# PRFOODS

### **AS PRFoods**

Consolidated Unaudited Interim Report for 2<sup>nd</sup> quarter of 2018 and 18 months of 2017-2018 (translation from Estonian original) 31.08.2018

# PRFOODS

Business name AS PRFoods

Commercial register number 1150713

Address Pärnu mnt 141, Tallinn, Estonia

Phone +372 452 1470

Website prfoods.ee

Main activities Production and sale of fish products

Fish farming

Reporting period 1 January 2017 – 30 June 2018

Auditor AS PricewaterhouseCoopers

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### Corporate profile

AS PRFoods (hereinafter "Group") is a company engaged in food processing and sales and is listed on the main list of NASDAQ OMX Tallinn Stock Exchange since 5 May 2010.

AS PRFoods' key market was Finland, where the company is amongst three largest brands, until the acquisition of John Ross Jr. and Coln Valley Smokery in summer 2017. Since acquisition the company has expanded sales to 37 countries in Europe, North and South America and Asia.

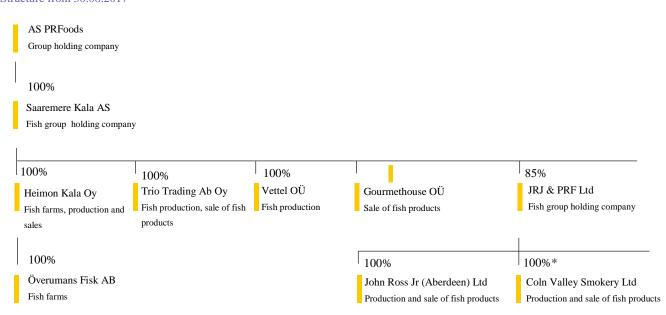
Main activity of the Group is fish manufacturing in five contemporary production buildings in Renko and Kokkola (Finland), Saaremaa (Estonia), Aberdeen and Coln Valley (UK). Main products are salmon and rainbow trout products. Approximately 60% of the rainbow trout used in Group's production is harvested in company's fish farms in Swedish lakes and in Turku Archipelago area in Finland, assuring highest quality and reliable delivery.

Salmon is purchased from Finland and other Scandinavian countries, like Denmark, Norway, Sweden and from Scotland. On a smaller scale company also buys in perch, pike, herring, vendace (freshwater whitefish) and Baltic herring.

PRFoods companies are leading brands in their respective operating markets and are primarily focusing on higher value premium products.

Shareholders approved purchase of John Ross Jr (Aberdeen) and Coln Valley Smokery on EGM held on 19.07.2017. Shareholders approved purchase of Trio Trading Ab Oy on EGM held on 28.08.2017.

#### Structure from 30.08.2017



\*64% of the shares Coln Valley Smokery Ltd is owned by JRJ & PRF Ltd and 36% by John Ross Jr (Aberdeen) Ltd

The most significant trademarks of PRFoods are "Heimon Gourmet" and "Saaristomeren". The Group's other trademarks include "Gurmé" and "Polar Fish", which are marketed in the Baltic States.

Brands of the new acquired companies are "John Ross Aberdeen" and "Coln Valley Smokery" as well "Fishk".



















#### **MISSION**

Our goal is to provide our customers with healthy and high-quality choice of seafood. We try to continually maintain and grow consumer trust. We are a benchmark of care, innovation and quality.

#### VISION

PRFoods is a well-known and environmentally friendly international company engaged in the production and sale of fresh fish and fish products globally.

#### STRATEGIC OBJECTIVES

The strategy of PRFoods is as follows:

- · To be among three leading brands in our operating markets and to be recognized premium seafood brand globally;
- Our financial target is to achieve minimum operating EBITDA margin at least 7%;
- To distribute up to 30% of the annual net profit as dividends.

#### **STRENGTHS**

- Objective-driven organisational development;
- Leading brands in the Scandinavian, Baltic markets and in UK;
- We have had established products on the Finnish and UK market for more than 30 years;
- Geographically suitable scope and diversified product portfolio ensure sustainable development;
- Solid financial stability of the company.

#### **RISKS**

- The high volatility of raw materials prices;
- Significant increase of the proportion of *Private label* products on the Finnish market;
- High dependence on the two large retail chains dominating the Finnish retail market;
- Risks related to biological assets in the fish business segment.



#### **FUTURE PLANS AND INTENTIONS**

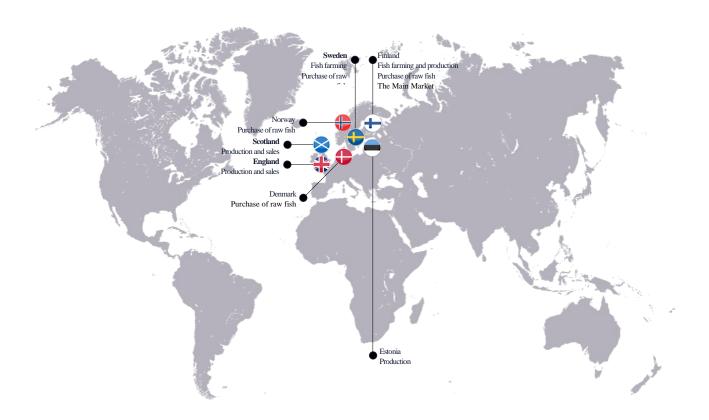
The objective of PRFoods is to increase production capacity and to boost sales volumes of fish products. The Group is actively involved in developing new products to expand into new export markets. As a clear leader in its business area, the objective of PRFoods companies is to increase the Company's profitability and to re-focus on products with higher added value. As designing Company's own brand is in its early stage in Scandinavia and elsewhere in the world, the management expects the Company's growth period is yet to come.

Additional information about the Group's various risks and assessments and their possible impact on estimated future events is provided in Chapter "Description of main risks of the group". In addition, it includes risk factors that are related to the price volatility of raw fish, impact of re-valuation of biological assets on the company's financial results, diseases that are putting live fish at risk, risks related to weather conditions, environmental risks, risks involved in trade restrictions, risks related to taxation and accounting, reputation risks and legislation risks as well as the political events that are influencing the whole world.

Legislative risks are related to various provisions and articles of the legislation of the business sector of fish industry, including strict regulations imposed on food safety, and laws, competition and anti-corruption rules targeted at water harvesting production and processing as well as other prescriptions not listed above that must be observed.

In drawing up future plans and intentions, the management of PRFoods is taking into account the information it is aware of at the time, based on available information and its best intentions. Actual results may differ significantly from plans because there are many different factors, variables, risks and insecurity which impact their realization.

#### THE GEOGRAPHY OF PRODUCTION AND SALES



PRFOODS

Management Report

### Management Report

#### OVERVIEW OF THE ECONOMIC ACTIVITIES

#### MANAGEMENT COMMENTARY

PRFoods' first amended financial year has ended. We kindly remind you that as we changed our accounting calendar, the last financial year extended to 18 months. Financial year that began on 01.07.2018 lasts 12 months as usual and ends 30.06.2019.

For PRFoods last financial year was ground-breaking. We acquired two companies, in Finland and in Great Britain, and as a result our revenues grew more than two times. The focus of our business stays the same and we concentrate on farming and processing salmonoids. Our product portfolio was extended primarily in premium processed fish and fresh fish trading. During the current financial year, we focus on achieving the synergies through reorganization of our operations and further efficiencies and significantly more aggressive marketing efforts.

PRFoods 2017/18 pro forma 18- month revenues were 154.6 million euros, EBITDA from operations was 7.3 million euros (EBITDA including biomass revaluation and one-offs was 6.0 million euros. One-offs were related to transactions costs). Net profit was 0.9 million euros.

18 months consolidated results are as follows:

- Unaudited consolidated revenue 118.50 million euros, increase +71.07 million euros, i.e. +149.8%.
- Gross margin 12.4%, decrease -1.9 percentage points.
- Negative impact from revaluation of biological assets -0.52 million euros (12 months 2016: positive impact of +2.26 million euros).
- Effect of one-offs to the result -0.82 million euros (12 month 2016: negative influence -0.40 million euros).
- EBITDA from operations +5.84 million euros, increase +5.09 million euros.
- EBITDA +4.49 million euros, increase +1.88 million euros (without one-off effects EBITDA +5.32 million euros, increase +2.30 million euros).
- The operating profit +1.84 million euros, increase +0.46 million euros (without one-off effects operating profit +2.67 million euros, increase +0.89 million euros).
- Net profit +0.32 million euros, decrease -0.39 million euros (without one-off effects net profit +1.15 million euros, increase +0.03 million euros).

Although we are content with the results and they meet management's expectations, we have to take into account the significant fluctuations in raw material prices. In the opinion of the management, the price of salmonoids remains at the same level in near- and mid-term perspective, as demand outstrips supply. As a result of this, we have undertaken a plan to increase substantially our Fish farming capacity and the target is to increase the capacity by 2-3 times from today's capacity.

PRFoods balance sheet remains strong. Net Debt to EBITDA is 3 times, net debt stands at 18 million euros, equity is at 23.7 million euros.

2018 2<sup>nd</sup> quarter results are summarized below:

- Unaudited consolidated revenue 22.15 million euros, increase +9.08 million euros, i.e. +69.5%.
- Gross margin 7.7%, increase +0.2 percentage points, i.e. +2.5%.
- Positive impact from revaluation of biological assets +1.10 million euros (Q2 2017: positive effect +0.42 million euros).
- Effect of one-offs to the result -0.51 million euros (12 month 2016: negative influence -0.21 million euros).
- EBITDA from operations -0.23 million euros, decrease -0.36 million euros.
- EBITDA +0.36 million euros, increase +0.02 million euros (without one-off effects EBITDA +0.87 million euros, increase +0.32 million euros).
- The operating loss -0.13 million euros, increase -0.16 million euros (without one-off effects operating profit +0.38 million euros, increase +0.14 million euros).

• Net loss -0.64 million euros, increase -0.51 million (without one-off effects net loss -0.13 million euros, increase -0.21 million euros.

2<sup>nd</sup> quarter results are as expected. Change in raw material price was bigger than anticipated, and as result the profitability of fresh Fish trading was lower. The sale of fresh Fish was also lower in Finland due to the loss of major client. At the same time, we gained new clients in European Union and see significant growth in sales to Asia.

Management is content with financial year results. We would like to thank our clients and partners and hope to be an inspirational employer in our sector.

Consolidated key financials on 18 months basis of all Group companies:

Pro forma 18m 2017 EUR '000	Sales revenue	EBITDA	EBITDA from operations*	Net Profit
Saaremere Kala AS	0	-208	12	-1,309
Vettel OÜ	10,576	872	872	229
GourmetHouse OÜ	6,692	63	63	92
Heimon Kala Oy	48,828	3,322	2,694	2,088
Överumans Fisk Ab	47	54	1,206	-601
Trio Trading Ab Oy	60,779	1,109	1,109	191
JRJ & PRF Ltd	0	-370	0	-401
John Ross Jr. (Aberdeen Ltd)	22,113	1,973	2,034	1,196
Coln Valley Smokery Ltd	5,582	-75	-75	-157
Saaremere Kala Group	154,617	6,740	7,915	1,328
PRFoods AS	0	-740	-565	-405
PRFoods Group	154,617	6,000	7,350	923

<sup>\*</sup>before one-offs and fair value adjustment of fish stock

Sincerely,

Indrek Kasela

# UNAUDITED FINANCIAL RESULTS OF AS PRFOODS, THE $2^{\rm ND}$ QUARTER OF 2018 COMPARED TO THE $2^{\rm ND}$ QUARTER OF 2017

- Unaudited consolidated revenue 22.15 million euros, increase +9.08 million euros, i.e. +69.5%.
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- Net loss -0.64 million euros, increase -0.51 million (without one-off effects net loss -0.13 million euros, increase -0.21 million euros.

#### SUMMARY OF FINANCIAL RESULTS: THE 2<sup>ND</sup> QUARTER OF 2018 COMPARED TO THE 2<sup>ND</sup> QUARTER OF 2017 EUR mln Q2 2018 Q2 2017 Change EUR mln Q2 18 / Q2 17 Sales 22.15 13.07 9.08 69.5% Gross profit 1.71 0.99 0.73 73.9% EBITDA from operations\* -0.23 0.13 -0.36 -281.9% **EBITDA** 0.36 0.34 0.02 5.9% EBIT 0.03 -0.13 -0.16 -536.7% Net profit (-loss) -0.64 -0.13 -0.51 -401.6%

<sup>\*</sup>before one-offs and fair value adjustment of fish stock



Fish manufacturing production buildings in Saaremaa

# UNAUDITED FINANCIAL RESULTS OF AS PRFOODS, THE 18 MONTHS OF 2017-2018 COMPARED TO THE 12 MONTHS OF 2016

- Unaudited consolidated revenue 118.50 million euros, increase +71.07 million euros, i.e. +149.8%.
- Gross margin 12.4%, decrease -1.9 percentage points.
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#### SUMMARY OF FINANCIAL RESULTS: THE 18 MONTHS OF 2017-2018 COMPARED TO THE 12 MONTHS OF 2016

EUR mln	18m 2017	12m 2016	Change EUR mln	18m 17 / 12m 16	18m
Sales	118.50	47.43	71.07	149.8%	
Gross profit	14.66	4.02	10.64	264.8%	
EBITDA from operations*	5.84	0.75	5.09	676.6%	
EBITDA	4.49	2.61	1.88	71.9%	<b>A</b>
EBIT	1.84	1.38	0.46	33.6%	<b>A</b>
Net profit (-loss)	0.32	0.72	-0.39	-55.1%	

<sup>\*</sup>before one-offs and fair value adjustment of fish stock





KEY RATIOS													
Income Statement, EUR mln	Q1 2018*	Q2 2018	18m 2017	Q1 2017	Q2 2017	Q3 2017*	Q4 2017*	12m 2017*	Q1 2016	Q2 2016	Q3 2016	Q4 2016	12m 2016
Sales	22.7	22.1	118.5	10.6	13.1	18.0	32.0	73.6	10.2	9.8	10.5	16.9	47.4
Gross profit	2.4	1.7	14.7	0.5	1.0	2.5	6.6	10.5	1.0	0.6	0.5	1.9	4.0
EBITDA from operations	0.7	-0.2	5.8	-0.3	0.1	1.2	4.3	5.4	0.2	-0.3	-0.3	1.1	8.0
EBITDA	0.6	0.4	4.5	-0.6	0.3	2.2	1.6	3.6	-0.2	0.7	2.6	-0.4	2.6
EBIT	0.1	-0.1	1.8	-0.9	0.03	1.7	1.0	1.9	-0.5	0.3	2.3	-0.8	1.4
EBT	-0.3	-0.5	0.3	-0.9	-0.1	1.3	0.7	1.1	-0.6	0.2	2.2	-0.8	1.1
Net profit (-loss)	-0.4	-0.6	0.3	-0.8	-0.1	1.1	1.2	1.3	-0.5	0.04	1.6	-0.5	0.7
Gross margin	10.6%	7.7%	12.4%	5.0%	7.5%	13.6%	20.5%	14.3%	9.5%	6.3%	4.7%	11.4%	8.5%
Operational EBITDA margin	3.1%	-1.0%	4.9%	-2.7%	1.0%	6.9%	13.4%	7.3%	2.1%	-2.6%	-2.6%	6.2%	1.6%
EBITDA margin	2.5%	1.6%	3.8%	-5.3%	2.6%	12.3%	4.9%	4.8%	-2.2%	6.8%	24.9%	-2.7%	5.5%
EBIT margin	0.3%	-0.6%	1.6%	-8.3%	0.2%	9.7%	3.1%	2.6%	-5.2%	3.6%	22.0%	-4.5%	2.9%
EBT margin	-1.4%	-2.0%	0.3%	-8.5%	-0.4%	7.3%	2.3%	1.5%	-5.5%	2.3%	21.3%	-4.5%	2.4%
Net margin	-1.5%	-2.9%	0.3%	-7.9%	-1.0%	6.1%	3.7%	1.8%	-4.5%	0.4%	15.5%	-2.9%	1.5%
Operating expense ratio	10.5%	11.7%	10.4%	11.2%	9.5%	11.0%	9.3%	10.0%	10.5%	12.7%	11.2%	7.7%	10.1%

<sup>\*</sup> previously presented figures have been corrected by depreciation and amortization of assets recognised in purchase analyses.

EBITDA from operations = before one-offs and fair value adjustment of fish stock

EBITDA = profit (-loss) before interest, tax, depreciation and amortisation

EBIT = operating profit (-loss)

EBT = Profit (-loss) before tax

Gross margin = Gross profit / Net sales

Operational EBITDA margin = EBITDA from operations/Net sales

EBITDA margin = EBITDA /Net sales

EBIT margin = EBIT / Net sales

EBT margin = EBT / Net sales

Net margin = Net earnings / Net sales

Operating expense ratio = Operating expenses / Net sales

KEY RATIOS										
Balance Sheet, EUR mln	31.03.2018*	30.06.2018	31.03.2017	30.06.2017	30.09.2017*	31.12.2017*	31.03.2016	30.06.2016	30.09.2016	31.12.2016
Net debt	16.7	18.1	1.6	1.0	16.7	16.6	-3.1	-1.4	1.3	0.3
Equity	24.3	23.7	22.8	22.7	23.7	24.7	22.7	22.7	24.3	23.8
Working capital	4.6	2.8	11.5	11.5	5.1	5.3	11.0	11.2	13.3	12.4
Assets	66.4	66.0	33.3	33.5	68.0	68.6	28.6	29.3	34.4	35.1
Liquidity ratio	1.2	1.1	2.4	2.3	1.2	1.2	3.7	3.4	2.7	2.4
Equity ratio	36.6%	35.9%	68.5%	67.8%	34.9%	36.0%	79.4%	77.6%	70.7%	67.9%
Gearing ratio	40.7%	43.3%	6.4%	4.1%	41.3%	40.1%	-15.7%	-6.7%	5.2%	1.2%
Net debt-to-EBITDA	2.6	3.0	6.4	1.6	7.9	3.1	-1.1	-0.7	1.2	0.4
ROE	7.6%	5.6%	1.5%	0.7%	-1.5%	1.3%	4.5%	3.6%	6.7%	3.0%
ROA	3.6%	2.6%	1.1%	0.5%	-0.7%	2.5%	3.7%	2.9%	5.2%	2.2%

<sup>\*</sup> previously presented figures have been corrected by depreciation and amortization of assets recognised in purchase analyses.

Net debt = Short and Long term Loans and Borrowings - Cash

Working capital = Current Assets - Current Liabilities

Liquidity ratio = Current Assets / Current Liabilities

Equity ratio = Equity / Total Assets

Gearing ratio = Net Debt / (Equity + Net Debt)

Net debt-to-EBITDA = Net Debt / EBITDA from operations for the trailing 12 months period

ROE = Net Earnings for the trailing 12 months period / Average Equity

ROA = Net Earnings for the trailing 12 months period / Average Assets

#### **CASH POSITION**

### LIQUIDITY AND SOLVENCY RATIOS

Ratio	31.03.2018*	30.06.2018	31.03.2017	30.06.2017	30.09.2017*	31.12.2017*	31.03.2016	30.06.2016	30.09.2016	31.12.2016
Liquidity ratio	1.2	1.1	2.4	2.3	1.2	1.2	3.7	3.4	2.7	2.4
Net debt-to-EBITDA	2.6	3.0	6.4	1.6	7.9	3.1	-1.1	-0.7	1.2	0.4
Debt to total assets	0.6	0.6	0.3	0.3	0.7	0.6	0.2	0.2	0.3	0.3
Equity ratio	36.6%	35.9%	68.5%	67.8%	34.9%	36.0%	79.4%	77.6%	70.7%	67.9%
Gearing ratio	40.7%	43.3%	6.4%	4.1%	41.3%	40.1%	-15.7%	-6.7%	5.2%	1.2%

<sup>\*</sup> previously presented figures have been corrected by depreciation and amortization of assets recognised in purchase analyses.

Liquidity ratio = Current Assets / Current Liabilities

Net debt-to-EBITDA = Net Debt / EBITDA from operations for the trailing 12 months period

Debt to total assets = Debt / Total Assets

Equity ratio = Equity / Total Assets

Gearing ratio = Net Debt / (Equity + Net Debt)

At the end of the reporting period, the Group had financial funds 6.0 million euros (9.0% of the balance sheet volume). As at 30.06.2017, the balance of financial funds were 4.1 million euros (12.2% of the balance sheet volume). The working capital was 2.9 million euros

(30.06.2017: 11.5 million euros). The decrease in working capital includes short term liabilities provisions to non-controlling interests' buyout in amount 2.6 million euros and deferred payables for shares of John Ross Jr. (Aberdeen) in amount 2.1 million euros.

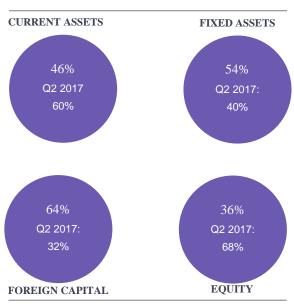
The current ratio showing short-term ability to meet payments was 1.1 as of 30.06.2018 (30.06.2017: 2.3). Net debt was positive, in total 18.1 million euros as of the closing date (30.06.2017: 1.0 million euros). Increase in net debt is caused by investment loans for acquiring new subsidiaries.

Financial gearing showing net debt ratio to gross capital was 43.3% as of 30.06.2018 (30.06.2017: 4.1%). Net debt to EBITDA ratio was 3.0 as of 30.06.2018 (30.06.2017: 1.6). The Group has been able to retain its good financial position that ensures sustainability and helps adjust to complex market conditions more flexibly.

#### **BALANCE SHEET ANALYSIS**



### AS OF THE END OF THE 2<sup>ND</sup> QUARTER 2018:



As of 30.06.2018 consolidated total assets of PRFoods stood at 66.0 million euros, increase of 32.5 million euros, i.e. +97.2%, within a year. The increase in assets came mostly from acquiring new subsidiaries.

The Company's current assets were 30.0 million euros as at 30.06.2018, and the balance of cash and bank accounts was 6.0 million euros. Accounts receivable and prepayments increased by 2.2 million euros within a year, reaching 4.9 million euros (30.06.2017: 2.7 million euros).

Inventories were 12.7 million euros, increase 7.6 million euros within a year. Biological assets were 6.5 million euros, decreasing by 1.8 million euros compared with the same period in previous year. Biomass as at 30.06.2018 was 1,184 tonnes, which was 230 tonnes less compared to last year. The decrease in biological assets was in addition to quantity decrease also caused by decrease in market price of rainbow trout. The price of rainbow trout decreased by -20.2% as at 30.06.2018 compared to 30.06.2017.

Total fixed assets were 36.0 million euros as at 30.06.2018, increased by 22.6 million euros. Investments into fixed assets in the 18 months of 2017-2018 were 2.0 million euros (12 months 2016: 1.1 million euros).

Accounts payable and prepayments were 14.4 million euros as at 30.06.2018 (30.06.2017: 4.2 million euros), showing a year-on-year increase by 10.2 million euros. Trade payables increased by 2.9 million euros. Short term payables include deferred payments to shareholders for John Ross Jr. (Aberdeen) shares in amount of 2.1 million euros and provision for non-controlling shareholders buyout in amount 2.6 million euros. Management considers realization of the buyout very unlikely.

Short term loans and borrowings increased by 8.3 million euros compared to last year, reaching 12.6 million euros as at 30.06.2018 (30.06.2017: 4.3 million euros). Increase in short term debt liabilities was influenced by increase in overdraft usage by 4.7 million euros and short-term payables for investment loans in amount 4.1 million euros.

Non-current liabilities were 15.1 million euros as at 30.06.2018, increased by 13.0 million euros. Long term liability of investment loans totalled 10.3 million euros as at 30.06.2018.

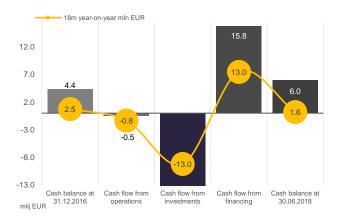
Equity of PRFoods was 23.7 million euros as at 30.06.2018 (35.9% of the balance sheet total). Comparative data as at 30.06.2017 were 22.7 million euros (67.8% of the balance sheet total).

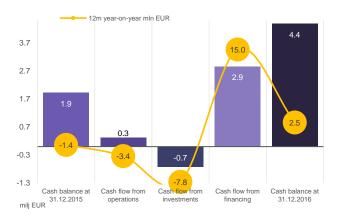
As at 30.06.2018, the Company's registered share capital was 7.7 million euros (30.06.2017: 7.7 million euros). The shareholders adopted a resolution at the general meeting of shareholders held on 30 May 2017 to transfer 36 thousand euros from the net profit earned in 2016 to the reserve, and not to distribute the rest of the profit.

#### **CASH FLOWS**

#### CHANGE IN CASH AND CASH EQUIVALENTS 18 MONTHS 2017

#### CHANGE IN CASH AND CASH EQUIVALENTS 12 MONTHS 2016





The change in the Group's financial resources within the 18 months of 2017-2018 was +1.6 million euros (12 months 2016: +2.5 million euros).

Cash flow from operating activities in the 18 months of 2017-2018 was -0.5 million euros (12 months 2016: +0.3 million euros), decreasing compared to 31.12.2016 by -0.8 million euros, i.e. -248.3%. Cash flow from operating activities was negatively influenced by the increase in inventories (effect on cash flow -7.3 million euros) and increase in receivables and prepayments (effect on cash flow -0.9 million euros). Cash flow from operating activities was positively influenced by increase in payables and prepayments (effect on cash flow +5.8 million euros) and decrease in biological assets (effect on cash flow +1.1 million euros).

Cash flow from investing activities was -13.7 million euros (12 months 2016: -0.7 million euros). Investments, net of cash received to subsidiaries were 13.0 million euros. Monetary payments for fixed assets were 1.3 million euros. In year 2017 total 310 thousand euros was received as government grants for various projects.

Cash flow from financing activities was +15.8 million euros (12 months 2016: +2.9 million euros). Cash flow was influenced by receiving investment loans in amount 14.0 million euros and increase of overdraft usage in the amount +4.7 million euros. During the reporting period, repayments of the principal of investment loans were 1.2 million euros, interests of investment loans and finance lease were 0.7 million euros and financial lease were in 0.5 million euros (12 months 2016: no payments for investment loans and finance lease repayments 0.3 million euros). The rest of financing activities include buy-back transactions of own shares and interest payments and dividends paid to JRJ&PRF Ltd minority shareholders.

#### **INVESTMENTS**

In 18 months of 2017-2018 investments into tangible and intangible assets were 2.0 million euros (12 months 2016: 1.1 million euros).

#### **REVENUE**

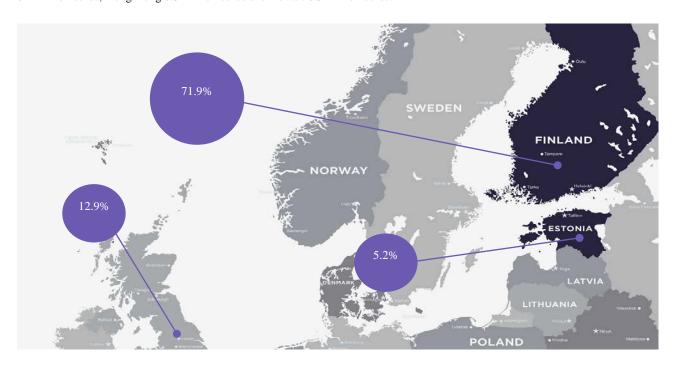
The main products of the Group are salmon and rainbow trout goods. The Company is mainly known as a seller of fresh fish and fish products in Finland, seller of quality smoked fish products in UK and seller of raw fish in Estonia as well as the biggest supplier of fish roe in Estonian stores. Acquiring new subsidiaries has opened new markets and Group is selling fish products to 37 countries.

Revenue increased by +11.6 million euros, i.e. +69.5% in  $2^{nd}$  quarter of 2018. Acquired subsidiaries contributed to sales increase by 11.5 million euros in  $2^{nd}$  quarter of 2018. The sales volume in tonnes increased by +62.6%, i.e. +944 tonnes in  $2^{nd}$  quarter of 2018 compared previous year.

In 18 months of 2017-2018 the revenue was 118.5 million euros. PRFoods pro forma sales revenue in 18 months would have been 154.6 million euros if all companies would have been consolidated into the Group since beginning of the year.

Sales revenue in 2<sup>nd</sup> quarter 2018 decreased by -6.7 million euros, i.e. -22.9% compared to pro forma revenue in 2<sup>nd</sup> quarter of 2017. Pro forma revenues were negatively affected mostly by termination of fish supply contract to Escamar Seafood Oy (formerly Apetit Kala Oy) and calendar changes of Easter holiday. PRFoods continues to review of its client and product portfolio, undertaken already in last year, to exit for lower margin product groups.

Pro forma revenue is divided by largest target markets in 18 months 2017-2018 as following: Finland 109.2 million euros, UK 19.9 million euros, Estonia 8.8 million euros, Latvia 7.8 million euros, France 4.3 million euros, Greece 1.3 million euros and Sweden 0.6 million euros. Remaining revenue 2.7 million euros consists of export to various countries, including Italy 0.4 million euros, Belgium 0.4 million euros, Hong Kong 0.3 million euros and Kuwait 0.3 million euros.



THE SHARE OF TURNOVER IN KEY GEOGRAPHIC AREAS 18 MONTHS 2017-2018

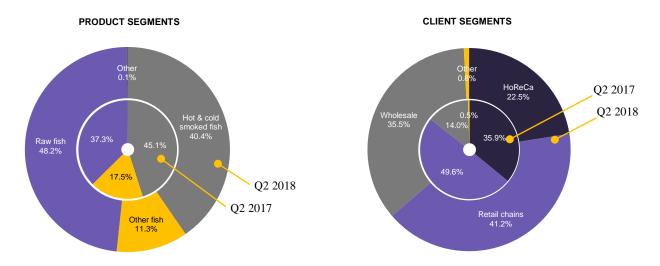
GEOGRAPHIC SEGMEN	ITS						
EUR mln	Q2 2018	Proportion %	Q2 2017	Proportion %	Change EUR mln	Q2 18 / Q2 17	Q2
Finland	15.9	71.9%	10.5	80.6%	5.4	51.2%	
United Kingdom	2.8	12.9%	0.0	0.0%	2.8		
Estonia	1.2	5.2%	1.6	12.3%	-0.4	-27.9%	•
Other	2.2	10.0%	0.9	7.1%	1.3	139.8%	
Total	22.1	100.0%	13.1	100.0%	9.1	69.5%	

In 2<sup>nd</sup> quarter of 2018 revenue in Finnish target market grew +5.4 million euros, i.e. +51.2%. The share of Finnish market from total sales decreased by -8.7 percentage points. The increase in revenues in Finnish target market is mostly caused by sales volume of Trio Trading Ab.

Revenue from Estonian market decreased by -0.4 million euros i.e. -27.9%. The share of Estonia's target market decreased by -7.1 percentage points. Revenue from new target market UK increased to 2.8 million euros. The share of UK's market was 12.9% of total revenue. Export revenue in other markets increased by +0.9 million euros, i.e. +139.8%.

PRODUCT SEGMENTS							
EUR mln	Q2 2018	Proportion %	Q2 2017	Proportion %	Change EUR mln	Q2 18 / Q2 17	Q2
Hot & cold smoked fish	9.0	40.4%	5.9	45.1%	3.1	52.1%	
Raw fish	10.7	48.2%	4.9	37.3%	5.8	119.2%	
Other fish	2.5	11.3%	2.3	17.5%	0.2	8.8%	
Other	0.02	0.1%	0.01	0.11%	0.01	57.1%	
Total	22.1	100.0%	13.1	100.0%	9.1	69.5%	

The largest increase in revenue in  $2^{nd}$  quarter of 2018 came from the raw fish and fillets product group, which increased by +5.8 million euros in total i.e. +119.2%. The revenue from the smoked products group increased by +3.1 million euros, i.e. +52.1%. The revenue from the other fish products group increased by +0.2 million euros i.e. +8.8%.



CLIENT SEGMENTS							
EUR mln	Q2 2018	Proportion %	Q2 2017	Proportion %	Change EUR mln	Q2 18 / Q2 17	Q2
HoReCa	5.0	22.5%	4.7	35.9%	0.3	6.3%	<b>A</b>
Retail chains	9.1	41.2%	6.5	49.6%	2.6	40.8%	<b>A</b>
Wholesale	7.9	35.5%	1.8	14.0%	6.0	330.6%	<b>A</b>
Other retail	0.2	0.8%	0.1	0.5%	0.1	169.1%	
Total	22.1	100.0%	13.1	100.0%	9.1	69.5%	

Revenue increased in HoReCa sector by +0.3 million euros, i.e. +6.3% in  $2^{nd}$  quarter of 2018. In retail sector the revenue increased by +2.6 million euros, i.e. +40.8%. In wholesale sector the revenue increased by +6.0 million euros, i.e. +330.6%.

#### **COST ANALYSIS**

Sales revenue increased by +9.1 million euros, i.e. +69.5%, in the 2<sup>nd</sup> quarter of 2018. Cost of goods sold increased by +8.4 million euros, i.e. +69.2%, and the percentage of cost of goods from the revenue decreased -0.2 percentage points compared to the same period in 2017.

Main proportion, more than 80%, of costs of goods sold constitutes to be raw material cost (raw fish). The rest is mainly packaging and fish feed costs.

	Q2 2018	Q2 2017	change		Q2 2018	Q2 2017	change	
	EUR mln	EUR mln	EUR mln	Q2	as % of sales	as % of sales	as % of sales	Q2
Sales	22.15	13.07	9.08		100.00%	100.00%		
Cost of goods sold	- 20.44	- 12.08	- 8.36	$\blacksquare$	92.27%	92.46%	0.19%	
materials in production & cost of goods purchased for resale	- 16.78	- 10.08	- 6.69	•	75.74%	77.15%	1.41%	<b>A</b>
labour costs	- 1.87	- 0.76	- 1.11	$\blacksquare$	8.42%	5.78%	-2.64%	$\blacksquare$
depreciation	- 0.37	- 0.26	- 0.12	$\blacksquare$	1.68%	1.96%	0.28%	<b>A</b>
other cost of goods sold	- 1.42	- 0.98	- 0.44	•	6.42%	7.49%	1.07%	<b>A</b>
Operating expenses	- 2.59	- 1.24	- 1.35	$\blacksquare$	11.70%	9.47%	-2.23%	•
labour costs	- 0.76	- 0.39	- 0.36	•	3.42%	3.02%	-0.40%	•
transport & logistics services	- 0.78	- 0.50	- 0.28	•	3.51%	3.83%	0.32%	<b>A</b>
depreciation	- 0.12	- 0.05	- 0.07	•	0.53%	0.40%	-0.13%	•
advertising, marketing and product development	- 0.05	- 0.06	0.01	•	0.22%	0.48%	0.26%	<b>A</b>
other operating expenses	- 0.89	- 0.22	- 0.67	•	4.02%	1.66%	-2.36%	•
Other income/expenses	- 0.35	- 0.14	- 0.21	•	-1.59%	-1.06%	-0.53%	•
incl one-offs	- 0.51	- 0.21	- 0.30	•	2.30%	1.60%	-0.70%	•
Financial income/expenses	- 0.32	- 0.09	- 0.24	•	1.45%	0.65%	-0.80%	•

The percentage of cost of goods sold in the sales revenue was 92.3% (2<sup>nd</sup> quarter 2017: 92.5%) and the percentage of operating costs was 11.7% (2<sup>nd</sup> quarter 2017: 9.5%) in the reporting period.

The ratio of other cost of goods sold to the sales revenue was 6.4% in the 2<sup>nd</sup> quarter of 2018 (2<sup>nd</sup> quarter 2017: 7.5%), showing a decrease of -1.1 percentage points. The composition of other cost of goods sold include heating, electricity, rent and utilities costs, and costs incurred in relation to fish farming and auxiliary activities in production. Salary costs of production and fish farms' personnel accounted for 8.4% of the revenue, which has increased year-on-year by +1.1 million euros, i.e. +2.6 percentage points.

The operating costs of the  $2^{nd}$  quarter of 2018 increased year-on-year by +1.4 million euros in total, i.e. +109.5%. The objective of the Company is to reduce consistently the portion of operating costs in the revenue year after year. The ratio of operating costs to sales decreased by +2.2 percentage points.

#### **TEAM**

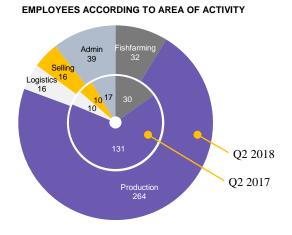
We are determined and passionate about what we do. It is our objective to serve our customers through quality and delicious products, offering only the best, most innovative and healthiest choice of food. Being close to consumers, we understand their needs and, by constantly developing our product range, focus on offering products of higher added value. We are competitive in the joint European economic area, we are able to feed the local population with our healthy domestic food and be successful in foreign markets.

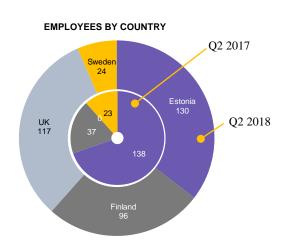
The average number of employees employed by PRFoods in the 2<sup>nd</sup> quarter 2018 was 367 people (2<sup>nd</sup> quarter 2017: 198 people). In 18 months of 2017-2018 average 310 people worked in Group.

PERSONNEL ANALYSIS 2017-2017										
	Q1 2017	Q2 2017	Q3 2017	Q4 2017	12m 2017	Q1 2018	Q1 2018	18m 2017	18m 17 / 12m 16	18m
Average number of employees	191	198	337	408	284	362	367	310	55.0%	
Finland	35	37	61	114	62	96	96	73	78.0%	
Estonia	134	138	131	141	136	136	130	135	-2.2%	•
UK	0	0	117	127	61	107	117	78		
Sweden	22	23	28	26	25	23	24	24	14.3%	
Payroll expenses (th EUR)	1,176	1,149	2,286	2,950	7,561	2,517	2,623	12,700	163.8%	
Monthly average payroll expenses per employee (EUR '000)	2.05	1.93	2.26	2.41	2.22	2.32	2.38	2.73	36.1%	

PERSONNEL ANALYSIS 2016							
	Q1 2016	Q2 2016	Q3 2016	Q4 2016	12m 2016	Q2 18 / Q2 17	Q2
Average number of employees	205	200	192	202	200	85.4%	
Finland	38	40	35	50	41	159.5%	
Estonia	146	138	134	133	138	-5.8%	
UK	0	0	0	0	0		
Sweden	21	22	23	19	21	4.3%	
Payroll expenses (th EUR)	1,153	1,249	1,057	1,356	4,815	128.3%	
Monthly average payroll expenses per employee (EUR '000)	1.87	2.08	1.84	2.24	2.01	23.2%	

Labour costs in production were 1.8 million euros in the  $2^{nd}$  quarter of 2018, increasing by +147.2% compared to same period previous year. Labour costs of supportive personnel were 0.8 million euros in the reporting period, increasing by +92.1% compared to the same period in the previous year. The Group's labour costs were 2.6 million euros in  $2^{nd}$  quarter of 2018, increasing year-on-year by +128.3%, i.e. +1.5 million euros. The percentage of labour costs in the sales revenue was 11.8% ( $2^{nd}$  quarter 2018: 8.8%).





#### FISH FARMING

The competitive advantage of the Group is its vertical integration – fish farming, production and sales. About 1/3 of the Group's fish production is harvested in the company's fish farms in the lakes of Sweden and in the archipelago in Turku area in Finland, ensuring that customers receive fast and high-quality deliveries. The Group mainly harvests rainbow trout and, in a smaller degree, whitefish (*Coregonus lavaretus*).

Vertical integration means integration towards upstream or downstream of the technological chain which in turn enables the Company to reduce costs in implementing certain phases in fish harvesting. Vertical integration in the value chain of fish business means, in addition to fish harvesting, also having control especially over fish processing and marketing functions. In the fish business, one has to take into account that fish are livestock and quality assurance in technology requires a focus on the whole product lifecycle. In addition to cutting costs, vertical integration enables to reduce risks in fish farming, for instance due to poor quality of feed or base materials and to ensure the volume of raw material required for processing as well as price stability.



Överumans Fisk Ab Fish farm in Sweden

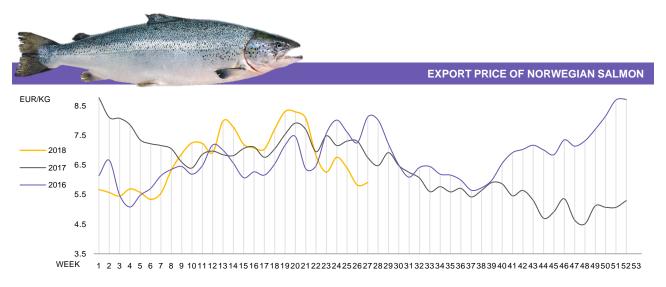
#### THE MARKET PRICE OF FISH

Large producers establish their production plans for three years in advance since it is difficult and more expensive to use a shorter production cycle in fish farms dependent of market needs. Therefore, the supply of fish in the world market is extremely rigid in the short-term, while market demand is shifting depending on the season. This is causing an imbalance in the supply and demand of fish on the world market which is why the market price of raw fish is always fluctuating.

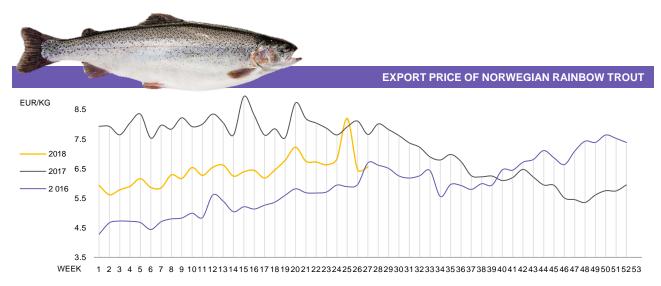
MARKET PRICE			Change		Change		Change
EUR/KG	30.06.2018	30.06.2017	30.06.18 / 30.06.17	31.12.2017	30.06.18 / 31.12.17	31.12.2016	30.06.18 / 31.12.16
Salmon	5.82	7.30	-20.3%	5.30	9.8%	8.72	-33.3%
Rainbow trout	6.47	8.11	-20.2%	5.95	8.7%	7.39	-12.4%

As at 30.06.2018, the market price of salmon has decreased by -20.3% and the price of rainbow trout decreased by -20.2% compared to the prices the year before. Compared to 31.12.2016, the price of salmon has decreased by -33.3% and the price of trout has decreased by -12.4%.

Fish market is extremely dependent on availability and market price of raw fish. The Group compensates the impact of external environment and volatility of salmon price through the changes of Company's production and sales strategy. The Group's main product is rainbow trout, which has historically been cheaper than salmon. Consumers start to buy cheaper salmon species, including rainbow trout, when the market price of salmon increases. In addition, high quality fish which is produced in its own fish farming helps to mitigate the increase of market price of salmon and because of that it is critically important for the Group to have its own fish farming.



Source: NASDAQ Salmon Index



Source: akvafakta.no

See comparable data on average market prices below:

AVERAGE MARKET PRICE Q2		Change		Change	Change		
EUR/KG	Q2 2018	Q2 2017	Q2 18 / Q2 17	12m 2017	Q2 18 / 12m 17	12m 2016	Q2 18 / 12m 16
Salmon	7.14	7.21	-0.9%	6.27	13.9%	6.68	6.9%
Rainbow trout	6.70	8.04	-16.7%	6.94	-3.5%	5.73	16.9%

The average market price of salmon has decreased by -0.9% in the 2<sup>nd</sup> quarter of 2018 compared to the 2<sup>nd</sup> quarter of 2017 and the average market price of rainbow trout has decreased by -16.7%.

AVERAGE MARKET PRICE 18 MONTHS	Change	Change			
EUR/KG	18m 2017	12m 2017	18m 17 / 12m 17	12m 2016	18m 17 / 12m 16
Salmon	6.40	6.27	2.0%	8.72	-4.2%
Rainbow trout	6.21	6.94	-10.5%	7.39	8.4%

The average market price of salmon has increased by +2.0% in the 18 months of 2017-2018 compared to the 12 months of 2017 and the average market price of rainbow trout has decreased by -10.5%.

#### **BIOLOGICAL ASSETS**

Biological assets include fish stock accounted in fish farms in live weight, including the following species:

- rainbow trout (Oncorhynchus mykiss)
- whitefish (Coregonus lavaretus)

The Group uses the Norwegian export statistics for evaluation of the fish stock of rainbow trout (Source: akvafakta.no). For evaluation of the fish stock of whitefish, the monthly market price survey of the Finnish Fish Farmers' Association is used. When the market price of raw fish increases or decreases, so does the value of fish harvested in fish farms of PRFoods, which has a positive or negative impact on the company's financial results. The high price of rainbow trout had a direct impact on the Company's financial results. Although the price of Norwegian trout has decreased during second half of 2017 and in the beginning of 2018, it remained on very high level compared to historical prices.

CHANGE IN BIOLOGICAL ASSETS				Change in tonnes	Change		
	Q2 2018	Q2 2017	18m 2017	12m 2017	12m 2016	Q2 18 / Q2 17	%
Biomass at beginning of the period	1,048	1,135	1,418	1,418	1,215	-87	-7.7%
Biomass at end of the period	1,184	1,414	1,048	1,438	1,418	-230	-16.3%
Harvested (in live weight)	-221	-209	-2,738	-2,343	-2,045	-12	-5.7%

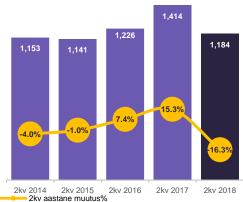
The amount of biological assets has decreased by -230 tonnes, i.e. -16.3% compared to the same period in previous year and in monetary terms has decreased by -1.8 million euros, i.e. -21.2%.

The aggregate growth of biological assets was positive during the 18 months of 2017-2018, amounting to 4.1 million euros (12 months in 2016: +7.9 million euros). The spring and summer of 2017 have been extraordinarily cold and summer of 2018 has been extraordinarily warm in Finland and Sweden, thus the aggregate growth of fish is much lower than norm. Also, the price of rainbow trout decreased by -12.4% as at 30.06.2018 compared to 31.12.2016.

As at 30.06.2018, the fair value of biological assets was 6.5 million euros (31.12.2016: 7.6 million euros).

BIOMASS VOLUME AND AVERAGE				Change	Change		
	Q2 2018	Q2 2017	18m 2017	12m 2017	12m 2016	Q2 18 / Q2 17	%
Biological assets (mln EUR)	6.50	8.25	6.50	5.57	7.58	-1.75	-21.2%
Biomass volume in tonnes	1,184	1,414	1,184	1,438	1.418	-230	-16.3%
Average price per kg (EUR)	5.49	5.84	5.49	3.87	5.35	-0.35	-5.9%
Fair value adjustment on biological assets (mln EUR)	1.10	0.42	-0.52	-1.51	2.26	0.68	161.7%

### Biomass volume in tonnes



### Biomass average price per kg (EUR)

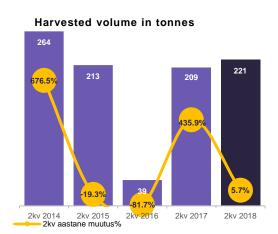


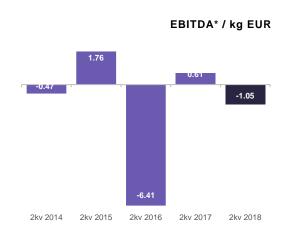
Fish is processed in production buildings that belong to Heimon Kala Oy and Vettel OÜ. The Group's own distribution network in Finland and Estonia enables us to ensure rapid and quality supplies to our customers.

In  $2^{nd}$  quarter of 2018 aquaculture produce in the amount of 209 tonnes was harvested, which has decreased by -7.7% compared to the same period in previous year. During the 18 months of 2017-2018 aquaculture produce in the amount of 2,959 tonnes was harvested. Produce in the amount of 2,045 tonnes was recorded in 2016.

HARVESTED VOLUME						Change	Change
	Q2 2018	Q2 2017	18m 2017	12m 2017	12m 2016	12m 17 / 12m 16	%
Revenue (mln EUR)	22.1	13.1	118.5	73.6	47.4	9.1	69.5%
EBITDA from operations (mln EUR)*	-0.2	0.1	5.8	5.3	0.8	-0.4	-281.9%
Harvested volume (tonnes)	221	209	2,959	2,343	2,045	12	5.7%
EBITDA / kg* (EUR)	-1.05	0.61	1.97	2.29	0.37	-1.65	-22.0%

 $<sup>\</sup>ast$  before one-offs and fair value adjustment of fish stock





#### SEASONALITY OF THE BUSINESS

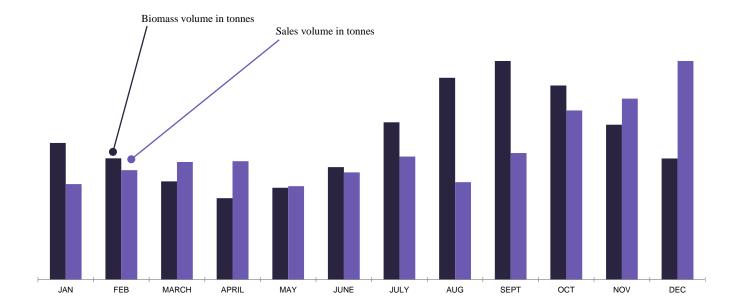
Due to the growth of biomass, the low season in fish farming lasts from November until May, while the high season lasts from June to September. Biomass growth is being influenced by the temperature in seas and lakes. Trout, for instance, grows faster from summer until autumn when the water is warmer. Between winter and spring, i.e. the cold period, fish practically stop growing. In fish processing facilities production volumes increase between September and Christmas and between March and May.

The long production cycle and the need to balance the volatility of market prices of raw materials require notably bigger investments in net working capital as compared to some other food industry businesses. In the high season of harvesting, there is a considerable need for working capital for purchasing feed and livestock. In addition, day-to-day production operations require sufficient stocks. For instance, in the autumn period when the supply of raw fish exceeds the market demand and the price level is the lowest during the year, companies consider purchasing large quantities of favourably priced raw materials (mainly trout) that are used in the ongoing production process. In the final third of the year, in the autumn-winter period when producers are selling fish harvested in their fish farms, the cash flow from operating activities is positive. In other words, notable fluctuation of net working capital is an entirely normal phenomenon in the fish business during the year.

In the period when cash flow from operations is negative, the Group pays special attention to cash conversion cycle by optimising the use of current assets. For balancing the cash circulation, the Company uses factoring and, if necessary, borrows in the form of overdraft. The volatility level of current assets depends on the specific financial year due to the specific features of seasonal business and is influenced by various factors including high dependence on weather conditions.

#### SEASONALITY OF THE BUSINESS

The graph shows the seasonal character of business by month, reflecting the growth of biomass volume in fish farming and sales volume in production.



## DESCRIPTION OF MAIN RISKS OF THE GROUP



The Group's risk management policy is based on the requirements established by regulatory bodies, generally accepted practices and the Group's internal rules. The Group is guided by the principle to manage risks in a manner that ensures an optimal risk to reward ratio. As part of the Group's risk management, all potential risks, their measurement and control are defined, and an action plan is prepared to reduce risks while ensuring the attainment of the Company's financial and other strategic objectives.

The Management Board of the Parent Company has the main role in management of risks. The Supervisory Board of the Parent Company exercises supervision over the measures taken by the Management Board to manage risks. The Group assesses and limits risks through systematic risk management. For managing financial risks, the Group has involved its financial unit that finances the Parent Company as well as its subsidiaries and, directly as a result of that, also manages liquidity risk and interest rate risk.

Management of financial risks is a significant and integral part in managing the Group's business processes. The ability of the management to identify, measure and control different risks have a significant effect on the Group's profitability. Risk is defined by the Group's management as a possible negative deviation from the expected financial result.

The activities of the Group are accompanied by several financial risks, of which the credit risk, liquidity risk and market risk, including currency risk and interest rate risk, have the most significant influence.

#### **CREDIT RISK**

Credit risk expresses a potential loss that arises in the event of clients failing to perform their contractual obligations. To reduce credit risk, the payment discipline of clients is consistently monitored.

To minimize credit risk, solvency of a potential future contractual partner is assessed based on the information received from the Commercial Register, Tax Board or other public sources. Contracts for purchase and sale of products are concluded with all contractual partners, and a payment term is granted only to reliable partners. If possible, the Group uses factoring without recourse as an additional measure to manage credit risk.

#### LIQUIDITY RISK

Liquidity risk represents a threat to solvency of the company. Liquidity risk means that the Group might not have available resources to settle its financial liabilities in a timely manner.

The Group aims at keeping the financing need and financing possibilities of the Group in balance. Cash flow planning is used as a tool to manage liquidity risks. For efficient management of the Group's cash flows, the bank accounts of the Parent Company and Estonian subsidiaries make up a cash pool account that enables the members of the cash pool account to use the Group's financial resources within the limit established by the Parent Company.

To manage liquidity risks, the Group uses different financing sources, including bank loans, overdraft facilities, continuous monitoring of trade receivables and delivery contracts.

Overdraft facilities are used to finance working capital, long-term bank loans or finance lease agreements are used to purchase noncurrent assets.

As at 30 June 2018, the Group's working capital was 2.9 million euros (30.06.2017: 11.5 million euros).

The management considers it important to monitor liquidity risks; the additional need for capital can be covered by overdraft facilities or by refinancing the loan portfolio. The overdraft facility was taken into use in amount of 8.1 million euros in subsidiaries (30.06.2017: 3.4 million euros).

#### **CURRENCY RISK**

Currency risk arises when business transactions, assets and liabilities are denominated in a currency that is not the entity's functional currency. The Group is operating in Estonia (currency EUR), Finland (currency EUR), Sweden (currency SEK) and UK (currency GBP). For hedging the currency risk, all substantial agreements with foreign parties are signed in EUR. The Group has majority of substantial receivables and liabilities in euros. Majority of existing long-term capital rent contracts are signed in EUR, therefore they are treated as liabilities free from currency risk. The Group is monitoring currency risk related to GBP and taking measures to control the risk.

#### INTEREST RATE RISK

In case of short- and long-term loans, the Group uses interest rates based on EURIBOR base interest. In managing interest rate risks, possible losses arising from changes in interest rates are regularly compared to the expenses incurred for hedging them.

#### **CAPITAL MANAGEMENT**

The Group's capital consists of borrowings and total equity. As at 30.06.2018 the equity totalled 23.7 million euros (30.06.2017: 22.7 million euros). The Group's principle is to maintain strong equity base with the purpose of maintaining credibility for shareholders, creditors and the market as well as for ensuring sustainable development of the Company. In the long term, the Company's objective is to increase shareholder income and to ensure the capacity to pay dividends.

For preserving or improving the capital structure, the Group may regulate the amount of dividends payable to shareholders, return capital to shareholders, issue new shares or sell assets to reduce the debt.

The Group considers it important to ensure that its equity structure is at the optimum level. Therefore, it is monitored that the Group's equity-to-assets ratio is at least 35% (30.06.2018: 35.9%, 30.06.2017: 67.8%) and that the ratio of interest-bearing liabilities to assets does not exceed 25% (30.06.2018: 36.4%, 30.06.2017: 15.1%). Interest-bearing liabilities to assets ratio is temporarily exceeded due to investment loans for acquiring subsidiaries. According to the overdraft contract signed with AS SEB Pank, the Company's working capital financing rate cannot fall below 60% and the Group has met this requirement.

According to the practice prevailing in the industry, the Group uses the debt to equity ratio to monitor capital. That ratio is arrived at by dividing net debt by total capital. Net debt equals total debt (total amount of short-term and long-term borrowings recognised in the consolidated statement of financial position) less cash and cash equivalents.

EUR '000	30.06.2018	30.06.2017	31.12.2017	31.12.2016
Total borrowings	24,022	5,054	23,062	4,656
Less: Cash and cash equivalents	5,961	4,088	6,491	4,374
Net debt	18,061	966	16,571	282
Total equity	23,679	22,697	24,735	23,809
Total capital (net debt + equity)	41,740	23,663	41,306	24,091
Debt to equity ratio	43%	4%	40%	1%

The net debt of Group at 30.06.2018 was positive 18.1 million euros (30.06.2017: positive 1.0 million euros).

#### MANAGEMENT AND SUPERVISORY BOARD

The Management Board of AS PRFoods is comprised of one member. Indrek Kasela serves as the sole member of Management Board since 02.02.2015 pursuant to the Supervisory Board's decision. The Management Board of the company is independent in its day-to-day management of the business, protects the best interests of all shareholders and thereby ensures the company's sustainable development in accordance with set objectives and strategy. The Management Board of the company is also responsible for the functioning of internal control and risk management processes in the company.

The Supervisory Board of AS PRFoods elects Management Board members for a three-year term. The Management Board must be comprised of one to four members pursuant to the articles of association of the company. On meeting held on 15<sup>th</sup> November 2017 Supervisory Board decided to extend current management board member Indrek Kasela's term of office by 3 years, until 15<sup>th</sup> November 2020.

Indrek Kasela (born 1971), who holds LL.M (master of laws) degree from New York University (1996), BA degree in law from the University of Tartu (1994) and serves as a member of Supervisory Board of several group entities, such as Saaremere Kala AS and Vettel OÜ. He serves as Supervisory Board member of AS Toode, ELKE Grupi AS, EPhaG AS, Salva Kindlustuse AS, AS Ridge Capital, Ekspress Grupi AS, Elering AS, Tulundusühistu Tuleva and a Management Board member of OÜ Transtech Service, OÜ Fine, Wood and Company OÜ, Lindermann, Birnbaum & Kasela OÜ, Managetrade OÜ, Noblessneri Jahtklubi OÜ and Gridio OÜ as well as board member of several companies and NGOs domiciled in the Baltic States and Russian Federation.

The Supervisory Board of AS PRFoods is currently comprised of six members. The Supervisory Board is chaired by the Chairman of the Supervisory Board Lauri Kustaa Äimä, members of the Supervisory Board are Aavo Kokk, Harvey Sawikin, Vesa Jaakko Karo, Arko Kadajane and Kuldar Leis.

The highest governing body of a public limited company is the General Meeting of shareholders. According to law, the General Meetings of shareholders are either ordinary or extraordinary.

Pursuant to law, a Supervisory Board of a public limited company is a supervisory body responsible for planning the activities of a company, organising its management and supervising the activities of Management Board. According to the Articles of Association of AS PRFoods, the Supervisory Board has three to seven members elected by the General Meeting of shareholders for the term of five years. On extraordinary shareholders meeting held on 11<sup>th</sup> of December 2017, the shareholders decided to extend the term of office of current members of the Supervisory Board by 5 years. Articles of association was also amended and the term of office of Supervisory Board will be 3 years in future instead of current 5 years.

Information about the education and career of the members of the Supervisory Board as well as their membership in the management bodies of companies have been published on AS PRFoods website at www.prfoods.ee.

As at 30.06.2018, the members of Management and Supervisory Board and persons/companies related to them hold the shares in the company as indicated below:

in the company as marcacca scrow.		
Shareholder	number of shares	ownership interest
Chairman of the Supervisory Board until 02.02.2015, Member of the Management Board from 02.02.2015 – Indrek Kasela	1,564,553	4.04%
Member of the Supervisory Board – Kuldar Leis	1,302,166	3.37%
Member of the Supervisory Board, Chairman of the Supervisory Board from 02.02.2015 – Lauri Kustaa Äimä	125,000	0.32%
Member of the Supervisory Board – Vesa Jaakko Karo	90,000	0.23%
Member of the Supervisory Board – Arko Kadajane	8,928	0.02%
Member of the Supervisory Board – Harvey Sawikin	no shares	
Member of the Supervisory Board – Aavo Kokk	no shares	
Total number of shares owned by the members of the Supervisory and Management Board	3,090,647	7.99%

#### SHARE AND SHAREHOLDERS

AS PRFoods shares are listed in the main list of NASDAQ OMX Tallinn Stock Exchange since 5 May 2010. The company has issued 38.7 million ordinary shares with the calculated value of 0.20 euro (nominal value was 10 EEK until 13 April 2011, 0.60 euro until 3 September 2012 and 0.50 euro until 2 October 2015).

On 30 June 2016, shares without nominal value of AS PRFoods were registered in the Commercial Register based on the resolutions adopted by the General Meeting of Shareholders of the Company held on 26 May 2016. The amount of the registered share capital of the Company is 7,736,572 euros, which is divided into 38,682,860 ordinary shares without nominal value and with the calculated value of 0.20 euros per share. All shares have equal voting and dividend rights. PRFoods shares do not have an official market maker.

ISIN	EE3100101031	Number of securities	38,682,860
Symbol of share	PRF1T	Listed shares	38,682,860
Market	BALTIC MAIN LIST	Listing date	05.05.2010
Calculated value	0.20 EUR	Minimum quantity of tradable securities	1 share

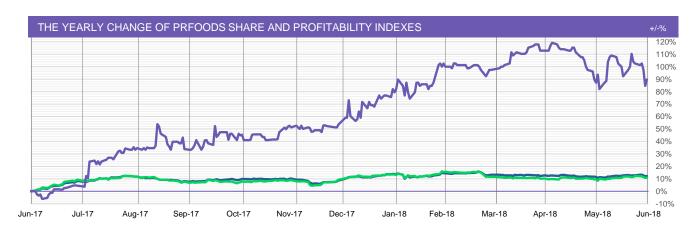
#### THE PRFOODS SHARE WAS PART OF THE FOLLOWING INDICES:

Index	Description	Туре	Short name
OMX Tallinn GI	OMX Tallinn All-Share index	Gross index	OMXT
OMX Baltic Benchmark GI	OMX Baltic All-Share index	Gross index	OMXBGI

OMX uses a common classification of indices for the Nordic and Baltic markets. The OMX Baltic index family includes all share, tradable, benchmark and sector indices. The indices are calculated in euros and gross (GI) indices. All indices are chain-linked, meaning that they are calculated based on the price level of the previous trading day. All OMX Baltic indices, except sector indices have base values of 100 and the base date is 31.12.1999. The base date of the OMX Tallinn All-Share index is 03.06.1996. The composition of the tradable and benchmark indices is revised twice a year based on the trading activity of the shares.

THE YEARLY CHANGE OF PRFOODS SHARE AND PROFITABILITY INDEXES BETWEEN 30.06,2017 AND 30.06,2018:

Index / Equity	30.06.2017	30.06.2018	change %
OMX Baltic Benchmark GI	868.84 EUR	974.87 EUR	12.20%
OMX Tallinn	1,137.08 EUR	1,261.60 EUR	10.950%
PRF1T	0.390 EUR	0.740 EUR	89.74%



Baltic comparison index increased 12.20% during the given period, Tallinn Stock Exchange All-Share index increased 10.95% and PRFoods share price increased 89.74%.

TRADING HISTORY													
Price (EUR)	Q1 2018	Q2 2018	18m 2017	Q1 2017	Q2 2017	Q3 2017	Q4 2017	12m 2017	Q1 2016	Q2 2016	Q3 2016	Q4 2016	12m 2016
Open	0.600	0.770	0.372	0.372	0.398	0.390	0.530	0.372	0.390	0.389	0.380	0.380	0.390
High	0.795	0.855	0.855	0.412	0.398	0.600	0.600	0.600	0.397	0.394	0.390	0.387	0.397
Low	0.600	0.710	0.354	0.360	0.354	0.366	0.520	0.354	0.362	0.349	0.365	0.363	0.349
Last	0.770	0.740	0.740	0.398	0.390	0.522	0.599	0.599	0.389	0.379	0.381	0.367	0.36
Traded volume, thousand	821	595	5,812	1,659	236	1,766	734	4,395	308	1,400	159	561	2,429
Turnover, million	0.57	0.47	3.02	0.63	0.09	0.84	0.42	1.98	0.12	0.52	0.06	0.21	0.91
Market capitalization, million	29.79	28.63	28.63	15.40	15.09	20.19	23.17	23.17	15.05	14.66	14.74	14.20	14.20

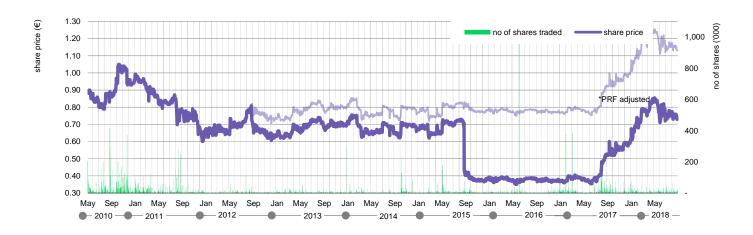
3,114 transactions were made with PRFoods shares in the 18 months of 2018. The volume of the transactions was 5.8 million, i.e. 15.0% of all shares, and the monetary value was 2.5 million euros. Comparable data during the 12 months of 2016: 1,135 transactions with a volume of 2.43 million shares, i.e. 6.3% of all shares, and the monetary value was 0.91 million euros. The highest trading price was 0.855 euros per share and the lowest trading price was 0.354 euros per share (the trading prices in the 12 months of 2016 were 0.397 and 0.349 euros per share, respectively).

In  $2^{nd}$  quarter of 2018 total 520 transactions were made with PRFoods shares. The volume of the transactions was 0.6 million, i.e. 1.5% of all shares, and the monetary value was 0.5 million euros. Comparable data during the  $2^{nd}$  quarter of 2017: 152 transactions with a volume of 0.2 million shares, i.e. 0.6% of all shares, and the monetary value was 0.1 million euros. The highest trading price was 0.855 euros per share and the lowest trading price was 0.710 euros per share (the trading prices in the  $2^{nd}$  quarter of 2017 were 0.398 and 0.354 euros per share, respectively).

The closing price of the share was 0.740 euros per share as at 30.06.2018 (30.06.2017: 0.390 euro per share). The market value of AS PRFoods was 28.63 million euros as at 30.06.2018, increasing year-on-year by +89.7% (market value 30.06.2017: 15.09 million euros).

Ratios	formula	30.06.2018	30.06.2017	31.12.2017	31.12.2016				
Ratios	formula	0.490	0.314	0.540	0.305				
EV/Sales	(Market Cap + Net Debt) / Sales	5.852	25.891	7.397	19.253				
EV/EBITDA from operations	(Market Cap + Net Debt) / EBITDA from operations	18.265	8.207	11.170	5.541				
EV/EBITDA	(Market Cap + Net Debt) / EBITDA	3.602	24.333	4.312	18.878				
Price/EBITDA from operations	Market Cap / EBITDA from operations	6.941	7.713	6.512	5.433				
Price/EBITDA	Market Cap / EBITDA	25.765	88.743	17.621	19.855				
Price-to-Earnings	Market Cap / Net Earnings	1.209	0.665	0.937	0.596				
Market Cap, Net Debt and Equity as of 30.06.2018									
Sales, EBITDA and Net Profit (-Loss) for the trailing 12 months period									

## THE DYNAMICS OF THE SHARE PRICE OF PRFOODS (EUR) AND THE VOLUME OF TRANSACTIONS (NUMBER OF SHARES TRADED) DURING THE PERIOD FROM 5 MAY 2010 UP TO 30 JUNE 2018:



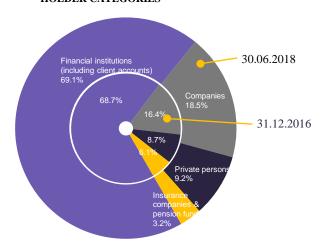
<sup>\*</sup>Dynamics of PRFoods's share price adjusted by the capital reduction payments.

The nominal value of the PRFoods share was decreased by 10 euro cents on 29 August 2012 and by 30 euro cents on 28 August 2015. The calculated value of PRFoods share is currently 20 euro cents. PRFoods has distributed to its shareholders a total amount of 16.9 million euros in dividends and share capital reduction since its shares were publicly listed.

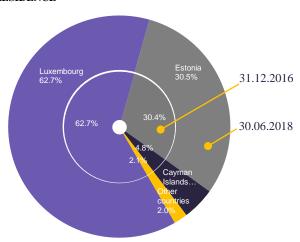
#### SHAREHOLDERS STRUCTURE

SHAREHOLDERS AS AT 30.06.2018		1,471 SHAREHOLDERS +20.3% FROM 31.12.20						
	Number of shares	% of total 30.06.2017	% of total 31.12.2016	Change				
ING Luxembourg S.A. (Nominee account)	24,258,366	62.71%	62.71%	-				
Lindermann, Birnbaum & Kasela OÜ	1,564,553	4.04%	2.69%	+ 522,730				
OÜ Rododendron	1,298,705	3.36%	3.36%	-				
Ambient Sound Investments OÜ	1,239,116	3.20%	3.20%	-				
Firebird Republics Fund Ltd.	1,195,270	3.09%	3.09%	-				
Compensa Life Vienna Insurance Group SE	750,470	1.94%	1.92%	+ 7,412				
Firebird Avrora Fund, Ltd.	648,220	1.68%	1.68%	-				
OÜ Iskra Investeeringud	386,874	1.00%	0.05%	+ 369,155				
LHV Pensionifond L	314,303	0.81%	2.73%	- 741,560				
Total largest shareholders	31,655,877	81.83%	81.43%	157,737				
Other minority shareholders	6,026,983	15.58%	16.88%	- 504,555				
Treasury shares	1,000,000	2.59%	1.69%	+ 346,818				
Total	38,682,860	100.00%	100.00%	-				

# STRUCTURE OF SHAREHOLDERS ACCORDING TO HOLDER CATEGORIES



## STRUCTURE OF SHAREHOLDERS ACCORDING TO RESIDENCE



### THE DIVISION OF SHAREHOLDERS ACCORDING TO NUMBER OF ACQUIRED SHARES

number of shares	number of shareholders	% of shareholders	total number of shares	% of share
1 1,000	712	48.4%	337,919	0.9%
1,001 10,000	628	42.7%	2,053,267	5.3%
10,001 50,000	101	6.9%	2,151,429	5.6%
50,001 100,000	10	0.7%	773,548	2.0%
More than 100,000	20	1.4%	33,366,697	86.3%
Total	1,471	100.1%	38,682,860	100.0%

PRFOODS

Interim Accounting Report

## Consolidated interim financial statements

## Consolidated statement of financial position

EUR '000	Note	30.06.2018	30.06.2017	31.12.2017	31.12.2016
ASSETS					
Cash and cash equivalents	(Note 2)	5,961	4,088	6,491	4,374
Receivables and prepayments	(Note 3)	4,912	2,694	8,982	4,056
Inventories	(Note 4)	12,677	5,105	11,747	5,393
Biological assets	(Note 5)	6,498	8,251	5,566	7,584
Total current assets		30,048	20,138	32,786	21,407
Deferred income tax		212	226	222	230
Long-term financial investments		134	102	102	103
Tangible fixed assets	(Note 6)	12,730	7,019	13,225	7,285
Intangible assets	(Note 7)	22,877	5,981	22,294	6,031
Total non-current assets		35,953	13,328	35,843	13,649
TOTAL ASSETS		66,001	33,466	68,629	35,056
EQUITY AND LIABILITIES					
Loans and borrowings	(Note 8, 9)	12,562	4,266	10,105	3,716
Payables	(Note 10)	14,422	4,243	17,115	5,131
Government grants	(Note 11)	216	170	306	162
Total current liabilities		27,200	8,679	27,526	9,009
Loans and borrowings	(Note 8, 9)	11,460	788	12,957	940
Deferred tax liabilities		2,436	758	2,267	747
Government grants	(Note 11)	1,226	544	1,144	551
Total non-current liabilities		15,122	2,090	16,368	2,238
TOTAL LIABILITIES		42,322	10,769	43,894	11,247
Share capital		7,737	7,737	7,737	7,737
Share premium		14,007	14,007	14,007	14,007
Treasury shares		-390	-390	-390	-256
Statutory capital reserve		48	48	48	12
Currency translation reserve		111	417	173	428
Retained profit (-loss)		2,151	878	3,096	1,881
Equity attributable to parent		23,664	22,697	24,671	23,809
Non-controlling interest		15	0	64	0
TOTAL EQUITY	(Note 12)	23,679	22,697	24,735	23,809
TOTAL EQUITY AND LIABILITIES		66,001	33,466	68,629	35,056

## Consolidated statement of profit or loss and other comprehensive income

Sales         (Note 13)         22,149         13,066         118,499         73,610         47,429           Cost of goods sold         (Note 14)         -20,436         -12,081         -103,836         -63,075         -43,410           Gross profit         1,713         985         14,663         10,535         4,019           Operating expenses         -2,591         -1,237         -12,336         -7,365         -4,785           Selling and distribution expenses         -1,900         -879         -8,797         -5,209         -3,346           Administrative expenses         -691         -358         -3,539         -2,156         -1,439           Other income/expenses         -691         -358         -3,539         -2,156         -1,439           Other income/expenses         -352         -138         40         240         -118           Fair value adjustment on biological assets         (Note 5)         1,099         420         -524         -1,505         2,263           Operating profit (-loss)         -131         30         1,843         1,905         1,379           Financial income         4         -5         10         4         2           Financial expenses         -133 </th <th>EUR '000</th> <th>Note</th> <th>Q2 2018</th> <th>Q2 2017</th> <th>18m 2017</th> <th>12m 2017</th> <th>12m 2016</th>	EUR '000	Note	Q2 2018	Q2 2017	18m 2017	12m 2017	12m 2016
1,713   985	Sales	(Note 13)	22,149	13,066	118,499	73,610	47,429
Comparising expenses   -2,591   -1,237   -12,336   -7,365   -4,785   Selling and distribution expenses   -1,900   -879   -8,797   -5,209   -3,346   Administrative expenses   -691   -358   -3,539   -2,156   -1,439	Cost of goods sold	(Note 14)	-20,436	-12,081	-103,836	-63,075	-43,410
Selling and distribution expenses         -1,900         -879         -8,797         -5,209         -3,346           Administrative expenses         -691         -358         -3,539         -2,156         -1,439           Other income/expenses         -352         -138         40         240         -118           Fair value adjustment on biological assets         (Note 5)         1,099         420         -524         -1,505         2,263           Operating profit (-loss)         -131         30         1,843         1,905         1,379           Financial income         4         -5         10         4         2           Financial expenses         -326         -80         -1,519         -802         -240           Profit (-loss) before tax         -453         -55         334         1,107         1,141           Income tax         -189         -73         -13         208         -426           Net profit (-loss) for the period         -642         -128         321         1,315         715           Net profit (-loss) attributable to:         -57         0         15         64         0           Other comprehensive income (-loss) that may subsequently be classified to profit or loss:         -1 <td>Gross profit</td> <td></td> <td>1,713</td> <td>985</td> <td>14,663</td> <td>10,535</td> <td>4,019</td>	Gross profit		1,713	985	14,663	10,535	4,019
Selling and distribution expenses         -1,900         -879         -8,797         -5,209         -3,346           Administrative expenses         -691         -358         -3,539         -2,156         -1,439           Other income/expenses         -352         -138         40         240         -118           Fair value adjustment on biological assets         (Note 5)         1,099         420         -524         -1,505         2,263           Operating profit (-loss)         -131         30         1,843         1,905         1,379           Financial income         4         -5         10         4         2           Financial expenses         -326         -80         -1,519         -802         -240           Profit (-loss) before tax         -453         -55         334         1,107         1,141           Income tax         -189         -73         -13         208         -426           Net profit (-loss) for the period         -642         -128         321         1,315         715           Net profit (-loss) attributable to:         -57         0         15         64         0           Other comprehensive income (-loss) that may subsequently be classified to profit or loss:         -1 <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td>							
Administrative expenses	Operating expenses		-2,591	-1,237	-12,336	-7,365	-4,785
Other income/expenses         -352         -138         40         240         -118           Fair value adjustment on biological assets         (Note 5)         1,099         420         -524         -1,505         2,263           Operating profit (-loss)         1-131         30         1,843         1,905         1,379           Financial income         4         -5         10         4         2           Financial expenses         -326         -80         -1,519         -802         -240           Profit (-loss) before tax         -453         -55         334         1,107         1,141           Income tax         -189         -73         -13         208         -426           Net profit (-loss) for the period         -642         -128         321         1,315         715           Net profit (-loss) attributable to:         Owners of the company         -585         -128         306         1,251         715           Non-controlling interests         -57         0         15         64         0           Total comprehensive income (-loss) that may subsequently be classified to profit or loss:         -642         -128         321         1,315         715           Total comprehensiv	Selling and distribution expenses		-1,900	-879	-8,797	-5,209	-3,346
Fair value adjustment on biological assets (Note 5) 1,099 420 -524 -1,505 2,263  Operating profit (-loss) -1311 30 1,843 1,905 1,379  Financial income	Administrative expenses		-691	-358	-3,539	-2,156	-1,439
Operating profit (-loss)         -131         30         1,843         1,905         1,379           Financial income         4         -5         10         4         2           Financial expenses         -326         -80         -1,519         -802         -240           Profit (-loss) before tax         -453         -55         334         1,107         1,141           Income tax         -189         -73         -13         208         -426           Net profit (-loss) for the period         -642         -128         321         1,315         715           Net profit (-loss) stributable to:         Owners of the company         -585         -128         306         1,251         715           Non-controlling interests         -57         0         15         64         0           Total net profit (-loss)         -642         -128         321         1,315         715           Other comprehensive income (-loss) that may subsequently be classified to profit or loss:         Foreign currency translation differences         -1         -11         -317         -255         -43           Total comprehensive income (-expense) attributable to:         Owners of the Company         -586         -139 <td< td=""><td>Other income/expenses</td><td></td><td>-352</td><td>-138</td><td>40</td><td>240</td><td>-118</td></td<>	Other income/expenses		-352	-138	40	240	-118
Financial income 4 -5 10 4 2 Financial expenses -326 -80 -1,519 -802 -240 Profit (-loss) before tax -453 -55 334 1,107 1,141 Income tax -489 -73 -13 208 -426 Net profit (-loss) for the period -642 -128 321 1,315 715  Net profit (-loss) attributable to:  Owners of the company -585 -128 306 1,251 715 Non-controlling interests -57 0 15 64 0 Total net profit (-loss)  Other comprehensive income (-loss) that may subsequently be classified to profit or loss:  Foreign currency translation differences -1 -11 -317 -255 -43  Total comprehensive income (-expense) -643 -139 4 1,060 672  Total comprehensive income (-expense) -586 -139 -11 996 672  Non-controlling interests -57 0 15 64 0  Owners of the Company -586 -139 -11 996 672  Non-controlling interests -57 0 15 64 0  Total comprehensive income (-expense) -643 -139 4 1,060 672  Profit (-loss) per share (EUR) (Note 12) -0.02 0.00 0.00 0.00 0.03 0.02	Fair value adjustment on biological assets	(Note 5)	1,099	420	-524	-1,505	2,263
Financial expenses -326 -80 -1,519 -802 -240 Profit (-loss) before tax -453 -55 334 1,107 1,141 Income tax -189 -73 -13 208 -426 Net profit (-loss) for the period -642 -128 321 1,315 715  Net profit (-loss) attributable to:  Owners of the company -585 -128 306 1,251 715 Non-controlling interests -57 0 15 64 0  Total net profit (-loss) that may subsequently be classified to profit or loss:  Foreign currency translation differences -1 -11 -317 -255 -43  Total comprehensive income (-expense) -643 -139 4 1,060 672  Total comprehensive income (-expense) -586 -139 -11 996 672  Non-controlling interests -57 0 15 64 0  Total comprehensive income (-expense) -643 -139 4 1,060 672  Profit (-loss) per share (EUR) (Note 12) -0.02 0.00 0.00 0.00 0.03 0.02	Operating profit (-loss)		-131	30	1,843	1,905	1,379
Profit (-loss) before tax  -453 -55 334 1,107 1,141 Income tax  -189 -73 -13 208 -426 Net profit (-loss) for the period  -642 -128 321 1,315 715  Net profit (-loss) attributable to:  Owners of the company -585 -128 306 1,251 715 Non-controlling interests -57 0 15 64 0 Total net profit (-loss)  -642 -128 321 1,315 715  Other comprehensive income (-loss) that may subsequently be classified to profit or loss:  Foreign currency translation differences -1 -11 -317 -255 -43 Total comprehensive income (-expense) attributable to:  Owners of the Company -586 -139 -11 -996 -672 Non-controlling interests -57 0 15 64 0 Total comprehensive income (-expense) attributable to:  Owners of the Company -586 -139 -11 -11 -996 -672 Profit (-loss) per share (EUR) (Note 12) -0.02 0.00 0.00 0.00 0.03 0.02	Financial income		4	-5	10	4	2
Income tax	Financial expenses		-326	-80	-1,519	-802	-240
Net profit (-loss) for the period         -642         -128         321         1,315         715           Net profit (-loss) attributable to:         Owners of the company         -585         -128         306         1,251         715           Non-controlling interests         -57         0         15         64         0           Total net profit (-loss)         -642         -128         321         1,315         715           Other comprehensive income (-loss) that may subsequently be classified to profit or loss:         Foreign currency translation differences         -1         -11         -317         -255         -43           Total comprehensive income (-expense)         -643         -139         4         1,060         672           Total comprehensive income (-expense) attributable to:         -586         -139         -11         996         672           Non-controlling interests         -57         0         15         64         0           Total comprehensive income (-expense) for the period         -643         -139         4         1,060         672	Profit (-loss) before tax		-453	-55	334	1,107	1,141
Net profit (-loss) attributable to:   Owners of the company	Income tax		-189	-73	-13	208	-426
Owners of the company         -585         -128         306         1,251         715           Non-controlling interests         -57         0         15         64         0           Total net profit (-loss)         -642         -128         321         1,315         715           Other comprehensive income (-loss) that may subsequently be classified to profit or loss:         -642         -11         -317         -255         -43           Total comprehensive income (-expense)         -643         -139         4         1,060         672           Total comprehensive income (-expense) attributable to:         -586         -139         -11         996         672           Non-controlling interests         -57         0         15         64         0           Total comprehensive income (-expense) for the period         -643         -139         4         1,060         672           Profit (-loss) per share (EUR)         (Note 12)         -0.02         0.00         0.00         0.03         0.02	Net profit (-loss) for the period		-642	-128	321	1,315	715
Owners of the company         -585         -128         306         1,251         715           Non-controlling interests         -57         0         15         64         0           Total net profit (-loss)         -642         -128         321         1,315         715           Other comprehensive income (-loss) that may subsequently be classified to profit or loss:         -642         -11         -317         -255         -43           Total comprehensive income (-expense)         -643         -139         4         1,060         672           Total comprehensive income (-expense) attributable to:         -586         -139         -11         996         672           Non-controlling interests         -57         0         15         64         0           Total comprehensive income (-expense) for the period         -643         -139         4         1,060         672           Profit (-loss) per share (EUR)         (Note 12)         -0.02         0.00         0.00         0.03         0.02							
Non-controlling interests   -57   0   15   64   0	Net profit (-loss) attributable to:						
Total net profit (-loss)  -642 -128 321 1,315 715  Other comprehensive income (-loss) that may subsequently be classified to profit or loss:  Foreign currency translation differences -1 -11 -317 -255 -43  Total comprehensive income (-expense) -643 -139 4 1,060 672  Total comprehensive income (-expense) attributable to:  Owners of the Company -586 -139 -11 996 672  Non-controlling interests -57 0 15 64 0  Total comprehensive income (-expense) for the period  Profit (-loss) per share (EUR) (Note 12) -0.02 0.00 0.00 0.00 0.03 0.02	Owners of the company		-585	-128	306	1,251	715
Other comprehensive income (-loss) that may subsequently be classified to profit or loss:  Foreign currency translation differences  -1 -11 -317 -255 -43  Total comprehensive income (-expense)  -643 -139 4 1,060 672  Total comprehensive income (-expense)  attributable to:  Owners of the Company  -586 -139 -11 996 672  Non-controlling interests  -57 0 15 64 0  Total comprehensive income (-expense)  for the period  Profit (-loss) per share (EUR)  (Note 12) -0.02 0.00 0.00 0.00 0.03	Non-controlling interests		-57	0	15	64	0
may subsequently be classified to profit or loss:         -1         -11         -317         -255         -43           Total comprehensive income (-expense)         -643         -139         4         1,060         672           Total comprehensive income (-expense) attributable to:         -586         -139         -11         996         672           Non-controlling interests         -57         0         15         64         0           Total comprehensive income (-expense) for the period         -643         -139         4         1,060         672           Profit (-loss) per share (EUR)         (Note 12)         -0.02         0.00         0.00         0.03         0.02	Total net profit (-loss)		-642	-128	321	1,315	715
may subsequently be classified to profit or loss:         -1         -11         -317         -255         -43           Total comprehensive income (-expense)         -643         -139         4         1,060         672           Total comprehensive income (-expense) attributable to:         -586         -139         -11         996         672           Non-controlling interests         -57         0         15         64         0           Total comprehensive income (-expense) for the period         -643         -139         4         1,060         672           Profit (-loss) per share (EUR)         (Note 12)         -0.02         0.00         0.00         0.03         0.02							
Total comprehensive income (-expense)         -643         -139         4         1,060         672           Total comprehensive income (-expense) attributable to:         -586         -139         -11         996         672           Non-controlling interests         -57         0         15         64         0           Total comprehensive income (-expense) for the period         -643         -139         4         1,060         672           Profit (-loss) per share (EUR)         (Note 12)         -0.02         0.00         0.00         0.03         0.02	may subsequently be classified to profit or						
Total comprehensive income (-expense) attributable to:  Owners of the Company -586 -139 -11 996 672  Non-controlling interests -57 0 15 64 0  Total comprehensive income (-expense) for the period -643 -139 4 1,060 672  Profit (-loss) per share (EUR) (Note 12) -0.02 0.00 0.00 0.03 0.02	Foreign currency translation differences		-1	-11	-317	-255	-43
attributable to:       Owners of the Company       -586       -139       -11       996       672         Non-controlling interests       -57       0       15       64       0         Total comprehensive income (-expense) for the period       -643       -139       4       1,060       672         Profit (-loss) per share (EUR)       (Note 12)       -0.02       0.00       0.00       0.03       0.02	Total comprehensive income (-expense)		-643	-139	4	1,060	672
attributable to:       Owners of the Company       -586       -139       -11       996       672         Non-controlling interests       -57       0       15       64       0         Total comprehensive income (-expense) for the period       -643       -139       4       1,060       672         Profit (-loss) per share (EUR)       (Note 12)       -0.02       0.00       0.00       0.03       0.02							
Non-controlling interests         -57         0         15         64         0           Total comprehensive income (-expense) for the period         -643         -139         4         1,060         672           Profit (-loss) per share (EUR)         (Note 12)         -0.02         0.00         0.00         0.03         0.02							
Total comprehensive income (-expense)	Owners of the Company		-586	-139	-11	996	672
Frofit (-loss) per share (EUR) (Note 12) -0.02 0.00 0.00 0.03 0.02	Non-controlling interests		-57	0	15	64	0
Profit (-loss) per share (EUR) (Note 12) -0.02 0.00 0.00 0.03 0.02			-643	-139	4	1,060	672
Diluted profit (-loss) per share (EUR) (Note 12) -0.02 0.00 0.00 0.03 0.02	Profit (-loss) per share (EUR)	(Note 12)	-0.02	0.00	0.00	0.03	0.02
Diluted profit (-loss) per share (EUR) (Note 12) -0.02 0.00 0.00 0.03 0.02							
	Diluted profit (-loss) per share (EUR)	(Note 12)	-0.02	0.00	0.00	0.03	0.02

## Consolidated cash flow statement

EUR '000	Note	Q2 2018	Q2 2017	18m 2017	12m 2017	12m 2016
Total cash flow from operations						
Net profit (-loss)		-642	-128	321	-642	715
Adjustments:						
Depreciation	(Note 6, 7)	489	308	2,649	489	1,234
Profit from sale and write off of fixed assets		-49	0	-52	-49	-6
Other non-cash items		3,272	-66	-2,091	3,272	20
Changes in receivables and prepayments		863	-135	-838	863	-495
Changes in inventories	(Note 4)	818	2,120	-7,284	818	223
Changes in biological assets	(Note 5)	-1,938	-1,708	1,086	-1,938	-3,163
Changes in payables and prepayments		-3,689	262	5,790	-3,689	1,975
Corporate income tax paid		21	40	-48	21	-188
Total cash flow from / (used in) operating activities		-855	693	-467	-855	315
Total cash flow from investments						
Sale of tangible and intangible fixed assets	(Note 6, 7)	46	-144	132	46	9
Purchase of tangible and intangible fixed assets	(Note 6, 7)	-313	87	-1,299	-313	-732
Government grants for acquisition of assets	(Note 7)	17	0	310	17	0
Acquisition of subsidiaries, net cash received	(Note 16)	0	0	-12,964	0	0
Repayments of loans granted		0	0	51	0	0
Interest received		4	0	9	4	0
Profit from long-term investments		0	0	1	0	4
Total cash flow used in investing activities		-246	-57	-13,760	-246	-719
Total cash flow from financing						
Own shares buy-back	(Note 12)	0	0	-134	0	-84
Change in overdraft		993	38	4,707	993	3,367
Repayments of loans		-568	0	-1,194	-568	0
Loans raised	(Note 9)	0	0	14,000	0	0
Change in factored receivables	(Note 9)	-139	-34	-61	-139	21
Capital lease repayments	(Note 8)	-93	-83	-565	-93	-343
Dividends paid		-80	0	-215	-80	0
Interest paid		-179	-39	-724	-179	-104
Total cash flow (used in)/from financing activities		-66	-118	15,814	-66	2,857
Total cash flow		-1,167	518	1,587	-1,167	2,453
Cash and cash equivalents at beginning of	(Note 2)	7,128	3,570	4,374	7,128	1,921
Change in each and each equivalents	, ,			·		
Change in cash and cash equivalents  Cash and cash equivalents at the end of the	(Note 2)	-1,167 5,961	518 4,088	1,587 5,961	-1,167 5,961	2,453 4,374

## Consolidated statement of changes in equity

EUR '000	Share capital	Share premium	Own share s	Statutory capital reserve	Translation reserve	Retained earnings (-loss)	Total	Non- controlling interests	Total equity
Balance at 31.12.2015	7,737	16,026	-172	6	471	-847	23,221	0	23,221
Covering the loss from previous year	0	-2,019	0	-6	0	2,025	0	0	0
Formation of statutory reserve capital	0	0	0	12	0	-12	0	0	0
The own shares repurchase program	0	0	-84	0	0	0	-84	0	-84
Transactions with equity holders of the company	0	-2,019	-84	6	0	2,013	-84	0	-84
Net loss for the year	0	0	0	0	0	715	715	0	715
Other comprehensive expense	0	0	0	0	-43	0	-43	0	-43
Total comprehensive expense for the period	0	0	0	0	-43	715	672	0	672
Balance at 31.12.2016	7,737	14,007	-256	12	428	1,881	23,809	0	23,809
Balance at 31.12.2016	7,737	14,007	-256	12	428	1,881	23,809	0	23,809
Formation of statutory reserve capital	0	0	0	36	0	-36	0	0	0
The own shares repurchase program	0	0	-134	0	0	0	-134	0	-134
Transactions with equity holders of the company	0	0	-134	36	0	-36	-134	0	-134
Net loss for the year	0	0	0	0	0	306	306	15	321
Other comprehensive expense	0	0	0	0	-317	0	-317	0	-317
Total comprehensive expense for the period	0	0	0	0	-317	306	-11	15	4
Balance at 30.06.2018	7,737	14,007	-390	48	111	2,151	23,664	15	23,679

Additional information about equity is disclosed in Note 12.

# Notes to the Interim Report

#### NOTE 1. SUMMARY OF MATERIAL ACCOUNTING POLICIES

AS PRFoods is a company incorporated in Estonia. The interim financial statements dated 30.06.2018 encompass AS PRFoods (hereinafter Parent Company) together with its subsidiaries Saaremere Kala AS in Estonia and the group companies OÜ Vettel, OÜ GourmetHouse in Estonia and Heimon Kala Oy, Trio Trading Ab Oy in Finland, Överumans Fisk Ab in Sweden, JRJ & PRF Ltd, John Ross Jr (Aberdeen) Ltd, Coln Valley Smokery Ltd in United Kingdom (hereinafter also referred to as Group). The Group has a stake in an associate, the Competence Center of Food and Fermentation Technologies (CCFFT). JRJ & PRF Ltd, John Ross Jr (Aberdeen) Ltd, Coln Valley Smokery Ltd are consolidated from 01.07.2017 and Trio Trading Ab Oy is consolidated from 01.09.2017. AS PRFoods shares are listed on NASDAQ OMX Tallinn Stock Exchange since 5 May 2010.

The Group's consolidated audited annual report for the financial year that ended on 31 December 2016 is available at the Parent Company's location at Pärnu mnt 141, Tallinn and on the Parent Company's website www.prfoods.ee.

On extraordinary shareholders meeting held on 11<sup>th</sup> December 2017 financial year of the Group was changed. Current financial year will be extended until 30.06.2018 and in future PRFoods financial year will run from 1<sup>st</sup> July to 30<sup>th</sup> June.

# **CONFIRMATION OF COMPLIANCE**

The current unaudited consolidated interim report complies with the requirements of international accounting standards IAS 34 "Interim Financial Reporting" on condensed interim financial statements.

While preparing the interim report at hand, the same accounting principles as in the annual report for the financial year ended on 31.12.2016 have been applied. The report does not hold all the information that must be presented in a complete annual report, so it should be read together with the Parent Company's audited consolidated annual report for the financial year that ended on 31 December 2016, which is in compliance with international finance reporting standards (IFRS) as adopted by the European Union.

The Management Board approved the publication of this condensed unaudited consolidated interim report on 31st August 2018.

In the opinion of the management, this interim report for 2<sup>nd</sup> quarter of 2018 and 18 months of 2017-2018 financial year of AS PRFoods presents correctly and fairly the financial results of the Group as a going concern. Current interim report is neither audited nor reviewed by auditors in any other way and contains only the consolidated reports of the Group.

#### **BASIS OF PREPARATION**

The functional currency is euro. The consolidated interim report is presented in thousands of euro and all numerical indicators have been rounded to thousand, if not indicated otherwise. In the report, thousand euro is indicated as an abbreviation EUR '000.

# **NOTE 2. CASH AND CASH EQUIVALENTS**

EUR '000	30.06.2018	30.06.2017	31.12.2017	31.12.2016
Cash on hand	16	8	11	9
Short-term deposits	2,296	0	3,139	0
Bank accounts	3,649	4,080	3,341	4,365
Total cash and cash equivalents	5,961	4,088	6,491	4,374

# **NOTE 3. RECEIVABLES AND PREPAYMENTS**

EUR '000	30.06.2018	30.06.2017	31.12.2017	31.12.2016
Trade receivables	3,465	2,217	7,387	3,558
Allowance for doubtful receivables	-38	0	-27	-12
Other receivables	657	4	623	7
Prepaid expenses	282	226	523	133
Prepaid taxes	546	190	476	290
Other prepayments	0	57	0	80
Total receivables and prepayments	4,912	2,694	8,982	4,056

Write-down on receivables in amount of 35 thousand euros was recognised. Doubtful receivables were written off from balance sheet during reporting period in amount of 12 thousand euros.

A commercial pledge set as collateral for loans also covers receivables (see Note 9).

# **NOTE 4. INVENTORIES**

EUR '000	30.06.2018	30.06.2017	31.12.2017	31.12.2016
Raw materials and materials	6,239	3,126	7,545	2,703
Work-in-progress	1,072	728	2,345	903
Finished goods	4,138	630	851	1,281
Goods purchased for sale	1,182	464	730	484
Prepayments for inventories and goods in transit	46	157	276	22
Total inventories	12,677	5,105	11,747	5,393

The Group earned a loss from write-off and discount of inventories in the 18 months of 2017-2018 in total 203 thousand euros (12 months 2016: 10 thousand euros).

A commercial pledge set as collateral for loans also covers inventories (see Note 9).

#### **NOTE 5. BIOLOGICAL ASSETS**

EUR '000	30.06.2018	30.06.2017	31.12.2017	31.12.2016
Fry	817	1,103	399	629
Juveniles	802	1,536	1,639	1,347
Fish suitable for harvesting	4,879	5,612	3,528	5,608
Total biological assets	6,498	8,251	5,566	7,584

As at 30.06.2018, biological assets totalled 1,184 tonnes. As at 31.12.2016, biological assets totalled 1,418 tonnes. In the reporting period, agricultural produce was harvested in the amount of 2,959 tonnes (12 months 2016: 2,045 tonnes).

The Group produces in its fish farms located in Finland and Sweden mainly rainbow trout (Oncorhynchus mykiss), and, in a lesser degree, also whitefish (Coregonus lavaretus).

CHANGE IN BIOLOGICAL ASSETS					
EUR '000	Q2 2018	Q2 2017	18m 2017	12m 2017	12m 2016
Biological assets at beginning of the period	4,560	6,543	7,584	7,584	4,421
Purchased	448	716	1,206	759	1,431
Additions	1,278	1,297	7,251	5,527	5,617
Fair value adjustments	1,099	420	-524	-1,505	2,263
Harvested	-815	-681	-8,596	-6,613	-5,748
Written off	0	1	-124	-71	-251
Exchange rate differences	-72	-45	-299	-115	-149
Biological assets at end of the period	6,498	8,251	6,498	5,566	7,584

The aggregate gain attributable to the growth of biological assets and the changes in fair value less costs to sell of biological assets in 18 months amounted to 4.1 million euros (12 months 2016: 7.9 million euros), comprising of amounts presented under "Additions" and "Fair value adjustments" above.

In the amount of "additions", the Group has capitalised subsequent expenditures incurred on development of immature biological assets, therefore in the income statement, only the gain/loss from "fair value adjustments" is presented as a separate line.

Group measures biological assets in fair value or acquisition cost.

The Group classifies such assets measured at fair value as Level 3.

NOTE 6. PROPERTY, PLANT AND EQUIPMENT

EUR '000	30.06.2018	30.06.2017	31.12.2017	31.12.2016
Land and buildings				
Cost	11,423	5,780	11,568	5,783
Accumulated depreciation	-4,668	-3,120	-4,462	-2,986
Land and buildings at carrying amount	6,755	2,660	7,106	2,797
Machinery and equipment				
Cost	15,105	9,578	14,614	9,361
Accumulated depreciation	-9,502	-5,581	-8,892	-5,205
Machinery and equipment at carrying amount	5,603	3,997	5,722	4,156
Other tangible assets				
Cost	1,100	645	1,072	642
Accumulated depreciation	-754	-377	-693	-344
Other tangible assets at carrying amount	346	268	379	298
Construction in progress, prepayments	26	94	18	34
Total property, plant and equipment	12,730	7,019	13,225	7,285

Property, plant and equipment acquired under the finance lease terms are disclosed in Note 8. Additional information about collateral for loans is disclosed in Note 9. Additional information about assets recognised in purchase analysis is disclosed in Note 16.

**NOTE 7. INTANGIBLE ASSETS** 

EUR '000	30.06.2018	30.06.2017	31.12.2017	31.12.2016
Goodwill	14,174	4,730	13,782	4,730
Trademarks and patents				
Cost	8,700	1,085	8,697	1,085
Accumulated amortisation	-998	-569	-895	-542
Trademarks and patents at carrying amount	7,702	516	7,802	543
Immaterial rights				
Cost	973	859	891	859
Accumulated amortisation	-378	-333	-357	-322
Immaterial rights at carrying amount	595	526	534	537
Software licenses				
Cost	546	294	528	294
Accumulated amortisation	-488	-247	-479	-236
Software licenses at carrying amount	58	47	49	58
Prepayments for intangible assets	348	162	127	163
Total intangible assets	22,877	5,981	22,294	6,031

Additional information about assets recognised in purchase analysis is disclosed in Note 16.

# **NOTE 8. FINANCE LEASE**

FIXED ASSETS ACQUIRED UNDER FINANCE LEASE				
EUR '000	30.06.2018	30.06.2017	31.12.2017	31.12.2016
Machinery and equipment				
Cost	1,901	1,552	1,819	1,791
Accumulated depreciation	-591	-200	-484	-215
Machinery and equipment at carrying amount	1,310	1,352	1,335	1,576
Means of transport				
Cost	617	489	617	488
Accumulated depreciation	-264	-110	-227	-49
Means of transport at carrying amount	353	379	390	439
Total property, plant and equipment	1,663	1,731	1,725	2,015

The Group is leasing under financial lease terms fish industry production equipment, fish harvesting equipment, a workboat, a tractor, passenger cars and computers. During the reporting period passenger car in value of 111 thousand euros and renovation project in Renko was leased to fixed asset. During the 2016, fixed assets were leased as financial lease in the total amount of 262 thousand euros.

FINANCE LEASE PAYABLES				
EUR '000	30.06.2018	30.06.2017	31.12.2017	31.12.2016
Present value of finance lease liability				
Due in less than 1 year	358	313	379	328
Due between 1-5 years	681	788	782	940
Present value of lease payments	1,039	1,101	1,161	1,268
Principal payments in the financial year	565	167	360	343
Interest expenses in the financial year	46	12	26	24
Average interest rate	1.80%	1.86%	1.90%	1.78%

See also Note 6 and 9.

#### **NOTE 9. BORROWINGS**

EUR '000	30.06.2018	30.06.2017	31.12.2017	31.12.2016
Finance lease liabilities (Note 8)	358	313	379	328
Overdraft	8,074	3,953	5,601	3,367
Factoring	0	0	236	21
Investment loans	4,130	0	3,889	0
Total short-term loans	12,562	4,266	10,105	3,716
Finance lease liabilities (Note 8)	681	788	782	940
Loan notes to shareholders	447	0	446	0
Investment loans	10,332	0	11,729	0
Total long-term loans	11,460	788	12,957	940
incl. payable within 1-5 years	11,460	788	12,957	940

#### Overdraft

On 06.09.2016, AS PRFoods and AS SEB Pank closed the limit of the existing overdraft contract and closed group account agreement between AS PRFoods and its subsidiaries. On 06.09.2016, AS Saaremere Kala and AS SEB Pank signed overdraft contract to open for AS Saaremere 5.0 million euros credit limit. The term of the overdraft facility was 30.04.2017 and the interest rate is 6-month EURIBOR + 1.7%.

28.04.2017 overdraft renewal and increasing contract was signed, which gave group right to use overdraft in amount of 7,000,000 euros. Overdraft was increased as group needs flexibility in cash flows to be able to increase raw fish stock when prices of raw fish are lower. 22.08.2017 overdraft was increased to amount of 8,000,000 euros. The term of overdraft is 30.04.2018 and interest rate 6-month EURIBOR + 1.7%. The bank overdraft is secured by a mortgage of 10.1 million euros, a commercial pledge of 4.0 million euros and AS PRFoods guarantee in amount of 5.0 million euros. AS Saaremere Kala and subsidiaries OÜ Vettel and OÜ Gourmethouse have signed new group account agreement with AS SEB Pank. Overdraft limit was increased on 30.05.2018 by 2.0 million euros, totalling 10.0 million euros and extended until 30.04.2019 with current conditions.

The overdraft was used in the amount of 8.1 million euros as at 30.06.2018 (30.06.2017: 3.4 million euros). As at 31.12.2016 the overdraft was used in amount of 3.4 million euros.

#### **Investment loans**

Investment loan to finance purchase of John Ross Jr. (Aberdeen) Ltd and Coln Valley Smokery Ltd was signed 19.07.2017 in amount of 11,000,000 euros with an interest rate 6-month EURIBOR + 3.25% and on 22.08.2017 additional 1,500,000 euros was borrowed to acquire Trio Trading Ab Oy shares. Total investment loan was 12,500,000 euros and the balance of investment loan is 12,120,000 euros as at 30.06.2018. The term of investment loan is 19.07.2022. First payment was scheduled 19.02.2018, interest is paid monthly from the signing of the contract. Interest margin is lowered to 2.75% on the condition that loan covenants are in compliance based on 18 months 2017-2018 financial year audited results. The loan is secured with existing mortgages in amount of 13.1 million euros on properties of Vettel and Heimon Kala; a commercial pledge of 4.0 million euros on Vettel's movable assets; pledge on 100% of shares of Saaremere Kala AS, Heimon Kala Oy, Överumans Fisk Ab, Trio Trading Ab Oy; floating charge and pledge of 85% shares of JRJ & PRF Ltd; guarantee from PRFoods AS in amount of 16.5 million euros.

Short time investment loan was received from Amber Trust II S.C.A. in amount of 1,500,00 euros at 14.07.2017 to finance purchase of subsidiaries. The term of the loan is 1<sup>st</sup> of November 2018 latest. Interest rate is 5% and accrued interest shall be paid at the same time with the repayment of the loan.

Trio Trading Ab Oy has signed an investment loan in amount of 1,600,000 euros at 29.10.2015. The remaining amount for the loan is 990,000 euros as at 30.06.2018. The interest rate is 12-month EURIBOR + 2.00% and the term of the loan is 31.08.2022. The loan is secured with floating charges and security rights to leaseholds in Kokkola.

John Ross Jr (Aberdeen) Ltd has 3 long term investment loans to finance factory in Scotland in total amount of 422,000 euros as at 30.06.2018 which are due in 3-13 years and with interest rates 1.50%, 2.85% and 3.20% + UK Bank Base rate. UK Bank Base rate was 0.25% until 01.11.2017 and will be 0.50% from 02.11.2017 based on decision of Bank of England.

**NOTE 10. PAYABLES AND PREPAYMENTS** 

EUR '000	30.06.2018	30.06.2017	31.12.2017	31.12.2016
Trade payables	6,224	3,217	7,965	3,969
Payables to employees	977	539	975	623
Payables to shareholders	4,806	0	5,614	0
Prepayments from clients	91	4	62	4
Interest payables	29	0	0	0
Other payables	621	88	278	10
Tax liabilities, incl.:	1,674	395	2,221	525
Social security tax	170	129	248	167
VAT	1,182	160	1,339	266
Personal income tax	90	101	139	77
Corporate income tax	170	0	470	0
Other taxes	62	5	25	15
Total payables and prepayments	14,422	4,243	17,115	5,131

Payables to shareholders include payment for option shares to Jennifer Leigh in amount of 1,885 thousand GBP (2,127 thousand euros as at 30.06.2018 rate) scheduled in July 2018 and contingent provisions to non-controlling interests' buyout in amount 2,622 thousand euros.

**NOTE 11. GOVERNMENT GRANTS** 

EUR '000	Q2 2018	Q2 2017	18m 2017	12m 2017	12m 2016
Deferred income from government grants at the beginning of period	1,481	713	713	713	883
Government grants received during the period	17	0	310	199	0
Change in value due to the exchange rates	-4	-5	-12	-3	-8
Acquired through business combination	0	0	768	768	0
Recognition as income during the period	-52	-81	-337	-227	-162
Deferred income from government grants at the end of period	1,442	797	1,442	1,450	713
incl. income within 1 year	216	162	216	306	162
incl. income within 2-17 years	1,226	635	1,226	1,144	551

#### **NOTE 12. EQUITY**

EUR '000	30.06.2018	30.06.2017	31.12.2017	31.12.2016
Share capital	7,737	7,737	7,737	7,737
Share premium	14,007	14,007	14,007	14,007
Treasury shares	-390	-390	-390	-256
Statutory capital reserve	48	12	48	12
Currency translation reserve	111	417	173	428
Retained profit (-loss)	2,151	878	3,096	1,881
Equity attributable to parent	23,664	22,697	24,671	23,809
Non-controlling interest	15	0	64	0
TOTAL EQUITY	23,679	22,697	24,735	23,809

# **Share capital**

As at 30.06.2018, the Company's registered share capital was 7,736,572 euros. As at 31.12.2016, the Company had registered share capital in the amount of 7,736,572 euros.

On 30 June 2016, shares of AS PRFoods without nominal value were registered in the Commercial Register instead of shares with nominal value, based on the resolutions adopted by the Company's general meeting of shareholders held on 26 May 2016. The registered share capital of the Company is 7,736,572 euros, divided into 38,682,860 ordinary shares without nominal value having a book value of 0.20 euro per share. A new version of the Company's Articles of Association also came into force, stating that the minimal share capital is 7,000,000 euros and the maximum share capital is 28,000,000 euros. The Articles of Association are available on AS PRFoods website at www.prfoods.ee.

# **Share premium**

The Company's share premium comprises mainly of the amount received over the nominal value upon issue of shares, less costs associated with the issue of shares. According to the Commercial Code, a premium may be used to cover a loss of a company if such loss cannot be covered by retained profit from previous periods or the capital reserve prescribed in the Articles of Association and other reserves prescribed by the Articles of Association. The premium may also be used to increase share capital by a bonus issue. No payments to shareholders are allowed to be made from the share premium funds.

The ordinary general meeting of shareholders held on 26 May 2016 decided to cover the retained loss in the previous periods of AS PRFoods from reserves and share premium in the total amount of 2,026,000 euros, where the share premium was used to cover 2,019,500 euros and the reserve was used to cover 6,500 euros.

# Own shares

As of 01.07.2014, the Company initiated its own shares buy-back programme in accordance with the resolution of the general meeting of shareholders held on 29.05.2014, according to which up to 500,000 own shares will be bought back before 31 May 2017. The initial own shares buy-back programme was completed on 18.05.2016. The ordinary general meeting of shareholders held on 26 May this year adopted a resolution to expand the existing buy-back programme, according to which up to 500,000 additional own shares will be bought back before 29.05.2019. On 14 June 2016, the Management Board of AS PRFoods entered into a service agreement with AS SEB Pank to continue the implementation of the own shares buy-back programme.

The buy-back programme is implemented in compliance with the resolutions of the general meetings of shareholders held on 29.05.2014 and 26.05.2016, and Commission Regulation (EU) No. 2016/1052 of 8 March 2016 supplementing Regulation (EU) No 596/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the conditions applicable to buy-back programmes and stabilisation measures.

As at 27.03.2017 the expanded own shares buy-back programme was completed. Between 14.06.2016 and 27.03.2017 the Company purchased 500,000 own shares with average price 0.3834 euro per share. As at 30.06.2018, AS SEB Pank has acquired a total of 1,000,000 own shares with average price 0.4915 euro per share in the name and on behalf of AS PRFoods. As at 31.12.2016, the Company had bought back 519,048 own shares.

#### Capital reserve

The Estonian Commercial Code requires companies to create a capital reserve. Each year at least 1/20 of profit for the year has to be transferred to the capital reserve until the reserve amounts to 1/10 of share capital. The capital reserve may be used for covering losses and increasing share capital but not for making distributions to shareholders.

The shareholders adopted a resolution at the general meeting held on 30 May to transfer 35,750 euros from the profit of 2016 of the group to the capital reserve, and not to distribute the remaining profit. The shareholders adopted a resolution at the general meeting held on 26 May to cover the retained loss from previous periods of AS PRFoods from reserve and share premium in the amount of 2,026,000 euros and transfer 12,400 euros from the profit of 2015 of the parent company to the reserve, and not to distribute the remaining profit. The loss covered from the reserve was in the amount of 6,500 euros.

#### **EARNINGS PER SHARE**

Earnings per share have been calculated by dividing the net profit attributable to the shareholders of the Parent Company by the average number of shares for the period.

	Q2 2018	Q2 2017	18m 2017	12m 2017	12m 2016
Net profit (loss) attributable to equity holders of the company EUR '000	-585	-128	306	1,251	715
Average number of shares (in thousand)	38,683	38,683	38,683	38,683	38,683
Earnings (-loss) per share (EUR)	-0.02	0.00	0.01	0.03	0.02
Earnings (-loss) per share (EUR)	-0.02	0.00	0.01	0.03	0.02
Diluted earnings (-loss) per share (EUR)	-0.02	0.00	0.01	0.03	0.02

#### **NOTE 13. SEGMENT REPORTING**

The Group's segments are determined based on the reports monitored and analysed by the Management Board of the Parent Company. The Management Board of the Parent Company monitors financial performance by business areas and geographic areas. Reports by business areas include information of more significant importance for the management of the Group for monitoring financial performance and allocating resources. Therefore, this division is used to define business segments.

Two business segments – the fish segment and other segments - are presented together since the proportion of other segments in business operations is marginal. The proportion of other segments was 0.81% in reporting period and 0.07% in 2016.

# SALES BY GEOGRAPHIC REGIONS

EUR '000	Q2 2018	Q2 2017	18m 2017	12m 2017	12m 2016
Finland	15,923	10,533	86,440	54,666	38,956
United Kingdom	1,159	1,608	7,492	7,545	0
Estonia	2,849	0	13,298	5,075	4,974
Other	2,218	925	11,269	6,324	3,499
Total	22,149	13,066	118,499	73,610	47,429

# **NOTE 14. COST OF GOODS SOLD**

EUR '000	Q2 2018	Q2 2017	18m 2017	12m 2017	12m 2016
Cost of goods purchased for sale	-985	-1,206	-7,109	-4,183	-3,891
Materials used in production	-15,790	-8,875	-78,016	-47,341	-31,809
Staff costs	-1,866	-755	-8,823	-5,254	-3,217
Depreciation and amortisation	-372	-256	-2,008	-1,255	-1,020
Other costs of goods sold <sup>1</sup>	-1,423	-989	-7,880	-5,042	-3,473
Total cost of goods sold	-20,436	-12,081	-103,836	-63,075	-43,410

<sup>&</sup>lt;sup>1</sup> Other costs of goods sold includes expenses related to production and fish farming assets (rent, maintenance, insurance, utilities, etc.), staff-related costs and other expenses and subcontracted services.

# **NOTE 15. RELATED PARTY TRANSACTIONS**

The Company considers parties to be related when one party has control over the other party or has significant influence over the business decision of the other party.

# Related parties include:

- shareholders with significant influence (the largest shareholder of PRFoods is the international investment fund Amber Trust II S.C.A.)
- members of the Supervisory Board and members of all management board of group entities
- close family members of the persons mentioned above and the companies related to them

GROUP COMPANIES								
Cubaidian	Ownership and voting rights %						Owner	
Subsidiary	Domicile	30.06.2018	30.06.2017	31.12.2017	31.12.2016	Area of activity	Owner	
Saaremere Kala AS	Estonia	100%	100%	100%	100%	Holding company of fish segment	PRFoods AS	
Vettel OÜ	Estonia	100%	100%	100%	100%	Production of fish products	Saaremere Kala AS	
GourmetHouse OÜ	Estonia	100%	100%	100%	100%	Sale of fish and fish products	Saaremere Kala AS	
Heimon Kala Oy	Finland	100%	100%	100%	100%	Fishfarming, processing and sale of fish and fish products	Saaremere Kala AS	
Överumans Fisk Ab	Sweden	100%	100%	100%	100%	Fishfarming and sales	Heimon Kala Oy	
Trio Trading Ab Oy	Finland	100%	0%	100%	0%	Production and sale of fish products	Saaremere Kala AS	
JRJ & PRF Ltd	Scotland	85%	0%	85%	0%	Holding company of fish segment	Saaremere Kala AS	
John Ross Jr. (Aberdeen) Ltd	Scotland	100%	0%	100%	0%	Production and sale of fish products	JRJ & PRF Ltd	
Coln Valley Smokery Ltd	UK	100%	0%	100%	0%	Production and sale of fish products	JRJ & PRF Ltd	

The ownership percentage of subsidiaries' equity represents their voting rights. The shares of subsidiaries are not listed on a stock exchange.

The group has also a 20% shareholding in AS Toidu- ja Fermentatsioonitehnoloogia Arenduskeskus (Competence Center of Food and Fermentation Technology).

Party	Creditor	Payables and prepayments	Payable as at 30.06.2018	Payable as at 30.06.2017	Payable as at 31.12.2017	Payable as at 31.12.2016
			EUR '000	EUR '000	EUR '000	EUR '000
Kuljetus Heikki Sammallahti OY	Companies related to members of the Supervisory Boards	Trade payables	37	0	0	0
Amber Trust II S.C.A.	Shareholder AS PRFoods	Short term loan and interest	1,574	0	1,574	0
Christopher Leigh	Shareholder of JRJ & PRF Ltd	Loan note	287	0	286	0
Victoria Leigh- Pearson	Shareholder of JRJ & PRF Ltd	Loan note	160	0	160	0
Jennifer Leigh	Shareholder of John Ross Jr. (Aberdeen) Ltd	Payable for shares	2,127	0	2,124	0
Christopher Leigh	Contingent consideration	Payable for non-controlling interests	1,678	0	1,676	0
Victoria Leigh- Pearson	Contingent consideration	Payable for non-controlling interests	944	0	942	0
	Total		6,807	3	6,723	0

During the reporting period group entities have performed purchase and sales transactions with related parties as follows:

Party	Type of	Q2 2018	Q2 2017	18m 2017	12m 2017	12m 2016
EUR '000	transaction	Sale	Sale	Sale	Sale	Sale
Companies related to members of the Management and Supervisory Boards	services	0	1	1	1	2
	Total	0	1	1	1	2

Party	Type of	Q2 2018	Q2 2017	18m 2017	12m 2017	12m 2016
EUR '000	transaction	Purchase	Purchase	Purchase	Purchase	Purchase
Companies related to members of the Management and Supervisory Boards	services	249	3	829	580	13
	Total	249	3	829	580	13

Related party purchases include purchases of transport services from Norway to Kokkola in amount of 1.0 million euros by company related to management team of Trio Trading Ab Oy. Management estimates that all related party transactions have been concluded at market prices and at market condition.

Benefits including employment taxes to members of the Management Boards and Supervisory Boards of AS PRFoods and its subsidiaries and other key members of management were as follows:

EUR '000	Q2 2018	Q2 2017	18m 2017	12m 2017	12m 2016
Short-term benefits	306	114	1,342	740	512
Total	306	114	1,342	740	512

Management benefits increased year-on-year bases by 181 thousand euros in 2<sup>nd</sup> quarter of 2018.

The members of the Management and Supervisory Boards are not entitled to any pension-related rights from the company. The members of the Management Boards are entitled to termination benefits. The maximum expense related to payment of termination benefits including taxes totals 205 thousand euros (31.12.2016: 205 thousand euros).

#### **NOTE 16. BUSINESS COMBINATION**

Acquisition of John Ross Jr (Aberdeen) Limited, Coln Valley Smokery Limited and Trio Trading Ab Oy

On 19.07.2017 extraordinary general meeting of AS PRFoods shareholders was held, where shareholders approved acquisition of majority shareholding of John Ross Jr (Aberdeen) Limited (JRJ) and Coln Valley Smokery Limited (CVS). Additional information about the transaction can be found on PRFoods web site www.prfoods.ee.

The purpose of the transaction is to increase the assortment of fish products offered by PRF group companies, expand the geographical area of operations and raise the professional know-how and clientele. JRJ is leading Scottish processed salmon company and producer of premium traditional smoked salmon. JRJ is holder of the Royal Warrant and is selling its products in UK as well as in 30 countries globally. CVS has premium salmon brand based in England and is supplier to many of a leading restaurants, hotels, premium retailers and sporting events. Saaremere Kala AS subsidiary JRJ & PRF Ltd acquired 100% in John Ross Jr. (Aberdeen) Ltd and 100% in Coln Valley Smokery Ltd. 15% of the shares of JRJ&PRF Ltd will remain to sellers C. Leigh and V. Leigh-Pearson. AS Saaremere Kala will hold majority shareholding of 85% in JRJ & PRF Ltd. Saaremere Kala AS and minority shareholders have option to buy out and sell non-controlling.

On 29.08.2017 AS extraordinary general meeting of AS PRFoods shareholders was held, where shareholders approved acquisition of Trio Trading Ab Oy (Trio). Additional information about the transaction can be found on PRFoods web site www.prfoods.ee. Trio Trading Ab Oy is leading processor and importer of Nordic fish in Finland. Company's customers are mainly Finnish wholesales, seafood traders and retail companies. The purpose of the transaction is to acquire the entire shareholding in Trio, hence all the business operations of Trio. A successful closing of the transaction will increase the assortment of fish products offered by PRF group companies and raise the professional know-how and clientele.

Purchase analysis recognised fair value increase by 1 859 thousand euros in buildings. Depreciation period is the same as these fixed assets are depreciated currently. John Ross Jr. Aberdeen and Coln Valley Smokery trademark value was estimated to 7,385 thousand euros. Management estimates useful life to 50 years. Trio Trading Ab trademark was not valued as it was not identified with measurable value.

EUR '000	John Ross Jr. (Aberdeen) Ltd and Coln Valley Smokery	Trio Trading Ab Oy	Total
Purchase price	17,282	3,030	20,312
Unpaid share capital	447	0	0
Book value of net assets on transaction date	3,475	812	4,287
Fair value adjustments	6,054	974	7,028
Total	9,529	1,786	11,315
Goodwill	8,200	1,244	9,444

The assets and liabilities recognised in purchase analysis are as follows:

EUR '000	John Ross Jr. (Aberdeen) Ltd and Coln Valley Smokery			Trio Trading Ab Oy			
	Book value	Éstimated value	Difference	Book value	Estimated value	Difference	
Intangible assets	0	0	0	30	21	-9	
Tangible assets	2,065	2,698	633	2,415	3,641	1,226	
Investments	0	0	0	2	2	0	
Total non-current assets	2,065	2,698	633	2,447	3,664	1,217	
Inventories	1,304	1,304	0	1,746	1,746	0	
Long term receivables	0	0	0	51	51	0	
Receivables and prepayments	2,309	2,309	0	1,286	1,286	0	
Other short term receivables	88	88	0	111	111	0	
Cash and cash equivalents	1,383	1,383	0	1,276	1,276	0	
Total non-current assets	5,084	5,084	0	4,470	4,470	0	
TOTAL ASSETS	7,149	7,782	633	6,917	8,134	1,217	
Disposal of intangible asset	0	0	0	12	12	0	
Loans and borrowings	569	569	0	1,305	1,305	0	
Payables and prepayments	2,169	2,169	0	3,589	3,589	0	
Accrued payables	346	346	0	416	416	0	
Other liabilities	590	590	0	783	783	0	
TOTAL LIABILITIES	3,674	3,674	0	6,105	6,105	0	
Share capital	29	29	0	8	8	0	
Retained earnings	2,200	2,200	0	655	655	0	
Net profit / loss	1,246	1,246	0	149	149	0	
TOTAL EQUITY	3,475	3,475	0	812	812	0	
TOTAL EQUITY AND LIABILITIES	7,149	7,149	0	6,917	6,917	0	
Other assets and liabilities recognised							
Trademark	0	7,385	7,385	0	0	0	
Deferred tax liability on fair value adjustments	0	-1,523	-1,523	0,	-243	-243	
Net assets	3,475	9,970	6,495	812	1,786	974	
Fair value adjustments of minority shares	-2,175	-2,616	-441	0	0	0	
Fair value adjustments			6,054			974	

#### **NOTE 17. CONTINGENT LIABILITIES**

Contingent liabilities in connection with setting a mortgage for the benefit of the Customs Board of Finland

A mortgage was set for the benefit of the Finnish Customs Board in the amount of 84 thousand euros. The purpose of the transaction was a more streamlined organisation of the day-to-day operations by reducing persistent prepayments to the Customs Board.

The management estimated that it is improbable that the Finnish Customs Board will liquate the pledged asset.

# **NOTE 18. EVENTS AFTER BALANCE SHEET DATE**

Acquisition of majority shareholding in Osaühing Redstorm

On 3 July 2018 Saaremere Kala concluded the contract for the acquisition of the 51% of shares of Osaühing REDSTORM.

Osaühing REDSTORM operates in Saaremaa. The fields of the activities of the company are the fish farming and processing and its storage. Pursuant to the conclusion of the transaction Saaremere Kala AS, subsidiary of PRFoods, owns 51% (the share of 2040 euros) and Osaühing Fodiator 49% (the share of 1960 euros) of the share capital of Osaühing REDSTORM (share capital is 4000 euros). The date of conclusion of the transaction is 6 July 2018.

The aim of the acquisition of the share by Saaremere Kala AS is the establishing of fish farm in Estonia and its expansion in the future and by that ensuring the availability of quality raw material for the group of AS PRFoods. Osaühing REDSTORM has earlier provided the fish freezing and storage service to Osaühing Vettel belonging to the group of AS PRFoods.

The acquisition of the right to offshore fish farming is an important step in the development of AS PRFoods. Firstly, the group can offer especially fresh local fish to its customers in Estonia and Finland, as the Saaremaa factory of the group is only one hour away from the new fish farm. In addition to quality also important savings on transport shall occur. Secondly, AS PRFoods plans to expand significantly its fish farming potential in Estonia, in addition to its existing fish farms in Finland and Sweden. Fish farming is an environmentally efficient and very high value-added food industry. Estonia has a great potential to develop it both in terms of domestic consumption and export potential.

In the meaning of clause 7.12 of Nasdaq Tallinn Rules and Regulations this is not a major transaction of acquisition.

# MANAGEMENT BOARD'S CONFIRMATION TO THE CONSOLIDATED INTERIM REPORT FOR THE $2^{\rm ND}$ QUARTER OF 2018 AND 18 MONTHS OF 2017-2018

The Management Board confirms the correctness and completeness of the consolidated interim report for the  $2^{nd}$  quarter of 2018 and 18 months of 2017-2018 financial year of AS PRFoods and its subsidiaries (together the Group) presented in the pages 8-50 hereof and confirms to the best of its knowledge that:

- the activities report of the consolidated interim report presents adequate and fair overview of the development and results of business activities of the Group and the financial position thereof and includes the description of the main risk factors and uncertainties;
- the accounting principles applied in the preparation of the consolidated interim report are in compliance with the International Financial Reporting Standard (IFRS) IAS 34 Interim Financial Reporting as adopted by the European Union;
- the consolidated interim report provides a true and fair overview of the assets, liabilities and financial position of the Group and of the results of its operations and its cash flows.

Member of the Management Board Indrek Kasela digitally signed 31. August 2018

