AS MERKO EHITUS GROUP

Consolidated interim report 9M 2005

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Primary activity: General contracting in construction sector

Auditor: AS PricewaterhouseCoopers

COMMENTARY TO 9M 2005 FINANCIAL RESULTS

Third quarter proved profitable for Merko Ehitus Group due to successful housing construction development activities and improved turnover in Latvia and Lithuania. Group's unaudited net sales amounted to 2 476.5 million kroons (158.3 million euro) increasing by 10.9% as compared to the previous year. Group's net profit for the first nine months amounted to 302.8 million kroons (19.4 million euro) of which 249.0 million kroons was gained from construction and real estate development activities, 28.0 million kroons from disposal of surplus real estate and 25.8 million kroons as financial income. 38.9 million kroons of net profit was gained from extraordinary operations of which 28.0 million kroons originated from disposal of real estate and 10.9 million kroons from disposal of holdings.

However, current shortage on the workforce and building materials market together with the subsequent rapid rise in prices may slow down construction sector's future development substantially regardless of ongoing good demand and stable economic growth.

Most important companies of the Group 9M 2005 net sales and consolidated net sales (sales outside the Group) were:

in thousand kroons and euros

	Sales		including consolidated net sales	
	EEK	EUR	EEK	EUR
Estonian companies				
Construction				
AS Merko Ehitus	1 398 026	89 350	1 389 298	88 792
AS Gustaf (100% partnership)	54 568	3 488	46 917	2 999
OÜ Gustaf Tallinn (80% partnership)	61 455	3 928	59 697	3 815
AS Merko Tartu (66% partnership)	159 713	10 207	155 764	9 955
Tallinna Teede AS (100% partnership)	171 228	10 943	153 460	9 808
Construction				
AS Normanni Linnagrupp (50% partnership)	11 053	735	-	-
Production of concrete				
AS Tartu Maja Betoontooted (25% partnership)	169 070	10 806	-	-
Communication networks				
AS Telegrupp (45% partnership)	51 720	3 305	-	-
Latvian companies				
Construction				
SIA Merks (100% partnership)	458 891	29 329	453 874	29 008
Lithuanian companies				
Construction				
UAB Merko Statyba (100% partnership)	167 283	10 691	166 383	10 634

The ratios and calculation methods characterizing the operating activities of the Group were as follows:

2005 9 months	2004 9 months
10,7 % *	7,9 % *
12,2 %	8,4 %
48,1 %	46,4 %
24,8 %	20,7 %
1,8	1,6
47,9 %	48,3 %
4,0 %	3,1 %
6,6 %	6,2 %
	10,7 % * 12,2 % 48,1 % 24,8 % 1,8 47,9 % 4,0 %

^{*} without extraordinary profit

Net profit margin: Net profit / Sales

Operating profit margin: Operating profit / Sales

Return on equity: Net profit x 4/3*/ Average equity during the period* Return on assets: Net profit x 4/3* / Average assets during the period

Current ratio: Current assets / Current liabilities Equity-to-assets ratio: Owners equity* / Total assets

The share of general expenses in sales: General expenses / Sales

The share of labor costs in sales: Labor costs / Sales

Year 2005 9M interim consolidated and unaudited income statement and balance sheet are compiled in accordance with the principles of the International Financial Reporting Standards (IFRS).

^{*} calculated from the share of the parent company's shareholders

INCOME STATEMENT consolidated, unaudited

		EEK		EUR		
	20	005 2004	2005	2004		
No	ote 9 mon	ths 9 months	9 months	9 months		
Sales	1 2 476 5	548 2 232 593	3 158 280	142 689		
Sales costs	(2 075 0	67) (1 976 331)	(132 621)	(126 311)		
Gross profit	401 4	181 256 262	25 659	16 378		
Marketing expenses	(15 4	49) (11 415)) (987)	(729)		
Administrative expenses	(83 6	66) (57 125)	(5 347)	(3 651)		
Other operating income	1 7	711 12 960	109	828		
Other operating expenses	(1 5	46) (2 418)	(99)	(155)		
Operating profit	302 5	531 198 264	19 335	12 671		
Financial income and expenses	25 8	387 1 24	1 1 655	80		
incl. financial income (expenses) from investments in subsidiaries financial income (expenses) from	5 ^	143 (299)	329	(19)		
investments in associate companies financial income and expenses from	14 3	358 10 900	918	697		
other long-term financial investments	2 7	714 147	7 173	9		
interest expense	(2 8	69) (6 077)	(183)	(387)		
foreign exchange gain	(5	84) 2 697	7 (37)	172		
other financial income and expenses	7 ^	125 (6 127)) 455	(392)		
Profit before taxes	328 4	118 199 505	20 990	12 751		
Income tax	(23 0	35) (10 025)	(1 472)	(641)		
Net profit for current period	305 3	383 189 480	19 518	12 110		
incl. net profit attributable to parent company	302 8	346 187 715	19 356	11 997		
net profit attributable to minority sharehold	ers 2 !	537 1 765	5 162	113		
Parent company's net profit per share (basic and diluted, in EEK and EUR)	2 17	,11 10,6 ⁻	I 1,09	0,68		

INCOME STATEMENT consolidated, unaudited

	EEK		EUR	
	2005	2004	2005	2004
	III quarter	III quarter	III quarter	III quarter
Sales	1 023 758	733 957	65 430	46 908
Sales costs	(840 328)	(631 561)	(53 707)	(40 364)
Gross profit	183 430	102 396	11 723	6 544
Marketing expenses	(5 080)	(3 645)	(325)	(233)
Administrative expenses	(28 985)	(20 170)	(1 852)	(1 289)
Other operating income	911	449	58	29
Other operating expenses	(322)	(1 321)	(20)	(84)
Operating profit	149 954	77 709	9 584	4 967
Financial income and expenses	8 847	2 228	565	142
incl. financial income (expenses) from investments in subsidiaries	5 143	-	329	-
financial income (expenses) from investments in associate companies financial income and expenses from	3 355	7 661	214	490
other long-term financial investments	1 426	97	91	6
interest expense	(1 776)	(5 208)	(113)	(333)
foreign exchange gain	(464)	2 082	(30)	133
other financial income and expenses	1 163	(2 404)	74	(154)
Profit before taxes	158 801	79 937	10 149	5 109
Income tax	(4 417)	(1 572)	(282)	(100)
Net profit for current period	154 384	78 365	9 867	5 009
incl. net profit attributable to parent company	153 067	77 916	9 783	4 980
net profit attributable to minority shareholders	1 317	449	84	29
Parent company's net profit per share (basic and diluted, in EEK and EUR)	8,65	4,40	0,55	0,28

BALANCE SHEET

consolidated, unaudited

consolidated, unaudited			EUD	
	EE		EU	
ACCETO	30.09.05	31.12.04	30.09.05	31.12.04
ASSETS				
Current assets				
Cash	92 422	141 812	5 907	9 063
Short-term financial investments	655	14 1 8 1 2	42	753
	000	11 773	42	755
Receivables and prepayments	405.000	257 024	25.047	1/ 415
Accounts receivable	405 980	256 834	25 947	16 415
Prepaid taxes and tax refund	33 817	17 859	2 161	1 141
Due from customers	346 377	117 180	22 137	7 489
Other short-term receivables	197 864	78 117	12 646	4 993
Prepayments for services	55 291	29 175	3 534	1 865
	1 039 329	499 165	66 425	31 903
Inventories				
Raw materials	1 033	1 506	66	96
Work-in-progress	44 174	29 738	2 823	1 901
Finished goods	1 209	1 209	77	77
Merchandise purchased for resale	437 718	279 896	27 975	17 889
Prepayments for inventories	41 910	38 983	2 679	2 491
	526 044	351 332	33 620	22 454
Total current assets	1 658 450	1 004 084	105 994	64 173
Non-current assets				
Long-term financial investments				
Shares in associated companies	28 771	35 446	1 838	2 265
Other shares and securities	10	_	1	-
Long-term receivables	15 395	19 992	984	1 278
25.1g to	44 176	55 438	2 823	3 543
Real estate investments				
Land	35 635	56 920	2 277	3 638
Buildings	2 814	3 042	180	195
Prepayments for real estate investments	2 014	1 427	-	91
rrepayments for real estate investments	38 449	61 389	2 457	3 924
Tangible assets	30 447	01 307	2 437	3 724
Land	145	145	9	9
Buildings	16 347	4 471	1 045	286
<u> </u>	384			
Ground lease		391	25	25
Plant and equipment	51 321	47 886	3 280	3 060
Other tangible assets	18 337	15 589	1 172	996
Buildings in process and prepayments	177 926	63 283	11 372	4 045
	264 460	131 765	16 903	8 421
Intangible assets		(== ()		(1-)
Goodwill	1 110	(706)	71	(45)
Development expenses	7	13	0	1
Other intangible assets	1 246	580	80	37
Prepayments for intangible assets	2 299	1 223	147	78
	4 662	1 110	298	71
Total non-currents assets	351 747	249 702	22 481	15 959
TOTAL ASSETS	2 010 197	1 253 786	128 475	80 132

	EE	EK	EU	R
	30.09.05	31.12.04	30.09.05	31.12.04
LIABILITIES AND OWNERS' EQUITY				
Current liabilities				
Raised loans				
Short-term loans and bonds	77 299	7 722	4 940	494
Long-term loans payable in the following period	5 893	4 856	377	310
_	83 192	12 578	5 317	804
Liabilities and prepayments				
Accounts payable to suppliers	355 052	211 034	22 692	13 487
Payables to employees	30 169	30 630	1 928	1 958
Tax liabilities	33 426	11 429	2 136	730
Due to customers	217 461	153 974	13 898	9 841
Other payables	8 660	14 298	554	914
Received prepayments	171 656	66 805	10 971	4 270
_	816 424	488 170	52 179	31 200
Current provisions				
Provisions to construction warranty liability	5 888	5 027	376	321
Other current provisions	200	757	13	48
	6 088	5 784	389	369
_				-
Total current liabilities	905 704	506 532	57 885	32 373
Non-current liabilities				
Loans, bonds and finance lease liabilities	123 937	14 046	7 921	898
Other long-term payables	10 503	8 038	671	514
Total non-current liabilities	134 440	22 084	8 592	1 412
Total liabilities	1 040 144	528 616	66 477	33 785
Total liabilities	1 040 144	320 010	00 477	33 703
Owners' equity				
Minority interests	7 137	7 200	456	460
Equity attributable to parent company's shareholders				
Share capital	177 000	88 500	11 312	5 656
Share premium	-	2 950	-	189
Mandatory legal reserve	8 850	8 850	566	566
Other reserves	(5 038)	(4 663)	(322)	(298)
Undistributed profit	782 104	622 333	49 986	39 774
_	962 916	717 970	61 542	45 887
Total owners' equity	970 053	725 170	61 998	46 347
	7.0 000	.23 .70	3. ,,0	.0017
TOTAL	0.045.457	4.056.557	400 :==	00.10-
TOTAL LIABILITIES AND OWNERS' EQUITY	2 010 197	1 253 786	128 475	80 132

STATEMENT OF CHANGES IN EQUITY unaudited

EEK	Profit attributable to parent company's shareholders							
	Share	Share	Manda-	Other	Undistri-	Total	Minority	Total
	capital	premium	tory	reser-	buted profit		interest	Total
			reserve	ves				
Closing balance								
31.12.2003	88 500	2 950	8 850	(1 380)	364 903	463 823	4 809	468 632
Exchange rate differences	-	-	-	(283)	-	(283)	-	(283)
Net profit for current period	-	-	-	-	187 715	187 715	1 765	189 480
Dividends	-	-	-	-	(37 170)	(37 170)	(1 600)	(38 770)
Business combinations	-	-	-	-	-	-	399	399
Closing balance								
30.09.2004	88 500	2 950	8 850	(1 663)	515 448	614 085	5 373	619 458
Closing balance				(, , , , , , ,)				
31.12.2004	88 500	2 950	8 850	(4 663)		717 970	7 200	725 170
Exchange rate differences	-	-	-	(375)	=	(375)	-	(375)
Net profit for current period	-	-	-	-	302 846	302 846	2 537	305 383
Bonus issue	88 500	(2 950)	-	-	(85 550)	-	-	-
Dividends	-	-	-	-	(57 525)	(57 525)	(2 600)	(60 125)
Closing balance			•					
30.09.2005	177 000	-	8 850	(5 038)	782 104	962 916	7 137	970 053

EUR	Profit attributable to parent company's shareholders							
	Share	Share	Manda-	Other	Undistri-	Total	Minority	Total
	capital	premium	tory	reser-	buted profit		interest	rotai
			reserve	ves				
Closing balance								
31.12.2003	5 656	189	566	(88)	23 321	29 644	307	29 951
Exchange rate differences	-	-	-	(18)	-	(18)	-	(18)
Net profit for current period	-	-	-	-	11 997	11 997	113	12 110
Dividends	-	-	-	-	(2 376)	(2 376)	(102)	(2 478)
Business combinations	-	-	-	-	-	-	25	25
Closing balance								
30.09.2004	5 656	189	566	(106)	32 942	39 247	343	39 590
Closing balance 31.12.2004	5 656	189	566	(298)	39 774	45 887	460	46 347
		109	300	(24)		(24)		
Exchange rate differences	-	-	-	• •		` '	-	(24)
Net profit for current period		-	-	-	.,	19 355	162	19 517
Bonus issue	5 656	(189)	-	-	(5 467)	-	-	-
Dividends	-	-		-	(3 676)	(3 676)	(166)	(3 842)
Closing balance								
30.09.2005	11 312	-	566	(322)	49 986	61 542	456	61 998

The share capital of AS Merko Ehitus consists of 17 700 000 common shares with a nominal value of EEK 10 i.e. EUR 0.64.

CASH FLOW STATEMENT

consolidated, unaudited

	EEK		EUR	
	2005	2004	2005	2004
	9 months	9 months	9 months	9 months
Net cash from operating activities				
Operating profit	302 532	198 264	19 335	12 671
Adjustments:				
depreciation and amortisation	11 739	11 126	750	711
(profit) loss from disposals of fixed assets	(327)	(522)	(21)	(33)
(profit) loss from disposal of units adjustments of revenues from construction contracts according to the percentage of	-	(11 651)	-	(745)
completion method	(171 601)	(29 122)	(10 967)	(1 861)
changes in provisions	(1 257)	861	(80)	55
Change in receivables and prepayments concerning	(111 27/)	F2 /10	(7.110)	2 2/2
operating activities	(111 376)	52 610	(7 118)	3 362
Change in inventories Change in liabilities and prepayments concerning	(157 270)	(131 821)	(10 051)	(8 425)
operating activities	291 334	(14 350)	18 620	(917)
Interests and other financial expenses paid	(3 412)	(1 482)	(218)	(95)
Other financial income received	3 689	-	236	-
Paid company income tax	(19 268)	(9 635)	(1 232)	(616)
_	144 783	64 278	9 254	4 107
Net cash spent in investing activities				
Acquisition of subsidiaries	(23 447)	(2 413)	(1 499)	(154)
Disposal of subsidiaries	4 534	700	290	45
Acquisition of associate companies	-	(417)	-	(27)
Disposal of associate companies	5 550	-	355	-
Acquisition of other financial investments	(10)	-	(1)	-
Disposal of units	-	(2 900)	-	(185)
Acquisition of real estate investments	(63)	(17 018)	(4)	(1 088)
Disposal of real estate investments	13 065	-	835	-
Acquisition of tangible assets	(140 441)	(42 254)	(8 976)	(2 700)
Disposal of tangible assets	1 347	978	86	63
Acquisition of intangible assets	(1 959)	(873)	(125)	(56)
Granted loans	(233 749)	(62 394)	(14 939)	(3 988)
Received loan payments	86 689	406	5 540	26
Received interests	4 345	3 709	278	237
Received dividends	3 323	1 679	212	107
_	(280 816)	(120 797)	(17 948)	(7 720)
Net cash spent in financing activities				
Loans drawn	155 818		9 959	
Repayments of loans	(2 631)	(9 063)	(168)	(579)
Repayments of finance lease liabilities	(4 523)	(2 447)	(289)	(156)
Received from share issue	(+ 323)	105	(207)	7
Dividends paid	(60 128)	(38 770)	(3 843)	(2 478)
_	88 036	(50 175)	5 627	(3 206)
-		(=3)	3 02.	(= 200)
Change in cash and cash equivalents	(47 497)	(106 694)	(3 035)	(6 819)
Cash and cash equivalent at the beginning of the period	141 812	240 152	9 063	15 349
Effects of exchange rate differences	(1 893)	(156)	(121)	(10)
Cash and cash equivalent at the end of the period	92 422	133 302	5 907	8 520

NOTES

Note 1 Business- and geographical segments

Business segments

2005 9 months	Construc- tion	Road construction	Production of concrete	Construc- tion of networks	Group
Sales	2 305 320	171 228	-	-	2 476 548
Operating profit of the business segment	282 505	20 026	-	-	302 531
Financial items incl. profit (loss) from associate					25 887
companies	5 620	1 923	7 545	(730)	14 358
Profit before taxes					328 418
Income tax					(23 035)
Net profit for the Group					305 383
incl. net profit attributable to parent comp	any				302 846
net profit attributable to minority sha	areholders				2 537
Segment assets	1 815 765	135 916	_	-	1 951 681
Associate companies	2 732	-	22 187	3 852	28 771
Unallocated assets					29 745
Consolidated total assets					2 010 197
					050510
Segment liabilities	784 567	68 973	-	-	853 540
Unallocated liabilities Consolidated total liabilities					<u>186 604</u> 1 040 144
Consolidated total liabilities					1 040 144
Acquisition of real estate investments	4 934	-	-	-	4 934
Acquisition of tangible and intangible assets	139 996	8 374	_	-	148 370
Depreciation and amortisation	3 717	8 022	-	-	11 739

Such expenses, assets and liabilities are unallocated, which can not or should not be linked to a certain business segment.

Geographical segments

	Sales	Total assets	Acquisition of real estate investments	Acquisition of tangible and intangible assets
Estonia	1 850 374	1 069 104	4 910	16 963
Latvia	458 891	732 201	24	131 054
Lithuania	167 283	208 892	-	353
Total	2 476 548	2 010 197	4 934	148 370

Sales revenue is based on the country in which the customer is located; the assets are reported basing on the geographic location of the assets.

Note 2 Earnings (loss) per share

Ordinary net profit (-loss) per share is calculated on the basis of the relation between the net profit (-loss) attributed to parent company's shareholders and the weighted average number of ordinary shares excluding the shareholder's share.

	2005 9 months
Net profit attributable to parent company's shareholders (in thousand kroons) Weighted average number of ordinary shares (thousand items)	302 846 17 700
Basic net earnings per share (in kroons)	17,11

There have been no potential ordinary shares, wherefore the diluted net earnings per share equals the basic net earnings per share.

BOARD'S DECLARATION

The Board of Merko Ehitus has prepared the consolidated 9M interim report 2005 as presented on pages 2 to 10.

The interim report has been prepared in accordance with the requirements of the International Financial Reporting Standards (IFRS) and it presents a true and fair view of the financial position, financial results and cash flows of the company. The Board confirms that AS Merko Ehitus is a going concern.

Tõnu Toomik	Chairman of the Board	Horn	November 11, 2005
Alar Lagus	Member of the Board	May	November 11, 2005
Veljo Viitmann	Member of the Board	Method	November 11, 2005
Jaan Mäe	Member of the Board	Allo -	November 11, 2005
Andres Agukas	Member of the Board	Montar	November 11, 2005