# Consolidated interim report for the first quarter of 2016 (unaudited)



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# **Brief description**

AS Trigon Property Development is a real estate development company.

AS Trigon Property Development owns one real estate development project involving a 32.8-hectare area in the City of Pärnu, Estonia. Commercial real estate will be developed on this area.

The Group is listed in Nasdaq OMX Tallinn Stock Exchange. On November 6, 2012, the Listing and Surveillance Committee of NASDAQ OMX Tallinn decided to delist AS Trigon Property Development shares from the Main List starting November 21, 2012, and to admit the shares simultaneously to trading in the Secondary List.

In total OÜ Trigon Wood is controlling 59.62 % of votes represented by shares in AS Trigon Property Development. The biggest shareholders of OÜ Trigon Wood are AS Trigon Capital (30.13%), Veikko Laine Oy (26.49%), Hermitage Eesti OÜ (12.64%), Thominvest Oy (11.94%) and SEB Finnish Clients (10.96%).

Business name: AS Trigon Property Development

Address: Viru väljak 2 Tallinn 10111

Commercial Registry no.: 10106774

Beginning of financial year: 1.1.2016 End of financial year: 31.12.2016

Beginning of interim period: 1.1.2016 End of interim period: 31.03.2016

Auditor: PricewaterhouseCoopers AS

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E-mail: info@trigonproperty.com Internet homepage: www.trigonproperty.com

# Management report

## Overview of business areas

The main business activity of Trigon Property Development AS is real estate development. As at 31.03.2016 AS Trigon Property Development owned one development project involving a 32.8-hectare area in the City of Pärnu, Estonia. Commercial real estate will be developed on this area. To finance the development the Group is planning to sell parts of the investment property. In 2015 a 0.5-hectare part of the property was sold. Trigon Property Development AS is considering expansion of business activity and analysing acquisition opportunities for various new projects.

# Management

The law, the articles of association, decisions and goals stated by the shareholders and supervisory board are followed when managing the company. According to the Commercial Code a resolution on amendment of the articles of association shall be adopted, if at least two-third of the votes represented at a general meeting is in favour of the amendment.

# **Group structure**

		Shareholding as of	Shareholding as of	Shareholding as of
Shares of subsidiaries	Location	31.03.2016	31.12.2015	31.03.2015
OÜ VN Niidu Kinnisvara	Estonia	100%	100%	100%

OÜ VN Niidu Kinnisvara was set up for the development of the land located in the area of Niidu Street in Pärnu.

# Financial ratios

Statement of financial position	I Q 2016	I Q 2015
Total assets	2 403 564	2 431 718
Return on assets	-0.54%	-0.56%
Equity	2 402 018	2 410 716
Return on equity	-0.55%	-0.57%
Debt ratio	0.06%	0.86%
Share (31.03)	I Q 2016	I Q 2015
Share (31.03) Closing price of the share	I Q 2016 0.548	I Q 2015 0.545
Closing price of the share	0.548	0.545
Closing price of the share Earnings per share	0.548 -0.00291	0.545
Closing price of the share Earnings per share Price-to-earnings (PE) ratio	0.548 -0.00291 -188.33	0.545 -0.00305 -178.78

Return on assets = net profit / total assets

Return on equity = net profit/ equity

Debt ratio = liabilities / total assets

Earnings per share = net profit/ number of shares

Price-to-earnings (PE) ratio = closing price of the share / earnings per share

Book value of the share = equity / number of shares

Price-to-book ratio = closing price of the share / book value of the share

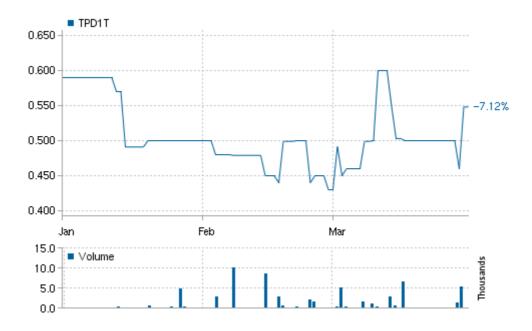
Market capitalisation = closing price of the share \* number of shares

## Share

Since 5<sup>th</sup> of September 1997, the shares of Trigon Property Development AS have been listed in the Tallinn Stock Exchange. Trigon Property Development AS has issued 4,499,061 registered shares, each with the nominal value of 0.60 euros. The shares are freely transferable, no statutory restrictions apply. There are no restrictions on transfer of securities to the company as provided by contracts between the company and its shareholders.

The share with a price of 0.590 euros at the end of 2015 was closed in the end of March 2016 at 0.548 euros. In total of 58,494 shares were traded in the first quarter of 2016 and the total sales amounted to 26,946 euros.

Share price and trading statistics on the Tallinn Stock Exchange from 01.01.2016 to 31.03.2016:



The distribution of share capital by the number of shares acquired as at 31.03.2016

	Number of shareholders	% of shareholders	Number of shares	% of share capital
1-99	89	22.65%	2 607	0.06%
100-999	143	36.39%	46 065	1.02%
1 000-9 999	133	33.84%	350 031	7.78%
10 000-99 999	24	6.11%	790 166	17.56%
100 000-999 99	99 3	0.76%	628 000	13.96%
1 000 000-9 99	9 999 1	0.25%	2 682 192	59.62%
TOTAL	393	100%	4 499 061	100%

List of shareholders with over 1% holdings as at 31.03.2016.

Shareholder	Number of shares	Ownership %
OÜ TRIGON WOOD	2 682 192	59.62%
AS HARJU KEK	224 000	4.98%
M.C.E.FIDARSI OSAÜHING	204 000	4.53%
MADIS TALGRE	200 000	4.45%
Kirschmann OÜ	98 850	2.20%
JAMES KELLY	95 550	2.12%
OÜ SUUR SAMM	69 779	1.55%
Skandinaviska Enskilda Banken Finnish Clients	67 844	1.51%
Central Securities Depository of Lithuania	52 405	1.16%
TOIVO KULDMÄE	49 231	1.09%

# **Personal**

AS Trigon Property Development had no employees as at 31 March 2016 and 31 March 2015. There were no labour costs in first quarter on 2016 and 2015.

# Description of main risks

#### Interest rate risk

Interest rate risk is the risk that the interest rates of the Group's liabilities differ significantly from the market interest rates. As the Group has no significant interest-bearing assets and liabilities, its income and operating cash flows are substantially independent of changes in market interest rates.

## Operating environment risk

The Group is exposed to the risk of real estate prices prices. The Group is not exposed to the market risk arising from financial instruments, as it does not hold any securities or derivate agreements.

#### Fair value

The fair values of accounts payable, short-term loans and borrowings do not materially differ from their book values. The fair value of long-term loans and borrowings is presented in Note 4.

# Management and Supervisory Boards and auditor

Management board of AS Trigon Property Development has one member - Aivar Kempi.

Supervisory Board of AS Trigon Property Development has three members: Joakim Helenius, Martin Mets and Toomas Uibo.

Audits are carried out by PricewaterhouseCoopers AS.

# Condensed consolidated interim report

# Management Board's declaration

The Management Board confirms the correctness and completeness of the consolidated unaudited interim report of AS Trigon Property Development for the first quarter of 2016 as set out on pages 4-16.

The Management Board confirms that to the best of their knowledge:

- 1. the accounting policies and presentation of information applied in the preparation of the condensed consolidated interim report are in compliance with International Financial Reporting Standards (IFRS) as adopted in the European Union.
- 2. the interim report presents a true and fair view of the financial position, the results of operations and cash flows of the Group;
- 3. the management report presents true and fair view of significant events that took place during the accounting period and their impact to financial statements and includes the description of major risks and doubts;

Alleys

4. group entities are going concerns.

Member of the Management Board

Aivar Kempi

27.05.2016

# Condensed consolidated statement of financial position

EUR	31.03.2016	31.12.2015	31.03.2015
Cash	93,130	100,540	10,275
Receivables and prepayments (note 2)	434	17,004	68,403
Total current assets	93,564	117,544	78,678
Investment property (note 3)	2,310,000	2,310,000	2,353,040
Total non-current assets	2,310,000	2,310,000	2,353,040
TOTAL ASSETS	2,403,564	2,427,544	2,431,718
Borrowings (note 4)	0	0	12,516
Payables and prepayments (note 5)	1,546	12,435	2,986
Total current liabilities	1,546	12,435	15,502
Long-term borrowings (note 4)	0	0	5,500
Total non-current liabilities	0	0	5,500
Total liabilities	1,546	12,435	21,002
Share capital at nominal value (note 6)	2,699,437	2,699,437	2,699,437
Share premium	226,056	226,056	226,056
Statutory reserve capital	287,542	287,542	287,542
Retained earnings	-811,017	-797,926	-802,319
Total equity	2,402,018	2,415,109	2,410,716
TOTAL LIABILITIES AND EQUITY	2,403,564	2,427,544	2,431,718

# Condensed consolidated statement of comprehensive income

EUR	I Q 2016	I Q 2015
Expenses related to investment property (note 7)	-5,609	-5,382
Gross loss	-5,609	-5,382
Administrative and general expenses (note 8)	-7,485	-7,441
Operating loss	-13,094	-12,823
Net financial income (-expense)	3	-892
NET LOSS FOR THE PERIOD	-13,091	-13,715
TOTAL COMPREHENSIVE LOSS	-13,091	-13,715
Basic earnings per share Diluted earnings per share	-0.00291 -0.00291	-0.00305 -0.00305

The notes to the condensed consolidated interim report presented on pages 12-16 are an integral part of this report.

# Condensed consolidated cash flow statement

EUR	I Q 2016	I Q 2015
Cash flows from operating activities		
Net loss for the period	-13,091	-13,715
Adjustments for:		
Interest charge	-3	892
Changes in working capital:		
Change in receivables and prepayments	16,570	24,852
related to operating activities (note 2)	10,570	24,032
Change in liabilities and prepayments	-10,889	-3,134
related to operating activities (note 5)	-10,007	-5,154
Interests received	3	0
Total cash flows used in operating	-7,410	8,895
Cash flows from investing activities		
Capital expenditure on investment property (note 3)	0	-3,040
Total cash flows from investing activities	0	-3,040
Cash flows from financing activities		
Repayment of loans (note 4)	0	-119,050
Interests paid	0	-21,066
Total cash flows from financing activities	0	-140,116
CHANGE IN CASH BALANCE	-7,410	-134,261
OPENING BALANCE OF CASH	100,540	144,536
CLOSING BALANCE OF CASH	93,130	10,275

The notes to the condensed consolidated interim report presented on pages 12-16 are an integral part of this report.

# Condensed consolidated statement of changes in equity

			Statutory	Retained	
EUR	Share capital	Share premium	reserve capital	earnings	Total
Balance 31.12.2014	2,699,437	226,056	287,542	-788,604	2,424,431
Total comprehensive loss	0	0	0	-13,715	-13,715
for the period	•	·	•	.5,7 .5	,,,,,
Balance 31.03.2015	2,699,437	226,056	287,542	-802,319	2,410,716
Total comprehensive	0	0	0	4,393	4,393
income for the period	U	U	0	4,373	4,373
Balance 31.12.2015	2,699,437	226,056	287,542	-797,926	2,415,109
Total comprehensive loss	0	0	0	-13,091	-13,091
for the period	U	U	U	-13,091	-13,091
Balance 31.03.2016	2,699,437	226,056	287,542	-811,017	2,402,018

Additional information regarding the owners' equity is provided in note 6.

# Notes to condensed consolidated interim report

## Note 1 Accounting Principles Followed upon Preparation of the Consolidated Interim Accounts

# **General Information**

The condensed interim report prepared as at 31 March 2016 include the consolidated results of AS Trigon Property Development and its wholly-owned subsidiary OÜ VN Niidu Kinnisvara (together referred to as the Group). The Group's main area of operations is real estate development.

## **Bases for Preparation**

The accounting policies used for preparing the consolidated interim report of AS Trigon Property Development for the first quarter of 2016 are in accordance with International Financial Reporting Standards (IFRS) as adopted in the European Union. The presentation of the consolidated financial statements complies with the requirements of IAS 34 "Interim Financial Reporting". Consolidated interim financial statements should be read together with the consolidated annual report of last year. The accounting policies that have been used in the preparation of the condensed interim report are the same as those used in the consolidated annual report for the year ended 31 December 2015.

The financial statements have been prepared in euros (EUR).

Management estimates that AS Trigon Property Development is a going concern and the Group's consolidated interim report for the first quarter of 2016 presents a true and fair view of the financial position, the results of operations and the cash flows of AS Trigon Property Development. This interim report has not been audited.

#### Note 2 Receivables and prepayments

EUR	31.03.2016	31.12.2015	31.03.2015
Receivables	107	15,207	67,605
Tax prepayments	327	1,797	798
TOTAL	434	17,004	68,403

## Note 3 Investment property

	EUR
Balance as of 31.12.2014	2,350,000
Capital expenditure on investment property	3,040
Balance as at 31.03.2015	2,353,040
Capital expenditure on investment property	5,184
Sales of investment property	-85,000
Gain from change in fair value	36,776
Balance as at 31.12.2015	2,310,000
Balance as at 31.03.2016	2,310,000

Group currently owns one real estate development project involving a 32.8-hectare area in the City of Pärnu, Estonia.

The expenses related to the management of investment property totalled 5,609 euros in I quarter of 2016 and 5,382 euros in I quarter 2015.

In 2015 the investment property was valued by independent valuer Newsec Valuations EE using the comparable transactions approach which benchmarked the value of Niidu land area against the prices of transacted land plots along the Pärnu City. The benchmark land plot prices ranged from EUR 11 to 14.2 per square meter, depending on the location and basic site infrastructure. Based on comparable transaction the valuer has estimated the sales price at 10.96 EUR/m2. To evaluate the present value of the area as of 31.12.2015, the valuer has estimated the sales period to be 5 years and discount rate 14.96% was used.

As at 31 December 2015 the evaluation resulting in a fair value of 2,310,000 euros.

According to IFRS 13 real estate is considered level 3 investment. Main inputs are sales price, the discount rate and sales period in the discounted cash flow. Sensitivity of the main inputs to investment property fair value as of 31.12.2015:

Discount		Sales price, EUR / m2					
rate	9.40	9.89	10.41	10.96	11.51	12.08	12.69
12.80%	2,080,000	2,200,000	2,320,000	2,450,000	2,570,000	2,710,000	2,850,000
13.50%	2,040,000	2,160,000	2,280,000	2,400,000	2,530,000	2,660,000	2,800,000
14.20%	2,010,000	2,120,000	2,240,000	2,360,000	2,480,000	2,610,000	2,750,000
15.00%	1,970,000	2,080,000	2,190,000	2,310,000	2,430,000	2,560,000	2,690,000
15.70%	1,930,000	2,040,000	2,150,000	2,270,000	2,390,000	2,510,000	2,640,000
16.50%	1,890,000	2,000,000	2,110,000	2,220,000	2,340,000	2,460,000	2,590,000
17.30%	1,850,000	1,960,000	2,060,000	2,180,000	2,290,000	2,410,000	2,540,000

Sales period	
+1 year	1,761,000
-1 year	2,554,000

The property valuation is based on estimates, assumptions and historical experience adjusted with prevailing market conditions and other factors which management assesses to the best of its ability on an on-going basis. Therefore, based on the definition and taking into account that evaluation is based on a number of presumptions, which may not realize in assessed way, the valuation can be subject to significant adverse effects. This could lead to a significant change in the carrying amount of investment property in future periods. The fair value of the investment property, which is assessed using the described model is essentially dependent on whether this project could be accomplished and appropriate financing found in compliance with the presumptions made and schedule used in evaluation model.

As at 31 March 2016 and 31 March 2015, investment properties were encumbered with mortgages for the benefit of Estonian Republic in the amount of 395 thousand euros. Mortgages were set as collateral for borrowings (note 4). As at 31 March 2016 the carrying amount of investment properties encumbered with mortgages was 2,310,000 euros and 31 March 2015 2,353,040 euros.

#### **Note 4 Borrowings**

As at 31 March 2016 the Group had no borrowings.

#### As at 31,03,2015

#### Current Non-current Interest

EUR	Total	borrowings	borrowings rate	Cu	rrency [	Due date
Instalment payment for land	12 516	12 516	0	10%	EUR	20.05.2015
Loans from related parties	5 500	0	5 500	<b>7</b> %	EUR	31.12.2016
TOTAL	18 016	12 516	5 500			

## Note 5 Payables and prepayments

EUR	31.03.2016	31.12.2015	31.03.2015
Payables	1,546	7,035	2,928
Interests payable	0	0	58
Other payables	0	5,400	0
TOTAL	1,546	12,435	2,986

## Note 5 Equity

	Number of shares	Share capital
	pcs	EUR
Balance 31.03.2015	4,499,061	2,699,437
Balance 31.12.2015	4,499,061	2,699,437
Balance 31.03.2016	4,499,061	2,699,437

The share capital of AS Trigon Property Development is 2,699,437 euros which is divided into 4,499,061 ordinary shares with the nominal value of 0.60 euro. The maximum share capital stipulated in the articles of association is 10,797,744 euros. Each ordinary share grants one vote to its owner at the General Meeting of Shareholders and the right to receive dividends.

As at 31 March 2016 the accumulated losses amounted to -811,017 euros. As at 31 December 2015 the accumulated losses amounted to -797,926 euros.

As at 31 March 2016, the Group had 393 shareholders (31 December 2015: 393 shareholders) of which the entities with more than a 5% holdings were:

• Trigon Wood OÜ with 2,682,192 shares or 59.62% (31 December 2015: 59.62%)

Members of the Management Board and Supervisory Board did not own directly any shares of Trigon Property Development AS as at 31 March 2016 and 31 December 2015.

## Note 7 Expenses related to investment property

EUR	I Q 2016	I Q 2015
Land tax	5,609	5,382
TOTAL	5,609	5,382

#### Note 8 Administrative and general expenses

EUR	I Q 2016	I Q 2015
Consulting	3,450	2,750
Security transactions and stock exchange fees	1,918	3,337
Accounting service	1,542	0
Auditing	40	1,180
Other	535	174
TOTAL	7,485	7,441

#### Note 9 Earnings per share

EUR	I Q 2016	I Q 2015
Basic earnings per share (basic EPS)	-0.00291	-0.00305
Diluted earnings per share	-0.00291	-0.00305
Book value of the share	0.53	0.54
Price to earnings ratio (P/E)	-188.33	-178.78
Closing price of the share of AS Trigon Property Development	0.549	0.545
on Tallinn Stock Exchange	0.548	

Basic earnings per share have been calculated on the basis of the net loss for the interim period and the number of shares.

Diluted earnings per share equal the basic earnings per share because the Group does not have any potential ordinary shares with the dilutive effect on the earnings per share.

# Note 10 Segment

The Group operates in one business segment - property investments. Property investment division develops property in Estonia. The group had no revenue in I quarter of 2016 and 2015.

## Note 11 Related party transactions

The following parties are considered to be related parties:

- Parent company Trigon Wood OÜ and owners of the parent company;
- Members of the Management board, the Management Board and the Supervisory Board of AS Trigon Property Development and their close relatives;
- Entities under the control of the members of the Management Board and Supervisory Board;
- Individuals with significant ownership unless these individuals lack the opportunity to exert significant influence over the business decisions of the Group.

## AS Trigon Property Development Consolidated interim report for the first quarter of 2016 (unaudited)

The Group is listed in secondary list of Nasdaq OMX Tallinn Stock Exchange. In total OÜ Trigon Wood is controlling 59.62 % of votes represented by shares in AS Trigon Property Development. Biggest shareholders of OÜ Trigon Wood are AS Trigon Capital (30.13%), Veikko Laine Oy (26.49%), SEB Finnish Clients (10.96%), Hermitage Eesti OÜ (12.64%) and Thominvest Oy (11.94%).

In I quarter of 2016 and in I quarter of 2015 no remuneration has been paid to the Management or Supervisory board. There are no potential liabilities to members of the Management Board or Supervisory Board.

As at 31 March 2015 the balance of loans from parent company was in the amount of 5,550 euros. In I quarter of 2015 Group repaid the loan from related parties in the amount of 119 050 euros. As at 31 March 2016 the accrued interest from these loans amounted to 58 euros. In I quarter of 2015 interest in the amount of 894 euros were calculated from this loan. As at 31 March 2016 the loans from parent company were repaid.

In I quarter of 2016 the Group bought services from the companies under the control of the Members of the Supervisory Board in the amount of 3 450 euros (2015: 0 euros). In I quarter of 2016 the Group bought services from the owners of the parent company in the amount of 1 542 euros (2015: 0 euros). As at 31 March 2016 the amount of 1 440 euros was unpaid to the related parties (2015: 0 euros).