# Interim Report



Sponda owns, leases and develops business properties in the Helsinki metropolitan area and the largest cities in Finland. Sponda's operations are organised into three business units: Investment Properties, Property Development and Russia. The Investment Properties unit is divided into three segments: Office Properties, Shopping Centres and Logistics Properties. The other segments are Property Development, Russia, Property Investment Companies and other.

JANUARY-MARCH 2015 IN BRIEF (compared with 1 January – 31 March 2014)	3
KEY FIGURES	
KEY FIGURES ACCORDING TO EPRA BEST PRACTICES RECOMMENDATIONS	3
PRESIDENT AND CEO KARI INKINEN	4
PROSPECTS FOR 2015	4
BUSINESS CONDITIONS – FINLAND	4
BUSINESS CONDITIONS – RUSSIA	4
OPERATIONS AND PROPERTY ASSETS 1 JANUARY – 31 MARCH 2015	5
RENTAL OPERATIONS	ε
DIVESTMENTS AND INVESTMENTS	8
RESULTS BY SEGMENT	9
CASH FLOW AND FINANCING	14
PERSONNEL	14
ANNUAL REMUNERATION AND INCENTIVE SCHEMES	14
GROUP STRUCTURE	15
SPONDA'S SHARE AND SHAREHOLDERS	15
ANNUAL GENERAL MEETING	16
BOARD OF DIRECTORS AND AUDITORS	16
BOARD COMMITTEES	16
SPONDA'S MANAGEMENT	17
ENVIRONMENTAL RESPONSIBILITY	17
RISKS AND UNCERTAINTY FACTORS IN THE NEAR FUTURE	17
EVENTS AFTER THE PERIOD	17
PROSPECTS FOR 2015	18
SPONDA PLC INTERIM REPORT 1 JANUARY – 31 MARCH 2015, TABLES	19
NOTES TO THE INTERIM REPORT	25

## Sponda Plc's interim report January–March 2015

#### JANUARY-MARCH 2015 IN BRIEF (compared with 1 January - 31 March 2014)

- Total revenue was EUR 57.2 (63.5) million. The decline was primarily due to properties sold in 2014.
- Net operating income was EUR 39.6 (44.0) million.
- Operating profit was EUR 27.6 (31.7) million. This includes a fair value change of EUR -9.9 (-6.7) million.
- Cash flow from operations per share was EUR 0.08 (0.09).
- The fair value of the investment properties amounted to EUR 3,147.4 (3,253.4)
- Net assets per share totalled EUR 4.50 (4.49).
- The economic occupancy rate was 86.8% (86.2%).

#### **KEY FIGURES**

	1-3/2015	1-3/2014	1-12/2014
Total revenue, M€	57.2	63.5	246.7
Net operating income, M€	39.6	44.0	176.0
Operating profit, M€	27.6	31.7	151.7
Earnings per share, €	0.04	0.04	0.24
Cash flow from operations per share, €	0.08	0.09	0.37
Equity per share, €	4.50	4.49	4.65
Equity ratio*, %	39.8	39.6	41.0
Interest cover ratio	3.5	3.1	3.3

<sup>\*)</sup> The figure for 1–3/2014 has been adjusted as a result of the adoption of the IFRIC 21 Levies interpretation.

#### KEY FIGURES ACCORDING TO EPRA BEST PRACTICES RECOMMENDATIONS

	1-3/2015	1-3/2014	1-12/2014
EPRA Earnings, M€	24.9	25.3	101.6
EPRA Earnings per share, €	0.09	0.09	0.36
Company adjusted Earnings, M€	24.6	26.0	108.7
Company adjusted Earnings per share, €	0.09	0.09	0.38
EPRA NAV/share, €	5.30	5.18	5.45
EPRA NNNAV/share, €	4.34	4.37	4.49
EPRA Net Initial Yield (NIY), %	5.44	5.64	5.18
EPRA "topped-up" NIY, %	5.45	5.65	5.19
EPRA Vacancy rate, %	13.19	13.79	12.96
EPRA Cost Ratio (including direct vacancy costs), %			17.26
EPRA Cost Ratio (excluding direct vacancy costs), %			11.96



#### PRESIDENT AND CEO KARI INKINEN

As expected, the first quarter of 2015 was stable. The Group's economic occupancy rate was more than half a percentage point higher than at the corresponding time last year. The change in fair value of Sponda's properties was EUR -9.9 million. This was mainly due to a fall in market rents for properties in Russia.

The Ruoholahti office building was completed in March. The property is almost fully occupied. Sponda's remaining three development projects are progressing on schedule and within budget. In March, we decided to start construction on the Ratina shopping centre in Tampere. Comprised of three buildings, the shopping centre will be a versatile hub for recreation and entertainment in Tampere. Construction has already begun and the shopping centre will be completed in spring 2018.

#### **PROSPECTS FOR 2015**

Sponda provides prospects for 2015 with regard to the development of the company's net operating income and adjusted EPRA Earnings.

Net operating income

Sponda estimates that the net operating income for 2015 will amount to EUR 158-168 million. The estimate is based on the company's view of property sales to be completed and the development of rental operations during the year.

Adjusted EPRA Earnings

Sponda estimates that company adjusted EPRA Earnings in 2015 will amount to EUR 95-105 million. This outlook is based on the development of net operating income and the company's estimate of the development of financial expenses.

#### **BUSINESS CONDITIONS - FINLAND**

According to preliminary data from Statistics Finland, Finnish GDP declined by 0.2% in October-December compared to the preceding quarter. The full-year GDP growth rate for 2014 was -0.1%.

According to the spring forecast by the Finnish Ministry of Finance, GDP will grow by 0.5% in 2015. Exports are expected to grow faster than imports. Private consumption is predicted to grow by 0.5%, while the unemployment rate is expected to rise to 8.8%.

According to KTI Property Information, the transaction volume for the first guarter of 2015 amounted to EUR 0.46 billion, which is slightly over one third of the previous quarter's volume. International investors accounted for 39% of the total. Share of the residential portfolios was the highest in terms of both units and volume. The transaction market is expected to remain active as in 2014.

According to Jones Lang LaSalle, the rental market in central Helsinki remained unchanged in the first guarter. The net rental level for prime office space was approximately EUR 300/m²/year and the yield requirement was approximately 5.0%.

#### **BUSINESS CONDITIONS - RUSSIA**

According to a Bank of Finland forecast, Russian GDP grew by 0.6% in 2014. Forecasts indicate that the Russian GDP will decline by 4% in 2015. The reasons for this expected contraction of the Russian economy include the fall in oil price, a decline in private investment, lower private consumption due to rapid inflation, declining domestic demand, lower imports, the weakness of the rouble and declining export revenue. The investment market remained subdued in January-March, as in the preceding

quarter. According to preliminary data from CBRE, the volume was approximately USD



0.4 billion, which is 25% higher than in the fourth quarter of 2014. Moscow accounted for 96% of this volume, and St. Petersburg for 4%. Approximately 88% of the volume is from office premises transactions and only 9% for retail premises transactions.

The preliminary information from CBRE indicates that the average vacancy rate for office premises in Moscow increased to 17% in the first quarter. At the end of March, the vacancy rate for Class A office space was 27.4%, while the vacancy rate for Class B office space was 13.6%. Decreased demand and the massive volume of newly constructed premises create upward pressure on vacancy rates and downward pressure on rents.

Some 1.4 million m<sup>2</sup> of new office space was completed in Moscow in 2014. According to information from CBRE, the rate of new construction will be similar in 2015.

#### OPERATIONS AND PROPERTY ASSETS 1 JANUARY - 31 MARCH 2015

Net operating income from all of Sponda's property assets totalled EUR 39.6 (44.0) million in January–March 2015. Of this total, office premises accounted for 64%. shopping centres for 22%, logistics premises for 5% and the Russia unit for 9%. On 31 March 2015, Sponda had a total of 168 leasable properties, with an aggregate leasable area of approximately 1.2 million m<sup>2</sup>. Of this total, approximately 63% is office premises, 13% shopping centres and 20% logistics premises. Some 4% of the leasable area of the properties is located in Russia.

The fair values of Sponda's investment properties are confirmed as a result of the company's own cash flow-based yield value calculations. The assessment method complies with International Valuation Standards (IVS). The data used in the calculations of fair value is audited at least twice a year by external experts to ensure that the parameters and values used in the calculations are based on market observations.

At the end of March 2015, the fair value of Sponda's investment properties was assessed internally for both Finland and Russia. No changes were made to yield requirements in the internal assessment. The change in fair value of the investment properties was EUR -9.9 (-6.7) million. The value of Sponda's properties in Finland were stable after maintenance investments. The negative change in the fair value of properties in Russia was attributable to a decline in market rents. The changes in fair values are itemised in the table "Valuation gains/losses on fair value assessment".

#### Valuation gains/losses on fair value assessment M€

	1-3/2015	1-3/2014	1-12/2014
Changes in yield requirements (Finland)	0.0	0.0	15.7
Changes in yield requirements (Russia)	0.0	0.0	-10.0
Development gains on property development projects	1.1	0.0	5.5
Modernisation investments	-11.0	-5.4	-42.0
Change in market rents and maintenance costs (Finland)	9.2	5.4	40.3
Change in market rents and maintenance costs (Russia)	-12.5	-7.2	-19.3
Change in currency exchange rates	3.3	-1.2	5.9
Investment properties, total	-9.9	-8.5	-3.9
Real estate funds	0.0	0.1	-1.8
Realised share of real estate fund profits	0.0	1.7	5.5
Group, total	-9.9	-6.7	-0.2

Sponda has determined the fair values of its investment properties in accordance with the company's established accounting principles. A higher than usual level of uncertainty is related to the valuation due to the economic situation in Russia, sanctions and strong fluctuations in the rate of the rouble. Especially the lack of comparable sales, changes to lease agreements agreed upon with tenants and the rouble becoming increasingly common as the contract currency have increased uncertainty.

## Changes in Sponda's investment property assets

Sponda's investment properties in total 1.1.–31.3.2015, M€	Total	Office properties	Shopping centres	Logistics	Property develop ment	Russia
Operating income	56.9	36.2	11.6	4.0	0.1	4.9
Maintenance expenses	-17.1	-10.7	-2.8	-2.0	-0.4	-1.2
Net operating income	39.8	25.5	8.8	2.0	-0.3	3.7
Investment properties on 1 January 2015	3,142.1	1,853.5	726.0	205.1	133.1	224.4
Capitalised interest 2015	0.1	0.0	0.0	0.0	0.1	0.0
Acquisitions	0.0	0.0	0.0	0.0	0.0	0.0
Investments	21.7	10.3	0.4	0.2	10.8	0.0
Transfers between segments	0.0	0.0	0.0	0.0	0.0	0.0
Sales	-6.6	-6.6	0.0	0.0	0.0	0.0
Change in fair value	-9.9	0.5	-2.2	0.0	1.1	-9.3
Investment properties on 31 March 2015	3,147.4	1,857.7	724.3	205.3	145.0	215.2
-includes investment properties held for sale	11.3	11.3				
Change in fair value, %	-0.3	0.0	-0.3	0.0	0.8	-4.1
Weighted average yield requirement %	6.5	6.4	5.7	8.3		9.6
Weighted average yield requirement %, Finland	6.3					

#### **RENTAL OPERATIONS**

Expired lease agreements and new agreements that came into effect in the first quarter of the year were as follows:

	Number (agreements)	Area (m²)	EUR/m²/ month
New agreements that came into effect during the period	74	12,867	17.30
Expired during the period	73	23,583	13.90
Renewed during the period	51	40,781	13.00

The expired agreements and agreements that came into effect do not necessarily pertain to the same segments and properties.

Sponda calculates the growth in net rental yield for its properties according to EPRA Best Practices Recommendations by using a like-for-like net rental growth formula based on a comparable property portfolio owned by the company for two years. Like-for-like net rental growth was 0.7% (1.1%) for office premises, 0.5% (2.1%) for shopping centres, 15.5% (2.9%) for logistics premises and -7.2% (-13.2%) for properties in Russia. The likefor-like for Russia is adjusted for changes in exchange rate to better reflect the true change. All of Sponda's lease agreements in Finland are tied to the cost of living index.

The economic occupancy rates by type of property and geographical area were as follows:

Type of property	31.3.2015	31.12.2014	30.9.2014	30.6.2014	31.3.2014
Office properties, %	87.9	88.5	88.3	87.9	88.2
Shopping centres, %	90.3	91.2	89.3	90.4	92.9
Logistics, %	68.5	64.9	65.6	71.9	71.7
Russia, %	90.1	90.4	89.4	89.0	88.4
Total property portfolio, %	86.8	87.0	86.5	85.7	86.2

Geographical area	31.3.2015	31.12.2014	30.9.2014	30.6.2014	31.3.2014
Helsinki business district, %	88.2	89.3	88.3	89.4	89.4
Helsinki Metropolitan Area, %	83.6	83.1	83.2	82.2	82.8
Turku, Tampere, Oulu, %	92.9	93.2	92.2	90.4	92.9
Russia, %	90.1	90.4	89.4	89.0	88.4
Total property portfolio, %	86.8	87.0	86.5	85.7	86.2

Total cash flow from lease agreements at the end of March 2015 was EUR 1,030.6 (1,179.1) million. Sponda had 1,899 clients and a total of 2,958 lease agreements. The company's largest tenants were the State of Finland (7.8% of rental income), Kesko Group (5.1% of rental income), HOK-Elanto (4.1% of rental income) and Danske Bank Oyi (3.6% of rental income). Sponda's 10 largest tenants generate approximately 31% of the company's total rental income. Sponda's tenants by sector were as follows:

Sector	% of net rental income
Professional	6.4
Energy	0.3
Public	12.4
Wholesale/retail	24.7
Education	1.3
Logistics	3.8
Hotels	5.6
Media	4.1
Other services	14.4
Banking	9.0
Construction	3.3
Industry	4.0
Healthcare	4.9
Telecommunications	5.5
Other	0.3

The average length of all lease agreements was 4.1 (4.6) years. The average length of lease agreements was 4.2 (4.5) years for office properties, 5.5 (6.2) years for shopping centres, 3.3 (4.6) years for logistics properties and 2.2 (2.5) years for properties in Russia. The lease agreements expire as follows:

	% of rental income 31 March 2015	% of rental income 31 March 2014
Within 1 year	14.3	11.9
Within 2 years	14.6	10.0
Within 3 years	15.8	13.4
Within 4 years	9.4	12.3
Within 5 years	6.8	8.0
Within 6 years	5.0	4.2
After more than 6 years	22.7	27.0
Valid indefinitely	11.6	13.2

#### **DIVESTMENTS AND INVESTMENTS**

#### **Divestments M€**

	1.131.3.2015	1.131.3.2014	1.131.12.2014
Properties sold			
Selling price	6.3	0.3	237.2
Profit/loss on sale*	-0.3	0.1	0.6
Balance sheet value	6.6	0.2	236.6

<sup>\*)</sup> Includes transaction costs



#### Investments M€

	1.131.3.2015	1.131.3.2014	1.131.12.2014
Properties acquired	0.0	0.0	-65.0
Maintenance investments	-11.0	-5.4	-42.0
Property development investments	-10.8	-3.3	-22.0

Property development investments were mainly directed to the construction of office buildings in Ilmala and Lassila in Helsinki.

#### **RESULTS BY SEGMENT**

Sponda changed its reporting segments effective from the beginning of 2015. The Real Estate Funds segment was discontinued as of 1 January 2015. The segments under the Investment Properties business unit are Office Properties, Shopping Centres and Logistics Properties. The other segments are Property Development, Russia and Property Investment Companies. In addition, Sponda reports the Other segment, which includes expenses not attributed to any segment, as well as tax and financing expenses and any operating segments for which separate segment information does not need to be presented. The Other segment's figures for the previous financial year are adjusted to correspond to the changes in segment structure and composition.

#### Office Properties

	1-3/2015	1-3/2014	1-12/2014
Total revenue, M€	36.3	35.2	141.8
Net operating income, M€	25.5	24.6	103.0
Operating profit, M€	22.8	22.9	112.9
EPRA Net Initial Yield (NIY), %	5.6	5.6	5.4
Economic occupancy rate, %	87.9	88.2	88.5
Fair value of properties, M€	1,857.7	1,759.4	1,853.5
-of which investment properties held for sale	11.3		
Change in fair value from beginning of year, M€	0.5	0.5	18.5
Leasable area, m <sup>2</sup>	758,000	758,000	766,500

Investments and divestments in the Office Properties segment during the period were:

	1.131.3.2015	1.131.3.2014	1.131.12.2014
Properties sold			
Selling price	6.3	0.3	20.6
Profit/loss on sale	-0.3	0.1	0.7
Balance sheet value	6.6	0.2	19.9
Properties acquired	0.0	0.0	-65.0
Maintenance investments	-10.2	-4.8	-34.4
Property development investments	-0.1	-1.1	-2.1

The lease agreements will expire as follows:

	% of rental income 31 March 2015	% of rental income 31 March 2014
Within 1 year	9.2	11.7
Within 2 years	16.0	9.3
Within 3 years	18.9	14.6
Within 4 years	8.1	14.0
Within 5 years	8.0	6.7
Within 6 years	2.7	3.3
After more than 6 years	21.2	22.3
Valid indefinitely	16.0	18.0

### **Shopping Centres**

	1-3/2015	1-3/2014	1-12/2014
Total revenue, M€	11.6	11.7	45.8
Net operating income, M€	8.8	8.8	35.2
Operating profit, M€	5.9	8.1	36.0
EPRA Net Initial Yield (NIY), %	4.9	5.4	4.7
Economic occupancy rate, %	90.3	92.9	91.2
Fair value of properties, M€	724.3	717.6	726.0
Change in fair value from beginning of year, M€	-2.2	0.1	3.8
Leasable area, m <sup>2</sup>	153,500	151,000	151,000

Investments and divestments in the Shopping Centres segment during the period were:

	1.131.3.2015	1.131.3.2014	1.131.12.2014
Properties sold			
Selling price	0.0	0.0	0.0
Profit/loss on sale	0.0	0.0	0.0
Balance sheet value	0.0	0.0	0.0
Properties acquired	0.0	0.0	0.0
Maintenance investments	-0.4	0.0	-4.7
Property development investments	0.0	0.0	0.0

The lease agreements will expire as follows:

	% of rental income 31 March 2015	% of rental income 31 March 2014
Within 1 year	7.5	5.6
Within 2 years	9.4	6.9
Within 3 years	10.4	9.5
Within 4 years	7.7	9.5
Within 5 years	3.5	8.8
Within 6 years	15.2	1.1
After more than 6 years	42.2	55.9
Valid indefinitely	4.1	2.7

### **Logistics Properties**

	1-3/2015	1-3/2014	1-12/2014
Total revenue, M€	4.0	9.1	30.8
Net operating income, M€	2.0	5.6	18.9
Operating profit, M€	2.3	5.1	11.1
EPRA Net Initial Yield (NIY), %	4.4	5.6	4.1
Economic occupancy rate, %	68.5	71.7	64.9
Fair value of properties, M€	205.3	426.6	205.1
Change in fair value from beginning of year, M€	0.0	-0.1	-6.0
Leasable area, m <sup>2</sup>	248,500	478,500	248,500

Investments and divestments in the Logistics Properties segment during the period were:

	1.131.3.2015	1.131.3.2014	1.131.12.2014
Properties sold			
Selling price	0.0	0.0	216.7
Profit/loss on sale	0.0	0.0	0.0
Balance sheet value	0.0	0.0	216.7
Properties acquired	0.0	0.0	0.0
Maintenance investments	-0.2	-0.2	-2.4
Property development investments	0.0	0.0	1.1

The lease agreements will expire as follows:

	% of rental income 31 March 2015	% of rental income 31 March 2014
Within 1 year	17.9	9.6
Within 2 years	14.0	11.6
Within 3 years	10.8	9.7
Within 4 years	9.5	4.5
Within 5 years	14.1	9.5
Within 6 years	1.6	14.2
After more than 6 years	16.4	25.0
Valid indefinitely	15.8	15.9

#### **Property Development**

The balance sheet value of Sponda's property development portfolio stood at EUR 145.0 million at the end of March 2015. Of this total, EUR 49.8 million was in undeveloped land sites and the remaining EUR 95.2 million was tied up in property development projects in progress. The value of unused building rights is presented in the assets of the segment concerned for investment properties that have a building, and as part of the Property Development segment for building rights for unbuilt land.

Sponda's property development operations comprise new construction projects and the refurbishment of existing properties. During the review period, the Property Development unit had invested a total of EUR 10.8 million. The investments were primarily directed to the construction of office buildings in Ilmalanrinne and Lassila.

In March 2015, Sponda made the decision to develop the Ratina shopping centre in Tampere. Ratina will be Tampere's largest and most upscale shopping centre, situated in a unique location in the heart of the city. Comprised of three buildings, the shopping centre will be a versatile hub for recreation and entertainment in Tampere.

The construction of the Ratina shopping centre began in April 2015 with excavation work on the new Valo-Ratina building, and the shopping centre is estimated to be completed in spring 2018. The complex comprises a total of approximately 53,000 m<sup>2</sup> of retail and service premises with more than 150 businesses. The project's total investment, including the land value, is estimated at approximately EUR 240 million, with some EUR 40 million invested to date. The project's target development margin is 15% and the estimated net yield on cost is 7.5%. The shopping centre's pre-let rate is approximately 30%.

Sponda is constructing a three-building office complex in Ilmala, Helsinki for use by Sweco. The project is expected to be completed in December 2015. The project's investment size is approximately EUR 57 million and the office complex is fully pre-let.

In addition, Sponda started construction in June 2014 on a new office building with a floor area of approximately 4,600 m² in Helsinki's Lassila district. The total investment of the project will be approximately EUR 10.6 million. The building's main tenant will be Kone Elevators Finland and the project is set to be completed in June 2015. The property is approximately 50% pre-let.



#### Russia

	1-3/2015	1-3/2014	1-12/2014
Total revenue, M€	4.9	5.7	22.2
Net operating income, M€	3.7	4.1	15.8
Operating profit, M€	-6.3	-5.4	-10.6
EPRA Net Initial Yield (NIY), %	6.9	6.7	6.0
Economic occupancy rate, %	90.1	88.4	90.4
Fair value of properties, M€	215.2	239.4	224.4
Change in fair value from beginning of year, M€	-9.3	-8.9	-23.8
Leasable area, m <sup>2</sup>	44,500	44,500	44,500

The substantial depreciation of the rouble is affecting tenants' ability to pay rent in Russia. In the current market situation, Sponda has had to negotiate temporary reductions in rent with several tenants. The negotiations particularly concern dollar-linked

Investments in and divestments of properties in the Russia unit during the period were:

	1.131.3.2015	1.131.3.2014	1.131.12.2014
Properties sold			
Selling price	0.0	0.0	0.0
Profit/loss on sale*	0.0	0.0	0.0
Balance sheet value	0.0	0.0	0.0
Properties acquired	0.0	0.0	0.0
Maintenance investments	0.0	-0.4	-0.4
Property development investments	0.0	0.0	0.0
*) Includes sales costs			

The typical length of a lease in Russia is 11 months. Sponda's lease agreements in Russia conform to this practice, with the exception of the Western Realty (Ducat II) and Bakhrushina House properties in Moscow, where the leases are for longer periods than average. The lease agreements will expire as follows:

	% of rental income 31 March 2015	% of rental income 31 March 2014
Within 1 year	45.1	29.0
Within 2 years	15.9	17.7
Within 3 years	11.7	19.0
Within 4 years	18.1	19.2
Within 5 years	2.1	12.1
Within 6 years	2.4	0.4
After more than 6 years	4.7	2.7
Valid indefinitely	0.0	0.0

#### **Property Investment Companies**

Sponda owns approximately 38% of the share capital of Certeum, a property investment company that specialises in logistics and industrial properties. Sponda's share of Certeum Oy's result for the period 1 January – 31 March 2015 is EUR 3.6 million.

Sponda's holding in Russia Invest, which invests in property development projects in Russia, is 27%. Russia Invest purchased from SRV a 55% share in the Okhta Mall shopping centre project, which is Phase I of the Septem City project located in St. Petersburg. The investment amounted to approximately EUR 17.4 million at the end of March 2015.

First Top LuxCo invests in office and retail properties outside Finland's largest cities. Sponda's holding in the fund is 20%. Sponda's investment in the fund amounted to EUR 2.0 million on 31 March 2015.

#### **CASH FLOW AND FINANCING**

Sponda's net cash flow from operations in the period under review totalled EUR 27.0 (37.4) million. Net cash flow from investing activities was EUR -16.8 (-9.6) million and the net cash flow from financing activities was EUR -12.1 (-21.5) million. Net financing costs for the period totalled EUR -12.6 (-15.3) million. Financial income and expenses include EUR 0.0 (-1.8) million in unrealised change in the fair value of derivatives. Interest expenses of EUR 0.1 (0.1) million were capitalised.

Sponda's equity ratio on 31 March 2015 stood at 39.8% (39.6%) and the gearing ratio was 128.1% (131.0%). Interest-bearing debt amounted to EUR 1,775.2 (1,816.8) million and the average maturity of loans was 1.9 (2.2) years. The average interest rate was 2.8% (3.1%) including interest derivatives. Fixed-rate and interest-hedged loans accounted for 76% (78%) of the loan portfolio. The average fixed interest rate period of the debt portfolio was 2.1 (2.4) years. The interest cover ratio, which describes the company's solvency, was 3.5 (3.1).

Sponda applies hedge accounting to the interest derivatives which meet the criteria for hedge accounting. Changes in the fair value of interest derivatives that fall under hedge accounting are recognised in equity on the balance sheet. Changes in the fair value of other interest derivatives and currency options are recorded in the income statement.

Sponda Group's debt portfolio on at the end of March 2015 comprised EUR 335 million in syndicated loans, EUR 470 million in bonds, EUR 330 million in issued commercial papers, and EUR 640 million in loans from financial institutions. Sponda had EUR 480 million in unused credit limits. Sponda Group had mortgaged loans of EUR 179.5 million, or 5.2% of the consolidated balance sheet.

#### **PERSONNEL**

During the review period Sponda Group had, on average, 104 (119) employees, of whom 94 (109) worked for parent company Sponda Plc. On 31 March 2015, Sponda Group had a total of 106 (120) employees, of whom 96 (110) were employed by the parent company Sponda Plc. Sponda has personnel in Finland and in Russia. Sponda's sales and administration costs in January–March 2015 were EUR -5.8 (-5.5) million.

#### **ANNUAL REMUNERATION AND INCENTIVE SCHEMES**

Sponda has an annual remuneration scheme that covers all employees and is based on both company objectives and personal targets. The key factors affecting the individual's bonus are profitability and business development. Sponda's employees have the opportunity to participate annually in a Share Programme, the target group of which includes all employees of Group companies, excluding persons in an employment or



service relationship with the Group who are included in Sponda's long-term share-based incentive scheme.

Sponda also has a long-term share-based incentive scheme with three three-year vesting periods, the calendar years 2013–2015, 2014–2016 and 2015–2017. The Board of Directors will decide on the earning criteria and on the targets to be laid down for the earning criteria for each vesting period. The earning criteria for the vesting periods 1 January 2013–31 December 2015, 1 January 2014–31 December 2016 and 1 January 2015–31 December 2017 are the Group's average Return on Capital Employed (ROCE) for the financial years in question and cumulative Operational Cash Earnings Per Share (CEPS) for the financial years in question, as well as property sales.

The long-term incentive scheme currently covers the members of the Executive Board, six people in all. The Board of Directors can decide to include new key personnel in the scheme. The incentive scheme is described in more detail in the company's stock exchange releases dated 20 March 2012, 1 February 2013, 1 November 2013, 5 February 2014 and 5 February 2015.

#### **GROUP STRUCTURE**

Sponda Group comprises the parent company, the subsidiary Sponda Kiinteistöt Oy and the Group's mutually-owned property companies, which are either wholly or majority-owned by Sponda Plc or Sponda Kiinteistöt Oy. Sponda Group also includes the management companies for Sponda's real estate funds as well as Sponda Russia Ltd and its subsidiaries.

#### SPONDA'S SHARE AND SHAREHOLDERS

The weighted average price of the Sponda share in January–March 2015 was EUR 4.09. The highest quotation on NASDAQ OMX Helsinki Ltd was EUR 4.57 and the lowest EUR 3.49. Turnover during the period totalled 31.9 million shares, or EUR 130.4 million. The closing price of the share on 31 March 2015 was EUR 3.99 and the market capitalisation of the company's share capital was EUR 1,153.8 million.

The Annual General Meeting on 16 March 2015 authorised the Board of Directors to purchase the company's own shares. The authorisation is valid until the next Annual General Meeting. The authorisation was not exercised during the review period.

The Annual General Meeting also authorised the Board of Directors to decide on a share issue and on the issuance of special rights conferring entitlement to the shares referred to in Chapter 10, Section 1 of the Finnish Companies Act in accordance with the proposal of the Board of Directors. The authorisation is valid until the next Annual General Meeting. The authorisation was not exercised during the review period.

On 31 March 2015 the company had a total of 8,818 shareholders and its ownership structure was as follows:

	Number of shares	Holding, %
Public entities	32,751,071	11.6
Nominee-registered	143,654,338	50.7
Financial and insurance institutions, total	33,264,630	11.8
Households	21,128,915	7.5
Private corporations, total	45,453,496	16.1
Non-profit organisations, total	2,803,020	1.0
Foreign owners, total	4,019,992	1.4
Total number of shares	283,075,462	100.0



No flagging notices were issued during the period under review.

#### **ANNUAL GENERAL MEETING**

The Annual General Meeting of Sponda Plc was held in Helsinki on 16 March 2015. The meeting adopted the consolidated financial statements and the parent company's financial statements for the financial year 2014 and discharged the members of the Board of Directors and the CEO from liability.

The Annual General Meeting resolved to pay a dividend of EUR 0.19 per share for the financial period 2014 in accordance with the proposal of the Board of Directors. The number of the members of the Board of Directors was confirmed as seven (7). The current members Kaj-Gustaf Bergh, Christian Elfving, Paul Hartwall, Juha Laaksonen, Leena Laitinen, Arja Talma and Raimo Valo were re-elected to the Board of Directors for the term until the close of the Annual General Meeting in 2016. At its constitutive meeting after the Annual General Meeting, the Board of Directors elected Kaj-Gustaf Bergh as Chairman and Arja Talma as Deputy Chairman.

The Annual General Meeting confirmed the remuneration of the Board of Directors as follows: the Chairman of the Board shall be paid EUR 66,000 per year, the Deputy Chairman EUR 40,000 per year and the other members EUR 33,000 per year. Of this annual remuneration, 40% is paid in Sponda Plc shares purchased on the market. The shares will be purchased within two weeks of the publication of the interim report for January–March 2015. The Annual General Meeting further confirmed that the Chairman of the Board shall be paid a compensation of EUR 1,000 and the other Board members EUR 600 for Board meetings attended and that the Board members shall be paid EUR 600 for each committee meeting attended, and that the Chairman of the Audit Committee shall be paid EUR 1,000 for each Audit Committee meeting attended. It was further resolved that travel costs will be reimbursed in accordance with the principles approved by the Finnish Tax Administration.

The stock exchange release on the resolutions of the Annual General Meeting is available on Sponda's website at www.sponda.fi > Investors > Governance > General meetings.

#### **BOARD OF DIRECTORS AND AUDITORS**

Sponda's Board of Directors has seven members: Kaj-Gustaf Bergh (Chairman), Christian Elfving, Paul Hartwall, Juha Laaksonen, Leena Laitinen, Arja Talma (Deputy Chairman) and Raimo Valo.

The Board of Directors assesses that, of its members, Juha Laaksonen, Leena Laitinen, Arja Talma and Raimo Valo are independent of the company and its major shareholders and Kaj-Gustaf Bergh, Christian Elfving and Paul Hartwall are independent of the company.

APA Esa Kailiala and authorised public accountants KPMG Oy Ab, with APA Lasse Holopainen as the responsible auditor and APA Petri Kettunen as the deputy auditor, will serve as the company's auditors for a term ending at the close of the next Annual General Meeting.

#### **BOARD COMMITTEES**

The members of the Audit Committee are as follows: Arja Talma (Chairman), Raimo Valo (Deputy Chairman), Paul Hartwall (ordinary member) and Juha Laaksonen (ordinary member).

The members of the Structure and Remuneration Committee are as follows: Kaj-Gustaf Bergh (Chairman), Christian Elfving (Deputy Chairman) and Leena Laitinen (ordinary member).



#### SPONDA'S MANAGEMENT

Sponda Plc's President and Chief Executive Officer is Kari Inkinen. The Executive Board comprises the President and CEO, the CFO, the SVP for Corporate Planning and IR, and the heads of the business units, in total six persons.

In March, Sponda's CFO Erik Hjelt resigned from his position. He will leave the company by the end of May 2015.

#### **ENVIRONMENTAL RESPONSIBILITY**

Environmental responsibility is one of Sponda's strategic priorities. The main goals of Sponda's environmental responsibility are related to reducing the energy consumption and CO2 emissions of properties, decreasing water consumption, maximising the waste recovery rate and increasing the recycling rate. Sponda works together with customers to reduce the environmental impacts arising from the use of properties. In new construction and renovation, Sponda observes the principles of sustainable development by implementing projects in accordance with international environmental certification systems.

On 20 February 2015, Sponda published its first integrated Annual Report in accordance with the GRI G4 reporting framework. The Annual Report includes information on the company's financial situation as well as responsibility targets and indicators.

In December 2014, Sponda became the first Finnish listed property investment company to sign the UN Global Compact initiative. Sponda signed the UN Global Compact to mark the company's commitment to ten principles related to human rights, labour, the environment, and anti-corruption. Responsibility principles constitute a part of the Code of Conduct drafted by Sponda, which lays a foundation for the company's responsibility efforts and their management as well as for its stakeholder cooperation.

#### RISKS AND UNCERTAINTY FACTORS IN THE NEAR FUTURE

Sponda estimates that the risks and uncertainty factors in the current financial year are primarily related to the development of the Finnish and Russian economies.

In Russia, these risks are related to the decline of tenants' solvency and a decrease in the economic occupancy rate. The depreciation of the Russian rouble may cause tenant insolvency and a decrease in property values. The operations in Russia present a foreign exchange risk to Sponda. Changes in exchange rates may cause exchange rate losses that have a negative impact on the company's financial result. The uncertain situation in the Russian market may slow down the sale of Sponda's properties in Russia in 2015.

The weak development of the Finnish economy may cause a decline in net operating income and tenant insolvency.

For Sponda's property development projects, the key risk is related to the degree of success in leasing premises.

#### **EVENTS AFTER THE PERIOD**

In April, Sponda signed a loan agreement with Danske Bank Plc for a five-year unsecured loan of EUR 115 million. The agreement extends the loan, which was originally set to mature in July 2015, until April 2020. The latest drawdown date of the loan is in July 2015.

The margin on the loan corresponds with current market levels. The most important covenants (equity ratio and interest cover ratio) of the arrangement are the same as those of Sponda's other loans.



#### **PROSPECTS FOR 2015**

Sponda provides prospects for 2015 with regard to the development of the company's net operating income and adjusted EPRA Earnings.

#### Net operating income

Sponda estimates that the net operating income for 2015 will amount to EUR 158–168 million. The estimate is based on the company's view of property sales to be completed and the development of rental operations during the year.

#### Adjusted EPRA Earnings

Sponda estimates that company adjusted EPRA Earnings in 2015 will amount to EUR 95–105 million. This outlook is based on the development of net operating income and the company's estimate of the development of financial expenses.

5 May 2015 Sponda Plc Board of Directors

#### Additional information:

Kari Inkinen, President and CEO, tel. +358 20 431 3311 or +358 400 402 653 and Pia Arrhenius, SVP, Corporate Planning and IR, tel. +358 20 431 3454 or +358 40 527 4462.

Distribution: NASDAQ OMX Helsinki Media www.sponda.com



Interim Report 1.1.–31.3.2015

18

### SPONDA PLC INTERIM REPORT 1 JANUARY - 31 MARCH 2015, TABLES

## **Consolidated income statement**

	1-3/2015	1-3/2014	1-12/2014
Total revenue			
Rental income and recoverables	57.1	61.9	241.4
Interest income from finance leasing agreements	0.1	0.1	0.3
Fund management fees	0.0	1.5	4.9
	57.2	63.5	246.7
Expenses			
Maintenance expenses	-17.5	-19.3	-69.8
Direct fund expenses	0.0	-0.3	-0.8
	-17.5	-19.5	-70.6
Net operating income	39.6	44.0	176.0
Profit/loss on sales of investment properties	-0.5	0.1	0.6
Valuation gains/losses on fair value assessment	-9.9	-6.7	-0.2
Profit/loss on sales of trading properties	0.0	0.1	2.0
Sales and marketing expenses	-0.6	-0.4	-2.2
Administrative expenses	-5.2	-5.1	-19.9
Share of result of associated companies	3.6	0.0	-3.5
Other operating income	0.7	0.0	0.3
Other operating expense	-0.1	-0.3	-1.5
Operating profit	27.6	31.7	151.7
Financial income	3.2	3.4	18.2
Financial expenses	-15.7	-18.8	-74.1
Total amount of financial income and expenses	-12.6	-15.3	-55.9
Profit before taxes	15.0	16.4	95.7
Income taxes for current and previous fiscal years	-0.8	-0.4	-1.8
Deferred taxes	-2.9	-3.0	-20.4
Income taxes, total	-3.7	-3.5	-22.2
Profit/loss for the period	11.3	12.9	73.6
Attributable to:			
Equity holders of parent company	11.3	12.9	73.6
Non-controlling interest	0.0	0.0	0.0
Earnings per share based on profit attributable to equity holders of the parent company			
Basic and diluted, €	0.04	0.04	0.24

#### Consolidated statement of other comprehensive income М€

inc.	1-3/2015	1-3/2014	1-12/2014
Profit/loss for the period	11.3	12.9	73.6
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Actuarial gains/losses of defined benefit pension plans	0.0	0.0	-0.2
Taxes on items that will not be reclassified to profit or loss	0.0	0.0	0.0
Change in tax rate, revaluation reserve	0.0	0.0	0.0
Items that will not be reclassified to profit or loss, total	0.0	0.0	-0.1
Items that may be reclassified subsequently to profit or loss			
Changes in associated companies recognised directly in comprehensive income	-0.5	0.0	-1.4
Net loss/profit from cash flow hedges	0.3	-4.1	-15.6
Translation differences	1.9	-0.2	-3.3
Taxes on items that may be reclassified subsequently to profit or loss	-0.6	1.2	5.2
Items that may be reclassified subsequently to profit or loss, total	1.2	-3.1	-15.1
Other comprehensive income for the period after taxes	1.2	-3.1	-15.3
Comprehensive profit/loss for the period	12.5	9.8	58.3
Attributable to:			
Equity holders of parent company	12.5	9.8	58.3
Non-controlling interest	0.0	0.0	0.0

## Consolidated balance sheet

М€

	31.3.2015	31.3.2014	31.12.2014
ASSETS			
Non-current assets			
Investment properties	3,136.1	3,253.4	3,142.1
Investments in real estate funds	19.4	88.9	18.6
Investments in associated companies	174.8	-	171.6
Property, plant and equipment	13.2	12.5	13.2
Goodwill	14.5	14.5	14.5
Other intangible assets	2.8	1.9	2.9
Finance lease receivables	2.7	2.7	2.7
Other investments	2.2	7.6	2.2
Deferred tax assets	25.1	28.0	25.1
Non-current assets total	3,390.9	3,409.7	3,393.0

Total borrowings  Total equity and liabilities	2,077.6 3,447.4	2,102.1 3,470.1	2,037.7 3,449.2
Total horrowings	2.077.6	2 402 4	2 027 7
Liabilities associated with non-current assets held for sale	0.5	0.0	0.0
Current liabilities total	663.1	400.3	624.1
Trade and other payables  Current liabilities total	58.2	68.6	62.4
Current interest-bearing liabilities  Trade and other payables	604.9	331.6	561.7
	004.0	004.0	F04 =
Current liabilities			
Non-current liabilities total	1,413.9	1,701.9	1,413.6
Other liabilities	46.2	32.0	48.6
Interest-bearing loans and borrowings	1,170.3	1,485.1	1,169.5
Provisions	0.0	0.0	1.1
Deferred tax liabilities	197.4	184.7	194.5
Non-current liabilities			
Liabilities			
C C Coquity, total	1,503.0	1,507.5	1,411.3
Shareholders' equity, total	1,369.8	1,367.9	1,411.5
Non-controlling interest	1,300.1	1,300.1	1,409.7
. Totaliou ourilligo	1,368.1	1,366.1	1,409.7
Retained earnings	602.7	589.9	645.5
Translation differences	1.7	2.1	0.4
Other equity fund	94.0	94.0	94.0
Revaluation reserve	0.7	0.7	0.7
Fair value reserve	-35.2	-24.8	-35.1
Invested non-restricted equity reserve	433.8	433.8	433.8
Share issue premium	159.5	159.5	159.5
Share capital	111.0	111.0	111.0
Equity attributable to equity holders of the parent company			
SHAREHOLDERS' EQUITY AND LIABILITIES			
Total assets	3,447.4	3,470.1	3,449.2
Non-current assets held for sale	11.3	0.0	0.0
Non-account and to be left or and	11.0	0.0	2.0
Current assets total	45.2	60.4	56.2
Cash and cash equivalents	20.3	24.5	20.3
Trade and other receivables	17.2	28.1	28.0
Trading properties	7.8	7.8	7.8

## **Consolidated Cash Flow Statement**

M€	1-3/2015	1-3/2014	1-12/2014
Cook flow from anaroting activities	1-3/2015	1-3/2014	1-12/2014
Cash flow from operating activities	11.0	10.0	70.0
Profit for the period	11.3	12.9	73.6
Adjustments	22.7	27.1	87.0
Change in net working capital	1.3	7.6	7.6
Interest paid	-7.6	-10.2	-51.0
Interest received	0.2	0.2	0.8
Other financial items	-0.7	0.2	-2.5
Dividends received	-	-	0.0
Taxes received/paid	-0.3	-0.5	-1.9
Net cash provided by operating activities	27.0	37.4	113.5
Cash flow from investing activities			
Acquisition of investment properties	-22.3	-8.8	-94.1
Capital expenditure on real estate funds	-0.7	-0.9	-5.4
Investments in shares in associated companies	-		-47.7
Acquisition of tangible and intangible assets	0.0	-0.5	-2.7
Proceeds from sale of investment properties	6.3	0.2	105.8
Proceeds from sale of real estate funds	-	-	77.3
Capital repayments from real estate funds	-	0.4	0.4
Net cash flow from investment activities	-16.8	-9.6	33.5
Cash flow from financing activities			
Non-current loans, raised	30.0	0.1	265.3
Non-current loans, repayments	-69.0	-19.1	-341.0
Current loans, raised/repayments	80.6	48.4	-8.4
Interest paid on hybrid bond	-	-	-6.4
Dividends paid	-53.8	-51.0	-51.0
Net cash flow from financing activities	-12.1	-21.5	-141.5
Change in cash and cash equivalents	-1.9	6.3	5.6
Cash and cash equivalents, beginning of period	20.3	18.8	18.8
Impact of changes in exchange rates	1.8	-0.6	-4.0
Cash and cash equivalents, end of period	20.3	24.5	20.3

## Consolidated statement of changes in equity M€

M€											
	Share capital	Share issue premium	Invested non-restricted equity reserve	Fair value reserve	Revaluation reserve	Other equity fund	Translation differences	Retained earnings	Total	Non-controlling interest	Shareholders' equity, total
Equity 1 January 2014	111.0	159.5	433.8	-21.5	0.7	94.0	1.9	628.1	1,407.5	1.8	1,409.3
Comprehensive income											
Profit for the period								12.9	12.9	0.0	12.9
Other comprehensive income (net of tax)											
Cash flow hedges				-3.3					-3.3		-3.3
Translation differences							0.2		0.2		0.2
Comprehensive income, total				-3.3			0.2	12.9	9.8	0.0	9.8
Transactions with shareholders											
Dividend payment								-51.0	-51.0		-51.0
Transactions with shareholders, total								-51.0	-51.0		-51.0
Change								-0.2	-0.2	0.0	-0.2
Equity 31 March 2014	111.0	159.5	433.8	-24.8	0.7	94.0	2.1	589.9	1,366.1	1.8	1,367.9

	Share capital	Share issue premium	Invested non-restricted equity reserve	Fair value reserve	Revaluation reserve	Other equity fund	Translation differences	Retained earnings	Total	Non-controlling interest	Shareholders' equity, total
Equity 1 January 2015 Comprehensive	111.0	159.5	433.8	-35.1	0.7	94.0	0.4	645.5	1,409.7	1.8	1,411.5
income  Profit for the period								11.3	11.3	0.0	11.3
Other comprehensive income (net of tax)											
Changes in associated companies recognised directly in comprehens ive income				-0.4					-0.4		-0.4
Cash flow hedges				0.2					0.2		0.2
Translation differences							1.3		1.3		1.3
Comprehensive income, total				-0.2			1.3	11.3	12.5	0.0	12.5
Transactions with shareholders											
Dividend payment								-53.8	-53.8		-53.8
Transactions with shareholders, total								-53.8	-53.8		-53.8
Change								-0.4	-0.4		-0.4
Equity 31 March 2015	111.0	159.5	433.8	-35.2	0.7	94.0	1.7	602.7	1,368.1	1.8	1,369.8

#### NOTES TO THE INTERIM REPORT

#### **Accounting principles**

This interim report has been prepared in accordance with IAS 34 (Interim Financial Reporting).

The preparation of the financial statements in accordance with IFRS requires management to make estimates and judgments that affect the valuation of reported assets and liabilities as well as the recognition of income and expenses. Although these estimates are based on the management's best knowledge of current events and actions, the actual results may differ from the estimates used.

All figures are presented in millions of euros and rounded to the nearest EUR 0.1 million, in which case the sum of individual figures may deviate from the total shown.

#### **IFRIC 21 Levies**

The Group has adopted the IFRIC 21 Levies interpretation beginning on 1 January 2015. The interpretation specifies the accounting of levies in the manner described in the 2014 financial statements. As a result of the interpretation, a liability for a levy is recognised when the activity which triggers payment, as identified by the relevant legislation, occurs. The interpretation was adopted with retrospective effect and the figures for the comparison period have been adjusted accordingly. The interpretation did not have a material impact on Sponda's consolidated financial statements.

Effects of the adoption of the IFRIC 21 Levies interpretation:

M€	
Effect on assets	
Reported total trade and other receivables 31 March 2014	19.8
Effect of the adoption of the IFRIC 21 interpretation 31 March 2014	8.3
Adjusted trade and other receivables 31 March 2014	28.1
Reported total trade and other receivables 31 December 2014	28.0
Effect of the adoption of the IFRIC 21 interpretation 31 December 2014	0.0
Adjusted trade and other receivables 31 December 2014	28.0
M€	
Effect on liabilities	
Reported total trade and other payables 31 March 2014	60.4
Effect of the adoption of the IFRIC 21 interpretation 31 March 2014	8.3
Adjusted trade and other payables 31 March 2014	68.6
Reported total trade and other payables 31 December 2014	62.4
Effect of the adoption of the IFRIC 21 interpretation 31 December 2014	0.0
Adjusted trade and other payables 31 December 2014	62.4
%	
Effect on key figures	

Reported equity ratio 31 March 2014	39.7
Effect of the adoption of the IFRIC 21 interpretation 31 March 2014	-0.1
Adjusted equity ratio 31 March 2014	39.6
Reported equity ratio 31 December 2014	41.0
Effect of the adoption of the IFRIC 21 interpretation 31 December 2014	0.0
Adjusted equity ratio 31 December 2014	41.0

The adoption of the IFRIC 21 Levies interpretation did not have an effect on equity.

#### **Segment information**

Sponda Group changed its reporting segments effective from the beginning of 2015. From 1 January 2015, Sponda's reporting segments are as follows:

- Office Properties, responsible for the leasing, acquisition and sale of office premises in Finland;
- Shopping Centres, responsible for the leasing, acquisition and sale of shopping centres and retail premises in Finland;
- Logistics, responsible for the leasing, acquisition and sale of logistics properties in Finland;
- Property Development, responsible for the marketing and implementation of new property development projects based on customer needs;
- Russia, responsible for the leasing and sale of properties owned by the company in Russia; and
- Property Investment Companies, comprised of investments in the associated company Certeum and investments in the First real estate fund and the property investment company Russia Invest. Until the end of 2014, the investments in First and Russia Invest were presented as part of the Real Estate Funds segment and the investments in Certeum as part of the Other segment. Figures for the previous financial year have been adjusted to correspond to the changes in segment structure and composition.
- Other, which includes expenses not attributed to any segment, as well as tax and financing expenses and any operating segments for which separate segment information does not need to be presented. The Real Estate Funds segment has been discontinued as of 1 January 2015. It will not be separately reported for the comparison period, and the figures for the previous financial year for the Other segment have been adjusted to correspond to the changes in segment structure and composition

More detailed information on the accounting principles can be found in Sponda Plc's consolidated financial statements dated 31 December 2014.

The figures in the interim report have not been audited.



## Income statement by segment M€

M€								
Income statement information 1–3/2015	Office Properties	Shopping Centres	Logistics	Property Development	Russia	Property Investment	Other	Group, total
Total revenue	36.3	11.6	4.0	0.3	4.9	0.0	0.0	57.2
Maintenance expenses and direct fund expenses	-10.8	-2.8	-2.0	-0.7	-1.2	0.0	0.0	-17.5
Net operating income	25.5	8.8	2.0	-0.4	3.7	0.0	0.0	39.6
Profit on sales of investment properties	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Loss on sales of investment properties	-0.3	0.0	0.0	0.0	0.0	0.0	-0.2	-0.5
Profit/loss on trading properties	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Change in value of trading properties	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Valuation gains/losses on fair value assessment	0.5	-2.2	0.0	1.0	-9.3	0.0	0.0	-9.9
Administration and marketing	-2.9	-0.7	-0.3	-1.2	-0.7	0.0	0.0	-5.8
Share of result of associated companies	0.0	0.0	0.0	0.0	0.0	3.6	0.0	3.6
Other operating income and expenses	0.0	-0.1	0.6	0.0	0.0	0.0	0.0	0.6
Operating profit	22.8	5.9	2.3	-0.6	-6.3	3.6	-0.2	27.6
Investments	10.3	0.5	0.2	10.8	0.0	0.7	0.1	22.6
Segment assets	1,860.4	724.3	205.3	159.5	215.2	194.2	88.5	3,447.4
-of which investment properties held for sale	11.3							11.3
Economic Occupancy Rate	87.9	90.3	68.5		90.1			86.8

Income statement information 1–3/2014	Office Properties	Shopping Centres	Logistics	Property Development	Russia	Property Investment	Other	Group, total
Total revenue	35.2	11.7	9.1	0.3	5.7	0.0	1.5	63.5
Maintenance expenses and direct fund expenses	-10.6	-2.9	-3.5	-0.6	-1.7	0.0	-0.3	-19.5
Net operating income	24.6	8.8	5.6	-0.3	4.1	0.0	1.3	44.0
Profit on sales of investment properties	0.1	0.0	0.0	0.0	0.0	0.0	0.0	0.1
Loss on sales of investment properties	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Profit/loss on trading properties	0.0	0.0	0.0	0.1	0.0	0.0	0.0	0.1
Change in value of trading properties	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Valuation gains/losses on fair value assessment	0.5	0.1	-0.1	0.0	-8.9	0.0	1.8	-6.7
Administration and marketing	-2.1	-0.6	-0.4	-0.7	-0.6	0.0	-1.1	-5.5
Share of result of associated companies	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Other operating income and expenses	-0.1	-0.1	0.0	0.0	0.0	0.0	0.0	-0.2
Operating profit	22.9	8.1	5.1	-1.0	-5.4	0.0	2.0	31.7
Investments	5.9	0.0	0.2	2.2	0.4	0.9	0.5	10.1
Segment assets	1,762.1	717.6	426.6	125.0	239.4	14.1	185.2	3,470.1
Economic Occupancy Rate	88.2	92.9	71.7		88.4			86.2

## **Key figures**

The state of the s	1-3/2015	1-3/2014	1-12/2014
Earnings per share, €	0.04	0.04	0.24
Equity ratio*, %	39.8	39.6	41.0
Gearing ratio, %	128.1	131.0	121.2
Equity per share, €	4.50	4.49	4.65
Cash flow from operations per share, €	0.08	0.09	0.37

<sup>\*)</sup> The figure for 1–3/2014 has been adjusted as a result of the adoption of the IFRIC 21 Levies interpretation.

Quarterly key figures

additionly holy night to	Q1/2015	Q4/2014	Q3/2014	Q2/2014	Q1/2014
Total revenue, M€	57.2	57.3	63.2	62.6	63.5
Net operating income, M€	39.6	40.4	46.2	45.5	44.0
Valuation gains/losses on fair value assessment, M€	-9.9	1.6	0.1	4.8	-6.7
Operating profit, M€	27.6	32.9	42.2	44.9	31.7
Financial income and expenses, M€	-12.6	-11.7	-14.4	-14.5	-15.3
Profit/loss for the period, M€	11.3	13.3	21.8	25.6	12.9
Investment properties*, M€	3,147.4	3,142.1	3,122.3	3,269.0	3,253.4
Shareholders' equity, M€	1,369.8	1,411.5	1,406.2	1,387.4	1,367.9
Interest-bearing liabilities, M€	1,775.2	1,731.2	1,831.6	1,793.1	1,816.8
Earnings per share, €	0.04	0.04	0.07	0.09	0.04
Cash flow from operations per share, €	0.08	0.09	0.11	0.08	0.09
EPRA NAV/share, €	5.30	5.45	5.39	5.31	5.18
Economic Occupancy Rate, %	86.8	87.0	86.5	85.7	86.2

<sup>\*)</sup> includes investment properties classified as held for sale

#### **EPRA Earnings, M€** М€

Sponda's result includes several non-operating items. These items are primarily due to the nature of Sponda's business operations and IFRS reporting obligations. In order to facilitate the monitoring of the operating result, Sponda presents the Group's operating result and operating result per share in accordance with EPRA recommendations. The direct result represents the result from the Group's core business operations. Operating result is calculated by adjusting the Group's result by, inter alia, changes in the fair values of properties and financial instruments, gains and losses on sales, impairment on goodwill and other income and expenses considered by the company to be non-operating items. The result of the associated company Certeum Oy is adjusted in the same way.

In 2013, Sponda changed its method of calculation and presentation for EPRA Earnings to better correspond to EPRA recommendations. Due to this change, EPRA Earnings is presented below using with two different calculation methods.

The EPRA Earnings figure includes the share of the result of the associated companies adjusted by the changes in fair value of the associated companies' investment properties and financial instruments, and deferred taxes.

### **EPRA Earnings, M€**

#### М€

	1-3/2015	1-3/2014	1-12/2014
EPRA Earnings			
Earnings for the period per IFRS income statement	11.3	12.9	73.6
<ul> <li>-/+ (i) Net profits or losses from fair value assessment of investment properties</li> </ul>	9.7	8.3	11.6
-/+ (ii) Net profits or losses on disposal of investment properties	0.5	-0.1	-0.6
-/+ (iii) Net profits or losses on sales of trading properties	0.0	-0.1	-2.0
+/- (iv) Taxes arising from above items based on result	0.0	0.0	0.0
-/+ (vi) Changes in fair value of financial instruments	0.0	1.8	7.6
+/- (viii) Deferred taxes arising from the above items	3.3	2.4	11.6
EPRA Earnings	24.9	25.3	101.6
EPRA Earnings per share, €	0.09	0.09	0.36
Company adjustments:			
(a) Deferred taxes on operating result	-0.3	0.6	7.1
Adjusted EPRA Earnings	24.6	26.0	108.7
Adjusted Earnings per share, €	0.09	0.09	0.38

EPRA Earnings can also be calculated from the income statement from top to bottom. The following table presents the EPRA Earnings calculation using this method.

EPRA Earnings, M€	1-3/2015	1-3/2014	1-12/2014
Net operating income	39.6	44.0	176.0
+ Realised shares of profit from real estate funds	0.0	1.7	5.5
- Operational marketing and administration expenses	-5.8	-5.5	-22.1
+/- Other operational income and expenses from business operations	4.1	-0.2	2.1
Operating profit	37.9	39.9	161.6
+/- Operational financial income and expenses	-12.6	-13.5	-51.1
-/+ Taxes based on operating result	-0.8	-0.4	-1.8
- Deferred taxes based on operating result	0.3	-0.6	-7.1
EPRA Earnings	24.9	25.3	101.6
EPRA Earnings per share, €	0.09	0.09	0.36

Company adjustments:			
(a) Deferred taxes on operating result	-0.3	0.6	7.1
Adjusted EPRA Earnings	24.6	26.0	108.7
Adjusted Earnings per share, €	0.09	0.09	0.38

#### **Investment Properties** М€

	31.3.2015	31.3.2014	31.12.2014
Fair value of investment properties, beginning of period	3,142.1	3,253.3	3,253.3
Acquisition of investment properties	0.0	0.0	65.0
Other capital expenditure on investment properties	21.7	8.7	64.0
Disposals of investment properties	-6.6	-0.2	-236.6
Capitalised borrowing costs, increase in period	0.1	0.1	0.3
Valuation gains/losses on fair value assessment	-9.9	-8.5	-3.9
Fair value of investment properties, end of period	3,147.4	3,253.4	3,142.1
Investment properties held for sale	11.3	0.0	0.0

Net operating income from all of Sponda's property assets totalled EUR 39.6 (44.0) million in January–March 2015. Of this total, office premises accounted for 64%, shopping centres for 22%, logistics premises for 5% and the Russia unit for 9%. On 31 March 2015, Sponda had a total of 168 leasable properties, with an aggregate leasable area of approximately 1.2 million m<sup>2</sup>. Of this total, approximately 63% is office premises, 13% shopping centres and 20% logistics premises. Some 4% of the leasable area of the properties is located in Russia.

At the end of March 2015, the fair value of Sponda's investment properties was assessed internally for both Finland and Russia. The change in fair value of the investment properties was EUR -9.9 (-6.7) million. The value of Sponda's properties in Finland developed favourably, primarily due to an increase in market rents. The negative change in the fair value of properties in Russia was attributable to a decline in market rents. The changes in fair values are itemised in the table "Valuation gains/losses on fair value assessment".

#### The Group's most significant investment commitments

In March 2015, Sponda made the decision to develop the Ratina shopping centre in Tampere. Ratina will be Tampere's largest and most upscale shopping centre, situated in a unique location in the heart of the city. Comprised of three buildings, the shopping centre will be a versatile hub for recreation and entertainment in Tampere.

The construction of the Ratina shopping centre began in April 2015 with excavation work on the new Valo-Ratina building, and the shopping centre is estimated to be completed in spring 2018. The complex comprises a total of approximately 53,000 m² of retail and service premises with more than 150 businesses. The project's total investment, including the land value, is estimated at approximately EUR 240 million, with some EUR 40 million invested to date. The target development margin is 15% and the estimated net yield on cost is 7.5%. The shopping centre's pre-let rate is approximately 30%.



Sponda is constructing a three-building office complex in Ilmala, Helsinki for use by Sweco. The project is expected to be completed in December 2015. The project's investment size is approximately EUR 57 million and the office complex is fully pre-let.

In addition, Sponda started construction in June 2014 on a new office building with a floor area of approximately 4,600 m² in Helsinki's Lassila district. The total investment of the project will be approximately EUR 10.6 million. The building's main tenant will be Kone Elevators Finland and the project is set to be completed in June 2015. The property is approximately 50% pre-let.

#### Property, plant and equipment М€

	31.3.2015	31.3.2014	31.12.2014
Carrying amount, beginning of period	13.2	12.5	12.5
Increases	0.0	0.0	0.9
Disposals		-	-
Depreciation for the period	0.0	-0.1	-0.2
Carrying amount, end of period	13.2	12.5	13.2

#### **Trading properties** М€

	31.3.2015	31.3.2014	31.12.2014
Carrying amount, beginning of period	7.8	7.8	7.8
Disposals and other changes	0.0	-	0.0
Increases	-	-	1
Reclassifications to investment properties	-	-	1
Valuation changes	-	-	-
Carrying amount, end of period	7.8	7.8	7.8

#### Collateral and contingent liabilities

Collateral and commitments given by the Group	31.3.2015	31.3.2014	31.12.2014
M€			
Loans from financial institutions, covered by collateral	179.5	144.6	179.7
Mortgages	312.1	262.1	312.1
Carrying amount of pledged shares	19.6	19.1	19.6
Total collateral	331.7	281.2	331.7
Lease and other liabilities	31.3.2015	31.3.2014	31.12.2014
M€			
Lease liabilities	120.8	91.7	126.0
Mortgages	20.6	3.9	3.7

Guarantees and deposit guarantees	1.4	2.5	2.8
Investment commitments to real estate funds	8.6	27.8	9.3
	04.0.0045	04.0.004.4	04.40.004.4
Interest derivatives	31.3.2015	31.3.2014	31.12.2014
M€			
Swap contracts, notional value	655.0	695.5	655.0
Swap contracts, fair value	-42.4	-31.0	-42.6
Eurobasis swaps, notional value	150.0	150.0	150.0
Eurobasis swaps, fair value	-0.3	-0.4	-0.5
Cap options purchased, notional value	593.7	404.1	593.9
Cap options purchased, fair value	0.9	1.5	1.0
Currency derivatives	31.3.2015	31.3.2014	31.12.2014
M€			
Currency options, bought, notional value	8.8	9.1	8.7
Currency options, bought, fair value	0.0	0.0	0.0
Currency options, put, notional value	-	9.1	4.6
Currency options, put, fair value	-	0.0	0.0
Interest rate and currency swaps	31.3.2015	31.3.2014	31.12.2014
M€			
Interest rate and currency swaps, notional value*	187.4	187.4	187.4

\*Interest rate and currency swaps are used to hedge the exchange rate risk related to loans denominated in Swedish krona. The nominal values of interest rate and currency swaps are identical to the nominal values of the loans hedged. Hedge accounting is not applied to hedged loans and interest rate and currency swaps. The unrealised exchange difference of the loans hedged is the inverse of the fair value of the hedging interest rate or currency swap.

All derivative contracts belong to level 2 in the fair value hierarchy mentioned in IFRS 7. Sponda utilises external valuations.

#### Related party transactions

Management employee benefits, M€	31.3.2015	31.3.2014	31.12.2014
Salaries and other short-term employee benefits	0.4	0.5	1.9
Share-based payments	0.5	0.5	0.9
Total	1.0	0.9	2.8

Business transactions carried out with related parties; receivables from and liabilities to related parties, M€



M€	Sales	Purchases	Receivables	Liabilities
Certeum Oy	0.0	-	0.2	0.0
Total	0.0	-	0.2	0.0

#### Formulas for the key indicators

Earnings per share, €

Share of earnings for the period attributable to equity

holders of the parent company

- interest on hybrid loan allocated to the period, adjusted

for taxes

Weighted average number of shares outstanding during

the period

Equity ratio, % = 100 x <u>Equity</u>

Balance sheet total - advances received

Gearing ratio, % = 100 x Interest-bearing liabilities - cash and cash equivalents

Shareholders' equity

Equity per share, € = Equity attributable to parent company equity holders

- Other equity reserve

Undiluted total number of shares on the date of closing the

books

Cash flow from operations per share, €

Operating profit

-/+ Fair value adjustment

+ Allocation of goodwill

+ Depreciation in administration

+/- Changes in provisions

+/- Defined benefit pension expenses

- Financial income & expenses affecting cash flow

- Taxes affecting cash flow

+/- Changes in fair value of associated companies' investment properties and financial instruments, and

deferred taxes

Weighted average number of shares outstanding during

the period

EPRA NAV per share, €

Equity attributable to parent company equity holders

- Other equity reserve

+ Fair value of financial instruments

+ Deferred tax liabilities resulting from the assessment of

fair value

of properties and depreciation difference

- Goodwill created from the deferred tax liabilities on

properties

Undiluted total number of shares on the date of closing the

books

EPRA Net Initial Yield (NYI), % =

Annualised net rental income

Investment properties

- Development properties

Interim Report

1.1.-31.3.2015

### + Estimated purchaser's costs

EPRA "topped up" NYI, %

Annualised net rental income + Step rents, rent-free periods, etc. Investment properties
- Development properties
+ Estimated purchaser's costs

sponda