Company Number: 3639550

PÖYRY CAPITAL LIMITED

FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2007

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PÖYRY CAPITAL LIMITED REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 DECEMBER 2007

The Directors present their report and audited financial statements of the company for the year ended 31 December 2007

RESULTS AND DIVIDEND

The results for the year are set out in the profit and loss account on page 8 The Directors do not recommend payment of a final dividend An interim dividend payment of £200,000 was made during the year (2006 nil)

BUSINESS REVIEW

The company was established in 1999 as part of the Poyry Group's commitment to provide M&A services to its forest industry based clients. Over the past eight years, the company has established itself as a leading provider of specialist corporate finance and advisory services in the forest industry sector, leading or participating in global transactions for market leaders in this field. 2007 was another particularly active year for the company with the completion of several high profile transactions.

As markets have developed, the industry focus has expanded to cover areas such as energy, packaging and chemicals and the company's client base continues to grow as a result of these initiatives. It is the intention of the Directors that the company will continue to grow its principal business activity diversifying where appropriate into other industry sectors and geographic areas

The buoyancy of the M&A market, increased competition, general economic conditions and industry specialisation are risk factors which can influence the business. These are managed as appropriate by the Directors. Expanding the client base and diversification into other industry and geographic segments are some of the ways in which the Directors manage these risks.

The company generated fee income of £3,195,931 for the year ended 31 December 2007 (2006 £2,865,847), utilising the services of eight professional and three support staff. Net assets of the company have increased to £1,376,926 as at 31 December 2007 (2006 £1,036,649). The income statement, balance sheet and the order book of advisory mandates provide the key performance indicators to the Directors.

The company is regulated by the Financial Services Authority

Risk management

The Board is responsible for risk and is responsible for oversight of the risk management process. The Board has considered the principal risks facing the Company and the exposure in relation to each of those risks. The Company operates within the governance framework of Poyry Plc. It also has its own established governance framework, with clear terms of reference for the Board and a clear organisation structure, with delegated authorities and responsibilities.

The financial services industry remains closely regulated and the UK regulators may take actions that could result in changes to industry practices. The Company maintains a strong compliance culture and monitors the regulatory environment closely to react proactively to changes and reduce risks to the business.

There are formal compliance and Póyry Group internal audit functions. These departments conduct regular monitoring of various business areas and control procedures. Any issues of significance are brought to the attention of the Board. Planned corrective actions are independently monitored for timely completion and reviewed by the Board.

The financial instruments of the Company comprise cash, short-term debtors and creditors, and equity shares

Exposure to credit, market and liquidity risk arises in the normal course of business. The Directors review and agree policies for managing each of these risks and they are summarised below. These policies have remained unchanged since the beginning of the year ended 31 December 2007.

Credit risk

Credit risk is the risk that financial loss arises from the failure of a customer or counterparty to meet its obligations under a contract. The Company's only credit exposure is to debtors, which are frequently monitored for size and age. The balances with other companies within the Poyry group have minimal credit risk. The nature of the Company's business and counterparties means that it is not exposed to significant credit risk. This is because its receivables are mainly short-term trading items or intercompany balances.

The Company's exposure to credit risk is represented by the carrying amount of the assets

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates, will affect the Company's income. The objective of the Company's market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return

The Company is exposed to currency risk in respect of income and cash balances denominated in a currency other than Sterling. The Company's exposure is kept to an acceptable level by managing the level of non-sterling cash balances on a regular basis. Material non sterling receivable balances are hedged as appropriate using forward FX contracts.

Bank interest on deposits is the only source of interest exposure

Liquidity risk

The Company's policy throughout the year has been to maintain sufficient liquidity in line with FSA regulations. The aim is to maintain a strong capital base to support the development of its business and to meet regulatory capital requirements at all times. The Board monitors the level of dividends to the parent. There has been no change to the Company's approach to capital management during the year.

DIRECTORS AND THEIR INTERESTS IN SHARES OF THE COMPANY

The Directors of the company at 31 December 2007 were Rainer Haggblom Bengt Hammar Brett G Hutton Svante Adde

David Walker resigned as a director on 11 April 2007 Kari Viitala resigned as a director and company secretary on 31 August 2007 Svante Adde was appointed as a director on 3 September 2007 and Christine Mason was appointed as company secretary on 1 September 2007

DISCLOSURE OF INFORMATION TO AUDITORS

The Directors who held office at the date of approval of this Directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information

AUDITORS

KPMG Audit Plc has been appointed auditor to the company A resolution to re-appoint KPMG Audit Plc will be proposed at the Annual General Meeting

By Order of the Board

C Mason

Company Secretary

Date 20 March 2008

Poyry Capital Limited 18 Savile Row London W1S 3PW

POYRY CAPITAL LIMITED STATEMENT OF DIRECTORS' RESPONSIBILITIES FOR THE YEAR ENDED 31 DECEMBER 2007

The Directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations

Company law requires the Directors to prepare financial statements for each financial year Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice)

The financial statements are required by law to give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period

In preparing these financial statements, the Directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgments and estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business

The Directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that its financial statements comply with the Companies Act 1985. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF POYRY CAPITAL LIMITED

We have audited the financial statements of Poyry Capital Limited for the year ended 31 December 2007 which comprise the Profit and Loss Account, the Balance Sheet, the Cash Flow Statement and the related notes. These financial statements have been prepared under the accounting policies set out therein

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed

Respective Responsibilities of Directors and Auditors

The Directors' responsibilities for preparing the financial statements in accordance with applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities on page 5

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland)

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding Directors' remuneration and other transactions is not disclosed

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the Directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion

- the financial statements give a true and fair view, in accordance with UK Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2007 and of its profit for the year then ended,
- the financial statements have been properly prepared in accordance with the Companies Act 1985,
 and
- the information given in the Directors' Report is consistent with the financial statements

KPMC Andit PIC

KPMG Audit Plc Chartered Accountants Registered Auditor 8 Salisbury Square London EC4Y 8BB

20 March 2008

POYRY CAPITAL LIMITED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2007

	Notes	Year Ended 31 Dec 07	Year Ended 31 Dec 06
TURNOVER Sub Consulting fees payable to group undertakings GROSS PROFIT	2	3,195,931 (95,331) 3,100,600	2,865,847 (96,688) 2,769,159
Staff costs Depreciation Other operating charges	3	(1,550,583) (29,331) (749,508)	(1,530,728) (31,902) (695,148)
TOTAL OPERATING EXPENSES		(2,329,422)	(2,257,778)
OPERATING PROFIT	4	771,179	511,381
Interest receivable	5_	34,173	27,911
		805,352	539,292
Interest payable	6_	(5,044)	0
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		800,308	539,292
Tax on profit on ordinary activities	7_	(260,031)	(162,283)
PROFIT FOR THE FINANCIAL YEAR	_	540,277	377,009

The company has no recognised gains or losses other than those included above All items relate to continuing activities

There is no difference between the profit and loss on ordinary activities before taxation and the retained profit for the period stated above, and their historical cost equivalents

The notes on pages 11 to 16 form part of these Financial Statements

POYRY CAPITAL LIMITED BALANCE SHEET AS AT 31 DECEMBER 2007

	Notes	£	2007 £	£	2006 £
FIXED ASSETS					
Tangible assets	8		34,910		50,752
CURRENT ASSETS					
Work in progress		15,934		2,035	
Debtors	9	2,254,229		265,687	
Cash at bank and in hand	_	110,318		1,516,787	
		2,380,481		1,784,509	
CREDITORS amounts falling due within one year	10	(1,038,464)		(798,611)	
,	· -				
NET CURRENT ASSETS			1,342,017		985,898
TOTAL ASSETS LESS CURRENT LIABILITIES			1,376,926		1,036,649
NET ASSETS			1,376,926		1,036,649
FINANCED BY					
CAPITAL AND RESERVES					
Called up share capital	11		387,600		387,600
Share premium account	11		53,200		53,200
Profit and loss account	12		936,126		595,849
SHAREHOLDERS' FUNDS			1,376,926		1,036,649

The Financial Statements were approved by the Board of Directors on 20 March 2008 and signed on their behalf by

20 March 2008

Date

) Director

) Director

The notes on pages 11 to 16 form part of these Financial Statements

POYRY CAPITAL LIMITED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2007

	CASH	FLOW	STAT	EMENT
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CASH I LOW STATEMENT			
	Note	2007	2006
		£	£
Cash flow from operating activities	а	(1,094,598)	922,879
cash now from operating activities		(1,021,020)	3 -2, 013
Returns on investments and servicing of finance			
Interest received		34,173	27,911
Interest paid		(1,963)	0
		32,210	27,911
Taxation		(130,593)	(79,766)
Capital expenditure and financial investment		(12.400)	(27, 075)
Purchase of tangible fixed assets		(13,489) (13,489)	(26,975) (26,975)
		(13,489)	(20,975)
Cash outflow before management of financing		(1,206,469)	844,048
Dividends paid		(200,000)	0
(Decrease) / increase in cash in the period	Ъ	(1,406,469)	844,048
Note a - Reconciliation of operating profit to net cash flow	from operating activities	£	£
Operating profit		771,179	511,381
Depreciation charges		29,331	31,902
(Increase) / decrease in work in progress		(13,899)	4,317
Increase in debtors		(1,988,542)	(15,766)
Increase in creditors		107,333	391,045
			
Net cash (outflow) / inflow from operating activities		(1,094,598)	922,879

Note b - Analysis of net debt and of changes in cash and cash equivalents

	At beginning of year £	Cash Flow	At end of year
Cash in hand, at bank	1,516,787	(1,406,469)	110,318
Total	1,516,787	(1,406,469)	110,318

There is no net debt other than cash & cash equivalents

POYRY CAPITAL LIMITED NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2007

1 ACCOUNTING POLICIES

a) Basis of Financial Statements

The financial statements have been prepared under the historical cost convention in accordance with UK generally accepted accounting principles

b) Depreciation

Depreciation is calculated to write off the differences between the cost of fixed assets and their estimated residual value on a straight-line basis over the expected useful lives of the assets concerned

The useful lives are as follows

Office furniture and computer equipment

1 - 8 years

During the year the useful economic life of laptops was revised from four years to one year

c) Foreign Currencies

Assets and habilities expressed in foreign currencies are converted to sterling at the rates of exchange ruling at the balance sheet date. Differences on exchange are included in the results for the period. Exposure to movements in foreign exchange rates are hedged where appropriate using forward contracts.

d) Work in Progress

Work in progress represents recoverable expenses incurred in connection with advisory assignments

e) Pension Costs

The company sponsors a group private pension scheme. Pension costs, all of which relate to defined contributions schemes, are charged to the profit and loss account in the year in which they became payable

f) Leased Assets

Operating lease rentals are charged to the profit and loss account as incurred

g) Taxation

The charge for the year is based on the results for the year and includes deferred taxation. Deferred tax assets are recognised to the extent that they can be expected to be recovered against profits in the future.

2. TURNOVER

Turnover, which excludes value added tax, represents fees earned during the year together with the invoiced value of short term contracts completed in the year. Turnover also includes expenses reimbursed from clients

	Year Ended 31 Dec 07 £	Year Ended 31 Dec 06 £
Geographical analysis.		
United Kingdom	105,556	2,477,706
Rest of European Union	3,059,957	209,531
Rest of World	30,419	178,610
	3,195,931	2,865,847

In the opinion of the Directors, the company's activities form a single class of business

PÖYRY CAPITAL LIMITED NOTES TO THE FINANCIAL STATEMENTS (Continued) FOR THE YEAR ENDED 31 DECEMBER 2007

		Year Ended	Year Ended
3	STAFF COSTS	31 Dec 07	31 Dec 06
		£	£
	Wages and salaries	743,324	792,980
	Social security costs Other pension costs	78,699 341,466	82,110 116,129
	Bonus	368,961	518,516
	Other staff costs	18,132	20,993
	CHOI SILII COSE	1,550,583	1,530,728
	The average number of employees during	No	No
	the year was		
	Administration	3	4
	Professional	8	8
		11	12
	a) Di A. D	2005	2006
	a) Directors Remuneration	2007 £	2006 £
	Emoluments	475,449	571,608
	Pension contributions paid to money purchase scheme	271,702	59,117
	t states votationally para to money parentage votation	747,150	630,725
	Number of directors that have an accrued pension under the money		
	purchase scheme	3	3
	b) Highest paid director	2007	2006
		£	£
	Emoluments	205,197	303,368
	Pension contributions paid to money purchase scheme	<u>141,680</u> 346,877	31,680 335,048
		340,077	333,048
4	OPERATING PROFIT		
		Year Ended	Year Ended
		31 Dec 07	31 Dec 06
		£	£
	This is stated after charging		
	Auditors' remuneration	12.000	10.000
	Audit of these financial statements pursuant to legislation	13,000	10,000
	Other services relating to such legislation Other services relating to taxation	6,500 4,500	6,000 4,500
	Directors' emoluments	747,150	630,725
	Depreciation	29,331	31,902
	Foreign exchange (profits) / losses	(21,939)	6,429
	Operating lease charges - premises	119,250	83,500
			
5	INTEREST RECEIVABLE	2007	2006
		£	£
	Other	2,882	4,039
	From group undertakings	31,291	23,872
		34,173	27,911
6	INTEREST PAYABLE	2007	2006
v	THE REST LATABLE	2007 £	2000 £
	Other	5,044	0

POYRY CAPITAL LIMITED NOTES TO THE FINANCIAL STATEMENTS (Continued) FOR THE YEAR ENDED 31 DECEMBER 2007

7a	TAX ON PROFIT ON ORDINARY ACTIVITIES		
		Year Ended	Year Ended
		31 Dec 07	31 Dec 06
		£	£
	The tax charge for the year comprises		
	UK corporation tax	254,507	166,840
	Overseas tax	16	16
	(Over) / Under payment of tax paid in earlier years	5,508	(4,573)
		260,031	162,283

7b FACTORS AFFECTING TAX CHARGE FOR THE PERIOD

The current tax charge for the year is higher (2006 higher) than the standard rate of corporation tax in the UK of 30% (2006 30%). The differences are explained below

Profit / (Loss) on ordinary activities before tax	800,308	539,292
Profit / (Loss) on ordinary activities multiplied by the standard rate of		
corporation tax in the UK of 30%	240,092	161,788
Capital allowances and other sundry timing differences	849	1,547
Expenses not deductible for tax purposes	13,566	3,505
Prior period losses brought forward	0	0
Adjustment to tax charge in relation to previous periods	5,508	(4,573)
Overseas tax	16_	16
	260,031	162,283

7c FACTORS THAT MAY AFFECT FUTURE TAX CHARGES

The company has no tax losses carried forward

A change in the UK corporation tax rate from 30% to 28% was enacted in June 2007 and will be applicable from 1 April 2008

8.	TANGIBLE FIXED ASSETS	Year Ended 31 Dec 07
	Computer Equipment, Fixture & Fittings	£
	Cost	~
	Opening balance	371,199
	Additions	13,489
	Disposals	0
	Closing Balance	384,688
	Depreciation	
	Opening balance	320,447
	Charge for the year	29,331
	Disposals	0
	Closing Balance	349,778
	Net book value	
	At 31 December 2007	34,910
	Net book value	
	At 31 December 2006	50,752

POYRY CAPITAL LIMITED NOTES TO THE FINANCIAL STATEMENTS (Continued) FOR THE YEAR ENDED 31 DECEMBER 2007

9.	DEBTORS	2007 £		2006 £
	Trade debtors	2,167,852		215,022
	Amounts owed by group undertakings Other debtors	4,768		419
	Other deptors Prepayments and accrued income	11,023		1,818
	rrepayments and accrued income	70,586 2,254,229	-	48,429 265,687
		2,234,229	-	203,067
10	CREDITORS amounts falling due	2007		2006
į	within one year	£		£
	Trade creditors	30,898		19,634
	Amounts owed to group undertakings	33,861		60,118
	Corporation tax payable	263,112		130,593
	Other taxes and social security costs	24,159		22,404
•	Accruals and deferred income	686,434	-	565,862
		1,038,464		798,611
11 -	CALLED UP SHARE CAPITAL			
		2007		2006
		£		£
	Authorised	220 000		380.000
	380,000 'A' Shares of £1 38,000 'B' Shares of £1	380,000		380,000 38,000
	56,000 B Shares of £1	38,000 418,000	-	418,000
	Allotted issued & partly paid	418,000	_	418,000
	380,000 'A' Shares £1 shares	380,000		380,000
	7,600 'B' Shares £1 shares	7,600		7,600
	1,000 D Shares 21 shares	387,600	-	387,600
:	Share Premium	507,000		207,000
	7,600 'B' Shares £7 share premium	53,200	-	53,200
12	STATEMENT OF MOVEMENTS IN RESERVES	Share	Profit &	Total
		Premium	Loss	iutai
		£	£	£
	Balance at 1 January 2007	53,200	595,849	649,049
•	Transfer from Profit and Loss	0	540,277	540,277
1	Dividends Paid		(200,000)	(200,000)
_	Balance at 31 December 2007	53,200	936,126	989,326
			U(h)/F	UXU CA

PÖYRY CAPITAL LIMITED NOTES TO THE FINANCIAL STATEMENTS (Continued) FOR THE YEAR ENDED 31 DECEMBER 2007

13	RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS	2007 £	2006 £
	Opening shareholders' funds	1,036,649	659,640
	Profit for the financial year	540,277	377 009
	Dividends paid	(200 000)	0
	Closing shareholders' funds	1,376 926	1,036,649

14 COMMITMENTS UNDER OPERATING LEASES

On 10 January 2008 the company entered into an assignment of two leases on new premises expiring in October 2012. The expected annual rental amounts to £225,940 and expected total annual commitments amount to £262,863.

15 RELATED PARTY TRANSACTIONS

The Company had the following Related Party Transactions during the year with entities within the Pöyry Group

Entity	Nature of transaction	Amount of Income/ (Expense) in 2007	Balance owed by/ (due to) entity at 31 December 2007
Pöyry Forest Industry Pte Ltd	Subconsulting Recharged expenses	(19 540) (1 023)	
Pöyry Energy Ltd	Recharged expenses Recharged expenses	250 (5 299)	
Pdyry Energy (Oxford) Ltd	Recharged expenses Intercompany	1,250	
Pöyry Forest Industry Oy	Service fee Subconsulting Intercompany	(50,951) (1 116)	(1 116)
Pöyry Forest Industry Consulting Oy	Subconsulting Intercompany	(62,459)	(25 585)
Pöyry Forest Industry Consulting Inc	Subconsulting Intercompany	I 931	1 931
Pöyry Forest Industry Consulting GmbH	Subconsulting Intercompany	(7 145)	(7 145)
Pôyry Energy Consulting (Schweiz) AG	Recharged expenses	340	
Pöyry Forest Industry Consulting Ltd	Subconsulting Recharged expenses Intercompany	l 165 l 553	ı 369
Pōyry Oyj	Recharged expenses Recharged expenses Interest received Cash pool account	(5 634) 16 577 31 291	89,832
Pöyry Forest Industry AB	Subconsulting	(1 471)	

PÖYRY CAPITAL LIMITED NOTES TO THE FINANCIAL STATEMENTS (Continued) FOR THE YEAR ENDED 31 DECEMBER 2007

15 RELATED PARTY TRANSACTIONS

Prior Year Comparatives

Entity	Nature of transaction	Amount of Income/ (Expense) in 2006	Balance owed by/ (due to) entity at 31 December 2006
Pöyry Forest Industry Pte Ltd	Subconsulting Intercompany	(50,338)	(50,338)
Poyry Energy Ltd	Recharged expenses Recharged expenses	(10 943) 73	
Pöyry Energy (Oxford) Ltd	Recharged expenses Intercompany	46	53
Poyry Forest Industry Oy	Service fee	(53,223)	
Pöyry Forest Industry Consulting Oy	Subconsulting Recharged expenses	(38,209) (731)	
Pöyry Forest Industry Consulting Ltd	Subconsulting Recharged expenses Recharged expenses Intercompany	(4,540) (845) 49	(6,179)
Рӧугу Оуј	Recharged expenses Recharged expenses Intercompany Interest received Cash pool account	(5 886) 311 23,872	365 1,466,703
Pöyry Forest Industry AB	Subconsulting Intercompany	(3,601)	(3,601)

The cash pool account balance is held with a third party bank but is controlled by the parent company Poyry Plc

16 ULTIMATE PARENT COMPANY

The company's parent undertaking company and ultimate parent company is Poyry Plc, a company incorporated in Finland. The only accounts into which the results of the company are consolidated are those produced by the ultimate parent company. The financial statements of this company are available from Pöyry Plc, Jaakonkatu 3, 01621. Vantaa, Finland