



## **ELKO GRUPA JSC**

Unaudited Consolidated Interim Financial Statements  
For 9 months ended 30 September' 2008

## **Management report**

### **Business activities**

AS ELKO Grupa (hereinafter – the Company) is one of the largest distributors of IT products in the Baltic states, Central and Eastern Europe. The Company's core business activity is wholesale distribution of computer desktop components and peripherals, notebooks, monitors, multimedia and software products, server, network component and networking solutions, using the wide network of the ELKO GRUPA subsidiaries and cooperation partners, representing a broad range of vendors of these products all over the world, including Acer, Intel, Samsung, Sony and Western Digital.

The key to the success of AS ELKO Grupa as the parent company is the long-term strategy for cooperation with vendors developed over the years, centralized purchase system, functionality of business process management and financial management.

### **Financial analysis**

AS ELKO Grupa sales for 9 month period ended as at 30 September 2008 reached 860,3 million USD (396,2 million LVL), that is 33% raise comparing to 9 month period ended as at 30 September 2007, however due to weakening of US dollar the real growth in Latvian lats was 18%. Gross profit for the period reached 31,2 million USD (14,2 million LVL).

AS ELKO Grupa profit after taxes reached 13,1 million USD (6,0 million LVL) the Company's net margin in 9 months of 2008 was 1,5%.

### **Significant events during reporting period**

In June 2008 the Company has become the official distributor for the following products:

- New distribution rights in Baltic States by extending the range of *Micro-Star International* products to series of laptop computers,
- The first official distributor in Baltic States of *Tom Tom* products,
- The first official distributor in Baltic States of world leading network solution provider *Telsey*,
- The distribution rights in Russia of the products of one of the leading VGA segment videocard producers *Palit*.

During 2008 the Company finalized the set up of unified Baltic structure by centralizing logistic, product management, marketing and warranty process management functions in Latvia. The subsidiaries in Lithuania and Estonia still are working on attracting new customer and conducting the sales activities. As the result of the restructuring the Company significantly has decreased the costs as well as improved the efficiency and competitiveness in the Baltic market.

In May 2008 the Company listed its bonds in amount of 6,5 million EUR in Riga stock exchange. The attracted financing is used to finance the working capital.

### **AS ELKO GRUPA structure**

AS ELKO Grupa has shareholding in ten subsidiaries: SIA ELKO Latvija, ELKO Kaunas UAB, ELKOTECH d.o.o., ELKO Eesti AS, ELKOTech Romania SA, WESTech s.r.o., ELKOTEX d.o.o., ELKO Trading Switzerland A.G., Elko Marketing Ltd. and Statex Consulting Ltd. In 2007 the subsidiary Elko Marketing Ltd acquired 100% of shares of the subsidiary Alma Ltd. AS ELKO Grupa has majority shareholding in all of the subsidiaries.

## **Management report (cont'd)**

### **Financial risk management**

#### ***Multi-currency risk***

AS ELKO Grupa operates internationally and is exposed to foreign exchange risk arising from primarily with respect to US dollar and euro. Foreign exchange risk arises from future multi-currency transactions and recognition of assets, liabilities and long-term investments in various currencies.

The purchase of goods from vendors is predominantly done in US dollars and the sales from the Company to subsidiaries are done in US dollars. The sales to customers in Latvia, Estonia and Lithuania are carried out in the respective local currencies, which are pegged to euro.

The Company has shareholding in foreign currencies and is therefore exposed to foreign currency risk when financial assets and liabilities denominated in foreign currencies are translated into the presentation currency – Latvian lats.

The sales of the Company are mainly in US dollars accordingly to minimize the currency risk the financing is also in US dollars.

#### ***Interest rate risk***

AS ELKO Grupa uses current borrowing for financing part of its current assets. All the borrowings are at floating rate that exposes the Company to interest rate risk.

#### ***Credit risk***

Credit risk arises from the credit exposure to outstanding trade receivables. AS ELKO Grupa has implemented procedures and control mechanisms to manage credit risk. Credit risk is partly minimized through credit risk insurance that the Company started using in August 2006 and conservative credit monitoring policies. Individual risk limits are set based on internal or external ratings in accordance with the credit policy. The utilization of credit limits is regularly monitored.

#### ***Inventories***

AS ELKO Grupa determines the amount of inventories based on the expected future demand and market saturation. Any changes in the demand and/ or rapid obsolescence of the products or technological changes will result in excess stock and accumulation of obsolete items. The Company makes centralized plans for purchase and sale of the products and the procedures for ordering of the goods help to decrease the inventory days. Weekly inventory analysis decreases the need to establish provisions for obsolete items.

The risk related to product flow management is partially reduced through price protection arrangements under the cooperation agreements with major vendors. The agreements provide for compensation for the price reduction in case of decline of the market prices for the goods at the Company's warehouse or that are already ordered.

#### ***Liquidity risk***

Prudent liquidity risk management includes maintaining sufficient cash, the availability of funding from an adequate amount of committed credit facilities. In future the Company's management plans to increase the liquidity reserve based on the expected cash flows by improving the management of working capital.

## **Management report (cont'd)**

### **Prospects**

The Company's performance is and will be influenced by macroeconomic, competition and political situation and developments of markets where the Company has cooperation partners. The key factors driving the Company's growth was the increase in demand in the markets where the Company operates that were mainly affected by rapid economical development as well as comparatively low use of computers. The other factors include inflow of the EU structural funds and increase in local productivity of the Baltic and Eastern European companies as well as reforms in the government sector in the CIS region.

The Company believes that the above-mentioned factors will help to sustain continuous growth also in the coming years, ensuring positive results of our operations. At the same time in the light of the overall market condition as well as forecasted worldwide economical recession, currently a slowdown in demand growth has been observed, that possibly can result in decrease of the sales volumes and the profitability indicators during the last 3 month of 2008.

The management believes that the Company will mitigate the negative aspects from current economical condition affecting the Company by utilizing the wide geographical distribution network in nine countries where the Company operates as well as centralized management structure.

### **Events after balance sheet date**

On 1 October 2008 the Company attracted additional financing as the result the syndicated loan was increased to USD 127 million with repayment term of two years.

On 22 October 2008 the Company elected new managing director and Board member Jānis Casno succeeding previous managing director and Board member Jānis Abāšins.



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Egons Mednis

Chairman of the Board,  
Prezident

Riga, 19 November 2008

## **Structure**

### **Page**

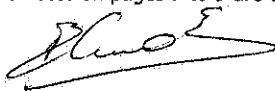
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 (All amounts in LVL thousands unless otherwise stated)

**Consolidated balance sheet**

	Note	30.09.2008	31.12.2007
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment		704	534
Intangible assets		135	115
Deferred income tax assets		13	13
		<u>852</u>	<u>662</u>
<b>Current assets</b>			
Inventories		134,757	68,911
Current income tax receivable		452	39
Trade and other receivables		96,973	101,523
Cash and cash equivalents		3,094	2,500
		<u>235,276</u>	<u>172,973</u>
<b>Total assets</b>		<u><u>236,128</u></u>	<u><u>173,635</u></u>
<b>EQUITY</b>			
<b>Capital and reserves attributable to equity holders of the Company</b>			
Ordinary shares	3	6,877	6,877
Share premium	3	3,496	3,496
Translation reserve		450	(2,727)
Retained earnings		34,403	33,537
		<u>45,226</u>	<u>41,183</u>
<b>Minority interest in equity</b>		<b>2,016</b>	<b>1,943</b>
<b>Total equity</b>		<u><u>47,242</u></u>	<u><u>43,126</u></u>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Borrowings	4	4,773	4,699
Deferred income tax liabilities		11	11
		<u>4,784</u>	<u>4,710</u>
<b>Current liabilities</b>			
Trade and other payables		133,591	81,963
Current income tax liabilities	5	2	1,306
Borrowings	4	50,255	42,419
Provisions		254	111
		<u>184,102</u>	<u>125,799</u>
<b>Total liabilities</b>		<b>188,886</b>	<b>130,509</b>
<b>Total equity and liabilities</b>		<u><u>236,128</u></u>	<u><u>173,635</u></u>

The notes on pages 7 to 9 are an integral part of these consolidated financial statements.



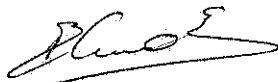
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**Consolidated income statement**

	Note	Jan-Sep 2008	Jan-Sep 2007
Revenue	2	396,155	336,183
Cost of sales		(381,942)	(320,929)
<b>Gross profit</b>		<b>14,213</b>	<b>15,254</b>
Distribution costs		(3,011)	(1,019)
Administrative expenses		(4,480)	(4,526)
Other income		1,836	952
Other expenses		(777)	(2,741)
<b>Operating profit</b>		<b>7,781</b>	<b>7,920</b>
Finance income		499	2,157
Finance costs		(1,728)	(1,422)
Finance income/ (costs) – net		<b>(1,229)</b>	<b>735</b>
<b>Profit before income tax</b>		<b>6,552</b>	<b>8,655</b>
Income tax expense	5	(556)	(703)
<b>Profit for the year</b>		<b>5,996</b>	<b>7,952</b>
<b>Attributable to:</b>			
Equity holders of the Company		5,823	7,390
Minority interest		173	562
		<b>5,996</b>	<b>7,952</b>
Earnings per share (basic and diluted) for profit attributable to the equity holders of the Company during the year (expressed in LVL per share)	6	<b>0.85</b>	<b>1.07</b>

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 Egons Mednis  
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**Consolidated statement of changes in equity**

	Share capital	Share premium	Translation reserve	Retained earnings	Total	Minority interest	Total equity
<b>Balance at 1 January 2006</b>	<b>6,877</b>	<b>3,496</b>	<b>49</b>	<b>11,571</b>	<b>21,993</b>	<b>1,051</b>	<b>23,044</b>
Currency translation differences	-	-	(1,227)	-	(1,227)	81	(1,146)
Profit for the year	-	-	-	13,979	13,979	380	14,359
<b>Total recognized income and expense for 2006</b>	<b>-</b>	<b>-</b>	<b>(1,227)</b>	<b>13,979</b>	<b>12,752</b>	<b>461</b>	<b>13,213</b>
Dividend relating to 2005	9	-	-	(2,092)	(2,092)	-	(2,092)
<b>Balance at 31 December 2006</b>	<b>6,877</b>	<b>3,496</b>	<b>(1,178)</b>	<b>23,458</b>	<b>32,653</b>	<b>1,512</b>	<b>34,165</b>
<b>Balance at 1 January 2007</b>	<b>6,877</b>	<b>3,496</b>	<b>(1,178)</b>	<b>23,458</b>	<b>32,653</b>	<b>1,512</b>	<b>34,165</b>
Currency translation differences	-	-	(1,549)	-	(1,549)	(8)	(1,557)
Profit for the year	-	-	-	15,727	15,727	684	16,411
<b>Total recognized income and expense for 2007</b>	<b>-</b>	<b>-</b>	<b>(1,549)</b>	<b>15,727</b>	<b>14,178</b>	<b>676</b>	<b>14,854</b>
Dividend relating to 2006	9	-	-	(5,648)	(5,648)	(245)	(5,893)
<b>Balance at 31 December 2007</b>	<b>6,877</b>	<b>3,496</b>	<b>(2,727)</b>	<b>33,537</b>	<b>41,183</b>	<b>1,943</b>	<b>43,126</b>
<b>Balance at 1 January 2008</b>	<b>6,877</b>	<b>3,496</b>	<b>(2,727)</b>	<b>33,537</b>	<b>41,183</b>	<b>1,943</b>	<b>43,126</b>
Currency translation differences	-	-	3,177	(1,957)	1,220	164	1,384
Profit for the period	-	-	-	5,823	5,823	173	5,996
<b>Total recognized income and expense for 2008</b>	<b>-</b>	<b>-</b>	<b>3,177</b>	<b>3,866</b>	<b>7,043</b>	<b>337</b>	<b>7,380</b>
Dividend relating to 2007	9	-	-	(3,000)	(3,000)	(264)	(3,264)
<b>Balance at 30 September 2008</b>	<b>6,877</b>	<b>3,496</b>	<b>450</b>	<b>34,403</b>	<b>45,226</b>	<b>2,016</b>	<b>47,242</b>

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**Consolidated cash flows statement**

	Note	30.09.2008	31.12.2007
<b>Cash flows from operating activities</b>			
Cash used in operations		15,733	(6,367)
Interest paid		(1,663)	(1,926)
Interest received		15	81
Income tax paid		(557)	(794)
<b>Net cash used in operating activities</b>		<b>13,528</b>	<b>(9,006)</b>
<b>Cash flows from investing activities</b>			
Purchases of property, plant and equipment		(241)	(265)
Proceeds from sale of property, plant and equipment		-	34
Purchases of intangible assets		-	(97)
<b>Net cash used in investing activities</b>		<b>(241)</b>	<b>(328)</b>
<b>Cash flows from financing activities</b>			
Proceeds from borrowings		(9,566)	14,380
Repayments of borrowings		(1,414)	(1,270)
Dividends paid to Company's shareholders	7	(1,713)	(2,194)
Dividends paid to Minority shareholders		-	(245)
<b>Net cash generated from financing activities</b>		<b>(12,693)</b>	<b>10,671</b>
<b>Net (decrease) / increase in cash and cash equivalents</b>		<b>594</b>	<b>1,337</b>
Cash and cash equivalents at beginning of the year		2,500	1,163
<b>Cash and cash equivalents at end of the year</b>		<b>3,094</b>	<b>2,500</b>

The notes on pages 7 to 9 are an integral part of these consolidated financial statements.

## Notes to the consolidated financial statements

### 1. General principles

These interim consolidated financial statements for 9 months ended 30 September 2008 have been prepared in accordance with IAS 34, "Interim financial reporting". The interim financial statements should be read in conjunction with the annual financial statements for the year ended 31 December 2007.

Except as described below accounting policies adopted are consistent with those of the annual financial statements for the year ended 31 December 2007, as described in the annual consolidated financial statements for the year ended 31 December 2007.

For the consolidated financial statements for 9 month ended 30 September 2008 the management of the Company has chosen the early application of IFRS 8, 'Operating segments', effective for annual periods beginning on or after 1 January 2009. IFRS 8 replaces IAS 14, 'Segment reporting',

### 2. Segment information

#### *Geographical segments by location of customers*

The Group considers geography as its only reporting segment. The range of products sold by the Group, classes of its customers and distribution channels do not represent separate business segments as they are not subject to different risks and returns. Accordingly, the Group has only one business segment.

At 30 September 2008, it is organized into three main geographical segments by location of customers:

- (1) The Baltic area relates to Latvia, Lithuania and Estonia
- (2) Central and Eastern Europe area relates to Slovakia, Slovenia, Romania and Croatia
- (3) The area of CIS and other countries primarily relate to Russia and Ukraine.

The purchasing of inventory from vendors as well as financing is managed by the Company globally. Therefore, financing items like interest income and expense, as well as cash and borrowings are managed on a global basis at corporate level. This activity is further referred to as central operation.

Therefore, the Group measures geographical segment performance, including corporate performance, based on the segment's operating

The segment results for the year ended 30 September 2008 are as follows:

	The Baltic	Central and Eastern Europe	CIS and other countries	Adjustments and eliminations	Group
Third-party revenue	32,736	51,473	311,946	-	396,155
Inter-segment revenue	372,779	1,018	8,416	(382,213)	-
<b>Revenue</b>	<b>405,515</b>	<b>52,491</b>	<b>320,362</b>	<b>(382,213)</b>	<b>396,155</b>

The segment results for the year ended 30 September 2007 are as follows:

	The Baltic	Central and Eastern Europe	CIS and other countries	Adjustments and eliminations	Group
Third-party revenue	32,153	60,389	243,642	-	336,183
Inter-segment revenue	7,560	34,621	229,503	(271,684)	0
<b>Revenue</b>	<b>39,713</b>	<b>95,010</b>	<b>473,145</b>	<b>(271,684)</b>	<b>336,183</b>

Segment assets consist primarily of equipment, Intangible assets, inventories, trade and other receivables, cash and cash equivalents. Unallocated assets comprise principally the central operations' equipment, inventory and other receivables from non-related parties.

## Notes to the consolidated financial statements (continued)

### 2. Segment information (continued)

The segment assets at 30 September 2008 and capital expenditure for the year then ended are as follows:

	The Baltic	Central and Eastern Europe	CIS and other countries	Adjustments and unallocated assets	Group
Assets	42,334	17,276	174,462	2,056	236,128

The segment assets at 31 December 2007 and capital expenditure for the year then ended are as follows:

	The Baltic	Central and Eastern Europe	CIS and other countries	Adjustments and unallocated assets	Group
Assets	9,336	13,912	127,823	22,564	173,635

### 3. Share capital

The total authorised and issued number of ordinary shares is 6,877 thousand shares (2007: 6,877 thousand shares) with a par value of LVL 1 per share (2007: LVL 1 per share). All issued shares are fully paid. There are no share options in any of the years presented.

### 4. Borrowings

	30.06.2008	31.12.2007
<b>Non-current</b>		
Finance lease liabilities	205	131
Other borrowings	4,568	4,568
	<u>4,773</u>	<u>4,699</u>
<b>Current</b>		
Bank borrowings	50,213	42,337
Finance lease liabilities	42	82
	<u>50,255</u>	<u>42,419</u>
<b>Total borrowings</b>	<u><u>55,028</u></u>	<u><u>47,118</u></u>

### 5. Income taxes

Income tax expense is recognised based on management's best estimate of the weighted average annual income tax rate expected for the full financial year. The estimated average annual tax rate for 9 months ended 30 September 2008 is 8.5% (the estimated tax rate for 9 months ended 30 September 2007 was 8.1%). The difference is mainly due to differences in profitability in the Group's subsidiaries in the respective countries.

### 6. Earnings per share

The Company has no dilutive potential shares therefore diluted earnings per share are equal to basic earnings per share.

Basic earnings per share are calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the year. There were no treasury shares.

	Jan-Sep 2008	Jan-Sep 2007
Profit attributable to equity holders of the Company	5,823	7,390
Weighted average number of ordinary shares in issue (thousands)	6,877	6,877
Basic earnings per share (LVL per share)	<u>0.85</u>	<u>1.07</u>

### 7. Dividends per share

A dividend that relates to year ended 31 December 2007 of LVL 0.44 per share, amounting to a total dividend of LVL 3,000 thousand was proposed at the Annual General Meeting on 18 April 2008. During reporting period the dividends paid out amounts LVL 500 thousand.

## Notes to the consolidated financial statements (continued)

### 8. Related party transactions

#### *Transactions with related parties:*

The transactions with related parties arise mainly from operating lease agreements. Particularly, rental services LVL 439 thousand (USD 950 thousand), 2007: LVL 218 thousand (USD 450 thousand) were bought from an entity controlled by some of the shareholders of the Company.

The Group has entered into an agreement with related party AST BALTS for rent of warehousing and office space. Since August 2008 warehouse premises are used for stock. The office building is under construction with expected delivery terms in several stages during year 2009. In 2007 the Group has done a prepayment in the amount of LVL 248 thousand (USD 512 thousand) for improvement works in new office premises.

### 9. Issued guarantees and pledges

A/S DnB NORD Banka with mediation of DnB NOR Bank ASA has issued guarantee in the amount of USD 4,000 thousand in favour of INTEL INTERNATIONAL B.V. Guarantee serves as a partial security of A/S ELKO GRUPA purchases on credit to INTEL INTERNATIONAL B.V. The issued guarantee will expire in October 27, 2008.

A/S DnB NORD Banka with mediation of DnB NOR Bank ASA has issued a stand by letter of credit in the amount of USD 6,000 thousand in favour of ASUS Technology PTE LTD. The letter of credit serves as a partial security of A/S ELKO GRUPA purchases on credit to ASUS Technology PTE LTD.

All assets of A/S ELKO GRUPA has pledged as security in favour of A/S DnB NORD Banka.

### 10. Contingencies

There are no significant changes in contingent liabilities compared with December 31, 2007.

### 11. Subsequent events

On 1 October 2008 the Company attracted additional financing as the result the syndicated loan was increased to USD 127 million with repayment term of two years.

On 22 October 2008 the Company elected new managing director and Board member Jānis Casno succeeding previous managing director and Board member Jānis Abāšins.

Except above mentioned there are no subsequent events since the last date of the reporting period, which would have a significant effect on the financial position of the Group as at 30 September 2008.

There are no subsequent events since the last date of the reporting period, which would have a significant effect on the financial position of the Group as at 30 September 2008.

### 12. Seasonality

According general trends in the IT industry the biggest part of revenues is generated in the 4<sup>th</sup> quarter of the year. Apart from costs directly attributable to revenues all other expenses are split evenly over the period.