SE-601 86 NORRKÖPING Tel. +46 11 218 300 Fax +46 11 218 329

# Stockholm

Ellipsvägen 10 B SE-141 75 KUNGENS KURVA Tel. +46 84 662 700 Fax +46 84 662 799

#### Trollhättan

Grafitvägen 23 A, 3. floor P.O. Box 109 SE-461 38 TROLLHÄTTAN Tel. +46 520 106 75 Fax +46 520 106 75

# Etteplan Teknikpartner AB

Linnégatan 9 SE-413 04 GÖTEBORG Tel. +46 31 421 410 firstname.lastname@teknikpartner.se www.teknikpartner.se

#### Stockholm

Drottninggatan 96 SE-111 60 STOCKHOLM Tel. +46 8 5452 9490 Fax +46 8 5452 9481

#### Trollhättan

Kungsgatan 36 SE-461 30 TROLLHÄTTAN Tel. +46 052 034 500 Fax +46 052 034 534

# **Prekam AB**

#### Malmö

Stora Varvsgatan 19 SE-211 19 MALMÖ Tel. +46 40 664 6700 Fax +46 40 664 6719 firstname.lastname@prekam.se malmo@prekam.se www.prekam.se

# ProTang AB

Södra Kungsgatan 59 SE-802 55 GÄVLE Puh. +46 26 61 56 20 Fax +46 26 61 57 20 firstname.lastname@protang.se www.protang.se

#### Malmö

Stora Varvsgatan 19 SE-211 19 MALMÖ Tel. +46 40 668 0800 Fax +46 40 668 0801

# Uppsala

Kålsängsgränd 10D, 3tr SE-753 19 UPPSALA Tel. +46 18 640 660 Fax +46 18 141 105

# Västerås

Iggebygatan 12 SE-721 27 VÄSTERÅS Tel. +46 21 171 000 Fax +46 21 414 585

#### Örebro

Skäpplandsgatan 1 SE-703 46 ÖREBRO Tel. +46 19 264 610 Fax +46 19 264 611

### **GERMANY**

# Etteplan Engineering GmbH

Königsallee 178a D-44799 BOCHUM Germany Tel. +49 234 608 40 Fax +49 234 608 4299 firstname.lastname@etteplan.de info@etteplan.de

# **ITALY**

# Di&Esse Etteplan S.r.l Como

#### Como

Via Roma 8 I-22026 MASLIANICO (Como) Italy Tel. +39 031 518 401 Fax +39 031 518 440 info.italy@ette.com www.di-esse.com

# **CHINA**

# Etteplan Consulting (Shanghai) Co., Ltd.

No 11, block 88 Lane 2888 Hua Ning Road Ming Hang District SHANGHAI 201111 P.R. China Tel. +86 21 6442 7288 Fax +86 21 6442 7200 firstname.lastname@etteplan.com.cn

# **SWITZERLAND**

# **Representative Office**

Jukka Rausti
Etteplan Oyj c/o Maillefer
P.O. Box 259 (Route du Bois 37)
CH-1024 ECUBLENS
Switzerland
Tel. +358 400 612 463
Fax +41 (21) 694 4229
jukka.rausti@ette.com

