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Atria Oy in Brief

Atria Oy's activities are within the slaughtering and meat cutting industries as well as in the manufacture and marketing of convenience foods.

The company was formed on June 28, 1991 when the merger of Itikka Lihabotnia Oy of Seinajoki and Lihapolar Oy of Kuopio was entered in the Trade Register. After the merger the company was named Itikka-Lihapolar Oy and it was renamed Atria Oy on December 28, 1994.

The merger facilitated significant improvement in efficiency of operations and production centralization. Large investments were made in 1991 and 1992 in connection with these changes.

Finland has become a member of the European Union on 1 January, 1995, which will significantly change the company's competitive position. The company will have to increase its efficiency, which will require investments to be made in the coming few years, estimated at FIM 50-70 million per annum.

| | 1994 | 1993 | 1992 | 1991 *) | 1990 *) |
|--|-----------------|-------|-------|---------|---------|
| Turnover, FIM | 2,510 | 2,494 | 2,644 | 2,682 | 2,575 |
| Operating Profit, FIM | 164 | 149 | 116 | 111 | 101 |
| % of Turnover | 6.5 | 6.0 | 4.4 | 4.1 | 3.9 |
| Profit Before Extraordinary Items, FIM | 119 | 46 | 3 | 36 | 70 |
| % of Turnover | 4.7 | 1.9 | 0.1 | 1.3 | 2.7 |
| Balance Sheet Total, FIM | 1,517 | 1,596 | 1,724 | 1,780 | 1,377 |
| Earnings per Share (EPS), FIM | 9.08 | 3.81 | 0.09 | 3.09 | 6.87 |
| Dividend/Profit, % | 14.6 **) | 24.9 | - | 48.5 | - |
| Return on Investment (ROI), % | 13.3 | 11.6 | 9.4 | 6.8 | 11.0 |
| Return on Equity (ROE), % | 14.0 | 6.1 | 0.1 | 4.8 | 11.5 |
| Equity Ratio % | 50.3 | 46.1 | 31.7 | 31.4 | 37.8 |

(FIM in millions, except per share amounts)

- *) The figures are combinations of the year-end accounts and interim reports of the merged companies, excluding all intercompany transactions.
- **) Proposal of the Board of Directors. The figures for 1990-1993 are for the parent company.

Annual General Meeting

The Annual General Meeting of Atria Oy will be held on 25th April, 1995 at 1:00 p.m. at the Company's premises in Kuopio, at the address Likolahti, 70460 Kuopio. In order to be able to attend the Annual General Meeting, shareholders must register with the Company no later than Thursday, 20th April, 1995 at 12:00 a.m. Registration can also be mailed to the Company's head office at P.O.Box 117, 60101 Seinajoki, or by telephone (+358 64 4168111 / Liisa Liukku) or to the Kuopio office at P.O.Box 147, Likolahti, 70101 Kuopio or by telephone (+358 71 156111 / Anja Pitkanen) by the date and time given. Any powers of attorney are requested to be delivered to the place of registration by the closing time of registration. The Board's proposal for dividend is 15% of the nominal value i.e. FIM 1.50 per share. From May 5, 1995, the dividends proposed at the Annual General Meeting can be withdrawn by shareholders entered in the share register on May 2, 1995, from an account registered with the share value account. Payment of dividends to shareholders who have not transferred their shares to the share value system, will be made after the transfer.

Shareholders

Atria Oy has implemented the value share system on June 10, 1994 and the register of shareholders is maintained by the Central Share Register of Finland Cooperative.

Financial Information

Atria Oy's annual report will be published in April and semiannual report on 28th August, 1995.

Convertible Bond 1992-1999

Interest on the Bond

Annual interest of 11.5 per cent is paid on bond capital annually in arrears on June 26.

The interest payment is made at the presentation of coupons attached to the bond certificate at the securities departments of branches of Kansallis-Osake-Pankki in Finland as well as at the offices of OKOBANK Osuuspankkien Keskuspankki Oy and at the offices of the members of the Cooperative Banks group.

Terms of Conversion

Bonds can be converted into shares by converting a bond with a nominal value of FIM 1,000 into seventeen Series K1 shares of Atria Oy, each with a nominal value of FIM 10.

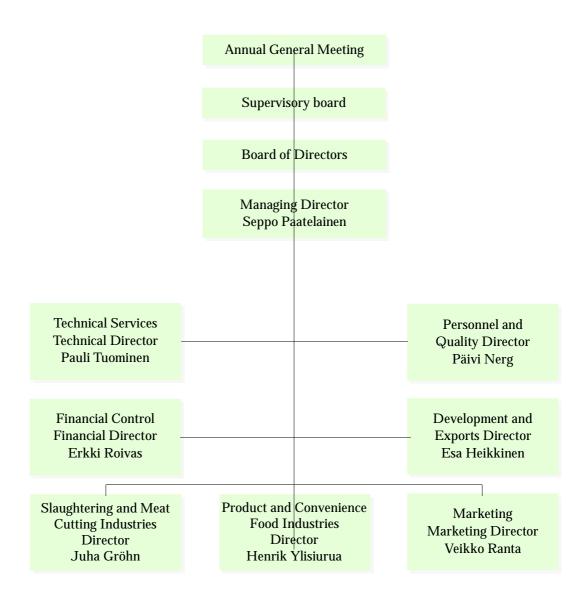
Thus the converted share price will be approximately FIM 58.85.

The bond conversion period commenced on 28th June, 1993. The annual conversion period is from January 2 to October 31, except in 1999 when the conversion period will be from January 2 to June 26, 1999. The right to convert expires on June 26, 1999.

Conversion of bonds into shares can be done by presenting the bonds and the coupons falling due after the time of conversion at the securities department of a branch of Kansallis-Osake Pankki in Finland, at the offices of OKOBANK Osuuspankkien Keskuspankki Oy or offices of members of the Cooperative Banks group for registration into the value share system.

Overview of the Company

ORGANISATION STRUCTURE - SENIOR MANAGEMENT



Functional Divisions

The company's field of operation is meat processing, comprising two areas:

- slaughterhouse and meat cutting
- meat products.

The aim in further development within the company is to increase the turnover generated by meat products while decreasing the sales of slaughterhouse and meat cutting products for raw material for the industrial market.

Organisation of the Company

Board of Directors Reino Penttilä, (54), Farmer, Chairman of the Board of Directors, 1991-

Veikko Kullas, (63), Farmer, Deputy Chairman of the Board of Directors, 1991-

Tapio Vaismaa (62), Farmer, Member of the Board of Directors, 1991-

Hannu Helaakoski (46), B.Sc. (Agriculture), Managing Director, Member of the Board of Directors, 1994-

Tom Weckström (51), B.Sc. Economics, Managing Director, Member of the Board of Directors, 1991-

Seppo Paatelainen (50), M.Sc. (Agriculture and Forestry), Managing Director, Member of the Board of Directors, 1991-

Timo Komulainen (41), Farmer, Member of the Board of Directors, 1993-

Paavo Jauhiainen (49), B.Sc. (Agriculture), Vice Managing Director, 1991-1994

Vice Members of the Board of Directors Antero Ristiluoma (52), Farmer, 1994-

Hannu Uusitalo (48), Farmer, 1991-

Antero Rytkönen (57), Director, 1991-

Erkki Roivas (49), Financial Director, 1991-

Raimo Tapaninmäki (47), Farmer, 1993-

Tuomo Heikkilä (46), Farmer, 1994-

Martti Mäenpää (56), Farmer, 1991-1994

Teuvo Törmänen (66), Farmer, 1993-1994

Supervisory Board Lauri Laitinen (53), Farmer, Chairman of the Supervisory Board, 1993-

Juhani Mäki (52), Farmer, Deputy Chairman of the Supervisory Board, 1991-

Arvo Peltoniemi (63), Farmer, Member of the Supervisory Board, 1991-

Risto Aula (60), Farmer, Member of the Supervisory Board, 1991-

Martti Tolonen (47), Farmer, Member of the Supervisory Board, 1991-

Kalle Pietikäinen (45), Farmer, Member of the Supervisory Board, 1991-

Tarmo Joensuu (54), Farmer, Member of the Supervisory Board, 1991-

Paavo Hylkilä (49), Farmer, Member of the Supervisory Board, 1991-

Olavi Kangasniemi (58), Farmer, Member of the Supervisory Board, 1991-

Martti Ylitalo (51), Farmer, Member of the Supervisory Board, 1991-

Heikki Kuoppamäki (52), Farmer, Member of the Supervisory Board, 1991-

Aimo Kivelä (51), Farmer, Member of the Supervisory Board, 1991Reijo Kuusisto (60), Farmer, Member of the Supervisory Board, 1991-

Anna Alajoki (55), Farmer, Member of the Supervisory Board, 1991-

Runar Lillandt (50), Farmer, Member of the Supervisory Board, 1992-

Ilkka Yliluoma (48), Farmer, Member of the Supervisory Board, 1992-

Juha Koponen (49), Farmer, Member of the Supervisory Board, 1993-

Kauko Kakko (37), Farmer, Member of the Supervisory Board, 1993-

Ossi Pouta (48), Farmer, Member of the Supervisory Board, 1993-

Managing Director Seppo Paatelainen (50), M.Sc. (Agriculture), 1991-

Executive Board
Seppo Paatelainen (50),
M.Sc. (Agriculture and

M.Sc. (Agriculture and Forestry), Managing Director, 1991-

Veikko Ranta (51), Marketing Director, 1991-

Henrik Ylisiurua (46), Director of Product and Convenience Food Industries, 1992-

Esa Heikkinen (50), M.Sc. (Agriculture and Forestry), Director of Development and Exports, 1991.

Juha Gröhn (31), M.Sc. (Agriculture and Forestry), Director of Slaughtering and Cutting Industries, 1993Erkki Roivas (49), M.Sc. (Economics), Certified Public Accountant, Financial Director, 1991-

Kerttu Mömmö (44), Personnel Representative, 1991-

Tenho Talso (47), Personnel Representative, 1993-

Jussi Granlund (43), Vice Personnel Representative, 1993-

Mauno Ylisiurua (49), Vice Personnel Representative, 1991-

Auditors

Eero Suomela, Authorised Public Accountant

Seppo Sulkakoski, Authorised Public Accountant

Erkki J Jussila, Farmer

Martti Karppinen, Farmer

External Auditors KPMG Wideri Oy Ab

Auditors Salmi, Virkkunen & Helenius Oy

Paavo Reuhkala, Farmer

Pirkko Rytkönen, Housekeeper

Interim Audit KPMG Wideri Oy Ab, Authorised Public Accountant Raimo Wiklund

Share Capital of the Company

Share Capital and Shares

The Share Capital is Divided in Series KI and KII as follows:

| Series KI | 2,343,632 shares | 20.3 % |
|------------|-------------------|---------|
| Series KII | 9,203,981 shares | 79.7 % |
| Total | 11,547,613 shares | 100.0 % |

Number of Shares in Accordance With the Articles of Association:

| | minimum | maximum |
|------------|------------------|-------------------|
| Series KI | 1,700,000 shares | 25,700,000 shares |
| Series KII | 6,300,000 shares | 29,500,000 shares |

Both series of shares have a nominal value of FIM 10.

Both series of shares have one vote per share.

Series K1 shares have been listed on the Helsinki Stock Exchange since June 26, 1991. Series KII has redemption and approval clauses. K1 series has priority for a 10 per cent dividend over dividend payments on Series Kll shares.

The shares of Series Kl have a subscription right to the shares of Series Kll in a share issue. The shares of Series Kll have a subscription right to the shares of Series Kl only if the share issue applies exclusively to the shares of Series Kl.

Shareholders Lihakunta and Itikka cooperatives have a mutual agreement which stipulates that both parties ensure that the proportion of representation in the Supervisory Board is equal to the proportion of shares held by the parties in Atria Oy and that the Chairman of the Supervisory Board is nominated by one party, while the Chairman of the Board of Directors is nominated by the other.

In 1992 the Company issued a bond of FIM 231 million through which the share capital can be increased by a maximum of FIM 13,588,235. The conversion terms of the convertible bond are on page 3 under Financial information.

Increase in Share Capital etc.

Lihapolar Oy began its operations on July 1, 1988. During the first accounting period the share capital was increased from FIM 40,000,000 to FIM 50,000,000 by a public issue between August 22 and September 5, 1988. 1,000,000 shares with a nominal value of FIM 10 were issued for a subscription price of FIM 66 per share. The shares were entitled to a full dividend for the accounting period closing on June 30, 1989.

Itikka Lihabotnia Oy began its operations on April 5, 1988. During the first accounting period the share capital was increased from FIM 30,015,000 to FIM 37,518,800 through a public issue between September 12 and September 30, 1988, when 750,380 shares with a nominal value of FIM 10 were issued for a subscription price of FIM 82 per share. The shares were entitled to a full dividend for the accounting period closing on December 31, 1988.

In another share issue from June 12 to July 14, 1989 one new share with a nominal value of FIM 10 could be subscribed for seven old shares for a subscription price of FIM 90. The shares were entitled to a full dividend for the accounting period closing on December 31, 1989. After this issue the share capital became FIM 42,788,620.

After the merger of Lihapolar Oy and Itikka-Lihabotnia Oy on June 28, 1991 the conversion ratio for the shares of the new Itikka-Lihapolar Oy was as follows:

Conversion of Shares for Shareholders of Itikka Lihabotnia Oy:

- for each full ten (10) A shares twelve (12) Kl shares of Itikka-Lihapolar Oy
- for 3,001,500 K shares 3,247,481 Kll shares of Itikka-Lihapolar Oy

Conversion of Shares for Shareholders of Lihapolar Oy:

- for each full ten (10) Kl shares eight (8) Kl shares of Itikka-Lihapolar Oy
- for each full ten (10) Kll shares eight (8) Kll shares of Itikka-Lihapolar Oy
- for 200,000 B shares 80,000 Kll shares of Itikka-Lihapolar Oy 1992 Convertible Bond Loan:

In 1993 a total of FIM 151 million have been converted to 2,567,000 Kll shares.

Shares of the Company

Distribution of Shares

| Number of Shares | Share- holders | % | Shares in thousands | % |
|---------------------|-------------------|--------|---------------------|--------|
| 1-99 | 5,929 | 81.55 | 145 | 1.25 |
| 100-999 | 1,176 | 16.18 | 316 | 2.74 |
| 1,000-9,999 | 144 | 1.98 | 269 | 2.33 |
| 10,000-99,999 | 14 | 0.19 | 434 | 3.76 |
| 100,000-999,999 | 5 | 0.07 | 852 | 7.38 |
| 1,000,000-9,999,999 | 2 | 0.03 | 9,397 | 81.38 |
| Unendorsed | | | 134 | 1.16 |
| Total | 7,270 | 100.00 | 11,547 | 100.00 |

Shareholders by Category

| Cate- gory | Share- holders | % | Shares in thousands | % |
|------------------------|-------------------|--------|---------------------|--------|
| Companies | 270 | 3.72 | 9,938 | 86.06 |
| Financial Institutions | 70 | 0.96 | 849 | 7.35 |
| Public Institutions | 1 | 0.01 | 9 | 0.08 |
| Households | 6,877 | 94.60 | 574 | 4.97 |
| Private Associations | 46 | 0.63 | 41 | 0.36 |
| Foreign | 6 | 0.08 | 2 | 0.02 |
| Unendorsed | | | 134 | 1.16 |
| Total | 7,270 | 100.00 | 11,547 | 100.00 |

Major Shareholders

| | KII | KI | Total | % |
|--|-----------|---------|-----------|-------|
| Itikka Coop | 4,530,981 | 462,444 | 4,993,425 | 43.24 |
| Lihakunta | 4,403,500 | | 4,403,500 | 38.13 |
| Pohjanmaan Liha Coop | 269,500 | | 269,500 | 2.33 |
| Investment Fund Alfred Berg Finland | | 220,670 | 220,670 | 1.91 |
| Tapiola General Mutual Insurance Company | | 135,572 | 135,572 | 1.17 |
| Investment Fund Kansallis-Tuotto | | 123,000 | 123,000 | 1.07 |
| Pension Insurance Company Ilmarinen | | 103,812 | 103,812 | 0.90 |
| Suomen Yhdyspankki Óy | | 92,000 | 92,000 | 0.80 |
| Cooperative Banks' Pension Fund | | 75,500 | 75,500 | 0.65 |
| Kansallis-Osake-Pankki | | 62,000 | 62,000 | 0.54 |
| Vesuvius Oy | | 41,500 | 41,500 | 0.36 |

As at 31 December, 1994 members and vice members of the Supervisory Board and the Board of Directors and the Managing Director held a total of 11,692 Series Kl shares, representing 0.1% of the voting rights.

Financial Ratios

Performance and Financial Ratios (FIM in millions)

| | 1994 | 1993 | 1992 | 1991* | 1990* |
|--|-------|-------|-------|-------|---------|
| Turnover, FIM | 2,510 | 2,494 | 2,644 | 2,682 | 2,575 |
| Operating Margin, FIM | 271 | 250 | 204 | 176 | 155 |
| % of Turnover | 10.8 | 10.0 | 7.7 | 6.6 | 6.0 |
| Operating Profit, FIM | 164 | 149 | 116 | 111 | 101 |
| % of Turnover | 6.5 | 6.0 | 4.4 | 4.1 | 3.9 |
| Income/Expenses from Financing Activities, FIM | -45 | -103 | -113 | -74 | -31 |
| % of Turnover | -1.8 | -4.1 | -4.3 | -2.8 | -1.2 |
| Profit Before Extraordinary Items, FIM | 119 | 46 | 3 | 36 | 70 |
| % of Turnover | 4.7 | 1.9 | 0.1 | 1.3 | 2.7 |
| Profit Before Appropriations and Taxes, FIM | 56 | 46 | 3 | 37 | 71 |
| % of Turnover | 2.2 | 1.9 | 0.1 | 1.4 | 2.8 |
| Return on Equity (ROE) % | 14.0 | 6.1 | 0.1 | 4.8 | 11.5 |
| Return on Investment (ROI) % | 13.3 | 11.6 | 9.4 | 6.8 | 11.0 |
| Equity Ratio % | 50.3 | 46.1 | 31.7 | 31.4 | 37.8 |
| Gross Investments in Fixed Assets, FIM | 44.7 | 34.8 | 531.2 | 149.4 | 104.0 |
| % of Turnover | 1.8 | 1.4 | 20.1 | 5.6 | 4.0 |
| Number of Personnel | 2,092 | 2,195 | 2,146 | 2,474 | **2,280 |

^{*)} Combinations of the merged companies' closings of accounts and interim results, excluding pre-merger transactions between the merged companies.

Pohjanmaan Liha, which was acquired in the summer of 1991. The figures for 1993-1994 include 177 employees transferred from Kauhajoen Teurastamokiinteistöt Oy.
1990-1993 figures are for the parent company.

Share capital Ratios

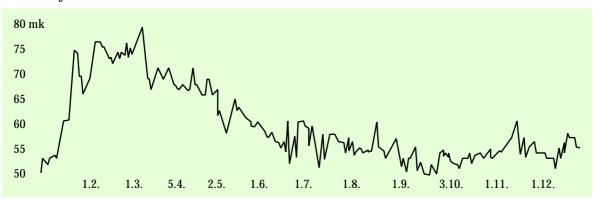
| | Atria Oy | Atria Oy | Atria Oy | Atria Oy | Itikka Lihabotnia Oy | Liha- polar Oy |
|----------------------------------|-------------------|-------------------|-------------------|------------------|-------------------------|---------------------|
| | 1994 12 months | 1993 12 months | 1992 12 months | 1991 6 months | 1990 12 months | 6/1990 12 months |
| Earnings per Share (EPS), FIM | 9.08 | 3.81 | 0.09 | * 3.09 | 10.91 | 5.34 |
| Shareholders' Equity per Share | 66.01 | 63.72 | 60.77 | 64.11 | 70.61 | 43.11 |
| Dividend per Share, FIM | **1.50 | 1.00 | - | 1.50 | 1.50 | 1.50 |
| Dividend per Profit % | **14.59 | 24.9 | - | * 48.5 | 13.7 | 27 |
| Effective Dividend Yield | **2.7 | 2.0 | - | 4.7 | 2.42 | 3.50 |
| Price per Earnings (P/E) | 6.06 | 13.2 | - | * 10.4 | 5.68 | 7.00 |
| Market Capitalisation, FIM mill. | 635.1 | 582.0 | 323.3 | 278.8 | 186.1 | 215 |
| Volume of Shares Traded/1000 S | | 976.2 | 312.8 | 64.8 | 107.7 | 45.7 |
| Number of Shares, millions | 11.5 | 11.5 | 9.0 | 8.7 | 4.3 | 5.0 |

^{*) 1.1 - 31.12.1991}

^{**)} Excludes the approximately 200 employees of

^{**)}As proposed by the Board of Directors. 1990-1993 figures are for the parent company.

Atria Oy KI-series Share Price Trend 3.1.1994 - 29.12.1994



Atria Oy:n KI-series monthly volume of Trading in 1994

| Month | Turnover, FIM | Turnover, no.of Shares | Low | High |
|-----------|---------------|------------------------|-------|-------|
| January | 16,755,042.00 | 262,066 | 51.50 | 73.50 |
| February | 21,363,376.00 | 293,616 | 70.00 | 77.00 |
| March | 5,001,116.50 | 71,865 | 66.00 | 80.00 |
| April | 2,698,863.00 | 39,643 | 65.00 | 71.00 |
| May | 4,142,455.80 | 67,517 | 58.00 | 66.50 |
| June | 1,667,300.00 | 29,050 | 55.00 | 60.00 |
| July | 2,099,924.00 | 37,076 | 54.00 | 60.00 |
| August | 2,974,742.80 | 54,534 | 53.00 | 60.00 |
| September | 2,578,842.00 | 47,706 | 49.00 | 56.50 |
| October | 3,688,983.00 | 68,360 | 50.10 | 57.00 |
| November | 1,056,453.50 | 18,705 | 53.00 | 60.00 |
| December | 4,141,620.00 | 71,620 | 51.20 | 61.00 |
| Total | 68,168,718.60 | 1,061,758 | | |

Calculation of Key Ratios

Return on Equity (%)=

Profit after Financing Items - Taxes Shareholders' Equity + Reserves (average for the year)

Return on Investment (%)=

Profit after Financing Items + Interest and Other Financing Expenses
Balance Sheet Total - Interest-Free Liabilities (average for the year)

Equity Ratio (%)= Shareholders' Equity + Reserves Balance Sheet Total - Advance Payments Received

Earnings per Share=

Profit After Financing Items - Taxes Average Number of Shares

Shareholders' Equity per Share= Shareholders' Equity + Reserves Number of Shares on 31.12.

Dividend per Share=

Dividends for the Accounting Period Number of Shares on 31.12.

Dividend per Profit (%)=

Dividends for the Accounting Period Profit After Financing Items

Effective Dividend Yield (%)=

Dividend per Share Share Price on 31.12.

P/E Ratio=

Adjusted Share Price on 31.12. Earnings per Share

Market Value of Shares=

Number of Shares X Share Price as at December 31

About the Company

Atria Oy's activities during the past fiscal year concentrated on preparation for joining the European Union in the beginning of 1995.

The company evaluated the future competitive situation and strategies that will be implemented in the competitive environment of 1995. The sales company Atria Ab Stockholm continued focus on the Swedish market and has involvement in all the major food retail chains in Sweden. The activities of Atria Oy St Petersburg continued at annual export levels of tens of millions of Markkas. We are now well familiarized with markets in both these countries and our market penetration and aims will increase significantly.

The operational efficiency improvement initiated in 1991 continued during the fiscal year through transfer of production from Oulu to our Nurmo plant. Due to this the company's expenses remained at the prior year's level although the level of product processing increased as a result of production development.

Sales in the retail sector were lowered at the beginning of the year by labour conflicts but towards the end of the year the market share increased sufficiently enough to reach a total annual sales increase of almost one percent.

Wholesale and export of meat and cut meat products were concentrated towards the end of the year. This, coupled with the increased retail market share ensured that turnover reached the previous year's level despite an approximately 5 percent decrease in prices of meat and meat products.

Financing expenses decreased to the level achieved prior to the major investments of 1991. The investment requirements for the coming few years are estimated at FIM 50-70 million and financing expenses at below FIM 50 million per annum. Thus strong positive cash flow is expected.

Planned depreciation will decrease. However, decrease in depreciation will be slight, as the required investments are mainly for procurement of machinery, resulting in heavy depreciation due to the short lifetime cycle.

Major investments made in 1991-1992 in preparation for the future competitive atmosphere of the EU and the resulting capital expenditure and borrowing have reached levels comparative to those of our future European competitors.

Contribution to Turnover by Food Processing Categories

| | | | F | IM million | | % |
|---------------------------|--|----------------|----------------|---------------|-------------------------|-------------------|
| | onsumer packed and other meat products and convenience foods laughtering and meat cutting products for industrial raw material | | | | | 68.3 31.7 |
| | Atria Oy | Atria Oy | Atria Oy | Atria Oy | Itikka Lihabotnia Oy | Liha- polar Oy |
| | 1994 12 mo. | 1993 12 mo. | 1992 12 mo. | 1991 6 mo. | 1990 12 mo. | 6/1990 12 mo. |
| Products | 68.3 % | 68.3 % | 63.6 % | 62.8 % | 44.0 % | 73.0 % |
| Raw Material for Industry | 31.7 % | 31.7 % | 36.4 % | 37.2 % | 56.0 % | 27.0 % |
| Total | 100.0 % | 100.0 % | 100.0 % | 100.0 % | 100.0 % | 100.0 % |

Managing Director's Statement and Future Outlook

The year was financially and with respect to marketing, successful for Atria Oy. The company's operating margin increased from FIM 249.90 million to FIM 268.60 million, operating profit from FIM 149.30 million to FIM 162.50 million and Profit Before Other Income and Expenses, Appropriations and Taxes rose from FIM 46.50 million to FIM 118.10 million.

In addition to depreciation according to plan, the company includes under Other Income and Expenses the depreciation of property which now has less use for the company. Thus Profit Before Appropriations and Taxes has increased to FIM 55.00 million from the prior year's FIM 46.50 million. Atria Oy's liabilities with interest total 20.2% of the 1994 turnover. Expenses from

Financing Activities are 1.8% of the Turnover. The capital structure of the company is good and the equity ratio increased from the prior year's 46.1% to 50.3%. Liabilities incurred through investment requirements will continue to decrease and the cash flow will remain positive.

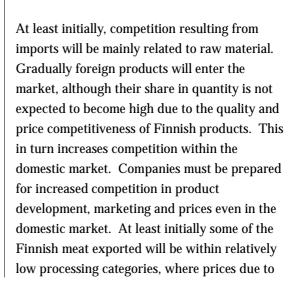
During its four years of operations, Atria Oy's share in the domestic market has continuously increased. The trend will continue and aided by successful fresh produce policies, modern production machinery, efficient logistics and skillful marketing the company has great potential in strengthening its market position.

Atria Oy's subsidiaries in the St Petersburg sales region and in Sweden are already established, which provides a good base for export growth. The company is also seeking export potential in central Europe.

In addition to good product and marketing policies, prerequisites for the company's competitiveness in the EU market include high efficiency with low unit costs as well as high

utilisation of fixed assets and a healthy capital structure. In this regard the past years' intensive measures have gained Atria Oy strong competitive ground in Finland in facing the changes of the economic environment. In addition, changing the name from Itikka-Lihapolar Oy to Atria Oy at the beginning of the year enhances the company's image of a fresh

Finnish foodstuff producer.





European over production are low. Future producers' prices will be directly dependent on prices in the domestic market as well as prices influenced by import and export. Similarly exchange rate fluctuations are directly reflected on domestic price levels.

In addition to success in the domestic market and increased export, the company's success will be strongly dependent on development of domestic meat production quantities. Achievement of fast agricultural development with cheap financing is important to ensure that consumers' demands for Finnish meat are met also in the future.

Atria Oy has a good competitive position.

Strong marketing focus and planned investments which further increase production automation as well as effective utilisation of fixed assets, improve the company's competitiveness. The steps taken in export development

too have been in the right direction, and they will be continued according to the chosen strategy. Thriving business has further improved staff motivation which is a great strength for the company. The decreased prices of raw material at the beginning of the year resulted in fall in the product prices and consumption started to increase significantly. This provides Atria Oy with a good opportunity to increase production and processing categories. This, together with increasing export means further strengthening of our company's position and a positive trend in profitability. Atria Oy's mission, based on production with reliable Finnish raw material, will have positive impact on future market shares.

I wish to express my gratitude for the past year to the shareholders, meat producers, our staff and especially our customers, who by purchasing our products have supported the continuity of our operations.

Seppo Paatelainen Managing Director

Report of the Board of Directors 1.1. - 31.12.1994

1994 was the third full 12-month financial year for Atria Oy. On 28 December, 1994, the company was renamed Atria Oy, which reflects the company's activities better than its former name, Itikka-Lihapolar Oy.

The Concern

In addition to the parent company Atria Oy, the concern includes the sales firms Atria Ab Stockholm and Atria Oy in St Petersburg, property firms Porokolmio Oy (formerly Poropolar Oy) in Rovaniemi and Kiinteistö Oy Tievapolku 3 in Inari as well as the virtually non-operating companies, Itikka-Lihapolar Oy (formerly Atria Oy), Botnia Food Oy and ILP-Siivous Oy. TLK-Trading Ltd Oy and Polar Fastfood Oy are part-owned companies.

The sales firms in Stockholm and St Petersburg concentrate fully on sales of the parent company's products in their respective local markets. The property firm Porokolmio Oy owns a reindeer processing plant in Rovaniemi and has leased out its premises for reindeer meat processing.

The part-owned company TLK-Trading Ltd Oy is a Helsinki based firm focused on meat export and import. Polar Fastfood Oy operates within the restaurant/catering industry in St Petersburg.

Industry

The industry has undergone major adaptations for the coming EU competition. The main measures were taken during 1992. In conjunction with these activities major industrial centralization was undertaken and new efficient

production capacity worth over FIM 600 million was developed. In the past financial year the Oulu plant's production was ceased and its operations were relocated to the new Nurmo plant.

Marketing

A risk of disturbances in the domestic market in the latter part of the year due to the future EU membership was felt during the 1994 activities. The risk was acknowledged already in the early summer. However, no disturbances developed and markets remained calm throughout the year. This is thanks to those who made possible sufficient export through to the end of the year and those, who have been involved in developing the complex set of regulations which have enabled Finland's transition from its closed foodstuff markets to the free trade of the European Union.

The domestic market share increased by less than 1 percent.

In the export market our sales firm Atria Ab established firmly its position within various customer groups in the Stockholm market. Quantities of export were limited but the main objective, acceptance in the Swedish trade, has been achieved.

Our other sales firm Atria Oy St Petersburg operated within its scope in the St Petersburg market. Weakening of the Russian Ruble and its effects on the local purchasing power had some negative impact on our sales. The firm has managed to form new customer relationships in Moscow and Karelia. Customer base for 1995

has been formed and ahead is a new season as is with our competition in the EU region but with the added advantage of Finland's vicinity to the Russian market.

Financing

Expenses from Financing Activities decreased significantly during the fiscal year partly due to reduced liabilities and partly because no foreign exchange losses were incurred.

At the end of the year foreign debt amounted to FIM 62,824,928. Foreign debt has been protected from exchange rate fluctuation through foreign exchange hedging. Exchange rate differences have been recorded at the year-end closing rates.

Funds flow in 1994 was good. Out of the Operating Margin of FIM 268,633,157.44, FIM 45,456,168.87 was utilized for investment and FIM 44,433,388.65 for Financing Expenses. Thus the Surplus in Financing was FIM 178,743,599.92

Profits

The Operating Margin of the fiscal year exceeded that of the prior year's by FIM 18,699,378.88. As the Expenses from Financing Activities were significantly lower than in the prior year, profit after financing activities increased by FIM 71,647,409.21 to FIM 118.105.514.05.

Miscellaneous Expenses include additional depreciation of Fixed Assets whose usefulness to the company has decreased.

Employees

Total employee head-count of the concern averaged 2092. At the end of the year the parent company had 2051 employees, including 426 office/administration staff, while the average total for the year was 2075. Details on wages and salaries have been included in the Notes to the Financial Statements.

Prospects for 1995

Investment in 1995, at approximately FIM 50-70 million, will be slightly higher than in 1994.

Due to positive Funds from Operations as well as structural changes caused by the EU, Expenses from Financing Activities will continue to decrease. For example inventories and capital tied up in inventories will decrease, as the stock pile previously required in the closed Finnish market will no longer be necessary.

Strengthening of the company's domestic market position and increased productivity build a foundation for positive future profit generation. The current strategic position of the company with respect to marketing and profitability is excellent.

Profit and Loss Account

| PROFIT AND LOSS ACCOUNT | Con | icern | Parent Company | | |
|---|---------------------|--------------------|---------------------|---------------------|--|
| (1000 FIM) | 1994 | 1993 | 1994 | 1993 | |
| TURNOVER | 2,509,872 | 2,506,294 | 2,499,960 | 2,494,355 | |
| Increase/Decrease in Inventory of | | | | | |
| Finished Goods Income from Part-Owned Companies | -17,201 +796 | -13,796 +850 | -18,443 | -12,319 | |
| Other Income from Operations | +1,194 | +749 | +1,257 | +464 | |
| EXPENSES: | | | | | |
| Materials, Supplies and Stock | 1 041 151 | 1 0 45 777 | 1 000 070 | 1.050.010 | |
| Purchases Increase/Decrease in Inventory | 1,641,151 -2,019 | 1,645,777 5,854 | 1,632,870 -2,019 | 1,658,013 -8,016 | |
| External Services | 64,776 | 62,921 | 64,768 | 62,815 | |
| Wages, Salaries and Social Security | 345,048 | 362,529 | 343,820 | 358,659 | |
| Rent | 27,948 | 29,416 | 29,192 | 30,514 | |
| Other Expenses | 146,672 | 131,749 | 145,511 | 130,581 | |
| OPERATING MARGIN | 271,085 | 255,851 | 268,633 | 249,934 | |
| DEPRECIATION OF FIXED ASSETS | | | | | |
| AND OTHER LONG TERM ASSETS | 107,068 | 101,507 | 106,094 | 100,650 | |
| | | | • | | |
| OPERATING PROFIT | 164,017 | 154,344 | 162,539 | 149,284 | |
| INCOME/EXPENSES FROM | | | | | |
| FINANCING ACTIVITIES: Dividend Income | 532 | 112 | 1,372 | 346 | |
| Interest Income | 9,469 | 21,456 | 9,456 | 21,957 | |
| Interest Income Interest Expense | -50,558 | -87,607 | -50,567 | -86,271 | |
| Exchange Gain/Loss | +931 | -40,575 | +931 | -33,493 | |
| Other Financing Expenses | -5,658 | -5,397 | -5,626 | -5,365 | |
| PROFIT BEFORE OTHER INCOME/ | | | | | |
| EXPENSES, RESERVES AND TAXES | 118,734 | 42,333 | 118,106 | 46,458 | |
| OTHER INCOME AND EXPENSES: | | | | | |
| Other Income | +11 | - | - | - | |
| Other Expenses | -63,151 | -8 | -63,126 | - | |
| PROFIT BEFORE RESERVES | | | | | |
| AND TAXES | 55,594 | 42.,324 | 54,980 | 46,458 | |
| Increase/Decrease in Voluntary | | | | | |
| Reserves | +264 | -19,086 | +264 | -19,086 | |
| Direct Taxes | -13,831 | -7,419 | -13,623 | -7,372 | |
| Profit Before Minority Interest | 42,027 | 15,820 | 41,621 | 20,000 | |
| Minority Interest | -7 | _ | | - | |
| NET PROFIT | 42,020 | 15,820 | 41,621 | 20,000 | |
| | | | | | |

| BALANCE SHEET | Concern Parent Company | | Concern | | Concern Parent Co | |
|--|---------------------------------------|--|---------------------------------------|--|-------------------|--|
| (1000 FIM) | 31.12.1994 | 31.12.1993 | 31.12.1994 | 31.12.1993 | | |
| | ~~~ | | ~~~ | | | |
| ASSETS | | | | | | |
| FIXED ASSETS AND OTHER LONG-TERM INVESTMENTS | | | | | | |
| Intangible Assets Intangible Rights Membership Fees Other Long-Term Assets Prepaid Expenses | 24,639 3,139 4,662 | 26,922 3,052 5,902 | 29,294 2,850 4,662 | 26,910 2,763 5,902 5,000 | | |
| | 32,440 | 35,876 | 36,805 | 40,575 | | |
| Tangible assets Land and Water Property Buildings and Constructions Equipment and Machinery Other Tangible Assets Prepaid Expenses and Investments in Progress | 11,853 668,560 238,412 5,484 | 11,823 736,821 283,441 4,547 4,866 | 11,632 657,261 237,633 5,389 | 11,602 724,824 282,477 4,441 4,866 | | |
| | 924,358 | 1,041,498 | 911,965 | 1,028,210 | | |
| Securities and Other Long-Term Investments Shares in Subsidiaries Shares in Part-Owned Companies Other Shares and Investments | 2,354 5,053 | 8,329 3,981 | 4,731 1,495 5,053 | 4,731 7,466 2,831 | | |
| | 7,408 | 12,310 | 11,280 | 15,028 | | |
| VALUATION ITEMS Pension Fund CURRENT ASSETS AND INVENTORIES | 5,864 | 6,395 | 5,864 | 6,395 | | |
| Inventories Materials and Supplies Finished Goods | 28,623 78,135 | 26,604 95,358 | 28,623 76,752 | 26,604 95,194 | | |
| | 106,758 | 121,962 | 105,374 | 121,798 | | |
| Receivables Trade Receivables Loan Receivables Deferred Receivables | 357,026 1,300 10,524 | 253,775 2,643 14,134 | 355,828 6,483 9,933 | 256,043 7,817 14,011 | | |
| | 368,850 | 270,552 | 372,244 | 277,871 | | |
| Cash and Bank | 71,007 | 107,726 | 69,266 | 106,611 | | |
| TOTAL ASSETS | 1,516,685 | 1,596,318 | 1,512,798 | 1,596,488 | | |
| | | | | | | |

| BALANCE SHEET | HEET Concern | | Parent | Parent Company | |
|-----------------------------------|---------------------|------------|--------------|----------------|--|
| (1000 FIM) | 31.12.1994 | 31.12.1993 | 31.12.1994 | 31.12.1993 | |
| LIABILITIES | | | | | |
| SHAREHOLDERS' EQUITY | | | | | |
| Tied Capital | | | | | |
| Share capital | 115,476 | 115,476 | 115,476 | 115,476 | |
| Reserve Fund | 388,863 | 388,863 | 388,826 | 388,826 | |
| Distributale reserves | | | | | |
| Retained Earnings | 19,532 | 15,036 | 23,400 | 14,947 | |
| Net Profit | 42,020 | 15,820 | 41,621 | 20,000 | |
| | 565,891 | 535,195 | 569,323 | 539,249 | |
| Minority Interest | 52 | 45 | - | - | |
| APPROPRIATIONS | | | | | |
| Accumulated Depreciation | 169,714 | 169,714 | 169,714 | 169,714 | |
| Voluntary Reserves | | | | | |
| Transferable Reserves | 26,603 | 7,781 | 26,603 | 7,781 | |
| Operational Reserves | - | 19,086 | - | 19,086 | |
| | 196,317 | 196,581 | 196,317 | 196,581 | |
| LIABILITIES | | | | | |
| Long-Term Liabilities | | | | | |
| Debentures | 67,500 | 50,000 | 67,500 | 50,000 | |
| Convertible Bond | 80,000 | 80,000 | 80,000 | 80,000 | |
| Loans from Financial Institutions | 124,726 | 268,976 | 124,726 | 268,976 | |
| Pension Funds | 190,514 | 183,527 | 189,101 | 181,954 | |
| Other Long-Term Debt | 3,000 | 3,000 | - | | |
| | 465,741 | 585,503 | 461,328 | 580,930 | |
| Current Liabilities | | | | | |
| Trade Payables | 48,172 | 42,624 | 44,996 | 42,804 | |
| Accrued Liabilities | 200,126 | 182,134 | 198,011 | 181,922 | |
| Other Current Liabilities | 40,386 | 54,236 | 42,823 | 55,002 | |
| | 288,684 | 278,994 | 285,830 | 279,728 | |
| TOTAL LIABILITIES AND | | | | | |
| SHAREHOLDERS' EQUITY | 1,516,685 | 1,596,318 | 1,512,798 | 1,596,488 | |

| STATEMENT OF CASH FLOWS (1000 FIM) | Concern 1994 | Pare | ent Company 1994 |
|---|---|------|---|
| | | • | ~~~~ |
| CASH FLOWS FROM OPERATIONS Income Operating Profit Depreciation Income/Expenses from Financing Activities Miscellaneous Income/Expenses Taxes | 164,017 107,068 -45,283 -15 <u>-13,831</u> 211,956 | | 162,539 106,094 -44,433 - - -13,623 210,576 |
| CHANGE IN WORKING CAPITAL | | | |
| Increase/Decrease in Inventories Increase in Current Receivables Increase in Interest-Free | +15,203 -98,297 | | +16,424 -94,372 |
| Short-Term Liabilities | +23,540 | | +18,281 |
| NET CASH FROM OPERATIONS | 152,402 | | 150,909 |
| INVESTMENTS | | | |
| Investment in Fixed assets | -44,715 | | -45,456 |
| Change in Valuation Items | +531 | | +531 |
| CASH FLOWS BEFORE FINANCING ACTIVITIES | 108,218 | | 105,984 |
| FINANCING ACTIVITIES | | | |
| Increase/Decrease in Long-Term Debt Increase/Decrease in Short-Term Debt Dividends | -119,763 -13,850 -11,548 | | -119,602 -12,179 -11,548 |
| Adjustments | +224 | | - |
| CHANGE IN LIQUID FUNDS | -36,719 | | -37,345 |

Notes to the Financial Statements 1.1. - 31.12.1994



The Financial Statements have been prepared in accordance with generally accepted accounting principles and legislations governing shareholding companies. The Financial Statements of the concern include the parent company, all the subsidiaries and the partowned companies TLK Trading Ltd and Polar Fastfood Oy. Itikka-Lihapolar Oy's subsidiaries Atria Oy and Atria Ab have been grouped within Atria Oy. Intercompany share ownership within the concern has been eliminated and the part-owned companies have been incorporated.

1. Method of Depreciation

Buildings, Nurmo industrial site 40 years
Buildings, other industrial sites 25 years
Equipment and machinery, Nurmo industrial
site 10 years
Other equipment and machinery 7 years
Computer software 5 years
Other long-term assets 10 years and 5 years
Straight line method of depreciation is
followed, based on the useful life of the asset.

2. Wages and Social Security Costs

have been accrued during the accounting period. The compulsory pension schemes have been handled by an insurance company. Additional pensions have been managed by the pension trust. The pension trust liabilities are accounted for under Valuation Items in the Balance Sheet. The pension trust is closed.

3. Inventories

have been accounted for as increase/decrease in expenses of procurement and manufacture.

KILA regulation no. 1324 which pertains to valuation of inventories at joining the EU, has been taken into consideration.

4. Fixed Assets

are valued at net after depreciation according to plan.

5. Foreign Currencies

Receivables in foreign currencies as at 31.12.1994 totaled FIM 912,543.
Liabilities in foreign currencies totaled the equivalent of FIM 122,130,630 at the beginning of the fiscal year and FIM 62,824,928 at year-end. Foreign currency liabilities have been revalued at the year-end prevailing exchange rates. Foreign exchange gain/loss has been included in Income/Expenses from Financing Activities.

6. Research and Development

costs have been charged as expenses of the fiscal year.

7. Debentures and other Loans

Loan: Itikka-Lihapolar Oy jvk /1994

17,5 million

Date: 20.5.1998 Guarantee: Company

Loan: Itikka-Lihapolar Oy jvk I/1991

 $30 \\ million$

Date: 16.9.1996

Guarantee: Bank guarantee

Loan: Itikka Lihabotnia Oy jvk/1990

20 million

Date: 29.3.1997

Guarantee: Bank guarantee

8. Convertible Bond

In 1992 the Company issued a bond, of which FIM 151 million was converted into shares. FIM 80 million has been paid out as loan without conversion into shares. A bond with a nominal value of FIM 1,000 can be converted

into seventeen Atria Oy shares during the conversion period. The annual conversion period is from January 2 to October 31, except in 1999 when the conversion period will be from January 2 to June 26. The bond is due on June 26, 1999.

| Notes to the Profit and Loss Account and the Ba | lance Sheet (FIM '000) | |
|--|------------------------|---|
| | Concern | Parent Company |
| | 1994 | 1994 |
| 1) Turnover | | |
| Sales Revenue | 3,132,908 | 3,120,390 |
| Sales Tax | -542,174 | -539,597 |
| Other Adjustments | -80,862 | -80,833 |
| =Turnover | $\overline{2,509,872}$ | $\overline{2,499,960}$ |
| Turnover by Countries: | | |
| Domestic, FIM | 2,460 | 2,460 |
| % | 98.0 | 98.4 |
| EU, FIM | 19 | 9 |
| % | 0.8 | 0.4 |
| Other Countries, FIM | 31 | 31.0 |
| % | 1.2 | 1.2 |
| Export worth FIM 292 million has been routed | | |
| via TLK Trading Ltd Oy and is included | | |
| in the domestic sales figures. | | |
| 2) Wages and Salaries Managing Director, Members of the Board of Directors and | | |
| the Supervisory Board | 1,125 | 971 |
| Production Wages | 116,901 | 116,901 |
| Other Wages and Salaries | 85,114 | 84,521 |
| =Wages and Salaries for | | |
| the Actual Time at Work | 203,140 | 202,393 |
| Paid Annual Leave, Sick Leave | | |
| and other Paid Leave | 69,076 | 68,974 |
| =Total Wages and Salaries | 272,215 | 271,367 |
| | , - | , |
| 3) Social Security Costs | | |
| Social Security Payments | 10,569 | 10,383 |
| Pension Contributions | 34,173 | 34,154 |
| Other Mandatory Social Costs | 24,873 | 24,867 |
| Discretionary Social Costs | 3,217 | 3,050 |
| =Total Social Security Costs | 72,833 | 72,453 |

| | Concern | Parent Company |
|--|-----------------------|-----------------------|
| 4) Depreciation | 1994 | 1994 |
| Depreciation According to Plan: | | |
| Buildings and Constructions | 32,752 | 31,806 |
| Equipment and Machinery | 67,648 | 67,630 |
| Other Long-Term Assets | 6,668 | 6,658 |
| Total | 107,068 | 106,094 |
| Total Depreciation: | | |
| Buildings and Constructions | 86,498 | 85,552 |
| Equipment and Machinery | 13,756 | 13,738 |
| Other Long-Term Assets | 6,814 | 6,804 |
| Total | 107,068 | 106,094 |
| 5) Interest Income/Expenses | | |
| Interest Received from Companies in the Concern | - | - |
| Interest Payments to Companies in the Concern | - | 113 |
| 6) Miscellaneous Expenses | | |
| Polar Fastfood Oy has minimal use and has seized actual | | |
| production and is no longer used as a marketing channel. | | |
| It has been revalued accordingly for 31.12.1994. | | |
| 7) Direct Taxes | | |
| Taxes in the Profit and Loss Account | | |
| are booked on accrual basis. | | |
| 8) Intangible and Tangible Assets | | |
| Intangible assets | | 7 |
| Purchase Price | 47,327 | 51,692 |
| Accumulated Planned Depreciation | -14,887 | -14,887 |
| =Book Value After Planned Depreciation | 32,440 | 36,805 |
| Variance Between Booked and Planned Depreciation =Book Value After Depreciation | -418 32,022 | -418 36,387 |
| - | | |
| Tangible Assets Purchase Price | 1 427 049 | 1,424,581 |
| Accumulated Planned Depreciation | 1,437,948 -513,590 | 1,424,581 -512,616 |
| =Book Value After Planned Depreciation | 924,358 | 911,965 |
| Variance Between Booked and Planned Depreciation | -169,295 | -169,295 |
| =Book Value After Depreciation | 755,063 | 742,670 |
| Property Tax in Finland | | 200,765 |
| Fire Insurance in Finland: Buildings | | 1,173,180 |
| Machinery and Equipment | | 612,022 |

| | | | Concern 1994 | Parent Company 1994 |
|-----|---------------|---|------------------------------------|------------------------|
| 9) | Receivables | | | |
| | Intercompan | | | 5,985 |
| | Receivables f | rom Part-owned Companies | | 90,085 |
| | Intercompan | y Payables | | 2,877 |
| | Payables to F | Part-owned Companies | | 12 |
| 10) | Collateral ar | nd Securities | | |
| | Collateral: | Granted Guarantees | | 29,104 |
| | | Leasehold Liabilities | | 54,136 |
| | Securities: | Other Pledges | | 194,934 |
| | | Mortgages | | 629,840 |
| 11) | o . | anted on behalf of part-owned com Shareholders' Equity | npanies equals FIM 10,370 million. | |
| 11) | Shareholders | | | |
| | 1.1. | Equity. | 115,476 | 115,476 |
| | 31.12. | | 115,476 | 115,476 |
| | Reserve Fund | d. | | |
| | 1.1. | u. | 388,863 | 388,826 |
| | 31.12. | | 388,863 | 388,826 |
| | Distributable | Docoming | | |
| | 1.1. | riceserves. | 30,856 | 34,947 |
| | Dividends | | -11,547 | -11,547 |
| | Other Adjust | ments | 223 | -11,547 |
| | Net Profit | | +42,020 | +41,621 |
| | 31.12. | | 61,552 | 65,021 |
| | | olders' Equity | 565,891 | 569,323 |
| | | 1 J | * | , |

| Shares and Stocks | | | | | Book Val |
|------------------------------|---------------|--------------|---------|------------------|-----------------|
| | | | Shares | % | 19 |
| Subsidiaries: | | | | | |
| Owned by Parent Company | : | | | | |
| Botnia Food Oy | | | 800 | 100.0 | 4 |
| Itikka-Lihapolar Oy | | | 1000 | 100.0 | _ |
| Kiint. Oy Tievapolku 3 | | | 280 | 100.0 | 2,1 |
| ILP-Siivous Oy | | | 15 | 100.0 | , |
| Porokolmio Oy | | | 356,300 | 97.9 | 2,1 |
| Total Shares in Subsidiaries | | | | | $\frac{1}{4,7}$ |
| Owned by Subsidiaries: | | | | | |
| Atria Oy, St. Petersburg | | | - | 100,0 | |
| Atria AB, Stockholm | | | 500 | 100,0 | |
| Part-owned Companies: | | | | | |
| TLK Trading Ltd Oy | | | 990 | 50.0 | 4 |
| Polar Fastfood Oy | | | - | 34.97 | <u>1,0</u> |
| Total Shares in Part-owned | Companies | | | | 1,4 |
| Other Shares: | | | | | |
| Tuko Oy | | | 30,000 | - | 1,5 |
| Kansallis-Osake-Pankki | | | 156,250 | - | 1,0 |
| Honkajoki Oy | | | 170 | 18.9 | 1,2 |
| Asunto Oy Tursola | | | 39 | - | ļ |
| Central Share register | | | 3 | - | 4 |
| Helsingin Puhelinyhdistys | | | 28 | - |] |
| Transbox Oy | | | 1 | - | 1 |
| Other Companies | | | - | - | 4 |
| Total Other Shares | | | | | 5,0 |
| Summary Information for | the vear Ende | d 31.12.1994 | | | |
| JJ | Turnover | Operating | Profit | Shareholders' | Liabili |
| | | Margin | | ity and Reserves | |
| Botnia Food Oy | - | -1 | 25 | 466 | |
| Itikka-Lihapolar Oy | 357 | 341 | 267 | 282 | |
| Kiint. Oy Tievapolku 3 | 95 | 5 | 5 | 1,701 | |
| ILP-Siivous Oy | - | -3 | -3 | 12 | |
| Porokolmio Oy | - | 1,446 | 324 | 2,471 | 9,7 |
| Atria Oy, St. Petersburg | 8,922 | 22 | -142 | -74 | (|
| Atria AB, Stockholm | 12,245 | 9 | 0 | 32 | 5,2 |
| TLK Trading Ltd Oy | 578,199 | 2,236 | 1,593 | 4,407 | 163,5 |
| Polar Fastfood Oy | - | - | - | - | |

Board of Directors' Proposal

The Distributable Reserves, with the year's Profit included, totals FIM 65,020,708.89 for the Parent Company and FIM 61,551,750.98 for the Concern. The Board of Directors proposes

that a 15% dividend shall be made on the share capital of FIM 115,476,130.00 totaling FIM 17,321,419.50 at FIM 1.50 per share.

in Seinäjoki, on 23 February, 1995

Reino Penttilä Chairman of the Board of Directors Veikko Kullas Deputy Chairman of the Board of Directors

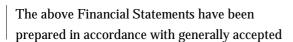
Timo Komulainen Tapio Vaismaa

Hannu Helaakoski Seppo Paatelainen

Managing Director

Tom Weckström

Auditors' Note



accounting principles. An Auditors' Report has been presented today on the completed audit.

In Seinäjoki, on 16 March, 1995

Erkki J Jussila

Martti Karppinen

Eero Suomela Authorised Public Accountant Seppo Sulkakoski Authorised Public Accountant

Auditors' Report To the Shareholders of Atria Oy

We have audited the accounts and examined the administration of Atria Oy for the year ended 31 December 1994. The Financial Statements presented by the Board of Directors and the Managing Director include their reports and the Profit and Loss Account, Balance Sheet and Notes to the Financial Statements of the Concern and the Parent Company. We express our opinion on these financial statements and administration based on our audits.

We concluded our audits in accordance with generally accepted auditing standards. An audit includes assessing the accounting principles used as well as evaluating the overall financial statement presentation, to obtain reasonable assurance about whether the financial statements are free of material misstatements. In examining the administration of the company, we have evaluated the conformity of the Supervisory Board, Members of the Board of Directors and the Managing Director's activities to legislations governing shareholding companies.

In our opinion, the financial statements referred to above, have been prepared in accordance with generally accepted accounting principles as well as in conformity with other rules and regulations regarding preparation of financial statements. The financial statements present fairly, in all material respects, the financial position of the concern and the parent company, and the results of their operations, in conformity with generally accepted accounting principles. The financial statements of the parent company and the concern can be approved and freedom from all responsibility granted to the parent company's Supervisory Board, Members of the Board of Directors and Managing Director for the fiscal year audited by us. The Board of Directors' proposal on the distribution of profits is in accordance with legislations governing shareholding companies.

We have also examined the company's interim accounts. In our opinion the interim accounts have been prepared in accordance with generally accepted accounting principles.

In Seinäjoki, on 16 March, 1995

Erkki J Jussila

Martti Karppinen

Eero Suomela Authorised Public Accountant

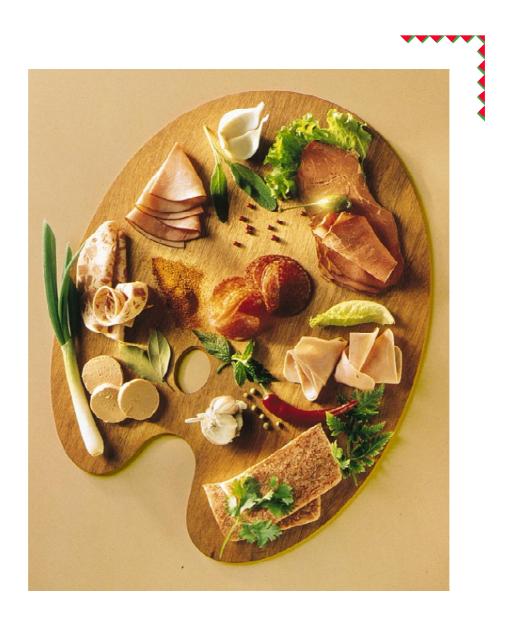
Seppo Sulkakoski Authorised Public Accountant

Supervisory Board's Statement

Having examined the Financial Statements and the Auditors' Report for the fiscal year 1.1. -31.12.1994, the Supervisory Board proposes, that the Financial Statements be approved and the profit be distributed as proposed by the Board of Directors. Next to leave the Supervisory Board are Arvo Peltoniemi, Kauko Kakko, Tarmo Joensuu, Olavi Kangasniemi, Heikki Kuoppamäki and Anna Alajoki.

In Kuopio, on 16 March, 1995

Lauri Laitinen
Chairman of the Supervisory Board



Our Product Family

Atria Quality Meat

Atria Quality Meats are supplied for both the self-service and traditional counter service stores. The traditional cut and boneless

meat still forms the framework for our fresh meat sales.

However, a continually increasing range of consumer

packed meat is available in many pack sizes. The policy of top quality production is maintained throughout the meat production process, from breeding and growing of stock to the finished product. An example of results of our large-scale product development is 'Piggy', a

crossbreed of three breeds of pig. The pork obtained is particularly tasty, tender and juicy.

tasty, tender and juicy.

Consumer Packed Meat

Packaging is automated to a great extent, which together with refrigerated production lines (below +2°C) guarantees the

hygienic quality of the products and preserves the meat's natural colour.

To keep the quality of shredded, diced and minced meat unchanged only standard fresh meat is used. This keeps the quality even from one batch to another. The transparent packaging enables the consumer to examine the product before purchase.

Oven-ready Joints à la Atria

The seasoned and marinated joints of beef or pork weighing just over a kilo are ideal for a

small, modern family. À la Atria joints have an inserted thermometer to



control the cooking time and the label provides specific cooking instructions. The most popular in this series is roast beef à la Atria, the winner of the first Finnish Foodstuff of the Year Competition in 1986.

Uncooked Minced Meat Products

The consumer can add a finishing touch to an

uncooked minced meat product. It is also moderately priced and easy to use. Atria Pannupihvi burger, Marinetti and Grilletti are seasoned burgers, Atria Hampurilaispihvi is a classic 100 % beef burger. The first two are consumer packed. Extra large family packs are available of Hampurilaispihvi,

Grilletti and Pannupihvi burgers during peak seasons. Atria Marinetti was awarded the Finnish Foodstuff of the Year 1995 prize in the retail series.

'Chick' Poultry Products

'Chick' brand name covers both chicken and turkey products as well as cooked convenience foods such as chicken meat balls and burgers.





The chicken parts deep-seasoned and deepmarinated by a new method have been extremely favourably received. Finnish variations of more exotic flavours as well as the unique juiciness of the chicken meat have made the ready family pack extremely popular. Also unseasoned chicken is still favoured by a great many consumers.

Atria Convenience Foods

The range of Atria convenience foods is large and varied. It includes microwaveables, pizzas, hamburgers, meat pies, Carelian rice or potato pasties and much more. Ample choice for preparing a tasty traditional meal is provided by

minced meat products, casseroles, salads and pancakes.

The packs for Atria salads were completely renewed at the end of 1994. The new pack is equipped with a double lid, one sealed to prevent leaking and the other for re-closing for storage after opening. Mayonnaise based salads (Italian, potato, beetroot and mushroom) contain low- fat mayonnaise but still have a deliciously full flavour.

The series of microwaveable meals includes both traditional Finnish basic dishes and variations of more exotic foods.

Atria Meat Products

There has been a continual increase in the sales of meat products and the change-over to selfservice packs has become evident. Most sausages, with the exception of sausage ring and frankfurters, are sold in self-service packs. The share of whole, uncut (500 - 1000g) and cold-cut sausages amounts to over 50 % of the sales. For the past two years Atria sliced sausages have been packed in durable containers. Due to the favourable feedback from the retailers as well as the consumers also whole-meat cold cuts are now available in similar hard packs. The container is easy to open and suitable for serving.

'Mestari Wilhelm' Product Family

'Mestari Wilhelm' products bring back the good old days. The products in this series contain plenty of meat and have a traditional flavour. The series includes a meaty sausage ring, frankfurter, grilling sausage and traditional canned Deer and Polik, meaty meat ball and strong sauce-like mustard.

Pet Foods

All Hubert dog foods and Cat Days cat food as well as the 25-year-old Mustin Murkina dog food are prepared from fresh domestic raw materials.

