

Carlsberg Estonia Holding OÜ
TAKEOVER REPORT

Copenhagen, Denmark
4 July 2008

On 7 July 2008, Carlsberg Estonia Holding OÜ, register code: 11506582, address: Tallinna mnt 2, Saku 75501, Republic of Estonia (hereinafter “**Carlsberg**”), whose shares represent 92.40 percent of the share capital of Saku Õllethase AS, register code: 10030278, address: Tallinna mnt 2, Saku 75501, Republic of Estonia (hereinafter “**Saku Õllethase**”), intends to submit an application to the Management Board of Saku Õllethase for the takeover of 7.60 percent of shares in Saku Õllethase from minority shareholders (hereinafter “**Minority Shareholders**”) against the payment of fair compensation in accordance with §182¹ of the Securities Market Act.

Carlsberg has set the amount of the fair compensation to be paid to the Minority Shareholders of Saku Õllethase for the takeover of their shares at 194.06 Estonian kroons per share (hereinafter “**Compensation**”).

The aim of this takeover report is to clarify and justify the terms and conditions for the takeover of the shares owned by Minority Shareholders and the bases of determining the amount of the Compensation to be paid for the shares.

1. TERMS AND CONDITIONS FOR THE TAKEOVER OF SHARES OWNED BY MINORITY SHAREHOLDERS

1.1 Background of the takeover of shares owned by Minority Shareholders

On 9 May 2008, Carlsberg A/S' fully owned subsidiary Carlsberg Breweries A/S acquired 50 percent of shares in Baltic Beverages Holding AB and as a result of the said transaction gained dominant influence in Saku Õllethase in the meaning of §167 of the Securities Market Act. As a result of the said transaction, Carlsberg A/S' indirect holding grew to 6,000,841 shares in Saku Õllethase, which amounted to approximately 75.01 percent of all the shares in Saku Õllethase and the votes represented by these shares.

Pursuant to §166(1) of the Securities Market Act, a person who has gained dominant influence over the issuer whose shares are listed on Tallinn Stock Exchange (the target issuer) either directly or together with other persons acting in concert is required to make a takeover bid for all shares of the target issuer within 20 days as of gaining dominant influence.

On 29 May 2008, Carlsberg A/S' fully owned subsidiary Carlsberg Estonia Holding OÜ announced a mandatory takeover bid to acquire the shares in Saku Õllethase at the purchase price of 194.06 Estonian kroons per share (hereinafter “**Mandatory Takeover Bid**”). The term for the acceptance of the bid ended on 26 June 2008.

Under the Mandatory Takeover Bid, the shareholders decided to sell the total of 1,390,810 shares in Saku Õllethase to Carlsberg, which amounts to approximately 17.4 percent of the share capital of Saku Õllethase and approximately 69.6 percent of the shares owned by Minority Shareholders before the Mandatory Takeover Bid. After acquiring the said shares on 3 July 2008, Carlsberg owned 7,391,651 shares in Saku

Õlletehase, which represented approximately 92.40 percent of the shares in AS Saku Õlletehase and the votes represented by these shares.

Considering the results of the Mandatory Takeover Bid, Carlsberg has decided the takeover of the shares owned by the remaining Minority Shareholders for fair compensation in accordance with §182¹ of the Securities Market Act.

1.2 Terms and conditions for the takeover of shares owned by Minority Shareholders

The takeover of shares owned by Minority Shareholders is regulated by §182¹ of the Securities Market Act.

§182¹(1) of the Securities Market Act stipulates that if the offeror (in this case Carlsberg) has as a result of the takeover bid acquired at least 9/10 of the share capital representing votes in the target issuer (in this case Saku Õlletehase), the General Meeting of Shareholders of the target issuer may upon the offeror's request decide the takeover of the shares owned by the remaining target persons for fair compensation.

On the basis of the above, Carlsberg is submitting a request to the Management Board of Saku Õlletehase to convene an extraordinary General Meeting of Shareholders in order to decide the takeover of the shares owned by Minority Shareholders for fair compensation.

In accordance with legal acts, it is up to Carlsberg to determine the amount of the fair compensation. In this case, Carlsberg has set the amount of compensation at the purchase price paid in the course of the Mandatory Takeover Bid, i.e. 194.06 Estonian kroons per share. The compensation meets the requirements set forth in §182¹(3) of the Securities Market Act.

Pursuant to §182¹(2) of the Securities Market Act, the decision of the General Meeting concerning the takeover of the shares owned by Minority Shareholders shall be adopted when at least 9/10 of shares represented by votes have been given in favour.

Within one month as of the adoption of the takeover decision, the Management Board of Saku Õlletehase shall submit an application to the registrar of the Estonian Central Securities Depository (hereinafter "**ECSD**") for the shares held by Minority Shareholders in Saku Õlletehase to be transferred to Carlsberg. ECSD shall thereafter inform Saku Õlletehase of the terms and conditions for the transfer of the shares owned by Minority Shareholders to Carlsberg and of the total amount of Compensation payable to the ECSD account. Carlsberg shall transfer the total amount of the Compensation payable to Minority Shareholders to ECSD and ECSD shall transfer the shares owned by Minority Shareholders to Carlsberg and the Compensation to Minority Shareholders.

2. DETERMINATION OF AMOUNT OF COMPENSATION

Carlsberg has set the amount of Compensation at **194.06 Estonian kroons** per share, which was the purchase price in the Mandatory Takeover Bid. The purchase price in the Mandatory Takeover Bid was determined on the basis of the weighted average price on Tallinn Stock Exchange between 12 Nov 2007 and 9 May 2008.

Carlsberg considers the said amount fair compensation in the meaning of §182¹ of the Securities Market Act.

In addition, Carlsberg compared the Compensation with the value of Saku Õlletehase' share arrived at using the following evaluation methods. Carlsberg is of the opinion that the best indicator of the value of Saku Õlletehase' share is the share price on the stock

exchange. The stock exchange price takes into account the book value of Saku Õlletehase and the presumable and/or expected future performance. Considering the above, the share price determined on the basis of the stock exchange price and accepted by Minority Shareholders in the course of the Mandatory Takeover Bid is the basis for determining the fair value of shares in Saku Õlletehase upon the takeover of shares in accordance with §182¹ of the Securities Market Act.

2.1 Book value

The total number of shares issued by Saku Õlletehase is 8,000,000, all of which have been registered as ordinary shares with the nominal value of 10 Estonian kroons. According to the 2008 I quarter statement of Saku Õlletehase, the consolidated equity capital of Saku Õlletehase amounted to 351,872 thousand Estonian kroons. Upon dividing the equity capital by the total number of shares, the book value of Saku Õlletehase' share at the end of the first quarter of 2008 amounted to 43.98 Estonian kroons. The Compensation determined by Carlsberg contains a 341.2 percent premium compared to the said book value.

2.2 Fair price in Mandatory Takeover Bid

The purchase price in the Mandatory Takeover Bid was determined on the basis of the weighted average price of Saku Õlletehase' share on Tallinn Stock Exchange between 12 Nov 2007 and 9 May 2008, which was 194.06 Estonian kroons.

The following figures were used in determining the fair price for the Mandatory Takeover Bid, the terms and conditions for which have been presented in the Mandatory Takeover Bid prospectus approved by the Financial Supervisory Authority. The purchase price was determined on the basis of information from various trading periods before 9 May 2008, i.e. the date on which the stock exchange notice concerning the acquisition of indirect control over Saku Õlletehase by Carlsberg A/S was published.

Criteria for determining the purchase price of Saku Õlletehase' share	Share price (EEK)	Compensation premium compared to share price
Closing price of share on Tallinn Stock Exchange on 9 May 2008	176.49	10.0%
Weighted average price of share on Tallinn Stock Exchange between 12 Nov 2007 and 9 May 2008	194.06	0.0 %
Weighted average price of share on Tallinn Stock Exchange between 25 April 2008 and 9 May 2008	166.96	16.2%
Book value of share on 31 Dec 2007	41.36	369.2 %

In the course of the Mandatory Takeover Bid, the shareholders decided to sell the total of 1,390,810 shares in Saku Õlletehase to Carlsberg, which amounted to approximately 17.4 percent of Saku Õlletehase' share capital and approximately 69.6 percent of the shares owned by Minority Shareholders before the Mandatory Takeover Bid.

2.3 Market value of shares after the Mandatory Takeover Bid

The closing price of Saku Õlletehase' share on the trading day preceding the date of the takeover report was 189.32 Estonian kroons. The Compensation contains a 2.5 percent premium compared to this closing price.

2.4 Comparison

A comparison of the values arrived at using the evaluation methods described in

subsections 2.1 to 2.3 above with the Compensation offered by Carlsberg shows that the amount of the Compensation is the largest of the described values. Carlsberg therefore considers the Compensation for the taking over the shares fair.

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