

ELKO GRUPA JSC

Unaudited Consolidated Interim Financial Statements
For 9 months ended 30 September 2009 (in USD)

Structure

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MANAGEMENT REPORT

Business activities

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

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

Financial analysis

AS ELKO Grupa sales in 9 month period of 2009 reached 430.2 million USD that is 50.0% decrease comparing to 9 month period in 2008. Gross profit for 9 month period in 2009 reached 13.2 million USD that is 57.4% decrease comparing to 9 month period in 2008. The decrease in sales and gross margin is mainly related to adverse market condition and overall global economic crisis that has affected the Company's performance already starting from the fourth quarter of 2008. However the third quarter (Q3) results has indicated positive trend through improvement in market conditions as well as Company's profitability. In spite of sales decrease by 43.2%, Q3 2009 gross profit increased by 4.7% compared to respective period in 2008 reaching 4.5 million USD.

In face of adverse business conditions the Company has managed considerably decrease the distribution and administrative costs by 7.7% and 15.6% respectively. The prime savings have been achieved on employment costs that amounted to 7.1 million USD comparing to 8.6 million USD in 9 month period in 2008.

Due to the adverse market condition as well as the financial conditions of the customers the Company had revaluated its financial assets, as the result the Company in the first half of the year provided provisions for doubtful receivables in amount of 29.5 million USD, however as expected by the management the Company was able to recover bad debts in amount of 1.5 million USD. The net result of AS ELKO Grupa for 9 month period in 2009 was negative in amount of 29.6 million USD comparing to profit of 13.1 million USD for 9 month period in 2008, however last quarter results show positive trend as the net result in Q3 2009 was positive in amount of 1.9 million USD comparing to negative result of 1.7 million USD in Q3 2008.

The equity ratio of the company calculated as equity over assets was 28% and has remained stable compared to 30 September 2008 (30%). The Company has reduced its leverage as the debt-to-equity ratio has decreased from 1.44 to 0.83.

Prospects

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

Management report (cont'd)

Prospects (cont'd)

The Company expects moderate increase in the sales in the remaining quarter of the year, which is related to the business seasonality as well as improving market conditions. There are signs that demand in the Company's markets have stabilized, however general market recovery is not expected sooner than beginning of 2010.

Given the current market conditions the Company has implemented strict cost saving policies to align the costs with the sales amounts. The measures taken include reduction of the salaries by 15% as of 1 April 2009 and reduction of staff by approximately 10%. Significant resources have been devoted towards review of processes and efficiency improvements. As a result the administrative and distribution costs in 9 month period of 2009 have decreased by 15.6% and 7.7% comparing to the same period in 2008. The Company expects further to evaluate possible cost savings in the remaining quarter of 2009.

In the light of given credit and IT market risks the management has assigned priority towards working capital management. The Company has tightened its credit policies by reviewing customer payment terms and requiring additional securities from customers in order to back up the provided credit lines. It is expected that some part of the provided provisions are recoverable pending customers' ability to solve the liquidity issues. The management has strong belief that furtherly there should not be any considerable defaults by customers.

In spite of the negative results for 9 month period in 2009, the management believes that the Company is on the right way of the recovery that can be seen as the results of efforts devoted in previous years strengthening the Company's equity as well as adjustments made by in order to face adverse market.

Significant events during reporting period

In 2009 the Company has become the official distributor and/or has established business partnerships with well known IT companies, such as: Compucase, In WIN, NVIDIA, Lenovo and MSI.

In August 2009 the Company has announced the suspension of operations in Croatian market. Due to the adverse market conditions as well as unacceptable cash cycle and profitability in Croatian market the management has evaluated further options and decided to suspend the operations in the respective market and continue to devote more efforts and resources for developing the operations in the remaining markets. The suspensions of the operations in Croatian market will not significantly affect the operations of ELKO Group.

AS ELKO GRUPA structure

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

Financial risk management

Multi-currency risk

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

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

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

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

Interest rate risk

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

Credit risk

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

Inventories

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


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

Liquidity risk

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

Events after balance sheet date

Except for the aforementioned events there are no subsequent events since the last date of the reporting period, which would have a significant effect on the financial position of the Group as at 30 September 2009.



Egons Mednis

Chairman of the Board,
President
Riga, 6 November, 2009

STATEMENT OF DIRECTORS' RESPONSIBILITY

The Board of JSC ELKO Grupa confirms that based on the information available at the time of the preparation of the financial statements, the unaudited consolidated interim financial statements give true and fair view in all material aspects of the financial position of the Group as at 30 September 2009 and of its financial operations for the 9 month period then ended. The financial statements are prepared in accordance with International Financial Reporting Standards as adopted by the European Union. During the preparation of the financial statements the management has:

on consistent basis applied appropriate accounting methods;

has provided well-grounded and prudent conclusions and evaluations;

has followed the going concern principle.

The Board of Directors of JSC Elko Grupa is responsible for the maintenance of proper accounting records so that at the appropriate moment the financial records would show the true and fair view of the financial position of the Group and would ensure the possibility for the management to prepare the financial statements in accordance with International Financial Reporting Standards as adopted by the European Union.



Egons Mednis

Chairman of the Board,
President

Riga, 6 November, 2009

Consolidated balance sheet

	Note	30.09.2009	31.12.2008
ASSETS			
Non-current assets			
Property, plant and equipment		1,152	1,414
Intangible assets		258	238
		1,410	1,652
Current assets			
Inventories		124,434	166,697
Current income tax receivable		567	1,273
Trade and other receivables		97,425	143,247
Other financial assets		695	-
Cash and cash equivalents		11,949	6,520
		235,070	317,737
Total assets		236,480	319,389
EQUITY			
Capital and reserves attributable to equity holders of the Company			
Ordinary shares	4	11,114	11,114
Share premium	4	5,996	5,996
Translation reserve		12	107
Retained earnings		46,973	74,692
		64,095	91,909
Minority interest in equity		3,434	3,203
Total equity		67,529	95,112
LIABILITIES			
Non-current liabilities			
Borrowings	5	258	250
		258	250
Current liabilities			
Trade and other payables		112,133	86,377
Current income tax liabilities	6	34	773
Borrowings	5	56,264	136,607
Provisions		262	270
		168,693	224,027
Total liabilities		168,951	224,277
Total equity and liabilities		236,480	319,389

The notes on pages 11 to 13 are an integral part of these consolidated financial statements.



Egons Mednis
President

Consolidated income statement

	Note	Jan-Sep 2009	Jan-Sep 2008	Jul-Sep 2009	Jul-Sep 2008
Revenue	2	430,227	860,317	173,216	304,719
Cost of sales		<u>(417,040)</u>	<u>(829,357)</u>	<u>(168,688)</u>	<u>(300,396)</u>
Gross profit		13,187	30,960	4,528	4,323
Distribution costs		(3,279)	(3,555)	(1,247)	(1,332)
Administrative expenses		(10,728)	(12,713)	(3,622)	(3,825)
Other income		2,328	3,963	776	2,366
Other expenses	3	<u>(28,358)</u>	<u>(1,688)</u>	<u>2,309</u>	<u>(1,062)</u>
Operating profit		(26,850)	16,967	2,744	470
Finance income		111	1,084	55	(1,335)
Finance costs		<u>(2,635)</u>	<u>(3,754)</u>	<u>(692)</u>	<u>(628)</u>
Finance income/ (costs) – net		(2,524)	(2,670)	(637)	(1,963)
Profit before income tax		(29,374)	14,297	2,107	(1,493)
Income tax expense	6	<u>(262)</u>	<u>(1,207)</u>	<u>(201)</u>	<u>(251)</u>
Profit for the year		(29,636)	13,090	1,906	(1,744)
Attributable to:					
Equity holders of the Company		(29,870)	12,714	1,799	(1,538)
Minority interest		<u>234</u>	<u>376</u>	<u>107</u>	<u>(206)</u>
		(29,636)	13,090	1,906	(1,744)
Earnings per share (basic and diluted) for profit attributable to the equity holders of the Company during the year (expressed in USD per share)	7	(4.34)	1.85	0.26	(0.22)

The notes on pages 11 to 13 are an integral part of these consolidated financial statements.



Egons Mednis
President

Consolidated statement of changes in equity

	Share capital	Share premium	Transla- tion reserve	Retained earnings	Total	Minority interest	Total equity
Balance at 1 January 2008	11,114	5,996	(1,312)	69,291	85,089	4,014	89,103
Currency translation differences	-	-	1,419	(1,071)	348	102	450
Profit for the period	-	-	-	13,214	13,214	(347)	12,867
Total recognized income and expense for 2008	-	-	1,419	12,143	13,562	(245)	13,317
Dividend relating to 2007	-	-	-	(6,742)	(6,742)	(566)	(7,308)
Balance at 31 December 2008	11,114	5,996	107	74,692	91,909	3,203	95,112
Balance at 1 January 2009	11,114	5,996	107	74,692	91,909	3,203	95,112
Currency translation differences	-	-	(95)	2,151	2,056	74	2,130
Profit for the period	-	-	-	(29,870)	(29,870)	234	(29,636)
Total recognized income and expense for 2009	-	-	(95)	(27,719)	(27,814)	308	(27,506)
Dividend relating to 2008	-	-	-	-	-	(77)	(77)
Balance at 30 September 2009	11,114	5,996	12	46,973	64,095	3,434	67,529

The notes on pages 11 to 13 are an integral part of these consolidated financial statements.

Consolidated cash flows statement

	Jan-Sep 2009	Jan-Sep 2008
Cash flows from operating activities		
Profit before tax	(29,374)	14,297
Adjustment to reconcile profit before tax to net cash flows		
Depreciation and amortization	488	264
Loss on disposal of property, plant and equipment	7	-
Interest income	(111)	(30)
Interest expenses	2,635	3,356
Currency translation differences	2,130	-
Movements in allowances	(8)	283
Working capital adjustments:		
Decrease in trade and other receivables	45,822	17,508
(Increase)/Decrease in inventories	42,263	(129,988)
Increase in trade and other payables	32,674	125,943
Income tax paid	(295)	(1,124)
Net cash used in operating activities	96,231	30,509
Cash flows from investing activities		
Purchases of fixed assets	(253)	(486)
Purchases of other financial assets	(695)	-
Interest received	111	30
Net cash used in investing activities	(837)	(456)
Cash flows from financing activities		
Repayments of borrowings, net	(80,335)	(22,160)
Interest paid	(2,635)	(3,356)
Dividends paid to Company's shareholders	(6,918)	(3,457)
Dividends paid to Minority shareholders	(77)	-
Net cash generated from financing activities	(89,965)	(28,973)
Net increase in cash and cash equivalents	5,429	1,080
Cash and cash equivalents at beginning of the year	6,520	5,165
Cash and cash equivalents at end of the period	11,949	6,245

The notes on pages 11 to 13 are an integral part of these consolidated financial statements.

Notes to the consolidated financial statements

1. General principles

These interim consolidated financial statements for 9 months ended 30 September 2009 have been prepared in accordance with IAS 34 "Interim financial reporting". The interim financial statements should be read in conjunction with the annual financial statements for the year ended 31 December 2008.

Accounting policies adopted are consistent with those of the annual financial statements for the year ended 31 December 2008, as described in the annual consolidated financial statements for the year ended 31 December 2008.

2. Segment information

Geographical segments by location of customers

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

At 30 September 2009, it is organized into three main geographical segments by location of customers:

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

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

Therefore, the Group measures geographical segment performance, including corporate performance, based on the segment's operating result. Unallocated remain operating expenses of the central operation.

The segment results for 9 months ended 30 September 2009 are as follows:

	The Baltic	Central and Eastern Europe	CIS and other countries	Adjustments and eliminations	Group
Third-party revenue	35,563	94,638	300,026	-	430,227
Inter-segment revenue	239,603	128	-	(239,731)	-
Revenue	275,166	94,766	300,026	(239,731)	430,227

The segment results for 9 months ended 30 September 2008 are as follows:

	The Baltic	Central and Eastern Europe	CIS and other countries	Adjustments and eliminations	Group
Third-party revenue	71,107	111,773	677,437	-	860,317
Inter-segment revenue	809,713	2,210	18,279	(830,202)	-
Revenue	880,820	113,983	695,716	(830,202)	860,317

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

The segment assets as at 30 September 2009 are as follows:

	The Baltic	Central and Eastern Europe	CIS and other countries	Adjustments and eliminations	Group
Assets	200,384	32,571	173,946	(170,421)	236,480

The segment assets as at 31 December 2008 are as follows:

	The Baltic	Central and Eastern Europe	CIS and other countries	Adjustments and eliminations	Group
Assets	248,686	34,439	286,886	(250,622)	319,389

Notes to the consolidated financial statements (continued)

3. Other operating expenses

The other operating expenses increase is mainly related to the increase on the provisions for doubtful receivables in amount of 28 million USD.

4. Share capital

The total authorised and issued number of ordinary shares is 6,877 thousand shares (2008: 6,877 thousand shares) with a par value of USD 2.236 per share (2008: USD 2.236 per share). All issued shares are fully paid. There are no share options in any of the years presented.

5. Borrowings

	30.09.2009	31.12.2008
Non-current		
Finance lease liabilities	258	250
	258	250
Current		
Bank borrowings	45,897	126,128
Other borrowings	10,322	10,291
Finance lease liabilities	45	188
	56,264	136,607
Total borrowings	56,522	136,857

6. Taxes

Income tax expense is recognised based on management's best estimate of the weighted average annual income tax rate expected for the full financial year. The estimated average annual tax rate for 9 months ended 30 September 2009 is negative in amount of 0.9% (the estimated tax rate for 9 months ended 30 September 2008 was 8.5%). The difference is mainly due to differences in profitability in the Group's subsidiaries in the respective countries.

7. Earnings per share

The Company has no dilutive potential shares therefore diluted earnings per share are equal to basic earnings per share. Basic earnings per share are calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the year. There were no treasury shares.

	Jan-Sep 2009	Jan-Sep 2008
Profit attributable to equity holders of the Company	(29,870)	12,714
Weighted average number of ordinary shares in issue (thousands)	6,877	6,877
Basic earnings per share (USD per share)	(4.34)	1.85

8. Related party transactions

Transactions with related parties:

The transactions with related parties arise mainly from operating lease transactions. Particularly, rental services USD 467 thousand, 2008: USD 817 thousand were provided by AST BALTS that are controlled by some of the shareholders of the Company.

Accordingly the Company has entered into an agreement with related party AST BALTS for rent of warehousing and office space. The respective office premises are in a construction process with expected completion at the end of 2009.

Since August 2008 the warehouse premises are used as central warehouse for Baltic region. In 2008 the Company has done additional prepayment for the rent in the amount of USD 287 thousand.

Notes to the consolidated financial statements (continued)

9. Issued guarantees and pledges

AS DnB NORD Banka with mediation of DnB NOR Bank ASA has issued guarantee in the amount of USD 3 million.

All assets of JSC ELKO GRUPA have been pledged as security in favour of AS DnB NORD Banka.

10. Contingencies

There are no significant changes in contingent liabilities compared with September 30, 2009.

11. Subsequent events

There are no subsequent events since the last date of the reporting period, which would have a significant effect on the financial position of the Group as at 30 September 2009.

12. Seasonality

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