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### Annual General Meeting

The Annual General Meeting of Ilkka-Yhtymä Oyj will be held on Monday, 7 April 2003 at 3 p.m. at Ilkka-Yhtymä Oyj's head office in Seinäjoki. The address is Koulukatu 10, entrance D.

### **Dividend Distribution**

The Board of Directors proposes to the AGM that a per-share dividend of EUR 2.50 be paid for 2002. If this proposal is approved, the record date of dividend payment will be 10 April 2003, and the dividend will be paid on 17 April 2003.

Shareholders whose shares have not been entered in the book-entry system by the record date will be paid the dividend once their shares have been entered.

### Share Register

Since Ilkka-Yhtymä Oyj shares were transferred to the book-entry system, the company's share information has been maintained by the Finnish Central Securities Depository Ltd., telephone +358 (0) 9 616 671, fax +358 (0) 9 6166 7368. Issues relating to shareholder information are handled by Ilkka-Yhtymä Oyj's Financial Service Department, located at Koulukatu 10, FIN-60100 Seinäjoki, telephone +358 (0) 6 418 6643.

### **Financial Information**

In 2003, Ilkka-Yhtymä Oyj will publish interim reports as follows: for the period January–March on 29 April 2003, for the period January–June on 29 July 2003, and for the period January–September on 21 October 2003. These will be available both in Finnish and English on our website at www.ilkka-yhtyma.fi and can also be ordered from Ilkka-Yhtymä Oyj, Osakerekisteri, P.O.Box 60, FIN-60101 Seinäjoki, telephone +358 (0) 6 418 6643, or by e-mail: tuula.karki@ilkka-yhtyma.fi.



### **Economic Review**

The economic downturn continued during 2002, being reflected in a lower level of industrial activity both in Ostrobothnia and Southern Ostrobothnia. Order books for exports remained fairly thin, and companies were cautious about new investments. Expectations of a recovery rose at the beginning of the year, only to subside again in the autumn. Weak international demand was especially hard on the metal industry, whose net sales plummeted for a second year in arow. During the long economic boom, companies built up a high level of solvency, which has acted as a buffer during the downturn, allowing them to retain their employees and avoid large-scale dismissals.

The lion's share of responsibility for propping up the economy continued to rest with the service sector. Consumers' faith in their own economies remained strong, keeping demand for services vigorous. However, levels of optimism in the service sector fell during the autumn.

### Graphics

During the first three quarters of 2002, net sales in publishing and printing fell by 3.3 per cent year on year. Salaries and wages paid by companies during the same period fell by 2.2 per cent.

### Publishing

Net sales within the publishing business for the first three quarters of 2002 were 1.3 per cent below the comparable figure for 2001, while salary costs increased by 1 per cent. This decline in net sales was mainly visible in book publishing (-3.4 per cent) and newspapers (-1.9 per cent), while net sales of periodicals grew by almost one per cent. According to the Central Statistical Office, the volume index for publishing for the period January - October fell by 2.4 per cent compared to last year.

At the beginning of the year, the subscription price of daily papers that are members of the Finnish Newspapers Association averaged EUR 154, rising to EUR 160 by the beginning of 2003, an increase of 3.9 per cent. The average subscription price for daily papers that come out seven times a week was EUR 174 at the beginning of the review period, and EUR 180 by the beginning of 2003. For newspapers that come out less frequently (1-3 days per week), the average subscription price was EUR 47 at the beginning of 2002, and EUR 48 at the beginning of the following year, an increase of 3.8 per cent. According to the advertisement survey statistics produced

by the Finnish Newspapers Association, total advertisement space in its member newspapers came to 469 column kilometres. This figure includes advertisements published in both the newspapers and their supplements. Compared to the previous year, this constituted a decrease of 2.3 per cent when, in 2001, advertising space had decreased by 3.1 per cent on 2000. According to the product group statistics produced by Suomen Gallup Mainostieto Oy, colour advertisements contributed to 87 per cent of the total number of column metres devoted to advertisements. Newspapers' advertising income dropped by 3.0 per cent year on year.

### Graphic Industry

During the first three quarters of 2002, the net sales of printing house businesses and the related companies serving the sector came to 6.2 per cent below those of the previous year, while salaries and wages decreased by 5.1 per cent. Newspaper printing was one of the industry's most successful sub-activities, showing an increase in net sales of nearly 8 per cent over the first three quarters, probably due mainly to newspaper exports. Nevertheless, newspaper printers' net sales declined to 1995 levels, due to the collapse of exports to the east. For other printing activities, net sales declined by nearly 8 per cent, while in the pre-press business they decreased by almost 4 per cent. According to the Central Statistical Office, the volume index for the period January-October for printing and related industries plunged by 7.1 per cent year on year.



## Managing Director's Review

Due to the reduction in Finland's gross domestic product in 2002, media advertising declined for the second year running, by 1.4 per cent year on year. Advertising income for newspapers fell by 3.0 per cent, and circulations slightly decreased. The economy's poor performance in general was also seen in the decline in the securities markets.

Ilkka-Yhtymä's strategy is to operate as a communications company, whose services help our customers succeed. We focus on publishing and printing multi-channel newspapers and advertising material, with the aim of achieving excellence in our field, and profitability.

In order to meet the above challenges, we moved out of TV and radio operations during 2001-2002 to focus on our electronic businesses, through developing our Internet and mobile services. In future, we may also produce moving pictures or sound for various types of communication services, if this proves financially lucrative as the result of modern technology and market developments.

In order to become multi-channel players, both provincial and local papers have renewed their web services. Online provincial papers have become fee-based for non-subscribers, and their content has been supplemented with, among other things, STT's Online news. In addition, we have adapted the electronic commercial services developed by Arena Partners Oy for the Internet and mobile phones.

As of the beginning of June 2002, Ilkka-Yhtymä Oyj's Series II shares have been quoted on the main list of the Helsinki Exchanges. The aim of changing the list was to make the company better known, improve the liquidity of the share and to expand the ownership base of the company. In the summer, Savon Mediat Oy relinquished its ownership of Ilkka-Yhtymä Oyj by offering its shares, primarily to current shareholders and the personnel of Ilkka-Yhtymä. The demand for these shares exceeded supply, and with Arnedo Oy decreasing its holding at the same time, we received over 400 new owners.

### Positive Developments in Net Sales/Solvency Remains Solid

Net sales for the Group's publishing business remained on the same level, year on year. Income from circulations grew by 2 per cent, while advertising income fell by 0.7 per cent. The comparable net sales of I-print Oy, responsible for the Group's printing business, soared by 16 per cent. Consolidated net sales, excluding trading in securities, grew by 8.5 per cent, and due to the brisk trade in securities in the spring, total net sales increased by almost 25 per cent, amounting to EUR 65.7 million.

The profitability of the Group's businesses remained on last year's level, but profit declined on that of the previous year due to the inclusion of capital gains related to the sale of Savon Mediat Oy's shares in the figures for 2001.



### Busy Anniversary Ahead

During the year, we have reviewed our personnel strategy and the related range of incentive options to ensure that we have a motivational HR policy and skilled personnel.

In order to realise our strategy, we are focusing on our personnel's skills, capability for self-renewal, and learning new skills. Central themes in this respect include developing core skills, maintaining our staff's fitness for work and investing in the improvement of our products and methods. We will also continue with the fitness programme designed for all of the Group's personnel in co-operation with Härmän Kuntokeskus. In developing our core skills, we make use of the leading Finnish staff development organisations.



However, in order to ensure our own success, it is most important to make certain that our customers are happy with the communications services we produce. Hence, we plan to expand the implementation of our customer relationship management system, pay special attention to the sensitivity of journalistic operations and invest in improving the quality of all of our operations.

The financial outlook here in Finland, as well as globally, is uncertain at the moment. However, we are confident that domestic demand will remain on the same level, producing a slight rise in circulation and advertising income during the year ahead. As for the printing business, I-print Oy will meet the challenge set by intensifying domestic price competition due to new printing capacity. Export volumes will depend both on domestic price rises and currency fluctuations.

The pressures on the printing business will prove challenging in 2003. Wage settlements which have already been concluded will

increase both staff and distribution costs, and increases in the price of electricity will add to the expenses of the printing business, albeit somewhat balanced by a slight reduction in the price of paper.

This year we are celebrating the centenary of the newspaper, Pohjalainen, published by one of our two founding companies, Vaasa Oy. Without the laudable work of our predecessors, who built the foundation for today's businesses, we would not be presented with our current business opportunities.

### Thank you for your co-operation

I would like to extent my warmest thanks to our customers, partners and owners for their trust and fruitful co-operation, as well as our entire personnel for a successful performance bearing the hallmark of the entrepreneurial spirit, throughout 2002.

Matti Korkiatupa Managing Director





## The Ilkka Group

The Ilkka Group comprises the parent company, Ilkka-Yhtymä Oyj, the publishing houses Sanomalehti Ilkka Oy, Vaasa Oy and Pohjanmaan Lähisanomat Oy, and the printing company I-print Oy. The Group also includes two real-estate companies and some associated companies.

## Ilkka-Yhtymä Oyj

Ilkka-Yhtymä Oyj is the parent company of the Ilkka Group, whose Series II shares were quoted on the main list of the Helsinki Exchanges (rather than on the I-list) as of 10 June 2002. The company's Series I shares continue to be quoted on the I-list.

The parent company is responsible for developing the Group's strategies in co-operation with its subsidiaries. Ilkka-Yhtymä Oyj provides financial, investment, personnel, development, data management, and real-estate services for its subsidiaries.

During 2002, the parent company invested in the development and creation of a Group-wide personnel strategy, with a skill-oriented basis. We discussed the Group's values together with our staff, defining how those values manifest themselves in quality job performance. This year, the focal points of the personnel strategy will include valuebased leadership and the development of core skills. We will also invest heavily in our staff's fitness for work, in co-operation with Härmän Kuntokeskus.

The parent company has begun preparing its IAS financial statements.

Ilkka-Yhtymä Oyj			
	2002	2001	
Net sales, EUR 1,000	10,623	1,864	
Operating profit/ Operating loss, EUR 1,000	-972	2,746	
Average no. of employees	31	31	



## Sanomalehti Ilkka Oy

Sanomalehti Ilkka Oy publishes Ilkka, Southern Ostrobothnia's regional daily. Founded in 1906, Ilkka comes out 7 times a week and 2002 marked its 96th year. It had a confirmed circulation of 55,734 (LT 2002) in 2002, increasing by 198 on the previous year. These are excellent results, considering that the circulation area's population continued to decrease. According to Kansallinen Mediatutkimus, the newspaper had 145,000 readers (KMT 2002). In 2002, 354 issues of Ilkka were published, and the total page count was 9,858.

The company aims to publish a journalistically accomplished, reliably delivered and reasonably priced regional newspaper offering broad advertising coverage, providing value to its readership in a variety of ways, and serving the regions interests.

The customer constitutes the basis of all Ilkka's operations. In 2002, readers were provided with a quality newspaper meeting their wishes and needs, including 230 more pages of editorial material than the year before. For example, the editors produced municipal pages in co-operation with advertising, and launched the popular "Tavataan kyläkaupassa" (see you at the local grocer's) series. Features were also emphasised through various topical pages and supplements. Young readers were targeted by the newspaper's coverage throughout the year, and closer co-operation with schools was initiated.

Ilkka-Yhtymä Oyj is a partner of Arena Partners Oy, founded by six newspaper publishers, which develops methods for web publishing, electronic transaction methods and new business models suitable for the web environment. As of 1999, Ilkka has also been published online while, at the beginning of 2001, an electronic business unit was founded by Sanomalehti Ilkka Oy, responsible for the development of Internet and mobile businesses and their integration with Ilkka's content creation, advertising and circulation activities. The aim is to create a multi-channel newspaper.

During 2002, we developed a web publishing application in cooperation with Arena Partners Oy, with the aim of automating the production process. We also introduced the Asuntoarena, an electronic market place for housing.

Our co-operation with Väli-Suomen Media Oy continued, with the company publishing the Sunnuntaisuomalainen Sunday supplement and news material from its office in Helsinki.

Sanomalehti Ilkka's net sales amounted to EUR 20,405 thousand, an increase of 2.7 per cent year on year. Subscription income grew by 3.8 per cent and, despite the general downward trend in the business, Ilkka's advertising income also rose, by 1.5 per cent. An important one-off sales exercise arose in the form of a special issue published on 7 December, in honour of the 40<sup>th</sup> anniversary of Ilkka's move to Seinäjoki. In other respects, financial developments have remained stable and consistent throughout the year.

2002	2001
20,405	19,871
4,253	4,130
90	85
	20,405 4,253



## Vaasa Oy

Vaasa Oy is a publishing company operating from Vaasa. Its main product is the centenarian newspaper Pohjalainen, with a confirmed circulation in 2002 of 32,975. In addition, the company publishes the townpaper Vaasan Ikkuna, founded in 1983 and distributed once a week in Vaasa and population centres within the municipality of Mustasaari, with a circulation of approximately 34,500.

Following Chief Editor Kari Mänty's move to Yleisradio, Markku Mantila, M.Sc. (Pol.), was appointed Chief Editor of Pohjalainen as of the beginning of December 2002. Mantila is continuing the editorial line valued and appreciated by our readers.

Sanomalehti Pohjalainen is published with a keen eye on respect for tradition, while keeping its finger on the pulse of current events and remaining open to new ideas. This paper continues to generate a great deal of interest: according to a survey by Kansallinen Mediatutkimus (KMT), Pohjalainen has 3.2 readers per subscription, with 105,000 readers per day. These figures are the highest in our country for a daily newspaper, and our subscription numbers are strong, with an increasing number of readers taking out continuous subscriptions. According to an AMT Rannikkoseutu 2002 survey, conducted by Gallup Media, 92 per cent of respondents felt that Pohjalainen offered extremely or fairly pleasant reading. Correspondingly, 83 per cent of readers thought Pohjalainen extremely or fairly important.

Sunnuntaisuomalainen, the intriguing Sunday supplement created in co-operation with newspapers in Central Finland, and often quoted by the national media, enhances the reading experience of Pohjalainen.

Arena Partners Oy continues to operate as the producer of Pohjalainen's mobile and web services. An online version of the paper has been introduced as an alternative for the modern reader, with approximately 5,500 readers per week. It was renewed toward the end of the year and became subject to a charge at the beginning of 2003.

Vaasa Oy's profits were slightly lower than estimated, due to the general decline in the demand for newspaper advertising, and the economic situation within the Vaasa business region. In addition, the introduction of new publications also had an effect on the media market. A moderate increase in expenses and higher operational efficiency had a favourable impact on the results.

During the autumn, preparations for the forthcoming centenary were made at Vaasa Oy, the aim of the various events and campaigns being to promote the paper and engage in an interactive relationship with its readers. In addition to a jubilee issue of the paper, our readers and advertisers will be offered six local special issues. The jubilee issue will be published as an edition of 72,000 papers, and the local issues will also be delivered to all in the areas in question. We will continue with a broad-ranging series of theme-based issues, a popular format. The general election being held at the beginning of 2003 should increase both readers' and advertisers' interest in the newspaper. Competition in the trade business is intense in Vaasa, and the population appears to be holding level. Hence, 2003 appears to hold out reasonable prospects of achieving the goals we have set for ourselves.

Vaasa Oy		
-	2002	2001
Net sales, EUR 1,000	13,488	13,778
Operating profit, EUR 1,000	916	963
Average no. of employees	109	113



### Pohjanmaan Lähisanomat Oy

Pohjanmaan Lähisanomat Oy publishes five subscription-based newspapers and one free paper. Its circulation area consists mainly of regions undergoing heavy emigration, which makes increasing its circulation particularly difficult. However, the company's future viability can also be guaranteed by investing in its staff's core skills, successful, effective marketing and producing a newspaper with an editorial line that meets the expectations of its subscribers.

In financial terms, last year was a very positive one for Pohjanmaan Lähisanomat Oy, owing to the successful transformation of the Etelä-Pohjanmaa paper, published in Seinäjoki, into a townpaper. In the spring of 2001, the Board of Directors decided to change the paper, subscription-based and issued three times a week, into a free paper issued once a week, as of the beginning of 2002, with a circulation in Seinäjoki, Nurmo and the neighbouring municipalities of slightly over 40,000. Furthermore, to secure the viability of the company, the Järviseutu paper will come out once a week as of the beginning of 2003.

The main circulation area of the Viisikunta paper is Alavus and the neighbouring municipalities. This paper is issued twice a week, with 102 issues last year and a confirmed circulation of 7,343 (LT 2002). In 2003, the focus will include the renewal of its layout and increasing its circulation.

Härmät comes out once a week, and its main circulation area is Alahärmä and Ylihärmä. Its circulation was 4,045 (LT 2002), and in 2002, 52 issues were published.

Suupohjan Sanomat, issued twice a week, is the oldest Finnish newspaper in the province and the third-oldest local newspaper in the entire country. Its circulation volume was 4,785 (LT2002) and its primary circulation area consisted of Kristiinankaupunki, Karijoki and Isojoki. During the period, 102 issues of the paper were published. As of last summer, the paper was printed in Seinäjoki instead of Kristiinankaupunki, and responsibility for page design shifted in-house from I-print Oy.

Jurvan Sanomat, issued once a week, is a local paper with a circulation area comprising Jurva and Teuva and the neighbouring villages of Ilmajoki. The paper assists the provincial paper, Ilkka, with editorial material. With a circulation of 2,472 (LT 2002), 53 issues were published during the period.

Järviseutu's circulation area consists of Alajärvi and its neighbouring municipalities. The newspaper is issued twice a week and 101 issues were published last year, with a circulation of 6,610 (LT 2002). To improve its profitability, it was decided last summer that Järviseutu would be issued only once a week as of the beginning of 2003.

From the beginning of 2002, the evening paper Etelä-Pohjanmaa became a free paper (townpaper) issued once a week. Its circulation is slightly over 40,000/issue and its circulation area comprises Seinäjoki, Nurmo, Kurikka, Ylistaro, Ilmajoki, Jalasjärvi, Peräseinäjoki and Lapua. 50 issues were published during the year. The changeover to a free paper had a positive effect both on its financial results and those of Pohjanmaan Lähisanomat Oy. Significant changes were seen in its staffing, Sinikka Välikoski being appointed new Chief Editor at the beginning of the year, and Anna-Mari Kitinmäki transferring in October from her position as Media Consultant to Marketing Manager. The paper's main challenge is to establish its position as one of the leading papers in southern Ostrobothnia's media market.

Pohjanmaan Lähisanomat Oy		
-	2002	2001
Net sales, EUR 1,000	3,713	3,769
Operating profit, EUR 1,000	242	72
Average no. of employees	35	38

## I-print Oy

I-print Oy is a production company owned by the Ilkka Group, whose task it is to provide services for its customer newspapers, in addition to printing the Group's newspapers. I-print Oy operates from Seinäjoki, Vaasa and Alavuus, and has a one-employee branch in Helsinki.

The main function of I-print Oy is to be a leading partner in the communications market, producing printed material and services in the field in support of the success of its customers' businesses. Its operations are unique, versatile, innovative and profitable.

Its domestic customer base expanded in 2002, and the markets' confidence in the company increased. Trade with Russia came to a complete halt at the beginning of the year, while exports to Scandinavia recovered.

Competition was intense throughout the year, becoming even tougher towards the year-end, due to increased capacity in Finland. Nevertheless, I-print Oy has achieved an important position among leading printing houses in Finland, and has managed to retain its customers. It has been successful in acquiring new customers, both in the domestic market and abroad. Competition within the sheet printing business has also intensified, but by rationalising its operations, the company's sheet printing sales have increased.

During the year, no fundamental changes occurred within the business environment. Increasing and upgraded printing capacity in Finland will lead to even tougher competition in 2003-2004.

One of I-print Oy's most significant investments in the Seinäjoki Lehtitehdas was the acquisition of a palletiser, which can handle pallets and bundles of different sizes as well as bound or unbound bundles of newspapers. The working environment also improved with the renewal of the blanket washer.

Flawless customer service and business operations were emphasised through Quality and Environmental Standards 9001 and 14001. A customer register system was also systematically implemented, assisting sales and marketing in the further improvement of their customer service and customer relationship management operations. The ISO Quality as a National Model of Operations project, organised by the Finnish Newspaper Association, was completed with the active participation of I-print Oy.

The Internet-assisted print management and order system, "Painotyöhotelli," established itself on the market and enabled the marketing of press operations to major national customer chains. Towards the end of the period, the publishing business's resources were reinforced by a Xerox Docucolor digital press, making the printing of short runs quick and cost-efficient.

The company actively co-operates with newspapers in Central Finland in purchasing, training and benchmarking.

print Oy	2002	2001
Net sales, EUR 1,000	29,597	25,397
Operating profit, EUR 1,000	2,877	2,172
Average no. of employees	198	192

The figures for 2001 include those of a subsidiary company that merged with the parent company.

## Financial Statements for 2002 Board of Directors' Report

### Group Structure

Ilkka Group consists of the parent company Ilkka-Yhtymä Oyj, and the publishing houses Sanomalehti Ilkka Oy, Vaasa Oy, and Pohjanmaan Lähisanomat Oy. In addition, the Group includes the newspaper and sheet print company I-print Oy, the real-estate companies Kiinteistö Oy Seinäjoen Koulukatu 10 and Seinäjoen Kassatalo Osakeyhtiö, as well as I-Mediat Oy. The Group companies' main publishing products include the newspapers, Ilkka and Pohjalainen. Other publications include the local newspapers Härmät, Jurvan Sanomat, Järviseutu, Suupohjan Sanomat and Viiskunta, and the townpapers Etelä-Pohjanmaa and Vaasan Ikkuna.Oy I-print Wasa Ab merged with its parent company, I-print Oy, in the autumn of 2001.

The associated companies included in the Group's financial statements are Arena Partners Oy, Kristinestads Förlags Ab, Väli-Suomen Media Oy and Yrittävä Suupohja Oy. The Group sold its shares in Etelä-Pohjanmaan Viestintä Oy during the period. Paikallistelevisio Oy was dissolved at the end of 2002.

### Group Financial Performance

The Group's turnover increased by 24.9 per cent year on year, due to an increase in trading in securities and sales of external printing assignments. Net sales amounted to EUR 65,685 thousand (EUR 52,587 thousand in 2001). The publishing business' turnover

remained the same as in 2001. Net sales for the graphics business to customers outside the Group grew by 29 per cent while those from trading in securities soared by EUR 8,626 thousand. Other operating income totalled EUR 433 thousand (EUR 4,089 thousand). The figures for 2001 include EUR 3,628 thousand in capital gains on fixed assets.

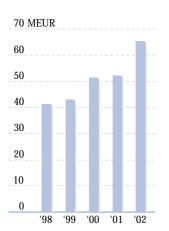
The Group's operating expenses totalled EUR 58,530 thousand (EUR 46,484 thousand). Expenses increased by 26 per cent, mainly due to the increase in securities trading and material and service expenses related to increased sales in graphic operations. Staffing costs increased by 3.5 per cent, and other operating expenses by 1.8 per cent, year on year.

The operating profit for the financial period was EUR 7,588 thousand (EUR 10,193 thousand), 11.6 (19.4) per cent of net sales. The operating profit and operating margin decreased, due to capital gains on fixed shares sold, as shown in the financial statements for 2001. Operating profit and relative operating profit, excluding fixed asset sales and trading in securities, increased slightly.

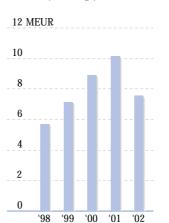
Net financial income totalled EUR 2,554 thousand (EUR 2,364 thousand) and pre-tax profit totalled EUR 10,142 thousand (EUR 12,556 thousand). Direct taxes amounted to EUR 2,957 thousand. The Group's net profit for the financial period totalled EUR 7,185 thousand, down by EUR 1,710 thousand, year on year.

The consolidated balance sheet total decreased from EUR 72,095 thousand to EUR 65,718 thousand.

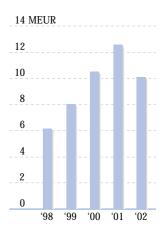
#### Net Sales



### Operating profit



### Profit before extraordinary items



Earnings per share amounted to EUR 2.20 (EUR 2.73) and equity per share was EUR 16.25 (EUR 18.04). The Board of Directors proposes an exceptionally high dividend per share of EUR 2.50, due to sound profitability and liquidity, as well as in honour of Vaasa Oy's centenary.

### Ilkka-Yhtymä Oyj

Ilkka-Yhtymä Oyj's net sales for the financial period rose to EUR 10,623 thousand (EUR 1,864 thousand in 2001) due to trading in securities, which generated net sales of EUR 8,872 thousand (EUR 246 thousand). Other operating income totalled EUR 1,058 thousand (EUR 4,707 thousand), consisting of rental income. The figure for 2001 includes EUR 3,607 thousand in capital gains on sold fixed assets.

The parent company's operating expenses totalled EUR 12,652 thousand (EUR 3,826 thousand). This increase was mainly attributable to trading in securities and the transfer of Series II shares to the main list. The operating loss for the period came to EUR 972 thousand (a profit of EUR 2,746 thousand), where capital gains on the sale of fixed asset shares had improved the operating profit for 2001. Net financial income was EUR 5,899 thousand (EUR 5,730 thousand).

Profit before extraordinary items totalled EUR 4,928 thousand (EUR 8,476 thousand). The parent company's extraordinary items, consisting of Group contributions received, amounted to EUR 7,800 thousand (EUR 170 thousand). The decrease in depreciation difference amounted to EUR 233 thousand. Taxes of EUR 3,761 thousand were reported for the parent company, and the net profit was EUR 9,200 thousand (EUR 6,279 thousand).

The parent-company balance sheet total decreased from EUR 53,838 thousand to EUR 46,713 thousand.

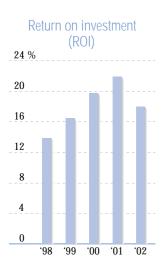
### Subsidiaries

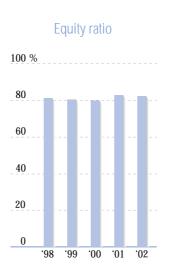
Sanomalehti Ilkka Oy publishes the Ilkka newspaper. The company's net sales for the financial period were EUR 20,405 thousand, an increase of 2.7 per cent over the previous year. Other operating income totalled EUR 84 thousand. The company's operating expenses increased by 2.6 per cent, to EUR 16,235 thousand. The operating profit for the financial year came to EUR 4,253 thousand and the operating margin was 20.8 per cent.

In addition to the newspaper, Pohjalainen, Vaasa Oy publishes the townpaper Vaasan Ikkuna. Publication of the townpaper Uusi Vaasalainen, acquired in 2000, was discontinued at the end of 2001, entailing that the figures for 2002 and 2001 are not completely comparable. The company's net sales for the financial period came to EUR 13,488 thousand, 2.1 per cent less than in the previous year. Other operating income totalled EUR 32 thousand. Operating expenses decreased by 2.1 per cent to EUR 12,603 thousand, the operating profit was EUR 916 thousand and the operating margin 6.8.

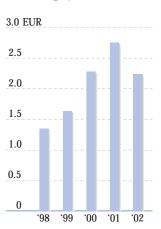
Pohjanmaan Lähisanomat Oy publishes five local newspapers and one townpaper. The company's net sales for the financial period were EUR 3,713 thousand, 1.5 per cent less than in 2001. Other operating income totalled EUR 34 thousand. Operating expenses decreased by 7.5 per cent to EUR 3,505 thousand, the operating profit was EUR 242 thousand and the operating margin 6.5.

The newspaper and sheet printing company I-print Oy's net sales were EUR 29,597 thousand, an increase of 33.6 per cent. These figures are not directly comparable due to the merger of the subsidiary Oy I-print Wasa Ab with its parent company, I-print Oy, in October 2001. The comparable growth in net sales was 16.5 per cent and other operating income totalled EUR 71 thousand.





### Earnings per share (EPS)



The company's operating expenses increased by 29.4 per cent, to EUR 26,791 thousand (a comparable growth in expenses of 14.9 per cent), the operating profit was EUR 2,877 thousand and operating margin 9.7 per cent.

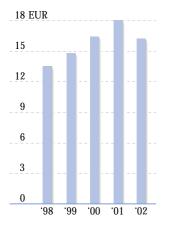
The subsidiaries Kiinteistö Oy Seinäjoen Koulukatu 10 and Seinäjoen Kassatalo Osakeyhtiö are real-estate companies. I-Mediat Oy has no business operations. The combined net sales of these companies totalled EUR 408 thousand.

### **Electronic Business Operations**

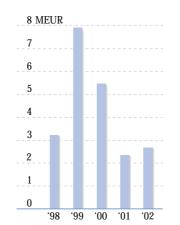
Online newspapers and mobile services are being developed in co-operation with newspapers with holdings in Arena Partners Oy. This is aimed at speeding up the development of electronic services and transactions in support of our current newspapers.

In order to shift to multi-channel service provision, both provincial and local papers have renewed their online services. The online papers became subject to a charge, and recruiting, housing and investment services were introduced. In addition, the electronic Internet and mobile services developed by Arena Partners Oy were implemented.





### Capital Expenditure



### Official circulation volumes of newspapers

Ilkka	55,734
Pohjalainen	32,975
Härmät	4,045
Jurvan Sanomat	2,472
Järviseutu	6,610
Suupohjan Sanomat	4,785
Viiskunta	7,343
Vaasan Ikkuna (delivery)	34,500
Etelä-Pohjanmaa (delivery)	40,000



# Annual General Meeting, Supervisory Board and Board of Directors

On 11 April 2002, the AGM approved the financial statements, discharged the members of the Supervisory Board, the Board of Directors, and the Managing Director from liability, and decided that a dividend of 150 per cent or EUR 1.50 per share be paid.

The AGM cancelled the authorisation given on 24 April 2001 and authorised the Board of Directors to decide, within a period of one year of the date of the meeting (if necessary, in deviation from the shareholders' subscription privilege) to increase the company's share capital by a maximum of EUR 651,793 and/or purchase convertible bonds and/or issue stock options.

The AGM decided to amend Sections 5 and 8 of the Articles of Association as follows:

Section 5, Article 2 of the Articles of Association was amended to read as follows: The retirement age of a member of the Supervisory Board is sixty-eight (68) years. The term of office of a member of the Supervisory Board ends, regardless of the length of the remaining period of office, at the AGM of the year during which the member turns 68.

Section 8, Article 1 of the Articles of Association is amended to read as follows: The Board of Directors of the company consists of a minimum of four (4) and a maximum of five (5) members. The members of the Board are elected for four (4) years at a time. The retirement age of members of the Board of Directors is sixty-eight (68) years. The terms of office of members of the Board of Directors end, regardless of the length of the remaining period of office, at the first meeting of the Supervisory Board after the AGM in the calendar year during which the member in question turns sixty-eight (68).

At the AGM, Jari Eklund, Raimo Joronen, Ossi Jäkärä, Antti Kiviniemi, Yrjö Kopra, Juha Mikkilä and Pauli Särkijärvi, whose terms of office expired, were re-elected as members of the Supervisory Board. Sari Mutka, Martti Ojares and employee representative Arto Takalampi were elected as new members of the Supervisory Board.

Tilintarkastajien Oy - Ernst & Young, Authorised Public Accountants, was appointed auditor, with Risto Järvinen, (Authorised Public Accountant) and Pekka Kiljunen (Authorised Public Accountant) as the principal auditors. Tapio Ali-Tolppa (Authorised Public Accountant) and Päivi Virtanen (Authorised Public Accountant) were elected as deputy auditors.

At its meeting held on 20 May 2002, the Board of Directors of the Ilkka Group decided to apply for the transfer of Ilkka-Yhtymä Oyj's Series II shares from the I-list to the main list of the Helsinki Exchanges. As of 10 June 2002, the Series II shares were quoted on the main list.

The Supervisory Board of Ilkka-Yhtymä Oyj elected Lasse Hautala, Agrologist, from Kauhajoki as successor to Kyösti Virrankoski, whose term of office expired. Jaakko Rintala continues as the Chairman of the Supervisory Board. At its membership meeting, the Board of Directors re-elected Veikko Heikkilä as its Chairman.

The Extraordinary General Meeting of Ilkka-Yhtymä Oyj on 29 July 2002 resolved to issue an additional dividend per share of EUR 2.50, i.e. a total of EUR 8,147,685.

## Share Capital, Shares and Shareholders

The share capital of Ilkka-Yhtymä Oyj entered in the trade register was EUR 3,259,074 on 31 December 2002. The share capital is divided into 3,259,074 shares, each with a nominal value of EUR 1. The shares are divided into two series. Series I shares and Series II shares differ in such a way that each Series I share entitles the holder to twenty (20) votes at the AGM, while a Series II share entitles the holder to one (1) vote. Shares of both series entitle the holders to the same dividend.

In accordance with the Articles of Association, the minimum share capital shall be no less than EUR 3 million and the maximum no more than EUR 12 million, within which limits the share capital may be increased or decreased without altering the Articles of Association. Company shares are divided into Series I and II shares in such a way that the number of Series I shares shall be no less than 950,000 and no more than 3,360,000, and the number of Series II shares shall be no less than 2,050,000 and no more than 8,640,000.

According to the Articles of Association, no-one at a General Meeting may use, on behalf of him/herself or by proxy, a total number of votes exceeding one-twentieth (1/20) of the number of votes presented at the meeting.

The transfer of Series I shares is restricted by an approval clause. According to this clause, Series I shares cannot be transferred to another holder without the approval of the Board of Directors.

### Disclosures in Accordance With Chapter 2, section 10 of the Securities Market Act

In accordance with the stock exchange releases of 20 June 2002 and 28 June 2002, the following changes in the ownership of Ilkka Yhtymä Oyj's shares have taken place:

Savon Mediat Oy and its subsidiary Turvakoski Oy relinquished all their shares in Ilkka-Yhtymä Oyj, through a transaction which took place on 3 July 2002, the clearing day being 10 July 2002.

The holdings of Arnedo Oy, a member of the Sanoma-WSOY Group, in share capital in Ilkka-Yhtymä Oyj have decreased to less than one-quarter (1/4) as a result of the trade on 3 July 2002. After the transaction, Arnedo Oy owns 811,618 Ilkka-Yhtymä Oyj's shares. Arnedo Oy's holdings in Ilkka-Yhtymä Oyj account for 24.9 per cent of the share capital and 7.04 per cent of the voting rights. After the sale, Arnedo Oy holds 36,716 Series I shares in Ilkka-Yhtymä Oyj, corresponding to 1.13 per cent of the share capital of Ilkka-Yhtymä

Oyj and 3.43 per cent of the voting rights. Arnedo Oy owns 774,902 Series II shares of Ilkka-Yhtymä Oyj, corresponding to 23.78 per cent of the company's share capital and 3.62 per cent of the voting rights.

As a result of the share transactions concluded after 3 July 2002, Arnedo Oy's shareholding in Ilkka-Yhtymä Oyj has changed, i.e. Arnedo Oy's holding in Ilkka-Yhtymä Oyj accounted for 22.17 per cent of share capital and 6.63 per cent of voting rights on 31 December 2002.

The total holdings of the Tapiola General Mutual Insurance Company, Tapiola Mutual Life Assurance Company and Tapiola Corporate Life Insurance Company Ltd in the shares of Ilkka-Yhtymä Oyj have risen to over one twentieth (1/20) of the total as a result of the trade of 3 July 2002. The companies own 32,100 Series I shares of Ilkka-Yhtymä Oyj, corresponding to 0.98 per cent of the share capital of Ilkka-Yhtymä Oyj and 3.0 per cent of the voting rights. They own 162,820 Series II shares, corresponding to 5.0 per cent of the share capital of Ilkka-Yhtymä Oyj and 0.76 per cent of the voting

### Share capital on 31 Dec 2002

	Share capital EUR	Number of shares	% of share capital	% of votes
Series I	956,458	956,458	29.3	89.3
Series II	2,302,616	2,302,616	70.7	10.7
Total	3,259,074	3,259,074	100.0	100.0

### Increases of share capital 1995 - 2002

Subscription period 29 Dec 1995	Terms of subscription Private placing, merger contribution 1) directed at shareholders of Järviseudun	Series I no. of shares	Shares II no. of shares	Increase of share capital EUR	New share capital EUR	Dividend right
	Lehti-Osakeyhtiö ratio 1:44 Series II		10,604			
	directed at shareholders of Kristiinan Sanomalehti Oy ratio 1:52 Series II		3,744			
	directed at shareholders of Osakeyhtiö Seinäjoki ratio 7:2 Series II		7,352			
	Total		21,700	18,248	1,827,236	1/1 1995
13 May - 14 June 1996	Rights issue with two shares of Series I or II one share of Series II à EUR 4.20		1,086,224	913,449	2,740,684	1/1 1996
14 May 1999	Increase of share capital by means of a scrip issue by increasing nominal share value			518,390	3,259,074	

1) The distribution of merger contribution began in January 1996.

rights. In total, the Tapiola General Mutual Insurance Company, Tapiola Mutual Life Assurance Company and Tapiola Corporate Life Insurance Company Ltd own 194,920 shares in Ilkka-Yhtymä Oyj, corresponding to 5.98 per cent of the share capital of Ilkka-Yhtymä Oyj and 3.76 per cent of the voting rights.

### Quotation and Trading in Shares

Ilkka-Yhtymä Oyj's Series II shares have been quoted on the main listing of the Helsinki Exchanges since 10 June 2002, while the company's Series I shares are quoted on the I-list. In 2002, 200,268 Series I shares were traded, with a total value of EUR 4,913 thousand. On the I-list, 48,056 Series II shares were traded, while the number of shares traded on the main list totalled 702,582. The total value of shares traded amounted to EUR 16,957 thousand. The lowest quotation for Ilkka-Yhtymä Oyj's Series I shares was EUR 21.50, and the highest EUR 28.50, while Series II shares ranged between EUR 19.50 and EUR 26.50 on the I-list, and between EUR 20.00 and EUR 25.50 on the main list. The total market capitalisation of the Group's share capital on the closing date of the accounts was EUR 72.4 million.

### Book-entry System

As of 7 June 1995, Ilkka-Yhtymä Oyj shares have been registered in the book-entry system. The shareholders' register is maintained by the Finnish Central Securities Depository Ltd.

### **Dividend Policy**

The company aims to distribute at least one-third of the Group's annual profit as dividends. However, the dividend proposed by the Board of Directors on 31 December 2002 totals 113.4 per cent of the Group's profit for the period.

### Management Holdings

On 31 December 2002, the company's Supervisory Board, the Board of Directors and the Managing Director held a total of 162,253 shares, or 4.97 per cent of the entire share capital and 10.81 per cent of the votes.

### Guidelines for Insiders

Ilkka-Yhtymä Oyj has adopted the Guidelines for Insiders issued by the Helsinki Exchanges.

### Authorisation of the Board of Directors

The Annual General Meeting cancelled the previous authorisation given to the Board of Directors on 24 April 2001, and authorised the Board of Directors to decide, within a period of one year of the date of the meeting (if necessary, in deviation from the shareholders' subscription privilege) upon the following issues:

- · increasing the share capital by one or more rights issues, and/or
- · purchasing convertible bonds and/or issuing stock options, and
- all terms pertaining to the subscription of shares as well as the terms of loans, and the conversion and/or subscription of shares, insofar as such terms were not defined by the authorisation.

The maximum total number of Series II shares issued in connection with one or more rights issues, subscribed on the basis of stock options or transferred as consideration for convertible bonds, shall amount to no more than EUR 651,793.

Shareholders' privileges to subscribe shares, stock options and convertible bonds may only be deviated from if the purpose is to improve the company's competitive position, enhance its potential for strategic development, finance a company or business acquisition, establish a partnership, or if there are some other compelling financial reason.

This privilege may not be deviated from for the benefit of a person or corporation with an interest in the company.

As distinct from the shareholders' subscription privilege, a share issue cannot cover more than one-fifth of the company's share capital and the number of shares equivalent to the total number of votes registered at the time when authorisation was granted at the AGM.

Shares and/or stock options and/or convertible bonds can also be subscribed against a non-cash contribution, or under other specific terms.

The company has not issued stock options or convertible bonds.

The Board of Directors does not have the authority to buy or transfer the company's own shares.

### Taxable Share Value

With respect to taxation in 2002, the taxable value of Ilkka-Yhtymä Oyj's Series I shares was confirmed as EUR 16.45, and the taxable value of Series II shares was EUR 16.45 per share.

### Major shareholders by share capital owned according to the register of owners (all shares)

31 Dec 2002	Series I	Series II	Shares in total	% of shares
Arnedo Oy	36,716	685,982	722,698	22.17 %
Tapiola General Mutual Insurance Company	32,100	97,524	129,624	3.98 %
Tapiola Mutual Pension Insurance Company	9,656	104,922	114,578	3.52 %
Laakkonen Reino		113,584	113,584	3.49 %
Ilmarinen Mutual Pension Insurance Company	22,640	40,000	62,640	1.92 %
Keski-Pohjanmaan Kirjapaino Oyj	45,202	10,368	55,570	1.71 %
Etelä-Pohjanmaan Lehtiseura Oy	43,975	10,154	54,129	1.66 %
Aukia Jaakko	41,864	4,000	45,864	1.41 %
Tapiola Mutual Life Assurance Company		43,296	43,296	1.33 %
Mutka Heikki	16,271	21,339	37,610	1.15 %
Ten major shareholders, total	248,424	1,131,169	1,379,593	42.33 %
Other owners	708,034	1,171,447	1,879,481	57.67 %
Total	956,458	2,302,616	3,259,074	100.00 %

### Personnel

The Group had an average of 511 employees during the period, the corresponding figure for the parent company being 34.

Average number of personnel translated into full-time employment

	2002	2001
Group	462	459
Ilkka-Yhtymä Oyj	31	31

### Capital Expenditure

Gross capital expenditure amounted to EUR 2,692 thousand, EUR 1,381 thousand of which comprised investments in the replacement of machinery and equipment for the printing businesses. Other investments consisted of share purchases and the replacement of machinery and equipment for other operations.

### **Financial Position**

The liquidity of the Group remained good during the financial period. Of the liquidity indicators, the current ratio was 3.80 (4.39) at the year-end. Equity ratio came to 82.3 per cent (83.0) and income before extraordinary items totalled EUR 10,437 thousand.

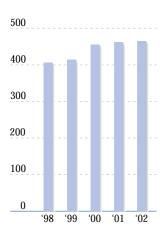
### Events After the Financial Period

Erkki Kulmala, CEO of the Group's printing company I-print Oy, will resign as of 28 February 2003. The company is in the process of recruiting his replacement.

### Forecast for 2003

The Finnish economy is expected to grow slowly. If the United States attacks Iraq, this may pose a threat to both global and domestic economic growth. A possible increase in the rate of unemployment is likely to lower demand for services, which may be reflected in the income from newspaper subscriptions and advertising sales.

### Personnel



Translated into full-time employment, the Group had 447 employees and the parent company had 30 employees on 31 December 2002.

The Articles of Association provide for two employee representatives to serve on the Supervisory Board of Ilkka-Yhtymä Oyj.

## 9

### Major shareholders by number of votes according to the shareholders' register (registered shares)

31 Dec 2002	Series I reg.	% of votes	Series II	% of shares	Shares in total	% of votes
Keski-Pohjanmaan Kirjapaino Oyj	42,345	4.43 %	10,368	0.45 %	52,713	4.00 %
Etelä-Pohjanmaan Lehtiseura Ry	42,355	4.43 %	10,154	0,44 %	52.509	4.00,%
Aukia Jaakko	41,864	4.38 %	4,000	0.17 %	45,864	3.93 %
Arnedo Oy			685,982	29.79 %	685,982	3.20 %
Tapiola General Mutual Insurance Company	23,820	2.49 %	97,524	4.24 %	121,344	2.68 %
Ilmarinen Mutual Pension Insurance Company	22,640	2.37 %	40,000	1.74 %	62,640	2.30 %
E-P:n Osuuskauppa	18,192	1.90 %	16	0.00 %	18,208	1.70 %
Mutka Heikki	16,271	1.70 %	21,339	0.93 %	37,610	1.62 %
Etelä-Pohjanmaan Osuuspankki	16,278	1.70 %			16,278	1.52 %
Tapiola Mutual Pension Insurance Company	9,656	1.01 %	104,922	4.56 %	114,578	1.39 %
Ten major shareholders, total	233,421	24.40 %	974,305	42.31 %	1,207,726	26.33 %
Other owners	723,037	75.60 %	1,328,311	57.69 %	2,051,348	73.67 %
Total	956,458	100.00 %	2,302,616	100.00 %	3,259,074	100.00 %
10101	000,400	100.00 /0	2,002,010	100.00 /0	0,200,014	100.00 /0

Major shareholders by share capital according to the shareholders' register (registered shares)

	Series I	Series II	Shares	% of
31 Dec 2002	reg.		in total	shares
Arnedo Oy		685,982	685,982	21.05 %
Tapiola General Mutual Insurance Company	23,820	97,524	121,344	3.72 %
Tapiola Mutual Pension Insurance Company	9,656	104,922	114,578	3.52 %
Laakkonen Reino		113,584	113,584	3.49 %
Ilmarinen Mutual Pension Insurance Company	22,640	40,000	62,640	1.92 %
Keski-Pohjanmaan Kirjapaino Oyj	42,345	10,368	52,713	1.62 %
Etelä-Pohjanmaan Lehtiseura Oy	42,355	10,154	52,509	1.61 %
Aukia Jaakko	41,864	4,000	45,864	1.41 %
Tapiola Mutual Life Assurance Company		43,296	43,296	1.33 %
Mutka Heikki	16,271	21,339	37,610	1.15 %
Ten major shareholders, total	198,951	1,131,169	1,330,120	40.81 %
Other owners	757,507	1,171,447	1,928,954	59.19 %
Total	956,458	2,302,616	3,259,074	100.00 %

If trading in securities does not remain at the same level as in 2002, the Group's consolidated net sales should decrease. A slight drop in net sales excluding trading in securities is forecast anyway, due to increasingly difficult domestic and export markets in the graphic industry. The stronger euro may have an impact on our export volumes. Net sales for the publishing business are expected to grow

slightly, unless the economic conditions in our newspapers' circulation areas change.

Relative operating profit and operating profit, excluding trading in securities, are expected to grow slightly. Profit for the period is expected to remain at the same level as in 2002.



### Shareholders by numbers of shares held on 31 Dec 2002 \*)

Number of shares, Series I	No. of holdings	% of holdings	No. of shares	% of shares
1 - 50 51-100 101-500 501-1000 1001-	1,999 669 884 84 82	53.77 17.99 23.78 2.26 2.21	45,878 49,098 208,518 57,321 440,365	4.80 5.13 21.80 5.99 46.04
TOTAL On waiting list total In joint account SHARES ISSUED	3,718	100.00	801,180 121,936 33,342 956,458	83.77 12.75 3.49 100.00

Number of shares, Series II	No. of holdings	% of holdings	No. of shares	% of shares
1 - 50 51-100 101-500 501-1000 1001-	1,828 868 1,353 220 151	41.36 19.64 30.61 4.98 3.42	$\begin{array}{r} 41,003\\ 66,939\\ 312,653\\ 153,016\\ 1.701.140\end{array}$	1.78 2.91 13.58 6.65 73.88
TOTAL On waiting list total In joint account	4,420	100.00	2,274,751 27,865	98.79 1.21
SHARES ISSUED			2,302,616	100.00

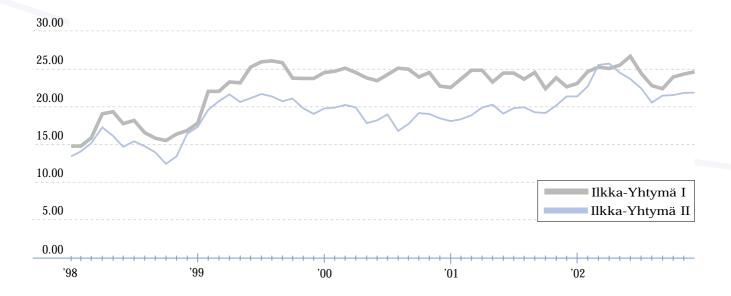
\*) According to shareholders' register

### Shareholders by sector 31 Dec 2002 \*)

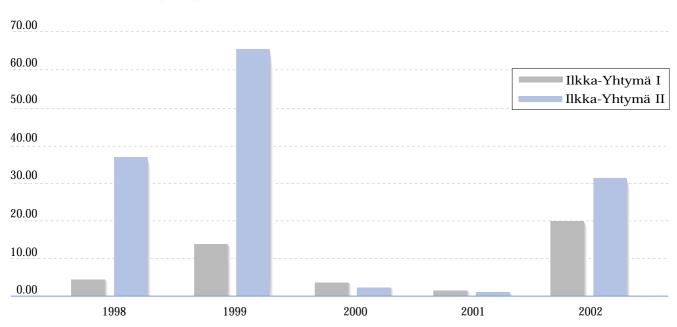
Shareholder category, Series I	No. of holdings	% of holdings	No. of shares	% of shares
Private companies	53	1.43	104,596	10.94
Financial institutions and insurance companies	15	0.40	62,558	6.54
Public-sector organisations	2	0.05	32,296	3.38
Non-profit organisations	82	2.21	69,771	7.29
Households	3,564	95.86	531,849	55.61
Foreign owners	2	0.05	110	0.01
TOTAL	3,718	100.00	801,180	83.77
On waiting list total			121,936	12.75
In joint account			33,342	3.49
SHARES ISSUED Nominee registered total			956,458	100.00

Shareholder category, Series II	No. of holdings	% of holdings	No. of shares	% of shares
Private companies	72	1.63	779,311	33.84
Financial institutions and insurance companies	23	0.52	300,422	13.05
Public-sector organisations	5	0.11	145,718	6.33
Non-profit organisations	95	2.15	66,611	2.89
Households	4,221	95.52	969,849	42.12
Foreign owners	3	0.07	12,840	0.56
TOTAL In joint account	4,419	100.00	2,274,751 27,865	98.79 1.21
SHARES ISSUED Nominee registered total			2,302,616 12,400	100.00 0.54

\*) According to shareholders' register



Performance of Ilkka-Yhtymä Oyj shares (EUR), 1 Jan 1998 - 31 Dec 2002



Relative exchange of Ilkka-Yhtymä Oyj shares (%) 1998 – 2002

### Key figures and ratios

	0000	0004	0000	1000	1000
Ilkka Group	2002	2001	2000	1999	1998
Net sales, MEUR	65.7	52.6	50.9	42.3	41.6
- change %	24.9	3.4	20.2	1.6	9.1
Operating profit, MEUR	7.6	10.2	8.9	7.1	5.8
- % of net sales	11.6	19.4	17.5	16.8	13.8
Profit before extraordinary items, MEUR	10.1	12.6	10.5	8.0	6.1
- % of net sales	15.4	23.9	20.7	18.8	14.7
Profit before taxes, MEUR	10.1	12.6	10.5	8.0	6.1
- % of net sales	15.4	23.9	20.7	18.8	14.7
Result of the financial period	7.2	8.9	7.4	5.4	4.3
- % of net sales	10.9	16.9	14.6	12.8	10.2
Return on equity (ROE), %	12.9	15.8	14.5	11.6	9.9
Return on investment (ROI), %	17.9	21.9	19.8	16.4	13.8
Equity ratio, %	82.3	83.0	79.9	80.1	81.6
Gearing, %	-5.6	-0.1	-1.3	3.0	1.4
Gross capital expenditure, MEUR	2.7	2.3	5.5	7.9	3.2
- % of net sales	4.1	4.4	10.9	18.7	7.6
Balance sheet total, MEUR	65.7	72.1	68.3	61.7	55.5
Current ratio	3.80	4.39	3.29	3.41	3.46
Personnel on average	462	459	452	413	408

The deferred tax liability included in voluntary provisions and the depreciation difference have been taken into account in the calculation of the key figures.

In the calculation of the ROI, deferred tax liability has been included in non-interest bearing liabilities.

### Key figures indicating the financial development of the Group have been calculated using the following formulas:

		Profit before extraordinary items - taxes for the financial period * +/- change in deferred tax liability	x 100
Return on equity % (ROE)	=	Shareholders' equity + minority interest + voluntary provisions and depreciation difference; deferred tax liability (average) eliminated	X 100
Return on investment % (ROI)	_	Profit before extraordinary items + interest and other financial expenses	x 100
	=	Balance sheet total - non-interest bearing liabilities (average)	X 100
Equity ratio (%)	=	Shareholders' equity + minority interest + voluntary provisions and depreciation difference; deferred tax liability eliminated	x 100
		Balance sheet total - advances received	
Gearing (%)	=	Interest-bearing liabilities - Cash at bank and in hand - Financial securities	x 100
0.17		Shareholder's equity + minority interest	
Current ratio	=	Current assests	
Current rauo		Current liabilities	

\* Not including taxes on extraordinary items.

### Per-share ratios

Ilkka Group	2002	2001	2000	1999	1998
Earnings per share (EPS), EUR	2.20	2.73	2.28	1.66	1.31
Shareholders' equity per share, EUR	16.25	18.04	16.45	14.91	13.66
Dividend per share (Series I), EUR	2.50	4.00	1.14	0.82	0.44
Dividend per share (Series II), EUR	2.50	4.00	1.14	0.82	0.44
Nominal dividend EUR/share (Series I and II)	2.50 *)	4.00 **)	1.14	0.82	0.44
Dividend per earnings (Series I), %	113.4	146.6	50.1	49.7	33.5
Dividend per earnings (Series II), %	113.4	146.6	50.1	49.7	33.5
Effective dividend yield (Series I), %	11.6	17.0	5.7	3.4	2.5
Effective dividend yield (Series II), %	11.1	19.0	6.1	4.2	2.7
Price per earnings (P/E) (Series I)	9.8	8.6	8.8	14.5	13.6
Price per earnings (P/E) (Series II)	10.2	7.7	8.3	11.9	12.5
Adjusted price development of shares					
average price (Series I), EUR	24.53	24.34	24.75	24.53	16.67
average price (Series II), EUR	22.59	19.51	19.20	20.42	15.24
lowest price (Series I), EUR	21.50	20.00	20.00	17.00	13.62
lowest price (Series II), EUR	19.50	17.00	16.50	16.50	11.77
highest price (Series I), EUR	28.50	26.09	26.00	28.00	20.18
highest price (Series II), EUR	26.50	22.00	21.50	23.10	17.45
price at end of period (Series I), EUR	21.50	23.50	20.00	24.00	17.74
price at end of period (Series II), EUR	22.50	21.00	18.80	19.70	16.40
Market capitalisation					
Total MEUR	72.4	70.8	62.4	68.3	54.7
Shares traded (Series I), number of shares	200,268	16,498	37,928	124,828	40,798
- % of total number of shares	20.9	1.7	4.0	13.1	4.3
Shares traded (Series II), number of shares	750,638	25,863	52,581	1,532,978	859,884
- % of total number of shares	32.6	1.1	2.3	66.6	37.3
Weighted average of adjusted numbers of					
shares during the financial period	3,259,074	3,259,074	3,259,074	3,259,074	3,259,074
Adjusted number of shares at the end of					
the financial period	3,259,074	3,259,074	3,259,074	3,259,074	3,259,074

\*) Proposal of the Board of Directors

\*\*) Decision of the AGM on 11 April 2002, per-share dividend of EUR 1.50 Decision of the Extraordinary General Meeting on 29 July 2002, per-share dividend of EUR 2.50

The deferred tax liability included in voluntary provisions and the depreciation difference have been taken into account in the calculation of indicators.

Per share ratios have been calculated using the following formulas:

Earnings per share (EPS)	=	Profit before extraordinary items - taxes for the financial period * +/- change in deferred tax liability +/- Minority interest Adjusted average number of shares	_
Shareholders' equity per share	_	during the period Shareholders' equity + voluntary provisions and depreciation difference less deferred tax liability and minority interest	_
		Adjusted number of shares on the date of closing the accounts Dividend per share for the financial period	
Dividend per share	=	Adjustment factor for share issues taking place after the end of the financial period Dividend per share	_
Dividend per earnings (%)	=	Earnings per share Dividend per share	– x 100
Effective dividend yield (%)	=	Adjusted average share price on the last day of trading weighted by numbers of shares traded	– x 100
Price per earnings (P/E)	=	Adjusted average share price on the last trading day of the financial period Earnings per share	-
Adjusted average share price	=	Total turnover of shares, EUR Adjusted number of shares traded	_
Market capitalisation	=	Number of shares <b>x</b> the share price on the closing date	

\* Not including taxes on extraordinary items.

## **Consolidated Income Statement**

1	Jan - 31 Dec 2002 EUR 1.000	1 Jan - 31 Dec 2001 EUR 1.000
Net sales	65,685	52,587
Increase (+) or decrease (-) in stocks of finished products	47	5
Other operating income	433	4,089
Materials and supplies		
Purchases during the financial period	23,223	13,111
Increase (-) or decrease (+) of stocks	-704	-1,708
External charges	7,871	7,395
Materials and services total	30,390	18,799
Salaries and fees	14,188	13,560
Pension expenses	2,412	2,375
Other personnel costs	949	1,018
Personnel costs total	17,549	16,953
Depreciation according to plan	3,438	3,667
Other operating costs	7,200	7,070
Operating profit	7,588	10,193
Financial income and expenses:		
Income from holdings in associated companies	-13	-16
Income from other long-term investments	1,591	1,189
Other interest and financial income	952	1,295
Depreciation on investments in securities held as financial fixed assets	54	
Interest and other financing expenses	-30	-104
Financing income and expenses total	2,554	2,364
Profit before taxes	10,142	12,556
Income tax	-3,143	-3,741
Change in deferred tax liability	186	80
Profit for the financial period	7,185	8,895



## Consolidated Cash Flow Statement

1 J.	an - 31 Dec 2002 EUR 1.000	1 Jan - 31 Dec 2001 EUR 1.000
Cash flow from operations		
Profit before extraordinary items	10,142	12,556
Adjustments	-673	-2,552
Change in working capital	447	-1,799
Financial income and expenses	1,613	743
Direct taxes paid	-5,092	-2,861
Cash flow from operations	6,437	6,088
Cash flow from investments		
Investments in tangible and intangible assets, net	-1,703	-2,256
Other investments, net	-816	4,056
Dividends received from investments	1,130	844
Cash flow from investments	-1,389	2,644
Cash flow before financing items	5,048	8,732
Cash flow from financing		
Change in current loans		-690
Change in non-current loans	-126	-126
Change in current receivables	26	31
Change in non-current receivables	6,867	721
Dividends paid and other profit distribution	-12,824	-3,672
Cash flow from financing	-6,057	-3,736
Increase (+) or decrease (-) in financial assets	-1,009	4,996
Liquid assets at the beginning of the financial period	18,025	13,029
Liquid assets at the end of the financial period	17,015	18,025

## **Consolidated Balance Sheet**

ASSETS		
FIXED AND OTHER LONG-TERM ASSETS		
Intangible assets		
Intangible rights	274	417
Goodwill	0.07	65
Other long-term assets	227	329
Advances paid	35	10
Tangible assets	537	822
Land and water areas	858	858
Buildings and constructions	7,979	8,602
Machinery and equipment	14,976	15,954
Advances paid and construction in progress	127	57
	23,940	25,470
Investments	000	440
Shares in associated companies	389	440
Other shares and holdings Other investments	7,778 537	7,142 245
Other investments	8,704	7,826
	0,704	7,820
CURRENT ASSETS		
Inventories		
Materials and supplies	1,096	1,345
Work in progress	60	14
Other inventories	3,545	2,592
	4,701	3,951
Receivables		
Non-current	00	100
Receivables from associated companies Loan receivables	39 1,385	103 8,188
Loan receivables	-	
Current	1,424	8,291
Account receivables	3,979	4,371
Receivables from associated companies	23	4,371
Loan receivables	13,516	17,330
Other receivables	63	91
Accrued income	5,310	3,167
	22,891	24,992
Cash and bank deposits	3,521	743
		745
ASSETS TOTAL	65,718	72,095

	31 Dec 2002 EUR 1.000	31 Dec 2001 EUR 1.000
LIABILITIES AND SHAREHOLDER'S EQUITY		
SHAREHOLDERS' EQUITY		
Share capital	3,259	3,259
Issue premium fund	166	166
Revaluation reserve Reserve fund	30 13,079	30
Reserve fund Redemption fund	13,079	13,079 24
Retained earnings	29,210	33,352
Profit for the financial period	7,185	8,895
F	52,953	58,805
	52,555	30,000
GROUP RESERVE	345	471
LIABILITIES		
Deferred tax liability	3,412	3,597
v		
Non-current		
Loans from financial institutions	441	568
	441	568
Current		
Loans from financial institutions	126	126
Advances received	1,369	1,285
Accounts payable	1,397	1,077
Payables to associated companies	5	26
Other payables	3,020 2,650	3,797 2,343
Accrued expenses and deferred income		
	8,567	8,654
LIABILITIES TOTAL	65,718	72,095

## Ilkka-Yhtymä Oyj Income Statement

	1 Jan - 31 Dec 2002 EUR 1.000	1 Jan - 31 Dec 2001 EUR 1.000
Net sales	10,623	1,864
Other operating income	1,058	4,707
Material and supplies		
Purchase during the financial period	9,976	2,041
Increase (-) or decrease (-) of stocks	-953	-1,579
Material and services total	9,023	462
Salaries and fees	1,147	1,070
Pension expenses	236	233
Other personnel costs	54	59
Personnel costs total	1,437	1,362
Depreciation according to plan	386	412
Other operating costs	1,806	1,590
Operating profit	-972	2,746
Financial income and armonage		
Financial income and expenses Income from holdings in Group companies Income from other long-term investments	3,620	3,553
From others Other interest and financial income	1,578	1,178
From Group companies	264	413
From others	866	1,189
Depreciation on investments in securities held as financial fixed assets Interest and other financing expenses	54	-92
To Group companies	-481	-506
To others	-1	-5
Financial income and expenses total	5,899	5,730
Profit before extraordinary items	4,928	8,476
Extraordinary items		
Extraordinary income	7,800	170
Extraordinary items total	7,800	170
Profit before appropriations and taxes	12,728	8,646
Appropriations		
Increase (-) or decrease (-) in depreciation difference	233	232
Appropriations total	233	232
Income taxes	-3,761	-2,599
Profit for the financial period	9,200	6,279

## 

## Ilkka-Yhtymä Oyj Cash Flow Statement

1 J.	an - 31 Dec 2002 EUR 1.000	1 Jan - 31 Dec 2001 EUR 1.000
Cash flow from operations		
Profit before extraordinary items	4,928	8,476
Adjustments	-7,025	-9,146
Change in working capital	-780	-1,634
Financial income and expenses	1,357	663
Direct taxes paid	-1,963	-3,054
Cash flow from operations	-3,483	-4,695
Cash flow from investments		
Investments in tangible and intangible assets, net	-137	-191
Other investments, net	-816	4,056
Dividends received from investments	3,690	3,359
Cash flow from investments	2,737	7,224
Cash flow before financing items	-745	2,529
Cash flow from financing		
Change in current loans	-3,845	3,570
Change in current receivables	-2,168	1,322
Change in non-current receivables	8,867	721
Group contributions received and paid	7,800	170
Dividends paid and other profit distribution	-12,824	-3,672
Cash flow from financing	-2,171	2,111
Increase (+) or decrease (-) in financial assets	-2,917	4,640
Liquid assets at the beginning of the financial period	16,537	11,898
Liquid assets at the end of the financial period	13,621	16,537

## Ilkka-Yhtymä Oyj Balance Sheet

	31 Dec 2002 EUR 1.000	31 Dec 2001 EUR 1.000
ASSETS		
FIXED AND OTHER LONG-TERM ASSETS		
Intangible assets		
Intangible rights Other long-term assets	86 94	89 173
Advances paid	35	10
	215	272
Tangible assets		
Land and water areas	332	332
Buildings and constructions	2,169	2,322
Machinery and equipment Advances paid and construction in progress	224 15	259
Advances paid and construction in progress		4
	2,740	2,916
Investments		
Shares in Group companies	6,284	6,284
Shares in associated companies	487	546
Other shares and holdings Other investments	7,435 483	6,798 191
Outer investments	14,689	13,819
	14,009	13,019
CURRENT ASSETS		
Inventories		
Other inventories	3,545	2,592
	3,545	2,592
Receivables Non-current		
Receivables from Group companies	3,046	5,046
Receivables from interest companies	11	75
Loan receivables	1,385	8,188
	4,442	13,309
Current Accounts receivable Sales receivables		
Sales receivables Receivables from Group companies	1 3,735	1,556
Receivables from associated companies	5,755	7
Loan receivables	13,510	16,554
Accrued income	3,709	2,793
	20,956	20,910
Cash and bank deposits	127	20
ASSETS TOTAL	46,713	53,838

	31 Dec 2002 EUR 1.000	31 Dec 2001 EUR 1.000
LIABILITIES AND SHAREHOLDERS' EQUITY		
SHAREHOLDERS' EQUITY		
Share capital Issue premium fund Revaluation reserve Reserve fund Retained earnings Profit for the financial period	3,259 166 30 13,079 8,158 9,200	3,259 166 30 13,079 14,915 6,279
	33,892	37,728
ACCUMULATED APPROPRIATIONS		
Depreciation difference	1,605	1,838
LIABILITIES		
Current liabilities Accounts payable Payables to Group companies Other payables Accrued expenses and deferred income	90 8,556 2,288 283 11,217	26 12,401 1,646 199 14,272
LIABILITIES TOTAL	46,713	53,838

## **Accounting Principles**

### Group

The parent company, Ilkka-Yhtymä Oyj, and its subsidiaries Sanomalehti Ilkka Oy, Vaasa Oy, Pohjanmaan Lähisanomat Oy, Iprint Oy, I-Mediat Oy, Kiinteistö Oy Seinäjoen Koulukatu 10 and Seinäjoen Kassatalo Osakeyhtiö form a Group. In the autumn of 2001, Oy I-print Wasa Ab, a subsidiary of I-print Oy, was merged into its parent company.

Mutual shareholding in Group companies was eliminated using the acquisition cost method. The difference at the time of acquisition between the share price and the shareholders' equity of the subsidiaries is presented as consolidated assets, depreciated using the straightline method over ten years, since the newspapers' publishing rights are not generally included in balance sheet values. Consolidated assets are also allocated to land and buildings, and in the latter case they are depreciated as straight-line depreciation over twenty years.

Inter-company receivables and payables, sales and purchases and other income and expenses between group companies were eliminated.

The consolidated financial statements include the associated companies Arena Partners Oy, Kristinestads Förlags Ab, Väli-Suomen Media Oy and Yrittävä Suupohja Oy. The associated companies' financial statements were included in the consolidated financial statements using the equity method.

During the financial period, the Group sold its shares in Etelä-Pohjanmaan Viestintä Oy, and Pohjanmaan Paikallistelevisio Oy was dissolved at the end of the year.

### Comparability of Figures

The figures for 2002 are comparable with those of 2001.

### Inventories

Inventories were valued either at acquisition cost or probable sales value, whichever was the lowest. Marketable securities were valued at their direct acquisition cost, average closing price or probable sales price, whichever was the lowest.

### Fixed Assets and Depreciation

The book values of buildings and land areas were increased on a previous occasion, by the amounts stated in the notes to the Accounts. Other fixed assets were valued at the original acquisition cost less depreciation according to plan. Depreciation according to plan was calculated as straight-line depreciation from the original acquisition price of fixed assets on the basis of the economic life of the assets, using uniform principles for all Group companies. The depreciation periods for different assets are as follows:

Intangible rights and other long-term assets	3-10 years
Buildings	20-40 years
Structures	20 years
Machinery and equipment	3-15 years
Group goodwill	5-10 years

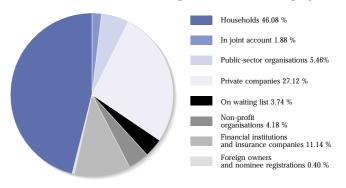
### Periodisation of Pension Expenses

Employee pension schemes are arranged through insurance companies.

### Items in Foreign Currencies

Receivables and liabilities in foreign currencies were converted to euros according to the average exchange rate of the European Central Bank on the closing date of the financial statements.

### Distribution of shares according to shareholder category





### Notes to the Income Statement and the Balance Sheet (EUR 1,000)

			=		t company	
		2002	2001	2002	2001	
1.	Net sales					
	Net sales by operating sector					
	Publishing	37,605	37,418			
	Graphics	29,597	26,965			
	Renting	408	404			
	Other sales	1,751	1,619	1,751	1,619	
	Securities trading	8,872	246	8,872	246	
	Internal sales	-12,548	-14,064			
	Total	65,685	52,587	10,623	1,864	
	Net sales by market area					
	Finland	59,643	49,947	10,623	1,864	
	Other Nordic countries	5,931	2,135			
	Other countries	111	506			
	Total	65,685	52,587	10,623	1,864	
2.	Other operating income					
6.	Capital gains on fixed assets	36	3,745	26	3,725	
	Rent income	356	307	1,031	980	
	Other	41	37	1,031	2	
	Total	433	4,089	1,058	4,707	
3.	Average number of personnel during the fina					
	Publishing	234	237 192			
	Graphics	198		01	01	
	Business services	<u>31</u> 462	<u> </u>	<u>31</u> 31	31	
	Total	402	459	31	31	
4.	Management's salaries and fees					
	Managing Director and Board Members	309	268	175	143	
	Members of the Supervisory Board	19	15	18	15	
	Total	327	283	193	158	
5.	Depreciation according to plan					
~•	Intangible rights	281	307	38	29	
	Consolidated goodwill	112	192		~0	
	Group reserve	-172	-172			
	Other long-term expenses	102	152	79	119	
	Buildings and constructions	622	619	153	155	
	Machinery and equipment	2,493	2,569	117	108	
	Total	3,438	3,667	386	412	
		-,	-,			

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		Group		Parento	<b>Parent company</b>	
		2002	2001	2002	2001	
6.	Group operating profit by operating sector					
	Publishing	5,412	5,164			
	Graphics	2,877	2,172			
	Rentals	276	277			
	Other sales	-820	2,945			
	Securities trading	-152	-199			
	Inter-group transactions	-6	-167			
	Total	7,588	10,192			
7.	<b>Total amount of dividend yields and interest inco</b> Dividend yields Interest income Interest expenses	1,130 925 31	844 1,271 104	3,690 1,103 482	3,359 1,580 511	
8.	Extraordinary items					
	Extraordinary income			7,800	170	
	The Parent Company's extraordinary items cons	sist of Group contri	butions received.			
9.	Income taxes					
	Income tax on extraordinary items			2,262	49	
	Income tax on ordinary operations	3,143	3,741	1,499	2,550	
	Total	3,143	3,741	3,761	2,599	

The hidden tax liability of EUR 89,300 included in revaluation has not been entered in the balance sheet.

#### 10. Intangible and tangible assets

Group Intangible assets	Intangible rights	Group goodwill	Other long-term assets	Advances paid	Total
0		0		1	
Acquisition cost 1 Jan 2002	3,572	5,690	2,190	10	11,463
Increase	139			35	174
Decrease	-2			-10	-12
Group reserve		164			164
Acquisition cost 31 Dec 2002	3,709	5,855	2,190	35	11,789
Accumulated depreciation and					
write-downs 1 Jan 2002	3,155	5,625	1,861		10,641
Accumulated depreciation of decrease and t	ransfers -1				-1
Depreciation for the financial period	281	112	102		494
Group reserve		118			118
Accumulated depreciation 31 Dec 2002	3,435	5,855	1,963		11,252
Book value 31 Dec 2002	274	0	227	35	537

Group reserve, previously combined with the consolidated goodwill, has been transferred to balance sheet liabilities.

Group Tangible assets	Land areas	Buildings and constructions	Machinery and equipment	Advances paid	Total
Acquisition cost 1 Jan 2002	858	14,354	34,765	57	50,034
Increase			1,560	127	1,687
Decrease			-154	-57	-211
Acquisition cost 31 Dec 2002	858	14,354	36,171	127	51,510
Accumulated depreciation and					
write-downs 1 Jan 2002		5,752	18,812		24,564
Accumulated depreciation of decrease a	and transfers		-110		-110
Depreciation for the financial period		622	2,493		3,116
Accumulated depreciation 31 Dec 2002		6,375	21,195		27,570
Book value 31 Dec 2002	858	7,979	14,976	127	23,940
Balance sheet value of machinery and e	quipment 31 De	c 2002	14,406		

Parent Company Intangible assets	Intangible rights	Other long-term expenditure	Advances paid	Total
Acquisition cost 1 Jan 2002	643	1,914	10	2,568
Increase	35		35	70
Decrease	-1		-10	-11
Acquisition cost 31 Dec 2002	678	1,914	35	2,628
Accumulated depreciation and				
write-downs 1 Jan 2002	554	1,742		2,296
Depreciation for the financial period	38	79		117
Accumulated depreciation 31 Dec 2002	592	1,820		2,413
Book value 31 Dec 2002	86	94	35	215

Parent Company Tangible assets	Land areas	Buildings and constructions	Machinery and equipment	Advances paid	Total
Acquisition cost 1 Jan 2002	332	4,319	5,574	4	10,228
Increase			100	15	114
Decrease			-49	-4	-52
Acquisition cost 31 Dec 2002	332	4,319	5,624	15	10,290
Accumulated depreciation and					
write-downs 1 Jan 2002		1,997	5,315		7,312
Accumulated depreciation of decrease an	d transfers		-31		-31
Depreciation for the financial period		153	117		270
Accumulated depreciation 31 Dec 2002		2,149	5,401		7,550
Book value 31 Dec 2002	332	2,169	224	15	2,740
Balance sheet value of machinery and eq	uipment 31 De	c 2002	161		

### 11. Revaluation

The Group and the Parent Company's acquisition cost of land areas includes a revaluation of EUR 37,000. The Group and the Parent Company's acquisition cost of buildings includes a revaluation of EUR 270,800. No changes have occurred in revaluation during the financial period.

### 12. Investments

Group	Shares in Group companies	Shares in associated companies	Other shares and holdings	Other investments	Total
Book value 1 Jan 2002		440	7,142	245	7,826
Reversal of write-downs			54		54
Increase			606	292	898
Decrease		-51	-24		-75
Book value 31 Dec 2002		389	7,778	537	8,704

Parent Company	Shares in Group companies	Shares in associated companies	Other shares and holdings	Other investments	Total
Book value 1 Jan 2002	6,284	546	6,798	191	13,819
Reversal of write-downs			54		54
Increase			606	292	898
Decrease		-58	-24		-82
Book value 31 Dec 2002	6,284	487	7,435	483	14,689

		Group		Parent	<b>Parent Company</b>	
		2002	2001	2002	2001	
13.	Difference in market value and book value of publica	ally quoted secu	urities			
	Publically quoted securities entered under investments					
	Market value	4,625	4,693	4,625	4,693	
	Book value	3,611	3,132	3,611	3,132	
	Difference	1,014	1,560	1,014	1,560	



			Group	Parent	Company
		2002	2001	2002	2001
14.	Companies owned by the Group and the Pa	rent Company			
	Group companies	Group	I	Parent Company	
		ownership %		ownership %	
	I-Mediat Oy, Seinäjoki	100.0		100.0	
	I-print Oy, Seinäjoki	100.0		100.0	
	Kiinteistö Oy Seinäjoen Koulukatu 10,				
	Seinäjoki	100.0		100.0	
	Seinäjoen Kassatalo Osakeyhtiö, Seinäjoki	100.0		100.0	
	Vaasa Oy, Vaasa	100.0		100.0	
	Sanomalehti Ilkka Oy, Seinäjoki	100.0		100.0	
	Pohjanmaan Lähisanomat Oy, Seinäjoki	100.0		100.0	
	Associated companies	Group	I	Parent Company	
	-	ownership %		ownership %	
	Arena Partners Oy, Kuopio	27.8		27.8	
	Kristinestads Förlags Åb,				
	Kristiinankaupunki	38.8			
	Väli-Suomen Media Oy, Jyväskylä	40.0		20.0	
	Yrittävä Suupohja Oy, Kauhajoki	38.5		38.5	

The financial statements of all associated companies have been included in the consolidated financial statements using the equity method.

The financial statements of all subsidiary companies are included in the consolidated financial statements.

#### 15. Share borrowing

Borrowing of shares included in inventories in Ilkka-Yhtymä Oyj during 2 October 2002 - 21 March 2003, number of shares: 23,000, depreciable acquisition cost EUR 340,268.

Group **Parent Company** 2002 2001 2002 2001 16. Receivables Non-current receivables Receivables from Group companies Loan receivables 3,046 5,046 3,046 5,046 Receivables from associated companies Loan receivables 39 103 11 75 39 103 11 75

### Subordinate loans

The Group's non-current loan receivables include EUR 1,419,426 of subordinated loans, and those of the Parent Company include EUR 1,391,675 of subordinated loans.

Of these, the Group figures include subordinated loans of EUR 38,683 to associated companies, whereas the corresponding figure for the Parent Company is EUR 10,932.

Receivables from Group companies				
Account receivables			19	5
Loan receivables			3,699	1,510
Other receivables			17	30
Accrued income and deferred expenses				11
			3,735	1,556
Receivables from associated companies				
Account receivables	23	19		
Accrued income and deferred expenses		15		7
	23	34		7
Substantial accrued income items				
Tax receivables	3,275	1,413	1,939	1,400
Interest receivables	1,757	1,378	1,753	1,378
Other	278	376	17	15
	5,310	3,167	3,709	2,793

	Group		Parent Company	
	2002	2001	2002	2001
7. Shareholders' equity				
Share capital 1 Jan	3,259	3,259	3,259	3,259
Share capital 31 Dec	3,259	3,259	3,259	3,259
Issue premium fund 1 Jan	166	166	166	166
Issue premium fund 31 Dec	166	166	166	166
Revaluation reserve 1 Jan	30	30	30	30
Revaluation reserve 31 Dec	30	30	30	30
Reserve fund 1 Jan	13,079	13,079	13,079	13,079
Reserve fund 31 Dec	13,079	13,079	13,079	13,079
Redemption reserve 1 Jan	24	24		
Redemption reserve 31 Dec	24	24		
Retained earnings 1 Jan	42,246	37,067	21,194	18,631
Other change in shareholders' equity	40.000		40.000	
Dividend distribution	-13,036	-3,715	-13,036	-3,715
Retained earnings 31 Dec	29,210	33,352	8,158	14,915
Profit for the financial period	7,185	8,895	9,200	6,279
Shareholders' equity total	52,953	58,805	33,892	37,728
Statement of distributable funds 31 Dec				
Retained earnings	29,210	33,352	8,158	14,915
Profit for the financial period	7,185	8,895	9,200	6,279
- share of depreciation difference entered				
in shareholders' equity	-7,206	-7,661		
Total	29,188	34,586	17,358	21,194
Breakdown of the Parent Company's share capital	by share type:			
Series I (20 votes/share), nominal value EUR 1/sh			5,687	5,687
Series II (1 vote/share), nominal value EUR 1/sha	re		13,691	13,691
Total			19,378	19,378

The transfer of series I shares is restricted by an approval clause. According to the clause, series I shares cannot be transferred without the approval of the Board of Directors.

		Gro 2002	oup 2001	Parent ( 2002	Company 2001
8. Deferred tax liabi	lity				
Deferred tax liabilit	y in the consolidated financial stateme	nts is based on tl	ne accumulated of apj	propriations as follow	s:
Appropriations					
Depreciation different	ence	<u>11,765</u> <u>11,765</u>	<u>12,405</u> <u>12,405</u>		
Deferred tax liabilit	У				
of appropriations	-	<u>3,412</u> <u>3,412</u>	3,597 3,597		
9. Liabilities					
<b>Non-current liabi</b> Debt falling due aft Loans from financi	er five years		63		
<b>Current liabilities</b>					
Payables to Group Accounts payable	companies			17	20
Other payables				8,536	12,381
Accrued expenses a	and deferred income			<u> </u>	12,401
Payables to associat	ed companies				
Accounts payable	1	5	26		
		5	26		
	expenses and deferred income items	9.017	1 079	109	107
Other	ing social security contributions	2,017 633	1,973 370	182 101	167 32
		2,650	2,343	283	199
0. Guarantees and c	ontingent liabilities				
	th mortgages on company assets				
Loans from financi Mortgages on comp		568 1,245	694 1,245		
Other guarantees		100	100		
Mortgages on real e	estate	168	168		
	half of Group companies estate			168	168
Mortgages on real e					



## Proposal by the Board of Directors on Profit Distribution

The Group's distributable funds	EUR	29,188,138.94
The parent company's distributable funds Undistributed funds from profits from earlier financial periods	EUR	8,157,778.56
The profit for the financial year	EUR	9,199,892.50
Total	EUR	17,357,671.06

The Board of Directors proposes to the AGM that a per-share dividend of EUR 2.50 be paid on 3,259,074 shares, i.e. a total of EUR 8,147,685.00, and that the rest of the profit be left on the profit funds account.

Seinäjoki, 10 February 2003

BOARD OF DIRECTORS

Veikko Heikkilä

Jaakko Aukia

Seppo Paatelainen

Tapio Savola

Lasse Hautala

Matti Korkiatupa Managing Director

The financial statements have been prepared in accordance with generally accepted accounting principles. We issued our report on the audit we conducted, on this day 11 February 2003.

Seinäjoki, 11 February 2003

Ernst & Young Oy Authorised Public Accountants

Risto Järvinen, Authorised Public Accountant Pekka Kiljunen, Authorised Public Accountant

## Auditors' Report

### To the shareholders of Ilkka-Yhtymä Oyj

We have audited the accounts, the financial statements and the corporate governance of Ilkka-Yhtymä Oyj for the financial period 1 January–31 December 2002. The financial statements prepared by the Board of Directors and the Managing Director include the report of the Board of Directors, and the consolidated and parent company income statements, balance sheets and notes to the financial statements. Based on our audit we submit our opinion on these financial statements and the company's corporate governance.

We conducted the audit in accordance with Finnish Standards on Auditing. Those standards require that we plan and perform the audit to obtain reasonable assurance of whether the financial statements are free of material misstatements. The purpose of our audit of corporate governance is to verify that the Members of the Supervisory Board and of the Board of Directors, and the Managing Director, have complied with the rules of the Finnish Companies Act.

In our opinion, the financial statements were prepared in accordance with the Finnish Accounting Act and other rules and regulations relevant to the preparation of financial statements in Finland. The financial statements give a true and fair view, as defined in the Accounting Act, of both the consolidated and parent company's operations, and their financial position. The accounts together with the consolidated financial statements can be adopted and the members of the Supervisory Board and of the Board of Directors and the Managing Director of the parent company can be discharged from liability for the period we have audited. The proposal of the Board of Directors regarding the distribution of profit complies with the Finnish Companies Act.

Seinäjoki, 11 February 2003

Ernst & Young Oy Authorised Public Accountants

Risto Järvinen Authorised Public Accountant Pekka Kiljunen Authorised Public Accountant

## Supervisory Board's Statement

Having examined the consolidated and parent company balance sheets and income statements for 2002, as well as the auditors' report, the Supervisory Board approves the report by the Board of Directors and the proposal for the distribution of profit included in the report. At the same time, the Supervisory Board notifies that the terms of office of the following members of the Supervisory Board are next in line to expire: Timo Aukia Seinäjoki, Mauri Hietala Seinäjoki, Mikko Koskinen Seinäjoki, Heikki Kuoppamäki Ähtäri, Perttu Rinta Helsinki, Ari Rinta-Jouppi Vähäkyrö, Jaakko Rintala Lapua and Raija Tikkala Jurva.

Seinäjoki, 3 March 2003

Jaakko Rintala Chairman of the Supervisory Board Matti Korkiatupa Managing Director

### Administration

### Supervisory Board

According to Ilkka-Yhtymä Oyj's Articles of Association, the Company has a Supervisory Board with a minimum of twenty-eight (28) and a maximum of forty (40) members, two of which must be employees of the Company or of another company owned by it.

The members of the Supervisory Board are elected at the AGM for a term of office of four (4) years at a time, beginning immediately after their election. Each year, the term of office of no more than one quarter of the Board members shall expire. The retirement age of a member of the Supervisory Board is sixty-eight (68). The terms of office of members of the Supervisory Board end, regardless of the length of the remaining period of office, at the AGM of the year during which the member in question turns sixty-eight (68).

In addition to those stipulated in the Articles of Association, the duties of the Supervisory Board include electing and discharging the members of the Board of Directors, the Managing Director of the company and the Chief Editor of Ilkka, summoning General Meetings, preparing the agenda for the General Meeting, and issuing a report on the financial statements and the auditor's report.

	Member of the Supervisory Board since	Current term will expire in		Member of the Supervisory Board since	Current term will expire in
Jaakko Rintala, Lapua			Mikko Koskinen, Seinäjoki	1999	2003
Chairman	1995	2003	Heikki Kuoppamäki, Ähtäri	1991	2003
Aarno Puumala, Lehtimäki			Esa Latva-Rasku, Ilmajoki	2001	2005
Vice Chairman	1974	2004	Simo Luoma, Seinäjoki	1984	2004
Markku Akonniemi, Töysä	1995	2005	Juha Mikkilä, Kurikka	1990	2006
Esko Ala-Äijälä, Seinäjoki	1998	2004	Sari Mutka, Helsinki	2002	2006
Timo Aukia, Seinäjoki	1999	2003	Seppo Nurmi, Vaasa *)	2001	2005
Jari Eklund, Helsinki	1998	2006	Martti Ojares, Helsinki	2002	2006
Lasse Hautala, Kauhajoki	2000	2004	Perttu Rinta, Helsinki	1999	2003
Mauri Hietala, Seinäjoki	1991	2003	Ari Rinta-Jouppi, Vähäkyrö	1999	2003
Alpo Joensuu, Kuortane	1994	2005	Matti Ritamäki, Lapua	1994	2004
Raimo Joronen, Seinäjoki	1986	2006	Pauli Särkijärvi, Evijärvi	1986	2006
Ossi Jäkärä, Vaasa	1990	2006	Arto Takalampi, Nurmo *)	2002	2005
Heikki Järvi-Laturi, Teuva	2001	2005	Raija Tikkala, Jurva	1995	2003
Vesa-Pekka Kangaskorpi, Jyväs	kylä 2000	2004	Jukka Tunkkari, Veteli	2001	2005
Antti Kiviniemi, Jalasjärvi	1998	2006	Marja Vettenranta, Laihia	1997	2005
Yrjö Kopra, Helsinki	1998	2006	Jyrki Viitala, Seinäjoki	2000	2004
Martti Koski, Vaasa	2001	2005			

\*) Employee representative.



Ilkka-Yhtymä Oyj's Board Of Directors, from left Jaakko Aukia, Tapio Savola, Veikko Heikkilä, Lasse Hautala and Seppo Paatelainen.

### **Board of Directors**

The Board of Directors comprises a minimum of four (4) and a maximum of five (5) members. Board members are elected for a term of four (4) years. The retirement age of members of the Board of Directors is sixty-eight (68) and their terms of office end, regardless of the length of the remaining period of office, at the first meeting of the Supervisory Board after the AGM during the calendar year at which the member in question reaches sixty-eight (68).

	Member of the Board since	Current term will expire in
Veikko Heikkilä, Alavus, Chairman	1986	2005
Jaakko Aukia, Kurikka, Vice Chairman	1985	2004
Lasse Hautala, Kauhajoki	2002	2006
Seppo Paatelainen, Seinäjoki	1999	2003
Tapio Savola, Lappajärvi	1991	2003

### Managing Director

Matti Korkiatupa, Seinäjoki

### **Auditors**

### **Principal auditors**

Ernst & Young Oy, Authorised Public Accountants, the main responsible accountant being Risto Järvinen, Lic.Sc. (Econ. & Bus. Adm.), Authorised Public Accountant, Helsinki

Pekka Kiljunen, Authorised Public Accountant

### **Deputy auditors**

Tapio Ala-Tolppa, Authorised Public Accountant Päivi Virtanen, Authorised Public Accountant

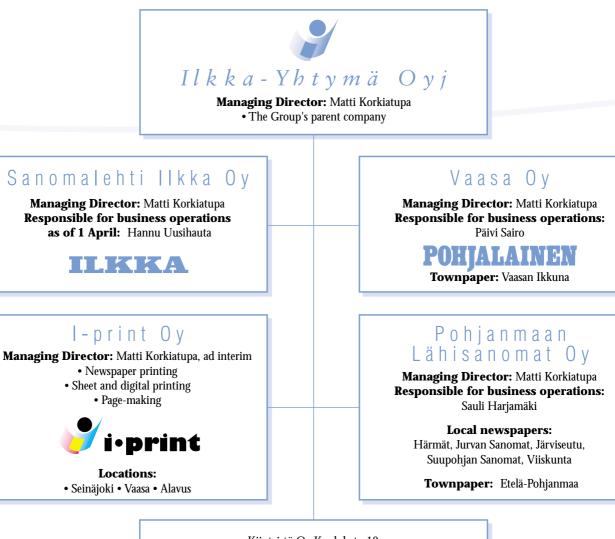
### **Controlling audit**

Ernst & Young Oy, Authorised Public Accountants



## Ilkka-Yhtymä's Group Structure

### **CEO: Matti Korkiatupa**



Kiinteistö Oy Koulukatu 10 Seinäjoen Kassatalo Osakeyhtiö I-Mediat Oy • real-estate companies

The parent company provides the subsidiaries with: • financial and investment services, Paula Anttila, Financial Director • HR services, Paula Mahlamäki, Human Resources Manager • development and data management services, Ari Monni, Chief Information Officer • real-estate service, Heikki Lehtola, Construction Engineer

### Ilkka Group Contact Information

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### **I-print Alavus**

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### Kirjapaino I-print

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#### I-print Vaskiluoto

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