



AS PREMIA FOODS

SUMMARY OF THE OFFERING AND LISTING PROSPECTUS

Offer Period:
22 April 2010 - 29 April 2010

Price Range:
EEK 12.80 - EEK 16.20

Global Lead Manager
and Book-runner:
AS Swedbank

Swedbank 

Dated 21 April 2010



Premia



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ADDRESS BY THE
CHAIRMAN OF
THE MANAGEMENT
BOARD



DEAR INVESTOR,

I am honored to introduce to you our company, AS Premia Foods, and the planned initial public offering of AS Premia Foods shares.

AS Premia Foods is a dynamic and diversified consumer goods group involved in ice cream production, fish production and farming, frozen food and food products distribution. The foundation of our group companies is built on decades of dedication and commitment by founders and its current shareholders. Some of our group companies have been in business for more than fifty years.

AS Premia Foods was established in December 2008 by merging previously separate legal entities who shared common ownership and operational and management control under single holding company. This merger created one of the largest business groups in Baltic States. Our company has proven track record and the team to develop further with its diversified portfolio in existing Baltic and Scandinavian markets as well as in North-Western Russia. Moreover, the consolidation has strengthened all entities of the group, benefitting from synergies and diversifying market and product group risks. Today, the group is among the most advanced food processing and distribution companies in the Baltic and Nordic region.

We believe that the team of AS Premia Foods is one of the most valuable assets of our company. Different nationalities and cultural backgrounds enable us to maximize the best experiences of those people continue to develop products for today's and tomorrow's customers tastes. Although great teamwork and team spirit are values that cannot be directly expressed on income or balance sheet statements, it is the hard work and dedication of all of our employees that has allowed us to demonstrate exceptional financial performance that give us the confidence to open a new phase in AS Premia Foods' future.

The core of our business are brands that are well recognised and liked by our customers, whether they are kids or adults. Every adult rediscovers little bit of this inner child in him or herself, when enjoying favourite childhood treat – ice cream. We at AS Premia Foods pride ourselves to steadily live up to our consumers' expectations by strengthening our existing and future brands and products.

AS Premia Foods is unique for its ability to expand and adapt to new product and geographic markets and the shareholders have constantly reinvested company profits to lay the foundation for the future of our group.

We are looking forward to a prosperous future together with you.

Kuldar Leis
AS Premia Foods
Chairman of the Management Board



INTRODUCTION

IMPORTANT NOTICE TO INVESTORS

This is the summary (the “*Summary*”) of the offering and listing prospectus (the “*Prospectus*”) prepared and published by AS Premia Foods (the “*Company*” or “*us*” and together with our subsidiaries the “*Group*”) in connection with the public offering of up to 14,500,000 of our ordinary shares (the “*Shares*” or “*Offer Shares*”) to prospective investors in and outside Estonia (the “*Offering*”).

This Summary is not the prospectus for the public Offering and the listing of our Shares. The Prospectus (dated 21 April 2010) is drawn up and published in the English language and contains significantly more information on our operations than the Summary at hand. Furthermore, this Summary is not an exact translation of the summary included in the Prospectus itself and is somewhat more extensive.

This Summary summarizes the facts and circumstances that we, in accordance with the best judgement of the Management Board of the Company, consider important with respect to our business and the public Offering of our Shares. Any decision to participate in the Offering and invest in our Shares should be based by each investor on the Prospectus as a whole and not merely on this Summary.



This Summary is available in Estonian and English languages, while the entire English-language Prospectus will not be translated into any other languages. Prospective investors are cautioned that where a claim relating to the information contained in the Prospectus (or this Summary) is brought before a court, the plaintiff investor might, under the national legislation of the relevant state, have to bear the costs of translating the entire Prospectus before court proceedings are initiated. We accept civil liability in respect of this Summary solely in the case where this Summary is found to be misleading, inaccurate or inconsistent when read together with the Prospectus as a whole.

INFORMATION AVAILABLE FOR INSPECTION

The entire Prospectus and this Summary are available in the electronic form from the web page of the Estonian Financial Supervision Authority (www.fi.ee). In addition to that, this Summary is available in the electronic form from the web pages of the Company (www.premiafoods.eu).

The paper-based versions of the Prospectus and this Summary are available from the larger branches of AS Swedbank throughout Estonia until the end of the offer period (i.e. 29 April 2010).

At the request of an investor, the Prospectus and/or the Summary will be sent to him or her personally at the address designated by such investor. Such request may be made by calling the information line number +372 603 3800. The same number may be used to request additional clarifications concerning the terms and conditions of the Offering and the submission of transaction orders in connection with the same. The personnel of the information line will not provide legal, financial or investment advice to investors and will not respond to enquiries concerning the Company and the Group. For legal, financial or investment advice in connection with the Offering, investors are strongly advised to seek independent professional assistance.

In addition to the above, the following documents (or copies thereof), where applicable, may be inspected: (a) the Articles of Association of the Company; (b) all reports, letters, and other documents, historical financial information, any part of which is included or referred to in the Prospectus, as well as (c) the historical financial information of the Group for each of the three full financial years preceding the date of the Prospectus. To the extent that such documents are not reflected in this Summary with reasonable fullness and do not in the sole discretion of the Company constitute business secrets of the Company, physical inspection of the documents will be arranged at the offices of the Company or by electronic post at the request of any interested party and subject to an agreement between the Company and such interested party regarding the means of inspection of the relevant documents. The above does not apply to the Articles of Association of the Company and the annual reports of the Company which are publicly available from the Estonian Commercial Register at all times. All the documents in display as described herein may be obtained from the web-site of the Company at www.premiafoods.eu in Section "*Investor Relations*".



OFFERING

TERMS AND CONDITIONS

The Company is publicly offering the Offer Shares for sale to individual and institutional investors in Estonia, as well as privately to institutional investors in and outside Estonia. The offering made publicly to individual and institutional investors in Estonia (“*Retail Offering*”) is conducted in accordance with the laws of Estonia implementing Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 on the prospectus to be published when securities are offered to the public or admitted to trading and amending Directive 2001/34/EC and in accordance with the Commission Regulation No 809/2004 of 29 April 2004 implementing Directive 2003/71/EC, as an initial public offering of Shares of the Company. The offering privately made to institutional investors worldwide (“*Institutional Offering*”) is targeted to pre-determined professional investors and does not constitute a public offering of Shares under the laws of any jurisdiction. The Retail Offering and the Institutional Offering together constitute the Offering. A summary of the main terms of the Offering follows (while the complete set of conditions applicable to the Offering may be found in the Prospectus):



| | |
|--|--|
| Offering | In the course of the Offering, up to 14,500,000 Offer Shares are being offered by the Company for sale. The total number of Offer Shares may be changed. In order to conduct the Offering, the General Meeting of shareholders of the Company has passed on 21 April 2010 a resolution on conditional issue of the New Shares. Such conditional issue of the New Shares is expected to be registered in the Estonian Commercial Register on or about 29 April 2010. The above-mentioned resolution of the General Meeting of shareholders of the Company grants the Management of the Company the right to issue the New Shares. The Retail Offering constitutes a public offering of Shares in Estonia. The Institutional Offering constitutes a private offer of Offer Shares outside the United States to institutional investors in reliance on Regulation S under the Securities Act. |
| Shares | The share capital of the Company currently consists of 24,182,860 ordinary Shares with the nominal value of EEK 10 each. A total of up to 14,500,000 new Shares will be issued in the course of the Offering. Upon completion of the Offering, and assuming that all Offer Shares and new Shares are subscribed, there will be a total of 38,682,860 Shares issued and outstanding with the nominal value of EEK 10 each. This will result in the aggregate share capital of EEK 386,828,600 consisting of 38,682,860 Shares with the nominal value of EEK 10 each. The Offer Shares and the new Shares rank <i>pari passu</i> with all the remaining Shares of the Company. |
| Offer Period | The Offer Period commences on 22 April 2010 and ends on 29 April 2010. |
| Offer Price Range | The Offer Price Range is EEK 12,80 (EUR 0.818) to EEK 16,20 (EUR 1,035) per Offer Share. The Offer Price Range may be changed during the book-building process directed at institutional investors in the course of the Institutional Offering. The final Offer Price will be based on the results of such book-building process. The Offer Price will be the same for all investors participating in the Retail Offering or the Institutional Offering. |
| Percentage of the Total Issued Share Capital Being Offered in the Offering | The Offer Shares represent approximately 37.5% of the share capital of the Company following the completion of the Offering and provided that the number of Offer Shares is not changed. |
| Listing | An application has been made for Shares to be listed on the NASDAQ OMX Tallinn Stock Exchange. Trading in Shares on the NASDAQ OMX Tallinn Stock Exchange is expected to commence on 5 May 2010. |
| Settlement | It is expected that the delivery of the Offer Shares will be made on or about 4 May 2010 through the facilities of the Estonian Central Register of Securities ("ECRS") (but in any case no later than 5 May 2010). |
| Lock-up Agreements | The Company and its shareholders have agreed that, without the prior written consent of AS Swedbank, the shareholders will not dispose of any Shares owned by them or enter into transactions similar in nature at any time or any securities; however, convertible into the Shares during the period commencing on the last day of the Offer Period and ending 360 days after the commencement of trading in the Shares on the NASDAQ OMX Tallinn Stock Exchange. |
| Voting Rights | Each Offer Share carries and, upon registration with the Estonian Commercial Register, each new Share will carry one vote at the General Meetings of shareholders of the Company. |



| | |
|-----------------------------------|--|
| Dividend Rights | The Offer Shares entitle and, upon registration with the Estonian Commercial Register, the new Shares will entitle holders of the same to any future dividends beginning from any dividend declared for the financial year commenced 1 January 2009. |
| Use of Proceeds | The aggregate net proceeds to the Company from the issuance of the new Shares in the Offering, after the deduction of fees and expenses payable in connection with the issue of new Shares and the Offering, are estimated to reach approximately EEK 201 million based on the midpoint of the Offer Price. The aggregate net proceeds to be received by the Company from the Offering are expected to be used for as indicated in this Summary and Prospectus. See “Reasons for the Offering and Use of Proceeds” for more details. |
| Selling and Transfer Restrictions | Sales and transfers of the Offer Shares will be subject to certain restrictions. See the Prospectus for more details. |
| ISIN Code of the Shares | The ISIN code of the Shares is EE3100101031. |
| Trading Code of the Shares | The trading code of the Shares on the Tallinn Stock Exchange is expected to be “PRFIT”. |
| Global Lead Manager | The Global Lead Manager of the Offering is AS Swedbank. |

KEY DATES

The following are the key dates in the progress of the Offering:

| | |
|---------------|---|
| 21 April 2010 | The Extraordinary General Meeting of Shareholders of the Company adopted the conditional resolution to increase the share capital of the Company by granting the Management the right to issue the new Shares |
| 22 April 2010 | Offer Period commences |
| 29 April 2010 | Offer Period concludes |
| 3 May 2010 | Offer Price and allocation of Offer Shares is determined and published |
| 4 May 2010 | Settlement of Offer Shares |
| 5 May 2010 | Trading in Shares of the Company commences on the NASDAQ OMX Tallinn Stock Exchange |

RIGHT TO PARTICIPATE IN THE RETAIL OFFERING

The Retail Offering is directed to all natural and legal persons in Estonia. For the purposes of these terms, a natural person will be deemed to be “in Estonia” if such person has a securities account with the ECRS and such person’s address recorded in ECRS records in connection with such person’s securities account is located in Estonia. A legal person will be deemed to be “in Estonia” if it has a securities account with ECRS and its registered address recorded in ECRS records in connection with its securities account is located in Estonia and/or its registration code recorded in ECRS records is the registration code of the Estonian Commercial Register.



OFFER PRICE

The Company will decide the exact Offer Price in consultation with the Global Lead Manager after the completion of the book-building process directed to the institutional investors in the course of the Institutional Offering. The Offer Price will be based on the tenders for the Offer Shares obtained from institutional investors, also taking into account the total demand in the Institutional Offering, the price sensitivity of such demand and the quality of the demand. The Offer Price will be in the Offer Price Range of EEK 12.20 – EEK 16.20. The above price range may be amended until the end of the Offer Period on the basis of information obtained in the book-building process in accordance with local legislation and notification requirements. The Offer Price will be the same in the Institutional Offering and in the Retail Offering, with the exception of preferential allocation to management and employees, for further details please see Preferential Allocation to Management and Employees.

OFFER PERIOD

Investors may submit subscription undertakings for the Offer Shares (each a “*Subscription Undertaking*”) during the Offer Period, which commences on 22 April 2010 at 9.00 a.m. and terminates on 29 April 2010 at 17.00 p.m. (the “*Offer Period*”).

SUBSCRIPTION UNDERTAKINGS

The Company invites investors to submit Subscription Undertakings in accordance with the above described terms and conditions and the following procedure. Subscription Undertakings may be submitted only during the Offer Period. An investor participating in the Retail Offering may apply to subscribe for the Offer Shares only at the upper limit of the price range, i.e. at EEK 16.20 (EUR 1.035) per Offer Share (“*Subscription Price*”). Multiple Subscription Undertakings by one investor, if submitted, shall be merged for the purposes of allocation. All investors participating in the Retail Offering can submit Subscription Undertakings denominated only in Estonian kroons (EEK). An investor bears all costs and fees charged by the Custodian in connection with the submission of the Subscription Undertaking.

Each investor must ensure that the information contained in the Subscription Undertaking submitted by such investor is correct, complete and legible. Incomplete, incorrect, unclear or illegible Subscription Undertakings may be rejected at the sole discretion of the Company.

CANCELLATION OF THE OFFERING

The Company has reserved the right to cancel the Offering in part or in its entirety at any time until the Company has received full payment for all Offer Shares, if the Management of the Company fails to decide the issue of the new Shares prior to settlement in accordance with the resolution of the General Meeting of shareholders on the conditional increase of share capital of the Company. Any cancellation of the Offering or any part thereof will be announced through the NASDAQ OMX Tallinn Stock Exchange. All rights and obligations of the parties in relation to the cancelled part of the Offering will be considered terminated at the moment when such announcement is made public.

APPLICABLE LAW AND DISPUTE RESOLUTION

The Offering shall be governed by the laws of Estonia. Any disputes arising in connection with the Offering shall be settled by Harju County Court in Estonia.



INSTRUCTIONS TO INVESTORS

In order to subscribe for the Offer Shares, an investor must have a securities account with the ECRS. Such securities account may be opened through any custodian of the ECRS. As of the date hereof, the following banks and investment firms operate as custodians of the ECRS:

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|--|
| AS Swedbank; |
| AS SEB Pank; |
| Nordea Bank Finland Plc Estonian branch; |
| Danske Bank A/S Estonian branch; |
| AS LHV Pank; |
| AS Eesti Krediitipank; |
| Marfin Pank Eesti AS; |
| Svenska Handelsbanken AB (publ), Branch Operations in Finland; |
| Tallinna Äripanga AS; and |
| AS Parex banka (through its Estonian branch) |

An investor wishing to subscribe for the Offer Shares should contact the custodian that operates such investor's ECRS securities account and submit a Subscription Undertaking for the purchase of Offer Shares in the form set out below. The Subscription Undertaking must be submitted to the custodian by the end of the Offer Period. The investor may use any method that such investor's custodian offers to submit the Subscription Undertaking (e.g., physically through a branch of the custodian, over the Internet or by other means). The Subscription Undertaking must include the following information:

| | |
|-------------------------------------|---|
| Owner of the securities account: | name of the investor |
| Securities account: | number of the investor's securities account |
| Custodian: | name of the investor's custodian |
| Security: | AS Premia Foods additional share |
| ISIN code: | EE3803101031 |
| Amount of securities: | the number of Offer Shares for which the investor wishes to subscribe |
| Price (per share): | EEK 16.20 |
| Transaction amount: | the number of Offer Shares for which the investor wishes to subscribe multiplied by the Offer Price |
| Counterparty: | AS Premia Foods |
| Securities account of counterparty: | 99101564896 |
| Custodian of the counterparty: | AS Swedbank |
| Value date of the transaction: | 4 May 2010 |
| Type of transaction: | "purchase" |
| Type of settlement: | "delivery versus payment" |

An investor may submit a Subscription Undertaking through a nominee account only if such investor authorizes the owner of the nominee account to disclose the investor's identity to the registrar of ECRS in writing. Subscription Undertakings submitted through nominee accounts will be taken into consideration in the allocation only if the owner of the nominee account has actually disclosed the identity of the investor to the registrar of ECRS in writing. Among other information it is also requested to disclose either a permanent address and personal identification code in case



of the natural person or a registration address for the legal entity. An investor may submit a Subscription Undertaking either personally or through a representative whom the investor has authorized (in the form required by law) to submit the Subscription Undertaking.

A Subscription Undertaking is deemed submitted from the moment the registrar of the ECRS receives a duly completed transaction instruction from the custodian of the respective investor. An investor will be liable for the payment of all fees charged by the custodian in connection with the submission, cancellation or amendment of the Subscription Undertaking.

An investor must ensure that all information contained in the Subscription Undertaking is correct, complete and legible. The Company reserves the right to reject any Subscription Undertakings which are incomplete, incorrect, unclear or illegible, or which have not been completed and submitted during the Offer Period in accordance with all requirements set out in these terms and conditions.

By submitting a Subscription Undertaking every investor:

- accepts the terms and conditions of the Offering set out in this Summary and the Prospectus and agrees with the Company that such terms will be applicable to the investor's acquisition of any Offer Shares;
- acknowledges that the Retail Offering does not constitute an offer of the Offer Shares by the Company in legal terms or otherwise and that the submission of a Subscription Undertaking does not itself entitle the investor to acquire the Shares nor result in a contract for the sale of Offer Shares between the Company and the investor;
- accepts that the number of Shares indicated by the investor in the Subscription Undertaking will be regarded as the maximum number of Shares ("*Maximum Amount*") which the investor wishes to acquire and that the investor may receive less (but not more) Offer Shares than the Maximum Amount;
- undertakes to acquire and pay for any number of Offer Shares allocated to it/him/her in accordance with these terms and conditions;
- authorizes and instructs its/his/her custodian to forward the registered transaction instruction to the registrar of the ECRS;
- authorizes the custodian and the registrar of the ECRS to amend the information contained in the investor's transaction instruction, including (a) to specify the value date of the transaction and (b) to specify (i) the number of Shares to be purchased by the investor, (ii) the Offer Price (as determined after the Offer Period) as the price per share and (iii) the total amount of the transaction found by multiplying the Offer Price by the number of Offer Shares allocated to the relevant investor.

AMENDMENT OR CANCELLATION OF SUBSCRIPTION UNDERTAKINGS

An investor may amend or cancel a Subscription Undertaking at any time before the expiry of the Offer Period. To do so, the investor must contact its/his/her custodian through whom the Subscription Undertaking in question has been made, and carry out the procedures required by the custodian for amending or cancelling a Subscription Undertaking (such procedures may differ between different custodians). All fees payable in connection with an amendment and/or cancellation of a Subscription Undertaking will be borne by the investor.



PAYMENT

By submitting a Subscription Undertaking, an investor authorises and instructs the institution operating the investor's cash account connected to its/his/her securities account (which may or may not also be the investor's custodian) to immediately block the whole transaction amount on the investor's cash account until the settlement is completed or funds are released in accordance with these terms and conditions. The transaction amount to be blocked will be equal to the maximum Offer Price multiplied by the number of Shares to be purchased by the investor. An investor may submit a Subscription Undertaking only when there are sufficient funds on the cash account connected to its/his/her ECRS securities account or its/his/her securities account to cover the whole transaction amount.

DISTRIBUTION AND ALLOCATION

The Company together with the Global Lead Manager will decide on the allocation after determining the Offer Price after the expiry of the Offer Period, and no later than on 3 May 2010. The Offer Shares will be allocated to investors participating in the Offering by the following steps:

- **Division of tranche size for the Retail Offering and the Institutional Offering**
The division of the Offer Shares between the Institutional Offering and the Retail Offering has not been predetermined. The Company, together with the Global Lead Manager, will decide on exact tranche sizes of the Retail Offering and Institutional Offering (percentage wise).
- **Allocation of the Offer Shares to the Institutional Investors**
The Company, together with the Global Lead Manager, will decide on the allocation to the Institutional Investors on discretionary basis after the expiry of the Offer Period.
- **Allocation of the Offer Shares to the Retail Investors**
The Company, together with the Global Lead Manager, will determine allocation percentages applied to the Retail Offering in the following method:
 - a. The Offer Shares will be allocated to investors participating in the Retail Offering by using the stepped allocation methodology. Under the stepped allocation methodology, the Company, together with the Global in Lead Manager, will determine one or more allocation bands (in number of the Shares) and the allocation percentages applied in each band. This determination will take place as part of the allocation procedure after the expiry of the Offer Period. For example, assuming three allocation bands, the part of each Subscription Undertaking which is within allocation band A (up to and including X Shares) will be allocated α per cent, whilst that part of each Subscription Undertaking which is within allocation band B (more than X Shares up to and including Y Shares) will be allocated β per cent and the part of each Subscription Undertaking which is within allocation band C (more than Y Shares) will be allocated γ per cent.
 - b. The principal criteria to be used in the determination of the bands and the allocation percentages are as follows: (i) the size of the Retail Offering; (ii) the total demand for the Shares in the Retail Offering; (iii) the size of Subscription Undertakings in the Retail Offering and (iv) the number of investors who have submitted Subscription Undertakings in the Retail Offering. Each investor will be allocated an integer number of Offer Shares without fractions. If necessary, the number of allocated Offer Shares will be rounded down to the closest integer number of Offer Shares. Any remaining Offer Shares which cannot be allocated using the stepped allocation process described above will be allocated to investors at random.



- c. An investor may obtain information about the number of the Offer Shares allocated to it/him/her after the settlement has been completed by submitting an inquiry to the custodian operating its/his/her securities account in accordance with the terms and conditions applied by that custodian.

ANNOUNCEMENT OF THE ALLOCATION RESULTS

The Company expects to announce the Offer Price and the results of the allocation process, including the division of the Offer Shares between the Institutional Offering and the Retail Offering, through NASDAQ OMX Tallinn Stock Exchange and a daily newspaper circulated respectively throughout the territory of Estonia no later than on 3 May 2010.

PREFERENTIAL ALLOCATION TO MANAGEMENT AND EMPLOYEES

All employees of the Company and any of its subsidiaries that choose to participate in the Retail Offering will be fully allocated the Offer Shares up to the value of EUR 1,000 (EEK 15,646.6) per person, while same stepped allocation methodology as applicable to all other investors will be used for the allocation of employee orders in the amount exceeding the Offer Shares value mentioned above. For the purposes of the above an employee means a person who as at 8.00 a.m. on 22 April 2010 has a valid employment or equivalent contract for an unspecified term with the Company or any of its subsidiaries or is a member of the Supervisory Board or the Management Board of the Company or its subsidiary. The preferential allocation to the employees and members of management of the Company will be conducted with 10% discount on the Offer Price. These shares are subject to one month lock-up period from the date of the listing of shares on NASDAQ OMX Tallinn Stock Exchange. For the avoidance of doubt, the preferential allocation to Management and employees does not constitute public offering of securities in any other country than Estonia even if some employees or members of the Management are in other countries.

SETTLEMENT AND TRADING

The Offer Shares allocated to investors will be transferred to their securities accounts on or about 4 May 2010 through the “delivery versus payment” method simultaneously with the transfer of payment for such Offer Shares. In no event will the date of settlement be later than 5 May 2010.

If an investor has submitted several Subscription Undertakings through several securities accounts belonging to it/him/her, the Offer Shares allocated to such investor are transferred to such investor's securities accounts proportionally with the respective securities amounts set out in such investor's Subscription Undertakings. The number of Offer Shares to be transferred to each securities account may be rounded up or down, as necessary, in order to ensure that a whole number of Offer Shares is transferred to each securities account. If the transfer cannot be completed due to the lack of sufficient funds on the investor's cash account, the Subscription Undertaking of the respective investor will be rejected and the investor will lose all rights to the Offer Shares allocated to such investor.

Trading in Shares is expected to commence on the NASDAQ OMX Tallinn Stock Exchange on or about 5 May 2010.



RETURN OF FUNDS

If the Offer Price is lower than the Subscription Price, if the Offering is revoked, if the investor's Subscription Undertaking is rejected or if the allocation deviates from the amount of Offer Shares applied for, the funds blocked on the investor's cash account, or a part thereof (the amount in excess of payment for the allocated Offer Shares) will be released by the respective custodian not later than on 5 May 2010. Company shall not be liable for the release of the respective amount and for the payment of interest on the released amount for the time it was blocked.



REASONS FOR THE OFFERING AND USE OF PROCEEDS

The primary purpose of the Offering is to strengthen the equity position of the Company and to further support the Group's growth strategy and expansion of its business in its core markets in the Baltics, Scandinavia and North-West Russia. The Offering is expected to broaden the shareholder base with Estonian retail and international institutional investors and create the necessary conditions for the listing of Shares on the Main List of the NASDAQ OMX Tallinn Stock Exchange.

The aggregate net proceeds to be received by the Company from the Offering are expected to be used partially for the additional investments into expansion of operations in St Petersburg region in Russia. Namely, as the date of this Summary, Premia Tallinna Külmoone AS has acquired the trademarks of ZAO Khladokombinat No 1. Now the Company is finalizing its expansion in St Petersburg region by acquiring OOO Khladokombinat No 1, a fully owned subsidiary of ZAO Khladokombinat No 1. OOO Khladokombinat No 1 has recently taken over all ice cream operations and assets of ZAO Khladokombinat No 1. A part of the proceeds will be used to repay part of the Group's outstanding debt to commercial banks and shareholders loans. Finally, a part of the proceeds will serve as reserve for the purposes of further developments. For additional information on use of proceeds, please refer to the Prospectus.

A background image of a rural landscape. In the foreground, there is a green field with several hay bales scattered across it. In the middle ground, there is a dense line of green trees. The sky is filled with large, white, fluffy clouds, suggesting a bright but slightly overcast day.

GENERAL CORPORATE INFORMATION

CORPORATE DETAILS

The business name of the Company is AS Premia Foods. It was registered in the Estonian Commercial Register (held by the Registry Department of the Harju County Court) under register code 11560713 on 23 December 2008. The Company is currently operating under the laws of the Republic of Estonia in the form of a public limited company (in Estonian: “aktsiaselts” or “AS”) and is established for an indefinite term.



The contact details of the Company are as follows:

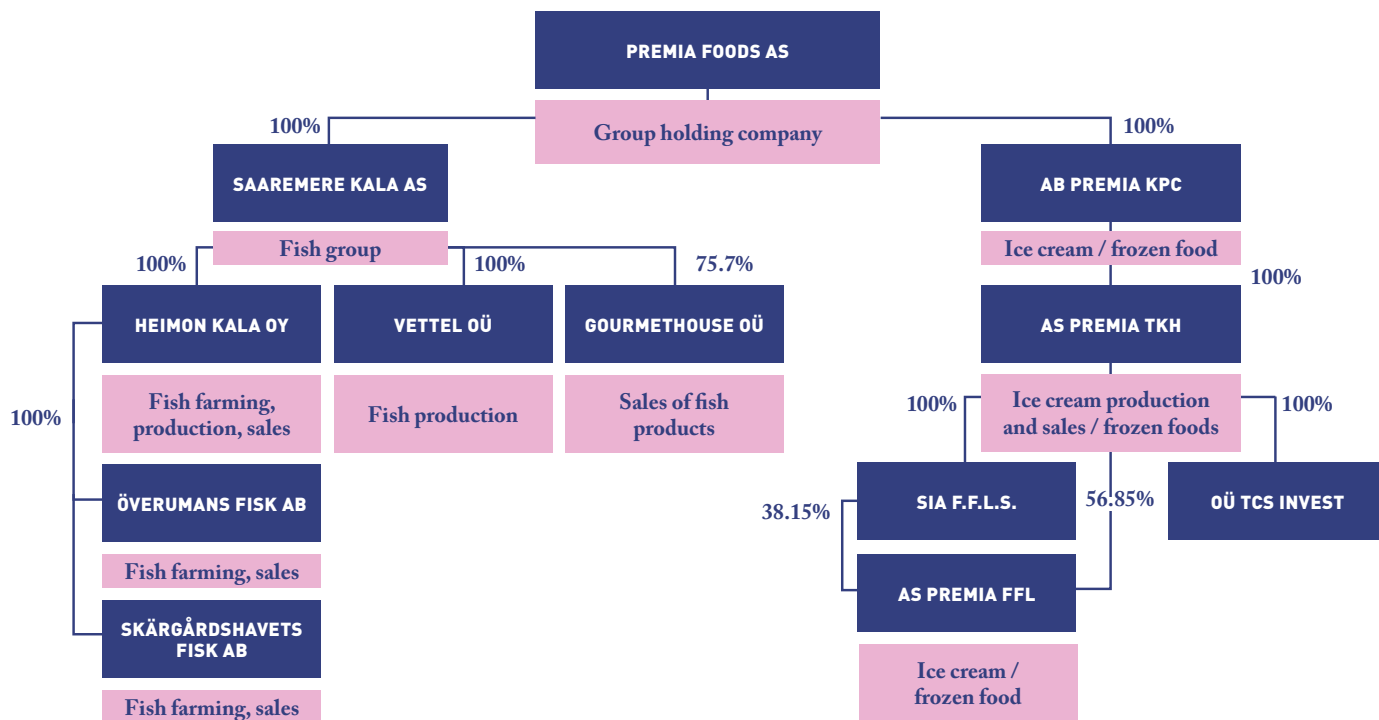
AS Premia Foods
 Betooni 4, Tallinn 11415, Estonia
 Phone: +372 603 3800
 Fax: +372 603 3801
 E-mail: premia@premia.ee

The principle area of activity of the Company according to its Articles of Association is holding company activities.

STRUCTURE OF THE GROUP

The Company (AS Premia Foods) is a limited liability company, established in Estonia in December 2008 by AS Premia Tallinna Külkhoone with the purpose of creating a holding company for the group consolidating various food companies. The Group has three business lines – (i) ice cream; (ii) frozen food; and (iii) fish and fish products. The ice cream and frozen food business lines of the Group are represented mainly by the Estonian company AS Premia Tallinna Külkhoone, the Lithuanian company AB “Premia KPC” and the Latvian company AS “Premia FFL” (95%). Additionally, two holding companies – the Estonian company OÜ TCS Invest and the Latvian company SIA “F.F.L.S” – belong to this part of the Group. The fish and fish products business line of the Group is represented by the Estonian companies Saaremere Kala AS, Vettel OÜ and Gourmethouse OÜ (75.7%), the Finnish company Heimon Kala OY and the Swedish companies Överumans Fisk AB and Skärgårdshavets Fisk AB.

The structural chart of the Group is as follows below:





HISTORY

The most important milestones in the development of the Group and expansion of its operations and business are summarised below:

| Month/Year | Development |
|----------------|---|
| 1937 | Establishment of Kauno Pieno Gamykla |
| 1951 | Establishment of Tallinna Külkhoone (Tallinn Cold Store) |
| 1956 | Opening of the ice cream production factory of Tallinna Külkhoone |
| 1981 | Establishment of Heimon Kala OY |
| 1987 | Establishment of Saaristomeren Kala Oy |
| 1994 | Establishment of AB “Kauno Pieno Centras” |
| 1995 | Establishment of Tallinna Külkhoone as a state-owned stock company |
| 1997 | Offering of the shares of AS Tallinna Külkhoone in Tallinn stock exchange |
| 1997 | Merger of AS Jäälill and AS Piimar into AS Tallinna Külkhoone |
| 1999 | Opening of the new ice cream factory of AS Tallinna Külkhoone at Peterburi tee 42, Tallinn |
| 2000 | Establishment of AS “FFL” |
| 2001 | De-listing of shares of AS Tallinna Külkhoone from Tallinn Stock Exchange further to the tender offer to minority shareholder by AB “Kauno Pieno Centras” |
| 2002 | Merger of Tartu Jäälill AS, Pärnu Jäälill AS and Rakvere Jäälill into AS Tallinna Külkhoone |
| 2003 | Acquisition of 37.25% holding in Vettel OÜ by Amber Trust S.C.A. |
| 2004 | Termination of production activities by AB „Kauno Pieno Centras“ in Lithuania |
| November 2005 | Acquisition of the second largest Finnish fish producer Heimon Kala OY by Vettel OÜ |
| December 2005 | Acquisition of the Estonian and Lithuanian ice cream manufacturer and wholesaler of frozen goods binding company AB “Kauno Pieno Centras” by Amber Trust S.C.A. II |
| October 2006 | Establishment of Saaremere Kala AS |
| January 2007 | Acquisition of Saaristomeren Kala Oy by Saaremere Kala AS affording to control the production chain from fish farming to processing |
| July 2007 | Acquisition of 51% of the shares of Gourmethouse OÜ by Saaremere Kala AS |
| October 2007 | Merger of Jalostusyhtiö Airistolainen Oy into Heimon Kala OY; Acquisition of SIA “F.F.L.S” and the majority shareholding in AS “FFL” by AS Premia Tallinna Külkhoone |
| February 2008 | Acquisition of Khladokombinat No 1 trademarks in St Petersburg |
| March 2008 | Sale of all real estate of AB „Premia KPC“ in Lithuania |
| September 2008 | Conclusion of sale and lease-back arrangement between AS Premia Tallinna Külkhoone and Eften Kinnisvara AS with respect to the premises located at Betooni 4, Tallinn |
| December 2008 | Establishment of Premia Foods AS |



| | |
|--------------|--|
| January 2009 | AB “Premia KPC” and Saaremere Kala AS are merged under Premia Foods AS |
| May 2009 | Merger of Saaristomeren Kala Oy into Heimona Kala OY |

SHARE CAPITAL AND SHARES

The current registered share capital of the Company is EEK 241,828,600 (approximately EUR 15,455,664). It is divided into 24,182,860 ordinary Shares with the nominal value of EEK 10 each (approximately EUR 0.6). The ISIN code of Shares is EE3100101031.

Subject to the adoption of a relevant resolutions by the General Meeting of shareholders and the Management Board of the Company as described in Section “*Terms and Conditions of the Offering*”, the share capital of the Company will be increased again on or about 29 April 2010 by issuing the new Shares. Such issue will comprise of up to 14,500,000 Shares which will be issued to investors in order to carry out the Offering. The preferential right of the shareholders of the Company to subscribe for new Shares has been to be excluded with the above-mentioned resolution of the General Meeting of shareholders. New Shares will be issued against monetary contributions with premium, whereas the issue price of each new Share will be equal to the Offer Price.

All shareholders of the Company have equal voting rights per Share. Prior to the Offering, the Company is controlled by Amber Trust II S.C.A., which holds 53.8% of the Shares of the Company. Together with Amber Trust S.C.A., which holds 22.3% of the Shares of the Company, Amber Trust II S.C.A. and Amber Trust S.C.A. hold 76.1% of the Shares of the Company prior to the Offering. Other shareholders holding over 5% of the Shares of the Company are DCF Fund II Baltic states holding 7.9% of all the Shares of the Company, and 5.4% of all the Shares of the Company are held by OÜ Rododendron (a company fully owned by the Chairman of the Management Board, Mr Kuldar Leis). Minority holdings in the Company (i.e below 5% of all the Shares of the Company) are held by funds managed by Firebird Private Equity Advisors LLC and other members of the Management Board of the Company (through their fully owned companies).

Amber Trust S.C.A. (launched in 2002) and Amber Trust II S.C.A. (launched in 2005) are private equity funds domiciled in Luxembourg and regulated by Luxembourg’s *Commission de Surveillance du Secteur Financier*. Danske Capital Finland Ltd. and Firebird Private Equity Advisors LLC act as joint investment advisors of the aforesaid funds with equal rights and responsibilities. The funds’ objective is to generate long-term capital gains by making investments primarily in the Baltic states.

The Company is not aware of any arrangements the operation of which may at a subsequent date result in a change in control of the Company. No person has, directly or indirectly, an interest in the Company’s capital or voting rights which is notifiable under the laws of Estonia.

DILUTION

The Offer Shares represent approximately 37.5% of the share capital of the Company immediately after the completion of the Offering provided that the number of Offer Shares does not change from that indicated in this Summary and on the cover of the Prospectus. Following the completion of the Offering, Amber Trust II S.C.A., Amber Trust S.C.A. and DCF Fund II Baltic States will hold approximately 52.5% of the Shares of the Company.



DIVIDEND POLICY

The Offer Shares will give rights to dividends declared by the Company (if any) for the financial year beginning on 1 January 2009 and for the subsequent financial years. Once the share capital increase relating to the issue of the new Shares has been registered with the Estonian Commercial Register, the new Shares will rank equally with all the outstanding shares of the Company.

So far, the Company has been re-investing most of its earnings in order to maintain the strategy of expansion.

The Company cannot ensure that dividends will be paid in the future, or if dividends will be paid, how much will they amount to. The declaration and payment by the Company of any future dividends and the amount thereof will depend on the Company's results of operations, financial condition, cash requirements, future prospects and other aspects.

It must be noted that AS Premia Tallinna Külmoone, Saaremere Kala AS and Heimon Kala OY are parties to financing arrangements, terms and conditions of which restrict payment of dividends; nevertheless, such restrictions are not applicable in respect of payment of dividends by the Company.



MANAGEMENT AND EMPLOYEES

In accordance with the Estonian law, the operational management of the Company is structured as a two-tier system. The Management Board is responsible for the day-to-day management of the Company's operations and is eligible to represent the Company on the basis of the law and the Articles of Association. The Supervisory Board of the Company is responsible for the strategic planning of the business activities of the Company and supervising the activities of the Management Board. The highest corporate body of the Company is the General Meeting of shareholders.

The Management Board of the Company currently consists of four members, whose authorities are valid for three years since appointment. According to the Articles of Association of the Company, the Management Board may have from one to four members. Currently, the members of the Management Board of the Company are Mr Kuldar Leis (chairman of the Management Board), Ms Katre Kõvask, Mr Silver Kaur and Mr Andri Avila.



Kuldar Leis (born 1968) has been the chairman of the Management Board of the Company since its foundation and of AS Premia Tallinna Külkhoone since 2006. In addition, he serves as a member of the Management Board of AB “Premia KPC”, SIA “F.F.L.S” and OÜ TCS Invest, and as a member of Supervisory Board of Saaremere Kala AS, Vettel OÜ and AS “Premia FFL”. Mr Kuldar Leis graduated from the University of Tartu in 1993, specialising in credit and finance. He also holds a diploma in dairy technology. He has previously been employed as the chairman of the Management Board of the food company AS Nordic Foods (2004-2007) and the beverages company AS Ösel Foods (2001-2003) and as sales and marketing director in AS Ösel. Prior to that, he held managing positions in dairy processing companies AS Ühinenud Meiereid (1998-2000) and AS Põlva Piim (1991-1994). During 1996-1998, Mr Kuldar Leis was the regional manager of Hoiupank. He is currently a member of Supervisory Board of AS Linda Nektar (a company specialised in producing fermented beverages for drink industry) and Food and Competence Center of Food and Fermentation Technology. He is also a member of Supervisory Board of Association of the Estonian Food Industry and member of the Management Board of Rododendron OÜ.

Katre Kõvask (born 1975) has been the marketing director and a member of the Management Board of AS Premia Tallinna Külkhoone since 2006 and of the Company since June 2009. She is also a member of the Supervisory Board of AS “Premia FFL” and Saaremere Kala AS. Ms Katre Kõvask graduated from University of Tartu in 1998, having specialised in marketing and foreign trade. She has previously been employed as marketing manager and member of the Management Board of the food company AS Nordic Foods (2004-2006), where she lead the launch of ready-meals’ brand “Maakera” to the Estonian market. Prior to that, she served as marketing manager and a member of the Management Board of the beverages company AS Ösel Foods (2000-2004), while the leading beverage brand “Aura” was launched to the Baltic markets. During 1994-2000 she worked as project manager in advertising agencies belonging to AGE Group. She is currently the member of the Management Board of OÜ Footsteps Management.

Silver Kaur (born 1973) has been the sales director and member of the Management Board of AS Premia Tallinna Külkhoone since 2006 and of the Company since June 2009. He is also a member of the Supervisory Board of AS “Premia FFL” and Saaremere Kala AS. Mr Silver Kaur graduated as a fisheries’ consultant from Estonian Maritime Academy in 1997. He has previously been employed as sales director and a member of the Supervisory Board of food company AS Nordic Foods (2004-2006). Prior to that, she served as sales manager and a member of the Management Board of the beverages company AS Ösel Foods (2000-2003). During 1997-2000 he worked as sales manager in the dairy processing company AS Ühinenud Meiereid and during 1996-1997 as product presenter in Tetra Pak Estonia AS. Mr Silver Kaur is currently a member of the Management Board of RüsiGrupp OÜ and OÜ Freespirit.

Andri Avila (born 1975) is the Chief Financial Officer of the Company. Mr Andri Avila graduated from Concordia International University in Estonia in 2000 with a degree in international business management. He has previously been employed by various real estate and investment companies, mostly in the capacity of the Chief Financial Officer. Before joining the Company, Mr Andri Avila served as Chief Executive Officer of Olympic Entertainment Group AS, a CEE leading casino operator. Mr Andri Avila also serves on the Management Boards of AS RVC Investeeringud, and OÜ GeoplaSt His previous affiliations as a member of managing bodies include AS Kawe Kinnisvara, Eldore Kinnisvara OÜ, Metro Aktivite AS, Creco AS, AS Kawe Haldus, OÜ Magister Morum, AS Lahekalda and OÜ S&B Kinnisvara.

According to the Articles of Association of the Company, the Supervisory Board consists of three to six members who are appointed by the General Meeting of shareholders for a period of five years. Currently, the members of the Supervisory Board of the Company are Mr Indrek Kasela (chairman of the Supervisory Board), Mr Lauri Kustaa Äimä, Mr Erik Haavamäe, Mr Aavo Kokk, Mr Harvey Sawikin and Mr Jaakko Karo.

Indrek Kasela (born 1971) has been a member of the Supervisory Board of the Company since its foundation. In addition, he serves as a member of Supervisory Board of several Group entities, such as AS Premia Tallinna Külkhoone, Saaremere Kala AS, Vettel OÜ and OÜ TCS InveSt Mr Indrek Kasela holds LL.M (master of laws) degree from New York University (1996), BA degree in law from the University of Tartu (1994) and certificate in EU Law from the University of Uppsala. Since 2003, he has been the partner of the largest Baltic private equity fund manager Amber Trust being responsible for Amber Trust’s activities in Estonia, Latvia and Russia. Prior to that, he has acted as the Chief Executive Officer of HEX Tallinn (Tallinn Stock Exchange) (2002), CEO of the data protection software development company AS Privador (2000-2001), consultant in the investment banking firm Baltic Cresco Investment Group (1996-2000) and as an attorney in law firm HETA (1994-1995). He serves as Supervisory Board member of Vettel OÜ,



AS Toode, AS PKL, ELKE Grupi AS, EPhaG AS, Salva Kindlustuse AS, Ridge Capital AS and a Management Board member of OÜ X-pression, AS Fine, Wood and Company OÜ, Lindermann, Birnbaum & Kasela OÜ and Managetrad OÜ, as well as board member of several companies domiciled in Baltics and Russian Federation.

Lauri Kustaa Äimä (born 1971) has been a member of the Supervisory Board of the Company since its foundation and of AS Premia Tallinna Külkhoone since 2005. He holds a masters degree in Economics from the University of Helsinki. Mr Lauri Kustaa Äimä is the managing director and founding shareholder of Kaima Capital Oy. Before launching Kaima Capital in February 2009, he gained more than fifteen years professional experience from various leading financial institutions including Danske Bank's and ING Group's investment management operations. He serves as a Management or Supervisory Board member of AS Tallink Group, Salva Kindlustuse AS, AS Baltika and AS PKL as well as the Lithuanian company UAB Litagra and BAN Insurance in Latvia in addition to several investment companies and funds domiciled in Finland, Estonia and Luxembourg.

Erik Haavamäe (born 1968) has been a member of the Supervisory Board of the Company since its foundation. In addition, he serves as a member of Board of Directors of Heimon Kala OY and a member of Supervisory Board of several Group entities, such as AS Premia Tallinna Külkhoone, Saaremere Kala AS, Vettel OÜ, AS "Premia FFL" and OÜ TCS InveSt Mr Erik Haavamäe holds a cum laude diploma in economics from Tallinn Technical University. He has long term financial experience as a controller and Chief Financial Officer in different industries (airline, apparel, food, media) and six years of experience in investment banking. He has been senior analyst and Management Board member in Baltic Cresco Investment Group and participated in the World Bank mission to Ukrzaliznytsia (Ukrainian Railways). He is a member of the Supervisory Board of AS Toode and a member of the Management Board of AS EPhaG, AB Premia KPC and OÜ Kamakamaka.

Aavo Kokk (born 1964) has been a member of the Supervisory Board of the Company since May 2009. Mr Aavo Kokk graduated from Tartu University in 1990, having specialised in journalism, and Stockholm University in 1992, having specialised in banking and finance. Currently he is the managing director and partner in the property advisor Catella Corporate Finance (Estonia). Prior to that, he has served as Chief Executive Officer and publisher of Eesti Päevaleht (2002-2008), editor in chief of Eesti Ekspress (1997-2002), executive board member in Hoiupank (1993-1997), head of tax policy department in the Ministry of Finance (1992-1993). Mr Aavo Kokk is currently a member of the Supervisory Board of AS Audentes and a member of the Management Board OÜ Synd&Katts.

Harvey Sawikin (born 1960) has been a member of the Supervisory Board of the Company since May 2009. Mr Harvey Sawikin holds degrees from the Columbia University and Harvard Law School, where he was a editor of the Harvard Law Review. He co-founded Firebird in 1994 and is currently a lead manager of Firebird Fund, Firebird New Russia Fund, Firebird Republics Fund and Firebird Avrora Fund. Before founding Firebird, he was a clerk on the U.S. Court of Appeals and a M&A specialist at the U.S. law firm of Wachtell, Lipton, Rosen & Katz. He is a member of the New York State Bar.

Jaakko Karo (born 1962) has been a member of the Supervisory Board of the Company since August 2009. Mr Jaakko Karo graduated from the Helsinki School of Economics in 1986 with M.Sc. (Econ) in finance and international marketing and received a licentiate (Econ) degree in 1996. At present, he is a partner at Cumulant Capital Fund Management, managing Cumulant Capital Northern Europe fund. Previously, he has worked for General Electric (GE) in several Merger&Acquisition projects (2003-2005) and for Instrumentarium Corporation as vice president for global sales and marketing (2000). During 1986-2000, he worked for the global food ingredients group Danisco (previously Cultor Groups) in many senior management positions, including vice president for marketing, vice president for North American operations (Xyrofin Division), group vice president (Nutrition Business Area), vice president and deputy to the president (Danisco Sweeteners), in London and New York. He has held numerous board memberships in various Danisco, Cultor companies internationally and in various Sanoma-WSOY- subsidiaries: AAC Group (Finland), Interverbium AB, AAC Global AB.

As of 31 December 2009, the Group employed in total 581 employees.



BUSINESS

INTRODUCTION TO OUR BUSINESS

We are a leading branded foods processing company, operating in the Baltic states as well as in Finland and Sweden, producing and trading frozen goods, ice cream, fish and fish products, and fish farming.

Being the oldest ice cream producer and market leader in the Baltic states in the ice cream and frozen food market, we are also in strong second position in chilled packed fish market in Finland. The most famous trademarks of the Group include “Premia”, “Väike Tom”, “Regatt”, “Vau”, “Maahärä” in Estonia, “Bravo”, “Klasika” and “Natali” in Latvia and Lithuania, “Heimon Gourmet” and “Saaristomeren Kala” in Finland and “Bueno!” and “Polar Fish” throughout Baltic states. The Group’s pan-Baltic presence and good reputation as a capable and reliable distributor, has made our Group companies attractive business partners for the producers of various frozen food brands distributed by the Group (e.g. “Aviko”, “Hortex”, “Esva” etc). The Group has also proven itself as a committed partner for private label operators, i.e. retail chains, in the Baltics and Finland.

Over the recent years, the Group has had aggressive growth strategy via expansion on current markets and has entered new ones. This has given us the benefit of understanding international operations and the importance of skilled and motivated management team.

The Group’s total revenue in the 12 months ended on 31 December 2009 was EEK 1,075 million (EUR 68.7 million). The turnover of the first quarter of 2010 grew by 5% reaching an amount of EEK 235 million (EUR 15.0 million). Approximately 2/3 of the turnover of the Company is gained from export of goods.



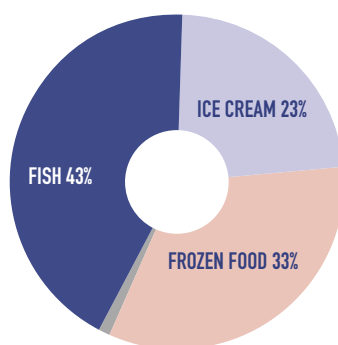
Currently, the Group is expanding its new market segments in Finnish and Baltic market for fish products and continues to build on its leadership in Baltic ice cream market. Significant development is expected in St Petersburg area after the acquisition of OOO Khladokombinat No 1. The Company's management and team have actively worked with the current management of OOO Khladokombinat No 1 already for the past two years and have developed in-depth knowledge and expertise in the ice cream market of North-Western Russia.

GROUP OPERATIONS AT GLANCE

The Group is a Nordic branded foods company. In 2009 The Group's main business lines contributed to the Group's total revenues as follow:

| |
|--|
| Production and wholesale of fish and fish products (43%); |
| Distribution and wholesale of frozen food (33%); |
| Production and wholesale of ice cream (23%). |

Sales Breakdown by Business Lines in 2009



Source: Company's Annual Report 2009

The table below summarises the revenues of the Group by business segments in the period 2007-2009:

| Business Segment, (EEK million) | 2007 | 2008 | 2009 |
|---------------------------------|--------------|----------------|----------------|
| Fish and fish products | 456.2 | 454.2 | 458.2 |
| Frozen food | 296.5 | 469.9 | 350.8 |
| Ice cream | 235.4 | 277.7 | 251.8 |
| Other | 7.3 | 8.4 | 14.2 |
| Total | 995.4 | 1,210.2 | 1,075.0 |

| Business Segment, (EUR thousand) | 2007 | 2008 | 2009 |
|----------------------------------|---------------|---------------|---------------|
| Fish and fish products | 29,155 | 29,028 | 29,285 |
| Frozen food | 18,948 | 30,036 | 22,416 |
| Ice cream | 15,048 | 17,746 | 16,093 |
| Other | 468 | 538 | 909 |
| Total | 63,619 | 77,348 | 68,703 |

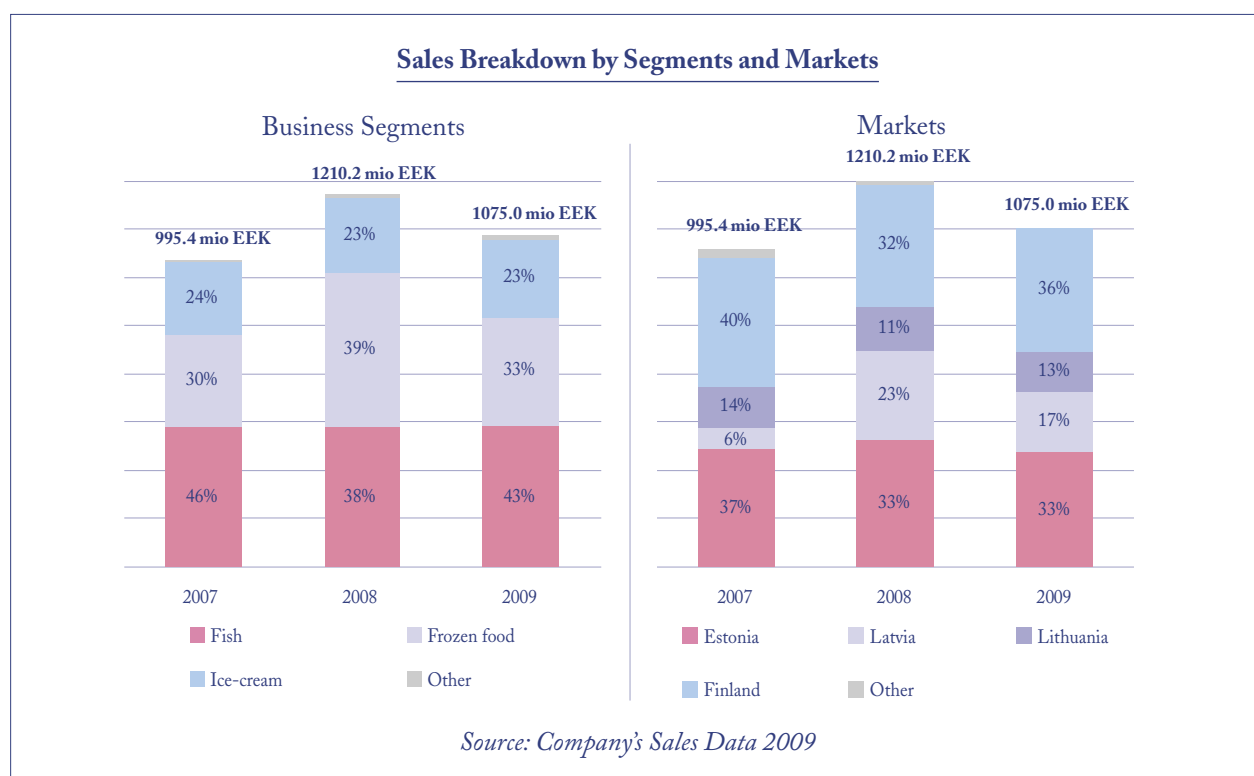
The table below summarises the revenues of the Group by geographic segments in the period 2007-2009:

| Geographic Segment, (EEK million) | 2007 | 2008 | 2009 |
|-----------------------------------|--------------|----------------|----------------|
| Estonia ¹ | 369.5 | 397.0 | 356.1 |
| Latvia ² | 62.5 | 280.5 | 184.4 |
| Lithuania | 135.0 | 137.5 | 136.4 |
| Finland | 402.5 | 384.6 | 389.6 |
| Other | 25.9 | 10.6 | 8.5 |
| Total | 995.4 | 1,210.2 | 1,075.0 |

| Geographic Segment, (EUR thousand) | 2007 | 2008 | 2009 |
|------------------------------------|---------------|---------------|---------------|
| Estonia ¹ | 23,616 | 25,376 | 22,761 |
| Latvia ² | 3,997 | 17,928 | 11,785 |
| Lithuania | 8,630 | 8,789 | 8,717 |
| Finland | 25,722 | 24,582 | 24,897 |
| Other | 1,654 | 673 | 543 |
| Total | 63,619 | 77,348 | 68,703 |

¹ GH consolidated from July 2007.

² FFL consolidated from November 2007



The Group business is characterised by rapid growth both via organic developments as well as via mergers and acquisitions. It has acquired strong production, distribution and logistics entities in the Baltic and Nordic region over the past few years, which has opened up new markets and created significant synergies with the Group.

DESCRIPTION OF MAIN MARKETS

Fish and Fish Products Market

The fish and fish products industry is a traditional and well-established segment of food industry in general. Besides retailers who supply end-consumers, HoReCa (hotels, restaurants, cafés) sector is an important client segment for fish and fish products.

Fish and fish products represent a healthy alternative to meat products and are thus, highly competitive and growing component of food industry. Normally, domestic brands dominate significantly over imported brands as fish is seen as a local product. Heimon Kala OY is unique in the sense that ca 40% of the fish is own farmed in Finland and Sweden, guaranteeing a good quality reliable supply.

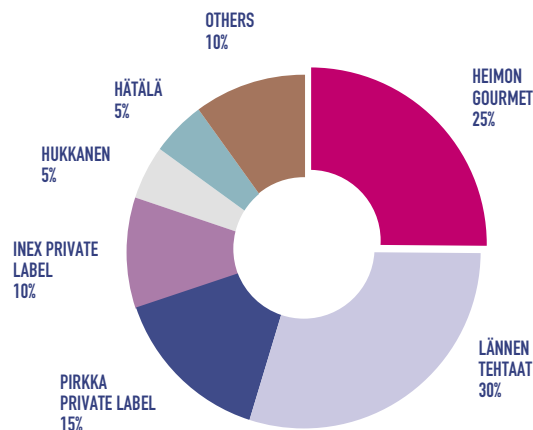
Fish and fish products have traditionally been a significant component of the diet of the Finnish people as the consumption per capita is around 16 kg annually. The Finnish consumers are generally loyal to the well-established brands and tastes. The market has been relatively stable and the inflow of new products has been rather slow over the past years. Therefore, the Finnish market represents a potential to attract customers with novelty products.

Finnish retail market is dominated by two large chains, SOK and KESKO, who between themselves control ca 80% of the retail market. Group's fish producing companies have enjoyed a long and reliable business partnership with both of the chains. Due to the very concentrated retail market, the entry barriers for new producers could be considered significant.

At the same time, the Finnish HoReCa sector provides a developing market for fish producers. Thanks to the long fish consumption traditions of Finnish consumers, HoReCa sector has developed good skills to cater fish in all segments starting from canteens and fast foods restaurants to high-end restaurants.

The consumption of fish and fish products is growing in the Baltic markets. Consumers are in particular eager to purchase fresh unprocessed fish. The campaigns of large retail chains (such as Rimi and Maxima) have further popularised the consumption of fresh fish (in particular salmon and trout). As compared with Finnish market, the inflow of new tastes and products is faster in the Baltics, as the Baltic consumers are generally more experimental. The consumption of fish and fish products in the Baltic HoReCa sector is also gradually rising, which provides expansion opportunities for local fish providers.

Market Shares in Finnish Retail Market for Packaged Chilled Fish



Source: AC Nielsen, Management Board's estimation, Company's sales data 2009

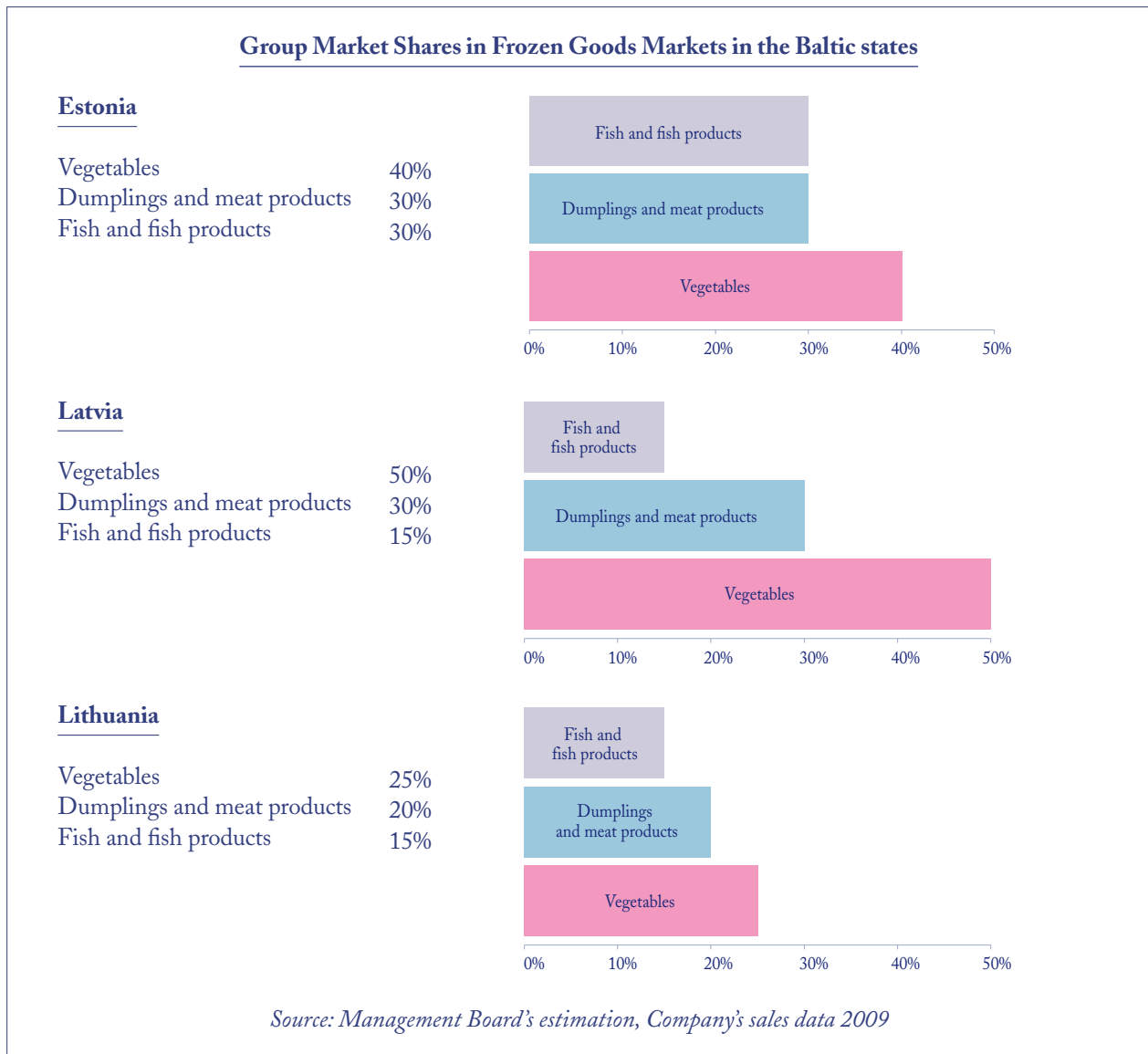
Frozen Food Market

Frozen food segment is characterized by the plurality of the product range starting from frozen vegetables, fruits and French fries to meat products and ready-made food such as pizzas, dumplings, etc. Therefore, the range of potential consumers of such products varies to a great degree too, including vegetarians, as well as those who appreciate semi-ready and ready-made food. Frozen foods, especially meat and vegetables, are also a significant input for HoReCa sector.

The sales of certain frozen foods (such as vegetables and french fries) are seasonal depending on the time of the year. The sales of such products peak from January to April.

Building up the facilities and logistic capabilities for operating in the frozen food segment requires significant investments. Therefore, the range of potential distributors is rather limited. At the same time, once the investments have been occurred, the products portfolio of distributors can be increased by adding new frozen foods to the product offering. Moreover, operating the ice cream business line and frozen food business line simultaneously enables to achieve economies of scale and scope and further decreases the economic vulnerability due to the drop in ice cream sales during low seasons.

The three Baltic markets do not differ significantly in terms of the consumption of frozen foods. The sales throughout the Baltics have been somewhat negatively affected by the recent crises, but such changes have not been structural.





Ice Cream Market

The trend in the ice cream consumption is that during winter period the preference shifts from the impulse ice cream products to the family ice cream products. Altogether it may be said that the consumption of ice cream among Estonians is rather stable and not so much affected by seasonality, thus the difference in the consumption during summer and winter period is approximately double. In Estonia, per capita consumption of ice cream is eight litres annually.

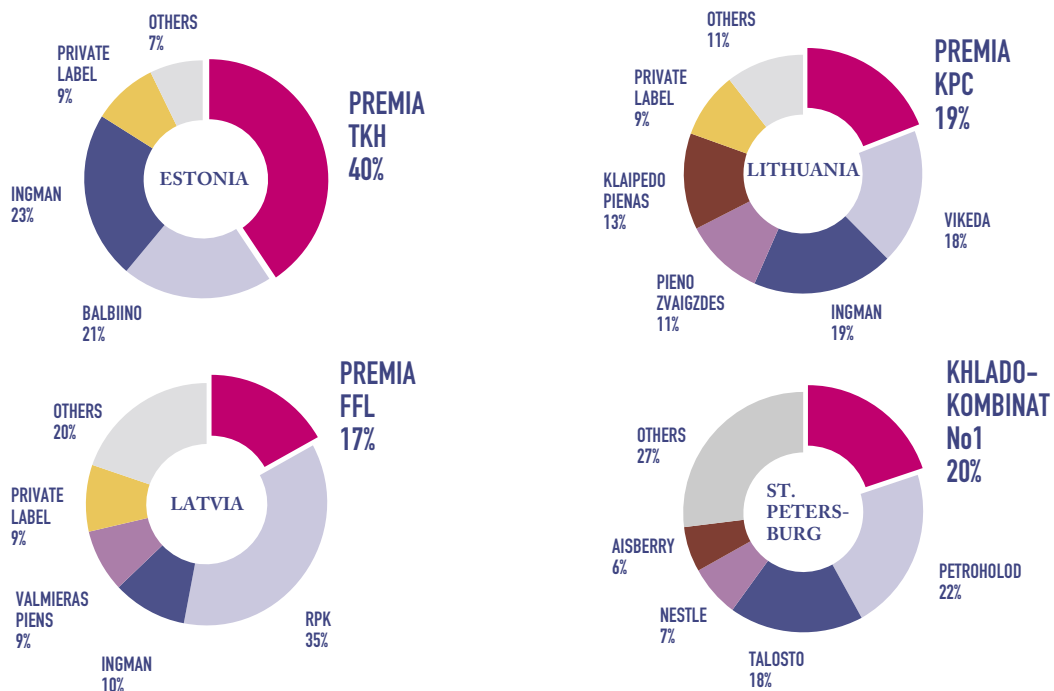
At the same time, in Lithuania the consumption of ice cream is six times on average bigger during the summer period than it is in the winter period. Such difference apparent in the Lithuanian market is due to the fact that the demand for the family ice cream products that are mostly consumed during the winter period is not as remarkable as it is in Estonia. In Lithuania, per capita consumption of ice cream is approximately five litres annually.

The consumption of ice cream in Latvia has its seasonality, but the difference has smaller effect compared to Lithuania. As mentioned, in Estonia the difference in consumption when comparing winter and summer periods, is approximately double, however in Latvia the difference is about five times bigger. Both family ice cream and impulse ice cream markets in Latvia are well developed. In Latvia, per capita consumption of ice cream is approximately six litres annually.

The consumption of ice cream in St Petersburg per capita is two times higher than Russian average, being eight litres annually. As in the Baltics, the consumption is affected by seasonality and there is strong habit of consuming impulse ice creams, whereas the habit of consuming take-home ice creams needs efforts to be developed further more. St Petersburg area is very loyal to locally produced brands, this is the reason why the market is dominated by local producers, Khladokombinat No 1 being one of the strongest in this market.

The recent crisis has had marginally negative effect on the market of ice cream in the Baltics, but consumption has remained very resilient. Consumers generally have cut back mainly on luxury expenses and non-essential purchases in favour of less expensive alternatives. Such environment favours producers who are able to swiftly react to the challenging market conditions and who are able to provide offers for price-sensitive consumers. Having a large product portfolio in the Baltics has enabled the Company to go along with the campaigns of large retail chains, which reflect positively in the sales. In St Petersburg, Khladokombinat No 1 has strengthened its brand portfolio as well as widened its client base and sustained strong positions in key accounts, also started deliveries in HoReCa segment.

Market Shares in Ice Cream Markets



Source: AC Nielsen, Value Shares, June-July 2009, Management's estimation

BUSINESS PROCESSES

Fish and Fish Products

The Group's fish and fish products business line is operated by Saaremere Kala AS and its subsidiaries. Saaremere Kala AS is a holding company established at the end of 2006 in order to consolidate different fish producers under the same holding – Heimon Kala OY and Saaristomeren Kala Oy (the latter has been merged into Heimon Kala OY by now) in Finland, Vettel OÜ and Gourmethouse OÜ in Estonia, Skärgårdshavets Fisk AB and Överumans Fisk AB in Sweden.

The Finnish subsidiary of Saaremere Kala AS Heimon Kala OY operates fish farming facilities in Finland (mainly rainbow trout and whitefish) and its Swedish subsidiaries Skärgårdshavets Fisk AB and Överumans Fisk AB operate fish farming facilities in Sweden (mainly rainbow trout and arctic char). Moreover, Heimon Kala OY produces hot and cold smoked fish in its facilities located at Uusikaupunki in Finland. Hämeenlinna office of Heimon Kala OY is in charge of financial administration, as well as commercial and logistics operations.

Saaremere Kala AS's Estonian subsidiary Vettel OÜ performs fish filleting, processes roe and produces marinated, salted and breaded fish products, sliced products and HoReCa sector products in its facilities located at Saaremaa in Estonia. The production of Vettel OÜ is distributed through Heimon Kala OY. The production facilities of Vettel OÜ are considered to be one of the most modern ones in the Baltics and Scandinavia.

The sales of the Saaremere Kala AS group are carried out by Heimon Kala OY, which focuses mainly on the Finnish market. At the same time, the Saaremere Kala AS's subsidiary Gourmethouse OÜ is responsible for commercial and logistics operations in the Baltic region selling currently mainly fresh fish to Estonian retailers. The Group has started to expand its Finnish operations to HoReCa segment and to expand the sales of chilled packed fish products in the Baltic market.

The Group has a definite advantage by having vertical integration – fish-hatching, production and sales. Trout that is bred in lakes of Sweden and in Finland, Turku archipelago, and salmon brought in from Norway, are processed in modern production facilities of Heimon Kala OY in Uusikaupunki in Finland and Vettel OÜ of Saaremaa in Estonia. The Group's own distribution network in Finland and Baltics allows expedient and good quality distribution to our customers.



Frozen Foods

The frozen food business line of the Group is handled by AS Premia Tallinna Külmoone in Estonia, AB “Premia KPC” in Lithuania and AS “Premia FFL” in Latvia. The Group has its own warehouses and logistic system covering Estonia, Latvia and Lithuania.

The Group operates its own frozen food brands “Maahärva”, “Bueno!”, “Natali” and “Polar Fish” and simultaneously acts also as the distributor of several well-know frozen foods brands (such as “Aviko”, “Hortex”, “Esva”, “Grandiosa”, “Findus”, “Apetit”, “Ardo”, “Saga”, “Greens”, “Lacu Ledus”, etc). The Company does not process any of the frozen foods itself, but orders ready-made and packaged products from its suppliers and sells both under its own brands as well as under the suppliers’ brands.



Ice Cream

The ice cream is produced in AS Premia Tallinna Külmoone's modern factory in Tallinn for the Baltic states as well as for export markets. The annual capacity of the factory is 8,000 tons. AS Premia Tallinna Külmoone produces ice cream mainly under its own brands, but also for private label segment.

The distribution of ice cream produced by AS Premia Tallinna Külmoone, is arranged by AS Prermia Tallinna Külmoone in Estonia, AS "Premia FFL" in Latvia and AB "Premia KPC" in Lithuania. Operating integrated pan-Baltic warehouse and logistic network, which simultaneously serves the frozen foods business line allows significant cost benefits and economies of scale and scope.

The ice cream business line in St Petersburg is run by OOO Khladokombinat No 1, the second largest ice cream factory in St Petersburg. OOO Khladokombinat No 1 produces, distributes and sells ice creams in the North-Western Russia.





PRODUCTS AND BRANDS OF THE GROUP

Fish and Fish Products

The Group provides the fresh fish and various fish products to respond to the demanding needs of modern consumers with regard to their taste, comfort of use and budget. The most popular products include:

- Smoked fish (common whitefish, rainbow trout, mackerel and salmon, etc);
- Cold-smoked fish (rainbow trout, salmon, common whitefish, etc);
- Freshly-salted fish (rainbow trout, salmon, etc).

In addition, the product selection includes:

- Fried fish (Baltic herring fillets, salmon balls, fried fish fillets and rainbow trout fillets);
- Grilled fish (salmon);
- Salted fish (rainbow trout and salmon slices);
- Sliced fish (semi-cooked products such as rainbow trout slices);
- Fresh fish (unpackaged or vacuum-packed);
- Roe (from rainbow trout, common whitefish and vendace);
- Convenience food (ready-to-eat fish fillets, fried fish fillets and fish balls);
- Frozen products (fish fillets, ready-to-eat signal crayfish, etc).

The Group's Finnish trademarks include "Heimon Gourmet" and "Saaristomeren". These are well-known and respected fish brands, whose products have for more than twenty years been parts of everyday and festive dishes on Finnish dining tables. The Group's other trademarks include "gurmé" and "Viking", which are sold in the Baltic markets.





Frozen Food

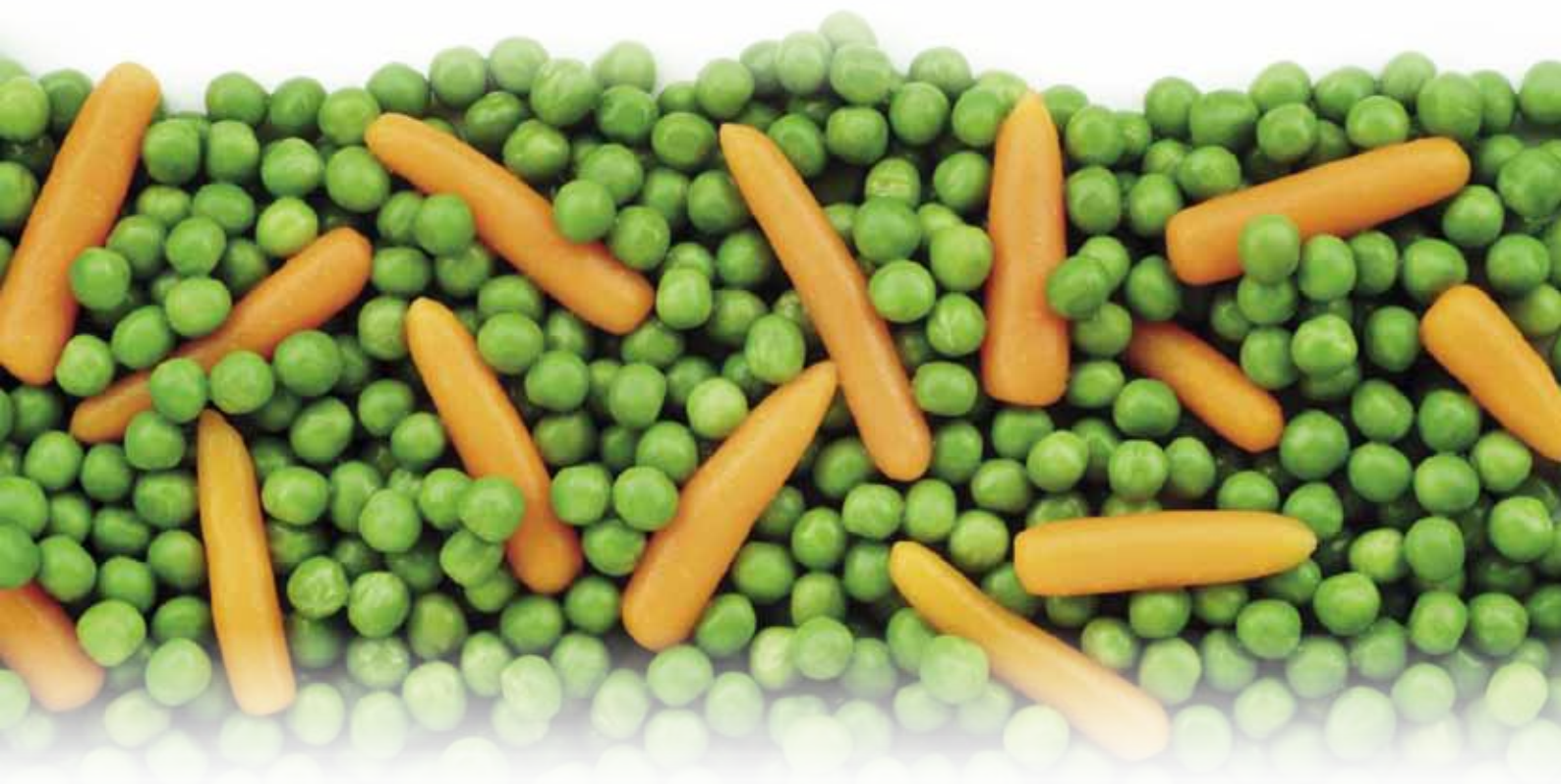
The Group's product portfolio contains a wide variety of frozen foods marketed under its own brands:

- “Maahärä” in Estonia (vegetable mixes, berries, french fries, doughs, pizzas, dumplings, meat balls, cabbage rolls, etc);
- “Natali” in Lithuania (vegetable mixes, strawberries, pizzas, dumplings, meat balls, etc);
- “Bueno!” throughout the Baltics (vegetables, fries, pizzas)
- “Polar Fish” throughout the Baltics (deep frozen fish products)

The Group is also acting as a distributor of various other brands of various frozen food products:

- French fries and potato products (“Aviko”);
- Vegetables and berries (“Hortex”, “Ardo”, “Apetit”, “Oma mari”, “Vetrija”, “Greens”);
- Pizzas (“Saarioinen”, “Felix”);
- Dough products (“Jüri”, “Bojaar”, “Mantinga”);
- Frozen poultry products (“Saga”, “Doux”);
- Frozen fish products (“Esva”).

Besides providing branded frozen food products, the Group provides also non-branded frozen food such as exotic fish (mintai, pangasius), seafood and meat (pork, beef, lamb, chicken, turkey).





Ice cream

The Group offers a wide selection of ice cream in different shapes (sticks, cones, waffle, family packaging, etc) and flavours. During the recent years the selection of ice cream products has perceptibly increased.

In Estonia, the main icecream brands of the Group include “Premia”, “Väike Tom”, “Põhjataht”, “Vau”, “Regatt”, “Eskimo” and “Aurora”. In Lithuania and Latvia the main ice cream brands of the Group include, in addition mentioned above, “Bravo” and “Klasika”. In St Petersburg the most famous ice cream brands produced by OOO Khladokombinat No 1 are “Sahharnaja Trubochka”, “Baltiiskoje” and “Etalon”.

Several of the Group’s brands represent so called nostalgia articles, for example, “Regatt” (originally released for the 1980 Olympic Games), “Eskimo”, “Aurora” and “Klasika”.

At the same time, several brands enjoy the benefit of co-branding. For instance, the Group has started co-operation with the Estonian dairy producer AS Tere in Estonia, whereby AS Tere has introduced a yogurt under “Väike Tom” trademark and AS Premia Tallinna Külmoone in turn has started offering ice cream containing pro-biotic bacteria ME-3 under brand name “Hellus”. Moreover, the Group also uses the trademark “Limpa” and “Lotte” being popular cartoon characters in Estonia.



Related Party Transactions

The Group companies have entered into several related party transactions that are customary commercial relations between group companies that are mainly done on arms length basis. For information on related party transactions, please refer to the Prospectus.

Production at Vettel OÜ



Ice cream production at AS Premia Tallinna Külmoone





STRATEGY

The Group's strategic goal is to become the leading company in deep frozen and chilled food processing and sales in the Baltic, Scandinavian and North-West Russian area. In order to achieve this goal, the Group focuses on expansion, exploring synergies and increasing efficiency.

The expansion includes the following measures:

- Acquisition of enterprises and trademarks with the purpose of strengthening or expanding business activities in target markets;
- Utilising existing trademarks for the purposes of new product categories;
- Launch of new trademarks for new product categories;
- Strengthening the trademark "Premia" as a corporate brand and communicating its characteristics in all target markets;
- Strengthening and expansion of strong existing trademarks with the focus on "Premia" as umbrella brand;
- Taking full advantage of the existing production capacity to support the entry into new markets;
- Taking full advantage of the existing marketing and sales know-how to expand the sales of frozen foods and ice cream in Finland and the sales of chilled fish products in the Baltics, as well as to deploy common principles on designing the product portfolio in the Baltics, Finland and Russia.



To increase efficiencies, the following measures will be applied:

- Continuous optimisation of production units;
- Taking advantage of increased bargaining power in order to obtain better purchase prices from suppliers of raw materials, packaging, logistics, etc;
- Continuous optimisation of product portfolio in all markets.



COMPETITIVE ADVANTAGES

The success of the Group in the Baltic, Scandinavian and Russian markets and its continuing expansion is driven by certain competitive advantages that we believe to hold over our peers.

The expansion includes the following measures:

- **Strong Brands**

The Group holds and operates a strong portfolio of well-recognised and trusted brands in all areas of operation of the Group. The Group's flagship brand "Premia", which was launched originally as a product brand for ice cream business line, has become a corporate brand, which has earned the trust and recognition of consumers and business partners, as well as of the wider public. At the same time, many of the Group's product brands are consumer favourites in the relevant product segments, for instance "Heimon Gourmet" in the Finnish fish and fish products market, "Maahärä", "Natali", "Bueno!" and "Polar Fish" in the Baltic frozen foods market, "Väike Tom", "Premia", "Põhjatäht", "Vau", "Regatt", "Eskimo", "Aurora", "Bravo" and "Klasika" in the Baltic ice cream market. The Group also owns well-recognised trademarks in St Petersburg which gives remarkable competitive advantage in this ice cream market.

- **Professional Management and Team**

The Group's management and majority of other members of the Group's team have ample experience in the food industry, allowing to cope with any day-to-day matters efficiently and expediently, and quickly adapt to market developments. As the management team gathers members with both international and local experience (derived from working with multiple markets on an everyday basis), the management's wide contact network and established reputation facilitates the business process and setting up relations with new business partners.

- **Modern Production Units**

Most of the production units of the Group, such as the fish processing units of Heimon Kala Oy in Uusikaupunki, Finland and of Vettel OÜ in Saaremaa, Estonia the ice cream factory of AS Premia Tallinna Külkhoone in Tallinn, Estonia and the fish breeding facilities in Sweden and Finland, have been recently built or renovated and meet the highest European standards. This ensures the efficiency of production and high quality of products.

- **High-quality Products**

The Group has a wide product portfolio, consisting of high-quality and well-recognised products in all markets. The Group's products have won the consumer's trust and the loyalty of consumers to the Group's products is noticeable in all markets. Such consumer loyalty is of particular significance in the Scandinavian markets, where consumers are generally more conservative and where trust towards novel producers takes years to establish.

- **Advanced IT Systems**

The scale of the Group's operations allows us to take advantage of high-standard, better, more sophisticated and correspondingly more expensive IT systems which ensure stable operations and integration of all Group entities. This in turn provides the management with the constant availability of current and precise information on the operations and results of the Group. Moreover, from the operational side, it allows meeting the clients' expectation with respect to orders and deliveries, as the access to current integrated stock data facilitates stock management and production planning.

- **Diversification of Risks between Various Countries and Product Groups**

The Group operates in a range of different product and geographical markets and moreover, has a wide product portfolio within all markets. This reduces the Group's vulnerability to various industry and business risks and hence, helps to diversify risks.

- **Vertical Integration**

The Group enjoys the benefit of vertical integration in various business lines. This is most apparent, but also most important for the fish and fish products business line, where the Group's own fish breeding operations help to secure the constant availability of high standard input, the Group's own processing facilities secure the quality and flexibility of production and the Group's own distribution system procures the market access. Similarly, the pan-Baltic distribution network secures the market access to the Group produced ice cream and branded frozen food products.

- **Financial Strength**

The Group has strong balance sheet and cash flow and maintained solid financial position also during the recent crises. Group companies have never defaulted on payables or debt servicing and maintain moderate debt gearing. The Group has financially strong and liquid core shareholders.

- **Transparency of Operations**

The Group enjoys a justified reputation for the transparency and legitimacy of operations. We are determined to continue adhering to the highest business ethics standards and regulatory compliance.



RISK FACTORS

This overview of the future risk factors related to the Company's business represents what we, in accordance with the best judgement of the Management Board, consider to be of material importance in relation to our present and future operations. While we consider the following to be a fair, full and comprehensive disclosure of all relevant risk factors, this overview (either in conjunction with the Summary or alone) is not a substitute for the rest of the Prospectus and should not be perceived as such. We stress that a full and accurate assessment of our operations may only be made on the basis of the entire Prospectus. Furthermore, the operations of the Company may be affected by risks that are either not known or have not materialised by the date of this Summary and the Prospectus. Should such risks emerge, the value of the investment made in Shares of the Company may suffer.

We have presented a summary of the main risk factors below.

RISKS RELATED TO THE ESTONIAN INVESTMENT CLIMATE

Estonian market is an emerging one and therefore it is subject to greater risks than more mature markets, including legal, economic and political risks. Estonian legal framework has recently undergone significant changes, including general corporate, securities market and bankruptcy laws mostly in relation to adoption of the EU law. As at today, Estonian courts are lacking unified practice in majority of legal issues and therefore it is rather difficult to estimate results of cases being brought before Estonian courts. At the same, the worldwide financial crisis has had significant adverse impact on the Estonian economy. As to other financial risks, it is currently unclear when Estonia starts using euro notes and coins; nevertheless, it has been speculated to take place in 2011, but this is not certain yet. A delay in the transition to the euro may lead to a drop in consumer confidence and the overall decline in the growth rates of the Baltic economies.

RISKS RELATED TO THE OFFERING AND THE LISTING

Prior to this Offering, there has been no public market for the Shares. The Company cannot provide any assurance an active trading market for Shares will emerge, develop or be sustained after the completion of the Offering. As the NASDAQ OMX Tallinn Stock Exchange is characterised by relatively low investor activity, the impact of individual transactions on the market price of securities may be significant. As to making investment decisions, there is no guarantee of continued analyst research coverage for the Company. This could have an adverse effect on the market price and the trading volume of Shares.

Following the completion of the Offering Amber Trust funds and DCF Fund II Baltic states will hold approximately 52.5% of the Shares of the Company, and will therefore be able to adopt a vast range of the corporate decisions that are in the competence of the General Meeting of shareholders of the Company. Further, the payment of dividends and the amount thereof will be subject to the ultimate discretion of the majority of the Company's shareholders.



BUSINESS RISKS

The Group has acquired several new subsidiaries and gone through several mergers and re-structurings over the last three years. Certain unforeseen difficulties cannot be excluded which may have a short-term effect on the results of the operations. The continuous rapid growth of the Group may lead to administrative and structural difficulties. A departure of any key manager, would also have the effect of inflicting limited but noticeable damage on the quality of management and motivation.

Several Group entities have entered into financial arrangements with various financial institutions, whereas failure to comply with such agreements could result in the enforcement of securities given by the Group. The interest rates of most of the loans taken by the Group entities are based on the EURIBOR base rate. Therefore, increases of the EURIBOR base rate will lead to a corresponding increase in the financial costs of the Group. The Company is also exposed to currency related risks. Further, the Company is a holding company conducting its operations through its subsidiaries with no significant assets other than the investment into the subsidiaries. Therefore, the Group's financial position is dependent on the subsidiaries' ability to pay dividends.

RISKS RELATED TO OPERATIONS IN FOREIGN MARKETS

New markets in the region are to a significant extent based on the established reputation and personal relations between the various market participants, which may pose challenges to the Group's expansion plans. The expansion into the Russian market is somewhat affected by the lack of reliable information on the condition of the markets. Further, instability of economic environment may affect the Group's operations in the Russian market.

INDUSTRY-SPECIFIC RISKS

The Group faces the constant challenge to cope with the competitive environment in all of its main markets. Therefore, the success of any market participants is highly dependent on efficient marketing policy. Other industry-specific risks include dependency on raw material prices, loss of frozen food suppliers or major clients. The revenues gained from the sales of ice cream and frozen foods are subject to seasonal variations. Food industry as such is exposed to risks related to public opinion with respect to certain products or components thereof (e.g. associated with health, diet or other such concerns). Food industry is also affected by the occasional spread of epidemic diseases, in agricultural sector, but as a result, may have the effect of increasing input prices for frozen food and ice cream business. In addition to the above, food industry in general is affected by the possible changes in the EU and national environmental, fisheries, agricultural and sanitary regulations. For example, some of the environmental permits granted to the Company's fish breeding and transfer operations have expired or will expire in the near future. Even though the relevant Group entities have applied for renewal of the permits, the processes are time-consuming and there are no guarantees the relevant permits will be renewed under the same conditions. In general, the Group operates facilities, which may possibly have hazardous effects to environment.



SUMMARY OF FINANCIAL INFORMATION

The tables below present certain selected financial data as of the end of financial years on 31 December 2007, 2008 and 2009. The information presented below has been derived from the pro forma consolidation of audited consolidated financial statements of Saaremere Kala AS and AB "Premia KPC" for years 2007 and 2008 and from the audited consolidated financial statements of the Company for year 2009.

| | 12 months ended 31.12 | | |
|---|---|-----------|-----------|
| | 2007 | 2008 | 2009 |
| | pro forma | pro forma | actual |
| Income statement information | (in EEK millions unless otherwise stated) | | |
| Revenue | 995.4 | 1,210.2 | 1,075.0 |
| Operating profit | 72.7 | 10.2 | 39.4 |
| Profit before income tax and minority interests | 49.6 | -30.8 | 10.2 |
| Net profit for the financial year | 43.1 | -25.3 | 10.0 |
| Balance sheet information | | | |
| Current assets | 384.7 | 413.3 | 385.6 |
| Non-current assets | 561.7 | 615.0 | 597.5 |
| Cash and cash equivalents | 21.8 | 19.7 | 19.6 |
| Total assets | 946.4 | 1,028.3 | 983.1 |
| Total liabilities | 668.5 | 602.4 | 549.0 |
| Interest-bearing liabilities | 425.3 | 328.2 | 309.3 |
| Equity | 277.9 | 425.9 | 434.1 |
| Cash flow information | | | |
| Cash flow from operating activities | n.a. | 21.9 | 36.6 |
| Cash flow from investing activities | n.a. | 84.0 | -5.0 |
| Cash flow from (used in) financing activities | n.a. | -108.0 | -28.6 |
| Per share information | | | |
| Average number of shares | n.a. | n.a. | 1,221,042 |
| Earnings per share (EPS), EEK | n.a. | n.a. | 8.19 |
| Ratios and indicators | | | |
| EBITDA | 117.6 | 75.2 | 97.1 |
| EBITDA margin, % | 11.8% | 6.2% | 9.0% |
| Operating profit margin, % | 7.3% | 0.8% | 3.7% |
| Return on investment (ROI), % | n.a. | 1.4% | 5.3% |
| Return on equity (ROE), % | n.a. | -6.9% | 2.5% |
| Return on assets (ROA), % | n.a. | 1.0% | 3.9% |
| Equity ratio, % | 29.4% | 41.4% | 44.2% |
| Capital expenditure | 64.5 | 35.1 | 10.6 |
| Number of employees | 659 | 647 | 581 |

| | 12 months ended 31.12 | | |
|---|--|-----------|-----------|
| | 2007 | 2008 | 2009 |
| | pro forma | pro forma | actual |
| Income statement information | (in EUR thousands unless otherwise stated) | | |
| Revenue | 63,619 | 77,348 | 68,703 |
| Operating profit | 4,645 | 650 | 2,516 |
| Profit before income tax and minority interests | 3,170 | -1,971 | 650 |
| Net profit for the financial year | 2,757 | -1,617 | 639 |
| Balance sheet information | | | |
| Current assets | 24,583 | 26,414 | 24,643 |
| Non-current assets | 35,901 | 39,308 | 38,185 |
| Cash and cash equivalents | 1,392 | 1,259 | 1,254 |
| Total assets | 60,484 | 65,722 | 62,828 |
| Total liabilities | 42,726 | 38,501 | 35,083 |
| Interest-bearing liabilities | 27,178 | 20,974 | 19,767 |
| Equity | 17,758 | 27,221 | 27,745 |
| Cash flow information | | | |
| Cash flow from operating activities | n.a. | 1,398 | 2,340 |
| Cash flow from investing activities | n.a. | 5,371 | -317 |
| Cash flow from (used in) financing activities | n.a. | -6,902 | -1,825 |
| Per share information | | | |
| Average number of shares | n.a. | n.a. | 1,221,042 |
| Earnings per share (EPS), EUR | n.a. | n.a. | 0.52 |
| Ratios and indicators | | | |
| EBITDA | 7,513 | 4,807 | 6,203 |
| EBITDA margin, % | 11.8% | 6.2% | 9.0% |
| Operating profit margin, % | 7.3% | 0.8% | 3.7% |
| Return on investment (ROI), % | n.a. | 1.4% | 5.3% |
| Return on equity (ROE), % | n.a. | -6.9% | 2.5% |
| Return on assets (ROA), % | n.a. | 1.0% | 3.9% |
| Equity ratio, % | 29.4% | 41.4% | 44.2% |
| Capital expenditure | 4,124 | 2,241 | 680 |
| Number of employees | 659 | 647 | 581 |

EBITDA = earnings before financial items, tax, depreciation & amortization

EBITDA margin, % = EBITDA / net sales

Operating profit margin, % = operating profit / net sales

ROI = operating profit / average (interest-bearing liabilities + equity + minority interest)

ROE = net profit / average shareholders equity

ROA = operating profit / average total assets

Equity ratio = (shareholders equity + minority interests) / total assets

Capital expenditure = New investments into tangible and intangible assets.



CAPITALIZATION

The volume of the consolidated balance sheet of the Company as of the end of **31 January 2010** was EEK 959.6 million (EUR 61.3 million). Of the above, current assets formed 38% or EEK 366.1 million (EUR 23.4 million) and fixed assets 62% or EEK 593.5 million (EUR 37.9 million).

The obligations of the Group as of 31 January 2010 were EEK 535.6 million (EUR 34.2 million), resulting in total net assets of EEK 424 million (EUR 27.1 million). The obligations of the Group captured deferred income from EU structural funds in amount of EEK 25.8 million (EUR 1.6 million).

The capitalisation of the Company as of 31 January 2010 is illustrated by the following table (actual capitalisation and capitalisation adjusted for the results of the Offering).



| million EEK | Actual | As adjusted |
|---|---------------|--------------------|
| Short-term interest bearing liabilities | 159.8 | 76.1 |
| Long-term interest bearing liabilities | 144.6 | 144.6 |
| Shareholders' equity (including minority share) | 424.0 | 624.9 |
| Total capitalisation and indebtedness | 728.4 | 845.6 |

| million EUR | Actual | As adjusted |
|---|---------------|--------------------|
| Short-term interest bearing liabilities | 10.2 | 4.9 |
| Long-term interest bearing liabilities | 9.2 | 9.2 |
| Shareholders' equity (including minority share) | 27.1 | 39.9 |
| Total capitalisation and indebtedness | 46.5 | 54.0 |

In the opinion of the Company, the working capital of the Company is sufficient for its present requirements and no external financing is presently required to satisfy the working capital needs.



LISTING AND TRADING

At the date hereof, no securities issued by the Company are admitted to trading on any regulated market. The purpose of the Offering, among other things, is the subsequent listing of all the Shares on the NASDAQ OMX Tallinn Stock Exchange.

The Company has applied for the conditional listing of all its Shares in the Main List of the NASDAQ OMX Tallinn Stock Exchange. It is estimated that trading in shares of the Company on the NASDAQ OMX Tallinn Stock Exchange will commence on 5 May 2010.

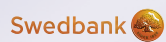
COMPANY

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