# Interim report for the third quarter and 9 months 2018 (unaudited)



# Table of contents

BRIEF DESCRIPTION	3
MANAGEMENT REPORT	4
CONDENSED INTERIM REPORT	7
Management Board's declaration	7
Condensed statement of financial position	8
Condensed statement of comprehensive income	9
AANAGEMENT REPORT  CONDENSED INTERIM REPORT  Ananagement Board's declaration  Condensed statement of financial position  Condensed statement of comprehensive income  Condensed cash flow statement  Condensed statement of changes in equity  Notes to condensed interim report  Note 1 Accounting Principles Followed upon Preparation of the Interim Accounts  Note 2 Receivables and prepayments  Note 3 Investment property  Note 4 Payables and prepayments  Note 5 Equity  Note 6 Expenses related to investment property  Note 7 Administrative and general expenses  1 Note 8 Earnings per share  1 Note 9 Segment  Note 10 Related party transactions  11 Note 10 Related party transactions  11 Note 11 Assets held for sale	
Condensed statement of changes in equity	11
Note 1 Accounting Principles Followed upon Preparation of the Interim Accounts  Note 2 Receivables and prepayments	12 12 14 14 15 15
Note 10 Related party transactions	15

# **Brief description**

AS Trigon Property Development is a real estate development company.

AS Trigon Property Development owns as at 30.09.2018 one real estate development project involving a 22.39-hectare area in the City of Pärnu, Estonia. Commercial real estate is planned to be developed on this area.

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

As at 30.09.2018 OÜ Trigon Wood owns 44.02 % of the shares of Trigon Property Development AS directly and 15,6% through Skano Group AS. The biggest shareholders of OÜ Trigon Wood are OÜ Stetind (46.99%) and AS Trigon Capital (45.18%) by the time of compiling these financial statements.

Business name: AS Trigon Property Development

Address: Pärnu mnt 18 Tallinn 10141

Commercial Registry no.: 10106774

Beginning of financial year: 1.1.2018
End of financial year: 31.12.2018

Beginning of interim period: 1.1.2018
End of interim period: 30.09.2018

Auditor: PricewaterhouseCoopers AS

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

# Management report

## Overview of business areas

The main business activity of Trigon Property Development AS is real estate development. As at 30.09.2018, AS Trigon Property Development owned one development project with an area of 22.39 hectares in the City of Pärnu, Estonia. An industrial and logistics park is planned to be developed on this area. The Group's objective is to find companies willing to bring their business activities (industry, logistics) to the development project area of AS Trigon Property Development in Pärnu, which would add value to the land plots owned by the Group. The realisation of the value of the land is planned through the selling of land plots or through the development of real estate with the intention of creating a rental income-generating project.

In the first quarter of 2017 a 10.4-hectare industrial property at the price of 850 000 euros was sold. According to the real right contract, Trigon Property Development AS was obliged to build a road to the sold land plot. On 08.08.2017 AS Trigon Property Development and the buyer agreed on amending the sales agreement according to which the buyer is obliged to build the road and facilities according to the detail plan on its own expense. AS Trigon Property Development is no longer responsible for building the road and facilities and is not obliged to pay for the construction. Due to the change in contractual obligations the sale price of the property was amended and the sale price of Kase str 17 was 550 000 euros.

In 2016, a new detailed planning was made for the property, under which the proportion of business property with respect to all the land has increased compared to the previous planning. New established detailed planning has also increased the flexibility regarding the partial selling of the property as compared to the previous detailed planning since the plots are smaller and there is flexibility to change the size of the plots as required.

## Management

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

#### **Group structure**

Trigon Property Development AS doesn't have any subsidiaries nor affiliated companies.

## Financial ratios

Statement of financial position	9 months 2018	9 months 2017
Total assets	1,804,122	2,292,097
Return on assets	-0.99%	-2.62%
Equity	1,799,878	1,890,104
Return on equity	-0.99%	-3.18%
Debt ratio	0.24%	17.54%

Share (30.09)	9 months 2018	9 months 2017
Closing price of the share	0.500	0.570
Earnings per share	-0.00396	-0.01336
Price-to-earnings (PE) ratio	-126.24	-42.65
Book value of the share	0.40	0.42
Price-to-book ratio	1.25	1.36
Market capitalisation	2,249,531	2,564,465

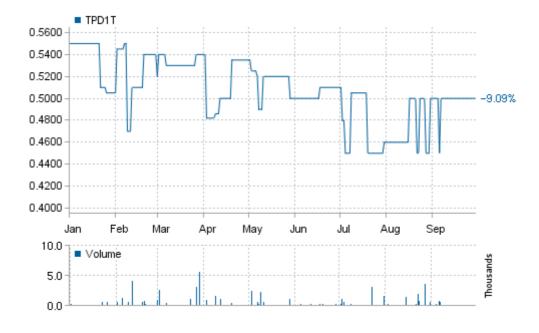
Return on assets = net profit / total assets
Return on equity = net profit/ equity
Debt ratio = liabilities / total assets
Earnings per share = net profit/ number of shares
Price-to-earnings (PE) ratio = closing price of the share / earnings per share
Book value of the share = equity / number of shares
Price-to-book ratio = closing price of the share / book value of the share
Market capitalisation = closing price of the share \* number of shares

#### Share

Since 5 June 1997, the shares of Trigon Property Development AS have been listed on the Tallinn Stock Exchange. Trigon Property Development AS has issued 4,499,061 registered shares, each with the book value of 0.511 euros. The shares are freely transferable, no statutory restrictions apply. There are no restrictions on transfer of securities to the company as provided by contracts between the company and its shareholders.

The share, with a price of 0.550 at the end of 2017, closed at 0.500 euros at the end of September 2018. In the first 9 months of 2018, a total of 48,837 shares were traded and the total sales amounted to 24,174 euros.

Share price and trading statistics on the Tallinn Stock Exchange from 01.01.2018 to 30.09.2018:



The distribution of share capital by the number of shares acquired as at 30.09.2018

	Number of shareholders	% of shareholders	Number of shares	% of share capital
1-99	89	24.52%	2,548	0.06%
100-999	141	38.84%	45,177	1.00%
1 000-9 999	105	28.93%	284,853	6.33%
10 000-99 999	22	6.06%	615,089	13.67%
100 000-999 99	99 5	1.38%	1,570,869	34.92%
1 000 000-9 99	9 999 1	0.28%	1,980,525	44.02%
TOTAL	363	100%	4,499,061	100%

List of shareholders with over 1% holdings as at 30.09.2018.

Shareholder	Number of shares	Ownership %
OÜ TRIGON WOOD	1,980,525	44.02
SKANO FIBREBOARD OÜ	701,667	15.60
AS HARJU KEK	224,000	4.98
M.C.E.FIDARSI OSAÜHING	223,000	4.96
MADIS TALGRE	217,450	4.83
Kirschmann OÜ	204,752	4.55
JAMES KELLY	99,004	2.20
OÜ SUUR SAMM	64,692	1.44
AS AVRAAL	56,000	1.24
TOIVO KULDMÄE	49,231	1.09

## **Personal**

AS Trigon Property Development had no employees as at 30 September 2018 and 30 September 2017. There were no labour costs in first 9 months of 2018 and 2017.

## Description of main risks

#### Cash flow and fair value interest rate risk

As the Company has no significant interest-bearing assets and liabilities, its income and operating cash flows are substantially independent of changes in market interest rates. The change in market interest rates has indirect influence to the change of fair value of investment property, but the influence to the change of fair value of investment property is difficult to quantitatively evaluate.

## Management and Supervisory Boards and auditor

Management board of AS Trigon Property Development has one member - Rando Tomingas.

Supervisory Board of AS Trigon Property Development has three members: Joakim Helenius, Torfinn Losvik and Alo Lepp.

Audits are carried out by PricewaterhouseCoopers AS.

# Condensed interim report

## Management Board's declaration

The Management Board confirms the correctness and completeness of the unaudited interim report of AS Trigon Property Development for the third quarter and 9 months of 2018 as set out on pages 4-16.

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

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

Member of the Management Board

Rando Tomingas

Moningas

30.11.2018

# Condensed statement of financial position

EUR	30.09.2018	31.12.2017	30.09.2017
Cash	11,625	78,106	482,767
Receivables and prepayments (note 2)	1,023	9,231	17,856
Total current assets	12,648	87,337	500,623
Investment property (note 3)	1,791,474	1,791,474	1,791,474
Total non-current assets	1,791,474	1,791,474	1,791,474
TOTAL ASSETS	1,804,122	1,878,811	2,292,097
Payables and prepayments (note 4)	4,244	61,113	401,993
Total current liabilities	4,244	61,113	401,993
Total liabilities	4,244	61,113	401,993
Share capital (note 5)	2,299,020	2,299,020	2,299,020
Share premium	226,056	226,056	226,056
Statutory reserve capital	287,542	287,542	287,542
Retained earnings	-1,012,740	-994,920	-922,514
Total equity	1,799,878	1,817,698	1,890,104
TOTAL LIABILITIES AND EQUITY	1,804,122	1,878,811	2,292,097

# Condensed statement of comprehensive income

EUR	III Q 2018	III Q 2017	2018 9 months	2017 9 months
Expenses related to investment property (note 6)	-2,216	0	-6,648	-28,616
Gross loss	-2,216	0	-6,648	-28,616
Administrative and general expenses (note 7)	-3,793	-6,661	-11,173	-31,539
Operating loss	-6,009	-6,661	-17,821	-60,155
Net financial income (-expense)	0	12	1	26
NET LOSS FOR THE PERIOD	-6,009	-6,649	-17,820	-60,129
TOTAL COMPREHENSIVE LOSS	-6,009	-6,649	-17,820	-60,129
Basic earnings per share	-0.00134	-0.00148	-0.00396	-0.01336
Diluted earnings per share	-0.00134	-0.00148	-0.00396	-0.01336

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

# Condensed cash flow statement

EUR	2018 9 months 2017 9 mon		
Cash flows from operating activities			
Net loss for the period	-17,820	-60,129	
Adjustments for:			
Interest charge	-1	-26	
Changes in working capital:			
Change in receivables and prepayments	0.200	-12,834	
related to operating activities (note 2)	8,208 -		
Change in liabilities and prepayments	F/ 0/0	42 724	
related to operating activities (note 4)	-56,869	-12,721	
Interests received	1	26	
Total cash flows used in operating	-66,481	-85,684	
Cash flows from investing activities			
Capital expenditure on investment property (note 3)	0	-19,942	
Disposal of assets held for sale	0	550,000	
Total cash flows from investing activities	0	530,058	
CHANGE IN CASH BALANCE	-66,481	444,374	
OPENING BALANCE OF CASH	78,106	38,393	
CLOSING BALANCE OF CASH	11,625	482,767	

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

# Condensed statement of changes in equity

		Share	Statutory	Retained	
EUR	Share capital	premium	reserve capital	earnings	Total
Balance 31.12.2016	2,699,437	226,056	287,542	-862,385	2,350,650
Total comprehensive loss	0	0	0	-60,129	-60,129
for the period	U	U	U	-00,129	-00,129
Reduction of share capital	-400,417	0	0	0	-400,417
Balance 30.09.2017	2,299,020	226,056	287,542	-922,514	1,890,104
Total comprehensive loss	0	0	0	-72,406	-72,406
for the period	U	U	U	-72,400	-72,400
Balance 31.12.2017	2,299,020	226,056	287,542	-994,920	1,817,698
Total comprehensive loss	0	0	0	-17,820	-17,820
for the period	U	U	U	-17,020	-17,820
Balance 30.09.2018	2,299,020	226,056	287,542	-1,012,740	1,799,878

Additional information regarding the owners' equity is provided in note 5.

The notes to the condensed interim financial statements presented on pages 12-16 are an integral part of these financial statements.

## Notes to condensed interim report

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

## **General Information**

The Company's main area of operations is real estate development.

#### Bases for Preparation

The accounting policies used for preparing the interim report of AS Trigon Property Development for the third quarter and 9 months of 2018 are in accordance with International Financial Reporting Standards (IFRS) as adopted in the European Union. The presentation of the financial statements complies with the requirements of IAS 34 "Interim Financial Reporting". Interim financial statements should be read together with the annual report of last year. The accounting policies that have been used in the preparation of the condensed interim report are the same as those used in the annual report for the year ended 31 December 2017.

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

Management estimates that AS Trigon Property Development is a going concern and the Company's interim report for the third quarter and 9 months of 2018 presents a true and fair view of the financial position, the results of operations and the cash flows of AS Trigon Property Development. This interim report has not been audited.

#### Note 2 Receivables and prepayments

EUR	30.09.2018	31.12.2017	30.09.2017
Receivables	0	0	3,600
Tax prepayments	1,023	9,231	14,256
TOTAL	1,023	9,231	17,856

## Note 3 Investment property

	EUR
Balance as of 31.12.2016	1,471,532
Capital expenditure on investment	19,942
property	17,742
Reclassification to assets held for sale	300,000
Balance as of 30.09.2017	1,791,474
Balance as at 31.12.2017	1,791,474
Balance as at 30.09.2018	1,791,474

As at 30 September 2018, the Company owns one real estate development project involving a 22.39-hectare area in the City of Pärnu, Estonia.

The expenses related to the management of investment property totaled 6,648 euros in the first 9 months of 2018 and 28,616 euros in the first 9 months of 2017 (note 6).

In 2016, a new detailed planning has been established for the property under which the proportion of business property in respect of all the land has increased compared to the previous planning. New established detailed planning has increased the flexibility for the partial selling of the property as compared to the previous detailed planning, the plots are smaller and there is the flexibility of changing the size of the plots, as required.

In 2016, the Group signed a preliminary sales-purchase agreement for the sale of a 10.4-hectare industrial property. The final sale-purchase agreement was executed in March 2017 at the price of 8.14 EUR/m2. The sold part of the land has been classified as assets held for sale as at 31.12.2016, look for more information in Note 11.

In the first quarter of 2017 a 10.4-hectare industrial property at the price of 850 000 euros was sold. According to the real right contract, Trigon Property Development AS was obliged to build a road to the sold land plot. On 08.08.2017 AS Trigon Property Development and the buyer agreed on amending the sales agreement according to which the buyer is obliged to build the road and facilities according to the detail plan on its own expense. AS Trigon Property Development is no longer responsible for building the road and facilities and is not obliged to pay for the construction. Due to the change in contractual obligations the sale price of the property was amended and the sale price of Kase str 17 was 550 000 euros.

In 2017, the investment property was valued by the Management of the Company using the comparable transactions approach, which benchmarked the value of Niidu land area against the prices of transacted land plots along the Pärnu City. According to the statistics of Land Board the benchmark industrial and business land plot median prices ranged from 7.2 to 39.1 euros per square meter, depending on the size, location and basic site infrastructure. Management estimates the sale of small business land plots has influenced the median price of business property and therefore substantially conservative price per square meter has used for valuation of the property. Considering the change of the proportion of industrial and business land with reference to new established detailed planning and based on comparable transaction, the Management has estimated the sales price to be at 12.0 EUR/m2. To evaluate the present value of the area as at 31.12.2017, the Management has estimated the sales period to be 4 years and has used a discount rate of 14.23%.

As at 31 December 2017, the evaluation resulted in a fair value of 1,791,474 euros.

According to IFRS 13, the valuation of fair value of real estate is considered level 3 investment. The main inputs are the sales price, the discount rate and the sales period in the discounted cash flow. Sensitivity of the main inputs to investment property fair value as of 31.12.2017:

Discount		Sales price, EUR / m2					
rate	11.25	11.50	11.75	12.00	12.25	12.50	12.75
11.83%	1,780,000	1,820,000	1,860,000	1,910,000	1,950,000	1,990,000	2,030,000
12.63%	1,740,000	1,780,000	1,820,000	1,860,000	1,910,000	1,950,000	1,990,000
13.43%	1,710,000	1,750,000	1,790,000	1,830,000	1,860,000	1,900,000	1,940,000
14.23%	1,670,000	1,710,000	1,750,000	1,790,000	1,830,000	1,860,000	1,900,000
15.03%	1,640,000	1,670,000	1,710,000	1,750,000	1,790,000	1,830,000	1,860,000
15.83%	1,600,000	1,640,000	1,680,000	1,710,000	1,750,000	1,790,000	1,820,000
16.63%	1,570,000	1,610,000	1,640,000	1,680,000	1,710,000	1,750,000	1,790,000

Sales period	EUR
+1 year	1,680,000
-1 year	1,890,000

The property valuation is based on estimates, assumptions and historical experience adjusted with prevailing market conditions and other factors which management assesses to the best of its

ability on an on-going basis. Therefore, based on the definition and taking into account that evaluation is based on a number of presumptions, which may not realize in assessed way, the valuation can be subject to significant adverse effects. This could lead to a significant change in the carrying amount of investment property in future periods. The fair value of the investment property, which is assessed using the described model is essentially dependent on whether this project could be accomplished and appropriate financing found in compliance with the

#### Note 4 Payables and prepayments

presumptions made and schedule used in evaluation model.

EUR	30.09.2018	31.12.2017	30.09.2017
Payables	1,811	5,279	1,576
Taxes payable	2,215	52,604	0
Other payables	218	3,230	400,417
TOTAL	4,244	61,113	401,993

#### Note 5 Equity

	Number of shares (pcs)	Share capital (EUR)
Balance 30.09.2017	4,499,061	2,299,020
Balance 31.12.2017	4,499,061	2,299,020
Balance 30.09.2018	4,499,061	2,299,020

The share capital of AS Trigon Property Development amounts to 2,299,020 euros as at 30 September 2018 (31.12.2017: 2,299,020 euros), which is divided into 4,499,061 ordinary shares with the book value of 0.511 euros. The minimum share capital stipulated in the articles of association is 675,000 euros and the maximum share capital is 2,700,000 euros. Each ordinary share grants one vote to its owner at the General Meeting of Shareholders and the right to receive dividends.

In 2017 the book value of shares of Trigon Property Development AS was reduced by 0.089 euros and corresponding payments to the shareholders were made in December 2017. The share capital of Trigon Property Development AS was reduced by a total of 400,417 euros.

As at 30 September 2018 the accumulated losses amounted to -1,012,740 euros. As at 31 December 2017 the accumulated losses amounted to -994,920 euros.

As at 30 September 2018, the Company had 363 shareholders (31 December 2017: 367 shareholders) of which the entities with more than a 5% holdings were:

- Trigon Wood OÜ with 1,980,525 shares or 44.02% (2017: 51.91%)
- Skano Fibreboard OÜ with 701,667 shares or 15.6% (2017:0%).

Members of the Management Board and Supervisory Board did not own directly any shares of Trigon Property Development AS as at 30 September 2018 and 31 December 2017. Supervisory Board members Joakim Johan Helenius and Torfinn Losvik have indirect ownership through parent company OÜ Trigon Wood.

## Note 6 Expenses related to investment property

EUR	III Q 2018	III Q 2017 2018	3 9 months 201	7 9 months
Land tax	2,216	0	6,648	5,609
Other expenses	0	0	0	23,007
TOTAL (Note 3)	2,216	0	6,648	28,616

## Note 7 Administrative and general expenses

EUR	III Q 2018	III Q 2017 201	8 9 months 201	7 9 months
Consulting	600	3,300	1,440	14,100
Security transactions and stock	2,354	1,954	6,253	6,404
Accounting service	810	930	2,430	2,790
Legal expenses	0	67	362	7,266
Auditing	0	0	20	20
Other	29	410	668	959
TOTAL	3,793	6,661	11,173	31,539

### Note 8 Earnings per share

EUR	9 months 2018	9 months 2017	
Basic earnings per share (basic EPS)	-0.00396	-0.01336	
Diluted earnings per share	-0.00396	-0.01336	
Book value of the share	0.40	0.42	
Price to earnings ratio (P/E)	-126.24	-42.65	
Closing price of the share of AS Trigon Property	0.500	0.570	
Development on Tallinn Stock Exchange	0.500	0.570	

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

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

## Note 9 Segment

The Company operates in one business segment - property investments. Property investment division develops property in Estonia. The Company had no revenue in the first 9 months of 2018 and 2017.

## Note 10 Related party transactions

The following parties are considered to be related parties:

 Parent company Trigon Wood OÜ and owners of the parent company with significant influence;

- Interim report for the third quarter and 9 months of 2018 (unaudited)
- AS Trigon Property Development and their close relatives; Entities under the control of the members of the Management Board and Supervisory Board.

Members of the Management board, the Management Board and the Supervisory Board of

The Group is listed in the secondary list of Nasdaq OMX Tallinn Stock Exchange. In total, OÜ Trigon Wood owns 44.02% of the shares of Trigon Property Development AS directly and 15.6% through Skano Group AS as at 30.09.2018. The biggest shareholders of OÜ Trigon Wood are OÜ Stetind (46.99%) and AS Trigon Capital (45.18%) by the time of compiling these financial statements.

In the first 9 months of 2018 and 2017 no remuneration has been paid to the Management or Supervisory Board. There are no potential liabilities to members of the Management Board or Supervisory Board.

In the first 9 months of 2018 the Company bought services from the companies under the control of the Members of the Supervisory Board in the amount of 1,200 euros (2017 9 months: 31,100 euros). In the first 9 months of 2018 the Company bought services from the owners of the parent company in the amount of 2,430 euros (2017 9 months: 2,790 euros). As at 30 September 2018 the amount of 1,212 euros was unpaid to the related parties (30.09.2017: 1,116 euros).

#### Note 11 Assets held for sale

In 2016, 10.4 hectares of land in the value of 850 000 euros was classified from investment property to assets held for sale as the preliminary sales-purchase agreement was signed. The land was sold in March 2017 at the price of 850 000 euros. According to the real right contract, Trigon Property Development AS was obliged to build a road to the sold land plot. On 08.08.2017 AS Trigon Property Development and the buyer agreed on amending the sales agreement according to which the buyer is obliged to build the road and facilities according to the detail plan on its own expense. AS Trigon Property Development is no longer responsible for building the road and facilities and is not obliged to pay for the construction. Due to the change in contractual obligations the sale price of the property was amended and the sale price of Kase str 17 was 550 000 euros.