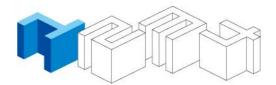


Financial report for the first quarter of 2018

(unaudited)





# Financial report for the first quarter of 2018 (unaudited)

Business name Nordecon AS

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Core business lines Construction of residential and non-residential buildings (EMTAK 4120)

Construction of roads and motorways (EMTAK 4211)

Road maintenance (EMTAK 4211)

Construction of utility projects for fluids (EMTAK 4221)

Construction of water projects (EMTAK 4291)

Construction of other civil engineering projects (EMTAK 4299)

Financial year 1 January 2018 – 31 December 2018

Reporting period 1 January 2018 – 31 March 2018

Council Toomas Luman (chairman of the council), Andri Hõbemägi,

Vello Kahro, Sandor Liive, Meelis Milder

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Auditor KPMG Baltics OÜ



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# Nordecon Group at a glance

Nordecon AS (previous names AS Eesti Ehitus and Nordecon International AS) began operating as a construction company in 1989. Since then, we have grown to become one of the leading construction groups in Estonia and a strong player in all segments of the construction market.

For years, our business strategy has been underpinned by a consistent focus on general contracting and project management and a policy of maintaining a reasonable balance between building and infrastructure construction. We have gradually extended our offering with activities which support the core business such as road maintenance, concrete works and other services that provide added value, improve our operating efficiency and help manage risks.

Nordecon's specialists offer high-quality integrated solutions in the construction of commercial, residential, industrial and public buildings as well as infrastructure – roads, landfill sites, utility networks and port facilities. In addition, we are involved in the construction of concrete structures, leasing out heavy construction equipment, and road maintenance.

Besides Estonia, Group entities operate in Sweden, Finland, and Ukraine.

Nordecon AS is a member of the Estonian Association of Construction Entrepreneurs and the Estonian Chamber of Commerce and Industry and has been awarded international quality management certificate ISO 9001, international environmental management certificate ISO 14001 and international occupational health and safety certificate OHSAS 18001.

Nordecon AS's shares have been listed on the NASDAQ OMX Tallinn Stock Exchange since 18 May 2006.

### **VISION**

To be the preferred partner in the construction industry for customers, subcontractors, and employees.

## **MISSION**

To offer our customers building and infrastructure construction solutions that meet their needs and fit their budget and, thus, help them maintain and increase the value of their assets.

## **SHARED VALUES**

### **Professionalism**

We are professional builders – we apply appropriate construction techniques and technologies and observe generally accepted quality standards. Our people are results-oriented and go-ahead; we successfully combine our extensive industry experience with the opportunities provided by innovation.

## Reliability

We are reliable partners – we keep our promises and do not take risks at the expense of our customers. Together, we can overcome any construction challenge and achieve the best possible results.

#### **Openness**

We act openly and transparently. We observe best practice in the construction industry and uphold and promote it in society as a whole.

### **Employees**

We support employee development through needs-based training and career opportunities consistent with their experience. We value our people and provide them with a modern work environment that encourages creativity and a motivation system that fosters initiative.



# **Directors' report**

# Strategic agenda for 2016-2020

The Group's strategic business agenda and targets for the period 2016-2020

### **Business activities until 2020**

- The Group will grow, mostly organically, with a focus on a more efficient use of its existing resources.
- In Estonia, we will compete in both the building and the infrastructure construction segments.
- Our Estonian entities will be among their segments' market leaders.
- In Sweden, we will focus on general contracting in Stockholm and the surrounding area.
- In Finland, we will focus on general contracting and concrete works in Helsinki and the surrounding area.
- In Ukraine, we will focus on general contracting, primarily in Kiev and the surrounding area.

### **Employees until 2020**

- We expect the TRI\*M Index, which reflects employee satisfaction and commitment, to improve across the Group by 3 percentage points per year on average.
- We value balanced teamwork where youthful energy and drive complement long-term experience.
- We recognise employees that are dedicated and responsible and contribute to the Group's success.
- We expect to raise operating profit per employee to at least 12 thousand euros.

### Financial targets until 2020

- Revenue will grow by at least 10% per year.
- Foreign markets' contribution will increase to 25% of revenue.
- Our housing development revenue will account for at least 5% of our Estonian revenue.
- Operating margin for the year will be consistently above 3%.
- We will, on average, distribute at least 30% of profit for the year as dividends.
- Return on invested capital (ROIC) will average 13%.



# Outlooks of the Group's geographical markets

#### **Estonia**

#### Processes and developments characterising the Estonian construction market

- In 2018, public investment should grow slightly. However, it is still unclear for companies in which segments of the construction market and to what extent the state will be able to realise its investment plans. Although in the 2014-2020 EU budget period the support allocated to Estonia will increase to 5.9 billion euros (2007-2013: 4.6 billion euros), the portion that will influence the construction market will not increase. Instead, compared with the previous period, there will be a rise in allocations to intangible areas.
  - In terms of the market in general, investments made by the largest public sector customers (e.g. the state-owned real estate company Riigi Kinnisvara AS and the National Road Administration) which will reach signature of a construction contract in 2018 will not increase substantially. The Ministry of Defence has been a positive exception for builders as its needs and activity in carrying out new procurement tenders and placing orders through a single agency, the centre for defence investment, have made a major contribution to market revival. Hence, the Estonian construction market as a whole (particularly infrastructure construction segments) will remain relatively stable.
- The long and painful process of construction market consolidation will continue, albeit slowly. In particular, this applies to general contracting in building construction where the number of medium-sized general contractors (annual turnover of around 15-40 million euros) is too large. Based on the experience of the last major crisis it is likely that in an environment of stiff competition and rising input prices some general contractors may run into difficulties which will be passed on to several other market participants.
  - Competition remains stiff across the construction market, intensifying in different segments in line with market developments. The rise in the average number of bidders for a contract reflects this. It is clear that in the new environment of rising input prices that has emerged in the past year, efficiency is the key to success.
- In new housing development, the success of a project depends on the developer's ability to control the input prices included in its business plan and set sales prices that are affordable for prospective buyers. Despite the market situation it is expected that the housing market, which accounts for a somewhat disproportionately large share of the total construction market and thus amplifies associated risks, will also sustain growth in 2018.
- There is a growing contrast between the stringent terms of public contracts, which require the builder to agree to extensive obligations, strict sanctions, various financial guarantees, long settlement terms, etc., and the modest participation requirements. Lenient qualification requirements and the precondition of making a low bid have made it relatively easy for an increasing number of builders to win a contract but have heightened the risks taken by customers in terms of funding, deadlines and quality during the contract performance phase and the subsequent warranty period.
- Recent years have brought a rise in the prices of construction inputs, particularly in building construction. At first, general contractors tried to absorb the cost increase by making margin concessions but their capacity for doing this has been practically exhausted. The construction market includes an increasing number of areas where changes in the environment (including materials producers' rapid and successful entry into foreign markets) may trigger a sharp price increase. The rise in housing construction has lengthened the supply terms of various essential materials and services considerably, making it impossible to carry out all processes in the former optimistic timeframes. As a result, activities require more extensive planning or may need to be postponed.
- The persisting shortage of skilled labour (including project and site managers) is restricting companies' performance capacities, affecting different aspects of the construction process, including quality. Labour migration to the Nordic countries will remain steady and the number of job seekers who return to the Estonian construction market is not likely to increase considerably. All of the above sustains pressure for a wage increase, particularly in the category of the younger and less experienced workforce whose mobility and willingness to change jobs is naturally higher.



#### **Ukraine**

In Ukraine, we mainly offer general contracting and project management services to private sector customers in the segment of building construction. Political and economic instability continues to restrict the adoption of business decisions but construction activity in Kiev and the surrounding area has picked up in recent years. In 2018, we will continue our Ukrainian operations primarily in the Kiev region but the long-term preparations made in western Ukraine are also bearing fruit. Based on our order book, it is possible that in 2018 our Ukrainian business volumes will increase compared with 2017. Despite the military conflict in eastern Ukraine, for Nordecon the market situation has improved compared with a year or two ago. Hard times have reduced the number of inefficient local (construction) companies and when the economy normalises we will have considerably better prospects for increasing our operations and profitability. The Ukrainian government's recent crackdown on cash-in-hand work is definitely a step in the right direction, which in the long term should improve our position in the Ukrainian construction market. We assess the situation in the Ukrainian market regularly and critically and are ready to restructure our operations as and when necessary. Should the crisis in eastern Ukraine spread (which at the date of release of this report is highly unlikely), we can suspend our operations immediately. We continue to seek opportunities for exiting our two real estate projects, which have been put on hold, or signing a construction contract with a prospective new owner.

#### **Finland**

In Finland, we have provided mainly subcontracting services in the concrete work segment but, based on experience gained, have started preparations for expanding into the general contracting market. The local concrete work market allows competing for projects where the customer wishes to source all concrete works from one reliable partner. Our policy is to maintain a rational approach and avoid taking excessive risks.

### **Sweden**

We have been operating in Sweden since July 2015. In the Swedish market, we offer mainly the construction of residential and non-residential buildings, particularly in central Sweden. On gaining experience in the new market, we have prioritised quality and adherence to deadlines and have therefore accepted lower profitability. As regards our longer-term goals and the plan to build a viable and strong organisation that would compete successfully in the Swedish market, we are positive about the developments so far and see potential for sustaining business growth and operating profitably in a large market when we have been able to stabilise order book growth at the desired level.



# Description of the main risks

#### **Business risks**

The main factors which affect the Group's business volumes and profit margins are competition in the construction market and changes in the demand for construction services.

Competition continues to be stiff in all segments of the construction market and in 2018 public investment is not expected to grow substantially compared with 2017. Thus, builders' bid prices are under strong competitive pressure in a situation where the prices of construction inputs have been trending upwards moderately but consistently for several quarters. Bidders for contracts include not only rival general contractors but also former subcontractors. This is mainly attributable to the state and local governments' policy to keep the qualification requirements of public procurement tenders low, which sometimes results in the sacrifice of quality and adherence to deadlines to the lowest possible price. We acknowledge the risks inherent in the performance of contracts signed in an environment of stiff competition and rising input prices. Securing a long-term construction contract at an unreasonably low price in a situation where input prices cannot be lowered noticeably and competition is tough is risky because negative developments in the economy may quickly render the contract onerous. In setting our prices in such an environment, we focus on ensuring a reasonable balance between contract performance risks and tight cost control.

Demand for construction services continues to be strongly influenced by the volume of public investment, which in turn depends on the co-financing received from the EU structural funds. Total support allocated to Estonia during the current EU budget period (2014-2020) amounts to 5.9 billion euros. Although the amount exceeds the figure of the previous financial framework, the amounts earmarked for construction work are substantially smaller than in the previous budget period.

In the light of the above factors, we expect that in 2018 as a whole our business volumes will remain at the same level as in 2017. Our action plan foresees flexible resource allocation aimed at finding more profitable contracts and performing them effectively. According to its business model, Nordecon operates in all segments of the construction market. Therefore, we are somewhat better positioned than companies that operate in one narrow (and in the current market situation particularly some infrastructure) segment.

Our business is also influenced by seasonal changes in weather conditions, which have the strongest impact on infrastructure construction where a lot of work is done outdoors (road construction, earthworks, etc.). To disperse the risk, we secure road maintenance contracts that generate year-round business. Our strategy is to counteract the seasonality of infrastructure operations with building construction that is less exposed to seasonal fluctuations. Our long-term goal is to be flexible and keep our two operating segments in relative balance (see also the chapter *Performance by business line*). Where possible, our entities implement different technical solutions that allow working efficiently also in changeable conditions.

#### **Operational risks**

To manage their daily construction risks, Group companies purchase contractors' all risks insurance. Depending on the nature of the project and the requests of the customer, both general frame agreements and special, project-specific insurance contracts are used. In addition, as a rule, subcontractors are required to secure performance of their obligations with a bank guarantee provided to a Group company or the Group retains part of the amount due until the contract has been completed. To remedy construction deficiencies which may be detected during the warranty period, Group companies create warranty provisions based on their historical experience. At 31 March 2018, the Group's warranty provisions (including current and non-current ones) totalled 1,011 thousand euros (31 March 2017: 1,176 thousand euros).

In addition to managing the risks directly related to construction operations, in recent years we have also sought to mitigate the risks inherent in preliminary activities. In particular, we have focused on the bidding process, i.e. compliance with the procurement terms and conditions, and budgeting. The errors made in the planning stage are usually irreversible and, in a situation where the price is contractually fixed, may result in a direct financial loss.



#### **Financial risks**

#### Credit risk

During the period, the Group did not incur any credit losses. In the comparative period in 2017, credit losses totalled 30 thousand euros. The overall credit risk exposure of the portfolio of receivables is low because the solvency of prospective customers is evaluated, the share of public sector customers is large, and customers' settlement behaviour is continuously monitored. The main indicator of the realisation of credit risk is settlement default that exceeds 180 days along with no activity on the part of the debtor that would confirm the intent to settle.

#### Liquidity risk

The Group remains exposed to higher than usual liquidity risk. At the reporting date, the Group's current assets exceeded its current liabilities 1.01-fold (31 March 2017: 1.01-fold). The key factor which influences the current ratio is the classification of the Group's loans to its Ukrainian associates as non-current assets and the banks' general policy not to refinance interest-bearing liabilities (particularly overdrafts) for a period exceeding twelve months.

Because the political and economic situation in Ukraine is still complicated, we believe that the Group's Ukrainian investment properties cannot be realised in the short term. Accordingly, at the reporting date the Group's loans to its Ukrainian associates of 8,564 thousand euros were classified as non-current assets.

For better cash flow management, we use overdraft facilities and factoring by which we counter the mismatch between the settlement terms agreed with customers and subcontractors. Under IFRS EU, borrowings have to be classified into current and non-current based on contract terms in force at the reporting date. At 31 March 2018, the Group's short-term borrowings totalled 17,470 thousand euros.

At the reporting date, the Group's cash and cash equivalents totalled 4,995 thousand euros (31 March 2017: 5,917 thousand euros).

#### Interest rate risk

Our interest-bearing liabilities to banks have both fixed and floating interest rates. Finance lease liabilities have mainly floating interest rates. The base rate for most floating-rate contracts is EURIBOR. During the period, interest-bearing borrowings grew by 1,652 thousand euros year on year. Factoring and loan liabilities increased whereas finance lease liabilities decreased (see also the section *Liquidity risk*). At 31 March 2018, interest-bearing borrowings totalled 25,311 thousand euros (31 March 2017: 23,659 thousand euros). Interest expense for the first quarter of 2018 amounted to 174 thousand euros (Q1 2017: 128 thousand euros).

The main source of interest rate risk is a possible rise in the variable component of floating interest rates (EURIBOR, EONIA or the creditor's own base rate). In the light of the Group's relatively heavy loan burden, this would cause a significant rise in interest expense, which would have an adverse impact on profit. We mitigate the risk by pursuing a policy of entering, where possible, into fixed-rate contracts when the market interest rates are low. As regards loan products offered by banks, observance of the policy has proved difficult and most new contracts have a floating interest rate. We have signed a derivative contract to manage the risks resulting from changes in the interest rate of the finance lease contract of a new asphalt concrete plant acquired in 2016.

### **Currency risk**

As a rule, the prices of construction contracts and subcontracts are fixed in the currency of the host country, i.e. in euros (EUR), Ukrainian hryvnias (UAH), and Swedish kronas (SEK).

The exchange rate of the hryvnia has been unstable because the political and economic environment in Ukraine continues to be complicated due to the conflict between Ukraine and Russia which broke out at the beginning of 2014. Moreover, at the beginning of 2015 the National Bank of Ukraine decided to discontinue determining the national currency's indicative exchange rate. In the first quarter of 2018, the hryvnia strengthened against the euro by around 2.4%. For a Ukrainian subsidiary, this meant additional foreign exchange gain on the translation of its euro-denominated loans into the local currency. Relevant exchange gain amounted to 62 thousand euros (Q1 2017: a loss of 49 thousand euros). Exchange gains and losses on financial instruments are recognised in *Finance income* and *Finance costs* respectively. Translation of receivables and liabilities from operating activities did not give rise to any exchange gains or losses.



Our Ukrainian and non-Ukrainian entities' reciprocal receivables and liabilities which are related to the construction business and denominated in hryvnias do not give rise to any exchange gains or losses. Nor do the loans provided to the Ukrainian associates in euros give rise to any exchange gains or losses to be recognised in the Group's accounts.

In the first quarter of 2018, the Swedish krona weakened against the euro by around 4%. Due to adverse movements in the krona/euro exchange rate, the translation of operating receivables and payables resulted in an exchange loss of 74 thousand euros. The exchange loss has been recognised in *Other operating expenses*. The translation of a loan provided to the Swedish subsidiary in euros into the local currency gave rise to an exchange loss of 123 thousand euros. This exchange loss has been recognised in *Finance costs*. In the comparative period, there were no exchange losses.

We have not acquired derivatives to hedge our currency risk.

#### **Employee and work environment risks**

Finding permanent labour is a serious challenge for the entire construction sector and one of the main factors that influences business results. The Group depends extensively on its subcontractors' ability to ensure the availability of skilled labour. To strengthen Nordecon's reputation as an employer and make sure that we can find employees also in the future, we collaborate with educational institutions.

As a construction company, we strive to minimise the occupational health and safety risks of people working on our construction sites including both own employees and those of our subcontractors. The goal is to make sure that all measures required by law are applied in full. In addition, the parent company follows the requirements of international occupational health and safety management standard OHSAS 18001. Subcontractors must ensure that their employees follow applicable work safety requirements; the Group's role is to work with them and create appropriate conditions.

#### **Environmental risks**

Construction activities change landscapes and the physical environment of cities and settlements. The Group's goal is to do its work and at the same time protect the natural environment as much as possible. Our assets and operations which have the strongest impact on the environment and, thus, involve the highest environmental risk are asphalt plants, quarries and road construction operations. To prevent leaks, spills, pollution, destruction of wildlife and other damage to the environment, we comply with legal requirements. All of our largest construction entities have implemented environmental management standard ISO 14001.

### **Corruption and ethical risks**

As one of the leading construction companies in Estonia, we realise that it is important to be aware of the risks involved in the breach of honest and ethical business practices and to make sure that our entities' management quality, organisational culture and internal communication emphasise zero tolerance for dishonest, unethical and corrupt behaviour.



# **Group structure**

The Group's structure at 31 March 2018, including interests in subsidiaries and associates\*



<sup>\*</sup> The structure does not include the subsidiaries OÜ Eesti Ehitus, OÜ Aspi, OÜ Linnaehitus, OÜ NOBE, Infra Ehitus OÜ, Kalda Kodu OÜ, Magasini 29 OÜ, Eurocon OÜ, Kastani Kinnisvara OÜ, Eurocon Bud TOV, and Nordecon Statyba UAB and the associates Technopolis-2 TOV and V.I. Center TOV, which currently do not engage in any significant business activities. The first four were established to protect former trade names. Nor does the structure include investments in entities in which the Group's interest is less than 20%.



# The Group's operations in Estonia and foreign markets

### **Changes in the Group's Estonian operations**

There were no changes in our Estonian operations during the period under review. The Group was involved in building and infrastructure construction, being active in practically all market sub-segments. A significant share of the core business was conducted by the parent, Nordecon AS, which is also a holding company for the Group's larger subsidiaries. In addition to the parent, construction management services were rendered by the subsidiaries Nordecon Betoon OÜ and AS Eston Ehitus.

As regards our other main business lines, we continued to provide concrete services (Nordecon Betoon OÜ), lease out heavy construction machinery and equipment (Kaurits OÜ), and render regional road maintenance services in the Kose maintenance area in Harju county and in Järva and Hiiu counties (Tariston AS).

We did not enter any new operating segments in Estonia.

#### Changes in the Group's foreign operations

#### Ukraine

There were no changes in our Ukrainian operations during the period under review. Compared with the first quarter of 2017, our Ukrainian business volumes have doubled. Although in the first quarter of 2018 Ukraine's political and economic environment continued to be influenced by the conflict between Ukraine and Russia which broke out at the beginning of 2014, the Ukrainian hryvnia strengthened against the euro by around 2.4%. In recent years, our business activity in Ukraine has increased but we have remained conservative about the contracts we sign. Our projects are mainly located in the capital Kiev and the surrounding area. The ongoing military conflict, 700 km away in eastern Ukraine, has not had a direct impact on our operations, mostly because we right-sized the workforce during earlier periods of recession already and have accepted only such contracts whose risks have been reasonable under the circumstances. The situation in the Kiev region has stabilised, considering the backdrop, and companies have started to adapt to the new environment.

Real estate development activities which require major investment remain suspended to minimise the risks until the situation in Ukraine improves (we have currently stakes in two development projects that have been put on hold). To safeguard the investments made and loans provided, the Group and the co-owners have privatised and created mortgages on the property owned by the associate V.I. Center TOV.

#### Finland

There were no changes in our Finnish operations during the period under review. The Group's subsidiary Nordecon Betoon OÜ and its Finnish subsidiary Estcon Oy continued to provide subcontracting services in the Finnish concrete work segment.

#### Sweden

There were no significant changes in our Swedish operations during the period under review. The Group's subsidiary SWENCN AB continued to deliver services under a building construction contract secured as a general contractor. The subsidiary also continues to develop its organisation and active sales activities in order to win new contracts.



# Performance by geographical market

The contributions of the Group's foreign markets have remained stable. In the first quarter of 2018, Nordecon earned around 8% of its revenue outside Estonia, compared with 9% in the first quarter of 2017.

	Q1 2018	Q1 2017	Q1 2016	2017
Estonia	92%	91%	93%	94%
Sweden	4%	6%	3%	3%
Finland	1%	2%	1%	1%
Ukraine	3%	1%	3%	2%

The share of Ukrainian revenues has grown substantially compared with the same period last year. In Ukraine, we are providing general contractor's services under three building construction contracts and one infrastructure construction contract. The share of concrete works performed in the building construction segment has also increased significantly. The share of Swedish revenues has decreased year on year. During the period, we provided general contractor's services under one construction contract. Our Finnish revenues resulted from concrete works in the building construction segment.

Geographical diversification of the revenue base is a consciously deployed strategy by which we mitigate the risks resulting from excessive reliance on one market. However, conditions in some of our chosen foreign markets are also volatile and have a strong impact on our current results. Increasing the contribution of foreign markets is one of Nordecon's strategic targets. Our vision of the Group's foreign operations is described in the chapter *Outlooks of the Group's geographical markets*.

# Performance by business line

#### **Segment revenues**

Where possible, we strive to maintain the revenues of our operating segments (Buildings and Infrastructure) in balance as this helps diversify risks and provides better opportunities for continuing construction operations in more challenging circumstances where the volumes of one or several sub-segments decline substantially.

Nordecon's revenues for the first quarter of 2018 totalled 43,662 thousand euros, a roughly 4.9% increase on the 41,604 thousand euros generated in the first quarter of 2017. Both building and infrastructure construction revenues improved. The scarcity of infrastructure projects, which has affected the Estonian construction market in general, has also left its mark on Nordecon's revenue structure.

In the first quarter of 2018, our Buildings and Infrastructure segments generated revenue of 37,616 thousand euros and 5,941 thousand euros respectively. The corresponding figures for the first quarter of 2017 were 36,711 thousand euros and 4,487 thousand euros (see note 8). Our order book has a similar structure. Although the share of infrastructure construction projects in the Group's order book has increased to 32% (Q1 2017: 23%), building construction contracts continue to prevail.

Operating segments*	Q1 2018	Q1 2017	Q1 2016	2017
Buildings	86%	89%	88%	74%
Infrastructure	14%	11%	12%	26%

<sup>\*</sup> In the Directors' report, projects have been allocated to operating segments based on their nature (i.e. building or infrastructure construction). In the segment reporting presented in the consolidated financial statements, allocation is based on the subsidiaries' main field of activity (as required by IFRS 8 Operating Segments). In the consolidated financial statements, the results of a subsidiary that is primarily engaged in infrastructure construction are presented in the Infrastructure segment. In the Directors' report, the revenues of such a subsidiary are presented based on their nature. The differences between the two reports are not significant because in general Group entities specialise in specific areas except for the subsidiary Nordecon Betoon OÜ that is involved in both building and infrastructure construction. The figures for the parent company are allocated in both parts of the interim report based on the nature of the work.



# **Sub-segment revenues**

In the period under review, the largest revenue source in the Buildings segment was the commercial buildings sub-segment. Compared with the same period last year, the revenue of the commercial buildings sub-segment grew significantly, by around 49%. The period's largest projects were in Tallinn: an office building at Lõõtsa 12, the Öpiku B building and a multi-storey car park at Lõõtsa 11 in Ülemiste City, and a 14-floor commercial and residential building in the WoHo quarter at Mustamäe tee 3. We also continued to build Omiva's logistics centre in Rae parish near Tallinn. Based on the Group's order book, we expect that in 2018 the revenue of the commercial buildings sub-segment will increase compared with 2017.

The share of revenue generated by the apartment buildings sub-segment decreased compared with a year ago. In Estonia, a substantial share of our apartment building projects is located in Tallinn. In the period under review, the largest of them were the Meerhof 2.0 apartment building complex at Pirita tee 20a and apartment buildings at Sõjakooli 12 (phases II and III) and Lesta 10. Foreign markets continue to contribute a major share of the sub-segment's revenue. During the period, we continued the construction of a residential quarter in the city of Brovary in the Kiev region in Ukraine and the design and construction of an 8-floor apartment building in the city of Stockholm in Sweden.

We continue work in our own housing development projects (reported in the apartment buildings sub-segment) in Tartu and Tallinn. During the period, we continued the construction of the last two phases of the Tammelinn project in Tartu (<a href="www.tammelinn.ee">www.tammelinn.ee</a>). In Tallinn, we began preparatory work in a new development project at Nõmme tee 97 where we are going to build a 4-floor apartment building with 21 apartments (<a href="www.nommetee.ee">www.nommetee.ee</a>). We continue to sell apartments in the above development projects in Tartu and Tallinn as well as the projects completed in 2017 at Magasini 29 (<a href="www.magasini.ee">www.magasini.ee</a>) and Hane 2 and 2a (<a href="www.hane.ee">www.hane.ee</a>) in Tallinn. The period's housing development revenues totalled 1,638 thousand euros (Q1 2017: 196 thousand euros). In carrying out our own development activities, we monitor closely potential risks in the housing development market that stem from rapid growth in the supply of new housing and relative growth in input prices.

The revenue contribution of the public buildings sub-segment has decreased compared with the same period last year. However, based on the order book we expect that in 2018 the sub-segment's revenue will remain at the same level as in 2017. The results of this sub-segment continue to be strongly influenced by the state's investment in national defence. During the period, we continued to build infrastructure for armoured vehicles and two barracks at the military base at Tapa and an academic building of the Estonian Academy of Security Sciences in Tallinn.

The largest projects in the industrial and warehouse facilities sub-segment are the construction of the Metsä Wood plywood factory in Pärnu and a co-generation plant at Kehra and the reconstruction (phase IV) of the fattening unit of the pig farm of Rakvere Farmid AS (EKSEKO).

Revenue breakdown in the Buildings segment	Q1 2018	Q1 2017	Q1 2016	2017
Commercial buildings	38%	26%	20%	25%
Apartment buildings	25%	33%	28%	30%
Public buildings	23%	28%	35%	19%
Industrial and warehouse facilities	14%	13%	17%	26%

For a long time, the Infrastructure segment has been dominated by the road construction and maintenance sub-segment. In the first quarter of 2018, its share of the revenue of the Infrastructure segment grew even further (compared with Q1 2017). A significant portion of the period's revenue was generated by two large contracts secured in 2017: the reconstruction of the Haabersti intersection in Tallinn and a section of the Tallinn ring road (km 0.6-2.8). A substantial share of the period's revenues also resulted from forest road improvement services provided to the State Forest Management Centre. We continued to render road maintenance services in Järva and Hiiu counties and the Kose maintenance area in Harju county. We expect that road construction will remain the main revenue source in the Infrastructure segment through 2018.

The contracts of the environmental engineering and other engineering (utility network construction) sub-segments are small and significant growth of their revenues is unlikely.

Revenue breakdown in the Infrastructure segment	Q1 2018	Q1 2017	Q1 2016	2017
Road construction and maintenance	85%	82%	65%	86%
Other engineering	12%	10%	30%	8%
Environmental engineering	3%	8%	5%	6%



### Financial review

### **Financial performance**

Nordecon Group ended the first quarter of 2018 with a gross profit of 453 thousand euros (Q1 2017: 624 thousand euros) and a gross margin of 1% (Q1 2017: 1.5%). In an environment of stiff competition, gross margin decreased. The Group earned its profit for the period in the Buildings segment where margins declined slightly, slipping to 3.3% (Q1 2017: 4.1%). Lower profitability is largely attributable to the fact that the Group continues to earn a major share of its revenue from the apartment building business where the ongoing rise in subcontracting prices, particularly labour costs, has the most tangible effect. The performance of the Infrastructure segment was expectedly modest. However, the segment's loss decreased for the second year in a row. The main reasons for the segment's loss were lack of self-performed work (major earthworks) during the winter season and a large share of uncovered fixed costs.

Administrative expenses for the first quarter of 2018 amounted to 1,671 thousand euros. Compared with the same period in 2017, administrative expenses grew by around 15% (Q1 2017: 1,457 thousand euros) but the ratio of administrative expenses to revenue (12 months rolling) remained practically the same, amounting to 3.1% (Q1 2017: 3.2%). One of the reasons for higher expenses is the termination benefits paid to a member of the parent company's board (see also the chapter *Employees*). However, our cost-control measures continue to produce good results and we have been able to keep administrative expenses below the target ceiling of 4% of revenue.

The Group's operating loss for the first quarter of 2018 amounted to 1,451 thousand euros (Q1 2017: a loss of 992 thousand euros). EBITDA was negative at 944 thousand euros (Q1 2017: negative at 503 thousand euros).

During the period, finance income and costs continued to be influenced by exchange rate fluctuations in the Group's foreign markets. Although the Ukrainian hryvnia strengthened against the euro by 2.4% and the Group recognised relevant exchange gain of 62 thousand euros (Q1 2017: a loss of 49 thousand euros), the Swedish krona weakened against the euro by around 4% and the Group recognised an exchange loss of 123 thousand euros (Q1 2017: nil euros) on the translation of a loan provided to the Swedish subsidiary in euros.

The Group's net loss amounted to 1,883 thousand euros (Q1 2017: a net loss of 1,086 thousand euros), of which net loss attributable to owners of the parent, Nordecon AS, was 1,806 thousand euros (Q1 2017: a net loss of 1,087 thousand euros).

## **Cash flows**

In the first quarter of 2018, operating activities produced a net cash outflow of 3,439 thousand euros (Q1 2017: an outflow of 6,647 thousand euros). Negative operating cash flow is typical of the first quarter and stems from the cyclical nature of the construction business. Larger fixed costs and preparations made for starting more active construction operations in the second quarter, particularly in the infrastructure segment, cause outflows to exceed inflows. In addition, operating cash flow is influenced by a mismatch between the settlement terms agreed with customers and suppliers and the fact that neither public nor private sector customers are required to make advance payments while we have to make prepayments to subcontractors, materials suppliers, etc. We deal with matching customers' and suppliers' payment terms on a daily basis, mostly through factoring. In addition to factoring accounts receivable, we have concluded a frame agreement for reverse factoring which enables our subcontractors that do not have sufficient credit standing to obtain a factoring limit from a financing institution to use our limit.

Investing activities produced a net cash inflow of 182 thousand euros (Q1 2017: an inflow of 138 thousand euros). The largest items were payments for property, plant and equipment of 66 thousand euros (Q1 2017: 33 thousand euros) and dividends received of 245 thousand euros (Q1 2017: 147 thousand euros).

Financing activities generated a net cash outflow of 664 thousand euros (Q1 2017: an inflow of 2,640 thousand euros). The largest items were loan, finance lease and dividend payments. Proceeds from loans received amounted to 534 thousand euros, consisting of development loans and overdraft facilities used (Q1 2017: 3,430 thousand euros). Loan repayments totalled 194 thousand euros (Q1 2017: 19 thousand euros) and finance lease payments amounted to 450 thousand euros (Q1 2017: 480 thousand euros). Dividends paid totalled 384 thousand euros (Q1 2017: 144 thousand euros).

At 31 March 2018, the Group's cash and cash equivalents totalled 4,995 thousand euros (31 March 2017: 5,917 thousand euros). Management's commentary on liquidity risks is presented in the chapter *Description of the main risks*.



# Key financial figures and ratios

Figure/ratio for the period	Q1 2018	Q1 2017	Q1 2016	2017
Revenue (EUR '000)	43,662	41,604	27,731	231,387
Revenue change	4.9%	50.0%	2.3%	26.2%
Net profit/loss (EUR '000)	-1,883	-1,086	-409	1,725
Net profit/loss attributable to owners of the parent (EUR '000)	-1,806	-1,087	-570	1,388
Weighted average number of shares	30,913,031	30,756,728	30,756,728	30,913,031
Earnings per share (EUR)	-0.06	-0.04	-0.02	0.04
Administrative expenses to revenue	3.8%	3.5%	4.7%	3.0%
Administrative expenses to revenue (rolling)	3.1%	3.2%	3.6%	3.0%
EBITDA (EUR '000)	-944	-503	233	3,123
EBITDA margin	-2.2%	-1.2%	0.8%	1.3%
Gross margin	1.0%	1.5%	4.2%	3.8%
Operating margin	-3.3%	-2.4%	-0.8%	0.5%
Operating margin excluding gain on asset sales	-3.3%	-2.4%	-0.8%	0.5%
Net margin	-4.3%	-2.6%	-1.5%	0.7%
Return on invested capital	-2.6%	-1.5%	-0.5%	5.9%
Return on equity	-5.0%	-2.9%	-1.1%	4.8%
Equity ratio	31.1%	35.6%	40.5%	30.8%
Return on assets	-1.9%	-1.1%	-0.5%	1.6%
Gearing	35.3%	29.3%	28.8%	32.7%
Current ratio	1.01	1.01	1.02	1.11
As at	31 March 2018	31 March 2017	31 March 2016	31 Dec 2017
Order book (EUR '000)	143,589	130,109	120,702	144,122

Revenue change = (revenue for the reporting period / revenue for the previous period) – 1 \* 100  $\,$ 

Earnings per share (EPS) = net profit or loss attributable to owners of the parent / weighted average number of shares outstanding

Administrative expenses to revenue = (administrative expenses / revenue) \* 100

Administrative expenses to revenue (rolling) = (past four quarters' administrative expenses / past four quarters' revenue) \* 100

EBITDA = operating profit or loss + depreciation and amortisation + impairment losses on goodwill

EBITDA margin = (EBITDA / revenue) \* 100

Gross margin = (gross profit or loss / revenue) \* 100

Operating margin = (operating profit or loss / revenue) \* 100

Operating margin excluding gain on asset sales = ((operating profit or loss – gain on sales of non-current assets – gain on sales of real estate) / revenue) \* 100

Net margin = (net profit or loss for the period / revenue) \* 100

Return on invested capital = ((profit or loss before tax + interest expense) / the period's average (interest-bearing liabilities + equity)) \* 100

Return on equity = (net profit or loss for the period / the period's average total equity) \* 100

Equity ratio = (total equity / total liabilities and equity) \* 100

Return on assets = (net profit or loss for the period / the period's average total assets) \* 100

Gearing = ((interest-bearing liabilities – cash and cash equivalents) / (interest-bearing liabilities + equity)) \* 100

Current ratio = total current assets / total current liabilities



### **Order book**

At 31 March 2018, the Group's order book (backlog of contracts signed but not yet performed) stood at 143,589 thousand euros, an increase of around 10% compared with the end of the same period in 2017.

As at	31 March 2018	31 March 2017	31 March 2016	31 Dec 2017
Order book (EUR '000)	143,589	130,109	120,702	144,122

At the reporting date, contracts secured by the Buildings segment and the Infrastructure segment accounted for 68% and 32% of the Group's total order book respectively (31 March 2017: 77% and 23% respectively). Compared with 31 March 2017, the order book of the Buildings segment has shrunk by 2% and the order book of the Infrastructure segment has grown by 52%.

The order book of the Buildings segment has decreased year on year because the order books of the industrial and warehouse facilities and the apartment buildings sub-segments have shrunk by 76% and 23% respectively. The order books of the commercial and the public buildings sub-segments, on the other hand, have increased considerably. The largest, around 70%, year-on-year order book growth was posted by the commercial buildings sub-segment. Growth is driven by the construction of a multi-storey car park at Sepise 8 in Ülemiste City and the design and construction of a 14-floor commercial and residential building at Mustamäe tee 3 in the WoHo quarter in Tallinn as well as the construction of Omniva's logistics centre in Rae parish near Tallinn. The sub-segment's order book has also grown through two large contracts signed in the second half of 2017 in Ukraine: one for the construction of a 7-floor office building in the Unit City innovation park in Kiev and the other for the construction of a 6-floor office building in the LvivTech.City innovation park in Lviv. A significant share of the order book of the public buildings sub-segment, which has grown by 51% year on year, is made up of contracts for the construction of an academic building for the Estonian Academy of Security Sciences in Tallinn and infrastructure for armoured vehicles and two barracks at the Tapa military base that were secured in the second half of 2017.

The order book of the Infrastructure segment is supported by growth in contracts signed by the road construction and maintenance sub-segment whose order book accounts for around 89% of the segment's total order book. The road construction order book comprises the remaining portions of contracts signed in 2017 as well as two new contracts secured in 2018: one for the reconstruction of two sections (km 195.6-205.8 and 207.8-209.2) of the Riga-Pskov road (the Tsiiruli-Missoküla road section) and the other for the construction of the Veskitammi intersection in Laagri, near the border of Tallinn. The Group continues to provide road maintenance services in three road maintenance areas: Järva, Hiiu and Kose. Although according to our projections in 2018 public investments will not increase substantially, our order book as at the reporting date allows us to expect that in 2018 the revenue of the Infrastructure segment will grow slightly compared with 2017 (for further information, see the *Business risks* section of the chapter *Description of the main risks*).

Based on the Group's order book and known developments in our chosen markets, we expect that the Group's revenue for 2018 will remain at the same level as in 2017. In an environment of stiff competition, we avoid taking unjustified risks whose realisation in the contract performance phase would have an adverse impact on our results. Despite this, where suitable opportunities arise, we strive to increase the portfolio to counteract the pressure on margins, which is caused by the market situation. Our preferred policy is to keep fixed costs under control and monitor market developments.

Between the reporting date (31 March 2018) and the date of release of this report, Group companies have secured additional construction contracts in the region of 8,110 thousand euros.



# **People**

### **Employees and personnel expenses**

In the first quarter of 2018, the Group (the parent and the subsidiaries) employed, on average, 691 people including 427 engineers and technical personnel (ETP). The number of employees, particularly workers, has decreased by around 3% year on year because the contract for providing road maintenance services in the Keila maintenance area expired.

### Average number of the Group's employees (at the parent and the subsidiaries)

	Q1 2018	Q1 2017	Q1 2016	2017
ETP	427	413	353	426
Workers	264	303	299	309
Total average	691	716	652	735

The Group's personnel expenses for the first quarter of 2018, including all taxes, totalled 4,943 thousand euros. In the same period of 2017, personnel expenses amounted to 4,479 thousand euros. The roughly 10% growth in personnel expenses is mainly attributable to pay rises.

The service fees of the members of the council of Nordecon AS for the first quarter of 2018 amounted to 47 thousand euros and associated social security charges totalled 15 thousand euros (Q1 2017: 34 thousand euros and 11 thousand euros respectively).

The service fees of the members of the board of Nordecon AS amounted to 232 thousand euros and associated social security charges totalled 77 thousand euros (Q1 2017: 94 thousand euros and 31 thousand euros respectively). The figures include termination benefits of 93 thousand euros paid to a member of the board and associated social security charges of 31 thousand euros.

### Labour productivity and labour cost efficiency

We measure the efficiency of our operating activities using the following productivity and efficiency indicators, which are based on the number of employees and personnel expenses incurred:

	Q1 2018	Q1 2017	Q1 2016	2017
Nominal labour productivity (rolling), (EUR '000)	320.4	281.9	216.4	314.9
Change against the comparative period	13.7%	30.4%	-3.6%	17.6%
Nominal labour cost efficiency (rolling), (EUR)	10.0	9.5	8.0	10.1
Change against the comparative period	5.4%	20.7%	-4.4%	12.6%

Nominal labour productivity (rolling) = (past four quarters' revenue) / (past four quarters' average number of employees)

Nominal labour cost efficiency (rolling) = (past four quarters' revenue) / (past four quarters' personnel expenses)

The Group's nominal labour productivity and labour cost efficiency increased year on year, mainly through revenue growth.



### Share and shareholders

#### **Share information**

Name of security Nordecon AS ordinary share

IssuerNordecon ASISIN codeEE3100039496

Ticker symbol NCN1T

Nominal valueNo par value\*Total number of securities issued32,375,483Number of listed securities32,375,483Listing date18 May 2006

Market NASDAQ OMX Tallinn, Baltic Main List

**Industry** Construction and engineering

Indexes OMX Baltic Industrials GI; OMX Baltic Industrials PI; OMX Baltic Construction &

Materials GI; OMX Baltic Construction & Materials PI; OMX Baltic GI;

OMX\_Baltic\_PI; OMX Tallinn\_GI

In July 2014, Nordecon AS issued 1,618,755 new shares with a total cost of 1,581,523.64 euros, increasing share capital by 1,034,573.01 euros to 20,691,704.91 euros, and acquired the same number of own (treasury) shares for the same price. The share capital of Nordecon AS consists of 32,375,483 ordinary registered shares with no par value.

Owners of ordinary shares are entitled to dividends as distributed from time to time. Each share carries one vote at the general meeting of Nordecon AS.

#### Movements in the price and turnover of the Nordecon AS share in the first quarter of 2018

Movements in share price are in euros and daily turnover in the bar chart is in thousands of euros



<sup>\*</sup> In connection with Estonia's accession to the euro area on 1 January 2011 and based on amendments to the Estonian Commercial Code which took effect on 1 July 2010 as well as a resolution adopted by the annual general meeting of Nordecon AS in May 2011, the company's share capital was converted from 307,567,280 Estonian kroons to 19,657,131.9 euros. Concurrently with the conversion, the company adopted shares with no par value.



## Movement of the share price compared with the OMX Tallinn index in the first quarter of 2018



Index/equity	1 January 2018*	31 March 2018	+/-
OMX Tallinn	1,242.12	1,269.20	2.18%
NCN1T	EUR 1.23	EUR 1.22	-0.81%

<sup>\*</sup> Closing price on the NASDAQ OMX Tallinn Stock Exchange at 31 December 2017

# Summarised trading results

# **Share trading history (EUR)**

Price	Q1 2018	Q1 2017	Q1 2016
Open	1.25	1.34	1.03
High	1.26	1.35	1.07
Low	1.18	1.26	0.98
Last closing price	1.22	1.31	1.06
Traded volume (number of securities traded)	227,978	343,515	339,262
Turnover, in millions	0.28	0.45	0.35
Listed volume (31 March), in thousands	32,375	32,375	32,375
Market capitalisation (31 March), in millions	39.50	42.41	34.32

# Shareholder structure

# Largest shareholders of Nordecon AS at 31 March 2018

Shareholder	Number of shares	Ownership interest (%)
AS Nordic Contractors	16,507,464	50.99
Luksusjaht AS	4,172,385	12.89
ING Luxembourg S.A.	1,876,076	5.79
Rondam AS	1,000,000	3.09
SEB Pank AS clients	693,567	2.14
ASM Investments OÜ	519,600	1.60
State Street Bank and Trust Omnibus Account A Fund	368,656	1.14
Ain Tromp	303,960	0.94
Lembit Talpsepp	261,103	0.81
Alforme OÜ	260,000	0.80



#### Shareholder structure of Nordecon AS at 31 March 2018

	Number of shareholders	Ownership interest (%)
Shareholders with interest exceeding 5%	3	69.67
Shareholders with interest from 1% to 5%	4	7.97
Shareholders with interest below 1%	1,764	17.84
Holder of own (treasury) shares	1	4.52
Total	1,772	100

### Shares controlled by members of the council of Nordecon AS at 31 March 2018

Council member		Number of shares	Ownership interest (%)
Toomas Luman (AS Nordic Contractors, OÜ Luman ja Pojad)*	Chairman of the Council	16,579,144	51.21
Andri Hõbemägi	Member of the Council	50,000	0.15
Vello Kahro	Member of the Council	10,000	0.03
Sandor Liive	Member of the Council	0	0.00
Meelis Milder	Member of the Council	0	0.00
Total		16,639,144	51.39

<sup>\*</sup> Companies controlled by the individual

#### Shares controlled by members of the board of Nordecon AS at 31 March 2018

Board member		Number of shares	Ownership interest (%)
Gerd Müller	Chairman of the Board	0	0.00
Priit Luman	Member of the Board	200	0.00
Maret Tambek	Member of the Board	0	0.00
Ando Voogma	Member of the Board	0	0.00
Total		200	0.00

### **Share option plan**

The annual general meeting that convened on 27 May 2014 approved a share option plan aimed at motivating the executive management of Nordecon AS by including them among the company's shareholders to ensure consistency in the company's management and improvement of the company's performance, and enable the executive management to benefit from their contribution to growth in the value of the company's share. Under the share option plan, the company granted options for acquiring up to 1,618,755 shares in Nordecon AS. The then chairman of the board of Nordecon AS could acquire up to 291,380 shares, other members of the board could acquire up to 259,000 shares each and all other members of the executive staff could acquire up to 129,500 shares each. An option may be exercised when three years have passed since the signature of the option agreement but not before the general meeting has approved the company's annual report for 2016. In the case of members of the company's board, exercise of the options is linked to achievement of the Group's EBITDA target for 2016 (from 4,491 thousand euros to 11,228 thousand euros).

To satisfy the terms and conditions of the option plan, in July 2014 Nordecon AS issued a total of 1,618,755 new shares with a total cost of 1,581,523.64 euros, increasing share capital by 1,034,573.01 euros to 20,691,704.91 euros, and acquired the same number of own (treasury) shares at the same price.

The annual general meeting which convened on 24 May 2017 approved some changes to the share option plan by which the term for exercising a share option was extended and the conditions for exercising the options granted to persons who at the grant date were members of the board were amended. An option may be exercised within 15 months after the general meeting has approved Nordecon AS's annual report for 2016. Depending on the time an option is exercised, its exercise by the board member is linked to the achievement of the Group's EBITDA target for 2016 (from 4,491 thousand euros to 11,228 thousand euros) or the Group's EBITDA target for 2017 (from 4,132 thousand euros to 8,264 thousand euros).

At 31 March 2018, options for the acquisition of 156,303 shares had been exercised, options for the acquisition of 491,202 shares had expired and options for the acquisition of 971,250 shares were still exercisable.



# Management's confirmation and signatures

The board confirms that the *Directors' report* presents fairly all significant events that occurred during the reporting period as well as their impact on the condensed consolidated interim financial statements, contains a description of the main risks and uncertainties, and provides an overview of significant transactions with related parties.

Gerd Müller	Chairman of the Board		10 May 2018
Priit Luman	Member of the Board		10 May 2018
Maret Tambek	Member of the Board	R	10 May 2018
Ando Voogma	Member of the Board		10 May 2018



# **Condensed consolidated interim financial statements**

# Condensed consolidated interim statement of financial position

EUR '000	Note	31 March 2018	31 December 2017
ASSETS			
Current assets			
Cash and cash equivalents		4,995	8,915
Trade and other receivables	2	31,640	35,193
Prepayments		2,372	1,641
Inventories	3	23,868	23,230
Total current assets		62,875	68,980
Non-current assets			
Investments in equity-accounted investees		1,368	1,888
Other investments		26	26
Trade and other receivables	2	9,018	8,950
Investment property		3,549	4,929
Property plant and equipment	4	12,276	12,566
Intangible assets	4	14,650	14,639
Total non-current assets		40,887	42,998
TOTAL ASSETS		103,762	111,978
LIABILITIES			
Current liabilities			
Borrowings	5, 6	17,470	16,197
Trade payables		31,619	35,926
Other payables		7,251	5,654
Deferred income		5,140	3,651
Provisions		952	664
Total current liabilities		62,432	62,092
Non-current liabilities			
Borrowings	5, 6	7,841	13,955
Trade payables		73	98
Other payables		96	71
Provisions		1,030	1,273
Total non-current liabilities		9,040	15,397
TOTAL LIABILITIES		71,472	77,489
EQUITY			
Share capital		18,263	18,263
Own (treasury) shares		-1,349	-1,349
Share premium		589	589
Statutory capital reserve		2,554	2,554
Translation reserve		2,063	1,995
Retained earnings		9,280	11,086
Total equity attributable to owners of the parent		31,400	33,138
Non-controlling interests		890	1,351
TOTAL EQUITY		32,290	34,489
TOTAL LIABILITIES AND EQUITY		103,762	111,978



# Condensed consolidated interim statement of comprehensive income

EUR '000	Note	Q1 2018	Q1 2017	2017
Revenue	8, 9	43,662	41,604	231,387
Cost of sales	10	-43,209	-40,980	-222,692
Gross profit		453	624	8,695
Marketing and distribution expenses		-173	-113	-623
Administrative expenses	11	-1,671	-1,457	-6,936
Other operating income	12	17	42	107
Other operating expenses	12	-77	-88	-141
Operating loss/profit		-1,451	-992	1,102
Finance income	13	135	103	2,901
Finance costs	13	-304	-169	-1,570
Net finance costs/income		-169	-66	1,331
Share of loss/profit of equity-accounted investees		-63	47	485
Loss/profit before income tax		-1,683	-1,011	2,918
Income tax expense		-200	- <b>1,011</b> -75	-1,193
Loss/profit for the period		<b>-1,883</b>	-1 <b>,086</b>	1,725
Loss/profit for the period		-1,883	-1,086	1,725
Other comprehensive income				
Items that may be reclassified subsequently to profi or loss	it			
Exchange differences on translating foreign operation	ns	68	51	446
Total other comprehensive income		68	51	446
TOTAL COMPREHENSIVE EXPENSE/INCOME		-1,815	-1,035	2,171
Loss/profit attributable to:				
- Owners of the parent		-1,806	-1,087	1,388
- Non-controlling interests		-77	1	337
Loss/profit for the period		-1,883	-1,086	1,725
Total comprehensive expense/income				
attributable to:				
		-1,738	-1,036	1,834
- Owners of the parent		-1,738 -77	-1,030 1	337
- Non-controlling interests			_	
Total comprehensive expense/income for the period		-1,815	-1,035	2,171
Farnings nor chara attributable to ourses of the	20			
Earnings per share attributable to owners of the parent:	ie			
Basic earnings per share (EUR)	7	-0.06	-0.04	0.04
Diluted earnings per share (EUR)	7	-0.06	-0.04	0.04
<b>3</b> 1 - ( - )			***	•



# Condensed consolidated interim statement of cash flows

EUR '000	Note	Q1 2018	Q1 2017
Cash flows from operating activities			
Cash receipts from customers <sup>1</sup>		53,004	45,609
Cash paid to suppliers <sup>2</sup>		-49,887	-46,567
VAT paid		-1,350	-1,018
Cash paid to and for employees		-5,206	-4,596
Income tax paid		0	-75
Net cash used in operating activities		-3,439	-6,647
Cash flows from investing activities			
Paid on acquisition of property, plant and equipment		-66	-33
Paid on acquisition of intangible assets		0	-2
Proceeds from sale of property, plant and	4		
equipment		3	0
Loans provided		-6	-21
Repayment of loans provided		3	20
Dividends received		245	147
Interest received		3	27
Net cash from investing activities		182	138
Cash flows from financing activities			
Proceeds from loans received		534	3,430
Repayment of loans received		-194	-19
Finance lease principal paid	6	-450	-480
Interest paid		-170	-147
Dividends paid		-384	-144
Net cash used in/from financing activities		-664	2,640
Net cash flow		-3,921	-3,869
Cash and cash equivalents at beginning of period		8,916	9,786
Effect of movements in foreign exchange rates		0	0
Decrease in cash and cash equivalents		-3,921	-3,869
Cash and cash equivalents at end of period		4,995	5,917

 $<sup>^{1}\,\</sup>mathrm{Line}$  item  $\mathit{Cash}$   $\mathit{receipts}$   $\mathit{from}$   $\mathit{customers}$  includes VAT paid by customers.

<sup>&</sup>lt;sup>2</sup> Line item *Cash paid to suppliers* includes VAT paid.



# Condensed consolidated interim statement of changes in equity

#### Equity attributable to owners of the parent **EUR '000** Share Own Capital Share Translation Retained Total Non-Total controlling capital shares reserve premium reserve earnings interests **Balance at** 31 December 2016 19,720 -1,550 2,554 564 1,549 13,091 35,928 2,118 38,046 Loss for the period 0 0 -1,087 -1,087 -1,086 0 0 0 1 Other comprehensive 0 0 0 51 0 51 0 51 income 0 Changes in noncontrolling interests 0 0 0 0 0 0 -144 -144 **Balance at** 31 March 2017 19,720 -1,550 2,554 564 1,600 12,004 34,892 1,975 36,867 **Balance at** 34,489 31 December 2017 589 1,995 11,086 1,351 18,263 -1,349 2,554 33,138 Loss for the period 0 0 0 0 0 -1,806 -1,806 -77 -1,883 Other comprehensive income 0 0 0 0 68 0 68 0 68 Changes in noncontrolling interests 0 0 0 0 0 0 -384 -384 **Balance at** 31 March 2018 18,263 -1,349 2,554 589 2,063 9,280 31,400 890 32,290



### Notes to the condensed consolidated interim financial statements

# NOTE 1. Significant accounting policies

Nordecon AS is a company incorporated and domiciled in Estonia. The address of the company's registered office is Pärnu mnt 158/1, Tallinn 11317, Estonia. Nordecon AS's majority shareholder and the party controlling Nordecon Group is AS Nordic Contractors that holds 50.99% of the shares in Nordecon AS. The Nordecon AS shares have been listed on the NASDAQ OMX Tallinn Stock Exchange since 18 May 2006.

The condensed consolidated interim financial statements as at and for the period ended 31 March 2018 have been prepared in accordance with International Financial Reporting Standard IAS 34 Interim Financial Reporting as adopted by the European Union. The condensed interim financial statements do not contain all the information presented in the annual financial statements and should be read in conjunction with the Group's latest published annual financial statements as at and for the year ended 31 December 2017.

According to management's assessment, the condensed consolidated interim financial statements of Nordecon AS for the first quarter of 2018 give a true and fair view of the Group's financial performance and the parent and all its subsidiaries that are included in the financial statements are going concerns. The condensed consolidated interim financial statements have not been audited or otherwise checked by auditors and contain only the consolidated financial statements of the Group.

### Changes in accounting policies

From 1 January 2018 the Group adopted and began to apply IFRS 15 Revenue from Contracts with Customers and IFRS 9 Financial Instruments.

#### IFRS 15 Revenue from Contracts with Customers

IFRS 15 establishes a comprehensive framework for determining whether, when and how much revenue may be recognised. The standard superseded IAS 18 *Revenue*, IAS 11 *Construction Contracts* and the interpretations related to them. According to the core principle of the new standard, revenue is recognised when the goods or services are transferred to the customer, at the transaction price. Any bundled goods or services that are distinct must be recognised separately, and any discounts or rebates on the contract price must generally be allocated to the separate elements. When the consideration varies for any reason, a minimum amount of revenue is recognised unless there is significant risk of reversal. The costs incurred to secure contracts with customers are capitalised and amortised over the period in which the benefits of the contract are consumed.

On the initial application of IFRS 15, the Group used the cumulative effect method whereby comparative information is not restated and the effect of the initial application of the standard is recognised on 1 January 2018.

Details of new accounting policies and changes in previously applied policies which are related to the Group's different goods and services are set out below.

#### Recognition of revenue from construction contracts

Construction contract revenue and costs are recognised as soon as they can be measured reliably using the stage of completion method. Contract revenue comprises the initial amount of revenue agreed in the contract, which may be adjusted for variations in contract work, claims and incentive payments to the extent that it is probable that they will result in revenue and are capable of being measured reliably. The stage of completion of a contract is determined using the cost method, i.e. based on the proportion that costs incurred bear to the estimated total contract costs. When it is probable that the estimated total contract costs will exceed contract revenue, the expected loss is recognised immediately as an expense as well as a provision in the statement of financial position.

The Group's management analysed the effect of the change in the stage of completion method applied to construction contracts in progress on revenue as at 1 January 2018 and determined that the change in the accounting method did not have a significant effect on revenue. On the adoption of IFRS 15, the losses recognised for onerous contracts in progress of 131 thousand euros which at 31 December 2017 were recognised within trade payables were reclassified to provisions.



#### **IFRS 9 Financial Instruments**

IFRS 9 sets out requirements for recognising and measuring financial assets, financial liabilities and some contracts to buy or sell non-financial items. The standard superseded in material respects IAS 39 *Financial Instruments: Recognition and Measurement*.

The Group applied IFRS 9 retrospectively without restating comparative information in which case the effect of initial application is recognised on 1 January 2018.

### Classification of financial instruments

Although the permissible measurement bases for financial assets – amortised cost, fair value through other comprehensive income and fair value through profit or loss– are similar to IAS 39, the criteria for classification into the appropriate measurement category are significantly different.

A financial asset is measured at amortised cost if both of the following two conditions are met and the asset has not been designated as measured at fair value through profit or loss:

- the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal outstanding.

At initial recognition financial assets (except for trade receivables that do not have a significant financing component, which are measured at initial recognition at their transaction price) are measured at their fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset.

After initial recognition, such assets are measured at amortised cost using the effective interest rate method. Interest revenue, foreign exchange gains and losses and impairment losses are recognised in profit or loss. Any gain or loss arising on derecognition is also recognised in profit or loss.

Because of the nature of the Group's operations and the types of financial instruments it holds, the classification and measurement of its financial instruments did not change on the adoption of IFRS 9.

### Expected credit loss model

The impairment model in IFRS 9 replaced the 'incurred loss' model in IAS 39 with an 'expected credit loss' model, which means that a loss event no longer needs to occur before an impairment allowance is recognised.

Under IFRS 9, after the initial recognition of a financial asset a loss allowance for its expected credit losses is recognised and measured using one of the following bases:

- 12-month expected credit losses these are credit losses that result from default events on a financial instrument that are possible within 12 months after the reporting date; and
- lifetime expected credit losses these are credit losses that result from all possible default events over the expected life of a financial instrument.

Expected credit losses are probability-weighted estimated credit losses. Credit loss is the difference between the contractual cash flows that are due under the contract and the cash flows that the Group expects to receive, discounted at the original effective interest rate.

On determining whether the credit risk of a financial asset has increased significantly since its initial recognition and on assessing credit losses, the Group considers reasonable and supportable information which is relevant and available without undue cost and effort.

According to the Group's assessment a financial asset is credit-impaired when:

- the debtor is probably unable to meet all its credit-related obligations to the Group; or
- more than 180 days have passed since a payment date.

Because of the types of the Group's financial instruments, their risks and settlement dates as well as the methods used to assess credit losses at 31 December 2017, the adoption of IFRS 9 and the application of the expected credit loss model did not cause any significant increase in the Group's credit losses.



# NOTE 2. Trade and other receivables

EUR '000	Note	31 March 2018	31 December 2017
Current items			
Trade receivables		21,256	25,009
Retentions receivable		879	950
Receivables from related parties		3	19
Miscellaneous receivables		236	275
Total receivables and loans provided		22,374	26,253
Due from customers for contract work		9,266	8,940
Total current trade and other receivables		31,640	35,193
ELIR '000	Note	31 March 2018	31 December 2017

EUR UUU	note	31 March 2018	31 December 2017
Non-current items			
Loans provided to related parties	14	8,564	8,492
Other non-current receivables		454	458
Total non-current trade and other receivable	es	9,018	8,950

# **NOTE 3. Inventories**

EUR '000	31 March 2018	31 December 2017
Raw materials and consumables	3,437	2,802
Work in progress	7,180	5,788
Apartments for sale	10,893	3,700
Properties purchased for development and pre-development costs	2,358	10,940
Total inventories	23.868	23.230

# NOTE 4. Property, plant and equipment and intangible assets

### Property, plant and equipment

In the first three months of 2018, the Group did not conduct any significant transactions with property, plant and equipment. Additions of the period totalled 138 thousand euros (Q1 2017: 309 thousand euros) and comprised equipment and construction machinery required for the Group's operating activities.

Proceeds from the sale of property, plant and equipment amounted to 3 thousand euros (see the statement of cash flows) and associated sales gain amounted to 3 thousand euros (see note 12). In the comparative period, there were no sales of property, plant and equipment.

## **Intangible assets**

In the first three months of 2018, the Group did not conduct any significant transactions with intangible assets.

# NOTE 5. Borrowings

# **Current borrowings**

EUR '000	Note	31 March 2018	<b>31 December 2017</b>
Short-term portion of long-term loans		6,515	1,117
Short-term portion of finance lease liabilities	6	1,431	1,644
Short-term bank loans		7,478	7,787
Factoring liabilities		2,046	5,649
Total current borrowings		17.470	16.197



### **Non-current borrowings**

EUR '000	Note	31 March 2018	31 December 2017
Long-term portion of long-term bank loans		4,038	10,001
Other long-term loans		10	9
Derivative financial instruments		13	13
Long-term portion of finance lease liabilities	6	3,780	3,932
Total non-current borrowings		7,841	13,955

# NOTE 6. Finance and operating leases

EUR '000	31 March 2018	31 December 2017
Finance lease liabilities at end of reporting period	5,211	5,576
Of which payable not later than 1 year	1,431	1,644
Of which payable later than 1 year and not later than 5 years	3,780	3,932
Base currency EUR	5,211	5,576
Interest rates of contracts denominated in EUR <sup>1</sup>	2.0%-5.2%	2.0%-3.9%
Frequency of payments	Monthly	Monthly
<sup>1</sup> Includes leases with floating interest rates		
Finance lease payments		
EUR '000	Q1 2018	Q1 2017
Principal payments made during the period	450	480
Interest payments made during the period	32	44
Operating lease payments		
EUR '000	Q1 2018	Q1 2017
Operating lease payments made for cars	213	226
Operating lease payments made for construction equipment	867	731
Operating lease payments made for premises	185	200
Operating lease payments made for IT equipment	84	34
Total operating lease payments	1,349	1,191

# NOTE 7. Earnings per share

Basic earnings per share are calculated by dividing the profit attributable to owners of the parent by the weighted average number of shares outstanding during the period. Diluted earnings per share are calculated by dividing the profit attributable to owners of the parent by the weighted average number of shares outstanding during the period, both adjusted for the effects of all dilutive equity instruments.

EUR '000	Q1 2018	Q1 2017
Profit for the period attributable to owners of the parent	-1,806	-1,087
Weighted average number of shares (in thousands)	30,913	30,757
Basic earnings per share (EUR)	-0.06	-0.04
Diluted earnings per share (EUR)	-0.06	-0.04

At the reporting date, Nordecon AS had no dilutive share options. Therefore, diluted earnings per share equal basic earnings per share.

# NOTE 8. Segment reporting – operating segments

The Group's chief operating decision maker is the board of the parent company Nordecon AS. The board monitors the Group's internally generated financial information on a regular basis to better allocate the resources and assess their utilisation. Reportable operating segments are identified by reference to monitored information.



The Group's reportable operating segments are:

- · Buildings (construction of buildings)
- Infrastructure (construction of infrastructure assets)

Reportable operating segments are engaged in the provision of construction services in the buildings segment and the infrastructure segment.

### Preparation of segment reporting

The prices applied in inter-segment transactions do not differ significantly from market prices. The chief operating decision maker reviews inter-segment transactions separately and analyses their proportion in segment revenue. Respective figures are separately outlined in segment reporting.

The chief operating decision maker assesses the performance of an operating segment and the utilisation of the resources allocated to it through the profit generated by the segment. The profit of an operating segment is its gross profit that does not include any major exceptional expenses (such as non-recurring asset write-downs). Items after the gross profit of an operating segment (including marketing and distribution expenses, administrative expenses, interest expense, and income tax expense) are not used by the chief operating decision maker to assess the performance of the segment.

According to management's assessment, inter-segment transactions are conducted on regular market terms, which do not differ significantly from the terms applied in transactions with third parties.

# First quarter

EUR '000	Buildings	Infrastructure	Total
Q1 2018			
Total revenue	37,616	5,961	43,577
Of which: general contracting services	35,390	4,310	39,700
subcontracting services	588	426	1,014
own development activities	1,638	0	1,638
road maintenance services	0	1,059	1,059
rental services	0	166	166
Inter-segment revenue	0	-20	-20
Revenue from external customers	37,616	5,941	43,557
Gross profit/loss of the segment	1,237	-684	553
EUR '000	Puildings	Infrastructure	Total
Q1 2017	Buildings	imrastructure	Total
Total revenue	36,712	4,487	41,199
Of which: general contracting services	35,769	2,435	38,204
subcontracting services	747	269	1,016
own development activities	196	0	196
road maintenance services	0	1,692	1,692
rental services	0	91	91
Inter-segment revenue	-1	0	-1
Revenue from external customers	26.711	4 407	41,198
	36,711	4,487	41,130

# Reconciliation of segment revenues

EUR '000	Q1 2018	Q1 2017
Total revenues for reportable segments	43,577	41,199
Elimination of inter-segment revenues	-19	-1
Unallocated revenue	104	406
Total consolidated revenue	43,662	41,604



Reconciliation of	of segment	nrofit
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EUR '000	Q1 2018	Q1 2017
Total profit for reportable segments	553	832
Unallocated loss	-100	-208
Consolidated gross profit	453	624
Unallocated expenses:		
Marketing and distribution expenses	-173	-113
Administrative expenses	-1,671	-1,457
Other operating income and expenses	-60	-46
Consolidated operating loss	-1,451	-992
Finance income	135	103
Finance costs	-304	-169
Share of profit of equity-accounted investees	-63	47
Consolidated loss before tax	-1.683	-1.011

# NOTE 9. Segment reporting – geographical information

EUR '000	Q1 2018	Q1 2017
Estonia	40,199	37,721
Ukraine	1,502	696
Finland	588	747
Sweden	1,558	2,662
Elimination of inter-segment revenues	-185	-222
Total revenue	43,662	41,604

# NOTE 10. Cost of sales

EUR '000	Q1 2018	Q1 2017
Cost of materials, goods and services	38,674	36,812
Personnel expenses	3,969	3,673
Depreciation expense	487	472
Other expenses	79	23
Total cost of sales	43,209	40,980

# NOTE 11. Administrative expenses

EUR '000	Q1 2018	Q1 2017
Personnel expenses	969	806
Cost of materials, goods and services	609	590
Depreciation and amortisation expense	20	17
Other expenses	73	44
Total administrative expenses	1.671	1.457

# NOTE 12. Other operating income and expenses

EUR '000	Q1 2018	Q1 2017
Other operating income		
Gain on sale of property, plant and equipment	3	0
Other income	14	42
Total other operating income	17	42



EUR '000	Q1 2018	Q1 2017
Other operating expenses		
Foreign exchange loss	74	0
Net loss on recognition and reversal of impairment losses on receivables	0	30
Other expenses	3	58
Total other operating expenses	77	88

# NOTE 13. Finance income and costs

EUR '000	Q1 2018	Q1 2017
Finance income		
Interest income on loans	72	98
Other finance income	1	5
Foreign exchange gain	62	0
Total finance income	135	103
EUR '000	Q1 2018	Q1 2017
Finance costs		
Finance costs Interest expense	174	128
	174 123	128 49
Interest expense		_

# NOTE 14. Transactions with related parties

The Group considers parties to be related if one has control of the other or significant influence over the other's operating decisions (assumes holding 20% or more of the voting power). Related parties include:

- Nordecon AS's parent company AS Nordic Contractors and its shareholders;
- other companies of AS Nordic Contractors group;
- equity-accounted investees (associates and joint ventures) of Nordecon group;
- members of the board and council of Nordecon AS, their close family members and companies related to them;
- individuals whose shareholding implies significant influence.

### The Group's purchase and sales transactions with related parties

EUR '000		Q1 2018		Q1 2017
Counterparty	Purchases	Sales	Purchases	Sales
AS Nordic Contractors	66	0	78	0
Companies of AS Nordic Contractors group	1	2	1	2
Companies related to owners of AS Nordic Contractors	8	0	199	0
Equity-accounted investees	975	13	708	3
Companies related to members of the council	21	0	21	0
Total	1,071	15	1,007	5
EUR '000		Q1 2018		Q1 2017
Nature of transactions	Purchases	Sales	Purchases	Sales
Construction services	975	0	708	0
Goods	8	0	199	0
Lease and other services	67	15	79	5
Other transactions	21	0	21	0
Total	1,071	15	1,007	5

During the period, the Group recognised interest income on loans to associates of 66 thousand euros (Q1 2017: 66 thousand euros).



## Receivables from and liabilities to related parties at period-end

	31 March 2018		31 December 2017	
EUR '000	Receivables	Liabilities	Receivables	Liabilities
AS Nordic Contractors	0	8	0	8
Companies of AS Nordic Contractors group – receivables	1	0	1	0
Companies related to owners of AS Nordic Contractors	0	6	0	27
Associates – receivables and liabilities	2	1,591	19	1,225
Associates – loans and interest	8,564	0	8,492	0
Total	8,567	1,605	8,511	1,260

### Compensation provided to the council and the board

The service fees of the members of the council of Nordecon AS for the first quarter of 2018 amounted to 47 thousand euros and associated social security charges totalled 15 thousand euros (Q1 2017: 34 thousand euros and 11 thousand euros respectively).

The service fees of the members of the board of Nordecon AS amounted to 232 thousand euros and associated social security charges totalled 77 thousand euros (Q1 2017: 94 thousand euros and 31 thousand euros respectively). The figures include termination benefits of 93 thousand euros paid to a member of the board and associated social security charges of 31 thousand euros.



# Statements and signatures

## Statement of management's responsibility

The board of Nordecon AS acknowledges its responsibility for the preparation of the Group's condensed consolidated interim financial statements for the first quarter of 2018 and confirms that:

- the policies applied on the preparation of the condensed consolidated interim financial statements comply with International Financial Reporting Standards as adopted by the European Union (IFRS EU);
- the condensed consolidated interim financial statements, which have been prepared in accordance with
  financial reporting standards effective for the period, give a true and fair view of the assets and liabilities, the
  financial position and the financial performance, and the cash flows of the Group consisting of the parent and
  other consolidated entities.

Gerd Müller	Chairman of the Board		10 May 2018
Priit Luman	Member of the Board		10 May 2018
Maret Tambek	Member of the Board	R	10 May 2018
Ando Voogma	Member of the Board	Lag	10 May 2018