

PÖYRY PLC - 29 OCTOBER 2014

# Interim report January-September 2014

**NET SALES AND OPERATING PROFIT DECLINED**
**KEY FIGURES**

	7-9/ 2014	7-9/ 2013	Change, %	1-9/ 2014	1-9/ 2013	Change, %	1-12/ 2013
Pöyry Group							
Order stock at end of period, EUR million	475.3	557.4	-14.7	475.3	557.4	-14.7	499.7
Net sales total, EUR million	131.2	153.7	-14.6	434.8	490.2	-11.3	650.8
Operating profit, EUR million	-6.2	0.6	n.a.	-10.9	5.6	n.a.	13.9
Operating margin, %	-4.7	0.4		-2.5	1.1		2.1
Profit before taxes, EUR million	-7.1	-0.9	n.a.	-13.1	1.8	n.a.	9.1
Earnings per share, basic, EUR	-0.08	0.02	n.a.	-0.20	0.02	n.a.	0.06
Earnings per share, diluted, EUR	-0.08	0.02	n.a.	-0.20	0.02	n.a.	0.06
Gearing, %				46.5	95.9		26.0
Return on investment, % (R12M)				-5.6	3.3		5.8
Average number of personnel during period, calculated as full time equivalents (FTE)				5,517	6,183	-10.8	6,139

All figures and sums have been rounded off from the exact figures, which may lead to minor discrepancies upon addition or subtraction.

**JANUARY - SEPTEMBER 2014 HIGHLIGHTS**

Figures in brackets, unless otherwise stated, refer to the same period of the previous year.

- The Group's order stock totalled EUR 475.3 (557.4) million. The year-on-year figure declined in all Business Lines except for the Industry Business Group where the figure remained stable. Excluding the divestment in Finland in June, comparable order stock increased from EUR 461.9 at the end of the previous year. Comparable order stock on 30 September 2013 was EUR 515.6 million.
- Net sales declined to EUR 434.8 (490.2) million, which was mainly attributable to the development in the Regional Operations. Net sales increased slightly in the Management Consulting Business Group.
- Operating profit decreased to EUR -10.9 (5.6) million. The figure was burdened by lower than expected net sales as well as one-time items of EUR -10 (-7) million recorded mostly in the Regional Operations, consisting mainly of project losses originating from the former Urban Business Group, as well as the EUR -14 million write-off of the receivables from Venezuela recognised in June. Operating profit includes a one-time gain of EUR 19 million from the divestment in Finland in June. Operating profit increased in the Management Consulting Business Group, however it declined in all other Business Lines.
- In line with its strategic evolution introduced in February 2013, Pöyry further streamlined its operations in global sales and project management, the Regional Operations and the Industry and Energy Business Groups on 19 August 2014. In addition, the Group Executive Committee structure was adjusted with a view to improving efficiency.
- Pöyry continues to implement its structural and administrative process improvement program announced at the end of 2012. As these measures are progressing, Pöyry will introduce further improvements in terms of sales focus, project management and capacity management.

**ALEXIS FRIES, PRESIDENT AND CEO:**

“Pöyry’s net sales declined during the reporting period to EUR 434.8 (490.2) million. Sales weakened mostly in the Regional Operations. It decreased particularly in Finland due to the divestment in June, in Brazil amidst the economic slowdown and in Central Europe mostly caused by project revenue adjustments. Net sales increased slightly in the Management Consulting Business Group.

Operating profit declined to EUR -10.9 (5.6) million. Operating profit was burdened by lower than expected net sales as well as one-time items of EUR -10 (-7) million recorded mostly in the Regional Operations, consisting mainly of project losses originating from the former Urban Business Group, as well as the EUR -14 million write-off of the receivables from Venezuela recognised in June. Operating profit includes a one-time gain of EUR 19 million from the divestment in Finland in June. Operating profit increased in the Management Consulting Business Group, however it declined in all other Business Lines.

The Group’s order prospects were solid. However, the number of identified larger project opportunities was stagnating. The Group’s overall order intake decreased due to lower volumes in the Energy Business Group and Regional Operations Latin America, where exceptionally large orders were recorded in 2013. Nevertheless, several mid-sized projects were secured and the other Business Lines maintained a stable order intake. The Group’s comparable order stock, excluding the divestment in Finland, increased from EUR 461.9 million at the end of 2013 to EUR 475.3 million on 30 September 2014. At the end of September 2013, comparable order stock was EUR 515.6 million and reported order stock was EUR 557.4 million. Reported order stock declined in all Business Lines except for the Industry Business Group where it remained stable.

The Group’s unallocated costs increased in line with expectations due to the progressing centralisation of the global support functions, related outsourcing costs, restructuring of the Group Executive Committee in August as well as office rents following the sale of the head office building in Finland in 2013.

After a difficult start in a weakening market at the beginning of this year, the recovery of Regional Operations Northern Europe progressed satisfactorily. In other regions, however, sales were lower and losses were recorded in projects originating from the former Urban Business Group. Operations in Latin America were impacted by litigation costs related to an arbitration process and a delayed start-up of a major client project.

We continue to progress with Pöyry’s organisational evolution, introduced in February 2013. It is based on Management Consulting, Global Business Lines focusing on Energy and Industry as well as development of strong Regional Operations around key countries where we offer engineering services to industry and infrastructure clients locally through our office network. The related adjustments have proceeded according to plan, from re-shaping administrative processes and outsourcing elements of the support functions to streamlining the organisation and business.

Accordingly, Pöyry established a Global Sales and Project Management function and streamlined the Regional Operations as well as the Industry and Energy Business Groups with a view to improving efficiency, as announced in August. The Group Executive Committee structure was adjusted accordingly.

Improvements in terms of sales focus, project management and capacity management are being implemented across all units and are closely monitored as part of our regular management process.”

This is a summary of the January-September 2014 Interim report. The complete report is published as an enclosure to this company announcement and is available in full on the company's website at [www.poyry.com](http://www.poyry.com). Investors are advised to review the complete financial statement release with tables.

PÖYRY PLC

Additional information:  
Jukka Pahta, CFO  
tel. +358 10 33 22629

## **INVITATION TO CONFERENCES TODAY 29 OCTOBER 2014**

Pöyry's January-September 2014 result will be presented at the following news conferences:

- A conference for analysts, investors and press will be arranged at 12:00 p.m. Finnish time at Restaurant Savoy, Eteläesplanadi 14, Helsinki, Finland. The event will be hosted by Alexis Fries, President and CEO and Jukka Pahta, CFO.

- An international conference call and webcast in English will begin at 5:00 p.m. Finnish time (EET). The event will be hosted by Jukka Pahta, CFO.

10:00 a.m. US EDT (New York)  
3:00 p.m. GMT (London)  
4:00 p.m. CET (Paris)

The webcast may be followed online on the company's website [www.poyry.com](http://www.poyry.com). A recording will be made available on the next working day on the same website.

To attend the conference call, please dial:

FI: +358 (0)9 8171 0465  
SE: +46 (0)8 5199 9355  
UK: +44 (0)20 3194 0550  
US: +1 855 269 2605  
Other countries: +44 (0)20 3194 0550

Due to the nature of the live webcast, we kindly ask those attending the international conference call and webcast to dial in 5 minutes prior to the start of the event.

Pöyry is an international consulting and engineering company. We serve clients globally across the energy and industrial sectors and locally in our core markets. We deliver strategic advisory and engineering services, underpinned by strong project implementation capability and expertise. Our focus sectors are power generation, transmission & distribution, forest industry, chemicals & biorefining, mining & metals, transportation and water. Pöyry has an extensive local office network employing about 6,000 experts. Pöyry's net sales in 2013 were EUR 650 million and the company's shares are quoted on NASDAQ OMX Helsinki (Pöyry PLC: POY1V).

DISTRIBUTION:  
NASDAQ OMX Helsinki  
Major media  
[www.poyry.com](http://www.poyry.com)

**MARKET REVIEW**

Global economic recovery progressed at a different pace in each of the main economies. Political tensions caused by the Ukrainian crisis and in the Middle East persisted and had a negative impact on economic prospects and investments. In the U.S. the economy was gaining momentum, supported by recovering domestic demand. As a consequence, the US Central Bank was tightening its monetary policy in an effort to contain inflation, whereas the European Central Bank pursued quantitative easing measures, concerned by early signs of deflation. The Brazilian economy continued to struggle due to the lack of structural reforms and delayed investment decisions driven by the political uncertainties amidst the presidential elections.

Demand in Pöyry's key domestic markets for energy related services remained subdued. Despite the easing of the ECB's monetary policy, growth in the Eurozone remained weak and unevenly distributed. The low economic activity reduced the demand for energy and maintained low energy prices. This, combined with the regulatory uncertainties, dampened the investment activity in the sector. In Asia and in Thailand in particular, prolonged political uncertainties caused delays in customer decision making, which was apparent in the overall investment activity for utilities. Continued growth in the demand for energy in the Middle East, in Saudi Arabia and the United Arab Emirates in particular, reinforced the need for investments into new power generation capacity, albeit in a tight competitive environment.

The low demand for products and services in Europe and in Finland in particular continued to depress demand in the industry related services. However, recent announcements by the European pulp and paper producers on planned investments into greenfield pulp mills, as well as decisions on production line conversions, introduced some new business prospects in the Eurozone. Despite the continued weakening of the Brazilian economic situation and outlook, the investment pipeline into new pulp production capacity remained appealing. The globally low commodity prices, especially for iron ore and other minerals, continued to burden the mining industry prospects in all regions.

The continued high level of sovereign debt, the weakening financial standing of the public sector as well as newly initiated austerity measures in many of Pöyry's domestic markets and in Europe in particular reduced the overall demand for infrastructure design and project management services. This development was partially offset by the public sector decision making aiming to initiate infrastructural investments in order to stimulate and support the otherwise depressed economic growth.

The slower than expected growth across our key markets, along with tighter cost scrutiny among clients, impacted directly on the demand for management consulting services. On the other hand, increased margin pressure in many of our clients' industries offered new opportunities for strategic advisory and operational excellence services in particular.

*Notes:*

(i) Reporting is based on the organisational structure announced in February 2014. Pöyry further streamlined its business operations, as announced on 19 August 2014. The reported figures have been restated accordingly for the period under review and the comparable period in 2013 in the following Business Lines: the Mining and Metals Business Unit, previously reported under the Industry Business Group, is reported under Regional Operations; and the Regional Operations Asia Pacific, previously reported under Regional Operations, are reported under the Energy Business Group.

(ii) Following the divestment in Finland of significant parts of Pöyry's real estate design and consulting as well as construction management business, the reported figures of Pöyry PLC and the Regional Operations in particular have been impacted as of 2 June 2014.

(iii) Employee figures are reported in full time equivalents (FTE).

(iv) Figures in brackets refer to the corresponding year-on-year figures.

(v) Figures have been rounded off, which may lead to minor discrepancies upon addition or subtraction.

## ORDER STOCK

The Group's order stock increased from EUR 461.9 million at the end of 2013 to EUR 475.3 million on 30 September 2014 on a comparable basis, excluding the divestment in Finland which was executed in June. On 30 September 2013, comparable order stock was EUR 515.6 million and reported order stock was EUR 557.4 million. Reported order stock declined year-on-year in all Business Lines except for the Industry Business Group where the figure remained stable.

Order stock was EUR 189.8 million in the Energy Business Group (40% of the total order stock), EUR 20.1 million in the Industry Business Group (4%), EUR 249.8 million in the Regional Operations (53%) and EUR 15.2 million in the Management Consulting Business Group (3%).

## ORDER INTAKE

The Group's order intake decreased year-on-year due to lower volumes in the Energy Business Group and Latin America, where exceptionally large orders were recorded in the comparable period in 2013. However, several mid-sized projects were secured and the other Business Lines maintained a stable order intake.

## GROUP NET SALES

Net sales by business group, EUR million	7-9/2014	7-9/2013	Change, %	1-9/2014	1-9/2013	Change, %	Share of total sales 1-9/2014, %	1-12/2013
Energy	32.1	33.4	-3.9	100.8	108.4	-7.0	23	144.3
Industry	8.3	9.5	-12.2	27.1	30.3	-10.7	6	39.6
Regional Operations	74.8	94.9	-21.2	254.4	303.1	-16.1	59	398.4
Management Consulting	14.9	14.8	0.5	49.1	47.2	3.9	11	66.0
Unallocated	1.2	1.1	2.5	3.4	1.2	n.a.	1	2.5
Total	131.2	153.7	-14.6	434.8	490.2	-11.3	100	650.8

Comparable net sales excluding the divested business in Finland was EUR 416.1 (453.3) million. Consolidated net sales declined to EUR 434.8 (490.2) million, which was mainly attributable to the development in the Regional Operations. Net sales increased slightly in the Management Consulting Business Group.

## GROUP OPERATING PROFIT

Operating profit by business line, EUR million	7-9/2014	7-9/2013	Change, %	1-9/2014	1-9/2013	Change, %	1-12/2013
Energy	-0.4	2.6	n.a.	0.8	3.8	-79.2	4.4
Industry	0.2	0.9	-82.7	0.8	2.3	-66.6	2.0
Regional Operations	-5.1	-0.4	n.a.	-27.3	4.7	n.a.	1.7
Management Consulting	0.5	0.9	-37.7	2.8	0.4	n.a.	2.3
Unallocated	-1.4	-3.4	n.a.	12.1	-5.7	n.a.	3.5
Total	-6.2	0.6	n.a.	-10.9	5.6	n.a.	13.9

Consolidated operating profit decreased to EUR -10.9 (5.6) million. Operating profit was burdened by lower than expected net sales as well as one-time items of EUR -10 (-7) million recorded mostly in the Regional

Operations, consisting mainly of project losses originating from the former Urban Business Group, as well as the EUR -14 million write-off of the receivables from Venezuela recognised in June. Operating profit includes a one-time gain of EUR 19 million from the divestment in Finland in June.

Operating profit increased in the Management Consulting Business Group, however it declined in all other Business Lines.

## BUSINESS LINES

### Energy Business Group

	7-9/ 2014	7-9/ 2013	Change, %	1-9/ 2014	1-9/ 2013	Change, %	1-12/ 2013
Order stock, EUR million, end of period	189.8	216.7	-12.4	189.8	216.7	-12.4	196.7
Sales, EUR million	32.1	33.4	-3.9	100.8	108.4	-7.0	144.3
Operating profit, EUR million	-0.4	2.6	n.a.	0.8	3.8	-79.2	4.4
Operating margin, %	-1.3	7.9		0.8	3.5		3.0
Personnel at end of period	1,072	1,143	-6.2	1,072	1,143	-6.2	1,133

#### 1-9/2014

Order stock was EUR 189.8 (216.7) million, decreasing by 12.4 per cent year-on-year. While several mid-size orders were secured in 2014, a major order was recorded in Saudi Arabia in the comparable period in 2013. In addition, order stock was impacted by project delays in Thailand and increasing competition in Saudi Arabia.

Net sales amounted to EUR 100.8 (108.4) million, decreasing by 7.0 per cent year-on-year mainly due to lower investment activity in Europe, the Middle East and Asia.

Operating profit declined to EUR 0.8 (3.8) million. The decline was mainly attributable to lower net sales. The comparable figure in 2013 includes contributions from large projects in Central Europe and Asia.

#### 7-9/2014

Order intake increased from the previous quarter. However, it decreased from the third quarter last year. A major order was recorded in Saudi Arabia in the comparable period.

Net sales declined over the previous quarter but remained stable compared to the third quarter last year, reaching EUR 32.1 (33.4) million.

Operating profit decreased from the previous quarter and the third quarter last year to EUR -0.4 (2.6) million. The comparable figure in 2013 includes contributions from large projects in Central Europe and Asia.

## Industry Business Group

	7-9/ 2014	7-9/ 2013	Change, %	1-9/ 2014	1-9/ 2013	Change, %	1-12/ 2013
Order stock, EUR million, end of period	20.1	20.2	-0.2	20.1	20.2	-0.2	16.0
Sales, EUR million	8.3	9.5	-12.2	27.1	30.3	-10.7	39.6
Operating profit, EUR million	0.2	0.9	-82.7	0.8	2.3	-66.6	2.0
Operating margin, %	1.9	9.4		2.8	7.5		5.2
Personnel at end of period	432	448	-3.5	432	448	-3.5	449

### 1-9/2014

Order stock remained stable year-on-year and was EUR 20.1 (20.2) million. The figure last year includes a large pulp mill project which has since been completed.

Net sales decreased by 10.7 per cent to EUR 27.1 (30.3) million, reflecting the completion of a large pulp mill project earlier this year.

Operating profit declined to EUR 0.8 (2.3) million and was burdened by higher business development costs.

### 7-9/2014

Order intake declined from the previous quarter and from the third quarter last year which includes several recorded larger projects.

Net sales declined from the previous quarter and from the third quarter last year to EUR 8.3 (9.5) million, reflecting the completion of the large pulp mill project earlier this year.

Operating profit decreased accordingly over the previous quarter and from the third quarter last year to EUR 0.2 (0.9) million.

## Regional Operations

	7-9/ 2014	7-9/ 2013	Change, %	1-9/ 2014	1-9/ 2013	Change, %	1-12/ 2013
Order stock, EUR million, end of period	249.8	299.9	-16.7	249.8	299.9	-16.7	271.8
Sales, EUR million	74.8	94.9	-21.2	254.4	303.1	-16.1	398.4
Operating profit, EUR million	-5.1	-0.4	n.a.	-27.3	4.7	n.a.	1.7
Operating margin, %	-6.8	-0.4		-10.7	1.5		0.4
Personnel at end of period	3,127	3,782	-17.3	3,127	3,782	-17.3	3,714

### 1-9/2014

Order stock declined by 16.7 per cent year-on-year to EUR 249.8 (299.9) million. The decrease accounts for the divestment in Finland in June and lower order intake in Latin America. The comparable year-on-year figure in 2013, excluding the divestment in Finland, was EUR 258.0 million and includes a large order recorded in Latin America in March 2013.

Net sales declined by 16.1 per cent year-on-year to EUR 254.4 (303.1) million. Net sales declined in all regions and particularly in Finland due to the divestment, in Brazil which was impacted by economic slowdown and in Central Europe mostly due to project revenue adjustments.



Comparable net sales excluding the divested business in Finland totalled EUR 236.5 (266.9) million.

Operating profit decreased to EUR -27.3 (4.7) million. The figure was mainly burdened by one-time items amounting to EUR -11 (-6) million, consisting mainly of additional project losses originating from the former Urban Business Group that were recognised in Austria, Switzerland and Romania, as well as the EUR -14 million write-off of the receivables from Venezuela recognised in June. Moreover, the operating profit was affected by charges related to the on-going arbitration proceedings concerning a large project in Brazil that was completed last year. The figure was also burdened by lower than expected net sales across most regions and in Europe in particular.

#### 7-9/2014

Order intake increased in most regions during the quarter and compared to the third quarter last year.

Net sales declined from the previous quarter and compared to the third quarter last year to EUR 74.8 (94.9) million. The figure fell across most regions and particularly in Latin America. The comparable net sales in 2013 were EUR 84.8 million excluding the divested units in Finland.

Excluding the EUR -14 million write-off of the receivables from Venezuela in June, operating profit remained on the same level over the quarter. However, it decreased from the third quarter last year to EUR -5.1 (-0.4) million. The figure was burdened by one-time items of EUR -5 (-6) million, including additional project losses originating from the former Urban Business Group that were recognised in Romania in particular. Operating profit decreased across most regions mostly due to weaker sales.

#### Management Consulting Business Group

	7-9/ 2014	7-9/ 2013	Change, %	1-9/ 2014	1-9/ 2013	Change, %	1-12/ 2013
Order stock, EUR million, end of period	15.2	20.6	-26.5	15.2	20.6	-26.5	15.2
Sales, EUR million	14.9	14.8	0.5	49.1	47.2	3.9	66.0
Operating profit, EUR million	0.5	0.9	-37.7	2.8	0.4	n.a.	2.3
Operating margin, %	3.6	5.8		5.7	0.9		3.6
Personnel at end of period	398	418	-4.8	398	418	-4.8	413

#### 1-9/2014

Order stock remained stable over the review period but declined year-on-year by 26.5 per cent to EUR 15.2 (20.6) million. The decline was mainly attributable to weaker sales and completion of a larger project in Finland.

Net sales increased by 3.9 per cent year-on-year to EUR 49.1 (47.2) million, growth originating mainly from Europe.

Operating profit increased to EUR 2.8 (0.4) million mainly due to structural improvements implemented during the first half of 2013.

#### 7-9/2014

Order intake remained stable compared to the previous quarter but declined compared to the third quarter last year.

Net sales fell over the quarter, however remained on the same level with the third quarter last year and were EUR 14.9 (14.8) million.

Operating profit declined over the quarter and from the comparable quarter last year to EUR 0.5 (0.9) million. The comparable period includes several one-time items.

**Unallocated items**

Unallocated items during the period impacted the operating profit by EUR +12.1 (-5.7) million. The divestment in Finland increased the operating profit by EUR 19 million. Unallocated expenses increased in line with expectations, caused by the progressing centralisation of the global support functions, related outsourcing costs, restructuring of the Group Executive Committee in August as well as office rents following the sale of the head office building in Finland in 2013.

**GROUP FINANCIAL RESULT**

The net financial items amounted to EUR -2.4 (-3.9) million.

Profit before taxes totalled EUR -13.1 (1.8) million.

Income taxes were EUR 0.9 (-1.7) million.

Net profit for the period amounted to EUR -12.2 (0.1) million, of which EUR -11.5 million were attributable to equity holders of the parent company and EUR -0.6 to non-controlling interests.

Diluted earnings per share were EUR -0.20 (0.02).

**BALANCE SHEET**

The consolidated balance sheet amounted to EUR 427.8 (540.3) million, which is EUR 53.7 million lower than EUR 481.5 million at the end of 2013. Total equity at the end of the reporting period amounted to EUR 124.1 (125.1) million. Total equity attributable to equity holders of the parent company was EUR 121.9 (122.1) million, or EUR 2.04 (2.04) per share.

Return on equity (ROE) amounted to -12.8 (0.1) per cent. Return on investment (ROI) amounted to -5.6 (3.3) per cent.

**CASH FLOW AND FINANCING**

Group cash and cash equivalents and other liquid assets at the end of the reporting period amounted to EUR 35.4 (43.0) million. In addition to these, the Group had available credit facilities amounting to EUR 97.8 million. The amount of issued Commercial Papers was EUR 29.8 million.

Net cash flow from operating activities in the reporting period amounted to EUR -51.8 (-31.1) million, representing EUR -0.88 per share. Net cash flow before financing activities amounted to EUR -26.0 (-34.8) million including net proceeds of EUR 27 million from the divestment in Finland. Net debt at the end of the reporting period was EUR 57.6 (119.9) million. Gearing was 46.5 (95.9) per cent. The equity ratio was 34.0 (26.8) per cent.

Calculation principles and key figures are presented on the Key figures page of this interim report.

**CAPITAL EXPENDITURE**

During the reporting period, the Group's capital expenditures totalled EUR 2.0 (4.1) million.

	7-9/ 2014	7-9/ 2013	1-9/ 2014	1-9/ 2013	1-12/ 2013
Capital expenditure, EUR million					
Capital expenditure, operating	0.9	1.1	2.0	4.1	5.9
Capital expenditure, total	0.9	1.1	2.0	4.1	5.9

## PERSONNEL

Personnel (FTE) by business group, at the end of the period	1-9/ 2014	1-9/ 2013	Change, %
Energy	1,072	1,143	-6.2
Industry	432	448	-3.5
Regional operations	3,127	3,782	-17.3
Management Consulting	398	418	-4.8
Group staff and shared resources	205	241	-15.0
Personnel, total	5,234	6,032	-13.2

Personnel (FTE) by geographic area, at the end of the period	1-9/ 2014	1-9/ 2013	Change, %
Nordic countries	1,878	2,423	-22.5
Other Europe	1,906	2,024	-5.8
Asia	517	547	-5.5
North America	155	157	-1.3
South America	761	865	-12.0
Other areas	17	16	6.3
Personnel, total	5,234	6,032	-13.2

### Personnel structure

The Group had an average of 5,517 (6,183) employees (FTEs), which was 10.8 per cent less than in the previous year. The number of personnel (FTEs) at the end of the period was 5,234 (6,032). The figure decreased by 435 people due to the divestment of the real estate business in Finland.

As of 1 January 2014, expenses related to contracts with independent self-employed specialists in Latin America have been included in the personnel expenses and, accordingly, the number of independent self-employed specialists has been included in the employee figures. This measure has increased the amount of personnel by about 200 FTEs. The figures for the corresponding year have been restated accordingly.

## GOVERNANCE

On 19 August 2014, Pöyry announced changes in the management structure of the Group Executive Committee with a view to improving efficiency.

Alexis Fries, President and CEO assumed the tasks of Chairman of Pöyry's Regional Operations.

Marcelo Cordaro, previously President of Pöyry's operations in Brazil, was additionally appointed President Regional Operations Latin America.

Nicholas Oksanen, previously President of Pöyry's Pulp and Paper Business Unit in the Industry Business Group, was additionally appointed President Industry Business Group.

Richard Pinnock, previously Executive Vice President Group Strategic Growth, was appointed Executive Vice President Global Sales and Project Management with the responsibility for strengthening the Group's global sales and project management. He will also continue to develop the Group's Large Projects Competence Centre.

Pasi Tolppanen, President Regional Operations Northern Europe and President of Pöyry's operations in Finland, and Marcelo Cordaro were both appointed as Vice Chairmen Regional Operations.

Martin Bachmann, Chairman Regional Operations and President Regional Operations Alpine Arc and Asia-Pacific, and Martin Kuzaj, President Regional Operations Central Europe, President Regional Operations Latin America and President Industry Business Group have left the Pöyry Group.

After the changes, the Group Executive Committee consists of Alexis Fries, Sergio Guimaraes, Marcelo Cordaro, Nicholas Oksanen, Jukka Pahta, Richard Pinnock, Jarkko Sairanen, Pasi Tolppanen, Anne Viitala and Jaana Rinne. All the Group Executive Committee members report to the President and CEO Alexis Fries.

## **SHARE CAPITAL AND SHARES**

The share capital of Pöyry PLC at 30 September 2014 totalled EUR 14,588,478 and the total number of shares including treasury shares totalled 59,759,610.

On 30 September 2014, Pöyry PLC held a total of 518,530 own shares, which corresponds to 0.9 per cent of the total number of shares.

## **MARKET CAP AND TRADING**

The closing price of Pöyry's shares on 30 September 2014 was EUR 3.30 (3.84). The volume weighted average share price during the reporting period was EUR 3.98 (3.77), the highest quotation being EUR 4.80 (4.70) and the lowest EUR 3.24 (2.93). The share price decreased by 18.9 per cent since the end of 2013. During the reporting period, approximately 9.1 million Pöyry shares were traded at NASDAQ OMX Helsinki, corresponding to a turnover of approximately EUR 36 million. The average daily trading volume was 48,533 shares, or approximately EUR 0.2 million.

On 30 September 2014, the total market value of Pöyry's shares was EUR 195.3 (226.9) million excluding treasury shares held by the company and EUR 197.0 (229.5) million including treasury shares.

## **OWNERSHIP STRUCTURE**

The number of registered shareholders was 6,891 at the end of September 2014 compared to 6,899 at the end of 2013.

Corbis S.A. remained the largest shareholder with 34.20 per cent ownership of the total shares. The Chairman of the Board of Directors of Pöyry, Henrik Ehrnrooth, together with his brothers Georg Ehrnrooth and Carl-Gustaf Ehrnrooth indirectly holds a controlling interest in Corbis S.A.

At the end of the reporting period, a total of 10.38 per cent of the shares were owned by nominee-registered shareholders. Total ownership outside Finland, including Corbis, together with nominee-registered shareholders represented 45.37 per cent of the total shares.

## **FLAGGINGS IN 2014**

On 20 May 2014, Pöyry PLC received a disclosure under Chapter 9, Section 5 of the Securities Market Act according to which, as a result of share transactions concluded on 19 May 2014, the holdings of RWC Asset Management LLP (UK, ID OC332015) exceeded 5 per cent of Pöyry PLC's total shares and votes. According to the disclosure, RWC Asset Management LLP held on 19 May 2014 a total of 3,008,148 shares which represented 5.03 per cent of Pöyry PLC's total shares and votes.

## **EVENTS AFTER THE REPORTING PERIOD**

There were no significant events after the reporting period.

## **PÖYRY'S EVOLUTION**

Pöyry's current organisational structure was introduced in February 2013 and is based on Management Consulting, Global Competence Lines and Regional Operations. In line with this evolution, Pöyry integrated its local activities in Latin and North America and Asia Pacific to Regional Operations in January 2014.

On 19 August 2014, Pöyry further streamlined its business operations and adjusted its management structure to improve efficiency. The Project Management Services Business Unit, previously part of the Industry Business Group, and the Group's Large Projects Competence Centre were integrated under the Global Sales and Project Management Function.

In addition, the Regional Operations Alpine Arc and Central Europe were combined into one region, Central Europe, which includes three of Pöyry's Key Countries: Germany, Switzerland and Austria. The Mining and Metals Business Unit, previously part of the Industry Business Group, was integrated into the Regional Operations Northern Europe. In addition, the Regional Operations Asia Pacific, comprising of local operations in China and Thailand, were integrated into the Energy Business Group.

The resulting organisational set up serves clients both globally and locally in key domestic markets. The introduction of Global Competence Lines enables the business to build on global leadership positions established in the industrial and energy sectors. Pöyry is continuing to develop its large projects competence capabilities and its share in related orders are expected to increase.

The establishing of Regional Operations provides the business with a more focused platform to deliver a large number of small to medium-sized domestic client projects across the full breadth of Pöyry's sectors. The development of comprehensive strategic advisory services continues under the Management Consulting Business Group.

Pöyry continues to implement its structural and administrative process improvement program announced at the end of 2012. As these measures are progressing, Pöyry will introduce further improvements in terms of sales focus, project management and capacity management.

## **SIGNIFICANT RISKS AND BUSINESS UNCERTAINTIES**

The economic and political uncertainties continue and the risk of recession, particularly in the European market, persists. This can impact clients' decision making and lead to delays. These circumstances may adversely influence Pöyry's clients' ability to arrange project financing and more generally, slow down overall business activity, hence impacting Pöyry's net sales and profitability.

Pöyry focuses equally on small, mid-size and large projects. Large projects, which also include Engineering, Procurement and Construction (EPC) projects, may require thorough and lengthy development work and therefore contain uncertainties related to financing, implementation concepts and the exact timing of project start-up, all of which are beyond Pöyry's control. During the project execution phase, further risks may emerge. The company has stringent risk management processes in place by which such risks are identified and mitigated as much as possible at an early stage.

Among the on-going projects, there are some facing particular challenges and risks in the context of their execution. In some of these projects, the respective subsidiary companies are involved in disputes and litigations where the outcome and timing of the resolutions are uncertain and could differ from the management's current assessment. The majority of these projects originate from the former Urban Business Group. There is a distinct management focus on resolving these issues and their evolution is regularly reviewed and assessed in line with the company's risk assessment processes.

Part of Pöyry's business comes from municipal and other public sector clients. The high level of indebtedness of various economies has led the EU and an increasing number of governments to decide on austerity and cost-reduction measures. This may have a negative effect on infrastructure investments and consequently could affect services provided by Pöyry.

Part of Pöyry's net sales originates from emerging and developing countries, some of which face political and economic challenges. There is a risk that corresponding payment of invoices may be delayed excessively or that the Pöyry Group may experience credit losses. To manage this risk, the company maintains systematic processes for the follow-up and active collection of receivables.

The most relevant risks related to Pöyry's business are presented in more detail on the company's website at <http://www.poyry.com/about-poyry/corporate-governance/risk-management>.

Vantaa, 28 October 2014

Pöyry PLC  
Board of Directors

#### **THE INTERIM REPORT 1 JANUARY - 30 SEPTEMBER 2014**

This interim report has been prepared in accordance with IAS 34 following the same accounting principles as in the annual financial statement for 2013 apart from the following changes:

- IFRS 10 Consolidated financial statements
- IFRS 11 Joint arrangements
- IFRS 12 Disclosure of interest in other entities

The company had incorrectly stated in consolidated financial statements for 2013 that it had applied IFRS 10, IFRS 11 and IFRS 12 standards as of 1 January 2013.

All figures in the accounts have been rounded and consequently the totals of individual figures can deviate from the presented total figure. This interim report is unaudited.

## PÖYRY GROUP

## STATEMENT OF COMPREHENSIVE INCOME

EUR million	7-9/2014	7-9/2013	1-9/2014	1-9/2013	1-12/2013
<b>NET SALES</b>	<b>131.2</b>	153.7	<b>434.8</b>	490.2	650.8
Other operating income	0.6	0.0	22.3	0.9	24.1
Materials and supplies	-0.4	-3.6	-0.5	-9.5	-14.1
External charges, subconsulting	-14.5	-17.0	-40.8	-51.6	-72.4
Personnel expenses	-84.3	-91.0	-289.1	-308.2	-408.5
Depreciation and impairment	-1.2	-2.0	-4.1	-6.3	-14.3
Other operating expenses	-37.5	-39.5	-133.4	-109.9	-151.7
<b>OPERATING PROFIT</b>	<b>-6.2</b>	0.6	<b>-10.9</b>	5.6	13.9
Proportion of net sales, %	-4.7	0.4	-2.5	1.1	2.1
Financial income	0.2	0.6	0.8	1.7	1.9
Financial expenses	-0.9	-1.6	-3.1	-5.0	-6.8
Exchange rate differences	-0.4	-0.4	0.0	-0.6	-0.3
Share of associated companies' and joint ventures' results	0.2	-0.1	0.1	0.1	0.4
<b>PROFIT BEFORE TAXES</b>	<b>-7.1</b>	-0.9	<b>-13.1</b>	1.8	9.1
Proportion of net sales, %	-5.4	-0.6	-3.0	0.4	1.4
Income taxes	1.9	0.8	0.9	-1.7	-6.5
<b>NET PROFIT FOR THE PERIOD</b>	<b>-5.2</b>	-0.1	<b>-12.2</b>	0.1	2.6
<b>OTHER COMPREHENSIVE INCOME</b>					
Items that will not be reclassified to profit or loss					
Remeasurements of net defined benefit pension liability					8.1
Impact on deferred taxes					-1.5
Items that may be reclassified to profit or loss					
Cash flow hedging		0.0		0.5	1.1
Impact on deferred taxes		0.0		-0.1	-0.3
Translation differences	2.2	-0.1	2.4	-4.5	-6.4
<b>TOTAL COMPREHENSIVE INCOME FOR THE PERIOD</b>	<b>-3.1</b>	-0.2	<b>-9.8</b>	-4.0	3.6
Net profit attributable to:					
Equity holders of the parent company	-4.7	0.9	-11.5	1.0	3.6
Non-controlling interest	-0.5	-1.0	-0.6	-0.9	-1.0
Total comprehensive income attributable to:					
Equity holders of the parent company	-2.5	0.8	-9.2	-3.1	4.6
Non-controlling interest	-0.5	-1.0	-0.6	-0.9	-1.0
Earnings/share, attributable to the equity holders of the parent company, EUR					
Corrected with dilution effect	-0.08	0.02	-0.20	0.02	0.06

**STATEMENT OF FINANCIAL POSITION**

EUR million	30 September 2014	30 September 2013	31 Dec. 2013
<b>ASSETS</b>			
<b>NON-CURRENT ASSETS</b>			
Goodwill	121.2	128.7	127.4
Intangible assets	2.0	8.6	2.4
Tangible assets	11.2	58.0	13.3
Shares in associated companies and joint ventures	6.2	7.9	8.1
Other shares	1.9	2.0	2.0
Loans receivable	0.3	0.5	0.3
Deferred tax receivables	20.1	19.2	16.4
Pension receivables	0.3	0.2	0.2
Other	6.0	7.1	5.7
	<b>169.2</b>	<b>232.2</b>	<b>175.8</b>
<b>CURRENT ASSETS</b>			
Work in progress	95.2	110.7	84.8
Accounts receivable	102.9	124.8	124.6
Loans receivable	0.3	0.4	0.3
Other receivables	12.0	10.9	9.1
Prepaid expenses and accrued income	12.8	18.3	14.5
Financial assets at fair value through profit and loss	0.2	0.1	0.2
Cash and cash equivalents	35.2	42.9	72.2
	<b>258.6</b>	<b>308.1</b>	<b>305.7</b>
<b>TOTAL</b>	<b>427.8</b>	<b>540.3</b>	<b>481.5</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
<b>EQUITY ATTRIBUTABLE TO THE EQUITY HOLDERS OF THE PARENT COMPANY</b>			
Share capital	14.6	14.6	14.6
Legal reserve	3.6	3.6	3.5
Invested free equity reserve	60.1	60.1	60.1
Fair value reserve		-0.4	
Translation difference	-10.9	-11.2	-13.2
Retained earnings	54.5	55.4	64.6
	<b>121.9</b>	<b>122.1</b>	<b>129.6</b>
Non-controlling interest	2.2	3.0	2.9
	<b>124.1</b>	<b>125.1</b>	<b>132.5</b>
<b>LIABILITIES</b>			
<b>NON-CURRENT LIABILITIES</b>			
Interest bearing non-current liabilities	54.7	99.3	56.4
Pension obligations	25.0	34.0	23.9
Deferred tax liability	0.1	1.0	0.2
Other non-current liabilities	0.1	11.8	2.1
	<b>79.9</b>	<b>146.1</b>	<b>82.6</b>
<b>CURRENT LIABILITIES</b>			
Amortisations of interest bearing non-current liabilities	8.0	21.0	9.3
Commercial papers	29.8	41.7	40.6
Interest bearing current liabilities	0.5	0.9	0.6
Provisions	15.9	14.5	15.7
Project advances	63.0	74.0	71.6
Accounts payable	19.3	19.6	27.4
Other current liabilities	22.8	26.5	27.9
Current tax payable	2.0	2.8	4.6
Accrued expenses and deferred income	62.5	68.1	68.7
	<b>223.8</b>	<b>269.1</b>	<b>266.4</b>
<b>TOTAL</b>	<b>427.8</b>	<b>540.3</b>	<b>481.5</b>



## STATEMENT OF CASH FLOWS

EUR million	7-9/2014	7-9/2013	1-9/2014	1-9/2013	1-12/2013
<b>FROM OPERATING ACTIVITIES</b>					
Net profit for the period	-5.2	-0.1	-12.2	0.1	2.6
Expenses from share-based incentive programmes	0.0	0.1	0.4	0.3	0.3
Depreciation and impairment losses from non-current assets	1.2	2.0	4.1	6.3	16.3
Impairment losses from accounts receivable and work in progress	-0.1	0.2	18.7	1.0	1.1
Gain on sales of shares and fixed assets	0.0	0.0	-20.8	0.0	-14.6
Adjustment to unpaid liability for acquired shares					-9.0
Loss on sale of shares and fixed assets	0.1	0.4	0.1	0.5	0.5
Financial income and expenses	1.1	1.4	2.4	3.9	5.2
Income taxes	-1.9	-0.8	-0.9	1.7	6.5
Change in work in progress	-2.6	-3.2	-13.2	-19.1	6.8
Change in accounts and other receivables	5.2	11.1	-3.8	10.9	16.2
Change in project advances received	-1.2	-7.8	-7.2	-16.6	-19.1
Change in payables and other liabilities	-10.7	-9.0	-14.4	-11.5	-4.5
Received financial income	-0.1	0.4	0.3	1.5	1.6
Paid financial expenses	-0.8	-1.9	-2.8	-5.4	-7.1
Paid income taxes	-1.0	-0.3	-2.5	-4.7	-3.8
<b>Total from operating activities</b>	<b>-16.0</b>	<b>-7.5</b>	<b>-51.8</b>	<b>-31.1</b>	<b>-1.0</b>
<b>CAPITAL EXPENDITURE</b>					
Investments in fixed assets	-0.9	-1.1	-2.0	-4.1	-5.9
Sales of business operations and shares in subsidiaries deducted with cash included in the sales			27.4	-0.1	-0.1
Sale of real estate					58.3
<b>Sales of other fixed assets</b>	<b>0.3</b>	<b>0.5</b>	<b>0.3</b>	<b>0.5</b>	<b>0.0</b>
<b>Capital expenditure total, net</b>	<b>-0.5</b>	<b>-0.6</b>	<b>25.8</b>	<b>-3.7</b>	<b>52.3</b>
<b>Net cash before financing</b>	<b>-16.5</b>	<b>-8.1</b>	<b>-26.0</b>	<b>-34.8</b>	<b>51.3</b>
<b>FINANCING</b>					
New loans	15.0		15.0	43.7	46.6
Repayments of loans	-13.2	-0.8	-18.3	-46.6	-102.2
Change in current financing	-0.2	2.4	-10.8	4.9	3.1
Received dividends	0.2	1.1	1.3	1.7	1.8
Paid dividends				-0.8	-0.8
<b>Net cash from financing</b>	<b>1.8</b>	<b>2.7</b>	<b>-12.8</b>	<b>2.9</b>	<b>-51.5</b>
<b>Change in cash and cash equivalents</b>	<b>-14.7</b>	<b>-5.4</b>	<b>-38.8</b>	<b>-31.9</b>	<b>-0.2</b>
<b>Cash and cash equivalents and other liquid assets at the beginning of the period</b>	<b>48.3</b>	<b>48.9</b>	<b>72.4</b>	<b>83.0</b>	<b>83.0</b>
Reclassification of subsidiary company to joint venture				-3.7	-3.7
Impact of translation differences in exchange rates	1.9	-0.5	1.9	-4.4	-6.7
<b>Cash and cash equivalents and other liquid assets at the end of the period</b>	<b>35.4</b>	<b>43.0</b>	<b>35.4</b>	<b>43.0</b>	<b>72.4</b>
Financial assets at fair value through profit and loss	0.2	0.1	0.2	0.1	0.2
<b>Cash and cash equivalents</b>	<b>35.2</b>	<b>42.9</b>	<b>35.2</b>	<b>42.9</b>	<b>72.2</b>
<b>Cash and cash equivalents and other liquid assets</b>	<b>35.4</b>	<b>43.0</b>	<b>35.4</b>	<b>43.0</b>	<b>72.4</b>

**CHANGES IN EQUITY**

EUR million	Share capital	Legal reserve	Invested free equity reserve	Fair value reserve	Translation differences	Retained earnings	Total	Non-controlling interest	Total equity
Equity 1 July 2014	14.6	3.5	60.1		-13.1	58.9	124.0	2.8	126.8
Comprehensive income									
Comprehensive income for the period		0.1			2.2	-4.7	-2.4	-0.5	-3.0
Contributions by and distributions to owners of the parent, recognised directly into equity									
Expenses from share-based incentive programmes									
Reversals from share-based incentive programmes						0.3	0.3		0.3
Total contributions by and distributions to owners of the parent, recognised directly into equity						0.3	0.3		0.3
<b>Equity 30 September 2014</b>	<b>14.6</b>	<b>3.6</b>	<b>60.1</b>		<b>-10.9</b>	<b>54.5</b>	<b>121.9</b>	<b>2.2</b>	<b>124.1</b>
Equity 1 January 2014	14.6	3.6	60.1		-13.2	64.6	129.6	2.9	132.5
Comprehensive income									
Comprehensive income for the period		0.0			2.4	-11.5	-9.2	-0.6	-9.8
Contributions by and distributions to owners of the parent, recognised directly into equity									
Expenses from share-based incentive programmes						0.2	0.2		0.2
Reversals from share-based incentive programmes						1.2	1.2		1.2
Total contributions by and distributions to owners of the parent, recognised directly into equity						1.4	1.4		1.4
<b>Equity 30 September 2014</b>	<b>14.6</b>	<b>3.6</b>	<b>60.1</b>		<b>-10.9</b>	<b>54.5</b>	<b>121.9</b>	<b>2.2</b>	<b>124.1</b>
Equity 1 July 2013	14.6	3.5	60.1	-0.4	-11.1	54.6	121.3	4.0	125.3
Comprehensive income									
Comprehensive income for the period		0.1			-0.1	0.9	0.8	-1.0	-0.2
Total contributions by and distributions to owners of the parent, recognised directly into equity							0.0		0.0
<b>Equity 30 September 2013</b>	<b>14.6</b>	<b>3.6</b>	<b>60.1</b>	<b>-0.4</b>	<b>-11.2</b>	<b>55.4</b>	<b>122.1</b>	<b>3.0</b>	<b>125.1</b>
Equity 1 January 2013	14.6	3.5	60.1	-0.8	-6.7	54.2	124.9	7.4	132.3
Comprehensive income									
Comprehensive income for the period		0.1		0.4	-4.5	1.0	-3.1	-0.9	-4.0
Reclassification of subsidiary company to joint venture								-2.7	-2.7
Contributions by and distributions to owners of the parent, recognised directly into equity									
Payment of dividend								-0.8	-0.8
Expenses from share-based incentive programmes						0.2	0.2		0.2
Total contributions by and distributions to owners of the parent, recognised directly into equity						0.2	0.2	-0.8	-0.6
<b>Equity 30 September 2013</b>	<b>14.6</b>	<b>3.6</b>	<b>60.1</b>	<b>-0.4</b>	<b>-11.2</b>	<b>55.4</b>	<b>122.1</b>	<b>3.0</b>	<b>125.1</b>
Equity 1 January 2013	14.6	3.5	60.1	-0.8	-6.7	54.2	124.9	7.4	132.3
Comprehensive income									
Comprehensive income for the period				0.8	-6.4	10.2	4.6	-1.0	3.6
Reclassification of subsidiary company to joint venture								-2.7	-2.7
Contributions by and distributions to owners of the parent, recognised directly into equity									
Payment of dividend								-0.8	-0.8
Expenses from share-based incentive programmes						0.2	0.2		0.2
Total contributions by and distributions to owners of the parent, recognised directly into equity						0.2	0.2	-0.8	-0.6
<b>Equity 31 December 2013</b>	<b>14.6</b>	<b>3.6</b>	<b>60.1</b>		<b>-13.2</b>	<b>64.6</b>	<b>129.6</b>	<b>2.9</b>	<b>132.5</b>

**KEY FIGURES**

	7-9/2014	7-9/2013	1-9/2014	1-9/2013	1-12/2013
Earnings/share, EUR	-0.08	0.02	-0.20	0.02	0.06
Diluted	-0.08	0.02	-0.20	0.02	0.06
Shareholders' equity/share, EUR			2.04	2.04	2.17
Return on investment, %			-5.6	3.3	5.8
Return on equity, %			-12.8	0.1	2.0
Equity ratio, %			34.0	26.8	32.3
Net debt/equity ratio (gearing), %			46.5	95.9	26.0
Net debt, EUR million			57.6	119.9	34.5
Consulting and engineering, EUR million			474.7	554.6	499.7
EPC, EUR million			0.6	2.8	0.0
Order stock total, EUR million			475.3	557.4	499.7
Capital expenditure, operating, EUR million	0.9	1.1	2.0	4.1	5.9
Personnel in group companies on average			5,517	6,183	6,139
Personnel in group companies at end of period			5,234	6,032	5,943
Personnel in associated companies and joint ventures at end of period			239	252	252

**CALCULATION OF KEY FIGURES****Return on investment, ROI %**

$$100 \times \frac{\text{profit before taxes + interest and other financial expenses}}{\text{balance sheet total - non-interest bearing liabilities (quarterly average)}}$$

**Return on equity, ROE %**

$$100 \times \frac{\text{net profit}}{\text{equity (quarterly average)}}$$

**Equity ratio %**

$$100 \times \frac{\text{equity}}{\text{balance sheet total - advance payments received}}$$

**Net debt/equity ratio, gearing %**

$$100 \times \frac{\text{interest-bearing liabilities - cash and cash equivalents}}{\text{equity}}$$

**Earnings/share, EPS**

$$\frac{\text{net profit attributable to the equity holders of the parent company}}{\text{issue-adjusted average number of shares for the fiscal year}}$$

**Equity attributable to the equity holders of the parent company/share**

$$\frac{\text{equity attributable to the equity holders of the parent company}}{\text{issue-adjusted number of shares at the end of the fiscal year}}$$

## CONTINGENT LIABILITIES

EUR million	1-9/2014	1-9/2013	1-12/2013
Other own obligations			
Pledged securities		42.8	
Other pledged assets	0.3	0.3	0.3
Project and other guarantees	57.4	58.6	57.1
Total	57.7	101.7	57.4
For others			
Pledged assets	0.0	0.1	0.1
Other obligations	0.0	0.1	0.3
Total	0.0	0.2	0.4
Rent and lease obligations	133.1	47.8	139.0

### Pledged securities

At the end of September 2014 and December 2013 the Group did not have any pledged securities. As per 30 September 2013 all shares owned by Pöyry (100 per cent) in the mutual real estate company Kiinteistö Oy Vantaan Jaakonkatu 3 and all shares owned by Pöyry (50 per cent) in the mutual real estate company Martinparkki Oy were pledged against a Swedish Krona based bank loan with a book value of EUR 42.8 million.

### Project and other guarantees

Project guarantees are normal undertakings related to project business, for example bid bonds or performance guarantees.

### Rent and lease obligations

The change compared to September 2013 is explained by Pöyry PLC and its subsidiaries entering into long term office rental agreements at the end of 2013.

### Claims and litigation

Given the nature of Pöyry's operations, claims are made against Group companies from time to time based on various grounds, however, these claims seldom result in litigation or arbitration.

### Litigations and arbitrations of material value

#### Sino-Forest Corporation related litigations

In 2011 three competing class proceedings of material value were commenced in Ontario, Canada against Pöyry's subsidiary companies along with other defendants concerning matters relating to Sino-Forest Corporation ("SFC"). Only one of these competing class proceedings was allowed to proceed by the Ontario court (the "Ontario Proceeding"), the others were stayed. The Ontario Proceeding only named one Pöyry subsidiary company as a defendant. A parallel proceeding was commenced in Quebec, Canada involving the same Pöyry subsidiary company (together with the Ontario Proceeding, the "Canadian SFC Litigation").

During the first reporting period of 2012, the Pöyry subsidiary company named as a defendant in the Ontario Proceeding concluded a settlement agreement with the plaintiffs concerning the Canadian SFC Litigation (the "Settlement Agreement"), which was subsequently approved by the Ontario and Quebec courts in the third and fourth reporting periods of 2012, respectively.

In the fourth reporting period of 2012, the Pöyry subsidiary company named as a defendant in the Ontario Proceeding was also added as a defendant to an existing class action previously commenced against SFC and others in the State of New York of the USA (the "US SFC Litigation"). The allegations pleaded are similar to those in the Canadian SFC Litigation. There have been no material developments in the US SFC Litigation since the above-referenced addition of the Pöyry subsidiary company as a defendant.

A 'Litigation Trust' was created by way of the SFC insolvency proceedings in December 2012 to pursue certain claims that SFC and/or its noteholders had at that time. In the fourth reporting period of 2013, a proceeding in Ontario was served by the Litigation Trust against, *inter alia*, certain of Pöyry's subsidiary companies that had provided consulting services to SFC. Similarly, in the third reporting period of 2014, a proceeding in Singapore was served by the Litigation Trust against certain of Pöyry's subsidiary companies that had provided consulting services to SFC. While Pöyry's legal advisors in Canada and Singapore are of the view that these proceedings are without merit, it is premature to assess the outcome of these proceedings.

#### Rigesa arbitration

In 2013 Pöyry Tecnologia Ltda. and Pöyry Soluções em Projectos Ltda., subsidiary companies of Pöyry, commenced arbitration proceedings against Rigesa Celulose, Papel e Embalagens Ltda. ("Rigesa") in Brazil regarding the payment of certain change orders and other claims in relation to project deliveries of the said subsidiary companies to Rigesa. Rigesa has since commenced counter proceedings against the said Pöyry subsidiary companies in relation to the same project. The two arbitration proceedings have been combined into one proceeding (together the "Rigesa arbitration"). While Pöyry is convinced on the justification for its claims against Rigesa and does not see merit in Rigesa's counterclaims, it is premature to assess the outcome of the Rigesa arbitration.

The risk related to the individual claims and litigations where Group companies are involved is, on balance, considered immaterial on the Group level, taking into consideration the value and basis of these claims and litigations, the contractual terms and conditions and expert opinions applicable to these claims and litigations, the extent of Pöyry's business operations and insurance cover of the Group companies. There are, however, always uncertainties related to the outcome of litigation and arbitration proceedings.

## DERIVATIVE INSTRUMENTS

EUR million	1-9/2014	1-9/2013	1-12/2013
Foreign exchange forward contracts			
Hedge accounting not applied			
Nominal value	50.6	52.3	59.3
Fair value, gains	0.7	1.6	1.0
Fair value, losses	-1.1	-0.4	-0.5
Fair value, net	-0.4	1.2	0.5
Fair value hedge accounting			
Nominal value	15.6	25.7	33.8
Fair value, gains	0.0	0.4	0.4
Fair value, losses	-0.5	-0.1	-0.1
Fair value, net	-0.5	0.4	0.3
Foreign exchange option contracts			
Hedge accounting not applied			
Nominal value, purchased options	13.3		
Fair value, gains	0.0		
Fair value, losses	-0.2		
Fair value, net	-0.2		
Nominal value, sold options	7.6		
Fair value, gains	0.0		
Fair value, losses	-0.1		
Fair value, net	0.0		
Interest rate swaps			
Hedge accounting not applied			
Nominal value	15.0	3.0	
Fair value, gains			
Fair value, losses	-0.1	0.0	
Fair value, net	-0.1	0.0	
Cash flow hedge accounting			
Nominal value		41.6	
Fair value, gains			
Fair value, losses		-0.6	
Fair value, net		-0.6	

The Group hedges the project cash flows denominated in foreign currency by using foreign exchange forward contracts. Exchange rate gains or losses arisen from these forward contracts are recorded in sales and project expenses.

The fair value of the foreign exchange forward contracts is specified by closing date fair values for the corresponding maturities of the agreements. The fair values of the interest rate swaps and cross currency swaps have been specified by the present values of the future cash flows which are based on the closing date's interest rates and other information, excluding the accrued interest and exchange rate difference. The fair values represent the prices which the Group should pay or receive if it terminated the derivative agreement, and the fair values are based on banks' confirmations as well as reports produced by the treasury management system. Derivative instruments have not been set off in the financial statements but all belong to master netting agreements agreed with external counterparties. At the end of September 2014 the Group did not have any outstanding interest rate or cross currency swaps.

**FAIR VALUE HIERARCHY FOR FINANCIAL ASSETS AND LIABILITIES RECOGNISED AT FAIR VALUE**

EUR million	1-9/2014	Level 1	Level 2	Level 3
<b>Financial assets at fair value</b>				
Available for sale assets, shares	1.9			1.9
Derivatives under fair value hedge accounting	0.0		0.0	
Derivatives outside of hedge accounting	0.8		0.8	
Financial assets at fair value through profit and loss	0.2		0.2	
	<b>2.9</b>		<b>1.0</b>	<b>1.9</b>
<b>Financial liabilities at fair value</b>				
Derivatives under fair value hedge accounting	-0.5		-0.5	
Derivatives under cash flow hedge accounting				
Derivatives outside of hedge accounting	-1.5		-1.5	
	<b>-2.0</b>		<b>-2.0</b>	

EUR million	1-9/2013	Level 1	Level 2	Level 3
<b>Financial assets at fair value</b>				
Available for sale assets, shares	2.0			2.0
Derivatives under fair value hedge accounting	0.4		0.4	
Derivatives outside of hedge accounting	1.6		1.6	
Financial assets at fair value through profit and loss	0.1		0.1	
	<b>4.1</b>		<b>2.2</b>	<b>2.0</b>
<b>Financial liabilities at fair value</b>				
Derivatives under fair value hedge accounting	0.1		0.1	
Derivatives under cash flow hedge accounting	0.6		0.6	
Derivatives outside of hedge accounting	0.4		0.4	
	<b>1.1</b>		<b>1.0</b>	

EUR million	1-12/2013	Level 1	Level 2	Level 3
<b>Financial assets at fair value</b>				
Available for sale assets, shares	2.0			2.0
Derivatives under fair value hedge accounting	0.4		0.4	
Derivatives outside of hedge accounting	1.0		1.0	
Financial assets at fair value through profit and loss	0.2		0.2	
	<b>3.6</b>		<b>1.6</b>	<b>2.0</b>
<b>Financial liabilities at fair value</b>				
Derivatives under fair value hedge accounting	0.1		0.1	
Derivatives under cash flow hedge accounting				
Derivatives outside of hedge accounting	0.5		0.5	
	<b>0.6</b>		<b>0.6</b>	

Level 1 fair values are measured using quoted prices in active markets at the balance sheet date for identical assets or liabilities. A market is regarded as active if quoted prices are easily and regularly available from e.g. an exchange, dealer, broker, industry group or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the Group is the current bid price. Instruments in Level 1 consist mainly of DAX, FTSE and Dow Jones equity investments classified as trading securities or available for sale.

Level 2 fair values of financial instruments that are not traded in an active market (for example OTC-derivatives) are determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. To value financial instruments the following techniques can be used:

- Quoted market prices or dealer quotes for similar instruments
- Interest rate swaps: the present value of the estimated future cash flows based on observable yield curves
- Foreign exchange forward contracts: discounting back to present value based on forward rates at the balance sheet date
- Other financial instruments: for example discounted cash flow analysis

Level 3 fair values are measured using valuation techniques based on unquoted parameter inputs.

During 2014 there were no transfers between levels 1, 2 and 3. The change in level 3 compared to previous year is explained by fair value changes of such shares owned by group companies which are not denominated in euros, and/or selling of these shares.

## FINANCIAL ASSETS AND LIABILITIES

EUR million	1-9/2014	1-9/2013	1-12/2013
Available-for-sale assets, shares	1.9	2.0	2.0
Loans and other receivables			
Non-current accounts receivable	3.8	3.2	3.5
Other non-current receivables	1.9	0.5	2.0
Current accounts receivable	102.9	124.8	124.6
Non-current loans receivable	0.3	0.5	0.3
Current loans receivable	0.3	0.4	0.3
Cash and cash equivalents *)	35.4	43.0	72.2
Derivatives under fair value hedge accounting	0.0	0.4	0.4
Derivatives outside of hedge accounting	0.8	1.6	1.0
Financial assets at fair value through profit and loss	0.2	0.1	0.2
<b>FINANCIAL ASSETS</b>	<b>147.5</b>	<b>176.5</b>	<b>206.4</b>
Liabilities at amortised cost			
Interest bearing liabilities	93.0	162.9	106.9
Accounts payable	19.3	19.6	27.4
Derivatives under fair value hedge accounting	-0.5	0.1	0.1
Derivatives under cash flow hedge accounting		0.6	
Derivatives outside of hedge accounting	-1.5	0.4	0.5
<b>FINANCIAL LIABILITIES</b>	<b>110.4</b>	<b>183.6</b>	<b>134.8</b>

The book value of the financial assets and liabilities corresponds to their fair value. Fair value calculation rules of the derivatives can be found under Derivative Instruments.

\*) Cash and cash equivalents include current account balances which belong to a multi-currency notional cash pool operated by Pöyry PLC. For reporting purposes the account balances of this cash pool can be offset if the conditions of IAS 32 Financial Instruments: Presentation are met. The Group met these conditions and at 30 September 2014 EUR 19.9 million of the cash balances and equivalent amount of the overdraft balances were offset.

## RELATED PARTY TRANSACTIONS

To the related parties of Pöyry Group belong subsidiaries, associated companies, joint ventures, the Board of Directors, the President and CEO and the members of the Group Executive Committee and their family members. Furthermore Corbis S.A. belongs to the related parties.

### Shareholding and option rights of related parties

The members of the Board of Directors, the President and CEO and the members of the Group Executive Committee owned on 30 September 2014 a total of 424 969 shares (on 31 December 2013 a total of 344 014 shares).

### Performance share plan 2011-2015

In February 2011 the Board of Directors of Pöyry PLC approved a share-based incentive plan for key personnel. The plan includes three earning periods which are the calendar years 2011-2013. The Board of Directors has on 11 March 2014 decided on a directed share issue for the reward payment from the earning period 2011-2013. In the share issue maximum of 72,700 Pöyry PLC shares held by the Company will be issued and conveyed without consideration to the key persons according to the terms and conditions of the plan.

### Performance share plan 2014-2016

The Board of Directors of Pöyry PLC approved on 4 February 2014 a new share-based incentive plan for the Pöyry Group key personnel. The incentive plan is directed to approximately 35 persons. The plan consists of three discretionary periods, calendar years 2014, 2015 and 2016. The Board of Directors of the company will decide on the performance criteria and their targets at the beginning of each discretionary period. For year 2014 the rewards to be paid will correspond to an approximate value of a maximum total of 400 000 Pöyry PLC shares (gross).

### Own shares

Pöyry PLC holds on 30 September 2014 a total of 518 530 (31 December 2013 683 155) own shares corresponding to 0.9 per cent of the total number of shares.

	7-9/2014	7-9/2013	1-9/2014	1-9/2013	1-12/2013
<b>Transaction with associated companies</b>					
Sales	0.0	0.0	0.0	0.0	0.1
Loans receivable			0.1	0.1	0.1
Accounts receivable			0.0	0.0	0.0

The transactions are determined on an arm's length basis.

**CHANGES IN INTANGIBLE ASSETS AND TANGIBLE ASSETS**

EUR million	7-9/2014	7-9/2013	1-9/2014	1-9/2013	1-12/2013
<b>Intangible assets</b>					
Book value at beginning of period	2.2	8.7	2.4	9.3	9.3
Capital expenditure	0.1	0.3	0.3	0.8	0.6
Decreases	0.0		0.0	-0.1	0.1
Depreciation	-0.3	-0.4	-0.8	-1.2	-7.3
Translation difference	0.0	0.0	0.1	-0.2	-0.3
Book value at end of period	2.0	8.6	2.0	8.6	2.4
<b>Tangible assets</b>					
Book value at beginning of period	11.6	59.1	13.3	60.6	60.6
Capital expenditure	0.7	0.8	1.6	3.3	5.3
Decreases	-0.2	-0.3	-0.6	-0.6	-45.0
Depreciation	-0.9	-1.7	-3.3	-5.1	-6.9
Translation difference	0.0	0.1	0.2	-0.2	-0.7
Book value at end of period	11.2	58.0	11.2	58.0	13.3

**CHANGES IN GOODWILL AND INTANGIBLE RIGHTS**

EUR million	7-9/2014	7-9/2013	1-9/2014	1-9/2013	1-12/2013
Book value at beginning of period, goodwill	120.0	129.0	127.4	131.4	131.4
Book value at beginning of period, intangible rights		5.9		6.1	6.1
Decrease in goodwill			-6.8		
Decrease in intangible rights					-0.3
Depreciation and impairment of intangible rights				-0.1	-5.9
Exchange differences, goodwill	1.2	-0.3	0.6	-2.7	-4.0
Exchange differences, intangible rights		0.1		0.0	0.1
Book value at end of period	121.2	134.7	121.2	134.7	127.4
Goodwill	121.2	128.7	121.2	128.7	127.4
Intangible rights 1)		6.0		6.0	

1) Purchase price from business acquisitions allocated to intangible rights.

**ACQUISITIONS**

During the reporting periods there have been no acquisitions.



## OPERATING SEGMENTS

EUR million	1-9/2014	1-9/2013	1-12/2013
<b>NET SALES</b>			
Energy	<b>100.8</b>	108.4	144.3
Industry	<b>27.1</b>	30.3	39.6
Regional Operations	<b>254.4</b>	303.1	398.4
Management Consulting	<b>49.1</b>	47.2	66.0
Unallocated	<b>3.4</b>	1.2	2.5
<b>Total</b>	<b>434.8</b>	490.2	650.8
<b>OPERATING PROFIT AND NET PROFIT FOR THE PERIOD</b>			
Energy	<b>0.8</b>	3.8	4.4
Industry	<b>0.8</b>	2.3	2.0
Regional Operations	<b>-27.3</b>	4.7	1.7
Management Consulting	<b>2.8</b>	0.4	2.3
Unallocated	<b>12.1</b>	-5.7	3.5
<b>OPERATING PROFIT TOTAL</b>	<b>-10.9</b>	5.6	13.9
Financial income and expenses	<b>-2.4</b>	-3.9	-5.2
Share of associated companies' and joint ventures' results	<b>0.1</b>	0.1	0.4
<b>PROFIT BEFORE TAXES</b>	<b>-13.1</b>	1.8	9.1
Income taxes	<b>0.9</b>	-1.7	-6.5
<b>NET PROFIT FOR THE PERIOD</b>	<b>-12.2</b>	0.1	2.6
Attributable to:			
Equity holders of the parent company	<b>-11.5</b>	1.0	3.6
Non-controlling interest	<b>-0.6</b>	-0.9	-1.0
<b>OPERATING PROFIT %</b>			
Energy	<b>0.8</b>	3.5	3.0
Industry	<b>2.8</b>	7.5	5.2
Regional Operations	<b>-10.7</b>	1.5	0.4
Management Consulting	<b>5.7</b>	0.9	3.6
<b>Operating profit % total</b>	<b>-2.5</b>	1.1	2.1
<b>ORDER STOCK</b>			
Energy	<b>189.8</b>	216.7	196.7
Industry	<b>20.1</b>	20.2	16.0
Regional Operations	<b>249.8</b>	299.9	271.8
Management Consulting	<b>15.2</b>	20.6	15.2
Unallocated	<b>0.4</b>	0.0	0.0
<b>Total</b>	<b>475.3</b>	557.4	499.7
Consulting and engineering	<b>474.7</b>	554.6	499.7
EPC	<b>0.6</b>	2.8	0.0
<b>Total</b>	<b>475.3</b>	557.4	499.7
<b>NET SALES BY AREA</b>			
The Nordic countries	<b>147.0</b>	172.5	230.3
Other Europe	<b>155.4</b>	173.4	229.2
Asia	<b>53.5</b>	42.0	57.0
North America	<b>16.5</b>	17.8	21.9
South America	<b>56.0</b>	75.2	100.3
Other	<b>6.5</b>	9.3	12.1
<b>Total</b>	<b>434.8</b>	490.2	650.8
<b>PERSONNEL AT END OF PERIOD</b>			
Energy	<b>1,072</b>	1,143	1,133
Industry	<b>432</b>	448	449
Regional Operations	<b>3,127</b>	3,782	3,714
Management Consulting	<b>398</b>	418	413
Unallocated	<b>205</b>	241	234
<b>Total</b>	<b>5,234</b>	6,032	5,943

## OPERATING SEGMENTS

EUR million	10-12/13	1-3/2014	4-6/2014	7-9/2014
<b>NET SALES</b>				
Energy	35.9	32.0	36.7	32.1
Industry	9.3	9.5	9.3	8.3
Regional Operations	95.3	91.3	88.3	74.8
Management Consulting	18.7	17.8	16.4	14.9
Unallocated	1.3	0.7	1.6	1.2
<b>Total</b>	<b>160.6</b>	<b>151.3</b>	<b>152.2</b>	<b>131.2</b>
<b>OPERATING PROFIT</b>				
Energy	0.6	0.9	0.3	-0.4
Industry	-0.2	0.3	0.3	0.2
Regional Operations	-3.0	-1.6	-20.7	-5.1
Management Consulting	1.9	1.4	0.8	0.5
Unallocated	9.1	-2.8	16.2	-1.4
<b>OPERATING PROFIT TOTAL</b>	<b>8.4</b>	<b>-1.8</b>	<b>-3.0</b>	<b>-6.2</b>
Financial income and expenses	-1.4	-1.2	0.0	-1.1
Share of associated companies' and joint ventures' results	0.3	0.0	0.0	0.2
<b>PROFIT BEFORE TAXES</b>	<b>7.4</b>	<b>-3.0</b>	<b>-3.0</b>	<b>-7.1</b>
Income taxes	-4.8	-0.3	-0.7	1.9
<b>NET PROFIT FOR THE PERIOD</b>	<b>2.6</b>	<b>-3.2</b>	<b>-3.8</b>	<b>-5.2</b>
Attributable to:				
Equity holders of the parent company	2.6	-3.3	-3.6	-4.7
Non-controlling interest	-0.1	0.0	-0.1	-0.5
<b>OPERATING PROFIT %</b>				
Energy	1.7	2.7	0.9	-1.3
Industry	-2.4	3.0	3.4	1.9
Regional Operations	-3.2	-1.7	-23.4	-6.8
Management Consulting	10.1	7.9	5.1	3.6
<b>Group</b>	<b>5.2</b>	<b>-1.2</b>	<b>-1.9</b>	<b>-4.7</b>
<b>ORDER STOCK</b>				
Energy	196.7	202.6	192.2	189.8
Industry	16.0	13.4	23.0	20.1
Regional Operations	271.8	305.7	251.2	249.8
Management Consulting	15.2	18.1	15.8	15.2
Unallocated	0.0	0.6	0.2	0.4
<b>Total</b>	<b>499.7</b>	<b>540.4</b>	<b>482.4</b>	<b>475.3</b>
Consulting and engineering				
EPC	499.7	539.2	481.3	474.7
<b>Total</b>	<b>0.0</b>	<b>1.2</b>	<b>1.1</b>	<b>0.6</b>
<b>Total</b>	<b>499.7</b>	<b>540.4</b>	<b>482.4</b>	<b>475.3</b>

**OPERATING SEGMENTS**

EUR million	10-12/2012	1-3/2013	4-6/2013	7-9/2013
<b>NET SALES</b>				
Energy	49.8	37.3	37.7	33.4
Industry	8.7	9.1	11.8	9.5
Regional Operations	109.4	102.2	106.0	94.9
Management Consulting	20.7	17.6	14.8	14.8
Unallocated	2.2	0.1	-0.1	1.1
<b>Total</b>	<b>190.7</b>	<b>166.3</b>	<b>170.2</b>	<b>153.7</b>
<b>OPERATING PROFIT</b>				
Energy	1.9	0.6	0.5	2.6
Industry	0.4	0.3	1.1	0.9
Regional Operations	-7.3	2.5	2.6	-0.4
Management Consulting	-1.0	0.5	-0.9	0.9
Unallocated	-9.2	-0.8	-1.5	-3.4
<b>OPERATING PROFIT TOTAL</b>	<b>-15.1</b>	<b>3.1</b>	<b>1.8</b>	<b>0.6</b>
Financial income and expenses	-1.5	-0.8	-1.7	-1.3
Share of associated companies' and joint ventures' results	0.1	-0.1	0.4	-0.1
<b>PROFIT BEFORE TAXES</b>	<b>-16.6</b>	<b>2.2</b>	<b>0.5</b>	<b>-0.9</b>
Income taxes	1.3	-1.4	-1.1	0.8
<b>NET PROFIT FOR THE PERIOD</b>	<b>-15.3</b>	<b>0.8</b>	<b>-0.7</b>	<b>-0.1</b>
Attributable to:				
Equity holders of the parent company	-15.4	0.7	-0.6	0.9
Non-controlling interest	0.1	0.1	0.0	-1.0
<b>OPERATING PROFIT %</b>				
Energy	3.7	1.7	1.4	7.9
Industry	5.0	3.4	9.0	9.4
Regional Operations	-6.6	2.5	2.5	-0.4
Management Consulting	-4.6	2.6	-6.0	5.8
<b>Operating profit % total</b>	<b>-7.9</b>	<b>1.9</b>	<b>1.1</b>	<b>0.4</b>
<b>ORDER STOCK</b>				
Energy	207.7	186.3	192.5	216.7
Industry	20.7	21.3	20.1	20.2
Regional Operations	303.8	361.7	324.8	299.9
Management Consulting	15.6	16.2	18.1	20.6
Unallocated	0.0	0.2	0.0	0.0
<b>Total</b>	<b>547.7</b>	<b>585.7</b>	<b>555.5</b>	<b>557.4</b>
<b>Consulting and engineering</b>				
Energy	542.7	580.7	553.6	554.6
EPC	5.0	5.0	1.9	2.8
<b>Total</b>	<b>547.7</b>	<b>585.7</b>	<b>555.5</b>	<b>557.4</b>